



CRMI
中國再生醫學



CHINA REGENERATIVE MEDICINE

INTERNATIONAL LIMITED

中國再生醫學國際有限公司

Incorporated in the Cayman Islands with limited liability
於開曼群島註冊成立之有限公司

Stock Code 股份代號 : 8158

ANNUAL
REPORT
2018 年報

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of China Regenerative Medicine International Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)**GEM**之特點

GEM之定位乃為相比其他在聯交所上市之公司帶有較高投資風險之中小型公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。

鑒於**GEM**上市之公司普遍為中小型公司，在**GEM**買賣之證券可能會較在主板買賣之證券承受較大之市場波動風險，同時無法保證在**GEM**買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本報告全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

本報告旨在遵照聯交所**GEM**證券上市規則(「**GEM**上市規則」)之規定，提供有關中國再生醫學國際有限公司(「本公司」)之資料。本公司董事(「董事」)對此共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何其他事項，足以令致本報告或其所載任何陳述產生誤導。

CONTENTS

目錄

Corporate Information 公司資料	3
Chairman's Statement 主席報告	6
Management Discussion and Analysis 管理層討論及分析	8
Biographical Details of Directors and Chief Executives 董事及最高行政人員簡介	59
Corporate Governance Report 企業管治報告	63
Environmental, Social and Governance Report 2018 二零一八年環境、社會及管治報告	88
Directors' Report 董事會報告	110
Independent Auditor's Report 獨立核數師報告	131
Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收入表	138
Consolidated Statement of Financial Position 綜合財務狀況表	140
Consolidated Statement of Changes in Equity 綜合權益變動表	142
Consolidated Statement of Cash Flows 綜合現金流量表	144
Notes to the Financial Statements 財務報表附註	146
Financial Summary 財務摘要	268

CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Ray Yip (*Chairman of the Board*)

(appointed as Chairman of the Board with effect from
3 December 2018)

Wang Xuejun (*Chief Executive Officer*)

(appointed as executive Director and Chief Executive Officer
with effect from 3 September 2018)

Chen Chunguo (resigned with effect from 6 July 2018)

Non-executive Directors

Cui Zhanfeng (resigned with effect from 1 June 2018)

Xiong Chengyu (resigned with effect from 1 June 2018)

Independent Non-executive Directors

Chan Bing Woon

Wong Yiu Kit Ernest

Fang Jun

Pang Chung Fai Benny (resigned with effect from 1 June 2018)

COMPANY SECRETARY

Ip Wing Nin Clifford, qualified legal practitioner in Hong Kong

(appointed with effect from 6 January 2019)

Cheng Chai Fu (resigned with effect from 6 January 2019)

AUDIT COMMITTEE

Wong Yiu Kit Ernest (*chairman of Audit committee*)

Fang Jun

Chan Bing Woon

Cui Zhanfeng (resigned with effect from 1 June 2018)

Xiong Chengyu (resigned with effect from 1 June 2018)

Pang Chung Fai Benny (resigned with effect from 1 June 2018)

NOMINATION COMMITTEE

Fang Jun (*chairman of Nomination Committee*)

(appointed as committee chairman with effect from 1 June 2018)

Chan Bing Woon

Wong Yiu Kit Ernest

Chen Chunguo (resigned with effect from 6 July 2018)

Cui Zhanfeng (resigned with effect from 1 June 2018)

Pang Chung Fai Benny (resigned with effect from 1 June 2018)

董事

執行董事

葉雷博士 (*董事會主席*)

(自二零一八年十二月三日起獲委任
為董事會主席)

王學軍先生 (*行政總裁*)

(自二零一八年九月三日起獲委任為
執行董事兼行政總裁)

陳春國 (自二零一八年七月六日起辭任)

非執行董事

崔占峰 (自二零一八年六月一日起辭任)

熊澄宇 (自二零一八年六月一日起辭任)

獨立非執行董事

陳炳煥

黃耀傑

方俊

彭中輝 (自二零一八年六月一日起辭任)

公司秘書

葉永年，香港合資格執業律師

(自二零一九年一月六日起獲委任)

鄭濟富 (自二零一九年一月六日起辭任)

審核委員會

黃耀傑 (*審核委員會主席*)

方俊

陳炳煥

崔占峰 (自二零一八年六月一日起辭任)

熊澄宇 (自二零一八年六月一日起辭任)

彭中輝 (自二零一八年六月一日起辭任)

提名委員會

方俊 (*提名委員會主席*)

(自二零一八年六月一日起獲委任為委員會主席)

陳炳煥

黃耀傑

陳春國 (自二零一八年七月六日起辭任)

崔占峰 (自二零一八年六月一日起辭任)

彭中輝 (自二零一八年六月一日起辭任)

CORPORATE INFORMATION

公司資料

REMUNERATION COMMITTEE

Fang Jun (*chairman of Remuneration Committee*)
(appointed as committee chairman with effect from 1 June 2018)
Ray Yip
Chan Bing Woon
Wong Yiu Kit Ernest
Pang Chung Fai Benny (resigned with effect from 1 June 2018)
Xiong Chengyu (resigned with effect from 1 June 2018)

REGISTERED OFFICE

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Rooms 3006–10, 30/F., China Resources Building
26 Harbour Road
Wanchai
Hong Kong
(changed with effect from 4 July 2018)

COMPLIANCE OFFICER

Ray Yip (appointed with effect from 6 July 2018)
Chen Chunguo (resigned with effect from 6 July 2018)

AUTHORISED REPRESENTATIVES

Ray Yip
Ip Wing Nin Clifford (appointed with effect from 6 January 2019)
Cheng Chai Fu (resigned with effect from 6 January 2019)
Chen Chunguo (resigned with effect from 6 July 2018)

PRINCIPAL BANKERS

Dah Sing Bank, Limited
36th Floor, Everbright Centre
108 Gloucester Road
Hong Kong

Hang Seng Bank Limited
83 Des Voeux Road Central
Hong Kong

薪酬委員會

方俊 (*薪酬委員會主席*)
(自二零一八年六月一日起獲委任為委員會主席)
葉雷
陳炳煥
黃耀傑
彭中輝 (自二零一八年六月一日起辭任)
熊澄宇 (自二零一八年六月一日起辭任)

註冊辦事處

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

總辦事處及香港主要營業地點

香港
灣仔
港灣道26號
華潤大廈30樓3006–10室
(自二零一八年七月四日起變更)

監察主任

葉雷 (自二零一八年七月六日起獲委任)
陳春國 (自二零一八年七月六日起辭任)

授權代表

葉雷
葉永年 (自二零一九年一月六日起獲委任)
鄭濟富 (自二零一九年一月六日起辭任)
陳春國 (自二零一八年七月六日起辭任)

主要往來銀行

大新銀行有限公司
香港
告士打道108號
光大中心36樓

恒生銀行有限公司
香港
德輔道中83號

CORPORATE INFORMATION

公司資料

AUDITOR

BDO Limited
25th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

LEGAL ADVISER ON THE CAYMAN ISLANDS LAW

Maples and Calder
53rd Floor, The Center
99 Queen's Road Central
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
P.O. Box 1093
Boundary Hall
Cricket Square
Grand Cayman
KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square, 338 King's Road
North Point
Hong Kong

COMPANY WEBSITE

www.crimi.hk

STOCK CODE

8158

核數師

香港立信德豪會計師事務所有限公司
香港
干諾道中111號
永安中心25樓

法律顧問(開曼群島法律)

Maples and Calder
香港
皇后大道中99號
中環中心53樓

開曼群島股份過戶登記總處

Maples Fund Services (Cayman) Limited
P.O. Box 1093
Boundary Hall
Cricket Square
Grand Cayman
KY1-1102
Cayman Islands

香港股份過戶登記分處及股份過戶辦事處

聯合證券登記有限公司
香港
北角
英皇道338號華懋交易廣場2期
33樓3301-04室

公司網址

www.crimi.hk

股份代號

8158

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of China Regenerative Medicine International Limited (the "Company"), I am pleased to present the annual results of the Company and its subsidiaries (hereinafter referred to as the "Group") for the year ended 31 December 2018 to all the shareholders.

The new management has conscientiously implemented the resolutions of the Board, as well as actively developed the core values idea of business priority, under the philosophy of market force. The Group strived to overcome numerous difficulties to achieve business targets under the market-directed, customers-centred and service-oriented approaches. Despite insufficient resources, the Group focused on building sales teams and strengthening marketing efforts. In the increasingly competitive and changing market, we successfully managed to overcome various unfavourable factors and courageously advanced forward with innovation in an unyielding spirit. We successfully developed the cost-efficient sales-centred philosophy that places the best interests of our shareholders, maintains a stable employee base, and serves the community at heart.

During 2018, the Group made several major adjustments to assure the improvement of the business. These measures were:

1. Strengthening the senior management team with strong talents and long standing experience in biotechnology
2. Expanding the current tissue engineering product lines for limited medical applications to greater market potential such as anti-aging and cosmetic applications
3. Re-organizing the stem cell product line with a clear strategy to capture the stem cell storage market and developing products that have wider applications

I am confident that these major management and strategic adjustments will start to generate results in 2019.

至各位股東：

本人僅代表中國再生醫學國際有限公司（「本公司」）董事會（以下簡稱「董事會」），向全體股東提呈本公司及其附屬公司（以下簡稱「本集團」）截至二零一八年十二月三十一日止年度之全年業績報告。

新管理層秉承以市場為導向的理念，認真落實董事會的決策，積極開拓以業務為先的中心思想，以市場為導向，以客戶為中心，以服務為本，以業務為目標，排除一切萬難，哪怕在資源不足的情況下，在本年度重點聚焦於銷售團隊的建立和市場的推廣，哪怕日益激烈的市場變化，但是我們仍然克服了諸多不利的因素，勇往直前，永不言敗，力求創新，建立好以銷售為中心的思想，股東利益為最高目標，員工穩定為基本，費用壓縮為核心，服務社會為根本的方向。

2018年期間，本集團進行了幾個重大調整，以確保業務的改善。這些措施是：

1. 加強具有豐富人才和有長期生物技術經驗的高級管理團隊
2. 擴大現有組織工程產品線，不僅在有限的醫療應用，以擴大市場潛力，如抗衰老和化妝品原料的使用
3. 重新組織幹細胞產品線，制定明確的戰略，以捕捉幹細胞儲存市場，與組織工程產品配合開發應用更廣泛的健康服務市場。

我相信，這些重大的管理和戰略調整將在2019年開始產生成果。

CHAIRMAN'S STATEMENT

主席報告

FUTURE PROSPECT

Driven by a new culture and a new team under the new mechanism, the Group will continue to move forward and embrace new market impacts by placing tissue engineering at core, particularly by focusing on our artificial cornea product "Acornea". While continuing the domestic market expansion, the Group will strive to promote the "Acornea" product across the global market, including the regions on the "Belt and Road" Initiative, and explore collaboration with medical institutions and charity organizations in various countries to build a bright future for the world.

As for the dermatology sector, the Group will commit itself to technological transformation by establishing collaboration with other cosmetics brands. Foraying into the medical beauty and cosmetics field, the Group will embrace a greater market to further enhance its profitability. Despite an increasingly fierce market competition, we continue to have strong confidence in our sales teams that will create a bright future for the Company.

Looking into the stomatology sector, we will strive for operation stability, business success, and stable growth by possessing core technologies and retaining backbone employees. Furthermore, we will put more efforts to maintain most valued customers, explore new channels, and minimize costs for greater profitability.

In the stem cell area, the Group has already developed and maintained a solid foundation by establishing high-standard facilities in both Hong Kong and Mainland China in the hope of driving our business growth, building a healthy community, and safeguarding the employee happiness in the future.

ACKNOWLEDGEMENT

I, acting on behalf of the Board, avail this opportunity to express my sincere appreciation for the long-term support from our shareholders, investors, customers, suppliers, and business partners to the Group, as well as the prolonged and committed hard work and contribution by our employees.

By the order of the Board

Ray Yip
Chairman
11 April 2019

未來展望

在新的文化，新的團隊，新的機制，新的衝擊下，集團會繼續繼往開來，以組織工程為核心，以艾欣瞳人工角膜為重點，除了繼續開拓國內龐大的市場外，也會致力把艾欣瞳帶到全世界，包括一代一路，跟各國醫療機構，慈善機構合作，向全世界送光明。

在皮膚領域，集團會努力把技術轉化，希望跟其他化妝品合作，一步一步走向醫美和化妝品領域，面向更龐大的市場，創造更大的利潤空間，雖然競爭也會更加激烈，但是我們對我們的銷售團隊非常有信心，為再生，創未來。

在口腔科領域，我們力求穩中求勝，保持穩定增長，把握核心技術，保留核心員工，力抓重點客戶，開拓新的渠道，壓縮成本，力求利潤最大化。

在幹細胞的領域，集團已經從多年來建立好一個良好的基礎，在中港兩地，均設有高標準基地，期待在未來，能夠為集團帶來增長，為社會帶來健康，為員工帶來幸福。

致謝

借此機會，請允許本人代表董事會，向廣大股東，投資者，客戶，供應商和合作夥伴對集團一直以來的支持，以及全體員工長期以來的辛勤貢獻，克盡己職，致以衷心感謝

承董事會命

葉雷
主席
二零一九年四月十一日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the year ended 31 December 2018 ("Fiscal Year 2018"), on the principle of "Creating Regeneration for the Future" and under the strategic guidance of "Synergetic Development of Dual Cores and Two Wings", the Group focused on building an innovative industry model for "Internet + Regenerative Medicine" and established a platform for the bio-medical and healthcare industries in China, which integrated "Production, Study, Research and Medicine" on the basis of biological resource storage, with genetic testing and disease screening as its foundation, tissue engineering products as its instrument, healthcare and medical beauty as its initiative, big data and artificial intelligence as its carrier and scientific research centers as its guarantee. The Group further deepened and refined various management systems, continued its effective promotion of the five main lines of management and control, namely operation management, marketing management, financial management, human resources management and technical management, to continuously improve the management standards of the enterprise, and at the same time, achieved good results on the expansion of various industrial chains such as activated cell products, tissue engineering corneal products, tissue engineering oral materials as well as investment and merger and acquisition ("M&A") businesses.

OPERATIONS REVIEW

1. Deepened the implementation of the Group's management systems

The Group strengthened its operation and management of its subsidiaries. It also established the "Synergetic Development of Dual Cores and Two Wings" business strategy, set "Management Improvement" as its objective and established a business strategy of focusing on the market and striving for effectiveness, so as to continuously improve the Group's operating results.

By constantly consolidating the foundation of the Group's management, the rights and responsibilities of the three-tier organizational system, i.e. the Group, the business divisions and the subsidiaries, have been clearly defined, bringing smoother communication and improved management.

本集團在截至二零一八年十二月三十一日止年度（「2018財年」）秉持著「為未來，創再生」的宗旨，堅持「雙核雙翼，協同發展」的發展戰略指導下，重點打造中國「互聯網+再生醫學」的創新產業模式，建立以生物資源儲存為基礎、基因檢測和疾病篩查為依據、組織工程產品為工具、大健康和大醫美為措施、大數據和人工智能為載體、科學研究中心為保障的，集「產、學、研、醫」為一體的中國生物醫藥和大健康產業平台。進一步深化、細化各項管理制度，繼續通過運營管理、營銷管理、財務管理、人力資源管理及技術管理五條管控主線的有效推進，持續提升企業經營管理水平，同時在拓展活化細胞產品、組織工程角膜產品、組織工程口腔材料等各條產業鏈以及投資併購業務上都取得了較好的經營成果。

業務回顧

1. 深化落實集團管理制度的落地

集團對各子公司加強經營管理；並確立「雙核雙翼，協同發展」經營策略，將「管理提升」作為工作目標，確立以市場為中心，聚焦市場要效益的經營策略，不斷提升集團的經營業績。

通過不斷夯實集團的基礎管理，集團、事業部、子公司三級組織體系的管理權責明晰、溝通順暢及管理水平提升都有了比較大的改觀。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

II. *Rationalized the industrial layout, optimized the product structure and formed the Group's advantages*

In Fiscal Year 2018, the Group further advanced its industrial layout in accordance with the management standards and status of each industry segment of the Group, added the newly acquired industries to the Group's industrial segments and optimized its organizational structure.

1. **Reorganization of the Group's existing members and products and redefinition of its product lines**

The Group formulated and gradually implemented its development plans for the next five years according to its overall operation and development strategy. On the basis of the Company's existing industrial foundation and technological advantages, combining with the national industrial policies, the Group put forward the overall development strategy of "Dual Cores and Two Wings". In particular, "Dual Cores" means to focus on the two business segments of stem cell and tissue engineering, and "Two Wings" means to vigorously develop healthcare and medical beauty businesses as two strategic growth points of the Company in the future. Driven by the products and technologies of the dual cores, the Company will develop rapidly in two wings. Under the guidance of such plans, the Company has formed its existing business lines of "activated cells", "tissue engineering corneas" and "tissue engineering oral materials", which will help the Company to focus more on its existing advantages and concentrate on achieving business breakthroughs in the future.

2. **Comprehensive launch of cell segment with the synergy of each base**

Cell segment has currently begun to take shape after the Group's full start from fiscal year 2017. In Fiscal Year 2018, the Group set up a cell storage and preparation center in Beijing as its foothold across the country. Leveraged on the core position of the Beijing Center, the Group provided unified production process, quality control standards, production materials and personnel reserve for Shaanxi Base, Tianjin Base, Shenzhen Base, Hong Kong Base and Jiangsu Base, in order to further implement the core management function of Beijing Center in Mainland China.

業務回顧(續)

II. **梳理產業佈局、優化產品結構、形成集團優勢**

本集團在2018財年，根據集團各產業板塊的經營水平及管理現狀，進一步推進產業佈局，將新並購的產業加入集團產業板塊，同時對組織架構也進行了優化。

1. **重新梳理集團現有公司及產品，重新定義產品條線**

根據本集團運營發展總戰略制定了未來五年發展規劃，並逐步推動落實。立足於公司已有的產業基礎和技術優勢，結合國家產業政策，提出「兩核兩翼」的發展總戰略，兩核即是以幹細胞和組織工程兩個板塊的業務為核心，兩翼就是以大力發展大健康和大醫美業務為公司未來的兩個戰略增長點，以兩個核心的產品和技術為動力，引領公司向兩翼迅猛發展。在「規劃」的指導下形成了目前公司「活化細胞業務」、「組織工程角膜業務」、「組織工程口腔材料業務」的業務條線。在未來的經營中這將幫助公司更加聚焦現有優勢，集中精力實現經營突破。

2. **細胞板塊全面啓動，各個基地形成合力**

細胞板塊是在本集團2017財年全面開始啓動後，現已初具規模。2018財年集團在北京建了細胞儲存及制備中心，立足北京輻射全國，確定了北京中心的核心地位，並為陝西基地、天津深圳基地、香港基地、江蘇基地提供統一的生產工藝、質控標準、生產物料、人員儲存，進一步落實北京中心的大陸核心管理功能。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

II. *Rationalized the industrial layout, optimized the product structure and formed the Group's advantages (Cont'd)*

2. Comprehensive launch of cell segment with the synergy of each base (Cont'd)

Meanwhile, the layout of domestic regional markets has been primarily completed, which provides certain preconditions and necessary guarantees for the business growth in fiscal year 2019. Through service function improvement and service flow optimization of the Hong Kong International Regenerative Center and BioCell Technology Limited, we have formed a synergy for the cell businesses in mainland China and Hong Kong.

3. Conducting the activated cell sector business based on Shaanxi Base

Based on ActivSkin, the first tissue-engineered skin approved by China Food and Drug Administration and the only tissue-engineered skin containing living cells in the PRC, as well as Shaanxi Aierfu, the only approved GMP production workshop in the PRC for technical transformation and production research and development, the Group expanded the application scenarios of ActivSkin, utilized it as a carrier for high-tech surgical dressings and medical beauty products, so as to increase the sales channels and significantly enhance the sales volume of ActivSkin.

At the same time, the Group took advantage of the technology strength in Beijing Center to build a biological resource storage center and a cell center for Shaanxi Base, so as to expand the business types of Shaanxi Base, and create new growth points for the Company's operation and sales.

業務回顧 (續)

II. *梳理產業佈局、優化產品結構、形成集團優勢 (續)*

2. 細胞板塊全面啓動，各個基地形成合力 (續)

同時佈局國內區域的市場已經基本完成，為2019財年的業績增長提供了前提條件和必要保障。通過完善香港國際再生醫學中心及百奧生物科技公司的服務功能和優化服務流程，為國內與香港的細胞業務形成合力。

3. 立足陝西基地承載活化細胞板塊業務

立足安體膚這個國內唯一含有活細胞的組織工程皮膚、第一個獲得國家食品藥品監督管理局批准的組織工程皮膚及陝西艾爾膚公司這個國內唯一獲批GMP生產車間進行技術轉化和生產研發，擴大安體膚的應用場景，將其作為高科技手術敷料及醫療美容產品載體，擴展銷售渠道大幅提高安體膚銷售數量。

同時利用北京中心的技術力量為陝西基地建設生物資源儲存中心和細胞中心，拓展陝西基地的業務種類，為公司的經營銷售創造新的增長點。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

II. *Rationalized the industrial layout, optimized the product structure and formed the Group's advantages (Cont'd)*

3. Conducting the activated cell sector business based on Shaanxi Base (Cont'd)

With the combination of Obagi Medical Products, a U.S cosmeceutical brand, Ascara, a Swiss brand and AMYbio, a biomedical active cosmetic, the Group formed a product line of medical testing, medical beauty treatments and daily maintenance for the whole life cycle, which provided strong guarantee for the Company's performance improvement.

III. *Optimized and expanded the domestic industrial layout*

In order to realize the effective integration and rational distribution of existing industries and future businesses of the Group, through repeated inspections in the People's Republic of China (the "PRC"), the Group formed an industries park for the related tissue engineering, cell and cosmetic segments and the product lines proposed to be acquired through investment and M&A to achieve the Group's new industrial strategic layout in the PRC through setting up an important strategic foothold in Shanghai.

IV. *Continuously optimized the Group's existing products through great investment in research and development*

1. Carrying out the storage business in respect of fibroblasts and dental pulp stem cells

After years of research and development and repeated verifications, the Group has formed a set of industry-leading production processes for fibroblast and dental pulp stem cell storage, which was put into operation in Shaanxi Base in Fiscal Year 2018 with the storage of various samples. The storage business in respect of fibroblasts and dental pulp stem cells has brought simultaneous harvests for both of the Group's technical level in research and economic benefits in operation.

業務回顧 (續)

II. *梳理產業佈局、優化產品結構、形成集團優勢 (續)*

3. 立足陝西基地承載活化細胞板塊業務 (續)

結合美國藥妝品牌Obagi Medical Products、瑞士品牌Ascara及生物醫學活性化妝艾美雅，形成醫學檢測、醫學美療、日常保養全生命週期的產品線，為公司業績提升提供有力保障。

III. *優化拓展國內產業佈局*

為了實現本集團現有產業及未來業務的有效整合和合理佈局，通過在國內反復考察，將相關組織工程板塊、細胞及化妝品板塊和擬投資並購的相關產品線建成產業園區，通過佔領國內上海戰略高地，實現本集團在國內新的產業佈局。

IV. *大力進行研發投入不斷優化集團現有產品*

1. 開展成纖維細胞、牙髓幹細胞儲存等業務

經過公司多年研發和反復驗證，現已形成了一套業內領先的成纖維幹細胞儲存及牙髓幹細胞儲存的生產工藝，並在2018財年在陝西基地投產使用，並已儲存多份樣本。成纖維細胞儲存及牙髓幹細胞儲存業務為集團在研究的技術高度和運營的經濟收益上都帶來了雙重豐收。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

IV. *Continuously optimized the Group's existing products through great investment in research and development (Cont'd)*

2. ***Third-generation corneas of AiNear entering the approval process***

Acornea, a tissue engineering cornea self-developed by Shenzhen AiNear Cornea Engineering Company Limited, is the world's first bio-engineering cornea that has completed clinical trials and has been successfully launched to market, establishing China's leading position in regenerative medicine research of corneal disease in the world. At present, the third generation of tissue engineering corneas has also been successfully developed. Its commercial launch will greatly expand the application of artificial corneas, improve the success rate, and also greatly reduce the difficulty, of tissue engineering corneal transplantation.

3. ***Application of cell detection and preparation kits as well as stem cell drugs***

After constant research and exploration as well as unremitting efforts, the Group has completed its research and development on several types of cell detection and preparation kits in Fiscal Year 2018. Currently, it has submitted approval information to relevant competent authorities, which has entered the approval process.

Meanwhile, the research and application information on the drugs in respect of umbilical cord mesenchymal stem cells, self-developed by the Group for the treatment of acute-on-chronic liver failure, has been completed and submitted to FDA through a third party agency. Once approved, it will be an epoch-making initiative and product in the history of stem cells in China, and also the first drug to treat acute-on-chronic liver failure with umbilical cord mesenchymal stem cells.

業務回顧(續)

IV. **大力進行研發投入不斷優化集團現有產品(續)**

2. **艾尼爾公司三代角膜已進入審批程序**

由深圳艾尼爾角膜工程有限公司自主研發的組織工程角膜「艾欣瞳」是全球首個完成臨床試驗並成功上市的生物工程角膜，使我國在角膜病的再生醫學研究領域走在世界前列。目前三代組織工程角膜也已研發成功，它的問世將大大擴展人工角膜的適用人群，提高組織工程角膜移植手術的成功率，同時也將大大降低組織工程角膜移植手術的難度。

3. **細胞檢測、制備試劑盒的申報及幹細胞藥物的申報**

記過不斷的研究探索和不懈努力，集團在2018財年已經完成了數種細胞檢測、制備試劑盒的研發工作，目前已經向有關主管部門提交了審批資料，已進入審批程序。

同時集團自主研發的臍帶間充質幹細胞治療慢加急性肝衰竭的藥物的研究和申報資料都已完成，已經通過第三方機構向FDA提起申報，一旦申報獲批這將是中國幹細胞史上劃時代的舉措和產品，也將成為首個臍帶間充質幹細胞治療慢加急性肝衰竭的藥物。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

V. Internet + Healthcare Stations

In Fiscal Year 2018, the Group engaged several experts in the Internet industry with considerable rewards to focus on the integration of the Internet, big data and healthcare industries. As a result, various systems were launched successively, which laid a solid technical and data foundation for health data collection, analysis and implementation of Internet applications in the future. At the same time, some preliminary results have been achieved in line with the Group's innovative business model of "Healthcare Stations on the One Belt and One Road" proposed in Fiscal Year 2018. Therefore, it is believed that the integrated online to offline (O2O) Internet + healthcare industry platform will be gradually formed in the future.

At present, products and operations for each business line of the Group are as follows:

1. Activated cell product line

The business under the Group's activated cell product line will be operated in our Beijing Center, Shaanxi Base, Tianjin Base, Jiangsu Base and Hong Kong Base, and cover the products as below:

(1) Tissue Engineered Skin with Living Human Cells – ActivSkin

ActivSkin, being the first tissue-engineered skin approved by China Food and Drug Administration, is the only tissue-engineered skin containing living cells in the PRC. It is mainly used for healing deep 2nd degree and 3rd degree burn and scald wounds. It can relieve pain, shorten healing time and reduce scars in treating burns and scalds.

(2) Neonatal biological resource storage

Perinatal hematopoietic stem cell storage;

Umbilical cord mesenchymal stem cell storage;

Early childhood hematopoietic stem cell storage;

Placental subtotipotent stem cell storage;

業務回顧(續)

V. 互聯網+健康驛站

2018財年集團重金聘請數位互聯網行業專家，著眼於互聯網、大數據與大健康行業的整合，先後上線了多個系統為了未來的健康數據採集、分析及互聯網應用的實現打下了堅實的技術及數據基礎。同時配合集團在2018財年提出的「一帶一路健康驛站」創新經營模式，已經取得了初步成效，相信在未來將逐步形成O2O的線上、線下一體化互聯網+大健康產業平台。

目前集團各產業鏈的產品及業務有：

1. 活化細胞產品線

本集團活化細胞產品線業務將在北京中心、陝西基地、天津基地、江蘇基地、香港基地開展，其涵蓋的產品產品有：

(1) 人體活細胞組織工程皮膚—安體膚

安體膚是國內唯一含有活細胞的組織工程皮膚，是第一個獲得國家食品藥品監督管理局批准的組織工程皮膚，主要用於深II度、III度燒燙傷創面修復。其在治療燒傷和燙傷方面可以減輕患者疼痛，縮短愈合時間，減少疤痕。

(2) 新生兒生物資源儲存

圍產期造血幹細胞儲存；

臍帶間充質幹細胞儲存；

早幼期造血幹細胞儲存；

胎盤亞全能幹細胞儲存；

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

V. Internet + Healthcare Stations (Cont'd)

1. Activated cell product line (Cont'd)

- (3) Dental pulp stem cell storage
- (4) Fibroblast stem cell storage
- (5) Medical beauty related products
 - Skin bank project;
 - Facial living cell implant preparation;
 - Skincare cosmetics brand – Ascara;
 - Obagi cosmeceutical products;
 - Biomedical active cosmetic–AMYbio;
- (6) Healthcare related products
 - Autoimmune cell storage;
 - Autoimmune cell return;
 - Mesenchymal stem cell preparations;

業務回顧(續)

V. 互聯網+健康驛站(續)

1. 活化細胞產品線(續)

- (3) 牙髓幹細胞儲存
- (4) 成纖維幹細胞儲存
- (5) 大醫美相關產品
 - 皮膚銀行項目；
 - 面部活細胞種植制劑；
 - ASCARA 阿卡蘭理護化妝品品牌；
 - Obagi 藥妝產品；
 - 生物醫學活性化妝艾美雅；
- (6) 大健康相關產品
 - 自體免疫細胞儲存；
 - 自體免疫細胞回輸；
 - 間充質幹細胞各類制劑；

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

V. Internet + Healthcare Stations (Cont'd)

1. Activated cell product line (Cont'd)

(7) Genetic testing related projects

The companies involved in the above businesses include:

(1) Tianjin Weikai

The Group's subsidiary Tianjin Weikai focuses on the R&D and applications of cell culture equipment and cell products, as well as providing cell-related outsourcing technical services. The self-developed 3DFlo cell culture instrument ensured the high quality cell reproduction and established an in vitro model to simulate in-vivo physical condition by utilizing automated continuous perfusion cell culture technology. Meanwhile, Tianjin Weikai has established a close cooperation relationship with Institute of Chemical Physics, Chinese Academy of Sciences and other scientific research institutes at home and abroad.

(2) AK Suzhou

The Group's subsidiary AK (Suzhou) provides high standards of service and equipment for cell clinical research, testing and applications leveraging on the Oxford R&D team's unique cell processing technology and reagent formula. Its core technologies include human cell separation, purification, cultivation, amplification, storage and transportation, as well as the development and production of automated closed cell bioreactors.

業務回顧(續)

V. 互聯網+健康驛站(續)

1. 活化細胞產品線(續)

(7) 基因檢測相關項目

上述業務涉及到的公司包括：

(1) 天津衛凱公司

本集團所屬天津衛凱公司專注於細胞培養設備、細胞產品研發和應用，並提供細胞相關外包技術服務。自主研發的3DFlo細胞培養儀，利用自動化、連續灌注式細胞培養技術，確保了高質量的細胞繁殖，建立了模擬體內生理狀況的體外模型。同時，天津衛凱公司已與中科院化物所等國內外科研院所建立了密切合作關係。

(2) 奧凱(蘇州)公司

本集團所屬奧凱(蘇州)公司，利用牛津研發團隊獨特細胞加工技術和試劑配方訣竅為細胞臨床研究、試驗和應用提供高標準服務及設備，其核心技術包括人體細胞分離、純化、培養、擴增、儲存和運輸，以及自動化封閉式細胞擴增器的開發和生產。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

V. Internet + Healthcare Stations (Cont'd)

1. Activated cell product line (Cont'd)

(7) Genetic testing related projects (Cont'd)

- (3) Changzhou branch company, Jiangsu Province

Changzhou branch company of the Group has been identified as the technology transformation unit of Engineering Technology Research Center for Tumor Immunotherapy of Jiangsu Province, mainly responsible for industrial transformation and clinical applications of the R&D results achieved by the center. The scope of business mainly covers cellular therapy, cell storage, genetic testing, biological agents manufacturing.

- (4) Hong Kong International Regenerative Centre

The Hong Kong International Regenerative Centre ("HKIRC"), being the first large-scale comprehensive health care base for precision medicine in Hong Kong, was established by the Group at the Miramar Center in Tsim Sha Tsui, Hong Kong. In possession of precise medical technology, combining with precise physical examination and genetic testing, the centre aims to provide precise healthcare to meet the physical and mental needs from customers, including precise cellular therapy and precise medical beauty.

- (5) BioCell Technology Limited

Located at Phase 3 of Hong Kong Science Park in Shatin, our China Stem Cell Clinical Applications Centre has started construction. Stem cell clinical application facilities meet the clean room standards from EMA, FDA, CFDA, TGA and GMP PIC/S, as Asia's first international cell and gene preparation center.

業務回顧(續)

V. 互聯網+健康驛站(續)

1. 活化細胞產品線(續)

(7) 基因檢測相關項目(續)

- (3) 江蘇常州公司

本集團常州公司為江蘇省腫瘤免疫治療工程技術研究中心的技術轉化單位，主要負責將中心的研發成果進行產業轉化、應用於臨床。業務主要包括細胞治療、細胞儲存、基因檢測、生物制劑製造等。

- (4) 香港國際再生醫學中心

本集團在香港尖沙咀美麗華中心設立的香港國際再生醫學中心(HKIRC)是目前香港首家大型綜合精準醫療基地。該中心以精準醫療技術為核心，結合精準體檢和基因檢測，為客戶身體和心理健康需求提供精準醫療，包括精準細胞治療和精準醫美項目。

- (5) 百奧生物科技有限公司

本集團在位於沙田的香港科學園三期開始建設中國幹細胞臨床應用中心，幹細胞臨床應用設施符合EMA、FDA、CFDA、TGA和GMP PIC/S潔淨室的標準，成為亞洲首家面向國際的細胞與基因制備中心。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

V. Internet + Healthcare Stations (Cont'd)

2. Tissue engineering corneal product line

(1) Acellular Corneal Stroma – Acornea

Acornea is the world's first bio-engineering cornea that has completed clinical trials and has been successfully launched to market, establishing China's leading position in regenerative medicine research of corneal disease in the world. The total effective rate of clinical trials of Acornea reached 94.44% with the healing effect similar to that of donated cornea. In 2016, Acornea was reported by BBC as one of the five major scientific and technological revolutions from China, which had great contributions to the world. Its academic status allowed China to seize the initiative in the field of biomedical competition in the world.

3. Tissue engineering oral material product line

(1) Calcined Bovine Bone – Gegreen

Gegreen is a protein-detracted bone substitute material for inducing natural bone regeneration, which is the first independently developed material for oral bone grafts in the PRC. It is made by extracting material from epiphysis cancellous bone of bovine femur, and then goes through the process of virus inactivation, degreasing, protein detracting and low-temperature calcination. It is extensively used for jawbone defect restoration, particularly in dental implantation and treatment of periodontal defects.

(2) Acellular Anal Fistula Repair Stroma – Asiunin

Asiunin is applied to simple anal fistula disease without going through fistulotomy operation which is traditionally used to cure anal fistula in western medicine. Fistulotomy operation has a chance to harm the sphincter muscle and causes relapses. It is believed that the relapse rate when using Asiunin for simple anal fistula is comparatively lower, bringing in revolutionary changes to anal fistula treatment. It can completely reshape the perianal tissue and protect the anal sphincter mechanism. Through minimally invasive operation, it can speed up the healing rate and shorten the hospitalization period.

業務回顧(續)

V. 互聯網+健康驛站(續)

2. 組織工程角膜產品線

(1) 脫細胞角膜基質－艾欣瞳

生物工程角膜「艾欣瞳」是全球首個完成臨床試驗並成功上市的生物工程角膜，使我國在角膜病的再生醫學研究領域走在世界前列，臨床試驗總有效率達到94.44%，愈後效果接近人捐獻角膜。2016年艾欣瞳作為英國BBC重點報道貢獻世界的中國5大科技革命，其學術地位使中國在世界生物醫藥領域的激烈競爭中搶佔了先機。

3. 組織工程口腔材料產品線

(1) 天然煅燒骨修復材料－骼瑞

骼瑞是一種可引導天然骨再生的脫蛋白質骨替代材料，是中國自主研發的第一款專業口腔植骨材料。取材於牛股骨骨骺松質骨，經病毒來活、脫脂去蛋白以及低溫鍛燒處理而成，可廣泛應用於頷骨缺損修復，特別是用於牙科種植及牙周骨缺損的治療。

(2) 脫細胞肛瘻修復基質－瑞栓寧

瑞栓寧應用於治療肛瘻疾病，無須進行西醫傳統治療肛瘻的瘻管切開術，瘻管切開術或會損害括約肌而引起復發。使用瑞栓寧，採用脫細胞肛瘻修復基質治療肛瘻之復發率較低，帶來肛瘻治療方式的革命性變革，可以使肛周組織完全塑形重建，保護肛門括約肌性能。通過微創性手術方式，可以加快愈合速度，縮短患者住院時間。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

V. Internet + Healthcare Stations (CONT'D)

3. Tissue engineering oral material product line (Cont'd)

(3) Oral Cavity Repair Membrane with Excellent Regeneration Capacity – Megreen

Megreen, a new product developed by Shaanxi Reshine Biotech Co. Ltd., a subsidiary of the Group, after the completion of application and registration procedures, is currently in the process of pending approval with great possibility of being approved. Megreen is made from the bovine pericardium tissue with collagen as the main component through decellularization, virus inactivation and other treatments, which retains a natural three dimensional structure. Megreen can be widely used in the repair of oral cavity tissue with its advantages of natural double-layer membrane structure, superior mechanical performance and longer degradation time.

(4) Cell Sheet-Autologous Chondrocyte Implantation – CS-ACI

CS-ACI is a cartilage repair technology based on the world's leading cell sheet preparative technology. It is used for tissue repair and functional reconstruction of damaged articular cartilage. As the first 4th generation of autologous chondrocyte treatment technology developed by China, CSACI is used to produce transparent cartilage as a substitute for exogenous material to avoid cell loss. In addition, since suture is not necessary and it takes shorter time in the operation, it has a broad clinical prospect. In Fiscal Year 2018, the Group has cooperated with Dalian Medical University and achieved gratifying results.

業務回顧(續)

V. 互聯網+健康驛站(續)

3. 組織工程口腔材料產品線(續)

(3) 卓越再生能力的口腔修復膜－膜瑞

膜瑞是集團陝西瑞盛公司研發的新品，目前已完成了註冊申報相關工作，目前處於等待審批狀態且有很大可能審批通過。膜瑞是由牛心包膜組織為原料，主要成分為膠原蛋白，通過脫細胞、病毒滅活等處理後制備而成，保留天然的三維空間結構。利用膜瑞天然的雙層膜結構和出色的力學性能，以及降解時間更長的特性，可廣泛用於口腔組織的修復。

(4) 自體軟骨細胞膜片移植技術－瑞骨術

瑞骨術(CS-ACI)是基於國際領先的細胞膜片制備技術研發的軟骨修復技術，可以幫助損傷關節軟骨的組織修復及功能重建。是國內首創第四代自體軟骨細胞治療技術，利用瑞骨術生成透明軟骨，替代外源材料，確保細胞無流失，同時手術無須縫合時間短，有廣泛的臨床前景。2018財年集團已經與大連醫學院進行了合作，並取得了可喜的成果。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW (CONT'D)

V. *Internet + Healthcare Stations (CONT'D)*

4. **Overseas Business Division of the Group**

The Group has completed the establishment and began operation of its offices in the United States and the United Kingdom, and the Japanese office is being set-up. In Fiscal Year 2018, with active expansion of overseas offices, it has established contacts with a number of companies and channels. The overseas sales of its tissue engineering products have already entered the implementation phase.

FUTURE PROSPECT

In fiscal year 2019, with the continuous improvement of national stem cell and healthcare industry policies, a new era of life science and technology development is coming soon. In respect of the future development plan of the Company, according to the current resources and the needs in future development, the Company has proposed overall strategy of Dual Cores and Two Wings, which provides an important guarantee for the active implementation of such strategic plan. In order to realize the dual-core and two-wing strategy in the business development layout, the stem cell storage business will provide performance support for the development of the Company in a medium term, while the healthcare anti-aging business, based on the development foundation and market channels of the team for more than three years, can quickly provide performance support for the Company in a short term. With respect to the implementation of two-wing strategy, on the basis of many products and base resources of the Company, with the support of national pilot zones in Boao, Hainan and Beidaihe, the Company has the potential to maintain continuous and rapid development through active operation, and thus to become a leader in healthcare and medical beauty industries. From a strategic perspective, stem cell drug research and development and cell preparation research are important guarantees for the Company's future development in the medium and long term, and also significant service contents of the healthcare and medical beauty strategies, which have positive strategic value for the development of the Company. It is foreseeable that the Company will achieve rapid development in the fields of regenerative medicine, tissue engineering, stem cell storage and stem cell drugs as well as anti-aging healthcare management so as to become an industrial leader and standard setter, as well as an epitome of life technology and healthcare management businesses

業務回顧(續)

V. *互聯網+健康驛站(續)*

4. **集團海外事業部**

本集團已完成在美國、英國的公司設立及運營，日本公司正在籌建中。2018財年通過海外公司的積極拓展，已與多家公司及渠道建立聯繫，本集團的組織工程產品的海外銷售已進入啟動實施階段。

未來前景

2019財年隨著國家幹細胞和大健康產業政策的不斷向好，一個新的生命科技大發展時代即將到來！在未來公司發展規劃中，根據公司目前資源及今後發展的需要，提出雙核雙翼總戰略，為本戰略規劃的積極實施提供了重要保障。在業務發展佈局上為實現雙核雙翼戰略，幹細胞存儲業務為公司中期發展提供業績支持，大健康抗衰老業務，基於團隊已經有三年多的發展基礎和市場渠道，可迅速在短時間即可給予公司以業績的支撐；實施雙翼戰略，有公司眾多產品和基地資源的基礎以及海南博鳌及北戴河國家先試先行區的支持，經過積極運營，具有持續高速發展，進而發展為大健康大醫美業務龍頭的潛力；從戰略層面考量，幹細胞藥物研發及細胞制劑研究則是公司未來中長期發展的重要保障，也是大健康大醫美戰略的重要服務內容，具有積極的戰略價值！將為公司帶來發展，可以預見，公司將在再生醫學，組織工程，幹細胞存儲與幹細胞藥物以及抗衰老健康管理等領域，取得飛速的發展，成就行業的領軍者和標準制定者，成為生命科技與健康管理業務集大成者。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Result

In 2017, the Group made a change to the date of annual report, meaning the year-end date is changed from 30 April to 31 December. This report covers the twelve months from 1 January to 31 December 2018 while the previous annual report covered the eight months from 1 May 2017 to 31 December 2017.

The Group recorded a revenue of approximately HK\$73.0 million for the year ended 31 December 2018, representing a decrease of 85.5% from last period (2017: HK\$503.7 million). Gross profit decreased by 81.7% to approximately HK\$27.0 million from last period (2017: HK\$147.3 million), whereas gross profit margin increased from 29.2% of last period to 37.0% of this year. The Group recorded a loss for the year ended 31 December 2018 of approximately HK\$1,283.9 million (2017: HK\$166.2 million).

The Group recorded a revenue of approximately HK\$12.5 million from sales of dermatology, cosmetic products and others for the year ended 31 December 2018, representing a decrease of 82.4% from last period (2017: HK\$71.2 million). Such decrease was due to the fact that the Group has focused to manage the credit risk of cosmetics products and others.

The Group recorded a revenue of approximately HK\$5.3 million from sales of ophthalmology products for the year ended 31 December 2018, representing a decrease of 90.4% from last period (2017: HK\$55.6 million). This was due to the change in the distribution strategy of the products during the year, which affected the production and sales in various markets, and resulting in a decrease in revenue for the year as compared with last period.

The Group recorded a revenue of approximately HK\$19.4 million from sales of stomatology products and others for the year ended 31 December 2018, representing a decrease of 69.5% from last period (2017: HK\$63.6 million) which was mainly attributable to adjustments in sales and distribution strategy during the year.

The Group recorded a revenue of approximately HK\$6.9 million from sales of cell and healthcare products and services for the year ended 31 December 2018, representing an increase of 271.0% from last period (2017: HK\$1.9 million). This was mainly attributable to the subsidiaries named HK International Regenerative Centre Limited and BioCell Technology Limited having commenced operation since mid-2017.

財務回顧

業績

於二零一七年，本集團對年報日期作出變更，即年結日由四月三十日變更為十二月三十一日，本報告涵蓋二零一八年一月一日至十二月三十一日止的十二個月，而上一年度則涵蓋二零一七年五月一日至二零一七年十二月三十一日止的八個月。

本集團錄得截至二零一八年十二月三十一日止之收益約為73,000,000港元，較上一期間減少85.5%（二零一七年：503,700,000港元）。毛利自上一期間減少81.7%至約27,000,000港元（二零一七年：147,300,000港元），而毛利率則較上一期間之29.2%下降至本年之37.0%。截至二零一八年十二月三十一日止，本集團錄得本年虧損約1,283,900,000港元（二零一七年：166,200,000港元）。

截至二零一八年十二月三十一日止年度，本集團皮膚、化妝品及其他銷售錄得12,500,000港元收益，較上一期間減少82.4%（二零一七年：71,200,000港元）。此減少乃由於本集團對化妝品及其他銷售採取嚴格的信貸風險管理措施。

截至二零一八年十二月三十一日止年度，本集團眼科產品銷售錄得約5,300,000港元收益，較上一期間減少90.4%（二零一七年：55,600,000港元）。原因為在年內做了產品分銷策略調整，對生產和各市銷售產生了影響，造成了年內收入較上一期間減少。

截至二零一八年十二月三十一日止年度，本集團口腔產品及其他銷售錄得約19,400,000港元收益，較上一期間減少69.5%（二零一七年：63,600,000港元），該減少主要由於年內調整銷售及分銷策略。

截至二零一八年十二月三十一日止年度，本集團細胞及大健康產品和服務銷售錄得約6,900,000港元收益，較上一期間增加271.0%（二零一七年：1,900,000港元）。此乃主要由於附屬公司香港國際再生醫學中心有限公司及百奧生物科技有限公司自二零一七年中起開始營運。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (CONT'D)

Result (Cont'd)

Sales of medical equipment for the year ended 31 December 2018 was approximately HK\$28.9 million, representing a decrease of 90.7% as compared to last period (2017: HK\$311.5 million) as the Group reduces less profitable medical equipment trading business.

During the year under review, the Group incurred a loss attributable to owners of the Company of approximately HK\$1,193.5 million, as compared to a loss of approximately HK\$158.5 million for last period. Loss for the Group increased from last period, which is mainly attributable to the corresponding (i) decrease in gross profit of approximately HK\$120.3 million as a result of decrease in sales of our owned products; (ii) expected credit loss on trade receivables of approximately HK\$139.0 million was due to the adoption of new accounting standard and model for the recoverability assessment, (iii) impairment loss of goodwill, property, plant and equipments and intangible assets of approximately HK\$646.7 million was due to the poor financial performance of the business units and the change of the Group's operating, marketing and sales strategies; and (iv) the fair value loss on financial assets at fair value through profit or loss of approximately HK\$113.8 million. During the year ended 31 December 2018, the per share loss attributable to the owners of the Company was HK6.787 cent (for the year ended 31 December 2017: HK0.901 cents).

The Group's total operating expenses for the year ended 31 December 2018 amounted to approximately HK\$458.7 million, representing an increase of 39.7% as compared to last 8 months period (2017: HK\$328.3 million), which mainly consisted of, employee benefit expenses of approximately HK\$110.6 million (2017: HK\$101.4 million), amortisation and depreciation expenses of approximately HK\$69.7 million (2017: HK\$41.0 million), research and development costs of approximately HK\$32.4 million (2017: HK\$26.7 million), advertising and marketing expenses of approximately HK\$99.2 million (2017: HK\$63.1 million) and exchange loss of approximately HK\$21.1 million (2017: exchange gain of HK\$1.6 million).

Net Assets

Net assets of the Group amounted to approximately HK\$567.3 million as at 31 December 2018, as compared to approximately HK\$1,813.3 million as at 31 December 2017, representing a decrease of 68.7%, which was mainly attributable to the loss incurred for the year.

財務回顧(續)

業績(續)

截至二零一八年十二月三十一日止期間，醫療設備銷售為約28,900,000港元，較上一期間減少90.7%（二零一七年：311,500,000港元），此乃由於本集團減少利潤較微薄的醫療設備貿易業務。

於回顧年度內，本集團產生本公司擁有人應佔虧損約1,193,500,000港元，而上一期間虧損約為158,500,000港元。本集團虧損自上一期間增加，乃主要由於(i)自有產品的銷售額減少導致毛利相應減少約120,300,000港元；(ii)因採納新會計準則及可收回性評估模式而導致貿易應收款項預期信貸虧損139,000,000港元；(iii)業務部門的財務表現不佳及本集團的營運、推廣及銷售策略變動而令商譽、物業、廠房及設備以及無形資產減值646,700,000港元；及(iv)按公平值於損益列賬之金融資產公平值虧損約113,800,000港元。截至二零一八年十二月三十一日止年度，本公司擁有人應佔每股虧損為6.787港仙（截至二零一七年十二月三十一日止年度：0.901港仙）。

本集團截至二零一八年十二月三十一日止年度之營運開支總額為約458,700,000港元，較過往八個月期間增加39.7%（二零一七年：328,300,000港元），其主要包括僱員福利開支約110,600,000港元（二零一七年：101,400,000港元）、攤銷及折舊開支約69,700,000港元（二零一七年：41,000,000港元）、研發成本約32,400,000港元（二零一七年：26,700,000港元）、廣告及市場推廣開支約99,200,000港元（二零一七年：63,100,000港元）及滙兌損失約21,100,000港元（二零一七年：滙兌收益1,600,000港元）。

淨資產

本集團於二零一八年十二月三十一日之淨資產為約567,300,000港元，較二零一七年十二月三十一日約1,813,300,000港元減少68.7%，此乃主要由於年內產生虧損。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (CONT'D)

Liquidity and Financial Resources

Cash and Cash Equivalents

As at 31 December 2018, the Group had cash and cash equivalents of approximately HK\$20.1 million (31 December 2017: HK\$244.4 million). The decrease in cash and cash equivalent of approximately HK\$224.3 million was mainly due to the following: (i) the Group has made repayment of shareholder's loan of approximately HK\$214.2 million; (ii) repayment of bank loans and payment of bank borrowings interests of HK\$365.2 million; and (iii) deposit for acquisition of subsidiaries of HK\$45.5 million whereas it was offset by the proceed of HK\$400.5 million from the release of pledged bank deposits.

Working Capital and Gearing Ratio

As at 31 December 2018, the Group had current assets of approximately HK\$866.6 million (31 December 2017: HK\$1,176.4 million), while its current liabilities stood at approximately HK\$623.1 million (31 December 2017: HK\$761.7 million), representing a net current asset position with a working capital ratio (current assets to current liabilities) of 1.39 (31 December 2017: 1.54).

As at 31 December 2018, the gearing ratio of the Group, calculated as total bank borrowings to total equity, was 0.7 (31 December 2017: 0.4).

Capital Structure

During the year ended 31 December 2018, there was no material change to the Group's capital structure. As at 31 December 2018, the total number of issued shares of the Company was 17,585,790,000 (31 December 2017: 17,585,790,000). The Group generally financed its operations and investing activities primarily with the proceeds from fund raising activities and through working capital from shareholder's loan.

FOREIGN EXCHANGE EXPOSURE

The Group's business transactions, assets and liabilities are principally denominated in Renminbi and Hong Kong dollars. The Directors consider the risk of foreign exchange exposure of the Group is manageable. The management will continue to monitor the foreign exchange exposure of the Group and is prepared to take prudent measures such as hedging when appropriate actions are required.

財務回顧(續)

流動資金及財務資源

現金及現金等值項目

於二零一八年十二月三十一日，本集團擁有現金及現金等值項目約20,100,000港元(二零一七年十二月三十一日：244,400,000港元)。現金及現金等值項目減少約224,300,000港元乃主要由於：(i)本集團償還股東貸款約214,200,000港元；(ii)償還銀行貸款及支付銀行借款利息365,200,000港元；及(iii)收購附屬公司之按金45,500,000港元，惟因解除已抵押銀行存款400,500,000港元所抵銷。

營運資金比率及資產負債比率

於二零一八年十二月三十一日，本集團流動資產約866,600,000港元(二零一七年十二月三十一日：1,176,400,000港元)，而其流動負債則約623,100,000港元(二零一七年十二月三十一日：761,700,000港元)，即處於淨流動資產狀況，而營運資金比率(流動資產比流動負債)為1.39(二零一七年十二月三十一日：1.54)。

於二零一八年十二月三十一日，本集團之資產負債比率(銀行總借款相對總權益計算)為0.7(二零一七年十二月三十一日：0.4)。

資本結構

截至二零一八年十二月三十一日止年度，本集團資本結構概無重大變動。於二零一八年十二月三十一日，本公司已發行股份總數為17,585,790,000股(二零一七年十二月三十一日：17,585,790,000股)。本集團一般主要以集資活動所得款項以及來自股東貸款的營運資金為經營及投資活動提供資金。

外匯風險

本集團的業務交易、資產及負債主要以人民幣及港元計值。董事認為本集團之外匯風險受控。管理層將繼續監控本集團的外匯風險，並於情況有需要時採取對沖等審慎措施。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

Save as disclosed in this report, the Group has no material acquisitions/disposals of subsidiaries and associate during the year.

CONTRACTUAL ARRANGEMENTS

Jiangsu Ding Xuan Contractual Arrangements

Collectively, on 1 August 2016, the exclusive business cooperation agreement, the exclusive option agreement, the equity pledge agreement, the power of attorney and the consent letter of spouse, entered into among (i) 江蘇頤澤生物科技有限公司 (Jiangsu Yi Ze Biotechnology Company Limited[#]) (“Jiangsu Yi Ze”), a company established in the PRC, a wholly owned subsidiary of SCI Therapeutics Limited, a company incorporated in Hong Kong under limited liabilities, being owned as to (a) 80% by CRMI Medical Bio-Tech Limited, formerly known as Enlighten On Enterprise Limited, a company incorporated in the British Virgin Islands with limited liability, an indirect wholly owned subsidiary of the Company, and (b) 20% by Mr. Shi Yufang respectively as at the date of this report), (ii) 江蘇鼎鉉生物科技有限公司 (Jiangsu Ding Xuan Biotechnology Company Limited[#]) (“Jiangsu Ding Xuan”), a limited liability company established in the PRC to engage in the business of providing services and equipment for human cell and stem cell related clinical applications in the PRC, including but not limited to the R&D on human stem cell technologies and equipment for human stem cell processing and for trading of its related equipment), the then (iii) registered shareholders of Jiangsu Ding Xuan and their spouses (if any).

Particulars and main business of the operating entity

At the date of this report, Jiangsu Ding Xuan is currently owned by Ms. Xu Jie as to 50% and Mr. Dai Lifeng as to 50% (hereinafter collectively referred to as the “Jiangsu Ding Xuan Shareholders”). Jiangsu Ding Xuan is controlled by the Group through Jiangsu Yi Ze by way of Jiangsu Ding Xuan Contractual Arrangements pursuant to which Jiangsu Yi Ze controls Jiangsu Ding Xuan.

Jiangsu Ding Xuan is established to engage in the business of providing services and equipment for human cell and stem cell related clinical applications in the PRC, including but not limited to the R&D on human stem cell technologies and equipment for human stem cell processing and for trading of its related equipment.

附屬公司及聯營公司之重大收購或出售事項

除本報告所披露外，於本年度，本集團在本年度並無重大收購／出售附屬公司及聯屬公司。

合約安排

江蘇鼎鉉合約安排

於二零一六年八月一日，獨家業務合作協議、獨家購股權協議、股權質押協議、授權委託書及配偶同意函之統稱，由以下訂約方訂立：(i) 江蘇頤澤生物科技有限公司（「江蘇頤澤」，一間於中國成立之公司，為華康生物治療有限公司（一間於香港註冊成立之有限公司）之全資附屬公司，於本報告日期其分別由(a)中國再生醫學生物技術有限公司（前稱安迪企業有限公司，一間於英屬處女群島註冊成立之有限公司，為本公司之一間間接全資附屬公司）擁有80%及(b)時玉舫先生擁有20%），(ii) 江蘇鼎鉉生物科技有限公司（「江蘇鼎鉉」，一間於中國成立之有限公司，於中國從事為人體細胞及幹細胞相關臨床應用提供服務及設備之業務，包括但不限於人體幹細胞技術及人體幹細胞處理設備之研發及買賣相關設備），(iii) 江蘇鼎鉉當時登記股東及彼等的配偶（如有）。

經營實體之詳情及主要業務

於本報告日期，江蘇鼎鉉現時由徐潔女士及戴立峰先生（下文統稱「江蘇鼎鉉股東」）分別擁有50%及50%。江蘇鼎鉉由本集團透過江蘇頤澤藉助江蘇鼎鉉合約安排之方式控制，據此，江蘇頤澤控制江蘇鼎鉉。

江蘇鼎鉉之成立宗旨為於中國從事為人體細胞及幹細胞相關臨床應用提供服務及設備之業務，包括但不限於人體幹細胞技術及人體幹細胞處理設備之研發及買賣相關設備。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Major terms of the Jiangsu Ding Xuan Contractual Arrangements

(a) Irrevocable power of attorney

Parties:

Jiangsu Ding Xuan Shareholders

Terms:

An indefinite term upon execution and shall continue to be valid until the contracts under Jiangsu Ding Xuan Contractual Arrangements including their respective supplemental agreements ("Jiangsu Ding Xuan Main Obligations") have been terminated or discharged in full.

Main Subject:

Jiangsu Ding Xuan Shareholders shall, among other things, irrevocably authorise Jiangsu Yi Ze and its respective successors to act on their behalf on all matters in relation to their equity interests in Jiangsu Ding Xuan, including attending shareholders' meeting, signing minutes of shareholders' meeting and shareholders' resolutions, exercising their full shareholder's rights under the articles of association of Jiangsu Ding Xuan and applicable PRC laws and regulations, including but not limited to shareholders' voting right, appointment of the legal representative, director, supervisor and senior management of Jiangsu Ding Xuan, filing documents with the relevant governmental authorities or regulatory bodies, acquisition and disposition of the equity interest of Jiangsu Ding Xuan held by Jiangsu Ding Xuan Shareholders or making decision on the liquidation of Jiangsu Ding Xuan and the formulation of the profit sharing plans of Jiangsu Ding Xuan, provided that the exercise of the power(s) of attorney shall not cause breach to the Jiangsu Ding Xuan Contractual Arrangements.

合約安排(續)

江蘇鼎鉉合約安排之主要條款

(a) 不可撤回授權委託書

訂約方：

江蘇鼎鉉股東

年期：

於簽署後無限年期並將持續有效，直至江蘇鼎鉉合約安排(包括其各份補充協議)(「江蘇鼎鉉主債權」)項下之合約均已獲全面終止或解除。

主體事項：

江蘇鼎鉉股東將(其中包括)不可撤回授權江蘇頤澤及其各自之繼任者代為處理有關其於江蘇鼎鉉之股權之所有事宜，包括出席股東大會、簽署股東大會之大會記錄及股東決議案、根據江蘇鼎鉉之組織章程及適用中國法律及法規悉數行使其股東權利(包括但不限於股東之投票權)、委任江蘇鼎鉉之法定代表人、董事、監事及高級管理人員、向相關政府機關或監管機構登記備案、收購及處置江蘇鼎鉉股東持有江蘇鼎鉉的股權或者就江蘇鼎鉉的清盤事宜作出決定以及制定江蘇鼎鉉利潤分配方案等，惟行使授權委託書中規定之權利不得違反江蘇鼎鉉合約安排。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Major terms of the Jiangsu Ding Xuan Contractual Arrangements (Cont'd)

(b) Exclusive business cooperation agreement

Parties:

- (i) Jiangsu Yi Ze
- (ii) Jiangsu Ding Xuan

Terms:

The exclusive business cooperation agreement commences from 1 August 2016 and is effective perpetually, unless otherwise terminated in accordance with its terms.

Main Subject:

Jiangsu Ding Xuan should appoint Jiangsu Yi Ze as exclusive service provider for its business operations, including but not limited to, technical R&D, technical support, technical consultation, technical training and other management and corporate consultation services.

(c) Exclusive option agreement

Parties:

- (i) Jiangsu Yi Ze
- (ii) Jiangsu Ding Xuan Shareholders
- (iii) Jiangsu Ding Xuan

Terms:

The exclusive option agreement commences from 1 August 2016 and is effective until all the shares of Jiangsu Ding Xuan have been transferred from the Jiangsu Ding Xuan Shareholders to Jiangsu Yi Ze and/or any person(s) designated by Jiangsu Yi Ze.

合約安排 (續)

江蘇鼎鉉合約安排之主要條款 (續)

(b) 獨家業務合作協議

訂約方：

- (i) 江蘇頤澤
- (ii) 江蘇鼎鉉

年期：

獨家業務合作協議自二零一六年八月一日開始及永久有效，除非根據其條款終止。

主體事項：

江蘇鼎鉉將委聘江蘇頤澤為其業務營運之獨家服務提供商，包括但不限於技術研發、技術支援、技術諮詢、技術培訓及其他相關管理及企業諮詢服務。

(c) 獨家購股權協議

訂約方：

- (i) 江蘇頤澤
- (ii) 江蘇鼎鉉股東
- (iii) 江蘇鼎鉉

年期：

獨家購股權協議自二零一六年八月一日開始及直至江蘇鼎鉉之所有股份已自江蘇鼎鉉股東轉讓予江蘇頤澤及／或江蘇頤澤指定之任何人士前有效。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Major terms of the Jiangsu Ding Xuan Contractual Arrangements (Cont'd)

(c) Exclusive option agreement (Cont'd)

Main Subject:

Jiangsu Ding Xuan Shareholders and Jiangsu Ding Xuan irrevocably agreed, to the extent permitted under the laws of the PRC, to transfer to Jiangsu Yi Ze and/or any person(s) designated by Jiangsu Yi Ze at any time and from time to time, all or part of their equity interests in Jiangsu Ding Xuan, or all or part of the assets of Jiangsu Ding Xuan.

Jiangsu Yi Ze may exercise its rights under the paragraph above at any time and in any manner at its sole discretion as permitted under the laws of the PRC. The exercise price of each of the rights under the paragraph above shall be the lowest price permitted under the laws of the PRC, subject to any other price as required by the PRC government authorities. Upon Jiangsu Ding Xuan and/or Jiangsu Ding Xuan Shareholders receive(s) the said consideration, they unconditionally transfer the said consideration to Jiangsu Yi Ze or any person(s) designated by Jiangsu Yi Ze.

Jiangsu Ding Xuan Shareholders and Jiangsu Ding Xuan jointly and/or severally undertake that, among other things, without having obtained the prior written consent from Jiangsu Yi Ze, they will not (i) amend the articles of association of Jiangsu Ding Xuan; (ii) increase or decrease the registered capital of Jiangsu Ding Xuan; (iii) dispose of, transfer, mortgage, create any security interest or third party rights in its equity interests in Jiangsu Ding Xuan; (iv) appoint any director(s) or executive director(s) of Jiangsu Ding Xuan; and (v) pay dividends in any manners. Jiangsu Ding Xuan Shareholders further undertake that, without having obtained the written consent from Jiangsu Yi Ze, they and their respective related persons will not engage in any business which is in competition with the businesses of Jiangsu Ding Xuan.

合約安排(續)

江蘇鼎鉉合約安排之主要條款(續)

(c) 獨家購股權協議(續)

主體事項：

江蘇鼎鉉股東及江蘇鼎鉉不可撤回同意，於中國法律准許之範圍內，隨時及不時向江蘇頤澤及／或江蘇頤澤指定之任何人士轉讓其於江蘇鼎鉉之全部或部份股權或江蘇鼎鉉之全部或部份資產。

在中國法律准許之情況下，江蘇頤澤可全權酌情於任何時間及以任何方式行使上段所述權利。上段所述各項權利之行使價格將為中國法律准許之最低價格，惟須受中國政府機關所規定之任何其他價格規限。於江蘇鼎鉉及／或江蘇鼎鉉股東收到上述代價後，彼等將無條件轉讓上述代價予江蘇頤澤或江蘇頤澤指定之任何人士。

江蘇鼎鉉股東及江蘇鼎鉉共同及／或個別承諾，(其中包括)如未獲江蘇頤澤事先書面同意，彼等將不會(i)修訂江蘇鼎鉉之組織章程細則；(ii)增加或減少江蘇鼎鉉之註冊資本；(iii)將其於江蘇鼎鉉之股權出售、轉讓、抵押、設置任何擔保權益或第三方權利；(iv)委任江蘇鼎鉉之任何董事或執行董事；及(v)以任何方式派付股息。江蘇鼎鉉股東進一步承諾，如未獲江蘇頤澤書面同意，彼等及彼等各自之關連人士將不會從事任何與江蘇鼎鉉業務構成競爭之業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Major terms of the Jiangsu Ding Xuan Contractual Arrangements (Cont'd)

(d) Equity pledge agreement

Parties:

- (i) Jiangsu Yi Ze
- (ii) Jiangsu Ding Xuan Shareholders
- (iii) Jiangsu Ding Xuan

Terms:

Effective from the registration of the pledged equity interests under the equity pledge agreement at the relevant PRC administration for industry and commerce until all the obligations of Jiangsu Ding Xuan Shareholders and Jiangsu Ding Xuan (including but not limited to Jiangsu Ding Xuan Main Obligations) are satisfied or discharged in full. The registration of the pledged equity interests under the equity pledge agreement at the relevant PRC administration for industry and commerce has been completed.

Main Subject:

Jiangsu Ding Xuan Shareholders pledged all equity interests in Jiangsu Ding Xuan legally held by Jiangsu Ding Xuan Shareholders (including present or future registered capital and their rights and benefits, whether through increase of capital and/or transfer of equity interest) to Jiangsu Yi Ze.

(e) Consent letters of spouse

Parties:

The spouses of Jiangsu Ding Xuan Shareholders

Terms:

An indefinite term upon execution and shall continue to be valid until the Jiangsu Ding Xuan Main Obligations are satisfied or discharged in full.

合約安排 (續)

江蘇鼎鉉合約安排之主要條款 (續)

(d) 股權質押協議

訂約方：

- (i) 江蘇頤澤
- (ii) 江蘇鼎鉉股東
- (iii) 江蘇鼎鉉

年期：

自於有關中國工商行政機關登記股權質押協議項下之已抵押股權起生效，直至江蘇鼎鉉股東及江蘇鼎鉉之所有債權（包括但不限於江蘇鼎鉉主債權）均已經完全被滿足或被解除。已完成於有關中國工商行政機關登記股權質押協議項下之已抵押股權。

主體事項：

江蘇鼎鉉股東向江蘇頤澤質押江蘇鼎鉉股東合法持有之全部江蘇鼎鉉股權（包括現有或未來註冊股本及其權利及利益，無論是透過增加股本及／或轉讓股權之方式）。

(e) 配偶同意函

訂約方：

江蘇鼎鉉股東之配偶

年期：

於簽署後無限年期並將持續有效，直至江蘇鼎鉉主債權均已經完全被滿足或被解除。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Major terms of the Jiangsu Ding Xuan Contractual Arrangements (Cont'd)

(e) Consent letters of spouse (Cont'd)

Main Subject:

The spouses of Jiangsu Ding Xuan Shareholders unconditionally agreed to the Jiangsu Ding Xuan Contractual Arrangements.

The spouses of Jiangsu Ding Xuan Shareholders undertake and declare that the equity respectively owned by Jiangsu Ding Xuan Shareholders in Jiangsu Ding Xuan contemplated on Jiangsu Ding Xuan Contractual Arrangements shall be Jiangsu Ding Xuan Shareholders' personal property respectively; and further, the said spouses undertake that they shall not take any act that causes or will cause any conflict and/or impediment to the Jiangsu Ding Xuan Contractual Arrangements.

Reason for using the Jiangsu Ding Xuan Contractual Arrangements and the significance to the Group

As advised by the legal adviser of the Company, the principal business of Jiangsu Ding Xuan involves technology for human stem cell research & development and applications which is regarded as prohibited business for foreign entity under the PRC Law. As such, the Group cannot acquire the equity interest in Jiangsu Ding Xuan at that time. Having regard to such foreign investment restrictions, the Jiangsu Ding Xuan Contractual Arrangements were designed to provide Jiangsu Yi Ze and, thus the Group, with effective control over the financial and operational policies of Jiangsu Ding Xuan and (to the extent permitted by PRC laws and regulations) the right to acquire the equity interest in Jiangsu Ding Xuan.

合約安排 (續)

江蘇鼎鉉合約安排之主要條款 (續)

(e) 配偶同意函 (續)

主體事項：

江蘇鼎鉉股東之配偶無條件同意江蘇鼎鉉合約安排。

江蘇鼎鉉股東之配偶承諾及聲明，江蘇鼎鉉合約安排中涉及的江蘇鼎鉉股東各自持有於江蘇鼎鉉之股權分別為江蘇鼎鉉股東之個人財產；並進一步承諾不會採取任何導致或將導致與江蘇鼎鉉合約安排相衝突及／或阻礙之行為。

採用江蘇鼎鉉合約安排之理由及對本集團之重要性

據本公司法律顧問告知，江蘇鼎鉉的主要業務涉及人體幹細胞研發及應用技術，根據中國法律被視為外資企業受禁止類業務。因此，本集團當時無法收購江蘇鼎鉉之股權。經計及該等海外投資限制，設立江蘇鼎鉉合約安排之目的乃為江蘇頤澤乃至本集團提供對江蘇鼎鉉財務及經營策略之有效控制及（於中國法律及法規准許之範圍內）收購江蘇鼎鉉股權之權利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Major terms of the Jiangsu Ding Xuan Contractual Arrangements (Cont'd)

Revenue and assets subject to the Jiangsu Ding Xuan Contractual Arrangements

The revenue, net loss and total assets subject to the Jiangsu Ding Xuan Contractual Arrangements are set out as follows:

合約安排 (續)

江蘇鼎鉉合約安排之主要條款 (續)

江蘇鼎鉉合約安排之收益及資產

江蘇鼎鉉合約安排之收益、淨虧損及總資產載列如下：

		Year ended 31 December 2018	Period from 1 May 2017 to 31 December 2017
	截至 二零一八年 十二月三十一日 止年度 (HK\$'000) (千港元)		自二零一七年 五月一日至 二零一七年 十二月三十一日 的期間 (HK\$'000) (千港元)
Revenue	收益	—	—
Net loss	淨虧損	2,003	3,910
Total assets	總資產	4,386	9,034

For the year ended 31 December 2018, the revenue and net loss subject to Jiangsu Ding Xuan Contractual Arrangements amounted to nil and approximately 0.16% of the revenue and net loss of the Group respectively. As at 31 December 2018, the total assets subject to Jiangsu Ding Xuan Contractual Arrangements amounted to approximately 0.31% of the total assets of the Group.

截至二零一八年十二月三十一日止年度，江蘇鼎鉉合約安排之收益及淨虧損佔本集團收益及淨虧損為零及約0.16%。於二零一八年十二月三十一日，江蘇鼎鉉合約安排之總資產佔本集團總資產約0.31%。

For the year ended 31 December 2017, the revenue and net loss subject to Jiangsu Ding Xuan Contractual Arrangements amounted to nil and approximately 2.35% of the revenue and net loss of the Group respectively. As at 31 December 2017, the total assets subject to Jiangsu Ding Xuan Contractual Arrangements amounted to approximately 0.26% of the total assets of the Group.

截至二零一七年十二月三十一日止年度，江蘇鼎鉉合約安排之收益及淨虧損佔本集團收益及淨虧損為零及約2.35%。於二零一七年十二月三十一日，江蘇鼎鉉合約安排之總資產佔本集團總資產約0.26%。

Material changes

Save as disclosed in this report, there has not been any material changes in Jiangsu Ding Xuan Contractual Arrangements and/or the circumstances under which they were adopted.

重大變動

除本報告所披露者外，江蘇鼎鉉合約安排及／或採納該等合約安排的情況並無任何重大變動。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Unwinding of Jiangsu Ding Xuan Contractual Arrangements

Up to the date of this report, there has not been any unwinding of any Jiangsu Ding Xuan Contractual Arrangements, nor has there been any failure to unwind any Jiangsu Ding Xuan Contractual Arrangements when the restrictions that led to the adoption of the Jiangsu Ding Xuan Contractual Arrangements are removed.

Risks associated with the Jiangsu Ding Xuan Contractual Arrangements and actions taken by the Company to mitigate the risks

The Group does not have any direct equity ownership in Jiangsu Ding Xuan and has relied on the Jiangsu Ding Xuan Contractual Arrangements, as the case may be, to control, operate, and be entitled to the economic benefits and risks arising from the respective businesses of Jiangsu Ding Xuan in the PRC. However, there are risks involved with the operations of Jiangsu Yi Ze under the Jiangsu Ding Xuan Contractual Arrangements, as the case may be.

- (i) ***There is no assurance that the Jiangsu Ding Xuan Contractual Arrangements could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Jiangsu Ding Xuan Contractual Arrangements do not comply with applicable regulations***

Current PRC laws and regulations prohibit foreign ownership of companies engage in the businesses concerning technology for research & development and applications of human stem cells, gene diagnose and therapy. The businesses of Jiangsu Ding Xuan are regarded as design and manufacturing of preclinical cell and stem cell related equipment which involves in technology for human stem cell research & development and applications, in addition to providing contract research services. The Company is a company incorporated under the laws of the Cayman Islands. Jiangsu Yi Ze may not engage in the businesses concerning technology for human stem cell research & development and applications in the PRC under current PRC laws. As a result, the Group will have to conduct the business of Jiangsu Ding Xuan in the PRC through the Jiangsu Ding Xuan Contractual Arrangements.

合約安排 (續)

解除江蘇鼎鉉合約安排

截至本報告日期，並無任何江蘇鼎鉉合約安排被解除，亦無於導致採納江蘇鼎鉉合約安排的限制經移除後出現無法解除任何江蘇鼎鉉合約安排的情況。

與江蘇鼎鉉合約安排有關之風險及本公司採取之降低風險之措施

本集團並無於江蘇鼎鉉擁有任何直接所有權權益，並已倚賴江蘇鼎鉉合約安排（視情況而定）於中國控制、運營江蘇鼎鉉各自之業務，並有權享有或承擔其經濟利益及風險。然而，江蘇鼎鉉合約安排（視情況而定）項下存有涉及江蘇頤澤經營業務之風險。

- (i) ***概不能保證江蘇鼎鉉合約安排能夠遵守未來中國監管規定之變動及中國政府可能釐定江蘇鼎鉉合約安排並無遵守適用法規***

現行中國法律及法規禁止外資公司從事有關人體幹細胞研發及應用、基因診斷及治療技術之業務。除提供合同式研究服務外，江蘇鼎鉉之業務為設計及生產臨床前細胞及幹細胞相關設備，其中涉及人體幹細胞研發及應用技術。本公司為一間根據開曼群島法律註冊成立之公司。根據現行中國法律，江蘇頤澤不可於中國從事有關人體幹細胞研發及應用技術之業務。因此，本集團將須透過江蘇鼎鉉合約安排於中國進行江蘇鼎鉉之業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

合約安排 (續)

Risks associated with the Jiangsu Ding Xuan Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

與江蘇鼎鉉合約安排有關之風險及本公司採取之降低風險之措施 (續)

- (i) ***There is no assurance that the Jiangsu Ding Xuan Contractual Arrangements could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Jiangsu Ding Xuan Contractual Arrangements do not comply with applicable regulations (Cont'd)***

- (i) 概不能保證江蘇鼎鉉合約安排能夠遵守未來中國監管規定之變動及中國政府可能釐定江蘇鼎鉉合約安排並無遵守適用法規 (續)

Despite the fact that there is no indication that the Jiangsu Ding Xuan Contractual Arrangements will be interfered or objected by any PRC regulatory authorities, to the best knowledge of the Directors, there is a possibility that the Ministry of Commerce and other competent authorities may have different opinions on the interpretation of the relevant regulations and would not agree that the Jiangsu Ding Xuan Contractual Arrangements comply with the current PRC laws, regulations or rules or those that may be adopted in future, and the authorities may deny the validity, effectiveness and enforceability of the Jiangsu Ding Xuan Contractual Arrangements.

儘管並無跡象顯示江蘇鼎鉉合約安排將遭任何中國監管機構干預或反對，惟就董事所深知，商務部及其他主管機構可能對相關法規之詮釋持有異議，並將認為江蘇鼎鉉合約安排不符合現行或未來可能採納之中國法律、法規或規則，而該等機構可能否認江蘇鼎鉉合約安排之有效性、效力及可強制執行性。

If the authorities may deny the validity, effectiveness and enforceability of any of the Jiangsu Ding Xuan Contractual Arrangements, it could have a material adverse impact on the Group's businesses, financial condition and results of operations.

倘該等機構否認任何江蘇鼎鉉合約安排之有效性、效力及可強制執行性，其可能對本集團之業務、財務狀況及經營業績產生重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

合約安排(續)

Risks associated with the Jiangsu Ding Xuan Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

與江蘇鼎鉉合約安排有關之風險及本公司採取之降低風險之措施(續)

- (ii) ***The Jiangsu Ding Xuan Contractual Arrangements may not be as effective in providing control over and entitlement to the economic interests in the Project Company (namely “Jiangsu Ding Xuan as the case may be”) as direct ownership***

- (ii) **江蘇鼎鉉合約安排於控制項目公司(指「江蘇鼎鉉(視情況而定)」)及享有其經濟利益方面可能不如直接擁有權有效**

The Jiangsu Ding Xuan Contractual Arrangements may not be as effective in providing the Group with control over and entitlement to the economic interests in the Project Company as direct ownership. If Jiangsu Yi Ze had direct ownership of Jiangsu Ding Xuan, Jiangsu Yi Ze would be able to directly exercise its rights as a shareholder to effect changes in the board of directors of Jiangsu Ding Xuan. However, under the Jiangsu Ding Xuan Contractual Arrangements, Jiangsu Yi Ze can only look to and rely on Jiangsu Ding Xuan and the Jiangsu Ding Xuan Shareholders to perform their contractual obligations under the Jiangsu Ding Xuan Contractual Arrangements such that Jiangsu Yi Ze can exercise effective control over Jiangsu Ding Xuan. The Jiangsu Ding Xuan Shareholders may not act in the best interests of Jiangsu Ding Xuan or may not perform its/their obligations under the Jiangsu Ding Xuan Contractual Arrangements, and in that case, Jiangsu Yi Ze may replace the Jiangsu Ding Xuan Shareholders by its other nominees pursuant to the Jiangsu Ding Xuan Contractual Arrangements. However, if any dispute relating to the Jiangsu Ding Xuan Contractual Arrangements remains unresolved, Jiangsu Yi Ze will have to enforce its rights under the Jiangsu Ding Xuan Contractual Arrangements and seek to interpret the terms of the Jiangsu Ding Xuan Contractual Arrangements in accordance with the PRC laws and will be subject to uncertainties in the PRC legal system.

Since the legal environment in the PRC is different from that in Hong Kong and other jurisdictions, the uncertainties in the PRC legal system could limit the ability of the Group to enforce the Jiangsu Ding Xuan Contractual Arrangements. There is no assurance that such arbitration result will be in favour of the Group and/or that there will not be any difficulties in enforcing any arbitral awards granted, including specific performance or injunctive relief and claiming damages by the Group. As the Group may not be able to obtain sufficient remedies in a timely manner, its ability to exert effective control over Jiangsu Ding Xuan and the conduct of the businesses concerning technology for human stem cell research & development and applications could be materially and adversely affected, and may disrupt the business of the Group and have a material adverse impact on Group's business, prospects and results of operation.

江蘇鼎鉉合約安排於向本集團提供對項目公司之控制權及令其享有項目公司之經濟利益方面可能不如直接擁有權有效。倘江蘇頤澤直接擁有江蘇鼎鉉，江蘇頤澤將可直接行使作為股東之權利變更江蘇鼎鉉之董事會。然而，根據江蘇鼎鉉合約安排，江蘇頤澤僅可指望及依賴江蘇鼎鉉與江蘇鼎鉉股東履行其於江蘇鼎鉉合約安排項下之合約義務，從而使江蘇頤澤可行使對江蘇鼎鉉之實際控制權。江蘇鼎鉉股東可能不會以江蘇鼎鉉之最佳利益行事，或可能不履行彼等於江蘇鼎鉉合約安排項下之義務，在此情況下，江蘇頤澤可根據江蘇鼎鉉合約安排安排其他代名人取代江蘇鼎鉉股東。然而，倘有關江蘇鼎鉉合約安排之任何爭議未獲解決，江蘇頤澤將強制行使其於江蘇鼎鉉合約安排項下之權利及尋求根據中國法律詮釋江蘇鼎鉉合約安排之條款並將面臨中國法律制度中之不明朗因素。

由於中國法律環境有別於香港及其他司法權區，故中國法律制度中之不明朗因素將可能限制本集團強制執行江蘇鼎鉉合約安排之能力。概不保證有關仲裁結果將有利於本集團及／或強制執行所授出之任何仲裁裁決不會遭遇任何困難，包括執行授予本集團之具體履行或禁制令救濟及由本集團提出賠償。由於本集團可能無法及時取得足夠補救措施，故其對江蘇鼎鉉行使實際控制權之能力及進行人體幹細胞技術研發及應用業務可能受重大不利影響，並可能中斷本集團之業務及對本集團之業務、前景及經營業績產生重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Risks associated with the Jiangsu Ding Xuan Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

(iii) Potential conflicts of interest among Jiangsu Yi Ze, Jiangsu Ding Xuan, the Jiangsu Ding Xuan Shareholders may exist

Jiangsu Yi Ze shall rely on the Jiangsu Ding Xuan Contractual Arrangements to exercise control over and to draw the economic benefits from Jiangsu Ding Xuan. Jiangsu Yi Ze may not be able to provide sufficient incentives to the Jiangsu Ding Xuan Shareholders for the purpose of encouraging them to act in the best interests of Jiangsu Yi Ze, other than stipulating the relevant obligations in the Jiangsu Ding Xuan Contractual Arrangements. The Jiangsu Ding Xuan Shareholders may breach the Jiangsu Ding Xuan Contractual Arrangements in the event of conflicts of interest or deterioration of its/their relationship with Jiangsu Yi Ze, the results of which may have a material adverse impact on Jiangsu Yi Ze's business, prospects and results of operation.

It is not assured that if conflicts arise, the Jiangsu Ding Xuan Shareholders will act in the best interests of Jiangsu Yi Ze or that the conflicts will be resolved in favour of Jiangsu Yi Ze. If any of the Jiangsu Ding Xuan Shareholders fails to perform its obligations under the respective Jiangsu Ding Xuan Contractual Arrangements, Jiangsu Yi Ze may have to rely on legal remedies under the PRC laws through legal proceedings, which may be expensive, time-consuming and disruptive to Jiangsu Yi Ze's operations and will be subject to uncertainties as stated above.

合約安排 (續)

與江蘇鼎鉉合約安排有關之風險及本公司採取之降低風險之措施 (續)

(iii) 江蘇頤澤、江蘇鼎鉉及江蘇鼎鉉股東之間可能存在潛在利益衝突

江蘇頤澤將倚賴江蘇鼎鉉合約安排對江蘇鼎鉉行使控制權及自其抽取經濟利益。除於江蘇鼎鉉合約安排中訂明有關義務外，江蘇頤澤可能無法就鼓勵江蘇鼎鉉股東以江蘇頤澤之最佳利益行事而向江蘇鼎鉉股東提供足夠激勵。江蘇鼎鉉股東可能於出現利益衝突事件或其與江蘇頤澤之關係惡化時違反江蘇鼎鉉合約安排，其結果可能對江蘇頤澤之業務、前景及經營業績產生重大不利影響。

概不保證當發生衝突時，江蘇鼎鉉股東將以江蘇頤澤之最佳利益行事或衝突將以對江蘇頤澤有利之方式解決。倘任何江蘇鼎鉉股東未能履行其於各份江蘇鼎鉉合約安排項下之責任，江蘇頤澤可能須透過法律訴訟依賴中國法律下之法律補救，此舉可能昂貴、耗時及中斷江蘇頤澤之營運，且可能面臨上文所述之不明朗因素。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

合約安排(續)

Risks associated with the Jiangsu Ding Xuan Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

與江蘇鼎鉉合約安排有關之風險及本公司採取之降低風險之措施(續)

(iv) The Jiangsu Ding Xuan Contractual Arrangements may be subject to scrutiny of the PRC tax authorities and additional tax may be imposed

(iv) 江蘇鼎鉉合約安排可能會受中國稅務機關審查並徵收額外稅項

Jiangsu Ding Xuan Contractual Arrangements may be subject to scrutiny of the PRC tax authorities and additional tax may be imposed on the Jiangsu Yi Ze, as the case may be. Jiangsu Yi Ze, as the case may be, may face adverse tax consequences if the PRC tax authorities determine that the Jiangsu Ding Xuan Contractual Arrangements were not entered into based on arm's length negotiations. If the PRC tax authorities determine that the Jiangsu Ding Xuan Contractual Arrangements were not entered into on an arm's length basis, they may adjust the income and expenses of Jiangsu Yi Ze, as the case may be, for the PRC tax purposes, which could result in higher tax liabilities on Jiangsu Yi Ze, as the case may be.

江蘇鼎鉉合約安排可能會受中國稅務機關審查，而江蘇頤澤(視情況而定)可能被徵收額外稅項。倘中國稅務機關釐定江蘇鼎鉉合約安排並非根據公平磋商訂立，則江蘇頤澤(視情況而定)可能面臨不利稅務後果。倘中國稅務機關釐定江蘇鼎鉉合約安排並非按公平基準訂立，其可能就中國稅務目的調整江蘇頤澤(視情況而定)之收入與開支，此舉可導致江蘇頤澤(視情況而定)承擔更高之稅務負債。

The operation results of Jiangsu Yi Ze, as the case may be, may be materially and adversely affected if the tax liabilities of Jiangsu Yi Ze, Jiangsu Ding Xuan increase significantly or if they are required to pay interest on late payments.

倘江蘇頤澤、江蘇鼎鉉之稅務負債大幅增加或倘彼等須就逾期付款而支付利息，江蘇頤澤(視情況而定)之經營業績則可能受重大不利影響。

(v) Ability to acquire the entire equity interests in or assets of the Project Company

(v) 收購項目公司全部股權或資產之能力

Jiangsu Yi Ze's ability to acquire the entire equity interests in or assets of Jiangsu Ding Xuan may be subject to various limitations and substantial costs. In case Jiangsu Yi Ze exercises its options to acquire all or part of the equity interests and/or assets of Jiangsu Ding Xuan under the relevant exclusive option agreement, the acquisition of the entire equity interests in or the assets of Jiangsu Ding Xuan may only be conducted to the extent as permitted by the applicable PRC laws and will be subject to necessary approvals and relevant procedures under applicable PRC laws. In addition, the abovementioned acquisitions may be subject to a minimum price limitation (such as an appraised value for the entire equity interests in or all assets of Jiangsu Ding Xuan) or other limitations as imposed by applicable PRC laws. Further, a substantial amount of other costs (if any), expenses and time may be involved in transferring the ownership of Jiangsu Ding Xuan, which may have a material adverse impact on Jiangsu Yi Ze's businesses, prospects and results of operation.

江蘇頤澤收購江蘇鼎鉉之全部股權或資產之能力可能面臨多項限制及大量成本。倘江蘇頤澤根據相關獨家購股權協議行使其購股權以收購江蘇鼎鉉之全部或部份股權及／或資產，收購江蘇鼎鉉之全部股權或資產僅可於適用中國法律准許之情況下進行，並須受適用中國法律項下之必要批准及相關程序所規限。此外，上述收購可能須受適用中國法律施加之最低價格限制(例如江蘇鼎鉉之全部股權或所有資產之評估價值)或其他限制所規限。另外，轉讓江蘇鼎鉉之擁有權可能涉及大量其他成本(如有)、費用及時間，其可能對江蘇頤澤之業務、前景及經營業績造成重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

AK Suzhou Contractual Arrangements

In April and August 2015, the Group completed the respective acquisitions of Tianjin Weikai and AK Suzhou through contractual arrangements. Save as disclosed in this report, there have been no changes to such Contractual Arrangements since the respective completion dates.

Collectively, the exclusive business cooperation agreement, the exclusive option agreement, the equity pledge agreement, the power of attorney and the consent letter of spouse, entered into among (i) AK Subsidiary (蘇州博凱生物技術諮詢服務有限責任公司 (Suzhou Bo Kai Biomedical Consultation Service Ltd.*)), a company established in the PRC, an indirect wholly owned subsidiary of Frame Sharp Limited (a company incorporated in the British Virgin Islands, being owned as to (a) 70% by CRMI Medical Bio-Tech Limited (“CRMI Medical”), formerly known as Enlighten On Enterprise Limited, a company incorporated in the British Virgin Islands with limited liability, an indirect wholly owned subsidiary of the Company, and (b) 30% by Remed Tiger Limited (“Remed Tiger”), a company incorporated in the Republic of Seychelles, being owned as to 100% by Mr. Zhang Xumao) respectively as at the date of this report), (ii) AK Suzhou (奧凱(蘇州)生物技術有限公司 (AK (Suzhou) Biomedical Ltd.), a limited liability company established in the PRC to engage in the business of providing services and equipment for human cell and stem cell related clinical applications in the PRC, including but not limited to the R&D on human stem cell technologies and equipment for human stem cell processing and for trading of its related equipment), the then (iii) registered shareholders of AK Suzhou and their spouses (if any).

Particulars and main business of the operating entity

At the date of this report, AK Suzhou is currently owned as to 30% by Ms. Cui Keyan and as to 70% by Mr. Dai Yumin (the former executive Director of the Company, which had resigned from his directorship of the Company with effect from 30 April 2016) (hereinafter collectively referred to as the “Suzhou Biomedical Shareholders”). AK Suzhou is controlled by the Group through AK Subsidiary by way of AK Suzhou Contractual Arrangements pursuant to which AK Subsidiary controls AK Suzhou.

AK Suzhou is established to engage in the business of providing services and equipment for human cell and stem cell related clinical applications in the PRC, including but not limited to the R&D on human stem cell technologies and equipment for human stem cell processing and for trading of its related equipment.

* for identification only

合約安排(續)

奧凱(蘇州)合約安排

於二零一五年四月及八月，本集團透過合約安排分別完成收購天津衛凱及奧凱(蘇州)。除本報告所披露者外，自各完成日期起，該等合約安排並無任何變動。

獨家業務合作協議、獨家購股權協議、股權質押協議、授權委託書及配偶同意函之統稱，由以下訂約方訂立：(i) 奧凱附屬公司(蘇州博凱生物技術諮詢服務有限責任公司，一間於中國成立之公司，為Frame Sharp Limited(一間於英屬處女群島註冊成立之公司)之間接全資附屬公司，於本報告日期其分別由(a)中國再生醫學生物技術有限公司(「中國再生醫學生物技術」，前稱安迪企業有限公司，一間於英屬處女群島註冊成立之有限公司，為本公司之一間間接全資附屬公司)擁有70%，及(b)Remed Tiger Limited(「Remed Tiger」，一間於塞舌爾共和國註冊成立的公司，由張旭茂先生全資擁有)擁有30%，(ii) 奧凱(蘇州)奧凱(蘇州)生物技術有限公司，一間於中國成立之有限公司，於中國從事為人體細胞及幹細胞相關臨床應用提供服務及設備之業務，包括但不限於人體幹細胞技術及人體幹細胞處理設備之研發及買賣相關設備)，(iii) 奧凱(蘇州)當時登記股東及彼等的配偶(如有)。

經營實體之詳情及主要業務

於本報告日期，奧凱(蘇州)現時由崔科研女士及戴昱敏先生(本公司之前任執行董事，自二零一六年四月三十日起辭任本公司之董事職務)(下文統稱「蘇州生物技術股東」)分別擁有30%及70%。奧凱(蘇州)由本集團透過奧凱附屬公司藉助奧凱(蘇州)合約安排之方式控制，據此，奧凱附屬公司控制奧凱(蘇州)。

奧凱(蘇州)之成立宗旨為於中國從事為人體細胞及幹細胞相關臨床應用提供服務及設備之業務，包括但不限於人體幹細胞技術及人體幹細胞處理設備之研發及買賣相關設備。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

AK Suzhou Contractual Arrangements (Cont'd)

Major terms of the AK Suzhou Contractual Arrangements

a) *Irrevocable power of attorney*

Parties:

Suzhou Biomedical Shareholders

Terms:

An indefinite term upon execution and shall continue to be valid until the contracts under AK Suzhou Contractual Arrangements including their respective supplemental agreements ("AK Suzhou Main Obligations") have been terminated or discharged in full.

Main Subject:

Suzhou Biomedical Shareholders shall, among other things, irrevocably authorise AK Subsidiary and its respective successors to act on their behalf on all matters in relation to their equity interests in AK Suzhou, including attending shareholders' meeting, signing minutes of shareholders' meeting and shareholders' resolutions, exercising their full shareholder's rights under the articles of association of AK Suzhou and applicable PRC laws and regulations, including but not limited to shareholders' voting right, appointment of the legal representative, director, supervisor and senior management of AK Suzhou, filing documents with the relevant governmental authorities or regulatory bodies, acquisition and disposition of the equity interest of AK Suzhou held by Suzhou Biomedical Shareholders or making decision on the liquidation of AK Suzhou and the formulation of the profit sharing plans of AK Suzhou, provided that the exercise of the power(s) of attorney shall not cause breach to the AK Suzhou Contractual Arrangements.

合約安排 (續)

奧凱(蘇州)合約安排(續)

奧凱(蘇州)合約安排之主要條款

a) 不可撤回授權委託書

訂約方：

蘇州生物技術股東

年期：

於簽署後無限年期並將持續有效，直至奧凱(蘇州)合約安排(包括其各份補充協議)(「奧凱(蘇州)主債權」)項下之合約均已獲全面終止或解除。

主體事項：

蘇州生物技術股東將(其中包括)不可撤回授權奧凱附屬公司及其各自之繼任者代為處理有關其於奧凱(蘇州)之股權之所有事宜，包括出席股東大會、簽署股東大會之大會記錄及股東決議案、根據奧凱(蘇州)之組織章程及適用中國法律及法規悉數行使其股東權利(包括但不限於股東之投票權)、委任奧凱(蘇州)之法定代表人、董事、監事及高級管理人員、向相關政府機關或監管機構登記備案、收購及處置蘇州生物技術股東持有奧凱(蘇州)的股權或者就奧凱(蘇州)的清盤事宜作出決定以及制定奧凱(蘇州)利潤分配方案等，惟行使授權委託書中規定之權利不得違反奧凱(蘇州)合約安排。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

AK Suzhou Contractual Arrangements (Cont'd)

Major terms of the AK Suzhou Contractual Arrangements (Cont'd)

b) Exclusive business cooperation agreement

Parties:

- (i) AK Subsidiary
- (ii) AK Suzhou

Terms:

10 years commencing from 7 August 2015. The exclusive business cooperation agreement will be automatically extended for another 10 years if AK Subsidiary has no intention to terminate upon its expiry. The said automatic 10- year extension will continue until AK Subsidiary gives confirmation regarding the termination of the term.

Main Subject:

AK Suzhou should appoint AK Subsidiary as exclusive service provider for its business operations, including but not limited to, technical R&D, technical support, technical consultation, technical training and other management and corporate consultation services.

c) Exclusive option agreements

Parties:

- (i) AK Subsidiary
- (ii) Suzhou Biomedical Shareholders
- (iii) AK Suzhou

Terms:

10 years commencing from the date of the respective exclusive option agreements. The exclusive option agreement will be automatically extended for another 10 years if AK Subsidiary has no intention to terminate upon its expiry. The said automatic 10-year extension will continue until AK Subsidiary gives confirmation regarding the termination of the term.

合約安排 (續)

奧凱(蘇州)合約安排(續)

奧凱(蘇州)合約安排之主要條款(續)

b) 獨家業務合作協議

訂約方：

- (i) 奧凱附屬公司
- (ii) 奧凱(蘇州)

年期：

由二零一五年八月七日起為期10年。期滿後假若奧凱附屬公司沒有終止的意向表示，則獨家業務合作協議將自動延期10年。此自動延期10年將持續進行，直至奧凱附屬公司作出終止年期確認。

主體事項：

奧凱(蘇州)將委聘奧凱附屬公司為其業務營運之獨家服務提供商，包括但不限於技術研發、技術支援、技術諮詢、技術培訓及其他相關管理及企業諮詢服務。

c) 獨家購股權協議

訂約方：

- (i) 奧凱附屬公司
- (ii) 蘇州生物技術股東
- (iii) 奧凱(蘇州)

年期：

由各獨家購股權協議日期起為期10年。期滿後假若奧凱附屬公司沒有終止的意向表示，則獨家購股權協議將自動延期10年。此自動延期10年將持續進行，直至奧凱附屬公司作出終止年期確認。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

AK Suzhou Contractual Arrangements (Cont'd)

Major terms of the AK Suzhou Contractual Arrangements (Cont'd)

c) Exclusive option agreements (Cont'd)

Main Subject:

Suzhou Biomedical Shareholders and AK Suzhou irrevocably agreed, to the extent permitted under the laws of the PRC, to transfer to AK Subsidiary or any person(s) designated by AK Subsidiary at any time and from time to time, all or part of their equity interests in AK Suzhou, or all or part of the assets of AK Suzhou.

AK Subsidiary may exercise its rights under the paragraph above at any time and in any manner at its sole discretion as permitted under the laws of the PRC. The exercise price of each of the rights under the paragraph above shall be the lowest price permitted under the laws of the PRC, subject to any other price as required by the PRC government authorities. Upon AK Suzhou and/or Suzhou Biomedical Shareholders receive(s) the said consideration, they unconditionally transfer the said consideration to AK Subsidiary or any person(s) designated by AK Subsidiary.

Suzhou Biomedical Shareholders and AK Suzhou jointly and/or severally undertake that, among other things, without having obtained the prior written consent from AK Subsidiary, they will not (i) amend the articles of association of AK Suzhou; (ii) increase or decrease the registered capital of AK Suzhou; (iii) dispose of, transfer, mortgage, create any security interest or third party rights in its equity interests in AK Suzhou; (iv) appoint any director(s) or executive director(s) of AK Suzhou; and (v) pay dividends in any manners. Suzhou Biomedical Shareholders further undertake that, without having obtained the written consent from AK Subsidiary, they and their respective related persons will not engage in any business which is in competition with the businesses of AK Suzhou.

合約安排 (續)

奧凱(蘇州)合約安排 (續)

奧凱(蘇州)合約安排之主要條款 (續)

c) 獨家購股權協議 (續)

主體事項：

蘇州生物技術股東及奧凱(蘇州)不可撤回同意，於中國法律准許之範圍內，隨時及不時向奧凱附屬公司或奧凱附屬公司指定之任何人士轉讓其於奧凱(蘇州)之全部或部份股權或奧凱(蘇州)之全部或部份資產。

在中國法律准許之情況下，奧凱附屬公司可全權酌情於任何時間及以任何方式行使上段所述權利。上段所述各項權利之行使價格將為中國法律准許之最低價格，惟須受中國政府機關所規定之任何其他價格規限。於奧凱(蘇州)及／或蘇州生物技術股東收到上述代價後，彼等將無條件轉讓上述代價予奧凱附屬公司或其指定之任何人士。

蘇州生物技術股東及奧凱(蘇州)共同及／或個別承諾，(其中包括)如未獲奧凱附屬公司事先書面同意，彼等將不會(i)修訂奧凱(蘇州)之組織章程細則；(ii)增加或減少奧凱(蘇州)之註冊資本；(iii)將其於奧凱(蘇州)之股權出售、轉讓、抵押、設置任何擔保權益或第三方權利；(iv)委任奧凱(蘇州)之任何董事或執行董事；及(v)以任何方式派付股息。蘇州生物技術股東進一步承諾，如未獲奧凱附屬公司書面同意，彼等及彼等各自之關連人士將不會從事任何與奧凱(蘇州)業務構成競爭之業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

AK Suzhou Contractual Arrangements (Cont'd)

Major terms of the AK Suzhou Contractual Arrangements (Cont'd)

d) Equity pledge agreements

Parties:

- (i) AK Subsidiary
- (ii) Suzhou Biomedical Shareholders
- (iii) AK Suzhou

Terms:

Effective from the registration of the pledged equity interests under the equity pledge agreement at the relevant PRC administration for industry and commerce until all the obligations of Suzhou Biomedical Shareholders and AK Suzhou (including but not limited to AK Suzhou Main Obligations) are satisfied or discharged in full. The registration of the pledged equity interests under the equity pledge agreement at the relevant PRC administration for industry and commerce has been completed.

Main Subject:

Suzhou Biomedical Shareholders pledged all equity interests in AK Suzhou legally held by Suzhou Biomedical Shareholders (including present or future registered capital and their rights and benefits, whether through increase of capital and/or transfer of equity interest) to AK Subsidiary.

e) Consent letter of spouse

Parties:

The spouses of Suzhou Biomedical Shareholders

Terms:

An indefinite term upon execution and shall continue to be valid until the AK Suzhou Main Obligations are satisfied or discharged in full.

合約安排 (續)

奧凱(蘇州)合約安排(續)

奧凱(蘇州)合約安排之主要條款(續)

d) 股權質押協議

訂約方：

- (i) 奧凱附屬公司
- (ii) 蘇州生物技術股東
- (iii) 奧凱(蘇州)

年期：

自於有關中國工商行政機關登記股權質押協議項下之已抵押股權起生效，直至蘇州生物技術股東及奧凱(蘇州)之所有債權(包括但不限於奧凱(蘇州)主債權)均已經完全被滿足或被解除。已完成於有關中國工商行政機關登記股權質押協議項下之已抵押股權。

主體事項：

蘇州生物技術股東向奧凱附屬公司質押蘇州生物技術股東合法持有之全部奧凱(蘇州)股權(包括現有或未來註冊股本及其權利及利益，無論是透過增加股本及／或轉讓股權之方式)。

e) 配偶同意函

訂約方：

蘇州生物技術股東之配偶

年期：

於簽署後無限年期並將持續有效，直至奧凱(蘇州)主債權均已經完全被滿足或被解除。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

AK Suzhou Contractual Arrangements (Cont'd)

Major terms of the AK Suzhou Contractual Arrangements (Cont'd)

e) Consent letter of spouse (Cont'd)

Main Subject:

The spouses of Suzhou Biomedical Shareholders unconditionally agreed to the AK Suzhou Contractual Arrangements.

The spouses of Suzhou Biomedical Shareholders undertake and declare that the equity respectively owned by Suzhou Biomedical Shareholders in AK Suzhou contemplated on AK Suzhou Contractual Arrangements shall be Suzhou Biomedical Shareholders' personal property respectively; and further, the said spouses undertake that they shall not take any act that causes or will cause any conflict and/or impediment to the AK Suzhou Contractual Arrangements.

Reason for using the AK Suzhou Contractual Arrangements and the significance to the Group

As advised by the legal adviser of the Company, the principal business of AK Suzhou involves technology for human stem cell research & development and applications which is regarded as prohibited business for foreign entity under the PRC Law. As such, the Group cannot acquire the equity interest in AK Suzhou at that time. Having regard to such foreign investment restrictions, the AK Suzhou Contractual Arrangements were designed to provide AK Subsidiary and, thus the Group, with effective control over the financial and operational policies of AK Suzhou and (to the extent permitted by PRC laws and regulations) the right to acquire the equity interest in AK Suzhou.

合約安排 (續)

奧凱(蘇州)合約安排 (續)

奧凱(蘇州)合約安排之主要條款 (續)

e) 配偶同意函 (續)

主體事項：

蘇州生物技術股東之配偶無條件同意奧凱(蘇州)合約安排。

蘇州生物技術股東之配偶承諾及聲明，奧凱(蘇州)合約安排中涉及的蘇州生物技術股東各自持有於奧凱(蘇州)之股權分別為蘇州生物技術股東之個人財產；並進一步承諾不會採取任何導致或將導致與奧凱(蘇州)合約安排相衝突及／或阻礙之行為。

採用奧凱(蘇州)合約安排之理由及對本集團之重要性

據本公司法律顧問告知，奧凱(蘇州)的主要業務涉及人體幹細胞研發及應用技術，根據中國法律被視為外資企業受禁止類業務。因此，本集團當時無法收購奧凱(蘇州)之股權。經計及該等海外投資限制，設立奧凱(蘇州)合約安排之目的乃為奧凱附屬公司乃至本集團提供對奧凱(蘇州)財務及經營策略之有效控制及(於中國法律及法規准許之範圍內)收購奧凱(蘇州)股權之權利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

AK Suzhou Contractual Arrangements (Cont'd)

Revenue and assets subject to the AK Suzhou Contractual Arrangements

The revenue, net loss and total assets subject to the AK Suzhou Contractual Arrangements are set out as follows:

合約安排 (續)

奧凱(蘇州)合約安排(續)

奧凱(蘇州)合約安排之收益及資產

奧凱(蘇州)合約安排之收益、淨虧損及總資產載列如下：

		Year ended 31 December 2018	Period from 1 May 2017 to 31 December 2017
	截至 二零一八年 十二月三十一日 止年度 (HK\$'000) (千港元)		自二零一七年 五月一日至 二零一七年 十二月三十一日 的期間 (HK\$'000) (千港元)
Revenue	收益	3,244	736
Net loss	淨虧損	53,256	4,968
Total assets	總資產	28,590	76,964

For the year ended 31 December 2018, the revenue and net loss subject to AK Suzhou Contractual Arrangements amounted to approximately 4.45% and 4.15% of the revenue and net loss of the Group respectively. As at 31 December 2018, the total assets subject to AK Suzhou Contractual Arrangements amounted to approximately 2.01% of the total assets of the Group.

截至二零一八年十二月三十一日止年度，奧凱(蘇州)合約安排之收益及淨虧損分別佔本集團收益及淨虧損約4.45%及4.15%。於二零一八年十二月三十一日，奧凱(蘇州)合約安排之總資產佔本集團總資產約2.01%。

For the year ended 31 December 2017, the revenue and net loss subject to AK Suzhou Contractual Arrangements amounted to approximately 0.15% and 2.99% of the revenue and net loss of the Group respectively. As at 31 December 2017, the total assets subject to AK Suzhou Contractual Arrangements amounted to approximately 2.18% of the total assets of the Group.

截至二零一七年十二月三十一日止年度，奧凱(蘇州)合約安排之收益及淨虧損分別佔本集團收益及淨虧損約0.15%及2.99%。於二零一七年十二月三十一日，奧凱(蘇州)合約安排之總資產佔本集團總資產約2.18%。

Material changes

Save as disclosed in this report, there has not been any material changes in AK Suzhou Contractual Arrangements and/or the circumstances under which they were adopted.

重大變動

除本報告所披露者外，奧凱(蘇州)合約安排及／或採納該等合約安排的情況並無任何重大變動。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

AK Suzhou Contractual Arrangements (Cont'd)

Unwinding of AK Suzhou Contractual Arrangements

Up to the date of this report, there has not been any unwinding of any AK Suzhou Contractual Arrangements, nor has there been any failure to unwind any AK Suzhou Contractual Arrangements when the restrictions that led to the adoption of the AK Suzhou Contractual Arrangements are removed.

Tianjin Weikai Contractual Arrangements

Collectively, the exclusive business cooperation agreement, the exclusive option agreement, the equity pledge agreement, the power of attorney and the consent letter of spouse, entered into among (i) Tianjin Subsidiary (Tianjin Weisheng Biotechnology Consulting Limited, a company incorporated in the PRC with Royal Noble Development Limited as its sole shareholder (a company incorporated in Hong Kong with Passion Stream Limited as its sole shareholder, a company incorporated in the British Virgin Islands, being owned as to 70% and 30% by the CRMI Medical and Remed Tiger respectively)), (ii) Tianjin Weikai (天津衛凱生物工程有限公司 (Tianjin Weikai Bioeng Ltd.#), a company incorporated in the PRC to engage in the business of designs and manufacturing of pre-clinical cell and stem cell related equipment, especially in 3D cell culture bio-reactors and their related consumables, as well as providing CRO services i.e. contract research services which mainly include drug screening, drug efficacy, toxicity assays in the drug development services to local institutions and hospitals), the then (iii) registered shareholders of Tianjin Weikai and their spouses (if any).

Particulars and main business of the operating entity

At the date of this report, Tianjin Weikai is currently owned as to 30% by Mr. Cui Zhanyong and as to 70% by Mr. Dai Yumin (hereinafter collectively referred to as the "Tianjin Weikai Shareholders"). Tianjin Weikai is controlled by the Group through Tianjin Subsidiary by way of Tianjin Weikai Contractual Arrangements pursuant to which Tianjin Subsidiary controls Tianjin Weikai.

Tianjin Weikai engages in the business of design and manufacturing of pre-clinical cell and stem cell related equipment, especially in 3D cell culture bio-reactors and their related consumables as well as providing CRO services.

合約安排 (續)

奧凱 (蘇州) 合約安排 (續)

解除奧凱 (蘇州) 合約安排

截至本報告日期，並無任何奧凱 (蘇州) 合約安排被解除，亦無於導致採納奧凱 (蘇州) 合約安排的限制經移除後出現無法解除任何奧凱 (蘇州) 合約安排的情況。

天津衛凱合約安排

獨家業務合作協議、獨家購股權協議、股權質押協議、授權委託書及配偶同意函之統稱，由以下訂約方訂立：(i) 天津附屬公司 (天津衛盛生物技術諮詢服務有限公司，一間於中國註冊成立之公司，凱爵發展有限公司 (一間於香港註冊成立之公司，Passion Stream Limited (一間於英屬處女群島註冊成立之公司，由中國再生醫學生物技術及 Remed Tiger 分別擁有 70% 及 30% 權益) 為其唯一股東) 為其唯一股東)，(ii) 天津衛凱 (天津衛凱生物工程有限公司，一間於中國註冊成立之公司，從事設計和製造臨床前的細胞和幹細胞相關的設備業務，特別是在三維細胞灌培養物反應器及其相關的耗材，以及提供合同式技術研究服務，其中主要包括藥物篩選，藥物的療效，為當地機構和醫院的藥效提供毒性檢測服務)，(iii) 天津衛凱當時之登記股東及彼等之配偶 (如有)。

經營實體之詳情及主要業務

於本報告日期，天津衛凱現時由崔佔永先生及戴昱敏先生 (下文統稱「天津衛凱股東」) 分別擁有 30% 及 70% 權益。天津衛凱由本集團透過天津附屬公司以天津衛凱合約安排之方式控制，據此，天津附屬公司控制天津衛凱。

天津衛凱從事臨床前的細胞和幹細胞相關的設備之設計和製造 (特別是在三維細胞灌培養物反應器及其相關的耗材) 業務以及提供合同式技術研究服務。

for identification only

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Tianjin Weikai Contractual Arrangements (Cont'd)

Major terms of the Tianjin Weikai Contractual Arrangements

a) Irrevocable Power(s) of Attorney

Parties:

Tianjin Weikai Shareholders

Terms:

An indefinite term upon execution and shall continue to be valid until the contracts under Tianjin Weikai Contractual Arrangements including their respective supplemental agreements ("Tianjin Weikai Main Obligations") are satisfied or discharged in full.

Main Subject:

Tianjin Weikai Shareholders shall, among other things, irrevocably authorise any representative and its respective successors appointed by Tianjin Subsidiary to act on their behalf all matters in relation to its equity interests in Tianjin Weikai, including attending shareholders' meeting, signing minutes of shareholders' meeting and shareholders' resolutions, exercising their full shareholder's rights under the articles of association of Tianjin Weikai and applicable PRC laws and regulations, including but not limited to shareholders' voting right, appointment of the legal representative, director, supervisor and senior management of Tianjin Weikai, filing documents with the relevant governmental authorities or regulatory bodies, acquisition and disposition of the shareholdings of Tianjin Weikai held by Tianjin Weikai Shareholders or making decision on the liquidation of Tianjin Weikai and the formulation of the profit sharing plans of Tianjin Weikai, provided that the exercise of the power(s) of attorney shall not cause to breach the Tianjin Weikai Contractual Arrangements.

合約安排 (續)

天津衛凱合約安排 (續)

天津衛凱合約安排之主要條款

a) 不可撤回授權委託書

訂約方：

天津衛凱股東

年期：

於簽署後無限年期並將持續有效，直至天津衛凱合約安排（包括其各份補充協議）（「天津衛凱主債權」）項下之合約均已獲全面達成或解除。

主體事項：

天津衛凱股東將（其中包括）不可撤回授權天津附屬公司委任之任何代表及其各自之繼任者代為處理有關其於天津衛凱之股權之所有事宜，包括出席股東大會、簽署股東大會之大會記錄及股東決議案、根據天津衛凱之組織章程及適用中國法律及法規悉數行使其股東權利（包括但不限於股東之投票權）、委任天津衛凱之法定代表人、董事、監事及高級管理人員、向相關政府機關或監管機構登記備案、收購及處置天津衛凱股東持有天津衛凱的股權或者就天津衛凱的清盤事宜作出決定以及制定天津衛凱利潤分配方案等，惟行使授權委託書中規定之權利不得違反天津衛凱合約安排。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Tianjin Weikai Contractual Arrangements (Cont'd)

Major terms of the Tianjin Weikai Contractual Arrangements (Cont'd)

b) Exclusive business cooperation agreement

Parties:

- (i) Tianjin Subsidiary
- (ii) Tianjin Weikai

Terms:

10 years commencing from 17 April 2015. The exclusive business cooperation agreement will be automatically extended for another 10 years if Tianjin Subsidiary has no intention to terminate upon its expiry. The said automatic 10- year extension will continue until Tianjin Subsidiary gives confirmation regarding the termination of the term.

Main Subject:

Tianjin Weikai should appoint Tianjin Subsidiary as service provider for its business operations, including but not limited to, technical R&D, technical support, technical consultation, technical training and other management and corporate consultation services.

c) Exclusive option agreements

Parties:

- (i) Tianjin Subsidiary
- (ii) Tianjin Weikai Shareholders
- (iii) Tianjin Weikai

Terms:

10 years commencing from the date of the respective exclusive option agreements. The exclusive option agreement will be automatically extended for another 10 years if Tianjin Subsidiary has no intention to terminate upon its expiry. The said automatic 10-year extension will continue until Tianjin Subsidiary gives confirmation regarding the termination of the term.

合約安排 (續)

天津衛凱合約安排 (續)

天津衛凱合約安排之主要條款 (續)

b) 獨家業務合作協議

訂約方：

- (i) 天津附屬公司
- (ii) 天津衛凱

年期：

由二零一五年四月十七日起為期10年。期滿後假若天津附屬公司沒有終止的意向表示，則獨家業務合作協議將自動延期10年。此自動延期10年將持續進行，直至天津附屬公司作出終止年期確認。

主體事項：

天津衛凱將委聘天津附屬公司為其業務營運之服務提供商，包括但不限於技術研發、技術支援、技術諮詢、技術培訓及其他相關管理及企業諮詢服務。

c) 獨家購股權協議

訂約方：

- (i) 天津附屬公司
- (ii) 天津衛凱股東
- (iii) 天津衛凱

年期：

由各獨家購股權協議日期起為期10年。期滿後假若天津附屬公司沒有終止的意向表示，則獨家購股權協議將自動延期10年。此自動延期10年將持續進行，直至天津附屬公司作出終止年期確認。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Tianjin Weikai Contractual Arrangements (Cont'd)

Major terms of the Tianjin Weikai Contractual Arrangements (Cont'd)

c) Exclusive option agreements (Cont'd)

Main Subject:

Tianjin Weikai Shareholders and Tianjin Weikai shall irrevocably agree, to the extent permitted under the laws of the PRC, to transfer to Tianjin Subsidiary or any person(s) designated by Tianjin Subsidiary at any time and from time to time, all or part of its equity interests in Tianjin Weikai, or all or part of the assets of Tianjin Weikai.

Tianjin Subsidiary may exercise its rights under the paragraph above at any time and in any manner at its sole discretion as permitted under the laws of the PRC. The exercise price of each of the rights under the paragraph above shall be the lowest price permitted under the laws of the PRC, subject to any other price as required by the PRC government authorities. Upon Tianjin Weikai and/or Tianjin Weikai Shareholders receive(s) the said consideration, they unconditionally transfer the said consideration to Tianjin Subsidiary or any person(s) designated by Tianjin Subsidiary.

Tianjin Weikai Shareholders and Tianjin Weikai jointly and/or severally undertake that, among other things, without having obtained the written consent from Tianjin Subsidiary, they will not (i) amend the articles of association of Tianjin Weikai; (ii) increase or decrease the registered capital of Tianjin Weikai; (iii) dispose of, transfer, mortgage, create any security interest or third party rights in its equity interests in Tianjin Weikai; (iv) appoint any director(s) or executive director(s) of Tianjin Weikai; (v) pay dividends in any manners. Tianjin Weikai Shareholders further undertake that, without having obtained the written consent from Tianjin Subsidiary, they and their respective related persons will not engage in any business which is in competition with the businesses of Tianjin Weikai.

合約安排 (續)

天津衛凱合約安排 (續)

天津衛凱合約安排之主要條款 (續)

c) 獨家購股權協議 (續)

主體事項：

天津衛凱股東及天津衛凱不可撤回同意，於中國法律准許之範圍內，隨時及不時向天津附屬公司或天津附屬公司指定之任何人士轉讓其於天津衛凱之全部或部份股權或天津衛凱之全部或部份資產。

在中國法律准許之情況下，天津附屬公司可全權酌情於任何時間及以任何方式行使上段所述權利。上段所述各項權利之行使價格將為中國法律准許之最低價格，惟須受中國政府機關所規定之任何其他價格規限。於天津衛凱及／或天津衛凱股東收到上述代價後，彼等將無條件轉讓上述代價予天津附屬公司或其指定之任何人士。

天津衛凱股東及天津衛凱共同及／或個別承諾，(其中包括)如未獲天津附屬公司書面同意，彼等將不會(i)修訂天津衛凱之組織章程細則；(ii)增加或減少天津衛凱之註冊資本；(iii)將其於天津衛凱之股權出售、轉讓、抵押、設置任何擔保權益或第三方權利；(iv)委任天津衛凱之任何董事或執行董事；(v)以任何方式派付股息。天津衛凱股東進一步承諾，如未獲天津附屬公司書面同意，彼等及彼等各自之關連人士將不會從事任何與天津衛凱業務構成競爭之業務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Tianjin Weikai Contractual Arrangements (Cont'd)

Major terms of the Tianjin Weikai Contractual Arrangements (Cont'd)

d) Equity pledge agreement

Parties:

- (i) Tianjin Subsidiary
- (ii) Tianjin Weikai Shareholders
- (iii) Tianjin Weikai

Terms:

Effective from the registration of the pledged equity interests under the equity pledge agreement at the relevant PRC administration for industry and commerce until all the obligations of Tianjin Weikai Shareholders and Tianjin Weikai (including but not limited to Tianjin Weikai Main Obligations) are satisfied or discharged in full. The registration of the pledged equity interests under the equity pledge agreement at the relevant PRC administration for industry and commerce has been completed.

Main Subject:

Tianjin Weikai Shareholders pledged all equity interests in Tianjin Weikai held by Tianjin Weikai Shareholders (including present or future registered capital and their rights and benefits, whether through increase of capital and/or transfer of equity interest) to Tianjin Subsidiary.

e) Consent letter of spouse

Parties:

The spouses of Tianjin Weikai Shareholders

Terms:

An indefinite term upon execution and shall continue to be valid until the Tianjin Weikai Main Obligations are satisfied or discharged in full.

合約安排 (續)

天津衛凱合約安排 (續)

天津衛凱合約安排之主要條款 (續)

d) 股權質押協議

訂約方：

- (i) 天津附屬公司
- (ii) 天津衛凱股東
- (iii) 天津衛凱

年期：

自於有關中國工商行政機關登記股權質押協議項下之已抵押股權起生效，直至天津衛凱股東及天津衛凱之所有債權（包括但不限於天津衛凱主債權）均已經完全被滿足或被解除。於有關中國工商行政機關登記股權質押協議項下之已抵押股權已完成。

主體事項：

天津衛凱股東向天津附屬公司質押天津衛凱股東持有之全部天津衛凱股權（包括現有或未來註冊股本及其權利及利益，無論是透過增加股本及／或轉讓股權之方式）。

e) 配偶同意函

訂約方：

天津衛凱股東之配偶

年期：

於簽署後無限年期並將持續有效，直至天津衛凱主債權均已經完全被滿足或被解除。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Tianjin Weikai Contractual Arrangements (Cont'd)

Major terms of the Tianjin Weikai Contractual Arrangements (Cont'd)

e) Consent letter of spouse (Cont'd)

Main Subject:

The spouses of Tianjin Weikai Shareholders shall unconditionally agree to the Tianjin Weikai Contractual Arrangements.

The spouses of Tianjin Weikai Shareholders undertake and declare that the equity respectively owned by Tianjin Weikai Shareholders in Tianjin Weikai contemplated on the Tianjin Weikai Contractual Arrangements shall be Tianjin Weikai Shareholders' personal property respectively; and further, the said spouses undertake that they shall not take any act that causes or will cause any conflict and/or impediment to the Tianjin Weikai Contractual Arrangements.

Reason for using the Tianjin Weikai Contractual Arrangements and the significance to the Group

As advised by the legal adviser of the Company, the principal business of AK Suzhou which involves technology for human stem cell research & development and applications is regarded as prohibited business for foreign entity under the PRC Law. As such, the Group cannot acquire the equity interest in Tianjin Weikai at that time. Having regard to such foreign investment restrictions, the Tianjin Weikai Contractual Arrangements were designed to provide Tianjin Subsidiary and, thus the Group, with effective control over the financial and operational policies of Tianjin Weikai and (to the extent permitted by PRC laws and regulations) the right to acquire the equity interest in Tianjin Weikai.

合約安排 (續)

天津衛凱合約安排 (續)

天津衛凱合約安排之主要條款 (續)

e) 配偶同意函 (續)

主體事項：

天津衛凱股東之配偶無條件同意天津衛凱合約安排。

天津衛凱股東之配偶承諾及聲明，天津衛凱合約安排中涉及的天津衛凱股東各自持有於天津衛凱之股權分別為天津衛凱股東之個人財產；並且其不會採取任何與天津衛凱合約安排相衝突及／或阻礙之行為。

採用天津衛凱合約安排之理由及對本集團之重要性

據本公司法律顧問告知，奧凱（蘇州）的主要業務涉及人體幹細胞研發及應用技術，根據中國法律被視為外資企業受禁止類業務。因此，本集團當時無法收購天津衛凱之股權。經計及該等海外投資限制，設立天津衛凱合約安排之目的乃為天津附屬公司乃至本集團提供對天津衛凱財務及經營策略之有效控制及（於中國法律及法規准許之範圍內）收購天津衛凱股權之權利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Tianjin Weikai Contractual Arrangements (Cont'd)

Revenue and assets subject to the Tianjin Weikai Contractual Arrangements

The revenue, net loss and total assets subject to the Tianjin Weikai Contractual Arrangements are set out as follows:

合約安排 (續)

天津衛凱合約安排 (續)

受天津衛凱合約安排規限之收益及資產

天津衛凱合約安排之收益、淨虧損及總資產載列如下：

		Year ended 31 December 2018 截至 二零一八年 十二月三十一日 止年度 (HK\$'000) (千港元)	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日至 二零一七年 十二月三十一日 的期間 (HK\$'000) (千港元)
Revenue	收益	1,643	742
Net loss	淨虧損	107,385	7,317
Total assets	總資產	10,665	101,990

For the year ended 31 December 2018, the revenue and net loss subject to Tianjin Weikai Contractual Arrangements amounted to approximately 2.25% and 8.36% of the revenue and net loss of the Group respectively. As at 31 December 2018, the total assets subject to Tianjin Weikai Contractual Arrangements amounted to approximately 0.75% of the total assets of the Group.

截至二零一八年十二月三十一日止年度，天津衛凱合約安排之收益及淨虧損分別佔本集團收益及淨虧損之約2.25%及8.36%。於二零一八年十二月三十一日，天津衛凱合約安排之總資產佔本集團總資產約0.75%。

For the year ended 31 December 2017, the revenue and net loss subject to Tianjin Weikai Contractual Arrangements amounted to approximately 0.15% and 4.40% of the revenue and net loss of the Group respectively. As at 31 December 2017, the total assets subject to Tianjin Weikai Contractual Arrangements amounted to approximately 2.89% of the total assets of the Group.

截至二零一七年十二月三十一日止年度，天津衛凱合約安排之收益及淨虧損分別佔本集團收益及淨虧損之約0.15%及4.40%。於二零一七年十二月三十一日，天津衛凱合約安排之總資產佔本集團總資產約2.89%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Tianjin Weikai Contractual Arrangements (Cont'd)

Material changes

Save as disclosed in this report, there has not been any material changes in Tianjin Weikai Contractual Arrangements and/or the circumstances under which they were adopted.

Unwinding of Tianjin Weikai Contractual Arrangements

Up to the date of this report, there has not been any unwinding of any Tianjin Weikai Contractual Arrangements, nor has there been any failure to unwind any Tianjin Weikai Contractual Arrangements when the restrictions that led to the adoption of the Tianjin Weikai Contractual Arrangements are removed.

Risks associated with the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements and actions taken by the Company to mitigate the risks

The Group does not have any direct equity ownership in AK Suzhou and/or Tianjin Weikai and has relied on the AK Suzhou Contractual Arrangements and/or Tianjin Weikai Contractual Arrangements, as the case may be, to control, operate, and be entitled to the economic benefits and risks arising from the respective businesses of AK Suzhou and/or Tianjin Weikai in the PRC. However, there are risks involved with the operations of AK Subsidiary and/or Tianjin Subsidiary under the AK Suzhou Contractual Arrangements and/or Tianjin Weikai Contractual Arrangements, as the case may be.

合約安排 (續)

天津衛凱合約安排 (續)

重大變動

除於本報告披露者外，天津衛凱合約安排及／或採納該等合約安排的情況並無任何重大變動。

解除天津衛凱合約安排

截至本報告日期，並無任何天津衛凱合約安排被解除，亦無於導致採納天津衛凱合約安排的限制經移除後出現無法解除任何天津衛凱合約安排的情況。

與奧凱(蘇州)合約安排及天津衛凱合約安排有關之風險及本公司採取之降低風險之措施

本集團並無於奧凱(蘇州)及／或天津衛凱擁有任何直接所有權權益，並已倚賴奧凱(蘇州)合約安排及／或天津衛凱合約安排(視情況而定)於中國控制、運營奧凱(蘇州)及／或天津衛凱各自之業務，並有權享有或承擔其經濟利益及風險。然而，奧凱(蘇州)合約安排及／或天津衛凱合約安排(視情況而定)項下存有涉及奧凱附屬公司及／或天津附屬公司經營業務之風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Risks associated with the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

- (i) ***There is no assurance that the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements do not comply with applicable regulations***

Current PRC laws and regulations prohibit foreign ownership of companies engage in the businesses concerning technology for research & development and applications of human stem cells, gene diagnose and therapy. The businesses of AK Suzhou and Tianjin Weikai are regarded as design and manufacturing of pre-clinical cell and stem cell related equipment which involves in technology for human stem cell research & development and applications, in addition to providing contract research services. The Company is a company incorporated under the laws of the Cayman Islands. AK Subsidiary and Tianjin Subsidiary may not engage in the businesses concerning technology for human stem cell research & development and applications in the PRC under current PRC laws. As a result, the Group will have to conduct the business of AK Suzhou and Tianjin Weikai in the PRC through the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements respectively.

Despite the fact that there is no indication that the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements will be interfered or objected by any PRC regulatory authorities, to the best knowledge of the Directors, there is a possibility that the Ministry of Commerce and other competent authorities may have different opinions on the interpretation of the relevant regulations and would not agree that the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements comply with the current PRC laws, regulations or rules or those that may be adopted in future, and the authorities may deny the validity, effectiveness and enforceability of the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements.

If the authorities may deny the validity, effectiveness and enforceability of any of the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements, it could have a material adverse impact on the Group's businesses, financial condition and results of operations.

合約安排 (續)

與奧凱(蘇州)合約安排及天津衛凱合約安排有關之風險及本公司採取之降低風險之措施 (續)

- (i) **概不能保證奧凱(蘇州)合約安排及天津衛凱合約安排能夠遵守未來中國監管規定之變動及中國政府可能釐定奧凱(蘇州)合約安排及天津衛凱合約安排並無遵守適用法規**

現行中國法律及法規禁止外資公司從事有關人體幹細胞研發及應用、基因診斷及治療技術之業務。除提供合同式研究服務外，奧凱(蘇州)及天津衛凱之業務為設計及生產臨床前細胞及幹細胞相關設備，其中涉及人體幹細胞研發及應用技術。本公司為一間根據開曼群島法律註冊成立之公司。根據現行中國法律，奧凱附屬公司及天津附屬公司不可於中國從事有關人體幹細胞研發及應用技術之業務。因此，本集團將須分別透過奧凱(蘇州)合約安排及天津衛凱合約安排於中國進行奧凱(蘇州)及天津衛凱之業務。

儘管並無跡象顯示奧凱(蘇州)合約安排及天津衛凱合約安排將遭任何中國監管機構干預或反對，惟就董事所深知，商務部及其他主管機構可能對相關法規之詮釋持有異議，並將認為奧凱(蘇州)合約安排及天津衛凱合約安排不符合現行或未來可能採納之中國法律、法規或規則，而該等機構可能否認奧凱(蘇州)合約安排及天津衛凱合約安排之有效性、效力及可強制執行性。

倘該等機構否認任何奧凱(蘇州)合約安排及天津衛凱合約安排之有效性、效力及可強制執行性，其可能對本集團之業務、財務狀況及經營業績產生重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Risks associated with the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

- (ii) ***The AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements may not be as effective in providing control over and entitlement to the economic interests in the Project Company ("either AK Suzhou or Tianjin Weikai or both as the case may be") as direct ownership***

The AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements may not be as effective in providing the Group with control over and entitlement to the economic interests in the Project Company as direct ownership. If AK Subsidiary had direct ownership of AK Suzhou, AK Subsidiary would be able to directly exercise its rights as a shareholder to effect changes in the board of directors of AK Suzhou. However, under the AK Suzhou Contractual Arrangements, AK Subsidiary can only look to and rely on AK Suzhou and the Suzhou Biomedical Shareholders to perform their contractual obligations under the AK Suzhou Contractual Arrangements such that AK Subsidiary can exercise effective control over AK Suzhou. The Suzhou Biomedical Shareholders may not act in the best interests of AK Suzhou or may not perform its/their obligations under the AK Suzhou Contractual Arrangements, and in that case, AK Subsidiary may replace the Suzhou Biomedical Shareholders by its other nominees pursuant to the AK Suzhou Contractual Arrangements. However, if any dispute relating to the AK Suzhou Contractual Arrangements remains unresolved, AK Subsidiary will have to enforce its rights under the AK Suzhou Contractual Arrangements and seek to interpret the terms of the AK Suzhou Contractual Arrangements in accordance with the PRC laws and will be subject to uncertainties in the PRC legal system.

合約安排 (續)

與奧凱(蘇州)合約安排及天津衛凱合約安排有關之風險及本公司採取之降低風險之措施 (續)

- (ii) **奧凱(蘇州)合約安排及天津衛凱合約安排於控制項目公司(「指奧凱(蘇州)或天津衛凱，或兩者(視情況而定)」)及享有其經濟利益方面可能不如直接擁有權有效**

奧凱(蘇州)合約安排及天津衛凱合約安排於向本集團提供對項目公司之控制權及令其享有項目公司之經濟利益方面可能不如直接擁有權有效。倘奧凱附屬公司直接擁有奧凱(蘇州)，奧凱附屬公司將可直接行使作為股東之權利變更奧凱(蘇州)之董事會。然而，根據奧凱(蘇州)合約安排，奧凱附屬公司僅可指望及依賴奧凱(蘇州)與蘇州生物技術股東履行其於奧凱(蘇州)合約安排項下之合約義務，從而使奧凱附屬公司可行使對奧凱(蘇州)之實際控制權。蘇州生物技術股東可能不會以奧凱(蘇州)之最佳利益行事，或可能不履行彼等於奧凱(蘇州)合約安排項下之義務，在此情況下，奧凱附屬公司可根據奧凱(蘇州)合約安排安排其他代名人取代蘇州生物技術股東。然而，倘有關奧凱(蘇州)合約安排之任何爭議未獲解決，奧凱附屬公司將強制行使其於奧凱(蘇州)合約安排項下之權利及尋求根據中國法律詮釋奧凱(蘇州)合約安排之條款並將面臨中國法律制度中之不明朗因素。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Risks associated with the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

- (ii) ***The AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements may not be as effective in providing control over and entitlement to the economic interests in the Project Company ("either AK Suzhou or Tianjin Weikai or both as the case may be") as direct ownership (Cont'd)***

It will be the same situation for the Tianjin Weikai Contractual Arrangements. If Tianjin Subsidiary had direct ownership of Tianjin Weikai, Tianjin Subsidiary would be able to directly exercise its rights as a shareholder to effect changes in the board of directors of Tianjin Weikai. However, under the Tianjin Weikai Contractual Arrangements, Tianjin Subsidiary can only look to and rely on Tianjin Weikai and the Tianjin Weikai Shareholders to perform their contractual obligations under the Tianjin Weikai Contractual Arrangements such that Tianjin Subsidiary can exercise effective control over Tianjin Weikai. The Tianjin Weikai Shareholders may not act in the best interests of Tianjin Weikai or may not perform its/their obligations under the Tianjin Weikai Contractual Arrangements, and in that case, Tianjin Subsidiary may replace the Tianjin Weikai Shareholders by its other nominees pursuant to the Tianjin Weikai Contractual Arrangements. However, if any dispute relating to the Tianjin Weikai Contractual Arrangements remains unresolved, Tianjin Subsidiary will have to enforce its rights under the Tianjin Weikai Contractual Arrangements and seek to interpret the terms of the Tianjin Weikai Contractual Arrangements in accordance with the PRC laws and will be subject to uncertainties in the PRC legal system.

The AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements are governed by the PRC laws. When a dispute arises under any of the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements, the relevant parties thereto shall settle the dispute through negotiation in an amicable manner. In case the dispute is not resolved, the parties to the dispute may have to rely on legal remedies under the PRC laws. The AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements provided that dispute will be submitted to the China International Economic and Trade Arbitration Commission for arbitration to be conducted in Beijing. The decision of such arbitration is final and binding on the parties to the dispute.

合約安排 (續)

與奧凱(蘇州)合約安排及天津衛凱合約安排有關之風險及本公司採取之降低風險之措施 (續)

- (ii) **奧凱(蘇州)合約安排及天津衛凱合約安排於控制項目公司(「指奧凱(蘇州)或天津衛凱，或兩者(視情況而定)」)及享有其經濟利益方面可能不如直接擁有權有效 (續)**

此情況同樣適用於天津衛凱合約安排。倘天津附屬公司直接擁有天津衛凱，天津附屬公司將可直接行使作為股東之權利變更天津衛凱之董事會。然而，根據天津衛凱合約安排，天津附屬公司僅可指望及依賴天津衛凱與天津衛凱股東履行其於天津衛凱合約安排項下之合約義務，從而使天津附屬公司可行使對天津衛凱之實際控制權。天津衛凱股東可能不會以天津衛凱之最佳利益行事，或可能不履行彼等於天津衛凱合約安排項下之義務，在此情況下，天津附屬公司可根據天津衛凱合約安排安排其他代名人取代天津衛凱股東。然而，倘有關天津衛凱合約安排之任何爭議未獲解決，天津附屬公司將強制行使其於天津衛凱合約安排項下之權利及尋求根據中國法律詮釋天津衛凱合約安排之條款並將面臨中國法律制度中之不明朗因素。

奧凱(蘇州)合約安排及天津衛凱合約安排受中國法律規管。倘任何一份奧凱(蘇州)合約安排及天津衛凱合約安排出現爭議，其有關訂約方將透過磋商以友好方式解決爭議。倘未能解決爭議，則爭議方可能須依賴中國法律項下之法律補救措施。奧凱(蘇州)合約安排及天津衛凱合約安排規定，爭議將提交至中國國際經濟貿易仲裁委員會並於北京進行仲裁。有關仲裁裁決為最終定論且對有關爭議方均具有約束力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Risks associated with the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

- (ii) ***The AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements may not be as effective in providing control over and entitlement to the economic interests in the Project Company ("either AK Suzhou or Tianjin Weikai or both as the case may be") as direct ownership (Cont'd)***

Since the legal environment in the PRC is different from that in Hong Kong and other jurisdictions, the uncertainties in the PRC legal system could limit the ability of the Group to enforce the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements. There is no assurance that such arbitration result will be in favour of the Group and/or that there will not be any difficulties in enforcing any arbitral awards granted, including specific performance or injunctive relief and claiming damages by the Group. As the Group may not be able to obtain sufficient remedies in a timely manner, its ability to exert effective control over AK Suzhou and/or Tianjin Weikai and the conduct of the businesses concerning technology for human stem cell research & development and applications could be materially and adversely affected, and may disrupt the business of the Group and have a material adverse impact on Group's business, prospects and results of operation.

- (iii) ***Potential conflicts of interest among the respective shareholders and the Project Company may exist***

- (a) *Potential conflicts of interest among AK Subsidiary, AK Suzhou, the Suzhou Biomedical Shareholders may exist*

AK Subsidiary shall rely on the AK Suzhou Contractual Arrangements to exercise control over and to draw the economic benefits from AK Suzhou. AK Subsidiary may not be able to provide sufficient incentives to the Suzhou Biomedical Shareholders for the purpose of encouraging them to act in the best interests of AK Subsidiary, other than stipulating the relevant obligations in the AK Suzhou Contractual Arrangements. The Suzhou Biomedical Shareholders may breach the AK Suzhou Contractual Arrangements in the event of conflicts of interest or deterioration of its/their relationship with AK Subsidiary, the results of which may have a material adverse impact on AK Subsidiary's business, prospects and results of operation.

合約安排 (續)

與奧凱(蘇州)合約安排及天津衛凱合約安排有關之風險及本公司採取之降低風險之措施 (續)

- (ii) **奧凱(蘇州)合約安排及天津衛凱合約安排於控制項目公司(「指奧凱(蘇州)或天津衛凱，或兩者(視情況而定)」)及享有其經濟利益方面可能不如直接擁有權有效 (續)**

由於中國法律環境有別於香港及其他司法權區，故中國法律制度中之不明朗因素將可能限制本集團強制執行奧凱(蘇州)合約安排及天津衛凱合約安排之能力。概不保證有關仲裁結果將有利於本集團及／或強制執行所授出之任何仲裁裁決不會遭遇任何困難，包括執行授予本集團之具體履行或禁制令救濟及由本集團提出賠償。由於本集團可能無法及時取得足夠補救措施，故其對奧凱(蘇州)及／或天津衛凱行使實際控制權之能力及進行人體幹細胞技術研發及應用業務可能受重大不利影響，並可能中斷本集團之業務及對本集團之業務、前景及經營業績產生重大不利影響。

- (iii) **有關股東及項目公司之間可能存在潛在利益衝突**

- (a) **奧凱附屬公司、奧凱(蘇州)及蘇州生物技術股東之間可能存在潛在利益衝突**

奧凱附屬公司將倚賴奧凱(蘇州)合約安排對奧凱(蘇州)行使控制權及自其抽取經濟利益。除於奧凱(蘇州)合約安排中訂明有關義務外，奧凱附屬公司可能無法就鼓勵蘇州生物技術股東以奧凱附屬公司之最佳利益行事而向蘇州生物技術股東提供足夠激勵。蘇州生物技術股東可能於出現利益衝突事件或其與奧凱附屬公司之關係惡化時違反奧凱(蘇州)合約安排，其結果可能對奧凱附屬公司之業務、前景及經營業績產生重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Risks associated with the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

(iii) Potential conflicts of interest among the respective shareholders and the Project Company may exist (Cont'd)

- (a) *Potential conflicts of interest among AK Subsidiary, AK Suzhou, the Suzhou Biomedical Shareholders may exist (Cont'd)*

It is not assured that if conflicts arise, the Suzhou Biomedical Shareholders will act in the best interests of AK Subsidiary or that the conflicts will be resolved in favour of AK Subsidiary. If any of the Suzhou Biomedical Shareholders fails to perform its obligations under the respective AK Suzhou Contractual Arrangements, AK Subsidiary may have to rely on legal remedies under the PRC laws through legal proceedings, which may be expensive, time-consuming and disruptive to AK Subsidiary's operations and will be subject to uncertainties as stated above.

- (b) *Potential conflicts of interest among Tianjin Subsidiary, Tianjin Weikai, the Tianjin Weikai Shareholders may exist*

Tianjin Subsidiary shall rely on the Tianjin Weikai Contractual Arrangements to exercise control over and to draw the economic benefits from Tianjin Weikai. Tianjin Subsidiary may not be able to provide sufficient incentives to the Tianjin Weikai Shareholders for the purpose of encouraging them to act in the best interests of Tianjin Subsidiary, other than stipulating the relevant obligations in the Tianjin Weikai Contractual Arrangements. The Tianjin Weikai Shareholders may breach the Tianjin Weikai Contractual Arrangements in the event of conflicts of interest or deterioration of its/their relationship with Tianjin Subsidiary, the results of which may have a material adverse impact on Tianjin Subsidiary's business, prospects and results of operation.

It is not assured that if conflicts arise, the Tianjin Weikai Shareholders will act in the best interests of Tianjin Subsidiary or that the conflicts will be resolved in favour of Tianjin Subsidiary. If any of the Tianjin Weikai Shareholders fails to perform its obligations under the respective Tianjin Weikai Contractual Arrangements, Tianjin Subsidiary may have to rely on legal remedies under the PRC laws through legal proceedings, which may be expensive, time-consuming and disruptive to Tianjin Subsidiary's operations and will be subject to uncertainties as stated above.

合約安排 (續)

與奧凱(蘇州)合約安排及天津衛凱合約安排有關之風險及本公司採取之降低風險之措施 (續)

(iii) 有關股東及項目公司之間可能存在潛在利益衝突 (續)

- (a) *奧凱附屬公司、奧凱(蘇州)及蘇州生物技術股東之間可能存在潛在利益衝突 (續)*

概不保證當發生衝突時，蘇州生物技術股東將以奧凱附屬公司之最佳利益行事或衝突將以對奧凱附屬公司有利之方式解決。倘任何蘇州生物技術股東未能履行其於各份奧凱(蘇州)合約安排項下之責任，奧凱附屬公司可能須透過法律訴訟依賴中國法律下之法律補救，此舉可能昂貴、耗時及中斷奧凱附屬公司之營運，且可能面臨上文所述之不明朗因素。

- (b) *天津附屬公司、天津衛凱及天津衛凱股東之間可能存在潛在利益衝突*

天津附屬公司將倚賴天津衛凱合約安排對天津衛凱行使控制權及自其抽取經濟利益。除於天津衛凱合約安排中訂明有關義務外，天津附屬公司可能無法就鼓勵天津衛凱股東以天津附屬公司之最佳利益行事而向天津衛凱股東提供足夠激勵。天津衛凱股東可能於出現利益衝突或其與天津附屬公司之關係惡化時違反天津衛凱合約安排，其結果可能對天津附屬公司之業務、前景及經營業績產生重大不利影響。

概不保證當發生衝突時，天津衛凱股東將以天津附屬公司之最佳利益行事或衝突將以對天津附屬公司有利之方式解決。倘任何天津衛凱股東未能履行其於各份天津衛凱合約安排項下之責任，天津附屬公司可能須透過法律訴訟依賴中國法律下之法律補救，此舉可能昂貴、耗時及中斷天津附屬公司之營運，且可能面臨上文所述之不明朗因素。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Risks associated with the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

(iv) The AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements may be subject to scrutiny of the PRC tax authorities and additional tax may be imposed

The AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements may be subject to scrutiny of the PRC tax authorities and additional tax may be imposed on the Tianjin Subsidiary and/or AK Subsidiary, as the case may be. Tianjin Subsidiary and/or AK Subsidiary, as the case may be, may face adverse tax consequences if the PRC tax authorities determine that the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements were not entered into based on arm's length negotiations. If the PRC tax authorities determine that the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements were not entered into on an arm's length basis, they may adjust the income and expenses of Tianjin Subsidiary and/or AK Subsidiary, as the case may be, for the PRC tax purposes, which could result in higher tax liabilities on Tianjin Subsidiary and/or AK Subsidiary, as the case may be.

The operation results of the Tianjin Subsidiary and/or AK Subsidiary, as the case may be, may be materially and adversely affected if the tax liabilities of AK Subsidiary, Tianjin Subsidiary, Tianjin Weikai or AK Suzhou increase significantly or if they are required to pay interest on late payments.

合約安排 (續)

與奧凱(蘇州)合約安排及天津衛凱合約安排有關之風險及本公司採取之降低風險之措施 (續)

(iv) 奧凱(蘇州)合約安排及天津衛凱合約安排可能會受中國稅務機關審查並徵收額外稅項

奧凱(蘇州)合約安排及天津衛凱合約安排可能會受中國稅務機關審查，而天津附屬公司及／或奧凱附屬公司(視情況而定)可能被徵收額外稅項。倘中國稅務機關釐定奧凱(蘇州)合約安排及天津衛凱合約安排並非根據公平磋商訂立，則天津附屬公司及／或奧凱附屬公司(視情況而定)可能面臨不利稅務後果。倘中國稅務機關釐定奧凱(蘇州)合約安排及天津衛凱合約安排並非按公平基準訂立，其可能就中國稅務目的調整天津附屬公司及／或奧凱附屬公司(視情況而定)之收入與開支，此舉可導致天津附屬公司及／或奧凱附屬公司(視情況而定)承擔更高之稅務負債。

倘奧凱附屬公司、天津附屬公司、天津衛凱或奧凱(蘇州)之稅務負債大幅增加或倘彼等須就逾期付款而支付利息，天津附屬公司及／或奧凱附屬公司(視情況而定)之經營業績則可能受重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Risks associated with the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

(v) Ability to acquire the entire equity interests in or assets of the Project Company

- (a) *AK Subsidiary's ability to acquire the entire equity interests in or assets of AK Suzhou may be subject to various limitations and substantial costs*

In case AK Subsidiary exercises its options to acquire all or part of the equity interests and/or assets of AK Suzhou under the relevant exclusive option agreement, the acquisition of the entire equity interests in or the assets of AK Suzhou may only be conducted to the extent as permitted by the applicable PRC laws and will be subject to necessary approvals and relevant procedures under applicable PRC laws. In addition, the abovementioned acquisitions may be subject to a minimum price limitation (such as an appraised value for the entire equity interests in or all assets of AK Suzhou) or other limitations as imposed by applicable PRC laws. Further, a substantial amount of other costs (if any), expenses and time may be involved in transferring the ownership of AK Suzhou, which may have a material adverse impact on AK Subsidiary's businesses, prospects and results of operation.

合約安排 (續)

與奧凱(蘇州)合約安排及天津衛凱合約安排有關之風險及本公司採取之降低風險之措施 (續)

(v) 收購項目公司全部股權或資產之能力

- (a) **奧凱附屬公司收購奧凱(蘇州)之全部股權或資產之能力可能面臨多項限制及大量成本**

倘奧凱附屬公司根據相關獨家購股權協議行使其購股權以收購奧凱(蘇州)之全部或部份股權及／或資產，收購奧凱(蘇州)之全部股權或資產僅可於適用中國法律准許之情況下進行，並須受適用中國法律項下之必要批准及相關程序所規限。此外，上述收購可能須受適用中國法律施加之最低價格限制(例如奧凱(蘇州)之全部股權或所有資產之評估價值)或其他限制所規限。另外，轉讓奧凱(蘇州)之擁有權可能涉及大量其他成本(如有)、費用及時間，其可能對奧凱附屬公司之業務、前景及經營業績造成重大不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTRACTUAL ARRANGEMENTS (CONT'D)

Risks associated with the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements and actions taken by the Company to mitigate the risks (Cont'd)

(v) Ability to acquire the entire equity interests in or assets of the Project Company (Cont'd)

- (b) *Tianjin Subsidiary's ability to acquire the entire equity interests in or assets of Tianjin Weikai may be subject to various limitations and substantial costs*

In case Tianjin Subsidiary exercises its options to acquire all or part of the equity interests and/or assets of Tianjin Weikai under the exclusive option agreement, the acquisition of the entire equity interests in or the assets of Tianjin Weikai may only be conducted to the extent as permitted by the applicable PRC laws and will be subject to necessary approvals and relevant procedures under applicable PRC laws. In addition, the abovementioned acquisitions may be subject to a minimum price limitation (such as an appraised value for the entire equity interests in or all assets of Tianjin Weikai) or other limitations as imposed by applicable PRC laws. Further, a substantial amount of other costs (if any), expenses and time may be involved in transferring the ownership of Tianjin Weikai, which may have a material adverse impact on Tianjin Subsidiary's businesses, prospects and results of operation.

In light of the above risks associated with the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements, the Group has adopted a set of procedures, systems and internal control measures to ensure the sound and effective operation of the Group and the implementation of the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements. Such procedures, systems and internal control measures include (i) regular discussions of matters relating to compliance and regulatory enquiries from governmental authorities, if any, by the board of directors of the Company at board meetings; and (ii) retaining legal adviser and/or other professional to assist the Group to deal with specific issues arising from the AK Suzhou Contractual Arrangements and Tianjin Weikai Contractual Arrangements, if so required.

合約安排 (續)

與奧凱(蘇州)合約安排及天津衛凱合約安排有關之風險及本公司採取之降低風險之措施 (續)

(v) 收購項目公司全部股權或資產之能力 (續)

- (b) 天津附屬公司收購天津衛凱之全部股權或資產之能力可能面臨多項限制及大量成本

倘天津附屬公司根據相關獨家購股權協議行使其購股權以收購天津衛凱之全部或部份股權及／或資產，收購天津衛凱之全部股權或資產僅可於適用中國法律准許之情況下進行，並須受適用中國法律項下之必要批准及相關程序所規限。此外，上述收購可能須受適用中國法律施加之最低價格限制（例如天津衛凱之全部股權或所有資產之評估價值）或其他限制所規限。另外，轉讓天津衛凱之擁有權可能涉及大量其他成本（如有）、費用及時間，其可能對天津附屬公司之業務、前景及經營業績造成重大不利影響。

就上述與奧凱(蘇州)合約安排及天津衛凱合約安排有關之風險而言，本集團已採納一系列程序、制度及內部監控措施，以確保本集團的穩健經營及奧凱(蘇州)合約安排及天津衛凱合約安排的有效落實。該等程序、制度及內部監控措施包括(i)本公司董事會定期於董事會會議上討論來自政府機關的合規事宜及監管查詢（如有）；及(ii)聘請法律顧問及／或其他專業人士協助本集團處理奧凱(蘇州)合約安排及天津衛凱合約安排產生的具體問題（如有需要）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OTHER COMMITMENTS

The Company signed two sponsorship agreements with the University of Oxford for the researches on cell therapy and tissue engineering. The Company agreed to provide GBP9.0 million (equivalent to approximately HK\$93.0 million) to the University of Oxford by instalments over the period covered by the agreements. As at 31 December 2018, the Company has paid GBP5.05 million (equivalent to approximately HK\$55.9 million) to the University of Oxford.

CHARGES IN ASSETS AND CONTINGENT LIABILITIES

As at 31 December 2018, bank loans of HK\$389.3 million (2017: HK\$771.8 million) were secured by the Group's pledged bank deposits with carrying amounts of HK\$417.6 million (2017: HK\$818.1 million). As at 31 December 2018, the Group had no material contingent liabilities (2017: Nil).

DETAILS OF FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSETS

Save as disclosed in this report, the Group did not have any concrete plans for material investment or capital assets as at 31 December 2018.

However, the Group will continue to seek investment opportunities in line with the strategic development of the Group both at home and abroad to promote the sustainable and steady development of the Group.

EMPLOYEE INFORMATION AND REMUNERATION POLICIES

As at 31 December 2018, the Group had 334 (2017: 449) employees located in Hong Kong and Mainland China. As an equal opportunity employer, the Group's remuneration and bonus policies are determined with reference to the performance and experience of individual employees. The total amount of employee remuneration (including that of the Directors and retirement benefits scheme contributions) of the Group for the year was approximately HK\$110.6 million (period from 1 May 2017 to 31 December 2017: HK\$101.4 million). In addition, the Group may offer options to employees as a recognition of and reward for their efforts and contributions to the Group.

其他承擔

本公司與牛津大學就細胞治療及組織工程的研究訂立兩份贊助協議。本公司同意於協議涵蓋期間向牛津大學分期提供9,000,000英鎊（相當於約93,000,000港元）。於二零一八年十二月三十一日，本公司已向牛津大學支付5,050,000英鎊（相當於約55,900,000港元）。

資產抵押及或有負債

於二零一八年十二月三十一日，389,300,000港元（二零一七年：771,800,000港元）銀行貸款由本集團之賬面值為417,600,000港元之已抵押銀行存款（二零一七年：818,100,000港元）作抵押。於二零一八年十二月三十一日，本集團並無重大或有負債（二零一七年：無）。

重大投資或資本資產未來計劃之詳情

除本報告所披露者外，於二零一八年十二月三十一日本集團並無關於重大投資或資本資產之任何具體計劃。

然而，本集團將繼續尋求投資機會以切合本集團國內外的策略發展，從而提升本集團的可持續穩定發展。

僱員資料及薪酬政策

於二零一八年十二月三十一日，本集團共有僱員334名（二零一七年：449名），分佈於香港及中國內地。本集團作為平等機會僱主，其薪酬及獎金政策均以僱員個別表現及經驗釐定。本年度本集團之僱員薪酬總額（包括董事薪酬及退休福利計劃供款）約為110,600,000港元（二零一七年五月一日至二零一七年十二月三十一日期間：101,400,000港元）。此外，本集團可向僱員授出購股權以肯定及獎勵彼等的努力及對本集團作出的貢獻。

BIOGRAPHICAL DETAILS OF DIRECTORS AND CHIEF EXECUTIVES

董事及最高行政人員簡介

EXECUTIVE DIRECTORS

Dr. Ray Yip (“Dr. Yip”), aged 68, is an executive Director and the chairman of the Board of the Company. He is also the chief medicine officer, the global chief strategy officer, the chief development strategy officer, the chairman of strategy committee, a member of strategy committee, and a member of the remuneration committee of the Company. Dr. Yip joined the Group in February 2017 as a nonexecutive Director. He had been re-designated as an executive Director in September 2017. He is an international public health leader who has made a significant contribution to global health in the areas of nutrition, maternal and child health, HIV/AIDS and tobacco control. Dr. Yip has been working on emergency response to war and famine, long term program and policy development effort in the PRC in recent years. Dr. Yip was the founding director of the Chinese office of U.S. Centers for Disease Control and Prevention (the “CDC”) in 2013, and the China program director of the Bill and Melinda Gates Foundation (the “Foundation”) in 2017. Dr. Yip is known as a specialist for health and medical issues in the PRC.

Dr. Yip's major contributions to the global health include: refining the international criteria for screening for malnutrition and anemia and increasing the awareness of diarrhea as a major contributor to acute malnutrition. His work in the PRC has resulted in the mainstreaming of hepatitis B vaccine for routine immunization, the adoption of hospital based delivery as a strategy which significantly reduced maternal mortality, transformation of the national AIDS response to one targeting those high-risk groups by accepting the role of civil society and assisting in engineering the policy support for tobacco control at the top level.

Dr. Yip established the Foundation's mission in China by assisting the government in addressing the key public health issues such as HIV and tobacco. He also transformed the Foundation's strategy in giving it a new focus “China-for-Africa” which includes identifying successful Chinese experience and technology to assist in the development of Africa. Since 2017, Dr. Yip has served as a special advisor focusing on health and clean energy for bgC3, a think-tank headed by Bill Gates.

Dr. Yip served at the faculty of the University of California-San Francisco between 1990 and 1994 and was an adjunct professor at the Friedman School and Nutrition Science and Policy of Tufts University between 2006 and 2010. Currently, Dr. Yip is an adjunct professor at the Research Centre for Public Health of Tsinghua University.

Dr. Yip graduated from the Medical School and the School of Public Health of the University of Minnesota, and he was then certified as a pediatric hematologist-oncologist.

執行董事

葉雷博士 (「葉博士」)，68歲，為本公司執行董事兼董事會主席。彼亦為本公司首席醫學官、全球首席策略官、首席發展戰略官、戰略委員會主席、戰略委員會委員，以及薪酬委員會委員。葉博士於二零一七年二月加入本集團擔任非執行董事。彼已於二零一七年九月調任為執行董事。彼為國際公共健康先鋒，已在全球營養、母嬰健康、愛滋病及控煙等健康領域作出重要貢獻。葉博士近年一直在中國參與戰爭及飢餓應急救援、長遠計劃及政策制定。葉博士於二零一三年成為美國疾病控制與預防中心 (「疾控中心」) 中國辦事處的創始主任，及於二零一七年成為比爾及梅琳達·蓋茨基金會 (「基金會」) 中國項目主任。葉博士於中國為公認的健康及醫療專家。

葉博士對全球健康的主要貢獻包括：完善營養不良和貧血篩查的國際標準及宣傳腹瀉是急性營養不良的主要原因。其於中國的工作已產生以下積極影響：常規免疫接種乙肝疫苗成為主流；採用醫院分娩策略，顯著降低孕產婦死亡率；借助民間力量將全國性的愛滋病應對轉化為集中關注高風險人群；及協助推動控煙獲得政府高層的政策支持。

葉博士為基金會設立的中國任務為協助政府解決愛滋病及吸煙等主要公共健康問題。彼亦轉變基金會的策略，賦予其新的焦點「中一非」(China-for-Africa)，其中包括發現中國的成功經驗及技術，為非洲發展提供幫助。自二零一七年起，葉博士一直擔任bgC3 (由比爾蓋茨領導的智囊團) 的特別顧問，專注於健康及清潔能源領域。

葉博士曾於一九九零年至一九九四年間在加州大學三藩市分校任教，並曾於二零零六年至二零一零年間擔任塔夫茨大學弗裡曼營養學與政策學院的副教授。葉博士現為清華大學公共健康研究中心副教授。

葉博士畢業於明尼蘇達大學醫學院及公共衛生學院，隨後獲得小兒血液腫瘤科的行醫執照。

BIOGRAPHICAL DETAILS OF DIRECTORS AND CHIEF EXECUTIVES

董事及最高行政人員簡介

EXECUTIVE DIRECTORS (CONT'D)

Mr. Wang Xuejun ("Mr. Wang"), aged 51, is an executive Director and the chief executive officer of the Company. He is also the chief executive officer of the Stem Cell Division of the Company, and serves as a director of some subsidiaries of the Company. Mr. Wang joined the Group in September 2018. He graduated from Nankai University and obtained a master's degree of business administration and medicine. He was an executive deputy general manager of Vcanbio Cell & Gene Engineering Corp., Ltd. (stock code on the Shanghai Stock Exchange: SH600645), general manager of marketing center of Union Stemcell & Gene Engineering Co., Ltd.* (協和幹細胞基因工程有限公司) and head of its subsidiary, and a director and general manager of certain subsidiaries of Heze Biotech Co., Ltd.* (和澤生物科技有限公司). He was also a director and general manager of Heze Biotech Co., Ltd.* (和澤生物科技有限公司), and a doctor at Tianjin Rehabilitation Center.

執行董事(續)

王學軍先生(「王先生」)，51歲，為本公司執行董事兼行政總裁。彼亦為本公司幹細胞事業部行政總裁，亦出任本公司若干附屬公司之董事。王先生於二零一八年九月加盟本集團。彼畢業於南開大學，持有工商管理碩士學位及醫學碩士學位。彼曾任中源協和細胞基因工程股份有限公司(上海證券交易所股票代碼：SH600645)常務副總經理、協和幹細胞基因工程股份有限公司市場行銷中心總經理及下屬分公司負責人，和澤生物科技有限公司部分下屬子公司董事、總經理。曾任和澤生物科技有限公司董事、總經理、天津康復中心醫師。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Bing Woon, SBS, JP, ("Mr. Chan"), aged 73, is an independent non-executive Director. He is also a member of the audit committee, the nomination committee and the remuneration committee of the Company. Mr. Chan joined the Group in March 2014. Mr. Chan is a consultant of Yung, Yu, Yuen & Co., Solicitors and Notaries. He has more than 40 years' experience in the legal profession. Mr. Chan has been involved in numerous public duties including being Founding Chairman and Honorary Advisor of the Joint Mediation Helpline Office. He is also a fellow member of the Hong Kong Institute of Directors, a council member of the Hong Kong Society of Notaries, a general accredited mediator of Hong Kong International Arbitration Centre and the Law of Society of Hong Kong. Mr. Chan was a member of the Hospital Authority, and the chairman of the Hospital Governing Committee of Castle Peak Hospital and Siu Lam Hospital and a past chairman of the Hong Kong Mediation Council. He is currently an independent non-executive director of Kwoon Chung Bus Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange, stock code: 306).

獨立非執行董事

陳炳煥先生(銀紫荊星章、太平紳士)(「陳先生」)，73歲，為獨立非執行董事。彼亦為本公司審核委員會、提名委員會及薪酬委員會之成員。陳先生於二零一四年三月加盟本集團。陳先生為翁余阮律師行之顧問律師。彼於法律界有超過四十年經驗。陳先生亦擔任多項公職包括為聯合調解專線辦事處創會主席及義務顧問。彼亦為香港董事學會資深會員、香港國際公證人協會理事、香港國際仲裁中心及香港律師會認可調解員。陳先生曾為香港醫院管理局成員，及青山醫院及小欖醫院之醫院管治委員會主席及香港調解會前任主席。彼現時為冠忠巴士集團有限公司(其股份於聯交所主板上市，股份代號：306)之獨立非執行董事。

* for identification purposes only

BIOGRAPHICAL DETAILS OF DIRECTORS AND CHIEF EXECUTIVES

董事及最高行政人員簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS (CONT'D)

Mr. Wong Yiu Kit Ernest (“Mr. Wong”), aged 51, is an independent non-executive Director. He is also the chairman of the audit committee of the Company, and a member of each of the nomination committee and the remuneration committee of the Company. Mr. Wong joined the Group in February 2017. He has over 25 years of experience in venture capital, corporate finance, business development and general management. Mr. Wong has served as the president and group chief financial officer of KVB Kunlun Holdings Limited (“KVB”), and as the executive director, chief financial officer and the company secretary of KVB’s group company, KVB Kunlun Financial Group Limited (the shares of which are listed on the Stock Exchange, HKEx stock code: 6877). Mr. Wong has also served as an independent non-executive director of Renheng Enterprise Holdings Limited (HKEx stock code: 3628), HongDa Financial Holding Limited (HKEx stock code: 1822), Progressive Path Group Holdings Limited (HKEx stock code: 1581) and Common Splendor International Health Industry Limited (HKEx stock code: 286).

Mr. Wong also served as an independent non-executive director of Legend Strategy International Holdings Group Company Limited (HKEx stock code: 1355) from November 2016 to September 2018. He also served several positions at Adamas Finance Asia Limited (LSE stock code: ADAM), including its executive director from May 2008 to February 2014, its chief financial officer from May 2008 to October 2011 and its non-executive director since February 2014.

Mr. Wong obtained a bachelor’s degree in business administration from The University of Hong Kong, a master’s degree of science in investment management from The Hong Kong University of Science and Technology and a master’s degree of science in electronic engineering from The Chinese University of Hong Kong.

Mr. Wong was a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He was also a chartered financial analyst of the Institute of Chartered Financial Analysts and a fellow member of the Institute of Chartered Accountants in England and Wales. He is also acting as the deputy chairman of the HKU Convocation, the court member of The University of Hong Kong, the past president of the Hong Kong University Graduates Association and a committee member of the Association of Chartered Certified Accountants Hong Kong.

獨立非執行董事(續)

黃耀傑先生(「黃先生」)，51歲，為獨立非執行董事。彼亦為本公司審核委員會主席以及本公司提名委員會及薪酬委員會各自之成員。黃先生於二零一七年二月加入本集團。彼於創業投資、企業財務、業務發展及一般管理方面擁有逾25年經驗。黃先生擔任KVB Kunlun Holdings Limited(「KVB」)之總裁及集團財務總監，並擔任KVB集團公司昆侖國際金融集團有限公司(其股份於聯交所上市，香港聯交所股份代號：6877)之執行董事、財務總監及公司秘書。黃先生亦分別擔任仁恒實業控股有限公司(香港聯交所股份代號：3628)、弘達金融控股有限公司(香港聯交所股份代號：1822)、進昇集團控股有限公司(香港聯交所股份代號：1581)及同佳國際健康產業集團有限公司(香港聯交所股份代號：286)的獨立非執行董事。

黃先生亦於二零一六年十一月至二零一八年九月擔任枋濟國際集團控股有限公司(香港聯交所股份代號：1355)的獨立非執行董事。彼亦於Adamas Finance Asia Limited(倫敦證券交易所股份編號：ADAM)擔任數職，包括自二零零八年五月至二零一四年二月期間擔任執行董事、自二零零八年五月至二零一一年十月期間擔任財務總監及自二零一四年二月起擔任非執行董事。

黃先生獲得香港大學工商管理學學士學位及香港科技大學投資管理學理學碩士學位，以及香港中文大學電子工程理學碩士學位。

黃先生為英國特許公認會計師公會及香港會計師公會資深會員。彼亦為特許財務分析師學會之特許財務分析師及英格蘭和威爾士特許會計師公會資深會員。彼亦擔任香港大學畢業生議會副主席、香港大學校董、香港大學畢業同學會前任會長及特許公認會計師公會香港分會理事會委員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND CHIEF EXECUTIVES

董事及最高行政人員簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS (CONT'D)

Dr. Fang Jun (“Dr. Fang”), aged 56, is an independent non-executive Director. He is also the chairman of each of the nomination committee and the remuneration committee of the Company and a member of the audit committee. Dr. Fang joined the Group in December 2017. He served as an executive member and the executive vice-chairman of the Cross-straits Medicine Exchange Association[#] (海峽兩岸醫藥衛生交流協會), an executive member and the vice-chairman of China Sexology Association[#] (中國性科會), the publisher and the executive chief editor of the China Sexology Journal[#] (《中國性科學》) and the deputy head of the Sexology Research Center of Peking University Health Science Center* (北京大學醫學部性學研究中心). Dr. Fang also assumed various positions such as the executive member and the secretary general of Wu Jieping Medical Foundation (吳階平醫學基金會). Dr. Fang graduated from Peking University Health Science Center with a master's degree in Social Medicine and Health Service Management and a doctorate degree in Epidemiology and Health Statistics.

Dr. Fang also served as an independent non-executive director of HongDa Financial Holding Limited, a company listed on the Stock Exchange (1822.HK) from July 2014 to May 2018.

獨立非執行董事(續)

方俊博士(「方博士」)，56歲，為獨立非執行董事。彼亦為本公司提名委員會及薪酬委員會各自之主席及審核委員會成員。方博士於二零一七年十二月加入本集團。彼擔任海峽兩岸醫藥衛生交流協會之常務理事兼執行副會長、中國性學會之理事兼副理事長、《中國性科學》之出版人兼執行主編及北京大學醫學部性學研究中心之副主任。方博士亦曾擔任吳階平醫學基金會之理事兼秘書長等多個職位。方博士畢業於北京大學醫學部，獲頒社會醫學與衛生事業管理碩士學位及流行病與衛生統計學博士學位。

方博士亦自二零一四年七月至二零一八年五月期間擔任弘達金融控股有限公司(一間於聯交所上市的公司(1822.HK))之獨立非執行董事。

[#] for identification purposes only

CORPORATE GOVERNANCE REPORT

企業管治報告

Pursuant to Rule 18.44(2) of the GEM Listing Rules, the Board is pleased to present hereby the corporate governance report of the Company for the year ended 31 December 2018 (the "Reporting Period"), i.e. from 1 January 2018 to 31 December 2018.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining a high standard of corporate governance practices. The Group believes that high standard of corporate governance provides a framework and solid foundation for achieving, attracting and retaining the high standard and quality of the Group's management, promoting high standards of sound internal control, accountability and transparency to all shareholders of the Company ("Shareholders") and also meeting the expectations of the Group's various stakeholders.

The Company has complied with all the code provisions as set out in the Corporate Governance Code and Corporate Governance Report contained in the Appendix 15 of the GEM Listing Rules (the "CG Code") throughout the Reporting Period, with the exception of code provision A.6.7 of the CG Code.

Under code provision A.6.7 of the CG Code, independent non-executive Directors and other non-executive Directors, as equal board members, should attend general meetings and develop a balanced understanding of the views of Shareholders. One of the independent non-executive Directors, Mr. Wong Yiu Kit Ernest, did not attend the Company's annual general meeting held on 11 May 2018 (the "AGM") due to his engagements in other business commitments. Other Board members, including members of each of the Audit Committee, the Nomination Committee and the Remuneration Committee, attended the AGM and made themselves available to answer questions to ensure effective communication with the Shareholders.

CODES AND POLICIES

Securities Dealing Code

The Company has adopted a code of conduct regarding Directors' securities transactions as set out in the GEM Listing Rules as the required standard for securities transactions by the Directors. Having made specific enquiry of all Directors, each of the Directors, has confirmed that they have fully complied with the required standards of dealings regarding securities transaction by the Directors as set out on the GEM Listing Rules throughout the Reporting Period.

根據GEM上市規則第18.44(2)條規定，董事會欣然呈報本公司於截至二零一八年十二月三十一日止年度（「報告期間」）（即二零一八年一月一日至二零一八年十二月三十一日）的企業管治報告。

企業管治常規

董事會致力維持高水平之企業管治常規。本集團認為，高水平之企業管治有助建立完善機制及鞏固根基，提升本集團管理層之水平、吸引並挽留良才、加強內部監控、提高本公司的全體股東（「股東」）問責性及透明度，亦能滿足本集團各持份者之期望。

本公司於報告期間已遵守GEM上市規則附錄十五所載之企業管治守則及企業管治報告（「企業管治守則」）之所有守則條文，惟企業管治守則之守則條文第A.6.7條除外。

根據企業管治守則之守則條文第A.6.7條，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應出席股東大會，對公司股東的意見有公正的了解。一名獨立非執行董事黃耀傑先生因須參與其他業務，故未能出席於二零一八年五月十一日舉行之本公司股東週年大會（「股東週年大會」）。其他董事會成員，包括審核委員會、提名委員會及薪酬委員會之成員，均出席該股東週年大會解答疑問，以確保與股東的有效溝通。

守則及政策

證券交易守則

本公司已採納GEM上市規則所載董事進行證券交易之操作守則作為董事進行證券交易之規定標準。經向全體董事作出特別垂詢後，各董事已確認彼等於報告期間，已全面遵守載於GEM上市規則董事進行證券交易之買賣規定標準。

CORPORATE GOVERNANCE REPORT

企業管治報告

CODES AND POLICIES (CONT'D)

Code of Ethics

The Company adopts a Code of Ethics that applies to the Company's principal executive officer and senior financial officers in the conduct and practice of financial management and lays down the key principles that they shall follow and advocate, which include honest and ethical conduct; full, fair, accurate, timely and understandable disclosure; compliance with the GEM Listing Rules and accounting standards and regulations; prompt internal reporting; and accountability for adherence to the code. The Code of Ethics is also intended to promote the ethical standards of all the employees, officers and Directors in the workplace, and advocate high standards of professional conduct and work performance.

BOARD OF DIRECTORS

The Board is responsible to the Shareholders for leadership and control of the Company and is collectively responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs.

Board Composition

Details of the membership of the Board together with their roles and functions are posted on the Stock Exchange and the Company's website and such information shall be updated as soon as practicable whenever there are changes.

The composition of the Board reflects a balance of skills and experience desirable for an effective leadership of the Company.

As at 31 December 2018, the Board had five Directors, including two executive Directors and three independent non-executive Directors.

守則及政策(續)

道德操守

本公司採納適用於本公司最高行政人員及高級財務主管在進行財務管理方面之道德操守，並已制定彼等須遵守及奉行之主要原則，其中包括誠實及道德操守；披露資料全面、公平、準確、及時且可理解；遵守GEM上市規則及會計準則及規例；快速內部呈報；及遵守守則之責任。道德操守擬提升所有僱員、高級職員及董事於工作場所的道德水平，並且推廣高水平之專業操守及工作表現。

董事會

董事會須就領導及監管本公司之事宜向股東負責，並須共同負責指導及監管本公司事務，務求令本公司及其業務再創佳績。

董事會之組成

董事會成員之詳情，連同彼等之角色及職責，載於聯交所及本公司網站，而當有關資料有所變動時，在切實可行的範圍內將作更新。

董事會之組成體現本公司於有效領導所需之技能及經驗方面取得之平衡。

於二零一八年十二月三十一日，董事會有五名董事，包括兩名執行董事及三名獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Board Composition (Cont'd)

Given below are names of the Directors as at the date of this report:

Executive Directors

Dr. Ray Yip	(Chairman of the Board and member of the Remuneration Committee)
Mr. Wang Xuejun	(Chief Executive Officer)

Independent non-executive Directors

Mr. Chan Bing Woon	(member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee)
Mr. Wong Yiu Kit Ernest	(chairman of the Audit Committee, member of each of the Nomination Committee and the Remuneration Committee)
Dr. Fang Jun	(chairman of each of the Nomination Committee and the Remuneration Committee and member of the Audit Committee)

Biographical details of each director are set out in the section "Biographical Details of Directors and Chief Executives" on pages 59 to 62 of this annual report.

There is no financial, business, family or other material/relevant relationship amongst the Directors.

Functions of the Board

The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group.

The principle functions of the Board are to:

- establish the strategic direction and development of the Group;
- determine the broad policies, strategies and objectives of the Group;
- approve annual budgets, major funding proposals, investment and divestment proposals;

董事會 (續)

董事會之組成 (續)

於本報告日期，董事姓名如下：

執行董事

葉雷博士	(董事會主席及薪酬委員會成員)
王學軍先生	(行政總裁)

獨立非執行董事

陳炳煥先生	(審核委員會、提名委員會及薪酬委員會成員)
黃耀傑先生	(審核委員會主席以及提名委員會及薪酬委員會成員)
方俊博士	(提名委員會及薪酬委員會主席以及審核委員會成員)

各董事的簡介詳情載於本年報第59至第62頁「董事及最高行政人員簡介」一節。

董事之間並無財務、業務、家族或其他重大／有關係。

董事會之職能

董事會專注於整體策略及政策，特別重視本集團之增長及財務表現。

董事會之主要職責為：

- 訂立本集團之策略指引及發展；
- 釐定本集團之宏觀政策、策略及目標；
- 審批年度預算、主要融資建議、投資及撤資建議；

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Functions of the Board (Cont'd)

- oversee the processes for evaluating the adequacy and integrity of internal controls, risk management, financial reporting and compliance;
- approve the nominations of Directors by Nomination Committee and appointment of external auditors;
- ensure accurate, adequate and timely reporting to, and communication with Shareholders;
- monitor and manage potential conflicts of interest of management, Board members and Shareholders, including misuse of corporate assets and abuse in related party transactions; and assume responsibility for corporate governance.

The Board delegates day-to-day management, administration and operations of the Group to the executive Directors and senior management, while reserving certain key matters for its approval. The management is responsible for the implementation of the Company's strategies and policies, while the progress and development are periodically reviewed by Directors. During the Reporting Period, the management provided all members of the Board with monthly management updates ("Monthly Management Updates") in accordance with the code provision C.1.2 of the CG Code. The Monthly Management Updates contained latest financials with summaries of key events of the Group, giving a balanced and understandable assessment of the Company's performance, position and prospects.

Board Diversity Policy

The Company recognises and embraces the benefits of diversity in the boardroom and has adopted the board diversity policy ("Board Diversity Policy"). The Board Diversity Policy sets out the approach to achieve diversity on the Board.

The Board has set measurable objectives to implement the Board Diversity Policy. The Nomination Committee has primary responsibility for identifying and giving recommendation suitably qualified candidates to become members of the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate Board decision will be based on merit and contribution that the selected candidates will bring to the Board.

董事會 (續)

董事會之職能 (續)

- 監管衡量內部監控、風險管理、財務呈報及遵守法規方面是否充足及完善之程序；
- 批准提名委員會之董事提名以及委任外聘核數師；
- 確保向股東作出準確、充足和及時之呈報及溝通；
- 監管及管理管理層、董事會成員及股東之間之潛在利益衝突，包括不當使用公司資產及在關連人士交易中濫用職權；及承擔企業管治之責任。

董事會將本集團之日常管理、行政及運作授權執行董事及高級管理人員處理，但若干主要事宜仍須獲董事會審批。管理層負責實施本公司之策略及政策，進展及發展由董事定期檢討。於報告期間，根據企業管治守則之守則條文第C.1.2條，管理層已向董事會全體成員提供月度更新資料（「月度更新資料」）。月度更新資料包含最新的財務數據與本集團主要事件的摘要，其就本公司之表現、狀況及前景作出一個平衡及易於理解的評估。

董事會成員多元化政策

本公司認定並確信董事會成員多元化的好處及已採納董事會成員多元化政策（「董事會成員多元化政策」）。董事會成員多元化政策列載董事會為達致成員多元化而採取的方針。

董事會已訂立可衡量的目標以實行董事會成員多元化政策。提名委員會主要負責物色及推薦合適的合資格董事會成員候選人。甄選候選人將按一系列多元化範疇為基準，包括但不限性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按候選人的長處及可為董事會提供的貢獻而作決定。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Board Diversity Policy (Cont'd)

The Board has also regularly reviewed the contribution of each Director as to whether the Director is spending sufficient time to perform his/her responsibilities to the Board.

The Board considers that the current composition of the Board, with core competencies in areas such as accounting and finance, business and management, medical science, legal profession, marketing management, media development and M&A, is appropriate for the businesses of the Company. The Board will review its composition from time to time taking into consideration of the specific needs for the overall Company and its subsidiaries' businesses.

Continuing Professional Development

The Company Secretary is responsible for updating the Board on governance and regulatory matters.

Training will be provided to newly appointed director to his/her individual needs. This includes introduction to the Group business activities, their responsibilities and duties, and other regulatory requirements.

The Company will arrange and/or introduce training courses and/or reading materials for Directors to develop and explore their knowledge and skills.

According to the code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills, ensuring that their contribution to the Board remains informed and relevant. During the Reporting Period, all Directors participated in continuous professional development and had provided the Company with records (if any) on their participation. The individual training record of each Director for the Reporting Period is set out below:

Directors and Types of continuous professional development programmes

Ray Yip	A, B, C
Wang Xuejun	A, B, C
Chan Bing Woon	A, B, C
Wong Yiu Kit Ernest	A, B, C
Fang Jun	A, B, C

董事會 (續)

董事會成員多元化政策 (續)

董事會亦就董事是否付出足夠時間履行其對董事會之職責定期檢討各董事之貢獻。

董事會認為目前董事會之組成，在會計及財務、商業及管理、醫療科學、法律專業、營銷管理、媒體發展及併購等領域各具專長，符合本公司業務需要。董事會將考慮本公司及其附屬公司整體業務之特定需求，不時檢討其組成。

持續專業發展

公司秘書負責向董事會提供有關管治及規管事宜之最新消息。

本公司將按新委任董事之個人需要給予他／她培訓，當中包括講解本集團業務、彼等之責任及職責以及其他監管規定。

本公司將為董事安排及／或介紹培訓課程及／或閱讀資料以發展及提升彼等知識及技能。

根據企業管治守則之守則條文第A.6.5條，所有董事均需參與持續專業發展，以培養及更新彼等之知識及技能，確保彼等對董事會之貢獻及具備相關資訊及切合所需。於報告期間，所有董事均參與持續專業發展，並已向本公司提供記錄（如有）。各董事於本報告期間的個人培訓記錄載於下文。

董事及持續專業發展課程類別

葉雷	甲、乙、丙
王學軍	甲、乙、丙
陳炳煥	甲、乙、丙
黃耀傑	甲、乙、丙
方俊	甲、乙、丙

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Continuing Professional Development (Cont'd)

Directors and Types of continuous professional development programmes (Cont'd)

- A. attending seminars/meetings/forums/conferences/courses/workshops organized by professional bodies or regulatory
- B. reading journals/newsletters/seminar materials/publications/magazines
- C. reading memoranda issued or materials provided by the Company

All information and materials aforesaid relate, but not limited to the latest development of the GEM Listing Rules, other applicable legal and regulatory matters as well as directors' duties and responsibilities.

Directors' and Officers' Liabilities

The Company has arranged for appropriate insurance covering the liabilities of the Directors that may arise out of the corporate activities, which is in compliance with the CG Code. The insurance coverage is reviewed on an annual basis.

Appointment, Election and Re-election

Appointment of new Directors is a matter for consideration by the Nomination Committee. It reviews the profiles of the candidates and makes recommendations to the Board on the appointment, nomination and retirement of the Directors.

According to the Company's articles of association, one-third of the Directors are required to retire from office at each annual general meeting, provided that every Director shall be subject to retirement by rotation at least once in every three years. The Directors who will retire at the annual general meeting of the Company shall be those appointed by the Board during the year and those who have been the longest in office since their last election or re-election.

董事會 (續)

持續專業發展 (續)

董事及持續專業發展課程類別 (續)

- 甲. 參加由專業或監管機構舉辦的研討會／會議／論壇／討論會／課程／研究會
- 乙. 閱讀期刊／通訊／研討會材料／出版物／雜誌
- 丙. 閱讀本公司刊發的備忘錄或提供的資料

前述所有信息及資料均有關，但不限於GEM上市規則、其他適用法律及監管事宜的最新發展，以及董事的職責和責任等。

董事及高級職員之責任

本公司已安排適當保險，為董事在公司事務中可能產生之責任提供保障，此做法符合企業管治守則。投保範圍每年皆進行檢討。

委任、選舉及重選

委任新董事一事，須由提名委員會考慮。提名委員會將審閱候選人之簡歷，並就委任、提名董事及董事退任等事宜向董事會作出建議。

根據本公司之組織章程細則，三分之一董事須於各股東週年大會退任，而各董事亦須最少每三年輪席退任一次。於本公司股東週年大會退任之董事須為董事會年內委任之董事及自最近獲選或重選以來任職最長之董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Directors' Responsibility for the Financial Statements

The following sets out the responsibilities for the Directors in relation to the quarterly, interim and annual financial statements:

Annual Report and Financial Statements

The Directors acknowledge their responsibility to prepare financial statements for each financial year which gives a true and fair view of the state of affairs of the Group and in presenting the quarterly, interim and annual financial statements, and announcements to Shareholders, the Directors aim to present a balanced and understandable assessment of the Group's position and prospects.

Accounting Policy

The Directors consider that in preparing the financial statements, the Group uses appropriate accounting policies that are consistently applied, and that all applicable accounting standards are followed.

Accounting Records

The Directors are responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy the financial position of the Group and which enable the preparation of financial statements in accordance with the Hong Kong Financial Reporting Standards as promulgated by the Hong Kong Institute of Certified Public Accountants.

Safeguarding Assets

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent or detect fraud and other irregularities.

Going Concern

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the financial statements.

Board and General Meetings

The Board schedules four meetings a year at approximately quarterly intervals and organises additional meetings as and when required. The Directors can attend meetings in persons or through other means of electronic communication in accordance with the Company's articles of association. Notice of at least fourteen days is given of a regular Board meeting to give all Directors an opportunity to attend.

董事會 (續)

董事對財務報表之責任

以下載列董事有關季度、中期及年度財務報表之責任：

年報及財務報表

董事確認其有責任在每個財政年度，編製能真實及公平反映本集團財政狀況之財務報表，而向股東提呈季度、中期及年度財務報表以及公告時，董事希望能向股東呈列其對於本集團狀況及前景的平衡且易於理解的評估。

會計政策

董事認為於編製財務報表時，本集團貫徹應用合適之會計政策，且亦已遵循所有適用之會計準則。

會計記錄

董事須負責確保本集團存置會計記錄，有關記錄應合理準確地披露本集團之財務狀況，並且可用於根據香港會計師公會頒佈之香港財務報告準則而編製之財務報表。

保障資產

董事負責採取所有合理及所需措施，保障本集團之資產，並且預防或發現欺詐及其他違規行為。

持續經營

董事經作出適當查詢後，認為本集團有充足資源，在可預見將來持續經營，且基於此理由，採納持續經營基準編製財務報表乃屬適當。

董事會及股東大會

董事會每年安排四次會議，大約每季舉行一次，並將於有需要時組織額外會議。董事可親自或透過本公司組織章程細則所容許之其他電子通訊方式出席會議。本公司將在定期董事會會議前最少十四天，向所有董事發出通知，讓其有機會出席會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (CONT'D)

Board and General Meetings (Cont'd)

For other Board and committee meetings, reasonable notice time is generally given. During the Reporting Period, the Board held nine meetings, of which four were regular meetings. The following table shows the attendance of individual Directors at the meetings held during the Reporting Period:

董事會 (續)

董事會及股東大會 (續)

其他董事會及委員會會議一般都於合理時間發出通知。於報告期間，董事會共舉行九次會議，其中四次為定期會議。下表載列個別董事報告期間出席會議之情況：

Name of Directors (From 1 January 2018 to 31 December 2018)	董事姓名 (二零一八年一月一日至 二零一八年十二月三十一日期間)	Attendance/ Number of General Meetings entitled to attend 出席／有權出席 股東大會數目	Attendance/ Number of Board Meetings entitled to attend 出席／有權出席 董事會會議數目
Executive Directors	執行董事		
Ray Yip	葉雷	1/1	7/9
Wang Xuejun (appointed with effect from 3 September 2018)	王學軍 (自二零一八年九月三日起獲委任)	0/0	2/2
Chen Chunguo (resigned with effect from 6 July 2018)	陳春國 (自二零一八年七月六日起辭任)	1/1	6/6
Non-executive Directors	非執行董事		
Cui Zhanfeng (resigned with effect from 1 June 2018)	崔占峰 (自二零一八年六月一日起辭任)	1/1	4/4
Xiong Chengyu (resigned with effect from 1 June 2018)	熊澄宇 (自二零一八年六月一日起辭任)	1/1	2/4
Independent Non-executive Directors	獨立非執行董事		
Chan Bing Woon	陳炳煥	1/1	8/9
Wong Yiu Kit Ernest	黃耀傑	0/1	9/9
Fang Jun	方俊	1/1	9/9
Pang Chung Fai Benny (resigned with effect from 1 June 2018)	彭中輝 (自二零一八年六月一日起辭任)	1/1	3/4

Board papers are circulated at least three days (or other agreed period) before the regular Board meetings and/or other Board/Committees meetings to enable the Directors to make informed decisions on matters to be raised at the Board meetings. In addition, the Company has maintained a procedure for the Directors to seek independent professional advice, in appropriate circumstances, at the Company's expense in discharging their duties to the Company.

董事會文件於定期董事會會議，及／或其他董事會／委員會會議舉行前最少三日（或其他協定時間）向董事傳閱，以使董事能就將於董事會會議提出之事宜，作出知情決定。此外，本公司已訂立一套程序，讓董事在合適情況下，於履行其對本公司之職責時，尋求獨立專業意見，開支由本公司支付。

The company secretary of the Company (the "Company Secretary") prepares minutes and/or written resolutions and keeps records of matters discussed and decisions resolved at all Board meetings. The Company Secretary also keeps the minutes, which are open for inspection at any reasonable time on reasonable notice by any Director.

本公司的公司秘書（「公司秘書」）為所有董事會會議上討論之事宜以及議決之決定，編製會議記錄及／或書面決議案並保存有關記錄。公司秘書亦保存會議記錄，並可於任何董事作出合理通知後，在任何合理時間供索閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

CHAIRMAN AND CEO

Under code provision A.2.1 of the CG Code, the role of the Chairman and the CEO should be separated and should not be performed by the same individual. The division of responsibilities between the Chairman and the CEO should be clearly established and set out in writing.

During the year, the roles of the Chairman and the CEO were segregated and performed by different individuals.

On 1 June 2018, Professor Cui Zhanfeng has ceased to serve as the Chairman. On 3 December 2018, Dr. Ray Yip was appointed to serve as the Chairman.

On 6 July 2018, Mr. Chen Chunguo has ceased to serve as the CEO. On 3 September 2018, Mr. Wang Xuejun was appointed to serve as the CEO.

The segregation of duties ensures a clear distinction of responsibilities between the Chairman and the CEO which allows a balance of power between the Board and the management of the Group, and ensures their independence and accountability. There is no financial, business, family or other material/relevant relationship between the Chairman and the CEO.

Either Professor Cui Zhanfeng or Dr. Ray Yip, as the Chairman during the Reporting Period, has taken overall responsibility for providing leadership for the Board. They ensure that:

- the Board functions effectively, and that all key and appropriate issues are properly briefed and discussed by the Board in a timely manner;
- the responsibilities for drawing up the agenda for each Board meeting and, where appropriate, taking into account any matters proposed by each Director for inclusion in the agenda;
- good corporate governance practices and procedures are established and encourages all Directors to make full and active participation to the affairs of the Group; and
- the Board acts in the best interests of the Group.

Either Mr. Chen Chunguo or Mr. Wang Xuejun as the CEO during the Reporting Period, was responsible for the day-to-day management of the business of the Group, attends to formulation and successful implementation of policies, and assumes full accountability to the Board for all operations of the Group.

Mr. Wang possesses extensive experience in business development and corporate management. He has given valuable experience and contribution to the Group. Working with the management team of each core business division, he ensures the smooth operations and development of the Group. He maintains a continuing dialogue with the Chairman and all Directors to keep them fully informed of all major business development and issues.

主席及行政總裁

根據企業管治守則守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。主席與行政總裁之職責分工應清楚界定並以書面列載。

於年內，主席及行政總裁的職務分開，由不同人士履行。

於二零一八年六月一日，崔占峰教授不再擔任主席。於二零一八年十二月三日，葉雷博士獲委任為主席。

於二零一八年七月六日，陳春國先生不再擔任行政總裁。於二零一八年九月三日，王學軍先生獲委任為行政總裁。

職能劃分可確保主席及行政總裁能各司其職，制衡董事會與本集團管理層之間之權力，並且確保其獨立性及問責性。主席與行政總裁之間並無財務、業務、家族或其他重大／有關關係。

於報告期間，崔占峰教授或葉雷博士作為主席整體負責領導董事會。彼等確保：

- 董事會有效運作，而且董事會已及時獲妥為告知並討論所有主要及適當事務；
- 編製各董事會會議之議程之責任，並且在適當情況下，將各董事建議之任何事宜，納入議程內；
- 已制定良好企業管治常規及程序，並鼓勵所有董事全面及積極參與本集團事務；及
- 董事會以本集團之最佳利益行事。

於報告期間，陳春國先生或王學軍先生作為行政總裁負責本集團日常業務管理，專注於制定及成功落實政策，並就本集團一切業務對董事會負責。

王先生於商業發展及企業管理方面擁有豐富經驗。彼為本集團帶來寶貴的經驗和貢獻。彼與各核心業務分部之管理隊伍合作，確保本集團營運及發展暢順。彼持續與主席及所有董事溝通，讓彼等能全面掌握所有主要業務發展及事宜。

CORPORATE GOVERNANCE REPORT

企業管治報告

NON-EXECUTIVE DIRECTORS

Under code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term and are subject to re-election. All non-executive Directors (including independent non-executive Directors) are appointed for a term of two years and they are required to retire by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

During the Reporting Period, in compliance with Rules 5.05A, 5.05(1) and (2) of the GEM Listing Rules, there were three independent non-executive Directors representing more than one-third of the board so that there is a strong element of independence in the Board to exercise independent judgment and of sufficient caliber and number for their views to carry weight. Amongst them, at least one of the independent non-executive Directors have professional qualifications, or accounting or related financial management expertise.

The independent non-executive Directors have the same duties of care and skill and fiduciary duties as the executive Directors. Their functions include, but not limited to:

- participating in Board meetings to bring in independent judgment to bear on issues of corporate strategy, corporate performance, accountability, resources, key appointments and standard of conducts;
- taking the lead when potential conflicts of interests arise;
- serving on the Audit Committee, the Nomination Committee and the Remuneration Committee, if invited; and
- scrutinising the Group's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

The Company has received an annual written confirmation from each of the independent non-executive Directors of their independence to the Company pursuant to the requirements of the Rule 5.09 of the GEM Listing Rules. The Company considers that all of the independent non-executive Directors are independent.

非執行董事

根據守則條文第A.4.1條，非執行董事之委任應有指定任期，並須接受重選。本公司之全體非執行董事（包括獨立非執行董事）按兩年之年期獲委任且須根據本公司組織章程細則於本公司股東週年大會上輪席退任及膺選連任。

獨立非執行董事

於報告期間，根據GEM上市規則第5.05A、5.05(1)及(2)條，董事會擁有三名獨立非執行董事，超過董事會成員的三分之一，此舉足以確保董事會內有足夠獨立人士，行使獨立判斷，以及在資歷及人數上均足以作出具影響力之建議。其中，最少一名獨立非執行董事具備專業資格或會計或相關財務管理專業知識。

獨立非執行董事與執行董事同具有審慎行事之責任及技能以及誠信責任。彼等之職能包括但不限於：

- 參與董事會會議，於企業策略、企業表現、問責性、資源、重要任命及操守準則等事宜上作出獨立判斷；
- 於出現潛在利益衝突時擔當領導角色；
- 於獲邀請時加入審核委員會、提名委員會及薪酬委員會；及
- 觀察本集團於達致協定之企業目標及目的方面之表現，並監察表現之呈報。

本公司已接獲各獨立非執行董事之年度書面確認，確認其對本公司之獨立性。根據GEM上市規則第5.09條，本公司認為全體獨立非執行董事均為獨立人士。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FUNCTION

According to code provision D.3 of the CG code, the Board is responsible for performing the corporate governance duties of the Company in accordance with the written terms of reference adopted by the Board on 15 March 2012. The Board shall have the following duties and responsibilities for performing the corporate governance duties of the Company:

- to develop and review the Company's policies and practices on corporate governance and make recommendations;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- to review the Company's compliance with the code provisions and disclosure in the corporate governance report in the annual report of the Company.

During the Reporting Period, the Board has performed the above corporate governance functions through discussion in the Board meeting and by reviewing the Company's policies and practices from time to time in accordance with the legal and regulatory requirements.

CORPORATE GOVERNANCE STRUCTURE

The Board is charged with the duty to put in place a proper corporate governance structure of the Company. It is primarily responsible for setting directions, formulating strategies, monitoring performance and managing risks of the Group. Under the Board, there are currently 3 subcommittees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee. All these committees perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the senior management.

企業管治職能

根據企業管治守則之守則條文第D.3條，董事會須根據董事會於二零一二年三月十五日採納的書面職權範圍負責履行本公司之企業管治職責。董事會於履行本公司之企業管治職責方面擁有以下職責及責任：

- 制定及審閱本公司企業管治政策及常規並提出意見；
- 審閱及監察董事及高級管理層的培訓及持續專業發展；
- 審閱及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、審閱及監察僱員及董事的操守準則及合規手冊（如有）；及
- 審閱本公司遵守守則條文的情況及在本公司年報中企業管治報告的披露。

於報告期間，董事會透過於董事會會議討論及根據法律和監管規定不時審閱本公司的政策及常規，履行上述企業管治職能。

企業管治架構

董事會有責任為本公司建立一套良好之企業管治架構。董事會主要負責為本集團訂立指引、制定策略、監管表現及管理風險。董事會轄下現有三個委員會，即審核委員會、提名委員會及薪酬委員會。各委員會根據其職權範圍履行本身獨特之職責，並協助董事會監管高級管理人員之特定工作。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

Audit Committee

According to Rule 5.28 of the GEM Listing Rules, the Company has to establish an audit committee comprising of at least three members who must be non-executive directors only, and the majority thereof must be independent non-executive directors, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. The Audit Committee has been established since 4 July 2001 with written terms of reference which was revised on 16 March 2016 in compliance with the code provision C.3.3 and C.3.7 of the CG Code.

During the Reporting Period, the total members of the Audit Committee are three and all are independent non-executive Directors.

Mr. Wong Yiu Kit Ernest has served as chairman of the Audit Committee. The quorum shall be any two members.

The terms of reference of the Audit Committee has been posted on the websites of the Stock Exchange and the Company. The principal functions of the Audit Committee include:

- to consider and recommend the appointment, re-appointment and removal of external auditors;
- to approve the remuneration and terms of engagement of external auditors, any questions of resignation or dismissal of external auditors;
- to review and monitor external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- to discuss with external auditors the nature and scope of the audit and reporting obligations before the audit commences;
- to develop and implement policy on engaging an external auditors to supply non-audit services and to make recommendations on any measures for improvements to be taken;

董事委員會

審核委員會

根據GEM上市規則第5.28條，本公司須設立審核委員會，其中最少三名成員須為非執行董事，而審核委員會大部份成員必須為獨立非執行董事，其中最少一名必須具備適當專業資格或會計或相關財務管理專業知識。審核委員會自二零零一年七月四日成立，其職權範圍根據企業管治守則守則條文第C.3.3條及第C.3.7條已於二零一六年三月十六日作出修訂。

於報告期間，審核委員會的成員總數為三名，且全體成員為獨立非執行董事。

黃耀傑先生一直擔任審核委員會主席。法定人數應為任何兩名成員。

審核委員會之職權範圍載於聯交所及本公司網站。審核委員會之主要職能包括：

- 考慮及推薦委任、續聘及罷免外聘核數師；
- 批准外聘核數師之酬金及聘用條款，以及有關外聘核數師之辭任或罷免問題；
- 檢討及監察外聘核數師之獨立性及客觀性，以及根據適用標準進行審核程序之有效性；
- 在開始審核前，與外聘核數師討論審核之性質及範疇，以及呈報之責任；
- 制定及落實聘用外聘核數師提供非審核服務之政策，並就將採取之任何改善措施作出推薦建議；

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Audit Committee (Cont'd)

- to review the quarterly, interim and annual financial statements and the quarterly, interim and annual reports before submission to the Board, focusing particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;
 - (iv) the going concern assumptions and any qualifications;
 - (v) compliance with accounting principles and standards; and
 - (vi) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting;
- to review the Group's financial controls, internal control and risk management systems and ensure that the management has performed its duty to have an effective internal control system;
- to consider major investigations findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response;
- to review the external auditors' management letter, any material queries raised by the auditors to management about accounting records, financial accounts or systems of control and management's response and to ensure that the Board will provide a timely response to the issues raised; and
- to review the Group's financial and accounting policies and practices.

董事委員會(續)

審核委員會(續)

- 檢討季度、中期及年度財務報表，以及季度、中期及年度報告，再提交董事會，當中尤其關注：
 - (i) 會計政策及常規之任何變動；
 - (ii) 主要涉及判斷之範疇；
 - (iii) 因審核而作出之重大調整；
 - (iv) 持續經營假設以及任何保留意見；
 - (v) 遵守會計原則及準則；及
 - (vi) 遵守與財務呈報有關之GEM上市規則及法律規定；
- 檢討本集團之財務監控、內部監控及風險管理制度，並確管理層已履行其職責，維繫有效之內部監控制度；
- 考慮因受董事會授權或自發對風險管理及內部監控事宜進行調查所獲得的任何重大調查發現及管理層的回應；
- 審閱外聘核數師致管理層函件、核數師就會計記錄、財務賬目或監控制度而對管理層提出的任何重大問題，以及管理層的回應，並且確保董事會及時回應所提出的問題；及
- 檢討本集團之財務及會計政策與慣例。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Audit Committee (Cont'd)

The Audit Committee has explicit authority to investigate into any matter under the scope of its duties and the authority to obtain independent professional advice. It is given full access to and assistance from the management and reasonable resources to discharge its duties properly.

During the Reporting Period, the Audit Committee has met once with the external auditor without the presence of the management.

The Group's results for the three months ended 31 March 2018, six months ended 30 June 2018, nine months ended 30 September 2018 and audited consolidated financial statements for the year ended 31 December 2018 have been reviewed by the Audit Committee.

During the Reporting Period, five meetings of the Audit Committee were held to review and supervise the financial reporting process and internal control of the Group. The following table shows the attendance of the members of Audit Committee at the meetings of the Audit Committee held during the Reporting Period:

董事委員會(續)

審核委員會(續)

審核委員會具明確權力，調查其職責範圍內之任何事宜，並且有權獲取獨立專業意見。委員會可全面接觸管理層及獲得協助，並且獲取合理資源以妥為履行其職責。

於報告期間，審核委員會在沒有任何管理層在場之情況下，已與外聘核數師會面一次。

審核委員會已審閱本集團截至二零一八年三月三十一日止三個月、截至二零一八年六月三十日止六個月及截至二零一八年九月三十日止九個月之業績以及截至二零一八年十二月三十一日止年度之經審核綜合財務報表。

於報告期間，審核委員會共舉行五次會議，以檢討及監察本集團之財務呈報程序及內部監控。下表載列審核委員會成員報告期間出席審核委員會會議之情況：

Name of Audit Committee Members (From 1 January 2018 to 31 December 2018)	審核委員會成員姓名 (二零一八年一月一日至 二零一八年十二月三十一日期間)	Attendance/ Number of Meetings entitled to attend 出席／有權 出席會議數目
Non-executive Directors	非執行董事	
Cui Zhanfeng (resigned with effect from 1 June 2018)	崔占峰 (自二零一八年六月一日起辭任)	3/3
Xiong Chengyu (resigned with effect from 1 June 2018)	熊澄宇 (自二零一八年六月一日起辭任)	3/3
Independent Non-executive Directors	獨立非執行董事	
Wong Yiu Kit Ernest	黃耀傑	5/5
Chan Bing Woon	陳炳煥	5/5
Fang Jun	方俊	5/5
Pang Chung Fai Benny (resigned with effect from 1 June 2018)	彭中輝 (自二零一八年六月一日起辭任)	3/3

Full minutes of the Audit Committee are kept by the Company Secretary. Minutes are drafted and finalised in sufficient details and are circulated to all members of the Audit Committee, as the case may be, for their comments and records within reasonable time after the conclusion of the meetings.

審核委員會之完整會議記錄由公司秘書保存。會議記錄之初稿及定稿內容詳盡並於會議結束後之合理時間內，向審核委員會所有成員傳閱（視情況而定），以供其提供意見及作記錄。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Nomination Committee

According to code provision A.5.1 of the CG Code, the Company has to set up a nomination committee with a majority of the members thereof being independent non-executive directors. The Nomination Committee has been established since 22 July 2005 with written terms of reference which was revised on 16 March 2016 in compliance with code provision A.5.2 of the CG code.

During the Reporting Period, the total members of the Nomination Committee are three and all are independent non-executive Directors.

Dr. Fang Jun has served as chairman of the Nomination Committee. The Nomination Committee is scheduled to meet at least once a year. The quorum shall be any two members.

The terms of reference of the Nomination Committee has been posted on the websites of the Stock Exchange and the Company. The principal functions of the Nomination Committee include:

- to make recommendations to the Board on all new appointments or re-appointments of Directors, the establishment of a succession plan for Directors, in particular the Chairman and the CEO and the composition of the Board;
- to identify and nominate qualified individuals, subject to the approval of the Board, to be additional Directors or to fill vacancy in the Board as and when they arise;
- to assess the effectiveness of the Board as a whole and the contribution by each Director to the Board;
- to review the Board structure, size, composition (including the skills, knowledge and experience) and diversity as well as the independent element of the Board on an annual basis and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to develop the criteria for selection of Directors; and
- to assess the independence of independent non-executive Directors.

董事委員會(續)

提名委員會

根據企業管治守則之守則條文第A.5.1條，本公司已設立提名委員會，而其大多數成員為獨立非執行董事。提名委員會自二零零五年七月二十二日成立，其職權範圍根據企業管治守則之守則條文第A.5.2條已於二零一六年三月十六日作出修訂。

於報告期間，提名委員會成員總數為三名，且全體成員為獨立非執行董事。

方俊博士一直擔任提名委員會主席。提名委員會預定每年最少舉行一次會議。法定人數為任兩名成員。

提名委員會之職權範圍刊載於聯交所及本公司網站。提名委員會之主要職責包括：

- 就所有新委任或再委任董事、制定董事更替計劃(尤其主席及行政總裁)以及董事會之組成而向董事會作出推薦建議；
- 物色及提名合資格人士，在獲董事會批准下，出任新增董事或在有需要時填補董事會空缺；
- 評估董事會整體之效能，以及各董事對董事會之貢獻；
- 每年檢討董事會架構、規模、組成(包括技能、知識及經驗)及多元化，以及董事會之獨立性，並就任何擬作出之變動向董事會提出推薦建議以配合本公司企業策略；
- 制定甄選董事之準則；及
- 評估獨立非執行董事之獨立性。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Nomination Committee (Cont'd)

The chairman of the Nomination Committee will report to the Board on its proceedings and recommendations after each meeting.

During the Reporting Period, five meetings of the Nomination Committee were held to review and recommend the structure, size, composition and diversity of the Board. Altogether the members of the Board bring a wide range of knowledge and experience to the Board, which contributes to the effective direction of the Company. The following table shows the attendance of the members of Nomination Committee at the meetings of the Nomination Committee held during the Reporting Period:

董事委員會(續)

提名委員會(續)

提名委員會之主席將於每次會議後，向董事會報告委員會之進程及推薦建議。

於報告期間，提名委員會曾舉行五次會議，藉以檢討董事會架構、規模、組成及多元化並提供建議。另外各董事會成員為董事會帶來廣泛的知識和經驗，這有助於本公司的有效領導。下表載列提名委員會之成員報告期間出席提名委員會會議之情況：

Name of Nomination Committee Members (From 1 January 2018 to 31 December 2018)	提名委員會成員姓名 (二零一八年一月一日至 二零一八年十二月三十一日期間)	Attendance/ Number of Meetings entitled to attend 出席／有權 出席會議數目
Executive Director Chen Chunguo (resigned with effect from 6 July 2018)	執行董事 陳春國 (自二零一八年七月六日起辭任)	4/4
Non-executive Director Cui Zhanfeng (resigned with effect from 1 June 2018)	非執行董事 崔占峰 (自二零一八年六月一日起辭任)	3/3
Independent Non-executive Directors Chan Bing Woon Wong Yiu Kit Ernest Fang Jun Pang Chung Fai Benny (resigned with effect from 1 June 2018)	獨立非執行董事 陳炳煥 黃耀傑 方俊 彭中輝 (自二零一八年六月一日起辭任)	4/5 5/5 5/5 2/3

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Remuneration Committee

According to Rule 5.34 of the GEM Listing Rules, the Company has to set up a remuneration committee with a majority of the members thereof being independent non-executive directors. The Remuneration Committee has been established since 22 July 2005 with written terms of reference which was revised on 16 March 2016 in compliance with code provision B.1.2 of the CG code.

During the Reporting Period, the total members of the Remuneration Committee are four and majority are independent non-executive Directors.

Dr. Fang Jun has served as chairman of the Remuneration Committee. The Remuneration Committee is scheduled to meet at least once a year. The quorum shall be any two members.

The terms of reference of the Remuneration Committee has been posted on the websites of the Stock Exchange and the Company. The principal functions of the Remuneration Committee include:

- to review and approve the management's remuneration proposals with reference to the board's corporate goals and objectives.
- to recommend a fair and transparent framework of executive remuneration for the Board and senior management of the Company, including share option scheme, based on the skill, knowledge, involvement in the Company's affairs and by reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions;
- to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits-in-kind, pension rights, and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- to make recommendations to the Board on the remuneration of the non-executive Directors.

董事委員會(續)

薪酬委員會

根據GEM上市規則第5.34條，本公司須設立薪酬委員會，而其大多數成員為獨立非執行董事。薪酬委員會自二零零五年七月二十二日成立，其職權範圍根據企業管治守則守則條文第B.1.2條已於二零一六年三月十六日作出修訂。

於報告期間，薪酬委員會的成員總數為四名，且大多數成員為獨立非執行董事。

方俊博士一直擔任薪酬委員會主席。薪酬委員會預定每年最少舉行一次會議。法定人數為任兩名成員。

薪酬委員會之職權範圍已刊載於聯交所及本公司網站。薪酬委員會之主要職責包括：

- 參考董事會之企業方針及目標，檢討及批准管理層薪酬建議。
- 根據行政人員之技能、知識、對本公司事務之參與程度並參考本公司之表現及盈利能力，以及業界之薪酬基準及當時市況，為董事會及本公司高級管理人員推薦一套公平及具透明度之行政人員薪酬制度(包括購股權計劃)；
- 就個別執行董事及高級管理層之薪酬待遇(包括實物利益、退休金權利及賠償金，包括喪失或終止彼等職務或委任之任何應付賠償)向董事會提供建議；
- 就非執行董事之薪酬向董事會提供建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Remuneration Committee (Cont'd)

No Directors can determine their own remuneration package. The chairman of the Remuneration Committee will report to the Board on its proceedings and recommendations after each meeting. In developing remuneration policies and making recommendation as to the remuneration of the Directors and senior management, the Remuneration Committee takes into account of the corporate goals and objectives of the Group as well as the performance of those individual Directors and senior management.

The remuneration package of Directors and senior management includes the following:

(a) Basic salary

The basic salary (inclusive of statutory employer contributions to Provident Fund) of each executive Director/senior management is recommended by the Remuneration Committee, taking into account the performance of the individual, the inflation price index and information from independent sources on the rates of salary for similar jobs in a selected group of comparable organisations.

(b) Fees

Fees paid/payable to the executive Directors are determined by the Board after considering the individual's relative performance against the comparable organisations. The fees paid/payable to the non-executive Directors take into account factors such as effort and time spent, and responsibilities of these Directors.

(c) Bonus scheme

The Group operates a bonus scheme for all employees, including the executive Directors and senior management. The criteria for the scheme is the level of profit achieved from certain aspects of the Group's business activities against targets, together with an assessment of corporate and individual's performance during the Reporting Period. Bonuses payable to the executive Directors/senior management are reviewed by the Remuneration Committee and approved by the Board to ensure alignment of their interests with those of Shareholders.

(d) Benefits in kind

Other customary benefits (such as private medical cover) are made available as appropriate.

董事委員會(續)

薪酬委員會(續)

董事概不得釐定彼等本身之酬金組合。薪酬委員會之主席於每次舉行會議後，將向董事會報告有關之進程及推薦意見。在制定薪酬政策及就董事與高級管理層之薪酬提供推薦建議方面，薪酬委員會會考慮本集團之企業方針及目標，以及該等個別董事與高級管理層之表現。

董事及高級管理人員之酬金組合包括下列各項：

(a) 基本薪金

各執行董事／高級管理人員之基本薪金（包括向公積金作出之法定僱主供款），由薪酬委員會經考慮個人表現、通脹物價指數及經選定可資比較機構組別類似職位之薪金（來自獨立資料來源）之資料而作出推薦建議。

(b) 袍金

已付／應付執行董事之袍金，由董事會經考慮個人表現，並比對可資比較機構之袍金後釐定。已付／應付非執行董事之袍金，經考慮該等董事之工作量及所花費時間及職責而釐定。

(c) 花紅計劃

本集團就所有員工（包括執行董事及高級管理人員）設立花紅計劃。該計劃之準則是本集團若干範疇業務所達致之盈利水平與目標之比較，以及企業及個人報告期間之表現評估。薪酬委員會將檢討應付執行董事／高級管理人員之花紅，並由董事會批准，以確保符合股東整體利益。

(d) 實物利益

其他一般福利（例如私人醫療保障）將於適當時候提供。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES (CONT'D)

Remuneration Committee (Cont'd)

(e) Share option scheme

The Group operates a share option scheme for participants, including Directors, senior management, employees, suppliers and customers. The terms of the scheme are set out in note 36 to the financial statements. The movement of share options under the share option scheme adopted by the Company on 14 September 2011 during the Reporting Period is set out on pages 113 to 121 of this annual report.

Directors' emoluments comprise payments to the Directors by the Company in connection with the management of the affairs of the Company. The amounts paid to each Director for the year ended 31 December 2018 are set out in note 9 to the financial statements.

During the Reporting Period, five meetings of the Remuneration Committee were held to review the remuneration package of the Board and the senior management. The following table shows the attendance of the members of Remuneration Committee at the meetings of the Remuneration Committee held during the Reporting Period:

董事委員會(續)

薪酬委員會(續)

(e) 購股權計劃

本集團為參與者，包括董事、高級管理人員、僱員、供應商及客戶設立購股權計劃。計劃之條款載於財務報表附註36。本公司於二零一一年九月十四日所採納之購股權計劃於報告期間之購股權變動載於本年報第113頁至第121頁。

董事酬金包括本公司向董事支付有關管理本公司事務之酬金。截至二零一八年十二月三十一日止年度向各董事支付之金額載於財務報表附註9。

於報告期間，薪酬委員會曾舉行五次會議，藉以檢討董事會及高級管理層之薪酬組合。下表載列薪酬委員會之成員報告期間出席薪酬委員會會議之情況：

Name of Remuneration Committee Members (From 1 January 2018 to 31 December 2018)	薪酬委員會成員姓名 (二零一八年一月一日至 二零一八年十二月三十一日期間)	Attendance/ Number of Meetings entitled to attend 出席／有權 出席會議數目
Executive Director Ray Yip	執行董事 葉雷	3/5
Non-executive Director Xiong Chengyu (resigned with effect from 1 June 2018)	非執行董事 熊澄宇 (自二零一八年六月一日起辭任)	0/2
Independent Non-executive Directors Chan Bing Woon Wong Yiu Kit Ernest Fang Jun Pang Chung Fai Benny (resigned with effect from 1 June 2018)	獨立非執行董事 陳炳煥 黃耀傑 方俊 彭中輝 (自二零一八年六月一日起辭任)	4/5 5/5 5/5 1/2

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY AND COMPLIANCE OFFICER

The Company Secretary is responsible to the Board for ensuring that Board procedures are followed and that the Board is fully briefed on all legislative, regulatory and corporate governance development and accounts for such when making decisions. The compliance officer is directly responsible for advising on and assisting the Board in implementing procedures to ensure the Company complies with the GEM Listing Rules and other relevant Laws and regulations applicable to the Company.

According to Rule 5.15 of the GEM Listing Rules, in each financial year an issuer's company secretary must take no less than 15 hours of relevant professional training. During the Reporting Period, the Company Secretary has complied with the rule by taking more than 15 hours of relevant training courses and seminars.

AUDITOR'S REMUNERATION

For the year ended 31 December 2018, auditor's remuneration of HK\$1,780,000 (2017: HK\$1,022,000) was charged to the Group. Among such fee, HK\$1,100,000 (2017: HK\$950,000) was charged for the audit service provided by BDO Limited, the existing auditor of the Company who was appointed on 13 December 2010. There was no non-audit service provided by BDO Limited during the Reporting Period.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibilities for maintaining a sound and effective internal control system of the Group. The Group's internal control system includes policies and procedures and limits of authority governing the authority level and business processes. It is designed to help achieve business objectives, to safeguard assets against unauthorized use or disposition, to maintain proper accounting records for the provision of reliable financial information and to ensure compliance with relevant legislations and regulations. The system is intended to manage rather than to eliminate or eradicate risks.

公司秘書及監察主任

本公司秘書須向董事會負責，確保已妥善依從董事會程序，而且董事會已全面獲悉所有法律、監管規定及企業管治之發展，同時確保董事會在作出決定時已考慮有關事宜。監察主任直接負責執行確保公司符合GEM上市規則及適合於公司的其他有關法例及現例的程序而向董事會提供意見及協助。

根據GEM上市規則第5.15條，於每個財政年度發行人的公司秘書須參加不少於15小時的相關專業培訓。於報告期間，公司秘書已遵守規則，參與超過15個小時的相關培訓課程和研討會。

核數師酬金

於截至二零一八年十二月三十一日止年度，本集團已支付核數師酬金1,780,000港元（二零一七年：1,022,000港元）。有關費用中，1,100,000港元（二零一七年：950,000港元）乃就香港立信德豪會計師事務所有限公司（本公司之現任核數師，於二零一零年十二月十三日獲委任）提供之審核服務而支付。於報告期間，香港立信德豪會計師事務所有限公司概無提供非審核服務。

風險管理和內部控制

董事會有整體責任，維持健全有效集團內部控制系統。集團的內部控制系統包括一連串管理制度及明確授權的管理架構，以幫助集團達成業務目標、防範資產在未經授權下使用或處置、保持合適的會計記錄以提供可靠的財務信息、並確保遵守有關法律和法規。內部控制系統旨在管理風險，而不是消除或完全根除風險。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

Risk Management Process

The Group has performed risk management procedures including risk identifications, risk assessments, risk prioritization as well as risk owner appointment. Management's inputs on risk exposures were obtained through risk identification questionnaires. Identified risks have been further assessed and evaluated by the Management across the business lines. The risks have been evaluated in terms of their impacts and the likelihood of their occurrences. As part of the evaluation process, the risks have been prioritized based on the evaluation results. Follow up action on key identified risks are being taken by the management.

Risk Governance Structure

The Group has established an enterprise risk management structure in line with the "Three Lines of Defense" model that defines the three layers of roles and responsibilities of oversight, risk monitoring and review as well as risk and control ownership.

The Group's operating units are the first line of defense. They are responsible for the day-to-day risk management and control procedures. The second line of defense is led by the Group's Management who are responsible for the design, implementation and monitoring over the Group's risk exposure. The third line of defense comprises the Audit Committee and the Group's internal auditor department. The third line of defense is responsible for the independent assessment of the effectiveness of our risk management and internal control systems. The external auditor of the Group further complements the third line of defense by independently auditing material internal controls over the Group's financial reporting processes and reports on material control weaknesses to the Audit Committee on a regular basis.

Internal Control

The Group has an Internal Audit Department, which reports directly to the Audit Committee, to provide the Audit Committee and the Board with useful information and recommendations on the adequacy and effectiveness of the Group's internal control system. During the Report Period under review, internal audit reports are submitted to the Audit Committee and the Board for review with recommendations adopted to further enhance the effectiveness of the internal controls which complied with the international and professional standards.

風險管理和內部控制 (續)

風險管理程序

集團已進行了一系列的風險管理程序，包括風險識別，風險評估及排序和風險負責人的任命。管理層通過問卷調查，識別業務範圍的風險。各業務範圍的管理層根據已識別的風險的影響及發生的可能性作進一步評估。風險會根據評估結果進行排序。管理層將對已識別的風險採取後續行動。

風險管治結構

集團已按照「三道防線」的模式建立了企業風險管理架構，該模式定義了監督、風險監測和審查、風險和控制所有權的三個角色和職責。

集團的業務部門是第一道防線，負責日常的風險管理和控制過程。第二道防線由集團管理層領導，負責風險管理系統的設計、實施和監測。第三道防線由審核委員會和集團的內部審核部門組成，負責對集團的風險管理和內部控制系統進行獨立評估。集團的外部審計人員對集團財務報告過程中的內部控制也會進行獨立審計，進一步補充了第三道防線，並定期向審核委員會報告重大控制弱項。

內部控制

本集團設有直接向審核委員會匯報的內部審核部門，以就本集團內部監控系統是否充足和有效向審核委員會及董事會提供有用資料及推薦建議。於報告期間，內部審核報告向審核委員會及董事會提交以供審閱而推薦建議將獲採納，以進一步提升內部監控的成效，此舉符合國際及專業標準。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

Procedures and Internal Controls for Handling and Dissemination of Insider Information

The Group complies with requirements of the Securities and Futures Ordinance ("SFO") and the GEM Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

Additional procedures for handling and dissemination of inside information including but not limited to the following:

- (a) access of information is restricted to a limited number of employees on a need-to-know basis;
- (b) pre-clearance on dealing in the securities of the Company by designated members of the Group; and
- (c) notification of regular black-out period and securities dealing restriction to relevant Directors and employees.

風險管理和內部控制(續)

處理及發放內幕消息的程序及內部監控

本公司遵守證券及期貨條例(「證券及期貨條例」)及GEM上市規則之規定。除非有關消息屬於證券及期貨條例下任何安全港條文的範圍,否則本集團必須在合理地切實可行的範圍內盡快向公眾披露任何內幕消息。本集團在向公眾全面披露有關消息前,應確保該消息絕對保密。若本集團認為無法保持所需的機密性,或該消息可能已外泄,便應即時向公眾披露該消息。本集團致力確保公告所載的資料不得在某事關重要的事實方面屬虛假或具誤導性,或因遺漏某事關重要的事實而屬虛假或具誤導性。該等資料必須以清晰及持平的方式呈述,即須平等地披露正面及負面事實。

處理及發放內幕消息的其他程序包括但不限於下列者:

- (a) 資料僅限部分僱員按須知基準查閱;
- (b) 預先審批本集團指定成員買賣本公司證券;及
- (c) 通知董事及相關僱員有關常規禁制期及證券交易限制。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHT

The Company values communication with Shareholders and investors. The Company uses two-way communication channels to account to Shareholders and investors for the performance of the Company. Enquiries and suggestions from Shareholders or investors are welcomed, and enquiries from Shareholders or investors may be put to the Board through the following channels to the Company Secretary:

1. By mail to the Company's head office at Rooms 3006–10, 30/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong;
2. By telephone at (852) 3966 8388;
3. By fax at (852) 2802 0026; or
4. By email at info@crmi.hk

The Company uses a number of formal communication channels to account to Shareholders and investors for the performance of the Company. These include (i) the publication of quarterly, interim and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for Shareholders to raise comments and exchanging views with the Board; (iii) updated and key information of the Group available on the websites of the Stock Exchange and the Company; (iv) the Company's website offering communication channel between the Company and its Shareholders and investors; and (v) the Company's share registrars in Hong Kong serving the Shareholders in respect of all share registration matters.

The Company aims to provide its Shareholders and investors with high standards of disclosure and financial transparency. The Board is committed to providing clear and detailed information of the Group and on a timely and regular basis to Shareholders through the publication and/or dispatching of quarterly, interim and annual reports, circular, notices, and other announcements.

投資者關係及股東權利

本公司重視與股東及投資者之溝通。本公司使用雙向溝通渠道向股東及投資者匯報本公司之表現。歡迎股東或投資者提出查詢及建議，股東或投資者可透過以下渠道向公司秘書查詢並提交董事會：

1. 郵寄至本公司總辦事處，地址為香港灣仔港灣道26號華潤大廈30樓3006–10室；
2. 致電(852) 3966 8388；
3. 傳真至(852) 2802 0026；或
4. 電郵至info@crmi.hk

本公司利用多個正式通訊渠道向股東及投資者報告本公司之表現。此等渠道包括(i)刊發季度、中期及年度報告；(ii)舉行股東週年大會或股東特別大會，提供予股東提出意見以及與董事會交流觀點的平台；(iii)於聯交所及本公司網站登載本集團之最新重要資訊；(iv)本公司網站作為本公司與其股東及投資者溝通之渠道；及(v)本公司之香港股份過戶登記處為股東處理所有股份登記事宜。

本公司旨在為其股東及投資者作出高標準披露及財務透明度。董事會致力透過刊發及／或寄發季度、中期及年度報告、通函、通告及其他公告，定期向股東提供清晰、詳盡及即時之本集團資料。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHT (CONT'D)

The Company strives to take into consideration its Shareholders' views and inputs, and address Shareholders' concerns. Shareholders are encouraged to attend the annual general meeting (for which at least 20 clear business days' notice will be given). The Chairman as well as chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence, the Directors are available to answer Shareholders' questions on the Group's businesses at the meeting. To comply with code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. The management will ensure the external auditor to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence. All Shareholders have statutory rights to call for extraordinary general meetings and put forward agenda items for consideration by Shareholders.

According to the Company's articles of association, general meetings shall be convened on the written requisition of any two or more Shareholders deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. The poll will be conducted by the share registrar of the Company and the results of the poll are published on the Stock Exchange's and the Company's websites.

投資者關係及股東權利(續)

本公司力求採納其股東之意見及建議，並回應股東關注之事宜。本公司亦鼓勵股東出席股東週年大會，通告會於大會舉行前最少足20個完整營業日發出。主席以及審核委員會、提名委員會及薪酬委員會主席(或倘彼等未能出席大會則為董事)可於會上解答股東有關本集團業務之提問。為遵守企業管治守則之守則條文第E.1.2條，董事會主席須出席股東週年大會，亦須邀請審核、薪酬、提名及任何其他委員會(倘適用)的主席出席。管理層亦會確保外聘核數師出席股東週年大會，回答有關審核工作、核數師報告之編製及內容、會計政策，以及核數師的獨立性等問題。全體股東享有法定權利召開股東特別大會，並提呈議程供股東考慮。

根據本公司組織章程細則，股東大會可應任何兩名或以上股東的書面要求而召開，有關要求須送達本公司於香港的主要辦事處(或倘本公司不再設置上述主要辦事處，則為註冊辦事處)，當中列明大會的主要商議事項並由請求人簽署，惟該等請求人於送達要求之日須持有本公司附帶於本公司股東大會投票權的不少於十分之一繳足股本。股東大會亦可應本公司任何一名股東(為一間認可結算所(或其代名人))的書面要求而召開，有關要求須送達本公司於香港的主要辦事處(或倘本公司不再設置上述主要辦事處，則為註冊辦事處)，當中列明大會的主要商議事項並由請求人簽署，惟該請求人於送達要求之日須持有本公司附帶於股東大會投票權的不少於十分之一繳足股本。投票將由本公司股份過戶登記處處理，且投票結果會於聯交所及本公司網站登載。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS AND SHAREHOLDERS' RIGHT (CONT'D)

If a Shareholder wishes to propose a person (the "Candidate") for election as a Director at a general meeting, he/she shall deposit a written notice (the "Notice") at the Company's head office in Hong Kong at Rooms 3006-10, 30/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong. The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules and his/her contact details; and (ii) must be signed by the Shareholder concerned including the information/documents to verify the identity of the Shareholder and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal data. The period for lodgement of the Notice shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such meeting. In order to ensure the Shareholders have sufficient time to receive and consider the proposal of election of the Candidate as a Director without adjourning the general meeting, Shareholders are urged to submit and lodge the Notice as soon as practicable, say at least 15 business days prior to the date of the general meeting appointed for such election.

The Board has established a shareholders communication policy on 15 March 2012 and will review it on a regular basis to ensure its effectiveness to comply with the code provision E.1.4 of the CG code.

In order to promote effective communication, the Company also maintains a website (www.crimi.hk) which includes the latest information relating to the Group and its businesses.

CONSTITUTIONAL DOCUMENTS

During the Reporting Period, there had been no significant changes in the constitutional documents of the Company.

投資者關係及股東權利 (續)

倘股東擬提名個別人士(「候選人」)於股東大會上參選為本公司董事，彼須將書面通知(「通知」)送交本公司的香港總辦事處，地址為香港灣仔港灣道26號華潤大廈30樓3006-10室。該通知(i)須根據GEM上市規則第17.50(2)條之規定包含候選人的個人資料及其聯絡詳情；及(ii)須經有關股東簽署及載有核實股東身份之資料／文件，以及候選人簽署以表示彼願意接受委任及同意公佈其個人資料。遞交通知之期間不得早於寄發舉行有關選舉之股東大會之有關通告翌日開始，亦不得遲於有關大會舉行日期前七日結束。為確保股東有充足時間以接收及考慮有關選舉候選人為董事的建議而無需將股東大會押後，本公司促請股東於實際可行情況下儘早遞交通知(即於舉行以委任董事的股東大會日期前至少十五個營業日前提交)。

董事會已於二零一二年三月十五日設立股東通訊政策，並將定期檢討以確保其有效遵守企業管治守則之守則條文第E.1.4條。

為了有效增進溝通，本公司亦設立網站(www.crimi.hk)，披露有關本集團及其業務之最新資料。

章程文件

於報告期間，本公司的章程文件概無任何重大變動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

ABOUT THIS REPORT

China Regenerative Medicine International Limited (“CRMI”) (Stock Code: 8158) and its subsidiaries (hereinafter “the Group”) are pleased to present the Environmental, Social and Governance Report (the “ESG Report”) for the year ended 31 December 2018 (the “Reporting Period”) and express commitment of the Group to sustainability. This is the third ESG Report of the Group which discloses the management, policies, performance, targets and feedbacks of the business in providing services of the Group in People's Republic of China (the “PRC”) and Hong Kong in relation to sustainable development. The Group would like to take this opportunity to present ESG performance to all investors and stakeholders, and put forward the commitments and contributions on social responsibility.

Report Compilation Basis

This ESG Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (“ESG Reporting Guide”) enclosed in Appendix 20 to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“HKEx ESG Reporting Guide”) to fulfil all general disclosure requirements.

For details of the Group's financial performance and corporate governance issues, please refer to the previous sections of the annual report of which this ESG Report forms part.

Source of Data

The data and case studies reported in this ESG Report were prepared based on internal statistics, internal policy documents and other internal records. The Group hereby confirms that no false or misleading statements were made in this ESG Report.

This ESG Report contains forward-looking statements that are based on several assumptions and expectations at the time of its publication. Those assumptions and expectations are deemed to be reliable after internal reviewing process. The statements consist of known and unknown risks and uncertainties, which implies that actual results may differ from the expectations, forecasts and conclusions made herein. No guarantee is expressed as to the accuracy of the statements and the Group expressly disclaims any liability for and assume no responsibility to correct or update those forward-looking statements in the event that any of the statements does not materialize or turns out to be incorrect.

關於本報告

中國再生醫學國際有限公司(「中國再生醫學」)(股份代號：8158)及其附屬公司(以下統稱「本集團」)欣然提呈截至二零一八年十二月三十一日止年度的環境、社會及管治報告(「環境、社會及管治報告」)並展現本集團對可持續發展的承擔。這是本集團的第三份環境、社會及管治報告，其披露本集團於中華人民共和國(「中國」)及香港提供服務時有關可持續發展的業務管理、政策、表現、目標及反饋。本集團謹藉此機會向全部投資者及持份者呈報環境、社會及管治表現，並就社會責任作出承諾及貢獻。

報告編製基準

本環境、社會及管治報告乃根據香港聯合交易所有限公司頒佈的GEM證券上市規則附錄二十所載環境、社會及管治報告指引(「環境、社會及管治報告指引」)(「香港交易所環境、社會及管治報告指引」)編製，以符合所有一般披露規定。

有關本集團財務表現及企業管治事宜之詳情，請參閱本環境、社會及管治報告構成其一部份之年報之前述章節。

數據來源

本環境、社會及管治報告的數據和案例乃基於內部統計數據、內部政策文件及其他內部記錄編製。本集團謹此確認本環境、社會及管治報告並無作出任何虛假或具誤導性的陳述。

本環境、社會及管治報告包含前瞻性陳述，有關陳述乃基於本報告發佈之時的若干假設及預期。該等假設及預期須於進行內部審閱程式後，方會被視為可靠。有關陳述包括已知及未知風險及不確定性因素，意味著實際結果可能與本報告所作預期、預測及結論有所不同。本集團並不會就該等陳述的準確性作出任何保證，且明確豁免並概不承擔更正或更新本報告所載前瞻性陳述的責任及倘因任何前瞻性陳述不能實現或變成不正確而引致的責任。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

OUR VALUE

我們的價值



A value-creating business – this is what the Group aims to be. The Group achieves this goal by leveraging the biological science research competence to create a positive impact to the world. The research contributes the society by catalyzing bio-pharmaceutical research and development. The services make biological sciences research more efficient by shortening the time required for biotechnology research procedures. Since the Group is brave in taking innovative steps, it has contributed to breakthroughs in medical and biological science research over the years – thus living out our value.

成為一家創造價值的公司，是本集團銳意追求的目標。本集團致力憑藉在生物科學研究領域的能力，為世界創造積極的影響。本集團的研究不斷推動生物醫藥研發的發展，為社會作出貢獻。我們的服務可有效縮短生物技術研究程式所需的時間，提高生物科學研究效率。多年來，憑藉勇於創新的精神，本集團成功實現多項醫療及生物科學研究突破，充分彰顯企業價值。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

OUR VALUE (CONT'D)

The Group's Corporate Social Responsibility Model

The ESG Report provides detailed explanation with regard to the Group's corporate social responsibility model, shown in below, on different aspects, including stakeholder communication, environmental protection, employee welfare, health and safety, fair operation, social contribution and maintaining sustainability.

我們的價值(續)

本集團的企業社會責任模式

環境、社會及管治報告詳細介紹了本集團下列企業社會責任模式，包括持份者溝通、環境保護、僱員福利、健康與安全、公平營運、社會貢獻及維持可持續發展等方面。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

OUR VALUE (CONT'D)

The Group's Corporate Social Responsibility Model (Cont'd)

The Group continually strengthens communication and relationship with investors. Designated senior management personnel keep close communication with shareholders and investors through email, teleconference, one-to-one meetings, participation in broker forums and non-trading roadshow or other forms, so as to ensure shareholders and investors can get latest information of the Group in a fair and timely manner, helping them make investment decisions. The Group will give a detailed and timely response to inquiries from investors. The Group has made a materiality evaluation to identify material matters in the Group's businesses which have significant influence on economy, environment and society, and are most important for stakeholders. In accordance with evaluation results, the Group hopes to make the commitments and undertake the responsibilities to all stakeholders.

STAKEHOLDERS' ENGAGEMENT AND MATERIALITY

The Group understands that the long-term success is due to the commitment to the sustainability of businesses and the diligent and innovative employees who deliver quality services to the clients and business partners and make worthwhile contributions to several stakeholders of the Group.

The Group has consolidated and identified different groups of stakeholders that are related to its main business. These stakeholders include customers, employees, government, media and shareholders/investors.

The Group regards stakeholder's opinions as a key to the long-term success and sustainable development. The Group will increase the involvement of stakeholders via constructive conversation in order to achieve long-term prosperity.

我們的價值(續)

本集團的企業社會責任模式(續)

本集團持續加強與其投資者的溝通及關係。特定高級管理人員通過電郵、電話會議、一對一會面、出席經紀座談會及非交易路演等形式與股東及投資者保持密切溝通，以確保股東及投資者能夠公平、及時地得到本集團最新資訊以協助彼等作出投資決定。本集團會對投資者的查詢作出詳盡及適時的回應。本集團已進行重要性評估以識別反映本集團業務於經濟、環境及社會方面具有重大影響的事項及對持份者而言屬最為重要的事項。根據評估結果，本集團希望對所有利益相關方作出承諾以及承擔責任。

持份者的參與及重要性

本集團明白長期的成功需依靠業務的可持續發展及勤奮創新、向客戶及商業夥伴提供優質服務及對本集團之若干持份者作出有價值的貢獻的僱員。

本集團已綜合及識別涉及其主要業務的數個不同持份者分組。該等持份者包括客戶、僱員、政府、媒體及股東／投資者。

本集團認為持份者的意見乃是長期成功及可持續發展的關鍵。本集團將透過建設性對話增加持份者的參與，以實現長期繁榮發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

STAKEHOLDERS' ENGAGEMENT AND MATERIALITY (CONT'D)

持份者的參與及重要性 (續)

Stakeholder 持份者	Communication Channels 溝通渠道
Customers 客戶	1. Company news updates 公司新聞更新 2. Conference 會議 3. Customer Service Hotline 客戶服務熱線 4. Email, facsimile and phone contacts 電郵、傳真及電話聯絡方式
Employees 僱員	1. E-mail 電郵 2. Internal website 內部網站 3. Regular meetings 例會
Government 政府	1. Cooperate with the government and regulatory authorities on compliance inspections 配合政府及監管機構的合規檢查 2. Conference 會議 3. Email, facsimile and phone contacts 電郵、傳真及電話聯絡方式
Media 媒體	1. Company website 公司網站 2. Press releases 新聞發佈
Shareholders/Investors 股東／投資者	1. Annual General Meeting 股東週年大會 2. Company news updates 公司新聞更新 3. Email, facsimile and phone contacts 電郵、傳真及電話聯絡方式 4. HKEx Website: Announcements, Notices, Reports, etc. 香港交易所網站：公告、通告、報告等 5. Press releases 新聞發佈

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

ENVIRONMENTAL

The Group recognizes the importance of good environmental stewardship and is committed to protect and conserve the environment. The Group hopes that the concept of environmental sustainability lies in all aspects of daily operation.

Specifically, the Group strives to balance quality, price and environmental impact when consuming resources and materials. The Group is closely monitoring the energy consumption and water consumption through the concept that it is part of the communication priorities to educate staffs on the rationale of environmentally friendly choices, and for making them available.

As the Group's principal operation is based in the PRC, the Group is principally subject to the PRC environmental laws and regulations such as Environmental Protection Law of the PRC (中華人民共和國環境保護法), Law on the Prevention and Control of Water Pollution of the PRC (中華人民共和國水污染防治法), and Law on the Prevention and Control of Atmospheric Pollution of the PRC (中華人民共和國大氣污染防治法). The senior management team are delegated to perform the maintenance of the Group's sustainability. The representatives of each operational department, will actively manages business in an environmentally and socially responsible manner. The Group will meet annually to review the key processes and identify possible aspects underlying the operation of such department. The senior management team will also discuss on any significant aspects identified, and design measures accordingly. These measures will be documented for reference to ensure effective implementation.

環境

本集團明白到良好的環境管理的重要性，並致力保護環境。本集團希望環境可持續發展的理念貫徹於日常營運的各個層面。

具體而言，在消耗資源及材料的同時，本集團致力於維持質量、價格及環境影響的平衡。本集團密切監控能源消耗及耗水量，而該理念亦是本集團對員工進行環保選擇概念及應用培訓的重要課題之一。

由於本集團主要在中國營運，故本集團主要遵守中國環境法律及法規，例如中華人民共和國環境保護法、中華人民共和國水污染防治法及中華人民共和國大氣污染防治法。高級管理層團隊獲指派維護本集團的可持續發展。各經營管理團隊之代表積極地以環保及對社會負責之方式管理業務。本集團將每年舉行會議以檢討主要流程及識別有關部門的營運可能涉及的層面。高級管理層團隊亦將就所識別的任何重大層面進行討論及制定相應措施。該等措施將存檔作參考以確保有效實施。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

ENVIRONMENTAL (CONT'D)

環境 (續)

The Group's ultimate goal is to minimize the adverse impact of the businesses on the environment. The efforts being made throughout the Reporting Period can be concluded as follows:

本集團的最終目標是將業務對環境的不利影響降至最低。本集團於報告期間所作的工作總結如下：

Practice 常規	
1.	Avoiding generating waste that polluted the environment 避免產生污染環境的廢料
2.	Compliance with all relevant laws, regulations, rules and requirements of environmental protection 遵守所有環境保護相關的法律、法規、規章及要求
3.	Creation of an environment for sustainable development 創造可持續發展的環境
4.	Provision of training for employees on the protection of the environment 為員工提供有關保護環境的培訓
5.	Reduction in the consumption of various resources including raw materials and fuel 減少各種資源的消耗，包括原材料及燃料
6.	Reduction in the generation of waste, recycling and reusing as much as possible of the waste 減少廢料產生，並盡可能對廢料進行回收和循環再用
7.	Using environmentally friendly materials as well as design, technology and raw materials capable of conserving energy and reducing waste 在設計、技術與原材料的使用上，盡量採用環保材料、可節約能源和減少廢料
8.	Vigorous promotion and implementation of the recyclable economy, minimizing and avoiding negative effects due to the Group's development and the environment 大力推進和實施循環經濟，減少和避免因本集團的發展對環境造成的負面影響

During the Reporting Period, the Group has conducted comprehensive inspection regarding the environmental management situations of all controlling subsidiaries to facilitate the improvement and promotion of controlling subsidiaries on environmental management, and demanded the completion of its construction and implementation with stipulated deadlines, ensuring effective sustainable development of the Group. During the Reporting Period, there was no environmental pollution incident in the Group.

於報告期間，本集團對所有控股附屬公司的環境管理狀況實施了全覆蓋式的檢查，促進控股附屬公司在環境管理方面的改善與提高；限期完成管理體系構建和實施，有效確保本集團的可持續發展。於報告期間，本集團未發生任何環境污染事件。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

ENVIRONMENTAL (CONT'D)

環境 (續)

A(I) EMISSION

A(I) 排放物

During the year ended 31 December 2018, the Group's types of emissions and respective emissions data are showed as below:

截至二零一八年十二月三十一日止年度，本集團排放物種類及排放數據如下表所示：

Types of Emissions 排放物之種類	Emission Data (approximately) 排放數據 (約)	Unit 單位
Nitrogen Oxides (NOx) 氮氧化物	126	Kg 千克
Sulfur Dioxide (SOx) 硫氧化物	0	Kg 千克
Particulate Matter (PM) 懸浮物	12	Kg 千克

Direct greenhouse gas emissions (scope one) are resulting from gasoline used by vehicles. Indirect greenhouse gas emissions (scope two) are mainly resulting from electricity consumed in production and R&D units of the Group. Due to the nature of our Group, the greenhouse gas emissions of the Group were mainly generated from scope two.

直接溫室氣體排放產生自車輛使用的汽油 (範疇一)。間接溫室氣體排放主要來自於生產及研發單位的電力消耗 (範疇二)。鑒於本集團的業務性質，溫室氣體排放主要來自於範疇二。

During the year ended 31 December 2018, the Group's greenhouse gas emissions in total and intensity are showed as below:

截至二零一八年十二月三十一日止年度，本集團溫室氣體總排放量和排放密度見下表：

Scope of Greenhouse Gas 溫室氣體之範圍	Emission Data (approximately) 排放數據 (約)	Unit 單位
Direct Greenhouse Gas Emissions 直接溫室氣體排放	59	tCO ₂ e 噸二氧化碳當量
Indirect Greenhouse Gas Emissions 間接溫室氣體排放	3,483	tCO ₂ e 噸二氧化碳當量
Greenhouse Gas Emissions in Total 溫室氣體排放總額	3,542	tCO ₂ e 噸二氧化碳當量
Greenhouse Gas Emissions in Intensity 溫室氣體排放密度	10.6	tCO ₂ e/number of employees 噸二氧化碳當量／在職員工人數

The Group proactively makes its great efforts to reduce greenhouse gas emissions by improving our production process.

本集團積極致力於通過改善我們的生產過程來減少於我們製造過程中所產生的溫室氣體排放。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

ENVIRONMENTAL (CONT'D)

A(I) EMISSION (Cont'd)

Waste Management

The Group promotes the “3-R” concept which aims at minimizing, to the extent practicable, the amount of wastes produced during the course of the Group's business operations.

The term “3-R” represents:

	Concept 理念	Practice 實踐
(a)	Reduction 減廢	Reducing the volume of daily wastes generated to the extent practicable, by using alternative materials, processes and procedures 透過使用替代材料、流程及程式於切實可行的情況下減少產生日常廢棄物的數量
(b)	Reuse 循環再用	Reusing wastes generated and returning unused materials 循環再用產生的廢棄物及歸還未使用的材料
(c)	Recycling 循環再造	Converting waste materials into usable materials or extracting useful substances from them, such as recycling packaging material and paper 將廢料轉換為可用材料或自其中提取有用物質，例如循環再造包裝材料及紙張

Due to the nature of the Group, various hazardous wastes and non-hazardous wastes are generated during our production process. During the year ended 31 December 2018, the quantity of these wastes was as follows:

Waste 廢棄物	Quantity (approximately) 數量 (約)	Unit 單位
Hazardous 危險	1	Tons 噸
Non-hazardous 非危險	15	Tons 噸

Hazardous wastes are strictly segregated from non-hazardous wastes for proper collection and treatment purpose. Hazardous wastes are collected with leakage-proof containers (e.g. scrap metal bucket) to avoid leakage during transfer. A hazardous wastes warehouse is established for collection and classified storage of hazardous wastes. Licensed waste collectors have been engaged for disposal of hazardous wastes.

The Group does not involve in any material discharge of industrial sewage. Domestic wastewater will be discharged into the municipal pipe network after being processed.

General compliances

In summary, to the best of our Directors' knowledge, there was no material non-compliance with the applicable local rules and regulations relating to air emissions, greenhouse gas emissions, water discharges, and generation of hazardous and non-hazardous wastes in all material aspects.

環境 (續)

A(I) 排放物 (續)

廢棄物管理

本集團推行「3-R」理念，旨在於切實可行的情況下減少本集團在業務經營過程中所產生的廢棄物數量。

「3-R」指：

鑒於本集團的業務性質，各種危險廢棄物及非危險廢棄物於我們生產過程中所產生。截至二零一八年十二月三十一日止年度，本集團廢棄物總數量見下表：

危險廢棄物與非危險廢棄物嚴格分開以供妥善收集及處理。危險廢棄物會使用防漏容器（如廢金屬桶）收集，以避免轉移過程中出現洩漏。危險廢棄物倉庫亦會建立以收集及分類儲存危險廢棄物。持牌廢棄物收集商已委聘去棄置危險廢棄物。

本集團不涉及任何重大工業廢水排放。生活廢水經處理後才排入市政管網。

一般合規

概括而言，就董事所深知，於所有重大方面並無違反與氣體排放、溫室氣體排放、廢水排放以及產生有害及無害廢棄物相關的適用當地法規及規例。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

ENVIRONMENTAL (CONT'D)

A(II) USE OF RESOURCES

The main resources used by the Group in the production process are electricity, water and paper. In order to be an environmentally responsible corporation, the Group strives to improve the efficiency and effectiveness of resources consumption in the production process for minimisation of wastage and avoidance of excessive usage of precious resources.

During the year ended 31 December 2018, to the best knowledge of our Directors' knowledge, we believe that there is no material issue in sourcing water that is fit for purpose.

During the year ended 31 December 2018, the energy consumption by type in total of the Group are showed as below:

Direct/Indirect Energy by Type 直接／間接能源之種類	Data (approximately) 數據(約)	Unit 單位
Gasoline 汽油	21,786	litre 公升
Electricity 電力	4,418,484	kWh 千瓦時
Water 水	10,725	m ³ 立方米

The Group is conscious of environmental protection. Further details of which are disclosed in the section "The Environment and Natural Resources" below.

Use of Packaging Materials

The Group mainly uses paper boxes and plastic bags as packing material for our products. During the year ended 31 December 2018, the Group purchased 86 tonnes of packaging material for sales of our products. If possible, we would aim to increase the effectiveness of packaging material through continuous examination of using lighter and environmental-friendly packaging materials from the market.

環境(續)

A(II) 資源使用

本集團在生產過程中使用的主要資源為電力、水及紙張。為矢志成為一家對環境負責的企業，本集團致力改善資源使用效率和效益，以減少在生產過程中浪費及避免過度使用寶貴的資源。

截至二零一八年十二月三十一日止年度，就董事所深知，我們於尋求適用水源方面並無重大問題。

截至二零一八年十二月三十一日止年度，本集團各能源總消耗概況如下：

本集團注重環保，其進一步之詳情已於以下「環境及天然資源」一節中披露。

包裝材料使用

本集團主要使用紙盒及膠袋作為我們產品的包裝材料。截至二零一八年十二月三十一日止年度，本集團就銷售產品採購了86噸包裝材料。如可能，我們會以透過於市場上不斷審視更輕便及環保的包裝材料為目標，以提升包裝材料的效用。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

ENVIRONMENTAL (CONT'D)

環境 (續)

A(III) THE ENVIRONMENT AND NATURAL RESOURCES

A(III) 環境及天然資源

Environment protection is the responsibility of every staff in the Group. The Group is committed to sustainable development and delivering our premium and quality products in a manner with minimal impact to the environment resulting from our business activities.

本集團每一名員工均有對保護環境的責任。本集團致力於可持續發展及提供高端及優質產品過程中，將我們的業務活動對環境所造成的影響減至最低。

Apart from those details disclosed in the section "Emissions" and "Use of Resources" above, the Group also continuously implements "green" concept with the following measures:

除了於以上「排放物」及「資源使用」一節中披露之詳情外，本集團亦通過以下措施不斷實施「綠色」理念：

- Office Power Saving: Policy to turn off lights when not in use, air-conditioning temperature control, printer and computer hibernation management, shut down of lights and computers during lunch break, etc.
- Paper Saving: Implement paperless office, use email and online signature system for document review, signing and communication where possible, reduce the frequency of printing and/or copying, and reduce the use of office paper. If necessary, employees are also encouraged to re-use paper and conserve paper usage by printing double-sided to the extent practicable.
- Increase equipment and vehicle efficiency: Arrange for the equipment and vehicles to undergo regular maintenance in order to improve their performance and dispose high energy consumption equipment as part of the efforts to conserve resources at source
- Reduce the Use of Bottled Water: Provide drinking water supply equipment at all production bases for the use by factory employees, meetings and visitors. Employees are encouraged to bring along their own reusable cups to reduce the use of bottles.

- 辦公室節電：落實於無需使用隨手關燈措施、空調溫度控制、列印機與電腦休眠管理、午休時間關燈及關機等。
- 節約用紙：推行無紙化辦公，盡可能使用電子郵件與線上簽核系統進行文件審閱、簽發與溝通，減少列印及／或影印頻率，及減少辦公室用紙。如必須用紙，集團亦鼓勵員工在切實可行情況重用紙張及採用雙面列印。
- 提升設備及車輛效能：安排設備及車輛進行定期保養以提升其效能及處置高耗能設備，努力從源頭上節約資源。
- 減少使用瓶裝水：生產基地廠區皆設置有飲用水設備，提供各區生產基地內員工、會議與訪客等需求使用。鼓勵員工自備可重複使用的杯具，減少瓶裝水使用。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL

EMPLOYMENT AND LABOUR PRACTICES

B(I) EMPLOYMENT

The Group has set up a comprehensive set of human resource policies stipulating rules on recruitment, compensation, training, welfare, promotion guidelines and dismissal. In order to safeguard benefits for the employees, the Group abides by Labor Law of the PRC (中華人民共和國勞動法), Labor Contract Law of the PRC (中華人民共和國勞動合同法), the Employment Ordinance of Hong Kong (香港僱傭條例) and employment laws applicable to relevant jurisdictions where operations are located. Labor contracts or employment agreements are entered into between the Group and the employees. Moreover, the Group regularly monitors information related to employment to prevent non-compliance with labor laws and regulations.

In order to increase efficiency in hiring and to ensure consistency and compliance in the recruitment and selection process, as well as to promote fair opportunities to each candidate, the Group has detailed recruitment policies in place. An objective and carefully documented recruitment process will ensure that any discrimination risks are minimized and will give us the best possible chance of identifying the right candidate. Regardless of nationality, gender, age, race, religious belief or disability, etc, candidates with relevant professional qualifications and working experience receive equal consideration for employment.

The Group provides our employees “5 Insurances and 1 Pension”, business trip allowance, birthday allowance, wedding allowance, body check, and holiday allowance. Employees are entitled to national holidays, company holidays, annual leave, funeral leave, marital leave, maternity leave and sick leave as well. In addition, The Group also adopted measures, such as distributing gifts and benefits, as well as holiday lengthening, to further enhance the benefits system and its staff satisfaction.

社會

僱傭及勞工常規

B(I) 僱傭

本集團已就僱傭、薪酬、培訓、福利、晉升指引及解僱設立一套全面的人力資源政策規定。為保障僱員福利，本集團遵守中華人民共和國勞動法、中華人民共和國勞動合同法、香港僱傭條例及營運所在地司法機構的適用僱傭法律。勞動合同或僱傭協議乃由本集團與僱員訂立。此外，本集團定期監察僱傭相關資訊以避免不符合勞動法律及法規事宜。

為了提高招聘僱員的效率，並確保招聘及甄選過程中的一致性、合規性，以及為每位候選人提供公平的機會，本集團已確立詳細的招聘政策。客觀且小心記錄的招聘程式確保降低任何歧視風險，並為我們物色合適候選人提供最佳機會。不論國籍、性別、年齡、種族、宗教信仰或殘障等，具備相關專業資格及工作經驗的求職者在招聘過程中均享有平等對待。

本集團為僱員提供「五險一金」、差旅津貼、生日津貼、結婚津貼、體檢及假日津貼。僱員亦可享受國家法定節假日、公司假期、年假、喪假、婚假、產假和病假。此外，本集團亦採取派發禮品及福利以及延長假期等措施，進一步提升福利制度及員工滿意度。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL (CONT'D)

EMPLOYMENT AND LABOUR PRACTICES (CONT'D)

B(1) EMPLOYMENT (Cont'd)

The Group actively recruits talents in a fair and equitable manner through social media such as online platforms and newspaper advertisements. Across the Group's diversified business portfolio, as of 31 December 2018, the Group has a workforce of 334 in a number of locations in the PRC and Hong Kong. The composition of staffs is as follows:

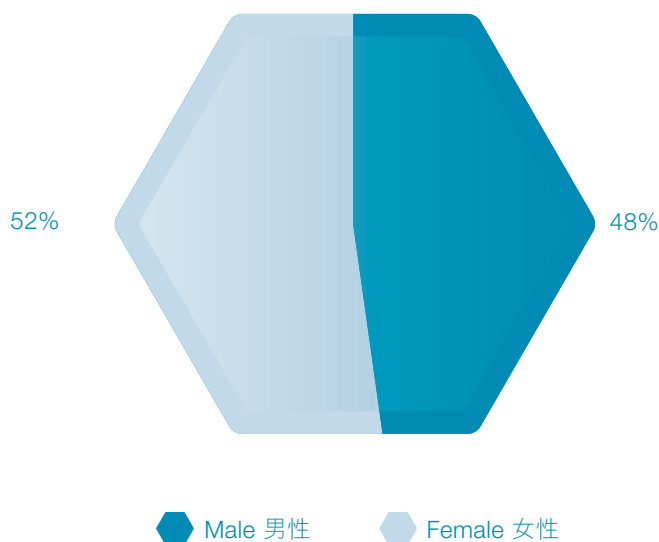
社會 (續)

僱傭及勞工常規 (續)

B(1) 僱傭 (續)

本集團積極利用線上平臺及報章廣告等社會媒體公平公正地招募人才。在本集團多元化的業務組合中，本集團截至二零一八年十二月三十一日已在中國及香港聘有334名員工。員工組成如下：

TOTAL WORKFORCE BY GENDER
按性別劃分的員工總數



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL (CONT'D)

EMPLOYMENT AND LABOUR PRACTICES (CONT'D)

B(l) EMPLOYMENT (Cont'd)

Categorized by employee's gender, male employees accounted for approximately 48% and female employees accounted for the remaining 52%. The Group believes in equality of opportunity and treatment between male and female employees because it is just and fair and promotes good business and better performance. The Group recognizes that equality at work between male and female employees means (a) discrimination is not existed in the recruitment process to get the best candidates for the appropriate vacancies ; and (b) equality of opportunity in providing assignments based on candidate's merit and choice.

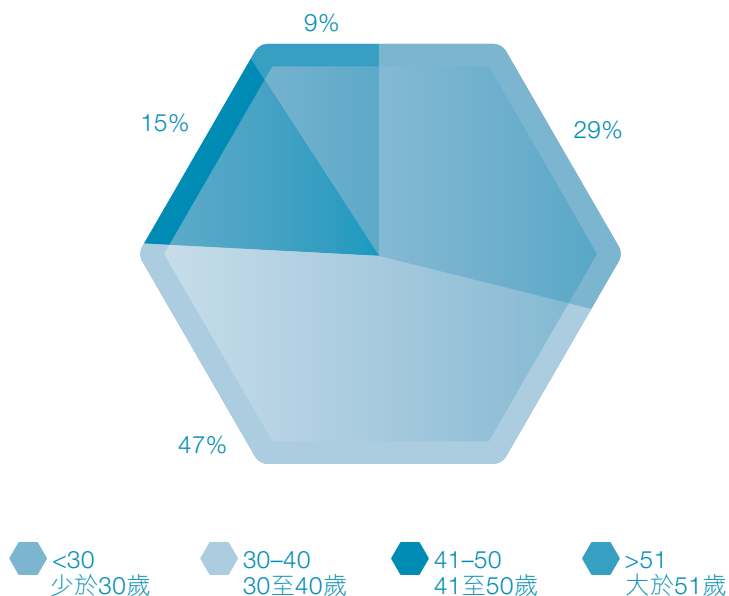
社會 (續)

僱傭及勞工常規 (續)

B(l) 僱傭 (續)

按僱員性別分類，男性僱員佔約48%，而女性僱員佔餘下52%。本集團認為男女僱員之間的機會及待遇平等，屬公平公正並促進良好業務發展及更佳表現。本集團認可男女僱員間工作中的平等指(a)招聘過程中不存在歧視，以就適當的空缺錄取最佳候選人；及(b)分派任務時根據候選人的才能及意願為候選人提供平等的機會。

TOTAL WORKFORCE BY AGE
按年齡劃分的員工總數



As for employee distribution by age, aged below 30 accounted for approximately 29%; aged 30 to 40 accounted for approximately 47%; aged 41 to 50 accounted for approximately 15%; and aged above 51 accounted for approximately 9%.

按僱員年齡分類，30歲以下佔約29%；30至40歲佔約47%；41至50歲佔約15%；及51歲以上佔約9%。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL (CONT'D)

社會 (續)

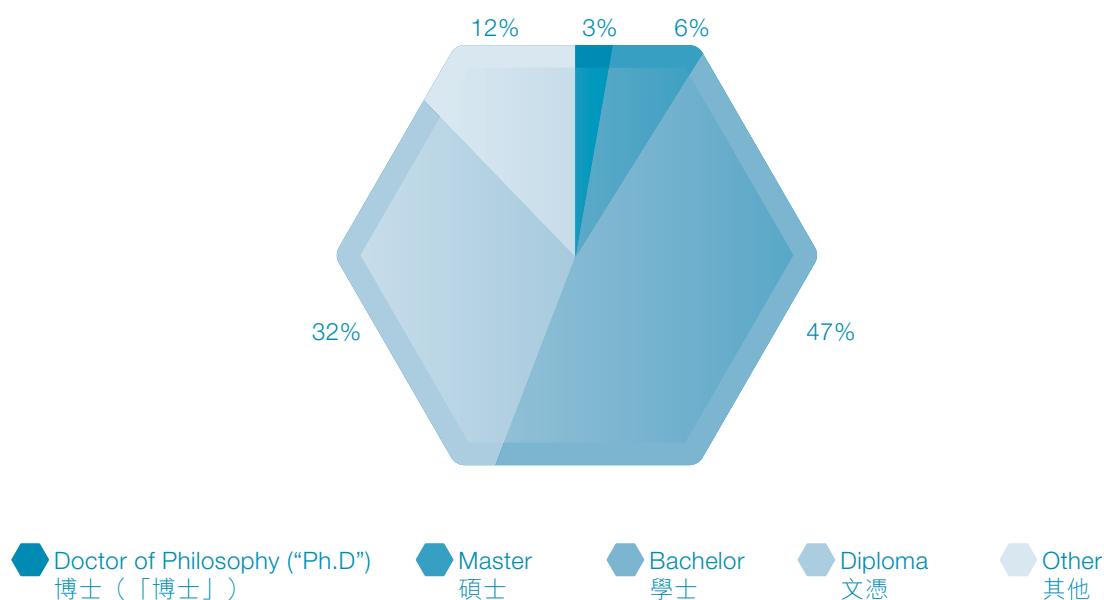
EMPLOYMENT AND LABOUR PRACTICES
(CONT'D)

僱傭及勞工常規 (續)

B(1) EMPLOYMENT (Cont'd)

B(1) 僱傭 (續)

TOTAL WORKFORCE BY EDUCATION
按教育水平劃分的員工總數



Professionals in different fields are the Group's precious assets. Categorized by education level, employees with Ph.D background accounted for approximately 3% of the total number of employees; employees with Master degree accounted for approximately 6%; employees with Bachelor degree accounted for approximately 47%; employees with diploma accounted for approximately 32%; and others accounted for the remaining 12%.

各個領域的專業人才是本集團的寶貴資產。按教育水準分類，擁有博士學歷的僱員佔僱員總數的約3%；擁有碩士學位的僱員佔約6%；擁有學士學位的僱員佔約47%；擁有畢業文憑的僱員佔約32%；而其他僱員佔餘下12%。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL (CONT'D)

EMPLOYMENT AND LABOUR PRACTICES (CONT'D)

B(III) HEALTH AND SAFETY

Safe, effective and cozy workplace is essential to support the precious asset, employees. To create a safe working environment, the Group has established safety policies on the prevention and remediation of safety accidents, and detection on potential safety hazards in workplace, including regular safety inspections and launch of safety promotion and safety training.

To mitigate the health and safety risk during production and R&D processes, protective equipment would be provided to operating employees, such as protective suit, glove, mask etc.

Our staffs are briefed and trained with safety and environmental knowledge regularly to ensure that everyone understands the risk of the task they are involved, has safety and environmental consciousness and is familiar with safety and environmental precaution measures.

Hazardous materials and wastes are handled separately with great care. Emergency and evacuation procedures for fire were established for timely and orderly response to any major safety accidents.

The Group monitors the workplace safety continuously, and performs a regular examination of workplace safety hazards. To ensure the effectiveness of fire emergency control, the Group appointed a third-party institute to test its fire alarms and inspect its fire safety equipment.

During the year ended 31 December 2018, to the best knowledge of our Directors' knowledge, there was no occurrence of any fatal accident.

社會 (續)

僱傭及勞工常規 (續)

B(III) 健康及安全

安全、有效及舒適的工作環境對於支持本集團的寶貴資產，僱員至關重要。為建立安全的工作環境，本集團已制定安全政策以預防及治理安全事故，並檢測工作場所潛在安全隱患，包括定期進行安全檢查和實施安全的宣傳和培訓。

為減低生產及研發過程中的健康與安全之風險，防護裝備亦已提供給操作員工，如保護服、手套、口罩等。

我們的員工均已定期進行簡介及傳授安全及環境知識，以確保所有人均瞭解彼等的工作之風險，並具備安全及環境意識及熟悉安全及環境預防措施。

危險物料及廢棄物已謹慎處理及分開。火災之緊急及疏散程式均已建立，以便及時有序地應對任何重大安全事故。

本集團持續監控工作場所安全，及對工作場所安全風險進行定期檢查。為確保對火災應急監控的有效性，本集團已聘請協力廠商機構對其火警控制器進行測試，及檢查其消防器材。

截至二零一八年十二月三十一日止年度，就董事所知，並無發生任何致命意外。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL (CONT'D)

EMPLOYMENT AND LABOUR PRACTICES (CONT'D)

B(III) DEVELOPMENT AND TRAINING

The Group recognizes the importance of empowerment through development and training in the Group. Equipping employees with the appropriate knowledge not simply benefits the long-term development, but the society as a whole.

The Group has devised training schedule to provide different types of trainings to employees every year. The categories include personnel, finance, medical instruments, environmental management and fire safety. Through education and training, the Group can enable its employees to enhance their personal qualities, strengthen their working skills and reinforce the team performance. Moreover, employees can grow with the Group by realising their own values on the basis of their personal interest and expertise.

Besides, all employees are subject to regular performance and career development appraisal in order to ensure the efficiency and quality of our employees and to foster the stable development of the Group.

Promotions are made in accordance with the needs from the Group's business development and the employees' competence. Vacancies of the Group's internal management positions will be filled up internally by promoting the most qualified employees within the Group. This offers the employees with the opportunities for promotion and enhances the efficiency of the Group.

B(IV) LABOUR STANDARDS

As the Group strictly adhered to the Law of the PRC on the Protection of Minors (中華人民共和國未成年人保護法), the Employment Ordinance of Hong Kong and other laws and regulations in all aspects, the Group does not permit forced labour or child labour under any circumstances. All new employees' identification card should be checked before they entry the Group to ensure their age meets requirements of laws and regulations.

During the year ended 31 December 2018, to the best knowledge of our Directors' knowledge, we did not identify any material non-compliance or breach of relevant laws and regulations in child labour and forced labour.

社會(續)

僱傭及勞工常規(續)

B(III) 發展及培訓

本集團深明僱員發展與培訓對本集團之重要性，提升僱員適當的知識，不但有利於本集團的長遠發展，對整個社會亦有莫大裨益。

集團每年會訂立培訓計劃表，提供不同種類培訓予員工，其分類涵蓋人事、財務、醫療器械、環境管理、消防安全等多方面。本集團可通過教育訓練，令員工提升個人素養，增長工作技能，增加團隊績效，而員工亦可在基於個人興趣與專長的基礎上實現自身價值，與集團的一同成長。

另外，本集團所有員工需接受定期業績和職業發展考評，以確保員工之工作效率及品質能協助本集團得以平穩發展。

本集團按照業務發展所需及員工能力晉升，對出缺的管理崗位，本集團會按政策和慣例盡可能提拔晉升最具資格的現有員工，這可給予員工晉升機會及提高集團的效率。

B(IV) 勞工準則

本集團於各個方面均嚴格遵守中華人民共和國未成年人保護法、香港僱傭條例及其他法律及法規，在任何情況下本集團均不允許強迫勞工或聘請童工。所有新僱員於聘入本集團前均須核查其身份證，以確保彼等符合相關法律及法規的規定。

截至二零一八年十二月三十一日止年度，就董事所深知，我們於使用童工和強制勞工方面並無發現任何重大不合規或違反法律及規例的事項。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL (CONT'D)

OPERATING PRACTICES

B(V) SUPPLY CHAIN MANAGEMENT

Suppliers are the Group's long-term business partners. Stability, safety and effectivity of product quality is directly influenced by the selection of suppliers. To effectively manage the supply chain, the Group has developed a comprehensive system for assessing new and existing suppliers. The Group has further regulated the operational procedures of evaluation and approval for main suppliers, and clarified the suppliers' qualification, selection principle, quality evaluation methods, evaluation standard, and approval procedure for main supplier. The Group requires suppliers to comply with local laws and regulations in all aspects. Most of the supplies of the Group are procured from the PRC. The PRC government has strict laws and regulations governing social and environmental risks.

Agency Contracts Management

The majority of the Group's business and product distribution are relied on agents to introduce and promote the products to hospitals for sale. Therefore, the management of the agents is very crucial to the Group. To avoid inefficiencies in agents and to strengthen the sales performance, the Group has tailor-made contracts for each agent in accordance with its selling ability and respective target customers in the PRC. The contracts clarify the province or area in which the agents are responsible for, as well as the hospitals they cooperate with. The contracts also list out the compensation they get, and the sales amount that is targeted to be achieved during the contract period. The Group will evaluate agents from time to time following their performance against the contract terms. The Group believes that the management of agency contracts can help to control the quality of agents and to implement the business strategy efficiently.

社會(續)

營運慣例

B(V) 供應鏈管理

供應商是本集團的長期業務合作夥伴。供應商的甄選直接影響產品質量的穩定性、安全性及有效性。為有效管理供應鏈，本集團已建立一套全面的評估系統去評估新進及現有供應商。本集團已制定供應商管理政策，對主要供應商的評估及審批操作程式進行規範，明確對主要供應商的供應商品質要求、甄選原則、質評方法、評價標準及審批程式。本集團要求供應商在各個方面遵守當地法律及法規。本集團用品大部份是從中國採購。中國政府制定有嚴格的社會及環境風險監管法律法規。

代理合約管理

本集團大部分的業務及產品分銷依賴於代理商向醫院引薦及推廣產品以供銷售。故此，代理商的管理對本集團而言至關重要。為避免代理商效率低下並提升其銷售表現，本集團根據代理商的銷售能力及其在中國的目標客戶為各代理商量身定制合約。合約明確了代理商負責的省份或區域，及彼等可以合作的醫院。合約亦載列出彼得獲得的報酬及合約期內須達致的目標銷售額。本集團將不時根據合約條款評估代理商的表現。本集團認為，對代理合約的管理有助於控制代理商的質量，並有效實施業務策。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL (CONT'D)

OPERATING PRACTICES (CONT'D)

B(VI) PRODUCT RESPONSIBILITY

The Group strives for products and services excellence across all the business activities. To protect the samples from contamination in the laboratory, the Group has devised procedures for operations in the laboratory. The Group also requires the laboratory technicians to wear protection suits and to regularly clean and disinfect the laboratory equipment, in order to maintain workplace hygiene and prevent the cross-contamination of the products.

Apart from the hygiene control in laboratory, the Group also understands the importance of an accurate testing result. Thus, the Group has developed policies in relation to the management and maintenance of laboratory equipment, especially the calibration of laboratory equipment. Our equipment is calibrated externally by professionals and internally when necessary to ensure its accuracy. Qualified personnel is assigned to each equipment for the daily management and maintenance, to make sure equipment that we are using is in good condition. Damaged equipment will not be used until they are fixed by the suppliers.

Also, listening to customers about their experiences with products and services is the key to the Group's success. The Group constantly interacts with customers by reviewing their enquiries and feedback so that performance can be tracked regularly. Also, the Group is dedicated to provide after-sale maintenance and operational technical supporting services to customers. Training is provided to employees in offering comprehensive services to customers.

Health and safety

Being a responsible corporation, being accredited with the ISO 13485:2016 Quality Management Certificate, we strictly monitor the quality of our products, and the safety issues in using our products.

We are committed to complying with local rules and regulations on product safety, and protecting consumers' health on using our products. In accordance with the requirement of the ISO 13485:2016, the Group implements stringent internal rules and procedures for quality check during its production process. Any non-conformity products must be handled properly, including proper labelling and recording.

社會 (續)

營運慣例 (續)

B(VI) 產品責任

在業務經營中，本集團不斷在產品及服務上精益求精。為避免實驗室樣本受污染，本集團就實驗室運作制定程式。本集團亦規定實驗室技術人員穿著防護服及定期清潔消毒實驗室設備，以維持工作場所衛生及防止產品交叉污染。

除控制實驗室的衛生狀況外，本集團亦瞭解到準確測試結果的重要性。因此，本集團已制定有關政策，管理及維護實驗室設備（特別是實驗室設備校準工作）。我們的設備由專業人士進行外部校準工作，有需要時本集團內部人員亦會做校準工作，確保設備的準確度。合資格人員獲指派對各項設備進行日常管理及維護，確保我們使用的設備保持良好狀況。損壞的設備需由供應商修理後方可使用。

聆聽客戶對產品及服務的體驗是本集團成功的關鍵。本集團透過檢討客戶查詢及反饋與客戶保持互動，定期追蹤表現。本集團亦悉心為客戶提供售後維護及營運技術支援服務，並對僱員進行培訓，務求為客戶提供全面的服務。

健康與安全

作為負責任的企業，亦已獲得 ISO 13485:2016 質量管理認證，我們嚴格監控其產品的質量，以及使用我們產品的安全問題。

我們致力遵守當地的產品安全規則及規例，以保護消費者在使用我們產品時之健康。本集團按照 ISO 13485:2016 品質管理體系的要求，在生產過程中嚴格執行內部規則和程序作為質量檢查。任何不合格產品必須妥善處理，包括正確的標籤和記錄。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL (CONT'D)

OPERATING PRACTICES (CONT'D)

B(VI) PRODUCT RESPONSIBILITY (Cont'd)

Advertising

The Group understands our customers' rights and is committed to providing accurate product and service information for customers in connection with their purchase or consumption decision. The Group requires careful review of advertising materials to protect customers' interest.

Labelling

The Group is committed to providing sufficient and accurate information and product label to customers and considers that it is an extended responsibility of product safety management. The Group provides clear and simple instructions, including the danger, precaution measures and emergency treatment of products and contact information.

Privacy matters

The Group has stringent measures in place to protect operational and customer data privacy. Non-disclosure agreements are signed by all suppliers. A systematic approach is implemented internally to ensure that only designated employees have access to sensitive and confidential information.

In view of the customer confidential information, the Group implemented a strict confidentiality system. According to the system, the Group should enter into a confidentiality agreement with the client who provides the confidential information. Meanwhile, for ensuring no betraying confidential matters, risk control department of the Group is responsible for investigating the confidential information to delimit secrecy scope and ascertain information-security. The Group also provides employees with education regarding confidentiality, including specifies the confidentiality obligation of employees in employee manual.

社會 (續)

營運慣例 (續)

B(VI) 產品責任 (續)

廣告

本集團瞭解客戶權益，矢志為客戶提供準確產品及服務資訊，供彼等於購買或使用時參考。本集團要求仔細審查廣告材料，保障客戶權益。

標籤

本集團重視為客戶提供充分和正確的安全資料和產品標籤，並視之為產品安全管理的一個延伸責任。本集團提供清晰易明的說明，包括說明產品的危險性、預防措施、應急處理和聯絡方法。

隱私事宜

本集團已制定有嚴格的措施保護營運數據及客戶資料的私隱。所有供應商均已簽署保密協議。集團內部有系統地執行有關措施，確保僅指定僱員可取閱敏感及保密資料。

本集團對獲悉的客戶機密資料實施嚴格的保密制度。根據該等制度，對於提供機密資料的客戶，本集團會與其簽訂相關的保密協定。同時，集團的風險管控部門負責審核該等資訊，劃定保密範圍及確定相應的保密措施，以保證客戶機密資料不發生外泄的情況。本集團亦為員工提供保密教育，包含在員工手冊中載明員工的保密義務。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL (CONT'D)

OPERATING PRACTICES (CONT'D)

B(VI) PRODUCT RESPONSIBILITY (Cont'd)

Methods of redress

Although the Group ensure the quality of our products and services, at the same time, it requires that products with quality issues should be returned or compensated in accordance with terms of sales contracts. Return, recall, or compensation of products is required to be offered to all customers who are affected with consistent treatment and procedures.

During the year ended 31 December 2018, to the best knowledge of our Directors' knowledge, we did not identify any material issues on product health and safety, advertising, labelling, privacy matters and methods of redress.

B(VII) ANTI-CORRUPTION

To ensure honest, loyal behaviour and ethical conduct among employees, the Group has adopted code of ethics and anti-corruption regulations, so as to enable employees' conducts and behaviours to be monitored throughout daily operations. The Group performs annual self-evaluation to look at the implementation of code of ethics and relevant regulations, the objective of which is to ensure the thoroughness and consistency in actual operations and management practices, with a view to balancing and safeguarding interests of the stakeholders and establishing long-term partnerships. The Group employs independent auditors to carry out external audits on the Group, aiming at preventing corruptive behaviours within the Group through internal supervision and external audits.

During the Reporting Period, the Group was not aware of any material non-compliance with any relevant standards, rules, codes and regulations. There were no complaints of corruption against the Group or any of the Group's employees during the Reporting Period.

社會 (續)

營運慣例 (續)

B(VI) 產品責任 (續)

補救方法

儘管本集團確保產品及服務品質，本集團同時要求按照銷售合約條款退還或補償存在質量問題的產品。本集團規定以一致的方式及程序向所有受影響客戶進行產品退還、召回或賠償。

截至二零一八年十二月三十一日止年度，就董事所深知，我們於產品健康與安全、廣告、標籤及私隱事宜以及補救方法方面並無發現任何重大違規事項。

B(VII) 反貪污

為確保僱員的誠實、忠誠行為及道德操守，本集團已採納道德守則及反貪污法規，以使僱員的行為及態度於整個日常營運中均受到監察。本集團進行年度自我評估以檢查道德守則及相關條例的落實情況，其目的旨在確保實際營運及管理慣例得到完全一致的履行，從而平衡及保障持份者的利益及建立長期夥伴關係。本集團委聘獨立核數師以對本集團進行外部審核，藉以透過內部監督及外部審核，防止本集團內出現貪污行為。

於報告期間內，本集團並不知悉有任何重大未遵守有關標準、規則、守則及規例的情況。於報告期間概無針對本集團或本集團任何僱員有關貪污的投訴。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2018

二零一八年環境、社會及管治報告

SOCIAL (CONT'D)

COMMUNITY

B(VIII) COMMUNITY INVESTMENT

Community

With the market's focus on corporate behaviour, the short-sighted behaviour of maximizing financial returns to shareholders is no longer the management goal of business. The Group stays proactive in fulfilling the responsibilities as a corporate citizen of the community.

As a responsible corporation, the Group is committed to extending the efforts from own operation to the wider society. The Group believes that staff members are the core value makers in the society. The Group will continue to pool the strengths and commit itself in increasing community participation, balance of interests of stakeholders and strives to build a corporate-community relationship that promotes harmony, security and prosperity.

Although the Group has not established and documented a specific community policy, social care is deep-seated in the Group's corporate culture. Employees are encouraged to participate in various charitable events and community service.

社會 (續)

社區

B(VIII) 社區投資

社區

隨著市場對企業行為的關注，追求最大財務績效以回饋股東此一短視行為已經不是業務管理的目標。本集團積極履行作為一家企業公民於社區的責任。

作為負責任的企業，本集團矢志在發展自身業務營運的同時，將更多精力投放於更為廣闊的社會當中。本集團相信員工是為社會創造價值的核心力量。本集團將繼續集眾人力量，增加社區參與，平衡持份者的利益，致力構建推動和諧、安全及繁榮的企業與社區關係。

儘管本集團並未訂立及記錄具體的社區政策，但關懷社會的概念已深深植根於本集團的企業文化當中。本集團鼓勵僱員參與各類慈善活動及社區服務。

DIRECTORS' REPORT

董事會報告

The Directors present to the Shareholders the Company's annual report and audited consolidated financial statements for the year ended 31 December 2018 (the "Reporting Period").

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are engaged in the R&D of bio- medical and healthcare products, and medical techniques; the provision of the production and sales of tissue engineering products and its related by-products; as well as sales and distribution of medical products and equipment. In accordance with Schedule 5 of Hong Kong Companies Ordinance, further discussion and analysis of these activities including a discussion of the principal risks and uncertainties facing by the group and an indication of likely future developments in the group's business and an analysis using financial key performance indicators, can be found in the Management Discussion and Analysis set out on pages 8 to 58 and notes 40 and 44 to the consolidated financial statements of this report, which form part of this directors' report.

BUSINESS REVIEW

A fair review of the Group's business during the Reporting Period as well as discussion and analysis of the Group's performance under review and the material factors underlyings its financial performance and financial position are provided in sections headed "Chairman's Statement" on pages 6 to 7 and "Management Discussion and Analysis" on pages 8 to 58 of the annual report and the notes to the consolidated financial statements.

RESULTS AND DIVIDENDS

Results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on page 138.

The Directors do not recommend the payment of a final dividend.

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the past five financial years is set out on page 268.

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Period are set out in note 31 to the financial statements.

董事謹此向股東提呈本公司截至二零一八年十二月三十一日止年度（「報告期間」）之年報及經審核綜合財務報表。

主要業務

本公司乃一間投資控股公司，其附屬公司之主要業務為從事生物醫學和醫療保健產品及醫療技術之研發；提供組織工程產品及其相關副產品的生產及銷售；以及銷售及分銷醫療產品及設備。根據香港公司條例附表5，該等業務的進一步討論及分析包括有關本集團面臨的主要風險及不明朗因素的討論以及本集團業務的未來可能發展動向以及使用財務關鍵績效指標的分析，載於本報告第8頁至58頁的管理層討論及分析中及綜合財務報表內附註40至44，其構成本董事會報告的一部分。

業績回顧

有關本集團報告期間業務之公允審查以及對本集團回顧年度的業績與其財務業績及財務狀況相關的重大因素之討論及分析載於本年報第6頁至第7頁之「主席報告」及第8至第58頁之「管理層討論及分析」以及綜合財務報表附註。

業績及股息

本集團截至二零一八年十二月三十一日止年度之業績載於第138頁之綜合損益及其他全面收入表內。

董事並不建議派發末期股息。

財務摘要

本集團過去五個財政年度之業績以及資產與負債摘要載於第268頁。

股本

本公司股本於報告期內之變動詳情載於財務報表附註31內。

DIRECTORS' REPORT

董事會報告

RESERVES

The Company's reserves available for distribution to Shareholders as at 31 December 2018 amounted to approximately HK\$170,817,000 (2017: HK\$2,051,657,000).

Details of movements in the reserves of the Group and the Company during the Reporting Period are set out in the consolidated statement of changes in equity on page 142 and note 33 to the financial statements, respectively.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Reporting Period are set out in note 14 to the financial statements.

DIRECTORS

The Directors during the year and up to the date of this report are:

Executive Directors

Ray Yip	(Chairman of the Board) (appointed as Chairman of the Board with effect from 3 December 2018)
Wang Xuejun	(Chief Executive Officer) (appointed as executive Director and Chief Executive Officer with effect from 3 September 2018)
Chen Chunguo	(resigned with effect from 6 July 2018)

Non-Executive Directors

Cui Zhanfeng	(resigned with effect from 1 June 2018)
Xiong Chengyu	(resigned with effect from 1 June 2018)

Independent Non-Executive Directors

Chan Bing Woon	
Wong Yiu Kit Ernest	
Fang Jun	
Pang Chung Fai Benny	(resigned with effect from 1 June 2018)

In accordance with article 116 of the Company's articles of association, Dr. Ray Yip and Mr. Wong Yiu Kit Ernest shall retire from office by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with article 99 of the Company's articles of association, Mr. Wang Xuejun shall hold office until the forthcoming annual general meeting and, being eligible, offer himself for re-election.

儲備

於二零一八年十二月三十一日，本公司可供分派予股東之儲備約為170,817,000港元（二零一七年：2,051,657,000港元）。

本集團及本公司於報告期內之儲備變動詳情，分別載於第142頁之綜合權益變動表及財務報表附註33。

物業、廠房及設備

本集團於報告期內有關物業、廠房及設備之變動詳情載於財務報表附註14內。

董事

於年內及截至本報告日期止之董事如下：

執行董事

葉雷	(董事會主席) (自二零一八年十二月三日起獲委任為董事會主席)
王學軍	(行政總裁) (自二零一八年九月三日起獲委任為執行董事兼行政總裁)
陳春國	(自二零一八年七月六日起辭任)

非執行董事

崔占峰	(自二零一八年六月一日起辭任)
熊澄宇	(自二零一八年六月一日起辭任)

獨立非執行董事

陳炳煥	
黃耀傑	
方俊	
彭中輝	(自二零一八年六月一日起辭任)

根據本公司組織章程細則第116條，葉雷博士及黃耀傑先生須於應屆股東週年大會上輪值告退，惟符合資格並願意膺選連任。

根據本公司組織章程細則第99條，王學軍先生須留任至應屆股東週年大會，惟符合資格並願意膺選連任。

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' BIOGRAPHIES

Biographical details of the Directors and chief executives of the Company are set out on pages 59 to 62 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors and independent non-executive Directors has signed an appointment letter with the Company for a term of two years commencing from the date of appointment. After the expiry of the appointment letter(s), the Director(s) shall agree to continue to hold office as a Director, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. In the event that the Director(s) is successfully re-elected at the conclusion of the annual general meeting of the Company, the Director(s) shall enter into a supplemental letter with the Company for continuation of his/her appointment for a term of two years.

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

PERMITTED INDEMNITY PROVISION

During the Reporting Period, each Director is entitled to be indemnified out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain in or about the execution of the duties of his/her office or otherwise in relation thereto, save for matters in respect of his/her fraud or dishonesty.

DIRECTORS' INTERESTS IN CONTRACTS

Save as those set out in note 37 to the financial statements and under heading "CONNECTED TRANSACTIONS" in this report, none of the Directors had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Reporting Period.

董事及最高行政人員簡介

董事及本公司最高行政人員之簡介詳情載於本年報第59至第62頁。

董事之服務合約

每一位執行董事及獨立非執行董事已與本公司訂立聘任函，自委任日起計任期兩年。聘任函屆滿之後，董事可同意繼續留任為董事，惟須根據本公司之章程細則於本公司之股東週年大會上輪席退任及膺選連任。於本公司股東週年大會完結時，倘若董事膺選連任成功，董事將與本公司訂立補充函，延續其任期兩年。

擬於應屆股東週年大會上膺選連任之董事概無與本公司訂立於一年內不可由本公司無償（法定賠償除外）終止之服務合約。

獲准許之彌償條文

於報告期內，各董事就按本身之職位執行其職務時或與此有關或在其他方面與之相關者而可能蒙受或招致之所有法律行動、費用、指控、損失、損害及開支，可從本公司之資產及溢利獲得彌償保證，惟有關其本身之欺詐或不誠實事宜除外。

董事之合約權益

除財務報表附註37及本報告「關連交易」一節所載者外，概無董事直接或間接地於本公司或其任何附屬公司於報告期間所訂立且與本集團業務有關連之任何重大合約中擁有重大實益利益。

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS

Share Option Scheme

The share option scheme (the "Share Option Scheme") was adopted on 14 September 2011 for the primary purpose of providing incentives to directors and eligible employees of the Company.

The movement of share options under the share option scheme adopted by the Company on 14 September 2011 during the year ended 31 December 2018 was as below:

購股權

購股權計劃

於二零一一年九月十四日，本公司採納購股權計劃（「購股權計劃」），主要目的為向本公司董事及合資格僱員提供獎勵。

於截至二零一八年十二月三十一日止年度，本公司於二零一一年九月十四日採納之購股權計劃項下之購股權變動如下：

Movement of Share Options during the year ended 31 December 2018
截至二零一八年十二月三十一日止年度之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使	Granted	Exercised	Reclassified	Lapsed	Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
合資格人士	授出日期	行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份		已授出	已行使	已重新分類	已失效	
Directors 董事	16/9/2015 二零一五年九月十六日	0.45	16 September 2016 to 15 September 2017 (both days inclusive) (the "1st Period") 二零一六年九月十六日至二零一七年九月十五日 (包括首尾兩日) (「第一個期間」)	Up to 20% ("1st Options") 最多20% (「第一份購股權」)	13,920,000	NIL 無	NIL 無	(9,630,000)	(1,556,000)	2,734,000
			16 September 2017 to 15 September 2018 (both days inclusive) (the "2nd Period") 二零一七年九月十六日至二零一八年九月十五日 (包括首尾兩日) (「第二個期間」)	Up to 20% ("2nd Options") (together with any 1st Options which have not been exercised during the 1st Period) 最多20% (「第二份購股權」) (連同於第一個期間尚未行使之任何第一份購股權)						
			16 September 2018 to 15 September 2019 (both days inclusive) (the "3rd Period") 二零一八年九月十六日至二零一九年九月十五日 (包括首尾兩日) (「第三個期間」)	Up to 20% ("3rd Options") (together with any 1st and 2nd Options which have not been exercised during the 1st Period and 2nd Period) 最多20% (「第三份購股權」) (連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)						

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

Share Option Scheme (Cont'd)

購股權(續)

購股權計劃(續)

Movement of Share Options during the year ended 31 December 2018
截至二零一八年十二月三十一日止年度之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使	Granted	Exercised	Reclassified	Lapsed	Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
合資格人士	授出日期	行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份		已授出	已行使	已重新分類	已失效	
			16 September 2019 to 15 September 2020 (both days inclusive) (the "4th Period") 二零一九年九月十六日至二零二零年九月十五日 (包括首尾兩日) (「第四個期間」)	Up to 20% ("4th Options") (together with any 1st, 2nd and 3rd Options which have not been exercised during the 1st Period, 2nd Period and 3rd Period) 最多20% (「第四份購股權」) (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)						
			16 September 2020 to 15 September 2025 (both days inclusive) (the "5th Period") 二零二零年九月十六日至二零二五年九月十五日 (包括首尾兩日) (「第五個期間」)	Up to 20% ("5th Options") (together with any 1st, 2nd, 3rd and 4th Options which have not been exercised during the 1st Period, 2nd Period, 3rd Period and 4th Period) 最多20% (「第五份購股權」) (連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)						
	9/9/2016 二零一六年九月九日	0.291	9 September 2017 to 8 September 2018 (both days inclusive) (the "First Period") 二零一七年九月九日至二零一八年九月八日 (包括首尾兩日) (「第一個期間」)	Up to 20% ("First Options") 最多20% (「第一份購股權」)	8,700,000	NIL 無	NIL 無	(4,000,000)	(1,920,000)	2,780,000
			9 September 2018 to 8 September 2019 (both days inclusive) (the "Second Period") 二零一八年九月九日至二零一九年九月八日 (包括首尾兩日) (「第二個期間」)	Up to 20% ("Second Options") (together with any First Options which have not been exercised during the First Period) 最多20% (「第二份購股權」) (連同於第一個期間尚未行使之任何第一份購股權)						

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

Share Option Scheme (Cont'd)

購股權(續)

購股權計劃(續)

Movement of Share Options during the year ended 31 December 2018

截至二零一八年十二月三十一日止年度之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使	Granted	Exercised	Reclassified	Lapsed	Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
合資格人士	授出日期	行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份		已授出	已行使	已重新分類	已失效	
			9 September 2019 to 8 September 2020 (both days inclusive) (the "Third Period") 二零一九年九月九日至二零二零年九月八日 (包括首尾兩日) (「第三個期間」)	Up to 20% ("Third Options") (together with any First and Second Options which have not been exercised during the First Period and Second Period) 最多20% (「第三份購股權」) (連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)						
			9 September 2020 to 8 September 2021 (both days inclusive) (the "Fourth Period") 二零二零年九月九日至二零二一年九月八日 (包括首尾兩日) (「第四個期間」)	Up to 20% ("Fourth Options") (together with any First, Second and Third Options which have not been exercised during the First Period, Second Period and Third Period) 最多20% (「第四份購股權」) (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)						
			9 September 2021 to 8 September 2025 (both days inclusive) (the "Fifth Period") 二零二一年九月九日至二零二五年九月八日 (包括首尾兩日) (「第五個期間」)	Up to 20% ("Fifth Options") (together with any First, Second, Third and Fourth Options which have not been exercised during the First Period, Second Period, Third Period and Fourth Period) 最多20% (「第五份購股權」) (連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)						

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

Share Option Scheme (Cont'd)

購股權(續)

購股權計劃(續)

Movement of Share Options during the year ended 31 December 2018
截至二零一八年十二月三十一日止年度之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使	Granted	Exercised	Reclassified	Lapsed	Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
合資格人士	授出日期	行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份		已授出	已行使	已重新分類	已失效	
	25/1/2017 ^{*1} 二零一七年一月二十五日 ^{*1}	0.3025	1 April 2020 to 31 March 2021 ^{*2} (both days inclusive) (the "A Period") 二零二零年四月一日至二零二一年三月三十一日 ^{*2} (包括首尾兩日) (A期間)	Up to 30% ("A Options") (最多30% (A類購股權))	500,000,000	NIL 無	NIL 無	NIL 無	(500,000,000)	NIL 無
			1 April 2021 to 31 March 2022 ^{*2} (both days inclusive) (the "B Period") 二零二一年四月一日至二零二二年三月三十一日 ^{*2} (包括首尾兩日) (B期間)	Up to 30% ("B Options") (together with any A Options which have not been exercised during the A Period) (最多30% (B類購股權)) (連同於A期間尚未行使之任何A類購股權)						
			1 April 2022 to 24 January 2027 ^{*2} (both days inclusive) (the "C Period") 二零二二年四月一日至二零二七年一月二十四日 ^{*2} (包括首尾兩日) (C期間)	Up to the remaining balance of the options granted (together with any A and B Options which have not been exercised during the A Period and B Period) (最多為已授出購股權之結餘 (連同於A期間及B期間尚未行使之任何A類及B類購股權))						
Others 其他	16/9/2015 二零一五年九月十六日	0.45	For Grantees other than new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be): 就於相關授出日期之承授人 (除加入本公司少於十二個月或仍未開始於本公司任職之新僱員外) 而言 (視情況而定):		100,226,000	NIL 無	NIL 無	9,630,000	(25,010,000)	84,846,000
			1st Period 第一個期間	1st Options 第一份購股權						
			2nd Period 第二個期間	2nd Options (together with any 1st Options which have not been exercised during the 1st Period) 第二份購股權 (連同於第一個期間尚未行使之任何第一份購股權)						

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

Share Option Scheme (Cont'd)

購股權 (續)

購股權計劃 (續)

Movement of Share Options during the year ended 31 December 2018
截至二零一八年十二月三十一日止年度之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使	Granted	Exercised	Reclassified	Lapsed	Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
合資格人士	授出日期	行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份		已授出	已行使	已重新分類	已失效	
			3rd Period 第三個期間	3rd Options (together with any 1st and 2nd Options which have not been exercised during the 1st Period and 2nd Period) 第三份購股權 (連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)						
			4th Period 第四個期間	4th Options (together with any 1st, 2nd and 3rd Options which have not been exercised during the 1st Period, 2nd Period and 3rd Period) 第四份購股權 (連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)						
			5th Period 第五個期間	5th Options (together with any 1st, 2nd, 3rd and 4th Options which have not been exercised during the 1st Period, 2nd Period, 3rd Period and 4th Period) 第五份購股權 (連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)						

For Grantees who are new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):
就於相關授出日期之承授人 (為加入本公司少於十二個月或仍未開始於本公司任職之新僱員) 而言 (視情況而定) :

16 March 2017 to 15 March 2018 (both days inclusive)
(the "Period 1")
二零一七年三月十六日至
二零一八年三月十五日
(包括首尾兩日) (「期間1」)

Up to 20% ("Options 1")
最多20% (「購股權1」)

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

Share Option Scheme (Cont'd)

購股權(續)

購股權計劃(續)

Movement of Share Options during the year ended 31 December 2018
截至二零一八年十二月三十一日止年度之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使	Granted	Exercised	Reclassified	Lapsed	Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
合資格人士	授出日期	行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份		已授出	已行使	已重新分類	已失效	
			16 March 2018 to 15 March 2019 (both days inclusive) (the "Period 2") 二零一八年三月十六日至二零一九年三月十五日 (包括首尾兩日) (「期間2」)	Up to 20% ("Options 2") (together with any Options 1 which have not been exercised during the Period 1) 最多20% (「購股權2」) (連同於期間1尚未行使之任何購股權1)						
			16 March 2019 to 15 March 2020 (both days inclusive) (the "Period 3") 二零一九年三月十六日至二零二零年三月十五日 (包括首尾兩日) (「期間3」)	Up to 20% ("Options 3") (together with any Options 1 and 2 which have not been exercised during the Periods 1 and 2) 最多20% (「購股權3」) (連同期間1及2尚未行使之任何購股權1及2)						
			16 March 2020 to 15 March 2021 (both days inclusive) (the "Period 4") 二零二零年三月十六日至二零二一年三月十五日 (包括首尾兩日) (「期間4」)	Up to 20% ("Options 4") (together with any Options 1, 2 and 3 which have not been exercised during the Periods 1, 2 and 3) 最多20% (「購股權4」) (連同於期間1、2及3尚未行使之任何購股權1、2及3)						
			16 March 2021 to 15 September 2025 (both days inclusive) 二零二一年三月十六日至二零二五年九月十五日 (包括首尾兩日)	Up to 20% (together with any Options 1, 2, 3 and 4 which have not been exercised during the Periods 1, 2, 3 and 4) 最多20% (連同於期間1、2、3及4尚未行使之任何購股權1、2、3及4)						

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

Share Option Scheme (Cont'd)

購股權(續)

購股權計劃(續)

Movement of Share Options during the year ended 31 December 2018
截至二零一八年十二月三十一日止年度之購股權變動

Eligible persons	Date of grant	Exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使	Granted	Exercised	Reclassified	Lapsed	Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
合資格人士	授出日期	行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份		已授出	已行使	已重新分類	已失效	
	9/9/2016 二零一六年九月九日	0.291	For Grantees other than new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be): 就於相關授出日期之承授人(除加入本公司少於十二個月或仍未開始於本公司任職之新僱員外)而言(視情況而定):		147,984,000	NIL 無	NIL 無	4,000,000	(23,696,000)	128,288,000
			the First Period 第一個期間	the First Options 第一份購股權						
			the Second Period 第二個期間	the Second Options (together with any First Options which have not been exercised during the First Period) 第二份購股權(連同於第一個期間尚未行使之任何第一份購股權)						
			the Third Period 第三個期間	the Third Options (together with any First and Second Options which have not been exercised during the First Period and Second Period) 第三份購股權(連同於第一個期間及第二個期間尚未行使之任何第一份及第二份購股權)						
			the Fourth Period 第四個期間	the Fourth Options (together with any First, Second and Third Options which have not been exercised during the First Period, Second Period and Third Period) 第四份購股權(連同於第一個期間、第二個期間及第三個期間尚未行使之任何第一份、第二份及第三份購股權)						
			the Fifth Period 第五個期間	the Fifth Options (together with any First, Second, Third and Fourth Options which have not been exercised during the First Period, Second Period, Third Period and Fourth Period) 第五份購股權(連同於第一個期間、第二個期間、第三個期間及第四個期間尚未行使之任何第一份、第二份、第三份及第四份購股權)						

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

Share Option Scheme (Cont'd)

購股權(續)

購股權計劃(續)

Movement of Share Options during the year ended 31 December 2018 截至二零一八年十二月三十一日止年度之購股權變動										
Eligible persons	Date of grant	Exercise price (HK\$)	Vesting schedule and exercise period of the Share Options	Exercisable portion of the Share Options granted	Outstanding as at 31 December 2017 於二零一七年十二月三十一日尚未行使	Granted	Exercised	Reclassified	Lapsed	Outstanding as at 31 December 2018 於二零一八年十二月三十一日尚未行使
合資格人士	授出日期	行使價 (港元)	購股權之歸屬時間表及可行使期間	已授出購股權之可行使部份		已授出	已行使	已重新分類	已失效	

For Grantees who are new employees who have joined the Company for less than 12 months or are yet to commence work with the Company on the relevant date of grant (as the case may be):
就於相關授出日期之承授人(為加入本公司少於十二個月或仍未開始於本公司任職之新僱員)而言(視情況而定):

9 March 2018 to 8 March 2019 (both days inclusive) (the "I Period") 二零一八年三月九日至 二零一九年三月八日 (包括首尾兩日) (I期間I)	Up to 20% ("Options I") 最多20% (I購股權I)
9 March 2019 to 8 March 2020 (both days inclusive) (the "II Period") 二零一九年三月九日至 二零二零年三月八日 (包括首尾兩日) (I期間II)	Up to 20% ("Options II") (together with any Options I which have not been exercised during the I Period) 最多20% (I購股權II) (連同於期間I尚未行使之任何購股權I)
9 March 2020 to 8 March 2021 (both days inclusive) (the "III Period") 二零二零年三月九日至 二零二一年三月八日 (包括首尾兩日) (I期間III)	Up to 20% ("Options III") (together with any Options I and II which have not been exercised during the I and II Periods) 最多20% (I購股權III) (連同於期間I及II尚未行使之任何購股權I及II)
9 March 2021 to 8 March 2022 (both days inclusive) (the "IV Period") 二零二一年三月九日至 二零二二年三月八日 (包括首尾兩日) (I期間IV)	Up to 20% ("Options IV") (together with any Options I, II and III which have not been exercised during the I, II and III Periods) 最多20% (I購股權IV) (連同於期間I、II及III尚未行使之任何購股權I、II及III)
9 March 2022 to 8 September 2025 (both days inclusive) 二零二二年三月九日至 二零二五年九月八日 (包括首尾兩日)	Up to 20% (together with any Options I, II, III and IV which have not been exercised during the I, II, III and IV Periods) 最多20% (連同於期間I、II、III及IV尚未行使之任何購股權I、II、III及IV)

DIRECTORS' REPORT

董事會報告

SHARE OPTIONS (CONT'D)

Share Option Scheme (Cont'd)

*1 References are made to the announcements of the Company dated 25 January 2017, 20 March 2017 and the circular dated 26 June 2017 in relation to the conditional grant of Share Options to Mr. Chen Chunguo to subscribe for up to an aggregate of 500,000,000 ordinary shares. On 17 July 2017, the Shareholders excluding Mr. Chen and his associates (the "Independent Shareholders") has approved the resolution at the extraordinary general meeting (the "EGM"), please refer to the announcement dated 17 July 2017 for details.

Reference is made to the announcement of the Company dated 6 July 2018 regarding the resignation of Mr. Chen. Mr. Chen surrendered the options to subscribe for up to an aggregate 500,000,000 ordinary shares in the Company granted to him on 25 January 2017. Please refer to the announcement dated 6 July 2018 for details.

*2 Reference is made to the announcement of the Company dated 28 September 2017 in relation to the change of financial year end date, the Vesting Schedule and exercise period of the share options granted to Mr. Chen changed accordingly.

Save as disclosed above, no further share options were granted, outstanding, lapsed, cancelled or exercised for the year ended 31 December 2018.

購股權(續)

購股權計劃(續)

*1 茲提述本公司日期為二零一七年一月二十五日、二零一七年三月二十日之公告及日期為二零一七年六月二十六日之通函，內容有關向陳春國先生有條件授出可認購合共最多500,000,000股普通股之購股權。於二零一七年七月十七日，股東（不包括陳先生及其聯繫人）（「獨立股東」）已於股東特別大會（「股東特別大會」）上批准該決議案，詳情請參閱日期為二零一七年七月十七日之公告。

茲提述本公司日期為二零一八年七月六日之公告，內容有關陳先生辭任。陳先生交出於二零一七年一月二十五日所獲授可認購本公司合共最多500,000,000股普通股之購股權。詳情請參閱本公司日期為二零一八年七月六日之公告。

*2 茲提述本公司日期為二零一七年九月二十八日內容有關更改財政年度結算日之公告，向陳先生授出之購股權的歸屬計劃及行使期相應予以更改。

除上文所披露者外，截至二零一八年十二月三十一日止年度，概無其他購股權已授出、尚未行使、失效、註銷或已行使。

DIRECTORS' REPORT

董事會報告

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

As at 31 December 2018, the following Directors and chief executives of the Company had or were deemed to have interest or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules related to securities transactions by the Directors to be notified to the Company and the Stock Exchange:

Long Positions

Interests in the shares and underlying shares of the Company

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一八年十二月三十一日，下列董事及本公司最高行政人員於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉：

好倉

於本公司股份及相關股份之權益

Name of Directors/ chief executives	Capacity	Aggregate long position in the shares and underlying shares 於股份及 相關股份之 好倉總計	Approximate percentage of the issued share capital 佔已發行 股本概約 百分比
董事／最高行政人員姓名	身份		
Chan Bing Woon (Note 1) 陳炳煥（附註1）	Beneficial owner 實益擁有人	4,230,000	0.02%

DIRECTORS' REPORT

董事會報告

DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONT'D)

Long Positions (Cont'd)

Interests in the shares and underlying shares of the Company (Cont'd)

Note:

1. Mr. Chan Bing Woon ("Mr. Chan") is an independent non-executive Director of the Company. On 16 September 2015, Mr. Chan was granted 1,930,000 Share Options by the Company under the Share Option Scheme entitling him to subscribe for 1,930,000 shares of the Company at the exercise price of HK\$0.45 per share, subject to the terms and conditions of the Share Option Scheme.

On 9 September 2016, Mr. Chan was granted 2,300,000 Share Options by the Company under the Share Option Scheme entitling him to subscribe for 2,300,000 shares of the Company at the exercise price of HK\$0.291 per share, subject to the terms and conditions of the Share Option Scheme.

Assuming the Share Options granted to Mr. Chan on 16 September 2015 and 9 September 2016 have been exercised in full, Mr. Chan shall hold 4,230,000 shares of the Company as beneficial owner.

By virtue of the SFO, Mr. Chan shall be deemed to be interested in 4,230,000 shares of the Company as at 31 December 2018.

Save as disclosed above, as at 31 December 2018, none of the Directors nor the chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors to be notified to the Company and the Stock Exchange.

董事及最高行政人員於股份及相關股份之權益及淡倉 (續)

好倉 (續)

於本公司股份及相關股份之權益 (續)

附註：

1. 陳炳煥先生（「陳先生」）為本公司獨立非執行董事。於二零一五年九月十六日，陳先生獲本公司根據購股權計劃授予1,930,000份購股權，賦予其權利可按每股0.45港元之行使價認購1,930,000股本公司股份，惟須遵守購股權計劃之條款及條件。

於二零一六年九月九日，陳先生獲本公司根據購股權計劃授予2,300,000份購股權，賦予其權利可按每股0.291港元之行使價認購2,300,000股本公司股份，惟須遵守購股權計劃之條款及條件。

假設於二零一五年九月十六日及二零一六年九月九日授予陳先生的購股權獲悉數行使，陳先生將作為實益擁有人持有4,230,000股本公司股份。

根據證券及期貨條例，於二零一八年十二月三十一日，陳先生應被視為於4,230,000股本公司股份中擁有權益。

除上文所披露者外，於二零一八年十二月三十一日，概無董事或本公司最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉（包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條須記入該條所述登記冊之權益或淡倉；或(iii)根據GEM上市規則第5.46至5.67條有關董事進行證券交易之規定須知會本公司及聯交所之權益或淡倉。

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as known to the Directors, as at 31 December 2018, the following parties (not being the Directors or chief executives of the Company) had, or were deemed to have, interests or short positions in the shares, underlying shares or debentures of the Company (i) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein:

Long positions

Interests in the shares and underlying shares of the Company

主要股東及其他人士於股份及相關股份之權益

據董事所知，於二零一八年十二月三十一日，下列人士（非董事或本公司最高行政人員）於本公司股份、相關股份或債券中，擁有或被視作擁有 (i) 根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或(ii)根據證券及期貨條例第336條須記入該條所述登記冊內之權益或淡倉：

好倉

於本公司股份及相關股份之權益

Name of Shareholders 股東姓名／名稱	Capacity 身份	Aggregate long position in the shares and underlying shares 於股份及相關股份之好倉總計	Approximate percentage of the issued share capital 佔已發行股本概約百分比
China Orient Asset Management Co., Ltd (Note 2) 中國東方資產管理股份有限公司 (附註2)	Held by controlled corporation 由受控法團持有	5,642,155,319	32.08%
China Orient Alternative Investment Fund (Note 2) (附註2)	Held by controlled corporation 由受控法團持有	5,258,155,319	29.90%
All Favour Holdings Limited (Note 3) 全輝控股有限公司 (附註3)	Beneficial owner 實益擁有人	5,258,155,319	29.90%
Dai Yumin (Note 3) 戴昱敏 (附註3)	Held by controlled corporation 由受控法團持有	5,258,155,319	29.90%
	Beneficial owner 實益擁有人	17,500,000	0.10%
China Dragon Asia Champion Fund Series SPC (Note 4) (附註4)	Investment manager 投資經理	1,404,779,300	7.99%

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (CONT'D)

Long positions (Cont'd)

Interests in the shares and underlying shares of the Company (Cont'd)

Notes:

2. Based on Forms 2 both filed on 25 January 2018 by China Orient Asset Management Co., Ltd ("COAMC") and China Orient Alternative Investment Fund ("COAIF"), Optimus Prime Management Ltd. ("Optimus") has a security interest in 5,258,155,319 shares of the Company and China Orient Asset Management (International) Holding Limited ("COAMI") has an interest in 384,000,000 shares of the Company. Optimus is wholly owned by COAIF. COAIF is owned to 45% by COAMI. COAMI is owned as to (i) 50% by Wise Leader Assets Ltd. ("Wise Leader") which is wholly owned by Dong Yin Development (Holdings) Limited ("Dong Yin"); and (ii) 50% by Dong Yin which is wholly owned by COAMC. By virtue of the SFO, Wise Leader, Dong Yin and COAMC are deemed to be interested in 384,000,000 shares of the Company held by COAMI, and COAIF, COAMI, Wise Leader, Dong Yin and COAMC are deemed to be interested in 5,258,155,319 shares of the Company held by Optimus as security interest. As a result, Wise Leader, Dong Yin and COAMC are deemed to be interested in an aggregate of 5,642,155,319 shares of the Company.

3. All Favour Holdings Limited ("All Favour") is beneficially owned as to (i) 40% by Nat-Ace Wood Industry Ltd. ("Nat-Ace Wood Industry") and 20% by Honour Top Holdings Limited which are both ultimately wholly owned by Mr. Dai Yumin ("Mr. Dai"), and (ii) 40% by Mr. Dai. Moreover, All Favour has been the beneficial owner of 5,258,155,319 shares of the Company.

By virtue of the SFO, Mr. Dai and Nat-Ace Wood Industry are deemed to be interested in 5,258,155,319 shares of the Company in which All Favour is interested in.

On 16 September 2015, Mr. Dai was granted 17,500,000 Share Options by the Company under the Share Option Scheme entitling him to subscribe for 17,500,000 shares of the Company at the exercise price of HK\$0.45 per share, subject to the terms and conditions of the Share Option Scheme. Assuming the Share Options granted to Mr. Dai has been exercised in full, Mr. Dai shall hold an aggregate of 17,500,000 shares of the Company as beneficial owner. By virtue of the SFO, Mr. Dai, together with his deemed interests in All Favour, was deemed to be interested in an aggregate of 5,275,655,319 shares of the Company.

The Company was informed by All Favour that it has pledged its interests in 5,258,155,319 shares of the Company in favour of Optimus Prime Management Ltd..

4. Based on Form 2 filed on 11 October 2018 by China Dragon Asia Champion Fund Series SPC ("China Dragon"), China Dragon holds 1,404,779,300 shares of the Company as an Investment manager.

主要股東及其他人士於股份及相關股份之權益(續)

好倉(續)

於本公司股份及相關股份之權益(續)

附註:

2. 根據中國東方資產管理股份有限公司(「東方資產」)及China Orient Alternative Investment Fund(「COAIF」)於二零一八年一月二十五日提交的表格2, Optimus Prime Management Ltd. (「Optimus」)於5,258,155,319股本公司股份中持有保證權益且中國東方資產管理(國際)控股有限公司(「東方國際」)於384,000,000股本公司股份中擁有權益。Optimus由COAIF全資擁有, COAIF則由東方國際擁有45%。東方國際分別由(i) Wise Leader Assets Ltd. (「Wise Leader」, 由東銀發展(控股)有限公司(「東銀」)全資擁有)擁有50%; 及(ii)東銀(由東方資產全資擁有)擁有50%。根據證券及期貨條例, Wise Leader、東銀及東方資產被視為於東方國際所持有的384,000,000股本公司股份中擁有權益, 而COAIF、東方國際、Wise Leader、東銀及東方資產被視為於Optimus持作保證權益的5,258,155,319股本公司股份中擁有權益。因此, Wise Leader、東銀及東方資產被視為於合共5,642,155,319股本公司股份中擁有權益。

3. 全輝控股有限公司(「全輝」)由(i)邦強木業有限公司(「邦強木業」)實益擁有40%及Honour Top Holdings Limited實益擁有20%, 而該等公司均由戴昱敏先生(「戴先生」)最終全資擁有, 及(ii)戴先生實益擁有40%。此外, 全輝為5,258,155,319股本公司股份之實益擁有人。

根據證券及期貨條例, 戴先生及邦強木業被視為於全輝擁有權益的5,258,155,319股本公司股份中擁有權益。

於二零一五年九月十六日, 戴先生獲本公司根據購股權計劃授予17,500,000份購股權, 賦予其權利可按每股0.45港元之行使價認購17,500,000股本公司股份, 惟須遵守購股權計劃之條款及條件。假設授予戴先生之購股權獲悉數行使, 戴先生將作為實益擁有人持有合共17,500,000股本公司股份。根據證券及期貨條例, 連同彼被視為於全輝擁有之權益, 戴先生被視為於合共5,275,655,319股本公司股份中擁有權益。

本公司獲全輝告知, 其已將其於5,258,155,319股本公司股份中的權益抵押予Optimus Prime Management Ltd.。

4. 根據China Dragon Asia Champion Fund Series SPC(「China Dragon」)於二零一八年十月十一日提交的表格2, China Dragon作為投資經理持有1,404,779,300股本公司股份。

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES (CONT'D)

Long positions (Cont'd)

Interests in the shares and underlying shares of the Company (Cont'd)

Save as disclosed above, as at 31 December 2018, the Directors are not aware that there is any other party (other than the Directors and the chief executives of the Company) who had, or was deemed to have, interests or short positions in the shares, underlying shares and debentures of the Company (i) which would fall to be disclosed to the Company and Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "DIRECTORS AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES" in this report, at no time during the Reporting Period were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or chief executive of the Company or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or its subsidiaries a party to any arrangement to enable the Directors to acquire such rights or benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

CONNECTED TRANSACTION

The Company had not entered into any connected transaction during the Reporting Period which is required to be disclosed under the GEM Listing Rules.

EMOLUMENTS OF DIRECTORS AND CHIEF EXECUTIVES AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and chief executives and the five highest paid individuals of the Group are set out in note 9 to the financial statements.

主要股東及其他人士於股份及相關股份之權益(續)

好倉(續)

於本公司股份及相關股份之權益(續)

除上文所披露者外，於二零一八年十二月三十一日，董事概不知悉任何其他人士（董事及本公司最高行政人員除外）於本公司股份、相關股份及債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第2及3分部之條文須向本公司及聯交所披露之權益或淡倉；或(ii)根據證券及期貨條例第336條須記入該條所述登記冊內之權益或淡倉。

董事收購股份或債權證之權利

除本報告「董事及最高行政人員於股份及相關股份之權益及淡倉」一節所披露者外，於報告期間任何時間，任何董事或本公司最高行政人員或彼等各自之配偶或未滿18歲子女概無獲授可透過收購本公司股份或債權證而獲益之任何權利，彼等亦無行使任何上述權利；本公司或其附屬公司亦無訂立任何安排，使董事可透過收購本公司或任何其他法團之股份或債權證以獲取該等權利或利益。

關連交易

本公司於報告期間概無訂立任何根據GEM上市規則須予披露的關連交易。

董事及最高行政人員以及五位最高薪人士之酬金

董事及最高行政人員以及本集團五位最高薪人士之酬金詳情載於財務報表附註9。

DIRECTORS' REPORT

董事會報告

EMOLUMENT POLICY

A Remuneration Committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

The Company has adopted a share option scheme as incentive to Directors and eligible employees, details of the scheme are set out in note 34 to the financial statements.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or the substantial shareholders of the Company, or any of their respective close associates (as defined under the GEM Listing Rules) had any interest in a business that competes or may compete with the business of the Group.

MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's five largest customers accounted for approximately 50% of the Group's total turnover for the year. In particular, sales to the largest customer of the Group accounted for approximately 17% of the Group's total turnover for the year.

Purchases from the Group's five largest suppliers accounted for approximately 54% of the Group's total purchases for the year. In particular, purchases from the Group's largest supplier accounted for approximately 27% of the Group's total purchases for the year.

None of the Directors of the Company, their close associates (as defined under GEM Listing Rules) or any Shareholder (which to the knowledge of the Directors of the Company own more than 5% of the Company's issued share capital) had any beneficial interests in the Group's five largest customers or suppliers.

薪酬政策

成立薪酬委員會旨在根據本集團之經營業績、個人表現及可資比較之市場慣例，檢討本集團之薪酬政策及本集團全體董事及高級管理層之薪酬架構。

本公司已採納一項購股權計劃，作為對董事及合資格僱員之獎勵，該計劃之詳情載於財務報表附註34。

董事於競爭性業務之權益

董事或本公司主要股東或彼等各自之任何緊密聯繫人（定義見GEM上市規則）概無在與本集團業務產生競爭或可能產生競爭之業務中擁有任何權益。

主要客戶及供應商

本集團向五大客戶的銷售佔本集團本年度總營業額約50%。就此而言，本集團向最大客戶的銷售佔本集團本年度的總營業額約17%。

本集團向五大供應商的採購佔本集團本年度總採購額約54%。就此而言，本集團向最大供應商的採購佔本集團本年度的總採購額約27%。

概無本公司董事、其緊密聯繫人（定義見GEM上市規則）或任何股東（就本公司董事所悉，持有本公司已發行股本超過5%）於本集團五大客戶或供應商擁有任何實益權益。

DIRECTORS' REPORT

董事會報告

USE OF PROCEEDS

The following table sets out the revised use and actual use of the net proceeds from the placings as at 31 December 2018:

所得款項用途

下表載列截至二零一八年十二月三十一日止，配售所得款項淨額之經修訂用途及實際用途：

Date of announcement 公告日期	Fund raising activities 集資活動	Revised use of the net proceeds 所得款項淨額之經修訂用途	Total net proceeds 所得款項淨值總額 (HKD Million) (百萬港元)	Utilised 已動用 (HKD Million) (百萬港元)	Unutilised 未動用 (HKD Million) (百萬港元)
10 November 2014, 6 February 2015 and 5 March 2015 二零一四年十一月十日、 二零一五年二月六日及 二零一五年三月五日	Placing of 3,300,000,000 new shares and grant of share options under specific mandate under the First Placing 於第一次配售項下根據特別授權配售3,300,000,000股新股份及授出購股權	(a) Used for existing operations and products development and expansions in tissue engineering (a) 用於組織工程之現有營運和產品開發以及擴展 (b) Used for broadening R&D coverage, opportunities in regenerative medicine and stem cell related industries, and other investments (b) 用於擴展研發覆蓋範圍、再生醫學及幹細胞相關產業機會和其他投資 (c) Settlement of consideration under the Sale and Purchase Agreement (c) 清償買賣協議項下之代價	73.0 269.0 475.0	73.0 269.0 475.0	- - -
		Sub-total 小計	817.0	817.0	-
23 March 2015 and 22 April 2015 二零一五年三月二十三日 及二零一五年 四月二十二日	Placing of 977,300,000 new shares under general mandate under the Second Placing 於第二次配售項下根據一般授權配售977,300,000股新股份	(a) Used for existing operations and products development and expansions in tissue engineering (a) 用於組織工程之現有營運和產品開發以及擴展 (b) Used for broadening R&D coverage, capturing strategic investment opportunities in regenerative medicine and stem cell related industries, and other investments (b) 用於擴展研發覆蓋範圍、把握再生醫學及幹細胞相關產業的戰略投資機會和其他投資 (c) Settlement of consideration under the Sale and Purchase Agreement (c) 清償買賣協議項下之代價	64.6 81.4 130.0	64.6 81.4 130.0	- - -
		Sub-total 小計	276.0	276.0	-

DIRECTORS' REPORT

董事會報告

USE OF PROCEEDS (CONT'D)

所得款項用途(續)

Date of announcement 公告日期	Fund raising activities 集資活動	Revised use of the net proceeds 所得款項淨額之經修訂用途	Total net proceeds 所得款項淨值總額 (HKD Million) (百萬港元)	Utilised 已動用 (HKD Million) (百萬港元)	Unutilised 未動用 (HKD Million) (百萬港元)
10 July 2015 and 30 July 2015 二零一五年七月十日及 二零一五年七月三十日	Placing of 1,150,000,000 new shares under general mandate under the Third Placing 於第三次配售項下根據一般授 權配售1,150,000,000股新股份	(a) Money lending operation (a) 放債業務 (b) Medical equipment trading (b) 醫療設備貿易 (c) General working capital (c) 一般營運資金	150.0 50.0 256.0	120.0 50.0 256.0	30.0 - -
		Sub-total 小計	456.0	426.0	30.0
		Total 總計	1,549.0	1,519.0	30.0

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

For the year ended 31 December 2018, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

購買、贖回或出售本公司上市證券

於截至二零一八年十二月三十一日止年度，本公司及其任何附屬公司概無購買、贖回或出售任何本公司上市證券。

CORPORATE GOVERNANCE

The Company maintains a high standard of corporate governance practices. Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 63 to 87. The Directors believe the long term financial performance as opposed to short term rewards is a corporate governance objective. The Board would not take undue risks to make short term gains at the expense of long term objectives.

企業管治

本公司一直維持高水平之企業管治常規。本公司所採納之企業管治常規詳情乃載於第63至第87頁之企業管治報告。董事相信，企業管治目標乃著眼於長期財務表現而非局限於短期回報。董事會不會冒不必要之風險，以獲取短期收益而犧牲遠景規劃。

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float under the GEM Listing Rules.

足夠之公眾持股量

根據本公司所獲之公開資料，以及據董事於本年報日期所知，本公司一直維持GEM上市規則規定之公眾持股量。

DIRECTORS' REPORT

董事會報告

DIVIDEND POLICY

The Directors acknowledge the importance of stakeholders' engagement, and would make effort to share the Group's results with shareholders by dividend payment. The Directors will determine the portion and actual amount of distribution out of profits based on various factors, including but not limited to the Group's financial condition, funding for R&D, cash availability and future plans.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors the written confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of the independent non-executive Directors are independent.

AUDIT COMMITTEE

The Audit Committee has three members, comprising of our independent non-executive Directors, namely Mr. Wong Yiu Kit Ernest (the chairman of Audit Committee), Mr. Chan Bing Woon and Dr. Fang Jun. The Audit Committee has reviewed the Company's audited consolidated financial statements for the year ended 31 December 2018.

PRE-EMPTIVE RIGHTS

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

AUDITOR

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

On behalf of the Board

Ray Yip
Chairman and Executive Director

Hong Kong, 11 April 2019

股息政策

董事重視持份者的參與，並將努力透過派付股息與股東分享本集團的業績。董事將根據各種因素釐定溢利分配的部分及實際金額，包括但不限於本集團的財務狀況、研發資金、可用現金及未來計劃。

獨立非執行董事

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條就其獨立性發出之書面確認。本公司認為全體獨立非執行董事均為獨立人士。

審核委員會

審核委員會有三名成員，包括獨立非執行董事，即黃耀傑先生（審核委員會主席）、陳炳煥先生及方俊博士。審核委員會已審閱截至二零一八年十二月三十一日止年度本公司經審核綜合財務報表。

優先購買權

本公司之組織章程細則或開曼群島法例並無載列優先購買權條文，以規定本公司須按比例基準向本公司現有股東發售新股份。

核數師

有關續聘香港立信德豪會計師事務所有限公司為本公司核數師之決議案，將於本公司應屆股東週年大會上提呈。

代表董事會

葉雷
主席兼執行董事

香港，二零一九年四月十一日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話：+852 2218 8288
傳真：+852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

**TO THE SHAREHOLDERS OF
CHINA REGENERATIVE MEDICINE INTERNATIONAL LIMITED**
(incorporated in the Cayman Islands with limited liability)

致中國再生醫學國際有限公司各股東

(於開曼群島註冊成立之有限公司)

OPINION

意見

We have audited the consolidated financial statements of China Regenerative Medicine International Limited (the "Company") and its subsidiaries (together "the Group") set out on pages 138 to 267, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

本核數師(以下簡稱「我們」)已審計列載於第138至267頁的中國再生醫學國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一八年十二月三十一日的綜合財務狀況表與本年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

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 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards 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.

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則真實而中肯地反映 貴集團於二零一八年十二月三十一日的綜合財務狀況及本年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

BASIS FOR OPINION

意見的基礎

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 HKICPA's Code of Ethics for Professional Accountants (the "Code"), 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.

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of goodwill, other intangible assets and property, plant and equipment

(Refer to notes 14, 16 and 18 to the consolidated financial statements)

As at 31 December 2018, the carrying amounts of goodwill, other intangible assets and property, plant and equipment, before current year's impairment, are HK\$202,292,000, HK\$387,740,000 and HK\$273,731,000 respectively. These assets are mainly relating to Aierfu Business, Reshine Business, Weikai Business and AK Business and are assessed annually for impairment. The Group has made losses for current and previous years. These situations increase the risk that the carrying value of these assets may be impaired.

Impairment tests require the estimation of recoverable values of the relevant cash generating units using a discounted cash flow, as detailed in note 16 to the consolidated financial statements. Management concluded the impairment losses of goodwill, property, plant and equipment and other intangible assets of HK\$202,292,000, HK\$168,486,000 and HK\$275,896,000 respectively were recognised in profit or loss during the year as the recoverable values of the cash generating units were lower than the related assets of these cash generating units.

We have identified such impairment assessment as a key audit matter because of their significance to the consolidated financial statements and it involves a significant degree of judgement made by management which includes:

- Preparing future cash flow forecasts for Aierfu Business, Reshine Business, Weikai Business and AK Business; and
- Selecting and applying appropriate growth and discount rates

The Group engages an independent external valuer to assist the management in assessing the recoverable values.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

商譽、其他無形資產及物業、廠房及設備之減值

(請參閱綜合財務報表附註14、16及18)

於二零一八年十二月三十一日，商譽、其他無形資產及物業、廠房及設備的賬面值（除本年度減值前）分別為202,292,000港元、387,740,000港元及273,731,000港元。該等資產主要與艾爾膚業務、瑞盛業務、衛凱業務及奧凱業務有關，並每年進行減值評估。貴集團於本年度及過往年均錄得虧損。此虧損狀況增加該等資產賬面值可能會出現減值的風險。

誠如綜合財務報表附註16所詳述，減值測試要求使用貼現現金流量法估計相關現金產生單位的可收回價值。由於現金產生單位的可收回價值低於該等現金產生單位的相關資產，故管理層確定，分別於年內損益中確認商譽、物業、廠房及設備以及其他無形資產的減值虧損202,292,000港元、168,486,000港元及275,896,000港元。

我們將減值評估確定為關鍵審計事項，此乃由於其對綜合財務報表實屬重大及涉及管理層作出之重大判斷，其中包括：

- 編製艾爾膚業務、瑞盛業務、衛凱業務及奧凱業務的未來現金流量預測；及
- 選擇及採用合適增長率及貼現率。

貴集團亦委聘獨立外聘估值師協助管理層評估可收回金額。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONT'D)

Our response

Our audit procedures in relation to the management's impairment assessment included:

- Assessing the accuracy of management's forecast by comparing previous budgets to actual results;
- Assessing the reasonableness of the key assumptions of the forecast based on our knowledge of the industry and evidence provided;
- Assessing the appropriateness of the valuation methodologies;
- Reconciling input data to supporting evidence and checking the mathematical accuracy of the calculation of the valuations; and
- Evaluating the independent external valuer's competence, capabilities and objectivity.

Impairment of trade receivables

(Refer to notes 22 to the consolidated financial statements)

As at 31 December 2018, the carrying amounts of gross trade receivables amounted to HK\$143,805,000 represented 14% of the Group's current assets before current year's impairment loss on trade receivables. Impairment loss on trade receivables of HK\$139,006,000 was recognised in profit or loss during the year.

Loss allowances for trade receivables are based on management's estimate of the lifetime expected credit losses to be incurred, which is estimated by taking into account the credit loss experience, ageing of trade receivables, customers' repayment history and customers' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement.

We identified assessing the recoverability of trade receivables as a key audit matter because the assessment of the recoverability of trade receivables and recognition of loss allowance are inherently subjective and requires significant management judgement, which increases the risk of error or potential management bias.

關鍵審計事項(續)

我們的回應

我們有關確認銷售貨品收益的審計程序包括：

- 透過比較過往預算與實際業績評估管理層所作出預測的準確性；
- 基於我們的行業知識及獲提供的憑證，評估預測之關鍵假設的合理性；
- 評估所採用評估方法之合適性；
- 核對輸入數據與支持憑證及檢查計算估值之計算精確性；及
- 評估獨立外聘估值師的才能、能力及客觀性。

貿易應收款項減值

(請參閱綜合財務報表附註22)

於二零一八年十二月三十一日，總貿易應收款項之賬面值143,805,000港元佔貴集團流動資產之14%（除本年度貿易應收款項減值虧損前）。139,006,000港元之貿易應收款項減值虧損已於本年度之損益確認。

貿易應收款項虧損撥備，乃基於管理層對將產生的全期預期信貸虧損之估算，其藉考量信貸虧損經驗、貿易應收款項賬齡、客戶還款記錄和客戶財政狀況及對目前和預測大圍經濟局勢的評估來估量，當中各項均涉及重大程度的管理層判斷。

吾等將評估貿易應收款項的可收回性列為關鍵審核事項，因為評估貿易應收款項可收回性及確認虧損撥備在本質上具有主觀性，並需要管理層作出重大判斷，因而增加出錯或潛在管理層偏見的風險。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONT'D)

Our response

Our audit procedures in relation to management's impairment assessment included:

- Ascertaining our understanding on the policy and operating effectiveness of internal controls which oversee credit control, debt collection and estimate of expected credit losses;
- Assessing, on a sample basis, whether items in the trade receivables ageing report were classified within the appropriate ageing bracket by comparing individual items in the report with the relevant sales invoices;
- Assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements;
- Inspecting subsequent cash receipts from customers after the financial year end relating to trade receivables balances as at 31 December 2018, on a sample basis; and
- Discussing with management about the recoverability status of material overdue balances and assess whether provision is required.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the annual report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above 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.

關鍵審計事項(續)

我們的回應

我們與管理層的減值評估有關的審計程序包括：

- 確定我們對監管信貸監控、債務收取及估計預期信貸虧損之內部控制的政策及運作成效的理解；
- 將貿易應收款項賬齡報告內的獨立項目與相關銷售票據比較，抽樣評估相關賬齡報告內項目是否分類至適當的賬齡類別；
- 藉檢測管理層用以構成相關判斷的資料來評估管理層虧損撥備估算的合理性；
- 抽樣檢查財政年結後有關於二零一八年十二月三十一日的貿易應收款項結餘的其後客戶現金收據；及
- 與管理層討論收回重大逾期結餘的成數以及評估是否需要撥備。

年報的其他資料

董事須對其他資料負責。其他資料包括年報，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等資料發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀上文所識別的其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATE FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards 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 also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibilities in this regard.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

董事亦負責監督 貴集團的財務申報過程。審核委員會協助董事履行其於此方面的責任。

核數師就審計綜合財務報表須承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。根據我們的委聘條款，本報告僅向 閣下（作為整體）作出，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視為重大。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 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.

核數師就審計綜合財務報表須承擔的責任(續)

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以就此設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應修訂我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表（包括披露資料）的整體列報方式、結構和內容，以及綜合財務報表是否中肯反映相關交易和事項。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONT'D)

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

We communicate with 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 to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, 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.

BDO Limited

Certified Public Accountants

Lam Pik Wah

Practising Certificate Number P05325

Hong Kong, 11 April 2019

核數師就審計綜合財務報表須承擔的責任(續)

- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責集團審計的方向、監督和執行。我們僅為審計意見承擔責任。

我們與審核委員會溝通了(其中包括)計劃的審計範圍、時間安排、重大審計發現等事項，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與董事溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

香港立信德豪會計師事務所有限公司

執業會計師

林碧華

執業證書號碼：P05325

香港，二零一九年四月十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Notes 附註	Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Revenue	收益	5	72,952	503,680
Cost of sales	銷售成本		(45,946)	(356,384)
Gross profit	毛利		27,006	147,296
Other income	其他收入	5	23,857	49,909
Selling and distribution expenses	銷售及分銷開支		(134,695)	(89,270)
Administrative and other expenses	行政及其他開支		(324,017)	(238,984)
Fair value (loss)/gain on contingent consideration receivables	應收或然代價之公平值 (虧損)/收益	17	(26,271)	(15,876)
Expected credit loss on trade receivables	貿易應收款項預期信貸虧損	22	(139,006)	—
Reversal of expected credit loss on other receivables	其他應收款項預期信貸虧損撥回	22	2,458	—
Fair value loss on financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產之公平值虧損		(113,803)	—
Impairment of goodwill	商譽減值	16	(202,292)	—
Impairment of property, plant and equipment	物業、廠房及設備減值	14	(168,486)	—
Impairment of other intangible assets	其他無形資產減值	18	(275,896)	—
Finance costs	財務費用	7	(21,654)	(24,901)
Loss before income tax	除所得稅前虧損	8	(1,352,799)	(171,826)
Income tax credit	所得稅抵免	11	68,884	5,610
Loss for the year/period	本年度／期間虧損		(1,283,915)	(166,216)
Other comprehensive income	其他全面收入			
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：			
Exchange gain/(loss) on translation of financial statements of foreign operations	換算海外業務財務報表之滙兌收益／(虧損)		(14,311)	31,621
Available for sales financial assets	可供出售金融資產		—	(13,163)
Items that may not be reclassified subsequently to profit or loss:	其後不可重新分類至損益之項目			
Financial assets at fair value through other comprehensive income	按公平值於其他全面收益列賬之金融資產		(3,777)	—
Other comprehensive income for the period/year	本期間／年度其他全面收入		(18,088)	18,458
Total comprehensive income for the year/period	本年度／期間全面總收入		(1,302,003)	(147,758)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Notes 附註	Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Loss for the year/period attributable to:	以下人士應佔本年度／ 期間虧損：			
Owners of the Company	本公司擁有人		(1,193,501)	(158,492)
Non-controlling interests	非控股股東權益		(90,414)	(7,724)
			(1,283,915)	(166,216)
Total comprehensive income for the period/year attributable to:	以下人士應佔本期間／ 年度全面總收入：			
Owners of the Company	本公司擁有人		(1,210,195)	(142,500)
Non-controlling interests	非控股股東權益		(91,808)	(5,258)
			(1,302,003)	(147,758)
Loss per share for loss for the year/period attributable to owners of the Company	本公司擁有人應佔 本年度／期間虧損之 每股虧損	13		
– basic (HK cents)	– 基本 (港仙)		(6.787)	(0.901)
– diluted (HK cents)	– 攤薄 (港仙)		(6.787)	(0.901)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	105,245	294,653
Land use rights	土地使用權	15	4,091	4,416
Goodwill	商譽	16	–	202,292
Contingent consideration receivables	應收或然代價	17	–	32,502
Other intangible assets	其他無形資產	18	111,844	444,745
Deposits for acquisition of property, plant and equipment	購置物業、廠房及設備之按金		–	491
Deposits for acquisition of subsidiaries	收購附屬公司之按金	35	145,457	100,000
Pledged bank deposits	已抵押銀行存款	24	28,200	818,062
Available-for-sale financial assets	可供出售金融資產	19	–	454,456
Financial assets at fair value through other comprehensive income	按公平值於全面收益列賬之金融資產	20	161,445	–
			556,282	2,351,617
Current assets	流動資產			
Contingent consideration receivables	應收或然代價	17	4,587	–
Inventories	存貨	21	32,375	28,750
Trade receivables	應收貿易賬項	22	4,128	279,806
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	22	117,825	490,673
Financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產	23	298,296	12,154
Available-for-sale financial assets	可供出售金融資產	19	–	120,600
Pledged bank deposits	已抵押銀行存款	24	389,368	–
Cash and cash equivalents	現金及現金等值項目	24	20,062	244,373
			866,641	1,176,356
Current liabilities	流動負債			
Trade payables	應付貿易賬項	25	24,210	238,346
Accrued charges and other payables	應計費用及其他應付賬項	26	143,959	147,869
Contract liabilities	合約負債	27	28,676	–
Shareholder loans	股東貸款	28	58,334	372,542
Bank borrowings	銀行借款	29	366,400	–
Current tax liabilities	當期稅項負債		1,520	2,976
			623,099	761,733
Net current assets	流動資產淨值		243,542	414,623

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2018 於二零一八年十二月三十一日

		Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total assets less current liabilities	總資產減流動負債		799,824	2,766,240
Non-current liabilities	非流動負債			
Shareholder loans	股東貸款	28	200,000	100,000
Bank borrowings	銀行借款	29	22,900	771,840
Deferred taxation	遞延稅項	30	9,661	81,076
			232,561	952,916
Net assets	資產淨值		567,263	1,813,324
EQUITY	權益			
Share capital	股本	31	175,858	175,858
Reserves	儲備		429,921	1,584,174
Equity attributable to owners of the Company	本公司擁有人應佔權益		605,779	1,760,032
Non-controlling interests	非控股股東權益		(38,516)	53,292
Total equity	總權益		567,263	1,813,324

On behalf of the directors

代表董事

Dr. Ray Yip
葉雷博士
Director
董事

Mr. Wang Xuejun
王學軍先生
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Attributable to owners of the Company								Non-controlling interests	Total
		本公司擁有人應佔								非控股股東權益	合計
		Share capital	Share premium	Translation reserve	Special reserve	Other reserve	Share option reserve	Available-for-sale financial assets	Accumulated losses	Sub-total	
		股本 HK\$'000 千港元 (note 31) (附註31)	股份溢價 HK\$'000 千港元	換算儲備 HK\$'000 千港元	特殊儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	可供出售金融資產 儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	小計 HK\$'000 千港元	HK\$'000 千港元
At 30 April 2017 and 1 May 2017	於二零一七年四月三十日及 二零一七年五月一日	175,858	3,196,996	(49,233)	(200)	(410,463)	34,674	-	(1,070,595)	1,877,037	30,855
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(158,492)	(158,492)	(7,724)
Other comprehensive income	其他全面收入										
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益	-	-	29,155	-	-	-	-	-	29,155	2,466
Available-for-sale financial assets	可供出售金融資產	-	-	-	-	-	-	(13,163)	-	(13,163)	-
Total comprehensive income for the period	本期間全面總收入	-	-	29,155	-	-	-	(13,163)	(158,492)	(142,500)	(5,258)
Acquisition of a subsidiary (note 41)	收購附屬公司(附註41)	-	-	-	-	-	-	-	-	-	27,695
Issue of share options (note 36)	發行購股權(附註36)	-	-	-	-	-	25,495	-	-	25,495	-
Lapse of share options (note 36)	已失效購股權(附註36)	-	-	-	-	-	(7,240)	-	7,240	-	-
At 31 December 2017	於二零一七年十二月三十一日	175,858	3,196,996	(32,995)	(200)	(410,463)	52,929	(13,163)	(2,414,090)	1,760,032	53,292

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔										Non-controlling interests 非控股權益	Total equity 總權益
		Share capital 股本	Share premium 股份溢價	Translation reserve 滙兌儲備	Special reserve 特殊儲備	Other reserve 其他儲備	Share option reserve 購股權儲備	Available-for-sale financial assets reserve 可供出售金融資產儲備	FVOCI reserve 按公平值於其他全面收入列賬之儲備	Accumulated losses 累計虧損	Sub-total 小計		
		HK\$'000 千港元 (note 31) (附註31)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 31 December 2017 as originally presented	於二零一七年十二月三十一日按原先呈列之結餘	175,858	3,196,996	(20,078)	(200)	(410,463)	52,929	(13,163)	-	(1,221,847)	1,760,032	53,292	1,813,324
Initial application of HKFRS 9 (note 2)	首次應用香港財務報告準則第9號(附註2)	-	-	-	-	-	-	13,163	52,294	(8,966)	56,491	-	56,491
Restated balance as at 1 January 2018	於二零一八年一月一日之經重列結餘	175,858	3,196,996	(20,078)	(200)	(410,463)	52,929	-	52,294	(1,230,813)	1,816,523	53,292	1,869,815
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(1,193,501)	(1,193,501)	(90,414)	(1,283,915)
Other comprehensive income	其他全面收入												
Exchange loss on translation of financial statements of foreign operations	換算海外業務財務報表之滙兌虧損	-	-	(12,917)	-	-	-	-	-	-	(12,917)	(1,394)	(14,311)
Fair value change of financial assets at fair value through other comprehensive income	按公平值於其他全面收入列賬之金融資產之公平值變動	-	-	-	-	-	-	-	(3,777)	-	(3,777)	-	(3,777)
Total comprehensive income for the year	年內全面收益總額	-	-	(12,917)	-	-	-	-	(3,777)	(1,193,501)	(1,210,195)	(91,808)	(1,302,003)
Equity-settled share-based payments (note 36)	以股權結算的以股份為基礎的付款(附註36)	-	-	-	-	-	(549)	-	-	-	(549)	-	(549)
Lapse of share options (note 36)	購股權失效(附註36)	-	-	-	-	-	(10,224)	-	-	10,224	-	-	-
Balance at 31 December 2018	於二零一八年十二月三十一日之結餘	175,858	3,196,996	(32,995)	(200)	(410,463)	42,156	-	48,517	(2,414,090)	605,779	(38,516)	567,263

The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for their acquisition at the time of the Group's reorganisation in 2001.

特殊儲備指本集團於二零零一年重組時，被收購附屬公司股份面值與本公司就收購該等附屬公司而予以發行之本公司股份面值之差額。

The other reserve represents the difference between the fair value of consideration paid to increase the shareholding in a subsidiary, Shaanxi Aierfu Activtissue Engineering Company Limited and the amount of adjustment to non-controlling interests during the years ended 30 April 2011, 2013 and 2014.

其他儲備指於截至二零一一年、二零一三年及二零一四年四月三十日止年度就增加於一間附屬公司，陝西艾爾膚組織工程有限公司，之股權所付代價之公平值與非控股股東權益調整金額之差額。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
	Notes 附註		
Cash flows from operating activities	經營活動之現金流量		
Loss before income tax	除所得稅前虧損	(1,352,799)	(171,826)
Adjustments for:	經調整：		
Amortisation of land use rights	土地使用權攤銷	106	69
Amortisation of other intangible assets	其他無形資產攤銷	43,386	30,428
Depreciation	折舊	26,210	10,494
Interest income	利息收入	(7,026)	(10,265)
Gain on disposal of a subsidiary	出售附屬公司之收益	42	(35,206)
Gain on disposals of property plant and equipment, net	出售物業、廠房及設備之收益(淨額)	-	(1)
Gain on financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產之收益	113,803	(118)
Fair value loss/(gain) on contingent consideration receivables	應收或然代價之公平值虧損/(收益)	26,271	15,876
Written off property, plant and equipment	撇銷物業、廠房及設備	-	427
Equity-settled share-based payment expenses	以權益結算之股權支付費用	(549)	25,495
Interest expenses	利息費用	21,654	24,901
Impairment loss on goodwill	商譽減值虧損	202,292	-
Impairment loss on property, plant and equipment	物業、廠房及設備之減值虧損	168,486	-
Impairment loss on intangible assets	無形資產之減值虧損	275,896	-
Expected credit loss on trade receivables	貿易應收款項預期信貸虧損	139,006	-
Reversal of expected credit loss on other receivables	其他應收款項預期信貸虧損之撥回	(2,458)	-
Operating loss before working capital changes	營運資金變動前之經營虧損	(345,722)	(109,726)
(Increase)/decrease in inventories	存貨(增加)/減少	(5,079)	34,483
Decrease/(Increase) in trade receivables	應收貿易賬項減少/(增加)	117,654	(238,292)
Decrease/(Increase) in deposits, prepayments and other receivables	按金、預付款項及其他應收款項減少/(增加)	347,636	(120,291)
Changes in financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產變動	74,097	-
(Decrease)/Increase in trade payables	應付貿易賬項(減少)/增加	(202,080)	197,266
Increase in contract liabilities	合約負債增加	5,107	-
Increase in accrued charges and other payables	應計費用及其他應付賬項增加	27,138	44,560
Cash generated from/(used in) operations	經營業務所得/(耗用)之現金	18,751	(192,000)
Income taxes paid	已付所得稅	-	(1,291)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

			Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
	Notes 附註			
Net cash generated from/(used in) operating activities		經營活動所得／(耗用)現金淨額	18,751	(193,291)
Cash flows from investing activities		投資活動之現金流量		
Interest received		已收利息	7,026	437
Decrease in pledged deposits		已抵押存款減少	400,494	—
Payment of deposits for acquisition of subsidiaries		收購附屬公司按金付款	(45,457)	(100,000)
Purchase of property, plant and equipment		購置物業、廠房及設備	(13,221)	(6,067)
Purchase of other intangible assets	18	購置其他無形資產	—	(3,475)
Purchases of available-for-sale financial assets		購置可供出售金融資產	—	(475,291)
Net cash inflow from acquisition of subsidiary		收購附屬公司之現金流入淨額	41	5
Net cash inflow from disposal of subsidiary		出售附屬公司之現金流入淨額	42	24,911
Proceeds from disposal of property, plant and equipment		出售物業、廠房及設備所得款項	1,315	9
Net cash generated from/(used in) investing activities		投資活動所得／(耗用)現金淨額	350,157	(559,471)
Cash flows from financing activities		融資活動之現金流量		
Proceeds from shareholder's loans	43	股東貸款所得款項	—	472,542
Repayment of shareholder's loan		償還股東貸款	(214,208)	—
Repayment of bank borrowings		償還銀行借款	(343,500)	(28,345)
Interest paid on bank borrowings		已付銀行借款之利息	(21,654)	(24,901)
Net cash (used in)/generated from financing activities		融資活動(耗用)／所得現金淨額	(579,362)	419,296
Net decrease in cash and cash equivalents		現金及現金等值項目之減少淨額	(210,454)	(333,466)
Cash and cash equivalents at beginning of the year/period		年初／期初之現金及現金等值項目	244,373	571,732
Effect of exchange rate changes on cash and cash equivalents		匯率變動對現金及現金等值項目之影響	(13,857)	6,107
Cash and cash equivalents at end of the year/period		年末／期末之現金及現金等值項目	20,062	244,373

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

1. GENERAL INFORMATION

China Regenerative Medicine International Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (Revision 2001) of Cayman Islands on 20 April 2001. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and its principal place of business is Rooms 3006–10, 30/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. Details of the activities of its principal subsidiaries are set out in note 38 to the financial statements. The Company and its subsidiaries are collectively referred to as the “Group” hereafter.

During the period from 1 May 2017 to 31 December 2017, the directors had resolved to change the Company’s financial year end date from 30 April to 31 December. As a result of the aforesaid change of the financial year end date, the consolidated financial statement of the Group for the comparative period cover the 8-month period from 1 May 2017 to 31 December 2017. The amounts presented in the current period in the consolidated statement of profit or loss and other comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity and related notes cover a 12-month period from 1 January 2018 to 31 December 2018 and therefore may not be comparable with amounts shown for the comparative period.

The financial statements for the year ended 31 December 2018 were approved for issue by the board of directors on 11 April 2019.

1. 一般資料

中國再生醫學國際有限公司(「本公司」)於二零零一年四月二十日根據開曼群島公司法(二零零一年修訂版)在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處及主要營業地點之地址分別為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands及香港灣仔港灣道26號華潤大廈30樓3006–10室。本公司股份於香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司乃一間投資控股公司，其主要附屬公司之業務詳情載於財務報表附註38。本公司及其附屬公司下文統稱為「本集團」。

於二零一七年五月一日至二零一七年十二月三十一日期間，董事議決將本公司的財政年度年結日由四月三十日變更為十二月三十一日。由於前述財政年度年結日變更，本集團於可比較期間的綜合財務報表涵蓋二零一七年五月一日至二零一七年十二月三十一日為期八個月期間。於綜合損益及其他全面收入表、綜合現金流量表及綜合權益變動表以及有關附註所呈報本期數額涵蓋二零一八年一月一日至二零一八年十二月三十一日為期十二個月，因此就可比較期間所顯示數額而言可能未相比較。

截至二零一八年十二月三十一日止年度的財務報表已於二零一九年四月十一日獲董事會批准刊發。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018

Annual Improvements to HKFRSs 2014–2016 Cycle	Amendments to HKFRS 1, First-time adoption of Hong Kong Financial Reporting Standards and HKAS 28, Investments in Associates and Joint Ventures
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15)
HKFRIC-Int 22	Foreign Currency Transactions and Advance Consideration

Except as explained below, the adoption of these new and amended HKFRSs did not result in substantial changes to the Group's accounting policies and had no material impact on how the results and financial positions for the current and prior periods have been prepared and presented.

A. HKFRS 9 – Financial Instruments

(i) Classification and measurement of financial instruments

HKFRS 9 replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: (1) classification and measurement; (2) impairment and (3) hedge accounting. The adoption of HKFRS 9 from 1 January 2018 has resulted in changes in accounting policies of the Group and the amounts recognised in the consolidated financial statements.

2. 採納香港財務報告準則（「香港財務報告準則」）

2.1 採納新訂／經修訂香港財務報告準則—自二零一八年一月一日起生效

二零一四年至二零一六年週期香港財務報告準則之年度改進	香港財務報告準則第1號之修訂，首次採納香港財務報告準則及香港會計準則第28號之修訂，聯營公司及合營企業之投資
香港財務報告準則第2號之修訂	以股份為基礎付款交易之分類及計量
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收益
香港財務報告準則第15號之修訂	客戶合約收益（對香港財務報告準則第15號的澄清）
香港財務報告詮釋委員會—詮釋第22號	外幣交易及預付代價

除下文所述者外，採納該等新訂及經修訂香港財務報告準則並無導致本集團會計政策的重大變動，對本期間及過往期間業績及財務狀況的編製及呈列方式並無重大影響。

A. 香港財務報告準則第9號—金融工具

(i) 金融工具的分類及計量

香港財務報告準則第9號自二零一八年一月一日起或之後的年度期間取代香港會計準則第39號金融工具：確認及計量，將金融工具會計的所有三個方面合併在一起：(1)分類及計量；(2)減值及(3)對沖會計。自二零一八年一月一日起採納香港財務報告準則第9號導致本集團會計政策以及在綜合財務報表中已確認金額出現變動。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(i) Classification and measurement of financial instruments (Cont'd)

The following tables summarised the impact, net of tax, of transition to HKFRS 9 on the opening balance of reserves and accumulated losses of 1 January 2018 as follows:

		HK\$'000 千港元
Accumulated losses	累計虧損	
As at 31 December 2017	於二零一七年十二月三十一日	(1,221,847)
Increase in expected credit losses ("ECLs") in trade receivables	貿易應收款項預期信貸虧損 (「預期信貸虧損」) 增加	(4,866)
Increase in expected credit losses ("ECLs") in other receivables	其他應收款項預期信貸虧損 (「預期信貸虧損」) 增加	(2,851)
Reclassification of investments from available-for-sale at fair value to financial assets at fair value through profit or loss ("FVTPL")	按公平值計入可供出售投資重新分類至按公平值於損益列賬 (「按公平值於損益列賬」) 之金融資產	(13,163)
Fair value remeasurement of investments from available-for-sale at cost to FVTPL	按成本計入可供出售投資重新計量至按公平值於損益列賬之公平值	11,914
Restated as at 1 January 2018	於二零一八年一月一日經重列	(1,230,813)
Available for sales financial asset reserve	可供出售金融資產儲備	
As at 31 December 2017	於二零一七年十二月三十一日	(13,163)
Reclassification of investments from available-for-sale at fair value to FVTPL	按公平值計之可供出售投資重新分類至按公平值於損益列賬之金融資產	13,163
Restated as at 1 January 2018	於二零一八年一月一日經重列	–
FVOCI reserve	按公平值於其他全面收入列賬之儲備	
As at 31 December 2017	於二零一七年十二月三十一日	–
Fair value remeasurement and reclassification of investments from unquoted equity investment previously classified as available-for-sale financial assets and measured at cost under HKAS 39 to FVOCI	過往分類為可供出售金融資產並根據香港會計準則第39號按成本計量至按公平值於其他全面收入列賬的未報價股權投資之投資公平值重新計量及重新分類	52,294
Restated as at 1 January 2018	於二零一八年一月一日經重列	52,294

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.1 採納新訂／經修訂香港財務報告準則—自二零一八年一月一日起生效 (續)

A. 香港財務報告準則第9號—金融工具 (續)

(i) 金融工具的分類及計量 (續)

下表概述過渡至香港財務報告準則第9號對截至二零一八年一月一日的期初儲備餘額及累計虧損的影響 (扣除稅項)：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(i) Classification and measurement of financial instruments (Cont'd)

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at fair value through profit or loss (“FVTPL”), where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities. However, it eliminates the previous HKAS 39 categories for financial assets of held to maturity financial assets, loans and receivables and available-for-sale financial assets. The adoption of HKFRS 9 has no material impact on the Group's accounting policies related to financial liabilities and derivative financial instruments. The impact of HKFRS 9 on the Group's classification and measurement of financial assets is set out below.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號－金融工具（續）

(i) 金融工具的分類及計量（續）

香港財務報告準則第9號遵照香港會計準則第39號項下金融負債的確認、分類及計量規定，惟指定按公平值於損益列賬（「按公平值於損益列賬」）的金融負債除外，而負債信貸風險變動引致的公平值變動金額於其他全面收入確認，除非會產生或擴大會計錯配風險則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號終止確認金融資產及金融負債的規定。然而，其取消先前關於持有至到期金融資產、貸款及應收款項以及可供出售金融資產的香港會計準則第39號的金融資產類別。採納香港財務報告準則第9號對本集團與金融負債及衍生金融工具有關的會計政策並無重大影響。採納香港財務報告準則第9號對本集團金融資產分類及計量的影響載列如下。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(i) Classification and measurement of financial instruments (Cont'd)

Under HKFRS 9, except for certain trade receivables (that the trade receivables do not contain a significant financing component in accordance with HKFRS 15), an entity shall, at initial recognition, measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs. A financial asset is classified as: (i) financial assets at amortised cost (“amortised costs”); (ii) financial assets at fair value through other comprehensive income (“FVOCI”); or (iii) FVTPL (as defined in above). The classification of financial assets under HKFRS 9 is generally based on two criteria: (i) the business model under which the financial asset is managed and (ii) its contractual cash flow characteristics (the “solely payments of principal and interest” criterion, also known as “SPPI criterion”). Under HKFRS 9, embedded derivatives is no longer required to be separated from a host financial asset. Instead, the hybrid financial instrument is assessed as a whole for the classification.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號－金融工具（續）

(i) 金融工具的分類及計量（續）

根據香港財務報告準則第9號，除若干貿易應收款項（根據香港財務報告準則第15號，貿易應收款項不包括重大融資部分）外，實體於初次確認時須按公平值加交易成本（倘為並非按公平值於損益列賬之金融資產）計量金融資產。金融資產分類為：(i) 按攤銷成本（「攤銷成本」）計量之金融資產；(ii) 按公平值計入其他全面收入（「按公平值計入其他全面收入」）之金融資產；或(iii) 按公平值於損益列賬（定義見上文）。根據香港財務報告準則第9號，金融資產之分類一般基於兩個準則：(i) 金融資產受管理之業務模式及(ii) 其合約現金流量特徵（「僅為支付本金及利息」準則）。根據香港財務報告準則第9號，嵌入式衍生工具不再須與主體金融資產分開列示。取而代之，混合式金融工具須整體評估分類。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(i) Classification and measurement of financial instruments (Cont'd)

A financial asset is measured at amortised cost if it meets both of the following conditions are met and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號－金融工具（續）

(i) 金融工具的分類及計量（續）

當金融資產同時符合以下條件，且並無指定按公平值於損益列賬，則該金融資產按攤銷成本計量：

- 該金融資產由一個旨在通過持有金融資產收取合約現金流量之業務模式所持有；及
- 該金融資產之合約條款使於特定日期產生符合僅為支付本金及利息準則的現金流量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(i) Classification and measurement of financial instruments (Cont'd)

A debt investment is measured at FVOCI if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. All other financial assets not classified at amortised cost or FVOCI as described above are classified as FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號－金融工具（續）

(i) 金融工具的分類及計量（續）

倘債務投資同時符合以下條件，且並非指定按公平值於損益列賬，則該債務投資以按公平值於其他全面收入列賬計量：

- 該債務投資由一個旨在通過收取合約現金流量及銷售金融資產之業務模式所持有；及
- 該金融資產之合約條款使於特定日期產生符合僅為支付本金及利息準則的現金流量。

於初次確認並非持作買賣股本投資時，本集團可不可撤回地選擇於其他全面收入中呈列投資公平值之其後變動。該選擇按投資逐項作出。所有其他上述並非分類為按攤銷成本或按公平值於其他全面收入列賬之金融資產，均分類為按公平值於損益列賬。此包括所有衍生金融資產。於初次確認時，本集團可不可撤回地指定金融資產（於其他方面符合按攤銷成本計量或按公平值於其他全面收入列賬之規定）為按公平值於損益列賬，前提是有關指定可消除或大幅減少會計錯配發生。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(i) Classification and measurement of financial instruments (Cont'd)

The following accounting policies would be applied to the Group's financial assets as follows:

FVTPL FVTPL is subsequently measured at fair value. Changes in fair value, dividends and interest income are recognised in profit or loss.

Amortised costs Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

FVOCI (equity instruments) Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income is recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號－金融工具（續）

(i) 金融工具的分類及計量（續）

以下會計政策將適用於本集團之金融資產：

按公平值於損益列賬 按公平值於損益列賬其後按公平值計量。公平值、股息及利息收入變動於損益確認。

攤銷成本 按攤銷成本計量之金融資產其後採用實際利率法計量。利息收入、匯兌收益及虧損以及減值於損益確認。終止確認之任何收益於損益確認。

按公平值於其他全面收入列賬（股本投資） 按公平值於其他全面收入列賬的股本投資按公平值計量。股息收入於損益內確認，除非股息收入明確表示收回部分投資成本。其他收益及虧損淨額於其他全面收入確認且不會重新分類至損益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(i) Classification and measurement of financial instruments (Cont'd)

- (a) As of 1 January 2018, an unquoted equity investment, not held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 applies, was reclassified from available-for-sale financial assets at cost to FVOCI. These unquoted equity instrument has no quoted price in an active market. The Group intends to hold these unquoted equity investment for long term strategic purposes. In addition, the Group has designated such unquoted equity instrument at the date of initial application of HKFRS 9 as measured at FVOCI. As at 1 January 2018, the difference between the previous carrying amount and the fair value of HK\$52,294,000 (gain) has been included in the opening FVOCI reserve.
- (b) As of 1 January 2018, an investment in unlisted private fund was reclassified from available-for-sale financial assets at fair value to FVTPL. As a result, financial assets with a fair value of HK\$126,837,000 were reclassified from available-for-sale financial assets to FVTPL and fair value loss of HK\$13,163,000 were reclassified from the available-for-sale assets reserve to accumulated losses on 1 January 2018.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號－金融工具（續）

(i) 金融工具的分類及計量（續）

- (a) 截至二零一八年一月一日，一項既非持作買賣亦非就香港財務報告準則第3號所適用的業務合併中的收購方確認的或然代價的未報價股權投資自按成本列賬之可供出售金融資產重新分類至按公平值於其他全面收益列賬。該未報價權益工具於活躍市場並無報價。本集團擬將該等未報價股權投資作為長期戰略目的。此外，本集團已於首次應用香港財務報告準則第9號當日指定該等未報價權益工具按公平值於其他全面收入列賬計量。於二零一八年一月一日，過往賬面值與公平值之間的差額52,294,000港元（收益）已計入期初按公平值於其他全面收入列賬之儲備。
- (b) 截至二零一八年一月一日，非上市私募基金投資由按公平值計入可供出售金融資產重新分類至按公平值於損益列賬。因此，公平值126,837,000港元的金融資產自可供出售金融資產重新分類至按公平值於損益列賬，而公平值虧損13,163,000港元於二零一八年一月一日由可供出售資產儲備重新分類至累計虧損。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(i) Classification and measurement of financial instruments (Cont'd)

- (c) As of 1 January 2018, an investment in unlisted private fund was reclassified from available-for-sale financial assets at cost to FVTPL. This unquoted instrument has no quoted price in an active market. As a result, financial assets with carrying amount of HK\$214,691,000 were reclassified from available-for-sale financial assets to FVTPL and the difference between the previous carrying amount and the fair value gain of HK\$11,914,000 has been included in the opening accumulated losses.

- (d) As of 1 January 2018, an unquoted equity investment was reclassified from available-for-sale financial assets at cost to FVTPL. This unquoted instrument has no quoted price in an active market. As a result, financial assets with carrying amount of HK\$120,600,000 were reclassified from available-for-sale financial assets to FVTPL. The cost of this investment approximates its fair value as at 1 January 2018.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號－金融工具（續）

(i) 金融工具的分類及計量（續）

- (c) 截至二零一八年一月一日，非上市私募基金投資由按成本計入可供出售金融資產重新分類至按公平值於損益列賬。該未報價工具於活躍市場並無報價。因此，賬面值為214,691,000港元的金融資產已自可供出售金融資產重新分類至按公平值於損益列賬，而過往賬面值與公平值收益之間的差額11,914,000港元已計入期初累計虧損。

- (d) 截至二零一八年一月一日，未報價股權投資由按成本計入可供出售金融資產重新分類至按公平值於損益列賬。該未報價工具於活躍市場並無報價。因此，賬面值為120,600,000港元的金融資產已自可供出售金融資產重新分類至按公平值於損益列賬。該投資成本與二零一八年一月一日的公平值相若。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(i) Classification and measurement of financial instruments (Cont'd)

The following table summarizes the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group's financial assets as at 1 January 2018:

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying amount as at 1 January 2018 under HKAS 39 於二零一八年一月一日 根據香港會計準則第39號 之賬面值 HK\$'000 千港元	Carrying amount as at 1 January 2018 under HKFRS 9 於二零一八年一月一日 根據香港財務報告準則第9號 之賬面值 HK\$'000 千港元
金融資產	根據香港會計準則第39號的原有類別	根據香港財務報告準則第9號的新類別		
Listed equity investments 上市股權投資	Held-for-trading 持作買賣	FVTPL 按公平值於損益列賬	12,154	12,154
Unlisted equity investments (note 2.1A(i)(a)) 非上市股權投資 (附註2.1A(i)(a))	Available-for-sale 持作出售	FVOCI 按公平值於其他全面收入列賬	112,928	165,222
Unlisted equity investments (note 2.1A(i)(d)) 非上市股權投資 (附註2.1A(i)(d))	Available-for-sale 持作出售	FVTPL 按公平值於損益列賬	120,600	120,600
Unlisted debt investments (note 2.1A(i)(b)) 非上市債務投資 (附註2.1A(i)(b))	Available-for-sale 持作出售	FVTPL 按公平值於損益列賬	126,837	126,837
Unlisted debt investments (note 2.1A(i)(c)) 非上市債務投資 (附註2.1A(i)(c))	Available-for-sale 持作出售	FVTPL 按公平值於損益列賬	214,691	226,605
Trade receivables 貿易應收款項	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	279,806	274,940
Other receivables 其他應收款項	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	142,533	139,682
Contingent consideration receivables 應收或然代價	FVTPL 按公平值於損益列賬	FVTPL 按公平值於損益列賬	32,502	32,502
Pledged bank deposits 已抵押銀行存款	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	818,062	818,062
Cash and cash equivalents 現金及現金等價物	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	244,373	244,373

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效 (續)

A. 香港財務報告準則第9號－金融工具 (續)

(i) 金融工具的分類及計量 (續)

下表概述本集團於二零一八年一月一日各類金融資產根據香港會計準則第39號的原有計量類別及根據香港財務報告準則第9號的新計量類別：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(ii) Impairment of financial assets

The adoption of HKFRS 9 has changed the Group's impairment model by replacing the HKAS 39 “incurred loss model” to the “expected credit losses (“ECLs”) model”. HKFRS 9 requires the Group to recognised ECL for trade receivables, financial assets at amortised costs and contract assets earlier than HKAS 39. Cash and cash equivalents are subject to ECL model but the impairment is immaterial for the current period.

Under HKFRS 9, the losses allowances are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

Measurement of ECLs

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

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

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則—自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號—金融工具（續）

(ii) 金融資產減值

採納香港財務報告準則第9號改變本集團的減值模式，由香港會計準則第39號「已產生虧損模式」改為「預期信貸虧損（「預期信貸虧損」）模式」。香港財務報告準則第9號規定本集團早於香港會計準則第39號規定的時間就貿易應收款項、按攤銷成本計量之金融資產及合約資產確認預期信貸虧損。現金及現金等價物受預期信貸虧損模式規限，惟本期間的減值並不重大。

根據香港財務報告準則第9號，虧損撥備按以下其中一項基準計量：(1)12個月預期信貸虧損：為於報告日期後12個月內發生的可能違約事件導致的預期信貸虧損；及(2)全期預期信貸虧損：為於金融工具預計年內所有可能違約事件產生的預期信貸虧損。

預期信貸虧損的計量

預期信貸虧損基於根據合約應付的合約現金流與本集團預期收取的所有現金流量之間的差額。該差額其後按資產原實際利率相近的比率貼現。

本集團選擇採用香港財務報告準則第9號簡化方法計量貿易收款項的虧損撥備，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已根據其過往信貸虧損經驗制定撥備矩陣，有關矩陣已就應收賬款特定的前瞻性因素及經濟環境予以調整。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(ii) Impairment of financial assets (Cont'd)

Measurement of ECLs (Cont'd)

For other financial assets, the ECLs are based on the 12 months ECLs. The 12 months ECLs is the portion of the lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is aged more than 90 days.

The Group considers a financial asset to be in default when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is aged more than 365 days.

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

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號－金融工具（續）

(ii) 金融資產減值（續）

預期信貸虧損的計量（續）

就按其他金融資產而言，本集團按12個月預期信貸虧損計算預期信貸虧損。12個月預期信貸虧損為全期預期信貸虧損之一部分，其源自可能在報告日期後12個月內發生之金融工具違約事件。然而，自開始以來信貸風險顯著增加時，撥備將以全期預期信貸虧損為基準。當釐定金融資產之信貸風險自初步確認後有否大幅增加，並於估計預期信貸虧損時，本集團會考慮相關及無須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出之定量及定性資料及分析，並包括前瞻性資料。

本集團假設，倘賬齡超過90日，金融資產的信貸風險會大幅增加。

本集團認為金融資產於下列情況下為違約：(1) 借款人不大会在本集團無追索權採取行動（例如：變現抵押）（如持有）的情況下向本集團悉數支付其信貸義務；或(2) 該金融資產賬齡超過365日。

於估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合約期間。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(ii) Impairment of financial assets (Cont'd)

Presentation of ECLs

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Impact of the ECL model

(a) Impairment of trade receivables

As mentioned above, the Group applies the HKFRS 9 simplified approach to measure ECLs which adopts a life time ECLs for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the ageing analysis. The loss allowance as at 1 January 2018 was determined as follows for trade receivables as follows:

		Weighted average lifetime ECL 加權平均全期預期信貸虧損 (%)	Gross carrying amount 總賬面值 (HK\$'000) (千港元)	Loss allowance 虧損撥備 (HK\$'000) (千港元)
1 – 90 days	1至90天	1	259,744	(2,597)
91 – 365 days	91至365天	10	19,770	(1,977)
More than 365 days	365天以上	100	292	(292)
			279,806	(4,866)

The increase in loss allowance for trade receivables upon the transition to HKFRS 9 as of 1 January 2018 were HK\$4,866,000. The loss allowances further increased to HK\$139,677,000 for trade receivables as at 31 December 2018.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則—自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號—金融工具（續）

(ii) 金融資產減值（續）

預期信貸虧損的呈列

按攤銷成本計量的金融資產的虧損撥備自資產賬面總額中扣除。

預期信貸虧損模式的影響

(a) 貿易應收款項減值

誠如上文所述，本集團採用香港財務報告準則第9號簡化方法計量就所有貿易應收款項採用全期預期信貸虧損的預期信貸虧損。為計量預期信貸虧損，貿易應收款項已根據分佔信用風險特徵及賬齡分析進行分組。截至二零一八年一月一日的虧損撥備按下列貿易應收款項釐定如下：

於二零一八年一月一日過渡至香港財務報告準則第9號的貿易應收款項虧損撥備增加為4,866,000港元。於二零一八年十二月三十一日止年度，貿易應收款項的虧損撥備進一步增加至139,677,000港元。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(ii) Impairment of financial assets (Cont'd)

Impact of the ECL model (Cont'd)

(b) Impairment of other receivables

Other financial assets at amortised cost of the Group includes deposits and other receivables. Applying the ECL model result in the recognition of ECL of HK\$2,851,000 on 1 January 2018 and loss allowance reduced to HK\$393,000 as at 31 December 2018.

(iii) Transition

The Group has applied the transitional provision in HKFRS 9 such that HKFRS 9 was generally adopted without restating comparative information. The reclassifications and the adjustments arising from the new ECLs rules are therefore not reflected in the statement of financial position as at 31 December 2017, but are recognised in the statement of financial position on 1 January 2018. This mean that differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of HKFRS 9 are recognised in retained earnings and reserves as at 1 January 2018. Accordingly, the information presented for 2017 does not reflect the requirements of HKFRS 9 but rather those of HKAS 39.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號－金融工具（續）

(ii) 金融資產減值（續）

預期信貸虧損模式的影響（續）

(b) 其他應收款項減值

本集團按攤銷成本計算的其他金融資產包括按金及其他應收款項。應用預期信貸虧損模式導致二零一八年一月一日確認之預期信貸虧損為2,851,000港元，於二零一八年十二月三十一日的虧損撥備減少至393,000港元

(iii) 過渡安排

本集團已應用香港財務報告準則第9號的過渡性條文，以使香港財務報告準則第9號全面獲採納而毋須重列可資比較資料。因此，新預期信貸虧損規則產生的重新分類及調整並無於二零一七年十二月三十一日的財務狀況表中反映，惟於二零一八年一月一日的財務狀況表中確認。其指於二零一八年一月一日採納香港財務報告準則第9號產生的金融資產與金融負債的賬面值差額於保留盈利及儲備中確認。因此，二零一七年呈列的資料並不反映香港財務報告準則第9號的規定，惟反映香港會計準則第39號的規定。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

A. HKFRS 9 – Financial Instruments (Cont'd)

(iii) Transition (Cont'd)

The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application (“DIA”) of HKFRS 9:

- The determination of the business model within which a financial asset is held; and
- The designation of certain investments in equity investments not held for trading as at FVOCI.

B. HKFRS 15 – Revenue from Contracts with Customers

HKFRS 15 supersedes HKAS 11 Construction Contracts, HKAS 18 Revenue and related interpretations. HKFRS 15 has established a five-steps model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at the amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

A. 香港財務報告準則第9號－金融工具（續）

(iii) 過渡安排（續）

以下評估乃根據香港財務報告準則第9號初次應用日期（「初次應用日期」）存在之事實及情況而作出：

- 釐定持有金融資產之業務模型；及
- 指定並非持作買賣股權投資的若干投資按公平值於其他全面收入列賬。

B. 香港財務報告準則第15號－「客戶合約收益」

香港財務報告準則第15號取代香港會計準則第11號「建築合約」、香港會計準則第18號「收益」及相關詮釋。香港財務報告準則第15號建立一個五步模型，以將客戶合約收益列賬。根據香港財務報告準則第15號，收益按能反映實體預期就向客戶轉讓貨品或服務作交換而有權獲得之代價金額確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2.1 Adoption of new/revised HKFRSs – effective 1 January 2018 (Cont'd)

B. HKFRS 15 – Revenue from Contracts with Customers (Cont'd)

The Group has adopted HKFRS 15 using the cumulative effect method without practical expedients. The Group has recognised the cumulative effect of initially applying HKFRS 15 as an adjustment to the opening balance of retained earnings at the date of initial application (that is, 1 January 2018). As a result, the financial information presented for 2017 has not been restated.

The adoption of HKFRS 15 does not have a material impact on the amounts reported to the consolidated financial statements of the Group based on the existing business model of the Group. However, upon the adoption of HKFRS 15, amount previously presented as “receipt in advances” under “accrued charges and other payables” as at 31 December 2017 has been reclassified as “contract liabilities” on 1 January 2018. These contract liabilities mainly relate to the advance considerations received from customers. All contract liabilities and arose from sale of goods. The Group may take certain deposits from customers on acceptance of the order, with the remainder of the consideration payable at the earlier of delivery of the finished goods. If the customer cancels the order, then the Group immediately refund the deposit less costs incurred, if any, to customers.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.1 採納新訂／經修訂香港財務報告準則－自二零一八年一月一日起生效（續）

B. 香港財務報告準則第15號－「客戶合約收益」（續）

本集團已採用累計影響法採納香港財務報告準則第15號（無可行權宜方法）。本集團已確認初步應用香港財務報告準則第15號的累計影響，作為對初步應用日期（即二零一八年一月一日）的保留盈利期初結餘的調整。因此，並未重列二零一七年呈列之財務資料。

採納香港財務報告準則第15號對基於本集團現有業務模式的本集團綜合財務報表呈報金額並無重大影響。然而，採納香港財務報告準則第15號後，二零一七年十二月三十一日「應計開支及其他應收款項」下先前呈列為「預收款項」的金額於二零一八年一月一日已重新分類為「合約負債」。該等合約負債主要與收取客戶的預收代價有關。所有合約負債及產生自銷售貨品。本集團接納訂單時自客戶收取若干按金，餘下代價於成品交付時支付（以較早者為準）。倘客戶取消訂單，則本集團即時向客戶退還按金減已產生成本（如有）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONT'D)

2.2 New or amended HKFRSs that have been issued but are not yet effective

At the date of this report, the following new or amended HKFRSs have been published but are not yet effective, and have not been early adopted by the Group.

HKFRS 16	Leases ¹
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ¹
Amendments to HKFRS 3	Business Combinations ²
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ¹
Amendments to HKAS 1	Presentation of Financial Statements ²
Amendments to HKAS 8	Accounting Policies, Changes in Accounting Estimates and Errors ²
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ¹
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 3, Business Combinations ¹
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKFRS 11, Joint Arrangements ¹
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKAS 12, Income Taxes ¹
Annual Improvements to HKFRSs 2015-2017 Cycle	Amendments to HKAS 23, Borrowing Costs ¹
HKFRS 17	Insurance Contracts ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴

- ¹ Effective for annual periods beginning on or after 1 January 2019
- ² Effective for annual periods beginning on or after 1 January 2020
- ³ Effective for annual periods beginning on or after 1 January 2021
- ⁴ The amendments were originally intended to be effective for periods beginning on or after 1 January 2017. The effective date has now been deferred/removed. Early application of the amendments of the amendments continue to be permitted.

Except for HKFRS 16, the directors expect that the adoption of the other standards above will have no material impact on the financial statements in the year of initial application. The nature of the impending changes in accounting policy on the adoption of HKFRS 16 are described below.

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則

於本報告日期，以下新訂或經修訂香港財務報告準則已頒佈但尚未生效，且並無獲本集團提早採納。

香港財務報告準則第16號	租賃 ¹
香港(國際財務報告詮釋委員會)詮釋第23號	所得稅處理的不確定性 ¹
香港財務報告準則第3號修訂本	業務合併 ²
香港財務報告準則第9號修訂本	具負補償之提前還款特性 ¹
香港會計準則第1號修訂本	財務報表的呈列 ²
香港會計準則第8號修訂本	會計政策、會計估計改變和錯誤 ²
香港會計準則第28號修訂本	於聯營公司及合營企業之長期權益 ¹
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港財務報告準則第3號修訂本，業務合併 ¹
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港財務報告準則第11號修訂本，合營安排 ¹
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港會計準則第12號修訂本，所得稅 ¹
香港財務報告準則二零一五年至二零一七年週期之年度改進	香港會計準則第23號修訂本，借貸成本 ¹
香港財務報告準則第17號	保險合約 ³
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間出售或注入資產 ⁴

- ¹ 於二零一九年一月一日或之後開始之年度期間生效
- ² 於二零二零年一月一日或之後開始之年度期間生效
- ³ 於二零二一年一月一日或之後開始之年度期間生效
- ⁴ 修訂本原擬於二零一七年一月一日或之後開始之期間生效。生效日期現已延後／取消。修訂本仍可予提早應用。

除香港財務報告準則第16號外，董事預計採納以上其他準則不會對初步應用年度財務報表造成重大影響。採納香港財務報告準則第16號對會計政策迫近變動的性質載列如下。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2.2 *New or amended HKFRSs that have been issued but are not yet effective (Cont'd)*

HKFRS 16 – Leases

This standard is effective for accounting periods beginning on or after 1 January 2019. HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則（續）

香港財務報告準則第16號－租賃

此項準則於二零一九年一月一日或之後開始的會計期間生效。香港財務報告準則第16號於生效日期起將取代香港會計準則第17號「租賃」及相關詮釋，引入單一承租人會計處理模式並規定承租人就為期超過12個月的所有租賃確認資產及負債，除非相關資產為低價值資產。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產（表示其有權使用相關租賃資產）及租賃負債（表示其有責任支付租賃款項）。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債的現金還款分類為本金部分及利息部分，於現金流量表中呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可註銷租賃付款，亦包括倘承租人合理肯定會行使選擇權延續租賃或行使選擇權終止租賃的情況下，將於選擇權期間內作出的付款。此會計處理方法與承租人會計法顯著不同，後者根據原準則香港會計準則第17號分類為經營租賃。

就出租人會計處理方法而言，香港財務報告準則第16號大致轉承了香港會計準則第17號的出租人會計處理方法的規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且以不同方式將兩類租賃入賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONT'D)

2.2 *New or amended HKFRSs that have been issued but are not yet effective (Cont'd)*

HKFRS 16 – Leases (Cont'd)

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for property, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. As set out in Note 34, the future aggregate minimum lease payments under non-cancellable operating lease of the Group as at 31 December 2018 amounted to HK\$118,731,000. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding lease liability in respect of all the leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirement may result changes in measurement, presentation and disclosure as indicated above.

2. 採納香港財務報告準則（「香港財務報告準則」）（續）

2.2 已頒佈但尚未生效的新訂或經修訂香港財務報告準則（續）

香港財務報告準則第16號－租賃（續）

香港財務報告準則第16號將主要影響本集團（作為承租人）有關物業、廠房及設備租賃的會計處理，該等租賃目前分類為經營租賃。預期應用新會計模式將導致資產及負債之增加以及影響到於租期內在損益表確認開支之時間性。誠如附註34所載，於二零一八年十二月三十一日，本集團根據不可撤銷經營租賃之未來最低應付租金總額為118,731,000港元。初步評估顯示，該等安排將會符合香港財務報告準則第16號項下租賃界定，因此本集團將就所有租賃確認作使用權資產及相關租賃負債，除非彼等於應用香港財務報告準則第16號時符合低價值或短期租賃。另外，應用新規定可能導致出現如前述所載述的計量、呈報及披露變動。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The financial statements on pages 138 to 268 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("GEM Listing Rules").

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group's financial statements, if any, are disclosed in note 2.

The financial statements have been prepared on the historical cost basis except for certain financial instruments, which are stated at fair value. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

3. 主要會計政策概要

3.1 編製基準

載於第138至268頁之財務報表乃依據香港財務報告準則（「香港財務報告準則」，該統稱包括由香港會計師公會（「香港會計師公會」）頒佈之所有適用個別香港財務報告準則、香港會計準則及詮釋）而編製。財務報表亦包括香港公司條例及聯交所GEM證券上市規則（「GEM上市規則」）之適用披露規定。

用以編製此等財務報表之主要會計政策概述於下文。除另有列明者外，此等政策已貫徹應用於所有呈報年度。採納新訂或經修訂之香港財務報告準則及對本集團財務報表之影響（如有）乃於附註2中披露。

財務報表乃按歷史成本基準編製，惟若干金融工具以公平值列值。計量基準詳述於下文之會計政策中。

務請注意，編製財務報表時會採用會計估計及假設。儘管此等估計乃基於管理層對現時事件及行動之最深切了解及判斷而作出，惟實際結果最終或會有別於估計之情況。涉及高度判斷或複雜性之範疇或涉及對財務報表有重大影響之假設及估計之範疇披露於附註4。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Business combination and basis of consolidation

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

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

3. 主要會計政策概要(續)

3.2 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團公司之間內部公司交易及結餘以及未變現之溢利乃於編製綜合財務報表時全部對銷。除非交易顯示所轉讓之資產出現減值，該虧損會於損益中確認，否則未變現虧損亦須對銷。

年內收購或出售之附屬公司，其業績由收購生效日期起計或直至出售生效日期止（如適用）列入綜合損益及其他全面收入表內。當需要時，附屬公司之財務報表會被調整，使其會計政策與本集團其他成員公司所採用者一致。

收購附屬公司或業務按收購會計法入賬。收購成本乃按收購日期所轉讓之資產、所產生之負債及本集團（作為收購方）發行之股權之公平值總額計量。被收購之可識別資產及所承擔負債主要按收購日期之公平值計量。本集團先前所持被收購方之股權以收購日期的公平值重新計量，而所產生之收益或虧損則於損益中確認。本集團可按每宗交易選擇按公平值或按應佔被收購方可識別資產淨值之比例計量相當於目前於附屬公司擁有權之非控股股東權益。所有其他非控股股東權益均按公平值計量，除非香港財務報告準則要求另一種計量基準，則作別論。與收購相關的成本在發生時支銷，除非其在發行權益工具時發生，在該情況下，有關成本從權益中扣除。

收購方將予轉讓之任何或然代價均按收購日期的公平值確認。其後代價調整僅於計算期間（最長為收購日期起計12個月）內所取得有關於收購日期的公平值之新資料時，方可於商譽中確認。分類為資產或負債之或然代價的所有其他其後調整均於損益中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.2 Business combination and basis of consolidation (Cont'd)

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

3.3 Subsidiaries

A subsidiary is an investee over which the Group is able to exercise control. The Group controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

3. 主要會計政策概要(續)

3.2 業務合併及綜合基準(續)

本集團於附屬公司的權益變動(並無導致失去控制權)列作權益交易入賬。本集團之權益與非控股股東權益之賬面值均予以調整,以反映其於附屬公司相對權益之變動。非控股股東權益之調整金額與已付或已收代價公平值之間的任何差額均直接於權益中確認,並撥歸予本公司擁有人。

倘本集團失去附屬公司之控制權,出售之損益乃按下列兩者之差額計算:(i) 已收代價之公平值與任何保留權益之公平值總額,與(ii)該附屬公司之資產(包括商譽)及負債與任何非控股股東權益先前之賬面值。先前就該附屬公司於其他全面收入確認之金額按出售相關資產或負債所規定之相同方式入賬。

收購後,相當於目前於附屬公司擁有權之非控股股東權益之賬面值為該等權益於初始確認時之金額加上非控股股東權益應佔權益其後變動之部份。即使會導致非控股股東權益出現虧絀結餘,全面總收入乃歸屬於該等非控股股東權益。

3.3 附屬公司

附屬公司是本集團能夠對其行使控制權之接受投資方。如果符合下列全部三個因素,則本集團控制接受投資方:可對接受投資方行使權力,承擔來自接受投資方之風險或有權獲得來自接受投資方之可變動回報,及能夠運用其權力來影響有關可變動回報。每當事實及情況顯示任何該等控制權因素可能出現變動時,則會重新評估是否擁有控制權。

於本公司之財務狀況表內,於附屬公司之投資按成本減去減值虧損(如有)列賬。本公司將附屬公司業績入賬時以已收和應收股息為基礎。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.4 Foreign currency translation

The financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the reporting date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rate over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss as part of the gain or loss on sale.

3. 主要會計政策概要(續)

3.4 外幣換算

本財務報表乃以港元(「港元」)呈列，港元亦為本公司之功能貨幣。

於綜合實體之個別財務報表中，外幣交易按照交易當日通行之匯率換算為個別實體之功能貨幣。於報告日，以外幣計值之貨幣資產及負債按報告當日通行之匯率換算。因結算該等交易及於報告日重新換算貨幣資產及負債而產生之滙兌收益及虧損均於損益中確認。按歷史成本以外幣計值的非貨幣項目並無重新換算。

於綜合財務報表中，海外業務所有原先以不同於本集團呈報貨幣呈列之個別財務報表，均已折算為港元。資產及負債均以報告日之收市匯率換算為港元。收入與開支則按交易當日之匯率或報告期之平均匯率(倘匯率並無大幅波動)折算為港元。該程序產生之任何差額均已於其他全面收入中確認及於權益內之換算儲備中分開累計處理。

於海外業務出售時，該等滙兌差額乃重新由權益劃分為損益，作為銷售收益或虧損之一部份。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.5 Property, plant and equipment

Buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease, and other items of property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Depreciation on property, plant and equipment is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Buildings	over 50 years or the terms of the leases, whichever is shorter
Leasehold improvement	33%
Furniture and equipment	5%–25%
Computer equipment	33%
Motor vehicles	20%–25%

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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. All other costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

3. 主要會計政策概要(續)

3.5 物業、廠房及設備

建於租賃土地上之持作自用樓宇，其公平值可於租賃開始時與租賃土地之公平值分開計量，其他物業、廠房及設備項目（在建工程除外）乃按成本減累計折舊及累計減值虧損列值。資產成本包括收購價及將資產帶至其運營狀況及地點作預定用途的任何直接應佔成本。

物業、廠房及設備乃按下列年利率，於估計可使用年期內以直線法計提折舊，以撇減其成本減去其殘值：

樓宇	以五十年或租賃期（以較短者為準）計算
租賃物業裝修	33%
傢俬及設備	5%–25%
電腦設備	33%
汽車	20%–25%

於各報告日會審閱資產之殘值、減值方法及可使用年期，並於適當時進行調整。

報廢或出售產生之收益或虧損會按銷售所得款項與資產賬面值間之差額釐定，並於損益中確認。

倘與該項目有關之未來經濟利益有可能流入本集團，而項目成本能可靠地計量方會將其後成本列入資產賬面值或確認為獨立資產（如適用）。所有其他成本（如維修及保養）會於產生之財政期間內從損益中扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.6 Land use rights

Upfront payments made to acquire land held under an operating lease are stated at costs less accumulated amortisation and any accumulated impairment losses. The determination if an arrangement is or contains a lease and the lease is an operating lease is detailed in note 3.12. Amortisation is calculated on the straight-line method over the term of the lease/right of use except where an alternative basis is more representative of the time pattern of benefits to be derived by the Group from use of the land.

3.7 Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 3.16).

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

3. 主要會計政策概要(續)

3.6 土地使用權

收購經營租賃項下所持有土地之預付款項乃按成本減累計攤銷及任何累計減值虧損列賬。釐定一項安排是否屬於或包含租賃以及該租賃是否屬於經營租賃乃於附註3.12中詳述。攤銷乃於租賃／使用權期間按直線法計算，惟倘有另一種基準更能反映本集團透過使用有關土地可產生收益之時間模式除外。

3.7 商譽

商譽初步以成本確認，指所轉讓之代價及確認為非控股股東權益之金額的總和超出所收購可識別資產、負債及或有負債公平值之差額。

倘可識別資產、負債及或有負債公平值超出已付代價之公平值，則有關差額於重估後於收購日期於損益中確認。

商譽乃按成本減去累計減值虧損後計量。商譽會分配至現金產生單位，並且每年接受減值檢測（見附註3.16）。

其後出售附屬公司時，釐定出售之收益或虧損金額時應計入已資本化商譽之應佔金額。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.8 Intangible assets (other than goodwill) and research and development activities

Acquired intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The following useful lives are applied:

Trademark	15 years
Patents	7–15 years
Capitalised development costs	10 years
Licensing agreement	7 years

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

- It is technically feasible to develop the product for it to be sold;
- Adequate resources are available to complete the development;
- There is an intention to complete and sell the product;
- The Group is able to sell the product;
- Sale of the product will generate future economic benefits; and
- Expenditure on the project can be measured reliably.

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

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

3. 主要會計政策概要(續)

3.8 無形資產(商譽除外)及研發活動

收購之無形資產初步按成本確認。初步確認後，有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列值。有限可使用年期之無形資產按直線法於其估計可使用年期內攤銷。無形資產一旦可供使用即開始攤銷。有關無形資產適用以下可使用年期：

商標	15年
專利	7–15年
資本化之開發成本	10年
特許權協議	7年

內部開發產品的費用於可證明下列情況下予以資本化：

- 開發產品，以致其可供出售在技術上可行；
- 擁有可供完成開發之充足資源；
- 有完成及銷售該產品之意向；
- 本集團有能力銷售該產品；
- 銷售該產品將產生未來經濟利益；及
- 該項目開支能可靠計量。

資本化之開發成本乃於本集團預期將從銷售已開發產品獲利之期間攤銷。攤銷費用於損益中確認。

不符合上述標準之開發費用及內部項目在研究階段之費用乃於產生時於損益中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments

A. Accounting policies applied from 1 January 2018

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

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

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments as following measurement category:

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

3. 主要會計政策概要(續)

3.9 金融工具

A. 自二零一八年一月一日起應用的會計政策

(i) 金融資產

按公平值於損益列賬的金融資產(並無重大融資部分的貿易應收款項除外)初步按公平值加上或扣除與其收購或發行直接相關的交易成本計量。並無重大融資部分的貿易應收款項初步按交易價格計量。

所有常規買賣的金融資產乃於交易日(即本集團承諾購買或出售該資產之日)確認。常規買賣乃指按市場規定或慣例普遍確立的期間內交收資產的金融資產買賣。

附帶嵌入衍生工具的金融資產於釐定其現金流量是否純粹為支付本金及利息時以整體作出考慮。

債務工具

其後計量債務工具視乎本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分類為以下計算分類：

攤銷成本：持作收取合約現金流量的資產按攤銷成本計量，其中有關現金流量純粹指本金及利息付款。按攤銷成本入賬的金融資產其後使用實際利率法計量。利息收入、外匯收益及虧損以及減值於損益確認。終止確認的任何收益乃於損益確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

A. Accounting policies applied from 1 January 2018 (Cont'd)

(i) Financial assets (Cont'd)

Debt instruments (Cont'd)

Fair value through other comprehensive income ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through OCI. Debt investments at fair value through other comprehensive income are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

Fair value through profit or loss ("FVTPL"): Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

3. 主要會計政策概要(續)

3.9 金融工具(續)

A. 自二零一八年一月一日起應用的會計政策(續)

(i) 金融資產(續)

債務工具(續)

按公平值於其他全面收入列賬(「按公平值於其他全面收入列賬」):倘持有資產目的為收取合約現金流量及銷售金融資產,且資產的現金流量純粹為本金及利息付款,則按公平值於其他全面收入列賬計量。按公平值於其他全面收入列賬的債務投資其後按公平值計量。採用實際利率法計算的利息收入、滙兌收益及虧損以及減值於損益確認。其他收益及虧損淨額於其他全面收入確認。於其他全面收入累計的收入及虧損在終止確認時重新分類至損益。

按公平值於損益列賬(「按公平值於損益列賬」):按公平值於損益列賬之金融資產包括持作買賣的金融資產、於初步確認時指定按公平值於損益列賬之金融資產或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產,則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣,除非彼等被指定為有效對沖工具則除外。現金流量並非純粹本息付款的金融資產,不論其業務模式如何,均按公平值於損益列賬分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值於其他全面收入列賬分類,但於初步確認時,倘能夠消除或顯著減少會計錯配,則債務工具可指定為按公平值於損益列賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

A. Accounting policies applied from 1 January 2018 (Cont'd)

(i) Financial assets (Cont'd)

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(ii) Impairment loss on financial assets

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

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

3. 主要會計政策概要(續)

3.9 金融工具(續)

A. 自二零一八年一月一日起應用的會計政策(續)

(i) 金融資產(續)

股本工具

於初次確認並非持作買賣用途的股本投資時，本集團可不可撤回地選擇於其他全面收入中呈列投資公平值的後續變動。該選擇乃按投資逐項作出。按公平值於其他全面收入列賬的股本投資按公平值計量，股息收入於損益內確認，除非股息收入明確表示收回部分投資成本。其他收益及虧損淨額於其他全面收入確認且不會重新分類至損益。所有其他股本工具乃分類為按公平值於損益列賬，而公平值、股息及利息收入的變動乃於損益確認。

(ii) 金融資產減值虧損

本集團就按攤銷成本計量的貿易應收款項及其他金融資產確認預期信貸虧損(「預期信貸虧損」)。預期信貸虧損乃按以下任一基準計量：(1)12個月預期信貸虧損：指報告日期後12個月內發生可能違約事件而產生的預期信貸虧損；及(2)賬齡預期信貸虧損：指金融工具預期賬齡內發生所有可能違約事件而產生的預期信貸虧損。於估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合約期間。

預期信貸虧損乃信貸虧損的概率加權估計。信貸虧損乃按根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額計量。其後差額按資產原實際利率的相若金額貼現。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

A. Accounting policies applied from 1 January 2018 (Cont'd)

(ii) Impairment loss on financial assets (Cont'd)

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

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

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

The Group assumes that the credit risk on a financial asset has increased significantly if it is aged more than 90 days.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is aged more than 365 days.

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

3. 主要會計政策概要(續)

3.9 金融工具(續)

A. 自二零一八年一月一日起應用的會計政策(續)

(ii) 金融資產減值虧損(續)

本集團已選擇使用香港財務報告準則第9號簡化法計量貿易應收款項及合約資產的虧損撥備，並已根據賬齡預期信貸虧損計算預期信貸虧損。本集團已設立基於本集團過往信貸虧損經驗的撥備矩陣，並按有關債務人的特定前瞻性因素及經濟環境調整。

就其他債務金融資產而言，預期信貸虧損按12個月預期信貸虧損釐定。倘自發生以來信貸風險顯著增加，則撥備將以賬齡預期信貸虧損為基準。

於釐定金融資產信貸風險是否自初步確認以來大幅增加及估計預期信貸虧損時，本集團在避免不當成本或努力的前提下考慮相關可得的合理可靠資料，包括根據本集團過往經驗及已知信貸評估得出的定量及定性資料分析，以及前瞻性資料。

本集團假設，倘一項金融資產賬齡逾期超過90日，則其信貸風險會大幅增加。

本集團於下列情況下將金融資產視為信用減值：(1) 借款人不可能在本集團對如變現抵押(如持有)等行為無追索權的情況下向本集團悉數支付其信貸義務；或(2) 該金融資產賬齡逾期超過365日。

信用減值金融資產的利息收入乃按金融資產的攤銷成本(即賬面總額減虧損撥備)計算。非信用減值金融資產的利息收入乃按賬面總額計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

A. Accounting policies applied from 1 January 2018 (Cont'd)

(iii) Financial liabilities

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

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables borrowings, using the effective interest method. The related interest expense is recognised in profit or loss.

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

(iv) Effective interest method

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

(v) Equity instruments

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

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

3. 主要會計政策概要(續)

3.9 金融工具(續)

A. 自二零一八年一月一日起應用的會計政策(續)

(iii) 金融負債

本集團視乎負債產生之目的，將其金融負債分類。按攤銷成本入賬之金融負債初步按公平值扣除直接應佔所產生之成本計量。

按攤銷成本入賬之金融負債

按攤銷成本入賬之金融負債(包括貿易及其他應付款項及借貸)，採用實際利息法計量。相關利息開支於損益中確認。

當負債終止確認時，以及在攤銷過程中，收益或虧損於損益中確認。

(iv) 實際利息法

實際利息法乃計算金融資產或金融負債及按有關期間分配利息收入或利息開支之攤銷成本計算方法。實際利率乃透過金融資產或負債之預期年期或(如適用)較短期間準確貼現估計未來現金收款或付款之利率。

(v) 股本工具

本公司發行之股本工具確認為扣除直接發行成本後收取之所得款項。

任何發行股份相關交易成本自股份溢價賬扣除(扣除任何相關所得稅收益)，以其屬直接歸屬股權交易的增加成本為限。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

A. Accounting policies applied from 1 January 2018 (Cont'd)

(vi) Derecognition

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

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

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

3. 主要會計政策概要(續)

3.9 金融工具(續)

A. 自二零一八年一月一日起應用的會計政策(續)

(vi) 終止確認

當與金融資產相關之未來現金流量合約權利屆滿，或當金融資產已按照符合香港財務報告準則第9號終止確認之條件轉讓，則本集團終止確認該項金融資產。

當於相關合約之特定責任被解除、取消或屆滿時，即終止確認金融負債。

倘本集團因重新磋商負債條款而向債權人發行本身的權益工具以償付全部或部分金融負債，所發行的權益工具即所付代價，乃初步按有關金融負債(或當中部分)註銷當日的公平值確認及計量。倘已發行權益工具的公平值無法可靠計量，則權益工具按已註銷金融負債的公平值計量。已註銷金融負債(或當中部分)的賬面值與所付代價間的差額乃於年內在損益內確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

B. Accounting policies applied until 31 December 2017

The Group has applied HKFRS 9 retrospectively, but has elected not to restate comparative information. Accordingly, the comparative financial information provided continues to be accounted for in accordance with the group's previous accounting policy.

(i) Financial assets

Financial assets are classified into loans and receivables, financial assets at fair value through profit or loss and available-for-sale financial assets. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss includes financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

3. 主要會計政策概要(續)

3.9 金融工具(續)

B. 於二零一七年十二月三十一日前應用的會計政策

本集團應用香港財務報告準則第9號進行追溯，但選擇未重列比較資料。因此，比較財務資料依舊按照與本集團以往的會計政策入賬。

(i) 金融資產

金融資產分類為貸款及應收款、按公平值於損益列賬的金融資產以及可供出售金融資產。管理層於初步確認時根據購入金融資產的目的釐定其金融資產分類，並在可行及適當情況下於各報告日期重新評估有關分類。

所有金融資產會且只會在本集團成為工具合約條文的訂約方時，方予確認。金融資產的常規買賣於交易日期確認。金融資產初步確認時按公平值計量，而假若投資並非按公平值於損益列賬，則加上直接應佔交易成本計量。

當自投資收取現金流量的權利屆滿或已轉讓及擁有權的絕大部分風險與回報已轉讓時，終止確認金融資產。

金融資產於各報告日期進行審閱，以評估是否有客觀減值證據。倘存在任何該等證據，則根據金融資產分類釐定及確認減值虧損。

按公平值於損益列賬的金融資產

按公平值於損益列賬的金融資產包括持作買賣的金融資產及於初步確認時指定作按公平值於損益列賬的金融資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

B. Accounting policies applied until 31 December 2017 (Cont'd)

(i) Financial assets (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial assets may be designated at initial recognition as at fair value through profit or loss if the following criteria are met:

- The designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; or
- The assets are part of a group of financial assets which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy and information about the group of financial assets is provided internally on that basis to the key management personnel; or
- The financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in profit or loss.

3. 主要會計政策概要(續)

3.9 金融工具(續)

B. 於二零一七年十二月三十一日前應用的會計政策(續)

(i) 金融資產(續)

按公平值於損益列賬的金融資產(續)

倘購買金融資產之目的旨在近期出售，則有關金融資產分類為持作買賣。衍生工具(包括單獨嵌入式衍生工具)亦分類為持作買賣，除非被指定為有效對沖工具或金融擔保合約。

倘一份合約含有一份或以上嵌入式衍生工具，則整份混合合約可指定為經損益賬按公平值入賬之金融資產，惟嵌入式衍生工具並無導致現金流出現重大變動，或明確禁止分列嵌入式衍生工具則除外。

倘符合以下條件，則可於初步確認時將金融資產指定為按公平值於損益列賬：

- 該分類消除或大幅減少按不同基準計量資產或確認其盈虧所導致的不一致入賬方法；或
- 該等資產為根據明文規定的風險管理政策按公平值基準管理及評估表現的金融資產組別一部分，而與金融資產組別有關的資料按該基準向主要管理層人員內部提供；或
- 金融資產包括需獨立列賬的嵌入式衍生工具。

於初步確認後，計入此類的金融資產將按公平值計量，其公平值變動在損益中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

B. Accounting policies applied until 31 December 2017 (Cont'd)

(i) Financial assets (Cont'd)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

Available-for-sale financial assets

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

3. 主要會計政策概要(續)

3.9 金融工具(續)

B. 於二零一七年十二月三十一日前應用的會計政策(續)

(i) 金融資產(續)

貸款及應收款項

貸款及應收款項為並無在活躍市場報價而具有固定或待定付款的非衍生金融資產。貸款及應收款項其後採用實際利率法按攤銷成本減任何減值虧損計量。攤銷成本經計及任何收購折讓或溢價後計算，當中包括屬於實際利率及交易成本組成部分的各項費用。

可供出售金融資產

該等資產屬指定為可供出售或不計入其他類別金融資產之非衍生金融資產。於初步確認後，該等資產按公平值列賬，其公平值變動於其他全面收入確認，惟於損益中確認之減值虧損及貨幣工具的外匯收益及虧損除外。

並無活躍市場之市場報價而其公平值未能可靠計量之可供出售權益投資，以及與該等未報價權益工具有關並須以交付該等工具結算之衍生工具，按成本減可識別減值虧損計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

B. Accounting policies applied until 31 December 2017 (Cont'd)

(i) Financial assets (Cont'd)

Impairment of financial assets

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- Significant financial difficulty of the debtor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- Granting concession to a debtor because of debtor's financial difficulty;
- It becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

3. 主要會計政策概要(續)

3.9 金融工具(續)

B. 於二零一七年十二月三十一日前應用的會計政策(續)

(i) 金融資產(續)

金融資產減值

本集團於各報告日期審閱金融資產(按公平值於損益列賬者除外)，以釐定是否有任何客觀減值證據。

個別金融資產的客觀減值證據包括引起本集團對以下一項或多項虧損事件關注的可觀察數據：

- 債務人出現重大財政困難；
- 違反合約，例如拖欠或未能償還利息或本金；
- 因債務人財務困難而向其授出寬免；
- 債務人可能破產或進行其他財務重組；及
- 於股本工具的投資公平值出現重大或長期下跌至低於成本。

有關一組金融資產的虧損事件包括顯示該組金融資產的估計未來現金流量出現可計量跌幅的可觀察數據。該等可觀察數據包括但不限於該組別內債務人的付款狀況以及與該組別內資產拖欠情況有關的國家或當地經濟狀況出現不利變動。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

B. Accounting policies applied until 31 December 2017 (Cont'd)

(i) Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

Loans and receivables

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

Available-for-sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised in other comprehensive income and accumulated in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in profit or loss as an impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

3. 主要會計政策概要(續)

3.9 金融工具(續)

B. 於二零一七年十二月三十一日前應用的會計政策(續)

(i) 金融資產(續)

金融資產減值(續)

貸款及應收款項

倘有客觀證據顯示以攤銷成本入賬的貸款及應收款已產生減值虧損，則按資產賬面值與按照金融資產原定實際利率(即於初步確認時計算的實際利率)貼現的估計未來現金流量(不包括尚未產生的未來信貸虧損)現值兩者的差額計量虧損金額。虧損金額於減值出現期間在損益確認。

倘於往後期間減值虧損金額減少，而有關減幅客觀上與確認減值後發生的事件相關，則撥回先前確認的減值虧損，惟不得導致於撥回減值當日金融資產的賬面值超過如無確認減值的原有攤銷成本。撥回金額於撥回期間在損益確認。

可供出售金融資產

倘可供出售金融資產的公平值減少已於其他全面收入確認，並於權益累計，且有客觀證據顯示資產出現減值，則有關金額自權益扣除並於損益確認為減值虧損。有關金額按資產收購成本(扣除任何本金還款及攤銷)與現有公平值的差額，減先前於損益就該資產確認的任何減值虧損計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

B. Accounting policies applied until 31 December 2017 (Cont'd)

(i) Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

Available-for-sale financial assets (Cont'd)

Reversals in respect of investment in equity instruments classified as available-for-sale and stated at fair value are not recognised in profit or loss. The subsequent increase in fair value is recognised directly in other comprehensive income. Impairment losses in respect of debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversal of impairment losses in such circumstances are recognised in profit or loss.

For financial assets other than financial assets at fair value through profit or loss, available-for-sale financial assets and loan and receivables that are stated at amortised cost, impairment losses are written off against the corresponding assets directly. Where the recovery of trade receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade receivables is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

3. 主要會計政策概要(續)

3.9 金融工具(續)

B. 於二零一七年十二月三十一日前應用的會計政策(續)

(i) 金融資產(續)

金融資產減值(續)

可供出售金融資產(續)

分類為可供出售及按公平值列賬的股本工具投資撥回不會在損益確認。其後公平值增加直接於其他全面收入確認。倘其後公平值的增長客觀上與減值虧損確認後發生的事件相關，則債務證券的減值虧損將予撥回。在此情況下，減值虧損的撥回於損益確認。

就按攤銷成本列賬的金融資產(按公平值於損益列賬的金融資產、可供出售金融資產以及貸款及應收款項除外)而言，減值虧損直接與相關資產撇銷。倘應收款項被認為不一定但並非不能收回，則呆賬應收款的減值虧損會使用撥備賬列賬。倘本集團認為不大可能收回應收款項，則被認為不可收回的金額直接與應收款項撇銷，而於撥備賬內就有關應收款持有的任何金額會撥回。倘其後收回先前自撥備賬扣除的金額，則於撥備賬撥回該金額。撥備賬的其他變動及其後收回先前直接撇銷的金額於損益確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

B. Accounting policies applied until 31 December 2017 (Cont'd)

(ii) Financial liabilities

The Group's financial liabilities include trade payables, accrued charges and other payables, bank borrowings and shareholder's loans.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see note 3.19).

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Borrowings

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

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

3. 主要會計政策概要(續)

3.9 金融工具(續)

B. 於二零一七年十二月三十一日前應用的會計政策(續)

(ii) 金融負債

本集團金融負債包括貿易應付款項、應計費用及其他應付款項、銀行借款及股東貸款。

金融負債在本集團成為工具合約條文訂約方時確認。所有相關利息支出按照本集團有關借貸成本的會計政策確認(見附註3.19)。

金融負債於其責任解除或註銷或屆滿時終止確認。

倘現有金融負債由同一貸款人按差別頗大的條款以另一項金融負債取代，或現有負債條款經大幅修改，則有關交換或修訂視作終止確認原有負債及確認新負債，而有關賬面值間的差額則於損益確認。

借款

借款初始按公平值扣除所產生的交易成本確認。借款其後按攤銷成本列賬，所得款項(經扣除交易成本)與贖回價值的任何差額於借款期內以實際利率法於損益確認。

除非本集團具備無條件權利遞延償還負債的期限至報告日期後最少12個月，否則借款乃分類為流動負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.9 Financial Instruments (Cont'd)

B. Accounting policies applied until 31 December 2017 (Cont'd)

(ii) Financial liabilities (Cont'd)

Other financial liabilities

Other financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

Effective interest method

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

(iii) Equity instruments

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

3.10 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined using the weighted average method. In the case of work in progress and finished goods, cost also comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses.

3. 主要會計政策概要(續)

3.9 金融工具(續)

B. 於二零一七年十二月三十一日前應用的會計政策(續)

(ii) 金融負債(續)

其他金融負債

其他金融負債乃初始按其公平值確認，其後按攤銷成本使用實際利率法計算。

實際利率法

實際利率法乃計算金融資產或金融負債及按有關期間分配利息收入或利息開支之攤銷成本計算方法。實際利率乃透過金融資產或負債之預期年期或(如適用)較短期間準確貼現估計未來現金收款或付款之利率。

(iii) 股本工具

普通股被列為權益。股本乃採用已發行股份的面值釐定。

與發行股份有關的任何交易成本乃自股份溢價(扣除任何相關所得稅利益)中扣除，惟僅限於其直接源於權益交易的遞增成本。

3.10 存貨

存貨按成本及可變現淨值兩者之較低者列賬。成本按加權平均法釐定。在製品及製成品之成本亦包括直接材料、直接勞工及按適當比例計算之生產成本。可變現淨值乃按照日常業務過程中之估計售價減估計完成成本及適當銷售開支計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.11 Cash and cash equivalents

Cash and cash equivalents include cash at banks and in hand, time deposits with banks within original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

3.12 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exception:

- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon, at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease (see note 3.6). For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

3. 主要會計政策概要(續)

3.11 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金，以及原到期日為三個月或以下可隨時轉換為已知數額現金且價值變動風險較少之銀行定期存款。

3.12 租賃

倘本集團決定於協定期限內將特定資產使用權出讓以換取一筆或一連串款項之安排，包括一項交易或一連串交易之該項安排屬於或包括一項租賃。該項決定乃基於安排內容之實質評估而作出，而不論該項安排是否採取租賃之法律形式。

(i) 租予本集團之資產分類

就本集團根據租賃持有之資產而言，如有關租賃將擁有權之絕大部份風險及回報轉移至本集團，則會被分類為根據融資租賃持有之資產。不會向本集團轉移絕擁有權之絕大部份風險及回報之租賃乃分類為經營租賃，惟以下情況例外：

- 根據經營租賃持作自用之土地，而其公平值無法與租賃初始時座落其上之建築物之公平值分開計量，則會按根據融資租賃持有之物業列賬，惟倘該樓宇亦根據經營租賃持有則除外(見附註3.6)。就該等目的而言，該租賃之開始時間為本集團最初訂立有關租賃或自前承租人轉租之時間。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.12 Leases (Cont'd)

(ii) Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss on a straight line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

3.13 Revenue recognition

A. Accounting policies applied from 1 January 2018

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

3. 主要會計政策概要(續)

3.12 租賃(續)

(ii) 作為承租人之經營租賃

支出如本集團是以經營租賃獲得資產之使用權，其租賃之支出於租賃期間以直線法自損益中扣除。如有另一種基準更能反映其租賃資產所產生收益之時間模式除外。已收取之租賃獎勵金額已在損益中確認為已付淨租金總額之組成部份。或有租金在其產生之會計期間內自損益中扣除。

3.13 收益確認

A. 自二零一八年一月一日起應用的會計政策

客戶合約收益於貨品或服務控制權轉讓至客戶時按反映本集團預期交換該等貨品或服務所得代價金額確認，代表第三方所收取的金額除外。收益不包括增值稅或其他銷售稅，且為扣除任何交易折扣後所得。

視乎合約條款及適用於該合約之法律規定，承諾貨品或服務之控制權可經過一段時間或於某一時間點轉移。倘本集團在履約過程中滿足下列條件，承諾商品或服務之控制權乃經過一段時間轉移：

- 提供全部利益，而客戶亦同步收到並消耗有關利益；
- 隨著本集團履約而創建並提升客戶所控制之資產；或
- 並無創建對本集團而言有其他用途之資產，而本集團具有可強制執行權利收回迄今已完成履約部分之款項。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.13 Revenue recognition (Cont'd)

A. Accounting policies applied from 1 January 2018 (Cont'd)

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

Sales of goods are recognised at a point in time when the goods are transferred and the customer has received the goods, since only by the time the Group has a present right to payment for the goods delivered. For the provision of service, revenue is recognised over time as the customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.

In determining the transaction price, the Group measured at the fair value of the consideration received or receivable. There is no right of return, volume rebate and warranty arrangement for the sales of goods and provision for services.

There is no significant financing components for the contracts and the consideration is not variable.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 主要會計政策概要(續)

3.13 收益確認(續)

A. 自二零一八年一月一日起應用的會計政策(續)

倘貨品或服務之控制權經過一段時間轉移，收益乃參考已完成履約責任之進度而在合約期間內確認。否則，收益於客戶獲得貨品或服務之控制權之時間點確認。

貨品銷售產生的收益於貨品轉讓及客戶收到貨品的時間點予以確認，原因為只有在那個時候本集團方有權就所交付貨品獲得付款。提供服務時，收益乃按時間段確認，原因是客戶乃於實體履約的同時獲取及消耗該實體所提供的利益。

於釐定交易價時，本集團計算已收取或應收取的代價公平值。貨品銷售及提供服務並無設立退貨權、量大折扣及擔保安排。

合約並無重大融資組成部分且代價不可變。

利息收入乃按時間基準，並參照未償還本金及按所適用之實際利率應計入賬，而該利率為可將金融資產於預期年內預計未來現金收入精確折現至該資產於初次確認時之賬面淨值之比率。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.13 Revenue recognition (Cont'd)

B. Accounting policies applied until 31 December 2017

Revenue comprises the fair value of the consideration received or receivable for the sale of goods, the rendering of services and the use by others of the Group's assets yielding interest, net of rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

Sales of goods are recognised upon transfer of significant risks and rewards of ownership to the customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.

Interest income is recognised on a time-proportion basis using the effective interest method.

3. 主要會計政策概要(續)

3.13 收益確認(續)

B. 自二零一七年十二月三十一日起應用的會計政策

收益包括銷售貨品、提供服務收取或應收代價及他人使用本集團資產扣除退稅及折扣後所產生利息的公平值。鑑於經濟利益將流入本集團且收益及成本(倘適用)能被可靠計量，收益確認如下：

銷售貨品收益乃於轉移擁有權的重大風險及回報至客戶時確認，一般於貨品交付予客戶及客戶接納貨品時確認。

利息收入以實際利息法按時間比例確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.14 *Contract assets and liabilities (accounting policies applied from 1 January 2018)*

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

Contract asset is recognised when the Group completes the delivery under such services contracts but yet certified by customers. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

3.15 *Government grants*

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government 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. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred government grants and are recognised in profit or loss on a straight line basis over the expected lives of the related assets.

3. 主要會計政策概要(續)

3.14 合約資產及合約負債(自二零一八年一月一日起應用的會計政策)

合約資產指本集團就向客戶換取本集團已轉讓的服務收取代價的權利(尚未成為無條件)。相反，應收款項指本集團收取代價的無條件權利，即只需待時間過去代價即須到期支付。

合約負債指本集團因已自客戶收取代價(或到期收取的代價)，而須向客戶轉讓服務的責任。

合約資產於本集團根據該等服務合約完成交付但尚未由客戶認證時確認。先前確認為合約資產的任何金額在向客戶出具發票時重新分類為應收貿易款項。如有關代價(包括向客戶收取的預付款項)超出產量法確認的收益，則本集團會就有關差額確認合約負債。

3.15 政府補貼

當能夠合理地保證本集團會符合所有附帶條件以及補貼將可收取時，政府補貼按其公平值確認入賬。與成本有關之政府補貼遞延及按擬補償之成本配合所需期間在損益中確認。與購置物業、廠房及設備有關之政府補貼列作遞延政府補貼計入非流動負債，並按有關資產之預期可使用年期以直線法於損益中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.16 Impairment of non-financial assets

Goodwill arising on an acquisition of subsidiaries, other intangible assets, property, plant and equipment, land use rights and interests in subsidiaries are subject to impairment testing.

Goodwill is tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost to sell, or value in use, if determinable.

3. 主要會計政策概要(續)

3.16 非金融資產減值

收購附屬公司所產生之商譽、其他無形資產、物業、廠房及設備、土地使用權及於附屬公司之權益須進行減值檢測。

不論是否出現任何減值跡象，商譽須至少每年進行一次減值檢測。所有其他資產則在出現未必能收回有關資產賬面值之跡象時進行減值檢測。

減值虧損按資產之賬面值超出其可收回金額之差額，即時確認為開支。可收回金額為公平值減銷售成本與使用價值兩者中之較高者。

評估使用價值時，估計未來現金流量採用稅前折現率折現至其現值，以反映現時市場對金錢之時間價值及有關資產特有風險之評估。

就評估減值而言，倘資產產生之現金流入大致上並不獨立於其他資產，可收回金額則按可獨立產生現金流入之最少資產組合（即現金產生單位）釐定。因此，部份資產個別進行減值檢測，另有部份按現金產生單位檢測。商譽分配至該等預期可受惠於相關業務合併協同效應之現金產生單位，即本集團內就內部管理目的而監控商譽之最小單位。

就已分配商譽之現金產生單位確認之減值虧損，初步計入商譽賬面值。除資產賬面值將不會調減至低於其個別公平值減銷售成本或使用價值（如可釐定）外，任何剩餘減值虧損將按比例自該現金產生單位之其他資產扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.16 Impairment of non-financial assets (Cont'd)

An impairment loss on goodwill is not reversed in subsequent periods including impairment losses recognised in an interim period. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

3.17 Employee benefits

(i) Retirement benefits

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer's contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in the Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

3. 主要會計政策概要(續)

3.16 非金融資產減值(續)

商譽減值虧損(包括中期確認之減值虧損)不會於其後期間撥回。就其他資產而言,倘用於釐定資產可收回款額之估計出現有利變動時,則撥回減值虧損,惟以資產賬面值不得高於倘並無確認減值虧損時原應釐定之賬面值(扣除任何折舊或攤銷)為限。

3.17 僱員福利

(i) 退休福利

本集團遵照強制性公積金計劃條例設立一項定額供款強制性公積金退休福利計劃(「強積金計劃」),對象為合資格參與強積金計劃之僱員。供款按僱員基本薪金之某一百分比作出,並於按照強積金計劃之規則應付時於損益中扣除。強積金計劃之資產與本集團之資產分開,並由獨立管理基金持有。本集團為強積金計劃作出之僱主供款在作出時全數歸僱員所有。

本集團於中國大陸營運之附屬公司所聘僱員,須參與由地方政府籌辦之中央退休金計劃。該等附屬公司須撥備薪金成本之某一百分比作為中央退休金計劃供款。有關供款根據中央退休金計劃之規定於應支付時在損益中扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.17 Employee benefits (Cont'd)

(ii) Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

3.18 Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in share-based payment reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

All employee services received in exchange for the grant of any share-based compensation are measured at fair values. These are indirectly determined by reference to the equity instruments awarded. The value is appraised at the grant date and excludes the impact of any non-market vesting conditions.

3. 主要會計政策概要(續)

3.17 僱員福利(續)

(ii) 短期僱員福利

僱員有權享有年假，且於僱員支取年假時確認入賬。本集團已為截至報告日止因僱員提供服務而享有之年假之估計負債作出撥備。

非累計賠償缺席(如病假及產假)於僱員支取有關假期時確認入賬。

3.18 以股份為基礎之付款

凡向僱員及提供類似服務之其他人士授出購股權，購股權於授出當日之公平值於歸屬期間在損益內確認，並於權益內之以股份為基礎之付款儲備中作相應增加。非市場歸屬條件會一併考慮，方法為調整於各報告期末預期歸屬之權益工具數目，使於歸屬期間確認之累積數額，最終根據最後歸屬之購股權數目確認。市場歸屬條件為授出購股權之公平值計算因素之一。只要符合所有其他歸屬條件，不論是否符合市場歸屬條件，均會作出扣除。累積開支不會因市場歸屬條件未能達成而調整。

以提供任何以股份為基礎之補償而換取之所有僱員服務按公平值計量。此乃參考所授出之權益工具而間接釐定。價值乃於授出日期評估，且並不包括任何非市場歸屬條件之影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.18 Share-based payments (Cont'd)

All share-based compensation is recognised as an expense in profit or loss with a corresponding credit to share-based payment reserve, net of deferred tax where applicable. If vesting periods or other vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates. No adjustment to expense recognised in prior periods is made if fewer share options ultimately are exercised than originally vested.

Where the terms and conditions of options are modified before they vest, the increase in fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees and others providing similar services, the fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share based payments, a liability is recognised at the fair value of the goods or services received.

At the time when the share options are exercised, the amount previously recognised in share-based payment reserve will be transferred to share premium. When the vested share options are lapsed, forfeited or still not exercised at the expiry date, the amount previously recognised in share-based payment reserve will be transferred to accumulated losses.

3. 主要會計政策概要(續)

3.18 以股份為基礎之付款(續)

所有以股份為基礎之補償均於損益確認為開支，並在除去遞延稅項（倘適用）後相應增加以股份為基礎之付款儲備。倘歸屬期或其他歸屬條件適用，則開支會於歸屬期內按照對預期歸屬之購股權數目作出之最佳可得估計確認。非市場歸屬條件包括在預期可行使之購股權數目之假設內。倘有任何跡象顯示預期歸屬之購股權數目與過往之估計不同，則會於其後修訂估計。倘最終行使之購股權較原先歸屬者少，則毋須對過往期間已確認之開支進行調整。

若購股權歸屬前其條款及條件被修改，緊接修改前後計量之購股權公平值增加亦會於餘下歸屬期在損益確認。

凡權益工具授予僱員及其他提供相似服務之人士以外之人士，所收取貨品或服務之公平值於損益確認，除非貨品或服務合資格確認為資產則作別論。權益亦會確認相應增加。至於以現金結算之股份為基礎之付款，負債乃按所收取貨品或服務之公平值確認。

行使購股權時，過往於以股份為基礎之付款儲備確認之金額將轉撥至股份溢價。倘已歸屬之購股權失效、被沒收或於到期時尚未行使，則過往於以股份為基礎之付款儲備確認之金額將轉撥至累計虧損。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.19 Borrowing costs

Borrowing costs incurred for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualified asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

3.20 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

3. 主要會計政策概要(續)

3.19 借款成本

借款成本就收購、建造或生產任何合資格資產所產生之借款成本，於完成及準備資產作擬定用途的期間內撥充資本。合資格資產是指必須要一段長時間方可達致擬定用途或出售的資產。其他借款成本於產生時支銷。

在產生資產開支、借款成本及使資產投入擬定用途或銷售所必須的準備工作進行期間，借款成本乃撥充資本，作為合資格資產成本的一部份。在使合資格資產投入擬定用途或銷售所必須的絕大部份準備工作完成時，借款成本便會停止資本化。

3.20 所得稅之會計方法

所得稅包括當期稅項及遞延稅項。

當期所得稅資產及／或負債包括本期或以往報告期（且於報告日尚未支付），向稅務當局繳納稅金之責任或來自稅務當局之索償，其乃根據年內應課稅溢利，按有關財政期間之適用稅率及稅法計算。當期稅項資產或負債之一切變動均於損益中確認為稅項開支之一部份。

遞延稅項乃按於資產及負債在報告日於財務報表之賬面值與其各自之稅基之暫時差異以負債法計算。遞延稅項負債一般就所有應課稅暫時差異確認。倘可能出現應課稅溢利（包括現有應課稅暫時差異）以動用可扣減暫時差異、未動用稅項虧損及未動用稅務抵免，則就所有可扣減暫時差異、可結轉之稅項虧損以及其他未動用稅務抵免確認遞延稅項資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.20 Accounting for income taxes (Cont'd)

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary difference arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) The Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

3. 主要會計政策概要(續)

3.20 所得稅之會計方法(續)

倘因商譽或初步確認(業務合併除外)某交易之資產及負債產生之暫時差異對應課稅或會計損益無影響，則不確認遞延稅項資產及負債。

於附屬公司之投資產生之應課稅暫時差異會確認遞延稅項負債，惟倘本集團可控制暫時差異之撥回及暫時差異將不會於可見將來撥回則作別論。

遞延稅項乃按預期於負債清償或資產變賣期間適用之稅率計算(不作貼現)，惟有關稅率必須為於報告日已實施或大致上實施之稅率。

遞延稅項資產或負債變動乃於損益中獲確認，而倘與其他全面收入或直接扣除自或直接計入權益之項目有關，則於其他全面收入或直接於權益中確認。

當期稅項資產與當期稅項負債只會於以下情況以淨額呈列：

- (a) 本集團依法有強制執行權可以將已確認金額對銷；及
- (b) 計劃以淨額基準結算或同時實現資產及結清負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.20 Accounting for income taxes (Cont'd)

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3.21 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors, being the chief operating decision makers of the Group, for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

Certain comparative figures in the segment information for the year ended 31 December 2018 have been represented. Previously, executive directors identified tissue engineering, cell, cosmetics and others and medical equipment as separate reportable segments. For the year ended 31 December 2018, the executive directors re-define business segments as a result of change in information reported internally for the purpose of resources allocation and assessment of business performance. Comparative figures have been reclassified accordingly.

3. 主要會計政策概要(續)

3.20 所得稅之會計方法(續)

本集團只會在以下情況下以淨額呈列遞延稅項資產及遞延稅項負債：

- (a) 該實體依法有強制執行權可以將當期稅項資產與當期稅項負債對銷；及
- (b) 遞延稅項資產與遞延稅項負債是關於同一稅務機關就以下任何一項所徵收的所得稅：
 - (i) 同一應課稅實體；或
 - (ii) 計劃於各段未來期間（而預期在有關期間內將結清或收回大額的遞延稅項負債或資產）以淨額基準結算當期稅項負債與資產或同時變現資產及結清負債的不同應課稅實體。

3.21 分部報告

根據向執行董事（即本集團首席經營決策者）呈報以供彼等決定本集團各業務成分的資源分配及評核該等成分表現的定期內部財務資料，本集團確認經營分部及編製分部資料。向執行董事呈報的內部財務資料內的業務成分乃依據本集團主要產品及服務種類確定。

截至二零一八年十二月三十一日止年度分部資料的若干比較數據已重列。此前，執行董事將組織工程、化妝品及其他以及醫療設備分部識別為獨立可呈報分部。截至二零一八年十二月三十一日止年度，由於內部呈報以供進行資源分配及業務表現評估的資料變動，執行董事重新界定業務部分。比較數據因此重新分類。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.21 Segment reporting (Cont'd)

The Group has identified the following operating and reportable segments:

Dermatology, cosmetic products and others – production and sale of dermatology, cosmetic products and others;

Cell and healthcare products and services – production and sales of cell and healthcare products and services;

Ophthalmology products – production and sales of ophthalmology products;

Stomatology products and others – production and sale of stomatology products and others; and

Medical equipment – trading of medical equipment.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- fair value loss on contingent consideration receivables and financial assets of fair value through profit or loss
- finance costs
- income tax
- corporate income and expenses which are not directly attributable to the business activities of any operating segment

are not included in arriving at the operating results of the operating segment.

Segment assets include all assets except contingent consideration receivable, available-for-sale financial assets, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income and corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include deferred tax liabilities and liabilities incurred for financing rather than operating purposes.

3. 主要會計政策概要(續)

3.21 分部報告(續)

本集團已識別下列經營及可呈報分部：

皮膚、化妝品及其他－生產及銷售皮膚、化妝品及其他；

細胞及保健產品與服務－生產及銷售細胞及保健產品與服務；

眼科產品－生產及銷售眼科產品；

口腔科產品及其他－生產及銷售口腔科產品及其他；及

醫療設備－買賣醫療設備。

本集團根據香港財務報告準則第8號就報告分部業績所採用的計量政策，與根據香港財務報告準則於財務報表所採用的相同，惟以下所述者除外：

- 應收或然代價及按公平值於損益列賬的金融資產之公平值虧損
- 財務費用
- 所得稅
- 並非直接歸屬於任何經營分部之業務活動的企業收入及開支

於計算經營分部的經營業績時並不包括在內。

除未直接歸屬於任何經營分部之業務活動之應收或然代價、可供出售金融資產、按公平值於損益列賬之金融資產、按公平值於其他全面收入列賬的金融資產及企業資產並不歸類於某一分部(即其主要為本集團總部所用)外，分部資產包括所有資產。

分部負債不包括未直接歸屬於任何經營分部之業務活動且並不歸類於某一分部之企業負債。該等分部負債包括遞延稅項負債及因融資(而非營運目的)而產生之負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.22 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 key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (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 the employees of 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 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.

3. 主要會計政策概要(續)

3.22 關連人士

- (a) 倘屬以下人士，即該人士或該人士之近親家族成員與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
 - (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
 - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。
 - (vi) 實體受(a)所識別人士控制或受共同控制。
 - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體（或該實體的母公司）主要管理層成員。
 - (viii) 向本集團或向本集團母公司提供主要管理層人員服務的實體或集團任何成員公司。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

3.22 Related parties (Cont'd)

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 and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

3.23 Provision and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

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

3. 主要會計政策概要(續)

3.22 關連人士(續)

有關人士之近親家族成員為預期於買賣實體時將影響該人士或受該人士影響之該等家族成員，包括：

- (i) 該人士之子女及配偶或家庭伴侶；
- (ii) 該人士配偶或家庭伴侶之子女；及
- (iii) 該人士或其配偶或家庭伴侶之受養人。

3.23 撥備及或有負債

當本集團因過往事項須承擔法律或推定責任，而該責任可能導致可靠估計的經濟利益流出時，該等未確定時間或金額之負債則確認為撥備。

當不大可能有經濟利益流出，或未能可靠地估計該金額，則該責任披露為或有負債，除非經濟利益流出之可能性極微則作別論。可能須承擔的責任，(其存在僅由一項或多項未來事項是否發生而確定)亦會披露為或有負債，除非經濟利益流出之可能性極微則作別論。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements 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. The resulting accounting estimates will, by definition, seldom equal the related actual results. 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:

Provision for expected credit losses of trade and other receivables

The Group uses a provision of matrix to calculate ECLs for trade receivables. The provision rates are based on ageing analysis for groupings of various debtors that have similar loss patterns. The provision matrix is based on management's estimate of the lifetime ECLs to be incurred, which is estimated by taking into account the credit loss experience, ageing of trade receivables, customers' repayment history and customers' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgement.

The provision of ECLs is sensitive to changes in circumstances and of forecast general economic conditions. The information about the ECLs and the Group's trade receivables are disclosed in note 40. If the financial condition of the customers or the forecast economic conditions were to deteriorate, actual loss allowance would be higher than estimated. The Group's management determines the impairment of trade and other receivables on a regular basis. This estimate is based on the credit history of its customers or debtors and current market conditions. Management reassesses the impairment of trade and other receivables at the reporting date.

For other receivables relating to accounts that are long overdue with significant amounts, known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance. The Group recognised the provision for expected credit losses by assessing the credit risk characteristics of debtors, discount rate and the likelihood of recovery and considering the prevailing economic conditions.

4 關鍵會計估計及判斷

本集團根據過往經驗及其他因素，包括對當前情況相信屬合理的未來事件的預期，持續就估計及判斷進行評估。

本集團就未來作出估計及假設。所達致的會計估計（按照定義）甚少與有關實際結果一致。具有可引致於下個財政年度對資產及負債賬面值作出重大調整的重大風險的估計及假設論述如下：

貿易及其他應收款項的預期信貸虧損撥備

本集團應用撥備矩陣為貿易應收款項計算預期信貸虧損。計算撥備率基準為具有相同虧損模式的各類債項分組進行的賬齡分析。撥備矩陣乃根據管理層對產生全週期預期信貸虧損作出的估計，估計時考慮信貸虧損記錄、貿易應收款項賬齡、客戶償還記錄及客戶財務狀況以及現行及預期整體經濟狀況的評估，而此各項估計需要管理層作出重大判斷。

預期信貸虧損的撥備易受環境變動及預期整體經濟狀況的影響。有關預期信貸虧損及本集團貿易應收款項的資料於附註40披露。若客戶財務狀況及預期經濟狀況惡化，實際虧損撥備將可能高於估計。本集團的管理層定期釐定貿易及其他應收款項的減值。此估計乃基於其客戶或債務人的信貸記錄及現行市況進行。管理層於報告日期重新評估貿易及其他應收款項的減值。

就其他應收款項涉及屬長期逾期未付且金額重大、已知無力償債或對追討款項活動未予回應的賬目而言，彼等乃逐個評估減值撥備。本集團透過評估債務人的信貸風險特點、貼現率及收回可能性並考慮當前經濟狀況後確認預期信貸虧損撥備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

Estimated impairment of goodwill, other intangible assets and property, plant and equipment related to cash-generating units

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 3.16. The carrying values of other intangible assets and property, plant and equipment are reviewed for impairment when there are any indications that the carrying value of other intangible assets and property, plant and equipment may not be recoverable. The recoverable amounts of cash-generating units have been determined based on value-in-use/fair value less costs of disposal calculations. These calculations require the use of estimates about future cash flows and discount rates.

In the process of estimating expected future cash flows, management makes assumptions about future revenues and profits. The assumptions about future revenues are mainly based on the actual financial performance of the Group's revenue from respective cash generating unit for the year, the current market demand of the products in the PRC, the current supply of the similar products in the market, the estimated utilisation of the Group's production capacity and the management's current assessment of the economic outlook. The unit selling price is assumed to remain constant throughout the forecasted period. The assumptions about future profits are mainly based on the available market data of the profit margin ratio of companies engaged in respective cash generating unit in the PRC and global market. As these assumptions relate to future events and circumstances, the actual results may vary and may cause a material adjustment to the carrying amount of goodwill, other intangible assets and property, plant and equipment within the next financial year.

Determining the appropriate discount rate involves estimating the appropriate adjustment for market risk and for asset specific risk factors. The management has taken consideration of risk-free rate (reference to the yield of the long term bond issued in the PRC), the cost of equity and debt of the companies in respective industry and other possible risk factors such as the market capitalisation of the Group in estimating the discount rate. Details of the estimates of the recoverable amounts of cash generating units are disclosed in note 16.

4 關鍵會計估計及判斷(續)

有關現金產生單位之商譽、其他無形資產以及物業、廠房及設備之估計減值

本集團根據附註3.16所述會計政策每年測試商譽是否已有所減值。其他無形資產以及物業、廠房及設備之賬面值乃於存在跡象表明其他無形資產以及物業、廠房及設備之賬面值可能無法收回時進行減值評核。現金產生單位的可收回數額已按使用價值／公平值減銷售成本釐定。該等計算法需就未來現金流及折現率作出估計。

於估計預期未來現金流的過程中，管理層就未來收益及溢利作出假設。有關未來收益的假設乃主要基於本集團年內來自相關現金產生單位的收益的實際財務表現、產品於中國的目前市場需求、於市場類似產品的目前供應、估計利用本集團的生產能力及管理層對目前經濟前景的評估。假設單位售價於整個預測期間維持不變。有關未來溢利的假設乃主要基於在中國及全球市場涉及相關現金產生單位的市盈率的可用市場數據。由於該等假設乃關乎未來事件及情況，實際結果可能有所偏差，並可能導致於下一財政年度對商譽、其他無形資產以及物業、廠房及設備賬面值作出重大調整。

釐定適當折現率涉及對市場風險及資產特定風險因素之適當調整作出估計。管理層已考慮無風險率(參考中國已發行長期債券的收益率)、於相關行業的公司之股本及債務成本及其他可能風險因素，例如本集團於估計折現率時的市場資本。現金產生單位的可收回金額的估計詳情乃於附註16披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees/consultants by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 36.

Contingent consideration receivables

Where the fair value of contingent consideration receivables cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets, where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The judgments include considerations of inputs such as probability-adjusted profit/loss, marketability discount and minority discount. Changes in assumptions about these factors could affect the reported fair value of contingent consideration receivables.

4 關鍵會計估計及判斷(續)

以股份為基礎之付款交易

本集團參考僱員／顧問獲授權權益工具當日之公平值估量與彼等進行股權結算交易之成本。估計以股份為基礎之付款交易的公平值須根據授權條款及條件釐定最為適當的估值模型。該估計亦須釐定估值模型最為合適的數據(包括購股權預期年限、波幅及股息回報率)並就此作出假設。用於估計以股份為基礎之付款費用交易的公平值之假設及模型於附註36披露。

應收或然代價

倘應收或然代價之公平值無法從活躍市場得出，其公平值使用估值技術(包括貼現現金流量模型)釐定。在可行的情況下，該等模型的數據根據可觀察市場得出；倘不可行，則須作出一定判斷以設定公平值。該等判斷包括可能性調整溢利／虧損、市場流動折現率及少數折讓等數據之考量。該等因素假設之變化可影響應收或然代價之呈報公平值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

5. REVENUE AND OTHER INCOME

The Group's turnover represents revenue from its principal activities, measured at the net invoiced value of goods sold during the years presented.

Other income recognised during the year is as follows:

5. 收益及其他收入

本集團之營業額指於呈報年度內來自其主要活動，按已售貨品發票淨值計算之收益。

本年度內已確認其他收入如下：

		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Bank interest income	銀行利息收入	7,026	9,967
Fair value gain on financial assets at fair value through profit or loss	按公平值於損益列賬之 金融資產公平值收益	—	118
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	—	1
Gain on disposal of a subsidiary (note 42)	出售附屬公司之收益(附註42)	—	35,206
Government grant income (note)	政府補貼收入(附註)	12,830	2,351
Interest income on loan receivables	應收貸款之利息收入	—	298
Others	其他	4,001	1,968
		23,857	49,909

Note:

These government grants were received and complied with all attached conditions and therefore recognised in profit or loss during the year.

附註：

本集團已收取該等政府補貼並符合所有附加條件，因此於年內在損益中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION

The executive directors have identified the Group's five business lines as operating segments as further described in note 3.21. The operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results. Revenue is disaggregated by major products (recognised at a point in time) and services (recognised over time).

6. 分部資料

執行董事已確認本集團五條業務線為經營分部（詳情載於附註3.21）。根據經調整分部經營業績就該等經營分部實施監控及作出策略決策。收益按主要產品（於時間點確認）及服務（隨時間確認）分類。

	Dermatology, cosmetic products and others 皮膚、化妝品及其他		Cell, healthcare products and services 細胞、大健康產品和服務		Ophthalmology products 眼科產品		Stomatology products and others 口腔科產品及其他		Medical equipment 醫療設備		Total 總計	
	Year ended 31 December 2018 截至 二零一八年 十二月 三十一日 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 二零一七年 五月一日起至 十二月 三十一日 止期間 HK\$'000 千港元 (Restated) (經重列)	Year ended 31 December 2018 截至 二零一八年 十二月 三十一日 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 二零一七年 五月一日起至 十二月 三十一日 止期間 HK\$'000 千港元 (Restated) (經重列)	Year ended 31 December 2018 截至 二零一八年 十二月 三十一日 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 二零一七年 五月一日起至 十二月 三十一日 止期間 HK\$'000 千港元 (Restated) (經重列)	Year ended 31 December 2018 截至 二零一八年 十二月 三十一日 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 二零一七年 五月一日起至 十二月 三十一日 止期間 HK\$'000 千港元 (Restated) (經重列)	Year ended 31 December 2018 截至 二零一八年 十二月 三十一日 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 二零一七年 五月一日起至 十二月 三十一日 止期間 HK\$'000 千港元 (Restated) (經重列)	Year ended 31 December 2018 截至 二零一八年 十二月 三十一日 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 二零一七年 五月一日起至 十二月 三十一日 止期間 HK\$'000 千港元 (Restated) (經重列)
Revenue from contracts with customers within the scope of HKFRS 15: - From external customers - From intersegment revenue	12,494 - -	71,174 - -	6,867 - -	1,851 - -	5,341 - -	55,628 - -	19,386 - -	63,556 - -	28,864 - -	311,471 - -	72,952 - -	503,680 - -
Reportable segment revenue	12,494	71,174	6,867	1,851	5,341	55,628	19,386	63,556	28,864	311,471	72,952	503,680
Reportable segment profit/(loss)	(410,129)	(3,013)	(289,877)	(71,962)	(36,624)	14,239	(232,100)	19,730	(7,039)	(9,957)	(975,769)	(50,963)
Amortisation of land use rights	106	69	-	-	-	-	-	-	-	-	106	69
Amortisation of other intangible assets	16,595	11,220	7,663	6,217	-	475	19,128	12,515	-	1	43,386	30,428
Depreciation	6,954	5,845	14,968	3,751	3,054	604	1,196	269	38	25	26,215	10,494
Impairment of goodwill	146,619	-	55,673	-	-	-	-	-	-	-	202,292	-
Impairment of other intangible assets	73,048	-	67,102	-	-	-	135,746	-	-	-	275,896	-
Impairment of property, plant and equipment	55,286	-	95,304	-	6,136	-	11,760	-	-	-	168,486	-
Interest income	31	810	6	7	36	89	338	4,981	8	11	419	5,898
Reportable segment assets	74,570	647,430	53,525	167,432	53,381	143,661	103,836	342,046	97,863	611,430	383,175	1,911,999
Additions to non-current segment assets during the year	3,238	30,286	8,601	30,719	9	80	626	42	-	-	12,474	61,127
Reportable segment liabilities	76,517	71,812	77,004	35,254	25,765	33,653	7,990	10,855	4,892	228,746	192,168	380,320

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION (CONT'D)

The totals presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the financial statements as follows:

6. 分部資料 (續)

本集團經營分部列示的總額與本集團於財務報表列示的關鍵財務數據對賬如下：

		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Total of reportable segments' revenue	須予呈報分部收益總額	72,952	503,680
Less: Elimination of intersegment revenue	減：對銷分部間收益	—	—
Group revenue	集團收益	72,952	503,680
Total of reportable segments' loss	須予呈報分部虧損總額	(975,769)	(50,963)
Gain on disposal of a subsidiary	出售附屬公司之收益	—	35,206
Unallocated corporate income	未分配企業收入	8,631	4,120
Unallocated corporate expenses	未分配企業開支	(223,933)	(119,412)
Fair value loss on financial assets at fair value through profit or loss	按公平值於損益列賬的金融資產之公平值虧損	(113,803)	—
Fair value loss on contingent consideration receivables	應收或然代價之公平值虧損	(26,271)	(15,876)
Finance costs	財務費用	(21,654)	(24,901)
Group's consolidated loss before income tax	本集團之除所得稅前綜合虧損	(1,352,799)	(171,826)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION (CONT'D)

6. 分部資料(續)

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Total of reportable segments' assets	須予呈報分部資產總額	383,175	1,911,999
Available-for-sale financial assets	可供出售金融資產	–	575,056
Financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產	298,296	12,154
Deposit for acquisition of subsidiaries	收購附屬公司之按金	145,457	100,000
Financial assets at fair value through other comprehensive income	按公平值於其他全面收益列賬的金融資產	161,445	–
Contingent consideration receivables	應收或然代價	4,587	32,502
Cash and cash equivalents	現金及現金等值項目	2,828	6,575
Pledged bank deposits	已抵押銀行存款	417,568	818,062
Other corporate assets	其他企業資產	9,567	71,625
Group assets	集團資產	1,422,923	3,527,973
Total of reportable segments' liabilities	須予呈報分部負債總額	192,168	380,320
Bank borrowings	銀行借款	389,300	771,840
Shareholder's loans	股東貸款	258,334	472,542
Deferred taxation	遞延稅項	9,661	81,076
Other corporate liabilities	其他企業負債	6,197	8,871
Group liabilities	集團負債	855,660	1,714,649

Unallocated corporate expenses mainly included staff costs, exchange loss, equity-settled share-based payments, rental and other expenses not directly attributable to the business activities of any operating segments.

未分配企業開支主要包括非直接由任何經營分部之業務活動產生的員工成本、滙兌虧損、以權益結算之股權支付費用、租金及其他開支。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION (CONT'D)

The Group's revenue from external customers and its non-current assets other than contingent consideration receivables, FVOCI, available-for-sale financial assets and pledged deposits ("Specified non-current assets") are divided into the following geographical areas:

6. 分部資料(續)

本集團來自外界客戶的收益及其非流動資產(應收或然代價、按公平值於其他全面收入列賬、可供出售金融資產及已抵押存款除外)(「特定非流動資產」)按地區分析如下：

		Revenue from external customers 來自外界客戶的收益		Specified non-current assets 特定非流動資產	
		Year ended 31 December 2018 截至 二零一八年 十二月三十一日 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一日 止期間 HK\$'000 千港元	Year ended 31 December 2018 截至 二零一八年 十二月三十一日 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一日 止期間 HK\$'000 千港元
Hong Kong	香港	2,054	13,377	25,392	83,723
The PRC (domicile)	中國(主體所在地)	70,898	490,303	341,245	962,874
		72,952	503,680	366,637	1,046,597

During the year ended 31 December 2018, 14% and 12% of the Group's revenue depended on two customers in medical equipment segment. As at 31 December 2018, none of the Group's trade receivables were due from these two customers.

截至二零一八年十二月三十一日止年度，本集團收益的14%及12%分別來自於醫療設備分部之兩名客戶。於二零一八年十二月三十一日，本集團沒有應收貿易賬項來自該兩名客戶。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

6. SEGMENT INFORMATION (CONT'D)

During the period from 1 May 2017 to 31 December 2017, 14% and 10% of the Group's revenue depended on one customer in medical equipment segment and one customer in tissue engineering segment respectively. As at 31 December 2017, 0% and 1% of the Group's trade receivables were due from these two customers respectively.

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on (1) the physical location of the assets (for property, plant and equipment and land use rights) and (2) location of operations (for goodwill and other intangible assets). The Company is an investment holding company where the Group has majority of its operation and workforce in the PRC, and therefore, the PRC is considered as the Group's country of domicile for the purpose of the disclosures as required by HKFRS 8 "Operating Segment".

7. FINANCE COSTS

6. 分部資料(續)

於二零一七年五月一日至二零一七年十二月三十一日期間，本集團收益的14%及10%分別來自於醫療設備分部之一名客戶及組織工程分部之一名客戶。於二零一七年十二月三十一日，本集團應收貿易賬項的0%及1%分別來自該兩名客戶。

客戶所在地點乃根據所提供之服務或交付貨品之地點劃分。特定非流動資產之地點乃根據(1)資產實際所在地(適用於物業、廠房及設備和土地使用權)及(2)經營所在地(適用於商譽及其他無形資產)劃分。本公司為一間投資控股公司，而本集團大多數營運及勞動力均在中國，因此，中國被認為是根據香港財務報告準則第8號「經營分部」規定而披露之本集團之主體所在地。

7. 財務費用

	Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Interest on bank borrowings 銀行借款之利息	21,654	24,901

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

8. LOSS BEFORE INCOME TAX

8. 除所得稅前虧損

		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Loss before income tax has been arrived at after charging/(crediting): Amortisation of land use rights	除所得稅前虧損已扣除／(計入)下列各項：土地使用權攤銷	106	69
Amortisation of other intangible assets, included in administrative expenses	其他無形資產攤銷(已包括在行政開支中)	43,386	30,428
Auditor's remuneration	核數師酬金	1,780	1,022
Depreciation	折舊	26,210	10,494
Advertising and marketing, included in selling and distribution expenses	廣告及市場推廣開支(已包括在銷售及分銷開支中)	102,181	63,128
Equity-settled share-based payments	以權益結算之股權支付費用	(549)	25,495
Exchange difference, net	滙兌差額(淨額)	21,122	(1,648)
Operating lease rentals in respect of office premises	辦公室物業之經營租賃租金	42,060	22,677
Research and development costs	研發成本	32,443	30,194
Less: Capitalisation to other intangible assets	減：資本化至其他無形資產	-	(3,475)
		32,443	26,719
Employee benefit expense (including directors' emoluments (note 9) (note 10))	僱員福利開支(包括董事酬金)(附註9)(附註10)	110,621	101,414
Less: Employee benefit expenses included in research and development costs	減：包括在研發成本內之僱員福利開支	(2,012)	(2,878)
		108,609	98,536

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICERS' EMOLUMENTS

9. 董事及最高行政人員酬金

		Fees	Salaries and allowances	Contribution to defined contribution plans	Equity-settled share-based payments	Total
		袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	定額供款計劃之供款 HK\$'000 千港元	以權益結算之股權支付費用 HK\$'000 千港元	合計 HK\$'000 千港元
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度					
Executive directors	執行董事					
Dr. Ray Yip	葉雷博士	647	897	-	-	1,544
Mr. Wang Xuejun (appointed on 3 September 2018)	王學軍先生 (於二零一八年九月三日獲委任)	-	1,500	-	-	1,500
Mr. Chen Chunguo (resigned on 6 July 2018)	陳春國先生 (二零一八年七月六日辭任)	2,099	455	14	-	2,568
Independent non-executive directors	獨立非執行董事					
Mr. Chan Bing Woon	陳炳煥先生	240	-	-	-	240
Mr. Wong Yiu Kit Ernest	黃耀傑先生	240	-	-	-	240
Dr. Fang Jun	方俊博士	242	-	-	-	242
Mr. Pang Chung Fai Benny (resigned on 1 June 2018)	彭中輝先生 (於二零一八年六月一日辭任)	100	-	-	-	100
Non-executive directors	非執行董事					
Professor Cui Zhanfeng (resigned on 1 June 2018)	崔占峰教授 (於二零一八年六月一日辭任)	500	-	-	-	500
Professor Xiong Chengyu (resigned on 1 June 2018)	熊澄宇教授 (於二零一八年六月一日辭任)	250	500	-	-	750
		4,318	3,352	14	-	7,684

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICERS' EMOLUMENTS (CONT'D)

9. 董事及最高行政人員酬金(續)

	Fees	Salaries and allowances	Contribution to defined contribution plans	Equity-settled share-based payments	Total
	袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	定額供款計劃之供款 HK\$'000 千港元	以權益結算之股權支付費用 HK\$'000 千港元	合計 HK\$'000 千港元
Period from 1 May 2017 to 31 December 2017					
Executive directors					
Mr. Chen Chunguo	-	3,465	12	9,821	13,298
Dr. Ray Yip (re-designated from non-executive director to executive director on 8 September 2017)	400	800	-	-	1,200
Mr. Wong Sai Hung (resigned on 30 November 2017)	-	840	11	1,284	2,135
Dr. Shao Zhengkang (resigned on 8 September 2017)	-	635	8	1,014	1,657
Independent non-executive directors					
Mr. Chan Bing Woon	160	-	-	188	348
Mr. Wong Yiu Kit Ernest	160	-	-	-	160
Mr. Pang Chung Fai Benny	160	-	-	196	356
Dr. Fang Jun (appointed on 29 December 2017)	-	-	-	-	-
Mr. Lui Tin Nang (resigned on 8 September 2017)	140	-	-	-	140
Non-executive directors					
Professor Cui Zhanfeng	800	-	-	601	1,401
Professor Xiong Chengyu	400	-	-	-	400
Mr. Wang Hui (re-designated from independent non-executive director to non-executive director on 1 June 2017 and resigned on 8 September 2017)	182	-	-	14	196
	2,402	5,740	31	13,118	21,291

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICERS' EMOLUMENTS (CONT'D)

There was no arrangement under which a director waived or agreed to waive any remuneration during the year and the period from 1 May 2017 to 31 December 2017.

No emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

Salaries, allowances and other benefits paid to or for the executive directors are generally emoluments in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

Employees' emoluments

The five individuals whose emoluments including share-based payment expenses were the highest in the Group for the year included three (2017: four) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining two individual (2017: one) were as follows:

9. 董事及最高行政人員酬金 (續)

年內及二零一七年五月一日至二零一七年十二月三十一日期間概無董事放棄或同意放棄任何酬金之安排。

本集團並無向董事支付任何酬金，作為加入本集團或於加入本集團時之獎勵或離職補償。

支付予執行董事之袍金、薪金及津貼通常為就該等人士有關管理本公司及其附屬公司事務的其他服務支付之酬金。

僱員酬金

本集團年內五名最高薪人士（其酬金包括以股份為基礎之付款開支）包括三名（二零一七年：四名）董事，其酬金反映於上述分析內。餘下兩名（二零一七年：一名）人士的酬金如下：

		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	4,390	1,890
Retirement benefits scheme contributions	退休福利計劃供款	36	12
Equity-settled share-based payments	以權益結算之股權支付費用	—	292
		4,426	2,194

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

9. DIRECTORS' AND CHIEF EXECUTIVE OFFICERS' EMOLUMENTS (CONT'D)

Employees' emoluments (Cont'd)

The emoluments of the highest paid non-director individuals fell within the following band:

9. 董事及最高行政人員酬金 (續)

僱員酬金 (續)

非董事的最高薪人士的酬金介乎以下範圍以內：

		Number of individual 人數	
		Year ended 31 December 2018	Period from 1 May 2017 to 31 December 2017
		截至 二零一八年 十二月三十一日 止年度	自二零一七年 五月一日起 至二零一七年 十二月三十一日 止期間
Nil to HK\$1,000,000	零至 1,000,000 港元	-	-
HK\$1,500,001 – HK\$2,000,000	1,500,001 港元 – 2,000,000 港元	-	-
HK\$2,000,001 – HK\$2,500,000	2,000,001 港元 – 2,500,000 港元	2	1

10. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

10. 僱員福利開支 (包括董事酬金)

		Year ended 31 December 2018	Period from 1 May 2017 to 31 December 2017
		截至 二零一八年 十二月三十一日 止年度	自二零一七年 五月一日起 至二零一七年 十二月三十一日 止期間
		HK\$'000 千港元	HK\$'000 千港元
Wages and salaries	工資及薪金	98,824	69,145
Equity-settled share-based payments	以權益結算之股權支付費用	-	23,173
Pension costs – defined contribution plans	退休金成本 – 定額供款計劃	9,795	7,002
Other staff benefits	其他員工福利	2,002	2,094
		110,621	101,414

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

11. INCOME TAX CREDIT

Hong Kong Profits Tax is calculated at 16.5% (period ended 31 December 2017: 16.5%) of the estimated assessable profit for the year. The PRC enterprise income tax of 25% (period ended 31 December 2017: 25%) is applicable to the Group's PRC subsidiaries except that Shenzhen AiNear Cornea Engineering Company Limited and Tianjin Weikai Bioeng Ltd are granted the tax benefit for the National High-Tech Enterprise for three years starting from the calendar year ended 31 December 2016. They are subject to income tax rate of 15%. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

11. 所得稅抵免

香港利得稅乃按本年度估計應課稅溢利的16.5%（截至二零一七年十二月三十一日止期間：16.5%）計算。本集團中國附屬公司適用25%（截至二零一七年十二月三十一日止期間：25%）之中國企業所得稅，惟深圳艾尼爾角膜工程有限公司及天津衛凱生物工程有限於截至二零一六年十二月三十一日止曆年起計三個年度內作為國家高新技術企業而獲授稅項優惠，只須按15%之所得稅率繳稅。海外利得稅乃根據本年度估計應課稅溢利按本集團經營所在地之現行稅率計算。

		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Profits tax – for the current year	利得稅－本年度		
Over provision in respect of prior years	過往年度超額撥備	35	–
Deferred taxation (note 30)	遞延稅項（附註30）	(68,919)	(5,610)
Income tax credit	所得稅抵免	(68,884)	(5,610)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

11. INCOME TAX CREDIT (CONT'D)

Reconciliation between income tax credit and accounting loss at applicable tax rates:

11. 所得稅抵免(續)

按適用稅率計算之所得稅抵免及會計虧損之對賬如下：

		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Loss before income tax	除所得稅前虧損	(1,352,799)	(171,826)
Notional tax calculated at the rates applicable to the loss in the tax jurisdictions concerned	按有關稅項司法權區之虧損適用之稅率計算的名義稅項	(289,355)	(36,082)
Tax effect of expenses not deductible for tax purpose	不可用作扣稅之開支的稅務影響	212,199	36,235
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(5,171)	(1,211)
Tax effect of tax losses not recognised	尚未確認稅項虧損的稅務影響	13,408	3,041
Utilisation of previously unrecognised tax losses	動用過往尚未確認之稅項虧損	-	(7,593)
Over provision in respect of prior years	過往年度超額撥備	35	-
Income tax credit	所得稅抵免	(68,884)	(5,610)

12. DIVIDENDS

The directors do not recommend the payment of a dividend for the year (Period from 1 May 2017 to 31 December 2017: Nil).

12. 股息

董事並不建議派付本年度股息(二零一七年五月一日至二零一七年十二月三十一日期間：無)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

13. LOSS PER SHARE

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

13. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Loss for the period/year attributable to owners of the Company for the purpose of basic loss per share	用以計算每股基本虧損之 本公司擁有人應佔本期間／ 年度虧損	(1,193,501)	(158,492)
		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 '000 千股	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之 普通股加權平均數	17,585,790	17,585,790

For the year ended 31 December 2018 and period from 1 May 2017 to 31 December 2017, diluted loss per share attributable to owners of the Company was not presented because the impact of the exercise of share options was anti-dilutive.

截至二零一八年十二月三十一日止年度及自二零一七年五月一日起至二零一七年十二月三十一日止期間，由於行使購股權具反攤薄影響，故並無呈列本公司擁有人應佔每股攤薄虧損。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvement 租賃物業裝修 HK\$'000 千港元	Furniture and equipment 傢俬及設備 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 May 2017	於二零一七年五月一日						
Cost	成本	102,331	60,189	99,497	3,289	4,531	269,837
Accumulated depreciation	累計折舊	(7,632)	(10,849)	(26,438)	(2,135)	(2,669)	(49,723)
Net book amount	賬面淨值	94,699	49,340	73,059	1,154	1,862	220,114
Period from 1 May 2017 to 31 December 2017	自二零一七年五月一日起 至二零一七年十二月三十一日 止期間						
Opening net book amount	期初賬面淨值	94,699	49,340	73,059	1,154	1,862	220,114
Exchange differences	滙兌差額	5,940	214	3,521	34	104	9,813
Disposal	出售	-	-	(8)	-	-	(8)
Additions	添置	-	43,766	30,080	1,866	-	75,712
Written off	撇銷	-	(422)	(2)	(3)	-	(427)
Disposal of a subsidiary (note 42)	出售附屬公司(附註42)	-	-	(1,435)	(60)	-	(1,495)
Acquisition of a subsidiary (note 41)	收購附屬公司(附註41)	-	-	1,419	19	-	1,438
Depreciation	折舊	(1,647)	(2,350)	(5,795)	(370)	(332)	(10,494)
Closing net book amount	期末賬面淨值	98,992	90,548	100,839	2,640	1,634	294,653
At 31 December 2017	於二零一七年十二月三十一日						
Cost	成本	108,847	104,096	134,582	5,086	4,825	357,436
Accumulated depreciation	累計折舊	(9,855)	(13,548)	(33,743)	(2,446)	(3,191)	(62,783)
Net book amount	賬面淨值	98,992	90,548	100,839	2,640	1,634	294,653
Year ended 31 December 2018	截至二零一八年十二月三十一日 止年度						
Opening net book amount	期初賬面淨值	98,992	90,548	100,839	2,640	1,634	294,653
Exchange differences	滙兌差額	(4,958)	(376)	(1,775)	-	-	(7,109)
Disposal	出售	-	(23)	(1,225)	(52)	(15)	(1,315)
Additions	添置	-	4,875	5,114	2,860	863	13,712
Depreciation	折舊	(1,872)	(11,018)	(12,187)	(817)	(316)	(26,210)
Impairment losses	減值虧損	(41,499)	(83,265)	(39,324)	(2,367)	(2,031)	(168,486)
Closing net book amount	期末賬面淨值	50,663	741	51,442	2,264	135	105,245
At 31 December 2018	於二零一八年十二月三十一日						
Cost	成本	103,341	108,368	133,146	9,323	5,710	359,888
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(52,678)	(107,627)	(81,704)	(7,059)	(5,575)	(254,643)
Net book amount	賬面淨值	50,663	741	51,442	2,264	135	105,245

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

14. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

As at 31 December 2018 and 2017, all the Group's buildings are situated in the PRC and are held under medium term leases.

During the year, the directors reviewed the carrying amount of property, plant and equipment. The details of the impairment assessment are stated in note 16.

14. 物業、廠房及設備(續)

於二零一八年及二零一七年十二月三十一日，本集團所有樓宇均位於中國且以中期租賃形式持有。

年內，董事已審查物業、廠房及設備之賬面值。減值評估之詳情載於附註16。

15. LAND USE RIGHTS

Opening net carrying amount	期初賬面淨值
Exchange differences	滙兌差額
Amortisation	攤銷

Closing net carrying amount	期末賬面淨值
-----------------------------	--------

The Group's land use rights represent payments to acquire interests in the usage of lands situated in the PRC, which are held under medium-term leases.

15. 土地使用權

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Opening net carrying amount	4,416	4,219
Exchange differences	(219)	266
Amortisation	(106)	(69)
Closing net carrying amount	4,091	4,416

本集團之土地使用權指收購位於中國之土地之使用權益(以中期租賃形式持有)之支付款項。

16. GOODWILL

The goodwill arose from (1) the acquisition of FD(H) Investments Limited and its subsidiaries, which are engaged in the production and sales of tissue engineering products, in 2008 and the acquisition of Shenzhen Kechuang Guangtai Technology Co., Ltd ("Kechuang"), which is engaged in development and sales of information technology software related to lamellar keratoplasty recording during the period ended 31 December 2017 (note 41) ("Aierfu Business"); (2) the acquisition of Maylion Management Limited and its subsidiary ("Reshine Business"), which is engaged in bio-medical engineering, research and development of regenerative medical products in relation to tissue engineering technology in December 2013; (3) the acquisition of Passion Stream Limited and its subsidiaries ("Weikai Business"), which is engaged in the design and manufacturing of pre-clinical cell and stem cell related equipment, especially in 3D cell culture bio-reactors and their related consumables, as well as provision of CRO services in April 2015; and (4) the acquisition of Frame Sharp Limited and its subsidiaries ("AK Business"), which is principally engaged in providing service and equipment for human cell and stem cell related clinical applications in August 2015.

16. 商譽

商譽乃產生自(1)二零零八年收購FD(H) Investments Limited及其附屬公司，其從事生產及銷售組織工程產品；及截至二零一七年十二月三十一日止期間內收購深圳科創廣泰技術有限公司(「科創」)，其從事開發及銷售與板層角膜移植記錄相關之信息技術軟件(附註41)(「艾爾膚業務」)；(2)二零一三年十二月收購美倫管理有限公司及其附屬公司(「瑞盛業務」)，其從事生物醫學工程、有關組織工程技術的再生醫療產品的研發；(3)二零一五年四月收購Passion Stream Limited及其附屬公司(「衛凱業務」)，其從事臨床前細胞和幹細胞相關設備之設計和製造(特別是在三維細胞灌培養物反應器和彼等相關的耗材)以及提供合同式技術研究服務；及(4)二零一五年八月收購Frame Sharp Limited及其附屬公司(「奧凱業務」)，其主要從事為人體細胞及幹細胞相關臨床應用提供服務及設備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

16. GOODWILL (CONT'D)

The net carrying amount of goodwill can be analysed as follows:

16. 商譽(續)

商譽之賬面淨值之分析如下：

		Aierfu Business 艾爾膚業務 HK\$'000 千港元	Reshine Business 瑞盛業務 HK\$'000 千港元	Weikai Business 衛凱業務 HK\$'000 千港元	AK Business 奧凱業務 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 May 2017	於二零一七年五月一日					
Gross carrying amount	總賬面值	141,310	152,615	96,213	8,902	399,040
Accumulated impairment	累計減值	-	(152,615)	(49,442)	-	(202,057)
Net carrying amount	賬面淨值	141,310	-	46,771	8,902	196,983
Period from 1 May 2017 to 31 December 2017	自二零一七年五月一日起 至二零一七年十二月三十一日 止期間					
Opening net carrying amount	期初賬面淨值	141,310	-	46,771	8,902	196,983
Acquisition of a subsidiary (note 41)	收購附屬公司(附註41)	5,309	-	-	-	5,309
Closing net carrying amount	期末賬面淨值	146,619	-	46,771	8,902	202,292
At 31 December 2017	於二零一七年十二月三十一日					
Gross carrying amount	總賬面值	146,619	152,615	96,213	8,902	404,349
Accumulated impairment	累計減值	-	(152,615)	(49,442)	-	(202,057)
Net carrying amount	賬面淨值	146,619	-	46,771	8,902	202,292
Year ended 31 December 2018	截至二零一八年十二月 三十一日止年度					
Opening net carrying amount	期初賬面淨值	146,619	-	46,771	8,902	202,292
Impairment losses	減值虧損	(146,619)	-	(46,771)	(8,902)	(202,292)
Closing net carrying amount	期末賬面淨值	-	-	-	-	-
At 31 December 2018	於二零一八年十二月三十一日					
Gross carrying amount	總賬面值	146,619	152,615	96,213	8,902	404,349
Accumulated impairment	累計減值	(146,619)	(152,615)	(96,213)	(8,902)	(404,349)
Net carrying amount	賬面淨值	-	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

16. GOODWILL (CONT'D)

For the purpose of impairment testing, goodwill is allocated to four cash generating units, Aierfu Business, Reshine Business, Weikai Business and AK Business.

The recoverable amounts for these cash-generating units have been determined based on higher of value-in-use ("VIU") or fair value less cost of disposal ("FVLCD") calculation using discounted cash flow technique, covering detailed five-year budget plans. Cash flows beyond the five-year period are extrapolated using the estimated growth rates as stated below. The discount rates used for VIU and FVLCD are pre-tax and post-tax respectively and reflect specific risks relating to the relevant cash-generating unit.

The key assumptions used for recoverable amounts are as follows:

		Basis 基準		Growth rate 增長率		Discount rate 折現率	
		2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
Aierfu Business	艾爾膚業務	VIU使用價值	VIU使用價值	3%	3%	24%	22%
Reshine Business	瑞盛業務	VIU使用價值	VIU使用價值	3%	3%	28%	28%
Weikai Business	衛凱業務	VIU使用價值	FVLCD公平值減 出售成本	3%	3%	26%	22%
AK Business	奧凱業務	VIU使用價值	FVLCD公平值減 出售成本	3%	3%	25%	22%

The key assumptions are those regarding the discount rate, growth rate and budgeted gross margin, which had been determined based on the market comparables and budgeted revenue, which had been determined based on the management's expectation for the market development and the production capacity of relevant cash generating units.

Apart from the considerations described above in determining the recoverable amount of the cash-generating unit, the Group's management is not currently aware of any other probable changes that would necessitate changes in their key assumptions. However, the estimate of recoverable amount of the Group's cash generating units is particularly sensitive to the discount rate applied.

The recoverable amount has been determined by an independent professional valuer, Roma Appraisal Limited (2017: Hong Kong Appraisal Advisory Limited) with the discounted cash flow approach. The recoverable amounts of these cash generating units are classified as level 3 measurement.

16. 商譽(續)

為進行減值檢測，商譽會分配至四個現金產生單位，艾爾膚業務、瑞盛業務、衛凱業務及奧凱業務。

該等現金產生單位的可收回金額已根據使用貼現現金流量法(按詳盡五年預算計劃)計算之使用價值(「使用價值」)或公平值減出售成本(「公平值減出售成本」)兩者中較高者釐定。五年期以後之現金流量乃按以下所列估計增長率推算。用於使用價值及公平值減出售成本的折現率分別為除稅前及除稅後，並反映相關現金產生單位之特定風險。

可收回金額所使用的主要假設如下：

主要假設為有關折現率、增長率及預算毛利率，彼等根據市場可比較值及預算收益(其根據管理層對市場的發展和相關現金產生單位的生產能力之預期釐定)釐定。

除上述釐定現金產生單位可收回金額之考慮因素外，本集團之管理層現時並不知悉任何其他可能之變化，令其需要修改主要假設。然而，本集團現金產生單位的可收回金額之估計對所採用之折現率尤為敏感。

可收回金額乃由獨立專業估值師羅馬國際評估有限公司(二零一七年：香港評估國際有限公司)使用貼現現金流量法釐定。該等現金產生單位的可收回金額被列為第三級計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

16. GOODWILL (CONT'D)

As at 31 December 2018, based on the results of the reviews of the recoverable amount of the cash generating units containing goodwill, the carrying amounts exceeded the recoverable amounts of the relevant assets less liabilities of the cash generating units, the management considered that impairment loss on goodwill, property, plant and equipment and other intangible assets of HK\$202,292,000, HK\$168,486,000 and HK\$275,896,000 respectively were recognised in profit or loss for the year. The impairment loss is mainly due to the poor financial performance of these cash generating units during the year and the change of the Group's operating, marketing and sales strategies.

As at 31 December 2017, based on the results of the reviews of the recoverable amount of the cash generating units containing goodwill, the recoverable amounts exceeded the carrying amounts of the relevant assets less liabilities of the cash generating units, the management considered that there was no impairment to be recognised in profit or loss for the period from 1 May 2017 to 31 December 2017.

17. CONTINGENT CONSIDERATION RECEIVABLES

At 1 January/1 May	於一月一日／五月一日
Fair value loss	公平值虧損
Exchange differences	滙兌差額
At 31 December	於十二月三十一日

As at 31 December 2018, the management expected that the contingent consideration receivables will be realised within 12 months from the reporting date, accordingly, it is classified as current assets. As at 31 December 2017, the management expected that the contingent consideration receivables would not be realised within 12 months from the reporting date, accordingly, it was classified as non-current assets.

There are profit guarantees for the acquisitions of Weikai Business and AK Business.

16. 商譽(續)

於二零一八年十二月三十一日，根據現金產生單位可回收金額(含商譽)的檢討結果，有關資產賬面值超過可回收金額減現金產生單位的負債，管理層考慮於年度損益確認商譽、物業、廠房及設備以及其他無形資產減值虧損分別為202,292,000港元、168,486,000港元及275,896,000港元。減值虧損主要由於年內有關現金產生單位的財務表現不佳及本集團運營、市場推廣及銷售策略變化。

於二零一七年十二月三十一日，根據對現金產生單位(包括商譽)可收回金額的審查結果，現金產生單位相關資產減負債的可收回金額超過其賬面值，管理層認為毋須於自二零一七年五月一日起至二零一七年十二月三十一日止期間的損益內確認減值。

17. 應收或然代價

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At 1 January/1 May	於一月一日／五月一日	32,502	46,259
Fair value loss	公平值虧損	(26,271)	(15,876)
Exchange differences	滙兌差額	(1,644)	2,119
At 31 December	於十二月三十一日	4,587	32,502

於二零一八年十二月三十一日，管理層預期應收或然代價自報告日期起計十二個月內變現，因此，其分類作流動資產。於二零一七年十二月三十一日，管理層預期應收或然代價自報告日期起十二個月內不會變現，因此其分類作非流動資產。

收購衛凱業務及奧凱業務均有溢利保證。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

17. CONTINGENT CONSIDERATION RECEIVABLES (CONT'D)

For Weikai Business, the vendor guaranteed to the Group that cumulative total net profits for the years ended 31 December 2015 to 2018 will not be less than RMB25,000,000, or he will transfer part of the shares of Passion Stream Limited (a 70% indirectly owned subsidiary of the Company) held by him and classified as non-controlling interests in the consolidated financial statements, based on the percentage of the shortfall in total net profit over the guaranteed total net profit. The adjustment will be settled after the end of the four-year period.

For AK Business, the vendor guaranteed to the Group that cumulative total net profits for the years ended 31 December 2015 to 2018 will not be less than RMB8,000,000, or he will transfer part of the shares of Frame Sharp Limited (a 70% indirectly owned subsidiary of the Company) held by him and classified as non-controlling interests in the consolidated financial statement, based on the percentage of the shortfall in total net profit over the guaranteed total net profit. The adjustment will be settled after the end of the four-year period.

According to the agreements, the vendor requires to appoint auditors to perform audit for Weikai Business and AK Business for the year ended 31 December 2018. Within 10 days after the issue of the audited accounts, the Group and the vendor will conclude the profit target results. The audited accounts are not yet ready as at 31 December 2018 and the reporting date. Based on the management accounts of Weikai Business and AK Business, management expects both profit target cannot be met. The Group and the vendor will conclude the percentage of shortfall and make the share transfer once the audited accounts are ready.

17. 應收或然代價(續)

有關衛凱業務，賣方向本集團保證，截至二零一五年至二零一八年十二月三十一日止年度之累計總溢利淨額將不少於人民幣25,000,000元，否則其將轉讓所持Passion Stream Limited(本公司間接擁有70%附屬公司)之股份(根據總溢利淨額與保證總溢利淨額間之差額百分比，於綜合財務報表內分類為非控股股東權益)。有關調整將於四年期結束後結算。

有關奧凱業務，賣方向本集團保證，截至二零一五年至二零一八年十二月三十一日止年度之累計總溢利淨額將不少於人民幣8,000,000元，否則其將轉讓其所持部份Frame Sharp Limited(本公司間接擁有70%附屬公司)之股份(根據總溢利淨額與保證總溢利淨額間之差額百分比，於綜合財務報表內分類為非控股股東權益)。有關調整將於四年期結束後結算。

根據協議，賣方要求委任核數師審核截至二零一八年十二月三十一日止年度的衛凱業務及奧凱業務。發出經審核賬目後10日內，本集團及賣方將釐定盈利目標業績。經審核賬目於二零一八年十二月三十一日及報告日期尚未確認。根據衛凱業務及奧凱業務的管理賬目，管理層預期盈利目標未能達成。本集團及賣方將釐定差額的比例，並於賬目確認後作出股份轉讓。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

17. CONTINGENT CONSIDERATION RECEIVABLES (CONT'D)

The contingent consideration receivables represent the fair value of the profit guarantees in accordance with the share purchase agreements for the acquisition of Weikai Business and AK Business and are estimated by independent professional valuers, Roma Appraisal Limited (2017: Hong Kong Appraisal Advisory Limited). As at 31 December 2018 and 2017, the fair value of the contingent consideration receivables were estimated by applying probability weighted discounted cash flow approach based on the estimated total profits expected by management of the Group to be earned by the Weikai Business and AK Business for the four years ended 31 December 2018 and the estimated fair values of the shares of Passion Stream Limited and Frame Sharp Limited held by the non-controlling interests.

The fair value of contingent consideration receivables is a level 3 recurring fair value measurement. Significant unobservable inputs for the valuation approach is the marketability discount of 20.70% (2017: 20.89%).

Higher marketability discount on the fair value of shares of Passion Stream Limited and Frame Sharp Limited will result in corresponding lower fair values.

As at 31 December 2018 and 2017, it is estimated that with all other variables held constant, the 5% increase in marketability discount will decrease the fair value of the contingent consideration receivable by 5% (2017: 5%).

17. 應收或然代價(續)

應收或然代價指根據收購衛凱業務及奧凱業務之股份購買協議的溢利保證之公平值，乃由獨立專業估值師羅馬國際評估有限公司(二零一七年：香港評值國際有限公司)估計。於二零一八年及二零一七年十二月三十一日，應收或然代價之公平值乃使用機率加權貼現現金流估值法根據本集團管理層預期截至二零一八年十二月三十一日止四個年度衛凱業務及奧凱業務賺取之估計溢利總額以及非控股股東權益所持Passion Stream Limited及Frame Sharp Limited股份之估計公平值而估計得出。

應收或然代價之公平值為第三級經常性公平值計量。估值法之重大非可觀察數據為市場流動折現率20.70%(二零一七年：20.89%)：

Passion Stream Limited及Frame Sharp Limited之股份公平值之市場流動折現率升高將導致公平值相應減少。

於二零一八年及二零一七年十二月三十一日，預計所有其他變數保持不變，市場流動折現率增加5%將令應收或然代價公平值減少5%(二零一七年：5%)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

18. OTHER INTANGIBLE ASSETS

18. 其他無形資產

		Trademark 商標 HK\$'000 千港元	Patents 專利 HK\$'000 千港元	Development costs 發展成本 HK\$'000 千港元	Licensing agreement 特許權協議 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 May 2017	於二零一七年五月一日					
Cost	成本	79,984	473,372	111,095	–	664,451
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(45,344)	(189,991)	(3,400)	–	(238,735)
Net book amount	賬面淨值	34,640	283,381	107,695	–	425,716
Period from 1 May 2017 to 31 December 2017	自二零一七年五月一日起至二零一七年十二月三十一日止期間					
Opening net book amount	期初賬面淨值	34,640	283,381	107,695	–	425,716
Exchange differences	滙兌差額	–	14,238	8,351	–	22,589
Additions	添置	–	–	3,475	–	3,475
Acquisition of a subsidiary (note 41)	收購附屬公司(附註41)	–	–	–	23,393	23,393
Amortisation	攤銷	(3,553)	(21,922)	(2,332)	(2,621)	(30,428)
Closing net book amount	期末賬面淨值	31,087	275,697	117,189	20,772	444,745
At 31 December 2017	於二零一七年十二月三十一日					
Cost	成本	79,984	493,470	123,216	23,393	720,063
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(48,897)	(217,773)	(6,027)	(2,621)	(275,318)
Net book amount	賬面淨值	31,087	275,697	117,189	20,772	444,745
Year ended 31 December 2018	截至二零一八年十二月三十一日止年度					
Opening net book amount	期初賬面淨值	31,087	275,697	117,189	20,772	444,745
Exchange differences	滙兌差額	–	(12,433)	(123)	(1,063)	(13,619)
Amortisation	攤銷	(5,330)	(30,618)	(4,145)	(3,293)	(43,386)
Impairment loss	減值虧損	(21,827)	(168,013)	(78,195)	(7,861)	(275,896)
Closing net book amount	期末賬面淨值	3,930	64,633	34,726	8,555	111,844
At 31 December 2018	於二零一八年十二月三十一日					
Cost	成本	79,984	493,470	125,222	23,393	722,069
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(76,054)	(428,837)	(90,496)	(14,838)	(610,225)
Net book amount	賬面淨值	3,930	64,633	34,726	8,555	111,844

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

18. OTHER INTANGIBLE ASSETS (CONT'D)

As at 31 December 2018 and 2017, all other intangible assets are related to four cash generating units, Aierfu Business, Reshine Business, Weikai Business and AK Business respectively. These other intangible assets were mainly arising from the business combinations as stated in note 16. During the year, the directors reviewed the carrying amounts of the other intangible assets. The details of the impairment assessment are stated in note 16.

18. 其他無形資產(續)

於二零一八年及二零一七年十二月三十一日，所有其他無形資產與四個現金產生單位(分別為艾爾膚業務、瑞盛業務、衛凱業務及奧凱業務)有關。該等其他無形資產主要產生自附註16所述業務合併。年內，董事檢討其他無形資產的賬面值。減值評估詳情載於附註16。

19. AVAILABLE-FOR-SALE FINANCIAL ASSETS

19. 可供出售金融資產

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current	非流動		
Unlisted equity securities – unlisted PRC company, at cost	非上市股本證券—非上市 中國公司，按成本	—	112,928
Unlisted private fund – Overseas, at cost	非上市私募基金—海外， 按成本	—	214,691
Unlisted private fund – Overseas, at fair value	非上市私募基金—海外， 按公平值	—	126,837
		—	454,456
Current	流動		
Unlisted equity securities – unlisted PRC company, at cost	非上市股本證券—非上市 中國公司，按成本	—	120,600

As at 31 December 2017, unlisted equity securities in private companies and certain private funds are measured at cost less impairment losses as the variability in the range of reasonable fair value estimates was significant and the probabilities of the various estimates within the range could be reasonably assessed and used in estimating fair value. The directors of the Company were of the opinion that the fair value could be measured reliably.

Except for the unlisted equity securities in PRC company of HK\$120,600,000, the Group did not intend to dispose of available-for-sale financial assets, while this investment was classified as FVTPL as at 1 January 2018 (note 2.1A(i)(d)) and disposed of with the consideration of HK\$120,600,000 during the year.

As set out in note 2.1, these investments were reclassified from available-for-sale financial investments to FVOCI or FVTPL on 1 January 2018 upon the application of HKFRS 9.

於二零一七年十二月三十一日，鑒於合理公平值估計範疇之變動屬重大及於估計公平值時該範疇內各估計的可能性能合理評估及使用，私人公司之非上市股本證券及若干私募基金按成本減減值虧損計量。本公司董事認為公平值能可靠計量。

除中國公司之非上市股本證券120,600,000港元外，本集團不擬出售可供出售金融資產，而此項投資於二零一八年一月一日分類作按公平值於損益列賬(附註2.1A(i)(d))並於年內出售，代價為120,600,000港元。

如附註2.1所載，於應用香港財務報告準則第9號後，於二零一八年一月一日該等投資由可供出售金融投資重新分類為按公平值於其他全面收入列賬或按公平值於損益列賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

20. 按公平值於其他全面收入列賬的金融資產

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Non-current Unlisted equity securities – PRC, measured at FVOCI	非流動 非上市股本證券—中國 按公平值於其他全面收入列賬 計量	161,445	–

These equity investments were irrevocably designated at FVOCI as the Group considered these investments to be strategic in nature. This represented the investment in a private company incorporated in the PRC namely 中新(黑龍江)互聯網貸款有限公司.

The fair values of this investment on 1 January 2018 and 31 December 2018 were HK\$165,222,000 and HK\$161,445,000 respectively. The change of fair value of HK\$3,777,000 was recognised in other comprehensive income during the year. There is no dividend from this investment received and recognised in profit or loss during the year.

由於本集團認為該等投資屬於策略性質，因此該等股權投資已不可撤銷地指定為按公平值於其他全面收入列賬。此乃指向於中國註冊成立的私人公司中新(黑龍江)互聯網貸款有限公司作出的投資。

該投資於二零一八年一月一日及二零一八年十二月三十一日的公平值分別為165,222,000港元及161,445,000港元。年內，公平值變動3,777,000港元乃於其他全面收入中確認。年內，此項投資並無收取股息及於損益中確認。

21. INVENTORIES

21. 存貨

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Raw materials	原材料	12,508	8,093
Work in progress	在製品	2,690	1,176
Finished goods	製成品	17,177	17,286
Goods in transit	在運品	–	2,195
		32,375	28,750

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

22. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

22. 應收貿易賬項、按金、預付款項及其他應收款項

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Trade receivables	應收貿易賬項	143,805	279,806
Less: Impairment losses	減：減值虧損	(139,677)	–
		4,128	279,806
Deposits	按金	22,667	14,887
Prepayments	預付款項	79,829	315,977
Bank interest receivables	應收銀行利息	7,234	17,276
Other receivables	其他應收款項	8,488	142,533
		118,218	490,673
Less: Impairment losses	減：減值虧損	(393)	–
		117,825	490,673

Movements in the impairment losses in respect of trade receivables and other receivables during the year are as follows:

年內貿易應收款項及其他應收款項的減值虧損變動如下：

		Trade receivables 貿易應收款項 HK\$'000 千港元	Other receivables 其他應收款項 HK\$'000 千港元
At 1 January 2018 (upon initial adoption of HKFRS 9 (note 3.1))	於二零一八年一月一日(於首次採納香港財務報告準則第9號)(附註3.1)	4,866	2,851
Impairment losses recognised/(reversed) during the year	年內已確認/(撥回)減值虧損	139,006	(2,458)
Exchange alignment	滙兌調整	(4,195)	–
At 31 December 2018	於二零一八年十二月三十一日	139,677	393

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

22. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (CONT'D)

The impairment losses of trade receivables recognised during the year were mainly due to the long aged outstanding receivables without any settlement from debtors and no sales transactions with these debtors during the year. Management identified that these customers are in financial difficulty and the recoverability of these receivables was remote. Revenue recognised during the year are all settled during the year except HK\$4 million which is recognised as trade receivables as at 31 December 2018.

As at 31 December 2018 and 2017, prepayments mainly represented by the prepaid promotion expenses and purchases of medical equipment for trading. Other receivables mainly represented payment made to an agent for identification and negotiation of potential acquisition opportunities or purchase of equipment, which is unsecured, interest-free and repayable on demand.

As at year end date, ageing analysis of trade receivables based on sales invoice date and net of provisions, is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0-90 days	0至90天	3,519	259,744
Over 90 days but less than 1 year	超過90天但少於1年	609	19,770
1 year or over 1 year	1年或1年以上	-	292
		4,128	279,806

The Group allows an average credit period of 60-180 days (2017: 60-180 days) to its customers.

The Group recognised impairment loss based on the accounting policy stated in note 3.9. Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 40.

22. 應收貿易賬項、按金、預付款項及其他應收款項(續)

年內確認的貿易及其他應收款項減值虧損乃由於年內債務人長期未結清尚未償還的應收款項且並無與該等債務人進行銷售交易所致。管理層確認此等客戶面臨財政困難，而該等應收款項的可收回性較微。年內確認收益乃於年內結付，惟不包括於二零一八年十二月三十一日確認作貿易應收款項4,000,000港元。

於二零一八年及二零一七年十二月三十一日，預付款項主要指預付促銷費及採購醫療設備以供貿易。其他應收款項主要指就物色及磋商潛在收購商機或採購設備而支付予一名代理的賬項，且屬未抵押、免息及按要求償者。

於年結日，應收貿易賬項按銷售發票日期及扣除撥備後之賬齡分析如下：

本集團給予其客戶之平均信貸期為60-180天(二零一七年：60至180天)。

本集團根據附註3.9所述會計政策確認減值虧損。有關本集團信貸政策及貿易應收款項產生信貸風險的進一步詳情載於附註40。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

23. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

23. 按公平值於損益列賬之金融資產

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Held for trading:		
Unlisted private investment funds – Overseas	298,296	–
Listed equity securities – Hong Kong	–	12,154
	298,296	12,154

The fair value of unlisted private investment funds as at 31 December 2018 is determined by an independent professional valuer, Roma Appraisal Limited with the market approach, based on the investee's financial performance and the multiples of comparable companies. The key unobservable assumptions used in the valuation included price to earnings ratio ("PE ratio") of 13.48 and marketability discount of 20.7%.

As at 31 December 2018, if the PE ratio and marketability discount shifted upward by 1%, the fair value of the unlisted private investment funds would be increased by 1% and decreased by 0.7% respectively. The higher the PE ratio, the higher the fair value. The higher the marketability discount, the lower the fair value.

As at 31 December 2017, the balances of the listed equity securities are stated at fair value which have been determined by reference to the quoted bid prices at the reporting date.

於二零一八年十二月三十一日，非上市私募基金乃由獨立專業估值師羅馬國際評估有限公司使用市場法釐定，並以投資對象的財務表現及可資比較公司的倍數為基準。估值中使用的主要不可觀察假設包括市盈率（「市盈率」）13.48倍及市場流動折現率20.7%。

於二零一八年十二月三十一日，倘市盈率及市場流動折現率上調1%，非上市私募投資基金的公平值將分別上升1%及下降0.7%。市盈率越高，公平值越高。市場流動折現率越高，公平值越低。

於二零一七年十二月三十一日，上市股權證券結餘乃按公平值列賬，並參照報告日期的所報買入價釐定。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

24. CASH AND CASH EQUIVALENTS/PLEDGED BANK DEPOSITS

24. 現金及現金等值項目／已抵押銀行存款

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	20,062	244,373
Cash and cash equivalents	現金及現金等值項目	20,062	244,373
Pledged deposits (note (a))	已抵押存款(附註(a))	417,568	818,062

(a) The deposits are pledged to banks to secure bank loans (as detailed in note 29 to the financial statements). These deposits earn interests from 1.50% to 2.10% (2017: 2.10% to 3.68%) per annum. As at 31 December 2018, the pledged deposits of HK\$28,200,000 (2017: HK\$818,062,000) is classified as non-current assets as it is pledged to secure non-current bank borrowings and HK\$389,368,000 (2017: Nil) is classified as current assets as it is pledged to secure current bank borrowings.

(b) Included in cash and bank balances, short-term deposits and pledged bank deposits of the Group is HK\$434,797,000 (2017: HK\$411,733,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the PRC. RMB is not a freely convertible currency. Under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are recognised to conduct foreign exchange business.

(a) 存款已抵押予銀行以擔保銀行貸款(詳述於財務報表附註29)。該等存款按每年1.50%至2.10%(二零一七年: 2.10%至3.68%)賺取利息。於二零一八年十二月三十一日,已抵押存款28,200,000港元(二零一七年: 818,062,000港元)分類為非流動資產,因為其已抵押以擔保非即期銀行借款,而389,368,000港元(二零一七年: 無)分類為流動資產,因為其已抵押以擔保即期銀行借款。

(b) 本集團之現金及銀行結餘、短期存款及已抵押銀行存款包括存放於中國之銀行並以人民幣(「人民幣」)計值之銀行結餘434,797,000港元(二零一七年: 411,733,000港元)。人民幣並非可自由兌換之貨幣。根據中國內地之外匯管理條例及結匯、售匯及付匯管理規定,本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為外幣。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

25. TRADE PAYABLES

As at 31 December 2018, ageing analysis of trade payables based on invoice date is as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
0-30 days	0至30天	4,229	222,131
31-60 days	31至60天	-	14,582
Over 60 days but less than 1 year	超過60天但少於1年	593	195
1 year or over 1 year	1年或1年以上	19,388	1,438
		24,210	238,346

General credit terms granted by suppliers are 30 days to 60 days.

於二零一八年十二月三十一日，應付貿易賬項按發票日期之賬齡分析如下：

供應商授出之一般信貸期介乎30天至60天。

26. ACCRUED CHARGES AND OTHER PAYABLES

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Accrued charges	應計費用	43,988	33,897
Receipt in advance from customers	預收客戶賬項	-	23,569
Other payables	其他應付賬項	71,546	44,206
Government assistances	政府補貼	28,425	46,197
		143,959	147,869

Government assistances represent payments granted by the local governments in the PRC in relation to the research and development of tissue engineering and stem cell projects carried out in the PRC. These payments will be recognised as income upon the approval from the local government on the output of the relevant projects.

Upon the adoption of HKFRS 15, amount previously presented as "receipt in advances from customers" as at 31 December 2017 has been reclassified as "contract liabilities" on 1 January 2018.

政府補貼指中國當地政府就於中國進行之組織工程及幹細胞項目研究及開發授出之款項。該等款項將於當地政府對相關項目成果作出批准後確認為收入。

於採納香港財務報告準則第15號後，於二零一七年十二月三十一日此前呈列為「預收客戶賬項」已於二零一八年一月一日重新分類為「合約負債」。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

27. CONTRACT LIABILITIES

The contract liabilities mainly relate to advance considerations received from customers and arose from sale of goods. The Group may take certain deposits from customers on acceptance of the order, with the remainder of the consideration payable at the earlier of delivery of the finished goods.

Movements in contract liabilities

		2018 二零一八年 HK\$'000 千港元
Upon adoption of HKFRS 15	採納香港財務報告準則第15號	23,569
Decrease in contract liabilities as a result of recognising revenue during the year	年內確認收益導致合約負債減少	(23,569)
Increase in contract liabilities as a result of billing in advance of sales of goods	銷售貨品預收款項導致合約負債增加	28,676
Balance at 31 December	於十二月三十一日結餘	28,676

Note:

The Group has initially applied HKFRS 15 using the cumulative effect method and adjusted the opening balance at 1 January 2018. Upon the adoption of HKFRS 15, amounts previously included as "Receipts in advance" (note 26) have been reclassified to "Contract liabilities".

28. SHAREHOLDER'S LOANS

As at 31 December 2018, shareholder's loans were unsecured, interest-free and repayable within one year except for (1) the amount of HK\$100 million, which was for the potential acquisition of Lung Hang Investments Limited (note 35) and repayable on or before the third anniversary date of the advancement date of the shareholder's loans; and (2) the amount of HK\$100 million, which was repayable on 30 June 2020.

As at 31 December 2017, shareholder's loans were unsecured, interest-free and repayable within one year except for the amount of HK\$100 million, which was for the potential acquisition of Lung Hang Investments Limited (note 35) and repayable on or before the third anniversary date of the advancement date of the shareholder's loans.

27. 合約負債

合約負債主要與收取客戶及銷售貨品產生的預收代價有關。本集團接納訂單時自客戶收取若干按金，餘下代價於成品交付時支付（以較早者為準）。

合約負債變動

		2018 二零一八年 HK\$'000 千港元
Upon adoption of HKFRS 15	採納香港財務報告準則第15號	23,569
Decrease in contract liabilities as a result of recognising revenue during the year	年內確認收益導致合約負債減少	(23,569)
Increase in contract liabilities as a result of billing in advance of sales of goods	銷售貨品預收款項導致合約負債增加	28,676
Balance at 31 December	於十二月三十一日結餘	28,676

附註：

本集團已使用累計影響法初步採用香港財務報告準則第15號，並調整二零一八年一月一日的期初結餘。採納香港財務報告準則第15號後，先前計入「預收款項」（附註26）的金額已重新分類至「合約負債」。

28. 股東貸款

於二零一八年十二月三十一日，股東貸款為無抵押、免息及須於一年內償還，惟(1)金額100,000,000港元除外，該筆款項乃用於可能收購Lung Hang Investments Limited（附註35），並須於股東貸款墊付日期起屆滿三週年之日償還及(2)金額100,000,000港元須於二零二零年六月三十日償還。

於二零一七年十二月三十一日，股東貸款為無抵押、免息及須於一年內償還，惟金額100,000,000港元除外，該筆款項乃用於可能收購Lung Hang Investments Limited（附註35），並須於股東貸款墊付日期起屆滿三週年之日償還。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

29. BANK BORROWINGS

As at 31 December 2018, the Group's bank borrowings are repayable as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current:	即期：		
Bank loans, secured – repayable within one year (i)	銀行貸款，有抵押－一年內償還 (i)	366,400	–
Non-current:	非即期：		
Bank loans, secured – repayable over one year but less than five years (ii)	銀行貸款，有抵押－一年後但五年內償還 (ii)	22,900	771,840
		389,300	771,840

The interest-bearing bank borrowings are carried at amortised cost.

- (i) As at 31 December 2018, the current bank borrowings represented bank loans with principal amounts of RMB340,000,000, which were repayable within one year and secured by the Group's deposits with carrying amounts of HK\$389,368,000.
- (ii) As at 31 December 2018 and 2017, the non-current bank borrowings represented bank loans with principal amounts of RMB20,000,000 and RMB340,000,000 respectively, which are repayable over one year but less than five years and secured by the Group's pledged bank deposits with carrying amounts of HK\$28,200,000 (2017: HK\$818,062,000)

Interest rate of the bank borrowings was carried at fixed interest rate at 4.750% (2017: 4.750%) per annum for the year.

29. 銀行借款

於二零一八年十二月三十一日，本集團之應償還銀行借款如下：

	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Current:		
銀行貸款，有抵押－一年內償還 (i)	366,400	–
Non-current:		
銀行貸款，有抵押－一年後但五年內償還 (ii)	22,900	771,840
	389,300	771,840

計息銀行借款乃按攤銷成本列賬。

- (i) 於二零一八年十二月三十一日，即期銀行借款指本金金額為人民幣340,000,000元，須於一年內償還且以本集團賬面值389,368,000港元的存款作抵押的銀行貸款。
- (ii) 於二零一八年及二零一七年十二月三十一日，非即期銀行借款指須於一年後但五年內償還之賬面值分別為人民幣20,000,000元及人民幣340,000,000元之銀行貸款，並以本集團賬面值為28,200,000港元（二零一七年：818,062,000港元）之已抵押銀行存款作擔保。

本年度銀行借款按固定年利率4.750%（二零一七年：4.750%）計息。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

30. DEFERRED TAXATION

Deferred taxation is calculated on temporary difference under the liability method using the rates of taxation prevailing in the countries in which the Group operates.

The movement on deferred tax liabilities is as follows:

30. 遞延稅項

遞延稅項乃根據負債法以本集團經營所在國家之現行稅率按暫時差額計算。

遞延稅項負債之變動如下：

		Fair value adjustments arising from other intangible assets 其他無形資產所產生之公平值調整	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
At beginning of the year	年初	81,076	78,411
Fair value adjustments arising from acquisition of a subsidiary (note 41)	收購附屬公司所產生之公平值調整(附註41)	—	4,151
Credited to profit or loss for the year (note 11)	已計入本年度損益(附註11)	(68,919)	(5,610)
Exchange differences	匯兌差額	(2,496)	4,124
At end of the year	年末	9,661	81,076

As at 31 December 2018, the Group has unused tax losses of HK\$77,065,000 (31 December 2017: HK\$86,494,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams. Tax losses will expire after 5 years from the year in which the tax losses were incurred.

於二零一八年十二月三十一日，本集團有未動用稅項虧損77,065,000港元(二零一七年十二月三十一日：86,494,000港元)，可用於抵扣未來溢利。由於未來溢利來源的不可預測性，故並無就稅項虧損確認遞延稅項資產。稅項虧損將於其產生當年起計5年後到期。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

31. SHARE CAPITAL

31. 股本

		2018 二零一八年		2017 二零一七年	
		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股					
Authorised:	法定股本：				
At beginning of the year and at end of the year	年初及年末	100,000,000,000	1,000,000	100,000,000,000	1,000,000
Issued and fully paid:					
At beginning of the year and at end of the year	已發行及繳足： 年初及年末	17,585,790,000	175,858	17,585,790,000	175,858

Note:

All these ordinary shares issued by the Company during the years rank pari passu with the then existing ordinary shares in all respects.

附註：

本公司於各年度發行之所有普通股於各方面均與當時之現有普通股享有同等權益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

32. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

32. 控股公司之財務狀況表

	Notes 附註	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	75	107
Deposits for acquisition of subsidiaries	收購附屬公司之按金	100,000	100,000
Interests in subsidiaries	於附屬公司之權益	209,888	1,064,516
		309,963	1,164,623
Current assets	流動資產		
Deposits and prepayments	按金及預付款項	12,803	5,996
Financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產	—	12,154
Amounts due from subsidiaries	應收附屬公司款項	447,793	1,701,644
Cash and cash equivalents	現金及現金等值項目	115	1,367
		460,711	1,721,161
Current liabilities	流動負債		
Accrued charges and other payables	應計費用及其他應付賬項	13,364	12,092
Amounts due to subsidiaries	應付附屬公司款項	167,725	189,059
Shareholder's loans	股東貸款	41,584	355,792
Current tax liabilities	當期稅項負債	1,326	1,326
		223,999	558,269
Net current assets	流動資產淨值	236,712	1,162,892
Total assets less current liabilities	總資產減流動負債	546,675	2,327,515
Non-current liabilities	非流動負債		
Shareholder's loans	股東貸款	200,000	100,000
Net assets	資產淨值	346,675	2,227,515
EQUITY	權益		
Share capital	股本	31	175,858
Reserves	儲備	33	170,817
Total equity	總權益	346,675	2,227,515

On behalf of directors

代表董事

Dr. Ray Yip
葉雷博士
Director
董事

Mr. Wang Xuejun
王學軍先生
Director
董事

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

33. RESERVES

The Company

33. 儲備

本公司

		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Translation reserve 滙兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 May 2017	於二零一七年五月一日	3,196,996	34,674	14	(968,239)	2,263,445
Exchange gain on translation of financial statements of foreign operations	換算海外業務財務報表 之滙兌收益	-	-	1	-	1
Issue of share options	發行購股權	-	25,495	-	-	25,495
Lapse of share options	已失效購股權	-	(7,240)	-	7,240	-
Loss for the period	本期間虧損	-	-	-	(237,284)	(237,284)
At 31 December 2017 and 1 January 2018	於二零一七年 十二月三十一日及 二零一八年一月一日	3,196,996	52,929	15	(1,198,283)	2,051,657
Exchange loss on translation of financial statements of foreign operations	換算海外業務財務報表之 滙兌虧損	-	-	(2)	-	(2)
Equity-settled share-based payments	以權益結算之股權支付費用	-	(549)	-	-	(549)
Lapse of share options	已失效購股權	-	(10,224)	-	10,224	-
Loss for the year	本年度虧損	-	-	-	(1,880,289)	(1,880,289)
At 31 December 2018	於二零一八年 十二月三十一日	3,196,996	42,156	13	(3,068,348)	170,817

In accordance with the Companies Law of the Cayman Islands, the share premium account of the Company is also available for distribution to shareholders provided that the Company is able to pay its debts as they fall due in the ordinary course of business immediately following the date on which any such distribution is proposed to be paid.

根據開曼群島公司法，本公司之股份溢價賬亦可分派予股東，惟本公司須於緊隨建議派付任何有關分派日期後，能夠在日常業務過程中償還到期債務。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

34. OPERATING LEASE COMMITMENTS

As lessee

The Group leases a number of properties under operating leases. The leases run for an initial period of one to seven years.

At the reporting date, the total future minimum lease payments under non-cancellable operating leases are as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Within one year	一年內	38,738	38,797
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	69,107	51,311
Later than five years	五年以上	10,886	–
		118,731	90,108

During the year ended 30 April 2017, the Group entered into the framework agreements with independent third parties to establish an ophthalmic clinic and a specialist hospital located in Shenzhen, PRC. According to the terms of the two framework agreements, the Group may use each of the two sites for the first eight years following the date the relevant site becomes available for use and the Group was required to share 49% of the audited net profit (after tax) of the specialist hospital with the independent third party during the term of that lease. Thereafter, the Group may elect to continue to rent the sites at a rental to be determined by reference to the then prevailing market rate for the seven years that follow. As at 31 December 2018 and 2017, the Group has not yet used these sites and there is no rental payment paid by the Company for these sites during the years ended 31 December 2018 and 2017.

34. 經營租賃承擔

作為承租方

本集團根據經營租賃租用若干物業。有關租約初始期為一至七年。

於報告日，根據不可撤銷經營租賃而須支付之未來最低租金總額如下：

於截至二零一七年四月三十日止年度，本集團與獨立第三方訂立框架協議，以於中國深圳成立一間眼科診所及一間專科醫院。根據兩份框架協議之條款，本集團可於有關場所可供使用之日起首個八年內使用該兩個場所，但本集團須於租賃年期內與獨立第三方分享專科醫院49%經審核淨利潤(稅後)。此後，本集團可選擇繼續租賃該等場所，租金將參考七年後的通行市場利率釐定。於二零一八年及二零一七年十二月三十一日，本集團尚未動用該等場所，以及截至二零一八年及二零一七年十二月三十一日止年度，本公司並無就該等場所支付租賃付款。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

35. CAPITAL AND OTHER COMMITMENTS

As at 31 December 2018, the Group had capital and other commitments as follows:

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Capital commitments for property, plant and equipment:	物業、廠房及設備資本承擔：		
Contracted but not provided for:	已訂約但未撥備：		
Purchase of property, plant and equipment	購買物業、廠房及設備	1,125	4,125
Total	總計	1,125	4,125

The Company signed two sponsorship agreements with the University of Oxford for the research of stem cell therapy and tissue engineering. The Company agreed to provide GBP9 million (equivalent to HK\$93 million) to the University of Oxford by instalments over the period covered by agreements. Up to 31 December 2018, the Company has paid GBP5.05 million (equivalent to HK\$55.90 million) (2017: GBP4.75 million (equivalent to HK\$52.65 million)) to the University of Oxford. As the agreements are executory, no liability should be recognised at the date of signing of the agreements.

Deposits for acquisition of subsidiaries:

於二零一八年十二月三十一日，本集團之資本及其他承擔如下：

本公司與牛津大學就幹細胞治療及組織工程的研究訂立兩份贊助協議。本公司同意於協議涵蓋期間向牛津大學分期提供9,000,000英鎊（相當於93,000,000港元）。截至二零一八年十二月三十一日，本公司已向牛津大學支付5,050,000英鎊（相當於55,900,000港元）（二零一七年：4,750,000英鎊（相當於52,650,000港元））。由於該等協議尚待執行，於簽立協議日期並無確認負債。

收購附屬公司之按金：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Lung Hang Investment Limited (note (a))	Lung Hang Investment Limited (附註(a))	100,000	100,000
Other target company (note (b))	其他目標公司(附註(b))	45,457	—
		145,457	100,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

35. CAPITAL AND OTHER COMMITMENTS (CONT'D)

- (a) On 10 December 2017, the Company entered into the framework agreement with an independent third party in relation to the proposed acquisition of the entire issued share capital of Lung Hang Investments Limited, a company incorporated in the British Virgin Islands with limited liability. Lung Hang Investments Limited and its subsidiaries are principally engaged in the manufacture, distribution, trading and sale of proprietary Chinese medicines, chemical raw materials, biochemical products, chemical medicine preparation and health food and other related business in the PRC. The amount of the consideration for the potential acquisition shall be in the region between HK\$3.6 billion to HK\$3.8 billion, subject to further bona fide negotiations. Further details are set out in the Company's announcement dated 10 December 2017.

According to the framework agreement, the Company shall pay HK\$100 million to the existing shareholder of Lung Hang Investments Limited within 7 days from the signing of the framework agreement. This payment is non-refundable and if the proposed acquisition materialises, this payment shall be applied as part payment of the consideration.

For the purpose of this potential acquisition, All Favour Holdings Limited, a substantial shareholder of the Company, advanced HK\$100 million to the Company to pay the deposits pursuant to the framework agreement. This shareholder's loan is unsecured and interest-free. If the Company proceeds with the proposed acquisition, the Company shall repay the shareholder's loan on or before the third anniversary date of the advancement date of the shareholder's loan.

The Company has reached agreement with the substantial shareholder that if the Company decides not to proceed with the proposed acquisition, the Company shall nominate the substantial shareholder as nominated purchaser for the potential acquisition and the substantial shareholder agreed to proceed with the proposed acquisition. In such event, the obligation to repay the shareholder's loan by the Company shall be deemed discharged when the substantial shareholder enters into the sale and purchase agreement of the potential acquisition. As at 31 December 2018, the Company decided to continue the proposed acquisition.

- (b) The deposit is unsecured, interest-free and refundable if the proposed acquisition is not proceed.

35. 資本及其他承擔(續)

- (a) 於二零一七年十二月十日，本公司與獨立第三方訂立框架協議，內容有關建議收購 Lung Hang Investments Limited (於英屬處女群島註冊成立之有限公司) 之全部已發行股本。Lung Hang Investments Limited 及其附屬公司主要於中國從事中成藥、化學原料藥、生化產品、化學藥製劑及保健食品的生產、分銷、貿易及銷售業務以及其他相關業務。潛在收購事項之代價金額應介乎36億港元至38億港元，惟有待進一步真誠磋商釐定。進一步詳情載於本公司日期為二零一七年十二月十日之公告。

根據框架協議，本公司應於簽立框架協議後7日內向 Lung Hang Investments Limited 現任股東支付1億港元。該筆款項為不可退還。倘建議收購事項落實，該筆款項將用作代價的部分付款。

為了是項潛在收購事項，本公司之主要股東全輝控股有限公司向本公司墊付1億港元的款項以根據框架協議支付按金。該筆股東貸款為無抵押及免息。倘本公司進行建議收購事項，本公司將於股東貸款墊付日期屆滿三週年當日或之前償還股東貸款。

本公司已與主要股東達成初步諒解，倘本公司決定不進行建議收購事項，本公司將指定主要股東作為建議收購事項的指定買方，而主要股東同意進行建議收購事項。於該情況下，本公司償還股東貸款之責任應被視為已於主要股東就建議收購事項訂立買賣協議時履行。於二零一八年十二月三十一日，本公司決定繼續進行建議收購事項。

- (b) 倘建議收購事項未繼續進行，則按金為無抵押、免息及可退還。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. SHARE OPTIONS

A share option scheme was adopted by the Company pursuant to a resolution passed on 14 September 2011 (the "Scheme"). Under the Scheme, the directors may grant options to (i) any eligible employee (means any employee, whether full time or part time employee, including any executive directors and non-executive directors) of the Company, any of its subsidiaries and any invested entity; (ii) any supplier of goods or services to any member of the Group or any invested entity; (iii) any customer of the Group or any invested entity; (iv) any person or entity that provides research, development or technological support or other services to the Group or any invested entity; and (v) any shareholder or any member of the Group or any invested entity or any holder of any securities issued by any member of the Group to any invested entity (collectively known as the "Participants"), to subscribe for shares in the Company. The purpose of the Scheme is to provide incentives or rewards to the Participants thereunder for their contributions to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any invested entity. The period of the Scheme shall not be more than ten years from the date of adoption of the Scheme.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at the date of the approval of the Scheme, unless approved by the Company's shareholders. In addition, the maximum number of shares of the Company which may be issued upon exercise of all outstanding options granted under the Scheme is not permitted to exceed 30% of the shares of the Company in issue from time to time. The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time. Options granted to substantial shareholders or independent non-executive directors of the Company, or any of their respective associates in excess of 0.1% of the Company's share capital and with a value in excess of HK\$5 million must be approved by the Company's shareholders.

Options granted must be taken up within a period of 28 days from the date of grant, upon payment of HK\$1 per grant. An option period to be determined by the directors is at their absolute discretion shall not be more than ten years after the date of the grant of the share option ("Option Period"). Options may be exercised in accordance with the terms of the Scheme at any time during the Option Period after the option has been granted. The exercise price should not be less than the highest of (i) the nominal value of the Company's shares; (ii) the closing price of the Company's share on the date of grants, which must be a trading day; or (iii) the average of the closing prices of the Company's shares for the five trading days immediately preceding the date of grant.

36. 購股權

本公司根據一項於二零一一年九月十四日通過之決議案採納一項購股權計劃（「計劃」）。根據計劃，董事可向下列人士授出購股權以認購本公司股份：(i) 本公司、其任何附屬公司及任何所投資實體之任何合資格僱員（指任何全職或兼職僱員，包括任何執行董事及非執行董事）；(ii) 向本集團任何成員公司或任何所投資實體供應貨品或服務之任何供應商；(iii) 本集團或任何所投資實體之任何顧客；(iv) 向本集團或任何所投資實體提供研究、開發或技術支援或其他服務之任何人士或實體；及(v) 本集團或任何成員公司或任何所投資實體之任何股東或本集團任何成員公司向任何所投資實體發行之任何證券之任何持有人（統稱「參與者」）。計劃之目的乃就有關參與者對本集團所作之貢獻作出鼓勵或獎勵及／或使本集團得以招攬及挽留優秀僱員，並吸納對本集團及任何所投資實體而言寶貴之人力資源。計劃期由採納計劃日期起計不得超過十年。

除非獲得本公司股東批准，根據計劃可予授出之購股權涉及之股份總數不得超過本公司於批准計劃當日已發行股份之10%。此外，因行使根據計劃授出而尚未行使之購股權而可予發行之本公司股份數目上限，不得超過本公司不時已發行股份之30%。於任何12個月期間內可向任何人士授出之購股權涉及之股份數目不得超過本公司於任何時間已發行股份之1%。倘向本公司主要股東或獨立非執行董事或任何彼等各自之聯繫人授出之購股權超過本公司股本之0.1%及價值超過5,000,000港元，則必須獲得本公司股東批准。

所授出之購股權必須於授出日期起28日期間內獲接納，而每次接納購股權時須繳付1港元。購股權期間乃由董事全權酌情釐定，惟不得超過授出購股權日期起計十年（「購股權期間」）。授出購股權後，購股權可於購股權期間內按照計劃條款隨時予以行使。行使價不得低於以下三者之最高者：(i) 本公司股份面值；(ii) 本公司股份於授出日期（必須為交易日）之收市價；或(iii) 本公司股份於緊接授出日期前五個交易日之平均收市價。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. SHARE OPTIONS (CONT'D)

All share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options other than by issuing its shares.

The following tables set out the movement in share options:

36. 購股權 (續)

所有以股份支付之僱員酬金將以股本支付。本集團除發行股份外，概無法律或推定義務購回或支付購股權。

下表載列購股權之變動：

Name or category of participant	Share option type	Outstanding at 31 December 2017 於二零一七年十二月三十一日 尚未行使	Granted during the period 期內授出	Transfer during the period*	Lapsed during the period 期內失效	Outstanding at 31 December 2018 於二零一八年十二月三十一日 尚未行使
參與人士之姓名或類別	購股權類型					
Directors	董事					
<i>Executive directors</i>	<i>執行董事</i>					
Chen Chunguo (resigned on 6 July 2018)	陳春國 (於二零一八年七月六日辭任)	12/2017	500,000,000	-	(500,000,000)	-
<i>Non-executive directors</i>	<i>非執行董事</i>					
Professor Cui Zhanfeng (resigned on 1 June 2018)	崔占峰教授 (於二零一八年六月一日辭任)	04/2016	9,630,000	-	(9,630,000)	-
		04/2017	4,000,000	-	(4,000,000)	-
Mr. Wang Hui (resigned on 8 September 2017)	王輝先生 (於二零一七年九月八日辭任)	04/2016	350,000	-	(350,000)	-
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>					
Mr. Pang Chung Fai Benny (resigned on 1 June 2018)	彭中輝先生 (於二零一八年六月一日辭任)	04/2016	2,010,000	-	(1,206,000)	804,000
		04/2017	2,400,000	-	(1,920,000)	480,000
Mr. Chan Bing Woon	陳炳煥先生	04/2016	1,930,000	-	-	1,930,000
		04/2017	2,300,000	-	-	2,300,000
Sub-total	小計		522,620,000	-	(13,630,000)	5,514,000
Employees	僱員					
In aggregate	合計	04/2016	74,864,000	-	(22,958,000)	51,906,000
		04/2017	102,400,000	-	(22,112,000)	80,288,000
Consultants	顧問					
In aggregate	合計	04/2016	25,362,000	-	9,630,000	32,940,000
		04/2017	45,584,000	-	4,000,000	48,000,000
Total	總計		770,830,000	-	(552,182,000)	218,648,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. SHARE OPTIONS (CONT'D)

During the year, share options granted to directors, employees and consultants have been transferred in view of Professor Cui Zhanfeng was resigned as director of the Company and acted as consultant of the Company.

There are 552,182,000 share options lapsed during the year as the related directors, employees and consultants who resigned/retired/ceased to provide services to the Group. As a result of the lapse of share options during the period, an amount of HK\$10,224,000 (for the period from 1 May 2017 to 31 December 2017: HK\$7,240,000) were debited to the share option reserve and credited to accumulated losses.

The fair value of equity-settled share-based payment transactions with consultants is by reference to the fair value of the share options granted, as the directors consider that the share options granted is an extra incentive to the consultants and no specified identifiable goods or services to be provided to the Group.

The terms and conditions of the share options that existed at 31 December 2018 and 31 December 2017 are as follows:

36. 購股權(續)

年內，鑒於崔占峰教授已辭任本公司董事並擔任本公司顧問，授予董事、僱員及顧問之購股權已予以轉讓。

由於年內相關董事、僱員及顧問已辭任／退任／不再向本集團提供服務，故有552,182,000份購股權已失效。年內，向已辭任／退任／不再向本集團提供服務的董事、僱員及顧問發行購股權。由於期內購股權已失效，10,224,000港元(自二零一七年五月一日至二零一七年十二月三十一日期間：7,240,000港元)於購股權儲備中扣除並計入累計虧損。

由於董事認為所授出之購股權乃為向顧問作出之額外激勵，及並無將向本集團提供之特定可識別貨品或服務，與顧問進行之以權益結算之股權支付費用交易之公平值乃經參考所授出購股權之公平值釐定。

於二零一八年十二月三十一日及二零一七年十二月三十一日之購股權條款及條件如下：

					Number of options 購股權數目	
Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Contractual exercise price 合約行使價	Contractual life of options 購股權合約年期	2018 二零一八年	2017 二零一七年
Directors and chief executive officer 董事及行政總裁						
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2016 二零一五年九月十六日至 二零一六年九月十五日	16 September 2016 to 15 September 2025 二零一六年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45港元	10 years 10年	546,800	3,064,000
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2017 二零一五年九月十六日至 二零一七年九月十五日	16 September 2017 to 15 September 2025 二零一七年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45港元	10 years 10年	546,800	2,714,000
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2018 二零一五年九月十六日至 二零一八年九月十五日	16 September 2018 to 15 September 2025 二零一八年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45港元	10 years 10年	546,800	2,714,000
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2019 二零一五年九月十六日至 二零一九年九月十五日	16 September 2019 to 15 September 2025 二零一九年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45港元	10 years 10年	546,800	2,714,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. SHARE OPTIONS (CONT'D)

The terms and conditions of the share options that existed at 31 December 2018 and 31 December 2017 are as follows:
(Cont'd)

36. 購股權 (續)

於二零一八年十二月三十一日及二零一七年十二月三十一日之購股權條款及條件如下：(續)

					Number of options 購股權數目	
Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Contractual exercise price 合約行使價	Contractual life of options 購股權合約年期	2018 二零一八年	2017 二零一七年
Directors and chief executive officer (Cont'd) 董事及行政總裁 (續)						
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2020 二零一五年九月十六日至 二零二零年九月十五日	16 September 2020 to 15 September 2025 二零二零年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	546,800	2,714,000
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2017 二零一六年九月九日至 二零一七年九月八日	9 September 2017 to 8 September 2025 二零一七年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	556,000	1,740,000
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2018 二零一六年九月九日至 二零一八年九月八日	9 September 2018 to 8 September 2025 二零一八年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	556,000	1,740,000
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2019 二零一六年九月九日至 二零一九年九月八日	9 September 2019 to 8 September 2025 二零一九年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	556,000	1,740,000
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2020 二零一六年九月九日至 二零二零年九月八日	9 September 2020 to 8 September 2025 二零二零年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	556,000	1,740,000
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2021 二零一六年九月九日至 二零二一年九月八日	9 September 2021 to 8 September 2025 二零二一年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	556,000	1,740,000
18 July 2017 二零一七年七月十八日	18 July 2017 to 31 July 2019 二零一七年七月十八日至 二零一九年七月三十一日	1 August 2019 31 July 2020 二零一九年八月一日至 二零二零年七月三十一日	HK\$0.3025 0.3025 港元	9.5 years 9.5 年	-	150,000,000
18 July 2017 二零一七年七月十八日	18 July 2017 to 31 July 2020 二零一七年七月十八日至 二零二零年七月三十一日	1 August 2020 31 July 2021 二零二零年八月一日至 二零二一年七月三十一日	HK\$0.3025 0.3025 港元	9.5 years 9.5 年	-	150,000,000
18 July 2017 二零一七年七月十八日	18 July 2017 to 31 July 2021 二零一七年七月十八日至 二零二一年七月三十一日	1 August 2021 to 24 January 2027 二零二一年八月一日至 二零二七年一月二十四日	HK\$0.3025 0.3025 港元	9.5 years 9.5 年	-	200,000,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. SHARE OPTIONS (CONT'D)

The terms and conditions of the share options that existed at 31 December 2018 and 31 December 2017 are as follows: (Cont'd)

36. 購股權 (續)

於二零一八年十二月三十一日及二零一七年十二月三十一日之購股權條款及條件如下：(續)

					Number of options 購股權數目	
Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Contractual exercise price 合約行使價	Contractual life of options 購股權合約年期	2018 二零一八年	2017 二零一七年
Employees 僱員						
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2016 二零一五年九月十六日至 二零一六年九月十五日	16 September 2016 to 15 September 2025 二零一六年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	10,381,200	14,972,800
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2017 二零一五年九月十六日至 二零一七年九月十五日	16 September 2017 to 15 September 2025 二零一七年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	10,381,200	14,972,800
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2018 二零一五年九月十六日至 二零一八年九月十五日	16 September 2018 to 15 September 2025 二零一八年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	10,381,200	14,972,800
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2019 二零一五年九月十六日至 二零一九年九月十五日	16 September 2019 to 15 September 2025 二零一九年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	10,381,200	14,972,800
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2020 二零一五年九月十六日至 二零二零年九月十五日	16 September 2020 to 15 September 2025 二零二零年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	10,381,200	14,972,800
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2017 二零一六年九月九日至 二零一七年九月八日	9 September 2017 to 8 September 2025 二零一七年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	16,057,600	20,480,000
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2018 二零一六年九月九日至 二零一八年九月八日	9 September 2018 to 8 September 2025 二零一八年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	16,057,600	20,480,000
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2019 二零一六年九月九日至 二零一九年九月八日	9 September 2019 to 8 September 2025 二零一九年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	16,057,600	20,480,000
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2020 二零一六年九月九日至 二零二零年九月八日	9 September 2020 to 8 September 2025 二零二零年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	16,057,600	20,480,000
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2021 二零一六年九月九日至 二零二一年九月八日	9 September 2021 to 8 September 2025 二零二一年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	16,057,600	20,480,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. SHARE OPTIONS (CONT'D)

The terms and conditions of the share options that existed at 31 December 2018 and 31 December 2017 are as follows: (Cont'd)

36. 購股權 (續)

於二零一八年十二月三十一日及二零一七年十二月三十一日之購股權條款及條件如下：(續)

					Number of options 購股權數目	
Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Contractual exercise price 合約行使價	Contractual life of options 購股權合約年期	2018 二零一八年	2017 二零一七年
Consultants 顧問						
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2016 二零一五年九月十六日至 二零一六年九月十五日	16 September 2016 to 15 September 2025 二零一六年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	6,588,000	5,072,400
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2017 二零一五年九月十六日至 二零一七年九月十五日	16 September 2017 to 15 September 2025 二零一七年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	6,588,000	5,072,400
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2018 二零一五年九月十六日至 二零一八年九月十五日	16 September 2018 to 15 September 2025 二零一八年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	6,588,000	5,072,400
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2019 二零一五年九月十六日至 二零一九年九月十五日	16 September 2019 to 15 September 2025 二零一九年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	6,588,000	5,072,400
16 September 2015 二零一五年九月十六日	16 September 2015 to 15 September 2020 二零一五年九月十六日至 二零二零年九月十五日	16 September 2020 to 15 September 2025 二零二零年九月十六日至 二零二五年九月十五日	HK\$0.45 0.45 港元	10 years 10 年	6,588,000	5,072,400
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2017 二零一六年九月九日至 二零一七年九月八日	9 September 2017 to 8 September 2025 二零一七年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	9,600,000	9,116,800
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2018 二零一六年九月九日至 二零一八年九月八日	9 September 2018 to 8 September 2025 二零一八年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	9,600,000	9,116,800
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2019 二零一六年九月九日至 二零一九年九月八日	9 September 2019 to 8 September 2025 二零一九年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	9,600,000	9,116,800
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2020 二零一六年九月九日至 二零二零年九月八日	9 September 2020 to 8 September 2025 二零二零年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	9,600,000	9,116,800
9 September 2016 二零一六年九月九日	9 September 2016 to 8 September 2021 二零一六年九月九日至 二零二一年九月八日	9 September 2021 to 8 September 2025 二零二一年九月九日至 二零二五年九月八日	HK\$0.29 0.29 港元	9 years 9 年	9,600,000	9,116,800
					218,648,000	770,830,000

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. SHARE OPTIONS (CONT'D)

The Company had 104,975,200 and 77,205,200 share options exercisable at 31 December 2018 and 2017.

As at 31 December 2018, the Company had 218,648,000 (2017: 770,830,000) share options outstanding under the Scheme, which represented approximately 1% (2017: 4%) of the Company's shares in issue as at that date. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 218,648,000 (2017: 770,830,000) additional ordinary shares of the Company and additional share capital of HK\$2,186,480 (2017: HK\$7,708,300) and share premium of HK\$75,234,240 (2017: HK\$240,345,760) (before issue expenses).

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

36. 購股權(續)

於二零一八年及二零一七年十二月三十一日，本公司有104,975,200份及77,205,200份購股權可予行使。

於二零一八年十二月三十一日，本公司有218,648,000份(二零一七年：770,830,000份)計劃項下之尚未行使購股權，佔本公司於該日之已發行股份約1%(二零一七年：4%)。於本公司現有資本架構下，悉數行使餘下購股權將導致本公司發行218,648,000股(二零一七年：770,830,000股)額外普通股、產生額外股本2,186,480港元(二零一七年：7,708,300港元)及股份溢價75,234,240港元(二零一七年：240,345,760港元)(未扣除發行開支)。

購股權數目及加權平均行使價如下：

		2018 二零一八年		2017 二零一七年	
		Weighted average exercise price 加權平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份
Outstanding at beginning of year	年初尚未行使	0.31	770,830	0.36	335,800
Issued during the period/year	期／年內發行	-	-	0.30	500,000
Lapsed during the period/year	期／年內失效	0.31	(552,182)	0.35	(64,970)
Outstanding at end of year	年末尚未行使	0.31	218,648	0.31	770,830

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

36. SHARE OPTIONS (CONT'D)

As at 31 December 2018, the weighted average remaining contractual life for the outstanding share options is 6.70 years (2017: 8.36 years).

The weighted average fair value of each option issued during the period ended 31 December 2017 was HK\$0.127. The fair value of the share options has been determined based on the Binomial model estimated by an independent professional valuer, Roma Appraisal Limited. As at the date of grant, the fair value of the options issued by the Company during the period from 1 May 2017 to 31 December 2017 was HK\$63,365,000. The following significant assumptions were used to derive the fair values:

		2017 二零一七年
Underlying stock price (HK\$)	相關股價 (港元)	0.22
Exercise price (HK\$)	行使價 (港元)	0.30
Risk-free rate (%)	無風險利率 (%)	1.451
Annualised dividend yield (%)	年度股息回報率 (%)	—
Expected volatility of underlying share (%)	相關股份之預期波幅 (%)	72.39
Weighted average remaining contractual life	加權平均尚餘合約年期	9.998

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No special features pertinent to the options granted were incorporated into the measurement of fair value.

During the year, share-based payments expense of HK\$549,000 have been credited in profit or loss for the year (2017: share-based payments expense of HK\$25,495,000 debited in profit or loss).

36. 購股權 (續)

於二零一八年十二月三十一日，尚未行使購股權的加權平均尚餘合約年期為6.70年 (二零一七年：8.36年)。

截至二零一七年十二月三十一日止期內發行的每份購股權之加權平均公平值為0.127港元。購股權之公平值由獨立專業估值師羅馬國際評估有限公司根據二項式模型估計釐定。於授出日期，本公司自二零一七年五月一日至二零一七年十二月三十一日期內發行購股權之公平值為63,365,000港元。公平值乃按以下重大假設得出：

預期波幅反映有關假設，即以歷史波幅為未來趨勢的指標，但該未來趨勢亦不一定為實際結果。在計量公平值時並無納入有關已授出購股權的特殊特點。

年內，以股權支付費用為549,000港元已計入年內 (二零一七年：以股權支付費用為25,495,000港元自損益中扣除) 損益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

37. RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The key management personnel of the Group are the directors, and chief financial officer of the Company. The remuneration of the key management personnel is determined by the remuneration committee having regard to the performance of individuals and market trends. The remuneration of the key management (excluding directors and chief executive officer) was as follows:

		Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,310	1,890
Retirement benefits scheme contributions	退休福利計劃供款	18	12
Equity-settled share-based payments	以權益結算之股權支付費用	-	292
		2,328	2,194

The emoluments of the key management (excluding directors and chief executive officer) fell within the following band:

		Number of individual 人數	Year ended 31 December 2018 截至 二零一八年 十二月三十一 止年度 HK\$'000 千港元	Period from 1 May 2017 to 31 December 2017 自二零一七年 五月一日起 至二零一七年 十二月三十一 止期間 HK\$'000 千港元
Nil to HK\$1,000,000	零至1,000,000港元	-	-	-
HK\$1,500,001–HK\$2,000,000	1,500,001港元至2,000,000港元	-	-	-
HK\$2,000,001–HK\$2,500,000	2,000,001港元至2,500,000港元	2	2	1

Details of the remuneration paid to the directors and chief executive officer are set out in note 9 to the financial statements.

Save as elsewhere in the financial statements and above, there was no other related party transaction during the year ended 31 December 2018 and period from 1 May 2017 to 31 December 2017.

37. 關連交易

主要管理人員酬金

本集團之主要管理人員即本公司董事及首席財務官。主要管理人員之酬金乃由薪酬委員會根據個別人士之表現及市場趨勢釐定。主要管理人員（不包括董事及行政總裁）之酬金範圍如下：

主要管理人員（不包括董事及行政總裁）的酬金介乎以下範圍：

支付予董事及行政總裁之酬金詳情載於財務報表附註9。

除財務報表內之其他部份及以上所披露者外，於截至二零一八年十二月三十一日止年度及自二零一七年五月一日起至二零一七年十二月三十一日止期間概無其他關連交易。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

38. SUBSIDIARIES

Particulars of principal subsidiaries of the Company as at 31 December 2018 and 2017 are as follows:

38. 附屬公司

於二零一八年及二零一七年十二月三十一日，本公司之主要附屬公司詳情如下：

Name of company 公司名稱	Place of incorporation/ registration 註冊成立／註冊地點	Issued ordinary capital/paid up capital 已發行普通股股本／繳足資本	Percentage of ownership interests held by the Company 本公司持有擁有權益比例		Principal activities and place of operations 主要業務及營業地點
			Directly 直接	Indirectly 間接	
China Bio-Med Regeneration Technology Limited 中國生物醫學再生科技有限公司	British Virgin Islands 英屬處女群島	US\$20,000 20,000 美元	100% (2017: 100%)	–	Investment holding, Hong Kong 投資控股，香港
China Regenerative Medicine Tissue Engineering Limited 中國再生醫學組織工程有限公司	British Virgin Islands 英屬處女群島	US\$1 1 美元	–	100% (2017: 100%)	Investment holding, Hong Kong 投資控股，香港
FD(H) Investments Limited FD(H) Investments Limited	British Virgin Islands 英屬處女群島	US\$100 100 美元	–	100% (2017: 100%)	Investment holding, Hong Kong 投資控股，香港
Shaanxi Aierfu Activtissue Engineering Company Limited ("Shaanxi Aierfu") 陝西艾爾膚組織工程有限公司 (「陝西艾爾膚」)	The PRC 中國	RMB250,000,000 人民幣 250,000,000 元	–	100% (2017: 100%)	Production and sales of tissue engineering skin related products, the PRC 生產及銷售組織工程皮膚相關產品，中國
Shaanxi AiBosin Bio-Engineering Company Limited ("Shaanxi AiBosin") 陝西艾博生生物工程有限公司 (「陝西艾博生」)	The PRC 中國	RMB2,000,000 人民幣 200,000,000 元	–	100% (2017: 100%)	Research and development, the PRC 研發，中國
Shaanxi AiNear Cornea Engineering Company Limited ("Shaanxi AiNear") 陝西艾爾尼角膜工程有限公司 (「陝西艾爾尼」)	The PRC 中國	RMB3,800,000 人民幣 3,800,000 元	–	100% (2017: 100%)	Research and development, the PRC 研發，中國
Shenzhen AiNear Cornea Engineering Company Limited ("Shaanxi AiNear") 深圳艾爾尼角膜工程有限公司 (「深圳艾爾尼」)	The PRC 中國	RMB3,800,000 人民幣 3,800,000 元	–	100% (2017: 100%)	Production and sales of bio-engineered cornea, the PRC 生產及銷售生物工程角膜，中國
Zhongsheng Medical Equipment Trading Company Limited 中生醫療器械銷售有限公司	The PRC 中國	RMB60,000,000 人民幣 60,000,000 元	–	100% (2017: 100%)	Sales and distribution, the PRC 銷售及分銷，中國

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

38. SUBSIDIARIES (CONT'D)

38. 附屬公司 (續)

Name of company 公司名稱	Place of incorporation/ registration 註冊成立／註冊地點	Issued ordinary capital/paid up capital 已發行普通股股本／繳足資本	Percentage of ownership interests held by the Company 本公司持有擁有權益比例		Principal activities and place of operations 主要業務及營業地點
			Directly 直接	Indirectly 間接	
Shaanxi Reshine Biotech Co. Ltd. ("Reshine")	The PRC	RMB117,000,000	–	100% (2017: 100%)	Research and development, the PRC
陝西瑞盛生物科技有限公司 (「瑞盛」)	中國	人民幣 117,000,000 元			研發，中國
Shanghai Hesidi Cosmetics Company Limited ("Shanghai Hesidi")	The PRC	RMB50,000,000	–	51% (2017: 51%)	Sales and distribution, the PRC
上海赫絲蒂化妝品有限公司 (「上海赫絲蒂」)	中國	人民幣 50,000,000 元			銷售及分銷，中國
Shenzhen Hesidi Bio-Technology Company Limited ("Shenzhen Hesidi")	The PRC	RMB5,000,000	–	51% (2017: 51%)	Sales and distribution, the PRC
深圳赫絲蒂生物科技有限公司 (「深圳赫絲蒂」)	中國	人民幣 5,000,000 元			銷售及分銷，中國
China Bio-Med Technology Limited	The PRC	RMB50,000,000	–	100% (2017: 100%)	Research and development, the PRC
中生醫學科技有限公司	中國	人民幣 50,000,000 元			研發，中國
HK International Regenerative Centre Limited	Hong Kong	HK\$100	–	80% (2017: 80%)	Healthcare business Hong Kong
香港國際再生醫學中心有限公司	香港	100 港元			醫療保健業務，香港
China Regenerative Medicine Limited	Hong Kong	HK\$1	–	100% (2017: 100%)	Investment holding, Hong Kong
中國再生醫學有限公司	香港	1 港元			投資控股，香港
China Stem Cell Clinical Applications Centre Limited	Hong Kong	HK\$1	–	100% (2017: 100%)	Stem cell operation, Hong Kong
中國幹細胞臨床應用中心有限公司	香港	1 港元			幹細胞業務，香港
Tianjin Weikai Bioeng Ltd	The PRC	RMB10,400,000	–	70%* (2017: 70%)	Sales and distribution, the PRC
天津衛凱生物工程有限有限公司	中國	人民幣 10,400,000 元			銷售及分銷，中國
AK (Suzhou) Biomedical Ltd	The PRC	RMB1,470,600	–	70%* (2017: 70%)	Sales and distribution, the PRC
奧凱 (蘇州) 生物技術有限公司	中國	人民幣 1,470,600 元			銷售及分銷，中國
Shenzhen Kechuang Guangtai Technology Co., Ltd	The PRC	RMB20,420,000	–	51% (2017: 51%)	Information technology, the PRC
深圳科創廣泰技術有限公司 (「深圳科創」)	中國	人民幣 20,420,000 元			信息技術服務，中國

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

38. SUBSIDIARIES (CONT'D)

Note:

The above table lists the subsidiaries of the Group which, in the opinion of the directors, principally affected the results of the Group for the period or formed a substantial portion of the net assets of the Group at the end of the period. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

All subsidiaries are limited liability companies.

None of the subsidiaries had any debt securities subsisting at the end of the period or at any time during the period. Amounts due from/(to) subsidiaries are unsecured, interest-free and repayable on demand.

Amount due from/(to) subsidiaries are unsecured, interest-free and repayable on demand.

- * The Group does not have any equity interest in Tianjin Weikai Bioeng Limited ("Tianjin Weikai") and AK (Suzhou) Biomedical Ltd ("AK Suzhou"). However, the Group has entered into the contractual arrangements with Tianjin Weikai and AK Suzhou and its equity holders, which enable the Group to (1) exercise effective financial and operational control over Tianjin Weikai and AK Suzhou; (2) exercise equity holders' voting rights of Tianjin Weikai and AK Suzhou; (3) receive substantially all of the economic interest returns generated by Tianjin Weikai and AK Suzhou in consideration for the management services provided by the Group; (4) obtain an irrevocable and exclusive right with an initial period of 10 years to purchase the entire equity interest in Tianjin Weikai and AK Suzhou from the respective equity holders. The right automatically renews upon expiry for indefinite period of time until the Group specifies a renewal term; and (5) obtain a pledge over the entire equity interest of Tianjin Weikai and AK Suzhou from its respective equity holders as collateral security for all the payments due to the Group and to secure performance of Tianjin Weikai's and AK Suzhou's obligations under the above contractual arrangements. Accordingly, the Group has rights to variable returns from its involvement with Tianjin Weikai and AK Suzhou and has the ability to affect those returns through its power over Tianjin Weikai and AK Suzhou and is considered to control Tianjin Weikai and AK Suzhou. Consequently, the Group regards Tianjin Weikai and AK Suzhou as the indirect subsidiaries under HKFRSs.

38. 附屬公司(續)

附註：

上表列出董事認為主要影響本集團期內業績或組成本集團期終資產淨值主要部份之附屬公司。董事認為，列出其他附屬公司之詳情會令篇幅過於冗長。

所有附屬公司均為有限責任公司。

於期終或於期內任何時間，概無附屬公司擁有任何債務證券。應收／(應付)附屬公司款項為無抵押、免息及須按要求償還。

應收／(應付)附屬公司款項乃無抵押、免息及須按要求償還。

- * 本集團並無持有天津衛凱生物工程有限(「天津衛凱」)及奧凱(蘇州)生物技術有限公司(「奧凱(蘇州)」)的任何股權。然而，本集團與天津衛凱及奧凱(蘇州)及其權益持有人訂立合約協議，使本集團能夠(1)行使對天津衛凱及奧凱(蘇州)的實際財務及營運控制權；(2)行使天津衛凱及奧凱(蘇州)權益持有人的投票權；(3)收取天津衛凱及奧凱(蘇州)產生絕大部份經濟利益回報，作為本集團提供的管理服務的代價；(4)獲得從各權益持有人購買天津衛凱及奧凱(蘇州)全部股權的不可撤銷及獨家權利，初始年期為十年。相關權利於屆滿時以無限期基準自動續期，惟本集團指定續訂年限者則除外；及(5)獲得各權益持有人對天津衛凱及奧凱(蘇州)全部股權的質押，作為應付本集團的所有款項的抵押物並擔保天津衛凱及奧凱(蘇州)履行上述合約安排項下的責任。因此，本集團有權通過參與天津衛凱及奧凱(蘇州)的業務而享受可變回報且有能力透過其對天津衛凱及奧凱(蘇州)的控制權影響該等回報，並被視為控制天津衛凱及奧凱(蘇州)。因此，根據香港財務報告準則，本集團視天津衛凱及奧凱(蘇州)為間接附屬公司。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

39. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The following table shows the carrying amounts and fair value of the Group's financial assets and liabilities:

39. 金融資產及金融負債分類概要

下表載列本集團的金融資產及負債之賬面值和公平值：

		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Financial assets	金融資產		
Non-current assets	非流動資產		
Available-for-sale financial assets	可供出售金融資產	—	454,456
Financial assets at fair value through other comprehensive income	按公平值於其他全面收入列賬的金融資產	161,445	—
Financial assets at fair value through profit or loss: Contingent consideration receivables	按公平值於損益列賬之金融資產：應收或然代價	—	32,502
Amortised cost (2017: Loans and receivables): Pledged bank deposits	攤銷成本(二零一七年：貸款及應收賬項)： 已抵押銀行存款	28,200	818,062
Current assets	流動資產		
Financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產	298,296	12,154
Contingent consideration receivable	應收或然代價	4,587	—
Available-for-sale financial assets	可供出售金融資產	—	120,600
Amortised cost (2017: Loans and receivables): Trade receivables	攤銷成本(二零一七年：貸款及應收賬項)： 應收貿易賬項	4,128	279,806
Deposits and other receivables	按金及其他應收款項	38,389	174,696
Pledged bank deposits	已抵押銀行存款	389,368	—
Cash and cash equivalents	現金及現金等值項目	20,062	244,373
		944,475	2,136,649
Financial liabilities	金融負債		
Financial liabilities measured at amortised costs:	以攤銷成本計量之金融負債：		
Current liabilities	流動負債		
Trade payables	應付貿易賬項	24,210	238,346
Accrued charges and other payables	應計費用及其他應付賬項	115,534	78,103
Bank borrowings	銀行借款	366,400	—
Shareholder's loans	股東貸款	58,334	372,542
Non-current liabilities	非流動負債		
Bank borrowings	銀行借款	22,900	771,840
Shareholder's loans	股東貸款	200,000	100,000
		787,378	1,560,831

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

39. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (CONT'D)

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

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

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

The financial assets measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

39. 金融資產及金融負債分類概要 (續)

下表提供以公平值列賬的金融工具之公平值架構分析：

- 第一級：相同的資產及負債於活躍市場的報價(未經調整)；
- 第二級：有關資產或負債除第一級報價以外，直接(即價格)或間接(即由價格得出)可觀察輸入數據；及
- 第三級：有關資產或負債並非依據可觀察市場數據的輸入數據(非可觀察輸入數據)。

金融資產或負債於公平值架構內之分類全取決於對公平值計量屬重要的輸入數據之最低級別。

於綜合財務狀況表以公平值計量之金融資產，其歸入之公平值架構如下：

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 31 December 2018	於二零一八年十二月三十一日				
Contingent consideration receivables	應收或然代價	-	-	4,587	4,587
FVOCI	按公平值於其他全面收入列賬	-	-	161,445	161,445
FVTPL	按公平值於損益列賬	-	-	298,296	298,296
		-	-	464,328	464,328
At 31 December 2017	於二零一七年十二月三十一日				
Contingent consideration receivables	應收或然代價	-	-	32,502	32,502
Available-for-sale financial assets	可供出售金融資產	126,837	-	-	126,837
Listed equity securities held for trading	持作買賣上市股本證券	12,154	-	-	12,154
		138,991	-	32,502	171,493

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

39. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (CONT'D)

The listed equity securities are denominated in Hong Kong dollars. Fair values have been determined by reference to their quoted bid prices at the reporting date.

The details of the valuation of the fair value of contingent consideration receivable and FVTPL are disclosed in notes 17 and 23 respectively. There have been no significant transfers between levels in the reporting period.

The fair value of the unlisted equity investment, classified as FVOCI, is estimated using market approach, based on the investee's financial performance and the multiples of comparable companies. The key inputs included price to earnings ratio ("PE ratio") of 12.76 and discount for lack of marketability of 15.8%.

As at 31 December 2018, if the PE ratio and marketability discount shifted upward by 1%, the fair value of the unlisted equity investment would be increased by 1.4% and decreased by 0.7% respectively. The higher the PE ratio, the higher the fair value. The higher the marketability discount, the lower the fair value.

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting periods.

39. 金融資產及金融負債分類概要 (續)

上市股本證券以港元計值。公平值乃參考彼等於報告日所報的買入價釐定。

應收或然代價公平值及按公平值損益列賬之估值詳情分別披露於附註17及附註23。於報告期間，架構間並無重要轉移。

按公平值於其他全面收入分類之非上市股權投資的公平值採用市場法估算，基於被投資方的財務業績及可資比較公司的倍數。關鍵輸入數值包括市盈率（「市盈率」）12.76及缺乏市場性流動折現率15.8%。

於二零一八年十二月三十一日，倘市盈率及市場流動折現上調1%，非上市股權投資的公平值將分別上升1.4%及下降0.7%。市盈率越高，公平值越高。市場流動折現率越高，公平值越低。

用於計量公平值的方法及估值技術較過往報告期並無變動。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

40. FINANCIAL RISK MANAGEMENT

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk.

The Group has a written risk management policy in place in relation to credit risk associated with loan receivables. The board of directors meets periodically to analyse and formulate strategies to manage and monitor the Group's exposure to a variety of risks associated with financial instruments which arise from the Group's operating and investing activities. Generally, the Group employs conservative strategies regarding its risk management to ensure appropriate measures are implemented on a timely and effective manner. The risks associated with these financial instruments and the policies on how these risks are mitigated are described as follows:

(a) Foreign currency risk

The Group's exposure to currency exchange rates is minimal as the group companies usually hold most of their financial assets/liabilities in their own functional currencies. Currently the Group does not have foreign currency hedging policy but the management continuously monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

(b) Interest rate risk

Financial assets and liabilities at variable interest rates expose the Group to cash flow interest rate risk and those at fixed rates expose the Group to fair value interest rate risk. The Group monitors the interest rate risk exposure on a continuous basis and adjusts the portfolio of financial assets and liabilities when necessary. A reasonable change in interest rate in the next twelve months is assessed to result in immaterial change in the Group's loss for the year and accumulated losses. Changes in interest rates have no impact on the Group's other components of equity.

40. 財務風險管理

本集團因於日常業務過程中及其投資活動中使用金融工具而承擔財務風險。財務風險包括市場風險（包括貨幣風險、利率風險及其他價格風險）、信貸風險及流動資金風險。

本集團制訂與應收貸款有關的信貸風險之書面風險管理政策。董事會定期召開會議進行分析並制定策略，以管理及監控本集團所承受有關本集團經營及投資業務產生之金融工具之不同風險。一般而言，本集團對風險管理採用審慎策略，以確保能及時有效採取適當措施。與該等金融工具相關之風險及如何減少此等風險之政策載述如下：

(a) 外匯風險

由於本集團通常以其功能貨幣持有大部份金融資產／負債，故本集團面臨匯率風險甚微。本集團目前並無外匯對沖政策，但管理層一直監控其外匯風險並於有需要時考慮對沖重大外匯風險。

(b) 利率風險

具浮動利率之金融資產及負債使本集團面臨現金流量利率風險，而具固定利率之金融資產及負債使本集團面臨公平值利率風險。本集團持續監控利率風險，並於必要時調整金融資產及負債之組合。於未來十二個月利率之合理變動被評定對本集團本年度的虧損及累計虧損並無重大變動。利率變動對本集團權益之其他組成部份並無影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

40. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Credit risk

The carrying amounts of these financial assets presented in the Group's statement of financial position are net of impairment losses, if any. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. As at 31 December 2018, 50% (2017: 22%) of the total trade receivables were concentrated in the Group's largest debtor and 90% (2017: 62%) of the total trade receivables were concentrated in the Group's top five debtors.

The Group has deposited its cash with various banks. The credit risk on cash and bank balances is limited because most of the Group's bank deposits are deposited with major banks in Hong Kong and the PRC.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime ECLs. The ECLs on trade receivables is estimated using a provision matrix with reference to past default experience of the debtor, current market condition in relation to each debtor's exposure. The ECLs also incorporated forward looking information with reference to general macroeconomic conditions that may affect the ability of the debtors to settle receivables.

40. 財務風險管理 (續)

(c) 信貸風險

本集團之財務狀況表內呈列金融資產的賬面值已扣除減值虧損(如有)。本集團之信貸風險主要受各客戶之不同情況影響。客戶經營所在之行業及國家之違約風險亦對信貸風險產生影響，惟程度較低。於二零一八年十二月三十一日，應收貿易賬項總額之50%(二零一七年：22%)集中來自本集團的最大債務人，應收貿易賬項總額之90%(二零一七年：62%)集中來自本集團的五大債務人。

本集團於多家銀行存放現金。由於本集團之銀行存款大部份存放於香港及中國之主要銀行，故現金及銀行結餘之信貸風險有限。

本集團按相等於全週期預期信貸虧損的金額計量貿易應收款項的虧損撥備。貿易應收款項的預期信貸虧損使用撥備矩陣估計，並參考債務人的過往違約記錄、有關各債務人風險的現行市況。預期信貸虧損亦經參考可能影響債務人清償應收款項能力的整體宏觀經濟狀況，加入前瞻性資料。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

40. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Credit risk (Cont'd)

As at 31 December 2018, the Group recognised lifetime ECLs for its trade receivables based on individually significant customer or the ageing of customers collectively that are not individually significant as follows:

		Weighted average lifetime ECL (%) 加權平均 全期預期 信貸虧損 (%)	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
1 – 90 days	1–90 日	1	3,555	(36)
91 – 365 days	91–365 日	10	677	(68)
More than 365 days	超過365 日	100	139,573	(139,573)
			143,805	(139,677)

Prior to 1 January 2018, an impairment loss was recognised only when there was objective evidence of impairment (see note 3.9B). At 31 December 2017, ageing analysis of trade receivables past due but not impaired was as follows:

在二零一八年一月一日之前，僅在有客觀證據表明存在減值跡象時才確認減值虧損（見附註3.9B）。於二零一七年十二月三十一日，逾期但未減值的貿易應收款項賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元
Neither past due nor impaired	未逾期亦未減值	266,280
1 – 90 days past due	逾期1–90 日	13,149
91 – 365 days past due	逾期91–365 日	328
More than 365 days	超過365 日	49
		279,806

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

40. FINANCIAL RISK MANAGEMENT (CONT'D)

(c) Credit risk (Cont'd)

Trade receivables that were past due but not impaired related to customers that had a good track record of credit with the Group. Based on past credit history, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered to be fully recoverable. The Group did not hold any collateral in respect of trade receivables that were past due but not impaired.

For other receivables, the management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience save as those disclosed in the financial statements, the directors believe that there is no other material credit risk inherent in the Group's outstanding balance of other receivables and deposits.

(d) Fair value

The directors of the Company consider the fair values of the Group's current financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short-term maturity of these financial instruments. The fair value of non-current financial assets was not disclosed because the carrying amount is not materially different from its fair value.

40. 財務風險管理 (續)

(c) 信貸風險 (續)

逾期但無減值之應收貿易賬項涉及本集團有良好信貸記錄的客戶。根據過往的信貸記錄，管理層相信，由於信貸質素並無發生重大變動，且該等結餘仍被視為可全數收回，故毋須就該等結餘計提減值撥備。本集團並無就逾期但無減值之應收貿易賬項持有任何抵押品。

就其他應收款項而言，管理層會基於過往結算紀錄及過往經驗對其他應收款項是否可回收定期作出整體評估及個別評估。除財務報表所披露者外，董事認為，本集團的其他應收款項及按金的未收回結餘並無其他固有的重大信貸風險。

(d) 公平值

本公司董事認為由於本集團之該等金融工具屬即將或於短期內到期，故流動金融資產及負債之公平值與其賬面值之差異並不重大。由於非流動金融資產的公平值與其賬面值差異並不重大，故並未作出披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

40. FINANCIAL RISK MANAGEMENT (CONT'D)

(e) Liquidity risk

The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term. The Group has net current assets of HK\$243,542,000 (2017: HK\$414,623,000) and net assets of HK\$567,263,000 (2017: HK\$1,813,324,000) as at 31 December 2018. In the opinion of the directors, the Group's exposure to liquidity risk is limited.

The following table details the remaining contractual maturities at each of the reporting dates of the Group's non- derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payment computed using contractual rates or, if floating, based on current rates at the reporting date) and the earliest date the Group may be required to pay:

		Carrying amount 賬面值 HK\$'000 千港元	Total contractual undiscounted cash flow 訂約未貼現 現金流量總額 HK\$'000 千港元	Within 1 year or on demand 於1年內 或應要求 HK\$'000 千港元	More than 1 year but less than 5 years 超過1年但 少於5年 HK\$'000 千港元
As at 31 December 2018	於二零一八年 十二月三十一日				
Trade payables	應付貿易賬項	24,210	24,210	24,210	—
Accrued charges and other payables	應計費用及其他 應付賬項	115,534	115,534	115,534	—
Shareholder's loan	股東貸款	258,334	258,334	58,334	200,000
Bank borrowings	銀行借款	389,300	391,247	366,400	24,847
		787,378	789,325	564,478	224,847
As at 31 December 2017	於二零一七年 十二月三十一日				
Trade payables	應付貿易賬項	238,346	238,346	238,346	—
Accrued charges and other payables	應計費用及 其他應付賬項	78,103	78,103	78,103	—
Shareholder's loan	股東貸款	472,542	472,542	372,542	100,000
Bank borrowings	銀行借款	771,840	837,302	—	837,302
		1,560,831	1,626,293	688,991	937,302

40. 財務風險管理 (續)

(e) 流動資金風險

本集團之政策乃定期監控其流動資金需要，確保維持充裕現金儲備，應付短期及長期之流動資金需求。於二零一八年十二月三十一日，本集團流動資產淨值為243,542,000港元（二零一七年：414,623,000港元），資產淨值為567,263,000港元（二零一七年：1,813,324,000港元）。董事認為，本集團的流動資金風險是有限的。

下表詳列本集團非衍生金融負債於各報告日之剩餘合約期，該表乃根據訂約未貼現金流量（包括按訂約利率或（若為浮息）根據報告日之當期利率計算之利息支出）及本集團可能須付款之最早日期編製：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

41. BUSINESS COMBINATIONS

In May 2017, the Group subscribed new shares of Kechuang with the subscription price of RMB30,000,000. After the subscription, the Group held 51.03% equity interests of Kechuang. Kechuang was principally engaged in development and sales of computer software and information system software related to lamellar keratoplasty recording. The Group considered Kechuang can assist the training of doctors to be familiar with the Group's tissue engineering products within Aierfu Business in order to facilitate its sales.

Details of fair value of identifiable assets and liabilities acquired were as follows:

41. 業務合併

於二零一七年五月，本集團按認購價人民幣30,000,000元認購深圳科創之新股份。於認購後，本集團持有深圳科創51.03%股權。深圳科創主要從事開發及銷售與板層角膜移植記錄相關之電腦軟及信息系統軟件。本集團認為深圳科創可協助培訓醫生熟悉本集團於艾爾膚業務項下之組織工程產品，以促使出售該業務。

購入之可識別資產及負債的公平值詳情如下：

		HK\$'000 千港元
Property, plant and equipment (note 14)	物業、廠房及設備(附註14)	1,438
Other intangible assets (note 18)	其他無形資產(附註18)	23,393
Inventories	存貨	1,658
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	13,710
Cash and cash equivalents	現金及現金等值項目	20,505
Deferred tax liabilities recognised upon fair value adjustments (note 30)	公平值調整後確認的遞延稅項負債(附註30)	(4,151)
Net identifiable assets acquired	購入之可識別資產淨值	56,553
Non-controlling interests	非控股股東權益	(27,695)
		28,858
Goodwill arising on acquisition (note16)	收購商譽(附註16)	5,309
Total consideration	總代價	34,167
Satisfied by:	由下列各項支付：	
Cash	現金	20,500
Other payables	其他應付賬項	13,667
Total purchase consideration	總購買代價	34,167

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

41. BUSINESS COMBINATIONS (CONT'D)

An analysis of the net cash outflow of cash and cash equivalents in respect of the acquisition of the subsidiaries was as follows:

		HK\$'000 千港元
Cash and cash equivalents acquired	購入之現金及現金等值項目	20,505
Cash and cash equivalents paid	已付現金及現金等值項目	(20,500)
Net inflow of cash and cash equivalents	現金及現金等值項目流入淨額	5

Since the acquisition date to 31 December 2017, Kechuang had contributed HK\$730,000 and HK\$2,539,000 to Group's revenue and loss. If the acquisition had occurred on 1 May 2017, Group revenue and loss for the period ended 31 December 2017 would have been HK\$503,680,000 and HK\$161,537,000 respectively. This pro forma information was for illustrative purpose only and was not necessarily an indication of revenue and results of operations of the group that actually would have been achieved had the acquisition been completed on 1 May 2017, nor was it intended to be a projection of future performance.

The goodwill arose from the acquisition of Kechuang mainly represented (1) significant future prospect and the business value of Kechuang and (2) synergy effect of the newly acquired business with the existing tissue engineering business.

41. 業務合併(續)

有關收購附屬公司之現金及現金等值項目流出淨額之分析如下：

自收購日起至二零一七年十二月三十一日，深圳科創已為本集團之收益及虧損貢獻 730,000 港元及 2,539,000 港元。若收購於二零一七年五月一日發生，本集團截至二零一七年十二月三十一日止期間之收益及虧損應分別為 503,680,000 港元及 161,537,000 港元。此備考資料僅供說明用途，並不表示此為若收購於二零一七年五月一日完成本集團實際會實現的收益及經營業績，亦並非對未來業績的預測。

收購深圳科創產生之商譽主要為(1)深圳科創的重大未來前景及商業價值及(2)新收購業務與現有組織工程業務的協同效應。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

42. DISPOSAL OF A SUBSIDIARY

In October 2017, the Group disposed of the entire issued share capital of Shaanxi Aimiya Bio-Technology Company Limited ("Shaanxi Aimiya"), an indirectly wholly-owned subsidiary of the Company, to an independent third party, at a cash consideration of HK\$20,834,000. Shaanxi Aimiya engaged in production of cosmetic products.

The net liabilities of Shaanxi Aimiya at the date of disposal were as follows:

42. 出售附屬公司

於二零一七年十月，本集團向獨立第三方出售本公司間接全資附屬公司陝西艾美雅生物科技有限公司（「陝西艾美雅」）的全部已發行股本，現金代價為20,834,000港元。陝西艾美雅主要從事藥妝生產。

陝西艾美雅於出售日期之負債淨額如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,495
Inventories	存貨	2,918
Trade receivables	應收貿易賬項	94
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	2,449
Cash and cash equivalents	現金及現金等值項目	13,078
Trade payables	應付貿易賬項	(274)
Accrued charges and other payables	應計費用及其他應付賬項	(6,726)
Amounts due to the Group	應付本集團款項	(27,406)
Net liabilities disposed of	出售之負債淨額	(14,372)
Amounts due to the Group assigned	獲分配應付本集團款項	27,406
Gain on disposal of the subsidiary	出售附屬公司之收益	35,206
Total consideration	總代價	48,240
Satisfied by:	由下列各項支付：	
Cash	現金	37,989
Other receivables	其他應收款項	10,251
Total consideration	總代價	48,240
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration received	已收現金代價	37,989
Less: cash and cash equivalents disposed of	減：出售之現金及現金等值項目	(13,078)
		24,911

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

43. NOTES SUPPORTING STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financial activities:

43. 現金流量表支持附註

融資活動產生的負債之對賬：

		Bank borrowings 銀行借款 (note 29) (附註29) HK\$'000 千港元	Shareholder's loans 股東貸款 (note 28) (附註28) HK\$'000 千港元
At 1 January 2018	於二零一八年一月一日	771,840	472,542
Changes from cash flows:	現金流量變化：		
Repayment of borrowings	償還借款	(343,500)	(214,208)
Interest paid	已付利息	(21,654)	—
Total changes from financing cash flows	融資現金流量變動總額	(365,154)	(214,208)
Other changes:	其他變動：		
Exchange difference recognised in other comprehensive income	於其他全面收入確認的滙兌差額	(39,040)	—
Interest expenses	利息開支	21,654	—
At 31 December 2018	於二零一八年十二月三十一日	389,300	258,334

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2018 截至二零一八年十二月三十一日止年度

44. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The Group's objectives when managing capital are:

- To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To provide capital for the purpose of strengthening the Group's risk management capability.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows, projected capital expenditures and projected strategic investment opportunities.

Management regards total equity as capital, for capital management purpose. The amount of capital as at 31 December 2017 and 2018 amounted to HK\$1,813,324,000 and HK\$567,263,000 respectively, which the management considers as optimal having considered the projected capital expenditures and the projected strategic investment opportunities.

44. 資本管理政策及程序

本集團管理資本之目標為：

- 保持本集團持續經營之能力，繼續為股東帶來回報及為其他持份者帶來利益；
- 維持本集團之穩定及增長；及
- 提供資金以加強本集團之風險管理能力。

本集團積極定期檢討及管理其資本架構，確保具備最佳資本架構及提供最佳股東回報，並考慮本集團未來資金需要及資本效率、現時及預測盈利能力、預測經營現金流量、預測資本開支及預測策略性投資機會。

管理層視總權益為資本管理之資本。於二零一七年及二零一八年十二月三十一日，資本金額分別約為1,813,324,000港元及567,263,000港元，其中管理層已考慮到預期之資本開支及預測策略性投資機會，並認為處於最佳資本狀況。

FINANCIAL SUMMARY

財務摘要

RESULTS

業績

		Financial year ended 30 April			Financial period from 1 May 2017 to 31 December 2017	Financial year ended 31 December 2018
		截至四月三十日止財政年度			自二零一七年五月一日起至二零一七年十二月三十一日止期間	截至二零一八年十二月三十一日止年度
		2015 二零一五年 HK\$'000 千港元 (restated) (經重列)	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)	2017 二零一七年 HK\$'000 千港元 (restated) (經重列)	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	2,817	27,751	356,987	503,680	72,952
Cost of services provided/Cost of sales	已提供服務之成本／銷售成本	(1,431)	(9,410)	(219,462)	(356,384)	(45,946)
Gross profit	毛利	1,386	18,341	137,525	147,296	27,006
Other income	其他收入	2,101	110,981	45,144	49,909	23,857
Selling and distribution expenses	銷售及分銷開支	(8,226)	(33,078)	(66,796)	(89,270)	(134,695)
Administrative and other expenses	行政及其他開支	(162,899)	(270,171)	(322,464)	(238,984)	(324,017)
Fair value gain/(loss) on contingent consideration receivables	應收或然代價之公平值收益／(虧損)	-	8,556	20,097	(15,876)	(26,271)
Expected credit loss on trade receivables	貿易應收款項預期信貸虧損	-	-	-	-	(139,006)
Reversal of expected credit loss on other receivables	其他應收款項預期信貸虧損撥回	-	-	-	-	2,458
Fair value loss on financial assets at fair value through profit or loss	按公平值於損益列賬之金融資產之公平值虧損	-	-	-	-	(113,803)
Impairment of goodwill	商譽減值	(60,400)	-	-	-	(202,292)
Impairment of property, plant and equipment	物業、廠房及設備減值	-	-	-	-	(168,486)
Impairment of other intangible assets	其他無形資產減值	(41,432)	-	-	-	(275,896)
Finance costs	財務費用	(3,058)	(25,827)	(24,426)	(24,901)	(21,654)
Loss before income tax	除所得稅前虧損	(272,528)	(191,198)	(210,920)	(171,826)	(1,352,799)
Income tax (expense)/credit	所得稅(開支)/抵免	17,136	(3,326)	11,728	5,610	68,884
Loss for the year/period	本年度／期間虧損	(255,392)	(194,524)	(199,192)	(166,216)	(1,283,915)
Attributable to:	下列應佔：					
Owners of the Company	本公司擁有人	(250,098)	(190,902)	(184,502)	(158,492)	(1,193,501)
Non-controlling interests	非控股股東權益	(5,294)	(3,622)	(14,690)	(7,724)	(90,414)
Loss for the year/period	本年度／期間虧損	(255,392)	(194,524)	(199,192)	(166,216)	(1,283,915)
		As at 30 April 於四月三十日			As at 31 December 於十二月三十一日	
		2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Total assets	總資產	2,054,815	2,901,277	2,888,229	3,527,973	1,422,923
Total liabilities	總負債	(210,600)	(783,077)	(980,337)	(1,714,649)	(855,660)
Shareholders' funds	股東資金	1,844,215	2,118,200	1,907,892	1,813,324	567,263

Note:

The financial summary does not form part of the financial statements.

附註：

財務摘要並非組成財務報表之一部份。



China Regenerative Medicine International Limited
中國再生醫學國際有限公司
www.crmi.hk