



# 同方康泰產業集團有限公司 Tongfang Kontafarma Holdings Limited

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

(股份代號 Stock Code: 1312)



# 2021

## 中期業績報告 INTERIM REPORT



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## 公司資料 CORPORATE INFORMATION

### 董事會

### BOARD OF DIRECTORS

#### 執行董事

#### Executive Directors

柴宏杰，主席  
黃俞，行政總裁  
衛炳章  
蔣朝文，首席執行官

Chai Hongjie, *Chairman*  
Huang Yu, *President*  
Wei Bingzhang  
Jiang Chaowen, *Chief Executive Officer*

#### 獨立非執行董事

#### Independent Non-Executive Directors

陳思聰  
張瑞彬  
張俊喜

Chan Sze Chung  
Zhang Ruibin  
Zhang Junxi Jack

#### 執行委員會

#### EXECUTIVE COMMITTEE

柴宏杰，主席  
黃俞  
衛炳章  
蔣朝文

Chai Hongjie, *Chairman*  
Huang Yu  
Wei Bingzhang  
Jiang Chaowen

#### 審核委員會

#### AUDIT COMMITTEE

陳思聰，主席  
張瑞彬  
張俊喜

Chan Sze Chung, *Chairman*  
Zhang Ruibin  
Zhang Junxi Jack

#### 薪酬委員會

#### REMUNERATION COMMITTEE

張瑞彬，主席  
陳思聰  
張俊喜

Zhang Ruibin, *Chairman*  
Chan Sze Chung  
Zhang Junxi Jack

#### 提名委員會

#### NOMINATION COMMITTEE

柴宏杰，主席  
陳思聰  
張瑞彬  
張俊喜

Chai Hongjie, *Chairman*  
Chan Sze Chung  
Zhang Ruibin  
Zhang Junxi Jack

## 公司資料 CORPORATE INFORMATION

### 風險管理委員會

張俊喜 · 主席  
蔣朝文  
陳思聰  
張瑞彬

### 股份交易委員會

柴宏杰 · 主席  
黃俞  
衛炳章  
蔣朝文

### 投資委員會

柴宏杰 · 主席  
陳思聰  
張瑞彬

### 主要往來銀行

#### 香港

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

#### 中國內地

北京銀行股份有限公司  
招商銀行股份有限公司  
中國建設銀行股份有限公司  
中國光大銀行股份有限公司

#### 新加坡

大華銀行有限公司

### RISKS MANAGEMENT COMMITTEE

Zhang Junxi Jack, *Chairman*  
Jiang Chaowen  
Chan Sze Chung  
Zhang Ruibin

### SHARE DEALING COMMITTEE

Chai Hongjie, *Chairman*  
Huang Yu  
Wei Bingzhang  
Jiang Chaowen

### INVESTMENT COMMITTEE

Chai Hongjie, *Chairman*  
Chan Sze Chung  
Zhang Ruibin

### PRINCIPAL BANKERS

#### Hong Kong

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

#### Mainland China

Bank of Beijing Co., Ltd.  
China Merchants Bank Co., Ltd.  
China Construction Bank Corporation  
China Everbright Bank Co., Ltd.

#### Singapore

United Overseas Bank Limited

## 公司資料 CORPORATE INFORMATION

### 註冊辦事處

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

### REGISTERED OFFICE

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

### 總辦事處及主要營業地點

香港灣仔告士打道138號  
聯合鹿島大廈15樓  
電話 : 2731 6500  
傳真 : 2731 6599  
電郵 : info@tfkf.com.hk

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

15th Floor, Allied Kajima Building  
138 Gloucester Road, Wanchai, Hong Kong  
Tel. : 2731 6500  
Fax : 2731 6599  
E-mail : info@tfkf.com.hk

### 股份過戶登記總處

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

### PRINCIPAL SHARE REGISTRAR

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

### 香港股份過戶登記分處

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心54樓

### BRANCH SHARE REGISTRAR IN HONG KONG

Tricor Secretaries Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### 首席財務長及公司秘書

司徒敏慧

### CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Si Tou Man Wai

### 獨立核數師

香港立信德豪會計師事務所有限公司

### INDEPENDENT AUDITOR

BDO Limited

## 公司資料 CORPORATE INFORMATION

### 律師

陳馮吳律師事務所與世澤律師事務所聯營  
毅柏律師事務所  
趙國賢律師事務所

### 股份代號

1312

### 網站

<http://www.tfkf.com.hk>  
<http://www.irasia.com/listco/hk/tfkf/index.htm>

### SOLICITORS

CFN Lawyers in association with Broad & Bright  
Appleby  
Wellington Legal

### STOCK CODE

1312

### WEBSITES

<http://www.tfkf.com.hk>  
<http://www.irasia.com/listco/hk/tfkf/index.htm>

## 簡明綜合損益及其他全面收益表

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

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
		附註 NOTES	
<b>持續經營業務</b>	<b>Continuing operations</b>		
收入	Revenue	4	458,192
銷售及服務成本	Cost of sales and services		(232,765)
毛利	Gross profit		225,427
其他收入	Other income	5	34,933
其他收益及虧損	Other gains and losses		(33,543)
預期信貸虧損模式下確認之 減值虧損淨額	Impairment losses recognised under expected credit loss model, net	6	(16,077)
分銷及銷售費用	Distribution and selling expenses		(172,116)
行政費用	Administrative expenses		(70,995)
其他費用	Other expenses		(24,574)
融資成本	Finance costs	7	(17,027)
除稅前(虧損)溢利	(Loss) profit before taxation		(73,972)
稅項	Taxation	8	808
本期間持續經營業務(虧損) 溢利	(Loss) profit for the period from continuing operations	9	(73,164)
<b>已終止經營業務</b>	<b>Discontinued operation</b>		
本期間已終止經營業務虧損	Loss for the period from discontinued operation	10	—
本期間虧損	Loss for the period		(73,164)
<b>其他全面收益(支出)：</b>	<b>Other comprehensive income (expense)：</b>		
隨後不會重新分類至損益賬 之項目： 兌換為呈列貨幣產生之匯 兌差額	Item that will not be reclassified subsequently to profit or loss: Exchange difference arising on translation to presentation currency		9,855
隨後可能重新分類至損益賬 之項目： 兌換海外業務產生之匯兌 差額	Item that may be reclassified subsequently to profit or loss: Exchange difference arising on translation of foreign operations		2,492
本期間其他全面收益(支出)	Other comprehensive income (expense) for the period		12,347
本期間全面支出總額	Total comprehensive expense for the period		(60,817)

## 簡明綜合損益及其他全面收益表

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

截至二零二一年六月三十日止六個月  
For the six months ended 30 June 2021

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
		附註 NOTE	
本期間(虧損)溢利應佔方：	(Loss) profit for the period attributable to:		
本公司股東	Owners of the Company		
— 來自持續經營業務	— from continuing operations	<b>(75,503)</b>	(12,854)
— 來自已終止經營業務	— from discontinued operation	—	(36,152)
		<b>(75,503)</b>	(49,006)
非控股權益	Non-controlling interests		
— 來自持續經營業務	— from continuing operations	<b>2,339</b>	17,151
— 來自已終止經營業務	— from discontinued operation	—	19,394
		<b>2,339</b>	36,545
本期間虧損總額	Total loss for the period	<b>(73,164)</b>	(12,461)
本期間全面(支出)收益總額應佔方：	Total comprehensive (expense) income for the period attributable to:		
本公司股東	Owners of the Company	<b>(65,973)</b>	(67,820)
非控股權益	Non-controlling interests	<b>5,156</b>	28,709
		<b>(60,817)</b>	(39,111)
每股虧損	Loss per share	11	
基本	Basic		
— 來自持續經營業務	— from continuing operations	<b>(1.35)</b>	(0.23)
— 來自已終止經營業務	— from discontinued operation	—	(0.65)
		<b>(1.35)</b>	(0.88)
攤薄	Diluted		
— 來自持續經營業務	— from continuing operations	<b>(1.35)</b>	(0.23)
— 來自已終止經營業務	— from discontinued operation	—	(0.65)
		<b>(1.35)</b>	(0.88)



## 簡明綜合財務狀況表

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二一年六月三十日

At 30 June 2021

			於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
	附註 NOTES			
<b>非流動資產</b>		<b>Non-current assets</b>		
物業、廠房及設備	13	Property, plant and equipment	360,281	358,518
使用權資產		Right-of-use assets	626,121	629,125
土地使用權按金		Deposit for land use right	—	15,471
投資物業		Investment properties	4,737	4,740
商譽	14	Goodwill	358,437	404,265
無形資產		Intangible assets	331,366	321,213
於一間聯營公司之權益		Interest in an associate	—	—
遞延稅項資產		Deferred tax assets	194	190
租金按金		Rental deposits	25,514	24,178
合約成本		Contract costs	1,159	1,784
			<b>1,707,809</b>	1,759,484
<b>流動資產</b>		<b>Current assets</b>		
生物資產		Biological assets	15,493	12,846
存貨		Inventories	101,572	89,960
應收貿易款項	16	Trade receivables	155,532	177,124
合約成本		Contract costs	5,962	5,958
其他應收款項、按金及 預付款項		Other receivables, deposits and prepayments	97,168	56,809
透過損益賬按公平值處理之 金融資產	17	Financial assets at fair value through profit or loss	14,696	8,501
其他投資	17	Other investment	19,500	20,473
一間中介控股公司欠款	25(e)(i)	Amount due from an intermediate holding company	828	—
一間聯營公司欠款	25(d)	Amount due from an associate	126,175	111,108
其他關聯方欠款	25(c)	Amounts due from other related parties	94,485	134,202
已抵押及受限制銀行存款	18	Pledged and restricted bank deposits	7,250	—
現金及現金等價物		Cash and cash equivalents	107,679	165,819
			<b>746,340</b>	782,800

## 簡明綜合財務狀況表

### CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零二一年六月三十日

At 30 June 2021

於二零二零年  
十二月三十一日

At 31 December

2020

千港元

HK\$'000

(經審核)

(Audited)

於二零二一年  
六月三十日

At 30 June

2021

千港元

HK\$'000

(未經審核)

(Unaudited)

附註  
NOTES

			於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
<b>流動負債</b>	<b>Current liabilities</b>			
應付貿易款項及票據	Trade and bills payables	19	52,862	59,395
其他應付款項及已收按金	Other payables and deposits received		94,815	123,272
欠一間中介控股公司款項	Amount due to an intermediate holding company	25(e)(ii)	57,602	33,738
欠其他關聯方款項	Amounts due to other related parties	25(c)	3,099	466
稅項負債	Tax liabilities		24,166	22,235
一年內到期之銀行借貸	Bank borrowings due within one year	20	214,964	167,627
合約負債	Contract liabilities		135,133	108,709
租賃負債	Lease liabilities		96,492	117,040
			<b>679,133</b>	632,482
<b>流動資產淨額</b>	<b>Net current assets</b>		<b>67,207</b>	150,318
<b>總資產減流動負債</b>	<b>Total assets less current liabilities</b>		<b>1,775,016</b>	1,909,802
<b>股本及儲備</b>	<b>Capital and reserves</b>			
股本	Share capital	21	11,177	11,177
股份溢價及儲備	Share premium and reserves		1,114,651	1,203,009
本公司股東應佔權益	Equity attributable to owners of the Company		<b>1,125,828</b>	1,214,186
非控股權益	Non-controlling interests		<b>119,177</b>	139,571
<b>權益總額</b>	<b>Total equity</b>		<b>1,245,005</b>	1,353,757
<b>非流動負債</b>	<b>Non-current liabilities</b>			
一年後到期之銀行借貸	Bank borrowings due after one year	20	20,788	29,150
遞延稅項	Deferred taxation		69,317	76,163
復原成本撥備	Provision for reinstatement cost		13,975	13,254
租賃負債	Lease liabilities		425,931	437,478
			<b>530,011</b>	556,045
			<b>1,775,016</b>	1,909,802

## 簡明綜合權益變動表

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

		本公司股東應佔 Attributable to owners of the Company											
		股本	股份溢價	為股份獎勵計 劃持有之股份 Shares held for share award scheme	以股份為基礎之 僱員補償儲備 Employee share-based compensation reserve	匯兌儲備	特別儲備	資本儲備	其他儲備	保留溢利	總額	非控股權益	權益總額
		Share capital	Share premium			Translation reserve	Special reserve	Capital reserve	Other reserves	Retained profits	Total	Non- controlling interests	Total equity
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零二零年一月一日 (經審核)	At 1 January 2020 (audited)	11,177	1,523,949	(4,854)	18,529	(65,066)	(392,735)	28,061	(76,441)	369,502	1,412,122	508,926	1,921,048
本期間(虧損)溢利	(Loss) profit for the period	—	—	—	—	—	—	—	—	(49,006)	(49,006)	36,545	(12,461)
兌換為呈列貨幣產生之 匯兌差額	Exchange difference arising on translation to presentation currency	—	—	—	—	(20,840)	—	—	—	—	(20,840)	(8,720)	(29,560)
兌換海外業務產生之匯兌 差額	Exchange difference arising on translation of foreign operations	—	—	—	—	2,026	—	—	—	—	2,026	884	2,910
本期間全面(支出)收益 總額	Total comprehensive (expense) income for the period	—	—	—	—	(18,814)	—	—	—	(49,006)	(67,820)	28,709	(39,111)
確認權益結算以股份為 基礎之付款	Recognition of equity-settled share-based payments	—	—	—	49	—	—	—	—	—	49	—	49
已失效之購股權	Share options lapsed	—	—	—	(114)	—	—	—	—	114	—	—	—
視作一名非控股股東之 出資	Deemed contribution from a non-controlling shareholder	—	—	—	—	—	—	366	—	—	366	—	366
轉撥至其他儲備	Transfer to other reserves	—	—	—	—	—	—	—	10,904	(10,904)	—	—	—
於二零二零年六月三十日 (未經審核)	At 30 June 2020 (unaudited)	11,177	1,523,949	(4,854)	18,464	(83,880)	(392,735)	28,427	(65,537)	309,706	1,344,717	537,635	1,882,352
於二零二一年一月一日 (經審核)	At 1 January 2021 (audited)	11,177	1,523,949	(4,854)	1,038	3,713	(392,735)	28,457	(65,104)	108,545	1,214,186	139,571	1,353,757
本期間(虧損)溢利	(Loss) profit for the period	—	—	—	—	—	—	—	—	(75,503)	(75,503)	2,339	(73,164)
兌換為呈列貨幣產生之 匯兌差額	Exchange difference arising on translation to presentation currency	—	—	—	—	7,714	—	—	—	—	7,714	2,141	9,855
兌換海外業務產生之匯兌 差額	Exchange difference arising on translation of foreign operations	—	—	—	—	1,816	—	—	—	—	1,816	676	2,492
本期間全面(支出)收益 總額	Total comprehensive (expense) income for the period	—	—	—	—	9,530	—	—	—	(75,503)	(65,973)	5,156	(60,817)
已派付予非控股權益的 股息	Dividend distributed to non-controlling interests	—	—	—	—	—	—	—	—	—	—	(14,610)	(14,610)
收購一間附屬公司額外 權益(附註25(g))	Acquisition of additional interest in a subsidiary (note 25(g))	—	—	—	—	—	—	—	(22,385)	—	(22,385)	(10,940)	(33,325)
於二零二一年六月三十日 (未經審核)	At 30 June 2021 (unaudited)	11,177	1,523,949	(4,854)	1,038	13,243	(392,735)	28,457	(87,489)	33,042	1,125,828	119,177	1,245,005

## 簡明綜合現金流動表

### CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二一年六月三十日止六個月  
For the six months ended 30 June 2021

截至六月三十日止六個月  
Six months ended 30 June

		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited)
<b>營運業務(所用)產生之現金淨額</b>	<b>Net cash (used in) generated from operating activities</b>		
營運資金變動前經營現金流量	Operating cash flows before movements in working capital	56,724	208,092
應收貿易款項減少	Decrease in trade receivables	24,534	8,443
應付貿易款項及票據(減少)增加	(Decrease) increase in trade and bills payables	(7,470)	13,423
其他經營現金流量	Other operating cash flows	(74,600)	(36,189)
		<b>(812)</b>	193,769
<b>投資業務所用之現金淨額</b>	<b>Net cash used in investing activities</b>		
贖回應收貸款之所得款項	Proceeds from redemption of loans receivables	—	2,156,218
出售透過損益賬按公平值處理之金融資產之所得款項	Proceeds from disposal of financial assets at fair value through profit or loss	—	113,873
提取已抵押銀行存款	Withdrawal of pledged bank deposits	—	3,663
已收利息	Interest received	1,585	2,654
出售物業、廠房及設備之所得款項	Proceeds from disposal of property, plant and equipment	15	3,070
贖回其他投資之所得款項	Proceeds from redemption of other investment	20,473	20,000
其他關聯方還款	Repayment from other related parties	—	87,684
添置無形資產	Addition of intangible assets	(15,394)	(1,755)
退還土地使用權之訂金	Refund of deposit for land use right	15,471	—
支付土地使用權	Payment of land use right	(26,106)	—
購買物業、廠房及設備	Purchase of property, plant and equipment	(24,043)	(34,574)
購買透過損益賬按公平值處理之金融資產	Purchase of financial assets at fair value through profit or loss	—	(198,690)
新造已抵押及受限制銀行存款	Placement of pledged and restricted bank deposits	(7,250)	(6,875)
應收貸款墊款	Advance of loans receivables	—	(2,213,238)
存放租金訂金	Placement of rental deposits	(1,335)	(6,771)
購買其他投資	Purchase of other investment	(19,500)	(20,275)
		<b>(56,084)</b>	(95,016)

## 簡明綜合現金流動表

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

截至六月三十日止六個月  
Six months ended 30 June

		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited)
<b>融資業務所用現金淨額</b>	<b>Net cash used in financing activities</b>		
新借銀行及其他借貸	New bank and other borrowings raised	160,858	189,621
償還租賃負債	Repayment of lease liabilities	(36,361)	(28,631)
來自(還款予)一間中介控股公司之墊款	Advance from (repayment to) an intermediate holding company	22,850	(68,608)
已付本集團附屬公司之非控股股東之股息	Dividends paid to non-controlling shareholders of the Group's subsidiary	(14,610)	(19,020)
已付利息	Interest paid	(16,013)	(16,275)
償還銀行及其他借貸	Repayment of bank and other borrowings	(124,895)	(65,772)
向其他關聯方還款	Repayment to other related parties	—	(14,102)
		<b>(8,171)</b>	<b>(22,787)</b>
<b>現金及現金等價物(減少)增加淨額</b>	<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(65,067)</b>	<b>75,966</b>
<b>期初之現金及現金等價物</b>	<b>Cash and cash equivalents at beginning of period</b>	<b>165,819</b>	<b>148,298</b>
匯率變動之影響	Effect of foreign exchange rate changes	6,927	997
<b>期末之現金及現金等價物</b>	<b>Cash and cash equivalents at end of period</b>	<b>107,679</b>	<b>225,261</b>
<b>即</b>	<b>Represented by</b>		
銀行結餘及現金	Bank balances and cash	107,679	225,261

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

**1. 編製基準**

本中期簡明綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十六之適用披露規定而編製。該等並不包括全份財務報表另行所需之全部披露，且應與二零二零年年報一併閱讀。

此等中期簡明綜合財務報表未經審核，惟已由香港立信德豪會計師事務所有限公司按照香港會計師公會頒佈之香港審閱工作準則第2410號「由實體的獨立核數師對中期財務資料的審閱」進行審閱。香港立信德豪會計師事務所有限公司致本公司董事會（「董事會」）的獨立審閱報告載於中期報告第47頁至第48頁。

**2. 重大事件**

於二零二零年一月三十日，世界衛生組織宣佈冠狀病毒及新型冠狀病毒（「COVID-19」）為全球健康緊急情況。自此，多個國家實施的若干隔離措施及旅遊限制對全球經濟、業務環境造成負面影響，亦直接或間接影響本公司及其附屬公司（統稱「本集團」）的營運。於二零二一年，隨著COVID-19疫情於中國內地得到有效控制，本集團醫藥業務之營運已逐漸回復至正常水平，不過，本集團健身業務的財務狀況及表現仍受到不同方面的影響，詳情載述如下。

**1. BASIS OF PREPARATION**

The interim condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the 2020 annual report.

These interim condensed consolidated financial statements are unaudited, but have been reviewed by BDO Limited in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA. BDO Limited’s independent review report to the board of directors (the “Board”) of the Company is included on pages 47 to 48 of the interim report.

**2. SIGNIFICANT EVENT**

The World Health Organisation declared coronavirus and novel coronavirus (the “COVID-19”) a global health emergency on 30 January 2020. Since then, certain quarantine measures as well as the travel restrictions imposed by many countries have had negative impacts on the global economy, business environment and directly and indirectly affected the operations of the Company and its subsidiaries (collectively as the “Group”). In 2021, as the COVID-19 pandemic in Mainland China has been effectively under control, the operation of the Group’s pharmaceutical business has recovered to its normal level in a gradual manner, while the financial positions and performance of the Group’s fitness business were still impacted in different aspects as detailed below.

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

### 2. 重大事件 (續)

自二零二一年五月起，新加坡及台灣再次受COVID-19疫情打擊，因此，兩地政府實施阻斷措施（「阻斷措施」），本集團於新加坡及台灣的健身中心分別自二零二一年五月八日至二零二一年六月二十日，以及自二零二一年五月十四日至二零二一年七月十四日暫停營運。此等措施令健身中心無法開門營業，因此本集團商討並獲得與COVID-19相關的租金寬免。期內就新加坡的租金寬免影響請參閱附註5(iii)。

本集團亦申請新加坡政府為應對全球疫情已實施的就業支持計劃（「就業支持計劃」）。就業支持計劃提供薪金補貼，讓企業於此經濟不明朗時期挽留當地僱員（新加坡居民及永久居民）。期內就援助本集團僱員薪金而取得的就業支持計劃金額約為12,927,000港元，其計入損益賬中的「其他收入」。本集團已選擇獨立呈列此政府補助，而非減少相關費用。本集團並無任何與此計劃有關的未履行責任。

儘管獲得租金寬免，以及自就業支持計劃獲得政府補助，惟本集團健身中心停業導致本集團此業務分部錄得大額虧損，同時亦存在何時放寬社交距離規定，以及疫情對本集團健身業務需求造成的長期影響的重大不確定因素。

### 2. SIGNIFICANT EVENT (CONTINUED)

Since May 2021, both Singapore and Taiwan were hit by COVID-19 pandemic again. Therefore, the governments of these two regions implemented circuit breaker measures (“Circuit Breaker”), of which operations of the Group’s fitness centres in Singapore and Taiwan were required to be suspended from 8 May 2021 to 20 June 2021 and from 14 May 2021 to 14 July 2021, respectively. As the fitness centers were not able to open due to these measures, the Group has negotiated and received rent forgiveness related to COVID-19. See Note 5(iii) for the impact of rent forgiveness in Singapore for current period.

The Group also applied for the Job Support Scheme (“JSS”) introduced by the Singapore government in response to the global pandemic. The JSS provides wage support to employers, helping enterprises retain their local employees (Singapore Citizens and Permanent Residents) during this period of economic uncertainty. The JSS obtained during the period relating to supporting the payroll of the Group’s employees of approximately HK\$12,927,000 is included in profit or loss as “other income”. The Group has elected to present this government grant separately, rather than reducing the related expense. The Group does not have any unfulfilled obligations relating to this program.

Despite the rent forgiveness received and the government grant received from JSS, the suspension of operation of the Group’s fitness centres had led to significant loss of the Group in this business segment. There are also significant uncertainties concerning when social distancing requirements will be eased and the long-term effects of the pandemic on the demand for the Group’s fitness business.

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

## 3. 主要會計政策

除若干按公平值及公平值減銷售成本(如適用)計量的金融工具及生物資產外，中期簡明綜合財務報表已按歷史成本基準編製。

除因應用香港財務報告準則(「香港財務報告準則」)修訂本而引致之會計政策外，截至二零二一年六月三十日止六個月之中期簡明綜合財務報表所採用之會計政策及計算方法與本集團截至二零二零年十二月三十一日止年度之年度財務報表所呈列者相同。

## 應用香港財務報告準則修訂本

於本中期期間，本集團已首次應用下列香港會計師公會頒佈且於二零二一年一月一日或之後開始之年度期間強制生效之香港財務報告準則修訂本，以編製本集團的中期簡明綜合財務報表：

香港財務報告準則第9號、利率基準  
香港會計準則第39號、改革  
香港財務報告準則一 第二  
第7號、香港財務報告 階段  
準則第4號及香港財務  
報告準則第16號修訂本

此外，本集團已提前應用香港財務報告準則第16號修訂本「二零二一年六月三十日後的COVID-19相關租金優惠」。

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

## 3. PRINCIPAL ACCOUNTING POLICIES

The interim condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and biological assets, which are measured at fair value and fair value less costs to sell, as appropriate.

Other than accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the interim condensed consolidated financial statements for the six months ended 30 June 2021 are the same as those presented in the annual financial statements of the Group for the year ended 31 December 2020.

## Application of amendments to HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatory effective for the annual period beginning on or after 1 January 2021 for the preparation of the Group’s interim condensed consolidated financial statements:

Amendments to HKFRS 9, Interest Rate Benchmark  
HKAS 39, HKFRS 7, Reform — Phase 2  
HKFRS 4 and HKFRS 16

In addition, the Group has early applied the Amendment to HKFRS 16 “COVID-19-Related Rent Concessions beyond 30 June 2021”.

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



## 中期簡明綜合財務報表附註

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

### 3. 主要會計政策 (續)

#### 關鍵判斷及估計不確定性之主要來源

除管理層於應用本集團截至二零二零年十二月三十一日止年度的年度財務報表所披露的本集團會計政策及估計不確定性之主要來源所作出之重大判斷外，COVID-19的影響亦要求管理層計算於期末顯示減值跡象的健身業務分部的可收回金額時作出重大判斷及估計，並確定是否應確認減值。

除上述外，擁有重大風險對下一財政年度的資產及負債賬面值造成重大調整的估計及假設載於下文：

#### 公平值計量

多項納入本集團財務報表的資產及負債須按公平值計量及／或披露。

本集團金融及非金融資產及負債的公平值計量盡可能利用市場可觀察輸入值及數據。釐定公平值計量所使用的輸入值乃基於估值方法中所使用輸入值的可觀察程度分為不同的等級（「公平值等級」）：

- 第一級：相同項目於活躍市場所報價格（未經調整）；
- 第二級：第一級輸入值以外之直接或間接可觀察輸入值；及
- 第三級：不可觀察輸入值（即無法自市場數據衍生）。

### 3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### Critical judgements and key sources of estimation uncertainties

In addition to the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty as disclosed in the Group's annual financial statements for the year ended 31 December 2020, the effects of COVID-19 have also required significant judgments and estimates to be made by management in calculation of the recoverable amount for fitness business segment which exhibit indicators of impairment as at the period end, and determining whether impairment shall be recognised.

Except above, 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:

#### Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs; and
- Level 3: Unobservable inputs (i.e. not derived from market data).

## 中期簡明綜合財務報表附註

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

### 3. 主要會計政策 (續)

#### 關鍵判斷及估計不確定性之主要來源 (續)

##### 公平值計量 (續)

分類為上述等級的項目乃基於所使用對該項目公平值計量產生重大影響之最低等級輸入值確定。等級之間項目轉撥於其產生期間確認。

有關金融工具公平值計量的更多詳細資料，請參閱適用附註。

### 3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

#### Critical judgements and key sources of estimation uncertainties (continued)

##### Fair value measurement (continued)

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

For more detailed information in relation to the fair value measurement of financial instruments, please refer to the applicable notes.

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

## 4. 收入及分部資料

## 來自客戶合約之收入解析

本期間本集團自持續經營業務所得收益之分析如下：

## 4. REVENUE AND SEGMENT INFORMATION

## Disaggregation of revenue from contracts with customers

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

		截至二零二一年六月三十日止六個月 For the six months ended 30 June 2021			截至二零二零年六月三十日止六個月 For the six months ended 30 June 2020		
		醫藥業務 Pharmaceutical business 千港元 HK\$'000 (未經審核) (Unaudited)	健身業務 Fitness business 千港元 HK\$'000 (未經審核) (Unaudited)	總計 Total 千港元 HK\$'000 (未經審核) (Unaudited)	醫藥業務 Pharmaceutical business 千港元 HK\$'000 (未經審核) (Unaudited)	健身業務 Fitness business 千港元 HK\$'000 (未經審核) (Unaudited)	總計 Total 千港元 HK\$'000 (未經審核) (Unaudited)
香港財務報告準則第15號範圍內的來自客戶合約之收入	Revenue from contracts with customers within the scope of HKFRS 15						
按主要產品或服務線細分	Disaggregated by major products or service lines						
製造及銷售處方藥及實驗室相關產品	Manufacture and sales of prescription drugs and laboratory related products	379,837	—	379,837	378,657	—	378,657
經營健身中心及提供健身和健康諮詢服務	Operation of fitness centres and provision of consultation services for fitness and health activities						
— 私人訓練課程	— personal training classes	—	29,818	29,818	—	19,552	19,552
— 會籍套票	— membership packages	—	26,465	26,465	—	31,593	31,593
有關台灣健身及健康服務之特許權費收入	Royalty fee income in relation to fitness and health activities in Taiwan	—	22,072	22,072	—	25,907	25,907
總額	Total	379,837	78,355	458,192	378,657	77,052	455,709
收入確認時間	Timing of revenue recognition						
某一時間點	Point in time	379,837	29,818	409,655	378,657	52,810	431,467
隨時間	Over time	—	48,537	48,537	—	24,242	24,242
總額	Total	379,837	78,355	458,192	378,657	77,052	455,709
地區市場	Geographical markets						
中國內地	Mainland China	368,748	—	368,748	378,657	—	378,657
新加坡	Singapore	—	56,283	56,283	—	51,145	51,145
台灣	Taiwan	—	22,072	22,072	—	25,907	25,907
其他	Others	11,089	—	11,089	—	—	—
總額	Total	379,837	78,355	458,192	378,657	77,052	455,709

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

## 4. 收入及分部資料 (續)

## 分部資料

就資源分配及分部表現評估向本公司最高行政人員(即主要營運決策者)報告的資料集中於業務單位。在達致本集團可呈報分部時,並無彙集主要營運決策者所識別的經營分部。於二零二零年十二月二十一日,本集團出售於水泥業務分部的權益,其呈列為「已終止經營業務」,其截至二零二零年六月三十日止六個月的相關數字已重列。分部資料不包括已終止經營業務。本集團有以下經營及可呈報分部:

- 醫藥業務 — 製造及銷售處方藥及實驗室相關產品。
- 健身業務 — 經營健身中心及提供健身和健康諮詢服務及經營特許經營業務以獲得特許權費收入。

## (i) 分部收入及業績

以下是截至二零二一年及二零二零年六月三十日止六個月分部收入及業績的分析:

## 4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

## Segment information

Information reported to the chief executive of the Company, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on business units. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group. On 21 December 2020, the Group disposed of the interests in cement business segment which was presented as “discontinued operation” and its relevant figures for the six months ended 30 June 2020 have been re-presented. The segment information does not include the discontinued operation. The Group has the following operating and reportable segments:

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

## (i) Segment revenue and results

Analysis of the Group’s segment revenue and results for the six months ended 30 June 2021 and 2020 is as follows:

		醫藥業務 Pharmaceutical business		健身業務 Fitness business		總額 Total	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited)	二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
外界客戶分部收入	Segment revenue from external customers	379,837	378,657	78,355	77,052	458,192	455,709
分部業績	Segment results	23,422	64,644	(90,368)	(30,355)	(66,946)	34,289
未分配企業收入	Unallocated corporate income					5,477	3,741
未分配企業開支	Unallocated corporate expenses					(12,503)	(20,705)
除稅前(虧損)溢利	(Loss) profit before taxation					(73,972)	17,325

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## 4. 收入及分部資料 (續)

## 分部資料 (續)

## (i) 分部收入及業績 (續)

截至二零二一年及二零二零年六月三十日止六個月並無分部間銷售。可呈報分部的會計政策與本集團的會計政策相同。分部業績指在並無分配未分配企業收入和開支前於每個分部賺取的溢利(虧損)。此為向本公司主要營運決策者報告的方法，以作資源分配和表現評估用途。

## (ii) 分部資產及負債

## 4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

## Segment information (continued)

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

There was no inter-segment sales during the six months ended 30 June 2021 and 2020. The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment results represent the profit (loss) from each segment without allocation of unallocated corporate income and expenses. This is the measure reported to the chief operating decision maker of the Company for the purposes of resource allocation and performance assessment.

## (ii) Segment assets and liabilities

		醫藥業務 Pharmaceutical business		健身業務 Fitness business		總額 Total	
		二零二一年 六月三十日 30.6.2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 十二月三十一日 31.12.2020 千港元 HK\$'000 (經審核) (Audited)	二零二一年 六月三十日 30.6.2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 十二月三十一日 31.12.2020 千港元 HK\$'000 (經審核) (Audited)	二零二一年 六月三十日 30.6.2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 十二月三十一日 31.12.2020 千港元 HK\$'000 (經審核) (Audited)
分部資產	Segment assets	1,165,729	1,145,578	1,177,687	1,294,600	2,343,416	2,440,178
遞延稅項資產	Deferred tax assets					194	190
未分配企業資產	Unallocated corporate assets					110,539	101,916
綜合資產	Consolidated assets					2,454,149	2,542,284
分部負債	Segment liabilities	383,617	358,559	674,443	712,786	1,058,060	1,071,345
稅項負債	Tax liabilities					24,166	22,235
遞延稅項負債	Deferred tax liabilities					69,317	76,163
未分配企業負債	Unallocated corporate liabilities					57,601	18,784
綜合負債	Consolidated liabilities					1,209,144	1,188,527

就監控分部表現及於分部間分配資源而言：

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

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

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

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## 5. 其他收入

## 5. OTHER INCOME

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
<b>持續經營業務</b>	<b>Continuing operations</b>		
來自以下項目的利息收入	Interest income from		
— 銀行	— banks	<b>1,411</b>	135
— 一間聯營公司	— an associate	<b>5</b>	—
— 其他投資	— other investment	<b>174</b>	258
租金收入	Rental income	<b>353</b>	742
補貼及政府補助	Subsidy and government grant		
— 遞延收入撥回	— release from deferred income	—	1,110
— 開支相關(附註(i))	— expenses related (note (i))	<b>3,310</b>	10,035
— 僱傭相關(附註(ii))	— employment related (note (ii))	<b>13,954</b>	8,705
COVID-19相關租金優惠 (附註(iii))	COVID-19-related rent concessions (note (iii))	<b>8,292</b>	9,913
服務收入	Service income	<b>5,606</b>	7,928
雜項收入	Sundry income	<b>1,828</b>	133
		<b>34,933</b>	38,959

附註：

Notes:

- (i) 金額指就補償經已產生的開支及為本集團提供即時財政援助的已收財務津貼。並無有關補助的未達成條件或或然事項，補助亦由相關政府機關全權酌情決定。
- (ii) 截至二零二一年六月三十日止六個月，與就業有關的政府補助主要由新加坡政府就應對COVID-19疫情而推出的就業支持計劃產生，約為12,927,000港元(二零二零年：8,705,000港元)。就業支持計劃為僱主提供薪金援助，協助企業挽留當地僱員(新加坡居民及永久居民)。本集團已選擇於損益內將此政府補助單獨呈列為「其他收入」，而非減少相關開支。接受該等津貼並無附有未滿足的條件和其他或然事項。

- (i) The amount represented financial subsidies received for compensating expenses already incurred or giving immediate financial support to the Group. There are no unfulfilled conditions or contingencies in relation to the grants and the grants were determined at the sole discretion of relevant government authorities.
- (ii) During the six months ended 30 June 2021, the government grant related to employment mainly arose from the JSS introduced by the Singapore government in response to COVID-19 pandemic of approximately HK\$12,927,000 (2020: HK\$8,705,000). The JSS provided wage support to employers, helping enterprises retain their local employees (Singapore Citizens and Permanent Residents). The Group has elected to present this government grant separately in profit or loss as "other income", rather than reducing the related expense. There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.

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## 5. 其他收入(續)

附註：(續)

- (iii) 截至二零二一年六月三十日止六個月，本集團符合新加坡政府的租金援助計劃(「租金援助計劃」)資格。租金援助計劃為租戶提供租金援助，協助中小企應對不斷變化的疫情狀況。本集團已採用可行權宜方法，不評估因COVID-19疫情直接導致的租金優惠是否為租賃修改。

## 6. 預期信貸虧損模式下確認之減值虧損淨額

## 5. OTHER INCOME (CONTINUED)

Notes: (Continued)

- (iii) During the six months ended 30 June 2021, the Group was eligible for the Rental Support Scheme (the "RSS") provided by the Singapore government. The RSS provided rental support to tenants, helping the small and medium enterprises grapple with evolving pandemic situation. The Group has applied the practical expedient not to assess whether a rent concession occurring as a direct consequence of the COVID-19 pandemic is a lease modification.

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

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
<b>持續經營業務</b>	<b>Continuing operations</b>		
就以下各項(確認)撥回之減值虧損：	Impairment losses (recognised) reversed on:		
— 應收貿易款項	— Trade receivables	478	927
— 其他應收款項	— Other receivables	19	(576)
— 一間聯營公司欠款	— Amount due from an associate	(9,525)	(1,486)
— 其他關聯方欠款	— Amounts due from other related parties	(7,049)	(94)
		<b>(16,077)</b>	<b>(1,229)</b>

截至二零二一年六月三十日止六個月的中期簡明綜合財務報表中所用的主要輸入值以及假設及估計方法的釐定基準，與編製本集團截至二零二零年十二月三十一日止年度之年度財務報表所用基準一致。

The basis of determining the inputs and assumptions and estimation techniques used in the interim condensed consolidated financial statements for the six months ended 30 June 2021 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2020.

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## 7. 融資成本

## 7. FINANCE COSTS

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
<b>持續經營業務</b>	<b>Continuing operations</b>		
以下借貸之利息：	Interests on following borrowings:		
— 銀行貸款	— Bank loans	<b>5,115</b>	3,902
— 來自一間中介控股公司 之貸款	— Loans from an intermediate holding company	<b>1,014</b>	314
租賃負債利息	Interests on lease liabilities	<b>10,898</b>	12,307
		<b>17,027</b>	16,523



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## 8. 稅項

## 8. TAXATION

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
<b>持續經營業務</b> (抵免)支出包括：	<b>Continuing operations</b> The (credit) charge comprises:		
即期稅項	Current tax		
— 中華人民共和國 (「中國」)企業所得稅	— People's Republic of China (the "PRC") Enterprise Income Tax	<b>4,091</b>	12,118
— 新加坡企業所得稅	— Singapore Corporate Income Tax	—	3
— 台灣企業所得稅	— Taiwan Corporate Income Tax	<b>3,311</b>	3,886
		<b>7,402</b>	16,007
過往年度超額撥備	Overprovision in prior years		
— 中國企業所得稅	— PRC Enterprise Income Tax	<b>(471)</b>	(1,113)
— 新加坡企業所得稅	— Singapore Corporate Income Tax	<b>(458)</b>	—
		<b>(929)</b>	(1,113)
遞延稅項	Deferred tax	<b>(7,281)</b>	(1,866)
		<b>(808)</b>	13,028

## 中期簡明綜合財務報表附註

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## 9. 本期間(虧損)溢利

## 9. (LOSS) PROFIT FOR THE PERIOD

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
<b>持續經營業務</b>	<b>Continuing operations</b>		
本期間(虧損)溢利乃於扣除 (計入)下列各項後達致：	(Loss) profit for the period has been arrived at after charging (crediting):		
無形資產攤銷(計入行政費用)	Amortisation of intangible assets (included in administrative expenses)	<b>5,381</b>	7,132
投資物業折舊(計入行政費用)	Depreciation of investment properties (included in administrative expenses)	<b>83</b>	76
物業、廠房及設備折舊(計入 銷售及服務成本、分銷及銷 售費用與行政費用)	Depreciation of property, plant and equipment (included in cost of sales and services, distribution and selling expenses and administrative expenses)	<b>20,643</b>	20,017
使用權資產折舊(計入銷售及 服務成本及行政費用)	Depreciation of right-of-use assets (included in cost of sales and services and administrative expenses)	<b>42,134</b>	40,383
<b>攤銷及折舊總額</b>	<b>Total amortisation and depreciation</b>	<b>68,241</b>	67,608
確認為支出之存貨成本	Cost of inventories recognised as expenses	<b>131,670</b>	116,892
出售及撤銷物業、廠房及設備 之虧損淨額	Net loss on disposal and write-off of property, plant and equipment	<b>2</b>	1,081
匯兌(收益)虧損淨額	Net foreign exchange (gain) loss	<b>(2,478)</b>	4,021
研究及開發費用(計入其他 費用)	Research and development expenses (included in other expenses)	<b>24,574</b>	10,071
物業租金收入，扣除零星支出 費用	Property rental income, net of negligible outgoing expenses	<b>(353)</b>	(742)
短期租賃及低價值資產之租賃 款項	Lease payments for short-term leases and low-value assets	<b>30</b>	2,943
存貨撇減(計入銷售及服務 成本)	Write-down of inventories (included in cost of sales and services)	<b>—</b>	513
商譽減值虧損(計入其他收益 及虧損)(附註15)	Impairment loss on goodwill (included in other gains and losses) (note 15)	<b>46,358</b>	—

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## 10. 已終止經營業務

於二零二零年十一月十三日，本公司之直接全資附屬公司金瑞有限公司及民逸控股有限公司（「買方」）訂立買賣協議以向買方出售附屬公司Real Jade Limited的全部已發行股份。

出售事項於二零二零年十二月二十一日完成及構成香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」下的已終止經營業務，因為出售集團主要包括的水泥業務為本集團其中一個業務主線。

已終止經營業務的業績之分析：

## 10. DISCONTINUED OPERATION

On 13 November 2020, Fortunate Gold Limited, a direct wholly-owned subsidiary of the Company, and Minyi Holdings Limited (the "Purchaser") entered into a sale and purchase agreement to sell the entire issued share of the subsidiary, Real Jade Limited, to the Purchaser.

The disposal was completed on 21 December 2020 and constitutes a discontinued operation under HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" as the disposal group, which mainly consisted of the cement business, represented one of the major lines of business of the Group.

Analysis of the results of the discontinued operation:

		截至二零二零年 六月三十日 止六個月 Six months ended 30 June 2020 千港元 HK\$'000 (未經審核) (Unaudited)
收入	Revenue	255,465
費用	Expenses	(243,562)
除稅前溢利	Profit before taxation	11,903
稅項	Taxation	(28,661)
本期間已終止經營業務之虧損	Loss for the period from discontinued operation	(16,758)

就呈列已終止經營業務而言，若干簡明綜合損益及其他全面收益表之比較數字及相關附註已重新呈列，以已終止經營業務呈列出售集團的業績，與本期間所呈列的一致。

For the purpose of presenting the discontinued operation, certain comparative figures in the condensed consolidated statement of profit or loss and other comprehensive income and the related notes have been restated to present the results of the disposal group as discontinued operation to conform to the current period presentation.

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### 11. 每股虧損

本公司股東應佔之每股基本及攤薄虧損乃基於以下數據計算：

### 11. 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:

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited) (重列) (Re-presented)
用以計算本公司股東應佔每股基本及攤薄虧損之虧損	<b>Loss for the purposes of basic and diluted loss per share attributable to owners of the Company</b>		
— 來自持續經營業務	— from continuing operations	<b>(75,503)</b>	(12,854)
— 來自已終止經營業務	— from discontinued operation	—	(36,152)
		<b>(75,503)</b>	(49,006)

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 (未經審核) (Unaudited)	二零二零年 2020 (未經審核) (Unaudited)
股份數目	<b>Number of shares</b>		
用以計算每股基本及攤薄虧損之普通股加權平均數	Weighted average number of ordinary shares for the purposes of basic and diluted loss per share	<b>5,578,713,777</b>	5,578,713,777

以上列示之普通股加權平均數乃經扣除股份獎勵計劃(「股份獎勵計劃」)持有之股份而達致。

The weighted average number of ordinary shares shown above has been arrived at after deducting the shares held by the share award scheme (the "Share Award Scheme").

由於行使本公司購股權將導致每股虧損減少，計算截至二零二一年及二零二零年六月三十日止六個月每股攤薄虧損時，並無假設行使該等購股權。

The computation of the diluted loss per share for the six months ended 30 June 2021 and 2020 do not assume the exercise of the Company's share options as such would result in a decrease in loss per share.

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## 12. 股息

本期間內並無派付、宣派或建議派發任何股息(二零二零年：無)。

本公司董事會不建議派付截至二零二一年六月三十日止六個月之中期股息(二零二零年：無)。

## 12. DIVIDEND

No dividend was paid, declared or proposed during the current period (2020: Nil).

The Board of the Company does not recommend the payment of an interim dividend for the six months ended 30 June 2021 (2020: Nil).

## 13. 物業、廠房及設備

於截至二零二一年六月三十日止六個月，本集團以代價24,043,000港元(截至二零二零年六月三十日止六個月：34,574,000港元)購入物業、廠房及設備。

## 13. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2021, the Group acquired property, plant and equipment at a consideration of HK\$24,043,000 (six months ended 30 June 2020: HK\$34,574,000).

## 14. 商譽

## 14. GOODWILL

		千港元 HK\$'000
<b>賬面值</b>	<b>CARRYING AMOUNT</b>	
於二零二零年一月一日(經審核)	At 1 January 2020 (audited)	433,600
於本年度確認之減值虧損	Impairment loss recognised in the year	(31,191)
匯兌差額	Exchange differences	1,856
於二零二零年十二月三十一日(經審核)	At 31 December 2020 (audited)	404,265
於本期間確認之減值虧損(附註15)	Impairment loss recognised in the period (note 15)	(46,358)
匯兌差額	Exchange differences	530
於二零二一年六月三十日(未經審核)	At 30 June 2021 (unaudited)	358,437

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## 15. 商譽減值評估

為評估商譽之減值，附註14之商譽賬面值已分配至下列兩組現金產生單位：

## 15. IMPAIRMENT ASSESSMENT ON GOODWILL

For the purposes of impairment assessment of goodwill, the carrying amount of goodwill in note 14 have been allocated to two groups of cash generating units (“CGU(s)”) as follows:

		於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
製造及銷售處方藥及實驗室 相關產品(「單位A」)	Manufacturing and sales of prescription drugs and laboratory related products ("Unit A")	220,011	219,481
經營健身中心及提供健身和 健康諮詢服務以及經營特許 業務以獲得特許權費收入 (「單位B」)	Operating fitness centres and providing consultation services for fitness and health activities and operating the franchise business for royalty fee income ("Unit B")	138,426	184,784
		358,437	404,265

獲分配商譽的現金產生單位每年會進行減值測試，或如有跡象有關單位可能出現減值，則會更頻繁地進行減值測試。於截至二零二一年六月三十日止六個月，本公司董事將健身業務在阻斷措施下停業數週，以及自COVID-19於新加坡爆發以來所推行的其他社交距離措施導致期內出現經營虧損兩項事宜識別為一項減值指標，並對與單位B相關的商譽進行減值測試。本公司董事認為與單位A相關的商譽並無識別出減值指標，並且並無進行減值測試。

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

A CGU to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. During the six months ended 30 June 2021, the directors of the Company have identified the suspension of fitness business for several weeks under Circuit Breaker and other social distancing measures prevailing since the COVID-19 outbreak in Singapore which resulted in operating loss for the period as an impairment indicator and performed an impairment assessment of goodwill related to Unit B. The directors of the Company have considered no impairment indicator was identified for goodwill related to Unit A and no impairment assessment has been performed.

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

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### 15. 商譽減值評估 (續)

本集團商標、特許協議及客戶關係、健身業務之若干租賃及自有健身設施及因於過往年度完成TFKT True Holdings收購事項所產生的商譽已分配至管理層預期本集團將自合併協同效益獲益的單位B。

為協助管理層釐定於二零二一年六月三十日現金產生單位的可收回金額，本公司已委聘獨立專業估值師進行估值。釐定單位B可收回金額的基準及其主要相關假設概述如下：

單位B之可收回金額乃基於使用價值計算法釐定。該計算法採用以管理層所審批未來五年之財務預算為基礎之預期現金流量預測，而貼現率為17.89%（二零二零年十二月三十一日：18.58%）。首五年期間之年度收入增長率介乎-4.3%至29.4%（二零二零年十二月三十一日：0.9%至30.8%）。超過五年期之現金流量使用3%（二零二零年十二月三十一日：3%）之穩定增長率推算。增長率以相關行業預測為基礎，且不會超過相關行業之平均長遠增長率。使用價值計算法之其他主要假設包括預算銷售額及營運開支以及相關現金流入及流出模式，乃基於單位B之過往表現、管理層對市場發展之預期以及COVID-19的影響而估計。

根據評估，於二零二一年六月三十日，現金產生單位可收回金額約為504,333,000港元（二零二零年十二月三十一日：601,446,000港元）。單位B的賬面值已降至其可收回金額，並因此而確認約46,358,000港元（截至二零二零年六月三十日止六個月：無）的商譽減值虧損，佔減值虧損90,899,000港元的51%（即本公司於新加坡健身業務的初步持股），並計入截至二零二一年六月三十日止六個月其他收益及虧損中的損益。無須撇減單位B的其他資產。

### 15. IMPAIRMENT ASSESSMENT ON GOODWILL (CONTINUED)

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

To support the management to determine the recoverable amount of CGU as at 30 June 2021, the Company engaged an independent professional valuer to perform the valuation. The basis of determining the recoverable amount of Unit B and its major underlying assumptions are summarised below:

The recoverable amount of Unit B has been determined based on a value in use calculation. That calculation uses expected cash flow projections based on financial budgets approved by the management covering a five-year period, and discount rate is 17.89% (31 December 2020: 18.58%). The annual revenue growth rates for the first five-year period range from -4.3% to 29.4% (31 December 2020: 0.9% to 30.8%). The cash flows beyond the five-year period are extrapolated using a steady growth rate of 3% (31 December 2020: 3%). The growth rate is based on the forecasts of the relevant industries and does not exceed the average long-term growth rate for the relevant industries. Other key assumptions for the value in use calculations included budgeted sales and operating expenses and their related cash inflows and outflows patterns, estimated based on Unit B's historical performance, the management's expectation of the market development and the impact of COVID-19.

Based on the assessment, the recoverable amount of the CGU as at 30 June 2021 is determined to be approximately HK\$504,333,000 (31 December 2020: HK\$601,446,000). The carrying amount of Unit B has been reduced to the recoverable amount and accordingly, an impairment loss on goodwill of approximately HK\$46,358,000 (six months ended 30 June 2020: Nil), which represented 51% (the Company's initial shareholding in the Singapore fitness business) of the impairment loss of HK\$90,899,000, has been recognised and included in profit or loss in other gains and losses during the six months ended 30 June 2021. No write-down of other assets of Unit B is considered necessary.

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## 16. 應收貿易款項

除健身業務的客戶透過信用卡結算付款的應收貿易款項外，本集團之政策為給予其貿易客戶介乎30天至1年之信貸期。於報告期末基於發票日期呈列之應收貿易款項(扣除信貸虧損撥備)之賬齡分析如下：

## 16. TRADE RECEIVABLES

Other than the trade receivables in relation to the payment to be settled through credit cards for customers in fitness business, the Group has a policy of allowing credit periods for its trade customers normally from 30 days to 1 year. The aged analysis of trade receivables, net of allowance for credit losses, is presented based on the invoice date at the end of the reporting period as follows:

		於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
0至90天	0 to 90 days	101,306	111,417
91至180天	91 to 180 days	28,037	42,273
181至365天	181 to 365 days	16,667	10,668
超過1年	Over 1 year	9,522	12,766
		<b>155,532</b>	177,124



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## 17. 透過損益賬按公平值處理之金融資產／其他投資

## 17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS/OTHER INVESTMENT

	附註 NOTES	於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
強制透過損益賬按公平值處理之金融資產	Financial assets mandatorily measured at fair value through profit or loss		
於香港上市之股本證券	Equity security listed in Hong Kong (a)	14,696	8,501
其他投資	Other investment (b)	19,500	20,473

附註：

## (a) 股本證券

股本證券按公平值列賬，而該公平值乃根據有關證券交易所所報之市場買入價釐定。

## (b) 其他投資

款項為一間銀行設立之定息基金且獲保證可收回本金及利息。本集團於二零二零年十二月三十一日投資的基金已於截至二零二一年六月三十日止六個月到期且本集團已重新投資到同一基金。本集團擬持有該基金直至到期，該基金將於報告期末後六個月內到期。於報告期末，其乃按攤銷成本計量。

Notes:

## (a) Equity security

Equity security is stated at fair value which is determined based on the quoted market bid price available on the relevant stock exchange.

## (b) Other investment

Amount represented a fixed interest fund set up by a bank with guaranteed return of principal and interest. The fund that the Group has invested as at 31 December 2020 had been matured during the six months ended 30 June 2021 and the Group has reinvested into the same fund. The Group intends to hold the fund until maturity, which will be matured in six months after the end of the reporting period. At the end of the reporting period, it is measured at amortised cost.

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## 18. 已抵押及受限制銀行存款

於二零二一年六月三十日，本集團約有1,763,000港元(二零二零年十二月三十一日：無)的存款已抵押予銀行，作為約4,901,000港元(二零二零年十二月三十一日：無)應付票據之抵押品。

於二零二一年六月三十日，約5,487,000港元(二零二零年十二月三十一日：無)之銀行結餘被兩間與本公司附屬公司面臨之上海法律程序(於本報告附註26(b)「或然事項」中披露)有關的金融機構凍結。

## 19. 應付貿易款項及票據

於報告期末基於發票日期呈列之本集團應付貿易款項及票據之賬齡分析如下：

## 18. PLEDGED AND RESTRICTED BANK DEPOSITS

As at 30 June 2021, the Group had pledged deposits of approximately HK\$1,763,000 (31 December 2020: Nil) to a bank as securities for bills payables of approximately HK\$4,901,000 (31 December 2020: Nil).

As at 30 June 2021, bank balances of approximately HK\$5,487,000 (31 December 2020: Nil) were frozen by two of the financial institutions which were related to the Shanghai Legal Proceedings against a Company's subsidiary as disclosed in note 26(b) "Contingencies" of this report.

## 19. TRADE AND BILLS PAYABLES

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

		於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
0至90天	0 to 90 days	29,411	45,510
91至180天	91 to 180 days	12,223	6,913
181至365天	181 to 365 days	2,380	3,749
超過1年	Over 1 year	8,848	3,223
		<b>52,862</b>	59,395

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## 20. 銀行借貸

於截至二零二一年六月三十日止六個月，本集團獲得新造銀行借貸160,858,000港元(截至二零二零年六月三十日止六個月：銀行及其他借貸189,621,000港元)及已償還銀行借貸124,895,000港元(截至二零二零年六月三十日止六個月：銀行及其他借貸65,772,000港元)。新造借貸所得款項已用於撥付本集團之一般營運業務。

本集團之銀行借貸須於五年期內償還及按介乎2.69%至4.65%的固定年利率(二零二零年十二月三十一日：固定利率介乎2.69%至5.66%)計息。

## 20. BANK BORROWINGS

During the six months ended 30 June 2021, the Group obtained new bank borrowings of HK\$160,858,000 (six months ended 30 June 2020: bank and other borrowings of HK\$189,621,000) and repaid bank borrowings of HK\$124,895,000 (six months ended 30 June 2020: bank and other borrowings of HK\$65,772,000). Proceeds from new borrowings were used to finance the general operating activities of the Group.

The bank borrowings of the Group are repayable within five years and bear interest at fixed rates ranging from 2.69% to 4.65% (31 December 2020: fixed rates ranging from 2.69% to 5.66%) per annum.

## 21. 股本

## 21. SHARE CAPITAL

	股份數目 Number of shares	價值 Value 千港元 HK\$'000
每股面值0.002港元之普通股	Ordinary shares of HK\$0.002 each	
<b>法定：</b>	<b>Authorised:</b>	
於二零二零年一月一日、 二零二零年十二月 三十一日及二零二一年 六月三十日	At 1 January 2020, 31 December 2020 and 30 June 2021	
	100,000,000,000	200,000
<b>已發行及繳足：</b>	<b>Issued and fully paid:</b>	
於二零二零年一月一日、 二零二零年十二月 三十一日及二零二一年 六月三十日	At 1 January 2020, 31 December 2020 and 30 June 2021	
	5,588,571,777	11,177

於二零二一年六月三十日，為股份獎勵計劃持有之股份總數為9,858,000股(二零二零年十二月三十一日：9,858,000股)。

As at 30 June 2021, the aggregate number of shares held for the Share Award Scheme was 9,858,000 (31 December 2020: 9,858,000).

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#### 22. 資本承擔

本集團有以下資本承擔：

#### 22. CAPITAL COMMITMENTS

The Group had the following capital commitments:

		於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
已訂約但未於中期簡明綜合財務報表撥備之資本承擔：	Capital commitments contracted for but not provided in the interim condensed consolidated financial statements:		
— 購置物業、廠房及設備	— Acquisition of property, plant and equipment	57,123	14,589

#### 23. 資產抵押

於二零二一年六月三十日，本集團之銀行借貸149,084,000港元(二零二零年十二月三十一日：104,364,000港元)、有關向供應商開具應付票據之短期銀行融資4,901,000港元(二零二零年十二月三十一日：無)及租賃負債5,099,000港元(二零二零年十二月三十一日：6,169,000港元)已以下列項目作抵押：

#### 23. PLEDGE OF ASSETS

As at 30 June 2021, the Group's bank borrowings of HK\$149,084,000 (31 December 2020: HK\$104,364,000), short-term bank facilities in respect of the issuance of bills payable to suppliers of HK\$4,901,000 (31 December 2020: Nil) and lease liabilities of HK\$5,099,000 (31 December 2020: HK\$6,169,000) were secured by the following:

		於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
樓宇及建築物	Buildings and structures	102,926	41,775
使用權資產	Right-of-use assets	23,469	24,320
已抵押銀行存款	Pledged bank deposits	1,763	—
應收貿易款項	Trade receivables	19,909	30,827
銀行結餘	Bank balance	4,608	1,552
		<b>152,675</b>	<b>98,474</b>

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### 24. 金融工具之公平值計量

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

- 第一級公平值計量指按相同資產或負債於活躍市場之報價(未經調整)計量;
- 第二級公平值計量指按除計入第一級內之報價以外, 資產或負債之直接(即價格)或間接(即自價格衍生)可觀察輸入值計量; 及
- 第三級公平值計量指按計入並非根據可觀察市場數據所得資產或負債之輸入值(不可觀察輸入值)之估值方法計量。

### 24. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

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

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

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## 24. 金融工具之公平值計量(續)

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

金融資產	公平值		公平值等級	估值方法及主要輸入值
	於二零二一年六月三十日	於二零二零年十二月三十一日		
Financial assets	Fair value		Fair value hierarchy	Valuation technique and key inputs
	At 30 June 2021	31 December 2020		
	千港元	千港元		
	HK\$'000	HK\$'000		
	(未經審核)	(經審核)		
	(Unaudited)	(Audited)		
<b>透過損益賬按公平值處理之金融資產</b>				
<b>Financial assets at fair value through profit or loss</b>				
於香港上市之股本證券	<b>14,696</b>	8,501	第一級	市場所報之買入價
Equity security listed in Hong Kong			Level 1	Quoted bid prices in market

於截至二零二一年六月三十日止六個月及截至二零二零年十二月三十一日止年度，第一級、第二級與第三級之間並無轉移。

## 公平值計量及估值程序

管理層就公平值計量釐定適當的估值方法及主要輸入值。

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

There were no transfers among Levels 1, 2 and 3 during the six months ended 30 June 2021 and the year ended 31 December 2020.

## Fair value measurements and valuation processes

The management determines the appropriate valuation techniques and key inputs for the value measurements.

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

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

## 25. 關聯方交易及結餘

於截至二零二一年六月三十日止六個月，除該等中期簡明綜合財務報表內其他部份所披露之交易、結餘及承擔外，本集團與關聯方之交易及結餘如下：

## (a) 交易概要

## 25. RELATED PARTY TRANSACTIONS AND BALANCES

During the six months ended 30 June 2021, in addition to the transactions, balances and commitments disclosed elsewhere in these interim condensed consolidated financial statements, the Group had transactions and balances with related parties as follows:

## (a) Summary of transactions

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited)
本集團一間附屬公司之 非控股股東	<b>A non-controlling shareholder of the Group's subsidiary</b>		
— 利息收入	— Interest income	—	812
一間聯營公司	<b>An associate</b>		
— 特許權費收入	— Royalty fee income	22,072	25,907
— 利息收入	— Interest income	5	—
一間中介控股公司	<b>An intermediate holding company</b>		
— 租金費用	— Rental expense	(1,809)	(1,128)
— 銷售產品	— Sale of products	11	—
— 利息開支	— Interest expense	(1,014)	(314)
最終股東之關聯方	<b>Related parties of the ultimate shareholder</b>		
— 銷售產品	— Sale of products	381	—
— 項目管理費	— Project management fee	(294)	—

## 中期簡明綜合財務報表附註

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月  
For the six months ended 30 June 2021

#### 25. 關聯方交易及結餘 (續)

#### 25. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

##### (b) 主要管理層人員補償

##### (b) Key management personnel compensation

		截至六月三十日止六個月 Six months ended 30 June	
		二零二一年 2021 千港元 HK\$'000 (未經審核) (Unaudited)	二零二零年 2020 千港元 HK\$'000 (未經審核) (Unaudited)
薪金及其他短期福利	Salaries and other short-term benefits	4,135	4,025
離職後成本	Post-employment costs	70	185
權益結算以股份為基礎之付款	Equity-settled share-based payments	—	2
		<b>4,205</b>	4,212



## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

## 25. 關聯方交易及結餘 (續)

## 25. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

## (c) 結餘概要

## (c) Summary of balances

			於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
<b>流動資產</b>	<b>Current assets</b>			
最終控股公司之同系附屬公司 欠款	Amounts due from fellow subsidiaries of the ultimate holding company	(i)	21,902	21,438
一名股東同系附屬公司欠款	Amounts due from a fellow subsidiary of a shareholder	(i)	190	—
本集團附屬公司之一名非控股 股東欠款	Amount due from a non- controlling shareholder of the Group's subsidiary	(i)	72,184	112,558
一名股東欠款	Amount due from a shareholder	(i)	209	206
其他關聯方欠款	Amounts due from other related parties		94,485	134,202
<b>流動負債</b>	<b>Current liabilities</b>			
欠最終控股公司同系附屬公司 之款項	Amounts due to fellow subsidiaries of the ultimate holding company	(i)	2,625	—
欠受本集團附屬公司一名 非控股股東控制之一間實體 之款項	Amount due to an entity controlled by a non- controlling shareholder of the Group's subsidiary	(i)	474	466
欠其他關聯方款項	Amounts due to other related parties		3,099	466

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

## 25. 關聯方交易及結餘(續)

## (c) 結餘概要(續)

附註：

- (i) 於二零二一年六月三十日，結餘為無抵押、不計息及須按的要求償還。於二零二零年十二月三十一日，除本集團持有一間附屬公司股份作為抵押品之應收本集團附屬公司非控股股東款項112,558,000港元外，餘下結餘為無抵押、不計息及須按的要求償還。

## (d) 一間聯營公司欠款

誠如附註25(a)所披露，一間聯營公司欠款主要為特許權費收入及向聯營公司貸款金額4,185,000港元(二零二零年十二月三十一日：無)為無抵押、年利率為5.5%，並於一年內到期。除該筆貸款外，餘下結餘為無抵押及須按的要求償還。

## (e) 一間中介控股公司欠款(欠一間中介控股公司款項)

- (i) 一間中介控股公司欠款主要為租金費用。結餘為無抵押、不計息及須按的要求償還。
- (ii) 欠一間中介控股公司款項包括57,602,000港元(二零二零年十二月三十一日：31,310,000港元)的無抵押、年利率5.0%至7.5%(二零二零年十二月三十一日：5.6%至7.5%)及須按的要求償還的貸款。於二零二一年六月三十日，無餘額(二零二零年十二月三十一日：2,428,000港元)為無抵押、不計息及須按的要求償還。

## 25. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

## (c) Summary of balances (continued)

Note:

- (i) As at 30 June 2021, the balances were unsecured, non-interest bearing and were repayable on demand. As at 31 December 2020, except for amount due from a non-controlling shareholder of the Group's subsidiary amounting to HK\$112,558,000 which the Group held the shares in a subsidiary as collateral, the remaining balances were unsecured, non-interest bearing and were repayable on demand.

## (d) Amount due from an associate

Amount due from an associate mainly represented the royalty fee income as disclosed in note 25(a) and a loan to an associate. The loan of HK\$4,185,000 (31 December 2020: Nil) was unsecured, interest bearing of 5.5% per annum and was due within one year. Except for the loan, the remaining balance was unsecured and was repayable on demand.

## (e) Amount due from (to) an intermediate holding company

- (i) Amount due from an intermediate holding company mainly represented the rental expense. The balance was unsecured, non-interest bearing and was repayable on demand.
- (ii) Amount due to an intermediate holding company included loans of HK\$57,602,000 (31 December 2020: HK\$31,310,000) which were unsecured, interest bearing of 5.0% to 7.5% (31 December 2020: 5.6% to 7.5%) per annum and were repayable on demand. As at 30 June 2021, no remaining balance (31 December 2020: HK\$2,428,000) was unsecured, non-interest bearing and was repayable on demand.

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

### 25. 關聯方交易及結餘 (續)

#### (f) 與一間關聯方的建築合約

於二零二一年四月二十日，本公司的一間間接非全資附屬公司重慶康樂製藥有限公司（「重慶康樂」）就位於中國重慶市長壽經濟技術開發區的高新技術產品及化學藥生產基地的建築項目（「重慶生產基地項目」），與本公司一間同系附屬公司北京清控中創工程建設有限公司（「北京清控」）訂立建築合約及補充協議，據此重慶康樂同意委聘北京清控為總承包商以進行重慶生產基地項目的建築工程，合約價為人民幣34,936,651.39元（可予調整）。

交易詳情載於本公司日期為二零二一年四月二十日之公告及本公司日期為二零二一年五月二十日之通函。

### 25. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

#### (f) Construction contract with a related party

On 20 April 2021, Chongqing Kangle Pharmaceutical Co., Ltd.\* (重慶康樂製藥有限公司) (“Chongqing Kangle”), an indirect non-wholly owned subsidiary of the Company, entered into a construction contract and a supplemental agreement in respect of the construction project of high-tech products and chemical drugs production base located at Changshou Economic and Technological Development District, Chongqing, the PRC (“Chongqing Production Base Project”) with Beijing Qingkong Zhongchuang Construction Co., Ltd.\* (北京清控中創工程建設有限公司) (“Beijing Qingkong”), which is a fellow subsidiary of the Company, pursuant to which Chongqing Kangle agreed to engage Beijing Qingkong as the general contractor to carry out the construction works for the Chongqing Production Base Project at the contract price of RMB34,936,651.39 (subject to adjustments).

Details of the transaction were set out in the announcement of the Company dated 20 April 2021 and circular of the Company dated 20 May 2021.

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

## 25. 關聯方交易及結餘(續)

## 25. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

## (g) 收購一間附屬公司額外權益

## (g) Acquisition of additional interest in a subsidiary

於二零二一年一月二十九日，本集團以代價4,300,000美元(相等於33,325,000港元)收購TFKT True Holdings的10,000股股份(約佔18.77%股權)，有關交易屬一項主要非現金交易。代價以抵銷應收本集團附屬公司非控股股東金額結付。

On 29 January 2021, the Group acquired 10,000 shares (approximately 18.77% equity interest) in TFKT True Holdings with a consideration of US\$4,300,000 (equivalent to HK\$33,325,000), which is a major non-cash transaction. The consideration is settled by offsetting against the amount due from a non-controlling shareholder of the Group's subsidiary.

		千港元 HK\$'000
代價	Consideration	33,325
所收購非控股權益賬面值	Carrying amounts of non-controlling interests acquired	(10,940)
於權益中確認的差額	Difference recognised within equity	22,385

交易詳情載於本公司日期為二零二一年二月一日之公告及此等中期簡明綜合財務報表附註26(a)。

Details of the transaction were set out in the announcement of the Company dated 1 February 2021 and note 26(a) to these interim condensed consolidated financial statements.

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

### 26. 或然事項

於二零二一年六月三十日，本集團有以下已於本公司於二零二零年經審核綜合財務報表所披露事件而導致的或然負債。

- (a) 於二零一九年八月，本公司接獲 Patrick John Wee Ewe Seng 先生（「PJW 先生」）及 Active Gains Universal Limited（「Active Gains」）（作為原告人）（統稱「原告人」）入稟香港高等法院（「法律程序」）對本公司及本公司全資附屬公司 Fester Global Limited（「Fester Global」）（作為被告人）發出有關根據買賣協議收購 TFKT True Holdings（「True Cayman」）51% 股本權益之若干安排（「買賣協議」）的傳訊令狀（「傳訊令狀」）。本集團已積極抗辯並駁回原告人之申索。於二零二一年一月，由於 Active Gains 無法就買賣協議下保證利潤不足之數向本集團作出補償，因此本集團已強制執行其於股份押記協議下的權利。以 Fester Global 為受益人而押記的 10,000 股 True Cayman 股份已轉讓予 Fester Global，以結付部份利潤保證協議下到期及應付金額。其後，本集團向原告人進行反申索，以收回保證利潤不足之數結餘，原告人的回應為呈交經修訂回覆、反申索抗辯及就反申索作出反申索。法律程序仍處於初步階段，直至本報告日期，審訊日期仍未訂定。根據本公司管理層考量最新發展的意見，因法律程序而導致任何重大經濟外流的可能性較低。

### 26. CONTINGENCIES

As at 30 June 2021, the Group had the following contingent liabilities arising from incidents as disclosed in the 2020 audited consolidated financial statements of the Company.

- (a) In August 2019, the Company was served a writ of summons (the "Writ") filed by Mr. Patrick John Wee Ewe Seng ("Mr. PJW") and Active Gains Universal Limited ("Active Gains") as the plaintiffs (collectively as the "Plaintiffs") against the Company and Fester Global Limited ("Fester Global"), a wholly-owned subsidiary of the Company, as the defendants in the High Court of Hong Kong (the "Legal Proceedings") regarding certain arrangements under the sale and purchase agreement of acquisition of 51% equity interest in TFKT True Holdings ("True Cayman") ("SPA"). The Group has been vigorously defending and opposing the Plaintiffs' claims. In January 2021, the Group has enforced its right under a share charge agreement since Active Gains has failed to compensate the Group in respect of the profit guarantee shortfalls under the SPA. 10,000 shares in True Cayman charged in favour of Fester Global were transferred to Fester Global as partial settlement of the amounts due and payable under the profit guarantee arrangement. Subsequently, the Group issued a Counterclaim against the Plaintiffs to recover the balance of the profit guarantee shortfalls, and in response, the Plaintiffs filed their Amended Reply, Defence to Counterclaim and Counterclaim to Counterclaim. The Legal Proceedings are still at a preliminary stage and the date of trial has not been fixed up to the date of this report. Based on the opinion of the management of the Company in consideration of the latest development, the possibility of any significant economic outflow in relation to the Legal Proceedings is remote.

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

## 26. 或然事項 (續)

- (b) 於二零二一年三月，本公司非全資附屬公司重慶康樂接獲上海市徐匯區人民法院的傳票連同民事起訴狀(「上海法律程序」)，內容有關上海海欣醫藥股份有限公司(「上海海欣」)指稱重慶康樂(作為被告人)未有履行與上海海欣於二零一一年五月十九日簽訂的硫酸羥氯喹項目合作協議(「合作協議」)，故對重慶康樂作出申索。上海海欣尋求法院頒令終止合作協議，並對重慶康樂申索損害賠償金額人民幣49,000,000元及因上海法律程序產生的訟費。重慶康樂已委聘律師，並擬積極抗辯上海海欣的申索。根據本公司管理層考慮最新發展的意見，因上海法律程序而導致任何重大經濟外流的可能性較低。

除上文所述外，本集團於二零二一年六月三十日並無任何重大或然負債。

## 26. CONTINGENCIES (CONTINUED)

- (b) In March 2021, Chongqing Kangle, a non-wholly owned subsidiary of the Company, received a court summons\* (傳票) attaching a statement of civil claim\* (民事起訴狀) (the “Shanghai Legal Proceedings”) from the Shanghai Xuhui District People’s Court\* (上海市徐匯區人民法院) in relation to the claim made by Shanghai Haixin Pharmaceutical Co., Ltd.\* (上海海欣醫藥股份有限公司) (“Shanghai Haixin”) against Chongqing Kangle as defendant for the alleged non-performance of a cooperation agreement on project for Hydroxychloroquine Sulfate\* (硫酸羥氯喹項目合作協議) signed on 19 May 2011 between Chongqing Kangle and Shanghai Haixin (the “Cooperation Agreement”). Shanghai Haixin sought for court order to terminate the Cooperation Agreement, and claimed against Chongqing Kangle for the damages in the amount of RMB49,000,000 and the costs incurred in connection with the Shanghai Legal Proceedings. Chongqing Kangle has engaged lawyers and intends to vigorously defend Shanghai Haixin’s claims. Based on the opinion of the management of the Company in consideration of the latest development, the possibility of any significant economic outflow in relation to the Shanghai Legal Proceedings is remote.

Except for the above, the Group did not have any material contingent liabilities as at 30 June 2021.

## 中期簡明綜合財務報表附註

## NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

截至二零二一年六月三十日止六個月

For the six months ended 30 June 2021

### 27. 報告期末後之事項

於二零二一年七月十二日，本公司的一間間接非全資附屬公司陝西紫光高新藥業有限公司（「陝西紫光」）與本公司的一間同系附屬公司山西省工業設備安裝集團有限公司（「山西工業」），就位於中國陝西省寶雞市高新技術產業開發區的新中藥生產基地建築項目（「陝西生產基地項目」）訂立建築合約（「陝西建築合約」），據此陝西紫光同意委聘山西工業作為總承包商以進行陝西生產基地項目的建築工程，估計合約價為人民幣166,000,000元（可予調整）。

股東特別大會將於二零二一年九月九日（星期四）上午十一時正假座香港灣仔告士打道138號聯合鹿島大廈15樓召開及舉行，以供獨立股東考慮及酌情批准陝西建築合約及其項下擬進行之交易，詳情載於本公司日期為二零二一年八月十八日之通函。

### 27. EVENT AFTER THE END OF THE REPORTING PERIOD

On 12 July 2021, Shaanxi Unisplendour Hi-tech Pharmaceutical Co., Ltd.\* (陝西紫光高新藥業有限公司) (“Shaanxi Unisplendour”), an indirect non-wholly owned subsidiary of the Company, entered into a construction contract (“Shaanxi Construction Contract”) in respect of the construction project (“Shaanxi Production Base Project”) of the new production base for Chinese medicines located at Hi-tech Industrial Development District, Baoji City, Shaanxi Province, the PRC\* (中國陝西省寶雞市高新技術產業開發區) with Shanxi Industrial Equipment Installation Group Co., Ltd.\* (山西省工業設備安裝集團有限公司) (“Shanxi Industrial”), a fellow subsidiary of the Company, pursuant to which Shaanxi Unisplendour agreed to engage Shanxi Industrial as the general contractor to carry out the construction works for the Shaanxi Production Base Project at the estimated contract price of RMB166,000,000 (subject to adjustments).

An extraordinary general meeting will be convened and held at 15th Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong on Thursday, 9 September 2021 at 11:00 a.m. for the independent shareholders to consider and, if thought fit, approve the Shaanxi Construction Contract and the transaction contemplated thereunder, details of which are set out in the circular of the Company dated 18 August 2021.

# 中期簡明綜合財務報表審閱報告 REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS



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致同方康泰產業集團有限公司董事會

(於開曼群島註冊成立之有限公司)

## 引言

吾等已審閱列載於第6頁至第46頁同方康泰產業集團有限公司(「貴公司」)及其附屬公司之中期簡明綜合財務報表,包括於二零二一年六月三十日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表和簡明綜合現金流動表以及若干說明附註。香港聯合交易所有限公司證券上市規則規定,就中期財務資料編製之報告必須符合當中有關條文及香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司之董事須負責根據香港會計準則第34號編製及呈列該等中期簡明綜合財務報表。吾等之責任為根據審閱對該等中期簡明綜合財務報表作出結論。本報告按照協定之委聘條款僅向閣下(作為整體)報告,除此之外別無其他目的。吾等不會就本報告之內容對任何其他人士負上或承擔任何責任。

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

同方康泰產業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

## INTRODUCTION

We have reviewed the interim condensed consolidated financial statements of Tongfang Kontafarma Holdings Limited (the "Company") and its subsidiaries set out on pages 6 to 46, which comprise the condensed consolidated statement of financial position as of 30 June 2021 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The directors of the Company are responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these interim condensed consolidated financial statements based on our review. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.



## 中期簡明綜合財務報表審閱報告

### REPORT ON REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

#### 審閱範圍

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

#### 結論

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

香港立信德豪會計師事務所有限公司  
執業會計師

伍惠民  
執業證書編號P05309

香港  
二零二一年八月三十日

#### SCOPE OF REVIEW

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

#### CONCLUSION

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

**BDO Limited**  
*Certified Public Accountants*

**Ng Wai Man**  
Practising Certificate Number P05309

Hong Kong  
30 August 2021

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

截至二零二一年六月三十日止六個月，本集團主要(i)於中國製造及銷售處方藥，包括化學藥及傳統處方中醫藥，及實驗室相關產品；及(ii)經營健身中心及提供健身和健康諮詢服務，並經營特許經營業務以獲得特許權費收入。本集團曾從事水泥業務，即製造及銷售水泥及熟料以及買賣水泥，營運地點為中國山東省及上海市。本集團已於二零二零年十二月二十一日出售水泥業務，截至二零二零年六月三十日止六個月的比較數字已相應重列為已終止經營業務。

### 財務業績

#### 持續經營業務

本集團截至二零二一年六月三十日止六個月之收入為458.2百萬港元(二零二零年：455.7百萬港元)，較二零二零年同期增加0.5%。本集團截至二零二一年六月三十日止六個月之虧損淨額為73.2百萬港元(二零二零年：純利4.3百萬港元)。每股基本虧損為1.35港仙(二零二零年：0.23港仙)。

收入由455.7百萬港元輕微增加至458.2百萬港元，而毛利由243.3百萬港元減少至225.4百萬港元，主因如下：

- 在醫藥業務分部方面，COVID-19的擴散於中國內地得到有效控制，在不同方面為附屬公司帶來影響。重慶康樂製藥有限公司(「重慶康樂」)製造的原料藥(「原料藥」)磷酸氯喹供不應求的局面在二零二一年已逐步穩定下來，致其收入及毛利有所回落，而其他醫藥業務附屬公司的收入及毛利已逐步回升，在一定程度上減輕了重慶康樂收入及毛利下跌的影響；

For the six months ended 30 June 2021, the Group was principally engaged in the (i) manufacturing and sales of prescription drugs, including chemical drugs and prescribed traditional Chinese medicines, and laboratory related products in the PRC; (ii) operating of fitness centres and provision of consultation services for fitness and health activities, and operating of franchise business for royalty fee income. The Group was previously engaged in cement business, that is, the manufacturing and sales of cement and clinker and trading of cement with operations in Shandong province and Shanghai in the PRC. The Group has disposed of its cement business on 21 December 2020, and the comparatives for the six months ended 30 June 2020 have been re-presented as discontinued operation accordingly.

### FINANCIAL RESULTS

#### Continuing Operations

The revenue of the Group for the six months ended 30 June 2021 was HK\$458.2 million (2020: HK\$455.7 million), representing an increase of 0.5% as compared to the corresponding period of 2020. The net loss of the Group for the six months ended 30 June 2021 was HK\$73.2 million (2020: net profit of HK\$4.3 million). The basic loss per share amounted to HK1.35 cents (2020: HK0.23 cent).

The slight increase in revenue from HK\$455.7 million to HK\$458.2 million and the decrease in gross profit from HK\$243.3 million to HK\$225.4 million was mainly attributable to the following reasons:

- In the pharmaceutical business segment, the effective control of the spread of COVID-19 in Mainland China has impact on the subsidiaries in different manners. The excess demand of the active pharmaceutical ingredients (“API”) Chloroquine Phosphate manufactured by Chongqing Kangle Pharmaceutical Co., Ltd.\* (重慶康樂製藥有限公司) (“Chongqing Kangle”) has gradually steadied in 2021, which resulted in the decline in Chongqing Kangle’s revenue and gross profit, while the revenue and gross profit from other pharmaceutical business subsidiaries have gradually recovered, which alleviated the impact of the decrease in revenue and gross profit in Chongqing Kangle to a certain extent;

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

### 財務業績 (續)

#### 持續經營業務 (續)

- 在健身業務分部方面，由於COVID-19於二零二一年第二季在新加坡及台灣爆發，此兩個地區的健身中心需要停業，導致該業務分部毛利下跌。

本集團於截至二零二一年六月三十日止六個月錄得淨虧損，而截至二零二零年六月三十日止六個月則錄得純利。除毛利下降外，該轉盈為虧主要歸因於(i)本集團健身業務商譽的一次性減值及應收款項的預期信貸虧損；及(ii)由於COVID-19於二零二一年第二季在新加坡及台灣爆發，此兩個地區的健身中心需要停業，導致本集團健身業務分部出現重大虧損。

#### 已終止經營業務

本集團已於二零二零年十二月二十一日出售水泥業務，截至二零二零年六月三十日止六個月的比較數字已相應重列為已終止經營業務。

#### 業務回顧

##### 醫藥業務

截至二零二一年六月三十日止六個月，本集團醫藥業務收入為379.8百萬港元(二零二零年：378.7百萬港元)，較二零二零年同期小幅增長0.3%。截至二零二一年六月三十日止六個月的純利為21.2百萬港元(二零二零年：53.1百萬港元)，較二零二零年同期減少60.1%。純利下跌，主要是由於COVID-19疫情已在中國內地得到有效控制，重慶康樂生產的原料藥供不應求局面及高利潤情況已在二零二一年逐步穩定下來。詳情載於醫藥業務相關附屬公司的分析中。

### FINANCIAL RESULTS (CONTINUED)

#### Continuing Operations (continued)

- In the fitness business segment, due to the outbreak of the COVID-19 in the second quarter of 2021 in Singapore and Taiwan, the suspension of operation of the fitness centres in these two regions led to the decrease in the gross profit in that business segment.

The Group recorded a net loss for the six months ended 30 June 2021 as compared to the net profit for the six months ended 30 June 2020. Apart from the decrease in gross profit, the turnaround from profit to loss was mainly attributable to (i) one-off impairment on goodwill and expected credit loss on receivables in the fitness business of the Group; and (ii) significant loss of the Group in the fitness business segment resulting from the suspension of operation of our fitness centres in Singapore and Taiwan due to the outbreak of the COVID-19 in the second quarter of 2021 in these two regions.

#### Discontinued Operation

The Group has disposed of its cement business on 21 December 2020, and the comparatives for the six months ended 30 June 2020 have been re-presented as discontinued operation accordingly.

## BUSINESS REVIEW

### Pharmaceutical Business

The revenue of the Group's pharmaceutical business for the six months ended 30 June 2021 was HK\$379.8 million (2020: HK\$378.7 million), representing a slight increase of 0.3% as compared to the corresponding period of 2020. The net profit for the six months ended 30 June 2021 was HK\$21.2 million (2020: HK\$53.1 million), representing a decrease of 60.1% as compared to the corresponding period of 2020. The decrease of net profit was mainly because the excess demand and high margin of the API manufactured by Chongqing Kangle have gradually steadied in 2021, as the COVID-19 pandemic has been effectively controlled in Mainland China. Details are set out in the analysis of respective subsidiaries of pharmaceutical business.

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

### 業務回顧(續)

#### 醫藥業務(續)

二零二一年，隨著COVID-19疫情於中國內地得到有效控制，各地區醫院門診量正逐步恢復，物流受阻情況已全部解決，人員流動受限、生產物資調配困難等情況鮮少發生。在此良好形勢下，本集團醫藥業務經營正在逐步恢復正常水平，其中本集團醫藥業務中成藥銷售方面於二零二零年受到較大影響，需要較長時間重新梳理和恢復，但本集團已採取措施予以應對，盡量縮短恢復期。而原料藥銷售方面，因COVID-19疫情帶來的供不應求局面在二零二一年已結束，商品價格及需求量均回歸至平穩區間。

#### 1. 同方藥業集團有限公司(「同方藥業」)

同方藥業主要從事化學仿製藥的生產及銷售，在北京市延慶區擁有3萬平方米的製劑車間，主打產品均為處方用藥，治療領域主要包括局部麻醉用藥和婦科用藥。二零二一年上半年收入為人民幣160.1百萬元，同比二零二零年人民幣125.9百萬元上升27.2%；二零二一年上半年實現毛利額人民幣142.5百萬元，同比二零二零年同期人民幣112.5百萬元增長26.7%。

同方藥業產品主要面對中國內地各級醫院市場，二零二零年爆發的COVID-19疫情對同方藥業影響巨大，二零二一年隨著COVID-19疫情於中國內地得到有效控制以及同方藥業的不懈努力，同方藥業上半年回歸正常運營軌道，終端市場正在逐步恢復，同方藥業還制定了更多有針對性的開拓方案，力爭在未來幾年實現更快速的增長。同時同方藥業還在新產品、新模式運營上持續發力，優暢康、精優能等新產品獲得了很好的市場反響，同方藥業目前正在和幾家有實力的大型企業進行探討，未來準備實現合作共贏。

### BUSINESS REVIEW (CONTINUED)

#### Pharmaceutical Business (continued)

In 2021, as the COVID-19 pandemic in Mainland China has been effectively under control, outpatients of hospitals from different regions are gradually recovering, the interruptions in logistics have been solved, and mobility restrictions and difficulty in allocating production materials now rarely happen. With these improving factors, the operation of the Group's pharmaceutical business has gradually recovered to its normal level. Yet, the sales of proprietary Chinese medicines under the Group's pharmaceutical business, which were affected to a greater extent in 2020, take more time to reorganize and recover. Nonetheless, the Group has already taken measures to overcome such situation and to minimize the period for recovery as far as possible. On the front of sales of API, the excess demand brought by the COVID-19 came to an end in 2021, and product prices and level of demand all returned to a stable range.

#### 1. Tongfang Pharmaceutical Group Co., Ltd\* (同方藥業集團有限公司) ("Tongfang Pharmaceutical")

Tongfang Pharmaceutical is principally engaged in the production and sales of chemical generic drugs. It has a preparation workshop of 30,000 square meters in Yanqing District, Beijing. Its key products are prescription drugs and its therapeutic areas mainly include drugs for local anesthesia and gynecological purposes. In the first half of 2021, its revenue amounted to RMB160.1 million, representing an increase of 27.2% as compared with RMB125.9 million in 2020; gross profit amounted to RMB142.5 million in the first half of 2021, representing a growth of 26.7% as compared with RMB112.5 million in the same period in 2020.

Products of Tongfang Pharmaceutical are mainly targeted at hospitals of all levels in Mainland China. The outbreak of COVID-19 pandemic in 2020 had a huge impact on Tongfang Pharmaceutical. In 2021, with the effective control of the COVID-19 pandemic in Mainland China and the unremitting efforts of Tongfang Pharmaceutical, the operation returned to the normal track in the first half of the year, and the end market is gradually recovering. Tongfang Pharmaceutical has also formulated more targeted expansion plans, striving to achieve more rapid growth in the next few years. At the same time, Tongfang Pharmaceutical has continued to put efforts in the operation of new products and new models, and new products such as UCAN\* ("優暢康") and Vigor\* ("精優能") have been well received by the market. Tongfang Pharmaceutical is currently in discussion with several competent large enterprises, and is ready to achieve win-win cooperation in the future.

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

### 業務回顧 (續)

#### 醫藥業務 (續)

#### 2. 陝西紫光辰濟藥業有限公司 (「陝西辰濟」)

陝西辰濟主要從事中藥相關領域的業務，包括中藥製造及分銷以及營運位於陝西寶雞市之生產設施。陝西辰濟二零二一年上半年實現收入人民幣33.8百萬元，同比二零二零年同期收入人民幣24.3百萬元，上升39.1%，二零二一年上半年實現毛利額人民幣15.4百萬元，同比二零二零年同期毛利額人民幣10.7百萬元，增長43.9%。

陝西辰濟在此次COVID-19疫情中受影響較大，同時還面臨著原材料漲價、能源漲價等諸多挑戰，二零二一年上半年積極面對挑戰，穩定住了整體經營局面。同時陝西辰濟制定的持續發展的計畫，已從二零二零年下半年開始執行，位於陝西寶雞市之新生產基地的建設工作目前已完成招投標，正在等待本公司股東會的批准，如該計畫順利執行，將解決限制陝西辰濟發展的主要問題，盤活現有資源，讓陝西辰濟實現一個質的飛躍，更好的為股東和社會貢獻價值。

### BUSINESS REVIEW (CONTINUED)

#### Pharmaceutical Business (continued)

#### 2. Shaanxi Unisplendour Life Care Pharmaceutical Co., Ltd.\* (陝西紫光辰濟藥業有限公司) (“Shaanxi Life Care”)

Shaanxi Life Care is principally engaged in business of the Chinese medicine-related fields, including the manufacturing and distribution of Chinese medicines and operating a production facility in Baoji, Shaanxi. Shaanxi Life Care achieved revenue of RMB33.8 million in the first half of 2021, representing an increase of 39.1% as compared with the revenue of RMB24.3 million in the same period in 2020, and achieved a gross profit of RMB15.4 million in the first half of 2021, representing an increase of 43.9% as compared with the gross profit of RMB10.7 million in the same period in 2020.

Shaanxi Life Care was severely affected by the COVID-19, and concurrently encountered various challenges such as rising raw material prices and rising energy prices. In the first half of 2021, Shaanxi Life Care adopted a positive way to deal with the challenges and stabilized its overall operation. In the meantime, Shaanxi Life Care has formulated the plan to promote the sustainable development, which has been implemented since the second half of 2020. The construction of a new production base in Baoji, Shaanxi was conducted through tendering and bidding process, and is now pending the approval of the shareholders of the Company. If the plan is successfully implemented, it will solve the major issues that restrict the development of Shaanxi Life Care. The existing resources will be revitalized which will enable Shaanxi Life Care to achieve a leap in quality and better contribute in value to shareholders and society.

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

### 業務回顧 (續)

#### 醫藥業務 (續)

#### 3. 重慶康樂

重慶康樂主要於重慶市長壽工業園區從事原料藥及原料藥中間體之研發、生產及銷售業務。重慶康樂二零二一年上半年實現收入人民幣66.3百萬元，同比二零二零年同期收入人民幣161.0百萬元，下降58.8%；二零二一年上半年實現毛利額人民幣22.9百萬元，同比二零二零年同期毛利額人民幣96.6百萬元，下降76.3%。

隨著全球COVID-19疫情以及COVID-19疫情於中國內地的有效控制，重慶康樂相關原料藥的價格和供應量已逐漸回歸平穩區間，二零二零年重慶康樂製造的磷酸氯喹原料藥供不應求帶來的正向效應在一定程度上得到了延續，目前重慶康樂生產經營狀況良好，預計二零二一年收入及利潤水準對比COVID-19疫情前的狀態將有所增長。

#### 4. 斯貝福(北京)生物技術有限公司(「斯貝福」)

斯貝福主要從事標準化實驗動物銷售及動物源性藥原料銷售。斯貝福二零二一年上半年實現收入人民幣61.3百萬元，同比二零二零年同期營業收入人民幣29.9百萬元，增長105.0%；二零二一年上半年實現毛利額人民幣31.8百萬元，同比二零二零年同期毛利額人民幣12.2百萬元，同比增長160.7%。

隨著中國內地新藥研發的快速增長，斯貝福的業績也實現較快的增長，目前斯貝福生產經營狀態平穩，斯貝福所面臨的問題是行業內競爭對手的高速增長對於市場整體的衝擊非常大，斯貝福未來很長一段時間都將要面對競爭對手帶來的壓力。

### BUSINESS REVIEW (CONTINUED)

#### Pharmaceutical Business (continued)

#### 3. Chongqing Kangle

Chongqing Kangle is principally engaged in the research and development, production and sales of API and intermediate API in Chongqing Changshou Chemical Industrial Park. Chongqing Kangle recorded revenue of RMB66.3 million in the first half of 2021, representing a decrease of 58.8% as compared with the revenue of RMB161.0 million in the same period of 2020; its gross profit for the first half of 2021 amounted to RMB22.9 million, representing a decrease of 76.3% as compared with the gross profit of RMB96.6 million in the same period of 2020.

With the effective control of the global COVID-19 pandemic and the COVID-19 pandemic in Mainland China, the price and supply of related API of Chongqing Kangle have gradually returned to a stable range, and the positive effect brought by the massive demand of the API Chloroquine Phosphate manufactured by Chongqing Kangle in 2020 has continued to a certain extent. At present, the production and operation of Chongqing Kangle are in good condition, and it is expected that the revenue and profit level in 2021 will increase as compared to the status before the COVID-19 pandemic.

#### 4. SPF (Beijing) Biotechnology Co., Ltd.\* (斯貝福(北京)生物技術有限公司) (“SPF”)

SPF is principally engaged in the sales of standardized laboratory animals and animal indigenous raw materials. SPF recorded revenue of RMB61.3 million in the first half of 2021, representing an increase of 105.0% as compared with the operating revenue of RMB29.9 million in the same period in 2020, and recorded gross profit of RMB31.8 million in the first half of 2021, representing an increase of 160.7% as compared with the gross profit of RMB12.2 million in the same period in 2020.

With the rapid growth of the research and development of new drugs in Mainland China, the performance of SPF has also achieved relatively rapid growth. At present, SPF's production and operation are stable. The problem faced by SPF is that the rapid growth of competitors in the industry has a great impact on the overall market. SPF will need to encounter the pressure from competitors for a long time in the future.

## 管理層討論及分析

### MANAGEMENT DISCUSSION AND ANALYSIS

#### 業務回顧(續)

#### 醫藥業務(續)

##### 5. Apros Therapeutics, Inc. (「Apros」)

Apros於二零一六年在美國註冊成立。隨着科學技術的進步，癌症的治療手段從傳統的手術治療、放射治療、化學治療發展到標靶治療及免疫治療。目前癌症免疫治療已成為可觀及受歡迎的研究範疇，採取許多方法以引發抗腫瘤免疫力。Apros專門探索及開發Toll樣受體7(TLR7)激動劑及已開發小分子TLR7激動劑組合，以治療癌症及傳染病。美國食品藥品監督管理局批准了第一批臨床候選藥物，並於二零二一年進入了大腸癌患者的1期臨床試驗。

#### 健身業務

本集團健身業務截至二零二一年六月三十日止六個月之收入為78.4百萬港元(二零二零年：77.1百萬港元)，其中包括特許權收入22.1百萬港元(二零二零年：25.9百萬港元)。截至二零二一年六月三十日止六個月之虧損淨額為87.3百萬港元(二零二零年：31.8百萬港元)。

本集團健身業務於二零二一年初開局良好，沿著復甦道路前進，私人訓練收入及新入會人數持續上升。直至五月情況逆轉，新加坡及台灣地區再次面臨COVID-19疫情威脅。鑒於本集團健身業務所在兩個地區政府措施，新加坡及本集團位於台灣的聯營公司全真瑜珈控股有限公司(「聯營公司」)的所有會所被迫暫時關閉。本集團去年於新加坡曾經歷暫時閉館，因此二零二一年面臨類似情況時，可以迅速採取應對措施，包括但不限於加強成本控制、保持會員溝通、注重場館清潔以及關注員工健康等。基於去年過往經驗，會員會於重開後陸續回歸，因此，縱使二零二一年本集團健身業務面臨COVID-19疫情造成的影響，本集團亦有信心走出逆境，致力於為每位追求身心健康的人士提供更好的服務。

#### BUSINESS REVIEW (CONTINUED)

#### Pharmaceutical Business (continued)

##### 5. Apros Therapeutics, Inc. ("Apros")

Apros was incorporated in the United States in 2016. With the advancement of science and technology, the treatment of tumor has advanced from traditional surgery treatment, radiotherapy and chemotherapy to targeted therapy and immunotherapy. At present, tumor immunotherapy has become a promising and popular research field, with many approaches being taken to elicit anti-tumor immunity. Apros focuses on the discovery and development of Toll-Like Receptor-7 (TLR7) agonists and has developed a portfolio of small molecule TLR7 agonists for the treatment of cancer and infectious disease. The first clinical candidate was cleared by the United States Food and Drug Administration and entered Phase 1 clinical trial in colorectal cancer patients in 2021.

#### Fitness Business

The revenue of the Group's fitness business for the six months ended 30 June 2021 was HK\$78.4 million (2020: HK\$77.1 million) which includes a franchise income of HK\$22.1 million (2020: HK\$25.9 million). The net loss for the six months ended 30 June 2021 was HK\$87.3 million (2020: HK\$31.8 million).

The fitness business of the Group kicked off the year 2021 in an excellent way and was moving forward to recovery. Income from personal training classes and the number of new members increased continuously. The situation reversed in May as Singapore and Taiwan once again faced the threat brought by the COVID-19. In view of the measures adopted by the governments of these two regions, all of our clubs in Singapore and the clubs of the Group's associate, True Yoga Holdings Limited (the "associate") in Taiwan were forced to close. Since our clubs in Singapore were closed last year, when we faced the similar situation in 2021, the Group was able to adopt countermeasures swiftly, including but not limited to enhancing cost control, maintaining communication with its members, emphasising on the cleaning of clubs and caring about the health of its staff. The experience from last year is that members returned to our clubs after they are reopened. Thus the Group is confident to overcome the challenges brought by the effect from COVID-19 on the fitness business of the Group in 2021, and strive to provide better services to every member in achieving health both mentally and physically.

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

### 財務回顧

#### 流動資金及融資

本集團於截至二零二一年六月三十日止六個月之資本開支、日常經營及投資主要由其經營所得現金、來自主要往來銀行及一間中介控股公司之貸款提供資金。

於二零二一年六月三十日，本集團持有銀行結餘及現金儲備約114.9百萬港元(二零二零年十二月三十一日：165.8百萬港元)，包括現金及現金等價物約107.7百萬港元以及已抵押及受限制銀行存款約7.2百萬港元(二零二零年十二月三十一日：現金及現金等價物約165.8百萬港元)。

於二零二一年六月三十日，本集團須於一年內償還之未償還借貸約215.0百萬港元，另有20.8百萬港元之未償還借貸須於一年後償還(二零二零年十二月三十一日：167.6百萬港元須於一年內償還以及29.2百萬港元之未償還借貸須於一年後償還)。於二零二一年六月三十日，本集團之未償還借貸中，有80.6%以人民幣(「人民幣」)計值，19.4%則以新加坡元(「新加坡元」)計值。本集團之所有未償還借貸均按固定利率計息。

於二零二一年六月三十日，本集團的資產負債比率(借貸總額除以總資產)如下：

### FINANCIAL REVIEW

#### Liquidity and Financing

The Group's capital expenditure, daily operations and investments during the six months ended 30 June 2021 were mainly funded by cash generated from its operations and loans from principal bankers and an intermediate holding company.

As at 30 June 2021, the Group maintained bank balances and cash reserves of approximately HK\$114.9 million (31 December 2020: HK\$165.8 million), including cash and cash equivalents of approximately HK\$107.7 million and pledged and restricted bank deposits of approximately HK\$7.2 million (31 December 2020: cash and cash equivalents of approximately HK\$165.8 million).

As at 30 June 2021, the Group had outstanding borrowings repayable within one year of approximately HK\$215.0 million and HK\$20.8 million repayable after one year (31 December 2020: HK\$167.6 million repayable within one year and HK\$29.2 million repayable after one year). As at 30 June 2021, 80.6% of the Group's outstanding borrowings were denominated in Renminbi ("RMB") and 19.4% in Singapore dollars ("SGD"). All of the Group's outstanding borrowings were charged at fixed rates.

The gearing ratio (total borrowings over total assets) of the Group as at 30 June 2021 was as follows:

		於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
借貸總額	Total borrowings	235,752	196,777
總資產	Total assets	2,454,149	2,542,284
資產負債比率	Gearing ratio	9.6%	7.7%



## 管理層討論及分析

### MANAGEMENT DISCUSSION AND ANALYSIS

#### 財務回顧(續)

##### 財務管理及政策

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

##### 外匯波動風險

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

##### 資產抵押

於二零二一年六月三十日，本集團之銀行借貸149,084,000港元(二零二零年十二月三十一日：104,364,000港元)、有關向供應商開具應付票據之短期銀行融資4,901,000港元(二零二零年十二月三十一日：無)及租賃負債5,099,000港元(二零二零年十二月三十一日：6,169,000港元)已以下列項目作抵押：

#### FINANCIAL REVIEW (CONTINUED)

##### Financial Management and Policy

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

##### Risk of Foreign Exchange Fluctuation

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

##### Pledge of Assets

As at 30 June 2021, the Group's bank borrowings of HK\$149,084,000 (31 December 2020: HK\$104,364,000), short-term bank facilities in respect of the issuance of bills payable to suppliers of HK\$4,901,000 (31 December 2020: Nil), and lease liabilities of HK\$5,099,000 (31 December 2020: HK\$6,169,000) were secured by the following:

		於二零二一年 六月三十日 At 30 June 2021 千港元 HK\$'000 (未經審核) (Unaudited)	於二零二零年 十二月三十一日 At 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
樓宇及建築物	Buildings and structures	102,926	41,775
使用權資產	Right-of-use assets	23,469	24,320
抵押銀行存款	Pledged bank deposits	1,763	—
應收貿易款項	Trade receivables	19,909	30,827
銀行結餘	Bank balance	4,608	1,552
		<b>152,675</b>	<b>98,474</b>

## 管理層討論及分析

# MANAGEMENT DISCUSSION AND ANALYSIS

### 財務回顧(續)

#### 重大資本承擔及投資

本集團有以下資本承擔：

### FINANCIAL REVIEW (CONTINUED)

#### Material Capital Commitments and Investments

The Group had the following capital commitments:

		於二零二一年 六月三十日 <b>As at 30 June 2021</b> 千港元 <b>HK\$'000</b> (未經審核) <b>(Unaudited)</b>	於二零二零年 十二月三十一日 As at 31 December 2020 千港元 HK\$'000 (經審核) (Audited)
已訂約但未於中期簡明 綜合財務報表撥備之 資本承擔：	Capital commitments contracted for but not provided in the interim condensed consolidated financial statements:		
— 購置物業、廠房及 設備	— Acquisition of property, plant and equipment	<b>57,123</b>	14,589

#### 報告期末後之事項

本集團之報告期末後之事項之詳情載於本報告中期簡明綜合財務報表附註27。

#### Event after the End of the Reporting Period

Details of the Group's events after the end of the reporting period are set out in note 27 to the interim condensed consolidated financial statements in this report.

#### 僱員

於二零二一年六月三十日，本集團有1,213名(二零二零年十二月三十一日：1,221名)員工。本集團之一貫政策為提供具競爭力之薪酬待遇，並按僱員表現發放薪金及花紅獎勵。此外，根據購股權計劃及股份獎勵計劃各自之條款，合資格僱員或可分別獲授購股權及獎勵股份。該等計劃旨在激勵選定僱員為本集團作出貢獻，及讓本集團可招聘及挽留具有卓越才幹之僱員，以及吸納及挽留對本集團而言屬寶貴之人力資源。

#### EMPLOYEES

As at 30 June 2021, the Group had 1,213 (31 December 2020: 1,221) employees. The Group maintains a policy of paying competitive remuneration packages and employees are also rewarded salary and bonus on a performance related basis. In addition, share options and awarded shares may be granted to eligible employees pursuant to the terms of the share option scheme and the Share Award Scheme, respectively. The purposes of the schemes are to provide incentives to the selected employees to contribute to the Group, to enable the Group to recruit and retain high-calibre employees, and attract and retain human resources that are valuable to the Group.

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

### 展望

#### 醫藥業務

二零二一年COVID-19疫情於中國內地已得到控制，該因素對中國內地醫藥行業的影響正在逐漸降低，但醫藥行業依然面臨中國內地的醫改所帶來的不確定性，本集團醫藥業務面對當前局面，始終保持積極應對的態勢，在產品研發、市場開拓、能力升級、風險控制等方面努力發揮自身專業優勢，利用現有資源不斷深挖和聚焦，最大限度的使資產得到有效利用，同時繼續積極探索新的商業模式、合作夥伴以及新的利潤增長點。

#### 健身業務

本集團健身分部的策略建基於其使命，旨在透過為人們及社區的健康帶來積極影響，為所有利益相關者創造價值。本集團相信每個人都有權享受體魄強健的好處。在COVID-19疫情中，人們越來越意識到需要更健康的生活方式。COVID-19疫情凸顯了增強人們免疫系統的重要性。因應此點，本集團將藉此機會吸引更多會員、改善會員體驗，並將透過下列方法達致業務增長：

- **收益管理**

我們致力保持極具吸引力的會籍費，並繼續透過提供增值產品及服務提高會籍收益。

### OUTLOOK

#### Pharmaceutical Business

In 2021, the COVID-19 in Mainland China has been well contained. The impact on the pharmaceutical industry of Mainland China is gradually reducing, yet the pharmaceutical industry still faces uncertainties brought by the medical reform in Mainland China. In the face of the current situation, the Group's pharmaceutical segment has always maintained a positive trend of response, and strived to fully utilize its professional advantages in research and development of new products, market expansion, capacity upgrading, risk control, etc., and has continuously dived deep into and focused on existing resources to maximise the effective utilisation of assets. Meanwhile, it keeps actively exploring new business models, partners and new profit growth drivers.

#### Fitness Business

The strategy of the Group's fitness segment is based on its mission at creating value for all the stakeholders by having a positive impact on the health of people and the communities. The Group believes that everyone should have access to the benefits that fitness offers. People have become increasingly aware of the need for a healthier lifestyle in light of the COVID-19. The outbreak of the COVID-19 highlighted the importance of boosting people's immune systems. In view of this, the Group will take this opportunity to attract more members, improve member experience, and achieve business growth through the following methods:

- **Income management**

We are committed to keeping membership fee attractive, and continuously increasing membership yield by offering value-added products and services.

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

### 展望 (續)

#### 健身業務 (續)

- **難以抗拒的會員體驗**

憑藉我們靈活的合約、設備齊全和狀況良好的健身館及友善的健身專家，我們提供令人難以抗拒的會員體驗，備受不同年齡和收入層以及健身新丁和專家青睞。我們在台灣重新裝修了兩間老舊的健身館以保持一貫的品牌體驗，並確保各種設備繼續超乎會員的期望。聯營公司頻密有序的保養計劃包括定期到場視察及每六個月翻新各場地一次，確保我們全部場地繼續保持競爭力，能為所有會員提供優質設施。

- **應用程式插件及提供虛擬健身**

我們現時的會所大多鄰近生活及工作地點，是人們考慮入會的重要因素。此外，我們為所有會員提供虛擬團體課堂及指導影片，讓他們可以在家鍛煉身體。透過為會員提供在家中及會所做運動的機會，健身不再受時地所限。除了幫助會員保持健康外，我們將於應用程式加入營養指南，以助會員選擇健康的食物及揀選配合其訓練計劃的適當營養。會員可以通過我們乾淨、先進的設備以及安全、舒適的環境得到超出預期的體驗。我們極具競爭力的價格讓更多人可以全年無間地鍛煉身體。

- **與業主重新磋商租賃條款**

鑒於政府強制關閉健身中心及健身館，部分業主因應COVID-19疫情的空前影響，現願意與我們靈活磋商。我們成功與部分業主達成協議，在未來六至九個月取得若干形式的租金寬免及租金寬減。我們將在未來數月繼續努力尋求業主支援，以降低我們的營運成本。

### OUTLOOK (CONTINUED)

#### Fitness Business (continued)

- **Compelling member experience**

With contracts of flexible terms delivered through well-equipped and maintained gyms, staffed with friendly fitness experts, we offer a very compelling member experience that has a wide appeal across age and income groups and to gym amateurs and experts alike. The associate completed 2 refits of obsolete gyms in Taiwan, to maintain consistent brand presentation and ensure the range of equipment continuing to exceed member expectations. Our intensive planned maintenance program with regular site visits and a bi-annual update of every site ensure that our entire estate continues to be competitive in providing high-quality facilities to all our members.

- **APP add-on and providing virtual fitness**

Most of our current clubs are located close to where people live and work, and this is essential for people to join a club. In addition, we organize virtual group classes and instruction videos to all our members, so they can also work out at home. By offering our members the opportunity to exercise both at home and at a club, they can work on their fitness wherever and whenever they want. On top of helping them to stay fit, we will be adding nutrition guides in our APP to help our members to choose healthy food options and select the right nutrients that fit their exercise plans. Members can get an experience beyond their expectation through our clean and state-of-the-art equipments and a safe and welcoming environment. Our competitive prices allow more and more people to work out throughout the year.

- **Re-negotiate lease term with landlords**

In the light of the government-mandated closure of fitness centres and gyms, some landlords are now willing to be flexible and negotiate with us given the unprecedented impact of the COVID-19 pandemic. We managed to conclude deals with some of our landlords for some form of rent relief and rent deduction for the next 6–9 months, and will continue to request for support from landlords in the coming months to lower our operation costs.

## 企業管治及其他資料

### CORPORATE GOVERNANCE AND OTHER INFORMATION

#### 中期股息

同方康泰產業集團有限公司(「本公司」，連同其附屬公司，統稱「本集團」)之董事(「董事」)會(「董事會」)認為保持適當水平之資金以便充份掌握日後出現之商機，乃屬審慎之舉，故不建議宣派截至二零二一年六月三十日止六個月(「本期間」)之中期股息(二零二零年：無)。

#### 購股權計劃

##### (a) 本公司之購股權計劃

本公司之購股權計劃(「購股權計劃」)於二零一一年四月二十八日採納，自二零一二年一月十八日起計十年內有效，並將於二零二二年一月十七日屆滿。於二零一六年七月二十二日，董事會議決根據購股權計劃向若干合資格參與者(「承授人」)授出合共148,500,000份購股權，以認購合共148,500,000股本公司股本中每股面值0.002港元之本公司普通股(「股份」)，惟須待有關承授人接納後方可作實。本公司根據購股權計劃授出之購股權於本期間內之變動詳情如下：

承授人 Grantees	授出日期 (「授出日期」) Date of grant (the "Grant Date")	每股行使價 Exercise price per Share	緊接授出 日期前收市價 Closing price immediately before the Grant Date	行使期 Exercise period	歸屬期 Vesting period	購股權數目 Number of share options					
						於二零二一年 一月一日 As at 1 January 2021	於本期間內 授出 Granted during the Period	於本期間內 行使 Exercised during the Period	於本期間內 註銷 Cancelled during the Period	於本期間內 失效 Lapsed during the Period	於二零二一年 六月三十日 As at 30 June 2021
						港元 HK\$	港元 HK\$				
其他僱員 Other employees	二零一六年七月二十二日 22 July 2016	0.68	0.67	二零一七年七月二十二日至 二零二一年七月三十一日 (附註) 22 July 2017 to 21 July 2021 (Note)	(附註) (Note)	4,300,000	—	—	—	—	4,300,000
總額 Total						4,300,000	—	—	—	—	4,300,000

#### INTERIM DIVIDEND

The board (the "Board") of directors (the "Director(s)") of Tongfang Kontafarma Holdings Limited (the "Company", together with its subsidiaries, the "Group") considers that it is prudent to retain an appropriate level of funds to take advantage of business opportunities as and when they arise, and therefore does not recommend to declare an interim dividend for the six months ended 30 June 2021 (the "Period") (2020: Nil).

#### SHARE OPTION SCHEME

##### (a) Share Option Scheme of the Company

The share option scheme of the Company (the "Share Option Scheme") was adopted on 28 April 2011. It shall be valid and effective for a period of ten years commencing from 18 January 2012 and will expire on 17 January 2022. On 22 July 2016, the Board resolved to grant to certain eligible participants (the "Grantees"), subject to acceptance by such Grantees, a total of 148,500,000 share options to subscribe for a total number of 148,500,000 ordinary shares of HK\$0.002 each of the Company (the "Share(s)") in the share capital of the Company under the Share Option Scheme. The details of the movements of the Company's share options under the Share Option Scheme during the Period are as follows:

## 企業管治及其他資料

# CORPORATE GOVERNANCE AND OTHER INFORMATION

### 購股權計劃 (續)

#### (a) 本公司之購股權計劃 (續)

附註：

購股權之有效期為二零一六年七月二十二日至二零二一年七月二十一日，並分四批按下列歸屬日期歸屬：

- (i) 授予承授人之25%購股權於授出日期滿1週年當日歸屬，並於二零一七年七月二十二日至二零二一年七月二十一日可供行使；
- (ii) 授予承授人之25%購股權於授出日期滿2週年當日歸屬，並於二零一八年七月二十二日至二零二一年七月二十一日可供行使；
- (iii) 授予承授人之25%購股權於授出日期滿3週年當日歸屬，並於二零一九年七月二十二日至二零二一年七月二十一日可供行使；及
- (iv) 授予承授人之25%購股權於授出日期滿4週年當日歸屬，並於二零二零年七月二十二日至二零二一年七月二十一日可供行使。

#### (b) 附屬公司之購股權計劃

自二零一九年十一月十五日成為本公司間接非全資附屬公司的Apros Therapeutics, Inc. (「Apros」)於二零一六年八月採納Apros的股權激勵計劃(「EIP計劃」)。於二零一八年五月二十三日，合共31,500份購股權已根據EIP計劃授出，自此尚無根據EIP計劃授出其他購股權。先前根據EIP計劃授出，但尚未註銷或失效的購股權仍然為尚未行使。下表載列於本期間期初及期末的尚未行使購股權的詳情：

### SHARE OPTION SCHEME (CONTINUED)

#### (a) Share Option Scheme of the Company (continued)

Note:

Share options were valid from 22 July 2016 to 21 July 2021 and vested in four tranches in accordance with the following vesting dates:

- (i) 25% of the share options so granted to the Grantees vested on the 1st anniversary of the Grant Date and were exercisable from 22 July 2017 to 21 July 2021;
- (ii) 25% of the share options so granted to the Grantees vested on the 2nd anniversary of the Grant Date and were exercisable from 22 July 2018 to 21 July 2021;
- (iii) 25% of the share options so granted to the Grantees vested on the 3rd anniversary of the Grant Date and were exercisable from 22 July 2019 to 21 July 2021; and
- (iv) 25% of the share options so granted to the Grantees vested on the 4th anniversary of the Grant Date and were exercisable from 22 July 2020 to 21 July 2021.

#### (b) Share Option Scheme of a Subsidiary

Apros Therapeutics, Inc. (「Apros」), an indirect non-wholly owned subsidiary of the Company since 15 November 2019, adopted the Apros' Equity Incentive Plan (the "EIP Plan") in August 2016. A total of 31,500 options were granted under the EIP Plan on 23 May 2018 and since then, no further options have been granted thereunder. The options previously granted under the EIP Plan which have not been cancelled or lapsed shall remain outstanding. The table below sets forth the particulars of outstanding options at the beginning and end of the Period:

## 企業管治及其他資料

### CORPORATE GOVERNANCE AND OTHER INFORMATION

#### 購股權計劃 (續)

#### SHARE OPTION SCHEME (CONTINUED)

#### (b) 附屬公司之購股權計劃 (續)

#### (b) Share Option Scheme of a Subsidiary (continued)

承授人姓名/類別 Name of grantees/ category	授出日期 Date of grant	每股行使價 Exercise price per share 美元 US\$	行使期 Exercise period	歸屬開始日期 Vesting commencement date	歸屬期 Vesting period	購股權數目 Number of share options			
						於二零二一年 一月一日 As at 1 January 2021	於本期間內 轉讓 Transferred during the Period	於本期間內 失效 Lapsed during the Period	於二零二一年 六月三十日 As at 30 June 2021
僱員 Employees	二零一八年五月 二十三日 23 May 2018	0.29	二零一八年五月二十三日 至二零二八年五月 二十二日 23 May 2018 to 22 May 2028	二零一六年八月一日 1 August 2016	(附註) (Note)	10,000	—	—	10,000
	二零一八年五月 二十三日 23 May 2018	0.29	二零一八年五月二十三日 至二零二八年五月 二十二日 23 May 2018 to 22 May 2028	二零一六年九月一日 1 September 2016	(附註) (Note)	14,000	—	—	14,000
	二零一八年五月 二十三日 23 May 2018	0.29	二零一八年五月二十三日 至二零二八年五月 二十二日 23 May 2018 to 22 May 2028	二零一七年六月十六日 16 June 2017	(附註) (Note)	7,500	—	—	7,500
總額 Total						31,500	—	—	31,500
可行使購股權 Exercisable options						30,563			31,500

附註：

四分之一購股權於歸屬開始日期後一年歸屬；及此後四十八分之一總購股權將在每個月月底歸屬，直至於歸屬開始日期的四週年之日悉數歸屬。

Note:

1/4th of the options shall vest one year after the vesting commencement date; and 1/48th of the total options shall vest at the end of each month thereafter until fully vested on the fourth anniversary of the vesting commencement date.

## 企業管治及其他資料

# CORPORATE GOVERNANCE AND OTHER INFORMATION

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

於二零二一年六月三十日，本公司董事及最高行政人員於本公司或其任何相聯法團（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已記錄於根據證券及期貨條例第352條須備存之登記冊內，或根據聯交所證券上市規則（「上市規則」）附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）已另行知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

#### 於相聯法團之權益

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

As at 30 June 2021, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

#### Interests in associated corporation

董事姓名 Name of Director	相聯法團名稱 Name of associated corporation	身份 Capacity	佔相聯法團權益 概約百分比 Approximate percentage of interest in the associated corporation
蔣朝文 Jiang Chaowen	斯貝福(北京)生物技術有限公司 (「斯貝福」) SPF (Beijing) Biotechnology Co., Ltd.* ("SPF")	實益擁有人 Beneficial owner	5.47%

附註：

於二零二一年六月三十日，蔣朝文先生擁有本公司間接非全資附屬公司斯貝福註冊資本5.47%之權益。

除上文所披露者外，於二零二一年六月三十日，本公司董事或最高行政人員及彼等各自之聯繫人概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有任何已記錄於本公司根據證券及期貨條例第352條備存之登記冊內，或根據標準守則已知會本公司及聯交所之權益或淡倉。

Note:

As at 30 June 2021, Mr. Jiang Chaowen owned 5.47% interests in the registered capital of SPF, an indirect non-wholly owned subsidiary of the Company.

Save as disclosed above, as at 30 June 2021, none of the Directors nor the chief executives of the Company and their respective associate(s) had any interests or short positions in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register maintained by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.



## 企業管治及其他資料

## CORPORATE GOVERNANCE AND OTHER INFORMATION

## 主要股東及其他人士於股份之權益及淡倉

於二零二一年六月三十日，就本公司任何董事或最高行政人員所知或獲另行知會，以下本公司股東（「股東」）（本公司董事或最高行政人員除外）根據證券及期貨條例第336條備存之登記冊所載，於股份或相關股份中擁有5%或以上權益：

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

At 30 June 2021, so far as it was known by or otherwise notified to any Directors or the chief executives of the Company, the following shareholders of the Company (the "Shareholders") (other than a Director or the chief executives of the Company) had 5% or more interests in the Shares or underlying shares as recorded in the register required to be kept under section 336 of the SFO:

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

## 企業管治及其他資料

# CORPORATE GOVERNANCE AND OTHER INFORMATION

### 主要股東及其他人士於股份之權益及淡倉 (續)

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

股東名稱 Name of Shareholders	身份 Capacity	好倉 Long Positions	
		股份數目 Number of Shares	概約股權百分比 Approximate percentage of interest in shareholding
山西省高速公路集團有限責任公司 (「山西高速公路」) Shanxi Province Expressway Group Limited Liability Company* (“Shanxi Expressway”)	受控制法團權益 Interest of a controlled corporation	3,172,778,000 (附註6) (Note 6)	56.77%
山西交通控股集團有限公司(「山西交通」) Shanxi Transportation Holdings Group Co., Ltd.* (“Shanxi Transportation”)	受控制法團權益 Interest of a controlled corporation	3,172,778,000 (附註7) (Note 7)	56.77%
山西省國有資本運營有限公司 (「省國資運營公司」)(前稱山西省國有資本投資運營有限公司) Shanxi State-owned Capital Operation Co., Ltd.* (“State-owned Capital Operation Co.”) (Formerly known as Shanxi State Capital Investment and Operation Co., Ltd.*)	受控制法團權益 Interest of a controlled corporation	3,172,778,000 (附註8) (Note 8)	56.77%
山西省人民政府國有資產監督管理委員會 (「山西省國資委」) State-owned Assets Supervision and Administration Commission of Shan Xi Provincial Government (“Shanxi Government Commission”)	受控制法團權益 Interest of a controlled corporation	3,172,778,000 (附註9) (Note 9)	56.77%
清華同方節能控股有限公司* (「清華同方節能」) THTF Energy-Saving Holdings Limited (“THTF Energy-Saving”)	實益擁有人 Beneficial owner	513,994,000 (附註10) (Note 10)	9.20%
Resuccess Investments Limited(「Resuccess」) Resuccess Investments Limited (“Resuccess”)	受控制法團權益 Interest of a controlled corporation	513,994,000 (附註11) (Note 11)	9.20%
同方股份有限公司(「同方股份」) Tsinghua Tongfang Co., Ltd.* (“Tsinghua Tongfang”)	受控制法團權益 Interest of a controlled corporation	513,994,000 (附註12) (Note 12)	9.20%

## 企業管治及其他資料

### CORPORATE GOVERNANCE AND OTHER INFORMATION

#### 主要股東及其他人士於股份之權益及淡倉 (續)

附註：

1. 此數字指中國健康於3,172,778,000股股份之法律上及實益權益。
2. 華融泰香港擁有中國健康已發行股本100%之權益，因此被視為於中國健康擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
3. 深圳華融泰透過其全資附屬公司華融泰香港擁有中國健康已發行股本100%之權益，因此被視為於中國健康擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
4. 山西建投擁有深圳華融泰註冊資本46.40%之權益，因此被視為於深圳華融泰擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
5. 三晉國投擁有深圳華融泰註冊資本45.50%之權益，因此被視為於深圳華融泰擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
6. 山西高速公路擁有三晉國投註冊資本46.38%之權益，因此被視為於三晉國投擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
7. 山西交通擁有山西高速公路註冊資本100%之權益，因此被視為於山西高速公路擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
8. 省國資運營公司分別擁有山西建投註冊資本90%之權益、山西交通註冊資本90%之權益及三晉國投註冊資本46.38%之權益。因此省國資運營公司被視為透過山西建投、山西交通及三晉國投，於深圳華融泰擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。
9. 山西省國資委擁有省國資運營公司註冊資本100%之權益，因此被視為於省國資運營公司擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指中國健康之相同股份權益。

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

Notes:

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

## 企業管治及其他資料

# CORPORATE GOVERNANCE AND OTHER INFORMATION

### 主要股東及其他人士於股份之權益及淡倉 (續)

附註：(續)

10. 此數字指清華同方節能於513,994,000股股份之法律上及實益權益。
11. Resuccess擁有清華同方節能已發行股本100%之權益，因此被視為於清華同方節能擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指清華同方節能之相同股份權益。
12. 同方股份透過其全資附屬公司Resuccess擁有清華同方節能已發行股本100%之權益，因此被視為於清華同方節能擁有權益之股份中擁有權益。根據證券及期貨條例，此數字指清華同方節能之相同股份權益。

除上文所披露者外，截至二零二一年六月三十日，本公司並無接獲任何人士(本公司董事或最高行政人員或彼等各自之聯繫人除外)通知，彼於股份及相關股份中擁有任何需記錄於根據證券及期貨條例第336條備存之登記冊內之權益及淡倉。

### 企業管治守則

截至二零二一年六月三十日止六個月，本公司已應用上市規則附錄十四所載之企業管治守則之所有適用守則條文之原則並遵守該等守則條文。

### 董事及相關僱員進行證券交易之守則

本公司已採納標準守則，作為董事進行證券交易之行為守則。經本公司作出具體查詢後，全體董事已確認彼等於回顧期內一直遵守標準守則所載之所需標準。

本公司已要求因於本公司之職務而有可能取得內幕消息之相關僱員遵守標準守則之條文。

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

Notes: (continued)

10. The figure refers to the legal and beneficial interests of THTF Energy-Saving in 513,994,000 Shares.
11. Resuccess owns 100% interests in the issued share capital of THTF Energy-Saving and is therefore deemed to have an interest in the Shares in which THTF Energy-Saving is interested. The figure refers to the same interests of THTF Energy-Saving in the Shares under the SFO.
12. Tsinghua Tongfang, through its wholly-owned subsidiary, namely Resuccess, owns 100% interests in the issued share capital of THTF Energy-Saving and is therefore deemed to have an interest in the Shares in which THTF Energy-Saving is interested. The figure refers to the same interests of THTF Energy-Saving in the Shares under the SFO.

Save as disclosed above, as at 30 June 2021, the Company had not been notified by any person (other than a Director or chief executive of the Company or their respective associate(s)) of any interest and short position in the Shares and underlying shares which were required to be recorded in the register required to be kept under section 336 of the SFO.

### CORPORATE GOVERNANCE CODE

During the six months ended 30 June 2021, the Company has applied the principles of, and complied with, all the applicable code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

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

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry made by the Company, that they had complied with the required standard as set out in the Model Code during the period under review.

Relevant employees who, because of their office in the Company, are likely to be in possession of inside information have been requested to comply with the provisions of the Model Code.

## 企業管治及其他資料

### CORPORATE GOVERNANCE AND OTHER INFORMATION

#### 審核委員會之審閱

本公司審核委員會(「審核委員會」)連同本公司之管理團隊已審閱本集團所採納之會計原則及慣例，並就內部監控及財務匯報事宜進行討論，包括對截至二零二一年六月三十日止六個月之未經審核中期財務報告進行概括之審閱。於進行審閱時，審核委員會乃倚賴本集團外聘核數師根據香港會計師公會頒佈之香港審閱工作準則第2410號「由實體的獨立核數師對中期財務資料的審閱」所進行之審閱結果，以及本公司管理層提交之報告進行上述審閱。審核委員會並無進行詳細之獨立核數審查。

#### 購買、出售或贖回股份

於截至二零二一年六月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

代表董事會  
主席  
柴宏杰

香港，二零二一年八月三十日

\* 僅供識別

#### AUDIT COMMITTEE REVIEW

The audit committee of the Company (the “Audit Committee”), together with the Company’s management team, has reviewed the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a general review of the unaudited interim financial report for the six months ended 30 June 2021. In carrying out this review, the Audit Committee has relied on a review conducted by the Group’s external auditor in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants as well as reports obtained from the Company’s management. The Audit Committee has not undertaken detailed independent audit checks.

#### PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2021, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s shares.

On behalf of the Board  
**Chai Hongjie**  
*Chairman*

Hong Kong, 30 August 2021

\* For identification purposes only



**同方康泰產業集團有限公司**  
**Tongfang Kontafarma Holdings Limited**

