



上海復旦張江生物醫藥股份有限公司  
Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\*

(a joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code : 1349)

# ANNUAL REPORT 2022



\* For identification purpose only

# Contents

	<b>Pages</b>
CORPORATE INFORMATION	<b>2</b>
FIVE YEARS FINANCIAL DATA HIGHLIGHTS	<b>4</b>
CHAIRMAN'S STATEMENT	<b>6</b>
MANAGEMENT DISCUSSION AND ANALYSIS	<b>19</b>
REPORT OF THE DIRECTORS	<b>35</b>
REPORT OF THE SUPERVISORY COMMITTEE	<b>65</b>
REPORT OF THE AUDIT COMMITTEE	<b>68</b>
REPORT OF THE REMUNERATION COMMITTEE	<b>71</b>
REPORT OF THE NOMINATION COMMITTEE	<b>73</b>
REPORT OF THE STRATEGY COMMITTEE	<b>75</b>
REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS	<b>77</b>
CORPORATE GOVERNANCE REPORT	<b>79</b>
PROFILES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT	<b>107</b>
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT	<b>112</b>
INDEPENDENT AUDITOR'S REPORT	<b>137</b>
CONSOLIDATED FINANCIAL STATEMENTS	
• CONSOLIDATED BALANCE SHEET	<b>142</b>
• COMPANY BALANCE SHEET	<b>144</b>
• CONSOLIDATED INCOME STATEMENTS	<b>146</b>
• COMPANY INCOME STATEMENTS	<b>148</b>
• CONSOLIDATED CASH FLOW STATEMENTS	<b>149</b>
• COMPANY CASH FLOW STATEMENTS	<b>151</b>
• CONSOLIDATED STATEMENTS OF CHANGES IN OWNERS' EQUITY	<b>153</b>
• COMPANY STATEMENTS OF CHANGES IN OWNERS' EQUITY	<b>155</b>
• NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	<b>156</b>
• SUPPLEMENTARY INFORMATION OF FINANCIAL STATEMENTS	<b>267</b>

# Corporate Information

## EXECUTIVE DIRECTORS

Wang Hai Bo (*Chairman*)

Su Yong

Zhao Da Jun

## NON-EXECUTIVE DIRECTORS

Shen Bo

Yu Xiao Yang

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Zhou Zhong Hui

Lam Yiu Kin

Xu Qing

Yang Chun Bao

## SUPERVISORS

Huang Jian (*Chairman*)

Liu Xiao Long

Wang Luo Chun

Yu Dai Qing

## LEGAL REPRESENTATIVE

Wang Hai Bo

## COMPANY SECRETARY

Xue Yan, HKICPA/FCCA/CICPA/CIA

## AUTHORISED REPRESENTATIVES

Zhao Da Jun

Xue Yan, HKICPA/FCCA/CICPA/CIA

## AUDIT COMMITTEE

Lam Yiu Kin (*Chairman*)

Shen Bo

Xu Qing

## REMUNERATION COMMITTEE

Zhou Zhong Hui (*Chairman*)

Lam Yiu Kin

Yang Chun Bao

## NOMINATION COMMITTEE

Xu Qing (*Chairman*)

Wang Hai Bo

Zhou Zhong Hui

## STRATEGY COMMITTEE

Wang Hai Bo (*Chairman*)

Zhao Da Jun

Yang Chun Bao

## AUDITOR

PricewaterhouseCoopers Zhong Tian LLP

## LEGAL ADVISERS TO THE COMPANY

ONC Lawyers (As to Hong Kong Law)

Fangda Partners (As to PRC Law)

## PRINCIPAL BANKERS

Industrial and Commercial Bank of China,

Zhangjiang Sub-branch

Bank of China, Zhangjiang Sub-branch

Bank of Nanjing, Taizhou Branch

China Merchants Bank, Tianshan Sub-branch

Ping An Bank, Shanghai Branch

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

Shops 1712-1716 17/F Hopewell Centre

183 Queen's Road East, Wanchai, Hong Kong

## **REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC**

308 Cailun Road  
Zhangjiang Hi-Tech Park  
Pudong Shanghai 201210, PRC

## **PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

19/F, Three Exchange Square,  
8 Connaught Place, Central, Hong Kong

## **AUTHORISED REPRESENTATIVE TO ACCEPT SERVICE OF PROCESS AND NOTICES**

ONC Lawyers  
19/F, Three Exchange Square,  
8 Connaught Place, Central, Hong Kong

## **LISTING INFORMATION**

H Share  
The Main Board of The Stock Exchange of  
Hong Kong Limited  
Stock Code: 1349

A Share  
The STAR Market of the Shanghai Stock  
Exchange  
Stock Code: 688505

## **WEBSITE**

[www.fd-zj.com](http://www.fd-zj.com)

# Five Years Financial Data Highlights

## RESULTS

	Year ended 31 December				
	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000	2018 RMB'000 (Restated)
Revenue	<b>1,031,160</b>	1,140,313	833,803	1,029,295	741,841
Profit before income tax	<b>132,294</b>	215,921	176,701	246,312	93,890
Profit for the year	<b>137,272</b>	212,381	164,259	220,654	90,913
<b>Profit attributable to:</b>					
Shareholders of the Company	<b>137,997</b>	213,296	164,663	227,358	112,129
Non-controlling interests	<b>(725)</b>	(915)	(403)	(6,704)	(21,216)
Total comprehensive income for the year	<b>136,122</b>	209,101	169,288	220,710	77,303
<b>Total comprehensive income attributable to:</b>					
Shareholders of the Company	<b>136,847</b>	210,016	169,691	227,414	98,519
Non-controlling interests	<b>(725)</b>	(915)	(403)	(6,704)	(21,216)
EBITDA	<b>216,021</b>	278,786	237,145	312,279	157,173
	<b>RMB</b>	RMB	RMB	RMB	RMB
Basic and diluted earnings per share for profit attributable to the shareholders of the Company	<b>0.1340</b>	0.2049	0.1663	0.2463	0.1215

### ASSETS AND LIABILITIES

	As at 31 December				
	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000	2018 RMB'000 (Restated)
Total assets	<b>2,976,007</b>	2,781,172	2,500,701	1,564,824	1,469,691
Total liabilities	<b>(722,986)</b>	(591,582)	(492,211)	(631,676)	(515,259)
	<b>2,253,021</b>	2,189,590	2,008,490	933,148	954,432
<b>Capital and reserves attributable to:</b>					
Shareholders of the Company	<b>2,257,102</b>	2,192,946	2,010,931	931,525	943,218
Non-controlling interests	<b>(4,081)</b>	(3,356)	(2,441)	1,623	11,214
	<b>2,253,021</b>	2,189,590	2,008,490	933,148	954,432

As approved by the extraordinary general meeting on 24 February 2020, the Company adopted the China Accounting Standards for Business Enterprises to prepare its overseas financial statements since the year ended 2019, and made relevant restatement on its consolidated financial statements for the year 2018 according to China Accounting Standards for Business Enterprises. The accounting policy of the Group have adopted the Q&A on Implementation of Accounting Standards for Business Enterprises which issued by the Ministry of Finance on 2 November 2021. The adoption of the above updated standards has no significant impact on the financial statements of the Group.

# Chairman's Statement



On behalf of the board (the “Board”) of directors (the “Directors”) of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “Company”), I present the annual report of the Company together with its subsidiaries (collectively as the “Group”) for the year ended 31 December 2022 (the “Reporting Period”) for consideration by the shareholders.

## DEVELOPMENT CONCEPTS AND OBJECTIVE

The Group is mainly engaged in innovative research and development, production and marketing of biomedicine. Since its establishment, with the ultimate goal to stay as an innovator and a leader in the bio-pharmaceutical industry, the Group has committed to exploring unmet needs and deficiencies of clinical and patients treatment as well as developing novel and more effective treatments and medicines, so as to realize our mission that “The More We Explore, the Healthier Human Beings Will Be”.

Taking this opportunity to report to shareholders, I would like to clarify our view on the value and wealth of the pharmaceutical industry again that we believe that the value of drugs is created through intellectual activities, and the birth of new drugs are the representation of value, where the size of value is related to the number of patients that can be treated in theory. Wealth is the actual realization of the value of new drugs and determined by the patients who actually receive in the treatment. The development of new drugs or generic drugs such as Me-too, which is commercialized on the mechanism (or drug target) of new drugs that have been successfully marketed, actually divides up the wealth (not value) of the new drugs. By defining value and wealth, we hope that our shareholders and investors can clearly understand our development philosophy and objectives.

We always believe that the ultimate goal of pharmaceutical companies is to solve the problem of the lack of clinical treatment. Achieving this goal requires slow and longtime persistent exploration with great efforts and knowledge for linking technical tools with the pathogenesis of disease, which may ultimately reflect the unique treatment effect in clinical practice. We believe that this is the real contribution and support of the pharmaceutical industry to the modern medical system. Our dedication is the reason why we can develop unique innovative new drugs. From the 26-year development history of the Group, we are not “wise men” in the Chinese pharmaceutical industry, many times even seem unmotivated. But from the products that have been listed and are being developed, we undoubtedly and proudly acknowledge the Company in its value. We believe that the Company has always been on the right track. Since our drugs would be helping patients, we enjoy the happiness brought by the excellent effect of our drugs in clinical treatment.

Similarly, we know that for the survival of the Group, there must be the choice of commercialization of drug projects, such as the development of nano drug Doxorubicin liposome by our company, and the layout of future competitive fields such as a series of ADC drugs. We tried to strike a balance, but we also knew that adhering to the original development model is difficult to satisfy everyone. As a public company listed in two jurisdictions, we have repeatedly stated our ideas and objectives in our reports to shareholders, with an aim to allow our shareholders understand us and enable us to look upon the pharmaceutical industry freely and passionately. We will pay sufficient attention to the opinion of our shareholders, and we believe that our goals and interests of shareholders can be perfectly balanced and aligned. On behalf of all our colleagues, I would like to express our sincere gratitude to our shareholders who have supported us over the years.

## RESEARCH STRATEGY, REVIEW AND PROSPECTS

During the Reporting Period, the Group's innovative R&D areas mainly focused on photodynamic drugs for skin diseases, tumors and precancerous lesions, antibody-drug conjugates for tumors and psychotropic slow-release drugs for full-cycle treatment of Parkinson's disease, Me-too drugs such as small molecular targeting drugs for autoimmune diseases and tumors and other drugs with patents or technical barriers.

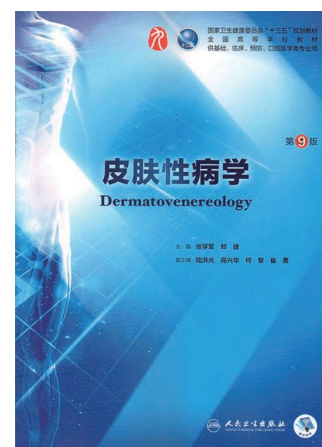
## PHOTODYNAMIC DRUGS

The Group is a leader in the development of international photodynamic drugs. The drug indications developed and under development include condyloma acuminata, Port Wine Stains ("PWS"), Actinic Keratosis ("AK"), cervical intraepithelial neoplasia, glioma, bladder cancer and moderate and severe acne. Photodynamic drugs are a representative and unique product line of the Group to discover disease patterns and formulate treatment rules. We will continue to build on its feature of "one drug, several indications" and "a new scalpel for clinical treatment"; and will design special therapy for some precancerous lesions which cannot be treated or intervened for the moment.



As the first commercialization project of the Group, the therapy of Aminolevulinic Acid Hydrochloride combined with photodynamic technology (the brand name of ALA, 艾拉®) for the treatment of condyloma acuminata obtained positive market response after it was launched for sale. It has become the clinical drug of choice. To expand the application to new indications of this drug is one of the key R&D projects of the Group.

The therapy of ALA combined with photodynamic technology initiated by the Company was recorded in the textbook of Dermatovenereology from 2013 and the latest ninth edition of Dermatovenereology adds the new application of the aforementioned therapy on the acne treatment. The therapy of ALA combined with photodynamic technology was also recorded in the "Condyloma Acuminata Diagnosis and Treatment Guidelines (2014)" and "Condyloma Acuminata Treatment Expert Consensus (2017)" issued by the Chinese Medical Association.





## Chairman's Statement

The clinical research progress of Aminolevulinic Acid Hydrochloride combined with photodynamic technology used for the treatment of CIN infected by HPV ("CIN") has made significant progress. Based on the experimental treatment result of the real world clinical research, the Company has formulated a new optimized Phase II clinical research plan. The clinical trial Phase IIc of the project was undergoing during the Reporting Period. Cervical precancerous lesion is a barrier in treatment. Adhering to the clinical research and development of this project will benefit the majority of women patients, and we will strive to obtain the registration of new indications as early as we can.

The clinical trial phase II of Aminolevulinic Acid Hydrochloride combined with photodynamic technology used for the treatment of moderate and severe acne was undergoing during the Reporting Period. Meanwhile, taking into account the feedback from clinicians in the actual treatment process, the Group is further studying painless treatment options and the clinical superiority of local medication over system medication.

For the project of Aminolevulinic Acid Hydrochloride combined with photodynamic technology used for the treatment of glioma, refer to the overseas listed product which used for the visualization of malignant tissue during adult malignant glioma. The Company confirmed that ALA fluorescence guided technology formed by the coordination of aminolevulinic acid hydrochloride can bring practical clinical benefits to patients undergoing surgical treatment of high-grade gliomas. At present, the Company is conducting relevant research and clinical application will be applied as soon as possible.

The investigational new drug ("IND") application for Aminolevulinic acid hydrochloride used for the treatment of actinic keratosis ("AK", known as photoliner keratosis, solar keratosis and senile keratosis) was accepted and the Company has started the clinical trial phase II of the project during the Reporting Period. AK mostly occurs in the exposed parts such as face, scalp or dorsum of the hands, and mostly occurs in the middle-aged and elderly people. Photodynamic therapy for the treatment of AK has been approved abroad. At present, the existing treatments in China include freezing, curettage, external drug application, etc. The therapy of Aminolevulinic Acid Hydrochloride combined with photodynamic technology was recorded in the "Guidelines for Clinical Application of Photodynamic Therapy in Dermatology (2021)" and "Consensus of Chinese Clinical Diagnosis and Treatment Experts on Photokeratosis (2021)" issued by the Chinese Medical Association.



FuMeiDa (the brand name of Hemoporfin for injection), the first photodynamic drug for the treatment of PWS in the world, is a new drug with new drug target, new compound and new indication. PWS is a common congenital vascular malformation characterized by ectatic capillaries in the papillary layer of the dermis. The lesions tend to become darker and thicker with time and rarely fade away for life. PWS occurs in anywhere on the body and particularly in face and neck and is reported about 0.3~0.4% incidence of infants worldwide. Before age 40, over 65% of patients without treatment will face the situation of thicken and modular lesions cause great emotional depression. FuMeiDa launched to market in 2017 and clinical trial phase IV is under way. The Group has also started the overseas registration of Hemoporfin.

During the Reporting Period, The phase II clinical trials application for Hemoporfin as 505b (1) innovative drugs was accepted by the Food and Drug Administration of the United States ("FDA") has been obtained the Study May Proceed Letter issued by FDA, and is carrying out phase II clinical research in the United States. Based on the large number of good real data of clinical treatment in China as well as patented technologies continuously discovered and developed in treatment to improve curative effect and reduce side effects of FuMeiDa, we have reason to expect that once it is successfully listed in the United States, Hemoporfin will help patients around the world change their life and lay the foundation for the innovative development model adhered to by the Group.

Meanwhile, the Group is also continuing its exploration and screening of new photosensitizers to lay out photodynamic drug reserves of the Group in advance.

In the future, the Group will continue to work on the further exploration and optimization of photodynamic therapy schemes. From the perspective of clinical actual needs, the Group will make the best use of the unique advantages of photodynamic therapy different from traditional treatment methods, and develop new photodynamic drugs or new photodynamic combined therapy schemes. In consideration of the clinical recognition function of photodynamic drugs for tumors and other special lesions, following the ongoing project of aminolevulinic acid photodynamic therapy for glioma, we will expand the corresponding possibility of the application of ALA fluorescence guidance technology in clinical surgery in the short term. Among them, the project of visual guidance for bladder cancer surgery is undergoing preclinical research.

## ANTIBODY-DRUG CONJUGATES (ADC)

ADC is an important research and development direction and commercial choice of the Company's genetic engineering technical platform. Possessing the powerful lethality of small molecular drugs and targeting property of monoclonal antibodies, ADC has become a hot item in the research and development of targeted tumor therapy over the past decade. Enhertu<sup>®</sup>, the treatment of metastatic breast cancer with low HER2 expression in phase III achieved high level of positive results in February 2022, which again greatly improved the future prospects of ADC drugs of Daiichi Sankyo based on the DXd platform. There is also significant competition for ADC drug development in China, there are about 30 domestic registered clinical projects of ADC targeting Her2 target, which fully shows the rat race of the pharmaceutical industry's commercial selection. There are several development strategies being explored within the industry for DXd-ADCs projects: such as DXd side chain modification (which is noteworthy the adoption of this strategy by the first and currently the only R&D program to enter the clinic); circumvention of patents by deuteration; and the adoption of new linker technologies, etc. The success of these various technologies remains to be verified by subsequent clinical trials. Similarly, for the development of Me-too ADC for Trodelvy<sup>®</sup>, various pharmaceutical companies also show their magic power, and the Group also has projects in the phase I clinical process.

Our research and development of ADC have also gone through a process from simple imitation to innovation:



The Group's first ADC is the Recombinant Anti-CD30 Human-mouse Chimeric Monoclonal Antibody-MCC-DM1 Injection ("CD30-DM1 ADC") for the treatment of tumors, which is actually an explore of DM1-ADC in CD30 target and a combination of ADCETRIS<sup>®</sup> (CD30-MMAE) and Kadcyła<sup>®</sup> (Her2-DM1/T-DM1). According to public information, the sales volume of ADCETRIS<sup>®</sup> (as the first new drug approved for the treatment of Hodgkin's lymphoma and filling the gap in this field after nearly 30 years) reached \$1.48 billion in 2022 and the sales volume of Kadcyła<sup>®</sup> (for the adjuvant therapy of early breast cancer) exceeded \$2.26 billion in 2022. As a trial project explored in the field of ADC drug for the first time, we recognize that no core technology was developed for this drug nor did it go beyond the general understanding of ADC for the time being. As a project developed in cooperation with Shanghai Pharmaceuticals, the project has completed phase I clinical research and is conducting another phase I extended clinical trial to explore the efficacy of recurrent/refractory CD30 positive peripheral T-cell lymphoma.

## Chairman's Statement

The Group's second ADC is a Trop2-directed antibody drug conjugate ("Trop2-SN38 ADC", also known as "FDA018 antibody drug conjugate for injection") for triple negative breast cancer, bladder cancer, gastric cancer and other tumors. This is a Me-too drug with a linker different from the original drug. According to existing research results, it has similar pharmacological properties and in vitro pharmacodynamics to original drug and has similar pharmacodynamics and pharmacokinetic characteristics in model animals. The project is under phase I clinical research during the Reporting Period and expected to get the same clinical results as original drug.

In recent years, we have built a new linker-drug platform ("BB05 Platform") in respect of small molecule. This laid the foundation for the Group's subsequent development of Me-better or innovative ADCs. The ADC projects currently being developed by the Group on the basis of this BB05 Platform includes:

- The Her2 directed antibody drug conjugate ("Her2-BB05 ADC", also known as "FDA022 antibody drug conjugate for injection") for the treatment of metastatic breast cancer and metastatic gastric cancer, carried out phase I clinical study during the Reporting Period and the first patient has been enrolled in the study in January 2023. We wish this project can consistent with the original product that has been approved for marketing in terms of in vitro plasma stability, in vitro release/bystander effect, and in vivo PK/PD;
- The preclinical research of Trop2 directed antibody drug conjugate ("Trop2-BB05 ADC", also known as "FZ-AD004 antibody drug conjugate for injection") for the treatment of solid tumors such as lung cancer and triple negative breast cancer has been completed during the Reporting Period and the investigational new drug application for Phase I clinical trial of this project was accepted in January 2023; and
- The preclinical research of DLL3 directed antibody drug conjugate ("DLL3-BB05 ADC") mainly for the treatment of small cell lung cancer, which has completed preclinical proof-of-concept during the Reporting Period and will apply for clinical treatment as soon as possible.

We have the research and development capabilities in development of biologics agents, small molecules and ADC linkage, and the experience of successfully advancing the candidate drugs from clinical to clinical trials. With the completion of the construction of the antibody coupling drug workshop of Taizhou, ADC medicine will become an important product group of the Group.

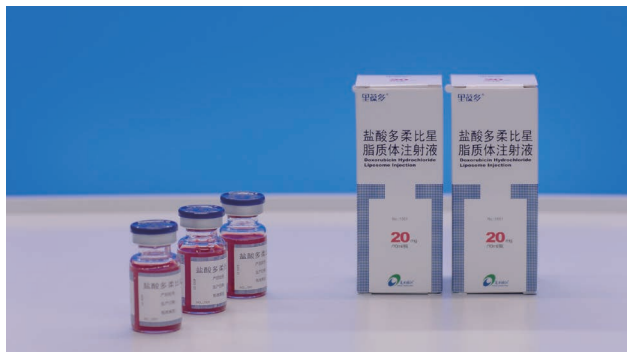
### PSYCHOTROPIC SLOW-RELEASE DRUGS FOR PARKINSON'S DISEASE

Parkinson's disease, also known as tremor paralysis, is one of the most common neurodegenerative diseases. People usually get the disease at the age of 50 to 60, caused by lack of dopamine in the brain which prevents brain nerve cells from properly controlling motor functions, resulting in tremor of hands and feet, slow movement, sleep disturbance and other symptoms that affect the quality of life. At present, the mainstream drug for the treatment of early Parkinson's disease in clinical practice – levodopa preparation has two types: rapid release dosage form and sustained release dosage form, but all products have not achieved the ideal effect of long-term stable release and absorption of levodopa. Fluctuating blood drug concentration will accelerate the course of disease and produce other adverse reaction symptoms, which makes clinicians have concerns about the early use of levodopa as a treatment scheme. The carzodopa controlled-release tablet project (WD-1603) of the Company for the treatment of early Parkinson's disease has completed the phase II clinical research during the Reporting Period. This project belongs to National Medical Products Administration ("NMPA") Class 2 new drug in China and FDA 505 (b)(2) new drug in the United States. The project adopts the UGI-Pump® under the associate of the Group, Shanghai Handu Pharmaceutical Technology Co., Limited ("Shanghai Handu") patented technology platform which can prolong the retention time of levodopa dosage form in the upper gastrointestinal tract, and continuously and stably release the drug during the retention time, so as to obtain a stable blood drug concentration, delay the process of Parkinson's disease to a great extent and reduce the adverse reactions caused by the drug. During the reporting period, the PCT patent of this drug has been authorized in China and Japan. We will promote the phase III clinical research of this project as soon as possible. In the future, we plan to cooperate with Shanghai Handu in the development of new drugs with certain intellectual property rights for the full-cycle treatment of Parkinson's disease, including Carzodopa slow-release tablets.

### SMALL MOLECULAR TARGETING DRUGS FOR AUTOIMMUNE DISEASES

The selective inhibitor project for JAK1, a small molecular targeting drug, for the treatment of rheumatoid arthritis ("RA") is under clinical trial phase I. Oral selective inhibitor for JAK1 for the treatment of atopic dermatitis ("AD") and ulcerative colitis ("UC") is under clinical trial phase II. The investigational new drug application for Phase I clinical trial of topical selective inhibitor for JAK1 on AD has been accepted during the Reporting Period, which will carry out the phase I clinical trial as soon as possible. At present, oral JAK preparations show amazing effects in clinical research which also have natural advantages of onset time and use mode. While the topical application method is convenient to use, with good local absorption, few overall adverse reactions, and greatly improved the compliance of human subjects involved in the clinical trial. Accordingly, the Group hopes to develop new drugs to help patients who have not been fully satisfied clinically.

### ANTINEOPLASTIC NANO DRUGS



LIBOd® (里葆多®) for the treatment of tumors, was launched to market in August 2009. The drug is a new doxorubicin formula which adopts the advanced stealth liposomal encapsulation technology and has passive targeting characteristics. It is a new generation of replacement for anthracycline drugs. In oncology, it has the advantages of enhancing efficacy and remarkably lowering the effects of cardiac toxicity, myelosuppression and hair-loss. LIBOd® is used for the treatment of AIDS-related Kaposi's sarcoma, breast cancer and ovarian cancer. According to

the requirements of relevant PRC laws and regulations, the Company has started the domestic bioequivalence evaluation research. During the Reporting Period, the project has received the acceptance notice of the quality and efficacy consistency evaluation of generic drugs for chemical injection.

### OTHER DRUGS WITH PATENTS OR TECHNICAL BARRIERS

The in vivo bioequivalence study on obeticholic acid project with a synthetic patent for the treatment of hepatobiliary disease has been completed. During the Reporting Period, the confirmatory clinical study is under way. It is a generic drug of a medicine developed in the United States and listed worldwide for the treatment of primary biliary cirrhosis (PBC). Such drug has a large market in China which is a country with high incidence of hepatobiliary disease. The Group has engaged a third-party research institution to break through the patent restrictions on the original drug and was granted the patent in China. On 15 March 2020, the National Health Commission, in conjunction with the Ministry of Science and Technology, the Ministry of Industry and Information Technology, the State Medical Insurance Bureau, the National Medical Products Administration and the State Intellectual Property Office, organized experts to select and demonstrate the drugs that are not yet applying for registration and lack of clinical supply (insufficient competition) for the domestic patent due, and formulated the Second Batch of Encouraged Generic Drugs Catalogue, which clearly defined in the catalogue 17 drugs and formulations encouraged to be imitated, including obeticholic acid tablets.

Infantile hemangioma ("IH") is a vascular tumor based on endothelial cell proliferation and neovascularization. It is the most common benign tumor in infants. Its natural course is relatively special. Most children are not visible at birth. They suddenly appear within a few days to weeks after birth, and then grow rapidly. This process can last from six months to one year. Then it gradually enters the regression period and lasts for 5 to 10 years, about 50% of the tumors can subside completely. It is this unique growth characteristic that makes it different from other vascular tumors and vascular malformations. The incidence rate of IH in China is about 1~3%, which occurs in the head and neck. Although some hemangiomas can be self subsided, about 10% of the children suffer from serious complications such as ulcers, infection, pain, blindness and asphyxia, which make them a serious psychological burden for their parents. At this stage, IH is mainly used locally and systematically, supplemented by laser or local injection, in order to inhibit the proliferation of vascular endothelial cells, promote tumor regression and reduce tumor residue. During the Reporting Period, the Company introduced the in-hospital preparation of Shanghai Ninth People's Hospital – timolol maleate cream formulation and technology for local external use in the treatment of infantile superficial hemangioma, as well as tens of thousands of clinical data and results for the treatment of IH, and is conducting improved new drug pre-clinical research. During the Reporting Period, the Group's application for the Phase I clinical trial of timolol maleate cream project for the treatment of IH was approved, and the Phase I clinical study will be carried out as soon as possible. As a drug included in the catalogue of "clinically urgently needed drugs for children", the Group hopes to take this project to further layout drugs in the field of Dermatology for children, and plan and supplement the treatment methods for young children after the diagnosis and elimination of PWS.

In the future, the Company will consider the research and development of drugs with patents or process barriers, starting from enhancing bioavailability and improving dosage forms, in order to help the Group further enrich its R&D pipeline and shorten the listing cycle of new products. Meanwhile, in the domestic market, the Company will focus on strengthening its core technology advantages, diversifying the product catalog, promoting the industrialization of R&D achievements, and building a world-famous photodynamic brand. Based on the existing products, the Company will continue to strengthen R&D, and provide customers with more valuable and differentiated products and services. In the global market, the Company will make full use of the competitive advantages accumulated over the years, such as product quality, R&D technology, chemical synthesis experience, management and talent advantages, to implement the Company's extension expansion. We will, gradually, form a multi-dimensional main business with platforms such as photodynamic technology, nano technology, genetic engineering technology and oral solid preparation technology in which pattern, vigorously enhance the core competitiveness and sustainable development ability of the enterprise, become the innovator and leader of the biomedical industry.

By the end of the year 2022, the major drugs and progress under R&D of the Group are summarized as follows:

Technical Platform	Technical field	Project Name	Registration type	Proposed Indications	Progress	Comparison with Industry Technical Level
Genetic Engineering Platform	ADC engineering	CD30-DM1 ADC (F0002)	Class 1 therapeutic biological products	Tumors	Clinical trial phase I	International leading level: new compound
		Trop2-SN38 ADC (F0024)	Class 1 therapeutic biological products	Tumors	Clinical trial phase I	International advanced level
		Her2-BB05 ADC (F0034)	Class 1 therapeutic biological products	Tumors	Clinical trial phase I	International advanced level
		Trop2-BB05 ADC (F0040)	Class 1 therapeutic biological products	Tumors	Pre-clinical study (The application for Phase I clinical trial has been accepted in January 2023)	International advanced level
		DLL3-BB05 ADC (F0041)	Class 1 therapeutic biological products	Tumors	Pre-clinical study	International advanced level
Photodynamic Technology Platform	Photodynamic technology	Hemoporphin (海姆泊芬) (T0004/F0026)	Class 1 innovative chemical drug	PWS	Clinical trial phase IV	International leading level: new compound and new indication
		Aminolevulinic acid – CIN (F0005)	505(b)(1) Class 2.4 improved new drug	PWS Cervical diseases infected by HPV	Clinical trial phase II in the U.S	International leading level: new indication
		Aminolevulinic acid – Acne (F0014)	Class 2.4 improved new drug	Acne	Clinical trial phase II	International leading level: new indication
		Aminolevulinic acid – AK (F0037)	Class 2.2 improved new drug	Actinic keratosis	Clinical trial phase II	International advanced level
		Aminolevulinic acid – brain gliomas (F0009)	Class 3 generic drug	Brain gliomas	Pre-clinical study	International advanced level

## Chairman's Statement

Technical Platform	Technical field	Project Name	Registration type	Proposed Indications	Progress	Comparison with Industry Technical Level
Nano Technology Platform	Nano technology	Doxorubicin liposome (鹽酸多柔比星脂質體) (F0033/F0012)	Class 6 generic drug (2007)	Tumors	In the process of domestic bioequivalence evaluation research and registration	International advanced level
Oral Solid Preparation Technology Platform	Osmotic pump technology	Carzodopa controlled-release tablet (WD-1603)	Class 2.2 improved new drug	Early Parkinson's disease	Clinical trial phase II	International advanced level
	Small molecular targeting drugs	FZJ-003 oral preparation – AD (F0042)	Class 1 innovative chemical drug	Atopic dermatitis	Clinical trial phase II	International advanced level
		FZJ-003 oral preparation – UC (F0043)	Class 1 innovative chemical drug	Ulcerative colitis	Clinical trial phase II	International advanced level
		FZJ-003 oral preparation – RA (F0025)	Class 1 innovative chemical drug	Rheumatoid arthritis	Clinical trial phase I	International advanced level
	FZJ-003 gel – AD (F0039)	Class 1 innovative chemical drug	Atopic dermatitis	Clinical trial phase I	International advanced level	
Drugs with patents or technical barriers	Obeticholic acid (F0019)	Class 3 generic drug	Hepatobiliary disease Autoimmune diseases	Confirmatory clinical study	International advanced level	
Other		Timolol maleate cream (F0038)	Class 2.2 improved new drug	Infantile hemangioma	Clinical trial phase I	International advanced level

## OPERATION STRATEGY, REVIEW AND PROSPECTS

The Group's operating strategy is to do a good job of domestic academic promotion of listed products, so that products can be applied among more patients. When conditions are ripe, international (mainly European and the United States) registration of listed products should be carried out as soon as possible to benefit more patients and obtain greater therapeutic value and commercial benefits. Secondly, China has joined the ICH Organization, which lays the foundation for the internationalization of research. Therefore, the medium and long-term research projects being developed by the Group must be able to register at home and abroad (such as the United States) in order to achieve the goal of the internationalization of the long-term development of the Group. Finally, we need to pay close attention to the selection and development of external investment projects, in order to balance the short-term and long-term development plans of the Group, and ultimately achieve the goal of the development of the Group and the realization of shareholders' benefit.

During the Reporting Period, due to the influence of external environment, the revenue of the Group decreased by 9.57% compared with that of last year. ALA(艾拉®) which is indicated for the treatment of dermal HPV infectious disease and proliferative disease, LIBO® which is indicated for the treatment of tumor and FuMeiDa which is indicated for PWS are three major products of the Group, and together contributed 99.69% of main operations revenue by the Group.

ALA (艾拉®), first in class drug, the first photodynamic drug for the treatment of condyloma acuminata in the world. It was launched in the market in 2007. As the first photodynamic drug in China, ALA can selectively spread and accumulate in condyloma acuminatum cells, and kill them together with specific wavelength light and energy, which does not result in adverse effects on surrounding normal tissues at the same time. Due to the feature of this therapy, ALA also has effects on the treatment of subclinical infection and latent infection. Compared with traditional therapy, the therapy of ALA combined with photodynamic technology, filled in the blanks in the treatment of urethral orifice condyloma acuminata. In addition, our therapy has the advantages such as better tolerance of patient, higher safety, no scar formation, and much lower adverse reaction rate and recurrence rate comparing with previous average level. During the Reporting Period, the contribution of ALA to sales revenue of the Group decreased by 11.37% compared with that of last year.

LIBOd® (里葆多®) for the treatment of tumors, the first generic drug from Doxil® in China and the first generic drug of nanomedicine at home and abroad, was launched for sale in August 2009 and it obtained favorable market response and reputation. On 29 October 2018, the Company and Huizheng (Shanghai) Pharmaceuticals Technology Co., Ltd.\* (輝正(上海)醫藥科技有限公司) (“Shanghai Huizheng”) entered into the market promotion service agreement for Doxorubicin liposome (LIBOd®), to provide the market promotion services for LIBOd® of the Company in the PRC from 1 November 2018. Shanghai Huizheng is a subsidiary of Zhejiang Hisun Pharmaceutical Co., Ltd., a company listed on the Shanghai Stock Exchange (Stock Code: 600267). The cooperation between the parties will help the Company effectively utilize the existing team and resources of Shanghai Huizheng, thus rapidly increasing the end-sales volume and market shares of LIBOd® of the Company and effectively addressing competition from other companies. During the Reporting Period, the contribution of LIBOd® to sales revenue of the Group decreased by 7.36% compared with that of last year.

FuMeiDa (复美达®), the first photodynamic drug for the treatment of PWS in the world, is a new drug with new drug target, new compound and new indication. FuMeiDa has been launched in the market officially in 2017. PWS had no good treatment before. Compared with traditional laser treatment, Hemoporfin is featured by stable chemical structure, lower photosensitization, rapider metabolism, shorter light-avoidance period requirement, even treatment of lesion, higher cure rate, lower incidence of scar formation and lower recurrence rate. During the Reporting Period, FuMeiDa continues to expand new hospital sales channels with well postoperative feedback. During the Reporting Period, the contribution of FuMeiDa to sales revenue of the Group decreased by 9.85% compared with that of last year. The Group has been approved and started the phase II clinical study of Hemoporfin in the United States. After its new drug registration completed, it is expected to be listed and sold in the U.S. market in the future.

During the Reporting Period, the Group continues to regard academic promotion as its primary marketing method. The Company has used the diversified network platform channels to form a mature network service system such as academic exchanges among dermatology clinicians, sharing of clinical case and standardized practice videos, and a Q&A platform between doctors and patients, etc. In addition, the Company plans to take advantage of doctor resources on the platform to develop a new sales mode to solve some commonly seen problems in current marketing environment and some commonly seen difficulties for patients in hospital. We believe this kind of investment will have positive significance for products promotion, brand awareness and the Company's recognition as well.



## Chairman's Statement

Meanwhile, during the Reporting Period, the Company made efforts to strengthen the competitiveness of its own sales team. The number of sales team personnel increased by 12.82% compared with that from last reporting period. At the same time, it made efforts to expand the scope of access to hospitals and departments, so as to deal with the impact of the general environment on sales.

During the Reporting Period, all the product lines for existing products in sale of the Group passed GMP Certification of China Food and Drug Administration. Our objective is to set up the product lines which can meet international standard so that our products could be sold worldwide. The management has considered to apply the GMP certification of FDA to two product lines in Shanghai and Taizhou. In the future, the timetable will be made according to specific commercialization projects.

The subsidiary of the Company, Taizhou Fudan-Zhangjiang Pharmaceutical Co., Ltd\* (泰州復旦張江藥業有限公司) ("Taizhou Fudan-Zhangjiang") has constructed several production lines for the material and injection of Hemoporphin and advance Industrialization preparation for obeticholic acid under development. To fully exploit the capacity of these production lines before further new self-developed innovative drugs obtaining production approval, the Group will choose several generic drugs which can be produced with FuMeiDa on the same production line and planned to submit the application of registration. One of the first generic drugs, parecoxib sodium for injection (the brand name of "Parecoxib Sodium for Injection"), was approved for sale. Meanwhile, Based on the strategic planning and business development needs, the construction of phase II pharmaceutical production base project ("the construction of phase II pharmaceutical production base project") for Taizhou Fudan-Zhangjiang is underway. The project plans to occupy approximately 44 acres, has an estimated total building area of approximately 42,000 square meters, and plans to construct several lines including antibody drug conjugate production line and other auxiliary facilities progressively. During the Reporting Period, the construction of phase II pharmaceutical production base project has started, and the construction of the overall building structure and the installation of the production line and some supporting facilities of the antibody coupling drug workshop was completed.



By the end of the year 2022, the commercialized main products of the Group are summarized as follows:

Technical platform	Project name	Registration type	Indications	Launching time
Photodynamic technology	ALA	Class 3.1 generic drug	Condyloma acuminata	2007
	FuMeiDa	Class 1.1 generic drug	Port wine stain	2017
Nano technology	LIBOd®	Class 6 generic drug	Tumors	2009
Other technology	Parecoxib Sodium for Injection	Class 4 generic drug	Postoperative analgesics	2021

The Group has successfully accomplished the transformation from purely R&D to equally stress on both R&D and commercialization with a complete system featuring organic combination of R&D, product manufacturing and marketing. The Group is moving toward a virtuous stage of development.

In a word, we are still exploring and hope our efforts can provide useful help for the treatment of the patients and bring value to the investors. Although facing significant risks and challenges, we still believe our overall operation strategy and result will be beneficial to the Company's sustainable development in medium and long term.

## PRODUCT REGISTRATION AND R&D ACHIEVEMENTS OBTAINED DURING THE REPORTING PERIOD

- 1) On June 2022, the investigational new drug application for Phase I clinical trial of Her2-BB05 ADC (FDA022 antibody drug conjugate for injection) for the treatment of advanced solid tumors has been accepted by the National Medical Products Administration of the PRC (the "NMPA");
- 2) On July 2022, the quality and efficacy consistency evaluation of generic drugs for chemical injections application for Doxorubicin Hydrochloride Liposome Injection (LIBOd®, 里葆多®, specifications: 10ml:20mg) has been accepted by NMPA;
- 3) On August 2022, the first patient for Phase II clinical trial of Aminolevulinic Acid Hydrochloride Topical Powder on mild-to-moderate severity AK of the face and scalp has been enrolled in the study;
- 4) On September 2022, the investigational new drug application for Phase I clinical trial of FZJ-003 gel namely the topical selective inhibitor for JAK1 (strength: 1% and 2%) on AD has been accepted by NMPA;
- 5) On November 2022, the investigational new drug application for Phase I clinical trial of timolol maleate cream (strength: 0.5%) on infantile hemangioma has been accepted by NMPA.

### INTELLECTUAL PROPERTY RIGHTS

The Group has been actively protecting its intellectual property rights on its innovative medicines and research achievements. During the Reporting Period, the intellectual property rights obtained by the Group are as follows:

	New added		Accumulative total	
	Applied	Obtained	Applied	Obtained
Invention patents	10	0	119	36
Utility model patents	0	0	37	37
Industrial design patent	0	0	5	5
Software copyright	5	6	26	26
Others	0	0	0	0
Total	15	6	187	104

### GRANTS AND AWARDS

The Group has always been improving its ability of new drugs development in light of the industrial policies of China. During the Reporting Period, the Group obtained the grants and awards from governments at all levels for a number of R&D and commercialization projects approximately amounting to RMB8.63 million. Among them, the Company was rewarded with development support funds of about RMB7.00 million for meeting the requirement of "14th Five Years Plan" of Pudong New Area.

According to the announcement of the Shanghai Municipal Commission of Economy and Informatization, the Company was successfully selected into the list of "Specialized, Refinement, Differential and Innovation" (專精特新) Enterprises in Shanghai in June 2022.

### ACKNOWLEDGEMENT

Lastly, I would like to take this opportunity to express my gratitude to the shareholders and business partners of the Group for all their unreserved support and encouragement. I would also like to express my most sincere thanks to all the Directors, Supervisors and all the staff of the Group for their dedication and contribution.

**Wang Hai Bo**

*Chairman*

Shanghai, the PRC  
27 March 2023

# Management Discussion and Analysis

## INDUSTRY LANDSCAPE AND TREND

The global pharmaceutical market has been growing steadily amid the ongoing growth in global population, the development of emerging markets, the rise in people's living standard and the ageing society, resulting in breakthrough in medical technologies and emergence of new products. The statistics of IQVIA showed that global pharmaceutical expenditure has been rising in recent years and is expected to exceed USD1.1 trillion in 2024. The global pharmaceutical market is expected to grow at a compound annual growth rate of 3-6% by 2026. Ageing population saw the emergence of the over-60 age group as it accounts for an increasing portion in the population mix with surging demand and advancement in pharmaceutical technology further driving industry development. Since 2015, China's pharmaceutical industry swiftly experienced segregation, structural upgrade and elimination of outdated capacity. As the country accelerates the promotion of systems such as conditional drug listing and priority review and approval, as well as continuously expanding medical insurance support, according to Frost & Sullivan's estimation, the size of China's pharmaceutical market will reach RMB2.1 trillion by 2025, and will further increase to RMB2.7 trillion by 2030, with the among which is it expected that up to 48% of that would be contributed by the proportion of biopharmaceutical market size reaching 48%. With the improvement of drug approval standards and the continuous promotion of generic drug consistency evaluation, enterprises with independent pharmaceutical innovation capabilities and intellectual property protection have significant competitive advantages in the future market competition. In recent years, with the trend of normalization of volume procurement, the golden era of high gross profit margins for generic drugs with high gross profit margins has ended, and investment in research and development of innovative drugs is emerging. While volume procurement has also accelerated the integration of the domestic generic drug industry, excellent generic drugs are expected to rapidly expand their market share through volume procurement, and the concentration of the generic drug market is expected to rapidly increase.

The global biopharmaceutical industry is undergoing profound changes driven by new technologies, with a large number of cross era products, forms such as biotechnology, gene therapy, and cell therapy, emerging. The R&D and innovation models of global pharmaceutical companies have shifted from traditional "building cars behind closed doors" to a new model of specialized cooperation and mergers and acquisitions. Faced with the uncertainty and new challenges of the global pharmaceutical industry, capital has steppedwas invested into the field of pharmaceutical innovation under the guidance of policy support. China's innovative pharmaceutical industry has gradually developed from "tracking and copying" to "imitating innovation" and "independent innovation". Based on factors such as support from national policies, increased investment in health and new drug innovation research and development, and sustained and rapid economic development, vigorously developing innovative drugs will become an inevitable trend in the development of the biomedical industry. At the same time, in the context of the acceleration of the internationalization process of China's pharmaceutical industry and the reforms of payers such as centralized drug procurement and medical insurance control fees, relying on the domestic single market business model and business expansion can no longer meet the long-term development needs of enterprises. Domestic pharmaceutical companies are also seeking various ways to forge their ability to participate in global competition, actively layout and expand overseas markets, fully utilize the resource allocation advantages of global industrial chains to promote profitability, and help Chinese pharmaceutical companies form new development momentum in the new industrial competition pattern. In the long run, driven by factors such as the aging population, the continuous improvement of people's living standards, and the enhancement of people's health awareness, the development trend of the domestic pharmaceutical industry remains positive. At the same time, the development of China's pharmaceutical industry is still in a significant period of reform and deepening of industry reform policies. It is expected that the structural adjustment of the pharmaceutical market will deepen, technological innovation will accelerate, and the industry's survival of the fittest shuffle will continue to accelerate.

## Management Discussion and Analysis

### FINANCIAL REVIEW

The following discussion and analysis of the Group's financial and operational position should be read in conjunction with and take reference to the consolidated financial statements of the Group and the related notes to the consolidated financial statements.

During the Reporting Period, there were no significant changes in the business model of the Group, its three major products, sales model and sales price, composition of major customers and suppliers, and tax policies.

### REVENUE

The revenue of the Group for the year 2022 amounted to approximately RMB1,031.2 million, comparing to approximately RMB1,140.3 million for the year 2021, representing a decrease of 10%. Of which, main operations revenue for the year 2022 amounted to approximately RMB1,031.2 million, comparing to approximately RMB1,139.8 million for the year 2021, representing a decrease of 10%. The major products of the Group, ALA (艾拉®, 鹽酸氮酮戊酸散, ALA) and LIBOd® (里葆多®, 鹽酸多柔比星脂質體, Doxorubicin liposome), have contributed significant operating revenue for the year of 2022 to the Group, representing 39% and 49% to main operations revenue of the Group, respectively.

The operating revenue for the year 2022 mainly came from the sale of medical and diagnostics products. The main source of total revenue for the year 2022 was nearly the same as that for the year of 2021.

In 2022, the impact of multiple factors beyond expectations caused certain difficulties to the Company's production and operation and the normal conduct of R&D projects. During the Reporting Period, the Group actively organized the production and shipment, and the production and sales of drugs gradually recovered in the first three quarters, but the recurrence of the external environment in the fourth quarter made the products transportation and the treatment of patients restricted again; at the same time, due to the delay in the supply of imported raw materials, the production and shipment of the Company's major products could not be completed normally as planned. These resulted in a decrease in revenue of the year 2022 of the Company as compared to that in 2021, leading to a decrease in other relevant financial data.

### REVENUE FROM SALE OF MEDICAL AND DIAGNOSTICS PRODUCTS

Revenue of the Group from the sale of medical and diagnostics products for the year 2022 was RMB1,030.6 million (representing 99.95% of the main operations revenue), decreased by 9% from that of year 2021 which was RMB1,135.8 million. The contribution to the main operations revenue of ALA, LIBOd® and FuMeiDa, which are the major products of the Group, was 39%, 49% and 11% respectively. Due to the external environment during the Reporting Period, compared with the same period, sales decreased by 11%, 7% and 10% respectively.

The major products of the Group are ALA and FuMeiDa (Hemoporphin) from photodynamic platform and LIBOd® from Nano-drug platform. During the Reporting Period, except for the marketing services for LIBOd® provided by Shanghai Huizheng, the work of sales and distribution of the other products is taken by the sales team of the Group.

### **COST OF OPERATION**

For the year 2022, the Group's main operations costs were RMB84.1 million (representing 100.00% of the cost of sales). For the year 2021, the Group's main operations costs were RMB80.9 million. The increase in cost of operation was mainly due to the delay in the supply of raw materials during the Reporting Period and other factors, which resulted in the production not progressing in an orderly and stable manner as planned, resulting in a decline in production.

The ratio of main operations cost to main operations revenue is 8% (2021:7%), and the gross profit margin of products of the Group is basically stable. At the same time, the Group has been consistent in strict cost control. Maintaining the current product structure, we will try our best to increase the gross profit margin.

### **SELLING EXPENSES & GENERAL AND ADMINISTRATIVE EXPENSES**

For the year 2022, the selling expenses of the Group was RMB554.6 million, representing a decrease of 8% from RMB599.7 million for the year 2021. Selling expenses includes market and academic promotion fees, employment expenses, travel expenses, and depreciation and amortization expenses. The market mentioned above and academic promotion fees are mainly derived from the promotion service agreement for LIBOd<sup>®</sup> signed by the Company and Shanghai Huizheng on 29 October 2018, pursuant to which the promotion fee of LIBOd<sup>®</sup> agreed is about 50% – 65% of the actual net sales income. Based on the proportion of sales revenue contributed by LIBOd<sup>®</sup> to the Group, the market and academic promotion fees accounted for a large proportion of the sales expenses during the Reporting Period. Meanwhile, the ratio of selling expenses to revenue for sale of products in 2022 increased from 53% of last year to 54%, which was basically stable. Details are set out in note 5(37) to the consolidated financial statements.

For the year 2022, the general and administrative expenses of the Group were RMB44.9 million, representing a decrease of 26% from RMB60.6 million for the year 2021 which caused by the decrease of share-based payment expenses under the 2021 restricted incentive scheme of the Company (the "Incentive Scheme"). Details are set out in note 5(38) to the consolidated financial statements.

### **R&D EXPENSES**

The Group adopts a conservative and prudent capitalization policy for R&D projects. Only the expenses incurred on those projects which were evaluated to be feasible in technology with clear objective, controllable risks and probable future economic benefits can be capitalized. Therefore, most of R&D costs of the Group were recognized as expenses as incurred. With the development of R&D projects and the establishment of new projects, R&D expenses of the Group for the year 2022 were RMB226.9 million, representing an increase of 1% compared with RMB224.4 million for the year 2021. Details are set out in note 5(39) to the consolidated financial statements. The total investment in R&D of the Group in 2022 is RMB233.7 million, representing a decrease of 6% compared with 2021. Details are set out in note 5(14) to the consolidated financial statements.

## Management Discussion and Analysis

During the Reporting Period, the main R&D projects are shown as follows:

Unit: RMB

Project name	R&D investment amount	Expense amount of R&D investment	Capitalization amount of R&D investment	% of R&D investment in operating revenue	Change (%)
Related research on ADC projects	92,987,161	92,987,161	–	9.02	24.81
Related research on Hemoporfin	16,189,779	16,189,779	–	1.57	-0.26
Related research on aminolevulinic acid hydrochloride	34,975,517	34,975,517	–	3.39	-1.81
Related research on doxorubicin liposome	6,808,229	–	6,808,229	0.66	-60.42
Related research on JAK1	16,963,014	16,963,014	–	1.65	-1.97
Other research	65,735,432	65,735,432	–	6.37	-24.69
<b>R&amp;D investment in the Reporting Period</b>	<b>233,659,132</b>	<b>226,850,903</b>	<b>6,808,229</b>	<b>22.66</b>	<b>-5.84%</b>

## FINANCIAL EXPENSES

For the year 2022, financial income of the Group were approximately RMB8.8 million compared with financial income approximately RMB4.1 million for the year 2021. The increase of the financial expenses is mainly due to the increase of interest income during the Reporting Period. Details are set out in note 5(40) to the consolidated financial statements.

## OTHER INCOME

Other income of the Group for the year 2022 was RMB10.5 million, compared with RMB21.7 million for the year 2021, representing a decrease of 52%. The increase in other income was mainly due to the decrease in governmental grants recognized for the year. Details are set out in note 5(42) to the consolidated financial statements.

## INCOME TAX EXPENSES

Effective from 1 January 2008, Fervovelty (Hong Kong) Holding Co., Ltd (“Fervovelty Holding”) is required to determine and pay the corporate income tax in accordance with the Corporate Income Tax Law of the People’s Republic of China (the “CIT Law”) as approved by the National People’s Congress on 16 March 2007. The Company and its subsidiaries Taizhou Fudan-Zhangjiang and Tracing Bio-technology were both recognized as high-tech enterprises, and their applicable tax rates are 15% in 2022.

Fervovelty Holding was incorporated in Hong Kong in October 2016 as a subsidiary of the Group and is subject to Hong Kong profits tax at the rate of 16.5% (2021: 16.5%). Effective from 1 January 2018, a two-tier profits tax rates system is implemented under which the first HKD2 million of assessable profits of corporations will be taxed at 8.25% whereas the remaining amount will be taxed at the standard rate of 16.5%. Since it did not have estimated assessable profit for the years ended 31 December 2022 and 2021, Hong Kong profits tax has not been provided.

As at 31 December 2022, the applicable tax rate and tax policy of the Group remained unchanged.

### NET PROFIT AND NET PROFIT RATE

The net profit of the Group for the year 2022 was RMB137.3 million, representing a decrease of 35% compared with RMB212.4 million for the year 2021. The net profit rate for the year 2022 was 13% (2021:19%) which the net profit of the Group is basically stable.

The Company implemented the 2021 Restricted Shares Incentive Scheme to establish and improve the Company's long-term incentive mechanism, attract and retain the Company's management personnel, core technical personnel and other personnel, fully mobilize their enthusiasm and creativity. The share-based payments recognized during the Reporting Period were RMB7.7 million.

### PROFIT ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

The profit attributable to shareholders of the Company of approximately RMB138.0 million was recorded in the consolidated financial statement for the year 2022, compared with approximately RMB213.3 million for the year 2021, representing a decrease of 35%.

### SIGNIFICANT INVESTMENTS

As at 31 December 2022, the net book value of the Group's long-term equity investments amounted to RMB305.8 million, of which its interest in Shanghai Handu amounted to approximately RMB240.2 million, representing 8% of the Group's total assets. A corresponding investment loss of approximately RMB19.8 million was recorded during the Reporting Period. Details are set out in Notes 5(10) and 7(2) to the consolidated financial statements.

In the year 2021, the Company (i) subscribed for the new registered capital of USD1,380,526 in Shanghai Handu at the consideration of RMB102.42 million; and (ii) acquired the equity interests corresponding to the registered capital of USD2,765,490 in Shanghai Handu at a consideration of USD25,243,137. Upon completion of the said subscription and acquisition, in the year 2021, the Company totally invested RMB265.96 million by the self-owned funds of the Company and directly held the registered capital of Shanghai Handu in an amount of USD4,146,016, representing 39.5663% of the equity interest of Shanghai Handu.

Shanghai Handu is an innovative drug R&D company registered in the PRC and founded by a senior entrepreneurial team in the United States. It is committed to the development of new drug products with international leading level, independent intellectual property rights and global patents that meet the clinical needs and combine with medical equipment. It adopts the rapid and synchronous application in the United States, Europe and the PRC as the basic strategy, and develops high-value and high-end generic drug industrialization platform.

The Group had no new significant external investments during the year 2022.



## Management Discussion and Analysis

### MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND ASSOCIATED COMPANIES

The Group had no material acquisitions or disposals of subsidiaries and associated companies during the year 2022.

### FINANCIAL ASSETS MEASURED AT FAIR VALUE

In 2017, Fernovelty Holding, a subsidiary of the Company, entered into the subscription agreement with Adgero to purchase ordinary shares and warrants. On 9 June 2020, Adgero Biopharmaceuticals Holdings, Inc (“Adgero”) entered into an Agreement and Plan of Merger and Reorganization with DelMar Pharmaceuticals, Inc (Nasdaq Code: DPML · “DelMar”) and its wholly owned subsidiary, and Adgero will become a wholly-owned subsidiary of DelMar after the merger. After the reorganization, the new company applied to change its name to “Kintara Therapeutics, Inc” (NASDAQ Code: KTRA, “kintara”). The equity held by the Group will be converted into the equity of Kintara in accordance with the agreed proportion. The Group holds 12,592 ordinary shares of Adgero as at 31 December 2022. Based on the Kintara closing price on the date of completion of the acquisition, the fair value of the equity instruments held by the Company in Kintara is approximately RMB604,241.

### CONTINGENT LIABILITIES

As at 31 December 2022 and 2021, the Directors were not aware of any material contingent liabilities.

### CHARGE ON ASSETS

As at 31 December 2022 and 2021, the Group had no charge on assets.

### BANK BORROWINGS

As at 31 December 2022, the balance of short-term bank loans obtained by the Group amounted to RMB100,000,000, which includes:

On 18 October 2022, the unsecured bank borrowing of approximately RMB37.9 million was taken by the Company, with an interest rate 2.7% per annum. The borrowing was due for repayment on 17 October 2023;

On 10 November 2022, the unsecured bank borrowing of approximately RMB46.7 million was taken by the Company, with an interest rate 2.7% per annum. The borrowing was due for repayment on 9 November 2023; and

On 5 December 2022, the unsecured bank borrowing of approximately RMB15.5 million was taken by the Company, with an interest rate 2.7% per annum. The borrowing was due for repayment on 4 December 2023.

As at 31 December 2022, bank pledged loans recognized from the discount of outstanding bank acceptance bills amounted to RMB1,000,000.

As at 31 December 2021, the Group had no unpaid bank borrowings.

### FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Based on the industrialization process planning for the R&D projects of the Group, as approved and authorized by the Board on 29 October 2020, Taizhou Fudan-Zhangjiang will participate in the bidding process for the adjacent plot of the existing plant in Taizhou Park and go through the relevant procedures, so as to timely build a new production workshop to meet future production needs. The construction of phase II pharmaceutical production base project plans to occupy approximately 44 acres, has an estimated total building area of approximately 42,000 square meters, and plans to construct several lines including antibody drug conjugate production line and other auxiliary facilities. The total investment of the Project is RMB600 million (including the bidding payment for land use right at a price of RMB12.65 million). The Company will use its self-owned fund to invest in the Project. During the Reporting Period, the construction of phase II pharmaceutical production base project has started, and the construction of the overall building structure and the installation of the production line and some supporting facilities of the antibody coupling drug workshop was completed.

Saved as disclosed above, the Group had no other future material capital expenditure plan for the moment.

### LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations and investing activities with internally generated financial resources, proceeds from the listing of the Company's shares on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), proceeds from H share placing and issue of A shares on STAR Market of the Shanghai Stock Exchange, grants from the municipal government authorities and commercial loans.

As at 31 December 2022, the Group had cash and cash equivalents of approximately RMB1,289.3 million (2021: RMB1,208.9 million).

Being consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including bank borrowings and loans from government authorities) less cash and cash equivalents. Total capital is calculated as "total equity", as shown in the consolidated balance sheet, plus net debt. As at 31 December 2022 and 2021, cash and cash equivalents is much more than total balance of bank loans of the Group, therefore, the gearing ratio is not applicable.

The Group adopts a conservative treasury policy in cash and financial management. To achieve better risk control and to minimize the finance costs, the Group's treasury activities are centralized. The Group's liquidity and financing arrangements are reviewed regularly.

### FOREIGN EXCHANGE EXPOSURE

The Group mainly operates in the domestic market. The operating results and the financial position of the Group will not be substantially affected by the movement in exchange rates.

## Management Discussion and Analysis

### EMPLOYEES AND SALARIES

As at 31 December 2022, the Group had a total of 910 employees, as compared to 776 employees as at 31 December 2021. Staff costs including Directors' remuneration for the year 2022 were RMB210.7 million compared with RMB186.1 million for the year 2021. The salaries and benefits of employees provided by the Group are kept at a competitive level and employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system which is reviewed annually. A wide range of benefits, including statutory social welfare plans, are also provided to employees by the Group.

Details of the remuneration policies are set out in the "Remuneration Committee" section of the "Corporate Governance Report".

### OTHER MATTERS

#### ISSUE OF A SHARES

In order to further broaden the Company's funding channels and enhance its core competitiveness, on 14 May 2020, the Company obtained the reply on approving the registration of the Company's initial public offering (regulatory permission [2020] no. 912) issued by CSRC. The A Shares of the Company have been listed and commenced trading on the STAR Market of the Shanghai Stock Exchange since 19 June 2020 (Stock code: 688505). The number of shares issued this time is 120,000,000 A shares (par value of RMB0.1 per share), and the Company's original 583,000,000 domestic shares were converted into A shares at the same time. The issue price of the Shares is RMB8.95 per share, and the A Shares were issued under the special mandate granted by Shareholders to the Board at the annual general meeting on 26 April 2019 and extended at the annual general meeting on 30 March 2020. The total share capital of the Company was 923,000,000 shares before the issue of A shares, and after the issue, the total share capital of the Company increased to 1,043,000,000 shares, among which the A shares were 703,000,000 shares and the H shares were 340,000,000 shares.

#### USE OF PROCEEDS

The total proceeds of the issue of A share are RMB1,074,000,000 and the net proceeds are RMB974,323,900 after deducting the issue fees of RMB99,676,100 of this offering. The net proceeds raised from the issue of A Shares shall be used in accordance with the plan items described in the circular of the Company dated 4 April 2019 and the announcement of the Company dated 26 April 2019.

## Management Discussion and Analysis

Particulars of the proceeds raised were used as follows:

Investment Projects	Budget RMB0'000	Amount utilized during the year ended 31 December 2022 RMB0'000	Amount that has been utilized as at 31 December 2022 RMB0'000	Remaining balance as at 31 December 2022 RMB0'000	Expected timeline of utilization
- The Registration Project of Hemoporfin in the United States <sup>(Note 4)</sup>	23,000.00	847.73	3,407.19	19,592.81	31 December 2025
- The Innovational Research and Sustainable Development Project in Relation to Biological Medicine	24,000.00	7,201.64	20,208.98	3,791.02	31 December 2023
- The Project in Relation to Acquisition of Minor Equity Interests in Taizhou Fudan-Zhangjiang <sup>(Note 5)</sup>	18,000.00	160.73	18,000.00	-	N/A
Over-raised funds <sup>(Note 6)</sup>	-	9,600.00	19,200.00	13,232.36	
Interest on raised funds	-	-	-	4,068.09	
<b>Total</b>	<b>65,000.00</b>	<b>8,049.37</b>	<b>60,816.17</b>	<b>40,684.28</b>	

Notes:

- (1) The actual amount of proceeds raised from the issue of A Shares exceeding the needs of the investment projects listed above will be used to supplement the working capital related to the principal business of the Company in accordance with relevant requirements of the CSRC and the Shanghai Stock Exchange ("SSE") and subject to the approval of the Board and the Shareholders' meeting. The Company will disclose relevant updates in due course;
- (2) The amount that has been utilized included the amount which is used after the listing for replacing the self-owned fund of the Company previously invested in such projects during the Reporting Period;
- (3) The Company confirms that the use of proceeds from the issue of A share conforms to the disclosure of the supplementary circular of the Company dated 4 April 2019, and that the Company will use the proceeds from the issue of A share in strict accordance with the relevant regulations;
- (4) Due to the impact of the external environment, the progress of the Registration Project of Hemoporfin in the United States delayed. As approved by the Board and the Supervisory Committee on 27 March 2023, the implementation stage of the project was extended for two years to 31 December 2025. The budget remains unchanged and is still expected to be fully utilized as R&D expenses;
- (5) As at 28 June 2019, the Project in Relation to Acquisition of Minor Equity Interests in Taizhou Fudan-Zhangjiang has been completed which the actual consideration paid was RMB178.39 million with a net balance of RMB1.61 million in the special account for the raised investment project. In order to improve the utilization efficiency of the surplus raised funds, the Company used the above surplus funds of RMB1.61 million for permanent replenishment of working capital during the Reporting Period; and
- (6) During the Reporting Period, the Board considered and approved the utilization of RMB96 million of the over subscription proceeds from its A share offering for permanent replenishment of working capital. The proposal has been deliberated and approved at 2020 annual general meeting. The Company will fulfill its internal approval and information disclosure obligations with respect to the use of over-raised funds.

## Management Discussion and Analysis

### PERFORMANCE OF UNDERTAKINGS

During the application process of A-share issuance, the undertakings of the shareholders, related parties, the Company and other related parties during the Reporting Period or up to the Reporting Period are listed in the section “Significant Events” of the interim report of the Company dated 25 August 2022, which includes the types, contents and duration of undertakings. As at 31 December 2022, in addition to the undertakings that have been fulfilled, the above undertakings have not changed, and all related parties have complied with the relevant disclosed undertakings.

### CHANGES IN RESTRICTED SHARES DURING THE REPORTING PERIOD

On 20 June 2022, some of restricted shares of the Company from the issue of A shares began their circulation and trading. The restricted shares circulated are all restricted shares issued by the Company from the issue of A shares with a restricted period of 24 months from the date of initial public offering shares of the Company on the STAR Market. The total number of above circulated shares was 4,800,000 and the shareholder is Haitong Innovation Securities Investment Co., Ltd. For more details, please refer to the overseas regulatory announcement of the Company dated 10 June 2022.

### SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCT AND STRUCTURED DEPOSIT PRODUCTS

During the Reporting Period, the Company entered into the following wealth management product or structured deposit agreements which constituted discloseable transactions under the Listing Rules:

On 6 January 2022, the Company entered into the China Bank Structured Deposit Product Agreement I and the China Bank Structured Deposit Product Agreement II with Bank of China and agreed to subscribe for structured deposit products with a total amount of RMB190 million with maturity period of 84 days by using its temporary idle proceeds from the public issuance of A shares.

On 6 April 2022, the Company entered into the China Bank Structured Deposit Product Agreement I and the China Bank Structured Deposit Product Agreement II with Bank of China and agreed to subscribe for structured deposit products with a total amount of RMB190 million with maturity period of 85 days by using its temporary idle proceeds from the public issuance of A shares.

On 4 July 2022, the Company entered into the China Bank Structured Deposit Product Agreement I and the China Bank Structured Deposit Product Agreement II with Bank of China and agreed to subscribe for structured deposit products with a total amount of RMB180 million with maturity period of 88 days by using its temporary idle proceeds from the public issuance of A shares.

On 12 October 2022, the Company entered into the China Bank Structured Deposit Product Agreement I, the China Bank Structured Deposit Product Agreement II, the China Bank Structured Deposit Product Agreement III and the China Bank Structured Deposit Product Agreement IV with Bank of China and agreed to subscribe for structured deposit products with a total amount of RMB195 million with maturity period of 19, 18, 79 and 78 days respectively by using its temporary idle proceeds from the public issuance of A shares.

On 5 January 2022, the Company entered into the Ping An Bank Structured Deposit Product Agreement I and the Ping An Bank Structured Deposit Product Agreement II with Ping An Bank and agreed to subscribe for a structured deposit product with a total amount of RMB100 million with maturity period of 85 days by using its self-owned idle funds generated from daily operation. Meanwhile the Company entered into the Ping An Bank Structured Deposit Product Agreement III and the Ping An Bank Structured Deposit Product Agreement IV with Ping An Bank and agreed to subscribe for structured deposit products with a total amount of RMB240 million with maturity period of 85 days by using its temporary idle proceeds from the public issuance of A shares.

On 8 April 2022, the Company entered into the Ping An Bank Structured Deposit Product Agreement I and the Ping An Bank Structured Deposit Product Agreement II with Ping An Bank and agreed to subscribe for a structured deposit product with a total amount of RMB100 million with a maturity period of 83 days by using its self-owned idle funds generated from daily operation. Meanwhile the Company entered into the Ping An Bank Structured Deposit Product Agreement III and the Ping An Bank Structured Deposit Product Agreement IV with Ping An Bank and agreed to subscribe for structured deposit products with a total amount of RMB240 million with a maturity period of 83 days by using its temporary idle proceeds from the public issuance of A shares.

On 7 July 2022, The Company entered into the Ping An Bank Structured Deposit Product Agreement I with Ping An Bank and agreed to subscribe for a structured deposit product with a total amount of RMB200 million with a maturity period of 88 days by using its self-owned idle funds generated from daily operation. Meanwhile the Company entered into the Ping An Bank Structured Deposit Product Agreement II with Ping An Bank and agreed to subscribe for structured deposit products with a total amount of RMB150 million with a maturity period of 88 days by using its temporary idle proceeds from the public issuance of A shares.

On 12 October 2022, The Company entered into the Ping An Bank Structured Deposit Product Agreement I with Ping An Bank and agreed to subscribe for a structured deposit product with a total amount of RMB250 million with a maturity period of 79 days by using its self-owned idle funds generated from daily operation. Meanwhile the Company entered into the Ping An Bank Structured Deposit Product Agreement II with Ping An Bank and agreed to subscribe for structured deposit products with a total amount of RMB149 million with a maturity period of 79 days by using its temporary idle proceeds from the public issuance of A shares.

During the Reporting Period, the income received by the Company by maintaining wealth management products and structured deposits with financial institutions was RMB19.12 million. As at 31 December 2022, the Company held no structured deposits with any financial institutions.

## Management Discussion and Analysis

The Company's subscription of the wealth management product and structured deposit products by reasonable and effective use of certain portion of its temporary idle funds (including proceeds from the public issuance of A shares) is beneficial for enhancing the overall capital gain of the Group, which is consistent with the core objectives of the Company to safeguard its capital and ensure liquidity. It is expected that the impact of risk factors in connection with the expected return of the above-mentioned wealth management product and structured deposit products is low, while the Group can enjoy a higher return compared with fixed term deposits in commercial banks in the PRC. The Directors (including the independent non-executive Directors) are of the view that the above-mentioned subscription of wealth management product and structured deposit products agreements with Ping An Bank and Bank of China are made on normal commercial terms, are fair and reasonable and in the interest of the Company and its shareholders as a whole. For more details, please refer to the announcements of the Company dated on 5 January 2022, 6 January 2022, 6 April 2022, 8 April 2022, 4 July 2022, 7 July 2022 and 12 October 2022.

### INCENTIVE SCHEME

To further perfect the Company's corporate governance structure, establish and improve the Company's long-term incentive mechanism, attract and retain the Company's management personnel, core technical personnel and other personnel, fully mobilize their enthusiasm and creativity, the Board on 6 April 2021 approved the resolutions in relation to the proposed adoption of the 2021 restricted incentive scheme of the Company (the "Incentive Scheme") and the proposed issue and grant of new A Shares under the Incentive Scheme pursuant to the specific mandate. "Restricted Share(s)" mean A Share(s) to be granted to the participants (the "Participants") by the Company on such conditions and at the grant price stipulated under the Incentive Scheme, which are subject to the attribution conditions stipulated under the Incentive Scheme and can only be attributed and transferred after satisfying with the attribution conditions. The Incentive Scheme and the proposed issue and grant of new A Shares under the Incentive Scheme pursuant to the specific mandate were approved by the Shareholders at the AGM, the Class Meeting of A Shareholders and the Class Meeting of H Shareholders held on 27 May 2021.

The source of all Restricted Shares under the Incentive Scheme will be new ordinary A Shares to be issued by the Company to the Participants. The total number of Restricted Shares to be granted to the Participants under the Restricted Shares Incentive Scheme will be 38,000,000, among which 32,770,000 Restricted Shares were granted under the first grant (the "First Grant") and 5,230,000 were granted under the reserved grant (the "Reserved Grant"). On 26 May 2022, the Company made the Reserved Grant, whereby the Company granted 5,230,000 Restricted Shares and the number of Participants under the Reserved Grant was 125. As at 31 December 2022, all Restricted Shares under the Incentive Scheme had been granted.

The principal terms of the Incentive Scheme are summarized as follows:

### **a) Purpose**

The purpose of the Incentive Scheme is to further perfect the Company's corporate governance structure, establish and improve the Company's long-term incentive mechanism, attract and retain the Company's management personnel, core technical personnel and other personnel, fully mobilize their enthusiasm and creativity.

### **b) Eligible Participants**

The Participants include Directors, members of the senior management, core technical staff and other persons considered by the Board of the Company (excluding the independent non-executive Directors and Supervisors) to be required to be incentivized of the Group, in line with the purpose of implementing the Incentive Scheme. The list of Participants shall be prepared by the remuneration committee of the Company and verified by the Board of Supervisors.

### **c) Total Number of Securities available for Issue**

The total number of Restricted Shares available to be granted under the Incentive Scheme are 38,000,000 A Shares, representing approximately 3.69% of the total number of issued share of the Company as at 31 December 2022. On 22 July 2021, the Company granted the First Grant, whereby the Company granted 32,770,000 Restricted Shares and the number of Participants under the First Grant was 258, including the connected persons of the Company who were Mr. Wang Hai Bo, Mr. Su Yong, Mr. Zhao Da Jun and Mr. Gan Yi Min, to be respectively granted 1,000,000 Restricted Shares, 1,200,000 Restricted Shares, 1,200,000 Restricted Shares and 1,200,000 Restricted Shares.

In the event of any capitalization of capital reserves, bonus issue, share subdivision, rights issue or share consolidation of the Company during the period from the date of announcement of the Incentive Scheme to the completion of attribution registration of Restricted Shares by the Participants, the number of Restricted Shares shall be adjusted accordingly.

### **d) Maximum entitlement of each Participant**

The total number of the shares to be granted to any Participant in the Incentive Scheme under all share incentive schemes of the Company which are within their validity period shall not exceed 1.00% of the total share capital of the Company.

### **e) Period which the Restricted Shares must be taken up**

The Participants who have fulfilled the attribution conditions shall pay the funds for the subscription of the Restricted Shares into the account designated by the Company according to the Company's requirements. Participants who have not paid the funds within the period stipulated by the Company shall be deemed to have waived his/her right to subscribe for the Restricted Shares.



## Management Discussion and Analysis

### **f) Vesting Period**

Subject to the attribution conditions having been fulfilled and from 12 months after the grant date, the Restricted Shares may be attributed to the Participants (for the First Grant) in three tranches and (for the Reserved Grants) in two tranches.

Attribution arrangements of the First Grant are as follows: (1) the first tranche (attribution percentage as 30%) can be attributed from the first trading day 12 months after the First Grant to the last trading day within 24 months after the First Grant; (2) the second tranche (attribution percentage as 30%) can be attributed from the first trading day 24 months after the First Grant to the last trading day within 36 months after the First Grant; and (3) the third tranche (attribution percentage as 40%) can be attributed from the first trading day 36 months after the First Grant to the last trading day within 48 months after the First Grant.

Attribution arrangements of the Reserved Grant are as follows: (1) the first tranche (attribution percentage as 50%) can be attributed from the first trading day 12 months after the Reserved Grant to the last trading day within 24 months after the Reserved Grant; and (2) the second tranche (attribution percentage as 50%) can be attributed from the first trading day 24 months after the Reserved Grant to the last trading day within 36 months after the Reserved Grant.

Those Restricted Shares which have not been attributed during the period of their respective tranches as a result of failure to fulfil the attribution conditions are not allowed to be deferred for attribution in the next attribution period(s) and shall lapse.

The requirements of black-out for the Restricted Shares granted to the Participants under the Incentive Scheme are implemented in accordance with relevant laws, administrative regulations and regulatory documents including the Company Law of the PRC and the Securities Law of the PRC, and the Articles of Association of the Company.

### **g) Basis of determining the Grant Price**

Following the adjustments, the price of each Restricted Share to be granted to the Participants (the "Grant Price") (including the Grant Price of the Reserved Grant) shall be RMB8.90 per share. The dividend payable by the Company for the year ended 31 December 2020 is RMB0.05 per share (tax included). Pursuant to Article 2 of Chapter 10 of the Incentive Scheme, if there is any dividend payment or other events between the announcement date of the Incentive Scheme and the completion of the registration of the vesting of the Restricted Shares by the Participants, the Grant Price shall be adjusted accordingly. The adjusted Grant Price is adjusted from RMB8.95 per share to RMB8.90 per share. The Grant Price adopts the independent pricing method. The purpose of determining the Grant Price by the independent pricing method is to promote the development of the Company, safeguard the rights and interests of its shareholders, and provide mechanism and talent guarantee for the long-term and stable development of the Company. The proceeds obtained by the Company from the Incentive Scheme shall be applied towards the replenishment of the Group's liquidity.

## h) Remaining life of the Incentive Scheme

The Incentive Scheme has become effective upon the grant date of the First Grant (i.e. 22 July 2021), and shall be valid until the date on which all Restricted Shares have been attributed or lapsed, such period shall not exceed 48 months.

The allocation of the Restricted Shares granted under the Incentive Scheme is set out in the table below:

Name	Grant date	Grant price (RMB)	Attribution period	As at 1 January 2022	Number of Restricted Shares granted during the Reporting Period	Adjustment /		As at 31 December 2022
						Attributed during the Reporting Period	canceled / lapsed during the Reporting Period	
<b>1. Directors and Chief Executives</b>								
Wang Hai Bo	22 Jul 2021	8.90	(Note 1)	1,000,000	-	-	-	1,000,000
Su Yong	22 Jul 2021	8.90	(Note 1)	1,200,000	-	-	-	1,200,000
Zhao Da Jun	22 Jul 2021	8.90	(Note 1)	1,200,000	-	-	-	1,200,000
Li Jun	22 Jul 2021	8.90	(Note 1)	1,100,000	-	-	-	1,100,000
Yang Xiao Lin	22 Jul 2021	8.90	(Note 1)	1,200,000	-	-	-	1,200,000
Gan Yi Min	22 Jul 2021	8.90	(Note 1)	1,200,000	-	-	-	1,200,000
Xue Yan	22 Jul 2021	8.90	(Note 1)	1,100,000	-	-	-	1,100,000
<b>Total</b>				<b>8,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,000,000</b>
<b>2. Other Participants</b>								
251 Participants	22 Jul 2021	8.90	(Note 1)	24,770,000	-	-	-	24,770,000
					5,230,000			
125 Participants	26 May 2022	8.90	(Note 2)	-	(Note 3)	-	-	5,230,000
<b>Total</b>				<b>24,770,000</b>	<b>5,230,000</b>	<b>-</b>	<b>-</b>	<b>30,000,000</b>
<b>Total</b>				<b>32,770,000</b>	<b>5,230,000</b>	<b>-</b>	<b>-</b>	<b>38,000,000</b>

## Management Discussion and Analysis

Note 1: The attribution arrangements of the First Grant are as follows:

<b>Tranche</b>	<b>Attribution Period</b>	<b>Attribution Percentage</b>
First tranche	From the first trading day 12 months after the First Grant to the last trading day within 24 months after the First Grant	30%
Second tranche	From the first trading day 24 months after the First Grant to the last trading day within 36 months after the First Grant	30%
Third tranche	From the first trading day 36 months after the First Grant to the last trading day within 48 months after the First Grant	40%

Note 2: The attribution arrangements of these Reserved Grant are as follows:

<b>Tranche</b>	<b>Attribution Period</b>	<b>Attribution Percentage</b>
First tranche	From the first trading day 12 months after the First Grant to the last trading day within 24 months after the First Grant	50%
Second tranche	From the first trading day 24 months after the First Grant to the last trading day within 36 months after the First Grant	50%

Note 3: The Company adopts the income method to evaluate all the equity of the Company's shareholders, and the fair value of related options at the grant date is determined based on the evaluation price of the Black-Scholes Option Pricing Model. Based on the above parameters, the fair value of the Restricted Shares granted on 26 May 2022 was RMB11,793,650. For details, please refer to note 6(1) to the consolidated financial statements.

For more details, please refer to the Company's announcements dated 6 April 2021 and 22 July 2021, the supplementary circular dated 7 May 2021 and the overseas regulatory announcement dated 26 May 2022.

# Report of the Directors

The Board is pleased to present the directors' report for the year 2022 and the audited consolidated financial statements of the Group for the year ended 31 December 2022.

## ACTIVITIES REVIEW

The Group is mainly engaged in innovative research and development, production and marketing of biomedicine. During the Reporting Period, R&D direction, business model of main products and sales model of the Group did not change significantly.

In respect of R&D, the Group adhere to the genetic technical platform and photodynamic technical platform. The Group has committed to developing new clinical indications for selected drugs and developing new medicines and innovative treatments to tackle selected diseases. During the Reporting Period, with an overall consideration of research resources, risks and R&D cycle, the Group has continually focused on drug development on tumors, dermatological and self-immunological diseases, expanding and strengthening the number and progress of R&D projects. Given that R&D on innovative drugs faces significant risks and challenges, the Group adopts more prudent and conservative capitalized policy on R&D expenses and will try to make the medium and long-term plans of R&D in view of actual financial position.

In respect of commercialization, the major products of the Company are ALA and FuMeiDa on photodynamic technical platform and LIBOD<sup>®</sup> on nano technical platform. FuMeiDa for the treatment of PWS, launched to the market in 2017 officially and were under application for U.S. drug registration during the Reporting Period. Meanwhile, according to the requirements of relevant PRC laws and regulations, the Group also started the domestic bioequivalence evaluation research of LIBOD<sup>®</sup> and received the acceptance notice of the quality and efficacy consistency evaluation of generic drugs for chemical injection issued by the National Medical Products Administration of the PRC on 19 July 2022.

In 2022, the impact of multiple factors beyond expectations caused certain difficulties to the Company's production and operation and the normal conduct of R&D projects. During the Reporting Period, the Group actively organized the production and shipment, and the production and sales of drugs gradually recovered in the first three quarters, but the recurrence of the external environment in the fourth quarter made the products transportation and the treatment of patients restricted again; at the same time, due to the delay in the supply of imported raw materials, the production and shipment of the Company's major products could not be completed normally as planned. These resulted in a decrease in revenue of the year 2022 of the Company as compared to that in 2021, leading to a decrease in other relevant financial data. The revenue during the Reporting Period was approximately RMB1,031.00 million which decreased by 9.57% compared with the same period of last year. ALA(艾拉<sup>®</sup>) which is indicated for the treatment of dermal HPV infectious disease and proliferative disease, LIBOD<sup>®</sup> which is indicated for the treatment of tumor and FuMeiDa which is indicated for PWS are three major products of the Group, and together contributed 99.74% of the sales revenue of pharmaceutical and diagnostic products by the Group.

The Group only operates a single business segment in 2021 and 2022 and hence no segment information is presented.

### THE TOTAL REVENUE FOR THE YEAR 2022 MAINLY CAME FROM THE SALE OF MEDICAL PRODUCTS

#### – Dermatology Products

##### 1. *Aminolevulinic Acid Hydrochloride Topical Powder (艾拉®, ALA)*

ALA, first in class drug, the first photodynamic drug for the treatment of condyloma acuminata in the world. As the first commercialization project of the Group, it has become the preferred choice in the clinical therapy after many years of marketing. Compared with traditional therapy, the ALA photodynamic therapy has remarkably reduced the recurrence rate of condyloma acuminata, solving a clinical problem and filling in the vacancy of condyloma acuminata treatment in special parts on the body (urinary canal, anal canal and cervix) internationally. The therapy of ALA combined with photodynamic technology initiated by the Company was recorded in the text book of Dermatovenerology and relevant clinical treatment guidance from 2013. The latest ninth edition of Dermatovenerology adds the new application of the aforementioned therapy on the acne treatment.

ALA (艾拉®) was launched in the market in 2007. As the first photodynamic drug in China, ALA can selectively spread and accumulate in condyloma acuminatum cells, and kill them together with specific wavelength light and energy, which does not result in adverse effects on surrounding normal tissues at the same time. Due to the feature of this therapy, ALA also has effects on the treatment of subclinical infection and latent infection. Compared with traditional therapy, the therapy of ALA combined with photodynamic technology, filled in the blanks in the treatment of urethral orifice condyloma acuminata. In addition, our therapy has the advantages such as better tolerance of patient, higher safety, no scar formation, and much lower adverse reaction rate and recurrence rate comparing with previous average level.

##### 2. *Hemoporphin For Injection (复美达®, FuMeiDa)*

FuMeiDa, the first photodynamic drug for the treatment of PWS in the world, is a new drug with new drug target, new compound and new indication. After injection into the blood, Hemoporphin spreads quickly to the surrounding tissues and tends to distribute specifically in vascular endothelial cells. It would selectively damage the photosensitizer-rich vascular endothelium by the use of laser or LEDs with certain wavelength. The dilated and abnormal capillaries in the lesions of patients will be cleared by photodynamic reaction and further effects of coagulation system. PWS had no good treatment before. As one of the second generation photosensitizer, compared with traditional therapies, Hemoporphin is featured by stable chemical structure, lower photosensitization, rapider metabolism, shorter light-avoidance period requirement, even treatment on lesion, higher cure rate, lower incidence of scar formation and lower recurrence rate. The excellent efficacy of the drug in the market and the high cure rate compared to the traditional laser treatment rejoice the clinicians and researchers. The latest ninth edition of Dermatovenerology adds Hemoporphin developed by the Group as new photosensitizer for the treatment of PWS.

## – Anti Tumor Products

### 1. Long Circulating Doxorubicin Hydrochloride Liposome Injection (里葆多®, LIBOd®)

LIBOd® for the treatment of tumors, was launched to market in August 2009. The drug is a new doxorubicin formula which adopts the advanced stealth liposomal encapsulation technology and has passive targeting characteristics. It is a new generation of replacement for anthracycline drugs. In oncology, it has the advantages of enhancing efficacy and remarkably lowering the effects of cardiac toxicity, myelosuppression and hair-loss. According to the statistics from the www.menet.com.cn, the sales of doxorubicin hydrochloride liposome injection at the terminal of urban public medical institutions in China was approximately RMB2.6 billion in 2018, and exceeded RMB4.6 billion in 2021, with cumulative sales growth of 79.92% over four years.

## ANALYSIS OF THE OPERATION MODEL OF THE GROUP IN 2022

### 1. Profit model

The Group is mainly engaged in innovative research and development, manufacturing and marketing of biological medicine. Through the industrialization of independent research and development products, the Group finally realizes sales revenue and profit. During the Reporting Period, the main business income of the Group mainly comes from the sale of pharmaceutical and diagnostic products of the Company.

### 2. Procurement model

The Group's procurement system is mainly divided into raw materials for production procurement, R&D related procurement and daily office supplies procurement. The Group has formulated the Management System of Material Requisition and Purchase Application, the Procedures of Material Procurement Management and Supplier Management under cGMP system to ensure the orderly progress of the Group's procurement activities.

### 3. Production model

The Group's production system is built in strict accordance with the relevant national laws and regulations. The Company's production system is established by the production department and the quality department. The Company implements the production strategy of "sales oriented production" and formulates the production plan according to the sales orders, the expected sales situation and the inventory volume.

### 4. Sales and marketing model

The Group mainly relies on distributors for product sales. The Group's photodynamic drugs ALA (艾拉®) and FuMeiDa (复美达®) use the Company relies on distributors for product sales. The Group's LIBOd® (里葆多®) uses an entrusted CSO for market promotion.

### 5. Management model

The Group is committed to establishing a standardized and stable enterprise management structure. The Group will maintain the interests of all the shareholders by improving standardized operation systems and scientific decision-making systems with greater transparency and the establishment of an effective accountability mechanism.

**During the Reporting Period, the Group's operation model did not change significantly.**

### ANALYSIS OF THE GROUP'S MAJOR PRODUCT RELATED INDUSTRIES IN 2022

#### 1. *Overview of the development of China's pharmaceutical industry*

The pharmaceutical industry is an important part of China's national economy, and also a strategic emerging industry that is related to the national economy and people's livelihood, economic development and national security. The pharmaceutical industry has the characteristics of weak periodicity, high investment, high risk, high technical barriers and strict supervision. With the continuous growth of China's economy, the continuous improvement of people's living standards, the increasingly prominent problem of population aging, the growing demand for medical care, and the deepening of the reform of the medical and health system, the pharmaceutical industry has achieved rapid development in recent years. At the same time, the entire pharmaceutical industry is also facing huge challenges as the development environment and competition situation of the domestic pharmaceutical industry are still complicated, policies such as pharmaceutical research and development and medical security are facing major adjustments, centralized procurement of drugs has become normalized and institutionalized, the homogenization competition in the biopharmaceutical industry is serious, the costs of research and development, manpower, production and other costs are rising rapidly. According to IQVIA data, the global pharmaceutical market is expected to grow at a compound annual growth rate ("CAGR") of 3-6% from 2023 to 2027, with the total market size reaching approximately US\$1.9 trillion. With the steady development of China's economy in recent years, the increasing investment in national health insurance and the increasing health awareness of the population, the scale of China's pharmaceutical market is also continuing to grow. According to the Frost & Sullivan report, the overall China pharmaceutical market grew at a CAGR of 3.70% from 2016 to 2020, and the total size of the China pharmaceutical market reached US\$221.4 billion in 2020, and is expected to reach US\$349.8 billion by 2025, and may reach US\$457.4 billion by 2030.

#### 2. *Current situation of dermatology medicine industry in China*

At present, the incidence rate of skin diseases increases, and the factors causing such diseases are evolving. Dermatitis is a common and frequently occurring disease in medical science, which is characterized by a wide range of patients, large number of syndromes and long treatment time. In recent years, the number of patients with skin diseases continues to grow, and their age is becoming younger and younger. Due to the repeated skin diseases, delayed treatment and high treatment costs, skin diseases bring great disadvantages to the rehabilitation of patients. According to WHO data, the number of people suffering from skin diseases in the world is about 420 million, of which there are about 150 million patients with skin diseases in China. According to the data released by the National Health Commission, the total number of visits to dermatology hospitals in China in 2020 was about 8.839 million, representing an increase of 2.25 million compared with 2013. With the continuous improvement of Chinese residents' health awareness and consumption ability, the market demand for extensive skin disease treatment and care is growing. According to Frost & Sullivan data, the scale of China's extensive skin disease treatment and care market increased from RMB300.4 billion to RMB471.8 billion in 2017-2021, with an annual compound growth rate of 11.95%. It is expected that China's skin disease drug sales will still maintain a certain scale of growth in the future.

– *The treatment of condyloma acuminata*

Condyloma acuminata, also known as genital warts or venereal warts, is a sexually transmitted disease caused by human papillomavirus (HPV) infection, belonging to the category of skin and venereal diseases. Up to now, more than 200 types of HPV have been discovered, which mainly infect epithelium. Human beings are the only host of such virus. There are over 30 types of viruses that cause condyloma acuminata, Hpv-6,11,16,18 are the main viruses. The purpose of the treatment of condyloma acuminata is to remove the wart and reduce or prevent recurrence as much as possible. The treatment of Condyloma acuminata in mainly includes drug therapy, physical therapy and photodynamic therapy. Among them, the representatives of drug therapy are 0.5% podophyllotoxin tincture (ointment), 5% imiquimod cream, 80%-90% trichloroacetic acid (TCA) or dichloroacetic acid (BCA), interferon and fluorouracil; the representatives of physical therapy are surgical treatment, cryotherapy, laser therapy, electrocautery; photodynamic therapy refers to 5-aminolevulinic acid (ALA) combined with photodynamic therapy.

– *The treatment of PWS*

PWS is a common congenital vascular malformation characterized by ectatic capillaries in the papillary layer of the dermis. The visible manifestation of this disorder is usually relatively flat patches composing of expanded capillaries that rarely swell up. The lesions tend to become darker and thicker with time and rarely fade away during the patient's life. PWS may occur on any part of the body; its appearance on face and neck is reported to be about 75% to 80%, and the incidence rate among infants worldwide is about 0.3~0.4%. There was no proper treatment for this disease before. Over 65% of patients without treatment will face expanded lesion, and before age 40, they will face the situation of thicken and modular lesions causing great negative effect to the patients' appearance and severe emotional depression.

### **3. Current situation of China's antineoplastic drug industry**

Malignant tumor is one of the most serious diseases threatening human health and social development. Among all kinds of diseases, the mortality rate of malignant tumors is the second highest, only second to cardiovascular and cerebrovascular diseases. Among them, lung cancer, stomach cancer, liver cancer, colorectal cancer, and breast cancer are the malignant tumors with the highest incidence rate. In China, according to the statistics of the Department of Disease Control of the Ministry of Health, there are about 2.2 million new cancer cases every year, and the death toll has reached 1.6 million. In the past 20 years, the incidence rate and mortality rate of cancer have increased at a rate of 20% year after year. According to the data released by the International Agency for Research on Cancer (IARC) of the World Health Organization, there will be 19.29 million new cancer cases in the world in 2020, including 4.57 million new cancer cases in China, accounting for 23.7% of the world. Although with the continuous development of medical technology, cancer treatment methods with surgery, radiotherapy and chemotherapy as the main methods have made great progress. However, due to the complexity of the pathogenesis of cancer and the great difficulty of treatment, it will remain one of the difficulties and hotspots in the field of cancer treatment today to find efficient and low-toxicity anticancer drugs. According to IQVIA data, it is estimated that by 2027, with the accelerated growth of newly marketed drugs and some biologically similar drugs, the global cancer expenditure will reach US \$370 billion.



### – *The current situation of anthracycline antineoplastic drug industry*

Anthracyclines are anti-tumor antibiotics, which are chemical matters produced by microorganisms with antitumor activity. It is widely used. Even today, when new therapies such as targeted therapy and immunotherapy continue to appear, it is still the basic treatment for many solid tumors and malignant tumors of the hematolymph system. Anthracycline drugs include daunorubicin (DNR), doxorubicin (ADM), epirubicin (EPI), pirarubicin (THP), mitoxantrone (MIT) and carborubicin and liposomal doxorubicin. Doxorubicin ranks first in the market share of anthracycline anticancer drugs in China. Doxorubicin is commonly used in the treatment of malignant lymphoma, acute leukemia and breast cancer. It has a wide anti-tumor spectrum and good curative effect, but its toxicity is also serious. In addition to myelosuppression, gastrointestinal toxicity and alopecia, doxorubicin can cause serious cardiotoxicity and is a dose limiting drug. When the cumulative dose is large, it can cause myocardial damage and even heart failure, which greatly limits the clinical application of doxorubicin.

Liposomes are widely studied and have the most promising future of particle targeted drug carrier. So far, scholars have carried out a lot of basic research in this field. It is found that liposomes have a wide range of application value in the fields of anti-cancer and antimicrobial drugs, such as immunization and clinical diagnosis. Compared with traditional doxorubicin liposomes, pegylated doxorubicin liposomes have the characteristics of long action time, low cardiac toxicity and good tumor targeting. It not only has satisfactory curative effect on lymphoma, Kaposi's sarcoma, multiple myeloma, gynecological tumor, breast cancer and other tumors, but also can effectively improve the related adverse reactions, significantly reduce cardiac toxicity and improve the treatment index.

## **ANALYSIS OF THE STATUS OF, AND THE MOVEMENT IN, THE INDUSTRY WHICH THE GROUP OPERATES DURING THE REPORTING PERIOD:**

### **1. *Photodynamic technology***

Modern photodynamic therapy stemmed from the findings of Raab, a German scholar, in 1900 that the combination of light and photosensitizers can generate cytotoxic effect. In the 1970s, this technology was gradually used in clinical applications. In 1993, Health Canada approved the use of photofin II, the first photosensitizing drug in the world, for bladder cancer treatment. Photodynamic therapy began to attract extensive attention from scientists around the world, with several photosensitizing drugs being approved for use successively. China commenced its research on photosensitizing drugs in the early 1980s and extended the clinical application of photodynamic therapy from malignant tumors treatment to a variety of benign diseases. Currently, China is one of the most active countries in the world in researching and developing photodynamic drugs.

In recent years, photodynamic therapy has gradually become one of the key treatments for tumors and various benign diseases due to the development of, and advancement in, photosensitive substances, light source and light guide system as well as its minor side effects and protection to organs. It has unique clinical advantages in treating proliferative lesions detected on body surface and superficial cavity.

As a pioneer in the development of photodynamic therapy in recent years, the Company is one of the outstanding enterprises in the field of photodynamic technology around the world. The proven photosensitive compounds that currently owned by the Group include Aminolevulinic acid hydrochloride, Hemoporphin and Deuteroporphyrin, of which ALA® (Aminolevulinic acid hydrochloride) and FuMeiDa® (Hemoporphin) are sold in the Chinese market with several key projects under development. With reference to publicly available information, the Company currently has the most product lines in photodynamic drugs in the world and the highest sales of photodynamic products in the world.

As at the end of the Reporting Period, the Company has launched 4 types of photodynamic drug in China, namely Hematoporphyrin, Aminolevulinic Acid Hydrochloride, Verteporphin and Hemoporphin. Owing to different indication and emphasis, the Group's products have not yet incurred any direct competition with other photodynamic products.

## 2. Nano drug production technology

Doxorubicin is a broad-spectrum anti-tumor drug that is used clinically to treat most of the malignant tumors, including acute leukemia, osteosarcoma, liver cancer and gastric cancer. However, Doxorubicin is relatively strong in side effects, including cardio toxicity, liver toxicity and myelosuppression. In 1995, Doxil (Doxorubicin liposome), the first anti-cancer nano-formulation, was approved by the FDA for treating HIV-related Kaposi's sarcoma, and was subsequently approved for treating ovarian cancer and multiple bone marrow tumor. When compared with common preparations, Doxorubicin liposomes that are PEG-based can allow site-specific drug delivery by evading the phagocytosis by reticuloendothelial system, boosting drug efficacy, prolonging loop retention time and enabling specific tumor targeting ability. When compared with traditional Doxorubicin, PEG-based Doxorubicin liposome contains features such as long efficacy, low cardiac toxicity and excellent tumor targeting ability. It not only has satisfactory curative effect on lymphoma, Kaposi's sarcoma, multiple myeloma, gynecological tumor, breast cancer and other tumors, but also can effectively improve the related adverse reactions, significantly reduce cardiac toxicity and improve the treatment index of Doxorubicin. Currently, the drug is recommended by the National Comprehensive Cancer Network (NCCN) Guidelines for the first-line treatment of lymphoma, multiple myeloma and ovarian cancer as well as the second-line treatment of breast cancer, bone and soft tissue sarcoma and progressive AIDS-related Kaposi's sarcoma and various other cancers. In 2009, the Company released the first generic drug of Doxorubicin liposomes in China.

## THE DEVELOPMENT AND FUTURE TREND OF NEW TECHNOLOGIES, NEW SEGMENTS, NEW LANDSCAPE AND NEW MODELS DURING THE REPORTING PERIOD

Other than technological advancement, the development of China's bio-pharmaceutical industry is also driven by industrial policy and industry system reform in the long term:

### 1) *Drugs demand driven by ageing population*

The development of China's pharmaceutical manufacturing industry has been thriving in light of the organic growth and ageing of China's population as well as the increasing awareness of people in sanitation and healthcare. According to the National Bureau of Statistics<sup>1</sup>, China's population is ageing further as the number of people that aged 65 and above has increased from 170 million to 210 million between 2018 and 2022, with the share of that age group in the total population increased from 11.90% to 14.86%. Elderly people will have a relatively stronger demand for drugs as they are prone to illness and subject to multiple diseases. The increasingly severe ageing population will directly lead to a substantial increase in the demand for drugs in China.

### 2) *Gradual rise in income and medical affordability*

China's economy has maintained a relatively fast growth, the residents' ability to pay for health care has improved, and the per capita disposable income and health care expenditure have increased. According to the National Bureau of Statistics, the total national health expenditure reached RMB7,684.5 billion in 2021, accounting for 6.69% of GDP, and the per capita health expenditure was RMB5,440, an increase of RMB328 over the previous year. As China's residents' ability to pay for health care rises, the ability to consume drugs is also expected to improve further. In addition, as the country continues to increase investment in healthcare and expand the coverage of medical insurance catalogs, the consumption capacity of biopharmaceutical products will also continue to rise.

### 3) *Industrial policy*

In the first half of 2022, the General Office of the State Council of the People's Republic of China issued the "Key Tasks for Deepening the Reform of the Medical and Health System in 2022", which emphasized the need to continue to promote centralized procurement, speed up the expansion of coverage, continue to deepen the reform of the review and approval system, accelerate the listing of innovative drugs with clinical value, and accelerate the implementation of the reform of multiple and composite medical insurance payment methods based on payment by disease. The further deepening of the linkage reform of medical care, medical insurance, and medicine has provided a solid guarantee for domestic pharmaceutical enterprises to firmly innovate in their development direction from a macro perspective. In terms of review and approval, the Center For Drug Evaluation issued a notice seeking opinions on the "Procedures for Accelerating the Review of Application for Listing of Innovative Drugs by the Drug Review Center (for Trial Implementation)", vigorously optimizing the innovation review and approval system for innovative drugs included in breakthrough therapeutic drug programs, highlighting the direction of clinical value oriented new drug research and development, and accelerating the entry of the most urgent and competitive innovative drugs in clinical practice into the market, to enable pharmaceutical enterprises with truly innovative capabilities and differentiated R&D pipelines to usher in faster product approval and broader development space.

During the Reporting Period, the Company did not venture into the any new industries, new formats or new models.

<sup>1</sup> Source from official website of National Bureau of Statistics: [www.stats.gov.cn](http://www.stats.gov.cn)

### **ANALYSIS OF CORE COMPETITIVENESS FOR THE REPORTING PERIOD**

As a pharmaceutical enterprise focusing on new drug research and development, the Group has adhered to choosing the projects that can meet the unmet needs and deficiencies of clinical and patients treatment since establishment, and the evaluation system of project progress depends on whether specific accomplishment of treatment will be achieved. The Group is seeking a balanced development in the conflict between “me-too” and “first in class”. At present, the products of the Company launched or under development of the Group have shown positive prospect and characteristics of less affected by changes of policies. The effort and strategies adopted by the Company over the years have laid a solid foundation and generated a driving force for the Group’s development under the new policy environment.

#### **1. Advantages of R&D Innovation**

Refer to “major drugs under R&D of the Group” section of the “Chairman’s Statement”.

#### **2. Core Technology, Advance Level and Changes during the Reporting Period**

Since the establishment, the Company has always adhered to the R&D philosophy that based on the premise of clear market demand, the decisive factor in project evaluation is whether a project can reflect unique clinical treatment effect. In addition, the Company also selects products with technical barriers for industrialization. On the premise of meeting clinical needs, the Company will try to realize differentiated competition, utilize R&D resources effectively and maximize economic benefits.

Based on the above R&D philosophy, the Company has formed the genetic engineering technical platform, photodynamic technical platform, nano technical platform and oral solid preparation technical platform. The Company’s core technologies are obtained by independent research and development.

##### **(1) Genetic Engineering Technical Platform**

The Company has been based on genetic engineering technology since its establishment, and has successively developed cytokines, fusion proteins, monoclonal antibodies, antibody coupled drugs products for unmet clinical needs, and established relevant technical platforms. In the early years, the Company transferred a number of genetic engineering technologies, and contributed the revenue for the development of the Company. With the continuous expansion of the Company, the industrialization of genetic engineering technical drugs has a feasible foundation. In the future, the industrialization of genetic engineering technical drugs has a feasible foundation. In the future, the Company will continue to strengthen the research and accelerate the registration of genetic engineering technical platform projects that have entered clinical practice, and strive to realize the industrialization of gene drugs as soon as possible.

### *(2) Photodynamic Technical Platform*

The scientific exploration of photodynamic therapy began at the beginning of the 20th century. In the late 1970s, photodynamic therapy began to be used in clinical practice. The first photosensitive drug was approved for sales in 1993. Based on the unique therapeutic value of photodynamic therapy in some precancerous lesions and non-tumor diseases that cannot be treated or intervened, and the absence unified scientific standard in the world, the Company established a prospective photodynamic technical platform in year 1999. The Company's photodynamic technology is in the world's leading level. The Company has continued to expand the drug research and development based on the photodynamic technical platform for many years, and photodynamic drugs are one of the Company's important product groups.

### *(3) Nano Technical Platform*

Nano preparation can not only improve the water solubility and bioavailability of the drug, but also use its EPR effect to target delivery of anti-tumor drugs to achieve effect enhancement and toxicity reduction. There are many technical barriers in the research and development of nano drug: 1) the structure of liposomal formulation is complex and there are few drugs launched into the market, so it is difficult to form a complete technical system; 2) lacking of high-quality excipients, the threshold and the expenses for the development of new lipids is relatively high; 3) lacking production facilities as the application technology and production process of liposomes are quite different due to the differences in design; the production facilities need to be customized; 4) the steps of liposomes preparation are complex, and there are many quality control points. It is difficult to maintain the quality consistency. The Company started the research and development of liposome drugs under the context of pure fundamental research and lack of industrial application of liposome drugs in China and gradually established a nanotechnical platform.

### *(4) Oral Solid Preparation Technical Platform*

Although the Company has successfully realized the industrialization of several drugs after years of research and development, there are still problems such as long industrialization cycle and many window periods. In recent years, based on the strategic consideration of the long-term development, the Company has established the oral solid preparation technical platform on which various new drugs and generic drugs with specific clinical value are being developed, so as to shorten the period of industrialization projects. Small molecule targeted drugs and special oral preparations are the sought-after research fields of new drugs nowadays. The Company is developing several new drugs and generic drugs with unique clinical therapeutic value. Oral solid preparation technology will be one of the basic technology platforms for the long-term development of the Company.

### **3. Advantages of Promotion**

The Group continues to regard academic promotion as its primary marketing method. The Company has used the diversified network platform channels public communication platform to form a mature network service system such as academic exchanges among dermatology clinicians, sharing of clinical case and standardized practice videos, and a Q&A platform between doctors and patients, etc. In addition, the Company plans to take advantage of doctor resources on the platform to develop a new sales mode to solve some commonly seen problems in current marketing environment and some commonly seen difficulties for patients in hospital.

### **4. Advantages of Product Quality Control**

The Company has formulated complete production management and quality control rules and regulations which follow the cGMP standards of China as well as refer to cGMP requirements and guidelines of FDA and EMA in Europe. Quality control is an important part of pharmaceutical production activities. The Company's quality management system mainly includes quality control laboratory control, data analysis and quality review, corrective and preventive measures (CAPA), etc.

In order to implement the quality management system, the Company has developed a quality document management system including standard management procedures, standard operating procedures, standard technical procedures and standard operation records, and established corresponding cGMP data management procedures, which cover both paper data and electronic data to ensure data integrity. At the same time, the Company also develops a quality risk management process and systematically applies it to all aspects of quality control. In order to ensure the stability and consistency of product quality, the Company also carries out continuous verification of various production processes. In addition, the Company's production personnel should be fully trained before assuming their posts, and each employee should be trained, assessed and proven qualified according to the post requirements.

A series of management standards and operating procedures established by the Company have realized the standardization, routinization and institutionalization of all production steps under the high standard cGMP management requirements.

### **5. Advantages of Management and Technical Team**

The advanced business philosophy and incentive system of the Company attracted a large number of technical person to join, forming a mature R&D technology team, which is the cornerstone of the Company's core technology platform. The long-term stability of the Company's core management provides important support for the sustainable and stable development of the enterprise. The stable and efficient core technical team has laid the foundation for the long-term development of the Company.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Reporting Period, the percentages of the major customers and suppliers in the Group's total sales and purchases are as follows:

	Percentage in the Group's total	
	Sales	Purchases
Largest customer	23.51%	
Total of the five largest customers	50.43%	
Largest supplier		10.26%
Total of the five largest suppliers		33.35%

Note: The scope of the above supplier procurement statistics is material procurement suppliers of the Group, and the proportion of the total annual procurement is total material procurement of the Group.

Shanghai Pharmaceuticals Holding Co., Ltd. ("Shanghai Pharmaceuticals"), a substantial shareholder of the Company, is a key customer of the Company. The connected transactions with Shanghai Pharmaceuticals have been approved at the Board meeting and Shareholders' meeting (if applicable) of the Company. Save for this, none of the Directors, their respective associates or any shareholder of the Company who or which to the knowledge of the Directors owns more than 5% of the issued share capital of the Company has any beneficial interest in any of the Group's five largest customers.

### PRINCIPAL RISKS AND UNCERTAINTIES

#### 1. Risk in relation to new drug development

The long-term competitiveness of the Company depends on the successful research and development of new products and their subsequent industrialization and market promotion. According to the Relevant provisions of China's Drug Registration Measures and other laws and regulations, the drug registration shall be subject to pre-clinical research, clinical trial filing, clinical trial, production approval and other stages, which shall be approved by the drug regulatory department under the State Council, and the new drug certificate and drug production approval document shall be obtained before the production of the drug. The whole process from R&D to launch to the market can take a decade or more, with high costs and uncertainties for the result. At present, many of the Company's products are in the stage of pre-clinical research and clinical trial, which are mainly innovative drugs. If the products under research fail to be developed successfully or the new products fail to pass the registration and approval, the initial investment will be at loss, and the Company's future product planning and future growth potential will also be affected.

## 2. Risk in relation to relatively limited product types and drug price reduction

During the Reporting Period, the product types of the Group are relatively limited. Three main products of the Group, ALA, LIBOd® and FuMeiDa account for a large proportion of the total sales revenue. The decline in the revenue of the above leading products will have an adverse impact on the future operation and financial situation of the Group, if they are impacted by competitive products, suffer from significant policy impact, product quality and intellectual property issues so that the Company cannot maintain the sales volume and pricing level of the leading products, or failure of timely launch of alternative new products.

Drug pricing policy formulation and implementation and the control of the overall drug price level was implemented by the National Development and Reform Commission. On 5 May 2015, the National Development and Reform Commission, the Health and Family Planning Commission, the Ministry of Human Resources and Social Security and other departments jointly issued the Notice about the Opinions of Promoting the Reform of Drug Prices, from 1 June 2015, drugs other than the narcotic drugs and the psychotropic drugs of category I no longer adopted government-designated pricing. Such notice aimed to improve the mechanism of the drug purchase, give play to the role of health care insurance in drug fees controlling, and actual transaction prices of the drugs are mainly determined by the market competition. Although such notice terminated the role of the Pricing Section of the National Development and Reform Commission to set highest drug retail price, but drug prices still are limited by many factors, including the clinical demand, doctors familiarity with the drugs, health insurance payment standard, national or local government public bidding mechanism and third-party payment standard, including commercial insurance, etc., the future drug price forming mechanism could be further reformed, and the final pattern remain uncertain.

In recent years, with national drug price negotiations, medical insurance directory adjustment, evaluation of consistency and the relaxation of large-quantity procurement policy, some of the drug's terminal bidding procurement prices gradually decline, pharmaceutical companies are facing increasingly fierce competition. The Company may face risk of drug prices reduction, the causing a potential negative impact on the income of drugs of the Company. Since December 2018, the National Healthcare Security Administration officially implemented the "4+7" concentrated procurement of drugs and local government authorities issued various local purchasing policies. The average price of the generic drugs of the successfully bidders dropped significantly. During the Reporting Period, the medical products of the Company were not included in the national essential drug list nor covered by the policies mentioned above and thus it is unlikely that the products of the Company will have a substantial price reduction under the policies. On the other hand, the Company would also try to avoid price drop due to other reasons.

## 3. Risk in relation to core technical staff resignation

The Company's core technical personnel is an important part of the Company's core competitiveness, and also the basis and key for the survival and development of the Company. Whether the Company can maintain the stability of the technical staff team and constantly attract outstanding talents to join in is related to whether the Company can continue to maintain its technological leading edge in the industry, as well as the stability and durability of research and development, production and service. If the salary level of the Company is not competitive compared with the same industry competitors, the core technical personnel incentive mechanism cannot implement, or human resources control and internal promotion system is not effectively implemented, the Company's core technical personnel will drain, and thus having an adverse impact on the Company's core competitive ability and sustainable profitability.



## Report of the Directors

### 4. Foreign exchange risk

The Group mainly operates in the domestic market. Except for the Hong Kong dollar proceeds from the placing of shares, the operating results and the financial position of the Group will not be substantially affected by the movement in exchange rates.

## RESULTS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of comprehensive income and related explanatory notes to the consolidated financial statements.

An analysis on the Company's annual results of 2022 using financial key performance indicators are set out in the section headed "Management Discussion and Analysis" of the annual report.

## DIVIDENDS

### Dividend Policy

In accordance with the Company Law and other relevant laws and regulations, the Company has been implementing a continuous, stable and positive dividend distribution policy since 2015, and paying attention to reasonable return on investment to Shareholders.

The dividend distribution plan of the Company shall be drawn up and reviewed by the Board, taking full account of the actual business situation and future development needs of the Company. If current year's profit and accumulated retain earning of the Company is positive, except for special circumstances, the Company shall give priority to the cash distribution of dividends, while the ratio of cash dividend not less than 10% of the distributable profits of the year for each of three years after the initial public offering and listing of A Shares of the Company. Special circumstances refer to:

- (1) distribution of cash dividends may affect the capital needs of the Company's normal operation;
- (2) the Company may have matters including significant cash expenses in the future twelve months (excluding fund-raising projects). Significant cash expenses refer to: the accumulated expenses of the Company for external investment, assets acquisition or purchase of equipment, reach or exceed 50% of the latest audited net assets of the Company;
- (3) other circumstances as the directors deemed inappropriate for distribution of cash dividends.

The next three-year (2023-2025) shareholders' dividend return plan will be considered by the Board on 27 March 2023 and will be implemented upon approval by the shareholders at the 2022 annual general meeting.

After the resolution on the dividend distribution plan is approved by the Board, it will be submitted to the general meeting of shareholders for deliberation, and implementation after approval.

## Dividend Distribution

The resolution in relation to the distribution of a final dividend of RMB0.07 per share (tax inclusive) for the year ended 31 December 2022 has been considered and approved at the meeting of the Board held on 27 March 2023. Based on the current total issued share capital of the Company, being 1,029,000,000 Ordinary Shares, the total final dividend to be paid is RMB72,030,000 (tax inclusive) (of which, the share capital of A Shares is 703,000,000 representing dividend to be paid is about RMB49,210,000 and the share capital of H Shares is 326,000,000 representing dividend to be paid is about RMB22,820,000). If the total share capital of the Company changes from the date of shareholders' approval of the profit distribution plan to the record date for profit distribution, the Company intends to keep the amount of dividend per share unchanged, and announces the adjustment of the total amount of distribution accordingly. If the profit distribution plan is approved by the shareholders by way of an ordinary resolution at the 2022 annual general meeting to be held on Tuesday, 30 May 2023, the final dividend of H shares is expected to be distributed on or before Friday, 25 August 2023 to all shareholders whose names appear on the register of the Company on Monday, 12 June 2023. To determine the identity of the shareholders entitled to receive the final dividend, the register of holders of H Shares of the Company will be closed from Wednesday, 7 June 2023 to Monday, 12 June 2023 (both days inclusive) during which no transfer of H Shares will be registered. In order to qualify for entitlement to the proposed final dividend, all transfers of H Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday 6 June 2023. Final dividend for holders of H Shares will be declared and calculated in RMB, and be paid in Hong Kong dollars. Final dividend for holders of A Shares will be declared and calculated in RMB, and be paid in RMB. Relevant income tax will be deducted and paid by China Securities Depository and Clearing Corporation Limited on behalf of the A shareholders (if applicable). The exchange rate shall be determined by the average selling rates promulgated by People's Bank of China within one week before the date of declaration of the dividend. In case of any change to the expected payment date or the period during which the register of holders of H Shares will be closed, further announcement(s) will be published by the Company in due course in respect of such changes.

In accordance with the enterprise income tax law of the People's Republic of China and its implementation regulations, which came into effect on 1 January 2008, and the notice on issues related to dividend distribution and withholding of enterprise income tax by Chinese resident enterprises to shareholders of overseas H-share non-resident enterprises (GSH [2008] No. 897) issued by the State Administration of Taxation on 6 November 2008, when the Company distributes dividends to non-resident enterprise shareholders listed on the list of H-share shareholders, it is obliged to deduct and pay enterprise income tax on behalf of them, with a tax rate of 10%. Any shares registered in the name of non-individual shareholders, including HKSCC Nominees Limited, other agents or trustees, and other organizations and bodies, are deemed to be held by non-resident enterprise shareholders. Therefore, the Company will deduct and pay 10% corporate income tax. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

## Report of the Directors

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Guo Shui Fa [1993] No. 045 Document (Guo Shui Han [2011] No. 348) issued by the State Administration of Tax on 28 June 2011 and the Letter on the Tax Arrangements on Dividends Paid to Hong Kong Residents by Mainland Companies issued by The Stock Exchange of Hong Kong Limited on 4 July 2011, the dividend to be distributed by the PRC non-foreign invested enterprises which has issued shares in Hong Kong to the overseas resident individual shareholders, is subject to the individual income tax with a tax rate of 10% in general, and if otherwise provided by tax regulations, relevant tax agreements or notices, it will be handled in accordance with relevant regulations and tax collection and administration requirements.

For investors of Hong Kong Stock Exchange, including enterprises and individuals, investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the “Investors of Northbound Trading”), their final dividends will be distributed in RMB by the Company through CSDC Shanghai Branch to the account of the nominees holding such shares. The Company will withhold and pay income taxes of 10% on behalf of those investors and will report to the tax authorities. For Investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date, the ex-entitlement date and the date of distribution of final dividend and other arrangements for the Investors of Northbound Trading will be the same with those for the A Shareholders of the Company.

For investors of the Shanghai Stock Exchange and the Shenzhen Stock Exchange, including enterprises and individuals, investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “Investors of Southbound Trading”), CSDC Shanghai Branch and CSDC Shenzhen Branch, as the nominee holders of H Shares for the Investors of Southbound Trading, will receive the final dividends distributed by the Company and distribute the final dividends to the relevant Investors of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading on Shanghai Stock Exchange will be paid in RMB. Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) (Cai Shui [2014] No. 81), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors.

The record date, the ex-entitlement date and the date of distribution of final dividend and other arrangements for the Investors of Southbound Trading will be the same with those for the H Shareholders.

The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of the status of the shareholders or any disputes over the mechanism of withholding.

The Group's common stock dividend distribution plan in recent three years:

Unit: RMB

Year	Amount of dividend per share (tax included)	Amount of cash dividends (tax included)	Net profit attributable to holders of ordinary shares of listed company in consolidated statements of the year of distribution	Percentage of net profit attributable to holders of ordinary shares of listed company in consolidated statements
2022	0.07	72,030,000 <sup>Note</sup>	137,997,098	52.20%
2021	0.07	72,030,000	213,295,758	33.77%
2020	0.05	52,150,000	164,662,782	31.67%

Note: The dividend distribution plan will come into effect upon approval by shareholders at the 2022 annual general meeting of the Company. If the total share capital of the Company changes from the date of shareholders' approval of the profit distribution plan to the record date for profit distribution, the Company intends to keep the amount of dividend per share unchanged, and announces the adjustment of the total amount of distribution accordingly.

## SHARE CAPITAL

The A Shares of the Company have been listed and commenced trading on the STAR Market of the Shanghai Stock Exchange since 19 June 2020 (Stock code: 688505). The number of shares issued is 120,000,000 A shares. The total share capital of the Company was 923,000,000 shares before the issue of A shares, and after the issue, the total share capital of the Company increased to 1,043,000,000 shares, among which the 703,000,000 shares (including the Company's original 583,000,000 domestic shares which were converted into A shares) were A shares and the 340,000,000 shares were H shares. As at 31 December 2022, the Company has repurchased a total of 14,000,000 H shares, and the repurchased 14,000,000 H shares had been cancelled on 7 June 2022 with Computershare Hong Kong Investor Services Limited. The total share capital of the Company has changed from 1,043,000,000 shares to 1,029,000,000 shares. Details of the changes in share capital during the Reporting Period are set out in note 5(29) to the consolidated financial statements.

## DISTRIBUTABLE RESERVES

As at 31 December 2022, the distributable reserve of the Company amounted to RMB882.2 million (as at 31 December 2021: RMB816.3 million).

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group for the year are set out in note 5(11) to the consolidated financial statements.

## Report of the Directors

### MAIN EMPLOYEE

Details of the main employee of the Group are set out in environmental, social and governance report.

### STAFF RETIREMENT BENEFIT SCHEME

Details of the staff retirement benefit scheme of the Group are set out in note 5(23) to the consolidated financial statements.

### STAFF QUARTERS

During the year, the Group has not provided staff quarters to its staff. Details of the housing subsidies provided to staff are set out in note 5(23) to the consolidated financial statements.

### DIRECTORS AND SUPERVISORS

Directors and Supervisors of the Company during the year and as at the date of this report are as follows:

#### Executive Directors

Wang Hai Bo (*Chairman*)

Su Yong

Zhao Da Jun

#### Non-executive Directors

Shen Bo

Yu Xiao Yang

#### Independent Non-executive Directors

Zhou Zhong Hui

Lam Yiu Kin

Xu Qing

Yang Chun Bao

#### Supervisors

Huang Jian (*Chairman*)

Liu Xiao Long

Wang Luo Chun

Yu Dai Qing

### **CORPORATE GOVERNANCE**

The Company has always been endeavoring in establishing a formal and appropriate corporate governance structure. The Company believes that through enhancing its transparency and establishing effective system of accountability, the Company can operate in a more systematic manner, make decisions in a more scientific way, safeguard the interests of all Shareholders, and boost the confidence of investors. Details of corporate governance of the Group are set out in the following sections of the annual report:

- 1) Corporate Governance Report;
- 2) Report of the Supervisory Committee;
- 3) Report of the Audit Committee;
- 4) Report of the Remuneration Committee;
- 5) Report of the Nomination Committee;
- 6) Report of the Strategy Committee;
- 7) Report of the Independent Non-executive Directors;
- 8) Environmental, Social and Governance Report.

### **DIRECTORS' AND SUPERVISORS' SERVICE CONTRACTS**

Refer to “Directors’ and Supervisors’ Service Contracts” section of the “Corporate Governance Report”.

### **PROFILES OF THE DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**

Refer to “Profiles of the Directors, Supervisors and Senior Management” section of the annual report.

### **EMOLUMENTS OF DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND HIGHEST PAID INDIVIDUALS**

The Remuneration Committee determines or makes recommendation to the Board (as case may be) on the remuneration and other benefits payable to the Directors and Supervisors by the Group. The committee regularly oversees the remuneration of all Directors and Supervisors to ensure that their remuneration and compensation are at an appropriate level. The Group maintains competitive remuneration packages with reference to the industry standard and according to the business development of the Group, and determines remuneration of the Directors and Supervisors based on their qualifications, experience and contributions, to attract and retain its Directors and Supervisors as well as to control costs.

## Report of the Directors

Details of emoluments of Directors, Supervisors and the top 5 highest paid individuals are set out in note 9(8) to the consolidated financial statements.

Details of senior management of the Group are set out as follows:

	Number	
	Year 2022	Year 2021
Directors	3	3
Non-directors	4	4
	<b>7</b>	<b>7</b>

The emoluments fell within the following bands:

	Number	
	Year 2022	Year 2021
The emoluments range (HKD)		
2,500,001 – 3,000,000	1	–
3,000,001 – 3,500,000	5	–
3,500,001 – 4,000,000	1	–
5,500,001 – 6,000,000	–	2
6,000,001 – 6,500,000	–	3
6,500,001 – 7,000,000	–	2
	<b>7</b>	<b>7</b>

The emoluments of directors, supervisors and senior management include wages, bonuses, subsidies and all other labor costs paid by the Company, including social insurance. Due to the implementation of the 2021 Restricted Incentive Scheme by the Group, the corresponding share-based payment expenses from 2021 to 2022 were added to the emoluments. Details of emoluments of senior management are set out in note 9(5)(e) to the consolidated financial statements.

## RIGHTS OF DIRECTORS AND SUPERVISORS TO ACQUIRE SHARES OR DEBENTURES

Refer to “Rights of Directors, Chief Executive and Supervisors in Purchasing Shares or Debentures” section of the “Corporate Governance Report”.

## DETAILS OF OPTIONS GRANTED BY THE COMPANY

As at 31 December 2022, the Company did not have any share option scheme in force.

## DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS

Refer to “Directors’ and Supervisors’ Interests” section of the “Corporate Governance Report”.

## PERMITTED INDEMNITY PROVISIONS

During the Reporting Period and as at 31 December 2022, the Company has purchased liability insurance for Directors and Supervisors and Officers. The insurance covers the liabilities related to the dual listing of H share and STAR Market of A share which provides proper protection for the Directors and Supervisors.

## MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Reporting Period.

## DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES OF THE COMPANY

As at 31 December 2022, the interests (if any) of the Directors, Supervisors and chief executive of the Company and their respective associates in the shares or debentures (including interests in shares and/or short positions) of the Company and its associated corporations, (a) as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”); or (b) as recorded in the register maintained by the Company under Section 352 of the SFO; or (c) as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers under Appendix 10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) were as follows:

Name	Position	Class of shares	Number of shares held	Capacity	Type of interest	Percentage in Domestic Shares	Percentage in total number of issued shares
Wang Hai Bo	Director	A Shares	57,886,430 (L)	Beneficial owner	Personal	8.23%	5.63%
Su Yong	Director	A Shares	18,317,860 (L)	Beneficial owner	Personal	2.61%	1.78%
Zhao Da Jun	Director	A Shares	15,260,710 (L)	Beneficial owner	Personal	2.17%	1.48%
Wang Luo Chun	Supervisor	A Shares	1,170,000 (L)	Beneficial owner	Personal	0.17%	0.11%
Yu Dai Qing	Supervisor	A Shares	664,000 (L)	Beneficial owner	Personal	0.09%	0.06%

Note: The letter “L” stands for long position.



### SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware, as at 31 December 2022, the persons other than a Director, Supervisor or chief executive of the Company who have interests and/or short positions in the shares or underlying shares of the Company subject to disclosure under Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register maintained under Section 336 of the SFO, or as notified to the Company and the Stock Exchange were as follows (the interests in shares and/or short positions, if any, disclosed herein are in addition to those disclosed in respect of the Directors, Supervisors and chief executive):

Name of substantial shareholders	Class of shares	Number of shares held	Capacity	Type of interest	Percentage in the respective class of share capital	Percentage in total share capital
Shanghai Industrial Investment (Holdings) Co., Ltd.	A Shares	139,578,560 (L)	Interest of controlled corporation	Corporate	19.85%	20.42%
	H Shares	70,564,000 (L)			21.65%	
Shanghai Pharmaceuticals	A Shares	139,578,560 (L)	Beneficial owner	Corporate	19.85%	20.42%
	H Shares	70,564,000 (L)			21.65%	
China New Enterprise Investment Fund II	A Shares	156,892,912 (L)	Beneficial owner	Corporate	22.32%	15.25%
Yang Zong Meng	A Shares	80,000,000 (L)	Beneficial owner	Personal	11.38%	7.77%
Invesco Hong Kong Limited	H Shares	25,971,000 (L)	Investment manager	Corporate	7.97%	2.52%

Note: "L" stands for long position.

## TOP 10 SHAREHOLDERS AS AT THE END OF THE REPORTING PERIOD

Name of shareholder	Change of shareholding during the Reporting Period	Number of shares held as at the end of the period	Percentage (%)	Number of trade-restricted shares held	Shares pledged or frozen		Nature of shareholders
					Status of shares	Number of shares	
HKSCC NOMINEES LIMITED <sup>Note</sup>	-9,408,000	228,826,900	22.24	0	Unknown	0	Overseas legal person
Shanghai Pharmaceuticals <sup>Note</sup>	0	210,142,560	20.42	139,578,560	Nil	0	Domestic non-state-owned legal person
China New Enterprise Investment Fund II	0	156,892,912	15.25	156,892,912	Nil	0	Other
Yang Zong Meng	0	80,000,000	7.77	80,000,000	Nil	0	Domestic natural person
Wang Hai Bo	0	57,886,430	5.63	57,886,430	Nil	0	Domestic natural person
Invesco Hong Kong Limited <sup>Note</sup>	-4,592,000	25,971,000	2.52	0	Unknown	0	Overseas legal person
Su Yong	-1,070,801	18,317,860	1.78	0	Nil	0	Domestic natural person
Zhao Da Jun	-1,385,362	15,260,710	1.48	0	Nil	0	Domestic natural person
Li Jun	3,270,200	8,688,200	0.84	0	Nil	0	Domestic natural person
Shanghai Pudong Technology Investment Co., Ltd.	0	6,562,382	0.64	0	Nil	0	Domestic non-state-owned legal person

### TOP 10 SHAREHOLDERS WITHOUT TRADE RESTRICTIONS AS AT THE END OF THE REPORTING PERIOD

Name of shareholder	Number of shares	Type and number of shares	
	without trade restrictions	Type	Number
HKSCC NOMINEES LIMITED <sup>Note</sup>	228,826,900	Overseas listed foreign shares	228,826,900
Shanghai Pharmaceuticals <sup>Note</sup>	70,564,000	Overseas listed foreign shares	70,564,000
Invesco Hong Kong Limited <sup>Note</sup>	25,971,000	Overseas listed foreign shares	25,971,000
Su Yong	18,317,860	RMB ordinary shares	18,317,860
Zhao Da Jun	15,260,710	RMB ordinary shares	15,260,710
Li Jun	8,688,200	RMB ordinary shares	8,688,200
Shanghai Pudong Science and Technology Investment Co., Ltd	6,562,382	RMB ordinary shares	6,562,382
Yi Jin Hua	2,171,506	RMB ordinary shares	2,171,506
Fang Jing	1,932,575	RMB ordinary shares	1,932,575
Wu Zhi Ming	1,915,339	RMB ordinary shares	1,915,339
Note on the connected relations or acting in concert arrangements of the above shareholders	The Company is not aware whether the other Shareholders have related party relationship or acting-in-concert arrangement.		
Note on the preference shareholders with voting rights restored and number of shares held	Not applicable.		

Note: Shares held by HKSCC NOMINEES LIMITED are held on behalf of its clients and the number of Shares it holds as shown in the table above excludes the 70,564,000 H Shares held by Shanghai Pharmaceuticals and 25,971,000 H Shares held by Invesco Hong Kong Limited. As the relevant rules of the Hong Kong Stock Exchange do not require clients to report whether the shares that they hold are pledged or frozen, HKSCC NOMINEES LIMITED is unable to provide statistics on the number of shares that have been pledged or frozen;

## TOP 10 SHAREHOLDERS WITH TRADE RESTRICTIONS AS AT THE END OF THE REPORTING PERIOD

The listing and trading of trade-restricted shares						
No.	Name of shareholders holding trade-restricted shares	Number of trade-restricted shares	Time available for listing and trading	Number of additional shares available		Trading restrictions
				for listing	for listing and trading	
1	China New Enterprise Investment Fund II	156,892,912	2023-06-19	0	0	36 months from the date when the Company's shares are listed at the SSE
2	Shanghai Pharmaceuticals	139,578,560	2023-06-19	0	0	36 months from the date when the Company's shares are listed at the SSE
3	Yang Zong Meng	80,000,000	2023-06-19	0	0	36 months from the date when the Company's shares are listed at the SSE
4	Wang Hai Bo	57,886,430	2023-06-19	0	0	36 months from the date when the Company's shares are listed at the SSE

## SECURITIES TRANSACTIONS BY DIRECTORS

Please refer to “Securities Transactions of Directors, Supervisors and Senior Management, Major Shareholder” section of the “Corporate Governance Report” for more details.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Shareholders of the Company approved the proposal to grant a general mandate to the Board to repurchase H shares of the Company at the 2020 annual general meeting of the Company, the 2021 first class meeting of the holders of H shares of the Company and the 2021 first class meeting of the holders of A shares of the Company. The reason for undertaking the repurchase was that the Board believed that, by utilizing the idle cash of the Company, such repurchase is beneficial to the Company and the Shareholders as a whole. Upon the above authorization and in accordance with relevant domestic and foreign laws, regulations, the articles of association of the Company, the requirements of the securities regulatory authorities in the places where the Company's shares are listed, and the actual situation of the Company, the Company repurchased a total of 3,135,000 H shares on the Hong Kong Stock Exchange and the aggregate repurchase price is HKD10.37 million during the Reporting Period. From 2021 to the end of the Reporting Period, the Company has repurchased a total of 14,000,000 H shares, and the repurchased 14,000,000 H shares had been cancelled on 7 June 2022 with Computershare Hong Kong Investor Services Limited. The total share capital of the Company has changed from 1,043,000,000 shares to 1,029,000,000 shares.

## Report of the Directors

Details of shares repurchased during the year ended 31 December 2022 are set out as follows:

Month of Repurchase	Number of H Shares repurchased on the Stock Exchange	Price paid per H Share		Aggregate consideration paid (before transaction costs) (HKD)
		Highest (HKD)	Lowest (HKD)	
March 2022	665,000	3.75	3.60	2.43 million
May 2022	2,470,000	3.34	3.09	7.94 million
Total	3,135,000			10.37 million

Except as disclosed in this report, neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2022.

### PRE-EMPTIVE RIGHTS

There is no provision for the pre-emptive rights in the Articles of Association or under the laws of the PRC, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

### TAX DEDUCTION

The Company is not aware of any tax relief enjoyed by any existing shareholders due to their holding of the Company's securities.

### CONNECTED TRANSACTIONS

For the year ended 31 December 2022, the continuing connected transactions of the Group are set out as follows:

### **Continuing Connected Transactions under Sales and Distribution Agreement with Shanghai Pharmaceuticals:**

In order to leverage the established and extensive sales and distribution network of Shanghai Pharmaceuticals, a substantial shareholder of the Company, the Company has been engaging Shanghai Pharmaceuticals and its subsidiaries as its distribution agents since 17 August 2018 when the Company entered into a sales and distribution agreement with Shanghai Pharmaceuticals. The Board approved the Company to enter into the renewal sales and distribution agreement (the “Sales and Distribution Agreement”) with Shanghai Pharmaceuticals on 29 October 2020 for the sales and distribution of the Group’s pharmaceutical products by Shanghai Pharmaceuticals for the period from 1 January 2021 to 31 December 2023. For more details, please refer to the announcement dated 29 October 2020 and the circular of the Company dated 26 November 2020. The annual caps for the continuing connected transactions contemplated under the Sales and Distribution Agreement for the three years ending 31 December 2023 are approximately RMB144,000,000, RMB182,000,000 and RMB228,000,000 respectively. Shanghai Pharmaceuticals is a promoter and substantial shareholder of the Company and therefore, is a connected person of the Company under the Listing Rules. The transactions under the Original Sales and Distribution Agreement are carried out on a continuing or recurring basis in the ordinary and usual course of business of the Company and therefore, constitute continuing connected transactions of the Company under the Listing Rules. The transactions under the Original Sales and Distribution Agreement are subject to the reporting, announcement, annual review and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules, and were approved by the independent shareholders at the extraordinary general meeting on 14 December 2020.

During the year 2022, the product sales revenue to Shanghai Pharmaceuticals was RMB124.0 million, which did not exceed the annual cap approved at the extraordinary general meeting.

The above connected transactions are closely monitored by the Company’s Internal Audit and Control Department. The Audit Committee and Independent Non-executive Directors have reviewed the above mentioned continuing connected transactions along with the report of external auditors and confirmed that the transactions have been entered into:

- (1) in accordance with the Group’s pricing policies;
- (2) in the ordinary and usual course of business of the Group;
- (3) on normal commercial terms or better; and
- (4) according to the agreement governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

## Report of the Directors

The Company's auditor was 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 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions 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 on 27 March 2023. The auditor confirms that nothing has come to their attention that causes them to believe that the aforesaid continuing connected transactions:

- (1) have not been approved by the Board;
- (2) were not, in all material aspects, in accordance with the Group's pricing policy for transactions involving the provision of goods or services by the Group;
- (3) were not entered into, in all material respects, in accordance with the agreements governing such transaction; and
- (4) have exceeded annual cap as set by the Company.

## AUDIT COMMITTEE

The Audit Committee is responsible for reviewing the financial reporting, internal controls and corporate governance issues and making relevant recommendations to the Board. The Audit Committee comprises two Independent Non-executive Directors and one Non-executive Director, namely, Mr. Lam Yiu Kin, Mr. Xu Qing and Mr. Shen Bo. Mr. Lam Yiu Kin was appointed as the chairman of the Audit Committee. The composition of the Audit Committee meets the requirements under Rule 3.21 of Listing Rules.

The Audit Committee reviews the accounting principles and practices adopted by the Group as well as the internal controls to check whether they comply with the Listing Rules, and reviews issues regarding auditing, internal controls, risk management and financial reporting. The Audit Committee reviewed the Group's annual results and financial statements for year 2022 before proposing to the Board for approval.

For more details, please refer to "Report of the Audit Committee" and "Audit Committee" sections of the "Corporate Governance Report".

### AUDITOR

Considering that the Company has changed the basis for preparing its overseas financial statements to China Accounting Standards for Business Enterprises, as approved by the extraordinary general meeting of the Company held on 24 February 2020, the Company changed its overseas auditor from PricewaterhouseCoopers to PricewaterhouseCoopers Zhong Tian LLP. PricewaterhouseCoopers Zhong Tian LLP became the only auditor auditing the financial statements of the Company in accordance with the Chinese Accounting Standards for Business Enterprises, and undertook the role of the overseas auditor in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”). For more details, please refer to the announcement of the Company dated 10 January 2020 and 24 February 2020, and the circular of the Company dated 20 January 2020. Save as the above, as at 31 December 2022, there was no change in the appointment of auditors of the Company within three years. The financial statements of the Company for the year ended 31 December 2022 in accordance with the Chinese Accounting Standards for Business Enterprises have been audited by PricewaterhouseCoopers Zhong Tian LLP.

As approved by the annual general meeting of the Company held on 29 June 2022, the Company continued to appoint PricewaterhouseCoopers Zhong Tian LLP as the domestic and overseas auditor responsible for domestic and overseas audit and domestic internal control audit of the Company. For more details, please refer to the notice of annual general meeting of the Company dated 19 April 2022 and the announcement of the Company dated 29 June 2022.

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the Independent Non-executive Directors of the Company has confirmed with the Company their independence under Rule 3.13 of the Listing Rules. The Company has received such confirmations from the Independent Non-executive Directors and has confirmed the independence of Independent Non-executive Directors.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The discussion on the Company’s environmental policies and performance during the Reporting Period is set out in the section headed “Social Responsibility” of the “Corporate Governance Report” and “Environmental, Social and Governance Report”.



### COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

During the Reporting Period, the Company has complied with the relevant laws and regulation that have a significant impact on the Company, including but not limited to Pharmaceutical Administration Law of the People's Republic of China and its implementation regulations, Measures for the Supervision over and Administration of Pharmaceutical Production, Law of China on the Protection of the Rights and Interests of Consumers of the People's Republic, Trademark Law of the People's Republic of China, Patent Law of the People's Republic of China and its rules for implementation, etc. Details of the relevant laws and regulations on environment and society with which the Company has complied during the Reporting Period are set out in the "Environmental, Social and Governance Report".

By Order of the Board

**Wang Hai Bo**

*Chairman*

Shanghai, the PRC

27 March 2023

As at the date of this report, the Board comprises:

Mr. Wang Hai Bo (*Executive Director*)

Mr. Su Yong (*Executive Director*)

Mr. Zhao Da Jun (*Executive Director*)

Mr. Shen Bo (*Non-executive Director*)

Ms. Yu Xiao Yang (*Non-executive Director*)

Mr. Zhou Zhong Hui (*Independent Non-executive Director*)

Mr. Lam Yiu Kin (*Independent Non-executive Director*)

Mr. Xu Qing (*Independent Non-executive Director*)

Mr. Yang Chun Bao (*Independent Non-executive Director*)

# Report of the Supervisory Committee

To the Shareholders:

The supervisory committee of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “Supervisory Committee”) has performed its duties for the Reporting Period in accordance with the relevant provisions and requirements of the Company Law, the Securities Law, the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange, Hong Kong Listing Rules, the Articles of Association, and the rules of procedure of The Supervisory Committee. The Supervisory Committee abided by the principle of good faith, conscientiously performs its supervisory duties from the perspective of safeguarding the interests of the Company and the rights and interests of all shareholders, closely followed the Company’s business decisions, production and operation through attending the Board meetings and the general meeting of shareholders, and put forward opinions and suggestions on relevant matters; actively analyze the financial situation of the company in accordance with the law, timely communicated and inquired with relevant departments or personnel of the Company on problems found, and put forward specific requirements and suggestions; supervised the due diligence of the Directors, general manager and other senior managers of the Company, and safeguarded the interests of the Company and the legitimate rights and interests of all shareholders.

Legal operation of the Company: during the Reporting Period, the Supervisors attended the general meeting of shareholders and the Board meetings of the Company as nonvoting delegates and supervised the convening, holding, voting procedures and resolutions of the general meeting of shareholders and the Board meetings of the Company, the implementation of the resolutions of the general meeting of shareholders by the board of directors, and the performance of the directors and senior managers of the Company in 2022. The Supervisory Committee believed that the Company operated in accordance with the law, the Board operated in accordance with the law, the management decisions were scientific and reasonable, and conscientiously implemented the resolutions of the general meeting of shareholders; the Directors and senior managers of the Company conscientiously performed their duties without abusing their powers, damaging the interests of the Company or infringing the rights and interests of shareholders and employees of the Company.

Financial situation of the Company: during the Reporting Period, the Supervisory Committee carefully inspected the current financial system, process and financial situation of the Company. The Supervisory Committee believed that the Company had sound financial system, standardized financial management, good financial condition, effective accounting supervision function, and no illegal occupation of Company assets and capital loss. The Company’s financial report truly, accurately and completely reflected the Company’s financial situation, operating results and cash flow.

Related/connected transactions of the Company: during the Reporting Period, the related/connected transactions of the Company fulfilled the decision-making procedures in accordance with relevant mechanisms, the procedures were legal and effective, the transaction price was reasonable, and there was no damage to the interests of the Company or shareholders.

## Report of the Supervisory Committee

Use of proceeds: during the Reporting Period, the Supervisory Committee supervised and reviewed the use of the Company's proceeds. The Supervisory Committee held that the deposit and use of the proceeds of the Company in the year of 2022 were in line with the relevant provisions of the CSRC and the Shanghai Stock Exchange on the deposit and use of the proceeds of listed companies, in line with the relevant provisions of the Company's management system for proceeds, and there was no violation of the deposit and use of the proceeds. During the Reporting Period, the Company used the part of the over subscription proceeds from its A share offering for permanent replenishment of working capital, and used the temporarily idle proceeds for cash management. The above matters have fulfilled the necessary deliberation procedures and information disclosure obligations in accordance with the requirements of relevant laws and regulations. The use of the Company's proceeds was consistent with the disclosed contents, and there was no violation.

Implementation of internal control: during the Reporting Period, the Supervisory Committee supervised the implementation of the Company's internal control. The Supervisory Committee believes that the Company has maintained effective internal control in all major aspects in accordance with the requirements of the enterprise's internal control standard system and relevant regulations, and the Company's internal control system operates effectively. During the Reporting Period, there were no significant defects in internal control over financial reporting or non-financial reporting.

Implementation of Incentive Scheme: during the Reporting Period, the Board of Supervisors supervised and reviewed the implementation of the reserved grant under the Incentive Scheme of the Company and believes that: there exists no circumstances where the Company will be prohibited to implement the Incentive Scheme as prescribed in the Management Measures for Share Incentive Scheme Adopted by Listed Companies (《上市公司股權激勵管理辦法》, the "Management Measures") and other laws, regulations and regulatory documents and the Company has the qualification to implement an incentive scheme; all the Participants to be granted the Restricted Share under the reserved Grant fulfilled the employment qualifications required by Management Measures and Rules Governing the Listing of Stocks on the STAR Market of Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》, the "STAR Market Listing Rules") and fall within the scope of participants under the Incentive Scheme, so the qualifications of such Participants to be a Participant under the Incentive Scheme are legal and effective; and the grant date determined for the reserved Grant complied with the relevant requirements under the Management Measures and the Incentive Scheme and there exists no circumstances which are harmful to the interests of the Company and the Shareholders.

The Supervisory Committee was of the view that the resolutions passed in all Board meetings for the year 2022 had been made with a view to protecting the Group's interests. No insider dealings, or anything which was prejudicial to the interests of the Group, or loss of Group's assets was acknowledged. The auditors' reports issued by PricewaterhouseCoopers Zhong Tian LLP were accurate and objective. The Group's financial statements have accurately reflected the Group's financial position.

The Supervisory Committee expressed satisfaction with the work and progress of the group in the year 2022. In 2023, the Supervisory Committee will continue to strictly implement the relevant regulations with the sense of responsibility for all shareholders, faithfully and diligently performs the functions of the Supervisory Committee, strengthens its own study and supervision, promotes the perfection of corporate governance structure and the standardized operation of operation and management, maintains the legitimate rights and interests of the Company and shareholders, and improves the governance level for the Company to effectively play its functions.

### **SUPERVISORY COMMITTEE**

Mr. Huang Jian (*Chairman*)

Mr. Liu Xiao Long

Mr. Wang Luo Chun

Ms. Yu Dai Qing

Shanghai, the PRC

27 March 2023

# Report of the Audit Committee

The Audit Committee is comprised of two Independent Non-executive Directors (Mr. Lam Yiu Kin and Mr. Xu Qing) and one Non-executive Director (Mr. Shen Bo), appointed by the Board of Directors. Mr. Lam Yiu Kin, Independent Non-executive Director, was appointed as the chairman of the Audit Committee. Mr. Lam Yiu Kin is a fellow member of the Association of Chartered Certified Accountants (ACCA), the Institute of Chartered Accountants in England & Wales (ICAEW), the Institute of Chartered Accountants in Australia and New Zealand (ICAA), and Hong Kong Institute of Certified Public Accountants (HKICPA). Mr. Shen Bo holds a master degree in professional accounting with a qualification of Chinese Institute of Certified Public Accountants (CICPA). He is currently an executive Director, a vice president and the chief financial officer of Shanghai Pharmaceuticals. Mr. Xu Qing is currently a professor of Tongji University Medical School, doctor-postgraduate supervisor, deputy director of the Oncology Department and Tumor Institute, and director, chief physician of Medical Oncology Department of the Tenth People's Hospital affiliated to Tongji University. And he is director of Medical Oncology Department of Shanghai Dermatology Hospital affiliated to Tongji University. All of them have extensive experience in accounting, industry, and financial management.

The Audit Committee assists the Directors in discharging their duties through independent reviews and supervision of financial reporting, the Group's effective internal control and appointment of external auditors. The Audit Committee reviews issues involving the accounting principles and practice principles adopted by the Group, including studying audit functions, financial reporting, risk management and internal control, participating in the formulation of the corporate governance policy of the Group, and participating in the disclosure compliance in the Corporate Governance Report of the Group, etc. If necessary, the Audit Committee will also invite external auditors, the general manager and senior management to attend meetings. The Rules of Procedure for the Audit Committee which were passed by the Board of the Company specifically laid down the terms of reference of the Audit Committee and elaborated its role and the power as conferred to the Audit Committee by the Board.

The Audit Committee has sufficient resources to carry out its duties. The Audit Committee is accountable to the Board, and the minutes of its meetings were submitted to the Board for circulation.

The Audit Committee held four meetings in 2022.

The agenda for the Audit Committee within the meetings in 2022 includes:

- 1) Review the financial statements for the year ended 31 December 2021, the three months ended 31 March 2022, the six months ended 30 June 2022, and the nine months ended 30 September 2022;
- 2) Review connected transactions of the Group during the year 2022;
- 3) Supervise the Group's financial reporting system and internal control procedures;
- 4) Review the external audit arrangements and related explanations;
- 5) Review and approve the audit fees for 2022;
- 6) Discuss the risk management and internal control systems with the management on a regular basis to ensure that the management has performed its duty to establish effective systems.

The performance of duty of the Audit Committee in 2022 is as follows:

(1) Supervise and evaluate the work of external audit institutions

During the audit period of the year 2022, the Audit Committee actively performed its duties. Before the external auditor conducted onsite audit, the Audit Committee communicated, analyzed and evaluated with the accountant and the Company's management, listened to the report of the Company's management on the operation, finance, internal control, etc., and fully communicated and reached an agreement on the annual audit work content, audit plan and their respective concerns. During the audit process, the Audit Committee fully discussed and communicated with the external auditors on the audit methods and problems in the audit, and found no significant matters in the audit. After the auditor finished the annual audit, the audit opinion was carefully considered. The audit institution of the Company has the relevant qualifications to engage in securities and futures business, abide by the standard of independence, objectivity and fairness, and issue relevant audit opinions realistically. The report issued truly reflected the financial situation and operating results of the Company.

(2) Review and opine on the financial reports of the Company

During the Reporting Period, the Audit Committee carefully reviewed the financial report of the Company, and believed that the financial report of the Company was true, complete and accurate, and there was no relevant fraudulent, misleading information or material misstatement, and the Company also did not have major accounting error adjustment, major accounting policies and estimates changes, matters involving important accounting judgment, and audit of non-standard unqualified opinions reported matters.

(3) Review of related/connected transactions of the Company

In 2022, members of the Audit Committee, based on the principles of independence, objectivity and professionalism, consulted the necessary information on the Company's related/connected transactions and communicated with the Company's management. After verification, the Audit Committee considers that the Company's daily related/connected transactions were necessary to the Company's normal business needs, and the pricing of related/connected transactions is objective and fair, which did not affect the independence of the company and did not harm the interests of the Company and its shareholders.

## Report of the Audit Committee

(4) Supervise and evaluate the Company's internal control system and other related work

In 2022, the Audit Committee has effectively performed its duty as a professional committee and actively promoted the establishment of the Group's internal control system. During the reporting period, the Audit Committee carefully reviewed the Company's internal audit work plan and the implementation of the work on a quarterly basis, and confirmed that the internal audit organization of the Company performed its work strictly in accordance with the audit plan, and that the internal audit work of the Company was carried out effectively and no significant problems were found in the internal audit work.

In 2022, the Audit Committee performed its duty diligently and faithfully, played a positive role in promoting the Company's internal control mechanism and improving the Company's audit work by taking an active part in the company's governance and ensuring that the audit work was operated in a standardized and rule-based manner. In 2023, the Audit Committee will continue to fulfill its function of review and supervision, strengthen communication with the Company's management, internal and external audit institutions and the Company's legal advisers, earnestly fulfill its responsibilities within its terms of reference, ensure effective supervision over the business management, and safeguard the legitimate rights and interests of the Company and investors.

The meeting of the Audit Committee held on 27 March 2023 reviewed the Company's 2022 consolidated financial statements together with the Company's external auditors, including a review of the accounting principles and practice principles adopted by the Group. Based on the results of the review and after discussion with the management and the auditors, the Audit Committee agreed with the accounting treatments adopted by the Group, and has made efforts to ensure that the financial information disclosed in the consolidated financial statements complies with relevant requirements of the applicable accounting principles and the Listing Rules. Accordingly, the Audit Committee proposed that the Board approved the annual results announcement and the consolidated financial statements for the year ended 31 December 2022.

### AUDIT COMMITTEE

Mr. Lam Yiu Kin (*Chairman*)

Mr. Shen Bo

Mr. Xu Qing

Shanghai, the PRC

27 March 2023

# Report of the Remuneration Committee

The Remuneration Committee is comprised of 3 members, namely Mr. Zhou Zhong Hui, Mr. Lam Yiu Kin, and Mr. Yang Chun Bao. Mr. Zhou Zhong Hui is the Chairman of the Committee.

The Rules of Procedure for of the Remuneration Committee which were passed by the Board specifically laid down the terms of reference of the Remuneration Committee and elaborated its role and the power as conferred to the Remuneration Committee by the Board. The Remuneration Committee has sufficient resources to carry out its duties. If necessary, it also makes references to the opinions of external human resources advisers in respect of human resources management and remuneration policies. After each meeting, the Remuneration Committee reports to the Board. The Remuneration Committee is accountable to the Board, and the minutes of its meetings should be submitted to the Board for circulation.

The terms of reference for the Remuneration Committee is: to make recommendations to the Board on the Company's remuneration policy and structure for all Directors, supervisors and senior management and on the establishment of a formal and transparent procedure for developing such a remuneration policy; to formulate the remuneration management policy and remuneration packages of individual Executive Directors and senior management and make recommendations to the Board; such remuneration packages include benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment), and make recommendations to the Board of the remuneration of Independent Non-executive Directors and supervisors; in formulating the remuneration policies and standards, the Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, supervisors and senior management, employment conditions of other positions in the Group and desirability of performance-based remuneration; to review and approve the remuneration packages of the management with reference to corporate goals and objectives resolved by the Board from time to time; to review and approve the compensation payable to Executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms or that such compensation is otherwise fair and not excessive for the Company; to review and approve compensation arrangements relating to dismissal or removal of directors and supervisors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms or that any compensation payment is otherwise reasonable and appropriate; to ensure that no Director or supervisor or any of their associates is involved in deciding his/her own remuneration; to research the share incentive plan of the Company and put forward proposals; and other relevant requirements of the scope of work of the Committee as set out in other domestic and overseas listing rules as amended from time to time.

The Remuneration Committee held one meeting in 2022.

A summary of the work performed by the Remuneration Committee in 2022 is as follows:

- 1) Reviewed the remuneration scheme for the Directors and Supervisors for the year 2021;
- 2) Formulated the remuneration scheme for the Directors and Supervisors for 2022;



## Report of the Remuneration Committee

In 2022, the Remuneration Committee examined the remuneration of directors and senior managers in 2021, as well as the remuneration plan for directors and senior managers in 2022. The salaries of directors and senior managers in 2022 were consistent with the actual circumstances of the current economic environment, the areas, industries and scales of the Company. In the year of 2022, the Remuneration Committee has effectively fulfilled its duties. In 2023, the Remuneration Committee will continue to perform its duties, set up a transparent remuneration policy on the overall remuneration policy and structure of the Company's directors and senior management, study the performance appraisal standards of directors and senior management, and make recommendations to the board of directors.

### REMUNERATION COMMITTEE

Mr. Zhou Zhong Hui (*Chairman*)

Mr. Lam Yiu Kin

Mr. Yang Chun Bao

Shanghai, the PRC

27 March 2023

# Report of the Nomination Committee

The Nomination Committee is comprised of 3 members, namely, Mr. Xu Qing (Chairman, Independent Non-executive Director), Mr. Wang Hai Bo (Chairman of Board of Directors) and Mr. Zhou Zhong Hui (Independent Non-executive Director).

The Rules of Procedure for the Nomination Committee adopted of the Company specifies in detail the scope of powers and responsibilities of the Nomination Committee, its role and the powers delegated to it by the board of directors. The Nomination Committee has sufficient resources to perform its duties. The Nomination Committee shall be responsible to the Board, and its minutes shall be circulated to the directors.

The terms of reference for the Nomination Committee is: with due regard for the benefits of diversity in Board members, to identify individuals who are suitably qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships; the candidates for directorship will be selected taken into account a wide range of diversity factors, including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and service term; review the structure, size and composition of the board at least annually and make recommendations on any proposed changes to the Board (including Board diversity) to complement the issuer's corporate strategy; to report to the Board the composition of the Board members and monitor the implementation of the policy on Board diversity; to make disclosure of a summary of the policy on board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives; to examine the candidates of directors, chief executive, deputy chief executive, finance officer, general counsel, chief economist, assistant to chief executive and secretary of Board and put forward examination opinions and appointment recommendations; to assess the independence of independent non-executive directors; to make recommendations to the Board on the appointment or re-appointment of directors of the Company and the succession planning for directors of the Company, in particular the chairman of the Board and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, as appropriate; to research the standard, procedure and method of selection of directors, chief executive and other members of the senior management of the Company and to put forward proposals to the Board; other authority delegated to the Nomination Committee by the Board and matters assigned by the Board; and other relevant requirements of the scope of work of the Committee as set out in other domestic and overseas listing rules as amended from time to time.

The Nomination Committee held one meeting in 2022.

A summary of the work performed by the Nomination Committee in 2022 is as follows:

- 1) Assessed the independence of Independent Non-executive Directors;
- 2) Reported to the Board the composition of the Board members and monitored the implementation of Board diversity policy;



## Report of the Nomination Committee

In 2022, the nomination committee reviewed the independence of board members, independent non-executive directors, and the selection and appointment of directors and senior managers, and effectively fulfilled the responsibilities of the nomination committee. In 2023, the nomination committee will continue to perform its duties, fully taking into account the benefits of diversity of board members; report the composition of board members to the board of directors and supervise the implementation of diversity policy of board members, and other matters.

### NOMINATION COMMITTEE

Mr. Xu Qing (*Chairman*)

Mr. Wang Hai Bo

Mr. Zhou Zhong Hui

Shanghai, the PRC

27 March 2023

# Report of the Strategy Committee

The Strategy Committee is comprised of 3 members, namely, Mr. Wang Hai Bo (Chairman, Chairman of Board of Directors), Mr. Zhao Da Jun (Executive Director), and Mr. Yang Chun Bao (Independent Non-executive Director).

The Rules of Procedure for the Strategy Committee clearly defined the scope of the Strategy Committee, giving detailed account of its role and the power of the board to delegate it to the Committee. The Strategy Committee has sufficient resources to carry out its duties. The Strategy Committee shall be responsible to the board of directors, and its minutes shall be circulated to the directors.

The terms of reference for the Strategy Committee is: to study corporate development strategies and mid-to long-term development plans of the Company, make recommendations and submit to the board of directors for consideration and approval, and to conduct assessment and monitor the implementation thereof; to study the proposal for increases or reductions of the Company's registered capital, issuance of corporate bonds, merger, division and dissolution, make recommendations and submit to the board of directors for consideration and approval; to study material business restructuring, external acquisition, merger and disposal of assets of the Company and make recommendations and submit to the board of directors for consideration and approval; to study the expansion into new markets and businesses of the Company, make recommendations and submit to the board of directors for consideration and approval; to study the plans on investments, financing and capital operations and other programs of the Company that are subject to the approval of the board of directors, make recommendations and submit to the board of directors for consideration and approval; to study the material organizational restructuring and adjustment proposals of the Company, make recommendations and submit to the board of directors for consideration and approval; to instruct and oversee the implementation of relevant resolutions of the board of directors; other powers as authorized by the board of directors.

The Strategy Committee held two meetings in 2022.

A summary of the work performed by the Strategy Committee in 2022 is as follows:

- 1) Reviewed proposals related to external investments;
- 2) Reviewed procedures for completion as well as statutory registration and filing of the Company's registered capital reduction;
- 3) Discussed the Company's R&D strategy and planning under the impact of external environment.

In 2022, the Strategy Committee performs its duties, track and evaluate the Company's development strategy and put forward suggestions for revision; study the Company's investment and financing, external acquisition, asset management and other matters, put forward relevant suggestions and report to the board of directors in a timely manner. In 2023, the Strategy Committee will continue to perform its duties to provide the basis for the board of directors to formulate the company's development strategy and business strategy, and study and make recommendations on the company's medium and long-term development strategy and major investment and financing decisions.



## Report of the Strategy Committee

### STRATEGY COMMITTEE

Mr. Wang Hai Bo (*Chairman*)

Mr. Zhao Da Jun

Mr. Yang Chun Bao

Shanghai, the PRC

27 March 2023

# Report of the Independent Non-Executive Directors

The seventh session of the board of directors of the Company is composed of nine directors, including four independent non-executive directors (Mr. Zhou Zhong Hui, Mr. Lam Yiu Kin, Mr. Xu Qing and Mr. Yang Chun Bao), accounting for more than one third of the total number of directors, which is in line with the relevant laws and regulations. Each of the independent non-executive directors has the necessary professional knowledge, work experience and basic quality to perform his duties, keeps Company secrets, does not misuse his position as a director for personal gain, and does not damage the legitimate interests of the company and shareholders. As independent non-executive directors, we have no relationship with the Company and its major shareholders, directors, supervisors and senior managers that hinders our independent and objective judgment. We have not served in the Company's affiliated enterprises, which met the requirements of independence. In the process of performing our duties, we adhere to objective and independent professional judgment and safeguard the interests of all shareholders, especially small and medium-sized investors.

The key concerns of the independent non-executive directors in the performance of their duties in 2022 are as follows:

- 1) Attend and participate in the board meetings and general meetings of the Company;
- 2) Review the related/connected transactions of the Company in 2022;
- 3) Review and supervise the use of proceeds;
- 4) Check the external guarantee and fund occupation (if any);
- 5) Review the remuneration of directors and senior management;
- 6) Review the updates about the performance of the Company provided by the management;
- 7) Review and approve the appointment of external auditors and their fees;
- 8) Review and approve the dividend payment arrangements;
- 9) Review and approve the further implementation of the A-share equity incentive plan and related matters;
- 10) Supervise the rationality and legitimacy of the Company's external information disclosure, and earnestly safeguard the shareholders' rights and interests;
- 11) Supervise the Company's financial reporting system and internal monitoring procedures;
- 12) Discuss risk management and internal monitoring mechanism with the management regularly to ensure that the management has fulfilled its responsibilities and established an effective system;
- 13) Actively perform the responsibilities of the Audit Committee, Nomination Committee, Remuneration Committee and Strategy Committee under the board of directors;

## Report of the Independent Non-Executive Directors

As independent non-executive directors of the Company, we performed our duties in strict compliance with the company law, the Listing Rules of STAR Market of Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of the Company, and participated in the meetings of the Board and the general meetings of the Company based on the principles of objectivity, impartiality and independence. At the meeting of the Board, they made decisions on major issues, performed their duties cautiously, faithfully and diligently, gave full play to the role of independent non-executive directors, and safeguarded the overall interests of the Company and the legitimate rights and interests of shareholders, especially small and medium-sized shareholders. In 2023, the independent non-executive directors will continue to earnestly perform their rights and obligations as independent non-executive directors, further strengthen communication and exchanges with minority shareholders, the Board, the Supervisors Committee and the management of the Company, actively carry out their work, provide scientific and reasonable decision-making suggestions for the Company by using their respective professional knowledge and experience, and further promote the Company's optimized governance, standardized operation and stable operation health management.

### INDEPENDENT NON-EXECUTIVE DIRECTOR

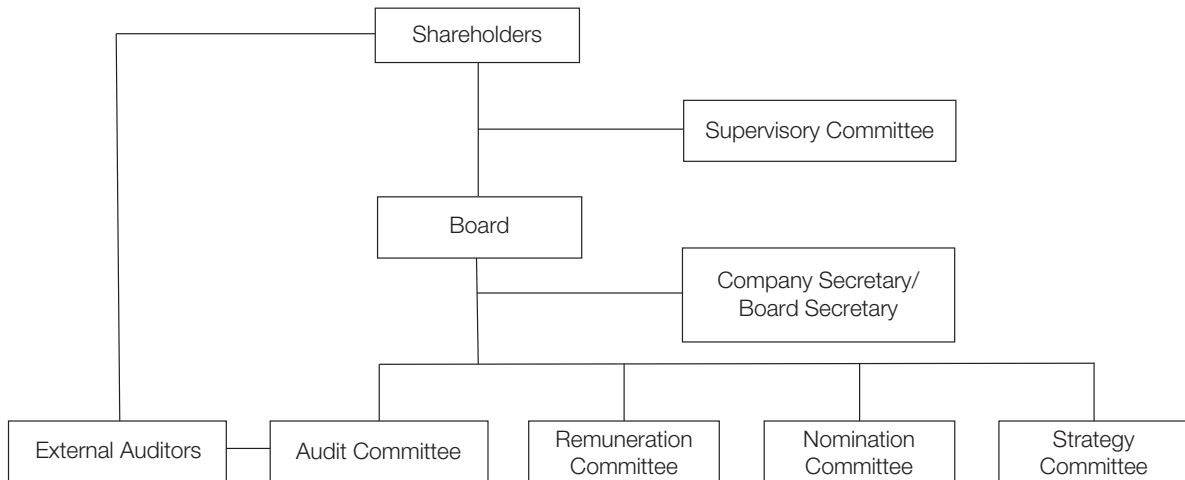
Mr. Zhou Zhong Hui  
Mr. Lam Yiu Kin  
Mr. Xu Qing  
Mr. Yang Chun Bao

Shanghai, the PRC  
27 March 2023

# Corporate Governance Report

## CORPORATE GOVERNANCE PRACTICE

The Company's corporate governance structure is as follows:



The Company's Corporate Governance Code includes but is not limited to the following documents:

- a) Articles of Association;
- b) Rules of Procedure for the general meeting;
- c) Rules of Procedure for the Board of Directors;
- d) Rules of Procedure for the Audit Committee;
- e) Rules of Procedure for the Remuneration Committee;
- f) Rules of Procedure for the Nomination Committee;
- g) Rules of Procedure for the Strategy Committee;
- h) Rules of Procedure for the Supervisory Committee;
- i) Regulations for Directors, Supervisors and Senior Managers in relation to Holding and Transacting the Shares of the Company;
- j) Regulations for Information Disclosure;



## Corporate Governance Report

- k) Regulations for Inside Information;
- l) Regulations for Internal Control Management;
- m) Rules and Regulations for Related/Connected Transaction;
- n) Other daily management documents of the Company.

The Audit Committee and the Board have reviewed the documents relating to corporate governance policies adopted by the Company and considered that it had complied with most of the principles and codes set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 of the Listing Rules.

Major aspect which deviates the provisions as set out in the Code:

Code provision C.2.1 of the Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Wang Hai Bo holds the positions of the chairman and the general manager. Although the Articles of Association contains specific requirements on the responsibilities of the chairman and the general manager (chief executive), such being the responsibilities of managing the operation of the Board and managing the daily operation of the Company, respectively, the two positions are still taken by one person. Considering that the Company’s businesses mainly focused on the areas of research, production and sales of innovative drugs, and for the sake of management efficiency, the Board takes the view that the positions of chairman and chief executive being taken by one person is beneficial for the Company’s development at the present stage. Along with the development of the Company, the Board will consider segregating duties of the chairman and the chief executive.

## BOARD

The Company is governed by the Board which is responsible for leadership and control of the Company. The Directors are collectively responsible for promoting the success of the Company by directing and supervising the Company’s affairs.

## DIRECTORS

Currently, the Board comprises one Chairman (Executive Director), two Executive Directors, two Non-executive Directors and four Independent Non-executive Directors. Particulars of the Directors are set out in the section headed “Profiles of Directors, Supervisors and Senior management” of the annual report. No Director has any personal relationship (including financial, business, family or other significant/related relationships) with any other Directors, Supervisors or Chief Executive, except as disclosed in the Director’s resume contained in the section “Profiles of Directors, Supervisors and Senior management” of the annual report. Members of the Board and details of their appointments are as follows:

<b>Directors</b>	<b>Date of first appointment</b>	<b>Date of recent re-appointment</b>	<b>Term</b>
<b>Executive Directors</b>			
Wang Hai Bo ( <i>Chairman</i> )	11 November 1996	30 March 2020	Three years
Su Yong	20 January 2002	30 March 2020	Three years
Zhao Da Jun	20 January 2002	30 March 2020	Three years
<b>Non-executive Directors</b>			
Shen Bo	29 June 2012	30 March 2020	Three years
Yu Xiao Yang	30 May 2013	30 March 2020	Three years
<b>Independent Non-executive Directors</b>			
Zhou Zhong Hui	30 May 2013	30 March 2020	Three years
Lam Yiu Kin	9 October 2013	30 March 2020	Three years
Xu Qing	29 May 2015	30 March 2020	Three years
Yang Chun Bao	9 June 2017	30 March 2020	Three years

The Company's Independent Non-executive Directors have a wide range of skills and experience. They are able to provide adequate checks and balances for safeguarding the interests of shareholders and the Company as a whole. The Board considers that they can make independent judgments effectively in compliance with the guidelines for assessment of independence under Rule 3.13 of the Listing Rules. All the Directors have the terms of office for no more than three years, and can be nominated for re-election at the annual general meeting.

## POWERS OF THE BOARD

The Board reviews the performance of the operating divisions against their proposed budgets and business targets on a regular basis, and also exercises a number of reserved powers pursuant to the Articles of Association, including:

- 1) Responsible for convening shareholders general meetings, and presenting reports at the meetings;
- 2) Implementing the resolutions of the general meetings;
- 3) Determining the operation plans and investment plans of the Company;
- 4) Formulating annual financial budget plans and final accounting plans of the Company;
- 5) Formulating profit distribution plans and loss compensation plans of the Company;
- 6) to formulate the Company's debt and financial policies and proposals for the increase or reduction of registered capital, issue of corporate bonds or other securities and listing proposals of the Company;

## Corporate Governance Report

- 7) to formulate plans for material acquisitions or disposals, purchase of shares of the Company, plans of merger, division, dissolution or transformation of the Company;
- 8) to decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantees, consigned financial management, related-party transactions, external donations etc. of the Company within the authority granted by the general meeting;
- 9) to resolve on the establishment of internal management organizations of the Company;
- 10) to appoint or dismiss the general manager; to decide to appoint or dismiss the Company's deputy general manager, chief financial officer and senior management such as the Board Secretary as nominated by the general manager, and to determine their remunerations and disciplinary matters;
- 11) to set up the basic management system of the Company;
- 12) to formulate the proposals for any amendment to the Articles;
- 13) to manage the disclosure of the Company's information;
- 14) to propose the appointment or replacement of an accounting firm that performs audits for the Company at the general meeting;
- 15) to listen to the work report of the general manager of the Company and examine on his/her work;
- 16) to decide on other material matters and executive matters and sign other principal agreements save and except those requiring resolutions of general meetings as specified by the Company Law and the Articles;
- 17) to exercise other functions and powers as stipulated by laws, administrative regulations, department rules or the Articles or other functions as granted by the general meetings.

The Board is responsible for leadership of the Group as well as promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies, approving the development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the internal control system; supervising and managing management's performance of the Group; and setting the Group's values and standards. The Board delegates the day-to-day management, administration and operation of the Group to the management. The Board is responsible for the completeness of financial information and the effectiveness of the Group's internal controls system and risk management processes. The Board is also responsible for review and approve financial accounts of the Company. Achievement of the Company's business objectives and the daily management of business are delegated to the general manager (chief executive). The Board regularly reviews the duties of the general manager and the powers delegated to the general manager, so as to ensure the appropriateness of such arrangements.

### Powers of the Management

Pursuant to the Articles of Association, the management (i.e.: one general manager, with a certain number of deputy general managers, one financial controller who will assist the general manager in his work) shall be accountable to the Board of directors and exercise the following functions and powers:

- 1) to be in charge of the Company's production, operation and management and to organize the implementation of the resolutions of the Board of directors;
- 2) to organize the implementation of the Company's annual business plan and investment plan;
- 3) to draft plans for the establishment of the Company's internal management structure;
- 4) to draft the Company's basic management system;
- 5) to formulate basic rules and regulations of the Company;
- 6) to propose the appointment or dismissal of the Company's deputy general managers and the financial controller;
- 7) to appoint and dismiss management personnel other than those required to be appointed or dismissed by the Board of directors;
- 8) other functions and powers conferred by the Articles of Association and the Board of directors.

### Chairman and the General Manager

Although the Articles of Association contains specific requirements on the responsibilities of the chairman and the general manager (chief executive), such being the responsibilities of managing the operation of the Board and managing the daily operation of the Company, respectively, the two positions are still taken by one person. Considering that the scale of the Company is relatively small, with its businesses mainly focused in the areas of research, production and sales of innovative drugs, and for the sake of management efficiency, the Board takes the view that the positions of chairman and chief executive being taken by one person is beneficial for the Company's development at the present stage. Along with the development of the Company, the Board will consider segregating duties of the Chairman and the chief executive.

### Board Diversity

The Board has adopted a Board diversity policy which became effective on 9 October 2013. The Company seeks to achieve Board diversity through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

## Corporate Governance Report

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural background and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this report, the Board comprises 9 directors. One of them is female and two of them are residing in Hong Kong. Four of them are Independent Non-executive Directors and are able to promote a critical review and control of the management process. Two of the independent non-executive Directors, namely Mr. Lam Yiu Kin and Zhou Zhong Hui, have appropriate professional qualifications and accounting or related financial management expertise. The Company is conscious of maintaining Board diversity with an appropriate level of female members on the Board. During the Reporting Period and as at the date of Annual Report, the Board comprised one female Board member, in which case the Board considered gender diversity requirement has been archived. Furthermore, the Company will endeavour to have one more female director on the Board in the next five years. While conscious efforts are being taken by the Company to fulfil its Board diversity policy, all appointments are ultimately made on a merit basis taking into account available and suitable candidates. To sum up, the composition of the Board is diversified in terms of gender, nationality, professional background and skills.

As at 31 December 2022, the gender ratio in the workforce (including senior management) of the Group is around 2:3. The Group recognises the important of gender diversity and endeavours to take steps to promote gender diversity at all levels of the Group (including the Board). In order to further promote gender diversity within the Group, the Company took into account gender diversity during the recruitment of staff members at mid to senior level and provide training as well as long-term career development opportunities to its female staff members, hence it is expected that there will be a pipeline of female senior management and potential successors to our Board.

The Nomination Committee reviews the Board's composition under the Board diversity policy and monitor its implementation annually. During the Reporting Period, the Nomination Committee had reviewed the board diversity policy and assessed the effective implementation of the policy by the Board.

For recruiting potential successors to the Board to achieve Board diversity including gender diversity, the Board will consider various factors including desirable skills, experience, qualifications, gender or perspectives which the candidate should have. If the Board determines that an additional or replacement Director is required, it will deploy multiple channels for identifying suitable director candidates, including referral from Directors, shareholders, management, advisors of the Company and external executive search firms.

### Board Meetings

The Chairman is responsible for the leadership of the Board and ensuring the Board to perform its duties effectively. The Chairman is also responsible for setting agenda for the Board meetings and considering matters which are proposed by other directors for inclusion in the agenda. The agenda and accompanying Board documents of regular Board meetings are circulated where possible at least 14 days prior to the Board or committee meeting. The Chairman is also responsible for making sure that all Directors are properly briefed on issues which will be discussed at Board meetings. The Chairman ensures that the Directors can receive accurate, timely and clear information. Directors are encouraged to update their skills, knowledge and familiarity with the Group through their ongoing participation at Board and committee meetings, and through meeting key employees in the divisions.

All Directors have access to the services of the Company Secretary who regularly updates the Board on governance and regulatory matters. Any Director, wishing to do so in the furtherance of his or her duties, may take independent professional advice through the Chairman at the Company's expense. The availability of professional advice extends to all Committees.

Minutes of Board meetings are taken by the Company Secretary and, together with any supporting Board documents, are available to all Board members. Board meetings are structured to encourage open discussion and frank debate among the Directors, such that the Non-executive Directors can put forward effective queries to each Executive Director effectively. The Independent Non-executive Directors meet privately to discuss matters which are associated with their specific responsibilities when necessary.

All Directors (including independent non-executive Directors) shall not vote or be counted in the quorum on any board resolution approving any contract or arrangement in which such Director or any of his close associates has a material interest.

The Board had made an annual review on the implementation of the abovementioned mechanisms to ensure independent views and input are available to the Board and was of the view that the abovementioned mechanisms had been satisfactorily implemented.

In furtherance of good corporate governance, the Board has established four Board committees: the Audit Committee, the Remuneration Committee, the Nomination Committee and the Strategy Committee. All of them have terms of reference which accord with the principles set out in the Code. The Company Secretary takes minutes of the meetings of these committees and the work of these committees is reported to the Board.

## Corporate Governance Report

The Board held five meetings during 2022, five meetings were held with on-site and online communication. The attendance of individual directors at the Board meetings in 2022 is set out in the table below:

Members of the Board	Required number of attendance for the year	Attendance in person	Attendance by teleconference	Attendance by proxy	Absence	Attendance rate
<b>Executive Directors</b>						
Wang Hai Bo ( <i>Chairman</i> )	5	5	3	0	0	100%
Su Yong	5	5	3	0	0	100%
Zhao Da Jun	5	5	3	0	0	100%
<b>Non-executive Directors</b>						
Shen Bo	5	5	4	0	0	100%
Yu Xiao Yang	5	5	5	0	0	100%
<b>Independent Non-executive Directors</b>						
Zhou Zhong Hui	5	5	3	0	0	100%
Lam Yiu Kin	5	5	5	0	0	100%
Xu Qing	5	5	3	0	0	100%
Yang Chun Bao	5	5	3	0	0	100%

Note: Attendance by proxy is not be counted as attendance rate.

The table below sets out the date and major agenda of Board meetings in 2022:

Date of Board meetings	Major agenda
<b>Regular Board meetings</b>	
28 March 2022	<p>Reviewed the report of the Manager of 2021;</p> <p>Reviewed financial analysis report of 2021;</p> <p>Reviewed the annual report of 2021;</p> <p>Reviewed the 2021 audited financial statements and the results announcement prepared in accordance with the China Accounting Standards for Business Enterprises according to the Hong Kong Listing Rules;</p> <p>Reviewed the report of the Directors of 2021;</p> <p>Reviewed the distribution plan of dividend of 2021;</p> <p>Considered the re-appointment of auditors of 2022;</p> <p>Reviewed the remuneration for directors, supervisors and senior management in the year of 2020 and the relevant proposal for 2022;</p> <p>Review the Internal Control Review Report of 2021;</p> <p>Reviewed the connected transactions of 2021;</p> <p>Reviewed the corporate governance report;</p> <p>Reviewed the environmental, social and governance report for the year 2021;</p> <p>Reviewed the report on the deposit and use of raised funds in 2021;</p> <p>Reviewed the utilization of part of the over subscription proceeds from the Issue of A Shares for permanent replenishment of working capital;</p> <p>Reviewed the amendments to the Articles of Association and other rules;</p> <p>Reviewed the amendments to the Corporate Governance System;</p> <p>Reviewed the amendments to the management of the use of funds raised;</p> <p>Reviewed the proposal to request the annual general meeting to authorize the board to handle matters related to the issue of shares to specific objects through simplified procedures;</p> <p>Reviewed the proposals for convening the annual general meeting and class meeting of shareholders of the Company of 2022.</p>
29 April 2022	<p>Reviewed the first quarterly results of 2022;</p> <p>Reviewed the plan for the first quarter of 2022.</p>
25 August 2022	<p>Reviewed the interim report and interim results of 2022;</p> <p>Reviewed of the report on the actual use of proceeds for the half year of 2022;</p> <p>Reviewed the plan for the interim of 2022.</p>
27 October 2022	<p>Reviewed the third quarterly results of 2022;</p> <p>Reviewed the plan for the third quarter of 2022.</p>



# Corporate Governance Report

## Date of Board meetings

## Major agenda

### Interim meetings

26 May 2022

To consider the cooperative development agreement with Shanghai Handu Pharmaceutical Technology Co., Limited;  
Reviewed the first granting of reserved restricted stock to incentive recipients;  
Reviewed the proposal in relation to using temporarily idle raised funds for cash management.

## Directors' Training

The Company provides introduction and information to newly appointed Directors on their legal and other responsibilities as directors and their functions. In addition, the Company invites legal adviser to answer in detail the questions about the above documents and the questions raised by the newly appointed directors.

During the Reporting Period, all directors participated in the continuing education program to develop and update their knowledge and skills in accordance with code provision C.1.4 of the Code. The Company secretary arranged several online trainings and had from time to time provided materials such as industry latest information, Director's responsibilities to the Directors for reference by e-mail during the Reporting Period. The attendance of the training was as follows:

Members of the Board	Attendance/ Times of trainings	Attendance rate
Wang Hai Bo ( <i>Chairman</i> )	7/7	100%
Su Yong	6/6	100%
Zhao Da Jun	6/6	100%
Shen Bo	6/6	100%
Yu Xiao Yang	6/6	100%
Zhou Zhong Hui	7/7	100%
Lam Yiu Kin	7/7	100%
Xu Qing	7/7	100%
Yang Chun Bao	7/7	100%

The Company has kept training record to assist the Directors to record the training sessions they participated in.

The attendance record above does not include any external professional or industry training which the Directors participated in by themselves on their own basis.

## Directors' and Supervisors' Interests

All Directors must disclose to the Board on their first appointment their interests as a director or otherwise in other companies or organizations and such declarations of interests are updated annually (if any). When the Board considers any proposal or transaction in which a Director has a conflict of interest, the Director needs to declare his interest, abstain from voting, and withdraw from the meetings as appropriate. The Company will seek confirmation from Directors in every financial report period in respect of any transactions of the Company or its subsidiaries which are related to Directors or their associates (if any). This practice is also applicable to the Supervisors.

The Group has not entered into any transaction agreement or contract of significance in which the Group's Directors or Supervisors have direct or indirect material interests during any time in 2022.

## Directors' and Supervisors' Service Contracts

All the Directors and Supervisors have entered into service contracts with the Company, which are renewable upon expiry, subject to re-election at the general meeting. The terms of the service contracts are approved by the Remuneration Committee. The Company did not enter into any relevant service contract which is not terminable within a year without payment of any compensation (Other than statutory compensation).

## Interests of Directors, Chief Executive and Supervisors in the Shares of the Company

Please refer to the section headed "Directors, Chief Executive and Supervisors" in the "Report of the Directors".

## SUPERVISORY COMMITTEE

Currently, the Supervisory Committee comprises the Chairman (external Supervisor), two Employee representative Supervisors, and one external Supervisor. Particulars of the Supervisors are set out in the section headed "Profiles of Directors, Supervisors and Senior management" of the annual report. Members of the Supervisory Committee and their appointments are as follows:

Supervisors	Date of initial appointment	Date of latest re-appointment	Term
<b>External Supervisor</b>			
Huang Jian	9 June 2017	30 March 2020	3 years
Liu Xiao Long	13 May 2016	30 March 2020	3 years
<b>Employee representative Supervisor</b>			
Wang Luo Chun	22 February 2016	30 March 2020	3 years
Yu Dai Qing	9 June 2017	30 March 2020	3 years

The Supervisory Committee held five meetings during 2022, the attendance of each of the Supervisors was as follows:

<b>Members of the Supervisory Committee</b>	<b>Attendance in person/Times of meetings</b>	<b>Attendance rate</b>
Huang Jian	5/5	100%
Liu Xiao Long	5/5	100%
Wang Luo Chun	5/5	100%
Yu Dai Qing	5/5	100%

The Supervisory Committee takes the view that the financial statements presented by the Company give a true and fair view of the state of affairs, operation performance and cash flows of the Group.

### **SECURITIES TRANSACTIONS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT, MAJOR SHAREHOLDER**

On 26 April 2019, the Board approved the institution of “Regulations for Directors, Supervisors and Senior Managers in relation to Holding and Transacting the Shares of the Company” (which was later revised on 25 March 2021), which came into effect when the A shares of the Company were listed and traded on the STAR Market of the Shanghai Stock Exchange. The above-mentioned regulation has terms not less than the required standard of dealings set out in the Model Code for Securities Transactions by Directors of Listed Issuers under Appendix 10 to the Listing Rules. The Directors and relevant employees shall comply with this code. A copy of the code is sent to each Director upon his appointment and thereafter, a notification not to deal in the securities of the Company have been sent to the Directors 60 days immediately preceding the date of the Board meeting in which the annual results will be approved or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and 30 days immediately preceding the date of the Board meeting in which the half-year results will be approved half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results,

Under such codes, the Directors are required to notify the Chairman and receive a dated written acknowledgement before dealing in the securities and derivatives of the Company and, in the case of the Chairman himself, he must notify the delegated directors and receive a dated written acknowledgement before any dealing.

Securities transactions of Supervisors, senior management and major shareholder of the Company should comply with the codes mentioned above. All the relevant employees, if any, having any price-sensitive information of the Group which is not yet disclosed should also comply with the code for the Directors.

Having made specific enquiry of the Directors, Supervisors, senior management, major shareholder and relevant employees, they confirmed that they have complied with the required standard set out in Appendix 10 of the Listing Rules or other applicable requirements in 2022. There is no evidence showing that the Directors, the Supervisors, senior management or the relevant employees violating the above regulations.

### RISK MANAGEMENT AND INTERNAL CONTROL

The responsibilities of the Board of the Company include the establishment of complete risk management and internal control and its effective implementation. During the Reporting Period, the Board was responsible for evaluating and determining the nature and extent of the risks the Group wants to take for achieving its strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems. Meanwhile, the Board oversees the management in the design, implementation and monitoring of the risk management and internal control systems, and the management has provided a confirmation to the Board on the effectiveness of these systems. The Audit Committee of the Board oversaw the Group's risk management and internal control systems on an ongoing basis and conducted a review of the effectiveness of the Group's risk management and internal control systems during the Reporting Period. The review covered all material controls, including financial, operational and compliance controls and ensured the adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting, internal audit and financial reporting functions. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and the Company can only provide reasonable and not absolute assurance against material misstatement or loss.

In February 2011, the Company established the Internal Audit and Control Department of the Company (the "IACD") to enhance its internal control system and guarantee the effectiveness of the Group in respect of financial, operational, compliance and risk management. The IACD reports important points in risk identification to the Audit Committee on a quarterly basis and elaborates on corresponding measures and subsequent improvements. During the Reporting Period, the IACD made four reviews in the Audit Committee meetings focusing on risk management, risk identification and the effectiveness of internal control and the Audit Committee summarized and reported the results to the Board. Furthermore, the IACD discussed risk management and internal control systems with the Audit Committee and reviewed the effectiveness of the risk management and internal control systems. In addition, the IACD was continually working on risk management and internal control, organizing and coordinating with each department on risks identification, analysis, assessment, alert and treatment as well as renewing the risks list in order to help the IACD perform more effective risk identification and internal control for forming a risk management culture of active and steady operation.

The Audit Committee and the Board have reviewed the effectiveness of the risk management and internal control systems of the Group during the year 2022 and the Board considers the current risk management and internal control systems of the Group are effective and adequate. The Company will further enhance the Group's risk management and internal control systems pursuant to the requirements of the Listing Rules on internal control, to ensure that the Group's financial, operational, compliance and risk management are under effective control during the process of its continuing development, and to protect the interests of shareholders.

### DAILY SUPERVISION FOR INFORMATION DISCLOSURE

In strict accordance with relevant laws and regulations according to listing rules, Articles of Association, and regulations for information disclosure, the Company truly, accurately, completely and timely disclosed relevant information which ensure all shareholders and other stakeholders have equal access to Company's information.

### REGULATIONS FOR INSIDE INFORMANTS

The Company has formulated the “regulations for inside information” and other relevant systems to minimize the insiders of inside information, strengthen the confidentiality of inside information, and improve the registration and management of insiders of inside information. The Directors, Supervisors, senior management and other relevant personnel of the Company can strictly abide by the obligation of confidentiality in the preparation of regular reports, temporary announcement and the planning of major events.

### CORPORATE GOVERNANCE MEASURES TO MANAGE POTENTIAL CONFLICTS OF INTERESTS

There are no controlling shareholders or actual controllers in the Company, and there are no shareholders or individuals who have made decisions independently on the Company’s business issues and caused substantial impact. Therefore, there is no potential conflict of interest between the Company and shareholders or individuals.

The largest shareholder of the Company is Shanghai Pharmaceutical, with a shareholding ratio of 20.42%. Since becoming a shareholder of the Company in October 1999, the shareholding ratio of Shanghai Pharmaceutical has not exceeded 30%; Shanghai Pharmaceutical only nominated one director to participate in the daily supervision and decision-making of the Board; In addition, Shanghai Pharmaceutical has never used its status as the largest shareholder or the nominated Director to seek terms or conditions from the Group or offer conditions or terms to the Group that are superior to the terms offered to or provided by an independent third party. All connected transactions of Shanghai Pharmaceutical shall be considered in accordance with the procedures stipulated in the Listing Rules.

Meanwhile, Shanghai Pharmaceutical issued a letter to avoid competition in 2019:

- a) Shanghai Pharmaceutical will not actively increase its shareholding in the Company or sign a concerted action agreement with other shareholders of the Company on the exercise of shareholders’ rights;
- b) Shanghai Pharmaceutical will strictly and actively cooperate with the Company in complying with the review procedures under the Listing Rules for connected transactions entered by the Company and Shanghai Pharmaceutical;
- c) Shanghai Pharmaceutical will not engage in unfair competition or benefit transfer with the Company.

During the Reporting Period, the Company has adopted a number of corporate governance measures and regularly communicated with Shanghai Pharmaceutical and checked its public information to confirm its compliance with its commitment to avoid horizontal competition.

### DIRECTORS’ INTERESTS IN COMPETING BUSINESSES

During the Reporting Period, none of the directors or their contacts had any interest in any business which directly or indirectly competes with or may compete with the business of the Group.

## AUDIT COMMITTEE

The Audit Committee is responsible for reviewing the financial report, internal control and corporate governance issues and making relevant recommendations to the Board. The Audit Committee is comprised of two Independent Non-executive Directors (Mr. Lam Yiu Kin and Mr. Xu Qing) and one Non-executive Director (Mr. Shen Bo). Mr. Lam Yiu Kin is a fellow member of the Association of Chartered Certified Accountants (ACCA), the Institute of Chartered Accountants in England & Wales (ICAEW), the Institute of Chartered Accountants in Australia and New Zealand (ICAA), and Hong Kong Institute of Certified Public Accountants (HKICPA). Mr. Shen Bo holds a master's degree in professional accounting with qualification of Chinese Institute of Certified Public Accountants (CICPA). He is currently a Director, a vice president and the chief financial officer of Shanghai Pharmaceuticals. Mr. Xu Qing is currently a professor of Tongji University Medical School, doctor-postgraduate supervisor, deputy director of the Oncology Department and Tumor Institute, and director, chief physician of Medical Oncology Department of the Tenth People's Hospital affiliated to Tongji University. And he is director of Medical Oncology Department of Shanghai Dermatology Hospital affiliated to Tongji University. All of them have extensive experience in accounting, industry, and financial management.

The Company has formulated specific "Rules of Procedure for the Audit Committee" as a guideline for the Audit Committee in dealing with various matters. The updated rules of procedure for the Audit Committee were passed by the Board on 28 March 2022.

The Audit Committee held four meetings in 2022. Senior management and external auditors were invited to attend each meeting. In 2022, the Audit Committee has reviewed reports of external auditors, the accounting principles and practices adopted by the Group, internal controls to check whether they comply with the Listing Rules and reviewed issues regarding auditing, internal controls, risk management and financial reporting. The Audit Committee made discussions on the Group's 2022 interim results and 2021 annual results before proposing to the Board for approval. The Audit Committee has discussed the appointment of external auditors and the audit fees, and has made proposals to the Board in respect of such matters.

Attendance of meetings of the Audit Committee in 2022:

<b>Members of the Audit Committee</b>	<b>Attendance in person/Times of meetings</b>	<b>Attendance rate</b>
Lam Yiu Kin ( <i>chairman</i> )	4/4	100%
Shen Bo	4/4	100%
Xu Qing	4/4	100%

# Corporate Governance Report

## Connected transactions

The Audit Committee has reviewed the connected transactions during the Reporting Period. For the year ended 31 December 2022, the connected transactions comply with relevant rules and regulations and have been approved by the Board or shareholders' general meetings (if applicable).

## External auditors

As approved by the annual general meeting of the Company held on 29 June 2022, the Company continued to appoint PricewaterhouseCoopers Zhong Tian LLP as the domestic and overseas auditors of the Group for the year 2022.

The consolidated financial statements for the year ended 31 December 2022 according to China Accounting Standards for Business Enterprises has been audited by PricewaterhouseCoopers Zhong Tian LLP.

The fees on the audit services, non-audit services and related expenses of the Group for the year and the previous year are set out as follows:

<b>Auditors</b>	<b>Audit fees and non-audit fees in 2022</b>	Audit fees and non-audit fees in 2021
PricewaterhouseCoopers Zhong Tian LLP	<b>RMB4,493,000</b>	RMB4,808,000
PricewaterhouseCoopers Business Consulting (Shanghai) Co. Limited	<b>RMB203,774</b>	RMB135,849
Other auditors	<b>RMB179,098</b>	RMB156,224

Details of the audit fees and non-audit fees are set out as follows:

	<b>Fees in 2022</b>	Fees in 2021
<b>Audit fees</b>		
Annual statutory audit	<b>RMB4,485,000</b>	RMB4,500,000
Other audit	<b>RMB179,098</b>	RMB456,224
<b>Non-audit fees</b>		
Environmental, Social and Governance ("ESG") Report	<b>RMB203,774</b>	RMB135,849
Counting services at annual general meeting and extraordinary general meeting	<b>RMB8,000</b>	RMB8,000

The Group has formulated the policy of appointment of auditors to provide non-audit services which stipulates the principle in appointing auditors to provide non-audit services. The policy included the rules to ensure the independence of external auditors.

## REMUNERATION COMMITTEE

The Board established the Remuneration Committee, and stipulated the “Rules of Procedure for the Remuneration Committee” with specific terms of reference of the Remuneration Committee. The updated rules of procedure for the Remuneration Committee were passed by the Board on 26 April 2019. The Remuneration Committee is responsible for formulating the Group’s remuneration policy, recommending and approving the remuneration of all the Directors and senior executives, including the annual allocation of share options under the share option scheme (if feasible). The Remuneration Committee reviews the existing remuneration policy annually, and makes proposals to the Board for changes to the remuneration policy and system. If necessary, it also makes references to the opinions of external human resources advisers in respect of human resources management and remuneration policies. After each meeting, the Remuneration Committee reports to the Board.

The staff salaries of various level of the Group have been determined by reference to those of the comparable companies, especially companies located in Shanghai and Zhangjiang Hi-tech Park which have direct comparability. In order to retain the expertise for the Company’s successful operation, salary level of the Company has to be competitive, which normally comprises three parts, namely fixed portion, unfixed portion and statutory benefits. The fixed portion is the basic salary, which is mainly determined by reference to the level of salaries of similar type of works in comparable companies. Individual salaries may be different due to the difference in position, performance, skills and experience. Certain adjustments may be made each year to the basic salaries based on the performance of the Company’s business, market competition and inflation. In addition to the fixed portion, bonus may also be released to the relevant people as an incentive to their performance and to enhance their loyalty to the Company. The Company also provides other benefits such as free lunch and transportation allowances. Under the relevant laws and regulations of China, the Company is required to pay statutory benefits such as retirement insurance funds, common reserve funds, medical insurance and unemployment insurance funds for the staff.

The Remuneration Committee comprised of 3 members, namely Mr. Zhou Zhong Hui (Chairman, Independent Non-executive Director), Mr. Lam Yiu Kim (Independent Non-executive Director) and Mr. Yang Chun Bao (Independent Non-executive Director).

The Remuneration Committee held one meeting during 2022 (held on 28 March 2022), the attendance of which was as follows:

<b>Members of the Remuneration Committee</b>	<b>Attendance in person/Times of meetings</b>	<b>Attendance rate</b>
Zhou Zhong Hui ( <i>chairman</i> )	2/2	100%
Lam Yiu Kin	2/2	100%
Yang Chun Bao	2/2	100%



## Remuneration Policy for Executive Directors

The primary goal of the remuneration policy on executive remuneration packages is to enable the Company to motivate and retain Executive Directors by linking their compensation with performance as measured against corporate objectives. Under the policy, a director is not allowed to approve his own remuneration.

The principal elements of the Company's executive remuneration package include basic salary, discretionary bonus, share option (if appropriate), and statutory benefits. In determining guidelines for each element, the Remuneration Committee refers to remuneration surveys conducted by independent external consultants on companies operating in similar businesses.

### *Basic salaries*

Basic salaries are determined mainly by reference to the salary levels of comparable companies or industry median. There are some adjustments to the basic salaries for each year based on the Company's business performance, market competition, and inflation. The Remuneration Committee reviews the remunerations for Directors annually, under which circumstance that the Directors concerned should abstain.

### *Discretionary bonus*

The computation of discretionary bonus is based on measurable performance contributions of business units headed by the respective Executive Directors.

### *Statutory benefits*

Under the relevant laws and regulations of China, the Company is required to pay statutory benefits such as retirement insurance funds, common reserve funds, medical insurance and unemployment insurance funds. The ratios of such benefits to the salaries are also subject to adjustments pursuant to relevant regulations.

During the Reporting Period, none of the Executive Directors of the Company charged any Director's fee.

## Remuneration for Non-executive Directors

The remuneration of Non-executive Directors is subject to annual assessment and recommendation by the Remuneration Committee for shareholders' approval at the annual general meeting. Reimbursement is allowed for out-of-pocket expenses incurred in connection with the performance of their duties including attendance at the Company meetings.

The Company has only paid remuneration to the Independent Non-executive Directors and has not paid any statutory benefit to the Non-executive Directors.

## NOMINATION COMMITTEE

The Board of the Company established the Nomination Committee and approved the “Rules of Procedure for the Nomination Committee” which stipulated the terms of reference for the Nomination Committee. The updated rules of procedure for the Remuneration Committee were passed by the Board on 26 April 2019. The Nomination Committee is responsible for that with due regard for the benefits of diversity in Board members, to identify individuals who are suitably qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships; the candidates for directorship will be selected taken into account a wide range of diversity factors, including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and service term; review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board at least annually and make recommendations on any proposed changes to the Board (including Board diversity) to complement the issuer’s corporate strategy; to report to the Board the composition of the Board members and monitor the implementation of the policy on Board diversity; to make disclosure of a summary of the policy on board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives; to examine the candidates of directors and chief executive and the candidates of deputy chief executive, finance officer and secretary of Board and put forward examination opinions and appointment recommendations; to assess the independence of independent non-executive directors; to make recommendations to the Board on the appointment or re-appointment of directors of the Company and the succession planning for directors of the Company, in particular the chairman of the Board and the chief executive, taking into account the Company’s corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, as appropriate; to research the standard, procedure and method of selection of directors, chief executive and other members of the senior management of the Company and to put forward proposals to the Board; other authority delegated to the Nomination Committee by the Board and matters assigned by the Board; to comply with the requirements for the scope of work of the Nomination Committee as in the listing rules of the stock exchanges at the place where the shares of the Company are listed (as amended from time to time).

The Nomination Committee is composed of three members, who are Mr. Xu Qing (Chairman, Independent Non-executive Director), Mr. Wang Hai Bo (Chairman of Board of Directors) and Mr. Zhou Zhong Hui (Independent Non-executive Director).

The Nomination Committee held one meeting during 2022 (held on 28 March 2022), the attendance of which was as follows:

<b>Members of the Nomination Committee</b>	<b>Attendance in person/Times of meetings</b>	<b>Attendance Rate</b>
Xu Qing	1/1	100%
Wang Hai Bo	1/1	100%
Zhou Zhong Hui	1/1	100%

Pursuant to the Code Provision B.3.1 under Appendix 14 to the Listing Rules, the Nomination Committee should be with due regard for the benefits of diversity in Board members, to identify individuals who are suitably qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships; the candidates for directorship will be selected taken into account a wide range of factors, including but not limited to, gender, age, cultural and educational background, races, professional experience, skills, knowledge and service term.

### STRATEGY COMMITTEE

The Board of the Company established the Strategy Committee and approved the “Rules of Procedure for the Strategy Committee” on 26 April 2019, which clearly defined the scope of the Strategy Committee. The Strategy Committee is responsible for that to study corporate development strategies and mid-to long-term development plans of the Company, make recommendations and submit to the board of directors for consideration and approval, and to conduct assessment and monitor the implementation thereof; to study the proposal for increases or reductions of the Company’s registered capital, issuance of corporate bonds, merger, division and dissolution, make recommendations and submit to the board of directors for consideration and approval; to study material business restructuring, external acquisition, merger and disposal of assets of the Company and make recommendations and submit to the board of directors for consideration and approval; to study the expansion into new markets and businesses of the Company, make recommendations and submit to the board of directors for consideration and approval; to study the plans on investments, financing and capital operations and other programs of the Company that are subject to the approval of the board of directors, make recommendations and submit to the board of directors for consideration and approval; to study the material organizational restructuring and adjustment proposals of the Company, make recommendations and submit to the board of directors for consideration and approval; to instruct and oversee the implementation of relevant resolutions of the board of directors; other powers as authorized by the board of directors.

The Strategy Committee is comprised of 3 members, namely, Mr. Wang Hai Bo (Chairman, Chairman of Board of Directors), Mr. Zhao Da Jun (Executive Director), and Mr. Yang Chun Bao (Independent Non-executive Director).

The Strategy Committee held two meeting during 2022 (held on 28 March 2022 and 27 October 2022), the attendance of which was as follows:

<b>Members of the Strategy Committee</b>	<b>Attendance in person/Times of meetings</b>	<b>Attendance Rate</b>
Wang Hai Bo ( <i>chairman</i> )	2/2	100%
Zhao Da Jun	2/2	100%
Yang Chun Bao	2/2	100%

### COMPANY SECRETARY

The primary responsibility of the company secretary of the Company is to ensure good information exchange between Board members, and investors with the Company as well. In addition, the company secretary should be responsible for the compliance with the policies and procedures of the Board of directors as well as all applicable regulations. During the year 2022, the company secretary has complied with Rule 3.29 of the Listing Rules by completing no less than 15 hours training provide by the professional agents.

### ARTICLES OF ASSOCIATION

At the annual general meeting of the Company held on 29 June 2022, the amendments to the Articles of Association in respect of the total share capital, share capital structure and registered capital of the Company was approved. Other than the above, there was no other change in the Articles of Association during the Reporting Period. The Articles of Association can be accessed on the website of the Company and the website of the Stock Exchange.

### RIGHTS OF INVESTORS

Shareholders requisitioning the convening of extraordinary general meetings of shareholders or class meetings shall abide by the following procedures:

- (1) The shareholders singly or jointly holding more than 10% of the shares of the Company with voting rights at the extraordinary general meeting or class meetings to be held shall have the right to propose in writing to the board of directors the convening of the extraordinary shareholders' general meeting or the class meeting. The board of directors shall, in accordance with the provisions in laws, administrative rules and these Articles, provide feedback in writing on the approval or disapproval within 10 days from the receipt of such proposal;
- (2) Where the board of directors disapproves the convening of the extraordinary shareholders' general meeting or the class meeting or fails to provide feedback within 10 days from the receipt of the said proposal, the shareholders which singly or jointly hold more than 10% of the shares of the Company shall have the right to propose in writing the convening of the extraordinary shareholders' general or the class meeting to the board of supervisors and shall raise their request in writing to the board of supervisors;
- (3) Where the board of supervisors fails to send the said notice within the prescribed time limit, it shall be deemed that they failed to preside over the shareholders' general meeting and shareholders which singly or jointly hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside the meeting independently.

All reasonable expenses incurred in connection with a meeting convened by any shareholders themselves by reason of the failure of the Board of directors to convene a meeting pursuant to a requisition shall be borne by the Company and shall be set off against sums owed by the Company to the directors in default.

## Corporate Governance Report

The Company is committed to fair disclosure and comprehensive, transparent reporting. The Chairman is ultimately responsible for ensuring that there is effective communication with investors and that the Board understands the views of shareholders. The Chairman therefore makes himself available to meet shareholders for this purpose. On a day-to-day basis the Board's primary contact with shareholders is through the Company Secretary at [ir@fd-zj.com](mailto:ir@fd-zj.com). In addition, the Company Secretary may respond to the various enquiries of shareholders, and provide relevant information.

When the Company convenes a shareholders' general meeting, shareholders severally or jointly holding 3% or more of the shares of the Company, may raise the interim proposals and submit them in writing to the Board prior to the date of the shareholders' general meeting; the Board shall, within two days after receipt of such proposals, notify other shareholders, and ensure to announce the content of the interim proposals ten (10) business days prior to the date of shareholders' general meeting. The contents of the interim proposals shall be within the scope of the functions and powers of the shareholders' general meeting, and contain clear issues and specific matters for resolutions.

### PUBLIC FLOAT OF THE COMPANY

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this annual report, the Directors believe that the Company has at all times during the year ended 31 December 2022 and up to the date of this report, maintained the relevant applicable minimum percentage of listed securities as prescribed by Rule 8.08(1)(a) of the Listing Rules.

### RELATIONSHIP WITH INVESTORS

In recent years, the Company has attracted much higher attention from the capital markets. Investors home and abroad addressed invitations to the Company through various means, including on-site surveys, telephone surveys, and invitations to participate in investment strategy forums. Based on the principles of active communication and information disclosure, the Company enhanced the efforts on the reception of investors to improve its market image.

All the issues should be individually raised by resolutions and voted by poll at the annual general meeting. The Company's PRC counsels are required to attend the meeting and witness the results of voting, and issue their legal opinion.

In 2022, the Company has held an annual general meeting, details of which is as follow:

Time	10:00 a.m., 29 June 2022
Location	Bibo Room, PARKYARD HOTEL, No.699 Bibo Road, Pudong New Area, Shanghai, the PRC
Nature	Shareholders annual general meeting
Way of voting	Poll
Major issues	<p>To consider and approve the (work) report of the Board for 2021;</p> <p>To consider and approve the (work) report of the Supervisory Committee for 2021;</p> <p>To consider and approve the annual report for 2021;</p> <p>To consider and approve financial analysis report for 2021;</p> <p>To consider and approve the proposed profits distribution plan and the final dividend distribution plan for 2021, and to authorise the Board to distribute such final dividend to the Shareholders;</p> <p>To consider and approve the appointment of auditors (domestic and overseas) and domestic internal control auditor, and authorise the Board to fix their remunerations for 2022;</p> <p>To consider and approve the remuneration of the Directors and Supervisors for 2021 and the relevant proposal for 2022;</p> <p>To consider and approve the proposal in amendments to the Administrative Measures for Use of Proceeds;</p> <p>To consider and approve the utilisation of part of the over subscription proceeds from the Issue of A Shares for permanent replenishment of working capital;</p> <p>To consider and approve the cooperative development agreement with Shanghai Handu Pharmaceutical Technology Co., Limited;</p> <p>To consider and approve the proposal in amendments to the Articles of Association;</p> <p>To consider and approve the proposal in amendments to the rules of procedure for the general meeting;</p> <p>To consider and approve the proposal in amendments to the rules of procedure for the board of directors;</p> <p>To consider and approve the proposal in amendments to the rules of procedure for the supervisory committee;</p> <p>To consider and approve the granting to the Board a general mandate to issue A Shares.</p>

## Corporate Governance Report

In 2022, the Company has held one class meeting of holders of H Shares, details of which are as follows:

Time	11:00 a.m., 29 June 2022
Location	Bibo Room, PARKYARD HOTEL, No.699 Bibo Road, Pudong New Area, Shanghai, the PRC
Nature	Class meeting of holders of H Shares
Way of voting	Poll
Major issues	To consider and approve the proposal in amendments to the rules of procedure for the general meeting; To consider and approve the proposal in amendments to the rules of procedure for the board of directors; To consider and approve the proposal in amendments to the rules of procedure for the supervisory committee; To consider and approve the granting to the Board a general mandate to issue A Shares.

In 2022, the Company has held one class meeting of holders of A Shares, details of which are as follows:

Time	11:30 a.m., 29 June 2022
Location	Bibo Room, PARKYARD HOTEL, No.699 Bibo Road, Pudong New Area, Shanghai, the PRC
Nature	Class meeting of holders of A Shares
Way of voting	Poll
Major issues	To consider and approve the proposal in amendments to the Articles of Association; To consider and approve the proposal in amendments to the rules of procedure for the general meeting; To consider and approve the proposal in amendments to the rules of procedure for the board of directors; To consider and approve the proposal in amendments to the rules of procedure for the supervisory committee; To consider and approve the granting to the Board a general mandate to issue A Shares.

The attendance of individual directors at the general meeting during the year 2022 is set out in the table below:

Members of the Board	Attendance in person/Times of meetings	Attendance rate
<b>Executive Director</b>		
Wang Hai Bo ( <i>chairman</i> )	3/3	100%
Su Yong	3/3	100%
Zhao Da Jun	3/3	100%
<b>Non-executive Director</b>		
Shen Bo	3/3	100%
Yu Xiao Yang	3/3	100%
<b>Independent Non-executive Director</b>		
Zhou Zhong Hui	3/3	100%
Lam Yiu Kin	3/3	100%
Xu Qing	3/3	100%
Yang Chun Bao	3/3	100%

Arrangements for the dates of the annual results in 2022, the interim results in 2023 and the annual general meeting are as follows:

Items	Proposed time
Announcement of 2022 results	27 March 2023
Annual general meeting	30 May 2023
Announcement of 2023 interim results	Around 25 August 2023

## The Shareholders' Communication Policy

The Company has adopted a proactive shareholders' communication policy, details of which is summarised below:



# Corporate Governance Report

## ***Shareholders' Meetings***

- The annual general meetings and extraordinary general meetings of the Company are the primary communication channels between the Company and the Shareholders. Shareholders are encouraged to participate in general meetings physically or to appoint proxies to attend and vote at such meetings for and on their behalf if they are unable to attend;
- Notices of the general meetings, related circulars and forms of proxy are provided within a prescribed time prior to the general meetings on Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.fd-zj.com](http://www.fd-zj.com)) and by post to the Shareholders;
- The Directors, in particular, the chairman of the Board committees or their delegates, appropriate Senior management of the Company and external auditor will attend the general meetings to answer the Shareholders' questions;
- The chairman of the general meetings will propose to vote the resolutions (except resolutions which relate purely to procedural or administrative matters) by poll in accordance with the Articles. Scrutineer will be appointed for the vote-taking at the general meetings and the voting results will be published on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.fd-zj.com](http://www.fd-zj.com)) subsequent to the close of the general meetings.

## ***Corporate Communications***

- The Company will send (by post or by electronic means as permitted by the Articles or the Listing Rules) corporate communications of the Company, which include annual reports, interim reports, notices of shareholders' meeting, listing documents, circulars, and proxy forms, to the Shareholders;
- Shareholders are encouraged to provide their up-to-date contact details to the Hong Kong branch share registrar of the Company in order to facilitate timely and effective communications.

## ***Company's Website And Official WeChat Account Of The Company***

- The Company's website ([www.fd-zj.com](http://www.fd-zj.com)) provides the Shareholders with relative information on the Group. It also provides information on corporate governance of the Group and the compositions and functions of the Board and the committees of the Board;
- In addition to the "Investor Relations" section and official wechat account of the Company in which corporate communications of the Company are posted as soon as practicable following their release on the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) and Shanghai Stock Exchange's website ([www.sse.com.cn](http://www.sse.com.cn)), press releases and newsletters issued by the Company from time to time are also available to facilitate communication between the Company, Shareholders and investment community;
- Information on the Company's website is updated on a regular basis.

### Communication with the Company

Shareholders may raise questions, request for publicly available information and provide comments and suggestions to the Directors and management of the Company. Such questions, requests, comments and suggestions can be addressed to the Company by post to No.308 Cailun Rd., Z.J.Hi-tech Park, Shanghai, People's Republic of China (Zip Code: 201210), or by the following means:

Telephone number: (8621)58553583

Email address: ir@fd-zj.com

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available.

The Company highly values the view and comment by the Shareholders' and relevant stakeholders to the Company and would invite the Shareholders' and relevant stakeholders to communicate with the Company by employing the abovementioned means. In view of the above shareholders' communication means and measures adopted by the Company, the Board is of the view that the shareholders' communication policy implemented during the Year was sufficient and effective.

## SOCIAL RESPONSIBILITY

### Environment and Society

As a listed company, the Company has been active to fulfill its social responsibilities, focusing on environmental protection for many years. We take into account this responsibility as an important factor in all aspect. This means that we not only focus on daily production, but also focus on all the other aspect ranging from procurement to administration. The Group will adopt the best practice measures as far as possible and reasonable. The relevant functional departments will consider the environmental management by assessing the policy, strategies, objectives, implementation and measurement method in terms of the pollution of water, air, noise and the other wastes.

During the Reporting Period, the Group has always followed the environment policy, strictly complied with national laws and regulations and emission standards. Meanwhile, the Group has also actively implemented the environmental indicators set by the Board at the beginning of the year. During the Reporting Period, the Group has been inspected many times by relevant government institutions on sewage discharge during the year and no violation of laws, regulations has been found. In addition, the Company also appointed a third party professional institution to assess the environmental indicators including noise, air and water regularly. Our objective is to control environment risks effectively and ensure the pollutant can reach the standard of discharge.

Details please refer to "Environmental, Social and Governance Report".

## Social public welfare

Since its establishment, the Company has always adhered to the sustainable development concept of “practicing social responsibility, responding to social needs”, and has actively fulfilled the social responsibilities and obligations of listed companies in various fields, starting from drug donation, rural revitalization, and caring for children. The Company has incorporated social responsibility into its daily operation and management, comprehensively contributing to the progress and development of society.

**Charitable Activities:** The Group has cooperated with Beijing Public Health Foundation to launch a charity programme named “For Their Tomorrow” since April 2020 to help the low-income patients or those living on subsistence allowance obtain longer and effective medical treatment, alleviate the economic burden of these patients and improve their quality of life. During the Reporting Period, we donated medicines worth more than RMB35 million.

**Promoting Rural Education:** During the Reporting Period, the Group donated modern multifunctional teaching to Huangyang Town Central Kindergarten in Liangzhou District, Wuwei City, Gansu Province, upgrading the equipment in the kindergarten and improving the teaching environment and quality.

**Promoting Agriculture and Forestry Industry:** During the Reporting Period, the Group purchased agriculture products from Gansu Runsheng Agricultural Science and Technology Development Co. Ltd., actively responded to and participated in national farmers assisting and poverty elimination project.

**Improving Rural Environment:** During the Reporting Period, the Group donated RMB80,000 to Puladi Country government, Gongshan County, Nujiang Prefecture, Yunnan Province through Shanghai Zhangjiang Town Chamber of Commerce to support the Puladi Country old houses reconstruction project and promote overall rural revitalization.

During the Reporting Period, the Company prepared Environmental, Social and Governance Report pursuant to Appendix 27 “Environmental, Social and Governance Reporting Guide” of the Listing Rules.

By order of the Board

**Xue Yan**

*Secretary*

Shanghai, the PRC

27 March 2023

# Profiles of Directors, Supervisors and Senior Management

## DIRECTORS

### Executive Directors

**Wang Hai Bo**, born in 1960, aged 62, was appointed as an Executive Director of the Company in November 1996. He is the chairman of the Board and general manager of the Company. He is concurrently appointed as the chairman of Board of directors of Taizhou Fudan-Zhangjiang as well as the director of Fernovelty (Hong Kong) Holding Co., Ltd, which are the subsidiaries of the Company. He founded the Company in November 1996. He was an associate professor at Fudan University from May 1995 to June 1996. He has published numerous articles, and thus earned awards such as the State Star Fire Grade III Award (國家星火三等獎), Education Committee Grade II Award (教委二等獎) and Technology Advancement Award of the Shanghai Municipality (上海市科技進步獎). He graduated from Fudan University with a bachelor's degree in Biology in July 1983 and master's degree in July 1986. He was the former chief technology officer of Zhejiang Shenghua Biok Biology Co., Ltd., a company listed on the Shanghai Stock Exchange (Shanghai Stock Code: 600226).

**Su Yong**, born in 1964, aged 58, was appointed as an Executive Director in January 2002. He is the deputy general manager of the Company and Director of Shanghai Handu. He joined the Company in April 1997. He has been working in the field of genetic engineering for many years. He was the chief engineer of Hangzhou Jiuyuan Gene Engineering Co., Ltd. from January 1994 to April 1997, during which he was responsible for managing the genetic engineering department. He graduated from Northwest Normal University with a bachelor's degree in Biology Science in July 1985, from Fudan University with a master's degree in Biochemistry in July 1993, and from Zhejiang University with a Ph.D. in Oncology in June 2000.

**Zhao Da Jun**, born in 1970, aged 52, was appointed as an Executive Director in January 2002. He is the deputy general manager and an authorized representative of the Company. At the same time, he is concurrently appointed as the chairman of the Board of directors of Shanghai Tracing Bio-technology Co., Ltd. He is a cofounder of the Company. He was a teaching assistant at the Law School of Fudan University from August 1995 to October 1996. He was awarded the National Education Committee on Technology Advancement Grade II Award (國家教委科技進步二等獎) in 1997. He graduated from Fudan University with a bachelor's degree in Biology in July 1992, a master's degree in Biology in July 1995, and from University of Hong Kong with a master's degree in Business Administration in November 2001.

## Profiles of Directors, Supervisors and Senior Management

### Non-executive Directors

**Shen Bo**, born in 1973, aged 49, was appointed as a Non-executive Director in June 2012. He was a member of the Chinese Institute of Certified Public Accountants. He is an executive director, a vice president and the chief financial officer of Shanghai Pharmaceuticals Holding Co., Ltd., and holds directorships in certain subsidiaries of Shanghai Pharmaceuticals. Mr. Shen Bo is currently the non-executive directors of Tianda Pharmaceuticals Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 00455). His previous positions included the deputy manager of the finance department of Shanghai Jinling Co., Ltd., the chief financial officer of Shanghai Industrial Pharmaceutical Investment Co., Ltd., and the general manager of the finance department of Shanghai Pharmaceutical (Group) Co., Ltd, etc. He graduated from Chinese University of Hong Kong with a master's degree in Professional Accounting in December 2007.

**Yu Xiao Yang**, born in 1956, aged 66, was appointed as a Non-executive Director in May 2013. She has over 20 years of banking and investment experience. She was a founding partner of China New Enterprise Investment and a founder and managing partner of Victoria Capital Limited, a corporate finance advisory firm in 1998. She was among the first mainland Chinese to embark on a professional career with major international financial institutions. She served at Paris Bank in Geneva, Dresdner Bank in Frankfurt, London and New York from 1980 to 1985, and Salomon Brothers from 1987 to 1991, working in the areas of mergers and acquisitions and corporate finance. She graduated from International Management Institute (Geneva), predecessor of International Institute for Management Development, with a master's degree in Business Administration in May 1982.

### Independent Non-executive Directors

**Zhou Zhong Hui**, born in 1947, aged 75, was appointed as an Independent Non-executive Director on 30 May 2013. He is currently a member of the Financial Advisory Expert Committee of the China Association for Public Companies, managing director of China Appraisal Society. He was appointed as a member of the International Advisory Committee of the China Securities Regulatory Commission, the Audit Standard Committee of Chinese Institute of Certified Public Accountant. He used to be the chief accountant of the China Securities Regulatory Commission from 2007 to 2011, a partner, the general manager and chief accountant of PricewaterhouseCoopers Zhong Tian LLP from 1992 to 2007 and a professor of Shanghai University of Finance and Economics from 1989 to 1998. He has been an independent director of S.F. Holding Co., Ltd., a company listed on the Shenzhen Stock Exchange (Shenzhen Stock Code: 002352) since 28 December 2016. He has been an independent non-executive director of COSCO SHIPPING Holdings Co. Ltd., a company listed on the Shanghai Stock Exchange and the Main Board of the Stock Exchange (Shanghai Stock Code: 601919, Stock Code: 01919) since 25 May 2017. He has been an independent non-executive director of CITIC Securities Company Limited, a company listed on the Shanghai Stock Exchange (Shanghai Stock Code: 600030) and the Main Board of the Stock Exchange (Stock Code: 6030) since 27 May 2019. He has been an independent non-executive director of CloudWalk Technology Co., Ltd, a company listed on the Shanghai Stock Exchange (Shanghai Stock Code: 688327) since 30 November 2019. He graduated from Shanghai University of Finance and Economics with a master's degree in Economics in November 1983, and a Ph.D. in Economics in January 1993.

## Profiles of Directors, Supervisors and Senior Management

**Lam Yiu Kin**, born in 1954, aged 68, was appointed as an Independent Non-executive Director on 9 October 2013. He is a fellow member of the Association of Chartered Certified Accountants (ACCA), the Institute of Chartered Accountants in England & Wales (ICAEW), the Institute of Chartered Accountants of Australia and New Zealand (ICAA), and Hong Kong Institute of Certified Public Accountants (HKICPA). Mr. Lam has extensive experiences in accounting, auditing and business consulting. He was a member of the Listing Committee of the Stock Exchange from 1997 to 2003, a committee member of HKICPA from 1994 to 2009, a member of the Financial Reporting Advisory Panel of the Stock Exchange from 1997 to 2003 and a partner with PricewaterhouseCoopers from 1993 to 2013. He graduated from Hong Kong Polytechnic University with a higher diploma in June 1975 and he was awarded the honorary fellow of Hong Kong Polytechnic University in November 2002. He has been an independent non-executive director of WWPKG Holdings Company Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8069) since 16 December 2016 and resigned on 2 August 2022. He has been an independent non-executive director of Spring Asset Management Limited, which is the manager of Spring Real Estate Investment Trust whose units are listed on the Main Board of the Stock Exchange (Stock Code: 1426) since 12 January 2015. He has been an independent non-executive director of Global Digital Creations Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8271) since 27 July 2015. He has been an independent non-executive director of Shougang Century Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 0103, changed its name from Shougang Concord Century Holdings Limited to Shougang Century Holdings Limited on 6 December 2021) since 1 August 2015. He has been an independent non-executive director of COSCO Shipping Ports Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1199) since 14 August 2015. He has been an independent non-executive director of Nine Dragons Paper (Holdings) Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 2689) since 3 March 2016. He has been appointed as an independent non-executive director of CITIC Telecom International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1883) since 1 June 2017. He has also been an independent non-executive director of Topsports International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 6110) since 26 September 2019.

**Xu Qing**, born in 1964, aged 58, was appointed as an Independent Non-executive Director on 29 May 2015. Mr. Xu was appointed as an independent supervisor from May 2008 to May 2015. He is currently a professor, doctor-postgraduate supervisor, and executive deputy director of the cancer center in Tongji University Medical School. He is director of Medical Oncology Department of the Tenth People's Hospital affiliated to Tongji University. He used to serve as a deputy director, a deputy chief physician, and a deputy professor of the Medical Oncology Department of Chang Zheng Hospital of The Second Military Medical University. He has been engaged in the fundamental and clinical research on tumor for a long time. He has published over 100 articles in medical journals both domestic and abroad and has won many national and Shanghai Medical Science and technology achievement awards. He did his postdoctoral research in the H.Lee. Moffitt Cancer Center of University of South Florida as a visiting scholar. He graduated from The Second Military Medical University in August 1989 with a bachelor's degree of medicine. He obtained a doctor's degree of internal medicine in August 1997.

## Profiles of Directors, Supervisors and Senior Management

**Yang Chun Bao**, born in 1970, aged 52, was appointed as an Independent Non-executive Director on 9 June 2017. He is a national first-class lawyer and currently as a senior partner of Dentons Law Firm Shanghai Office. He was a practice lawyer successively in Shanghai Zhongjian Law Firm and Shanghai Haworth & Lexon Law Firm from 1995 to 2015. And he served as an in-house counsel in Southeast Branch of CMST Shanghai from 1992 to 1995. Mr. Yang is a part-time professor of Law School of East China University of Science and Technology, a part-time tutor of Law School of Fudan University, a part-time post-graduate supervisor of East China University of Political Science & Law, a lecturer of private equity president class of Shanghai Jiaotong University, and a panel mediator with mediation center of CCPIT and CCOIC. He graduated from Fudan University with L.L.B in July 1992 and received J.M of East China University of Political Science and Law in June 2001 and L.L.M of University of Sydney Technology in May 2001.

### SUPERVISORS

**Huang Jian**, born in 1970, aged 52, was appointed as an external Supervisor on 9 June 2017 and further appointed as the chairman of the Supervisory Committee on 28 October 2021. He is a professor and doctoral supervisor in the Biochemistry and Molecular Cytology Department of School of Medicine of Shanghai Jiao Tong University and evaluator of National Natural Science Foundation of China. He conducted his postdoctoral research in the Shanghai Institute of Biochemistry and Cell Biology of Chinese Academy of Sciences and Karolinska Institute in Sweden. He works on molecular oncology for a long time and takes charge of multiple national and provincial research projects as chief researcher. He has published more than 40 published papers on journals both domestic and abroad. He graduated from Fudan University with a bachelor's degree of science in 1992, a master's degree of science in 1995 and a PhD in science in 1999.

**Liu Xiao Long**, born in 1957, aged 65, was appointed as an external Supervisor on 13 May 2016. He is the chairman of the Board and the chief executive officer of Jiuyou Capital Co., Ltd. (上海久有股權投資基金管理有限公司). He worked as the general manager of Shanghai Wai Gao Qiao Free Trade Zone New Development Co., Ltd. (上海市外高橋保稅區新發展有限公司), the chairman of the Board of Shanghai Zhangjiang Hi-tech Park Development Co., Ltd.(上海張江高科技園區開發股份有限公司) (a company listed on the Shanghai Stock Exchange whose stock code is 600895) and the deputy director of Shanghai Zhangjiang Hi-tech Park management committee. He graduated from Shanghai Jiao Tong University mechatronics branch campus with a bachelor's degree of electrical automation in July 1983.

**Wang Luo Chun**, born in 1970, aged 52, was appointed as an employee representative Supervisor on 22 February 2016. He is the director of bio-technology research and development and president of the worker's union of the Company. He joined the Company in 1997 and has been engaged in the research and development for biopharmaceutical drugs. He graduated from Fudan University with a bachelor's degree in Biology in July 1992.

**Yu Dai Qing**, born in 1973, aged 49, was appointed as an employee representative Supervisor on 9 June 2017. She is the quality director of the Company. She joined the Company in 2001, and successively engage in quality research and analysis of new drug development, quality control of pharmaceutical manufacturing, establishment of quality management system and daily operation management relating to pharmaceutical manufacturing. She graduated from Shandong University with a bachelor's degree of Chemistry in July 1995 and a master's degree of Analytical Chemistry in July 1998.

### SENIOR MANAGEMENT

**Li Jun**, born in 1968, aged 54, a deputy general manager of the Company, he is a cofounder of the Company. He has been responsible for several research projects of the Natural Science Fund, and has published numerous articles. He is a certified pharmacist. He was a teaching assistant and lecturer at Fudan University from August 1993 to November 1996, during which he also served as deputy chief technology officer of Zhejiang Shenghua Biok Biology Co. Ltd. and was involved in the research and manufacture of three new drugs. He graduated from Fudan University with a master's degree of Biology in July 1993. Mr. Li Jun has not held any directorships in listed public companies in the past three years.

**Yang Xiao Lin**, born in 1962, aged 60, joined the Company in 2006. He is a deputy general manager of the Company. He is also the directors of Derma Clinic Investment Co., Ltd. He has participated in and been in charge of several merger, acquisition and restructuring projects for pharmaceutical companies. He has also been responsible for marketing and selling prescribed and OTC medicine in many sectors, and has obtained good results. He used to be the marketing director of Fosun Pharmaceutical Group from December 2001 to January 2005, and the general manager of Zhejiang Kanglaite Pharmaceutical Co., Ltd. from January 2005 to January 2006. He graduated from Chinese Academy of Social Sciences with an MBA degree in 1999. Mr. Yang Xiao Lin has not held any directorships in listed public companies in the past three years.

**Gan Yi Min**, born in 1962, aged 60, joined the Company in 2010. He is a deputy general manager of the Company. He is also the directors and general manager of Taizhou Fudan-Zhangjiang. He used to be the general manager of Haini Pharmaceutical Co., Ltd. (Shanghai) from 2003 to 2009, responsible for completion of construction of production workshops, laboratories and workstations, recruitment of staff and managers, and establishing a performance evaluation system. He was the production manager of Xi'an Janssen Pharmaceutical Co., Ltd. from 1995 to 2003, responsible for organizing and implementing a number of medium and large technological transformation projects. He obtained a bachelor's degree of Industrial Automation from Xi'an Technology University in December 1990, an MBA from Xi'an Jiaotong University in December 2001, an EMBA from Antwerp University (Belgium) in October 2002, and a master's degree of Pharma Engineering from Beijing Chemical Engineering University in December 2006. Mr. Gan Yi Min has not held any directorships in listed public companies in the past three years.

### COMPANY SECRETARY

**Xue Yan**, born in 1981, aged 41, was appointed as company secretary in August 2010. She is also the Chief Financial Officer and an authorized representative of the Company. She is also the director of Fernovelty and supervisor of Shanghai Handu. She is a member of the Hong Kong Institute of Certified Public Accountants (HKICPA), a fellow of the Association of Chartered Certified Accountants (ACCA), and a member of the Chinese Institute of Certified Public Accountants (CICPA). She is qualified as an international certified internal auditor. She served in the Assurance Department of PricewaterhouseCoopers Zhong Tian LLP from 2004 to 2010. She graduated from Shanghai University of Finance & Economics with a bachelor's degree of International Accounting in July 2004 and obtained an MBA from the University of Hong Kong in November 2018. Ms. Xue Yan has not held any directorships in listed public companies in the past three years.



# Environmental, Social and Governance Report

## ABOUT THE ESG REPORT

Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. hereby issues the 2022 Environmental, Social and Governance Report (the “ESG Report”) of the Group, to demonstrate the Group’s philosophy and practice for sustainable development and social responsibility to its stakeholders in both environmental and social areas.

For related information on corporate governance, please refer to the Corporate Governance Report.

## Reporting Scope

The ESG report covers our main businesses for the period from 1 January 2022 to 31 December 2022 (the “reporting period”). The key performance indicators (“KPIs”) disclosed in the report cover Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (“Shanghai FDZJ”), Taizhou Fudan-Zhangjiang Pharmaceutical Co., Ltd. (“Taizhou FDZJ”) and Shanghai Tracing Bio-technology Co., Ltd. (“Shanghai Tracing”) for the reporting period.

There is no significant adjustment to the reporting scope as compared to the ESG Report included in the 2021 Annual Report of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.

## Reference and Principles

This report is prepared in accordance with the *Environmental, Social and Governance Reporting Guide* set out in Appendix 27 to the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Shanghai Stock Exchange Guidelines on the Self-regulation of Listed Companies No.1 – Standard Operation* issued by Shanghai Stock Exchange. The ESG report complies with the principles of “Materiality”, “Quantitative” and “Consistency”. The description on how to comply with the principles of “Materiality”, “Quantitative” and “Consistency” is as follows:

- **Materiality:** The Group determines material ESG issues by stakeholder engagement and materiality assessment, the process and results of which are detailed illustrated in the “Responsible Governance” chapter;
- **Quantitative:** Information on the standards, methodologies and source of conversion factors used for the reporting of emission and energy consumption has been disclosed;
- **Consistency:** The statistical methods and KPIs are in consistency with those of the previous years.

## IMPLEMENT RESPONSIBLE GOVERNANCE

### Governance Framework

We uphold the ESG management policy of sustainable development, incorporate ESG risks and opportunities into the Group's business strategy, and are committed to providing customers with safe and healthy products and providing employees with a safe and healthy working environment and scientific and practical training plans. We are also committed to establishing a transparent, standard and environmental-friendly supply chain and a positive industry environment.

The Group has established a top-down three-layer ESG management structure to properly manage ESG issues:

<b>The Board of Directors</b>	It is the top decision-making body, taking full responsibility for ESG strategy and reporting	<ul style="list-style-type: none"><li>✓ Assessing, prioritising and managing material ESG issues and their risks on the business of the Group;</li><li>✓ Developing ESG management policies, strategies and objectives;</li><li>✓ Regularly assessing the Group's performance against relevant objectives;</li><li>✓ Reviewing and approving the annual ESG report.</li></ul>
<b>Senior Management</b>	It organises the ESG Working Group to carry out relevant work pursuant to the ESG strategies made by the Board	<ul style="list-style-type: none"><li>✓ Implementing ESG risk management and internal control system, and reporting to the Board about ESG trends, risks and opportunities;</li><li>✓ Regularly reporting to the Board on the progress and achievement of ESG work;</li><li>✓ Reporting the annual ESG report to the Board.</li></ul>
<b>ESG Working Group</b>	It is composed of the heads of each department of the Group	<ul style="list-style-type: none"><li>✓ Implementing ESG strategies and policies made by the Board;</li><li>✓ Carrying out ESG work according to the arrangement of senior management;</li><li>✓ Preparing annual ESG report;</li><li>✓ Reporting on the ESG working progress and annual ESG report to senior management.</li></ul>

# Environmental, Social and Governance Report

## Stakeholders Engagement

We keep revising and improving the internal governance in accordance with the Company Law of the *People's Republic of China*, the *Code of Corporate Governance for Listed Companies*, the *Rules for Stock Listing in Shanghai Stock Exchange STAR Market* and other laws and regulations. Independent directors and the Board of Supervisors monitor the daily operating and managing activities of the Company, providing a significant guarantee for the legal rights and interests of the Company and its shareholders, especially the minority shareholders. Interactive communication is carried out through a variety of channels, such as general meetings, investor hotline, investor mailboxes, Shanghai Stock Exchange E-interactions, etc. Consequently, the communication has been enhanced and transparent relationship has been established between the Company, shareholders and investors. With attention attached to the comments and suggestions from investors, the Group will strive to feed investors.

We actively establish a diversified communication mechanism and communicate with various stakeholders to understand their opinions and suggestions on our sustainable performance and future development strategies.

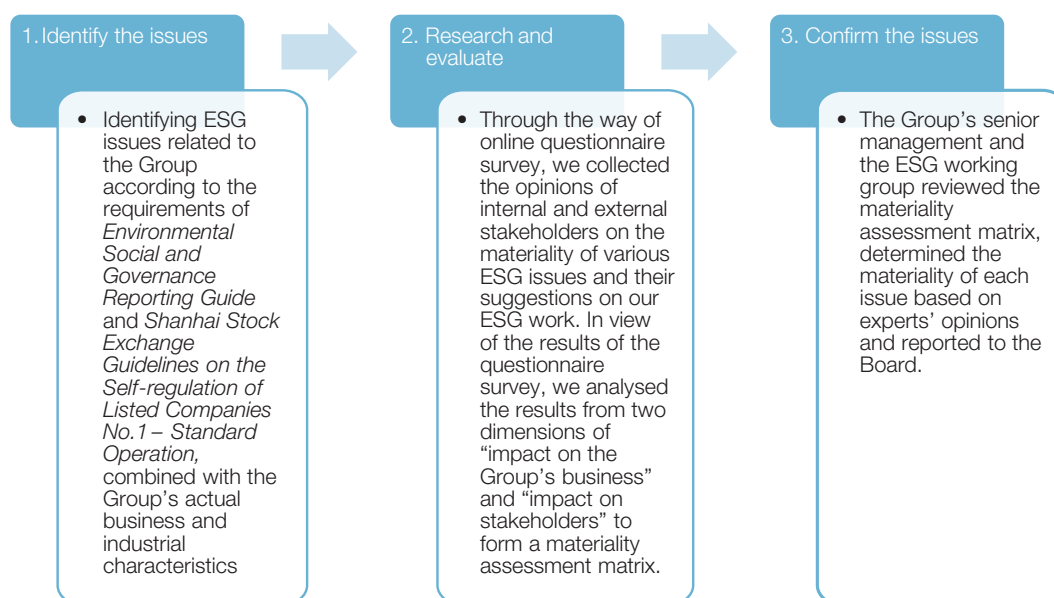
Stakeholders	Expectation and concerns	Communication channels
<b>Governments and regulators</b>	<ul style="list-style-type: none"> <li>Compliance with laws and regulations</li> <li>Tax expense</li> <li>Product compliance</li> <li>Leading the healthy development of industry</li> <li>Epidemic prevention and control</li> </ul>	<ul style="list-style-type: none"> <li>Compliance management</li> <li>Proactive in tax payment</li> <li>Implementation of national policies</li> <li>Continuous R&amp;D and innovation</li> <li>Risk analysis reporting</li> <li>Timely reporting adverse events</li> <li>Active participation in government projects</li> </ul>
<b>Shareholders and investors</b>	<ul style="list-style-type: none"> <li>Operational compliance</li> <li>Return on investment</li> <li>Corporate governance</li> <li>Information disclosure</li> </ul>	<ul style="list-style-type: none"> <li>Annual report, announcements and circulars</li> <li>General meeting</li> <li>Roadshows</li> <li>Investor meeting</li> </ul>
<b>Employees</b>	<ul style="list-style-type: none"> <li>Protection of employee rights and interests</li> <li>Career development channel</li> <li>Employee capacity training</li> <li>Healthy and safe working environment</li> <li>Epidemic prevention and control</li> </ul>	<ul style="list-style-type: none"> <li>Employee satisfaction survey</li> <li>Regular meetings and trainings</li> <li>Employee care activities</li> <li>Intranet websites</li> </ul>

# Environmental, Social and Governance Report

Stakeholders	Expectation and concerns	Communication channels
<b>Distributors and consumers</b>	<ul style="list-style-type: none"> <li>Product quality and safety</li> <li>Protection of customer rights and interests</li> <li>Compliance promotion</li> <li>R&amp;D and innovation</li> <li>Privacy protection</li> </ul>	<ul style="list-style-type: none"> <li>Satisfaction survey</li> <li>Complaint channel</li> <li>On-site communication</li> <li>Academic seminar</li> <li>Proper information management</li> </ul>
<b>Suppliers</b>	<ul style="list-style-type: none"> <li>Business ethics</li> <li>Win-win cooperation</li> </ul>	<ul style="list-style-type: none"> <li>Business visit</li> <li>Daily meeting</li> <li>Academic exchange conference</li> </ul>
<b>Community</b>	<ul style="list-style-type: none"> <li>Promoting community harmony</li> <li>Improving public welfare awareness</li> <li>Poverty reduction</li> </ul>	<ul style="list-style-type: none"> <li>Charitable activities</li> <li>Supporting farmers for poverty alleviation</li> </ul>
<b>Environment</b>	<ul style="list-style-type: none"> <li>Environment protection</li> <li>Improving energy efficiency</li> <li>Climate change mitigation</li> </ul>	<ul style="list-style-type: none"> <li>Concentrating on environmental protection</li> <li>Energy conservation and emissions reduction</li> <li>Risk and opportunity identification</li> </ul>

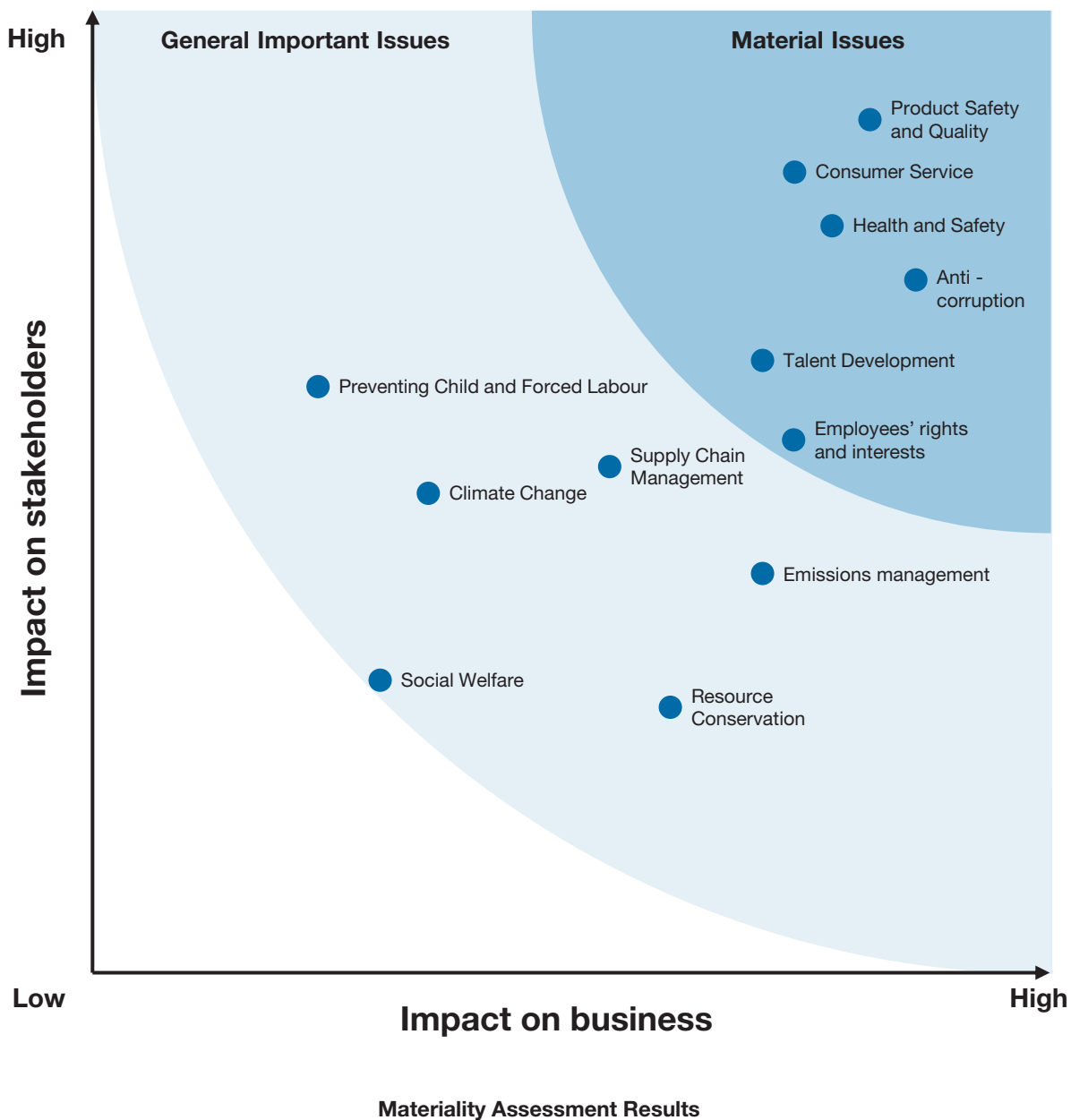
## Materiality Assessment

In 2020, we conducted a materiality assessment through the following steps to identify material ESG issues to guide the Group's ESG work:



# Environmental, Social and Governance Report

In 2022, the Group's senior management reviewed and discussed the materiality assessment results of 2020. As there were no significant changes in the business and operating environment, the results of 2020 are still applicable to us:



## PRODUCT ASSURANCE

### Full-Cycle Product Quality Control

With the tenet of “The More We Explore, the Healthier the People Will Be”, the Group constantly develops new drugs on multiple research and development platforms. To ensure product quality and safety, we are in strict compliance with the Drug Administration Law of the People’s Republic of China, the Regulations for Implementation of the *Drug Administration Law of the People’s Republic of China*, the *Law of the People’s Republic of China on Product Quality*, the *Good Manufacturing Practice for Drugs*, the *Administrative Measures for Reporting and Monitoring Adverse Drug Reactions* and other laws and regulations. In the past three years, the Group has not been involved in product quality and safety related warnings or penalties.

To guarantee product quality, we have developed a full set of Good Manufacturing Practice (“GMP”), quality management system according to the GMP and the principle of quality management. The system covers all the factors affecting medicine quality, including personnel, equipment, materials, production, testing, quality assurance, ongoing monitoring, etc., to provide guidelines for management and operation of every step and minimise risks such as pollution, cross contamination, confusion and errors in drug production.

In the production process, we strictly control product quality which helps us win the market. The small-dose injection (antineoplastic drugs), bulk drug (Aminolevulinic Acid Hydrochloric), powders, bulk drug (Hemoporphin) and freeze-dried powder injections have obtained GMP certificates from the State Food and Drug Administration.

### Material and Product Inspection Management

According to the *GMP and the Chinese Pharmacopoeia*, we have formulated the management procedure – *Material and Product Inspection*, to regulate inspection basis, requirements and result processing operation procedure for materials and products such as raw materials, packaging materials, intermediate products and finished products.

For materials and products, sampling inspection is carried out on site and physical and chemical inspection and microbiological inspection are finished in laboratory. Inspection procedures and related records should comply with GMP management regulations and relevant requirements in the *General Notice of Chinese Pharmacopoeia*. Inspection report should be prepared after inspection and quality certificate should be issued for finished products to ensure the quality of materials and products.

We strictly implement the *Materials and Products Destruction Management* developed according to the *GMP* to regulate and control the destruction procedure of materials and products.

# Environmental, Social and Governance Report

## Quality Risk Control

We have established a sound quality risk management procedure which is applied to whole quality management in a systematic manner, and specified the product manufacturing process and responsibilities of every department, including supplier management, corrective and preventive measures, quality complaint, validation, production management, laboratory management, intermediate control, change control, etc.

- **Supplier management:** All suppliers which provide materials for the products to be marketed are audited. Only qualified and approved suppliers could provide products to the Group. For details of management measures, please refer to the Section “Supply Chain Management”;
- **Material release management:** When receiving materials, Logistics Department is responsible for checking materials, and storing them according to specified conditions; Quality Management Department is responsible for sampling and testing, and finally determining whether the materials can be used;
- **Production and release management:** The manufacturing department ensures that the production is carried out in accordance with the product prescription and production process approved by the state, and that the production equipment, production operation, production and packaging environment meet the process requirements; stores the products under appropriate conditions after the production; carries out pharmacovigilance activities, gradually improve the pharmacovigilance system in daily work, and reports safety incidents in clinical trials to drug regulatory authorities in accordance with relevant laws and regulations; prevents any possible adverse drug reactions/incidents during the use of our drugs; collects, processes and reports post-marketing adverse drug reactions; timely transmits safety information related to drugs to regulatory authorities, patients, medical staff and the public to protect the rights and interests of patients; In addition, the quality management department takes samples at key control points during production to test intermediate products or finished products; product release is decided by authorised personnel;
- **Return and recall:** Customers or distributors could file complaint or return products if they are not satisfied with the products in use or sales; the Group recalls the products in time if they find risks lying in products delivered to customers. During the reporting period, there was no product recall in the Group for safety and health reasons.

## Innovative Technical Platform

We provide a steady stream of scientific and technological impetus for new drug innovation based on the following four fully advanced technical platforms:

- **Photodynamic technical platform:** We pay close attention to the trend of international scientific research. We have gradually set up the Photodynamic therapy (PDT) R&D platform, established a complete R&D system including photosensitiser synthesis and screening, research on indications and mechanism of action, process development, clinical studies, and development of supporting laser equipment and medical devices. The Group has been expanding development of drugs based on photodynamic technical platform;

- **Nano technical platform:** Our nano-drug R&D platform mainly consists of the lipid-based drug delivery system and albumin-based delivery system. Phospholipids and HAS (human serum albumin) with good biocompatibility and safety were respectively selected as drug carriers to form a new nano drug delivery system, which improved the therapeutic efficacy of original agents, reduced their side effects and improved compliance;
- **Genetic engineering technical platform:** The platform has established the two major technology systems, prokaryotic cell expression system and eukaryotic cell expression system. It has undertaken one thematic subject and one important subject of China state 863 funds, and State Projects for Essential Drug Research and Development (a key technical research work of mammalian cell industrialized culture and drug manufacture, research on antibody-drug conjugate). In the future, the Group will strengthen the clinical research and registration of genetic engineering technology platform projects and strive to realize the industrialization of genetic drugs as soon as possible;
- **Oral solid preparation technology platform:** In the past few years, we have gradually established the technology system in cooperation with a third-party, and been in the process of developing a number of new drugs and generic drugs with unique clinical treatment value. Oral solid formulation technology will be one of the basic technology platforms for the long-term development of the Group.

### Responsible Purchasing

Supplier management is one of the most important parts of quality management for pharmaceutical enterprises. Stability, safety and effectiveness of product are directly influenced by the selection of suppliers. The Group formulated *Supplier Management Policy* to regulate the operational procedures of evaluation and approval for material suppliers, and clarify the suppliers' qualification, selection principle, quality evaluation methods, evaluation standard, and approval procedure for material suppliers. In the procedure of selecting suppliers, the Group requires the suppliers should have relevant qualification certificates and be able to guarantee uniform source and controllable quality. Priority is given to suppliers passing GMP examinations and suppliers with good reputations. As of the end of the reporting period, the Group had 745 suppliers. The number of suppliers by geographical region is shown as below:

Region	Number
Shanghai	293
Jiangsu	132
Guangdong	67
Others	253



# Environmental, Social and Governance Report

## Supply Chain Risk Assessment

We conduct risk assessment for suppliers and assess and control suppliers based on the assessment result. Quality management department conducts nominal audit and on-site audit for material suppliers based on the result of risk assessment:

- Nominal Audit: Quality management department evaluates suppliers based on information from completed supplier questionnaires.
- On-site Audit: Quality management department organizes related departments (logistics department and manufacturing department) to set up audit team. The audit covers personnel institutions, facilities and equipment, material management, production process and management, equipment, instruments and documents management of quality control laboratory. The audit verifies authenticity of qualification certificates and testing reports of suppliers, and checks if they have testing condition.

We conduct continuous testing to performance of approved suppliers, including annual review and regular audit. Annual review includes testing result of quality testing, quality complaints and unqualified management records etc., by which the risk of supplier is further assessed. We will increase audit frequency or change nominal audit to on-site audit or immediate audit in the circumstances where suppliers have quality issues or their production condition, technology, quality standard, inspection methods and other significant factors influencing quality have great change.

In 2022, during an on-site audit of a material production supplier, we found that the supplier had not set a serial number in the storage space. We actively communicated with the supplier and proposed rectification plans such as setting the serial number of the storage space and noting the storage location of the materials in the ledger of the incoming and outgoing warehouse. The supplier completed the rectification in time and reduced the risk of confusion in the incoming and outgoing warehouse.

## Supply Chain Environmental and Risk Management

In order to promote suppliers to reduce environmental pollution and fulfill relevant requirements of social responsibilities, we formulate *Regulations on Environmental and Social Responsibility of Suppliers*, and raise strict requirements of environmental responsibility to suppliers. For instance, it is required that the pollutant discharged by suppliers should comply with relevant standards, and priority selection should be given to environmental-friendly and energy saving technologies. During storage and transportation process, the suppliers should ensure that the discharge meets relevant standards and the process is safe. In addition, for the suppliers' social responsibility, the Group requires all suppliers to prevent child and forced labour, ensure employees' health and safety, strictly fulfil the responsibilities to their product, etc.

The Group formulated *Supplier Questionnaire* for the evaluation of the suppliers' quality system. The questionnaire is set up to investigate and manage relevant qualifications of suppliers and investigate the EHS management situation of suppliers, requiring them to strengthen environmental and social risk management. The Group formulated Materials Purchase Management to regulate management and procedure of material purchase and control rationality and normalisation of purchasing process.

### ADHERE TO RESPONSIBLE OPERATION

#### Creating an Honest Corporate Culture

The Group strictly complies with laws and regulations relating to anti-corruption, anti-extortion, anti-fraud and anti-money laundering, including but not limited to these on anti-commercial bribery, such as the *Criminal Law of the People's Republic of China*, the *Anti-money Laundering Law of the People's Republic of China*, and the *Anti-Unfair Competition Law of the People's Republic of China*, etc. The Group continuously strengthens internal control and supervision mechanism, upholds integrity operation, and strictly conforms to rules of fair competition. According to *Employee Handbook and Regulations on Anti-Commercial Bribery*, the Group requires the employees to be honest and self-disciplined, comply with laws/regulations and the Group's management regulations on honesty and self-discipline, follow principles of law-abiding, honest, fair, scientific, etc., resolutely refuse to accept commercial bribery, offer bribery and commit other improper business practices. The Group has a well-established whistle-blowing system. Through the *Regulations on Anti-Commercial Bribery*, the Group stipulates the scope, means and channels, procedures as well as reward and penalty policy. The Group also developed protection and incentive measures for whistle-blowers, strictly protecting their information and materials provided. The Group will report personnel suspected of crimes to relevant authorities. During the reporting period, the Group did not have any legal cases regarding corrupt practices or anti-unfair competition penalties.

As the regulatory department for preventing commercial bribery, the Internal Audit and Control Department publicizes and implements relevant national laws, regulations and policies against commercial bribery within the Group, updates relevant internal rules and regulations based on policy changes, and arranges each department to learn and conscientiously implement these requirements in daily business practices. In addition, it is also responsible for supervising and managing personnel on important positions and practical implementing anti-corruption and anti-commercial bribery work in business.

We focus on supply chain integrity management. When the Group cooperates with distributors and promotion agents, we make clear agreement about anti-commercial bribery in the distribution agreement and promotion agreement. In the agreement, all parties promised to strictly comply with regulations on anti-commercial bribery, such as the *Unfair Competition Law of the People's Republic of China* and create fair and honest marketing environment. We strengthen our due diligence on new suppliers and clients and develop *Regulations on Anti-Commercial Bribery*. While selecting cooperative partners, the Group paid close attention to its internal management and compliance commitment including anti-corruption, anti-commercial bribery, anti-unfair competition and other compliance matters. The Group placed emphasis on integrity management in the contract, requiring both parties to comply with related laws and regulations on anti-corruption, anti-commercial bribery and anti-unfair competition, etc.

We actively carry out relevant training and learning activities to strengthen employees' compliance awareness and risk identification ability. Every year, we conduct trainings for board members and employees on anti-corruption and business ethics to ensure compliance operations. The Group's Admin & HR department makes arrangements for new employees to study regulations on anti-commercial bribery before induction, records the training and requires each new employee to sign on the record. In October 2022, we arranged all departments of the Group to study the *Common Risks and Prevention of Bribes Involved in Donation and Sponsorship Activities in the Pharmaceutical Industry*, and require them to be earnestly implemented in daily business practice.

# Environmental, Social and Governance Report

## Protecting Consumer Rights and Interests

Upholding the principle of integrity, we try the best to provide accurate consumption information, protect consumer's right to know, and provide a reliable service environment for consumers. In accordance with the *Law of the People's Republic of China on the Protection of Consumer Rights and Interests* and other laws and regulations, we have developed the management procedure of *Product Complaint* to regulate procedure of complaint registration, evaluation, investigation and treatment, under which problems from consumers should be solved immediately and effectively to improve consumers' satisfaction. During the reporting period, the Group did not receive any complaints about products and/or services.

- Any department or personnel informed of customers' complaints should forward them to Sales Department and Quality Management Department;
- Quality Management Department takes charge of organising investigation on the complaints, making and approving relevant corrective and preventive action plans if necessary, assisting Sales Department to reply to customers and reporting to competent authorities of medical products administration if necessary;
- Sales Department assists Quality Management Department to investigate complaints, provides and implements sales measures, communicates with customers and answers the complaints;
- Customers can file complaints by oral, telephone, mail, fax, visiting or in other forms;
- We regularly review and analyse the trend of product complaints in product quality review.

We pay great attention to medical safety of patients and monitoring and reporting of adverse drug reactions. We have established the company's pharmacovigilance system and carried out pharmacovigilance activities in accordance with the national *Quality Management Standards for Pharmacovigilance, the Announcement on Direct Reporting of Adverse Reactions by Drug Marketing Authorization Holders* and other laws and regulations. The specific procedures include:

- Gradually improve the pharmacovigilance system in daily work, and report safety incidents in clinical trials to drug regulatory authorities in accordance with relevant laws and regulations;
- Prevent any possible adverse drug reactions/events during the use of our drugs, collect, deal with and report the adverse reaction cases after the drugs entering the market;
- Timely delivery of information on drug safety to regulatory authorities, patients, medical staff and the public to protect the rights and interests of patients.

We effectively protect customers' privacy by regarding their information as the Group's secret, keeping it secure through proper measures, and granting access to authorised personnel only.

## Advertising Labelling Compliance

We manage labelling and advertising by laws to protect consumers' rights and maintain brand image. The Group conforms to requirements of *Advertisements Law of the People's Republic of China*, *Regulations on Management of Medical Advertising*, *Drug Administration Law of the People's Republic of China*, *Provisions for Drug Advertisement Examination*, *Good Manufacturing Practices (2010 revision)* and other laws and regulations. The Group formulated *Design and Change of Packing Materials* to manage design and change of packaging materials used for new products or additional existing products to make the product package conform to characteristics of products, demand of market, technical conditions and provisions of national laws and regulations. Design draft of label, manual and package should include product specifications, packaging specifications, size requirements, material requirements, appearance requirements, packaging safety requirements and other specific contents which are reviewed by marketing department, manufacturing department, logistics department, quality management department and quality authorised personnel.

## Intellectual Property Management

Intellectual property is indispensable to the production and operation activities of pharmaceutical enterprises. The Group has made active and sustained efforts to protect the intellectual properties associated with innovative drugs and scientific achievements against any form of infringement.

In compliance with the *Intellectual Property Law of the People's Republic of China*, the *Enterprise Intellectual Property Management Standards* and other laws and regulations, we have established a full-process intellectual property management system following the management principle of "implementing intellectual property management throughout production and operation activities" to avoid infringement, protect self-owned intellectual properties and stimulate innovation practices in all aspects of research and development, procurement, production and sales, and set long-term and short-term work objectives regarding intellectual property to promote sustainable development. Through the implementation of the *Intellectual Property Management Manual*, the *Intellectual Property Document Control Procedures* and relevant documents, we have clearly defined the responsibilities of each department and conducted regular inspection, analysis and evaluation of intellectual property management to improve our intellectual property management system on a continuous basis. During the reporting period, the Group applied for 10 new invention patents. As of the end of the reporting period, the Group has applied for 119 invention patents and obtained the authorisation of 36 invention patents.

## CARING FOR EMPLOYEES

### Protection of Employees' Rights and Interests

We strictly comply with the *Labor Law of the People's Republic of China*, the *Labor Contract Law of the People's Republic of China* and relevant laws and regulations, and have developed a series of staff management policies to protect the lawful rights and interests of the Group's employees:

- ✓ Labour Management Policy
- ✓ Employee Handbook
- ✓ Employee Compensation Management Policy
- ✓ Evaluation Policy
- ✓ Attendance Management Policy
- ✓ Policy for Team Building
- ✓ .....

# Environmental, Social and Governance Report

## Recruitment and Dismissal

We adhere to the principle of equality in the recruitment process and make recruitment plan conform to the principle of “capable, efficient and putting quality before quantity”, and recruit talents through open recruitment and employee referral according to the principle of “compete openly and select the best”. We select employees by work attitude, applicable ability, knowledge, experience, potential and teamwork. All employees of the Group are entitled to an employment contract according to relevant laws and regulations at the start of their employment. Resignation and dismissal are processed according to the standard procedures of work handover to meet requirements of relevant laws and regulations and internal policies.

As of the end of the reporting period, the Group had a total of 910 employees, of which 897 were full-time employees and 13 were part-time employees. The total workforce by gender, age group and geographical region at the end of the reporting period, and the employee turnover rate during the reporting period are shown as below:

Indicator	Indicator		2022	2021
	Dimension	Detail		
Employee Structure	Gender	Male	359	322
		Female	551	454
	Age Group	<30	284	201
		30-49	586	536
		≥50	40	39
	Region	Shanghai	809	696
Taizhou		101	80	
Employee Turnover Rate	Gender	Male	13%	17%
		Female	13%	21%
	Age Group	<30	17%	34%
		30-49	10%	15%
		≥50	18%	0%
	Region	Shanghai	14%	20%
Taizhou		6%	11%	

Note: Employee Turnover Rate = Number of employees lost during the reporting period/Total number of employees at the end of the period\*100%

## **Compensation and Promotion**

We implement classified remuneration system. The remuneration levels are determined according to position responsibilities and ability requirements. The remuneration system consists of standard salary, subsidy, benefit, performance distribution and award.

We perform evaluation on department managers and employees annually and comprehensively quantify the work completion, work quality and attitude through self-evaluation, mutual evaluation among superiors and subordinates and scoring by supervisors, as the basis of performance management and employee promotion.

In accordance with national regulations, we contribute to various public funds for each employee, including a public pension fund, a public housing fund, a medical insurance fund, an unemployment insurance fund, labour union expenditure, education expenditure, benefit expenditure and other commercial insurance and subsidies beside mandated benefits.

## **Working Hours and Holidays**

We employ the standard working hours system to regulate attendance management. Employees are entitled to overtime pay if they obtain prior approval. We provide employees with paid days off from work for national public holidays, maternity leave and accompanying maternity leave, compassionate leave, medical treatment period and sick leave, personal leave and injury leave. Employees working for more than one year are entitled to paid annual leave and marriage leave.

## **Equality and Inclusiveness**

In strict compliance with national and local regulations, every department, organisation and personnel of the Group allows no biases against any employee based on race, gender, skin color, age, family background, tradition, religion, physical quality, national origin and other personal characteristics, so as to ensure that employees are treated in a fair and open manner in every aspect such as recruitment, duty performing, remuneration, training, promotion and compensation.

## **Labour Standard**

In accordance with the *Labour Law of the People's Republic of China*, *Labour Contract Law of the People's Republic of China*, *Provisions on the Prohibition of Using Child Labour* and other laws and regulations, we avoid any use of child labour and forced labour. According to *Labour and Personnel Regulations*, all new employees' identification cards will be checked before they join in the Group to ensure their ages meet requirements of laws and regulations. If any child labour occurs by accident, we will immediately terminate the employment contract and handle it properly according to the laws and regulations. Besides, according to *Attendance Regulations*, if any employee has to work overtime, he/she should apply to department manager and get the manager's approval. In the reporting period, the Group did not use child labour and forced labour.

# Environmental, Social and Governance Report

## Diverse Employee Activities

We pay close attention to demands of employees and organise meaningful events for employees, with an aim to share a warm family feeling among employees. We hold annual meeting every year to summarise and recognise the employees' work; organise various group activities and a 3-5 day department-wide outing according to actual situation; arrange team building expenditure for every department every year; organise employee tour expenditure every year; provide donations and help to employees who have difficulties due to illness, delivering love and mildness.

In the second half of 2022, we started the setting up of "Staff Library", carefully selected books and arranged comfortable reading environment. At present, the setting up of "staff library" has been completed, and a themed reading and thinking exchange event has been carried out. At the same time, the labour union uses "newspaper corner" and other publicity and education positions to carry out educational activities on national conditions and factory conditions, guiding the majority of employees to free their minds and offer suggestions for the development of the Group.

## Development and Training

We respect talents and apply sound regulations to select talents and explore employees' potential. Various types of training are provided based on work and employees' career needs. *Management Policy for Education and Training* was formulated to regulate training and continuing education. The following types of training are already in place:

- Internal Training:** Internal training includes routine training by internal trainer and external trainer.
- Orientation Training:** Within one week after any employee joins in the Group, Admin & HR department jointly with employing department conduct system trainings on policy and business.
- Professional Training:** Arrangements are made for employees to take external professional trainings based on employees' technical and business development demand.
- Work License Training:** Work license training and continuing education should be taken according to work demand.

Moreover, in order to promote employees' interpersonal communication and teamwork, Shanghai FDZJ has founded teamwork training fund to provide expenditure for every department, and developed *Regulations of Use of Teamwork Training Fund* to specify fund amount and usage.

In 2022, the Group invited China Chemical Enterprise Management Association, China Medical Education Association, State Medical Products Administration, National Adverse Drug Reaction Monitoring Center and other authorities and organizations to conduct a series of training for Departments of R&D, Quality Management, Clinical Quality Assurance, Logistics, Pharmacovigilance, etc. The training covers drug R&D management, pharmacovigilance knowledge and skills and risk management, pharmaceutical analysis skills improvement, IPEM courses, etc.

## Environmental, Social and Governance Report

During the reporting period, the Group organised a total of 44,952 hours of training. The percentage of employees trained and the average training hours completed per employee by gender, employee grade and employee function are shown as below:

Indicator Dimension	Detail	The Percentage of Employees Trained	The Average Training Hours Completed per Employee
<b>Gender</b>	Male	38.8%	68.5
	Female	61.2%	36.9
<b>Employee Grade</b>	Senior management	0.8%	30.9
	Middle management	3.2%	31.8
	Junior employees	96.0%	50.4
<b>Employee Function</b>	R&D	12.3%	41.5
	Marketing	68.6%	17.5
	Manufacturing	16.7%	170.2
	Administration personnel	2.4%	35.5

Note: Percentage of Employees Trained = the number of employees trained in the specified category during the reporting period/the total number of employees trained \*100%

Average Training Hours per Employee = total hours of training for that category of employees during the reporting period/number of employees for that category

### Safeguarding Employees' Safety and Health

We make efforts to safeguard employees' occupational health and safety, provide safe working environment and equipment, and implement safe working behaviours. We strictly observe the *Production Safety Law of the People's Republic of China*, the *National Emergency Plan for Work Safety Accidents* and other laws and regulations. In combination with the Group's operational characters, we have developed a sound emergency management system for safety accidents and a strict hazardous chemicals management procedure, continuously carry out safety education and emergency exercises, and provide employees with health examinations and examinations for occupational diseases, to ensure the safety of employees, equipment and assets. In the past three reporting periods, there was no work-related fatality. During the reporting period, the number of lost days due to work injury was zero.



## Environmental, Social and Governance Report

### Guaranteeing Production Safety

We develop an occupational health prevention and control plan every year to provide medical examinations for our employees, which includes orientation examination and on-the-job examination under the GMP as well as orientation, on-the-job and exit examinations to prevent employees from occupational diseases. We entrust qualified inspection and testing institution with regular inspection and testing on occupational hazard equipment, protection equipment and personal protection equipment. Occupational hazard factors testing report is provided by the institution. In addition, for employees' physical fitness, we carry out sports activities including swimming, badminton, table tennis, billiards, basketball, etc., and encourage employees' participation.

We have established an emergency command centre based on the principle of "reporting in time, responding rapidly and human oriented", to strengthen the organisation and management of emergency response activities. We popularise our accident emergency operation procedures among employees through the *Emergency Plan for Work Safety Accidents*, so that emergency rescue can be implemented rapidly, efficiently and orderly after an accident to protect employees' life safety and reduce property loss.



Conforming to the principle of "Prevention First and Human-oriented", we have developed the *Emergency Plan for Fire, Explosion and Chemical Accidents* and the *Hot Work Management Policy* and other regulations so that we can respond to and control accident rapidly and orderly, prevent pollution, protect production safety and employee life safety, and minimise loss and damage in case of any chemical, fire or explosion accident.

We combine accident emergency response with prevention work, enhance management of hazardous sources, and carry out accident prevention, prediction, warning and forecast. We have equipped fire-fighting equipment at work places such as fire pump station, fire hydrant, fire hammer, fire telephone, voice-activated alarm, fire sprinkler, smoke detector, etc. We have also posted evacuation map at visible places. Supplies and equipment are checked once every month to ensure that employees could use nearest emergency supplies in case of emergency accident. We also organised fire protection training and drill to raise employees' fire protection awareness and knowledge.

Besides, to standardise management regulations for hazardous materials and protect the safety of life, production and property, we have formulated the *Management Regulations for Toxic, Inflammable and Explosive Hazardous Materials* to regulate the purchase, acceptance, entering, storage, distribution and usage of hazardous materials as well as subsequent treatment and emergency treatment. We have developed standard safety protection operation procedures specifically for particular categories of hazardous materials.

- Hazardous materials should be managed by special personnel who have attended relevant training and obtained job skill certificate;
- Hazardous materials should be stored by category according to minimum safe storage amount, and enough safety distance should be arranged for passageway between stackings;
- Safety measures should be taken for places dedicated to storing chemicals, such as ventilation, anti-explosion, fire protection, lightning protection, extinguishment and sunblock according to materials' type and property;
- Hazardous chemicals, which easily burn, explode and produce toxic gas in case of fire or moist, should not be stored in any place which is open, humid, low-lying and easy to collect water.

In 2022, to verify the reliability and the validity of the Group's emergency plan on all fronts and strengthen the establishment of safety system, we conducted a series of emergency plan drills, including but not limited to leakage-related emergency response drills, fire drills, personal injury emergency response drills, chemical harm emergency response drills, etc.

### **Safety Culture Construction**

We ensure safe production and strengthen safety awareness education by implementing the *Management Policy for Production Safety Education and Training*. We organise emergency exercises to strengthen employees' safety awareness and emergency ability. We have established a safety production leading group, which takes charge of propaganda of laws, regulations, prevention of production safety accidents, risk avoidance, disaster avoidance, and common sense of self-rescue and mutual-rescue among all employees and organises safety education and training irregularly.

We organise safety education and training on three levels, including company level (level 1), workshop or department level (level 2), section or group level (level 3). Employees should take relevant training and pass the examination before taking up the posts. Pressure vessel operator, electrician, high matches electrician, metering personnel, driver and other special operation personnel should take technical training and get certificates from competent authority before taking special operation.

Besides, we conduct safety theme training from time to time. In 2022, we invited China Chemical Enterprise Management Association and Pudong New District Safety Production Training Center to conduct trainings for relevant departments on hazardous chemicals and EHS management for pharmaceutical enterprises.

## Environmental, Social and Governance Report

### ***Strengthening Pandemic Prevention and Control***

With the principle of “Prevention First and Safety Foremost”, the Group persisted on putting the life and health of employees in the first place, and issued the *Rules for the Prevention and Control of COVID-19 Pandemic* and other regulations on pandemic prevention and control. In addition, we conducted a series of effective measures to create a comfortable and safe office environment for employees, such as:

- ✓ Reasonable arrangement of the procurement, distribution and management of personal protective items such as disposable disinfectant, masks, etc., providing enough personal pandemic-prevention materials;
- ✓ Publicity of pandemic prevention and control knowledge through various approaches such as hanging banners and posting the knowledge on infectious pandemic prevention and control on publicity boards;
- ✓ Reduction of people-gathering meetings and adoption of staggered working hours to reduce the risk of cluster infection;
- ✓ More frequent disinfection of corridor handrails, door handles, elevator buttons, rest rooms and other public areas;
- ✓ Strict access management to working areas such as offices, factories, etc., with temperature check points arranged at the entrance and exit to strictly monitor the health of people;
- ✓ Arrangement of a quarantine area in the Company. The person with high temperature or suspicious person will be immediately transferred to quarantine area and reported to relevant authorities in a timely manner;
- ✓ Advocate employees to actively vaccinate against COVID-19.

## **PROTECT THE ENVIRONMENT**

In accordance with the *Energy Conservation Law of the People's Republic of China*, *Environmental Protection Law of the People's Republic of China*, *Atmospheric Pollution Prevention and Control Law of the People's Republic of China*, *Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste*, *Water Pollution Prevention and Control Law of the People's Republic of China* and other relevant laws and regulations, the Group always pays much attention to environmental protection. A leadership team for environmental protection management has been set up to work with department heads and form a sound management network. The list of the team members is updated every year. The Group did not commit any environmental-related violations during the past three years.

Adopting the vision for environmental and social sustainable development, the Group strives to prevent pollution, actively promote energy conservation and emission reduction and protect ecological diversity, thus to build an environment-friendly society.

During the reporting period, the Group has invested approximately RMB3,000,000 in environmental protection. To continuously improve the Group's environmental management, we set five-year environmental targets regarding emissions, waste, energy and water resources with 2020 as the base year.

Environmental Objectives	Five-Year Objectives	Progress in 2022
<b>Emissions</b>	<ul style="list-style-type: none"> <li>All waste water shall be treated and discharged in compliance with the standards</li> </ul>	Achieved
	<ul style="list-style-type: none"> <li>Gradually reduce Greenhouse Gas (GHG) emissions, reduce GHG emissions intensity by 5% by 2025</li> </ul>	Achieved
<b>Wastes</b>	<ul style="list-style-type: none"> <li>All hazardous and non-hazardous waste are entrusted to a qualified organization for disposal</li> </ul>	Achieved
	<ul style="list-style-type: none"> <li>Gradually reduce the discharge density of hazardous wastes</li> </ul>	Achieved
<b>Energy</b>	<ul style="list-style-type: none"> <li>Gradually reduce energy consumption, reduce the intensity of energy consumption and GHG emissions by 5% by 2025</li> </ul>	Achieved
<b>Water Resources</b>	<ul style="list-style-type: none"> <li>Gradually reduce water usage, reduce water intensity by 5% by 2025</li> </ul>	Achieved

Note : During the reporting period, as is impacted by the epidemic and the fluctuations in revenue, the water intensity also fluctuated, however, the 2022 sub-target has been achieved.

## Proper Emissions Management

The Group continuously improves design, uses clean energy and resources, adopts advanced technologies and equipment, improves management and comprehensive utilisation in production, by which pollutions are reduced from the source, resources are used more efficiently, and generations and emissions of pollutants in production and services are reduced or avoided. The Group formulated *Environmental Protection Management Regulation* to guarantee the practical implementation of normalised measures and provide a basis for emission management.

Wastewater, exhaust gas, greenhouse gas, solid waste etc. consist of most of the pollutant discharge in the Group. In accordance with national standards, local standards and biopharmaceutical discharge standards, the Group invites qualified institutions to monitor effluents and air emissions. The Group has established environmental emergency response plans and emergency response flows for various discharges. In the reporting period, the Group did not commit violations related to emissions.

### ➤ Effluents and Air Emissions

Industrial effluents and domestic sewage from drug development and production consist of most of the wastewater in the Group. *Environmental Pollution Prevention Regulations and Standard Operation Regulation of Effluent Comprehensive Treatment Equipment* are developed to strictly control effluent emissions and comprehensively treat the effluents. Sewage is discharged into the municipal sewer system after being treated and reaching the discharge standards. In accordance with the *Discharge Standard of Pollutants for Bio-pharmaceutical Industry*, the Group adopts primary treatment to effluents which cannot be directly discharged and accepts irregular monitoring by relevant authorities.

## Environmental, Social and Governance Report

Exhaust gas from drug development and production consists of most of the air emissions in the Group. In accordance with *Industrial Air Emissions Standard of Shanghai*, the Group developed *Standard Operation Procedures of Air Emission Treatment Equipment* to regulate and control operation of air treatment equipment to make the air emissions reach relevant standard.

In 2022, an online volatile organic compounds (VOC) testing system was installed in the exhaust gas treatment tower of the active pharmaceutical ingredients production workshop in Taizhou FDZJ, which could provide reliable data for the replacement and maintenance of the activated carbon in the exhaust gas treatment tower. It effectively reduces the cost for the periodic replacement and maintenance and prevents the environment be polluted by the emission of unqualified exhaust gas.

During the reporting period, the Group's KPIs related to emissions are shown as below:

Types of Emissions	2022	2021	2020
Wastewater (tonne)	47,586.60	46,284.10	40,827.90
COD (kg)	900.32	1,908.62	1,643.62

Note: The Group's COD emissions data is calculated according to the amount of wastewater multiplied by the concentration of COD detected periodically. The Group's COD emission is related to the project arrangements such as clinical and production inspection and approval of the products and research and development progress.

### ➤ Wastes

Hazardous and non-hazardous wastes are produced from drug research and production by various departments in the Group.

The Group has registered with Solid Waste Management Information System in Shanghai and Taizhou to monitor the treatment of wastes, and conducted strict management over wastes as per *Regulations on Treatment and Management of Industrial Wastes* and *Regulations on Management of Wastes*. The Group requires departments to fill in the *Application Form for Industrial Waste Treatment* which requires material name, packing specification, chemical property, component, content, amount, waste form and waste reason. The form is checked and archived by dedicated management personnel. After being approved and signed by leader of competent authority, wastes are stored in specified waste storage room or neutralisation tank.

The Group entrusts professional institutions which have *Shanghai Hazardous Wastes Disposal Permit* and hazardous treatment qualification certificate to treat hazardous wastes. The non-hazardous wastes are collected and treated by local Municipal Environmental Sanitation Department.

During the reporting period, the Group's KPIs related to hazardous and non-hazardous waste discharge are shown as below:

<b>Wastes</b>	<b>2022</b>	2021	2020
Hazardous Waste Emissions in Total (tonne)	<b>176.07</b>	96.90	117.05
Intensity (tonne/million RMB of revenue)	<b>0.17</b>	0.08	0.14
Non-hazardous Waste Emissions in Total (tonne)	<b>38.96</b>	47.21	34.01
Intensity (tonne/million RMB of revenue)	<b>0.04</b>	0.04	0.04

Notes:

1. The types and emissions of hazardous wastes of the Group are calculated according to the Hazardous Wastes Transfer Form. During the reporting period, the total emission of hazardous waste increases compared with the prior reporting period because of the acceleration of the progress of clinical application and project approval of antibody-drug conjugate (ADC) related products;
2. The Group's non-hazardous wastes only include domestic wastes and are collected and disposed by the local Municipal Environmental Sanitation Department, which estimates the total amount of wastes and charge the Group accordingly.

## Resources Conservation

Resources used by the Group are principally electricity, water and natural gas. The Group has developed *Management Procedure of Energy and Resources* to use energy/resource effectively and reasonably, improve usage efficiency, reduce waste and implement the principles of saving energy, reducing consumption, reducing pollution, and improving efficiency.

The Group motivates departments to save energy and water through an energy and water-conservation performance management system. Historical data and the actual production conditions are considered to set energy and water-conservation targets for departments. Department heads should develop energy and water-conservation targets for their department according to the Group's energy and water-conservation targets. Departments of using production resources should improve utilisation of raw materials, take measures to reduce unqualified product rate, gradually reduce resources used for unit product, promote regular statistics and analysis on resources loss, make solutions and decide the agenda and responsible person. Resource consumption in departments is monitored and measured regularly. Reason analysis should be conducted for the projects which do not complete energy and water-conservation plan. Relevant measures should be made and the implementation of the measures should be supervised and examined.

The Group seasonally adjusts the high electricity consumption equipment such as air conditioner in clean plant to reduce load. After energy-conservation reconstruction, warm water generated in heat source of water equipment, such as heat exchange of cooling water in distilled water machine and pure steam generator, is used as boiler makeup water. This could recycle boiler water, reduce cooling water discharge, not only save water, but also cut down boiler heat consumption, saving energy and reducing emissions. Besides, Taizhou FDZJ installed solar photovoltaic grid-connected power generation facilities on the roof of the factory. It is estimated that the average annual power generated to the power grid will be about 500,000 KWh.

## Environmental, Social and Governance Report

In 2022, Taizhou FDZJ implemented an energy-saving renovation that decreases the circulating temperature of injection water for production. The circulating temperature was changed to 73°C from 82°C through the automatic control setting (including the switch of cold and hot media of cooling module), saving 44,928 KWh each year.

During the reporting period, the Group's KPIs for resources usage are as follows:

<b>Resource Consumption</b>	<b>2022</b>	2021	2020
Diesel (MWh)	<b>0.17</b>	0.20	0.13
Gasoline (MWh)	<b>58.05</b>	78.96	78.43
Natural Gas (MWh)	<b>3,492.87</b>	3,440.49	3,424.52
Total Direct Energy (MWh)	<b>3,551.09</b>	3,519.65	3,503.08
Electricity (MWh)	<b>11,274.60</b>	11,458.90	11,108.52
Total Indirect Energy (MWh)	<b>11,274.60</b>	11,458.90	11,108.52
Total Energy Consumption (MWh)	<b>14,825.69</b>	14,978.55	14,611.60
Intensity (MWh/Million RMB of Revenue)	<b>14.38</b>	13.14	17.52
Total Water Consumption (tonne)	<b>91,671.40</b>	86,948.00	73,931.00
Intensity (tonne/Million RMB of Revenue)	<b>88.90</b>	76.25	88.67
Packaging Materials in Total (tonne)	<b>48.44</b>	53.26	48.76

Notes:

- Total energy consumption is calculated based on the amount of electricity purchased and the consumption of natural gas, diesel and gasoline considering the default parameter values to fossil fuel as shown in Attached Table 1 and default fuel densities as shown in Attached Table 2 to the Accounting Methods and Reporting Guide for Greenhouse Gas Emissions from Chemical Industry Enterprises issued by the National Development and Reform Commission (NDRC).
- The Group's products are complex and diverse, so it is difficult to accurately measure the total weight of the products. Therefore, this report does not disclose the KPI A2.5 packaging material used for finished products per unit of production. We will disclose this KPI in the future.
- The Group's water consumption is mainly from production and domestic water. With tap water as water source, water demands for daily operation can be satisfied.
- During the reporting period, as is impacted by the epidemic and the fluctuations in revenue, the intensity of total energy and water consumption increase compared with the prior reporting period.
- As the Group's production activities only involve the development and production of drugs and the Group does not use other environmental and natural resources, A3 The environmental and natural resources and A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them are inapplicable and therefore not disclosed in this report.

## Response to Climate Change

Global climate change has a profound impact on human survival and restricts sustainable development on enterprise. Accelerating adaptation to climate change is a common global issue. We continue to monitor the impact of climate change trends and regulations evolution at home and abroad on the pharmaceutical industry and our business operations. The ESG working group of the Group actively identifies the risks and opportunities that the Group faces in relation to climate change, develops the desired response, and reports regularly to senior management and the Board.

Since the Group is not involved in large-scale production activities, does not consume much energy and produce a large amount of emissions, we face low climate transition risks from policies, regulations, technology, markets, reputation, etc. In order to cope with the operational risks that may arise from extreme weather and natural disasters such as typhoons, rainstorms and floods, we have developed corresponding emergency procedures and protective measures to minimize losses.

Energy indirect greenhouse gas emissions (scope II) mainly resulted from electricity consumption of production equipment and in workplaces of the Group. Direct greenhouse gas emissions (scope I) resulted from natural gas used by boiler, naphtha and diesel oil used by vehicles and small number of fire extinguishers. The Group makes efforts to reduce greenhouse gas emissions by improving energy efficiency. Detailed energy-conservation measures are shown in Section “Resources Conservation”.

During the reporting period, the Group’s KPIs related to greenhouse gas emissions are shown as below:

Greenhouse gas	2022	2021	2020
Direct Greenhouse Gas Emissions (Scope I) (tCO <sub>2</sub> e)	<b>712.60</b>	707.25	703.91
Energy Indirect Greenhouse Gas Emissions (Scope II) (tCO <sub>2</sub> e)	<b>7,931.68</b>	8,061.34	7,814.85
Total Greenhouse Gas Emissions (tCO <sub>2</sub> e)	<b>8,644.28</b>	8,768.59	8,518.76
Intensity (tCO <sub>2</sub> e/million RMB of revenue)	<b>8.38</b>	7.69	10.22

Note:

- Greenhouse gas emissions are presented in CO<sub>2</sub>e, accounting method and conversion factors come from the Accounting Methods and Reporting Guide for Greenhouse Gas Emissions from Chemical Industry Enterprises issued by the NDRC.
- During the reporting period, as is impacted by the epidemic and the fluctuations in revenue, the intensity of total greenhouse gas emissions increases compared with the prior reporting period.



# Environmental, Social and Governance Report

## PARTICIPATION IN CHARITABLE ACTIVITIES

At the same time of creating value for shareholders and creating wealth for customers, the Group actively devotes itself to public services, pays attention to vulnerable groups and poverty-stricken people, fulfils social responsibilities, and promotes harmonious development of community, company and regional economy. The Group established *Management Regulations of Charity* and *Public Benefit Activities* to regulate community investment activities.

### Charitable Activities

The Group has cooperated with Beijing Public Health Foundation to launch a charity programme named “For Their Tomorrow” since April 2020 to help the low-income patients or those living on subsistence allowance obtain longer and effective medical treatment, alleviate the economic burden of these patients and improve their quality of life. During the reporting period, we donated medicines worth more than RMB 35,000,000.

### Promoting Rural Education

During the reporting period, the Group donated teaching equipment worth more than RMB 50,000 to Huangyang Town Central Kindergarten in Liangzhou District, Wuwei City, Gansu Province, upgrading the equipment in the kindergarten and improving the teaching environment and quality.

### Promoting Agriculture and Forestry Industry

During the reporting period, the Group purchased agriculture products from Gansu Runseng Agricultural Science and Technology Development Co. Ltd., actively responded to and participated in national farmers assisting and poverty elimination project.

### Improving Rural Environment

During the reporting period, the Group donated RMB 80,000 to Puladi Country government, Gongshan County, Nujiang Prefecture, Yunnan Province through Shanghai Zhangjiang Town Chamber of Commerce to support the Puladi Country old houses reconstruction project and promote overall rural revitalization.

# INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.

## OPINION

### What we have audited

We have audited the accompanying financial statements of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (hereinafter the "Company"), which comprise:

- the consolidated and company balance sheets as at 31 December 2022;
- the consolidated and company income statements for the year then ended;
- the consolidated and company cash flow statements for the year then ended;
- the consolidated and company statements of changes in equity for the year then ended; and
- notes to the financial statements.

### Our opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated and company's financial position of the Company as at 31 December 2022, and its consolidated and company's financial performance and cash flows for the year then ended in accordance with the requirements of Accounting Standards for Business Enterprises ("CASs").

### BASIS FOR OPINION

We conducted our audit in accordance with China Standards on Auditing ("CSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the Company in accordance with the Code of Ethics for Professional Accountants of the Chinese Institute of Certified Public Accountants ("CICPA Code"), and we have fulfilled our other ethical responsibilities in accordance with the CICPA Code.

### KEY AUDIT MATTERS

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

To the Shareholders of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.

## KEY AUDIT MATTERS (continued)

A key audit matter identified in our audit is capitalisation of development costs:

### Key Audit Matter

#### **Capitalisation of development costs**

Refer to Note 2(13)(f), Note 2(25)(a)(i) and Note 5(14) (Development costs) to the financial statements.

As part of its principal activities, the Company and its subsidiaries (the "Group") researches and develops various bio-pharmaceutical know-how and medical techniques for future commercialisation. The Group incurred total research and development expenditures of RMB233.66 million during the year ended 31 December 2022, of which RMB226.85 million was included in profit or loss in the current period whereas RMB6.81 million was capitalised and included in the ending balance of development costs. The balance as at 31 December 2022 of the development costs was RMB34.83 million.

Expenditures on the research phase are recognised in profit or loss as incurred in the current period. Expenditures on the development phase are capitalised only if all of the conditions for capitalisation are satisfied. Management judges whether development costs can be capitalised based on its future economic benefits, technical feasibility and etc.

We focused on this area mainly due to the large amount of the research and development expenditures incurred, and the management capitalising a portion of the research and development expenditures with their subjective judgements involved in assessing whether the criteria for capitalisation of development costs for each individual project have been met, particularly:

- The technical feasibility; and
- The project delivering future economic benefits.

### How our audit addressed the Key Audit Matter

We assessed the inherent risk of material misstatement by considering the degree of subjectivity involved in management uncertainty level of accounting estimates, judgements and level of other inherent risk factors, including management bias.

We understood, evaluated and tested on a sample basis, the effectiveness of key control design and execution related to the capitalisation of development costs.

We obtained a detail listing of all individual research and development projects with expenditure incurred and amounts capitalised during the year, inquired with management about the research and development projects' progress, and assessed the reasonableness of expensing relevant expenditures in profit or loss. We reconciled expenditures in the detail listing of research and development projects to the general ledger and checked then to related supporting evidence on a sample basis.

For projects with amounts capitalised during the year, we assessed the reasonableness of the management's capitalisation of these expenditures, in particular on their judgements on the technical feasibility, and future economic benefits of the projects as well as the estimates in applying corresponding assumptions.

- We assessed the appropriateness of management's judgements on technical feasibility by reference to the Group's technical milestone reports, the application documents submitted to government departments, the periodic feedback from government departments, relevant available approval (if any), certificate or registration from/with government authorities (if any), or the Group's past experience of successful development projects.

To the Shareholders of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.

## KEY AUDIT MATTERS (continued)

### Key Audit Matter

Meanwhile, for future economic benefits, management developed assumptions and estimated market scale, market share, gross profit and etc. These judgements are subjective and the estimates are uncertain.

### How our audit addressed the Key Audit Matter

- For management's judgements on future economic benefits, we assessed key assumptions used. We evaluated the key assumptions including market scale, market share, gross profit and the concluded future economic benefits by referencing to the historical experience and relevant market studies.
- We also performed the sensitivity analysis around the key assumptions used in the forecast to ascertain the extent of change in those assumptions that would have negative impacts on the future profitability.

We found that management's judgements on capitalisation of development costs and the estimates in applying assumptions were supported by the audit evidence obtained.

## OTHER INFORMATION

Management of the Company is responsible for the other information. The other information comprises all of the information included in 2022 annual report of the Company other than the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management of the Company is responsible for the preparation and fair presentation of these financial statements in accordance with the CASs, and for such internal control as management designs, executes and maintains is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

To the Shareholders of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.

### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS (CONT'D)

In preparing these financial statements, management is responsible for assessing the Company'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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether these 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with CSAs 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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 Company'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 these 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 Company to cease to continue as a going concern.

To the Shareholders of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

- Evaluate the overall presentation (including the disclosures), structure and content of the financial statements, and whether the 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 financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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 those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.

PricewaterhouseCoopers Zhong Tian LLP  
Shanghai, the People's Republic of China

Signing CPA

Jin Zhang  
(Engagement Partner)

27 March 2023

Signing CPA

Yi Ting Chen

# CONSOLIDATED BALANCE SHEET

As at 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

ASSETS	Note	31 December 2022 Consolidated	31 December 2021 Consolidated
<b>Current assets</b>			
Cash at bank and on hand	5(1)	1,289,302,664	1,208,880,911
Notes receivables	5(2)	172,740,246	118,128,532
Accounts receivables	5(3)	506,383,690	554,358,745
Advances to suppliers	5(4)	17,987,140	5,946,869
Other receivables	5(5)	4,870,442	3,959,958
Inventories	5(6)	40,526,760	35,625,222
Current portion of non-current assets	5(7)	33,320,625	–
Other current assets	5(8)	4,057,218	1,045,541
<b>Total current assets</b>		<b>2,069,188,785</b>	1,927,945,778
<b>Non-current assets</b>			
Investments in other equity instruments	5(9)	604,241	2,047,212
Long-term equity investments	5(10)	305,767,001	325,816,669
Fixed assets	5(11)	206,262,520	222,888,650
Construction in progress	5(12)	122,371,274	48,899,044
Right-of-use assets	5(13)	22,876,981	30,135,883
Intangible assets	5(14)	62,321,642	88,455,575
Development costs	5(14)	34,825,737	28,017,508
Goodwill	5(15)	–	–
Long-term prepaid expenses	5(16)	8,261,211	8,098,158
Deferred tax assets	5(17)	85,903,680	79,224,372
Other non-current assets	5(18)	57,624,200	19,643,419
<b>Total non-current assets</b>		<b>906,818,487</b>	853,226,490
<b>TOTAL ASSETS</b>		<b>2,976,007,272</b>	2,781,172,268

## Consolidated Balance Sheet

As at 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

LIABILITIES AND SHAREHOLDERS' EQUITY	Note	31 December 2022 Consolidated	31 December 2021 Consolidated
<b>Current liabilities</b>			
Short-term borrowings	5(20)	101,000,000	–
Accounts payables	5(21)	7,431,420	8,166,235
Contract liabilities	5(22)	308,923	1,116,833
Employee benefits payable	5(23)	27,761,585	36,493,188
Taxes payable	5(24)	9,611,771	29,719,335
Other payables	5(25)	518,974,183	443,978,184
Current portion of non-current liabilities	5(27)	8,216,162	8,675,506
Other current liabilities	5(26)	40,160	46,568
<b>Total current liabilities</b>		<b>673,344,204</b>	528,195,849
<b>Non-current liabilities</b>			
Lease liabilities	5(27)	15,598,764	22,588,468
Deferred income	5(28)	34,042,949	40,797,981
<b>Total Non-current liabilities</b>		<b>49,641,713</b>	63,386,449
<b>Total liabilities</b>		<b>722,985,917</b>	591,582,298
<b>Shareholders' equity</b>			
Paid-in capital	5(29)	102,900,000	104,300,000
Capital surplus	5(30)	1,225,008,937	1,265,093,686
Less: Treasury stock	5(31)	–	(40,824,137)
Other comprehensive income	5(32)	(5,201,021)	(4,050,820)
Surplus reserve	5(33)	52,150,000	52,150,000
Undistributed profits	5(34)	882,244,301	816,277,203
<b>Total equity attributable to shareholders of the Company</b>		<b>2,257,102,217</b>	2,192,945,932
<b>Minority interests</b>		<b>(4,080,862)</b>	(3,355,962)
<b>Total shareholders' equity</b>		<b>2,253,021,355</b>	2,189,589,970
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>2,976,007,272</b>	2,781,172,268

The accompanying notes form an integral part of these financial statements.

Legal representative:  
Wang Haibo

Principal in charge of accounting:  
Xue Yan

Head of accounting department:  
Zhang Wen



# COMPANY BALANCE SHEET

As at 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

ASSETS	Note	31 December 2022 Company	31 December 2021 Company
<b>Current assets</b>			
Cash at bank and on hand		1,187,769,137	1,083,259,371
Notes receivables	16(1)	171,417,288	107,227,432
Accounts receivables	16(2)	453,992,988	510,797,437
Advances to suppliers		7,339,954	6,543,504
Other receivables	16(3)	72,727,084	28,629,372
Inventories		19,268,923	19,589,201
Current portion of non-current assets		33,320,625	–
<b>Total current assets</b>		<b>1,945,835,999</b>	1,756,046,317
<b>Non-current assets</b>			
Long-term equity investments	16(4)	755,137,282	775,912,364
Fixed assets		120,872,439	122,782,902
Right-of-use assets	16(5)	22,743,759	29,602,989
Intangible assets		12,852,169	13,976,227
Development costs		34,825,737	28,017,508
Long-term prepaid expenses		7,724,654	7,411,601
Deferred tax assets		87,848,723	89,681,142
Other non-current assets		12,770,213	8,235,989
<b>Total non-current assets</b>		<b>1,054,774,976</b>	1,075,620,722
<b>TOTAL ASSETS</b>		<b>3,000,610,975</b>	2,831,667,039

## Company Balance Sheet

As at 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

LIABILITIES AND SHAREHOLDERS' EQUITY	Note	31 December 2022 Company	31 December 2021 Company
<b>Current liabilities</b>			
Short-term borrowings		101,000,000	–
Accounts payables		6,465,403	7,144,200
Contract liabilities		174,832	969,591
Employee benefits payable		25,499,579	30,027,448
Taxes payable		9,441,336	26,571,412
Other payables		482,422,764	409,219,237
Current portion of non-current liabilities	16(6)	8,076,240	8,287,185
Other current liabilities		22,728	27,427
<b>Total current liabilities</b>		<b>633,102,882</b>	482,246,500
<b>Non-current liabilities</b>			
Lease liabilities	16(6)	15,598,764	22,427,198
Deferred income		29,988,199	34,426,231
<b>Total non-current liabilities</b>		<b>45,586,963</b>	56,853,429
<b>Total liabilities</b>		<b>678,689,845</b>	539,099,929
<b>Shareholders' equity</b>			
Paid-in capital		102,900,000	104,300,000
Capital surplus		1,303,199,293	1,343,284,042
Less: Treasury stock		–	(40,824,137)
Surplus reserve		52,150,000	52,150,000
Undistributed profits		863,671,837	833,657,205
<b>Total shareholders' equity</b>		<b>2,321,921,130</b>	2,292,567,110
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>3,000,610,975</b>	2,831,667,039

The accompanying notes form an integral part of these financial statements.

Legal representative:  
Wang Haibo

Principal in charge of accounting:  
Xue Yan

Head of accounting department:  
Zhang Wen

# CONSOLIDATED INCOME STATEMENTS

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

	Note	2022 Consolidated	2021 Consolidated
<b>Revenue</b>	5(35)	<b>1,031,159,838</b>	1,140,313,088
Less: Cost of sales	5(35), 5(41)	<b>(84,062,068)</b>	(80,955,367)
Taxes and surcharges	5(36)	<b>(6,841,300)</b>	(6,148,724)
Selling expenses	5(37), 5(41)	<b>(554,630,970)</b>	(599,696,956)
General and administrative expenses	5(38), 5(41)	<b>(44,869,180)</b>	(60,560,128)
R&D expenses	5(39), 5(41)	<b>(226,850,903)</b>	(224,387,287)
Financial income – net	5(40)	<b>8,788,607</b>	4,087,716
Including: Interest expenses		<b>(1,538,255)</b>	(1,055,144)
Interest income		<b>11,293,953</b>	5,134,488
Add: Other income	5(42)	<b>10,465,267</b>	21,687,330
Investment (losses)/income	5(43)	<b>(1,284,580)</b>	20,755,904
Including: Share of losses of associates and joint ventures		<b>(20,399,820)</b>	(1,602,240)
Credit impairment reverse	5(44)	<b>2,412,535</b>	563,359
Asset impairment losses	5(45)	<b>(2,937,576)</b>	(65,923)
Gains on disposals of assets	5(46)	<b>1,921,767</b>	1,784,690
<b>Operating profit</b>		<b>133,271,437</b>	217,377,702
Add: Non-operating income	5(47)	<b>854,053</b>	845,518
Less: Non-operating expenses	5(48)	<b>(1,831,942)</b>	(2,302,351)
<b>Total profit</b>		<b>132,293,548</b>	215,920,869
Less: Income tax expenses	5(49)	<b>4,978,650</b>	(3,540,164)
<b>Net profit</b>		<b>137,272,198</b>	212,380,705
Classified by continuity of operations			
Net profit from continuing operations		<b>137,272,198</b>	212,380,705
Net profit from discontinued operations		<b>–</b>	–
Classified by ownership of the equity			
Attributable to shareholders of the Company		<b>137,997,098</b>	213,295,758
Minority interests		<b>(724,900)</b>	(915,053)

## Consolidated Income Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

	Note	2022 Consolidated	2021 Consolidated
<b>Other comprehensive income, net of tax</b>			
Other comprehensive income that will not be reclassified to profit or loss			
Changes in the fair value of investments in other equity instruments		<b>(1,442,971)</b>	(3,205,915)
Other comprehensive income that will be reclassified to profit or loss			
Differences on translation of foreign currency financial statements		<b>292,770</b>	(74,183)
		<b>(1,150,201)</b>	(3,280,098)
<b>Total comprehensive income</b>			
		<b>136,121,997</b>	209,100,607
Attributable to the shareholders of the Company			
		<b>136,846,897</b>	210,015,660
Attributable to minority interests			
		<b>(724,900)</b>	(915,053)
		<b>136,121,997</b>	209,100,607
<b>Earnings per share</b>			
Basic earnings per share	5(50)	<b>0.13</b>	0.21
Diluted earnings per share	5(50)	<b>0.13</b>	0.20

The accompanying notes form an integral part of these financial statements.

Legal representative:  
Wang Haibo

Principal in charge of accounting:  
Xue Yan

Head of accounting department:  
Zhang Wen

# COMPANY INCOME STATEMENTS

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

	Note	2022 Company	2021 Company
<b>Revenue</b>	16(7)	<b>929,028,817</b>	1,020,672,095
Less: Cost of sales	16(7)	<b>(59,473,313)</b>	(58,966,798)
Taxes and surcharges		<b>(4,520,378)</b>	(3,177,545)
Selling expenses		<b>(517,214,351)</b>	(558,356,893)
General and administrative expenses		<b>(32,797,400)</b>	(37,494,961)
R&D expenses		<b>(223,183,454)</b>	(217,533,086)
Financial income – net		<b>7,640,548</b>	4,247,505
Including: Interest expenses		<b>(1,527,168)</b>	(1,028,869)
Interest income		<b>10,119,687</b>	5,248,910
Add: Other income		<b>7,332,420</b>	6,207,926
Investment (losses)/income	16(8)	<b>(882,121)</b>	26,927,727
Including: Share of losses of associates and joint ventures		<b>(20,399,820)</b>	(515,058)
Credit impairment (losses)/reverse		<b>(592,390)</b>	564,084
Asset impairment losses		<b>(698,906)</b>	(7,665,923)
Gains on disposals of assets		<b>1,280,082</b>	1,605,044
<b>Operating profit</b>		<b>105,919,554</b>	177,029,175
Add: Non-operating income		<b>846,984</b>	838,170
Less: Non-operating expenses		<b>(1,188,829)</b>	(2,245,552)
<b>Total profit</b>		<b>105,577,709</b>	175,621,793
Less: Income tax expenses		<b>(3,533,077)</b>	(2,400,164)
<b>Net profit</b>		<b>102,044,632</b>	173,221,629
Classified by continuity of operations			
Net profit from continuing operations		<b>102,044,632</b>	173,221,629
Net profit from discontinued operations		–	–
<b>Other comprehensive income, net of tax</b>		–	–
<b>Total comprehensive income</b>		<b>102,044,632</b>	173,221,629

The accompanying notes form an integral part of these financial statements.

Legal representative:

Wang Haibo

Principal in charge of accounting:

Xue Yan

Head of accounting department:

Zhang Wen

# CONSOLIDATED CASH FLOW STATEMENTS

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

	Note	2022 Consolidated	2021 Consolidated
<b>Cash flows from operating activities</b>			
Cash received from sales of goods or rendering of services		1,052,269,863	1,119,991,690
Refund of taxes and surcharges		–	7,933,500
Cash received relating to other operating activities	5(51)(a)	25,332,790	28,553,198
<b>Sub-total of cash inflows</b>		<b>1,077,602,653</b>	1,156,478,388
Cash paid for goods and services		(559,903,298)	(573,126,122)
Cash paid to and on behalf of employees		(218,447,249)	(181,303,491)
Payments of taxes and surcharges		(68,660,220)	(76,051,346)
Cash paid relating to other operating activities	5(51)(b)	(65,323,264)	(57,097,654)
<b>Sub-total of cash outflows</b>		<b>(912,334,031)</b>	(887,578,613)
<b>Net cash flows from operating activities</b>	5(51)(f)	<b>165,268,622</b>	268,899,775
<b>Cash flows used in investing activities</b>			
Net cash received from disposal of fixed assets		1,441,505	1,706,401
Net cash received from disposal of subsidiaries		–	6,339,800
Cash received relating to other investing activities	5(51)(c)	4,018,115,240	3,242,158,144
<b>Sub-total of cash inflows</b>		<b>4,019,556,745</b>	3,250,204,345
Cash paid to acquire fixed assets, intangible assets and other long-term assets		(87,304,314)	(120,115,971)
Net cash paid to acquire associates		–	(265,959,483)
Cash paid relating to other investing activities	5(51)(d)	(4,029,000,000)	(3,219,800,000)
<b>Sub-total of cash outflows</b>		<b>(4,116,304,314)</b>	(3,605,875,454)
<b>Net cash flows used in investment activities</b>		<b>(96,747,569)</b>	(355,671,109)

## Consolidated Cash Flow Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

	Note	2022 Consolidated	2021 Consolidated
<b>Cash flows from/(used in) financing activities</b>			
Cash received from borrowings		101,000,000	–
<b>Sub-total of cash inflows</b>		101,000,000	–
Cash payments for distribution of dividends, profits or interest expenses		(71,038,948)	(52,150,000)
Cash payments relating to other financing activities	5(51)(e)	(18,353,122)	(49,013,764)
<b>Sub-total of cash outflows</b>		(89,392,070)	(101,163,764)
<b>Net cash flows from/(used in) financing activities</b>		11,607,930	(101,163,764)
<b>Effect of foreign exchange rate changes on cash and cash equivalents</b>			
		292,770	(74,183)
<b>Net increase/(decrease) in cash and cash equivalents</b>	5(51)(g)	80,421,753	(188,009,281)
Add: Cash and cash equivalents at the beginning of the year	5(51)(g)	1,208,880,911	1,396,890,192
<b>Cash and cash equivalents at the end of the year</b>	5(51)(g)	1,289,302,664	1,208,880,911

The accompanying notes form an integral part of these financial statements.

Legal representative:  
Wang Haibo

Principal in charge of accounting:  
Xue Yan

Head of accounting department:  
Zhang Wen

# COMPANY CASH FLOW STATEMENTS

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

	Note	<b>2022</b>	2021
		<b>Company</b>	Company
<b>Cash flows from operating activities</b>			
Cash received from sales of goods or rendering of services		<b>931,753,930</b>	1,009,252,697
Refund of taxes and surcharges		–	7,933,500
Cash received relating to other operating activities		<b>72,709,662</b>	158,662,475
<b>Sub-total of cash inflows</b>		<b>1,004,463,592</b>	1,175,848,672
Cash paid for goods and services		<b>(535,095,269)</b>	(559,497,766)
Cash paid to and on behalf of employees		<b>(186,595,202)</b>	(143,989,006)
Payments of taxes and surcharges		<b>(54,608,109)</b>	(60,180,594)
Cash paid relating to other operating activities		<b>(106,106,096)</b>	(66,345,811)
<b>Sub-total of cash outflows</b>		<b>(882,404,676)</b>	(830,013,177)
<b>Net cash flows from operating activities</b>		<b>122,058,916</b>	345,835,495
<b>Cash flows used in investing activities</b>			
Net cash received from disposal of fixed assets		<b>1,268,216</b>	1,526,754
Net cash received from disposal of subsidiaries		–	6,339,800
Cash received relating to other investing activities		<b>3,468,517,699</b>	3,157,242,785
<b>Sub-total of cash inflows</b>		<b>3,469,785,915</b>	3,165,109,339
Cash paid to acquire fixed assets, intangible assets and other long-term assets		<b>(21,564,593)</b>	(63,265,099)
Cash paid to acquire investments		–	(200,000,000)
Net cash paid to acquire associates and joint ventures		–	(265,959,483)
Cash paid relating to other investing activities		<b>(3,479,000,000)</b>	(3,129,800,000)
<b>Sub-total of cash outflows</b>		<b>(3,500,564,593)</b>	(3,659,024,582)
<b>Net cash flows used in investing activities</b>		<b>(30,778,678)</b>	(493,915,243)



## Company Cash Flow Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

Note	2022 Company	2021 Company
<b>Cash flows from/(used in) financing activities</b>		
Cash received from borrowings	101,000,000	–
<b>Sub-total of cash inflows</b>	<b>101,000,000</b>	–
Cash payments for distribution of dividends, profits or interest expenses	(71,038,948)	(52,150,000)
Cash payments relating to other financing activities	(16,731,524)	(48,593,008)
<b>Sub-total of cash outflows</b>	<b>(87,770,472)</b>	(100,743,008)
<b>Net cash flows from/(used in) financing activities</b>	<b>13,229,528</b>	(100,743,008)
<b>Effect of foreign exchange rate changes on cash and cash equivalents</b>		
	–	–
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>104,509,766</b>	(248,822,756)
Add: Cash and cash equivalents at the beginning of the year	1,083,259,371	1,332,082,127
<b>Cash and cash equivalents at the end of the year</b>	<b>1,187,769,137</b>	1,083,259,371

The accompanying notes form an integral part of these financial statements.

Legal representative:  
Wang Haibo

Principal in charge of accounting:  
Xue Yan

Head of accounting department:  
Zhang Wen

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

Item	Paid-in capital	Capital surplus	Attributable to shareholders of the Company		Surplus reserve	Undistributed profits	Minority interests	Total Shareholders' equity
			Less: Treasury stock	Other comprehensive income				
<b>Balance at 1 January 2021</b>	104,300,000	1,200,120,029	-	(770,722)	52,150,000	655,131,445	(2,440,909)	2,008,489,843
<b>Movements for the year ended 31 December 2021</b>								
Total comprehensive income								
Net profit	-	-	-	-	-	213,295,758	(915,053)	212,380,705
Other comprehensive income	-	-	-	(3,280,098)	-	-	-	(3,280,098)
Capital contribution and withdrawal by shareholders								
Amount of share-based payment included in shareholders' equity (Note 6)	-	64,973,657	-	-	-	-	-	64,973,657
Shares repurchase	-	-	(40,824,137)	-	-	-	-	(40,824,137)
Profit distribution								
Profit distribution to shareholders (Note 5(34))	-	-	-	-	-	(52,150,000)	-	(52,150,000)
<b>Balance at 31 December 2021</b>	104,300,000	1,265,093,686	(40,824,137)	(4,050,820)	52,150,000	816,277,203	(3,355,962)	2,189,589,970

The accompanying notes form an integral part of these financial statements.

Legal representative:  
Wang Haibo

Principal in charge of accounting:  
Xue Yan

Head of accounting department:  
Zhang Wen

## Consolidated Statement of Changes in Equity

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

Item	Attributable to shareholders of the Company						Minority interests	Total shareholders' equity
	Paid-in capital	Capital surplus	Less: Treasury stock	Other comprehensive income	Surplus reserve	Undistributed profits		
<b>Balance at 1 January 2022</b>	104,300,000	1,265,093,686	(40,824,137)	(4,050,820)	52,150,000	816,277,203	(3,355,962)	2,189,589,970
<b>Movements for the year ended 31 December 2022</b>								
Total comprehensive income								
Net profit	-	-	-	-	-	137,997,098	(724,900)	137,272,198
Other comprehensive income	-	-	-	(1,150,201)	-	-	-	(1,150,201)
Capital contribution and withdrawal by shareholders								
Amount of share-based payment included in shareholders' equity (Note 6)	-	7,688,778	-	-	-	-	-	7,688,778
Shares repurchase (Note 5(31))	-	-	(8,699,542)	-	-	-	-	(8,699,542)
Others (Note 5(31))	(1,400,000)	(48,123,679)	49,523,679	-	-	-	-	-
Profit distribution								
Profit distribution to shareholders (Note 5(34))	-	-	-	-	-	(72,030,000)	-	(72,030,000)
Others	-	350,152	-	-	-	-	-	350,152
<b>Balance at 31 December 2022</b>	102,900,000	1,225,008,937	-	(5,201,021)	52,150,000	882,244,301	(4,080,862)	2,253,021,355

The accompanying notes form an integral part of these financial statements.

Legal representative:

Wang Haibo

Principal in charge of accounting:

Xue Yan

Head of accounting department:

Zhang Wen

# COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

Item	Paid-in capital	Capital surplus	Less: Treasury stock	Surplus reserve	Undistributed profits	Total shareholders' equity
<b>Balance at 1 January 2021</b>	104,300,000	1,278,310,385	-	52,150,000	712,585,576	2,147,345,961
<b>Movements for the year ended 31 December 2021</b>						
Total comprehensive income						
Net profit	-	-	-	-	173,221,629	173,221,629
Capital contribution by shareholders						
Amount of share-based payment included in shareholders' equity	-	64,973,657	-	-	-	64,973,657
Shares repurchase	-	-	(40,824,137)	-	-	(40,824,137)
Profit distribution						
Profit distribution to shareholders	-	-	-	-	(52,150,000)	(52,150,000)
<b>Balance at 31 December 2021</b>	104,300,000	1,343,284,042	(40,824,137)	52,150,000	833,657,205	2,292,567,110
<b>Balance at 1 January 2022</b>	<b>104,300,000</b>	<b>1,343,284,042</b>	<b>(40,824,137)</b>	<b>52,150,000</b>	<b>833,657,205</b>	<b>2,292,567,110</b>
<b>Movements for the year ended 31 December 2022</b>						
Total comprehensive income						
Net profit	-	-	-	-	102,044,632	102,044,632
Capital contribution by shareholders						
Amount of share-based payments included in shareholders' equity	-	7,688,778	-	-	-	7,688,778
Shares repurchase	-	-	(8,699,542)	-	-	(8,699,542)
Others	(1,400,000)	(48,123,679)	49,523,679	-	-	-
Profit distribution						
Profit distribution to shareholders	-	-	-	-	(72,030,000)	(72,030,000)
Others	-	350,152	-	-	-	350,152
<b>Balance at 31 December 2022</b>	<b>102,900,000</b>	<b>1,303,199,293</b>	<b>-</b>	<b>52,150,000</b>	<b>863,671,837</b>	<b>2,321,921,130</b>

The accompanying notes form an integral part of these financial statements.

Legal representative:  
Wang Haibo

Principal in charge of accounting:  
Xue Yan

Head of accounting department:  
Zhang Wen

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

## 1 GENERAL INFORMATION

Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “Company”) was established in the People’s Republic of China (“PRC”) on 11 November 1996 with initial registered capital and paid-in capital of RMB5,295,000.

Pursuant to a series of capital injections on 10 November 1997, 11 May 2000 and 12 September 2000 from the existing or the then shareholders of the Company and the capitalisation of capital surplus and surplus reserve of the Company on 11 December 1997 and 20 October 2000, the registered capital and paid-in capital of the Company was increased from RMB5,295,000 to RMB53,000,000.

On 8 November 2000, the Company was transformed into a joint stock company with limited liability. The registered capital and share capital of the Company were RMB53,000,000, divided into 53,000,000 RMB-denominated ordinary shares, with a par value of RMB1.00 each.

On 20 January 2002, all shares of the Company, being 53,000,000 RMB-denominated ordinary shares with a par value of RMB1.00 each, were subdivided into 530,000,000 RMB-denominated ordinary shares (“Domestic Shares”) with a par value of RMB0.10 each.

On 13 August 2002, the trading of the newly issued 198,000,000 foreign ordinary shares (“H Shares”) of RMB0.10 each of the Company commenced on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), among which, 180,000,000 H shares were newly issued and 18,000,000 H shares were converted from Domestic Shares. Therefore, the registered capital and share capital of the Company increased to RMB71,000,000, divided into 710,000,000 shares, with a par value of RMB0.10 each.

On 4 February 2013, the Company completed a placing of 142,000,000 H Shares at a price of HKD1.70 each, and the registered capital and share capital of the Company increased to RMB85,200,000, divided into 852,000,000 shares, with a par value of RMB0.10 each.

On 29 June 2012, the Company adopted a restricted share scheme. Pursuant to the scheme, the Company granted a total of 71,000,000 Domestic Shares at a price of RMB0.51 each as restricted shares to directors, senior management, middle-level and key research personnel of the Group on 24 June 2013 and 21 October 2013. Upon completion of the grants, the registered capital and share capital of the Company increased to RMB92,300,000, divided into 923,000,000 shares, with a par value of RMB0.10 each.

On 16 December 2013, the Company transferred its H Shares listing from GEM to the Main Board of the Stock Exchange.

On 12 June 2020, the Company completed a placing of 120,000,000 RMB-denominated ordinary A shares with a par value of RMB0.10 each and was listed on the STAR market of Shanghai Stock Exchange on 19 June 2020. After the completion of the issuance, the Company’s registered capital and share capital increased to RMB104,300,000, divided into 1,043,000,000 shares, with a par value of RMB0.10 each.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 1 GENERAL INFORMATION (continued)

On 7 June 2022, the Company completed the cancellation procedures of the repurchased 14,000,000 H Shares at the Hong Kong Central Securities Registration Co., Ltd., and the share capital of the Company decreased from 1,043,000,000 shares to 1,029,000,000 shares.

The Company and its subsidiaries (collectively referred as “the Group”) research, develop and sell self-developed bio-pharmaceutical know-how, carry out contracted research for customers, manufacture and sell pharmaceutical and diagnostic products and provide other medical services in the PRC.

Subsidiaries comprised in the consolidated financial statements as of 31 December 2022 are set out in Note 7.

These financial statements are authorised for issue by the Board of Directors of the Company on 27 March 2023.

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

The Group applies the accounting policies and accounting estimates based on its business operating characteristics, including measurement of financial instruments (Note 2(8)), valuation of inventories (Note 2(9)), depreciation of fixed assets, depreciation of right-of-use assets and amortisation of intangible assets (Note 2(11),(13),(22)), judgments to the criteria for capitalisation of development costs (Note 2(13)), recognition and measurement of revenue (Note 2(18)), etc.

Significant judgements to determine the critical accounting policies and significant assumptions to determine the critical accounting estimates are disclosed in Note 2(25).

### (1) Basis of preparation

The financial statements are prepared in accordance with the Accounting Standard for Business Enterprises – Basic Standard, the specific accounting standards and other relevant regulations issued by the Ministry of Finance on 15 February 2006 and in subsequent periods (hereafter collectively referred to as “the Accounting Standard for Business Enterprises” or “CAS”) and the disclosure requirements in the Preparation Convention of Information Disclosure by Companies Offering Securities to the Public No.15 – General Rules on Financial Reporting issued by the China Securities Regulatory Commission.

The financial statements are prepared on a going concern basis.

The new Hong Kong Companies Ordinance has come into force since 3 March 2014. Certain disclosures in the financial statements have been included to reflect the requirements under the new Hong Kong Companies Ordinance.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

#### (2) Statement of compliance with the Accounting Standard for Business Enterprises

The financial statements of the Company for year ended 31 December 2022 are in compliance with the Accounting Standards for Business Enterprises, and truly and completely present the consolidated and the Company's financial position as at 31 December 2022 and of their financial performance, cash flows and other information for the year then ended.

#### (3) Accounting year

The Company's accounting year starts on 1 January and ends on 31 December.

#### (4) Recording currency

The Company's recording currency is Renminbi (RMB). The recording currency of the Company's subsidiaries is determined based on the primary economic environment in which they operate. The financial statements are presented in RMB.

#### (5) Preparation of consolidated financial statements

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries.

Subsidiaries are consolidated from the date on which the Group obtains control and are de-consolidated from the date that such control ceases.

In preparing the consolidated financial statements, where the accounting policies and the accounting periods of the Company and subsidiaries are inconsistent, the financial statements of the subsidiaries are adjusted in accordance with the accounting policies and the accounting period of the Company. For subsidiaries acquired from business combinations involving enterprises not under common control, the individual financial statements of the subsidiaries are adjusted based on the fair value of the identifiable net assets at the acquisition date.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (5) Preparation of consolidated financial statements (continued)

All significant intra-group balances, transactions and unrealised profits are eliminated in the consolidated financial statements. The portion of subsidiaries' shareholders' equity and the portion of subsidiaries' net profits and losses and comprehensive incomes for the period not attributable to the Company are recognised as minority interests, net profit attributed to minority interests and total comprehensive incomes attributed to minority interests, and presented separately in the consolidated financial statements under shareholders' equity, net profits and total comprehensive income respectively. When the amount of loss for the current period attributable to the minority shareholders of a subsidiary exceeds the minority shareholders' portion of the opening balance of owners' equity of the subsidiary, the excess is allocated against the balance of minority interests. Unrealised profits and losses resulting from the sales of assets by the Company to its subsidiaries are fully eliminated against net profit attributable to shareholders of the parent. Unrealised profits and losses resulting from the sales of assets by a subsidiary to the Company are eliminated and allocated between net profit attributable to shareholders of the parent and net profit attributed to minority interests in accordance with the allocation proportion of the parent in the subsidiary. Unrealised profits and losses resulting from the sales of assets by one subsidiary to another are eliminated and allocated between net profit attributable to shareholders of the parent and net profit attributed to minority interests in accordance with the allocation proportion of the parent in the subsidiary.

If the accounting treatment of a transaction is inconsistent in the financial statements at the Group level and at the Company or its subsidiary level, adjustment will be made from the perspective of the Group.

### (6) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits that can be readily drawn on demand, and short-term and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.



# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (7) Foreign currency translation

#### (a) Foreign currency transactions

Foreign currency transactions are translated into recording currency using the exchange rates prevailing at the dates of the transactions.

At the balance sheet date, monetary items denominated in foreign currencies are translated into recording currency using the spot exchange rates on the balance sheet date. Exchange differences arising from these translations are recognised in profit or loss for the current period, except for those attributable to foreign currency borrowings that have been taken out specifically for acquisition or construction of qualifying assets, which are capitalised as part of the cost of those assets. Non-monetary items denominated in foreign currencies that are measured at historical costs are translated at the balance sheet date using the spot exchange rates at the date of the transactions. The effect of exchange rate changes on cash is presented separately in the cash flow statement.

#### (b) Translation of foreign currency financial statements

The asset and liability items in the balance sheets for overseas operations are translated at the spot exchange rates on the balance sheet date. Among the shareholders' equity items, the items other than "undistributed profits" are translated at the spot exchange rates of the transaction dates. The income and expense items in the income statements of overseas operations are translated at the spot exchange rates of the transaction dates. The differences arising from the above translation are presented in other comprehensive income. The cash flows of overseas operations are translated at the spot exchange rates on the dates of the cash flows. The effect of exchange rate changes on cash is presented separately in the cash flow statement.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (8) Financial instruments

A financial instrument refers to any contract that gives rise to a financial asset of one party and a financial liability or equity instrument of another party. The Group recognises a financial asset or a financial liability when the Group becomes a party to the contractual provisions of financial instrument.

#### (a) Financial assets

##### (i) *Classification and measurement*

The financial assets of the Group are classified on initial recognition based on the business model of the Group's financial asset management and the characteristics of the financial assets' contractual cash flows: 1) financial assets at amortised cost; 2) financial assets at fair value through OCI; and 3) financial assets at fair value through profit or loss.

Financial assets are measured at fair value on initial recognition. In the case of financial assets at fair value through profit or loss, the relevant transaction costs are directly charged to profit or loss of the current period; transaction costs relating to financial assets of other categories are included in the amount initially recognised. Notes receivables and accounts receivables derived from sales of goods or rendering of services, which do not contain or consider significant financing components are recognised at the amount that the Group is entitled to collect.

##### *Debt instruments*

Debt instruments held by the Group are instruments that meet the definition of financial liabilities from the issuers' perspective and are measured by the following three ways.

##### *Measured at amortised cost*

The objective of the Group's business model for managing the financial assets is to collect contractual cash flow, and the contractual cash flow characteristics are consistent with a basic lending arrangement. The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate method. Such financial assets mainly include cash at bank and on hand, notes receivables, accounts receivables, other receivables. The debt investments with maturity within 1 year (inclusive) since the balance sheet date are presented in current portion of non-current assets; debt investments with maturity within 1 year (inclusive) when they are acquired are presented in other current assets.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (8) Financial instruments (continued)

#### (a) Financial assets (continued)

##### (i) Classification and measurement (continued)

###### Debt instruments (continued)

###### Measured at fair value through OCI

The objective of the Group's business model for managing the financial assets are both collecting contractual cash flow and selling financial asset, and the contractual cash flow characteristics are consistent with a basic lending arrangement. Such financial assets are measured at fair value through OCI, except for the impairment gains or losses, foreign exchange gains and losses, and interest income calculated using the effective interest method which are recognised in profit or loss for the current period. Such financial assets are presented as financing receivables, other debt investments. The debt investments with maturity within 1 year (inclusive) since the balance sheet date are presented in current portion of non-current assets; debt investments with maturity within 1 year (inclusive) when they are acquired are presented in other current assets.

###### Measured at fair value through profit or loss

Except for the financial assets at amortised cost and financial assets at fair value through OCI, the Group has classified the remaining financial assets as financial assets at fair value through profit or loss. In order to eliminate or significantly reduce accounting mismatch on initial recognition, the Group designates part of financial assets as financial assets at fair value through profit or loss. The assets with maturity more than 1 year and expected to be held for more than 1 year are presented in other non-current financial assets while others are presented in financial assets held for trading.

###### Equity instruments

Investments in equity instruments over which the Group exerts no control, joint control or significant influence, are presented as financial assets held for trading and measured at fair value through profit or loss. The assets expected to be held for more than 1 year are presented in other non-current financial assets.

In addition, the Group designates part of financial assets which are not held for trading as financial assets at fair value through OCI, presented in other equity instrument investment. The dividend income is recognised in profit or loss.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (8) Financial instruments (continued)

#### (a) Financial assets (continued)

##### (ii) Impairment

On the basis of expected credit losses (ECL), the Group recognises impairment of financial assets at amortised cost.

The measurement of expected credit loss reflects the probability-weighted amount of the present value of the difference between contractual cash flows receivable and expected cash flows. Also, the Group consider reasonable and supportable information that is available without undue cost or effort at the balance sheet date about past events, current situation and forecasts of future economic conditions as well as take default risk as the weight when measuring expected credit loss.

Regarding notes receivables and accounts receivables formed as a result of daily operations such as sales of goods and provision of labour services, regardless of whether there is a significant financing component, the Group will use the expected credit losses throughout its lifetime to measure loss reserves.

Except for the above notes receivables and accounts receivables, the Group assesses the expected credit losses at different phases respectively at each balance sheet date. At Stage 1: in the case that the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance of the financial instrument at an amount equal to 12-month expected credit losses; at Stage 2: in the case that the credit risk on that financial instrument has increased significantly since initial recognition, but a credit impairment has not occurred, the Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses; at Stage 3: in the case that the impairment loss has incurred since initial recognition, the Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses.

For financial instruments with low credit risk as at balance sheet date, the Group assumes the credit risk has not increased significantly since initial recognition, and measures the loss allowance for the financial instrument at an amount equal to 12-month expected credit losses.

For the financial instruments at Stage 1 and 2, and those with low credit risk, interest income is calculated based on gross carrying amount without deduction of impairment provision and the effective interest rate. For the financial instruments at Stage 3, interest income is calculated based on amortised cost (gross carrying amounts less the impairment provision) and the effective interest rate.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (8) Financial instruments (continued)

#### (a) Financial assets (continued)

##### (ii) Impairment (continued)

When the expected credit loss information could not be assessed at reasonable cost, the Group classifies receivables into multiple groups of receivables. The criteria of classification of groups are based on the credit risk characteristics, as follows:

Group of notes receivables	Bank acceptance notes
Group of accounts receivables	All trade receivables
Group of other receivables 1	Amounts due from subsidiaries
Group of other receivables 2	Amounts due from related parties
Group of other receivables 3	Deposits and guarantees
Group of other receivables 4	Petty cash for employees
Group of other receivables 5	Others

For groups of notes receivables, the Group calculates the expected credit loss by referring to historical credit loss experience, current situation and forecasts of economic conditions and based on the exposure at default and lifetime expected credit loss ratio.

For groups of accounts receivables, the Group calculates the expected credit loss by referring to historical credit loss experience, current situation and forecasts of economic conditions and based on the comparison table between accounts receivables' aging and lifetime expected credit loss ratio.

For groups of other receivables, the Group calculates the expected credit loss by referring to historical credit loss experience, current situation and forecasts of economic conditions and based on default risk exposure and expected credit loss rate over the next 12 months or the entire duration.

The Group recognises provision for losses or reversal of losses in profit or loss for the current period.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (8) Financial instruments (continued)

#### (a) Financial assets (continued)

##### (iii) *De-recognition*

A financial asset is derecognised when any of the following criteria is met: (1) the contractual rights to receive the cash flows from the financial asset expire; or (2) the financial asset has been transferred and all the risks and rewards of ownership of the financial asset have substantially been transferred to the transferee; or (3) although the Group neither transfers nor substantially retains all the risks and rewards of ownership of the financial asset, the financial asset has been transferred and the Group has not retained control of the financial asset.

On de-recognition of other equity instrument investments, the difference between the carrying amount and the sum of the consideration received and the cumulative changes in fair value that have been recognised directly in equity, shall be transferred to retained earnings. On de-recognition of other financial assets, the difference between the carrying amount and the sum of the consideration received and the cumulative changes has been recognised in OCI, shall be recognised in profit or loss.

#### (b) Financial liability

Financial liabilities are classified into financial liabilities at amortised cost and financial liabilities at fair value through profit or loss at initial recognition.

The financial liabilities of the Group mainly comprise financial liabilities at amortised cost, including accounts payables, other payables and borrowings, etc. The financial liabilities are initially measured at fair value exclusive transaction costs and are subsequently measured at effective interest rate method. Financial liabilities with maturities within 1 year (inclusive) are presented in current liabilities. Financial liabilities with maturities more than 1 year but are due within 1 year (inclusive) at the balance sheet date are presented in current portion of non-current liabilities. Others are presented in non-current liabilities.

A financial liability is derecognised or partly derecognised when the current obligation is discharged or partly discharged. The difference between the carrying amount of the derecognised part of the financial liability and the consideration paid is recognised in profit or loss.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

#### (8) Financial instruments (continued)

##### (c) Determination of fair value of financial instruments

The fair value of a financial instrument that is traded in an active market is determined at the quoted price in the active market. The fair value of a financial instrument that is not traded in an active market is determined by using a valuation technique when it is applicable under current conditions and there are enough available data and other information to support. Those inputs should be consistent with the inputs a market participant would use when pricing the asset or liability, and should maximise the use of relevant observable inputs. When related observable inputs can't be acquired or are not feasible to be acquired, then use unobservable inputs.

#### (9) Inventories

##### (a) Classification

Inventories include raw materials, work in progress, finished goods and turnover materials, and are stated at the lower of cost and net realisable value.

##### (b) Costing of inventories

Cost is determined using the weighted average method. The cost of finished goods and work in progress comprise raw materials, direct labour and systematically allocated production overhead based on the normal production capacity.

##### (c) Basis for determining net realisable values of inventories and method for making provision for decline in the value of inventories

Provision for decline in the value of inventories is determined at the excess amount of the carrying amounts of the inventories over their net realisable value. Net realisable value is determined based on the estimated selling price in the ordinary course of business, less the estimated costs to completion, estimated contract fulfilment costs and expenses necessary to make the sale and related taxes.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (9) Inventories (continued)

(d) The Group adopts the perpetual inventory system.

(e) Amortisation method of low value consumables and packaging materials

Turnover materials include low value consumables and packaging materials. Low value consumables are amortised into expenses based upon numbers of usage, and the packaging materials are expensed when issued.

### (10) Long-term equity investments

Long-term equity investments comprise the Company's long-term equity investments in its subsidiaries, and the Group's long-term equity investments in its joint ventures and associates.

A subsidiary is the investee over which the Company is able to exercise control. A joint venture is a joint arrangement which is structured through a separate vehicle over which the Group has joint control together with other parties and only has rights to the net assets of the arrangement based on legal forms, contractual terms and other facts and circumstances; An associate is the investee over which the Group has significant influence on its financial and operating policy decisions.

Investments in subsidiaries are presented in the Company's financial statements using the cost method, and are adjusted to the equity method when preparing the consolidated financial statements. Investments in joint ventures and associates are accounted for using the equity method.

(a) Determination of investment cost

For long-term equity investment acquired through a business combination involving enterprises not under common control, the investment cost shall be the combination cost.

For long-term equity investments acquired not through a business combination: for long-term equity investment acquired by payment in cash, the initial investment cost shall be the purchase price actually paid; for long-term equity investments acquired by issuing equity securities, the initial investment cost shall be the fair value of the equity securities issued.



## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

#### (10) Long-term equity investments (continued)

##### (b) Subsequent measurement and recognition of related profit and loss

Long-term equity investments accounted for using the cost method are measured at initial investment cost, and cash dividends or profit distributions declared by the investees are recognised as investment income in profit or loss.

For long-term equity investments accounted for using the equity method, where the initial investment cost of a long-term equity investment exceeds the Group's share of the fair value of the investee's identifiable net assets at the acquisition date, the long-term equity investment is measured at the initial investment cost; where the initial investment cost is less than the Group's share of the fair value of the investee's identifiable net assets at the acquisition date, the difference is included in profit or loss and the cost of the long-term equity investment is adjusted upwards accordingly.

For long-term equity investments accounted for using the equity method, the Group recognises the investment income according to its share of net profit or loss of the investee. The Group discontinues recognising its share of net losses of an investee after the carrying amount of the long-term equity investment together with any long-term interests that, in substance, form part of the investor's net investment in the investee are reduced to zero. However, if the Group has obligations for additional losses and the criteria with respect to recognition of provisions under the accounting standards on contingencies are satisfied, the Group continues recognising the investment losses and the provisions. For changes in shareholders' equity of the investee other than those arising from its net profit or loss, the Group records its proportionate share directly into capital surplus, OCI, and profit distribution. The carrying amount of the investment is reduced by the Group's share of the profit distribution or cash dividends declared by an investee. The unrealised profit or loss arising from the intra-group transactions amongst the Group and its investees is eliminated in proportion to the Group's equity interests in the investees, and then based on which the investment income is recognised. For the loss on the intra-group transaction amongst the Group and its investees attributable to asset impairment, any unrealised loss is not eliminated.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (10) Long-term equity investments (continued)

#### (c) Basis for determining existence of control, joint control and significant influence over investees

Control is the power to govern an investee, so as to obtain variable returns from its involvement with the investee, and has the ability to use its power over the investee to affect the amount of the investor's returns.

Joint control is a contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

#### (d) Impairment of long-term equity investments

The carrying amounts of long-term equity investments in subsidiaries, joint ventures and associates are reduced to the recoverable amounts when the recoverable amounts are below their carrying amounts (Note 2(15)).

#### (e) Disposal part of the equity investment and loss control of the subsidiary

Disposed of the equity investment in the individual financial statements is charged to profit or loss of the current period according to the difference between its carrying amount and actual obtained price. Meanwhile, the residual equity is recognised as long-term equity investment or other related financial assets according to its carrying amount. Relevant accounting treatment, which specifies the conversion from the cost method to the equity method, will be carried out if the residual equity after disposal has material impacts on original subsidiary company.

In the consolidated financial statements, the residual equity is remeasured at fair value at the date of losing control. The difference between sum of the consideration from equity disposal and the fair value of residual equity, and sum of the portion of net assets calculated according to the original shareholding ratio on a continuously basis from the purchase date and goodwill, is charged to investment income of losing control of the current period. Additionally, the changes of other owners' equity and other comprehensive income, relating with the equity investment of the original subsidiary, will transfer to the current profit or loss when losing control. However, other comprehensive income arising from the re-measurement of net liabilities or changes in net assets of the benefit plan by the invested party will all be excluded.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (11) Fixed assets

#### (a) Recognition and initial measurement of fixed assets

Fixed assets comprise buildings, machinery and equipment, electronic equipment, office equipment and motor vehicles.

Fixed assets are recognised when the economic benefits associated with them are very likely to flow into the Group and their costs can be measured reliably. Fixed assets purchased or constructed by the Group are initially measured at cost at the time of acquisition.

Subsequent expenditures incurred for a fixed asset are included in the cost of the fixed asset when it is probable that the associated economic benefits will flow to the Group and the related cost can be reliably measured. The carrying amount of the replaced part is derecognised. All the other subsequent expenditures are recognised in profit or loss for the period in which they are incurred.

#### (b) Depreciation method of fixed assets

Fixed assets are depreciated using the straight-line method to allocate the cost of the assets to their estimated residual values over their estimated useful lives. For the fixed assets that have been provided for impairment loss, the related depreciation charge is prospectively determined based upon the adjusted carrying amounts over their remaining useful lives.

The estimated useful lives, the estimated residual values expressed as a percentage of cost and the annual depreciation rates of fixed assets are as follows:

	<b>Estimated useful lives</b>	<b>Estimated net residual values</b>	<b>Annual depreciation rates</b>
Buildings	8 to 20 years	0%-10%	4.50% to 12.50%
Machinery and equipment	3 to 10 years	0%-10%	9.00% to 33.33%
Electronic equipment and office equipment	3 to 8 years	0%-10%	11.25% to 33.33%
Motor vehicles	5 to 8 years	0%-10%	11.25% to 20.00%

The estimated useful life and the estimated net residual value of a fixed asset and the depreciation method applied to the asset are reviewed, and adjusted as appropriate at each year-end.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (11) Fixed assets (continued)

(c) **When the recoverable amount of a fixed asset is lower than its carrying amount, the carrying amount is written down to the recoverable amount (Note 2 (15)).**

#### (d) Disposal of fixed assets

A fixed asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The amount of proceeds from disposals on sale, transfer, retirement or damage of a fixed asset net of its carrying amount and related taxes and expenses is recognised in profit or loss for the current period.

### (12) Construction in progress

Construction in progress is measured at actual cost. Actual cost comprises construction costs, installation costs, borrowing costs that are eligible for capitalisation and other costs necessary to bring the fixed assets ready for their intended use. Construction in progress is transferred to fixed assets when the assets are ready for their intended use, and depreciation is charged starting from the following month. When the recoverable amount of a project under construction is lower than its carrying amount, the carrying amount is written down to the recoverable amount (Note 2 (15)).

### (13) Intangible assets

Intangible assets include land use rights, proprietary technologies, R&D technology (capitalised development costs of the Group's internal R&D projects) and software, etc., and are measured at cost.

#### (a) Land use rights

Land use rights acquired, and land use rights acquired by way of payment of land transfer payments are recorded at the actual payment and are amortised on a straight-line basis over a useful life of 47-50 years. Where it is difficult to reasonably allocate the land and building purchase price between the land use right and the building, all of them shall be regarded as fixed assets.

#### (b) Proprietary technology

Proprietary technology is accounted for at the price actually paid, and is generally amortised on average over the estimated useful life of 5-10 years.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

#### (13) Intangible assets (continued)

##### (c) R&D technology

The R&D technology is generally amortised according to the estimated benefit period of 5-10 years from the time when the technology is ready for its intended use.

##### (d) Software

Software and is generally amortised on average over the estimated useful life of 3-10 years.

##### (e) Periodical review of useful life and amortisation method

For an intangible asset with a finite useful life, review of its useful life and amortisation method is performed at each year-end, with adjustment made as appropriate.

##### (f) R&D

The expenditure on an internal R&D project is classified into costs on the research phase and costs on the development phase based on its nature and whether there is material uncertainty that the R&D activities can form an intangible asset at the end of the project.

Expenditure on the research phase is recognised in profit or loss in the period in which it is incurred. Expenditure on the development phase is capitalised only if all of the following conditions are satisfied:

- it is technically feasible to complete the intangible asset so that it will be available for use or sale;
- management intends to complete the intangible asset, and use or sell it;
- it can be demonstrated how the intangible asset will generate economic benefits;

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (13) Intangible assets (continued)

#### (f) R&D (continued)

- there are adequate technical, financial and other resources to complete the development and the ability to use or sell the intangible asset; and
- the expenditure attributable to the intangible asset during its development phase can be reliably measured.

Other development costs that do not meet the conditions above are recognised in profit or loss in the period in which they are incurred. Development costs previously recognised as expenses are not recognised as an asset in a subsequent period. Capitalised expenditure on the development phase is presented as development costs in the balance sheet and transferred to intangible assets at the date that the asset is ready for its intended use. At the end of the period, the Group reviews the capitalised development costs and recognises the development costs of related development projects that no longer meet the capitalisation conditions in the current profit and loss.

#### (g) Impairment of intangible assets

When the recoverable amount of an intangible asset is lower than its carrying amount, the carrying amount is written down to the recoverable amount (Note 2 (15)).

### (14) Long-term prepaid expenses

Long-term prepaid expenses include expenditures that have been incurred but should be recognised as expenses over more than one year in the current and subsequent periods. Long-term prepaid expenses are amortised on the straight-line basis over the expected beneficial period and are presented at actual expenditure net of accumulated amortisation.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

#### (15) Impairment of long-term assets

Fixed assets, construction in progress, right-of-use assets, intangible assets with finite useful lives, development costs and long-term equity investments in subsidiaries, joint ventures and associates are tested for impairment if there is any indication that the assets may be impaired at the balance sheet date; intangible assets that are not yet available for their intended use are tested for impairment at least annually, irrespective of whether there is any indication of impairment. If the result of the impairment test indicates that the recoverable amount of an asset is less than its carrying amount, a provision for impairment and an impairment loss are recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and the present value of the future cash flows expected to be derived from the asset. Provision for asset impairment is determined and recognised on the individual asset basis. If it is not possible to estimate the recoverable amount of an individual asset, the recoverable amount of a group of assets to which the asset belongs is determined. A group of assets is the smallest group of assets that is able to generate independent cash inflows.

Goodwill that is separately presented in the financial statements is tested at least annually for impairment, irrespective of whether there is any indication that it may be impaired. In conducting the test, the carrying value of goodwill is allocated to the related asset group or groups of asset groups which are expected to benefit from the synergies of the business combination. If the result of the test indicates that the recoverable amount of an asset group or a group of asset groups, including the allocated goodwill, is lower than its carrying amount, the corresponding impairment loss is recognised. The impairment loss is first deducted from the carrying amount of goodwill that is allocated to the asset group or group of asset groups, and then deducted from the carrying amounts of other assets within the asset group or group of asset groups in proportion to the carrying amounts of assets other than goodwill.

Once the above asset impairment loss is recognised, it will not be reversed for the value recovered in the subsequent periods.

#### (16) Employee benefits

Employee benefits refer to all forms of remuneration or compensation given by the Group in exchange for service rendered by employees or for termination of employment relationship, which include short-term employee benefits, post-employment benefits, termination benefits and other long-term employee benefits.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (16) Employee benefits (continued)

#### (a) Short-term employee benefits

Short-term employee benefits include wages or salaries, bonus, allowances and subsidies, staff welfare, premiums or contributions on medical insurance, work injury insurance and maternity insurance, housing funds, union running costs and employee education costs and etc. The short-term employee benefits actually occurred are recognised as a liability in the accounting period in which the service is rendered by the employees, with a corresponding charge to the profit or loss for the current period or the cost of relevant assets.

#### (b) Post-employment benefits

The Group classifies post-employment benefit plans as either defined contribution plans or defined benefit plans. Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into a separate fund and will have no obligation to pay further contributions; and defined benefit plans are post-employment benefit plans other than defined contribution plans. During the reporting period, the Group's post-employment benefits mainly include the premiums or contributions on basic pensions and unemployment insurance, both of which belong to defined contribution plans.

##### *Basic pensions*

The Group's employees participate in the basic pension plan set up and administered by local authorities of Ministry of Human Resource and Social Security. Monthly payments of premiums on the basic pensions are calculated according to the bases and percentage prescribed by the relevant local authorities. When employees retire, the relevant local authorities are obliged to pay the basic pensions to them. The amounts based on the above calculations are recognised as liabilities in the accounting period in which the service has been rendered by the employees, with a corresponding charge to the profit or loss for the current period or the cost of relevant assets.

### (17) Profit distribution

Cash dividend is recognised as a liability in the period in which it is approved by the shareholders' meeting.



# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (18) Revenue

On the contract start date, the Group evaluates the contract, and identifies the individual performance obligations contained in the contract, and determines whether the individual performance obligations are performed within a certain period of time or at a certain point in time. Revenue is recognised separately for performance obligations.

When the customer obtains control of the related goods or services, the Group recognises revenue based on the amount of consideration expected to be received. The part of that the Group has obtained unconditional collection rights is recognised as accounts receivables, and the provision for loss of accounts receivables is recognised on the basis of expected credit loss (Note 2 (8)).

#### (a) Sales of goods

The Group recognises revenue when delivers the pharmaceutical and diagnostic products to the carrier designated by the customer, or after the customer's acceptance or after control transfer to customer. The credit period granted to customers by the Group is determined based on the characteristics of customers' credit risk, which is consistent with industry practice and there is no significant financing component. The Group's obligations to transfer goods to customers for consideration received or receivable from customers are shown as contract liabilities.

#### (b) Technology transfer

The revenue from technology transfer is recognised when the contract execution clause is completed and control related to the technology is transferred.

Under the terms of the technology transfer contract, after the purchaser successfully commercialises the transferred technology, the Group can collect additional concessionary revenue or revenue sharing in the future. When the right to receive relevant revenue is established, concession revenue or revenue share will be recognised.

#### (c) Cooperative development, technical services and labour services

Revenue from the provision of cooperative development, technical services and labour services is recognised during the period of service provision. The Group will recognise the incremental costs incurred in obtaining labour contracts as contract acquisition costs. Contract acquisition costs with an amortisation period of no more than one year are charged to profit or loss of the current period when occurred.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (19) Government grants

Government grants refer to the monetary or non-monetary assets obtained by the Group from the government, including financial subsidy and etc.

Government grants are recognised when the grants can be received, and the Group can comply with all attached conditions. If a government grant is a monetary asset, it will be measured at the amount received or receivable. If a government grant is a non-monetary asset, it will be measured at its fair value. If it is unable to obtain its fair value reliably, it will be measured at its nominal amount.

Government grants related to assets refer to government grants which are obtained by the Group for the purposes of purchase, construction or acquisition of the long-term assets. Government grants related to income refer to the government grants other than those related to assets.

Government grants related to assets are either deducted against the carrying amount of the assets, or recorded as deferred income and recognised in profit or loss on a systemic basis over the useful lives of the assets. Government grants related to income that compensate the future costs, expenses or losses are recorded as deferred income and recognised in profit or loss, or deducted against related costs, expenses or losses in reporting the related expenses; government grants related to income that compensate the incurred costs, expenses or losses are recognised in profit or loss, or deducted against related costs, expenses or losses directly in current period. The Group applies the presentation method consistently to the similar government grants in the financial statements.

Government grants that are related to ordinary activities are included in operating profit, otherwise, they are recorded in non-operating income or expenses.

### (20) Deferred income

For the amounts obtained from third parties and subsequent benefit periods, including government, the Company records them into deferred income when obtained, and amortises them into the current profit and loss systematically according to the expected income period.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (21) Deferred tax assets and deferred tax liabilities

Deferred tax assets and deferred tax liabilities are calculated and recognised based on the differences arising between the tax bases of assets and liabilities and their carrying amounts (temporary differences). Deferred tax asset is recognised for the deductible losses that can be carried forward to subsequent years for deduction of the taxable profit in accordance with the tax laws. No deferred tax liability is recognised for a temporary difference arising from the initial recognition of goodwill. No deferred tax asset or deferred tax liability is recognised for the temporary differences resulting from the initial recognition of assets or liabilities due to a transaction other than a business combination, which affects neither accounting profit nor taxable profit (or deductible loss). At the balance sheet date, deferred tax assets and deferred tax liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled.

Deferred tax assets are only recognised for deductible temporary differences, deductible losses and tax credits to the extent that it is probable that taxable profit will be available in the future against which the deductible temporary differences, deductible losses and tax credits can be utilised.

Deferred tax liabilities are recognised for taxable temporary differences arising from investments in subsidiaries, associates and joint ventures, except where the Group is able to control the timing of reversal of the temporary difference, and it is probable that the temporary difference will not reverse in the foreseeable future. When it is probable that the temporary differences arising from investments in subsidiaries, associates and joint ventures will be reversed in the foreseeable future and that the taxable profit will be available in the future against which the deductible temporary differences can be utilised, the corresponding deferred tax assets are recognised.

Deferred tax assets and liabilities are offset when:

- the deferred taxes are related to the same taxpayer within the Group and the same taxation authority; and,
- that taxpayer within the Group has a legally enforceable right to offset current tax assets against current tax liabilities.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (22) 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.

#### The Group as the lessee

At the commencement date, the Group shall recognise the right-of-use assets and measure the lease liability at the present value of the lease payments that are not paid at that date. Lease payments include fixed payments, the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and payments of penalties for terminating the lease if the lessee exercises an option to terminate the lease. Lease liabilities that are due within one year (inclusive) as from the balance sheet date are included in the current portion of non-current liabilities.

Right-of-use assets of the Group include buildings. Right-of-use assets are measured initially at cost which comprises the amount of the initial measurement of lease liabilities, any lease payments made at or before the commencement date and any initial direct costs, less any lease incentives received. If there is reasonable certainty that the Group will obtain ownership of the underlying asset by the end of the lease term, the asset is depreciated over its remaining useful life; otherwise, the asset is depreciated over the shorter of the lease term and its remaining useful life. The carrying amount of the right-of-use assets is reduced to the recoverable amount when the recoverable amount is below the carrying amount.

For short-term leases with a term of 12 months or less and leases of an individual asset (when new) of low value, the Group may, instead of recognising right-of-use assets and lease liabilities, include the lease payments in the cost of the underlying assets or in the profit or loss for the current period on a straight-line basis over the lease term.

The Group will account for a separate lease when a change occurs to the lease and the following conditions are met: (1) the change extends the scope of the lease by increasing the right to use one or more of the leased assets; (2) The increased consideration shall be equivalent to the amount of the separate price of the extended portion of the lease as adjusted for the circumstances of the contract.

When the lease change is not accounted for as a separate lease, the Group redetermines the lease period on the effective date of the lease change and uses the revised discount rate to change the lease. The subsequent lease payments are discounted, and the lease liability is remeasured. If the lease change causes the scope to narrow or the lease term is shortened, the Group will correspondingly reduce the carrying amount of the right-of-use assets, and the relevant gains or losses from the partial or complete termination of the lease are included in the current profit and loss. If other lease changes cause the lease liability to be remeasured, the Group adjusts the carrying amount of right-of-use assets accordingly.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

#### (23) Segment information

The Group identifies operating segments based on the internal organisation structure, management requirements and internal reporting system, and discloses segment information of reportable segments which is determined on the basis of operating segments.

An operating segment is a component of the Group that satisfies all of the following conditions: (1) the component is able to earn revenues and incur expenses from its ordinary activities; (2) whose operating results are regularly reviewed by the Group's management to make decisions about resources to be allocated to the segment and to assess its performance, and (3) for which the information on financial position, operating results and cash flows is available to the Group. Two or more operating segments that have similar economic characteristics and satisfy certain conditions can be aggregated into one single operating segment.

#### (24) Share-based payments

Share-based payments are divided into equity-settled and cash-settled payments. The restricted share plan executed by the Group is accounted for as equity-settled share-based payments.

The equity-settled share-based payments in exchange for employee services are measured at the fair value of the equity instruments granted to the employees. Where the equity-settled share-based payments are exercisable immediately after the grant is completed, the payments shall be recognised in profit or loss for the current period at the fair value of the equity instruments at the grant date, with capital surplus increased accordingly; where the equity-settled share-based payments are exercisable after the service in the vesting period is completed or specified performance conditions are met, the service obtained in the current period shall be recognised in profit or loss for the current period at the fair value of the equity instruments at the grant date based on the best estimate on the quantity of exercisable equity instruments made by the Group in accordance with the latest changes in the number of exercisable employees, satisfaction of specified performance conditions and subsequent information at each balance sheet date within the vesting period.

Where the equity-settled share-based payments cannot be exercised in the end, the Group's cost or expenses shall not be recognised unless that the payments are exercisable under the market conditions or non-exercisable conditions. In this regard, whether the market conditions or non-exercisable conditions are satisfied or not, the payments are deemed to be exercisable only when the non-market conditions among all of the exercisable conditions are satisfied.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (24) Share-based payments (continued)

When modifying the terms of share-based payments plan, if the modification increases the fair value of equity instruments granted, the Group recognises incremental services received based on the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as at the date of the modification. If the Group modifies the exercisable conditions in a way that is beneficial to the employees, the Group shall conduct accounting according to the revised exercisable conditions; if the Group modifies the exercisable conditions in a way that is not beneficial to the employees, it will not be taken into account in the accounting, unless cancelling part or all of the equity instruments granted. If the Group cancels equity instruments granted, they shall be accounted for as accelerated exercise at the date of cancellation, and the Group shall include immediately the amount that otherwise would have been recognised over the remainder of the vesting period into profit and loss for the current period. Meanwhile the capital surplus shall be recognised.

### (25) Critical accounting estimates and judgements

The Group continually evaluates the critical accounting estimates and key judgements applied based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### (a) Critical accounting judgements

##### (i) Capitalisation of development costs

The Group's management determines the capitalisation of development costs based on their commercial and technological feasibility. It could change significantly as a result of technological innovations and the change of estimated profit projections.

Management will write off or write down deferred development costs when there are adverse changes in technological innovations or profit projections.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (25) Critical accounting estimates and judgements (continued)

#### (a) Critical accounting judgements (continued)

##### (ii) *Government grants*

When government grants are recognised, management determines whether they relate to past expenses, future costs or assets based on the nature of the grants and their purpose intended to compensate, and applies relevant accounting policies accordingly.

Government grants relating to costs are deferred, and management determines a proper calculation method and a relevant time period to recognise each of the grants in the consolidated income statement according to the intention of the grants and nature, duration and progression of the related projects so as to match the grants with costs they are intended to compensate. The calculation method and time period are reviewed and adjusted if appropriate, at the end of each balance sheet date.

#### (b) Critical accounting estimates and key assumptions

The following key accounting estimates and key assumptions are at risk of significant adjustments in the carrying amount of assets and liabilities for the next accounting year:

##### (i) *Useful life of fixed assets*

Management of the Group determines the estimated useful lives of fixed assets. This estimate is based on experience with the actual useful lives of fixed assets of similar nature and function. This estimate may change significantly due to technological innovation or competitors taking action against severe industry cycles.

Management will increase the depreciation rate for assets with shorter useful lives than previously estimated, or give up and write off technically obsolete assets, or sell non-essential assets.

##### (ii) *Impairment of receivables*

Management of the Group tests the impairment of accounts receivables and other receivables and makes provisions for bad debts. This estimate is based on the customer's credit history and existing market conditions. Management will re-evaluate relevant impairment provisions at each balance sheet date.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

### (25) Critical accounting estimates and judgements (continued)

#### (b) Critical accounting estimates and key assumptions (continued)

##### (iii) *Useful life of Intangible assets*

The group possesses proprietary technology and research and development expertise primarily used for drug manufacturing. Based on the expected economic benefits, the group estimates the useful life of such proprietary technology and research and development expertise to be generally between 5 to 10 years. However, the actual useful life may be shorter or longer than the management's estimate, depending on the economic benefits that can be derived from the relevant drugs. Regular reviews of the expected economic benefits may result in changes to the useful life of the proprietary technology and research and development expertise, which may lead to changes in amortization in future periods.

##### (iv) *Income tax and deferred income tax assets*

There are some transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgement is required from the Group in determining the provision for income taxes. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Management estimates that deductible temporary differences and deductible losses will be recognised as deferred income tax assets when they are likely to be offset against taxable income in the future, but the actual application results may be different.

As mentioned in Note 3(1), the Company and some subsidiaries are high-tech enterprises. The validity period of the high-tech enterprise qualification is three years, after which it is necessary to resubmit the application for high-tech enterprise certification to the relevant government department. Based on the historical experience of the re-identification of high-tech enterprises after the expiration of the previous years and the actual situation, the Company and those subsidiaries believe that they can continue to obtain the high-tech enterprise identification in the coming years, and then calculate the tax rate at a preferential tax rate of 15% of the corresponding deferred income tax. If in the future the Company and those subsidiaries fail to obtain re-certification after the expiration of the high-tech enterprise qualification, the income tax will be calculated at the statutory tax rate of 25%, which will affect the confirmed deferred income tax assets, deferred income tax liabilities and income tax expenses.



## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 2 SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES (continued)

#### (25) Critical accounting estimates and judgements (continued)

##### (b) Critical accounting estimates and key assumptions (continued)

###### (iv) *Income tax and deferred income tax assets (continued)*

As for the deductible losses that can be carried forward in future years, the Group shall recognise the corresponding deferred income tax assets within the limit of the taxable income that can be used to deduct the deductible losses in the future period. The taxable income obtained in the future period includes the taxable income that the Group can realise through normal production and operation activities, and the taxable income that will increase when the taxable temporary difference generated in the previous period is reversed in the future period. The Group needs to use estimates and judgments when determining the time and amount of taxable income in the future period. If there is a difference between the actual situation and the estimate, it may lead to adjustments to the carrying amount of deferred income tax assets.

#### (26) The newly issued accounting policies and interpretation

The Ministry of Finance released the *Notice on Printing and Distributing the <No. 15 Interpretation of Accounting Standards for Business Enterprises>* (hereinafter referred to as No. 15) in 2021, and released the *Questions and Answers on the Implementation of Accounting Standards for Business Enterprises* in 2022. The Group and the Company have adopted the Notice and Q&A to prepare the 2022 financial statements, which has no significant influence for the Group.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 3 TAXATION

### (1) The main categories and rates of taxes applicable to the Group are set out below:

Category	Taxation basis	Tax rate
Enterprise income tax (a)	Taxable income	15% and 16.5%
Value-added tax ("VAT")	Taxable value-added amount (Tax payable is calculated using the taxable sales amount multiplied by the applicable tax rate less deductible VAT input of the current period)	13%, 6% and 3%
City maintenance and construction tax	The payment amount of VAT	5% and 7%

- (a) In 2020, the Company obtained the *Certificate of the High and New Technological Enterprise* (Certificate No. GR202031006264), with a term of validity of three years, jointly issued by Science and Technology Commission of Shanghai Municipality, Shanghai Municipal Finance Bureau, STA Shanghai Municipal Tax Service and Shanghai Local Taxation Bureau. Under Article 28 of the *Enterprise Income Tax Law of the People's Republic of China*, the income tax rate applicable to the Company for the year ended 31 December 2022 was 15% (2021: 15%).

In 2022, Shanghai Tracing Bio-technology Co., Ltd. ("Tracing Bio-technology"), a subsidiary of the Company, obtained the *Certificate of the High and New Technological Enterprise* (Certificate No. GR202231000054), with a term of validity of three years, jointly issued by Science and Technology Commission of Shanghai Municipality, Shanghai Municipal Finance Bureau, STA Shanghai Municipal Tax Service and Shanghai Local Taxation Bureau. Under Article 28 of the *Enterprise Income Tax Law of the People's Republic of China*, the income tax rate applicable to Tracing Bio-technology for year 2022 was 15% (2021: 15%). Tracing Bio-technology had no taxable income for the year ended 31 December 2022 and 2021, thus no income tax expenses were accrued.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 3 TAXATION (continued)

#### (1) The main categories and rates of taxes applicable to the Group are set out below (continued):

In 2021, Taizhou Fudan-Zhangjiang Pharmaceutical Co., Ltd. ("Taizhou Pharmaceutical"), a subsidiary of the Company, obtained the *Certificate of the High and New Technological Enterprise* (Certificate No. GR202132007432), with a term of validity of three years, jointly issued by Jiangsu Provincial Department of Science and Technology, Department of Finance of Jiangsu Province and STA Jiangsu Provincial Tax Service. Under Article 28 of the *Enterprise Income Tax Law of the People's Republic of China*, the income tax rate applicable to Taizhou Pharmaceutical for the year ended 31 December 2022 was 15%. Taizhou Pharmaceutical had no taxable income for the year ended 31 December 2022 and 2021, thus no income tax expenses were accrued.

Fernovelty (Hong Kong) Holding Co., Limited ("Fernovelty Holding"), a subsidiary of the Company, is a limited liability company incorporated in Hong Kong. From 1 January 2018, Hong Kong adopted the two-tiered profits tax rates regime, where applicable tax rate for taxable profits within HKD2,000,000 is 8.25% while that for taxable profits in excess of HKD2,000,000 is 16.5%. For the year ended 31 December 2022 and 2021, Fernovelty Holding had no taxable profits, thus no HK profits tax was accrued.

### 4 SUBSIDIARIES

See Note 7 for details.

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS

#### (1) Cash at bank and on hand

	31 December 2022	31 December 2021
Cash on hand	44,479	25,366
Cash at bank	1,289,258,185	1,208,855,545
Including: cash at bank and on hand overseas	3,465,559	12,991,227
	<b>1,289,302,664</b>	1,208,880,911

As at 31 December 2022 and 31 December 2021, no cash at bank was restricted.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (2) Notes receivables

	<b>31 December 2022</b>	31 December 2021
Bank acceptance notes	<b>172,740,246</b>	118,128,532
Less: Provision for bad debts	-	-
	<b>172,740,246</b>	118,128,532

(a) As at 31 December 2022, the notes receivables pledged (Note 5(20)(a)) are as follows:

Bank acceptance notes	1,000,000
-----------------------	-----------

(b) As at 31 December 2022, notes receivables endorsed or discounted prior to their maturities are as follows:

	<b>De-recognised</b>	<b>Not de-recognised</b>
Bank acceptance notes (i)	<b>14,914,398</b>	<b>11,450,839</b>

(i) For the year ended 31 December 2022, just an insignificant portion of the bank acceptance notes were endorsed or discounted by the Group which were classified as financial assets at amortised cost.

(c) All the notes receivables are collected from ordinary operating activities such as sales of goods and rendering of services. The Group recognises provision in accordance with the expected credit losses throughout the lifetime, regardless of whether there is any significant financing component.

As at 31 December 2022 and 31 December 2021, the Group considered that the bank acceptance notes held did not have significant credit risk and would not cause credit losses due to bank defaults, so no provision for bad debts was made.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (3) Accounts receivables

	<b>31 December 2022</b>	31 December 2021
Accounts receivables	<b>518,749,422</b>	569,136,087
Less: Provision for bad debts	<b>(12,365,732)</b>	(14,777,342)
	<b>506,383,690</b>	554,358,745

The Group's accounts receivables are generated from daily business activities such as the sales of pharmaceutical and diagnostic products, with credit periods of 30-120 days.

As at 31 December 2022 and 31 December 2021, there were no significant accounts receivables from shareholders who held more than 5% (including 5%) of the voting shares of the Company in the Group's accounts receivables.

(a) The ageing analysis of accounts receivables is as follows:

	<b>31 December 2022</b>	31 December 2021
Within 1 year	<b>516,855,117</b>	567,865,662
1 to 2 years	<b>1,622,705</b>	998,825
2 to 3 years	-	195,000
Above 3 years	<b>271,600</b>	76,600
	<b>518,749,422</b>	569,136,087

(b) As at 31 December 2022, the top five accounts receivables based on the balance of the debtors are summarised and analysed as follows:

	<b>Account Balance</b>	<b>Provision for bad debts</b>	<b>% of total balance</b>
Total top five accounts receivables	322,270,046	(8,427,430)	62.12%

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (3) Accounts receivables (continued)

##### (c) Provision for bad debts

	31 December	Change amount in the current year			31 December
	2021	Accrual	Reverse	Write-off	2022
Provision for bad debts of accounts receivables	(14,777,342)	–	2,411,610	–	<b>(12,365,732)</b>

For the accounts receivables, the Group recognise provision in accordance with the expected credit losses throughout the lifetime, regardless of whether there is any significant financing component.

- (i) As at 31 December 2022 and 31 December 2021, the Group did not make provision for bad debts for accounts receivables on an individual basis.
- (ii) As at 31 December 2022, provision for bad debts made on a collective basis for accounts receivables is analysed as follows:

Group – sales receivable:

	31 December 2022		
	Book balance	Provision for bad debts	
	Amount	Lifetime expected credit loss rate	Amount
Not overdue	248,647,454	–	–
Overdue within 120 days	227,798,184	0.64%	(1,456,453)
Overdue 121 days to 1 year	40,409,479	22.31%	(9,014,974)
Overdue 1 to 2 years	1,622,705	100.00%	(1,622,705)
Overdue more than 3 years	271,600	100.00%	(271,600)
	<b>518,749,422</b>		<b>(12,365,732)</b>

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (3) Accounts receivables (continued)

##### (c) Provision for bad debts (continued)

- (iii) As at 31 December 2021, provision for bad debts made on a collective basis for accounts receivables is analysed as follows:

Group – sales receivable:

	31 December 2021		
	Book balance	Provision for bad debts	
	Amount	Lifetime expected credit loss rate	Amount
Not overdue	377,746,557	–	–
Overdue within 120 days	141,410,122	1.77%	(2,502,813)
Overdue 121 days to 1 year	48,708,983	22.59%	(11,004,104)
Overdue 1 to 2 years	998,825	100.00%	(998,825)
Overdue 2 to 3 years	195,000	100.00%	(195,000)
Overdue more than 3 years	76,600	100.00%	(76,600)
	<u>569,136,087</u>		<u>(14,777,342)</u>

- (d) As at 31 December 2022, there were no accounts receivables written off.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (4) Advances to suppliers

(a) The ageing of advances to suppliers is analysed as follows:

	31 December 2022		31 December 2021	
	Amount	% of total balance	Amount	% of total balance
Within 1 year	17,704,339	98.43%	5,393,255	90.69%
1 to 2 years	282,801	1.57%	553,614	9.31%
	<b>17,987,140</b>	<b>100.00%</b>	5,946,869	100.00%

As at 31 December 2022 and 31 December 2021, there were no significant advances to shareholders who held more than 5% (including 5%) of the voting shares of the Company in the Group's advances to suppliers.

(b) As at 31 December 2022, the top five advances to suppliers based on the balance of the debtors are summarised and analysed as follows:

	Amount	% of total balance
Total top five advances to suppliers	13,994,712	77.80%



## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (5) Other receivables

	31 December 2022	31 December 2021
Deposits receivable	3,041,175	2,772,182
Petty cash for employees receivable	425,644	445,516
Guarantees receivable	10,380	10,380
Others	1,393,243	732,805
	<b>4,870,442</b>	3,960,883
Less: Provision for bad debts	-	(925)
	<b>4,870,442</b>	3,959,958

As at 31 December 2022 and 31 December 2021, there were no significant other receivables from shareholders who held more than 5% (including 5%) of the voting shares of the Company.

#### (a) The ageing of other receivables is analysed as follows:

	31 December 2022	31 December 2021
Within 1 year	1,672,094	1,713,783
1 to 2 years	1,034,174	804,224
2 to 3 years	721,298	45,500
Above 3 years	1,442,876	1,397,376
	<b>4,870,442</b>	3,960,883

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (5) Other receivables (continued)

##### (b) Movements in provision for losses and changes in book balance

- (i) As at 31 December 2022, the provision for bad debts of other receivables at Stage 1 are analysed as follows:

	<b>Book balance</b>	<b>12-month expected credit loss rate</b>	<b>Provision for bad debts</b>
Made on a collective basis:			
Deposits and guarantees	3,051,555	–	–
Petty cash for employees	425,644	–	–
Others	1,393,243	–	–
	<u>4,870,442</u>		<u>–</u>

As at 31 December 2022, the Group did not have other receivables at Stage 2.

As at 31 December 2022, the Group did not have other receivables at Stage 3.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (5) Other receivables (continued)

##### (b) Movements in provision for losses and changes in book balance (continued)

- (ii) As at 31 December 2021, the bad debt provisions of other receivables at Stage 1 are analysed as follows:

	Book balance	12-month expected credit loss rate	Provision for bad debts
Made on a collective basis:			
Deposits and guarantees	2,782,562	–	–
Petty cash for employees	445,516	–	–
Others	732,805	0.13%	(925)
	3,960,883		(925)

As at 31 December 2021, the Group did not have other receivables at Stage 2.

As at 31 December 2021, the Group did not have other receivables at Stage 3.

##### (c) Provision for bad debt

	31 December 2021	Accrual	Reverse	31 December 2022
Provision for bad debts of other receivables	(925)	–	925	–

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (5) Other receivables (continued)

(d) As at 31 December 2022, the top five other receivables based on the balance of the debtors are summarised and analysed as follows:

	Nature	Balance	Ageing	% of total amount	Provision for bad debts
Company1	Deposits receivables	1,267,464	3 years above	26.02%	–
Company2	Deposits receivables	572,004	1 to 2 years	11.74%	–
Company3	Deposits receivables	562,103	2 to 3 years	11.54%	–
Company4	Disposal of equipment	203,000	within 1 year	4.17%	–
Company5	Disposal of equipment	188,000	within 1 year	3.86%	–
		<u>2,792,571</u>		<u>57.33%</u>	<u>–</u>

#### (6) Inventories

(a) The inventories are classified as follows:

	31 December 2022			31 December 2021		
	Book balance	Provision for decline in the value of inventories	Carrying amount	Book balance	Provision for decline in the value of inventories	Carrying amount
Raw materials	12,267,192	(403,448)	11,863,744	12,881,764	(1,894,438)	10,987,326
Work in progress	15,973,235	(223,550)	15,749,685	10,763,377	(401,177)	10,362,200
Finished goods	14,518,637	(2,620,317)	11,898,320	15,888,760	(2,476,007)	13,412,753
Turnover materials	1,015,011	–	1,015,011	862,943	–	862,943
	<u>43,774,075</u>	<u>(3,247,315)</u>	<u>40,526,760</u>	<u>40,396,844</u>	<u>(4,771,622)</u>	<u>35,625,222</u>

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (6) Inventories (continued)

##### (b) The provision for decline in the value of inventories is analysed as follows:

	31 December 2021	Accrual	Decrease in the current year		31 December 2022
			Reverse	Write-off	
Raw materials	(1,894,438)	(508,009)	65,923	1,933,076	<b>(403,448)</b>
Work in progress	(401,177)	(223,550)	401,177	–	<b>(223,550)</b>
Finished goods	(2,476,007)	(2,321,388)	358,958	1,818,120	<b>(2,620,317)</b>
	<b>(4,771,622)</b>	<b>(3,052,947)</b>	<b>826,058</b>	<b>3,751,196</b>	<b>(3,247,315)</b>

##### (c) The situation of the provision for decline in the value of inventories is listed as follows:

	Specific basis for determining net realisable value	Reasons for reversal or write-off of provision for decline in the value of inventories in the current year
Raw material	Estimated selling price less the estimated costs to completion and estimated costs necessary to make the sale and related taxes	Production and sales/Damaged
Work in progress	Estimated selling price less the estimated costs to completion and estimated costs necessary to make the sale and related taxes	Completion of production and sales
Finished goods	Estimated selling price less the estimated costs to completion and estimated costs necessary to make the sale and related taxes	Sales/Damaged

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (7) Current portion of non-current assets

	<b>31 December 2022</b>	31 December 2021
Fixed deposits due within 1 year-principle	<b>30,000,000</b>	–
Fixed deposits due within 1 year-interest	<b>3,320,625</b>	–
	<b>33,320,625</b>	–

#### (8) Other current assets

	<b>31 December 2022</b>	31 December 2021
Prepaid income tax	<b>2,925,576</b>	–
Input VAT to be deducted	<b>1,131,642</b>	1,045,541
	<b>4,057,218</b>	1,045,541

#### (9) Investments in other equity instruments

	<b>31 December 2022</b>	31 December 2021
Investments in equity instruments Equity of listed companies	<b>604,241</b>	2,047,212

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (9) Investments in other equity instruments (continued)

	31 December 2022	31 December 2021
Kintara Therapeutics, Inc. ("Kintara")		
– Costs	<b>5,623,983</b>	5,623,983
– Accumulated changes in fair value	<b>(5,019,742)</b>	(3,576,771)
	<b>604,241</b>	2,047,212

The Company held 12,592 common shares of Kintara Therapeutics, Inc. ("Kintara"). Based on the date of completion of the acquisition with the closing price on the day, the fair value of the equity instruments of Kintara held by the Company was RMB5,623,983.

As at 31 December 2022, based on the closing price on the day, the fair value of the equity instruments of Kintara held by the Company was RMB604,241.

#### (10) Long-term equity investments

	31 December 2022	31 December 2021
Joint ventures (Note 7(2))	<b>65,578,369</b>	66,177,975
Associates (Note 7(2))	<b>240,521,388</b>	259,971,450
	<b>306,099,757</b>	326,149,425
Less: Provision for impairment of long-term equity investments	<b>(332,756)</b>	(332,756)
	<b>305,767,001</b>	325,816,669

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

### (10) Long-term equity investments (continued)

#### (a) Joint ventures

	Changes in the current year								31 December 2022	Ending balance of provision for impairment	
	31 December 2021	Increase in investment	Decrease in investment	Share of net gain or loss under equity method	Adjustments in OCI	Other changes in equity	Declare cash dividends or profits	Provision for impairment			Others
Changzhou BVCF Investment Management Partnership (Limited Liability Partnership) ("Changzhou BVCF").	66,177,975	-	-	(599,606)	-	-	-	-	-	65,578,369	-

As at 31 December 2022, the Group's subscribed capital contribution ratio is 29.85%, and the paid-up capital contribution ratio is 30.47%.

#### (b) Associates

	Changes in the current year								31 December 2022	Ending balance of provision for impairment	
	31 December 2021	Increase in investment	Decrease in investment	Share of net gain or loss under equity method	Adjustments in OCI	Other changes in equity	Declare cash dividends or profits	Provision for impairment			Others
Shanghai WD Pharmaceutical Co., Ltd. ("WD Pharmaceutical")	259,638,694	-	-	(19,800,214)	-	350,152	-	-	-	240,188,632	-
Shanghai Lead Discovery Limited Company ("Lead Discovery")	332,756	-	-	-	-	-	-	-	-	332,756	(332,756)
Derma Clinic Investment Co., Ltd. ("Derma")	-	-	-	-	-	-	-	-	-	-	-
	259,971,450	-	-	(19,800,214)	-	350,152	-	-	-	240,521,388	(332,756)

The equity related information of the associates of the Group refers to Note 7(2).



## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (11) Fixed assets

	Buildings	Machinery and equipments	Electronic equipment and office equipment	Motor vehicles	Total
<b>Cost</b>					
31 December 2021	198,519,184	311,522,879	9,335,969	4,035,049	523,413,081
Increase in the current year	–	29,842,800	355,168	–	30,197,968
Decrease in the current year	–	(10,802,669)	(640,074)	(9,303)	(11,452,046)
31 December 2022	198,519,184	330,563,010	9,051,063	4,025,746	542,159,003
<b>Accumulated depreciation</b>					
31 December 2021	(87,106,866)	(203,856,884)	(6,312,167)	(1,214,434)	(298,490,351)
Increase in the current year	(8,494,809)	(36,671,881)	(873,320)	(407,412)	(46,447,422)
Decrease in the current year	–	10,391,223	540,125	8,651	10,939,999
31 December 2022	(95,601,675)	(230,137,542)	(6,645,362)	(1,613,195)	(333,997,774)
<b>Provision for impairment</b>					
31 December 2021	–	(1,922,585)	(111,495)	–	(2,034,080)
Decrease in the current year	–	35,421	99,950	–	135,371
31 December 2022	–	(1,887,164)	(11,545)	–	(1,898,709)
<b>Carrying amount</b>					
31 December 2022	102,917,509	98,538,304	2,394,156	2,412,551	206,262,520
31 December 2021	111,412,318	105,743,410	2,912,307	2,820,615	222,888,650

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (11) Fixed assets (continued)

In 2022, the amounts of depreciation expenses were RMB46,447,422 (2021: RMB45,745,436), of which charged to cost of sales, capitalised development costs, selling expenses, general and administrative expenses and R&D expenses were RMB16,021,831, RMB50,203, RMB15,007,547, RMB2,151,292 and RMB13,216,549 respectively (2021: RMB16,115,823, RMB433,965, RMB14,779,129, RMB2,299,597 and RMB12,116,922).

No fixed assets were transferred from construction in progress (2021: RMB1,187,681).

As at 31 December 2022 and 31 December 2021, the Group had no fixed assets that were temporarily idle and fixed assets that had not completed the property right certificate.

#### (12) Construction in progress

	31 December 2022			31 December 2021		
	Book balance	Provision for impairment	Carrying amount	Book balance	Provision for impairment	Carrying amount
Taizhou Pharmaceutical production plant construction project – Phase 2	122,371,274	–	122,371,274	48,899,044	–	48,899,044

#### (i) Movements in significant construction in progress projects

Project name	Budget	31 December 2021	Increase in the current year	31 December 2022	% of budget	Project progress	Accumulated amount of borrowing cost capitalization	Sources of funds
Taizhou Pharmaceutical production plant construction project – Phase 2	587,350,000	48,899,044	73,472,230	122,371,274	20.83%	20.83%	– Self-owned fund	

As at 31 December 2022 and 31 December 2021, the Group had no impairment of construction in progress.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (13) Right-of-use assets

	<b>Buildings</b>
Cost	
31 December 2021	36,296,509
Increase in the current year	
New lease contracts	960,531
Decrease in the current year	
Lease expiry	(552,134)
Lease termination	(116,568)
31 December 2022	36,588,338
Accumulated depreciation	
31 December 2021	(6,160,626)
Increase in the current year	
Accruals	(8,136,864)
Decrease in the current year	
Lease expiry	552,134
Lease termination	33,999
31 December 2022	(13,711,357)
Carrying amount	
31 December 2022	22,876,981
31 December 2021	30,135,883

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (14) Intangible assets

	Land use rights	Proprietary technology	R&D technology	Software	Total
Cost					
31 December 2021	50,403,679	13,843,164	65,824,380	12,296,690	142,367,913
Increase in the current year					
Purchase	–	–	–	1,013,123	1,013,123
31 December 2022	50,403,679	13,843,164	65,824,380	13,309,813	143,381,036
Accumulated amortisation					
31 December 2021	(10,580,514)	(6,627,298)	(29,793,252)	(5,807,804)	(52,808,868)
Increase in the current year	(961,329)	(1,765,866)	(21,345,957)	(2,363,217)	(26,436,369)
31 December 2022	(11,541,843)	(8,393,164)	(51,139,209)	(8,171,021)	(79,245,237)
Provision for impairment					
31 December 2021	–	(450,000)	(653,470)	–	(1,103,470)
Increase in the current year					
Accruals	–	–	(710,687)	–	(710,687)
31 December 2022	–	(450,000)	(1,364,157)	–	(1,814,157)
Carrying amount					
31 December 2022	38,861,836	5,000,000	13,321,014	5,138,792	62,321,642
31 December 2021	39,823,165	6,765,866	35,377,658	6,488,886	88,455,575

In 2022, the amortisation of intangible assets was RMB26,436,369 (2021: RMB8,467,461).

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (14) Intangible assets (continued)

The Group's development costs are listed as follows:

	31 December 2021	Increase in the current year	Decrease in the current year		31 December 2022
			Credited to profit or loss	Recognised as intangible assets	
Consistency evaluation of medications	28,017,508	6,808,229	–	–	<b>34,825,737</b>

In 2022, the Group's total research and development costs were RMB233,659,132 (2021: RMB248,153,842), of which RMB226,850,903 (2021: RMB224,387,287) was included in profit or loss in the current year, and RMB6,808,229 (2021: RMB23,766,555) was included in the development costs. As at 31 December 2022, the proportion of intangible assets formed by internal R&D to the carrying amount of intangible assets was 21% (as at 31 December 2021: 40%).

#### (15) Goodwill

	31 December 2021	Increase in the current year	Decrease in the current year	31 December 2022
Goodwill-cost	8,937,000	–	–	<b>8,937,000</b>
Less: Provision for impairment	(8,937,000)	–	–	<b>(8,937,000)</b>
	–	–	–	<b>–</b>

Goodwill was from the Group's 2015 premium purchase of equity in Shanghai Youni Bio-tech Co., Ltd. ("Youni"). On 30 September 2015, Youni was absorbed by Tracing Bio-technology.

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (16) Long-term prepaid expenses

	31 December 2021	Increase in the current year	Decrease in the current year	31 December 2022
Improvement to right-of-use assets	7,401,913	1,016,164	(916,361)	<b>7,501,716</b>
Others	696,245	365,583	(302,333)	<b>759,495</b>
	8,098,158	1,381,747	(1,218,694)	<b>8,261,211</b>

#### (17) Deferred tax assets

Deferred assets and liabilities before any offsetting are set out as follows:

##### (a) Deferred tax assets

	31 December 2022		31 December 2021	
	Deductible temporary differences and losses	Deferred tax assets	Deductible temporary differences and losses	Deferred tax assets
Accrued expenses	<b>453,383,320</b>	<b>68,007,496</b>	379,039,301	56,855,895
Provision for credit impairment	<b>35,847,132</b>	<b>5,377,070</b>	38,254,742	5,738,211
Deferred income	<b>29,508,197</b>	<b>5,901,639</b>	34,426,229	8,114,754
Deductible losses	<b>19,677,413</b>	<b>2,951,612</b>	–	–
Amortisation of intangible assets	<b>17,496,839</b>	<b>2,624,526</b>	–	–
Provision for asset impairment	<b>2,887,492</b>	<b>433,124</b>	65,923	9,888
Share-based payments expenses	–	–	56,704,162	8,505,624
Government grants	<b>4,054,750</b>	<b>608,213</b>	–	–
	<b>562,855,143</b>	<b>85,903,680</b>	508,490,357	79,224,372
Including:				
Expected to be recovered within 1 year (inclusive)		<b>75,197,317</b>		67,519,839
Expected to be recovered after 1 year		<b>10,706,363</b>		11,704,533
		<b>85,903,680</b>		79,224,372

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (17) Deferred tax assets (continued)

- (b) Deductible temporary differences and deductible losses that are not recognised as deferred tax assets are analysed as follows:

	<b>31 December 2022</b>	31 December 2021
Deductible temporary differences	<b>15,100,955</b>	85,743,019
Deductible losses	<b>53,290,866</b>	67,083,444
	<b>68,391,821</b>	152,826,463

- (c) Deductible losses that are not recognised as deferred tax assets will be expired in following years:

	<b>31 December 2022</b>	31 December 2021
2023	<b>15,418</b>	18,515
2024	<b>1,254,614</b>	1,254,614
2025	–	–
2026	<b>402,028</b>	402,028
2027	<b>10,802,118</b>	14,131,488
2028	<b>12,084,885</b>	25,318,033
2029	<b>8,052,658</b>	13,708,759
2030	<b>2,607,820</b>	2,929,709
2031	<b>8,494,054</b>	9,320,298
2032	<b>9,577,271</b>	–
	<b>53,290,866</b>	67,083,444

#### (18) Other non-current assets

	<b>31 December 2022</b>	31 December 2021
Advances for equipment	<b>57,624,200</b>	19,643,419

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (19) Provision for asset impairment and losses

##### (a) Provision for asset impairment

	31 December 2021	Increase in the current year	Decrease in the current year		31 December 2022
			Reverse	Write-off	
Provision for impairment of goodwill	8,937,000	–	–	–	<b>8,937,000</b>
Provision for impairment of fixed assets	2,034,080	–	–	(135,371)	<b>1,898,709</b>
Provision for decline in the value of inventories	4,771,622	3,052,947	(826,058)	(3,751,196)	<b>3,247,315</b>
Provision for impairment of intangible assets	1,103,470	710,687	–	–	<b>1,814,157</b>
Provision for impairment of long-term equity investments	332,756	–	–	–	<b>332,756</b>
	17,178,928	3,763,634	(826,058)	(3,886,567)	<b>16,229,937</b>

##### (b) Provision for credit impairment

	31 December 2021	Increase in the current period	Decrease in the current period		31 December 2022
			Reverse	Write-off	
Provision for bad debts of accounts receivables	14,777,342	–	(2,411,610)	–	<b>12,365,732</b>
Provision for bad debts of other receivables	925	–	(925)	–	<b>–</b>
	14,778,267	–	(2,412,535)	–	<b>12,365,732</b>



## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (20) Short-term borrowings

	<b>31 December 2022</b>	31 December 2021
Pledged (a)	<b>1,000,000</b>	–
Unsecured (b)	<b>100,000,000</b>	–
	<b>101,000,000</b>	–

(a) As at 31 December 2022, bank pledged borrowings of RMB1,000,000 (31 December 2021: Nil) comprised of short-term borrowings of RMB1,000,000 (31 December 2021: Nil) as obtained from the discounting of bank acceptance notes (Note 5(2)).

(b) As at 31 December 2022, the interest rate of unsecured borrowings was 2.70% (31 December 2021: Nil).

#### (21) Accounts payables

	<b>31 December 2022</b>	31 December 2021
Accounts payables	<b>7,431,420</b>	8,166,235

(i) As at 31 December 2022, the amount of accounts payables with ageing above 1 year was RMB234,425 (As at 31 December 2021: RMB56,597).

(ii) The ageing of accounts payables was analysed as follows:

	<b>31 December 2022</b>	31 December 2021
Within 1 year	<b>7,196,995</b>	8,109,638
1-2 years	<b>179,808</b>	21,434
Above 2 years	<b>54,617</b>	35,163
	<b>7,431,420</b>	8,166,235

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (22) Contract liabilities

	<b>31 December 2022</b>	31 December 2021
Advance for goods	<b>308,923</b>	1,116,833

#### (23) Employee benefits payable

	<b>31 December 2022</b>	31 December 2021
Short-term employee benefits payable (a)	<b>27,008,874</b>	35,732,260
Defined contribution plans payable (b)	<b>752,711</b>	760,928
	<b>27,761,585</b>	36,493,188

#### (a) Short-term employee benefits payable

	31 December 2021	Increase in the current year	Decrease in the current year	<b>31 December 2022</b>
Wages and salaries, bonus, allowances and subsidies	35,235,256	156,335,127	(166,884,917)	<b>24,685,466</b>
Staff welfare	-	29,821	(29,821)	-
Social security contributions	491,727	12,341,556	(10,552,512)	<b>2,280,771</b>
Including: Medical insurance	478,825	12,000,350	(10,211,379)	<b>2,267,796</b>
Work injury insurance	12,148	287,141	(287,059)	<b>12,230</b>
Maternity insurance	754	54,065	(54,074)	<b>745</b>
Housing funds	-	14,613,394	(14,577,935)	<b>35,459</b>
Labour union funds and employee education funds	5,277	1,088,050	(1,086,149)	<b>7,178</b>
	35,732,260	184,407,948	(193,131,334)	<b>27,008,874</b>

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (23) Employee benefits payable (continued)

##### (b) Defined contribution plans payable

	31 December 2021	Increase in the current year	Decrease in the current year	31 December 2022
Basic pensions	737,795	25,272,157	(25,280,694)	<b>729,258</b>
Unemployment insurance	23,133	985,018	(984,698)	<b>23,453</b>
	760,928	26,257,175	(26,265,392)	<b>752,711</b>

The Group paid basic pensions and unemployment insurance to relevant institutions monthly according to the payment base and proportion which specified by the local labour and social security department, and the payment cannot be used to offset the amount that the Group should pay for employees in the future.

#### (24) Taxes payable

	31 December 2022	31 December 2021
Unpaid VAT	<b>2,120,282</b>	12,506,109
Enterprise income tax payable	<b>1,631,271</b>	10,403,531
Withholding of individual income tax for employees	<b>5,860,218</b>	6,809,695
	<b>9,611,771</b>	29,719,335

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (25) Other payables

	<b>31 December 2022</b>	31 December 2021
Marketing and sales expenses payable	<b>412,462,077</b>	347,755,414
Guarantees payable	<b>55,515,645</b>	46,841,333
Long-term assets payable	<b>32,239,791</b>	30,828,226
Sales commission payable	<b>4,783,592</b>	4,783,592
Dividends payable (Note 9(6)(c))	<b>1,340,716</b>	–
Others	<b>12,632,362</b>	13,769,619
	<b>518,974,183</b>	443,978,184

As at 31 December 2022, other payables with an ageing of more than 1 year were RMB51,292,645 (as at 31 December 2021: RMB41,844,698). Other payables with an ageing of more than 1 year were mainly long-term assets payable and guarantees payable, because the payment point for the long-term assets payable was not reached, the amount was not settled.

#### (26) Other current liabilities

	<b>31 December 2022</b>	31 December 2021
Output VAT to be recognised	<b>40,160</b>	46,568

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (27) Lease liabilities

	<b>31 December 2022</b>	31 December 2021
Lease liabilities	<b>23,814,926</b>	31,263,974
Less: Current portion of non-current liabilities	<b>(8,216,162)</b>	(8,675,506)
	<b>15,598,764</b>	22,588,468

- (i) As at 31 December 2022, the Group had no events that were not included in the lease liabilities, but would result in potential future cash outflows.
- (ii) As at 31 December 2022, the minimum lease payments needed to be paid within 1 year for the short-term lease contracts which were simplified according to the new lease standard of the Group was RMB33,000 (31 December 2021: RMB91,000).

#### (28) Deferred income

	<b>31 December 2022</b>	31 December 2021
Commercial compensation (a)	<b>29,508,199</b>	34,426,231
Government grants (b)	<b>4,534,750</b>	6,371,750
	<b>34,042,949</b>	40,797,981

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

### (28) Deferred income (continued)

	31 December 2021	Increase in the current year	Decrease in the current year	31 December 2022	Cause of formation
Commercial compensation (a)	34,426,231	–	(4,918,032)	<b>29,508,199</b>	Commercial compensation
Government grants (b)	6,371,750	8,628,267	(10,465,267)	<b>4,534,750</b>	Receipt of government grants
	40,797,981	8,628,267	(15,383,299)	<b>34,042,949</b>	

(a) In 2018, the Group signed a market promotion service agreement with Shanghai Huizheng stating that since 1 November 2018, Shanghai Huizheng would carry out market promotion for LIBOD. According to the agreement, Shanghai Huizheng paid RMB50,000,000 to the Group as a commercial compensation for a series of expenses incurred by the Group due to the product market switch caused by the change of the promotion service provider. The aforesaid commercial compensation is recognised as deferred income and amortised and confirmed as profit or loss during the period of the marketing service contract.

### (b) Government grants

	31 December 2021	Increase in the current year	Decrease in the current year		31 December 2022	Asset related/Income related
			Recognised in other income	Recognised in non-operating income		
R&D project industrialisation subsidy	6,371,750	–	(2,317,000)	–	<b>4,054,750</b>	Asset related
Development supporting fund	–	7,000,000	(7,000,000)	–	–	Income related
Government financial supporting fund	–	716,400	(716,400)	–	–	Income related
Clinical R&D project grant	–	480,000	–	–	<b>480,000</b>	Income related
Others	–	431,867	(431,867)	–	–	Income related
	6,371,750	8,628,267	(10,465,267)	–	<b>4,534,750</b>	

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (28) Deferred income (continued)

##### (b) Government grants (continued)

The government grants recognised in profit or loss in the current year are set out as follows:

Government grants	Nature	Recognised in profit or loss in the current year	Presentation items recognised in profit or loss in the current year
R&D project industrialisation subsidy	Asset related	2,317,000	Other income
Development supporting fund	Income related	7,000,000	Other income
Government financial supporting fund	Income related	716,400	Other income
Others	Income related	431,867	Other income
		10,465,267	

#### (29) Share capital

	31 December 2021	Change in the current year				Subtotal	31 December 2022
		Issue new shares	Scrip issue	Transferred from reserve	Others		
Listed tradable shares – Foreign shares listed overseas	34,000,000	-	-	-	(1,400,000)	(1,400,000)	32,600,000
Listed tradable shares – Domestic listed RMB-denominated ordinary A shares	70,300,000	-	-	-	-	-	70,300,000
Total share capital	104,300,000	-	-	-	(1,400,000)	(1,400,000)	102,900,000

## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (29) Share capital (continued)

	31 December 2020	Change in the current year					31 December 2021
		Issue new shares	Scrip issue	Transferred from reserve	Others	Subtotal	
Listed tradable shares- Foreign shares listed overseas	34,000,000	-	-	-	-	-	34,000,000
Listed tradable shares – Domestic listed RMB-denominated ordinary A shares	70,300,000	-	-	-	-	-	70,300,000
Total share capital	104,300,000	-	-	-	-	-	104,300,000

#### (30) Capital surplus

	31 December 2021	Increase in the current year	Decrease in the current year	31 December 2022
Share premium	1,200,120,029	-	(48,123,679)	1,151,996,350
Share-based payments (Note 6)	64,973,657	7,688,778	-	72,662,435
Other capital surplus-Share of changes in equity other than comprehensive income and profit distribution of investees under the equity method	-	350,152	-	350,152
	1,265,093,686	8,038,930	(48,123,679)	1,225,008,937



## Notes to The Consolidated Financial Statements

For the year ended 31 December 2022

(All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

#### (30) Capital surplus (continued)

	31 December 2020	Increase in the current year	Decrease in the current year	31 December 2021
Share premium	1,200,120,029	–	–	1,200,120,029
Share-based payments (Note 6)	–	64,973,657	–	64,973,657
	1,200,120,029	64,973,657	–	1,265,093,686

#### (31) Treasury stock

	31 December 2021	Increase in the current year	Decrease in the current year	31 December 2022
Shares repurchase (i)	40,824,137	8,699,542	(49,523,679)	–

(i) In 2022, the cumulative number of shares repurchased by the Company was 3,135,000 shares.

On 7 June 2022, the Company completed the cancellation procedures of the repurchased 14,000,000 H Shares at the Hong Kong Central Securities Registration Co., Ltd. The share capital of the Company decreased from 1,043,000,000 shares to 1,029,000,000 shares after cancellation.

On 13 July 2022, the Company completed the formalities of industrial and commercial change registration and obtained the Business License renewed by Shanghai Municipal Administration for Market Regulation.

# Notes to The Consolidated Financial Statements

For the year ended 31 December 2022  
(All amounts in RMB Yuan unless otherwise stated)

## 5 NOTES TO CONSOLIDATED FINANCIAL STATEMENT ITEMS (continued)

### (32) Other comprehensive income

	Other comprehensive income in the balance sheet			Other comprehensive income for the year ended 31 December 2022 income statement					
	31 December 2021	Attributable to the Company after tax	Other comprehensive income settled to retained earnings	31 December 2022	Amount before income tax	Less: other comprehensive income		Attributable to the Company after tax	Attributable to minority shareholders
						transferred out this year	Deduct: income tax expenses		
Other comprehensive income that will not be reclassified to profit or loss									
Changes in fair value of other equity instrument investments	(3,576,771)	(1,442,971)	-	(5,019,742)	(1,442,971)	-	-	(1,442,971)	-
Other comprehensive income that will be reclassified to profit or loss									
Differences on translation of foreign currency financial statements	(474,049)	292,770	-	(181,279)	292,770	-	-	292,770	-
	(4,050,820)	(1,150,201)	-	(5,201,021)	(1,150,201)	-	-	(1,150,201)	-

	Other comprehensive income in the balance sheet			Other comprehensive income for the year ended 31 December 2021 income statement					
	31 December 2020	Attributable to the Company after tax	Other comprehensive income settled to retained earnings	31 December 2021	Amount before income tax	Less: other comprehensive income		Attributable to the Company after tax	Attributable to minority shareholders
						transferred out this year	Deduct: income tax expenses		
Other comprehensive income that will not be reclassified to profit or loss									
Changes in fair value of other equity instrument investments	(370,856)	(3,205,915)	-	(3,576,771)	(3,205,915)	-	-	(3,205,915)	-
Other comprehensive income that will be reclassified to profit or loss									
Differences on translation of foreign currency financial statements	(399,866)	(74,183)	-	(474,049)	(74,183)	-	-	(74,183)	-
	(770,722)	(3,280,098)	-	(4,050,820)	(3,280,098)	-	-	(3,280,098)	-

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (33) Surplus reserve

	31 December 2021	Increase in the current year	Decrease in the current year	31 December 2022
Statutory surplus reserve	52,150,000	-	-	52,150,000

	31 December 2020	Increase in the current year	Decrease in the current year	31 December 2021
Statutory surplus reserve	52,150,000	-	-	52,150,000

In accordance with the Company Law of the People's Republic of China and the Company's Articles of Association, the Company should appropriate 10% of net profit for the year to the statutory surplus reserve, and the Company can cease appropriation when the statutory surplus reserve accumulated to more than 50% of the registered capital. The statutory surplus reserve can be used to make up for the loss or increase the share capital after approval from the appropriate authorities. By the resolution of the Board of Directors, the Company did not withdraw the statutory surplus reserve due to the amount of accumulated statutory surplus reserve had reached 50% of the registered capital at the end of 2022.

#### (34) Undistributed profits

	2022	2021
Undistributed profits at the beginning of the year	816,277,203	655,131,445
Add: Net profit attributable to shareholders of the Company	137,997,098	213,295,758
Less: Appropriation to statutory surplus reserve	-	-
Other comprehensive income settled to retained earnings	-	-
Dividends payable to the Company's shareholders	(72,030,000)	(52,150,000)
Undistributed profits at the end of the year	882,244,301	816,277,203

In accordance with the shareholders' meeting on 29 June 2022, the Company recommends the payment of a final dividend of RMB0.07 per ordinary share, calculated on 1,029,000,000 issued shares, totalling RMB72,030,000 to all shareholders for the year of 2021.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (35) Revenue and cost of sales

	2022	2021
Main operations revenue	<b>1,031,159,838</b>	1,139,817,300
Other operations revenue	–	495,788
	<b>1,031,159,838</b>	1,140,313,088
	2022	2021
Main operations cost	<b>(84,062,068)</b>	(80,898,643)
Other operations cost	–	(56,724)
	<b>(84,062,068)</b>	(80,955,367)

#### (a) Main operations revenue and cost

	2022		2021	
	Main operations revenue	Main operations cost	Main operations revenue	Main operations cost
– Sales of pharmaceutical and diagnostic products	<b>1,030,605,555</b>	<b>(82,563,494)</b>	1,135,846,335	(79,589,764)
– Service	<b>554,283</b>	<b>(1,498,574)</b>	3,970,965	(1,308,879)
	<b>1,031,159,838</b>	<b>(84,062,068)</b>	1,139,817,300	(80,898,643)

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (35) Revenue and cost of sales (continued)

##### (b) Other operations revenue and cost

	2022		2021	
	Other operations revenue	Other operations cost	Other operations revenue	Other operations cost
Sales of raw materials	-	-	495,788	(56,724)

#### (36) Taxes and surcharges

	2022	2021	Payment standard
City maintenance and construction tax	<b>2,360,313</b>	1,321,208	5% or 7% of the VAT paid
Educational surcharge	<b>2,255,487</b>	2,881,209	5% of the VAT paid
Real estate tax	<b>1,188,471</b>	995,530	1.2% of the 70% real estate's original cost
Urban land use tax	<b>518,837</b>	408,092	The actual land area occupied, RMB3-5/m <sup>2</sup>
Others	<b>518,192</b>	542,685	
	<b>6,841,300</b>	6,148,724	

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (37) Selling expenses

	2022	2021
Marketing and academic promotion fees	<b>396,830,453</b>	430,817,506
Salary costs	<b>104,843,098</b>	93,301,793
Depreciation and amortisation	<b>15,038,361</b>	15,234,363
Business hospitality	<b>10,406,639</b>	10,503,288
Travel expenses	<b>9,266,261</b>	10,617,133
Conference fees	<b>5,646,888</b>	6,324,832
Depreciation of right-of-use assets	<b>4,022,366</b>	3,894,434
Office expenses	<b>2,879,695</b>	3,456,251
Share-based payments expenses	<b>2,227,187</b>	22,129,522
Shipping fees	<b>303,764</b>	294,456
Rental fees	<b>151,527</b>	451,797
Others	<b>3,014,731</b>	2,671,581
	<b>554,630,970</b>	599,696,956

#### (38) General and administrative expenses

	2022	2021
Salary costs	<b>24,448,760</b>	17,354,099
Audit fees	<b>4,875,872</b>	5,102,146
Administrative expenses	<b>4,063,468</b>	4,962,396
Depreciation and amortisation	<b>3,759,960</b>	4,083,309
Share-based payments expenses	<b>2,420,255</b>	21,668,097
Property fees	<b>1,292,545</b>	1,043,891
Consulting fees	<b>217,509</b>	297,010
Service fees	<b>–</b>	18,493
Others	<b>3,790,811</b>	6,030,687
	<b>44,869,180</b>	60,560,128

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (39) R&D expenses

	2022	2021
Outsourced R&D expenses	<b>95,009,511</b>	103,285,559
Salary costs	<b>57,590,255</b>	46,791,171
R&D department expenses	<b>30,311,467</b>	26,304,345
Information and materials costs	<b>28,103,013</b>	21,085,506
Depreciation	<b>13,216,549</b>	12,116,922
Share-based payments expenses	<b>2,620,108</b>	14,803,784
	<b>226,850,903</b>	224,387,287

#### (40) Financial income – net

	2022	2021
Interest costs	<b>349,664</b>	–
Add: Interest costs on lease liabilities	<b>1,188,591</b>	1,055,144
Interest expenses	<b>1,538,255</b>	1,055,144
Less: Interest income	<b>(11,293,953)</b>	(5,134,488)
Exchange losses/(gains) – net	<b>825,946</b>	(139,018)
Others	<b>141,145</b>	130,646
	<b>(8,788,607)</b>	(4,087,716)

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### (41) Expenses by nature

The cost of sales, selling expenses, general and administrative expenses and R&D expenses in the income statements are listed as follows by nature:

	2022	2021
Changes in inventories of finished goods and work in progress	<b>(3,839,735)</b>	(2,828,458)
Consumed raw materials and low value consumables, etc.	<b>50,973,999</b>	43,710,736
Marketing and sales expenses	<b>422,194,072</b>	456,852,844
Share-based payments expenses	<b>7,688,778</b>	64,973,657
Employee benefit expenses	<b>210,665,123</b>	186,118,329
Less: Amounts capitalised in development costs	<b>(2,690,269)</b>	(3,796,410)
	<b>207,974,854</b>	182,321,919
Outsourced R&D expenses	<b>95,009,511</b>	103,285,559
Depreciation and amortisation	<b>74,102,485</b>	55,169,685
Less: Amounts capitalised in development costs	<b>(50,203)</b>	(433,965)
	<b>74,052,282</b>	54,735,720
R&D department expenses	<b>30,311,467</b>	26,304,345
Depreciation of right-of-use assets	<b>8,136,864</b>	7,073,999
Quality inspection expenses	<b>6,908,739</b>	6,259,577
Audit Fees	<b>4,875,872</b>	5,102,146
– audit services	<b>4,664,098</b>	4,950,296
– non-audit services	<b>211,774</b>	151,850
Rental (i)	<b>319,437</b>	851,283
Others	<b>5,806,981</b>	16,956,411
	<b>910,413,121</b>	965,599,738

- (i) As mentioned in Note 2(22), the rental expenses of short-term leases and low-value leases are directly included in the current profit and loss, and the amount for the year ended 31 December 2022 is RMB319,437 (2021: RMB851,283).



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (42) Other income

	2022	2021	Asset related/ Income related
Development supporting fund	<b>7,000,000</b>	5,450,000	Income related
R&D project industrialisation subsidy	<b>2,317,000</b>	2,317,000	Asset related
Government financial supporting fund	<b>716,400</b>	1,440,000	Income related
Incentives for investment promotion	-	11,392,152	Income related
Medical R&D project grants	-	409,968	Income related
Others	<b>431,867</b>	678,210	Income related
	<b>10,465,267</b>	21,687,330	

#### (43) Investment income/(losses)

	2022	2021
Income from wealth management products	<b>19,115,240</b>	22,358,144
Loss of long-term equity investment accounted by equity method	<b>(20,399,820)</b>	(1,602,240)
	<b>(1,284,580)</b>	20,755,904

In 2022 and 2021, the bank wealth management products purchased by the Group were measured at fair value and their changes were included in the current profit and loss. As at 31 December 2022 and 31 December 2021, the Group had no balance of wealth management products.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (44) Credit impairment reverse

	2022	2021
Accounts receivables bad debt (reverse)/losses	<b>(2,411,610)</b>	5,775,516
Other receivables bad debt reverse	<b>(925)</b>	(6,338,875)
	<b>(2,412,535)</b>	(563,359)

#### (45) Asset impairment losses

	2022	2021
Impairment losses on inventories	<b>2,226,889</b>	65,923
Impairment losses on intangible assets	<b>710,687</b>	–
	<b>2,937,576</b>	65,923

#### (46) Gains on disposals of assets

	2022	2021	Amount included in 2022 non-recurring profit and loss
Gains on disposals of fixed assets	<b>1,921,767</b>	1,784,690	<b>1,921,767</b>

#### (47) Non-operating income

	2022	2021	Amount included in 2022 non-recurring profit and loss
Others	<b>854,053</b>	845,518	<b>854,053</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (48) Non-operating expenses

	2022	2021	Amount included in 2022 non-recurring profit and loss
Inventory losses	824,030	1,795,938	824,030
Donation	626,565	150,000	626,565
Losses from scrap of fixed assets	299,498	350,597	299,498
Inventory shortage	2,203	5,816	2,203
Others	79,646	–	79,646
	<b>1,831,942</b>	2,302,351	<b>1,831,942</b>

#### (49) Income tax expenses

	2022	2021
Current income tax	1,700,658	19,790,747
Deferred income tax	(6,679,308)	(16,250,583)
	<b>(4,978,650)</b>	3,540,164

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (49) Income tax expenses (continued)

The reconciliation from income tax calculated based on the applicable tax rates and total profit presented in the consolidated financial statements to the income tax expenses is listed below:

	2022	2021
Total profit	<b>132,293,548</b>	215,920,869
Income tax expenses calculated at applicable tax rate 25%	<b>33,073,388</b>	53,980,217
Effect of favourable tax rates	<b>(13,179,045)</b>	(21,649,687)
Deductible tax losses for which no deferred tax asset was recognised	<b>1,436,591</b>	1,398,077
Deductible temporary differences for which no deferred tax asset was recognised	<b>106,603</b>	1,231,533
Additional deduction of R&D expenses	<b>(28,796,270)</b>	(26,937,138)
Costs, expenses and losses not deductible for tax purposes	<b>13,655,274</b>	1,272,083
Utilisation of previously unrecognised and unrealised profits or losses arising from intra-group transactions	<b>(125,000)</b>	(125,000)
Utilisation of previously unrecognised deductible losses	<b>(355,886)</b>	(5,264,557)
Utilisation of previously unrecognised deductible temporary differences	<b>(8,779,276)</b>	(347,550)
Recognition of previously unrecognised deductible temporary differences	<b>(608,213)</b>	–
Recognition of previously unrecognised deductible losses	<b>(2,951,612)</b>	–
Reversing of previously recognised temporary differences	<b>1,475,410</b>	–
Others	<b>69,386</b>	(17,814)
Income tax expenses	<b>(4,978,650)</b>	3,540,164

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (50) Earnings per share

##### (a) Basic earnings per share

Basic earnings per share are calculated by dividing the consolidated net profit attributable to the ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding.

	2022	2021
Consolidated net profit attributable to ordinary shareholders of the Company	<b>137,997,098</b>	213,295,758
Weighted average number of ordinary shares outstanding	<b>1,030,195,417</b>	1,040,750,083
Basic earnings per share	<b>0.13</b>	0.21
Among them:		
– Basic earnings per share from continuing operations:	<b>0.13</b>	0.21
– Basic earnings per share from discontinuing operations:	–	–

##### (b) Diluted earnings per share

Diluted earnings per share are calculated by dividing the consolidated net profit attributable to ordinary shareholders of the Company adjusted based on the dilutive potential ordinary share by the adjusted weighted average numbers of ordinary shares outstanding.

	2022	2021
Consolidated net profit attributable to ordinary shareholders of the Company	<b>137,997,098</b>	213,295,758
Weighted average number of ordinary shares outstanding	<b>1,030,195,417</b>	1,040,750,083
Add: Weighted average number increased due to the issue of restricted shares	<b>1,037,303</b>	4,015,640
The adjusted weighted average of the Company's outstanding common shares	<b>1,031,232,720</b>	1,044,765,723
Diluted earnings per share	<b>0.13</b>	0.20
Among them:		
– Basic earnings per share from continuing operations:	<b>0.13</b>	0.20
– Basic earnings per share from discontinuing operations:	–	–

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (51) Supplementary information to the cash flow statement

##### (a) Cash received relating to other operating activities

	2022	2021
Deposits and guarantees	<b>8,674,312</b>	4,410,000
Government grants	<b>8,628,267</b>	18,960,362
Interest income	<b>7,973,328</b>	5,134,488
Others	<b>56,883</b>	48,348
	<b>25,332,790</b>	28,553,198

##### (b) Cash paid relating to other operating activities

	2022	2021
Administrative expenses and data fees	<b>30,144,899</b>	23,693,817
Business hospitality	<b>10,406,639</b>	10,503,288
Travel expenses	<b>9,266,261</b>	10,617,133
Consulting service fees	<b>9,792,364</b>	7,421,195
Advertising expenses	<b>2,250,963</b>	1,669,071
Others	<b>3,462,138</b>	3,193,150
	<b>65,323,264</b>	57,097,654

##### (c) Cash received relating to other investing activities

	2022	2021
Selling wealth management products	<b>4,018,115,240</b>	3,242,158,144

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (51) Supplementary information to the cash flow statement (continued)

##### (d) Cash paid relating to other investing activities

	2022	2021
Buying wealth management products and fixed deposits	<b>4,029,000,000</b>	3,219,800,000

##### (e) Cash paid relating to other financing activities

	2022	2021
Shares repurchase expenses	<b>8,699,543</b>	40,824,137
Payment of lease liabilities	<b>9,515,601</b>	7,501,896
Payment of lease deposit	<b>137,978</b>	687,731
	<b>18,353,122</b>	49,013,764

In 2022, the total lease-related cash outflow paid by the Group was RMB9,835,038 (2021: RMB8,353,179). Except for the amount of the above-mentioned lease liabilities payment included in financing activities, the remaining cash outflows were included in operating activities.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (51) Supplementary information to the cash flow statement (continued)

##### (f) Supplementary information to the cash flow statement

##### Reconciliation from net profit to cash flows from operating activities

	2022	2021
Net profit	<b>137,272,198</b>	212,380,705
Add: Asset impairment losses	<b>2,937,576</b>	65,923
Credit impairment reverse	<b>(2,412,535)</b>	(563,359)
Depreciation of right-of-use assets	<b>8,136,864</b>	7,073,999
Depreciation of fixed assets	<b>46,397,219</b>	45,311,471
Amortisation of intangible assets	<b>26,436,369</b>	8,467,461
Amortisation of long-term prepaid expenses	<b>1,218,694</b>	956,788
Gains on disposals of fixed assets and other long-term assets	<b>(1,921,767)</b>	(1,784,690)
Losses on scrapping of fixed assets	<b>299,498</b>	350,597
Financial (income)/expenses	<b>(1,782,370)</b>	1,055,144
Investment losses/(income)	<b>1,284,580</b>	(20,755,904)
Increase in deferred tax assets	<b>(6,679,308)</b>	(16,250,583)
(Increase)/decrease in inventories	<b>(5,841,022)</b>	318,196
Share-based payments expenses	<b>7,688,778</b>	64,973,657
Increase in operating receivables	<b>(89,729,939)</b>	(95,370,235)
Increase in operating payables	<b>48,718,819</b>	72,560,605
Decrease in deferred income	<b>(6,755,032)</b>	(9,890,000)
Net cash flows from operating activities	<b>165,268,622</b>	268,899,775

##### (g) Cash

	31 December 2022	31 December 2021
Cash at bank and on hand	<b>1,289,302,664</b>	1,208,880,911
Less: Restricted cash at bank	-	-
Cash	<b>1,289,302,664</b>	1,208,880,911



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 5 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

#### (52) Foreign currency items

	31 December 2022		
	Foreign currency balance	Exchange rate	RMB balance
Cash at bank and on hand –			
USD	497,596	6.9646	3,465,557
HKD	12,774	0.8933	11,411
			3,476,968
	31 December 2021		
	Foreign currency balance	Exchange rate	RMB balance
Cash at bank and on hand –			
USD	497,152	6.3757	3,169,692
HKD	12,025,904	0.8176	9,832,379
			13,002,071

### 6 SHARE-BASED PAYMENTS

#### (1) Equity-settled share-based payments

##### Restricted shares (Type 2) scheme

##### (a) Abstract

Pursuant to the proposal of *About the 2021 restricted shares scheme (draft) and the related summary* approved on the Group's 1st general meeting of shareholders of A-share and H-share in 2021 which was held on 27 May 2021, and the *proposal of The adjustment of the list, number and price of incentive objects granted for the first time in the 2021 restricted shares scheme*, the *proposal of Granting restricted shares to incentive objects for the first time* and the other relevant proposals approved at the 10th (Interim) meeting of the seventh Board of Directors held on 22 July 2021, the Group implemented the restricted share scheme to incentive objects. The total amount were 32.77 million restricted shares (Type 2) at RMB8.90/share as the grant price, and 258 incentive objects.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

## 6 SHARE-BASED PAYMENTS (continued)

### (1) Equity-settled share-based payments (continued)

#### Restricted shares (Type 2) scheme (continued)

##### (a) Abstract (continued)

According to the scheme, the number of shares granted to incentive objects accounts for 30%, 30% and 40% of the total amount of shares granted every year within 3 years from the date of the first grant, and each grant of shares shall be subject to the corresponding grant conditions.

Pursuant to the *proposal of Granting reserved restricted shares to incentive objects* approved at the 15th (Interim) meeting of the seventh Board of Directors and the 15th (Interim) meeting of the seventh Board of Supervisors held on 26 May 2022, the Company granted 5.23 million reserved restricted shares to 125 incentive objects at the incentive price of RMB8.90/share.

##### (b) Movements of restricted shares for the year ended 31 December 2022

	2022	2021
No. of restricted shares issued at the beginning of the year	32,460,000	–
No. of restricted shares granted for the year	5,230,000	32,770,000
No. of restricted shares exercised for the year	–	–
No. of restricted shares expired for the year	(13,116,000)	(310,000)
No. of restricted shares issued at the end of the year	24,574,000	32,460,000

Equity-settled share-based payments expenses are listed below:

	2022	2021
R&D expenses	2,620,108	14,803,784
General and administrative expenses	2,420,255	21,668,097
Selling expenses	2,227,187	22,129,522
Cost of sales	421,228	6,372,254
	7,688,778	64,973,657

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

## 6 SHARE-BASED PAYMENT (continued)

### (1) Equity-settled share-based payments (continued)

#### Restricted shares (Type 2) scheme (continued)

(c) As at 31 December 2022, among the restricted shares (Type 2) granted for the first time, the remaining life of 12.55 million shares of the restricted shares scheme was 1.56 years until July 2024.

As at 31 December 2022, among the reserved part of the restricted shares (Type 2) granted in 2022, the remaining life of 2.62 million shares was 1.40 years until May 2024.

#### (d) Determination method for the fair value of share-based payments

The Company adopts the income method to evaluate all the equity of the Company's shareholders, and the fair value of related options at the grant date is determined based on the evaluation price of the Black-Scholes Option Pricing Model. During the reporting period, the main parameters used in the Black-Scholes Model are listed below:

	Granted in 2022	Granted in 2021
Expected volatility of equity interests	<b>46.08%, 44.01%</b>	42.47%, 41.67%, 44.01%
Risk-free interest rate	<b>1.96%, 2.24%</b>	2.33%, 2.53%, 2.60%
Expected dividend yield ratio	—	—

Based on the above parameters, the fair value of the stock options granted on 26 May 2022 was RMB11,793,650, and the expenses for share-based payments will be recognised in the Group's profit or loss for the subsequent vesting period.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 7 EQUITY IN OTHER SUBJECTS

#### (1) Equity in significant subsidiaries

##### (a) The structure of the Group

Name	Corporate category	Principal place of business	Place of registration	Principal activities	Registered capital/ information on issued equity and claims	Share proportion		Acquisition method
						Direct	Indirect	
Taizhou Pharmaceutical	Limited liability company	Taizhou Jiangsu	No. 1 Yaocheng Avenue, Taizhou City, Jiangsu Province	Production of freeze-dried powder injections and APIs; research and development of pharmaceuticals and medical devices, technology development, technology transfer, technology consulting and technology promotion services, sales of Class II medical devices.	100,000,000	100.00%	-	Set up
Tracing Bio-technology	Limited liability company	Shanghai	No. 308 Cailun Road, Shanghai	Research and development of medical diagnostic products (except human stem cells, genetic diagnosis and therapeutic technology development and application) and related technical services, sales of daily necessities and Class II clinical laboratory analysis instruments and software.	24,800,000	84.68%	-	Set up
Fernovelty Holding	Limited liability company	Hong Kong	LOCKHART RD, WANCHAI, RM. 1501, 15F	Invest in overseas medical projects.	17,438,000	100.00%	-	Set up

##### (b) Subsidiaries with significant minority interests

As at 31 December 2022 and 31 December 2021, the Group had no subsidiaries with significant minority interests.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 7 EQUITY IN OTHER SUBJECTS (continued)

#### (2) Equity in joint ventures and associates

##### (a) Summarised basic information for material joint ventures and associates

	Principal place of business	Place of registration	Principal activities	Whether strategic to the Group's activities	Share proportion Direct	Indirect
Joint venture –						
Changzhou BVCF	Changzhou	Changzhou	Healthcare investment	No	29.85%	–
Associates –						
Derma	Shanghai	Shanghai	Medical investment management	No	20.00%	–
WD Pharmaceutical	Shanghai	Shanghai	Research and experimental development	No	39.57%	–

The Group uses the equity method to account for the above equity investments.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 7 EQUITY IN OTHER SUBJECTS (continued)

#### (2) Equity in joint ventures and associates (continued)

##### (b) Summarised financial information for material joint ventures

###### *Changzhou BVCF*

	<b>31 December 2022</b>	31 December 2021
Current assets	<b>13,817,761</b>	13,655,162
Non-current assets	<b>199,472,915</b>	203,889,000
Total assets	<b>213,290,676</b>	217,544,162
Current liabilities	<b>(5,166,236)</b>	(1,625,940)
Equity attributable to shareholders of the Company	<b>(208,124,440)</b>	215,918,222
Share of net assets by shareholding	<b>63,667,267</b>	66,167,538
Carrying amount of investments in joint ventures	<b>65,578,369</b>	66,167,538
	<b>2022</b>	2021
General and administrative expenses	<b>(3,612,083)</b>	(3,970,417)
Financial expenses	<b>234,376</b>	583,890
Profit in changes of fair value	<b>1,410,000</b>	16,613,000
Net profits	<b>(1,967,707)</b>	13,226,388
Total comprehensive income	<b>(1,967,707)</b>	13,226,388
Dividends received by the Group from joint ventures for the year	-	-

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 7 EQUITY IN OTHER SUBJECTS (continued)

#### (2) Equity in joint ventures and associates (continued)

##### (c) Summarised financial information for material associates

(i) *Derma*

	31 December 2022	31 December 2021
Current assets	<b>1,218,987</b>	19,566,620
Non-current assets	<b>310,937</b>	5,944,165
Total assets	<b>1,529,924</b>	25,510,785
Current liabilities	<b>(37,371,068)</b>	(37,099,486)
Equity attributable to shareholders of the Company	<b>(35,841,144)</b>	(11,588,701)
Share of net assets by shareholding	<b>(7,168,229)</b>	(2,317,740)
Carrying amount of investments in associate	-	-
	<b>2022</b>	2021
Cost of sales	<b>(679,062)</b>	(2,117,645)
Taxes and surcharges	-	(39)
General and administrative expenses	<b>(1,916,189)</b>	(3,380,437)
Financial expenses	<b>(2,542)</b>	(7,881)
Asset impairment losses	<b>(20,766,842)</b>	-
Non-operating income	<b>197,691</b>	645,538
Non-operating expenses	<b>(2,049,224)</b>	(14,742,563)
Net loss	<b>(25,216,168)</b>	(19,603,027)
Total comprehensive loss	<b>(25,216,168)</b>	(19,603,027)
Dividends received by the Group from associate for the year	-	-

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 7 EQUITY IN OTHER SUBJECTS (continued)

#### (2) Equity in joint ventures and associates (continued)

##### (c) Summarised financial information for material associates (continued)

(ii) *WD Pharmaceutical*

	31 December 2022	31 December 2021
Current assets	<b>106,312,730</b>	132,456,331
Non-current assets	<b>485,968,096</b>	464,485,171
Total assets	<b>592,280,826</b>	596,941,502
Current liabilities	<b>(10,833,135)</b>	(1,159,805)
Non-current liabilities	<b>(366,240)</b>	(585,526)
Total liabilities	<b>(11,199,375)</b>	(1,745,331)
Equity attributable to shareholders of the Company	<b>581,081,451</b>	595,196,171
Share of net assets by shareholding	<b>229,912,430</b>	235,497,103
Carrying amount of investments in associate	<b>240,188,632</b>	259,638,694
		The period from the investment date to 31 December
	<b>2022</b>	2021
General and administrative expenses	<b>(14,741,603)</b>	(5,305,767)
R&D expenses	<b>(26,277,300)</b>	(15,037,834)
Net loss	<b>(32,098,441)</b>	(15,975,200)
Total comprehensive loss	<b>(32,098,441)</b>	(15,975,200)
Dividends received by the Group from associate for the year	-	-



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 7 EQUITY IN OTHER SUBJECTS (continued)

#### (2) Equity in joint ventures and associates (continued)

##### (d) Summarised financial information for non-material joint ventures and associates:

	Principal place of business	Place of registration	Principal activities	Whether strategic to the Group's activities	Share proportion	
					Direct	Indirect
Associate –						
Lead Discovery	Shanghai	Shanghai	Efficient screening of new drugs in China, development of “me- too” and natural medicine technology	No	35%	–

The Group uses the equity method to account for the above equity investment.

The associate is an unlisted company and has no significant impact on the Group's financial information.

In 2012, the Company's carrying amount of investments in Lead Discovery had been fully made provision for impairment.

### 8 SEGMENT INFORMATION

The Group is principally engaged in research and development as well as sales of pharmaceutical products. Therefore, the Group does not distinguish between different business segments.

The Company and its subsidiaries other than Fernovelty Holding all operate in Mainland China. The Group's revenue is mainly derived from Mainland China, and it does not distinguish between different regional segments.

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

## 9 RELATED PARTIES AND RELATED PARTY TRANSACTIONS

### (1) The parent company

The Company has no parent company or ultimate controlling party.

### (2) Significant subsidiaries

For basic and related information of significant subsidiaries, please refer to Note 7.

### (3) Joint ventures and associates

For basic and related information of joint ventures and associates, please refer to Note 7.

### (4) Other related parties

	<b>Relationship with the Group</b>
SPH	Shareholder
Shanghai Pharmaceutical Co., Ltd.	Subsidiary of SPH
Shanghai Suzuken Chinese Medicine Co., Ltd.	Subsidiary of SPH
Heilongjiang Keyuan Xinhai Pharmaceutical Co., Ltd.	Subsidiary of SPH
China Medical Foreign Trading Liao Ning Co., Ltd.	Subsidiary of SPH
SPH Keyuan Xinhai Pharmaceutical Shaanxi Co., Ltd.	Subsidiary of SPH
Shanghai Pharmaceutical Holding Zhenjiang Co., Ltd.	Subsidiary of SPH
SPH Changzhou Pharmaceutical Co., Ltd.	Subsidiary of SPH
SPH Keyuan Xinhai Pharmaceutical Jilin Co., Ltd.	Subsidiary of SPH
Shandong Pharmaceutical Co., Ltd.	Subsidiary of SPH
SPH Keyuan Xinhai Pharmaceutical Hubei Co., Ltd.	Subsidiary of SPH
SPH Ningbo Pharmaceutical Co., Ltd.	Subsidiary of SPH
Shanghai Pharmaceutical Holdings Jiangsu Co., Ltd.	Subsidiary of SPH
Beijing Keyuan Xinhai Pharmaceutical Co., Ltd.	Subsidiary of SPH
SPH Huaxi (Sichuan) Pharmaceutical Co., Ltd.	Subsidiary of SPH
Shanghai Jiaolian Pharmaceutical R&D Co., Ltd. ("Shanghai Jiaolian")	Subsidiary of SPH
Shanghai New Asia Pharmaceutical Co., Ltd. ("New Asia Pharmaceutical")	Subsidiary of SPH
Shanghai Medical Instruments Wholesale Department Ltd.	Subsidiary of SPH
Shanghai Pharmaceutical Group (Benxi) North Pharmaceutical Co., Ltd.	Subsidiary of SPH
Jiangxi Nanhua Pharmaceutical Co., Ltd.	Joint venture of SPH

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 9 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

#### (5) Related party transactions

##### (a) Pricing policies

The products sold by the Group to related parties are priced on the basis of prices sold to similar third parties.

##### (b) Sales of goods

Related party	Related party transaction	2022	2021
Shanghai Suzuken Chinese Medicine Co., Ltd.	Sale of pharmaceutical products	37,057,428	42,584,172
Shanghai Pharmaceutical Co., Ltd.	Sale of pharmaceutical products	20,948,363	16,530,797
China Medical Foreign Trading Liao Ning Co., Ltd.	Sale of pharmaceutical products	16,883,495	12,905,111
Heilongjiang Keyuan Xinhai Pharmaceutical Co., Ltd.	Sale of pharmaceutical products	12,185,062	18,159,959
SPH Keyuan Xinhai Pharmaceutical Shaanxi Co., Ltd.	Sale of pharmaceutical products	11,441,758	11,834,710
Jiangxi Nanhua Pharmaceutical Co., Ltd.	Sale of pharmaceutical products	6,658,686	5,091,143
SPH Changzhou Pharmaceutical Co., Ltd.	Sale of pharmaceutical products	4,383,163	2,516,632
Shanghai Pharmaceutical Holding Zhenjiang Co., Ltd.	Sale of pharmaceutical products	2,721,655	5,415,497
Shanghai Pharmaceutical Ningbo Pharmaceutical Co., Ltd.	Sale of pharmaceutical products	1,730,755	2,022,301
SPH Huaxi (Sichuan) Pharmaceutical Co., Ltd.	Sale of pharmaceutical products	1,285,984	1,681,353
Shandong Pharmaceutical Co., Ltd.	Sale of pharmaceutical products	1,155,504	1,349,695
Beijing Keyuan Xinhai Pharmaceutical Co., Ltd.	Sale of pharmaceutical products	666,771	219,936
SPH Keyuan Xinhai Pharmaceutical Jilin Co., Ltd.	Sale of pharmaceutical products	654,499	1,449,685
Shanghai Pharmaceutical Holdings Jiangsu Co., Ltd.	Sale of pharmaceutical products	158,585	342,187
SPH Keyuan Xinhai Pharmaceutical Hubei Co., Ltd.	Sale of pharmaceutical products	-	510,048
		<b>117,931,708</b>	122,613,226

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 9 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

#### (5) Related party transactions (continued)

##### (c) Provision of services

Related party	Related party transaction	2022	2021
WD Pharmaceutical	Manufacturing consignment	483,009	609,458

##### (d) Purchase of goods and acceptance of service

Related party	Related party transaction	2022	2021
Shanghai Pharmaceutical Group (Benxi) North Pharmaceutical Co., Ltd.	Outsourced R&D	225,377	–
New Asia Pharmaceutical	Testing fee	44,151	–
Shanghai Medical Instruments Wholesale Department Ltd.	Purchase of goods	2,390	–
		271,918	–

##### (e) Remuneration of key management

	2022	2021
Remuneration of key management	22,990,631	35,266,745

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 9 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

#### (6) Receivables from and payables to related parties

##### (a) Accounts receivables

	31 December 2022		31 December 2021	
	Book balance	Provision for bad debts	Book balance	Provision for bad debts
Shanghai Suzuken Chinese Medicine Co., Ltd.	28,762,914	(30,184)	21,868,466	-
Heilongjiang Keyuan Xinhai Pharmaceutical Co., Ltd.	12,550,614	(496,490)	13,934,748	(27,577)
Shanghai Pharma Co., Ltd.	5,370,120	-	2,066,877	-
SPH Keyuan Xinhai Pharmaceutical Shaanxi Co., Ltd.	4,205,440	(33,644)	5,028,447	(13,529)
China Medical Foreign Trading Liao Ning Co., Ltd.	4,061,601	(11,209)	7,174,763	(10,103)
SPH Changzhou Pharmaceutical Co., Ltd.	2,809,198	(11,256)	2,168,034	(127,586)
Jiangxi Nanhua Pharmaceutical Co., Ltd.	2,021,315	-	1,023,589	(21,785)
Shanghai Pharmaceutical Holding Zhenjiang Co., Ltd.	1,458,240	(7,291)	2,178,276	-
Shanghai Pharmaceutical Holdings Jiangsu Co., Ltd.	515,795	(107,042)	704,905	(105,736)
Shanghai Pharmaceutical Ningbo Pharmaceutical Co., Ltd.	315,383	(2,105)	908,909	(337)
Beijing Keyuan Xinhai Pharmaceutical Shanxi Co., Ltd.	271,277	(54,255)	174,783	(175)
SPH Huaxi (Sichuan) Pharmaceutical Co., Ltd.	243,432	-	219,089	-
Shandong Pharmaceutical Co., Ltd.	125,550	(629)	217,515	-
	62,710,879	(754,105)	57,668,401	(306,828)

##### (b) Contract liabilities

	31 December 2022	31 December 2021
Shanghai Jiaolian	-	758,611

##### (c) Other payables

	31 December 2022	31 December 2021
SPH	1,340,716	-
Shanghai Pharmaceutical Group (Benxi) North Pharmaceutical Co., Ltd.	72,500	-
	1,413,216	-

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 9 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

#### (7) Benefits and interests of directors

##### (a) Directors and chief executive's emoluments

The emoluments in respect of each of the executive directors, supervisors and chief executives paid/payable by the Group for the year ended 31 December 2022 are as follows:

	Basic salaries Fee and allowances	Retirement benefit costs	Bonus	Share-based payment expenses	Emoluments in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
<b>Executive directors</b>						
Mr. Wang Hai Bo	- 2,269,000	-	577,000	364,026	-	3,210,026
Mr. Su Yong	- 1,608,000	134,000	616,000	436,830	-	2,794,830
Mr. Zhao Da Jun	- 1,608,000	163,000	616,000	436,830	-	2,823,830
<b>Independent directors</b>						
Mr. Zhou Zhong Hui	- 200,000	-	-	-	-	200,000
Mr. Lam Yiu Kin	- 200,000	-	-	-	-	200,000
Mr. Xu Qing	- 200,000	-	-	-	-	200,000
Mr. Yang Chun Bao	- 200,000	-	-	-	-	200,000
<b>Supervisors</b>						
Mr. Liu Xiao Long	- 150,000	-	-	-	-	150,000
Mr. Huang Jian	- 150,000	-	-	-	-	150,000

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 9 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

#### (7) Benefits and interests of directors (continued)

##### (a) Directors and chief executive's emoluments (continued)

The emoluments in respect of each of the directors, supervisors and chief executives paid/payable by the Group for the year ended 31 December 2021 are as follows:

	Fee	Basic salaries and allowances	Retirement benefit costs	Bonus	Share-based payment expenses	Emoluments in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
<b>Executive directors</b>							
Mr. Wang Hai Bo	-	2,180,000	25,000	1,050,000	2,062,218	-	5,317,218
Mr. Su Yong	-	1,556,000	122,000	920,000	2,474,662	-	5,072,662
Mr. Zhao Da Jun	-	1,556,000	147,000	920,000	2,474,662	-	5,097,662
<b>Independent directors</b>							
Mr. Zhou Zhong Hui	-	200,000	-	-	-	-	200,000
Mr. Lam Yiu Kin	-	200,000	-	-	-	-	200,000
Mr. Xu Qing	-	200,000	-	-	-	-	200,000
Mr. Yang Chun Bao	-	200,000	-	-	-	-	200,000
<b>Supervisors</b>							
Mr. Liu Xiao Long	-	150,000	-	-	-	-	150,000
Mr. Huang Jian	-	150,000	-	-	-	-	150,000

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 9 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

#### (7) Benefits and interests of directors (continued)

##### (b) Directors' retirement benefits

There are no retirement benefits for the directors. The Group only contributes to state-sponsored retirement schemes for the directors in PRC.

##### (c) Directors' termination benefits

There are no directors' termination benefits for the directors.

##### (d) Consideration provided to third parties for making available directors' services

The Company did not pay consideration to any third parties for making available directors' services during the year (2021: Nil).

##### (e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

No loans, quasi-loans and other dealings were made available in favour of directors, bodies corporate controlled by and entities connected with directors subsisted at the end of the year or at any time during the year (2021: Nil).



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 9 RELATED PARTIES AND RELATED PARTY TRANSACTIONS (continued)

#### (8) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2022 include 3 directors (2021: 3 directors), whose emoluments are reflected in Note 9(7). The emoluments paid and payable to the other 2 individuals (2021: 2 individuals) for the year are as follows:

	2022	2021
Salary and allowance	<b>3,216,000</b>	3,112,000
Bonus	<b>1,294,000</b>	2,072,000
Share-based payments expenses	<b>873,660</b>	4,949,324
Housing funds, medical insurance and other social insurance	<b>150,000</b>	130,000
Retirement benefit costs	<b>145,000</b>	114,000
	<b>5,678,660</b>	10,377,324

	Head count	
	2022	2021
Emoluments bands:		
HKD3,000,000 to HKD3,500,000	<b>2</b>	–
HKD6,000,000 to HKD6,500,000	–	1
HKD6,500,000 to HKD7,000,000	–	1
	<b>2</b>	2

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 10 CONTINGENCIES

#### (1) Contingent liabilities and their financial impacts arising from significant pending litigation or arbitration

The Group had no significant pending litigation or arbitration.

#### (2) Contingent liabilities and their financial impacts arising from debt guarantee to other entities

The Group did not provide any debt guarantee to other entities.

### 11 COMMITMENTS

#### (1) Capital commitments

Capital expenditures contracted for by the Group but are not yet necessary to be recognised on the balance sheet as at the balance sheet date are as follows:

	31 December 2022	31 December 2021
Buildings, machinery and equipment	138,017,713	86,862,411

### 12 SUBSEQUENT EVENTS AFTER THE BALANCE SHEET DATE

#### (1) Description of profit distribution

	Amount
Proposed dividend distribution	72,030,000

By the resolution of the Broad of Directors on 27 March 2023, the BoD Board proposed that the Company to distributed a dividends at the price of RMB0.07 per to all shareholders, which is still waiting for the consideration and approval by the general meeting of shareholders of the Company and has not been recognised as a liability in the financial statements.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 13 FINANCIAL INSTRUMENTS AND RISKS

The Group's activities expose it to a variety of financial risks: market risk (primarily including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management scheme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### (1) Market risk

##### (a) Foreign exchange risk

The Group's main business is located in the PRC and its main business is settled in RMB. Therefore, the Group had no significant foreign exchange risk.

##### (b) Interest rate risk

The Group's interest rate risk arises from bank borrowings. Financial liabilities issued at floating rates expose the Group to cash flow interest rate risk. Financial liabilities issued at fixed rates expose the Group to fair value interest rate risk. The Group determines the relative proportions of its fixed rate and floating rate contracts depending on the prevailing market conditions.

The Group's finance department at its headquarters continuously monitors the interest rate position of the Group. Increases in interest rates will increase the cost of new borrowing and the interest expenses with respect to the Group's outstanding floating rate borrowings, and therefore could have a material adverse effect on the Group's financial performance. The Group adjusts timely with reference to the latest market conditions and may enter into interest rate swap agreements to mitigate its exposure to interest rate risk. For the year ended 31 December 2022 and 2021, the Group did not enter into any interest rate swap agreements.

As at 31 December 2022 and 2021, the Group had no significant interest rate risk.

##### (c) Other price risk

The Group's other price risk arises mainly from various investments in equity instruments with a risk of changes in the prices of the equity instruments.

The Group had no significant price risk.

### 13 FINANCIAL INSTRUMENTS AND RISKS (continued)

#### (2) Credit risk

The Group's credit risk mainly arises from cash at bank and on hand, notes receivables, accounts receivables and other receivables. As at the balance sheet date, the carrying amount of the Group's financial assets represented its maximum credit risk exposure; there was no credit risk exposure arising from the performance of financial guarantees off the balance sheet.

The Group expects that there is no significant credit risk associated with cash at bank since they are deposited at state controlled banks and other large or medium size listed banks with good reputation and high credit rating. Management does not expect that there will be almost no significant losses from non-performance by these banks.

In addition, the Group has policies to limit the credit risk exposure on accounts receivables, other receivables and notes receivables. The Group assesses the credit quality of and sets credit limits on its customers by taking into account their financial position, the availability of guarantee from third parties, their credit history and other factors such as current market conditions. The credit history of the customers is regularly monitored by the Group. In respect of customers with a poor credit history, the Group will use written payment reminders, or shorten or cancel credit periods, to ensure the overall credit risk of the Group is limited to a controllable extent.

As at 31 December 2022, the Group had no significant collateral or other credit enhancements held as a result of the debtor's mortgage (31 December 2021: Nil).

#### (3) Liquidity risk

Cash flow forecasting is performed by each subsidiary of the Group and aggregated by the Group's finance department in its headquarters. The Group's finance department at its headquarters monitors rolling forecasts of the Group's short-term and long-term liquidity requirements to ensure it has sufficient cash and securities that are readily convertible to cash to meet operational needs, while maintaining sufficient headroom on its undrawn committed borrowing facilities from major financial institutions so that the Group does not breach borrowing limits or covenants on any of its borrowing facilities to meet the short-term and long-term liquidity requirements.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 13 FINANCIAL INSTRUMENTS AND RISKS (continued)

#### (3) Liquidity risk (continued)

The financial liabilities of the Group at the balance sheet date are analysed by their maturity date below at their undiscounted contractual cash flows:

	31 December 2022				Total
	Within 1 year	1 to 2 years	2 to 5 years	Over 5 years	
Financial liabilities –					
Short-time borrowing	103,309,763	–	–	–	103,309,763
Accounts payables	7,431,420	–	–	–	7,431,420
Other payables	518,974,183	–	–	–	518,974,183
Lease liabilities	8,216,162	5,226,746	5,340,376	5,031,642	23,814,926
	<b>637,931,528</b>	<b>5,226,746</b>	<b>5,340,376</b>	<b>5,031,642</b>	<b>653,530,292</b>

	31 December 2021				Total
	Within 1 year	1 to 2 years	2 to 5 years	Over 5 years	
Financial liabilities –					
Accounts payables	8,166,235	–	–	–	8,166,235
Other payables	92,532,770	–	–	–	92,532,770
Lease liabilities	8,675,506	7,844,180	8,056,054	6,688,234	31,263,974
	109,374,511	7,844,180	8,056,054	6,688,234	131,962,979

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 14 FAIR VALUE ESTIMATES

The level in which fair value measurement is categorised is determined by the level of the fair value hierarchy of the lowest level input that is significant to the entire fair value measurement:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

#### (1) Assets measured at fair value on a recurring basis

Assets measured at fair value on a recurring basis are other equity instruments and financial products, both of which are level 3 assets.

The changes in level 3 assets are as follows

	Investments in other equity instruments	Wealth management products	Total
1 January 2021	5,253,127	–	5,253,127
Purchase	–	3,219,800,000	3,219,800,000
Sell	–	(3,242,158,144)	(3,242,158,144)
Gain or loss included in profit or loss	–	22,358,144	22,358,144
Gain or loss included in other comprehensive income	(3,205,915)	–	(3,205,915)
31 December 2021	2,047,212	–	2,047,212
Purchase	–	<b>3,999,000,000</b>	<b>3,999,000,000</b>
Sell	–	<b>(4,018,115,240)</b>	<b>(4,018,115,240)</b>
Gain or loss included in profit or loss	–	<b>19,115,240</b>	<b>19,115,240</b>
Gain or loss included in other comprehensive income	<b>(1,442,971)</b>	–	<b>(1,442,971)</b>
31 December 2022	<b>604,241</b>	–	<b>604,241</b>

All the gain or loss included in profit or loss is recorded in investment income.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 14 FAIR VALUE ESTIMATES (continued)

#### (2) Assets and liabilities not measured at fair value but for which the fair value is disclosed

The financial assets and liabilities measured at amortised cost of the Group mainly include cash at bank and on hand, accounts receivables and accounts payables.

There was little difference between the carrying amount and fair value of the Group's financial assets and financial liabilities which were not measured at fair value.

### 15 CAPITAL MANAGEMENT

The Group's capital management policies aim to safeguard the Group's ability to continue as a going concern, in order to provide returns for shareholders and benefit for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, refund capital to shareholders, issue new shares or sell assets to reduce debts.

The Group's total capital is added by the shareholders' equity as shown in the consolidated balance sheet and the net debt. The Group is not subject to external mandatory capital requirements, and monitors capital on the basis of gearing ratio as other company in this industry. This ratio is calculated with net debt divided by the total capital, while the net debt equals borrowings after netting off cash at bank and on hand. As at 31 December 2021, the Group has no borrowing balance. Therefore, the gearing ratio was not applicable.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS

#### (1) Notes receivables

	<b>31 December 2022</b>	31 December 2021
Bank acceptance notes	<b>171,417,288</b>	107,227,432
Less: Provision for bad debts	-	-
	<b>171,417,288</b>	107,227,432

(a) As at 31 December 2022, the pledged notes receivables of the Group are listed as follows:

Bank acceptance notes	1,000,000
-----------------------	-----------

(b) As at 31 December 2022, the Company's notes receivables endorsed or discounted but not yet due are as follows:

	<b>De- recognised</b>	<b>Not de- recognised</b>
Bank acceptance notes (i)	<b>14,914,398</b>	<b>11,450,839</b>

(i) In 2022, an insignificant portion of the bank acceptance notes were endorsed or discounted by the Company which were classified as financial assets at amortised cost.

#### (c) Provision for bad debts

The Company's notes receivables are generated from daily business activities such as the sales of goods and the provision of labour services. Regardless of whether there was a significant financing component, loss provisions are measured in accordance with the expected credit losses throughout the lifetime.

As at 31 December 2022 and 31 December 2021, the Company considered that the bank acceptance notes held did not have significant credit risk and would not cause credit losses due to bank defaults, so no provision for bad debt was made.



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

#### (2) Accounts receivables

	<b>31 December 2022</b>	31 December 2021
Accounts receivables	<b>466,087,120</b>	525,299,179
Less: Provision for bad debts	<b>(12,094,132)</b>	(14,501,742)
	<b>453,992,988</b>	510,797,437

#### (a) The ageing of accounts receivables is analysed as follows:

	<b>31 December 2022</b>	31 December 2021
Within 1 year	<b>464,464,415</b>	524,300,354
1 to 2 years	<b>1,622,705</b>	998,825
	<b>466,087,120</b>	525,299,179

#### (b) As at 31 December 2022, the top five accounts receivables based on the balance of the debtors are summarised and analysed as follows:

	Balance	Amount of provision for bad debts	% of total balance
Total top five accounts receivables	270,315,210	(8,248,994)	58.00%

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

#### (2) Accounts receivables (continued)

##### (c) Provision for bad debts

	31 December	Change amount in the period			31 December
	2021	Accrual	Reverse	Write-off	2022
Provision for bad debts of accounts receivables	(14,501,742)	–	2,407,610	–	<b>(12,094,132)</b>

For the accounts receivables, regardless of whether there was a significant financing component, the Company calculated loss provisions in accordance with the lifetime expected credit losses.

- (i) As at 31 December 2022 and 31 December 2021, the Company did not make provision for bad debts for accounts receivables on an individual basis.
- (ii) As at 31 December 2022, the analysis of accounts receivables for the provision of bad debts made on a collective basis is as follows:

Group – sales receivable:

	31 December 2022		
	Book balance	Provision for bad debts	
	Amount	Lifetime expected credit loss rate	Amount
Not overdue	231,985,036	–	–
Overdue within 120 days	192,069,900	0.76%	(1,456,453)
Overdue 121 days to 1 year	40,409,479	22.31%	(9,014,974)
Overdue 1 to 2 years	1,622,705	100.00%	(1,622,705)
	<b>466,087,120</b>		<b>(12,094,132)</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

#### (2) Accounts receivables (continued)

##### (c) Provision for bad debts (continued)

(iii) As at 31 December 2021, the analysis of accounts receivables for the provision of bad debts made on a collective basis is as follows:

Group – sales receivable:

	31 December 2021		
	Book balance	Provision for bad debts	
	Amount	Lifetime expected credit loss rate	Amount
Not overdue	334,215,249	–	–
Overdue within 120 days	141,396,122	1.77%	(2,502,813)
Overdue 121 days to 1 year	48,688,983	22.59%	(11,000,104)
Overdue 1 to 2 years	998,825	100.00%	(998,825)
	<u>525,299,179</u>		<u>(14,501,742)</u>

#### (3) Other receivables

	31 December 2022	31 December 2021
Amounts due from subsidiaries	<b>96,863,663</b>	50,242,905
Amounts due from related parties	<b>23,753,000</b>	23,753,000
Deposits receivable	<b>2,930,486</b>	2,661,493
Petty cash for employees receivable	<b>250,644</b>	273,208
Guarantees receivable	<b>10,380</b>	10,380
Others	<b>871,911</b>	641,386
	<b>124,680,084</b>	77,582,372
Less: Provision for bad debts	<b>(51,953,000)</b>	(48,953,000)
	<b>72,727,084</b>	28,629,372

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

#### (3) Other receivables (continued)

##### (a) The ageing of other receivables is analysed as follows:

	<b>31 December 2022</b>	31 December 2021
Within 1 year	<b>98,009,917</b>	26,823,887
1 to 2 years	<b>993,681</b>	25,693,561
2 to 3 years	<b>611,562</b>	958,000
Above 3 years	<b>25,064,924</b>	24,106,924
	<b>124,680,084</b>	77,582,372

##### (b) Movements in provision for losses and changes in book balance

(i) As at 31 December 2022, the analysis of bad debt provisions of other receivables in Stage 1 is as follows:

	<b>Book balance</b>	<b>12-month expected credit loss rate</b>	<b>Provision for bad debts</b>
Made on a collective basis:			
Amounts due from subsidiaries	<b>8,663,663</b>	-	-
Deposits and guarantees	<b>2,940,866</b>	-	-
Petty cash for employees receivable	<b>250,644</b>	-	-
Others	<b>871,911</b>	-	-
	<b>72,727,084</b>		-

As at 31 December 2022 and 31 December 2021, the Company had no other receivables in Stage 2.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

#### (3) Other receivables (continued)

##### (b) Movements in provision for losses and changes in book balance (continued)

- (i) As at 31 December 2022, the analysis of bad debt provisions of other receivables in Stage 1 is as follows: (continued)

As at 31 December 2022, the analysis of bad debt provisions of other receivables in Stage 3 is as follows:

	Book balance	Lifetime expected credit loss rate	Provision for bad debts
Made on an individual basis:			
Amounts due from subsidiaries	28,200,000	100.00%	(28,200,000)
Amounts due from related parties	23,753,000	100.00%	(23,753,000)
	<b>51,953,000</b>		<b>(51,953,000)</b>

- (ii) As at 31 December 2021, the analysis of bad debt provisions of other receivables in Stage 1 is as follows:

	Book balance	12-month expected credit loss rate	Provision for bad debts
Made on a collective basis:			
Amounts due from subsidiaries	25,042,905	—	—
Deposits and guarantees	2,671,873	—	—
Petty cash for employees receivable	273,208	—	—
Others	641,386	—	—
	<b>28,629,372</b>		<b>—</b>

As at 31 December 2021 and 31 December 2020, the Company had no other receivables in Stage 2.

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

#### (3) Other receivables (continued)

##### (b) Movements in provision for losses and changes in book balance (continued)

(ii) As at 31 December 2021, the analysis of bad debt provisions of other receivables in Stage 1 is as follows: (continued)

As at 31 December 2021, the analysis of bad debt provisions of other receivables in Stage 3 is as follows:

	Book balance	Lifetime Expected credit loss rate	Provision for bad debts
Made on an individual basis:			
Amounts due from subsidiaries	25,200,000	100.00%	(25,200,000)
Amounts due from related parties	23,753,000	100.00%	(23,753,000)
	<u>48,953,000</u>		<u>(48,953,000)</u>

##### (c) Provision for bad debts

	31 December 2021	Accrual	Reverse	31 December 2022
Provision for bad debts of other receivables	(48,953,000)	(3,000,000)	–	<b>(51,953,000)</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

#### (3) Other receivables (continued)

(d) As at 31 December 2022, the top five other receivables based on the balance of the debtors are summarised and analysed as follows:

	Nature	Balance	Ageing	% of total amount	Provision for bad debts
Subsidiary 1	Entrusted Loan	25,000,000	Within 1 year	20.05%	–
	Advance payment	43,521,349	Within 1 year	34.91%	–
Subsidiary 2	Entrusted Loan	28,200,000	Within 1 year	22.62%	(28,200,000)
	Advance payment	142,314	Within 1 year	0.11%	–
Related party 1	Borrowing	23,753,000	More than 3 years	19.05%	(23,753,000)
Company 1	Deposit	1,267,464	More than 3 years	1.02%	–
Company 2	Deposit	572,004	1 to 2 years	0.46%	–
		<b>122,456,131</b>		<b>98.22%</b>	<b>(51,953,000)</b>

#### (4) Long-term equity investments

	31 December 2022	31 December 2021
Subsidiaries (a)	494,592,081	494,607,495
Joint ventures (b)	65,578,369	66,177,975
Associates (c)	240,521,388	259,971,450
	<b>800,691,838</b>	820,756,920
Less: Provision for impairment of long-term equity investments		
– Subsidiaries	(45,221,800)	(44,511,800)
– Associates	(332,756)	(332,756)
	<b>(45,554,556)</b>	(44,844,556)
	<b>755,137,282</b>	775,912,364

# Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated

## 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

### (4) Long-term equity investments (continued)

#### (a) Subsidiaries

	31 December 2021	Changes in the current year				31 December 2022	Ending balance of provision for impairment	Cash dividends declared this year
		Increase in investment	Decrease in investment	Provision for impairment	Others			
Taizhou Pharmaceutical	443,671,100	-	-	-	709,921	<b>444,381,021</b>	-	-
Tracing Bio-technology	2,761,395	-	-	(710,000)	(725,335)	<b>1,326,060</b>	(31,447,000)	-
Fernovelty Holding	3,663,200	-	-	-	-	<b>3,663,200</b>	(13,774,800)	-
	450,095,695	-	-	(710,000)	(15,414)	<b>449,370,281</b>	(45,221,800)	-

#### (b) Joint ventures

	31 December 2021	Changes in the current year						31 December 2022	Ending balance of provision for impairment	
		Increase in investment	Decrease in investment	Share of net loss under equity method	Adjustments in OCI	Other changes in equity	Declare cash dividends or profits			Provision for impairment
Changzhou BVCF	66,177,975	-	-	(599,606)	-	-	-	-	<b>65,578,369</b>	-

#### (c) Associates

	31 December 2021	Changes in the current year						31 December 2022	Ending balance of provision for impairment	
		Increase in investment	Decrease in investment	Share of net loss under equity method	Adjustments in OCI	Other changes in equity	Declare cash dividends or profits			Provision for impairment
Lead Discovery	332,756	-	-	-	-	-	-	-	<b>332,756</b>	(332,756)
Derma	-	-	-	-	-	-	-	-	-	-
WD Pharmaceutical	259,638,694	-	-	(19,800,214)	-	350,152	-	-	<b>240,188,632</b>	-
	259,971,450	-	-	(19,800,214)	-	350,152	-	-	<b>240,521,388</b>	(332,756)



## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

#### (5) Right-of-use assets

	Buildings
Cost	
31 December 2021	35,097,497
Increase in the current year	
New lease contracts	960,531
Decrease in the current period	
Lease expiry	(552,134)
Lease termination	(116,568)
31 December 2022	35,389,326
Accumulated depreciation	
31 December 2021	(5,494,508)
Increase in the current year	
Accrual	(7,737,192)
Decrease in the current period	
Lease expiry	552,134
Lease termination	33,999
31 December 2022	(12,645,567)
Carrying amount	
31 December 2022	22,743,759
31 December 2021	29,602,989

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022  
All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

#### (6) Lease liabilities

	31 December 2022	31 December 2021
Lease liabilities	<b>23,675,004</b>	30,714,383
Less: Current portion of non-current liabilities	<b>(8,076,240)</b>	(8,287,185)
	<b>15,598,764</b>	22,427,198

As at 31 December 2022, the Company had no events that were not included in the lease liabilities while resulting in potential future cash outflows.

#### (7) Revenue and cost of sales

	2022	2021
Main operations revenue	<b>929,019,211</b>	1,020,174,019
Other operations revenue	<b>9,606</b>	498,076
	<b>929,028,817</b>	1,020,672,095

	2022	2021
Main operations cost	<b>(59,463,707)</b>	(58,907,786)
Other operations cost	<b>(9,606)</b>	(59,012)
	<b>(59,473,313)</b>	(58,966,798)

## Notes to the Consolidated Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 16 NOTES TO THE COMPANY'S FINANCIAL STATEMENTS (continued)

#### (7) Revenue and cost of sales (continued)

##### (a) Main operations revenue and cost

	2022		2021	
	Main operations revenue	Main operations cost	Main operations revenue	Main operations cost
– Sales of pharmaceutical and diagnostic products	916,951,801	(47,444,084)	1,009,677,100	(51,155,867)
– Provision of technology service	12,067,410	(12,019,623)	10,496,919	(7,751,919)
	929,019,211	(59,463,707)	1,020,174,019	(58,907,786)

##### (b) Other operations revenue and cost

	2022		2021	
	Other operations revenue	Other operations cost	Other operations revenue	Other operations cost
– Provision of service	9,606	(9,606)	–	–
– Sales of raw materials	–	–	498,076	(59,012)
	9,606	(9,606)	498,076	(59,012)

#### (8) Investment (losses)/income

	2022	2021
Income from wealth management products	18,174,955	21,766,362
Interest income from entrusted loans	1,342,744	5,676,423
Losses of long-term equity investment accounted by equity method	(20,399,820)	(515,058)
	(882,121)	26,927,727

The Company did not have any significant restrictions on repatriation of investment income.

# SUPPLEMENTARY INFORMATION OF FINANCIAL STATEMENTS

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

## 1 SUMMARY OF NON-RECURRING PROFIT OR LOSS

	2022	2021
Gains and losses from disposals of non-current assets	<b>1,921,767</b>	1,784,690
Government grants recognised in profit or loss for the current period	<b>10,465,267</b>	21,687,330
Except for effective hedging business related to the Group's normal business operations, gains and losses on changes in fair value from holding transactional financial assets, and investment income from disposals of transactional financial assets and other non-current financial assets	<b>19,115,240</b>	22,358,144
Non-operating income and expenses other than the above	<b>(977,889)</b>	(1,456,833)
	<b>30,524,385</b>	44,373,331
Impact of income tax expense	<b>(4,576,637)</b>	(4,225,793)
Impact on the minority interests, net of tax	<b>(2,064)</b>	(21,455)
	<b>25,945,684</b>	40,126,083

### Basis for preparation of summary of non-recurring profit or loss

Under the requirements in *Explanatory announcement No.1 on information disclosure by companies offering securities to the public - non-recurring profit or loss [2008]* from CSRC, non-recurring profit or loss refer to those arises from transactions and events that are not directly relevant to ordinary activities, or that are relevant to ordinary activities, but are extraordinary and not expected to recur frequently that would have an influence on users of financial statements making economic decisions on the financial performance and profitability of an enterprise.

## 2 RECONCILIATION OF DOMESTIC AND FOREIGN FINANCIAL STATEMENTS

On 24 February 2020, according to the approval of the temporary shareholders' meeting, the Group started to use the consolidated financial statements prepared under CAS to file the annual report with the Stock Exchange of Hong Kong from the year ended 31 December 2019. Since that, the Group did not prepare the reconciliation between the financial statements prepared under CAS and IFRS.

## Supplementary Information of Financial Statements

For the year ended 31 December 2022

All amounts in RMB Yuan unless otherwise stated)

### 3 RETURN ON NET ASSETS AND EARNINGS PER SHARE

	Weighted average return on net assets (%) 2022	Earnings per share	
		Basic earnings per share 2022	Diluted earnings per share 2022
		Net profit attributable to ordinary shareholders of the Company	<b>6.21%</b>
Net profit attributable to ordinary shareholders of the Company after deducting non-recurring profit or loss	<b>5.07%</b>	<b>0.11</b>	<b>0.11</b>

	Weighted average return on net assets (%) 2021	Earnings per share	
		Basic earnings per share 2021	Diluted earnings per share 2021
		Net profit attributable to ordinary shareholders of the Company	10.42%
Net profit attributable to ordinary shareholders of the Company after deducting non-recurring profit or loss	8.56 %	0.17	0.17