



ENDURANCE RP LIMITED

壽康集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 575

INTERIM REPORT
中期報告
2022

CONTENTS

目錄

2	Performance Overview	業績概覽
5	Review and Prospects	回顧及展望
17	Management's Discussion and Analysis of the Group's Performance	管理層對本集團業績之 討論及分析
22	Condensed Consolidated Statement of Comprehensive Income	簡明綜合全面收益表
24	Condensed Consolidated Statement of Financial Position	簡明綜合財務狀況表
26	Condensed Consolidated Statement of Changes in Equity	簡明綜合權益變動表
28	Condensed Consolidated Statement of Cash Flows	簡明綜合現金流量表
30	Notes to the Interim Financial Report	中期財務報告附註
77	Trading Record Over Last Five Years	過去五年營業紀錄
78	Other Information	其他資料
87	Definitions	釋義
92	Corporate Information	公司資料

PERFORMANCE OVERVIEW

業績概覽

A summary of the financial performance and other notable events for the six months ended 30 June 2022 include:

- A loss attributable to shareholders of the Company of approximately US\$20.06 million, which was mainly attributable to: (i) an amortisation charge of approximately US\$12.34 million on the intangible assets, being a non-cash item; (ii) a realised and an unrealised marked-to-market loss in respect of the Company's equity portfolio of FAFVPL of approximately US\$1.00 million and US\$3.36 million respectively; (iii) the Group's operating and R&D expenses of approximately US\$3.01 million; and (iv) an unrealised loss in respect of the Company's derivative financial instruments of approximately US\$0.69 million.
- Shareholders' equity of approximately US\$19.26 million, a decrease of approximately 50.32% as compared with that at 31 December 2021, with the decrease being the loss attributable to shareholders of the Company.
- In respect of the progress being made with Senstend™ in the PRC, of the three drug trials that Wanbang Biopharmaceutical registered in December 2021 with the Centre of Drug Evaluation (<http://www.chinadrugtrials.org.cn/clinicaltrials.searchlist.dhtml>), the two Phase 1 studies have been successfully completed and the remaining Phase 3 study remains ongoing, with enrolment and randomisation estimated to complete in November 2022. The Company, its regulatory consultant and Wanbang Biopharmaceutical have commenced the preparatory phase for preparing the NDA to NMPA with the aim of submitting the NDA by the end of Q2 2023. If the clinical study meets its endpoints and the NMPA grants an import licence for Senstend™, US\$5 million (before deduction of PRC withholding tax) will be payable to the Group from Wanbang Biopharmaceutical. In addition, upon first commercial sale of Senstend™ in China, US\$2 million (before deduction of PRC withholding tax) shall be payable to the Group from Wanbang Biopharmaceutical.

截至二零二二年六月三十日止六個月之財務業績概要及其他重要事件包括：

- 本公司股東應佔虧損約20,060,000美元，主要是由於：(i)無形資產之攤銷費用約12,340,000美元(屬非現金項目)；(ii)本公司股本投資組合內之透過損益賬按公允價值處理之金融資產之已變現及未變現按市值計價虧損分別約1,000,000美元及3,360,000美元；(iii)本集團的營運及研發開支約3,010,000美元；及(iv)本公司衍生金融工具的未變現虧損約為690,000美元。
- 股東權益約19,260,000美元，較二零二一年十二月三十一日減少約50.32%，減少即本公司股東應佔虧損。
- Senstend™於中國的進展方面，江蘇萬邦醫藥於二零二一年十二月於藥物評價中心(<http://www.chinadrugtrials.org.cn/clinicaltrials.searchlist.dhtml>)註冊的三項藥物試驗中，兩項第一期研究已成功完成，剩下的第三期研究仍在進行中，並估計參與研究及隨機分配將於二零二二年十一月完成。本公司、其監管顧問及江蘇萬邦醫藥已開展新藥申請籌備階段，旨在於二零二三年第二季度末前向國家藥品監督管理局提交新藥申請。倘臨床研究達致其終點及國家藥品監督管理局授予Senstend™進口許可證，則江蘇萬邦醫藥將須向本集團支付5,000,000美元(扣除中國預扣稅前)。此外，Senstend™於中國進行首次商業銷售後，江蘇萬邦醫藥將須向本集團支付2,000,000美元(扣除中國預扣稅前)。

PERFORMANCE OVERVIEW

業績概覽

- In respect of the progress being made with Fortacin™ in the US, the Company's clinical research organisation completed the Phase 3 study protocol, together with a "Type C" meeting request, with the FDA for the product development of Fortacin™. We are hopeful that after providing a fulsome reply to the FDA's advice and request letter and incorporating the FDA's recommendations and suggestions into the Phase 3 study protocol, that the Company can proceed with its Phase 3 study shortly after the "Type C" meeting, which is scheduled at the end of Q3 2022.
- In respect of Europe, Recordati has engaged with an alternative European third-party manufacturer for manufacturing Fortacin™ over the last 18 months to source alternative commercial supply for Fortacin™. This manufacturer has completed the necessary process validation batches and at the 3-month time point the product remained within specification. Recordati has submitted a type II variation to the EMA for adding the European manufacturer to the marketing dossier as an alternative manufacturer with approval expected by Q3 2022. Once the new manufacturer is approved, it is expected that commercial supply will resume for Recordati's territories. We are hopeful that this new manufacturer will be able to offer continuous supply of Fortacin™ to Recordati and our other commercial strategic partners bringing in royalty revenue for the Group.
- In respect of the other territories, once commercial supply of Fortacin™ has resumed, Orient EuroPharma will be in the position to place new orders and continue sales in Taiwan, Hong Kong and Macau (subject to no further COVID-19 lockdowns or restrictions being put in place). Orient EuroPharma is proceeding with obtaining marketing authorisation approval in Singapore, Philippines, Malaysia, Brunei, Thailand and Vietnam. In Q2 2022, SK-Pharma submitted its marketing authorisation in Israel and is hopeful that it will receive approval by Q4 2023. The Company, its regulatory consultant and SK-Pharma are now preparing the marketing authorisation for certain countries in the Balkan region. The Group is in discussions for "out licencing" the rights to Fortacin™ to (i) a Japanese pharmaceutical company for Japan, and (ii) a pharmaceutical company based in the United Arab Emirates for the Gulf Cooperation Council ("GCC") region (Saudi Arabia, Kuwait, the United Arab Emirates, Qatar, Bahrain and Oman).
- Fortacin™於美國的進展方面，本公司的臨床研究組織亦已完成第三期研究方案及與美國食品及藥品監督管理局就 Fortacin™產品開發的「C型」會議請求。我們希望對美國食品及藥品監督管理局的建議及要求函件作出充分的答覆並將美國食品及藥品監督管理局的建議及意見納入第三期研究方案後，本公司可於「C型」會議後短期內進行其第三期研究，計劃將於二零二二年第三季度末進行。
- 歐洲方面，Recordati在過去的18個月已與另一間歐洲第三方製造商合作製造 Fortacin™，以求尋得 Fortacin™的替代商業供應源。該製造商已完成所需工藝驗證批次，且產品於三個月的時間點仍符合規格。Recordati已向歐洲藥品管理局提交第II型變更，以添加歐洲製造商為替代製造商至營銷檔案中，預計此變更將於二零二二年第三季度前獲批。一旦新製造商獲批，預計Recordati地區的商业供應將恢復。我們希望此新製造商能向 Recordati及我們的其他商業戰略合作夥伴持續供應 Fortacin™，從而為本集團帶來特許權使用費。
- 其他地區方面，一旦 Fortacin™商業供應恢復，友華生技醫藥將可於台灣、香港及澳門下達新訂單並繼續銷售(視乎2019新型冠狀病毒病封鎖或限制是否解除)。友華生技醫藥正於新加坡、菲律賓、馬來西亞、文萊、泰國及越南尋求營銷許可。於二零二二年第二季度，SK-Pharma提交其於以色列的營銷許可，並希望於二零二三年第四季度前獲批。本公司、其監管顧問及SK-Pharma目前正準備於巴爾幹地區若干國家的營銷許可。本集團正討論將 Fortacin™權利「對外授權」予(i)一間日本製藥公司；及(ii)一間位於海灣阿拉伯國家合作委員會(「海合會」)所屬地區(包括沙特阿拉伯、科威特、阿拉伯聯合酋長國、卡塔爾、巴林及阿曼)的製藥公司。

PERFORMANCE OVERVIEW

業績概覽

- From a business development standpoint, the Group has continued to implement and integrate Deep Longevity, acquired in December 2020, with our existing business. Deep Longevity is continuing its growth journey with multiple initiatives around building out the team, product, technology and commercial models. DLL, a wholly-owned subsidiary of Deep Longevity, has taken the significant step of hiring a new and experienced CEO, Deepankar (Deep) Nayak, to redefine the strategy of the company, and take the organisation forward. Deep Longevity is committed to building and commercialising various aging clocks using its AI led deep learning models.
- Pursuant to the Group's stated divestment strategy and, should the need arise, pursuant to its disposal mandate obtained from the Shareholders on 14 March 2022, the Group has actively managed, including certain disposals of, its existing and strategic investment in DVP, representing approximately 1.47% of the share capital of the company as at 30 June 2022. The Group's investment in DVP had a realised and an unrealised loss of approximately US\$1.00 million and US\$3.36 million respectively and a marked-to-market value of approximately US\$3.25 million as at 30 June 2022.
- 從業務發展角度而言，本集團已繼續落實將Deep Longevity(已於二零二零年十二月收購)與現有的業務進行整合。Deep Longevity正通過建立團隊、產品、技術及商業模式的多項舉措繼續其發展之旅。深度青春(為Deep Longevity的一家全資附屬公司)已邁出重要的一步，新聘一位經驗豐富的行政總裁Deepankar (Deep) Nayak，以重新制定公司策略並推動公司向前邁進。Deep Longevity致力於使用其人工智能主導的深度學習模型構建及商業化各種老化時鐘。
- 根據本集團前述撤資策略及其於二零二二年三月十四日自股東獲得的出售授權(倘需要)，本集團已積極管理(包括部分出售)其於DVP的現有及戰略投資，相當於二零二二年六月三十日公司股本的約1.47%。本集團於DVP的投資的已變現及未變現虧損分別為約1,000,000美元及3,360,000美元，於二零二二年六月三十日的市值為約3,250,000美元。

With a streamlined focus, the Company remains optimistic about the future prospects for the Group and the Shareholders and will: (i) continue to pursue the successful commercialisation of Fortacin™/Senstend™ in the remaining key markets of the US, China, Asia, Latin America and the Middle East; (ii) commercialise its deep learning aging clock technology and MindAge® offering, together with partnering with clinics, laboratories and insurance companies by offering its AgeMetric™ reports and access to its online platform; (iii) continue monitoring its investments in DVP; and (iv) continue with its existing strategy of pursuing strategic and value-led investments in the healthcare and life sciences sectors.

本公司的業務焦點經歷重整簡化，使本公司對本集團及股東的未來前景仍感樂觀，並將：(i)繼續尋求Fortacin™/Senstend™於美國、中國、亞洲、拉丁美洲及中東等餘下主要市場盡快成功商業化；(ii)商業化其深度學習老化時鐘技術及MindAge®產品，以及透過提供AgeMetric™報告及網上平台與診所、實驗室及保險公司合作；(iii)繼續監察本公司對DVP之投資；及(iv)繼續落實於醫療保健及生命科學領域尋求策略及價值主導投資之現有策略。

REVIEW AND PROSPECTS

回顧及展望

MAIN ACTIVITIES

The six-month period ended 30 June 2022 was another challenging one for the Group as it experienced unprecedented external factors such as the war in Ukraine, Europe's energy crisis, COVID-19 lockdowns/restrictions in China and tighter monetary policy due to increased inflationary pressures all of which have resulted in an overall slowing of global growth. Further broader market volatility is expected to continue in 2022 and we anticipate the lag effect of inflationary pressures to continue through the 2023 financial year, along with continued labour market tightness and supply chain constraints coupled with growing recession fears which we believe will lead to further economic and market uncertainty for the remainder of 2022 and as we head into 2023.

During the first half of 2022, China and Hong Kong continued to adopt a zero tolerance COVID-19 policy which has had, and continues to have, a material impact on businesses (including the Group's headquarters in Hong Kong) and hampered economic growth. A number of countries in which we operate have removed the restrictions on the movement of populations and businesses are beginning to operate under more normal circumstances albeit with supply chain disruptions.

While our staff in Hong Kong have returned to work in the office, it remains unclear what will evolve into the remainder of 2022 especially as Hong Kong is firmly committed to a zero COVID-19 strategy. However, we will continue to monitor the situation closely while at all times following local government guidelines and policies and seeking to ensure the safety and health of our employees.

We are of course monitoring the evolving human tragedy in Ukraine, where at the moment we are not experiencing any material impact to our business. The Group is also continually monitoring the sanction measures applied by the European Union, UK and US to ensure we comply with the sanction orders. However, like COVID-19 this is clearly difficult to predict exactly what will happen as events unfold, the impact of the escalation of conflict in the region on our business and that of our partner. We would say, pharmaceuticals from what we have seen historically, is a more resilient business, than many others, it is typically a sector that is protected from sanctions, obviously from the interest of patients. Of course, the first thought at times like this is towards the safety and well-being of the Ukrainian people.

主要業務

截至二零二二年六月三十日止的六個月期間乃本集團再次面臨極具挑戰性的時期，因為本集團經歷了前所未有的外部因素，如烏克蘭戰爭、歐洲能源危機、中國實施的2019新型冠狀病毒病封鎖／限制以及通脹壓力增加所導致的收緊貨幣政策，引致全球經濟增長整體放緩。預計於二零二二年，市場將持續出現更大範圍的波動，且我們預計通脹壓力的滯後影響將持續至二零二三年財政年度，加之勞動力市場持續緊張、供應鏈限制及對經濟衰退的擔憂增加，我們認為，此將導致我們於二零二二年餘下時間及邁進二零二三年時將面臨更大的經濟及市場不確定性。

於二零二二年上半年，中國及香港繼續採取2019新型冠狀病毒病「清零」防疫政策，該政策已對並將繼續對企業（包括本集團香港總部）產生重大影響並阻礙經濟增長。我們經營所在的若干國家已取消人口流動限制，儘管供應鏈受中斷，企業正開始逐步恢復正常運營。

雖然我們香港的員工已恢復在辦公室辦公，但目前尚不清晰二零二二年餘下時間情況將如何演變，尤其是香港堅持2019新型冠狀病毒病「清零」防疫策略。然而，我們將繼續密切留意事態發展，並繼續遵循當地政府的指引及政策，致力確保員工的安全和健康。

我們定當密切關注烏克蘭不斷演變的局勢，然而目前當地局勢對我們的業務並無造成任何重大影響。本集團亦持續監察歐盟、英國及美國採取的制裁措施，以確保我們遵守制裁命令。然而，與2019新型冠狀病毒病一樣，我們顯然難以準確預測事態發展，以至區內衝突升級對我們業務及合作夥伴業務的影響。我們認為從歷史來看，製藥業的業務較許多其他行業更具韌性，通常是免受制裁的受保護的行業，這顯然是從病人的利益著想。當然，在這樣的形勢下，烏克蘭民眾安全和福祉應為首要考慮。

REVIEW AND PROSPECTS

回顧及展望

MAIN ACTIVITIES (CONTINUED)

During the period, the Group generated a loss attributable to shareholders of the Company of approximately US\$20.06 million, which was mainly attributable to: (i) an amortisation charge of approximately US\$12.34 million on the intangible assets, being a non-cash item; (ii) a realised and an unrealised marked-to-market loss in respect of the Company's equity portfolio of FAFVPL of approximately US\$1.00 million and US\$3.36 million respectively; (iii) the Group's operating and R&D expenses of approximately US\$3.01 million; and (iv) an unrealised loss in respect of the Company's derivative financial instruments of approximately US\$0.69 million.

Shareholders' equity fell to US\$19.26 million, a decrease of approximately 50.32% as compared with that at 31 December 2021, with the decrease being the loss attributable to shareholders of the Company.

Plethora (Fortacin™)

China

Wanbang Biopharmaceutical registered in December 2021 with the Centre of Drug Evaluation (<http://www.chinadrugtrials.org.cn/clinicaltrials.searchlist.shtml>) three drug trials that are required in support of the NDA to NMPA. During the first half of 2022, two Phase 1 studies have been successfully completed and the remaining Phase 3 study remains ongoing. Despite certain COVID-19 lockdowns and restrictions being experienced in China, the Phase 3 study has commenced with 210 patients having signed informed consent forms to enter the study (approximately 70% complete) and 128 subjects having been randomised into the study (approximately 40% complete) as of 22 July 2022. Wanbang Biopharmaceutical has advised the Company that even with the aforementioned COVID-19 lockdowns and restrictions, enrolment and randomisation is estimated to complete in November 2022, only one month later than previously advised.

The Company, its regulatory consultant and Wanbang Biopharmaceutical have commenced the preparatory phase for preparing the NDA to NMPA with the aim of submitting the NDA by the end of Q2 2023.

主要業務(續)

於本期間，本集團產生本公司股東應佔虧損約20,060,000美元，主要是由於：(i)無形資產之攤銷費用約12,340,000美元(屬非現金項目)；(ii)本公司股本投資組合內之透過損益賬按公允價值處理之金融資產之已變現及未變現按市值計價虧損分別約1,000,000美元及3,360,000美元；(iii)本集團的營運及研發開支約3,010,000美元；及(iv)本公司衍生金融工具的未變現虧損約為690,000美元。

股東權益減少至19,260,000美元，較二零二一年十二月三十一日減少約50.32%，該減少乃本公司股東應佔虧損。

Plethora (Fortacin™)

中國

江蘇萬邦醫藥於二零二一年十二月於藥物評價中心(<http://www.chinadrugtrials.org.cn/clinicaltrials.searchlist.shtml>)註冊三項藥物試驗，以向國家藥品監督管理局提交新藥申請。於二零二二年上半年，兩項第一期研究已成功完成，剩下的第三期研究仍在進行中。儘管經歷於中國因2019新型冠狀病毒病的若干封鎖及限制，但第三期研究已開始，截至二零二二年七月二十二日，210名患者已簽署知情同意書以參與研究(約70%完成)，以及128名研究對象已被隨機分配參與研究(約40%完成)。江蘇萬邦醫藥已告知本公司，即使存在上述2019新型冠狀病毒病封鎖及限制，估計參與研究及隨機分配可於二零二二年十一月完成，僅較先前告知的時間推遲一個月。

本公司、其監管顧問及江蘇萬邦醫藥已開展籌備階段，向國家藥品監督管理局提交新藥申請，旨在於二零二三年第二季度末前提交新藥申請。

REVIEW AND PROSPECTS 回顧及展望

MAIN ACTIVITIES (CONTINUED)

A brief summary of the key points of the study are:

Registration of study:	December 2021
Study type:	Phase 3 clinical trial, multi-centre, randomised, double-blinded placebo controlled study
Estimated enrolment:	285 subjects (210 enrolled and 128 subjects have been randomised as of 22 July 2022)
Primary endpoint:	To determine the effects of Senstend™ on the Index of Premature Ejaculation and the Intra-vaginal Ejaculation Latency Time
Secondary endpoint:	To evaluate the safety and tolerability of Senstend™ in Premature Ejaculation subjects and their sexual partners
Estimated completion of enrolment:	November 2022
NMPA submission:	Q2 2023

All costs of the clinical trials, including all other associated regulatory and submission costs are being met by Wanbang Biopharmaceutical.

If the clinical study meets its endpoints and the NMPA grants an import licence for Senstend™, US\$5 million (before deduction of PRC withholding tax) will be payable to the Group from Wanbang Biopharmaceutical. In addition, upon first commercial sale of Senstend™ in China, US\$2 million (before deduction of PRC withholding tax) shall be payable to the Group from Wanbang Biopharmaceutical.

To this end, the Company remains pleased with the progress to date and looks forward to working together with Wanbang Biopharmaceutical and its regulatory consultant to achieving these important milestones.

主要業務(續)

研究要點的簡要總結為：

登記研究：	二零二一年十二月
研究類型：	第三期臨床試驗、多中心、隨機、雙盲安慰劑對照研究
估計參與數目：	285名研究對象(截至二零二二年七月二十二日，已有210名參與者及128名研究對象已隨機分配)
第一終點：	確定 Senstend™ 對早洩指數及陰道內射精延遲時間之影響
第二終點：	評估 Senstend™ 對早洩研究對象及其性伴侶的安全性及耐受性
估計完成參與時間：	二零二二年十一月
向國家藥品監督管理局提交申請時間：	二零二三年第二季度

臨床試驗的所有成本(包括所有其他相關的監管及提交申請成本)均由江蘇萬邦醫藥承擔。

倘臨床研究達致其終點及國家藥品監督管理局已授予 Senstend™ 進口許可證，則江蘇萬邦醫藥將須向本集團支付 5,000,000 美元(扣除中國預扣稅前)。此外，Senstend™ 於中國進行首次商業銷售後，江蘇萬邦醫藥將須向本集團支付 2,000,000 美元(扣除中國預扣稅前)。

為此，本公司對迄今為止的進展仍感到滿意，並期待與江蘇萬邦醫藥及其監管顧問合作，以實現該等重要里程碑。

REVIEW AND PROSPECTS

回顧及展望

MAIN ACTIVITIES (CONTINUED)

United States Approval and Commercialisation Progress

On 22 December 2021, the Company submitted the Phase 2 study results entitled: “A Pilot, Randomised, Double-Blind Study Comparing the Proportion of Responders to PSD502 and Placebo using the PEBEQ™ in subjects with Premature Ejaculation” to the FDA. The FDA reviewed our qualitative and quantitative summary reports and provided comments regarding the Final Qualitative Exit Interview Report (Qualitative Exit Interviews in a Randomised, Double-Blind Multicentre Study Comparing the Proportion of Responders to PSD502 and to Placebo Using the PEBEQ™ in Subjects with Premature Ejaculation) on 13 April 2022. The Company, after consulting with its regulatory consultants, submitted its reply to the FDA’s advice and information request letter on 4 June 2022.

After incorporating the FDA’s suggestions and recommendations into the Phase 3 protocol, the Company’s clinical research organisation has also completed the Phase 3 study protocol, together with a “Type C” meeting request, with the FDA for the product development of Fortacin™. We are hopeful that after providing a fulsome reply to the FDA’s advice and request letter and incorporating the FDA’s recommendations and suggestions into the Phase 3 study protocol, that the Company can proceed with its Phase 3 study shortly after the “Type C” meeting, which is scheduled at the end of Q3 2022. We view the commencement of the Phase 3 study as a major positive development in the Company’s path for commercialising Fortacin™ in the US. In particular, the start of the Phase 3 study should allow the Company to advance negotiations to a final conclusion in respect of “out licencing” the US rights to Fortacin™ to a US strategic pharmaceutical partner.

主要業務(續)

於美國的審批及商業化進展

於二零二一年十二月二十二日，本公司向美國食品及藥品監督管理局提交題為「針對早洩研究對象進行早洩困擾評估問卷™，以比較PSD502與安慰劑反應者比例的試點、隨機、雙盲研究」的第二期研究結果。美國食品及藥品監督管理局審閱我們定性及定量的總結報告，並於二零二二年四月十三日就最終定性退出調研報告(針對早洩研究對象使用早洩困擾評估問卷™以比較PSD502與安慰劑反應者比例的隨機、雙盲多中心研究的定性退出調研)提出意見。本公司於諮詢其監管顧問後，於二零二二年六月四日就美國食品及藥品監督管理局的意見及要求提供資料的函件提交回覆。

於將美國食品及藥品監督管理局的意見及建議納入第三期方案後，本公司的臨床研究組織亦已完成第三期研究方案及與美國食品及藥品監督管理局就Fortacin™產品開發的「C型」會議請求。我們希望對美國食品及藥品監督管理局的建議及要求函件作出充分的答覆並將美國食品及藥品監督管理局的建議及意見納入第三期研究方案後，本公司可於「C型」會議後短期內進行其第三期研究，計劃將於二零二二年第三季度末進行。我們認為第三期研究的啟動乃本公司Fortacin™於美國的商業化道路的重大積極進展。具體而言，第三期研究的啟動將使本公司能夠推進談判，就Fortacin™於美國權利「對外授權」予一間美國戰略製藥合作夥伴達成定論。

MAIN ACTIVITIES (CONTINUED)

Manufacturing and Resumption of Commercial Supply

As previously announced, in mid-December 2021 the Company's regulatory consultant submitted a variation for widening the specification of PGAK-1 and total impurities. In this respect, we are pleased to report that on 25 April 2022, the Medicines and Health products Regulatory Agency ("MHRA") approved the Company's variation submission on behalf of Senstend™ to (i) to widen the PGAK-1 impurity to 1%, from 0.5%, and total impurities to 2%, from 1%, and (ii) to increase the shelf life of Senstend™ to 24 months, from 18 months. In light of MHRA's approval, Recordati is now considering whether it will submit the same variations on behalf of Fortacin™ to the EMA and MHRA. Notwithstanding this, Recordati has engaged with an alternative European third-party manufacturer for manufacturing Fortacin™ over the last 18 months to source alternative commercial supply for Fortacin™. We are extremely pleased to report that this manufacturer has completed the necessary process validation batches and at the 3-month time point the product remained within specification. With this positive news, Recordati has on 28 June 2022 submitted a type II variation to the EMA for adding the European manufacturer to the marketing dossier as an alternative manufacturer with approval expected by Q3 2022. Once the new manufacturer is approved, it is expected that commercial supply will resume for Recordati's territories. We are hopeful that this new manufacturer will be able to offer continuous supply of Fortacin™ to Recordati and our other commercial strategic partners bringing in royalty revenue for the Group.

Other territories

Once commercial supply has resumed, Orient EuroPharma will be in the position to place new orders and continue sales in Taiwan, Hong Kong and Macau (subject to no further COVID-19 lockdowns or restrictions being put in place). Orient EuroPharma is proceeding with obtaining marketing authorisation approval in Singapore, Philippines, Malaysia, Brunei, Thailand and Vietnam.

In Q2 2022, SK-Pharma submitted its marketing authorisation to the Ministry of Health in Israel and is hopeful that it will receive approval by Q4 2023. The Company, its regulatory consultant and SK-Pharma are now preparing the marketing authorisation for certain countries in the Balkan region.

主要業務(續)

商業供應的製造及恢復

如前所述，於二零二一年十二月中旬，本公司的監管顧問提交一份變更，以擴大PGAK-1及總雜質的規格。我們就此欣然報告，於二零二二年四月二十五日，英國藥品和健康產品管理局（「英國藥品和健康產品管理局」）批准本公司代表Senstend™提交的變更，以(i)將PGAK-1雜質從0.5%擴大至1%，將總雜質從1%擴大至2%，及(ii)將Senstend™的保質期從18個月增至24個月。鑒於英國藥品和健康產品管理局的批准，Recordati現正考慮其是否代表Fortacin™向歐洲藥品管理局及英國藥品和健康產品管理局提交相同的變更。儘管如此，Recordati在過去的18個月裏已與另一間歐洲第三方製造商合作製造Fortacin™，以求尋得Fortacin™的替代商業供應源。我們欣然呈報，該製造商已完成所需工藝驗證批次，且於三個月的時間點，產品仍符合規格。鑒於此正面消息，Recordati於二零二二年六月二十八日向歐洲藥品管理局提交第II型變更，以添加歐洲製造商為替代製造商至營銷檔案中，預計此變更將於二零二二年第三季度前獲批。一旦新製造商獲批，預計Recordati地區的商業供應將恢復。我們希望此新製造商能向Recordati及我們的其他商業戰略合作夥伴持續供應Fortacin™，從而為本集團帶來特許權使用費。

其他地區

一旦商業供應恢復，友華生技醫藥將可於台灣、香港及澳門下達新訂單並恢復銷售（視乎2019新型冠狀病毒病封鎖或限制是否解除）。友華生技醫藥正於新加坡、菲律賓、馬來西亞、文萊、泰國及越南尋求營銷許可。

於二零二二年第二季度，SK-Pharma向以色列衛生部提交其於以色列的營銷許可，並希望於二零二三年第四季度前獲批。本公司、其監管顧問及SK-Pharma目前正準備於巴爾幹地區若干國家的營銷許可。

REVIEW AND PROSPECTS

回顧及展望

MAIN ACTIVITIES (CONTINUED)

The Group is in discussions for “out licencing” the rights to Fortacin™ to (i) a Japanese pharmaceutical company for Japan, and (ii) a pharmaceutical company based in the United Arab Emirates for the GCC region (Saudi Arabia, Kuwait, the United Arab Emirates, Qatar, Bahrain and Oman).

The Group will continue to work closely and diligently with its current and prospective commercial partners and will keep the Shareholders and potential investors informed of any new developments as and when they occur.

Deep Longevity

Deep Longevity is continuing its growth journey with multiple initiatives around building out the team, product, technology and commercial models.

DLL has taken the significant step of hiring a new CEO, Deepankar (Deep) Nayak, bringing experienced professional talent to redefine the strategy of the company, and take the organisation forward. Deep has over 17 years of experience in technology consulting having worked with large pharmaceutical customers in the US, UK, Europe, Japan and the Middle East. During his career he has worn multiple hats, consulting with customers, building large enterprise applications, leading large technical and delivery teams, sales and relationship management in various leadership roles. His proven experience in commercialising technology and software as a service (SaaS)® solutions with large enterprise customers will be invaluable.

Deep Longevity is committed to building and commercialising various aging clocks using its AI led deep learning models, with a special focus on our MindAge® offering as we seek to tap into the robust demand growth seen in the mental health virtual market.

At this stage, we are considering the creation of an enterprise grade MindAge® offering (web and app based) directed at large and mid-sized employers, which will be the platform of choice for employees to manage their virtual mental well-being in a safe, secure, private, personalised environment within the workplace. This will be our focus for the remainder of 2022 and going into 2023.

主要業務(續)

本集團正討論將Fortacin™權利「對外授權」予 (i) 一間日本製藥公司；及 (ii) 一間位於海合會所屬地區(包括沙特阿拉伯、科威特、阿拉伯聯合酋長國、卡塔爾、巴林及阿曼)的製藥公司。

本集團將繼續與其現有及潛在商業夥伴全力緊密配合，並在有任何新進展時適時通知股東及潛在投資者。

Deep Longevity

Deep Longevity 正通過建立團隊、產品、技術及商業模式的多項舉措繼續增長。

深度青春已邁出重要的一步，新聘一位行政總裁 Deepankar (Deep) Nayak，為公司引進經驗豐富的專業才能，以調整公司策略並推動公司向前邁進。Deep 在技術諮詢方面擁有逾 17 年的經驗，曾於美國、英國、歐洲、日本及中東的大型醫藥客戶工作。彼於職業生涯中曾兼任多個職位，向客戶提供諮詢、為大型企業構建應用程式、領導大規模技術交付團隊、於銷售與人際關係管理方面負責不同的領導角色。彼為大型企業客戶提供技術商業化及軟件即服務 (SaaS)® 解決方案的豐富經驗將可發揮寶貴作用。

Deep Longevity 致力於使用其人工智能主導的深度學習模型構建及商業化各種老化時鐘，由於我們正尋求發掘虛擬心理健康市場上的強勁需求，故特別關注 MindAge® 產品。

當前階段，我們正考慮創建針對大、中型僱主的企業級 MindAge® 產品(基於網絡及應用程式)，其將成為僱員在工作場所管理其虛擬心理健康的首選平台，安全、可靠、私密且個性化。此將成為二零二二年餘下時間及邁進二零二三年的重點專注產品。

MAIN ACTIVITIES (CONTINUED)

We will look to target the virtual mental health sector that has an estimated total addressable market of US\$89 billion by prioritising medium to large size employers in the developed markets of US, UK & Europe in 2023.

Deep Longevity joined Kickstart's innovation 2022 accelerator programme and we are happy to announce that we were selected by Kickstart as one of the 43 most promising start-ups/scaleups amongst 1,500+ applications from over 55 countries around the world. Deep Longevity will now, as part of the Kickstart Programme, discuss proof of concepts ("PoCs") with various insurance and corporate partners in the health and wellbeing sector. We are looking forward to bringing our deep learning AI Aging Clocks to insurance companies and other corporates to help improve the lifespan and health and wellbeing of their employees and customers. There is a tremendous opportunity to transform underwriting in the life and health insurance sector and with our leading Aging Clocks we are well placed to do this in scalable and inexpensive manner. We are delighted to be chosen to partner with corporates in the Kickstart Health and Wellbeing vertical and look forward to announcing PoCs over the coming months.

Kickstart is interested in innovative digital health and wellbeing start-ups with a validated business model and the potential to add value to the healthcare ecosystem. Kickstart welcomes start-ups that are eager to enter/scale and to collaborate with our partners on improving patient experiences, efficiency, and real-world outcomes. Kickstart builds innovation ecosystems with purpose – by fast forwarding innovation that creates a more sustainable future. To do this, Kickstart brings together public and private organisations, start-ups, investors and experts. Kickstart's goal is to deliver next-generation products and services and have a meaningful impact at scale.

主要業務(續)

我們將於二零二三年優先考慮美國、英國及歐洲發達市場的大、中型僱主，瞄準虛擬心理健康領域，估計該領域的整體潛在市場達890億美元。

Deep Longevity 加入了 Kickstart 的創新 2022 加速器計劃，我們欣然宣佈，我們於來自全世界逾 55 個國家的 1,500 多份申請中獲 Kickstart 選為 43 家最有前途的初創企業／規模化企業之一。作為 Kickstart 計劃的一部份，Deep Longevity 將與多家在健康及福祉領域的保險公司及企業夥伴討論概念驗證(「概念驗證」)。我們期待將深度學習人工智能老化時鐘帶給保險公司及其他企業，以改善其僱員和客戶的壽命、健康和幸福感。人壽及健康保險領域的核保轉型存在巨大商機，而我們擁有領先的老化時鐘，完全有能力以可擴展及低成本的方式達到這一目標。我們很高興獲選，能與 Kickstart 健康和福祉領域的企業垂直合作，並期待於往後數月內宣佈概念驗證。

Kickstart 對具有經過驗證的商業模式以及能為醫療保健生態系統增值的有潛力的創新數位健康和幸福感初創企業感興趣。Kickstart 歡迎渴望加入／擴大規模並與我們的合作夥伴合作，以改善患者體驗、療效和實際療效的初創企業。Kickstart 通過快速推進構建可更持續未來的創新，有條不紊地建立創新生態系統。為此，Kickstart 匯聚公共和私人機構、初創企業、投資者和專家。Kickstart 旨在規模化提供下一代產品和服務。

REVIEW AND PROSPECTS

回顧及展望

MAIN ACTIVITIES (CONTINUED)

As a first step in our pathway of creating a virtual mental offering through our deep biomarkers of aging and longevity, on 21 June 2022 Deep Longevity announced its collaboration with Dr. Nancy Etcoff of Harvard Medical School. Dr. Etcoff is widely recognised in the field of psychology and is a member of the Harvard University Mind/Brain/Behaviour Initiative where she teaches a seminar on “The Science of Happiness.” She is also a practicing psychologist at the Massachusetts General Hospital Department of Psychiatry where she is the director of the Programme in Aesthetics and Well Being.

Deep Longevity, in co-authorship with Dr. Etcoff, has published an article in *Aging-US* describing a machine learning approach to human psychology: “Optimizing future well-being with AI: Self-organizing maps (SOMs) for the identification of islands of emotional stability.” The article serves as the scientific background for a free self-help application, FuturSelf, developed by Deep Longevity.

The authors used data from the Midlife in the US study (www.midus.wisc.edu) to create two digital models of human psychology.

The first model is an ensemble of deep neural networks that use information from a psychological survey to predict the chronological age of the respondents and their psychological well-being in 10 years. This model demonstrates the aging-related trajectories of the human mind. It also shows that the ability to build meaningful relationships increases with age, as do mental autonomy and environmental mastery. It simultaneously indicates that the focus on personal growth steadily declines, and the feeling of having a purpose in life only drops after 40–50 years. These findings contribute to the discussion of socioemotional selectivity and hedonic adaptation in the context of adult personality development.

The second model is a self-organising map developed as the backbone of a recommendation engine for mental health applications. This automated learning technique divides all respondents into clusters based on their risk of developing depression and identifies the shortest path toward a cluster of mental stability for any individual. Alex Zhavoronkov, the Chief Longevity Officer of Deep Longevity, elaborates, “Existing mental health applications offer generic advice that applies to everyone yet fits no one. We have built a system that is scientifically sound and offers superior personalization.”

主要業務(續)

作為我們通過基於深度衰老及長壽生物標誌物創建虛擬心理產品進程上的第一步，Deep Longevity於二零二二年六月二十一日宣佈與哈佛醫學院的Nancy Etcoff博士合作。Etcoff博士於心理學領域廣受認可，彼為哈佛大學心智／大腦／行為計劃的成員，亦於該校「何為快樂」的研討會中擔任主講嘉賓。彼亦為麻省總醫院精神病科的執業心理學家，擔任該醫院美學及健康項目的主任。

Deep Longevity與Etcoff博士合著，於*Aging-US*期刊上發表了一篇論文，題為《利用人工智能增進未來幸福感：用於識別情緒穩定的自組織映射(SOMs)》，論文描述了人類心理學的機器學習方法。此篇文章為Deep Longevity開發的免費自助應用程式FuturSelf提供了科學背景。

作者利用美國中年的研究數據(www.midus.wisc.edu)創建了兩個人類心理學的數字模型。

第一個模型為一組深度神經網絡，藉來自心理學調查的資訊預測受訪者的實際年齡及其於10年內的心理健康狀況。該模型展示了人類思維與老化相關的軌跡。該模型亦表明，建立有意義人際關係的能力隨年齡增長而增加，心理自主能力及對生活的掌控能力亦與年齡成正比。此外，該模型顯示，只有在40至50歲後，人類對個人成長的關注度才穩步下降，並減弱對生活目標的感覺。該等研究結果有助於在成年人人格發展的範疇，探討社會情緒選擇性及享樂適應。

第二個模型是一個以自我組織圖表而開發成心理健康應用程式推薦引擎的支柱。此類自動化學習技術根據所有受訪者患上抑鬱症的風險將其區分成多個群組，並為個人識別心理穩定組別提供最短路徑。Deep Longevity長壽醫學總監Alex Zhavoronkov闡述道：「現有的心理健康應用程式提供可應用於所有人的一般建議，但並非適合任何人。我們已建立的系統，達至科學完善，並提供極好的個性化建議。」

MAIN ACTIVITIES (CONTINUED)

To demonstrate this system's potential, Deep Longevity has developed FuturSelf (<https://futureself.ai>), in collaboration with a leading European insurtech innovation hub, as a "proof of concept" application that lets users take the psychological test described in the original publication. At the end of the assessment, users receive a report with insights aimed at improving their long-term mental health and well-being and can enroll in a guidance programme that provides them with a steady flow of AI-chosen recommendations. The proof of concept has the purpose of delivering the innovation envisioned during the design collaboration and to definitively demonstrate the efficacy of the technology. Data obtained on FuturSelf will be used to further develop Deep Longevity's digital approach via a minimal viable product (MVP) to mental health with the aim of offering the application via a business-to-business (B2B) software as a service (SaaS)[®] model to insurance companies, large corporates and other employers to allow their employees to track their own mental health and wellbeing.

In recent years, given the worldwide pandemic and its impact on workplace changes (including an increased emphasis on remote work and the associated psychological effects), large employers have developed a keen awareness of the importance of employees' mental health. In order to address how mental health can be tracked to help employees better cope with job demands and maximise their productivity, Deep Longevity is focused on providing highly scalable and commercial solutions that can be applied cost effectively across all industries. Using Deep Longevity's digital approach to managing mental health, an invaluable feedback loop is created that can help employees thrive by increasing their motivation and productivity or allowing them to seek important emotional support when required. On a per-employee basis, the cost to employers to provide this essential human resource function can be minimal. Ongoing discussions with large insurance companies and other multinational corporations suggest that the commercial opportunity for Deep Longevity (through FuturSelf and other applications) is immense and geographically scalable across all markets world-wide.

主要業務(續)

為證明此系統的潛力，Deep Longevity已與歐洲領先的保險科技創新中心合作開發出FuturSelf (<https://futureself.ai>)，作為一項可令用戶進行原出版物所述心理測試的「概念驗證」的應用程式。於評估結束時，用戶會收到一份報告，當中載有旨在改善彼等長期心理健康及幸福感的見解，並可註冊一個指引計劃，從人工智能獲取如何達至心理穩定的建議。概念驗證旨在交付設計協作期間的創新想法及確切證明技術的成效。從FuturSelf獲得的數據將用於透過針對心理健康的最簡可行產品(MVP)進一步開發Deep Longevity的數位化方式，目標是透過企業對企業(B2B)軟件即服務(SaaS)[®]模式向保險公司、大型企業及其他僱主提供應用，以允許彼等僱員追蹤其自身心理健康及幸福感。

近年，鑒於全球疫情及其對工作場所變化的影響(包括對遠程工作的愈發重視及相關的心理影響)，大型僱主已敏銳地意識到僱員心理健康的重要性。為解決如何追蹤心理健康以幫助僱員更好地應對工作需求及盡可能提升彼等生產力，Deep Longevity專注於提供具成本效益並可應用於各行業的高度可擴展的商業解決方案。透過採用Deep Longevity的數位化方式來管理心理健康，創造了寶貴的反饋循環，可透過提高僱員的積極性及生產力或允許彼等於必要時尋求重要的情感支援而幫助彼等成長。就每名僱員而言，僱主提供該必要的人力資源職能的成本可能微乎其微。與大型保險公司及其他跨國企業的持續討論表明，Deep Longevity(透過FuturSelf及其他應用程式)的商機龐大，在全球所有市場的地理範圍上均具有可拓展性。

REVIEW AND PROSPECTS

回顧及展望

MAIN ACTIVITIES (CONTINUED)

Legacy Investments

Pursuant to the Group's stated divestment strategy and, should the need arise, pursuant to its disposal mandate obtained from the Shareholders on 14 March 2022, the Group has actively managed, including certain disposals of, its existing and strategic investment in DVP, representing approximately 1.47% of the share capital of the company as at 30 June 2022. The Group's investment in DVP had a realised and an unrealised loss of approximately US\$1.00 million and US\$3.36 million respectively and a marked-to-market value of approximately US\$3.25 million as at 30 June 2022.

During the period ended 30 June 2022, the Group disposed of 1,391,012 DVP shares for an aggregate consideration, before expenses, of approximately A\$3.97 million in cash (or approximately US\$2.89 million).

Plethora's Financial Results

Plethora recorded an operating loss of approximately GBP 0.37 million (or approximately US\$0.48 million) for the six months period ended 30 June 2022 (2021: an operating profit of approximately GBP 0.92 million (or approximately US\$1.28 million)), excluding the amortisation cost of an intangible asset, Fortacin™, and the tax credit in respect of the deferred tax liability.

The operating profit of Plethora for the six months ended 30 June 2022, mainly included: (i) the milestone and royalty income of approximately GBP 10,000 (or approximately US\$13,000) (2021: approximately GBP 2.38 million (or approximately US\$3.27 million) which being offset by: (ii) R&D costs related to the regulatory and phase II validation study in respect of the FDA approval process of Fortacin™ in the US of approximately GBP 0.24 million (or approximately US\$0.32 million) (2021: approximately GBP 0.95 million (or approximately US\$1.32 million)) and (iii) G&A expenses of approximately GBP 0.13 million (or approximately US\$0.17 million) (2021: approximately GBP 0.28 million (or approximately US\$0.36 million)).

Plethora had cash resources of approximately GBP 42,000 (or approximately US\$52,000) (31 December 2021: approximately GBP 122,000 (or approximately US\$166,000)), with ongoing financial support being provided by the Group.

主要業務(續)

過往投資

根據本集團前述撤資策略及其於二零二二年三月十四日自股東獲得的出售授權(倘需要), 本集團已積極管理(包括部分出售)其於DVP的現有及戰略投資, 相當於二零二二年六月三十日公司股本的約1.47%。本集團於DVP的投資的已變現及未變現虧損分別為約1,000,000美元及3,360,000美元, 於二零二二年六月三十日的市值為約3,250,000美元。

於截至二零二二年六月三十日止期間, 本集團出售1,391,012股DVP的股份, 總代價(扣除費用前)為現金約3,970,000澳元(或約2,890,000美元)。

Plethora之財務業績

截至二零二二年六月三十日止六個月, Plethora錄得營運虧損約370,000英鎊(或約480,000美元)(二零二一年: 營運溢利約920,000英鎊(或約1,280,000美元)), 不包括無形資產Fortacin™攤銷費用及就遞延稅項負債之稅項抵免。

截至二零二二年六月三十日止六個月, Plethora之營運溢利主要包括: (i) 里程碑及專利使用費收入約10,000英鎊(或約13,000美元)(二零二一年: 約2,380,000英鎊(或約3,270,000美元)), 被以下項目抵銷: (ii) 與監管及就美國食品及藥品監督管理局之Fortacin™批准程序在美國進行之第二階段驗證研究相關之研發費用約240,000英鎊(或約320,000美元)(二零二一年: 約950,000英鎊(或約1,320,000美元)); 及 (iii) 一般及行政費用約130,000英鎊(或約170,000美元)(二零二一年: 約280,000英鎊(或約360,000美元))。

Plethora之現金資源約為42,000英鎊(或約52,000美元)(二零二一年十二月三十一日: 約122,000英鎊(或約166,000美元)), 由本集團持續提供財政支援。

INTERIM DIVIDEND

The Directors have resolved not to declare an interim dividend in respect of the six months ended 30 June 2022 (2021: nil).

OUTLOOK

The economic rebound, post-COVID-19, has continued with global gross domestic product (“GDP”) in Q1 around 4.8% above its pre-COVID-19 level and only 1.5% below its pre-COVID-19 trend. However, high inflation, the war in Ukraine and tighter monetary conditions, along with lockdowns in China, have combined to cause the underlying pace of expansion to moderate significantly. The fall was largely contributed to by China, where the lockdowns likely saw GDP fall by around 2% for the period. In the rest of the world, growth was also weak, with GDP expected to be up only a modest 0.25%. In the US, much of the weakness is attributable to a softer pace of inventories accumulation and falling exports, with domestic demand generally remaining robust. We are also beginning to witness a more fundamental slowdown in the UK and Europe, where high energy prices, and the resultant fall in real wages, are beginning to impact on growth prospects.

Into next year, the outlook is rather bleak, exacerbated by elevated inflation. Many of the world’s major economies, including the US, UK, Europe and Japan, are likely to enter recession over the next 12 to 18 months, as strong inflation weighs on real incomes and sentiment, and as monetary policy moves from being highly accommodative to contractionary.

Over the remainder of 2022, risks are skewed towards the downside given the possibility that falling risk assets will drive the advanced economies into recession sooner than expected. A sharper slowdown is more likely than a soft landing. Energy markets remain a key risk and if Russia were to weaponise the flow of energy commodities to Europe, further dramatic price increases would follow almost certainly pushing Europe and the rest of the world into a deeper recession. With China and Hong Kong planning to stick with the zero COVID-19 policy for the foreseeable future, it is likely that China will have further outbreaks and lockdowns, which, given the large contribution China makes to global growth, will likely drive further output volatility and supply disruption. Finally, with the Federal Reserve Board (the “Fed”) planning to reduce the size of its balance sheet from September 2022, the risks of significant financial volatility and poor market liquidity will build as the year progresses, potentially forcing the Fed to pause at some stage.

中期股息

董事議決不宣派截至二零二二年六月三十日止六個月之中期股息(二零二一年：無)。

展望

2019新型冠狀病毒病疫情之後，經濟持續反彈，第一季度全球國內生產總值(「GDP」)高於其2019新型冠狀病毒病疫情前水平約4.8%，僅較其2019新型冠狀病毒病疫情前趨勢低1.5%。然而，高通脹、烏克蘭戰爭及貨幣緊縮，以及中國實施的封鎖措施，致使相關擴張步伐明顯放緩。下降大部分歸因於中國，期內中國實施的封鎖措施極可能導致GDP下降約2%，而世界其他地區的增長亦低迷，預計GDP僅增長0.25%。於美國，經濟疲軟很大程度上歸因於積累存貨速度放緩及出口減少，而國內需求總體保持強勁。同時，我們開始目睹英國及歐洲的整體經濟逐步放緩，而能源價格較高，導致實際工資減少，並開始對增長前景產生影響。

來年，通貨膨脹上升，前景更為暗淡。世界上大部分主要經濟體(包括美國、英國、歐洲及日本)可能於未來12至18個月進入衰退期，原因是較高的通脹對實際收入及情緒產生影響，以及貨幣政策由高度寬鬆轉向緊縮。

於二零二二年餘下時間，鑒於風險資產減少可能導致發達經濟體比預期更早進入衰退期，風險偏向下行。經濟極有可能大幅度放緩而非出現軟著陸。能源市場仍然是主要風險，倘俄羅斯將向歐洲輸送能源大宗商品作為武器，價格進一步急劇上升無疑將加劇歐洲及世界其他地區的經濟衰退。鑒於中國及香港計劃於可見未來繼續堅持2019新型冠狀病毒病「清零」防疫政策，中國可能再次爆發疫情並進一步實施封鎖措施，而考慮到中國對全球增長所做出的巨大貢獻，此將可能進一步導致出口波動及供應中斷。最後，隨著聯邦儲備局(「聯儲局」)計劃自二零二二年九月起縮減其資產負債表規模，金融市場大幅波動及市場流動性不佳的風險將隨時間增加，此可能迫使聯儲局於某一階段停擺。

REVIEW AND PROSPECTS

回顧及展望

OUTLOOK (CONTINUED)

Given the complex and constantly evolving situation around the COVID-19 pandemic and the impacts of heightened inflation and dampened global growth, it is not possible to predict the possible future impacts it will have for the Group, including any further negative impacts on the Group's efforts to achieve a timely and successful commercialisation of Fortacin™ in China and elsewhere, as well as any subsequent impact on the Group's cash flow, net sales, profitability and prospects. It is therefore reasonable to assume that stock exchanges over the world will remain very volatile and shares may be subject to extraordinary swings. There is thus a risk that the price of the Company's shares might follow general market volatility, regardless of results and performance of the Group and decline significantly in value.

With a streamlined focus, the Company remains optimistic about the future prospects for the Group and the Shareholders and will: (i) continue to pursue the successful commercialisation of Fortacin™/Senstend™ in the remaining key markets of the US, China, Asia, Latin America and the Middle East; (ii) commercialise its deep learning aging clock technology and MindAge® offering, together with partnering with clinics, laboratories and insurance companies by offering its AgeMetric™ reports and access to its online platform; (iii) continue monitoring its investments in DVP; and (iv) continue with its existing strategy of pursuing strategic and value-led investments in the healthcare and life sciences sectors.

We wish to thank our Shareholders for their continued support and our employees for their hard work in another challenging period.

展望(續)

由於2019新型冠狀病毒病狀複雜且不斷發展及通脹加劇及全球增長放緩的影響，因此無法預測其將對本集團產生之可能未來影響，包括對本集團如期在中國及其他地區成功商業化Fortacin™的努力產生的任何進一步負面影響，並因而影響本集團之現金流量、銷售淨額、盈利能力及前景。因此有理由假設全球股票市場仍將會異常波動，股價大幅起伏。因此，不論本集團之業績及表現如何，本公司之股價仍有可能跟隨大市波動，價值因而大幅下跌。

本公司的業務焦點經歷重整簡化，使本公司對本集團及股東的未來前景仍感樂觀，並將：(i)繼續尋求Fortacin™/Senstend™於美國、中國、亞洲、拉丁美洲及中東等餘下主要市場盡快成功商業化；(ii)其深度學習老化時鐘技術及MindAge®產品，以及透過提供AgeMetric™報告及網上平台與診所、實驗室及保險公司合作；(iii)繼續監察本公司對DVP之投資；及(iv)繼續落實於醫療保健及生命科學領域尋求策略及價值主導投資之現有策略。

我們衷心感謝股東一直支持，亦感謝僱員在又一個充滿挑戰之期間竭誠為本公司效力。

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

REVENUE AND PROFIT

The Group recorded a loss attributable to the shareholders of the Company of approximately US\$20.06 million for the six months ended 30 June 2022 (2021: profit of approximately US\$2.66 million).

收入及溢利

截至二零二二年六月三十日止六個月，本集團錄得本公司股東應佔虧損約20,060,000美元（二零二一年：溢利約2,660,000美元）。

The main elements of the (loss)/profit are analysed as follows:

(虧損)/溢利之主要項目分析如下：

		For the six months ended 30 June		
		截至六月三十日止六個月		
		2022	2021	Increase/ (decrease) in absolute value
		二零二二年	二零二一年	增加/(減少)
		US\$ million	US\$ million	%
		百萬美元	百萬美元	%
Notes				
附註				
Milestone and royalty income	里程碑及專利使用費收入	0.01	3.27	(99.69)
Other income	其他收入	0.08	0.47	(82.98)
Net exchange (loss)/gain	淨匯兌(虧損)/收益	(0.46)	0.05	N/A 不適用
Fair value (loss)/gain on financial instruments	金融工具之公允價值(虧損)/收益	(5.04)	15.24	N/A 不適用
Amortisation of intangible assets	無形資產攤銷	(12.34)	(11.15)	10.67
R&D expenditure	研發開支	(0.60)	(1.60)	(62.50)
G&A expenditure	一般及行政費用	(2.42)	(3.77)	(35.81)
Finance costs	融資成本	(0.58)	(0.65)	(10.77)
Tax credit	稅項抵免	1.29	0.80	61.25
Total (loss)/profit attributable to shareholders of the Company	本公司股東應佔(虧損)/溢利總額	(20.06)	2.66	N/A 不適用

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

- (i) The Group did not record a milestone payment for the six months ended 30 June 2022 (2021: US\$3.20 million) as no milestones were triggered pursuant to its licence agreements. However, the Group recorded royalty income of approximately US\$13,000 for the six months ended 30 June 2022 (2021: approximately US\$74,000) which was lower due to no supply of Fortacin™ during the period as certain manufacturing issues were experienced by the manufacturer.
- (ii) The Group recorded a realised and an unrealised marked-to-market loss on FAFVPL of approximately US\$1.00 million and US\$3.36 million respectively for the six months ended 30 June 2022 (2021: gain of approximately US\$0.02 million and US\$12.18 million respectively), which was mainly due to the significant decrease in the share price of DVP during the period (which has partially recovered post interim reporting period).
- (iii) The R&D expenditure decreased by 62.50% to approximately US\$0.60 million for the six months ended 30 June 2022 from approximately US\$1.60 million for the six months ended 30 June 2021, which was a result of the completion of the Phase II study in 2021 and the delay in the start of the Phase III study in the US.
- (iv) The G&A expenditure decreased by 35.81% to approximately US\$2.42 million for the six months ended 30 June 2022 from approximately US\$3.77 million for the six months ended 30 June 2021. The decrease was mainly due to reduction in salaries and fees during the period.
- (v) The tax credit increased by 61.25% to approximately US\$1.29 million for the six months ended 30 June 2022 from approximately US\$0.80 million for the six months ended 30 June 2021. This was mainly because there were no withholding taxes for the six months ended 30 June 2022 (2021: US\$320,000).
- (i) 由於並無根據其許可協議觸發里程碑，本集團於截至二零二二年六月三十日止六個月並無錄得里程碑付款(二零二一年：3,200,000美元)。然而，本集團於截至二零二二年六月三十日止六個月錄得專利使用費收入約13,000美元(二零二一年：約74,000美元)，由於製造商遇到若干製造問題，於本期間並無供應Fortacin™，故該收入較低。
- (ii) 本集團於截至二零二二年六月三十日止六個月分別錄得透過損益賬按公允價值處理之金融資產之已變現及未變現按市值計價虧損約1,000,000美元及3,360,000美元(二零二一年：收益分別約20,000美元及12,180,000美元)，是主要由於期內DVP股價大幅下降所致(中期報告期後已部分回升)。
- (iii) 研發開支由截至二零二一年六月三十日止六個月約1,600,000美元減少62.50%至截至二零二二年六月三十日止六個月約600,000美元，乃由於於二零二一年完成第二階段研究以及於美國延遲啟動第三階段研究。
- (iv) 一般及行政費用由截至二零二一年六月三十日止六個月約3,770,000美元減少35.81%至截至二零二二年六月三十日止六個月約2,420,000美元。減少乃主要由於期內薪金及費用削減。
- (v) 稅項抵免由截至二零二一年六月三十日止六個月約800,000美元增加61.25%至截至二零二二年六月三十日止六個月約1,290,000美元。這主要是由於截至二零二二年六月三十日止六個月概無預扣稅(二零二一年：320,000美元)。

FINANCIAL POSITION

Shareholders' equity decreased by 50.32% to approximately US\$19.26 million as at 30 June 2022 from approximately US\$38.77 million as at 31 December 2021. The decrease was due to the loss attributable to shareholders of the Company of approximately US\$20.06 million for the six months ended 30 June 2022.

財務狀況

股東權益由二零二一年十二月三十一日約38,770,000美元減少50.32%至二零二二年六月三十日約19,260,000美元。減少乃由於截至二零二二年六月三十日止六個月之本公司股東應佔虧損約20,060,000美元所致。

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

The Group's assets also comprised: (i) intangible assets of approximately US\$36.31 million, being Fortacin™ and the IP (Deep Longevity); (ii) listed and unlisted investments of approximately US\$3.27 million; (iii) cash and bank balances of approximately US\$0.22 million; (iv) trade receivables of approximately US\$2,000; (v) derivative financial instruments of approximately US\$0.51 million; and (vi) property, plant and equipment and other receivables of approximately US\$1.11 million.

The Group's liabilities comprised: (i) deferred tax liabilities of approximately US\$3.67 million; (ii) payables and accruals of approximately US\$4.49 million; (iii) Convertible Notes (liability portion) of approximately US\$2.57 million; (iv) long-term and short-term shareholder's loans of approximately US\$10.87 million; (v) long-term and short-term lease liabilities of approximately US\$0.54 million; and (vi) long-term and short-term bank borrowings of approximately US\$31,000.

STRATEGIC PLAN

The Board and the Company's senior management play an active role in the Company's strategy development and planning process. The CEO regularly interacts with the Board in respect of the strategic plan and direction of the Company, during which an agreed approach for the Company to generate and preserve its long-term value was determined, while agreeing shorter term priorities and objectives. In addition, the risks associated with the current operations and strategy of the Company are currently being tested by way of an internal audit process conducted through an independent service provider, with the aim of identifying ways in which the Company can better identify and manage its risks.

In order to generate or preserve value over the longer term, the Group is committed to:

- the divestment of non-core assets and investments to enable the Company to pursue growth and opportunistic investments in the life sciences sector;
- utilising international and local expertise to tackle difficult markets, deliver results and achieve global recognition; and

本集團之資產亦包括：(i) 無形資產約36,310,000美元(即Fortacin™)及知識產權(Deep Longevity)；(ii) 上市及非上市投資約3,270,000美元；(iii) 現金及銀行結餘約220,000美元；(iv) 應收貿易賬款約2,000美元；(v) 衍生金融工具約510,000美元；及(vi) 物業、廠房及設備及其他應收款項約1,110,000美元。

本集團之負債包括(i) 遞延稅項負債約3,670,000美元；(ii) 應付款項及應計賬款約4,490,000美元；(iii) 可換股票據(負債部分)約2,570,000美元；(iv) 長期及短期股東貸款約10,870,000美元；(v) 長期及短期租賃負債約540,000美元；及(vi) 長期及短期銀行借貸約31,000美元。

策略計劃

董事會及本公司高級管理層在本公司之策略發展及規劃過程中擔當積極角色。行政總裁與董事會定期就本公司策略計劃及方向進行互動，並透過互動為本公司定出一個各方同意之方向，締造及保存其長遠價值，同時協定短期之優先次序及目標。此外，與本公司現有營運及策略有關之風險目前正透過一名獨立服務供應商進行之內部審核程序作出測試，旨在識別本公司可更好識別及管理其風險之方法。

為締造或保存長遠價值，本集團承諾：

- 出售非核心資產及投資，可讓本公司尋求於生命科學領域之增長及投資機會；
- 利用國際及當地專家處理棘手市場、創造佳績及獲得全球認可；及

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

- employing the Company's Hong Kong listing through strong liquidity and access to international capital markets, together with maintaining our corporate governance and social responsibility standards in line with the policies set down by the Stock Exchange and best practice.
- 利用本公司之香港上市地位以強大之流動資金及進入國際資本市場，並按照聯交所制定之政策及最佳慣例維持企業管治及社會責任標準等方式。

The Company is committed to creating shareholder value and returns through accretive acquisitions and returning surplus capital to shareholders by way of an effective dividend policy and share repurchase programme.

本公司致力於透過增值收購及以有效股息政策及股份購回計劃向股東退還盈餘股本之方式締造股東價值及回報。

FUNDING

As at 30 June 2022, the Group had approximately US\$0.22 million in cash that represented 1.14% of its total shareholders' equity, which does not take into account the Group's holding of securities of FAFVPL that amounted to approximately US\$3.27 million.

資金

於二零二二年六月三十日，本集團持有現金約220,000美元，佔股東權益總額1.14%，當中並未計算本集團持有價值約3,270,000美元之透過損益賬按公允價值處理之金融資產之證券。

GEARING RATIO

As at 30 June 2022, the gearing ratio (being long-term debts over total equity and long-term debts) was approximately 13.55% (31 December 2021: 16.36%).

資本負債比率

於二零二二年六月三十日，資本負債比率(即長期債務除以總權益加長期債務總和之比率)約為13.55%(二零二一年十二月三十一日：16.36%)。

MANAGEMENT OF RISK

The most significant risks affecting the profitability and viability in respect of the Group is the Group's interest in Plethora and the continued success and revenue derived from its listed equity portfolio.

風險管理

對本集團之盈利能力與發展能力造成最深遠影響之風險是本集團於Plethora之權益以及上市股權組合之持續成功及產生的收益。

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 June 2022.

或然負債

本集團於二零二二年六月三十日並無重大或然負債。

SIGNIFICANT INVESTMENTS

As at 30 June 2022, the Group did not have any significant investment in equity interest in any other companies and did not own any properties (31 December 2021: nil).

重大投資

於二零二二年六月三十日，本集團並無於任何其他公司擁有任何重大股權投資，亦無擁有任何物業(二零二一年十二月三十一日：無)。

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE GROUP'S PERFORMANCE

管理層對本集團業績之討論及分析

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

The Group did not have any material acquisition or disposal of subsidiary during the six months ended 30 June 2022.

MATERIAL CHANGES FOR THE INTERIM PERIOD

Saved as disclosed in this 2022 Interim Report, there were no significant changes in the Group's financial position and from the information disclosed under "Review and Prospects" and "Management's Discussion and Analysis of the Group's Performance" of the 2022 Interim Report.

EVENTS AFTER REPORTING DATE

Please refer to note 24 to the interim financial report of the 2022 Interim Report for details of events after the reporting date.

EMPLOYEES

The Group, including subsidiaries but excluding an associate, employed 18 employees and 10 consultants as at 30 June 2022 (2021: 18 employees and 14 consultants). The remuneration policy is to reward key employees by a combination of salaries, profit related discretionary bonuses and share options, where appropriate. For employees below Board level, remuneration will be determined by the Director(s) responsible for the division whilst, for Directors, remuneration is determined by the Remuneration Committee. In all cases, profit related discretionary bonuses and grants of share options will be agreed by the Remuneration Committee.

重大收購及出售附屬公司

於截至二零二二年六月三十日止六個月期間，本集團概無進行任何附屬公司的重大收購或出售。

中期的重大變動

除本二零二二年中期報告所披露者外，本集團之財務狀況及於二零二二年中期報告中「回顧及展望」及「管理層對本集團業績之討論及分析」所披露之資料概無重大變動。

報告日後事項

有關報告日後事項的詳情，請參閱二零二二年中期報告之中期財務報告附註24。

僱員

本集團(包括附屬公司，但不包括聯營公司)於二零二二年六月三十日共有18名僱員及10名顧問(二零二一年：18名僱員及14名顧問)。薪酬政策乃向主要僱員發放包含薪金、溢利相關之酌情花紅及購股權(如適用)之薪酬待遇。董事會級別以下之僱員，其薪酬由負責有關部門之董事釐定，而董事之酬金則由薪酬委員會釐定。在任何情況下，溢利相關之酌情花紅及授出購股權須獲薪酬委員會同意。

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
		US\$'000 千美元	US\$'000 千美元
	Notes 附註		
Revenue:	收益：		
Milestone and royalty income	里程碑及專利使用費收入	13	3,274
Other income	其他收入	75	469
		88	3,743
Exchange (losses)/gains, net	淨匯兌(虧損)/收益	(464)	54
Fair value (loss)/gain on financial instruments	金融工具公允價值(虧損)/收益	(5,043)	15,240
Total income and fair value (loss)/gain on financial instruments	總收入及金融工具公允價值(虧損)/收益	(5,419)	19,037
Expenses:	支出：		
Employee benefit expenses	僱員福利費用	(1,723)	(2,882)
Rental and office expenses	租金及辦公室費用	(293)	(300)
Information and technology expenses	資訊及科技費用	(81)	(82)
Marketing costs	市場推廣費用	(4)	(42)
Professional and consulting fees	專業及諮詢費用	(266)	(240)
Research and development expenses	研發開支	(603)	(1,597)
Amortisation of intangible assets	無形資產攤銷	(12,341)	(11,151)
Other operating expenses	其他營運支出	(40)	(240)
Operating (loss)/profit	營運(虧損)/溢利	(20,770)	2,503
Finance costs	融資成本	(580)	(645)
(Loss)/profit before taxation	除稅前(虧損)/溢利	(21,350)	1,858
Tax credit	稅項抵免	1,288	803
(Loss)/profit for the period	本期間(虧損)/溢利	(20,062)	2,661

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
		US\$'000 千美元	US\$'000 千美元
Notes 附註			
Other comprehensive income	其他全面收入		
Item that will not be reclassified subsequently to profit or loss:	其後不會重新分類至損益之項目：		
Change in fair value of financial assets at fair value through other comprehensive income	按公允價值計入其他全面收入之金融資產之公允價值變動	—	166
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Exchange gains on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益	426	25
Other comprehensive income for the period, before and net of tax	本期間其他全面收入，扣除稅項前及後	426	191
Total comprehensive income for the period	本期間全面收入總額	(19,636)	2,852
(Loss)/profit for the period attributable to:	以下應佔本期間(虧損)/溢利：		
Shareholders of the Company	本公司股東	(20,062)	2,661
Total comprehensive income attributable to:	以下應佔全面收入總額：		
Shareholders of the Company	本公司股東	(19,636)	2,852
(Loss)/earnings per share attributable to shareholders of the Company during the period	本公司股東應佔本期間之每股(虧損)/盈利	7	
		US cent 美仙	US cent 美仙
– Basic	– 基本	(0.836)	0.111
– Diluted	– 攤薄	(0.836)	0.110
		HK cents 港仙	HK cent 港仙
– Basic	– 基本	(6.542)	0.862
– Diluted	– 攤薄	(6.542)	0.854

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2022 於二零二二年六月三十日

			(Unaudited) (未經審核)	(Audited) (經審核)
			30 June 2022	31 December 2021
			二零二二年 六月三十日	二零二一年 十二月三十一日
		Notes 附註	US\$'000 千美元	US\$'000 千美元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Goodwill	商譽		—	—
Property, plant and equipment	物業、廠房及設備	8	544	784
Intangible assets	無形資產	9	36,312	48,654
Interest in an associate	於一間聯營公司之權益		1	1
Financial assets at fair value through other comprehensive income	按公允價值計入其他 全面收入之金融資產		—	—
			36,857	49,439
Current assets	流動資產			
Financial assets at fair value through profit or loss	透過損益賬按公允價值 處理之金融資產		3,269	10,514
Trade receivables	應收貿易賬款	10	2	—
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項		567	461
Derivative financial instruments	衍生金融工具		511	1,202
Cash and bank balances	現金及銀行結餘	21	220	613
			4,569	12,790
Current liabilities	流動負債			
Trade payables, deposits received, accruals and other payables	應付貿易賬款、 已收按金、應計賬款及 其他應付款項	11	(4,485)	(4,496)
Bank borrowings	銀行借貸	14	(8)	(9)
Convertible notes	可換股票據	15	(2,566)	(2,338)
Shareholder's loans	股東貸款	16	(7,923)	(3,597)
Lease liabilities	租賃負債		(498)	(483)
			(15,480)	(10,923)
Net current (liabilities)/assets	流動(負債)/資產淨值		(10,911)	1,867
Total assets less current liabilities	資產總值減流動負債		25,946	51,306

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2022 於二零二二年六月三十日

			(Unaudited) (未經審核)	(Audited) (經審核)
			30 June 2022	31 December 2021
			二零二二年 六月三十日	二零二一年 十二月三十一日
		Notes 附註	US\$'000 千美元	US\$'000 千美元
Non-current liabilities	非流動負債			
Bank borrowings	銀行借貸	14	(23)	(29)
Lease liabilities	租賃負債		(46)	(301)
Shareholder's loans	股東貸款	16	(2,950)	(7,253)
Deferred tax liabilities	遞延稅項負債		(3,666)	(4,954)
			(6,685)	(12,537)
NET ASSETS	資產淨值		19,261	38,769
EQUITY	權益			
Capital and reserves attributable to shareholders of the Company	本公司股東應佔資本及儲備			
Share capital	股本	13	23,994	23,994
Reserves	儲備		(4,733)	14,775
TOTAL EQUITY	權益總額		19,261	38,769
NAV per share:	每股資產淨值：			
– US cents	– 美仙		0.80	1.62
– HK cents	– 港仙		6.28	12.60

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		Equity attributable to shareholders of the Company 本公司股東應佔權益									
		Share capital	Accumulated losses*	Share premium*	Convertible notes equity reserve*	Investment revaluation reserve*	Share-based payment reserve*	Capital redemption reserve*	Statutory and other reserves*	Foreign currency exchange reserve*	Total equity
		股本	累計虧損*	股份溢價*	可換股票據權益儲備*	投資重估儲備*	為基礎的付款儲備*	股本贖回儲備*	法定及其他儲備*	外幣匯兌儲備*	權益總額
2022		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
二零二二年		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
At 1 January 2022	於二零二二年一月一日	23,994	(291,716)	294,326	1,092	(1,500)	617	8,228	215	3,513	38,769
Loss for the period	期內虧損	–	(20,062)	–	–	–	–	–	–	–	(20,062)
Other comprehensive income	其他全面收入										
Foreign currency translation adjustment	外幣換算調整	–	–	–	–	–	–	–	–	426	426
Total comprehensive income for the period	期內全面收入總額	–	(20,062)	–	–	–	–	–	–	426	(19,636)
Equity settled share-based payment transactions (note 23)	以權益結算的股份付款(附註23)	–	–	–	–	–	128	–	–	–	128
Share options lapsed	購股權失效	–	68	–	–	–	(68)	–	–	–	–
		–	68	–	–	–	60	–	–	–	128
At 30 June 2022	於二零二二年六月三十日	23,994	(311,710)	294,326	1,092	(1,500)	677	8,228	215	3,939	19,261

* As at 30 June 2022, the total of these reserves amount to a deficit of US\$4,733,000 (31 December 2021: a surplus of approximately US\$14,775,000).

* 於二零二二年六月三十日，該等儲備金額合共虧損約4,733,000美元(二零二一年十二月三十一日：盈餘約14,775,000美元)。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		Equity attributable to shareholders of the Company 本公司股東應佔權益									
		Share capital	Accumulated losses*	Share premium*	Convertible notes equity reserve*	Investment revaluation reserve*	Share-based payment reserve*	Capital redemption reserve*	Statutory and other reserves*	Foreign currency exchange reserve*	Total equity
		股本	累計虧損*	股份溢價*	可換股票據權益儲備*	投資重估儲備*	為基礎的付款儲備*	股本贖回儲備*	法定及其他儲備*	外幣匯兌儲備*	權益總額
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
At 31 December 2020,	於二零二零年十二月三十一日										
as previously reported	(如先前所呈報)	23,994	(276,818)	292,061	1,092	(1,707)	95	8,228	215	3,145	50,305
Reallocation*	重新分配*	—	(2,265)	2,265	—	—	—	—	—	—	—
Restated balance at 1 January 2021	於二零二一年一月一日的重列餘額	23,994	(279,083)	294,326	1,092	(1,707)	95	8,228	215	3,145	50,305
Profit for the period	本期間溢利	—	2,661	—	—	—	—	—	—	—	2,661
Other comprehensive income	其他全面收入										
Foreign currency translation adjustment	外幣換算調整	—	—	—	—	—	—	—	—	25	25
Change in fair value of financial assets at fair value through other comprehensive income (note)	按公允價值計入其他全面收入的金融資產之公允價值變動(附註)	—	—	—	—	166	—	—	—	—	166
Total comprehensive income for the period	本期間全面收入總額	—	2,661	—	—	166	—	—	—	25	2,852
Equity settled share-based payment transactions (note 23)	以權益結算的股份付款交易(附註 23)	—	—	—	—	—	302	—	—	—	302
Share options lapsed	購股權失效	—	6	—	—	—	(6)	—	—	—	—
Transfer of cumulative loss on disposal of equity investment at fair value through other comprehensive income (note)	轉撥出售按公允價值計入其他全面收入之股本投資之累計虧損(附註)	—	(41)	—	—	41	—	—	—	—	—
		—	(35)	—	—	41	296	—	—	—	302
At 30 June 2021	於二零二一年六月三十日	23,994	(276,457)	294,326	1,092	(1,500)	391	8,228	215	3,170	53,459

Note:

During the six months ended 30 June 2021, the Group sold its equity interest in one of its listed securities with a FV of approximately US\$166,000 for a cash consideration of approximately US\$166,000, as the Directors considered it was non-core and it would continue focusing on investing in operating businesses that had a potential to generate near term cashflow in the Biopharma sector and accordingly, disposed of this investment. The cumulative losses of approximately US\$41,000 was recognised under other comprehensive income, which was transferred to accumulated losses.

Reallocation arising from error in calculation of profit on disposal of subsidiaries in a prior period (occurred before 1997). Goodwill relating to these subsidiaries, which was offset against share premium at the time, was not included in calculation of gain on disposal of these subsidiaries in error.

附註：

截至二零二一年六月三十日止六個月，本集團以現金代價約166,000美元出售其於一隻上市證券的股權，其公允價值約為166,000美元，原因為董事認為其並非核心業務及其將繼續專注於投資於在生物製藥領域有潛力產生短期現金流量的經營業務，因此出售該投資。累計虧損約41,000美元於其他全面收入確認，並轉撥至累計虧損。

計算於過往期間(一九九七年前發生)出售附屬公司的溢利的錯誤產生的重新分配。有關該等附屬公司的商譽(對銷當時的股份溢價)並未計入錯誤計算出售該等附屬公司的收益。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
		US\$'000 千美元	US\$'000 千美元
	Notes 附註		
Cash flows from operating activities:	經營活動之現金流量：		
(Loss)/profit before taxation	除所得稅前(虧損)/溢利	(21,350)	1,858
Adjustments for:	就下列各項作出調整：		
Amortisation of intangible assets	無形資產攤銷	12,341	11,151
Unrealised loss/(gain) on derivative financial instruments	衍生金融工具之未變現虧損/(收益)	691	(3,046)
Unrealised loss/(gain) on financial assets at fair value through profit or loss	透過損益賬按公允價值處理之金融資產之未變現虧損/(收益)	3,355	(12,175)
Finance costs	融資成本	580	645
Equity-settled share-based payment expenses to employees	向僱員作出以權益結算以股份為基礎之付款交易	118	302
Equity-settled share-based payment expenses to consultants	向顧問作出以權益結算以股份為基礎之付款交易	10	—
Decrease/(increase) in financial assets at fair value through profit or loss	透過損益賬按公允價值處理之金融資產減少/(增加)	2,893	(95)
Other net changes in working capital	其他營運資本變動淨額	923	862
Cash used in operations	經營所用現金	(439)	(498)
Income tax paid	已付所得稅	—	(320)
Net cash used in operating activities	經營活動所用現金淨額	(439)	(818)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年	2021 二零二一年
		US\$'000 千美元	US\$'000 千美元
Notes 附註			
Cash flows from investing activities:	投資活動之現金流量：		
Purchase of property, plant and equipment	購入物業、廠房及設備	(8)	(22)
8			
Proceeds from disposal of financial assets at fair value through other comprehensive income	出售透過其他全面收入按公允價值處理之金融資產所得款項	—	166
Net cash (used in)/generated from investing activities	投資活動(所用)/所得之現金淨額	(8)	144
Cash flows from financing activities:	融資活動之現金流量：		
Repayment of bank borrowings	償還銀行借貸	(7)	(1)
Interest paid on Convertible notes	已付可換股票據之利息	(106)	(254)
Principal element of lease payments	租賃款項之本金部分	(236)	(222)
Interest element of lease payments	租賃款項之利息部分	(24)	(40)
Net cash used in financing activities	融資活動所用之現金淨額	(373)	(517)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(820)	(1,191)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等價物	613	2,699
Effect of foreign currency fluctuations	外幣波動之影響	427	(68)
Cash and cash equivalents at the end of the period	期終之現金及現金等價物	220	1,440
Analysis of balances of cash and cash equivalents:	現金及現金等價物結餘之分析：		
Cash and bank balances	現金及銀行結餘	220	1,440
21			

Note: The interest paid on bank borrowings for the six months ended 30 June 2022 is less than US\$1,000 (2021: less than US\$1,000).

附註：截至二零二二年六月三十日止六個月已付銀行借貸之利息少於1,000美元(二零二一年：少於1,000美元)。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands with limited liability. Its registered office is at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The Company's shares are listed on the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange.

The Company is engaged in investment holding, and the principal activities of the Group consist of investments in biopharma companies and other corporate investments.

The interim financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Listing Rules and HKAS 34 "Interim Financial Reporting" issued by the HKICPA. The interim financial statements were authorised for issue on 30 August 2022.

The accounting policies used in the preparation of the interim financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2021, except for the adoption of the HKFRS(s) (which include individual HKFRSs, HKASs and interpretations) effective for the first time for periods beginning on or after 1 January 2022 as disclosed in note 2 to the interim financial statements.

The interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2021.

1. 一般資料及編製基準

本公司於開曼群島註冊成立為有限責任公司，其註冊辦事處位於P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。本公司之股份於聯交所上市，亦於法蘭克福證券交易所公開市場(Freiverkehr)買賣。

本公司從事投資控股，而本集團之主要業務則包括投資於生物醫藥公司及其他企業。

中期財務報表已根據上市規則附錄十六之適用披露規定，以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」編製。中期財務報表已於二零二二年八月三十日獲授權刊發。

編製中期財務報表所使用之會計政策與截至二零二一年十二月三十一日止年度之年度財務報表所使用者一致，惟中期財務報表附註2所披露之採納於二零二二年一月一日或之後期間首次生效的香港財務報告準則(包括個別香港財務報告準則、香港會計準則及詮釋)除外。

中期財務報表並不包括年度財務報表所須呈報之全部資料及披露，應與本集團截至二零二一年十二月三十一日止年度之年度財務報表一併閱讀。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

1. GENERAL INFORMATION AND BASIS OF PREPARATION (CONTINUED)

In preparing the interim financial statements, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those applied to its 2021 annual financial statements.

The Group has incurred a loss of approximately US\$20,062,000 for the six months ended 30 June 2022 and, as of that date, its current liabilities exceeded its current assets by approximately US\$10,911,000. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

In assessing the Group's ability to continue as a going concern, the Company has prepared a cash flow projection covering a period of 15 months from the end of the reporting period, which included the following key considerations:

- (i) partial or full disposal of the Group's interest in DVP;
- (ii) planning to raise new capital by carrying out fund raising activities;
- (iii) an undertaking of the substantial shareholder to defer repayment of shareholder's loans until the Group is in a position to meet all its obligations; and
- (iv) A shareholder's loan agreement with a principal amount of US\$2.52 million was entered into on 18 August 2022. The loan was unsecured, interest bearing at 5.50% per annum and repayable on the date falling six months after the date of the agreement.

1. 一般資料及編製基準(續)

在編製中期財務報表時，管理層於應用本集團會計政策時所作出的重大判斷以及估計不確定因素的主要來源應與其二零二一年年度財務報表所應用者相同。

截至二零二二年六月三十日止六個月本集團已產生虧損約20,062,000美元，截至該日期，其流動負債超過其流動資產約10,911,000美元。該等情況顯示存在重大不確定因素，可能對本集團持續經營的能力構成重大不確定性，因此，本集團可能無法於日常業務過程中變現其資產並償還其負債。

於評估本集團持續經營之能力時，本公司已編製涵蓋自報告期末起計15個月期間之現金流量預測，當中已考慮以下關鍵因素：

- (i) 出售本集團於DVP的部分或全部權益；
- (ii) 計劃透過開展籌資活動獲得新進資本；
- (iii) 主要股東承諾延遲償還股東貸款，直至本集團能夠履行其所有義務；及
- (iv) 於二零二二年八月十八日訂立本金為2,520,000美元的股東貸款協議。該貸款為無抵押、按年利率5.50%計息並須於協議日期後六個月屆滿當日償還。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

1. GENERAL INFORMATION AND BASIS OF PREPARATION (CONTINUED)

Having regard to the cash flow projection referred to above, the Directors are of the opinion that the Group will have sufficient working capital to finance its operations and to meet its financial obligations for at least the next twelve months from the end of the reporting period notwithstanding that the above events or conditions indicate that a material uncertainty exists that may cast significant doubt about the Group's ability to continue as a going concern and, therefore, it may be unable to realise its assets and discharge its liabilities in the normal course of business.

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to reclassify all non-current assets and non-current liabilities as current assets and current liabilities respectively, to reduce the carrying amounts of assets to their estimated net realisable amounts, and to provide for any further liabilities which may arise. The effect of these potential adjustments has not been reflected in the interim financial statements.

1. 一般資料及編製基準(續)

考慮到上述現金流量預測，董事會認為本集團將會有足夠的營運資金撥付營運，並應付自報告期末起計未來至少十二個月的財務責任，儘管上述事件或情況顯示存在重大不確定性，可能令人對本集團持續經營之能力產生重大疑慮，因此令人懷疑本集團未必能夠在日常業務過程中變現其資產並償還其負債。

倘本集團無法持續經營業務，則必須作出調整以將所有非流動資產及非流動負債分別重新分類為流動資產及流動負債，以將資產賬面值減至其估計可變現淨值，並就可能產生之任何其他負債計提撥備。該等潛在調整之影響尚未於中期財務報表中反映。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

2. ADOPTION OF NEW OR REVISED HKFRSS

In the current period, the Group has applied for the first time the following amendments to HKFRSs issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 January 2022:

Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Annual improvements to HKFRSs 2018-2020	

Amendments to HKAS 37, Onerous Contracts – Cost of Fulfilling a Contract

The amendments specify that the “cost of fulfilling” a contract comprises the “costs that relate directly to the contract”. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (e.g. direct labour and materials) or an allocation of other costs that relate directly to fulfilling contracts (e.g. the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

Amendments to HKFRS 3, Reference to the Conceptual Framework

The amendments update HKFRS 3 so that it refers to the revised Conceptual Framework for Financial Reporting 2018 instead of the version issued in 2010. The amendments add to HKFRS 3 a requirement that, for obligations within the scope of HKAS 37, an acquirer applies HKAS 37 to determine whether at the acquisition date a present obligation exists as a result of past events. For a levy that would be within the scope of HK(IFRIC)-Int 21 Levies, the acquirer applies HK(IFRIC)-Int 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. The amendments also add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

2. 採納新訂或經修訂香港財務報告準則

本集團於本期間已首次採用以下由香港會計師公會頒佈，並有關本集團之財務報表及於二零二二年一月一日開始之年度生效之香港財務報告準則(修訂本)：

香港會計準則第37號(修訂本)	有價合約 – 履行合約成本
香港財務報告準則第3號(修訂本)	概念框架之提述
香港財務報告準則二零一八年至二零二零年之年度改進	

香港會計準則第37號(修訂本) – 有價合約 – 履行合約成本

修訂本規定，「合約的履行成本」包括「與合約直接相關的成本」。直接與合約有關的成本可以為履行該合約的增量成本(例如直接勞工及材料)或與履行合約直接有關的其他成本的分配(例如分配履行合約所使用的物業、廠房及設備的折舊費用)。

香港財務報告準則第3號(修訂本) – 概念框架之提述

該等修訂更新了香港財務報告準則第3號，使其參考經修訂的二零一八年財務報告概念框架而非二零一零年頒佈的版本。該等修訂在香港財務報告準則第3號中加入一項規定，即就香港會計準則第37號範圍內的義務而言，收購方應用香港會計準則第37號釐定於收購日期是否因過往事件而存在現有義務。對於香港(國際財務報告詮釋委員會) – 詮釋第21號徵款範圍內的徵款，收購方應用香港(國際財務報告詮釋委員會) – 詮釋第21號以釐定導致支付徵款責任的責任事件是否已於收購日期發生。該等修訂亦增加一項明確的聲明，即收購人不會確認在業務合併中收購的或有資產。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

2. ADOPTION OF NEW OR REVISED HKFRSS

(CONTINUED)

Annual Improvements to HKFRSs 2018-2020

The annual improvements amends a number of standards, including:

- HKFRS 1, First-time Adoption of Hong Kong Financial Reporting Standards, which permits a subsidiary that applies paragraph D16(a) of HKFRS 1 to measure cumulative translation differences using the amounts reported by its parent, based on the parent's date of transition to HKFRSs.
- HKFRS 9, Financial Instruments, which clarifies the fees included in the "10 per cent" test in paragraph B3.3.6 of HKFRS 9 in assessing whether to derecognise a financial liability, explaining that only fees paid or received between the entity and the lender, including fees paid or received by either the entity or the lender on other's behalf are included.
- HKFRS 16, Leases, which amends Illustrative Example 13 to remove the illustration of reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives are illustrated in that example.

The adoption of the amendments did not have any significant impact on the financial performance and financial position of the Group.

2. 採納新訂或經修訂香港財務報告準則(續)

香港財務報告準則二零一八年至二零二零年之年度改進

年度改進修訂多項準則，包括：

- 香港財務報告準則第1號，首次採納香港財務報告準則，允許應用香港財務報告準則第1號第D16(a)段的附屬公司根據母公司過渡至香港財務報告準則的日期，使用其母公司報告的金額計量累計匯兌差額。
- 香港財務報告準則第9號，金融工具，澄清香港財務報告準則第9號第B3.3.6段在評估是否終止確認金融負債時「10%」測試所包括的費用，並解釋只有實體與放款人之間支付或收取的費用，包括實體或放款人代表他人支付或收取的費用才包括在內。
- 香港財務報告準則第16號，租賃，其中修訂示例13，刪除出租人償還租賃資產改進費用的說明，以解決因該示例中如何說明租賃獎勵而可能引起的關於租賃獎勵處理的任何潛在混淆。

採納該等修訂並無對本集團的財務業績及財務狀況造成任何重大影響。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

2. ADOPTION OF NEW OR REVISED HKFRSS

(CONTINUED)

At the date of authorisation of these financial statements, the following new or revised HKFRSSs potentially relevant to the Group's financial statements, that have been published but are not yet effective and have not been adopted by the Group:

Amendments to HKAS 1 and HK Interpretation 5 (2020)	Classification of Liabilities as Current or Non-current and Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ¹
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²

¹ Effective for annual periods beginning on or after 1 January 2023.

² The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

2. 採納新訂或經修訂香港財務報告準則 (續)

於此等財務報表授權日期，以下可能與本集團財務報表有關之若干新訂或經修訂香港財務報告準則已刊發但尚未生效，本集團亦無採納：

香港會計準則第1號及香港詮釋第5號(二零二零年)(修訂本)	流動或非流動負債分類及財務報表的呈列－借入人對包含按要求償還條款的定期貸款的分類的修訂 ¹
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策之披露 ¹
香港會計準則第8號(修訂本)	會計估計之定義 ¹
香港會計準則第12號(修訂本)	與單一交易產生的資產及負債相關的遞延稅項 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ²

¹ 於二零二三年一月一日或之後開始之年度期間生效。

² 該等修訂本應適用於在待定期限或之後開始的年度期間發生的資產出售或注資。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

2. ADOPTION OF NEW OR REVISED HKFRSS

(CONTINUED)

Amendments to HKAS 1, Classification of Liabilities as Current or Non-current and HK Interpretation 5 (2020), Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

The amendments clarify that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period, specify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and explain that rights are in existence if covenants are complied with at the end of the reporting period. The amendments also introduce a definition of “settlement” to make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

HK Interpretation 5 (2020) was revised as a consequence of the Amendments to HKAS 1 issued in August 2020. The revision to HK Interpretation 5 (2020) updates the wordings in the interpretation to align with the Amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies

The amendments to Disclosure of Accounting Policies were issued following feedback that more guidance was needed to help companies decide what accounting policy information should be disclosed. The amendments to HKAS 1 require companies to disclose their material accounting policy information rather than their significant accounting policies. The amendments to HKFRS Practice Statement 2 provide guidance on how to apply the concept of materiality to accounting policy disclosures.

2. 採納新訂或經修訂香港財務報告準則 (續)

香港會計準則第1號－流動或非流動負債分類及香港詮釋第5號(二零二零年)(修訂本)－財務報表的呈列－借款人對包含按要求償還條款的定期貸款的分類的修訂

該等修訂闡明，將負債分類為流動或非流動是基於報告期末存在的權利，並明確指出，分類不受有關實體是否會行使其延遲清償負債的權利的預期影響，並解釋若於報告期末遵守契諾，則權利即告存在。該等修訂亦引入「結算」的定義，以明確結算是指將現金、股權工具、其他資產或服務轉移至交易方。

香港詮釋第5號(二零二零年)已因二零二零年八月頒佈的香港會計準則第1號修訂而作出修訂。香港詮釋第5號(二零二零年)的修訂更新了詮釋中的措辭，以與香港會計準則第1號的修訂一致，惟結論並無改變，亦不會改變現有規定。

香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)－會計政策之披露

緊隨反饋指出需要更多指引以幫助公司釐定應披露會計政策資料後，會計政策披露的修訂本已予頒佈。香港會計準則第1號(修訂本)要求公司披露其主要會計政策資料，而非其重大會計政策。香港財務報告準則實務報告第2號(修訂本)就重要性概念應用於會計政策披露的方式提供指引。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

2. ADOPTION OF NEW OR REVISED HKFRSS

(CONTINUED)

Amendments to HKAS 8, Definition of Accounting Estimates

The amendments introduce a new definition for accounting estimates: clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty.

The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy.

Amendments to HKAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences.

Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in the profit or losses resulting from remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in the profit or loss only to extent of the unrelated investors' interests in new associate or joint venture.

The Directors do not anticipate that the application of the above new or amendments to standards in the future will have a material impact on the Group's financial statements.

2. 採納新訂或經修訂香港財務報告準則(續)

香港會計準則第8號(修訂本) – 會計估計之定義

該等修訂引入會計估計之新定義：闡明彼等為財務報表中受計量不確定性影響之貨幣金額。

該等修訂亦闡明會計政策與會計估計之間的關係，訂明公司為實現會計政策所載之目標而制定會計估計。

香港會計準則第12號(修訂本) – 與單一交易產生的資產及負債相關的遞延稅項

該等修訂收窄初始確認豁免的範圍，使其不再適用於產生相等及可扣稅暫時差額的交易。

香港財務報告準則第10號及香港會計準則第28號(修訂本) – 投資者與其聯營公司或合營企業之間的資產出售或注資

該等修訂闡明投資者與其聯營公司或合營企業之間出售或注資的情況。當與採用權益法入賬的聯營企業或合營企業進行交易時，因喪失對不包含業務的附屬公司的控制權而產生的任何收益或虧損在損益中確認。將任何前附屬公司(已成為聯營公司或合營企業)的保留權益按公允價值重新計量所產生的任何收益或虧損，僅以非關聯投資者於新聯營公司或合營企業的權益為限在損益中確認。

董事預期未來應用上述新訂或經修訂準則不會對本集團的財務報表造成重大影響。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

Revenue of the Group consists of milestone and royalty income and other income. An analysis of the Group's revenue for the period is as follows:

3. 收益及分部資料

本集團之收益包括里程碑及專利使用費收入以及其他收入。期內本集團之收益分析如下：

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 US\$'000 千美元	2021 二零二一年 US\$'000 千美元
Milestone and royalty income	里程碑及專利使用費收入	13	3,274
Other income	其他收入		
Over-provision of interest on tax payable (note (a))	應付稅項利息之超額撥備(附註(a))	—	379
Over-provision of long-service payment	長期服務金超額撥備	59	80
Government grants (note (b))	政府補助(附註(b))	15	8
Sundry income	雜項收入	1	2
		75	469
		88	3,743

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

(CONTINUED)

Notes:

- (a) As announced on 18 March 2019, the Company entered into a settlement agreement with the ATO in respect of a dispute arising from the capital gains tax payable on the disposal in 2013 of an investment in BC Iron Limited by the Group for an amount of A\$9.50 million (or approximately US\$6.67 million), payable within 90 days of the date of the settlement agreement.

On 3 May 2021, the ATO confirmed acceptance of A\$5 million (or approximately US\$3.75 million) as full and final payment of the outstanding tax debts. Therefore, the Company reversed an over-provided interest expenses of approximately of A\$491,000 (or approximately US\$379,000), which was booked as other income, for the six months ended 30 June 2021.

- (b) During the six months ended 30 June 2022, a Hong Kong government grant of approximately US\$15,000 was received by the Group under the "Employment Support Scheme" launched from the "Anti-epidemic Fund".

During the six months ended 30 June 2021, a UK government grant of GBP 6,000 (or approximately US\$8,000) was received by the Group as financial support to its wholly-owned UK based subsidiary during COVID-19.

There were no unfulfilled conditions relating to the grants.

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the CEO for his decision about resources allocation to the Group's business components and for his review of the performance of those components. The business components in the internal financial information reported to the CEO are determined following the Group's major product and service lines.

3. 收益及分部資料(續)

附註：

- (a) 誠如二零一九年三月十八日所公佈，本公司與澳洲稅務局就因於二零一三年出售於BC Iron Limited之投資而產生應付資本收益稅項之糾紛而訂立和解協議，涉及金額為9,500,000澳元(或約6,670,000美元)，須於和解協議日期起計90日內支付。

於二零二一年五月三日，澳洲稅務局確認接受5,000,000澳元(或約3,750,000美元)作為未償還稅項債務的全數付款及最終付款。因此，本公司撥回利息開支超額撥備約491,000澳元(或約379,000美元)，於截至二零二一年六月三十日止六個月入賬列為其他收入。

- (b) 截至二零二二年六月三十日止六個月，本集團根據「防疫抗疫基金」推出的「保就業計劃」收到香港政府補助約15,000美元。

截至二零二一年六月三十日止六個月，本集團收到英國政府補助6,000英鎊(或約8,000美元)，作為2019新型冠狀病毒病期間對其英國全資附屬公司的財務支持。

概無有關補助的未達成條件。

本集團已根據定期呈報予行政總裁之內部財務資料識別經營分部及編製分部資料，以供其根據該等內部財務資料決定本集團各業務組成部分之資源分配並審閱該等組成部分之表現。內部呈報予行政總裁之財務資料之業務組成部分乃根據本集團之主要產品及服務類別而釐定。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

(CONTINUED)

For management purpose, the Group's two product and service lines are identified as operating segments as follows:

Biopharma : Research, development, manufacturing, marketing and sale of pharmaceutical products and development of AI systems for the field of biological aging clocks

Corporate Investment : Investment in corporate entities, both listed and unlisted

These operating segments are monitored and strategic decisions are made on the basis of segment operating results. There were no sales between the reportable segments.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except that:

- tax credit

is not included in arriving at the operating results of the operating segment.

Segment assets include all assets except for interest in an associate.

Segment liabilities exclude Convertible notes, shareholder's loans and deferred tax liabilities.

3. 收益及分部資料(續)

就管理而言，本集團兩項產品及服務已劃分為以下經營分部：

生物醫藥 : 研究、開發、製造、推廣及銷售生物醫藥產品以及衰老生物時鐘領域之人工智能系統

企業投資 : 投資於公司企業(上市及非上市)

有關經營分部受到監督，根據經營分部業績作出策略決定。可呈報分部之間並無銷售。

本集團根據香港財務報告準則第8號呈報分部業績所採用之計量政策與其根據香港財務報告準則編製之財務報表所用者相同，惟計算經營分部之經營業績時未計入以下內容：

- 稅項抵免

分部資產包括所有資產，但不包括於一間聯營公司之權益。

分部負債不包括可換股票據、股東貸款及遞延稅項負債。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

(CONTINUED)

Information regarding the Group's reportable segments is set out below:

For the six months ended 30 June 2022

		(Unaudited) (未經審核)		
		Biopharma	Corporate Investment	Total
		生物醫藥	企業投資	總計
		US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元
Revenue from external customers	來自外銷客戶之收益	13	—	13
Segment results and consolidated loss before tax credit	分部業績及除稅項抵免前之綜合虧損	(13,172)	(8,178)	(21,350)

As at 30 June 2022

於二零二二年六月三十日

		(Unaudited) (未經審核)		
		Biopharma	Corporate Investment	Total
		生物醫藥	企業投資	總計
		US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元
Segment assets	分部資產	36,531	4,894	41,425
Interest in an associate	於一間聯營公司之權益			1
Total assets	資產總值			41,426
Segment liabilities	分部負債	(280)	(4,780)	(5,060)
Convertible notes	可換股票據			(2,566)
Shareholder's loans	股東貸款			(10,873)
Deferred tax liabilities	遞延稅項負債			(3,666)
Total liabilities	負債總額			(22,165)

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

(CONTINUED)

For the six months ended 30 June 2021

		(Unaudited) (未經審核)		
		Biopharma	Corporate Investment	Total
		生物醫藥	企業投資	總計
		US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元
Revenue from external customers	來自外銷客戶之收益	3,274	—	3,274
Segment results and consolidated (loss)/profit before tax credit	分部業績及除稅項抵免前之綜合(虧損)/溢利	(9,917)	11,775	1,858

截至二零二一年六月三十日止六個月

As at 31 December 2021

於二零二一年十二月三十一日

		(Audited) (經審核)		
		Biopharma	Corporate Investment	Total
		生物醫藥	企業投資	總計
		US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元
Segment assets	分部資產	49,013	13,215	62,228
Interest in an associate	於一間聯營公司之權益			1
Total assets	資產總值			62,229
Segment liabilities	分部負債	(482)	(4,836)	(5,318)
Convertible notes	可換股票據			(2,338)
Shareholder's loans	股東貸款			(10,850)
Deferred tax liabilities	遞延稅項負債			(4,954)
Total liabilities	負債總額			(23,460)

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

(CONTINUED)

Disaggregation of revenue

Disaggregation of revenue from the Group's Biopharma segment and timing of revenue recognition are as follows:

3. 收益及分部資料(續)

收益細分

本集團生物醫藥分部收益細分及確認收益時間如下：

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 US\$'000 千美元	2021 二零二一年 US\$'000 千美元
Timing of revenue recognition	確認收益時間		
At a point in time	於特定時間		
Milestone income	里程碑收入	—	3,200
Royalty income	專利使用費收入	13	74
		13	3,274
By geographical location of external customers	按外銷客戶之地區劃分		
China	中國	—	3,200
Europe	歐洲	13	74
		13	3,274

The geographical location of revenue from external customers is based on the location of customers of the Group's Biopharma segment.

外銷客戶收益之地區乃基於本集團生物醫藥分部客戶所在地區。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

(CONTINUED)

Information about major customers

Revenue from customers of the Group's Biopharma segment contributing 10% or more of the Group's revenue is as follows:

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 US\$'000 千美元	2021 二零二一年 US\$'000 千美元
Customer A	客戶 A	—	3,200
Customer B*	客戶 B*	13	74

* The revenue from this customer did not contribute 10% or more of the total revenue of the Group for the six months ended 30 June 2021.

3. 收益及分部資料(續)

有關主要客戶之資料

來自本集團生物醫藥分部為本集團貢獻收益10%或以上之客戶之收益如下：

* 截至二零二一年六月三十日止六個月，來自該客戶之收益並無為本集團貢獻總收益10%或以上。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

4. OPERATING (LOSS)/PROFIT

4. 營運(虧損)/溢利

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 US\$'000 千美元	2021 二零二一年 US\$'000 千美元
Operating (loss)/profit is arrived at after charging:	營運(虧損)/溢利已扣除：		
Auditors' remuneration	核數師酬金		
– audit services	– 核數服務	—	—
– other services	– 其他服務	45	49
Depreciation of:	下列各項之折舊：		
– Property, plant and equipment	– 物業、廠房及設備	9	11
– Right-of-use assets	– 使用權資產	234	236
Amortisation of intangible assets (note 9)	無形資產攤銷(附註9)	12,341	11,151
Short-term lease expenses	短期租賃支出	7	7
Low-value assets lease expenses	低價值資產租賃支出	2	2
Unrealised loss on derivative financial instruments [®]	衍生金融工具之未變現虧損 [®]	691	—
Unrealised loss on FAFVPL [®]	透過損益賬按公允價值處理之金融資產之未變現虧損 [®]	3,355	—
Realised loss on FAFVPL [®]	透過損益賬按公允價值處理之金融資產之已變現虧損 [®]	997	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	1	2
Equity-settled share-based payment to consultants (note 23(b))	向顧問作出以權益結算以股份為基礎之付款(附註23(b))	10	—
Foreign exchange losses, net	淨外匯虧損	464	—
and crediting:	並已計入：		
Realised gain on disposal of FAFVPL [®]	出售透過損益賬按公允價值處理之金融資產之已變現收益 [®]	—	19
Unrealised gain on derivative financial instruments [®]	衍生金融工具之未變現收益 [®]	—	3,046
Unrealised gain on FAFVPL [®]	透過損益賬按公允價值處理之金融資產之未變現收益 [®]	—	12,175
Foreign exchange gains, net	淨外匯收益	—	54

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

4. OPERATING (LOSS)/PROFIT (CONTINUED)

⊗ These amounts constitute the marked-to-market fair value loss on FAFVPL and derivative financial instruments of approximately US\$5,043,000 (2021: gain of approximately US\$15,240,000) in the consolidated statement of comprehensive income.

4. 營運(虧損)/溢利(續)

⊗ 該等款項構成綜合全面收益表內按市值計算之透過損益賬按公允價值處理之金融資產及衍生金融工具之公允價值虧損約5,043,000美元(二零二一年：收益約15,240,000美元)。

5. FINANCE COSTS

5. 融資成本

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 US\$'000 千美元	2021 二零二一年 US\$'000 千美元
Imputed interest expenses on interest-free shareholder's loan (note 16)	不計息股東貸款之推算利息開支(附註16)	23	21
Interest expense on bank borrowings (note)	銀行借貸之利息開支(附註)	—	—
Interest expenses on shareholder's loans (note 16)	股東貸款之利息開支(附註16)	252	252
Interest expense on lease liabilities	租賃負債之利息開支	24	40
Interest expense on tax payable	應付稅項之利息開支	—	98
Implicit interest expense on Convertible notes (note 15)	可換股票據之隱含利息開支(附註15)	281	234
		580	645

Note: The interest expense on bank borrowings for the six months ended 30 June 2022 is less than US\$1,000 (2021: less than US\$1,000).

附註：截至二零二二年六月三十日止六個月之銀行借貸之利息開支少於1,000美元(二零二一年：少於1,000美元)。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

6. TAX CREDIT

The amount of tax credit in the condensed consolidated statement of comprehensive income represents:

6. 稅項抵免

簡明綜合全面收益表所列稅項抵免指：

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 US\$'000 千美元	2021 二零二一年 US\$'000 千美元
Outside Hong Kong	香港境外		
– Withholding tax	– 預扣稅	—	(320)
– Deferred tax credit	– 遞延稅項抵免	1,288	1,123
		1,288	803

No provision for profits tax has been made in the interim financial statements as all the Group's companies which are subject to such tax have sustained losses for taxation purposes for the periods ended 30 June 2022 and 2021. Overseas tax is calculated at the rates applicable in the respective jurisdictions.

A tax credit of approximately US\$1,288,000 (2021: US\$1,123,000) for the period ended 30 June 2022 represents the deferred tax credit arising on the amortisation charge for the period relating to the intangible assets of the patent Fortacin™ and IP (Deep Longevity).

該中期財務報表並未就利得稅作出撥備，原因是截至二零二二年及二零二一年六月三十日止期間，本集團所有須繳納此稅項之公司就計稅而言均錄得虧損。海外稅項按相關司法權區適用之稅率計算。

截至二零二二年六月三十日止期間之稅項抵免約1,288,000美元(二零二一年：1,123,000美元)指期內與專利Fortacin™無形資產及知識產權(Deep Longevity)有關之攤銷支出產生之遞延稅項抵免。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

7. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on the (loss)/profit attributable to the shareholders for the period and on the weighted average number of ordinary shares in issue during the period.

7. 每股(虧損)/盈利

每股基本(虧損)/盈利按照期內股東應佔(虧損)/溢利及截至期內已發行普通股之加權平均數計算。

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 US\$'000 千美元	2021 二零二一年 US\$'000 千美元
(Loss)/profit attributable to shareholders of the Company	本公司股東應佔(虧損)/溢利	(20,062)	2,661
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	2,399,421,215	2,399,421,215
Basic (loss)/earnings per share (US cent)	每股基本(虧損)/盈利(美仙)	(0.836)	0.111

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

7. (LOSS)/EARNINGS PER SHARE (CONTINUED)

The computation of diluted loss per share for the period ended 30 June 2022 does not assume the conversion of the outstanding share options and the outstanding Convertible notes as their exercise would result in a decrease in loss per share for the period. Accordingly, diluted loss per share is the same as the basic loss per share for the period ended 30 June 2022.

7. 每股(虧損)/盈利(續)

計算截至二零二二年六月三十日止期間之每股攤薄虧損時並無假設未行使購股權及尚未行使可換股票據獲轉換，原因為其行使將導致期內每股虧損減少。因此截至二零二二年六月三十日止期間之每股攤薄虧損與每股基本虧損相同。

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 US\$'000 千美元	2021 二零二一年 US\$'000 千美元
(Loss)/profit attributable to shareholders of the Company	本公司股東應佔(虧損)/溢利	(20,062)	2,661
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	2,399,421,215	2,399,421,215
Effective of dilutive potential ordinary shares:	攤薄潛在普通股之影響：		
– share options	– 購股權	—	15,316,610
Adjusted weighted average number of ordinary shares for the purposes of diluted (loss)/earnings per share	就每股攤薄(虧損)/盈利而言之普通股經調整加權平均數	2,399,421,215	2,414,737,825
Diluted (loss)/earnings per share (US cent)	每股攤薄(虧損)/盈利(美仙)	(0.836)	0.110

Diluted earnings per share for the period ended 30 June 2021 was calculated based on the profit attributable to shareholders of the Company by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares and exclude the conversion of the Company's outstanding Convertible notes as they are anti-dilutive.

截至二零二一年六月三十日止期間之每股攤薄盈利乃根據本公司股東應佔溢利計算，當中假設全部有攤薄影響的潛在普通股已全部轉換而調整普通股的加權平均數，且不計及轉換本公司之未轉換可換股票據，乃由於其屬反攤薄。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

8. PROPERTY, PLANT AND EQUIPMENT

During the period ended 30 June 2022, the Group acquired computer equipment with a cost of US\$8,000 (2021: US\$22,000).

8. 物業、廠房及設備

截至二零二二年六月三十日止期間，本集團收購電腦設備，成本為8,000美元(二零二一年：22,000美元)。

9. INTANGIBLE ASSETS

9. 無形資產

		Patent (Fortacin™) 專利 (Fortacin™) US\$'000 千美元	IP (Deep Longevity) 知識產權 (Deep Longevity) US\$'000 千美元	Total 總計 US\$'000 千美元
At 1 January 2021 (Audited)	於二零二一年一月一日(經審核)			
Cost	成本	216,000	2,660	218,660
Accumulated amortisation and impairment	累計攤銷及減值	(146,242)	—	(146,242)
Net carrying amount	賬面淨值	69,758	2,660	72,418
Year ended 31 December 2021	截至二零二一年十二月三十一日 止年度			
Opening net carrying amount	年初賬面淨值	69,758	2,660	72,418
Amortisation charge for the year	年內攤銷開支	(23,382)	(380)	(23,762)
Foreign currency adjustment	外匯調整	—	(2)	(2)
Closing net carrying amount	年終賬面淨值	46,376	2,278	48,654
At 31 December 2021 (Audited)	於二零二一年十二月三十一日 (經審核)			
Cost	成本	216,000	2,660	218,660
Accumulated amortisation and impairment	累計攤銷及減值	(169,624)	(382)	(170,006)
Net carrying amount	賬面淨值	46,376	2,278	48,654

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

9. INTANGIBLE ASSETS (CONTINUED)

9. 無形資產 (續)

		Patent (Fortacin™) 專利 (Fortacin™) US\$'000 千美元	IP (Deep Longevity) 知識產權 (Deep Longevity) US\$'000 千美元	Total 總計 US\$'000 千美元
Period ended 30 June 2022	截至二零二二年六月三十日			
	止期間			
Opening net carrying amount	年初賬面淨值	46,376	2,278	48,654
Amortisation charge for the period	期內攤銷開支	(12,151)	(190)	(12,341)
Foreign currency adjustment	外匯調整	—	(1)	(1)
Closing net carrying amount	年終賬面淨值	34,225	2,087	36,312
At 30 June 2022 (Unaudited)	於二零二二年六月三十日 (未經審核)			
Cost	成本	216,000	2,660	218,660
Accumulated amortisation and impairment	累計攤銷及減值	(181,775)	(573)	(182,348)
Net carrying amount	賬面淨值	34,225	2,087	36,312

As at 30 June 2022, the intangible assets of US\$36,312,000 (31 December 2021: US\$48,654,000) represented the patent Fortacin™, the principal asset of Plethora, which was acquired by the Group in 2016, amounting to US\$34,225,000 (31 December 2021: US\$46,376,000) and the IP (Deep Longevity), the principal asset of DLI, which was acquired in 2020, amounting to US\$2,087,000 (31 December 2021: US\$2,278,000).

於二零二二年六月三十日，36,312,000 美元(二零二一年十二月三十一日：48,654,000 美元)之無形資產指本集團於二零一六年所收購Plethora之主要資產專利Fortacin™ 34,225,000 美元(二零二一年十二月三十一日：46,376,000 美元)，以及於二零二零年所收購DLI主要資產之知識產權(Deep Longevity) 2,087,000 美元(二零二一年十二月三十一日：2,278,000 美元)。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

9. INTANGIBLE ASSETS (CONTINUED)

Patent (Fortacin™)

During the six months ended 30 June 2022 and 2021, the Group determined that there was no impairment loss on the intangible asset, Fortacin™, in respect of the CGU, Plethora, as the value in use figure determined as at 30 June 2022 and 2021 was higher than the carrying value of the CGU. The recoverable amount of this CGU has been determined based on a value in use calculation with reference to a professional valuation performed by Grant Sherman, an independent expert valuation firm. The calculation was essentially the same basis/model as used to determine the FV of the identifiable assets and liabilities of the CGU on its initial recognition at 9 March 2016 and covered a period either up to 2023 represented the remaining estimated useful life of the patent Fortacin™ or the licensing period estimated by management. The pre-tax rates used to discount the cash flows forecast were in the range of 25% to 51% (2021: 25% to 34%).

For the valuations as at 30 June 2022, the key assumptions for the value in use calculations were those regarding the discount rates, exchange rates, growth rates, royalty rates and launch dates in respect of seven (2021: six) major regions identified in management's business model and the premature ejaculation prevalence rates from 20% to 30% (2021: 20% to 30%).

9. 無形資產 (續)

專利(Fortacin™)

截至二零二二年及二零二一年六月三十日止六個月，由於二零二二年及二零二一年六月三十日釐定之使用價值數字高於現金產生單位之賬面值，故本集團釐定，就現金產生單位Plethora而言，無形資產Fortacin™並無減值虧損。該現金產生單位之可收回金額已按使用價值計算(經參考由獨立專門估值公司中證作出之專業估值)釐定。該計算基本上與於二零一六年三月九日初步確認時釐定現金產生單位之可識別資產及負債之公允值所採用之基準／模式相同，並涵蓋直至二零二三年之期間，即專利Fortacin™之餘下估計可使用年期或管理層估計之許可期間。用於貼現現金流量預測的稅前利率介乎25%至51%(二零二一年：25%至34%)。

就於二零二二年六月三十日的估值而言，使用價值計算所用主要假設關乎管理層之業務模式中所確定七個(二零二一年：六個)主要區域之貼現率、匯率、增長率、專利費率以及推出日期以及20%至30%(二零二一年：20%至30%)早洩患病率。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

9. INTANGIBLE ASSETS (CONTINUED)

Intellectual properties (Deep Longevity)

During the six months ended 30 June 2022 and 2021, the Group determined that there were no impairment loss recognised on the intangible asset, IP (Deep Longevity), in respect of the CGU, as the value in use figure determined as at 30 June 2022 and 2021 was higher than the carrying value of the CGU. The recoverable amount of this CGU has been determined based on a value in use calculation with reference to a valuation performed by the Company. The valuation covered a period up to 2027 represented the remaining estimated useful life of the IP (Deep Longevity) and was determined using a pre-tax discount rate of 65% (2021: 61%). Other key assumptions underlying the valuation were the revenue growth rate and contributory asset charge rate.

10. TRADE RECEIVABLES

At 30 June 2022 and 31 December 2021, the ageing analysis of trade receivables, based on invoice dates, was as follows:

	(Unaudited) (未經審核) As at 30 June 2022 於二零二二年 六月三十日 US\$'000 千美元	(Audited) (經審核) As at 31 December 2021 於二零二一年 十二月三十一日 US\$'000 千美元
Within 1 month 一個月內	2	—

The Group applies credit policies appropriate to the particular business circumstances concerned generally requires outstanding amounts to be paid within 20 to 30 days (31 December 2021: 20 to 30 days) of invoice.

9. 無形資產 (續)

知識產權 (Deep Longevity)

截至二零二二年及二零二一年六月三十日止六個月，本集團釐定概無有關現金產生單位之無形資產(知識產權(Deep Longevity)) 確認減值虧損，乃由於二零二二年及二零二一年六月三十日所釐定使用價值數據高於現金產生單位之賬面值。此現金產生單位之可收回金額已根據參考本公司進行之估值所作使用價值計算釐定。估值已涵蓋直至二零二七年(即知識產權(Longevity)之剩餘估計使用年期)，除稅前貼現率為65%(二零二一年：61%)。估值所依據的其他關鍵假設為收益增長率及貢獻資產費用率。

10. 應收貿易賬款

於二零二二年六月三十日及二零二一年十二月三十一日，應收貿易賬款(按其發票日期計算)賬齡分析如下：

本集團針對特定業務情況採用適當的信貸政策，一般須於發票開出後二十至三十日(二零二一年十二月三十一日：二十至三十日)內支付未償還款項。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

11. TRADE PAYABLES, DEPOSITS RECEIVED, ACCRUALS AND OTHER PAYABLES

11. 應付貿易賬款、已收按金、應計賬款及其他應付款項

		(Unaudited) (未經審核)	(Audited) (經審核)
		As at 30 June 2022	As at 31 December 2021
		於二零二二年 六月三十日	於二零二一年 十二月三十一日
		US\$'000 千美元	US\$'000 千美元
Trade payables	應付貿易賬款	104	216
Deposits received, accruals and other payables	已收按金、應計賬款及其他 應付款項	4,381	4,280
		4,485	4,496

At 30 June 2022 and 31 December 2021, the ageing analysis of trade payables, based on invoice dates, was as follows:

於二零二二年六月三十日及二零二一年十二月三十一日，應付貿易賬款(按其發票日期計算)賬齡分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		As at 30 June 2022	As at 31 December 2021
		於二零二二年 六月三十日	於二零二一年 十二月三十一日
		US\$'000 千美元	US\$'000 千美元
Within 1 month or on demand	一個月內或應要求	43	209
After 1 month but within 3 months	於一個月後但於三個月內	16	—
After 3 months but within 6 months	於三個月後但於六個月內	45	7
		104	216

The FV of trade payables, deposits received, accruals and other payables approximates their respective carrying amounts at the reporting date.

應付貿易賬款、已收按金、應計賬款及其他應付款項之公允價值與其各自於報告日期之賬面值相若。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

12. DIVIDENDS

No interim dividend has been declared or paid in respect of the six months ended 30 June 2022 (2021: nil).

12. 股息

本公司並無宣派或派付截至二零二二年六月三十日止六個月之中期股息(二零二一年：無)。

13. SHARE CAPITAL

13. 股本

		Number of ordinary shares of US\$0.01 each 每股面值 0.01美元之 普通股數目	US\$'000 千美元	Number of unclassified shares* 未分類 股份數目*	US\$'000 千美元	Total number of shares 股份總數	Total 總計 US\$'000 千美元
Authorised:	法定：						
At 31 December 2021 and 30 June 2022	於二零二一年十二月三十一日 及二零二二年六月三十日	14,300,000,000	143,000	55,000,000	550	14,355,000,000	143,550
Issued and fully paid:	已發行及繳足：						
At 1 January 2021, 31 December 2021 and 30 June 2022	於二零二一年一月一日、 二零二一年十二月三十一日 及二零二二年六月三十日	2,399,421,215	23,994	—	—	2,399,421,215	23,994

* These are unclassified shares of US\$0.01 each, which may be issued as ordinary shares or as non-voting convertible deferred shares of US\$0.01 each.

* 每股面值0.01美元之未分類股份，可發行為每股面值0.01美元之普通股或無投票權可換股遞延股份。

During the six months ended 30 June 2022, there were no changes in the authorised share capital of the Company.

截至二零二二年六月三十日止六個月，本公司法定股本概無變動。

- (a) As at 30 June 2022, the total issued ordinary share capital of the Company consisted of 2,399,421,215 shares.
- (b) Subsequent to the period end date and up to the date of this report, 926,666 Shares were issued and allotted by the Company on 14 July 2022 (note 23(2)), and no Shares were repurchased by the Company.

- (a) 於二零二二年六月三十日，本公司已發行普通股股本總額包括2,399,421,215股股份。
- (b) 於期末日期後及直至本報告日期止，於二零二二年七月十四日，本公司已發行及配發926,666股股份(附註23(2))，且無回購股份。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

14. BANK BORROWINGS

In May 2020, the Group's wholly-owned UK based subsidiary borrowed a bank loan through the Bounce Back Loan Scheme launched by the Government of the UK, which was designed to support small and medium-sized businesses affected by COVID-19. The government guarantees 100% of the loan. There were no repayments and interest charges in the first twelve months of the loan. The bank loan, which is denominated in GBP, is unsecured, interest bearing at 2.5% per annum for the following five years and repayable in May 2026.

The amounts payable based on the maturity terms of the bank loan is analysed as follows:

14. 銀行借貸

於二零二零年五月，本集團之英國全資附屬公司透過由英國政府推出之「企業復甦貸款計劃」(Bounce Back Loan Scheme)借入一筆銀行貸款，該計劃旨在支援受2019冠狀病毒病影響之中小型企業。有關貸款均由英國政府提供全額擔保，且有關貸款於首十二個月並無還款及利息費用。有關銀行貸款以英鎊計值，屬無抵押、其後五年按年利率2.5%計息並須於二零二六年五月償還。

按銀行貸款還款期劃分之應付款項分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		As at 30 June 2022	As at 31 December 2021
		於二零二二年 六月三十日	於二零二一年 十二月三十一日
		US\$'000 千美元	US\$'000 千美元
Within one year	一年內	8	9
More than one year, but not exceeding two years	多於一年，但不超過兩年	8	9
More than two years, but not exceeding five years	多於兩年，但不超過五年	15	20
Balance at 30 June 2022 and 31 December 2021	於二零二二年六月三十日及二零二一年十二月三十一日之結餘	31	38
Less: Amount due within one year shown under current liabilities	減：於一年內到期列為流動負債之款項	(8)	(9)
Amount shown under non-current liabilities	列為非流動負債之款項	23	29

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

15. CONVERTIBLE NOTES

- (a) As detailed in the announcement and circular issued by the Company on 29 May 2019 and 11 July 2019 respectively, the announcement issued on 23 August 2019 on the updates and this note 15, on 23 August 2019, the Company issued and allotted the Convertible notes, pursuant to two conditional subscription agreements entered into by the Company on 29 May 2019 with various subscribers (including certain Directors) (the “**Subscription Agreement(s)**”).

On 28 December 2020, two noteholders converted the Convertible notes with a principal amount of US\$3,800,000 into 139,482,353 ordinary shares of the Company at a conversion price of HK\$0.2125 per share with the carrying amount of the liability and equity components of the Convertible notes of US\$2,778,000 and US\$1,565,000 respectively at the date of conversion.

During the six months ended 30 June 2022 and up to the maturity of the Convertible notes on 23 August 2022, none of the noteholders converted their Convertible notes and subscribed for the Shares.

As at 30 June 2022 and the maturity of the Convertible notes on 23 August 2022, the maximum number of conversion shares to be issued and allotted upon full conversion of the Convertible notes (assuming that all Convertible notes were converted on the maturity date and that any and all interest that would accrue was capitalised for the remaining period from 1 July 2022 to 23 August 2022) remained at 99,786,335 conversion shares, represented approximately 4.16% of the then/existing issued share capital of the Company and approximately 3.99% of the enlarged issued share capital of the Company after the issue and allotment of the said maximum number of conversion shares.

15. 可換股票據

- (a) 誠如本公司分別於二零一九年五月二十九日及二零一九年七月十一日刊發的公佈及通函、二零一九年八月二十三日刊發的有關最新情況的公佈及本附註15所詳述，於二零一九年八月二十三日，根據本公司於二零一九年五月二十九日與多名認購人(包括若干董事)訂立的兩份有條件認購協議(「**認購協議**」)，本公司發行及配發可換股票據。

於二零二零年十二月二十八日，兩名票據持有人將本金金額為3,800,000美元的可換股票據按每股0.2125港元的換股價轉換為139,482,353股本公司普通股，於轉換日期，可換股票據的負債和權益部分之賬面金額分別為2,778,000美元及1,565,000美元。

截至二零二二年六月三十日止六個月及直至可換股票據於二零二二年八月二十三日到期時，概無票據持有人轉換其可換股票據並認購股份。

於二零二二年六月三十日及可換股票據於二零二二年八月二十三日到期時，於可換股票據悉數轉換後將予發行及配發之換股股份數目上限(假設可換股票據於到期日悉數轉換且於二零二二年七月一日至二零二二年八月二十三日止之剩餘期間之任何及全部應計利息均被資本化)仍維持99,786,335股換股股份，佔本公司當時／現有已發行股本約4.16%，以及發行及配發上述換股股份數目上限後之本公司經擴大已發行股本約3.99%。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

15. CONVERTIBLE NOTES (CONTINUED)

(a) (Continued)

The maturity of the Convertible notes was on 23 August 2022 and were fully repaid by cash on that date. Details of the Subscription Agreements and the principal terms of the Convertible notes are set out in the circular issued by the Company on 11 July 2019.

(b) The FV of the liability component and the equity conversion component were determined at the issuance of the Convertible notes based on the valuation conducted by Grant Sherman on the Convertible notes as at 23 August 2019. The FV of the liability component, included in financial liabilities, was calculated using a market interest rate for an equivalent non-convertible note. The residual amount, represented the value of the equity conversion component, is included in equity as Convertible notes equity reserve. The redemption option of the Company is not separated from the host debt because its economic characteristics and risks are closely related to those of the host debt and accordingly, is included in the liability component of the Convertible notes.

15. 可換股票據(續)

(a) (續)

可換股票據於二零二二年八月二十三日到期並於同日悉數以現金償還。認購協議之詳情及可換股票據之主要條款已載於本公司於二零一九年七月十一日發表之通函內。

(b) 負債部分及權益轉換部分之公允價值乃於根據中證於二零一九年八月二十三日就可換股票據進行之估值於發行可換股票據時釐定。負債部分之公允價值(計入金融負債)乃採用同等非可換股票據之市場利率計算。餘額(指權益轉換部分之價值)乃計入權益作為可換股票據權益儲備。本公司之贖回選擇權並無從主債務分離，原因為其經濟特徵及風險與該等主債務緊密相關，因此計入於可換股票據之負債部分。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

15. CONVERTIBLE NOTES (CONTINUED)

(b) (Continued)

The Convertible notes recognised in the condensed consolidated statement of financial position is calculated as follows:

15. 可換股票據 (續)

(b) (續)

確認於簡明綜合財務狀況表內之可換股票據之計算如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		As at 30 June 2022	As at 31 December 2021
		於二零二二年 六月三十日 US\$'000 千美元	於二零二一年 十二月三十一日 US\$'000 千美元
Equity conversion component:	權益轉換部分：		
At 1 January, 30 June/31 December	於一月一日、六月三十日/ 十二月三十一日	1,092	1,092
Liability component:	負債部分：		
At 1 January	於一月一日	2,338	1,947
Implicit interest expense recognised for the period/year (note 5)	期/年內確認之隱含利息 開支(附註5)	281	497
Interest payable	應付利息	(53)	(106)
At 30 June/31 December	於六月三十日/ 十二月三十一日	2,566	2,338
Categories as:	歸類為下列項目：		
Current liabilities	流動負債	2,566	2,338

The interest expense on the Convertible notes is calculated using the effective interest method by applying the effective interest rate of 25.16% (31 December 2021: 25.16%) per annum to the liability component.

可換股票據之利息支出採用實際利率法，按實際年利率25.16%(二零二一年十二月三十一日：25.16%)計算負債部分。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

16. SHAREHOLDER'S LOANS

16. 股東貸款

		(Unaudited) (未經審核)	(Audited) (經審核)
		As at 30 June 2022	As at 31 December 2021
		於二零二二年 六月三十日 US\$'000 千美元	於二零二一年 十二月三十一日 US\$'000 千美元
Loan from Galloway (unsecured)	來自 Galloway 之貸款(無抵押)	10,873	10,850
Shareholder's loans are repayable as follows:	股東貸款的償還期如下：		
Within one year	一年內	7,923	3,597
More than one year but not exceeding two years	一年以上但不超過兩年	2,950	7,253
		10,873	10,850

The movements in shareholder's loans during the period are as below: 股東貸款之期內變動如下：

		Unaudited 未經審核	
		For the six months ended 30 June 截至六月三十日止六個月	
	Note 附註	2022 二零二二年 US\$'000 千美元	2021 二零二一年 US\$'000 千美元
At 1 January	於一月一日	10,850	10,807
Imputed interest expenses on interest-free shareholder's loan (note 5)	不計息股東貸款之推算利息開支(附註5)	23	21
Interest expense (note 5)	利息開支(附註5)	252	252
Interest payable	應付利息	(252)	(252)
At 30 June	於六月三十日	10,873	10,828

During the six months ended 30 June 2022, the effective interest rates of the loans were in the range of 5.000% to 6.457% (31 December 2021: 5.000% to 6.457%) per annum.

截至二零二二年六月三十日止六個月，貸款之實際年利率介乎5.000%至6.457%（二零二一年十二月三十一日：5.000%至6.457%）。

17. CAPITAL COMMITMENTS

The Group had no material capital commitments as at 30 June 2022 and 31 December 2021.

17. 資本承擔

於二零二二年六月三十日及二零二一年十二月三十一日，本集團並無重大資本承擔。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

18. CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 June 2022 and 31 December 2021.

19. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties:

18. 或然負債

於二零二二年六月三十日及二零二一年十二月三十一日，本集團並無其他重大或然負債。

19. 重大關連人士交易

除財務報表其他地方所披露者外，本集團與關連人士有下列重大交易：

		(Unaudited) (未經審核)	
		For the six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 US\$'000 千美元	2021 二零二一年 US\$'000 千美元
Implicit interest expenses on Convertible notes to Galloway	向Galloway支付可換股票據之隱含利息開支	96	80
Implicit interest expenses on Convertible notes to James Mellon	向James Mellon支付可換股票據之隱含利息開支	53	44
Implicit interest expenses on Convertible notes to Jamie Gibson	向Jamie Gibson支付可換股票據之隱含利息開支	32	27
Interest expenses on shareholder's loans to Galloway	向Galloway支付股東貸款之利息開支	252	252
Imputed interest expense on interest-free shareholder's loan from Galloway	向Galloway收取不計息股東貸款之推算利息開支	23	21
Management service fee charged by a related company, Burnbrae Limited [#]	關連公司Burnbrae Limited收取之管理服務費 [#]	6	6

The above transactions were conducted on mutually agreed terms.

[#] Mr. James Mellon, a NED and Chairman of the Board, indirectly wholly owns Galloway and has a beneficial interest in Burnbrae Limited.

Save as disclosed above, the Group had no other material related party transactions for the period.

All related party transactions disclosed above are not connected transactions or continuing connected transactions under Chapter 14A of the Listing Rule.

上述交易按共同協定之條款進行。

[#] 非執行董事兼董事會主席James Mellon先生間接全資擁有Galloway並於Burnbrae Limited擁有實益權益。

除以上所披露者外，本集團於期內並無其他重大關連人士交易。

上述披露的所有關連人士交易均不屬於上市規則第14A章規定的關連交易或持續關連交易。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

20. KEY MANAGEMENT COMPENSATION

Key management compensation amounted to US\$751,000 for the six months ended 30 June 2022 (30 June 2021: US\$1,075,000).

21. CHARGE ON ASSETS

As at 30 June 2022, a bank deposit amounting to US\$32,000 is a deposit held by the bank as security for the corporate credit cards provided to a subsidiary of the Company (31 December 2021: nil).

22. FAIR VALUE ESTIMATION

Financial assets and liabilities measured at fair value

The FV of the Group's current financial assets and liabilities are not materially different from their carrying amounts because of their immediate or short-term maturity.

The FV measurement of the Group's financial assets and liabilities utilised market observable inputs and data as far as possible. Inputs used in determining FV measurement are categorised into different levels based on how observable the inputs used in the valuation technique (the "Fair Value Hierarchy") are:

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

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

20. 主要管理人員酬金

截至二零二二年六月三十日止六個月，主要管理人員酬金為751,000美元(二零二一年六月三十日：1,075,000美元)。

21. 以資產作抵押

於二零二二年六月三十日，銀行存款共計32,000美元(二零二一年十二月三十一日：無)乃由銀行持有以作為本公司附屬公司獲提供企業信用卡的擔保之存款。

22. 公允價值計量

按公允價值計量之金融資產及負債

本集團之流動金融資產與負債，因即時或於短期內到期，使其公允價值與賬面值並無重大差異。

本集團金融資產及負債之公允價值計量盡可能運用市場可觀察輸入值及數據。釐定公允價值計量所使用之輸入值乃根據估值技術中所使用輸入值的可觀察程度分為不同層次(「公允價值層次」)：

- 第一層次：相同項目於活躍市場之報價(未經調整)；
- 第二層次：第一層次輸入值以外直接或間接可觀察輸入值；及
- 第三層次：不可觀察輸入值(即無法自市場數據衍生)。

上述層次的項目分類乃基於所使用對該項目公允價值計量產生重大影響之最低等級輸入值確定。層次之間項目轉撥於其發生期間確認。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

22. FAIR VALUE ESTIMATION (CONTINUED)

Financial assets and liabilities measured at fair value (Continued)

The financial assets measured at FV in the consolidated statement of financial position are grouped into the Fair Value Hierarchy as follows:

22. 公允價值計量(續)

按公允價值計量之金融資產及負債(續)

於綜合財務狀況表按公允價值計量之金融資產分類至公允價值層次如下：

		(Unaudited) (未經審核)			
		As at 30 June 2022 於二零二二年六月三十日			
	Notes 附註	Level 1 第一層次 US\$'000 千美元	Level 2 第二層次 US\$'000 千美元	Level 3 第三層次 US\$'000 千美元	Total 總計 US\$'000 千美元
Financial assets measured at FV					
Unlisted club debenture	(a)	—	19	—	19
Listed equity investments	(b)	3,250	—	—	3,250
Derivative financial instruments	(c)	—	—	511	511
		3,250	19	511	3,780

		(Audited) (經審核)			
		As at 31 December 2021 於二零二一年十二月三十一日			
	Notes 附註	Level 1 第一層次 US\$'000 千美元	Level 2 第二層次 US\$'000 千美元	Level 3 第三層次 US\$'000 千美元	Total 總計 US\$'000 千美元
Financial assets measured at FV					
Unlisted club debenture	(a)	—	19	—	19
Listed equity investments	(b)	10,495	—	—	10,495
Derivative financial instruments	(c)	—	—	1,202	1,202
		10,495	19	1,202	11,716

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

22. FAIR VALUE ESTIMATION (CONTINUED)

Financial assets and liabilities measured at fair value

(Continued)

There were no significant transfers among levels of the Fair Value Hierarchy during the reporting period.

The methods and valuation techniques used for the purpose of measuring FV were unchanged compared to the previous reporting periods.

(a) Unlisted club debenture

The unlisted club debenture is denominated in Hong Kong dollars. The FV was determined by reference to the recent market price at the reporting date and was translated using the spot foreign currency rate at the end of the reporting period where appropriate.

(b) Listed equity investments

The listed equity securities are denominated in Canadian and Australian dollars. The FV were determined by reference to the last quoted market prices at the reporting date and were translated using the spot foreign currency rates at the end of the reporting period where appropriate.

(c) Derivative financial instruments

The derivative financial instruments are denominated in Australian dollars. Where the derivative financial instruments are not traded either on exchanges or liquid over-the-counter markets, the FV was determined by reference to the market price of equity shares to which the derivative financial instruments are linked and values using the Black-Scholes Option Pricing Model. The value determined was translated using the spot foreign currency rates at the end of the reporting period where appropriate.

22. 公允價值計量(續)

按公允價值計量之金融資產及負債(續)

於報告期間，各公允價值層次之間並無重大轉移。

就計量公允價值目的所用方式及估值技術較過往報告期間並無變動。

(a) 非上市會所債券

非上市會所債券以港元計值。其公允價值乃參考報告日期之近期市場價格釐定，並且以報告期間結束時之現貨外幣匯率換算(如適用)。

(b) 上市股權投資

上市股權投資以加元及澳元計值。其公允價值乃參考報告日期之最新所報市場價格釐定，並且以報告期間結束時之現貨外幣匯率換算(如適用)。

(c) 衍生金融工具

衍生金融工具以澳元計值。倘衍生金融工具並非於交易所或流通的場外市場買賣，公允價值會參考權益股份的市場價格釐定，當中衍生金融工具有所關聯，公允價值使用柏力克·舒爾斯定價模式。釐定的公平價值以呈報期間結束時之現貨外幣匯率換算(如適用)。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

22. FAIR VALUE ESTIMATION (CONTINUED)

Financial assets and liabilities measured at fair value

(Continued)

The movements in FV measurement within Level 3 during the period were as follows:

FAFVOCI (unlisted equity investments)

22. 公允價值計量(續)

按公允價值計量之金融資產及負債(續)

期內，第三層次公允價值計量變動如下：

按公允價值計入其他全面收入之金融資產 (非上市股權投資)

Unlisted equity investments	非上市股權投資	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		As at	As at
		30 June 2022	30 June 2021
		於二零二二年	於二零二一年
		六月三十日	六月三十日
		US\$'000	US\$'000
		千美元	千美元
At 1 January	於一月一日	—	—
Disposal	出售	—	166
FV change recognised in other comprehensive income	於其他全面收入確認之公允價值變動	—	(166)
At 30 June	於六月三十日	—	—

Derivative financial instruments

衍生金融工具

		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		As at	As at
		30 June 2022	30 June 2021
		於二零二二年	於二零二一年
		六月三十日	六月三十日
		US\$'000	US\$'000
		千美元	千美元
At 1 January	於一月一日	1,202	—
FV change recognised in profit or loss (included in fair value (loss)/gain on financial instruments)	於損益確認之公允價值變動(計入金融工具公允價值(虧損)/收益)	(691)	3,046
At 30 June	於六月三十日	511	3,046

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

(1) Share Options

The Share Option Scheme (2016) provides the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to the eligible participants (including Directors, executives, employees, consultants and service providers of the Group). The Scheme may, at the discretion of the Directors, be used in conjunction with any cash-based compensation, incentive compensation or bonus plan.

The total number of Shares which may be issued upon exercise of all Options to be granted under the Scheme, when aggregated with any Shares which may be issued upon exercise of Options to be granted under other schemes of the Company, shall not exceed 10% of the Shares in issue as at the commencement date of the Scheme (or such proportion of the issued share capital of the Company as from time to time specified in the Listing Rules). Accordingly, the maximum number of Shares which may be issued upon exercise of all Options to be granted under the Scheme shall not exceed 173,725,118 Shares, being:

- (i) 10% of the total issued Shares as at the commencement date of the Scheme (being 10 June 2016);
- (ii) 7.24% of the total issued Shares as at 30 June 2022 and the date of this report; and
- (iii) 6.75% of the enlarged issued Shares.

23. 以股權為基礎的股份付款交易

(1) 購股權

購股權計劃(二零一六)讓本公司靈活地挽留、激勵、獎勵、酬謝、補償及／或提供福利予合資格參與者(包括董事、本集團之行政人員、僱員、顧問及服務供應商)。計劃可按董事酌情權結合任何現金賠償、獎勵賠償或花紅計劃一併運用。

因根據計劃將授出之所有購股權獲行使而可能發行之股份總數，當與因根據本公司其他計劃將授出之購股權獲行使而可能發行之任何股份合計時，不得超過於計劃開始日期之已發行股份之10%(或上市規則所不時確定之本公司已發行股本之有關比例)。因此，根據計劃將予授出之所有購股權獲行使後可能發行之股份數目上限不得超過173,725,118股股份，即：

- (i) 本公司於計劃開始日期(即二零一六年六月十日)已發行股份總數之10%；
- (ii) 本公司於二零二二年六月三十日及本報告日期之已發行股份總數之7.24%；及
- (iii) 經擴大已發行股份之6.75%。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

The number of Shares issued or issuable upon exercise of the Options granted to any individual eligible participant (including both exercised and outstanding Options) in any 12-month period shall not exceed 1% of the Shares in issue, subject to the restrictions on grants to the Directors, chief executive or substantial shareholders of the Company as set out in the Listing Rules.

Each grant of Options to any of the Directors, chief executive or substantial shareholders of the Company, or any of their respective associates, under the Scheme must be approved by the INEDs (excluding the INED(s) who is/are the grantee(s) of the Option(s)). Where any grant of Options to a substantial shareholder of the Company or an INED, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of the proposed offer of such grant representing in aggregate over 0.1% of the Shares in issue and having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of Options must be subject to Shareholders' approval.

An offer of the grant of an Option shall remain open for acceptance by the eligible participant concerned for a period of 28 days inclusive of and from the date on which such offer is made to that eligible participant or such shorter period as the Directors may in their absolute discretion determine. An offer which remains capable of acceptance shall be deemed to have been accepted upon the date when the duly completed and signed form of acceptance together with a remittance for HK\$10, being the consideration for the grant thereof, are received by the Company. The Option shall, following such acceptance, be deemed to have been granted and to have taken effect on the date of offer.

23. 以股權為基礎的股份付款交易

(續)

(1) 購股權(續)

於任何十二個月期間，就任何個別合資格參與者行使授予彼等之購股權(包括已行使及尚未行使之購股權)而發行或可予發行之股份數目，不得超過已發行股份之1%，惟受上市規則所載授予董事、本公司行政總裁或主要股東之限制所限。

根據計劃授予任何董事、本公司行政總裁或主要股東或彼等各自之聯繫人士之購股權必須經獨立非執行董事(不包括將獲授購股權之獨立非執行董事)批准。倘授出任何購股權予本公司主要股東或獨立非執行董事或彼等各自之聯繫人士，將導致行使所有已授出及將予授出之購股權(包括已行使、已註銷及尚未行使之購股權)後，於截至及包括授出購股權之建議要約日期之十二個月期間，該人士獲發行及將獲發行之股份合共佔已發行股份逾0.1%，以及按每個授出日期股份收市價之基準計算，其總計價值超過5,000,000港元，則該等進一步授出購股權須獲股東批准，方可作實。

授出購股權之要約由向合資格參與者作出要約日期起計二十八日(包括首尾兩天)(或董事會可能全權酌情釐定之較短期間)內可供有關合資格參與者提出接納。可供接納之要約於本公司收取正式填妥及簽署之接納表格以及10港元之款項(作為授出代價)之日期被視為已獲接納。一旦獲接納，購股權被視為已於要約日期當日授出及生效。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

The minimum period that an Option must be held before it can be exercised is one year after the offer date of the Options. Options granted under the Scheme entitle the Option holder to exercise one-third of the Options at each of the first, second and third anniversary dates after the date of grant, and subject to fulfilment of the various targets as specified in the relevant offer letter in relation to the grant of the Individual Options, provided that the Option holder remains as an eligible participant. Any entitlements unexercised in any prior period may be carried forward to the following periods but, in any event, must be exercised within 10 years from the date of offer of the relevant Options. All entitlements of the Options then remain unexercised will lapse.

The exercise price is to be determined by the Directors at their absolute discretion when the Option is offered, provided that in no event shall such price be less than the highest of:

- (i) the nominal amount of the Shares;
- (ii) the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer, which must be a business day; and
- (iii) the average closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of offer.

23. 以股權為基礎的股份付款交易 (續)

(1) 購股權(續)

每份購股權在行使前必須持有的最少期限為授出購股權要約日期後的一年。根據計劃授出之購股權，其購股權持有人可於授出日期後第一、第二及第三個週年日各行使購股權所屬股份數目之三分之一；並須待達成有關授出購股權(倘適用)之有關要約函內所訂明之各項目標後方可作實，惟購股權持有人仍然須為合資格參與者。於任何先前期間未有行使之任何權益可結轉至下一個期間，惟無論如何須在有關購股權授出日期後十年內行使，其時仍未行使之所有購股權權益將告失效。

董事會要約授出購股權時全權酌情釐定行使價，惟無論如何行使價不得低於下列之最高者：

- (i) 股份之面值；
- (ii) 於要約日期(必須為營業日)聯交所每日報價表所報股份之收市價；及
- (iii) 緊接要約日期前五個營業日聯交所每日報價表所報股份之平均收市價。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

The FV of the Options granted on 14 October 2020, 17 December 2020 and 7 June 2021 respectively was calculated by an external valuer using the Binomial Model. The assumptions used were as follows:

		Granted on 14 October 2020 於二零二零年 十月十四日 授出	Granted on 17 December 2020 於二零二零年 十二月十七日 授出	Granted on 7 June 2021 於二零二一年 六月七日 授出
Grant date share price	授出日期股價	HK\$0.149 0.149港元	HK\$0.179 0.179港元	HK\$0.179 0.179港元
Exercise price	行使價	HK\$0.149 0.149港元	HK\$0.183 0.183港元	HK\$0.185 0.185港元
Expected volatility	預期波幅	64%	64%	64%
Contractual option life	合約購股權壽命	10 years 10年	10 years 10年	10 years 10年
Risk-free rate	無風險利率	0.598%	0.754%	1.102%
Expected dividend yield	預期股息收益率	0%	0%	0%

The expected volatility is based on historical price volatility of the Company in the past few years. The risk-free rate is the yields of Hong Kong interest rate swap curve as extracted from Bloomberg or the yield of HK\$ Hong Kong Sovereign Curve from Bloomberg as at the grant dates. The dividend yield of the Company of 0% was adopted.

23. 以股權為基礎的股份付款交易 (續)

(1) 購股權 (續)

分別於二零二零年十月十四日、二零二零年十二月十七日及二零二一年六月七日授出的購股權的公允價值由外部估值師使用二項式模型計算。所用假設如下：

預期波幅乃根據本公司過去數年的歷史價格波幅計算。無風險利率為於授出日期從彭博社摘錄的香港利率掉期曲線的收益率或從彭博社的香港主權港元債券曲線的收益率。本公司的股息收益率採納為0%。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

Based on the FV derived from the above pricing model, the FV of the Options granted on 14 October 2020, 17 December 2020 and 7 June 2021 was approximately HK\$5,317,000 (or approximately US\$686,000), HK\$1,890,000 (or approximately US\$244,000) and HK\$276,000 (or approximately US\$36,000) respectively. For the six months ended 30 June 2022, the Company has recognised a share-based payment expense of approximately HK\$840,000 (or approximately US\$108,000) (2021: approximately HK\$2,331,000 or US\$300,000) for employees and approximately HK\$77,000 (or approximately US\$10,000) (2021: approximately HK\$11,000 or US\$2,000) for a consultant in profit or loss.

The assumptions used in computing the FV of the Options are based on management's best estimate. The valuation of Options is dependent upon a number of variables using subjective assumptions. Any changes in the variables may materially affect the estimation of the FV of an Option.

There was no market vesting condition associated with the Options granted.

23. 以股權為基礎的股份付款交易 (續)

(1) 購股權(續)

根據上述定價模式得出的公允價值，於二零二零年十月十四日、二零二零年十二月十七日及二零二一年六月七日授出的購股權的公允價值分別約為5,317,000港元(或約686,000美元)、1,890,000港元(或約244,000美元)及276,000港元(或約36,000美元)。截至二零二二年六月三十日止六個月，本公司已於損益中確認以股份為基礎的僱員付款開支約840,000港元(或約108,000美元)(二零二一年：約2,331,000港元或300,000美元)及一名顧問的付款開支約77,000港元(或約10,000美元)(二零二一年：約11,000港元或2,000美元)。

計算購股權公允價值所使用的假設是基於管理層的最佳估計。購股權的估值取決於使用主觀假設的多項變數。變動的任何變數可能對購股權公允價值的估計造成重大影響。

所授購股權並無相關市場歸屬條件。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

The movement in the number of Options under the Scheme are as follows:

For the six months ended 30 June 2022

Grantees 承受人	Date of grant ^(note 1) 授出日期 ^(附註1)	Exercise price 行使價 HK\$ 港元	Outstanding at 1 January 2022 於二零二二年一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period ^(note 2) 期內行使 ^(附註2)	Lapsed during the period ^(note 3) 期內失效 ^(附註3)	Outstanding at 30 June 2022 於二零二二年六月三十日 尚未行使
Directors 董事	14.10.2020	0.149	25,718,000	—	—	—	25,718,000
Employees 僱員	14.10.2020	0.149	33,000,000	—	—	(9,000,000)	24,000,000
Employee 僱員	17.12.2020	0.183	18,000,000	—	—	—	18,000,000
Other eligible participants ^(note 4) 其他合資格參與者 ^(附註4)	07.06.2021	0.185	2,500,000	—	—	—	2,500,000
			79,218,000	—	—	(9,000,000)	70,218,000
Weighted average exercise price 加權平均行使價			HK\$0.1579 0.1579 港元	—	—	HK\$0.149 0.149 港元	HK\$0.1590 0.1590 港元

For the Options outstanding as at 30 June 2022, the weighted average remaining contractual life was 7.72 years (31 December 2021: 8.28 years).

23. 以股權為基礎的股份付款交易 (續)

(1) 購股權 (續)

計劃項下之購股權數目變動如下：

截至二零二二年六月三十日止六個月

截至二零二二年六月三十日尚未行使的購股權而言，加權平均剩餘合同期為7.72年(二零二一年十二月三十一日：8.28年)。

NOTES TO THE INTERIM FINANCIAL REPORT 中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

For the six months ended 30 June 2021

Grantees 承受人	Date of grant ^(note 1) 授出日期 ^(附註1)	Exercise price 行使價 HK\$ 港元	Outstanding at 1 January 2021 於二零二一年 一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period ^(note 2) 期內行使 ^(附註2)	Lapsed during the period ^(note 3) 期內失效 ^(附註3)	Outstanding at 30 June 2021 於二零二一年 六月三十日 尚未行使
Directors 董事	14.10.2020	0.149	25,718,000	—	—	—	25,718,000
Employees 僱員	14.10.2020	0.149	37,000,000	—	—	(4,000,000)	33,000,000
Employee 僱員	17.12.2020	0.183	18,000,000	—	—	—	18,000,000
Other eligible participants ^(note 4) 其它合資格參與者 ^(附註4)	07.06.2021	0.185	—	2,500,000	—	—	2,500,000
			80,718,000	2,500,000	—	(4,000,000)	79,218,000
Weighted average exercise price 加權平均行使價			HK\$0.1566 0.1566港元	HK\$0.185 0.185港元	—	HK\$0.149 0.149港元	HK\$0.1579 0.1579港元

23. 以股權為基礎的股份付款交易 (續)

(1) 購股權(續)

截至二零二一年六月三十日止六個月

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

Notes:

1. The consideration for the grant of Options as disclosed below was HK\$10.
 - (a) On 14 October 2020, the Company granted 62,718,000 Options to Directors and employees with an exercise price of HK\$0.149 per Share (comprising 25,718,000 Options for Directors and 37,000,000 Options for employees). The closing price immediately before the date on which the Options were granted was HK\$0.156 per Share. Further details are set out in the announcements of the Company dated 15 October 2020 and 20 October 2020, respectively.
 - (b) On 17 December 2020, the Company granted 18,000,000 Options to an employee (being a director of certain subsidiaries of the Group) with an exercise price of HK\$0.183 per Share. The Options granted are exercisable after one year but not exceeding 10 years from the date of the grant and subject to fulfilment of various targets. The closing price immediately before the date on which the Options were granted was HK\$0.183 per Share. Further details are set out in the announcements of the Company dated 18 December 2020 and 30 December 2020, respectively.
 - (c) On 7 June 2021, the Company granted 2,500,000 Options to a consultant of a subsidiary of the Group, who is not a director of the Group, for the services rendered pursuant to the terms of the consulting agreement, with an exercise price of HK\$0.185 per Share. The closing price immediately before the date on which the Options were granted was HK\$0.179 per Share. Further details are set out in the announcements of the Company dated 8 June 2021 and 15 June 2021.

No Options were granted during the six months ended 30 June 2022 and up to the date of this report.

23. 以股權為基礎的股份付款交易 (續)

(1) 購股權 (續)

附註：

1. 就下文披露授出購股權之代價為10港元。
 - (a) 於二零二零年十月十四日，本公司向董事及僱員授出合共62,718,000份購股權，行使價為每股股份0.149港元（包括25,718,000份購股權給董事及37,000,000份購股權給僱員）。緊接購股權授出之日前的收市價為每股股份0.156港元。進一步詳情分別載於本公司日期為二零二零年十月十五日及二零二零年十月二十日的公佈。
 - (b) 於二零二零年十二月十七日，本公司向一名僱員（為本集團若干附屬公司的一名董事）授出18,000,000份購股權，行使價為每股股份0.183港元。授出的購股權可於授出日期起計一年後但不超過十年內行使，惟須達成若干目標。緊接購股權授出之日前的收市價為每股股份0.183港元。進一步詳情分別載於本公司日期為二零二零年十二月十八日及二零二零年十二月三十日的公佈。
 - (c) 於二零二一年六月七日，本公司向本集團一家附屬公司一名顧問（並非本集團董事）就其根據顧問協議條款所提供的服務而授出2,500,000份購股權，行使價為每股股份0.185港元。緊接購股權授出之日前的收市價為每股股份0.179港元。進一步詳情載於本公司日期為二零二一年六月八日及二零二一年六月十五日的公佈。

於截至二零二二年六月三十日止六個月及直至本報告日期期間概無授出購股權。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

Notes: (Continued)

2. Except for 1(b) above, the Options shall vest over a period of three years starting from the date of the grant, entitling the holders to exercise one-third of the Options at each of the first, second and third anniversary dates after the date of grant. The Options granted are exercisable after one year but not exceeding 10 years from the date of grant. Any entitlements unexercised in any prior period may be carried forward to the following periods but, in any event, must be exercised within 10 years from the date of grant of the Options. All entitlements then remain unexercised will lapse.

(a) On 1 May 2021, 6,000,000 Options were fully vested upon retirement of an employee in accordance with the rules of the Scheme and as approved by the Board. The 6,000,000 Options are exercisable at any time during the period from 1 May 2021 to 30 April 2023, being the expiration date of a three-year adjusted vesting period for the Options. None of the above Options were exercised during the six months ended 30 June 2022 and up to the date of this report.

(b) On 14 October 2021, 17,572,663 Options granted to Directors and employees were fully vested and exercisable in accordance with the rules of the Scheme. None of the above Options were exercised during the six months ended 30 June 2022 and up to the date of this report.

(c) On 7 June 2022, 833,333 Options granted to a consultant of a subsidiary of the Group, who is not a director of the Group, were fully vested and exercisable in accordance with the rules of the Scheme. None of the above Options were exercised during the six months ended 30 June 2022 and up to the date of this report.

Save as disclosed herein, no Options were vested or exercised during the six months ended 30 June 2022 and up to the date of this report.

23. 以股權為基礎的股份付款交易

(續)

(1) 購股權(續)

附註：(續)

2. 除上文1(b)項外，購股權由授出日期起三年內歸屬，持有人有權在授出日期後第一、第二及第三週年日各行使三分之一購股權。所授出的購股權可於授出日期起計一年後但不超過十年內行使。於任何先前期間尚未行使之任何權利可結轉至下一個期間，惟無論如何必須於授出日期起計十年內行使相關購股權。所有當時仍未獲行使之權利將告失效。

(a) 於二零二一年五月一日，6,000,000份購股權於一名僱員退休而根據計劃且獲得董事會批准後全數歸屬。該6,000,000份購股權可於二零二一年五月一日至二零二三年四月三十日(即購股權三年經調整歸屬期的屆滿日期)期間的任何時間行使。於截至二零二二年六月三十日止六個月及直至本報告日期期間概無上述購股權獲行使。

(b) 於二零二一年十月十四日，向董事及僱員授出的17,572,663份購股權已根據計劃全數歸屬及可行使。於截至二零二二年六月三十日止六個月及直至本報告日期期間概無上述購股權獲行使。

(c) 於二零二二年六月七日，向本集團一間附屬公司的一名顧問(並非本集團董事)授出833,333份購股權已根據計劃全部歸屬及可行使。於截至二零二二年六月三十日止六個月及直至本報告日期期間概無上述購股權獲行使。

除本文所披露者外，於截至二零二二年六月三十日止六個月及直至本報告日期期間概無購股權歸屬或行使。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(1) Share Options (Continued)

Notes: (Continued)

- On 8 January 2021, 4,000,000 Options was lapsed upon resignation of an employee in accordance with the rules of the Scheme. On 17 January 2022 and 7 June 2022, 5,000,000 Options and 4,000,000 Options were lapsed respectively upon resignation of two employees in accordance with the rules of the Scheme.

Save as disclosed herein, no Options were lapsed or cancelled during the six months ended 30 June 2022 and up to the date of this report.

- Besides Directors, executives and employees, other eligible participants of the Scheme include consultants and service providers of the Group.

(2) Share Awards

On 14 July 2021, the Company announced that, by way of consideration for two consultants' (Dr Verdin and Dr Gladyshev, the "Consultants") entire term of services, unless otherwise agreed both consultants will not receive any cash (save for expenses), but instead both consultants will receive an award of 1,670,000 and 1,110,000 ordinary shares, respectively, with a nominal value of US\$0.01 each to be issued by the Company ("Consultant Shares"). Subject to the continuation of the consultants' service for the Company pursuant to the relevant consulting agreement, one third of the Consultant Shares will vest and become issuable on the first, second and third anniversaries of the award date, being the date of the relevant consulting agreement. In the event that any of the consultants' services cease and/or the relevant consulting agreement is terminated for whatever reason prior the satisfaction of any vesting condition in respect of the Consultant Shares that may be issued to the consultants, any unvested Consultant Shares previously awarded shall become null and void and any unvested Consultant Shares will not be issued or remain issuable to the Consultants and the Consultants will have no claim or entitlement in respect of such Consultant Shares whatsoever. Management used the share price of HK\$0.166 (or approximately US\$0.021) at the grant date (14 July 2021) as the FV of the Share Awards.

23. 以股權為基礎的股份付款交易

(續)

(1) 購股權(續)

附註：(續)

- 於二零二一年一月八日，4,000,000份購股權於一名僱員辭職後根據計劃而失效。於二零二二年一月十七日及二零二二年六月七日，5,000,000份購股權及4,000,000份購股權於兩名僱員辭職後根據計劃而分別失效。

除本文所披露者外，於截至二零二二年六月三十日止六個月及直至本報告日期期間概無購股權失效或註銷。

- 除董事、行政人員及僱員外，計劃的其它合資格參與者包括顧問及本集團服務提供商。

(2) 股份獎勵

於二零二一年七月十四日，本公司宣佈，作為兩名顧問(Verdin博士及Gladyshev博士，「顧問」)整個服務年期的代價，除非另行協定，否則兩名顧問將不會收取任何現金(開支除外)，但取而代之，兩名顧問將分別收取本公司將予發行的1,670,000股及1,110,000股每股面值0.01美元的普通股(「顧問股份」)的獎勵。待顧問根據相關顧問協議繼續為本公司提供服務後，三分之一的顧問股份將於獎勵日期(即相關顧問協議日期)的第一、第二及第三週年歸屬及可予發行。倘任何顧問服務終止及/或相關顧問協議因任何原因於達成可能向顧問發行的顧問股份的任何歸屬條件前終止，則先前授出的任何未歸屬顧問股份將告失效及無效，且任何未歸屬顧問股份將不會發行或仍可發行予顧問，而顧問將不會就該等顧問股份提出任何申索或享有權利。管理層使用授出日期(二零二一年七月十四日)的股價0.166港元(或約0.021美元)作為股份獎勵的公允價值。

NOTES TO THE INTERIM FINANCIAL REPORT

中期財務報告附註

For the six months ended 30 June 2022 截至二零二二年六月三十日止六個月

23. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

(2) Share Awards (Continued)

On 14 July 2022, one-third of the Consultant Shares were vested and accordingly 926,666 Shares were issued to the Consultants (note 13(b)).

For the six months ended 30 June 2022:

- No shares (2021: no shares) were vested to the Consultants.
- No shares (2021: no shares) were lapsed or cancelled.
- The Company has recognised total share-based payment expenses arising from the share awards of approximately HK\$76,000 (or approximately US\$10,000) (2021: nil) in profit or loss.

24. EVENTS AFTER REPORTING DATE

On 17 August 2022, the Board announced that through a series of transactions from 8 July 2022 up to and including 16 August 2022, the Company disposed of an aggregate of 1,072,876 DVP shares on the open market on ASX for an aggregate consideration, before expenses, of approximately A\$2.51 million in cash (or approximately US\$1.74 million).

On 23 August 2022, the Company repaid the Convertible notes by cash in full.

23. 以股權為基礎的股份付款交易 (續)

(2) 股份獎勵(續)

於二零二二年七月十四日，三分之一的顧問股份獲歸屬，故向顧問發行926,666股股份(附註13(b))。

截至二零二二年六月三十日止六個月：

- 概無股份(二零二一年：無股份)歸屬予顧問。
- 概無股份(二零二一年：無股份)失效或註銷。
- 本公司已於損益中確認股份獎勵產生的以股份為基礎的付款開支總額約76,000港元(或約10,000美元)(二零二一年：零)。

24. 報告日後事項

於二零二二年八月十七日，董事會公佈透過自二零二二年七月八日起直至二零二二年八月十六日(包括該日)之一系列交易，本公司已於澳洲證券交易所之公開市場上出售合共1,072,876股DVP股份，總代價(扣除開支前)約為2,510,000澳元(或約1,740,000美元)。

於二零二二年八月二十三日，本公司已悉數以現金償還可換股票據。

TRADING RECORD OVER LAST FIVE YEARS

過去五年營業紀錄

		Six months ended		For the year ended 31 December			
		30 June					
		截至六月三十日		截至十二月三十一日止年度			
		止六個月					
		2022	2021	2020	2019	2018	2017
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年	二零一七年
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元
Total income and fair value (loss)/gain on financial instruments	總收入及金融工具公允價值(虧損)/收益	(5,419)	18,235	2,149	(313)	2,843	9,493
Income less expenses before reversal/(impairment losses) and provision	收入減撥回/(減值虧損)及撥備前之支出	(20,770)	(13,873)	(24,880)	(38,114)	(33,971)	(27,403)
Reversal of impairment	減值撥回	—	—	6,126	—	—	—
Impairment losses	減值虧損	—	—	(5,700)	(26,000)	—	(1,875)
Operating loss after reversal/(impairment losses) and provision	撥回/(減值虧損)及撥備後之營運虧損	(20,770)	(13,873)	(24,454)	(64,114)	(33,971)	(29,278)
Finance costs	融資成本	(580)	(1,218)	(1,706)	(620)	—	—
Gain on disposal of an associate	出售一間聯營公司之收益	—	—	—	—	209	—
Share of results of associates	應佔聯營公司之業績	—	—	—	—	—	(1,067)
Loss before taxation	除稅前虧損	(21,350)	(15,091)	(26,160)	(64,734)	(33,762)	(30,345)
Tax credit/(taxation)	稅項抵免/(稅項)	1,288	2,493	1,764	(1,265)	2,669	2,982
Loss for the period/year	期/年內虧損	(20,062)	(12,598)	(24,396)	(65,999)	(31,093)	(27,363)
Non-controlling interests	非控股權益	—	—	1	(49)	6	4
Loss attributable to shareholders of the Company	本公司股東應佔虧損	(20,062)	(12,598)	(24,395)	(66,048)	(31,087)	(27,359)

OTHER INFORMATION

其他資料

CORPORATE GOVERNANCE

The Company is committed to achieving and maintaining high standards of corporate governance. The Board is responsible for performing the Corporate Governance functions as set out under Code Provision A.2.1 of the CG Code.

During the six months ended 30 June 2022, the Company has complied with the Code Provisions set out in the CG Code. The corporate governance policy and practices adopted during the six months ended 30 June 2022 remained in line with those in place for the financial year ended 31 December 2021 as disclosed in the corporate governance report of the 2021 Annual Report.

The Board has six Directors, including one ED (being the CEO), two NEDs and three INEDs. The Chairman (who is a NED) leads and is responsible for running the Board. The CEO leads the management team and is responsible for running business and daily operations of the Company. The two roles are separate and performed by different individuals. In the course of overseeing management and business performance, the Board is assisted by the Audit Committee, the Remuneration Committee and the Nomination Committee, with each operating under written terms of reference as approved and reviewed from time to time by the Board. There are also an Investment Committee and an Inside Information Committee under the authority of the Board to oversee various matters, including but not limited to compliance and disclosure. At the July 2022 Board meeting, the Board established mechanisms to ensure independent views and input are available to the Board pursuant to Code Provision B.1.4 of the CG Code and adopted the Whistleblowing Policy and the Anti-Corruption Policy for compliance with Code Provisions D.2.6 and D.2.7 of the CG Code respectively.

THE CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted its own Securities Dealing Code regarding securities transactions by Directors and relevant employees on terms no less exacting than the required standards set out in the Model Code. Reminders are sent to Directors and relevant employees that they should comply with the restriction on dealing of the securities of the Company as specified in the Securities Dealing Code. The Securities Dealing Code is available on the Company's website.

企業管治

本公司致力於達成及維持高標準之企業管治。董事會負責履行企業管治守則第A.2.1條守則條文所載之企業管治職能。

於截至二零二二年六月三十日止六個月，本公司已遵守企業管治守則所載守則條文。於截至二零二二年六月三十日止六個月採納之企業管治政策及常規，與二零二一年年報內企業管治報告所披露截至二零二一年十二月三十一日止財政年度實行的政策及常規保持一致。

董事會有六名董事，包括一名執行董事（即行政總裁）、兩名非執行董事及三名獨立非執行董事。主席（為非執行董事）領導並負責董事會的運作。行政總裁領導管理團隊並負責本公司業務及日常營運的運作。兩個角色獨立並由不同人士履行。在監察管理層及業務表現的過程中，董事會獲審核委員會、薪酬委員會及提名委員會協助，而各個董事委員會均按照經董事會批准及不時審閱的書面職權範圍運作。投資委員會及內幕消息委員會亦在董事會授權下負責監察多個事項，包括但不限於合規情況及披露。於二零二二年七月之董事會會議上，董事會根據企業管治守則第B.1.4條守則條文，設立機制以確保董事會能取得獨立觀點及意見，並已遵守企業管治守則第D.2.6條及D.2.7條守則條文，分別採納舉報政策及反貪污政策。

董事及相關僱員進行證券交易之守則

本公司已採納其自身有關董事及相關僱員進行證券交易的證券交易守則，其嚴格程度不遜於標準守則載列的規定標準。本公司會發出通知予董事及相關僱員，提醒彼等不應於證券交易守則所規定的禁止買賣期內買賣本公司股份。證券交易守則可於本公司網站查閱。

THE CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES (CONTINUED)

Having made specific enquiries with the Directors, the Company confirmed that all Directors have complied with the required standards set out in the Securities Dealing Code and the Model Code during the six months ended 30 June 2022.

CHANGES IN DIRECTORS' INFORMATION

There is no change in information of Directors which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the publication of the 2021 Annual Report.

INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 June 2022.

SHARE OPTION SCHEME (2016)

The existing Share Option Scheme (2016) was adopted by the Company on 10 June 2016, followed by the grant of listing status of Shares to be granted under the Scheme by the Listing Committee of the Stock Exchange on 10 June 2016. The maximum number of Shares which may be issued upon exercise of all Options to be granted under the Scheme shall not exceed 173,725,118 Shares, representing 10% of the total issued Shares at the date of adoption of the Scheme, being 10 June 2016. The Scheme shall be valid and effective for a period of 10 years commencing from 10 June 2016 and will expire on 9 June 2026. The Company has no other share option scheme currently in force.

The Scheme provides the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to the eligible participants (including Directors, executives, employees, consultants and service providers of the Group). The Scheme may, at the discretion of the Directors, be used in conjunction with any cash-based compensation, incentive compensation or bonus plan. Please refer to note 23 to the interim financial report of the 2022 Interim Report and the 2021 Annual Report for further details of the Scheme.

董事及相關僱員進行證券交易之守則(續)

經向董事作出具體查詢後，本公司確認全體董事於截至二零二二年六月三十日止六個月內已一直遵守證券交易守則及標準守則載列的規定標準。

董事資料變更

自刊發二零二一年年報以來，概無任何根據上市規則第13.51B(1)條須予披露的董事資料變更。

中期股息

董事會議決不宣派截至二零二二年六月三十日止六個月之中期股息。

購股權計劃(二零一六)

現有購股權計劃(二零一六)由本公司於二零一六年六月十日採納，之後聯交所上市委員會於二零一六年六月十日授出根據計劃將予授出股份之上市地位。根據計劃將予授出之所有購股權獲行使後可能發行之股份數目上限不得超過173,725,118股股份，即於計劃採納日期(即二零一六年六月十日)已發行股份總數之10%。計劃將自二零一六年六月十日起計10年內具有效力及生效，並將於二零二六年六月九日屆滿。本公司目前概無其他生效中之購股權計劃。

計劃讓本公司靈活地挽留、激勵、獎勵、酬謝、補償及／或提供福利予合資格參與者(包括董事、本集團之行政人員、僱員、顧問及服務供應商)。計劃可按董事酌情權結合任何現金賠償、獎勵賠償或花紅計劃一併運用。有關計劃之進一步詳情，請參閱二零二二年中期報告之中期財務報告附註23及二零二一年年報。

OTHER INFORMATION

其他資料

SHARE OPTION SCHEME (2016) (CONTINUED)

A summary of the particulars and movements of the Options during the six months ended 30 June 2022 is set out below:

購股權計劃(二零一六)(續)

截至二零二二年六月三十日止六個月購股權之詳情及變動概要載列如下：

Name or Category of participants	Date of grant ^(note 1)	Exercise price per share (HK\$)	Outstanding as at 1 January 2022	Number of Options			Outstanding as at 30 June 2022
				Granted during the period ^(note 2)	Exercised during the period ^(note 3)	Lapsed/Cancelled during the period ^(note 4)	
參與者姓名或類別	授出日期 ^(附註1)	每股行使價 (港元)	於二零二二年一月一日尚未行使	期內授出 ^(附註2)	期內行使 ^(附註3)	期內失效/註銷 ^(附註4)	於二零二二年六月三十日尚未行使
Directors 董事							
James Mellon	14.10.2020	0.149	1,837,000	—	—	—	1,837,000
Jamie Gibson	14.10.2020	0.149	18,370,000	—	—	—	18,370,000
Julie Oates	14.10.2020	0.149	1,837,000	—	—	—	1,837,000
Mark Searle	14.10.2020	0.149	1,837,000	—	—	—	1,837,000
Jayne Sutcliffe	14.10.2020	0.149	1,837,000	—	—	—	1,837,000
Employees 僱員							
	14.10.2020	0.149	33,000,000	—	—	(9,000,000)	24,000,000
	17.12.2020	0.183	18,000,000	—	—	—	18,000,000
Other 其他							
	07.06.2021	0.185	2,500,000	—	—	—	2,500,000
Total 總計			79,218,000	—	—	(9,000,000)	70,218,000

Notes:

1. The consideration for the grant of Options as disclosed above was HK\$10.

(a) On 14 October 2020, the Company granted 62,718,000 Options to Directors and employees with an exercise price of HK\$0.149 per Share (comprising 25,718,000 Options for Directors and 37,000,000 Options for employees). The closing price immediately before the date on which the Options were granted was HK\$0.156 per Share. Further details are set out in the announcements of the Company dated 15 October 2020 and 20 October 2020, respectively.

(b) On 17 December 2020, the Company granted 18,000,000 Options to an employee (being a director of certain subsidiaries of the Group) with an exercise price of HK\$0.183 per Share. The Options granted are exercisable after one year but not exceeding 10 years from the date of the grant and subject to fulfilment of various targets. The closing price immediately before the date on which the Options were granted was HK\$0.183 per Share. Further details are set out in the announcements of the Company dated 18 December 2020 and 30 December 2020, respectively.

(c) On 7 June 2021, the Company granted 2,500,000 Options to a consultant of a subsidiary of the Group, who is not a director of the Group, for the services rendered pursuant to the terms of the consulting agreement, with an exercise price of HK\$0.185 per Share. The closing price immediately before the date on which the Options were granted was HK\$0.179 per Share. Further details are set out in the announcements of the Company dated 8 June 2021 and 15 June 2021, respectively.

No Options were granted during the six months ended 30 June 2022 and up to the date of this report.

附註：

1. 就上文披露授出購股權之代價為10港元。

(a) 於二零二零年十月十四日，本公司向董事及僱員授出合共62,718,000份購股權，行使價為每股股份0.149港元(包括25,718,000份購股權給董事及37,000,000份購股權給僱員)。緊接授出購股權日期前的收市價為每股股份0.156港元。進一步詳情分別載於本公司日期為二零二零年十月十五日及二零二零年十月二十日的公佈。

(b) 於二零二零年十二月十七日，本公司向一名僱員(為本集團若干附屬公司的一名董事)授出18,000,000份購股權，行使價為每股股份0.183港元。授出的購股權可於授出日期起計一年後但不超過十年內行使，惟須達成若干目標。緊接授出購股權日期前的收市價為每股股份0.183港元。進一步詳情分別載於本公司日期為二零二零年十二月十八日及二零二零年十二月三十日的公佈。

(c) 於二零二一年六月七日，本公司向本集團一家附屬公司的一名顧問(並非本集團董事)就其根據顧問協議條款所提供的服務而授出2,500,000份購股權，行使價為每股股份0.185港元。緊接授出購股權日期前的收市價為每股股份0.179港元。進一步詳情分別載於本公司日期為二零二一年六月八日及二零二一年六月十五日的公佈。

於截至二零二二年六月三十日止六個月及至本報告日期止概無授出購股權。

SHARE OPTION SCHEME (2016) (CONTINUED)

Notes: (Continued)

2. Saved as disclosed above, during the six months ended 30 June 2022:

- (a) No Options were granted to or held by any Directors, chief executive or substantial shareholders of the Company (other than James Mellon who is also the Non-executive Chairman of the Company), or their respective associates;
- (b) No Options were granted to or held by any participants in excess of the individual limit referred to under the Listing Rules;
- (c) No Options were granted to or held by any full-time employees of the Group;
- (d) No Options were granted to or held by any suppliers of goods or service of the Group; and
- (e) No Options were granted to or held by any participants other than those referred to in 2(a) to (d) above.

3. Except for 1(b) above, the Options shall vest over a period of three years starting from the date of the grant, entitling the holders to exercise one-third of the Options at each of the first, second and third anniversary dates after the date of grant. The Options granted are exercisable after one year but not exceeding 10 years from the date of the grant. Any entitlements unexercised in any prior period may be carried forward to the following periods but, in any event, must be exercised within 10 years from the date of grant of the Options. All entitlements then remain unexercised will lapse.

- (a) On 1 May 2021, 6,000,000 Options were fully vested upon retirement of an employee in accordance with the rules of the Scheme and as approved by the Board. The 6,000,000 Options are exercisable at any time during the period from 1 May 2021 to 30 April 2023, being the expiration date of a three-year adjusted vesting period for the Options. None of the above Options were exercised during the six months ended 30 June 2022 and up to the date of this report.
- (b) On 14 October 2021, 17,572,663 Options granted to Directors and employees were fully vested and exercisable in accordance with the rules of the Scheme. None of the above Options were exercised during the six months ended 30 June 2022 and up to the date of this report.
- (c) On 7 June 2022, 833,333 Options granted to a consultant of a subsidiary of the Group were fully vested and exercisable in accordance with the rules of the Scheme. None of the above Options were exercised during the six months ended 30 June 2022 and up to the date of this report.

Saved as disclosed herein, no Options were vested or exercised during the six months ended 30 June 2022 and up to the date of this report.

4. On 17 January 2022 and 7 June 2022, 5,000,000 Options and 4,000,000 Options were lapsed respectively upon resignation of two employees in accordance with the rules of the Scheme.

Save as disclosed herein, no Options were lapsed or cancelled during the six months ended 30 June 2022 and up to the date of this report.

購股權計劃(二零一六)(續)

附註：(續)

2. 除上文所披露者外，於截至二零二二年六月三十日止六個月期間：

- (a) 除James Mellon(彼亦為本公司非執行主席)外，概無任何董事、本公司主要行政人員或主要股東或彼等各自的聯繫人獲授或持有購股權；
- (b) 概無任何參與者獲授或持有超過上市規則所述的個人限額的購股權；
- (c) 概無任何本集團全職僱員獲授或持有購股權；
- (d) 概無任何本集團的商品或服務的供應商獲授或持有購股權；及
- (e) 除上文2(a)至(d)項所述外，概無任何參與者獲授或持有購股權。

3. 除上文1(b)項外，購股權由授出日期起計三年內歸屬，持有人有權在授出日期後第一、第二及第三週年各年行使三分之一購股權。所授出的購股權可於授出日期起計一年後但不超過十年內行使。於任何先前期間尚未行使之任何配額可結轉至下一個期間，惟無論如何必須於授出日期起計十年內行使相關購股權。所有當時仍未獲行使之配額將告失效。

- (a) 於二零二一年五月一日，6,000,000份購股權於一名僱員退休而根據計劃且獲得董事會批准後全數歸屬。該6,000,000份購股權可於二零二一年五月一日至二零二三年四月三十日(即購股權三年經調整歸屬期的屆滿日期)期間的任何時間行使。於截至二零二二年六月三十日止六個月至本報告日期期間，概無上述購股權獲行使。
- (b) 於二零二一年十月十四日，向董事及僱員授出的17,572,663份購股權已根據計劃全數歸屬及可行使。於截至二零二二年六月三十日止六個月至本報告日期止，概無上述購股權獲行使。
- (c) 於二零二二年六月七日，向本集團一家附屬公司的一名顧問授出833,333份購股權已根據計劃全數歸屬及可行使。於截至二零二二年六月三十日止六個月至本報告日期止，概無上述購股權獲行使。

除本文所披露者外，於截至二零二二年六月三十日止六個月及截至本報告日期止，概無購股權獲歸屬或行使。

4. 5,000,000份購股權及4,000,000份購股權於兩名僱員辭職後根據計劃分別於二零二二年一月十七日及二零二二年六月七日各自失效。

除本文所披露者外，於截至二零二二年六月三十日止六個月及截至本報告日期止，概無購股權失效或註銷。

OTHER INFORMATION

其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2022, the interests of the Directors and chief executive of the Company in the Shares, underlying shares (in respect of positions held pursuant to equity derivatives) and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model Code were as follows:

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零二二年六月三十日，董事及本公司主要行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份(有關根據股本衍生工具持有之持倉)及債券中，擁有須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊中，或根據證券及期貨條例第XV部第7及第8分部或根據標準守則而須以其他方式知會本公司及聯交所之權益如下：

A. Long positions in the Shares and underlying shares of the Company

a. Shares

A. 於股份或本公司相關股份之好倉

a. 股份

Name of Director	Capacity	Number of Shares held ^(note 1)	Approximate % of issued share capital of the Company ^(note 2)
董事姓名	身份	持有股份數目 ^(附註1)	本公司已發行股本之概約百分比 ^(附註2)
James Mellon <small>(note 3) (附註3)</small>	Beneficial owner 實益擁有人	403,806,071	16.83%
	Interests held by controlled corporation 控股公司所持有之權益	102,874,258	4.29%
Jamie Gibson	Beneficial owner 實益擁有人	89,396,748	3.73%
David Comba	—	—	—
Julie Oates <small>(note 4) (附註4)</small>	Interests held jointly with another person 與其他人士共同持有之權益	1,000,000	0.04%
Mark Searle <small>(note 5) (附註5)</small>	Beneficial owner 實益擁有人	471,228	0.02%
	Family interest 家族權益	628,304	0.03%
	Beneficiary of a trust 信託受益人	2,070,760	0.09%
Jayne Sutcliffe	Beneficial owner 實益擁有人	1,716,046	0.07%

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (CONTINUED)

a. Shares (Continued)

Notes:

1. Directors' personal interests in Shares as stated above are long position interests. There are no short position interests held by any Director.
2. These numbers do not include the number of Shares to be issued upon conversion of the Convertible Notes and exercise of Options held by the Directors as disclosed below. As at 30 June 2022, the total number of issued Shares was 2,399,421,215 Shares.
3. An aggregate of 102,874,258 Shares are held by two private limited liability companies indirectly wholly-owned by James Mellon, each holding 25,791,905 Shares and 77,082,353 Shares respectively.
4. The 1,000,000 Shares are held by Julie Oates for the beneficial interests jointly with her spouse, Alan Clucas Oates.
5. The 2,070,760 Shares are held to the order of a pension fund, of which Mark Searle is the sole beneficiary and the 628,304 Shares are held by his spouse, Juliet Mary Druce Searle.

b. Convertible Notes

Details of the Directors' interest in the Convertible Notes are set out in note 15 to the interim financial report of the 2022 Interim Report.

董事及主要行政人員於股份、相關 股份及債券之權益及淡倉(續)

a. 股份(續)

附註：

1. 董事於上文所述股份之個人權益均為好倉權益，概無任何董事持有淡倉權益。
2. 該等數目並未包括下文所述轉換由董事所持有之可換股票據及購股權之行使後將予發行之股份數目。於二零二二年六月三十日，已發行股份總數為2,399,421,215股份。
3. 合共102,874,258股股份由James Mellon間接全資擁有之兩間私人有限公司持有，各自分別持有25,791,905股股份及77,082,353股股份。
4. Julie Oates及其配偶Alan Clucas Oates共同持有實益權益1,000,000股股份。
5. 2,070,760股股份乃由一項退休基金持有，Mark Searle為該項退休基金之唯一受益人，而628,304股股份乃由Mark Searle之配偶Juliet Mary Druce Searle持有。

b. 可換股票據

有關可換股票據之詳情載於二零二二年中期報告之中期財務報告附註15。

OTHER INFORMATION

其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (CONTINUED)

b. Convertible Notes (Continued)

As at 30 June 2022, pursuant to the relevant subscription agreement, the following Directors had the following beneficial interests in the Shares to be issued and allotted upon full conversion of the Convertible Notes in the principal amount, in aggregate, of US\$1.70 million:

Name of Director	Capacity	Principal amount of Convertible Notes held (US\$) 所持可換股票據之本金額 (美元)	Number of shares to subscribe for upon full conversion of the Convertible Notes held (note 2) 所持可換股票據悉數轉換後將認購之股份數目(附註2)	Subscription price per share (HK\$) 每股認購價 (港元)	Conversion period 換股期
James Mellon (note 1) (附註1)	Beneficial owner 實益擁有人	500,000	18,827,621	0.2125	23.08.2019 – 23.08.2022
	Interests held by controlled corporation 控股公司所持有之權益	900,000	33,889,697	0.2125	23.08.2019 – 23.08.2022
Jamie Gibson	Beneficial owner 實益擁有人	300,000	11,296,565	0.2125	23.08.2019 – 23.08.2022

Notes:

- The Convertible Notes in the principal amount of US\$900,000, which entitles the holder to subscribe for an aggregate of 33,889,697 new Shares upon full conversion, are held by a private limited liability company which is indirectly wholly-owned by James Mellon.
- The number was calculated on the assumption that all Convertible Notes were converted on the maturity date (being 23 August 2022) and that any and all interest that would accrue was capitalised for the remaining period from 1 January 2022 to 23 August 2022.

The maturity of the Convertible Notes was on 23 August 2022 and were fully repaid by cash on that date. During the six months ended 30 June 2022 and up to the maturity of the Convertible Notes on 23 August 2022, none of the holders of the Convertible Notes, including the above Directors, had converted their Convertible Notes and subscribed for the Shares.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉(續)

b. 可換股票據(續)

於二零二二年六月三十日，根據相關認購協議，下列董事擁有以下本金總額為1,700,000美元可換股票據悉數轉換後將予發行及配發之股份之實益權益：

附註：

- 本金額為900,000美元賦予持有人權利於悉數轉換後認購合共33,889,697股新股份之可換股票據由一家由James Mellon間接全資擁有之私人有限公司持有。
- 該數目乃以假設所有可換股票據於到期日(即二零二二年八月二十三日)悉數轉換且於二零二二年一月一日至二零二二年八月二十三日止之剩餘期間之任何及全部應計利息均被資本化而計算得出。

可換股票據於二零二二年八月二十三日到期，並已於該日悉數以現金償還。截至二零二二年六月三十日止六個月及至可換股票據於二零二二年八月二十三日到期日，概無可換股票據持有人(包括上述董事)轉換其可換股票據並認購股份。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (CONTINUED)

c. Options

Details of the Directors' interests in the Options under the Share Option Scheme (2016) are set out in the section headed "Share Option Scheme (2016)" of this report and note 23 to the interim financial report of the 2022 Interim Report.

Save as disclosed above, as at 30 June 2022 and as at the date of this report, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying shares (in respect of positions held pursuant to equity derivatives) or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "Share Option Scheme (2016)" and "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" above, at no time during the six months ended 30 June 2022 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 the Shares in or debentures of the Company and none of the Directors, their spouses or children under 18 years of age, had any rights to subscribe for securities of the Company, or had exercised any such rights.

SUBSTANTIAL SHAREHOLDERS INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As far as the Directors are aware, as at 30 June 2022, no other person other than one Director, James Mellon, whose interests are set out in the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" of this report, had any interest or short positions in the Shares or the underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Stock Exchange and the Company pursuant to Divisions 2 and 3 of Part XV of the SFO.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉(續)

c. 購股權

董事於購股權計劃(二零一六)項下購股權權益之詳情載於本報告「購股權計劃(二零一六)」一節及二零二二年中期報告之中期財務報告附註23。

除上文所披露者外，於二零二二年六月三十日及本報告日期，董事或本公司主要行政人員概無於本公司、其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份(有關根據股本衍生工具持有之持倉)或債券，擁有須記錄於本公司根據證券及期貨條例第352條規定存置之登記冊中，或根據證券及期貨條例第XV部第7及第8分部或根據標準守則而須以其他方式知會本公司及聯交所之任何權益或淡倉。

董事收購股份或債券之權利

除上文「購股權計劃(二零一六)」及「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」等節所披露者外，截至二零二二年六月三十日止六個月內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事可藉購入本公司之股份或債券而獲益，而董事或彼等之配偶或未滿十八歲之子女亦無擁有任何可認購本公司證券之權利或曾行使任何該等權利。

主要股東於股份及相關股份之權益及淡倉

據董事所知悉，於二零二二年六月三十日，除一名董事James Mellon(其權益載於本報告「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節)外，概無其他人士擁有須記錄於本公司根據證券及期貨條例第336條規定存置之登記冊中，或根據證券及期貨條例第XV部第2及第3分部而須知會聯交所及本公司之權益或淡倉。

OTHER INFORMATION

其他資料

RISK MANAGEMENT AND INTERNAL CONTROL

Pursuant to Code Provision D.2.1 of the CG Code, the Board, through the Audit Committee, has engaged an independent professional firm to undertake the role of the internal audit function and conduct reviews of the Group's risk management and internal control systems, including the financial, operational and compliance functions of the Group. During the six months ended 30 June 2022, a formal risk assessment was conducted by management with reference to the Group's business objectives and strategies, to identify and assess enterprise risks, and to perform an overall review on the corresponding control measures and management actions. The internal audit function conducted reviews of the risk assessment framework and results of the Group. In-depth review of internal controls related to certain process are concluded on a rotational basis according to the internal audit plan. Observations and recommendations were communicated with management such that risk mitigation plans were developed and executed by management to address the issues identified. Key findings were reported to and reviewed by the Board and the Audit Committee on a timely basis.

The Board, through the Audit Committee, has conducted an annual review of the effectiveness of the risk management and internal control systems of the Group for the year ended 31 December 2021, and is satisfied that the risk management and internal control systems were effective and adequate. In addition, the Board has also reviewed and is satisfied with the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit and financial reporting functions of the Group, as well as those relating to the Group's Environmental, Social and Governance performance and reporting.

REVIEW OF UNAUDITED FINANCIAL INFORMATION

The unaudited consolidated financial information of the Group for the six months ended 30 June 2022 has been reviewed by the Audit Committee. The Directors acknowledge their responsibility for preparing the accounts and presenting a balanced, clear and comprehensive assessment of the Group's performance, position and prospects. An explanation of the basis on which the Company generates or preserves value over the longer term (the business model) and the strategy for delivering the Company's objectives are set out in the paragraph headed "Strategic Plan" in the "Management's Discussion and Analysis of the Group's Performance" in this report.

PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

風險管理及內部監控

根據企業管治守則守則條文第D.2.1條之規定，董事會透過審核委員會已委聘一家獨立專業公司承擔本集團之風險管理及內部監控系統的內部審核職能及進行檢討的職責，包括本集團財務、運營及合規職能。截至二零二二年六月三十日止六個月，管理層進行正式風險評估，參考本集團的業務目標及策略，以識別和評估企業風險，並全面審核相應的控制措施及管理措施。內部審核職能已就本集團風險管理框架及業績進行檢討。若干程序之內部監控深入檢討根據內部審核計劃按輪值基準進行。觀察結果及推薦建議已向管理層妥善傳達，以便管理層制定及實施風險管理計劃從而解決發現之問題。主要發現已及時向董事會及審核委員會報告並供其審閱。

董事會已通過審核委員會對截至二零二一年十二月三十一日止年度本集團風險管理及內部監控系統之有效性進行年度審閱，並信納風險管理及內部監控系統屬有效且充分。此外，董事會亦審閱本集團會計、內部審核及財務匯報職能方面以及有關本集團環境、社會及管治報告中的表現及報告的資源、員工資歷及經驗、員工所接受的培訓課程及有關預算是否充足，並信納審閱結果。

審閱未經審核財務資料

本集團截至二零二二年六月三十日止六個月之未經審核綜合財務資料經審核委員會審閱。董事確認彼等有編製賬目之責任，並有責任對本集團之業績、情況及前景發表平衡、清晰及全面的評核。本報告「管理層對本集團業績之討論及分析」內「策略計劃」一段，載有本公司所產生或長期續存的價值基準(經營模式)及實現本公司目標之策略闡述。

購回、出售及贖回上市證券

截至二零二二年六月三十日止六個月，本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

DEFINITIONS

釋義

In this interim report, the following expressions shall have the following meanings unless the context indicates otherwise:

於本中期報告內，除文義另有指定外，下列詞彙具有以下涵義：

2021 Annual Report 二零二一年年報	the Company's annual report for the year ended 31 December 2021 本公司截至二零二一年十二月三十一日止年度之年度報告
2022 Interim Report 二零二二年中期報告	the Company's interim report for the six months ended 30 June 2022 本公司截至二零二二年六月三十日止六個月的中期報告
AI 人工智能	artificial intelligence 人工智能
ASX 澳洲證券交易所	Australian Securities Exchange 澳洲證券交易所
ATO 澳洲稅務局	Australian Taxation Office 澳洲稅務局
Audit Committee 審核委員會	Audit Committee of the Company 本公司審核委員會
Board 董事會	Board of Directors of the Company 本公司之董事會
CEO 行政總裁	Chief Executive Officer 行政總裁
CG Code 企業管治守則	Corporate Governance Code as set out in Appendix 14 of the Listing Rules 載於上市規則附錄十四之企業管治守則
CGU 現金產生單位	cash generating unit 現金產生單位
Company 本公司	Endurance RP Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange 壽康集團有限公司*，一家於開曼群島註冊成立之有限公司，其股份於聯交所上市，並於法蘭克福證券交易所公開市場(Freiverkehr)買賣 * 僅供識別
Convertible Note(s) 可換股票據	the 4% coupon unlisted convertible notes due on 23 August 2022 issued by the Company on 23 August 2019 which are convertible into new Shares, details are set out in the announcement of the Company dated 23 August 2019 本公司在二零一九年八月二十三日發行，並於二零二二年八月二十三日到期之4%票息非上市可換股票據，此等票據可兌換為新股份，詳情載於本公司日期為二零一九年八月二十三日的公佈

DEFINITIONS

釋義

COVID-19 2019 新型冠狀病毒病	novel coronavirus disease of 2019 2019 新型冠狀病毒病
Director(s) 董事	director(s) of the Company 本公司之董事
DLI or Deep Longevity DLI 或 Deep Longevity	Deep Longevity, Inc, a wholly-owned subsidiary of the Company Deep Longevity, Inc，為本公司之一家全資附屬公司
DLL 深度青春	Deep Longevity Limited, a wholly-owned subsidiary of DLI 深度青春有限公司，為 DLI 之一家全資附屬公司
DVP	DEVELOP Global Limited, a public listed company incorporated in Australia, whose shares are listed on ASX (ASX: DVP)
DVP	DEVELOP Global Limited，一家於澳洲註冊成立之上市公司，其股份於澳洲證券交易所上市(澳洲證券交易所：DVP)
ED 執行董事	Executive Director of the Company 本公司之執行董事
EMA 歐洲藥品管理局	the European Medicines Agency 歐洲藥品管理局
FAFVOCI 按公允價值計入其他 全面收入之金融資產	financial assets at fair value through other comprehensive income 按公允價值計入其他全面收入之金融資產
FAFVPL 透過損益賬按公允價值 處理之金融資產	financial assets at fair value through profit or loss 透過損益賬按公允價值處理之金融資產
FDA 美國食品及藥品監督管理局	The Food and Drug Administration of the US 美國食品及藥品監督管理局
FV 公允價值	fair value 公允價值
G&A 一般及行政	general and administrative 一般及行政
Galloway	Galloway Limited, a private limited liability company which is indirectly wholly-owned by James Mellon, a substantial Shareholder who is also a NED and Chairman of the Board
Galloway	Galloway Limited，一家由 James Mellon (主要股東，亦為非執行董事兼董事會主席) 間接全資擁有之私人有限公司
Grant Sherman 中證	Grant Sherman Appraisal Limited 中證評估有限公司

DEFINITIONS

釋義

Group 本集團	the Company and its subsidiaries 本公司及其附屬公司
HKAS(s) 香港會計準則	the Hong Kong Accounting Standard(s) 香港會計準則
HKFRS(s) 香港財務報告準則	new or revised Hong Kong Financial Reporting Standard(s) 新訂或經修訂香港財務報告準則
HKICPA 香港會計師公會	the Hong Kong Institute of Certified Public Accountants 香港會計師公會
Hong Kong 香港	Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
INED(s) 獨立非執行董事	Independent Non-Executive Director(s) of the Company 本公司之獨立非執行董事
IP 知識產權	intellectual property(ies) 知識產權
Listing Rules 上市規則	Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
Macau 澳門	Macau Special Administrative Region of the PRC 中國澳門特別行政區
Model Code 標準守則	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules 載於上市規則附錄十之上市發行人董事進行證券交易的標準守則
NDA 新藥申請	New Drug Application 新藥申請
NED(s) 非執行董事	Non-Executive Director(s) of the Company 本公司之非執行董事
NMPA 中國國家藥品監督管理局	the National Medical Products Administration 中國國家藥品監督管理局

DEFINITIONS

釋義

Orient EuroPharma 友華生技醫藥	Orient EuroPharma Co., Ltd., the Group's commercial strategic partner for Taiwan, Hong Kong, Macau and other selected countries in Asia 友華生技醫藥股份有限公司，為本集團於台灣、香港、澳門及亞洲其他選定國家的商業策略夥伴
Option(s) 購股權	option(s) granted and exercisable under the Share Option Scheme (2016) 根據購股權計劃(二零一六)授出及可予行使之購股權
PEBEQ™ 早洩困擾評估問卷™	Premature Ejaculation Bothersome Evaluation Questionnaire 早洩困擾評估問卷
Plethora Plethora	Plethora Solutions Holdings plc, a wholly-owned subsidiary of the Company Plethora Solutions Holdings plc，為本公司之一家全資附屬公司
PRC or China 中國	The People's Republic of China 中華人民共和國
R&D 研發	research and development 研究及發展
Recordati Recordati	Recordati S.p.A Recordati S.p.A
Securities Dealing Code 證券交易守則	the code governing securities transactions by Directors and relevant employees of the Group, which was adopted on no less exacting the terms and required standard set out in the Model Code 監管本集團董事及相關僱員進行證券交易的守則，乃按照不遜於標準守則所載列的條款及規定標準獲得採納
SFO 證券及期貨條例	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 證券及期貨條例(香港法例第571章)
Share(s) 股份	ordinary share(s), with voting rights, of US\$0.01 each in the capital of the Company, which are listed on the Stock Exchange and are also traded on the Open market (Freiverkehr) of the Frankfurt Stock Exchange 本公司股本中每股面值0.01美元，附有投票權之普通股份，此等股份於聯交所上市，並於法蘭克福證券交易所公開市場(Freiverkehr)買賣
Shareholders(s) 股東	holders of the Share(s) 股份持有人

Share Options Scheme (2016) or Scheme	the share option scheme of the Company named the “Share Option Scheme (2016)” adopted on 10 June 2016, with shareholders’ approval at the Company’s extraordinary general meeting held on 8 June 2016, which was followed by the grant by the Listing Committee of the Stock Exchange on 10 June 2016 of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the scheme
購股權計劃(二零一六)或計劃	本公司於二零一六年六月十日採立，名為「購股權計劃(二零一六)」之購股權計劃，該計劃於本公司於二零一六年六月八日舉行之股東特別大會上經股東批准，繼而於二零一六年六月十日獲聯交所上市委員會批准因根據計劃將授出之購股權獲行使而將予發行之股份上市及買賣
SK-Pharma	K.S. KIM International (SK-Pharma) Ltd, a company formed under the laws of the State of Israel, an independent third party (as defined under the Listing Rules)
SK-Pharma	K.S. KIM International (SK-Pharma) Ltd，一家根據以色列國法律組成的公司，為獨立第三方(定義見上市規則)
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
UK 英國	the United Kingdom 英國
US 美國	the United States 美利堅合眾國
Wanbang Biopharmaceutical 江蘇萬邦醫藥	Wanbang Biopharmaceutical Co., Ltd., a wholly controlled company of Shanghai Fosun Pharmaceutical (Group) Co. Ltd. 江蘇萬邦生化醫藥集團有限責任公司，為上海復星醫藥(集團)股份有限公司完全控股之公司
A\$ 澳元	Australian dollars, the lawful currency in Australia 澳洲法定貨幣澳元
GBP 英鎊	Great British pounds, the lawful currency in the UK 英國法定貨幣英鎊
HK\$ 港元	Hong Kong dollars, the lawful currency in Hong Kong 香港法定貨幣港元
US\$ 美元	US dollars, the lawful currency in the US 美國法定貨幣美元

CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTOR

Jamie Gibson (CEO)

NON-EXECUTIVE DIRECTORS

James Mellon (Chairman)

Jayne Sutcliffe

INDEPENDENT NON-EXECUTIVE DIRECTORS

David Comba

Julie Oates

Mark Searle

COMPANY SECRETARY

Winnie Lui

INDEPENDENT AUDITOR

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PRINCIPAL BANKER

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REGISTERED OFFICE

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INVESTOR RELATIONS CONSULTANT

LBS Communications Consulting Limited

WEBSITE

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STOCK CODE

575

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Jamie Gibson (行政總裁)

非執行董事

James Mellon (主席)

Jayne Sutcliffe

獨立非執行董事

David Comba

Julie Oates

Mark Searle

公司秘書

雷美欣

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575



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