荣昌生物
RemeGen

# 榮昌生物製藥(煙台)股份有限公司
# RemeGen Co., Ltd.*

(A joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 9995




# 2023
# ANNUAL REPORT

*For identification purpose only

# CONTENTS



# CORPORATE INFORMATION

## EXECUTIVE DIRECTORS

Mr. Wang Weidong (王威東) *(Chairman)*
Dr. Fang Jianmin (房健民)
Dr. He Ruyi (何如意)
Mr. Lin Jian (林健)

## NON-EXECUTIVE DIRECTORS

Dr. Wang Liqiang (王荔強)
Dr. Su Xiaodi (蘇曉迪)

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Hao Xianjing (郝先經)
Dr. Ma Lan (馬蘭)
Mr. Chen Yunjin (陳雲金)

## SUPERVISORS

Mr. Ren Guangke (任廣科) *(Chairman)*
Mr. Li Yupeng (李宇鵬)
Mr. Li Zhuanglin (李壯林)

## AUDIT COMMITTEE

Mr. Hao Xianjing (郝先經) *(Chairman)*
Dr. Wang Liqiang (王荔強)
Mr. Chen Yunjin (陳雲金)

## REMUNERATION AND APPRAISAL COMMITTEE

Mr. Chen Yunjin (陳雲金) *(Chairman)*
Mr. Hao Xianjing (郝先經)
Mr. Lin Jian (林健)

## NOMINATION COMMITTEE

Dr. Ma Lan (馬蘭) *(Chairman)*
Mr. Wang Weidong (王威東)
Mr. Hao Xianjing (郝先經)

## STRATEGY COMMITTEE

Dr. Fang Jianmin (房健民) *(Chairman)*
Mr. Wang Weidong (王威東)
Dr. He Ruyi (何如意)
Dr. Wang Liqiang (王荔強)
Dr. Su Xiaodi (蘇曉迪)
Dr. Ma Lan (馬蘭)

## JOINT COMPANY SECRETARIES

Mr. Tong Shaojing (童少靖)
*(appointment effective from September 28, 2023)*
Ms. Tam Pak Yu, Vivien (譚栢如)
Mr. Li Jia (李嘉)
*(resignation effective from September 4, 2023)*

## AUTHORIZED REPRESENTATIVES

Dr. Fang Jianmin (房健民)
Ms. Tam Pak Yu, Vivien (譚栢如)

## AUDITOR

**Ernst & Young**
*Registered Public Interest Entity Auditor*
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

## LEGAL ADVISERS

*As to Hong Kong law:*
**O'Melveny & Myers**
31st Floor, AIA Central
1 Connaught Road Central
Hong Kong

*As to PRC law:*
**King & Wood Mallesons**
18th Floor, East Tower
World Financial Center
1 Dongsanhuan Zhonglu
Chaoyang District
Beijing 100020

# CORPORATE INFORMATION

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

58 Middle Beijing Road
Yantai Development Zone
Yantai Area of Shandong Pilot Free Trade Zone
PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

## PRINCIPAL BANKERS

**China Construction Bank Yantai Development branch**
77 Changjiang Road
Yantai Economic and Technological Development Area
Yantai, Shandong Province
PRC

**Yantai Bank Development Zone branch**
161 Changjiang Road
Yantai Economic and Technological Development Area
Yantai, Shandong Province
PRC

**Qingdao Bank Yantai Development Zone Technological branch**
108 Hengda • Haixin Garden
Yantai Economic and Technological Development Area
Yantai, Shandong Province
PRC

## H SHARE REGISTRAR AND TRANSFER OFFICE

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

## STOCK CODES

Stock code of H Shares: 9995
Stock code of A Shares: 688331

## COMPANY WEBSITE

www.remegen.com

# CHAIRMAN'S STATEMENT

Dear Shareholders,

Thank you for your continuous support to RemeGen. On behalf of the Board, I am pleased to present the annual report of the Company for the year ended December 31, 2023.

RemeGen, a biopharmaceutical company which integrates R&D, manufacturing and commercialization capabilities, is committed to the discovery, development and commercialization of innovative and differentiated biologic drugs for the treatment of autoimmune, oncology and ophthalmology diseases. Since our inception in 2008, we have built fully-integrated, end-to-end therapeutics development capabilities encompassing all the key biologic drug development functionalities. Our goal has always been to address the unmet medical needs of patients in China and globally.

In 2023, we were delighted to see the significant growth in domestic sales of our two products.

Telitacicept for the treatment of systemic lupus erythematosus (SLE) indications was added to the National Reimbursement Drug List (NRDL) in December 2021 and was successfully renewed at the end of 2023. As of December 31, 2023, the commercialization team for autoimmune diseases had more than 700 professionals covering over 2,300 hospitals in China. In 2023, the sales of telitacicept grew rapidly as a result of its clinical superiority and the inclusion in the NRDL. In 2024, we will continue to increase our market coverage and market penetration.

Furthermore, we have made significant progress in clinical expansion for other indications of telitacicept. In 2023, we initiated three Phase III clinical studies in China for IgA nephropathy, Sjögren's syndrome and myasthenia gravis, and completed enrollment in Phase III clinical trial for myasthenia gravis at the end of the year.

In December 2021, disitamab vedotin for injection for the treatment of locally advanced or metastatic gastric cancer (including gastroesophageal junction carcinoma) (GC) indications was included in the NRDL. At the end of 2022, disitamab vedotin for injection for the treatment of HER2 expressing locally advanced or metastatic urothelial carcinoma (UC) indications was also included in the NRDL. At the end of 2023, the above two indications were successfully renewed. As of December 31, 2023, the commercialization team for oncology had more than 600 professionals, covering over 2,000 hospitals in China. In 2023, the sales of disitamab vedotin grew rapidly as a result of its clinical superiority and the inclusion in the NRDL. In 2024, we will continue to work diligently to increase market penetration.

# CHAIRMAN'S STATEMENT

Moreover, we have also made good progress in the clinical development for other indications of disitamab vedotin. The Company's two current clinical studies in China, namely Phase III clinical study on the first-line treatment of patients with HER2 expressing urothelial cancer in combination with disitamab vedotin and Phase II clinical study on the treatment of patients with HER2 expressing muscle invasive bladder cancer in combination with disitamab vedotin as a neoadjuvant therapy, are going smoothly. We are also conducting a Phase II clinical study on the first-line treatment of patients with HER2 expressing perioperative gastric cancer in combination with disitamab vedotin. Disitamab vedotin has achieved positive results in the treatment of patients with HER2 expressing cervical cancer, and the related Phase II clinical study has been orally presented at European Society of Gynaecological Oncology 2024. Ex-China, the Company is working closely with its partners Pfizer/Seagen to actively propell the international clinical trials.

In addition to the above two commercialized products, the Company also has a number of molecules (including ADCs, mAbs, bispecific antibodies, etc.) that are being developed at different clinical stages in an orderly manner. Among them, RC88 (mesothelin ADC) has the potential to become our next first-in-class product.

In 2023, we made great achievements despite macro and industry challenges. Looking ahead to 2024, we are confident that we can maintain a strong momentum both in domestic and overseas markets. With our established competitive advantage, we aim to develop more first-in-class and best-in-class products to help patients with unmet medical needs and deliver great returns to our Shareholders.

**RemeGen Co., Ltd.**
**Mr. Wang Weidong**
*Chairman and Executive Director*

March 27, 2024

# MANAGEMENT DISCUSSION AND ANALYSIS

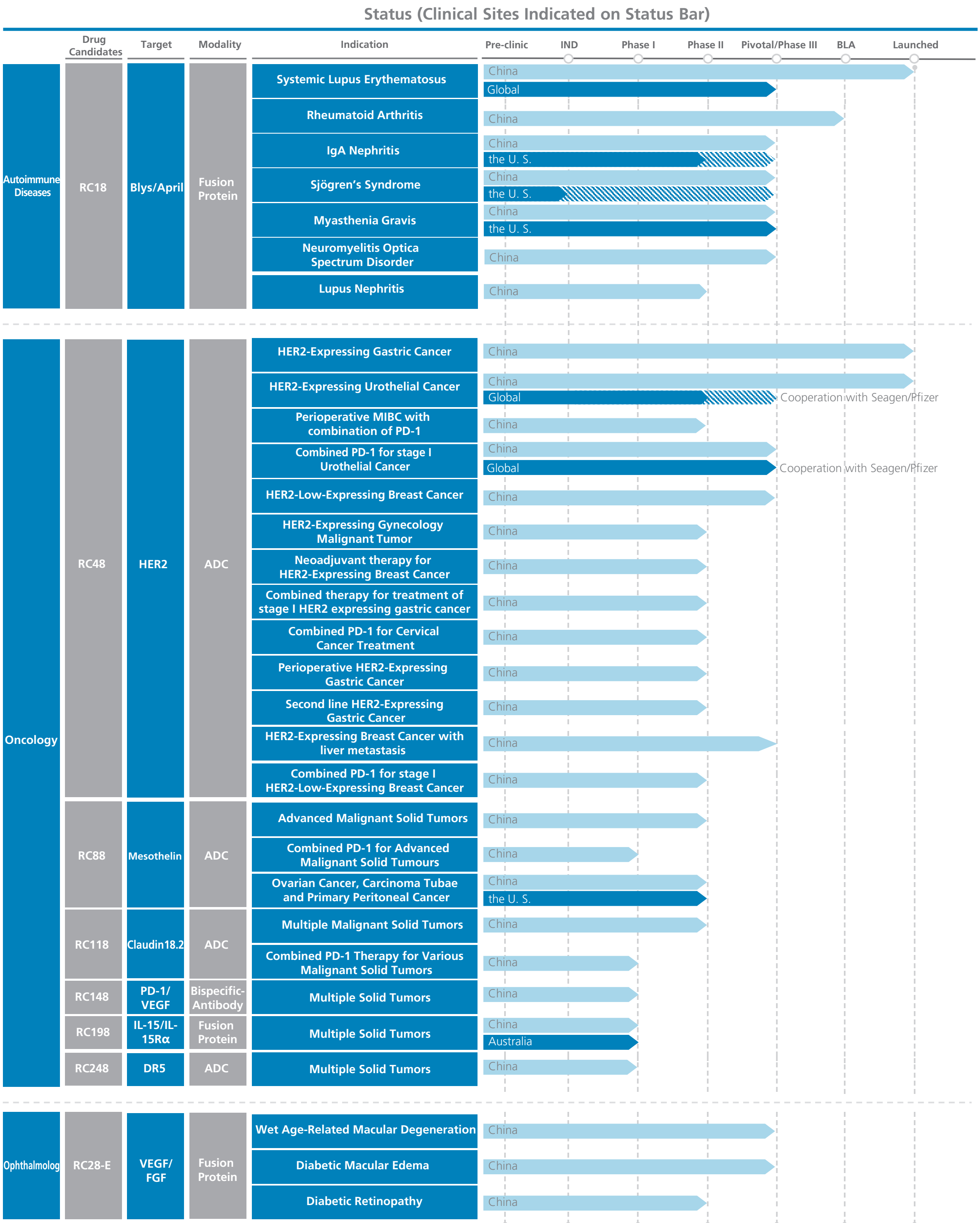
## OVERVIEW

We are a fully-integrated biopharmaceutical company committed to the discovery, development and commercialization of innovative and differentiated biologics for the treatment of autoimmune, oncology and ophthalmic diseases with unmet medical needs in China and globally. Our vision is to become a leading player in the global biopharmaceutical industry. We are one of the few Chinese biotechnology enterprises that have commercialised two products. Since our inception in 2008, we have been dedicated to the research and development of biologics with novel targets, innovative design and breakthrough potential to address global unmet clinical needs. Through more than ten years of efforts, we have built fully-integrated, end-to-end therapeutics development capabilities encompassing all the key biologic drug development functionalities, including discovery, preclinical pharmacology, process and quality development, clinical development, and manufacturing in compliance with global good manufacturing practice (GMP). Leveraging our strong research and development platforms, we have discovered and developed a robust pipeline of more than ten drug candidates. Among our drug candidates, several are in clinical development stage targeting extensive indications. Our two commercialized drugs, telitacicept (RC18, brand name: 泰爱®) and disitamab vedotin (RC48, brand name: 爱地希®), are in clinical trials targeting over 20 indications in China and the United States.

# MANAGEMENT DISCUSSION AND ANALYSIS

## PRODUCT PIPELINE

The following chart illustrates our pipeline and summarises the development status of our clinical-stage drug candidates as of December 31, 2023:



# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

For the year ended December 31, 2023 and up to the date of this annual report, the Company has made the following significant progress:

### Telitacicept (RC18, brand name: 泰爱®)

– Telitacicept is our proprietary novel fusion protein for treating autoimmune diseases. It is constructed with the extracellular domain of the human transmembrane activator and calcium modulator and cyclophilin ligand interactor (TACI) receptor and the fragment crystallizable (Fc) domain of human immunoglobulin G (IgG). Telitacicept targets and acts on two cell-signaling molecules critical for B-lymphocyte development: B-cell lymphocyte stimulator (BLyS) and a proliferation inducing ligand (APRIL), which allows it to effectively reduce B-cell mediated autoimmune responses that are implicated in several autoimmune diseases.

– We are currently evaluating telitacicept in late-stage clinical trials to explore its potential in treating various autoimmune diseases that are with significant unmet medical needs.

o *Systemic Lupus Erythematosus (SLE)*

- *China:* We have initiated a Phase III confirmatory clinical trial in China in July 2019. We completed the trial in the third quarter of 2022 and obtained positive results. The results of the relevant clinical study were presented at the American College of Rheumatology (ACR) 2022 Annual Meeting. The supplemental information of new drug application submitted by the Company was accepted by the NMPA in early 2023 and granted full marketing approval by the NMPA in November 2023. In January 2022, telitacicept was included in the NRDL and was successfully renewed by the end of 2023. In December 2023, the results of the pivotal Phase IIb clinical study for this indication were published in the Annals of The Rheumatic Diseases, ARD, a journal with the highest impact factor in rheumatology.

- *Global:* We initiated the international, multi-centre Phase III clinical study in the United States in the first half of 2022 and received approvals from the European Union and CDE in September 2022 respectively.

o *Rheumatoid Arthritis (RA)*

We have completed a multi-centre, double-blind, placebo-controlled Phase III clinical trial in China. We received positive results from this trial in the second quarter of 2023 and submitted BLA to NMPA in August 2023 and presented the data at the ACR in November 2023.

This clinical trial was designed to evaluate the efficacy and safety of 160mg telitacicept versus placebo in RA patients with inadequate response to methotrexate (MTX). A total of 479 patients with rheumatoid arthritis were enrolled in the study, and the primary efficacy endpoint was the proportion of patients achieving an ACR20 response at week 24. The secondary efficacy endpoints include ACR50 and ACR70 response rates, components of the ACR response, DAS28-ESR, and radiological joint damage measured by mTSS at week 24.

# MANAGEMENT DISCUSSION AND ANALYSIS

The data showed that this Phase III clinical trial achieved the primary clinical endpoints and secondary endpoints. The results of the study demonstrated the efficacy and safety of telitacicept in patients with moderate to severe rheumatoid arthritis with inadequate response to MTX.

The data showed a significant increase in ACR20 response rate in the telitacicept group compared to the placebo group (60.0% vs 26.9%, P<0.001) at week 24. ACR50 response rate in the telitacicept group was significantly higher than that in the placebo group (21.4% vs 5.9%, P<0.001) at week 24. At the same time, the telitacicept group achieved better results than the placebo group in reducing DAS28-ESR from baseline and in components of the ACR response criteria. In addition, the proportion of patients without radiological progression (△mTSS≤0) was significantly higher in the telitacicept group than that in the placebo group (90.2% vs 66.4%, P<0.001) at week 24. Compared with baseline, the progression of joint damage (as measured by mTSS, joint space narrowing score, and erosion score) was significantly reduced in patients in the telitacicept group at week 24.

As for the safety, the telitacicept group was similar to the placebo group in terms of treatment-related adverse events (TEAEs), serious adverse events (SAEs), TEAEs leading to discontinuation of study and treatment, and incidence of infections. There were no deaths during the study.

o *Immunoglobulin A Nephropathy (IgAN)*

- *China:* We completed a randomized, double-blind and placebo-controlled Phase II clinical trial, with positive results achieved. In September 2022, we reached a consensus with CDE on the protocol for a Phase III clinical trial of telitacicept for the treatment of IgAN. We initiated this Phase III clinical study in China in the first half of 2023, and the study is progressing smoothly.

- *United States:* We communicated with the FDA regarding the use of telitacicept for the treatment of patients with IgAN in November 2022, and obtained FDA's permission to conduct a Phase III clinical trial.

o *Primary Sjögren's Syndrome (pSS)*

- *China:* We communicated with the CDE regarding the protocol of a Phase III clinical trial of telitacicept for the treatment of patients with pSS in June 2022 and reached consensus with CDE in August 2022. In the first half of 2023, we initiated this Phase III clinical study in China, and the study is progressing smoothly.

  Previously, the Company completed a Phase II clinical trial in China for treatment of pSS, and the trial results were published online in July 2023 in RHEUMATOLOGY, a leading international journal.

- *United States:* In December 2023, FDA approved the IND application for the global, multi-center Phase III trial of telitacicept for the treatment of adult patients with pSS.

# MANAGEMENT DISCUSSION AND ANALYSIS

o *Myasthenia Gravis (MG)*

- *China:* We completed a randomized, open-label Phase II clinical trial in China in the first quarter of 2022 and obtained positive results. We received breakthrough therapy designation from the CDE for the treatment of generalized myasthenia gravis (gMG) in November 2022. We initiated the Phase III clinical study in China in the first half of 2023, and as of December 31, 2023, patient enrollment has been completed.

- *United States:* The FDA granted orphan drug designation to telitacicept for the treatment of gMG in October 2022. In the first quarter of 2023, the FDA approved a Phase III clinical trial study of telitacicept for the treatment of patients with generalized myasthenia gravis (gMG) and granted it an FTD.

o *Other Indications*

In addition to the above indications, we will continue to explore and evaluate the potential of telitacicept in treating other autoimmune diseases.

– **Warning under Rule 18A.08(3) of the Listing Rules:** There is no assurance that telitacicept (RC18, brand name: 泰爱®) (for the treatment of other indications) will ultimately be successfully developed and marketed by the Company. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares of the Company.

**Disitamab Vedotin (RC48, brand name: 爱地希®)**

– Disitamab vedotin is our leading antibody-drug conjugate (ADC) product candidate and is the first domestically developed ADC approved in China. Disitamab vedotin is a novel ADC independently developed by the Company for treating human epidermal growth factor receptor 2 (HER2)-expressing (including low-expressing) solid tumours. Disitamab vedotin is currently being studied in multiple late-stage clinical trials in China across a variety of solid tumour types. In clinical trials in China, disitamab vedotin has demonstrated promising efficacy in patients with HER2-expressing advanced or metastatic gastric cancer (GC) and urothelial cancer (UC), and has also proved its potential as treatment for HER2-expressing (including low-expressing) breast cancer (BC) and other malignant tumors like gynecological cancers.

o *Urothelial Cancer (UC)*

- We completed a Phase II clinical trial of disitamab vedotin in patients with HER2-overexpressing (IHC 2+ or IHC 3+) UC in China. Based on the positive clinical results of this Phase II clinical trial and after communicating with the NMPA, we initiated a multi-centre, single-arm, open-label Phase II registrational clinical trial. In December 2020, we received the breakthrough therapy designation from the NMPA for the treatment of UC. In September 2021, we were granted fast track designation by the NMPA for the treatment of UC. In December 2021, we received marketing approval for this indication. In November 2023, the clinical results were published online in the Journal of Clinical Oncology (JCO), a top international oncology journal. The drug was included in the NRDL in January 2023 and was successfully renewed by the end of 2023.

# MANAGEMENT DISCUSSION AND ANALYSIS

- We are now exploring the clinical potential of disitamab vedotin in combination with anti-PD-1 antibody for the treatment of HER2-expressing UC. The IND application for a Phase II trial of disitamab vedotin in combination with toripalimab injection (brand name: 拓益®) for the treatment of perioperative muscle invasive bladder cancer (MIBC) was accepted by the NMPA in February 2022. Such trial is progressing smoothly.

- We are conducting a multi-centre, randomized and parallel controlled Phase III clinical trial in China to compare and evaluate the efficacy of disitamab vedotin in combination with toripalimab injection (brand name: 拓益®) and gemcitabine in combination with cisplatin/carboplatin for the treatment of patients with HER2-expressing locally advanced or metastatic UC without prior systemic chemotherapy. Such trial is progressing smoothly.

o *Gastric Cancer (GC)*

- The IND application for combining disitamab vedotin with PD-1 and chemotherapy or with PD-1 and Herceptin as first-line therapy for HER2-expressing locally advanced or metastatic gastric cancer (including gastroesophageal junction carcinoma) was approved by the NMPA in April 2023. This study is progressing smoothly.

- The IND application for a Phase II trial of disitamab vedotin in combination with toripalimab injection (brand name: 拓益®) and with or without chemotherapy (capecitabine and oxaliplatin) versus chemotherapy for the perioperative treatment of patients with resectable and HER2-expressing GC/GEJ adenocarcinoma was approved by the NMPA in October 2023.

- The IND application for a Phase II/III trial of disitamab vedotin in combination with cadonilimab injection (brand name: 开坦尼®) for the treatment of patients with HER2-expressing locally advanced or metastatic GC/GEJ adenocarcinoma who have failed one line of therapy was approved by the NMPA in December 2023.

o *Breast Cancer (BC)*

- The IND application for the Phase II trial of disitamab vedotin in combination with toripalimab injection (brand name: 拓益®) or letrozole as a neoadjuvant therapy for patients with HR-positive, HER2 low-expressing breast cancer was approved by the CDE in April 2023.

- The IND application for the Phase II trial of disitamab vedotin and pertuzumab (brand name: Perjeta®) in combination with or without toripalimab injection (brand name: 拓益®) as a neoadjuvant therapy for patients with HER2-positive breast cancer was approved by the CDE in April 2023.

- The IND application for the Phase II trial of disitamab vedotin or in combination with toripalimab injection (brand name: 拓益®) or sequential chemotherapy as a neoadjuvant therapy for patients with HR-negative, HER2 low-expressing breast cancer was approved by the CDE in April 2023.

# MANAGEMENT DISCUSSION AND ANALYSIS

o *Gynecologic Cancers*

- The IND application for a Phase II trial of disitamab vedotin in combination with zimberelimab injection (brand name: 譽妥®) for the treatment of patients with recurrent or metastatic cervical cancer expressing HER2 who have failed at least one line of platinum-containing chemotherapy was approved by the NMPA in October 2023.

– In August 2021, we entered into an exclusive worldwide license agreement with Seagen Inc. ("**Seagen**") to develop and commercialize disitamab vedotin. Pursuant to the license agreement, Seagen has been granted an exclusive license to develop and commercialize disitamab vedotin in global regions excluding Asia (Japan and Singapore excluded). We received an upfront payment of USD200 million in October 2021. Under the agreement, we will receive additional milestone payments of up to USD2.4 billion thereafter and the royalties amounting to a high single-digit to mid-teens percentage of future cumulative net sales as Seagen subsequently continues global development and commercialization of disitamab vedotin. Pfizer Inc. ("**Pfizer**")/ Seagen are conducting various clinical trails of disitamab vedotin for different indications. Please refer to Pfizer's/Seagen's public information for more details.

– **Warning under Rule 18A.08(3) of the Listing Rules:** There is no assurance that disitamab vedotin (RC48, brand name: 爱地希®) (for the treatment of other indications) will ultimately be successfully developed and marketed by the Company. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares of the Company.

## RC28-E

– RC28-E is an innovative fusion protein targeting both vascular endothelial growth factor (VEGF) and fibroblast growth factor (FGF). We are evaluating, and plan to evaluate, RC28-E in clinical studies for several ophthalmic diseases, including wet age-related macular degeneration (wAMD), diabetic macular edema (DME) and diabetic retinopathy (DR). In the Phase I clinical trial, no safety concerns were detected for up to 2.0mg injection of RC28-E in wAMD patients.

o *Wet Age-Related Macular Degeneration (wAMD)*

Currently, we have completed an open-label, single-arm Phase Ib dose-expansion trial to evaluate the efficacy and safety of RC28-E in the treatment of the patients with wAMD. As of December 31, 2021, we completed patient enrollment with 37 patients in this trial. The latest results of the study of this indication were presented at the 38th World Ophthalmology Congress (WOC 2022) in September 2022. We initiated the Phase III clinical study in China in the first half of 2023.

o *Diabetic Macular Edema (DME)*

In the first half of 2023, we further initiated the Phase III clinical trial.

o *Diabetic Retinopathy (DR)*

We are currently conducting a multi-centre, randomized, positive-controlled Phase II clinical trial in China.

# MANAGEMENT DISCUSSION AND ANALYSIS

– **Warning under Rule 18A.08(3) of the Listing Rules:** There is no assurance that the RC28-E will ultimately be successfully developed and marketed by the Company. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

## OTHER CLINICAL-STAGE DRUG CANDIDATES

– **RC88** is a novel mesothelin-targeting ADC drug that we developed for the treatment of solid tumors. Phase I clinical trials are currently underway in patients with a variety of advanced solid tumors. It is currently in the expansion phase. The IND application for the Phase I/II trial of RC88 in combination with sintilimab (brand name: 達伯舒®) for the treatment of patients with advanced malignant solid tumours was approved by the NMPA in March 2023. Currently, the first patient has been enrolled. In December 2023, the IND application for a Phase II trial of RC88 for the treatment of patients with gynecologic cancers was approved by the U.S. FDA.

– **RC118** is a novel Claudin18.2-targeting ADC drug that we developed to treat Claudin18.2-positive locally advanced resectable or metastatic malignant solid tumours patients. It is made by conjugating the recombinant humanised anti-Claudin18.2 monoclonal antibody and the small molecule microtubule inhibitor Monomethyl Auristatin E (MMAE) via cathepsin-cleavable linkers, and it has optimised drug-to-antibody ratio.

- *China:* In September 2021, the Phase I clinical trial for RC118 was approved from the NMPA. We are conducting a Phase I clinical trial in patients with Claudin18.2-positive locally advanced unresectable or metastatic malignant solid tumours in China. It is currently in the expansion phase.

- *United States:* In December 2022, the FDA granted two orphan drug designations for RC118 for the treatment of patients with gastric cancer (including gastroesophageal junction carcinoma) and pancreatic cancer.

– **RC148**: In July 2023, the Company's Phase I clinical trial study for its self-developed novel bispecific antibody RC148 (PD-1/VEGF), as monotherapy for the treatment of advanced malignant solid tumors was formally approved by the CDE. This is a multi-center, open-label Phase I clinical study designed to evaluate the safety, tolerability, maximum tolerated dose/maximum administered dose, pharmacokinetics (PK), immunogenicity, Phase II recommended dose, and preliminary antitumor efficacy of RC148. In September 2023, the first patient was enrolled.

– **RC198**: RC198 is an Fc fusion protein of interleukin-15 (IL-15) and IL-15 receptor alpha (IL-15Rα). As a member of the immuno-modulatory cytokine family, IL-15 is a potent initiator of lymphocytes and enhances the activation, proliferation, survival, cytolysis, and migration of NK cells, CD8+ effector T cells, natural killer T cells (NKT), and other lymphocytes, which has a broad-spectrum antitumor potential, and is expected to provide a new therapeutic option for cancer patients.

- *Australia:* RC198 has received permission from Australia's Human Research Ethics Committee in April 2023 to initiate a clinical study in Australia in patients with locally advanced unresectable or metastatic solid tumors.

- *China:* In July 2023, the Phase I IND application for RC198 injection as monotherapy for the treatment of advanced malignant solid tumors was formally approved by the CDE.

# MANAGEMENT DISCUSSION AND ANALYSIS

– **RC248**: RC248 is a novel DR5-targeting ADC drug for treatment of various tumors. It is under phase I dosage escalation stage. As of December 31, 2023, the first patient was enrolled.

– **Warning under Rule 18A.08(3) of the Listing Rules:** There is no assurance that the RC88, RC118, RC148, RC198 or RC248 will ultimately be successfully developed and marketed by the Company. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares of the Company.

### Commercial-stage Product Portfolio

We have established our sales and marketing department dedicated to the commercialization of our pipeline products. According to the indications of products, we have established two independent sales teams in the areas of autoimmune diseases and oncology respectively.

As the world's first innovative dual-target biological agent for the treatment of SLE, telitacicept was approved for marketing by the NMPA in March 2021 and commenced sales. This product for the treatment of SLE was included in the NRDL in December 2021 and was successfully renewed by the end of 2023. As of December 31, 2023, telitacicept has been listed in over 800 hospitals.

Disitamab vedotin was approved for marketing by the NMPA in June 2021, and commenced sales in July 2021. This product for the treatment of HER2-expressing advanced gastric cancer (GC) indication was included in the updated NRDL at the end of 2021. This product for the treatment of HER2-expressing urothelial carcinoma (UC) indication was included in the updated NRDL in January 2023. Both indications were successfully renewed by the end of 2023. As of December 31, 2023, disitamab vedotin has been listed in over 650 hospitals.

Leveraging the expertise and industry connections of our teams, and the greatly improved accessibility of the two Core Products following their inclusion into the NRDL, we market the products primarily through a physician-targeted marketing strategy, focusing on direct and interactive communication with key opinion leaders (KOL) and physicians in the respective therapeutic areas to further expand the market penetration and establish the differentiated positioning of our products.

## KEY EVENTS AFTER THE REPORTING PERIOD

– In January 2024, RC88 was granted the FTD by the FDA for the treatment of patients with platinum-resistant and recurrent epithelial ovarian cancer, carcinoma tubae and primary peritoneal cancer.

– In January 2024, Phase I data for disitamab vedotin in combination with toripalimab injection for the treatment of patients with HER2-expressing gastric cancer or gastroesophageal junction adenocarcinoma (GC/GEJ) were published in eClinicalMedicine, a sub-journal of The Lancet. The results of the study showed that disitamab vedotin in combination with toripalimab injection had a controllable safety profile and significant efficacy.

– In March 2024, Phase II clinical data for disitamab vedotin for the treatment of patients with HER2-expressing cervical cancer were disclosed via an oral presentation at the 2024 European Society of Gynaecological Oncology (ESGO) Congress.

– In March 2024, Telitacicept was granted the FTD by the FDA for the treatment of adult patients with pSS.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FUTURE DEVELOPMENT

The Company is committed to becoming China's leading and world-class biopharmaceutical company to discover, develop, manufacture and commercialise first-in-class and best-in-class biopharmaceuticals in the major therapeutic areas of autoimmune diseases, oncology and ophthalmology, so as to create clinical value, maximise shareholder benefits and provide patients with high-quality drugs to address unmet clinical needs worldwide.

Looking ahead to 2024, we will endeavour to commercialise telitacicept and disitamab vedotin and actively expand the market in China. At the same time, we will continuously accelerate the application and clinical trials for the expansion of the indications for products in the pipeline.

On the international front, we will further step up our efforts to quickly advance and initiate clinical studies of our Core Products in the international market. We are conducting an international multi-centre Phase III clinical trial of telitacicept for the treatment of SLE indication and initiating Phase III clinical trials for other indications in the United States. With regard to disitamab vedotin, we will continue to work with Pfizer/Seagen to support its global clinical trials/regulatory filings.

## FINANCIAL REVIEW

### Revenue

The Company's revenue increased from RMB767.8 million in 2022 to RMB1,076.1 million in 2023. The increase was mainly attributable to robust year-on-year growth in sales revenue driven by higher sales volume of telitacicept, a commercial-stage product of the Company for the treatment of autoimmune diseases, and disitamab vedotin, a commercial-stage product of the Company for the treatment of tumours.

### Other Income and Gains

The Company's other income and gains primarily consist of interest income, government grants, exchange income and wealth management income.

Our other income and gains decreased from RMB232.5 million in 2022 to RMB110.6 million in 2023, primarily due to a decrease of RMB75.6 million in government grants, a decrease of RMB33.4 million in interest income, a decrease of RMB10.4 million in exchange income and a total decrease of RMB2.5 million in others.

### Selling and Distribution Expenses

The Company's selling and distribution expenses mainly consist of employee benefits expenses and market development expenses.

Our selling and distribution expenses increased from RMB440.7 million in 2022 to RMB775.2 million in 2023, primarily due to the fact that the Company invested more in team building costs and academic promotion expenses in commercialization in order to expand the market.

# MANAGEMENT DISCUSSION AND ANALYSIS

### Administrative Expenses

The Company's administrative expenses mainly consist of employee benefits expenses, consulting service expenses, general office expenses, depreciation and amortisation expenses, and other administrative expenses.

Our administrative expenses increased from RMB272.5 million in 2022 to RMB313.7 million in 2023, primarily due to an increase in depreciation of new plants after being transferred to fixed asset.

### Research and Development Expenses

The Company's research and development expenses consist of employee benefits expenses, expenses for procuring raw materials used in the research and development, clinical trial expenses for our drug candidates, testing expenses for preclinical programs, depreciation and amortization expenses, utilities used for research and development activities, and other research and development expenses. Our research and development expenses increased from RMB982.1 million in 2022 to RMB1,306.3 million in 2023. The following table sets forth the components of our research and development expenses for the years indicated.

| | Year ended December 31, | | | |
|---|---|---|---|---|
| | **2023** | | 2022 | |
| | **RMB'000** | **%** | RMB'000 | % |
| Employee benefits expenses | **459,134** | **35.1** | 321,728 | 32.8 |
| Raw material expenses | **232,614** | **17.8** | 163,448 | 16.6 |
| Clinical trial expenses | **313,355** | **24.0** | 235,283 | 24.0 |
| Testing expenses | **89,628** | **6.9** | 86,031 | 8.8 |
| Depreciation and amortisation expenses | **113,522** | **8.7** | 99,271 | 10.1 |
| Utilities | **25,919** | **2.0** | 19,594 | 2.0 |
| Others | **72,135** | **5.5** | 56,725 | 5.7 |
| Total | **1,306,307** | **100.0** | 982,080 | 100.0 |

(i) Employee benefits expenses increased by RMB137.4 million, mainly due to an increase in the number of research and development employees and an increase in staff salary levels;

(ii) Raw material expenses increased by RMB69.2 million, mainly due to the continuous development of drug candidates;

(iii) Clinical trial expenses increased by RMB78.1 million, mainly due to the continuous clinical development of drug candidates;

(iv) Testing expenses increased by RMB3.6 million, mainly due to the differences between drug candidates development stages and the progress of research and development;

(v) Depreciation and amortisation expenses increased by RMB14.3 million, mainly due to an increase in depreciation expenses as a result of new purchases of research and development equipment due to the continuous development of drug candidates;

(vi) Other expenses increased by RMB15.4 million.

# MANAGEMENT DISCUSSION AND ANALYSIS

### Impairment Losses on Financial Assets, Net

The Company's net impairment losses on financial assets mainly consist of the impairment losses in relation to other receivables and receivables. We recorded the net impairment loss on financial assets of RMB11.1 million for the year ended December 31, 2022 and the net impairment loss on financial assets of RMB11.3 million for the year ended December 31, 2023.

### Other Expenses

The Company's other expenses primarily consist of (i) rental related expenses relating to the leases of our facilities to related parties; (ii) expenses incurred for sales of materials; (iii) losses from changes in foreign currency exchange rates; and (iv) other expenses, including our donation to a charity organisation and the donation expenditure of telitacicept and disitamab vedotin. Our other expenses decreased from RMB16.0 million in 2022 to RMB15.2 million in 2023.

### Finance Costs

The Company's finance costs mainly comprise interest on lease liabilities, interest on discounted bankers' acceptances and interest on bank borrowings. Our finance costs increased from RMB6.8 million in 2022 to RMB23.1 million in 2023, mainly due to, during the year, (i) an increase in interest on bank borrowings; (ii) an increase in interest on discounted bankers' acceptances; and (iii) an increase in interest on new lease.

### Income Tax Expenses

For the years ended December 31, 2022 and 2023, the Company's income tax expenses were nil.

### Loss for the Year

Based on the factors described above, the Company's loss increased from RMB998.8 million in 2022 to RMB1,511.2 million in 2023.

### Liquidity and Financial Resources

Our primary use of cash is to fund research and development expenses. For the year ended December 31, 2023, our net cash used in operating activities was RMB1,501.8 million. Our cash and cash equivalents decreased from RMB2,069.2 million as of December 31, 2022 to RMB726.6 million as of December 31, 2023, mainly due to the increase of daily operation and investment expenses.

### Loans and Gearing Ratio

As of December 31, 2023, the Company's interest-bearing bank borrowings were RMB1,126.9 million.

The gearing ratio is calculated using the Company's total liabilities divided by its total assets. As of December 31, 2023, the Company's gearing ratio was 37.8% (December 31, 2022: 17.3%).

### Significant Investments, Material Acquisitions and Disposal

The Company did not have any significant investments or material acquisitions or disposals of subsidiaries, associates and joint ventures for the year ended December 31, 2023.

# MANAGEMENT DISCUSSION AND ANALYSIS

### Capital Commitments

For the years ended December 31, 2022 and 2023, the Company had capital commitments contracted for but not yet provided of RMB467.0 million and RMB201.9 million, respectively, primarily due to completion of a majority of contracts signed in the early stage for the construction of the new plant.

### Contingent Liabilities

As of December 31, 2023, the Company did not have any contingent liabilities.

### Foreign Exchange Exposure

Our financial statements are expressed in RMB, but our assets such as certain of our cash and cash equivalents and time deposits are denominated in foreign currencies, and are exposed to foreign currency risk. We currently do not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### Employees and Remuneration

As of December 31, 2023, the Company had a total of 3,615 employees. The total remuneration cost for 2023 was RMB1,152.3 million, as compared to RMB810.7 million for 2022, primarily due to an increase in the number of employees, and an increase in their salaries and an increase in share-based compensation.

To maintain the quality, knowledge and skill levels of our workforce, the Company provides continuing education and training programs, including internal and external training, for our employees to improve their technical, professional or management skills. The Company also provides training programs to our employees from time to time to ensure their awareness and compliance with our policies and procedures in various aspects.

We provide various incentives and benefits to our employees. We offer competitive salaries, bonuses and share-based compensation to our employees, especially key employees. We have made contributions to social security insurance funds (including pension plans, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance) and housing provident funds for our employees in accordance with applicable PRC laws.

## USE OF PROCEEDS FROM LISTING OF H SHARES AND A SHARES

### H Shares Offering

The Company's H Shares were listed on the Stock Exchange on November 9, 2020 with a total of 88,017,500 offer shares (including the H Shares issued as a result of the full exercise of the over-allotment option) issued and the net proceeds raised from the Listing of H Shares (including the exercise of the over-allotment option) were approximately HK$4,444.2 million (equivalent to approximately RMB3,784.5 million). Save as disclosed in this report, there was no change in the intended use of net proceeds as previously disclosed in the Prospectus, and the Company will gradually utilize the residual amount of the net proceeds in accordance with such intended purposes based on actual business needs.

# MANAGEMENT DISCUSSION AND ANALYSIS

As at December 31, 2023, approximately RMB3,741.30 million of the net proceeds of the Listing of H Shares had been utilized as follows:

| | Allocation of net proceeds from Listing of H Shares (RMB million) | Adjusted allocation of net proceeds from Listing of H Shares[1] (RMB million) | Utilized amount as at December 31, 2022 (RMB million) | Utilized amount during the Reporting Period (RMB million) | **Utilized amount as at December 31, 2023 (RMB million)** | **Unutilized amount as at December 31, 2023[2] (RMB million)** |
|---|---|---|---|---|---|---|
| Clinical trials of telitacicept (RC18) | 567.68 | 567.68 | 354.60 | 213.08 | **567.68** | **–** |
| Clinical trials of disitamab vedotin (RC48) | 567.68 | 567.68 | 330.99 | 236.69 | **567.68** | **–** |
| Clinical trials of RC28 | 189.22 | 189.22 | 136.52 | 52.70 | **189.22** | **–** |
| Development of RC88 and RC98, as well as early-stage drug discovery and development | 567.68 | 567.68 | 541.55 | 26.13 | **567.68** | **–** |
| Construction of new manufacturing facility to expand commercial manufacturing capacity | 946.13 | 946.13 | 844.01 | 58.90 | **902.91** | **43.22** |
| Repayment of the borrowings from RC Pharma | 567.68 | 485.85 | 485.85 | – | **485.85** | **–** |
| General corporate and working capital purposes | 378.45 | 460.28 | 455.28 | 5.00 | **460.28** | **–** |
| Total | 3,784.52 | 3,784.52 | 3,148.80 | 592.50 | **3,741.30** | **43.22** |

*Notes:*

(1) As the Company had used RMB485.85 million to fully repay the borrowings from RC Pharma, in order to enhance the efficiency and effectiveness of the use of capital and to take into account the market conditions and the Company's business needs, the Company intends to use the remaining RMB81.83 million of the proceeds from the Listing of H Shares originally used to repay the borrowings from RC Pharma for general corporate and working capital.

(2) All remaining unutilized net proceeds is expected to be fully utilized by June 30, 2024. The expected timeline for utilizing the remaining proceeds is based on the best estimation of the future market conditions made by the Group. It will be subject to change based on the current and future development of market conditions.

# MANAGEMENT DISCUSSION AND ANALYSIS

## A Shares Offering

As approved by the China Securities Regulatory Commission, the Company issued 54,426,301 new A Shares at the issue price of RMB48.00 per A Share and all of the then existing domestic shares and unlisted foreign shares were converted into A Shares. The A Shares were listed on the Sci-Tech Board on March 31, 2022. The gross proceeds amounted to approximately RMB2,612.4 million. After deducting issuance expenses of RMB106.5 million in accordance with the related requirements, the net proceeds amounted to approximately RMB2,505.9 million. The net proceeds raised from the A Share Offering have been used and will be used in accordance with the intended uses disclosed in the Company's A Share prospectus dated March 28, 2022.

As at December 31, 2023, approximately RMB2,368.16 million of the net proceeds of the A Share Offering had been utilized as follows:

| | Allocation of net proceeds from A Share Offering (RMB million) | Utilized amount as at December 31, 2022 (RMB million) | Utilized amount during the Reporting Period[1] (RMB million) | **Utilized amount as at December 31, 2023 (RMB million)** | **Unutilized amount as at December 31, 2023[2] (RMB million)** |
|---|---|---|---|---|---|
| Industrialization of Biologics | 977.76 | 580.27 | 407.07 | **987.34** | **(9.58)** |
| Research and Development of Anticancer Antibodies | 430.00 | 127.55 | 141.52 | **269.07** | **160.93** |
| Research and Development of Antibodies Targeting Autoimmune and Ophthalmic Diseases | 220.00 | 64.15 | 154.61 | **218.76** | **1.24** |
| Working Capital | 878.18 | 596.92 | 296.07 | **892.99** | **(14.81)** |
| Total | 2,505.94 | 1,368.89 | 999.27 | **2,368.16** | **137.78** |

*Notes:*

(1) Utilized amount during the Reporting Period and utilized amount as at December 31, 2023 included the net amount of interest income from the proceeds after deducting handling fees.

(2) All remaining unutilized net proceeds from A Share Offering is expected to be fully utilized by December 31, 2024. The expected timeline for utilizing the remaining proceeds is based on the best estimation of the future market conditions made by the Group. It will be subject to change based on the current and future development of market conditions.

# BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

## DIRECTORS

### Executive Directors

**Mr. Wang Weidong (王威東)**, aged 64, was appointed as a Director on October 30, 2013 and redesignated as an executive Director on May 22, 2020, and has been the chairman of our Board since June 21, 2019. Mr. Wang is primarily responsible for the overall management, business and strategy of our Group. He founded RC Pharma in March 1993 and has served as its chairman and legal representative since its establishment, accumulating more than 27 years of experience in the pharmaceutical industry.

Mr. Wang obtained his bachelor's degree in Chinese medicine manufacturing at the Heilongjiang School of Commerce (黑龍江商學院) (currently known as Harbin University of Commerce (哈爾濱商業大學)) in July 1982. He is currently serving a deputy on the 14th National People's Congress in the PRC.

Mr. Wang has served as a deputy to the 14th National People's Congress (第十四屆全國人大代表) since January 2023 and his awards and recognitions include "Outstanding Builder of Socialism with Chinese Characteristics in Non-State-Owned Sector in Shandong Province" (山東省非公有制經濟人士優秀中國特色社會主義事業建設者) jointly awarded by Shandong Provincial United Front Work Department (山東省委統戰部), Shandong Provincial Federation of Industry and Commerce (山東省工商業聯合會), Shandong Provincial Department of Industry and Information Technology (山東省工業和信息化廳), Shandong Provincial Department of Human Resources and Social Security (山東省人力資源和社會保障廳) and Shandong Provincial Department of Market Regulation (山東省市場監管局) in July 2019, "2019 YEDA Distinguished Personnel" (煙台開發區功勳人物) awarded by the YEDA Management Committee Office (煙台開發區工委管委) in February 2020, and "Entrepreneurs With Outstanding Contribution" (紮根煙台開發區創業二十年特殊貢獻企業家) awarded by the YEDA Management Committee Office (煙台開發區工委管委) in February 2020 for his 20-year deep-rooted entrepreneurship contribution in YEDA.

**Dr. Fang Jianmin (房健民)**, aged 61, was appointed as our Director, chief executive officer and chief scientific officer on October 16, 2008, and redesignated as an executive Director on May 22, 2020. Dr. Fang is a co-founder of our Company and is primarily responsible for the overall management, business and strategy of our Group. Since inception, Dr. Fang has been the key driving force in our innovation and overseen our new drug research and development from discovery, target validation, CMC development, to clinical studies. He possesses more than 20 years of experience in the research and development of biopharmaceuticals. Dr. Fang also serves as director of RemeGen Medical Research (Shanghai) Co., Ltd., RemeGen Biosciences, Inc. and RemeGen Hong Kong Limited, our wholly-owned subsidiaries.

Dr. Fang obtained his doctorate degree in Biology from Dalhousie University in Canada in May 1998 and was a postdoctoral fellow focusing on cancer research at the Department of Surgery, Harvard Medical School/Boston Children's Hospital from 1997 to 2000.

# BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Dr. Fang was recognized as a Taishan Scholar (泰山學者) by the Shandong Provincial People's Government (山東省人民政府) in March 2010. He has been a member of the scientific expert committee of the National Major Scientific and Technological Project for "Major Drug Innovations" of China ("重大新藥創製"國家科技重大專項總體專家組) since December 2012 which overseen the nation's drug innovation strategy. Dr. Fang is a professor of molecular medicine at School of Life Science and Technology at Tongji University in Shanghai, PRC. He is member of the Board of Directors of Chinese Pharmaceutical Association (中國藥學會), vice chairman of Antibody Drug Division at China Medicinal Biotechnology Association (中國醫藥生物技術協會"單克隆抗體專業委員會") and vice chairman of Drug Innovation Division at Chinese Pharmaceutical Innovation Research and Development Association (中國醫藥創新促進會藥物研發專業委員會). He is the inventor of conbercept and owns more than 40 patents.

**Dr. He Ruyi (何如意)**, aged 62, was appointed as a Director on May 11, 2020 and redesignated as an executive Director on May 22, 2020 and appointed as the chief medical officer and head of clinical research of our Company on May 11, 2020 and is primarily responsible for the management of the clinical needs, medical support, clinical pharmacology, registrational compliance, drug safety, clinical researches and statistics of our Group. Dr. He possesses more than 33 years of experience in medical and pharmaceutical industries in the PRC and the U.S. and nearly 20 years of unique policy-making and managerial experience at the FDA in the U.S. and the NMPA in China. He has been the chief scientist of healthcare and medicine (醫藥健康首席科學家) at SDIC Fund Management Co., Ltd. (國投招商投資管理有限公司) to advise on investment decisions in the healthcare and medicine field since October 2018. From July 2016 to October 2018, he was the chief scientist at the Center for Drug Evaluation, the China Food and Drug Administration (currently known as the National Medical and Pharmaceutical Administration) (國家食品藥品監督管理總局藥品審評中心), where he was responsible for improving its drug evaluation and approval process and supervising assessments related to the safety, effectiveness and quality of innovative drugs. He served in various capacities from medical officer to medical team leader and the acting deputy director in the Center for Drug Evaluation and Research at the Food and Drug Administration in the U.S. from 1999 to 2016. Dr. He was a doctor of internal medicine at Howard University Hospital and Affiliated Hospitals in Washington, District of Columbia, the U.S. between June 1996 and June 1999, and a visiting fellow at the National Institutes of Health in the U.S. between March 1988 and June 1996. He served as a doctor of internal medicine at the First Hospital of China Medical University (中國醫科大學附屬第一醫院) from July 1986 to March 1988.

Dr. He obtained his bachelor's and master's degrees in medicine from China Medical University (中國醫科大學) in August 1983 and July 1986, respectively, and a certification of postgraduate medical education in internal medicine from Howard University in the U.S. in June 1997. He is certified as a diplomate in internal medicine by the American Board of Internal Medicine and licensed to practise medicine and surgery in West Virginia, the U.S. since 1999 and 2015, respectively. Dr. He has served as the independent director of Suzhou Zelgen Biopharmaceuticals Co., Ltd. (蘇州澤璟生物製藥股份有限公司), a company listed on the Science and Technology Innovation Board of the Shanghai Stock Exchange (stock code: 688266), since February 2019.

# BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Dr. He's awards and recognitions include a Serotonin (5-HT) Receptor Against Class – AC team excellence award by the Center for Drug Evaluation and Research of the Food and Drug Administration in the U.S. in September 2012, FDA group recognitions awarded by the Food and Drug Administration in the U.S. in July and October 2013, and a leveraging collaboration award from the Food and Drug Administration in the U.S. in September 2014. Dr. He was also recognized for his outstanding service of more than 25 years in developing scientific education training activities for staff in Center for Drug Evaluation and Research of the Food and Drug Administration in the U.S. in May 2015.

**Mr. Lin Jian (林健)**, aged 68, was appointed as a Director on July 4, 2008 and redesignated as an executive Director on May 22, 2020. He has more than 35 years of experience in the pharmaceutical industry and is primarily responsible for the overall management, business and strategy of our Group. Mr. Lin served as the chairman of our Board from July 2008 to June 2019 and was responsible for our strategic planning and development of our Group. He is also director of Ruimeijing (Beijing) Pharmaceutical Technology Co., Ltd. and RemeGen Biosciences, Inc., our wholly-owned subsidiaries.

Mr. Lin obtained his bachelor's degree in Chinese medicine manufacturing from the Heilongjiang School of Commerce (黑龍江商學院) (currently known as Harbin University of Commerce (哈爾濱商業大學)) in January 1982.

## Non-Executive Directors

**Dr. Wang Liqiang (王荔強)**, aged 53, was appointed as a Director on May 11, 2020 and redesignated as a non-executive Director on May 22, 2020. Dr. Wang has more than 26 years of experience in the pharmaceutical industry and is primarily responsible for supervising the management of our Board. Since December 2012, Dr. Wang has served as the president of RC Pharma. Since November 2012, Dr. Wang has served as the chairman of the board and the president of RC Pharmaceutical (Zibo) Co, Ltd. (榮昌製藥(淄博)有限公司), a subsidiary of RC Pharma. Since December 2014, he has served as the chairman of the board and the general manager of Yantai Lida Medicine Co., Ltd. (煙台立達醫藥有限公司), a subsidiary of RC Pharma. Since February 2020, he has served as the chairman of the board and the president of Yantai Yeda International Biomedical Innovation Incubation Center Co., Ltd. (煙台業達國際生物醫藥創新孵化中心有限公司), a subsidiary of RC Pharma. Dr. Wang was also appointed as the vice chairman (副會長) of the PRC Chinese Medicine Association of Anorectal Studies (中國中醫藥研究促進會肛腸分會) in October 2019 and a member of the 3rd Council of the Pharmaceutical Chamber of Commerce of All-China Federation of Industry and Commerce (中華全國工商業聯合會醫藥業商會第三屆理事會) in August 2019.

Dr. Wang obtained his doctorate degree in business administration at the United Business Institute in Belgium in November 2019. His awards and recognitions include top 10 emerging figures in the pharmaceutical industry in the PRC (中國醫藥行業十大新銳人物) awarded by the All-China Federation of Industry and Commerce (中華全國工商業聯合會醫藥業商會) in June 2019, 70th establishment anniversary of the PRC – Distinguished figure in the pharmaceutical industry (建國70周年•醫藥產業功勳人物) awarded by Organizing Committee of Assessment Results of Chinese Brand Influence (中國品牌影響力評價成果發佈活動組委會) in May 2019, 2017 Star Entrepreneur (2017 年度明星企業家) awarded by the Management Committee of Zibo National New & Hi-tech Industrial Development Zone (淄博高新區管委會) in February 2018 and 2015 top 100 innovative individuals in PRC enterprises (2015年度中國企業百名創新人物) awarded by the Cultural Management Professional Committee of the China Culture Administration Association (中國文化管理協會企業文化管理專業委員會) in November 2015.

# BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

**Dr. Su Xiaodi (蘇曉迪)**, aged 37, was appointed as a Director on May 11, 2020 and redesignated as a non-executive Director on May 22, 2020. She has around 6 years of experience in management consulting and investments in the biomedical industry, and is primarily responsible for supervising the management of our Board. She is currently an executive director at Lilly Asia Ventures. Prior to joining our Group, she was a life science specialist at L.E.K. Consulting from September 2015 to November 2017, where she led and supported more than 15 projects focusing on pharmaceutical and medtech sectors.

Dr. Su obtained her bachelor's degree in biology from Fudan University in Shanghai, the PRC in July 2008 and her doctoral degree in immunology and microbial pathogenesis (免疫與微生物病原學) from Cornell University in the United States in May 2014. From June 2014 to March 2015, she was a post-doctoral fellow at Hospital for Special Surgery in New York, the United States.

### Independent non-executive Directors

**Mr. Chen Yunjin (陳雲金)**, aged 38, was appointed as an independent non-executive Director on May 5, 2022. Mr. Chen graduated from Huaqiao University (華僑大學) in the PRC and obtained a bachelor's degree in law in June 2009. Mr. Chen graduated from the Chinese University of Hong Kong in Hong Kong and obtained a master degree in common law in December 2010. Mr. Chen obtained the legal professional qualification in March 2010 and the lawyer qualification from the Department of Justice of the PRC in October 2012. Mr. Chen further obtained the qualification of fund practitioner from the Asset Management Association of China (中國證券投資基金業協會) in June 2021. Mr. Chen has been the executive director of Hold Cheng International Co., Ltd. (合成國際有限公司) since August 2020. He has been an executive director and the general counsel of Dao Sheng International Financial Leasing Co., Ltd. (道生國際融資租賃股份有限公司) since September 2015. Mr. Chen served as a legal officer of Chevalier International Holdings Limited (香港其士國際集團有限公司), a company listed on the Stock Exchange (stock code: 25), from July 2015 to December 2016. He served as the legal supervisor of SOCAM Development Limited (香港瑞安建業有限公司), a company listed on the Stock Exchange (stock code: 983), from January 2014 to June 2015. He served as the legal director (法務主任) of Korea Samsung Electronics (HK) Limited (韓國三星電子(香港)國際有限公司) from April 2012 to January 2014. He had also been a lawyer in Hunan Renhe (Zhuhai) Law Firm (湖南人和(珠海)律師事務所) from October 2012 to January 2014. He had also worked at the Hong Kong office of Gibson Dunn & Crutcher from August 2010 to April 2012.

**Mr. Hao Xianjing (郝先經)**, aged 58, was appointed as an independent Director on May 11, 2020 and redesignated as an independent non-executive Director on May 22, 2020. He is responsible for providing independent advice and judgment to our Board. Mr. Hao has more than 19 years of experience in accounting, auditing, and financial reporting. Mr. Hao has worked at ShineWing Certified Public Accountants (信永中和會計師事務所) since October 2009 and is currently the general manager of the branch office in Jinan.

Mr. Hao was an independent director at Tianguang Zhongmao Co., Ltd. (天廣中茂股份有限公司), which is listed on the Shenzhen Stock Exchange (stock code: 002509) from September 2019 to July 2020. He served as an independent director of Inspur Electronic Information Industry Co., Ltd. (浪潮電子信息產業股份有限公司) and AVCON Information Technology Co., Ltd. (華平信息技術股份有限公司), both of which are listed on the Shenzhen Stock Exchange (stock codes: 000977.SZ and 300074.SZ, respectively) from May 2008 to April 2014 and June 2018 to June 2021, respectively.

# BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Hao graduated from Shandong University of Finance (山東財政學院) (currently known as Shandong University of Finance and Economics (山東財經大學)) in the PRC with a bachelor's degree in finance in July 1989. He received a master's degree in economics from Liaoning University (遼寧大學) in the PRC in July 1996. Mr. Hao has been a member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since June 1995 and a member of the China Certified Tax Agents Association (中國註冊稅務師協會) since December 2000.

**Dr. Ma Lan (馬蘭)**, aged 65, was appointed as an independent non-executive Director on June 1, 2021. Dr. Ma received her PhD degree from the University of North Carolina in 1990 and conducted post-doctoral research at the University of North Carolina from 1991 to 1993 and at the Bayer Pharmaceutical Research Center from 1993 to 1995. She has been the Director of the Center for Pharmacological Research at Fudan University since November 2003, and the Director of the Institute of Brain Science at Fudan University since July 2008, and was elected as an academician of the Chinese Academy of Sciences in November 2019.

## SUPERVISORS

**Mr. Ren Guangke (任廣科)**, aged 50, was appointed as a Supervisor on May 11, 2020, and is primarily responsible for the supervision of the performance of the Directors and members of the senior management in performing their duties to the Company. Mr. Ren has around 23 years of experience in the legal field. He joined our Company on May 25, 2019 and is primarily responsible for intellectual property matters and legal affairs of our Company. Prior to joining our Company, Mr. Ren served as the deputy general manager (副總經理) and manager of the intellectual property legal affairs department (知識產權及法務部) of RC Pharma from June 2017 to April 2019 and a president (庭長) of Shandong Yantai Intermediate People's Court (煙台市中級人民法院) to preside over and decide cases from February 2014 to May 2017.

Mr. Ren obtained his bachelor's degree in physics from Yantai University (煙台大學) in the PRC in June 1996.

**Mr. Li Yupeng (李宇鵬)**, aged 41, was appointed as a Supervisor on May 11, 2020, and is primarily responsible for the supervision of the performance of the Directors and members of the senior management in performing their duties to the Company. Mr. Li has around 9 years of experience in the investment management and has been the vice-president (副總裁) of SDIC Venture Capital Management Co., Ltd. (國投創業投資管理有限公司) since December 2016 and is primarily responsible for overseeing biomedical investments of our Company.

Mr. Li obtained his bachelor's degree in computer engineering from Beijing Institute of Technology (北京理工大學) in the PRC in July 2006 and his master's degree in finance from the Chinese Academy of Fiscal Sciences (中國財政研究院) in the PRC in July 2011.

# BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

**Mr. Li Zhuanglin (李壯林)**, aged 49, was appointed as a Supervisor on May 11, 2020, and is primarily responsible for the supervision of the performance of the Directors and members of the senior management in performing their duties to the Company. Mr. Li has around 15 years of experience in the biomedical manufacturing field. He has been the deputy general manager (副總經理) of our Company since July 2011 and May 2019, respectively, and is primarily responsible for overseeing the commercialization and manufacturing center (商業化製造中心) of our Group. Prior to joining our Group, he was the deputy general manager (副總經理) of Shandong Simcere Pharmaceutical Co., Ltd. (山東先聲生物製藥有限公司) and supervised its manufacturing and engineering departments.

Mr. Li obtained his bachelor's degree in microbiology (微生物學) from Yantai University (煙台大學) in the PRC in July 1997 and his master's degree in biochemistry and molecular biology (生物化學與分子生物學) and his doctoral degree in microbiology (微生物學) from Shandong University (山東大學) in the PRC in December 2006 and June 2011, respectively.

### Other Disclosure Pursuant to Rules 13.51(2) and 13.51B(1) of the Listing Rules

Save as disclosed above, there is no change of information of each Director and Supervisor that is required to be disclosed under Rules 13.51(2) and 13.51B(1) of the Listing Rules.

## SENIOR MANAGEMENT

**Dr. Fang Jianmin (房健民)**, see "– Directors – Executive Directors" for details.

**Dr. He Ruyi (何如意)**, see "– Directors – Executive Directors" for details.

**Mr. Wen Qingkai (溫慶凱)**, aged 57, was appointed as the board secretary of our Company on May 11, 2020 and is primarily responsible for overseeing financing activities, internal control and securities and listing matters of our Group. Mr. Wen has more than 16 years of experience in capital operation and corporate governance. He also currently serves as a supervisor of Heyuan Aidisi Biomedical Technology Co., Ltd. (煙台市和元艾迪斯生物醫藥科技有限公司), an investee of our Company and is responsible for supervising its board, business and operational matters. From February 2004 to May 2019, he served as the vice president (副總裁) in RC Pharma, and was responsible for its corporate management, internal control and information technology matters. He has been appointed as a director at Yantai MabPlex International Biomedical Co., Ltd. since November 2019. Mr. Wen obtained his bachelor's degree in physics at Yangzhou University in the PRC in June 1990 and master's degree in philosophy of science and technology at Zhejiang University in the PRC in May 1995.

# BIOGRAPHIES OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

**Mr. Tong Shaojing (童少靖)**, aged 53, was appointed as the chief financial officer and a joint company secretary of the Company on September 28, 2023 and is primarily responsible for overseeing the overall financial management and corporate development of our Group.

Mr. Tong has more than 21 years of experience in investment banking, focusing on the global healthcare sector, and has acquired a deep understanding of both the U.S. and Asian healthcare markets. From June 2019 to December 2022, he served as the chief financial officer of InnoCare Pharma Limited (諾誠健華醫藥有限公司), a company listed on Stock Exchange (stock code: 9969) and the Science and Technology Innovation Board of the Shanghai Stock Exchange (stock code: 688428). From July 2013 to May 2019, he worked at UBS AG with his last position being an executive director in the investment banking research department. From May 2008 to May 2013, he worked at Bank of America Merrill Lynch with his last position being a director in global research. From June 2001 to April 2008, he worked as an equity analyst in multinational pharmaceutical companies equity research at Mehta Partners.

Mr. Tong obtained his bachelor of science degree in material science and engineering from the University of Science and Technology of China (中國科學技術大學) in the PRC in July 1993. He further obtained his master's degree in chemistry from the University of Pittsburgh in the United States in August 1996, and his master of business administration degree in finance from New York University in the United States in May 2001.

## JOINT COMPANY SECRETARIES

Mr. Tong Shaojing (童少靖), see "– Senior Management" for details.

**Ms. Tam Pak Yu, Vivien (譚栢如)**, was appointed as a joint company secretary of our Company on May 11, 2020. Ms. Tam serves as a manager of SWCS Corporate Services Group (Hong Kong) Limited (方圓企業服務集團(香港)有限公司), a professional services provider specializing in corporate services, and has over eight years of experience in corporate secretarial field. Ms. Tam has been admitted as an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute of the United Kingdom in 2018.

Ms. Tam obtained a bachelor's degree in China Studies from Hong Kong Baptist University in 2014 and a master's degree in Professional Accounting and Corporate Governance from City University of Hong Kong in 2017.

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Directors recognize the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability. The Company has adopted the code provisions stated in the CG Code. The Company is committed to the view that the Board should include a balanced composition of executive Directors and independent non-executive Directors so that there is a strong independent element on the Board, which can effectively exercise independent judgment.

The Group is committed to achieving high standards of corporate governance with a view to safeguarding the interests of the Shareholders as a whole. The Company had complied with the code provisions of the CG Code during the year ended December 31, 2023.

## THE BOARD OF DIRECTORS

### Board composition

As at December 31, 2023, the Board consists of four executive Directors, namely Mr. Wang Weidong, Dr. Fang Jianmin, Dr. He Ruyi and Mr. Lin Jian, two non-executive Directors, namely Dr. Wang Liqiang and Dr. Su Xiaodi, and three independent non-executive Directors, namely Mr. Chen Yunjin, Mr. Hao Xianjing and Dr. Ma Lan. Their biographical details are set out in the "Biographies of directors, supervisors and senior management" section of this report. The overall management and supervision of the Company's operation and the function of formulating overall business strategies were vested in the Board. There are no financial, business, family or other material relationships among members of the Board.

During the year ended December 31, 2023, the Board has at all times met the requirements of Rules 3.10(1) and (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 three independent non-executive Directors represent one-third of the Board, complying with the requirement under Rule 3.10A of the Listing Rules whereby independent non-executive directors of a listed issuer must represent at least one-third of the board. The Board believes there is sufficient independence element in the Board to safeguard the interest of Shareholders.

### Chairman and chief executive officer

Code provision C.2.1 of part 2 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

During the Reporting Period, in line with the recommendations under the Listing Rules, the roles and functions of the chairman of the Board and the chief executive officer of the Company were taken up by different individuals, and their respective duties were clearly defined.

As of the end of the Reporting Period, Mr. Wang Weidong held the position of chairman of the Board, responsible for providing leadership to the Board and ensuring the Board working effectively, and Dr. Fang Jianmin held the position of chief executive officer of the Company, responsible for the daily operation and management of the Company.

# CORPORATE GOVERNANCE REPORT

### Directors' responsibilities

The Board takes the responsibility to oversee all major matters of the Company, including the formulation and approval of all policy matters, overall strategies, internal control and risk management systems, and monitor the performance of the senior executives. The Directors have to make decisions objectively in the interests of the Company.

Liability insurance for Directors, Supervisors and senior management of the Company is maintained by the Company with appropriate coverage for certain legal liabilities which may arise in the course of performing their duties.

### Delegation by the Board

The management, consisting of executive Directors along with other senior executives, is delegated with responsibilities for implementing the strategy and direction as adopted by the Board from time to time, and conducting the day-to-day management and operations of the Group. Executive Directors and senior executives meet regularly to review the performance of the businesses of the Group as a whole, co-ordinate overall resources and make financial and operational decisions. The Board also gives clear directions as to their powers of management including circumstances where management should report back, and will review the delegation arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

### Directors' responsibilities for financial statements

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the consolidated financial statements of the Group are published in a timely manner. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements of the Group on a going concern basis.

### Independent non-executive Directors

The independent non-executive Directors play a significant role in the Board by virtue of their independent judgment and their views carry significant weight in the Board's decision. The functions of independent non-executive Directors include bringing an impartial view and judgement on issues of the Company's strategies, performance and control; and scrutinizing the Company's performance and monitoring performance reporting.

All independent non-executive Directors possess extensive academic, professional and industry expertise and management experience and have made positive contributions to the development of the Company through providing their professional advice to the Board.

Mr. Hao Xianjing, Dr. Ma Lan and Mr. Chen Yunjin were re-elected as independent non-executive Directors of the second session of the Board at the 2022 annual general meeting held on June 9, 2023. The Company has entered into a service contract with each of them for a term commencing on the date of such annual general meeting and up to the expiry of the term of the second session of the Board. According to the Articles, each session of the Board shall serve a term of three years.

# CORPORATE GOVERNANCE REPORT

*Confirmation of independence*
The independence of the independent non-executive Directors has been assessed in accordance with the applicable Listing Rules and each of the independent non-executive Directors has provided an annual written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the guidelines for assessing independence set out in Rule 3.13 of the Listing Rules and are independent.

## Board diversity policy

Our Company seeks to enhance the effectiveness of the Board and to maintain high standards of corporate governance by adopting a board diversity policy. Pursuant to this policy, we intend to achieve board diversity through the consideration of a number of factors at the selection of candidates to the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decisions of Board appointments will be based on merit and the contribution which the selected candidates will bring to the Board.

Our Board consists of seven male members and two female members with two Directors of 40 years old or below, two Directors of 40 to 60 years old and five Directors over 60 years old. Our Company has reviewed the membership, structure and composition of the Board, and is of the opinion that the structure of the Board is reasonable, and the experiences and skills of the Directors in various aspects and fields can enable our Company to maintain high standard of operation.

In terms of gender diversity, the Board has set a target of at least one female member. Currently, the female representation reached approximately 22% and 56% at Board level and in the Group respectively where all senior management roles were performed by male at present. The Board has achieved its gender diversity target, is satisfied with and determines to maintain the current gender diversity level. The Group is committed to upholding and embracing employees with different backgrounds, culture and gender and will continue to enhance gender diversity through equitable hiring practices, policies and awareness raising events and training for all employees. For details, please refer to the 2023 Environmental, Social and Governance Report of the Company.

Our Nomination Committee continues to monitor and evaluate the implementation of the board diversity policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of the board diversity policy, including any measurable objectives set for implementing the board diversity policy and the progress on achieving these objectives on an annual basis. We will also continue to take steps to promote gender diversity at all levels of our Company.

## Appointment and re-election of Directors

Pursuant to the requirements of the Articles of Association, Directors (including non-executive Directors) shall be elected at the general meeting with a term of three years for each session. Directors shall be eligible for re-election on the expiry of each term. The Company has implemented a set of effective procedures for appointment of new Directors. The nomination of new Directors shall be first deliberated by the Nomination Committee and then submitted to the Board, subject to approval by election at the general meeting.

Each of the executive Directors, non-executive Directors, independent non-executive Directors and Supervisors has entered into a service contract or a letter of appointment with the Company with a specific term. Such term is subject to his/her retirement and re-election at the general meeting of the Company in accordance with the Articles of Association.

# CORPORATE GOVERNANCE REPORT

Save as disclosed above, the Company did not sign any relevant unexpired service contract which is not terminable within a year without payment of any compensation, other than statutory compensation.

## Compensation of Directors, Supervisors and senior management

The emoluments of the Directors, Supervisors and senior management of the Group are decided by the Board with reference to the recommendation given by the Remuneration and Appraisal Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Details of the Directors' and Supervisors' emoluments and emoluments of the five highest paid individuals in the Group are set out in notes 8 and 9 to financial statements on pages 129 to 133 of this annual report. Details of the Executive Directors' and highest paid individuals' emoluments are set out in notes 8 and 9 to financial statement on pages 129 to 133 of this annual report.

For the Reporting Period, no emoluments were paid by the Group to any Director, Supervisors or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors or Supervisors has waived any emoluments for the year ended December 31, 2023.

Except as disclosed above, no other payments have been made or are payable, for the year ended December 31, 2023, by our Group to or on behalf of any of the Directors.

## Directors' training and professional development

Every newly appointed Director has been given a comprehensive, formal and tailored induction on appointment. Subsequently, the Directors will receive updates on the Listing Rules, legal and other regulatory requirements and the latest development of the Group's business and are encouraged to participate in continuous professional development to develop their knowledge and skills.

According to the records provided by the Directors and maintained by the Company, the training received by the Directors during the year ended December 31, 2023 is summarised as follows:

| | Types of training | |
|---|---|---|
| **Name of Director** | **Reading materials/ articles[1]** | **Attending in-house briefings/seminars/ workshops/forums/ conferences[2]** |
| Mr. Wang Weidong | ✓ | ✓ |
| Dr. Fang Jianmin | ✓ | ✓ |
| Dr. He Ruyi | ✓ | ✓ |
| Mr. Lin Jian | ✓ | ✓ |
| Dr. Wang Liqiang | ✓ | ✓ |
| Dr. Su Xiaodi | ✓ | ✓ |
| Mr. Chen Yunjin | ✓ | ✓ |
| Mr. Hao Xianjing | ✓ | ✓ |
| Dr. Ma Lan | ✓ | ✓ |

# CORPORATE GOVERNANCE REPORT

*Notes:*

(1) Materials/articles, newspapers and journals on updates on relevant statutory and regulatory requirements.

(2) In-house briefings/seminars/workshops/forums/conferences related to topics including developments on the financial and economic environment, business and market changes, director's power and duties under the regulatory requirements, and their responsibilities and continuing obligations.

## Board meetings

Pursuant to Code Provision C.5.1 of part 2 of the CG Code, the Company has adopted the practice of holding Board meetings for at least four times a year at approximately quarterly intervals. Notice of not less than fourteen days are 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 in accordance with Code Provision C.5.3 of part 2 of the CG Code.

All Directors are provided with agenda and relevant information in advance before a Board meeting. They have access to the senior management and the joint company secretaries of the Company at all times and, upon reasonable request, may seek independent professional advice at the Company's expense.

Minutes of Board meetings are kept by the secretary to the Board with copies circulated to all Directors for information and records. Minutes of Board meetings and committee meetings record sufficient detail of the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of Board meetings and committee meetings are sent to the Directors for comments within a reasonable time after the date on which a meeting is held. The minutes of the Board meetings are open for inspection by Directors.

The attendance records of each Director at the Board meetings and general meetings of the Company during the year ended December 31, 2023 are set out below:

| Name of Director | Attendance/ Number of Board Meetings | Attendance/ Number of General Meetings and Class Meetings |
|---|---|---|
| Mr. Wang Weidong | 13/13 | 5/5 |
| Dr. Fang Jianmin | 13/13 | 5/5 |
| Dr. He Ruyi | 13/13 | 5/5 |
| Mr. Lin Jian | 13/13 | 5/5 |
| Dr. Wang Liqiang | 13/13 | 5/5 |
| Dr. Su Xiaodi | 13/13 | 5/5 |
| Mr. Hao Xianjing | 13/13 | 5/5 |
| Dr. Ma Lan | 13/13 | 5/5 |
| Mr. Chen Yunjin | 13/13 | 5/5 |

# CORPORATE GOVERNANCE REPORT

### Nomination policy

The primary responsibilities of the nomination committee are to consider and recommend to the Board suitable and qualified candidates of Directors and to review the structure, size and composition of the Board and the board diversity policy adopted by the Company on a regular basis.

The nomination committee utilizes various methods for identifying candidates for directorship, including recommendations from Board members, management, and professional search firms. In addition, the nomination committee will consider candidates for directorship properly submitted by the Shareholders. The evaluation of candidates for directorship by the nomination committee may include, without limitation, review of resume and job history, personal interviews, verification of professional and personal references and performance of background checks. The Board will consider the recommendations of the nomination committee and is responsible for designating the candidates for directorship to be considered by the Shareholders for their election at the general meeting of the Company, or appointing the suitable candidate to act as Director to fill the Board vacancies or as an addition to the Board members, subject to compliance of the constitutional documents of the Company. All appointments of Director should be confirmed by letter of appointment and/or service contract setting out the key terms and conditions of the appointment of Directors.

The nomination committee should consider the following qualifications as a minimum to be required for a candidate in recommending to the Board to be a potential new Director, or the continued service of existing Director:

- the highest personal and professional ethics and integrity;
- proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
- skills that are complementary to those of the existing Board;
- the ability to assist and support management and make significant contributions to the Company's success;
- an understanding of the fiduciary responsibilities that is required for a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities;
- independence: the candidates for independent non-executive directorship should meet the "independence" criteria as required under the Listing Rules and the composition of the Board is in conformity with the provisions of the Listing Rules.

The nomination committee may also consider such other factors as it may deem are in the best interests of the Company and the Shareholders as a whole.

# CORPORATE GOVERNANCE REPORT

### Board Independence

There are established mechanisms that independent views and inputs are available to the Board. The Board currently comprises three independent non-executive Directors and being one-third of the Board, which meets with the independent requirements under the Listing Rules. In assessing suitability of the potential candidates of independent non-executive Directors, the nomination committee will review their qualification, skills, knowledge, independent views and having regard to the nomination policy and the board diversity policy of the Company. Nomination committee also assessed the time commitment devoted by and independence of independent non-executive Directors annually. External independent professional advice is also available to all Directors (including independent non-executive Directors) whenever deemed necessary. During the year, the Board reviewed and considered the implementation of above mechanisms were effective.

## COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND SUPERVISORS

The Company has adopted the Model Code as the guidelines for the Directors' and Supervisors' dealings in the securities of the Company since the Listing and, upon specific enquiries of all the Directors and Supervisors, each of them has confirmed that he or she complied with all applicable code provisions under the Model Code during the year ended December 31, 2023.

As required by the Company, relevant officers and employees of the Company are also bound by the Model Code, which prohibits them to deal in securities of the Company at any time when he/she possesses inside information in relation to those securities. No incident of non-compliance of the Model Code by the relevant officers and employees was noted by the Company.

## REMUNERATION PAYABLE TO MEMBERS OF SENIOR MANAGEMENT

Pursuant to Code Provision E.1.5 of part 2 of the CG Code, the annual remuneration of members of the senior management (other than Directors) by band for the year ended December 31, 2023 is set out below:

| | **Number of members of senior management** |
|---|---|
| Nil to RMB1,000,000 | 1 |
| RMB1,000,001 to RMB1,500,000 | 1 |
| RMB1,500,001 to RMB2,000,000 | 1 |
| RMB2,000,001 to RMB2,500,000 | 1 |
| RMB2,500,001 to RMB3,000,000 | 0 |
| RMB3,000,001 to RMB3,500,000 | 0 |
| Over RMB3,500,001 | 0 |

Note: Two senior management members of the Company resigned during the year ended December 31, 2023.

# CORPORATE GOVERNANCE REPORT

## DIVIDEND POLICY

No dividends have been declared or paid by entities comprising the Group. The Company currently expects to retain all future earnings for use in operation and expansion of the Group's business, and does not have any dividend policy to declare or pay any dividends in the foreseeable future. The declaration and payment of any dividends in the future will be determined by the Board and subject to the Articles of Association and the PRC Company Law, and will depend on a number of factors, including the successful commercialization of the drugs of the Company as well as the Group's earnings, capital requirements, overall financial condition and contractual restrictions. No dividend shall be declared or payable except out of profits and reserves lawfully available for distribution. As confirmed by the Company's legal advisor as to PRC laws, according to the PRC law, any future net profit that the Company make will have to be first applied to make up for our historically accumulated losses, after which the Company will be obliged to allocate 10% of the net profit to statutory common reserve fund until such fund has reached more than 50% of the registered capital. The Company will therefore only be able to declare dividends after (i) all historically accumulated losses have been made up for; and (ii) sufficient net profit has been allocated to the statutory common reserve fund as described above.

## CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties including:

- to develop and review the Company's policies and practices on corporate governance;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- to review the Company's compliance with Appendix C1 to the Listing Rules (Corporate Governance Code).

The Board had performed the above duties during the year ended December 31, 2023.

## BOARD COMMITTEES

The Board has established four committees with specific written terms of reference to oversee particular aspects of the Group's affairs.

# CORPORATE GOVERNANCE REPORT

### Audit Committee

The Company has established an audit committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph D.3 of part 2 of the CG Code as set out in Appendix C1 of the Listing Rules. The Audit Committee consists of Mr. Hao Xianjing, Mr. Chen Yunjin, both are independent non-executive Directors, and Dr. Wang Liqiang, a non-executive Director. The chairman of the Audit Committee is Mr. Hao Xianjing and is our independent non-executive Director with the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The main duties of the Audit Committee include but are not limited to: (i) monitoring and evaluating the work of the external auditor; (ii) supervising the implementation of the internal audit system of the Company; (iii) being responsible for the communications among the management level of the Company, the internal and external audit; (iv) reviewing and commenting on the financial reports of our Company; (v) examining the financial reporting system, risk management and internal control systems of our Company; (vi) making recommendations to our Company on the appointment, re-appointment and removal of the external auditor; (vii) performing daily management duties and implementing control on connected transactions; and (viii) performing such other duties determined by the Board.

The Audit Committee held seven meetings during the year December 31, 2023 and its main work included the review and approval of the recommendations to the Board on:

- the audited annual results and financial report for the year ended December 31, 2022;
- the unaudited interim results and financial report for the six months ended June 30, 2023;
- the risk management and internal control systems and internal audit function; and
- re-appointment of the auditor.

The attendance records of the Audit Committee meetings are set out below:

| **Name of Committee Member** | **Attendance/ Number of Meeting(s)** |
|---|---|
| Mr. Hao Xianjing | 7/7 |
| Dr. Wang Liqiang | 7/7 |
| Mr. Chen Yunjin | 7/7 |

# CORPORATE GOVERNANCE REPORT

### Remuneration and Appraisal Committee

The Company has established a remuneration and appraisal committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph E.1 of part 2 of the CG Code. The Remuneration and Appraisal Committee consists of Mr. Chen Yunjin, Mr. Hao Xianjing, both are independent non-executive Directors, and Mr. Lin Jian, an executive Director, and is chaired by Mr. Chen Yunjin. The main duties of the Remuneration and Appraisal Committee include but are not limited to: (i) formulating remuneration policies for Directors and senior management in accordance with the respective scope, responsibilities and significance of Directors and senior management and remuneration levels of similar positions in other enterprises within the same industry; (ii) making recommendations to the Board on the establishment of a formal and transparent procedure for developing remuneration policies; (iii) monitoring the implementation of remuneration system of our Company for the Directors and senior management; (iv) assessing the fulfilment of duties of Directors and senior management of our Company and appraising their annual performance; determining or making recommendations to the Board, with delegated responsibility, the remuneration packages of individual Directors and senior management; (v) reviewing and approving compensation payable to Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; (vi) reviewing and managing the share schemes of our Company, including determining the scope of the eligible participants and conditions of a grant and auditing the exercise conditions and reviewing/approving other relevant matters as mentioned in the Chapter 17 of the Listing Rules; and (vii) performing such other duties determined by the Board. The Remuneration and Appraisal Committee adopted the second model described in code provision E.1.2(c) of part 2 of the CG code.

The Remuneration and Appraisal Committee held six meetings during the year December 31, 2023 and its main work included the review and approval of the recommendations to the Board on:

- the remuneration policy and structure of the Company, the remuneration packages (including grants under share schemes of the Company) of the Directors and senior management of the Company;
- the performance of executive Directors;
- the terms of executive Directors' service contracts; and
- matters relating to share schemes of the Company.

The attendance records of the Remuneration and Appraisal Committee meetings are set out below:

| Name of Committee Member | Attendance/ Number of Meeting(s) |
|---|---|
| Mr. Lin Jian | 6/6 |
| Mr. Hao Xianjing | 6/6 |
| Mr. Chen Yunjin | 6/6 |

# CORPORATE GOVERNANCE REPORT

## Nomination Committee

The Company has established a nomination committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and paragraph B.3 of part 2 of the CG Code. The Nomination Committee consists of Mr. Wang Weidong, Mr. Hao Xianjing and Dr. Ma Lan, both are independent non-executive Directors, and is chaired by Mr. Wang Weidong, an executive Director. The main duties of the Nomination Committee include but are not limited to: (i) making recommendation to the Board on its size and composition to complement the Company's business operation and shareholding structure; (ii) reviewing and making recommendations to the selection standard and procedure of Directors and senior management; (iii) identifying individuals suitably qualified to become Directors and senior management and selecting or making recommendations to the board on the selection of individuals nominated for directorships or senior management positions; (iv) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement our Company's corporate strategy; (v) assessing the independence of independent non-executive Directors; and (vi) performing such other duties determined by the Board.

The Board has adopted a board diversity policy, please refer to "Board diversity policy" on page 30 of this annual report for more details. When a vacancy in the Board arises, the Nomination Committee will then identify suitable candidates and convene a meeting to discuss and vote on the nomination of directors and make recommendation to the Board on the candidate(s) for directorship. Please refer to "Nomination policy" on page 33 of this annual report for more details.

The Nomination Committee held four meetings during the year December 31, 2023 and its main work included the review and approval of the recommendations to the Board on:

- the existing structure of the Board, Directors' performance, diversity of the Board, and independence of the independent non-executive Directors;
- election of Directors candidates for the second session of the Board; and
- change of senior management.

The attendance records of the Nomination Committee meetings are set out below:

| Name of Committee Member | Attendance/ Number of Meeting(s) |
|---|---|
| Mr. Wang Weidong | 4/4 |
| Mr. Hao Xianjing | 4/4 |
| Dr. Ma Lan | 4/4 |

# CORPORATE GOVERNANCE REPORT

### Strategy Committee

The Company has established a strategy committee, which consists of Dr. Fang Jianmin, Mr. Wang Weidong, Dr. He Ruyi, the executive Directors, Dr. Su Xiaodi, Dr. Wang Liqiang, the non-executive Directors, and Dr. Ma Lan, an independent non-executive Director, and is chaired by Dr. Fang Jianmin. The main duties of the Strategy Committee include but are not limited to: (i) researching and recommending on long-term development strategy of our Company; (ii) researching and recommending on significant investment and financing plans of our Company; (iii) researching and recommending on major capital operation and asset management project, and annual financial budget plan of our Company; (iv) researching and recommending on significant matters relating to the development of our Company; (v) monitoring the above matters and assessing, examining and recommending on significant changes; and (vi) performing such other duties determined by the Board.

The Strategy Committee did not hold any meetings during the year December 31, 2023.

## SUPERVISORY COMMITTEE

The Supervisory Committee is a supervisory agency of the Company which is responsible for the supervision of the Board and its members and senior management such as the general manager and deputy general manager so as to prevent them from the misuse of authority and infringement upon lawful rights of the Shareholders, the Company and the Company's employees. The number of members and the composition of the Supervisory Committee are in line with the provisions and requirements of the laws, regulations and the Articles. During the Reporting Period, the Supervisory Committee was comprised of three Supervisors, of whom one was an employee representative Supervisor democratically elected by our employees. The background and biographical details of the Supervisors are set out in the section headed "Biographies of directors, supervisors and senior management" in this annual report.

## FINANCIAL REPORTING SYSTEM, RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

### Financial reporting system

The Directors acknowledge their responsibility for preparing the consolidated financial statements for the year ended December 31, 2023 which give a true and fair view of the affairs of the Company and the Group and of the Group's financial performance and cash flows. The Directors also acknowledge their responsibilities to ensure that the consolidated financial statements of the Group are published in a timely manner.

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.

# CORPORATE GOVERNANCE REPORT

## Risk management

The Company is exposed to various risks in its business operations and the Company recognizes that risk management is critical to its success. Please refer to the "Principal Risks and Uncertainties" section of this report for a discussion of various operational risks and uncertainties faced by the Company. The Company has adopted a series of risk management policies which set out a risk management framework to identify, assess, evaluate and monitor key risks associated with the Company's strategic objectives on an on-going basis. Risks identified by management will be analyzed on the basis of likelihood and impact, and will be properly followed up and mitigated and rectified by the Group and reported to the Directors. Our Audit Committee, and ultimately the Directors supervise the implementation of the Company's risk management policies. The Directors and the senior management possess the necessary knowledge and experience in providing good corporate governance oversight in connection with risk management and internal control. The Company has adopted and will continue to adopt, among other things, the following risk management measures:

- The Audit Committee will oversee and manage the overall risks associated with the Company's business operations, including (i) reviewing and approving the risk management policy to ensure that it is consistent with the Company's corporate objectives; (ii) reviewing and approving the Company's corporate risk tolerance; (iii) monitoring the most significant risks associated with the Company's business operation and the management's handling of such risks; (iv) reviewing the Company's corporate risk in the light of the Company's corporate risk tolerance; and (v) monitoring and ensuring the appropriate application of the risk management framework across the Group.

- The Board will be responsible for (i) formulating the risk management policy and reviewing major risk management issues of the Company; (ii) providing guidance on the risk management approach to the relevant departments in the Company; (iii) reviewing the relevant departments' report on key risks and providing feedbacks; (iv) supervising the implementation of the Company's risk management measures by the relevant departments; and (v) reporting to the Audit Committee on the Company's material risks.

- The relevant departments in the Company, including but not limited to the finance department, the legal department and the human resources department, are responsible for implementing the Company's risk management policy and carrying out the Company's day-to-day risk management practice. In order to formalize risk management across the Group and set a common level of transparency and risk management performance, the relevant departments will (i) gather information about the risks relating to their operation or function; (ii) conduct risk assessments, which include the identification, prioritization, measurement and categorization of all key risks that could potentially affect their objectives; (iii) prepare a risk management report annually for the chief executive officer's review; (iv) continuously monitor the key risks relating to their operation or function; (v) implement appropriate risk responses where necessary; and (vi) develop and maintain an appropriate mechanism to facilitate the application of the Company's risk management framework.

# CORPORATE GOVERNANCE REPORT

### Internal control system

The Board is responsible for the risk management and internal control systems of the Group and for reviewing their effectiveness at least annually, and the Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance and risk management. The risk management and internal control systems of the Group are designed to manage rather than eliminate risks of failure to achieve business objectives, and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

The Company has an internal audit function in place, which is responsible for independently reviewing the adequacy and effectiveness of the risk management and internal control system of the Company, and reporting the results to the Audit Committee. Internal control supervisor of the Company is responsible for coordinating the internal control, sorting out and improving the business process and management mechanism, and carrying out the effectiveness evaluation of internal control. In addition to the internal control and internal audit functions, all employees are liable for risk management and internal control within their business scope. Each department shall actively cooperate with the internal control and internal review, report to the management on the important development of the department's business and the implementation of policies and strategies established by the Company, and identify, evaluate and manage major risks in time.

The Company has established risk management and internal control management to build general risk management internal control environment. At present, the Company has built an internal control process framework covering procurement, sales, human resources and compensation management, marketing and promotion management, tax management, capital management, information security and intellectual property rights, financial reporting and disclosure and other business processes and carry out risk assessment regularly to ensure risk management and internal control being in operation effectively.

The Audit Committee has made an annual review and was satisfied as to the implementation and effectiveness of the Group's risk management and internal control procedures. There were no matters of material concerns relating to financial, operational or compliance controls. The Board is satisfied with the adequacy of the risk management and internal control procedures of the Group during the Reporting Period.

### Handling of inside information

The Company has adopted an inside information policy in accordance with the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**") and the Listing Rules to ensure confidentiality when handling inside information and the publication of relevant disclosures to the public as soon as practicable. Under this policy, the Company disseminates information to specified persons on a need-to-know basis, and requires all employees who have access to the inside information to maintain strict confidentiality of the inside information until it is announced. The policy also sets out the scope of inside information and the procedures and precautionary measures for reporting or leakage of inside information of the Group.

# CORPORATE GOVERNANCE REPORT

## AUDITOR'S REMUNERATION

The Company appointed Ernst & Young, certified public accountants, as the external auditor for the year ended December 31, 2023. The work scope and reporting responsibilities of Ernst & Young are set out in the "Independent Auditor's Report" on pages 81 to 86 of this report. For the year ended December 31, 2023, the remunerations paid or payable to Ernst & Young and its related entities in respect of audit services and non-audit services are as follows:

| Service Category | Fees Paid/Payable (RMB million) |
|---|---|
| Audit services | |
| – Annual Audit Service | 2.48 |
| Non-audit services | |
| – Environment, social and governance report reporting service | 0.15 |
| Total | 2.63 |

The Audit Committee was satisfied that the non-audit services in 2023 did not affect the independence of the auditor.

## JOINT COMPANY SECRETARIES

Directors have access to the services of the joint company secretary to ensure that the Board procedures are followed. The joint company secretaries of the Company are Mr. Tong Shaojing and Ms. Tam Pak Yu, Vivien. Mr. Tong is the primary contact person of Ms. Tam in the Company. In compliance with Rule 3.29 of the Listing Rules, Mr. Tong and Ms. Tam have undertaken no less than 15 hours of relevant professional training during the year of 2023. The biographies of Mr. Tong and Ms. Tam are set out in the "Biographies of directors, supervisors and senior management" section on page 27 of this report.

## SHAREHOLDERS' RIGHTS

### Procedures for Shareholder(s) to Convene an Extraordinary General Meeting ("EGM")

Shareholders requesting the convening of an EGM shall proceed in accordance with the procedures set forth below.

Any Shareholder individually or jointly holding over 10% of the Shares is/are entitled to request in writing the Board to convene an EGM. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, furnish a written reply to such shareholder(s) stating its agreement or disagreement to the convening of the EGM within 10 days after having received such requisition.

In the event that the Board agrees to convene an EGM, a notice for convening such meeting shall be given within 5 days after the relevant Board resolution is passed and consent of the relevant shareholder(s) shall be obtained in case of any changes to the original requisition in the notice.

# CORPORATE GOVERNANCE REPORT

In the event that the Board disagrees to convene an EGM or does not furnish any reply within 10 days after having received such requisition, the Board is deemed to be unable or unwilling to perform the duty of convening a general meeting, in which case Shareholder(s) individually or jointly holding more than 10% of the Shares may propose in writing for the Supervisory Committee to convene the EGM.

In the event that the Supervisory Committee agrees to convene an EGM, a notice for convening such meeting shall be given within 5 days after having received such requisition and consent of the relevant Shareholder(s) shall be obtained in case of any changes to the original proposal in the notice.

In the event that the Supervisory Committee fails to serve any notice of an EGM within the prescribed period, the Supervisory Committee is deemed not to convene and preside over such meeting, in which case the Shareholder(s) individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over such a meeting by himself/themselves.

Where a general meeting is convened by the Supervisory Committee or Shareholders on its/their own, the expenses necessary for the general meeting shall be borne by the Company and shall be deducted from the monies payable by the Company to the defaulting Directors.

### Procedures for Shareholder(s) to Put Forward Proposals at a General Meeting

When the Company convenes a general meeting, Shareholders individually or jointly holding 3% or more of the total voting shares of the Company are entitled to propose new resolutions in writing to the Company and submit them to the convener 10 days before the meeting. The convener of the Shareholders' general meeting shall issue a supplementary notice of the Shareholders' general meeting to other Shareholders within two days upon the receipt of such proposal and notify them of the contents of such proposals.

### Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing to the Company's headquarters and principal place of business in China at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC. Shareholders may also make enquiries with the Board at the general meetings of the Company.

## COMMUNICATIONS WITH SHAREHOLDERS

The Company continuously attaches great importance to maintaining and developing investor relations for a long time, enhances transparency of the corporate information by promptly and effectively releasing the corporate information to the public, which has established effective channels for the Company to communicate with investors.

The Company publishes its announcements, financial information and other relevant information on the website at www.remegen.com, as a channel to facilitate effective communication.

# CORPORATE GOVERNANCE REPORT

The Board welcomes Shareholders' views and encourages them to attend general meetings to convey any concerns they might have to the Board or the management. Chairman of the Board and the chairman of all committees (or their proxy) will attend the annual general meeting and other general meetings. At the general meetings, all shareholders attending the meeting may make enquiries to the Directors and other management in respect of matters relevant to the resolutions. The Company has published detailed contact methods through its website, notices of the general meeting, circulars to the shareholders and annual reports for shareholders to express their views or make enquiries.

The Company also made use of various communication channels, including company website, press releases, media interviews and Wechat Official Account, etc. to keep Shareholders, investors and other stakeholders of latest developments of the Group. The Company would respond to the queries from investment sector via its investor mailbox (ir@remegen.com) in timely manner and hold investor conferences/roadshows and analyst conferences from time to time when circumstance arises and as appropriate.

During the year, the Board reviewed and considered the implementation of shareholders' communication policy was effective taking into account the aforesaid variety of existing channels for communication and participation.

## INVESTOR RELATIONS

The Company considers it crucial to provide investors with accurate information in a timely manner and maintains communication with investors through effective communication channels, with an aim to enhance mutual understanding between investors and the Company and to improve the transparency of the Company's information disclosure.

In accordance with the Listing Rules, the Company shall duly disseminate its corporate information via various channels, including regular reports, announcements and company website.

## CONSTITUTIONAL DOCUMENTS

In order to further improve our operational standards and enhance corporate governance, the Company made amendments to the relevant articles of the Articles of Association pursuant to the the latest requirements of the "Measures for the Management of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》)" and the Listing Rules and other laws, regulations and normative documents after taking into consideration of the actual situation of the Company. For the details of the above amendments, please refer to the announcement of the Company dated December 7, 2023 and the circular of the Company dated December 12, 2023.

Save as disclosed above, there had been no change to the Company's constitutional documents during the year ended December 31, 2023. The Articles of Association is available on the Company's website and the Stock Exchange's website.

# DIRECTORS' REPORT

The Board is pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended December 31, 2023.

## PRINCIPAL ACTIVITIES

The Company is a fully integrated biopharmaceutical company committed to the discovery, development and commercialization of innovative and differentiated biologics for the treatment of autoimmune, oncology and ophthalmic diseases with unmet medical needs in China and globally.

The activities and particulars of the Company's principal subsidiaries are shown under note 1 to financial statements. An analysis of the Group's revenue and operating profit/loss for the year by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report and notes 5 and 6 to financial statements.

## RESULTS

The results of the Group for the year ended December 31, 2023 are set out in the section headed "Chairman's Statement" of this report and the consolidated statements of profit or loss and other comprehensive income of the Group on pages 87 to 88 of this report.

## BUSINESS REVIEW

A fair review of the business of the Group as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including an analysis of the Group's financial performance, an indication of likely future developments in the Group's business and the Group's key relationships with its stakeholders who have a significant impact on the Group and on which the Group's success depends, is set out in the section headed "Management Discussion and Analysis" of this annual report. These discussions form part of this directors' report. Events affecting the Company that have occurred since the end of the financial year is set out in the section headed "Key Events After The Reporting Period" in this annual report.

# DIRECTORS' REPORT

## PRINCIPAL RISKS AND UNCERTAINTIES

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

### Risks relating to our financial position and need for additional capital:

- We have incurred significant net losses since inception, and expect to continue to incur net losses for the foreseeable future and we may not be able to generate sufficient revenue to achieve or maintain profitability. Potential investors may lose substantially all their investments in us given the high risks involved in our business.

- We have a limited operating history, particularly as a standalone company, and have limited experience in manufacturing and sales and marketing of drugs, which may make it difficult to evaluate our current business and predict our future performance.

- Historically, we have been funding our operations primarily through equity financing and debt financing, of which a substantial portion was borrowings from RC Pharma. We will need to obtain additional financing to fund our operations, and financing may not be available on terms acceptable to us, or at all. If we are unable to obtain sufficient financing, we may be unable to complete the development and commercialization of our drug candidates.

- The performance and value of our investments in equity investments are subject to uncertainties and fluctuation.

### Risks relating to our business:

- Our business and financial prospects depend substantially on the success of our clinical stage and pre-clinical stage drug candidates. If we are unable to successfully complete their clinical development, obtain their regulatory approvals or achieve their commercialization, or if we experience significant delays in doing any of the foregoing, our business will be materially harmed.

- If we encounter difficulties enrolling patients in our clinical trials, our clinical development activities could be delayed or otherwise adversely affected.

- Clinical drug development involves a lengthy and expensive process with an uncertain outcome.

- All material aspects of the research, development, manufacturing and commercialization of our drug candidates are heavily regulated.

# DIRECTORS' REPORT

- The regulatory approval processes of the NMPA, FDA, EMA and other comparable regulatory authorities are lengthy, time-consuming and inherently unpredictable. If we are unable to obtain without undue delay any regulatory approval for our drug candidates in our targeted markets, our business may be substantially harmed.

- Adverse events caused by our drug candidates could interrupt, delay or halt clinical trials, delay or prevent regulatory approval, limit the commercial profile of an approved label, or result in significant negative consequences following any regulatory approval.

- Any delays in completing and receiving regulatory approvals for our manufacturing facilities, or any disruption of our current facilities or in the development of new facilities, could reduce or restrict our production capacity or our ability to develop or sell products, which could have a material and adverse effect on our business, financial condition and results of operations.

- If we are unable to meet the increasing demand for our existing drug candidates and future drug products by ensuring that we have adequate manufacturing capacity, or if we are unable to successfully manage our anticipated growth or to precisely anticipate market demand, our business could suffer.

- Our drug candidates, once approved, may fail to achieve the degree of market acceptance by physicians, patients, third-party payers and others in the medical community that would be necessary for their commercial success.

- We have limited experience in commercialization of drugs. If we are unable to build or maintain sufficient sales and marketing capabilities, either by ourselves or through third parties, we may not be able to successfully create or increase market awareness of our products or sell our products, which will materially affect our ability to generate product sales revenue.

- We face substantial competition and our competitors may discover, develop or commercialize competing drugs faster or more successfully than we do.

- Third parties may initiate legal proceedings alleging that we are infringing, misappropriating or otherwise violating their intellectual property rights, the outcome of which would be uncertain, and we may be subject to substantial costs and liability, or be prevented from using technologies incorporated in our drug candidates or future drugs, or delay the commercialization of our drug candidates in certain jurisdictions, as a result of such litigation or other proceedings relating to patent or other intellectual property rights.

- If we are unable to obtain and maintain adequate patent and other intellectual property protection for our drug candidates throughout the world, or if the scope of such intellectual property rights obtained is not sufficiently broad, third parties could develop and commercialize products and technologies similar or identical to ours and compete directly against us, and our ability to successfully develop and commercialize any of our drug candidates or technologies would be materially adversely affected.

# DIRECTORS' REPORT

- The scope of our patent protection may be uncertain. Our current or any future patents may be challenged and invalidated even after issuance, which would materially adversely affect our ability to successfully commercialize any product or technology.

- We work with various third parties to develop our drug candidates, such as those who help us conduct our pre-clinical studies and clinical trials. If these third parties do not successfully carry out their contractual duties or meet expected timelines, we may not be able to obtain regulatory approval for, or commercialize, our drug candidates, and our business could be materially harmed.

- We have entered into collaborations with our partners and may form or seek additional collaborations or strategic alliances or enter into additional licensing arrangements in the future. We may not realize any or all benefits of such alliances or licensing arrangements, and disputes may arise between us and our current or future collaboration partners.

- We may rely on third parties to manufacture a portion of our drug candidates for clinical development and commercial sales. Our business could be harmed if those third parties fail to deliver sufficient quantities of product or fail to do so at acceptable quality levels or prices.

**Risks relating to our operations:**

- We operate in a competitive industry and may fail to compete effectively.

- Any failure to obtain or renew certain approvals, licenses, permits and certificates required for our business may materially and adversely affect our business, financial condition and results of operations.

- Business disruptions could seriously harm our future revenue and financial condition and increase our costs and expenses.

- The loss of any key members of our senior management team or our inability to attract and retain highly skilled scientists, clinical and sales personnel could adversely affect our business.

- We have been, and in the future may be, involved in lawsuits or other legal proceedings, which could adversely affect our business, financial conditions, results of operations and reputation.

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

# DIRECTORS' REPORT

## ENVIRONMENTAL POLICIES AND PERFORMANCE

We are committed to operate our business in a manner that protects environment, provides a safety workplace for our employees and performs our social liabilities.

We have implemented a set of policies on environment, social and governance consistent with industry standards and in compliance with the requirements of the Listing Rules. We have implemented company-wide environmental, health and safety (EHS) policies and operating procedures relating to process and work safety management, waste treatment, and emergency planning and response. Our EHS department is responsible for the formulation and updates of our EHS policies under the supervision of our Directors, and it continuously provides safety training sessions to our employees and monitors the compliance of relevant functions with our policies. Our operations involve the use of hazardous chemicals. We implemented safety guidelines setting out information about potential safety hazards and procedures for operating in the laboratory and manufacturing facilities, and we installed video surveillance systems inside the manufacturing facilities to monitor the operation process. Our operations also produce waste water and chemical waste. We treat the waste water existing our bioreactors in our biological waste disposal facilities, and store hazardous wastes in special warehouse. We also contract with third parties for the disposal of hazardous materials and wastes.

## RELATIONSHIPS WITH THE GROUP'S KEY STAKEHOLDERS

The Company maintains a good relationship with its employees, customers and suppliers in order to ensure smooth business operation. The Group provides employees with competitive benefits, conducts employee care activities, and continuously improves employees' sense of happiness and belonging. We maintain long-term partnership with suppliers based on mutual trust and purchase supplies and services in the spirit of fairness and openness. We also highlight the importance of customer service quality, effectively protect customer's data security and comply with compliant marketing practices to provide customers with a more fulfilling and higher quality experience.

The ESG Report also contains information in respect of relationship with the employees, customers and suppliers, which is issued separately within the period as required by the Listing Rules.

## COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in all material aspects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended December 31, 2023, there was no material breach of, or non-compliance with, applicable laws and regulations by the Group.

# DIRECTORS' REPORT

## FINANCIAL SUMMARY

A summary of the Group's operating results, assets and liabilities for the last five financial years is set out on page 186 of this annual report. This summary does not form part of the audited consolidated financial statements.

## FINAL DIVIDEND

The Board does not recommend payment of a final dividend for the year ended December 31, 2023.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended December 31, 2023 are set out in note 13 to financial statements.

## BANK LOANS AND BORROWINGS

Particulars of bank loans and other borrowings of the Group as at December 31, 2023 are set out in the section headed "Management Discussion and Analysis" in this annual report and note 26 to financial statements.

## SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended December 31, 2023 are set out in note 29 to financial statements.

## RESERVES

As at December 31, 2023, the Company had distributable reserve accounting to approximately RMB3,477 million.

## DONATIONS

During the year ended December 31, 2023, the Group made charitable donations of approximately RMB8.99 million (2022: RMB12.50 million).

## FINANCIAL STATEMENTS

The results of the Group for the year ended December 31, 2023 and the state of the Group's financial position as at that date are set out in the consolidated financial statements on pages 87 to 90 of this report.

# DIRECTORS' REPORT

## DIRECTORS AND SUPERVISORS

The Directors and Supervisors during the year ended December 31, 2023 and up to the date of this report were:

### Executive Directors

Mr. Wang Weidong
Dr. Fang Jianmin
Dr. He Ruyi
Mr. Lin Jian

### Non-executive Directors

Dr. Wang Liqiang
Dr. Su Xiaodi

### Independent non-executive Directors

Mr. Hao Xianjing
Dr. Ma Lan
Mr. Chen Yunjin

### Supervisors

Mr. Ren Guangke
Mr. Li Yupeng
Mr. Li Zhuanglin

The biographical information of the Directors and Supervisors are set out in the section headed "Biographies of directors, supervisors and senior management" in this annual report.

## DIRECTORS' AND SUPERVISORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this report, the Group has not entered into any transaction agreement or contract of significance in which the Directors and Supervisors have direct or indirect material interests during the Reporting Period.

## CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in this report, none of the Controlling Shareholders has or had a material interest, either directly or indirectly, in any contract of significance, whether for the provision of services or otherwise, to the business of the Group to which the Company or any of its subsidiaries was a party during the Reporting Period.

# DIRECTORS' REPORT

## NON-COMPETITION UNDERTAKING

Pursuant to the Deed of Non-Competition, the Controlling Shareholders have undertaken that they would not and would use their best endeavors to procure their close associates (except any members of the Group) not to, directly or indirectly, at any time during the relevant period, carry on, engage in, invest in, participate in, attempt to participate in, render any services to, provide any financial support to or otherwise be involved in or interested in, whether alone or jointly with another person and whether directly or indirectly or on behalf of or to assist or act in concert with any other person, any business which is the same as, similar to or in competition or will compete or may compete with the core business of the Company.

The Company has received confirmations from the Controlling Shareholders confirming their compliance with the Deed of Non-Competition for the year ended December 31, 2023 for disclosure in this annual report. The independent non-executive Directors have also reviewed the Controlling Shareholders' compliance with the Deed of Non-Competition for the year ended December 31, 2023.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors nor their respective associates (as defined in the Listing Rules) had any interest in a business that competed or might compete with the business of the Group.

## EMOLUMENTS OF THE DIRECTORS, SUPERVISORS AND THE FIVE HIGHEST PAID INDIVIDUALS

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

Details of emoluments of Directors, Supervisors and the five highest paid individuals are set out in note 8 and note 9 to financial statements. For the year ended December 31, 2023, none of the Directors has waived or agreed to waive any emoluments.

## SHARE SCHEMES

### First H Share Scheme

The Company has adopted the First H Share Scheme at the extraordinary general meeting of the Company on March 23, 2021. The First H Share Scheme is a share scheme of the Company that is funded by the existing shares and does not involve issuance of new shares of the Company. A summary of the principal terms of the First H Share Scheme is set out below:

# DIRECTORS' REPORT

(a) *Purpose of the First H Share Scheme*

The purposes of the First H Share Scheme are:

(i) to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests in the Company;

(ii) to deepen the reform on the Company's remuneration system and to develop and constantly improve the interests balance mechanism among the Shareholders, the operational and executive management; and

(iii) to (a) recognize the contributions of the leadership of the Company including the Directors; (b) encourage, motivate and retain the leadership of the Company whose contributions are beneficial to the continual operation, development and long-term growth of the Group; and (c) provide additional incentive for the leadership of the Company and long standing employee by aligning the interests of the leadership of the Company to those of the Shareholders and the Group as a whole.

(b) *Participants of the First H Share Scheme*

Participants eligible to participate in the First H Share Scheme include any full-time PRC or non-PRC employee of any members of the Group, who is a Director, senior management member, key operating team member, employee, or a consultant of the Group.

(c) *Maximum Entitlement of Each Participant*

The total number of non-vested Award Shares granted to Selected Participants under the First H Share Scheme shall not exceed 1% of the total number of Shares issued by the Company from time to time.

(d) *Total Number of Shares Available for Issue and First H Share Scheme Limit*

The First H Share Scheme is not a share scheme that involves issuance of new shares under Chapter 17 of the Listing Rules. Subject to the terms of the First H Share Scheme, the maximum size of the First H Share Scheme (the "**First H Share Scheme Limit**") shall be the maximum number of H Shares that will be acquired by the trustee appointed by the Company (the "**Trustee**") through on-market transactions from time to time at the prevailing market price, and in any case being 7,347,550 H Shares, which accounts for approximately 3.88% of the Company's total number of issued H Shares of 189,581,239 Shares and approximately 1.35% of the Company's total share capital of 544,332,083 Shares as at the date of this report. The ultimate number of H Shares underlying the First H Share Scheme is uncertain as it depends on the actual implementation of the acquisition of H Shares by the Trustee. The Company shall not make any further grant of Award which will result in the aggregate number of H Shares underlying all grants made pursuant to the First H Share Scheme (excluding Award Shares that have been forfeited in accordance with the First H Share Scheme) to exceed the First H Share Scheme Limit without Shareholders' approval. The First H Share Scheme Limit shall not be subject to any refreshment.

# DIRECTORS' REPORT

(e) *Vesting Period*

The Board or the management committee of the First H Share Scheme (the "**Delegatee**") may determine the vesting criteria and conditions or periods for the Awards to be vested. Unless otherwise specified in the Award Letter approved by the Board or the Delegatee, and subject to the vesting conditions set out in the terms of the First H Share Scheme, all Awards under the First H Share Scheme shall be vested in four equal tranches (i.e., 25%, 25%, 25% and 25%) (each a "**Vesting Period(s)**"). The specific commencement and duration of each Vesting Period and the actual vesting amount of the Award granted to a Participant for the respective Vesting Periods shall be specified in the award letter issued by the Company to the Participant. The Vesting Periods of the Awards granted under the First H Share Scheme shall be determined by the Board or the Delegatee in its sole and absolute discretion, and shall in any event not extend beyond the then remaining term of the Award Period (as defined below) at the time of grant.

(f) *Purchase Price and Basis of Determination*

The source of the Award Shares under the First H Share Scheme shall be H Shares to be acquired by the Trustee through on-market transactions at the prevailing market price in accordance with the instructions of the Company and the relevant provisions of the First H Share Scheme Rules. The Board may specify in the instructions given to the Trustee with respect to the acquisition of H Shares any conditions or terms, including without limitation, the specified price or range of prices for the acquisition, the maximum amount of funds to be used for the acquisition, and/or the maximum number of H Shares to be acquired. The Company shall as soon as reasonably practicable, for the purposes of satisfying the grant of Awards, transfer to the Trust the necessary funds and instruct the Trustee to acquire H Shares through on-market transactions at the prevailing market price. The Trustee shall as soon as reasonably practicable thereafter proceed to acquire such number of H Shares as instructed by the Company on market at the prevailing market price.

(g) *Remaining Life of the First H Share Scheme*

Subject to any early termination of the First H Share Scheme, it shall be valid and effective for ten years commencing from March 23, 2021 (the "**Award Period**"), and thereafter for so long as there are non-vested Award Shares granted under the First H Share Scheme prior to the expiration of the First H Share Scheme, in order to give effect to the vesting of such Award Shares.

The below set out particulars of the Awards granted pursuant to the First H Share Scheme:

# DIRECTORS' REPORT

| Name of grantee | Category of grantee | Date of grant | Vesting period | Exercise period | As at January 1, 2023 | Granted during the Reporting Period | Vested during the Reporting Period | Lapsed during the Reporting Period | Cancelled during the Reporting Period | As at December 31, 2023 | Purchase price (HKD) | Closing price of the Shares immediately before the date when the awards were granted (HKD) | Weighted average closing price of the Shares immediately before the date when the awards were vested (HKD) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Directors, chief executive, substantial shareholders and their respective associates** | | | | | | | | | | | | | |
| Wang Weidong | Executive Director | March 31, 2023 | March 31, 2023 to December 31, 2026 | 8 years | Nil | 850,000 | Nil | Nil | Nil | 850,000 | 27.06 | 44.30 | N/A |
| Fang Jianmin | Executive Director and chief executive officer | September 1, 2022 | September 1, 2022 to December 31, 2023 | 8 years | 1,500,000 | Nil | 1,000,000 | Nil | Nil | 500,000 | 27.06 | 44.90 | 57.90 |
| He Ruyi | Executive Director | September 1, 2022 | September 1, 2022 to December 31, 2025 | 8 years | 1,600,000 | Nil | 400,000 | Nil | Nil | 1,200,000 | 16.91 | 44.90 | 57.90 |
| Fang Michelle Yi | Daughter of Fang Jianmin | September 1, 2022 | September 1, 2022 to December 31, 2025 | 8 years | 68,000 | Nil | 17,000 | Nil | Nil | 51,000 | 27.06 | 44.90 | 57.90 |
| | | January 1, 2023 | January 1, 2023 to March 31, 2026 | 8 years | Nil | 5,052 | 1,263 | Nil | Nil | 3,789 | Nil | 57.90 | 44.30 |
| | | March 31, 2023 | March 31, 2023 to March 31, 2027 | 8 years | Nil | 7,316 | Nil | Nil | Nil | 7,316 | Nil | 44.30 | N/A |
| **Five highest paid individuals during the Reporting Period(1)** | | | | | | | | | | | | | |
| – | Five highest paid individuals | December 31, 2022 | December 31, 2022 to December 31, 2026 | 8 years | 400,000 | Nil | Nil | Nil | Nil | 400,000 | 39.26 | 57.90 | N/A |
| | | December 31, 2022 | December 31, 2022 to December 31, 2026 | 8 years | 53,848 | Nil | Nil | Nil | Nil | 53,848 | Nil | 57.90 | N/A |
| | **Sub-total** | | | | **3,621,848** | **862,368** | **1,418,263** | **Nil** | **Nil** | **3,065,953** | | | |
| **Others** | | | | | | | | | | | | | |
| Other grantees | Employees | March 22, 2022 | March 22, 2022 to March 31, 2025 | 8 years | 67,500 | Nil | 22,500 | 20,000 | Nil | 25,000 | 50.50 | 51.70 | 50.55 |
| | | March 22, 2022 | March 22, 2022 to June 30, 2025 | 8 years | 63,750 | Nil | 16,250 | 27,500 | Nil | 20,000 | 50.50 | 51.70 | 41.50 |
| | | March 22, 2022 | March 22, 2022 to September 30, 2025 | 8 years | 30,000 | Nil | 10,000 | Nil | Nil | 20,000 | 50.50 | 51.70 | 38.10 |
| | | March 22, 2022 | March 22, 2022 to December 31, 2025 | 8 years | 20,000 | Nil | 5,000 | 15,000 | Nil | Nil | 50.50 | 51.70 | 57.90 |
| | | March 22, 2022 | March 22, 2022 to June 30, 2025 | 8 years | 112,500 | Nil | 37,500 | Nil | Nil | 75,000 | 52.10 | 51.70 | 41.50 |
| | | March 22, 2022 | March 22, 2022 to September 30, 2024 | 8 years | 60,000 | Nil | 30,000 | Nil | Nil | 30,000 | 26.37 | 51.70 | 51.70 |
| | | March 22, 2022 | March 22, 2022 to December 31, 2024 | 8 years | 3,750 | Nil | 1,250 | Nil | Nil | 2,500 | 27.00 | 51.70 | 51.70 |
| | | March 22, 2022 | March 22, 2022 to December 31, 2024 | 8 years | 11,250 | Nil | 3,750 | Nil | Nil | 7,500 | 27.06 | 51.70 | 51.70 |
| | | March 31, 2022 | March 31, 2022 to March 31, 2026 | 8 years | 370,000 | Nil | 92,500 | 60,000 | Nil | 217,500 | 48.37 | 50.55 | 44.30 |
| | | June 30, 2022 | June 30, 2022 to December 31, 2025 | 8 years | 121,500 | Nil | 58,500 | 42,000 | Nil | 21,000 | 27.06 | 41.50 | 57.90 |
| | | September 30, 2022 | September 30, 2022 to September 30, 2026 | 8 years | 7,156 | Nil | 256 | 6,132 | Nil | 768 | Nil | 38.10 | 40.30 |
| | | March 22, 2022 | March 22, 2022 to March 31, 2025 | 8 years | 112,500 | Nil | 37,500 | 75,000 | Nil | Nil | 27.32 | 51.70 | 50.55 |

# DIRECTORS' REPORT

| Name of grantee | Category of grantee | Date of grant | Vesting period | Exercise period | As at January 1, 2023 | Granted during the Reporting Period | Vested during the Reporting Period | Lapsed during the Reporting Period | Cancelled during the Reporting Period | As at December 31, 2023 | Purchase price (HKD) | Closing price of the Shares immediately before the date when the awards were granted (HKD) | Weighted average closing price of the Shares immediately before the date when the awards were vested (HKD) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | December 31, 2022 | December 31, 2022 to December 31, 2026 | 8 years | 10,376 | Nil | Nil | Nil | Nil | 10,376 | Nil | 57.90 | N/A |
| | | January 1, 2023 | January 1, 2023 to March 31, 2026 | 8 years | Nil | 63,780 | 13,570 | 19,631 | Nil | 30,579 | Nil | 57.90 | 44.30 |
| | | January 1, 2023 | January 1, 2023 to June 30, 2026 | 8 years | Nil | 110,000 | 15,000 | 50,000 | Nil | 45,000 | 28.75 | 57.90 | 33.20 |
| | | March 31, 2023 | March 31, 2023 to March 31, 2026 | 8 years | Nil | 7,336 | 1,834 | 2,292 | Nil | 3,210 | Nil | 44.30 | 44.30 |
| | | March 31, 2023 | March 31, 2023 to September 30, 2026 | 8 years | Nil | 3,516 | 497 | 3,019 | Nil | Nil | Nil | 44.30 | 40.30 |
| | | March 31, 2023 | March 31, 2023 to March 31, 2027 | 8 years | Nil | 120,476 | Nil | 27,740 | Nil | 92,736 | Nil | 44.30 | N/A |
| | | March 31, 2023 | March 31, 2023 to March 31, 2027 | 8 years | Nil | 260,000 | Nil | Nil | Nil | 260,000 | 45.36 | 44.30 | N/A |
| | | March 31, 2023 | March 31, 2023 to December 31, 2026 | 8 years | Nil | 100,000 | Nil | Nil | Nil | 100,000 | 45.36 | 44.30 | N/A |
| | | June 30, 2023 | June 30, 2023 to June 30, 2027 | 8 years | Nil | 46,224 | Nil | Nil | Nil | 46,224 | Nil | 33.20 | N/A |
| | | September 30, 2023 | September 30, 2023 to September 30, 2027 | 8 years | Nil | 41,200 | Nil | 3,888 | Nil | 37,312 | Nil | 40.30 | N/A |
| | | September 30, 2023 | September 30, 2023 to September 30, 2027 | 8 years | Nil | 3,660 | Nil | Nil | Nil | 3,660 | Nil | 40.30 | N/A |
| | | September 30, 2023 | September 30, 2023 to September 30, 2027 | 8 years | Nil | 100,000 | Nil | Nil | Nil | 100,000 | 31.33 | 40.30 | N/A |
| | | December 31, 2023 | December 31, 2023 to December 31, 2027 | 8 years | Nil | 1,048 | Nil | Nil | Nil | 1,048 | Nil | 37.45 | N/A |
| | **Sub-total** | | | | **990,282** | **857,240** | **345,907** | **352,202** | **Nil** | **1,149,413** | | | |

*Note:*

(1) The five highest paid individuals exclude three executive Directors and chief executive as disclosed above.

As at January 1, 2023 and at December 31, 2023, the total number of awards available for grant under the First H Share Scheme is 5,731,000 and 5,248,330, respectively.

### Second H Share Scheme

The Company has adopted the Second H Share Scheme at the extraordinary general meeting of the Company on July 14, 2023. The Second H Share Scheme is a share scheme of the Company that is funded by the existing shares and does not involve issuance of new shares of the Company. A summary of the principal terms of the Second H Share Scheme is set out below:

# DIRECTORS' REPORT

(a) *Purpose of the Second H Share Scheme*

The purposes of the Second H Share Scheme are:

(i) to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests in the Company;

(ii) to deepen the reform on the Company's remuneration system and to develop and constantly improve the interests balance mechanism among the Shareholders, the operational and executive management; and

(iii) to (a) recognize the contributions of the leadership of the Company including the Directors; (b) encourage, motivate and retain the leadership of the Company whose contributions are beneficial to the continual operation, development and long-term growth of the Group; and (c) provide additional incentive for the leadership of the Company and long standing employee by aligning the interests of the leadership of the Company to those of the Shareholders and the Group as a whole.

(b) *Participants of the Second H Share Scheme*

Participants eligible to participate in the Second H Share Scheme include any full-time PRC or non-PRC employee of any members of the Group, who is a Director, senior management member, key operating team member, employee, or a consultant of the Group.

(c) *Maximum Entitlement of Each Participant*

The total number of non-vested Award Shares granted to Selected Participants under the Second H Share Scheme shall not exceed 1% of the total number of Shares issued by the Company from time to time.

(d) *Total Number of Shares Available for Issue and Second H Share Scheme Limit*

The Second H Share Scheme is not a share scheme that involves issuance of new shares under Chapter 17 of the Listing Rules. Subject to the terms of the Second H Share Scheme, the maximum size of the Second H Share Scheme (the "**Second H Share Scheme Limit**") shall be the maximum number of H Shares that will be acquired by the Trustee through on-market transactions from time to time at the prevailing market price, and in any case being 27,213,150 H Shares, which accounts for approximately 14.35% of the Company's total number of issued H Shares of 189,581,239 Shares and approximately 5.00% of the Company's total share capital of 544,332,083 Shares as at the date of this report. The ultimate number of H Shares underlying the Second H Share Scheme is uncertain as it depends on the actual implementation of the acquisition of H Shares by the Trustee. The Company shall not make any further grant of Award which will result in the aggregate number of H Shares underlying all grants made pursuant to the Second H Share Scheme (excluding Award Shares that have been forfeited in accordance with the Second H Share Scheme) to exceed the Second H Share Scheme Limit without Shareholders' approval. The Second H Share Scheme Limit shall not be subject to any refreshment.

# DIRECTORS' REPORT

(e) *Vesting Period*

The Board or the management committee of the Second H Share Scheme (the "**Delegatee**") may determine the vesting criteria and conditions or periods for the Awards to be vested. Unless otherwise specified in the Award Letter approved by the Board or the Delegatee, and subject to the vesting conditions set out in the terms of the Second H Share Scheme, all Awards under the Second H Share Scheme shall be vested in four equal tranches (i.e., 25%, 25%, 25% and 25%) (each a "**Vesting Period(s)**"). The specific commencement and duration of each Vesting Period and the actual vesting amount of the Award granted to a Participant for the respective Vesting Periods shall be specified in the award letter issued by the Company to the Participant. The Vesting Periods of the Awards granted under the Second H Share Scheme shall be determined by the Board or the Delegatee in its sole and absolute discretion, and shall in any event not extend beyond the then remaining term of the Award Period (as defined below) at the time of grant.

(f) *Purchase Price and Basis of Determination*

The source of the Award Shares under the Second H Share Scheme shall be H Shares to be acquired by the Trustee through on-market transactions at the prevailing market price in accordance with the instructions of the Company and the relevant provisions of the Second H Share Scheme Rules. The Board may specify in the instructions given to the Trustee with respect to the acquisition of H Shares any conditions or terms, including without limitation, the specified price or range of prices for the acquisition, the maximum amount of funds to be used for the acquisition, and/or the maximum number of H Shares to be acquired. The Company shall as soon as reasonably practicable, for the purposes of satisfying the grant of Awards, transfer to the Trust the necessary funds and instruct the Trustee to acquire H Shares through on-market transactions at the prevailing market price. The Trustee shall as soon as reasonably practicable thereafter proceed to acquire such number of H Shares as instructed by the Company on market at the prevailing market price.

(g) *Remaining Life of the Second H Share Scheme*

Subject to any early termination of the Second H Share Scheme, it shall be valid and effective for ten years commencing from July 14, 2023 (the "**Award Period**"), and thereafter for so long as there are non-vested Award Shares granted under the Second H Share Scheme prior to the expiration of the Second H Share Scheme, in order to give effect to the vesting of such Award Shares.

As of December 31, 2023, no Awards have been granted pursuant to the Second H Share Scheme.

A total of 27,213,150 Shares, subject to the maximum number of H Shares that will be acquired by the Trustee through on-market transactions from time to time at the prevailing market price, remain available for future grants of Awards under the Second H Share Scheme.

# DIRECTORS' REPORT

## 2022 A Share Incentive Scheme

The Company has adopted the 2022 A Share Scheme during the extraordinary general meeting of the Shareholders on December 28, 2022. The 2022 A Share Scheme is a share scheme that will involve issuance of new shares under Chapter 17 of the Listing Rules. The following is a summary of the principal terms of the 2022 A Share Scheme.

*(a) Purpose of the 2022 A Share Scheme*

The purpose of the 2022 A Share Scheme is to improve the Company's long-term incentive mechanism, attract and retain outstanding personnel, fully mobilise the enthusiasm of the Company's employees, effectively bond the interests of the Shareholders, the Company and the core teams together, and enable all parties to jointly pay attention to the long-term development of the Company.

*(b) Participants of the 2022 A Share Scheme*

Participants eligible to participate in the 2022 A Share Scheme include certain Directors, senior management, core technical personnel and other employees (excluding independent non-executive Directors and Supervisors) who the Board considers necessary to be incentivised.

*(c) Total Number of Restricted Shares Available for Issue under the 2022 A Share Scheme*

The total number of Restricted Shares to be issued and granted to the Participants under the 2022 A Share Scheme is 3,580,000 shares, representing approximately 0.66% of the total shares of the Company of 544,332,083 Shares as at the date of this annual report. As at the date of this annual report, 69,080 Shares have been attributed and issued, and 290,920 Restricted Shares have lapsed under the 2022 A Share Scheme, and therefore the total number of Restricted Shares available for issue under the 2022 A Share Scheme is 3,220,000 Shares, representing approximately 0.59% of the total shares of the Company of 544,332,083 Shares.

*(d) Maximum Entitlement of Each Participant under the 2022 A Share Scheme*

The number of Shares to be granted to any Participant under all share schemes of the Company does not exceed 1% of the total shares of the Company as at the date of announcement of the 2022 A Share Scheme.

*(e) Vesting Period of Awards Granted under the 2022 A Share Scheme*

The Restricted Shares of Class A interest shall be vested in five tranches after 12 months from the Grant Date, and the Restricted Shares of Class B interest shall be vested in four tranches after 24 months from the Grant Date.

# DIRECTORS' REPORT

(f) *Grant Price and Basis of Determination*

The Grant Price of the Restricted Shares shall be RMB36.36 per Share. If there is any conversion of capital reserve into share capital, bonus issue, share subdivision or share consolidation, rights issue or any other event in the Company in the period from the date of announcement of the 2022 A Share Scheme (i.e. October 16, 2022) to the completion of the vesting of Restricted Shares to the Participants, the Grant Price or the number of Restricted Shares to be granted/vested shall be adjusted in accordance with the relevant rules of the 2022 A Share Scheme accordingly. The Grant Price was determined to be RMB36.36 per Share, which represents:

a. approximately 63.16% of the average trading price of the A Shares on the trading day preceding the date of announcement of the 2022 A Share Scheme being RMB57.57 per Share;

b. approximately 70.45% of the average trading price of the A Shares for the 20 trading days preceding the date of announcement of the 2022 A Share Scheme being RMB51.61 per Share;

c. approximately 68.18% of the average trading price of the A Shares for the 60 trading days preceding the date of announcement of the 2022 A Share Scheme being RMB53.33 per Share;

d. approximately 80.00% of the average trading price of the A Shares for the 120 trading days preceding the date of announcement of the 2022 A Share Scheme being RMB45.45 per Share.

(g) *Remaining Life of the 2022 A Share Scheme*

The 2022 A Share Scheme shall become effective upon the date of the first grant of the Restricted Shares (i.e. December 28, 2022) and shall be valid until the date on which all Restricted Shares granted to the Participants have been vested or lapsed. Such period shall not exceed 84 months.

Set out below are particulars of the Awards granted pursuant to the 2022 A Share Scheme:

# DIRECTORS' REPORT

| Name of grantee | Category of grantee | Date of grant | Vesting period | Exercise period | As at January 1, 2023 | Granted during the Reporting Period | Vested during the Reporting Period | Lapsed during the Reporting Period | Cancelled during the Reporting Period | As at December 31, 2023 | Grant price (RMB) | Closing price of the Shares immediately before the date when the awards were granted (RMB) | Weighted average closing price of the Shares immediately before the date when the awards were vested (RMB) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Directors, chief executive, substantial shareholders and their respective associates** | | | | | | | | | | | | | |
| Wang Weidong | Executive Director | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 350,000 | Nil | Nil | Nil | Nil | 350,000 | 36.36 | 75.05 | N/A |
| He Ruyi | Executive Director | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 24,200 | Nil | Nil | Nil | Nil | 24,200 | 36.36 | 75.05 | N/A |
| Lin Jian | Executive Director | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 14,850 | Nil | Nil | Nil | Nil | 14,850 | 36.36 | 75.05 | N/A |
| Wen Qingkai | Substantial shareholder, Board secretary | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 18,150 | Nil | Nil | Nil | Nil | 18,150 | 36.36 | 75.05 | N/A |
| | | November 3, 2023 | November 3, 2023 to November 3, 2029 | N/A | Nil | 20,550 | Nil | Nil | Nil | 20,550 | 36.36 | 64.08 | N/A |
| Yang Minhua | Substantial shareholder | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 14,850 | Nil | Nil | Nil | Nil | 14,850 | 36.36 | 75.05 | N/A |
| Wei Jianliang | Substantial shareholder | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 14,850 | Nil | Nil | Nil | Nil | 14,850 | 36.36 | 75.05 | N/A |
| Jiang Jing | Spouse of Wang Liqiang | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 18,150 | Nil | Nil | Nil | Nil | 18,150 | 36.36 | 75.05 | N/A |
| Wang Yuxiao | Son of Mr. Wang Weidong | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 11,000 | Nil | Nil | Nil | Nil | 11,000 | 36.36 | 75.05 | N/A |
| Wang Yinxiao | Son of Wang Xudong | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 10,000 | Nil | Nil | Nil | Nil | 10,000 | 36.36 | 75.05 | N/A |
| Yao Xuejing | Spouse of Supervisor Li Zhuanglin | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 33,000 | Nil | Nil | Nil | Nil | 33,000 | 36.36 | 75.05 | N/A |
| **Five highest paid individuals during the Reporting Period(1)** | | | | | | | | | | | | | |
| – | Five highest paid individuals | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 24,200 | Nil | Nil | Nil | Nil | 24,200 | 36.36 | 75.05 | N/A |
| **Others** | | | | | | | | | | | | | |
| Other grantees | Employees | December 28, 2022 | December 28, 2022 to December 28, 2028 | N/A | 2,321,350 | Nil | Nil | 200,150 | Nil | 2,121,200 | 36.36 | 75.05 | N/A |
| | | November 3, 2023 | November 3, 2023 to November 3, 2029 | N/A | Nil | 690,000 | Nil | 10,000 | Nil | 680,000 | 36.36 | 64.08 | N/A |

*Note:*

(1) The five highest paid individuals exclude three executive Directors and chief executive as disclosed above.

As at January 1, 2023 and at December 31, 2023, the total number of awards available for grant under the 2022 A Share Scheme is 710,550 and nil, respectively.

# DIRECTORS' REPORT

## 2023 A Share Incentive Scheme

The Company has adopted the 2023 A Share Scheme during the extraordinary general meeting of the Shareholders on December 28, 2023. The 2023 A Share Scheme is a share scheme that will involve issuance of new shares under Chapter 17 of the Listing Rules. The following is a summary of the principal terms of the 2023 A Share Scheme.

*(a) Purpose of the 2023 A Share Scheme*

The purpose of the 2023 A Share Scheme is to improve the Company's long-term incentive mechanism, attract and retain outstanding personnel, fully mobilise the enthusiasm of the Company's employees, effectively bond the interests of the Shareholders, the Company and the core teams together, and enable all parties to jointly pay attention to the long-term development of the Company.

*(b) Participants of the 2023 A Share Scheme*

Participants eligible to participate in the 2023 A Share Scheme include certain Directors, senior management and other employees (excluding independent non-executive Directors and Supervisors) who the Board considers necessary to be incentivised.

*(c) Total Number of Restricted Shares Available for Issue under the 2023 A Share Scheme*

The total number of Restricted Shares to be issued and granted to the Participants under the 2023 A Share Scheme is 1,783,062 shares, representing approximately 0.33% of the total shares of the Company of 544,332,083 Shares as at the date of this annual report. As at the date of this annual report, no Restricted Shares have been attributed and issued or lapsed under the 2023 A Share Scheme and therefore the total number of Restricted Shares available for issue under the 2023 A Share Scheme remains 1,783,062 Shares.

*(d) Maximum Entitlement of Each Participant under the 2023 A Share Scheme*

The number of Shares to be granted to any Participant under all share schemes of the Company does not exceed 1% of the total shares of the Company as at the date of announcement of the 2023 A Share Scheme.

*(e) Vesting Period of Awards Granted under the 2023 A Share Scheme*

The Restricted Shares shall be vested in four tranches after 24 months from the Grant Date.

*(f) Grant Price and Basis of Determination*

The Grant Price of the Restricted Shares shall be RMB49.77 per Share. If there is any conversion of capital reserve into share capital, bonus issue, share subdivision or share consolidation, rights issue or any other event in the Company in the period from the date of announcement of the 2023 A Share Scheme (i.e. November 17, 2023) to the completion of the vesting of Restricted Shares to the Participants, the Grant Price or the number of Restricted Shares to be granted/vested shall be adjusted in accordance with the relevant rules of the 2023 A Share Scheme accordingly. The Grant Price was determined to be RMB49.77 per Share, which represents:

a. approximately 78% of the average trading price of the A Shares on the trading day preceding the date of announcement of the 2023 A Share Scheme being RMB63.67 per Share;

b. approximately 77% of the average trading price of the A Shares for the 20 trading days preceding the date of announcement of the 2023 A Share Scheme being RMB64.65 per Share;

c. approximately 80% of the average trading price of the A Shares for the 60 trading days preceding the date of announcement of the 2023 A Share Scheme being RMB62.20 per Share;

d. approximately 79% of the average trading price of the A Shares for the 120 trading days preceding the date of announcement of the 2023 A Share Scheme being RMB62.79 per Share.

*(g) Remaining Life of the 2023 A Share Scheme*

The 2023 A Share Scheme shall become effective upon the date of the first grant of the Restricted Shares (i.e. December 28, 2023) and shall be valid until the date on which all Restricted Shares granted to the Participants have been vested or lapsed. Such period shall not exceed 84 months.

# DIRECTORS' REPORT

Set out below are particulars of the Awards granted pursuant to the 2023 A Share Scheme:

| Name of grantee | Category of grantee | Date of grant | Vesting period | Exercise period | As at January 1, 2023 | Granted during the Reporting Period | Vested during the Reporting Period | Lapsed during the Reporting Period | Cancelled during the Reporting Period | As at December 31, 2023 | Grant price (RMB) | Closing price of the Shares immediately before the date when the awards were granted (RMB) | Weighted average closing price of the Shares immediately before the date when the awards were vested (RMB) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Directors, chief executive, substantial shareholders and their respective associates** | | | | | | | | | | | | | |
| Wen Qingkai | Substantial shareholder, Board secretary | December 28, 2023 | December 28, 2023 to December 28, 2029 | N/A | Nil | 79,450 | Nil | Nil | Nil | 79,450 | 49.77 | 60.74 | N/A |
| Wang Yuxiao | Son of Mr. Wang Weidong | December 28, 2023 | December 28, 2023 to December 28, 2029 | N/A | Nil | 100,000 | Nil | Nil | Nil | 100,000 | 49.77 | 60.74 | N/A |
| **Others** | | | | | | | | | | | | | |
| Other grantees | Employees | December 28, 2023 | December 28, 2023 to December 28, 2029 | N/A | Nil | 1,253,000 | Nil | Nil | Nil | 1,253,000 | 49.77 | 60.74 | N/A |

As at January 1, 2023 and at December 31, 2023, the total number of awards available for grant under the 2023 A Share Scheme is nil and 350,612, respectively.

The number of shares that may be issued in respect of awards granted under all schemes of the Company that involve issue of new shares during the Reporting Period divided by the weighted average number of ordinary shares in issue for the Reporting Period is approximately 0.89%.

The accounting standard and policy to estimate the fair value of the awards of the H Share Schemes and the A Share Schemes is set out in Note 31 to the financial statements.

# DIRECTORS' REPORT

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

As at December 31, 2023, the interests and short positions of the Directors, Supervisors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were otherwise required, to be notified to the Company and the Stock Exchange pursuant to the Model Code, are set out below:

## INTERESTS IN SHARES OF THE COMPANY

| Name of Director | Class of Shares | Nature of Interest | Number of Shares or underlying Shares(1) | Approximate percentage in relevant class of Shares(2) | Approximate percentage of shareholding(2) |
|---|---|---|---|---|---|
| Mr. Wang Weidong(3)(4) | A Shares | Interest of controlled corporations | 152,984,812 (L) | 43.13% | 28.11% |
| | A Shares | Interests held jointly with another person | 39,818,320 (L) | 11.23% | 7.32% |
| | A Shares | Other | 350,000 (L) | 0.10% | 0.06% |
| | H Shares | Interests of controlled corporation | 3,484,041 (L) | 1.84% | 0.64% |
| | H Shares | Interests held jointly with another person | 21,745,000 (L) | 11.47% | 4.00% |
| | H Shares | Beneficiary of a trust (other than a discretionary trust) | 850,000 (L) | 0.45% | 0.16% |
| Dr. Fang Jianmin(3)(4) | A Shares | Beneficial owner | 26,218,320 (L) | 7.39% | 4.82% |
| | A Shares | Interests of controlled corporation | 13,600,000 (L) | 3.83% | 2.50% |
| | A Shares | Interests held jointly with another person | 152,984,812 (L) | 43.13% | 28.11% |
| | H Shares | Interests of controlled corporation | 20,745,000 (L) | 10.94% | 3.81% |
| | H Shares | Interests held jointly with another person | 3,484,041 (L) | 1.84% | 0.64% |
| | H Shares | Beneficial owner | 1,000,000 (L) | 0.53% | 0.18% |
| | H Shares | Beneficiary of a trust (other than a discretionary trust) | 500,000 (L) | 0.26% | 0.09% |
| Dr. Wang Liqiang(3)(4) | A Shares | Interests held jointly with another person | 192,803,132 (L) | 54.36% | 35.42% |
| | A Shares | Interest of spouse | 18,150 (L) | 0.01% | 0.00% |
| | H Shares | Interests held jointly with another person | 25,229,041 (L) | 13.31% | 4.64% |
| Mr. Lin Jian(3)(4) | A Shares | Interests held jointly with another person | 192,803,132 (L) | 54.36% | 35.42% |
| | A Shares | Other | 14,850 (L) | 0.00% | 0.00% |
| | H Shares | Interests held jointly with another person | 25,229,041 (L) | 13.31% | 4.64% |
| Dr. He Ruyi(4) | A Shares | Other | 24,200 (L) | 0.01% | 0.00% |
| | H Shares | Beneficial owner | 400,000 (L) | 0.21% | 0.07% |
| | H Shares | Beneficiary of a trust (other than a discretionary trust) | 1,200,000 (L) | 0.63% | 0.22% |

# DIRECTORS' REPORT

*Notes:*

(1) The letter "L" stands for long position.

(2) The calculation is based on percentage of shareholding in a total of 544,263,003 Shares, which consists of 189,581,239 H Shares and 354,681,764 A Shares as at December 31, 2023.

(3) As at December 31, 2023, each of Yantai Rongda Venture Capital Center (Limited Partnership) (煙台榮達創業投資中心(有限合夥)) ("Rongda"), Yantai Rongqian Enterprise Management Center (Limited Partnership) (煙台榮謙企業管理中心(有限合夥)) ("Rongqian"), Yantai Rongshi Enterprise Management Center (Limited Partnership) (煙台榮實企業管理中心(有限合夥)) ("Rongshi"), Yantai Rongyi Enterprise Management Center (Limited Partnership) (煙台榮益企業管理中心(有限合夥)) ("Rongyi"), Yantai Rongjian Enterprise Management Center (Limited Partnership) (煙台榮建企業管理中心(有限合夥)) ("Rongjian") was a limited partnership established in the PRC. Each of Rongda, Rongqian, Rongshi, Rongyi and Rongjian is an employee incentive platform and held 102,381,891, 18,507,388, 9,190,203, 16,630,337 and 2,163,655 A Shares in our Company, respectively. Mr. Wang Weidong is the executive partner of each of Rongda, Rongqian, Rongshi, Rongyi and Rongjian. As such, under the SFO, Mr. Wang Weidong is deemed to be interested in the equity interests held by Rongda, Rongqian, Rongshi, Rongyi and Rongjian.

Further, as at December 31, 2023, RongChang Holding Group LTD. was a company incorporated in the British Virgin Islands. Mr. Wang Weidong was the sole director of RongChang Holding Group LTD. and RongChang Holding Group LTD. is accustomed to act in accordance with Mr. Wang Weidong's instructions. As such, under the SFO, Mr. Wang Weidong is deemed to be interested in the equity interests held by RongChang Holding Group LTD.

As at December 31, 2023, I-NOVA Limited was a company incorporated in the British Virgin Islands and was wholly-owned by Dr. Fang Jianmin. As such, under the SFO, Dr. Fang Jianmin is deemed to be interested in the equity interests held by I-NOVA Limited.

On April 16, 2020, Mr. Wang Weidong, Dr. Fang Jianmin, Mr. Lin Jian, Dr. Wang Liqiang, Mr. Wang Xudong, Mr. Deng Yong, Mr. Xiong Xiaobin, Mr. Wen Qingkai, Ms. Yang Minhua, Mr. Wei Jianliang, Rongda, RongChang Holding LTD. and I-NOVA Limited entered into a concert party agreement to confirm that they have acted in concert in the management, decision-making and all major decisions of our Group. As such, each of the Concert Parties are deemed to be interested in the Shares each other is interested in.

(4) As of December 31, 2023, each of Mr. Wang Weidong, spouse of Dr. Wang Liqiang, Mr. Lin Jian and Dr. He Ruyi was granted Restricted Shares under the 2022 Restricted A Share Incentive Scheme with attribution conditions attached thereto, and each of Mr. Wang Weidong, Dr. Fang Jianmin and Dr. He Ruyi was granted Award Shares pursuant to the First H Share Award and Trust Scheme with vesting criteria and conditions attached thereto. As such, under the SFO, each of Mr. Wang Weidong, Dr. Fang Jianmin, Dr. Wang Liqiang, Mr. Lin Jian and Dr. He Ruyi is deemed to be interested in the equity interests underlying the aforesaid Award Shares or/and Restricted Shares.

Save as disclosed above, as at December 31, 2023, none of the Directors, Supervisors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations, recorded in the register required to be kept under section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

# DIRECTORS' REPORT

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to the Company, as at December 31, 2023, as recorded in the register required to be kept by the Company under section 336 of the SFO, the following persons, other than a Director, Supervisor or chief executive of the Company, had an interest of 5% or more in the Shares or underlying Shares:

| Name of Substantial Shareholder | Class of Shares | Nature of Interest | Number of Shares or underlying Shares(1) | Approximate percentage in relevant class of Shares(2) | Approximate percentage of shareholding(2) |
|---|---|---|---|---|---|
| Yantai Rongda Venture Capital Center (Limited Partnership) (煙台榮達創業投資中心(有限合夥))(3) | A Shares | Beneficial owner | 102,381,891 (L) | 28.87% | 18.81% |
| | A Shares | Interests held jointly with another person | 90,421,241 (L) | 25.49% | 16.61% |
| | H Shares | Interests held jointly with another person | 25,229,041 (L) | 7.11% | 4.64% |
| Yantai Rongqian Enterprise Management Center Limited Partnership) (煙台榮謙企業管理中心(有限合夥))(3) | A Shares | Beneficial owner | 18,507,388 (L) | 5.22% | 3.40% |
| RongChang Holding Group LTD.(3) | A Shares | Beneficial owner | 4,111,338 (L) | 1.16% | 0.76% |
| | A Shares | Interests held jointly with another person | 188,691,794 (L) | 53.20% | 34.67% |
| | H Shares | Interests held jointly with another person | 21,745,000 (L) | 6.13% | 4.00% |
| | H Shares | Beneficial owner | 3,484,041 (L) | 0.98% | 0.64% |
| I-NOVA Limited(3) | A Shares | Beneficial owner | 13,600,000 (L) | 3.83% | 2.50% |
| | A Shares | Interests held jointly with another person | 179,203,132 (L) | 50.53% | 32.93% |
| | H Shares | Interests held jointly with another person | 4,484,041 (L) | 1.26% | 0.82% |
| | H Shares | Beneficial owner | 20,745,000 (L) | 5.85% | 3.81% |
| Mr. Wang Xudong(3) | A Shares | Interests held jointly with another person | 192,803,132 (L) | 54.36% | 35.42% |
| | H Shares | Interests held jointly with another person | 25,229,041 (L) | 7.11% | 4.64% |
| Mr. Deng Yong(3) | A Shares | Interests held jointly with another person | 192,803,132 (L) | 54.36% | 35.42% |
| | H Shares | Interests held jointly with another person | 25,229,041 (L) | 7.11% | 4.64% |
| Mr. Xiong Xiaobin(3) | A Shares | Interests held jointly with another person | 192,803,132 (L) | 54.36% | 35.42% |
| | H Shares | Interests held jointly with another person | 25,229,041 (L) | 7.11% | 4.64% |

# DIRECTORS' REPORT

| Name of Substantial Shareholder | Class of Shares | Nature of Interest | Number of Shares or underlying Shares(1) | Approximate percentage in relevant class of Shares(2) | Approximate percentage of shareholding(2) |
|---|---|---|---|---|---|
| Mr. Wen Qingkai(3) | A Shares | Interests held jointly with another person | 192,803,132 (L) | 54.36% | 35.42% |
| | A Shares | Other | 118,150 (L) | 0.03% | 0.02% |
| | H Shares | Interests held jointly with another person | 25,229,041 (L) | 7.11% | 4.64% |
| Ms. Yang Minhua(3) | A Shares | Interests held jointly with another person | 192,803,132 (L) | 54.36% | 35.42% |
| | A Shares | Other | 14,850 (L) | 0.00% | 0.00% |
| | H Shares | Interests held jointly with another person | 25,229,041 (L) | 7.11% | 4.64% |
| Mr. Wei Jianliang(3) | A Shares | Interests held jointly with another person | 192,803,132 (L) | 54.36% | 35.42% |
| | A Shares | Other | 14,850 (L) | 0.00% | 0.00% |
| | H Shares | Interests held jointly with another person | 25,229,041 (L) | 7.11% | 4.64% |

*Notes:*

(1) The letter "L" stands for long position.

(2) The calculation is based on percentage of shareholding in a total of 544,263,003 Shares, which consists of 189,581,239 H Shares and 354,681,764 A Shares as at December 31, 2023.

(3) Please refer to note (3) under the heading "DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS" above.

Save as disclosed above, as at December 31, 2023, the Company had not been notified of any persons (other than a Director or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares that were recorded in the register required to be kept under section 336 of the SFO.

# DIRECTORS' REPORT

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended December 31, 2023 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate; and none of the Directors, or any of their spouse or children under the age of 18, had any right to subscribe for equity or debt securities of the Company or any other body corporate, or had exercised any such right.

## MAJOR CUSTOMERS AND SUPPLIERS

Sales attributable to the Group's five largest customers and the largest customer accounted for 22.35% and 5.82%, respectively, of the Group's total sales for the Reporting Period.

Purchases attributable to the Group's five largest suppliers and the largest supplier accounted for 15.40% and 4.41%, respectively, of the Group's total purchases for the Reporting Period.

None of the Directors or any of their close associates (as defined in the Listing Rules) or any Shareholders (whom, to the best knowledge and belief of the Directors, own more than 5% of the Company's total issued share capital) had a material interest in the Group's five largest suppliers and five largest customers during the Reporting Period.

## CONNECTED TRANSACTIONS

The following transactions constituted connected transactions under the Listing Rules during the year ended December 31, 2023:

### 2022 Equipment Lease Agreement

The Company has entered into an equipment lease agreement dated March 27, 2019 and a supplemental equipment lease agreement dated September 27, 2019 with Yeda Incubation (the "**Equipment Lease Agreement**"). As the Company expects to lease more equipment under the Equipment Lease Agreement and intends to further increase the term of the Equipment Lease Agreement due to business expansion/development, on May 23, 2022 the Board resolved to enter into the 2022 Equipment Lease Agreement to increase the leased equipment under the Equipment Lease Agreement and extend the term of the Equipment Lease Agreement to December 31, 2025.

Pursuant to the 2022 Equipment Lease Agreement, the Company has agreed to lease from Yeda Incubation 57 pieces of equipment used in our research and development activities for a fixed term from March 27, 2019 to December 31, 2025 at an aggregate rental of RMB5,600,000 per year. The rentals payable under the 2022 Equipment Lease Agreement were determined by the Company and Yeda Incubation through arm's length negotiation taking into account (i) the purchase price paid by Yeda Incubation when they acquired such equipment; (ii) a consumer price index of 5% and (iii) the annual amortization amount of the leased equipment.

# DIRECTORS' REPORT

The 2022 Equipment Lease Agreement has been entered into in the ordinary and usual course of business of the Group and of Yeda Incubation. We require certain equipment for our research and development activities and have leased them from Yeda Incubation to save costs for buying such equipment ourselves. As an incubator, Yeda Incubation leases out equipment used by drug developers in their ordinary and usual course of business. The Directors (including the independent non-executive Directors) considered the 2022 Equipment Lease Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

As of the date of the entering into the 2022 Equipment Lease Agreement, Yeda Incubation is owned as to 55% by and is a subsidiary of RC Pharma, and RC Pharma is owned as to approximately 63.93% by the Controlling Shareholders. As such, Yeda Incubation is a connected person of the Company.

### 2023 Yeda Incubation Leases

The Company has entered into an incubation agreement dated September 15, 2019 and a property management agreement dated October 15, 2019 and a supplemental incubation agreement and a supplemental property management agreement, both dated June 28, 2020 with Yeda Incubation (together, the "**Incubation Center Lease**"). The Company has also entered into a property lease agreement dated May 7, 2020 and a supplemental property lease agreement dated June 28, 2020 with Yeda Incubation (together, the "**Incubation Building Lease**", together with the "**Incubation Center Lease**", the "**Yeda Incubation Leases**"). A supplemental agreement to the Incubation Building Lease and an agreement to renew the Incubation Center Lease entered into by the Company and Yeda Incubation (the "**2022 Yeda Incubation Leases**") as resolved by the Board on May 23, 2022 and approved by the Shareholders at the annual general meeting of the Company on June 29, 2022. As the Incubation Center Lease has expired on July 31, 2023 and the leased area under the Incubation Building Lease is expected to increase due to business expansion/development of the Company, the Board resolved on November 17, 2023 to enter into a supplemental agreement to the 2022 Yeda Incubation Leases in order to supplement the Incubation Building Lease under the 2022 Yeda Incubation Leases (the "**2023 Yeda Incubation Leases**") with respect to the increased leased area under the Incubation Building Lease.

Pursuant to the Incubation Center Lease, the Company has leased from Yeda Incubation certain facilities at the incubation center operated by Yeda Incubation (the "**Incubation Center**"). The Incubation Center is located at 1 Rongchang Road, Economic Technology Development Zone, Yantai, Shandong Province, which is near to the Rongchang Biopharmaceutical Park (the "**Park**") where the Company's headquarters are located. Pursuant to the Incubation Building Lease, the Company has leased from Yeda Incubation certain premises at the Incubation R&D Building owned by Yeda Incubation (the "**Incubation Building**"). The Incubation Building is located in the Park. Yeda Incubation also provides general property management services for the premises leased by the Company and for the common area.

# DIRECTORS' REPORT

Set out below are the details of the 2023 Yeda Incubation Leases:

| Premises | Term of the lease | Location | Area | Rentals, utilities charges and management fees |
|---|---|---|---|---|
| Incubation facilities comprising three kinds of laboratories, namely, non-sterilized laboratory, Class D sterilized laboratory and Class C sterilized laboratory | January 1, 2023 to July 31, 2023 | Incubation Center | • Non-sterilized laboratory: 267 $m^2$<br>• Class D sterilized laboratory: 835.8 $m^2$; and<br>• Class C sterilized laboratory: 206.7 $m^2$ | • Non-sterilized laboratory: annual rentals of RMB80,100; annual utilities charges of RMB53,400; and annual property management fees of RMB11,214<br>• Class D sterilized laboratory: annual rentals of RMB334,320; annual utilities charges of RMB501,480<br>• Class C sterilized laboratory: RMB103,350; annual utilities charges of RMB144,690 |
| Office premises and GMP Cleanrooms | January 1, 2023 to December 31, 2025 | Incubation Building | • Office premises: 15,149 $m^2$;<br>• GMP cleanrooms: 12,278 $m^2$<br>• Semifinished area: 4,277 $m^2$ | • Office premises: annual rentals of RMB10,558,860 plus real estate tax RMB1,439,856<br>• GMP cleanrooms: annual rentals of RMB24,138,552 plus real estate tax RMB3,291,612; and<br>• Semifinished area: annual rents of RMB1,471,284 plus real estate tax RMB200,633 |

The rentals payable under the 2023 Yeda Incubation Leases were determined based on arms' lengths negotiation of the parties with reference to prevailing market rates for properties of similar size situated in the locality that are used for similar purposes in the PRC.

As the Company has a robust pipeline complemented with many early stage drug candidates, the incubation facilities provided by Yeda Incubation facilitates our better management and coordination of the drug development progress. As the Incubation Center is located near to the Park, it provides convenient access for the Company's personnel involved in the research and development activities of our drug candidates. Further, as the Company has started to lease and use the laboratories for our research and development activities, any relocation may cause unnecessary disruption to its business operations and incur unnecessary costs.

# DIRECTORS' REPORT

Furthermore, as the Company's business expands, the Company's own facilities cannot accommodate all of its staff and its increasing level of research and development activities; the Company is in need of office space for staff and GMP cleanrooms for ongoing research and development activities and it needs semifinished areas to be modified into office space and GMP cleanrooms. Given that the leased properties are in close proximity to its facilities and allow its business activities to continue seamlessly. Although the Company has spare GMP-compliant manufacturing facilities, such manufacturing facilities cannot be converted into research and development facilities due to different GMP requirements. As the Company's business expands, its research and development facilities are not sufficient to accommodate increasing number of staff and growing research and development activities for drug candidates. As such, the Company needs to lease such facilities from Yeda Incubation.

The Directors (including the independent non-executive Directors) considered the 2023 Yeda Incubation Leases is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

As of the date of the entering into the 2023 Yeda Incubation Leases, Yeda Incubation is owned as to 55% by and is a subsidiary of RC Pharma, and RC Pharma is owned as to approximately 63.93% by the Controlling Shareholders. As such, Yeda Incubation is a connected person of the Company.

### MabPlex Apartment Lease Agreement

The Company has entered into a lease agreement (the "**MabPlex Apartment Lease Agreement**") with MabPlex on May 23, 2022, pursuant to which the Company agreed to lease certain premises for employees and experts housing from MabPlex for a term of January 1, 2023 to December 31, 2025.

Set out below are the details of the MabPlex Apartment Lease Agreement:

| Premise | Term of the lease | Area | Rentals |
|---|---|---|---|
| No. 60 Middle Beijing Road, Yantai Economic and Technological Development Zone Area | January 1, 2023 to December 31, 2025 | Employees' apartment: 13,014.6 $m^2$; Experts' apartment: 3,004.0 $m^2$ | Annual rentals for 2023 to 2025: RMB3,780,000 |

The rentals payable under the MabPlex Apartment Lease Agreement were determined based on arms' length negotiation of the parties with reference to prevailing market rates for properties of similar size situated in the locality that are used for similar purposes in the PRC.

The Company does not have self-constructed apartments for employees or experts. As the apartments of MabPlex is located in the Park, it provides safe and convenient housing to the Company's employees and experts with fair rent. The Directors (including the independent non-executive Directors) considered MabPlex Apartment Lease Agreement is on normal commercial terms and in the ordinary and usual course of business of the Group, fair and reasonable and in the interest of the Company and the Shareholders as a whole.

As of the date of entering into the MabPlex Apartment Lease Agreement, MabPlex is owned as to approximately 32.95% by the Controlling Shareholders. Accordingly, MabPlex is a connected person of the Company.

# DIRECTORS' REPORT

## CONTINUING CONNECTED TRANSACTIONS

During the Reporting Period, details of the Group's continuing connected transactions subject to the reporting, annual review and announcement requirements are set out as follows:

| Continuing connected transaction | Effective Date | Term | Connected person | Description and purpose of the transaction | Annual cap for the year ended December 31, 2023 | Actual transaction value for the year ended December 31, 2023 |
|---|---|---|---|---|---|---|
| 2023 - 2025 CRC Services Framework Agreement | January 1, 2023 | Three years | Kangkang | Provision of clinical trial management services from Kangkang to the Company | RMB 26,500,000 | RMB 22,968,000 |
| 2023 - 2025 General Services Framework Agreement | January 1, 2023 | Three years | RC Pharma | Provision of steam for the Group's business operations; provision of coordination and management services in relation to construction works; and provision of other miscellaneous services such as canteen, business cars hire and supporting facilities services | RMB 33,500,000 | RMB 31,161,000 |
| 2023 - 2025 MabPlex Master Service Agreement | January 1, 2023 | Three years | MabPlex | Provision of research and development and manufacturing services to the Company | RMB 70,000,000 | RMB 36,016,000 |
| 2023 - 2025 Materials Purchase Framework Agreement | January 1, 2023 | Three years | CelluPro | Sales of medium products from CelluPro to the Company | RMB 53,000,000 | RMB 40,801,000 |
| 2023 - 2025 MabPlex Property Lease Agreement | January 1, 2023 | Three years | MabPlex | Lease of manufacturing facilities from the Company to MabPlex | RMB 3,000,000 | RMB 1,456,000 |

# DIRECTORS' REPORT

The detailed terms of the non-exempt continuing connected transactions mentioned above are as follows:

### 2023-2025 CRC Services Framework Agreement

The Company has entered into a framework agreement dated August 22, 2020 with Kangkang (the "**CRC Services Framework Agreement**"), which expired on December 31, 2022. As the Company expects to have ongoing demand for certain clinical trials management services provided by Kangkang, the Board resolved to renew the CRC Services Framework Agreement. Accordingly, we have entered into the 2023-2025 CRC Services Framework Agreement with Kangkang for a term of three years effective from January 1, 2023 (the "**2023-2025 CRC Services Framework Agreement**") dated December 20, 2022. On November 17, 2023, the Board resolved to revise the annual caps under 2023-2025 CRC Services Framework Agreement for the years ending December 31, 2023, 2024 and 2025 as the actual amounts of transactions contemplated thereunder may exceed the annual caps set in 2022. Pursuant to the 2023-2025 CRC Services Framework Agreement, the Company has agreed to engage Kangkang and Kangkang has agreed to provide certain clinical trials management services to the Company, including but not limited to coordinating clinical research, providing training to clinical research coordinators who shall assist investigators in their clinical trials according to the requests of the Company and providing supporting services for investigators. The Company and Kangkang will enter into separate individual agreements or work orders which will set out the specific terms and conditions according to the principles in the 2023-2025 CRC Services Framework Agreement.

*Pricing*

Service fees will be charged at rates no more favorable than rates at which the Company pays independent third parties for comparable transactions and will be determined by the Company and Kangkang through arm's length negotiation based on a number of factors applicable to all service providers, including but not limited to the nature, complexity and value of tasks completed by Kangkang at each stage under each work order, the personnel and working hours estimated to be equipped and spent on providing specific service, historical hourly rate of staff in operational and managerial capacities and the then prevailing market rates by obtaining and comparing against fee quotes provided by other companies.

*Annual caps*

For the three years ending December 31, 2023, 2024 and 2025, the total amount payable by the Company to Kangkang for the services under the 2023-2025 CRC Services Framework Agreement shall not exceed RMB26,500,000, RMB31,500,000 and RMB35,000,000, respectively.

During the Reporting Period, the amount of service fees paid/payable by the Company to Kangkang under the 2023-2025 CRC Services Framework Agreement was RMB22,968,000.

### 2023-2025 General Services Framework Agreement

The Company has entered into a general services framework agreement dated December 6, 2019 and a supplemental general services framework agreement dated June 24, 2020 with RC Pharma (together, the "**General Services Framework Agreement**") in relation to general services provided by RC Pharma in the Park, which expired on December 31, 2022. As the Company expects to continue to have ongoing demand for the general services provided by RC Pharma, the Board resolved to renew the General Services Framework Agreement. Accordingly, we have entered into the 2023-2025 General Services Framework Agreement with RC Pharma for a term of three years effective from January 1, 2023 (the "**2023-2025 General Services Framework Agreement**") dated December 16, 2022. On November 17, 2023, the Board resolved to revise the annual cap under 2023-2025 General Services Framework Agreement for the year ending December 31, 2024 as the actual amounts of transactions contemplated thereunder may exceed the annual cap set in 2022. The scope of such general services include (i) provision of steam for our business operations; and (ii) provision of other miscellaneous services such as canteen, business cars hire and supporting facilities services.

*Pricing*

Service fees will be charged at rates no less favorable to the Company than rates at which RC Pharma charges independent third parties and other connected persons for comparable transactions and will be determined by the relevant parties through arm's length negotiation based on factors applicable to all service providers, the factors applying to each of the three types of services are as follows:

i. provision of steam: the provision of steam will be charged at the procurement costs paid by RC Pharma, for the natural gas required for producing steam plus service charge for the maintenance of facilities and equipment for converting the same into steam;

ii. miscellaneous service: the actual number of people and the number of meals consumed, the actual usage of transportation services and costs of supporting facilities services, together with the corresponding service fees.

*Annual caps*

For the three years ending December 31, 2023, 2024 and 2025, the maximum aggregate annual amount of service fees under the 2023-2025 General Services Framework Agreement shall not exceed RMB33,500,000, RMB38,000,000 and RMB40,000,000, respectively.

During the Reporting Period, the amount of service fees paid/payable by the Company to RC Pharma under the 2023-2025 General Services Framework Agreement was RMB31,161,000.

# DIRECTORS' REPORT

### 2023-2025 MabPlex Master Service Agreement

We entered into a M16120 master service agreement dated January 4, 2019 and a supplemental master service agreement dated August 15, 2020 with MabPlex (together, the "**MabPlex Master Service Agreement**"), which expired on December 31, 2022. As the Company expects to continue procurement of research and development services from MabPlex, the Board resolved to renew the MabPlex Master Service Agreement. Accordingly, we have entered into the 2023-2025 MabPlex Master Service Agreement with MabPlex for a term of three years effective from January 1, 2023. Pursuant to the 2023-2025 MabPlex Master Service Agreement, MabPlex provides certain research and development and manufacturing services to the Company, including but not limited to cell culture manufacturing, synthesis of linker-payloads, ADC conjugation service, release testing service, GMP fill/finish of ADC products, and cell banking. The Company and MabPlex will enter into separate individual agreements or work orders which will set out the specific terms and conditions according to the principles in the 2023-2025 MabPlex Master Service Agreement.

*Pricing*

Service fees will be charged at rates no less favorable to the Company than rates at which the Company pays independent third parties for comparable transactions; and service fees will be determined by the Company and MabPlex through arm's length negotiation with reference to a number of factors applicable to all service providers, including but not limited to the nature, complexity, and value of tasks completed by MabPlex at each stage under each work order, the market rates, quantity and sourcing of materials, the method of delivery, the fees charged for historical transactions of similar nature and the then prevailing market rates by obtaining and comparing against fee quotes provided by other third-party companies.

*Annual caps*

For the three years ending December 31, 2023, 2024 and 2025, the total amounts under the 2023-2025 MabPlex Master Service Agreement shall not exceed RMB70,000,000, RMB60,000,000 and RMB62,100,000, respectively.

During the Reporting Period, the amount of service fees paid/payable by the Company to MabPlex under the 2023-2025 MabPlex Master Service Agreement was RMB36,016,000.

### 2023-2025 Materials Purchase Framework Agreement

The Company has entered into a framework agreement for purchase of materials with CelluPro dated August 22, 2020 (the "**Materials Purchase Framework Agreement**"), which expired on December 31, 2022. As the Company expects to continue to purchase medium products it uses in research and development activities from CelluPro, the Board resolved to renew the Materials Purchase Framework Agreement. Accordingly, we have entered into the 2023-2025 Materials Purchase Framework Agreement with CelluPro for a term of three years effective from January 1, 2023 (the "**2023-2025 Materials Purchase Framework Agreement**"). Pursuant to the 2023-2025 Materials Purchase Framework Agreement, CelluPro will sell to the Company and the Company will buy from CelluPro certain medium products we use in our research and development activities including but not limited to basic culture medium and feed medium. The Company and CelluPro will enter into separate individual agreements or work orders which will set out the specific terms and conditions according to the principles in the 2023-2025 Materials Purchase Framework Agreement.

# DIRECTORS' REPORT

*Pricing*

Fees will be charged at rates no less favorable to the Company than rates at which the Company pays independent third parties for comparable transactions and will be determined by the Company and CelluPro through arm's length negotiation with reference to a number of factors applicable to all suppliers, including but not limited to the market price of the products, quantity and method of procurement, specifications of the products, the fees charged for historical transactions of similar nature and the then prevailing market rates based on unit price per litre for different culture mediums.

*Annual caps*

For the three years ending December 31, 2023, 2024 and 2025, the total amounts under the 2023-2025 Materials Purchase Framework Agreement shall not exceed RMB53,000,000, RMB60,000,000 and RMB65,000,000, respectively.

During the Reporting Period, the amount of fees paid/payable by the Company to CelluPro under the 2023-2025 Materials Purchase Framework Agreement was RMB40,801,000.

### 2023-2025 MabPlex Property Lease Agreement

The Company entered into a property lease agreement dated April 22, 2020 with MabPlex (the "**MabPlex Property Lease Agreement**"), which expired on December 31, 2022. As the Company expects to continue to lease certain GMP-compliant manufacturing facilities comprising non-sterilized area to MabPlex for its business operation and leasing out such manufacturing facilities provides an additional source of income to the Company, the Board has resolved to renew the MabPlex Property Lease Agreement. Accordingly, we have entered into the 2023-2025 MabPlex Property Lease Agreement with MabPlex for a term of three years effective from January 1, 2023 (the "**2023-2025 MabPlex Property Lease Agreement**"). Pursuant to the 2023-2025 MabPlex Property Lease Agreement, MabPlex leases from the Company manufacturing facilities comprising a non-sterilized area of 2,933.78 $m^2$.

*Pricing*

The rentals for non-sterilized area are RMB44,100 per month and the monthly operation fees for non-sterilized area are RMB58,000 per month. The Company may also charge certain operational services fees with reference to market rate based on actual usage on a monthly basis. Such rentals and ancillary fees are determined by the Company and MabPlex through arm's length negotiation based on a number of factors including but not limited to prevailing market rent and market operational services fees of similar property located in the vicinity and the term of the lease.

# DIRECTORS' REPORT

*Annual caps*

For the three years ending December 31, 2023, 2024 and 2025, the total amounts receivable by the Company from MabPlex under the 2023-2025 MabPlex Property Lease Agreement shall not exceed RMB3,000,000, RMB3,000,000 and RMB3,000,000, respectively.

During the Reporting Period, the amount of fees received/receivable by the Company from MabPlex under the 2023-2025 MabPlex Property Lease Agreement was RMB1,456,000.

**Confirmation of the auditor**

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Company's auditor has issued an unqualified letter containing the findings and conclusions in respect of the above mentioned continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules.

The auditor of the Company had informed the Board and confirmed nothing has come to their attention that cause them to believe that the continuing connected transactions:

i. have not been approved by the Board;

ii. are not carried out in accordance with the pricing policies in all material respects;

iii. are not entered into in accordance with the related transaction agreement in any material respects; and

iv. exceed the relevant annual caps as set by the Company.

All independent non-executive Directors had reviewed the non-exempt continuing connected transactions and confirmed that the non-exempt continuing connected transactions for the Reporting Period were: (i) in the ordinary and usual course of the Company's business; (ii) on normal commercial terms or better to the Company; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

During the Reporting Period, there was no connected transaction or continuing connected transaction of the Group which has to be disclosed in accordance with the Listing Rules, save for the foregoing. The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules in relation to the above connected transactions and continuing connected transactions.

# DIRECTORS' REPORT

## MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed in the paragraphs headed "Connected Transactions" and "Continuing Connected Transactions" in this annual report, the related party transactions as set out in note 35 to financial statements were not regarded as connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules or were exempt from reporting, announcement and shareholders' approval requirements under the Listing Rules. The Company confirmed that it has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

## PRE-EMPTIVE RIGHTS AND TAX RELIEF

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

The Company is not aware of any tax relief or exemption available to the Shareholders of the Company by reason of their holding of the Company's securities.

## PUBLIC FLOAT

According to information that is publicly available to the Company and within the knowledge of the Board, as at the date of this annual report, the Company has maintained the public float as required under the Listing Rules, as waived by the Stock Exchange pursuant to the waiver granted. Details of the waiver are disclosed in the Prospectus.

## CORPORATE GOVERNANCE

The Board is of opinion that the Company had adopted, applied and complied with the code provisions as set out in the CG Code contained in Appendix C1 to the Listing Rules during the year under review. Principal corporate governance practices adopted by the Company are set out in the "Corporate Governance Report" section of this report.

## SUBSIDIARIES

Particulars of the Company's subsidiaries as at December 31, 2023 are set out in note 1 to financial statements.

## PERMITTED INDEMNITY

The Company has purchased appropriate liability insurance for its Directors and Supervisors which provides proper protection for the Directors and Supervisors.

## EQUITY-LINKED AGREEMENTS

Save as disclosed in this annual report, the Company had not entered into any equity-linked agreement for the year ended December 31, 2023, nor did any equity-linked agreement subsist as at December 31, 2023.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of any business of the Company were entered into during the year or subsisted at the end of the year.

# DIRECTORS' REPORT

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year ended December 31, 2023.

## MATERIAL LITIGATION

The Company was not involved in any material litigation or arbitration during the year ended December 31, 2023. The Directors are also not aware of any material litigation or claims that are pending or threatened against the Group during the year ended December 31, 2023.

## CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

The Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

## AUDITOR

The consolidated financial statements of the Group for the year ended December 31, 2023 have been audited by Ernst & Young who will retire at the forthcoming annual general meeting. Ernst & Young, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of Ernst & Young as the auditor of the Company will be proposed at the forthcoming annual general meeting.

By order of the Board of
**RemeGen Co., Ltd.**
**Mr. Wang Weidong**
*Chairman and Executive Director*

Yantai, the PRC
March 27, 2024

# INDEPENDENT AUDITOR'S REPORT

EY安永

**To the shareholders of RemeGen Co., Ltd.**
*(Incorporated in the People's Republic of China with limited liability)*

## OPINION

We have audited the consolidated financial statements of RemeGen Co., Ltd. (the "Company") and its subsidiaries (the "Group") set out on pages 87 to 185, which comprise the consolidated statement of financial position as at 31 December 2023, 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 material accounting policy information.

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 2023, 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.

# INDEPENDENT AUDITOR'S REPORT

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Recognition of research and development expenses** | |
| For the year ended 31 December 2023, the research and development ("R&D") expenses incurred by the Group amounted to RMB1,306,307,000. The R&D expenses accounted for 55% of the total of selling and distribution expenses, R&D expenses and administrative expenses. Due to the significant amount of R&D expenses and the risk of clinical trial expenses and testing expenses not being properly accrued during the reporting period, we identified the recognition of R&D expenses as a key audit matter.<br><br>Relevant disclosures are included in note 2.4 and note 3 to the consolidated financial statements. | Our procedures in relation to the recognition of R&D expenses included the following:<br><br>• Evaluated the design and the operating effectiveness of the key controls related to the Group's R&D process, and performed testing of internal control on the R&D process;<br><br>• Obtained an understanding of and evaluating the specific recognition time and conditions for the capitalisation of R&D expenditures by the management;<br><br>• Based on the progress of R&D projects, we inquired management about the reasons for periodical fluctuations in R&D expenses and analysed those fluctuations;<br><br>• Obtained the breakdown of prepayments, reviewed the contracts of clinical trial and testing service, evaluated the completion status on a sample basis and analysed long ageing prepayments;<br><br>• For the service fees paid to providers of clinical trial and testing service, reviewed on a sample basis the terms in R&D related agreements, invoices and expense details, and we obtained confirmations from service providers on a sample basis;<br><br>• Performed tests of details on a sample basis and reviewed related supporting documents in relation to the recognition of R&D expenses;<br><br>• Performed a cut-off test of R&D expenses; and<br><br>• Reviewed the disclosures of R&D expenses in the consolidated financial statements. |

# INDEPENDENT AUDITOR'S REPORT

| Key audit matter | How our audit addressed the key audit matter |
|---|---|
| **Recognition of revenue** | |
| For the year ended 31 December 2023, revenue of the Group in total was RMB1,076,130,000 of which RMB1,049,195,000 and RMB26,935,000 were derived from sales of goods and service income, representing 97% and 3% total revenue, respectively.<br><br>Revenue has a significant impact on the financial statements and revenue is one of the key performance indicators of the Group. There is an inherent risk of being manipulated to achieve the forecast objectives. Therefore, we identified the recognition of revenue as a key audit matter.<br><br>Relevant disclosures are included in note 2.4, note 4 and note 5 to the consolidated financial statements. | Our procedures in relation to the recognition of revenue mainly include the following:<br><br>• Evaluated the design and the operating effectiveness of the key controls related to the Group's sales and collection, and performed testing of internal control on sales and collection processes;<br><br>• Obtained main sales/service contracts, analysed contract terms, reviewed accounting treatments with contract terms, and evaluated whether the Company's accounting policies were in accordance with the provisions of accounting standards;<br><br>• For technology licence agreements entered between the Group and Seagen Inc. in prior years, we obtained an understanding of the achievement of milestones under the technology licence agreements and whether there were any amendments to the agreements in the current year, in order to analyse, on an ongoing basis, whether the revenue recognition related to the technology licence agreements was correct;<br><br>• Performed a procedure of analysis for revenue;<br><br>• Performed testing of details, reviewed supporting documents related to revenue, including sales and service contracts, invoices, delivery orders, receipts, payment receipts, and confirmation of working hours, and reviewed the occurrence and accuracy of revenue;<br><br>• Performed confirmation procedure for the balances of accounts receivable and the transaction amounts of major customers and customers on sampling basis, checked the discrepancy and examined evidence supporting documents of the recognition of revenue for being not responded confirmations letters;<br><br>• Performed a cut-off test for revenue; and<br><br>• Reviewed the disclosures of revenue in the consolidated financial statements. |

# INDEPENDENT AUDITOR'S REPORT

## OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors 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, 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.

# INDEPENDENT AUDITOR'S REPORT

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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, actions taken to eliminate threats or safeguards applied.

# INDEPENDENT AUDITOR'S REPORT

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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 Denis Ming Kui Cheng.

**Ernst & Young**
*Certified Public Accountants*

Hong Kong
27 March 2024

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2023

| | Notes | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|---|
| **REVENUE** | 5 | **1,076,130** | 767,775 |
| Cost of sales | | **(253,136)** | (269,939) |
| Gross profit | | **822,994** | 497,836 |
| Other income and gains | 5 | **110,564** | 232,499 |
| Selling and distribution expenses | | **(775,185)** | (440,696) |
| Administrative expenses | | **(313,673)** | (272,542) |
| Research and development costs | | **(1,306,307)** | (982,080) |
| Impairment losses on financial assets, net | | **(11,276)** | (11,128) |
| Other expenses | | **(15,210)** | (15,962) |
| Finance costs | 7 | **(23,091)** | (6,757) |
| Share of the associate's profit/(loss) for the year | | **(45)** | – |
| **LOSS BEFORE TAX** | 6 | **(1,511,229)** | (998,830) |
| Income tax expense | 10 | **–** | – |
| **LOSS FOR THE YEAR** | | **(1,511,229)** | (998,830) |
| Attributable to: | | | |
| Owners of the parent | | **(1,511,229)** | (998,830) |
| **LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT** | 12 | | |
| Basic/diluted | | | |
| – For loss for the year | | **RMB(2.80)** | RMB(1.88) |

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2023

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| **LOSS FOR THE YEAR** | **(1,511,229)** | (998,830) |
| **OTHER COMPREHENSIVE INCOME** | | |
| Other comprehensive income that may be reclassified to profit or loss in subsequent periods: | | |
| Exchange differences on translation of foreign operations | **(2,230)** | 3,519 |
| Other comprehensive loss 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 | **(55,217)** | (1,799) |
| Income tax effect | **(1,471)** | 270 |
| | **(56,688)** | (1,529) |
| **OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX** | **(58,918)** | 1,990 |
| **TOTAL COMPREHENSIVE INCOME FOR THE YEAR** | **(1,570,147)** | (996,840) |
| Attributable to: | | |
| Owners of the parent | **(1,570,147)** | (996,840) |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

| | Notes | 31 December 2023 RMB'000 | 31 December 2022 RMB'000 |
|---|---|---|---|
| **NON-CURRENT ASSETS** | | | |
| Property, plant and equipment | *13* | **2,833,055** | 2,406,750 |
| Right-of-use assets | *14* | **251,736** | 204,778 |
| Other intangible assets | *15* | **24,294** | 17,461 |
| Investment in an associate | *16* | **2,705** | 1,500 |
| Equity investments designated at fair value through other comprehensive income | *17* | **93,522** | 79,693 |
| Financial assets at fair value through profit or loss | *18* | **2,000** | – |
| Pledged deposits | *23* | **638** | 616 |
| Other non-current assets | *19* | **91,360** | 98,255 |
| Total non-current assets | | **3,299,310** | 2,809,053 |
| **CURRENT ASSETS** | | | |
| Inventories | *20* | **741,560** | 522,673 |
| Trade and bills receivables | *21* | **420,419** | 281,187 |
| Prepayments, other receivables and other assets | *22* | **323,561** | 220,952 |
| Pledged deposits | *23* | **16,841** | 118,146 |
| Cash and cash equivalents | *23* | **726,552** | 2,069,180 |
| Total current assets | | **2,228,933** | 3,212,138 |
| **CURRENT LIABILITIES** | | | |
| Trade and bills payables | *24* | **139,331** | 221,692 |
| Other payables and accruals | *25* | **632,196** | 585,840 |
| Interest-bearing bank borrowings | *26* | **286,349** | – |
| Lease liabilities | *14* | **58,371** | 60,154 |
| Deferred income | *28* | **9,417** | 15,348 |
| Other current liabilities | | **11,877** | 9,267 |
| Total current liabilities | | **1,137,541** | 892,301 |
| **NET CURRENT ASSETS** | | **1,091,392** | 2,319,837 |

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

| | Notes | 31 December 2023 RMB'000 | 31 December 2022 RMB'000 |
|---|---|---|---|
| **TOTAL ASSETS LESS CURRENT LIABILITIES** | | 4,390,702 | 5,128,890 |
| **NON-CURRENT LIABILITIES** | | | |
| Interest-bearing bank borrowings | 26 | 840,588 | – |
| Lease liabilities | 14 | 74,675 | 104,881 |
| Deferred tax liabilities | 27 | 1,511 | 40 |
| Deferred income | 28 | 36,659 | 43,669 |
| Total non-current liabilities | | 953,433 | 148,590 |
| Net assets | | 3,437,269 | 4,980,300 |
| **EQUITY** | | | |
| Equity attributable to owners of the parent | | | |
| Share capital | 29 | 544,263 | 544,263 |
| Treasury shares | | (440,310) | (463,028) |
| Reserves | 30 | 3,333,316 | 4,899,065 |
| Total equity | | 3,437,269 | 4,980,300 |

**Wang Weidong**
*Director*

**Fang Jianmin**
*Director*

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

| | Attributable to owners of the parent | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Share capital RMB'000 | Treasury shares RMB'000 | Share premium* RMB'000 | Other reserve* RMB'000 | Fair value reserve* RMB'000 | Exchange fluctuation reserve* RMB'000 | Accumulated losses* RMB'000 | Total equity RMB'000 |
| At 1 January 2022 | 489,837 | (449,170) | 3,709,340 | 33,980 | 309 | 5,576 | (343,450) | 3,446,422 |
| Loss for the year | – | – | – | – | – | – | (998,830) | (998,830) |
| Other comprehensive income for the year: | | | | | | | | |
| Changes in fair value of equity investments at fair value through other comprehensive income, net of tax | – | – | – | – | (1,529) | – | – | (1,529) |
| Exchange differences related to foreign operations | – | – | – | – | – | 3,519 | – | 3,519 |
| Total comprehensive income for the year | – | – | – | – | (1,529) | 3,519 | (998,830) | (996,840) |
| Repurchase of H shares under First H Share Award and Trust Scheme | – | (13,858) | – | (17,743) | – | – | – | (31,601) |
| Issue of A Shares in initial public offering ("IPO") | 54,426 | – | 2,451,519 | – | – | – | – | 2,505,945 |
| Share-based payments | – | – | – | 56,374 | – | – | – | 56,374 |
| At 31 December 2022 | 544,263 | (463,028) | 6,160,859 | 72,611 | (1,220) | 9,095 | (1,342,280) | 4,980,300 |

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

| | Attributable to owners of the parent | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Share capital RMB'000 | Treasury shares RMB'000 | Share premium* RMB'000 | Other reserve* RMB'000 | Fair value reserve* RMB'000 | Exchange fluctuation reserve* RMB'000 | Accumulated losses* RMB'000 | Total equity RMB'000 |
| At 1 January 2023 | 544,263 | (463,028) | 6,160,859 | 72,611 | (1,220) | 9,095 | (1,342,280) | 4,980,300 |
| Loss for the year | – | – | – | – | – | – | (1,511,229) | (1,511,229) |
| Other comprehensive income for the year: | | | | | | | | |
| Changes in fair value of equity investments at fair value through other comprehensive income, net of tax | – | – | – | – | (56,688) | – | – | (56,688) |
| Exchange differences related to foreign operations | – | – | – | – | – | (2,230) | – | (2,230) |
| Total comprehensive income for the year | – | – | – | – | (56,688) | (2,230) | (1,511,229) | (1,570,147) |
| Repurchase of H shares under First H Share Award and Trust Scheme | – | 22,718 | – | – | – | – | – | 22,718 |
| Share-based payments (note 31) | – | – | – | 4,398 | – | – | – | 4,398 |
| At 31 December 2023 | 544,263 | (440,310) | 6,160,859 | 77,009 | (57,908) | 6,865 | (2,853,509) | 3,437,269 |

* These reserve accounts comprise the consolidated reserves of RMB3,333,316,000 (31 December 2022: RMB4,899,065,000) in the consolidated statement of financial position as at 31 December 2023.

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

| | Notes | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | |
| Loss before tax | | **(1,511,229)** | (998,830) |
| Adjustments for: | | | |
| Finance costs | *7* | **23,091** | 6,757 |
| Share of loss of an associate | | **45** | – |
| Bank interest income | *5* | **(28,143)** | (61,543) |
| Gain on disposal of financial assets at fair value through profit or loss | *5* | **(7,020)** | (12,106) |
| Depreciation of property, plant and equipment | *6,13* | **173,563** | 120,902 |
| Depreciation of right-of-use assets | *6,14* | **62,618** | 62,443 |
| Amortisation of other intangible assets | *6,15* | **4,098** | 3,026 |
| Amortisation of long-term prepayments | *6* | **515** | 432 |
| Impairment of financial assets, net | *6,21,22* | **11,276** | 11,128 |
| Impairment of inventories | *6* | **12,876** | – |
| Loss on disposal of items of property, plant and equipment, net | *6* | **789** | 1,018 |
| Share-based payment expenses | *31* | **85,562** | 55,770 |
| Foreign exchange differences, net | | **(1,214)** | 9,694 |
| | | **(1,173,173)** | (801,309) |
| Increase in inventories | | **(231,877)** | (241,756) |
| Increase in trade and bills receivables | | **(246,466)** | (488,317) |
| Increase in prepayments, other receivables and other assets | | **(97,993)** | (63,813) |
| (Increase)/decrease in other non-current assets | | **(154)** | 56,274 |
| Increase in trade and bills payables | | **16,464** | 58,091 |
| Increase in other payables and accruals | | **215,181** | 160,906 |
| Decrease in pledged deposits | | **451** | 5,652 |
| Decrease in deferred income in respect of government grants related to income | | **(13,930)** | (10,677) |
| Cash generated operations | | **(1,531,497)** | (1,324,949) |
| Interest received | | **29,668** | 61,260 |
| Net cash used in operating activities | | **(1,501,829)** | (1,263,689) |

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

| | Note | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|---|
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | |
| Purchases of items of property, plant and equipment | | **(769,249)** | (755,573) |
| Purchases of items of other intangible assets | | **(1,275)** | (1,944) |
| Prepayment for acquisition of land use right | | **(82,215)** | – |
| Proceeds from disposal of items of property, plant and equipment | | **67** | 169 |
| Purchases of financial assets at fair value through profit or loss | | **(968,000)** | (1,835,500) |
| Proceeds from disposal of financial assets at fair value through profit or loss | | **975,020** | 1,847,606 |
| Receipts of government grants for property, plant and equipment | | **990** | 19,500 |
| Capital increase in investment of an associate | | **(1,250)** | (1,500) |
| Payment for financial assets at fair value through profit or loss | | **(2,000)** | – |
| Purchases of equity investments designated at fair value through other comprehensive income | | **(69,045)** | (69,425) |
| Decrease/(Increase) in pledged deposits | | **99,307** | (44,890) |
| Net cash used in investing activities | | **(817,650)** | (841,557) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | |
| New bank loans | | **1,125,840** | – |
| Proceeds from issue of A Shares and over-allotment through IPO | | **–** | 2,612,462 |
| Proceeds from exercise of share awards | | **34,215** | – |
| Payment of issuance costs in relation to A Share IPO | | **–** | (92,552) |
| Repurchase of H Shares under First H Share Award and Trust Scheme | | **(99,375)** | (40,924) |
| Interest paid for bank borrowings | | **(15,414)** | – |
| Interest portion of lease payments | | **(7,774)** | (6,757) |
| Principal portion of lease payments | | **(59,185)** | (45,280) |
| Net cash flows from financing activities | | **978,307** | 2,426,949 |
| **NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS** | | **(1,341,172)** | 321,703 |
| Cash and cash equivalents at beginning of year | | **2,069,180** | 1,756,821 |
| Effect of foreign exchange rate changes, net | | **(1,456)** | (9,344) |
| **CASH AND CASH EQUIVALENTS AT END OF YEAR** | *23* | **726,552** | 2,069,180 |
| **ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS** | | | |
| Cash and bank balances | *23* | **744,031** | 2,187,942 |
| Less: Pledged deposits | *23* | **(17,479)** | (118,762) |
| Cash and cash equivalents as stated in the consolidated statement of cash flows | | **726,552** | 2,069,180 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 1. CORPORATE AND GROUP INFORMATION

RemeGen Co., Ltd. (the "Company") was incorporated in the People's Republic of China (the "PRC") on 4 July 2008 as a limited liability company. On 12 May 2020, the Company was converted into a joint stock company with limited liability under the Company Law of the PRC. The registered office of the Company is located at 58 Middle Beijing Road, Yantai Development Zone, Yantai Area of Shandong Pilot Free Trade Zone, PRC.

During the year, the Company and its subsidiaries (the "Group") were principally engaged in the biopharmaceutical research, biopharmaceutical service, and biopharmaceutical production and sale.

### Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

| Name | Place and date of registration/ incorporation and place of operations | Nominal value of issued ordinary/ registered paid-in capital | Percentage of equity attributable to the Company | | Principal activities |
|---|---|---|---|---|---|
| | | | Direct | Indirect | |
| RemeGen Biosciences, Inc. (previously known as "RC Biotechnologies, Inc.") | Delaware, United States of America ("USA") 18 April 2011 | 1,500 ordinary shares | 100% | – | Research and development, registration and business development |
| Ruimeijing (Beijing) Pharmaceutical Technology Co., Ltd. (瑞美京(北京)醫藥科技有限公司)* | Beijing, PRC 14 August 2019 | RMB1,000,000 | 100% | – | Research and development |
| RemeGen Hong Kong Limited | Hong Kong 26 September 2019 | United States dollars ("USD") 32,000,000 | 100% | – | Research and development |
| RemeGen Australia Pty Ltd | South Australia 3 March 2021 | 100 ordinary shares | – | 100% | Research and development and business development |
| Shanghai Rongchang Biotechnology Co. Ltd. (上海榮昌生物科技有限公司)* | Shanghai, PRC 7 May 2022 | RMB500,000,000 | 100% | – | Research and development |

* The English name of these subsidiaries represents the best efforts made by the management of the Company to translate the Chinese name as they do not have official English name registered in the PRC. These subsidiaries were registered as domestic limited liability companies under PRC law.

\# RemeGen Medical Research (Shanghai) Co., Ltd. was deregistered on 7 April 2023.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES

### 2.1 Basis of Preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"), (which include all International Financial Reporting Standards, International Accounting Standards ("IASB") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), 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 and bills receivable which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand ("RMB'000") except when otherwise indicated.

The Group has been focusing on the research and development of drugs since its establishment and has gradually entered into the commercialization stage. A full marketing application of the telitacicept developed by the Group was officially approved by the NMPA in November 2023; a conditional marketing application of the disitamab vedotin was officially approved by the NMPA on 8 June 2021, and other drug candidates are in different preclinical and clinical development stage. As at 31 December 2023, the Group had accumulated losses of RMB2,853,509,000 and net current assets of RMB1,091,392,000. The Group has prepared these financial statements on a going concern basis and it has unutilized bank facilities as at 31 December 2023. Management of the Group believes that the cash and cash equivalents together with the unutilised bank facilities are sufficient to meet the cash requirements to fund operations, research and development and production activities of the Group for at least, but not limited to twelve months from 31 December 2023.

*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 2023. 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).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has 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.

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.1 Basis of Preparation (continued)

*Basis of consolidation (continued)*

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. 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 the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and 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.

| | |
|---|---|
| IFRS 17 | *Insurance Contracts* |
| Amendments to IAS 1 and IFRS Practice Statement 2 | *Disclosure of Accounting Policies* |
| Amendments to IAS 8 | *Definition of Accounting Estimates* |
| Amendments to IAS 12 | *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* |
| Amendments to IAS 12 | *International Tax Reform – Pillar Two Model Rules* |

The nature and the impact of the new and revised IFRSs that are applicable to the Group are described below:

(a) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.2 Changes in Accounting Policies and Disclosures (continued)

The nature and the impact of the new and revised IFRSs that are applicable to the Group are described below: (continued)

(b) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.

(c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

The adoption of amendments to IAS 12 did not have any material impact on the basic and diluted earnings per share attributable to ordinary equity holders of the parent, other comprehensive income and the consolidated statements of cash flows for the years ended 31 December 2023 and 2022.

Upon the application of the amendments, the Group has determined the temporary differences arising from right-of-use assets and lease liabilities separately, which have been reflected in the reconciliation disclosed in note 27 to the financial statements. However, they did not have any material impact on the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualified for offsetting under IAS 12.

(d) Amendments to IAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.3 Issued But Not Yet Effective International Financial Reporting Standards

The Group has not applied the following revised IFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised IFRSs, if applicable, when they become effective.

| | |
|---|---|
| Amendments to IFRS 10 and IAS 28 | *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3] |
| Amendments to IFRS 16 | *Lease Liability in a Sale and Leaseback*[1] |
| Amendments to IAS 1 | *Classification of Liabilities as Current or Non-current (the "2020 Amendments")*[1] |
| Amendments to IAS 1 | *Non-current Liabilities with Covenants (the "2022 Amendments")*[1] |
| Amendments to IAS 7 and IFRS 7 | *Supplier Finance Arrangements*[1] |
| Amendments to IAS 21 | *Lack of Exchangeability*[2] |

1 Effective for annual periods beginning on or after 1 January 2024
2 Effective for annual periods beginning on or after 1 January 2025
3 No mandatory effective date yet determined but available for adoption

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

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 resulting from a downstream transaction when the sale or contribution of assets 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 HKICPA. However, the amendments are available for adoption now.

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.3 Issued But Not Yet Effective International Financial Reporting Standards (continued)

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material 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 has 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. 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.

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 case, 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*.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Fair value measurement**

The Group measures its equity investments designated at fair value through other comprehensive income and bills receivable 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

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.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Impairment of non-financial assets**

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets and other 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.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

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 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 profit or loss in the period in which it arises.

**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

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Related parties (continued)**

(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; and the sponsoring employers of the post-employment benefit plan;

(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.

**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 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.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Property, plant and equipment and depreciation (continued)**

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:

| | |
|---|---|
| Buildings | 1.90% to 19.00% |
| Plant and machinery | 9.50% to 19.00% |
| Office equipment and others | 11.88% to 19.00% |
| Motor vehicles | 9.50% to 47.50% |
| Leasehold improvements | 30.00% to 37.50% |

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 methods 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 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 is stated at cost less any impairment losses, and are not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

**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.

*Patents and licences*

Patents and licences are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful lives of 10 years. The useful life of patents and licences is determined by considering the periods of validity of patents and the technical obsolescence.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Intangible assets (other than goodwill) (continued)**

*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.

**Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

***Group as a lessee***

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

**(a) Right-of-use assets**

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

| | |
|---|---|
| Land use rights | 50 years |
| Buildings | 2 to 8 years |
| Plant and machinery | 2 to 5 years |
| Motor vehicles | 3 years |

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Leases (continued)**

***Group as a lessee* (continued)**

**(b) Lease liabilities**

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

**(c) Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

***Group as a lessor***

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Investments and other financial assets**

***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" below.

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. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

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. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

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

***Subsequent measurement***

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

***Financial assets at amortised cost (debt instruments)***

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

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Investments and other financial assets (continued)**

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

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in 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 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 profit or loss. Dividends are recognised as other income in profit or loss when the right of payment has been established, 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.

***Financial assets at fair value through profit or loss***

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 the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

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.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Investments and other financial assets (continued)**

***Financial assets at fair value through profit or loss* (continued)**

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.

**Derecognition of financial assets**

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. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Impairment of financial assets**

The Group recognises an allowance for expected credit losses ("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. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 90 days past due.

The Group considers a financial asset in default when contractual payments are 90 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.

The Group has rebutted the 90 days past due presumption of default based on reasonable and supportable information, including the Group's credit risk control practices and the historical recovery rate of financial assets over 90 days past due. However, 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.

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. Debt investments are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk of debt investments since origination, the allowance will be based on the lifetime ECL.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Impairment of financial assets (continued)**

***General approach* (continued)**

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

***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 and the economic environment.

**Financial liabilities**

***Initial recognition and measurement***

Financial liabilities are classified, at initial recognition, as loans and borrowings, or payables, 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, financial liabilities included in other payables and accruals, interest-bearing bank borrowings and lease liabilities.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Financial liabilities (continued)**

***Subsequent measurement***

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

*Financial liabilities at amortised cost (trade and other payables, and borrowings)*

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in 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.

**Derecognition of financial liabilities**

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**

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 asset and settle the liabilities simultaneously.

**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 weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

**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 country in which the Group operates.

Deferred tax is provided, using the liability method, on all 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:

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

- in respect of taxable temporary differences associated with investments in subsidiaries, 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. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Income tax (continued)**

Deferred tax assets are recognised for all deductible temporary differences, and the carry forward 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 carry forward of unused tax credits and unused tax losses can be utilised, except:

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

- in respect of deductible temporary differences associated with investments in subsidiaries, 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 tax 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, for 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 profit or loss by way of a reduced depreciation charge.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Revenue recognition**

***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 with 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 with 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.

The Group recognises revenue from the following major sources:

(a) Sales of goods

Revenue is recognised when control of the goods has been transferred, being when the goods have been delivered to the customer's specific location. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

(b) Service income

The Group earns revenue by providing research service to its customers through contracts. Revenue from service is recognized over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Group. The Group determines the progress of performance of services rendered based on labor hours spent and costs incurred in accordance with the input method. When the progress of performance is not reasonably determinable, the Group recognizes revenue based on the amount of costs incurred until the progress of performance is reasonably determinable, provided that the costs incurred by the Group are expected to be reimbursed.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Revenue recognition (continued)**

***Revenue from contracts with customers*** *(continued)*

(c) Licence of intellectual property

For granting of a licence that is distinct from other promises in granting, a licence is a promise to provide a right to access the Group's intellectual property if all of the following criteria are met:

- the contract requires, or the customer reasonably expects, that the Group will undertake activities that significantly affect the intellectual property to which the customer has rights;
- the rights granted by the licence directly expose the customer to any positive or negative effects of the Group's activities; and
- those activities do not result in the transfer of a good or service to the customer as those activities occur.

If the criteria above are met, the Group accounts for the promise to grant a licence as a performance obligation satisfied over time. Otherwise, the Group considers the grant of licence as providing the customers with the right to use the Group's intellectual property and the performance obligation is satisfied at a point in time when the licence is granted.

***Variable consideration***

In some contracts between the Group and its customers, there are arrangements for sales rebates and arrangements for obtaining the right to receive payment according to the milestones agreed in the agreement, forming variable consideration. The Group determines the best estimate of the variable consideration according to the expected value or the most likely amount, but the transaction price including the variable consideration does not exceed the amount that the accumulated revenue recognised is unlikely to be reversed significantly when the relevant uncertainty is eliminated.

***Revenue from other sources***

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

***Other income***

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

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.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Contract liabilities**

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

**Share-based payments**

The Group operates a share award scheme. Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity investments ("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 of share awards and restricted shares is determined by an external valuer using the Black-Scholes Option Pricing Model and the discounted cash flow model, respectively. Further details are included in note 31 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 investments 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 investments 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.

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. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Other employee benefits**

***Pension scheme***

The employees of the Group which operate in Chinese Mainland are required to participate in a defined central pension scheme managed by the local municipal government. The subsidiaries operating in Chinese Mainland are required to contribute a certain percentage, which was pre-determined by the local municipal government, of the relevant part of the payroll of these employees to the central pension scheme. The Group has no obligation for the payment of retirement benefits beyond the annual contributions. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

For the year ended 31 December 2023, the Group did not have any defined benefit plan.

**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. 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.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate with 9.26% has been applied to the expenditure on the individual assets.

**Foreign currencies**

These financial statements are presented in 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 measured. 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).

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 2. ACCOUNTING POLICIES (CONTINUED)

### 2.4 Material Accounting Policies (continued)

**Foreign currencies (continued)**

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 functional currencies of certain overseas 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 exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

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

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make 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**

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

***Research and development expenses***

Development expenses incurred on the Group's drug product pipelines are 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, the Group's intention to complete and the Group's ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the pipelines and the ability to measure reliably the expenditure during the development. Development expenses which do not meet these criteria are expensed when incurred. The management of the Group will assess the progress of each of the research and development projects and determine the criteria met for capitalisation. All development expenses were expensed when incurred during the current and prior years.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

### 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.

***Assessing restrictions on variable consideration***

When estimating variable consideration, the Group considers all information that can be reasonably obtained, including historical information, current information and forecast information, and estimates various possible consideration amounts and probabilities within a reasonable range. The transaction price that includes variable consideration does not exceed the amount for which it is highly probable that a significant reversal of accumulated recognised revenue will not occur when the relevant uncertainty is eliminated. When assessing the elimination of uncertainties related to variable consideration, when it is highly probable that the accumulated amount of recognised revenue will not be significantly reversed, the probability of revenue reversal and the proportion of the reversal amount will be considered at the same time. At the end of each reporting period, the Group reassesses the amount of variable consideration, including reassessing whether the estimate of variable consideration is restricted, to reflect the conditions existing at the end of the reporting period and changes in conditions that occurred during the reporting period.

***Sales rebates***

The Group and the dealers have agreed on sales rebates related to sales indicators in advance, and estimated the expected sales rebates when the sales revenue is recognised according to the contractual agreement and historical information. The assumptions used by the Group to determine the estimated amount of sales rebate include the achievement of dealer performance and the assessment of payment collection. The Group regularly reviews the information related to these estimates and adjusts the estimated amount of sales rebates accordingly.

***Milestone Payment***

At the inception of each agreement that includes milestone payment agreements, the Group assesses whether the corresponding milestone is likely to be achieved, and uses the best estimate method to estimate the relevant amount included in the transaction price. When the relevant uncertainty is eliminated, it is highly probable that there will be no significant reversal of the accumulated recognised revenue, and the variable consideration related to the milestone is included in the transaction price. The Group's milestones related to development activities may include reaching a number of different stages of clinical trials. Because of the ambiguities involved in achieving these development objectives, the recognition of variable consideration is generally limited at contract inception. The Group will assess whether the variable consideration is restricted during each reporting period based on the facts and circumstances of the relevant clinical trials. Variable consideration will be included in the transaction price and allocated to each individual performance obligation when the constraints related to development milestones change and no significant reversal of revenue related to the milestone is expected.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

### Estimation uncertainty (continued)

***Recognition of income taxes and deferred tax assets***

Determining income tax provision involves judgement on the future tax treatment of certain transactions and when certain matters relating to the income taxes have not been confirmed by the local tax bureau. Management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatments of such transactions are reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognised in respect of deductible temporary differences and unused tax losses. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences and the losses can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is revised as necessary and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered.

***Impairment of non-financial assets (other than goodwill)***

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use 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.

***Useful lives and residual values of property, plant and equipment***

In determining the useful lives and residual values of items of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset and the legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way.

Additional depreciation is recognised if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from the previous estimation. Useful lives and residual values are reviewed at each financial year end date based on changes in circumstances.

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

**Estimation uncertainty (continued)**

***Write-down of inventories to net realisable value***

Write-down of inventories to net realisable value is made for those identified obsolete and slow-moving inventories and inventories with a carrying amount higher than the net realisable value. The assessment of the provision required involves management's judgement and estimates on which are influenced by assumptions concerning future sales and usage and judgements in determining the appropriate level of inventory provisions against identified surplus or obsolete items. Where the actual outcome or expectation in future is different from the original estimate, such differences will have impact on the carrying amounts of inventories and the write-down/write-back of inventories in the period in which such estimate has been changed.

***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 (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

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 (i.e., gross domestic product) 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.

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 a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 21 to the financial statements.

***Fair value of unlisted equity investments***

The unlisted equity investments have been valued based on the expected cash flows discounted at current rates applicable for items with similar terms and risk characteristics as detailed in note 37 to the financial statements. This valuation requires the Group to make estimates about expected future cash flows, discount for lack of marketability and discount rates, and hence they are subject to uncertainty. The fair value of unlisted equity investments at 31 December 2023 was RMB4,845,000 (31 December 2022: RMB11,128,000). Further details are included in note 17 and note 18 to the financial statements.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 4. OPERATING SEGMENT INFORMATION

The Group is engaged in biopharmaceutical research, biopharmaceutical service, biopharmaceutical production and sale, which is regarded as a single reportable segment in a manner consistent with the way in which information is reported internally to the Group's senior management for purposes of resource allocation and performance assessment. Therefore, no analysis by operating segment is presented.

### Geographical information

***(a) Revenue from external customers***

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Chinese Mainland | 1,049,195 | 723,388 |
| United States of America | 26,935 | 44,387 |
| Total revenue | 1,076,130 | 767,775 |

The revenue information above is based on the locations of the customers.

***(b) Non-current assets***

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Chinese Mainland | 3,129,739 | 2,660,910 |
| United States of America | 57,329 | 64,865 |
| Total non-current assets | 3,187,068 | 2,725,775 |

The non-current asset information above is based on the locations of the assets and excludes equity investments designated at fair value through other comprehensive income and other financial instruments.

### Information about a major customer

During the year ended 31 December 2023, no revenue derived from a single customer accounted for 10% or more of the Group's total revenue (2022: Nil).

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| Revenue from contracts with customers | **1,076,130** | 767,775 |

Revenue from contracts with customers

**(a) Disaggregated revenue information**

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| **Types of revenue** | | |
| Sales of goods | **1,049,195** | 738,204 |
| Service income | **26,935** | 29,571 |
| Total | **1,076,130** | 767,775 |
| **Geographical markets** | | |
| Chinese Mainland | **1,049,195** | 723,388 |
| United States of America | **26,935** | 44,387 |
| Total | **1,076,130** | 767,775 |
| **Timing of revenue recognition** | | |
| Goods transferred at a point in time | **1,049,195** | 738,204 |
| Services transferred over time | **26,935** | 29,571 |
| Total | **1,076,130** | 767,775 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

### Revenue from contracts with customers (continued)

**(b) Performance obligations**

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

***Sales of goods***

The performance obligation is satisfied upon delivery of the goods and payment is generally due within 90 days from the delivery.

***Service income***

The Group earns revenue by providing research service to its customers through contracts. Revenue from service is recognised over time, using an input method to measure progress towards complete satisfaction of the service, because the customer simultaneously receives and consumes the benefits provided by the Group. The Group determines the progress of performance of services rendered based on labour hours spent and costs incurred in accordance with the input method. When the progress of performance is not reasonably determinable, the Group recognises revenue based on the amount of costs incurred until the progress of performance is reasonably determinable, provided that the costs incurred by the Group are expected to be reimbursed.

***Licence revenue***

The time when the intellectual property licence is delivered is the time when the performance obligation is fulfilled, and the customer obtains the control of the intellectual property licence at this time, can use and benefit from it, and the Group recognises the income for the part of the down payment amount at the time when the control of the intellectual property licence is transferred. Subsequent milestone payments are variable consideration, and their payment depends on future uncertain events and is difficult to estimate reasonably at this stage. The Group will re-estimate the amount of variable consideration that should be included in the transaction price at the end of the reporting period. For the royalties charged, revenue shall be recognised at the later point of time when the customer's subsequent sales or use behaviour actually occurs and the company performs the relevant performance obligations.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Amounts expected to be recognised as revenue: | | |
| Within one year | 11,398 | 51 |

The amounts disclosed above do not include variable consideration which is constrained.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

### Revenue from contracts with customers (continued)

**(b) Performance obligations (continued)**

| | *Notes* | **2023 RMB'000** | 2022 RMB'000 |
|---|---|---|---|
| **Other income** | | | |
| Government grants* | *6* | **65,669** | 141,221 |
| Rental income | *14* | **2,667** | 2,152 |
| Bank interest income | *6* | **28,143** | 61,543 |
| Gain on disposal of financial assets at fair value through profit or loss | *6* | **7,020** | 12,106 |
| Sales of materials | | **4,156** | 2,182 |
| Total other income | | **107,655** | 219,204 |
| **Gains** | | | |
| Foreign exchange gains | | **2,819** | 13,234 |
| Gain on disposal of property, plant and equipment | | **4** | 15 |
| Others | | **86** | 46 |
| Total gains | | **2,909** | 13,295 |
| Total other income and gains | | **110,564** | 232,499 |

* The government grants mainly represent subsidies received from government authorities for the purpose of compensation for expenditure arising from research activities and clinical trials, awards for new drug development and capital expenditure incurred on certain projects. There are no unfulfilled conditions or contingencies relating to these government grants.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 6. LOSS BEFORE TAX

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

| | Notes | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|---|
| Cost of inventories sold | | **252,729** | 201,340 |
| Cost of services provided | | **407** | 6,696 |
| Cost of licence arrangement | | **–** | 61,903 |
| Research and development costs *(note (a))* | | **1,306,307** | 982,080 |
| Depreciation of property, plant and equipment *(note (b))* | *13* | **173,563** | 120,902 |
| Depreciation of right-of-use assets | *14* | **62,618** | 62,443 |
| Amortisation of other intangible assets *(note (c))* | *15* | **4,098** | 3,026 |
| Amortisation of long-term prepayments | | **515** | 432 |
| Auditor's remuneration | | **2,480** | 2,480 |
| Government grants | *5* | **(65,669)** | (141,221) |
| Lease payments not included in the measurement of lease liabilities | | **4,498** | 3,199 |
| Employee benefit expenses | | | |
| (excluding directors' and supervisors' remuneration *(note 8)*): | | | |
| Wages, salaries and allowances | | **909,474** | 636,079 |
| Pension scheme contributions *(note (d))* | | **79,108** | 54,064 |
| Staff welfare expenses | | **54,498** | 41,071 |
| Share-based payment expenses | | **50,186** | 17,941 |
| Total | | **1,093,266** | 749,155 |
| Foreign exchange differences, net | | **(1,533)** | (13,234) |
| Impairment of financial assets, net: | | | |
| Impairment of trade receivables, net | *21* | **7,914** | 10,512 |
| Impairment of financial assets included in prepayments, other receivables and other assets, net | *22* | **3,362** | 616 |
| Total | | **11,276** | 11,128 |
| Impairment of inventories | | **12,876** | – |
| Bank interest income | *5* | **(28,143)** | (61,543) |
| Gain on disposal of financial assets at fair value through profit or loss | *5* | **(7,020)** | (12,106) |
| Loss on disposal of items of property, plant and equipment, net *(note (e))* | | **789** | 1,018 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 6. LOSS BEFORE TAX (CONTINUED)

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

*Notes:*

(a) The research and development costs included RMB572,656,000 (2022: RMB420,999,000) relating to employee benefit expenses, depreciation and amortisation for the year ended 31 December 2023, which are also included in the respective amounts disclosed above for each type of expenses. Research and development costs also included share award expenses of RMB60,480,000 (2022: RMB16,238,000) for the year ended 31 December 2023, which are included in note 31 to the financial statements.

(b) Mainly included in "Cost of inventories sold", "Administrative expenses", "Research and development costs" and "Selling and distribution expenses" in the consolidated statement of profit or loss.

(c) Mainly included in "Administrative expenses" and "Research and development costs" in the consolidated statement of profit or loss.

(d) There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

(e) Included in "Other expenses" in the consolidated statement of profit or loss.

## 7. FINANCE COSTS

| | **2023 RMB'000** | 2022 RMB'000 |
|---|---|---|
| Interest on bank borrowings | **16,510** | – |
| Interest on lease liabilities (note 14(c)) | **7,774** | 6,757 |
| | **24,284** | 6,757 |
| Less: Interest capitalised in property, plant and equipment | **(1,193)** | – |
| Total | **23,091** | 6,757 |

## 8. DIRECTORS' AND SUPERVISORS' REMUNERATION

Directors' and supervisors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (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:

| | **2023 RMB'000** | 2022 RMB'000 |
|---|---|---|
| Fees | **2,317** | 2,293 |
| Other emoluments: | | |
| Salaries, allowances and benefits in kind | **16,935** | 16,863 |
| Performance related bonuses | **4,254** | 4,402 |
| Pension scheme contributions | **123** | 150 |
| Share-based payment expenses | **35,376** | 37,829 |
| Subtotal | **56,688** | 59,244 |
| Total | **59,005** | 61,537 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 8. DIRECTORS' AND SUPERVISORS' REMUNERATION (CONTINUED)

Directors' and supervisors' 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: (continued)

### Year ended 31 December 2023

| | Fees RMB'000 | Salaries, allowances and benefits in kind RMB'000 | Performance related bonuses RMB'000 | Pension scheme contributions RMB'000 | Subtotal RMB'000 | Share-based payment expenses RMB'000 | Total remuneration RMB'000 |
|---|---|---|---|---|---|---|---|
| **Executive directors** | | | | | | | |
| Mr. Wang Weidong | – | 2,340 | 528 | – | 2,868 | 12,286 | 15,154 |
| Dr. Fang Jianmin | 1,417 | 5,429 | 1,253 | 41 | 8,140 | 6,518 | 14,658 |
| Mr. Lin Jian | – | 480 | 368 | – | 848 | 284 | 1,132 |
| Dr. He Ruyi | – | 6,160 | 1,560 | – | 7,720 | 16,288 | 24,008 |
| Subtotal | 1,417 | 14,409 | 3,709 | 41 | 19,576 | 35,376 | 54,952 |
| **Non-executive directors** | | | | | | | |
| Dr. Wang Liqiang | – | – | – | – | – | – | – |
| Dr. Su Xiaodi | – | – | – | – | – | – | – |
| Subtotal | – | – | – | – | – | – | – |
| **Independent non-executive directors** | | | | | | | |
| Ms. Ma Lan | 300 | – | – | – | 300 | – | 300 |
| Mr. Hao Xianjing | 300 | – | – | – | 300 | – | 300 |
| Mr. Chen Yunjin (note (a)) | 300 | – | – | – | 300 | – | 300 |
| Subtotal | 900 | – | – | – | 900 | – | 900 |
| **Supervisors** | | | | | | | |
| Mr. Ren Guangke | – | 798 | 129 | 41 | 968 | – | 968 |
| Mr. Li Zhuanglin | – | 1,728 | 416 | 41 | 2,185 | – | 2,185 |
| Mr. Li Yupeng | – | – | – | – | – | – | – |
| Subtotal | – | 2,526 | 545 | 82 | 3,153 | – | 3,153 |
| | 2,317 | 16,935 | 4,254 | 123 | 23,629 | 35,376 | 59,005 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 8. DIRECTORS' AND SUPERVISORS' REMUNERATION (CONTINUED)

Directors' and supervisors' 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: (continued)

Year ended 31 December 2022

| | Fees RMB'000 | Salaries, allowances and benefits in kind RMB'000 | Performance related bonuses RMB'000 | Pension scheme contributions RMB'000 | Subtotal RMB'000 | Share-based payment expenses RMB'000 | Total remuneration RMB'000 |
|---|---|---|---|---|---|---|---|
| **Executive directors** | | | | | | | |
| Mr. Wang Weidong | – | 2,340 | 660 | – | 3,000 | 56 | 3,056 |
| Dr. Fang Jianmin | 1,393 | 5,421 | 1,390 | 39 | 8,243 | 18,301 | 26,544 |
| Mr. Lin Jian | – | 480 | 403 | – | 883 | 2 | 885 |
| Dr. He Ruyi | – | 6,173 | 1,425 | 38 | 7,636 | 18,404 | 26,040 |
| Subtotal | 1,393 | 14,414 | 3,878 | 77 | 19,762 | 36,763 | 56,525 |
| **Non-executive directors** | | | | | | | |
| Dr. Wang Liqiang | – | – | – | – | – | – | – |
| Dr. Su Xiaodi | – | – | – | – | – | – | – |
| Subtotal | – | – | – | – | – | – | – |
| **Independent non-executive directors** | | | | | | | |
| Ms. Ma Lan | 300 | – | – | – | 300 | – | 300 |
| Mr. Hao Xianjing | 300 | – | – | – | 300 | – | 300 |
| Mr. Chen Yunjin (note (a)) | 200 | – | – | – | 200 | – | 200 |
| Ms. Yu Shanshan (note (b)) | 100 | – | – | – | 100 | – | 100 |
| Subtotal | 900 | – | – | – | 900 | – | 900 |
| **Supervisors** | | | | | | | |
| Mr. Ren Guangke | – | 791 | 144 | 35 | 970 | 540 | 1,510 |
| Mr. Li Yupeng | – | 1,658 | 380 | 38 | 2,076 | 526 | 2,602 |
| Mr. Li Zhuanglin | – | – | – | – | – | – | – |
| Subtotal | – | 2,449 | 524 | 73 | 3,046 | 1,066 | 4,112 |
| Total | 2,293 | 16,863 | 4,402 | 150 | 23,708 | 37,829 | 61,537 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 8. DIRECTORS' AND SUPERVISORS' REMUNERATION (CONTINUED)

*Notes:*

(a) Mr. Chen Yunjin was appointed as an independent non-executive director of the Company in May 2022.

(b) Ms. Yu Shanshan was appointed as an independent non-executive director of the Company in May 2020, and retired as an independent non-executive director of the Company in May 2022.

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

## 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors (2022: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the remaining two (2022: three) highest paid employees who were neither a director nor supervisor of the Company during the year are as follows:

| | **2023** | 2022 |
|---|---|---|
| | **RMB'000** | RMB'000 |
| Salaries, allowances and benefits in kind | **10,077** | 7,237 |
| Performance-related bonuses | **1,560** | – |
| Pension scheme contributions | **41** | 34 |
| Share-based payment expenses | **6,042** | 8,683 |
| Total | **17,720** | 15,954 |

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

| | **Number of employees** | |
|---|---|---|
| | **2023** | 2022 |
| RMB3,500,001 to RMB4,000,000 | **–** | – |
| RMB4,000,001 to RMB4,500,000 | **–** | 1 |
| RMB5,000,001 to RMB5,500,000 | **–** | 1 |
| RMB6,000,001 to RMB6,500,000 | **–** | 1 |
| RMB6,500,001 to RMB7,000,000 | **1** | – |
| RMB11,000,001 to RMB11,500,001 | **1** | – |
| Total | **2** | 3 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 9. FIVE HIGHEST PAID EMPLOYEES (CONTINUED)

During the year, share awards were granted to the five highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 31 to the financial statements. The fair value of such awarded shares, which has been recognised in the consolidated 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 year is included in the above five highest paid employees' remuneration disclosures.

## 10. INCOME TAX

The provision for corporate income tax in Chinese Mainland is based on the statutory rate of 25% of the assessable profits as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008.

The Company has been recognised as High New Tech Enterprises in 2022 and entitled to a reduced corporate income tax rate of 15% according to the tax incentives of the CIT Law for High New Tech Enterprises.

The subsidiaries incorporated in Chinese Mainland were subject to preferential tax rates of 20%, because they were regarded as "small-scaled minimal profit enterprises" during the corresponding period in 2022. The subsidiaries incorporated in Chinese Mainland were subject to preferential tax rates of 25% in 2023.

The subsidiary incorporated in the United States of America is subject to America federal income tax at a rate of 21% and California state income tax at a rate of 8.84%.

The subsidiary incorporated in Hong Kong is subject to Hong Kong profits tax at the rate of 16.5% on any estimated assessable profits arising in Hong Kong.

The subsidiary incorporated in Australia is subject to Australia profits tax at the rate of 25% on any estimated assessable profits arising in Australia.

The income tax expense of the Group for the year is analysed as follows:

| | **2023** | 2022 |
|---|---|---|
| | **RMB'000** | RMB'000 |
| Current | | |
| Charge for the year | **–** | – |
| Deferred | **–** | – |
| Total | **–** | – |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 10. INCOME TAX (CONTINUED)

A reconciliation of the tax expense charged/ (credit) applicable to loss before tax at the statutory tax rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Loss before tax | **(1,511,229)** | (998,830) |
| Tax at the statutory tax rates | **(264,513)** | (254,487) |
| Lower tax rates enacted by local authority | **307,780** | 148,072 |
| Expenses not deductible for tax | **24,016** | 10,180 |
| Additional deductible allowance for research and development expenses | **(390,054)** | (194,727) |
| Share of the associate's profit/(loss) for the year | **11** | – |
| Effect of deemed sales | **1,336** | 4,737 |
| Income not subject to tax | **–** | (2,436) |
| Deductible temporary difference and tax losses not recognised | **321,424** | 288,661 |
| Tax charge at the Group's effective rate | **–** | – |

The share of the associate's profit/(loss) for the year to RMB11,000 (2022: Nil), is included in "Share of the associate's profit/(loss) for the year" in the consolidated statement of profit or loss.

## 11. DIVIDENDS

No dividend has been declared and paid by the Company during the year (2022:Nil).

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 12. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amount is based on the loss for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 538,914,230 (2022: 530,120,137) in issue during the year, as adjusted to reflect the rights issue during the year.

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, adjusted to reflect the interest on the convertible bonds, where applicable (see below). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as 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 or conversion of all dilutive potential ordinary shares into ordinary shares.

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

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| **Loss** | | |
| Loss attributable to ordinary equity holders of the parent, used in the basic loss per share calculation | (1,511,229) | (998,830) |
| Dilutive potential conversion expenses | – | – |
| Loss attributable to ordinary equity holders of the parent | (1,511,229) | (998,830) |
| Attributable to: | | |
| Continuing operations | (1,511,229) | (998,830) |

| | 2023 | 2022 |
|---|---|---|
| **Shares** | | |
| Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation | 538,914,230 | 530,120,137 |
| Effect of dilution – weighted average number of ordinary shares: | | |
| Share awards | 959,160 | 1,034,407 |
| Total | 539,873,390 | 531,154,544 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 13. PROPERTY, PLANT AND EQUIPMENT

| | Buildings RMB'000 | Plant and machinery RMB'000 | Office equipment and others RMB'000 | Motor vehicles RMB'000 | Construction in progress RMB'000 | Leasehold improvements RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|---|---|
| **31 December 2023** | | | | | | | |
| At 1 January 2023: | | | | | | | |
| Cost | 744,889 | 903,611 | 65,440 | 570 | 1,014,928 | 5,296 | 2,734,734 |
| Accumulated depreciation | 71,765 | 225,380 | 29,793 | 296 | – | 750 | 327,984 |
| Net carrying amount | 673,124 | 678,231 | 35,647 | 274 | 1,014,928 | 4,546 | 2,406,750 |
| At 1 January 2023, net of accumulated depreciation | 673,124 | 678,231 | 35,647 | 274 | 1,014,928 | 4,546 | 2,406,750 |
| Additions | 778 | 16,671 | 15,529 | 357 | 580,819 | – | 614,154 |
| Disposals | – | (802) | (54) | – | – | – | (856) |
| Depreciation provided during the year | (54,162) | (104,691) | (11,935) | (101) | – | (2,674) | (173,563) |
| Adjustment | (4,082) | (79) | – | – | – | – | (4,161) |
| Transfers | 605,180 | 178,034 | 3,002 | – | (790,374) | 4,158 | – |
| Transfers to intangible assets (note 15) | – | – | – | – | (9,655) | – | (9,655) |
| Exchange realignment | – | 361 | 25 | – | – | – | 386 |
| At 31 December 2023, net of accumulated depreciation | 1,220,838 | 767,725 | 42,214 | 530 | 795,718 | 6,030 | 2,833,055 |
| At 31 December 2023: | | | | | | | |
| Cost | 1,346,765 | 1,096,674 | 83,605 | 922 | 795,718 | 9,454 | 3,333,138 |
| Accumulated depreciation | 125,927 | 328,949 | 41,391 | 392 | – | 3,424 | 500,083 |
| Net carrying amount | 1,220,838 | 767,725 | 42,214 | 530 | 795,718 | 6,030 | 2,833,055 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

| | Buildings RMB'000 | Plant and machinery RMB'000 | Office equipment and others RMB'000 | Motor vehicles RMB'000 | Construction in progress RMB'000 | Leasehold improvements RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|---|---|
| **31 December 2022** | | | | | | | |
| At 1 January 2022: | | | | | | | |
| Cost | 491,912 | 637,161 | 51,671 | 460 | 610,682 | – | 1,791,886 |
| Accumulated depreciation | 42,535 | 151,711 | 19,707 | 246 | – | – | 214,199 |
| Net carrying amount | 449,377 | 485,450 | 31,964 | 214 | 610,682 | – | 1,577,687 |
| At 1 January 2022, net of accumulated depreciation | 449,377 | 485,450 | 31,964 | 214 | 610,682 | – | 1,577,687 |
| Additions | – | 16,254 | 8,042 | 111 | 976,034 | 577 | 1,001,018 |
| Disposals | – | (1,166) | (21) | – | – | – | (1,187) |
| Depreciation provided during the year | (29,229) | (80,745) | (10,127) | (51) | – | (750) | (120,902) |
| Adjustment | (46,480) | – | – | – | – | – | (46,480) |
| Transfers | 299,456 | 256,661 | 5,654 | – | (566,490) | 4,719 | – |
| Transfers to intangible assets (note 15) | – | – | – | – | (5,298) | – | (5,298) |
| Exchange realignment | – | 1,777 | 135 | – | – | – | 1,912 |
| At 31 December 2022, net of accumulated depreciation | 673,124 | 678,231 | 35,647 | 274 | 1,014,928 | 4,546 | 2,406,750 |
| At 31 December 2022: | | | | | | | |
| Cost | 744,889 | 903,611 | 65,440 | 570 | 1,014,928 | 5,296 | 2,734,734 |
| Accumulated depreciation | 71,765 | 225,380 | 29,793 | 296 | – | 750 | 327,984 |
| Net carrying amount | 673,124 | 678,231 | 35,647 | 274 | 1,014,928 | 4,546 | 2,406,750 |

At 31 December 2023, certain of the Group's buildings with a net carrying amount of approximately RMB819,173,000 were pledged to secure general banking facilities granted to the Group (note 26 and note 33) (As at 31 December 2022, Nil).

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 14. LEASES

### The Group as a lessee

The Group has lease contracts for various items of land use rights, buildings, plant and machinery used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings, plant and machinery generally have lease terms between 1 and 5 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) *Right-of-use assets*

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

| | Land use rights RMB'000 | Buildings RMB'000 | Plant and machinery RMB'000 | Motor vehicles RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|
| As at 1 January 2022 | 39,256 | 101,486 | 6,754 | 1,360 | 148,856 |
| Additions | – | 114,644 | – | – | 114,644 |
| Depreciation charge | (855) | (57,712) | (3,280) | (596) | (62,443) |
| Exchange realignment | – | 3,721 | – | – | 3,721 |
| As at 31 December 2022 and 1 January 2023 | 38,401 | 162,139 | 3,474 | 764 | 204,778 |
| Additions | 82,215 | 24,076 | 2,684 | – | 108,975 |
| Depreciation charge | (1,129) | (57,350) | (3,558) | (581) | (62,618) |
| Other | – | – | – | (25) | (25) |
| Exchange realignment | – | 626 | – | – | 626 |
| As at 31 December 2023 | 119,487 | 129,491 | 2,600 | 158 | 251,736 |

Land use rights represent the land use rights granted by the PRC government authority on the use of land within the pre-approved lease period, the original terms of the land use rights of the Group held in the PRC are 50 years up to December 2061, June 2062 and April 2070, respectively.

At 31 December 2023, certain of the Group's land use rights with a net carrying amount of approximately RMB28,177,000 were pledged to secure general banking facilities granted to the Group (note 26 and note 33) (As at 31 December 2022: Nil).

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 14. LEASES (CONTINUED)

### The Group as a lessee (continued)

*(b) Lease liabilities*

The carrying amount of lease liabilities and the movements during the year are as follows:

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Carrying amount at 1 January | **165,035** | 102,778 |
| New lease arrangements | **26,624** | 105,068 |
| Accretion of interest recognised during the year | **7,774** | 6,757 |
| Payments | **(66,959)** | (52,037) |
| Exchange realignment | **572** | 2,469 |
| Carrying amount at 31 December | **133,046** | 165,035 |
| Analysed into: | | |
| Current portion | **58,371** | 60,154 |
| Non-current portion | **74,675** | 104,881 |

The maturity analysis of lease liabilities is disclosed in note 38 to the financial statements.

The payments of lease liabilities to a related party for the year ended 31 December 2023 were RMB44,471,000 (2022: RMB39,342,000), details of which are included in note 35 to the financial statements.

The balances of lease liabilities due to a related party as at 31 December 2023 were RMB76,083,000 (2022: RMB106,176,000), details of which are included in note 35 to the financial statements.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 14. LEASES (CONTINUED)

### The Group as a lessee (continued)

*(c) The amounts recognised in profit or loss in relation to leases are as follows:*

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Interest on lease liabilities (note 7) | **7,774** | 6,757 |
| Depreciation charge of right-of-use assets | **62,618** | 62,443 |
| Expense relating to short-term leases* | **1,466** | 1,333 |
| Expense relating to leases of low-value assets* | **3,032** | 1,866 |
| Total amount recognised in profit or loss | **74,890** | 72,399 |

* Included in "Administrative expenses" and "Selling and distribution expenses" in the consolidated statement of profit or loss.

The total cash outflow for leases included in the consolidated statement of cash flows is disclosed in note 32(c) to the financial statements.

### The Group as a lessor

The Group leases its properties under operating lease arrangements. Rental income recognised by the Group for the year ended 31 December 2023 was RMB2,667,000 (2022: RMB2,152,000), details of which are included in note 5 to the financial statements.

At 31 December 2023, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Within one year | **2,545** | 2,545 |
| After one year but within two years | **2,545** | 2,545 |
| After two years but within three years | **–** | 2,545 |
| Total | **5,090** | 7,635 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 15. OTHER INTANGIBLE ASSETS

| | Patents and licences RMB'000 | Software RMB'000 | Total RMB'000 |
|---|---|---|---|
| **31 December 2023** | | | |
| Cost at 1 January 2022, net of accumulated amortisation | **–** | **17,461** | **17,461** |
| Additions | **–** | **1,275** | **1,275** |
| Transfers from property, plant and equipment (note 13) | **–** | **9,655** | **9,655** |
| Amortisation provided during the year | **–** | **(4,098)** | **(4,098)** |
| Exchange realignment | **–** | **1** | **1** |
| At 31 December 2023 | **–** | **24,294** | **24,294** |
| At 31 December 2023: | | | |
| Cost | **13,387** | **32,260** | **45,647** |
| Accumulated amortisation | **(13,387)** | **(7,966)** | **(21,353)** |
| Net carrying amount | **–** | **24,294** | **24,294** |

| | Patents and licences RMB'000 | Software RMB'000 | Total RMB'000 |
|---|---|---|---|
| 31 December 2022 | | | |
| Cost at 1 January 2021, net of accumulated amortisation | 533 | 12,610 | 13,143 |
| Additions | – | 2,037 | 2,037 |
| Transfers from property, plant and equipment (note 13) | – | 5,298 | 5,298 |
| Amortisation provided during the year | (533) | (2,493) | (3,026) |
| Exchange realignment | – | 9 | 9 |
| At 31 December 2022 | – | 17,461 | 17,461 |
| At 31 December 2022: | | | |
| Cost | 13,387 | 21,328 | 34,715 |
| Accumulated amortisation | (13,387) | (3,867) | (17,254) |
| Net carrying amount | – | 17,461 | 17,461 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 16. INVESTMENT IN AN ASSOCIATE

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Share of net assets | **2,705** | 1,500 |

Particulars of the Group's material associate are as follows:

| Name | Particulars of issued share held | Place of registration and business | Percentage of | | | Principal activities |
|---|---|---|---|---|---|---|
| | | | Ownership interest | Voting power | Profit sharing | |
| Yantai Yeda Caisheng Venture Capital Partnership (Limited Partnership) | Registered capital of RMB1 each | PRC/Chinese Mainland | 25 | 25 | 25 | Investment management |

* The English names of the entities represent the best efforts made by the management of the Group to translate the Chinese name as it did not have an official English name registered in the PRC.

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

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Share of the associate's profit/(loss) for the year | **(45)** | – |
| Share of the associate's total comprehensive income/(loss) | **(45)** | – |
| Aggregate carrying amount of the Group's investment in the associate | **2,705** | 1,500 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 17. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| **Equity investments designated at fair value through other comprehensive income** | | |
| Listed equity investments, at fair value | | |
| Biocytogen Pharmaceuticals (Beijing) Co., Ltd. | **33,742** | 68,565 |
| ImmuneOnco Biopharmaceuticals (Shanghai) Inc. | **29,346** | – |
| Wuhan YZY Biopharma Co., Ltd. | **27,589** | – |
| Subtotal | **90,677** | 68,565 |
| An unlisted equity investment, at fair value | | |
| Yantai Heyuan Addis Biomedical Technology, Ltd.* | **2,845** | 11,128 |
| Total | **93,522** | 79,693 |

* The English names of the entities represent the best efforts made by the management of the Group to translate the Chinese name as it did not have an official English name registered in the PRC.

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

## 18. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| An unlisted investment at fair value through profit or loss | **2,000** | – |

Note:

On 18 December 2023, the proposal for purchase of 6.21% equity interest in Hainan Renze Zhenji Venture Capital Fund Partnership LLP. As at 31 December 2023, the Group has 6.21% equity interest in Hainan Renze Zhenji Venture Capital Fund Partnership LLP with no control, joint control or significant influence by the Group, the equity investment is recognised as financial assets at fair value through profit or loss. As the Company expects to hold the equity investment for a period more than one year, the investment is classified as non-current assets as at 31 December 2023.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 19. OTHER NON-CURRENT ASSETS

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Prepayments for property, plant and equipment | **77,181** | 93,952 |
| Deferred expenses | **803** | 1,318 |
| Others | **13,376** | 2,985 |
| Total | **91,360** | 98,255 |

## 20. INVENTORIES

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Raw materials | **332,227** | 282,082 |
| Working in progress | **366,791** | 213,050 |
| Finished goods | **45,690** | 24,217 |
| Goods in transits | **–** | 2,429 |
| Low-value consumption materials | **1,056** | 895 |
| Less: Impairment | **(4,204)** | – |
| Total | **741,560** | 522,673 |

The movements in provision for impairment of inventories are as follows:

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| At the beginning of the year | **–** | – |
| Impairment losses | **12,876** | – |
| Less: Amounts written off | **(8,672)** | – |
| At the end of the year | **4,204** | – |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 21. TRADE AND BILLS RECEIVABLES

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Trade receivables | **313,345** | 212,664 |
| Impairment | **(15,667)** | (10,633) |
| Trade receivables, net | **297,678** | 202,031 |
| Bills receivable | **122,741** | 79,156 |
| Total | **420,419** | 281,187 |

Trade receivables mainly consist of receivables of sales of goods.

For receivables of sales of goods, the Group's trading terms with its customers are mainly on credit. The credit period offered by the Group is generally one month and major customers can extend up to three months.

The Group does not hold any collateral or other credit enhancements over these balances. Trade receivables are non-interest-bearing.

At 31 December 2023, the Group has pledged bills receivable of approximately RMB28,437,000 (2022: Nil) to secure a bank loan granted to a major supplier (note 26 and note 33).

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

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Within 1 year | **297,678** | 202,031 |

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

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| At beginning of year | **10,633** | 121 |
| Impairment losses, net *(note 6)* | **7,914** | 10,512 |
| Amount written off as uncollectible | **(2,880)** | – |
| At end of year | **15,667** | 10,633 |

Details of impairment assessment of trade receivables are set out in note 37.

The expected loss rate for the trade receivables generated from the sales of goods not past due is assessed to be 5% based on the time of past due. The directors of the company are of the opinion that the ECL in respect of these balances is sufficient.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Value-added tax recoverable | **24,038** | 4,311 |
| Prepayments | **270,295** | 198,700 |
| Due from related parties (note 35) | **–** | 1,576 |
| Deposits and other receivables | **33,562** | 17,337 |
| | **327,895** | 221,924 |
| Impairment allowance | **(4,334)** | (972) |
| Total | **323,561** | 220,952 |

Financial assets included in prepayments, other receivables and other assets mainly represent deposits with suppliers and other parties. The Group has applied the general approach to provide for expected credit losses for non-trade other receivables under IFRS 9. Other receivables had no historical default, the financial assets included in the above balances were categorised in stage 1 at the end of the year. In calculating the expected credit loss rate, the Group considers the flow rate and adjusts for forward-looking macroeconomic data.

The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be normal because they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk.

The Group applies an expected credit loss ("ECL") model to evaluate the credit losses for other receivables. The movements in provision for impairment of other receivables are as follows:

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| At beginning of year | **972** | 356 |
| Impairment losses, net (note 6) | **3,362** | 616 |
| At end of year | **4,334** | 972 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Cash and bank balances | **744,031** | 1,555,786 |
| Time deposits | **–** | 632,156 |
| Subtotal | **744,031** | 2,187,942 |
| Less: Pledged for bills payable (note (a)) | **(13,994)** | (112,820) |
| Pledged for wages of migrant workers (note (b)) | **(2,800)** | (3,406) |
| Interest receivable recorded in pledged deposits (note (c)) | **(47)** | (1,920) |
| Pledged for an office lease (note (d)) | **(638)** | (616) |
| Cash and cash equivalents | **726,552** | 2,069,180 |

*Notes:*

(a) As at 31 December 2023, the amounts of bank balances of RMB13,994,000 (2022: RMB112,820,000) were pledged for bills payable (note 33).

(b) As at 31 December 2023, the amounts of bank balances of RMB2,800,000 (2022: RMB3,406,000) were pledged for wages of migrant workers (note 33).

(c) As at 31 December 2023, the amounts of bank balances of RMB47,000 (2022: RMB1,245,000), no interest receivable of time deposits (2022: RMB675,000) (note 33).

(d) As at 31 December 2023, the amounts of bank balances of RMB638,000 (2022: RMB616,000) were pledged for an office lease (note 33).

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods between one day and three 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 deposits are deposited with creditworthy banks with no recent history of default.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (CONTINUED)

The Group's cash and cash equivalents as at the end of the year are denominated in the following currencies:

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Denominated in RMB | **634,825** | 1,999,863 |
| Denominated in HKD | **3,602** | 25,770 |
| Denominated in USD | **87,628** | 42,916 |
| Denominated in AUD | **497** | 631 |
| Total | **726,552** | 2,069,180 |

The RMB is not freely convertible into other currencies, however, under Chinese Mainland'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.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

## 24. TRADE AND BILLS PAYABLES

An ageing analysis of the trade and bills payables as at the end of the year, based on the invoice date, is as follows:

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Within 3 months | **92,711** | 152,195 |
| 3 to 6 months | **39,945** | 57,255 |
| 6 months to 1 year | **5,425** | 12,242 |
| Over 1 year | **1,250** | – |
| Total | **139,331** | 221,692 |

The Group's trade payables included RMB1,906,000 due to the Group's related parties as at 31 December 2023 (31 December 2022: RMB35,000) (note 35).

Other than the trade payables due to the Group's related parties, trade and bills payables are normally settled on terms of one to six months.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 25. OTHER PAYABLES AND ACCRUALS

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| Payables for purchase of property, plant and equipment | **290,639** | 355,477 |
| Payroll payable | **194,941** | 130,857 |
| Other tax payables | **34,695** | 14,684 |
| Accruals | **59,982** | 55,330 |
| Due to related parties (note 35) | **3,179** | 8,933 |
| Contract liabilities | **11,398** | 51 |
| Other payables | **37,362** | 20,508 |
| Total | **632,196** | 585,840 |

Other payables are non-interest-bearing and repayable on demand.

## 26. INTEREST-BEARING BANK BORROWINGS

| | As at 31 December 2023 | | |
|---|---|---|---|
| | Effective interest rate (%) | Maturity | RMB'000 |
| **Current** | | | |
| Bank loans – secured | **0.70-1.50** | **2024** | **28,437** |
| Bank loans – unsecured | **2.95-3.40** | **2024** | **257,912** |
| Total – current | | | **286,349** |
| **Non-current** | | | |
| Bank loans – secured* | **LPR5Y-0.8%** | **2026** | **400,000** |
| Bank loans – secured* | **LPR5Y-0.8%** | **2027** | **241,788** |
| Bank loans – unsecured | **3.10** | **2025** | **198,800** |
| Total – non-current | | | **840,588** |
| Total | | | **1,126,937** |

* The balances represent loans with floating interest rates.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 26. INTEREST-BEARING BANK BORROWINGS (CONTINUED)

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| Bank loans repayable: | | |
| Within one year or on demand | 286,349 | – |
| In the second year | 198,800 | – |
| In the third to fifth years, inclusive | 641,788 | – |
| Beyond five years | – | – |
| Total | 1,126,937 | – |

*Note:*

As at the end of reporting period, certain of the Group's bank loans are secured by the pledge of the following assets of the Group.

| | Notes | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|---|
| Property, plant and equipment | 13 | 819,173 | – |
| Land use rights | 14 | 28,177 | – |
| Bills receivable | 21 | 28,437 | – |
| Total | | 875,787 | – |

An analysis of the carrying amounts of borrowings by type of interest rate is as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| Fixed interest rate | 485,149 | – |
| Variable interest rate | 641,788 | – |
| Total | 1,126,937 | – |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 27. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

### Deferred tax liabilities

| | 2023 | | |
|---|---|---|---|
| | Fair value adjustments of equity investments at fair value through other comprehensive income RMB'000 | Right of use assets RMB'000 | Total RMB'000 |
| At 31 December 2022 and 1 January 2023 | 40 | 30,624 | 30,664 |
| Deferred tax credited to the statement of profit or loss during the year | – | (6,129) | (6,129) |
| Deferred tax charged to the statement of other comprehensive income during the year | 1,471 | – | 1,471 |
| Gross deferred tax liabilities at 31 December 2023 | 1,511 | 24,495 | 26,006 |

### Deferred tax assets

| | 2023 Lease liabilities RMB'000 |
|---|---|
| At 31 December 2022 and 1 January 2023 | 30,624 |
| Deferred tax charged to the statement of profit or loss during the year | (6,129) |
| Gross deferred tax liabilities at 31 December 2023 | 24,495 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 27. DEFERRED TAX (CONTINUED)

### Deferred tax liabilities

| | 2022 | | |
|---|---|---|---|
| | Fair value adjustments of equity investments at fair value through other comprehensive income RMB'000 | Right of use assets RMB'000 | Total RMB'000 |
| At 31 December 2021 and 1 January 2022 | 310 | 27,502 | 27,812 |
| Deferred tax charged to the statement of profit or loss during the year | – | 3,122 | 3,122 |
| Deferred tax credited to the statement of other comprehensive income during the year | (270) | – | (270) |
| Gross deferred tax liabilities at 31 December 2022 | 40 | 30,624 | 30,664 |

### Deferred tax assets

| | 2022 Lease liabilities RMB'000 |
|---|---|
| At 31 December 2021 and 1 January 2022 | 27,502 |
| Deferred tax credited to the statement of profit or loss during the year | 3,122 |
| Gross deferred tax liabilities at 31 December 2022 | 30,624 |

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 27. DEFERRED TAX (CONTINUED)

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| Net deferred tax assets recognised in the consolidated statement of financial position | – | – |
| Net deferred tax liabilities recognised in the consolidated statement of financial position | 1,511 | 40 |

The Company has been recognised as High New Tech Enterprises in 2022, and the losses for the portion that has not been offset yet, can be offset against future taxable profits of the Company in ten years. The Group has tax losses of RMB7,272,130,000 (2022: RMB3,983,670,000) and certain deductible temporary difference of RMB728,691,000 (2022: RMB630,089,000) as at the end of the year. The tax losses in Chinese Mainland will expire in one to ten years for offsetting against future taxable profits of the companies in which the losses arose. The tax loss outside of Chinese Mainland will be carried forward indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

Deferred tax assets have not been recognised in respect of the following items:

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| Deductible temporary differences | 728,691 | 630,089 |
| Tax losses | 7,272,130 | 3,983,670 |
| Total | 8,000,821 | 4,613,759 |

Deferred tax assets have not been recognised in respect of unused tax loss and certain deductible temporary difference as the Group is not probable that future taxable profits against which the losses or deductible temporary differences can be utilised will be available in the relevant tax jurisdictions and entities.

At 31 December 2023, there was no significant unrecognised deferred tax liability (2022: Nil) for taxes that would be payable on the unremitted earnings of the Group's subsidiaries or associates as the Group has no liability to additional tax should such amounts be remitted due to the availability of double taxation relief.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 28. DEFERRED INCOME

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Government grants: | | |
| Current | **9,417** | 15,348 |
| Non-current | **36,659** | 43,669 |
| Total | **46,076** | 59,017 |

The movements in government grants during the year are as follows:

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| At beginning of year | **59,017** | 50,193 |
| Grants received during the year | **5,160** | 29,994 |
| Released to profit or loss during the year | **(18,099)** | (20,670) |
| True-up | **(2)** | (500) |
| At end of year | **46,076** | 59,017 |

The grants are related to the subsidies received from the government for the purpose of compensation for expenses arising from research activities and clinical trial, an award for new drug development and capital expenditure incurred on certain projects.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 29. SHARE CAPITAL

### Shares

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| Issued and fully paid: | | |
| 544,263,003 (2022: 544,263,003) ordinary shares | **544,263** | 544,263 |

A summary of movements in the Company's share capital is as follows:

### Share capital

| | Numbers of shares in issue | Share capital RMB'000 |
|---|---|---|
| At 1 January 2022 | 489,836,702 | 489,837 |
| Issue of A Share in initial public offering (note (a)) | 54,426,301 | 54,426 |
| At 31 December 2022 and 1 January 2023 and 31 December 2023 | 544,263,003 | 544,263 |

*Note:*

(a) In connection with the Company's A-share initial public offering on the STAR Market of Shanghai Stock Exchange in March 2022, 54,426,301 ordinary shares of RMB1.00 each were issued at a subscription price of RMB48.00 per share. After deducting expenses relating to the issue of shares, the share capital and share premium of the Company increased by RMB54,426,000 and RMB2,451,519,000, respectively.

## 30. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

### (a) Share premium

The share premium of the Group represents the share premium contributed the Company's Global Offering on the Science and Technology Board of the Shanghai Stock Exchange in March 2022.

### (b) Other reserve

Other reserve of the Group represents the share-based compensation reserve from the equity-settled share award. The disclosures are included in note 31 "SHARE AWARD".

### (c) Fair value reserve

It represents the fair value of equity investments at fair value through other comprehensive income.

### (d) Exchange fluctuation reserve

The exchange fluctuation reserve is used to record exchange differences arising from the translation of the financial statements of entities of which the functional currency is not RMB.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 31. SHARE AWARD

### (1) Restricted stock

Before the reorganisation of the Company, certain employees (the "Granted Employees") are granted share awards of Yantai Rongchang Pharmaceutical Co., Ltd. ("Rongchang Pharmaceuticals") and the Company.

Pursuant to the share award during the period from years 2015 to 2017, 724,070 share awards in Rongchang Pharmaceuticals were granted to fourteen selected employees of the Company and the earliest vesting date is 1 January 2020. There is no other performance target required except the eligible participant remains as an employee of Rongchang Pharmaceuticals and its subsidiaries for five years after the grant dates.

Pursuant to the share award during the year ended 31 December 2018, 1,370,000 share awards in Rongchang Pharmaceuticals were granted to fifteen selected employees of the Company and the earliest vesting date is 1 January 2023. There is no other performance target required except the eligible participant remains as an employee of Rongchang Pharmaceuticals and its subsidiaries for five years after the grant dates.

Pursuant to the share award during the year ended 31 December 2019, 265,000 share awards in the Company were granted to nine selected employees of the Company and the earliest vesting date is 1 June 2024. There are no other performance targets required except the eligible participant remains as an employee of the Group for five years after the grant dates.

In December 2019, the equity interests in the Company were transferred to the then ultimate shareholders of the Company pursuant to a reorganisation (the "Reorganisation"). Prior to the Reorganisation, the Company was wholly owned by Rongchang Pharmaceuticals. Upon completion of the Reorganisation, the Company and Rongchang Pharmaceuticals were owned immediately by the then ultimate shareholders of the Company. Yantai Rongjian Enterprise Management Center LP ("Rongjian") and Yantai Rongyi Enterprise Management Center LP ("Rongyi") were established by the then ultimate shareholders of the Company as the Group's additional immediate shareholders. The purpose to establish Rongjian and Rongyi (collectively, the "PRC Share Incentive Entities") was to hold incentive shares of the Company for the Granted Employees during the period from years 2015 to 2019. Some Granted Employees became limited partners of Rongjian and Rongyi which subscribed for restricted stocks of the Company ("restricted stocks") and share awards of Rongchang Pharmaceuticals in the PRC Share Incentive Entities to replace the original share awards in Rongchang Pharmaceuticals granted during the period from years 2015 to 2018. Other Granted Employees became limited partners of Rongjian and Rongyi which subscribed for restricted stocks of the Company to replace the share awards in the Company granted to them during the year of 2019. The percentage of partnership in the PRC Share Incentive Entities was determined based on the percentage of his/her previous granted awards and the percentage of shares in the Company as held by the PRC Share Incentive Entities.

## 31. SHARE AWARD (CONTINUED)

### (1) Restricted stock (continued)

The Granted Employees shall not have any right to receive any shares of the Company awarded to them and all other interests attributable thereto unless and until the legal and beneficial ownership of the awarded shares of the Company were transferred to them and the legal and beneficial ownership of those awarded shares vested to them. When the Granted Employees ceased to be the Group's employees, the unvested shares of the Company would be retained by the PRC Share Incentive Entities.

The Granted Employees shall not have any right to transfer the legal and beneficial ownership in the PRC Share Incentive Entities until the original vesting date defined in the employee incentive scheme granted prior to the Reorganisation.

The fair value of services received in return for share awards granted is measured by reference to the fair value of share awards granted. The fair value of the share awards granted is measured at the grant date at the market value of the share awards and is determined using an option pricing model and a discounted cash flow model, adjusted for the exclusion of expected dividends to be received in the vesting period.

On the day of the Reorganisation, restricted stocks of the Company and share awards of Rongchang Pharmaceuticals were granted to the Granted Employees through their respective ownership interests in the PRC Share Incentive Entities, the Company identified these new equity instruments as replacement equity instruments for the original granted share awards in Rongchang Pharmaceuticals and the Company. The Company accounted for the granting of replacement equity instruments in the same way as a modification of the original grant of equity instruments. The incremental fair value granted is the difference between the fair value of the restricted stock of the Group and the net fair value of the share awards previously granted on the day of the Reorganisation. The incremental fair value represented additional share-based payment which is charged to profit or loss over the remaining vesting periods under the straight-line amortisation basis.

In December 2019, RC-Biology Investment Ltd. ("RC-Biology"), a company limited by shares and incorporated in the British Virgin Islands was established by the Concert Parties of the Group and acquired shares from the original shareholder of the Group as the Group's immediate shareholders. The purpose to establish RC-Biology was to hold incentive shares for the foreign employees.

On 5 May 2020, 8,624,319 special shares of the RC-Biology ("Special Shares") were granted to nine foreign employees (the "Purchasers"). According to the agreement, upon each twelve-month anniversary of the initial public offering date of the Group, 20% of the Special Shares that are not vested ("Unvested Shares") will become Special Shares that are vested ("Vested Shares"), if the Purchasers provide continuous full-time employment to the Company or its affiliates through each such anniversary date. No Unvested Shares will become Vested Shares after the date on which the Purchasers' employment is terminated.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 31. SHARE AWARD (CONTINUED)

### (1) Restricted stock (continued)

On 27 July 2020, 1,320,000 special shares of RC-Biology ("Special Shares") were granted to a foreign employee (the "Purchaser"). According to the agreement, upon each twelve-month anniversary of the initial public offering date of the Group, 20% of the Special Shares that are not vested ("Unvested Shares") will become Special Shares that are vested ("Vested Shares"), if the Purchasers provide continuous full-time employment to the Company or its affiliates through each such anniversary date. No Unvested Shares will become Vested Shares after the date on which the Purchasers' employment is terminated.

During the year, share award expenses (including the above incremental share-based payments) of RMB3,409,000 (2022: RMB11,888,000) were charged to profit and loss and RMB91,000 (2022: RMB603,000) were charged to inventories.

### (2) The First H Share Award and Trust Scheme

The Company has implemented an share award scheme (hereinafter referred to as "the scheme") with the objectives of attracting, motivating and retaining skilled and experienced personnel for the future expansion of the Group; deepening the reform of the Group's remuneration system, developing and continuously improving the balance of interests between shareholders, operational and executive management and to recognise the contribution of the Company's leadership, including the directors; encouraging, motivating and retaining the Company's leadership who contribute to the continued operation, development and long-term growth of the Group; and providing other incentives for the Company's leadership and long-term employees to align the interests of the Company's leadership with those of shareholders and the Group as a whole. Eligible persons include any full-time PRC or non-PRC employees of any member of the Group, i.e. directors, senior management, members of key operating teams, employees or consultants of the Group. This scheme has taken effect on 23 March, 2021, and will be effective for 10 years from that date unless cancelled or modified.

The maximum number of unexercised share award currently granted under the scheme is 7,347,550 H shares. According to the scheme, the maximum number of shares of share awards granted to each qualified person in any 12-month period is 1% of the shares issued by the Company at any time. The grant of share awards exceeding the upper limit shall be approved by the shareholders' meeting.

All awards under this scheme are assigned in four equal amounts (i.e. 25%, 25%, 25% and 25%), each of which is a "vesting period". The specific start date and duration of each vesting period and the actual vesting amount of the awards granted to the selected incentive objects in each vesting period shall be listed in the award letter approved by the board of directors or its authorised personnel. The exercise period of the granted share award shall be decided by the board of directors, which shall start after the waiting period of 1 to 4 years and end within 10 years from the date of offering the granted share award or the expiration date of the scheme, whichever is earlier.

The share award does not give the holder the right to obtain dividends or the right to vote at the shareholders' meeting.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 31. SHARE AWARD (CONTINUED)

### (2) The First H Share Award and Trust Scheme (continued)

The value per share of the equity incentives granted in 2023 ranged from RMB3.28 per share to RMB51.72 per share (2022: ranged from RMB1.26 per share to RMB51.72 per share). The Group recognised equity incentive expenses of RMB39,944,000 in 2023 (2022: RMB43,512,000).

The fair value of the equity-settled equity incentive granted on the grant date is estimated using the Black-Scholes option pricing model and the enterprise value distribution model, in combination with the terms and conditions of the equity incentive granted. The following table lists the inputs to the model used:

| | 2023 | 2022 |
|---|---|---|
| Expected volatility (%) | 29.58-40.28 | 0.00-48.54 |
| Risk-free interest rate (%) | 1.84-2.62 | 1.53-2.51 |
| Expected life (year) | 1-4 | 1-4 |
| Weighted average share price (RMB per share) | 23.33 | 24.33 |

The following share awards were outstanding under the scheme during the year:

| | 2023 | | 2022 | |
|---|---|---|---|---|
| | Weighted average exercise price RMB per share | Number of awards '000 | Weighted average exercise price RMB per share | Number of awards '000 |
| At 1 January | 23.55 | 4,612.13 | – | – |
| Granted during the year | 23.33 | 1,719.61 | 24.33 | 5,388.38 |
| Forfeited during the year | 25.10 | (352.20) | 27.28 | (441.25) |
| Exercised during the year | 23.13 | (1,764.17) | 27.83 | (335.00) |
| At 31 December | | 4,215.37 | | 4,612.13 |

The weighted average share price at the date of exercise for share awards exercised during the year was RMB23.13 per share (2022: RMB27.83 per share).

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 31. SHARE AWARD (CONTINUED)

### (2) The First H Share Award and Trust Scheme (continued)

The exercise prices and exercise periods of the share awards outstanding as at the end of the reporting period are as follows:

**2023**

| Number of awards '000 | Exercise price* RMB per share | Exercise period |
|---|---|---|
| 290.87 | – | 7 years |
| 1,200.00 | 14.83 | 7 years |
| 30.00 | 21.45 | 7 years |
| 2.50 | 21.96 | 7 years |
| 7.50 | 22.01 | 7 years |
| 21.00 | 23.14 | 7 years |
| 850.00 | 23.69 | 7 years |
| 551.00 | 23.73 | 7 years |
| 45.00 | 25.58 | 7 years |
| 100.00 | 28.75 | 7 years |
| 400.00 | 35.07 | 7 years |
| 217.50 | 39.23 | 7 years |
| 360.00 | 39.71 | 7 years |
| 65.00 | 41.08 | 7 years |
| 75.00 | 42.38 | 7 years |
| 4,215.37 | | |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 31. SHARE AWARD (CONTINUED)

### (2) The First H Share Award and Trust Scheme (continued)

2022

| Number of awards<br>'000 | Exercise price*<br>RMB per share | Exercise period |
|---:|---:|---:|
| 71.38 | – | 8 years |
| 1,600.00 | 14.83 | 8 years |
| 60.00 | 21.45 | 8 years |
| 3.75 | 21.96 | 8 years |
| 11.25 | 22.01 | 8 years |
| 112.50 | 22.22 | 8 years |
| 121.50 | 23.14 | 8 years |
| 1,568.00 | 23.73 | 8 years |
| 400.00 | 35.07 | 8 years |
| 370.00 | 39.23 | 8 years |
| 181.25 | 41.08 | 8 years |
| 112.50 | 42.38 | 8 years |
| 4,612.13 | | |

* The exercise price of the equity incentive may be adjusted in accordance with the allotment of shares, the payment of stock dividends, or other similar changes in the Company's share capital.

The 1,764,170 share awards exercised during the year resulted in the issue of 1,764,170 ordinary shares of the Company and in a change in capital surplus of RMB81,280,000.

At the end of the reporting period, the Company had 4,215,366 share awards outstanding under the scheme. The exercise in full of the outstanding share awards would, under the present capital structure of the Company, result in the issue of 4,215,366 additional ordinary shares of the Company and other reserve reduces of RMB90,477,000.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 31. SHARE AWARD (CONTINUED)

### (3) 2022 A share restricted stock incentive scheme

The Company has implemented a share award scheme (hereinafter referred to as "the scheme") to further improve the long-term incentive mechanism of the Company, to attract and retain outstanding talents, to fully motivate the staff of the Company, to effectively combine the interests of shareholders, the interests of the Company and the personal interests of the core team, and to bring all parties together to focus on the long-term development of the Company. Eligible persons include directors, senior management, core technical staff and other employees (excluding independent directors and supervisors) who are considered by the board of directors to be in need of incentive. The validity period of this incentive scheme is from 28 December, 2022 to the date when all the restricted shares granted to the incentive objects are vested or invalidated, and the maximum period is not more than 84 months.

The number of restricted shares to be granted to incentive objects in the scheme is 3,580,000 shares, accounting for 0.6578% of the total share capital of the Company. During 2022, 873,505 shares of Class A equity and 1,996,400 shares of Class B equity were granted for the first time, totally 2,869,450 shares, accounting for 0.5272% of the total share capital of the company, and 80.15% of the total equity granted for the first time; 7,105,500 shares were granted during 2023, accounting for 0.1306% of the total share capital of the company, and the reserved part accounts for 19.85% of the total equity granted this time. The number of shares of the Company granted to any incentive object in this scheme through all the equity incentive scheme within the validity period does not exceed 1% of the total share capital of the Company.

The Class A interest under this scheme is divided into five equal amounts (i.e. 20%, 20%, 20%, 20% and 20%), each of which is a "vesting period". Class B interest under this scheme are divided into four groups (20%, 40%, 20% and 20%), each of which has a "vesting period". The actual number of awards granted to the grantees in each vesting period are affected by the performance appraisals. The exercise period of the granted share award shall be decided by the board of directors, which shall start after the waiting period of 1 to 5 years and end within 84 months from the date of offering the granted share award or the expiration date of the scheme, whichever is earlier.

The share awards do not give the holder the right to obtain dividends or the right to vote at the shareholders' meeting.

The value per share of A share restricted stock incentive scheme granted in 2023 was RMB30.59 per shares to RMB36.85 per share (2022: RMB 39.72 per shares to RMB 47.46 per share), of which the Group recognises equity incentive expenses of RMB42,130,000 (2022: RMB370,000) were charged to profit and loss and RMB628,000 (2022: Nil) were charged to inventories in 2023.

## 31. SHARE AWARD (CONTINUED)

### (3) 2022 A share restricted stock incentive scheme (continued)

The fair value of the equity-settled equity incentive granted on the grant date is estimated using the Black-Scholes option pricing model and the enterprise value distribution model, in combination with the terms and conditions of the equity incentive granted. The following table lists the inputs to the model used:

There are no cash settlement alternatives. The Group does not have a past practice of cash settlement for these share options. The Group accounts for the scheme as an equity-settled plan.

Class A

| | 2023 | 2022 |
|---|---|---|
| Expected volatility (%) | N/A | 39.45-43.05 |
| Risk-free interest rate (%) | N/A | 2.24-2.67 |
| Expected life (year) | N/A | 1-5 |
| Weighted average share price (RMB per share) | N/A | 36.36 |

Class B

| | 2023 | 2022 |
|---|---|---|
| Expected volatility (%) | 35.00-40.06 | 39.98-43.05 |
| Risk-free interest rate (%) | 2.37-2.52 | 2.41-2.67 |
| Expected life (year) | 1-5 | 2-5 |
| Weighted average share price (RMB per share) | 36.36 | 36.36 |

The following restricted stock were outstanding under the scheme during the year:

| | 2023 | | 2022 | |
|---|---|---|---|---|
| | Weighted average exercise price RMB per share | Number of awards '000 | Weighted average exercise price RMB per share | Number of awards '000 |
| At 1 January | 36.36 | 2,854.60 | – | – |
| Granted during the year | 36.36 | 710.55 | 36.36 | 2,869.45 |
| Forfeited during the year | 36.36 | (210.15) | 36.36 | (14.85) |
| At 31 December | | 3,355.00 | | 2,854.60 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 31. SHARE AWARD (CONTINUED)

### (3) 2022 A share restricted stock incentive scheme (continued)

The exercise prices and exercise periods of the share awards outstanding as at the end of the reporting period are as follows:

**2023**

| Number of awards '000 | Exercise price* RMB per share | Exercise period |
|---|---|---|
| **3,355.00** | **36.36** | **5 years** |

2022

| Number of awards '000 | Exercise price* RMB per share | Exercise period |
|---|---|---|
| 2,854.60 | 36.36 | 5 years |

At the end of the reporting period, the Company had 3,355,000 share awards outstanding under the scheme. The exercise in full of the outstanding share awards would, under the present capital structure of the Company, result in the issue of 3,355,000 additional ordinary shares of the Company and additional share capital of 150,358,000 (before issue expenses).

### (4) 2023 A share restricted stock incentive scheme

The Company has implemented a share award scheme (hereinafter referred to as "the 2023 scheme") to further improve the long-term incentive mechanism of the Company, to attract and retain outstanding talents, to fully motivate the staff of the Company, to effectively combine the interests of shareholders, the interests of the Company and the personal interests of the core team, and to bring all parties together to focus on the long-term development of the Company. Eligible persons include directors, senior management, core technical staff and other employees (excluding independent directors and supervisors) who are considered by the board of directors to be in need of incentive. The validity period of this incentive scheme is from 28 December, 2023 to the date when all the restricted shares granted to the incentive objects are vested or invalidated, and the maximum period is not more than 84 months.

The number of restricted shares to be granted to incentive objects in the scheme is 1,783,000 shares, accounting for 0.3276% of the total share capital of the Company. During 2023, 1,432,000 shares were granted for the first time and 350,000 shares are reserved, accounting for 0.0644% of the total share capital of the Company, and the reserved part accounts for 19.66% of the total equity granted in 2023.

## 31. SHARE AWARD (CONTINUED)

### (4) 2023 A share restricted stock incentive scheme (continued)

The share award under this scheme are divided into four groups (20%, 40%, 20% and 20%), each of which has a "vesting period". The actual number of awards granted to the grantees in each vesting period are affected by the performance appraisals. The exercise period of the granted share awards shall be decided by the board of directors, which shall start after the waiting period of 1 to 5 years and end within 84 months from the date of offering of the granted share awards or the expiration date of the 2023 scheme, whichever is earlier.

The share awards do not give the holder the right to obtain dividends or the right to vote at the shareholders' meeting.

The value per share of A share restricted stock incentive scheme granted in 2023 was RMB18.45 per shares to RMB27.43 per share (2022: Nil), of which the Group recognises equity incentive expenses of RMB79,000 in 2023 (2022: Nil).

The fair value of the equity-settled equity incentive granted on the grant date is estimated using the Black-Scholes option pricing model and the enterprise value distribution model, in combination with the terms and conditions of the equity incentive granted. The following table lists the inputs to the model used:

There are no cash settlement alternatives. The Group does not have a past practice of cash settlement for these share options. The Group accounts for the scheme as an equity-settled plan.

| | **2023** | 2022 |
|---|---|---|
| Expected volatility (%) | **35.22-37.16** | N/A |
| Risk-free interest rate (%) | **2.22-2.41** | N/A |
| Expected life (year) | **1-5** | N/A |
| Weighted average share price (RMB per share) | **49.77** | N/A |

The following restricted stock were outstanding under the Scheme during the year:

| | **2023** | |
|---|---|---|
| | **Weighted average exercise price RMB per share** | **Number of awards '000** |
| At 1 January 2023 | **–** | **–** |
| Granted during the year | **49.77** | **1,432.45** |
| At 31 December 2023 | | **1,432.45** |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 31. SHARE AWARD (CONTINUED)

### (4) 2023 A share restricted stock incentive scheme (continued)

The exercise prices and exercise periods of the share awards outstanding as at the end of the reporting period are as follows:

**2023**

| Number of awards '000 | Exercise price RMB per share | Exercise period |
|---|---|---|
| 1,432.45 | 49.77 | 5 years |

At the end of the reporting period, the Company had 1,432,450 share awards outstanding under the Scheme. The exercise in full of the outstanding share awards would, under the present capital structure of the Company, result in the issue of 1,432,450 additional ordinary shares of the Company and additional share capital of 32,801,000 (before issue expenses).

### (5) the Second H Share Award and Trust Scheme

The Company has implemented an share award scheme (hereinafter referred to as "the scheme") with the objectives of attracting, motivating and retaining skilled and experienced personnel for the future expansion of the Group; deepening the reform of the Group's remuneration system, developing and continuously improving the balance of interests between shareholders, operational and executive management and to recognise the contribution of the Company's leadership, including the directors; encouraging, motivating and retaining the Company's leadership who contribute to the continued operation, development and long-term growth of the Group; and providing other incentives for the Company's leadership and long-term employees to align the interests of the Company's leadership with those of shareholders and the Group as a whole. Eligible persons include any full-time PRC or non-PRC employees of any member of the Group, i.e. directors, senior management, members of key operating teams, employees or consultants of the Group. This scheme has taken effect on 15 June, 2023, and will be effective for 10 years from that date unless cancelled or modified.

The maximum number of unexercised share award currently granted under the scheme is 27,213,150 H shares. According to the scheme, the maximum number of shares of share awards granted to each qualified person in any 12-month period is 1% of the shares issued by the Company at any time. The grant of share awards exceeding the upper limit shall be approved by the shareholders' meeting.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 31. SHARE AWARD (CONTINUED)

### (5) the Second H Share Award and Trust Scheme (continued)

All awards under this scheme are assigned in four equal amounts (i.e. 25%, 25%, 25% and 25%), each of which is a "vesting period". The specific start date and duration of each vesting period and the actual vesting amount of the awards granted to the selected incentive objects in each vesting period shall be listed in the award letter approved by the board of directors or its authorised personnel. The exercise period of the granted share award shall be decided by the board of directors, which shall start after the waiting period of 1 to 4 years and end within 10 years from the date of offering the granted share award or the expiration date of the scheme, whichever is earlier.

The share award does not give the holder the right to obtain dividends or the right to vote at the shareholders' meeting.

As of December 31, 2023, no awards have been granted pursuant to the Second H Share Award and Trust Scheme.

## 32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### (a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB26,760,000 (2022: RMB114,644,000) and RMB26,624,000 (2022: RMB105,068,000), respectively, in respect of lease arrangements for plant and machinery, buildings and motor vehicles.

### (b) Changes in liabilities arising from financing activities

**Year ended 31 December 2023**

| | Other payables and accruals RMB'000 | Interest-bearing bank and other borrowings RMB'000 | Lease liabilities RMB'000 |
|---|---|---|---|
| At 1 January 2023 | – | – | 162,566 |
| Changes from financing cash flows | 2,512 | 1,110,426 | (66,959) |
| Accretion of interest | – | – | 7,774 |
| New lease arrangements | – | – | 26,624 |
| At 31 December 2023 | 2,512 | 1,110,426 | 130,005 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

### (b) Changes in liabilities arising from financing activities (continued)

**Year ended 31 December 2022**

| | Lease liabilities RMB'000 |
|---|---|
| At 1 January 2022 | 102,778 |
| Changes from financing cash flows | (52,037) |
| Accretion of interest | 6,757 |
| New lease arrangements | 105,068 |
| At 31 December 2022 | 162,566 |

### (c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| Within operating activities | 4,498 | 3,199 |
| Within financing activities | 66,959 | 52,036 |
| Total | 71,457 | 55,235 |

## 33. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bills payable and general banking facilities are included in note 13, note 14, note 21, note 23 and note 26 to the financial statements.

## 34. COMMITMENTS

The Group had the following contractual commitments at the end of the reporting period:

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| Contracted, but not provided for: | | |
| Purchases of items of property, plant and equipment | 201,920 | 466,999 |

## 35. RELATED PARTY TRANSACTIONS

The directors are of the view that the following companies are related parties that have material transactions or balances with the Group during the year.

### (a) Name and relationships of the related parties

| Name | Relationship |
|---|---|
| Shanghai Kangkang Medical Technology Co., Ltd. (上海康康醫療科技有限公司) ("Kangkang") | (i) |
| Rongchang Pharmaceuticals (Zibo), Ltd. (榮昌製藥(淄博)有限公司) ("Rongchang Pharma (Zibo)") | (i) |
| Yantai CelluPro Biotechnology Co., Ltd. (煙台賽普生物技術有限公司) ("CelluPro Biotechnology") | (i) |
| Yantai Yeda International Biomedical Innovation Incubation Center Co., Ltd. (煙台業達國際生物醫藥創新孵化中心有限公司) ("Yeda International") | (i) |
| Rongchang Pharmaceuticals (煙台榮昌製藥股份有限公司) | (ii) |
| Yantai MabPlex International Biomedical Co., Ltd. (煙台邁百瑞國際生物醫藥股份有限公司) ("MabPlex International") | (iii) |
| MabPlex USA, Inc. ("MabPlex USA") | (iii) |

*Notes:*

(i) These entities were subsidiaries of Rongchang Pharmaceuticals which was majority-owned during the year by the Concert Parties as defined below.

(ii) Rongchang Pharmaceuticals held a 100% equity interest in the Company before December 2019.

The English names of the companies registered in the PRC represent the best efforts made by the management of the Company in directly translating the Chinese names of these companies as no English names have been registered.

Before the reorganisation of the Group in December 2019, all of the Group's paid-in capital was injected by Rongchang Pharmaceuticals. Pursuant to the Group reorganisation, the paid-in capital of the Group held by Rongchang Pharmaceuticals has been transferred to various shareholders in proportion to their respective shareholdings in Rongchang Pharmaceuticals.

Pursuant to a concert party agreement dated 16 April 2020 entered into amongst Dr. Fang Jianmin, Mr. Wang Weidong, Mr. Lin Jian, Mr. Xiong Xiaobin, Dr. Wang Liqiang, Mr. Wang Xudong, Mr. Deng Yong, Ms. Yang Minhua, Mr. Wen Qingkai and Mr. Wei Jianliang, Yantai Rongda Venture Capital Center (Limited Partnership), RongChang Holding Group Ltd., and I-NOVA Limited (together, the "Concert Parties"), the Concert Parties confirmed that they have acted in concert in the management, decision-making and all major decisions of the Group since 1 January 2017, and they have agreed to continue to act in concert and reach consensus on any proposal presented to the general meeting of the shareholders of the Company for voting. In the event they fail to reach such consensus, each of the Concert Parties shall exercise their respective indirect voting rights in accordance with majority vote amongst the Concert Parties. The Concert Parties collectively held 40.06% of equity interests in the Company.

In the opinion of the directors, the Company was controlled by the Concert Parties during the year and up to the date of these financial statements.

(iii) These entities were controlled by the Concert Parties as defined above.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 35. RELATED PARTY TRANSACTIONS (CONTINUED)

**(b) In addition to the transactions detailed elsewhere in the financial statements, the Group had the following transactions with related parties during the year:**

| | *Note* | **2023 RMB'000** | 2022 RMB'000 |
|---|---|---|---|
| Rental income | | | |
| MabPlex International | (i) | **1,456** | 1,547 |
| Rongchang Pharmaceuticals | (i) | **1,211** | 605 |
| Total | | **2,667** | 2,152 |
| Purchases of materials | | | |
| CelluPro Biotechnology | (i) | **40,801** | 29,631 |
| Purchases of services | | | |
| Kangkang | (i) | **22,968** | 18,969 |
| MabPlex International | (i) | **36,016** | 33,373 |
| Rongchang Pharmaceuticals | (i) | **56,872** | 44,829 |
| Yeda International | (i) | **766** | 1,322 |
| Rongchang Pharma (Zibo) | | **48** | 24 |
| MabPlex USA | (i) | **–** | 21 |
| Total | | **116,670** | 98,538 |
| Rental expenses | | | |
| Yeda International | (i) | **77** | 77 |
| Repayment of lease liabilities | | | |
| Yeda International | (i) | **40,507** | 37,740 |
| MabPlex International | (i) | **3,524** | 1,396 |
| Rongchang Pharmaceuticals | (i) | **413** | 206 |
| Rongchang Pharma (Zibo) | (i) | **27** | – |
| Total | | **44,471** | 39,342 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 35. RELATED PARTY TRANSACTIONS (CONTINUED)

### (b) In addition to the transactions detailed elsewhere in the financial statements, the Group had the following transactions with related parties during the year: (continued)

| | Note | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|---|
| Interest expenses on lease liabilities | | | |
| Yeda International | *(i)* | **4,156** | 3,291 |
| MabPlex International | *(i)* | **431** | 524 |
| Rongchang Pharmaceuticals | *(i)* | **49** | 32 |
| Rongchang Pharma (Zibo) | *(i)* | **2** | 1 |
| Total | | **4,638** | 3,848 |

*Note:*

(i) During the year, the transactions were carried out in accordance with mutually agreed terms and conditions.

### (c) Outstanding balances with related parties:

| | 2023 RMB'000 | 2022 RMB'000 |
|---|---|---|
| Prepayments, other receivables and other assets | | |
| MabPlex International | **–** | 1,436 |
| Kangkang Medical | **–** | 76 |
| Yeda International | **–** | 64 |
| Total | **–** | 1,576 |
| Trade and bills payables | | |
| MabPlex International | **1,906** | – |
| Rongchang Pharma (Zibo) | **–** | 35 |
| Total | **1,906** | 35 |
| Other payables and accruals | | |
| Rongchang Pharmaceuticals | **2,576** | 8,346 |
| Yeda International | **603** | 566 |
| MabPlex International | **–** | 21 |
| Total | **3,179** | 8,933 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 35. RELATED PARTY TRANSACTIONS (CONTINUED)

### (c) Outstanding balances with related parties: (continued)

| | **2023 RMB'000** | 2022 RMB'000 |
|---|---|---|
| Lease liabilities | | |
| Yeda International | **68,052** | 94,412 |
| MabPlex International | **7,210** | 10,556 |
| Rongchang Pharmaceuticals | **785** | 1,149 |
| Rongchang Pharma (Zibo) | **36** | 59 |
| Total | **76,083** | 106,176 |

*Note:*

The Group's balances due from and due to the related companies are trade in nature, unsecured, interest-free and have no fixed terms of repayment as at the end of year.

### (d) Compensation of key management personnel of the Group:

| | **2023 RMB'000** | 2022 RMB'000 |
|---|---|---|
| Fees | **2,317** | 2,293 |
| Salaries, allowances and benefits in kind | **23,408** | 24,198 |
| Performance related bonuses | **4,624** | 4,792 |
| Pension scheme contributions | **199** | 260 |
| Share-based payment expenses | **34,494** | 41,705 |
| Total compensation paid to key management personnel | **65,042** | 73,248 |

Further details of directors' and supervisors' remuneration are included in note 8 to the financial statements.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the year are as follows:

**As at 31 December 2023**

***Financial assets***

| | Financial assets at fair value through profit or loss | Financial assets at fair value through other comprehensive income | | | |
|---|---|---|---|---|---|
| | Equity investments at fair value through profit or loss RMB'000 | Debt investments RMB'000 | Equity investments RMB'000 | Financial assets at amortised cost RMB'000 | Total RMB'000 |
| Financial assets at fair value through profit or loss | 2,000 | – | – | – | 2,000 |
| Equity investment designated at fair value through other comprehensive income | – | – | 93,522 | – | 93,522 |
| Trade and bills receivables | – | 44,045 | – | 376,374 | 420,419 |
| Financial assets included in prepayments, other receivables and other assets | – | – | – | 29,012 | 29,012 |
| Pledged deposits | – | – | – | 17,479 | 17,479 |
| Other non-current assets | – | – | – | 13,376 | 13,376 |
| Cash and cash equivalents | – | – | – | 726,552 | 726,552 |
| Total | 2,000 | 44,045 | 93,522 | 1,162,793 | 1,302,360 |

***Financial liabilities***

| | Financial liabilities at amortised cost RMB'000 |
|---|---|
| Interest-bearing bank loans | 1,206,727 |
| Trade and bills payables | 139,331 |
| Financial liabilities included in other payables and accruals | 328,603 |
| Lease liabilities | 143,196 |
| Total | 1,817,857 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 36. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

The carrying amounts of each of the categories of financial instruments as at the end of the year are as follows: (continued)

**As at 31 December 2022**

***Financial assets***

| | Financial assets at fair value through other comprehensive income | | | |
|---|---|---|---|---|
| | Debt investments RMB'000 | Equity investments RMB'000 | Financial assets at amortised cost RMB'000 | Total RMB'000 |
| Financial assets at fair value through profit or loss | – | 79,693 | – | 79,693 |
| Trade and bills receivables | 79,156 | – | 202,031 | 281,187 |
| Financial assets included in prepayments, other receivables and other assets | – | – | 17,941 | 17,941 |
| Pledged deposits | – | – | 118,762 | 118,762 |
| Other non-current assets | – | – | 2,969 | 2,969 |
| Cash and cash equivalents | – | – | 2,069,180 | 2,069,180 |
| Total | 79,156 | 79,693 | 2,410,883 | 2,569,732 |

***Financial liabilities***

| | Financial liabilities at amortised cost RMB'000 |
|---|---|
| Trade and bills payables | 221,692 |
| Financial liabilities included in other payables and accruals | 380,526 |
| Lease liabilities | 165,035 |
| Total | 767,253 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of pledged deposits, cash and cash equivalents, trade and bills payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The carrying amounts of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

| | 31 December 2023 | | 31 December 2022 | |
|---|---|---|---|---|
| | Carrying amount RMB'000 | Fair value RMB'000 | Carrying amount RMB'000 | Fair value RMB'000 |
| Financial assets | | | | |
| Financial assets at fair value through profit or loss | 2,000 | 2,000 | – | – |
| Debt investments at fair value through other comprehensive income | 44,045 | 44,045 | 79,156 | 79,156 |
| Equity investment designated at fair value through other comprehensive income | 93,522 | 93,522 | 79,693 | 79,693 |
| Total | 139,567 | 139,567 | 158,849 | 158,849 |

The Group's finance department headed by the financial controller is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The financial controller reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the directors periodically for interim and annual financial reporting.

The equity investment through profit or loss have been recognised from December 2023, and there have been no significant changes in the operating environment, operating conditions, and financial condition. Therefore, the Group measures the equity investment fair value reasonably based on investment costs.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair values of bills receivable and unlisted equity investments designated at fair value through other comprehensive income have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2023 and 2022:

| | Valuation technique | Significant unobservable input | Range | Sensitivity of fair value to the input |
|---|---|---|---|---|
| Unlisted equity investments | Discounted cash flow method | Discount rate | 31 December 2023: 14.64% | Increase/(decrease) in 1% would result in a (decrease)/increase in fair value by (RMB309,000)/ RMB354,000 |
| | | | (31 December 2022: 14.82%) | (Increase/(decrease) in 1% would result in a (decrease)/increase in fair value by (RMB457,000)/ RMB471,000) |
| | | Discount for lack of marketability | 31 December 2023: 28.88% | Increase/(decrease) in 5% would result in a (decrease)/increase in fair value by (RMB200,000)/ RMB200,000 |
| | | | (31 December 2022: 30.09%) | (Increase/(decrease) in 5% would result in a (decrease)/increase in fair value by (RMB240,000)/ RMB240,000) |

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investment.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

*Assets measured at fair value:*

**As at 31 December 2023**

| | 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 |
| Financial assets at fair value through profit or loss | – | – | 2,000 | 2,000 |
| Equity investment designated at fair value through other comprehensive income | 61,331 | 29,346 | 2,845 | 93,522 |
| Debt investments at fair value through other comprehensive income | – | 44,045 | – | 44,045 |
| Total | 61,331 | 73,391 | 4,845 | 139,567 |

**As at 31 December 2022**

| | 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 investment designated at fair value through other comprehensive income | – | 68,565 | 11,128 | 79,693 |
| Debt investments at fair value through other comprehensive income | – | 79,156 | – | 79,156 |
| Total | – | 147,721 | 11,128 | 158,849 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

### Fair value hierarchy (continued)

The movements in fair value measurements within Level 3 during the year are as follows:

| | 2023<br>RMB'000 | 2022<br>RMB'000 |
|---|---|---|
| Equity investment designated at fair value through other comprehensive income | | |
| At beginning of year | **11,128** | 12,067 |
| Total loss recognised in other comprehensive income | **(8,283)** | (939) |
| At end of the year | **2,845** | 11,128 |

The Group's holding in Biocytogen Pharmaceuticals (Beijing) Co., Ltd. was under restriction at the end of 2022 and was in Level 2 due to the presence of observable inputs. The investment was released from the restriction in 2023 and the fair value was determined solely on the basis of quoted market prices and was therefore converted from Level 2 to Level 1 in 2023 (2022: Nil).

The equity investment through profit or loss have been recognised from December 2023, and there have been no significant changes in the operating environment, operating conditions, and financial condition. Therefore, the Group measures the equity investment fair value reasonably based on investment costs.

*Liabilities for which fair values are disclosed:*

There were no liabilities for which fair values are disclosed as at 31 December 2023 (2022:Nil).

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly comprise cash and bank balances and interest-bearing borrowings. 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 bills receivable, other receivables, trade and bills payables and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rates, foreign currency risk, credit risk and liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below.

### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with a floating interest rate.

The following table demonstrates the sensitivity to a reasonably possible change in 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 |
|---|---|---|---|
| **2023** | | | |
| RMB | 50 | (1,414) | (1,414) |
| RMB | (50) | 1,414 | 1,414 |

### 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.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the year to a reasonably possible change in USD and RMB exchange rates, HKD and RMB exchange rates with all other variables held constant, of the Group's profit before tax (arising from USD and RMB, HKD and RMB denominated financial instruments) and the Group's equity.

| | Increase/ (decrease) in the rate of foreign currency % | Increase/ (decrease) in profit before tax RMB'000 | Increase/ (decrease) in equity RMB'000 |
|---|---|---|---|
| **31 December 2023** | | | |
| If RMB weakens against USD | **5** | **3,405** | **3,405** |
| If RMB strengthens against USD | **(5)** | **(3,405)** | **(3,405)** |
| If RMB weakens against HKD | **5** | **1,261** | **1,261** |
| If RMB strengthens against HKD | **(5)** | **(1,261)** | **(1,261)** |
| **31 December 2022** | | | |
| If RMB weakens against USD | 5 | 2,158 | 2,158 |
| If RMB strengthens against USD | (5) | (2,158) | (2,158) |
| If RMB weakens against HKD | 5 | 1,282 | 1,282 |
| If RMB strengthens against HKD | (5) | (1,282) | (1,282) |

### Credit risk

The Group trades only with recognised and creditworthy parties. Receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, pledged deposits and financial assets included in prepayments, other receivables and other assets, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

For other receivables and other assets, management makes periodic collective assessment as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. The directors believe that there is no material credit risk inherent in the Group's outstanding balance of other receivables.

As at the end of the year, cash and cash equivalents were deposited in financial institutions in high quality without significant credit risk.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### Credit risk (continued)

*Maximum exposure and year-end staging*

The tables below show 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.

The amounts presented are gross carrying amounts for financial assets.

**As at 31 December 2023**

| | 12-month ECLs | Lifetime ECLs | | |
|---|---|---|---|---|
| | Stage 1<br>RMB'000 | Stage 2<br>RMB'000 | Stage 3<br>RMB'000 | Total<br>RMB'000 |
| Financial assets included in prepayments, other receivables and other assets | 29,012 | – | – | 29,012 |
| Trade and bills receivables* | 420,419 | – | – | 420,419 |
| Pledged deposits | 17,479 | – | – | 17,479 |
| Cash and cash equivalents | 726,552 | – | – | 726,552 |
| Total | 1,193,462 | – | – | 1,193,462 |

* For trade and bills receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 21 to the financial statements.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables are disclosed in note 21 to the financial statements.

**As at 31 December 2022**

| | 12-month ECLs | Lifetime ECLs | | |
|---|---|---|---|---|
| | Stage 1<br>RMB'000 | Stage 2<br>RMB'000 | Stage 3<br>RMB'000 | Total<br>RMB'000 |
| Financial assets included in prepayments, other receivables and other assets | 17,941 | – | – | 17,941 |
| Trade and bills receivables* | 281,187 | – | – | 281,187 |
| Pledged deposits | 118,762 | – | – | 118,762 |
| Cash and cash equivalents | 2,069,180 | – | – | 2,069,180 |
| Total | 2,487,070 | – | – | 2,487,070 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

### Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the operations and mitigate the effects of fluctuations in cash flows.

The maturity profile of the Group's financial liabilities as at the end of the year, based on the contractual undiscounted payments, is as follows:

**As at 31 December 2023**

| | On demand RMB'000 | Within one year RMB'000 | One to five years RMB'000 | Total RMB'000 |
|---|---|---|---|---|
| Interest-bearing bank loans | – | 316,368 | 890,359 | 1,206,727 |
| Trade and bills payables | – | 139,331 | – | 139,331 |
| Financial liabilities included in other payables and accruals | 328,603 | – | – | 328,603 |
| Lease liabilities | – | 62,540 | 80,656 | 143,196 |
| Total | 328,603 | 518,239 | 971,015 | 1,817,857 |

**As at 31 December 2022**

| | On demand RMB'000 | Within one year RMB'000 | One to five years RMB'000 | Total RMB'000 |
|---|---|---|---|---|
| Trade and bills payables | – | 221,692 | – | 221,692 |
| Financial liabilities included in other payables and accruals | 380,526 | – | – | 380,526 |
| Lease liabilities | – | 63,121 | 117,433 | 180,554 |
| Total | 380,526 | 284,813 | 117,433 | 782,772 |

### 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 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 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 year ended 31 December 2023.

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 39. EVENTS AFTER THE REPORTING PERIOD

There is no significant event after the reporting period.

## 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the year is as follows:

| | **31 December 2023 RMB'000** | 31 December 2022 RMB'000 |
|---|---|---|
| **NON-CURRENT ASSETS** | | |
| Property, plant and equipment | **2,791,283** | 2,381,745 |
| Right-of-use assets | **136,209** | 159,323 |
| Other intangible assets | **24,196** | 17,330 |
| Investments in subsidiaries | **755,841** | 335,537 |
| Investment in a joint venture | **2,705** | 1,500 |
| Equity investments designated at fair value through other comprehensive income | **64,176** | 79,693 |
| Financial assets at fair value through profit or loss | **2,000** | – |
| Other non-current assets | **77,781** | 97,032 |
| Total non-current assets | **3,854,191** | 3,072,160 |
| **CURRENT ASSETS** | | |
| Inventories | **740,440** | 517,764 |
| Trade and bills receivables | **420,419** | 281,187 |
| Prepayments, other receivables and other assets | **779,247** | 718,140 |
| Pledged deposits | **16,841** | 118,146 |
| Cash and cash equivalents | **668,498** | 2,008,469 |
| Total current assets | **2,625,445** | 3,643,706 |
| **CURRENT LIABILITIES** | | |
| Trade and bills payables | **621,002** | 230,254 |
| Other payables and accruals | **555,768** | 555,814 |
| Interest-bearing bank borrowings | **286,349** | – |
| Lease liabilities | **50,490** | 48,300 |
| Deferred income | **9,417** | 15,347 |
| Other current liabilities | **11,877** | 9,267 |
| Total current liabilities | **1,534,903** | 858,982 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Information about the statement of financial position of the Company at the end of the year is as follows: (continued)

| | 31 December 2023 RMB'000 | 31 December 2022 RMB'000 |
|---|---|---|
| **NET CURRENT ASSETS** | 1,090,542 | 2,784,724 |
| **TOTAL ASSETS LESS CURRENT LIABILITIES** | 4,944,733 | 5,856,884 |
| **NON-CURRENT LIABILITIES** | | |
| Interest-bearing bank borrowings | 840,588 | – |
| Lease liabilities | 46,364 | 69,611 |
| Deferred tax liabilities | – | 40 |
| Deferred income | 36,659 | 43,669 |
| Total non-current liabilities | 923,611 | 113,320 |
| Net assets | 4,021,122 | 5,743,564 |
| **EQUITY** | | |
| Equity attributable to owners of the parent | | |
| Share capital | 544,263 | 544,263 |
| Reserves (note 30) | 3,476,859 | 5,199,301 |
| Total equity | 4,021,122 | 5,743,564 |

# NOTES TO FINANCIAL STATEMENTS

31 December 2023

## 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

*Note:*

A summary of the Company's reserves is as follows:

| | Share premium RMB'000 | Other reserve RMB'000 | Fair value reserve RMB'000 | Accumulated losses RMB'000 | Total RMB'000 |
|---|---|---|---|---|---|
| At 1 January 2022 | 3,709,340 | 33,980 | 309 | (197,373) | 3,546,256 |
| Loss for the year | – | – | – | (853,319) | (853,319) |
| Issue of A shares in initial public offering ("IPO") | 2,451,519 | – | – | – | 2,451,519 |
| Change in fair value of equity investments at fair value through other comprehensive income, net of tax | – | – | (1,529) | – | (1,529) |
| Share-based payment expenses | – | 56,374 | – | – | 56,374 |
| At 31 December 2022 and 1 January 2023 | 6,160,859 | 90,354 | (1,220) | (1,050,692) | 5,199,301 |
| Loss for the year | **–** | **–** | **–** | **(1,742,821)** | **(1,742,821)** |
| Change in fair value of equity investments at fair value through other comprehensive income, net of tax | **–** | **–** | **(65,299)** | **–** | **(65,299)** |
| Share-based payment expenses | **–** | **85,678** | **–** | **–** | **85,678** |
| At 31 December 2023 | **6,160,859** | **176,032** | **(66,519)** | **(2,793,513)** | **3,476,859** |

## 41. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 27 March 2024.

# FINANCIAL SUMMARY

| | 31 December 2023 RMB'000 | 31 December 2022 RMB'000 | 31 December 2021 RMB'000 | 31 December 2020 RMB'000 | 31 December 2019 RMB'000 |
|---|---|---|---|---|---|
| Total assets | **5,528,243** | 6,021,191 | 4,159,209 | 4,117,691 | 689,311 |
| Total liabilities | **2,090,974** | 1,040,891 | 712,787 | 523,070 | 921,280 |
| Total equity | **3,437,269** | 4,980,300 | 3,446,422 | 3,594,621 | (231,969) |
| **REVENUE** | **1,076,130** | 767,775 | 1,423,902 | – | – |
| Cost of sales | **(253,136)** | (269,939) | (67,163) | – | – |
| Gross profit | **822,994** | 497,836 | 1,356,739 | – | – |
| Other income and gains | **110,564** | 232,499 | 185,970 | 75,400 | 38,481 |
| Selling and distribution expenses | **(775,185)** | (440,696) | (262,967) | (24,180) | (621) |
| Administrative expenses | **(313,673)** | (272,542) | (219,840) | (217,623) | (68,434) |
| Research and development costs | **(1,306,307)** | (982,080) | (710,973) | (465,821) | (352,066) |
| Impairment losses on financial assets, net | **(11,276)** | (11,128) | (342) | (47) | 134 |
| Other expenses | **(15,210)** | (15,962) | (67,006) | (36,324) | (3,985) |
| Finance costs | **(23,091)** | (6,757) | (5,323) | (29,226) | (43,789) |
| Share of the associate's profit/ (loss) for the year | **(45)** | – | – | – | – |
| **(LOSS)/PROFIT BEFORE TAX** | **(1,511,229)** | (998,830) | 276,258 | (697,821) | (430,280) |

# DEFINITIONS AND GLOSSARY

| | |
|---|---|
| "2022 A Share Scheme" | the 2022 Restricted A Share Incentive Scheme of the Company in its present or any amended form as adopted by the Company on December 28, 2022 |
| "2023 A Share Scheme" | the 2023 Restricted A Share Incentive Scheme of the Company in its present or any amended form as adopted by the Company on December 28, 2023 |
| "ADC" | antibody-drug conjugates, a class of biopharmaceutical drug composed of monoclonal antibodies targeted against specific tumor cell surface antigens linked, via chemical linkers, to highly potent anti-tumor small molecule agents |
| "Articles" or "Articles of Association" | the articles of association of the Company, as amended, modified or supplemented from time to time |
| "A Share(s)" | domestic RMB ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Sci-Tech Board |
| "A Share Schemes" | the 2022 A Share Scheme and the 2023 A Share Scheme |
| "A Share Offering" | the initial public offering of A shares of the Company on March 31, 2022 |
| "Audit Committee" | the audit committee of the Board |
| "Board of Directors" or "Board" | the board of Directors of the Company |
| "CelluPro" | Yantai CelluPro Biotechnology Co., Ltd. (煙台賽普生物技術有限公司), a limited liability company incorporated in the PRC on June 27, 2018 and owned by MabPlex and RC Pharma as to 51% and 49%, respectively |
| "CG Code" | the Corporate Governance Code contained in Appendix C1 to the Listing Rules |
| "Company" or "RemeGen" | RemeGen Co., Ltd.* (榮昌生物製藥(煙台)股份有限公司), a company incorporated in the PRC with limited liability, the H Shares and A Shares of which are listed on the Main Board of the Stock Exchange (stock code: 9995) and the Sci-Tech Board of the Shanghai Stock Exchange (stock code: 688331), respectively |
| "Controlling Shareholder(s)" or "Concert Party(ies)" | has the meaning ascribed under the Listing Rules and unless the context otherwise requires, refers to Mr. Wang Weidong (王威東), Dr. Fang Jianmin (房健民), Mr. Lin Jian (林健), Dr. Wang Liqiang (王荔強), Mr. Wang Xudong (王旭東), Mr. Deng Yong (鄧勇), Mr. Xiong Xiaobin (熊曉濱), Mr. Wen Qingkai (溫慶凱), Ms. Yang Minhua (楊敏華), Mr. Wei Jianliang (魏建良), Yantai Rongda Venture Capital Center (Limited Partnership) (煙台榮達創業投資中心(有限合夥)), RongChang Holding Group LTD. and I-NOVA Limited, and each of them, a "Controlling Shareholder" or "Concert Party" |

# DEFINITIONS AND GLOSSARY

| | |
|---|---|
| "Core Product(s)" | has the meaning ascribed to it in Chapter 18A of the Listing Rules; for purposes of this report, our core products include telitacicept (RC18), disitamab vedotin (RC48) and RC28 |
| "Deed of Non-Competition" | the deed of non-competition undertakings executed by the Controlling Shareholders in favor of the Company |
| "Director" | the director of the Company |
| "Eligible Employees" | any full-time PRC or non-PRC employees of any members of the Group, who is a Director, senior management, key operating team member, employee, or, a consultant of the Group as prescribed under the H Share Schemes |
| "FDA" | the U.S. Food and Drug Administration |
| "First H Share Scheme" | the First H Share Award and Trust Scheme in its present or any amended form as adopted by the Company on March 23, 2021 |
| "FISH" | fluorescence in situ hybridization, a type of in situ hybridization (ISH) test that detects the genetic material in human cells, including specific genes or portions of genes. In the case of HER2 FISH test, fluorescent labels are used to attach to the hybrid of HER2- genes and the probes and return a score of either positive (+) or negative (-) |
| "Group" | the Company and its subsidiaries |
| "H Share(s)" | ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange |
| "H Share Schemes" | the First H Share Scheme and the Second H Share Scheme |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Independent Third Party(ies)" | Any entity or person who is not a connected person of the Company within the meaning ascribed thereto under the Listing Rules |
| "Kangkang" | Shanghai Kangkang Medical Technology Co., Ltd. (上海康康醫藥科技有限公司), is a wholly-owned subsidiary of Yeda Incubation |
| "Listing" or "Listing of H Shares" | the listing of the H Shares of the Company on the Main Board of the Stock Exchange on November 9, 2020 |

# DEFINITIONS AND GLOSSARY

| | |
|---|---|
| "Listing Rules" | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time |
| "MabPlex" | Yantai MabPlex International Biomedical Co., Ltd. (煙台邁百瑞國際生物醫藥有限公司), a limited liability company incorporated in the PRC on June 25, 2013 and owned as to 32.95% by the Controlling Shareholders |
| "Main Board" | the Main Board of the Stock Exchange |
| "Management Committee" | the management committee of the H Share Scheme which comprises the chairman of the Board, chief executive officer, and chief financial officer of the Company, to which the Board has delegated its authority to administer the H Share Scheme, including the power to grant Award Shares under the H Share Schemes |
| "Model Code" | the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules |
| "Nomination Committee" | the nomination committee of the Board |
| "Prospectus" | the prospectus issued by the Company dated October 28, 2020 |
| "RC Pharma" | Yantai Rongchang Pharmaceutical Co., Ltd. (煙台榮昌製藥股份有限公司), a joint stock company incorporated in the PRC on March 18, 1993, a company controlled by our Controlling Shareholders |
| "Remuneration and Appraisal Committee" | the remuneration and appraisal committee of the Board |
| "Reporting Period" | the year ended December 31, 2023 |
| "RMB" | Renminbi, the lawful currency of China |
| "Sci-Tech Board" | the Science and Technology Innovation Board of the Shanghai Stock Exchange |
| "Second H Share Scheme" | the Second H Share Award and Trust Scheme in its present or any amended form as adopted by the Company on July 14, 2023 |
| "Selected Participants" | any Eligible Employee(s) who is approved for participation in the H Share Schemes, and has been granted any Award thereunder |
| "Shareholder(s)" | holder(s) of the Shares |
| "Share(s)" | shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the A Shares and H Shares |

# DEFINITIONS AND GLOSSARY

| | |
|---|---|
| "Stock Exchange" | the Stock Exchange of Hong Kong Limited |
| "Strategy Committee" | the strategy committee of the Board |
| "Supervisory Committee" | the supervisory committee of the Company |
| "Supervisor(s)" | supervisor(s) of the Company |
| "Yeda Incubation" | Yantai Yeda International Biomedical Innovation Incubation Center Co., Ltd. (煙台業達國際生物醫藥創新孵化中心有限公司), a company incorporated in the PRC and is owned as to 55% by and is a subsidiary of RC Pharma |