



**Zhaoke Ophthalmology Limited**  
**兆科眼科有限公司**

*(Incorporated in the British Virgin Islands with limited liability  
and continued in the Cayman Islands)*

(於英屬處女群島註冊成立並於開曼群島存續的有限公司)

(Stock Code 股份代號 : 6622)

**2021**  
年 ANNUAL  
報 REPORT



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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Dr. Li Xiaoyi (Chairman of the Board and CEO)  
Mr. Dai Xiangrong

#### Non-executive Directors

Ms. Leelalertsuphakun Wanee  
Ms. Tiantian Zhang  
Ms. Cai Li  
Mr. Chen Yu

#### Independent Non-executive Directors

Mr. Wong Hin Wing  
Prof. Lo Yuk Lam  
Dr. Tam Lai Fan Gloria (resigned on April 11, 2022)

### AUTHORIZED REPRESENTATIVES

Dr. Li Xiaoyi  
Ms. Yau Suk Yan

### AUDIT COMMITTEE

Mr. Wong Hin Wing (Chairman)  
Ms. Cai Li  
Dr. Tam Lai Fan Gloria (resigned on April 11, 2022)

### REMUNERATION COMMITTEE

Prof. Lo Yuk Lam (Chairman)  
Ms. Tiantian Zhang  
Mr. Wong Hin Wing

### NOMINATION COMMITTEE

Dr. Li Xiaoyi (Chairman)  
Mr. Wong Hin Wing  
Prof. Lo Yuk Lam

### INVESTMENT COMMITTEE

Mr. Wong Hin Wing (Chairman)  
Dr. Li Xiaoyi  
Prof. Lo Yuk Lam

### 董事會

#### 執行董事

李小羿博士(董事會主席兼行政總裁)  
戴向榮先生

#### 非執行董事

李燁妮女士  
張甜甜女士  
蔡俐女士  
陳宇先生

#### 獨立非執行董事

黃顯榮先生  
盧毓琳教授  
譚麗芬醫生(於2022年4月11日辭任)

### 授權代表

李小羿博士  
邱淑欣女士

### 審核委員會

黃顯榮先生(主席)  
蔡俐女士  
譚麗芬醫生(於2022年4月11日辭任)

### 薪酬委員會

盧毓琳教授(主席)  
張甜甜女士  
黃顯榮先生

### 提名委員會

李小羿博士(主席)  
黃顯榮先生  
盧毓琳教授

### 投資委員會

黃顯榮先生(主席)  
李小羿博士  
盧毓琳教授

## EXECUTIVE COMMITTEE

Dr. Li Xiaoyi (*Chairman*)  
Mr. Dai Xiangrong  
Dr. Lau Lit Fui (*CSO*)  
Ms. Feng Xinyan (*CBO & CFO*)  
Dr. Albery Tsai Jr. (*CMO*)

## COMPANY SECRETARY

Ms. Yau Suk Yan (*fellow of HKICPA*)

## AUDITOR

KPMG  
Certified Public Accountants  
*Public Interest Entity Auditor registered in accordance with the  
Financial Reporting Council Ordinance*  
8th Floor, Prince's Building  
10 Chater Road  
Central  
Hong Kong

## COMPLIANCE ADVISER

Somerley Capital Limited  
20/F, China Building  
29 Queen's Road Central  
Hong Kong

## REGISTERED OFFICE

Walkers Corporate Limited  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 1 Meide 3rd Road  
Pearl River Industrial Park  
Nansha District  
Guangzhou  
Guangdong Province  
PRC

## 執行委員會

李小羿博士(*主席*)  
戴向榮先生  
柳烈奎博士(*首席科學官*)  
馮新彥女士(*首席業務官兼首席財務官*)  
蔡建明醫生(*首席醫學官*)

## 公司秘書

邱淑欣女士(*香港會計師公會資深會員*)

## 核數師

畢馬威會計師事務所  
執業會計師  
*根據《財務匯報局條例》註冊的  
公眾利益實體核數師*  
香港  
中環  
遮打道10號  
太子大廈8樓

## 合規顧問

新百利融資有限公司  
香港  
皇后大道中29號  
華人行20樓

## 註冊辦事處

Walkers Corporate Limited  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

## 中國主要營業地點

中國  
廣東省  
廣州市  
南沙區  
珠江工業園  
美德三路1號

## Corporate Information 公司資料

### HONG KONG LEGAL ADVISER

Kirkland & Ellis  
26/F, Gloucester Tower  
The Landmark  
15 Queen's Road Central  
Central, Hong Kong

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 716, 7/F, Building 12W  
Phase 3, Hong Kong Science Park  
Shatin, Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Walkers Corporate Limited  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

### HONG KONG SHARE REGISTRAR

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

### STOCK CODE

6622

### COMPANY WEBSITE

zkoph.com

### 香港法律顧問

凱易律師事務所  
香港中環  
皇后大道中15號  
置地廣場  
告羅士打大廈26樓

### 香港主要營業地點

香港沙田  
香港科學園3期  
12W座7樓716室

### 股份過戶登記總處

Walkers Corporate Limited  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

### 香港股份登記處

香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心17樓  
1712-1716舖

### 股份代號

6622

### 公司網站

zkoph.com

# Chairman's Statement

## 主席報告



**Dr. Li Xiaoyi**

李小羿博士

*Chairman of the Board and CEO*

董事會主席兼行政總裁

Dear Shareholders,

On behalf of Zhaoke Ophthalmology I would like to thank you for your support during our first year since our Listing on the Stock Exchange. I would like to take this opportunity to review our evolution during the past year. I believe our progress reflects significant growth in the execution of our dual strategy, namely commercialization and advancement of key clinical programs. Before providing more details on our progress, I wanted to say that I am extremely proud of our dedicated team who have exhibited relentless focus and flexibility despite unprecedented challenges and delivered on another extraordinary year.

2021 has tested all of us, from the continued impact of COVID-19 to ongoing market volatility. Some of our clinical trials were temporarily delayed as a result of COVID-19, as access to patients was limited, while at an operational level, we had to rapidly implement multiple alternative work arrangements in our various locations in response to local lockdown restrictions. Despite these challenges, we remain as focused as ever on R&D, the backbone of our business. At the same time, our focus is to rapidly build our commercialization capabilities, which we strongly believe will deliver on the attractive global potential of our brand and portfolio.

各位股東：

本人謹代表兆科眼科感謝各位在我們於聯交所上市後首年度鼎力支持。茲藉此機會回顧我們去年的發展。本人相信，我們之所以大步前進，反映執行「重點臨床項目商業化與推進」的雙管齊下策略已取得重大進展。在進一步提供我們進展的詳情之前，本人謹此先置一言，我們的團隊縱使面對空前的挑戰，亦專心致志、靈活應對，在本年度再創非凡佳績，本人對此深感自豪。

2021年，2019冠狀病毒病的影響未止，市場亦一直動盪不定，誠為我們眾人的試煉。在2019冠狀病毒病影響下，我們部分臨床試驗因患者出行限制而受到短暫阻延，而於營運層面，我們需要迅速因應地方封城限制於不同地區實行多個替代工作安排。儘管面對此等挑戰，我們仍然一如既往埋首於旗下骨幹業務：研發。與此同時，我們專注於快速建立商業化能力，深信將可藉此在全球發揮我們品牌及藥物組合的潛力。



## Chairman's Statement

### 主席報告

In China, we benefit from the positive momentum supported by public policies. The National Eye Health Plan was included as part of the "Fourteenth Five-Year Plan for National Economic and Social Development of the PRC and the Outline of Vision Goals for 2035 (中華人民共和國國民經濟和社會發展第十四個五年規劃和2035年遠景目標綱要)". It facilitates the establishment of healthcare systems to strengthen the construction of ocular medical service systems and encourages talent development, all of which contribute to improving primary care services and physicians' capacities to diagnose eye diseases.

As part of this, the Chinese government has designated three geographic areas, including the Greater Bay Area ("GBA"), as future centers of excellence for healthcare. With a state-of-the-art manufacturing facility located in Nansha, Guangzhou, Zhaoke Ophthalmology is one of the only publicly listed healthcare companies headquartered in the GBA. We are incredibly excited about our role in the GBA and committed to being a leader in the region.

China has the largest number of eye disease patients in the world. There exists significant unmet demand from a rapidly increasing patient base, leading to an unprecedented ophthalmic market. With the anticipated increase in the diagnosis of ocular conditions, our opportunity will be unlocked with a larger treatable patient pool. China's ophthalmology drug market size is expected to reach US\$11.1 billion in 2027, driven by huge market demand and conducive public policies in the healthcare sector.

Zhaoke Ophthalmology has a comprehensive drug portfolio of 25 innovative and generic treatments covering the five major eye diseases across both the front and back of the eye. We are strategically focused on five major ophthalmic indications in China in terms of market potential, including DED, myopia, wAMD, DME and glaucoma.

Our comprehensive portfolio is well balanced, including 13 innovative drugs and 12 generic drugs in the pipeline. This equilibrium between innovative and generic drugs is strategically designed to develop world-leading superior treatments, while also recognizing the need to commercialize selected drugs sooner in order to bring them to market quickly. By doing so, we will be able to contribute significantly to the health of millions of patients and offer treatment where there is a need.

Zhaoke Ophthalmology achieved a number of significant milestones in the development of our core products in the past year. Now I would like to discuss in details some of our major achievements over the past year.

在中國，我們受惠於公共政策支持的良好勢頭。全國眼健康規劃已納入「中華人民共和國國民經濟和社會發展第十四個五年規劃和2035年遠景目標綱要」。有關規劃推動建立健康服務體系，以加強眼科醫療服務體系建設及鞏固人才隊伍建設，全部將有助提升基本護理服務及醫生診斷眼科疾病的能力。

為此，中國政府指定包括大灣區在內的三個地區作為未來卓越醫療護理中心。兆科眼科於廣州市南沙新區建有尖端生產設施，為少數總部設於大灣區的公開上市醫療護理公司之一。我們對於自己在大灣區的角色無比雀躍，矢志成為區內翹楚。

中國眼疾患者人數全球最多，患者群正急速擴大，醫療缺口龐大，令眼科市場達到空前的規模。隨着預計眼疾確診數字上升，需要治療的患者群將會擴大，為我們創造機會。在龐大市場需求及健康護理業方面的有利公共政策推動下，預期中國眼科藥物市場規模於2027年將達111億美元。

兆科眼科擁有全面的藥物組合，包含25種創新藥及仿製藥，涵蓋影響眼前節及眼後節的五大眼疾。我們策略性地專攻中國五大眼科適應症(以市場潛力而言)，包括乾眼症、近視、wAMD、DME及青光眼。

我們的管線組合全面而均衡，包括13種創新藥及12種仿製藥。創新藥與仿製藥之間的平衡經過精心設計，旨在開發出領導全球的優效療法的同時，顧及儘早商業化選定藥品以迅速推出市場的需要。藉此，我們將能大大地造福數以百萬計的患者的健康，為有需要人士提供療法。

兆科眼科於去年在開發核心產品方面達到多個重大里程碑。現在，本人希望詳細論述我們去年部分重要成就。

DED is one of the most common ophthalmic diseases in China, where the most prevalent treatment remains artificial tears, which has limited efficacy for moderate to severe dry eye patients. Zhaoke Ophthalmology's innovative drug, CsA Ophthalmic Gel, is a single daily dose hydrogel, eliminating daytime administration and the associated discomfort and inconvenience. We conducted China's largest Phase III clinical trial for DED with 644 patients across 41 centers, finished patient recruitment ahead of schedule, and announced strong results in October 2021, meeting the primary end point at  $p < 0.0001$ . We plan to submit the NDA to the NMPA shortly. In addition, we believe CsA Ophthalmic Gel with its once daily regimen, would also benefit dry eye patients outside of China. As such, we are working towards a pre-IND filing for CsA Ophthalmic Gel with the FDA to explore the clinical pathway for the treatment in the U.S.

As one of the most common eye disorders worldwide, myopia is the leading cause of preventable blindness in children and adolescents. Our innovative drug, NVK002 is potentially the world's first approved ophthalmic solution to control or slow myopia progression in children and adolescents. In September 2021, Zhaoke Ophthalmology received approval for two concurrent Phase III clinical trials from the CDE. These will include a two-year Phase III clinical trial and a one-year Phase III bridging trial in China, which will be combined with global data from our partner Vyluma Inc.'s Phase III clinical trial in the U.S. and Europe, making the Phase III clinical trial for NVK002 one of the most comprehensive and robust Phase III clinical trials for low dose atropine use in the world. Our strategy is to leverage the global clinical trials and bridge them with a condensed local study, meaning that we can deliver a potential first-in-class myopia treatment to meet this huge unmet need and make a difference to the lives of so many young people.

Another core product for Zhaoke Ophthalmology is ZKY001, a self-developed innovative treatment for a number of indications. In January 2022, the last patient enrolled for the Phase II clinical trial completed the treatment for the first indication we are exploring, CED. ZKY001 has broad applications in corneal wound healing and can potentially be used in multiple related indications. We are currently exploring three additional indications, as we strongly believe in researching alternate applications for treatments to maximize value and provide the best possible solutions for both patients and physicians.

In the back of the eye, we are positioning TAB014 as a foundational therapy for wAMD and potentially other indications. Despite multiple anti-VEGF therapies being available in China, diagnosis rate and patient compliance remain very low by global standards. Hence, we believe significant growth lies ahead for anti-VEGF therapies for the back of the eye. In March 2022, we announced some modifications to our existing licensing agreement with TOT BIOPHARM in an effort to streamline the clinical operations. We expect to start patient recruitment for the Phase III clinical trial for TAB014 in relatively short order.

乾眼症為中國最常見的眼科疾病之一，而最常使用的療法為人工淚液，但其療效對中至重度乾眼症患者有限。兆科眼科的創新藥環孢素A眼凝膠為一種每天給藥一次的水凝膠，可消除日間給藥及相關的不適和不便。我們於中國進行最大型的乾眼症第III期臨床試驗，涉及41個中心644名患者，患者招募工作提早完成，並於2021年10月發表有力的結果，已達到主要研究終點 $p < 0.0001$ 。我們計劃於短期內向國家藥監局提交新藥申請。此外，我們相信，環孢素A眼凝膠每天只需給藥一次，亦可造福中國以外地區的乾眼症患者。因此，我們正着手為環孢素A眼凝膠向FDA提交新藥試驗申請前存檔，為於美國進行此療法的臨床研究鋪路。

近視為全球最常見的視力問題之一，亦為兒童及青少年的可預防失明主要成因。我們的創新藥NVK002有可能成為全球首款用於控制或減慢兒童及青少年近視加深的認可眼藥水。於2021年9月，兆科眼科獲藥品審評中心批准同期開展兩項第III期臨床試驗，包括於中國進行為期兩年的第III期臨床試驗及為期一年的第III期橋接臨床試驗，而後者將與我們的夥伴Vyluma Inc.於美國及歐洲的第III期臨床試驗全球數據合併，令NVK002的第III期臨床試驗成為全球最全面、最有力的低劑量阿托品第III期臨床試驗之一。我們的策略為利用全球臨床試驗再與本地短期研究橋接，意味着我們能夠提供可能是同類首創的近視療法，滿足巨大的需求缺口，改變無數年輕人的生活。

兆科眼科另一核心產品ZKY001為自主研發的創新療法，適用於多項適應症。於2022年1月，ZKY001有關我們正在發掘的首個適應症CED的第II期臨床試驗的最後一名患者已完成治療。ZKY001對於促進角膜傷口癒合的應用範圍廣泛，有望用於多種相關適應症。我們目前正在發掘另外三種適應症，我們深信研究療法的其他用途可發揮最大價值，並為患者及醫生提供最佳的可能解決方案。

眼後節方面，我們正在將TAB014部署為治療wAMD的基礎療程，有望用於其他適應症。儘管中國現時有多種抗VEGF療程，惟診斷率及患者遵醫囑性以全球標準計仍然極低。因此，我們相信針對眼後節的抗VEGF療程潛藏龐大增長潛力。於2022年3月，我們宣佈對我們與東曜藥業訂立的現有許可協議作出若干修改，從而簡化臨床營運工作。我們預期TAB014的第III期臨床試驗將相對短期內入組首名患者。



## Chairman's Statement

### 主席報告

In terms of generic drugs, our priority is commercialization. We are focused on delivering our first product in 2022, which is expected to be Bimatoprost Timolol for the treatment of glaucoma. In 2021, we passed the on-site GMP inspection for Bimatoprost Timolol and the ANDA approval is expected to be within this year.

Looking forward, commercialization is our key focus for 2022. We recognize the rapidly shifting dynamics of the industry and understand that the traditional way of selling drugs can be complemented by new mechanisms as China becomes increasingly dependent on digital, social and e-commerce channels. We are confident in the strength of our innovative go-to-market model which relies not only on traditional channels, through our experienced sales teams and partnerships with hospitals, but also on online channels, through our WeChat account Zhaoke Boshi, partnerships with online medical platforms, and some unique approaches which we are actively exploring.

As Zhaoke Ophthalmology strives to become a leader in ophthalmology globally, we are increasingly taking a collaborative approach by working with partners all around the world. This allows us to share best practice and leverage scientific rigor to achieve commercial success.

In 2021, we initiated engagement with U.S. advisors to evaluate our pipeline products for potential development in North America, and in February 2022 we announced a collaboration with the world-leading private research institute, Johns Hopkins University's Wilmer Eye Institute ("Wilmer"). In addition, on March 8, 2022, we signed strategic partnership agreements with three leading Chinese pharmaceutical companies, including Sinopharm Group Distribution Co., Ltd. (國藥控股分銷中心有限公司), Shanghai Pharmaceuticals Co., Ltd. (上藥控股有限公司) and China Resources Pharmaceutical Commercial Group Limited (華潤醫藥商業集團有限公司). These partnerships will focus on distribution as well as collaboration opportunities in areas such as R&D and clinical research.

This year we will continue to explore new partnerships to develop centers of excellence, further support and accelerate the R&D of ophthalmic drugs and develop unique go-to-market commercialization strategies.

As we end this financial year and look forward to the coming year, we remain committed to our portfolio strategy which is ideally aligned with the growth and patient and physician needs in the ophthalmologic community. Our development strategy, which focuses on innovation both in terms of assets and commercialization approach, has shown positive results, and we continue to increase the global footprint of our brand. Zhaoke Ophthalmology currently has a strong cash position, which will allow us to focus on our operations and R&D in the coming years.

就仿製藥而言，我們的要務為商業化。我們正專注於2022年交付其首款產品，預期將為用於治療青光眼的貝美素噁嗎洛爾。於2021年，我們通過貝美素噁嗎洛爾的GMP現場核查，並預期於本年度內取得簡化新藥申請。

展望未來，商業化為我們2022年主要焦點。我們深悉業內生態瞬息萬變，中國日益倚重數碼、社交及電商渠道，明白傳統售藥方式可輔以新渠道。我們深信我們創新的進入市場模式具有過人之處，不僅倚重傳統渠道(透過我們經驗豐富的銷售團隊及與醫院建立的夥伴關係)，同時亦倚重線上渠道(透過我們的微信賬號「兆科博視」、與線上醫療平台建立的夥伴關係及我們正在積極探索的若干獨特方針)。

由於兆科眼科銳意成為全球眼科領導者，我們正在加強與世界各地夥伴的合作。此舉可讓我們共享最佳實務，並借助嚴格的科研在商業上取得成功。

於2021年，我們委聘美國顧問評估我們的管線產品於北美洲的潛在發展，而於2022年2月，我們宣佈與世界領先私人研究機構Johns Hopkins University的Wilmer Eye Institute(「Wilmer」)合作。此外，於2022年3月8日，我們與三間中國領先醫藥公司國藥控股分銷中心有限公司、上藥控股有限公司及華潤醫藥商業集團有限公司簽訂戰略合作協議。該等夥伴關係將聚焦於經銷以及研發及臨床研究等範疇的合作機會。

我們將於本年度繼續發掘新夥伴關係，以發展優秀卓越的中心，進一步支援及加快眼科藥物研發，並制訂獨特的進入市場商業化策略。

在本財政年度結束之時，我們展望來年將繼續恪守我們追求增長的組合策略，以及兼顧眼科群體中病人與醫生的需要。我們的發展策略重視創新，資產及商業化雙管齊下，現已展現積極成果，我們將繼續擴大旗下品牌於全球各地的立足點。兆科眼科現時擁有強勁的現金狀況，將可讓我們於未來數年專注發展業務運營及研發。

## Chairman's Statement 主席報告

Thank you once again to our Shareholders for their support on our journey to become an ophthalmology leader. We look forward to sharing updates with you as we continue to transform visual health in China and globally.

本人謹此再次感謝股東在我們力爭成為眼科市場領導者之路上給予支持。我們將會繼續致力於為中國及全球視力健康帶來變革，期望與各位分享最新消息。







**Dr. Li Xiaoyi**  
*Chairman of the Board and CEO*

董事會主席兼行政總裁  
李小羿博士


# Operation Highlights

## 營運摘要

### I. BUSINESS HIGHLIGHTS OF THE YEAR

-  **CsA Ophthalmic Gel:** We have completed China's largest DED trial for our proprietary CsA Ophthalmic Gel, which resulted in a positive outcome demonstrating significant improvements for patients.
-  **ZKY001:** We have enrolled the first patient of the investigator initiated trial ("IIT") for NK disease in October 2021 and completed the treatment for the last patient in our Phase II clinical trial for the initial indication of CED in early 2022.
-  **NVK002:** We established a clear path for the Phase III clinical trials for the treatment of myopia with the CDE, which will be one of the most comprehensive and robust Phase III clinical trials for low dose atropine use in the world.
-  **Commercialization:** We are aggressively laying the foundation for a go-to-market model inclusive of digital, social, and e-commerce channels in conjunction with the traditional commercialization model and key partnerships.
-  **Partnerships:** We signed multiple partnerships with leading institutions in China and abroad, paving the way for attractive opportunities in areas such as R&D, clinical research, commercialization and evaluation of our pipeline products for potential development in North America.
-  **Team Strengthening:** We made a number of strategic hires, including the appointment of Dr. Albert Tsai as CMO, Ms. Yang Lei as general counsel and Dr. Xie Zhijun as head of pre-clinical R&D.

### I. 本年度業務摘要

-  **環孢素A眼凝膠:** 我們已完成旗下專利環孢素A眼凝膠在中國的最大型乾眼症試驗，結果正面，顯示患者病情顯著改善。
-  **ZKY001:** 針對NK疾病的研究者發起試驗(「IIT」)已於2021年10月入組首名患者，而有關第一種適應症CED的第II期臨床試驗已於2022年初完成最後一名患者的治療。
-  **NVK002:** 我們已獲藥品審評中心同意進行治療近視的第III期臨床試驗的明確程序，此試驗將為全球最全面、最有力的低劑量阿托品第III期臨床試驗之一。
-  **商業化:** 我們正積極為進入市場模式奠定基礎，包括數碼、社交及電子商貿渠道，聯同傳統商業化模式及關鍵夥伴關係。
-  **夥伴關係:** 我們與中國及海外首屈一指的機構訂約建立多項夥伴關係，開拓為我們的管線產品在北美洲的潛在發展進行研發、臨床研究、商業化及評估等方面的寶貴機會。
-  **增強團隊:** 我們有策略地延聘多名人才，包括委任蔡建明醫生為首席醫學官，委任楊蕾女士為法律總顧問，以及委任謝志軍博士為臨床前研發部負責人。

## II. FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last three financial years<sup>(1)</sup> is set out below:

### Consolidated results

		Year ended December 31, 截至12月31日止年度		
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Other income and gain, net	其他收入及收益淨額	34,542	62,975	4,023
R&D expenses	研發開支	(220,058)	(81,779)	(93,407)
General and administrative expenses	一般及行政費用	(162,080)	(35,002)	(6,311)
Selling and distribution expenses	銷售及分銷開支	(16,736)	(1,542)	-
Interest expenses	利息開支	(1,949)	(1,655)	(1,583)
Changes in the carrying amount of preferred shares liability	優先股負債的賬面金額變動	(1,763,499)	(669,978)	(24,799)
<b>Loss for the year</b>	<b>年內虧損</b>	<b>(2,129,780)</b>	<b>(726,981)</b>	<b>(122,077)</b>
<i>Less:</i>	<i>減:</i>			
Income from licensing agreement	許可協議收入	-	(64,246)	-
<i>Add:</i>	<i>加:</i>			
Changes in the carrying amount of preferred shares liability	優先股負債賬面金額的變動	1,763,499	669,978	24,799
Listing expenses	上市費用	28,112	10,558	-
Equity-settled share-based payment expenses	以權益結算以股份為基礎的付款開支	109,858	14,998	-
<b>Non-HKFRS adjusted loss for the year<sup>(2)</sup></b>	<b>非香港財務報告準則經調整年內虧損<sup>(2)</sup></b>	<b>(228,311)</b>	<b>(95,693)</b>	<b>(97,278)</b>
Loss per share	每股虧損			
- Basic & Diluted (RMB)	- 基本及攤薄(人民幣)	(5.16)	(4.81)	N/A不適用 <sup>(3)</sup>

## II. 財務概要

本集團於過去三個財政年度的業績以及資產及負債概要<sup>(1)</sup>載列如下：

### 綜合業績

## Operation Highlights

### 營運摘要

#### Consolidated assets and liabilities

#### 綜合資產及負債

		As at December 31, 於12月31日		
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2019 2019年 RMB'000 人民幣千元
Non-current assets	非流動資產	396,513	312,963	174,607
Current assets	流動資產	2,208,894	913,623	379,607
<b>Total assets</b>	<b>資產總值</b>	<b>2,605,407</b>	<b>1,226,586</b>	<b>554,214</b>
Current liabilities	流動負債	(89,008)	(53,666)	(183,834)
Non-current liabilities	非流動負債	(20,912)	(1,918,888)	(395,912)
<b>Total liabilities</b>	<b>負債總額</b>	<b>(109,920)</b>	<b>(1,972,554)</b>	<b>(579,746)</b>
<b>Total equity/(deficit)</b>	<b>權益/(虧絀)總額</b>	<b>2,495,487</b>	<b>(745,968)</b>	<b>(25,532)</b>

#### Notes:

- The Shares of the Company were listed on the Main Board of the Stock Exchange under Chapter 18A of the Listing Rules on April 29, 2021.
- Non-HKFRS adjusted net loss for the year is defined as loss and total comprehensive income for the year adjusted by adding back non-cash adjustments and one-time events of (i) changes in the carrying amount of preferred shares liability in relation to the redemption amount and conversion features for our Series A Preferred Shares and Series B Preferred Shares; (ii) Listing expenses; (iii) income from licensing agreement; and (iv) equity-settled share-based payment expenses. The above table reconciles our Non-HKFRS adjusted net loss for the year with our loss.
- No loss per Share information is presented as its inclusion is not considered meaningful due to reorganization before the Global Offering and the preparation of the historical financial information of the Group.

#### 附註：

- 本公司股份於2021年4月29日根據上市規則第十八A章於聯交所主板上市。
- 非香港財務報告準則經調整年內虧損淨額的定義為經調整年內虧損及全面收益總額，當中加回非現金調整及以下一次性項目：(i)與A系列優先股及B系列優先股的贖回金額及轉換特性有關的優先股負債賬面金額的變動；(ii)上市開支；(iii)許可協議收入；及(iv)以權益結算以股份為基礎的付款開支。上表為非香港財務報告準則經調整年內虧損淨額與虧損的對賬。
- 由於本集團於全球發售前進行重組，並已編製本集團的過往財務資料，故載入每股虧損資料並無意義，因而並無呈列有關資料。

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

#### *Pipeline Strategy*

Zhaoke Ophthalmology is strategically focused on treatments that cover the vast majority of ophthalmic diseases, with 25 drug candidates, including 13 innovative and 12 generic drugs, that cover the five major eye diseases across both the front and back of the eye. The five major ophthalmic indications in terms of market potential in China are DED, myopia, wAMD, DME, and glaucoma.

We have strategically selected multiple drug candidates to address these diseases, as we believe it the best way to treat multiple and complicated underlying causes of these diseases. This approach is an efficient way to build value as it allows us to accelerate clinical studies and facilitate the drug approval process.

### 業務回顧

#### *管線策略*

兆科眼科策略性地專攻涵蓋大部分眼科疾病的療法，旗下擁有25種候選藥物，包括13種創新藥及12種仿製藥，針對影響眼前節及眼後節的五大眼科疾病。五大眼科適應症(以中國市場潛力而言)為乾眼症、近視、wAMD、DME及青光眼。

我們相信，針對該等疾病的多個及複雜相關成因對症下藥是最佳的療法，因此，我們已策略性地挑選多種適用於該等病症的候選藥物。此方針讓我們得以加快臨床研究及藥物審批程序，是打造價值的有效方法。



# Management Discussion and Analysis

## 管理層討論及分析

### Our Portfolio

Our product pipeline is set out below as of the date of this annual report:

### Our Innovative Drugs

### 我們的組合

以下載列我們於本年報日期的產品管線：

### 我們的創新藥

Drug Candidate 候選藥物	Source 來源	Commercial Rights 商業權利	Preclinical 臨床前	IND 新藥試驗申請	Phase I 第一期	Phase II 第二期	Phase III 第三期
Cyclosporine A (CsA) Ophthalmic Gel 環孢素 A 眼凝膠		Global 全球	China 中國				
NTC010 (levofloxacin dexamethasone combination) NTC010 (左氧氟沙星與 地塞米松複方)		China 中國	China 中國	***			Certain Countries of the EU: Commercialized (NTC and Santen) 若干歐盟國家: 商業化(NTC及Santen)
NVK002 (Atropine) NVK002(阿托品)		Greater China, South Korea and ASEAN <sup>1</sup> 大中華區、南韓及若干東盟 國家 <sup>1</sup>	China 中國				US: Phase III trial ongoing (Vyluma, previously known as Nevakar) 美國: 第 III 期試驗進行中(Vyluma, 前稱 Nevakar)
ZKY001 (Functional fragment of Thymosin β4) ZKY001(胸腺肽β4的 功能片段)		Greater China excluding Macau 大中華區, 不包括澳門	China 中國				
TAB014 (Bevacizumab) TAB014 (貝伐單抗)		China 中國	China 中國				
NTC014 (levofloxacin and ketorolac trometamol combination) NTC014(左氧氟沙星 與酮咯酸氮丁三醇複方)		Greater China, South Korea and ASEAN <sup>1</sup> 大中華區、南韓及若干東盟 國家 <sup>1</sup>	China 中國	**			EU: Preclinical (NTC) 歐盟: 臨床前 (NTC)
Resolv ER (Liposome - loaded urea) Resolv ER (脂質體尿素)		Greater China and ASEAN <sup>1</sup> 大中華區及若干東盟國家 <sup>1</sup>	China 中國	*			US: Phase Ib trial ongoing (Kato) 美國: 第 1b 期試驗進行中 (Kato)
IC-270 (Syk inhibitor and antihistamine) IC-270(Syk 酪氨酸激酶 抑制劑和抗組胺藥)		Greater China and ASEAN <sup>1</sup> 大中華區及若干東盟國家 <sup>1</sup>	China 中國	**			US: Preclinical (IACATA) 美國: 臨床前 (IACATA)
RGN-259 (Thymosin β4) RGN-259(胸腺肽β4)		Greater China 大中華區	China 中國	**			US: Phase III trial ongoing (Regenerx) 美國: 第 III 期試驗進行中 (Regenerx)
IC-265 (Syk inhibitor) IC-265 (Syk 酪氨酸激酶抑制劑)		Greater China and ASEAN <sup>1</sup> 大中華區及若干東盟國家 <sup>1</sup>	China 中國	*			US: Phase II trial completed in allergic conjunctivitis (IACATA) 美國: 過敏性結膜炎第 II 期試驗完成 (IACATA)
PAN-90806 (VEGFR2 inhibitor) PAN-90806 (VEGFR2 抑制劑)		Greater China, South Korea and ASEAN <sup>2</sup> 大中華區、南韓及若干東盟 國家 <sup>2</sup>	China 中國				US: Phase I/II trial completed (PanOptica) 美國: 第 I/II 期試驗完成 (PanOptica)
CsA/Rebamipide Ophthalmic Gel 環孢素 A/瑞巴派特 眼凝膠		Global 全球	China 中國				
ZK002		Global 全球	China 中國				

Our Progress 我們的進度
 Expected Next Step 預期下一階段
 Progress of Our Licensing Partner 我們許可方夥伴的進度

# Management Discussion and Analysis

## 管理層討論及分析

- |  |   |
|--|---|
| <p>* May not require a Phase I clinical trial prior to initiating a Phase II clinical trial.</p> <p>** May not require a Phase I and/or Phase II clinical trials prior to initiating a Phase III clinical trial.</p> <p>*** May not require clinical trials prior to NDA submission.</p> <p>(1) Including Brunei, Myanmar (Burma), Cambodia, Timor-Leste, Indonesia, Laos, Malaysia, the Philippines, Singapore, Thailand and Vietnam</p> <p>(2) Including Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar (Burma), the Philippines, Singapore, Thailand and Vietnam</p> <p>(3) Including Brunei, Cambodia, Indonesia, Laos, Malaysia, Myanmar (Burma), the Philippines, Singapore, Thailand, Vietnam and Sri Lanka</p> | <p>* 啟動第II期臨床試驗之前可能不需要進行第I期臨床試驗。</p> <p>** 啟動第III期臨床試驗之前可能不需要進行第I期及/或第II期臨床試驗。</p> <p>*** 提交新藥申請前可能不需要進行臨床試驗。</p> <p>(1) 包括文萊、緬甸、柬埔寨、東帝汶、印度尼西亞、老撾、馬來西亞、菲律賓、新加坡、泰國及越南</p> <p>(2) 包括文萊、柬埔寨、印度尼西亞、老撾、馬來西亞、緬甸、菲律賓、新加坡、泰國及越南</p> <p>(3) 包括文萊、柬埔寨、印度尼西亞、老撾、馬來西亞、緬甸、菲律賓、新加坡、泰國、越南及斯里蘭卡</p> |
|--|---|

### Our Generic Drugs

### 我們的仿製藥

Drug Candidate 候選藥物	Indication 適應症	Reference Drug 參照藥	MOA 作用機制
Bimatoprost 貝美前列素	Glaucoma 青光眼	Lumigan	PGA monotherapy PGA單一療法
Bimatoprost Timolol 貝美素噁嗎洛爾	Glaucoma 青光眼	Ganfort	PGA and $\beta$ blocking agent combotherapy PGA及 $\beta$ 受體拮抗劑聯合療法
Latanoprost 拉坦前列素	Glaucoma 青光眼	Xalatan	PGA monotherapy PGA單一療法
Latanoprost Timolol 拉坦噁嗎	Glaucoma 青光眼	Xalacom	PGA and $\beta$ blocking agent combotherapy PGA及 $\beta$ 受體拮抗劑聯合療法
Travoprost 曲伏前列素	Glaucoma 青光眼	Travatan	PGA monotherapy PGA單一療法
Travoprost Timolol 曲伏噁嗎	Glaucoma 青光眼	DuoTrav	PGA and $\beta$ blocking agent combotherapy PGA及 $\beta$ 受體拮抗劑聯合療法
Levobetaxolol HCl 鹽酸左倍他洛爾	Glaucoma 青光眼	Betaxon	Monotherapy $\beta$ blocker 單一療法的 $\beta$ 受體拮抗劑
Epinastine HCl 鹽酸依匹斯汀	Allergic conjunctivitis 過敏性結膜炎	Elestat	Dual-acting antihistamine and mast cell stabilizers 雙效抗組胺藥及肥大細胞穩定劑
Natamycin 納他黴素	Fungal eye infections 眼部真菌感染	Natacyn	Antifungal 抗真菌
Proparacaine HCl 鹽酸丙美卡因	Surface anesthesia 表面麻醉	Alcaine	Block nerve conduction in the corneal tissue 阻礙角膜組織中的神經傳導
Povidone Iodine 聚維酮碘	Periocular and ocular surface disinfection 眼周及眼表消毒	Betadine	Microbicidal/Antimicrobial action by iodine 碘的殺菌/抗菌作用
Fluorescein Sodium 螢光素鈉	Diagnostic for certain eye injuries 眼表損傷診斷	Minims fluorescein sodium	Fluorescent dye 螢光染色

## Management Discussion and Analysis

### 管理層討論及分析

#### Innovative drugs

Our Company has several key potential blockbuster innovative drugs in the pipeline for the next few years.

#### CsA Ophthalmic Gel for DED (self-developed)

##### Overview

CsA Ophthalmic Gel is an innovative drug being developed by Zhaoke Ophthalmology for the treatment of DED. It is a single daily dose hydrogel which eliminates daytime administration and the associated discomfort and inconvenience, and aims to dramatically improve patients' treatment compliance and quality of life. It is a proprietary hydrogel with patent(s) registered in China and internationally. This novel formulation enhances the pharmacokinetic profiles of CsA on the ocular surface allowing similar efficacy to that of the Cyclosporine A products currently available for DED. However, unlike the current treatment, CsA Ophthalmic Gel's unique formulation stays on the eye for longer, requiring only once-a-day dosing compared with traditional twice-a-day dosing, hence reducing the treatment duration.

##### Updates during the Reporting Period

On July 12, 2021, the last patient completed treatment for the Phase III clinical trial of CsA Ophthalmic Gel. The Phase III clinical trial was the largest DED trial conducted in China with 644 patients across 41 centres. The patient recruitment was finished ahead of schedule. The full results were announced in October at the 7th National Dry Eye Conference in Shanghai, where it was revealed that the Phase III clinical trial of CsA Ophthalmic Gel had met its primary endpoint in inferior fluorescein corneal staining score ("ICSS").

Analysis of the results showed that the patient group who received CsA Ophthalmic Gel demonstrated statistically significant improvements, when compared to the patient group receiving the placebo treatment. At the end of the treatment, 73.7% of CsA Ophthalmic Gel-treated patients showed a one point or greater improvement in ICSS versus 53.2% of patients on vehicle ( $p < 0.0001$ ). The mean change from baseline in Eye Dryness Score ("EDS") on day 84 was 29.2 mm ( $p < 0.001$ ) or 44.3% improvement in EDS over baseline.

Zhaoke Ophthalmology plans to submit the NDA to the NMPA in short order in 2022. Due to the treatment's potential to benefit millions of people globally, the Company is also exploring opportunities outside of China, planning to submit a pre-IND filing to the FDA to explore the clinical pathway for CsA Ophthalmic Gel in the U.S.

Zhaoke Ophthalmology continues to target commercialization of CsA Ophthalmic Gel as early as 2023.

#### 創新藥

本公司的管線中備有多種潛在重磅創新藥，可望於未來數年上市。

#### 環孢素A眼凝膠，用於治療乾眼症(自主研發)

##### 概覽

環孢素A眼凝膠是兆科眼科開發以供治療乾眼症的創新藥。此水凝膠每天給藥一次，可消除日間給藥及相關的不適和不便，有望顯著改善患者的遵醫屬性和生活質量。此水凝膠亦已取得專利，其專利權已於中國以至國際範圍註冊。此創新藥方提升環孢素A於眼表的藥物代謝動力學效能，起到與現時用於乾眼症的環孢素A產品類近的療效。然而，有別於現時的療法，環孢素A眼凝膠的獨特配方可停留於眼表更長時間，只需每天一次給藥，而過往一般需要每天給藥兩次，因而縮短治療時間。

##### 報告期內的最新資料

於2021年7月12日，環孢素A眼凝膠第III期臨床試驗的最後一名患者完成治療。第III期臨床試驗為於中國進行的最大型乾眼症試驗，涉及41個中心644名患者。患者招募工作提早完成。完整結果於10月在上海舉行的第七屆全國乾眼學術會議上發表，本公司於會上發表環孢素A眼凝膠的第III期臨床試驗已達角膜下區染色評分("ICSS")主要終點。

結果分析顯示接受環孢素A眼凝膠治療的患者組別對比使用安慰劑的患者組別在病情改善上具有顯著統計學差異。於治療結束時，顯示73.7%使用環孢素A眼凝膠治療的患者在ICSS有1點或以上改善，對比使用安慰劑的患者則為53.2% ( $p < 0.0001$ )。第84天的乾眼評分("EDS")基線值平均數變化值為29.2毫米 ( $p < 0.001$ )，而與基線值相比，EDS改善率為44.3%。

兆科眼科計劃於2022年短期內向國家藥監局提交新藥申請。鑑於此療法可能造福全球數以百萬計的民眾，本公司亦正於中國以外地區尋求機會，計劃向FDA提交新藥試驗申請前存檔，為環孢素A眼凝膠於美國進行臨床研究鋪路。

兆科眼科維持最早於2023年將環孢素A眼凝膠商業化的目標。

# Management Discussion and Analysis

## 管理層討論及分析

### NVK002 (Atropine) for Myopia (partnered with Nevakar)

#### Overview

Low concentration atropine is the only medication to date that is consistently effective in myopia progression control amongst children and adolescents. Zhaoke Ophthalmology's innovative treatment, NVK002, is potentially the world's first approved ophthalmic solution to control or slow myopia progression in children and adolescents. This treatment has a proprietary formulation that successfully addresses the instability of low-concentration atropine and is preservative-free with an expected shelf life of over 24 months. The clinical development of NVK002 involves two different concentrations of preservative-free atropine (0.01% and 0.02%) to determine the efficacy, safety and tolerability in children and adolescents with myopia, offering a choice for doctors and patients.

Zhaoke Ophthalmology's licensing partner for NVK002 is Vyluma Inc., a wholly owned subsidiary of U.S.-based Nevakar. Vyluma Inc. is currently conducting the Phase III clinical trial for NVK002 in the United States and Europe. The three-year trial results are expected to be available by the end of 2022, followed by an NDA submission to the FDA in 2023.

#### Updates during the Reporting Period

In September 2021, Zhaoke Ophthalmology received approval from the CDE to initiate two concurrent Phase III clinical trials, including a two-year Phase III clinical trial ("China CHAMP") and a one-year Phase III bridging trial ("Mini-CHAMP") in China. The latter will be combined with global data from Vyluma Inc.'s Phase III clinical trial in the U.S. and Europe, making the Phase III clinical trial for NVK002 one of the most comprehensive and robust Phase III clinical trials for low dose atropine use in the world.

The main objective of the China CHAMP and Mini-CHAMP is to evaluate the efficacy and safety of NVK002 in myopia progression control of children and adolescents from 3 to 17 years old. The China CHAMP trial will involve 19 centers and enroll 770 patients, led by Professor Wang Ning Li from Beijing Tongren Hospital as the Principal Investigator. The Mini-CHAMP trial will involve 18 centers and enroll 526 patients, led by Professor Qu Xiao Mei from Eye and ENT Hospital of Fudan University as the Principal Investigator. The first patient of China CHAMP was enrolled on March 16, 2022.

The treatment could be available in the mainland Chinese market as early as 2024, making Zhaoke Ophthalmology potentially one of the first companies to commercialize a myopia drug in the mainland Chinese market.

### NVK002(阿托品)·用於治療近視(與Nevakar合作)

#### 概覽

低濃度阿托品是目前唯一能夠持續有效控制兒童及青少年近視加深的藥物。兆科眼科的創新療法NVK002有可能成為全球首款用於控制或減慢兒童及青少年近視加深的認可眼藥水。此療法擁有一項專利配方，成功解決低濃度阿托品的不穩定性，不含防腐劑，預計保存期超過24個月。NVK002的臨床研究涉及兩個不同濃度(即0.01%及0.02%濃度)的不含防腐劑阿托品，從而釐定對於患有近視的兒童及青少年的療效、安全性及耐受性，為醫生及患者提供選擇。

兆科眼科的NVK002許可方夥伴為Vyluma Inc.(為美國Nevakar的全資附屬公司)。Vyluma Inc.目前正於美國及歐洲進行NVK002第III期臨床試驗。為期三年的試驗預計於2022年底前取得結果，其後將於2023年向FDA提交新藥申請。

#### 報告期內的最新資料

於2021年9月，兆科眼科獲藥品審評中心批准於中國同期開展兩項第III期臨床試驗，包括為期兩年的第III期臨床試驗(「中國CHAMP」)及為期一年的第III期橋接臨床試驗(「小型CHAMP」)。後者將與Vyluma Inc.於美國及歐洲的第III期臨床試驗全球數據合併，將令NVK002的第III期臨床試驗成為全球最全面、最有力的低劑量阿托品第III期臨床試驗之一。

中國CHAMP及小型CHAMP的主要目標為評估NVK002對於控制3至17歲兒童及青少年近視加深的療效及安全性。中國CHAMP試驗將涉及19間中心，入組770名患者，由北京同仁醫院王寧利教授出任牽頭研究者。小型CHAMP試驗將涉及18間中心，入組526名患者，由復旦大學附屬眼耳鼻喉科醫院瞿小妹教授出任牽頭研究者。中國CHAMP的首名患者已於2022年3月16日入組。

此療法可能最早於2024年在中國大陸市場推出，讓兆科眼科有可能成為首批在中國大陸市場商業化近視藥物的公司之一。

## Management Discussion and Analysis

### 管理層討論及分析

#### ZKY001

##### Overview

ZKY001 is a seven-amino acid peptide derived from the functional fragment of Thymosin  $\beta$  4 that binds actin, a type of protein that plays a central role in cell structure and movement. Zhaoke Ophthalmology is currently focusing on developing a novel eye drop formulation targeting CED.

ZKY001 has broad applications in corneal wound healing and can potentially be used in multiple corneal repair indications. In addition to CED, Zhaoke Ophthalmology is currently exploring three additional indications for ZKY001, including transepithelial photorefractive keratectomy (“TPRK”) (surgical treatment for myopia), pterygium (a growth in the cornea or in the conjunctiva) and neurotrophic keratitis (“NK”) (a rare degenerative corneal disease).

##### Updates during the Reporting Period

On October 16, 2021, the first patient was enrolled for the IIT of ZKY001 for NK disease. The IIT trial plans to enroll a total of 40 patients by the second quarter of 2022.

The last patient completed his/her treatment in the Phase II clinical trial of ZKY001 for CED in February 2022. The main objective of the CED trial is to evaluate the efficacy and safety of ZKY001 in the treatment of CED and to assess the optimal dosage of ZKY001. The Phase II clinical trial for CED has enrolled 105 patients and is a multi-center, randomized, doublemasked, placebo-controlled study.

On March 16, 2022, the first patient was enrolled for the Phase II clinical trial for pterygium disease.

The Company is also expecting the first patient enrollment for Phase II clinical trial for TPRK shortly.

#### ZKY001

##### 概覽

ZKY001是一種包含七個氨基酸的肽，源自胸腺肽  $\beta$  4 的功能片段，可與肌動蛋白結合，而肌動蛋白為一種在細胞結構及運動中起核心作用的蛋白質。兆科眼科目前專注於開發一種針對CED的新型滴眼藥配方。

ZKY001對於促進角膜傷口癒合的應用範圍廣泛，有望用於多種角膜癒合適應症。除CED外，兆科眼科目前正在發掘ZKY001另外三種適應症，包括經上皮雷射屈光角膜切削術(「TPRK」，一種治療近視的手術療法)、翼狀胬肉(角膜或結膜增生)及神經營養性角膜炎(「NK」，一種罕見角膜退化疾病)。

##### 報告期內的最新資料

於2021年10月16日，以ZKY001治療NK適應症的IIT已入組首名患者。該IIT試驗計劃於2022年第二季度或之前入組合共40名患者。

ZKY001有關CED的第II期臨床試驗的最後一名患者已於2022年2月完成治療。CED試驗的要旨在於評估ZKY001用於治療CED的療效及安全性，以及評估ZKY001的最優劑量。有關CED的第II期臨床試驗共有105名患者入組，為一項多中心、隨機、雙盲、安慰劑對照研究。

於2022年3月16日，翼狀胬肉的第II期臨床試驗已入組首名患者。

此外，本公司預期TPRK的第II期臨床試驗將於短期內入組首名患者。

# Management Discussion and Analysis

## 管理層討論及分析

### *TAB014 (Bevacizumab) for wAMD (partnered with TOT BIOPHARM)*

#### Overview

TAB014 is the first clinical-stage bevacizumab-based antibody indicated for wAMD in China. Bevacizumab is a clinically validated anti-VEGF drug. Globally, bevacizumab is approved for oncology treatment through intravenous infusion. However, there has been increasing offlabel use of bevacizumab via intravitreal injection for treatment of wAMD. Zhaoke Ophthalmology has obtained an exclusive license from TOT BIOPHARM to commercialize TAB014 for neovascularization-related eye diseases in China.

The Company is expecting the first patient enrollment for Phase III clinical trial of TAB014 in short order in 2022.

On March 1, 2022, the Group entered into a supplemental agreement with TOT BIOPHARM, pursuant to which Zhaoke Guangzhou will have full control and responsibility in the execution of clinical trials and the ultimate decision-making power in the development and commercialization of TAB014 in mainland China, Hong Kong and Macau. Zhaoke Guangzhou is also entitled to develop TAB014 for other ophthalmic indications in addition to wAMD or novel formulations for ophthalmic indications. TOT BIOPHARM will continue to be responsible for manufacturing of TAB014 for clinical trial and commercial purposes.

### *PAN-90806 (VEGFR2 inhibitor) for wAMD and DME (partnered with PanOptica)*

#### Overview

PAN-90806 is an innovative drug indicated in the treatment of wAMD, as well as DME, the leading cause of blindness in diabetic patients worldwide.

PAN-90806 is a novel eye drop formulation, decreasing the number of injections required. If approved, PAN-90806 will bring significant convenience and a less invasive treatment alternative for patients as a maintenance therapy. This will reduce the frequency of intravitreal injections and other associated treatment issues with mainstream anti-VEGF therapies while at the same time maintain visual stability. PAN-90806 is expected to significantly reduce treatment discontinuation, and therefore slow underlying disease progression through improved patient comfort, acceptance, convenience and compliance.

Zhaoke Ophthalmology is currently focused on optimizing the formulation of PAN-90806. Subject to regulatory approvals and completion of animal study, the Company plans to commence human trial in the near future.

### *TAB014 (貝伐單抗) · 用於治療wAMD (與東曜藥業合作)*

#### 概覽

TAB014為中國首款處於臨床階段用於治療wAMD基於貝伐單抗的抗體。貝伐單抗為一種經過臨床驗證的抗VEGF藥物。在全球，貝伐單抗獲批通過靜脈內輸注進行腫瘤治療。然而，通過玻璃體腔內注射將貝伐單抗以藥品仿單標示外使用的形式用於治療wAMD的情況有所增加。兆科眼科已獲得東曜藥業的獨家許可，可在中國將TAB014商業化用於治療與血管新生相關的眼科疾病。

本公司預期TAB014的第III期臨床試驗將於2022年短期內入組首名患者。

於2022年3月1日，本集團與東曜藥業訂立一份補充協議，據此，兆科廣州將對執行TAB014的臨床試驗擁有全面控制權及責任，並對TAB014的開發及在中港澳商業化擁有最終決策權。兆科廣州亦獲得就wAMD以外其他眼科適應症開發TAB014或就眼科適應症開發創新藥方的權利。東曜藥業將繼續負責生產TAB014作臨床試驗及商業用途。

### *PAN-90806 (VEGFR2抑制劑) · 用於治療wAMD及DME (與PanOptica合作)*

#### 概覽

PAN-90806為用以治療wAMD及DME(導致全球糖尿病患者失明的主因)的創新藥。

PAN-90806為一種新型滴眼液劑型，減少所需注射次數。如獲批准，PAN-90806將作為維持療法為患者帶來極大的便捷，並提供侵入性更低的治療選擇，將可降低主流抗VEGF療法中的玻璃體腔內注射頻率及其他相關治療負擔，同時維持視力穩定性。預計PAN-90806將大幅減少治療中斷的情況，從而通過提升患者舒適性、接受性、便捷性及遵醫囑性減緩相關疾病惡化。

兆科眼科目前專注於優化PAN-90806的配方。待獲得監管批准及完成動物研究後，本公司計劃於可見將來開展人體試驗。



# Management Discussion and Analysis

## 管理層討論及分析

### NTC010

#### Overview

NTC010 is a fixed dose combination of antibiotics and steroids to prevent infection and inflammation for patients undergoing cataract surgery. The drug belongs to a new generation of antibiotics, which increases efficiency and covers a wider range of bacteria. The drug also shortens the duration of the treatment by half, from 14 to seven days, making it beneficial to patients' overall health and helping to prevent antibiotic overuse. The drug has already been approved in seven countries in Europe.

#### Updates during the Reporting Period

NTC010 was approved by the Hainan Provincial Medical Products Administration on July 27, 2021, as an urgently needed drug for use by patients in Hainan Province under The System Integration Innovation Reform Plan of Boao Lecheng International Medical Tourism Pilot Zone of Hainan Free Trade Port. The Company plans to submit an NDA to the NMPA in 2022.

#### Generic drugs

Our Company has several key generic drugs in the pipeline.

### Bimatoprost Timolol

#### Overview

According to CIC, Bimatoprost Timolol is a potential first-to-market generic bimatoprost timolol in China targeting glaucoma. This drug is used for more advanced stages of the disease, with increased pressure in the eye. Zhaoke Ophthalmology submitted an ANDA to the NMPA in October 2020.

#### Updates during the Reporting Period

Zhaoke Ophthalmology is currently focusing on delivering its first product in 2022, which is expected to be Bimatoprost Timolol.

The Company passed the on-site GMP inspection of Bimatoprost Timolol at its state-of-the-art manufacturing facility in Nansha, Guangzhou in May 2021. This certification ensures that the product will be consistently produced and controlled according to stringent quality standards. This also marks an important step in the overall ANDA review process, which is expected to be completed within 2022.

### NTC010

#### 概覽

NTC010是一種抗生素及類固醇的固定劑量複方製劑，用於預防接受白內障手術患者的感染及炎症。此藥物屬於新一代抗生素，具有更高療效，適用的細菌範圍更廣。此外，此藥物的治療時間縮短一半，由14日縮減至7日，對患者整體健康有利，同時有助防止抗生素過度使用。此藥物已於歐洲七個國家獲得批准。

#### 報告期內的最新資料

於2021年7月27日，NTC010獲海南省藥品監督管理局批准，同意作為根據《海南自由貿易港博鰲樂城國際醫療旅遊先行區制度集成創新改革方案》供海南省患者使用的急需進口藥品。本公司計劃於2022年向國家藥監局提交新藥申請。

#### 仿製藥

本公司的管線中擁有多款重點仿製藥。

### 貝美素噻嗎洛爾

#### 概覽

根據灼識的資料，貝美素噻嗎洛爾可能成為中國用於治療青光眼的仿製藥。此藥物用於青光眼眼壓增加的較後期階段。兆科眼科於2020年10月向國家藥監局提交簡化新藥申請。

#### 報告期內的最新資料

兆科眼科目前正專注於2022年交付其首款產品，預期將為貝美素噻嗎洛爾。

本公司位於廣州市南沙區的先進生產設施於2021年5月通過貝美素噻嗎洛爾的GMP現場核查。此認證確保產品將按嚴格質量標準一致地生產及受控制。此亦為簡化新藥申請整體評審程序中的重要一步，預期評審程序將於2022年完成。

# Management Discussion and Analysis

## 管理層討論及分析

### Bimatoprost

#### Overview

Bimatoprost is a generic drug used in the treatment of glaucoma. Zhaoke Ophthalmology submitted an ANDA to the NMPA in August 2019. According to CIC, this will potentially be the first preservative-free generic drug commercialized in China, which will help improve patients' comfort during treatment and lower the risk of patient allergies.

After the completion of on-site GMP inspection carried out in 2021, we expected the ANDA review process will be completed in the near future.

### Levobetaxolol HCl

#### Overview

Levobetaxolol HCl is a generic eye drop used in the treatment of glaucoma to lower pressure in the eye.

#### Updates during the Reporting Period

On September 2, 2021, Levobetaxolol HCl eye drops for the treatment of intraocular pressure ("IOP") in patients with primary open-angle glaucoma or ocular hypertension has met its primary endpoint in decreasing IOP in eight weeks compared to the baseline.

Analysis of the results show that the patient group who received Levobetaxolol HCl eye drops demonstrated statistically significant ( $P < 0.01$ ) superior efficacy after eight weeks of treatment, when compared to the patient group receiving the comparator treatment, Betaxolol HCl (BETOPTIC®S).

### 貝美前列素

#### 概覽

貝美前列素為用於治療青光眼的仿製藥。兆科眼科於2019年8月向國家藥監局提交簡化新藥申請。根據灼識的資料，此產品將可能成為於中國商業化的首款不含防腐劑仿製藥，有助提升患者於治療中的舒適性，並降低患者過敏風險。

於2021年進行的GMP現場核查完成後，我們預期簡化新藥申請評審程序將於可見未來完成。

### 鹽酸左倍他洛爾

#### 概覽

鹽酸左倍他洛爾為用於治療青光眼的仿製滴眼液，用以降低眼壓。

#### 報告期內的最新資料

於2021年9月2日，用於治療原發性開角型青光眼或高眼壓症患者的眼壓的鹽酸左倍他洛爾滴眼液已達到主要研究終點，與基線比較，眼壓於第8個星期有所降低。

結果分析顯示，比較接受鹽酸倍他洛爾滴眼液 (BETOPTIC®S) 比較治療的患者組別，接受鹽酸左倍他洛爾滴眼液的患者組別經過8星期的療程後，在統計學上具有顯著優效性 ( $P < 0.01$ )。

# Management Discussion and Analysis

## 管理層討論及分析

### *Epinastine HCl*

#### Overview

Epinastine HCl is a generic drug targeting allergic conjunctivitis with antihistamine and mast cell stabilization properties. It is the first-line therapy for allergic conjunctivitis in China, especially for acute patients and is therefore expected to be commercialized at a lower price than the currently available treatment, giving it a potential significant market advantage. Zhaoke Ophthalmology submitted an ANDA to the NMPA in June 2020.

#### Updates during the Reporting Period

Zhaoke Ophthalmology has passed the on-site GMP inspection for the manufacturing facility for Epinastine HCl in May 2021, which ensures that this product will be consistently produced and controlled according to stringent quality standards. This also marks an important step in the overall ANDA review process.

## **WARNING UNDER RULE 18A.08(3) OF THE LISTING RULES: WE MAY NOT BE ABLE TO ULTIMATELY DEVELOP AND MARKET OUR DRUG CANDIDATES SUCCESSFULLY**

### *Manufacturing and Commercialization*

Zhaoke Ophthalmology manufacturing facility is located in Nansha New District, Guangzhou, Guangdong Province, China. The facility offers full manufacturing capability, from production, dosing, filing, packaging and quality assurance. The facility occupies approximately 7,600 sq.m. and has state-of-the-art equipment and machinery from leading global suppliers. It is designed in accordance with the highest international standards and requirements of major global regulators including the FDA, the NMPA and the EMA.

The cutting-edge manufacturing facility is ready for production, as we anticipate the launch of our first generic product in 2022. We currently have three manufacturing lines, with the ability to expand capacity. In anticipation of the commercialization of our drug candidates, we have increased investment in our manufacturing facility to augment its capacity and reach commercial scale. The production capacity for single dose drugs has already increased ten times.

### *鹽酸依匹斯汀*

#### 概覽

鹽酸依匹斯汀為一種以過敏性結膜炎為目標的仿製藥，具有抗組胺及穩定肥大細胞的屬性。此為中國過敏性結膜炎(尤其是急性患者)的一線療法，因此預期以低於現時可用療法的價格商業化，有望成為重大市場優勢。兆科眼科於2020年6月向國家藥監局提交簡化新藥申請。

#### 報告期內的最新資料

兆科眼科於2021年5月通過鹽酸依匹斯汀生產設施的GMP現場核查，確保有關產品按照嚴格質量標準一致地生產及受控制。此亦為簡化新藥申請整體評審程序中的重要一步。

## **根據上市規則第18A.08(3)條作出的警告：我們最終未必能成功開發和銷售我們的候選藥物**

### *生產及商業化*

兆科眼科的生產設施位於中國廣東省廣州市南沙新區。該設施具有完整的生產能力，涵蓋生產、配藥、灌裝、包裝及質量核證。該設施佔地約7,600平方米，配備從全球領先供應商採購的先進設備及機械，按照最高國際標準設計，符合全球主要監管機構(包括FDA、國家藥監局及EMA)的規定。

此尖端生產設施隨時可以投產，而我們預計將於2022年推出首款仿製藥。我們現時設有三條生產線，並可擴張產能。鑑於預料我們的候選藥物將會商業化，我們已加大生產設施的投資，以擴大產能並達至商業規模。單劑量藥物的產能已提升十倍。

## Management Discussion and Analysis 管理層討論及分析



During the Reporting Period, Zhaoke Ophthalmology has focused on developing its innovative commercialization strategy, in anticipation of the launch of its first drug candidate(s) in 2022. We recognize the rapidly shifting dynamics of the industry and understand that the traditional way of selling drugs can be complemented by new channels as China becomes increasingly dependent on digital, social and e-commerce. We are confident in the strength of our innovative go-to-market model which relies not only on traditional channels, through our experienced sales teams and partnerships with hospitals, but also on online channels, through our WeChat account, partnerships with online medical platforms, and some unique approaches which we are actively exploring.

A new platform that we have created is Zhaoke Boshi. We recognized the need in China for a content driven platform that showcases the cutting-edge research in ophthalmology globally and allows the leading KOLs to share their insights and best practices and facilitates discussions in the ophthalmology community. Zhaoke Boshi was soft launched in September 2021, and its follower base has grown to over 3,000 as of the date of this report. This was achieved because of consistently high quality of content.

We have expanded our team of sales and marketing professionals with decades of experience to lead our commercialization strategy. Our goal is to continue to increase our commercialization team to 200-300 members in the next five years.

於報告期內，鑑於預計將於2022年推出首款候選藥物，兆科眼科專注於制訂其創新商業化策略。我們深悉業內生態瞬息萬變，中國日益倚重數碼、社交及電商渠道，明白傳統售藥方式可輔以新渠道。我們深信我們創新的進入市場模式具有過人之處，不僅倚重傳統渠道(透過我們經驗豐富的銷售團隊及與醫院建立的夥伴關係)，同時亦倚重線上渠道(透過我們的微信賬號、與線上醫療平台建立的夥伴關係及我們現正積極探索的若干獨特方針)。

我們已創設一個名為兆科博視的新平台。我們了解到中國需要一個內容主導的平台，羅列全球尖端眼科研究，讓頂級KOL分享獨到見解及最佳實務，並促進眼科社群討論。兆科博視已於2021年9月軟著陸，於本報告日期，關注者人數已增加至超過3,000名，歸功於一直提供優質內容。

我們已擴展銷售及營銷專業團隊，此團隊擁有數十年經驗，引領我們的商業化策略。我們的目標是於未來五年繼續將商業化團隊的規模擴大至200至300人。

# Management Discussion and Analysis

## 管理層討論及分析

### Research and Development

We believe that R&D is key to driving our competitive strategy. In 2022 we will be concentrating on the advancement of key clinical programs to enhance and expand our drug pipeline.

Zhaoke Ophthalmology has a R&D team with a time-tested, proven track record and a full suite of capabilities covering discovery, pre-clinical research and execution of clinical trials. Our R&D activities are led by an international management team with decades of industry experience at global biotechnology and pharmaceutical companies.

During the Reporting Period we made a number of strategic hires. Dr. Albert Tsai Jr. joined the company as CMO and is primarily responsible for leading the group to advance its assets through the clinical development process as well as supporting the post approval medical affairs for the Group's commercial products. Dr. Tsai will also provide strategic direction for therapeutic indication development and contribute to the overall corporate strategy and culture of innovation and excellence.

In addition, Dr. Xie Zhijun joined Zhaoke Ophthalmology on September 22, 2021 as the head of pre-clinical R&D, responsible for the evaluation and screening of R&D projects, the development, verification and transfer of formulation technology and analytical methods, the customization of Application Programming Interfaces and supplier selection, as well as project management and technical solution optimization, focusing on project optimization and breakthrough. With over 25 years of relevant industry experience, Dr. Xie has a keen sense of biomedical development and elevates the Company's technical level with his professional knowledge and innovation.

During the year of 2021 we significantly increased the size of our R&D team, which now stands at approximately 80 professionals.

We upgraded both our chemistry, manufacturing and control ("CMC") and pharmacology laboratories, with a total area of 1,800 sq.m. in our Nansha facility.

### 研發

我們相信，研發為推動我們競爭策略的關鍵。於2022年，我們將專注於推進重點臨床項目，增強並擴大我們的藥物管線。

兆科眼科的研發團隊擁有久經考驗的良好往績，並擁有涵蓋發現、臨床前研究及執行臨床試驗的全套能力。我們的研發活動由國際管理團隊領導，該團隊在全球生物技術及製藥公司擁有數十年行業經驗。

於報告期內，我們有策略地延聘多名人才。蔡建明醫生加盟本公司，出任首席醫學官，主要負責領導本集團推進旗下商業產品的臨床開發工作，以及產品獲審批後的醫學事務。此外，蔡醫生將為治療適應症開發提供策略指導，協助制訂整體企業策略以及追求創新卓越的企業文化。

此外，謝志軍博士於2021年9月22日加盟兆科眼科，出任臨床前研發部負責人，負責研發項目評估及篩選、配方技術開發、驗證及轉移及分析方法、定製應用編程介面及供應商挑選、項目管理及技術解決方案優化，專注於項目優化及突破。憑藉超過25年相關行業經驗，謝博士對生物醫學發展具有敏銳觸角，憑藉其專業知識及創新成果提升本公司的技術水平。

於2021年度，我們大幅擴大研發團隊規模，現已增至約80名專業人士。

我們已升級旗下化學、生產及控制("CMC")及藥理實驗室，佔我們的南沙設施總面積中的1,800平方米。



## Management Discussion and Analysis

### 管理層討論及分析



The CMC laboratory aims to develop formulation for innovative and generic drugs and transfer technology from overseas licensors to China. The pharmacology laboratory will be utilized to test the efficacy, safety and mechanisms of action of innovative products, and to identify novel drug targets for the treatment of ophthalmic diseases. On March 3, 2022, our pharmacology laboratory received the laboratory animal license from the Department of Science and Technology of Guangdong Province.

These new facilities possess environmental quality self-inspection equipment and capabilities and undertake regular inspections. We follow strict medical waste disposal guidelines in operating and maintaining these facilities. All medical waste will be treated by a third-party environmental protection service provider.

For the year ended December 31, 2021, our R&D expenses reached approximately RMB220.1 million, representing an increase of approximately 169.1% from approximately RMB81.8 million for the year ended December 31, 2020.

CMC實驗室旨在開發創新藥及仿製藥的配方，以及從海外許可方將技術轉移至中國。藥理實驗室將用以檢測創新產品的優效性、安全性及作用機制，以及物色治療眼科疾病的創新藥目標。於2022年3月3日，我們的藥理實驗室獲廣東省科技部發出實驗動物許可證。

CMC實驗室旨在開發創新藥及仿製藥的配方，以及將技術從海外許可方轉移至中國。藥理實驗室將用以測試創新產品的療效、安全性及作用機制，以及識別治療眼科疾病的新藥目標。於2022年3月3日，我們的藥理實驗室已獲廣東省科學技術廳發出實驗動物許可證。

該等新設施擁有環境質量自主檢查設備及能力，並會定期進行檢查。我們於經營及運作該等設施時依循醫學廢料處置指引；所有醫學廢料將由第三方環保服務供應商處理。

截至2021年12月31日止年度，我們的研發開支約達人民幣220.1百萬元，較截至2020年12月31日止年度約81.8百萬元增加約169.1%。



## Management Discussion and Analysis

### 管理層討論及分析

During the Reporting Period, COVID-19 had some impact on our operations. Some of our clinical trials were temporarily delayed, as access to patients was limited, while at an operational level, we had to implement alternative work arrangements in our various locations from time to time in response to local lockdown restrictions. We maintained close communication with our suppliers and global business partners to ensure our close collaboration continued and to continue to advance as much as possible our R&D progress. COVID-19 did not have any material adverse impact on our liquidity and working capital sufficiency of the Group during the Reporting Period.

### Partnerships

Zhaoke Ophthalmology has established multiple licensing partnerships with leading companies in China, the United States and Europe, and will continue to build its global footprint.

In the first quarter of 2021, we established a partnership with NTC, and obtained an exclusive license and distribution right to sell NTC010, an innovative eye drop for preventing and treating cataract surgery-related inflammation and infection already approved in certain European Union countries, in China. NTC is a pharmaceutical company headquartered in Milan, Italy, which engages in the research, development, registration and commercialization of drugs, medical devices and food supplements in ophthalmology and other therapeutic areas.

Zhaoke Ophthalmology also developed a partnership with the Singapore Eye Research Institute (“SERI”) to leverage SERI’s research and development capabilities in preclinical models and clinical trials, as well as regular scientific and industry exchanges.

In December 2021, Zhaoke Ophthalmology announced a partnership with Tianjing HappyLife Technology Limited, an affiliate of Yidu Tech Inc. that provides life sciences solutions. The objective of the partnership is to accelerate the development of innovative clinical research programs for the Chinese ophthalmic market and deliver better medical care and support to eye disease patients in China.

Another strategic collaboration was announced in February 2022 with the world-leading private research institute, Wilmer. Zhaoke Ophthalmology signed a corporate gift agreement with Wilmer to support translational research and academic exchanges. We expect to develop a long term partnership with Wilmer for the early stage cutting edge ophthalmic R&D.

於報告期內，2019冠狀病毒病對我們的營運造成若干影響。我們部分臨床試驗因患者出行限制而受到短暫阻延，而於營運層面，我們不時需要因應地方封城限制於多個地區實行替代工作安排。我們與供應商及全球業務夥伴維持密切聯繫，確保緊密合作不絕，並繼續盡可能相互推動研發進程。於報告期內，2019冠狀病毒病對本集團的流動性及營運資金充足度並無任何重大不利影響。

### 夥伴關係

兆科眼科已與中國、美國及歐洲多間具有領導地位的公司建立多項許可夥伴關係，並將會繼續於全球建立據點。

於2021年第一季，我們與NTC建立夥伴關係，取得在中國銷售NTC010（一種用於預防及治療白內障手術相關炎症及感染的創新滴眼液，已獲若干歐盟國家批准）的獨家許可及分銷權。NTC為一家總部位於意大利米蘭的醫藥公司，從事眼科及其他治療領域的藥物、醫療器械及食品補充劑的研究、開發、註冊和商業化。

兆科眼科亦與Singapore Eye Research Institute（「SERI」）發展夥伴關係，從而借助SERI於臨床前模型及臨床試驗的研發實力、常規科學及行業交流。

於2021年12月，兆科眼科宣佈與醫渡科技旗下提供生命科學解決方案的屬關聯公司天津開心生活科技有限公司合作。建立夥伴關係的目的在於加快中國眼科市場創新臨床研究項目的發展，為中國眼疾患者提供最佳的醫療護理及支援。

2022年2月另宣佈與世界領先私人研究機構Wilmer訂立策略性合作關係。兆科眼科與Wilmer簽訂企業饋贈協議，以支持轉譯研究及學術交流。我們預期將就前期尖端眼科研發與Wilmer建立長期夥伴關係。

# Management Discussion and Analysis

## 管理層討論及分析

Finally, Zhaoke Ophthalmology has signed strategic partnership agreements with three pharmaceutical companies, including Sinopharm Group Distribution Co., Ltd. (國藥控股分銷中心有限公司), Shanghai Pharmaceuticals Co., Ltd. (上藥控股有限公司), and China Resources Pharmaceutical Commercial Group Limited (華潤醫藥商業集團有限公司) on March 8, 2022. The partnerships will focus on distribution, as well as collaboration opportunities in areas such as clinical R&D.

The Company will continue to explore new partnership and collaboration opportunities with world-leading domestic and overseas pharmaceutical firms and research institutions to develop centers of excellence, which will further support and accelerate the R&D of ophthalmic drugs and will enhance our unique go-to-market commercialization strategies.

### Environment, Social and Governance ("ESG")

Zhaoke Ophthalmology is committed to the development of a sustainable healthcare industry in mainland China. We rigorously monitor the environmental and social impact of our operations and are implementing measures to improve the sustainability of our business.

During the Reporting Period, we clearly defined the ESG responsibilities of the Board and the senior management and have established a sustainability steering committee to assist the Board in its management and supervision of the progress and results of relevant initiatives. The Company has also established policies on the environment, employment system, occupational health and safety, training and development, supply chain management, product responsibility, anti-corruption and community investment.

Zhaoke Ophthalmology is committed to transparency and compliance, and disclosing our ESG performance every year in our ESG report. In July 2021, we published our first ESG report to enhance our stakeholders' understanding of our current strategy regarding our socially responsible practices.

### Future and Outlook

Looking forward, we see strong momentum in the ophthalmologic industry, driven by a growing market demand and public policies in China as indicated by the National Eye Health Plan included as part of the "Fourteenth Five-Year Plan for National Economic and Social Development of the PRC and the Outline of Vision Goals for 2035 (中華人民共和國國民經濟和社會發展第十四個五年規劃和2035年遠景目標綱要)". Regulators have highlighted the importance of facilitating the establishment of health service systems and strengthening the construction of ocular medical service systems as well as encouraging talent development, all of which will contribute to improving primary care services and physicians' capacities to diagnose eye diseases.

最後，於2022年3月8日，兆科眼科與三間醫藥公司國藥控股分銷中心有限公司、上藥控股有限公司及華潤醫藥商業集團有限公司簽訂戰略合作協議。是項夥伴關係將聚焦於經銷以及臨床研發等範疇的合作機會。

本公司將繼續發掘與世界領先的國內及海外製藥公司及研究機構建立新夥伴及合作關係的機會，以發展優秀卓越的中心，進一步支援及加快眼科藥物研發，此舉將可增強我們獨特的進入市場商業化策略。

### 環境、社會及管治("ESG")

兆科眼科致力於在中國大陸發展可持續健康護理行業。我們密切監察我們的營運對環境及社會造成的影響，同時實施各類措施提升我們業務的可持續性。

於報告期內，我們明確界定董事會與高級管理層的ESG責任，並成立可持續發展督導委員會，以協助董事會管理及監察各項相關工作的進程及成果。本公司亦已制定環境、僱傭體系、職業健康與安全、培訓與發展、供應鏈管理、產品責任、反貪污及社區投資等方面的政策。

兆科眼科致力於保持透明及符合規例，於ESG報告中披露每年的ESG績效。於2021年7月，我們刊發了首份ESG報告，以提升持份者對我們現時社會責任實踐政策的了解。

### 未來及前景

展望未來，在市場需求增長及「中華人民共和國國民經濟和社會發展第十四個五年規劃和2035年遠景目標綱要」中全國眼健康規劃指出的中國公共政策推動下，我們預視眼科行業將現強大動力。監管機構提出加快建立健康服務體系、加強眼科醫療服務體系建設及鞏固人才隊伍建設的重要性，全部將有助提升基本護理服務及醫生診斷眼科疾病的能力。

## Management Discussion and Analysis

### 管理層討論及分析

As part of this, the Chinese government has designated three geographic areas, including, among others, the GBA, as future centers of excellence for healthcare. With a state-of-the-art manufacturing facility located in Nansha New District, Guangzhou, Guangdong Province, China, Zhaoke Ophthalmology is one of the publicly listed healthcare companies headquartered in the GBA, making it well positioned to spearhead the development of ophthalmic solution ecosystem in the region and capture this market opportunity.

Commercialization is our key focus for 2022, as we expect the commercialization of our first generic product for glaucoma, Bimatoprost Timolol. Our commercialization strategy is based on a hybrid model integrating both our offline and online channels, and will be extended beyond glaucoma and anticipate future product launch in other eye disease area.

Significant R&D milestones are expected for 2022, including for some of our core drug candidates. In terms of clinical trials advancements in the next 12 months, we expect the completion of the Phase II clinical trial for ZKY001 for additional indications, as well as completion of patient enrollment for the Phase III clinical trial for NVK002. We also expect the NDA submission for our CsA Ophthalmic Gel in short order in 2022.

We will continue to explore more strategic partnerships globally with leading institutions, to help realize the potential of the globalization of our assets, including CsA Ophthalmic Gel for potential R&D and commercialization in North America, and NVK002 for out-license to Southeast Asia and South Korea.

Overall, we strongly believe that we are well-positioned to capture the rapidly growing Chinese ophthalmology market and will continue to strive to become the leader in ophthalmology globally. Our mission remains to transform visual health, by developing best-in-class and first-in-class treatments for the five major eye diseases across the front and back of the eye. With a strong focus on R&D, our aim is to provide new treatment solutions and transform visual health in China.

為此，中國政府指定包括大灣區在內的三個地區作為未來卓越醫療護理中心。兆科眼科於中國廣東省廣州市南沙新區建有尖端生產設施，為總部設於大灣區的公開上市醫療護理公司之一，已準備就緒，領導區內眼科解決方案生態系統的發展，並把握此市場機會。

商業化為我們2022年主要焦點，預期我們的首款青光眼仿製藥貝美素噁嗎洛爾將會商業化。我們的商業化策略為混合模式，結合線上線下渠道，將延伸至青光眼以外領域，預計於日後推出其他眼科疾病範疇的產品。

預期2022年將達到多個重大研發里程碑，包括旗下部分核心候選藥物。未來12個月的臨床試驗進程方面，我們預期ZKY001針對其他適應症的第II期臨床試驗將會完成，NVK002第III期臨床試驗的患者入組亦將完成。此外，我們預期將於2022年短期內提交環孢素A眼凝膠的新藥申請。

我們將會繼續在全球探索與領先機構建立策略夥伴關係的機會，以助實現旗下資產全球化的潛力，當中包括於北美洲研發及商業化環孢素A眼凝膠的可能性，以及將NVK002引進東南亞及南韓。

總而言之，我們深信現已作好準備，可把握中國眼科市場的快速增長，將會繼續力爭成為全球眼科領導者。我們的使命始終如一，透過開發同類最佳及同類首創療法，治療影響眼前節及眼後節的五大眼科疾病，推動視力健康變革。我們聚焦研發，致力於中國提供新的治療解決方案及推動中國視力健康變革。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

### 財務回顧

		Year ended December 31, 截至12月31日止年度	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Other income	其他收入	21,133	68,462
Other net gain/(loss)	其他收益／(虧損)淨額	13,409	(5,487)
R&D expenses	研發開支	(220,058)	(81,779)
General and administrative expenses	一般及行政費用	(162,080)	(35,002)
Selling and distribution expenses	銷售及分銷開支	(16,736)	(1,542)
Interest expenses	利息開支	(1,949)	(1,655)
Changes in the carrying amount of preferred shares liability	優先股負債的賬面金額變動	(1,763,499)	(669,978)
<b>Loss for the year</b>	<b>年內虧損</b>	<b>(2,129,780)</b>	<b>(726,981)</b>
<b>Other comprehensive income for the year</b>	<b>年內其他全面收益</b>		
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：		
Exchange differences on translation of financial statements of entities with functional currencies other than RMB	換算功能貨幣並非人民幣的實體財務報表的匯兌差額	(51,191)	56,120
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>(2,180,971)</b>	<b>(670,861)</b>
<b>Non-HKFRS Measures</b>	<b>非香港財務報告準則計量方式</b>		
Adjusted loss for the year	經調整年內虧損	(228,311)	(95,693)

### Overview

For the year ended December 31, 2021, we recorded total loss of approximately RMB2,129.8 million, as compared with approximately RMB727.0 million for the year ended December 31, 2020, mainly due to the changes in the carrying amount of preferred shares liability in relation to the redemption amount and conversion features for the Series A Preferred Shares and Series B Preferred Shares, before they were converted into ordinary Shares on the Listing Date. Our R&D expenses for the year ended December 31, 2021 were approximately RMB220.1 million, representing an increase of approximately 169.1% from approximately RMB81.8 million for the year ended December 31, 2020, primarily due to the increased expenses incurred for clinical trials and R&D activities for our key products, including Phase III clinical trial for CsA Ophthalmic Gel and Levobetaxolol HCl, during the Reporting Period.

### 概覽

截至2021年12月31日止年度，我們錄得虧損總額約人民幣2,129.8百萬元，而截至2020年12月31日止年度則約為人民幣727.0百萬元，主要由於在A系列優先股及B系列優先股於上市日期轉換為普通股前，就A系列優先股及B系列優先股的贖回金額及轉換特性確認優先股負債賬面金額的變動所致。截至2021年12月31日止年度，我們的研發開支約為人民幣220.1百萬元，較截至2020年12月31日止年度約人民幣81.8百萬元增加約169.1%，主要由於我們的重點產品於報告期內進行臨床試驗及研發活動（包括環孢素A眼凝膠及鹽酸左倍他洛爾的第三期臨床試驗）產生的開支增加所致。

# Management Discussion and Analysis

## 管理層討論及分析

### Other Income

The Group's other income primarily consists of bank interest income and government grants received from government authorities. For the year ended December 31, 2021, the Group's other income decreased to approximately RMB21.1 million, compared to approximately RMB68.5 million for the year ended December 31, 2020. The decrease was primarily attributable to the one-time income from licensing agreement of approximately RMB64.2 million received in 2020, which was net off with the effect of the increase of one-off government subsidies received from government authorities for our on-going R&D activities in 2021.

### 其他收入

本集團的其他收入主要包括銀行利息收入及自政府機關獲得的政府補助。截至2021年12月31日止年度，本集團的其他收入由截至2020年12月31日止年度約人民幣68.5百萬元減少至約人民幣21.1百萬元，主要源於2020年收取許可協議一次性收入約人民幣64.2百萬元，與我們於2021年就持續研發活動自政府機關獲得的一次性政府補貼增加的影響對銷。

#### Year ended December 31, 截至12月31日止年度

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Government grants	政府補貼	16,090	266
Bank interest income	銀行利息收入	5,036	2,582
Income from licensing agreement	許可協議收入	-	64,246
Others	其他	7	1,368
Total	總計	21,133	68,462

### Other Net Gain/(Loss)

For the year ended December 31, 2021, we recorded approximately RMB13.4 million of other net gain, compared to approximately RMB5.5 million of other net loss for the year ended December 31, 2020. Such net gain/(loss) primarily consists of net foreign exchange gain or loss in connection with fund transfers among bank accounts in difference currencies and bank balances that are denominated in U.S. dollars.

### 其他收益/(虧損)淨額

截至2021年12月31日止年度，我們錄得其他收益淨額約人民幣13.4百萬元，而截至2020年12月31日止年度則錄得其他虧損淨額約人民幣5.5百萬元，主要包括不同貨幣的銀行賬戶進行資金轉賬及以美元計值的銀行結餘造成的匯兌收益或虧損淨額。

### R&D Expenses

The Group's R&D expenses primarily consisted of: (i) clinical trial professional service fees, primarily including payments to contract research organizations, hospitals and other medical institutions and testing fees incurred for preclinical studies and clinical trials; (ii) depreciation and amortization in relation to our R&D equipment and facilities; (iii) staff costs, including salaries, bonus and welfare payments for R&D personnel; (iv) costs of raw materials and consumables used for R&D of our drug candidates; (v) equity-settled share-based payment for R&D personnel; and (vi) utilities.

### 研發開支

本集團的研發開支主要包括：(i)臨床試驗專業服務費用，主要包括向CRO、醫院及其他醫療機構付款以及就臨床前研究及臨床試驗產生的檢驗費；(ii)有關我們研發設備及設施的折舊及攤銷；(iii)員工成本，包括研發人員的薪金、花紅及福利開支；(iv)我們的候選藥物研發所用原材料及消耗品的成本；(v)向研發人員支付以權益結算以股份為基礎的付款；及(vi)水電費。

# Management Discussion and Analysis

## 管理層討論及分析

For the year ended December 31, 2021, our R&D expenses increased by approximately RMB138.3 million, or 169.1%, to approximately RMB220.1 million from approximately RMB81.8 million for the year ended December 31, 2020. The increase was mainly due to (i) the continuous advancement of our clinical trials and increased investments in the ongoing R&D projects (i.e. completion of Phase III clinical trial for CsA Ophthalmic Gel and Levobetaxolol HCl during the Reporting Period); and (ii) increase in headcount and equity-settled share based-payment of R&D personnel.

The following table sets forth the components of the Group's R&D expenses for the years indicated:

截至2021年12月31日止年度，我們的研發開支由截至2020年12月31日止年度約人民幣81.8百萬元增加約人民幣138.3百萬元或169.1%至約人民幣220.1百萬元，主要由於(i)我們的臨床試驗持續取得進展及進行中的研發項目投資額增加(即報告期內環孢素A眼凝膠及鹽酸左倍他洛爾的第III期臨床試驗完成)；及(ii)研發人員的人數及以權益結算以股份為基礎的付款增加所致。

下表載列本集團於所示年度的研發開支組成部分：

		Year ended December 31, 截至12月31日止年度	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Clinical trial professional service fee	臨床試驗專業服務費用	113,207	27,711
Staff costs	員工成本	29,992	15,141
Depreciation and amortization	折舊及攤銷	23,928	19,352
Equity-settled share-based payment	以權益結算以股份為基礎的付款	21,972	2,902
Cost of raw materials and consumables used	所用原材料及消耗品的成本	10,362	6,808
Utilities	水電費	4,018	2,804
Other <sup>(1)</sup>	其他 <sup>(1)</sup>	16,579	7,061
<b>Total</b>	<b>總計</b>	<b>220,058</b>	<b>81,779</b>

Note:

(1) Represent travel and accommodation expenses, repair and maintenance expenses and other miscellaneous expenses in relation to our R&D activities.

附註：

(1) 指差旅及住宿費用、維修及維護費用以及有關我們研發活動的其他雜項開支。

### General and Administrative Expenses

Our general and administrative expenses consist of staff costs, Listing expenses, professional service fees for legal, consulting and auditing services, general operating expenses, depreciation in relation to our office equipment and equity-settled share-based payment for those other than R&D personnel and commercialization team.

### 一般及行政費用

我們的一般及行政費用包括員工成本、上市開支、法律、諮詢及審計服務等專業服務費用、一般經營開支、辦公室設備折舊以及向研發人員及商業化團隊以外人員支付以權益結算以股份為基礎的付款。



## Management Discussion and Analysis

### 管理層討論及分析

For the year ended December 31, 2021, our general and administrative expenses were approximately RMB162.1 million, representing an increase of approximately RMB127.1 million from approximately RMB35.0 million for the year ended December 31, 2020, which is primarily attributable to (i) the increase in equity-settled share-based payment and staff costs as well as the increase in the number of administrative personnel and senior management to support our business growth; (ii) the Listing expenses incurred in connection with the IPO; and (iii) the increase of professional service fee related to Listing matters and additional regulatory compliance obligations.

The following table sets forth the components of our general and administrative expenses for the years indicated:

截至2021年12月31日止年度，我們的一般及行政費用約為人民幣162.1百萬元，較截至2020年12月31日止年度約人民幣35.0百萬元增加約人民幣127.1百萬元，主要由於(i)以權益結算以股份為基礎的付款及員工成本增加，以及為支持業務增長增加行政人員及高級管理人員人數；(ii)就首次公開發售產生上市開支；及(iii)有關上市事宜及額外監管合規責任的專業服務費用增加所致。

下表載列我們於所示年度的一般及行政費用組成部分：

		Year ended December 31, 截至12月31日止年度	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Equity-settled share-based payment	以權益結算以股份為基礎的付款	81,532	11,390
Listing expenses	上市開支	28,112	10,558
Staff costs (include directors' fee)	員工成本(包括董事袍金)	27,583	7,844
Professional service fees	專業服務費用	14,961	3,303
General operating expenses	一般經營開支	3,385	916
Donation	捐款	2,486	-
Depreciation	折舊	1,769	474
Other <sup>(1)</sup>	其他 <sup>(1)</sup>	2,252	517
<b>Total</b>	<b>總計</b>	<b>162,080</b>	<b>35,002</b>

Note:

(1) Represent certain tax expenses, donations and other miscellaneous expenses.

附註：

(1) 指若干稅項開支、捐款及其他雜項開支。

### Selling and Distribution Expenses

Our selling and marketing expenses mainly consist of salary and benefits expenses for our commercialization team. Our selling and distribution expenses increased from RMB1.5 million for the year ended December 31, 2020 to approximately RMB16.7 million for the year ended December 31, 2021, primarily attributable to an increase in headcount of our commercialization team and equity-settled share-based payment.

### 銷售及分銷開支

我們的銷售及分銷開支主要包括我們商業化團隊的薪金及福利開支。截至2021年12月31日止年度，我們的銷售及分銷開支由截至2020年12月31日止年度的人民幣1.5百萬元增加至約人民幣16.7百萬元，主要由於我們商業化團隊的人數及以權益結算以股份為基礎的付款增加所致。

## Management Discussion and Analysis

### 管理層討論及分析

The following table sets forth the components of our selling and distribution expenses for the years indicated:

下表載列我們於所示年度的銷售及分銷開支組成部分：

		Year ended December 31, 截至12月31日止年度	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Staff costs	員工成本	7,632	553
Equity-settled share-based payment	以權益結算以股份為基礎的付款	6,354	706
Marketing & Conference expenses	營銷及會議開支	1,604	235
Depreciation	折舊	288	-
Other	其他	858	48
Total	總計	16,736	1,542

### Finance Cost

Our finance costs primarily consist of (i) interest on lease liabilities related to our leases of office premises and manufacturing and R&D facilities; and (ii) changes in the carrying amount of preferred shares liability, which represent changes in the carrying amount of financial liabilities recognized in relation to the redemption amount and conversion features for our Series A Preferred Shares and Series B Preferred Shares.

### 財務成本

我們的財務成本主要包括(i)與我們租賃辦公室物業以及生產及研發設施相關的租賃負債利息；及(ii)優先股負債的賬面金額變動，即就A系列優先股及B系列優先股贖回金額及轉換特徵而確認的金融負債的賬面金額變動所致。

The following table sets forth the components of our finance costs for the years indicated:

下表載列我們於所示年度的財務成本組成部分：

		Year ended December 31, 截至12月31日止年度	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Changes in the carrying amount of preferred shares liability	優先股負債的賬面金額變動	1,763,499	669,978
Interest on lease liabilities	租賃負債利息	1,352	1,458
Interest on bank loan	銀行貸款利息	597	197
Total	總計	1,765,448	671,633

### Income Tax

We did not incur any income tax during the years ended December 31, 2020 and 2021.

### 所得稅

截至2020年及2021年12月31日止年度，我們並無產生任何所得稅。

# Management Discussion and Analysis

## 管理層討論及分析

### BVI and Cayman Islands

We were incorporated in the BVI in January 2017 and redomiciled to the Cayman Islands in April 2020. Pursuant to the laws and regulations of the BVI, we were not subject to any income tax there before we were redomiciled to the Cayman Islands. We are an exempted company with limited liability under the Companies Act of Cayman Islands and accordingly are exempted from Cayman Islands income tax.

### Hong Kong

We did not make any provision for Hong Kong profit tax, because our Hong Kong subsidiary, Zhaoke HK, did not have assessable profits in Hong Kong during the Reporting Period.

### The PRC

We did not make any provision for the PRC income tax, which is at the rate of 25% pursuant to relevant PRC laws and regulations, because our PRC subsidiary, Zhaoke Guangzhou, did not have assessable profits in the PRC during the Reporting Period.

### Loss for the Year

As a result of the above factors, for the year ended December 31, 2021, we recorded a loss of approximately RMB2,129.8 million, as compared to a loss of approximately RMB727.0 million for the year ended December 31, 2020.

### Non-HKFRS Measure

To supplement the Group's consolidated financial statements, which are presented in accordance with the HKFRS, the Company also uses adjusted total loss for the year and other adjusted figures as additional financial measures, which are not required by, or presented in accordance with, the HKFRS. The Company believes that these adjusted measures provide useful information to its shareholders and potential investors in understanding and evaluating the Group's annual consolidated results of operations in the same manner as they help the Company's management.

### 英屬處女群島及開曼群島

我們於2017年1月在英屬處女群島註冊成立，並於2020年4月遷冊至開曼群島。於遷冊開曼群島前，根據英屬處女群島法例及法規，我們毋須於當地繳納任何所得稅。根據開曼群島公司法，我們為獲豁免有限公司，因而獲豁免繳納開曼群島所得稅。

### 香港

由於我們的香港附屬公司兆科香港於報告期內於香港並無應課稅利潤，故我們並無計提香港利得稅撥備。

### 中國

由於我們的中國附屬公司兆科廣州於報告期內於中國並無應課稅利潤，故根據相關中國法律及法規，我們並無按25%的稅率計提中國所得稅撥備。

### 年內虧損

基於上述因素，截至2021年12月31日止年度，我們錄得虧損約人民幣2,129.8百萬元，而截至2020年12月31日止年度則錄得虧損約人民幣727.0百萬元。

### 非香港財務報告準則計量方式

為補充本集團根據香港財務報告準則呈列的綜合財務報表，本公司亦使用經調整年內虧損總額及其他經調整數字，作為附加財務計量方式，而此等數字並不在香港財務報告準則要求範圍內，亦非按照香港財務報告準則呈列。本公司相信，該等經調整計量方式可為其股東及潛在投資者提供有用資料，協助彼等了解及評估本集團的全年綜合營運業績，一如有關資料有助本公司管理層了解及進行評估。

# Management Discussion and Analysis

## 管理層討論及分析

Adjusted total loss for the year represents the total loss for the year excluding the effect of equity-settled share-based payment expenses, Listing expense and certain non-cash items and one-time events, namely changes in the carrying amount of preferred shares liability. The term adjusted total loss for the year is not defined under the HKFRS. However, the Company believes that this and other non-HKFRS measures are reflections of the Group's normal operating results by eliminating the potential impact of items that the management do not consider to be indicative of the Group's operating performance. The adjusted total loss for the year, as the management of the Group believes, is adopted in the industry where the Group is operating. However, the presentation of the adjusted total loss for the year is not intended to be (and should not be) considered in isolation or as a substitute for the financial information prepared and presented in accordance with the HKFRS. Shareholders and potential investors of the Company should not view the non-HKFRS measures (i.e. the adjusted total comprehensive loss for the year) on a stand-alone basis or as a substitute for results under the HKFRS, or as being comparable to results reported or forecasted by other companies.

The table below sets forth a reconciliation of the total comprehensive loss for the year to adjusted total comprehensive loss for the year during the years indicated:

經調整年內虧損總額指年內虧損總額撇除以權益結算以股份為基礎的付款開支、上市開支及若干非現金項目及一次性事件(即優先股負債賬面金額變動)的影響。香港財務報告準則並無就經調整年內虧損總額一詞界定定義。然而，本公司相信，此一及其他非香港財務報告準則計量方式可反映本集團的正常營運業績，消除管理層認為並非本集團營運表現指標的項目可能造成的影響。本集團管理層相信，經調整年內虧損總額獲本集團經營的行業採用。然而，經調整年內虧損總額不擬亦不應被獨立考慮或代替根據香港財務報告準則編製及呈列的財務資料。本公司股東及潛在投資者不應獨立審視非香港財務報告準則計量方式(即經調整年內全面虧損總額)，或代替根據香港財務報告準則編製的業績，或將此視為可與其他公司呈報或預測的業績作比較。

下表載列於所示年度的年內全面虧損總額與經調整年內全面虧損總額的對賬：

		Year ended December 31, 截至12月31日止年度	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Loss for the year	年內虧損	(2,129,780)	(726,981)
Less:	減：		
Income from licensing agreement	許可協議收入	-	(64,246)
Add:	加：		
Changes in the carrying amount of preferred shares liability	優先股負債賬面金額的變動	1,763,499	669,978
Listing expenses	上市開支	28,112	10,558
Equity-settled share-based payment expenses	以權益結算以股份為基礎的付款開支	109,858	14,998
Non-HKFRS adjusted loss for the year <sup>(1)</sup>	非香港財務報告準則經調整年內虧損 <sup>(1)</sup>	(228,311)	(95,693)

Note:

### (1) NON-HKFRS MEASURES

Non-HKFRS adjusted net loss for the year is defined as loss and total comprehensive income for the year adjusted by adding back non-cash adjustments and one-time events of (i) changes in the carrying amount of preferred shares liability in relation to the redemption amount and conversion features for our Series A Preferred Shares and Series B Preferred Shares, (ii) Listing expenses, (iii) income from licensing agreement and (iv) equity-settled share-based payment expenses. The above table reconciles our Non-HKFRS adjusted net loss for the year with our loss.

附註：

### (1) 非香港財務報告準則計量方式

非香港財務報告準則經調整年內虧損淨額的定義為經調整年內虧損及全面收益總額，當中加回非現金調整及以下一次性項目：(i)與A系列優先股及B系列優先股的贖回金額及轉換特性有關的優先股負債賬面金額的變動；(ii)上市開支；(iii)許可協議收入；及(iv)以權益結算以股份為基礎的付款開支。上表為非香港財務報告準則經調整年內虧損淨額與虧損的對賬。

## Management Discussion and Analysis

### 管理層討論及分析

#### Selected Data from Statement of Financial Position

#### 財務狀況表的選定數據

		As at December 31, 於12月31日	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Total current assets	流動資產總值	2,208,894	913,623
Total non-current assets	非流動資產總值	396,513	312,963
<b>Total assets</b>	<b>資產總值</b>	<b>2,605,407</b>	<b>1,226,586</b>
Total current liabilities	流動負債總額	89,008	53,666
Total non-current liabilities	非流動負債總額	20,912	1,918,888
<b>Total liabilities</b>	<b>負債總額</b>	<b>109,920</b>	<b>1,972,554</b>
<b>Current assets</b>	<b>流動資產</b>		
Other receivables and prepayments	其他應收款項及預付款項	46,800	18,146
Amount due from a related company	應收一間關聯公司款項	–	13,051
Pledged bank balances	已抵押銀行結餘	25,508	11,083
Time deposits with original maturity over three months	原到期日超過三個月的定期存款	8,157	806,247
Cash and cash equivalents	現金及現金等價物	2,128,429	65,096
<b>Total current assets</b>	<b>流動資產總值</b>	<b>2,208,894</b>	<b>913,623</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	59,153	38,731
Amounts due to related companies	應付關聯公司款項	13,684	186
Bank loans	銀行貸款	10,289	10,000
Lease liabilities	租賃負債	5,882	4,749
<b>Total current liabilities</b>	<b>流動負債總額</b>	<b>89,008</b>	<b>53,666</b>
Net current assets	流動資產淨值	2,119,886	859,957

#### Liquidity and Source of Funding and Borrowing

#### 流動資金及資金來源以及借款

Our primary uses of cash are to fund our clinical trials, manufacturing, purchase of equipment and raw materials and other expenses. During the Reporting Period, we primarily funded our working capital requirements through net proceeds from the Global Offering and pre-IPO investments. We closely monitor uses of cash and cash balances and strive to maintain a healthy liquidity for our operations.

我們的現金主要用於為我們的臨床試驗、生產、設備及原材料採購以及其他開支提供資金。於報告期內，我們主要透過全球發售的所得款項淨額及首次公開發售前投資應付我們的營運資金需要。我們密切監察現金及現金結餘的使用情況，致力維持健康的營運流動資金水平。

# Management Discussion and Analysis

## 管理層討論及分析

As at December 31, 2021, the current assets of the Group were approximately RMB2,208.9 million, including cash and cash equivalents of approximately RMB2,128.4 million, time deposits with an original maturity over three months of approximately RMB8.2 million, pledged bank balance of approximately RMB25.5 million and other current assets of approximately RMB46.8 million. As at December 31, 2021, the current liabilities of the Group were approximately RMB89.0 million, including other payables and accruals of approximately RMB59.2 million, amounts due to related companies of approximately RMB13.7 million, bank borrowings of approximately RMB10.3 million and other current liabilities of approximately RMB5.9 million.

Amounts due to related companies composed of rental payable and payable for CRO services and are unsecured, interest-free and repayable with a maximum credit terms of 30 days or on demand.

As of December 31, 2021, the Group had an unsecured bank loan of RMB10.3 million which was repayable within one year or on demand.

The Group adopts conservative treasury policies in cash and financial management. To achieve better risk control and minimize the cost of funds, the Group's treasury is centralized. Cash is generally placed in deposits mostly denominated in U.S. Dollars, Hong Kong dollars and RMB. The Group's liquidity and financing requirements are reviewed regularly.

### Pledge of Assets

Our pledged bank balance was approximately RMB25.5 million as of December 31, 2021 (2020: RMB11.1 million), representing bank balances we pledged with a bank required for the issue of a letter of credit for importing certain machines and equipment.

### Key Financial Ratios

The following table sets forth the components of our key financial ratio for the dates indicated:

於2021年12月31日，本集團的流動資產約為人民幣2,208.9百萬元，包括現金及現金等價物約人民幣2,128.4百萬元、原到期日超過三個月的定期存款約人民幣8.2百萬元、已抵押銀行結餘約人民幣25.5百萬元及其他流動資產約人民幣46.8百萬元。於2021年12月31日，本集團的流動負債約為人民幣89.0百萬元，包括其他應付款項及應計費用約人民幣59.2百萬元、應付關聯公司款項約人民幣13.7百萬元、銀行借款約人民幣10.3百萬元及其他流動負債約人民幣5.9百萬元。

應付關聯公司款項包括應付租金及應付CRO服務款項，為無抵押、免息、信貸期最長30天或須應要求償還。

於2021年12月31日，本集團的無抵押銀行貸款為人民幣10.3百萬元，須於一年內或應要求償還。

本集團採取審慎財政政策進行現金及財務管理。為更好地控制風險及儘量降低資金成本，本集團的財政資源受到中央管理。現金一般存作存款，大部分以美元、港元及人民幣計值。本集團定期檢討其流動資金及融資需要。

### 資產抵押

於2021年12月31日，我們的已抵押銀行結餘約為人民幣25.5百萬元(2020年：人民幣11.1百萬元)，指我們因開具信用證用於進口若干機器及設備而須質押銀行的銀行結餘。

### 主要財務比率

下表載列於所示日期我們的主要財務比率的組成部分：

		As at December 31, 於12月31日	
		2021 2021年	2020 2020年
Current ratio <sup>(1)</sup>	流動比率 <sup>(1)</sup>	24.8	17.0
Gearing ratio <sup>(2)</sup>	資產負債比率 <sup>(2)</sup>	N/A不適用 <sup>(3)</sup>	N/A不適用 <sup>(3)</sup>

# Management Discussion and Analysis

## 管理層討論及分析

### Notes:

- (1) Current ratio represents current assets divided by current liabilities as of the same date.
- (2) Gearing ratio represents interest-bearing borrowings less cash and cash equivalents and time deposits with original maturity over three months, divided by total equity and multiplied by 100% as of the same date.
- (3) As of December 31, 2020 and 2021, we were in a net cash position and thus gearing ratio is not applicable.

### Contingent Liabilities

As at December 31, 2021, the Group did not have any significant contingent liabilities.

### Capital Commitment

The capital commitment of the Group as at December 31, 2021 was approximately RMB194.7 million, representing an increase of approximately RMB40.3 million as compared with that of approximately RMB154.4 million as at December 31, 2020, primarily attributable to progress made in the construction of manufacturing facilities and R&D activities.

### Significant Investments

For the year ended December 31, 2021, we did not have any significant investment.

### Future Plans for Material Investments or Capital Assets

As of December 31, 2021, we did not have any plans for material investments and capital assets.

### Material Acquisitions and Disposals

We did not have any material acquisitions or disposals of subsidiaries, associates or joint ventures for the year ended December 31, 2021.

### 附註：

- (1) 流動比率乃按於同日的流動資產除以流動負債計算。
- (2) 資產負債比率指同日的計息借款減現金及現金等價物及原到期日超過三個月的定期存款，除以權益總額，再乘以100%。
- (3) 於2020年及2021年12月31日，我們處於淨現金狀況，因此資產負債比率並不適用。

### 或然負債

於2021年12月31日，本集團並無重大或然負債。

### 資本承擔

於2021年12月31日，本集團的資本承擔約為人民幣194.7百萬元，較2020年12月31日約人民幣154.4百萬元增加約人民幣40.3百萬元，主要源於興建生產設施及研發活動取得進展。

### 重大投資

截至2021年12月31日止年度，我們並無任何重大投資。

### 重大投資或資本資產的未來計劃

於2021年12月31日，我們並無有關重大投資或資本資產的未來計劃。

### 重大收購及出售

截至2021年12月31日止年度，我們並無進行有關附屬公司、聯營公司或合營企業的重大收購及出售。



# Management Discussion and Analysis

## 管理層討論及分析

### Employees and Remuneration

As at December 31, 2021, the Group had a total of 238 employees. The following table sets forth the total number of employees by function as of December 31, 2021:

		Number of employees 僱員數目	% of the total 佔總數百分比
Management	管理	6	2.5
R&D	研發	77	32.4
Manufacturing	生產	62	26.1
Quality control	質量控制	42	17.6
Sales and marketing	銷售及營銷	27	11.3
Environmental, health and safety	環境、健康與安全	1	0.4
Administrative	行政	23	9.7
Total	總計	238	100.0

The remuneration of the employees of the Group comprises salaries, bonuses, employees provident fund and social security contributions, other welfare payments and equity-settled share-based payment.

The total remuneration cost incurred by the Group for the year ended December 31, 2021 was approximately RMB150.2 million, as compared to approximately RMB35.9 million for the year ended December 31, 2020. The increase was primarily attributable to (i) equity-settled share-based payment was increased of approximately RMB83.5 million for pre-IPO share option granted; (ii) Directors' fee and emoluments was increased of approximately RMB10.3 million; and (iii) an increase of approximately RMB20.4 million in employee salaries and benefits in line with the expansion in headcount.

### Foreign Exchange Exposure

During the year ended December 31, 2021, the Group mainly operated in China and a majority of its transactions were settled in RMB, the functional currency of the Company's primary subsidiaries. As at December 31, 2021, a significant amount of the Group's cash and cash equivalents was denominated in Hong Kong dollars. Except for certain cash and cash equivalents, prepayments on purchases of property, plant and equipment and other payables denominated in foreign currencies, the Group did not have significant foreign currency exposure from its operations as at December 31, 2021. Our Group manages its foreign exchange risk by performing regular reviews of our net foreign exchange exposures and seeks to minimize these exposures whenever possible.

### 僱員及薪酬

於2021年12月31日，本集團擁有合共238名僱員。下表載列於2021年12月31日按職能劃分的僱員總數：

本集團僱員薪酬包括薪金、花紅、僱員公積金及社會保險供款、其他福利付款及以權益結算以股份為基礎的付款。

截至2021年12月31日止年度，本集團產生的薪酬成本總額約為人民幣150.2百萬元，而截至2020年12月31日止年度則約為人民幣35.9百萬元。增加主要由於(i)授出首次公開發售前購股權的以權益結算以股份為基礎的付款增加約人民幣83.5百萬元；(ii)董事袍金及酬金增加約人民幣10.3百萬元；及(iii)僱員薪金及福利隨着人手增加而上升約人民幣20.4百萬元所致。

### 外匯風險

截至2021年12月31日止年度，本集團主要於中國營運，其大部分交易以人民幣結算，而人民幣為本公司主要附屬公司的功能貨幣。於2021年12月31日，本集團的現金及現金等價物大部分以港元計值。於2021年12月31日，除若干現金及現金等價物、購買物業、廠房及設備的預付款項以及其他應付款項以外幣計值外，本集團並無來自其營運的重大外匯風險。本集團透過定期檢討淨外匯風險管理其外匯風險，從而盡量降低有關風險。

# Profiles of Directors and Senior Management

## 董事及高級管理層履歷

### DIRECTORS

#### Executive Directors

**Dr. Li Xiaoyi**, aged 59, was appointed as the chairman of the Board, an executive Director and the CEO on January 20, 2017. He is mainly responsible for the formulation of the corporate development strategies and direction for our Group as well as overall day-to-day management of our business and operations. Dr. Li Xiaoyi also holds directorship at each subsidiary of our Group since its establishment.

Dr. Li has over 25 years of experience in pharmaceutical R&D as well as management and strategic planning for pharmaceutical companies. Dr. Li founded Lee's Pharm in 1994 and has been the chief technical officer since then. Dr. Li was appointed as an executive director and the chief executive officer of Lee's Pharm in September 2003, where he is responsible for the overall operations and management and R&D of Lee's Pharm and Dr. Li resigned as the chief executive officer and the chief technical officer and has been re-designed from an executive director to a non-executive director of Lee's Pharm since April 29, 2021.

In addition to his roles in Lee's Pharm, Dr. Li also has multiple experience in the management and strategic planning for many other pharmaceutical institutions. Since 2014, he has been serving as the vice president of Hong Kong Biotechnology Organization, mainly responsible for developing the biotech industry in Hong Kong. Since March 2016, he has been serving as the president of Guangzhou Pharmaceutical Association\* (廣州藥學會), an academic and non-profit social organization formed by pharmaceutical researchers in Guangzhou, where he is mainly responsible for providing industrial insights for developing the pharmaceutical industry in Guangzhou. Dr. Li is also a member of the review committee of Innovation and Technology Fund of Hong Kong Government, a fund supported by the government of Hong Kong to promote and facilitate technology companies. Dr. Li obtained his Ph.D. in pharmacology from the medicine college of the University of Illinois in the United States in May 1992.

Dr. Li has earned multiple awards and esteemed recognitions. He has been an adjunct professor at the Hong Kong University of Science and Technology since November 2013 and an honorary fellow since June 2016. In August 2018, he was awarded the leading innovation talent\* (廣州創新領軍人才) by the Guangzhou government. In January 2018, Dr. Li was appointed as a member of the People's Political Consultative Conference of Anhui Province in the PRC, and was honored with the 16th World Outstanding Chinese Award (世界傑出華人獎) by the World Chinese Business Investment Foundation (世界華商投資基金會) in August 2018.

### 董事

#### 執行董事

李小羿博士，59歲，於2017年1月20日獲委任為董事會主席、執行董事兼行政總裁。彼主要負責為本集團制定公司發展策略及方針以及我們的業務及營運的整體日常管理。李小羿博士亦自本集團各附屬公司成立起擔任其董事。

李博士於藥物研發及製藥公司管理及策略規劃方面擁有逾25年經驗。李博士於1994年創辦李氏大藥廠並自彼時起一直擔任技術總監。李博士於2003年9月獲委任為李氏大藥廠執行董事兼行政總裁，負責李氏大藥廠的整體運營及管理以及研發工作。李博士由2021年4月29日起辭任李氏大藥廠行政總裁及技術總監職務，並由執行董事調任非執行董事。

除於李氏大藥廠的角色外，李博士亦於眾多其他製藥機構擁有多重管理及策略規劃經驗。自2014年起，彼一直擔任香港生物科技協會的副主席，主要負責香港生物科技行業的發展。自2016年3月起，彼一直擔任由廣州藥品研究人員組成的學術及非盈利社會組織廣州藥學會的會長，主要負責就廣州藥物行業的發展提供行業洞察力。李博士亦為香港政府創新及科技基金(由香港政府資助的基金，以推廣及賦能科技公司)審核委員會成員。李博士於1992年5月獲得美國伊利諾伊大學醫學院藥物學博士學位。

李博士榮獲多個獎項並獲得高度認可。自2013年11月起，彼為香港科技大學兼任教授，並自2016年6月起為榮譽院士。於2018年8月，彼獲得廣州政府頒發廣州創新領軍人才獎項。李博士於2018年1月獲委任為安徽省中國人民政治協商會議委員，於2018年8月榮獲世界華商投資基金會第16屆世界傑出華人獎。

## Profiles of Directors and Senior Management 董事及高級管理層履歷

**Mr. Dai Xiangrong**, aged 42, joined our Group in June 2016 and was appointed as an executive Director on October 23, 2020. He is mainly responsible for overseeing R&D and daily operation of our Group.

As a licensed pharmacist, Mr. Dai has over 14 years of extensive experience in preclinical studies, clinical research and registration of new drugs. Prior to joining our Group, Mr. Dai had worked in Lee's Pharm since July 2007, where he was responsible for various new drug development programs and succeeded in bringing the programs to the clinical trial stage, and was further promoted to senior director of the R&D centre in February 2016. Prior to the Listing Date, Mr. Dai resigned as the senior director of the R&D center and ceased to hold any management position in the Retained Lee's Pharm Group.

Mr. Dai obtained both his bachelor's degree in horticulture and his master's degree in biochemistry from Anhui Agricultural University (安徽農業大學) in Anhui Province, China, in July 2003 and June 2007, respectively.

### Non-executive Directors

**Ms. Leelalertsuphakun Wanee**, aged 68, was appointed as a non-executive Director on February 20, 2017 and is primarily responsible for providing guidance and advice on the corporate and business strategies of our Group.

Ms. Leelalertsuphakun is an entrepreneur and had established and run several companies since the 1990s. Prior to joining our Group, she joined Lee's Pharm in April 1997. She has been appointed as an executive director and managing director of Lee's Pharm since December 2001, and further as the chief marketing and sales officer of Lee's Pharm since September 2003, where she was responsible for the sales and marketing activities of Lee's Pharm.

**Ms. Tiantian Zhang**, aged 39, was appointed as a non-executive Director on February 5, 2021 and is primarily responsible for providing guidance and advice on the corporate and business strategies of our Group.

戴向榮先生，42歲，於2016年6月加入本集團並於2020年10月23日獲委任為執行董事。彼主要負責監督本集團的研發及日常營運。

作為一名執業藥師，戴先生於臨床前研究、臨床研究及新藥註冊方面擁有逾14年的豐富經驗。於加入本集團前，戴先生自2007年7月起一直於李氏大藥廠任職，先負責多項新藥研究計劃並成功將該等計劃帶進臨床試驗階段，及於2016年2月進一步晉升為研發中心高級總監。於上市日期前，戴先生辭任研發中心高級總監一職，且不再於保留李氏大藥廠集團出任任何管理職位。

戴先生分別於2003年7月及2007年6月自中國安徽省安徽農業大學獲得園藝學學士學位及生物化學碩士學位。

### 非執行董事

**李燁妮女士**，68歲，於2017年2月20日獲委任為非執行董事，主要負責就本集團的公司及業務策略提供指引及建議。

李燁妮女士為企業家，自上世紀90年代以來，已成立及經營多間公司。於加入本集團前，彼於1997年4月加入李氏大藥廠。彼自2001年12月起獲委任為李氏大藥廠執行董事兼董事總經理，並自2003年9月起進一步獲委任為李氏大藥廠市場推廣及銷售總監，負責李氏大藥廠的銷售及市場推廣工作。

**張甜甜女士**，39歲，於2021年2月5日獲委任為非執行董事，主要負責就本集團的公司及業務策略提供指引及建議。

## Profiles of Directors and Senior Management

### 董事及高級管理層履歷

Ms. Zhang has over 10 years of management and investment experience in healthcare industry. From January 2009 to April 2012, Ms. Zhang worked as a manager of business development at Hutchison MediPharma Limited, which is a subsidiary of Hutchison China MediTech Limited, a company whose share are traded on the NASDAQ (ticker symbol: HCM), where she was responsible for drug out-licensing and project management. From July 2014 to December 2015, Ms. Zhang worked as an associate manager at Zimmer Biomet Holdings, Inc., a company whose shares are traded on the New York Stock Exchange (ticker symbol: ZBH), where she was responsible for management of strategic initiatives. In January 2016, Ms. Zhang joined Kleiner Perkins Caufield & Byers China (凱鵬華盈中國基金) as a vice president, focusing on the firm's life science investment practice and portfolio management. Ms. Zhang joined Panacea Venture since January 2018 and is now a partner; Panacea Venture is a venture capital firm focusing on investments in innovative and transformative early and growth stage healthcare and life sciences companies worldwide, where she involves in the firm's life science practice, portfolio management and fund-raising.

Ms. Zhang graduated from the University of Texas at Austin, the United States with a bachelor of science degree in biochemistry in December 2006. She obtained a master degree in biotechnology from the Graduate School of Arts and Sciences of Columbia University, the United States in October 2008, and a master of business administration degree from the Fuqua School of Business of Duke University, the United States, in May 2014.

**Ms. Cai Li**, aged 38, was appointed as a non-executive Director on October 23, 2020 and is mainly responsible for providing guidance and advice on the corporate and business strategies.

From 2007 through 2008, Ms. Cai worked as a research analyst at Credit Suisse AG (New York), where she was responsible for equity research for large cap of medical supplies and devices companies. From March 2009 to July 2011, Ms. Cai worked as an investment associate at HAO Capital (Haotian Jinsheng Investment Management (Beijing) Limited), focusing on growth stage healthcare investments. Ms. Cai joined TPG Capital in August 2011 and is latest serving as a managing director of TPG Capital, a leading global alternative asset firm, responsible for TPG Capital's healthcare investments in Greater China.

張女士擁有逾10年醫療行業管理及投資經驗。自2009年1月至2012年4月，張女士擔任和黃中國醫藥科技有限公司(一間股份於納斯達克上市的公司，股票代碼：HCM)的一間附屬公司和記黃埔醫藥(上海)有限公司的商務開發經理，負責藥物對外授權及項目管理工作。於2014年7月至2015年12月，張女士擔任Zimmer Biomet Holdings, Inc.(一間股份於紐約證券交易所上市的公司，股票代碼：ZBH)副經理，負責戰略計劃管理。於2016年1月，張女士加入凱鵬華盈中國基金出任副總裁，專注於該公司的生命科學投資事業及投資組合管理。張女士自2018年1月起加入Panacea Venture(一間風險投資基金，專注於全球具有創新性及開創性的初期及成長期醫療及生命科學公司的投資)，現為合夥人，負責該公司的生命科學事業、投資組合管理及融資。

張女士於2006年12月畢業於美國德克薩斯州立大學奧斯汀分校，取得生物化學理學學士學位。彼於2008年10月取得美國哥倫比亞大學人文與科學研究生院生物技術碩士學位，並於2014年5月取得美國杜克大學富卡商學院工商管理碩士學位。

蔡俐女士，38歲，於2020年10月23日獲委任為非執行董事，主要負責就公司及業務策略提供指引及建議。

於2007年至2008年，蔡女士擔任瑞士信貸銀行股份有限公司(紐約)研究分析師，負責大型醫療耗材及器械公司的股權研究。於2009年3月至2011年7月，蔡女士擔任浩然資本(浩天金聲投資管理顧問(北京)有限公司)投資經理，專注於處於成長階段的健康醫療投資。蔡女士於2011年8月加入TPG Capital(一間全球領先的另類資產公司)，最後職位為TPG Capital的董事總經理，負責TPG Capital大中華區的醫療保健投資。

## Profiles of Directors and Senior Management 董事及高級管理層履歷

Ms. Cai also concurrently holds the following positions outside our Group:

- a supervisor at Shanghai Deyu Deqi Enterprise Management Consulting Co., Ltd. (上海德虞得起企業管理諮詢有限公司) since November 2016;
- a non-executive director of Novotech Health Holdings Pte. Ltd (“NHH”) invested by TPG Capital since May 12, 2021. Ms. Cai joined NHH in August 2017 as a director of PPC Holding Company (Cayman) and its subsidiaries;
- a non-executive director at Kangji Medical Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 9997), since March 2020;
- a non-executive director at Shanghai Bio-heart Biological Technology Co., Ltd. (上海百心安生物技術股份有限公司) since September 2020; and
- a non-executive director at Dingdang Health Technology Group Ltd. since May 2021.

Ms. Cai obtained her bachelor’s degree in biomedical engineering and economics from Yale University in Connecticut, the United States in May 2007.

**Mr. Chen Yu**, aged 40, was appointed as a non-executive Director on October 23, 2020 and is mainly responsible for providing guidance and advice on the corporate and business strategies.

Mr. Chen has over 14 years of experience in investment. From June 2007 to September 2007 and from January 2008 to September 2010, he was an analyst in the investment banking department of Bank of America Merrill Lynch. From September 2010 to June 2011, he served as an associate of the China investment banking department at Citigroup Global Markets Asia Limited. From January 2012 to July 2015, he was a senior investment manager of Shanghai Panxin Equity Investment Management Co., Ltd. (上海馨信股權投資管理有限公司). Since August 2015, he has been an executive director, and currently managing director, of Hillhouse.

Mr. Chen has been serving as a director of JHBP (CY) Holdings Limited, a pharmaceutical company whose shares are listed on the Main Board of the Stock Exchange (stock code: 6998), since December 2018.

Mr. Chen obtained a bachelor’s degree in electrical engineering (information and communication engineering) from the Hong Kong University of Science and Technology in November 2003, a master’s degree in electrical engineering from Yale University in Connecticut, the United States in May 2005 and a master’s degree in management science and engineering from Stanford University in California, the United States in January 2008.

除本集團職務外，蔡女士亦兼任以下職位：

- 自2016年11月起擔任上海德虞得起企業管理諮詢有限公司的監事；
- 自2021年5月12日起擔任TPG Capital所投資的Novotech Health Holdings Pte. Ltd(「NHH」)的非執行董事。蔡女士於2017年8月加入NHH出任PPC Holding Company (Cayman)及其附屬公司的董事；
- 自2020年3月起擔任康基醫療控股有限公司(一間股份於聯交所主板上市的公司(股份代號：9997))的非執行董事；
- 自2020年9月起擔任上海百心安生物技術股份有限公司的非執行董事；及
- 自2021年5月起擔任叮嚀健康科技集團有限公司的非執行董事。

蔡女士於2007年5月取得美國康涅狄格州耶魯大學生物醫學工程及經濟學專業學士學位。

陳宇先生，40歲，於2020年10月23日獲委任為非執行董事，主要負責就公司及業務策略提供指引及建議。

陳先生有逾14年的投資經驗。於2007年6月至2007年9月及於2008年1月至2010年9月，彼於Bank of America Merrill Lynch投資銀行部擔任分析師。於2010年9月至2011年6月，彼於花旗環球金融亞洲有限公司中國投資銀行部擔任經理。於2012年1月至2015年7月，彼於上海馨信股權投資管理有限公司擔任高級投資經理。自2015年8月起，彼一直擔任高領的執行董事，現任董事總經理。

陳先生自2018年12月起擔任嘉和生物藥業(開曼)控股有限公司(一間股份於聯交所主板上市的製藥公司(股份代號：6998))的董事。

陳先生於2003年11月自香港科技大學取得電機工程(信息與通訊工程)學士學位，於2005年5月自美國康涅狄格州耶魯大學取得電機工程碩士學位及於2008年1月自美國加利福尼亞州斯坦福大學取得管理科學與工程碩士學位。



## Profiles of Directors and Senior Management

### 董事及高級管理層履歷

#### Independent Non-executive Directors

**Mr. Wong Hin Wing**, aged 59, was appointed as an independent non-executive Director on April 1, 2021.

Mr. Wong holds a master's degree in executive business administration from the Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England & Wales, the Association of Chartered Certified Accountants, the Hong Kong Institute of Directors and the Chartered Governance Institute. He is also a member of the American Institute of Certified Public Accountants and a chartered member of the Chartered Institute for Securities & Investment. Mr. Wong was awarded the Medal of Honor by the Government of the Hong Kong Special Administrative Region.

Mr. Wong is currently an independent non-executive director of CRCC High-Tech Equipment Corporation Limited (a public company with H shares listed on the Stock Exchange (stock code: 1786)), Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited (a public company with A shares listed on the Shanghai Stock Exchange (stock code: 600332) and H shares listed on the Stock Exchange (stock code: 874)), Inner Mongolia Yitai Coal Co., Ltd. (a public company with B shares listed on the Shanghai Stock Exchange (stock code: 900948) and H shares listed on the Stock Exchange (stock code: 3948)), Wine's Link International Holdings Limited (a public company listed on the Stock Exchange (stock code: 8509)), and Jiangxi Bank Co., Ltd. (a public company with H shares listed on the Stock Exchange (stock code: 1916)).

Mr. Wong is a member of the Anhui Provincial Committee of the Chinese People's Political Consultative Conference, a panel member of Securities and Futures Appeals Tribunal and Public Interest Entities Auditors Review Tribunal, a member of the Construction Industry Council, the Betting and Lotteries Commission and the Medical Council of Hong Kong.

Mr. Wong is the managing partner and responsible officer of Hermitage Capital HK Limited, a licensed corporation under the SFO. Prior to this, he had worked with an international audit firm for four years and then a listed company as chief financial officer for seven years, after which he co-founded Silk Road International Capital Limited (a licensed corporation formerly known as Legend Capital Partners Inc.) and led the company as the executive director and responsible officer for twenty-three years. Overall, he has over three decades of solid experience in corporate management and governance, investment management and advisory, accounting and finance.

#### 獨立非執行董事

黃顯榮先生，59歲，於2021年4月1日獲委任為獨立非執行董事。

黃先生持有香港中文大學行政人員工商管理碩士學位。彼為香港會計師公會資深會員、英格蘭及威爾士特許會計師公會資深會員、英國特許公認會計師公會資深會員及特許公司治理公會資深會員。彼亦為美國公認會計師公會會員及英國特許證券與投資協會特許會員。黃先生獲香港特別行政區政府頒發榮譽勳章。

黃先生現為中國鐵建高新裝備股份有限公司(一間H股於聯交所上市(股份代號：1786)的公眾公司)、廣州白雲山醫藥集團股份有限公司(一間A股於上海證券交易所上市(證券代碼：600332)及H股於聯交所上市(股份代號：874)的公眾公司)、內蒙古伊泰煤炭股份有限公司(一間B股於上海證券交易所上市(證券代碼：900948)及H股於聯交所上市(股份代號：3948)的公眾公司)、威揚酒業國際控股有限公司(一間於聯交所上市(股份代號：8509)的公眾公司)及江西銀行股份有限公司(一間H股於聯交所上市(股份代號：1916)的公眾公司)的獨立非執行董事。

黃先生為中國人民政治協商會議安徽省委員會委員、證券及期貨事務上訴審裁處委員、公眾利益實體核數師覆核審裁處成員、建造業議會成員、博彩及獎券事務委員會成員及香港醫務委員會委員。

黃先生現為和喧資本香港有限公司(一間證券及期貨條例項下的持牌法團)的管理合夥人及負責人。此前，彼曾在一間國際審計事務所擔任核數師4年，並在一間上市公司擔任首席財務官7年。彼其後聯合創辦絲路國際資本有限公司(一間前稱安里俊投資有限公司的持牌法團)，作為執行董事及負責人領導公司長達23年。總體而言，彼於企業管理及管治、投資管理及顧問、會計及財務方面擁有逾30年的紮實經驗。



## Profiles of Directors and Senior Management 董事及高級管理層履歷

**Prof. Lo Yuk Lam**, aged 73, was appointed as an independent non-executive Director on April 1, 2021 and is primarily responsible for supervising and providing independent judgment to our Board.

Prof. Lo has extensive experience in biotechnology industry, corporate management, academic research and community service. Since July 2019, he has been serving as the chairman of GT Healthcare Capital Partners, a private investment partnership specializing in healthcare investments. From July 2007 to June 2009, he was a member of the Hong Kong Government Research Grants Council. He was the chairman of the Advisory Council on Food and Environmental Hygiene of the Hong Kong Government from April 2015 to March 2021 and he has been the president for HK Bio-Med Innotech Association. He also serves as the honorary chairman of the Hong Kong Biotechnology Organisation. Since February 2019, he has been serving as the partner of Hongsen Investment Management Ltd, an investment company focusing on growing biotech companies.

Prof. Lo also holds the following positions outside our Group:

- an independent director of Sinovac Biotech Ltd., a company whose shares are listed on NASDAQ Global Select Market (ticker symbol: SVA), since March 2006; and
- an independent non-executive director of Luye Pharma Group Ltd., a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 2186), since June 2014.

In recognition of his leadership in the community and dedication to his field, Prof. Lo has received many awards. In 2000, he was the first to be bestowed with the title of honorary fellow by the Hong Kong University of Science and Technology for his role in establishing Hong Kong's biotechnology industry. He was awarded China's "Top Ten Financial and Intelligent Persons" in 2007 in recognition of his outstanding contribution to economic development and business innovation in China. He was honored with the World Outstanding Chinese Award (世界傑出華人獎) by the World Chinese Business Investment Foundation (世界華商投資基金會) in June 2008, the Pericles International Prize 2019 by the Alcmaeon International Academy in June 2019, and the HKSAR Bronze Bauhinia Star by the government of Hong Kong in October 2020.

### SENIOR MANAGEMENT

**Dr. Lau Lit Fui**, aged 59, joined our Group in June 2016 and was appointed as president and chief operating officer of our Group on April 1, 2019 and reassigned as CSO on January 18, 2022. He is primarily responsible for overseeing the overall scientific functions of our Group, including basic and applied research projects, as well as the development of new processes, technologies or projects. He is also responsible for promoting the efficiency, profitability and competitive position of our Group.

盧毓琳教授，73歲，於2021年4月1日獲委任為獨立非執行董事，主要負責監督董事會並向其提供獨立判斷。

盧教授在生物科技行業、公司管理、學術研究及社區服務方面擁有豐富的經驗。自2019年7月起，彼擔任GT Healthcare Capital Partners(一間專注於醫療保健投資的私人投資合夥企業)主席。於2007年7月至2009年6月，彼為香港政府研究資助局成員。彼於2015年4月至2021年3月曾任香港政府食物及環境衛生諮詢委員會主席及一直擔任香港生物醫藥創新協會會長。彼亦擔任香港生物科技協會榮譽主席。自2019年2月起，彼擔任宏信投資管理公司(一間專注於發展中生物科技公司的投資公司)的合夥人。

除本集團職務外，盧教授亦兼任以下職位：

- 自2006年3月起擔任科興控股生物技術有限公司(一間股份於納斯達克全球精選市場上市的公司(股票代碼：SVA))的獨立董事；及
- 自2014年6月起擔任綠葉製藥集團有限公司(一間股份於聯交所主板上市的公司(股份代碼：2186))的獨立非執行董事。

盧教授獲獎無數，以表彰其社區領導力及其對所在領域的貢獻。於2000年，彼成為香港科技大學首位榮譽院士，以表彰其在香港生物科技業發展中所發揮的作用。2007年，彼榮獲中華「十大財智人物」稱號，以表彰其在中國經濟發展及商業創新領域的傑出貢獻。於2008年6月，彼獲得世界華商投資基金會「世界傑出華人獎」，於2019年6月獲得Alcmaeon International Academy「2019年度伯裡克利國際獎」，並於2020年10月獲得香港政府頒發香港特別行政區銅紫荊星章。

### 高級管理層

柳烈奎博士，59歲，於2016年6月加入本集團並於2019年4月1日獲委任為本集團的總裁兼首席運營官，其後於2022年1月18日調任首席科學官。彼主要負責監督本集團的整體科學職能，包括基本及應用研究項目，以及開發新程序、技術或項目。彼亦負責提高本集團的效率、盈利能力及競爭力。

## Profiles of Directors and Senior Management

### 董事及高級管理層履歷

Dr. Lau has 24 years of extensive experience in operation management and R&D of new drugs. From August 1998 to January 2008, he worked in the global R&D department of Pfizer Inc., a worldwide leading pharmaceutical company, where his last position was senior principal scientist heading a biology laboratory and supervising technicians in testing drug candidates. From January 2008 to August 2012, Dr. Lau worked as the associate director of the new product and alliance development department of GlaxoSmithKline (China) R&D Co., Ltd., a science-led global healthcare company, where he was responsible for department management and R&D of new drugs treating neurodegenerative diseases. Dr. Lau joined Lee's Pharm in October 2012 and had been managing the operation and R&D of Lee's Pharm until April 2016.

Dr. Lau obtained both his bachelor's degree in science and master degree of philosophy from The Chinese University of Hong Kong in December 1985 and December 1987, respectively, where he was awarded the Wong Siew Chan Scholarship. In December 1993, he obtained his Ph.D. in biochemical science from the University of Connecticut in the United States. He completed his research fellowship in neuroscience at the School of Medicine of John Hopkins University in the United States in August 1998.

Dr. Lau's outstanding performances have been recognized by several leading corporations. In February 1991, he was granted SmithKline Beecham Student Pharmacology Award by SmithKline Beecham Pharmaceuticals, a company focused on pharmaceuticals, biologics, vaccines, and consumer healthcare. During his employment with Pfizer, Inc., he was granted several awards by the global research & development department of the company, for his leadership, team work spirit and contribution in R&D. In 2014, he was awarded the Medicines for Life Award by UTASIA Inc., a subsidiary of United Therapeutics Corporation, a company mainly focusing on pharmaceutical preparations business. In 2018, Dr. Lau received an award from CVie Therapeutics Co. Ltd., a subsidiary of Lee's Pharm, for his sustained contribution and commitment.

**Ms. Feng Xinyan**, aged 44, was appointed as the CFO of our Group on December 7, 2020 and appointed for another dual role as the CBO on January 18, 2022. She is primarily responsible for financial planning and initiatives and investor relations management, and also oversees the overall operation of our Group.

柳博士於營運管理及新藥研發方面擁有24年的豐富經驗。於1998年8月至2008年1月，彼就職於全球領先的製藥公司輝瑞公司全球研發部，最終職位為高級首席科學家，領導生物實驗室並監督技術人員檢測候選藥物。於2008年1月至2012年8月，柳博士擔任GlaxoSmithKline (China) R&D Co., Ltd. (一間以科學為導向的全球醫藥保健公司) 新產品及聯盟發展部的副總監，負責部門管理及治療神經退行性疾病的新藥研發。柳博士於2012年10月加入李氏大藥廠，直至2016年4月，一直管理李氏大藥廠的營運及研發工作。

柳博士分別於1985年12月及1987年12月取得香港中文大學理學學士學位及哲學碩士學位，並獲頒授Wong Siew Chan獎學金。於1993年12月，彼取得美國康涅狄格大學生物化學博士學位。彼於1998年8月於美國約翰斯•霍普金斯大學醫學院完成神經系統科學研究培訓課程。

柳博士的傑出才能已獲得多間一流企業的認可。於1991年2月，彼獲SmithKline Beecham Pharmaceuticals (一間專注於製藥、生物製品、疫苗及消費者保健的公司) 授予SmithKline Beecham Student Pharmacology Award獎項。於任職於輝瑞公司期間，彼因其領導力、團隊精神及對研發作出的貢獻而獲該公司全球研發部授予多項獎勵。於2014年，彼獲UTASIA Inc. (United Therapeutics Corporation的一間附屬公司，而United Therapeutics Corporation主要專注於醫藥製劑業務) 授予Medicines for Life Award。於2018年，柳博士獲李氏大藥廠的附屬公司CVie Therapeutics Co. Ltd. 頒授獎項，以表彰其持續貢獻及投入。

馮新彥女士，44歲，於2020年12月7日獲委任為本集團的首席財務官，其後於2022年1月18日獲委兼任首席業務官。彼主要負責本集團的財務規劃及舉措以及投資者關係管理，同時監督整體運作。

## Profiles of Directors and Senior Management 董事及高級管理層履歷

From 2000 to 2002, she worked as an analyst at McKinsey & Company. From August 2004 to July 2012, she worked at Goldman Sachs (Asia) L.L.C. and successively held various positions, including the executive director. From July 2012 to September 2014, she served as managing director and head of China equity capital markets at Standard Chartered Bank. From September 2014 to August 2018, she served as executive director of strategic business development and investor relations at Global Brands Group Holding Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 0787). She served as chief financial officer at ACEA Therapeutics, Inc, a company engaged in developing and delivering innovative treatments to life-threatening diseases from April 2019 to November 2019.

Ms. Feng obtained her bachelor's degree in computer appliance from Fudan University (復旦大學) in Shanghai, China in July 1998. She obtained a master's degree in computer science from University of Virginia in the United States in August 2000, and a master of business administration degree from the University of Chicago Booth School of Business in the United States in March 2004.

**Dr. Albert Tsai Jr.**, aged 48, was appointed as the CMO of our Group on June 1, 2021. He is primarily responsible for leading the Group to advance its assets through the clinical development process as well as supporting the post-approval medical affairs for the Group's commercial products (e.g. safety, risk management, thought leader relationships).

Dr. Tsai has 20 years of healthcare experience across the spectrum of pharmaceuticals, biotech, medical devices and healthcare consulting, as well as in various country markets including China, U.S., Japan and Southeast Asia. From 2019 to 2021, he served as the vice president, regional medical officer of the Asia-Pacific region at PPD Inc., a leading global contract research organization, responsible for business development and providing medical/scientific product development advisory to biotech companies in Asia. Prior to that, he served as vice president, Asia Pacific at The Medicines Company Hong Kong, a company listed on the NASDAQ (stock code: MDCO) from 2014 to 2019, where he developed and implemented the Asia expansion strategy for The Medicines Company Hong Kong with a primary focus on establishing their presence in China and Japan. From 1997 to 2014, he worked in various leading global pharmaceutical companies including Bayer Schering Pharma AG, Merck Sharp & Dohme (Asia) Ltd., Amgen Inc. and GE Healthcare Inc. in senior medical positions.

Dr. Tsai obtained his doctor of medicine from Northwestern University and master of business administration in strategy and finance from University of Southern California.

於2000年至2002年，彼於麥肯錫公司擔任分析師。於2004年8月至2012年7月，彼任職於高盛(亞洲)有限責任公司，並先後擔任執行董事等多個職位。自2012年7月至2014年9月，彼於渣打銀行擔任董事總經理及中國股權資本市場部主管。於2014年9月至2018年8月，彼於利標品牌有限公司(一間股份於聯交所主板上市之公司，股份代號：0787)擔任戰略業務發展及投資者關係部執行董事。彼於2019年4月至2019年11月擔任ACEA Therapeutics, Inc(一間從事為危及生命的疾病開發及提供創新療法的公司)的首席財務官。

馮女士於1998年7月自中國上海復旦大學取得計算機應用學士學位。彼於2000年8月自美國弗吉尼亞大學取得計算機科學碩士學位，並於2004年3月自美國芝加哥大學布斯商學院取得工商管理碩士學位。

**蔡建明醫生**，48歲，於2021年6月1日獲委任為本集團的首席醫學官。彼主要負責領導本集團推進旗下商業產品的臨床開發工作，以及支援產品獲審批後的醫學事務(例如安全、風險管理及與意見領袖的關係)。

蔡醫生擁有20年的醫療保健經驗，涵蓋中國、美國、日本及東南亞等多國市場的醫藥、生物科技、醫療儀器及醫療保健諮詢等領域。於2019年至2021年間，彼出任全球領先的受託研究機構PPD Inc.的亞太區副總裁及醫學總監，負責業務發展，以及為亞洲地區的生物科技公司提供醫療/科學產品開發顧問服務。此前，彼於2014年至2019年間出任The Medicines Company Hong Kong(一間於納斯達克上市的公司，股份代號：MDCO)的亞太區副總裁，任內為The Medicines Company Hong Kong制訂並推行其亞洲擴展策略，主力於中國及日本建立據點。於1997年至2014年間，彼曾任職於多間全球領先的藥業公司，包括Bayer Schering Pharma AG、美國默沙東藥廠有限公司、Amgen Inc.及GE Healthcare Inc.，擔任高級醫學職位。

蔡醫生取得西北大學的醫學博士及南加州大學的工商管理(策略及金融)碩士學位。

## Profiles of Directors and Senior Management

### 董事及高級管理層履歷

**Dr. Li Lok Yee Mandy**, aged 43, joined our Group in June 2016 and was appointed as the senior vice president, R&D of our Group on September 1, 2020. She is mainly responsible for facilitating the business development and execution of scientific strategies of research and project management (including both in-licensed and in-house developed pipeline products) of our Group.

From 2004 to 2006, Dr. Li worked as a research associate at the department of chemical pathology of the Chinese University of Hong Kong. From 2006 to 2007, she worked as a post-doctoral fellow at the department of surgery of the University of Hong Kong. From October 2007 to April 2010, Dr. Li served as a research scientist of Bio-Cancer Treatment International Limited, a Hong Kong company focused on the R&D of innovative anticancer drugs, where she led a research team to conduct research on innovative anti-cancer, playing an active role in responding to FDA queries.

Dr. Li joined Lee's Pharm in February 2014, where she was first responsible for the R&D of new drugs, project management, business development and drug licensing, and further promoted to a senior vice president of Lee's Pharm, leading and managing Lee's Pharm's R&D center.

Dr. Li obtained her bachelor of science degree in biochemistry and her Ph.D. in biochemistry from the Chinese University of Hong Kong, in December 2000 and December 2004, respectively.

**Mr. Zhang Guohui**, aged 47, joined our Group in June 2016 and was appointed as deputy general manager of our Group on July 1, 2016. He is mainly responsible for overseeing manufacturing and logistics function of our Group.

Mr. Zhang has over 23 years of experience in pharmaceutical industry. Since his graduation in July 1997 and until June 2016, Mr. Zhang had been working in Lee's Pharm for more than 18 years. He was first responsible for the R&D of new drugs, quality control and good manufacturing practice management and further promoted as the head of R&D of the company, where he accumulated extensive experience in the R&D and registration of new drugs, as well as project management.

Mr. Zhang obtained his bachelor's degree in biochemical engineering from the Beijing Institute of Light Industry (北京輕工業學院), currently known as Beijing Technology and Business University (北京工商大學) in Beijing, China in July 1997. He obtained his master's degree in business administration from Asia International Open University (Macau) in January 2009.

李洛誼博士，43歲，於2016年6月加入本集團並於2020年9月1日獲委任為本集團研發中心高級副總裁。彼主要負責促進本集團業務發展及科學研究策略的執行以及項目管理(包括許可引進及內部研發產品線)。

於2004年至2006年，李博士擔任香港中文大學化學病理學系助理研究員。於2006年至2007年，彼擔任香港大學外科學系博士後研究員。於2007年10月至2010年4月，李博士擔任康達醫藥科技有限公司(一間專注於研發創新抗癌藥物的香港公司)的研究科學家，帶領研究團隊進行創新抗癌研究，在回覆FDA問詢方面發揮積極作用。

李博士於2014年2月加入李氏大藥廠，最初負責新藥研發、項目管理、業務發展及藥物授權，其後晉升為李氏大藥廠的高級副總裁，負責領導及管理李氏大藥廠的研發中心。

李博士分別於2000年12月及2004年12月在香港中文大學取得生物化學理學士學位及生物化學博士學位。

張國輝先生，47歲，於2016年6月加入本集團並於2016年7月1日獲委任為本集團的副總經理。彼主要負責監督本集團的製造及物流職能。

張先生於製藥行業擁有逾23年經驗。自1997年7月畢業直至2016年6月，張先生於李氏大藥廠任職逾18年。彼最初負責新藥研發、質量控制及良好生產規範管理，其後晉升為該公司的研發部負責人，在新藥研發、註冊及項目管理方面積累了豐富經驗。

張先生於1997年7月在中國北京市北京輕工業學院(現稱北京工商大學)取得生物化學工程學士學位。彼於2009年1月在亞洲(澳門)國際公開大學取得工商管理碩士學位。

## Profiles of Directors and Senior Management 董事及高級管理層履歷

**Mr. Jiang Su**, aged 41, joined our Group in January 2018 and was appointed as the clinical operations director of our Group on June 1, 2019. He is mainly responsible for conducting and organizing clinical trials.

Mr. Jiang has over 18 years of experience in pharmaceutical industry. Since his graduation in July 2003 and until January 2018, Mr. Jiang had been working in Lee's Pharm for almost 15 years. He was first responsible for carrying out clinical trials and further promoted to the head of clinical quality in charge of quality control of clinical trials.

Mr. Jiang obtained his bachelor's degree in maternal and child health from the Anhui Medical University (安徽醫科大學) in Anhui Province, China in June 2003.

**Mr. Ma Jian**, aged 35, joined our Group in January 2017. He was appointed as assistant manager of quality assurance and quality control on September 1, 2018, and was further promoted as the vice president of quality control of our Group in 2021. He is mainly responsible for devising procedures to inspect and report quality assurance issues, identifying critical control points and preventive measures.

From 2007 to 2012, Mr. Ma had been working in the R&D department of various pharmaceutical companies. From March 2012 to January 2017, Mr. Ma had been working at Lee's Pharm where he was first the leader of document quality assurance group and further promoted as the leader of onsite quality assurance.

Mr. Ma obtained his bachelor's degree in medicine from Anhui Medical University (安徽醫科大學) in Anhui Province, China in June 2007.

**Mr. Mauro Bove**, aged 66, was appointed as the business development director of our Group on January 1, 2019. He is mainly responsible for overseeing business development activities and identifying new business opportunities and finalizing the relevant negotiations on a global basis.

Mr. Bove has almost 40 years of business and management experience within the pharmaceutical industry working in Europe, North America and Asia. Mr. Bove led for many years until March 2014 the corporate and business development of Sigma-Tau Finanziaria S.p.A.. From May 2005 to December 2014, he served as a non-executive director of Lee's Pharm. From December 2014 to December 2018, he served as the senior vice president of corporate and business development department of Lee's Pharm, overseeing the business development activities and identifying new business opportunities for the group.

江蘇先生，41歲，於2018年1月加入本集團並於2019年6月1日獲委任為本集團臨床運營總監。彼主要負責指導及組織臨床試驗。

江先生於製藥行業擁有逾18年經驗。於2003年7月畢業直至2018年1月，江先生於李氏大藥廠任職近15年。彼最初負責開展臨床試驗，其後晉升為負責臨床試驗質量控制的臨床質量部負責人。

江先生於2003年6月在中國安徽省安徽醫科大學取得婦幼保健醫學專業學士學位。

馬鍵先生，35歲，於2017年1月加入本集團並於2018年9月1日獲委任為質量保證及控制部助理經理，其後於2021年晉升為本集團質量控制部副總裁。彼主要負責設計檢查及匯報質量保證問題的程序、確定關鍵控制點及預防措施。

馬先生於2007年至2012年在多間製藥公司的研發部門任職。於2012年3月至2017年1月，馬先生一直任職於李氏大藥廠，彼最初擔任文件質量保障組的負責人，其後晉升為現場質量保障的負責人。

馬先生於2007年6月在中國安徽省安徽醫科大學取得醫學學士學位。

**Mauro Bove**先生，66歲，於2019年1月1日獲委任為本集團的業務發展總監，主要負責監督業務發展活動及物色新商機以及於全球範圍內完成相關談判。

Bove先生於歐洲、北美及亞洲擁有近40年製藥行業業務及管理經驗。多年以來，Bove先生一直領導Sigma-Tau Finanziaria S.p.A.的企業與業務發展，直至2014年3月。於2005年5月至2014年12月，彼擔任李氏大藥廠的非執行董事。於2014年12月至2018年12月，彼擔任李氏大藥廠企業與業務發展部高級副總裁，負責監督業務發展活動並為該集團物色新商機。



## Profiles of Directors and Senior Management

### 董事及高級管理層履歷

In addition to the above, Mr. Bove has also served as a director of many other private or listed pharmaceutical companies. He serves as a director at RegeneRx Biopharmaceuticals, Inc., a biopharmaceutical company listed on the OTCQB market under the ticker symbol "RGRX" in the United States; Kato Pharmaceuticals Incorporation, a privately held U.S. bio-pharmaceutical company dedicated to the development of novel therapies for pathologies of the eye with an emphasis on unmet medical needs; Adastra Pharmaceuticals Inc., a private U.S. clinical-stage biopharmaceutical company focused on providing novel solutions to advance patient care in oncology; and Eyesense AG, a European company focusing on the scientific R&D in the area of medical devices applied to the diabetes segment.

Mr. Bove obtained his law degree from the University of Parma in Italy in July 1980. In 1985, he attended the Academy of American and International Law at International and Comparative Law Center in Texas, the United States.

**Mr. Feng Jiang**, aged 46, was appointed as sales and marketing director of our Group on October 1, 2020. He is primarily responsible for overseeing the branding, sales and marketing activities of our Group.

From 2000 to 2006, Mr. Feng served at various China offices of multinational pharmaceutical companies as sales or medical representative. From January 2007 to April 2010, he worked for Eli Lilly Asia, Inc., where he was responsible for the promotion and sales of products in Guangdong Province and his last position was regional manager. From April 2010 to September 2020, he served successively as the regional manager and deputy director of the ophthalmic business department of Allergan Information Consulting (Shanghai) Co., Ltd, where he was responsible for the sales and marketing of the company's ophthalmic pharmaceutical products and was granted several awards by the company in recognition of his great performance.

Mr. Feng obtained his bachelor's degree in biotechnology from South China Agricultural University (華南農業大學) in Guangdong Province, China in July 1999.

**Ms. Yau Suk Yan**, aged 39, was appointed as the financial controller and the company secretary of our Company on September 9, 2019. She is responsible for management and supervision of auditing, report analysis and budget control of our Group.

除上述外，Bove先生亦於許多其他私人或上市製藥公司擔任董事職務。彼擔任RegeneRx Biopharmaceuticals, Inc. (一間於美國OTCQB市場上市的生物製藥公司，股票代碼「RGRX」)的董事；擔任Kato Pharmaceuticals Incorporation (一間私人持有的美國生物製藥公司，該公司專注於重點開發存在醫療需求缺口的眼部病症新療法)的董事；擔任Adastra Pharmaceuticals Inc. (美國一間私人臨床階段生物製藥公司，專注於為改善腫瘤患者護理提供新型解決方案)的董事；及擔任Eyesense AG (一間專注於應用於糖尿病的醫療器械領域科學研發的歐洲公司)的董事。

於1980年7月，Bove先生獲得意大利University of Parma法學學位。於1985年，彼赴美國德克薩斯州國際法和比較法中心的美國及國際法律學院進修。

馮江先生，46歲，於2020年10月1日獲委任為本集團的銷售及營銷總監。彼主要負責監督本集團的品牌推廣、銷售及營銷活動。

自2000年至2006年，馮先生於多間跨國製藥公司的中國辦事處任職，擔任銷售或醫藥代表。於2007年1月至2010年4月，彼加入Eli Lilly Asia, Inc.，負責在廣東省推廣及銷售產品，彼最後職位為區域經理。於2010年4月至2020年9月，彼先後擔任艾爾建信息諮詢(上海)有限公司眼科業務部的區域經理及副總監，負責銷售及營銷該公司的眼科醫藥產品，且獲該公司授予多個獎項，以表彰其出色表現。

馮先生於1999年7月自中國廣東省華南農業大學取得生物技術學士學位。

邱淑欣女士，39歲，於2019年9月9日獲委任為本公司的財務總監兼公司秘書。彼負責本集團審計、報告分析及預算控制的管理與監督。



## Profiles of Directors and Senior Management 董事及高級管理層履歷

From September 2004 to January 2010, Ms. Yau served as a manager at KPMG. From February 2010 to July 2015, she was the financial controller and company secretary of Active Group Holdings Limited, currently known as Sino Energy International Limited (中能國際控股集團有限公司), a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1096), where she was in charge of finance management and audit of the group. From July 2015 to September 2019, Ms. Yau served as the financial controller and company secretary of Uni-Bio Science Group Limited (聯康生物科技集團有限公司), a company whose shares are listed on the Main Board of Stock Exchange (stock code: 690), where she was responsible for finance management and audit of the group.

Ms. Yau obtained her bachelor's degree of arts (with honors) in accountancy from the Hong Kong Polytechnic University in November 2004 and completed the CPA qualification programme and passed the professional examination for membership admission and was issued with a practicing certificate by Hong Kong Institute of Certified Public Accountants in August 2006. She has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since January 2008 and a fellow member of the Hong Kong Institute of Certified Public Accountants since March 2016.

**Dr. Jin Yixuan**, aged 40, joined our Group as the associate medical director on October 8, 2019, mainly responsible for overseeing clinical trial development in terms of protocol development and providing medical insight for clinical trial strategy and model design.

Dr. Jin started her career as an attending physician of ophthalmology in Nanhai People's Hospital of Foshan City\* (佛山市南海區人民醫院) from 2011 to 2014. She worked at Beijing Novartis Pharma Co., Ltd. (北京諾華製藥有限公司), a global healthcare company from June 2018 to September 2019, where her last position was medical science liaison manager.

Dr. Jin obtained her master's degree in clinical medicine from Harbin Medical University (哈爾濱醫科大學) in Heilongjiang Province, China, in July 2008. She then obtained her doctor's degree in ophthalmology from Sun Yat-sen University (中山大學) in Guangdong Province, China in June 2011.

**Dr. Xie Zhijun**, age 50, joined our Group as the head of pre-clinical R&D on September 22, 2021, mainly responsible for project screening and evaluating; formulation procedure and analytical methods exploring, verifying and transferring; API custom-manufacturing and collaborator selecting; and project management and process optimization.

Dr. Xie focused on scientific research and production for more than 25 years, and had a sensitive touch to the development trend of international bio- and chemo-drugs.

於2004年9月至2010年1月，邱女士擔任畢馬威會計師事務所經理。於2010年2月至2015年7月，彼擔任動感集團控股有限公司(現稱中能國際控股集團有限公司，一間股份於聯交所主板上市之公司，股份代號：1096)財務總監兼公司秘書，負責該集團的財務管理及審計工作。於2015年7月至2019年9月，邱女士擔任聯康生物科技集團有限公司(一家股份於聯交所主板上市之公司，股份代號：690)財務總監兼公司秘書，負責該集團的財務管理及審計工作。

邱女士於2004年11月取得香港理工大學會計學(榮譽)文學士學位，並完成註冊會計師專業資格課程，於2006年8月通過會員准入專業考試，獲香港會計師公會頒發執業證書。彼自2008年1月起成為香港會計師公會註冊會計師，自2016年3月起成為香港會計師公會資深會員。

**金怡軒博士**，40歲，於2019年10月8日加入本集團任職醫學副總監，主要負責監督制定醫療方案的臨床試驗開發及為臨床試驗策略及模型設計提供醫學觀察。

金博士於佛山市南海區人民醫院開始其職業生涯，於2011年至2014年期間擔任該醫院眼科主治醫師。彼於2018年6月至2019年9月於北京諾華製藥有限公司(一間全球醫藥健康公司)任職，其最後職位是醫學聯絡官經理。

於2008年7月，金博士取得中國黑龍江省哈爾濱醫科大學臨床醫學碩士學位。其後於2011年6月，彼取得中國廣東省中山大學眼科學博士學位。

**謝志軍博士**，50歲，於2021年9月22日加盟本集團出任臨床前研發部主管，主要負責項目篩選及評估、配方程序及分析方法探索、驗證及轉移、定製活性藥物成份及合作夥伴挑選、項目管理及過程優化。

謝博士專注於科技研究及生產超過25年，對國際生物及化學藥品發展趨勢具有敏銳觸角。

## Profiles of Directors and Senior Management

### 董事及高級管理層履歷

From 2002 to 2021, Dr. Xie had been working as senior management in several R&D laboratory and pharmaceutical companies such as Zhongshan Follow Biotech Co., Ltd ( 中山福運生物科技有限公司 ), Yangtze River Pharmaceutical Group Limited ( 揚子江藥業集團有限公司 ) and Hunan Haili Chemical Co., Ltd. ( 湖南海利化工股份有限公司 ).

Dr. Xie obtained his master degree in Organic Chemistry from Hunan Normal University ( 湖南師範大學 ) in Hunan Province, China in July 2003 and his PhD degree in Organic Chemistry from Nanjing University ( 南京大學 ) in Jiangsu Province, China in July 2008.

**Ms. Carol Liu**, aged 38, joined our Group as head of regulatory affairs on January 4, 2021. She is responsible for overseeing industry specific practices and ensuring all government and regulations are being met throughout drug registration of the Group.

Ms. Liu has worked for GlaxoSmithKline plc (GSK) and Lee's Pharm from 2007 to 2021. In the past 14 years of professional career, she focused on the area of regulatory affairs, especially for innovative drugs including biological products and chemical drugs. She obtained her master of science degree in the School of Pharmacy of Peking University ( 北京大學 ).

**Ms. Yang Lei**, aged 41, joined our Group as general counsel on October 11, 2021. She is responsible for overseeing legal and compliance functions of our Group.

Ms. Yang started her career at Shanghai Xuhui District Government's Supervision Commission ( 上海市徐匯區人民政府辦公室 ) in 2003. Since 2006 she worked for General Electronics after her graduation from the master program in Germany. She joined Roche China as legal manager since 2011 and since then she focused in healthcare industry and had accumulated rich experience in legal and compliance practice. Starting from 2015, she joined USP China ( 美國藥典委員會中華區總部 ) as director of legal, compliance and ethics.

Ms. Yang is pursuing PhD. in philosophy at Chinese Academy of Social Science ( 中國社會科學院 ). She obtained a master's degree in European and international law from Bremen University, Germany. She also obtained a bachelor's degree in civil and commercial law from East China University of Law and Politics ( 華東政法大學 ).

於2002年至2021年，謝博士曾於中山福運生物科技有限公司、揚子江藥業集團有限公司、湖南海利化工股份有限公司等多間研發實驗室及製藥公司出任高級管理人員。

謝博士於2003年7月自中國湖南省湖南師範大學取得有機化學碩士學位，並於2008年7月自中國江蘇省南京大學取得有機化學哲學博士學位。

劉鑾女士，38歲，於2021年1月4日加入本集團任法規事務部主管。彼負責監督行業特定實務，確保本集團於藥品註冊過程中符合所有政府及監管規定。

劉女士於2007年至2021年曾任職於GlaxoSmithKline plc ( 葛蘭素史克 ) 及李氏大藥廠。於過去14年專業事業生涯中，一直專注於監管事務領域，特別是創新藥，包括生物產品及化學藥品。彼於北京大學藥學院取得理學碩士學位。

楊蕾女士，41歲，於2021年10月11日加入本集團任法律總顧問。彼負責監督本集團的法律及合規職能。

楊女士於2003年在上海市徐匯區人民政府辦公室展開職業生涯。自2006年起，彼於德國完成碩士課程後任職於General Electronics。彼自2011年起加入羅氏中國 (Roche China) 任法律部經理，自此，彼專注於健康護理行業，在法律及合規實務方面積累豐富經驗。自2015年起，彼加入美國藥典委員會中華區總部任法律、合規及操守部總監。

楊女士為中國社會科學院哲學博士生。彼取得德國Bremen University的歐洲及國際法碩士學位。彼亦取得華東政法大學的民事及商業法學士學位。

# Profiles of Directors and Senior Management

## 董事及高級管理層履歷

### EXTERNAL CONSULTANT

**Dr. Samir Chandrakant Patel**, aged 61, was engaged by our Company as strategy consultant of our Group on April 9, 2020, to provide our Group with consulting services in relation to, among others, planning business strategies, sourcing business development opportunities, and providing protocol inputs and clinical development integration inputs.

Dr. Patel has over thirty years of extensive experience in ophthalmology, including 10 years in academic medicine and 20 years in the ophthalmic pharmaceutical industry. He obtained his degree of doctor of medicine from the medical school of University of Massachusetts in the United States in 1985 and completed his residency in ophthalmology at the University of Chicago in 1990. Further, Dr. Patel completed his clinical retinal fellowship at the Massachusetts Eye and Ear Infirmary at the Harvard Medical School, being the primary teaching hospital of Harvard Ophthalmology. Dr. Patel was duly elected as a fellow by the American Academy of Ophthalmology in 1992. Dr. Patel commenced his practice in academic ophthalmology at the University of Chicago in 1992 where he eventually served as an associate professor of ophthalmology and the director of retina service, until July 2000.

Dr. Patel further gained valuable insights and experience in the management and operation of pharmaceutical companies since 2000 when he first started his own business by co-founding Eyetech Pharmaceuticals, Inc., a biopharmaceutical company specializing in novel therapeutics to treat eye diseases, where he served as a director and chief of clinical and commercial strategy. In 2007, Dr. Patel co-founded Ophthotech Corporation, a biopharmaceutical company listed on the NASDAQ under the ticker symbol "OPHT" and specializing in the development of novel therapeutics to treat ophthalmic diseases (currently known as IVERIC bio, Inc. and listed on the NASDAQ Global Select Market under the ticker symbol "ISEE"), and served as the company's founding CEO, president and vice chairman of its board of directors.

### COMPANY SECRETARY

**Ms. Yau Suk Yan**, our company secretary, was appointed on September 9, 2019. Ms. Yau is also our financial controller. For details of her biography, please see "-Senior Management."

### CHANGES TO DIRECTORS' INFORMATION

Save as disclosed herein, the Directors confirm that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rule.

### 外聘顧問

**Samir Chandrakant Patel** 博士，61歲，於2020年4月9日獲本公司委任為本集團策略顧問，就(其中包括)規劃業務策略、物色業務發展機會、提供醫療方案輸入數據及臨床發展整合輸入數據向本集團提供諮詢服務。

Patel博士在眼科方面擁有逾30年的豐富經驗，包括於學術醫學的10年經驗及於眼科製藥行業的20年經驗。彼於1985年取得美國馬薩諸塞大學醫學院醫學博士學位並於1990年在芝加哥大學眼科完成實習。之後，Patel博士於哈佛大學醫學院麻省眼耳鼻喉科醫院(即哈佛大學眼科主要教學醫院)完成臨床視網膜培訓課程。Patel博士於1992年正式獲選為美國眼科學會會員。Patel博士於1992年在芝加哥大學開始其眼科學術工作，彼於該大學最後擔任眼科副教授及視網膜服務處處長，直至2000年7月。

Patel博士自2000年起透過共同創立 Eyetech Pharmaceuticals, Inc. (一間專門從事眼部疾病新療法的生物製藥公司)首次創辦自己的企業以來，於製藥公司的管理和運營方面進一步獲得寶貴見解及經驗。彼一直擔任該公司董事兼臨床及商業戰略部總監。於2007年，Patel博士共同創立 Ophthotech Corporation (一間於納斯達克上市的生物製藥公司，股票代碼「OPHT」)，該公司(現稱 IVERIC bio, Inc.，於納斯達克全球精選市場上市，股票代碼「ISEE」)專門從事眼科疾病新療法的開發，彼一直擔任該公司的首任行政總裁、總裁及董事會副主席。

### 公司秘書

邱淑欣女士，於2019年9月9日獲委任為公司秘書。邱女士亦為本公司財務總監。有關其履歷詳情，請參閱「-高級管理層」。

### 董事資料變動

除本文所披露者外，董事確認並無須根據上市規則第13.51B(1)條披露的資料。

# Corporate Governance Report

## 企業管治報告

The Board is pleased to present this corporate governance report of the Company for the Reporting Period.

### CORPORATE GOVERNANCE PRACTICES

The Shares have been listed on the Stock Exchange since April 29, 2021. The Group is committed to maintaining high standards of corporate governance to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has adopted the CG Code. As the Company became listed on April 29, 2021, one Audit Committee meeting, one Remuneration Committee meeting and one Nomination Committee meeting were held during the period from the Listing Date and up to December 31, 2021. Pursuant to code provision C.2.1 in Part 2 of the CG Code, the roles of chairman and chief executive should be separate and not be performed by the same individual. Dr. Li Xiaoyi currently serves as both the Chairman of the Board and the CEO. Dr. Li Xiaoyi has been operating and managing our Group since its establishment, and our Directors consider that the present arrangement is beneficial to and in the interest of our Company and our Shareholders as a whole and the deviation from code provision C.2.1 in Part 2 of the CG Code is appropriate in such circumstance. For details on the deviation from Code provision C.2.1 in Part 2 of the CG code, please see “- THE BOARD - (8) Chairman and Chief Executive Officer”. Save as disclosed above, during the period from the Listing Date and up to December 31, 2021, our Directors consider that the Company has complied with applicable code provisions of the CG Code as set out in Appendix 14 to the Listing Rules.

### THE BOARD

#### (1) Responsibilities

The Board is responsible for the overall leadership of the Group, overseeing the Group's strategic decisions and monitoring business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established five Board committees including the Audit Committee, the Remuneration Committee, the Nomination Committee, the Investment Committee and the Executive Committee. The Board has delegated to the Board committees' responsibilities as set out in their respective terms of reference. All Board committees are provided with sufficient resources to perform their duties.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders as a whole at all times.

董事會欣然呈列本公司於報告期內的本企業管治報告。

### 企業管治常規

股份自2021年4月29日起在聯交所上市。本集團致力於維持高水平的企業管治，以保障股東權益並持高企業價值和問責性。本公司已採納企業管治守則。由於本公司於2021年4月29日上市，於上市日期至2021年12月31日期間，本公司曾舉行一次審核委員會會議、一次薪酬委員會會議及一次提名委員會會議。根據企業管治守則第二部分的守則條文C.2.1，主席與行政總裁的角色應有區分，並不應由一人同時兼任。李小羿博士目前同時兼任董事會主席與行政總裁。李小羿博士自本集團成立以來一直經營及管理本集團，董事相信現有安排對本公司及股東整體而言有利，並符合彼等的整體利益，而在此情況下偏離企業管治守則第二部分的守則條文C.2.1誠屬恰當。有關偏離企業管治守則第二部分的守則條文C.2.1的詳情，請參閱「一董事會－(8)主席及行政總裁」。除上文所披露者外，於上市日期至2021年12月31日期間，董事認為本公司已遵守上市規則附錄十四所載企業管治守則的適用守則條文。

### 董事會

#### (1) 職責

董事會負責本集團的整體領導工作、監督本集團的策略性決定以及監察業務及表現。董事會已將有關本集團日常管理及營運的職權及職責轉授予本集團的高級管理人員。為監督本公司特定方面的事務，董事會已設立五個董事委員會，包括審核委員會、薪酬委員會、提名委員會、投資委員會及執行委員會。董事會亦已向董事委員會轉授職責，詳情載於各委員會的職權範圍內。所有董事委員會均已獲提供充足資源以履行其職務。

全體董事須確保時刻以誠實信用的原則履行職務，遵守適用法例及法規，並以本公司及股東的整體利益為前提行事。

## (2) Directors' and Senior Management's Liability Insurance and Indemnity

The Company has arranged appropriate liability insurance to indemnify the Directors and senior management of the Company for their liabilities arising out of corporate activities. The insurance coverage will be reviewed on an annual basis.

## (3) Board Composition

During the year ended December 31, 2021, the Board comprised two executive Directors, four non-executive Directors and three independent non-executive Directors. The Directors who held office from the Listing Date till December 31, 2021 were:

### Executive Directors

Dr. Li Xiaoyi  
Mr. Dai Xiangrong

### Non-executive Directors

Ms. Leelalertsuphakun Wanee  
Ms. Tiantian Zhang  
Ms. Cai Li  
Mr. Chen Yu

### Independent non-executive Directors

Mr. Wong Hin Wing  
Prof. Lo Yuk Lam  
Dr. Tam Lai Fan Gloria (*resigned on April 11, 2022*)

Save for the resignation of Dr. Tam Lai Fan Gloria as an independent non-executive Director which took effect from April 11, 2022, all the abovenamed Directors remained as Directors of the Company up to the date of this annual report.

Ms. Leelalertsuphakun Wanee is Dr. Li Xiaoyi's sister. Save for this, there is no other relationship (including financial, business, family or other material/relevant relationship(s)) among the Board members.

## (2) 董事及高級管理人員的責任保險及彌償保證

本公司已安排適當的責任保險，為董事及本公司高級管理人員就其因公司事務而產生的責任提供彌償保證。保障範圍將每年檢討。

## (3) 董事會組成

截至2021年12月31日止年度，董事會由兩名執行董事、四名非執行董事及三名獨立非執行董事組成。自上市日期起直至2021年12月31日止的在任董事為：

### 執行董事

李小羿博士  
戴向榮先生

### 非執行董事

李焯妮女士  
張甜甜女士  
蔡俐女士  
陳宇先生

### 獨立非執行董事

黃顯榮先生  
盧毓琳教授  
譚麗芬醫生(於2022年4月11日辭任)

除譚麗芬醫生辭任獨立非執行董事(自2022年4月11日起生效)外，直至本年報日期，上述所有董事仍然為本公司董事。

李焯妮女士為李小羿博士的姊姊。除此之外，董事會成員之間概無其他關係(包括財務、業務、家屬或其他重大/相關關係)。

# Corporate Governance Report

## 企業管治報告

On April 11, 2022, Dr. Tam Lai Fan Gloria has resigned as an independent non-executive Director. Following the resignation of Dr. Tam Lai Fan Gloria with effect from April 11, 2022, the Company has two independent non-executive Directors. Following her resignation, the total number of independent non-executive Directors accounts for less than one-third of Board members, and hence the Company fails to meet the requirement of Rule 3.10A of the Listing Rules and the number of independent non-executive Directors and the number of members of the Audit Committee fall below the minimum number required under Rules 3.10(1) and 3.21 of the Listing Rules. As such, the Board will make its best endeavors to identify suitable candidate to fill the vacancy as soon as practicable and within three months from April 11, 2022 in order to ensure compliance by the Company with the requirements under the Listing Rules.

Under Rule 3.10(2) of the Listing Rules, at least one independent non-executive Director should possess appropriate professional qualifications or accounting or related financial management expertise. Mr. Wong Hin Wing, an independent non-executive Director of the Company, has appropriate professional qualifications or accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules.

### (4) Board Diversity Policy

Pursuant to Rule 13.92 of the Listing Rules, the nomination committee (or the board) shall have a policy concerning diversity of board members, and shall disclose the policy on diversity or a summary of the policy in the corporate governance report.

The Company has adopted the board diversity policy (the “**Board Diversity Policy**”) which sets out the objective and approach to achieve and maintain diversity of the Board in order to enhance the effectiveness of the Board. Pursuant to the Board Diversity Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, skills, age, professional experience, knowledge, cultural, education background, ethnicity and length of service. The Directors have a balanced mix of knowledge and skills, including knowledge and experience in the areas of management, business development, R&D, quality control and corporate finance. They obtained degrees in various majors including medicine, biochemistry and business administration. Furthermore, the Board has a wide range of age, ranging from 38 years old to 73 years old.

於2022年4月11日，譚麗芬醫生辭任獨立非執行董事。於譚麗芬醫生辭任自2022年4月11日起生效後，本公司有兩名獨立非執行董事。因此，於彼辭任後，獨立非執行董事總數佔董事會成員人數少於三分之一，故本公司不符合上市規則第3.10A條的規定，而獨立非執行董事人數及審核委員會成員人數少於上市規則第3.10(1)條及第3.21條的最低人數規定。因此，董事會將盡力物色合適人選於自2022年4月11日起三個月內儘快填補空缺，以確保本公司符合上市規則的規定。

根據上市規則第3.10(2)條，至少一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關的財務管理專長。本公司的獨立非執行董事黃顯榮先生具有上市規則第3.10(2)條規定的合適專業資格或會計或相關財務管理專業知識。

### (4) 董事會成員多元化政策

根據上市規則第13.92條，提名委員會（或董事會）須設有關於董事會成員多元化的政策，並須於企業管治報告內披露該多元化政策或其概要。

本公司已採納董事會成員多元化政策（「**董事會多元化政策**」），當中載列為達致及維持董事會成員多元化的宗旨及方針，從而提升董事會效能。根據董事會多元化政策，本公司考慮諸多因素（包括但不限於性別、技能、年齡、專業經驗、知識、文化背景、教育背景、種族及服務年期），務求實現董事會成員多元化。董事之間的知識和技能均衡搭配，包括管理、業務發展、研發、質量管理及企業融資領域的知識及經驗。彼等獲得醫藥、生物化學及商業管理等不同專業的學位。此外，董事會年齡範圍廣泛，介乎38歲至73歲之間。



The Board Diversity Policy specifies that the appointment of Directors will be based on meritocracy, and candidates will be evaluated against objective criteria, having due regard for the benefits of diversity of the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, skills, age, professional experience, knowledge, cultural, education background, ethnicity and length of service.

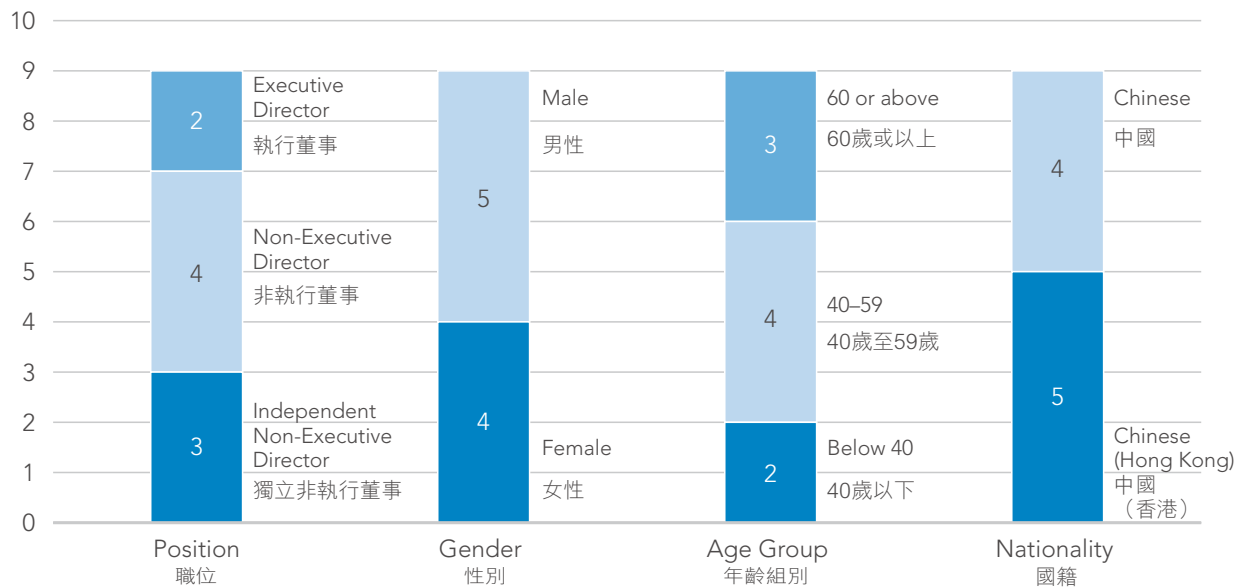
The composition of the Board will be disclosed in the Corporate Governance Report every year and the Nomination Committee will supervise the implementation of the Board Diversity Policy. The Nomination Committee will review the effectiveness of the Board Diversity Policy, as appropriate, discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

As of December 31, 2021, the diversity of the Board is illustrated as below. Further details on the biographies and experience of the Directors are set out on page 40 to page 53 of this annual report.

董事會多元化政策訂明，董事任命以用人唯才為原則，候選人將按客觀標準評估，亦會審慎考慮其對董事會成員多元化的裨益。甄選人選將根據一系列多元化觀點進行，包括但不限於性別、技能、年齡、專業經驗、知識、文化背景、教育背景、種族及服務年期。

董事會的組成將每年於企業管治報告中披露，提名委員會將監督董事會多元化政策的執行情況。提名委員會將檢討董事會多元化政策的成效，在適當情況下亦會討論可能須進行的任何修訂，並向董事會建議任何有關修訂，以供董事會考慮及批准。

於2021年12月31日，董事會的多元性說明如下。董事的個人履歷及經驗的進一步詳情載於本年報第40至53頁。



The Nomination Committee has reviewed the membership, structure and composition of the Board, and is of the opinion that the structure of the Board is reasonable, and the experiences and skills of the Directors in various aspects and fields can enable the Company to maintain high standard of operation.

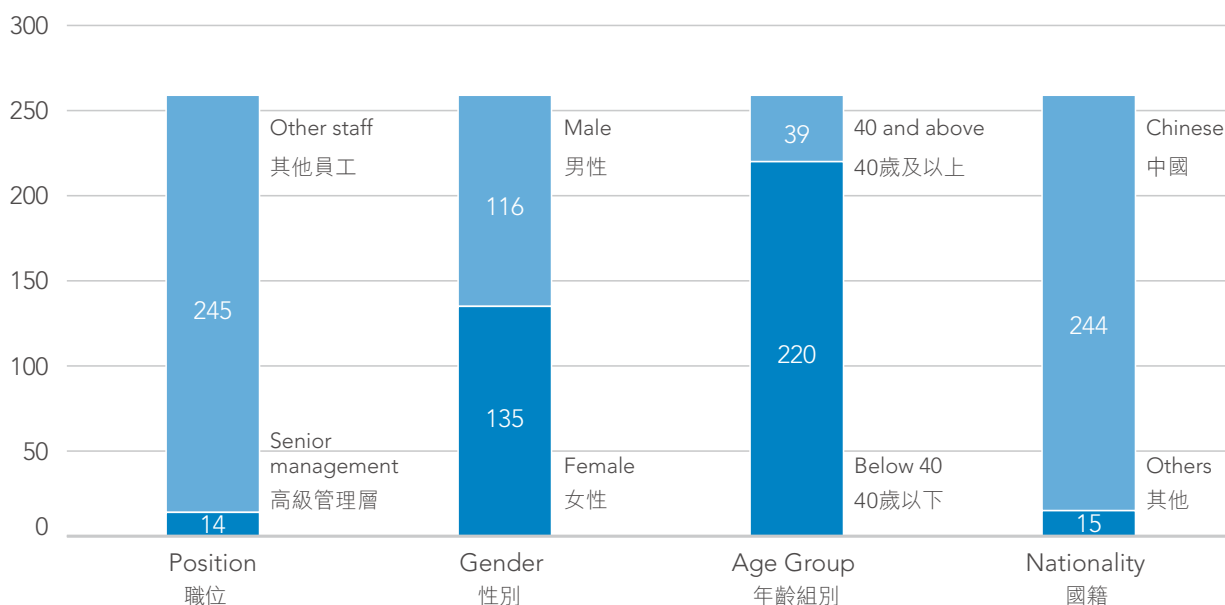
提名委員會已檢討董事會的成員、架構及組成，認為董事會架構合理，而董事在不同層面及領域的經驗與技能可讓本公司維持高水平的營運。

### (5) Measurable Objectives

The Company aims to maintain an appropriate balance of diverse perspectives that are relevant to the Company's business growth. The Company is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered. The Nomination Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption. In particular, the Nomination Committee will identify and make recommendations to the Board to implement programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees that, in time, will prepare them for Board positions.

As disclosed in the Prospectus, the Company also taken, and will continue to take steps to promote gender diversity at all levels of the Company, including but without limitation at the Board and the management levels. In particular, Ms. Leelalertsuphakun and Ms. Cai Li, each a non-executive Directors, is a female. The CBO and CFO, Ms. Feng Xinyan, the senior vice president, R&D of the Group, Dr. Li Lok Yee Mandy, the financial controller and company secretary, Ms. Yau Suk Yan, the head of regulatory affairs, Ms. Carol Liu, and the general counsel, Ms. Yang Lei are also female.

As at the date of this annual report, the diversity of employees of the Company is illustrated as below.



### (5) 可計量目標

本公司旨在使與本公司業務增長相關的多元觀點得到適當平衡。本公司亦致力於確保自董事會及以下各職級的招聘及遴選實務架構合適，從而令不同範疇的候選人能夠納入其中。提名委員會將定期討論並於必要情況下協定達致董事會成員多元化的可計量目標(包括性別多元化)，並向董事會作出推薦以供採納。具體而言，提名委員會將識別出幹練以及經驗豐富的僱員並向董事會作出建議，以實行計劃，協助發展更廣泛、更多元化的人才庫，並使彼等能夠及時作好準備，出任董事會職位。

誠如招股章程所披露，本公司亦已經並將繼續採取措施推進本公司各層級(包括但不限於董事會及管理人員)的性別多元化發展。具體而言，非執行董事李燁妮女士及蔡俐女士均為女性。首席業務官兼首席財務官馮新彥女士、本集團研發中心高級副總裁李洛誼博士、財務總監兼公司秘書邱淑欣女士、法規事務部主管劉鑾女士及法律總顧問楊蕾女士亦為女性。

於本年報日期，本公司僱員的多元性說明如下。

## (6) Confirmation of Independence by the Independent Non-executive Directors

The Company has received from each of the independent non-executive Directors and Dr. Tam Lai Fan Gloria (who resigned as independent non-executive Director on April 11, 2022) an annual confirmation in writing of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that, during the Reporting Period and up to the date of this annual report, all of the independent non-executive Directors are independent.

## (7) Induction and Continuous Professional Development

All Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant.

Every newly appointed Director should receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

During the Reporting Period, all Directors, namely Dr. Li Xiaoyi, Mr. Dai Xiangrong, Ms. Leelalertsuphakun Wanee, Ms. Tiantian Zhang, Ms. Cai Li, Mr. Chen Yu, Mr. Wong Hin Wing, Prof. Lo Yuk Lam and Dr. Tam Lai Fan Gloria<sup>(1)</sup> were regularly briefed on the amendments to or updates on the relevant laws, rules and regulations. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expense.

Prior to the Listing, each of the aforesaid Directors has attended the training courses conducted by the Hong Kong legal adviser of the Company. The content of such training related to the duties of directors and on-going obligations of listed companies.

Note:

- (1) On April 11, 2022, Dr. Tam Lai Fan Gloria has resigned as an independent non-executive Director of the Company.

## (6) 獨立非執行董事的確立性確認

本公司已接獲各獨立非執行董事及譚麗芬醫生(於2022年4月11日辭任獨立非執行董事)根據上市規則第3.13條作出的年度獨立性書面確認。本公司認為，於報告期內及直至本年報日期，全體獨立非執行董事均為獨立人士。

## (7) 入職培訓與持續專業發展

全體董事應參與持續專業發展，以發展並更新彼等的知識與技能，從而確保彼等對董事會的貢獻屬知情與相關。

每名新委任的董事應於首次獲委任時獲得正式、全面及切合所需的入職培訓，確保對本公司業務及營運有適當了解，同時完全知悉董事於上市規則及相關法定要求下的責任與義務。

於報告期內，全體董事(即李小羿博士、戴向榮先生、李燁妮女士、張甜甜女士、蔡俐女士、陳宇先生、黃顯榮先生、盧毓琳教授及譚麗芬醫生<sup>(1)</sup>)均定期獲得有關法例、規則及規例修訂或更新的簡報。在合適情況下，本公司亦會為董事安排內部簡介會，並會向董事提供相關議題的閱讀材料。本公司鼓勵全體董事出席相關培訓課程，費用由本公司承擔。

上述各董事於上市前已出席由本公司的香港法律顧問舉辦的培訓課程。有關課程的培訓內容與董事職責及上市公司持續義務有關。

附註：

- (1) 於2022年4月11日，譚麗芬醫生辭任本公司獨立非執行董事。

### **(8) Chairman and Chief Executive Officer**

Pursuant to code provision C.2.1 in Part 2 of the CG Code, the roles of chairman and chief executive should be separate and not be performed by the same individual. Dr. Li Xiaoyi currently serves as both the Chairman of the Board and the CEO. Dr. Li Xiaoyi has been operating and managing our Group since its establishment. Our Board believes that vesting the roles of both CEO and Chairman of the Board in the same person has the benefit of ensuring consistent leadership and efficient discharge of executive functions within our Group. We consider that the balance of power and authority of the present arrangement will not be impaired as the Board comprises eight other experienced and high-calibre individuals who would be able to offer advice from various perspectives. In addition, for major decisions of our Group, our Board will make consultations with appropriate Board committees and senior management.

Therefore, our Directors consider that the present arrangement is beneficial to and in the interest of our Company and our Shareholders as a whole and the deviation from Code provision C.2.1 in Part 2 of the CG Code is appropriate in such circumstance. The Board will continue to review the effectiveness of the corporate governance structure of our Group in order to assess whether separation of the roles of chairman of the Board and CEO is necessary.

The Company is committed to maintain a high standard of corporate governance (which is of critical importance to our development) to protect the interest of the Shareholders. Save as disclosed above, our Directors consider that the Company has complied with all applicable code provisions of the CG Code as set out in Appendix 14 to the Listing Rules from the Listing Date and up to the date of this report.

### **(9) Appointment and Re-Election of Directors**

Each of our executive Directors has entered into a service contract with our Company on April 1, 2021. The initial term of their respective service contracts shall commence from the Listing Date and continue for a period of three years until terminated in accordance with the terms and conditions of the service contract or by our executive Directors giving to us not less than thirty days' prior notice in writing.

### **(8) 主席及行政總裁**

根據企業管治守則第二部分的守則條文C.2.1，主席與行政總裁的角色應有區分，並不應由一人同時兼任。李小羿博士目前同時兼任董事會主席與行政總裁。李小羿博士自本集團成立以來一直經營及管理本集團。董事會相信，由一人同時兼任行政總裁與董事會主席，可確保本集團領導一致並有效履行行政職能。我們認為現有安排不會損害權力制衡，原因在於董事會成員包括另外八名經驗豐富的優秀人才，彼等能夠從不同角度給予建議。此外，董事會將就本集團的重大決定諮詢適當的董事委員會及高級管理人員。

因此，董事認為現有安排對本公司及股東整體而言有利，並符合彼等的整體利益，而在此情況下偏離企業管治守則第二部分的守則條文C.2.1誠屬恰當。董事會將繼續檢討本集團企業管治架構的成效，以評估是否有必要區分董事會主席與行政總裁的角色。

本公司致力於維持高水平的企業管治(對本公司發展極其重要)，以保障股東利益。除上文所披露者外，董事認為本公司自上市日期起直至本報告日期為止已遵守上市規則附錄十四所載企業管治守則的所有適用守則條文。

### **(9) 董事委任及重選**

各執行董事已於2021年4月1日與本公司訂立服務合約。彼等各自服務合約的初始年期自上市日期起生效，為期三年，直至按照服務合約的條款及條件或由執行董事向本公司發出不少於三十天的事先書面通知終止為止。

Each of our non-executive Director and independent non-executive Directors has entered into an appointment letter with our Company on April 1, 2021. The initial term for their appointment letters shall commence from the Listing Date and continue for a period of three years until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

Save as disclosed above, none of the Directors has or is proposed to have entered into any service agreement or letter of appointment with any member of the Group (excluding agreements expiring or determinable by any member of the Group within one year without payment of compensation other than statutory compensation).

Pursuant to the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office and be eligible for re-election at each annual general meeting, provided that every Director is subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

## **(10) Board Meetings, Committee Meetings and General Meeting**

The Company became listed on April 29, 2021. The Company adopts the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals. Remuneration Committee shall meet at least once every year and the Audit Committee shall meet at least twice a year. Due notice should be given for all Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. Minutes of meetings are kept by the company secretary or the duly appointed secretary of the relevant Board committees with copies circulated to relevant Board or Board Committee for comments and records.

The Board has established the Investment Committee and Executive Committee on November 26, 2021 to handle affairs relating to the investment aspects of the Company, further regulate the governance structure of the Board and safeguard the interests of the Shareholders.

Due to the fact that the Company was listed on April 29, 2021, two Board meetings, one Audit Committee meeting, one Remuneration Committee meeting and one Nomination Committee meeting were held during the period from the Listing Date and up to December 31, 2021.

各非執行董事及獨立非執行董事已於2021年4月1日與本公司訂立委任函。彼等的委任函的初始年期自上市日期起生效，為期三年，直至按照委任函的條款及條件或由任一方向另一方發出不少於三個月的事先書面通知終止為止。

除上文所披露者外，董事與本集團任何成員公司概無訂立或擬訂立任何服務協議或委任書(於一年內屆滿或可由本集團任何成員公司於一年內不予賠償(法定賠償除外)而終止的協議除外)。

根據組織章程細則，於本公司每屆股東週年大會上，當時在任的三分之一董事(倘董事人數並非三或三的倍數，則為最接近但不少於三分之一的人數)須輪流退任，並合資格接受重選，但每名董事須最少每三年輪值退任一次。退任董事的任期將至其退任的大會結束為止，並符合資格於會上接受重選。

## **(10) 董事會會議、委員會會議及股東大會**

本公司於2021年4月29日上市。按本公司採納的慣例，董事會會議定期舉行，每年至少舉行四次，約每季召開一次。薪酬委員會每年至少舉行一次會議，而審核委員會每年至少舉行兩次會議。所有董事會會議應給予充分的通知期，供全體董事有機會出席並提出事項以納入定期會議議程。會議紀錄由公司秘書或相關董事委員會正式委任的秘書保存，副本則於相關董事會或董事委員會傳閱，以供作出意見及記錄。

董事會已於2021年11月26日成立投資委員會及執行委員會，負責處理有關本公司投資範疇的事務，加強規管董事會的管治架構，以及保障股東權益。

由於本公司於2021年4月29日上市，自上市日期起直至2021年12月31日止期間，曾舉行兩次董事會會議、一次審核委員會會議、一次薪酬委員會會議及一次提名委員會會議。

# Corporate Governance Report

## 企業管治報告

A summary of the attendance record of the Directors at Board meetings, committee meetings and general meeting during the period from the Listing Date and up to December 31, 2021 is set out in the following table below:

下表載列自上市日期起直至2021年12月31日止期間，董事於董事會會議、委員會會議及股東大會的出席紀錄概要：

Name of Director	董事姓名	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Investment Committee 投資委員會	Executive Committee 執行委員會	General Meeting 股東大會
<b>Executive Directors:</b>								
Dr. Li Xiaoyi	執行董事： 李小羿博士	2	-	-	1	-	-	-
Mr. Dai Xiangrong	戴向榮先生	2	-	-	-	-	-	-
<b>Non-executive Directors:</b>								
Ms. Leelalertsuphakun Wanee	非執行董事： 李偉妮女士	2	-	-	-	-	-	-
Ms. Tiantian Zhang	張甜甜女士	2	-	1	-	-	-	-
Ms. Cai Li	蔡俐女士	2	1	-	-	-	-	-
Mr. Chen Yu	陳宇先生	2	-	-	-	-	-	-
<b>Independent Non-executive Directors:</b>								
Mr. Wong Hin Wing	獨立非執行董事： 黃顯榮先生	2	1	1	1	-	-	-
Prof. Lo Yuk Lam	盧毓琳教授	2	-	1	1	-	-	-
Dr. Tam Lai Fan Gloria <sup>(1)</sup>	譚麗芬醫生 <sup>(1)</sup>	2	1	-	-	-	-	-

Note:

(1) On April 11, 2022, Dr. Tam Lai Fan Gloria has resigned as an independent non-executive Director of the Company.

附註：

(1) 於2022年4月11日，譚麗芬醫生辭任本公司獨立非執行董事。

### (11) Model Code for Securities Transactions

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its securities code to regulate the dealing by the Directors in securities of the Company.

Having made specific enquiry of all Directors, all of them have confirmed that they have complied with the Model Code during the period from the Listing Date to the date of this report. No incident of non-compliance of the Model Code by the employees who are likely to be in possession of inside information of the Company was noted by the Company.

### (11) 進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則，作為其自身有關規管董事進行本公司證券交易的證券守則。

經本公司向全體董事作出具體查詢後，彼等均已確認於上市日期至本報告日期期間已遵守標準守則。本公司並不知悉可能管有本公司內幕消息的僱員並無遵守標準守則的事件。



### (12) Delegation by the Board

The Board reserves for its decision on all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board to ensure that they remain appropriate to the Company's needs. Approval has to be obtained from the Board prior to any significant transactions entered into by the management on the Company's behalf.

### (13) Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of Directors and has delegated the corporate governance duties to the Audit Committee which include:

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

### (12) 董事會授權

董事會保留有關本公司所有重要事項的決策權，包括：批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易(特別是可能牽涉利益衝突者)、財務資料、董事任命以及其他重大財務及營運事宜。董事於履行彼等職責時可尋求獨立專業意見，費用由本公司承擔，本公司同時鼓勵彼等獨立聯繫及諮詢本公司高級管理人員。

本集團將日常管理、行政及營運事宜轉授予高級管理人員處理。董事會定期檢討轉授的職能及職責，確保一直適切本公司的需要。管理層代表本公司訂立任何重大交易前，須取得董事會批准。

### (13) 企業管治職能

董事會確認企業管治應由董事集體負責，並已將企業管治職責轉授予審核委員會處理，當中包括：

- (a) 制訂及檢討本公司的企業管治政策及常規，向董事會提出建議；
- (b) 檢討及監察董事及本公司高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司就遵守法律及監管要求的政策及常規；
- (d) 制定、檢討及監察本公司僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討本公司遵守守則的情況及在本公司企業管治報告內的披露。

## BOARD COMMITTEES

### (1) Nomination Committee

We established a Nomination Committee on April 1, 2021 with its written terms of reference in compliance with the Listing Rules. As at the date of this annual report, the Nomination Committee currently comprises one executive Director, namely Dr. Li Xiaoyi and two independent non-executive Directors, namely Prof. Lo Yuk Lam and Mr. Wong Hin Wing. Dr. Li Xiaoyi is the chairman of the committee.

The primary duties of the Nomination Committee are to review the structure, diversity, size and composition of the Board, assess the independence of the independent non-executive Directors and to make recommendations to our Board regarding the appointment of Directors and Board succession. The written terms of reference of the Nomination Committee are available on the respective website of the Stock Exchange and the Company.

Due to the fact that the Company was listed on April 29, 2021, one Nomination Committee meeting was held during the Reporting Period and the attendance record of the committee members is set out in the section headed "Board Meetings, Committee Meetings and General Meeting" of this report. The following is a summary of key work performed by the Nomination Committee during the Reporting Period:

- assessed the independence of the independent non-executive Directors; and
- reviewed the structure, size and composition of the Board.

The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision.

## 董事委員會

### (1) 提名委員會

我們已根據上市規則於2021年4月1日成立提名委員會，並制訂書面職權範圍。於本年報日期，提名委員會目前由一名執行董事李小羿博士以及兩名獨立非執行董事盧毓琳教授及黃顯榮先生組成。李小羿博士為委員會主席。

提名委員會的主要職責為檢討董事會的架構、多元化程度、人數及組成，評核獨立非執行董事的獨立性，就董事委任及董事會繼任向董事會提出建議。提名委員會的書面職權範圍可於聯交所及本公司各自的網站查閱。

由於本公司於2021年4月29日上市，於報告期內，提名委員會曾舉行一次會議，委員會成員的出席記錄載於本報告「董事會會議、委員會會議及股東大會」一節。以下為提名委員會於報告期內的主要工作概要：

- 評估獨立非執行董事的獨立性；及
- 檢討董事會的架構、人數及組成。

提名委員會將按誠信、經驗、技能及就履行職責及責任所能夠投入的時間及付出等標準評估候選人或現任人士。提名委員會的建議隨後將提呈予董事會以作決定。

## (2) Nomination Policy

The Company has adopted a director nomination policy (the “**Director Nomination Policy**”) in accordance with the CG Code. The Director Nomination Policy sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

The Nomination Committee shall identify, consider and recommend to the Board appropriate candidates to serve as Directors and to make recommendations to the Shareholders. The ultimate responsibility for selection and appointment of Directors rests with the entire Board.

The Nomination Committee will recommend to the Board for the nomination, appointment of new Directors in accordance with the following procedures and process: (a) the Nomination Committee shall first review and assess factors relating to the diversity of the Board, including but not limited to professional experience, skill, knowledge and length of service, gender, age, cultural and education background, and give consideration to the candidate’s willingness to devote adequate time to the Board and independence of each independent non-executive Directors based on the requirements of the Listing Rules as amended from time to time; and (b) the Nomination Committee shall then nominate suitable candidates to the Board based on the then-current and anticipated future leadership needs of the Company, with a view to achieving a sustainable and balanced development of the Company.

For the re-election of Directors at the general meeting, the Nomination Committee shall review the overall contribution and service to the Company of the retiring Directors, including its attendance at Board meetings, Board committee meetings and general meetings (if applicable), and his/her level of participation and performance on the Board. The Nominating Committee shall require the nominee to submit updated biographical information and the consent to be re-elected as a Director; and should review and determine whether retiring Directors still meet the criteria for Directors’ election. The Nominating Committee shall then make recommendations to the Board on the re-election of Directors.

The Nomination Committee shall also monitor and review the implementation of the nomination policy, as appropriate from time to time, and will report to the Board annually.

## (2) 提名政策

本公司已根據企業管治守則採納董事提名政策（「**董事提名政策**」）。董事提名政策載有關於提名及委任本公司董事的甄選準則及程序以及董事會繼任計劃考量，旨在確保董事會具備均衡並切合本公司業務所需的技能、經驗及多元觀點。

提名委員會應物色、考慮及向董事會推薦合適人選出任董事，以及向股東作出建議。董事會全體負有甄選及委任董事的最終責任。

提名委員會將根據下列程序及流程，就提名及委任新董事向董事會作出建議：(a) 提名委員會首先應審視及評估與董事會成員多元化相關的因素，包括但不限於專業經驗、技能、知識及服務年期、性別、年齡、文化及教育背景，以及考慮候選人為董事會投入足夠時間的意願，及基於經不時修訂的上市規則的規定考慮各獨立非執行董事的獨立性；及(b) 其後，提名委員會繼而應基於本公司當時及預計未來領導需要向董事會提名合適人選以實現本公司可持續而平衡的發展。

就於股東大會上重選董事而言，提名委員會應檢討退任董事對本公司的整體貢獻及服務，包括其出席董事會會議、董事委員會會議及股東大會（如適用）的出席率，以及在董事會的參與程度及表現。提名委員會應要求被提名人提交最新履歷資料及將重選為董事的同意書；並應檢討及確定退任董事是否仍然符合董事甄選原則。提名委員會隨後應就重選董事一事向董事會提出建議。

提名委員會亦應適時及不時監察及檢討提名政策的實施情況，並每年向董事會匯報。

### (3) Remuneration Committee

We established a Remuneration Committee on April 1, 2021 with its written terms of reference in compliance with the Listing Rules. As at the date of this annual report, the Remuneration Committee currently comprises two independent non-executive Directors, namely Prof. Lo Yuk Lam and Mr. Wong Hin Wing, and one non-executive Director, namely Ms. Tiantian Zhang. Prof. Lo Yuk Lam is the chairman of the committee.

The primary duties of the Remuneration Committee include, but are not limited to, the following: (i) assessing performance of executive Directors; (ii) making recommendations to the Board on our policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing the policy on such remuneration; (iii) determining the specific remuneration packages of all Directors and senior management; and (iv) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

Due to the fact that the Company was listed on April 29, 2021, one Remuneration Committee meeting was held during the Reporting Period and the attendance record of the committee members is set out in the section headed "Board Meetings, Committee Meetings and General Meeting" of this report. The following is a summary of key work performed by the Remuneration Committee during the Reporting Period:

- made recommendations to the Board on the remuneration package of the individual executive Directors and senior management;
- reviewed and made recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management; and
- reviewed the performance of duties of Directors and senior management of the Company and conducted annual performance appraisals on them.

The Remuneration Committee has adopted the second model described in code provision E.1.2(c) in Part 2 of the CG Code (i.e. make recommendation to our Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group).

### (3) 薪酬委員會

我們已根據上市規則於2021年4月1日成立薪酬委員會，並制訂書面職權範圍。於本年報日期，薪酬委員會目前由兩名獨立非執行董事盧毓琳教授及黃顯榮先生以及一名非執行董事張甜甜女士組成。盧毓琳教授為委員會主席。

薪酬委員會的主要職責包括但不限於以下各項：(i) 評核執行董事的表現；(ii) 就我們全體董事及高級管理人員的薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；(iii) 釐定全體董事及高級管理人員的個別薪酬待遇；及(iv) 參照董事會不時議決的企業目標檢討及批准表現掛鈎薪酬。

由於本公司於2021年4月29日上市，於報告期內，薪酬委員會曾舉行一次會議，委員會成員的出席記錄載於本報告「董事會會議、委員會會議及股東大會」一節。以下為薪酬委員會於報告期內的主要工作概要：

- 向董事會建議個別執行董事及高級管理人員的薪酬待遇；
- 檢討本公司的全體董事及高級管理人員的薪酬政策及架構，並就有關政策及架構向董事會提出建議；及
- 審視董事及本公司高級管理人員履行職務的情況，並對彼等進行年度表現評估。

薪酬委員會已採納企業管治守則第二部分的守則條文E.1.2(c)所述的第二種模式（即就全體董事及本集團高級管理人員的整體薪酬政策及架構向董事會提出建議）。

Remuneration by band of the senior management (including two Directors) of the Group for the year ended December 31, 2021 are set out below:

截至2021年12月31日止年度按薪酬範圍劃分的本集團高級管理人員(包括兩名董事)薪酬載列如下:

Remuneration band (HK\$) 薪酬範圍(港元)	Number of senior management 高級管理人員人數
0-10,000,000	13
10,000,001-20,000,000	2
20,000,001-30,000,000	-
30,000,001-40,000,000	-
40,000,001-50,000,000	1

### (4) Audit Committee

We established an Audit Committee on April 1, 2021 with its written terms of reference in compliance with the Listing Rules. The Audit Committee comprised of one non-executive Director and two independent non-executive Directors from the Listing Date to April 11, 2022. On April 11, 2022, Dr. Tam Lai Fan Gloria has resigned as an independent non-executive Director and ceased to be a member of the Audit Committee. Following the resignation of Dr. Tam, the Audit Committee comprises of only two members, namely, Mr. Wong Hin Wing, an independent non-executive Director and Ms. Cai Li, a non-executive Director, which results in that the number of members of the Audit Committee falls below the minimum number required under Rule 3.21 of the Listing Rules. As such, the Board will make its best endeavors to identify suitable candidate to fill the vacancy as soon as practicable and within three months from April 11, 2022 in order to ensure compliance by the Company with the requirements under the Listing Rules. Mr. Wong Hin Wing, being the chairman of the committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and the risk management and internal controls system of our Group, review the financial information of our Company, review the effectiveness of internal audit function, consider issues relating to the external auditors and their appointment, review and approve connected transactions and to advise the Board. The Audit Committee is also responsible for integrity audit and inspection in accordance with the whistleblowing policy, which provides proper arrangements for employees, in confidence, to raise concerns about possible improprieties in financial reporting, internal control and other matters. The whistleblowing policy aims to provide reporting channels and guidance on reporting possible improprieties in matters of financial reporting or other matters, and reassurance to persons reporting his or her concerns under this policy of the protection that the Company will extend to them against unfair disciplinary action or victimization for any genuine reports made.

### (4) 審核委員會

我們已根據上市規則於2021年4月1日成立審核委員會，並制訂書面職權範圍。於上市日期至2022年4月11日，審核委員會由一名非執行董事及兩名獨立非執行董事組成。於2022年4月11日，譚麗芬醫生辭任本公司獨立非執行董事，且不再擔任審核委員會成員。於譚麗芬醫生辭任後，審核委員會僅由獨立非執行董事黃顯榮先生及非執行董事蔡俐女士兩名成員組成，導致審核委員會的成員人數少於上市規則第3.21條的最低人數規定。因此，董事會將盡力物色合適人選於自2022年4月11日起三個月內儘快填補空缺，以確保本公司符合上市規則的規定。黃顯榮先生為審核委員會主席，具備上市規則第3.10(2)及3.21條要求的合適資格。審核委員會的主要職責為檢討及監管本集團的財務申報制度、風險管理及內部監控系統，審閱本公司的財務資料，檢討內部審核職能的成效，考慮與外聘核數師及其委任相關的事項，審閱及批准關連交易並向董事會提供意見。根據舉報政策，審核委員會亦負責審核完整性及查核。舉報政策為僱員提供妥善的安排，讓彼等可秘密提出對於財務申報、內部監控及其他事項可能出現違規情況的關注，舉報政策旨在就舉報財務匯報方面的可能違規情況及其他事項提供匯報渠道和指引，向按此政策匯報關注的人士再三保證，本公司將會保護彼等不會因作出真實報告而受到不公平紀律行動或迫害。

# Corporate Governance Report

## 企業管治報告

Due to the fact that the Company was listed on April 29, 2021, one Audit Committee meeting was held during the Reporting Period and the attendance record of the committee members is set out in the section headed "Board Meetings, Committee Meetings and General Meeting" of this report. The following is a summary of work performed by the Audit Committee during the Reporting Period:

- reviewed together with the management the accounting principles and policies adopted by the Company and the financial statements for the six months ended June 30, 2021; and
- reviewed the risk management and internal control systems and the effectiveness of internal audit function and discussed with the management and internal audit on their findings. For details, please refer to the section headed "Risk Management and Internal Control" of this report.

### (5) Investment Committee

We established the Investment Committee on November 26, 2021. As at the date of this annual report, the Investment Committee currently comprises two independent non-executive Directors, namely Mr. Wong Hin Wing and Prof. Lo Yuk Lam and one executive Director, namely Dr. Li Xiaoyi. Mr. Wong Hin Wing is the chairman of the committee. The primary duties of the Investment Committee are to review proposed investments, make recommendations to the Board, make subsequent assessments of investments, and review and consider the overall investment strategy, direction and business development of the Company.

Due to the fact that the Investment Committee was only established in November 2021, no Investment Committee meeting was held during the period from the Listing Date and up to December 31, 2021.

### (6) Executive Committee

We established the Executive Committee on November 26, 2021. As at the date of this annual report, the Executive Committee currently comprises two executive Directors, namely Dr. Li Xiaoyi and Mr. Dai Xiangrong, Company's CSO, Dr. Lau Lit Fui, Company's CBO and CFO, Ms. Feng Xinyan and Company's CMO, Dr. Albert Tsai Jr. The chairman of the committee is Dr. Li Xiaoyi. The primary duties of the Executive Committee are to manage the day-to-day activities of the Company's business through (i) development and implementing strategy, operational plans, policies, procedures and budgets; (ii) deriving and monitoring operating and financial performance; (iii) assessing and controlling risk; and (iv) prioritizing and allocating resource.

由於本公司於2021年4月29日上市，於報告期內，審核委員會曾舉行一次會議，委員會成員的出席記錄載於本報告「董事會會議、委員會會議及股東大會」一節。以下為審核委員會於報告期內的工作概要：

- 會同管理層檢討本公司採納的會計原則及政策，以及審閱截至2021年6月30日止六個月的財務報表；及
- 檢討風險管理及內部監控系統以及內部審核職能的成效，以及與管理層及內部審核人員討論彼等的發現結果。詳情請參閱本報告「風險管理及內部監控」一節。

### (5) 投資委員會

我們於2021年11月26日成立投資委員會。於本年報日期，投資委員會目前由兩名獨立非執行董事黃顯榮先生及盧毓琳教授以及一名執行董事李小羿博士組成。黃顯榮先生為委員會主席。執行委員會的主要職責為審閱建議投資，向董事會提供建議，進行投資後續評估，以及審閱及考慮本公司的整體投資策略、方向及業務發展。

鑑於執行委員會於2021年11月方始成立，於上市日期直至2021年12月31日止期間並無舉行投資委員會會議。

### (6) 執行委員會

我們已於2021年11月26日成立執行委員會。於本年報日期，執行委員會目前由兩名執行董事李小羿博士及戴向榮先生、本公司首席科學官柳烈奎博士、本公司首席業務官兼首席財務官馮新彥女士及本公司首席醫學官蔡建明醫生組成。李小羿博士為委員會主席。執行委員會的主要職責為以下列方式管理本公司業務的日常活動：(i)制定及執行策略、營運計劃、政策、程序及預算；(ii)推動及監察營運及財務表現；(iii)評估及監控風險；及(iv)編排及分配資源。



Due to the fact that the Executive Committee was only established in November 2021, no Executive Committee meeting was held during the period from the Listing Date and up to December 31, 2021.

鑑於執行委員會於2021年11月方始成立，於上市日期直至2021年12月31日止期間並無舉行執行委員會會議。

## DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the year ended December 31, 2021 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management of the Company has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on Company's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the external auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report in this annual report.

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges it is responsible for the Company's risk management and internal control systems and reviewing their effectiveness. The risk management and internal control measures are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems. The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

## 董事有關財務報表的財務申報責任

董事知悉其有責任編製本公司截至2021年12月31日止年度的綜合財務報表，以真實公允地反映本公司及本集團的事務以及本集團的業績及現金流量。

本公司管理人員已向董事會提供必要的闡釋及資料，讓董事會對獲提呈以供批准的本公司財務報表作出知情評估。本公司每月向董事會全體成員提供有關本公司表現、狀況及前景的最新資料。

董事並不知悉有任何事件或狀況涉及重大不確定因素，可能使本集團持續經營能力嚴重存疑。

本公司外聘核數師就彼等對本公司綜合財務報表申報責任的聲明載於本年報的獨立核數師報告內。

## 風險管理及內部監控

董事會承認其須對本公司的風險管理及內部監控系統負責，並有責任檢討該等制度的有效性。風險管理及內部監控措施旨在管理而非消除未能達致業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

董事會全權負責評估及釐定本公司達成策略目標時所願意接納的風險性質及程度，並確保本公司設立及維持合適及有效的風險管理及內部監控系統。審核委員會協助董事會領導管理層，並監督管理層對風險管理及內部監控系統的設計、實施及監察。

# Corporate Governance Report

## 企業管治報告

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions. All departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security.

The management, in coordination with department heads, assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

We provide various training programs to keep our employees updated of relevant laws, regulations and policies. Our new employees are required to attend compliance training programs soon after on-boarding, and must pass tests which examine their understanding of the compliance issues addressed by the training programs. Our employees are also required to regularly attend further onsite and online training sessions to keep them informed of the recent updates in the relevant laws and regulations.

The Group has formulated an information disclosure management system to clarify the relevant obligations of insiders, reporting procedures and information disclosure responsibilities of relevant personnel, and arrange self-inspection in a timely manner. The Group monitors possible inside information and organizes intermediary agencies to determine whether the information is inside information or whether need to be disclosed.

Our Company review risk management and internal control systems once a year. Our Group's internal control and risk management reports for the year ended December 31, 2021 were submitted to the Audit Committee and the Board of Directors for review in March 2022. The Board, as supported by the Audit Committee as well as the management, reviewed the effectiveness of risk management and internal control systems, including the financial, operational and compliance controls, for the year ended December 31, 2021, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function, qualifications, experiences, training programmes and relevant resources.

## AUDITOR'S REMUNERATION

Audit fees of the Group for the year ended December 31, 2021 payable to the external auditors were approximately RMB1.8 million and the Group incurred approximately RMB0.8 million in 2021 for non-audit services related to review of interim financial information and other advisory services.

本公司已制訂及採納不同風險管理程序及指引，透過主要業務程序及辦公職能明確列出實行的權責。各部門定期進行內部監控評估，以識別可能影響本集團業務以及主要營運及財務程序、監管合規及資訊保安等不同層面的風險。

管理層與部門主管協調後評估風險發生的可能性、制訂處理方案及監察風險管理進度，並向審核委員會及董事會匯報所有調查結果及系統成效。

我們提供各種培訓計劃，讓旗下僱員知悉相關法例、規例及政策的最新發展。我們的新僱員須於入職後短時間內參與合規培訓課程，並須通過考試，查核彼等對培訓課程提出的合規問題的了解。我們的僱員亦須定期出席後續的實地及線上培訓，以了解相關法例及規例的近期最新發展。

本集團已制定資料披露管理制度，釐清知情人士的相關義務、報告程序及相關人員的資料披露責任，並適時安排進行自我審查。本集團監察可能出現的內幕消息，並安排中介代理釐定資料是否屬於內幕消息或是否需要披露。

本公司每年檢討風險管理及內部監控系統一次。本集團截至2021年12月31日止年度的內部監控及風險管理報告已於2022年3月提呈審核委員會及董事會審閱。董事會在審核委員會及管理層支持下，已檢討截至2021年12月13日止年度風險管理及內部監控系統(包括財務監控、運作監控及合規監控)成效，並認為該等系統有效及足夠。此外，年度檢討涵蓋財務匯報及內部審核職能、員工資歷及經驗、培訓計劃及有關資源。

## 核數師酬金

截至2021年12月31日止年度，本集團應付外聘核數師的審核費用約為人民幣1.8百萬元，而本集團於2021年就審閱中期財務資料及其他顧問服務的非審核服務產生費用約人民幣0.8百萬元。

### COMPANY SECRETARY

In compliance with Rule 3.29 of the Listing Rules, Ms. Yau Suk Yan undertook not less than 15 hours of relevant professional training to update her skills and knowledge during the Reporting Period.

### GENERAL MEETING

The Company became listed on April 29, 2021. No general meeting was held after the Listing.

### COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with the Shareholders is essential for enhancing investor relations and understanding of the Shareholders and potential investors on the Group's business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information, which will enable Shareholders and investors to make the informed investment decisions.

The AGM provides opportunity for Shareholders to communicate directly with the Directors. The chairman of the Board will attend the AGM to answer Shareholders' questions.

To promote effective communication, the Company adopts a Shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its Shareholders and maintains a website at [zkoph.com](http://zkoph.com), where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access. The Board has reviewed the implementation and effectiveness of the Shareholders' communication policy conducted from the Listing Date to the end of the Reporting Period regularly and considered the policy effective and adequate. The Board will continue to review the Shareholders' communication policy regularly to ensure its effectiveness.

### SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed by the chairman of that meeting for each substantially separate issue at Shareholder meetings, including nomination and election of individual directors.

### 公司秘書

為遵守上市規則第3.29條，於報告期內，邱淑欣女士已參與不少於15小時的相關專業培訓，以更新其技能及知識。

### 股東大會

本公司於2021年4月29日上市。上市後並無舉行股東大會。

### 與股東的溝通及投資者關係

本公司認為，與股東有效溝通對加強投資者關係及對股東以及潛在投資者了解本集團的業務、表現及策略事關重要。本公司亦深知及時且非選擇性地披露資料以供股東及投資者作出知情投資決策的重要性。

股東週年大會為股東提供與董事直接溝通的機會。董事會主席將出席股東週年大會解答股東提問。

為促進有效溝通，本公司已採納股東通訊政策，旨在建立本公司與其股東的相向關係及溝通，並設有網站 [zkoph.com](http://zkoph.com)，登載有關本公司業務營運及發展的最新資料、財務資料、企業管治常規及其他資料，以供公眾人士查閱。董事會自上市日期起至報告期末止定期檢討股東通訊政策的實行情況及成效，認為政策有效及足夠。董事會將繼續定期檢討股東通訊政策以確保其有效。

### 股東權利

為保障股東權益及權利，股東大會主席將於會上就各項大致上屬獨立的事項(包括提名及選舉各董事)提呈獨立的決議案。

# Corporate Governance Report

## 企業管治報告

All resolutions put forward at Shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each Shareholder meeting in accordance with the Listing Rules.

### **(1) Procedures for Shareholders to convene an extraordinary general meeting**

In accordance with Article 64 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### **(2) Procedures for putting forward proposals at general meeting**

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Law of the Cayman Islands. However, Shareholders who wish to propose resolutions may follow Article 64 of the Articles of Association for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of Article 64 are set out above.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

### **(3) Enquires to the Board**

Shareholders and investors may send written enquiries or requests to the Company as follows:

Address: Unit 716, 7/F, Building 12W, Phase 3,  
Hong Kong Science Park, Shatin, Hong Kong

Email: info@zkoph.com

於股東大會上提呈的所有決議案將根據上市規則以投票方式進行表決，投票結果將於各股東大會舉行後根據上市規則及時於本公司及聯交所網站登載。

### **(1) 股東召開股東特別大會的程序**

根據組織章程細則第64條，董事會可按其認為合適的時候召開股東特別大會。股東特別大會亦可由一名或多名股東要求召開，該等股東於遞交請求書當日須持有本公司實繳股本不少於十分之一並有權在股東大會上投票。有關要求須以書面形式向董事會或公司秘書提出，藉以要求董事會就處理有關要求所指明的任何事務而召開股東特別大會。有關會議須在提交該請求書後兩個月內召開。如董事會在請求書提交日期起計21天內未有進行安排召開有關會議，則請求人(或多名請求人)可用相同方式自行召開會議，且請求人因董事會未有妥為召開會議而招致的所有合理費用，須由本公司償還請求人。

### **(2) 於股東大會提呈議案的程序**

開曼群島公司法並無條文允許股東於股東大會上提呈新決議案。然而，股東如欲提呈決議案，可根據組織章程細則第64條，要求召開股東特別大會並於會上提呈決議案。第64條的要求及程序已載於上文。

有關推舉他人參選董事的程序可於本公司網站查閱。

### **(3) 向董事會提出查詢**

股東及投資者可按下列途徑向本公司提出書面查詢或要求：

地址：香港沙田香港科學園  
3期12W座7樓716室

電郵：info@zkoph.com

## DIVIDEND POLICY

The Company is a company incorporated in the Cayman Islands. We have never declared or paid any dividends on our ordinary Shares or preferred shares. We may need dividends and other distributions on equity from our PRC subsidiaries to satisfy our liquidity requirements. Current PRC regulations permit our PRC subsidiaries to pay dividends to us only out of their accumulated profits, if any, determined in accordance with PRC accounting standards and regulations. In addition, our PRC subsidiaries are required to set aside at least 10% of their respective accumulated profits each year, if any, to fund certain reserve funds until the total amount set aside reaches 50% of their respective registered capital. Our PRC subsidiaries may also allocate a portion of its after-tax profits based on PRC accounting standards to employee welfare and bonus funds at their discretion. These reserves are not distributable as cash dividends. Furthermore, if our PRC subsidiaries incur debt on their own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other payments to us. In addition, the PRC tax authorities may require us to adjust our taxable income under the contractual arrangements we currently have in place in a manner that would materially and adversely affect our PRC subsidiaries' ability to pay dividends and other distributions to us.

The Company currently intends to retain all available funds and any future earnings, if any, to fund the R&D of our drug candidates and we do not anticipate paying any cash dividends in the foreseeable future. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the Cayman Companies Law. The declaration and payment of any dividends in the future will be determined by our Board of Directors, in its discretion, and will depend on a number of factors, including our earnings, capital requirements, overall financial conditions and contractual restrictions. Our Shareholders in a general meeting may approve any declaration of dividends, which must not exceed the amount recommended by our Board. As advised by our Cayman Islands counsel, under the Cayman Islands law a company may declare and pay a dividend out of either profits or share premium account, provided that in no circumstances may a dividend be declared or paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business. Investors should not purchase our Shares with the expectation of receiving cash dividends.

## 股息政策

本公司為於開曼群島註冊成立的公司。我們從未就普通股或優先股宣派或派付任何股息。我們或需以來自我們中國附屬公司的權益的股息及其他分派，滿足流動資金需求。現行中國法規允許我們的中國附屬公司動用根據中國會計準則及法規釐定的累計利潤(如有)向我們派付股息。此外，我們的中國附屬公司各自須每年提撥至少10%累計利潤(如有)作為若干儲備金，直至提撥總額達其各自註冊資本的50%為止。我們的中國附屬公司亦可根據中國會計準則將其部分除稅後利潤酌情分配至僱員福利及花紅基金。該等儲備不得以現金股息形式分派。此外，倘我們的中國附屬公司日後就其本身產生債務，規管有關債務的文據可能限制彼等向我們派付股息或作出其他付款的能力。此外，中國稅務機關可要求我們通過目前使用的方式調整合約安排下的應課稅收入，而此舉將對我們的中國附屬公司向我們支付股息及其他分派的能力產生重大不利影響。

本公司目前擬保留所有可用資金及任何未來盈利(如有)，以用於研發候選藥物，我們預計在可見未來不會支付任何現金股息。宣派及派付任何股息以及派息金額將受我們的憲章文件及開曼群島公司法所規限。日後宣派及派付任何股息將由董事會酌情釐定，並將視乎多項因素而定，包括我們的盈利、資本需求、整體財務狀況及合約限制。股東在股東大會上可批准任何股息宣派，惟不得超過董事會建議的金額。誠如我們的開曼群島顧問所告知，根據開曼群島法例，一間公司僅可自利潤或股份溢價賬中撥資宣派及派付股息，惟倘宣派或派付股息將導致公司無法在日常業務過程中償還其到期債務，則在任何情況下不得宣派或派付股息。投資者不應因期望能收取現金股息而購買我們的股份。

# Corporate Governance Report

## 企業管治報告

If we pay dividends in the future, in order for us to distribute dividends to our Shareholders, we will rely to some extent on any dividends distributed by our PRC subsidiaries. Any dividend distributions from our PRC subsidiaries to us will be subject to PRC withholding tax. In addition, regulations in the PRC currently permit payment of dividends of a PRC company only out of accumulated distributable after-tax profits as determined in accordance with its articles of association and the accounting standards and regulations in China. For details, please refer to the paragraphs headed "Risk Factors – Risks Relating to Doing Business in China – We may rely on dividends and other distributions on equity paid by our PRC subsidiary to fund any cash and financing requirements we may have, and any limitation on the ability of our PRC subsidiary to make payments to us could have a material and adverse effect on our ability to conduct our business" of the Prospectus.

## CHANGE IN CONSTITUTIONAL DOCUMENTS

The Articles of Association has been amended and restated with effect from the Listing Date, and are available on the respective websites of the Stock Exchange and the Company.

On March 23, 2022, the Board has resolved to propose the adoption of the amended and restated Articles of Association to conform to the amended Appendix 3 to the Listing Rules under the new listing regime for overseas issuers which took effect on 1 January 2022, which streamlines and standardizes a uniform set of 14 core standards for shareholder protections for all issuers regardless of their place of incorporation. The proposed adoption of the amended and restated Articles of Association is subject to the approval by the Shareholders by way of a special resolution to be considered and, if thought fit, passed at the AGM. The amended and restated Articles of Association, if approved by the Shareholders, will become effective at the AGM. For details, please refer to the announcement of the Company dated March 23, 2022 published on the respective websites of the Stock Exchange and the Company.

Save as disclosed above, there is no other change in constitutional documents of the Company from the Listing Date up to the date of this annual report.

倘我們在未來派付股息，為使我們向股東分派股息，我們將在一定程度上依賴中國附屬公司分派的任何股息。中國附屬公司向我們分派的任何股息將須繳納中國預扣稅。此外，中國法規目前僅允許中國公司以根據其組織章程細則及中國會計準則及法規釐定的累計可分派除稅後利潤撥資派付股息。有關詳情，請參閱招股章程「風險因素－與在中國經營業務有關的風險－我們可能依賴由中國附屬公司所派付的股息及其他股本分派，以為我們可能產生的任何現金及融資需求提供資金，而對中國附屬公司向我們付款的能力的任何限制會對我們經營業務的能力造成重大不利影響」各段。

## 憲章文件變動

組織章程細則已經修訂及重列，自上市日期起生效，並可於聯交所及本公司各自的網站查閱。

於2022年3月23日，董事會已議決建議採納本公司的經修訂及重列組織章程細則，以符合於2022年1月1日生效的海外發行人新上市機制下，上市規則的經修訂附錄三，當中精簡及標準化適用於所有發行人的一整套共14項核心股東保障標準，而不論有關發行人的註冊成立地點。建議採納經修訂及重列組織章程細則有待股東於股東週年大會上以考慮並酌情通過特別決議案方式批准。經修訂及重列組織章程細則如獲股東批准，將於股東週年大會上生效。詳情請參閱本公司日期為2022年3月23日的公告，有關公告已於聯交所及本公司各自的網站登載。

除上文所披露者外，本公司於上市日期至本年報日期並無其他憲章文件變動。



# Report of Directors

## 董事會報告

The Board of the Company is pleased to present this report of Directors together with the consolidated financial statements of the Group for the year ended December 31, 2021.

### BOARD OF DIRECTORS

During the year ended December 31, 2021, the Board comprised two executive Directors, four non-executive Directors and three independent non-executive Directors. The director who held office from the Listing Date till December 31, 2021 were:

#### Executive Directors

Dr. Li Xiaoyi (*Chairman of the Board and CEO*)  
Mr. Dai Xiangrong

#### Non-executive Directors

Ms. Leelalertsuphakun  
Ms. Tiantian Zhang  
Ms. Cai Li  
Mr. Chen Yu

#### Independent Non-executive Directors

Mr. Wong Hin Wing  
Prof. Lo Yuk Lam  
Dr. Tam Lai Fan Gloria (*resigned on April 11, 2022*)<sup>(1)</sup>

Note:

- (1) On April 11, 2022, Dr. Tam Lai Fan Gloria has resigned as an independent non-executive Director. Following the resignation of Dr. Tam Lai Fan Gloria with effect from April 11, 2022, the Company has two independent non-executive Directors. Following her resignation, the total number of independent non-executive Directors accounts for less than one-third of Board members, and hence the Company fails to meet the requirement of Rule 3.10A of the Listing Rules and the number of independent non-executive Directors and the number of members of the Audit Committee fall below the minimum number required under Rules 3.10(1) and 3.21 of the Listing Rules. As such, the Board will make its best endeavors to identify suitable candidate to fill the vacancy as soon as practicable and within three months from April 11, 2022 in order to ensure compliance by the Company with the requirements under the Listing Rules.

Save for the resignation of Dr. Tam Lai Fan Gloria as an independent non-executive Director which took effect from April 11, 2022, all the abovenamed Directors remained as Directors of the Company up to the date of this annual report.

### GENERAL INFORMATION

The Company was incorporated in the British Virgin Islands on January 20, 2017 with limited liability and continued in the Cayman Islands on April 29, 2021 as an exempted company with limited liability. The Company's Shares were listed on the Main Board of the Stock Exchange on April 29, 2021.

本公司董事會欣然提呈本集團截至2021年12月31日止年度的本董事會報告連同綜合財務報表。

### 董事會

截至2021年12月31日止年度，董事會由兩名執行董事、四名非執行董事及三名獨立非執行董事組成。截至2021年12月31日止年度的在任董事為：

#### 執行董事

李小羿博士(*董事會主席兼行政總裁*)  
戴向榮先生

#### 非執行董事

李煒妮女士  
張甜甜女士  
蔡俐女士  
陳宇先生

#### 獨立非執行董事

黃顯榮先生  
盧毓琳教授  
譚麗芬醫生(*於2022年4月11日辭任*)<sup>(1)</sup>

附註：

- (1) 於2022年4月11日，譚麗芬醫生辭任獨立非執行董事。於譚麗芬醫生辭任自2022年4月11日起生效後，本公司有兩名獨立非執行董事。彼辭任後，獨立非執行董事總數佔董事會成員人數少於三分之一，故本公司不符合上市規則第3.10A條的規定，而獨立非執行董事人數及審核委員會成員人數亦少於上市規則第3.10(1)及3.21條的最低人數規定。因此，董事會將盡力物色合適人選於自2022年4月11日起三個月內儘快填補空缺，以確保本公司符合上市規則的規定。

除譚麗芬醫生辭任獨立非執行董事(自2022年4月11日起生效)外，直至本年報日期，上述所有董事仍然為本公司董事。

### 一般資料

本公司於2017年1月20日在英屬處女群島註冊成立為有限公司，並於2021年4月29日在開曼群島作為獲豁免有限公司存續。本公司的股份自2021年4月29日起在聯交所主板上市。

## PRINCIPAL ACTIVITIES

We are an ophthalmic pharmaceutical company dedicated to the research, development and commercialization of therapies that address significant unmet medical needs in China. Leveraging our deep domain expertise, we have built a comprehensive ophthalmic drug pipeline of 25 candidates that covers most major ocular indications affecting the front and the back of the eye, through either in-house development or in-licensing. We have also established an advanced ophthalmic manufacturing facility and are assembling an experienced marketing team in anticipation of near-term product launch.

## BUSINESS REVIEW

A review of the business of the Group during the year as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including a discussion and analysis on the Group's future business development and the financial and operational key performance indicators employed by the Directors in measuring the performance of the Group's business is set out in the sections headed "Management Discussion and Analysis" on page 13 of this annual report.

## PRINCIPAL RISKS AND UNCERTAINTIES

The following list is a summary of certain principal risks and uncertainties faced by the Group, some of which are beyond its control:

- Our business and financial prospects depend substantially on the success of our drug candidates, all of which are in preclinical or clinical development. If we are unable to successfully develop and commercialize our drug candidates, or experience significant delays in doing any of the foregoing, our business may be materially harmed.
- We may not be able to identify, discover or in-license new drug candidates, and may allocate our limited resources to pursue a particular drug candidate or indication and fail to capitalize on drug candidates or indications that may later prove to be more profitable, or for which there is a greater likelihood of success.
- The R&D of our drug candidates involves a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results.
- If we encounter difficulties enrolling patients in our clinical trials, our clinical trials and the commercialization of our drug candidates could be delayed or otherwise adversely affected.
- We may incur additional costs or experience delays in completing, or may ultimately be unable to complete, the development and commercialization of our drug candidates.

## 主要業務

我們是一間眼科製藥公司，致力於療法的研究、開發及商業化，以滿足中國國內巨大醫療需求缺口。憑藉深厚的領域內專業知識，我們已通過自主開發或許可引進建立起包含25種候選藥物的全面眼科藥物管線，涵蓋影響眼前節及眼後節的多數主要眼科適應症。為準備近期的產品推出，我們亦已建立一座先進眼藥製造設施並正在組建一支經驗豐富的營銷團隊。

## 業務回顧

香港法例第622章《公司條例》附表5所要求的本集團於年內業務的審視(包括本集團的未來業務發展的討論及分析，以及董事於計量本集團業務表現時採用的關鍵財務及營運表現指標)載於本年報第13頁的「管理層討論及分析」各章節。

## 主要風險及不明朗因素

下文列出本集團所面對的若干主要風險及不明朗因素摘要，有部分屬於本集團控制範圍以外：

- 我們的業務及財務前景很大程度上取決於我們的候選藥物(均處於臨床前或臨床開發階段)的成功。倘若我們未能成功完成候選藥物的開發及商業化，或倘若上述任何活動出現嚴重延誤，則我們的業務或會受到嚴重損害。
- 我們可能無法識別、發現或獲許可引進新候選藥物，且可能分配有限的資源用於特定的候選藥物或適應症，導致未能把握可能在以後被證實為更具盈利能力或成功可能性更大的候選藥物或適應症。
- 我們的候選藥物研發過程漫長、成本高昂，且結果充滿不確定性，而前期研究及試驗的結果未必預示未來的試驗結果。
- 倘我們在入組臨床試驗患者時遭遇困難，則我們候選藥物的臨床試驗及商業化可能會延遲或在其他方面受到不利影響。
- 我們可能會在完成(或最終可能無法完成)我們候選藥物的開發及商業化過程中產生額外的成本或經歷延誤。

- We may be unable to obtain, or experience delays in obtaining, required regulatory approvals for our drug candidates in our target markets.
- Our drug candidates, if and when approved, will be subject to ongoing regulatory obligations and continued regulatory review, which may result in significant additional expense and we may be subject to penalties if we fail to comply with regulatory requirements.
- Our future approved drugs may fail to achieve the degree of market acceptance by ophthalmologists, patients, third-party payers and others in the medical community necessary for commercial success.
- We have limited experience in launching and marketing drug candidates, and we may not be able to successfully create or increase market awareness of our products or sell our products, which will materially affect our ability to generate product sales revenue.
- 我們可能無法於目標市場取得候選藥物的規定監管批准或延遲取得該等批准。
- 我們的候選藥物倘獲批准，將須持續履行監管責任及持續接受監管審查，這可能產生大量額外開支，且倘若我們未能遵守監管規定，我們可能會受到處罰。
- 我們的未來獲批藥物可能無法在商業成功上獲得來自眼科醫生、患者、第三方付款人及醫學界其他各方的所需市場認可度。
- 我們推出及銷售候選藥物的經驗有限，及我們未必能成功建立或提高產品的市場知名度或銷售產品，這將嚴重影響我們產生產品銷售收入的能力。

However, the above is not an exhaustive list. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

然而，上文所述並非徹底的清單。投資者於投資股份前，務請自行判斷或諮詢彼等本身的投資顧問。

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth.

## 環境政策及績效

本集團致力於履行社會責任，促進僱員福利及發展，保護環境，以及回饋社區並實現可持續增長。

The Company's Environmental, Social and Governance Report will be prepared separately from this annual report and will be published websites of the Stock Exchange and the Company before May 31, 2022.

本公司的環境、社會及管治報告將與本年報分開編製，並將於2022年5月31日前在聯交所網站及本公司網站登載。

## COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in all material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended December 31, 2021, there was no material breach of, or non-compliance with, applicable laws and regulations by the Group.

## 遵守相關法律及法規

就董事會及管理層所知，本集團一直在各重要方面遵守對本集團業務及營運有重大影響的相關法律及法規。於截至2021年12月31日止年度，本集團並無嚴重違反或不遵守適用法律及法規。

## EMPLOYEES AND REMUNERATION POLICIES

A review of the employees and remuneration policies of the Group for the Reporting Period are set out in the section headed "Management Discussion and Analysis" on page 39 of this annual report.

## 僱員及薪酬政策

本集團於報告期的僱員及薪酬政策回顧載於本年報第39頁的「管理層討論及分析」一節。

## RETIREMENT BENEFITS SCHEME

The Group operates a mandatory provident fund scheme (the “**MPF scheme**”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement plan. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

Pursuant to the relevant labor rules and regulations in the PRC, the Group in the PRC participate in defined contribution retirement benefit schemes (the “**Schemes**”) organized by the local government authorities whereby the Company and its subsidiaries in the PRC are required to make contributions to the Schemes based on certain percentages of the eligible employee’s salaries. The local government authorities are responsible for the entire pension obligations payable to the retired employees.

Details of the pension contributions of the Company are set out in Note 7 to the Consolidated Financial Statements in this annual report.

## MAJOR SUPPLIERS

For the year ended December 31, 2021, the Group’s suppliers primarily consisted of (i) CROs, who provided contracting services for R&D and (ii) suppliers of raw materials, reference drugs, machinery and equipment used in our R&D and manufacturing activities.

For the year ended December 31, 2021, purchases from the Group’s five largest suppliers in the aggregate amounted to RMB102.0 million, accounted for 24.2% of the Group’s total purchases for the same year.

Lee’s Pharm Hefei was an indirect wholly owned subsidiary of Lee’s Pharm, our Substantial Shareholder, and the Group’s largest supplier during the Reporting Period. Purchases from Lee’s Pharm Hefei for the year ended December 31, 2021 amounted to RMB70.2 million, accounting for approximately 16.6% of the Group’s total purchase amount for the same year.

Save as disclosed above, none of the Directors, their respective close associates, or any Shareholder of the Company who, to the knowledge of the Directors, owns more than 5% of the Company’s issued capital, has any interest in any of the Group’s five largest suppliers.

During the year ended December 31, 2021, the Group did not experience any significant disputes with its suppliers.

## 退休福利計劃

本集團根據香港強制性公積金計劃條例為於香港《僱傭條例》司法管轄範圍內受僱而之前未獲界定退休福利計劃保障的僱員營辦強制性公積金計劃(「**強積金計劃**」)。強積金計劃為一項由獨立受託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員須各自按僱員相關收入的5%向計劃作出供款，每月相關收入上限為30,000港元。計劃供款即時歸屬。

根據中國的相關勞動規章制度，本集團在中國參與由地方政府部門組織的界定供款退休福利計劃(「**計劃**」)，據此，本公司及其於中國的附屬公司須按合資格僱員薪金的若干百分比向計劃供款。地方政府部門負責履行支付退休僱員的全部退休金義務。

本公司的退休金供款詳情載於本年報綜合財務報表附註7。

## 主要供應商

截至2021年12月31日止年度，本集團的供應商主要包括(i)CRO，其為研發提供合約服務；及(ii)研發及製造活動使用的原材料、參照藥、機器及設備的供應商。

截至2021年12月31日止年度，本集團來自五大供應商的採購額合共為人民幣102.0百萬元，佔本集團同年總採購額的24.2%。

於報告期內，李氏大藥廠(合肥)為我們主要股東李氏大藥廠的間接全資附屬公司，並為本集團的最大供應商。截至2021年12月31日止年度，本集團來自李氏大藥廠(合肥)的採購額為人民幣70.2百萬元，佔本集團同年總採購額約16.6%。

除上文所披露者外，董事、彼等各自的緊密聯繫人或據董事所知擁有本公司5%以上已發行股本的任何本公司股東概無在本集團任何五大供應商中擁有任何權益。

於截至2021年12月31日止年度，本集團與其供應商並無經歷任何重大糾紛。

## MAJOR CUSTOMERS

As of the date of this report, the Group had not commenced any commercialization. We did not generate any revenue during the Reporting Period and thus we did not have any major customer during the same period.

## KEY RELATIONSHIP WITH STAKEHOLDERS

The Group recognizes that various stakeholders including suppliers, employees, Shareholders and other business associates are key to Group's success. The Group strives to achieve corporate sustainability through engaging, collaborating, and cultivating strong relationship with them.

### *Relationship with Our Suppliers*

We maintained good and stable relationship with our existing suppliers. When procurement of raw materials or services or procurement from new suppliers is necessary, we would strictly follow our internal procurement policy to select suppliers, raw materials or services. For selecting CRO service providers, our procurement team normally requests the potential supplier to provide, among others, its industrial background and credentials, an initial service plan designed by the CRO service provider and the quotations with breakdown of detailed components of the CRO services and procedures involved. Furthermore, our procurement department routinely monitors market price for procurement of raw materials and relevant services necessary for our business, for benchmarking and cost control purposes.

### *Relationship with Our Employees*

We endeavor to cultivate talented and loyal employees by treating our employees with dignity, respect and fairness. We conduct new employee training, as well as professional and compliance training programs for employees. We enter into employment contracts with our employees to cover matters such as wages, benefits and grounds for termination. The remuneration package of our employees usually includes salary, bonus and share option incentives, which are generally determined by their qualifications, industry experience, position and performance. We make contributions to social insurance and housing provident funds as required by the applicable laws and regulations.

### *Relationship with Our Licensing Partners and Business Partners*

We maintain long-term relationships and effective communication with our licensing partners and business partners to better achieve corporate goals, through leveraging their resources and established capabilities. We believe that licensing arrangements and business partnerships are in the interests of our Shareholders as a whole.

## 主要客戶

於本報告日期，本集團並未開展任何商業化。於報告期內，我們並無產生任何收入，因而於同一期間並無任何主要客戶。

## 與持份者的關鍵關係

本集團確認不同持份者(包括供應商、僱員、股東及其他業務夥伴)均為本集團成功的關鍵。本集團矢志透過彼等的參與、與彼等合作及建立穩固關係，實現企業的持續發展。

### *與我們供應商的關係*

我們與現有供應商維持良好而穩定的關係。當需採購原材料或服務或自新供應商採購時，我們會嚴格遵循內部採購政策以篩選供應商、原材料或服務。就篩選合約CRO服務提供商而言，我們的採購團隊通常會要求潛在供應商提供(其中包括)其行業背景及資質、CRO服務提供商制訂的初步服務計劃以及報價(包括所涉CRO服務具體組成部分及流程的明細)。此外，我們的採購部門定期監察採購材料及業務所需相關服務的市價以作參考及控制成本。

### *與我們僱員的關係*

我們公平公正地尊重每名僱員，致力培育有才華及忠誠的僱員。我們培訓新入職僱員，以及為僱員提供專業及合規培訓課程。我們與僱員訂立僱傭合約，涵蓋工資、福利及終止聘用理由等事項。僱員的薪酬組合一般包括薪金、花紅及購股權獎勵，通常按彼等的資格、業內經驗、職位及表現釐定。我們按照適用法律法規規定向社會保險及住房公積金供款。

### *與許可夥伴及業務夥伴的關係*

我們與許可夥伴及業務夥伴維持長期關係及有效溝通，借助其資源及既有能力，更好地達成企業目標。我們相信，許可安排及業務夥伴關係符合股東的整體利益。

## Relationship with Shareholders

We recognize the importance of protecting the interests of the Shareholders and of having effective communication with them. We believe communication with the Shareholders is a two-way process and have thrived to ensure the quality and effectiveness of information disclosure, maintain regular dialogue with the Shareholders and listen carefully to the views and feedback from the Shareholders.

## BIOGRAPHIES OF THE DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and the senior management of the Company are set out in the section headed "Profiles of Directors and Senior Management" on pages 40 to 53 of this annual report.

## SERVICE CONTRACTS OF THE DIRECTORS

Each of our executive Directors has entered into a service contract with our Company on April 1, 2021. The initial term of their respective service contracts shall commence from the Listing Date and continue for a period of three years until terminated in accordance with the terms and conditions of the service contract or by our executive Directors giving to us not less than thirty days' prior notice in writing.

Each of our non-executive Director and independent non-executive Directors has entered into an appointment letter with our Company on April 1, 2021. The initial term for their appointment letters shall commence from the Listing Date and continue for a period of three years until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

In accordance with the Articles of Association, all Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a casual vacancy shall submit himself/herself for re-election by Shareholders at the first general meeting of the Company after appointment and any new Director appointed as an addition to the Board shall submit himself/herself for re-election by the Shareholders at the next following annual general meeting of the Company after appointment.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with the Company or any member of the Group which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

## 與股東的關係

我們深明保障股東權益並與彼等保持有效溝通的重要性。我們認為應與股東雙向溝通，故一直致力確保向股東提供優質而有效的信息披露，保持定期對話，以及仔細聆聽股東的意見及回應。

## 董事及高級管理層履歷

本公司董事及高級管理層的履歷詳情載於本年報第40至53頁「董事及高級管理層履歷」一節。

## 董事服務合約

各執行董事已於2021年4月1日與本公司訂立服務合約。彼等各自服務合約的初始年期自上市日期起生效，為期三年，直至按照服務合約的條款及條件或由執行董事向本公司發出不少於三十天的事先書面通知終止為止。

各非執行董事及獨立非執行董事已於2021年4月1日與本公司訂立委任函。彼等的委任函的初始年期自上市日期起生效，為期三年，直至按照委任函的條款及條件或由任一方向另一方發出不少於三個月的事先書面通知終止為止。

根據組織章程細則，所有董事須至少每三年輪值退任一次，而任何獲委任以填補臨時空缺的新任董事須於獲委任後的首個本公司股東大會上接受股東重選，任何獲委任以增加董事會人數的新任董事則須於獲委任後的下一屆本公司股東週年大會上接受股東重選。

獲建議於應屆股東週年大會上接受重選的董事概無與本公司或本集團任何成員公司訂有不可由僱主在一年內不予賠償(法定賠償除外)的情況下終止的服務合約。



## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the year ended December 31, 2021 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate; and none of the Directors, or any of their spouse or children under the age of 18, had any right to subscribe for equity or debt securities of the Company or any other body corporate, or had exercised any such right.

## REMUNERATION OF THE DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

In compliance with Rule 3.25 of the Listing Rules and the CG Code, the Company has established the Remuneration Committee to formulate remuneration policies. The remuneration is determined and recommended based on each Director's and senior management personnel's qualification, position and seniority. As for the independent non-executive Directors, their remuneration is determined by the Board upon recommendation from the Remuneration Committee. The Directors and the senior management personnel are eligible participants of the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme.

Details of the remuneration of the Directors, CEO and the five highest paid individuals for the Reporting Period are set out in Note 10 to the consolidated financial statements. During the Reporting Period, none of the Directors waived or agreed to waive any remuneration and there was no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACT OF SIGNIFICANCE

Save as disclosed in this annual report, none of the Directors nor any entity connected with the Directors had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance, whether for the provision of services or otherwise, to the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the year ended December 31, 2021.

## 董事收購股份或債權證的權利

除本年報所披露者外，於截至2021年12月31日止年度任何時間，本公司或其任何附屬公司概無訂立任何安排，使董事可藉收購本公司或任何其他法人團體的股份或債權證而獲益；亦無董事或任何彼等的配偶或18歲以下子女擁有任何權利認購本公司或任何其他法人團體的股份或債務證券，亦無行使任何有關權利。

## 董事及五名最高薪酬人士的薪酬

遵照上市規則第3.25條及企業管治守則，本公司已成立薪酬委員會制訂薪酬政策。薪酬乃基於各董事及高級管理人員的資格、職位及年資釐定及建議。至於獨立非執行董事，彼等的薪酬由董事會按薪酬委員會的建議釐定。董事及高級管理人員均為首次公開發售前購股權計劃及首次公開發售後購股權計劃的合資格參與者。

董事、行政總裁及五名最高薪人士於報告期的薪酬詳情載於綜合財務報表附註10。於報告期內，概無董事放棄或同意放棄任何薪酬，而本集團亦無向任何董事支付酬金作為加入本集團或於加入本集團時的獎勵或作為離職補償。

## 董事於重要交易、安排或合約的權益

除本年報所披露者外，概無董事或與董事有關連的任何實體直接或間接於本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立於截至2021年12月31日止年度內或結束時存續，對本集團而言屬重大(不論關於提供服務或其他原因)的任何交易、安排或合約中擁有重大權益。

## INTERESTS IN CONTRACT OF SIGNIFICANCE

Since the Listing Date and up to the date of this report, the Company did not have a controlling shareholder.

## DIRECTORS INTERESTS IN COMPETING BUSINESS

Each of Dr. Li Xiaoyi and Ms. Leelalertsuphakun currently serves as a director in Lee's Pharm. As of the date of this report, the remaining business of the Retained Lee's Pharm Group includes an ophthalmic drug, namely Eyprotor, which is indicated for healing of tissue without angiogenesis effect, while our product candidates include adapalene/clindamycin hydrochloride compound gel ("ACCG"), a dermatological drug candidate for the treatment of moderate acne vulgaris. Each of Lee's Pharm and our Company considers that the existence of Eyprotor and ACCG will not affect the business delineation and give rise to any material competition between our Group and the Retained Lee's Pharm Group for the reasons set out in the section headed "Relationship with Lee's Pharm – Delineation of Business between the Retained Lee's Pharm Group and our Group – Delineation of Businesses" of the Prospectus.

Dr. Li Xiaoyi resigned from all his executive positions in Lee's Pharm prior to Listing and currently only serves as a non-executive director in Lee's Pharm. Although Ms. Leelalertsuphakun currently still serves as an executive director and managing director in Lee's Pharm, she only takes a non-executive role in our Company and will not hold any executive senior management position within our Group. Our Directors are of the view that our Group will be managed and will operate independently of Lee's Pharm in the interests of our Shareholders as a whole. For further details about the independence of our Company from the Retained Lee's Pharm Group, please see the section headed "Relationship with Lee's Pharm" of the Prospectus.

Save as disclosed in the Prospectus and save for their respective interests in the Group, none of the Directors was interested in any business which competes or is likely to compete, directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules for the year ended December 31, 2021.

From time to time our non-executive Directors may serve on the boards of both private and public companies within the broader healthcare and biopharmaceutical industries. However, as these non-executive Directors are neither our controlling shareholders nor members of our executive management team, we do not believe that their interests in such companies as directors would render us incapable of carrying on our business independently from the other companies in which they may hold directorships from time to time.

## 於重大合約的權益

自上市日期起直至本報告日期，本公司並無控股股東。

## 董事於競爭性業務的權益

李小羿博士及李燁妮女士現時於李氏大藥廠出任董事。於本報告日期，保留李氏大藥廠集團的餘下業務包括一種眼科藥物(即睿保特，用於在不產生血管生成作用的情況下促進組織癒合)，而我們的候選產品包括阿達帕林鹽酸克林黴素複方凝膠("ACCG")，一種用於治療中度尋常痤瘡的候選皮膚病藥物)。李氏大藥廠及本公司均認為睿保特及ACCG將不會影響本集團與保留李氏大藥廠集團之間的業務劃分，且不會令本集團與保留李氏大藥廠集團之間產生任何激烈競爭，原因載於招股章程中「與李氏大藥廠的關係－保留李氏大藥廠集團與本集團之間的業務劃分－業務劃分」一節。

李小羿博士於上市前已辭任彼於李氏大藥廠的所有執行職務，現時僅於李氏大藥廠出任非執行董事。儘管李燁妮女士現時仍於李氏大藥廠出任執行董事及董事總經理，惟彼僅於本公司擔任非執行角色，不會於本集團內擔任任何執行高級管理層職位。我們的董事認為，本集團將以獨立於李氏大藥廠及符合我們股東整體利益的方式管理及營運。有關本公司獨立於保留李氏大藥廠集團的進一步詳情，請參閱招股章程中「與李氏大藥廠的關係」一節。

除招股章程所披露者及彼等各自於本集團的權益外，截至2021年12月31日止年度，根據上市規則第8.10條，概無董事於直接或間接與或可能與本集團業務競爭的任何業務中擁有權益。

我們的非執行董事可能不時於較廣義的保健及生物製藥行業的私人及公眾公司的董事會效力。然而，由於該等非執行董事既非我們的控股股東，亦非我們的執行管理團隊成員，故我們並不認為彼等作為該等公司董事的權益會導致我們不能以獨立於彼等可能不時出任董事的其他公司的方式處理我們的事務。

## MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered or existed during the year ended December 31, 2021.

## CONTINUING CONNECTED TRANSACTIONS

Among the related party transactions disclosed in Note 28 to the consolidated financial statements, the following transactions constitute connected transactions for the Company under Rule 14A.23 of the Listing Rules and are required to be disclosed in this annual report in accordance with Rule 14A.71 of the Listing Rules. The Company confirmed that the other related party transactions do not fall under the definition of “connected transaction” or “continuing connected transaction” (as the case may be) under Chapter 14A of the Listing Rules and complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules. Please see below the information required to be disclosed in compliance with Chapter 14A of the Listing Rules.

### (1) Procurement of CRO Services

Lee's Pharm Hefei is an indirect wholly owned subsidiary of Lee's Pharm, our Substantial Shareholder. Under the Listing Rules, Lee's Pharm Hefei is regarded as our connected person. Pursuant to the Master CRO Service Agreement entered into between Zhaoke Guangzhou and Lee's Pharm Hefei on April 1, 2021, our Group agreed to engage Lee's Pharm Hefei as a CRO service provider to provide relevant CRO services for developing our CsA ophthalmic gel, ZKY001 and levobetaxolol HCl. The Master CRO Service Agreement has a term commencing from the date of the agreement, and continue to be in force until the completion of the clinical trial projects contemplated thereunder. Based on our independent assessment and commercial judgement, and considering the overall commercial terms, the R&D capabilities and dedication proposed by Lee's Pharm Hefei and its relevant industry knowledge and experience, we believe engaging Lee's Pharm Hefei as our CRO service provider to provide the service contemplated under the Master CRO Service Agreement is commercially beneficial to the business of our Group. For further details on the procurement of CRO services, please refer to the section headed “Connected Transactions – Non-Exempt Continuing Connected Transactions – Procurement of CRO Services” of the Prospectus.

#### Historical transaction amounts

The transaction amount incurred under the Master CRO Service Agreement for the year ended December 31, 2021 was RMB50.3 million.

## 管理合約

於截至2021年12月31日止年度，概無訂立或存在關於本集團全部或任何大部分業務的管理及行政合約。

## 持續關連交易

於綜合財務報表附註28所披露的關聯方交易中，以下交易根據上市規則第14A.23條構成本公司的關連交易，按照上市規則第14A.71條須於本年報內披露。本公司已確認，其他關聯方交易並不符合上市規則第十四A章的「關連交易」或「持續關連交易」(視情況而定)的定義，且已符合上市規則第十四A章的披露規定。有關遵照上市規則第十四A章須披露的資料，請參閱下文。

### (1) 購買CRO服務

李氏大藥廠(合肥)為我們主要股東李氏大藥廠的間接全資附屬公司。根據上市規則，李氏大藥廠(合肥)被視為我們的關連人士。根據兆科廣州與李氏大藥廠(合肥)於2021年4月1日訂立的主CRO服務協議，本集團同意委聘李氏大藥廠(合肥)為CRO服務提供商以就開發環孢素A眼凝膠、ZKY001及鹽酸左倍他洛爾提供相關CRO服務。主CRO服務協議年期自訂立協議日期開始，有效期直至相關協議下擬進行的臨床試驗項目完成為止。基於我們的獨立評估及商業判斷，考慮到整體商業條款、李氏大藥廠(合肥)的研發實力及建議的投入以及其相關行業知識及經驗，我們認為委聘李氏大藥廠(合肥)為我們的CRO服務提供商提供主CRO服務協議下擬提供服務於商業上對本集團的業務有益。有關購買CRO服務的進一步詳情，請參閱招股章程中「關連交易—非豁免持續關連交易—購買合約研究機構服務」一節。

#### 歷史交易金額

截至2021年12月31日止年度，主CRO服務協議產生的交易金額為人民幣50.3百萬元。

### Caps on future transaction amounts

The proposed annual cap for the service fees under the Master CRO Service Agreement for the year ended December 31, 2022 is RMB31.0 million.

The Company's auditors were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter of Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued an unqualified letter containing their responsibilities and conclusions in respect of the abovementioned continuing connected transactions as disclosed by the Group in this annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

For the year ended December 31, 2021, our Directors, including the independent non-executive Directors have reviewed the aforesaid continuing connected transactions and confirmed that the transactions have been entered into: (i) the continuing connected transactions as set out above have been entered into in the ordinary and usual course of business of our Group, on normal commercial terms or terms better to us, in accordance with the relevant agreements governing them that are fair and reasonable and in the interest of us and our Shareholders as a whole; and (ii) the proposed annual cap for the non-exempt continuing connected transactions described in this section are fair and reasonable and in the interest of our Company and the Shareholders as a whole.

### Termination of Continuing Connected Transactions

On January 26, 2022, the Group and Lee's Pharm Hefei mutually agreed to early terminate the Master CRO Service Agreement with effect from the date of completion of Phase II clinical trial of ZKY001 for the indication of CED. The reason for early termination is because patient enrollment related to the clinical trial of CsA ophthalmic gel and levobetaxolol HCl has been completed in 2021 and there would be further change over the design of ZKY001's ongoing clinical trial with additional indications newly explored. The Company decided to delegate the remaining clinical trial projects to another independent third party service providers after considering its suitability based on these new changes and requirement. Upon such termination, all rights and obligations of the parties to the Master CRO Service Agreement shall cease and no party shall have any claim against each other in connection with the Master CRO Service Agreement. For further details on the termination, please refer to our announcements published on the websites of the Stock Exchange and our Company dated January 26, 2022.

### 未來交易金額上限

截至2022年12月31日止年度的主CRO服務協議的服務費建議年度上限為人民幣31.0百萬元。

本公司核數師已獲委聘按照香港會計師公會頒佈的香港鑒證業務準則第3000號(經修訂)[審核或審閱歷史財務資料以外的鑒證業務]及參照實務說明第740號[關於《香港上市規則》所述持續關連交易的核數師函件]匯報本集團的持續關連交易。核數師已按照上市規則第14A.56條的規定發出一封無保留意見函件，當中載有其就本集團於本年報內披露的上述持續關連交易的責任及結論。本公司已向聯交所提供該核數師函件的副本。

截至2021年12月31日止年度，董事(包括獨立非執行董事)已審核上述持續關連交易，並已確認：(i)上文所載的持續關連交易已在本集團的日常業務中訂立，按照一般商務條款或更佳條款進行，根據有關交易的協議進行，條款公平合理，並且符合我們及我們股東的整體利益；及(ii)本節所述非豁免持續關連交易的建議年度上限屬公平合理及符合本公司及股東的整體利益。

### 終止持續關連交易

於2022年1月26日，本集團與李氏大藥廠(合肥)雙方同意提早終止主CRO服務協議，自為治療CED適應症的ZKY001第II期臨床試驗完成日期起生效。提早終止的原因乃環孢素A眼凝膠及鹽酸左倍他洛爾臨床試驗的患者入組已於2021年完成，而隨著ZKY001發掘額外新的適應症，應會進一步改變其進行中臨床試驗的設計。於考慮此等新轉變及要求的適切性後，本公司決定委派餘下臨床試驗項目予其他獨立第三方服務提供商。於終止後，主CRO服務協議訂約各方的所有權利及義務將告終結，且概不得向對方提出任何有關主CRO服務協議的申索。有關終止的進一步詳情，請參閱本公司於2022年1月26日在聯交所及本公司網站登載的公告。

## (2) Product Licensing

Lee's Pharm Guangzhou is an indirect wholly owned subsidiary of Lee's Pharm, our Substantial Shareholder. Lee's Pharm International is our Substantial Shareholder. Under the Listing Rules, Lee's Pharm Guangzhou and Lee's Pharm International are regarded as our connected persons. Our Company and Zhaoke Guangzhou, as licensors, entered into the License Agreement with Lee's Pharm International and Lee's Pharm Guangzhou (together, the "Licensees") on October 2, 2020, pursuant to which we agreed to grant exclusive license rights to the Licensees to promote and commercialize the adapalene/clindamycin hydrochloride compound gel (the "Licensed Product") in the PRC, Hong Kong, Macau and Taiwan. In consideration, the Licensees agreed to pay an upfront payment of US\$10,000,000 within 30 days after the signing of the agreement and a milestone payment of US\$5,000,000 within 14 days after obtaining the relevant regulatory approval for the new drug registration of the Licensed Product in PRC, and to share with us the profit derived from the sale of Licensed Product (the "Profit Sharing"). In addition, pursuant to the License Agreement, we were engaged by the Licensees to exclusively manufacture the Licensed Product, and shall supply the Licensed Products to the Licensees in the PRC (the "Licensed Product Supply") at a determined supply price per unit. The License Agreement has an initial term commencing on the date of the agreement and continue to be in force and effect until the date of the tenth anniversary of the initial sale of the Licensed Product, and can be automatically extended for additional consecutive renewal terms of five years each, unless terminated earlier in accordance with the terms of the License Agreement. The License Agreement was entered into by our Group and the Retained Lee's Pharm Group out of independent commercial considerations since we expect to focus our resources on the R&D of ophthalmic pharmaceutical products, while the Retained Lee's Pharm Group has a developed business in dermatology field. It is natural and commercially beneficial for both groups to enter into the License Agreement so that both groups will be able to stick to their respective business plans and development paths. For further details on the procurement of CRO services, please refer to "Connected Transactions – Non-Exempt Continuing Connected Transactions – Product Licensing" of the Prospectus.

### Historical transaction amount

We have not received any payment under the License Agreement for the year ended December 31, 2021 since the next payment milestone under the License Agreement has yet been achieved as of the end of the Reporting Period and there was no Licensed Products supplied or net sales revenue incurred for the year ended December 31, 2021 under the License Agreement.

## (2) 產品許可

李氏大藥廠(廣州)為我們主要股東李氏大藥廠的間接全資附屬公司。李氏大藥廠國際為我們的主要股東。根據上市規則，李氏大藥廠(廣州)及李氏大藥廠國際均被視為我們的關連人士。本公司及兆科廣州(作為許可方)與李氏大藥廠國際及李氏大藥廠(廣州)(統稱「被許可方」)於2020年10月2日訂立許可協議，據此我們同意向被許可方授出獨家許可權，以於中國、香港、澳門及台灣推廣及商業化阿達帕林鹽酸克林黴素複方凝膠(「被許可產品」)。作為代價，被許可方同意於簽署協議後30日內支付預付款10,000,000美元及於被許可產品於中國的新藥登記取得相關監管批准後14日內支付里程碑付款5,000,000美元，並與我們分成銷售被許可產品產生的利潤(「利潤分成」)。此外，根據許可協議，我們獲被許可方委聘獨家製造被許可產品，並於中國按規定的供應單價向被許可方供應被許可產品(「被許可產品供應」)。許可協議初始年期自協議訂立日期開始，有效期直至被許可產品開始銷售起計滿10年之日，且將自動延期，每次額外續期5年，除非根據許可協議的條款提前終止。由於我們預期將集中資源於眼科藥物產品的研發，而保留李氏大藥廠集團於皮膚病學領域有成熟業務，故許可協議乃由本集團與保留李氏大藥廠集團基於獨立商業考慮因素訂立。訂立許可協議對兩方屬理所當然及可帶來商業利益，彼等可繼續恪守其各自的業務計劃及發展路徑。有關購買CRO服務的進一步詳情，請參閱招股章程中「關連交易—非豁免持續關連交易—產品許可」。

### 歷史交易金額

截至2021年12月31日止年度，由於許可協議下一個付款里程碑於報告期末尚未達成，故我們並無根據許可協議收取任何付款，而截至2021年12月31日止年度亦無根據許可協議供應被許可產品或產生淨銷售收入。



### Caps on future transaction amounts

We have set the annual caps for the Licensed Product Supply and the Profit Sharing as formulas (the “**Formulas**”) below:

#### (i) Licensed Product Supply

The payment to be received by us from the Retained Lee’s Pharm Group for supplying the Licensed Products will be determined in accordance with the following formula:

Amount receivable by us under Licensed Product Supply = Unit supply price<sup>1</sup> amount of Licensed Product supplied

#### (ii) Profit Sharing

The payment receivable by us from the Retained Lee’s Pharm Group for Profit Sharing pursuant to the License Agreement will be determined in accordance with the following formula:

Amount of profit receivable by us under Profit Sharing<sup>2</sup> = (net sales revenue<sup>3</sup> \* 55%) – amount receivable by the Group under Licensed Product Supply (net of tax)

For the year ended December 31, 2021, our Directors, including the independent non-executive Directors have reviewed the aforesaid continuing connected transactions and confirmed that the transactions have been entered into: (i) the continuing connected transactions as set out above have been entered into in the ordinary and usual course of business of our Group, on normal commercial terms or terms better to us, in accordance with the relevant agreements governing them that are fair and reasonable and in the interest of us and our Shareholders as a whole; and (ii) the proposed alternative cap for the non-exempt continuing connected transactions described in this section are fair and reasonable and in the interest of our Company and the Shareholders as a whole.

There was no Licensed Products supplied or net sales revenue incurred for the year ended December 31, 2021 under the License Agreement. Therefore, the auditor of the Company has not reported on the above continuing connected transactions contemplated under the License Agreement pursuant to Rule 14A.56 of the Listing Rules.

<sup>1</sup> The unit supply price is determined by taking into consideration the cost expected to be incurred by us for the manufacturing of Licensed Products and a gross profit margin of approximately 60% for such manufacturing.  
<sup>2</sup> Net sales revenue shall be net of value-added taxes and sales commissions paid to distributors.  
<sup>3</sup> If the formula produces negative results, we are not obligated to pay any amount to the Retained Lee’s Pharm Group.

### 未來交易金額上限

我們將被許可產品供應及利潤分成年度上限的公式(「公式」)設置如下：

#### (i) 被許可產品供應

我們將就供應被許可產品自保留李氏大藥廠集團收取的付款將根據以下公式釐定：

我們就被許可產品供應應收的款項 = 所供應被許可產品的供應單價<sup>1</sup>

#### (ii) 利潤分成

我們就根據許可協議進行利潤分成應收保留李氏大藥廠集團的付款將根據以下公式釐定：

我們根據利潤分成應收利潤金額<sup>2</sup> = (銷售淨收益<sup>3</sup> \* 55%) – 本集團根據被許可產品供應應收款項(除稅後)

截至2021年12月31日止年度，董事(包括獨立非執行董事)已審核上述持續關連交易，並已確認：(i)上文所載的持續關連交易已在本集團的日常業務中訂立，按照一般商務條款或更佳條款進行，根據有關交易的協議進行，條款公平合理，並且符合我們及我們股東的整體利益；及(ii)本節所述非豁免持續關連交易的建議可替代上限屬公平合理及符合本公司及股東的整體利益。

截至2021年12月31日止年度並無根據許可協議供應被許可產品或產生淨銷售收入。因此，本公司核數師並無根據上市規則第14A.56條就上述根據許可協議擬進行的持續關連交易作出報告。

<sup>1</sup> 供應單價乃按我們就生產被許可產品預期將產生的成本及有關生產的毛利率約60%釐定。  
<sup>2</sup> 銷售淨收益應扣除增值稅及付予分銷商的销售佣金。  
<sup>3</sup> 倘公式產生負數結果，我們無義務向保留李氏大藥廠集團支付任何款項。



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

As of December 31, 2021, the interests and short positions of the Directors or chief executive of our Company in any of the Shares, underlying Shares and debentures of our Company or its associated corporation (within the meaning of Part XV of the SFO), which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of SFO (including any interest or short positions which they are taken or deemed to have under such provisions of the SFO) or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

### Long positions in the Shares or underlying Shares of the Company

Name of Director 董事姓名	Nature of interest 權益性質	Number of Shares 股份數目	Approximate percentage in shareholding <sup>(5)</sup> 佔股權概約百分比 <sup>(5)</sup>
Dr. Li Xiaoyi 李小羿博士	Beneficial owner 實益擁有人	14,022,800 <sup>(1)</sup>	2.59%
	Interest in controlled corporation 受控法團權益	2,187,600 <sup>(2)</sup>	0.40%
	Interest of spouse 配偶權益	166,666 <sup>(3)</sup>	0.03%
Mr. Dai Xiangrong 戴向榮先生	Beneficial owner 實益擁有人	1,261,200 <sup>(4)</sup>	0.23%
Ms. Leelalertsuphakun Wanee 李燁妮女士	Beneficial owner 實益擁有人	23,557	0.00%*

\* less than 0.01

Notes:

- Referring to the 14,022,800 Shares underlying the options granted to Dr. Li Xiaoyi under the Pre-IPO Share Option Scheme.
- Dr. Li Xiaoyi holds 65% of the equity interest of Lee's Healthcare Industry Investments Limited, which in turn is the general partner of Lee's Healthcare Industry Fund L.P. For the purpose of the SFO, Dr. Li is deemed to have an interest in the 2,187,600 Shares held by Lee's Healthcare Industry Fund L.P.
- Referring to the 166,666 Shares held by Dr. Li Xiaoyi's spouse.

## 董事及最高行政人員於本公司或其相聯法團股份、相關股份以及債權證的權益及淡倉

於2021年12月31日，本公司董事或最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份及債權證中擁有並已根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例相關條文被當作或視為擁有的任何權益或淡倉)，或已記錄於根據證券及期貨條例第352條本公司須存置的登記冊的權益及淡倉，或根據標準守則已知會本公司及聯交所的權益及淡倉如下：

### 於本公司股份或相關股份的好倉

Name of Director 董事姓名	Nature of interest 權益性質	Number of Shares 股份數目	Approximate percentage in shareholding <sup>(5)</sup> 佔股權概約百分比 <sup>(5)</sup>
Dr. Li Xiaoyi 李小羿博士	Beneficial owner 實益擁有人	14,022,800 <sup>(1)</sup>	2.59%
	Interest in controlled corporation 受控法團權益	2,187,600 <sup>(2)</sup>	0.40%
	Interest of spouse 配偶權益	166,666 <sup>(3)</sup>	0.03%
Mr. Dai Xiangrong 戴向榮先生	Beneficial owner 實益擁有人	1,261,200 <sup>(4)</sup>	0.23%
Ms. Leelalertsuphakun Wanee 李燁妮女士	Beneficial owner 實益擁有人	23,557	0.00%*

\* 少於0.01

附註：

- 指與根據首次公開發售前購股權計劃向李小羿博士授出的購股權相關的14,022,800股股份。
- 李小羿博士持有 Lee's Healthcare Industry Investments Limited 65% 的股權，而 Lee's Healthcare Industry Investments Limited 為 Lee's Healthcare Industry Fund L.P. 的普通合夥人。根據證券及期貨條例，李博士被視為於 Lee's Healthcare Industry Fund L.P. 持有的 2,187,600 股股份中擁有權益。
- 指李小羿博士的配偶持有的 166,666 股股份。

# Report of Directors

## 董事會報告

- (4) Referring to the 1,261,200 Shares underlying the options granted to Mr. Dai Xiangrong under the Pre-IPO Share Option Scheme.
- (5) Calculated based on the number of the total issued share capital of the Company as of December 31, 2021, being 541,946,928 Shares.

(4) 指與根據首次公開發售前購股權計劃向戴向榮先生授出的購股權相關的1,261,200股股份。

(5) 按照2021年12月31日本公司已發行股本總數541,946,928股計算。

Save as disclosed above, as of the date of this report, to the best knowledge of the Directors or chief executive of the Company, none of the Directors or chief executive of the Company had interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (with the meaning of Part XV of the SFO) as recorded in the register required to be kept, pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於本報告日期，就本公司董事或最高行政人員所知，概無本公司董事或最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有已記錄於根據證券及期貨條例第352條須存置的登記冊的權益或淡倉，或根據標準守則已知會本公司及聯交所的權益或淡倉。

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

## 主要股東於股份及相關股份的權益及淡倉

As of December 31, 2021, so far as the Directors are aware, the following persons (other than the Directors or chief executive of the Company) had or were deemed or taken to have interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

於2021年12月31日，就董事所知，以下人士（本公司董事或最高行政人員除外）於本公司的股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部規定須向本公司及聯交所披露的權益或淡倉，或已記錄於根據證券及期貨條例第336條本公司須存置的登記冊的權益或淡倉：

### Long positions in the Shares or underlying Shares of the Company

### 於本公司股份或相關股份的好倉

Name of Shareholder 股東名稱	Nature of interest 權益性質	Total number of Shares/ underlying Shares 股份／相關股份總數	Approximate percentage in shareholding <sup>(7)</sup> 佔股權概約百分比 <sup>(7)</sup>
Lee's Pharm 李氏大藥廠	Interest in controlled corporation 受控法團權益	140,379,600 <sup>(1)</sup>	25.90%
Lee's Pharm International 李氏大藥廠國際	Beneficial interest 實益權益	138,192,000 <sup>(1)</sup>	25.50%
Coyote Investment Pte. Ltd. Coyote Investment Pte. Ltd.	Beneficial interest 實益權益	71,231,200 <sup>(2)</sup>	13.14%
Apstar Investment Pte. Ltd. Apstar Investment Pte. Ltd.	Interest in controlled corporation 受控法團權益	71,231,200 <sup>(2)</sup>	13.14%
GIC (Venture) Pte. Ltd. GIC (Venture) Pte. Ltd.	Interest in controlled corporation 受控法團權益	71,231,200 <sup>(2)</sup>	13.14%
GIC Special Investment Pte. Ltd. GIC Special Investment Pte. Ltd.	Interest in controlled corporation 受控法團權益	71,231,200 <sup>(2)</sup>	13.14%
GIC Private Limited GIC Private Limited	Interest in controlled corporation 受控法團權益	71,231,200 <sup>(2)</sup>	13.14%
	Beneficial interest 實益權益	2,314,500	0.43%
Panacea Venture Healthcare Fund I, L.P.	Beneficial interest	33,305,600 <sup>(3)</sup>	6.15%

# Report of Directors

## 董事會報告

Name of Shareholder 股東名稱	Nature of interest 權益性質	Total number of Shares/ underlying Shares 股份／相關股份總數	Approximate percentage in shareholding <sup>(7)</sup> 佔股權概約百分比 <sup>(7)</sup>
Panacea Venture Healthcare Fund I, L.P.	實益權益		
Panacea Venture Healthcare Fund GP I, L.P.	Interest in controlled corporation	33,305,600 <sup>(3)</sup>	6.15%
Panacea Venture Healthcare Fund GP I, L.P.	受控法團權益		
VMS Holdings Limited	Interest in controlled corporation	35,747,100 <sup>(4)</sup>	6.60%
VMS Holdings Limited	受控法團權益		
COFL Holdings Limited	Beneficial interest	30,627,200 <sup>(5)</sup>	5.65%
COFL Holdings Limited	實益權益		
Hillhouse Venture Fund V, L.P.	Interest in controlled corporation	30,627,200 <sup>(5)</sup>	5.65%
Hillhouse Venture Fund V, L.P.	受控法團權益		
TPG Asia VII SF Pte. Ltd.	Beneficial interest	30,627,200 <sup>(6)</sup>	5.65%
TPG Asia VII SF Pte. Ltd.	實益權益		
Pananus Associates Inc.	Interest in controlled corporation	27,530,000 <sup>(7)</sup>	5.08%
Pananus Associates Inc.	受授法團權益		
FIL Limited	Beneficial interest	17,500 <sup>(7)</sup>	0.00%*
FIL Limited	實益權益		
FLI Investment Services (UK) Limited	Beneficial interest	27,512,500 <sup>(7)</sup>	5.08%
FLI Investment Services (UK) Limited	實益權益		
FIDELITY CHINA SPECIAL SITUATIONS PLC	Beneficial owner	27,512,500	5.08%
FIDELITY CHINA SPECIAL SITUATIONS PLC	實益權益		

### Notes:

- Lee's Pharm International is wholly owned by Lee's Pharm. Therefore, Lee's Pharm is deemed to be interested in the 138,192,000 Shares held by Lee's Pharm International under the SFO. Approximately 43.16% of the partnership interest in Lee's Pharm Healthcare Fund L.P. is held by Lee's Pharm. Therefore, Lee's Pharm is deemed to be interested in the 2,187,600 Shares held by Lee's Pharm Healthcare Fund L.P. under the SFO.
- Coyote Investment Pte. Ltd. is a wholly owned subsidiary of Apstar Investment Pte Ltd., which is in turn a wholly owned subsidiary of GIC (Ventures) Pte. Ltd. Coyote Investment Pte. Ltd. is managed by GIC Special Investments Pte. Ltd., which is wholly owned by GIC Private Limited. Therefore, each of Apstar Investment Pte Ltd., GIC (Ventures) Pte. Ltd., GIC Special Investments Pte. Ltd. and GIC Private Limited is deemed to be interested in the 71,231,200 Shares held by Coyote Investment Pte. Ltd. under the SFO.
- Panacea Venture Healthcare Fund GP I, L.P. is the general partner of Panacea Venture Healthcare Fund I, L.P. and Panacea Venture Healthcare Fund GP Company, Ltd. is the general partner of Panacea Venture Healthcare Fund GP I, L.P. Accordingly, each of Panacea Venture Healthcare Fund GP I, L.P. and Panacea Venture Healthcare Fund GP Company, Ltd. is deemed to be interested in the 33,305,600 Shares held by Panacea Venture Healthcare Fund I, L.P. under the SFO.

### 附註：

- 李氏大藥廠國際由李氏大藥廠全資擁有。因此，根據證券及期貨條例，李氏大藥廠被視為於李氏大藥廠國際持有的138,192,000股股份中擁有權益。Lee's Pharm Healthcare Fund L.P.約43.16%的合夥權益由李氏大藥廠持有。因此，根據證券及期貨條例，李氏大藥廠被視為於Lee's Pharm Healthcare Fund L.P.持有的2,187,600股股份中擁有權益。
- Coyote Investment Pte. Ltd.為Apstar Investment Pte Ltd.的全資附屬公司，而Apstar Investment Pte Ltd.為GIC (Ventures) Pte. Ltd.的全資附屬公司。Coyote Investment Pte. Ltd.由GIC Special Investments Pte. Ltd.管理，而GIC Special Investments Pte. Ltd.由GIC Private Limited全資擁有。因此，根據證券及期貨條例，Apstar Investment Pte Ltd.、GIC (Ventures) Pte. Ltd.、GIC Special Investments Pte. Ltd.及GIC Private Limited各自被視為於Coyote Investment Pte. Ltd.持有的71,231,200股股份中擁有權益。
- Panacea Venture Healthcare Fund GP I, L.P.為Panacea Venture Healthcare Fund I, L.P.的普通合夥人，而Panacea Venture Healthcare Fund GP Company, Ltd.為Panacea Venture Healthcare Fund GP I, L.P.的普通合夥人。因此，根據證券及期貨條例，Panacea Venture Healthcare Fund GP I, L.P.及Panacea Venture Healthcare Fund GP Company, Ltd.各自被視為於Panacea Venture Healthcare Fund I, L.P.持有的33,305,600股股份中擁有權益。

# Report of Directors

## 董事會報告

- (4) Each of Smart Rocket Limited, VMS Zhaoke Investments Fund SP and Bio Success Investment Limited holds 26,742,400, 4,629,500 and 4,375,200 Shares, respectively. Smart Rocket Limited, VMS Zhaoke Investment Fund SP and Bio Success Investments Limited are all indirect subsidiaries of VMS Holdings Limited, the ultimate beneficial owner of which is by Ms. Mak Siu Hang Viola (麥少嫻). Therefore, each of Ms. Mak Siu Hang Viola and VMS Holdings Limited is deemed to be interested in the 26,742,400 Shares held by Smart Rocket Limited, the 4,629,500 Shares held by VMS Zhaoke Investment Fund SP and the 4,375,200 Shares held by Bio Success Investments Limited under the SFO.
- (4) Smart Rocket Limited、VMS Zhaoke Investment Fund SP及Bio Success Investments Limited各自分別持有26,742,400股、4,629,500股及4,375,200股股份。Smart Rocket Limited、VMS Zhaoke Investment Fund SP及Bio Success Investments Limited均為VMS Holdings Limited的間接附屬公司，而VMS Holdings Limited的最終實益擁有人為麥少嫻女士。因此，根據證券及期貨條例，麥少嫻女士及VMS Holdings Limited各自被視為於Smart Rocket Limited持有的26,742,400股股份、VMS Zhaoke Investment Fund SP持有的4,629,500股股份及Bio Success Investments Limited持有的4,375,200股股份中擁有權益。
- (5) COFL Holdings Limited is a wholly owned subsidiary of Hillhouse Venture Fund V, L.P. Hillhouse Capital Management, Ltd. acts as the sole management company of Hillhouse Venture Fund V, L.P. Therefore, Hillhouse Venture Fund V, L.P. and Hillhouse Venture Fund V, L.P. are deemed to be interested in the 30,627,200 Shares held by COFL Holdings Limited under the SFO.
- (5) COFL Holdings Limited為Hillhouse Venture Fund V, L.P.的全資附屬公司。高瓴資本管理有限公司作為Hillhouse Venture Fund V, L.P.的唯一管理公司行事。因此，根據證券及期貨條例，Hillhouse Venture Fund V, L.P.被視為於COFL Holdings Limited持有的30,627,200股股份中擁有權益。
- (6) Each of TPG Asia VII Finance, Limited Partnership (as sole ordinary shareholder of TPG Asia VII SF Pte. Ltd.), TPG Asia GenPar VII, L.P. (as a general partner of TPG Asia VII Finance, Limited Partnership), TPG Asia GenPar VII Advisors, Inc. (as a general partner of TPG Asia GenPar VII, L.P.), TPG Holdings III, L.P. (as the sole ordinary shareholder of TPG Asia GenPar VII Advisors, Inc.), TPG Holdings III-A, L.P. (as a general partner of TPG Holdings III, L.P.), TPG Holdings III-A, Inc. (as a general partner of TPG Holdings III-A, L.P.), TPG Group Holdings (SBS), L.P. (as the sole ordinary shareholder of TPG Holdings III-A, Inc.), TPG Group Holdings (SBS) Advisors, LLC (as a general partner of TPG Group Holdings (SBS), L.P.) and TPG Group Holdings (SBS) Advisors, Inc. (as the managing member of TPG Group Holdings (SBS) Advisors, LLC) is deemed to be interested in the Shares held by TPG Asia VII SF Pte. Ltd. under the SFO. TPG Group Holdings (SBS) Advisors, Inc. is controlled by Mr. David Bonderman and Mr. James G. Coulter, who disclaim beneficial ownership of the Shares held by TPG Asia VII SF Pte. Ltd. except to the extent of their pecuniary interest therein.
- (6) 根據證券及期貨條例，TPG Asia VII Finance, Limited Partnership(作為TPG Asia VII SF Pte. Ltd.的唯一普通股股東)、TPG Asia GenPar VII, L.P.(作為TPG Asia VII Finance, Limited Partnership的普通合夥人)、TPG Asia GenPar VII Advisors, Inc.(作為TPG Asia GenPar VII, L.P.的普通合夥人)、TPG Holdings III, L.P.(作為TPG Asia GenPar VII Advisors, Inc.的唯一普通股股東)、TPG Holdings III-A, L.P.(作為TPG Holdings III, L.P.的普通合夥人)、TPG Holdings III-A, Inc.(作為TPG Holdings III-A, L.P.的普通合夥人)、TPG Group Holdings (SBS), L.P.(作為TPG Holdings III-A, Inc.的唯一普通股股東)、TPG Group Holdings (SBS) Advisors, LLC(作為TPG Group Holdings (SBS), L.P.的普通合夥人)及TPG Group Holdings (SBS) Advisors, Inc.(作為TPG Group Holdings (SBS) Advisors, LLC的管理成員)各自被視為於TPG Asia VII SF Pte. Ltd.持有的股份中擁有權益。TPG Group Holdings (SBS) Advisors, Inc.由David Bonderman先生及James G. Coulter先生控制，彼等放棄TPG Asia VII SF Pte. Ltd.所持股份的實益擁有權，惟彼等於其中的金錢利益除外。
- (7) To the best knowledge of the Company, each of FIL Limited and FLI Investment Services (UK) Limited is ultimately controlled by Pandanus Associates Inc. through multiple intermediary shareholding entities.
- (7) 據本公司所知，FIL Limited及FLI Investment Services (UK) Limited受Pandanus Associates Inc.最終控制(透過多間中間持股實體)。
- (8) Calculated based on the number of the total issued share capital of the Company as of December 31, 2021, being 541,946,928 Shares.
- (8) 按照2021年12月31日本公司已發行股本總數541,946,928股計算。
- \* less than 0.01%
- \* 少於0.01%

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company, other than the Directors and chief executive of the Company, as of the date of this report, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文所披露者外，於本報告日期，除本公司董事及最高行政人員外，本公司並無獲知會於本公司已發行股本中有任何其他相關權益或淡倉根據證券及期貨條例第XV部第2及3分部規定須向本公司披露，或已記錄於根據證券及期貨條例第336條本公司須存置的登記冊。

## EMPLOYEE STOCK OPTION PLAN

### *Pre-IPO Share Option Scheme*

The Pre-IPO Share Option Scheme of the Company was approved and adopted pursuant to the written resolutions of all shareholder of the Company dated November 17, 2020 for the purpose of rewarding, retaining and motivating the eligible persons, including the Group's employees, Directors, consultants and any other person the Board may in its absolute discretion think fit. The maximum number of shares available for issue upon exercise of all options to be granted under the Pre-IPO Share Option Scheme is 45,732,000 Shares, representing approximately 8.44% of the total issued share capital of the Company as of the date of this annual report, being 541,946,928 Shares. The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Pre-IPO Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time. The Company may also seek separate approval of the Shareholders for granting options beyond the limit to eligible persons specifically identified by the Company. The Pre-IPO Share Option Scheme became valid and effective for a period of 10 years commencing on the adoption date after which period no further options will be granted. The exercise price for Shares under the Pre-IPO Share Option Scheme shall be determined by the Board on a fair and reasonable basis with reference to the performance of the Company and the past or potential contribution of the eligible person to the business and operation of the Company. An option may be exercised in accordance with the Pre-IPO Share Option Scheme at any time during the option period as specified by the Board in relation to each such option in its terms of grant. The Board may provide restrictions on how and when an option during the period for which an option must be held or a performance target, if any, which must be achieved before an option can be exercised. For details on the Pre-IPO Share Option Scheme, please refer to "Appendix IV – Statutory and General Information – D. Share Option Schemes – 1. Pre-IPO Share Option Scheme" of the Prospectus.

## 僱員購股權計劃

### *首次公開發售前購股權計劃*

本公司的首次公開發售前購股權計劃乃根據本公司全體股東於2020年11月17日通過的書面決議案批准及採納，以回報、挽留及激勵合資格人士，包括本集團僱員、董事、顧問及任何董事會可能絕對酌情認為合適的其他人士。因根據首次公開發售前購股權計劃授出的所有購股權獲行使而可發行的股份數目上限為45,732,000股股份，相當於本年報日期本公司已發行股本總數(即541,946,928股股份)約8.44%。因根據首次公開發售前購股權計劃及本公司任何其他購股權計劃已經授出但尚未行使的所有未行使購股權獲行使而可發行的股份數目整體限額不得超過不時已發行股份的30%。本公司亦可能尋求股東另行批准向本公司特別識別的合資格人士授出超出限額的購股權。首次公開發售前購股權計劃的有效期限為自採納日期起計10年，其後將不再授出購股權。首次公開發售前購股權計劃下股份的行使價將由董事會參考本公司的表現以及合資格人士對本公司業務及經營的過往或潛在貢獻，按公平合理基準釐定。購股權可於董事會就每份相關購股權於其授出條款指明的購股權期間內，隨時按照首次公開發售前購股權計劃行使。董事會可能對購股權可以行使前必須持有的期間或必須達成的表現目標(如有)實施關於形式及時間的限制。有關首次公開發售前購股權計劃的詳情，請參閱招股章程中「附錄四—法定及一般資料—D.購股權計劃—1.首次公開發售前購股權計劃」。

# Report of Directors

## 董事會報告

The following table discloses movements in the outstanding options granted to all grantees under the Pre-IPO Share Option Scheme during the year ended December 31, 2021.

下表披露於截至2021年12月31日止年度，根據首次公開發售前購股權計劃授予所有承授人的尚未行使購股權的變動：

Name of category of grantee	Date of grant	Option period	Exercise price	Vesting period	Number of Shares underlying options outstanding as of Listing Date	Number of options exercised between the Listing Date to December 31, 2021	Number of options cancelled/lapsed between the Listing Date to December 31, 2021	Number of Shares underlying options outstanding as of December 31, 2021
承授人姓名及類別	授出日期	購股權期限	行使價 US\$ per share (每股美元)	歸屬期				
<b>Directors</b>								
<b>董事</b>								
Li Xiaoyi 李小羿	November 17, 2020 2020年11月17日	10 years commencing on the adoption date	0.09	note 1 附註1	3,152,800	-	-	3,152,800
	December 9, 2020 2020年12月9日	自採納日期起計10年	1.14	note 1 附註1	10,870,000			10,870,000
Dai Xiangrong 戴向榮	November 17, 2020 2020年11月17日	10 years commencing on the adoption date	0.09	note 1 附註1	1,261,200	-	-	1,261,200
<b>Other 107 grantees in aggregate</b>	Between November 17, 2020 to March 2, 2021	10 years commencing on the adoption date	Between 0.09 to 1.14	note 1 附註1	30,448,000	(6,791,428)	-	23,656,572
其他107名承授人(合計)	2020年11月17日至2021年3月2日	自採納日期起計10年	0.09至1.14	附註1				
					45,732,000	(6,791,428)	-	38,940,572

Note:

- 20% of the options shall vest upon the completion of the Global Offering, 20% of the options shall vest on the first anniversary of the date of grant, 20% of the options shall vest on the second anniversary of the date of grant, 20% of the options shall vest on the third anniversary of the date of grant, and the remaining 20% of the options shall vest on the fourth anniversary of the date of grant.

附註：

- 20%購股權於全球發售完成時歸屬；20%購股權於自授出日期起首個週年日歸屬；20%購股權於自授出日期起第二個週年日歸屬；20%購股權於自授出日期起第三個週年日歸屬；而餘下20%購股權於自授出日期起第四個週年日歸屬。



## Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme of the Company was conditionally approved by a resolution of the then Shareholder of our Company passed on April 1, 2021. The purpose of the Post-IPO Option Scheme is to provide incentive or reward to Eligible Persons (as defined below) for their contribution to, and continuing efforts to promote the interests of the Group and to incentivize them to remain with the Group, as well as for other purposes as the Board may approve from time to time. Subject to the terms of the Post-IPO Share Option Scheme, the Board may at its discretion specify any conditions which must be satisfied before the option(s) under the Post-IPO Option Scheme may be exercised.

Eligible persons (“**Eligible Persons**”) include:

- (i) any employee (whether full-time or part-time) of the Company or any of its subsidiaries who has contributed to the Group’s innovative projects, including but not limited to innovation committee member, project leader, engineer and technician;
- (ii) any staff, advisor (professional or otherwise), consultant, agent or business partner that the Company deems important to provide support to the Group;
- (iii) any director (including executive, non-executive and independent non-executive directors) of the Group; and
- (iv) any shareholder or any member of the Group or any holder of any securities issued by any member of the Group.

The maximum number of Shares which may be issued upon exercise of all outstanding options granted under the Post-IPO Share Option Scheme, all schemes existing at such time and any new share option scheme of the Company must not in aggregate exceed 10% of the total number of Shares in issue as of the Listing Date, being 53,515,550 Shares, representing approximately 9.87% of the total issued share capital of the Company as at the date of this annual report. No option shall be granted to any eligible person if, at the relevant time of grant, the total number of Shares issued and to be issued upon exercise of all options and options under any other share option schemes of the Company to the Relevant Eligible Person in the 12-month period up to and including the date of such grant would exceed 1% of the total number of Shares in issue at such time, within any 12-month period unless certain conditions are satisfied. The price at which each Share subject to an option may be subscribed for shall be a price solely determined by the Board and shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date on which the option is offered (“**Offer Date**”), which must be a Business Day; (ii) the average of the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five Business Days immediately preceding the Offer Date; and (iii) the nominal value of the Shares.

## 首次公開發售後購股權計劃

本公司的首次公開發售後購股權計劃乃根據本公司當時股東於2021年4月1日通過的決議案有條件批准。首次公開發售後購股權計劃旨在就合資格人士(定義見下文)對本集團的貢獻及為推動本集團利益不懈努力向彼等提供激勵或獎勵，以及激勵彼等留任本集團，以及用於董事會可能不時批准的其他目的。在首次公開發售後購股權計劃條款的規限下，董事會可酌情訂明首次公開發售後購股權計劃下的購股權可以行使前必須達成的任何條件。

合資格人士包括：

- (i) 曾對本集團創新項目作出貢獻的本公司或其任何附屬公司的任何僱員(不論全職或兼職，包括但不限於創新委員會成員、項目負責人、工程師及技術人員)；
- (ii) 本公司視為對本集團提供支援的任何員工、顧問(專業或其他方面)、諮詢人、代理或業務夥伴；
- (iii) 本集團的任何董事(包括執行、非執行及獨立非執行董事)；及
- (iv) 本集團的任何股東或任何成員公司或本集團任何成員公司所發行任何證券的任何持有人。

於根據首次公開發售後購股權計劃、當時所有現存計劃及本公司任何新購股權計劃授出的所有尚未行使購股權獲行使後可能發行的股份數目上限合共不得超過上市日期已發行股份總數的10%，即53,515,550股股份，相當於本年報日期本公司已發行股本總數約9.87%。倘若於授出的相關時間，截至相關授出日期(包括當日)止12個月期間內因所有購股權及本公司任何其他購股權計劃下的購股權獲行使而已經及將會發行予任何合資格人士的股份總數超過當時已發行股份總數的1%，則不得於該12個月期間內向相關合資格人士授出購股權，除非若干條件已經達成，則作別論。購股權可認購所涉及股份的每股股份價格應為董事會全權釐定的價格，該價格至少為以下各項的最高者：(i)股份於要約授出購股權日期(「**要約日期**」)(必須為營業日)在聯交所每日報價表所列的收市價；(ii)股份於緊接要約日期前五個營業日在聯交所每日報價表所列的平均收市價；及(iii)股份面值。

# Report of Directors

## 董事會報告

The period during which the option may be exercised is determined by the Board at its discretion but shall expire in any event not later than the last day of the 10-year period after the date of grant of the option. The Board may specify any conditions which must be satisfied before the option may be exercised, including without limitation such performance targets (if any) and minimum periods for which an option must be held before it can be exercised and any other terms in relation to the exercise of the option, including without limitation such percentages of the options that can be exercised during a certain period of time, as the Board may determine from time to time.

The Post-IPO Share Option Scheme became valid and effective for a period of 10 years commencing on April 1, 2021. For details on the Post-IPO Share Option Scheme, please refer to "Appendix IV – Statutory and General Information – D. Share Option Schemes – 2. Post-IPO Share Option Scheme" of the Prospectus.

During the year ended December 31, 2021, the Company did not grant any option to any grantee under the Post-IPO Share Option Scheme.

## EQUITY-LINKED AGREEMENTS

Save for the Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme as set out in this annual report, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Group, or existed from the Listing Date till and up to December 31, 2021.

## LAND AND PROPERTIES

As of the date of this report, the Company did not own any properties.

## MATERIAL LITIGATION

The Company was not involved in any material litigation or arbitration during the year ended December 31, 2021. The Directors are also not aware of any material litigation or claims that are pending or threatened against the Group during the year ended December 31, 2021.

購股權可行使的期間由董事會酌情釐定，惟無論如何不得遲於授出購股權日期後10年期間最後一日屆滿。董事會可列明行使購股權前須達成的任何條件，包括但不限於表現目標（如有）及購股權於可行使前須持有的最短期限以及有關行使購股權的任何其他條款，包括但不限於董事會所不時釐定在某一期間內可行使購股權的百分比。

首次公開發售後購股權計劃的有效期為自2021年4月1日起計10年。有關首次公開發售後購股權計劃的詳情，請參閱招股章程中「附錄四－法定及一般資料－D.購股權計劃－2.首次公開發售後購股權計劃」。

於截至2021年12月31日止年度，本公司並無根據首次公開發售後購股權計劃向任何承授人授出任何購股權。

## 股票掛鈎協議

除本年報所載的首次公開發售前購股權計劃及首次公開發售後購股權計劃外，自上市日期起直至2021年12月31日，本集團並無訂立亦無存在任何股票掛鈎協議，將會或可能導致本公司發行股份或要求本公司訂立任何將會或可能導致本公司發行股份的協議。

## 土地及物業

於本報告日期，本公司並無擁有任何物業。

## 重大訴訟

本公司於截至2021年12月31日止年度並無涉及任何重大訴訟或仲裁。董事亦不知悉於截至2021年12月31日止年度有任何待決或威脅向本集團提出的重大訴訟或申索。

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

The Shares of the Company were first listed on the Main Board of the Stock Exchange on April 29, 2021. As of December 31, 2021, the Company had a total of 541,946,928 Shares in issue.

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities from the Listing Date to the end of the Reporting Period.

## SHARE CAPITAL AND SHARES ISSUED

Details of movements in the share capital of the Company for the year ended December 31, 2021 and details of the Shares issued during the year ended December 31, 2021 are set out in Note 24(b) to the consolidated financial statements.

## DEBENTURE ISSUED

The Group did not issue any debenture during the year ended December 31, 2021.

## BANK LOANS AND OTHER BORROWINGS

As of December 31, 2021, the Group had a unsecured bank loan of RMB10.3 million which was repayable within one year or on demand, and details of the bank loan is set out in Note 20 to the consolidated financial statements.

## CONVERTIBLE BONDS

As of the date of this annual report, the Company has not issued any convertible bonds.

## LOAN AGREEMENT WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDERS

Since the Listing Date and up to the date of this report, the Company did not have a controlling shareholder.

## 購買、出售或贖回本公司上市證券

本公司股份於2021年4月29日首次在聯交所主板上市。於2021年12月31日，本公司已發行合共541,946,928股股份。

於上市日期至報告期結束時，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

## 股本及已發行股份

本公司截至2021年12月31日止年度的股本變動詳情及截至2021年12月31日止年度的已發行股份詳情載於綜合財務報表附註24(b)。

## 已發行的債權證

於截至2021年12月31日止年度，本集團並無發行任何債權證。

## 銀行貸款及其他借款

於2021年12月31日，本集團有無抵押銀行貸款人民幣10.3百萬元，須於一年內或按要求償還，銀行貸款詳情載於綜合財務報表附註20。

## 可換股債券

於本年報日期，本公司並無發行任何可換股債券。

## 載有規定控股股東須履行特定責任的契諾的貸款協議

自上市日期起直至本報告日期，本公司並無控股股東。

## DIVIDENDS

The Board does not recommend any payment of a final dividend for the year ended December 31, 2021.

## PERMITTED INDEMNITY

Pursuant to the Articles of Association and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices.

The Company has arranged appropriate liability insurance to indemnify the Directors and senior management of the Company for their liabilities arising out of corporate activities. The insurance coverage will be reviewed on an annual basis.

## DISTRIBUTABLE RESERVES

The Company may pay dividends out of the share premium account, retained earnings and any other reserves provided that immediately following the payment of such dividends, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

As of December 31, 2021, the Company did not have any distributable reserves.

Details of movements in the reserves of the Group and the Company during the year ended December 31, 2021 are set out in the consolidated statement of changes in equity on page 112.

## CHARITABLE DONATIONS

During the year ended December 31, 2021, the Group have made RMB2.5 million charitable donations.

## 末期股息

董事會不建議就截至2021年12月31日止年度派付任何末期股息。

## 獲准許彌償條文

根據組織章程細則及在適用法律法規的規限下，每名董事就彼等或彼等當中任何人於執行職務時或就此可能招致或蒙受的一切訴訟、成本、收費、損失、損害賠償及開支，應獲得以本公司資產及利潤作出的彌償及保障以免受傷害。

本公司已安排適當的責任保險，以就本公司董事及高級管理層因企業活動所產生的責任向彼等作出彌償。保險保障範圍會每年檢討。

## 可供分派儲備

本公司可從股份溢價賬、保留盈利及任何其他儲備中派付股息，前提為於緊隨該等股息派付後，本公司將有能力於日常業務中償項到期時償付有關債項。

於2021年12月31日，本公司並無任何可供分派儲備。

本集團及本公司儲備於截至2021年12月31日止年度的變動詳情載於第112頁的綜合權益變動表。

## 慈善捐款

於截至2021年12月31日止年度，本集團曾作出人民幣2.5百萬元的慈善捐款。

## PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the Reporting Period are set out in Note 12 to the Consolidated Financial Statements.

## 物業、廠房及設備

本集團物業、廠房及設備於報告期內的變動詳情載於綜合財務報表附註12。

## Use of Proceeds from the Global Offering

The Company's Shares were listed on the Stock Exchange on April 29, 2021 with a total of 123,567,500 offer Shares issued. The net proceeds from the Global Offering amounted to approximately HK\$1,932.3 million, after deducting the underwriting fees, commissions and related listing expenses. As of December 31, 2021, such net proceeds were utilized as follows:

## 全球發售所得款項用途

本公司股份於2021年4月29日在聯交所上市，合共發行123,567,500股發售股份。全球發售的所得款項淨額約為1,932,300,000港元，當中已扣除包銷費用、佣金及相關上市開支。於2021年12月31日，所得款項淨額已動用如下：

Use of proceeds from Listing	Amount of net proceeds for planned applications (HK\$ million) (百萬港元)	Percentage of total net proceeds (%) (%)	Utilized net proceeds as of December 31, 2021 於2021年12月31日 已動用 所得款項 淨額 (HK\$ million) (百萬港元)	Unutilized net proceeds as of December 31, 2021 於2021年12月31日 未動用 所得款項 淨額 (HK\$ million) (百萬港元)	Expected time frame for unutilized amount 預期動用 未動用款額的 時間
<b>Use of proceeds from Listing</b>	<b>618.34</b>	<b>32.00%</b>	<b>126.05</b>	<b>492.29</b>	
<b>For the clinical development and commercialization of our two Core Product</b>					
我們兩項核心產品的臨床開發及商業化					
1. Allocated to CsA Ophthalmic Gel 分配予環孢素A眼凝膠	438.64	22.70%	106.88	331.76	By the end of 2025 2025年底或之前
2. Allocated to ZKY001 分配予ZKY001	179.70	9.30%	19.17	160.53	By the end of 2025 2025年底或之前
<b>The continuing R&amp;D activities as well as commercialization of the other drug candidates in our pipeline</b>	<b>888.86</b>	<b>46.00%</b>	<b>107.68</b>	<b>781.18</b>	
我們的管線中其他候選藥物的持續研發活動及商業化					
1. The continuing R&D activities of other key drug candidates 其他重點候選藥物的持續研發活動	579.69	30.00%	20.55	559.14	By the end of 2025 2025年底或之前
2. The continuing R&D activities of other innovative and generic drug candidates 其他創新及仿製候選藥物的持續研發活動	57.97	3.00%	57.97	-	-
3. The milestone payments of our other in-licensed drug candidate 我們其他引進候選藥物的里程碑付款	96.62	5.00%	19.95	76.67	By the end of 2025 2025年底或之前

# Report of Directors

## 董事會報告

Use of proceeds from Listing	Amount of net proceeds for planned applications	Percentage of total net proceeds	Utilized net proceeds as of December 31, 2021	Unutilized net proceeds as of December 31, 2021	Expected time frame for unutilized amount
	作計劃用途的所得款項淨額 (HK\$ million) (百萬港元)	佔所得款項淨額總數百分比 (%) (%)	於2021年12月31日 已動用所得款項淨額 (HK\$ million) (百萬港元)	於2021年12月31日 未動用所得款項淨額 (HK\$ million) (百萬港元)	預期動用未動用款額的時間
4. The further expansion of our sales and marketing team in anticipation of new product launches in the coming year 預計來年將推出新產品，因而進一步擴張銷售及營銷團隊	154.58	8.00%	9.21	145.37	By the end of 2025 2025年底或之前
<b>Carrying out the production line expansion of our advanced Nansha manufacturing facility in anticipation of our product launches in the coming years</b> 為我們位於南沙的先進生產設施進行生產線擴張，以籌備未來年度的產品上市	<b>135.27</b>	<b>7.00%</b>	<b>74.40</b>	<b>60.87</b>	By the end of 2022 2022年底或之前
<b>Our business development activities and the expansion of drug pipelines</b> 其他業務發展活動及藥品管線的擴展	<b>96.62</b>	<b>5.00%</b>	-	<b>96.62</b>	By the end of 2023 2023年底或之前
<b>Working capital and other general corporate purposes</b> 營運資金及其他一般企業用途	<b>193.23</b>	<b>10.00%</b>	<b>45.58</b>	<b>147.65</b>	By the end of 2022 2022年底或之前
	1,932.32		353.71	1,578.61	

As at December 31, 2021, all the unused net proceeds are held by the Company in short-term deposits with licensed banks or authorized financial institutions in Hong Kong and the PRC.

於2021年12月31日，所有未動用所得款項淨額已由本公司以短期存款方式存置於香港及中國持牌銀行或認可金融機構。

The expected timeline for utilizing the net proceeds from the Global Offering is based on the best estimation of future market conditions made by the Company and subject to changes in accordance with our actual business operation. Going forward, the net proceeds will be applied in the manner as set out in the section headed "Future Plans and Use of Proceeds" of the Prospectus and there is no change in the intended use of net proceeds as previously disclosed in the Prospectus.

動用全球發售所得款項淨額的預期時間表乃根據本公司對未來市況作出的最佳估計制訂，可能會按我們實際業務營運狀況作出更改。展望未來，所得款項淨額將按招股章程「未來計劃及所得款項用途」一節所載方式應用，而先前於招股章程披露的所得款項淨額擬定用途並無變動。

## SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in Note 14 to the consolidated financial statements.

## 附屬公司

本公司附屬公司的詳情載於綜合財務報表附註14。



## EVENTS AFTER THE REPORTING PERIOD

In September 2021, the Group received approval from the CDE to initiate two concurrent Phase III clinical trials for NVK002, including the China CHAMP and a one-year Mini-CHAMP in China. In order to facilitate the process of the China CHAMP and the Mini-CHAMP, on April 8, 2022, Zhaoke Guangzhou entered into the CRO Service Agreements with Lee's Pharm Hefei, pursuant to which Zhaoke Guangzhou agreed to engage Lee's Pharm Hefei as a CRO service provider to provide relevant CRO services for developing NVK002 for myopia and the Board approved the continuing connected transactions thereunder and the respective annual caps for the nine months ending December 31, 2022 and the two years ending December 31, 2023 and 2024. For further details, please refer to the announcements of the Company dated April 8, 2022 and April 14, 2022, respectively.

Save as disclosed in this report, there are no material subsequent events undertaken by the Group after December 31, 2021 and up to the date of this report.

## AGM AND CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on May 31, 2022. A notice convening the AGM will be published and dispatched to the Shareholders of the Company in the manner required by the Listing Rules in due course.

The register of members of the Company will be closed from May 26, 2022 to May 31, 2022, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on May 25, 2022.

## CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out in the Corporate Governance Report on page 54 to 74 of this annual report.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available and within the knowledge of the Directors, the Company maintained the prescribed public float as required under the Listing Rules since the Listing Date and up to the date of this annual report.

## 報告期後事項

於2021年9月，本集團獲藥品審評中心批准於中國同期開展兩項NVK002第III期臨床試驗，包括中國CHAMP及為期一年的小型CHAMP。為推動中國CHAMP及小型CHAMP流程，於2022年4月8日，兆科廣州與李氏大藥廠(合肥)訂立CRO服務協議，據此，兆科廣州同意委聘李氏大藥廠(合肥)為CRO服務提供商，就開發NVK002用以治療近視提供相關CRO服務，而董事會已批准其項下的持續關連交易以及截至2022年12月31日止九個月及截至2023年及2024年12月31日止兩個年度的各個年度上限。進一步詳情請參閱本公司日期分別為2022年4月8日及2022年4月14日的公告。

除本報告所披露者外，於2021年12月31日後及直至本報告日期止，本集團並無進行重大期後事項。

## 股東週年大會及暫停辦理股份過戶登記手續

股東週年大會謹訂於2022年5月31日舉行。召開股東週年大會的通告將於適當時候按上市規則規定的方式發表並寄發予本公司股東。

本公司將於2022年5月26日至2022年5月31日(包括首尾兩日)暫停辦理股份過戶登記手續，以釐定有權出席股東週年大會的股東的身份，期間將不會辦理任何股份過戶登記手續。為符合資格出席股東週年大會，所有已填妥的過戶表格連同有關股票必須於2022年5月25日下午四時三十分或之前，送交本公司的香港股份登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716舖)，以辦理登記手續。

## 企業管治

有關本公司所採納主要企業管治常規的報告載於本年報第54至74頁的企業管治報告。

## 足夠公眾持股量

基於可公開取得的資料及就董事所知，本公司自上市日期起直至本年報日期維持上市規則所規定的指定公眾持股量。

# Report of Directors

## 董事會報告

### TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's listed securities.

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the relevant laws of the Cayman Islands where the Company is incorporated which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

### AUDITORS

The Shares were listed on the Stock Exchange on April 29, 2021, and the Company has no change in auditors since the Listing Date. The consolidated financial statements for the year ended December 31, 2021 have been prepared by KPMG, the auditor of the Company, who will retire at the conclusion of the AGM and being eligible, offer themselves for reappointment. A resolution for the re-appointment of by KPMG as auditor of the Company will be proposed at the AGM.

### CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

The Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

All references above to other sections, reports or notes in this report form part of this annual report.

By Order of the Board  
**Zhaoke Ophthalmology Limited**  
**Dr. Li Xiaoyi**  
*Chairman and executive Director*

Hong Kong, March 23, 2022

### 稅務寬免及豁免

董事並不知悉股東因持有本公司上市證券而可享有的任何稅務寬免及豁免。

### 優先購買權

組織章程細則或開曼群島(本公司註冊成立之地)相關法律下並無優先購買權條文，規定本公司須按比例向現有股東發售新股份。

### 核數師

股份於2021年4月29日在聯交所上市，而本公司自上市日期以來並無更換核數師。截至2021年12月31日止年度的綜合財務報表由本公司核數師畢馬威會計師事務所編製。畢馬威會計師事務所將於股東週年大會結束時退任，並符合資格及願意接受重新委任。股東週年大會上將提呈有關重新委任畢馬威會計師事務所為本公司核數師的決議案。

### 根據上市規則須履行的持續披露責任

根據上市規則第13.20、13.21及13.22條，本公司並無任何其他披露責任。

本報告上文所有關於其他章節、報告或附註的提述構成本年報的一部分。

承董事會命  
兆科眼科有限公司  
主席兼執行董事  
李小羿博士

香港，2022年3月23日

# Independent Auditor's Report

## 獨立核數師報告



### Independent auditor's report to the shareholders of Zhaoke Ophthalmology Limited

(Incorporated in the Cayman Islands with limited liability)

## OPINION

We have audited the consolidated financial statements of Zhaoke Ophthalmology Limited (the "Company") and its subsidiaries (the "Group") set out on pages 109 to 209, which comprise the consolidated statement of financial position as at December 31, 2021, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2021 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS FOR OPINION

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

## KEY AUDIT MATTERS

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

### 獨立核數師報告

致兆科眼科有限公司股東

(於開曼群島註冊成立的有限公司)

## 意見

本核數師(以下簡稱「我們」)已審計列載於第109至209頁的兆科眼科有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於2021年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表及綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於2021年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

## 意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)連同有關我們審計開曼群島公司綜合財務報表的道德要求，我們獨立於貴集團，並已履行該等要求及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

# Independent Auditor's Report

## 獨立核數師報告

### Assessment of impairment of intangible assets

Refer to notes 3 and 13 to the consolidated financial statements and the accounting policies in notes 2(g) and 2(i)(ii).

### 評估無形資產的減值

請參閱綜合財務報表附註3及13以及附註2(g)及2(i)(ii)中的會計政策。

The Key Audit Matter	How the matter was addressed in our audit	關鍵審計事項	我們的審計如何處理該事項
<p>The carrying amount of the Group's intangible assets was RMB162.4 million as of December 31, 2021.</p> <p>At the end of each reporting period, the items of intangible assets are allocated to cash-generating units ("CGUs"). Where indicators of impairment of a CGU are identified, management performs an impairment assessment of the CGU by comparing its carrying value with its recoverable amount, which is the higher of fair value less costs of disposal and value in use based on discounted cash flow forecasts. In addition, for CGUs containing intangible assets which are not ready for use, an impairment assessment is performed at least annually even if there is no indicator of impairment.</p> <p>We identified the assessment of impairment of intangible assets as a key audit matter because of the significance of the carrying value of such assets to the consolidated financial statements and because the preparation of discounted cash flow forecasts for the purpose of impairment assessments involves estimating future revenue, future operating cost, growth rates for income and expenses and discount rates, which are subject to a significant degree of judgement and could be subject to management bias.</p>	<p>Our audit procedures to assess impairment of intangible assets included the following:</p> <ul style="list-style-type: none"> <li>understanding and evaluating the design and implementation of key internal controls over the impairment assessment;</li> <li>evaluating management's identification of CGUs and the allocation of intangible assets to each CGU with reference to the requirements of the prevailing accounting standards;</li> <li>evaluating management's identification of impairment indicators with reference to the requirements of the prevailing accounting standards;</li> <li>with the assistance of our internal valuation specialists, assessing the methodology adopted by management in its preparation of the discounted cash flow forecasts with reference to the requirements of the prevailing accounting standards;</li> <li>evaluating the key assumptions adopted in the preparation of the discounted cash flow forecasts, including future revenue, future operating cost and growth rates for income and expenses with reference to our understanding of the business, historical trends and available industry information and market data;</li> <li>with the assistance of our internal valuation specialists, assessing the discount rates used in the discounted cash flow forecasts by benchmarking against other companies in the same industry;</li> </ul>	<p>於2021年12月31日，貴集團無形資產的賬面金額為人民幣162,400,000元。</p> <p>於各報告期末，無形資產項目分配至現金產生單位。倘確定現金產生單位出現減值跡象，則管理層將對該現金產生單位進行減值評估，該減值評估將比較其賬面值與可收回金額。可收回金額即公平值減出售成本與基於貼現現金流量預測計算的使用價值兩者的較高者。此外，倘現金產生單位包含未可使用的無形資產，則即使並無出現減值跡象，亦至少每年進行減值評估。</p> <p>我們將無形資產的減值評估確定為關鍵審計事項，因為這些資產的賬面值對綜合財務報表具有一定重要性，以及就減值評估目的而編製的貼現現金流量預測涉及估計未來收益、未來營運成本、收支增長率以及貼現率，這些都存在很大程度的判斷成份及可能出現管理層偏頗的情況。</p>	<p>我們就評估無形資產減值的審計程序包括：</p> <ul style="list-style-type: none"> <li>了解和評估對減值評估的關鍵內部控制的設計和實施；</li> <li>參考現行會計準則的要求，評估管理層對現金產生單位的識別，以及各現金產生單位的無形資產分配；</li> <li>參照現行會計準則的要求評估管理層對減值跡象的識別；</li> <li>在內部估值專家的協助下，評估管理層參考現行會計準則的要求編製貼現現金流量預測所採用的方法；</li> <li>參考我們對業務的了解、歷史趨勢以及可獲得的行業資訊和市場資料，評估在編製貼現現金流量預測時採用的關鍵假設，包括未來收益、未來營運成本以及收支增長率；</li> <li>在內部估值專家的協助下，通過與其他同業公司進行比較，評估貼現現金流量預測中使用的貼現率；</li> </ul>

# Independent Auditor's Report

## 獨立核數師報告

### Assessment of impairment of intangible assets

Refer to notes 3 and 13 to the consolidated financial statements and the accounting policies in notes 2(g) and 2(i)(ii).

### 評估無形資產的減值

請參閱綜合財務報表附註3及13以及附註2(g)及2(i)(ii)中的會計政策。

The Key Audit Matter	How the matter was addressed in our audit	關鍵審計事項	我們的審計如何處理該事項
	<ul style="list-style-type: none"> <li>comparing the key assumptions included in the discounted cash flows forecasts prepared by management in the prior year with the current year's performance to assess the accuracy of the prior year's forecast, making enquiries of management as to the reasons for any significant variations identified and whether these had been considered in the current year discounted cash flow forecasts and considering if there was any indication of management bias;</li> <li>performing a sensitivity analysis of key assumptions in the discounted cash flow forecasts and considering the resulting impact on the impairment charge for the year and whether there were any indicators of management bias; and</li> <li>assessing the reasonableness of the disclosures in the consolidated financial statements with reference to the requirements of the prevailing accounting standards.</li> </ul>		<ul style="list-style-type: none"> <li>將管理層在去年編製的貼現現金流量預測中包含的關鍵假設與本年度的業績進行比較，以評估去年預測是否準確；向管理層詢問所識別的任何重大變動的原因，以及這些變動是否在本年度的貼現現金流量預測中被考慮；並考慮是否存在任何跡象顯示管理層有所偏頗；</li> <li>對貼現現金流量預測中的關鍵假設進行敏感性分析，並考慮由此對本年度減值費用產生的影響，以及是否存在任何跡象顯示管理層有所偏頗；及</li> <li>參考現行會計準則的要求評估綜合財務報表中的披露是否合理。</li> </ul>

# Independent Auditor's Report

## 獨立核數師報告

### Accruals for services fees to outsourced service providers

Refer to note 7(c) to the consolidated financial statements and the accounting policies in note 2(g)(ii).

### 臨床研究機構服務費用的應計款項

請參閱綜合財務報表附註7(c)以及附註2(g)(ii)中的會計政策。

The Key Audit Matter	How the matter was addressed in our audit	關鍵審計事項	我們的審計如何處理該事項
<p>During the year ended December 31, 2021, the Group incurred significant research and development ("R&amp;D") expenses of RMB220.1 million, of which service fees paid to contract research organizations ("CROs") and clinical site management operators ("SMOs") (collectively the "outsourced service providers") amounted to RMB113.2 million.</p>	<p>Our audit procedures to assess accruals for service fees to outsourced service providers included the following:</p>	<p>截至2021年12月31日止年度，貴集團產生人民幣220,100,000元的龐大研究及開發(「研發」)開支，其中向CRO及臨床實地管理營運商(「實地管理營運商」)(以下統稱「臨床研究機構」)支付的服務費用為人民幣113,200,000元。</p>	<p>我們就臨床研究機構服務費用的應計款項的審計程序包括：</p>
<p>We identified accruals for service fees for the outsourced service providers as a key audit matter because clinical trials are core part of the Group's R&amp;D activities and there is a risk of under/over accruals of R&amp;D expenses at the end of the reporting period given the significance of the Group's R&amp;D expenses to the consolidated financial statements.</p>	<ul style="list-style-type: none"> <li>• understanding and evaluating the design and implementation of key internal controls over: <ul style="list-style-type: none"> <li>▪ the engagement of CROs and SMOs;</li> <li>▪ the oversight and management of the progress of the underlying clinical trials;</li> <li>▪ the accounting for related expenses;</li> </ul> </li> <li>• inquiring management and project managers about the progress of clinical trials;</li> <li>• examining, on a sample basis, the service fees to outsourced service providers recorded during the year, agreeing them to the relevant service agreements, outsourced service providers' acknowledgement of milestones achieved, invoices and bank payment advices for settled balances and assessing whether the related service fees have been recognized in accordance with the requirements of the prevailing accounting standards;</li> <li>• re-calculating the accruals for service fees to the outsourced service providers and comparing the recalculated amount with the recorded amount, on a sample basis, based on the progress of related clinical trial activities/milestones achieved and the terms stated in the underlying service agreements;</li> </ul>	<p>我們將臨床研究機構服務費用的應計款項確定為關鍵審計事項，因為臨床試驗是貴集團研發活動的核心部分及貴集團的研發開支對綜合財務報表而言屬重大，因此會增加報告期末研發開支計提不足/超額計提的風險。</p>	<ul style="list-style-type: none"> <li>• 了解和評估以下關鍵內部控制的設計和實施： <ul style="list-style-type: none"> <li>▪ 委聘CRO和實地管理營運商；</li> <li>▪ 監督和管理相關臨床試驗的進展；</li> <li>▪ 相關費用的會計處理；</li> </ul> </li> <li>• 向管理層和項目經理查詢臨床試驗的進展情況；</li> <li>• 抽樣檢查本年度記錄的臨床研究機構的服務費用；對照相關服務協定、臨床研究機構確認已達到的里程碑、結算餘額的發票和銀行付款通知；並評估相關服務費用是否已按照現行會計準則的要求確認；</li> <li>• 根據相關臨床試驗活動的進展/已達到的里程碑，以及相關服務協定中規定的條款，重新計算臨床研究機構服務費用的應計費用，並將重新計算的金額與記錄金額進行抽樣比較；</li> </ul>



# Independent Auditor's Report

## 獨立核數師報告

### Accruals for services fees to outsourced service providers

Refer to note 7(c) to the consolidated financial statements and the accounting policies in note 2(g)(ii).

### 臨床研究機構服務費用的應計款項

請參閱綜合財務報表附註7(c)以及附註2(g)(ii)中的會計政策。

The Key Audit Matter	How the matter was addressed in our audit	關鍵審計事項	我們的審計如何處理該事項
	<ul style="list-style-type: none"> <li>• sending confirmations to major outsourced service providers to confirm the service fees, progress/milestones achieved, on a sample basis. For unreturned confirmations, comparing service fees paid and payable to outsourced service providers with the underlying service agreements, outsourced service providers' acknowledgement of milestones achieved and invoices;</li> <li>• comparing actual payments during the current year with the accrued fees to outsourced service providers at the last reporting date to assess the accuracy of accruals of R&amp;D expenses; and</li> <li>• comparing actual service fee payments made subsequent to the reporting date with the accrued service fees to outsourced service providers at the reporting date to assess whether there were any significant under/over-accrued balances.</li> </ul>		<ul style="list-style-type: none"> <li>• 向主要臨床研究機構發出確認書，以抽樣確認服務費用、進度/已達到的里程碑。如未能收回確認書，則將已經和應支付給臨床研究機構的服務費用與相關服務協定、臨床研究機構所確認已達到的里程碑和發票進行比較；</li> <li>• 將本年度的實際付款與上一個報告日期臨床研究機構的應計費用進行比較，以評估研發開支應計款項計提是否準確；及</li> <li>• 將報告日後的實際付款與報告日臨床研究機構的應計服務費用進行比較，以評估是否存在任何重大結餘的計提不足/超額計提。</li> </ul>

## Independent Auditor's Report 獨立核數師報告

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

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

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

### 綜合財務報表及其核數師報告以外的 信息

董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

董事須在審核委員會的協助下負責監督 貴集團的財務報告過程。

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。本報告僅向整體股東發出，除此之外別無其他用途。我們不會就本報告的內容向任何其他人士負責或承擔責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

## Independent Auditor's Report

### 獨立核數師報告

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chu Ngar Yee.

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及為消除對獨立性的威脅所採取的行動或防範措施(若適用)。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是朱雅儀。

**KPMG**  
Certified Public Accountants

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

March 23, 2022

畢馬威會計師事務所  
執業會計師

香港中環  
遮打道10號  
太子大廈8樓

2022年3月23日

# Consolidated Statement of Profit or Loss

## 綜合損益表

For the year ended December 31, 2021

截至2021年12月31日止年度

		Notes	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
		附註		
Revenue	收益	4	-	-
Other income	其他收入	5	21,133	68,462
Other net gain/(loss)	其他收益/(虧損)淨額	6	13,409	(5,487)
Research and development expenses	研發開支	7(c)	(220,058)	(81,779)
General and administrative expenses	一般及行政費用		(162,080)	(35,002)
Selling and distribution expenses	銷售及分銷開支		(16,736)	(1,542)
<b>Loss from operations</b>	<b>經營虧損</b>		<b>(364,332)</b>	<b>(55,348)</b>
Interest expenses	利息開支	7(a)	(1,949)	(1,655)
Changes in the carrying amount of preferred shares liability	優先股負債賬面金額變動	7(a)	(1,763,499)	(669,978)
<b>Loss before taxation</b>	<b>除稅前虧損</b>	7	<b>(2,129,780)</b>	<b>(726,981)</b>
Income tax	所得稅	8	-	-
<b>Loss for the year</b>	<b>年內虧損</b>		<b>(2,129,780)</b>	<b>(726,981)</b>
<b>Loss per share (RMB)</b>	<b>每股虧損(人民幣元)</b>			
Basic	基本	11	(5.16)	(4.81)
Diluted	攤薄		(5.16)	(4.81)

The notes on pages 115 to 209 form part of these financial statements.

第115至209頁的附註構成財務報表的一部分。

## Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表

For the year ended December 31, 2021

截至2021年12月31日止年度

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Loss for the year</b>	年內虧損	<b>(2,129,780)</b>	(726,981)
<b>Other comprehensive income for the year</b>	年內其他全面收益		
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：		
Exchange differences on translation of financial statements of entities with functional currencies other than Renminbi ("RMB")	換算功能貨幣並非人民幣的實體財務報表的匯兌差額	<b>(51,191)</b>	56,120
<b>Total comprehensive income for the year</b>	年內全面收益總額	<b>(2,180,971)</b>	(670,861)

The notes on pages 115 to 209 form part of these financial statements.

第115至209頁的附註構成財務報表的一部分。



# Consolidated Statement of Financial Position

## 綜合財務狀況表

At December 31, 2021

於2021年12月31日

		Notes	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	184,318	138,458
Intangible assets	無形資產	13	162,383	138,691
Prepayments on purchases of property, plant and equipment	購買物業、廠房及設備的預付款項	12	49,812	35,814
			<b>396,513</b>	312,963
<b>Current assets</b>	<b>流動資產</b>			
Other receivables and prepayments	其他應收款項及預付款項	15	46,800	18,146
Amount due from a related company	應收一間關聯公司款項	16	–	13,051
Pledged bank balances	已抵押銀行結餘	17(a)	25,508	11,083
Time deposits with original maturity over three months	原到期日超過三個月的定期存款	17(a)	8,157	806,247
Cash and cash equivalents	現金及現金等價物	17(a)	2,128,429	65,096
			<b>2,208,894</b>	913,623
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accruals	其他應付款項及應計費用	18	59,153	38,731
Amounts due to related companies	應付關聯公司款項	19	13,684	186
Bank loans	銀行貸款	20	10,289	10,000
Lease liabilities	租賃負債	21	5,882	4,749
			<b>89,008</b>	53,666
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>2,119,886</b>	859,957
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>2,516,399</b>	1,172,920
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	21	20,861	22,778
Deferred income	遞延收入	22	51	94
Convertible redeemable preferred shares	可轉換可贖回優先股	24(d)	–	1,896,016
			<b>20,912</b>	1,918,888
<b>Net assets/(liabilities)</b>	<b>資產淨值/(負債淨額)</b>		<b>2,495,487</b>	(745,968)
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	24(b)	–*	–*
Reserves	儲備		2,495,487	(745,968)
Total equity/(deficit)	權益/(虧絀)總額		<b>2,495,487</b>	(745,968)

\* The balance represents amount less than RMB1,000.

\* 結餘金額少於人民幣1,000元。

Approved and authorised for issue by the board of directors on March 23, 2022.

於2022年3月23日經董事會批准及授權刊發。

**Dr. Li Xiaoyi**  
李小羿博士  
Director  
董事

**Mr. Dai Xiangrong**  
戴向榮先生  
Director  
董事

The notes on pages 115 to 209 form part of these financial statements.

第115至209頁的附註構成財務報表的一部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended December 31, 2021

截至2021年12月31日止年度

		Attributable to equity shareholders of the Company 本公司權益股東應佔							
	Notes	Share capital	Share premium	Other reserve	Capital reserve	Merger reserve	Exchange reserve	Accumulated losses	Total
	附註	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Balance at January 1, 2020</b>	於2020年1月1日的結餘	-*	132,230	-	-	2,411	5,024	(165,197)	(25,532)
<b>Changes in equity for 2020:</b>	<b>2020年的權益變動：</b>								
Loss for the year	年內虧損	-	-	-	-	-	-	(726,981)	(726,981)
Other comprehensive income	其他全面收益	-	-	-	-	-	56,120	-	56,120
Total comprehensive income	全面收益總額	-	-	-	-	-	56,120	(726,981)	(670,861)
Deemed distribution to a shareholder	視作向一名股東分派	-	-	(129,033)	-	-	-	-	(129,033)
Capital contribution from fellow subsidiaries	同系附屬公司注資	-	-	133,391	-	-	-	-	133,391
Equity-settled share-based payment expenses	以權益結算以股份為基礎的付款開支	-	-	-	14,168	-	-	-	14,168
Share Repurchase	股份購回	24(c)(i)	-*	(68,101)	-	-	-	-	(68,101)
<b>Balance at December 31, 2020 and January 1, 2021</b>	於2020年12月31日及2021年1月1日的結餘	-*	64,129	4,358	14,168	2,411	61,144	(892,178)	(745,968)
<b>Changes in equity for 2021:</b>	<b>2021年的權益變動：</b>								
Loss for the year	年內虧損	-	-	-	-	-	-	(2,129,780)	(2,129,780)
Other comprehensive income	其他全面收益	-	-	-	-	-	(51,191)	-	(51,191)
Total comprehensive income	全面收益總額	-	-	-	-	-	(51,191)	(2,129,780)	(2,180,971)
Equity-settled share-based payment expenses	以權益結算以股份為基礎的付款開支	-	-	-	108,155	-	-	-	108,155
Conversion of convertible redeemable preferred shares upon initial public offering ("IPO")	於進行首次公開發售時轉換可轉換可贖回優先股	24(c)(iii)	-*	3,649,949	-	-	-	-	3,649,949
Shares issued upon IPO	於進行首次公開發售時發行股份	24(c)(iv)	-*	1,730,707	-	-	-	-	1,730,707
Shares issuance expenses	股份發行開支	24(c)(iv)	-	(79,012)	-	-	-	-	(79,012)
Shares issued under share option scheme	根據購股權計劃發行股份		-*	48,191	-	(35,564)	-	-	12,627
<b>Balance at December 31, 2021</b>	於2021年12月31日的結餘	-*	5,413,964	4,358	86,759	2,411	9,953	(3,021,958)	2,495,487

\* The balance represents amount less than RMB1,000.

\* 結餘金額少於人民幣1,000元。

The notes on pages 115 to 209 form part of these financial statements.

第115至209頁的附註構成財務報表的一部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended December 31, 2021

截至2021年12月31日止年度

		Notes	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
		附註		
<b>Operating activities</b>	<b>經營活動</b>			
Loss before taxation	除稅前虧損		(2,129,780)	(726,981)
Adjustments for:	就以下各項作調整：			
Depreciation	折舊	7(c)	23,725	17,787
Amortization of intangible assets	無形資產攤銷	7(c)	2,106	2,066
Income from licensing agreement	許可協議收入	5	–	(64,246)
Finance costs	財務成本	7(a)	1,765,448	671,633
Equity-settled share-based payment expenses	以權益結算以股份為基礎的付款開支	23(d)	109,858	14,998
Bank interest income	銀行利息收入	5	(5,036)	(2,582)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	7(c)	–	9
Net foreign exchange (gain)/loss	外匯(收益)/虧損淨額		(14,373)	2,898
<i>Changes in working capital:</i>	<i>營運資金變動：</i>			
Increase in other receivables and prepayments	其他應收款項及預付款項增加		(28,824)	(3,434)
Decrease/(increase) in amount due from a related company	應收一間關聯公司款項減少/(增加)		13,051	(13,051)
Increase in other payables and accruals	其他應付款項及應計費用增加		5,227	26,561
Decrease in amounts due to fellow subsidiaries	應付同系附屬公司款項減少		–	(29,225)
Increase in amounts due to related companies	應付關聯公司款項增加		13,498	186
Decrease in deferred income	遞延收入減少		(43)	(44)
<b>Net cash used in operating activities</b>	<b>經營活動所用現金淨額</b>		<b>(245,143)</b>	<b>(103,425)</b>
<b>Investing activities</b>	<b>投資活動</b>			
Increase in pledged deposits	已抵押存款增加		(14,965)	(11,732)
Decrease/(increase) in time deposits with original maturity over three months	原到期日超過三個月的定期存款減少/(增加)		787,942	(770,378)
Increase in prepayment on purchase of property, plant and equipment	購買物業、廠房及設備的預付款項增加		(15,121)	(41,066)
Payment for purchase of property, plant and equipment	購買物業、廠房及設備的付款		(50,408)	(25,294)
Payment for purchase of intangible assets	購買無形資產的付款		(28,963)	(109,595)
Interest received	已收利息		5,036	2,582
<b>Net cash generated from/(used in) investing activities</b>	<b>投資活動所得/(所用)現金淨額</b>		<b>683,521</b>	<b>(955,483)</b>
<b>Financing activities</b>	<b>融資活動</b>			
Payments of listing expenses	上市開支付款		(79,012)	(1,371)
Proceeds from bank loans	銀行貸款的所得款項	17(b)	689	10,000
Repayment of bank loans	償還銀行貸款	17(b)	(400)	–
Proceeds from the issue of ordinary shares under IPO	根據首次公開發售發行普通股的所得款項		1,730,707	–
Proceeds from shares issued under share option scheme	根據購股權計劃發行股份的所得款項		12,627	–
Net proceeds from the issue of convertible redeemable preferred shares	發行可轉換可贖回優先股的所得款項淨額		–	970,113
Capital element of lease rentals paid	已付租金的本金部分	17(b)	(4,147)	(3,400)
Interest element of lease rentals paid	已付租金的利息部分	17(b)	(1,352)	(1,458)
Interest paid	已付利息	17(b)	(597)	(197)
<b>Net cash generated from financing activities</b>	<b>融資活動所得現金淨額</b>		<b>1,658,515</b>	<b>973,687</b>

## Consolidated Statement of Cash Flows

### 綜合現金流量表

For the year ended December 31, 2021

截至2021年12月31日止年度

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Net increase/(decrease) in cash and cash equivalents</b>	現金及現金等價物增加/ (減少)淨額	<b>2,096,893</b>	(85,221)
<b>Cash and cash equivalents at the beginning of the year</b>	年初現金及現金等價物	<b>65,096</b>	154,769
<b>Effect of foreign exchange rate changes</b>	外幣匯率變動影響	<b>(33,560)</b>	(4,452)
<b>Cash and cash equivalents at the end of the year</b>	年末現金及現金等價物	<b>2,128,429</b>	65,096

Notes  
附註

17(a)

The notes on pages 115 to 209 form part of these financial statements.

第115至209頁的附註構成財務報表的一部分。

# Notes to the Financial Statements

## 財務報表附註

### 1. GENERAL INFORMATION

Zhaoke Ophthalmology Limited (the “**Company**”) was incorporated in the British Virgin Islands (the “**BVI**”) on January 20, 2017. On April 29, 2020, the Company was redomiciled to the Cayman Islands with its registered office at Vistra (Cayman) Limited, Grand Pavilion, Hibiscus Way, 802 West Bay Road, George Town, Grand Cayman as an exempted company with limited liability under the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Cayman Companies Act**”).

The Company is an investment holding company. The Company and its subsidiaries (together, “**the Group**”) are principally engaged in the development, manufacturing and marketing of ophthalmic drugs.

The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since April 29, 2021.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Statement of compliance

The consolidated annual results set out in this report do not constitute the Group’s consolidated financial statements for the year ended December 31, 2021 but are extracted from those financial statements.

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

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. None of these developments have had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 1. 一般資料

兆科眼科有限公司(「**本公司**」)於2017年1月20日在英屬處女群島註冊成立。於2020年4月29日，本公司遷冊至開曼群島，根據開曼群島法律第22章公司法(1961年法例3，經綜合及修訂)(「**開曼公司法**」)成為獲豁免有限公司，註冊辦事處為Vistra (Cayman) Limited, Grand Pavilion, Hibiscus Way, 802 West Bay Road, George Town, Grand Cayman。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「**本集團**」)主要從事眼科藥物的開發、生產及營銷。

本公司的股份自2021年4月29日起在香港聯合交易所有限公司(「**聯交所**」)主板上市。

### 2. 重大會計政策

#### (a) 遵例聲明

本報告所載的綜合全年業績並不構成本集團截至2021年12月31日止年度的綜合財務報表，惟摘錄自該等財務報表。

本集團的綜合財務報表已根據所有適用香港財務報告準則(香港會計師公會頒佈的所有適用個別香港財務報告準則、香港會計準則及詮釋的統稱)、香港公認會計原則及香港公司條例的規定編製。此外，本集團的綜合財務報表遵守聯交所證券上市規則的適用披露條文。

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可供提早採納的香港財務報告準則修訂本。有關發展並無對本集團本期間或過往期間業績及財務狀況的編製或呈列方式造成重大影響。本集團並無應用任何於本會計期間尚未生效的新訂準則或詮釋。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended December 31, 2021 comprise the company and its subsidiaries.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for an embedded derivative which is measured at fair value.

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

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

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

### (c) Changes in accounting policies

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

## 2. 重大會計政策(續)

### (b) 財務報表的編製基準

截至2021年12月31日止年度的綜合財務報表涵蓋本公司及其附屬公司。

除嵌入式衍生工具按公平值計量外，編製財務報表所採用的計量基準為歷史成本基準。

編製符合香港財務報告準則的財務報表需要管理層作出影響政策的應用及所呈報的資產與負債、收入及開支金額的判斷、估計及假設。估計及相關假設建基於歷史經驗及被認為在相關情況下屬合理的多種其他因素，有關結果構成判斷沒有其他現成資料來源可供參考的資產與負債賬面值的基礎。實際結果可能有別於該等估計。

估計及相關假設會持續予以審閱。對會計估計的修訂於修訂估計的期間(倘修訂僅影響該期間)或修訂期間及未來期間(倘修訂影響當前及未來期間)確認。

管理層於應用香港財務報告準則時所作出對財務報表有重大影響的判斷及估計不明朗因素的主要來源在附註3論述。

### (c) 會計政策變動

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可供提早採納的香港財務報告準則修訂本。有關發展並無對本集團本期間或過往期間業績及財務狀況的編製或呈列方式造成重大影響。

本集團並無應用任何於本會計期間尚未生效的新訂準則或詮釋。



## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (d) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and cash flows and any unrealized profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealized losses resulting from intra-group transactions are eliminated in the same way as unrealized gains but only to the extent that there is no evidence of impairment.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interest within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognized.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with the resulting gain or loss being recognized in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognized at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(i)(ii)).

### (e) Derivative financial instruments

Derivative financial instruments are recognized initially at fair value. At the end of each reporting period, the fair value is remeasured. The gain or loss on remeasurement to fair value is recognized immediately in profit or loss.

## 2. 重大會計政策(續)

### (d) 附屬公司

附屬公司為受本集團控制的實體。本集團在承擔參與實體所產生的可變回報的風險或享有參與實體所產生的可變回報的權利並有能力通過對該實體所擁有的權力影響該等回報時控制該實體。在評估本集團是否擁有該權力時，僅考慮本集團及其他方所持有的實質權利。

於附屬公司的投資自控制開始日期直至控制結束日期止於綜合財務報表中綜合入賬。集團內公司間結餘、交易及現金流量以及集團內公司間交易所產生的任何未變現利潤在編製綜合財務報表時悉數抵銷。集團內公司間交易所產生的未變現虧損按與未變現收益相同的方式抵銷，但僅以未出現減值證據為限。

本集團於附屬公司權益的變動如並不導致失去控制權，則作為權益交易入賬，並在綜合權益內對控股及非控股權益金額作出調整，以反映相對權益變動，但不會對商譽作出調整亦不確認收益或虧損。

當本集團失去對附屬公司的控制權時，其按出售於該附屬公司的全部權益入賬，因此產生的收益或虧損於損益確認。於失去控制權當日在該前附屬公司保留的任何權益按公平值確認，該金額被視作初步確認金融資產的公平值，或(如適當)初步確認於聯營公司或合營企業的投資的成本。

於本公司的財務狀況表中，於附屬公司的投資按成本減減值虧損列賬(見附註2(i)(ii))。

### (e) 衍生金融工具

衍生金融工具按公平值初步確認。於各報告期末，公平值予以重新計量。重新計量公平值的收益或虧損即時於損益確認。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(i)(ii)).

Cost includes expenditures that are directly attributable to the acquisition of an asset.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the estimated net disposal proceeds and the carrying amount of the item and are recognized in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

	Estimated useful life
Properties leased for own use	Over the unexpired periods of the leases and their estimated useful lives
Leasehold improvements	Shorter of useful life or remaining lease term
Machinery and equipment	3-10 years
Furniture, fixture and office equipment	3-10 years
Motor vehicle	4 years

Where parts of an item of property, plant and equipment have different useful lives, the cost is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Construction in progress represents machinery and equipment pending installation and is stated at cost less impairment losses (see note 2(i)(ii)). Cost comprises the purchase costs of the asset and the related construction and installation costs.

Construction in progress is transferred to property, plant and equipment when the asset is substantially ready for its intended use and depreciation will be provided at the appropriate rates in accordance with the depreciation policies specified above.

No depreciation is provided in respect of construction in progress.

## 2. 重大會計政策(續)

### (f) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損列賬(見附註2(i)(ii))。

成本包括收購資產的直接應佔支出。

物業、廠房及設備報廢或出售所產生的收益或虧損按估計出售所得款項淨額與相關項目的賬面金額之間的差額釐定，並於報廢或出售日期於損益確認。

折舊按於下列物業、廠房及設備估計可使用年期使用直線法撇銷其成本減估計殘值(如有)計算：

	估計可使用年期
自用租賃物業	未屆滿的租期及估計可使用年期
租賃物業裝修	可使用年期或剩餘租期(以較短者為準)
機器及設備	3-10年
傢具、固定裝置及辦公設備	3-10年
汽車	4年

倘物業、廠房及設備項目有部分存在不同的可使用年期，則成本按合理基準在各部分間分配，各部分獨立折舊。資產的可使用年期及殘值(如有)均每年予以檢討。

在建工程指待安裝的機器及設備，按成本減減值虧損列賬(見附註2(i)(ii))。成本包括資產的購買成本及相關的建造及安裝成本。

在建工程於資產實質可用作其擬定用途時轉撥至物業、廠房及設備，折舊按照上文所述折舊政策按適當比率計提撥備。

在建工程不計提折舊撥備。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (g) Intangible assets

#### (i) Patents

Patents are capitalized on the basis of the cost incurred to acquire and bring to use the specific patent. These costs are amortized over the estimated useful life of 10 to 17 years. The Group should assess whether there is any indication that patent is impaired at the end of each reporting period.

The patents relate to therapeutic technologies developed by the Group. The useful lives of the patents were estimated by the Group based on the respective periods over which economic benefits are expected to be derived from the underlying technologies. The estimation of the useful lives has taken into account the expected period required for the development of an innovative biopharmaceutical drug from its discovery to commercialization, the patent protection period, the historical life of similar products, the characteristics of such technologies, their update frequency and market requirement and competition. Based on the different commercialization commencement dates and the expected lifespan of economic benefits of individual technologies, the useful lives of the Group's patents have been assessed to range from 10 to 17 years.

## 2. 重大會計政策(續)

### (g) 無形資產

#### (i) 專利

專利乃基於獲取和使用特定專利所產生的成本予以資本化。該等成本在10至17年的估計可使用年內攤銷。本集團應在各報告期末評估是否有跡象表明專利已減值。

專利與本集團開發的治療技術有關。本集團基於預期可自相關技術產生經濟利益的相應時間估計專利的可使用年期。可使用年期的估計考慮了開發創新生物藥物(從發現到商業化)預期所需的時間、專利保護期、類似產品的歷史年期、有關技術的特徵及更新頻率以及市場要求及競爭。基於各技術不同的開始商業化日期及經濟利益的預期期限，本集團專利的可使用年期被評估為介乎10至17年。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (g) Intangible assets (Continued)

#### (ii) Research and development expenditures

The Group incurs significant costs and efforts on research and development activities, which include expenditures on drug products. Research expenditures are charged to the profit or loss as an expense in the period the expenditures are incurred. Development costs are recognized as assets if they can be directly attributable to a newly developed drug products and all the following can be demonstrated:

- (i) the technical feasibility of completing the development project so that it will be available for use or sale;
- (ii) the Group's intention to complete the development project to use or sell it;
- (iii) the Group's ability to use or sell the development project;
- (iv) how the development project will generate probable future economic benefits for the Group;
- (v) the Group's availability of adequate technical, financial and other resources to complete the development and to use or sell the development project; and
- (vi) the ability to measure reliably the expenditures attributable to the development project.

The cost of an internally generated intangible asset is the sum of the expenditures incurred from the date the asset meets the recognition criteria above to the date when it is available for use. The costs capitalized in connection with the intangible asset include costs of materials and services used or consumed, employee costs incurred in the creation of the asset and an appropriate portion of relevant overheads. The Group generally considers capitalization criteria for internally generated intangible assets are met when obtaining regulatory approval of new drug license.

## 2. 重大會計政策(續)

### (g) 無形資產(續)

#### (ii) 研發支出

本集團在研發活動上付出大量成本和精力，其中包括藥品支出。研究支出於產生支出期間作為開支從損益扣除。倘開發成本可直接歸屬於一種新開發藥品，並且可證實以下所有情況，則將確認為資產：

- (i) 完成該開發項目使其可供使用或出售在技術上可行；
- (ii) 本集團有意完成該開發項目以供使用或出售；
- (iii) 本集團有能力使用或出售開發項目；
- (iv) 開發項目為本集團產生潛在未來經濟利益的方式；
- (v) 本集團具備足夠技術、財務及其他資源可完成開發並使用或出售開發項目；及
- (vi) 有能力可靠計量開發項目應佔支出。

內部產生的無形資產的成本乃自該資產符合上述確認條件日期起至其可供使用日期止產生的支出總和。有關無形資產資本化的成本包括創造該資產所用或所耗的材料及服務成本以及所產生的員工成本及適當比例的相關經常性開支。本集團通常認為，於獲得新藥許可的監管批准時即滿足內部產生無形資產的資本化條件。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (g) Intangible assets (Continued)

#### (ii) Research and development expenditures (Continued)

Capitalized development expenditures are amortized using the straight-line method over the life of the related drug products. Amortization shall begin when the asset is available for use. Subsequent to initial recognition, internally generated intangible assets are reported as cost less accumulated amortization and accumulated impairment losses (see note 2(i)(ii)) (if any).

Development expenditures not satisfying the above criteria are recognized in the profit or loss as incurred and development expenditures previously recognized as an expense are not recognized as an asset in a subsequent period.

#### (iii) In-licenses

Intangible assets acquired separately are measured on initial recognition at cost.

Certain intangible assets are for licenses of intellectual properties in development, with non-refundable upfront payment, milestone payment and royalty payment. Upfront payment is capitalized when paid. The milestone payment is capitalized as intangible assets when incurred, unless the payment is for outsourced research and development work which would follow the capitalization policy in note 2(g)(ii). Royalty payment would be accrued for in line with the underlying sales and recognized as a cost of sales.

## 2. 重大會計政策(續)

### (g) 無形資產(續)

#### (ii) 研發支出(續)

資本化開發支出於有關藥物產品的年期內以直線法攤銷。攤銷須於資產可供使用時開始進行。於初步確認後，內部產生的無形資產按成本減累計攤銷及累計減值虧損(如有)列賬(見附註2(i)(ii))。

不符合上述條件的開發支出於產生時在損益中確認，而過往確認為開支的開發支出不會於其後期間確認為資產。

#### (iii) 引進許可

單獨購入的無形資產於初步確認時按成本計量。

若干無形資產為開發中知識產權的許可，附帶不可退還預付款、里程碑付款及特許權使用費。預付款於支付時資本化。里程碑付款於產生時作為無形資產資本化，除非該付款用於外包研發工作，則採用附註2(g)(ii)所載的資本化政策。特許權使用費將按相關銷售進行累計並確認為銷售成本。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (g) Intangible assets (Continued)

#### (iii) In-licenses (Continued)

The intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortized when ready for use and over the economic useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Intangible assets with indefinite useful lives or not ready for use will not be amortized but tested for impairment annually either individually or at the cash generating unit level. The impairment test would compare the recoverable amount of the in-licenses asset to its carrying value. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

In-licenses with finite useful life are amortized using the straight-line basis over the commercial lives of the underlying products, commencing from the date when the products are put into commercial production.

In-licensed technologies acquired from third parties. The useful lives of the in-licensed technologies were estimated by the Group based on the respective periods over which economic benefits are expected to be derived from the underlying technologies. The estimation of the useful lives has taken into account the expected period required for the development of an innovative biopharmaceutical drug from its discovery to commercialization, the exclusive rights period of in-licensed technologies, the historical life of similar products, the characteristics of such technologies, their update frequency and market requirement and competition. Based on the different commercialization commencement dates and the expected lifespan of economic benefits of individual technologies, the useful lives of the Group's in-licensed technologies have been assessed to range from 5 to 15 years.

Both the period and method of amortization are reviewed annually.

## 2. 重大會計政策(續)

### (g) 無形資產(續)

#### (iii) 引進許可(續)

無形資產的可使用年期分為有限期或無限期。有限期的無形資產隨後於可供使用時按可使用經濟年期攤銷，並於有跡象顯示無形資產可能減值時評估減值。具有有限可使用年期的無形資產的攤銷期及攤銷方法至少於各報告期末審查一次。具無限可使用年期或尚未可供使用的無形資產將不會攤銷，惟每年單獨或於現金產生單位層面進行減值測試。該減值測試將比較引進許可資產的可收回金額與賬面值。具無限年期的無形資產的可使用年期每年進行審查，以釐定無限年期的評估是否繼續得到支持。如否，則將可使用年期評估由無限改為有限的變動按前瞻性基準入賬。

具有有限可使用年期的引進許可於有關產品自產品投入商業生產日期起計的商業年期內以直線法攤銷。

引進許可技術乃向第三方購買。本集團基於預期可自相關技術產生經濟利益的相應時間估計引進許可技術的可使用年期。可使用年期的估計考慮了開發創新生物藥物(從發現到商業化)預期所需的時間、引進許可技術的專有權期限、類似產品的歷史年期、有關技術的特徵及更新頻率以及市場要求及競爭。基於各技術不同的開始商業化日期及經濟利益的預期期限，本集團引進許可技術的可使用年期被評估為介乎5至15年。

攤銷期及攤銷方法均每年予以檢討。



## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (g) Intangible assets (Continued)

#### (iv) Softwares

Computer software which is recognized at historical cost and subsequently carried at cost less accumulated amortization and accumulated impairment losses (see note 2(i)(ii)). The Group amortized on a straight-line basis over their estimated useful lives of 5 years based on the current functionalities and the daily operation needs of the software.

IT applications development in progress represents IT applications pending execution and is stated at cost less impairment losses (see note 2(i)(ii)). Cost comprises the purchase costs of the asset and the related set up and installation costs.

Both the period and method of amortization are reviewed annually.

### (h) Leased assets

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

#### As a lessee

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

## 2. 重大會計政策(續)

### (g) 無形資產(續)

#### (iv) 軟件

按歷史成本確認的電腦軟件其後按成本減去累計攤銷及累計減值虧損列賬(見附註2(i)(ii))。本集團根據該等軟件的現有功能及日常運作需要，於其估計可使用年期5年內以直線法攤銷。

開發中資訊科技應用程式指有待執行的資訊科技應用程式，按成本減去減值虧損列賬(見附註2(i)(ii))。成本包括資產購買成本以及相關設定及安裝成本。

攤銷期及攤銷方法均每年予以檢討。

### (h) 租賃資產

本集團於合約開始時評估有關合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。當客戶同時有權操縱可識別資產的用途及自有關用途獲得絕大部分經濟利益時，即已轉移控制權。

#### 作為承租人

於租賃開始日期，本集團確認使用權資產和租賃負債(不包括租期為12個月或以下的短期租賃及低價值資產租賃)。當本集團就低價值資產訂立租約時，本集團會按逐項租賃決定是否將租賃資本化。與未資本化租賃相關的租賃付款在租期內系統性地確認為開支。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Leased assets (Continued)

#### As a lessee (Continued)

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

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

The initial fair value of refundable rental deposits is accounted for separately from the right-of-use assets and measured at amortised cost (see notes 1(r)(i) and (i)(i)). Any difference between the initial fair value and the nominal value of the deposits is accounted for as additional lease payments made and is included in the cost of right-of-use assets.

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

## 2. 重大會計政策(續)

### (h) 租賃資產(續)

#### 作為承租人(續)

當租賃被資本化時，租賃負債按租期內應付租賃付款的現值初步確認，當中使用租賃所隱含的利率貼現，或如利率不易釐定，則使用相關增量借貸利率。於初步確認後，租賃負債按攤銷成本計量及使用實際利率法計算利息開支。不取決於指數或利率的可變租賃付款並未包括於租賃負債的計量中，因此於產生的會計期間自損益扣除。

於租賃被資本化時確認的使用權資產初步按成本計量，包括租賃負債的初步金額加上於開始日期或之前作出的任何租賃付款，以及所產生的任何初步直接成本。如適用，使用權資產的成本亦包括拆除及移除相關資產或恢復相關資產或該資產所在工地所產生的估計成本，貼現至其現值，並扣除任何已收取的租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬（見附註2(f)及2(i)(ii)）。

可退還租金按金的初步公平值與使用權資產分開入賬，並按攤銷成本計量（見附註1(r)(i)及(i)(i)）。初步公平值與按金面值之間的差額入賬列作支付額外租賃付款，並計入使用權資產成本。

倘指數或利率的變動導致未來租賃付款出現變動；或倘本集團預期根據殘值擔保應付的估計金額出現變動；或倘本集團重新評估是否合理確定將行使購買、續期或終止選擇權導致出現變動，則將重新計量租賃負債。於按此方式重新計量租賃負債時，會對使用權資產的賬面金額作出相應調整，或如使用權資產的賬面金額已減至零，則調整將計入損益。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (h) Leased assets (Continued)

#### As a lessee (Continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract (“**lease modification**”) that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

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

The Group presents right-of-use assets in “property, plant and equipment” and presents “lease liabilities” separately in the consolidated statement of financial position.

### (i) Credit losses and impairment of assets

#### (i) Credit losses from financial instruments

The Group recognizes a loss allowance for expected credit losses (“**ECLs**”) on financial assets measured at amortized cost (including cash and bank balances, other receivables and amounts due from group companies).

Financial assets measured at fair value are not subject to the ECLs assessment.

#### Measurement of ECLs

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

## 2. 重大會計政策(續)

### (h) 租賃資產(續)

#### 作為承租人(續)

倘租賃範圍或代價出現並非單獨入賬列作租賃的原有租賃合約所規定的變動(「**租賃修改**」)，亦會重新計量租賃負債。在此情況下，租賃負債基於經修訂租賃付款及租期，使用修改生效日期的經修訂貼現率重新計量。

於綜合財務狀況表內，長期租賃負債的流動部分按於報告期後十二個月內到期償付的合約付款現值釐定。

於綜合財務狀況表內，本集團在「物業、廠房及設備」項下呈列使用權資產，並單獨呈列「租賃負債」。

### (i) 信貸虧損及資產減值

#### (i) 金融工具的信貸虧損

本集團就按攤銷成本計量的金融資產(包括現金及銀行結餘、其他應收款項以及應收集團公司款項)的預期信貸虧損確認虧損撥備。

按公平值計量的金融資產毋須進行預期信貸虧損評估。

#### 預期信貸虧損的計量

預期信貸虧損為對信貸虧損的概率加權估計。信貸虧損以所有預期現金不足額(即本集團按照合約應收的現金流量與本集團預期可收取的現金流量之間的差額)的現值計量。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

##### Measurement of ECLs (Continued)

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

- fixed-rate financial assets and other receivables: effective interest rate determined at initial recognition or an approximation thereof; and
- variable-rate financial assets: current effective interest rate.

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

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

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the end of reporting period; and
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECLs model applies.

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

## 2. 重大會計政策(續)

### (i) 信貸虧損及資產減值(續)

#### (i) 金融工具的信貸虧損(續)

##### 預期信貸虧損的計量(續)

倘貼現影響重大，則預期現金不足額將採用以下貼現率貼現：

- 固定利率的金融資產及其他應收款項：於初步確認時釐定的實際利率或其近似值；及
- 浮息金融資產：即期實際利率。

估計預期信貸虧損時所考慮的最長期間是以本集團承受信貸風險的最長合約期間為準。

於計量預期信貸虧損時，本集團會考慮在無需付出過多成本或努力下即可獲得的合理可靠資料，包括有關過往事件、現時狀況及未來經濟環境預測的資料。

預期信貸虧損將採用以下基準計量：

- 12個月預期信貸虧損：指報告期末後12個月內可能發生的違約事件所導致的預期虧損；及
- 整個存續期預期信貸虧損：指預期信貸虧損模型項下項目在整個存續期內所有可能違約事件所導致的預期虧損。

應收款項的虧損撥備一般按等同於整個存續期預期信貸虧損的金額計量。該等金融資產的預期信貸虧損是利用建基於本集團過往信貸虧損經驗的撥備矩陣估算，並按在報告日期債務人的特定因素及對當前和預測整體經濟狀況的評估作出調整。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

##### *Measurement of ECLs (Continued)*

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

##### *Significant increases in credit risk*

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

## 2. 重大會計政策(續)

### (i) 信貸虧損及資產減值(續)

#### (i) 金融工具的信貸虧損(續)

##### *預期信貸虧損的計量(續)*

至於所有其他金融工具，本集團會以相等於12個月預期信貸虧損的金額確認虧損撥備，除非自初步確認以來該金融工具的信貸風險大幅上升，在此情況下，虧損撥備會以相等於整個存續期預期信貸虧損的金額計量。

##### *信貸風險大幅上升*

評估金融工具的信貸風險自初步確認以來有否大幅上升時，本集團會比較於報告期末及於初步確認日期評估的金融工具發生違約的風險。作出重新評估時，本集團認為，倘(i)債務人不大可能在本集團無追索權採取變現抵押(如持有)等行動的情況下向本集團悉數支付其信貸債務；或(ii)金融資產已逾期90日，則發生違約事件。本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在無需付出過多成本或努力下即可獲得的前瞻性資料。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

##### *Significant increases in credit risk (Continued)*

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

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

ECLs are remeasured at end of each reporting period to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECLs amount is recognized as an impairment gain or loss in profit or loss. The Group recognizes an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

## 2. 重大會計政策(續)

### (i) 信貸虧損及資產減值(續)

#### (i) 金融工具的信貸虧損(續)

##### *信貸風險大幅上升(續)*

具體而言，評估信貸風險自初步確認以來有否大幅上升時會考慮以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融工具外部或內部信貸評級(如有)實際或預期顯著惡化；
- 債務人經營業績實際或預期顯著惡化；及
- 科技、市場、經濟或法律環境的目前或預期變動對債務人向本集團履行其責任的能力有重大不利影響。

信貸風險大幅上升的評估視乎金融工具的性質按個別基準或共同基準進行。倘評估按共同基準進行，則金融工具按共同的信貸風險特徵(如逾期狀況及信貸風險評級)進行分組。

本集團於各報告期末重新計量預期信貸虧損，以反映金融工具的信貸風險自初步確認以來發生的變動。預期信貸虧損金額的任何變動均會於損益中確認為減值收益或虧損。本集團確認所有金融工具的減值收益或虧損，並通過虧損撥備賬對其賬面金額作出相應調整。



## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

##### *Basis of calculation of interest income*

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

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

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

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganization;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

## 2. 重大會計政策(續)

### (i) 信貸虧損及資產減值(續)

#### (i) 金融工具的信貸虧損(續)

##### *利息收入的計算基準*

按照附註2(r)(i)確認的利息收入乃基於金融資產的賬面總額計算，除非該金融資產出現信貸減值，在此情況下，利息收入按該金融資產的攤銷成本(即賬面總額減虧損撥備)計算。

於各報告日期，本集團會評估金融資產是否出現信貸減值。當發生一項或多項對金融資產估計未來現金流量有不利影響的事件時，即表示金融資產出現信貸減值。

金融資產信貸減值的證據包括以下可觀察事件：

- 債務人出現嚴重財政困難；
- 違反合約，如欠繳或拖欠利息或本金付款；
- 借款人很有可能將告破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現重大變動，對債務人有不利影響；或
- 由於發行人的財務困難，證券的活躍市場消失。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Credit losses and impairment of assets (Continued)

#### (i) Credit losses from financial instruments (Continued)

##### *Write-off policy*

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

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

#### (ii) Impairment of non-current assets

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

- property, plant and equipment, including right-of-use assets;
- intangible assets;
- other non-current assets; and
- investment in a subsidiary in the Company's statement of financial position.

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

## 2. 重大會計政策(續)

### (i) 信貸虧損及資產減值(續)

#### (i) 金融工具的信貸虧損(續)

##### *撇銷政策*

倘日後實際上收回款項無望，本集團則會撇銷(部分或全部)金融資產或其他應收款項的賬面總額。該情況通常出現在資產已逾期90日或本集團確定債務人沒有資產或可產生足夠現金流量的收入來源來償還所撇銷的金額。

隨後收回過往已撇銷的資產於收回期間在損益內確認為減值撥回。

#### (ii) 非流動資產減值

本集團於各報告期末審閱內部及外部資料來源，以識別下列資產是否出現減值跡象，或過往已確認的減值虧損是否已不再存在或可能減少：

- 物業、廠房及設備(包括使用權資產)；
- 無形資產；
- 其他非流動資產；及
- 本公司財務狀況表中於一間附屬公司的投資。

如有上述任何跡象出現，則會估計有關資產的可收回金額。此外，對於尚未可供使用的無形資產及具有無限可使用年期的無形資產，無論是否存在減值跡象，均每年估計可收回金額。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Credit losses and impairment of assets (Continued)

#### (ii) Impairment of non-current assets (Continued)

##### – Calculation of recoverable amount

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

##### – Recognition of impairment losses

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

## 2. 重大會計政策(續)

### (i) 信貸虧損及資產減值(續)

#### (ii) 非流動資產減值(續)

##### – 計算可收回金額

資產的可收回金額為其公平值減出售成本與使用價值兩者的較高者。在評估使用價值時，估計未來現金流量會按照可以反映當時市場對貨幣時間值的評估及該項資產的特定風險的稅前貼現率，貼現至其現值。倘資產所產生現金流入基本上並非獨立於其他資產所產生的現金流入，則於能獨立產生現金流入的最小資產組別(即現金產生單位)層面釐定可收回金額。如企業資產(如總部樓宇)賬面金額的一部分可按合理一致的基準分配，則亦分配至個別現金產生單位，否則分配至最少的現金產生單位組別。

##### – 確認減值虧損

倘資產或其所屬現金產生單位的賬面金額超過可收回金額，則於損益確認減值虧損。就現金產生單位確認的減值虧損會首先分配以減少分配至現金產生單位(或單位組別)的任何商譽的賬面金額，然後按比例分配以減少該單位(或單位組別)中其他資產的賬面金額，惟資產的賬面值不會減至低於其個別公平值減出售成本或使用價值(如可釐定)。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (i) Credit losses and impairment of assets (Continued)

#### (ii) Impairment of non-current assets (Continued)

##### – Reversals of impairment losses

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

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

### (j) Receivables

A receivable is recognized when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Receivables are subsequently stated at amortized cost, using the effective interest method and including an allowance for credit losses (see note 2(i)(i)).

### (k) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECLs in accordance with the policy set out in note 2(i)(i).

## 2. 重大會計政策(續)

### (i) 信貸虧損及資產減值(續)

#### (ii) 非流動資產減值(續)

##### – 撥回減值虧損

就除商譽以外的資產而言，倘用於釐定可收回金額的估計出現有利變化，則撥回減值虧損。商譽的減值虧損不會撥回。

所撥回的減值虧損僅限於過往年度並未確認減值虧損而應釐定的資產賬面金額。所撥回減值虧損在確認撥回的年度計入損益。

### (j) 應收款項

應收款項於本集團有無條件權利收取代價時確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。

應收款項其後以實際利率法按攤銷成本列賬，並包括信貸虧損撥備(見附註2(i)(i))。

### (k) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、於銀行及其他財務機構的活期存款，以及短期、流通性高、可隨時兌換成已知金額的現金且無重大價值變動風險且於購入後三個月內到期的投資。現金及現金等價物須按照附註2(i)(i)所載的政策評估預期信貸虧損。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (l) Payables

Payables are initially recognized at fair value and are subsequently stated at amortized cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

### (m) Convertible redeemable preferred shares

Preferred shares give rise to financial liabilities if they are redeemable at the option of the shareholders in case of occurrence of triggering events that are beyond the control of the Company and also the holders of the preferred shares.

At initial recognition, the liabilities resulting from the preferred shares are measured at the present value of the redemption amount. The redemption amount represents the settlement that would be triggered by the event with the highest settlement outcome, and which may change from time to time. Changes in the carrying amount of the liabilities are recognized in profit or loss. The measurement of the liabilities also takes into account the conversion feature. The conversion feature is measured at fair value as per note 2(e), because it will not be settled only by the Group exchanging a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments. Transaction costs that relate to the issue of the convertible redeemable preferred shares are included in the initial carrying amount of the financial liabilities.

If the preferred shares are converted into ordinary shares, the carrying amount of the financial liabilities is transferred to share capital and share premium.

### (n) Interest-bearing borrowings

Interest-bearing borrowings are recognized initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between the amount initially recognized and redemption value being recognized in the consolidated statement of profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

## 2. 重大會計政策(續)

### (l) 應付款項

應付款項初步按公平值確認，其後則按攤銷成本列賬，惟倘貼現影響不大，則按發票金額列賬。

### (m) 可轉換可贖回優先股

倘優先股在發生本公司及優先股持有人無法控制的觸發事件後可由股東選擇贖回，則會產生金融負債。

於初步確認時，優先股產生的負債按贖回金額的現值計量。贖回金額代表結算結果最高的事件所觸發的結算，且可能會不時改變。負債賬面金額的變動在損益中確認。負債的計量亦考慮轉換特徵。由於轉換特徵的結算方式不僅包括由本集團以固定金額的現金或以可兌換為本集團本身固定數額的權益工具的另一項金融資產結算，故其按照附註2(e)按公平值計量。與發行可轉換可贖回優先股有關的交易成本計入金融負債的初步賬面金額。

倘優先股轉換為普通股，則金融負債的賬面金額將轉撥至股本及股份溢價。

### (n) 計息借款

計息借款初步按公平值減應佔交易成本確認。於初步確認後，計息借款按攤銷成本列賬，初步確認金額與贖回價值之間的任何差額連同任何應付利息和費用使用實際利率法於借款期內於綜合損益表中確認。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (o) Employee benefits

#### (i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contributions to local retirement schemes pursuant to the relevant labor rules and regulations in the jurisdictions in which the Group's subsidiaries located are recognized as an expense in profit or loss as incurred, except to the extent that they are included in the cost of inventories not yet recognized as an expense.

#### (ii) Share-based payments

The fair value of share options granted to employees, directors or consultants is recognized as an expense with a corresponding increase in a capital reserve within equity over the period that the individuals become unconditionally entitled to the options. Share options granted to employees, directors or consultants, are measured at grant date using the binomial model, taking into account the terms and conditions upon which the options were granted.

The amount recognized as an expense is adjusted to reflect the number of share options for which the related service and non-market vesting conditions are expected to be met, such that amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date.

## 2. 重大會計政策(續)

### (o) 僱員福利

#### (i) 短期僱員福利及界定供款退休計劃供款

薪金、年終花紅、有薪年假、界定供款退休計劃供款及非金錢福利成本均於僱員提供有關服務的年度累計。凡有關付款或結算被延遲及其具重大影響，則該等款項按現值列賬。

根據本集團附屬公司所在司法管轄區的相關勞動規則及法規向當地退休計劃作出的供款，於作出供款時在損益確認為開支，但有關供款計入尚未確認為開支的存貨成本則除外。

#### (ii) 以股份為基礎的付款

向僱員、董事或顧問授出的購股權的公平值在個人無條件享有購股權期間確認為開支，並相應增加權益內的資本儲備。向僱員、董事或顧問授出的購股權於授出日期採用二項式模型計量，當中考慮授出購股權的條款及條件。

確認為開支的金額經調整以反映預期符合相關服務及非市場歸屬條件的購股權數目，使最終確認為開支的金額基於歸屬日期確實符合相關服務及非市場表現條件的獎勵數目。



## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (o) Employee benefits (Continued)

#### (ii) Share-based payments (Continued)

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognized in prior years is charged/credited to the profit or loss for the year of the review, unless the original expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. The equity amount is recognized in the capital reserve until either the option is exercised (when it is included in the amount recognized in share capital for the shares issued) or the option expires (when it is released directly to equity).

### (p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognized in profit or loss except to the extent that they relate to items recognized in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognized in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

## 2. 重大會計政策(續)

### (o) 僱員福利(續)

#### (ii) 以股份為基礎的付款(續)

於歸屬期內，本集團會檢討預期將歸屬的購股權數目。據此對過往年度已確認累計公平值所作的任何調整，均在檢討年度內扣除自／計入損益，除非原開支符合資格確認為資產，並對資本儲備作出相應調整，則屬例外。權益金額於資本儲備確認，直至購股權獲行使(屆時會計入就所發行股份於股本確認的金額)或購股權屆滿(屆時會直接撥入權益)為止。

### (p) 所得稅

本年度的所得稅包括即期稅項及遞延稅項資產與負債的變動。即期稅項及遞延稅項資產與負債的變動均在損益中確認，惟如涉及於其他全面收益或直接於權益中確認的項目，則相關稅項金額亦分別在其他全面收益或直接於權益中確認。

即期稅項乃根據年內應課稅收入，採用於報告期末已制定或實質性制定的稅率，並就過往年度的應付稅項調整計算的預期應付稅項。

遞延稅項資產與負債分別來自資產與負債於財務報告內的賬面金額與稅基之間的差額所產生的可扣減及應課稅暫時差額。遞延稅項資產亦可因尚未動用的稅項虧損及尚未動用的稅項抵免而產生。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (p) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilized, are recognized. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilized.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognized is measured based on the expected manner of realization or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of each reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilized. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

## 2. 重大會計政策(續)

### (p) 所得稅(續)

除若干有限的例外情況外，所有遞延稅項負債及遞延稅項資產(以有可能用於抵銷未來應課稅利潤的資產為限)均會予以確認。可支持確認因可扣減暫時差額而產生的遞延稅項資產的未來應課稅利潤，包括因撥回現有應課稅暫時差額而產生的可扣減暫時差額，惟該等差額須與同一稅務機關及相同應課稅實體有關，且預期於預期撥回可扣減暫時差額的同一期間撥回，或於可轉回或結轉遞延稅項資產所產生稅項虧損的多個期間內撥回。於釐定現時應課稅暫時差額可否支持確認未動用稅項虧損及抵免所產生的遞延稅項資產時亦採用相同準則，即該等差額與同一稅務機關及相同應課稅實體有關，且預期於可動用稅項虧損或抵免的一個或多個期間內撥回，方會入賬。

確認遞延稅項資產與負債的少數例外情況，為與從初步確認但並不影響會計及應課稅利潤的資產或負債(前提是並非業務合併的一部分)產生的暫時性差額，及與於附屬公司的投資有關的暫時性差額，惟就應課稅差額而言，僅以本集團可控制撥回時間且不大可能在可預見未來撥回的差額為限，或就可扣減差額而言，則以可能在未來撥回的差額為限。

已確認的遞延稅項金額乃按資產與負債賬面金額的預期實現或結算方式，使用於各報告期末已制定或實質性制定的稅率計量。遞延稅項資產與負債並不貼現。

遞延稅項資產的賬面金額於各報告期末檢討，而倘不再可能有足夠的應課稅利潤可供動用相關稅項利益，則遞延稅項資產會減少。所減少金額可在有足夠應課稅利潤可能出現時撥回。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (p) Income tax (Continued)

Additional income taxes that arise from the distribution of dividends are recognized when the liability to pay the related dividends is recognized.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realize the current tax assets and settle the current tax liabilities on a net basis or realize and settle simultaneously.

### (q) Provisions and contingent liabilities

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

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

## 2. 重大會計政策(續)

### (p) 所得稅(續)

分派股息所產生的額外所得稅於支付相關股息的責任確認時確認。

即期稅項結餘及遞延稅項結餘和其變動額會分開列示，並且不予抵銷。即期稅項資產及遞延稅項資產只會在本集團有合法可執行權利以即期稅項資產抵銷即期稅項負債，並且符合以下附帶條件的情況下，方可分別抵銷即期稅項負債和遞延稅項負債：

- 即期稅項資產與負債：本公司或本集團擬按淨額基準結算，或同時變現該資產和結算該負債；或
- 遞延稅項資產與負債：該等資產與負債須與同一稅務機關就以下其中一項徵收的所得稅項有關：
  - 同一應課稅實體；或
  - 不同的應課稅實體，而該等實體計劃在預期有大額遞延稅項負債或資產需要清償或可以收回的各未來期間，按淨額基準變現即期稅項資產和清償即期稅項負債，或同時變現該資產和清償該負債。

### (q) 撥備及或然負債

如果本集團須就已發生的事件承擔法定或推定責任，可能需要流出經濟利益以履行有關責任，則在可以作出可靠的估計時，本集團便會確認撥備。如果貨幣時間值屬重大，則撥備按預期履行有關責任所需支出的現值入賬。

倘經濟利益流出的可能性較低，或是無法對有關金額作出可靠的估計，則會將該責任披露為或然負債，除非流出經濟利益的可能性極低則除外。倘本集團的可能責任須視乎某宗或多宗未來事件是否發生方能確定是否存在，則亦會披露為或然負債，除非流出經濟利益的可能性極低則除外。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (r) Other income

Details of the Group's other income recognition policies are as follows:

#### (i) Interest income

Interest income is recognized as it accrues using the effective interest method.

#### (ii) Government grants

Government grants are recognized in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognized as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are recognized initially as deferred income and amortized to profit or loss on a straight-line basis over the useful life of the asset by way of being recognized in other income.

#### (iii) Royalty income and income from licensing agreements

Royalty income earned through a license is recognized as the underlying sales are recorded by the licensee.

Income from licensing agreements typically arises from the receipt of upfront, milestone and other similar payments from third parties for granting a license to product-or technology-related intellectual property ("IP"). Licensing agreements maybe entered into with no further obligation or may include rights to manufacturing.

## 2. 重大會計政策(續)

### (r) 其他收入

本集團其他收入的確認政策的詳情如下：

#### (i) 利息收入

利息收入採用實際利率法於應計時確認。

#### (ii) 政府補助

政府補助於有合理保證會收到及本集團將符合其附帶條件時，於財務狀況表內初步確認。補償本集團已產生開支的補助於與產生開支相同的期間內按有系統基準於損益中確認為收入。補償本集團資產成本的補助初步確認為遞延收入，並透過於其他收入中確認，在資產的可使用年內以直線法從損益攤銷。

#### (iii) 特許權使用費收入及許可協議的收入

透過一項許可賺取的特許權使用費收入於被許可方錄得有關銷售額時確認。

許可協議的收入通常來自就授出產品或技術相關知識產權(「IP」)許可自第三方收取預付款、里程碑付款及其他類似款項。許可協議或會在無進一步責任的情況下簽訂或可能涉及生產權利。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (r) Other income (Continued)

#### (iii) Royalty income and income from licensing agreements (Continued)

Licenses granted under licensing agreements are generally unique. Therefore the basis of allocating income to performance obligations makes use of the residual approach. Upfront payments and other licensing fees are usually recognized upon granting the license which is when the licensee obtains the right to use the underlying IP of the license, unless some of the income shall be deferred for other performance obligations using the residual approach. Such deferred income is released and recognized as income when other performance obligations are satisfied. Milestone payments are typically received upon reaching a specific development milestone. Development milestone income is recognized at the point in time when it is highly probable that the respective milestone event criteria is achieved, and the risk of income reversal is considered remote.

#### (iv) Other income

Income is recognized when the performance obligation is fulfilled (i.e., when certain therapeutic technologies are transferred, and the customer obtains control over the technologies).

## 2. 重大會計政策(續)

### (r) 其他收入(續)

#### (iii) 特許權使用費收入及許可協議的收入(續)

根據許可協議授出的許可通常屬獨一無二。因此，履約責任的收入分配基準利用剩餘法。預付款及其他許可費用通常於授出許可時(即被許可方獲得使用許可所涉IP的權利時)確認，除非就其他履約責任使用剩餘法遞延部分收入，則屬例外。於履行其他履約責任時，有關遞延收入解除及確認為收入。里程碑付款通常於達到特定發展里程碑後收取。發展里程碑收入於達到有關里程碑事件的標準的可能性較高，且收入撥回風險被認為極小之時確認。

#### (iv) 其他收入

收入於履行履約責任時(即轉讓若干療法技術及客戶獲得技術的控制權時)確認。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (s) Translation of foreign currencies

Foreign currency transactions during the Relevant Periods are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognized in profit or loss.

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

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. The resulting exchange differences are recognized in other comprehensive income and accumulated separately in equity in the exchange reserve.

### (t) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred.

### (u) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.

## 2. 重大會計政策(續)

### (s) 外幣換算

於相關期間的外幣交易按於交易日適用的外幣匯率換算。以外幣計值的貨幣資產及負債，按於報告期末適用的外幣匯率換算。匯兌收益及虧損於損益中確認。

以外幣按歷史成本計量的非貨幣資產及負債使用於交易日適用的外幣匯率換算。交易日為本公司初步確認該等非貨幣資產或負債之日。按公平值列賬並以外幣計值的非貨幣資產及負債乃使用於計量公平值當日適用的外幣匯率換算。

國外經營業績按與於交易日適用的外幣匯率相近的匯率換算為人民幣。由此產生的匯兌差額於其他全面收益確認並於匯兌儲備的權益中獨立累計。

### (t) 借款成本

借款成本在產生期間列作開支。

### (u) 關聯方

- (a) 倘屬以下人士，則該人士或該人士的近親與本集團有關聯：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司主要管理層人員的成員。



## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (u) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or a joint venture of the other entity (or an associate or a joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

## 2. 重大會計政策(續)

### (u) 關聯方(續)

- (b) 倘符合下列任何條件，則該實體與本集團有關聯：
- (i) 該實體和本集團為同一集團的成員公司(即各自的母公司、附屬公司及同系附屬公司彼此間有關聯)。
  - (ii) 一間實體為另一實體的聯營公司或合營企業(或為另一實體所屬集團的成員公司的聯營公司或合營企業)。
  - (iii) 兩間實體均為同一第三方的合營企業。
  - (iv) 一間實體是某一第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
  - (v) 該實體為本集團或與本集團有關聯的實體為僱員利益而設立的離職福利計劃。
  - (vi) 該實體受(a)所識別人士控制或共同控制。
  - (vii) (a)(i)所識別人士對該實體有重大影響力或為該實體(或該實體的母公司)主要管理層人員的成員。
  - (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理層人員服務。

某一名人士的近親指在與實體交易時預期會影響該名人士或被該名人士影響的家屬。

## 2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

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

## 3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

### Key sources of estimation uncertainty

Note 25 contains information about the assumptions and their risk factors relating to financial instruments.

Other key sources of estimation uncertainty is as follows:

#### Impairments of non-financial assets

At the end of each reporting period, the Group reviews internal and external sources of information to identify indications that the assets may be impaired or an impairment loss previously recognized no longer exists or may have decreased (see note 2(i)(ii)).

The sources utilized to identify indications of impairment are often subjective in nature and the Group is required to use judgment in applying such information to its business. The Group's interpretation of this information has a direct impact on whether an impairment assessment is performed as at the end of any given reporting period.

## 2. 重大會計政策(續)

### (v) 分部報告

經營分部及於財務報表內呈報的各分部項目金額乃根據定期提供予本集團最高行政管理人員以向本集團各業務及地理位置分部分配資源及評估該等分部的表現的財務資料確定。

就財務呈報而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、分配產品或提供服務所使用的方法以及監管環境的性質方面相似，否則個別重大經營分部不會合併計算。個別非重大的經營分部倘符合上述大部分標準，則可合併計算。

## 3. 重大會計判斷及估計

### 估計不明朗因素的主要來源

附註25載有與金融工具有關的假設及其風險因素的資料。

其他估計不明朗因素的主要來源載列如下：

#### 非金融資產減值

於各報告期末，本集團審閱內部和外部資料來源，以識別表明資產可能已減值或先前確認的減值虧損不復存在或可能已經減少(見附註2(i)(ii))的跡象。

用於識別減值跡象的資料來源通常屬主觀性質，將該等資料應用於本集團業務時，需要本集團作出判斷。本集團對該等資料的詮釋直接影響是否於指定報告期末進行減值評估。

### 3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)

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

##### **Impairments of non-financial assets (Continued)**

If an indication of impairment is identified, such information is further subject to an exercise that requires the Group to estimate the recoverable amount, representing the greater of the asset's fair value less costs of disposal or its value in use. Depending on the Group's assessment of the overall materiality of the asset under review and complexity of deriving reasonable estimates of the recoverable amount, the Group may perform such assessments utilizing internal resources or the Group may engage external advisors to counsel the Group. Regardless of the resources utilized, the Group is required to make many assumptions to make these assessments, including the utilization of such asset, the cash flows to be generated, appropriate market discount rates and the projected market and regulatory conditions. Changes in any of these assumptions could result in a material change to future estimates of the recoverable amount of any asset.

### 4. REVENUE AND SEGMENT REPORTING

#### *(a) Revenue*

The principal activities of the Group are development, manufacturing and marketing of ophthalmic drugs. No revenue was derived from these activities during the current and prior years.

#### *(b) Segment reporting*

Operating segments are identified on the basis of internal reports that the Group's most senior executive management reviews regularly in allocating resources to segments and in assessing their performances.

The Group's most senior executive management makes resources allocation decisions based on internal management functions and assess the Group's business performance as one integrated business instead of by separate business lines or geographical regions. Accordingly, the Group has only one operating segment and therefore, no segment information is presented.

### 3. 重大會計判斷及估計(續)

#### *估計不明朗因素的主要來源(續)*

##### **非金融資產減值(續)**

倘確定出現減值跡象，則本集團將需估計資產的可收回金額，即有關資產的公平值減出售成本或使用價值兩者的較高者，以進一步處理有關資料。視乎本集團對所審查資產的整體重要性的評估及合理估計可收回金額的複雜性，本集團可能會利用內部資源進行有關評估，亦可能委聘外部顧問向本集團提供意見。不論利用何種資源，本集團於評估時均須作出眾多假設，包括有關資產的使用情況、所產生的現金流量、適當的市場貼現率及預計市場及規管情況。該等假設如出現任何變動，可能會導致日後對任何資產可收回金額的估計出現重大變動。

### 4. 收益及分部報告

#### *(a) 收益*

本集團的主要業務為眼科藥物的開發、生產及營銷。於本年度及過往年度，該等活動並無產生收益。

#### *(b) 分部報告*

經營分部乃根據本集團最高行政管理層定期審閱以向分部分配資源及評估分部表現的內部報告確定。

本集團的最高行政管理層根據內部管理職能作出資源分配決策，並將本集團視為一項綜合業務(而非按獨立業務線或地理區域)評估業務表現。因此，本集團只有一個經營分部，亦因此並無呈列任何分部資料。

# Notes to the Financial Statements

## 財務報表附註

### 5. OTHER INCOME

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	5,036	2,582
Government grants	政府補助		
– Employment support grants (note i)	– 就業支援補助(附註i)	–	222
– Other government grants (note ii)	– 其他政府補助(附註ii)	16,090	44
Income from licensing agreement (note iii)	許可協議收入(附註iii)	–	64,246
Other income (note iv)	其他收入(附註iv)	–	1,360
Others	其他	7	8
		<b>21,133</b>	<b>68,462</b>

#### Notes:

- (i) The amount represents government grants received from various PRC government authorities in connection with the fiscal subsidies for providing financial support to enterprises and paying wages to the employees.
- (ii) The amount represents subsidies received from government for encouragement of technology research and development and compensation on the capital expenditure of production lines.
- (iii) On October 2, 2020, the Group entered into a licensing agreement with Lee's Pharmaceutical International Limited, the then immediate holding company, and Zhaoke Pharmaceutical (Guangzhou) Limited, the then fellow subsidiary of the Company, (collectively, the "Licensees"). Under this agreement, the Group agreed to grant exclusive license rights to the Licensees to commercialize Adapalene and Clindamycin Combination gel, a dermatological drug, for a period of 10 years in Mainland China, Hong Kong, Macau and Taiwan. The license agreement includes a non-refundable upfront payment, milestone payment and sales-based royalty upon commercialization of the licensed product. During the year ended December 31, 2020, the Group received the non-refundable upfront payment of US\$10,000,000 (equivalents to RMB68,101,000) by way of Share Repurchase (note 24(c)(i)) upon signing of the agreement.
- (iv) On November 5, 2020, the Group entered into a technology transfer agreement with Zhaoke Pharmaceutical (Guangzhou) Limited, a related company of the Company, to transfer all proprietary rights and research and development results in respect of Dinoprostone Gel, a gynecology drug, for a total consideration of RMB1,360,000.

### 5. 其他收入

#### 附註：

- (i) 該金額指從各中國政府機關收到的政府補助，與用於向企業提供財務支持及向僱員支付工資的財政補貼有關。
- (ii) 該金額指從政府收到的補貼，以鼓勵技術研發以及補償生產線資本支出。
- (iii) 於2020年10月2日，本集團與本公司當時的直接控股公司 Lee's Pharmaceutical International Limited 及當時的同系附屬公司 兆科藥業(廣州)有限公司(統稱為「被許可方」)訂立許可協議。根據該協議，本集團同意向被許可方授出獨家許可權，以於中國內地、香港、澳門及台灣商業化阿達帕林鹽酸克林黴素複方凝膠(一種皮膚用藥膏)，為期10年。許可協議包括不可退還預付款、里程碑付款及按被許可產品商業化後的基於銷售計算的特許權使用費。截至2020年12月31日止年度，本集團已於簽署協議後透過股份購回收取不可退還預付款10,000,000美元(相當於人民幣68,101,000元)(附註24(c)(i))。
- (iv) 於2020年11月5日，本集團與本公司一間關聯公司兆科藥業(廣州)有限公司訂立技術轉讓協議，以轉讓所有有關地諾前列酮凝膠(一種婦科藥物)的所有權及研發結果，總代價為人民幣1,360,000元。

**6. OTHER NET GAIN/(LOSS)**

		<b>2021</b> 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Net foreign exchange gain/(loss)	外匯收益/(虧損)淨額	<b>13,409</b>	(5,487)

**6. 其他收益/(虧損)淨額****7. LOSS BEFORE TAXATION**

Loss before taxation is arrived at after charging:

**(a) Finance costs**

		<b>2021</b> 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Interest on bank loan	銀行貸款利息	<b>597</b>	197
Interest on lease liabilities	租賃負債利息	<b>1,352</b>	1,458
		<b>1,949</b>	1,655
Changes in the carrying amount of preferred shares liability:	優先股負債賬面金額變動：		
- Changes in present value of redemption amount	- 贖回金額現值變動	<b>58,208</b>	74,329
- Changes in fair value of conversion features	- 轉換特徵公平值變動	<b>1,705,291</b>	595,649
		<b>1,763,499</b>	669,978
		<b>1,765,448</b>	671,633

**7. 除稅前虧損**

除稅前虧損乃經扣除以下各項後達致：

**(a) 財務成本**

## Notes to the Financial Statements

### 財務報表附註

## 7. LOSS BEFORE TAXATION (CONTINUED)

### (b) Staff costs

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Salaries, wages and other benefits	薪金、工資及其他福利	50,982	23,142
Contribution to defined benefit retirement plans	向界定福利退休計劃作出的供款	3,001	156
Equity-settled share-based payment expenses	以權益結算以股份為基礎的付款開支	96,168	12,631
		<b>150,151</b>	<b>35,929</b>

Notes:

- (i) The Group operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement plan. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.
- (ii) Pursuant to the relevant labor rules and regulations in the PRC, the Group in the PRC participates in defined contribution retirement benefit schemes (the "Schemes") organized by the local government authorities whereby the Company and its subsidiaries in the PRC are required to make contributions to the Schemes based on certain percentages of the eligible employee's salaries. The local government authorities are responsible for the entire pension obligations payable to the retired employees.
- (iii) Staff costs includes remuneration of directors and senior management (notes 9 and 10).

## 7. 除稅前虧損(續)

### (b) 員工成本

附註：

- (i) 本集團根據香港強制性公積金計劃條例為於香港僱傭條例司法管轄範圍內受僱而之前未獲界定福利退休計劃保障的僱員營辦強制性公積金計劃(「強積金計劃」)。強積金計劃為一項由獨立受託人管理的界定供款退休計劃。根據強積金計劃，僱主及其僱員須各自按僱員相關收入的5%向計劃作出供款，每月相關收入上限為30,000港元。計劃的供款即時歸屬。
- (ii) 根據中國的相關勞動規章制度，本集團在中國參與由地方政府部門組織的界定供款退休福利計劃(「計劃」)，據此，本公司及其於中國的附屬公司須按合資格僱員薪金的若干百分比向計劃供款。地方政府部門負責履行支付退休員工的全部養老金義務。
- (iii) 員工成本包括董事及高級管理層的薪酬(附註9及10)。



## 7. LOSS BEFORE TAXATION (CONTINUED)

### (c) Other items

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Amortization of intangible assets	無形資產攤銷	2,106	2,066
Depreciation charge	折舊費用		
– owned property, plant and equipment	– 自有物業、廠房及設備	19,296	14,208
– right-of-use assets	– 使用權資產	4,429	3,579
Auditors' remuneration	核數師酬金		
– audit services	– 審核服務	2,572	99
– other services	– 其他服務	120	–
Research and development expenses	研發開支	220,058	81,779
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	–	9
Listing expenses	上市開支	28,112	10,558

## 7. 除稅前虧損(續)

### (c) 其他項目

## 8. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

### (a) Cayman Islands income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Cayman Companies Act.

There is no income tax in the Cayman Islands and accordingly, the operating results reported by the Company, is not subject to any income tax in the Cayman Islands.

### (b) Hong Kong income tax

No provision for Hong Kong profits tax has been provided for at the rate of 16.5% as the Company has no estimated assessable profits.

### (c) The PRC corporate income tax

No provision for Mainland China income tax has been provided for at a rate of 25% pursuant to the Corporate Income Tax Law of the PRC and the respective regulations, as the Group's PRC entity has no estimated assessable profits.

## 8. 綜合損益表中的所得稅

本集團須就其成員公司註冊及經營所在司法管轄區所產生或所得利潤按實體繳納所得稅。

### (a) 開曼群島所得稅

本公司根據開曼公司法於開曼群島註冊成立為獲豁免有限公司。

開曼群島並無所得稅，因此，本公司報告的經營業績在開曼群島毋須繳納任何所得稅。

### (b) 香港所得稅

由於本公司並無估計應課稅利潤，故並無按16.5%的稅率計提香港利得稅撥備。

### (c) 中國企業所得稅

由於本集團的中國實體並無估計應課稅利潤，故根據中國企業所得稅法及有關法規，並無按25%的稅率計提中國內地所得稅撥備。

8. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

8. 綜合損益表中的所得稅(續)

(d) Reconciliation between tax expense and accounting loss at applicable tax rates:

(d) 稅項開支與會計虧損按適用稅率計算的對賬：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Loss before taxation	除稅前虧損	(2,129,780)	(726,981)
Notional tax on loss before taxation, calculated at the rates applicable to losses in jurisdictions concerned	除稅前虧損的名義稅項(按相關司法管轄區虧損的適用稅率計算)	(60,763)	(9,081)
Tax effect of non-deductible expenses	不可扣減開支的稅務影響	17,086	3,584
Tax effect of non-taxable income	非應課稅收入的稅務影響	(861)	(96)
Tax effect of tax losses not recognized	未確認稅項虧損的稅務影響	73,674	-
Tax effect of tax losses not previously recognized and utilized	先前未確認及動用之稅項虧損的稅務影響	-	(13,908)
The effect of waiver income (note i)	豁免收入的稅務影響(附註i)	-	33,348
Tax effect of deductible temporary differences not recognized	未確認之可扣減暫時性差額的稅務影響	(8)	39
Tax effect of super deduction for research and development expenses (note ii)	研發開支加計扣除的稅務影響(附註ii)	(29,128)	(13,886)
		-	-

Notes:

- (i) This amount represents the waiver of the amounts due to fellow subsidiaries as capital contribution to the Group.
- (ii) According to the CIT Law, an additional 75% of qualified research and development expenses incurred is allowed to be deducted from taxable income effective from January 1, 2018 to December 31, 2020. From January 1, 2021, an additional 100% of qualified research and development expenses incurred is allowed to be deducted from taxable income under the CIT Law.

附註：

- (i) 該金額指豁免應付同系附屬公司款項，作為向本集團出資。
- (ii) 根據企業所得稅法，於2018年1月1日至2020年12月31日期間，應課稅收入中，可額外扣除75%的符合條件所產生研發開支。根據企業所得稅法，由2021年1月1日起，應課稅收入可額外扣除100%的符合條件所產生研發開支。

## 8. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (CONTINUED)

### (e) Deferred tax assets not recognized

In accordance with the accounting policy set out in note 2(p), the Group has not recognized any deferred tax assets in respect of the following items:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Tax losses	稅項虧損	413,697	119,002
Deductible temporary differences	可扣減暫時性差額	4,069	4,102
		<b>417,766</b>	<b>123,104</b>

It is not probable that future taxable profits against which the losses and deductible temporary differences can be utilized will be available in the relevant tax jurisdiction and entity.

### (f) Deductible losses that are not recognized as deferred tax assets will be expired as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
2020	2020年	-	-
2021	2021年	-	-
2022	2022年	-	-
2023	2023年	-	-
2024	2024年	-	-
2025	2025年	119,002	119,002
2026	2026年	294,695	-
		<b>413,697</b>	<b>119,002</b>

## 8. 綜合損益表中的所得稅(續)

### (e) 未確認的遞延稅項資產

按照附註2(p)所載會計政策，本集團並未就以下項目確認任何遞延稅項資產：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Tax losses	稅項虧損	413,697	119,002
Deductible temporary differences	可扣減暫時性差額	4,069	4,102
		<b>417,766</b>	<b>123,104</b>

相關稅務司法管轄區及實體不大可能產生未來應課稅利潤以供動用虧損及可扣減暫時性差額。

### (f) 未確認為遞延稅項資產的可扣減虧損將到期如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
2020	2020年	-	-
2021	2021年	-	-
2022	2022年	-	-
2023	2023年	-	-
2024	2024年	-	-
2025	2025年	119,002	119,002
2026	2026年	294,695	-
		<b>413,697</b>	<b>119,002</b>

## Notes to the Financial Statements

### 財務報表附註

#### 9. DIRECTORS' EMOLUMENTS

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

#### 9. 董事酬金

根據香港公司條例第383(1)條及公司(披露董事利益資料)規例披露的董事酬金如下：

		2021 2021年					
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Share-based payments	Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	以股份為基礎的付款	總計
<b>Executive directors</b>		<b>執行董事</b>					
- Dr. Li Xiaoyi	- 李小平博士	-	6,205	3,082	471	29,215	38,973
- Mr. Dai Xiangrong	- 戴向榮先生	514	-	-	-	4,087	4,601
<b>Non-executive Directors</b>		<b>非執行董事</b>					
- Ms. Leelalertsuphakun Wanee	- 李焯妮女士	167	-	-	-	-	167
- Ms. Cai Li	- 蔡俐女士	-	-	-	-	-	-
- Mr. Chen Yu	- 陳宇先生	-	-	-	-	-	-
- Ms. Tiantian Zhang (appointed on February 5, 2021)	- 張甜甜女士 (於2021年2月5日獲委任)	167	-	-	-	-	167
<b>Independent Non-executive Directors</b>		<b>獨立非執行董事</b>					
- Mr. Wong Hin Wing (appointed on April 1, 2021)	- 黃顯榮先生 (於2021年4月1日獲委任)	167	-	-	-	-	167
- Prof. Lo Yuk Lam (appointed on April 1, 2021)	- 盧毓琳教授 (於2021年4月1日獲委任)	167	-	-	-	-	167
- Dr. Tam Lai Fan Gloria (appointed on April 1, 2021 and resigned on April 11, 2022)	- 譚麗芬醫生 (於2021年4月1日獲委任，並於2022年4月11日辭任)	167	-	-	-	-	167
		<b>1,349</b>	<b>6,205</b>	<b>3,082</b>	<b>471</b>	<b>33,302</b>	<b>44,409</b>

## 9. DIRECTORS' EMOLUMENTS (CONTINUED)

## 9. 董事酬金(續)

		2020 2020年					
		Directors' fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Share-based payments	Total
		董事袍金	薪金、津貼及實物福利	酌情花紅	退休計劃供款	以股份為基礎的付款	總計
<b>Executive directors</b>	<b>執行董事</b>						
- Dr. Li Xiaoyi	- 李小羿博士	-	-	-	-	3,398	3,398
- Mr. Dai Xiangrong	- 戴向榮先生	-	-	-	-	707	707
<b>Non-executive Directors</b>	<b>非執行董事</b>						
- Ms. Leelalertsuphakun Wanee	- 李嫻妮女士	-	-	-	-	-	-
- Ms. Cai Li	- 蔡俐女士	-	-	-	-	-	-
- Mr. Chen Yu	- 陳宇先生	-	-	-	-	-	-
		-	-	-	-	4,105	4,105

## 10. INDIVIDUALS WITH HIGHEST EMOLUMENTS

## 10. 最高酬金人士

Of the five individuals with the highest emoluments, one (2020: Nil) of them is a director whose emoluments are disclosed in note 9. The aggregate of the emoluments in respect of the other four (2020: five) individuals are as follows:

在五名最高酬金人士中，一名(2020年：無)為董事，其酬金於附註9披露。其餘四名(2020年：五名)人士的酬金總額如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他酬金	6,811	3,751
Discretionary bonuses	酌情花紅	1,585	1,048
Share-based payments	以股份為基礎的付款	28,415	3,922
Retirement scheme contributions	退休計劃供款	45	44
		<b>36,856</b>	<b>8,765</b>

The emoluments of the four (2020: five) individuals with the highest emoluments are within the following bands:

四名(2020年：五名)最高酬金人士的酬金處於以下範圍：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
HK\$Nil to HK\$1,000,000	零港元至1,000,000港元	-	1
HK\$1,000,001 - HK\$1,500,000	1,000,001港元至1,500,000港元	-	2
HK\$1,500,001 - HK\$2,000,000	1,500,001港元至2,000,000港元	-	1
HK\$4,500,001 - HK\$5,000,000	4,500,001港元至5,000,000港元	-	1
HK\$7,000,001 - HK\$7,500,000	7,000,001港元至7,500,000港元	1	-
HK\$7,500,001 - HK\$8,000,000	7,500,001港元至8,000,000港元	1	-
HK\$14,000,001 - HK\$14,500,000	14,000,001港元至14,500,000港元	1	-
HK\$14,500,001 - HK\$15,000,000	14,500,001港元至15,000,000港元	1	-

## 11. LOSS PER SHARE

### (a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company of RMB2,129,780,000 (2020: RMB726,981,000) and the weighted average of 412,383,886 ordinary share (2020: 150,992,000 ordinary shares) in issue during the year after taking into account the effect of Capitalization issue, calculated as follows:

		2021 2021年 Number of shares 股份數目	2020 2020年 Number of shares 股份數目
Issued ordinary shares at the beginning of the year	年初已發行普通股	377,480	400,000
Share Repurchase	股份購回	-	(22,520)
Effect of Capitalization issue	資本化發行的影響	150,614,520	150,614,520
Effect of conversion of convertible redeemable preferred shares to ordinary shares upon IPO	於進行首次公開發售時將可轉換可贖回優先股轉換為普通股的影響	175,634,564	-
Effect of shares issued upon IPO	於進行首次公開發售時發行股份的影響	83,281,110	-
Effect of shares issued related to equity-settled share-based transactions	就以權益結算以股份為基礎的交易發行股份的影響	2,476,212	-
Weighted average number of ordinary shares at the end of the year	年末普通股加權平均數	412,383,886	150,992,000

### (b) Diluted loss per share

Diluted loss per share is the same as basic loss per share for the years ended December 31, 2021 and 2020, as all of the potential ordinary shares are anti-dilutive.

## 11. 每股虧損

### (a) 每股基本虧損

每股基本虧損乃按年內的本公司普通權益股東應佔虧損人民幣2,129,780,000元(2020年：人民幣726,981,000元)及已發行普通股加權平均數412,383,886股(2020年：150,992,000股)(已計及資本化發行的影響)計算如下：

### (b) 每股攤薄虧損

由於所有潛在普通股均具有反攤薄影響，故截至2021年及2020年12月31日止年度的每股攤薄虧損與每股基本虧損相同。



# Notes to the Financial Statements

## 財務報表附註

### 12. PROPERTY, PLANT AND EQUIPMENT

### 12. 物業、廠房及設備

#### (a) Reconciliation of carrying amount

#### (a) 賬面金額的對賬

		Properties leased for own use	Leasehold improvements	Machinery and equipment	Furniture, fixture and office equipment 傢具、固定裝置 及辦公室設備	Motor vehicle	Construction in progress	Total
		自用租賃物業 RMB'000 人民幣千元	租賃物業裝修 RMB'000 人民幣千元	機器及設備 RMB'000 人民幣千元	傢具、固定裝置 及辦公室設備 RMB'000 人民幣千元	機動車輛 RMB'000 人民幣千元	在建工程 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本：</b>							
At January 1, 2020	於2020年1月1日	35,131	4,359	109,283	3,368	-	3,077	155,218
Exchange adjustments	匯兌調整	-	-	-	(2)	-	-	(2)
Additions	添置	136	-	3,443	486	398	21,163	25,626
Transfer from construction in progress	轉撥自在建工程	-	-	13,948	-	-	(13,948)	-
Disposals	出售	-	-	-	(12)	-	-	(12)
At December 31, 2020 and January 1, 2021	於2020年12月31日及 2021年1月1日	35,267	4,359	126,674	3,840	398	10,292	180,830
Exchange adjustments	匯兌調整	(40)	(43)	-	(23)	(6)	-	(112)
Additions	添置	3,396	2,802	4,044	2,804	586	56,049	69,681
Transfer from construction in progress	轉撥自在建工程	-	-	48,010	-	-	(48,010)	-
At December 31, 2021	於2021年12月31日	38,623	7,118	178,728	6,621	978	18,331	250,399
<b>Accumulated depreciation:</b>	<b>累計折舊：</b>							
At January 1, 2020	於2020年1月1日	8,352	690	14,468	1,078	-	-	24,588
Exchange adjustments	匯兌調整	-	-	-	-*	-	-	-*
Charge for the year	年內支出	3,562	436	12,997	717	75	-	17,787
Written back on disposals	於出售時撥回	-	-	-	(3)	-	-	(3)
At December 31, 2020 and January 1, 2021	於2020年12月31日及 2021年1月1日	11,914	1,126	27,465	1,792	75	-	42,372
Exchange adjustments	匯兌調整	(12)	(4)	-	-*	-*	-	(16)
Charge for the year	年內支出	4,412	712	17,496	970	135	-	23,725
At December 31, 2021	於2021年12月31日	16,314	1,834	44,961	2,762	210	-	66,081
<b>Net book value:</b>	<b>賬面淨值：</b>							
At December 31, 2021	於2021年12月31日	22,309	5,284	133,767	3,859	768	18,331	184,318
At December 31, 2020	於2020年12月31日	23,353	3,233	99,209	2,048	323	10,292	138,458

\* The balance represents amount less than RMB1,000.

\* 結餘金額少於人民幣1,000元。

## 12. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

### (b) Right-of-use assets

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

	Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Properties leased for own use, carried at depreciated cost	自用租賃物業，按折舊成本列賬 (i)	22,309	23,353
Furniture, fixture and office equipment, carried at depreciated cost	傢具、固定裝置及辦公室設備，按折舊成本列賬 (ii)	22	39
		<b>22,331</b>	<b>23,392</b>

Notes:

- (i) Properties leased for own use

The Group has obtained the right to use properties as its buildings for its research and development, offices and staff quarters through tenancy agreements. The leases typically run for an initial period of two to ten years.

- (ii) Furniture, fixture and office equipment

The Group leases furniture, fixture and office equipment for an initial period of five years. None of the leases includes variable lease payments.

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

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset (note 7(c)):	按相關資產類別劃分的使用權資產折舊費用 (附註7(c)):		
Properties leased for own use	自用租賃物業	4,412	3,562
Furniture, fixture and office equipment	傢具、固定裝置及辦公室設備	17	17
		<b>4,429</b>	<b>3,579</b>
Interest on lease liabilities (note 7(a))	租賃負債利息(附註7(a))	<b>1,352</b>	<b>1,458</b>

During the year, additions to right-of-use assets were RMB3,396,000 (2020: RMB136,000). This amount primarily related to the capitalized lease payments payable under new tenancy agreements.

## 12. 物業、廠房及設備(續)

### (b) 使用權資產

按相關資產類別劃分的使用權資產賬面淨值分析如下：

	Notes 附註	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Properties leased for own use, carried at depreciated cost	自用租賃物業，按折舊成本列賬 (i)	22,309	23,353
Furniture, fixture and office equipment, carried at depreciated cost	傢具、固定裝置及辦公室設備，按折舊成本列賬 (ii)	22	39
		<b>22,331</b>	<b>23,392</b>

附註：

- (i) 自用租賃物業

本集團透過租賃協議取得將有關物業用作其研發、辦公室及員工宿舍樓宇的權利。租賃的初步租期通常為2至10年。

- (ii) 傢具、固定裝置及辦公室設備

本集團租賃傢具、固定裝置及辦公室設備的初步期限為5年。租賃概不包含可變租賃付款。

就租賃於損益確認的支出項目分析如下：

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Depreciation charge of right-of-use assets by class of underlying asset (note 7(c)):	按相關資產類別劃分的使用權資產折舊費用 (附註7(c)):		
Properties leased for own use	自用租賃物業	4,412	3,562
Furniture, fixture and office equipment	傢具、固定裝置及辦公室設備	17	17
		<b>4,429</b>	<b>3,579</b>
Interest on lease liabilities (note 7(a))	租賃負債利息(附註7(a))	<b>1,352</b>	<b>1,458</b>

年內添置使用權資產人民幣3,396,000元(2020年：人民幣136,000元)。此金額主要與根據新租賃協議應付的資本化租賃付款有關。

## 12. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

### (b) Right-of-use assets (Continued)

Notes: (Continued)

(ii) (Continued)

During the year ended December 31, 2021, the total cash outflow for leases were RMB5,499,000 (2020: RMB4,858,000).

Details of the maturity analysis of lease liabilities are set out in note 21.

As at December 31, 2021, the amount of prepayment of property, plant and equipment expected to be transferred to property, plant and equipment after more than one year was RMB49,812,000 (2020: RMB35,814,000).

(c) Depreciation of property, plant and equipment including right-of-use assets has been charged to the consolidated statement of profit or loss as follow:

## 12. 物業、廠房及設備(續)

### (b) 使用權資產(續)

附註：(續)

(ii) (續)

截至2021年12月31日止年度，租賃現金流出總額為人民幣5,499,000元(2020年：人民幣4,858,000元)。

租賃負債的到期日分析詳情載於附註21。

於2021年12月31日，預計於超過一年後轉撥至物業、廠房及設備的物業、廠房及設備預付款項金額為人民幣49,812,000元(2020年：人民幣35,814,000元)。

(c) 包括使用權資產在內的物業、廠房及設備折舊已於綜合損益表扣除如下：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Research and development expenses 研發開支	21,884	17,295

### 13. INTANGIBLE ASSETS

### 13. 無形資產

		Patents 專利 RMB'000 人民幣千元 (Note (b)) (附註(b))	In-licensed rights 引進特許權 RMB'000 人民幣千元 (Note (c)) (附註(c))	Softwares 軟件 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost:</b>	成本：				
At January 1, 2020	於2020年1月1日	25,652	15,849	-	41,501
Exchange adjustments	匯兌調整	-	(5,721)	(18)	(5,739)
Additions	添置	-	109,263	332	109,595
At December 31, 2020 and January 1, 2021	於2020年12月31日及 2021年1月1日	25,652	119,391	314	145,357
Exchange adjustments	匯兌調整	-	(2,966)	(201)	(3,167)
Additions	添置	-	16,529	12,434	28,963
At December 31, 2021	於2021年12月31日	25,652	132,954	12,547	171,153
<b>Accumulated amortization:</b>	累計攤銷：				
At January 1, 2020	於2020年1月1日	4,600	-	-	4,600
Exchange adjustments	匯兌調整	-	-	-*	-*
Charge for the year	年內支出	2,044	-	22	2,066
At December 31, 2020 and January 1, 2021	於2020年12月31日及 2021年1月1日	6,644	-	22	6,666
Exchange adjustments	匯兌調整	-	-	(2)	(2)
Charge for the year	年內支出	2,044	-	62	2,106
At December 31, 2021	於2021年12月31日	8,688	-	82	8,770
<b>Net book value:</b>	賬面淨值：				
At December 31, 2021	於2021年12月31日	16,964	132,954	12,465	162,383
At December 31, 2020	於2020年12月31日	19,008	119,391	292	138,691

\* The balance represents amount less than RMB1,000.

\* 結餘金額少於人民幣1,000元。

(a) Amortization of intangible assets has been charged to the consolidated statement of profit or loss as follows:

(a) 無形資產攤銷已於綜合損益表扣除如下：

	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Research and development expenses 研發開支	2,044	2,044

#### (b) Patents

On June 16, 2016, Zhaoke Pharmaceutical (HK) Limited ("Zhaoke PHK"), the then fellow subsidiary of the Company, established Zhaoke (Guangzhou) Ophthalmology Pharmaceutical Limited ("Zhaoke Guangzhou") and injected capital of US\$2,907,000 (equivalents to RMB19,974,000). During the year ended December 31, 2017, Zhaoke PHK further injected capital of US\$3,865,000 (equivalents to RMB25,652,000) to Zhaoke Guangzhou in kind of certain patents for research and development of ophthalmic drugs based on the fair value. On October 18, 2018, Zhaoke PHK transferred the entire equity interests in Zhaoke Guangzhou to Zhaoke (Hong Kong) Ophthalmology Pharmaceutical Limited ("Zhaoke Hong Kong") pursuant to the Reorganization.

#### (b) 專利

於2016年6月16日，本公司當時的同系附屬公司兆科藥業(香港)有限公司(「兆科藥業香港」)成立兆科(廣州)眼科藥物有限公司(「兆科廣州」)，並注資2,907,000美元(相當於人民幣19,974,000元)。截至2017年12月31日止年度，兆科藥業香港按公平值以若干專利形式進一步向兆科廣州注資3,865,000美元(相當於人民幣25,652,000元)，用於供眼科藥物研發。於2018年10月18日，兆科藥業香港根據重組將兆科廣州的全部股權轉讓予兆科(香港)眼科藥物有限公司(「兆科香港」)。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights

The balance of in-licensed rights represent payments made to acquire development and commercialization rights of ophthalmic products from third parties and are not available for use. Due to the inherent uncertainties in the research and development processes, these assets are particularly at risk of impairment if the project is not expected to result in a commercialize product. Key terms of these licenses are set out below:

#### (i) License agreement with TOT BIOPHARM International Company Limited ("TOT BIOPHARM")

On January 5, 2017, Zhaoke Guangzhou entered into a license agreement with TOT BIOPHARM, a China-based biopharmaceutical company dedicated to developing and commercializing innovative biological drugs and therapies and listed on the Stock Exchange, for licensing TAB014 bio-pharmaceutical know-how for development and commercialization for a period of 10 years in Mainland China, Hong Kong and Macau. TAB014 is an ophthalmic formulation of bevacizumab for the treatment of retinal neovascularisation, such as wet age-related macular degeneration ("wAMD").

Zhaoke Guangzhou made the non-refundable upfront payment of RMB8,400,000 and the first milestone payment of RMB8,400,000 upon signing of the license agreement and obtaining Investigational New Drug approval respectively during the year ended December 31, 2017. Zhaoke Guangzhou made the second milestone payment of RMB6,300,000 for execution of Phase II clinical trial during the year ended December 31, 2020. Zhaoke Guangzhou is also obliged to make certain payments upon the achievement of certain development milestones, certain commercial milestones and royalty payments at the applicable royalty rates based on net sales of the products in Mainland China, Hong Kong and Macau.

## 13. 無形資產(續)

### (c) 引進特許權

引進特許權的結餘指為從第三方獲得眼科產品的開發及商業化權利所作付款，尚未可供使用。由於研發過程中固有的不確定性，如該項目預計不會產生商業化產品，則該等資產尤其易受減值風險影響。該等許可的主要條款載列如下：

#### (i) 與東曜藥業股份有限公司(「東曜藥業」)訂立的許可協議

於2017年1月5日，兆科廣州與東曜藥業(一間致力於開發創新生物藥物及療法並將其商業化及已於聯交所上市的中國生物製藥公司)訂立許可協議，以授權在中國內地、香港及澳門開發及商業化TAB014生物製藥專有技術，為期10年。TAB014是貝伐單抗的眼科製劑，用於治療視網膜血管新生，例如濕性老年黃斑部病變(「wAMD」)。

截至2017年12月31日止年度，兆科廣州分別在簽訂許可協議及獲得新藥臨床試驗申請批准後支付不可退還預付款人民幣8,400,000元及首筆里程碑付款人民幣8,400,000元。截至2020年12月31日止年度，兆科廣州為進行第II期臨床試驗支付第二筆里程碑付款人民幣6,300,000元。兆科廣州亦有義務在實現若干開發里程碑及商業里程碑後支付若干款項，以及根據有關產品在中國內地、香港及澳門的淨銷售額按照適用的特許權使用費率支付特許權使用費。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (i) License agreement with TOT BIOPHARM International Company Limited ("TOT BIOPHARM") (Continued)

On March 1, 2022, Zhaoke Guangzhou finalized a supplemental license agreement with TOT BIOPHARM, pursuant to which Zhaoke Guangzhou will have full control and responsibility in the execution of clinical trials and the ultimate decision-making power in the development and commercialization of TAB014 in Mainland China, Hong Kong and Macau. Zhaoke Guangzhou is also given the right of developing TAB014 for other ophthalmic indications besides wAMD or novel formulations for ophthalmic indications. Pursuant to the supplemental agreement, in light of the adjustment to the mode of collaboration, the payment schedule of the commercialization milestone payments has also been adjusted accordingly such that it is primarily linked to the regulatory approval progress of TAB014, while the total milestone payment amount remains the same as that in the original agreement signed on January 5, 2017.

As at December 31, 2021 and 2020, TAB014 was not ready for use and the Group continues the underlying research and development activities. As such, it is subject to annual impairment test based on the recoverable amount of the cash generating unit ("CGU") to which the intangible asset is related to which is at the product level. Management determined the recoverable amount of the relevant CGU using the value in use calculations. These calculations use cash flow projections based on management's expectations of timing of commercialization, market penetration rate and success rate of commercialization over TAB014's license period. The valuation is considered to be level 3 in the fair value measurement hierarchy due to unobservable inputs used in the valuation.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (i) 與東曜藥業股份有限公司 (「東曜藥業」)訂立的許可協議(續)

於2022年3月1日，兆科廣州與東曜藥業落實一份補充許可協議，據此，兆科廣州將對執行TAB014的臨床試驗擁有全面控制權及責任，並對TAB014的開發及在中港澳商業化擁有最終決策權。兆科廣州亦獲得就wAMD以外其他眼科適應症開發TAB014或就眼科適應症開發創新藥方的權利。根據補充協議，由於對合作模式作出調整，故商業化里程碑付款的付款時間表亦已相應調整，致使時間表主要與TAB014的監管審批進度掛鈎，而總里程碑付款額與於2017年1月5日簽訂的原協議所列者一致。

於2021年及2020年12月31日，TAB014尚未可供使用，本集團繼續開展相關研發活動。因此，其須根據與無形資產在產品層面相關的現金產生單位的可收回金額進行年度減值測試。管理層採用使用價值計算法釐定相關現金產生單位的可收回金額。本集團基於管理層對TAB014許可期內商業化時間表、市場滲透率及商業化成功率的預期，使用現金流量預測計算使用價值。由於估值使用不可觀察輸入數據，故該估值被視為公平值計量層級中的第三級。



### 13. INTANGIBLE ASSETS (CONTINUED)

#### (c) In-licensed rights (Continued)

##### (i) License agreement with TOT BIOPHARM International Company Limited ("TOT BIOPHARM") (Continued)

With the assistance of an external appraiser, management determined the recoverable amount of TAB014 based on the following approach and the key assumptions:

- TAB014 will generate net cash inflows based on the research and development process and experience of the approval process;
- The expected market penetration rate was based on the expected selling conditions considering the features of marketing and technology development;
- The discount rate used is pre-tax and reflects specific risks relating to the relevant products; and
- The expected success rate of commercialization by reference to practices of pharmaceutical industries, development of technologies and related regulations from administrations.

The key assumptions used for fair value calculation as at December 31, 2021 and 2020 are as follows:

		<b>2021</b> 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Pre-tax discount rate	稅前貼現率	<b>25%</b>	24%
Expected revenue growth rate	預期收益增長率	<b>10%~484%</b>	40%~171%
Expected market penetration rate	預期市場滲透率	<b>1%~12%</b>	5%~35%
Expected success rate of commercialization	預期商業化成功率	<b>51%</b>	38%
Recoverable amount of CGU (in RMB'000)	現金產生單位的可收回金額 (人民幣千元)	<b>164,012</b>	80,039
Carrying amount of CGU (in RMB'000)	現金產生單位的賬面金額 (人民幣千元)	<b>21,792</b>	21,792

Based on the result of impairment assessment, there was no impairment as at December 31, 2021 and 2020.

### 13. 無形資產(續)

#### (c) 引進特許權(續)

##### (i) 與東曜藥業股份有限公司(「東曜藥業」)訂立的許可協議(續)

在外聘估值師的協助下，管理層按以下方法及主要假設釐定TAB014的可收回金額：

- 根據研發過程及審批過程的經驗，TAB014將可產生現金流入淨額；
- 預期市場滲透率乃根據預期銷售情況得出，當中考慮到營銷及技術開發的特點；
- 所使用的貼現率為稅前，並反映相關產品的特定風險；及
- 預期商業化成功率參考製藥行業的慣例、技術發展及行政管理部門的相關規定。

於2021年及2020年12月31日，用於計算公平值的主要假設如下：

根據減值評估的結果，於2021年及2020年12月31日，概無出現減值。

### 13. INTANGIBLE ASSETS (CONTINUED)

#### (c) In-licensed rights (Continued)

(i) License agreement with TOT BIOPHARM International Company Limited (“TOT BIOPHARM”) (Continued)

*Impairment test – sensitivity*

The Group has performed sensitivity test by increasing 1% of pre-tax discount rate or decreasing 5% of expected revenue, which are the key assumptions for determining the recoverable amount of the intangible asset, with all other variables held constant. The impacts on the amount by which the intangible asset’s recoverable amount above its carrying amount (headroom) are as below:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Headroom	緩衝	142,220	58,247
Impact by increasing pre-tax discount rate	提高稅前貼現率的影響	(21,070)	(10,136)
Impact by decreasing expected revenue	降低預期收益的影響	(14,429)	(9,080)

Considering there was still sufficient headroom based on the assessment, management believes that a reasonably possible change in any of the key assumptions on which management has based its determination of the CGU’s recoverable amount would not cause its carrying amount to exceed its recoverable amount.

### 13. 無形資產(續)

#### (c) 引進特許權(續)

(i) 與東曜藥業股份有限公司 (「東曜藥業」)訂立的許可協議(續)

*減值測試－敏感度*

本集團通過在所有其他變數保持不變的情況下，分別將稅前貼現率提高1%或預期收益降低5%(兩者為釐定無形資產可收回金額的主要假設)進行敏感度測試。對無形資產可收回金額超出其賬面金額的數額(緩衝)的影響如下：

考慮到經評估後仍有充足的緩衝，管理層認為其釐定現金產生單位可收回金額所依據的任何主要假設的合理可能變更不會導致賬面金額超過可收回金額。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (ii) License agreement with IACTA Pharmaceuticals Inc. ("IACTA")

On July 24, 2020, Zhaoke Hong Kong entered into a license agreement with IACTA, a US-based ophthalmology-focused pharmaceutical company developing drugs with novel mechanisms of action that treat diseases in areas of significant unmet medical need, to acquire the exclusive rights to IC-265 for dry eye and IC-270 for allergic conjunctivitis (i.e. "Licensed know-how") for development and commercialization for a period of 10 years in Mainland China, Hong Kong, Macau, Taiwan and the South East Asian countries.

Zhaoke Hong Kong made a non-refundable upfront payment of US\$1,500,000 (equivalent to RMB10,391,000) during the year ended December 31, 2020. Zhaoke Hong Kong is also obliged to make certain payments upon the achievement of specific development milestones, commercial milestones and royalty payments based on net sales of the products in Mainland China, Hong Kong, Macau, Taiwan and the South East Asian countries.

As at December 31, 2021 and 2020, the Licensed know-how was not ready for use and the Group continues the underlying research and development activities. As such, it is subject to annual impairment test based on the recoverable amount of the CGU to which the intangible asset is related to which is at the product level. Management determined the recoverable amount of the relevant CGU using the value in use calculations. These calculations use cash flow projections based on management's expectations of timing of commercialization, market penetration rate and success rate of commercialization over the Licensed know-how's license period. The valuation is considered to be level 3 in the fair value measurement hierarchy due to unobservable inputs used in the valuation.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (ii) 與IACTA Pharmaceuticals Inc. (「IACTA」)訂立的許可協議

於2020年7月24日，兆科香港與IACTA(一間專注眼科藥物的美國製藥公司，為治療醫療需求缺口巨大的疾病開發具新型作用機制的藥物)訂立許可協議，以收購用於乾眼症的IC-265及用於過敏性結膜炎的IC-270的獨家權利(即「授權專有技術」)，以於中國內地、香港、澳門、台灣及東南亞國家開發及商業化，為期10年。

截至2020年12月31日止年度，兆科香港已支付不可退還預付款1,500,000美元(相當於人民幣10,391,000元)。兆科香港亦有義務在實現若干具體開發里程碑及商業里程碑後支付若干款項，以及根據有關產品在中國內地、香港、澳門、台灣及東南亞國家的淨銷售額支付特許權使用費。

於2021年及2020年12月31日，授權專有技術尚未可供使用，本集團繼續開展相關研發活動。因此，其須根據與無形資產在產品層面相關的現金產生單位的可收回金額進行年度減值測試。管理層採用使用價值計算法釐定相關現金產生單位的可收回金額。本集團基於管理層對授權專有技術許可期內商業化時間表、市場滲透率及商業化成功率預期，使用現金流量預測計算使用價值。由於估值使用不可觀察輸入數據，故該估值被視為公平值計量層級中的第三級。

### 13. INTANGIBLE ASSETS (CONTINUED)

#### (c) In-licensed rights (Continued)

##### (ii) License agreement with IACTA Pharmaceuticals Inc. ("IACTA") (Continued)

With the assistance of an external appraiser, management determined the recoverable amount of the Licensed know-how based on the following approach and the key assumptions:

- The Licensed know-how will generate net cash inflows based on the research and development process and experience of the approval process;
- The expected market penetration rate was based on the expected selling conditions considering the features of marketing and technology development;
- The discount rate used is pre-tax and reflects specific risks relating to the relevant products; and
- The expected success rate of commercialization by reference to practices of pharmaceutical industries, development of technologies and related regulations from administrations.

The key assumptions used for fair value calculation as at December 31, 2021 and 2020 is as follows:

		2021 2021年	2020 2020年
Pre-tax discount rate	稅前貼現率	27%	24%
Expected revenue growth rate	預期收益增長率	1%~847%	1%~324%
Expected market penetration rate	預期市場滲透率	1%~4%	1%~10%
Expected success rate of commercialization	預期商業化成功率	29%	28%~31%
Recoverable amount of CGU (in RMB'000)	現金產生單位的可收回金額 (人民幣千元)	92,460	93,588
Carrying amount of CGU (in RMB'000)	現金產生單位的賬面金額 (人民幣千元)	9,540	9,815

Based on the result of impairment assessment, there was no impairment as at December 31, 2021 and 2020.

### 13. 無形資產(續)

#### (c) 引進特許權(續)

##### (ii) 與IACTA Pharmaceuticals Inc. (「IACTA」)訂立的許可協議(續)

在外聘估值師的協助下，管理層按以下方法及主要假設釐定授權專有技術的可收回金額：

- 根據研發過程及審批過程的經驗，授權專有技術將可產生現金流入淨額；
- 預期市場滲透率乃根據預期銷售情況得出，當中考慮到營銷及技術開發的特點；
- 所使用的貼現率為稅前，並反映相關產品的特定風險；及
- 預期商業化成功率參考製藥行業的慣例、技術發展及行政管理部門的相關規定。

於2021年及2020年12月31日，用於計算公平值的主要假設如下：

根據減值評估的結果，於2021年及2020年12月31日，概無出現減值。

### 13. INTANGIBLE ASSETS (CONTINUED)

#### (c) In-licensed rights (Continued)

##### (ii) License agreement with IACTA Pharmaceuticals Inc. ("IACTA") (Continued)

##### Impairment test – sensitivity

The Group has performed sensitivity test by increasing 1% of pre-tax discount rate or decreasing 5% of expected revenue, which are the key assumptions for determining the recoverable amount of the intangible asset, with all other variables held constant. The impacts on the amount by which the intangible asset's recoverable amount above its carrying amount (headroom) are as below:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Headroom	緩衝	82,920	83,773
Impact by increasing pre-tax discount rate	提高稅前貼現率的影響	(12,049)	(12,890)
Impact by decreasing expected revenue	降低預期收益的影響	(6,149)	(8,441)

Considering there was still sufficient headroom based on the assessment, management believes that a reasonably possible change in any of the key assumptions on which management has based its determination of the CGU's recoverable amount would not cause its carrying amount to exceed its recoverable amount.

### 13. 無形資產(續)

#### (c) 引進特許權(續)

##### (ii) 與IACTA Pharmaceuticals Inc. (「IACTA」)訂立的許可協議(續)

##### 減值測試－敏感度

本集團通過在所有其他變數保持不變的情況下，分別將稅前貼現率提高1%或預期收益降低5%(兩者為釐定無形資產可收回金額的主要假設)進行敏感度測試。對無形資產可收回金額超出其賬面金額的數額(緩衝)的影響如下：

考慮到經評估後仍有充足的緩衝，管理層認為其釐定現金產生單位可收回金額所依據的任何主要假設的合理可能變更不會導致賬面金額超過可收回金額。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (iii) License agreement with Nevakar, Inc. ("Nevakar")

On October 19, 2020, Zhaoke Hong Kong entered into a license agreement with Nevakar, a US-based biopharmaceutical company developing multiple innovative medications in the ophthalmic and hospital injectable areas, for the exclusive rights to develop, manufacture and commercialize NVK-002, a novel topical eye treatment for slowing the progression of myopia in children, for a period of 15 years in Mainland China, Hong Kong, Macau, Taiwan, South Korea and the South East Asian countries.

Zhaoke Hong Kong made a non-refundable upfront payment of US\$10,000,000 (equivalent to RMB68,828,000) during the year ended December 31, 2020. Zhaoke Hong Kong is also obliged to make certain payments upon the achievement of specific development milestones, commercial milestones and royalty payments based on net sales of the products in Mainland China, Hong Kong, Macau, Taiwan and the South East Asian countries.

As at December 31, 2021 and 2020, NVK-002 was not ready for use and the Group continues the underlying research and development activities. As such, it is subject to annual impairment test based on the recoverable amount of the CGU to which the intangible asset is related to which is at the product level. Management determined the recoverable amount of the relevant CGU using the value in use calculations. These calculations use cash flow projections based on management's expectations of timing of commercialization, market penetration rate and success rate of commercialization over NVK-002's license period. The valuation is considered to be level 3 in the fair value measurement hierarchy due to unobservable inputs used in the valuation.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (iii) 與Nevakar, Inc. ("Nevakar")訂立的許可 協議

於2020年10月19日，兆科香港與Nevakar(一間總部設於美國、開發多種眼科及醫院可注射範圍創新藥的生物製藥公司)訂立許可協議，以取得於中國內地、香港、澳門、台灣、韓國及東南亞國家開發、製造及商業化NVK-002(一種減慢兒童近視加深的新型外用眼部療法)的獨家權利，為期15年。

截至2020年12月31日止年度，兆科香港已支付不可退還預付款10,000,000美元(相當於人民幣68,828,000元)。兆科香港亦有義務在實現若干具體開發里程碑及商業里程碑後支付若干款項，以及根據有關產品在中國內地、香港、澳門、台灣及東南亞國家的淨銷售額支付特許權使用費。

於2021年及2020年12月31日，NVK-002尚未可供使用，本集團繼續開展相關研發活動。因此，其須根據與無形資產在產品層面相關的現金產生單位的可收回金額進行年度減值測試。管理層採用使用價值計算法釐定相關現金產生單位的可收回金額。本集團基於管理層對NVK-002許可期內商業化時間表、市場滲透率及商業化成功率的預期，使用現金流量預測計算使用價值。由於估值使用不可觀察輸入數據，故該估值被視為公平值計量層級中的第三級。



## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (iii) License agreement with Nevakar, Inc. ("Nevakar") (Continued)

With the assistance of an external appraiser, management determined the recoverable amount of NVK-002 based on the following approach and the key assumptions:

- NVK-002 will generate net cash inflows based on the research and development process and experience of the approval process;
- The expected market penetration rate was based on the expected selling conditions considering the features of marketing and technology development;
- The discount rate used is pre-tax and reflects specific risks relating to the relevant products; and
- The expected success rate of commercialization by reference to practices of pharmaceutical industries, development of technologies and related regulations from administrations.

The key assumptions used for fair value calculation as at December 31, 2021 is as follows:

		2021 2021年
Pre-tax discount rate	稅前貼現率	24%
Expected revenue growth rate	預期收益增長率	-5%~84%
Expected market penetration rate	預期市場滲透率	1%~2%
Expected success rate of commercialization	預期商業化成功率	72%
Recoverable amount of CGU (in RMB'000)	現金產生單位的可收回金額(人民幣千元)	905,680
Carrying amount of CGU (in RMB'000)	現金產生單位的賬面金額(人民幣千元)	63,214

Based on the result of impairment assessment, there was no impairment as at December 31, 2021.

The carrying amount of the CGU of NVK-002 was RMB65,018,000 at December 31, 2020. Considering the short period since the date of acquisition of NVK-002, there was no impairment as at December 31, 2020.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (iii) 與Nevakar, Inc. ("Nevakar")訂立的許可 協議(續)

在外聘估值師的協助下，管理層按以下方法及主要假設釐定NVK-002的可收回金額：

- 根據研發過程及審批過程的經驗，NVK-002將可產生現金流入淨額；
- 預期市場滲透率乃根據預期銷售情況得出，當中考慮到營銷及技術開發的特點；
- 所使用的貼現率為稅前，並反映相關產品的特定風險；及
- 預期商業化成功率參考製藥行業的慣例、技術發展及行政管理部門的相關規定。

於2021年12月31日，用於計算公平值的主要假設如下：

根據減值評估的結果，於2021年12月31日概無出現減值。

於2020年12月31日，NVK-002現金產生單位的賬面金額為人民幣65,018,000元。考慮到取得NVK-002為時不長，故於2020年12月31日概無出現減值。

### 13. INTANGIBLE ASSETS (CONTINUED)

#### (c) In-licensed rights (Continued)

##### (iii) License agreement with Nevakar, Inc. (“Nevakar”) (Continued)

##### Impairment test – sensitivity

The Group has performed sensitivity test by increasing 1% of pre-tax discount rate or decreasing 5% of expected revenue, which are the key assumptions for determining the recoverable amount of the intangible asset, with all other variables held constant. The impacts on the amount by which the intangible asset’s recoverable amount above its carrying amount (headroom) are as below:

		2021 2021年 RMB'000 人民幣千元
Headroom	緩衝	842,466
Impact by increasing pre-tax discount rate	提高稅前貼現率的影響	(96,017)
Impact by decreasing expected revenue	降低預期收益的影響	(66,345)

Considering there was still sufficient headroom based on the assessment, management believes that a reasonably possible change in any of the key assumptions on which management has based its determination of the CGU’s recoverable amount would not cause its carrying amount to exceed its recoverable amount.

### 13. 無形資產(續)

#### (c) 引進特許權(續)

##### (iii) 與Nevakar, Inc. (「Nevakar」)訂立的許可 協議(續)

##### 減值測試－敏感度

本集團通過在所有其他變數保持不變的情況下，分別將稅前貼現率提高1%或預期收益降低5%(兩者為釐定無形資產可收回金額的主要假設)進行敏感度測試。對無形資產可收回金額超出其賬面金額的數額(緩衝)的影響如下：

考慮到經評估後仍有充足的緩衝，管理層認為其釐定現金產生單位可收回金額所依據的任何主要假設的合理可能變更不會導致賬面金額超過可收回金額。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (iv) License agreement with PanOptica, Inc. ("PAN")

On December 15, 2020, Zhaoke Hong Kong entered into a license agreement with PAN, a US-based ophthalmology-focused pharmaceutical company developing a topical eye drop for the treatment of sight-threatening eye diseases caused by abnormal or leaky blood vessels, for the exclusive rights to develop, manufacture and commercialize PAN-90806, a wAMD solution, for a period of 10 years in Mainland China, Hong Kong, Macau, Taiwan, South Korea and the South East Asian countries.

Zhaoke Hong Kong made an upfront payment of US\$3,500,000 (equivalent to RMB24,101,000) during the year ended December 31, 2020. Zhaoke Hong Kong is also obliged to make certain payments upon the achievement of specific development milestones, commercial milestones and royalty payments based on net sales of the products in Mainland China, Hong Kong, Macau, Taiwan and the South East Asian countries.

As at December 31, 2021 and 2020, PAN-90806 was not ready for use and the Group continues the underlying research and development activities. As such, it is subject to annual impairment test based on the recoverable amount of the CGU to which the intangible asset is related to which is at the product level. Management determined the recoverable amount of the relevant CGU using the value in use calculations. These calculations use cash flow projections based on management's expectations of timing of commercialization, market penetration rate and success rate of commercialization over PAN-90806's license period. The valuation is considered to be level 3 in the fair value measurement hierarchy due to unobservable inputs used in the valuation.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (iv) 與PanOptica, Inc. ("PAN")訂立的許可協議

於2020年12月15日，兆科香港與PAN(一間總部設於美國、專注眼科藥物的製藥公司，正為治療因血管異常或出血引致對視力構成威脅的眼部疾病而開發一種外用滴眼液)訂立許可協議，以獲取在中國內地、香港、澳門、台灣、韓國及東南亞國家開發、製造及商業化PAN-90806(一種wAMD解決方案)的獨家權利，為期10年。

截至2020年12月31日止年度，兆科香港已支付預付款3,500,000美元(相當於人民幣24,101,000元)。兆科香港亦有義務在實現若干具體開發里程碑及商業里程碑後支付若干款項，以及根據有關產品在中國內地、香港、澳門、台灣及東南亞國家的淨銷售額支付特許權使用費。

於2021年及2020年12月31日，PAN-90806尚未可供使用，本集團繼續開展相關研發活動。因此，其須根據與無形資產在產品層面相關的現金產生單位的可收回金額進行年度減值測試。管理層採用使用價值計算法釐定相關現金產生單位的可收回金額。本集團基於管理層對PAN-90806許可期內商業化時間表、市場滲透率及商業化成功率之預期，使用現金流量預測計算使用價值。由於估值使用不可觀察輸入數據，故該估值被視為公平值計量層級中的第三級。

### 13. INTANGIBLE ASSETS (CONTINUED)

#### (c) In-licensed rights (Continued)

##### (iv) License agreement with PanOptica, Inc. (“PAN”) (Continued)

With the assistance of an external appraiser, management determined the recoverable amount of PAN-90806 based on the following approach and the key assumptions:

- PAN-90806 will generate net cash inflows based on the research and development process and experience of the approval process;
- The expected market penetration rate was based on the expected selling conditions considering the features of marketing and technology development;
- The discount rate used is pre-tax and reflects specific risks relating to the relevant products; and
- The expected success rate of commercialization by reference to practices of pharmaceutical industries, development of technologies and related regulations from administrations.

The key assumptions used for fair value calculation as at December 31, 2021 is as follows:

		2021 2021年
Pre-tax discount rate	稅前貼現率	28%
Expected revenue growth rate	預期收益增長率	-5%~291%
Expected market penetration rate	預期市場滲透率	1%~11%
Expected success rate of commercialization	預期商業化成功率	30%
Recoverable amount of CGU (in RMB'000)	現金產生單位的可收回金額(人民幣千元)	387,421
Carrying amount of CGU (in RMB'000)	現金產生單位的賬面金額(人民幣千元)	22,135

Based on the result of impairment assessment, there was no impairment as at December 31, 2021.

The carrying amount of the CGU of PAN-90806 was RMB22,766,000 at December 31, 2020. Considering the short period since the date of acquisition of PAN-90806, there was no impairment as at December 31, 2020.

### 13. 無形資產(續)

#### (c) 引進特許權(續)

##### (iv) 與PanOptica, Inc. (“PAN”)訂立的許可協議(續)

在外聘估值師的協助下，管理層按以下方法及主要假設釐定PAN-90806的可收回金額：

- 根據研發過程及審批過程的經驗，PAN-90806將可產生現金流入淨額；
- 預期市場滲透率乃根據預期銷售情況得出，當中考慮到營銷及技術開發的特點；
- 所使用的貼現率為稅前，並反映相關產品的特定風險；及
- 預期商業化成功率參考製藥行業的慣例、技術發展及行政管理部門的相關規定。

於2021年12月31日，用於計算公平值的主要假設如下：

根據減值評估的結果，於2021年12月31日概無出現減值。

於2020年12月31日，PAN-90806現金產生單位的賬面金額為人民幣22,766,000元。考慮到取得PAN-90806為時不長，故於2020年12月31日概無出現減值。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (iv) License agreement with PanOptica, Inc. ("PAN") (Continued)

##### Impairment test – sensitivity

The Group has performed sensitivity test by increasing 1% of pre-tax discount rate or decreasing 5% of expected revenue, which are the key assumptions for determining the recoverable amount of the intangible asset, with all other variables held constant. The impacts on the amount by which the intangible asset's recoverable amount above its carrying amount (headroom) are as below:

		2021 2021年 RMB'000 人民幣千元
Headroom	緩衝	365,286
Impact by increasing pre-tax discount rate	提高稅前貼現率的影響	(44,447)
Impact by decreasing expected revenue	降低預期收益的影響	(25,444)

Considering there was still sufficient headroom based on the assessment, management believes that a reasonably possible change in any of the key assumptions on which management has based its determination of the CGU's recoverable amount would not cause its carrying amount to exceed its recoverable amount.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (iv) 與PanOptica, Inc. (「PAN」)訂立的許可協議(續)

##### 減值測試－敏感度

本集團通過在所有其他變數保持不變的情況下，分別將稅前貼現率提高1%或預期收益降低5%（兩者為釐定無形資產可收回金額的主要假設）進行敏感度測試。對無形資產可收回金額超出其賬面金額的數額（緩衝）的影響如下：

考慮到經評估後仍有充足的緩衝，管理層認為其釐定現金產生單位可收回金額所依據的任何主要假設的合理可能變更不會導致賬面金額超過可收回金額。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (v) License agreement with NTC S.r.l. ("NTC")

Zhaoke Hong Kong entered into a license agreement with NTC, an Italy-based pharmaceutical company specialized in developing innovative therapeutic solutions in the areas of drugs, nutraceuticals and medical devices, to acquire the exclusive rights to NTC014 for the indication of moderate-to-severe bacterial conjunctivitis and NTC010 for the prevention and treatment of inflammation and inflection associated with cataract surgery for development and commercialization for a period of 12 years in Mainland China, Hong Kong, Macau, Taiwan and the South East Asian countries.

#### NTC014

On December 31, 2020, Zhaoke Hong Kong entered into a license agreement with NTC for licensing NTC014 for development and commercialization for a period of 12 years in Mainland China, Hong Kong, Macau, Taiwan and the South East Asian countries.

Zhaoke Hong Kong made a non-refundable upfront payment of EUR400,000 (equivalent to RMB3,109,000) during the year ended December 31, 2021. Zhaoke Hong Kong is also obliged to make certain payments upon the achievement of specific development milestones and commercial milestones.

As at December 31, 2021, NTC014 were not ready for use and the Group continues the underlying research and development activities. As such, it is subject to annual impairment test based on the recoverable amount of the CGU to which the intangible asset is related to which is at the product level. Management determined the recoverable amount of the relevant CGU using the value in use calculations. These calculations use cash flow projections based on management's expectations of timing of commercialization, market penetration rate and success rate of commercialization over NTC014's license period. The valuation is considered to be level 3 in the fair value measurement hierarchy due to unobservable inputs used in the valuation.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (v) 與NTC S.r.l. (「NTC」) 訂立的許可協議

兆科香港與NTC(一間總部位於意大利的製藥公司,專門從事藥物、營養保健品及醫療器械範圍的創新療法方案開發)訂立許可協議,以獲取在中國內地、香港、澳門、台灣及東南亞國家開發及商業化用於治療中重度細菌性結膜炎適應症的NTC014及用於預防及治療白內障手術相關炎症及感染的NTC010的獨家權利,為期12年。

#### NTC014

於2020年12月31日,兆科香港與NTC訂立許可協議,以獲取在中國內地、香港、澳門、台灣及東南亞國家開發及商業化NTC014的許可權,為期12年。

截至2021年12月31日止年度,兆科香港已支付不可退還預付款400,000歐元(相當於人民幣3,109,000元)。兆科香港亦有義務在實現若干具體開發里程碑及商業里程碑後支付若干款項。

於2021年12月31日,NTC014尚未可供使用,本集團繼續開展相關研發活動。因此,其須根據與無形資產在產品層面相關的現金產生單位的可收回金額進行年度減值測試。管理層採用使用價值計算法釐定相關現金產生單位的可收回金額。本集團基於管理層對NTC014許可期內商業化時間表、市場滲透率及商業化成功率之預期,使用現金流量預測計算使用價值。由於估值使用不可觀察輸入數據,故該估值被視為公平值計量層級中的第三級。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (v) License agreement with NTC S.r.l. ("NTC") (Continued)

##### NTC014 (Continued)

With the assistance of an external appraiser, management determined the recoverable amount of NTC014 based on the following approach and the key assumptions:

- NTC014 will generate net cash inflows based on the research and development process and experience of the approval process;
- The expected market penetration rate was based on the expected selling conditions considering the features of marketing and technology development;
- The discount rate used is pre-tax and reflects specific risks relating to the relevant products; and
- The expected success rate of commercialization by reference to practices of pharmaceutical industries, development of technologies and related regulations from administrations.

The key assumptions used for fair value calculation as at December 31, 2021 is as follows:

		2021 2021年
Pre-tax discount rate	稅前貼現率	26%
Expected revenue growth rate	預期收益增長率	0%~82%
Expected market penetration rate	預期市場滲透率	6%~34%
Expected success rate of commercialization	預期商業化成功率	54%
Recoverable amount of CGU (in RMB'000)	現金產生單位的可收回金額(人民幣千元)	17,883
Carrying amount of CGU (in RMB'000)	現金產生單位的賬面金額(人民幣千元)	3,061

Based on the result of impairment assessment, there was no impairment as at December 31, 2021.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (v) 與NTC S.r.l.(「NTC」) 訂立的許可協議(續)

##### NTC014(續)

在外聘估值師的協助下，管理層按以下方法及主要假設釐定NTC014的可收回金額：

- 根據研發過程及審批過程的經驗，NTC014將可產生現金流入淨額；
- 預期市場滲透率乃根據預期銷售情況得出，當中考慮到營銷及技術開發的特點；
- 所使用的貼現率為稅前，並反映相關產品的特定風險；及
- 預期商業化成功率參考製藥行業的慣例、技術發展及行政管理部門的相關規定。

於2021年12月31日，用於計算公平值的主要假設如下：

根據減值評估的結果，於2021年12月31日概無出現減值。



### 13. INTANGIBLE ASSETS (CONTINUED)

#### (c) In-licensed rights (Continued)

##### (v) License agreement with NTC S.r.l. ("NTC") (Continued)

##### Impairment test – sensitivity

The Group has performed sensitivity test by increasing 1% of pre-tax discount rate or decreasing 5% of expected revenue, which are the key assumptions for determining the recoverable amount of the intangible asset, with all other variables held constant. The impacts on the amount by which the intangible asset's recoverable amount above its carrying amount (headroom) are as below:

		2021 2021年 RMB'000 人民幣千元
Headroom	緩衝	14,822
Impact by increasing pre-tax discount rate	提高稅前貼現率的影響	(4,059)
Impact by decreasing expected revenue	降低預期收益的影響	(2,827)

Considering there was still sufficient headroom based on the assessment, management believes that a reasonably possible change in any of the key assumptions on which management has based its determination of the CGU's recoverable amount would not cause its carrying amount to exceed its recoverable amount.

### 13. 無形資產(續)

#### (c) 引進特許權(續)

##### (v) 與NTC S.r.l. (「NTC」) 訂立的許可協議(續)

##### 減值測試－敏感度

本集團通過在所有其他變數保持不變的情況下，分別將稅前貼現率提高1%或預期收益降低5% (兩者為釐定無形資產可收回金額的主要假設) 進行敏感度測試。對無形資產可收回金額超出其賬面金額的數額 (緩衝) 的影響如下：

考慮到經評估後仍有充足的緩衝，管理層認為其釐定現金產生單位可收回金額所依據的任何主要假設的合理可能變更不會導致賬面金額超過可收回金額。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (v) License agreement with NTC S.r.l. ("NTC") (Continued)

##### *NTC010*

On February 15, 2021, Zhaoke Hong Kong entered into a license agreement with NTC for licensing NTC010 for development and commercialization in Mainland China.

Zhaoke Hong Kong made the non-refundable upfront payment of EUR300,000 (equivalent to RMB2,333,000) and the first milestone payment of EUR600,000 (equivalent to RMB4,666,000) upon signing of the license agreement and obtaining Investigational New Drug approval respectively during the year ended December 31, 2021. Zhaoke Hong Kong is also obliged to make certain payments upon the achievement of specific development milestones and commercial milestones.

As at December 31, 2021, NTC010 were not ready for use and the Group continues the underlying research and development activities. As such, it is subject to annual impairment test based on the recoverable amount of the CGU to which the intangible asset is related to which is at the product level. Management determined the recoverable amount of the relevant CGU using the value in use calculations. These calculations use cash flow projections based on management's expectations of timing of commercialization, market penetration rate and success rate of commercialization over NTC010's estimated useful life of 10 years. The valuation is considered to be level 3 in the fair value measurement hierarchy due to unobservable inputs used in the valuation.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (v) 與NTC S.r.l. (「NTC」) 訂立的許可協議(續)

##### *NTC010*

於2021年2月15日，兆科香港與NTC訂立許可協議，以獲取在中國內地開發及商業化NTC010的許可權。

截至2021年12月31日止年度，兆科香港分別在簽訂許可協議及獲得新藥臨床試驗申請批准後支付不可退還預付款300,000歐元(相當於人民幣2,333,000元)及首筆里程碑付款600,000歐元(相當於人民幣4,666,000元)。兆科香港亦有義務在實現若干具體開發里程碑及商業里程碑後支付若干款項。

於2021年12月31日，NTC010尚未可供使用，本集團繼續開展相關研發活動。因此，其須根據與無形資產在產品層面相關的現金產生單位的可收回金額進行年度減值測試。管理層採用使用價值計算法釐定相關現金產生單位的可收回金額。本集團基於管理層對NTC010估計可使用年期10年內商業化時間表、市場滲透率及商業化成功率的預期，使用現金流量預測計算使用價值。由於估值使用不可觀察輸入數據，故該估值被視為公平值計量層級中的第三級。

### 13. INTANGIBLE ASSETS (CONTINUED)

#### (c) In-licensed rights (Continued)

##### (v) License agreement with NTC S.r.l. ("NTC") (Continued)

###### NTC010 (Continued)

With the assistance of an external appraiser, management determined the recoverable amount of NTC010 based on the following approach and the key assumptions:

- NTC010 will generate net cash inflows based on the research and development process and experience of the approval process;
- The expected market penetration rate was based on the expected selling conditions considering the features of marketing and technology development;
- The discount rate used is pre-tax and reflects specific risks relating to the relevant products; and
- The expected success rate of commercialization by reference to practices of pharmaceutical industries, development of technologies and related regulations from administrations.

The key assumptions used for fair value calculation as at December 31, 2021 is as follows:

		2021 2021年
Pre-tax discount rate	稅前貼現率	24%
Expected revenue growth rate	預期收益增長率	8%~140%
Expected market penetration rate	預期市場滲透率	5%~35%
Expected success rate of commercialization	預期商業化成功率	54%
Recoverable amount of CGU (in RMB'000)	現金產生單位的可收回金額(人民幣千元)	96,819
Carrying amount of CGU (in RMB'000)	現金產生單位的賬面金額(人民幣千元)	6,891

Based on the result of impairment assessment, there was no impairment as at December 31, 2021.

### 13. 無形資產(續)

#### (c) 引進特許權(續)

##### (v) 與NTC S.r.l.(「NTC」)訂立的許可協議(續)

###### NTC010(續)

在外聘估值師的協助下，管理層按以下方法及主要假設釐定NTC010的可收回金額：

- 根據研發過程及審批過程的經驗，NTC010將可產生現金流入淨額；
- 預期市場滲透率乃根據預期銷售情況得出，當中考慮到營銷及技術開發的特點；
- 所使用的貼現率為稅前，並反映相關產品的特定風險；及
- 預期商業化成功率參考製藥行業的慣例、技術發展及行政管理部門的相關規定。

於2021年12月31日，用於計算公平值的主要假設如下：

根據減值評估的結果，於2021年12月31日概無出現減值。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (v) License agreement with NTC S.r.l. ("NTC") (Continued)

##### Impairment test – sensitivity

The Group has performed sensitivity test by increasing 1% of pre-tax discount rate or decreasing 5% of expected revenue, which are the key assumptions for determining the recoverable amount of the intangible asset, with all other variables held constant. The impacts on the amount by which the intangible asset's recoverable amount above its carrying amount (headroom) are as below:

		2021 2021年 RMB'000 人民幣千元
Headroom	緩衝	89,928
Impact by increasing pre-tax discount rate	提高稅前貼現率的影響	(8,756)
Impact by decreasing expected revenue	降低預期收益的影響	(6,746)

Considering there was still sufficient headroom based on the assessment, management believes that a reasonably possible change in any of the key assumptions on which management has based its determination of the CGU's recoverable amount would not cause its carrying amount to exceed its recoverable amount.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (v) 與NTC S.r.l. (「NTC」) 訂立的許可協議(續)

##### 減值測試－敏感度

本集團通過在所有其他變數保持不變的情況下，分別將稅前貼現率提高1%或預期收益降低5% (兩者為釐定無形資產可收回金額的主要假設) 進行敏感度測試。對無形資產可收回金額超出其賬面金額的數額 (緩衝) 的影響如下：

考慮到經評估後仍有充足的緩衝，管理層認為其釐定現金產生單位可收回金額所依據的任何主要假設的合理可能變更不會導致賬面金額超過可收回金額。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (vi) License agreement with KATO Pharmaceuticals, Inc. ("KATO")

On May 31, 2021, Zhaoke Guangzhou entered into a license agreement with KATO, a US-based clinical stage biopharmaceutical company dedicated to the development of novel therapies for pathologies of the eye with an emphasis on unmet medical needs, for licensing KATO patent rights for development and commercialization in Mainland China, Hong Kong, Macau and the South East Asian countries. KATO patent rights is an intravitreal injection of liposome-loaded urea for the treatment of vitreomacular traction.

Zhaoke Hong Kong made the non-refundable upfront payment of US\$1,000,000 (equivalent to RMB6,421,000) upon signing of the license agreement during the year ended December 31, 2021. Zhaoke Hong Kong is also obliged to make certain payments upon the achievement of certain development milestones, certain commercial milestones and royalty payments at the applicable royalty rates based on net sales of the products in Mainland China, Hong Kong, Macau and the South East Asian countries.

As at December 31, 2021, KATO patent rights were not ready for use and the Group continues the underlying research and development activities. As such, it is subject to annual impairment test based on the recoverable amount of the CGU to which the intangible asset is related to which is at the product level. Management determined the recoverable amount of the relevant CGU using the value in use calculations. These calculations use cash flow projections based on management's expectations of timing of commercialization, market penetration rate and success rate of commercialization over KATO patent rights' estimated useful life of 15 years. The valuation is considered to be level 3 in the fair value measurement hierarchy due to unobservable inputs used in the valuation.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (vi) 與KATO Pharmaceuticals, Inc. (「KATO」)訂立的許可協議

於2021年5月31日，兆科廣州與KATO(一間處於臨床階段的美國生物製藥公司，專注於重點開發存在醫療需求缺口的眼部病症新療法)訂立許可協議，以獲取在中國內地、香港、澳門及東南亞國家開發及商業化KATO專利權的許可權。KATO專利權為一種治療脂質體尿素的玻璃體腔內注射藥物，用於治療玻璃體黃斑黏連。

截至2021年12月31日止年度，兆科香港已於簽訂許可協議時支付不可退還預付款1,000,000美元(相當於人民幣6,421,000元)。兆科香港亦有義務在實現若干開發里程碑及商業里程碑後支付若干款項，以及根據有關產品在中國內地、香港、澳門及東南亞國家的淨銷售額按照適用的特許權使用費率支付特許權使用費。

於2021年12月31日，KATO專利權尚未可供使用，本集團繼續開展相關研發活動。因此，其須根據與無形資產在產品層面相關的現金產生單位的可收回金額進行年度減值測試。管理層採用使用價值計算法釐定相關現金產生單位的可收回金額。本集團基於管理層對KATO專利權估計可使用年期15年內商業化時間表、市場滲透率及商業化成功率的預期，使用現金流量預測計算使用價值。由於估值使用不可觀察輸入數據，故該估值被視為公平值計量層級中的第三級。

## 13. INTANGIBLE ASSETS (CONTINUED)

### (c) In-licensed rights (Continued)

#### (vi) License agreement with KATO Pharmaceuticals, Inc. ("KATO") (Continued)

With the assistance of an external appraiser, management determined the recoverable amount of KATO patent rights based on the following approach and the key assumptions:

- KATO patent rights will generate net cash inflows based on the research and development process and experience of the approval process;
- The expected market penetration rate was based on the expected selling conditions considering the features of marketing and technology development;
- The discount rate used is pre-tax and reflects specific risks relating to the relevant products; and
- The expected success rate of commercialization by reference to practices of pharmaceutical industries, development of technologies and related regulations from administrations.

The key assumptions used for fair value calculation as at December 31, 2021 is as follows:

		<b>2021</b> <b>2021年</b>
Pre-tax discount rate	稅前貼現率	<b>28%</b>
Expected revenue growth rate	預期收益增長率	<b>-8%~19%</b>
Expected market penetration rate	預期市場滲透率	<b>23%~31%</b>
Expected success rate of commercialization	預期商業化成功率	<b>54%</b>
Recoverable amount of CGU (in RMB'000)	現金產生單位的可收回金額(人民幣千元)	<b>9,926</b>
Carrying amount of CGU (in RMB'000)	現金產生單位的賬面金額(人民幣千元)	<b>6,321</b>

Based on the result of impairment assessment, there was no impairment as at December 31, 2021.

## 13. 無形資產(續)

### (c) 引進特許權(續)

#### (vi) 與KATO Pharmaceuticals, Inc. (「KATO」)訂立的許可協議(續)

在外聘估值師的協助下，管理層按以下方法及主要假設釐定KATO專利權的可收回金額：

- 根據研發過程及審批過程的經驗，KATO專利權將可產生現金流入淨額；
- 預期市場滲透率乃根據預期銷售情況得出，當中考慮到營銷及技術開發的特點；
- 所使用的貼現率為稅前，並反映相關產品的特定風險；及
- 預期商業化成功率參考製藥行業的慣例、技術發展及行政管理部門的相關規定。

於2021年12月31日，用於計算公平值的主要假設如下：

根據減值評估的結果，於2021年12月31日概無出現減值。

### 13. INTANGIBLE ASSETS (CONTINUED)

#### (c) In-licensed rights (Continued)

##### (vi) License agreement with KATO Pharmaceuticals, Inc. ("KATO") (Continued)

##### Impairment test – sensitivity

The Group has performed sensitivity test by increasing 1% of pre-tax discount rate or decreasing 5% of expected revenue, which are the key assumptions for determining the recoverable amount of the intangible asset, with all other variables held constant. The impacts on the amount by which the intangible asset's recoverable amount above its carrying amount (headroom) are as below:

		2021 2021年 RMB'000 人民幣千元
Headroom	緩衝	3,605
Impact by increasing pre-tax discount rate	提高稅前貼現率的影響	(2,274)
Impact by decreasing expected revenue	降低預期收益的影響	(1,440)

Considering there was still sufficient headroom based on the assessment, management believes that a reasonably possible change in any of the key assumptions on which management has based its determination of the CGU's recoverable amount would not cause its carrying amount to exceed its recoverable amount.

#### (d) Softwares

The balance of RMB12,241,000 (2020: Nil) represents IT applications development in progress and is not available for use.

### 13. 無形資產(續)

#### (c) 引進特許權(續)

##### (vi) 與KATO Pharmaceuticals, Inc. (「KATO」)訂立的許可協議(續)

##### 減值測試－敏感度

本集團通過在所有其他變數保持不變的情況下，分別將稅前貼現率提高1%或預期收益降低5%(兩者為釐定無形資產可收回金額的主要假設)進行敏感度測試。對無形資產可收回金額超出其賬面金額的數額(緩衝)的影響如下：

考慮到經評估後仍有充足的緩衝，管理層認為其釐定現金產生單位可收回金額所依據的任何主要假設的合理可能變更不會導致賬面金額超過可收回金額。

#### (d) 軟件

人民幣12,241,000元(2020年：無)的結餘指開發中且未可使用的資訊科技應用程式。



## 14. INVESTMENT IN A SUBSIDIARY

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of company 公司名稱	Place of incorporation/ establishment 註冊成立/成立地點	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of ownership interest 所有權權益比例		Principal activity 主要業務
			Direct 直接	Indirect 間接	
Zhaoke Hong Kong 兆科香港	Hong Kong 香港	Hong Kong dollar ("HK\$") 10,000 10,000港元	100%	-	Development of ophthalmology products 眼科產品開發
* Zhaoke Guangzhou* <sup>Ⓜ</sup>	The PRC	US\$27,600,000 and RMB25,650,200	-	100%	Development and manufacturing of ophthalmology products 開發及製造眼科產品
*兆科廣州 <sup>Ⓜ</sup>	中國	27,600,000美元及 人民幣25,650,200元			

\* KPMG are not the statutory auditors of this company.

<sup>Ⓜ</sup> The company name in English is a direct translation of the registered Chinese name for the purpose of identification.

<sup>Ⓜ</sup> Registered under the laws of the PRC as a foreign investment enterprise.

下表僅列出對本集團業績、資產或負債造成主要影響的附屬公司詳情。除非另有列明，否則所持股份類別為普通股。

\* 該公司的法定核數師並非畢馬威會計師事務所。

<sup>Ⓜ</sup> 該公司的英文名稱為註冊中文名稱的直接翻譯，僅供識別。

<sup>Ⓜ</sup> 根據中國法律註冊為外商投資企業。

## 14. 於一間附屬公司的投資

## 15. OTHER RECEIVABLES AND PREPAYMENTS

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Value added tax recoverable	可收回增值稅	9,017	7,477
Prepayments to suppliers	預付供應商款項	32,232	6,405
Deferred listing expenses	遞延上市開支	-	2,350
Prepaid listing expenses	預付上市開支	-	1,441
Other receivables	其他應收款項	5,551	473
		<b>46,800</b>	<b>18,146</b>

All other receivables and prepayments are expected to be recovered or recognized as expenses within one year.

所有其他應收款項及預付款項預期將於一年內收回或確認為開支。

## 15. 其他應收款項及預付款項

## Notes to the Financial Statements

### 財務報表附註

#### 16. AMOUNT DUE FROM A RELATED COMPANY

Amount due from a related company was unsecured, interest-free and was expected to be recognized as expense within one year.

#### 16. 應收一間關聯公司款項

應收一間關聯公司款項為無抵押、免息及預期於一年內確認為開支。

#### 17. CASH AND BANK BALANCES

*(a) Cash and bank balances comprise:*

#### 17. 現金及銀行結餘

*(a) 現金及銀行結餘包括：*

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Cash at banks	銀行現金	2,128,429	65,096
Cash and cash equivalents in the consolidated cash flow statement	於綜合現金流量表的現金及現金等價物	2,128,429	65,096
Pledged bank balances (note)	已抵押銀行結餘(附註)	25,508	11,083
Time deposits with original maturity over three months	原到期日超過三個月的定期存款	8,157	806,247
		<b>2,162,094</b>	<b>882,426</b>

Note: As at December 31, 2021 and 2020, these bank balances were pledged to a bank for letter of credit facilities.

附註：於2021年及2020年12月31日，該等銀行結餘已抵押予一間銀行以取得信用證融資。

## 17. CASH AND BANK BALANCES (CONTINUED)

### (b) Reconciliation of liabilities arising from financing activities

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

## 17. 現金及銀行結餘(續)

### (b) 融資活動所產生負債的對賬

下表詳述本集團融資活動所產生負債的變動，包括現金及非現金變動。融資活動所產生負債為現金流量或未來現金流量於本集團綜合現金流量表中分類為融資活動現金流量的負債。

		Bank loan	Lease liabilities	Total
		銀行貸款	租賃負債	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
		(note 20)	(note 21)	
		(附註20)	(附註21)	
<b>At January 1, 2020</b>	於 <b>2020年1月1日</b>	-	30,791	30,791
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動：</b>			
Proceeds from new bank loan	新造銀行貸款的所得款項	10,000	-	10,000
Capital element of lease rentals paid	已付租金的本金部分	-	(3,400)	(3,400)
Interest element of lease rentals paid	已付租金的利息部分	-	(1,458)	(1,458)
Finance costs paid	已付財務成本	(197)	-	(197)
<b>Total changes from financing cash flows</b>	<b>融資現金流量變動總額</b>	<b>9,803</b>	<b>(4,858)</b>	<b>4,945</b>
<b>Other changes:</b>	<b>其他變動：</b>			
Increase in lease liabilities from entering into new leases during the period	期內訂立新租賃所產生的租賃負債增加	-	136	136
Interest expenses (note 7(a))	利息開支(附註7(a))	197	1,458	1,655
<b>Total other changes</b>	<b>其他變動總額</b>	<b>197</b>	<b>1,594</b>	<b>1,791</b>
<b>At December 31, 2020 and January 1, 2021</b>	於 <b>2020年12月31日</b> 及 <b>2021年1月1日</b>	<b>10,000</b>	<b>27,527</b>	<b>37,527</b>
<b>Changes from financing cash flows:</b>	<b>融資現金流量變動：</b>			
Proceeds from bank loans	銀行貸款的所得款項	689	-	689
Repayment from bank loans	償還銀行貸款	(400)	-	(400)
Capital element of lease rentals paid	已付租金的本金部分	-	(4,147)	(4,147)
Interest element of lease rentals paid	已付租金的利息部分	-	(1,352)	(1,352)
Finance costs paid	已付財務成本	(597)	-	(597)
<b>Total changes from financing cash flows</b>	<b>融資現金流量變動總額</b>	<b>(308)</b>	<b>(5,499)</b>	<b>(5,807)</b>
Exchange adjustments	匯兌調整	-	(33)	(33)
<b>Other changes:</b>	<b>其他變動：</b>			
Increase in lease liabilities from entering into new leases during the period	期內訂立新租賃所產生的租賃負債增加	-	3,396	3,396
Interest expenses (note 7(a))	利息開支(附註7(a))	597	1,352	1,949
<b>Total other changes</b>	<b>其他變動總額</b>	<b>597</b>	<b>4,748</b>	<b>5,345</b>
<b>At December 31, 2021</b>	於 <b>2021年12月31日</b>	<b>10,289</b>	<b>26,743</b>	<b>37,032</b>

## Notes to the Financial Statements

### 財務報表附註

## 18. OTHER PAYABLES AND ACCRUALS

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Payables for listing expenses	應付上市開支	-	6,364
Payables for purchase of property, plant and equipment	購買物業、廠房及設備的應付款項	28,394	12,684
Payroll payables	應付薪金	12,795	5,307
Accrued costs for research and development expenses	研發開支應計成本	6,830	7,920
Payables for purchase of materials	採購材料的應付款項	1,001	810
Accrued office expenses and others	應計辦公室開支及其他	4,604	726
Other taxes payables (note)	其他應付稅項(附註)	5,529	4,920
		<b>59,153</b>	<b>38,731</b>

Note: Accrued withholding taxes on the acquisitions of development and commercialization rights of ophthalmic products from third parties based on appropriate withholding tax rates applicable to the relevant jurisdictions.

All of the other payables and accruals are expected to be settled and expensed within one year or are repayable on demand.

## 19. AMOUNTS DUE TO RELATED COMPANIES

Amounts due to related companies are unsecured, interest-free and repayable with a maximum credit terms of 30 days or on demand.

## 20. BANK LOANS

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Unsecured and repayable within 1 year or on demand	無抵押及於1年內或應要求償還	10,289	10,000

The bank loans were obtained by the Group's subsidiary, Zhaoke Guangzhou. At December 31, 2021, the loan balance of RMB9,600,000 was subject to the fulfillment of covenant as is commonly found in lending arrangements with financial institutions, and Zhaoke Guangzhou did not fulfill a covenant imposed by bank in the respect of the loan of RMB9,200,000. As such, the entire bank loan of RMB9,200,000 which was long-term bank loan has been re-classified as current liabilities in the consolidated statement of financial position as at December 31, 2021. As at the date of the report, the aforesaid bank loan was fully repaid.

## 18. 其他應付款項及應計費用

附註：向第三方收購眼科產品開發及商業化權利的應計預扣稅乃按適用於相關司法管轄區的適當預扣稅率計算。

預期所有其他應付款項及應計費用將於一年內結清並支銷或應要求償還。

## 19. 應付關聯公司款項

應付關聯公司款項為無抵押、免息、信貸期最長30天或應要求償還。

## 20. 銀行貸款

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Unsecured and repayable within 1 year or on demand	無抵押及於1年內或應要求償還	10,289	10,000

銀行貸款由本集團附屬公司兆科廣州取得。於2021年12月31日，人民幣9,600,000元的貸款結餘須履行常見於與金融機構訂立的貸款安排的契諾，而兆科廣州並無履行銀行就人民幣9,200,000元的貸款施加的一項契諾。因此，該筆原屬長期性質的銀行貸款人民幣9,200,000元已全數於2021年12月31日在綜合財務狀況表中重新分類為流動負債。於本報告日期，上述銀行貸款已獲悉數償還。

## 21. LEASE LIABILITIES

At December 31, 2021, the lease liabilities were repayable as follows:

		2021	2020
		2021年	2020年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 1 year or on demand	於一年內或應要求	5,882	4,749
After 1 year but within 2 years	一年後但於兩年內	5,268	4,333
After 2 year but within 5 years	兩年後但於五年內	11,220	10,981
After 5 years	五年後	4,373	7,464
		<b>20,861</b>	<b>22,778</b>
		<b>26,743</b>	<b>27,527</b>

## 21. 租賃負債

於2021年12月31日，租賃負債償還時間如下：

## 22. DEFERRED INCOME

As at December 31, 2021 and 2020, deferred income of the Group represented grants received from the government to compensate the capital expenditure on production lines. Government grants are recognized as other income over the useful lives of relevant machinery.

The amount of government grants that is recognized in the consolidated statement of profit or loss is disclosed in note 5.

## 22. 遞延收入

於2021年及2020年12月31日，本集團的遞延收入指自政府收取以補償生產線資本支出的補助。政府補助於相關機器的可使用年期內確認為其他收入。

於綜合損益表確認的政府補助金額於附註5披露。

## Notes to the Financial Statements

### 財務報表附註

## 23. EQUITY SETTLED SHARE-BASED TRANSACTIONS

On November 17, 2020, the shareholders of the Company approved the Share Option Scheme (the "Scheme") which is a share-based incentive plan to reward, retain and motivate the Group's employees, directors and consultants (collectively, "eligible persons"). Under the Scheme, the directors of the Company are authorized, at their discretion, to grant share options to acquire ordinary shares of the Company to eligible persons on a fair and reasonable basis with reference to the performance of the Company and contribution of the individuals.

(a) The terms and conditions of the share options granted after Capitalization issue (note 24(c)(ii)) are as follows:

		Number of options 購股權數目	Contractual life of options 購股權的合約期	Vesting conditions 歸屬條件
Options granted to directors:	向董事授出的購股權：			
- On November 17, 2020	- 於2020年11月17日	4,414,000	10 years 10年	Note a 附註a
- On December 9, 2020	- 於2020年12月9日	10,870,000	10 years 10年	Note a 附註a
Options granted to employees:	向僱員授出的購股權：			
- On November 17, 2020	- 於2020年11月17日	12,927,600	10 years 10年	Note a 附註a
- On December 9, 2020	- 於2020年12月9日	4,148,000	10 years 10年	Note a 附註a
- On December 9, 2020	- 於2020年12月9日	5,716,400	10 years 10年	Note b 附註b
- On March 2, 2021	- 於2021年3月2日	3,430,400	9.7 years 9.7年	Note a 附註a
Options granted to consultants:	向顧問授出的購股權：			
- On November 17, 2020	- 於2020年11月17日	4,225,600	10 years 10年	Note a 附註a
		45,732,000		

(a) 20% upon completion of the Company's IPO; 20% on the first anniversary from the date of grant; 20% on the second anniversary from the date of grant; 20% on the third anniversary from the date of grant; and 20% on the fourth anniversary from the date of grant.

(b) 20% upon completion of the Company's IPO; 15% on the first anniversary from the date of grant; 15% on the second anniversary from the date of grant; 15% on the third anniversary from the date of grant; 15% on the fourth anniversary from the date of grant; 10% upon meeting certain market conditions during the first and second year from the date of the Company's IPO; and 10% upon meeting certain market conditions during the third and fourth year from the date of the Company's IPO.

## 23. 以權益結算以股份為基礎的交易

於2020年11月17日，本公司股東批准購股權計劃（「該計劃」），作為獎勵、挽留及激勵本集團僱員、董事及顧問（統稱「合資格人士」）的股份激勵計劃。根據該計劃，本公司董事獲授權按公平合理的基準，參考本公司的表現及個人的貢獻，酌情向合資格人士授出購買本公司普通股的購股權。

(a) 已授出購股權於資本化發行（附註24(c)(ii)）後的條款及條件如下：

(a) 20%於本公司的首次公開發售完成時歸屬；20%於授出日期起的首個週年日歸屬；20%於授出日期起的第二個週年日歸屬；20%於授出日期起的第三個週年日歸屬；及20%於授出日期起的第四個週年日歸屬。

(b) 20%於本公司的首次公開發售完成時歸屬；15%於授出日期起的首個週年日歸屬；15%於授出日期起的第二個週年日歸屬；15%於授出日期起的第三個週年日歸屬；15%於授出日期起的第四個週年日歸屬；10%於本公司首次公開發售日期起第一及第二年內達成若干市場條件時歸屬；及10%於本公司首次公開發售日期起第三及第四年內達成若干市場條件時歸屬。

## 23. EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

### (a) (Continued)

The contractual life of the above options is ten years.

For accounting purposes, service condition is not considered in the grant date fair value measurement of the services received. The completion of the Company's IPO is considered a non-market performance vesting condition which is taken into consideration in estimating the number of options that are expected to vest. Market conditions are reflected in the grant date fair value.

(b) The number and weighted average exercise prices of share options after Capitalization issue (note 24(c)(ii)) are as follows:

		2021 2021年		2020 2020年	
		Weighted average exercise price 加權平均行使價	Number of options 購股權數目	Weighted average exercise price 加權平均行使價	Number of options 購股權數目
Outstanding at the beginning of the period	期初發行在外	US\$0.61 0.61美元	42,301,600	-	-
Exercised during the period	期內行使	US\$0.29 0.29美元	(6,791,428)	-	-
Granted during the period	期內授出	US\$1.14 1.14美元	3,430,400	US\$0.61 0.61美元	42,301,600
Outstanding at the end of the period	期末發行在外	US\$0.71 0.71美元	38,940,572	US\$0.61 0.61美元	42,301,600
Exercisable at the end of the period	期末可行使	US\$0.82 0.82美元	10,143,068	-	-

The weighted average share price after capitalization issue (note 24(c)(ii)) at the date of exercise for shares options exercised during the year was US\$1.01 (2020: not applicable).

The options outstanding at December 31, 2021 had an exercise price of US\$0.09 or US\$1.14 (2020: US\$0.09 or US\$1.14) and a weighted average remaining contractual life of 8.88 years (2020: 9.89).

## 23. 以權益結算以股份為基礎的交易(續)

### (a) (續)

上述購股權的合約期為10年。

就會計處理而言，計量所取得服務於授出日期的公平值時並未考慮服務條件。本公司首次公開發售完成被視為在估計預計將歸屬的購股權數目時考慮的非市場表現歸屬條件。於授出日期的公平值已反映市場條件。

(b) 購股權於資本化發行(附註24(c)(ii))後的數目及加權平均行使價如下：

於資本化發行(附註24(c)(ii))後，年內已行使購股權於行使日期的加權平均股價為1.01美元(2020年：不適用)。

於2021年12月31日發行在外購股權的行使價為0.09美元或1.14美元(2020年：0.09美元或1.14美元)，加權平均剩餘合約期為8.88年(2020年：9.89年)。



## 23. EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

### (c) Fair value of share options and assumptions after Capitalization issue

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a binomial model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the binomial model.

## 23. 以權益結算以股份為基礎的交易(續)

### (c) 購股權於資本化發行後的公平值及假設

以已授出購股權換取的已取得服務的公平值乃參考所授出購股權的公平值計量。所授出購股權的公平值估計根據二項式模型計量。購股權的合約期用作該模型的輸入數據。提前行使的預期已計入二項式模型。

Grant date		November 17, 2020 2020年 11月17日	December 9, 2020 2020年 12月9日	March 2, 2021 2021年 3月2日
Fair value at measurement date	於計量日期的公平值	US\$0.91-US\$0.92 0.91美元至0.92美元	US\$0.38-US\$0.48 0.38美元至0.48美元	US\$0.46-US\$0.54 0.46美元至0.54美元
Share price	股份價格	US\$1.00 1.00美元	US\$1.01 1.01美元	US\$1.14 1.14美元
Exercise price	行使價	US\$0.09 0.09美元	US\$1.14 1.14美元	US\$1.14 1.14美元
Expected volatility	預期波動	43.93%	43.23%	43.21%
Option life	購股權期限	10 years 10年	10 years 10年	9.7 years 9.7年
Expected dividend yield	預期股息率	0.00%	0.00%	0.00%
Risk-free interest rate	無風險利率	0.86%	0.94%	1.43%

## 23. EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

### (c) Fair value of share options and assumptions after Capitalization issue (Continued)

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

(d) Equity-settled share-based payment expenses recognized in the consolidated statement of profit or loss are as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Research and development expenses	研發開支	21,972	2,902
General and administrative expenses	一般及行政費用	81,532	11,390
Selling and distribution expenses	銷售及分銷開支	6,354	706
		<b>109,858</b>	<b>14,998</b>

During the year, the expenses include equity-settled share-based payment to consultants of RMB13,690,000 (2020: RMB2,367,000).

## 23. 以權益結算以股份為基礎的交易(續)

### (c) 購股權於資本化發行後的公平值及假設(續)

預期波動乃基於歷史波動(按購股權加權平均剩餘期限計算), 並就基於公開資料預期的任何未來波動變更作出調整。預期股息乃基於歷史股息得出。主觀輸入數據假設的變動可能對公平值估計產生重大影響。

(d) 在綜合損益表中確認的以權益結算以股份為基礎的付款開支如下:

年內的開支包括向顧問支付的以權益結算以股份為基礎的付款人民幣13,690,000元(2020年: 人民幣2,367,000元)。

# Notes to the Financial Statements

## 財務報表附註

### 24. CAPITAL AND RESERVES

#### (a) Movement in components of the equity

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

#### Company

		Share capital	Share premium	Other reserve	Capital reserve	Exchange reserve	Accumulated losses	Total
	Note	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>Balance at January 1, 2020</b>	於2020年1月1日的結餘	-*	132,230	-	-	6,159	(22,341)	116,048
<b>Changes in equity for 2020:</b>	<b>2020年的權益變動：</b>							
Loss for the year	年內虧損	-	-	-	-	-	(685,263)	(685,263)
Other comprehensive income	其他全面收益	-	-	-	-	43,163	-	43,163
Deemed distribution to a Shareholder	視作向一名股東分派	-	-	(129,033)	-	-	-	(129,033)
Equity-settled share-based payment expenses	以股權結算以股份為基礎的付款開支	-	-	-	14,168	-	-	14,168
Share Repurchase	股份購回 24(c)(i)	-*	(68,101)	-	-	-	-	(68,101)
<b>Balance at December 31, 2020 and January 1, 2021</b>	於2020年12月31日及2021年1月1日的結餘	-*	64,129	(129,033)	14,168	49,322	(707,604)	(709,018)
<b>Changes in equity for 2021:</b>	<b>2021年的權益變動：</b>							
Loss for the year	年內虧損	-	-	-	-	-	(1,835,024)	(1,835,024)
Other comprehensive income	其他全面收益	-	-	-	-	(58,220)	-	(58,220)
Equity-settled share-based payment expenses	以股權結算以股份為基礎的付款開支	-	-	-	108,155	-	-	108,155
Conversion of convertible redeemable preferred shares upon IPO	於進行首次公開發售時轉換可轉換可贖回優先股 24(c)(iii)	-*	3,649,949	-	-	-	-	3,649,949
Shares issued upon IPO	於進行首次公開發售時發行的股份 24(c)(iv)	-*	1,730,707	-	-	-	-	1,730,707
Shares issuance expenses	股份發行開支 24(c)(iv)	-	(79,012)	-	-	-	-	(79,012)
Shares issued under share option scheme	根據購股權計劃發行的股份	-*	48,191	-	(35,564)	-	-	12,627
<b>Balance at December 31, 2021</b>	於2021年12月31日的結餘	-*	5,413,964	(129,033)	86,759	(8,898)	(2,542,628)	2,820,164

\* The balance represents amount less than RMB1,000.

#### (a) 權益組成部分變動

本集團綜合權益各組成部分年初及年末結餘的對賬載於綜合權益變動表。本公司權益個別組成部分於各報告期初及期末之間的變動詳情載於下文：

#### 本公司

\* 結餘金額少於人民幣1,000元。

## 24. CAPITAL AND RESERVES (CONTINUED)

## 24. 資本及儲備(續)

### (b) Share capital

### (b) 股本

#### Issued and fully paid

#### 已發行及繳足

		2021 2021年		2020 2020年	
		Number of shares 股份數目	Amount 金額 RMB'000 人民幣千元	Number of shares 股份數目	Amount 金額 RMB'000 人民幣千元
<b>Ordinary shares, issued and fully paid</b>	<b>已發行及繳足普通股</b>				
At the beginning of the year	年初	377,480	—*	400,000	—*
Share Repurchase (note 24(c)(i))	股份購回(附註24(c)(i))	—	—	(22,520)	—*
Capitalization issue (note 24(c)(ii))	資本化發行(附註24(c)(ii))	150,614,520	—	—	—
Conversion of convertible redeemable preferred shares to ordinary shares upon IPO (note 24(c)(iii))	於進行首次公開發售時將可轉換可贖回優先股轉換為普通股(附註24(c)(iii))	260,596,000	—*	—	—
Shares issued upon IPO (note 24(c)(iv))	於進行首次公開發售時發行的股份(附註24(c)(iv))	123,567,500	—*	—	—
Shares issued under share option scheme	根據購股權計劃發行的股份	6,791,428	—*	—	—
At the end of the year	年末	541,946,928	—*	377,480	—*
<b>Series A convertible redeemable preferred shares</b>	<b>A系列可轉換可贖回優先股</b>				
At the beginning of the year	年初	334,280	344,828	334,280	344,828
Capitalization issue (note 24(c)(ii))	資本化發行(附註24(c)(ii))	133,377,720	—	—	—
Conversion of convertible redeemable preferred shares to ordinary shares upon IPO (note 24(d))	於進行首次公開發售時將可轉換可贖回優先股轉換為普通股(附註24(d))	(133,712,000)	(344,828)	—	—
At the end of the year	年末	—	—	334,280	344,828
<b>Series B convertible redeemable preferred shares</b>	<b>B系列可轉換可贖回優先股</b>				
At the beginning of the year	年初	317,210	998,005	—	—
Issuance of Series B convertible redeemable preferred shares	發行B系列可轉換可贖回優先股	—	—	317,210	998,005
Capitalization issue (note 24(c)(ii))	資本化發行(附註24(c)(ii))	126,566,790	—	—	—
Conversion of convertible redeemable preferred shares to ordinary shares upon IPO (note 24(d))	於進行首次公開發售時將可轉換可贖回優先股轉換為普通股(附註24(d))	(126,884,000)	(998,005)	—	—
At the end of the year	年末	—	—	317,210	998,005

\* The balance represents amount less than RMB1,000.

\* 結餘金額少於人民幣1,000元。

### 24. CAPITAL AND RESERVES (CONTINUED)

#### (c) Issued ordinary shares

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

- (i) On October 2, 2020, the Company repurchased 22,520 of its own shares ("**Share Repurchase**") from Lee's Pharmaceutical International Limited, the then immediate holding company, as a settlement of the non-refundable up-front payment of US\$10,000,000 (equivalent to RMB68,101,000) pursuant to the licensing agreement as describe in note 5(iii). The Company cancelled these shares on the same date.
- (ii) On April 1, 2021, the Company's shareholders resolved, among other things that, subject to the completion of IPO and fulfilment of certain other conditions, each issued and unissued ordinary share with par value of US\$0.0001 of the Company will be subdivided into 400 shares with par value of US\$0.0000025 such that (i) the issued shares shall be US\$38 divided into 150,992,000 shares with par value of US\$0.0000025; (ii) the issued Series A convertible redeemable preferred shares shall be US\$33 divided into 133,712,000 shares with par value of US\$0.0000025; and (iii) the issued Series B convertible redeemable preferred shares shall be US\$32 divided into 126,884,000 shares with par value of US\$0.0000025 ("**Capitalization issue**").
- (iii) Upon completion of the IPO, each issued Series A preferred shares and Series B preferred shares (collectively, the "**Preferred Shares**") was converted into an ordinary share by re-designation and reclassification of every Preferred Shares in issue as ordinary share on a one for one basis and all the unissued and authorized Preferred Shares were re-designated and reclassified as ordinary shares. As a result, the Preferred Shares were derecognized and recorded as share capital and share premium respectively.

### 24. 資本及儲備(續)

#### (c) 已發行普通股

普通股持有人有權收取不時宣派的股息，並於本公司大會上就每股份享有一票的投票權。所有普通股於本公司剩餘資產中享有均等的權益。

- (i) 於2020年10月2日，本公司向 Lee's Pharmaceutical International Limited (當時的直接控股公司) 購回其22,520股本身股份(「**股份購回**」)，以根據附註5(iii)所述許可協議結算不可退還預付款10,000,000美元(相當於人民幣68,101,000元)。本公司於同日註銷該等股份。
- (ii) 於2021年4月1日，本公司的股東議決(其中包括)待首次公開發售完成及若干其他條件達成後，本公司每股面值0.0001美元的已發行及未發行普通股將拆細為400股面值0.0000025美元的股份，以使(i) 38美元的已發行股份分為150,992,000股面值0.0000025美元的股份；(ii) 33美元的已發行A系列可轉換可贖回優先股分為133,712,000股面值0.0000025美元的股份；及(iii) 32美元的已發行B系列可轉換可贖回優先股分為126,884,000股面值0.0000025美元的股份(「**資本化發行**」)。
- (iii) 於首次公開發售完成時，透過將每股已發行A系列優先股及B系列優先股(統稱「**優先股**」)重新指定及分類，按一對一基準將每股已發行優先股轉換為普通股，而所有未發行法定優先股則重新指定及分類為普通股。因此，優先股已終止確認，並分別列為股本及股份溢價。

## 24. CAPITAL AND RESERVES (CONTINUED)

### (c) Issued ordinary shares (Continued)

- (iv) Upon completion of the IPO, the Company issued 123,567,500 new shares with par value of US\$0.00000025 for a cash consideration of HK\$16.80 each, and raised gross proceeds of approximately HK\$2,075,934,000 (equivalent to RMB1,730,707,000). The respective share capital amount was HK\$239 (equivalent to RMB200) and share premium arising from the issuance, net of the share issuance costs, was approximately HK\$1,981,206,000 (equivalent to RMB1,651,695,000). The share issuance costs paid and payable mainly include share underwriting commissions, lawyers' fees, reporting accountant's fee and other related costs, which are incremental costs directly attributable to the issuance of the new shares. These costs amounting to HK\$94,728,000 (equivalent to RMB79,012,000) were treated as a deduction against the share premium arising from the issuance.

### (d) Issued preferred shares

On May 23, 2019, the Company entered into the Series A preferred share subscription agreement ("**Series A Agreement**") with four investors ("**Series A Preferred Shareholders**") pursuant to which these investors agreed to purchase an aggregate number of 334,280 Series A preferred shares ("**Series A Preferred Shares**") at US\$149.58 per share and at total consideration of US\$50,000,000 (equivalent to RMB344,828,000). Series A Preferred Shareholders fully paid the amounts and had their shares registered on June 13, 2019 and June 20, 2019.

On October 9, 2020, the Company entered into Series B preferred share subscription agreement ("**Series B Agreement**") with a group of investors ("**Series B Preferred Shareholders**") pursuant to which these investors agreed to subscribe a total of 317,210 Series B preferred shares ("**Series B Preferred Shares**") at US\$457.11 per share for an aggregate consideration of US\$145,000,000 (equivalent to RMB998,005,000). Series B Preferred Shareholders had their shares registered on October 23, 2020 and fully paid the amounts on November 17, 2020.

## 24. 資本及儲備(續)

### (c) 已發行普通股(續)

- (iv) 於首次公開發售完成時，本公司按每股16.80港元的現金代價發行123,567,500股面值0.00000025美元的新股份，所籌集所得款項總額約為2,075,934,000港元(相當於人民幣1,730,707,000元)。相應股本金額為239港元(相當於人民幣200元)，而發行產生的股份溢價約為1,981,206,000港元(相當於人民幣1,651,695,000元)(已扣除股份發行成本)。已付及應付股份發行成本主要包括股份包銷佣金、律師費用、申報會計師費用及其他相關成本(為發行新股份直接應佔的增量成本)。該等成本為94,728,000港元(相當於人民幣79,012,000元)，以因發行而扣除股份溢價的方式處理。

### (d) 已發行優先股

於2019年5月23日，本公司與四名投資者(「**A系列優先股股東**」)訂立**A系列優先股認購協議**(「**A系列協議**」)，據此，該等投資者同意按每股149.58美元認購總計334,280股**A系列優先股**(「**A系列優先股**」)，總代價為50,000,000美元(相當於人民幣344,828,000元)。**A系列優先股股東**已於2019年6月13日及2019年6月20日悉數繳足股款及登記其股份。

於2020年10月9日，本公司與一組投資者(「**B系列優先股股東**」)訂立**B系列優先股認購協議**(「**B系列協議**」)，據此，該等投資者同意按每股457.11美元認購總計317,210股**B系列優先股**(「**B系列優先股**」)，總代價為145,000,000美元(相當於人民幣998,005,000元)。**B系列優先股股東**已於2020年10月23日登記其股份並於2020年11月17日悉數繳足股款。

## 24. CAPITAL AND RESERVES (CONTINUED)

### (d) Issued preferred shares (Continued)

The key terms of the Series A Preferred Shares and Series B Preferred Shares (collectively, the “Preferred Shares”) are set out as below:

#### (i) Dividend rights

The Preferred Shares investors rank senior to any holders of ordinary shares, including the right to receive all dividends and distributions which may thereafter be declared, made or paid from time to time.

#### (ii) Liquidation rights

On a return of capital pursuant to certain events including the following events: (i) any consolidation, reorganization, amalgamation, scheme of arrangement or merger of the Company in which the shareholders of the Company own less than fifty percent of the voting power of the Company immediately after such consolidation, reorganization, amalgamation, scheme of arrangement or merger of the Company; or (ii) a sale, transfer, lease or other disposition of all or substantially all of the Group’s assets; or (iii) exclusive licensing of all or substantially all of the Group’s intellectual property to a third party (“**Deemed Liquidation Events**”), the original purchase price of the Preferred Shares, all dividends declared but not yet paid and the remaining proceeds resulting from the Deemed Liquidation Event calculated on an as-converted-to-ordinary shares basis shall be distributed to the Preferred Shareholders.

#### (iii) Conversion feature

Upon the closing of a qualified IPO as defined in the Series A Agreement and Series B Agreement, or as elected by the Preferred Shareholders at any time, the Preferred Shares are convertible into ordinary shares of the Company at a conversion rate of 1 Preferred Share to 1 ordinary share, and shall be subject to adjustment and readjustment (including but not limited to adjustments upon share splits, share combinations and issue of new securities for consideration per share less than the issue price of the Preferred Shares) from time to time.

## 24. 資本及儲備(續)

### (d) 已發行優先股(續)

A系列優先股及B系列優先股(統稱「優先股」)的主要條款載列如下:

#### (i) 股息權利

優先股投資者享有的權利優先於任何普通股持有人，包括收取所有可能於其後不時宣派、作出或派付的股息及分派的權利。

#### (ii) 清算權利

於因若干事件(包括以下事件:(i)本公司進行任何整合、重組、合併、償債安排或併購，而本公司股東於緊隨本公司進行有關整合、重組、合併、償債安排或併購後擁有本公司表決權少於百分之五十；或(ii)銷售、轉讓、租賃或以其他方式處置本集團全部或絕大部分資產；或(iii)將本集團全部或絕大部分知識產權獨家授權予一名第三方(「視為清算事件」))退還股本時，優先股的初步購買價、已宣派但尚未支付的所有股息及因視為清算事件而產生的剩餘所得款項(按如已轉換為普通股的基準計算)應分派予優先股股東。

#### (iii) 轉換特徵

於A系列協議及B系列協議中所界定的合資格首次公開發售結束，或優先股股東隨時作出選擇時，優先股將按1股優先股轉換為1股普通股的轉換率(可不時調整及重新調整(包括但不限於因股份拆分、股份合併及就按每股少於優先股發行價的代價發行新證券而進行的調整))轉換為本公司的普通股。



## 24. CAPITAL AND RESERVES (CONTINUED)

### *(d) Issued preferred shares (Continued)*

#### **(iv) Redemption rights**

Upon occurrence of the following events, the Series A Preferred Shares shall be redeemable at the option of the Series A Preferred Shareholders: (i) any material breach or violation of, or inaccuracy or misrepresentation in any representation or warranty made by any entity within the Group or the existing shareholders of the Group in the Series A Agreement; or (ii) the Company has not consummated an IPO on or prior to the fourth anniversary from the issue date of the Series A Preferred Shares. The redemption amount is equal to the original purchase price of the Series A Preferred Shares plus per annum interest of 13% calculated on a compound basis.

Upon occurrence of the following events, the Series B Preferred Shares shall be redeemable at the option of the Series B Preferred Shareholders: (i) any material breach or violation of, or inaccuracy or misrepresentation in any representation or warranty made by any entity within the Group or the existing shareholders of the Group in the Series B Agreement; or (ii) the Company has not consummated an IPO on or prior to the third anniversary from the issue date of the Series B Preferred Shares. The redemption amount is equal to the original purchase price of the Series B Preferred Shares plus per annum interest of 13% calculated on a compound basis.

## 24. 資本及儲備(續)

### *(d) 已發行優先股(續)*

#### **(iv) 贖回權利**

於以下事件發生後，A系列優先股將可按A系列優先股股東選擇贖回：  
(i) A系列協議中由本集團內任何實體或本集團現有股東作出的任何聲明或保證遭嚴重違反、不準確或屬失實陳述；或(ii)本公司並無於由A系列優先股發行日期起計滿四週年當日或之前完成首次公開發售。贖回金額相等於A系列優先股初步購買價加上以年利率13%按複合基準計算的利息。

於以下事件發生後，B系列優先股將可按B系列優先股股東選擇贖回：  
(i) B系列協議中由本集團內任何實體或本集團現有股東作出的任何聲明或保證遭嚴重違反、不準確或屬失實陳述；或(ii)本公司並無於由B系列優先股發行日期起計滿三週年當日或之前完成首次公開發售。贖回金額相等於B系列優先股初步購買價加上以年利率13%按複合基準計算的利息。

## 24. CAPITAL AND RESERVES (CONTINUED)

### (d) Issued preferred shares (Continued)

#### Presentation and classification

The redemption obligations of the Preferred Shares give rise to financial liabilities, which were accounted in accordance with the accounting policy set out in note 2(m). Preferred Shares were presented as a separate line item “convertible redeemable preferred shares” in the consolidated statement of financial position.

All Preferred Shares were automatically converted into 260,596,000 ordinary shares upon the successful IPO of the Company on April 29, 2021 (the “**Conversion Date**”).

As of Conversion Date, the par value per Preferred Shares is US\$0.00000025 and the difference between the fair value of Preferred Shares and the par value is accounted for under share premium.

The movements of Preferred Shares are as follows:

		Present value of redemption amount 贖回金額現值 RMB'000 人民幣千元	Conversion features 轉換特徵 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2021	於2021年1月1日	1,333,347	562,669	1,896,016
Changes in the carrying amount of preferred shares liability (note 7(a)):	優先股負債賬面金額變動 (附註7(a)):			
- Changes in present value of redemption amount	- 贖回金額現值變動	58,208	-	58,208
- Changes in fair value of conversion features	- 轉換特徵公平值變動	-	1,705,291	1,705,291
Exchange differences	匯兌差額	(8,232)	(1,333)	(9,565)
Conversion of convertible redeemable preferred shares to ordinary shares upon IPO	於進行首次公開發售時將可轉換可贖回優先股轉換為普通股	(1,383,323)	(2,266,627)	(3,649,950)
At December 31, 2021	於2021年12月31日	-	-	-

## 24. 資本及儲備(續)

### (d) 已發行優先股(續)

#### 呈列及分類

優先股的贖回責任產生金融負債，按照附註2(m)所載會計政策入賬。優先股於綜合財務狀況表呈列為「可轉換可贖回優先股」獨立項目。

於2021年4月29日(「轉換日期」)本公司成功進行首次公開發售時，所有優先股已自動轉換為260,596,000股普通股。

於轉換日期，優先股的面值為每股0.00000025美元，而優先股的公平值與面值之間的差額入賬列為股份溢價。

優先股的變動如下：

## 24. CAPITAL AND RESERVES (CONTINUED)

## 24. 資本及儲備(續)

### (d) Issued preferred shares (Continued)

### (d) 已發行優先股(續)

#### Presentation and classification (Continued)

#### 呈列及分類(續)

		Present value of redemption amount 贖回金額現值 RMB'000 人民幣千元	Conversion features 轉換特徵 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At January 1, 2020	於2020年1月1日	369,685	-	369,685
Issue of Series B Preferred Shares	發行B系列優先股	998,005	-	998,005
Changes in the carrying amount of preferred shares liability (note 7(a)):	優先股負債賬面金額變動(附註7(a)):			
- Changes in present value of redemption amount	- 贖回金額現值變動	74,329	-	74,329
- Changes in fair value of conversion features	- 轉換特徵公平值變動	-	595,649	595,649
Transaction cost attributable to issue of Series B Preferred Shares	發行B系列優先股應佔交易成本	(27,892)	-	(27,892)
Exchange differences	匯兌差額	(80,780)	(32,980)	(113,760)
At December 31, 2020	於2020年12月31日	1,333,347	562,669	1,896,016

Because of the interrelation between the conversion feature and the contingent redemption and liquidation features of the Preferred Shares, the fair value of the conversion feature is not directly and separately measurable on the basis of its terms and conditions. Thus, it is measured indirectly by deducting the present value of the redemption amount (the value of non-derivative debt component) from the fair value of the Preferred Shares (as a whole). In case the deduction results in a negative amount (i.e. the fair value of the entire Preferred Shares is lower than the present value of the redemption amount), the latter amount is not reduced by the value of the conversion feature (nor is the conversion feature separately recognized).

由於優先股轉換特徵與或有贖回以及清算特徵的相互關係，基於轉換特徵的條款及條件，其公平值不可直接及單獨計量。因此，其通過從優先股的整體公平值扣除贖回金額的現值（非衍生債務組成成分的價值）間接計量。倘扣除後結果為負數，即全部優先股的公平值低於贖回金額的現值，則不從後者扣減轉換特徵的價值（亦不會單獨確認轉換特徵）。

## 24. CAPITAL AND RESERVES (CONTINUED)

### (e) Dividends

The directors do not recommend the payment of any dividend for the year ended December 31, 2021 (2020: Nil).

### (f) Nature and purpose of reserves

#### (i) Share premium

The share premium represents the difference between the par value of the ordinary shares of the Company and proceeds received from the issue of the ordinary shares of the Company. Under the Cayman Companies Act, the share premium account of the Company is distributable to the ordinary shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of the business.

#### (ii) Other reserves

Other reserves represent (i) the waiver of the amount from a shareholder arising from the issue of the Company's ordinary shares to a shareholder as deemed distribution to a shareholder; and (ii) the waiver of the amounts due to fellow subsidiaries arising from research and development activities as capital contribution to the Group, pursuant to instructions from the then ultimate holding company in July 2020 and August 2020 respectively.

#### (iii) Capital reserve

The capital reserve comprises the portion of the grant date fair value of unexercised share options granted to employees, directors and consultants of the Company that has been recognized in accordance with the accounting policy adopted for share-based payments in note 2(o)(ii).

#### (iv) Merger reserve

Merger reserve represents the difference between the fair value of the consideration paid for the acquisition of Zhaoke Guangzhou from Zhaoke PHK and the investment cost as originally contributed by Zhaoke PHK.

## 24. 資本及儲備(續)

### (e) 股息

董事不建議派付截至2021年12月31日止年度的任何股息(2020年:無)。

### (f) 儲備性質及目的

#### (i) 股份溢價

股份溢價指本公司普通股面值與本公司發行普通股收取的所得款項之間的差額。根據開曼公司法,本公司的股份溢價賬可分派予本公司普通股股東,惟緊隨建議分派股息之日後,本公司須有能力於日常業務中清償到期債務。

#### (ii) 其他儲備

其他儲備指根據當時最終控股公司先後於2020年7月及2020年8月作出的指示,(i)放棄因本公司向一名股東發行普通股而應收一名股東的款項,作為視作向一名股東分派;(ii)豁免因研發活動而應付同系附屬公司的款項,作為對本集團的出資。

#### (iii) 資本儲備

資本儲備包括於授予本公司僱員、董事及顧問而未行使的購股權於授出日期的公平值中,按照附註2(o)(ii)中就股份為基礎的付款採納的會計政策確認的部分。

#### (iv) 合併儲備

合併儲備指就向兆科藥業香港收購兆科廣州支付的代價之公平值與兆科藥業香港初步出資投資成本之間的差額。

## 24. CAPITAL AND RESERVES (CONTINUED)

### (f) Nature and purpose of reserves (Continued)

#### (v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations with functional currency other than RMB. The reserve is dealt with in accordance with the accounting policies set out in note 2(s).

### (g) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholders return, taking into consideration the future of the Group and capital efficiency, prevailing and projected profitability, projected operating cash flows and projected capital expenditures.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, new debt financing or the redemption of existing debt. The Group made no changes to its capital management objectives, policies or processes during the current and prior years.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 24. 資本及儲備(續)

### (f) 儲備性質及目的(續)

#### (v) 匯兌儲備

匯兌儲備包括換算功能貨幣並非人民幣的業務的財務報表所產生的所有外匯差額。該儲備乃根據附註2(s)所載會計政策處理。

### (g) 資本管理

本集團管理資本的首要任務乃保證本集團持續經營的能力，以繼續為股東提供回報及為其他持份者帶來利益。

本集團積極及定期檢討及管理資本架構，以確保最佳資本架構及股東回報，並考慮本集團的未來及資本效率、當時及預期盈利能力、預期經營現金流量及預期資本支出。

本集團管理資本架構以及根據經濟狀況轉變作出調整。本集團或會通過調整向股東派發的股息、向股東退還資本、發行新股、新債務融資或贖回現有債務以保持或調整資本架構。本集團本年度及過往年度的資本管理目標、政策或程序並無轉變。

本公司或其任何附屬公司均沒有外部施加的資本要求。

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

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

### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to other receivables. The Group's exposure to credit risk arising from cash and bank balances is limited because the counterparties are reputable banks, for which the Group considered to have insignificant credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

The Group has assessed that during the year, other receivables has not had a significant increase in credit risk since initial recognition. Thus, a 12-month expected credit loss approach that results from possible default event within 12 months of the end of the reporting period is adopted by the Group. The Group assesses the credit quality of the counterparties by taking into account their financial position, the past loss experience, existing market conditions as well as forward – "forward-looking" looking information at the end of the reporting period. Further quantitative disclosure in respect of the Group's exposure to credit risk arising from other receivables is set out in note 15.

### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's shareholders when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

## 25. 金融風險管理及金融工具公平值

本集團在日常業務中面臨信貸、流動資金、利率和貨幣風險。本集團面臨該等風險的敞口及本集團管理該等風險所用的金融風險管理政策和慣例描述如下：

### (a) 信貸風險

信貸風險指交易對手違反合約責任而導致本集團蒙受財務損失的風險。本集團的信貸風險主要來自其他應收款項。本集團來自現金及銀行結餘的信貸風險有限，因為交易對手為信譽良好銀行，故本集團認為信貸風險並不重大。

本集團並無提供將令本集團面臨信貸風險的任何擔保。

本集團已評估，年內，其他應收款項的信貸風險自首次確認以來並無大幅上升。因此，本集團採用於報告期末12個月內可能違約事件產生的12個月預期信貸虧損方法。於報告期末，本集團透過考慮交易對手的財務狀況、過往虧損經驗、當時市場狀況以及前瞻性資料評估交易對手的信貸質素。有關本集團因其他應收款項而產生的信貸風險的進一步定量披露資料載於附註15。

### (b) 流動資金風險

本集團內各營運實體負責各自的現金管理，包括就現金盈餘進行短期投資和貸款集資以應付預期現金需求，惟於借款超過若干預定授權水平時需經本公司的股東批准。本集團的政策是定期監察流動資金需求，以確保維持充足的現金儲備以及向主要金融機構取得充足的承諾信貸額度，應付短期及較長期流動資金需求。

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (b) Liquidity risk (Continued)

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of each reporting period) and the earliest date the Group can be required to pay:

		Contractual undiscounted cash outflow 合約未貼現現金流出					Carrying amount
		Within 1 year or on demand 於一年內或應要求 RMB'000 人民幣千元	More than 1 year but less than 2 years 超過一年但少於兩年 RMB'000 人民幣千元	More than 2 years but less than 5 years 超過兩年但少於五年 RMB'000 人民幣千元	More than 5 years 超過五年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount 賬面金額 RMB'000 人民幣千元
As at December 31, 2021	於2021年12月31日						
Other payables and accruals	其他應付款項及應計費用	59,153	-	-	-	59,153	59,153
Amounts due to related companies	應付關聯公司款項	13,684	-	-	-	13,684	13,684
Bank loans	銀行貸款	10,289	-	-	-	10,289	10,289
Lease liabilities	租賃負債	6,145	5,502	13,294	5,800	30,741	26,743
		89,271	5,502	13,294	5,800	113,867	109,869
As at December 31, 2020	於2020年12月31日						
Other payables and accruals	其他應付款項及應計費用	38,731	-	-	-	38,731	38,731
Amount due to a related company	應付一間關聯公司款項	186	-	-	-	186	186
Bank loan	銀行貸款	10,000	-	-	-	10,000	10,000
Lease liabilities	租賃負債	4,858	4,659	13,055	10,151	32,723	27,527
		53,775	4,659	13,055	10,151	81,640	76,444

### (c) Interest rate risk

The Group's interest-bearing financial liabilities at variable rate as at December 31, 2021 and 2020 is one of the bank loans, and the cash flow interest risk arising from the change of market interest rate on the balance of relatively short maturity is not considered significant. The Group's interest-bearing financial liabilities at fixed interest rates at the end of the reporting period are another bank loan and lease liabilities that are measured at amortized cost, and the change of market interest rate does not expose the Group to interest rate risk. Overall, the Group's exposure to interest rate risk is not significant.

## 25. 金融風險管理及金融工具 公平值(續)

### (b) 流動資金風險(續)

下表列示本集團非衍生金融負債於報告期末的餘下合約期限，乃根據合約未貼現現金流量(包括使用合約利率計算的利息付款；或倘為浮動利率，則根據於各報告期末的現行利率計算)以及本集團可能須付款的最早日期計算：

### (c) 利率風險

本集團於2021年及2020年12月31日以浮動利率計息的金融負債為其中一筆銀行貸款，而該到期日較短的結餘因市場利率變動而產生的現金流量利率風險被視為不重大。本集團於報告期末以固定利率計息的金融負債為另一筆銀行貸款以及按攤銷成本計量的租賃負債，而市場利率變動不會令本集團面臨利率風險。整體而言，本集團面臨的利率風險並不重大。



## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (d) Currency risk

The Group is exposed to currency risk primarily through different functional currency in different subsidiaries which give rise to cash and bank balances and intercompany balances that are denominated in a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily RMB and US\$.

#### (i) Exposure to currency risk

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognized assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in Renminbi, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of foreign operations into the Group's presentation currency is excluded.

## 25. 金融風險管理及金融工具公平值(續)

### (d) 貨幣風險

本集團面臨的貨幣風險主要來自各附屬公司不同的功能貨幣，該等附屬公司產生以交易所涉業務的功能貨幣以外的貨幣計值的現金及銀行結餘以及公司間結餘。產生此風險的貨幣主要為人民幣及美元。

#### (i) 面臨貨幣風險

下表詳述本集團於報告期末因已確認資產或負債(以資產與負債所涉實體功能貨幣以外貨幣計值)而產生的貨幣風險。為呈報目的，有關風險金額乃以人民幣列示，使用年結日的即期匯率換算。因將外國業務的財務報表換算為本集團呈列貨幣而產生的差額並無計算在內。

#### Exposure to foreign currencies

外幣風險

		2021 2021年		2020 2020年	
		US\$ 美元	EUR 歐元	US\$ 美元	EUR 歐元
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Cash and cash equivalents	現金及現金等價物	12,692	643	6,078	-
Other payables and accruals	其他應付款項及應計費用	-	(23,052)	-	(10,567)
Net exposures arising from recognized assets and liabilities	已確認資產與負債產生的風險淨額	12,692	(22,409)	6,078	(10,567)

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (d) Currency risk (Continued)

#### (ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group's loss after tax (and accumulated losses) and other components of consolidated equity that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant.

		2021 2021年		2020 2020年	
		Increase/ (decrease) in foreign exchanges rates	(Decrease)/ increase on loss after tax	Increase/ (decrease) in foreign exchanges rates	(Decrease)/ increase on loss after tax
		外幣匯率 上升/(下降)	除稅後虧損 (減少)/增加 RMB'000 人民幣千元	外幣匯率 上升/(下降)	除稅後虧損 (減少)/增加 RMB'000 人民幣千元
US\$	美元	5% (5%)	(476) 476	5% (5%)	(228) 228
EUR	歐元	5% (5%)	936 (936)	5% (5%)	441 (441)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' loss after tax and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of each reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments which expose the Group to foreign currency risk at the end of each reporting period. The analysis is performed on the same basis for 2020.

## 25. 金融風險管理及金融工具 公平值(續)

### (d) 貨幣風險(續)

#### (ii) 敏感度分析

下表顯示在所有其他風險變數保持不變的情況下，倘於報告期末令本集團面臨重大風險的外幣匯率於該日出現變動，本集團除稅後虧損（及累計虧損）及綜合權益其他組成部分將出現的即時變動。

上表呈列的分析結果乃為呈報目的綜合按各報告期末的適用匯率將各集團實體以其各自功能貨幣計量的除稅後虧損及權益換算為人民幣所造成的即時影響。

有關敏感度分析假設於各報告期末令本集團面臨外幣風險的金融工具已應用外幣匯率變動重新計量。該分析乃按與2020年相同的基準進行。

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair value measurements

#### Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorized into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

The Group has a team headed by the finance manager performing valuations for the financial instruments, including the conversion feature of convertible redeemable preferred shares which are categorized into Level 3 of the fair value hierarchy. The finance department of the Group works closely with qualified external valuers to establish the appropriate valuation techniques and inputs to the model. A valuation report with analysis of changes in fair value measurement is prepared by the team at each reporting period, and is reviewed and approved by the management.

## 25. 金融風險管理及金融工具 公平值(續)

### (e) 公平值計量

#### 公平值層級

下表呈列本集團按經常性基準計量的金融工具於報告期末的公平值，於香港財務報告準則第13號「公平值計量」所界定的公平值三級架構中的分類。公平值計量所歸類的層級乃參照估值技術所用的輸入數據的可觀察性及重要性釐定如下：

- 第一級估值：僅以第一級輸入數據(即相同資產或負債於計量日期的未經調整活躍市場報價)計量的公平值
- 第二級估值：以第二級輸入數據(即未能符合第一級規定的可觀察輸入數據)，且不使用重大不可觀察輸入數據計量的公平值。不可觀察輸入數據即無法取得市場數據的輸入數據
- 第三級估值：以重大不可觀察輸入數據計量的公平值

本集團擁有一支由財務經理領導的團隊，負責對金融工具(包括計入公平值層級第三級的可轉換可贖回優先股的轉換特徵)進行估值。本集團的財務部門與合資格外部估值師緊密合作，制定合適的估值技術及模型輸入數據。該團隊於各報告期編製載有公平值計量變動分析的估值報告，以供管理層審閱及批准。

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

## 25. 金融風險管理及金融工具公平值(續)

### (e) Fair value measurements (Continued)

### (e) 公平值計量(續)

#### Fair value hierarchy (Continued)

#### 公平值層級(續)

		Fair value as at 於以下日期的公平值		Fair value hierarchy 公平值層級
		December 31, 12月31日	2020 2020年 RMB'000 人民幣千元	
<b>Financial liabilities:</b>	<b>金融負債：</b>	<b>2021 2021年 RMB'000 人民幣千元</b>		
Conversion features	轉換特徵	—	562,669	Level 3 第三級

During the year, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognize transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

年內，第一級與第二級之間概無轉移，亦無轉入或轉出第三級。本集團的政策是在公平值層級之間出現轉移的報告期末，確認有關轉移。

#### Information about Level 3 fair value measurements

#### 有關第三級公平值計量的資料

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍
Conversion features 轉換特徵	Discounted cash flow 貼現現金流量法	Expected revenue 預期收益 Pre-tax discount rate 稅前貼現率	5%  1%

All Preferred Shares were automatically converted into 260,596,000 ordinary shares upon the successful IPO of the Company on April 29, 2021.

於2021年4月29日本公司成功進行首次公開發售時，所有優先股已自動轉換為260,596,000股普通股。

At December 31, 2020, the fair value of conversion features was determined using the discounted cash flow model and the significant unobservable input used in the fair value measurement were expected revenue and pre-tax discount rate. The fair value measurement was positively correlated to the expected revenue. As at December 31, 2020, it is estimated that with all other variables held constant, an increase/decrease in the expected revenue by 5% would have increased/decreased the Group's loss after tax by RMB94,018,000/RMB82,546,000.

於2020年12月31日，轉換特徵的公平值乃使用貼現現金流量模型釐定，公平值計量使用的重大不可觀察輸入數據為預期收益及稅前貼現率。公平值計量與預期收益成正比。於2020年12月31日，在所有其他變數保持不變的情況下，預期收益增加/減少5%估計將令本集團的除稅後虧損增加人民幣94,018,000元/減少人民幣82,546,000元。

## 25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

### (e) Fair value measurements (Continued)

#### Information about Level 3 fair value measurements (Continued)

The fair value measurement is negatively correlated to pre-tax discount rate. As at December 31, 2020, it is estimated that with all other variables held constant, an increase/decrease in pre-tax discount rate by 1% would have decreased/increased the Group's loss by RMB155,149,000/RMB273,181,000.

## 26. MAJOR NON-CASH TRANSACTIONS

During the years ended December 31, 2021, the Group acquired property, plant and equipment of RMB66,285,000 (2020: RMB25,490,000). As at December 31, 2020, the Group had payables for purchase of property, plant and equipment of RMB28,394,000 (2020: RMB12,684,000), which were included in other payables and accruals.

In July 2020, the amount due from a shareholder of RMB129,033,000 was waived by the Company as deemed distribution to a shareholder with no cash flow impact.

In August 2020, the amounts due to fellow subsidiaries of RMB133,391,000 were waived by its fellow subsidiaries as capital contribution to the Group with no cash flow impact.

During the year ended December 31, 2020, the Group received the non-refundable up-front payment of US\$10,000,000 (equivalents to RMB68,101,000) by way of Share Repurchase (note 24(c)(i)) with no cash flow impact.

## 25. 金融風險管理及金融工具 公平值(續)

### (e) 公平值計量(續)

#### 有關第三級公平值計量的資料(續)

公平值計量與稅前貼現率成反比。於2020年12月31日，在所有其他變數保持不變的情況下，稅前貼現率上升／下降1%估計將令本集團的虧損減少人民幣155,149,000元／增加人民幣273,181,000元。

## 26. 主要非現金交易

截至2021年12月31日止年度，本集團收購物業、廠房及設備人民幣66,285,000元(2020年：人民幣25,490,000元)。於2020年12月31日，本集團購買物業、廠房及設備的應付款項為人民幣28,394,000元(2020年：人民幣12,684,000元)，已計入其他應付款項及應計費用。

於2020年7月，本公司將應收一名股東款項人民幣129,033,000元作為視作向一名股東分派予以豁免，無現金流量影響。

於2020年8月，同系附屬公司將應付同系附屬公司款項人民幣133,391,000元作為向本集團出注資予以豁免，無現金流量影響。

截至2020年12月31日止年度，本集團透過股份購回(附註24(c)(i))收取不可退還預付款10,000,000美元(相當於人民幣68,101,000元)，無現金流量影響。

# Notes to the Financial Statements

## 財務報表附註

### 27. COMMITMENT

Commitments outstanding at December 31, 2021 not provided for in the financial statements were as follows:

		As at December 31, 於12月31日	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Contracted for research and development expenses	就研發開支訂約	117,019	130,098
Contracted for acquisition of machinery and equipment	就購買機器及設備訂約	72,846	18,134
Contracted for purchase of materials	就購買材料訂約	4,831	6,178
		<b>194,696</b>	<b>154,410</b>

### 27. 承擔

財務報表內於2021年12月31日尚未撥備的未履行承擔如下：

### 28. MATERIAL RELATED PARTY TRANSACTIONS

#### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 9 and certain of the highest paid employees as disclosed in note 10, is as follows:

		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他酬金	19,775	4,819
Discretionary bonuses	酌情花紅	5,727	1,093
Share-based payments	以股份為基礎的付款	74,950	3,922
Retirement scheme contributions	退休計劃供款	726	49
		<b>101,178</b>	<b>9,883</b>

Total remuneration is included in "staff costs" (see note 7(b)).

### 28. 重大關聯方交易

#### (a) 主要管理層人員薪酬

本集團主要管理層人員薪酬(包括已付附註9所披露本公司董事及附註10所披露若干最高薪僱員款項)如下：

薪酬總額計入「員工成本」(見附註7(b))。

## 28. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

### (b) Financing arrangements

		Amounts owed by the Group to a related party 本集團結欠一名關聯方款項 As at December 31, 於12月31日		Related interest expense 相關利息開支 Year ended December 31, 截至12月31日止年度	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
Lease liabilities due to Zhaoke Pharmaceutical (Guangzhou) Limited	應付兆科藥業(廣州)有限公司的租賃負債	23,882	27,393	1,280	1,452

Note: The outstanding balances arising from the leasing arrangements with Zhaoke Pharmaceutical (Guangzhou) Limited are included in "Lease liabilities" (note 21). Further details of the lease arrangements are set out in note 12(b)(i).

On March 1, 2022, Zhaoke Guangzhou has entered into renewed leasing arrangements in relation to the leased premises with Zhaoke Pharmaceutical (Guangzhou) Limited. The terms of the arrangements shall commence on March 1, 2022 and will expire on January 31, 2025.

附註：與兆科藥業(廣州)有限公司訂立租賃安排所產生的未支付結餘計入「租賃負債」(附註21)。有關該等租賃安排的進一步詳情載於附註12(b)(i)。

於2022年3月1日，兆科廣州與兆科藥業(廣州)有限公司就租賃物業訂立經重續租賃安排。安排年期於2022年3月1日開始，於2025年1月31日屆滿。

### (c) Other significant related party transactions

The Group had following transactions with related parties:

		Year ended December 31, 截至12月31日止年度	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
<b>Purchase of materials</b>	<b>購買材料</b>		
Guangzhou Zhaoke Lian Fa Pharmaceutical Limited (note (i))	廣州兆科聯發醫藥有限公司(附註(i))	114	61
<b>Procurement of CRO services</b>	<b>購買CRO服務</b>		
Zhaoke Pharmaceutical (Hefei) Co. Limited (note (ii))	兆科藥業(合肥)有限公司(附註(ii))	70,159	13,383

本集團與關聯方訂有以下交易：



## 28. MATERIAL RELATED PARTY TRANSACTIONS (CONTINUED)

### (c) Other significant related party transactions (Continued)

Notes:

- (i) This represents purchase of goods from a related company in respect of materials for research and development.
- (ii) This represents service fee paid to a contract research organization (“CRO”), a related company, in relation to research and development.

All the above transactions have been entered into in the ordinary and usual course of business of the Group and either on normal commercial terms or on terms no less favourable than those available to or from independent third parties.

### (d) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of procurement of CRO services constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section headed “Continuing Connected Transactions” of the Report of the Directors.

## 28. 重大關聯方交易(續)

### (c) 其他重大關聯方交易(續)

附註：

- (i) 指就研發材料向一間關聯公司購買貨品。
- (ii) 指就研發向一間CRO(為關聯公司)支付的服務費。

所有上述交易均於本集團日常業務中按正常商務條款或不遜於由或向獨立第三方提供者的條款進行。

### (d) 就關連交易應用上市規則

購買CRO服務的關聯方交易構成上市規則第十四A章所界定的關連交易或持續關連交易。上市規則第十四A章所規定的披露載於董事會報告中「持續關連交易」一節。

## Notes to the Financial Statements

### 財務報表附註

## 29. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

## 29. 公司層面的財務狀況表

		December 31, 於12月31日	
		2021 2021年 RMB'000 人民幣千元	2020 2020年 RMB'000 人民幣千元
		Notes 附註	
<b>Non-current assets</b>	<b>非流動資產</b>		
Investment in a subsidiary	於一間附屬公司的投資	14	10,299
<b>Current assets</b>	<b>流動資產</b>		
Other receivables and prepayments	其他應收款項及預付款項		4,611
Amount due from a subsidiary	應收一間附屬公司款項		641,734
Time deposits with original maturity over three months	原到期日超過三個月的定期存款		481,163
Cash and cash equivalents	現金及現金等價物		56,267
			<b>2,740,032</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用		7,076
			<b>5,251</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		7,076
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		1,176,699
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Convertible redeemable preferred shares	可轉換可贖回優先股	24(d)	1,896,016
<b>Net assets/(liabilities)</b>	<b>資產淨值/(負債淨額)</b>		<b>(709,018)</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>	24	
Share capital	股本	24(b)	—*
Reserves	儲備		(709,018)
<b>Total equity/(deficit)</b>	<b>權益/(虧絀)總額</b>		<b>(709,018)</b>

\* The balance represents amount less than RMB1,000.

\* 結餘金額少於人民幣1,000元。

Approved and authorised for issue by the board of directors on March 23, 2022.

於2022年3月23日經董事會批准及授權刊發

**Dr. Li Xiaoyi**  
李小羿博士  
Director  
董事

**Mr. Dai Xiangrong**  
戴向榮先生  
Director  
董事

### 30. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED DECEMBER 31, 2021

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard, which are not yet effective for the year ended December 31, 2021 and which have not been adopted in these financial statements. These developments include the followings which may be relevant to the Group:

### 30. 於截至2021年12月31日止年度已頒佈但尚未生效的修訂、新訂準則及詮釋可能產生的影響

截至本財務報表刊發日期，香港會計師公會已頒佈於截至2021年12月31日止年度尚未生效且並無於本財務報表中獲採納的多項修訂及一項新訂準則。可能與本集團有關的變動包括以下各項：

	<b>Effective for accounting periods beginning on or after</b>
	於以下日期或之後開始的會計期間生效
Amendments to HKFRS 3, <i>Reference to the Conceptual Framework</i> 香港財務報告準則第3號修訂本概念框架的提述	1 January 2022 2022年1月1日
Amendments to HKAS 16, <i>Property, Plant and Equipment: Proceeds before Intended Use</i> 香港會計準則第16號修訂本物業、廠房及設備：於作擬定用途前的所得款項	1 January 2022 2022年1月1日
Amendments to HKAS 37, <i>Onerous Contracts – Cost of Fulfilling a Contract</i> 香港會計準則第37號修訂本虧損合約－履行合約的成本	1 January 2022 2022年1月1日
Annual Improvements to HKFRSs 2018–2020 Cycle 香港財務報告準則2018年至2020年週期的年度改進	1 January 2022 2022年1月1日
HKFRS 17, <i>Insurance contracts</i> 香港財務報告準則第17號保險合同	1 January 2023 2023年1月1日
Amendments to HKAS 1 and HKFRS Practice Statement 2, <i>Disclosure of accounting policies</i> 香港會計準則第1號及香港財務報告準則實務聲明第2號修訂本會計政策的披露	1 January 2023 2023年1月1日
Amendments to HKAS 8, <i>Definition of accounting estimates</i> 香港會計準則第8號修訂本會計估計的定義	1 January 2023 2023年1月1日
Amendments to HKAS 12, <i>Deferred tax related to assets and liabilities arising from a single transaction</i> 香港會計準則第12號修訂本與單一交易所產生資產與負債有關的遞延稅項	1 January 2023 2023年1月1日
Amendments to HKFRS 10 and HKAS 28, <i>Sale or contribution of asset between an investor and its associate or joint venture</i> 香港財務報告準則第10號及香港會計準則第28號修訂本投資者與其聯營公司或合營企業之間的資產出售或注資	To be determined 待釐定

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估該等變動於首次應用期間的預期影響。迄今之結論為，採納該等變動不大可能對綜合財務報表構成重大影響。

# Definitions

## 釋義

“AGM” 「股東週年大會」	the annual general meeting of the Company 本公司股東週年大會
“ANDA” 「簡化新藥申請」	abbreviated new drug application, an application for a generic drug to an approved drug in China 簡化新藥申請，於中國對已獲批藥物的仿製藥申請
“Articles of Association” 「組織章程細則」	the articles of association of the Company conditionally adopted on April 1, 2021 and affective on the Listing Date, as amended from time to time 本公司於2021年4月1日有條件採納並於上市日期生效的組織章程細則，經不時修訂
“ASEAN” 「東盟」	the Association of Southeast Asian Nations 東南亞國家聯盟
“Audit Committee” 「審核委員會」	the audit committee of the Board 董事會轄下的審核委員會
“Board” or “Board of Directors” 「董事會」	the board of directors of the Company 本公司董事會
“Business Day” 「營業日」	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong 香港銀行通常向公眾開放辦理一般銀行業務的日子，且並非星期六、星期日或香港公眾假期
“BVI” 「英屬處女群島」	the British Virgin Islands 英屬處女群島
“CAGR” 「複合年增長率」	compound annual growth rate 複合年增長率
“Capitalization Issue” 「資本化發行」	the subdivision of each share in the Company’s issued and unissued share capital with par value of US\$0.0001 each into 400 Shares of the corresponding class with US\$0.0000025 each on April 1, 2021 本公司已發行及未發行股本中每股面值0.0001美元的股份於2021年4月1日拆細為400股每股面值0.0000025美元的相應類別股份
“CBO” 「首席業務官」	the chief business officer of the Company 本公司首席業務官
“CED” 「CED」	corneal epithelial defect 角膜上皮缺損
“CDE” 「藥品審評中心」	the Center for Drug Evaluation of NMPA (國家藥品監督管理局藥品審評中心), a division of the NMPA mainly responsible for review and approval of IND and NDA 國家藥品監督管理局藥品審評中心，國家藥監局的下屬部門，主要負責新藥試驗申請及新藥申請的審批
“CEO” 「行政總裁」	the chief executive officer of the Company 本公司行政總裁

<p>“CFO” 「首席財務官」</p>	<p>the chief financial officer of the Company 本公司首席財務官</p>
<p>“CG Code” 「企業管治守則」</p>	<p>the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則第十四章所載企業管治守則</p>
<p>“China” or “the PRC”  「中國」</p>	<p>the People’s Republic of China excluding, for the purpose of this annual report and for geographical reference only and except where the context requires otherwise, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國，就本年報而言及僅供地理參考及除文義另有所指外，不包括香港、中國澳門特別行政區及台灣</p>
<p>“CIC”  「灼識」</p>	<p>China Insights Industry Consultancy Limited, a market research and consulting company and an independent third party of the Company 灼識行業諮詢有限公司，一間市場研究及諮詢公司，為本公司的獨立第三方</p>
<p>“CMO” 「首席醫學官」</p>	<p>the chief medical officer of the Company 本公司首席醫學官</p>
<p>“Company”, “our Company”, “the Company”, “we”, or “Zhaoke Ophthalmology” 「本公司」、「我們」或「兆科眼科」</p>	<p>Zhaoke Ophthalmology Limited  兆科眼科有限公司</p>
<p>“connected person(s)” 「關連人士」</p>	<p>has the meaning ascribed thereto under the Listing Rules 上市規則賦予該詞的涵義</p>
<p>“connected transaction” 「關連交易」</p>	<p>has the meaning ascribed thereto under the Listing Rules 上市規則賦予該詞的涵義</p>
<p>“controlling shareholder” 「控股股東」</p>	<p>has the meaning ascribed thereto under the Listing Rules 上市規則賦予該詞的涵義</p>
<p>“Core Product(s)”  「核心產品」</p>	<p>has the meaning ascribed to it in Chapter 18A of the Listing Rules; for purposes of this report, our Core Product refers to CsA ophthalmic gel and ZKY001 具有上市規則第十八A章賦予該詞的涵義；就本報告而言，我們的核心產品指環孢素A眼凝膠及ZKY001</p>
<p>“CRO”  「CRO」</p>	<p>contract research organization, a company that provides support to pharmaceutical companies by providing a range of professional research services on a contract basis 合約研究機構，以約聘形式提供各類專業研究服務，為製藥公司提供支援的公司</p>
<p>“CsA” 「環孢素A」</p>	<p>a selective immuno-suppressant that inhibits calcineurin, an activator of T cells 抑制鈣調磷酸酶(T細胞的激活素)的選擇性免疫抑制劑</p>
<p>“CSO” 「首席科學官」</p>	<p>the chief science officer of the Company 本公司首席科學官</p>
<p>“DED” 「乾眼症」</p>	<p>dry eye disease 乾眼症</p>
<p>“Director(s)”  「董事」</p>	<p>the director(s) of our Company, including all executive directors, non-executive directors and independent non-executive directors 本公司董事，包括全體執行董事、非執行董事及獨立非執行董事</p>

## Definitions

### 釋義

“DME” 「DME」	diabetic macular edema 糖尿病黃斑水腫
“EMA” 「EMA」	European Medicines Agency 歐洲藥品管理局
“EU” 「歐盟」	the European Union 歐洲聯盟
“Executive Committee” 「執行委員會」	the executive committee of the Board 董事會轄下的執行委員會
“FDA” 「FDA」	the United States Food and Drug Administration 美國食品藥品監督管理局
“Global Offering” 「全球發售」	the offer for subscription of the shares as described in the Prospectus 招股章程所述的股份認購要約
“GMP” 「GMP」	good manufacturing practice 藥品生產質量管理規範
“Group”, “our Group”, “the Group”, “we” 「本集團」或「我們」	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
“HKFRS” 「香港財務報告準則」	Hong Kong Financial Reporting Standards 香港財務報告準則
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Hong Kong Public Offering”, “International Offering” 「香港公开发售」或「國際發售」	the offer for subscription of the Shares 股份認購要約
“IACTA” 「IACTA」	IACTA Pharmaceuticals, Inc., an ophthalmic pharmaceutical company incorporated under the laws of Delaware of the United States in 2016 and one of our licensing partners IACTA Pharmaceuticals, Inc. · 於2016年根據美國特拉華州法律註冊成立的眼科醫藥公司，為我們的許可方夥伴之一
“IFRS” 「國際財務報告準則」	International Financial Reporting Standards 國際財務報告準則
“IND” 「新藥試驗申請」	investigational new drug, the application for which is the first step in the drug review process by regulatory authorities to decide whether to permit clinical trials. Also known as clinical trial application, or CTA, in China 新藥臨床試驗申請，其為監管機構確定是否允許進行臨床試驗的藥物審批過程的第一步。在中國亦被稱為臨床試驗申請
“Investment Committee” 「投資委員會」	the investment committee of the Board 董事會轄下的投資委員會

<p>“KOLs” 「KOL」</p>	<p>key opinion leaders, who are professionals that influence their peers’ medical practice, including but not limited to prescribing behavior 關鍵意見領袖，對同儕的醫療實務(包括但不限於處方行為)有影響力的專業人士</p>
<p>“Lee’s Pharm” 「李氏大藥廠」</p>	<p>Lee’s Pharmaceutical Holdings Limited (李氏大藥廠控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 950) 李氏大藥廠控股有限公司，一間於開曼群島註冊成立的獲豁免有限公司，其股份於聯交所主板上市(股份代號：950)</p>
<p>“Lee’s Pharm Group” 「李氏大藥廠集團」</p>	<p>Lee’s Pharm and all of its subsidiaries 李氏大藥廠及其所有附屬公司</p>
<p>“Lee’s Pharm Guangzhou” 「李氏大藥廠(廣州)」</p>	<p>Zhaoke Pharmaceutical (Guangzhou) Limited (兆科藥業(廣州)有限公司), a limited liability company established in the PRC on March 3, 2011 and a subsidiary of Lee’s Pharm 兆科藥業(廣州)有限公司，於2011年3月3日在中國成立的有限責任公司，為李氏大藥廠的附屬公司</p>
<p>“Lee’s Pharm Hefei” 「李氏大藥廠(合肥)」</p>	<p>Zhaoke Pharmaceutical (Hefei) Company Limited (兆科藥業(合肥)有限公司), a limited liability company established in the PRC on February 7, 1994 and a subsidiary of Lee’s Pharm 兆科藥業(合肥)有限公司，於1994年2月7日在中國成立的有限責任公司，為李氏大藥廠的附屬公司</p>
<p>“Lee’s Pharm International” 「李氏大藥廠國際」</p>	<p>Lee’s Pharmaceutical International Limited, a limited liability company incorporated in the BVI on August 1, 2001 and a subsidiary of Lee’s Pharm Lee’s Pharmaceutical International Limited，一間於2001年8月1日在英屬處女群島註冊成立的有限公司，為李氏大藥廠的附屬公司</p>
<p>“Listing” or “IPO” 「上市」或「首次公開發售」</p>	<p>the listing of our Shares on the Main Board of the Stock Exchange 股份於聯交所主板上市</p>
<p>“Listing Date” 「上市日期」</p>	<p>April 29, 2021, being the date on which dealings in our Shares first commence on the Main Board of the Stock Exchange 2021年4月29日，即股份於聯交所主板首次開始買賣的日期</p>
<p>“Listing Rules” 「上市規則」</p>	<p>the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time 聯交所證券上市規則，經不時修訂或補充</p>
<p>“Main Board” 「主板」</p>	<p>the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange 聯交所運作的證券交易所(不包括期權市場)，獨立於聯交所GEM並與之並行運作</p>
<p>“MOA” 「作用機制」</p>	<p>mechanism of action 作用機制</p>
<p>“Model Code” 「標準守則」</p>	<p>the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules 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</p>
<p>“NDA” 「新藥申請」</p>	<p>new drug application, an application through which the drug sponsor formally proposes that the relevant regulatory authority approve a new drug for sales and marketing 新藥上市申請，新藥研發主辦人通過該申請正式建議相關監管機構批准新藥銷售及上市</p>



## Definitions

### 釋義

“Nevakar” [Nevakar]	Nevakar, Inc., a pharmaceutical company incorporated under the laws of Delaware of the United States in 2015 and one of our licensing partners Nevakar, Inc.，於2015年根據美國特拉華州法律註冊成立的製藥公司，為我們的許可方夥伴之一
“NMPA” [國家藥監局]	National Medical Products Administration, the institution that performs the functions of China Food and Drug Administration instead according to the Institutional Reform Plan of the State Council of the PRC 國家藥品監督管理局，根據中國國務院的機構改革方案，代替國家食品藥品監督管理局履行職能的機構
“Nomination Committee” [提名委員會]	the nomination committee of the Board 董事會轄下的提名委員會
“NTC” [NTC]	NTC S.r.l, a pharmaceutical company incorporated under the laws of Italy and one of our licensing partners NTC S.r.l，根據意大利法律註冊成立的醫藥公司，為我們的許可方夥伴之一
“PanOptica” [PanOptica]	PanOptica, Inc., a biopharmaceutical company incorporated under the laws of Delaware of the United States in 2009 and one of our licensing partners PanOptica, Inc.，於2009年根據美國特拉華州法律註冊成立的生物製藥公司，為我們的許可方夥伴之一
“Post-IPO Share Option Scheme” [首次公開發售後購股權計劃]	the post-IPO share option scheme adopted by our Company on April 1, 2021, effective from the Listing Date, as amended from time to time, the principal terms of which are set out in “Appendix IV – Statutory and General Information – D. Share Option Schemes – 2. Post-IPO Share Option Scheme” in the Prospectus 本公司於2021年4月1日採納並自上市日期起生效的首次公開發售後購股權計劃，經不時修訂，其主要條款載於招股章程「附錄四－法定及一般資料－D.購股權計劃－2.首次公開發售後購股權計劃」
“Pre-IPO Shares Option Scheme” [首次公開發售前購股權計劃]	the pre-IPO share option scheme adopted by our Company on November 17, 2020, the principal terms of which are set out in “Appendix IV – Statutory and General Information – D. Share Option Schemes – 1. Pre-IPO Share Option Scheme” in the Prospectus 本公司於2020年11月17日採納的首次公開發售前購股權計劃，其主要條款載於招股章程「附錄四－法定及一般資料－D.購股權計劃－1.首次公開發售前購股權計劃」
“Prospectus” [招股章程]	the prospectus issued by the Company dated April 16, 2021 本公司於2021年4月16日刊發的招股章程
“R&D” [研發]	research and development 研究及開發
“Remuneration Committee” [薪酬委員會]	the remuneration committee of the Board 董事會轄下的薪酬委員會
“Reporting Period” [報告期]	the year ended December 31, 2021 截至2021年12月31日止年度
“Retained Lee’s Pharm Group” [保留李氏大藥廠集團]	Lee’s Pharm and its subsidiaries, for the avoidance of doubt, excluding our Group 李氏大藥廠及其附屬公司，為免生疑問，不包括本集團
“RMB” [人民幣]	Renminbi 人民幣

<p>“Series A Preferred Shares” 「A系列優先股」</p>	<p>the convertible series A preferred shares of our Company allotted and issued in the series A financing, which were subsequently converted to ordinary Shares on the Listing Date 本公司於A輪融資中配發及發行的可轉換A系列優先股，其後於上市日期轉換為普通股</p>
<p>“Series B Preferred Shares” 「B系列優先股」</p>	<p>the convertible series B preferred shares of our Company allotted and issued in the series B financing, which were subsequently converted to ordinary Shares on the Listing Date 本公司於B輪融資中配發及發行的可轉換B系列優先股，其後於上市日期轉換為普通股</p>
<p>“SFO” 「證券及期貨條例」</p>	<p>Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第571章《證券及期貨條例》，經不時修訂、補充或以其他方式修改</p>
<p>“Share(s)” 「股份」</p>	<p>ordinary shares in the share capital of our Company of US\$0.00000025 each 本公司股本中每股面值0.00000025美元的普通股</p>
<p>“Share Repurchase” 「股份購回」</p>	<p>a repurchase of 22,520 shares on October 2, 2020 by the Company from Lee’s Pharmaceutical International, a Shareholder of the Company, as the settlement of the non-refundable up-front payment of US\$10,000,000 (equivalents to RMB68,101,000) pursuant to a licensing agreement. The shares repurchases were cancelled on the same date 本公司於2020年10月2日向其股東李氏大藥廠國際購回22,520股股份，作為結算根據許可協議不可退換預付款10,000,000美元(相當於人民幣68,101,000元)。該等購回股份已於同日註銷</p>
<p>“Share Subdivision” 「股份拆細」</p>	<p>the subdivision of each share in the Company’s issued and unissued share capital with par value of US\$0.0001 each into 400 Shares of the corresponding class with US\$0.00000025 each on April 1, 2021, the details of which are set out in “History, Development and Corporate Structure – Share Subdivision and Share Conversion” in the Prospectus 本公司已發行及未發行股本中每股面值0.0001美元的股份於2021年4月1日拆細為400股每股面值0.00000025美元的相應類別股份，其詳情載於招股章程「歷史、發展及企業架構－股份拆細及股份轉換」</p>
<p>“Shareholder(s)” 「股東」</p>	<p>holder(s) of Shares 股份持有人</p>
<p>“South Korea” 「南韓」</p>	<p>the Republic of Korea, its territories, its possessions and all areas subject to its jurisdiction 大韓民國、其領土、屬地及受其司法管轄的所有地區</p>
<p>“Stock Exchange” 「聯交所」</p>	<p>The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited 香港聯合交易所有限公司，為香港交易及結算所有限公司的全資附屬公司</p>
<p>“Substantial Shareholder(s)” 「主要股東」</p>	<p>has the meaning ascribed thereto under the Listing Rules 上市規則賦予該詞的涵義</p>
<p>“TOT BIOPHARM” 「東曜藥業」</p>	<p>TOT BIOPHARM International Company Limited (東曜藥業股份有限公司), formerly known as TOT BIOPHARM International Company Limited (東源國際醫藥股份有限公司), a limited liability company established under the laws of Hong Kong in 2009 and one of our licensing partners, whose shares are listed on the Stock Exchange (stock code: 1875) 東曜藥業股份有限公司，前稱東源國際醫藥股份有限公司，於2009年根據香港法例成立的有限公司，為我們的許可方夥伴之一，其股份於聯交所上市(股份代號：1875)</p>
<p>“United States”, or “US” 「美國」</p>	<p>the United States of America, its territories, its possessions and all areas subject to its jurisdiction 美利堅合眾國、其領土、屬地及受其司法管轄的所有地區</p>

## Definitions

### 釋義

“US dollars”, “U.S. dollars”, “US\$” or “USD” 「美元」	United States dollars, the lawful currency of the United States 美國法定貨幣美元
“VEGF” 「VEGF」	vascular endothelial growth factor, a signal protein produced by cells that stimulates the formation of blood vessels 血管內皮生長因子，細胞所產生可促進血管形成的一種信號蛋白質
“VEGFR2” 「VEGFR2」	vascular endothelial growth factor receptor 2, a type of VEGF that is a primary responder to vascular endothelial growth factor signal, and thereby regulates endothelial migration and proliferation 血管內皮生長因子受體2，一種VEGF，是對血管內皮生長因子信號的主要應答物，從而調節內皮遷移及增殖
“wAMD” 「wAMD」	wet age-related macular degeneration 濕性老年黃斑部病變
“Zhaoke Guangzhou” 「兆科廣州」	Zhaoke (Guangzhou) Ophthalmology Pharmaceutical Co., Ltd. (兆科(廣州)眼科藥物有限公司), a limited liability company established in the PRC on June 16, 2016 and an indirect wholly-owned subsidiary of our Company 兆科(廣州)眼科藥物有限公司，於2016年6月16日在中國成立的有限責任公司，為本公司的間接全資附屬公司
“Zhaoke HK” 「兆科香港」	Zhaoke (Hong Kong) Ophthalmology Pharmaceutical Limited (兆科(香港)眼科藥物有限公司), a limited liability company incorporated in Hong Kong on July 24, 2017 and a wholly-owned subsidiary of our Company 兆科(香港)眼科藥物有限公司，於2017年7月24日在香港註冊成立的有限公司，為本公司的全資附屬公司



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