REGENT PACIFIC GROUP LIMITED
勵晶太平洋集團有限公司

(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 2024
中期報告

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PERFORMANCE OVERVIEW
業績概覽

A summary of the financial performance and other notable events for the six months ended 30 June 2024 include:

- A loss attributable to shareholders of the Company of approximately US$2.62 million, which was mainly attributable to the Group's operating and R&D expenses of approximately US$2.61 million.

- The Group recorded a capital deficiency of approximately US$4.07 million as at 30 June 2024, with the increase being mainly due to the loss attributable to shareholders of the Company.

- In respect of the progress being made with Senstend™ in the PRC, the main objective remains for Wanbang Biopharmaceutical to submit the NDA to NMPA by the end of 2024, with approval expected 12 months thereafter. If the NMPA grants an import licence for Senstend™, US$5 million (before deduction of PRC withholding tax) shall 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.

- In respect of the progress being made with Fortacin™ in the US, the Company is evaluating two proposals from reputable clinical research organisations in respect of undertaking the Phase 3 clinical studies in the US.

- Recordati continues to receive uninterrupted supply of Fortacin™ and the leading markets for the product are Italy and Germany.

- In respect of the other territories, being certain countries in South-East Asia, our licensees are continuing their discussions with the new manufacturer on terms for (i) regulatory support for submitting a variation to the relevant health authority for the appointment of the new manufacturer; and (ii) commercial terms for the manufacture and supply of Fortacin™ for their respective territories.

截至二零二四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2,620,000美元，主要是由於本集團的營運及研發開支約2,610,000美元。

- 截至二零二四年六月三十日，本集團錄得資本虧損約4,070,000美元，增加主要源自本公司股東應佔虧損。

- Senstend™於中國的進展方面，江蘇萬邦醫藥的主要目標仍為於二零二四年底前向國家藥品監督管理局提交新藥申請，預期將於12個月後獲得批准。倘國家藥品監督管理局授予Senstend™進口許可證，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）。

- Fortacin™於美國的進展方面，本公司正在評估兩家知名臨床研究機構關於在美國開展第三期臨床研究的方案。

- Recordati繼續獲得Fortacin™的不間斷供應，該產品的主要市場為意大利及德國。

- 其他地區（即東南亞若干國家）方面，我們的被許可方正繼續與新製造商商討條款，包括(i)向有關衛生當局提交變更以委任新製造商的監管支援；及(ii)在其各自地區製造及供應Fortacin™的商業條款。

- Post the interim results period ended 30 June 2024 and as announced by the Company, (i) on 26 July 2024, the Group has "out licensed" the rights of Fortacin™ to Kobayashi Pharmaceutical Co., Ltd. for Japan; and (ii) on 26 August 2024, the Group has signed the manufacturing and supply agreement whereby Genetic S.p.A ("**Genetic**") will manufacture and supply Senstend™ to Wanbang Biopharmaceutical for the market in the PRC.

- 截至二零二四年六月三十日止中期業績期後及誠如本公司所公佈，(i)於二零二四年七月二十六日，本集團已將Fortacin™的權利「對外授權」予日本的Kobayashi Pharmaceutical Co., Ltd.；及(ii)於二零二四年八月二十六日，本集團已簽署製造及供應協議，據此，Genetic S.p.A.（「**Genetic**」）將就江蘇萬邦醫藥於中國的市場製造及向其供應Senstend™。

- From a business development standpoint, the Group has continued to implement and integrate Deep Longevity with our existing business. Deep Longevity is continuing its growth journey with multiple initiatives around building out the team, product, technology and commercial models. Deep Longevity is committed to building and commercialising various aging clocks using its leading AI led deep learning technology.

- 從業務發展角度而言，本集團已繼續落實將Deep Longevity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。Deep Longevity致力於使用其領先的人工智能主導的深度學習技術構建及商業化各種老化時鐘。

With a streamlined focus, the Company remains excited 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, South-East Asia, Japan, 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 software as a service (SaaS)© platform; and (iii) 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充滿信心，並將：(i)繼續尋求Fortacin™/Senstend™於美國、中國、東南亞、日本、拉丁美洲及中東等餘下主要市場成功商業化；(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™報告及網上軟件即服務(SaaS)©平台與診所、實驗室及保險公司合作；及(iii)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。

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 much reduced loss attributable to the shareholders of the Company of approximately US$2.62 million for the six months ended 30 June 2024 (six months ended 30 June 2023: approximately US$12.20 million).

The main elements of the loss are analysed as follows:

收益及溢利

截至二零二四年六月三十日止六個月，本集團錄得本公司股東應佔虧損大幅減少至約2,620,000美元（截至二零二三年六月三十日止六個月：約12,200,000美元）。

虧損之主要項目分析如下：

		Note 附註	Six months ended 30 June 截至六月三十日止六個月 2024 二零二四年 US$ million 百萬美元	2023 二零二三年 US$ million 百萬美元	Increase/ (decrease) in absolute value 絕對值增加／(減少) %
Revenue	收益		**0.12**	0.17	(29.41)
Other income	其他收入		**–***	0.02	(100.00)
Net exchange loss	淨匯兌虧損		**(0.06)**	(0.05)	20.00
Fair value (loss)/gain on financial instruments	金融工具之公允價值（虧損）／收益		**(0.08)**	0.11	NA 不適用
Amortisation of intangible assets	無形資產攤銷	(i)	**–**	(12.38)	(100.00)
R&D expenditure	研發開支		**(0.53)**	(0.69)	(23.19)
G&A expenditure	一般及行政費用		**(2.01)**	(2.24)	(10.27)
Finance costs	融資成本		**(0.06)**	(0.03)	100.00
Income tax credit	所得稅抵免	(ii)	**–**	2.89	(100.00)
Total loss attributable to shareholders of the Company	**本公司股東應佔虧損總額**		**(2.62)**	(12.20)	(78.52)

* Amount is less than US$0.01 million

(i) No amortisation of intangible assets was recorded for the six months ended 30 June 2024 (six months ended 30 June 2023: approximately US$12.38 million), which was mainly because the patent (Fortacin™) was fully amortised on 19 November 2023.

(ii) No income tax credit was recorded for the six months ended 30 June 2024 (six months ended 30 June 2023: approximately US$2.89 million), which was mainly because the deferred tax liability arising from the patent (Fortacin™) was fully amortised on 19 November 2023.

* 金額少於10,000美元

(i) 截至二零二四年六月三十日止六個月並無錄得無形資產攤銷（截至二零二三年六月三十日止六個月：約12,380,000美元），乃主要由於專利(Fortacin™)已於二零二三年十一月十九日悉數攤銷。

(ii) 截至二零二四年六月三十日止六個月並無錄得所得稅抵免（截至二零二三年六月三十日止六個月：約2,890,000美元），乃主要由於專利(Fortacin™)產生的遞延稅項負債已於二零二三年十一月十九日悉數攤銷。

FINANCIAL POSITION

Capital deficiency increased to approximately US$4.07 million as at 30 June 2024 from approximately US$1.55 million as at 31 December 2023. The increase was due to the loss attributable to shareholders of the Company of approximately US$2.62 million for the six months ended 30 June 2024.

The Group's assets also comprised: (i) cash and bank balances of approximately US$0.28 million; (ii) property, plant and equipment and prepayment, deposits and other receivables of approximately US$0.41 million; (iii) restricted bank balances of US$32,000; (iv) trade receivables of approximately US$43,000; and (v) listed and unlisted investments of approximately US$21,000.

The Group's liabilities comprised: (i) trade payables, contract liabilities, accruals and other payables of approximately US$3.16 million; (ii) long-term and short-term lease liabilities of approximately US$0.97 million; (iii) long-term shareholder's loans of US$0.72 million; and (iv) long-term and short-term bank borrowings of approximately US$15,000.

財務狀況

資本虧損由二零二三年十二月三十一日約1,550,000美元增至二零二四年六月三十日約4,070,000美元。該增加乃由於截至二零二四年六月三十日止六個月本公司股東應佔虧損約2,620,000美元。

本集團之資產亦包括：(i)現金及銀行結餘約280,000美元；(ii)物業、廠房及設備以及預付款項、按金及其他應收款項約410,000美元；(iii)受限制銀行結餘32,000美元；(iv)應收貿易賬款約43,000美元；及(v)上市及非上市投資約21,000美元。

本集團之負債包括(i)應付貿易賬款、合約負債、應計賬款及其他應付款項約3,160,000美元；(ii)長期及短期租賃負債約970,000美元；(iii)長期股東貸款720,000美元；及(iv)長期及短期銀行借貸約15,000美元。

PLETHORA'S FINANCIAL RESULTS

Plethora recorded an operating loss of approximately GBP 210,000 (or approximately US$266,000) for the six months ended 30 June 2024 (six months ended 30 June 2023: approximately GBP 345,000 (or approximately US$426,000), excluding the amortisation cost of an intangible asset, Fortacin™, and the tax credit in respect of the deferred tax liability).

The operating loss of Plethora for the six months ended 30 June 2024, mainly included the royalty income of approximately GBP 63,000 (or approximately US$80,000) (six months ended 30 June 2023: approximately GBP 66,000 (or approximately US$82,000)) which being offset by: (i) R&D costs related to the regulatory and phase 3 studies in respect of the FDA approval process of Fortacin™ in the US of approximately GBP 144,000 (or approximately US$183,000) (six months ended 30 June 2023: approximately GBP 282,000 (or approximately US$348,000)); and (ii) G&A expenses of approximately GBP 129,000 (or approximately US$163,000) (six months ended 30 June 2023: approximately GBP 129,000 (or approximately US$159,000)).

PLETHORA的財務業績

於截至二零二四年六月三十日止六個月，Plethora錄得營運虧損約210,000英鎊（或約266,000美元）（截至二零二三年六月三十日止六個月：約345,000英鎊（或約426,000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。

於截至二零二四年六月三十日止六個月，Plethora的營運虧損主要包括專利使用費收入約63,000英鎊（或約80,000美元）（截至二零二三年六月三十日止六個月：約66,000英鎊（或約82,000美元）），被以下項目抵銷：(i)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三階段研究相關之研發費用約144,000英鎊（或約183,000美元）（截至二零二三年六月三十日止六個月：約282,000英鎊（或約348,000美元））；及(ii)一般及行政費用約129,000英鎊（或約163,000美元）（截至二零二三年六月三十日止六個月：約129,000英鎊（或約159,000美元））。

PLETHORA'S FINANCIAL RESULTS (CONTINUED)

As at 30 June 2024, Plethora had cash resources of approximately GBP 21,000 (or approximately US$26,000) (31 December 2023: approximately GBP 61,000 (or approximately US$78,000)), with ongoing financial support being provided by the Group.

PLETHORA的財務業績 (續)

於二零二四年六月三十日，Plethora之現金資源約為21,000英鎊（或約26,000美元）（二零二三年十二月三十一日：約61,000英磅（或約78,000美元）），以及由本集團持續提供財政支援。

Development Plan for Senstend™ in the PRC

In respect of the progress being made with Senstend™ in the PRC, the main objective remains for Wanbang Biopharmaceutical to submit the NDA to NMPA by the end of 2024, with approval expected 12 months thereafter. In this respect, as announced by the Group on 26 August 2024, Plethora Solutions Limited (an indirect wholly-owned subsidiary of the Company), Genetic, Wanbang Biopharmaceutical and Wanbang MKT signed the manufacturing and supply agreement (the "**M&S Agreement**") whereby Genetic will manufacture and supply Senstend™ to Wanbang Biopharmaceutical for the market in the PRC. The signing of the M&S Agreement removes a significant hurdle in the China regulatory approval process as it will allow Wanbang Biopharmaceutical to complete the filing of the NDA registration dossier with the NMPA, with approval expected within 12 months from filing. Under the terms of the M&S Agreement, Wanbang Biopharmaceutical will as soon as practicable but in any event no later than 3 months of receipt of the manufacturing information, file the NDA with NMPA.

Senstend™於中國的發展計劃

Senstend™於中國的進展方面，江蘇萬邦醫藥的主要目標仍為於二零二四年底前向國家藥品監督管理局提交新藥申請，預期將於12個月後獲得批准。就此而言，誠如本集團於二零二四年八月二十六日所公佈，Plethora Solutions Limited（本公司間接全資附屬公司）、Genetic、江蘇萬邦醫藥及江蘇萬邦營銷簽署製造及供應協議（「**製造及供應協議**」），據此，Genetic將就江蘇萬邦醫藥於中國的市場製造及向其供應Senstend™。簽署製造及供應協議移除了於中國監管審批過程中的一大障礙，這將使江蘇萬邦醫藥能夠完成向國家藥品監督管理局提交新藥申請註冊檔案的工作，並預計於提交後12個月內獲批。根據製造及供應協議條款，江蘇萬邦醫藥將在切實可行的情況下儘快，惟無論如何不遲於收到製造資料後3個月內向國家藥品監督管理局提交新藥申請。

It is estimated that Senstend™ has the potential to help an initial target market of approximately 9 million patients in China in its first year of launch, growing to over 170 million patients by its tenth year. Our strong partner Wanbang Biopharmaceutical, which is part of the Fosun network, has an established marketing expertise, e-commerce platforms and an unrivalled nationwide logic and distribution through Sinopharm Group Co. Ltd., China's number one pharmaceutical and healthcare distributor, through its network of hospitals, clinics and pharmacies to ensure the commercial success of Senstend™ in China.

據估計，Senstend™有可能在推出的首年幫助中國約900萬名患者的初始目標市場，到第十年增長至逾1.7億名患者。我們強大的合作夥伴江蘇萬邦醫藥乃復星網絡的一部分，已透過中國最大醫藥及醫療保健分銷商國藥控股股份有限公司的醫院、診所及藥房網絡建立了成熟的營銷專長、電子商務平台及無與倫比的全國物流及分銷，確保Senstend™在中國的商業成功。

PLETHORA'S FINANCIAL RESULTS (CONTINUED)

Development Plan for Senstend™ in the PRC (Continued)

All costs of the clinical trials, including all other associated regulatory and submission costs are being met by Wanbang Biopharmaceutical. If 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. In addition, and as disclosed in the Company's announcement on 3 December 2018, there are other significant payments payable to the Group from Wanbang Biopharmaceutical in respect of:

Commercial Milestone Payment

A possible payment of up to US$25 million in total upon achievement of certain annual net sales milestones, dependent on the net sales achieved by Wanbang Biopharmaceutical.

Further Payments and Royalties

- 25% of net receipts; and
- tiered percentage royalties on net sales, ranging from the low to high teens, except that lower payment structures will apply in certain circumstances where a generic product has successfully entered and impacted the market in China.

Development Plan for Fortacin™ in the US

In respect of the progress being made with Fortacin™ in the US, the Company is evaluating two proposals from reputable clinical research organisations in respect of undertaking the Phase 3 clinical studies in the US. In addition to the evaluation of the two proposals, the Group is discussing with various parties, including royalty funds and potential licensees, for financing the phase 3 studies, with view to having these finalised during the course of 2024.

PLETHORA的財務業績 (續)

Senstend™於中國的發展計劃 (續)

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，待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)。再者，誠如二零一八年十二月三日本公司公佈所披露，江蘇萬邦醫藥應就下列各項向本集團支付其他重大付款：

商業里程碑付款

於實現若干年度銷售淨額里程碑後，作出可能最多25,000,000美元之付款，視乎江蘇萬邦醫藥實現之銷售淨額而定。

進一步付款及特許權使用費

- 收款淨額之25%；及
- 在銷售淨額的基礎上按分層百分比計算之特許權使用費，介乎百分之十至十幾，惟較低之付款結構將適用於仿製產品已成功進入及影響中國地區市場等若干情況除外。

Fortacin™於美國的發展計劃

Fortacin™於美國的進展方面，本公司正在評估兩家知名臨床研究機構關於在美國開展第三期臨床研究的方案。除評估前述兩份方案外，本集團亦正在與包括專利使用費基金及潛在被許可方在內的各方商討為第三期研究提供資金的事宜，以期於二零二四年期間敲定相關事宜。

PLETHORA'S FINANCIAL RESULTS (CONTINUED)

Commercialisation of Fortacin™ in Europe by Recordati

Recordati continues to receive uninterrupted supply of Fortacin™ and the leading markets are Italy and Germany.

Commercialisation of Fortacin™ in other countries

In respect of the other territories, being certain countries in South-East Asia, our licensees are continuing their discussions with the new manufacturer on terms for (i) regulatory support for submitting a variation to the relevant health authority for the appointment of the new manufacturer, and (ii) commercial terms for the manufacture and supply of Fortacin™ for their respective territories.

Post the interim results period and as announced by the Company on 26 July 2024, the Group has "out licensed" the rights to Fortacin™ to Kobayashi Pharmaceutical Co., Ltd. for Japan and had received a signature payment of US$500,000 on 23 August 2024.

BUSINESS DEVELOPMENT OF DEEP LONGEVITY

Key Developments

Customer Adoption

Deep Longevity will shortly be launching SenoClock® in China, India and Australia in Q3 2024 with the onboarding of new customers. Deep Longevity is excited to be entering these large markets where usage of our SenoClock® platform will provide us with visibility and, more importantly, increased revenue.

Business Development

Discussions are underway for launching pilot studies with large insurance providers, a Fortune 500 Consumer Health company, a chain of providers and other large businesses, which can provide significant exposure, increased revenue and in the longer-term large-scale opportunities. Longevity clinics from different parts of the world keep reaching out to us and we are confident of increasing our number of longevity customers.

PLETHORA的財務業績 (續)

Recordati於歐洲實現Fortacin™的商業化

Recordati繼續獲得Fortacin™的不間斷供應，主要市場為意大利及德國。

Fortacin™於其他地區的商業化

其他地區（即東南亞若干國家）方面，我們的被許可方正繼續與新製造商商討條款，包括(i)向有關衛生當局提交變更以委任新製造商的監管支援；及(ii)在其各自地區製造及供應Fortacin™的商業條款。

中期業績期後及誠如本公司於二零二四年七月二十六日所公佈，本集團已將Fortacin™的權利「對外授權」予日本的Kobayashi Pharmaceutical Co., Ltd.，並於二零二四年八月二十三日收到簽約款500,000美元。

DEEP LONGEVITY的業務發展

主要進展

客戶採用

隨著新客戶的加入，Deep Longevity將於二零二四年第三季度在中國、印度及澳大利亞推出SenoClock®。Deep Longevity很高興能進入該等大型市場，SenoClock®平台的使用將為我們帶來知名度，更重要的是，將增加我們的收入。

業務發展

目前正在討論與多家大型保險公司、一家《財富》500強消費者保健公司、各連鎖供應商及其他大型企業開展試點研究，可為我們帶來巨大的曝光率、更多的收入以及更長期的大規模機會。世界各地的長壽診所不斷與我們聯繫，我們有信心增加長壽客戶的數量。

BUSINESS DEVELOPMENT OF DEEP LONGEVITY (CONTINUED)

Key Developments (Continued)

Research & Development Activities

Deep Longevity is at a point where its current blood age algorithm needs to be updated to meet ever demanding clinical guidelines, which will make it future proof. Investigations into large language model(s) ("**LLM(s)**") are showing a lot of promise and we feel this might be a pivotal moment where Deep Longevity adapts an LLM across its product ecosystem as it looks to keep ahead of the competition.

While we understand achieving a high-level of personalization in our recommendations would be a big attraction to customers, it needs to be done with the context of region and the person, which seems to be the sweet spot for LLMs. Research is still underway, however, once we update the algorithms, we are planning for significant upgrades in the content and format to improve our personalization and recommendations for our customers.

DEEP LONGEVITY的業務發展 (續)

主要進展 (續)

研發活動

Deep Longevity目前的血齡算法需要更新，以滿足日益嚴格的臨床指南要求，使其不易過時。對大型語言模型（「**LLM(s)**」）的研究正顯示出巨大的前景，我們認為，這可能是Deep Longevity在其產品生態系統中調整LLM以在競爭中保持領先的關鍵時刻。

儘管我們了解，在我們的推薦中實現高度個性化對客戶而言具有很大的吸引力，但仍需要結合地區及個人背景來實現，而這似乎正是LLMs的優勢所在。研究仍在進行中，一旦更新算法，我們計劃在內容及形式上進行重大升級，以改進我們的個性化以及客戶推薦。

RIGHTS ISSUE

To strengthen the financial status and stability of the Group, to enhance the Group's liquidity and to lower the gearing level, on 26 September 2022, the Company announced the proposed Rights Issue on the basis of one Rights Share for every one existing Share held on the record date at the subscription price of HK$0.0785 (or net price of approximately HK$0.076) per Rights Share to the qualifying Shareholders as explained under the prospectus of the Company dated 13 December 2022. On the above announcement date, the closing price per Share was HK$0.10. Subsequent to the passing of the proposed resolutions in respect of the Rights Issue at the extraordinary general meeting of the Company held on 24 November 2022, the Rights Issue was completed on 12 January 2023 and 2,166,571,194 Rights Shares, with an aggregate nominal value of approximately US$21,665,000, were allotted and issued to the qualifying Shareholders accordingly. Details are set out in the announcements of the Company dated 26 September 2022, 17 October 2022, 31 October 2022, 24 November 2022, 3 January 2023 and 11 January 2023, the circular of the Company dated 31 October 2022 and the prospectus of the Company dated 13 December 2022 respectively.

供股

為加強本集團的財務狀況和穩定性、提升本集團之資金流動性及降低資產負債水平，誠如本公司日期為二零二二年十二月十三日之供股章程所述，於二零二二年九月二十六日，本公司宣佈建議按於記錄日期每持有一股現有股份獲發一股供股股份之基準，按每股供股股份0.0785港元（或淨價約0.076港元）之認購價向合資格股東供股。於上述公佈日期，股份之收市價為每股0.10港元。於二零二二年十一月二十四日舉行的本公司股東特別大會上通過有關供股的建議決議案後，供股已於二零二三年一月十二日完成，且2,166,571,194股供股股份（總面值約為21,665,000美元）已據此獲配發及發行予合資格股東。詳情分別載於本公司日期為二零二二年九月二十六日、二零二二年十月十七日、二零二二年十月三十一日、二零二二年十一月二十四日、二零二三年一月三日及二零二三年一月十一日之公佈、本公司日期為二零二二年十月三十一日之通函及本公司日期為二零二二年十二月十三日之供股章程。

USE OF PROCEEDS FROM THE RIGHTS ISSUE

The gross proceeds from the Rights Issue (before the Set Off and expenses) were approximately HK$170.08 million (or approximately US$21.67 million) and the net proceeds from the Rights Issue (before the Set Off and after deducting the estimated expenses of approximately HK$6.28 million (or approximately US$0.80 million)) were approximately HK$163.80 million (or approximately US$20.87 million). The Company intends to apply the net proceeds to (i) approximately 63.63% (up to approximately HK$104.23 million, or approximately US$13.28 million) for the Set Off upon completion of the Rights Issue; (ii) approximately 26.37% (up to approximately HK$43.19 million, or approximately US$5.50 million) for implementation of business development plan as described under the paragraph headed "Business development" in the prospectus dated 13 December 2022; and (iii) the remaining 10.00% (up to approximately HK$16.38 million, or approximately US$2.09 million) as general working capital of the Group.

供股之所得款項用途

供股之所得款項總額（抵銷及扣除開支前）約為170,080,000港元（或約21,670,000美元）及供股之所得款項淨額（抵銷前及扣除估計開支約6,280,000港元（或約800,000美元）後）約為163,800,000港元（或約20,870,000美元）。本公司擬將所得款項淨額中(i)約63.63%（最多約104,230,000港元或約13,280,000美元）於供股完成時用於抵銷；(ii)約26.37%（最多約43,190,000港元或約5,500,000美元）用於按日期為二零二二年十二月十三日之供股章程「業務發展」一段項下所述執行業務發展計劃；及(iii)餘下10.00%（最多約16,380,000港元或約2,090,000美元）用作本集團的一般營運資金。

As at 30 June 2024, the net proceeds from the Rights Issue had been fully utilised as follows:

於二零二四年六月三十日，供股之所得款項淨額已動用如下：

		Proposed use of net proceeds as disclosed in the announcement on 11 January 2023 二零二三年一月十一日公佈所披露之所得款項淨額的建議用途		Actual use of net proceeds up to 30 June 2024 直至二零二四年六月三十日之所得款項淨額的實際用途		Unutilised net proceeds as of 30 June 2024 截至二零二四年六月三十日之未動用所得款項淨額	
		HK$ million 百萬港元	US$ million 百萬美元	HK$ million 百萬港元	US$ million 百萬美元	HK$ million 百萬港元	US$ million 百萬美元
Set Off	抵銷	104.23	13.28	(104.23)	(13.28)	–	–
Business development	業務發展	43.19	5.50	(43.19)	(5.50)	–	–
General working capital	一般營運資金	16.38	2.09	(16.38)	(2.09)	–	–
		163.80	20.87	(163.80)	(20.87)	–	–

INTERIM DIVIDEND

The Directors have resolved not to declare an interim dividend in respect of the six months ended 30 June 2024 (six months ended 30 June 2023: nil).

中期股息

董事會已決議不宣派截至二零二四年六月三十日止六個月之中期股息（截至二零二三年六月三十日止六個月：無）。

OUTLOOK

We are optimistic about the prospects for our businesses going into the second half of 2024. Achieving our strategic objective of (i) submitting the NDA to NMPA and commercialising Senstend™ in China with our commercial partner Wanbang Biopharmaceutical which will be transformational for the Group; (ii) the commencement of the phase 3 studies in the US together with the "out licensing" of the US rights; (iii) assisting our Japanese licensee with seeking their marketing authorisation; and (iv) launching a new updated AI machine learning platform for SenoClock® with significant upgrades in the content and format to improve our personalization and recommendations for Deep Longevity's customers remain our prime focus.

We continue to learn and remain confident about Deep Longevity as it remains a leader in its sector – AI for machine learning to determine biological age with its SaaS© platform of SenoClock® that provides all its aging clocks and longevity recommendations.

While at the time of writing this report, there are fears of a US recession from weak US data and global stock markets are in turmoil, and there is speculation that the US Federal Reserve will cut interest rates to head off the risk of the US entering a recession. Time and the incoming data will tell but the remaining sentiment for the second half of this year is uncertain and volatility is expected to remain high.

With a streamlined focus, the Company remains optimistic about the future prospects for the Group despite the uncertain global sentiment and the Shareholders with a continued emphasis on driving business forward across its key operating divisions.

On behalf of the Board, I wish to thank our Shareholders for their continued support and our employees for their hard work in another challenging, but rewarding year.

展望

我們對二零二四年下半年的業務前景持樂觀態度。我們的戰略目標為(i)與商業夥伴江蘇萬邦醫藥一起向國家藥品監督管理局提交新藥申請並在中國實現Senstend™的商業化，此舉對本集團而言將是一次變革；(ii)在美國開始第三期研究並「對外授權」美國權利；(iii)協助我們的日本被許可方尋求其市場授權；及(iv)為SenoClock®推出全新升級的人工智能機器學習平台，並在內容及形式上進行重大升級，以改善我們為Deep Longevity客戶提供的個性化推薦，這仍是我們的首要關注點。

我們繼續學習並對Deep Longevity保持信心，因為它仍然是該領域的領導者－用於機器學習的人工智能，通過SaaS©平台SenoClock®確定生物年齡，該平台提供所有老化時鐘及長壽建議。

於撰寫本報告時，由於美國經濟數據疲軟，人們擔心會導致美國經濟衰退，全球股市陷入動盪，因此有猜測稱美聯儲將降息，以抵禦美國經濟衰退的風險。時間以及即將公佈的數據將證明一切，但今年下半年的市場情緒仍不明朗，預計波動性仍將居高不下。

儘管全球經濟形勢不明朗，但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保持樂觀並繼續強調將業務向主要營運部門推進。

本人謹代表董事會，衷心感謝股東之持續支持，亦感謝員工在又一個充滿挑戰及回報之年度竭誠為本公司效力。

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

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
- 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.

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

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
- 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。

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 2024, the Group had approximately US$280,000 in cash.

資金

於二零二四年六月三十日，本集團持有現金約280,000美元。

GEARING RATIO

Due to the capital deficiency position as at 30 June 2024, the gearing ratio calculated as a percentage of the Group's long-term debts over total equity became a meaningless figure (31 December 2023: meaningless figure).

資本負債比率

由於於二零二四年六月三十日的資本虧損狀況，按本集團的長期債務除以總權益的百分比計算的資本負債比率為無意義數字（二零二三年十二月三十一日：無意義數字）。

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 Deep Longevity.

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及Deep Longevity之權益。

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 June 2024 (31 December 2023: nil).

或然負債

本集團於二零二四年六月三十日並無重大或然負債（二零二三年十二月三十一日：無）。

SIGNIFICANT INVESTMENTS

As at 30 June 2024, the Group did not have any significant investment in equity interest in any other companies and did not own any properties (31 December 2023: nil).

重大投資

於二零二四年六月三十日，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（二零二三年十二月三十一日：無）。

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 2024 (six months ended 30 June 2023: nil).

重大收購及出售附屬公司

於截至二零二四年六月三十日止六個月，本集團概無進行任何附屬公司的重大收購或出售（截至二零二三年六月三十日止六個月：無）。

MATERIAL CHANGES FOR THE INTERIM PERIOD

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

中期的重大變動

除本報告所披露者外，本集團之財務狀況及本報告中「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。

EVENTS AFTER REPORTING DATE

Please refer to note 25 to the condensed consolidated financial statements for details of events after the reporting date.

報告日後事項

有關報告日後事項的詳情，請參閱簡明綜合財務報表附註25。

EMPLOYEES

The Group, including subsidiaries but excluding an associate, employed 17 employees and 2 consultants as at 30 June 2024 (six months ended 30 June 2023: 20 employees and 1 consultant). The remuneration policy is to reward key employees by a combination of salaries, profit related discretionary bonuses and 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 Options will be agreed by the Remuneration Committee.

僱員

本集團（包括附屬公司，但不包括聯營公司）於二零二四年六月三十日共有17名僱員及2名顧問（截至二零二三年六月三十日止六個月：20名僱員及1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 PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
簡明綜合損益及其他全面收益表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

			(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
			2024	2023
			二零二四年	二零二三年
		Note	**US$'000**	US$'000
		附註	**千美元**	千美元
Revenue	收益	5	**123**	173
Other income	其他收入	5	**3**	15
Exchange losses, net	淨匯兌虧損		**(60)**	(45)
Fair value (loss)/gain on FAFVPL	透過損益賬按公允價值處理之金融資產之公允價值（虧損）／收益		**–***	19
(Loss)/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（虧損）／收益		**(80)**	91
			(14)	253
Expenses:	支出：			
Employee benefit expenses	僱員福利費用		**(1,512)**	(1,495)
Rental and office expenses	租金及辦公室費用		**(68)**	(295)
Information and technology expenses	資訊及科技費用		**(77)**	(86)
Marketing costs	市場推廣費用		**(2)**	(17)
Professional and consulting fees	專業及諮詢費用		**(245)**	(265)
Research and development expenses	研發開支		**(525)**	(686)
Amortisation of intangible assets	無形資產攤銷		**–**	(12,379)
Other operating expenses	其他營運支出		**(114)**	(93)
Loss from operations	營運虧損		**(2,557)**	(15,063)
Finance costs	融資成本	6	**(64)**	(27)
Loss before tax	除稅前虧損		**(2,621)**	(15,090)
Income tax credit	所得稅抵免	7	**–**	2,891
Loss for the period	期內虧損	8	**(2,621)**	(12,199)

* Amount is less than US$1,000

* 金額少於1,000美元

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
簡明綜合損益及其他全面收益表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

			(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
			2024	2023
			二零二四年	二零二三年
		Note	**US$'000**	US$'000
		附註	**千美元**	千美元
Other comprehensive income	**其他全面收入**			
Item that will be reclassified to profit or loss:	**將會重新分類至損益之項目：**			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		**12**	65
Total comprehensive loss for the period	**本期間全面虧損總額**		**(2,609)**	(12,134)
Loss for the period attributable to:	**以下應佔本期間虧損：**			
Shareholders of the Company	本公司股東		**(2,621)**	(12,199)
Total comprehensive loss for the period attributable to:	**以下應佔本期間全面虧損總額：**			
Shareholders of the Company	本公司股東		**(2,609)**	(12,134)
Loss 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**	10	**US cents 美仙**	US cents 美仙
– Basic	一基本		**(1.148)**	(5.501)
– Diluted	一攤薄		**(1.148)**	(5.501)
			HK cents 港仙	HK cents 港仙
– Basic	一基本		**(8.976)**	(43.120)
– Diluted	一攤薄		**(8.976)**	(43.120)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
簡明綜合財務狀況表

As at 30 June 2024 於二零二四年六月三十日

		Note 附註	(Unaudited) (未經審核) 30 June 2024 二零二四年六月三十日 US$'000 千美元	(Audited) (經審核) 31 December 2023 二零二三年十二月三十一日 US$'000 千美元
ASSETS AND LIABILITIES	**資產及負債**			
Non-current assets	**非流動資產**			
Property, plant and equipment	物業、廠房及設備	11	**6**	10
Intangible assets	無形資產		**–**	–
Interest in an associate	於一間聯營公司之權益		**1**	–
			7	10
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		**21**	318
Trade receivables	應收貿易賬款	12	**43**	39
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		**406**	298
Restricted bank balances	受限制銀行結餘	21	**32**	32
Cash and bank balances	現金及銀行結餘		**280**	2,097
Asset classified as held-for-sale	分類為持作出售資產		**–**	1
			782	2,785
Current liabilities	**流動負債**			
Trade payables, contract liabilities, accruals and other payables	應付貿易賬款、合約負債、應計賬款及其他應付款項	13	**(3,158)**	(3,151)
Bank borrowings	銀行借貸	15	**(8)**	(8)
Lease liabilities	租賃負債		**(446)**	(422)
			(3,612)	(3,581)
Net current liabilities	**流動負債淨額**		**(2,830)**	(796)
Total assets less current liabilities	**資產總值減流動負債**		**(2,823)**	(786)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
簡明綜合財務狀況表

As at 30 June 2024 於二零二四年六月三十日

		Note 附註	(Unaudited) (未經審核) 30 June 2024 二零二四年六月三十日 US$'000 千美元	(Audited) (經審核) 31 December 2023 二零二三年十二月三十一日 US$'000 千美元
Non-current liabilities	**非流動負債**			
Bank borrowings	銀行借貸	15	**(7)**	(12)
Shareholder's loans	股東貸款	16	**(720)**	–
Lease liabilities	租賃負債		**(524)**	(753)
			(1,251)	(765)
NET LIABILITIES	**負債淨額**		**(4,074)**	(1,551)
EQUITY	**權益**			
Share capital	股本	14	**228**	228
Reserves	儲備		**(4,302)**	(1,779)
CAPITAL DEFICIENCY	**資本虧損**		**(4,074)**	(1,551)
Net liabilities value per share:	每股負債淨值：			
– US cents	一美仙		**(1.78)**	(0.68)
– HK cents	一港仙		**(13.90)**	(5.31)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
簡明綜合權益變動表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

		(Unaudited) (未經審核) Equity attributable to shareholders of the Company 本公司股東應佔權益								
2024 二零二四年		Share capital 股本 US$'000 千美元	Accumulated losses 累計虧損 US$'000 千美元	Share premium 股份溢價 US$'000 千美元	Investment revaluation reserve 投資重估儲備 US$'000 千美元	Share-based payment reserve 以股份為基礎的付款儲備 US$'000 千美元	Capital redemption reserve 股本贖回儲備 US$'000 千美元	Statutory and other reserves 法定及其他儲備 US$'000 千美元	Foreign currency exchange reserve 外幣匯兌儲備 US$'000 千美元	Total 權益總額 US$'000 千美元
At 1 January 2024	於二零二四年一月一日	228	(306,439)	293,557	(1,500)	825	8,228	215	3,335	(1,551)
Loss for the period	**期內虧損**	–	(2,621)	–	–	–	–	–	–	(2,621)
Foreign currency translation adjustment	外幣換算調整	–	–	–	–	–	–	–	12	12
Total comprehensive (loss)/income for the period	**期內全面(虧損)/收入總額**	–	(2,621)	–	–	–	–	–	12	(2,609)
Equity settled share-based payment transactions (note 22)	以權益結算的股份付款交易(附註22)	–	–	–	–	86	–	–	–	86
At 30 June 2024	於二零二四年六月三十日	228	(309,060)	293,557	(1,500)	911	8,228	215	3,347	(4,074)

		(Unaudited) (未經審核) Equity attributable to shareholders of the Company 本公司股東應佔權益								
2023 二零二三年		Share capital 股本 US$'000 千美元	Accumulated losses 累計虧損 US$'000 千美元	Share premium 股份溢價 US$'000 千美元	Investment revaluation reserve 投資重估儲備 US$'000 千美元	Share-based payment reserve 以股份為基礎的付款儲備 US$'000 千美元	Capital redemption reserve 股本贖回儲備 US$'000 千美元	Statutory and other reserves 法定及其他儲備 US$'000 千美元	Foreign currency exchange reserve 外幣匯兌儲備 US$'000 千美元	Total 權益總額 US$'000 千美元
At 1 January 2023	於二零二三年一月一日	24,004	(326,933)	294,331	(1,500)	714	8,228	215	3,538	2,597
Loss for the period	**期內虧損**	–	(12,199)	–	–	–	–	–	–	(12,199)
Foreign currency translation adjustment	外幣換算調整	–	–	–	–	–	–	–	65	65
Total comprehensive (loss)/income for the period	**期內全面(虧損)/收入總額**	–	(12,199)	–	–	–	–	–	65	(12,134)
Issue of Shares through Rights Issue	透過供股發行股份	21,665	–	(810)	–	–	–	–	–	20,855
Equity settled share-based payment transactions (note 22)	以權益結算的股份付款交易(附註22)	–	–	–	–	83	–	–	–	83
Share options lapsed	購股權失效	–	63	–	–	(63)	–	–	–	–
		21,665	63	(810)	–	20	–	–	–	20,938
At 30 June 2023	於二零二三年六月三十日	45,669	(339,069)	293,521	(1,500)	734	8,228	215	3,603	11,401

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
簡明綜合現金流量表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

		Note 附註	(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月 2024 二零二四年 US$'000 千美元	2023 二零二三年 US$'000 千美元
Cash flows from operating activities:	**經營活動之現金流量：**			
Loss before tax	除稅前虧損		**(2,621)**	(15,090)
Adjustments for:	就下列各項作出調整：			
Finance costs	融資成本	6	**64**	27
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8	**5**	8
Depreciation of right-of-use assets	使用權資產折舊	8	**–**	234
Amortisation of intangible assets	無形資產攤銷	8	**–**	12,379
Fair value loss/(gain) on FAFVPL	透過損益賬按公允價值處理之金融資產之公允價值虧損／(收益)	8	**–***	(19)
Loss/(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虧損／(收益)	8	**80**	(91)
Equity-settled share-based payment expenses	以權益結算的股份付款開支	22	**86**	83
Operating loss before working capital changes	**營運資本變動前之營運虧損**		**(2,386)**	(2,469)
(Increase)/decrease in trade receivables	應收貿易賬款(增加)／減少		**(4)**	13
(Increase)/decrease in prepayments and other receivables	預付款項及其他應收款項(增加)／減少		**(108)**	329
Decrease in trade payables, contract liabilities, accruals and other payables	應付貿易賬款、合約負債、應計賬款及其他應付款項減少		**(2)**	(234)
Cash used in operations	**經營所用現金**		**(2,500)**	(2,361)
Interest on lease liabilities	租賃負債利息		**(55)**	(6)
Net cash used in operating activities	**經營活動所用現金淨額**		**(2,555)**	(2,367)

* Amount is less than US$1,000

* 金額少於1,000美元

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
簡明綜合現金流量表

For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

		Note 附註	(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月 2024 二零二四年 US$'000 千美元	2023 二零二三年 US$'000 千美元
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	11	**(1)**	(2)
Proceeds from disposal of FAFVPL	出售透過損益賬按公允價值處理之金融資產之所得款項		**217**	832
Net cash generated from investing activities	**投資活動所得之現金淨額**		**216**	830
Cash flows from financing activities:	**融資活動之現金流量：**			
Repayment of bank borrowings	償還銀行借貸		**(5)**	(4)
Repayment of lease liabilities	償還租賃負債		**(206)**	(254)
Drawdown of shareholder's loans	提取股東貸款		**720**	–
Net proceeds from Rights Issue	供股所得款項淨額		**–**	6,015
Net cash generated from financing activities	**融資活動所得之現金淨額**		**509**	5,757
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物（減少）／增加淨額		**(1,830)**	4,220
Cash and cash equivalents at the beginning of the period	期初之現金及現金等價物		**2,097**	309
Effect of foreign currency fluctuations	外幣波動之影響		**13**	65
Cash and cash equivalents at the end of the period	**期終之現金及現金等價物**		**280**	4,594
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		**280**	4,594

1. GENERAL INFORMATION

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 principal place of business of the Group is 8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong. The Company's shares are listed on the Main Board of 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.

1. 一般資料

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。本集團主要營業地點為香港皇后大道中5號衡怡大廈8樓。本公司之股份於聯交所主板上市，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於生物醫藥公司之投資及其他企業投資。

2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("**HKAS**") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**") and the applicable disclosures required by the Listing Rules.

The Group incurred a loss of approximately US$2,621,000 during the six months ended 30 June 2024. As at 30 June 2024, the Group had net current liabilities and net liabilities of approximately US$2,830,000 and US$4,074,000, respectively.

These events and conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern and to realise its assets and discharge its liabilities in the normal course of business.

2. 編製基準

簡明綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港會計準則(「**香港會計準則**」)第34號「中期財務報告」及上市規則所規定之適用披露編製。

截至二零二四年六月三十日止六個月，本集團產生虧損約2,621,000美元。於二零二四年六月三十日，本集團流動負債淨額及負債淨額分別約為2,830,000美元及4,074,000美元。

該等事件及情況表明存在重大不確定性，可能會導致對本集團持續經營及在日常業務過程中變現其資產並償還其負債之能力產生重大疑慮。

2. BASIS OF PREPARATION (CONTINUED)

Nevertheless, the Directors had adopted the going concern basis in the preparation of these condensed consolidated financial statements of the Group, based on the measures including but not limited to the following:

(a) The Company entered into a loan agreement with Galloway on 27 March 2024 (the "**Effective Date**"), which made available to the Company a US$ loan facility in an aggregate amount of US$2,000,000 with an interest rate of 8% per annum and repayable within 18 months of the Effective Date (the "**Galloway Loan**"). As at 30 June 2024, the Company has drawn down US$720,000 from the above facility.

Post the interim period ended 30 June 2024, the Company has further drawn down US$655,000 from the above facility;

(b) A subsidiary of the Group will consider fund raising arrangements to meet the necessary funding requirements; and

(c) The Group will seek to implement operational plans to control costs and generate sufficient operating cash flows to meet its current and future obligations. These actions include cost control measures, and timely collection of outstanding receivables.

The Directors have estimated the Group's cash requirements by preparing a Group cashflow forecast for the 15 months ending 30 September 2025. The Directors are of the opinion that the Group has sufficient working capital for its present requirements, that is for 15 months ending 30 September 2025. Accordingly, the Directors are of the view that it is appropriate to adopt the going concern basis in preparing these condensed consolidated financial statements.

2. 編製基準 (續)

儘管如此，董事在編製本集團的該等簡明綜合財務報表時基於（包括但不限於）下列措施採納持續經營基準：

(a) 本公司於二零二四年三月二十七日（「**生效日期**」）與Galloway訂立貸款協議，向本公司提供總額為2,000,000美元的美元貸款融資，年利率為8%，及須於生效日期後18個月內償還（「**Galloway貸款**」）。於二零二四年六月三十日，本公司自上述融資中已提取720,000美元。

於截至二零二四年六月三十日止中期期間後，本公司自上述融資中已進一步提取655,000美元；

(b) 本集團附屬公司將考慮籌資安排，以滿足必要的資金需要；及

(c) 本集團將努力實施運營計劃，控制成本及產生充足運營現金流量，以履行當前及未來的義務。該等行動包括成本控制措施和及時收取尚未收取之應收款項。

董事已通過編製本集團截至二零二五年九月三十日止十五個月的現金流量預測估計本集團的現金需求。董事認為，本集團有充足的營運資金應付其目前需求（即截至二零二五年九月三十日止十五個月）。因此，董事認為採用持續經營基準編製該等簡明綜合財務報表乃屬恰當。

2. BASIS OF PREPARATION (CONTINUED)

Notwithstanding, material uncertainty exists as to whether the Group will be able to continue as a going concern would depend upon the following:

(a) successful draw down of Galloway Loan as and when needed;

(b) successful completion of the fund raising by the subsidiary of the Group; and

(c) successful implementation of measures to effectively control costs and expenses and timely collection of receivables.

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in these condensed consolidated financial statements.

The condensed consolidated financial statements should be read in conjunction with the 2023 annual consolidated financial statements. Other than change in accounting policies resulting from application of amendments to HKFRSs, the accounting policies (including the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty) and methods of computation used in the preparation of the condensed consolidated financial statements are the same as those presented in the annual consolidated financial statements for the year ended 31 December 2023.

2. 編製基準 (續)

儘管如此，本集團能否繼續持續經營業務仍存在重大不確定性，將取決於以下各項：

(a) 成功提取Galloway貸款（於有需要時）；

(b) 本集團附屬公司成功完成籌資；及

(c) 成功實施有效控制成本及開支的措施，並及時收回應收款項。

倘本集團未能達成上述計劃及措施，其可能無法繼續按持續基準營運，則須作出調整以將本集團的資產賬面值撇減至其可收回金額，就可能產生之任何其他負債計提撥備，並將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。該等調整之影響尚未於該等簡明綜合財務報表中反映。

簡明綜合財務報表應與二零二三年年度綜合財務報表一併閱讀。除因應用香港財務報告準則修訂本而導致的會計政策變更外，會計政策（包括管理層在應用本集團會計政策時作出的重大判斷及估計不確定性的主要來源）及編製簡明綜合財務報表所採用的計算方法與截至二零二三年十二月三十一日止年度的年度綜合財務報表所呈列者一致。

3. APPLICATION OF AMENDMENTS TO HKFRSs

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the Group's annual periods beginning on 1 January 2024 for the preparation of the Group's condensed consolidated financial statements:

Amendment to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the new and amendments to HKFRSs in the current interim period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3. 應用香港財務報告準則修訂本

於本中期期間，本集團已就編製本集團簡明綜合財務報表首次採用以下由香港會計師公會頒佈並於本集團二零二四年一月一日開始之年度期間強制生效之香港財務報告準則修訂本：

香港財務報告準則第16號（修訂本）	售後租回的租賃負債
香港會計準則第1號（修訂本）	負債分類為流動或非流動及香港詮釋第5號（2020年）的相關修訂
香港會計準則第1號（修訂本）	附帶契諾的非流動負債
香港會計準則第7號及香港財務報告準則第7號（修訂本）	供應商融資安排

於本中期期間應用新訂香港財務報告準則及香港財務報告準則修訂本對本集團本期間及過往期間的財務狀況及業績及／或該等簡明綜合財務報表所載的披露並無產生重大影響。

4. FAIR VALUE MEASUREMENTS

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the condensed consolidated statement of financial position approximate their respective fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

The following table shows the carrying amounts and fair value of financial assets, including their levels in the fair value hierarchy. It does not include fair value information for financial assets not measured at fair value if the carrying amount is a reasonable approximation of fair value.

4. 公允價值計量

本集團於簡明綜合財務狀況表中反映之金融資產及金融負債之賬面值與其各自之公允價值相若。

公允價值為市場參與者於計量日期進行有序交易出售資產時將收取或轉讓負債時將支付之價格。以下公允價值計量披露資料所用之公允價值層次按用以計量公允價值之估值技術所使用之輸入值分為三個層次：

第一層次輸入值： 根據本集團於計量日期可獲得相同資產或負債於活躍市場之報價（未經調整）。

第二層次輸入值： 資產或負債直接或間接可觀察輸入值（不包括計入第一層次之報價）。

第三層次輸入值： 資產或負債不可觀察輸入值。

本集團之政策是於導致轉撥之事件或情況變動發生當日確認三個層次之間的轉入及轉出。

下表顯示金融資產的賬面值及公允價值，包括其在公允價值層次中的層次。倘賬面值為公允價值的合理近似值，則不包括未按公允價值計量的金融資產的公允價值資料。

4. FAIR VALUE MEASUREMENTS (CONTINUED)

Disclosures of level in fair value hierarchy:

4. 公允價值計量 (續)

公允價值層次披露：

Description 描述		Note 附註	(Unaudited) (未經審核) Fair value measurements as at 30 June 2024 於二零二四年六月三十日之公允價值計量 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
Recurring fair value measurements:	**經常性公允價值計量：**					
FAFVPL	透過損益賬按公允價值處理之金融資產					
– Unlisted club debenture	–非上市會所債券	(a)	–	19	–	19
– Listed equity securities	–上市股本證券	(b)	2	–	–	2
			2	19	–	21

Description 描述		Note 附註	(Audited) (經審核) Fair value measurements as at 31 December 2023 於二零二三年十二月三十一日之公允價值計量 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
Recurring fair value measurements:	**經常性公允價值計量：**					
FAFVPL	透過損益賬按公允價值處理之金融資產					
– Unlisted club debenture	–非上市會所債券	(a)	–	19	–	19
– Listed equity securities	–上市股本證券	(b)	299	–	–	299
			299	19	–	318

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

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。

4. FAIR VALUE MEASUREMENTS (CONTINUED)

(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.

4. 公允價值計量 (續)

(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

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

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION

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

5. 收益、其他收入及分部資料

本集團之收益包括專利使用費收入。期內本集團之收益及其他收入分析如下：

		(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 US$'000 千美元	2023 二零二三年 US$'000 千美元
Royalty income	專利使用費收入	**80**	82
Income generated from the IP (Deep Longevity):	自知識產權(Deep Longevity)產生的收入：		
– Implementation service	一實施服務	**43**	42
– Subscription and support service	一訂購及支援服務	**–**	11
– Provision of biological age reports	一提供生物年齡報告	**–**	38
		123	173
Other income	其他收入		
Sundry income	雜項收入	**3**	15
		126	188

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (CONTINUED)

The amounts of revenue and other income for the prior period has been reclassified to conform with current year's presentation.

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.

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.

5. 收益、其他收入及分部資料 (續)

上一期間的收益及其他收入金額均已獲重新分類，以符合本年度的列報方式。

本集團已根據定期呈報予行政總裁之內部財務資料識別其經營分部及編製分部資料，以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。呈報予行政總裁之內部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。

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。

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (CONTINUED)

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:

- finance costs; and
- depreciation of right-of-use assets;

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

Segment assets include all assets except for interest in an associate and assets classified as held for sale.

Segment liabilities exclude lease liabilities and shareholder's loans.

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

5. 收益、其他收入及分部資料 (續)

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：

- 融資成本；及
- 使用權資產折舊

分部資產包括所有資產，但不包括於一間聯營公司之權益及分類為持作出售資產。

分部負債不包括租賃負債及股東貸款。

有關本集團呈報分部之資料載列如下：

Six months ended 30 June 2024

截至二零二四年六月三十日止六個月

		(Unaudited) (未經審核)		
		Biopharma 生物醫藥 US$'000 千美元	Corporate Investment 企業投資 US$'000 千美元	Total 總計 US$'000 千美元
Revenue from external customers	來自外銷客戶之收益	123	–	123
Segment loss	分部虧損	(655)	(1,902)	(2,557)
Finance costs	融資成本			(64)
Loss before tax	除稅前虧損			(2,621)

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (CONTINUED)

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

5. 收益、其他收入及分部資料 (續)

有關本集團呈報分部之資料載列如下：(續)

As at 30 June 2024

於二零二四年六月三十日

		(Unaudited) (未經審核)		
		Biopharma 生物醫藥 US$'000 千美元	Corporate Investment 企業投資 US$'000 千美元	Total 總計 US$'000 千美元
Segment assets	分部資產	263	525	788
Interest in an associate	於一間聯營公司之權益			1
Total assets	資產總值			789
Segment liabilities	分部負債	179	2,994	3,173
Shareholder's loans	股東貸款			720
Lease liabilities	租賃負債			970
Total liabilities	負債總額			4,863

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (CONTINUED)

5. 收益、其他收入及分部資料 (續)

Six months ended 30 June 2023

截至二零二三年六月三十日止六個月

		(Unaudited) (未經審核)		
		Biopharma 生物醫藥 US$'000 千美元	Corporate Investment 企業投資 US$'000 千美元	Total 總計 US$'000 千美元
Revenue from external customers	來自外銷客戶之收益	173	–	173
Segment loss	分部虧損	(13,128)	(1,701)	(14,829)
Finance costs	融資成本			(27)
Depreciation of right-of-use assets	使用權資產折舊			(234)
Loss before tax	除稅前虧損			(15,090)

As at 31 December 2023

於二零二三年十二月三十一日

		Biopharma 生物醫藥 US$'000 千美元	Corporate Investment 企業投資 US$'000 千美元	Total 總計 US$'000 千美元
Segment assets	分部資產	270	2,524	2,794
Asset classified as held-for-sale	分類為持作出售資產			1
Total assets	資產總值			2,795
Segment liabilities	分部負債	252	2,919	3,171
Lease liabilities	租賃負債			1,175
Total liabilities	負債總額			4,346

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (CONTINUED)

Disaggregation of revenue

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

5. 收益、其他收入及分部資料 (續)

收益細分

本集團生物醫藥分部收益之分類及確認收益時間如下：

		(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 US$'000 千美元	2023 二零二三年 US$'000 千美元
Timing of revenue recognition	**確認收益時間**		
At a point in time	於特定時間		
Royalty income	專利使用費收入	**80**	82
Provision of biological age reports	提供生物年齡報告	**–**	38
Implementation service	實施服務	**43**	42
		123	162
Over time	隨時間		
Subscription and support service	訂購及支援服務	**–**	11
		123	173
By geographical location of external customers	**按外銷客戶之地區劃分**		
Europe	歐洲	**86**	139
US	美國	**12**	22
Asia Pacific	亞太地區	**25**	12
		123	173

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。

5. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (CONTINUED)

5. 收益、其他收入及分部資料 (續)

Information about major customers

有關主要客戶之資料

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

來自本集團生物醫藥分部為本集團貢獻收益總額10%或以上之客戶之收益如下：

		(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 US$'000 千美元	2023 二零二三年 US$'000 千美元
Customer A	客戶A	**80**	82
Customer B	客戶B	**–**	37
Customer C	客戶C	**15**	–

6. FINANCE COSTS

6. 融資成本

		(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 US$'000 千美元	2023 二零二三年 US$'000 千美元
Interest expenses on shareholder's loans (note 16)	股東貸款之利息開支（附註16）	**9**	21
Interest expense on lease liabilities	租賃負債之利息開支	**55**	6
		64	27

7. INCOME TAX CREDIT

The amount of income tax credit in the condensed consolidated statement of profit or loss and other comprehensive income represents:

7. 所得稅抵免

簡明綜合損益及其他全面收益表所列所得稅抵免指：

		(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 US$'000 千美元	2023 二零二三年 US$'000 千美元
Outside Hong Kong – Deferred tax credit	香港境外 一遞延稅項抵免	–	2,891

No provision for Hong Kong Profits Tax has been made as the Group has no assessable profit for the six months ended 30 June 2024 (six months ended 30 June 2023: nil).

由於本集團於截至二零二四年六月三十日止六個月並無應課稅溢利（截至二零二三年六月三十日止六個月：無），故並未就香港利得稅作出撥備。

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

其他地方應課稅溢利之稅項開支按本集團經營所在國家之現行稅率，並根據有關之現有法律、詮釋及慣例計算。

No income tax credit was recognised for the six months ended 30 June 2024 (six months ended 30 June 2023: approximately US$2,891,000 represented 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)).

截至二零二四年六月三十日止六個月並無確認所得稅抵免（截至二零二三年六月三十日止六個月：約2,891,000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）。

8. LOSS FOR THE PERIOD

8. 期內虧損

		(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 US$'000 千美元	2023 二零二三年 US$'000 千美元
The Group's loss for the period is arrived at after charging/(crediting):	本集團期內虧損已扣除／（計入）：		
Auditors' remuneration	核數師酬金		
– audit services	一核數服務	**–**	–
– other services	一其他服務	**19**	26
Depreciation of:	下列各項之折舊：		
– property, plant and equipment	一物業、廠房及設備	**5**	8
– right-of-use assets	一使用權資產	**–**	234
Amortisation of intangible assets	無形資產攤銷	**–**	12,379
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
Fair value loss/(gain) on FAFVPL	透過損益賬按公允價值處理之金融資產之公允價值虧損／（收益）	**–***	(19)
Loss/(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虧損／（收益）	**80**	(91)
Exchange losses, net	淨匯兌虧損	**60**	45

* Amount is less than US$1,000

* 金額少於1,000美元

9. DIVIDENDS

No interim dividend has been declared or paid in respect of the six months ended 30 June 2024 (six months ended 30 June 2023: nil).

9. 股息

本公司並無宣派或派付截至二零二四年六月三十日止六個月之中期股息(截至二零二三年六月三十日止六個月：無)。

10. LOSS PER SHARE

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

10. 每股虧損

每股基本虧損按照期內本公司股東應佔虧損及期內已發行普通股之加權平均數計算。

		(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 US$'000 千美元	2023 二零二三年 US$'000 千美元
Loss attributable to shareholders of the Company	本公司股東應佔虧損	**(2,621)**	(12,199)
Weighted average number of ordinary shares in issue (note)	已發行普通股之加權平均數(附註)	**228,392,286**	221,762,449
Basic loss per share (US cents)	每股基本虧損(美仙)	**(1.148)**	(5.501)

Note: As at 30 June 2023, after the Share Consolidation, the weighted average number of ordinary shares in issue was adjusted to 221,762,449 Shares from 4,435,249,002 Shares.

附註：於二零二三年六月三十日，股份合併後，已發行普通股之加權平均數由4,435,249,002股股份調整為221,762,449股股份。

The computation of diluted loss per share does not assume the exercise of the Option because the exercise price of those Options was higher than the average market price for Shares for the six months ended 30 June 2024 and 2023.

截至二零二四年及二零二三年六月三十日止六個月，每股攤薄虧損的計算並未假設購股權獲行使，原因為該等購股權的行使價高於股份的平均市價。

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, the Group acquired computer equipment with a cost of approximately US$1,000 (six months ended 30 June 2023: approximately US$2,000).

11. 物業、廠房及設備

截至二零二四年六月三十日止六個月，本集團收購電腦設備，成本約1,000美元（截至二零二三年六月三十日止六個月：約2,000美元）。

12. TRADE RECEIVABLES

The aging analysis of trade receivables, based on the date of invoice, is as follows:

12. 應收貿易賬款

應收貿易賬款（按發票日期計算）賬齡分析如下：

		(Unaudited) **(未經審核)** **30 June 2024** **二零二四年六月三十日** **US$'000** **千美元**	(Audited) (經審核) 31 December 2023 二零二三年十二月三十一日 US$'000 千美元
Within 1 month	一個月內	**43**	39

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 2023: 20 to 30 days) of invoice date.

本集團針對特定業務情況採用適當的信貸政策，一般須於發票日期後二十至三十日（二零二三年十二月三十一日：二十至三十日）內支付未償還款項。

13. TRADE PAYABLES, CONTRACT LIABILITIES, ACCRUALS AND OTHER PAYABLES

13. 應付貿易賬款、合約負債、應計賬款及其他應付款項

		(Unaudited) (未經審核) 30 June 2024 二零二四年六月三十日 US$'000 千美元	(Audited) (經審核) 31 December 2023 二零二三年十二月三十一日 US$'000 千美元
Trade payables	應付貿易賬款	13	102
Contract liabilities	合約負債	57	10
Accruals and other payables	應計賬款及其他應付款項	3,088	3,039
		3,158	3,151

The aging analysis of the trade payables, based on the date of invoice, is as follows:

應付貿易賬款（按發票日期計算）賬齡分析如下：

		(Unaudited) (未經審核) 30 June 2024 二零二四年六月三十日 US$'000 千美元	(Audited) (經審核) 31 December 2023 二零二三年十二月三十一日 US$'000 千美元
Within 1 month or on demand	於一個月內或應要求	12	81
After 1 month but within 3 months	於一個月後但於三個月內	1	18
After 3 months but within 6 months	於三個月後但於六個月內	–	2
Over 6 months	六個月以上	–	1
		13	102

14. SHARE CAPITAL

14. 股本

		Note 附註	Ordinary shares 普通股 Number of shares 股份數目	Ordinary shares 普通股 US$'000 千美元	Unclassified shares* 未分類股份* Number of shares 股份數目	Unclassified shares* 未分類股份* US$'000 千美元	Total 總計 Number of shares 股份數目	Total 總計 US$'000 千美元
Authorised:	**法定：**							
At 1 January 2023	於二零二三年一月一日		14,300,000,000	143,000	55,000,000	550	14,355,000,000	143,550
Share Consolidation	股份合併	(b)	(13,585,000,000)	–	(52,250,000)	–	(13,637,250,000)	–
Share Subdivision	股份拆細	(e)	142,285,000,000	–	547,250,000	–	142,832,250,000	–
At 31 December 2023 and 30 June 2024	於二零二三年十二月三十一日及二零二四年六月三十日		143,000,000,000	143,000	550,000,000	550	143,550,000,000	143,550
Issued and fully paid:	**已發行及繳足：**							
At 1 January 2023	於二零二三年一月一日		2,400,347,881	24,004	–	–	2,400,347,881	24,004
Rights Issue	供股	(a)	2,166,571,194	21,665	–	–	2,166,571,194	21,665
Share Consolidation	股份合併	(b)	(4,338,573,122)	–	–	–	(4,338,573,122)	–
Issue of shares under share awards	根據股份獎勵發行股份	(c)	46,333	9	–	–	46,333	9
Capital Reduction	股本削減	(d)	–	(45,450)	–	–	–	(45,450)
At 31 December 2023 and 30 June 2024	於二零二三年十二月三十一日及二零二四年六月三十日		228,392,286	228	–	–	228,392,286	228

* These are unclassified shares of US$0.001 each (31 December 2023: US$0.001 each), which may be issued as ordinary shares or as non-voting convertible deferred shares of US$0.001 each (31 December 2023: US$0.001 each).

(a) On 12 January 2023, the Company issued and allotted 2,166,571,194 new Shares under the Rights Issue by way of rights on the basis of one (1) Rights Share for every one (1) existing Share at the subscription price of HK$0.0785 pursuant to the prospectus documents#.

(b) On 5 June 2023, every twenty (20) issued and unissued shares of par value of US$0.01 each had been consolidated into one (1) Consolidated Share of par value of US$0.20 each#.

(c) On 14 July 2023, the Company issued and allotted 46,333 new Shares for the share award granted to Dr Eric Verdin, MD and Dr Vadim N. Gladyshev, PhD under the then general mandate pursuant to the relevant consulting agreements. Full details are set out in the Company's announcements dated 14 July 2021, 26 July 2021, 29 March 2023 and 1 June 2023, the Company's circular dated 27 April 2023 and note 34(2) to the 2023 Annual Report.

(d) On 3 August 2023, the Group completed the Capital Reduction whereby the par value of each Share reduced from US$0.20 to US$0.001 by cancelling the paid-up capital to the extent of US$0.199 on each Share#.

* 每股面值0.001美元（二零二三年十二月三十一日：每股面值0.001美元）之未分類股份，可發行為每股面值0.001美元（二零二三年十二月三十一日：每股面值0.001美元）之普通股或無投票權可換股遞延股份。

(a) 於二零二三年一月十二日，本公司根據供股章程文件按每持有一(1)股現有股份獲發一(1)股供股股份之基準，按認購價0.0785港元以供股方式根據供股發行及配發2,166,571,194股新股份#。

(b) 於二零二三年六月五日，每二十(20)股每股面值0.01美元的已發行及未發行股份已合併為一(1)股每股面值0.20美元的合併股份#。

(c) 於二零二三年七月十四日，本公司根據相關顧問協議之當時一般授權就向Eric Verdin博士，MD及Vadim N. Gladyshev博士，PhD授出的股份獎勵發行及配發46,333股新股份。全部詳情載於本公司日期為二零二一年七月十四日、二零二一年七月二十六日、二零二三年三月二十九日及二零二三年六月一日之公佈、本公司日期為二零二三年四月二十七日之通函以及二零二三年年報附註34(2)。

(d) 於二零二三年八月三日，本集團已完成股本削減，藉註銷每股股份0.199美元之繳足股本而使每股股份之面值由0.20美元削減至0.001美元#。

14. SHARE CAPITAL (CONTINUED)

(e) On 3 August 2023, the Group completed the Share Subdivision whereby immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with par value of US$0.20 each was subdivided into 200 Adjusted Shares with par value of US$0.001 each. Forthwith the Share Subdivision becoming effective, the authorised share capital of the Company increased to US$143,550,000.00 by the creation of such number of additional Adjusted Shares as shall be sufficient to increase the authorised share capital of the Company to US$143,550,000.00 divided into (a) 143,000,000,000 ordinary Adjusted Shares and (b) 550,000,000 unclassified Adjusted Shares#.

(f) Save as disclosed above, there were no changes in the authorised and issued share capital of the Company during the period ended 30 June 2024.

(g) Subsequent to the period ended 30 June 2024 and up to the date of this report, 46,333 new Shares were issued and allotted by the Company on 14 July 2024 for the share award granted to Dr Eric Verdin, MD and Dr Vadim N. Gladyshev, PhD under the then general mandate pursuant to the relevant consulting agreements. Full details are set out in the Company's announcements dated 14 July 2021, 26 July 2021, 29 March 2023 and 1 June 2023, the Company's circular dated 27 April 2023 and note 22(2) to this report.

Full details on the above movement and changes in the share capital during the year ended 31 December 2023 are set out in the Company's announcements dated 26 September 2022, 17 October 2022, 31 October 2022, 24 November 2022, 3 January 2023, 11 January 2023, 29 March 2023, 1 June 2023 and 2 August 2023, the Company's circulars dated 31 October 2022 and 27 April 2023, and the Company's prospectus dated 13 December 2022, if applicable.

14. 股本 (續)

(e) 於二零二三年八月三日，本集團完成股份拆細，據此，緊隨股本削減後，每股面值0.20美元的每股法定但未發行合併股份拆細為200股每股面值0.001美元之經調整股份。於股份拆細生效後，本公司之法定股本通過增設數目足以使本公司法定股本增至143,550,000.00美元的額外經調整股份而增至143,550,000.00美元，分為(a)143,000,000,000股普通經調整股份及(b)550,000,000股未分類經調整股份#。

(f) 除上文所披露者外，於截至二零二四年六月三十日止期間，本公司的法定及已發行股本概無變動。

(g) 於截至二零二四年六月三十日止期間後及直至本報告日期，本公司根據相關顧問協議之當時一般授權於二零二四年七月十四日就向Eric Verdin博士，MD及Vadim N. Gladyshev博士，PhD授出的股份獎勵發行及配發46,333股新股份。全部詳情載於本公司日期為二零二一年七月十四日、二零二一年七月二十六日、二零二三年三月二十九日及二零二三年六月一日之公佈、本公司日期為二零二三年四月二十七日之通函以及本報告附註22(2)。

有關股本於截至二零二三年十二月三十一日止年度的上述變動及變更之全部詳情載於本公司日期為二零二二年九月二十六日、二零二二年十月十七日、二零二二年十月三十一日、二零二二年十一月二十四日、二零二三年一月三日、二零二三年一月十一日、二零二三年三月二十九日、二零二三年六月一日及二零二三年八月二日之公佈、本公司日期為二零二二年十月三十一日及二零二三年四月二十七日之通函以及本公司日期為二零二二年十二月十三日之供股章程 (如適用)。

15. 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:

15. 銀行借貸

於二零二零年五月，本集團位於英國的全資附屬公司透過由英國政府推出的企業復甦貸款計劃(Bounce Back Loan Scheme)借入一筆銀行貸款，計劃旨在支持受2019新型冠狀病毒病影響的中小型企業。政府為該筆貸款提供全額擔保。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。

根據銀行貸款的到期期限應付款項分析如下：

		(Unaudited) **(未經審核)** **30 June 2024** **二零二四年六月三十日** **US$'000** **千美元**	(Audited) (經審核) 31 December 2023 二零二三年十二月三十一日 US$'000 千美元
Within one year	一年內	**8**	8
More than one year, but not exceeding two years	多於一年但不超過兩年	**7**	8
More than two years, but not exceeding five years	多於兩年但不超過五年	**–**	4
		15	20
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內應付款項(列於流動負債項下)	**(8)**	(8)
Amount due for settlement after 12 months	十二個月後應付款項	**7**	12

16. SHAREHOLDER'S LOANS

16. 股東貸款

		(Unaudited) (未經審核) 30 June 2024 二零二四年六月三十日 US$'000 千美元	(Audited) (經審核) 31 December 2023 二零二三年十二月三十一日 US$'000 千美元
Loans from Galloway (unsecured)	來自Galloway之貸款（無抵押）	720	–
Shareholder's loans are repayable as follows:	股東貸款的償還期如下：		
Within one year	一年內	–	–
Within one to two years	一年至兩年內	720	–
		720	–

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) 30 June 2024 二零二四年六月三十日 US$'000 千美元	(Audited) (經審核) 31 December 2023 二零二三年十二月三十一日 US$'000 千美元
At 1 January	於一月一日	–	13,402
Loans advanced from a shareholder (note)	股東墊付貸款（附註）	720	–
Interest expense (note 6)	利息開支（附註6）	9	21
Reclassified to interest payable	重新分類至應付利息	(9)	(21)
Set Off	抵銷	–	(13,402)
At 30 June/31 December	於六月三十日／十二月三十一日	720	–

Note: The loans borrowed from Galloway were unsecured, interest bearing at 8% per annum and repayable on 28 September 2025.

附註：來自Galloway之貸款屬無抵押，按年利率8%計息，並須於二零二五年九月二十八日償還。

17. CAPITAL COMMITMENTS

The Group had no material capital commitments as at 30 June 2024 and 31 December 2023.

17. 資本承擔

於二零二四年六月三十日及二零二三年十二月三十一日，本集團並無重大資本承擔。

18. CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 June 2024 and 31 December 2023.

18. 或然負債

於二零二四年六月三十日及二零二三年十二月三十一日，本集團並無重大或然負債。

19. RELATED PARTY TRANSACTIONS

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

19. 關連人士交易

除財務報表其他地方所披露者外，本集團於期內與關連人士有下列重大交易：

		(Unaudited) (未經審核) Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 US'000 千美元	2023 二零二三年 US$'000 千美元
Interest expenses on shareholder's loans to Galloway	向Galloway支付股東貸款之利息開支	**9**	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.

上述交易按共同協定之條款進行。

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

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。

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

除上文所披露者外，本集團於期內並無其他重大關連人士交易。

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

上文所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。

20. KEY MANAGEMENT COMPENSATION

Key management compensation amounted to US$788,000 for the six months ended 30 June 2024 (six months ended 30 June 2023: US$742,000).

20. 主要管理人員酬金

截至二零二四年六月三十日止六個月，主要管理人員酬金為788,000美元（截至二零二三年六月三十日止六個月：742,000美元）。

21. CHARGE ON ASSETS

As at 30 June 2024, a bank deposit amounting to US$32,000 (31 December 2023: US$32,000) is a deposit held by the bank as security for the corporate credit cards provided to a subsidiary of the Company.

21. 資產抵押

於二零二四年六月三十日，銀行存款32,000美元（二零二三年十二月三十一日：32,000美元）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. EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTIONS

(1) Share Options

The 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.

(a) Purpose of the Scheme

The purpose of the Scheme is to provide the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to the eligible participant(s) (the "**Eligible Participant(s)**") or such other purposes as the Directors may approve from time to time, subject to any necessary consent or approval being obtained from the Shareholders or any INEDs or the Stock Exchange as required. The Scheme may, at the discretion of the Directors, be used in conjunction with any cash-based compensation, incentive compensation or bonus plan.

22. 以權益結算的股份付款交易

(1) 購股權

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。

(a) 計劃之目的

計劃之目的為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（「**合資格參與者**」），或實現董事不時批准的其他目的，惟須獲股東或任何獨立非執行董事或聯交所規定的任何必要同意或批准。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。

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

(1) Share Options (Continued)

(b) Participants of the Scheme

The Directors may at their absolute discretion, and subject to such terms and conditions as they may think fit to, offer to grant to any Eligible Participant(s) (including any Director (either executive, non-executive or INEDs), executive, employee, consultant or service provider (as the Directors may think fit with reference to their respective contribution to the Group) of the Company or any of its subsidiaries) an Option at the option price in respect of such number of Shares as they may determine.

(c) Total Number of Shares Available for Issue Under the Scheme

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 (or 8,686,255 Shares following adjustments after the Share Consolidation), being:

(i) 10% of the total issued Shares as at the commencement date of the Scheme (being 10 June 2016);

(ii) approximately 3.80% and 3.80% of the total issued Shares as at 30 June 2024 and the date of this report respectively; and

(iii) approximately 3.66% and 3.66% of the enlarged issued Shares as at 30 June 2024 and the date of this report respectively.

22. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

(b) 計劃之參與者

董事可全權酌情並根據彼等認為適當的有關條款及條件，向任何合資格參與者（包括本公司或其任何附屬公司的任何董事（執行董事、非執行董事或獨立非執行董事）、行政人員、僱員、顧問或服務供應商（董事經參考彼等各自對本集團的貢獻後可能認為適當））就彼等可能釐定的有關股份數目提供按購股權價格授予的購股權。

(c) 計劃項下可供發行的股份總數

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（或股份合併後經調整之8,686,255股股份），即：

(i) 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) 分別於二零二四年六月三十日及本報告日期之已發行股份總數之約3.80%及3.80%；及

(iii) 分別於二零二四年六月三十日及本報告日期之經擴大已發行股份之約3.66%及3.66%。

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

(1) Share Options (Continued)

(d) The Maximum Entitlement of Each Participant Under the Scheme

The number of Shares issued or issuable upon exercise of the Options granted to any individual Eligible Participant (including both exercised and outstanding Options) under the Scheme, 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 or their associates 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 an INED or a substantial shareholder of the Company, or any of their respective associates, would result in the Shares issued and to be issued in respect of all Options granted (excluding any Options lapsed in accordance with the terms of the Scheme) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue, such further grant of Options must be approved by the Shareholders in general meeting in the manner set out in the Listing Rules.

As at 30 June 2024, the Scheme had no service provider sublimit under Chapter 17 of the Listing Rules (31 December 2023: nil).

(e) Period of Exercise of Options

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.

22. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

(d) 計劃項下每名參與者的最高配額

於任何十二個月期間，就計劃項下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，不得超逾已發行股份之1%，惟受上市規則所載授予董事、本公司主要行政人員或主要股東或彼等聯繫人之限制所限。

根據計劃授予任何董事、本公司主要行政人員或主要股東或彼等各自之聯繫人之購股權必須經獨立非執行董事（不包括獲授購股權之獨立非執行董事）批准。倘授出任何購股權予獨立非執行董事或本公司主要股東或彼等各自之聯繫人，將導致於截至及包括授出購股權日期之十二個月期間，就向該人士授出的所有購股權（不包括根據計劃條款失效的任何購股權）獲發行及將獲發行之股份合共佔已發行股份逾0.1%，則該等進一步授出購股權須根據上市規則所載方式於股東大會上獲股東批准，方可作實。

於二零二四年六月三十日，根據上市規則第17章，計劃並無服務供應商上限（二零二三年十二月三十一日：無）。

(e) 購股權之行使期

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。

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

(1) Share Options (Continued)

(f) Vesting Period of Options

The vesting period for Options shall not be less than 12 months. 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, if any, 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.

(g) Performance Target of Options

All Options granted are not subject to fulfilment of performance targets, except for the 18,000,000 Options (adjusted to 17,942,492 Options upon completion of the Rights Issue and further adjusted to 897,125 Options upon completion of the Share Consolidation) granted to an employee, formerly a director of certain subsidiaries of the Group at the time of the grant, that those Options are exercisable after one year but not exceeding 10 years from the date of the grant and subject to fulfilment of various targets. The first exercise date of one-third of the Options granted is after the first anniversary date of the date of grant, provided that the FDA has approved the start of the Phase III clinical trial for Fortacin™. The second exercise date of one-third of the Options granted is after an "out-licencing deal" for the US has been signed and announced. The third exercise date of one-third of the Options granted is on the successful completion of Study 008 (defined to mean it meets its primary and secondary end points) and the FDA has granted the NDA for Fortacin™.

22. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

(f) 購股權之歸屬期

購股權的歸屬期不得少於十二個月。根據計劃授出之購股權賦予購股權持有人權利於授出日期後第一、第二及第三個週年日各行使購股權之三分之一，並須待達成有關授出個別購股權之相關要約函內所訂明之各項目標（如有）後方可作實，惟購股權持有人仍然須為合資格參與者。

(g) 購股權之表現目標

所有已授出之購股權不受達成表現目標所規限，惟授予一名僱員（於授出時曾為本集團若干附屬公司的一名董事）之18,000,000份購股權（供股完成後調整為17,942,492份購股權，股份合併完成後進一步調整為897,125份購股權）除外，該等購股權可於授出日期起計一年後但不超過十年內行使，惟須達成各項目標。三分之一的已授出購股權之首個行使日期為授出日期之第一個週年日後，前提是美國食品及藥品監督管理局已批准開始Fortacin™的第三期臨床試驗。三分之一的已授出購股權之第二個行使日期為美國的「對外許可協議」簽署及公佈後。三分之一的已授出購股權之第三個行使日期為成功完成008研究（定義為意味著達到其主要及次要目標），且Fortacin™之新藥申請獲美國食品及藥品監督管理局批准之日。

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

(1) Share Options (Continued)

(h) Grant and Acceptance of Offers

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.

The Group has not provided any financial assistance to the grantees of the Options to facilitate the purchase of Shares under the Scheme.

(i) Basis of Determination of the Exercise Price

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 at least the highest of:

(i) 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;

(ii) 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; and

(iii) the nominal value of the Shares.

22. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

(h) 要約之授出及接納

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填妥及正式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。

本集團並未向購股權承授人提供任何財務支援,以促使購買計劃項下之股份。

(i) 釐定行使價之基準

董事於要約授出購股權時全權酌情釐定行使價,惟無論如何行使價至少為下列之最高者:

(i) 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;

(ii) 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;及

(iii) 股份之面值。

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

(1) Share Options (Continued)

(j) Life of the Scheme

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.

(k) Lapse of Options and Clawback Mechanism

The grant of Options is subject to the clawback mechanism as set out in the terms of the Scheme, in particular, the lapse of the Options upon cessation to be an eligible participant under the Scheme and the cancellation of Options at the discretion of the Board.

22. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

(j) 計劃之期限

計劃將自二零一六年六月十日起計十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。

(k) 購股權失效及回撥機制

授予購股權受計劃條款中所載回撥機制所規限，特別是，購股權於根據計劃不再為合資格參與者及董事會酌情取消購股權時失效。

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

22. 以權益結算的股份付款交易 (續)

(1) Share Options (Continued)

The FV of the Options granted on 14 October 2020, 17 December 2020, 7 June 2021 and 3 May 2023 respectively was calculated by an external valuer using the Binomial Model. The assumptions used were as follows:

(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、二零二一年六月七日及二零二三年五月三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：

		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	Granted on 3 May 2023 於二零二三年五月三日授出
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	HK$0.055 0.055港元
Adjusted grant date share price after Share Consolidation	股份合併後的經調整授出日期股價	HK$2.980 2.980港元	HK$3.580 3.580港元	HK$3.580 3.580港元	HK$1.100 1.100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	HK$0.078 0.078港元
Adjusted exercise price after Rights Issue in 2023	於二零二三年供股後之經調整行使價	HK$0.150 0.150港元	HK$0.184 0.184港元	HK$0.186 0.186港元	N/A 不適用
Adjusted exercise price after Rights Issue and Share Consolidation in 2023	於二零二三年供股及股份合併後之經調整行使價	HK$3.000 3.000港元	HK$3.680 3.680港元	HK$3.720 3.720港元	HK$1.560 1.560港元
Expected volatility	預期波幅	64%	64%	64%	67%
Contractual Option life	合約購股權壽命	10 years 10年	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%	3.140%
Expected dividend yield	預期股息收益率	0%	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 exchange fund bills and notes 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.

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的香港外匯基金票據及債券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%。

22. 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, 7 June 2021 and 3 May 2023 were approximately HK$5,317,000 (or approximately US$686,000), HK$1,890,000 (or approximately US$244,000), HK$276,000 (or approximately US$36,000) and HK$2,361,000 (or approximately US$302,000) respectively. For the six months ended 30 June 2024, the Group has recognised equity-settled share-based payment expenses of approximately HK$359,000 (or approximately US$46,000) (six months ended 30 June 2023: approximately HK$476,000 or US$61,000) for employees and Directors and approximately HK$239,000 (or approximately US$30,000) (six months ended 30 June 2023: approximately HK$95,000 or US$12,000) for consultant(s) 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.

Save for the Options which are subject to performance target as disclosed under note 22(1)(g) above, there was no market vesting condition associated with the Options granted.

22. 以權益結算的股份付款交易 (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、二零二一年六月七日及二零二三年五月三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）、276,000港元（或約36,000美元）及2,361,000港元（或約302,000美元）。截至二零二四年六月三十日止六個月，本集團已於損益中確認僱員及董事的以權益結算的股份付款開支約359,000港元（或約46,000美元）（截至二零二三年六月三十日止六個月：約476,000港元或61,000美元），及顧問的以權益結算的股份付款開支約239,000港元（或約30,000美元）（截至二零二三年六月三十日止六個月：約95,000港元或12,000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。變數的任何變動均可能對購股權公允價值的估計造成重大影響。

除上文附註22(1)(g)項下所披露之受表現目標規限之購股權外，所授購股權並無相關市場歸屬條件。

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

22. 以權益結算的股份付款交易 (續)

(1) Share Options (Continued)

(1) 購股權 (續)

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

計劃項下之購股權數目變動如下：

For the six months ended 30 June 2024

截至二零二四年六月三十日止六個月

Grantees 承授人	Date of grant[note 1] 授出日期[附註1]	Exercise price HK$ 行使價 港元	Outstanding at 1 January 2024 於二零二四年一月一日尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	Outstanding at 30 June 2024 於二零二四年六月三十日尚未行使
Directors 董事	14.10.2020	3.000	1,190,235	–	–	–	1,190,235
Employees 僱員	14.10.2020	3.000	697,762	–	–	–	697,762
	17.12.2020	3.680	897,125	–	–	–	897,125
	03.05.2023	1.560	2,400,000	–	–	–	2,400,000
Other eligible participants[note 3] 其他合資格參與者[附註3]	14.10.2020	3.000	–	–	–	–	–
	07.06.2021	3.720	124,601	–	–	–	124,601
	03.05.2023	1.560	1,420,000	–	–	–	1,420,000
			6,729,723	–	–	–	6,729,723
Weighted average exercise price 加權平均行使價			HK$2.287 2.287港元	–	–	–	HK$2.287 2.287港元

For the Options outstanding as at 30 June 2024, the weighted average remaining contractual life was 7.78 years (31 December 2023: 8.27 years).

就於二零二四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7.78年（二零二三年十二月三十一日：8.27年）。

For the Options outstanding as at 30 June 2024, the total vested and exercisable number, after the adjustments of Rights Issue and Share Consolidation is 3,285,927 Options (31 December 2023: 1,971,063 Options).

就於二零二四年六月三十日尚未行使的購股權而言，經供股及股份合併調整後的已歸屬及可行使總數為3,285,927份購股權（二零二三年十二月三十一日：1,971,063份購股權）。

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

22. 以權益結算的股份付款交易 (續)

(1) Share Options (Continued)

(1) 購股權 (續)

For the six months ended 30 June 2023

截至二零二三年六月三十日止六個月

Grantees 承授人	Date of grant[note 1] 授出日期[附註1]	Adjusted exercise price* HK$ 經調整行使價* 港元	Outstanding at 1 January 2023 於二零二三年一月一日尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	Adjustment after Right Issues 供股後調整	Adjustment after Share Consolidation 股份合併後調整	Outstanding at 30 June 2023 於二零二三年六月三十日尚未行使
Directors 董事	14.10.2020	3.000	25,718,000	–	–	–	(82,166)	(24,354,042)	1,281,792
Employees 僱員	14.10.2020	3.000	14,000,000	–	–	–	(44,729)	(13,257,509)	697,762
	17.12.2020	3.680	18,000,000	–	–	–	(57,508)	(17,045,367)	897,125
	03.05.2023	1.560	–	58,000,000	–	–	–	(55,100,000)	2,900,000
Other eligible participants[note 3] 其他合資格參與者[附註3]	14.10.2020	3.000	6,000,000	–	–	(5,980,831)	(19,169)	–	–
	07.06.2021	3.720	2,500,000	–	–	–	(7,987)	(2,367,412)	124,601
	03.05.2023	1.560	–	18,400,000	–	–	–	(17,480,000)	920,000
			66,218,000	76,400,000#	–	(5,980,831)	(211,559)	(129,604,330)	6,821,280
Weighted average exercise price 加權平均行使價			HK$3.212 3.212港元	HK$1.560 1.560港元	–	HK$3.000 3.000港元	N/A 不適用	N/A 不適用	HK$2.296 2.296港元

The number of Shares that may be issued in respect of Options granted under the Scheme during the six months ended 30 June 2023 divided by the weighted average number of Shares for the six months ended 30 June 2023 is 1.72%.

* Exercise price as of 30 June 2023 after Rights Issue and Share Consolidation adjustments.

Notes:

1. Acceptance of an offer of the grant of an Option shall be completed by the delivery of a form of acceptance together with a remittance for HK$10.00 (or such higher or lower amount as the Directors may from time to time determine) by the Eligible Participant, by way of consideration for the grant.

   (a) On 14 October 2020, the Company granted 62,718,000 Options to Directors and employees (comprising 25,718,000 Options for Directors and 37,000,000 Options for employees) with an exercise price of HK$0.149 per Share (adjusted to HK$0.150 per Share upon completion of the Rights Issue and further adjusted to HK$3.000 per Share upon completion of the Share Consolidation). 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.

截至二零二三年六月三十日止六個月，就根據計劃授出之購股權可能發行之股份數目除以截至二零二三年六月三十日止六個月之股份加權平均數為1.72%。

* 供股及股份合併調整後截至二零二三年六月三十日的行使價。

附註：

1. 合資格參與者應透過送達接納表格及以10.00港元（或董事不時釐定的較高或較低金額）之匯款作為授出代價完成接納授出購股權的要約。

   (a) 於二零二零年十月十四日，本公司向董事及僱員授出62,718,000份購股權（包括25,718,000份購股權給董事及37,000,000份購股權給僱員），行使價為每股股份0.149港元（於供股完成後調整至每股股份0.150港元，並於股份合併完成後進一步調整至每股股份3.000港元）。緊接購股權授出日期前的收市價為每股股份0.156港元。進一步詳情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。

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

(1) Share Options (Continued)

Notes: (Continued)

1. (Continued)

(b) On 17 December 2020, the Company granted 18,000,000 Options to an employee, formerly a director of certain subsidiaries of the Group at the time of the grant, with an exercise price of HK$0.183 per Share (adjusted to HK$0.184 per Share upon completion of the Rights Issue and further adjusted to HK$3.680 per Share upon completion of the Share Consolidation). The closing price immediately before the date on which the Options were granted was 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 the various targets. Further details are set out in the announcements of the Company dated 18 December 2020 and 30 December 2020.

(c) On 7 June 2021, the Company granted 2,500,000 Options to a consultant of a subsidiary of the Company, 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 (adjusted to HK$0.186 per Share upon completion of the Rights Issue and further adjusted to HK$3.720 per Share upon completion of the Share Consolidation). 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.

(d) On 3 May 2023, the Company granted 76,400,000 Options to employees of the Group and a consultant of a subsidiary of the Company, namely FOKI Limited, of which Mr Deepankar Nayak is a director as well as the only and ultimate shareholder and 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$0.078 per Share (adjusted to HK$1.560 per Share upon completion of the Share Consolidation). The closing price immediately before the date on which the Options were granted was HK$0.056 per Share. Further details are set out in the announcements of the Company dated 4 May 2023 and 18 May 2023.

22. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

附註：(續)

1. (續)

(b) 於二零二零年十二月十七日，本公司向一名僱員（於授出時曾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（於供股完成後調整至每股股份0.184港元，並於股份合併完成後進一步調整至每股股份3.680港元）。緊接購股權授出日期前的收市價為每股股份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，惟須達成各項目標。進一步詳情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，本公司向本公司一家附屬公司之一名顧問（其並非本集團董事）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（於供股完成後調整至每股股份0.186港元，並於股份合併完成後進一步調整至每股股份3.720港元）。緊接購股權授出日期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。

(d) 於二零二三年五月三日，本公司向本集團僱員及本公司一家附屬公司之一名顧問（即FOKI Limited，Deepankar Nayak先生為其董事兼唯一及最終股東，其並非本集團董事）就其根據顧問協議條款所提供的服務而授出76,400,000份購股權，行使價為每股股份0.078港元（於股份合併完成後調整至每股股份1.560港元）。緊接購股權授出日期前的收市價為每股股份0.056港元。進一步詳情載於本公司日期為二零二三年五月四日及二零二三年五月十八日的公佈。

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

(1) Share Options (Continued)

Notes: (Continued)

2. Save as disclosed above, during the period ended 30 June 2024 and up to the date of this report, no Options were granted to or held by (i) any Directors, chief executive or substantial shareholders of the Company, or their respective associates; (ii) any Eligible Participants in excess of the 1% individual limit referred to under the Listing Rules; (iii) any related entity participant or service provider in any 12-month period exceeding 0.1% of the relevant class of shares in issue; or (iv) other employees participants, related entity participants and service providers.

3. Besides Directors, chief executive and employees, other Eligible Participants of the Scheme include consultants and service providers of the Group.

22. 以權益結算的股份付款交易 (續)

(1) 購股權 (續)

附註：(續)

2. 除上文所披露者外，於截至二零二四年六月三十日止期間及直至本報告日期，(i)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；(ii)概無任何合資格參與者獲授或持有超過上市規則所述的1%個人限額的購股權；(iii)概無任何關連實體參與者或服務供應商於任何十二個月期間獲授或持有購股權超過相關已發行股份類別的0.1%；或(iv)概無其他僱員參與者、關連實體參與者及服務供應商獲授或持有購股權。

3. 除董事、主要行政人員及僱員外，計劃的其它合資格參與者包括顧問及本集團服務供應商。

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

(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 (adjusted to US$0.2 per Share upon completion of the Share Consolidation and further adjusted to US$0.001 per Share upon completion of the Capital Reduction) 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.

22. 以權益結算的股份付款交易 (續)

(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（於股份合併完成後調整至每股股份0.2美元，且於股本削減完成後進一步調整至每股股份0.001美元）的普通股股份（「**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。

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

(2) Share Awards (Continued)

Movements of the number of unvested share awards:

22. 以權益結算的股份付款交易 (續)

(2) 股份獎勵 (續)

未歸屬股份獎勵數目變動：

		(Unaudited) (未經審核) 30 June 2024 二零二四年六月三十日	(Audited) (經審核) 31 December 2023 二零二三年十二月三十一日
At 1 January	於一月一日	**46,333**	1,853,334
Adjustment on Share Consolidation	股份合併調整	**–**	(1,760,668)
Vested after Share Consolidation	股份合併後歸屬	**–**	(46,333)
At 30 June/31 December	於六月三十日／十二月三十一日	**46,333**	46,333

On 14 July 2024, one-third of the Consultant Shares were vested and accordingly 46,333 new Shares were issued to the Consultants (note 14(g)). The weighted average closing price of the Shares immediately before the date on which the Consultant Shares were vested was HK$0.56 per Share.

於二零二四年七月十四日，三分之一的顧問股份獲歸屬，故向顧問發行46,333股新股份（附註14(g)）。緊接顧問股份獲歸屬日期前的股份加權平均收市價為每股股份0.56港元。

For the six months ended 30 June 2024:

- No Shares (year ended 31 December 2023: 46,333 new Shares) were vested to the Consultants.
- No Shares (year ended 31 December 2023: no Shares) were lapsed or cancelled.
- The Company has recognised total share-based payment expenses arising from the share awards of approximately HK$77,000 (or approximately US$10,000) (six months ended 30 June 2023: approximately HK$76,000 (or approximately US$10,000)) in profit or loss.

於截至二零二四年六月三十日止六個月：

- 概無股份（截至二零二三年十二月三十一日止年度：46,333股新股份）歸屬予顧問。
- 概無股份（截至二零二三年十二月三十一日止年度：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77,000港元（或約10,000美元）（截至二零二三年六月三十日止六個月：約76,000港元（或約10,000美元））。

23. MAJOR NON-CASH TRANSACTION

During the six months ended 30 June 2024, there is no major non-cash transaction.

During the six months ended 30 June 2023, the proceeds (net of direct expenses of approximately US$810,000) of approximately US$20,855,000 from the Rights Issue was settled by offsetting the shareholder's loans with principal of approximately US$13,402,000 and accrued interest of approximately US$1,438,000.

23. 主要非現金交易

於截至二零二四年六月三十日止六個月，概無主要非現金交易。

於截至二零二三年六月三十日止六個月，供股之所得款項（扣除直接開支約810,000美元）約20,855,000美元以用股東貸款本金約13,402,000美元及應計利息約1,438,000美元抵銷之方式結算。

24. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period's presentation. The new classification of the accounting items was considered to provide a more appropriate presentation of the state of affairs of the Group.

24. 比較數字

若干比較數字已重新分類以符合本期間之呈報方式。會計項目的新分類方式被認為可更恰當地呈報本集團之事務狀況。

25. EVENTS AFTER REPORTING DATE

On 2 July 2024, the Board announced that after careful consideration and discussion, the vendor (an indirect wholly-owned subsidiary of the Company) and the purchaser have decided not to proceed with the disposal of the 25% equity interest of an associate of the Group, West China Coking & Gas Company Limited, as certain conditions were not fulfilled by the long stop date stipulated under the sale and purchase agreement, which was 23 June 2024. The Board considers that the termination of the disposal will not have any material adverse effect on the business, operations or financial position of the Group. Further details are set out in the announcements of the Company dated 25 March 2024 and 2 July 2024 respectively.

25. 報告日後事項

於二零二四年七月二日，董事會宣佈，經審慎考慮及討論，由於若干條件並未於買賣協議所訂明之截止日期(即二零二四年六月二十三日）之前達成，故賣方（為本公司之間接全資附屬公司）及買方已決定不繼續出售本集團聯營公司曲靖大為焦化制供氣有限公司之25%股權。董事會認為，終止出售事項將不會對本集團業務、營運或財務狀況產生任何重大不利影響。進一步詳情分別載於本公司日期為二零二四年三月二十五日及二零二四年七月二日之公佈。

25. EVENTS AFTER REPORTING DATE (CONTINUED)

On 26 July 2024, the Board announced that Plethora Solutions Limited entered into a licence agreement with Kobayashi Pharmaceutical Co., Ltd., a company registered in Japan, in respect of the rights to commercialise Fortacin™, by way of the sale and, among other things, distribution of Fortacin™ in Japan. Pursuant to the licence agreement, the Group, acting through Plethora Solutions Limited, will be eligible to receive (i) payments of up to US$1.55 million excluding royalties after hitting certain milestones related to the roll-out in the territory; and (ii) a double-digit percentage royalty before the expiry of ten (10) years after first commercial sale. The Group had received a signature payment of US$500,000 on 23 August 2024. Further details are set out in the announcements of the Company dated 26 July 2024 and 28 August 2024.

25. 報告日後事項(續)

於二零二四年七月二十六日，董事會宣佈，Plethora Solutions Limited與Kobayashi Pharmaceutical Co., Ltd.（一家於日本註冊之公司）訂立許可協議，內容有關通過在日本銷售及（其中包括）分銷Fortacin™之方式將Fortacin™商業化之權利。根據許可協議，(i)達到與該地區銷售有關之若干里程碑後，本集團（通過Plethora Solutions Limited行事）將有權收取最多為1,550,000美元之付款，未計入特許權使用費；及(ii)本集團（通過Plethora Solutions Limited行事）將有權於首次商業銷售起十(10)年屆滿前收取雙位數百分比之特許權使用費。本集團已於二零二四年八月二十三日收到簽約款500,000美元。進一步詳情載於本公司日期為二零二四年七月二十六日及二零二四年八月二十八日之公佈。

On 26 August 2024, the Board announced that its commercial strategic partner Wanbang Biopharmaceutical, Wanbang MKT, Genetic and Plethora Solutions Limited have entered into the M&S Agreement whereby Genetic will, pursuant to the terms of the M&S Agreement, manufacture and supply Senstend™ to Wanbang Biopharmaceutical for the market in the PRC. The M&S Agreement is for an initial term of 5 years and thereafter will automatically renew for further successive two-year periods unless terminated.

於二零二四年八月二十六日，董事會宣佈，其商業戰略合作夥伴江蘇萬邦醫藥、江蘇萬邦營銷、Genetic及Plethora Solutions Limited訂立製造及供應協議，據此，Genetic將根據製造及供應協議條款就江蘇萬邦醫藥於中國的市場製造及向其供應Senstend™。製造及供應協議的初始期限為五年，其後將自動重續兩年，除非協議終止。

26. APPROVAL OF FINANCIAL STATEMENTS

The condensed consolidated financial statements were approved and authorised for issue by the Board of Directors on 28 August 2024.

26. 批准財務報表

簡明綜合財務報表經董事會於二零二四年八月二十八日批准及授權發行。

TRADING RECORD OVER LAST FIVE YEARS
過去五年營業紀錄

		Six months ended 30 June 截至六月三十日止六個月	Year ended 31 December 截至十二月三十一日止年度				
		2024 二零二四年 US$'000 千美元	2023 二零二三年 US$'000 千美元	2022 二零二二年 US$'000 千美元	2021 二零二一年 US$'000 千美元	2020 二零二零年 US$'000 千美元	2019 二零一九年 US$'000 千美元
Total income and other gains/(losses)	總收入及其他收益／(虧損)	(14)	539	(4,020)	18,235	2,149	(313)
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	(2,557)	(27,713)	(34,995)	(13,873)	(24,880)	(38,114)
Reversal of impairment	減值撥回	–	–	–	–	6,126	–
Impairment losses	減值虧損	–	(2,670)	–	–	(5,700)	(26,000)
Operating loss after reversal/(impairment losses) and provision	撥回／(減值虧損)及撥備後之營運虧損	(2,557)	(30,383)	(34,995)	(13,873)	(24,454)	(64,114)
Finance costs	融資成本	(64)	(80)	(1,013)	(1,218)	(1,706)	(620)
Loss before tax	除稅前虧損	(2,621)	(30,463)	(36,008)	(15,091)	(26,160)	(64,734)
Income tax credit/(expense)	所得稅抵免／(開支)	–	5,414	(419)	2,493	1,764	(1,265)
Loss for the period/year	期／年內虧損	(2,621)	(25,049)	(36,427)	(12,598)	(24,396)	(65,999)
Non-controlling interests	非控股權益	–	–	–	–	1	(49)
Loss attributable to shareholders of the Company	本公司股東應佔虧損	(2,621)	(25,049)	(36,427)	(12,598)	(24,395)	(66,048)

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 2024, 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 2024 remained in line with those in place for the financial year ended 31 December 2023 as disclosed in the corporate governance report of the 2023 Annual Report.

As at 30 June 2024 and as of the date of this report, the Board had 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.

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守則條文第A.2.1條所載的企業管治職能。

於截至二零二四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。於截至二零二四年六月三十日止六個月採納之企業管治政策及常規，與二零二三年年報內企業管治報告所披露截至二零二三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。

於二零二四年六月三十日及於本報告日期，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。

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 the Directors and relevant employees that they should comply with the restriction on dealing of the securities of the Company during the blackout periods as specified in the Securities Dealing Code. The Securities Dealing Code is available on the Company's website.

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 2024.

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，提醒彼等須於禁止買賣期內遵守證券交易守則所訂明的有關買賣本公司證券之限制。證券交易守則於本公司網站可供查閱。

經向董事作出具體查詢後，本公司確認全體董事於截至二零二四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。

OTHER INFORMATION
其他資料

CHANGES IN DIRECTORS' INFORMATION

Changes in information of Directors which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, since the publication of the 2023 Annual Report, are set out below:

Mr Ihsan Al Chalabi was appointed an Adjunct Professor at City University of Hong Kong's Academy of Innovation on 8 April 2024.

董事資料變更

自刊發二零二三年年報以來，根據上市規則第13.51B(1)條須予披露的董事資料變更載列如下：

Ihsan Al Chalabi先生於二零二四年四月八日獲委任為香港城市大學創新學院客席教授。

INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 June 2024.

中期股息

董事會已決議不宣派截至二零二四年六月三十日止六個月之中期股息。

SHARE OPTION SCHEME (2016)

A summary of the terms of the Share Option Scheme (2016) adopted by the Company on 10 June 2016 and other details are set out in note 22 to the Condensed Consolidated Financial Statements.

購股權計劃(二零一六)

本公司於二零一六年六月十日採納之購股權計劃(二零一六)之條款概要及其他詳情載於簡明綜合財務報表附註22。

As of 1 January 2024, 30 June 2024 and the date of this report, the number of Options available for grant under the Scheme was 1,956,532 Options, 1,956,532 Options and 1,956,532 Options respectively, subject to refreshment of the scheme mandate limit.

於二零二四年一月一日、二零二四年六月三十日及本報告日期，根據計劃可供授出之購股權數目分別為1,956,532份購股權、1,956,532份購股權及1,956,532份購股權，惟可通過計劃授權限額之更新予以調整。

Reference was made to the announcements of the Company dated 11 January 2023 and 1 June 2023, and the 2023 Annual Report containing details of the adjustments to the number and the exercise price of the outstanding Options immediately after the completion of the Rights Issue on 12 January 2023 and the completion of the Share Consolidation on 5 June 2023. Save as disclosed herein, there were no further adjustments to the Options during the six months ended 30 June 2024.

茲提述本公司日期為二零二三年一月十一日及二零二三年六月一日的公佈以及二零二三年年報，當中載有緊隨於二零二三年一月十二日完成供股及於二零二三年六月五日完成股份合併後對未行使購股權的數目及行使價作出調整的詳情。除本文所披露者外，於截至二零二四年六月三十日止六個月，概無對購股權作出進一步調整。

As at 30 June 2024, there were 6,729,723 Options outstanding, representing approximately 2.95% of the then issued Shares and approximately 2.86% of the issued Shares as to be enlarged by the issue and allotment of the said number of new Shares upon full exercise of the outstanding Options.

於二零二四年六月三十日，6,729,723份購股權尚未行使，相當於當時已發行股份約2.95%，及於悉數行使尚未行使購股權後經發行及配發上述新股份數目擴大後之已發行股份約2.86%。

SHARE OPTION SCHEME (2016) (CONTINUED)

A summary of the particulars and movements of the Options during the six months ended 30 June 2024 is set out below:

購股權計劃(二零一六)(續)

截至二零二四年六月三十日止六個月之購股權詳情及變動之概要載列如下:

Name or Category of Grantees 承授人姓名或類別	Date of grant (note 1) 授出日期(附註1)	Adjusted exercise price (HK$) 經調整行使價(港元)	Number of Options 購股權數目: Outstanding as at 01.01.2024* 於二零二四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 期內失效	Outstanding as at 30.06.2024 於二零二四年六月三十日尚未行使	Vesting date (note 2) 歸屬日期(附註2)	Expiry date (note 2) 屆滿日期(附註2)	Number of Options vested/(unvested) as at 30.06.2024 (note 2) 於二零二四年六月三十日之已歸屬/(未歸屬)購股權數目(附註2)
Directors **董事**										
James Mellon	14.10.2020	3.000	91,557	–	–	–	91,557	14.10.2021	13.10.2030	30,519
								14.10.2022	13.10.2030	30,519
								14.10.2023	13.10.2030	30,519
Jamie Gibson	14.10.2020	3.000	915,564	–	–	–	915,564	14.10.2021	13.10.2030	305,188
								14.10.2022	13.10.2030	305,188
								14.10.2023	13.10.2030	305,188
Jayne Sutcliffe	14.10.2020	3.000	91,557	–	–	–	91,557	14.10.2021	13.10.2030	30,519
								14.10.2022	13.10.2030	30,519
								14.10.2023	13.10.2030	30,519
Mark Searle	14.10.2020	3.000	91,557	–	–	–	91,557	14.10.2021	13.10.2030	30,519
								14.10.2022	13.10.2030	30,519
								14.10.2023	13.10.2030	30,519
Employees **僱員**	14.10.2020	3.000	697,762	–	–	–	697,762	14.10.2021	13.10.2030	232,586
								14.10.2022	13.10.2030	232,586
								14.10.2023	13.10.2030	232,590
Employees **僱員**	17.12.2020	3.680	897,125	–	–	–	897,125	Note 1(b) 附註1(b)	16.12.2030	(897,125)
Employees (note 1(e)) **僱員**(附註1(e))	03.05.2023	1.560	2,400,000	–	–	–	2,400,000	03.05.2024	02.05.2033	799,997
								03.05.2025	02.05.2033	(799,997)
								03.05.2026	02.05.2033	(800,006)
Other (note 1(e)) **其他**(附註1(e))	03.05.2023	1.560	500,000	–	–	–	500,000	03.05.2024	02.05.2033	166,666
								03.05.2025	02.05.2033	(166,666)
								03.05.2026	02.05.2033	(166,668)
Other (note 4) **其他**(附註4)	07.06.2021	3.720	124,601	–	–	–	124,601	07.06.2022	06.06.2031	41,533
								07.06.2023	06.06.2031	41,533
								07.06.2024	06.06.2031	41,535
Other (note 4) **其他**(附註4)	03.05.2023	1.560	920,000	–	–	–	920,000	03.05.2024	02.05.2033	306,666
								03.05.2025	02.05.2033	(306,666)
								03.05.2026	02.05.2033	(306,668)
Total **總計**			**6,729,723**	**–**	**–**	**–**	**6,729,723**			

* Number of outstanding Options after Rights Issue and Share Consolidation adjustments.

* 於供股及股份合併調整後未行使購股權之數目。

SHARE OPTION SCHEME (2016) (CONTINUED)

Notes:

1. Acceptance of an offer of the grant of an Option shall be completed by the delivery of a form of acceptance together with a remittance for HK$10.00 (or such higher or lower amount as the Directors may from time to time determine) by the Eligible Participant, by way of consideration for the grant.

   Details on the adjustments to the number of outstanding Options immediately after the completion of the Rights Issue on 12 January 2023 and the completion of the Share Consolidation on 5 June 2023 are set out in the Company's announcements dated 11 January 2023 and 1 June 2023, and the 2023 Annual Report.

   (a) On 14 October 2020, the Company granted 62,718,000 Options to Directors and employees (comprising 25,718,000 Options for Directors and 37,000,000 Options for employees) with an exercise price of HK$0.149 per Share (adjusted to HK$0.150 per Share upon completion of the Rights Issue and further adjusted to HK$3.000 per Share upon completion of the Share Consolidation). 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.

   (b) On 17 December 2020, the Company granted 18,000,000 Options to an employee, formerly a director of certain subsidiaries of the Group at the time of the grant, with an exercise price of HK$0.183 per Share (adjusted to HK$0.184 per Share upon completion of the Rights Issue and further adjusted to HK$3.680 per Share upon completion of the Share Consolidation). The closing price immediately before the date on which the Options were granted was 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 the various targets. Upon vesting and within such exercise period, the Option holder is entitled to exercise:

      (i) as to one-third after the first anniversary date of the date of grant, provided that the FDA has approved the start of the Phase III clinical trial for Fortacin™;

      (ii) as to one-third after an "out-licencing deal" for the US has been signed and announced; and

      (iii) as to one-third on the successful completion of Study 008 (defined to mean it meets its primary and secondary end points) and the FDA has granted the NDA for Fortacin™.

   As at 30 June 2024, the targets were not fulfilled and no Option was vested. Further details are set out in the announcements of the Company dated 18 December 2020 and 30 December 2020.

購股權計劃(二零一六)(續)

附註:

1. 合資格參與者應透過送達接納表格及以10.00港元(或董事不時釐定的較高或較低金額)之匯款作為授出代價完成接納授出購股權的要約。

   有關緊隨於二零二三年一月十二日完成供股及於二零二三年六月五日完成股份合併後對未行使購股權的數目作出調整之詳情載於本公司日期為二零二三年一月十一日及二零二三年六月一日之公佈以及二零二三年年報。

   (a) 於二零二零年十月十四日,本公司向董事及僱員授出62,718,000份購股權(包括25,718,000份購股權給董事及37,000,000份購股權給僱員),行使價為每股股份0.149港元(於供股完成後調整為每股股份0.150港元,並於股份合併完成後進一步調整為每股股份3.000港元)。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(於授出時曾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(於供股完成後調整至每股股份0.184港元,並於股份合併完成後進一步調整至每股股份3.680港元)。緊接購股權授出日期前的收市價為每股股份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,惟須達成各項目標。於歸屬後及於該行使期內,購股權持有人有權行使:

      (i) 於授出日期之第一個週年日後行使三分之一購股權,前提是美國食品及藥品監督管理局已批准開始Fortacin™的第三期臨床試驗;

      (ii) 於美國的「對外許可協議」簽署及公佈後行使三分之一購股權;及

      (iii) 成功完成008研究(定義為意味著達到其主要及次要目標),且Fortacin™之新藥申請獲美國食品及藥品監督管理局批准之後行使三分之一購股權。

   於二零二四年六月三十日,並無達成目標及概無購股權獲歸屬。進一步詳情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。

SHARE OPTION SCHEME (2016) (CONTINUED)

Notes: (Continued)

1. (Continued)

(c) On 7 June 2021, the Company granted 2,500,000 Options to a consultant of a subsidiary of the Company, namely Leverage IQ Iberica SL, of which Mr Lars Gehrmann is a director as well as the only and ultimate shareholder and 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 (adjusted to HK$0.186 per Share upon completion of the Rights Issue and further adjusted to HK$3.720 per Share upon completion of the Share Consolidation). 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.

(d) On 3 May 2023, the Company granted a total of 76,400,000 Options to employees of the Group and a consultant of a subsidiary of the Company with an exercise price of HK$0.078 per Share (adjusted to HK$1.560 per Share upon completion of the Share Consolidation). Out of which, (i) 58,000,000 Options were granted to certain eligible employees of the Group; (ii) 18,400,000 Options were granted to FOKI Limited, of which Mr Deepankar Nayak is a director as well as the only and ultimate shareholder and who is not a director of the Group, for the services rendered pursuant to the terms of the consulting agreement. The closing price immediately before the date on which the Options were granted was HK$0.056 per Share. Further details are set out in the announcements of the Company dated 4 May 2023 and 18 May 2023.

(e) Out of the 58,000,000 Options granted to certain eligible employees of the Group on 3 May 2023, an employee of the Group, as at the date of grant, who was granted 10,000,000 Options at an exercise price of HK$0.078 per Share on the date of grant (adjusted to 500,000 Options at an exercise price of HK$1.560 per Share upon completion of the Share Consolidation), resigned as an employee of the Group and entered into a consulting agreement with DLL dated 1 November 2023 to act as a consultant to DLL (the "**Consultant**") with effect from 1 November 2023. The Remuneration Committee and the Board were of the view that since the Consultant, who is not a director of the Group, shall provide consultancy services to DLL under the consulting agreement, mainly on the provision of scientific advice, product development, marketing and business development which are regarded as a continuation of his services rendered during his tenure with the Group, therefore, his Options remain aligned with the purpose of the Scheme; he shall remain an Eligible Participant as a consultant under the Scheme with effect from the date of the consulting agreement; and all his Options shall not lapse but continue to be exercisable until the expiry of the Option period or lapse in accordance with the terms of the Scheme, whichever is earlier.

購股權計劃(二零一六)(續)

附註:(續)

1. (續)

(c) 於二零二一年六月七日,本公司向其一家附屬公司之一名顧問(即Leverage IQ Iberica SL,Lars Gehrmann先生為其董事兼唯一及最終股東,其並非本集團董事)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(於供股完成後調整至每股股份0.186港元,並於股份合併完成後進一步調整至每股股份3.720港元)。緊接購股權授出日期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。

(d) 於二零二三年五月三日,本公司向本集團僱員及本公司一家附屬公司之一名顧問授出合共76,400,000份購股權,行使價為每股股份0.078港元(於股份合併完成後調整至每股股份1.560港元)。其中,(i) 58,000,000份購股權已授予本集團若干合資格僱員;(ii) 18,400,000份購股權已根據顧問協議之條款就所提供的服務授予FOKI Limited(Deepankar Nayak先生為其董事兼唯一及最終股東,其並非本集團董事)。緊接購股權授出日期前的收市價為每股股份0.056港元。進一步詳情載於本公司日期為二零二三年五月四日及二零二三年五月十八日的公佈。

(e) 於二零二三年五月三日向本集團若干合資格僱員授出的58,000,000份購股權中,一名於授出日期為本集團的僱員,於授出日期按行使價每股股份0.078港元獲授10,000,000份購股權(於股份合併完成後調整為按行使價每股股份1.560港元獲授500,000份購股權),彼辭任本集團僱員,並與深度青春訂立日期為二零二三年十一月一日之顧問協議,以擔任深度青春之顧問(「**顧問**」),自二零二三年十一月一日起生效。薪酬委員會及董事會認為,由於顧問(其並非本集團董事)應根據顧問協議向深度青春提供顧問服務,主要提供科學建議、產品開發、營銷及業務開發(被視為彼於本集團任職期間提供服務的延續),因此,其購股權仍符合計劃的目的;自顧問協議生效日期起,彼應仍為計劃項下的合資格參與者(作為顧問);且其所有購股權不應失效,惟繼續可供行使,直至購股權期限屆滿或購股權根據計劃條款失效為止(以較早者為準)。

SHARE OPTION SCHEME (2016) (CONTINUED)

Notes: (Continued)

1. (Continued)

   Save as disclosed herein, no Options were granted to or held by (i) any Directors, chief executive or substantial shareholders of the Company, or their respective associates; (ii) any participants in excess of the 1% individual limit referred to under the Listing Rules; (iii) any related entity participant or service provider (as defined under the Listing Rules) in any 12-month period exceeding 0.1% of the relevant class of shares in issue; or (iv) other employee participants, related entity participants and service providers during the six months ended 30 June 2024 and up to the date of this report.

2. The exercise periods of the Options start from the respective vesting dates and end on the respective expiry dates.

   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 the 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 the grant of the Options. All entitlements then remain unexercised will lapse.

   On 3 May 2024, (i) 799,997 Options granted to employees; (ii) 166,666 Options granted to a consultant to DLL, formerly an employee of the Group at the time of the grant; and (iii) 306,666 Options granted to a consultant of a subsidiary of the Company, namely FOKI Limited, of which Mr Deepankar Nayak is a director as well as the only and ultimate shareholder and who is not a director of the Group, were fully vested and exercisable in accordance with the terms of the Scheme. None of the above Options were exercised during the six months ended 30 June 2024 and up to the date of this report.

   On 7 June 2024, 41,535 Options granted to a consultant of a subsidiary of the Company, namely Leverage IQ Iberica SL, of which Mr Lars Gehrmann is a director as well as the only and ultimate shareholder and who is not a director of the Group, were fully vested and exercisable in accordance with the terms of the Scheme. None of the above Options were exercised during the six months ended 30 June 2024 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 2024 and up to the date of this report.

3. No Options were lapsed or cancelled during the six months ended 30 June 2024 and up to the date of this report.

4. Besides Directors, chief executive and employees, other eligible participants of the Scheme include consultants and service providers of the Group.

購股權計劃(二零一六)(續)

附註:(續)

1. (續)

   除本文所披露者外,於截至二零二四年六月三十日止六個月及直至本報告日期,(i)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;(ii)概無任何參與者獲授或持有超過上市規則所述的1%個人限額的購股權;(iii)概無任何關連實體參與者或服務供應商(定義見上市規則)於任何十二個月期間獲授或持有購股權超過相關已發行股份類別的0.1%;或(iv)概無其他僱員參與者、關連實體參與者及服務供應商獲授或持有購股權。

2. 購股權的行使期自各歸屬日期起至各屆滿日期止。

   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、第二及第三個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。於任何先前期間未有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。其時仍未行使之所有權利將告失效。

   於二零二四年五月三日,(i)向僱員授出之799,997份購股權;(ii)向深度青春之一名顧問(於授出時曾為本集團僱員)授出之166,666份購股權;及(iii)向本公司一間附屬公司之一名顧問(即FOKI Limited,Deepankar Nayak先生為其董事兼唯一及最終股東,其並非本集團董事)授出之306,666份購股權獲已根據計劃條款全數歸屬及可行使。於截至二零二四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。

   於二零二四年六月七日,向本公司一間附屬公司之一名顧問(即Leverage IQ Iberica SL,Lars Gehrmann先生為其董事兼唯一及最終股東,其並非本集團董事)授出的41,535份購股權已根據計劃條款全數歸屬及可行使。於截至二零二四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,於截至二零二四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獲歸屬或行使。

3. 於截至二零二四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被註銷。

4. 除董事、主要行政人員及僱員外,計劃的其他合資格參與者包括本集團的顧問及服務供應商。

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

As at 30 June 2024, the Directors had the following beneficial interests in the shares and underlying shares (in respect of positions held pursuant to equity derivatives) of the Company or of its associated corporations (within the meaning of Part XV of the SFO), which were recorded in the Register of Directors' and Chief Executive's Interests and Short Positions required to be kept by the Company under Section 352 of the SFO or which were otherwise notified to the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including those interests which the Directors were deemed or taken to have under such provisions of the SFO) or pursuant to the Model Code as set out in Appendix C3 to the Listing Rules:

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

於二零二四年六月三十日，董事於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份（有關根據股本衍生工具持有之持倉），擁有須記錄於本公司根據證券及期貨條例第352條規定存置之董事及主要行政人員權益及淡倉登記冊中，或根據證券及期貨條例第XV部第7及8分部（包括根據證券及期貨條例該等條文董事視為或當作擁有之該等權益）或根據上市規則附錄C3所載之標準守則而須以其他方式知會聯交所之實益權益如下：

a. Shares

a. 股份

Name of Director 董事姓名	Capacity 身份	Number of Shares held (note 1) 持有的股份數目（附註1）	Approximate % of issued Shares (note 2) 佔已發行股份之概約百分比（附註2）
James Mellon (note 3) （附註3）	Beneficial owner 實益擁有人	40,380,607	
	Interests held by controlled corporations 控股公司所持有之權益	88,772,977	
		129,153,584	56.56%
Jamie Gibson	Beneficial owner 實益擁有人	6,939,674	3.04%
Jayne Sutcliffe	Beneficial owner 實益擁有人	85,802	0.04%
Mark Searle (note 4) （附註4）	Beneficial owner 實益擁有人	23,561	
	Family interest 家族權益	31,415	
	Beneficiary of a trust 信託受益人	163,778	
		218,754	0.10%
Adrian Chan 陳弘俊	–	–	–
Ihsan Al Chalabi	Beneficial owner 實益擁有人	15,750	0.01%

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 positions 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 exercise of Options held by the Directors as disclosed below. As at 30 June 2024, the total number of issued Shares was 228,392,286 Shares.

3. As at 30 June 2024, an aggregate of 88,772,977 Shares were held by Indigo and Galloway which are beneficially wholly-owned by Mr James Mellon, each holding 2,579,190 Shares and 86,193,787 Shares respectively.

4. As at 30 June 2024, 163,778 Shares were held to the order of a pension fund, of which Mr Mark Searle was the sole beneficiary and 31,415 Shares were held by his spouse, Mrs Juliet Mary Druce Searle.

b. 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)" to this report and note 22 to the Condensed Consolidated Financial Statements.

Save as disclosed above, as at 30 June 2024 and 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 as set out in Appendix C3 to the Listing Rules.

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披露行使由董事所持有之購股權後將予發行之股份數目。於二零二四年六月三十日，已發行股份總數為228,392,286股股份。

3. 於二零二四年六月三十日，合共88,772,977股股份由James Mellon先生實益全資擁有之Indigo及Galloway持有，各自分別持有2,579,190股股份及86,193,787股股份。

4. 於二零二四年六月三十日，合共163,778股股份乃由一項退休基金持有，Mark Searle先生為該項退休基金之唯一受益人，而31,415股股份乃由其配偶Juliet Mary Druce Searle女士持有。

b. 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）」一節及簡明綜合財務報表附註22。

除上文所披露者外，於二零二四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或其任何相聯法團（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，擁有記錄於本公司根據證券及期貨條例第352條規定須存置之登記冊中，或根據證券及期貨條例第XV部第7及8分部或根據上市規則附錄C3所載之標準守則而以其他方式知會本公司及聯交所之任何權益或淡倉。

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 2024 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.

董事收購股份或債券的權利

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」章節所披露者外，於截至二零二四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，致使董事可藉購買本公司股份或債券而獲益，亦無董事、彼等的配偶或未滿18歲的子女擁有任何認購本公司證券的權利或已行使任何該等權利。

SUBSTANTIAL SHAREHOLDERS INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As far as the Directors are aware, as at 30 June 2024, the following entity or person (other than Mr James Mellon, being a Director), whose interests are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" of this report, had interests 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:

主要股東於股份及相關股份之權益及淡倉

據董事所知悉，於二零二四年六月三十日，以下實體或人士(除一名董事James Mellon先生(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)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：

Name of Shareholder 股東名稱	Class of Shares 股份類別	Capacity in Shares 持有股份之身份	Long/Short position 好／淡倉	Total interests (Number of Shares held) (note) 權益總額(持有股份數目)(附註)	Approximate percentage holding 概約持股百分比	Derivative interests (Number of Shares held) 衍生權益(持有股份數目)
Galloway Limited	Ordinary shares 普通股	Beneficial owner 實益擁有人	Long position 好倉	86,193,787	37.74%	Nil 無

SUBSTANTIAL SHAREHOLDERS INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Save for such interests, the Directors are not aware of any other persons, who, as at 30 June 2024 or the date 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.

主要股東於股份及相關股份之權益及淡倉 (續)

除該等權益外，董事概不知悉其他人士於二零二四年六月三十日或本報告日期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。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, maintaining sound and effective risk management and internal control systems and reviewing their effectiveness to safeguard shareholders' investment and the Group's assets, on an ongoing basis. The Board acknowledged that management continues to allocate resources for the internal control and risk management systems which are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board has delegated responsibility to the Audit Committee to review the Group's risk management and internal control matters semi-annually and annually respectively.

風險管理及內部監控

董事會全面負責評估及釐定於達成本集團策略目標時所願意接納的風險性質及程度，維持健全有效的風險管理及內部監控系統，並持續檢討其成效，以保障股東投資及本集團資產。董事會知悉，管理層持續分配資源予內部監控及風險管理系統，該等系統旨在管理（而非消除）未能達成業務目標的風險，並只能提供合理（而非絕對）保證並無重大失實陳述或損失。董事會已授權審核委員會分別每半年及每年檢討本集團的風險管理及內部監控事宜。

The Board, through the Audit Committee, has reviewed the effectiveness and adequacy of the Group's risk management and internal control systems as set out in Code Provision D.2.1 for the year ended 31 December 2023. The Audit Committee engaged an internal audit and business consulting firm to undertake a review of the effectiveness of the Group's risk management and internal control systems on all material controls for the year, including financial, operational and compliance controls. The Board and the Audit Committee considered the Group's risk management and internal control systems 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, financial reporting functions, as well as those relating to the environmental, social and governance performance and reporting of the Group.

截至二零二三年十二月三十一日止年度，董事會已透過審核委員會檢討守則條文第D.2.1條所載本集團風險管理及內部監控系統的有效性及充足性。審核委員會已委聘內部核數及業務諮詢公司檢討本集團風險管理及內部監控系統於年內所有重大監察（包括財務、營運及合規監察）的有效性。董事會及審核委員會認為本集團的風險管理及內部監控系統有效及充足。此外，董事會亦已審閱本集團會計、內部審核及財務匯報職能方面以及有關本集團環境、社會及管治表現及報告的資源、員工資歷及經驗、培訓課程及有關預算是否充足，並信納審閱結果。

RISK MANAGEMENT AND INTERNAL CONTROL (CONTINUED)

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. During the six months ended 30 June 2024, a formal risk assessment was conducted by the management with reference to the Group's business objectives and strategies, to identify and assess enterprise risks, including environmental, social and governance risks, and to perform an overall review on the corresponding control measures and management actions. Key findings were reported to and reviewed by the Audit Committee on a timely basis.

風險管理及內部監控 (續)

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。截至二零二四年六月三十日止六個月，管理層參考本集團的業務目標及策略進行正式風險評估，以識別和評估企業風險（包括環境、社會及管治風險），並全面審核相應的控制措施及管理措施。主要發現已及時向審核委員會報告並供其審閱。

REVIEW OF UNAUDITED FINANCIAL INFORMATION

The unaudited consolidated financial information of the Group for the six months ended 30 June 2024 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.

審閱未經審核財務資料

本集團截至二零二四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。

AUDITOR

Reference is made to the announcement of the Company in relation to the change of Auditor dated 21 June 2023. The Board had conducted an external audit tender process in accordance with good corporate governance practice as BDO Limited ("**BDO**"), the resigning Auditor, has provided auditing services to the Company for 12 financial years. As a result of this process, the Company announced that BDO had resigned as the Auditor with effect from 21 June 2023 and RSM Hong Kong ("**RSM**") had been appointed as the Auditor with effect from 21 June 2023. BDO had confirmed in its resignation letter to the Company and the Audit Committee that there were no matters in respect of its resignation that needed to be brought to the attention of the holders of securities of the Company.

核數師

茲提述本公司日期為二零二三年六月二十一日的公佈，內容有關更換核數師。由於辭任的核數師香港立信德豪會計師事務所有限公司（「**香港立信德豪**」）已為本公司提供了十二個財政年度的核數服務，故董事會已根據良好企業管治常規進行外聘核數師投標程序。根據該程序，本公司宣佈香港立信德豪已辭任核數師，自二零二三年六月二十一日起生效，及羅申美會計師事務所有限公司（「**羅申美**」）獲委任為核數師，自二零二三年六月二十一日起生效。香港立信德豪已於其辭任函中向本公司及審核委員會確認，概無有關其辭任的事宜須提請本公司證券持有人垂注。

AUDITOR (CONTINUED)

The Board, with the recommendation of the Audit Committee, had resolved to appoint RSM with effect from 21 June 2023 as the new Auditor to fill the casual vacancy following the resignation of BDO, and to hold office until the conclusion of the next annual general meeting of the Company subject to appointment by the Shareholders in accordance with the articles of association of the Company by way of ordinary resolution. The ordinary resolution to re-appoint RSM as Auditor had been passed by the Shareholders at the 2024 AGM.

Reference is also made to the announcement of the Company in relation to the change of Auditor dated 16 July 2024. The Company announced that RSM had resigned as the external Auditor with effect from 16 July 2024 as the Board and RSM could not reach a consensus on the audit fee for the financial year ending 31 December 2024. The Audit Committee of the Company had reviewed the audit fee proposal provided by RSM and considered that the proposed audit fee might not be appropriate considering the current operation scale of the Group and the prevailing market rates from other professional accounting firms of a similar scale. RSM had confirmed in its resignation letter to the Company and the Audit Committee that there were no matters in respect of its resignation that needed to be brought to the attention of the holders of securities of the Company.

The Board, with the recommendation of the Audit Committee, had resolved to appoint Baker Tilly Hong Kong Limited with effect from 16 July 2024 as the new Auditor to fill the casual vacancy following the resignation of RSM, and to hold office until the next annual general meeting of the Company.

核數師 (續)

董事會在審核委員會的推薦下，議決委任羅申美擔任新核數師，自二零二三年六月二十一日起生效，以填補香港立信德豪辭任後的臨時空缺，任期直至本公司下屆股東週年大會結束為止，惟須根據本公司組織章程細則以普通決議案的方式由股東委任。股東已於二零二四年股東週年大會上通過續聘羅申美為核數師的普通決議案。

亦茲提述本公司日期為二零二四年七月十六日的公佈，內容有關更換核數師。本公司宣佈，鑑於董事會及羅申美未能就截至二零二四年十二月三十一日止年度的審核費用達成共識，羅申美已辭任外聘核數師一職，自二零二四年七月十六日起生效。本公司審核委員會已審閱羅申美提供的審核費用建議，並認為考慮到本集團目前的經營規模及其他類似規模的專業會計師事務所的現行市場費率，建議的審核費用可能並不合適。羅申美已於其辭任函中向本公司及審核委員會確認，概無有關其辭任的事宜須提請本公司證券持有人垂注。

董事會在審核委員會的推薦下，議決委任天職香港會計師事務所有限公司擔任新核數師，自二零二四年七月十六日起生效，以填補羅申美辭任後的臨時空缺，任期直至本公司召開下屆股東週年大會為止。

PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

During the six months ended 30 June 2024, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

購回、出售及贖回上市證券

截至二零二四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：

2023 Annual Report 二零二三年年報	the Company's annual report for the year ended 31 December 2023 本公司截至二零二三年十二月三十一日止年度之年度報告
2024 AGM 二零二四年股東週年大會	the last annual general meeting of the Company held on 30 May 2024 本公司於二零二四年五月三十日舉行之最近期股東週年大會
Accumulated Losses 累計虧損	the accumulated losses of the Company as at the effective date of the Capital Reduction 本公司於股本削減生效日期之累計虧損
Adjusted Share(s) 經調整股份	ordinary share(s) of US$0.001 each in the share capital of the Company immediately following the Capital Reorganisation, effective on 3 August 2023 緊隨股本重組於二零二三年八月三日生效後，本公司股本中每股0.001美元之普通股
AI 人工智能	artificial intelligence 人工智能
Audit Committee 審核委員會	audit committee of the Company 本公司之審核委員會
Auditor 核數師	auditor of the Group 本集團之核數師
Board or Board of Directors 董事會	Board of Directors of the Company 本公司董事會
Capital Reduction 股本削減	the reduction of the issued share capital of the Company by reducing the par value of each issued Consolidated Share from US$0.20 to US$0.001 by cancelling the paid-up share capital to the extent of US$0.199 per issued Consolidated Share, effective on 3 August 2023 藉註銷每股已發行合併股份0.199美元之繳足股本而將每股已發行合併股份之面值由0.20美元削減至0.001美元，從而削減本公司已發行股本，於二零二三年八月三日生效

Capital Reorganisation 股本重組	the share capital reorganisation, including the Share Consolidation, the Capital Reduction and the Share Subdivision 股本重組，包括股份合併、股本削減及股份拆細
CEO 行政總裁	Chief Executive Officer of the Company 本公司行政總裁
CG Code 企業管治守則	Corporate Governance Code as set out in Appendix C1 of the Listing Rules 載於上市規則附錄C1之企業管治守則
Company 本公司	Regent Pacific Group Limited, a company incorporated in the Cayman Islands with limited liabilities, the shares of which are listed on the Main Board of the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange 勵晶太平洋集團有限公司，一家於開曼群島註冊成立之有限責任公司，其股份於聯交所主板上市，並於法蘭克福證券交易所公開市場(Freiverkehr)買賣
Consolidated Share(s) 合併股份	ordinary share(s) of US$0.20 each in the share capital of the Company after the Share Consolidation, effective on 5 June 2023 於二零二三年六月五日股份合併生效後本公司股本中每股面值0.20美元之普通股
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
ED 執行董事	Executive Director of the Company 本公司之執行董事

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
Fosun 復星	上海復星醫藥 (集團) 股份有限公司 (Shanghai Fosun Pharmaceutical (Group) Co., Ltd.) 上海復星醫藥 (集團) 股份有限公司
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	Galloway Limited, a private limited liability company which is indirectly wholly-owned by Mr James Mellon, a substantial Shareholder who is also a NED and Chairman of the Board Galloway Limited，一家由主要股東James Mellon先生 (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
GBP 英鎊	Great British pounds, the lawful currency in the UK 英國法定貨幣英鎊
Group 本集團	the Company and its subsidiaries 本公司及其附屬公司
HK$ 港元	Hong Kong dollars, the lawful currency in Hong Kong 香港法定貨幣港元
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

DEFINITIONS
釋義

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	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
Indigo Indigo	Indigo Securities Limited, a private limited liability company which is indirectly wholly-owned by Mr James Mellon, a substantial Shareholder who is also a NED and Chairman of the Board Indigo Securities Limited，一家由主要股東James Mellon先生（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
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
Model Code 標準守則	The Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules 載於上市規則附錄C3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 國家藥品監督管理局	the National Medical Products Administration 國家藥品監督管理局
Nomination Committee 提名委員會	nomination committee of the Company 本公司之提名委員會

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
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
Remuneration Committee 薪酬委員會	remuneration committee of the Company 本公司之薪酬委員會
Rights Issue 供股	the rights issue on the basis of one (1) Rights Share for every one (1) existing Share held on the record date, completed on 12 January 2023 按於記錄日期每持有一(1)股現有股份獲發一(1)股供股股份之基準進行供股，於二零二三年一月十二日完成
Rights Share(s) 供股股份	the new Share(s) allotted and issued under the Rights Issue 根據供股配發及發行之新股份
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規定標準獲得採納
Set Off 抵銷	the set off of the total amount of subscription monies payable by Galloway as the underwriter, Mr. James Mellon and Indigo for the Rights Shares to which they are entitled to and/or are required to subscribe for (if any) under the Rights Issue and the underwriting agreement respectively, against the equivalent amount of the shareholder's loans and accrued interest thereon on a dollar-to-dollar basis on the completion date of the Rights Issue 於供股完成日期，Galloway (作為包銷商)、James Mellon先生及Indigo就根據供股及包銷協議分別有權及／或須認購 (如有) 之供股股份所應付認購款項總額，按等額基準抵銷等額股東貸款及應計利息

SFO	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
證券及期貨條例	證券及期貨條例 (香港法例第571章)
Share Consolidation	the share consolidation whereby every twenty (20) issued and unissued Shares of par value of US$0.01 each consolidated into one (1) Consolidated Share of par value of US$0.20 each, effective on 5 June 2023
股份合併	股份合併，據此，每二十(20)股每股面值0.01美元的已發行及未發行股份合併為一(1)股每股面值0.20美元的合併股份，於二零二三年六月五日生效
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納，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
Share Subdivision	the subdivision of one (1) authorised but unissued Consolidated Share into 200 Adjusted Shares and forthwith the Share Subdivision, the increase of the authorised share capital of the Company to US$143,550,000.00 by the creation of such number of additional Adjusted Shares as shall be sufficient to increase the authorised share capital of the Company to US$143,550,000.00 divided into (a) 143,000,000,000 ordinary Adjusted Shares and (b) 550,000,000 unclassified Adjusted Shares, effective on 3 August 2023
股份拆細	將一(1)股法定但未發行合併股份拆細為200股經調整股份；且於股份拆細後隨即透過增設足以將本公司之法定股本增加至143,550,000.00美元 (分為(a)143,000,000,000股普通經調整股份及(b)550,000,000股未分類經調整股份) 之額外經調整股份有關數目，將本公司之法定股本增加至143,550,000.00美元，於二零二三年八月三日生效

Share(s)	ordinary share(s), with voting rights, of US$0.001 each in the capital of the Company, which are listed on the Main Board of the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange
股份	本公司股本中每股面值0.001美元，附有投票權之普通股份，此等股份於聯交所主板上市，並於法蘭克福證券交易所公開市場(Freiverkehr)買賣
Shareholder(s) 股東	holder(s) of the Share(s) 股份持有人
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
UK 英國	the United Kingdom 英國
US 美國	the United States 美利堅合眾國
US$ 美元	US dollars, the lawful currency in the US 美國法定貨幣美元
Wanbang Biopharmaceutical	江蘇萬邦生化醫藥集團有限責任公司 (Jiangsu Wanbang Biopharmaceutical Group Co., Ltd.), a wholly-controlled company of Fosun
江蘇萬邦醫藥	江蘇萬邦生化醫藥集團有限責任公司，為復星之完全控股公司
Wanbang MKT	江蘇萬邦醫藥營銷有限公司 (Wanbang Pharmaceutical Marketing and Distribution Co., Ltd), an affiliate of Wanbang Biopharmaceutical
江蘇萬邦營銷	江蘇萬邦醫藥營銷有限公司，為江蘇萬邦醫藥之聯屬公司

CORPORATE INFORMATION
公司資料

EXECUTIVE DIRECTOR

Jamie Gibson *(CEO)*

NON-EXECUTIVE DIRECTORS

James Mellon *(Chairman)*
Jayne Sutcliffe

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mark Searle
Adrian Chan
Ihsan Al Chalabi

COMPANY SECRETARY

Winnie Lui

INDEPENDENT AUDITOR

Baker Tilly Hong Kong Limited
Certified Public Accountants
Registered Public Interest Entity Auditor

PRINCIPAL BANKER

Citibank, N.A.

REGISTERED OFFICE

P.O. Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8th Floor, Henley Building
5 Queen's Road Central
Hong Kong

SHARE REGISTRAR

Tricor Tengis Limited
17/F, Far East Finance Centre
16 Harcourt Road, Hong Kong

INVESTOR RELATIONS CONSULTANT

LBS Communications Consulting Limited

WEBSITE

www.regentpac.com

STOCK CODE

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執行董事

Jamie Gibson *(行政總裁)*

非執行董事

James Mellon *(主席)*
Jayne Sutcliffe

獨立非執行董事

Mark Searle
陳弘俊
Ihsan Al Chalabi

公司秘書

雷美欣

獨立核數師

天職香港會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師

主要往來銀行

花旗銀行

註冊辦事處

P.O. Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

香港總部及主要營業地點

香港中環
皇后大道中5號
衡怡大廈8樓

股份過戶登記處

卓佳登捷時有限公司
香港夏慤道16號
遠東金融中心17樓

投資者關係顧問

達博思傳訊顧問有限公司

網址

www.regentpac.com

股份代號

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REGENT PACIFIC GROUP LIMITED
勵晶太平洋集團有限公司

8th Floor, Henley Building, 5 Queen's Road Central, Hong Kong
香港中環皇后大道中5號衡怡大廈8樓
Telephone 電話： (852) 2514 6111
Facsimile 圖文傳真： (852) 2810 4792
Email 電子郵件： info@regentpac.com
Website 網址： www.regentpac.com