Luye Pharma Group Ltd.
绿叶制药集团有限公司
(incorporated in Bermuda with limited liability)
Stock Code: 2186

ANNUAL REPORT 2018

CONTENTS

Company Overview

The Group focuses on developing, producing, marketing and selling innovative pharmaceutical products in four of the largest and fast growing therapeutic areas in the People's Republic of China ("PRC" or "China"), the United States ("the U.S."), Europe and other countries or districts, namely oncology, central nervous system ("CNS"), cardiovascular system, alimentary tract and metabolism. The Group's product portfolio consists of 30 products and centers around 7 key products, 5 of which have patent protection and are indicated for the treatment or prevention of high prevalence medical conditions, including cancer, cardiovascular diseases, diabetes and CNS diseases.

The Group has established an extensive nationwide sales and distribution network and sold its products to 30 provinces, autonomous regions and municipalities throughout the PRC in 2018. The Group's sales, marketing and distribution functions are conducted through over 92 sales support offices, over 1,300 sales and marketing personnel, a network of approximately 1,540 distributors that collectively enabled the Group to sell its products to over 12,970 hospitals. For overseas, the Group has commercial offices in the U.S., the United Kingdom ("U.K."), Switzerland, Japan, Hong Kong, Singapore and Malaysia. The Group has strong sales partnerships with more than 50 partners throughout the world, covering 80 countries including the U.S, Europe and other countries or districts. In 2018, the Group's series products had successful new launches in 17 countries (14 European countries, Japan, Israel and Thailand).

The Group's research and development ("R&D") activities are organised around four platforms — long-acting and extended release technology, liposome and targeted drug delivery, transdermal drug delivery systems and new compounds. Besides, the Group has built wide collaboration with domestic and overseas companies in the development of Monoclonal antibodies and cell therapies areas. The Group balances clinical development risk by strategically allocating its efforts between proprietary formulations of proven compounds and new chemical entities.

As at 31 December 2018, the Group's R&D team consisted of 550 employees, including 64 Ph.D. degree holders and 247 Master's degree holders in medical, pharmaceutical and other related areas. As at 31 December 2018, the Group had been granted over 254 patents and had over 56 pending patent applications in the PRC, as well as over 444 patents and over 116 pending patent applications overseas.

As at 31 December 2018, the Group had a pipeline of 40 PRC product candidates in various stages of development. These candidates included 15 oncology products, 8 cardiovascular and metabolism products, as well as 15 CNS products.

Also, the Group had a pipeline of 10 candidate products in the U.S., Europe and Japan in various stages of development.

Corporate Information

Board of Directors

Executive Directors

Mr. LIU Dian Bo
(Executive Chairman and Chief Executive Officer)
Mr. YANG Rong Bing *(Vice Executive Chairman)*
Mr. YUAN Hui Xian
Ms. ZHU Yuan Yuan

Non-Executive Director

Mr. SONG Rui Lin

Independent Non-executive Directors

Mr. ZHANG Hua Qiao
Professor LO Yuk Lam
Mr. LEUNG Man Kit
Dr. CHOY Sze Chung Jojo

Company Secretary

Ms. LAI Siu Kuen

Authorized Representatives

Mr. YANG Rong Bing
Ms. ZHU Yuan Yuan

Audit Committee

Mr. LEUNG Man Kit *(Chairman)*
Mr. ZHANG Hua Qiao
Professor LO Yuk Lam

Remuneration Committee

Dr. CHOY Sze Chung Jojo *(Chairman)*
Mr. ZHANG Hua Qiao
Professor LO Yuk Lam

Nomination Committee

Professor LO Yuk Lam *(Chairman)*
Mr. ZHANG Hua Qiao
Dr. CHOY Sze Chung Jojo

Registered Office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in the People's Republic of China

No. 15 Chuang Ye Road
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Yantai, Shandong
264003
People's Republic of China

Building 12
Shanghai Business Park III
No. 1036 Tianlin Road
Shanghai
People's Republic of China

Principal Place of Business in Hong Kong

Unit 3207, 32/F, Champion Tower
3 Garden Road
Central
Hong Kong

Corporate Information (Continued)

Principal Share Registrar and Transfer Office

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Hong Kong Share Registrar

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

Legal Advisers

Allen & Overy
9/F, Three Exchange Square
Central
Hong Kong

Conyers Dill & Pearman
2901 One Exchange Square
8 Connaught Place
Central
Hong Kong

Auditor

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

Stock Code

2186

Company's Website

www.luye.cn

Principal Bankers

Bank of China Limited
China Everbright Bank
Industrial and Commercial Bank of China Limited
Citibank (China) Limited

Financial Highlights

Revenue increased by RMB1,358.5 million or 35.6% to RMB5,173.4 million, as compared to the year ended 31 December 2017.

Gross profit increased by RMB1,086.1 million or 36.6% to RMB4,049.4 million, as compared to the year ended 31 December 2017, and gross profit margin reached 78.3%.

EBITDA increased by RMB544.7 million or 38.5% to RMB1,961.3 million, as compared to the year ended 31 December 2017.

Net profit increased by RMB325.4 million or 33.2% to RMB1,306.0 million, as compared to the year ended 31 December 2017.

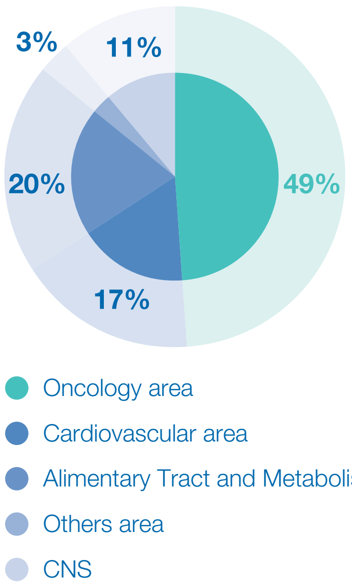
Profit attributable to shareholders increased by RMB322.0 million or 32.8% to RMB1,303.4 million, as compared to the year ended 31 December 2017.

Earnings per share was RMB40.62 cents compared to RMB30.13 cents for the year ended 31 December 2017.

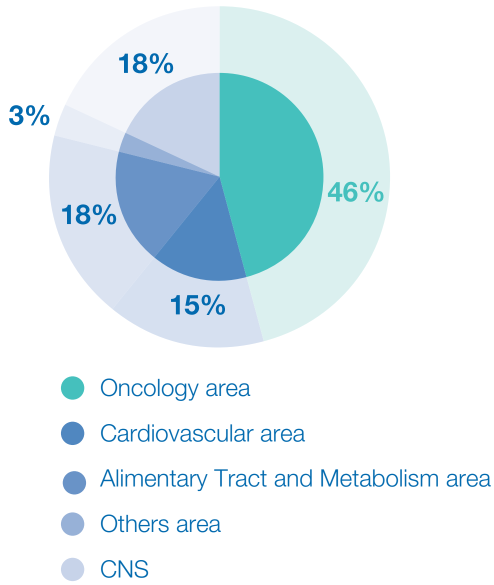
The Board proposes a final dividend of RMB0.057 (equivalent to HK$0.065) per share for the year ended 31 December 2018, compared to RMB0.045 (equivalent to HK$0.054) per share for the year ended 31 December 2017.

	2014 RMB Million	2015 RMB Million	2016 RMB Million	2017 RMB Million	**2018 RMB Million**
Revenue	2,544.0	2,563.1	2,917.8	3,814.8	**5,173.4**
Gross Profit	2,061.5	2,087.4	2,382.7	2,963.4	**4,049.4**
EBITDA	875.9	1,028.9	1,146.0	1,416.6	**1,961.3**
Net Profit	614.4	764.7	894.0	980.6	**1,306.0**
Profit attributable to owners of the Parent	605.5	754.5	891.5	981.4	**1,303.4**
Total Assets	6,130.8	7,052.9	9,205.8	10,760.4	**17,538.8**
Total Liabilities	1,093.2	1,253.4	2,643.8	3,864.5	**9,604.8**
Equity	5,037.6	5,799.5	6,562.0	6,895.9	**7,934.0**

2017



2018



CHAIRMAN'S STATEMENT

Dear shareholders,

I would like to report the annual performance of Luye Pharma as at and for the year ended 31 December 2018, as well as present a brief outlook of the Group in 2019.

As an international pharmaceutical enterprise, Luye Pharma is committed to the research, production and marketing of innovative drugs. At present, the Company's business has covered the main pharmaceutical markets in the world of more than 80 countries and districts, including China, the United States (the "U.S."), Europe and Japan as well as international emerging markets which experienced high growth rate. The Company has a robust pipeline of product candidates. In areas of CNS system and oncology, we have had a number of innovative drugs and innovative preparations under registration with Europe and the U.S. and under clinical research, achieving breakthroughs.

In 2018, the whole pharmaceutical industry underwent immense changes. Based on the two major strategies of "innovation" and "internationalization", the Company precisely laid out strategic plans in areas of marketing, R&D and merger and acquisition ("M&A") and collaborations. We not only achieved satisfactory returns in our results but also laid a solid foundation for global listing and commercialized operation of our successive series of new drugs.

As one of the "Significant New Drug Innovation" major technology projects in China, Rykindo®, Risperidone Extended Release Microspheres for injection (LY03004), a new drug self-developed by the Company, has formally made submission for the listing application for the new drug to the U.S. Food and Drug Administration ("FDA"), which is expected to become China's first innovative drug approved and listed in the U.S.. In area of CNS system where Rykindo® situates, there are still a number of innovative preparations under the final stage of clinical research and they will become another key point for our business growth in the next stage.

Looking back in 2018, the sales volume of the Company maintained a robust growth amounting to RMB5.173 billion for the year, representing a year-on-year increase of 35.6%; EBITDA reached RMB1.961 billion, representing a year-on-year increase of 38.5%; net profit attributable to the shareholders amounted to RMB1.303 billion, representing a year-on-year increase of 32.8%.

For marketing, the Company is optimizing our organizational structure and market knowledge in China, actively strengthening retails and commerce segments. Core products including Lipusu, Xuezhikang, Bei Xi, Maitongna and Seroquel showed a significant growth in the Chinese market. The sales performance of the insurance products (2017 Version), CMNa and Okai, are noticeable with huge market potential as well. The Company vigorously developed overseas market with a number of formulations types newly entered into 17 countries and districts around the globe. The introduction of the products such as Buprenorphine Patch and Rivastigmine Patch to China accelerated. In addition, the Company has established a global commercial network and a global drug alert system, further expanding its business to over 80 countries and districts around the world with various influential regional cooperative partners.

In terms of R&D, the Company has been increasing investment in R&D, with a year-on-year significant increase of 70.1% in R&D costs in 2018. In addition, pipeline of product candidates has started to bring harvest. Apart from the NDA filing of Rykindo® in the U.S., 2 candidates proceeded to Phase III clinical trials in the U.S.; 5 candidates proceeded to Phase III clinical trials in China; 1 candidate submitted filing of the import registration for listing; 5 other candidates obtained approval for clinical trials in China, the U.S. and Japan respectively.

Projects of M&A and collaborations have been intensifying based on the Company's strategy for increasing supplementary resources for optimization and commercialized capability of the successive product pipelines, including the acquisition of rights of Seroquel and Seroquel XR from AstraZeneca in 51 countries and districts around the world, entering the CNS system commercialized areas at a fast pace and covering the global emerging markets extensively; the acquisition of the global rights to Apleek, a newly listed contraceptive patch, from Bayer AG, further enriching the product pipeline of transdermal patches; the grant to AstraZeneca to promote Xuezhikang Capsules in Mainland China on an exclusive basis, the signing of strategic cooperative memorandum with AstraZeneca for intensified collaboration in respect of global commercialization of Xuezhikang Capsules. Also, Luye Pharma commenced a series of pioneering R&D collaborative projects with international authoritative science research institutions and innovation companies, actively laying strategic plans in various innovative areas.

2019 will be a year of harvest for Luye Pharma. The Company will further lay out strategic plans based on two major strategies of innovation and internationalization, making an effort to facilitate the global listing of Rykindo® and accelerate the progress of registration of a number of new drugs which has been at the NDA preparation stage, phase III and key stage of clinical trials. We expect to complete the global listing of a batch of new drugs consecutively in the coming 3 to 5 years while making in-depth planning for the product pipelines of new generation in order to further enhance the competitive advantage of the Company in the future. We are confident to accomplish the objectives and tasks in 2019 and strive toward the strategic vision of Luye Pharma.

Finally, on behalf of Luye Pharma Group Ltd., I give my sincerest thanks to our shareholders for your significant contributions to the Group.

Liu Dian Bo
Executive Chairman

28 March 2019

Management Discussion and Analysis

Business Overview

The Group focuses on developing, producing, marketing and selling innovative pharmaceutical products in four of the largest and fast growing therapeutic areas in the People's Republic of China ("PRC" or "China"), the United States ("the U.S."), Europe and other countries or districts, namely oncology, central nervous system ("CNS"), cardiovascular system, alimentary tract and metabolism. The Group has a portfolio of over 30 products, covering over 80 countries and regions around the world, including large pharmaceutical markets — China, the U.S., Europe and Japan, as well as fast growing emerging markets. During the year ended 31 December 2018, the Group's sales of innovative pharmaceutical products maintained a strong growth momentum as the Group further deepened its market penetration and expanded the market share of its key products. The Group recorded a strong revenue growth of 35.6% in 2018 as compared to 2017. The Group continually invests in R&D to maintain its competitiveness, and has a robust product pipeline including 40 domestic product candidates and 10 overseas product candidates. The R&D cost increased by 70.1% in the reporting period when compared with that of year 2017.

Market Positioning

In China, the Group's key products are competitively positioned in four key therapeutic areas and have gained top-ranking market shares measured by revenue. According to IQVIA, oncology-related pharmaceutical products constituted the third largest market in China for pharmaceutical products in 2018. The Group's portfolio of oncology products includes Lipusu, the best-selling pharmaceutical product for cancer treatment in China in 2018 according to IQVIA, as well as CMNa, a Class I New Chemical Drug and the only China National Medical Products Administration (the "NMPA", formerly known as the China Food and Drug Administration) approved sensitiser for cancer radiotherapy in China. IQVIA data showed that cardiovascular system-related pharmaceutical products constituted the second largest market for pharmaceutical products in the PRC in 2018. According to IQVIA, the Group's key cardiovascular system products, Xuezhikang and Maitongna, were the most popular Chinese medicine for the treatment of hypercholesterolaemia and the best-selling vasoprotective pharmaceutical product in China in 2018, respectively. According to IQVIA, alimentary tract and metabolism-related pharmaceutical products constituted the largest market for pharmaceutical products in the PRC in 2018. According to IQVIA, the Group was the second largest domestic pharmaceutical manufacturer of oral diabetic medications in China in 2018 by revenue. IQVIA data showed that central nervous system-related pharmaceutical products constituted the fourth largest market for pharmaceutical products in the PRC in 2018. The Group's key product Seroquel was the fourth largest product in schizophrenia therapeutic area and the largest quetiapine product in terms of sales in the PRC in 2018. Seroquel XR is the only quetiapine extended release formulation in the PRC.

For the overseas markets, the Group's products are mainly positioned in CNS therapeutic area, including Seroquel, Seroquel XR, Rivastigmine patches, Fentanyl patches and Buprenorphine patches.

For the year ended 31 December 2018, the Group's revenue from sales of oncology products, alimentary tract and metabolism products, cardiovascular system products and CNS products increased to RMB2,391.3 million, RMB930.5 million, RMB787.1 million and RMB921.9 million respectively, representing a growth rate of 27.8%, 24.2%, 22.2% and 123.5% as compared to the year ended 31 December 2017 for the respective therapeutic areas, while other products increased by 3.9% to RMB142.6 million.

Key Products

The Company believes that the Group's seven key products are competitively positioned for high prevalence medical conditions that are expected to grow stably globally.

Lipusu® (力撲素®)

Lipusu is the Group's proprietary formulation of paclitaxel using an innovative liposome injection delivery vehicle and a chemotherapy treatment of certain types of cancer. According to IQVIA, the market for oncology pharmaceutical products in the PRC was RMB83.3 billion in 2018 and by revenue, Lipusu was the most popular pharmaceutical product for cancer treatment in China in 2018, as well as the most popular paclitaxel product in China in 2018. As of 31 December 2018, Lipusu represented the first and only paclitaxel liposome product approved for sale globally.

CMNa® (希美納®)

CMNa is sodium glycididazole, a proprietary compound that the Group prepares in injectable form and is indicated for use in connection with radiotherapy for certain solid tumours. It is a Class I New Chemical Drug and the only NMPA approved sensitiser for cancer radiotherapy in China. According to the NMPA, CMNa was the only glycididazole product available for sale in 2018. An independent third party study in 2009 concluded that the use of CMNa for the treatment of certain cancers increased the probability of complete or partial remission and reduced overall treatment costs.

Xuezhikang® (血脂康®)

Xuezhikang is the Group's proprietary Chinese medicine derived from red yeast rice indicated for hypercholesterolaemia and, according to the NMPA, the Group was the only Xuezhikang manufacturer in China as of 31 December 2018. According to IQVIA, the market for pharmaceutical products indicated for hypercholesterolaemia and the lowering of blood cholesterol triglycerides and low density lipoprotein cholesterol in China was estimated to be approximately RMB16.2 billion in 2018. According to IQVIA, Xuezhikang ranked as the most popular Chinese medicine for the treatment of hypercholesterolaemia in China in 2018.

Maitongna® (麥通納®)

Maitongna is sodium aescinate in injectable form and is indicated for the treatment of cerebral edema and edema caused by trauma or surgery as well as for the treatment of venous reflux disorder. According to IQVIA, the market for vasoprotective pharmaceutical products in China was estimated to be approximately RMB2.5 billion in 2018. Maitongna was the best-selling sodium aescinate product in China in 2018 and ranked as the best-selling domestically manufactured vasoprotective pharmaceutical product in China in 2018.

Bei Xi® (貝希®)

Bei Xi is acarbose in capsule form and is indicated for lowering blood glucose in patients with type 2 diabetes mellitus. According to the NMPA, the Group was the only manufacturer of acarbose in capsule form in 2018. According to IQVIA, the market for acarbose products in China was estimated to be approximately RMB4.7 billion in 2018 and Bei Xi ranked as the third most popular acarbose product in China in 2018.

Rivastigmine Transdermal Patches (the "Rivastigmine Patch")

The Rivastigmine Patch is rivastigmine in transdermal patches form approved by the Food and Drug Administration of the United States ("U.S. FDA") and is indicated for mild to moderate dementia of the Alzheimer's type and dementia due to Parkinson's disease.

Seroquel® (思瑞康®) and Seroquel XR® (思瑞康緩釋片®)

Seroquel (quetiapine fumarate, immediate release, IR) and Seroquel XR (extended release formulation) are atypical anti-psychotic medicines with antidepressant properties. The main indications for Seroquel are the treatment of schizophrenia and bipolar disorder. Seroquel XR is also approved in some markets for major depressive disorder and generalised anxiety disorder. According to IQVIA, Seroquel was the fourth largest product in schizophrenia therapeutic area and the largest quetiapine product in the PRC in 2018.

Research and Development ("R&D")

The Group's R&D activities are organised around four platforms — long-acting and extended release technology, liposome and targeted drug delivery, transdermal drug delivery systems and new compounds. Besides, the Group has built wide collaboration with domestic and overseas companies in the development of Monoclonal antibodies and cell therapies areas. The Group balances clinical development risk by strategically allocating its efforts between proprietary formulations of proven compounds and new chemical entities. The Group believes that its R&D capabilities will be the driving force behind the Group's long-term competitiveness, as well as the Group's future growth and development. As at 31 December 2018, the Group's R&D team consisted of 550 employees, including 64 Ph.D. degree holders and 247 Master's degree holders in medical, pharmaceutical and other related areas. As at 31 December 2018, the Group had been granted over 254 patents and had over 56 pending patent applications in the PRC, as well as over 444 patents and over 116 pending patent applications overseas.

Through the Group's four platforms and the corresponding R&D capabilities, the Group focuses on R&D projects not only within its core strength therapeutic areas of oncology, cardiovascular and alimentary tract and metabolism, but also expands into the CNS therapeutic area. As at 31 December 2018, the Group had a pipeline of 40 PRC product candidates in various stages of development. These candidates included 15 oncology products, 8 cardiovascular and metabolism products, as well as 15 CNS products.

Also, the Group had a pipeline of 10 candidate products in the U.S., Europe and Japan in various stages of development. In the U.S., one product candidate (LY03004) has completed its clinical stage and five candidates (LY03003, LY03005, LY01005, LY03010, LY02405) are in different clinical stages. In Europe, one product candidate (30410) has commenced clinical trials in Germany. In Japan, one product (LY03003) has commenced clinical trials and several products are targeting to commence application. Furthermore, the Group is registering its products in Brazil, New Zealand and other countries through various cooperation patterns such as co-development with its partners or licensing out, etc.

In January 2018, the Group's product candidate, Ansofaxine hydrochloride extended release tablets ("LY03005"), a New Chemical Entity and China Class 1.1 New Chemical Drug, has completed a phase II clinical trial in China. The phase II trial for LY03005 showed positive results for the treatment of major depressive disorder. LY03005 has commenced phase III clinical trial in China in June 2018.

In February 2018, FDA has agreed to waive pediatric clinical trials at the submission of a New Drug Application in the U.S. for the Group's innovative drug, Risperidone Extended Release Microspheres for injection ("LY03004").

In March 2018, the Group, entered into a collaboration and license agreement with Excel BioPharm LLC ("Excel BioPharm"), a California Biotechnology company, to collaborate on the discovery and development of therapeutic antibodies for next generation immuno-oncology treatments.

In April 2018, Rotigotine Extended Release Microspheres for injection ("LY03003") obtained the approval from the NMPA to proceed to phase III clinical trials in China. LY03003 began to commence phase III clinical trials in China in June 2018. LY03003 was exempted from phase II dosage exploration clinical trials in China and the U.S. in February and March 2018 respectively.

In May 2018, the Group entered into a collaboration and license agreement with Elpis Biopharmaceuticals Corp. ("Elpis Biopharm"), a Boston-region Biotechnology company, to discover and develop dual target based Chimeric Antigen Receptor T-Cell Immunotherapy therapies and biologic drug candidates for next generation immuno-oncology treatments.

In June 2018, the clinical applications of the Group's new compound candidate, the extended release tablets ("LY03012"), a China Class 1.1 New Chemical Drug, received formal acceptance by the NMPA. The clinical application was approved by NMPA in September 2018. LY03012 is a small molecule compound delivered orally. Non-clinical studies have shown that the product, as a novel brain monoamine neurotransmitter transporter inhibitor, can increase the concentration of norepinephrine, 5- hydroxytryptamine, and dopamine in the synaptic cleft, through enhancing the descending inhibitory pain pathway, exerts an analgesic effect.

In June 2018, NMPA approved the inclusion of "depression arising from bipolar disorder" under the indication for Seroquel XR.

In July 2018, LY01013 obtained the approval from NMPA to initiate clinical trials. LY01013 is an oral strong small-molecule indoleamine 2, 3-dioxygenase ("IDO")/tryptophan 2, 3-dioxygenase ("TDO") inhibitor, which can overcome IDO/TDO enzyme-mediated immune tolerance, activate effector T-cells and modulate tumor immune microenvironment. The product can be used in conjunction with, and even enhance the tumor-killing inhibitory effect of, other drugs, such as immune checkpoints and chemotherapy drugs. The intended indications include the treatment of lung cancer, kidney cancer, bladder cancer, head and neck cancer and melanoma.

In September 2018, Goserelin Acetate Extended-release Microspheres for Injection (LY01005) commenced phase III clinical trial for the treatment of carcinoma of the prostate in PRC. LY01005 is under phase I clinical trial via a 505(b)(2) pathway of the United States Federal Food, Drug and Cosmetic Act in the U.S..

In September 2018, the import registration of the Group's innovative drug delivery system drug, the Rivastigmine Patch, has been accepted by NMPA in China. The Rivastigmine Patch is developed from the transdermal patch research and development platform of Luye Pharma AG, a subsidiary of the Company and has already been launched in the U.S., ten European countries including Germany, Portugal, France, Italy, the Netherlands, Denmark, Finland, Norway, Sweden and Switzerland, as well as Israel, Thailand and other countries.

In September 2018, the clinical trial application for the Group's new product candidate, Paliperidone Palmitate injectable suspension, for intramuscular use ("LY03010"), obtained the approval from the U.S. FDA to initiate clinical trials for the treatment of schizophrenia and schizoaffective disorder in the U.S.

In December 2018, the Rotigotine Extended Release Microspheres for injection (LY03003) was submitted for clinical trial approval by the Pharmaceutical, Medical Device Agency (PMDA) in Japan. The phase I clinical trial commenced in March 2019 in Japan.

In January 2019, the clinical trial application of the biological antibody LY09004 has been accepted by NMPA in China. LY09004 is a recombinant human vascular endothelial growth factor receptor-antibody fusion protein ophthalmic Injection biosimilar indicated for neovascular (Wet) age-Related macular degeneration (AMD), macular edema following retinal vein occlusion (RVO), diabetic macular edema (DME), diabetic retinopathy (DR) in patients with diabetic macular edema and visual impairment due to myopic choroidal neovascularisation (myopic CNV). The product was acquired from Shandong Boan Biological Technology ("Boan") in December 2018.

Sales, Marketing and Distribution

The Group has established an extensive nationwide sales and distribution network and sold its products to 30 provinces, autonomous regions and municipalities throughout the PRC in 2018. The Group's sales, marketing and distribution functions are conducted through over 92 sales support offices, over 1,300 sales and marketing personnel, a network of approximately 1,540 distributors that collectively enabled the Group to sell its products to over 12,970 hospitals, which comprised approximately 1,470 or approximately 78.0% of all Class III hospitals, approximately 3,700 or approximately 53.0% of all Class II hospitals and approximately 7,800 or approximately 46.0% of all Class I and other hospitals and medical institutions, in the PRC in year of 2018. The Group believes that its sales and marketing model and extensive coverage of hospitals with other medical institutions represent a significant competitive advantage and a culmination of both academic promotion by the Group's in-house personnel in different regions and partnerships with high-quality distributors across China. The Group also believes that its sales and marketing model provides a solid foundation for the Group to continue to enhance market awareness of its brand and expand the market reach of its products.

Overseas, the Group has commercial offices in the U.S., the United Kingdom ("U.K."), Switzerland, Japan, Hong Kong, Singapore and Malaysia. The Group has strong sales partnerships with more than 50 partners throughout the world, covering 80 countries including the U.S, Europe and other countries or districts. In 2018, the Group's series products had successful new launches in 17 countries (14 European countries, Japan, Israel and Thailand).

Merger & Acquisition ("M&A") and Collaborations

In June 2018, the Group acquired Seroquel and Seroquel XR, the atypical anti-psychotic (AAP) medicines with antidepressant properties, from AstraZeneca. AstraZeneca agreed to grant to Luye Pharma Hong Kong Limited a licence for the right, title and interest in the "Seroquel" registered trade marks, know-how, product records and regulatory information ("Licensed Assets") in certain territories, which covers 51 countries and regions, including China, the U.K., Brazil, Australia, Saudi Arabia, Mexico, South Korea, Thailand, Argentina, Malaysia and other countries and regions in Asia, Latin America, Africa, Oceania and Eastern Europe (collectively the "Territories"). According to information provided by AstraZeneca, sales of the products in the Territories for the year ended 31 December 2017 were approximately US$147.9 million. The acquisition completion took place on 28 June 2018. Please refer to the Company's announcements dated 7 May 2018, 5 June 2018, 22 June 2018 and 28 June 2018, and the Company's circular dated 5 June 2018 for details.

Positioned as one of the four key therapeutic areas of the Group, the CNS portfolio has been given long-term and strategic planning. The acquisition of Seroquel and Seroquel XR will further enrich the Group's existing CNS product portfolio, and will help the Group further expand in the PRC and into markets outside of China. The Company believes that the acquisition will be able to capture certain synergetic effects brought along by the acquisition in terms of business development and sales channels in the relevant countries.

In July 2018, the Group entered into an agreement with Bayer AG to acquire the global rights to Apleek, a new generation combined hormonal 7 days contraceptive transdermal patch containing ethinyl estradiol and gestodene.

In December 2018, Shandong Luye (a wholly-owned subsidiary of the Company) entered into the Asset Transfer Agreements with Boan to acquire its two biological antibody drugs under research and development, being LY01011 (Recombinant anti-RANKL full-body monoclonal antibody injection) and LY09004 (Recombinant Human Vascular Endothelial Growth Factor Receptor-Antibody Fusion Protein Ophthalmic Injection), and their respective technologies, data and all rights attaching to the products including but not limited to the clinical trials approval. LY01011 is proceeding phase I clinical trail in China and the clinical trial application of LY09004 has been accepted by NMPA in China.

In January 2019, the Group entered into an agreement with AstraZeneca, pursuant to which, AstraZeneca is granted the right to promote the Group's Xuezhikang Capsules in China. Under the agreement, AstraZeneca is responsible for the promotion of Xuezhikang capsules in China on an exclusive basis, while the Group continues to hold rights, such as asset rights, the right to sell, registration permit, all intellectual property rights and rights other than the promotion, of the product. Under the agreement, both parties agreed that the sales of Xuezhikang Capsule in China shall be maintained at a double digits CAGR in the next ten years, significantly higher than the average growth rate of the market for the treatment of hypercholesterolaemia in China. Besides, both parties agreed to discuss potential registration and commercialisation opportunities of Xuezhikang Capsules in other markets around the world (including but not limited to the U.S., Europe and other emerging markets) and to explore opportunities for closer ties of cooperation to enhance each other's future business development.

Outlook

Due to policy and market factors, the Chinese pharmaceutical industry remains at low growth rate in 2018. According to IQVIA, the growth rate of the Chinese pharmaceutical market was 3.4% in 2018, the same as 2017. The Group outperformed the market in both two years with growth rate of 10.4% and 11.8%, respectively.

However, since it is a highly competitive industry, inevitably all the pharmaceutical companies are facing intense competition from other market participants. Furthermore, the industry is highly constrained by the government policy, which may cause great uncertainty during the development of pharmaceutical companies. In recent years, policies such as tendering and reimbursement are posing great impacts on the industry, especially the centralised procurement on selected 33 drugs in 11 pilot cities led by Bureau of National Medical Insurance ("BNMI"). All of the selected products are non-exclusive while none of the Group's product is included. The major products of the Group are exclusive. For instance, Lipusu is the only paclitaxel liposome product approved for sale globally; CMNa is a Class I New Chemical Drug and the only NMPA approved sensitiser for cancer radiotherapy in China; Xuezhikang is an exclusive traditional Chinese medicine for hypercholesterolaemia; Seroquel XR is the only quetiapine fumarate extended-release tablets in China; Beixi is an only one acarbose in capsule form in China. Therefore the Group is less impacted by the centralised procurement policy.

For the year of 2019, the Group will continue to introduce measures to improve its profitability and enhance efficiency in key aspects of its operations. With respect to its sales and marketing activities, the Group will continue to undertake a series of changes and initiatives to enable it to focus its marketing and promotion resources on the regions and products where marketing and promotion expenditure yields higher returns, thereby increasing its overall sales efficiency. The Group also intends to increase its profitability through production efficiency and to continuously upgrade its production facilities. In addition, the Group intends to further strengthen its R&D capabilities and develop its product candidates.

As described above, for the year 2018, the Group has made remarkable progresses in R&D fields. In China, LY01005, LY01008, LY03003 and LY03005 commenced phase III clinical trials. LY01011 and LY06006 are proceeding with their phase I clinical trail in China. LY01013 and LY03012 have obtained the approval from NMPA to initiate clinical trials. The clinical applications of biological antibody LY09004 have received formal acceptance by NMPA. Seroquel XR has been approved to include "depression arising from bipolar disorder" under the indication by NMPA. Rivastigmine Patch has been accepted by NMPA for its import registration.

Overseas, LY03004 is agreed to waive pediatric clinical trials at the submission of a New Drug Application in the U.S.. LY03010 has obtained the approval from the U.S. FDA to initiate clinical trials for the treatment of schizophrenia and schizoaffective disorder. LY03003 has been submitted for clinical trial approval by PMDA in Japan. The Group has entered into a collaboration and license agreement with Excel BioPharm and Elpis Biopharm, to collaborate on the discovery and development of therapeutic antibodies for next generation immuno-oncology treatments and dual target based Chimeric Antigen Receptor T-Cell Immunotherapy therapies and biologic drug candidates for next generation immuno-oncology treatments respectively.

For M&A, given the Group acquired Seroquel and Seroquel XR from AstraZeneca, including the rights in 51 countries and regions. The acquisition of Seroquel and Seroquel XR will further enrich the Group's existing CNS product portfolio, and will help the Group further expand in the PRC and into markets outside of China. The Group believes that it will be able to capture certain synergetic effects brought along by the acquisition in terms of business development and sales channels in the relevant countries.

Moreover, the Group entered into contraception area by acquiring the global rights of Apleek from Bayer AG. Apleek is a new-generation combined-hormonal 7-day contraceptive transdermal patch containing ethinyl estradiol and gestodene, which was developed jointly by Luye Pharma AG and Bayer AG. A number of patents relating to Apleek have been registered in the U.S., the European Union, China, Japan and a number of other countries and regions.

The collaboration with AstraZeneca on Xuezhikang's promotion rights in China will accelerate Xuezhikang's growth and improve its profitability. Besides, AstraZeneca and the Group will discuss potential registration and commercialisation opportunities of Xuezhikang Capsules in other markets around the world.

For China sales and distribution, the penetration into lower-tier hospitals is deepening and the internal sales-force is growing fast. Backed by sales of Seroquel and Seroquel XR and the upcoming rivastigamine patch and LY03004, the Group will gradually build up its domestic commercialisation capability in CNS.

Overseas, the acquisition of Seroquel will further expand the Group's sales network and build up the commercialisation capability in developing countries.

For manufacturing, the Group is working on establishing a global quality control and quality assurance system as well as information platform to ensure the successful integration of the Group's global manufacturing facility system. The new oncology drug injection facility in Nanjing site has finished construction and is expected to obtain the GMP certificate by NMPA within the year. The new transdermal patch facility in Yantai has finished construction and was put into pilot production. The manufacturing site for transdermal patches in Miesbach, Germany, attained compliance with the Falsified Medicines Directive (Directive 2011/62/EC) of the European Union (also known as serialisation requirement) in February 2019. A total of 9 inspections and audits by government authorities and customers in the reporting period underlined the compliance with GMP standards.

Management of the Group is confident that, with the Group's strong, competitive positions of its innovative products, its strong pipeline of product candidates, its proven R&D capabilities and its sales and marketing networks, as well as its capabilities to execute strategic acquisitions, the Group is well positioned to enter a new business phase.

Financial Review

Revenue

For the year ended 31 December 2018, the Group's revenue amounted to approximately RMB5,173.4 million, as compared to RMB3,814.8 million for the year ended 31 December 2017, representing an increase of approximately RMB1,358.5 million, or 35.6%. The increase is mainly attributable to the sales from newly acquired product Seroquel and sales growth of the Group's key products.

For the year ended 31 December 2018, the Group's revenue from sales of oncology products increased to RMB2,391.3 million, as compared to RMB1,871.8 million for the year ended 31 December 2017, representing an increase of approximately RMB519.5 million, or 27.8%, primarily attributable to the increase in sales volume of key oncology products of the Group.

For the year ended 31 December 2018, revenue from sales of cardiovascular system products increased to RMB787.1 million, as compared to RMB644.0 million for the year ended 31 December 2017, representing an increase of approximately RMB143.0 million, or 22.2%, primarily attributable to the increase in sales volume of various cardiovascular system products of the Group.

For the year ended 31 December 2018, revenue from sales of alimentary tract and metabolism products increased to RMB930.5 million, as compared to RMB749.3 million for the year ended 31 December 2017, representing an increase of approximately RMB181.2 million, or 24.2%, primarily attributable to the increase in sales volume of various alimentary tract and metabolism products of the Group.

For the year ended 31 December 2018, revenue from sales of CNS products increased to RMB921.9 million, as compared to RMB412.5 million for the year ended 31 December 2017, representing an increase of approximately RMB509.3 million, primarily attributable to half year revenue contribution from our newly acquired product "Seroquel" on 28 June 2018.

For the year ended 31 December 2018, revenue from sales of other products increased to RMB142.6 million, as compared to RMB137.2 million for the year ended 31 December 2017, representing an increase of approximately RMB5.4 million, or 3.9%, primarily attributable to the increase in sales volume of various other products of the Group.

Cost of Sales

The Group's cost of sales increased from RMB851.5 million for the year ended 31 December 2017 to approximately RMB1,124.0 million for the year ended 31 December 2018, which accounted for approximately 21.7% of the Group's total revenue for the same year. The Group's increase in cost of sales was in line with the increase in sales volumes for the year ended 31 December 2018, as compared to year 2017.

Gross Profit

For the year ended 31 December 2018, the Group's gross profit increased to RMB4,049.4 million, as compared to RMB2,963.4 million for the year ended 31 December 2017, representing an increase of approximately RMB1,086.1 million, or 36.6%. The increase in the Group's gross profit was broadly in line with its revenue growth and contribution from our newly acquired product. The Group's gross profit margin increased to 78.3% for the year ended 31 December 2018 from 77.7% for the year ended 31 December 2017. The slightly higher margin is mainly attributable to higher revenue contribution from our slightly higher margin products.

Other Income and Gains

The Group's other income and gains mainly comprised of government grants, interest income and investment income. For the year ended 31 December 2018, the Group's other income and gains decreased to RMB220.7 million, as compared to RMB236.7 million for the year ended 31 December 2017, representing an decrease of approximately RMB16.0 million. The decrease is mainly attributable to lower government grant recognised and offset by higher bank interest income earned during the year.

Selling and Distribution Expenses

The Group's selling and distribution expenses consisted of expenses that were directly related to the Group's marketing, promotion and distribution activities. For the year ended 31 December 2018, the Group's selling and distribution expenses amounted to RMB1,685.9 million, as compared to RMB1,286.5 million for the year ended 31 December 2017, representing an increase of RMB399.4 million, or 31.0%. The increase was mainly attributable to increased promotional activities for the Group's products and a slight increase in staff cost. On the other hand, as a percentage of revenue the Group's selling and distribution expenses decreased from 33.7% for the year ended 31 December 2017 to 32.6% for the year ended 31 December 2018, primarily as a result of the lower selling and distribution expense margin to revenue for our newly acquired product at 28 June 2018.

Administrative Expenses

The Group's administrative expenses primarily consisted of staff cost, general operating expense, conference and entertainment expense, travel and transportation expense, depreciation, amortisation and impairment loss, auditor's remuneration, consulting expenses, bank charges, taxation and other administrative expenses. For the year ended 31 December 2018, the Group's administrative expenses amounted to approximately RMB441.4 million, as compared to RMB431.6 million for the year ended 31 December 2017, representing an increase of approximately RMB9.7 million, or 2.3%. The increase was mainly due to higher staff cost, general operating cost.

Other Expenses

The Group's other expenses primarily consisted of its R&D costs, foreign exchange losses, donations, loss on disposals of property, plant and equipment and miscellaneous expenses. For the year ended 31 December 2018, the Group's other expenses amounted to approximately RMB499.6 million, as compared to RMB316.0 million for the year ended 31 December 2017, representing an increase of approximately RMB183.6 million, or 58.1%. The increase was mainly due to increase in R&D costs.

Finance Costs

For year ended 31 December 2018, the Group's finance costs amounted to RMB170.6 million, as compared to RMB50.5 million for the year ended 31 December 2017, representing an increase of approximately RMB120.1 million, or 237.8%. The increase was mainly due to the higher level of monthly average outstanding bank borrowings for the year ended 31 December 2018 as compared to the corresponding year.

Income Tax Expense

For the year ended 31 December 2018, the Group's income tax expense amounted to RMB167.5 million, as compared to RMB135.8 million for the year ended 31 December 2017, representing an increase of RMB31.7 million, or 23.4%. The effective tax rate for the year ended 31 December 2018 is 11.4% and 12.2% on 31 December 2017, the lower effective tax rate mainly due to certain income of a Hong Kong subsidiary of the Group was not subject to tax in 2018, pursuant to the relevant tax law of the Hong Kong Special Administrative Region.

Net Profit

The Group's net profit for the year ended 31 December 2018 was approximately RMB1,306.0 million, as compared to RMB980.6 million for year ended 31 December 2017, representing an increase of approximately RMB325.4 million, or 33.2%.

Liquidity, Financial and Capital Resources

Net Current Assets

As at 31 December 2018, the Group had net current assets of approximately RMB472.4 million, as compared to approximately RMB2,641.1 million as at 31 December 2017. The current ratio of the Group decreased to approximately 1.1 as at 31 December 2018 from approximately 1.7 as at 31 December 2017. The decrease in net current assets was mainly attributable to higher level of loans and borrowings for the acquisition of Seroquel.

Borrowings and Pledge of Assets

As at 31 December 2018, the Group had an aggregate interest-bearing loans and borrowings of approximately RMB6,138.1 million, as compared to approximately RMB2,861.4 million as at 31 December 2017. The increase was mainly resulting from additional loans taken during the year for the Seroquel acquisition and for working capital of the Group. Amongst the loans and borrowings, approximately RMB5,290.5 million are repayable within one year, and approximately RMB847.6 million are repayable after one year. RMB1,517.9 million of the loans borrowings of the Group carried interest at fixed interest rate. The bank loans were mainly secured by the Group's time deposits, and notes receivable. As at 31 December 2018, the Group's borrowings were primarily denominated in RMB, EURO and U.S. dollars, and the cash and cash equivalents were primarily denominated in RMB, EURO and U.S. dollars.

Gearing Ratio

As at 31 December 2018, the gearing ratio of the Group, which is calculated by dividing total borrowings by total equity, increased to 77.4% from 41.5% as at 31 December 2017. The increase was primarily due to an increase in the Group's total borrowings resulting from additional loans taken during the year for Seroquel acquisition and remaining outstanding payment for Seroquel acquisition.

Contingent Liabilities

As at 31 December 2018, the Group had no significant contingent liabilities.

Foreign Exchange and Exchange Rate Risk

The Group primarily operates in the PRC and is exposed to foreign currency risk arising from fluctuations in exchange rate between RMB and other currencies in which the Group conducts its business. The Group is subject to foreign currency risk attributable to the bank balances, trade and other receivables and payables as well as bank loans that are denominated in currencies other than RMB. The Group seeks to limit the exposure to foreign currency risk by minimising its net foreign currency position. The Group did not enter into any hedging transactions in respect of foreign currency risk as at 31 December 2018. The directors of the Company (the "Directors") expect that the fluctuation of the RMB exchange rate will not have a material adverse effect on the operation of the Group.

Employees and Remuneration Policy

As at 31 December 2018, the Group employed a total of 4,417 employees, as compared to a total of 3,921 employees as at 31 December 2017. For the year ended 31 December 2018, the staff costs, (including Directors' emoluments but excluding any contributions to pension scheme), were approximately RMB596.1 million as compared to RMB503.3 million for the year ended 31 December 2017. The objective of the Group's remuneration policy is to motivate and retain talented employees to achieve the Group's long term corporate goals and objectives. The Group's employee remuneration policy is determined by taking into account factors such as remuneration in respect of the overall remuneration standard in the industry and employee's performance. The management reviews the Group's employee remuneration policy and arrangements on a regular basis. Moreover, the social insurance contributions are made by the Group for its PRC employees in accordance with the relevant PRC regulations.

Share Award Scheme (the "Scheme")

The Company adopted the Scheme on 10 January 2017. The purpose of the Scheme is to recognise contributions by certain employees, including any executive director of any member of the Group except for the current executive directors and to provide them with incentives in order to retain them for the continuing operation and development of the Group and to attract suitable personnel for the further development of the Group. As at 31 December 2018, the Board has granted to the selected employees an aggregate of 20,098,000 (2017: 17,861,000) shares of the Company under the Scheme and 20,098,000 (2017: 17,724,000) awarded shares were accepted by selected employees.

Details of the Scheme and the awards made up to 31 December 2018 are set out in note 38 to the financial statements.

Hedging Activities

As at 31 December 2018, the Group did not use any financial instruments for hedging purposes and did not enter into any hedging transactions in respect of foreign currency risk or interest rate risk.

Significant Investments Held

As at 31 December 2018, the Group did not have any significant investments.

Future Plans for Material Investments or Capital Assets

The Group does not have other plans for material investments or capital assets.

Loan agreements with covenants relating to specific performance obligations of the controlling shareholder

During the period under review, as disclosed in the announcement of the Company dated 21 June 2018, pursuant to the terms of the term loan facility agreement dated 21 June 2018 ("June Facility Agreement") entered into between Luye Pharma Hong Kong Limited ("Luye Hong Kong") and UBS AG, Singapore Branch ("UBS AG Singapore"), UBS AG Singapore has agreed to grant to Luye Hong Kong a term loan facility of up to US$300 million for a term of 364 days from the date of initial utilisation under the June Facility Agreement. Under the June Facility Agreement, the occurrence of any of the following events could result in the cancellation of all or any part of the commitments under the June Facility Agreement and all amounts outstanding under the June Facility Agreement becoming immediately due and payable:

a. Mr. Liu Dian Bo, the chairman, chief executive officer and an executive Director, together with the beneficiaries of the discretionary trust set up by Mr. Liu for the benefit of his family members, ceases to beneficially own, whether directly or indirectly, at least 70% of the entire issued share capital of LuYe Pharmaceutical Investment Co., Ltd. ("Luye Pharma Investment");

b. Mr. Yuan Hui Xian, an executive Director, ceases to beneficially own, whether directly or indirectly, at least 15% of the entire issued share capital of Luye Pharma Investment;

c. Mr. Yang Rong Bing, an executive Director, ceases to beneficially own, whether directly or indirectly, at least 15% of the entire issued share capital of Luye Pharma Investment;

d. Luye Pharma Investment ceases to beneficially own, whether directly or indirectly, at least 38% of the entire issued share capital of the Company;

e. a person or persons (acting in concert) directly or indirectly gain a percentage of the voting issued shares of the Company greater than that of Luye Pharma Investment; and

f. Mr. Liu ceases to hold office as the executive chairman of the Board and chief executive officer of the Company, and ceases to be involved in the management and business of the Company and its subsidiaries.

As disclosed in the announcement of the Company dated 2 August 2018, pursuant to the term of the facility agreement dated 2 August 2018 ("August Facility Agreement") entered into between Luye Pharma Switzerland AG ("Luye Switzerland") and a bank (the "Bank"), the Bank has agreed to grant to Luye Switzerland a term loan facility of up to EUR120 million for a term of 60 months from the date of initial utilisation under the August Facility Agreement. Under the August Facility Agreement, in the event that Luye Pharmaceutical Investment ceases to be (i) the actual controller; or (ii) the first majority/single largest shareholder of the Company, all or any part of the commitments under the August Facility Agreement may be cancelled and all amounts outstanding under the August Facility Agreement may become immediately due and payable.

Directors and Senior Management

Directors

Executive Directors

Mr. Liu Dian Bo, aged 53, Executive Chairman, is a founding member of our Group. He was appointed as a director of the Company ("Director") in July 2003. As our Executive Chairman, Mr. Liu is responsible for the overall management, operations and the charting and reviewing of corporate directions and strategies of our Group. Prior to founding our Group, Mr. Liu was a teacher at Yantai Teacher's College from 1985 to 1989. From 1989 to 1993, Mr. Liu was the general manager of Penglai Huatai Pharmaceutical Co. Ltd. From 1994 to 1999, Mr. Liu was the chairman cum general manager of 山東綠葉製藥有限公司 (Shandong Luye Pharmaceutical Co., Ltd.) ("Shandong Luye"). From 1999 to the incorporation of our Company in 2003, Mr. Liu was the chairman cum president of Shandong Luye. Mr. Liu obtained a Medical Diploma from Yishui Special Medical College (now known as Shandong Medical College) in July 1985. Mr. Liu is the executive chairman of Shandong Luye and Beijing WBL Peking University Biotech Co., Ltd. ("Beijing WPU"), and a director of the following main subsidiaries of our Company: Yantai Luye Drugs Trading Co., Ltd. ("Luye Trading"), Sichuan Luye Buoguang Pharmaceutical Co., Ltd., Shandong Luye Natural Drug R&D Co. Ltd., Shanghai Ge Lin Li Fu Business Consulting Co. Ltd., AsiaPharm Investments Limited, AsiaPharm Biotech Pte. Ltd., Luye Biotech (Singapore) Pte. Ltd. and A-Bio Pharma Pte. Ltd.. Mr. Liu is a director of each of Luye Life Sciences Group Ltd. ("Luye Group"), Luye Pharma Holdings Ltd. ("Luye Pharma Holdings"), LuYe Pharmaceutical International Co., Ltd. ("Luye Pharma Intl"), LuYe Pharmaceutical Investment Co., Ltd. ("Luye Pharma Investment"), Shorea LBG, Ginkgo (PTC) Limited (formerly known as Ginkgo Trust Limited), and Nelumbo Investment Limited.

Mr. Yang Rong Bing, aged 53, holds the office of Vice Executive Chairman and is also a founding member of our Group. Mr. Yang was appointed as an Executive Director on 1 March 2007 and was previously a Non-Executive Director from July 2003. Mr. Yang was appointed as a vice executive chairman of the Board with effect from 30 March 2015. Mr. Yang has also been a non-executive director of Shandong Luye since 2000. Prior to that, Mr. Yang was with Jiangsu Xuzhou Bio-Chemical Pharmaceutical Factory from 1988 to 1994 where he worked as an assistant factory head. In 1994, Mr. Yang joined Shandong Luye as a deputy general manager and from 1999 to 2000, he was the chief sales executive and executive director of Shandong Luye. Mr. Yang obtained a Bachelor's degree in Science from Beijing Normal University in July 1988. Mr. Yang is the executive chairman of Nanjing Luye Pharmaceutical Co., Ltd. ("Nanjing Luye") and a director of the following main subsidiaries of our Company: Shandong Luye, Luye Trading and Nanjing Luye. Mr. Yang is a director of each of Luye Group, Luye Pharma Holdings, Luye Pharma Intl and Luye Pharma Investment.

Mr. Yuan Hui Xian, aged 60, holds the office of Executive Director and is also a founding member of our Group. Mr. Yuan was appointed as a Director in July 2003 and is in charge of our Group's public relations. Prior to joining our Group in 1994, Mr. Yuan was a doctor with Shengli Petroleum Administrative Bureau Yantai Sanatorium from 1980 to 1994, where he was in charge of radiation diagnosis. From 1994 to 1999, Mr. Yuan was a deputy general manager with Shandong Luye. From 1999 to the incorporation of our Company in 2003, Mr. Yuan was the vice-president and executive director of Shandong Luye. He has also received a Post-graduate Certificate in National Economics from the China People's University in February 2003. Mr. Yuan is the executive chairman of Luye Trading and a director of the following main subsidiaries of our Company: Shandong Luye, Nanjing Luye and Nanjing New AIGE Eggs Co. Ltd.. Mr. Yuan is a director of each of Luye Group, Luye Pharma Holdings, Luye Pharma Intl and Luye Pharma Investment.

Ms. Zhu Yuan Yuan, aged 38, has been our Executive Director since March 2014. She joined our Group in August 2009 and has 10 years of experience in corporate finance. Before joining our Group, she worked for New Asia Partners Investment Holdings Limited, a Shanghai and Hong Kong-based investment firm focused on assisting Chinese companies in accessing the international capital markets, principally by providing equity capital and corporate finance advisory services. She obtained her Master's degree in Corporate Strategy and Governance from the University of Nottingham in December 2004 and a Bachelor's degree in Finance from Southeast University, the PRC in June 2003. Ms. Zhu is a director of the following subsidiaries of our Company: Luye Pharma Hong Kong Limited, Solid Success Holdings Limited, Apex Group Holdings Limited and Kang Hai Pharmaceutical Technology Development Limited. She is a supervisor of our subsidiary, Beijing WPU. Ms. Zhu is a director of each of Luye Pharma Holdings, Luye Pharma Intl and Luye Pharma Investment.

Non-executive Director

Mr. Song Rui Lin, aged 57, has been our non-executive Director since March 2017. Mr. Song is the executive chairman of China Pharmaceutical Industry Research and Development Association* (中國醫藥創新促進會) and the executive deputy director of the Research Centre for Drug Policy and Industrial Development at China Pharmaceutical University* (中國藥科大學藥物政策與產業經濟研究中心). Mr. Song has extensive experience in the research of the PRC healthcare and drugs laws and policies, and was involved in the drafting and review of a number of the current PRC laws and regulations on healthcare and drugs. From 1985 to 2007, Mr. Song served as deputy director (副處長), director (處長) and deputy head (副司長) at the PRC State Council Legislative Office* (中國國務院法制辦公室). Subsequent to 2008, Mr. Song served as deputy director of the Chinese Pharmaceutical Association* (中國藥學會) (the "Association") and executive director of the Research Centre for Drug Policies (醫藥政策研究中心) at the Association. He served as the chairman and executive editor of Chinese Journal of New Drugs* (中國新藥雜誌). Since 2011, Mr. Song has been serving as an expert at the Capital Healthcare Policy Reform Expert Group* (首都醫療衛生體制改革專家組). Mr. Song obtained a Bachelor of Laws degree from China University of Political Science and Law in 1985 and a Master in Business Administration degree from China Europe International Business School in 2004, and obtained a Doctorate in Social and Administrative Pharmacy from China Pharmaceutical University in 2018.

Mr. Song is an independent director of Shanxi Zhendong Pharmaceutical Co., Ltd.* (山西振東製藥股份有限公司) (SHE:300158), an independent director of Jiangxi Boya Bio-pharmaceutical Co., Ltd.* (江西博雅生物製藥股份有限公司) (SHE:300294) and an independent director of Tibet Aim Pharm. Inc.* (西藏易明西雅醫藥科技股份有限公司) (SHE:002826). Each of Shanxi Zhendong Pharmaceutical Co., Ltd., Jiangxi Boya Bio-pharmaceutical Co., Ltd. and Tibet Aim Pharm. Inc. is a company listed on the Shenzhen Stock Exchange.

Independent Non-executive Directors

Mr. Zhang Hua Qiao, aged 55, has been our Independent Non-Executive Director since June 2014. Mr. Zhang has 16 years of experience in working in the investment banking industry since 1994. He served as managing director and the co-head of China research team from June 1999 to April 2006 and the deputy head of China investment banking division of UBS AG, Hong Kong Branch from September 2008 to June 2011. He graduated from the Graduate School of the People's Bank of China (中國人民銀行研究生部) with a Master's degree in Economics in 1986, and from the Australian National University with a Master's degree in Economics in January 1991.

As at the date of this annual report, Mr. Zhang holds or held directorships in the following listed companies in the past three years:

Name of the listed company	Term	Position
Yancoal Australia Ltd, a company listed on the Australian Securities Exchange (stock code: YAL)	April 2014 to January 2018	Independent non-executive director
Logan Property Holdings Company Limited, a company listed on the Main Board of (stock code: 3380)	November 2013 to present	Independent non-executive director
China Huirong Financial Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1290)	October 2013 to present	Independent non-executive director
Zhong An Real Estate Limited, a company listed on the Main Board of the Stock Exchange (stock code: 672)	January 2013 to present	Independent non-executive director
China Smartpay Group Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8325)	September 2012 to May 2015 May 2015 to September 2017 September 2017 to present	Non-executive director Executive director Non-executive director
Fosun International Limited, a company listed on the Main Board of the Stock Exchange (stock code: 656)	March 2012 to present	Independent non-executive director
Boer Power Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1685)	November 2011 to present	Non-executive director
Sinopec Oilfield Service Corporation,, a company listed on the Main Board of the Stock Exchange (stock code: 1033)	February 2015 to June 2018	Independent non-executive director
Wanda Hotel Development Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 169)	September 2014 to May 2018	Independent non-executive director
China Rapid Finance Limited, a company listed on the New York Stock Exchange (NYSE: XRF)	April 2017 to March 2019	Independent non-executive director

Professor Lo Yuk Lam, aged 70, has been our Independent Non-executive Director since June 2014. Professor Lo has extensive experience in biotechnology industry, corporate management, academic research and community service. Currently Professor Lo is serving as the Chairman of the Advisory Council for Food Safety of the Food and Health Bureau HKSAR, the Founding President of HK Bio-Med Innotech Association. Professor Lo is also the Honorary Founding Chairman of Hong Kong Bio-Organization, and a Committee Member of the Chinese Manufacturers' Association of Hong Kong (CMA).

In the educational area, Professor Lo has been elected an Honorary Fellow of the Hong Kong University of Science and Technology. He is an Honorary Chairman of Hong Kong Food Safety Association, Adjunct Professor of the Chinese University of Hong Kong and Honorary Professor of several universities in China.

Professor Lo was heavily involved in several committees of the HKSAR Government. He had been appointed as Director of the Hong Kong Applied R&D Fund Co. Ltd., Chairman of the Biotechnology Committee of the Hong Kong Industry & Technology Development Council, and Chairman of Biotechnology Projects Vetting Committee of the Innovation and Technology Fund, HKSAR.

In Mainland China, Professor Lo is a member of Chinese People's Political Consultative Conference in Jilin Province, and a consultant of the Centre for Disease Control and Prevention of China. In recognition of his leadership in the community and dedication to his field, Professor Lo has received many awards, including the prestigious "World's outstanding Chinese Award" in 2008 and China's "Top Ten Financial and Intelligent Persons" in 2007.

As at the date of this annual report, Professor Lo holds or held directorships in the following listed companies in the past three years:

Name of the listed company	Term	Position
CSPC Pharmaceutical Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1093)	June 2014 to present	Independent non-executive director
Sinovac Biotech Ltd., a company listed on NASDAQ Global Select Market (symbol SVA)	March 2006 to present	Independent director

Professor Lo obtained an Honorary Doctorate of Philosophy in Business Management from York University in June 2008.

Mr. Leung Man Kit, aged 65, has been the Independent Non-executive Director since June 2014. Mr. Leung has over 40 years of experience in project finance and corporate finance. He joined Unitas Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8020), in March 2011, and has been its executive director from September 2011 to November 2018. He is also a responsible officer of Unitas Holdings Limited. Previously, he was a director of Emerging Markets Partnership (Hong Kong) Limited, the principal adviser to the AIG Infrastructure Fund L.P. in 1999. He also held senior positions in the Hong Kong Branch of the Swiss Bank Corporation, SG Securities (HK) Limited (formerly known as Crosby Securities (Hong Kong) Limited) and Peregrine Capital Limited.

As at the date of this annual report, Mr. Leung holds or held directorships in the following listed companies in the past three years:

Name of the listed company	Term	Position
Optics Valley Union Holding Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 798)*	March 2014 to present	Independent non-executive director
China Huiyuan Juice Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1886)*	June 2012 to January 2019	Independent non-executive director
Unitas Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8020)	October 2011 to November 2018	Executive Director
Orange Sky Golden Harvest Entertainment (Holdings) Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1132)*	February 2008 to present	Independent non-executive director
China Ting Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 3398)	November 2005 to present	Independent non-executive director
Netease.com Inc., a company listed on NASDAQ (stock code: NTES)*	July 2002 to present	Independent non-executive director

* *Mr. Leung is also the chairman of the audit committee of these companies.*

Mr. Leung obtained a Bachelor's degree in Social Sciences from University of Hong Kong in October 1977.

Dr. Choy Sze Chung Jojo, aged 60, has been the Independent Non-executive Director since June 2014. Dr. Choy has extensive experience in the securities industry and business management. He is currently the vice chairman of National Resources Securities Limited and the permanent honourable president and vice chairman of the Institute of Securities Dealers Ltd.

Dr. Choy is a fellow member of the Hong Kong Institute of Directors, the Institute of Financial Accountants, the Institute of Public Accountants and the Institute of Compliance Officers, the Society of Registered Financial Planners Limited. Dr. Choy is also a member of the Election Council for Hong Kong Deputies to the 12th and the 13th National People's Congress of the People's Republic of China, a member of the 4th and the 5th term Chief Executive Election Committee of Hong Kong and a member of Chinese People's Political Consultative Conference, Shantou.

As at the date of this annual report, Dr. Choy holds or held directorships in the following listed companies in the past three years:

Name of the listed company	Term	Position
First Credit Finance Group Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8215)	November 2017 to present	Independent non-executive director
Orient Securities International Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8001)	March 2010 to May 2016	Independent non-executive director
Sparkle Roll Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 970)	October 2007 to present	Independent non-executive director
Zhaojin Mining Industry Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1818)	May 2007 to present	Independent non-executive director
Chengdu Putian Telecommunications Cable Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1202)	February 2006 to January 2018	Independent non-executive director

Dr. Choy obtained a Master's degree in Business Administration from University of Wales, Newport in October 2004 and a Master's degree in Business Law from Monash University in April 2007, a Honorary doctorate of Management from Lincoln University in August 2018 and a Fellowship from Canadian Chartered Institute of Business Administration.

Senior Management

Our senior management comprises Executive Directors and the following persons:

Mr. Liu Yuan Chong, aged 55, joined our Group in March 1997 and is currently our Chief Financial Officer. He started as the accountant-in-charge at our finance department, and was promoted to chief of the finance department in 2005 and to our Chief Financial Officer in 2012. Prior to joining our Group, he was the head of accounting of Yantai Alternator Plant (煙台家電交電總公司). He also taught at Yantai Business Vocational Secondary School (煙台商業中專) from September 1983 until September 1986. From 1980 to 1983, he was employed by Shangdong Laiyang Biochemical Pharmaceutical Factory. Mr. Liu received a Post-Graduate Certificate in Financial Management from Peking University in October 2006.

Dr. Li You Xin, aged 57, joined our Group in October 2007 and is currently our Senior Vice President and head of R&D. Dr. Li has extensive experience in drug design. He is responsible for a number of our R&D platforms including our long-acting and extended release technology and targeted drug delivery platforms. Under Dr. Li's leadership, the Company was awarded the State Key Laboratory of Long-acting and Targeting Drug Delivery System (長效和靶向製劑國家重點實驗室). Dr. Li is also a professor at the College of Life Sciences of Jilin University. Prior to joining our Group, he was a senior scientist officer at Schwarz Pharma AG. He was also a Research Fellow of Alexandar von Humboldt Foundation of University of Marburg from 1991 to 1993. Dr. Li obtained a Bachelor's degree in Chemistry in July 1982, a Master of Science degree in July 1985 and a Ph.D. in Science in July 1988 from Peking University.

Ms. Xue Yun Li, aged 55, joined our Group in 1994 and is currently our Senior Vice President and the general manager of Shandong Luye and responsible for manufacturing and quality management of subsidiaries. From 1999 to 2009, she was the director of the R&D centre and then vice president of R&D of Shandong Luye. Prior to joining our Group, she was a technician and the chief of scientific research at Shenyang Liaohe Pharmaceutical Factory from 1988 to 1994. Ms. Xue obtained a Bachelor's degree in Engineering from Jiamusi University in July 1988 and a Master's degree in Integrated Traditional Chinese and Western Clinical Medicine from Shandong University of Traditional Chinese Medicine in July 2011.

Ms. Jiang Hua, aged 41, joined our Group in 1998 and is currently our Vice President and head of international business, responsible for corporate strategy, product portfolio management and our Group's international business. Ms. Jiang has over 16 years of experience in international business development. Ms. Jiang holds a Doctor of Business Administration from United Business Institute in Belgium, a Master's degree in Business Administration from KEDGE Business School (formerly known as Euromed Management School), and a Bachelor's degree of Economics from Economy School, Fudan University. She is also an economist certified by the Ministry of Personnel of the People's Republic of China (now the Ministry of Human Resources and Social Security of the People's Republic of China).

Report of Directors

The directors of the Company (the "Directors") are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2018.

Corporate Information

The Company was incorporated in the Bermuda on 2 July 2003 as an exempted company with limited liability under the laws of Bermuda (the "Companies Law"). The Company's shares (the "Shares") were listed on the Main Board of the Stock Exchange of Hong Kong Limited ("SEHK") on 9 July 2014 (the "Listing" or "Listing Date").

Principal Activities

The principal activity of the Company is investment holding and the Group focuses on developing, producing, marketing and selling innovative pharmaceutical products in three of the largest and fastest growing therapeutic areas in the PRC. Details of the principal activities of the Company's subsidiaries are set out in note 1 to the consolidated financial statements of this annual report.

Business Review and Performance

A fair review of the Group's business during the year, including an analysis of which using financial key performance indicators, and the outlook of the Group's business are provided in the section headed "Management Discussion and Analysis" of this annual report, which discussion forms part of this "Report of Directors".

Results

The results of the Group for the year ended 31 December 2018 are set out in the consolidated statement of profit or loss on page 60 of this annual report.

Dividend Policy and Final Dividend

The Board recommended the payment of a final dividend of RMB0.057 (equivalent to HK$0.065) per share for the year ended 31 December 2018 to the shareholders of the Company (the "Shareholders"). The final dividend is subject to the approval of the Shareholders at the Company's annual general meeting to be held on 12 June 2019 ("AGM"), and if approved, will be payable on or around 18 July 2019.

It is the policy of the Board, in considering payment of dividends, to allow Shareholders to share the Company's profits whilst retaining adequate reserves for the Group's future growth.

The Board shall consider the following factors before declaring or recommending dividends:

- the Company's actual and expected financial performance;
- retained earnings and distributable reserves of the Company and each of the subsidiaries of the Group;
- the Group's working capital requirements, capital expenditure requirements and future expansion plans;

- the Group's liquidity position;
- general economic condition, business cycle of the Group's business and other internal or external factors that may affect the business or financial performance and position of the Company; and
- other factors that the Board considers relevant.

The payment of dividends is also subject to applicable laws and regulations including the laws and regulations of Bermuda and the articles of association of the Company. The Board will continually review the dividend policy from time to time and there is no assurance that dividends will be paid in any particular amount for any given period.

Financial Summary

A summary of the Group's results, assets, liabilities for the last five financial years are set out on page 5 of this annual report. This summary does not form part of the audited consolidated financial statements.

Risks and Uncertainties Relating to the Group's Business

The Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's businesses. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Market Risk

Market risk is the risk that deteriorates profitability or affects ability to meet business objectives arising from the movement in market prices. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Responsibility for managing operational risks basically rests with every function at divisional and departmental levels. Key functions in the Group are guided by their standard operating procedures, limits of authority and reporting framework. Our management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

Investment Risk

Investment risk can be defined as the likelihood of occurrence of losses relative to the expected return on any particular investment. Key concern of investment framework will be balancing risk and return across different investments, and thus risk assessment is a core aspect of the investment decision process. Proper authorisation system has been set up and detailed analysis will be made before approving investments. Regular updates on the progress of the investments of the Group would be submitted to the Board.

Manpower and Retention Risk

The Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of the Group. The Group will provide attractive remuneration package to suitable candidates and personnel.

Financial Risk

The Group's also faces financial risks including interest rate risk, foreign currency risk, credit risk and liquidity risk. Details of these financial risks are set out in note 43 to the consolidated financial statements of the Group.

In light of the above risks relevant to and potentially affecting the Group's business, the Group has certain risk management procedures with a view to minimise the risks and to manage, but not eliminate, the risk of failure to fulfil business objectives. Please refer to the section headed "Risk Management and Internal Control" in the Report of Directors for policies concerning the Group's risk management system.

Environmental Policies and Performance

Our Group is committed to achieving environmental sustainability. Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. Our Group's business is subject to national, provincial and local environmental laws and regulations of the PRC. During the year ended 31 December 2018, so far as our Directors are aware, there were no material breach of applicable environmental laws and regulations of the PRC that have a significant adverse impact on the business and operations of our Group.

Our Group also encourages environmental protection and promote awareness towards environmental protection to the employees. Our Group adheres to the principle of recycling and reducing. It implements green office practices such as double-sided printing and copying, setting up recycling bins, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance.

Our Group endeavours to comply with the relevant laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources, waste reduction and energy saving. Our Group will review its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of our Group's businesses to move towards adhering the 3Rs — reduce, recycle and reuse and enhance environmental sustainability.

In accordance with Rule 13.91 and the Environmental, Social and Governance Reporting Guide contained in Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), the Company's Environmental, Social and Governance Report will be available on its website within three months from the publication of this annual report.

Compliance with Laws and Regulations

Our Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements could lead to the termination of operating licences. Our Group has been allocating system and staff resources to ensure ongoing compliance with rules and regulations and to maintain cordial working relationships with regulators effectively through effective communications. For the year ended 31 December 2018, the Group has complied, to the best of our knowledge, in all material respects, with all relevant rules and regulations that have a significant impact on the Company.

Key Relationships with Employees, Customers and Suppliers

Being people-oriented, our Group ensures all staff are reasonable remunerated and also continues to improve and regularly review and update its policies on remuneration and benefits, training, occupational health and safety.

Our Group maintains a good relationship with its customers. A customer complaint handling mechanism is in place to receive, analyse and study complaints and make recommendations on remedies with the aim of improving service quality.

Our Group is in good relationship with its suppliers and conducts a fair and strict appraisal of its suppliers on an annual basis.

Major Customers and Suppliers

Sales to the Group's five largest customers accounted for approximately 14.4% of the total sales for the year ended 31 December 2018 and sales to the largest customer included therein amounted to 4.0% of the total sales for the year. Purchases from the Group's five largest suppliers accounted for approximately 58.1% of the total purchase for the year ended 31 December 2018 and purchase from the Group's largest supplier included therein amounted to 33.6% of the total purchase for the year.

None of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2018 are set out in note 13 to the consolidated financial statements in this annual report.

Share Capital

Details of movements in the share capital of the Company during the year ended 31 December 2018 are set out in note 32 to the consolidated financial statements in this annual report.

Reserves

Details of movements in the reserves of the Group during the year are set out on pages 65 to 66 in the consolidated statement of changes in equity of this annual report and in note 33 to the consolidated financial statements.

Distributable Reserves

As at 31 December 2018, the Company's and the Group's reserves available for distribution, calculated in accordance with the provisions of the Companies Law, amounted to approximately RMB77.8 million (as at 31 December 2017: RMB504.0 million) and RMB4.1 billion (as at 31 December 2017: RMB3.2 billion), respectively.

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Group as at 31 December 2018 are set out in note 26 to the consolidated financial statements in this annual report.

Directors

The Directors during the year ended 31 December 2018 and up to the date of this annual report were:

Executive Directors:

Mr. LIU Dian Bo *(Executive Chairman and Chief Executive Officer)*
Mr. YANG Rong Bing *(Vice Executive Chairman)*
Mr. YUAN Hui Xian
Ms. ZHU Yuan Yuan

Non-executive Director:

Mr. SONG Rui Lin

Independent non-executive Directors:

Mr. ZHANG Hua Qiao
Professor LO Yuk Lam
Mr. LEUNG Man Kit
Dr. CHOY Sze Chung Jojo

In accordance with the bye-laws of the Company (the "Bye-laws"), all Directors are subject to retirement by rotation at least once every three years and any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with bye-law 84(1) of the Bye-laws, Mr. Liu Dian Bo, Mr. Zhang Hua Qiao and Dr. Choy Sze Chung Jojo will retire by rotation and being eligible, will offer themselves for re-election as the Directors at the forthcoming annual general meeting (the "AGM").

Details of the Directors to be re-elected at the AGM are set out in the circular to the Shareholders.

Board of Directors and Senior Management

Biographical details of the Directors and senior management of the Group are set out on pages 21 to 27 of this annual report.

Confirmation of Independence of Independent Non-executive Directors

Each of the independent non-executive Directors has confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors to be independent in accordance with Rule 3.13 of the Listing Rules.

Directors' Service Contracts

Each of the executive Directors has entered into an appointment letter with the Company for a term of three years commencing from 9 July 2017 and may be terminated in accordance with the respective terms of the appointment letters.

Mr. Song Rui Lin, the non-executive Director, entered into an appointment letter with the Company for a term of two years commencing from 29 March 2019, which may be terminated in accordance with the terms of the appointment letter.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for a term of two years commencing from 9 July 2018 and may be terminated in accordance with the respective terms of the appointment letters.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Interests in Transactions, Arrangements and Contracts

At the end of the year or at any time during the year, other than those transactions disclosed in note 37 to the consolidated financial statements and under the section headed "Connected Transaction" in this annual report, (a) no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, Company's subsidiaries, fellow subsidiaries or its parent companies was a party and in which a Director or his or her connected entity had a material interest, whether directly or indirectly, subsisted; and (b) there is no contract of significance (i) between the Company or its subsidiaries and Company's controlling shareholder or its subsidiaries; and (ii) for the provision of services to the Company or any of its subsidiaries by Company's controlling shareholder or its subsidiaries.

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2018.

Equity-Linked Agreements

Save as disclosed in this annual report, no equity-linked agreement that will or may result in the Company issuing Shares nor require the Company to enter into an agreement that will or may result in the Company issuing Shares was entered into by the Company during the year or subsisted at the end of the year under review.

Emolument Policy

The objective of the Group's remuneration policy is to motivate and retain talented employees to achieve the Group's long term corporate goals and objectives. The Group's employee remuneration policy is determined by taking into account factors such as remuneration in respect of the overall remuneration standard in the industry and employee's performance. The management reviews the Group's employee remuneration policy and arrangements on a regular basis. In addition, Social insurance contributions are made by the Group for its PRC employees in accordance with the relevant PRC regulations. For employee retirement benefits, please refer to note 2.4 to the consolidated financial statements in this annual report. A remuneration committee of the Board was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices. Our Group participates in the national pension schemes as defined by the laws of the countries in which it has operations and our Group makes contributions to the Central Provident Fund Scheme in Singapore, a defined contribution pension scheme, for its employees in Singapore. The Company's subsidiaries established and operating in Mainland China are required to provide certain staff pension benefits to their employees under existing regulations of the PRC.

Remuneration of Directors and Five Individuals with Highest Emoluments

Details of the emoluments of the Directors and the five highest paid individuals are set out in notes 8 and 9 to the consolidated financial statements in this annual report.

Share Option Scheme

During the year ended 31 December 2018 and up to the date of this annual report, the Group has no share option scheme.

Luye Pharma Share Award Scheme

The Company adopted a share award scheme on 10 January 2017 (the "Scheme"). The purpose of the Scheme is to recognise contributions by certain employees, including any executive director of any member of the Group except for the current executive Directors and to provide them with incentives in order to retain them for the continuing operation and development of the Group and to attract suitable personnel for the further development of the Group.

The Scheme does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 17 of the Listing Rules. No Shareholders' approval is required to adopt the Scheme. Please refer to the Company's announcement dated 10 January 2017 for information.

A summary of terms of the Scheme is set out below:

i. Purpose

The purpose of the Scheme is to recognise contributions by certain employee, including any executive director of any member of the Group except for the current executive Directors ("Employee") and to provide them with incentives in order to retain them for the continuing operation and development of the Group and to attract suitable personnel for the further development of the Group.

ii. Duration

Subject to any early termination as may be determined by the Board in accordance with the rules of the Scheme, the Scheme shall be valid and effective for a term of 10 years commencing on the 10 January 2017 (the "Adoption Date"). As at the date of this report, the Scheme has a remaining life of around 7 years and 8 months.

iii. Administration

The Scheme shall be administered by the board of directors and Bank of Communications Trustee Limited (the "Trustee") in accordance with the rules of the Scheme and the trust deed in respect of the Scheme to be entered into between the Company and the Trustee (the "Trust Deed"). The decision of the Board with respect to any matter arising under the Scheme (including the interpretation of any provision) shall be final and binding. The Trustee will hold the Shares in accordance with the terms of the Trust Deed. The Trustee may not exercise the voting rights in respect of any shares held under the Trust.

iv. Contribution of funds to the Trust

The Board may from time to time cause to be paid an amount to the Trustee by way of settlement or otherwise contributed by the Company or other member of the Group as directed by the Board. The committee appointed and authorised by the Board to administer the Scheme, which shall consist of three members of the senior management of the Company to be appointed by the Board ("EBT Committee"), may from time to time instruct the Trustee in writing to purchase Shares on the Stock Exchange specifying the timing of purchase, maximum amount of funds to be used and the range of prices within which such Shares are to be purchased.

v. Eligible persons for the Scheme and grant of Awarded Shares

The Board may from time to time select any Employee (excluding any Employee who is resident in a place where the award of, in respect of a Selected Employee, such number of Shares awarded by the Board ("Awarded Shares") and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the trustee of the Scheme, compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Employee ("Excluded Employee")) for participation in the Scheme as a Selected Employee and grant to such Selected Employee Awarded Shares in such number at a stated price at which an Award Share is granted to a Selected Employee ("Grant Price") and on and subject to such terms and conditions as it may in its discretion determine.

vi. Vesting of Awarded Shares

The Board is entitled to impose any conditions as it deems appropriate in its discretion with respect to the vesting of the Awarded Shares on the Selected Employee. Upon the vesting of the Awarded Shares, the Selected Employee may elect to have the Awarded Shares transferred to him or effect the sale of the Awarded Shares and receive the net proceeds from such sale. In either case, the Selected Employee shall pay the Company the Grant Price for the Awarded Shares.

vii. Rights attached to the Awarded Shares

A Selected Employee will not have any interest or rights (including the right to vote at general meetings of the Company or the right to receive dividends) in the Awarded Shares prior to, in respect of a Selected Employee, the date on which his entitlement to the Awarded Shares is vested in such Selected Employee pursuant to the terms of the Scheme ("Vesting Date").

viii. Non-transferrable

Prior to the Vesting Date, any award of Awarded Shares is personal to the Selected Employee to whom it is made and is not assignable and no Selected Employee may in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the Awarded Shares referable to him pursuant to such award.

ix. Lapse of Awarded Shares

In the event that a Selected Employee has ceased to be an Employee, the relevant award made to such Selected Employee will automatically lapse and the relevant Awarded Shares will remain part of the funds under the Trust.

x. Voting rights of the Trustee

The Trustee may not exercise the voting rights in respect of any Shares held under the Trust.

xi. Restrictions

The Trustee may not acquire or sell any Shares at any time when dealings in the Shares are prohibited under any code or requirements of the Listing Rules and all applicable laws.

xii. Scheme Limit

The maximum number of Shares and Awarded Shares which may be held under the Trust and managed by the Trustee may not exceed 2% of issued share capital of the Company at any single point in time during the life of the Trust.

xiii. Alteration of the Scheme

The Scheme may be altered in any respect by a resolution of the Board provided that no such amendment shall operate to affect materially and adversely any subsisting rights of any Selected Employee.

xiv. Termination

The Scheme will terminate on the earlier of (i) the 10th anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the Board provided that such termination shall not materially and adversely affect any subsisting rights of any Selected Employee.

The fair value of services received in return for Shares granted is measured by reference to the fair value of Shares granted. The fair value of the Shares granted is measured based on the general accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties.

Pursuant to share award notices issued on 15 May 2017 to those selected employees, an aggregate of 17,724,000 Shares (the "2017 Awarded Shares") were granted at the consideration of HK$4 for each share and the earliest vesting date of the 2017 Awarded Shares is 15 May 2020. There is no other performance target required except the eligible participant remains as an employee of the Group during the vesting period and meet the expectation of the Company on daily performance.

Pursuant to share award notices issued on 15 May 2018 to those selected employees, an aggregate of 20,098,000 shares (the "2018 Awarded Shares") were granted at the consideration of HK$4 for each share and the earliest vesting date of the 2018 Awarded Shares is 15 May 2021. There is no other performance target required except the eligible participant remains as an employee of the Group during the vesting period and meets the expectation of the Company on daily performance.

The fair value of the shares granted during the year was HK$129,230,000 (HK$6.43 each), and the Group recognised a share award expense of RMB31,339,000 during the year ended 31 December 2018 (2017: RMB6,251,000). Out of the share award expense, an amount of RMB1,366,000 was included in the directors' remuneration during the year ended 31 December 2018 (2017: RMB600,000).

Changes to Information in respect of Directors

Save as disclosed in the section headed "Directors and Senior Management" in this annual report, there was no change to any of the information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of rule 13.51(2) of the Listing Rules for the year ended 31 December 2018.

Directors' and Chief Executive's Interests and Short Position in Shares, Underlying Shares and Debentures

As at 31 December 2018, the interests or short positions of the Directors or chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO), or which would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which would be required to be notified to the Company and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the "Model Code"), are as follows:

(i) Interest in the Company

Name of Director	Nature of interest	Number of securities[1]	Approximate percentage of shareholding
Liu Dian Bo[1][2]	Founder of a discretionary trust	1,517,113,930(L)	46.32%
		74,740,909(S)	2.28%
Zhang Hua Qiao[3]	Beneficial owner	250,000(L)	0.01%
Lo Yuk Lam[3]	Beneficial owner	250,000(L)	0.01%
Leung Man Kit[3]	Beneficial owner	250,000(L)	0.01%
Choy Sze Chung Jojo[3]	Beneficial owner	250,000(L)	0.01%
Song Rui Lin[3]	Beneficial owner	250,000(L)	0.01%

Remark: The Letter "L" denotes long position in such securities and "S" denotes short position in such securities.

Notes:

1. *Mr. Liu Dian Bo through his controlled corporations, namely Shorea LBG, Ginkgo (PTC) Limited, Nelumbo Investments Limited, Luye Life Sciences Group Ltd., Luye Pharma Holdings Ltd., LuYe Pharmaceutical International Co., Ltd. and LuYe Pharmaceutical Investment Co., Ltd., is deemed to be interested in 1,517,113,930 ordinary shares and 74,740,909 short position in the Company held by LuYe Pharmaceutical Investment Co., Ltd. Nelumbo Investments Limited holds 70% of the issued share capital of Luye Life Sciences Group Ltd.*

2. *The entire issued share capital of Nelumbo Investments Limited is held by Ginkgo (PTC) Limited as trustee of the family trust of Mr. Liu Dian Bo. Ginkgo (PTC) Limited is wholly-owned by Shorea LBG whose sole shareholder is Mr. Liu Dian Bo.*

3. *These represent the interests in underlying Shares in respect of the awarded shares granted by the Company under Luye Pharma Share Award Scheme.*

(ii) Interest in associated corporations

Name of Director	Associated Corporation	Nature of interest	Number of securities	Approximate percentage in the registered capital of the associated corporation
Liu Dian Bo	Luye Life Sciences Group Ltd.	Founder of a discretionary trust	8,400(L)	70%
Liu Dian Bo	Ginkgo (PTC) Limited	Founder of a discretionary trust	1(L)	100%
Liu Dian Bo	Luye Pharma Holdings Ltd.	Founder of a discretionary trust	1,136,852(L)	100%
Liu Dian Bo	LuYe Pharmaceutical International Co., Ltd.	Founder of a discretionary trust	202,180,988(L)	100%
Liu Dian Bo	LuYe Pharmaceutical Investment Co., Ltd.	Founder of a discretionary trust	1(L)	100%
Liu Dian Bo	Nelumbo Investments Limited	Founder of a discretionary trust	1(L)	100%
Yang Rong Bing	Luye Life Sciences Group Ltd.	Beneficial interest	1,800(L)	15%
Yuan Hui Xian	Luye Life Sciences Group Ltd.	Beneficial interest	1,800(L)	15%

Remark: The Letter "L" denotes long position in such securities.

Notes:

1. *The entire issued share capital of Nelumbo Investments Limited is held by Ginkgo (PTC) Limited as trustee of the family trust of Mr. Liu Dian Bo.*

2. *Luye Life Sciences Group Ltd. holds the entire issued ordinary share capital of Luye Pharma Holdings Ltd. LuYe Pharmaceutical International Co.,Ltd. is wholly-owned by Luye Pharma Holdings Ltd. and LuYe Pharmaceutical Investment Co., Ltd. is wholly-owned by LuYe Pharmaceutical International Co., Ltd.*

Save as disclosed above, none of our Directors and chief executive of the Company has any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) recorded in the register required to be kept under section 352 of the SFO, or (ii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Directors' Rights to Acquire Shares or Debentures

Save as otherwise disclosed in this annual report, no rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company were granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate for the year ended 31 December 2018.

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares

As at 31 December 2018, to the best of the Directors' knowledge, the following persons (other than the Directors and chief executives of the Company) had or deemed or taken to have an interests and/or short position in the Shares or the underlying Shares which fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept pursuant to Section 336 of the SFO:

Name	Capacity/Nature of interest	Number of securities[1]	Approximate percentage of shareholding
LuYe Pharmaceutical Investment Co., Ltd.[1]	Beneficial owner	1,517,113,930(L)	46.32%
		74,740,909(S)	2.28%
LuYe Pharmaceutical International Co., Ltd.[1]	Interest in controlled corporation	1,517,113,930(L)	46.32%
		74,740,909(S)	2.28%
Luye Pharma Holdings Limited[1]	Interest in controlled corporation	1,517,113,930(L)	46.32%
		74,740,909(S)	2.28%
Luye Life Sciences Group Ltd.[2]	Interest in controlled corporation	1,517,113,930(L)	46.32%
		74,740,909(S)	2.28%
Nelumbo Investments Limited[2]	Interest in controlled corporation	1,517,113,930(L)	46.32%
		74,740,909(S)	2.28%
Ginkgo (PTC) Limited[2]	Trustee	1,517,113,930(L)	46.32%
		74,740,909(S)	2.28%
Shorea LBG[2]	Interest in controlled corporation	1,517,113,930(L)	46.32%
		74,740,909(S)	2.28%
中國平安保險(集團)股份有限公司[3]	Interest in controlled corporation	546,355,060(L)	16.68%
平安銀行股份有限公司[3]	Security interest in shares	546,355,060(L)	16.68%

Remark: The Letter "L" denotes long position in such securities and "S" denotes short position in such securities.

Notes:

1. *LuYe Pharmaceutical Investment Co., Ltd. is wholly-owned by LuYe Pharmaceutical International Co., Ltd., which is in turn wholly-owned by Luye Pharma Holdings Ltd..*

2. *Nelumbo Investments Limited holds 70% of the issued share capital of Luye Life Sciences Group Ltd. The entire issued share capital of Nelumbo Investments Limited is held by Ginkgo (PTC) Limited as trustee of the family trust of Mr. Liu Dian Bo. Ginkgo (PTC) Limited is wholly-owned by Shorea LBG whose sole shareholder is Mr. Liu Dian Bo.*

3. *According to the relevant DI Notice filed on 24 June 2016 in connection with the Company available on www.hkex.com.hk as at 31 December 2017, 平安銀行股份有限公司 is held by 中國平安保險(集團)股份有限公司 as to 49.56%.*

Save as disclosed above, as at 31 December 2018, the Directors have not been aware of any person who had interests or short positions in the Shares or underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept pursuant to Section 336 of the SFO.

Purchase, Sale or Redemption of Listed Securities

Consistent with the management's commitment to maintaining the well-being of the Group, and protecting its long-term interest, share repurchase exercises were implemented during the year ended 31 December 2018. During the period, an aggregate of 5,000,000 Shares were repurchased on the Stock Exchange at an aggregate price of approximately HK$29.61 million, which does not include any fees associated with the repurchase. Consequent to these share repurchase exercises, the Company has acquired and cancelled approximately 0.1526% of the total number of issued shares of the Company immediately prior to such repurchases and cancellations. As the Board considers that the value of the Company's shares is consistently undervalued, it trusts that the action taken will go towards addressing this trend. The Board also believes that given the current financial resources of the Company, the share repurchase will not affect the Company's solid financial position. Details of shares repurchased during the relevant period are set out as follows:

Date of repurchases	Number of Shares purchased on the Stock Exchange	Price paid per Share Highest	Lowest	Aggregate consideration paid (HK$)
6 September	2,000,000	6.59	6.52	13,113,925.00
11 October	2,000,000	5.75	5.68	11,453,125.00
27 December	1,000,000	5.09	4.97	5,045,955.40
Total	5,000,000			29,613,005.40

Save as the aforesaid repurchase of Shares, there was no purchase, sale and redemption of any listed securities of the Company by the Company or any of its subsidiaries for the year ended 31 December 2018.

Tax Relief

The Company is not aware of any relief from taxation available to shareholders of the Company by reason of their holding of Company's shares.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's Bye-laws or the Companies Law that would oblige the Company to offer new Shares on a pro rata basis to the existing Shareholders.

Permitted Indemnity Provision

According to the Bye-laws of the Company, among others, the Directors acting in relation to any of the affairs of the Company may be entitled to indemnified and secured harmless out of assets and profits of the Company from and against all, among others, actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain. The Company has arranged appropriate insurance cover in respect of legal action against its Directors.

Director's and Controlling Shareholder's Interest in Competing Business

A deed of non-compete undertaking dated 19 June 2014 (the "Deed of Non-compete Undertaking") was entered into between the Company and the controlling shareholder and the executive chairman of the Company, Mr. Liu Dian Bo, who has undertaken to our Company that conditional upon Listing, he will not carry on, engage, invest, participate or otherwise be interested in any business which competes or is likely to compete with any of the existing and/or future businesses carried on by any shareholder of our Group in relation to developing, producing, marketing and selling innovative pharmaceutical products.

As disclosed in the Prospectus, except for Mr. Liu Dian Bo's interest in our Group, he is interested in the equity interest of 蕪湖綠葉製藥有限公司 (Wuhu Luye Pharmaceutical Co. Ltd.) ("Wuhu Luye"), which is owned as to 90% by 綠葉投資集團有限公司 (Luye Investment Group Co. Ltd.) ("Luye Investment Group") and 10% by 蕪湖長榮醫藥科技資訊諮詢有限責任公司 (Wuhu Changrong Pharmaceutical Technology Information Consulting Co. Ltd.), an independent third party. Luye Investment Group is owned by the founding shareholders (namely, Messrs. Liu Dian Bo, Yuan Hui Xian ("Mr. Yuan") and Yang Rong Bing ("Mr. Yang")) as to 70% by Mr. Liu Dian Bo and 15% by each of Mr. Yang and Mr. Yuan (each an executive Director). Wuhu Luye is primarily engaged in the production and sale of Chinese medicine covering a number of therapeutic areas including cardiocerebral vascular, neurology, neuropsychiatry and hepatology, which competes or is likely to compete, either directly or indirectly, with our Group's business.

By reasons of the fact that Wuhu Luye and our Group have (i) different management teams; (ii) separate production facilities and respective procurement teams to source raw materials and suppliers; (iii) independent sales and marketing activities; and (iv) independent financial and accounting systems, and that Mr. Liu Dian Bo has already given an undertaking pursuant to the Deed of Non-compete Undertaking, our Group is therefore capable of carrying on its business independently of, and at arms length from, the excluded business as described above.

The Company has received an annual written confirmation from the controlling shareholder, Mr. Liu Dian Bo, in respect of his compliance with the Deed of Non-compete Undertaking. In addition, Mr. Liu has provided the Board with the updates on the development progress of product candidates of 山東博安生物技術有限公司 (Shandong Boan Biological Technology Co. Ltd.) ("Shandong Boan"), an indirect subsidiary of, and owned as to 66.7% indirectly by, LuYe Pharmaceutical Investment Co. Ltd., a controlling shareholder of the Company, which focuses on the development of biopharmaceutical products.

The independent non-executive Directors have reviewed the Deed of Non-compete Undertaking and assessed whether the controlling shareholder has abided by the non-competition undertaking. The independent non-executive Directors confirmed that the controlling shareholder has not been in breach of the non-competition undertaking during the year ended 31 December 2018.

Save as disclosed above, none of the Directors held any interests in any business that compete directly against the Company or any of its jointly controlled entities and subsidiaries during the year ended 31 December 2018.

Connected Transactions

On 20 December 2018, Shandong Luye (a wholly-owned subsidiary of the Company) and Shandong Boan entered into two asset transfer agreements dated 20 December 2018 (the "Asset Transfer Agreements"), pursuant to which Shandong Luye has agreed to acquire, and Shandong Boan has agreed to transfer to Shandong Luye, two biological antibody products under research and development, being LY01011 and LY09004 (the "Products"), and their respective technologies, data and all rights attaching to the Products including but not limited to the clinical trials approval, for a total consideration of RMB500 million, which is payable by stages (the "Asset Transfer"). Shandong Boan is an indirect subsidiary of Luye Investment, a controlling shareholder of the Company. Accordingly, Shandong Boan is a connected person of the Company, and the Asset Transfer under the Asset Transfer Agreements constitutes a connected transaction of the Company under the Listing Rules. The Products are two monoclonal antibody drugs developed by Shandong Boan. The Group believes that the inclusion of the abovementioned Products in the Group's product portfolio can keep the Group being competitive and maintain a long term sustainable growth of the Group.

The Company has complied with the disclosure requirements, to the extent they are not waived by the Stock Exchange, in accordance with Chapter 14A of the Listing Rules with respect to the connected transaction entered into by the Group during the year ended 31 December 2018.

A summary of the related party transactions entered into by the Group during the year ended 31 December 2018 is contained in note 37 to the consolidated financial statements in this annual report. The transactions summarised in such note do not fall under the definition of “connected transactions” or “continuing connected transactions” under Chapter 14A of the Listing Rules.

Charitable Donations

During the year ended 31 December 2018, the Group made charitable and other donations in a total amount of RMB4.4 million.

Post Balance Sheet Events

On 20 December 2018, 山東綠葉製藥有限公司 (Shandong Luye Pharmaceutical Co. Ltd.), a whollyowned subsidiary of the Company (“Shandong Luye”) and 山東博安生物技術有限公司 (Shandong Boan Biological Technology Co. Ltd.) (“Boan”) entered into asset transfer agreements pursuant to which Shandong Luye agreed to acquire, and Boan agreed to transfer to Shandong Luye, two biological antibody drugs under research and development, being LY01011 and LY09004, and their respective technologies, data and all rights attaching to the products including but not limited to the clinical trials approval, for a total consideration of RMB500 million, which is payable by stages. Boan is an indirect subsidiary of, and owned as to 66.7% indirectly by, 綠葉投資集團有限公司 (Luye Investment Group Co. Ltd.) (“Luye Investment PRC”). Luye Investment PRC is owned by Mr. Liu Dian Bo, Mr. Yang Rong Bing and Mr. Yuan Hui Xian, each an executive Director. Accordingly, Boan is a connected person of the Company.

The completion of the above transfers took place in January 2019.

Please see note 44 to the consolidated financial statements in this annual report for a summary of the major events that have occurred in relation to the Company since the balance sheet date.

Audit Committee

The audit committee has reviewed together with the management and external auditor the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year ended 31 December 2018.

Code of Conduct regarding Directors’ Securities Transactions

The Company has adopted a code of conduct regarding Directors’ securities transactions on terms no less exacting than the required standard set out in the Model Code. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code from the Listing Date to 31 December 2018.

Corporate Governance

The Company is committed to maintaining the highest standard of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 44 to 54 of this annual report.

Closure of register of shareholders

The Company's annual general meeting is expected to be held on 12 June 2019. For determining the entitlement to attend and vote at the annual general meeting, the register of shareholders of the Company will be closed from 6 June 2019 to 12 June 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrars, 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 5 June 2019.

For determining the entitlement to the proposed final dividend, the register of shareholders of the Company will be closed from 18 June 2019 to 20 June 2019, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrars, 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 17 June 2019.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and to the knowledge of the Directors at the date of this annual report, there was a sufficient prescribed public float of the issued share of the Company under the Listing Rules.

Auditor

Ernst & Young has been appointed as auditor of the Company for the year ended 31 December 2018.

Ernst & Young shall retire in the AGM and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Young as independent auditor of the Company will be proposed at the AGM.

On behalf of the Board
Liu Dian Bo
Chairman

Hong Kong, 28 March 2019

Corporate Governance Report

Corporate Governance Practices

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules as its own code of corporate governance.

Save for the deviation disclosed in this annual report, in the opinion of the Directors, the Company has complied with all the code provisions as set out in the CG Code during the year ended 31 December 2018.

The Board

Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group's strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established three Board committees including the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") (together, the "Board Committees"). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

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

Board Composition

As at the date of this annual report, the Board comprises 9 members, consisting of 4 executive Directors, 1 non-executive Director and 4 independent non-executive Directors as set out below:

Executive Directors

Mr. LIU Dian Bo *(Executive Chairman and Chief Executive Officer)*
Mr. YANG Rong Bing *(Vice Executive Chairman)*
Mr. YUAN Hui Xian
Ms. ZHU Yuan Yuan

Non-executive Director

Mr. SONG Rui Lin

Independent Non-executive Directors

Mr. ZHANG Hua Qiao
Professor LO Yuk Lam
Mr. LEUNG Man Kit
Dr. CHOY Sze Chung Jojo

The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this annual report.

During the year ended 31 December 2018, the Board at all times met the requirements of the Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company also complied Rule 3.10A of the Listing Rules, which relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

Each of the independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

None of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Director.

As regards the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the issuer, Directors have agreed to disclose their commitments to the Company in a timely manner.

Induction and Continuous Professional Development

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant status, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

According to A.6.5 of the CG Code, Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. According to the records kept by the Company, each of the Directors during the reporting period, namely, Mr. LIU Dian Bo, Mr. YANG Rong Bing, Mr. YUAN Hui Xian, Ms. ZHU Yuan Yuan, Mr. SONG Rui Lin, Mr. ZHANG Hua Qiao, Professor LO Yuk Lam, Mr. LEUNG Man Kit and Dr. CHOY Sze Chung Jojo (a) attended seminars and/or trainings that are relevant to the Directors' professional knowledge and skills and in performing their duties and responsibilities as Directors; and (b) read materials that are relevant to the Directors' professional knowledge and skills and in performing their duties and responsibilities as Directors during the year ended 31 December 2018.

Chairman and Chief Executive Officer

As required by code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals.

Under the current organization structure of the Company, Mr. Liu Dian Bo is our Executive Chairman of the Board and the Chief Executive Officer. Although the dual roles of Chairman and Chief Executive Officer is a deviation from the CG Code, the Board believes that with extensive experience in the pharmaceutical industry, vesting the roles of chairman and chief executive officer in the same person is beneficial to the business prospects and management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprise experienced and high caliber individuals.

Appointment and Re-Election of Directors

Each of the executive Directors has entered into an appointment letter with the Company for a term of three years commencing from 9 July 2017 and may be terminated in accordance with the respective terms of the appointment letters.

Mr. Song Rui Lin, the non-executive Director, has entered into an appointment letter with the Company for a term of two years commencing from 29 March 2019 and may be terminated in accordance with the terms of the appointment letter.

Each of the independent non-executive Directors has entered into an appointment letter with the Company for a term of two years commencing from 9 July 2018 and may be terminated in accordance with the respective terms of the appointment letters.

None of the Directors has a service agreement which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

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

The procedures and process of appointment, re-election and removal of directors are set out in the Bye-laws. The Nomination Committee is responsible for reviewing the Board composition, monitoring the appointment, re-election and succession planning of Directors.

Board Meetings

The Company has adopted the practice of holding board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than 14 days will be given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board and committee meetings, reasonable notice will generally be given. The agenda and accompanying board papers are dispatched to the Directors or committee members at least three days before the meetings to ensure that they have sufficient time to review the papers and be adequately prepared for the meetings. When directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting.

Minutes of the board meetings and committee meetings will be recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each board meeting and committee meeting are/will be sent to the Directors for comments within a reasonable time after the date on which the meeting is held.

During the year ended 31 December 2018, five board meetings, one annual general meeting ("AGM") and one special general meeting ("SGM") were held and the attendance of the individual Directors at these meetings is set out in the table below:

Name of Director	Attended/Eligible to attend Board meeting	AGM	SGM
Mr. LIU Dian Bo	5/5	1/1	0/1
Mr. YANG Rong Bing	4/5	1/1	0/1
Mr. YUAN Hui Xian	5/5	0/1	0/1
Ms. ZHU Yuan Yuan	5/5	1/1	1/1
Mr. SONG Rui Lin	4/5	1/1	0/1
Mr. ZHANG Hua Qiao	5/5	1/1	1/1
Professor LO Yuk Lam	5/5	1/1	0/1
Mr. LEUNG Man Kit	5/5	1/1	1/1
Dr. CHOY Sze Chung Jojo	5/5	1/1	1/1

Model Code for Securities Transactions

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in the Model Code. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code for the year ended 31 December 2018.

The Company has also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of their dealings in the Company's securities.

Delegation by the Board

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

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of Directors which include:

(a) to develop and review the Company's policies and practices on corporate governance;

(b) to review and monitor the training and continuous professional development of Directors and senior management of the Company;

(c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and

(e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

Remuneration of Directors and Senior Management

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and senior management of the Group. Details of the remuneration of each of the Directors for the year ended 31 December 2018 are set out in note 8 to the consolidated financial statements in this annual report.

The biographies of the senior management are disclosed in the section headed "Directors and Senior Management" in this annual report. Remuneration paid to the top senior management (excluding the Directors) for the year ended 31 December 2018 fell within the following bands as follows:

Remuneration Band	No. of employees
RMB1,500,001 to RMB2,000,000	2
RMB2,000,001 to RMB2,500,000	1
RMB2,500,001 to RMB3,000,000	—
RMB3,000,001 to RMB3,500,000	1
	4

Directors' Liability Insurance

The Company has arranged appropriate insurance cover in respect of legal action against its Directors.

Board Committees

Nomination Committee

The Nomination Committee currently comprises three members, namely Professor Lo Yuk Lam (chairman), Mr. Zhang Hua Qiao and Dr. Choy Sze Chung Jojo, all of them are independent non-executive Directors.

The principal duties of the Nomination Committee include reviewing the Board composition, making recommendation to the Board on the appointment and succession planning of Directors, and assessing the independence of the independent non-executive Directors. The Nomination Committee adopted certain criteria and procedure in the nomination of new directors. The Nomination Committee will assess the candidate or incumbent on criteria such as integrity, experience, skill and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision.

In assessing the suitability of a proposed candidate before recommending to the Board for it to consider and make recommendations to the Shareholders for election as Directors at general meetings or appoint as Directors to fill casual vacancies, the Nomination Committee will consider factors including, without limitation, character and integrity of the proposed candidates, qualifications of the proposed candidates including professional qualifications, skills, knowledge and experience, accomplishments and experience of the proposed candidates in the business from time to time, commitment of the proposed candidates in respect of available time and relevant interest, diversity and balance of the Board and such other perspectives appropriate to the Company's business. In implementing its nomination policy the Nomination Committee also seeks to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

The written terms of reference of Nomination Committee are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2018, one meeting of the Nomination Committee were held and the attendance record of the Nomination Committee members is set out in the table below:

Directors	Attended/Eligible to attend
Professor LO Yuk Lam	1/1
Mr. ZHANG Hua Qiao	1/1
Dr. CHOY Sze Chung Jojo	1/1

During the year 2018, the Nomination Committee reviewed the Board composition and considered that the existing Board was appropriately structured.

Board Diversity Policy

The Company views diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. To that end, the Company has adopted a Board Diversity Policy to set out the approach to achieve diversity on the Board. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. Ultimately, all Board appointments have been based on merit, and candidates were considered against objective criteria, having due regard for the benefits of diversity on the Board.

Remuneration Committee

The Remuneration Committee comprises three members, namely Dr. Choy Sze Chung Jojo (chairman), Mr. Zhang Hua Qiao and Professor LO Yuk Lam, all of them are independent non-executive Directors.

The primary duties of the Remuneration Committee include making recommendations to the Board for approval on the remuneration policy and structure and remuneration packages of the Directors and the senior management. The Remuneration Committee is also responsible for ensuring that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The written terms of reference of Remuneration Committee are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2018, two meetings of the Remuneration Committee were held and the attendance record of the Remuneration Committee members is set out in the table below:

Directors	Attended/Eligible to attend
Dr. CHOY Sze Chung Jojo	2/2
Mr. ZHANG Hua Qiao	2/2
Professor LO Yuk Lam	2/2

During the year 2018, the Remuneration Committee assessed the performance of the Directors and reviewed the Company's policy and structure for all directors' and senior management remuneration.

Audit Committee

The Audit Committee comprises three members namely, Mr. Leung Man Kit (chairman), Mr. Zhang Hua Qiao and Professor Lo Yuk Lam, all of them are independent non-executive Directors. The main duties of the Audit Committee include the following:

— To review the financial statements and reports before submission to the Board;

— To review and monitor the external auditor's independence and objectivity and effectiveness of the audit process in accordance with applicable standard and discuss with external auditor the nature and scope of the audit and reporting obligations before the audit commences;

— To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function; and

— To oversee the risk management and internal control systems of the Group, report to the Board on any material issue, and make recommendations to the Board.

The written terms of reference of Audit Committee has been amended on 28 December 2018 which are available on the websites of the Stock Exchange and the Company.

During the year ended 31 December 2018, two meetings of the Audit Committee were held and the attendance record of the Audit Committee members is set out in the table below:

Directors	Attended/Eligible to attend
Mr. LEUNG Man Kit	2/2
Mr. ZHANG Hua Qiao	2/2
Professor LO Yuk Lam	2/2

During the year 2018, the Audit Committee had reviewed the annual results of the Group for the year ended 31 December 2017 and interim results of the Company and its subsidiaries for the period ended 30 June 2018, the risk management systems and processes for the re-appointment of the external auditor. There are proper arrangements for employees, in confidence, to raise concerns about possible improprieties in financial reporting, internal control and other matters.

Directors' Responsibilities for Financial Reporting in respect of Financial Statements

The Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2018 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

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

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

The statement by the auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on page 57 of this annual report.

Risk Management and Internal Control

The Board acknowledges that it is the responsibility of the Board for maintaining an adequate internal control system to safeguard shareholders investments and Company assets and reviewing the effectiveness of such system on an annual basis. The Board also clarifies that the system is purported to manage, but not eliminate, the risk of failure to fulfil business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss

The Group has established an internal audit department to review the financial condition, operational condition, risk management, compliance control and internal control of the Group. Management is responsible for performing risk assessment, and owning the implementation and maintenance of internal control. Essential to this risk management and internal control systems are well defined policies and procedures that are properly documented and communicated to employees

At least annually, the Board, through the Audit Committee, review the effectiveness of the risk management and the internal control systems of the Company including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget and considered the internal control system is effective and adequate. For the year ended 31 December 2018, the Board, through the Audit Committee, conducted a review of the effectiveness of the internal control system of the Company including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget and considered the risk management and the internal control systems are effective and adequate.

The Group's risk management and internal control system is embedded within our business processes so that it functions as an integral part of the overall operation of the Group. The system comprises a comprehensive organisation structure with assignment of definite accountabilities and delegation of corresponding authorities to each post. Based on our organization structure, a reporting system has been developed including reporting channels from division heads of business units to the Board.

The risk management and internal control systems and accounting system of the Group are aimed at identifying and evaluating the Group's risk and formulate risk mitigation strategies, and to provide reasonable assurance that assets are safeguarded against unauthorised use or disposition, transactions are executed in accordance with management's authorisation, and the accounting records are reliable for preparing financial information used within the business for publication, maintaining accountability for assets and liabilities and ensuring the business operations are in accordance with relevant legislation, regulations and internal guidelines.

The Group has a defined organisational structure with clear defined lines of responsibility and authority. Each department is accountable for its daily operations and is required to report to Executive Directors on a regular basis. Policies and procedures are set for each department, which includes establishing and maintaining effective policies to enhance risks identification to which the Group are exposed and taking appropriate action to manage such risks, establishing a structure with defined authorities and proper segregation of duties; monitoring the strategic plan and performance; designing an effective accounting and information system; controlling price sensitive information; and ensuring swift actions and timely communication with our stakeholders.

Dissemination of Inside Information

With respect to the procedures and internal controls for the handling and dissemination of inside information, the Group has internal policy and procedures which strictly prohibit unauthorised use of inside information and has communicated to all staff; the Board is aware of its obligations to announce any inside information in accordance with the Listing Rules and conducts the affairs with reference to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission in June 2012. In addition, only Directors and delegated officers can act as the Group's spokesperson and respond to external enquiries about the Group's affairs.

Auditor's Remuneration

For the year ended 31 December 2018, the total remuneration paid or payable to the Company's auditors, Ernst & Young, for annual audit and other audit services totally RMB8.06 million.

An analysis of the remuneration paid or payable to Ernst & Young is set out below:

Items of auditors' services	Amount (RMB'000)
Audit services:	
Audit services	8,058
Non-audit services	—
Total	8,058

The Audit Committee and the Board have agreed on the re-appointment of Ernst & Young as the independent auditor of the Group for 2019 and the proposal will be submitted for approval at the AGM to be held on June 12 2019.

Company Secretary

Ms. Lai Siu Kuen ("Ms. Lai") has been appointed as the Company Secretary of the Company since 2014. Ms. Lai has assisted on the company secretarial matters of the Company since listing and she has closely communicated with Ms. Zhu Yuan Yuan, an executive Director of the Company, during the past few years.

During the year 2018, Ms. Lai undertook not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

Communication with Shareholders and Investor Relations

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

The annual general meeting of the Company provides opportunity for shareholders to communicate directly with the Directors. The Chairman of the Company, the chairman of the Board Committee of the Company will attend the AGMs to answer shareholders' questions. The external auditor of the Company will also attend the AGMs to answer questions about the conduct of the audit, the preparation and contents of the auditor's report, the accounting policies and auditor independence.

To promote effective communication, the Company adopts a shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and its shareholders and maintains a website at www.luye.cn, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

Shareholders' Rights

To safeguard shareholders' interests and rights, a separate resolution will be proposed for each issue at shareholder meetings, including the election of individual directors. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each shareholder meeting.

Convening of Special General Meeting and Putting Forward Proposals

In accordance with the Bye-laws, a special general meeting shall be convened on the requisition of one or more shareholders of the Company holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings.

Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring a special general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition.

Shareholders may put forward proposals for consideration at an annual general meeting in accordance with the Companies Act 1981 of Bermuda and the Bye-laws.

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

Enquiries to the Board or Proposals at Company's General Meetings

Written enquiries to the Board and proposals at general meetings of the Company may be made at the Company's principal place of business in Hong Kong at Unit 3207, 32/F, Champion Tower, 3 Garden Road, Central, Hong Kong for the attention to the Chairman of the Board. Other enquiries may be made by telephone at (852) 3523 0428 or by fax at (852) 3524 0430.

Change in Constitutional Documents

There was no change in the Bye-laws of the Company for the year ended 31 December 2018.

EY 安永

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To the shareholders of Luye Pharma Group Ltd.
(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Luye Pharma Group Ltd. (the "Company") and its subsidiaries (the "Group") set out on pages 60 to 172, which comprise the consolidated statement of financial position as at 31 December 2018, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

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

Key audit matters

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

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Impairment testing of goodwill	
The carrying amount of goodwill at 31 December 2018 was RMB1,040,879,000. The Group performs its impairment test of goodwill on an annual basis. Management's annual impairment test is important to our audit because the assessment process is complex and requires significant judgement and estimates including cash-generating unit identification, growth rate, gross margin and discount rate. The Group's disclosures about impairment testing of goodwill are included in note 2.4 *Summary of significant accounting policies*, note 3 *Significant accounting judgements and estimates* and note 15 *Goodwill*, which specifically explain the accounting policies and management's assumptions and accounting estimates.	We evaluated management's identification of cash-generating units within the Group. We reviewed and tested management's future forecasted cash flows and key assumptions by comparing to the Group's development plan, budget and financial projections and analysis on the industry. We involved our valuation specialist to assist us in evaluating the key valuation parameters such as the discount rate calculation, the terminal growth rate applied and the valuation model with forecasted cash flows.
Recoverability of trade receivables	
As at 31 December 2018, the trade receivable balance amounting to RMB1,143,778,000 before loss allowance for impairment of RMB4,495,000 was significant to the Group. The Group adopted IFRS 9 *Financial Instruments* which replaces IAS 39 *Financial Instruments: Recognition and Measurement* effective from 1 January 2018. As a result, a forward-looking expected credit loss ("ECL") approach was applied by the Group. The measurement of ECL involves significant judgement and assumptions used in the ECL approach as the expected credit losses must reflect information about past events, current conditions and forecasts of future conditions, as well as the time value of money. The Group's disclosures about trade receivables are included in note 2.4 *Summary of significant accounting policies*, note 3 *Significant accounting judgements and estimates* and note 20 *Trade and notes receivables*, which specifically explain the accounting policies, management's estimates, the overdue receivables and the related provision.	We evaluated management's assessment of the recoverability of the receivables by reviewing the detailed analyses of the ageing of the receivables and testing if payments had been received subsequent to the year end, historical payment patterns along with other economic information, any disputes between the parties involved and the correspondence with customers on expected settlement dates. We evaluated the Group's provisioning policy applied from 1 January 2018, whether the calculation was in accordance with IFRS 9 and comparing the Group's provisioning rates against historical collection data. We assessed whether the time value of money was considered in the expected credit loss approach and checked the mathematical accuracy of the calculations. We also reviewed the related disclosures in the financial statements.

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the Management Discussion and Analysis of the Annual Report (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the Chairman's Statement, the Report of Directors and the Corporate Governance Report, which are expected to be made available to us after that date.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the Chairman's Statement, the Report of Directors and the Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee.

Responsibilities of the directors for the consolidated financial statements

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lai Chee Kong.

Ernst & Young
Certified Public Accountants
Hong Kong
28 March 2019

Consolidated Statement of Profit or Loss

Year ended 31 December 2018

	Notes	2018 RMB'000	2017 RMB'000
REVENUE	5	**5,173,385**	3,814,842
Cost of sales		**(1,123,971)**	(851,484)
Gross profit		**4,049,414**	2,963,358
Other income and gains	5	**220,699**	236,732
Selling and distribution expenses		**(1,685,927)**	(1,286,545)
Administrative expenses		**(441,377)**	(431,635)
Other expenses		**(499,631)**	(316,032)
Finance costs	7	**(170,605)**	(50,467)
Share of profit of an associate	17	**897**	910
PROFIT BEFORE TAX	6	**1,473,470**	1,116,321
Income tax expense	10	**(167,475)**	(135,756)
PROFIT FOR THE YEAR		**1,305,995**	980,565
Attributable to:			
Owners of the parent		**1,303,373**	981,372
Non-controlling interests		**2,622**	(807)
		1,305,995	980,565
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic (RMB)			
— For profit for the year	12	**40.62 cents**	30.13 cents
Diluted (RMB)			
— For profit for the year	12	**40.45 cents**	30.11 cents

Consolidated Statement of Comprehensive Income

Year ended 31 December 2018

	Note	2018 RMB'000	2017 RMB'000
PROFIT FOR THE YEAR		**1,305,995**	980,565
OTHER COMPREHENSIVE INCOME			
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:			
Available-for-sale investments:			
Changes in fair value		**–**	51,711
Reclassification adjustments for gains included in the consolidated statement of profit or loss		**–**	(39,529)
Income tax effect		**–**	(3,963)
		–	8,219
Debt investments at fair value through other comprehensive income:			
Changes in fair value		**13,518**	–
Reclassification adjustments for gains included in the consolidated statement of profit or loss		**(13,334)**	–
		184	–
Exchange differences:			
Exchange differences on translation of foreign operations		**12,922**	20,479
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods		**13,106**	28,698
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:			
Equity investments designated at fair value through other comprehensive income:			
Changes in fair value		**4,764**	–
Remeasurement on defined benefit plan	39	**1,570**	(5,036)
Income tax effect		**(301)**	632
		1,269	(4,404)
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods		**6,033**	(4,404)

	Note	2018 RMB'000	2017 RMB'000
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		**19,139**	24,294
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**1,325,134**	1,004,859
Attributable to:			
Owners of the parent		**1,322,512**	1,005,666
Non-controlling interests		**2,622**	(807)
		1,325,134	1,004,859

Consolidated Statement of Financial Position

31 December 2018

	Notes	2018 RMB'000	2017 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	**2,837,140**	2,009,970
Advance payments for property, plant and equipment and other intangible assets		**141,451**	230,603
Prepaid land lease payments	14	**217,048**	223,330
Goodwill	15	**1,040,879**	1,036,902
Other intangible assets	16	**4,445,063**	828,702
Investment in an associate	17	**5,935**	6,243
Equity investments designated at fair value through other comprehensive income	18	**76,368**	–
Financial assets at fair value through profit or loss	22	**1,263**	–
Available-for-sale investments	18, 22	**–**	34,565
Deferred tax assets	31	**98,355**	94,153
Total non-current assets		**8,863,502**	4,464,468
CURRENT ASSETS			
Inventories	19	**585,609**	420,356
Trade and notes receivables	20	**1,531,282**	1,411,220
Prepayments, other receivables and other assets	21	**254,902**	199,649
Due from related parties	37(b)	**2,816**	2,841
Financial assets at fair value through profit or loss	22	**1,882,839**	–
Available-for-sale investments	18, 22	**–**	1,628,796
Restricted cash	23	**28,345**	11,252
Pledged time deposits	23	**1,409,782**	409,243
Time deposits with original maturity of over three months	23	**1,306,868**	946,703
Cash and cash equivalents	23	**1,672,865**	1,265,872
Total current assets		**8,675,308**	6,295,932
CURRENT LIABILITIES			
Trade and notes payables	24	**279,750**	104,599
Other payables and accruals	25	**2,461,783**	502,511
Interest-bearing loans and borrowings	26	**5,290,547**	2,861,125
Government grants	29	**42,090**	57,833
Tax payable		**128,760**	128,729
Total current liabilities		**8,202,930**	3,654,797
NET CURRENT ASSETS		**472,378**	2,641,135
TOTAL ASSETS LESS CURRENT LIABILITIES		**9,335,880**	7,105,603

Consolidated Statement of Financial Position (Continued)

31 December 2018

	Notes	2018 RMB'000	2017 RMB'000
TOTAL ASSETS LESS CURRENT LIABILITIES		**9,335,880**	7,105,603
NON-CURRENT LIABILITIES			
Interest-bearing loans and borrowings	*26*	**847,596**	232
Long-term payables	*28*	**311,068**	—
Employee defined benefit obligation	*39*	**4,568**	5,381
Government grants	*29*	**108,714**	73,588
Deferred revenue	*30*	**40,907**	34,041
Deferred tax liabilities	*31*	**88,998**	96,445
Total non-current liabilities		**1,401,851**	209,687
Net assets		**7,934,029**	6,895,916
EQUITY			
Equity attributable to owners of the parent			
Issued capital	*32*	**421,337**	427,269
Treasury shares	*32*	**(305,626)**	(459,284)
Share premium	*32*	**2,764,669**	2,936,817
Reserves	*33*	**4,928,033**	3,863,601
		7,808,413	6,768,403
Non-controlling interests	*34*	**125,616**	127,513
Total equity		**7,934,029**	6,895,916

Mr. Liu Dianbo
Director

Mr. Yang Rongbing
Director

Consolidated Statement of Changes in Equity

Year ended 31 December 2018

	Attributable to owners of the parent											
	Issued capital RMB'000	Treasury shares RMB'000	Share premium account RMB'000	Other reserves* RMB'000	Statutory surplus reserves* RMB'000 *(note 33)*	Share award scheme reserve* RMB'000	Retained earnings* RMB'000	Unrealised gain/Fair value reserves* RMB'000	Foreign currency translation reserves* RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 31 December 2017	427,269	(459,284)	2,936,817	41,387	611,073	6,107	3,196,919	12,340	(4,225)	6,768,403	127,513	6,895,916
Effect of adoption of IFRS 9	–	–	–	–	–	–	12,316	(11,333)	–	983	–	983
At 1 January 2018 (restated)	427,269	(459,284)	2,936,817	41,387	611,073	6,107	3,209,235	1,007	(4,225)	6,769,386	127,513	6,896,899
Profit for the year	–	–	–	–	–	–	1,303,373	–	–	1,303,373	2,622	1,305,995
Other comprehensive income for the year:												
Change in fair value of equity investments at fair value through other comprehensive income, net of tax	–	–	–	–	–	–	–	4,764	–	4,764	–	4,764
Change in fair value of debt investments at fair value through other comprehensive income, net of tax	–	–	–	–	–	–	–	184	–	184	–	184
Exchange differences related to foreign operations	–	–	–	–	–	–	–	–	12,922	12,922	–	12,922
Remeasurement on defined benefit plan, net of tax	–	–	–	–	–	–	1,269	–	–	1,269	–	1,269
Total comprehensive income for the year	–	–	–	–	–	–	1,304,642	4,948	12,922	1,322,512	2,622	1,325,134
Cancellation of treasury shares	(5,932)	178,080	(172,148)	–	–	–	–	–	–	–	–	–
Repurchase of shares	–	(26,068)	–	–	–	–	–	–	–	(26,068)	–	(26,068)
Equity-settled share award expense	–	–	–	–	–	30,656	–	–	–	30,656	683	31,339
Transfer to statutory reserves	–	–	–	–	112,067	–	(112,067)	–	–	–	–	–
Sale of shares repurchased for share award scheme	–	1,646	–	–	–	–	–	–	–	1,646	–	1,646
Final 2017 dividend	–	–	–	–	–	–	(148,999)	–	–	(148,999)	–	(148,999)
Interim 2018 dividend	–	–	–	–	–	–	(140,720)	–	–	(140,720)	–	(140,720)
Dividends paid to non-controlling shareholder	–	–	–	–	–	–	–	–	–	–	(5,202)	(5,202)
At 31 December 2018	421,337	(305,626)	2,764,669	41,387	723,140	36,763	4,112,091	5,955	8,697	7,808,413	125,616	7,934,029

	Attributable to owners of the parent											
	Issued capital RMB'000	Treasury shares RMB'000	Share premium account RMB'000	Other reserves* RMB'000	Statutory surplus reserves* RMB'000 (note 33)	Share award scheme reserve* RMB'000	Retained earnings* RMB'000	Unrealised gain reserves* RMB'000	Foreign currency translation reserves* RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2017	427,269	–	2,936,817	41,387	376,409	–	2,667,244	4,121	(24,704)	6,428,543	133,458	6,562,001
Profit for the year	–	–	–	–	–	–	981,372	–	–	981,372	(807)	980,565
Other comprehensive income for the year:												
Changes in fair value of available- for-sale investments, net of tax	–	–	–	–	–	–	–	8,219	–	8,219	–	8,219
Exchange differences related to foreign operations	–	–	–	–	–	–	–	–	20,479	20,479	–	20,479
Remeasurement on defined benefit plan, net of tax	–	–	–	–	–	–	(4,404)	–	–	(4,404)	–	(4,404)
Total comprehensive income for the year	–	–	–	–	–	–	976,968	8,219	20,479	1,005,666	(807)	1,004,859
Repurchase of shares	–	(178,080)	–	–	–	–	–	–	–	(178,080)	–	(178,080)
Equity-settled share award expense	–	–	–	–	–	6,107	–	–	–	6,107	144	6,251
Transfer to statutory reserves	–	–	–	–	234,664	–	(234,664)	–	–	–	–	–
Repurchase of shares for share award scheme	–	(283,913)	–	–	–	–	–	–	–	(283,913)	–	(283,913)
Sale of shares repurchased for share award scheme	–	2,709	–	–	–	–	–	–	–	2,709	–	2,709
Final 2016 dividend	–	–	–	–	–	–	(116,285)	–	–	(116,285)	–	(116,285)
Interim 2017 dividend	–	–	–	–	–	–	(96,344)	–	–	(96,344)	–	(96,344)
Dividends paid to non-controlling shareholder	–	–	–	–	–	–	–	–	–	–	(5,282)	(5,282)
At 31 December 2017	427,269	(459,284)	2,936,817	41,387	611,073	6,107	3,196,919	12,340	(4,225)	6,768,403	127,513	6,895,916

* *These reserve accounts comprise the consolidated reserves of RMB4,928,033,000 (2017: RMB3,863,601,000) in the consolidated statement of financial position.*

Consolidated Statement of Cash Flows

Year ended 31 December 2018

	Notes	2018 RMB'000	2017 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**1,473,470**	1,116,321
Adjustments for:			
Share of profit of an associate		**(897)**	(910)
Depreciation of items of property, plant and equipment	*13*	**166,289**	146,892
Amortisation of other intangible assets	*16*	**144,614**	96,630
Amortisation of prepaid land lease payments	*14*	**6,282**	6,265
Loss on disposal of items of property, plant and equipment	*6*	**1,657**	1,348
Bank interest income	*5*	**(49,353)**	(27,644)
Dividend income from available-for-sale investments	*5*	**–**	(39,529)
Changes in fair value of financial assets at fair value through profit or loss	*5*	**(22,712)**	–
Dividend income from financial assets at fair value through profit or loss	*5*	**(39,154)**	–
Other interest income from debt investments at fair value through other comprehensive income	*5*	**(13,334)**	–
Investment income from entrusted loans	*5*	**(1,092)**	(31,395)
Interest expense	*7*	**170,605**	50,467
Equity-settled share award expense	*38*	**31,339**	6,251
Defined benefit plan		**593**	337
		1,868,307	1,325,033
(Increase)/decrease in trade and notes receivables		**(120,062)**	3,789
(Increase)/decrease in prepayments, other receivables and other assets		**(49,648)**	19,763
Decrease/(increase) in amounts due from related parties		**25**	(1,448)
(Increase)/decrease in inventories		**(165,253)**	32,314
Increase in restricted cash		**(17,093)**	(11,252)
Increase/(decrease) in government grants		**11,083**	(60,322)
Increase/(decrease) in trade and notes payables		**175,151**	(11,543)
Increase in other payables and accruals		**126,274**	34,742
Decrease in amounts due to related parties		**–**	(808)
Decrease in deferred revenue		**(6,630)**	(6,480)
Increase in pledged time deposits		**(439,998)**	(112,369)
Cash generated from operations		**1,382,156**	1,211,419
Interest paid		**(157,717)**	(51,801)
Income tax paid		**(178,852)**	(195,516)
Net cash flows from operating activities		**1,045,587**	964,102

	Note	2018 RMB'000	2017 RMB'000
Net cash flows from operating activities		**1,045,587**	964,102
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment and construction in progress		**(728,165)**	(507,322)
Prepayment of land lease payments	14	**–**	(6,214)
Purchases of other intangible assets		**(1,756,350)**	(111,646)
Purchases of equity investments at fair value through other comprehensive income		**(62,881)**	–
Purchases of financial assets at fair value through profit or loss		**(3,535,800)**	–
Proceeds from sales of financial assets at fair value through profit or loss		**3,025,000**	–
Proceeds from sales of debt investments at fair value through other comprehensive income		**300,000**	–
Receipt of other interest income from debt investments at fair value through other comprehensive income		**13,334**	–
Receipt of dividend income from financial assets at fair value through profit or loss		**39,154**	–
Purchases of available-for-sale investments		**–**	(4,606,010)
Proceeds from sales of available-for-sale investments		**–**	4,427,139
Receipt of dividend income from available-for-sale investments		**–**	39,529
Proceeds from disposal of items of property, plant and equipment		**2,725**	834
Increase in deferred revenue		**13,340**	13,264
Dividend received from an associate		**1,235**	352
Acquisition of subsidiaries		**–**	(5,390)
Receipt of government grants for property, plant and equipment		**8,300**	13,370
Increase in time deposits with original maturity of over three months		**(360,165)**	(70,365)
(Increase)/decrease in pledged time deposits		**(3,281)**	13,065
Addition to entrusted loan receivables		**(110,000)**	(1,250,000)
Collection of entrusted loan receivables		**110,000**	1,250,000
Receipt of investment income from entrusted loans		**1,092**	31,395
Interest received		**44,714**	24,303
Net cash flows used in investing activities		**(2,997,748)**	(743,696)

	Note	2018 RMB'000	2017 RMB'000
Net cash flows used in investing activities		**(2,997,748)**	(743,696)
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of loans		**(5,943,084)**	(2,629,550)
Proceeds from loans		**9,219,870**	3,866,794
(Increase)/decrease in pledged time deposits		**(557,260)**	172,528
Repurchase of shares held for share award scheme		**–**	(283,913)
Dividends paid to equity holders of the parent		**(289,719)**	(212,629)
Dividends paid to non-controlling shareholders		**(5,202)**	(5,282)
Repurchase of shares		**(21,605)**	(178,080)
Proceeds from sale of shares repurchased for share award scheme		**1,646**	2,709
Net cash flows from financing activities		**2,404,646**	732,577
NET INCREASE IN CASH AND CASH EQUIVALENTS		**452,485**	952,983
Effect of foreign exchange rate changes, net		**(45,492)**	(84,886)
Cash and cash equivalents at beginning of year	*23*	**1,265,872**	397,775
CASH AND CASH EQUIVALENTS AT END OF YEAR	*23*	**1,672,865**	1,265,872

1. Corporate and group information

Luye Pharma Group Ltd. (the "Company") was incorporated in Bermuda as an exempted company with limited liability under the Bermuda Companies Act on 2 July 2003. It was listed on the Singapore Exchange Securities Trading Limited (the "SGX") on 5 May 2004, and has been delisted since 29 November 2012. On 9 July 2014, the Company succeeded its listing on the Main Board of the Stock Exchange of Hong Kong Limited ("SEHK").

The Company is an investment holding company. The Company's subsidiaries are principally engaged in the development, production, marketing and sale of pharmaceutical products.

The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company in Hong Kong is Suite 3207, Champion Tower, 3 Garden Road, Central, Hong Kong.

In the opinion of the directors, the ultimate holding company of the Company is Luye Life Sciences Group Ltd. (formerly known as Luye Group Ltd.), which is incorporated in Bermuda.

Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Company	Place and date of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
AsiaPharm Investments Ltd.	Bermuda 2 July 2003	US$120,000	100	—	Investment holding
Luye Pharma (Singapore) Pte. Ltd. ("LPPL")	Singapore 23 April 1991	SG$1,700,000	100	—	Distribution and sale of pharmaceutical drugs
Luye Pharma Investments Pte. Ltd.	Singapore 26 August 2010	SG$2	100	—	Investment holding
Luye Pharma Venture Capital	Cayman Islands 26 November 2015	US$50,000	100	—	Investment holding
Luye Pharma (USA) Ltd.	United States of America ("USA") 3 August 2015	US$1	100	—	Manufacture and sale of pharmaceutical products
Luye Pharma Hong Kong Limited	Hong Kong 31 July 2007	HK$2,328,930,660	—	100	Distribution and sale of pharmaceutical products and investment holding

1. Corporate and group information (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's subsidiaries are as follows: (Continued)

Company	Place and date of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Solid Success Holdings Ltd. ("Solid Success")	British Virgin Islands ("BVI") 22 August 2002	US$100	—	100	Investment holding
Kanghai Pharmaceutical Technology Development Limited	Hong Kong 22 June 2002	HK$100	—	100	Investment holding
Apex Group Holding Limited	Hong Kong 10 June 1993	HK$10,000	—	100	Investment holding
A-Bio Pharma Pte. Ltd.	Singapore 17 August 2001	SG$12,500,000	—	100	Provision of contract research, process development and manufacturing services
Luye Biotech Pte. Ltd.	Singapore 6 November 2009	SG$26,100,000	—	100	Research and development of oncological, cardiovascular and other tropical diseases
Luye Pharma (Malaysia) Sdn. Bhd.	Malaysia 15 September 2010	MYR100,000	—	100	Distribution and sale of pharmaceutical products
Luye Pharma Switzerland AG	Switzerland 11 July 2016	CHF100,000	—	100	Investment holding
Luye Pharma (Germany) GmbH	Germany 17 July 2016	EUR25,000	—	100	Investment holding

1. Corporate and group information (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's subsidiaries are as follows: (Continued)

Company	Place and date of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Luye Supply AG	Switzerland 23 January 2006	CHF100,000	—	100	Manufacture and sale of pharmaceutical products
Luye Pharma AG ("LPAG")	Germany 17 April 1997	EUR209,865	—	100	Distribution and sale of pharmaceutical products
Luye Pharma Ltd.	United Kingdom ("UK") 13 September 2018	GBP1	—	100	Investment holding
Shandong Luye Pharmaceutical Co., Ltd. ("Shandong Luye")(i)	People's Republic of China ("PRC")/ Mainland China 8 June 1994	RMB1,171,800,000	—	100	Manufacture and sale of pharmaceutical products
Yantai Luye Drugs Trading Co., Ltd. ("Luye Trading")(i)	PRC/ Mainland China 27 March 1997	RMB900,000,000	—	100	Distribution and sale of pharmaceutical products
Shandong Langhe Biotechnology Ltd.(i)	PRC/ Mainland China 11 March 2010	RMB10,000,000	—	100	Research and development
Shandong Luye Natural Drug Research and Development Co., Ltd(i)	PRC/ Mainland China 31 December 2002	RMB5,000,000	—	100	Research and development of Chinese and Western medicines and provision of related services

1. Corporate and group information (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's subsidiaries are as follows: (Continued)

Company	Place and date of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Nanjing Luye Pharmaceutical Co., Ltd. ("Nanjing Luye")(i)	PRC/ Mainland China 22 February 2004	RMB220,000,000	—	100	Manufacture and sale of pharmaceutical products
Beijing WBL Peking University Biotech Co., Ltd. ("Beijing WPU")(i)	PRC/ Mainland China 1 September 1994	RMB80,000,000	—	69.55	Manufacture and sale of pharmaceutical products
Nanjing New AIGE Eggs Co., Ltd. ("Nanjing AIGE")(i)	PRC/ Mainland China 25 June 2010	RMB300,000	—	100	Manufacture and sale of eggs and technology development
Nanjing Kanghai Phospholipid Biological Technology Co., Ltd. ("Nanjing Kanghai Phospholipid")(i)	PRC/ Mainland China 13 September 2010	RMB1,500,000	—	100	Manufacture and sale of pharmaceutical products
Shanghai Ge Lin Li Fu Consulting Co., Ltd.(i)	PRC/ Mainland China 28 June 2010	RMB1,000,000	—	100	Provision of business and investment consultation services
Sichuan Luye Pharmaceutical Co., Ltd. ("Sichuan Luye")(i)	PRC/ Mainland China 21 December 2000	RMB36,000,000	—	100	Manufacture and sale of pharmaceutical products
Chengdu Bomai Technology Co., Ltd.(i)	PRC/ Mainland China 1 December 2004	RMB500,000	—	100	Research and development

1. Corporate and group information (Continued)

Information about subsidiaries (Continued)

Particulars of the Company's subsidiaries are as follows: (Continued)

Company	Place and date of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company Direct	Indirect	Principal activities
Yantai Luye Pharma Holdings Co., Ltd.[ii]	PRC/ Mainland China 15 May 2014	US$300,260,000	—	100	Investment holding
Yantai Lujian Drugs Retail Co., Ltd.[i]	PRC/ Mainland China 12 August 2015	RMB200,000	—	100	Retail of pharmaceutical products
Shaanxi Ge Lin Biological Technology Co., Ltd.[i]	PRC/ Mainland China 26 September 2016	RMB3,800,000	—	100	Cultivation of herbs and sales of herbal medicine

(i) These entities are limited liability enterprises established under PRC law.

(ii) The entity is a wholly-foreign-owned enterprise established under PRC law.

2.1. Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for equity investments designated at fair value through other comprehensive income, financial assets measured at fair value through profit or loss, available-for-sale investments and notes receivables, which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

2.1. Basis of preparation (Continued)

Basis of consolidation (Continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2. Changes in accounting policies and disclosures

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

Amendments to IFRS 2	*Classification and Measurement of Share-based Payment Transactions*
Amendments to IFRS 4	*Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts*
IFRS 9	*Financial Instruments*
IFRS 15	*Revenue from Contracts with Customers*
Amendments to IFRS 15	*Clarifications to IFRS 15 Revenue from Contracts with Customers*
Amendments to IAS 40	*Transfers of Investment Property*
IFRIC 22	*Foreign Currency Transactions and Advance Consideration*
Annual Improvements 2014–2016 Cycle	Amendments to IFRS 1 and IAS 28

2.2. Changes in accounting policies and disclosures (Continued)

Except for the amendments to IFRS 2, amendments to IFRS 4, amendments to IAS 40, IFRIC 22 and Annual Improvements 2014–2016 Cycle, which are not relevant to the preparation of the Group's financial statements, the nature and the impact of the new and revised IFRSs are described below:

(a) IFRS 9 *Financial Instruments* replaces IAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

The Group has recognised the transition adjustments against the applicable opening balances in equity at 1 January 2018. Therefore, the comparative information was not restated and continues to be reported under IAS 39.

Classification and measurement

The following information sets out the impacts of adopting IFRS 9 on the statement of financial position, including the effect of replacing IAS 39's incurred credit loss calculations with IFRS 9's expected credit losses ("ECLs").

A reconciliation between the carrying amounts under IAS 39 and the balances reported under IFRS 9 as at 1 January 2018 is as follows:

		IAS 39 measurement		Re-classification	IFRS 9 measurement	
		Category	Amounts		Amount	Category
	Notes		RMB'000	RMB'000	RMB'000	
Financial assets						
Equity investments designated at fair value through other comprehensive income		N/A	—	1,394	1,394	FVOCI[1] (equity)
From: Available-for-sale investments	*(i)*			1,394		
Financial assets at fair value through profit or loss		N/A	—	1,361,421	1,361,421	FVPL[2] (mandatory)
From: Available-for-sale investments	*(ii)*			1,361,421		
Available-for-sale investments		AFS[3]	1,663,361	(1,663,361)	—	N/A
To: Equity investments designated at fair value through other comprehensive income	*(i)*			(1,394)		
To: Financial assets at fair value through profit or loss	*(ii)*			(1,360,438)		
To: Debt investments at fair value through other comprehensive income	*(iii)*			(301,529)		
Debt investments at fair value through other comprehensive income		N/A	—	301,529	301,529	FVOCI (debt)
From: Available-for-sale investments	*(iii)*			301,529		

2.2. Changes in accounting policies and disclosures (Continued)

(a) (Continued)

Classification and measurement (Continued)

	Note	IAS 39 measurement Category	IAS 39 measurement Amounts RMB'000	Re-classification RMB'000	IFRS 9 measurement Amount RMB'000	IFRS 9 measurement Category
Trade receivables		L&R[4]	912,016	—	912,016	AC[5]
Notes receivable	*(iv)*	L&R	499,204	—	499,204	FVOCI (debt)
Financial assets included in prepayments, other receivables and other assets		L&R	78,869	—	78,869	AC
Due from related parties		L&R	2,841	—	2,841	AC
Restricted cash		L&R	11,252	—	11,252	AC
Pledged time deposits		L&R	409,243	—	409,243	AC
Time deposits with original maturity of over three months		L&R	946,703	—	946,703	AC
Cash and cash equivalents		L&R	1,265,872	—	1,265,872	AC
			5,789,361	983	5,790,344	
Financial liabilities						
Trade and notes payables		AC	104,599	—	104,599	AC
Financial liabilities included in other payables and accruals		AC	249,985	—	249,985	AC
Interest-bearing loan and borrowings		AC	2,861,357	—	2,861,357	AC
			3,215,941	—	3,215,941	

1 *FVOCI: Financial assets at fair value through other comprehensive income*
2 *FVPL: Financial assets at fair value through profit or loss*
3 *AFS: Available-for-sale investments*
4 *L&R: Loans and receivables*
5 *AC: Financial assets or financial liabilities at amortised cost*

2.2. Changes in accounting policies and disclosures (Continued)

(a) (Continued)

Classification and measurement (Continued)

Notes:

(i) The Group has elected the option to irrevocably designate certain of its previous available-for-sale equity investments as equity investments at fair value through other comprehensive income.

(ii) The Group has classified its unlisted investments previously classified as available-for-sale investments as financial assets measured at fair value through profit or loss as these investments did not pass the contractual cash flow characteristics test in IFRS 9 and were held for sale.

(iii) As of 1 January 2018, the Group has assessed its liquidity portfolio of debt investments which had previously been classified as AFS debt investments. The objective of the Group in holding this liquidity portfolio is to earn interest income and, at the same time, manage everyday liquidity needs. The Group concluded that these debt investments are managed within a business model to collect contractual cash flows and to sell the financial assets. Accordingly, the Group has classified these investments as debt investments measured at fair value through other comprehensive income.

(iv) As of 1 January 2018, the Group has assessed its liquidity portfolio of notes receivable which had previously been classified as L&R. The objective of the Group in holding this liquidity portfolio is to collect payments of principal and, at the same time, manage everyday liquidity needs. The Group concluded that notes receivable are managed within a business model to collect contractual cash flows and to sell the financial assets. Accordingly, the Group has classified notes receivable as debt investments measured at fair value through other comprehensive income.

Impairment

The following table reconciles the aggregate opening impairment allowances under IAS 39 to the ECL allowances under IFRS 9. Further details are disclosed in notes 20 and 21 to the financial statements.

	Impairment allowances under IAS 39 at 31 December 2017 RMB'000	**Re-measurement** RMB'000	**ECL allowances under IFRS 9 at 1 January 2018** RMB'000
Trade receivables	960	—	960
Financial assets included in prepayments, other receivables and other assets	3,000	—	3,000
	3,960	—	3,960

2.2. Changes in accounting policies and disclosures (Continued)

(a) (Continued)

Impact on reserves and retained earnings

The impact of transition to IFRS 9 on reserves and retained earnings is as follows:

	Reserves and retained earnings RMB'000
Fair value reserve under IFRS 9 (available-for-sale investment unrealised gain reserve under IAS 39)	
Balance as at 31 December 2017 under IAS 39	12,340
Reclassification of financial assets from available-for-sale investments to financial assets at fair value through profit or loss	(11,333)
Balance as at 1 January 2018 under IFRS 9	1,007
Retained earnings	
Balance as at 31 December 2017 under IAS 39	3,196,919
Reclassification of available-for-sale investments to financial assets at fair value through profit or loss	11,333
Remeasurement of financial assets at fair value through profit or loss previously measured at cost under IAS 39	983
Balance as at 1 January 2018 under IFRS 9	3,209,235

(b) IFRS 15 and its amendments replace IAS 11 *Construction Contracts*, IAS 18 *Revenue* and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. IFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations and changes in liability account balance between periods. The disclosures are included in note 5 to the financial statements. As a result of the application of IFRS 15, the Group has changed the accounting policy with respect to revenue recognition in note 2.4 to the financial statements.

The Group has adopted IFRS 15 using the modified retrospective method of adoption. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group has elected to apply the standard to contracts that are not completed as at 1 January 2018.

2.2. Changes in accounting policies and disclosures (Continued)

(b) (Continued)

The effect of adopting IFRS 15 is as follows:

Consideration received from customers in advance

Before the adoption of IFRS 15, the Group recognised consideration received from customers in advance as advances from customers. Under IFRS 15, the amount is classified as contract liabilities which is included in other payables and accruals.

Therefore, upon adoption of IFRS 15, the Group reclassified RMB42,399,000 from advances from customers to contract liabilities as at 1 January 2018 in relation to the consideration received from customers in advance as at 1 January 2018.

As at 31 December 2018, under IFRS 15, RMB47,783,000 was reclassified from advances from customers to contract liabilities in relation to the consideration received from customers in advance for the sale of drugs.

2.3. Issued but not yet effective International Financial Reporting Standards

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to IFRS 3	*Definition of a Business*[2]
Amendments to IFRS 9	*Prepayment Features with Negative Compensation*[1]
Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[4]
IFRS 16	*Leases*[1]
IFRS 17	*Insurance Contracts*[3]
Amendments to IAS 1 and IAS 8	*Definition of Material*[2]
Amendments to IAS 19	*Plan Amendment, Curtailment or Settlement*[1]
Amendments to IAS 28	*Long-term Interests in Associates and Joint Ventures*[1]
IFRIC 23	*Uncertainty over Income Tax Treatments*[1]
Annual Improvements 2015–2017 Cycle	Amendments to IFRS 3, IFRS 11, IAS 12 and IAS 23[1]

1 *Effective for annual periods beginning on or after 1 January 2019*
2 *Effective for annual periods beginning on or after 1 January 2020*
3 *Effective for annual periods beginning on or after 1 January 2021*
4 *No mandatory effective date yet determined but available for adoption*

2.3. Issued but not yet effective International Financial Reporting Standards (Continued)

Further information about those IFRSs that are expected to be applicable to the Group is described below.

Amendments to IFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 January 2020.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2.3. Issued but not yet effective International Financial Reporting Standards (Continued)

IFRS 16 replaces IAS 17 *Leases*, IFRIC-Int 4 *Determining whether an Arrangement contains a Lease*, SIC-Int 15 *Operating Leases — Incentives* and SIC-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees — leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in IAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under IFRS 16 is substantially unchanged from the accounting under IAS 17. Lessors will continue to classify all leases using the same classification principle as in IAS 17 and distinguish between operating leases and finance leases. IFRS 16 requires lessees and lessors to make more extensive disclosures than under IAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt IFRS 16 from 1 January 2019. The Group plans to adopt the transitional provisions in IFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying IAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. During 2018, the Group has performed a detailed assessment on the impact of adoption of IFRS 16. The Group has estimated that right-of-use assets of RMB26,853,000 and lease liabilities of RMB27,223,000 will be recognised at 1 January 2019 with a corresponding adjustment to the opening balance of retained earnings.

Amendments to IAS 1 and IAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 January 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3. Issued but not yet effective International Financial Reporting Standards (Continued)

Amendments to IAS 28 clarify that the scope exclusion of IFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies IFRS 9, rather than IAS 28, including the impairment requirements under IFRS 9, in accounting for such long-term interests. IAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 January 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 January 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

IFRIC 23, addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of IAS 12 (often referred to as "uncertain tax positions"). The interpretation does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 January 2019. The interpretation is not expected to have any significant impact on the Group's financial statements.

2.4. Summary of significant accounting policies

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. 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.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the 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.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

2.4. Summary of significant accounting policies (Continued)

Investments in associates and joint ventures (Continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date through fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2.4. Summary of significant accounting policies (Continued)

Business combinations and goodwill (Continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and non-current assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4. Summary of significant accounting policies (Continued)

Foreign currencies

These financial statements are presented in RMB, which the Company adopted as the presentation currency of the Group. The functional currency of the Company is the United States dollar ("US$") and certain subsidiaries incorporated outside Mainland China use the Singapore dollar ("SG$"), the Hong Kong dollar ("HK$"), Malaysian Ringgit ("MYR") and Euro ("EUR") as their functional currencies. The functional currency of the subsidiaries established in Mainland China is RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of the non-PRC established subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the weighted average exchange rates for the year.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The resulting exchange differences are recognised in other comprehensive income and accumulated as a separate component of equity until the disposal of the respective foreign operation entities. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of the non-PRC established subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the non-PRC established companies which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

2.4. Summary of significant accounting policies (Continued)

Revenue recognition (applicable from 1 January 2018)

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

(a) *Sale of goods*

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4. Summary of significant accounting policies (Continued)

Revenue recognition (applicable before 1 January 2018)

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

(a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;

(b) from the rendering of services, on the percentage of completion basis, as further explained in accounting policy for "Contracts for services" below;

(c) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and

(d) dividend income, when the shareholders' right to receive payment has been established.

Contract assets (applicable from 1 January 2018)

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities (applicable from 1 January 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

2.4. Summary of significant accounting policies (Continued)

Contracts for services (applicable before 1 January 2018)

Contract revenue on the rendering of services comprises the agreed contract amount. Costs of rendering services comprise labour and other costs of personnel directly engaged in providing the services and attributable overheads.

Revenue from the rendering of services is recognised based on the percentage of completion of the transaction, provided that the revenue, the costs incurred and the estimated costs to completion can be measured reliably. The percentage of completion is established by reference to the costs incurred to date as compared to the total costs to be incurred under the transaction. Where the outcome of a contract cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Provision is made for foreseeable losses as soon as they are anticipated by management. Where contract costs incurred to date plus recognised profits less recognised losses exceed progress billings, the surplus is treated as an amount due from contract customers. Where progress billings exceed contract costs incurred to date plus recognised profits less recognised losses, the surplus is treated as an amount due to contract customers.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries and an associate, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4. Summary of significant accounting policies (Continued)

Income tax (Continued)

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries and an associate, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and 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, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

2.4. Summary of significant accounting policies (Continued)

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 38 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

2.4. Summary of significant accounting policies (Continued)

Other employee benefits

Pension schemes

Contributions made to the government retirement benefit fund under defined contribution retirement plans are charged to the statement of profit or loss as incurred.

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations.

The Group make contributions to the Central Provident Fund (the "CPF") Scheme in Singapore, a defined contribution pension scheme, for its employees in Singapore.

The subsidiaries established and operating in Mainland China are required to provide certain staff pension benefits to their employees under existing regulations of the PRC. Pension scheme contributions are provided at rates stipulated by PRC regulations and are made to a pension fund managed by government agencies, which are responsible for administering the contributions for the subsidiaries' employees.

Defined benefit plan

The Group operates a defined benefit pension plan in Switzerland, which requires contributions to be made to a separately administered fund. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the statement of financial position with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss at the earlier of:

- the date of the plan amendment or curtailment; and
- the date that the Group recognises restructuring related costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation under "cost of sales", "selling and distribution expenses" and "administrative expenses" in the consolidated statement of profit or loss by function:

- service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- net interest expense or income

2.4. Summary of significant accounting policies (Continued)

Investments and other financial assets (policies under IFRS 9 applicable from 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 January 2018)" above.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.
- 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.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

2.4. Summary of significant accounting policies (Continued)

Investments and other financial assets (policies under IFRS 9 applicable from 1 January 2018) (Continued)

Subsequent measurement (Continued)

The subsequent measurement of financial assets depends on their classification as follows: (Continued)

Financial assets at fair value through other comprehensive income (debt instruments)

The Group measures debt investments at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling.

- 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.

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the statement of profit or loss.

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

2.4. Summary of significant accounting policies (Continued)

Investments and other financial assets (policies under IFRS 9 applicable from 1 January 2018) (Continued)

Subsequent measurement (Continued)

The subsequent measurement of financial assets depends on their classification as follows: (Continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

2.4. Summary of significant accounting policies (Continued)

Investments and other financial assets (policies under IAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income in accordance with the policies set out for "Revenue recognition (applicable before 1 January 2018)" above.

2.4. Summary of significant accounting policies (Continued)

Investments and other financial assets (policies under IAS 39 applicable before 1 January 2018) (Continued)

Subsequent measurement (Continued)

The subsequent measurement of financial assets depends on their classification as follows: (Continued)

Available-for-sale financial investments (Continued)

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

Derecognition of financial assets (policies under IFRS 9 applicable from 1 January 2018 and policies under IAS 39 applicable before 1 January 2018)

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4. Summary of significant accounting policies (Continued)

Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018)

The Group recognises an allowance for ECLs for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 180 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4. Summary of significant accounting policies (Continued)

Impairment of financial assets (policies under IFRS 9 applicable from 1 January 2018) (Continued)

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors.

Impairment of financial assets (policies under IAS 39 applicable before 1 January 2018)

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.

2.4. Summary of significant accounting policies (Continued)

Impairment of financial assets (policies under IAS 39 applicable before 1 January 2018) (Continued)

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss — is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

Financial liabilities (policies under IFRS 9 applicable from 1 January 2018 and IAS 39 applicable before 1 January 2018)

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, amounts due to related parties and interest-bearing loans and borrowings.

Subsequent measurement

The subsequent measurement of loans and borrowings is as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

2.4. Summary of significant accounting policies (Continued)

Derecognition of financial liabilities (policies under IFRS 9 applicable from 1 January 2018 and IAS 39 applicable before 1 January 2018)

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments (policies under IFRS 9 applicable from 1 January 2018 and IAS 39 applicable before 1 January 2018)

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Fair value measurement

The Group measures financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.4. Summary of significant accounting policies (Continued)

Fair value measurement (Continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Freehold land	Not depreciated
Buildings	10–40 years
Machinery and equipment	5–15 years
Motor vehicles	5–10 years
Computer and office equipment	3–15 years
Leasehold improvements	2–5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4. Summary of significant accounting policies (Continued)

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2.4. Summary of significant accounting policies (Continued)

Intangible assets (other than goodwill) (Continued)

Intangible assets are amortised on the straight-line basis over the following useful economic lives:

Trademarks	10 years
Patents and technology know-how	5–30 years
Software	2–10 years
Distribution right	30 years

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products, commencing from the date when the products are put into commercial production. During the period of development, the deferred development costs are tested for impairment annually.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials	Purchase cost on a weighted average basis
Finished goods and work in progress	Cost of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs

2.4. Summary of significant accounting policies (Continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

2.4. Summary of significant accounting policies (Continued)

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

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

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

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

(vi) the entity is controlled or jointly controlled by a person identified in (a);

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

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

3. Significant accounting judgements and estimates

The preparation of the Group's financial statements requires management to make significant judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

There is no significant effect on the amounts recognised in the financial statements arising from the judgements, apart from those involving estimations, made by management in the process of applying the Group's accounting policies.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2018 was RMB1,040,879,000 (2017: RMB1,036,902,000). Further details are given in note 15.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

3. Significant accounting judgements and estimates (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade receivables (Continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 20 to the financial statements.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses and deductible temporary differences as at 31 December 2018 were RMB3,998,000 (2017: RMB1,089,000) and RMB94,357,000 (2017: RMB93,064,000), respectively. Further details are contained in note 31 to the consolidated financial statements.

Income tax

The Group is subject to income taxes in various regions. As a result, certain matters relating to the income taxes have not been confirmed by the local tax bureau, objective estimates and judgements based on currently enacted tax laws, regulations and other related policies are required in determining the provision for corporate income taxes. Where the final tax outcome of these matters is different from the amounts originally recorded, the differences will impact on the corporate income tax and tax provisions over the period in which the differences are realised.

Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or management will write off or write down technically obsolete or non-strategic assets that have been abandoned.

Development costs

Development costs are capitalised in accordance with the accounting policy for research and development costs in note 2.4 to the consolidated financial statements. Determining the amounts to be capitalised requires management to make assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits. At 31 December 2018, the best estimate of the carrying amount of capitalised development costs was RMB166,794,000 (2017: RMB134,859,000).

4. Operating segment information

The Group manages its businesses by type of products. The Group's chief operating decision maker is the Chief Executive Officer, who reviews revenue from and results of the major type of products sold for the purpose of resource allocation and assessment of segment performance. Segment result is evaluated based on gross profit less selling expenses allocated. No analysis of the Group's assets and liabilities by operating segment is disclosed as it is not regularly provided to the chief operating decision-maker for review.

Year ended 31 December 2018

	Oncology drugs RMB'000	Cardio-vascular system drugs RMB'000	Alimentary tract and metabolism drugs RMB'000	Central nervous system drugs RMB'000	Others RMB'000	Total RMB'000
Segment revenue *(note 5)*						
Sales to external customers	2,391,326	787,074	930,491	921,887	142,607	5,173,385
Total revenue	2,391,326	787,074	930,491	921,887	142,607	5,173,385
Segment results	1,179,679	348,887	446,491	330,340	58,090	2,363,487
Other income and gains						220,699
Administrative expenses						(441,377)
Other expenses						(499,631)
Finance costs						(170,605)
Share of profit of an associate						897
Profit before tax						1,473,470

4. Operating segment information (Continued)

Year ended 31 December 2017

	Oncology drugs RMB'000	Cardio-vascular system drugs RMB'000	Alimentary tract and metabolism drugs RMB'000	Central nervous system drugs RMB'000	Others RMB'000	Total RMB'000
Segment revenue						
Sales to external customers	1,871,802	644,025	749,275	412,546	137,194	3,814,842
Total revenue	1,871,802	644,025	749,275	412,546	137,194	3,814,842
Segment results	949,441	267,969	283,029	122,546	53,828	1,676,813
Other income and gains						236,732
Administrative expenses						(431,635)
Other expenses						(316,032)
Finance costs						(50,467)
Share of profit of an associate						910
Profit before tax						1,116,321

Geographic information

(a) Revenue from external customers

	2018 RMB'000	2017 RMB'000
Mainland China	**4,378,669**	3,361,823
Other countries	**794,716**	453,019
Total	**5,173,385**	3,814,842

The revenue information above is based on the locations of the customers. No revenue from the Group's sales to a single customer amounted to 10% or more of the Group's revenue during the years ended 31 December 2018 and 2017.

4. Operating segment information (Continued)

Geographic information (Continued)

(b) Non-current assets

	2018 RMB'000	2017 RMB'000
Mainland China	**3,291,992**	2,568,104
Hong Kong	**3,658,821**	65
European Union	**1,717,316**	1,747,855
Other countries	**19,387**	19,726
Total	**8,687,516**	4,335,750

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

5. Revenue, other income and gains

An analysis of revenue is as follows:

	2018 RMB'000	2017 RMB'000
Revenue from contracts with customers		
Sale of goods	**5,173,385**	3,814,842

5. Revenue, other income and gains (Continued)

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 December 2018

	Oncology drugs RMB'000	Cardio-vascular system drugs RMB'000	Alimentary tract and metabolism drugs RMB'000	Central nervous system drugs RMB'000	Others RMB'000	Total RMB'000
Type of goods or services						
Sale of goods	2,391,326	787,074	930,491	921,887	142,607	5,173,385
Total revenue from contracts with customers	2,391,326	787,074	930,491	921,887	142,607	5,173,385
Geographical markets						
Mainland China	2,391,326	773,473	924,376	163,465	126,029	4,378,669
Other countries	–	13,601	6,115	758,422	16,578	794,716
Total revenue from contracts with customers	2,391,326	787,074	930,491	921,887	142,607	5,173,385
Timing of revenue recognition						
Goods transferred at a point in time	2,391,326	787,074	930,491	921,887	142,607	5,173,385
Total revenue from contracts with customers	2,391,326	787,074	930,491	921,887	142,607	5,173,385

5. Revenue, other income and gains (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

The following table shows the amount of revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	2018 RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	
Sale of goods	**42,399**

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of goods

The performance obligation is satisfied upon delivery of the products and payment is generally due within one month to three months, extending up to six months for major customers.

	2018 RMB'000	2017 RMB'000
Other income and gains		
Bank interest income	**49,353**	27,644
Government grants	**85,862**	134,360
Investment income from entrusted loans	**1,092**	31,395
Dividend income from available-for-sale investments	**—**	39,529
Dividend income from financial assets at fair value through profit or loss	**39,154**	—
Changes in fair value of financial assets at fair value through profit or loss	**22,712**	—
Other interest income from debt investments at fair value through other comprehensive income	**13,334**	—
Others	**9,192**	3,804
	220,699	236,732

6. Profit before tax

The Group's profit before tax is arrived at after charging/(crediting):

	Notes	2018 RMB'000	2017 RMB'000
Depreciation of items of property, plant and equipment	*13*	**166,289**	146,892
Amortisation of other intangible assets*	*16*	**144,614**	96,630
Amortisation of prepaid land lease payments**	*14*	**6,282**	6,265
Write-down of inventories to net realisable value***		**3,104**	573
Impairment of trade receivables, net	*20*	**3,546**	(692)
Operating lease expenses		**24,926**	24,029
Auditor's remuneration		**8,058**	7,020
Employee benefit expenses (excluding directors' and chief executive's remuneration *(note 8)*):			
Wages and salaries		**515,864**	450,569
Pension scheme contributions		**87,970**	77,098
Pension plan costs (defined benefit plan)		**1,665**	1,097
Central Provident Fund in Singapore		**1,183**	1,000
Staff welfare expenses		**38,885**	37,779
Equity-settled share award expense	*38*	**31,339**	6,251
		676,906	573,794
Other expenses:			
Research and development costs		**491,160**	288,696
Foreign exchange loss, net		**998**	20,772
Donation		**4,433**	4,680
Loss on disposal of items of property, plant and equipment		**1,657**	1,348
Others		**1,383**	536
		499,631	316,032
Cost of inventories sold		**1,123,971**	851,484
The "Cost of sales" amount includes the following expenses which are also included in the respective total amounts of the items disclosed above:			
Depreciation		**124,681**	109,730
Amortisation of other intangible assets*		**140,902**	93,773
Staff costs		**252,864**	170,350

6. Profit before tax (Continued)

* *The amortisation of trademarks, distribution right, patents and technology know-how is included in "Cost of sales" in the consolidated statement of profit or loss.*

The amortisation of software is included in "Administrative expenses" in the consolidated statement of profit or loss.

** *The amortisation of prepaid land lease payments is included in "Administrative expenses" in the consolidated statement of profit or loss.*

*** *The write-down of inventories to net realisable value of RMB3,104,000 for the year ended 31 December 2018 (2017: RMB573,000) is included in "Cost of sales" in the consolidated statement of profit or loss.*

7. Finance costs

An analysis of finance costs is as follows:

	2018 RMB'000	2017 RMB'000
Interest on bank loans	**149,948**	50,435
Interest on discounted notes receivable	**10,072**	—
Finance charges payable under a hire purchase contract	**32**	32
Amortised interest on discounted long-term payables *(note 28)*	**10,553**	—
	170,605	50,467

8. Directors' and chief executive's remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2018 RMB'000	2017 RMB'000
Fees	**1,316**	1,290
Other emoluments:		
Salaries, allowances and benefits in kind	**6,311**	5,859
Performance related bonuses	**1,015**	988
Equity-settled share award expense	**1,366**	600
Pension scheme contributions	**224**	216
	8,916	7,663
	10,232	8,953

8. Directors' and chief executive's remuneration (Continued)

During the year, certain directors were granted shares, in respect of their services to the Group, under the share award scheme of the Company, further details of which are set out in note 38 to the financial statements. The fair value of the shares granted, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

Independent non-executive directors

	Fees RMB'000	Equity-settled share award expense RMB'000	Total RMB'000
2018			
Leung Man Kit	**304**	**240**	**544**
Choy Sze Chung Jojo	**253**	**240**	**493**
Lo Yuk Lam	**253**	**240**	**493**
Zhang Hua Qiao	**253**	**240**	**493**
	1,063	**960**	**2,023**
2017			
Leung Man Kit	312	150	462
Choy Sze Chung Jojo	260	150	410
Lo Yuk Lam	260	150	410
Zhang Hua Qiao	260	150	410
	1,092	600	1,692

8. Directors' and chief executive's remuneration (Continued)

Executive directors and non-executive directors

	Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Equity-settled share award expense	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
2018						
Executive directors:						
Liu Dian Bo	–	3,421	420	69	–	3,910
Yang Rong Bing	–	1,502	420	69	–	1,991
Yuan Hui Xian	–	957	108	–	–	1,065
Zhu Yuan Yuan	–	431	67	86	–	584
	–	6,311	1,015	224	–	7,550
Non-executive director:						
Song Rui Lin	253	–	–	–	406	659
	253	6,311	1,015	224	406	8,209
2017						
Executive directors:						
Liu Dian Bo	–	3,169	420	63	–	3,652
Yang Rong Bing	–	1,444	413	63	–	1,920
Yuan Hui Xian	–	872	101	–	–	973
Zhu Yuan Yuan	–	374	54	90	–	518
	–	5,859	988	216	–	7,063
Non-executive director:						
Song Rui Lin	198	–	–	–	–	198
	198	5,859	988	216	–	7,261

8. Directors' and chief executive's remuneration (Continued)

Executive directors and non-executive directors (Continued)

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

Liu Dian Bo is the chief executive officer and an executive director of the Group.

The directors did not receive any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2017: Nil).

9. Five highest paid employees

The five highest paid employees of the Group during the year included 3 directors (2017: 3 directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining 2 (2017: 2) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2018 RMB'000	2017 RMB'000
Salaries, allowances and benefits in kind	**3,393**	2,724
Performance related bonuses	**560**	358
Equity-settled share award expense	**1,560**	317
Pension scheme contributions	**69**	63
	5,582	3,462

The number of the non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2018	2017
HK$1,500,001 to HK$2,000,000	**–**	1
HK$2,000,001 to HK$2,500,000	**–**	1
HK$2,500,001 to HK$3,000,000	**1**	–
HK$3,000,001 to HK$3,500,000	**–**	–
HK$3,500,001 to HK$4,000,000	**1**	–
	2	2

9. Five highest paid employees (Continued)

During the year, share options were granted to two non-director and non-chief executive highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 38 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

10. Income tax

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of Bermuda, the British Virgin Islands and the Cayman Islands, the Group is not subject to any income tax in these jurisdictions.

Pursuant to the relevant tax law of the Hong Kong Special Administrative Region, Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. No provision for income tax has been made as the Group did not generate any taxable profits in Hong Kong during the year (2017: Nil).

Pursuant to the rules and regulations of Singapore, Malaysia, Switzerland and Germany, the Group is subject to 17%, 25%, 10.5% and 29.125% of taxable income in Singapore, Malaysia, Switzerland and Germany, respectively.

Pursuant to the rules and regulations of the USA, no provision for income tax has been made as the Group did not generate any taxable income in the USA during the year (2017: Nil).

The provision for Mainland China current income tax is based on the statutory rate of 25% of the assessable profits of certain PRC subsidiaries of the Group as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008, except for certain subsidiaries of the Group in Mainland China which are granted tax concession and are taxed at preferential tax rates.

Shandong Luye, Nanjing Luye, WPU, Sichuan Luye and Nanjing Kanghai Phospholipid are qualified as High and New Technology Enterprises and were subject to a preferential income tax rate of 15% during the year.

10. Income tax (Continued)

Nanjing AIGE is exempted from income tax as it is involved in the production and trading of agricultural products.

	2018 RMB'000	2017 RMB'000
Current tax:		
Charge for the year	**182,914**	169,826
Overprovision in prior years	**(4,997)**	(6,277)
Deferred tax *(note 31)*	**(10,442)**	(27,793)
Total tax charge for the year	**167,475**	135,756

A reconciliation of the tax expense applicable to profit before tax at the statutory rate in Mainland China to the tax expense at the effective tax rate is as follows:

	2018 RMB'000	2017 RMB'000
Profit before tax	**1,473,470**	1,116,321
At the PRC's statutory income tax rate of 25%	**368,368**	279,080
Effect of tax rate differences in other jurisdictions	**21,851**	(8,576)
Preferential income tax rates applicable to subsidiaries	**(137,005)**	(123,871)
Additional deductible allowance for research and development expenses	**(49,909)**	(19,509)
Effect of tax levied on a deemed income basis	**35**	123
Adjustments in respect of current tax of previous years	**(4,997)**	(6,277)
Effect of withholding tax at 5% on the distributable profits of the Group's PRC subsidiaries	**—**	(8,236)
Effect of non-deductible expenses	**9,364**	3,371
Income not subject to tax	**(50,238)**	(621)
Tax losses utilised from previous years	**(8,156)**	(2,079)
Tax losses not recognised	**17,972**	22,351
Effect of withholding tax at 10% on the interest expense of the Group's PRC subsidiaries to be paid	**190**	—
Tax charge at the Group's effective rate	**167,475**	135,756

The effective tax rate of the Group for the year ended 31 December 2018 was 11.4% (2017: 12.2%).

11. Dividends

On 26 August 2018, the Company declared an interim dividend of RMB0.043 (equivalent to HK$0.051) per share (equivalent to approximately RMB140,720,000) for the six months ended 30 June 2018 (the six months ended 30 June 2017: RMB0.029 (equivalent to HK$0.033) per share).

On 28 March 2019, the board of directors proposed a final dividend of RMB0.057 (equivalent to HK$0.065) per share (equivalent to approximately RMB185,124,000) for the year ended 31 December 2018 (2017: RMB0.045 (equivalent to HK$0.054) per share). The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

12. Earnings per share attributable to ordinary equity holders of the parent

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 3,208,346,677 (2017: 3,257,505,816) in issue during the year. The number of shares for the current period has been arrived at after eliminating the shares of the Company held under the share award scheme and shares repurchased.

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential ordinary shares under the share award scheme.

The calculations of basic and diluted earnings per share are based on:

	2018 RMB'000	2017 RMB'000
Earnings		
Profit attributable to ordinary equity holders of the parent	**1,303,373**	981,372

	Number of shares	
	2018	2017
Shares		
Weighted average number of shares in issue during the year	**3,208,346,677**	3,257,505,816
Effect of dilution — weighted average number of ordinary shares under the share award scheme	**13,516,328**	1,721,459
	3,221,863,005	3,259,227,275

13. Property, plant and equipment

	Land and buildings RMB'000	Machinery and equipment RMB'000	Motor vehicles RMB'000	Computer and office equipment RMB'000	Leasehold improvements RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2018							
At 1 January 2018:							
Cost	999,235	1,171,730	21,594	105,411	13,714	433,358	2,745,042
Accumulated depreciation and impairment	(180,594)	(478,000)	(10,272)	(58,668)	(7,538)	–	(735,072)
Net carrying amount	818,641	693,730	11,322	46,743	6,176	433,358	2,009,970
At 1 January 2018, net of accumulated depreciation and impairment	818,641	693,730	11,322	46,743	6,176	433,358	2,009,970
Additions	8,916	201,241	1,834	9,313	8,048	766,784	996,136
Disposals	(1,100)	(2,767)	(319)	(73)	(123)	–	(4,382)
Depreciation provided during the year	(38,463)	(111,363)	(2,322)	(11,700)	(2,441)	–	(166,289)
Transfers	121,702	220,763	–	3,272	240	(345,977)	–
Exchange realignment	853	(2,372)	3	3,182	39	–	1,705
At 31 December 2018, net of accumulated depreciation and impairment	910,549	999,232	10,518	50,737	11,939	854,165	2,837,140
At 31 December 2018:							
Cost	1,128,396	1,583,379	22,244	116,110	21,555	854,165	3,725,849
Accumulated depreciation and impairment	(217,847)	(584,147)	(11,726)	(65,373)	(9,616)	–	(888,709)
Net carrying amount	910,549	999,232	10,518	50,737	11,939	854,165	2,837,140

13. Property, plant and equipment (Continued)

	Land and buildings RMB'000	Machinery and equipment RMB'000	Motor vehicles RMB'000	Computer and office equipment RMB'000	Leasehold improvements RMB'000	Construction in progress RMB'000	Total RMB'000
31 December 2017							
At 1 January 2017:							
Cost	919,944	1,062,829	21,634	98,912	8,908	182,300	2,294,527
Accumulated depreciation and impairment	(146,412)	(383,097)	(9,524)	(50,080)	(3,675)	–	(592,788)
Net carrying amount	773,532	679,732	12,110	48,832	5,233	182,300	1,701,739
At 1 January 2017, net of accumulated depreciation and impairment	773,532	679,732	12,110	48,832	5,233	182,300	1,701,739
Additions	11,675	93,027	1,931	8,588	4,847	316,410	436,478
Disposals	(295)	(1,435)	(272)	(180)	–	–	(2,182)
Depreciation provided during the year	(32,370)	(96,128)	(2,462)	(12,033)	(3,899)	–	(146,892)
Transfers	56,102	8,628	–	622	–	(65,352)	–
Exchange realignment	9,997	9,906	15	914	(5)	–	20,827
At 31 December 2017, net of accumulated depreciation and impairment	818,641	693,730	11,322	46,743	6,176	433,358	2,009,970
At 31 December 2017:							
Cost	999,235	1,171,730	21,594	105,411	13,714	433,358	2,745,042
Accumulated depreciation and impairment	(180,594)	(478,000)	(10,272)	(58,668)	(7,538)	–	(735,072)
Net carrying amount	818,641	693,730	11,322	46,743	6,176	433,358	2,009,970

13. Property, plant and equipment (Continued)

As at 31 December 2018, the Group was applying for certificates of ownership for certain properties with a net book value of RMB1,612,000 (2017: RMB1,692,000). The directors of the Company are of the opinion that the use of the properties and the conduct of operating activities at those properties referred to above are not affected by the fact the Group had not yet obtained the relevant property title certificates. The Group is not able to assign, transfer or mortgage these assets until these certificates are obtained.

14. Prepaid land lease payments

	2018 RMB'000	2017 RMB'000
Carrying amount at 1 January	**229,704**	229,755
Additions	**—**	6,214
Recognised during the year	**(6,282)**	(6,265)
Carrying amount at 31 December	**223,422**	229,704
Current portion included in prepayments, other receivables and other assets	**(6,374)**	(6,374)
Non-current portion	**217,048**	223,330

15. Goodwill

	2018 RMB'000	2017 RMB'000
Carrying amount at 1 January	**1,036,902**	995,921
Exchange realignment	**3,977**	40,981
Carrying amount at 31 December	**1,040,879**	1,036,902

There was no impairment charge made against goodwill for the year (2017: Nil).

15. Goodwill (Continued)

Impairment testing of goodwill

Goodwill acquired through business combinations has been allocated to seven individual cash-generating units for impairment testing as follows:

(a) CMNa cash-generating unit ("CMNa unit"), which relates to CMNa, one of the Group's key products;

(b) Pharmaceutical products other than CMNa cash-generating unit ("Other products unit"), which relates to Maitongna and Lutingnuo, of which Maitongna is one of the Group's key products;

(c) Solid Success Group cash-generating unit ("SSL unit"), which relates to Lipusu and Tiandixin, of which Lipusu is one of the Group's key products;

(d) Luye Pharma (Singapore) Pte. Ltd. ("LPPL") cash-generating unit ("LPPL unit"), which relates to HypoCol;

(e) WPU cash-generating unit ("WPU unit"), which relates to Xuezhikang, one of the Group's key products;

(f) Sichuan Luye cash-generating unit ("SL unit"), which relates to Bei Xi, one of the Group's key products; and

(g) Europe cash-generating unit ("EU unit"), which relates to products of advanced transdermal drug delivery systems, one of the Group's key products.

The carrying amount of goodwill allocated to each of the cash-generating units is as follows:

	2018 **RMB'000**	2017 RMB'000
CMNa unit	**38,444**	38,444
Other products unit	**5,954**	5,954
SSL unit	**114,185**	114,185
LPPL unit	**7,353**	7,353
WPU unit	**22,276**	22,276
SL unit	**159,144**	159,144
EU unit	**693,523**	689,546
	1,040,879	1,036,902

The recoverable amounts of the cash-generating units have been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management covering a five-year period for the EU unit and other units. The pre-tax discount rates applied to cash flow projections were 11.0% (2017: 6.8%) for the EU unit and 15% (2017: 15%) for other units. The growth rates used to extrapolate the cash flows of the EU unit and other units beyond the five-year period were 1.5% (2017: 1.3%) and 3% (2017: 3%), respectively.

15. Goodwill (Continued)

Impairment testing of goodwill (Continued)

Key assumptions used in the value in use calculation

The calculation of value in use is based on assumptions of the following:

- Gross margins and operating expenses
- Discount rate
- Growth rate

Gross margins and operating expenses — Gross margins are based on the average gross margins achieved in the year immediately before the budget year and are increased over the budget period for anticipated efficiency improvements. Estimates on operating expenses reflect past experience and management's commitment to maintain them at an acceptable level.

Discount rates — the rates reflect management's estimate of the risks specific to each of the units.

Growth rates — the rates are based on published industry research.

The values assigned to the key assumptions on gross margins and operating expenses, discount rates and growth rate are consistent with management's past experience and external information sources.

16. Other intangible assets

	Trademarks RMB'000	Patents and technology know-how RMB'000	Software RMB'000	Deferred development costs RMB'000	Distribution right RMB'000	Total RMB'000
31 December 2018						
At 1 January 2018:						
Cost	41,971	1,062,020	42,662	134,859	–	1,281,512
Accumulated amortisation	(28,724)	(402,324)	(21,762)	–	–	(452,810)
Net carrying amount	13,247	659,696	20,900	134,859	–	828,702
Cost at 1 January 2018, net of accumulated amortisation	13,247	659,696	20,900	134,859	–	828,702
Additions	–	859,259	5,225	31,156	2,720,988	3,616,628
Amortisation provided during the year	(3,114)	(91,152)	(3,712)	–	(46,636)	(144,614)
Exchange realignment	–	37,293	(56)	779	106,331	144,347
At 31 December 2018	10,133	1,465,096	22,357	166,794	2,780,683	4,445,063
At 31 December 2018:						
Cost	41,971	1,955,578	45,034	166,794	2,827,813	5,037,190
Accumulated amortisation	(31,838)	(490,482)	(22,677)	–	(47,130)	(592,127)
Net carrying amount	10,133	1,465,096	22,357	166,794	2,780,683	4,445,063

16. Other intangible assets (Continued)

	Trademarks RMB'000	Patents and technology know-how RMB'000	Software RMB'000	Deferred development costs RMB'000	Total RMB'000
31 December 2017					
At 1 January 2017:					
Cost	41,971	996,444	34,858	112,214	1,185,487
Accumulated amortisation	(24,048)	(287,884)	(17,879)	—	(329,811)
Net carrying amount	17,923	708,560	16,979	112,214	855,676
Cost at 1 January 2017, net of accumulated amortisation	17,923	708,560	16,979	112,214	855,676
Additions	—	6	6,604	15,036	21,646
Amortisation provided during the year	(4,676)	(89,097)	(2,857)	—	(96,630)
Exchange realignment	—	40,227	174	7,609	48,010
At 31 December 2017	13,247	659,696	20,900	134,859	828,702
At 31 December 2017:					
Cost	41,971	1,062,020	42,662	134,859	1,281,512
Accumulated amortisation	(28,724)	(402,324)	(21,762)	—	(452,810)
Net carrying amount	13,247	659,696	20,900	134,859	828,702

17. Investment in an associate

	2018 RMB'000	2017 RMB'000
At 1 January	**6,243**	5,840
Share of profit	**904**	719
Dividend received	**(1,235)**	(352)
Foreign currency translation differences	**23**	36
At 31 December	**5,935**	6,243

17. Investment in an associate (Continued)

The Group's trade receivable balance with the associate is disclosed in note 37 to the consolidated financial statements.

Particulars of the associate are as follows:

Company	Place of incorporation and business	Nominal value of issued/ registered share capital	Percentage of ownership interest attributable to the Group	Principal activities
Steward Cross Pte. Ltd. ("Steward Cross")	Singapore	SG$620,002	36	Distribution and sale of pharmaceutical drugs

The Group's shareholdings in this associate comprise completely of equity shares held through a wholly-owned subsidiary of the Company.

The following table illustrates the financial information of the Group's associate that is not material:

	2018 RMB'000	2017 RMB'000
Share of the associate's profit for the year	897	910
Share of the associate's total comprehensive income	897	910
Carrying amount of the Group's investment in the associate	5,935	6,243

As at 31 December 2018, the unrealised profit from the related party transaction between Steward Cross and LPPL was RMB2,144,000 (2017: RMB2,164,000).

18. Equity investments designated at fair value through other comprehensive income/Available-for-sale investments

	2018 RMB'000	2017 RMB'000
Equity investments designated at fair value through other comprehensive income		
Non-current		
Listed equity investments, at fair value	2,200	–
Unlisted equity investments, at fair value	74,168	–
	76,368	–
Available-for-sale investments		
Non-current		
Listed equity investment, at fair value	–	1,394

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

The fair value of the listed equity investments is derived from quoted price in an active market.

The fair value of the unlisted equity investments which are not quoted in an active market is valued using observable inputs such as recently executed transaction prices in securities of the issuer or comparable issuers and yield curves.

19. Inventories

	2018 RMB'000	2017 RMB'000
Raw materials	211,299	200,107
Work in progress	124,314	66,076
Finished goods	249,996	154,173
	585,609	420,356

20. Trade and notes receivables

	2018 RMB'000	2017 RMB'000
Trade receivables	**1,143,778**	912,976
Notes receivable	**391,999**	499,204
	1,535,777	1,412,180
Less: Impairment of trade receivables	**(4,495)**	(960)
	1,531,282	1,411,220

The Group's trading terms with its customers are mainly on credit. The credit period is generally one month to three months, extending up to six months for major customers. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

As at 31 December 2018, notes receivable of RMB391,999,000 whose fair values approximate to their carrying values were classified as financial assets at fair value through other comprehensive income under IFRS 9. The fair value changes of these notes receivable at fair value through other comprehensive income were insignificant in 2018.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

	2018 RMB'000	2017 RMB'000
Within 3 months	**824,520**	752,445
3 to 6 months	**277,068**	133,676
6 to 12 months	**32,564**	25,206
1 to 2 years	**8,077**	338
Over 2 years	**1,549**	1,311
	1,143,778	912,976

20. Trade and notes receivables (Continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

	Individually impaired RMB'000	Collectively impaired RMB'000	Total RMB'000
At 1 January 2018	**263**	**697**	**960**
Impairment losses, net *(note 6)*	**36**	**3,510**	**3,546**
Write-off	**(36)**	**—**	**(36)**
Exchange realignment	**—**	**25**	**25**
At 31 December 2018	**263**	**4,232**	**4,495**
At 1 January 2017	411	1,419	1,830
Impairment gains, net *(note 6)*	30	(722)	(692)
Write-off	(178)	—	(178)
At 31 December 2017	263	697	960

Impairment under IFRS 9 for the year ended 31 December 2018

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2018

		Past due			
	Current	Less than 3 months	4 to 6 months	Over 6 months	Total
Expected credit loss rate	0.26%	0.00%	0.00%	10.73%	0.39%
Gross carrying amount (RMB'000)	936,762	153,568	33,839	19,609	1,143,778
Expected credit losses (RMB'000)	2,390	—	—	2,105	4,495

20. Trade and notes receivables (Continued)

Impairment under IAS 39 for the year ended 31 December 2017

The ageing analysis of the trade receivables as at 31 December 2017 that were not individually nor collectively considered to be impaired under IAS 39 is as follows:

	2017 RMB'000
Neither past due nor impaired	709,723
Less than 3 months past due	161,119
Over 3 months past due	41,174
	912,016

Trade receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

Trade receivables that were past due but not impaired related to a number of independent customers that had a good track record with the Group. Based on past experience, the directors of the Company were of the opinion that no provision for impairment under IAS 39 was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable.

As at 31 December 2018, the Group has pledged notes receivable of RMB127,372,000 (2017: RMB140,000,000) to secure intra-group notes receivable of RMB127,180,000 (2017: RMB135,000,000).

As at 31 December 2018, the Group has pledged notes receivable of RMB45,341,000 (2017: RMB14,566,000) to secure notes payable of RMB45,273,000 (2017: RMB14,566,000) (note 24).

As at 31 December 2018, the Group has pledged notes receivable of RMB2,126,000 (2017: RMB50,735,000) and intra-group notes receivable of RMB275,000,000 (2017: RMB726,500,000) to secure short-term loans of EUR15,000,000 and EUR30,000,000 (2017: EUR90,000,000 and US$23,000,000) (note 26).

The notes receivable are due within six months. Notes receivable of RMB7,722,000 and intra-group notes receivable of RMB495,000,000 were discounted as at 31 December 2018 (2017: Nil).

At 31 December 2018, the Group endorsed certain notes receivable accepted by certain banks in the PRC (the "Endorsed Notes") to certain of its suppliers in order to settle the trade and other payables due to such suppliers with a carrying amount in aggregate of RMB223,041,000 (2017: RMB115,190,000) (the "Endorsement"). The Endorsed Notes have a maturity from one to six months as at 31 December 2018. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Endorsed Notes have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement").

20. Trade and notes receivables (Continued)

In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to certain Endorsed Notes accepted by large and reputable banks with an amount of RMB188,867,000 (2017: RMB77,506,000) (the "Derecognised Notes"). Accordingly, it has derecognised the full carrying amounts of the Derecognised Notes and the associated trade payables settled by the Endorsed Notes. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognised Notes and the undiscounted cash flows to repurchase these Derecognised Notes is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group's Continuing Involvement in the Derecognised Notes are not significant.

The Group continued to recognise the full carrying amount of the remaining Endorsed Notes and the associated trade payables settled with an amount of RMB34,174,000 as at 31 December 2018 (2017: RMB37,684,000) because the directors of the Company believe that the Group has retained the substantial risks and rewards, which include default risks relating to such remaining Endorsed Notes.

During the year ended 31 December 2018, the Group has not recognised any gain or loss on the date of transfer of the Derecognised Notes. No gains or losses were recognised from the Continuing Involvement, both during the period or cumulatively. The Endorsement has been made evenly throughout the year.

21. Prepayments, other receivables and other assets

	2018 **RMB'000**	2017 RMB'000
Other receivables	**101,962**	78,869
Prepaid income tax	**34,689**	33,723
Prepaid other tax	**21,919**	41,369
Prepayments	**99,332**	48,688
	257,902	202,649
Impairment allowance	**(3,000)**	(3,000)
	254,902	199,649

The financial assets included in the above balances are non-interest-bearing, unsecured and repayable on demand

Impairment under IFRS 9 for the year ended 31 December 2018

An impairment analysis is performed at each reporting date by applying an expected credit loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions. As at 31 December 2018, the expected credit loss rate was close to zero, except default a credit impairment allowance of RMB3,000,000.

21. Prepayments, other receivables and other assets (Continued)

Impairment under IAS 39 for the year ended 31 December 2017

The ageing analysis of the prepayments, other receivables and other assets that are not individually nor collectively considered to be impaired under IAS 39 is as follows:

	2017 RMB'000
Neither past due nor impaired	199,649

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

22. Financial assets at fair value through profit or loss/Available-for-sale investments

	2018 RMB'000	2017 RMB'000
Financial assets at fair value through profit or loss		
Current		
Listed equity investments, at fair value	**40,493**	–
Investments in financial products, at fair value	**1,842,346**	–
	1,882,839	–
Non-current		
Unlisted equity investment, at fair value	**1,263**	–
Available-for-sale investments		
Current		
Investment in financial products, at fair value	**–**	1,628,796
Non-current		
Unlisted investment, at cost	**–**	500
Unlisted equity investment, at fair value	**–**	32,671
	–	33,171

22. Financial assets at fair value through profit or loss/Available-for-sale investments (Continued)

The above equity investments at 31 December 2018 were classified as financial assets at fair value through profit or loss as they were held for trading.

The investments in financial products at 31 December 2018 represented wealth management products issued by licensed financial institutions in the PRC with expected interest rates ranging from 2.32% to 5.60% per annum with a maturity period within one year. The fair values of the financial assets approximate to their costs plus expected interest. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

The fair value of the listed equity investment is derived from quoted price in an active market.

The fair value of the unlisted equity investment which are not quoted in an active market is valued using observable inputs such as recently executed transaction prices in securities of the issuer or comparable issuers and yield curves.

As at 31 December 2018, investments in financial products of RMB1,335,000,000 (2017: RMB915,000,000) were pledged to secure intra-group notes payable.

As at 31 December 2018, investments in financial products of RMB25,000,000 (2017: Nil) were pledged to secure notes payable (note 24).

As at 31 December 2017, investments in financial products of RMB197,200,000 were pledged to secure short-term loan of EUR21,000,000 (note 26).

23. Cash and cash equivalents and pledged time deposits

	2018 RMB'000	2017 RMB'000
Cash and bank balances	**1,752,983**	1,053,730
Time deposits	**2,636,532**	1,568,088
	4,389,515	2,621,818
Less:		
Pledged time deposits for letters of credit	**(11,342)**	(8,061)
Pledged time deposits for bank loans	**(841,073)**	(283,813)
Pledged time deposits for notes payable	**(557,367)**	(117,369)
Non-pledged time deposits with original maturity of over three months when acquired	**(1,306,868)**	(946,703)
Cash and cash equivalents	**1,672,865**	1,265,872
Denominated in RMB	**1,359,894**	957,398
Denominated in US$	**145,301**	221,729
Denominated in EUR	**126,632**	48,237
Denominated in other currencies	**41,038**	38,508
Cash and cash equivalents	**1,672,865**	1,265,872

The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business. The remittance of funds out of Mainland China is subject to exchange restrictions imposed by the PRC government.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between one day and twelve months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged time deposits are deposited with creditworthy banks with no recent history of default.

As at 31 December 2018, restricted cash of RMB20,341,000 (2017: RMB11,252,000) represented an account balance held at Bank of Communications Trustee Limited. The account was opened for the share award scheme of the Company, of which balance cannot be withdrawn during the valid and effective term of the share award scheme. Restricted cash of RMB8,004,000 (2017: Nil) represented an account balance held at China Minsheng Banking Corporation Limited. The account was opened for a bank loan of Luye Pharma Switzerland AG, which shall only be used for the payment of the interest, fees and principal of the loan. The borrower shall not utilise any amounts in the account without consent from the lender. The restricted cash balance is not available to finance the Group's day-to-day operations and therefore has been excluded from cash and cash equivalents for the purposes of the statement of cash flows.

23. Cash and cash equivalents and pledged time deposits (Continued)

As at 31 December 2018, time deposits of RMB841,073,000 (2017: RMB283,813,000) have been pledged to secure bank loans (note 26).

As at 31 December 2018, time deposits of RMB551,700,000 (2017: RMB114,577,000) have been pledged to secure intra-group notes payable.

As at 31 December 2018, time deposits of RMB5,667,000 (2017: RMB2,792,000) were pledged to secure notes payable (note 24).

24. Trade and notes payables

	2018 RMB'000	2017 RMB'000
Trade payables	**201,151**	87,242
Notes payable	**78,599**	17,357
	279,750	104,599

An ageing analysis of the trade and notes payables as at the end of the reporting period, based on the invoice date, is as follows:

	2018 RMB'000	2017 RMB'000
Within 3 months	**263,980**	92,299
3 to 6 months	**10,786**	8,233
6 to 12 months	**2,779**	2,123
1 to 2 years	**1,156**	1,039
Over 2 years	**1,049**	905
	279,750	104,599

The trade payables are non-interest-bearing and are normally settled on 90-day terms.

As at 31 December 2018, the Group's notes payable were secured by the Group's notes receivable with a carrying amount of RMB45,341,000 (2017: RMB14,566,000) (note 20), time deposits with a carrying amount of RMB5,667,000 (2017: RMB2,792,000) (note 23) and investments in financial products with a carrying amount of RMB25,000,000 (2017: Nil) (note 22). The maturity of the notes payable is within six months.

25. Other payables and accruals

	Notes	2018 RMB'000	2017 RMB'000
Other payables	*(a)*	**75,764**	58,349
Accrued liabilities		**183,972**	40,117
Accrued payroll		**99,705**	89,440
Contract liabilities	*(b)*	**47,783**	—
Advances from customers	*(b)*	**—**	42,399
Taxes payable other than corporate income tax		**95,078**	120,687
Payables for purchases of property, plant and equipment and other intangible assets		**330,338**	151,519
Current portion of long-term payables *(note 28)*		**1,629,143**	—
		2,461,783	502,511

Notes:

(a) *Other payables are non-interest-bearing.*

(b) *Details of contract liabilities as at 31 December 2018 and 1 January 2018 are as follows:*

	31 December 2018 RMB'000	1 January 2018 RMB'000
Short-term advances received from customers		
Sale of goods	**47,783**	42,399
Total contract liabilities	**47,783**	42,399

Contract liabilities include short-term advances received to deliver products. The increase in contract liabilities in 2018 was mainly due to the increase in short-term advances received from customers in relation to the sale of goods at the end of the year.

26. Interest-bearing loans and borrowings

2018

	Effective interest rate (%)	Maturity	RMB'000
Current			
Bank loans — secured			
RMB400,000,000 bank loan	4.35	25 April 2019	400,000
RMB100,000,000 bank loan	4.35	5 February 2019	100,000
RMB50,000,000 bank loan	5.00	15 February 2019	50,000
RMB80,000,000 bank loan	5.00	22 February 2019	80,000
RMB69,000,000 bank loan	5.00	18 January 2019	69,000
RMB81,000,000 bank loan	5.00	16 January 2019	81,000
RMB100,000,000 bank loan	5.09	25 September 2019	100,000
RMB60,000,000 bank loan	4.40	22 February 2019	60,000
RMB5,000,000 bank loan	5.01	12 June 2019	5,000
RMB70,000,000 bank loan	5.00	12 February 2019	70,000
HK$117,800,000 bank loan	1-Month HIBOR+1.50	11 March 2019	103,216
US$299,003,804 bank loan	1-Month LIBOR+1.40	26 June 2019	2,052,111
US$30,000,000 bank loan	6-Month LIBOR+1.10	5 December 2019	205,895
US$25,000,000 bank loan	1-Year LIBOR+1.35	9 July 2019	171,580
EUR21,000,000 bank loan	1-Year EURIBOR+1.35	1 August 2019	164,792
EUR30,000,000 bank loan	3-Month EURIBOR+0.70	30 October 2019	235,419
EUR26,000,000 bank loan	3-Month EURIBOR+0.70	15 May 2019	204,030
EUR23,200,000 bank loan	1-Year EURIBOR+1.50	23 April 2019	182,057
EUR22,000,000 bank loan	3-Month EURIBOR+0.70	5 March 2019	172,641
EUR15,000,000 bank loan	6-Month EURIBOR+1.45	14 May 2019	117,710
EUR8,800,000 bank loan	1-Year EURIBOR+1.50	18 April 2019	69,056
Discounted notes receivable	3.90	27 January 2019	7,722
	3.75	26 January 2019	15,000
	4.35	28 June 2019	10,000
	3.85	18 October 2019	100,000
	3.65	18 October 2019	100,000
	3.20	18 October 2019	110,000
	3.30	18 October 2019	30,000
	3.35	18 October 2019	30,000
	3.45	18 October 2019	100,000
Current portion of long term bank loans — secured			
EUR6,000,000 bank loan	3-Month EURIBOR+1.70	13 February 2019	47,084
EUR6,000,000 bank loan	3-Month EURIBOR+1.70	13 August 2019	47,084
Current portion of long term finance lease payables *(note 27)*	2.20	31 December 2019	150
			5,290,547

26. Interest-bearing loans and borrowings (Continued)

2018 (Continued)

	Effective interest rate (%)	Maturity	RMB'000
Non-current			
Bank loans — secured EUR108,000,000 bank loan	3-Month EURIBOR+1.70	14 February 2020 – 14 August 2023	847,508
Finance lease payables *(note 27)*	2.20	1 January 2020 – 30 August 2020	88
			847,596
			6,138,143

26. Interest-bearing loans and borrowings (Continued)

2017

	Effective interest rate (%)	Maturity	RMB'000
Current			
Bank loans — secured			
RMB50,000,000 bank loan	4.35	8 June 2018	50,000
RMB50,000,000 bank loan	4.35	8 June 2018	50,000
RMB250,000,000 bank loan	3.70	24 January 2018	250,000
RMB130,000,000 bank loan	4.30	19 January 2018	130,000
RMB100,000,000 bank loan	4.35	20 May 2018	100,000
RMB70,000,000 bank loan	4.30	15 January 2018	70,000
HK$100,000,000bank loan	3-Month HIBOR+0.70	2 April 2018	83,590
US$23,000,000bank loan	3.10	11 July 2018	150,287
EUR7,400,000 bank loan	0.70	16 November 2018	57,737
EUR26,000,000 bank loan	0.60	9 February 2018	202,860
EUR24,000,000 bank loan	EURIBOR+1.50	5 January 2018	187,255
EUR14,000,000 bank loan	EURIBOR+1.50	5 January 2018	109,232
EUR11,000,000 bank loan	3-Month EURIBOR+0.80	19 September 2018	85,825
EUR20,000,000 bank loan	3-Month EURIBOR+0.90	22 October 2018	156,046
EUR49,000,000 bank loan	EURIBOR+0.95	20 April 2018	382,313
EUR30,000,000 bank loan	0.25	6 August 2018	234,069
EUR20,000,000 bank loan	0.25	5 September 2018	156,046
EUR22,000,000 bank loan	1.50	18 September 2018	171,650
EUR10,000,000 bank loan	1.30	16 April 2018	78,023
EUR10,000,000 bank loan	1.30	16 October 2018	78,023
EUR10,000,000 bank loan	1.05	17 May 2018	78,023
Current portion of long term finance lease payables *(note 27)*	2.2	31 December 2018	146
			2,861,125
Non-current			
Finance lease payables *(note 27)*	2.2	1 January 2019 – 30 August 2020	232
			2,861,357

26. Interest-bearing loans and borrowings (Continued)

	2018 RMB'000	2017 RMB'000
Analysed into:		
Bank loans and other borrowings repayable:		
Within one year or on demand	**5,290,547**	2,861,125
In the second year	**141,339**	146
In the third to fifth years, inclusive	**706,257**	86
	6,138,143	2,861,357

Note:

Certain of the Group's bank loans are secured by:

(i) the pledge of certain of the Group's time deposits of RMB841,073,000 (2017: RMB283,813,000) (note 23);

(ii) the pledge of certain of the Group's notes receivable of RMB2,126,000 (2017: RMB50,735,000) (note 20);

(iii) the pledge of certain of the Group's intra-group notes receivable of RMB275,000,000 (2017: RMB726,500,000) (note 20);

(iv) the pledge of certain of the Group's financial assets at fair value through profit or loss of nil (2017: available-for-sale investments of RMB197,200,000) (note 22); and

(v) the pledge of certain of the Group's subsidiaries' shares (2017: Nil).

27. Finance lease payables

The Group has certain finance leases for motor vehicles, equipment and machinery. As at 31 December 2018, the total future minimum lease payments under finance leases and their present values were as follows:

	Minimum lease payments 2018 RMB'000	Minimum lease payments 2017 RMB'000	**Present value of minimum lease payments 2018 RMB'000**	Present value of minimum lease payments 2017 RMB'000
Amounts payable:				
Within one year	**183**	178	**150**	146
In the second year	**107**	178	**88**	146
In the third to fifth years, inclusive	**—**	105	**—**	86
Total minimum finance lease payments	**290**	461	**238**	378
Future finance charges	**(52)**	(83)		
Total net finance lease payables	**238**	378		
Portion classified as current liabilities *(note 26)*	**(150)**	(146)		
Non-current portion *(note 26)*	**88**	232		

28. Long-term payables

	2018 RMB'000
At 1 January 2017, 31 December 2017 and 1 January 2018	**—**
Consideration arose from the acquisition of other intangible assets	**1,860,278**
Amortisation of interest on discounted consideration charged to profit or loss *(note 7)*	**10,553**
Exchange realignment	**69,380**
At 31 December 2018	**1,940,211**
Less: Portion classified as current liabilities *(note 25)*	**(1,629,143)**
Non-current portion	**311,068**

28. Long-term payables (Continued)

On 7 May 2018, a subsidiary of the Company, Luye Pharma Hong Kong Limited ("Luye Hong Kong") and AstraZeneca UK Limited ("AstraZeneca") entered into an asset purchase and licence agreement, pursuant to which AstraZeneca conditionally agrees to transfer to Luye Hong Kong the know-how to manufacture or procure the manufacture of Seroquel and Seroquel XR (the "Products") and marketing authorisations of the Products and grant to Luye Hong Kong a perpetual, sub-licensable royalty-free licence to use certain trademarks, knowhow, records and regulatory information related to the Products in the territory, which covers 51 countries and regions. The purchase price for the transfer and the grant of the licence is in the aggregate sum of US$546,000,000 which will be paid in four instalments. As at 31 December 2018, the first instalment of US$260,000,000 was paid and the remaining long-term instalments of RMB311,068,000 was recorded as long-term payables.

29. Government grants

	2018 RMB'000	2017 RMB'000
At 1 January	**131,421**	178,373
Grants received during the year	**43,437**	21,375
Amount released	**(24,054)**	(68,327)
At 31 December	**150,804**	131,421
Current	**42,090**	57,833
Non-current	**108,714**	73,588
	150,804	131,421

The grants are related to the subsidies received from the government for the purpose of compensation for expenses arising from research expenses and improvement of manufacturing facilities on certain special projects. Upon completion of the related projects and having passed the final assessment of the relevant government authorities, the grants related to the expense items would be recognised as other income directly in the statement of profit or loss and the grants related to an asset would be released to the statement of profit or loss over the expected useful life of the relevant asset.

30. Deferred revenue

	2018 RMB'000	2017 RMB'000
At 1 January	**34,041**	25,668
Grants received during the year	**13,340**	13,264
Amount released	**(6,630)**	(6,480)
Exchange realignment	**156**	1,589
At 31 December	**40,907**	34,041

The deferred revenue represents the grants received from Bayer Shering Pharma AG ("BSP"). LPAG and BSP have entered into an agreement that BSP finances EUR17,000,000 for the depreciation of such production facilities of LPAG, which could manufacture special hormone products for BSP from the use of the production facilities for at least 20 years. LPAG has recognised 50% of the grants received of EUR1,700,000 per year (EUR850,000) as deferred revenue since 2013, which will be recognised in the statement of profit or loss on a straight-line basis over 20 years.

31. Deferred tax

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

	2018								
	Employee defined benefit obligation RMB'000	Accrued expenses RMB'000	Decelerated depreciation for tax purposes RMB'000	Losses available for offsetting against future taxable profits RMB'000	Impairment of inventories RMB'000	Impairment of trade and other receivables RMB'000	Government grants RMB'000	Unrealised profit from inter-company transactions RMB'000	Total deferred tax assets RMB'000
At 1 January 2018	528	16,161	8,130	1,089	332	575	18,045	49,293	94,153
Deferred tax credit/(charged) to the statement of profit or loss during the year *(note 10)*	–	7,863	(89)	3,006	302	265	3,080	(10,113)	4,314
Deferred tax charged to other comprehensive income during the year	(161)	–	–	–	–	–	–	–	(161)
Exchange realignment	3	–	143	(97)	–	–	–	–	49
At 31 December 2018	370	24,024	8,184	3,998	634	840	21,125	39,180	98,355

	2017								
	Employee defined benefit obligation RMB'000	Accrued expenses RMB'000	Decelerated depreciation for tax purposes RMB'000	Losses available for offsetting against future taxable profits RMB'000	Impairment of inventories RMB'000	Impairment of trade and other receivables RMB'000	Government grants RMB'000	Unrealised profit from inter-company transactions RMB'000	Total deferred tax assets RMB'000
At 1 January 2017	–	24,065	7,783	–	430	748	23,860	36,874	93,760
Deferred tax (charged)/credit to the statement of profit or loss during the year *(note 10)*	–	(7,904)	–	1,064	(98)	(173)	(5,815)	12,419	(507)
Deferred tax credited to other comprehensive income during the year	517	–	–	–	–	–	–	–	517
Exchange realignment	11	–	347	25	–	–	–	–	383
At 31 December 2017	528	16,161	8,130	1,089	332	575	18,045	49,293	94,153

31. Deferred tax (Continued)

Deferred tax liabilities

2018

	Withholding taxes RMB'000	Fair value adjustment on acquisition RMB'000	Accelerated depreciation and amortisation for tax purposes RMB'000	Fair value adjustments arising from financial assets at fair value through profit or loss RMB'000	Fair value adjustments arising from equity investments at fair value through other comprehensive income RMB'000	Fair value adjustments arising from available-for-sale investments RMB'000	Total deferred tax liabilities RMB'000
At 1 January 2018	–	78,145	14,337	–	–	3,963	96,445
Effect of adoption of IFRS 9	–	–	–	3,734	229	(3,963)	–
At 1 January 2018 (restated)	–	78,145	14,337	3,734	229	–	96,445
Deferred tax (credited)/charged to the statement of profit or loss during the year *(note 10)*	–	(8,031)	686	1,217	–	–	(6,128)
Deferred tax credited to other comprehensive income during the year	–	–	–	–	(229)	–	(229)
Exchange realignment	–	–	(1,090)	–	–	–	(1,090)
At 31 December 2018	–	70,114	13,933	4,951	–	–	88,998

2017

	Withholding taxes RMB'000	Fair value adjustment on acquisition RMB'000	Accelerated depreciation and amortisation for tax purposes RMB'000	Fair value adjustments arising from available-for-sale investments RMB'000	Total deferred tax liabilities RMB'000
At 1 January 2017	8,236	96,451	15,164	1,584	121,435
Deferred tax credited to the statement of profit or loss during the year *(note 10)*	(8,236)	(18,306)	(1,758)	—	(28,300)
Deferred tax charged to other comprehensive income during the year	—	—	—	2,379	2,379
Exchange realignment	—	—	931	—	931
At 31 December 2017	—	78,145	14,337	3,963	96,445

31. Deferred tax (Continued)

Deferred tax liabilities (Continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. At 31 December 2018, no deferred tax has been recognised for withholding taxes that would be payable on unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China (2017: Nil). In the opinion of the directors, these subsidiaries' fund will be retained in Mainland China for the expansion of these subsidiaries' operation, so it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB3,899,868,000 as at 31 December 2018 (2017: RMB2,764,876,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

The Group has tax losses arising in Singapore and Hong Kong of RMB87,623,000 (2017: RMB106,566,000) that are available indefinitely for offsetting against future taxable profits.

The Group has tax losses arising in Switzerland of RMB97,475,000 (2017: RMB74,224,000) that are available for offsetting against future taxable profits in seven years.

The Group has tax losses arising in USA of RMB80,311,000 (2017: RMB39,665,000) that are available for offsetting against future taxable profits in twenty years.

The Group also has tax losses arising in Mainland China of RMB23,796,000 (2017: RMB1,403,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of these losses arisen in Singapore, Hong Kong, Switzerland, USA and Mainland China as it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

32. Issued capital and treasury shares

	2018	2017
Issued and fully paid:		
3,274,965,343 (2017: 3,321,073,843) ordinary shares of US$0.02 each		
US$'000	**65,499**	66,421
RMB'000	**421,337**	427,269

A summary of movements in the Company's issued share capital, treasury shares and share premium is as follows:

	Number of shares in issue	**Issued capital** RMB'000	**Treasury shares** RMB'000	**Share premium account** RMB'000	**Total** RMB'000
At 1 January 2017, 31 December 2017 and 1 January 2018	3,321,073,843	427,269	(459,284)	2,936,817	2,904,802
Shares cancelled *(note a)*	(46,108,500)	(5,932)	178,080	(172,148)	—
Shares repurchased *(note b)*	—	—	(26,068)	—	(26,068)
Sale of shares repurchased for share award scheme	—	—	1,646	—	1,646
At 31 December 2018	3,274,965,343	421,337	(305,626)	2,764,669	2,880,380

Note:

(a) The Company cancelled 46,108,500 shares on 20 March 2018 which were repurchased in 2017 on the Hong Kong Stock Exchange.

(b) The Company purchased 5,000,000 of its shares on the Hong Kong Stock Exchange for a total consideration of HK$29,613,000 (equivalent to approximately RMB26,068,000) which was paid wholly out of retained profits in accordance with section 257 of the Hong Kong Companies Ordinance.

33. Reserves

Statutory surplus reserves

In accordance with the Company Law of the PRC, certain subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their respective statutory surplus reserves until the reserves reach 50% of their respective registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserves may be converted to increase share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

34. Partly-owned subsidiary with material non-controlling interests

Financial information of the subsidiary that has material non-controlling interests is provided below:

Percentage of equity interest held by non-controlling interests:

Name	Country of registration and operation	2018	2017
WPU	PRC/Mainland China	**30.45%**	30.45%

	2018 RMB'000	2017 RMB'000
Accumulated balances of material non-controlling interests:		
WPU	**125,616**	127,513
Profit/(loss) allocated to material non-controlling interests:		
WPU	**2,622**	(807)
Dividends paid to material non-controlling interests:		
WPU	**5,202**	5,282
Share award scheme reserve attributable to material non-controlling interests:		
WPU	**683**	144

34. Partly-owned subsidiary with material non-controlling interests (Continued)

The following tables illustrate the summarised financial information of the above subsidiary. The amounts disclosed are before any inter-company eliminations:

	2018 RMB'000	2017 RMB'000
Revenue	**275,933**	301,769
Total expenses	**(271,849)**	(273,764)
Profit for the year	**4,084**	28,005
Total comprehensive income for the year	**4,084**	28,005
Current assets	**201,855**	215,042
Non-current assets	**348,111**	351,722
Current liabilities	**(67,857)**	(69,956)
Non-current liabilities	**(15,950)**	(19,890)
Net cash flows from operating activities	**26,477**	30,466
Net cash flows used in investing activities	**(17,791)**	(21,567)
Net cash flows used in financing activities	**(17,267)**	(5,282)
Net foreign exchange differences	**196**	(104)
Net (decrease)/increase in cash and cash equivalents	**(8,385)**	3,513

As at 31 December 2018, the unrealised profit from the inter-company transaction between WPU and Luye Trading was RMB53,628,000 (2017: RMB58,154,000).

35. Operating lease arrangements

The Group leases certain of its office properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to ten years. As at 31 December 2018 and 2017, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2018 RMB'000	2017 RMB'000
Within one year	**12,215**	5,449
In the second to fifth years, inclusive	**16,789**	453
After five years	**1,408**	1,521
	30,412	7,423

36. Commitments

In addition to the operating lease commitments detailed in note 35, the Group had the following capital commitments at the end of the reporting period:

	2018 RMB'000	2017 RMB'000
Contracted, but not provided for:		
Land and buildings	**295,494**	296,467
Plant and machinery	**489,968**	275,713
Other intangible assets	**1,966,641**	—
	2,752,103	572,180

37. Related party transactions

Details of the Group's principal related parties are as follows:

Company	Relationship
Steward Cross	Associate
Shandong Boan Biological Technology Co., Ltd. ("Shandong Boan")	An entity controlled by certain directors of the Company
Yantai Lujian Real Estate Co., Ltd. ("Lujian Real Estate")	An entity controlled by a director of the Company

(a) The Group had the following transactions with related parties during the year:

	Notes	2018 RMB'000	2017 RMB'000
Sales of goods to Steward Cross	*(i)*	**6,839**	7,277
Sales of inventories to Shandong Boan	*(ii)*	**846**	2,670
Purchase of a building from Lujian Real Estate	*(iii)*	**—**	5,710
Purchase of two biological antibody products from Shandong Boan	*(iv)*	**—**	90,000

Notes:

(i) The sales to Steward Cross were made according to the published prices and conditions offered to the major customers of the Group.

(ii) The sales to Shandong Boan were made on terms equivalent to those that prevail in arm's length transactions.

(iii) The purchase from Lujian Real Estate was made on terms equivalent to those that prevail in arm's length transaction.

(iv) The consideration was determined at the price mutually agreed between the parties.

37. Related party transactions (Continued)

(b) Outstanding balances with related parties:

The Group had the following balances with its related parties:

Due from related parties

	2018 RMB'000	2017 RMB'000
Steward Cross	2,135	1,902
Shandong Boan	681	939
	2,816	2,841

(c) Compensation of key management personnel of the Group:

	2018 RMB'000	2017 RMB'000
Short-term employee benefits	18,651	16,443
Pension scheme contributions	855	834
Equity-settled share award expense	5,718	1,647
Total compensation paid to key management personnel	25,224	18,924

Further details of directors' and chief executive's remuneration are included in note 8.

38. Share award scheme

The Company adopted a share award scheme on 10 January 2017 (the "Scheme"). The purpose of the Scheme is to recognise contributions by certain employees, including any executive director of any member of the Group except for the current executive directors and to provide them with incentives in order to retain them for the continuing operation and development of the Group and to attract suitable personnel for the further development of the Group.

Subject to any early termination as may be determined by the board of directors in accordance with the rules of the Scheme, the Scheme shall be valid and effective for a term of ten years commencing on the 10 January 2017 (the "Adoption Date").

The Scheme shall be administered by the board of directors and Bank of Communications Trustee Limited (the "Trustee") in accordance with the rules of the Scheme and the trust deed in respect of the Scheme to be entered into between the Company and the Trustee (the "Trust Deed"). The decision of the board of directors with respect to any matter arising under the Scheme (including the interpretation of any provision) shall be final and binding. The Trustee will hold the Company's shares in accordance with the terms of the Trust Deed. The Trustee may not exercise the voting rights in respect of any shares held under the Trust.

38. Share award scheme (Continued)

The board of directors may from time to time cause to be paid an amount to the Trustee by way of settlement or otherwise contributed by the Company or other member of the Group as directed by the board of directors. The committee appointed and authorised by the board of directors to administer the Scheme, which shall consist of three members of the senior management of the Company to be appointed by the board of directors, may from time to time instruct the Trustee in writing to purchase shares on the Stock Exchange specifying the timing of purchase, the maximum amount of funds to be used and the range of prices within which such shares are to be purchased.

The board of directors may from time to time select any employee (excluding any employee who is resident in a place where the award of, in respect of a selected employee, such number of shares awarded by the Board (the "Awarded Shares") and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Scheme are/is not permitted under the laws or regulations of such place or where in the view of the board of directors or the Trustee of the Scheme, compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such employee) for participation in the Scheme as a selected employee and grant to such selected employee Awarded Shares in such number at a stated price at which an Awarded Share is granted to a selected employee (the "Grant Price") and on and subject to such terms and conditions determined at the discretion of the board of directors.

The board of directors is entitled to impose any conditions as it deems appropriate in its discretion with respect to the vesting of the Awarded Shares on the selected employee. Upon the vesting of the Awarded Shares, the selected employee may elect to have the Awarded Shares transferred to him or effect the sale of the Awarded Shares and receive the net proceeds from such sale. In either case, the selected employee shall pay the Company the Grant Price for the Awarded Shares.

A selected employee will not have any interest or rights (including the right to vote at general meetings of the Company or the right to receive dividends) in the Awarded Shares prior to, in respect of a selected employee, the date on which his entitlement to the Awarded Shares is vested pursuant to the terms of the Scheme (the "Vesting Date"). Prior to the Vesting Date, any award of Awarded Shares is personal to the selected employee to whom it is made and is not assignable and no selected employee may in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the Awarded Shares referable to him pursuant to such award. In the event that a selected employee has ceased to be an employee, the relevant award made to such selected employee will automatically lapse and the relevant Awarded Shares will remain part of the funds under the Trust.

The Scheme will terminate on the earlier of (i) the 10th anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the board of directors provided that such termination shall not materially and adversely affect any subsisting rights of any selected employee.

The fair value of services received in return for shares granted is measured by reference to the fair value of shares granted. The fair value of the shares granted is measured based on the general accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties.

Pursuant to share award notices issued on 15 May 2017 to those selected employees, an aggregate of 17,724,000 shares (the "2017 Awarded Shares") of the Company of US$0.02 each were granted at the consideration of HK$4 for each share and the earliest vesting date of the 2017 Awarded Shares is 15 May 2020. There is no other performance target required except the eligible participant remains as an employee of the Group during the vesting period and meets the expectation of the Company on daily performance.

38. Share award scheme (Continued)

Pursuant to share award notices issued on 15 May 2018 to those selected employees, an aggregate of 20,098,000 shares (the "2018 Awarded Shares") of the Company of US$0.02 each were granted at the consideration of HK$4 for each share and the earliest vesting date of the 2018 Awarded Shares is 15 May 2021. There is no other performance target required except the eligible participant remains as an employee of the Group during the vesting period and meets the expectation of the Company on daily performance.

The following awarded shares were outstanding under the Scheme during the period:

	Number of shares held for the Scheme	**Number of awarded shares**
At 1 January 2018	**48,194,500**	**17,724,000**
Disposal	**(420,000)**	**—**
Granted on 15 May 2018	**(20,098,000)**	**20,098,000**
At 31 December 2018	**27,676,500**	**37,822,000**
Exercisable as at 31 December 2018	**—**	**—**

	Number of shares held for the Scheme	Number of awarded shares
At 1 January 2017	—	—
Purchased and withheld	65,918,500	—
Granted on 15 May 2017	(17,724,000)	17,724,000
At 31 December 2017	48,194,500	17,724,000
Exercisable as at 31 December 2017	—	—

The fair value of the shares granted during the year was HK$129,230,000 (HK$6.43 each), and the Group recognised a share award expense of RMB31,339,000 during the year ended 31 December 2018 (2017: RMB6,251,000). Out of the share award expense, an amount of RMB1,366,000 was included in the directors' remuneration (2017: RMB600,000).

38. Share award scheme (Continued)

The fair value of the shares granted during the year was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the shares were awarded. The following table lists the inputs to the model used:

	2018	2017
Dividend yield (%)	1.14	0.00
Expected volatility (%)	38.74	38.64
Risk-free interest rate (%)	2.13	1.41
Forfeiture rate (%)	2.4	17

No other feature of the shares granted was incorporated into the measurement of fair value.

39. Pension plan

The Group has a defined benefit pension plan in Switzerland. The pension plan grants disability and death benefits which are defined as projected savings capital without interest but including future savings contribution. This projected savings capital is converted in disability or death benefits. In the event that an employee leaves his employment with the Group prior to reaching a pensionable age, the cumulative balance of the savings account is withdrawn from the pension plan and invested into the pension plan of the employee's new employer. The assets of the funded plan are held independently of those of the Group, being managed through a central trust fund. The plan is valued by a qualified actuary annually using the projected unit credit method.

39. Pension plan (Continued)

The movements in the defined benefit obligation and fair value of plan assets during the year are as follows:

	Defined benefit obligation RMB'000	Fair value of plan assets RMB'000	Benefit liability RMB'000
At 1 January 2018	(17,280)	11,899	(5,381)
Pension cost charged to profit or loss			
Service cost	(1,665)	–	(1,665)
Net interest expense	(139)	56	(83)
	(1,804)	56	(1,748)
Remeasurement gains/(losses) in other comprehensive income			
Return on plan assets (excluding amounts included in net interest expense)	–	(21)	(21)
Actuarial changes arising from plan experience	1,230	–	1,230
Actuarial changes arising from financial assumptions	361	–	361
	1,591	(21)	1,570
Contributions by employer	–	1,155	1,155
Contributions by employee	(771)	771	–
Benefits paid	6,456	(6,456)	–
Exchange differences	(567)	403	(164)
At 31 December 2018	(12,375)	7,807	(4,568)

39. Pension plan (Continued)

The movements in the defined benefit obligation and fair value of plan assets during the year are as follows: (Continued)

	Defined benefit obligation RMB'000	Fair value of plan assets RMB'000	Benefit liability RMB'000
At 1 January 2017	—	—	—
Pension cost charged to profit or loss			
Service cost	(1,097)	—	(1,097)
	(1,097)	—	(1,097)
Remeasurement gains/(losses) in other comprehensive income			
Return on plan assets	—	53	53
Actuarial changes arising from plan experience	(5,255)	—	(5,255)
Actuarial changes arising from financial assumptions	166	—	166
	(5,089)	53	(5,036)
Contributions by employer	—	760	760
Contributions by employee	(538)	538	—
Benefits paid	(10,530)	10,530	—
Exchange differences	(26)	18	(8)
At 31 December 2017	(17,280)	11,899	(5,381)

The fair value of plan assets is as follows:

	2018 RMB'000	2017 RMB'000
Savings capital	**7,807**	11,899

39. Pension plan (Continued)

The principal assumptions used in determining benefit obligations for the Group's plan are shown below:

	2018	2017
Discount rate	0.90%	0.75%
Salary increase	1.50%	1.50%
Pension increase	0.00%	0.00%

A quantitative sensitivity analysis for significant assumptions as at 31 December is shown below:

	Impact on defined benefit obligation	
	2018 RMB'000	2017 RMB'000
Discount rate:		
0.25% increase	(584)	(791)
0.25% decrease	625	850
Salary increase:		
0.25% increase	97	126
0.25% decrease	(97)	(126)
Pension increase:		
0.25% increase	313	438
0.25% decrease	—	—

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligations to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been used for calculating the defined benefit obligations recognised in the consolidated statement of financial position.

The following payments are expected contributions to the defined benefit plan in future years:

	2018 RMB'000	2017 RMB'000
Less than 1 year	—	—
Between 1 and 5 years	—	—
Over 5 years	4,568	5,381
	4,568	5,381

40. Notes to the consolidated statement of cash flows

Changes in liabilities arising from financing activities

	Bank and other loans RMB'000	Finance lease payables RMB'000
At 1 January 2018	**2,860,979**	**378**
Changes from financing cash flows	**3,276,926**	**(140)**
At 31 December 2018	**6,137,905**	**238**
At 1 January 2017	1,623,597	516
Changes from financing cash flows	1,237,382	(138)
At 31 December 2017	2,860,979	378

41. Financial instruments by category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2018

Financial assets

	Financial assets at fair value through profit or loss RMB'000	Financial assets at fair value through other comprehensive income RMB'000	Financial assets at amortised cost RMB'000	Total RMB'000
Equity investments designated at fair value through other comprehensive income	–	76,368	–	76,368
Notes receivable	–	391,999	–	391,999
Trade receivable	–	–	1,139,283	1,139,283
Financial assets included in prepayments, other receivables and other assets	–	–	98,962	98,962
Financial assets at fair value through profit or loss	1,884,102	–	–	1,884,102
Cash and cash equivalents	–	–	1,672,865	1,672,865
Time deposits with original maturity of over three months	–	–	1,306,868	1,306,868
Pledged time deposits	–	–	1,409,782	1,409,782
Restricted cash	–	–	28,345	28,345
Due from related parties	–	–	2,816	2,816
	1,884,102	468,367	5,658,921	8,011,390

41. Financial instruments by category (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

2018 (Continued)

Financial liabilities

	Financial liabilities at amortised cost RMB'000	Total RMB'000
Trade and notes payables	**279,750**	**288,054**
Financial liabilities included in other payables and accruals	**2,219,217**	**2,219,217**
Long-term payables	**311,068**	**311,068**
Interest-bearing loans and borrowings	**6,138,143**	**6,138,143**
	8,948,178	**8,956,482**

2017

Financial assets

	Loans and receivables RMB'000	Available-for-sale financial assets RMB'000	Total RMB'000
Available-for-sale investments	—	1,663,361	1,663,361
Trade and notes receivables	1,411,220	—	1,411,220
Financial assets included in prepayments, other receivables and other assets	78,869	—	78,869
Cash and cash equivalents	1,265,872	—	1,265,872
Time deposits with original maturity of over three months	946,703	—	946,703
Pledged time deposits	409,243	—	409,243
Restricted cash	11,252	—	11,252
Due from related parties	2,841	—	2,841
	4,126,000	1,663,361	5,789,361

41. Financial instruments by category (Continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (Continued)

2017 (Continued)

Financial liabilities

	Financial liabilities at amortised cost RMB'000	Total RMB'000
Trade and notes payables	104,599	104,599
Financial liabilities included in other payables and accruals	249,985	249,985
Interest-bearing loans and borrowings	2,861,357	2,861,357
	3,215,941	3,215,941

Fair value

The fair value of a financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

Financial instruments carried at fair value

During the reporting period, the Group has carried all investment securities and notes receivable that are classified as financial assets at fair value through other comprehensive income and fair value through profit or loss as required by IFRS 9 (notes 18, 20 and 22).

42. Fair value and fair value hierarchy of financial instruments

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2018

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Equity investments designated at fair value through other comprehensive income	2,200	74,168	—	76,368
Notes receivable	—	391,999	—	391,999
Financial assets at fair value through profit or loss	40,493	1,843,609	—	1,884,102
	42,693	2,309,776	—	2,352,469

As at 31 December 2017

	Fair value measurement using			
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	Total RMB'000
Available-for-sale investments:				
Equity investment	1,394	32,671	—	34,065
Financial assets at fair value through profit or loss	—	1,628,796	—	1,628,796
	1,394	1,661,467	—	1,662,861

During the year, the unlisted equity investment of RMB40,493,000 was transferred out of level 2 to level 1 due to the listing of the ordinary shares of such investment which are actively traded since 24 May 2018 (2017: Nil).

The Group did not have any financial liabilities measured at fair value as at 31 December 2018 (2017: Nil).

42. Fair value and fair value hierarchy of financial instruments (Continued)

Financial instruments whose carrying amounts approximate to their fair values

Management has determined that the carrying amounts of cash and cash equivalents, pledged time deposits, restricted cash, trade receivables, other receivables and other assets, amounts due from/to related parties, trade and notes payables, other payables and short-term interest-bearing loans and borrowings, based on their notional amounts, reasonably approximate to their fair values because these financial instruments are mostly short term in nature. The carrying amounts of long-term interest-bearing loans and borrowings, which incur interest at floating interest rate, also approximate to their fair values as the interest rate is periodically adjusted to market rate. The fair values of the long-term payables have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted equity investments designated at fair value through other comprehensive income are based on recently executed transaction prices in securities of the issuer. The fair value of the unlisted equity investment at fair value through profit or loss, which was previously classified as available-for-sale equity investment, has been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires the management to determine comparable public companies (peers) based on industry, size, leverage and strategy, and calculates an appropriate price multiple, which is price to book value ("P/B") multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by a book value measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to measure the fair value of the unlisted equity investment. The management believes that the estimated fair value resulting from the valuation technique, which is recorded in the consolidated statement of financial position, and the related change in fair values, which is recorded in profit and loss, are reasonable, and that it was the most appropriate value at the end of the reporting period.

The Group invests in unlisted investments, which represent wealth management products issued by banks in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The fair values of the notes receivable classified as debt investments at fair value through other comprehensive income as at 31 December 2018 have been calculated by discounting the expected future cash flows, which are the par values of the notes receivable. In addition, the notes receivable will mature within one year, thus their fair values approximate to their carrying values.

43. Financial risk management objectives and policies

The Group's principal financial instruments comprise interest-bearing loans and borrowings and cash and time deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

43. Financial risk management objectives and policies (Continued)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing loans and borrowings with floating interest rates.

The Group's policy is to manage interest cost using a mix of fixed and floating rate debts.

The following table demonstrates the sensitivity to a reasonably possible change in the RMB, EUR, HK$ and US$ interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity.

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax RMB'000	Increase/ (decrease) in equity RMB'000
2018			
RMB	**50**	**–**	**–**
RMB	**(50)**	**–**	**–**
EUR	**50**	**(299)**	**(299)**
EUR	**(50)**	**299**	**299**
HK$	**50**	**(13)**	**(13)**
HK$	**(50)**	**13**	**13**
US$	**50**	**(474)**	**(474)**
US$	**(50)**	**474**	**474**
2017			
RMB	50	–	–
RMB	(50)	–	–
EUR	50	(33)	(33)
EUR	(50)	33	33
HK$	50	(1)	(1)
HK$	(50)	1	1

43. Financial risk management objectives and policies (Continued)

Foreign currency risk

Foreign currency risk is the risk of loss resulting from changes in foreign currency exchange rates. Fluctuations in exchange rates between RMB and other currencies in which the Group conducts business may affect the Group's financial condition and results of operations. The Group seeks to limit its exposure to foreign currency risk by minimising its net foreign currency position.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in foreign currency exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity.

	Increase/ (decrease) in rate of foreign currency %	Increase/ (decrease) in profit before tax RMB'000	Increase/ (decrease) in equity RMB'000
2018			
If RMB weakens against US$	**5**	**43**	**29**
If RMB strengthens against US$	**(5)**	**(43)**	**(29)**
If US$ weakens against SG$	**5**	**1,130**	**1,130**
If US$ strengthens against SG$	**(5)**	**(1,130)**	**(1,130)**
If US$ weakens against HK$	**5**	**195,931**	**195,931**
If US$ strengthens against HK$	**(5)**	**(195,931)**	**(195,931)**
If HK$ weakens against SG$	**5**	**4**	**4**
If HK$ strengthens against SG$	**(5)**	**(4)**	**(4)**
If US$ weakens against EUR	**5**	**(24,830)**	**(24,830)**
If US$ strengthens against EUR	**(5)**	**24,830**	**24,830**
2017			
If RMB weakens against US$	5	106	90
If RMB strengthens against US$	(5)	(106)	(90)
If US$ weakens against SG$	5	(168)	(168)
If US$ strengthens against SG$	(5)	168	168
If US$ weakens against HK$	5	(2,391)	(2,391)
If US$ strengthens against HK$	(5)	2,391	2,391
If HK$ weakens against SG$	5	4	4
If HK$ strengthens against SG$	(5)	(4)	(4)
If US$ weakens against EUR	5	(90,967)	(90,967)
If US$ strengthens against EUR	(5)	90,967	90,967

43. Financial risk management objectives and policies (Continued)

Credit risk

The Group trades mainly with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an on-going basis. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of senior management.

Maximum exposure and year-end staging as at 31 December 2018

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2018.

	12-month ECLs	Lifetime ECLs			
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	RMB'000
Trade receivables*	—	—	—	1,139,283	1,139,283
Notes receivable	391,999	—	—	—	391,999
Financial assets included in prepayments, other receivables and other assets					
— Normal**	98,962	—	—	—	98,962
Due from related parties					
— Normal**	2,816	—	—	—	2,816
Restricted cash					
— Not yet past due	28,345	—	—	—	28,345
Pledged time deposits					
— Not yet past due	1,409,782	—	—	—	1,409,782
Time deposits with original maturity of over three months					
— Not yet past due	1,306,868	—	—	—	1,306,868
Cash and cash equivalents					
— Not yet past due	1,672,865	—	—	—	1,672,865
	4,911,637	—	—	1,139,283	6,050,920

* *For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 20 to the financial statements.*

** *The credit quality of the financial assets included in prepayments, other receivables and other assets and due from related parties is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".*

43. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Maximum exposure as at 31 December 2017

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, pledged time deposits, available-for-sale financial assets, other receivables and amounts due from related parties, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty and by geographical region. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different regions.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and other receivables are disclosed in notes 20 and 21 to the consolidated financial statements.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial investments and financial assets (e.g., trade receivables and other financial assets) and projected cash flows from operations.

The Group maintains a balance between continuity of funding and flexibility through the use of interest-bearing loans and borrowings.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on contractual undiscounted payments, is as follows:

31 December 2018

	On demand RMB'000	Less than 3 months RMB'000	3 to 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Interest-bearing loans and borrowings	–	900,099	4,486,827	883,359	–	6,270,285
Trade and notes payables	15,770	238,023	25,957	–	–	279,750
Financial liabilities included in other payables and accruals	319,192	270,882	1,629,143	–	–	2,219,217
Long-term payables	–	–	–	311,068	–	311,068
	334,962	1,409,004	6,141,927	1,194,427	–	9,080,320

43. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

31 December 2017

	On demand RMB'000	Less than 3 months RMB'000	3 to 12 months RMB'000	1 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
Interest-bearing loans and borrowings	—	959,337	1,929,405	283	—	2,889,025
Trade and notes payables	12,590	74,652	17,357	—	—	104,599
Financial liabilities included in other payables and accruals	114,007	135,978	—	—	—	249,985
	126,597	1,169,967	1,946,762	283	—	3,243,609

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going-concern and to maintain a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2018 and 31 December 2017.

43. Financial risk management objectives and policies (Continued)

Capital management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes interest-bearing loans and borrowings, trade and notes payables and other payables and accruals, less cash and cash equivalents, time deposits with original maturity of over three months, pledged time deposits and restricted cash. Capital represents equity attributable to the owners of the parent less net unrealised gain reserves. The gearing ratios as at the end of the reporting periods were as follows:

	2018 RMB'000	2017 RMB'000
Interest-bearing loans and borrowings	**6,138,143**	2,861,357
Trade and notes payables	**279,750**	104,599
Other payables and accruals	**2,461,783**	502,511
Less: Cash and cash equivalents	**(1,672,865)**	(1,265,872)
Time deposits with original maturity of over three months	**(1,306,868)**	(946,703)
Pledged time deposits	**(1,409,782)**	(409,243)
Restricted cash	**(28,345)**	(11,252)
Net debt	**4,461,816**	835,397
Equity attributable to owners of the parent	**7,808,413**	6,768,403
Less: Net fair value/unrealised gain reserves	**(5,955)**	(12,340)
Adjusted capital	**7,802,458**	6,756,063
Capital and net debt	**12,264,274**	7,591,460
Gearing ratio	**36%**	11%

44. Event after the reporting period

On 15 January 2019, certain members of the Group entered into an agreement (the "Agreement") with AstraZeneca, pursuant to which, AstraZeneca is granted the right to promote the Group's Xuezhikang capsules in the Mainland China.

Under the Agreement, AstraZeneca is responsible for the promotion of Xuezhikang capsules in the mainland China on an exclusive basis, while the Group continues to hold rights, such as asset rights, the right to sell, registration permit, all intellectual property rights and other rights other than the promotion of the products. Both parties agreed that the sales of Xuezhikang capsule in the mainland China shall be maintained at a double digits compound annual growth rate in the next ten years, significantly higher than the average growth rate of the market for the treatment of hypercholesterolaemia in Mainland China. Under the Agreement, the parties agreed to discuss potential registration and commercialisation opportunities of Xuezhikang capsules in other markets around the world (including but not limited to the United States, Europe and other emerging markets) and to explore opportunities for closer ties of cooperation to enhance each other's future business development.

45. Statement of financial position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2018 RMB'000	2017 RMB'000
NON-CURRENT ASSETS		
Investments in subsidiaries	**44,058**	15,990
Available-for-sale investments	**—**	32,671
Total non-current assets	**44,058**	48,661
CURRENT ASSETS		
Due from subsidiaries	**4,806,763**	5,851,572
Financial assets at fair value through profit or loss	**40,493**	—
Prepayments, other receivables and other assets	**14,697**	874,969
Restricted cash	**20,341**	11,252
Cash and cash equivalents	**159,662**	211,660
Total current assets	**5,041,956**	6,949,453
CURRENT LIABILITIES		
Interest-bearing loans and borrowings	**1,053,545**	2,127,389
Due to subsidiaries	**779,637**	1,380,052
Tax payable	**—**	323
Other payables and accruals	**16,184**	2,592
Total current liabilities	**1,849,366**	3,510,356
NET CURRENT ASSETS	**3,192,590**	3,439,097
TOTAL ASSETS LESS CURRENT LIABILITIES	**3,236,648**	3,487,758
Net assets	**3,236,648**	3,487,758
EQUITY		
Issued capital	**421,337**	427,269
Treasury shares	**(305,626)**	(459,284)
Share premium *(note)*	**2,764,669**	2,936,817
Reserves *(note)*	**356,268**	582,956
Total equity	**3,236,648**	3,487,758

45. Statement of financial position of the Company (Continued)

Note:

A summary of the Company's share premium account and reserves is as follows:

	Share premium account RMB'000	Share award scheme reserve RMB'000	Retained earnings RMB'000	Foreign currency translation reserves RMB'000	Total RMB'000
At 1 January 2017	2,936,817	—	(55,301)	277,389	3,158,905
Profit for the year	—	—	771,933	—	771,933
Other comprehensive income for the year:					
Currency realignment	—	—	—	(204,687)	(204,687)
Total comprehensive income for the year	—	—	771,933	(204,687)	567,246
Equity-settled share award scheme	—	6,251	—	—	6,251
Final 2016 dividend	—	—	(116,285)	—	(116,285)
Interim 2017 dividend	—	—	(96,344)	—	(96,344)
At 31 December 2017	2,936,817	6,251	504,003	72,702	3,519,773
At 31 December 2017 and 1 January 2018	2,936,817	6,251	504,003	72,702	3,519,773
Profit for the year	—	—	(136,519)	—	(136,519)
Other comprehensive income for the year:					
Currency realignment	—	—	—	168,211	168,211
Total comprehensive income for the year	—	—	(136,519)	168,211	31,692
Cancellation of treasury shares	(172,148)	—	—	—	(172,148)
Equity-settled share award scheme	—	31,339	—	—	31,339
Final 2017 dividend	—	—	(148,999)	—	(148,999)
Interim 2018 dividend	—	—	(140,720)	—	(140,720)
At 31 December 2018	2,764,669	37,590	77,765	240,913	3,120,937

46. Approval of the consolidated financial statements

The consolidated financial statements were approved and authorised for issue by the board of directors on 28 March 2019.

Luye Pharma Group Ltd.

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