



PHARMESIS

PHARMESIS INTERNATIONAL LTD.

**CONSOLIDATING
OUR STRENGTHS
FOR SUCCESS**

ANNUAL REPORT 2022

CONTENTS

01

Corporate
Profile

02

Our
Products

04

Letter to
Shareholders

07

主席及
总裁献词

09

Operations &
Financial Review

11

Financial
Highlights

12

Board of
Directors

15

Corporate
Information

CORPORATE PROFILE

**Listed on the Main Board of the Singapore Exchange in October 2004,
Pharmesis International Ltd. specialises in the manufacture of pharmaceutical
products, including western medicine and Traditional
Chinese Medicine (“TCM”).**

Under our two subsidiaries, Chengdu Kinna Pharmaceutical Co., Ltd and Sichuan Longlife Pharmaceutical Co., Ltd, we specialise in the manufacturing of pharmaceutical products in the form of tablets, granules, pills, etc, including TCM formulated products for the treatment of illnesses relating to the liver and gall bladder. Additionally, our business also includes research and development, production, sale and marketing of pharmaceutical products.

Our pharmaceutical products are sold in the People’s Republic of China (“PRC”) under the “国嘉” brand. Our main products are ATT, Gulin Gansu and Er Ding granules. Our Gulin Gansu is under the National TCM Protection List and is also the first TCM formulated products to be awarded the “Product of Designation of Origin and Geographical Indications of the PRC”.

Leveraging our strong research and development capabilities and in-house expertise in pharmaceutical products for the treatment of illnesses relating to the liver and gall bladder, we successfully improved the coating technology of ATT tablets and had received several awards in recognition of this achievement.

In 2009, we acquired a wholly-owned subsidiary, Chengdu Pharmesis Pharmaceutical Co., Ltd. With this acquisition, the Group successfully expanded into the distribution of pharmaceutical products.

Comprising an established extensive sales and marketing network across the PRC, our products can be found in 2,000 hospitals in many cities within the PRC. As well-recognised brand names of pharmaceutical products in PRC, Pharmesis’ line of products have received wide acceptance and numerous awards associated with delivering quality and safe products. By adopting an integrated business model, we aim to provide a one-stop solution to our customers in the PRC, with our research and development, manufacturing and distribution services.

OUR PRODUCTS

Pharmesis International Ltd., is a pharmaceutical company in the PRC which can trace its origins back to 1996. Our pharmaceutical products include prescribed drugs and over-the-counter (OTC) drugs. Pharmaceutical products include western medicine products and TCM formulated products under the “国嘉” brand.

Our two GMP-compliant production facilities, with a total land area of approximately 41,000 sqm, are located in Chengdu and Gulin, PRC. We implement strict quality control procedures for our products at every stage of our production process, from the selection of raw materials up to finished products.



GANSU
古蔺肝苏

USAGE

Treatment of acute and chronic hepatitis

FORM

Granules, Tablets and Capsules

功能主治

于慢性活动性肝炎、乙型肝炎、
也可用于急性病毒性肝炎。

类型

颗粒、片剂、胶囊



ATT (ANETHOLE TRITHIONE)
茵三硫

USAGE

Treatment of illness relating to the liver and gall bladder

FORM

Tablets and Capsules

功能主治

用于胆囊炎、胆结石以及急、
慢性肝炎的辅助治疗。

类型

片剂、胶囊



XIAO SHI JIAN PI
消食健脾

USAGE

Treatment of flatus, inappetency, dyspepsy and
spleen weakness

FORM

Tablets

功能主治

消食、健脾。用于脘腹胀满。
伤食呕恶、小儿厌食、消化不良、脾胃虚弱。

类型

片剂



ER DING
二丁

USAGE

Treatment of jaundice, clears heat toxin

FORM

Granules

功能主治

清热解暑、利湿退黄。
用于热疖痈毒、湿热黄疸、外感风热等症

类型

颗粒

OUR PRODUCTS



SHULINGHOU
舒灵喉

USAGE

Clears heat and regenerate body fluid. Treatment of acute and chronic pharyngitis, laryngitis, sore throat and hoarseness

FORM

Tablets

功能主治

清热解毒、润燥生津。用于急、慢性咽炎、喉炎，以及因用嗓过度引起的咽喉疼痛，声音嘶哑等。

类型

片剂



FU YANG
肤痒颗粒

USAGE

Expelling wind and activating blood circulation, dehumidifying and relieving itching, used for skin pruritus, urticaria (hives)

FORM

Granules

功能主治

祛风活血，除湿止痒，用于皮肤瘙痒病，荨麻疹

类型

颗粒



XIAOLUOTONG
消络痛

USAGE

Dispels wind, dampness. For rheumatoid arthritis and other rheumatic diseases

FORM

Capsules

功能主治

散风、祛湿。
用于风湿性关节炎及其他风湿性疾病

类型

胶囊



XIONG DAN CHUAN BEI
熊胆川贝

USAGE

Clears heat, reduces phlegm, relieves cough

FORM

Oral liquid

功能主治

清热，化痰，止咳

类型

口服液

LETTER TO SHAREHOLDERS

DEAR SHAREHOLDERS,

On behalf of our Board of Directors, we are pleased to present our annual report for the financial year ended 31 December 2022 (“FY2022”).

FY2022 was another challenging year as the world continued to battle against the COVID-19 pandemic for the third year. Throughout the pandemic, China has adhered to a strict zero-Covid policy that aims to stamp out all outbreaks and chains of transmission using a combination of border controls, mass testing, quarantine procedures and lockdowns. Many Chinese cities were placed under full or partial COVID-19 lockdowns in FY2022, affecting consumer spending and demand for our products. Chengdu was also in a lockdown for two weeks in September 2022 in order to contain the spread of Covid-19 which has affected our production.



Facility at Jiangyou (江油设施)

In addition, a record heat wave and accompanying drought has also impacted our production. Despite the above challenges, the Group managed to minimise the decrease in revenue to 4.6% in FY2022 as compared to FY2021.

YEAR IN REVIEW

In financial year 2022, the Group registered total revenue of RMB50.4 million, compared with revenue of RMB52.8 million in the previous year, a decrease of 4.6%. This was mainly due to lower sales of both prescribed and non-prescribed drugs. Revenue from the Group’s non-prescribed drugs segment decreased by RMB0.8 million and revenue from prescribed drugs segment decreased by RMB1.6 million.

Gross profit margin increased slightly from 47.4% in FY2021 to 47.7% in FY2022 mainly due to slightly higher margins from non-prescribed drugs segment.

Other income decreased by RMB1.8 million from RMB2.1 million in FY2021 to RMB0.3 million in FY2022 mainly due to lower government grant in FY2022.

Selling and distribution costs increased by RMB0.4 million or 2.6% from RMB14.7 million in FY2021 to RMB15.1 million in FY2022 mainly due to higher advertising and selling expenses. Administrative costs increased by RMB2.2 million or 24.0% from RMB9.2 million in FY2021 to RMB11.4 million in FY2022 mainly due to higher personnel expenses, social insurance expenses, allowances for expected credit loss, depreciation and others.

Finance income decreased from RMB30,000 in FY2021 to RMB28,000 in FY2022, mainly due to lower finance income from cash and cash equivalents. Finance costs decreased from RMB1.1 million in FY2021 to RMB1.0 million in FY2022.

As a result of the above, the Group recorded a net loss attributable to shareholders of RMB3.6 million for FY2022 compared to a net profit of RMB1.2 million for FY2021.

LETTER TO SHAREHOLDERS



Office at Ying Bin Street (迎宾大道办公室)

INDUSTRY OUTLOOK

In December 2022, China has ended its zero Covid-19 policy, which has removed the domestic economic uncertainties due to the COVID-19 pandemic. However, the China government is expected to continue the expansion of the list of drugs and medical consumables included in China's bulk-buy drug procurement programme this year. The outlook for the year ahead remains challenging as our drugs continue to face intense competition, inflationary and pricing pressure. Management will continue to operate cautiously, improving sales and managing costs effectively.

FOCUS ON RESEARCH AND DEVELOPMENT

We will continue to focus on research and development activities with the aim of improving our existing products as well as innovating new products. As part of our strategy to increase the range of products, the Group is working towards launching of new products. In FY2022, the Group had successfully launched a new product, Xiong Dan Chuan Bei (熊胆川贝口服液).

LETTER TO SHAREHOLDERS



Chengdu Kinna Pharmaceutical Co., Ltd



Sichuan Longlife Pharmaceutical Co., Ltd

APPRECIATION AND ACKNOWLEDGEMENT

On behalf of the Board, we would like to express our gratitude to the management team and the staff for their hard work and commitment in 2022. Without their dedication and efforts, we would not be able to achieve a commendable performance this year. Our greatest thanks also go out to our customers and suppliers for their unwavering support and trust. We would like to extend our heartfelt gratitude to our shareholders who have gone through many ups and downs with us. With

your support, we are motivated to achieve greater success. Last but not least, we would like to thank our fellow Board members for their guidance and counsel.

CHEW HENG CHING

Independent Non-Executive Chairman

WU XUEDAN

Executive Director and Chief Executive Officer

主席及总裁献词

各位尊敬的股东，

我们谨仅代表董事会呈现截至2022年12月31日（“2022财年”）的业绩及业务报告。

2022财年又是充满挑战的一年，因为世界第三年继续与新冠疫情和新的变种病毒战斗。在整个疫情期间，中国一直坚持严格的清零政策，旨在通过结合边境管制、大规模检测、检疫程序和封锁来消除所有疫情和传播链。2022财年，许多中国城市因疫情而被全部或部分封锁，影响了消费者支出和对我们产品的需求。成都也在2022年9月进行了为期两周的封锁，以遏制疫情的传播，影响我们的生产。此外，创纪录的热浪和随之而来的干旱也影响了我们的生产。尽管面临上述挑战，与2021财年相比，集团设法将2022财年的收入降幅降至最低，只降4.6%。

年度回顾

集团2022财年的收入从2021财年的5,280万元减少240万元或4.6%至2022财年的5,040万元。集团非处方药收入减少了80万元，处方药收入减少160万元人民币。

毛利率从2021财年的47.4%上升至2022财年的47.7%，主要由于非处方药的毛利率上升。其他收入从2021财年的210万元下降180万元至2022财年的30万元，主要是由于政府补助减少。

销售和分销成本从2021财年的人民币1,470万元增加至2022财年的人民币1,510万元，增加了人民币40万元或2.6%，主要是由于广告和销售费用增加。管理成本从2021财年的920万元增加至2022财年的1,140万元，增加220万元或24.0%，主要由于人员费用，社保费用，坏账准备增加，折旧增加和其他费用增加。

财务收入从2021财年的人民币3万元减少至2022财年的人民币2万8千元，主要是由于现金的财务收入减少。财务成本从2021财年的110万元人民币减少到2022财年的100万元人民币。

由于上述原因，集团于2022年录得归属于本公司股东的税后净亏损为人民币360万元，而2021年则为税后净利润人民币120万元。

主席及总裁献词

行业展望

中国在2022年12月终止了清零政策，消除了新冠疫情导致国内经济的不确定性。但是，中国政府在今年预计会继续扩大中国大量购买药物采购计划中的药物和医疗消耗品清单。随着我们的药物继续面临激烈的竞争，通货膨胀和定价压力，未来一年的前景仍然具有挑战性。管理层将继续谨慎运营，改善销售额，并有效地管理成本。

专注于研究与开发

我们将继续专注于研发活动，目的在于改善现有产品以及研发新产品。作为我们扩大产品范围策略的一部分，集团正努力研发新产品。在2022财年，集团成功推出新产品，熊胆川贝口服液。

鸣谢

我们要对管理层和全体员工在2022年的努力与尽职表示感谢。如果没有他们的奉献和努力，我们今年将无法取得良好的业绩。我们非常感谢我们的客户和供应商，感谢他们坚定不移的支持和信任。我们衷心地向我们的股东致以最诚挚的感谢，你们陪伴我们经历了许多风雨。你们的鼎力支持推动着我们争取更大的成就。最后，我们要感谢董事会成员的指导，献策和咨询。

周亨增

独立非执行主席

吴学丹

执行董事兼总裁

OPERATIONS & FINANCIAL REVIEW

REVENUE

The Group's FY2022 revenue decreased by RMB2.4 million or 4.6% from RMB52.8 million in FY2021 to RMB50.4 million in FY2022. Revenue from non-prescribed drugs segment decreased by RMB0.8 million and revenue from prescribed drugs segment decreased by RMB1.6 million.

Gross profit margin increased slightly from 47.4% in FY2021 to 47.7% in FY2022 mainly due to slightly higher margins from non-prescribed drugs segment. Other income decreased by RMB1.8 million from RMB2.1 million in FY2021 to RMB0.3 million in FY2022 mainly due to lower government grant in FY2022.

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NET LOSS

As a result of the above, the Group recorded a net loss attributable to shareholders of RMB3.6 million for FY2022 compared to a net profit of RMB1.2 million for FY2021.

FINANCIAL POSITION

The Group's non-current assets were RMB53.7 million as at 31 December 2022, a decrease of RMB1.9 million from RMB55.6 million as at 31 December 2021. This was mainly due to the decrease in property, plant and equipment and right-of-use assets.

The Group's current assets were RMB44.1 million as at 31 December 2022, an increase of RMB7.0 million from RMB37.1 million as at 31 December 2021. This was mainly due to higher inventories, prepaid expenses, cash and cash equivalents and lower trade receivables and other receivables.

The Group's current liabilities were RMB39.6 million as at 31 December 2022, an increase of RMB8.8 million from RMB30.8 million as at 31 December 2021 mainly due to increase in trade payables, accrued liabilities and other payables and decrease in lease liabilities and tax payable.

The Group's non-current liabilities were RMB1.3 million as at 31 December 2022, a decrease of RMB0.4 million from RMB1.7 million as at 31 December 2021 due to decrease in lease liabilities.

OPERATIONS & FINANCIAL REVIEW

CASH FLOW

The Group's net cash generated from operating activities for FY2022 was RMB6.6 million, mainly due to cash generated from operations, changes in working capital and finance costs paid.

Net cash used in investing activities for FY2022 amounted to RMB0.2 million, incurred mainly for the acquisition of plant and equipment.

Net cash used in financing activities for FY2022 amounted to RMB0.6 million, incurred mainly for the repayment of lease liabilities.

As at 31 December 2022, the Group had cash and cash equivalents of RMB19.7 million.

SHAREHOLDERS' FUNDS

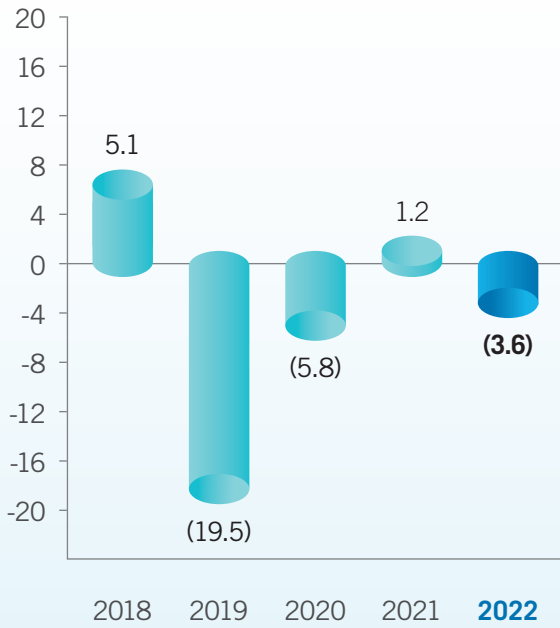
Shareholders' funds amounted to RMB53.9 million as at 31 December 2022. With Group's net loss attributable to equity holders at RMB3.6 million in FY2022, net loss per share was RMB15.5 cents, compared with net profit per share of RMB5.1 cents in FY2021. Net asset value per share as at 31 December 2022 was RMB2.48.



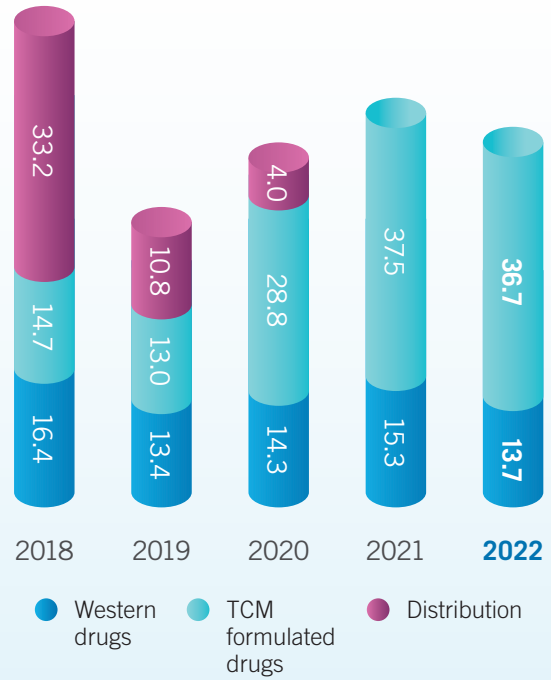


FINANCIAL HIGHLIGHTS

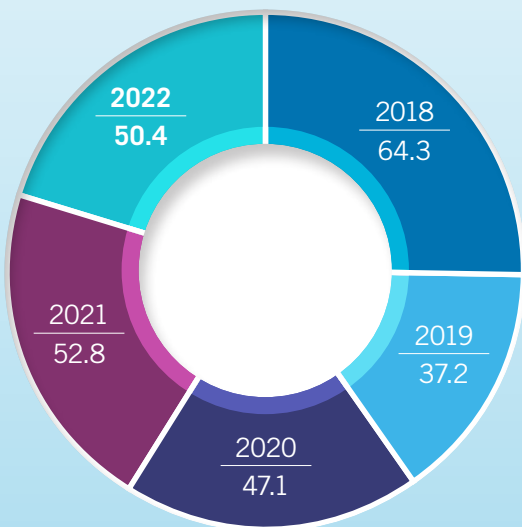
PROFIT/(LOSS) BEFORE TAX



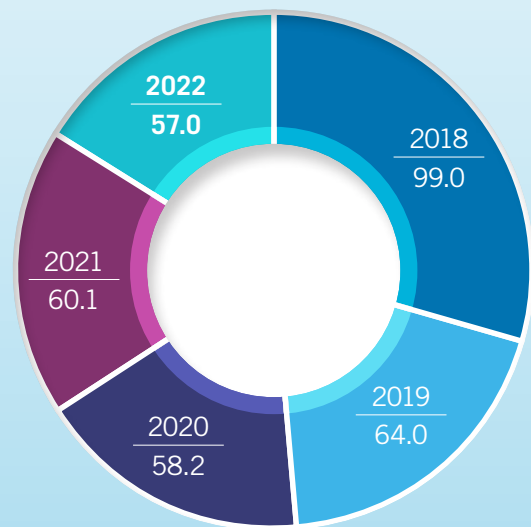
REVENUE BY SECTOR
(RMB MILLION)



TOTAL REVENUE
(RMB MIL)



TOTAL EQUITY
(INCLUDE NON-CONTROLLING INTEREST)



BOARD OF DIRECTORS



MR. WU XUEDAN
吴学丹

Executive Director and Chief Executive Officer

Mr. Wu Xuedan has been an Executive Director since 16 April 2004. He was re-appointed as the Chief Executive Officer on 31 December 2017. Previously, he was appointed as the Chief Executive Officer from 5 January 2009 to 1 July 2016. Mr. Wu has many years of experience in the pharmaceutical industry.

Mr. Wu is responsible for the stewardship and guidance of the Group in its developments and future plans. He also oversees the overall management and operations of the Group as well as supervises the research and development activities. Mr. Wu joined Chengdu Kinna in 1996. Prior to that, he was the Production Manager at Chengdu Automobile Maintenance and Repair Factory under the Ministry of Communications (Transport) from 1983 to 1996.

Mr. Wu graduated from Economic Management Correspondence Union University in 1987 specialising in Industrial Enterprise Management. Mr. Wu also holds a Diploma in Mechanical Manufacturing from Wuhan Water Transport Secondary Specialised School.

执行董事兼总裁

吴学丹先生在2004年4月16日加入本公司担任执行董事一职。吴先生并于2017年12月31日再次被委任为总裁。吴先生曾在2009年1月5日至2016年7月1日担任总裁。他在生物医药领域上拥有丰富的经验。

吴先生将把握集团发展方向，制定运营策略，全面管理、经营本集团和研究等事项。他在1996年加入国嘉制药，而在之前的1983年至1996年间，他也担任过交通部成都汽车保修机械厂的生科科长。吴先生在1987年毕业于经济管理刊授联合大学工业企业管理专科。他也同时拥有武汉水运工业学校的机械制造专业文凭。



MR. QI JIE
祁杰

Executive Director and Chief Operating Officer

Mr. Qi Jie was appointed as Chief Operating Officer and Executive Director of our Company on 31 December 2017. Mr. Qi assists the Chief Executive Officer and oversees the overall operations of the Group.

Mr. Qi joined Chengdu Kinna Pharmaceutical Co. Ltd in 1996. Mr. Qi has many years of experience in the pharmaceutical industry. Mr. Qi graduated from the School of Business Administration specialising in Business Management. He is also a graduate student at Sichuan University in China.

执行董事兼运营总监

祁杰先生在2017年12月31日受委任为公司的执行董事兼运营总监。祁先生协助总裁并负责监督集团的管理和营运。

祁先生在1996年加入国嘉制药。他在生物医药领域上拥有丰富的经验。祁先生毕业于工商管理学院,企业管理专科。他也是中国四川大学的研究生。

BOARD OF DIRECTORS



MR. CHEW HENG CHING
周亨增

Independent Non-Executive Chairman

Mr. Chew Heng Ching has been an Independent Non-Executive Director since 9 November 2005. He assumes the role of Non-Executive Chairman on 5 January 2009. Mr. Chew has relinquished his position as the Chairman of the Company and he has been appointed as Lead Independent Director of the Company on 15 January 2015. He was re-designated from Lead Independent Director to Non-Executive Chairman and Independent Director on 1 July 2016. Mr. Chew has more than 30 years of senior management experience in both the private and public sectors.

In corporate life, Mr. Chew is the founding President of the Singapore Institute of Directors and was Past Chairman of its Governing Council. He sits on the board of various publicly listed companies in Singapore and chairs their various Board Committees. He was a Member of the Council on Corporate Disclosure and Governance. He was also a Board member and Past Chairman of the Singapore International Chamber of Commerce. He was a Council Member of the Singapore Business Federation. In public life, Mr. Chew was a Member of Parliament from 1984 to 2006 and a former Deputy Speaker of the Singapore Parliament. He served on the Board of various charities previously. A Colombo Plan scholar, Mr. Chew is a graduate in Industrial Engineering (1st Class Honours) and Economics. He also holds an Honorary Doctorate in Engineering. He is a fellow of the Singapore Institute of Directors and CPA Australia.

独立非执行主席

周亨增先生自2005年11月9日被委任为独立兼非执行董事，并在2009年1月5日受委成为非执行主席。周先生自公司主席的职位卸任后，并于2015年1月15日受委成为首席独立董事。周先生于2016年7月1日将首席独立董事的职位卸任后，再次受委成为独立非执行主席。他拥有超过30年的高级管理层经验，跨足私人及公共领域。

在企业领域上，周先生是新加坡董事学会的创办人，也是其管理委员会的前主席。他目前是许多本地上市公司的董事，并担任其委员会主席。他曾是企业披露与监管理事会的成员。他是新加坡国际会的前主席，目前依然是该会成员。他也担任过新加坡工商联合总会的理事会成员。

在公共服务方面，周先生从1984年至2006年担任国会议员，也曾担任国会副议长。他曾经在许多慈善机构的董事局里服务。

身为一名科伦坡计划奖学金得主，周先生获得工业工程（一等荣誉）以及经济学位。他也同时拥有工程荣誉博士学位。他目前是新加坡董事学会以及澳大利亚注册会计师学会的成员。

BOARD OF DIRECTORS



MR. CHAY KWOK KEE
谢国基

Independent Non-Executive Director

Mr Chay was appointed as Independent Non-Executive Director of our Company on 27 April 2018.

Mr Chay is currently an Independent Investor cum Business Consultant. He had consulted on various projects, ranging from fast foods, nursing facilities, property and trading, and stationed in many countries including Malaysia, Indonesia, Cambodia, Hong Kong, Taiwan and Canada since 1990. Mr Chay had also assisted a number of listed companies in Singapore for their business development in China, including Noel Gifts, Edition Ltd, Aston International, Ei-Net Ltd etc.

Before that, Mr Chay was the General Manager of an Indonesian owned property investment company for about ten years and was with the Credit & Marketing Department of Overseas Union Bank (OUB) for three years.

Mr. Chay holds a Degree in Accountancy from the National University of Singapore.

独立兼非执行董事

谢国基先生在2018年4月27日受委任为公司的独立兼非执行董事。

谢国基先生目前是独立投资人兼商业顾问。自1990年以来，他曾参与各种项目的咨询，包括快餐，护理设施，房地产和贸易，以及驻扎在马来西亚，印度尼西亚，柬埔寨，香港，台湾和加拿大等许多国家。谢国基先生还协助新加坡的一些上市公司在中国开展业务，包括隆辉礼品国际有限公司，Edition Ltd，Aston International，Ei-Net Ltd等。

在此之前，谢国基先生曾担任一家印尼房地产投资公司的总经理约十年，并在华联银行(OUB)的信贷与营销部工作了三年。

谢国基先生拥有新加坡国立大学的会计学位。



MS. CHUNG CHIA-JUNG
鍾佳容

Non-Independent Non-Executive Director

Ms. Chung Chia-Jung was appointed as Non-Independent Non-Executive Director of our Company on 15 December 2017. Ms. Chung is currently the Vice President of Chigin Metal Enterprise Co Ltd. Ms. Chung graduated from Santa Monica College with a Business Degree in 2010.

非独立兼非执行董事

鍾佳容小姐在2017年12月15日受委任为公司的非独立兼非执行董事。鍾小姐目前担任启金企业有限公司副总。鍾小姐在2010年毕业于圣莫尼卡学院，商业专科。

CORPORATE INFORMATION

BOARD OF DIRECTORS

Wu Xuedan
(Executive Director and Chief Executive Officer)
Qi Jie
(Executive Director and Chief Operating Officer)
Chew Heng Ching
(Independent Non-Executive Chairman)
Chay Kwok Kee
(Independent Non-Executive Director)
Chung Chia-Jung
(Non-Independent Non-Executive Director)

AUDIT COMMITTEE

Chew Heng Ching (Chairman)
Chay Kwok Kee
Chung Chia-Jung

NOMINATING COMMITTEE

Chew Heng Ching (Chairman)
Chay Kwok Kee
Wu Xuedan

REMUNERATION COMMITTEE

Chew Heng Ching (Chairman)
Chay Kwok Kee

COMPANY SECRETARY

Chan Lai Yin
Cheok Hui Yee

REGISTERED OFFICE

5 Kallang Sector #03-02
Singapore 349279
Tel: (65) 6846 0766
Fax: (65) 6743 7916
Email: enquiry@pharmesis.com

SHARE REGISTRAR

In.Corp Corporate Services Pte. Ltd.
30 Cecil Street #19-08
Prudential Tower
Singapore 049712

AUDITORS

Ernst & Young LLP
Public Accountants and Chartered Accountants
One Raffles Quay North Tower Level 18
Singapore 048583
Partner-in-charge: Ms. Sharon Peh
(Appointed since financial year ended 31 December 2022)

PRINCIPAL BANKERS

Agricultural Bank of China
Bank of Chengdu
SPD Bank



CORPORATE GOVERNANCE STATEMENT AND FINANCIAL CONTENTS

17

Corporate
Governance
Statement

40

Directors'
Statement

44

Independent
Auditor's
Report

50

Consolidated
Income
Statement

51

Consolidated
Statement of
Comprehensive
Income

52

Statements
of Financial
Position

53

Statements
of Changes
in Equity

55

Consolidated
Statement of
Cash Flows

56

Notes to the
Financial
Statements

103

Statistics of
Shareholdings

105

Notice of Annual
General Meeting

110

Additional
Information on
Directors Seeking
Re-Election

Proxy Form

CORPORATE GOVERNANCE STATEMENT

Pharmesis International Ltd. (the “**Company**”) and its Management are committed to maintaining a high standard of corporate governance to safeguard the interest of all its stakeholders.

The Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Listing Manual**”) requires an issuer to describe its corporate governance practices with specific reference to the principles and the provisions of the Code of Corporate Governance 2018 (the “**Code**”), issued by the Monetary Authority of Singapore on 6 August 2018 and amended on 11 January 2023, in its annual report, as well as disclose any deviation from any provision of the Code and explain how the practices it had adopted are consistent with the intent of the relevant principle. This report outlines the Company’s corporate governance practices throughout the financial year ended 31 December 2022 (“**FY2022**”) with specific reference to the Code. Where there are deviations from the Code, explanations are provided.

BOARD MATTERS

The Board’s Conduct of its Affairs

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

The Board’s primary role is to protect shareholders’ interests and enhance long-term shareholders’ value. It sets the overall strategy for the Company and its subsidiaries (the “**Group**”) and supervises the management. To fulfil this role, the Board is responsible for setting the strategic direction of the Group, establishing goals for management and monitoring the achievement of these goals.

Apart from its statutory responsibilities, the Board’s principal functions include the following:

- (i) approve annual reports, periodic financial announcements and accounts;
- (ii) ensure management leadership of high quality, effectiveness and integrity;
- (iii) appoint key management personnel;
- (iv) review financial performance and implement financial policies which incorporate risk management, internal controls, and reporting compliance; and
- (v) assume responsibility for corporate governance framework of the Company.

Conflict of Interest

Where a Director’s personal or business interest interferes, or even appears to interfere, in any way with the interests of the Company, the Director must disclose such interest at a meeting of the Directors or by sending a written notice to the Company Secretary, containing details of the interest and the nature of the conflict and recuse themselves from participating in any discussion or decision on the transaction or proposed transaction involving the issues of conflict. In the event the Board Meetings are not convened, the Board may use circular resolution in writing to sanction certain decisions.

CORPORATE GOVERNANCE STATEMENT

Matters Requiring Board Approval

The Group has adopted and documented internal guideline setting for the matters that require Board approval. Matters which are specifically reserved for decision of the full Board include:

- (i) approve the Group's corporate and strategic directions;
- (ii) approve annual budgets, investment and divestment proposals;
- (iii) material acquisition and disposal of assets;
- (iv) capital-related matters including financial re-structure, market fund-raising, share issuance, interim dividend and other returns to shareholder; and
- (v) convening of general meetings.

Clear written directions have been imposed and communicated to management that the above matters must be approved by the Board.

Delegation to Board Committees

To assist in the execution of its responsibilities, the Board is supported by a number of committees which include Nominating Committee ("NC"), Remuneration Committee ("RC") and Audit Committee ("AC"). These committees have written terms of reference, which are reviewed on a regular basis. The Board accepts that while these Board Committees have the authority to examine particular issues and report back to the Board with their decisions and/or recommendations, the ultimate responsibility on all matters lies with the Board.

Attendance at Board and Committee Meetings

The Board meets at least four (4) times a year to oversee the business affairs of the Group and approve any financial or business strategies or objectives. Where necessary, additional Board meetings and committee meetings are held to deliberate on urgent substantive matters. Telephonic attendance and conference via audio communication at Board meetings are allowed under the Company's Constitution.

CORPORATE GOVERNANCE STATEMENT

The details of the number of Board and Board Committees meetings and general meeting held during FY2022 and the attendance of each Board member at those meetings are disclosed as follows:

| Name of Director | Board | | Audit Committee | | Remuneration Committee | | Nominating Committee | | AGM |
|---------------------|----------------------|--------------------------|----------------------|--------------------------|------------------------|--------------------------|----------------------|--------------------------|-----|
| | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended | No. of meetings held | No. of meetings attended | |
| Mr. Wu Xuedan | 4 | 4 | N.A. | N.A. | N.A. | N.A. | 1 | 1 | 1 |
| Mr. Qi Jie | 4 | 4 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | 1 |
| Mr. Chew Heng Ching | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 | 1 |
| Mr. Chay Kwok Kee | 4 | 4 | 4 | 4 | 1 | 1 | 1 | 1 | 1 |
| Ms. Chung Chia-Jung | 4 | 4 | 4 | 4 | N.A. | N.A. | N.A. | N.A. | 1 |

Directors' Orientation and Training

Any newly appointed Director will be given an orientation to the Group's operational facilities in the People's Republic of China ("PRC") and meet up with senior management to provide background information about the Group's history and business operations. A formal letter of appointment will be furnished to the newly appointed director, upon his appointment during the financial year, explaining among other matters, the roles, obligations, duties and responsibilities as a member of the Board.

In addition, the Board is provided with regular updates with respect to new laws, rules, regulations, listing requirement, governance practices and other regulations in order to adapt to the changing commercial risks relating to the business and operations of the Group. Directors who do not have prior experience or are not familiar with the duties and obligations required of a Director of a SGX-listed company, will undergo the necessary training and briefing as prescribed by the SGX-ST.

The Board recognises the importance of ongoing professional development for the Directors and gives opportunities to Directors to develop their skills and knowledge. If required, training or briefings by external consultants or counsel will be organised for the Board. The Company will bear the costs of such training if so recommended and approved by the Board.

The Board is briefed on any recent changes to the accounting standards and regulatory framework. New releases issued by the SGX-ST and the Accounting and Corporate Regulatory Authority which are relevant to the Directors are also circulated to the Board as part of the Company's effort to facilitate the continuing education to the Directors.

Under the enhanced SGX sustainability reporting rules, all directors of SGX-listed companies are required to attend a one-time training on sustainability matters. In FY2022, all the Directors of the Company have attended the training on sustainability.

CORPORATE GOVERNANCE STATEMENT

Access to information

From time to time, the directors are furnished with detailed information concerning the Group to enable them to be fully aware and understand the decisions and actions of the management of the Group. The Board has unrestricted access to the Group's records and information. As a general rule, Board papers are required to be sent to directors at least four (4) days before the Board meeting so that members may better understand the matters before the Board meeting and discussion may be focused on questions that the Board has about the Board papers. The Board papers include sufficient information from the management on financial, business and corporate issues to enable the directors to be properly briefed on issues to be considered at Board meetings.

The independent directors have separate and independent access to the Group's senior management and Company Secretary at all times. The Company Secretary ensures that the Board's procedures are observed and that the Company's Constitution, relevant rules and regulations, including requirements of the Securities and Futures Act 2001, Companies Act 1967 and the Listing Manual, are complied with. The Company Secretary also assists the Chairman in ensuring information flows within the Board and its Board Committees and between management and the Non-Executive Directors. The appointment and removal of the Company Secretary are subject to the approval of the Board. The Board also takes independent professional advice as and when necessary to enable them to discharge their responsibilities effectively. Subject to the approval of the Chairman, Directors, whether as a group or individually, may seek and obtain independent professional advice to assist them in their duties, at the Company's expense.

Board Composition and Guidance

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

The Board comprises five (5) Directors: Two (2) Independent Non-Executive Directors, two (2) Executive Directors and one (1) Non-Independent Non-Executive Director. Their collective experience and contributions are valuable to the Group. The Directors as at the date of this report are listed as follows:

| | |
|---------------------|--|
| Mr. Wu Xuedan | Executive Director and Chief Executive Officer |
| Mr. Qi Jie | Executive Director and Chief Operating Officer |
| Mr. Chew Heng Ching | Independent Non-Executive Chairman |
| Mr. Chay Kwok Kee | Independent Non-Executive Director |
| Ms. Chung Chia-Jung | Non-Independent Non-Executive Director |

The Chairman of the Board is independent. Provision 2.2 of the Code requiring Independent Directors to make up a majority of the Board is not applicable. The Company complies with Provision 2.3 of the Code which provides that non-executive directors make up a majority of the Board.

The Board constantly examines its size with a view to determining the number of directors for effective decision-making. The Board is of the view that its current size is appropriate, which facilitates effective decision-making. No individual or group of individuals dominates the Board's decision-making process.

CORPORATE GOVERNANCE STATEMENT

Directors' Independence Review

Rule 210(5)(d) of Listing Manual provides circumstances for which a director will not be independent, including if he is employed by the issuer or any of its related corporations for the current or any of the past three (3) financial years; if he has an immediate family member who is, or has been in any of the past three (3) financial years, employed by the Company or any of its related corporations and whose remuneration is determined by the Remuneration Committee; and if he has been a director for an aggregate period of more than 9 years (whether before or after listing). Under the Code, a director who is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company, is considered to be independent.

The NC will review the independence of each director annually, bearing in mind the circumstances set forth in the Code and the Listing Manual as well as other relevant circumstances and facts. Each of the Independent Directors has provided a confirmation of his independence to the NC. The NC has reviewed, determined and confirmed the independence of the Independent Directors in respect of FY2022.

Each member of the NC and of the Board recused themselves from deliberations in respect of the assessment of his independence.

Independence of Director who have served on the Board beyond Nine (9) Years

Mr. Chew Heng Ching was appointed as an Independent Director on 9 November 2005 and has served the Board for more than nine (9) years. His continued appointment as Independent Director had been sought and approved by two-tier voting at the annual general meeting ("**AGM**") held on 28 April 2021.

Rule 210(5)(d)(iii) of the Listing Manual was deleted on 11 January 2023 which removed the two-tier vote mechanism for companies to retain long-serving independent directors who have served for more than nine (9) years. Under the new Listing Rule 210(5)(d)(iv), a director will not be independent if he has been a director of the Company for an aggregate period of more than nine (9) years. Such director may continue to be considered independent until the conclusion of the next AGM. This new Rule takes effect at an issuer's AGM for the financial year ending on or after 31 December 2023. Mr. Chew Heng Ching is considered independent until the conclusion of the next AGM pursuant to the Transitional Practice Note 4 Transitional Arrangements regarding the Tenure Limit for Independent Directors.

The NC and the Board have determined that Mr. Chew continues to remain objective and independent-minded in Board deliberations. He is independent in character and judgement and has no relationships or circumstances which are likely, or could appear to affect his objectivity and independent judgement. As Chairman of the Board, he continues to provide stability to the Board and the Group has benefited from his counsel and he has, over time, not only gained valuable insight into the Group, its business, markets, and industry but has brought the breadth and depth of his business experience to the Company. His length of service has not in any way interfered with his exercise of independent judgement nor hindered his ability to act in the best interests of the Company. After due consideration and careful assessment, the NC and the Board are of the view that Mr. Chew is able to continue to discharge his duties independently.

CORPORATE GOVERNANCE STATEMENT

Board Diversity

The Company has adopted a Board diversity policy which sets out its approach to achieving diversity on the Board. The Company recognises that increasing the diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on the merit and contribution that the selected candidates will bring to the Board while also considering diversity.

Among the core diversity characteristics are gender and that the Board comprises directors with range of skills and knowledge with experiences in different industry. In recognition of the importance and value of gender diversity in the composition of the Board, the Board has one female director currently, Ms. Chung Chia-Jung, who has been a member of the Board since 15 December 2017. The NC will intentionally include female candidates in the search for board candidates and is committed to advancing female candidates, who meet the required skills and experiences, for appointment as a Director.

The next diversity characteristic is diversity in terms of skills and knowledge with experience in different industries. The Board conducts an annual review to assess if the existing attributes and core competencies of the Board are complementary and contributes to the efficacy of the Board. This enables the Board to maintain or enhance balance and diversity within the Board. The directors bring with them a wealth of expertise and experience in areas such as accounting, finance, business or management experience and industry knowledge. The current Board composition enables the management to benefit from a diverse and objective perspective on any issues raised before the Board. Key information of directors is set out on pages 12 to 14 of this Annual Report.

Diversity in the average tenure of services for Independent Directors is the focus recently following changes in the Listing Manual effective 11 January 2023 while the Board had sought to strike an appropriate balance between tenure of service, continuity of experience and refreshment of the Board. Such refreshment process of the Board with the appointment of independent directors would take time until 30 April 2024.

The NC reviews its targets for diversity from time to time and may recommend changes or additional targets to achieve greater diversity.

Non-Executive Directors

The Independent and Non-Executive Directors constructively challenge and help to develop the proposals on strategy of the Company. They also review and monitor the performance of the Management. During FY2022, the Independent and Non-Executive Directors met informally without the presence of Management to discuss the affairs of the Company, as and when required and the Independent and Non-Executive Directors would provide feedback to the Board and/or Chairman as appropriate after such meetings

CORPORATE GOVERNANCE STATEMENT

Chairman and Chief Executive Officer

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

The Board subscribes to the principle set out in the Code on the separation of the roles of the Chairman and the Chief Executive Officer (“**CEO**”). The roles and responsibilities of the Chairman and CEO in the Company are distinct and separate. This is to ensure appropriate balance of power and authority, increased accountability and greater capacity of the Board for independent decision making.

Mr. Chew Heng Ching is the Non-Executive Independent Director, Chairman of the Board of Directors. Mr. Wu Xuedan is acting as the CEO of the Company. The Chairman and the CEO are not related to each other.

There is a clear division of responsibilities between the leadership of the Board and management, and no one individual has unfettered powers of decision-making.

The Chairman’s responsibilities include:

- (i) scheduling meetings and leading the Board to ensure its effectiveness and approves the agenda of Board meetings in consultation with the CEO;
- (ii) reviewing key proposals and Board papers before they are presented to the Board and ensures that Board members are provided with accurate and timely information;
- (iii) ensuring that Board members engage Management in constructive debate on various matters including strategic issues and business planning processes; and
- (iv) promoting high standards of corporate governance.

The CEO is responsible for the day-to-day management of the affairs of the Group. He takes a leading role in developing and expanding the businesses of the Group and ensures that the Board is kept updated and informed of the Group’s business.

Given that the roles of the Chairman and CEO are separate and the Chairman is independent, no Lead Independent Director is required to be appointed.

CORPORATE GOVERNANCE STATEMENT

Board Membership

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

The NC comprises the following directors, the majority of whom including the Chairman is independent. The Chairman is not associated with the substantial shareholders of the Company:

| | |
|---------------------|----------|
| Mr. Chew Heng Ching | Chairman |
| Mr. Chay Kwok Kee | Member |
| Mr. Wu Xuedan | Member |

The Board has approved the written terms of reference of the NC, whose principal functions include the following:

- (i) make recommendations to the Board on all Board appointments taking into account the director's contribution and performance;
- (ii) review the Board's structure, size and composition, having regard to the principles of the Code and make recommendations to the Board with regards to any adjustments that are deemed necessary;
- (iii) procure at least one-third (1/3) of the Board shall comprise independent directors (or such other minimum proportion and criteria as may be specified in the Code from time to time);
- (iv) identify and nominate candidates for the approval of the Board to fill vacancies in the Board as and when they arise;
- (v) formulate succession plan;
- (vi) determine, on an annual basis, whether a director is independent based on the circumstances set forth in the Code;
- (vii) recommend directors who are retiring by rotation to be put up for re-election;
- (viii) decide whether or not a director is able to carry out and has been adequately carrying out his duties as a director of the Company, particularly when he has multiple board representations and other principal commitments;
- (ix) assess the effectiveness of the Board as a whole and assess the contribution of each individual director to the effectiveness of the Board on an annual basis;
- (x) recommend to the Board on the review of training and professional development programmes for the Board, and;
- (xi) conduct rigorous review on the independence of the director who had served on the Board beyond nine (9) years from the date of his appointment.

CORPORATE GOVERNANCE STATEMENT

The NC has carried out its responsibilities as set out above during FY2022, including but not limited to, carrying out the following activities summarised below:

- (i) reviewed the structure, size and composition of the Board and Board Committees.
- (ii) facilitated the annual evaluation of the performance of the Board, Board Committees and individual Director and reviewed with the Board the results of such evaluation.
- (iii) reviewed the training and professional development programs for the Board.
- (iv) reviewed and determined the independence of each Director and recommended to the Board their independence.
- (v) nominated retiring Directors for re-elections at the forthcoming AGM and recommended to the Board their re-elections.

Process for Selection and Appointment of New Directors

The Board has put in place procedures on selection, appointment and re-appointment of Directors, taking into account the need for progressive renewal of the Board.

In identifying suitable candidates, the NC may:

- 1. advertise or seek services of external consultants to facilitate a search,
- 2. approach alternative sources such as the Singapore Institute of Directors, or
- 3. consider candidates from a wide range of backgrounds from internal or external sources, i.e. personal contacts and recommendation of the Director.

After short listing the candidates, the NC shall:

- (a) consider and interview the candidates to assess their suitability taking into account the existing Board composition and strives to ensure that the Board has an appropriate balance of Independent Directors as well as qualification and experience of each candidate, his/her ability to increase the effectiveness of the Board and to add value to the Group's business in line with its strategic objectives and to ensure that the candidates are aware of the expectations and level of commitment required of them; and
- (b) evaluate and agree to a preferred candidate for recommendation to and appointment by the Board.

CORPORATE GOVERNANCE STATEMENT

Process for Re-appointment of Directors

Pursuant to the Company's Constitution, each year, not less than one-third of the Directors are required to retire from office and are individually subject to re-election by shareholders at the AGM of the Company. In addition, every Director is required to retire from office and be subject to re-election at least once every three years. All newly appointed directors during the year shall retire at the next AGM. Retiring Directors are eligible for re-election.

The NC has recommended to the Board that Mr. Wu Xuedan and Mr. Qi Jie are due for retirement by rotation under Article 91 and be nominated for re-election at the forthcoming AGM. In making its recommendation, the NC evaluates such directors' contribution and performance, such as their attendance at meetings of the Board and Board Committees, where applicable, candour and any special contributions. As part of the appointment and re-appointment process, the NC will also consider whether a director with multiple board representations is able to carry out, and has been devoting sufficient time to adequately carry out his duties as a Director of the Company, with regard to the director's number of listed company board representations and other principal commitments.

Both retiring Directors have given their consent to stand for re-election and abstained from participating in discussion, voting, or making any recommendation in respect of their own re-election as a Director of the Company.

Mr. Wu Xuedan will, upon re-election as a Director, remain as the Executive Director and CEO. There are no relationships including family relationships between Mr. Wu Xuedan and the other Directors, the Company and its related corporations, its substantial shareholders and its officers. Further information on Mr. Wu Xuedan can be found in this Annual Report.

Mr. Qi Jie will, upon re-election as a Director, remain as Executive Director and Chief Operating Officer. There are no relationships including family relationships between Mr. Qi Jie and the other Directors, the Company and its related corporations, its substantial shareholders and its officers. Further information on Mr. Qi Jie can be found in this Annual Report.

Independence of Directors

The NC is also responsible for determining annually, the independence of directors. In its annual review, the NC, having considered the provisions set out in the Code and the Listing Manual, has confirmed the Non-Executive Directors namely, Mr. Chew Heng Ching and Mr. Chay Kwok Kee are independent. The NC have reviewed and is satisfied that sufficient time and attention are being given by the Directors to the affairs of the Company, notwithstanding that some of the Directors have multiple board representations.

CORPORATE GOVERNANCE STATEMENT

Directors' Time Commitments and Multiple Directorships

Board members' others directorships and principal commitment are disclosed as follows:

| Name of Director | Nature of Appointment | Date of Initial Appointment | Date of Last Re-election | Membership of Board Committee | Directorship in other Listed Companies and other Principal Commitment |
|---------------------|--|-----------------------------|--------------------------|-------------------------------|---|
| Mr. Chew Heng Ching | Independent Non-Executive Director | 9 November 2005 | 28 April 2021 | Chairman of NC, RC and AC | Present:– i) Bonvests Holdings Limited ii) Ausgroup Limited iii) RHT Worldbridge Holdings Pte Ltd iv) Crocodile Holdings Pte Ltd v) Hong Leong Global Enterprise Ltd Preceding three years:– i) Huan Hsin Holdings Ltd |
| Mr. Wu Xuedan | Executive Director | 16 April 2004 | 28 April 2021 | Member of NC | Present:– i) Chengdu Kinna Pharmaceutical Co. Ltd ii) Sichuan Longlife Pharmaceutical Co. Ltd iii) Chengdu Pharmesis Pharmaceutical Co. Ltd iv) Jiangyou Lijia Pharmaceutical Co., Ltd |
| Mr. Qi Jie | Executive Director | 31 December 2017 | 26 June 2020 | None | Present:– i) Chengdu Kinna Pharmaceutical Co. Ltd ii) Sichuan Longlife Pharmaceutical Co. Ltd iii) Jiangyou Lijia Pharmaceutical Co., Ltd |
| Ms. Chung Chia-Jung | Non-Independent Non-Executive Director | 15 December 2017 | 29 April 2022 | Member of AC | – |
| Mr. Chay Kwok Kee | Independent Non-Executive Director | 27 April 2018 | 29 April 2022 | Member of NC, RC and AC | – |

CORPORATE GOVERNANCE STATEMENT

Information in respect of the academic and professional qualifications, and other appointments for each Director is disclosed in the “Board of Directors” section of the Annual Report. In addition, information on shareholdings in the Company and its related companies held by each Director is set out in the “Directors’ Statement” section of the Annual Report.

The Board does not prescribe a maximum limit on the number of listed company board representations a director may hold, as the Board believes that a director can only determine by himself the number of board representations he can manage and the more appropriate measure is the ability of such Director to contribute effectively and demonstrate commitment to his role, including commitment of sufficient time and attention to the Group’s business and affairs.

Succession Planning

Succession planning is an important part of the corporate governance process. The NC seeks to refresh the Board membership progressively and in an orderly manner, to avoid losing institutional memory.

The NC members abstain from voting on any resolutions and making any recommendation and/or participating in any deliberations in respect of matters in which he has an interest in.

Board Performance

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

The NC has an annual Board performance evaluation to assess the effectiveness of the Board as a whole and the Board Committees and the contribution of each director to the effectiveness of the Board by having the directors complete a Performance Evaluation Questionnaire. The findings were analysed and discussed with a view to implementing certain recommendations to further enhance the effectiveness of the Board.

The NC, in assessing the contribution of each director, had considered his attendance and participation at Board and Board Committee meetings, his qualification, experience and expertise and the time and effort dedicated to the Group’s business and affairs including management’s access to the directors for guidance or exchange of views as and when necessary. In assessing the effectiveness of the Board as a whole, both quantitative and qualitative criteria are considered. Such criteria include return on equity and the achievement of strategic objectives.

The completed Performance Evaluation Questionnaire are submitted to the Company Secretary for collation. The consolidated responses are presented to the NC for review before submitting to the Board for discussion. The Board then decides the relevant areas for improving and enhancing the effectiveness of the Board. For FY2022, the Board has performed the evaluation and is of the view that the Board as a whole operates effectively and the contribution by each individual Director is satisfactory.

The Company does not engage an external facilitator in respect of the board performance evaluation. Where relevant, the NC will consider such an engagement.

CORPORATE GOVERNANCE STATEMENT

REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES, LEVEL AND MIX OF REMUNERATION AND DISCLOSURE OF REMUNERATION

Principle 6: The Board has a formal and transparent procedure for developing policies on Director and executive remuneration, and for fixing the remuneration packages of individual Directors and key management personnel. No Director is involved in deciding his or her own remuneration.

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

The RC comprises solely Independent Directors. The members of the RC are:

| | |
|---------------------|----------|
| Mr. Chew Heng Ching | Chairman |
| Mr. Chay Kwok Kee | Member |

The RC comprises two (2) members, who are the only Independent Directors of the Board. The Board believes that the current structure and membership of the RC is beneficial to the Company and minimise the risk of any potential conflict of interest.

The Board has approved the written terms of reference of the RC, whose principal functions include the following:

- (i) review and recommend to the Board a general framework of remuneration for the Board and key management personnel of the Group, including but not limited to directors' fees, salaries, allowances, bonuses, options, share-based incentives and rewards, and benefit in kind.
- (ii) determine performance-related elements of remuneration to align interests of Executive Directors with those shareholders and link rewards to corporate and individual performance.
- (iii) review the Company's obligations arising in the event of termination of the Executive Directors and key management personnel's contract of services and to ensure the contract of service contain fair and reasonable termination clauses which are not overly generous.
- (iv) review the remuneration package and terms of employment for Executive Directors, key management personnel and employees who are related to any Director, CEO or substantial shareholder of the Company.

CORPORATE GOVERNANCE STATEMENT

The RC met once during the financial year. The RC has carried out its responsibilities as set out above during FY2022, including but not limited to, carrying out the following activities summarised below:

- (i) reviewed and recommended the remuneration of the Executive Directors and key management personnel.
- (ii) reviewed and recommended to the Board the directors' fees for FY2022.

The RC may from time to time, and where necessary or required, engage external consultants in framing the remuneration policy and determining the level and mix of remuneration for Directors and Management. Among other things, this helps the Company to stay competitive in its remuneration packages. During FY2022, there is no remuneration consultant being appointed.

None of the members of the RC or any Director is involved in deliberations in respect of any remuneration.

The RC, in establishing the framework of remuneration policies for its directors and key management personnel, is largely guided by the financial performance of the Company. The primary objective of the RC is to align the interests of management with that of the shareholders. In this regard, the RC believes that remuneration should be competitive and sufficient to attract, retain and motivate the Executive Directors and key management personnel to better manage the Company. The RC considers all aspects of remuneration (including Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits in kind and termination payments) and aims to ensure they are fair and avoid rewarding poor performance. The performance of Executive Directors (include other key management personnel) is reviewed periodically by the RC and the Board for the entitlement on the long-term incentive scheme which is put in place to motivate and reward employees and align their interest to maximise long-term shareholder value.

The Executive Directors do not receive directors' fees. The remuneration package adopted for the Executive Directors are as per service contract entered into between the Executive Directors and the Company. The remuneration policy for Executive Directors and the key management personnel consists of basic salary component and a variable component which is the annual bonus, based on the performance of the Group as a whole and their individual performance.

The Board recommends a fixed fee for the effort, time spent and responsibilities for each of the Independent and Non-Executive Directors. The Chairman of the Board and the various committees are remunerated with higher directors' fees, which corresponds with the higher level of responsibility. Directors' fees are recommended by the Board for approval by the shareholders at the AGM of the Company.

The Company does not use contractual provisions to allow the Company to reclaim incentive component of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

All members of the RC are abstained from voting on any resolutions and making any recommendations and/or participating in any deliberations on his/her own remuneration.

CORPORATE GOVERNANCE STATEMENT

In preparation for the extent of termination of Executive Directors' and key management personnel's contract of service, the RC reviews such contracts of service and institutes safeguards for fair and reasonable termination clauses which are not overly generous.

A list of each Non-Executive and the Executive Director's remuneration paid during the FY2022 is shown below:

| Remuneration Band and Name of Director | Base Salary ^(a) | Variable Payment ^(b) | Other Benefits ^(c) | Directors' Fees ^(d) | Total |
|--|----------------------------|---------------------------------|-------------------------------|--------------------------------|-------|
| | % | % | % | % | % |
| Below S\$250,000 | | | | | |
| Mr. Wu Xuedan | 100 | – | – | – | 100 |
| Mr. Chew Heng Ching | – | – | – | 100 | 100 |
| Mr. Qi Jie | 100 | – | – | – | 100 |
| Ms. Chung Chia-Jung | – | – | – | 100 | 100 |
| Mr. Chay Kwok Kee | – | – | – | 100 | 100 |

(a) Base Salary includes fixed allowance, contractual bonus and employer's CPF contribution.

(b) Variable Payment includes performance bonus and non-contractual bonus.

(c) Other Benefits refer to benefit-in-kind such as club and car benefits.

(d) The Directors' Fees for FY2022 had been approved by the shareholders at the AGM held on 29 April 2022.

Remuneration of Key Management Personnel

The Company has only one key management personnel (who is not a Director or CEO of the Company), namely Mr. Liang Chan Hoe, the Financial Controller. As the Company only has one (1) key management personnel who is not a Director or the CEO, it is not in the best interests of the Company to disclose the aggregate remuneration paid to the key management personnel due to highly competitive human resources environment. His annual remuneration for FY2022 comprise 100% in salary and is less than S\$250,000.

For competitive reason, the Company is not disclosing each individual Director's remuneration. Instead, the Company is disclosing the remuneration of each Director in bands of S\$250,000.

There is no employee of the Group who is a substantial shareholder of the Company, or an immediate family member of the director, the CEO or a substantial shareholder of the Company and whose remuneration exceeds S\$100,000 during FY2022.

The Company does not adopt any Employee Share Scheme.

CORPORATE GOVERNANCE STATEMENT

ACCOUNTABILITY & AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS

Principle 9: The Board is responsible for governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Board is responsible for the overall internal control framework and is fully aware of the need to put in place a system of internal controls within the Group to safeguard shareholders' interests and the Group's assets, and to manage risks.

The Board recognises that no cost-effective internal control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Board determines the nature and extent of the significant risk that the Company is willing to take in achieving its strategic objectives and value creation. The Board also regularly reviews the effectiveness of all internal controls including operational controls.

The Board has not established a separate board risk committee since it believes that the size and complexity of the Company's operations does not yet merit this. The role of risk management has been delegated to the AC. AC monitors the Company's risks through an integrated approach of enterprise risk management, internal controls, and assurance systems.

The Board has received assurance from the CEO and the Financial Controller that the financial records as at 31 December 2022 have been properly maintained and the financial statements for FY2022 give a true and fair view of the Group's operations and finances. The Board has also received assurance from the CEO and Financial Controller that the Group's risk management and internal control systems are adequate and effective as at 31 December 2022.

Based on the internal control system established and maintained by the Group, work performed by the internal and external auditors, reviews performed by management and the assurance from management, the Board with the concurrence of the AC is of the opinion that the internal control systems in the Company in addressing financial, operational, compliance and information technology controls and risk management systems are adequate and effective as at 31 December 2022. Pursuant to Rule 1207(10) of the Listing Manual, the Board is of the opinion that there were no material weaknesses identified by the Board or AC in the Group's internal controls or risk management systems.

CORPORATE GOVERNANCE STATEMENT

AUDIT COMMITTEE

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

The AC comprises three (3) members, all of whom are non-executive and the majority of whom, including the AC Chairman, are independent. The members of the AC are:

| | |
|---------------------|----------|
| Mr. Chew Heng Ching | Chairman |
| Mr. Chay Kwok Kee | Member |
| Ms. Chung Chia-Jung | Member |

The Chairman and members of the AC have many years of experience in business management and finance. The Board is of the view that the members of the AC have sufficient financial management expertise and experience to discharge the AC's functions.

The Board has approved the written terms of reference of the AC, whose principal functions include the following:

- (i) review the scope and results of the audit and its cost effectiveness, the independence and objectivity of the external auditors.
- (ii) review the significant financial reporting issues and judgements to ensure the integrity of the financial statements and any announcement relating to the Company's financial performance.
- (iii) review at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls and risk management systems.
- (iv) review the assurance from the CEO and the Financial Controller on the financial records and financial statements.
- (v) review the scope and results of the internal audit procedures including the effectiveness of the Group's internal audit function.
- (vi) recommend to the Board on the appointment, re-appointment and removal of the external auditors, and approve the remuneration and terms of engagement of the external auditors.
- (vii) review the interested person transactions.
- (viii) review arrangement by which staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters.

CORPORATE GOVERNANCE STATEMENT

The principal activities of the AC during FY2022 are summarised below:

- (i) reviewed the semi-annual financial results of the Group and with the assistance of the external auditors, reviewed the annual financial results of the Group.
- (ii) reviewed and considered the audit reports of the internal and external auditors.
- (iii) reviewed and recommended the appointment of the external auditors, including their fees, performance, independence and objectivity.

Whistle Blowing

Management has arranged in place a Whistle Blowing Policy, by which staff of the Group may, in confidence, raise concerns about the possible improprieties in matters of financial reporting or other matters with the AC and investigate whistleblowing reports made in good faith. The objective for such arrangement is to ensure independent investigation of such matters and for appropriate follow-up action. The identity of the whistleblower is kept confidential and the whistleblower is protected against any detrimental or unfair treatment. The AC is responsible for the oversight and monitoring of whistleblowing and ensure that all concerns or complaints raised are independently investigated and appropriate follow-up actions are carried out. There was no whistle blowing report received during FY2022.

The AC also has explicit authority to investigate any matters within its terms of reference, full access to and cooperation by management and full discretion to invite any director or executive officer to attend its meetings and reasonable resources to enable it to discharge its functions properly.

During FY2022, the AC held four (4) meetings and met with internal and external auditors, without the presence of the Company's management, at least once a year to review the overall scope of both internal and external audits, and the assistance given by the management to the auditors. During its meetings, no matters of concern over Management's interaction or responsiveness were reported. The AC received updates on changes in accounting standards and corporate governance from the external auditors periodically.

External Auditor

During the financial year, the AC has reviewed the scope and quality of audit by the external auditors and the independence and objectivity of the external auditors as well as the cost effectiveness. The AC also reviewed the audit and non-audit fees paid to the external auditors. The total amount paid to the external auditors during FY2022 is S\$188,000, comprising of S\$185,000 of audit fee and S\$3,000 of non-audit fee. The non-audit fee is 2% of the total audit fee paid to the external auditors. The AC, having reviewed all non-audit services provided by the external auditors of the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditors.

The Group does not appoint different auditors for its significant subsidiaries or associated companies.

CORPORATE GOVERNANCE STATEMENT

The external auditors confirmed their independence and the Company confirms that:

- (a) The Company is in compliance with Rule 712 of the Listing Rules in relation to the appointment of a suitable auditing firm to meet its audit obligations. Ernst & Young LLP, the appointed auditors of the Company, is registered with the Accounting and Corporate Regulatory Authority in Singapore; and
- (b) The Company has complied with Rule 715 of the Listing Rules in relation to appointment of the same auditing firm based in Singapore to audit its accounts, and a suitable auditing firm for its significant foreign-incorporated subsidiaries. The auditors of the Company's subsidiaries are disclosed in the Notes to the Financial Statements.

The AC is satisfied with the resources and experience of Ernst & Young LLP. The audit engagement partner and her team assigned to the audit were adequate to meet their audit obligations. The AC is satisfied that the objectivity and independence of the external auditors are not in any way impaired. Therefore the AC, with the concurrence of the Board, has approved the nomination of Ernst & Young LLP for re-appointment as the external auditors of the Company for FY2023 at the forthcoming AGM. Pursuant to the requirement in the Listing Manual, an audit partner must only be in charge of a maximum of five consecutive annual audits and may then return after two years. The current Ernst & Young LLP's audit engagement partner for the Company was appointed on 29 April 2022.

No former partner or director of the Company's existing auditing firm or auditing corporation has acted as a member of the Company's AC: (a) within a period of two years commencing on the date of his/her ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case (b) for as long as he/she has any financial interest in the auditing firm or auditing corporation.

AC's commentary on Key Audit Matters

In the review of the financial statements for FY2022, the AC has discussed with the management and the external auditors on significant issues as well as the reasonableness of the key assumptions including significant judgements and key estimates used that impact the financial statements. The most significant matters have also been included in the Independent Auditor's Report under "Key Audit Matters" ("**KAMs**"). The AC agreed that the KAMs highlighted by the external auditors were appropriate areas to focus on. Taking into account the views of the external auditors, the AC is assured and concurred with the management's conclusion and satisfied that this matter have been properly dealt with. In each of the KAMs, the AC reviewed and accepted the judgemental assumptions made and accounting treatments adopted by the management. The AC concurred with the external auditors regarding the KAMs.

Internal Auditor

During the financial year, the AC has reviewed and assessed the adequacy of the Group's system of internal controls and regulatory compliance through discussion with management, internal auditors and external auditors.

To ensure the adequacy, effectiveness and independence of the internal audit function, the AC reviews and approves, on an annual basis, the internal audit plans and the resources required to adequately perform this function. The AC also reviewed the significant internal audit observations and management's response thereto. The AC approves the appointment, removal, evaluation and compensation of the internal auditors.

CORPORATE GOVERNANCE STATEMENT

The Company has outsourced the internal audit function to a professional firm, Sichuan WeiCheng Certified Public Accountants Co., Ltd (四川维诚会计师事务所有限公司) (“**WeiCheng CPA**”). WeiCheng CPA was established in 2008 with more than 14 years of auditing experience. WeiCheng CPA is also part of the Sichuan WeiCheng Group, which is a comprehensive enterprise mainly engaged in audit, evaluation and consulting services. WeiCheng CPA was rated as Sichuan Province AAA-level accounting firm for six consecutive years. WeiCheng CPA is adequately resourced, with staff strength of over 60 certified public accountants and the engagement team is led by a certified public accountant team leader with more than 13 years of experience. The Internal Auditor reports directly to the Chairman of the AC on internal audit matters and to the management on administrative matters.

The AC has reviewed the adequacy, independence and effectiveness of the internal audit function and satisfied that the Company’s internal audit function is adequately resourced and has appropriate standing within the Company. The AC is also satisfied that the internal audit function is staffed by suitably qualified and experienced professionals with the relevant experience. The internal auditor is guided by the “No. 3101 of Chinese Certified Public Accountants Auditing Standards – Assurance Service other than Historical Financial Information Audit or Review”, “Enterprise Internal Control Regulations” and related regulations.

The Company cooperates fully with the Internal Auditor in terms of allowing unfettered access to all the Company’s documents, records, properties and personnel, including access to the AC.

SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDER RIGHTS, CONDUCT OF GENERAL MEETINGS AND ENGAGEMENT WITH SHAREHOLDER

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders’ rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Board is mindful of the obligation to provide regular, effective and fair communication with shareholders. Information is communicated to the shareholders on a timely basis. The Board provides shareholders with an assessment of the Company’s performance, position and prospects on a half-yearly basis and other ad-hoc announcements as required by the SGX-ST. The Company’s Annual Report is sent to all shareholders and is available to other investors on request and accessible at the Company’s website.

Due to the COVID-19 restriction orders in Singapore, the Company held the AGM for FY2021 (“**2022 AGM**”) on 29 April 2022 pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”). Alternative arrangements were arranged such as attendance at the 2022 AGM by way of electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the 2022 AGM, addressing of substantial and relevant questions at the 2022 AGM and voting by appointing the Chairman of the Meeting as proxy at the 2022 AGM.

CORPORATE GOVERNANCE STATEMENT

With the improving COVID-19 situation in Singapore, the Company will be holding a wholly physical AGM in 2023 pursuant to the Order. Please refer to the Notice of AGM in the Annual Report.

The Board welcomes the views of shareholders on matters affecting the Company, whether at general meetings or on an ad-hoc basis. Shareholders are encouraged to participate effectively and to vote at the general meetings. They are also given the opportunity to share and communicate their views and seek clarification with the Board on issues relating to the Company's performance either formally at, or informally after, the meeting.

Shareholders are informed of general meetings through notices published in the newspapers and reports or circulars sent to all shareholders. Each item of special business included in the notice of the meeting is accompanied by an explanation for the proposed resolution. Separate resolutions are proposed for substantially separate issues at the meeting. The Chairmen of the AC, RC and NC are normally available at the meeting to answer those questions relating to the work of these committees. The external auditors are also present to assist the directors in addressing any relevant queries by shareholders. The Company communicates with the shareholders and attends to their questions raised during the AGM. For FY2022, although the 2022 AGM was convened by electronic means, shareholders could submit questions in advance of the 2022 AGM and the Company would endeavour to reply prior to the AGM or during the 2022 AGM.

The Company's Constitution allows a member of the Company to appoint one (1) or two (2) proxies to attend and vote at general meetings. A relevant intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified). The Company will review its Constitution from time to time and make such amendments to the Constitution to be in line with the applicable requirements or rules and regulations governing the continuing listing obligations of the Listing Manual.

To promote greater transparency and effective participation, the Company has conducted the voting of all its resolutions by poll since its 2015 AGM. The detailed voting results, including the total number of votes cast for or against each resolution tabled, were announced immediately at the AGMs and via SGXNet.

The Company will prepare the detailed shareholders' meeting minutes, which include comments and questions received from the shareholders and responses from the Board and the Management. These minutes are made available to shareholders on SGXNet as soon as practicable. Minutes of the 2022 AGM was released on 29 April 2022 via SGXNet.

The Constitution of the Company allows Directors, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to vote by mail, electronic mail or facsimile.

The Board does not implement absentia-voting methods by mail, electronic mail or facsimile, until issues on security and integrity are satisfactorily resolved.

CORPORATE GOVERNANCE STATEMENT

Disclosure of Information on a Timely Basis

The Company communicates with shareholders and the investment community through timely release of announcements to the SGX-ST via SGXNet, including the Company's financial results announcements which are published through the SGXNet on a half-yearly basis. Financial results announcements and annual reports are announced or issued within the mandatory period prescribed. The Directors are normally available to solicit and try to understand the views of the shareholders before and/or after general meetings of the Company.

Material information is disclosed in a comprehensive, accurate and timely manner via SGXNet, press release and corporate website. The Company publicly releases all price-sensitive information and keeps disclosure of price-sensitive information out of discussions in any meetings with individual analysts or investors.

Interaction with Shareholders

The Company does not have an investor policy but consider advice from its corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to shareholders.

Shareholders may also provide any feedback they may have about the Company to the Company's email at enquiry@pharmesis.com.

Dividend Policy

The Company does not have a specific dividend policy. Nonetheless, the management after reviewing the performance of the Company in the relevant financial year will make appropriate recommendation to the Board. Any dividend declaration will be communicated to shareholders via announcement through SGXNet.

No dividend was declared for FY2022 in view of the accumulated losses.

MANAGING STAKEHOLDERS RELATIONSHIPS ENGAGEMENT WITH STAKEHOLDERS

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to secure the long-term future of the Company. The Company's efforts on sustainability are focused on creating sustainable value for our key stakeholders, which include communities, customers, staff, regulators, shareholders and vendors. The details of the Company's engagement with stakeholders are set out in the Company's Sustainability Report.

The Company maintains a corporate website at www.pharmesis.com to communicate and engage stakeholders.

CORPORATE GOVERNANCE STATEMENT

Dealings In Securities

The Company has adopted as its own internal compliance code, the best practices guide in Rule 1207(19) of the Listing Manual with regards to dealing in the Company's securities by the directors and its officers. The Company, Directors, management and officers of the Group are prohibited from dealing in the Company's shares on short-term considerations and while they are in possession of unpublished price-sensitive, financial or confidential information. They are also prohibited from dealing in the Company's securities during the periods commencing one month before the half-year and full-year results and ending on the day of the announcement, or when they are in possession of unpublished price-sensitive information on the Group.

Interested Person Transactions ("IPTs")

The Group has established procedures to ensure that all transactions with interested persons are reported on a timely manner to the AC and that the transactions are carried out on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders.

The Board and AC will review all IPTs to be entered into to ensure that the relevant rules under Chapter 9 of the Listing Manual are complied with.

There was no IPT for disclosure according to Rule 907 of the Listing Manual in respect of IPTs for FY2022.

MATERIAL CONTRACTS

Save for the service agreements entered with the CEO and the Executive Director, there were no material contracts entered into by the Company or any of its subsidiaries involving the interest of the CEO, any Director or controlling shareholder at the end of the FY2022.

SUSTAINABILITY REPORTING

The Sustainability Report will outline the Company's efforts, pursuits and initiatives towards achieving the Group's sustainability goals through operational and business practices. It covers the material Environment, Social and Governance ("ESG") factors relevant to the Group. Our framework of sustainability reporting is in line with the Listing Manual and is guided by the Global Reporting Initiative (GRI) Standards – Core option, the international standard for sustainability reporting ("GRI Standards").

By applying the relevant GRI Standards, we identify and prioritise sustainability topics for reporting. The materiality assessment is conducted through a series of engagement sessions with internal stakeholders and studying existing feedback of external stakeholders. The material topics determined last year were deemed to be relevant and current by the Board and our corporate sustainability committee.

More information on how the Company engages with its stakeholders, as well as its approach to material topics and its overall sustainability performance, can be found in the Company's Sustainability Report 2022, which will be made available to the shareholders on the SGXNet and the Company's website by 30 April 2023.

DIRECTORS' STATEMENT

The directors hereby present their statement to the members together with the audited consolidated financial statements of Pharmesis International Ltd. ("PRC" or the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 December 2022.

1. Opinion of the directors

In the opinion of the directors,

- (a) the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2022 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date, and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

The directors of the Company in office at the date of this statement are:

Wu Xuedan
Qi Jie
Chew Heng Ching
Chung Chia-Jung
Chay Kwok Kee

In accordance with Articles 91 of the Company's Articles of Association, Wu Xuedan and Qi Jie are retiring by rotation and are being eligible, offer themselves for re-election.

3. Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor or at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

DIRECTORS' STATEMENT

4. Directors' interests in shares and debentures

The following director, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Companies Act 1967, an interest in shares of the Company as stated below:

| Name of director | Direct interest | | Deemed interest | |
|------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------|
| | At beginning of financial year | At end of the financial year | At beginning of financial year | At end of the financial year |
| Ordinary shares | | | | |
| <i>The Company</i> | | | | |
| Chung Chia-Jung | 5,233,800 | 5,233,800 | – | – |

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2023.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, shares options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year or at the end of the financial year.

5. Options

There were no share options granted during the financial year to subscribe for unissued shares of the Company.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

DIRECTORS' STATEMENT

6. Audit Committee

The members of the audit committee ("AC") at the date of this statement are as follows:

| | |
|-----------------|---|
| Chew Heng Ching | Chairman and Independent Non-Executive Director |
| Chay Kwok Kee | Independent Non-Executive Director |
| Chung Chia-Jung | Non-Independent Non-Executive Director |

The AC carried out its functions in accordance with section 201B (5) of the Companies Act 1967, including the following:

- Reviewed the audit plans of the internal and external auditors of the Group and the Company, and reviewed the internal auditor's evaluation of the adequacy of the Company's system of internal accounting controls and the assistance given by the Group and the Company's management to the external and internal auditors
- Reviewed the quarterly and annual financial statements and the auditor's report on the annual financial statements of the Group and the Company before their submission to the board of directors
- Reviewed the effectiveness of the Group and Company's material internal controls, including financial, operational and compliance controls and risk management via reviews carried out by the internal auditor
- Met with the external auditor, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC
- Reviewed legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programmes and any reports received from regulators
- Reviewed the quality, cost effectiveness and the independence and objectivity of the external auditor
- Reviewed the nature and extent of non-audit services provided by the external auditor
- Recommended to the board of directors the external auditor to be nominated, approved the compensation of the external auditor, and reviewed the scope and results of the audit
- Reported actions and minutes of the AC to the board of directors with such recommendations as the AC considered appropriate
- Reviewed interested person transactions in accordance with the requirements of the Singapore Exchange Securities Trading Limited's Listing Manual

The AC, having reviewed all non-audit services provided by the external auditor to the Group, is satisfied that the nature and extent of such services would not affect the independence of the external auditor. The AC has also conducted a review of interested person transactions.

DIRECTORS' STATEMENT

The AC convened four meetings during the financial year as shown in the Corporate Governance Statement. The AC has also met with internal and external auditors, without the presence of the Company's management, at least once a year.

Further details regarding the AC are disclosed in the Corporate Governance Statement.

7. Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the Board of Directors:

Wu Xuedan
Director

Qi Jie
Director

Singapore
10 April 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PHARMESIS INTERNATIONAL LTD.

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Pharmesis International Ltd. (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the statements of financial position of the Group and the Company as at 31 December 2022, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the statement of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2022 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PHARMESIS INTERNATIONAL LTD.

Key audit matters (Continued)

Impairment assessment of the Group's non-financial assets and the Company's investment in subsidiaries

As at 31 December 2022, the Group's goodwill on consolidation, property, plant and equipment ("PPE") and right-of-use assets ("ROUA") amounted to RMB1,323,000, RMB43,396,000 and RMB7,930,000 respectively, aggregating to 54% of the Group's total assets. Management has identified indications of impairment on these non-financial assets which are attributed to the following four cash-generating units ("CGUs"):

- Sichuan Longlife CGU which consist of PPE, ROUA and Goodwill;
- Oral Liquid CGU which consist of PPE; and
- Chengdu Kinna Western Drugs CGU which consist of PPE and ROUA; and
- JiangYou CGU which consist of PPE and ROUA.

For the current financial year, the Group did not record any impairment loss on the non-financial assets allocated to the CGUs. Management also performed impairment assessment on the Company's investment in the related subsidiaries carried at RMB54,999,000 as at 31 December 2022 and no impairment loss is recorded for this financial year.

The impairment assessment of the non-financial assets and investment in subsidiaries was significant to our audit due to the magnitude, the significant judgement applied by management, and the heightened degree of estimation uncertainty brought on by the COVID-19 pandemic. As part of our audit, we obtained an understanding of management's impairment assessment process and basis of determining the recoverable amounts of the CGUs, including their considerations of the ongoing impact of the COVID-19 pandemic on the Group's operations.

Management assessed the recoverable amount of Sichuan Longlife, Oral Liquid, Chengdu Kina Western Drugs and JiangYou CGUs using the value-in-use ("VIU") calculations based on cash flow projections approved by the Board of Directors. The cash flow projections included key assumptions of the CGUs' future revenue, profitability, terminal growth rate and discount rate, which involved management's subjective and complex judgements regarding expectation of future market developments and economic conditions. The impact of the COVID-19 pandemic has further elevated the level of estimation uncertainty relating to these estimates.

In assessing the recoverable amount determined based on VIU calculations, we checked that the cash flows were based on budgets approved by the Board of Directors that reflected the CGUs' business plans. We evaluated management's forecasting process by comparing previous forecasts to actual results. We assessed the key assumptions used in the cash flow forecasts such as budgeted growth rates, budgeted revenues and gross margins by comparing them to historical data as well as recent trends and market and economic outlooks of the CGUs, taking into consideration the impact of COVID-19 on the industry. Our internal valuation specialist assisted us in assessing the reasonableness of the discount rate and terminal growth rate assumptions used in the VIU calculations. We also reviewed management's analysis of the sensitivity of the VIU calculations to a reasonably possible change in the key assumptions.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PHARMESIS INTERNATIONAL LTD.

Key audit matters (Continued)

Impairment assessment of the Group's non-financial assets and the Company's investment in subsidiaries (Continued)

We reviewed the results of the impairment assessment performed by management and compared the carrying values of the CGUs to their respective recoverable amounts.

We also assessed the adequacy of the disclosures relating to goodwill on consolidation, PPE, ROUA, the Company's investments in subsidiaries in Notes 12, 9, 10 and 11 to the financial statements respectively.

Impairment assessment of trade receivables from third party customers

The Group's trade receivable balances due from third party customers amounted to RMB6,219,000 and accounted for approximately 6% of the Group's total assets as at 31 December 2022. At that date, the total allowance for expected credit losses ("ECL") on trade receivables due from third party customers amounted to RMB454,000.

We considered management's impairment assessment of trade receivables from third party customers to be a key audit matter as the determination as to whether the debt is collectable and the amount to be recognised for the expected ECL involved significant judgement and a heightened degree of estimation uncertainty.

The Group estimates ECL on trade receivables from third party customers using a provision matrix for trade receivables. Management considers various factors such as past due balances, recent historical payment patterns and historical credit loss experience, debtors' financial ability to repay, existence of disputes, economic environment and forecast of future macro-economic conditions where the debtors operate, taking into consideration the impact of COVID-19 and any other available information concerning the creditworthiness of debtors. Management computed the ECL by adding an industry specific forward-looking rate to the historical default rate and applying the ECL rate to the respective trade receivables aging brackets.

As part of the audit, we evaluated the Group's processes and controls relating to the monitoring of trade receivables and review of credit risks of customers. We requested, on a sampling basis, trade receivable confirmations, obtained evidence of receipts from the selected trade debtors subsequent to the year end and inquired management on disputed receivables. We evaluated management's assessment of the recoverability of the debts through reviewing debtor aging report to identify collection risk and reviewed historical payment patterns and correspondences with customers on expected settlement dates. We evaluated management's assumptions and inputs used in the computation of historical credit loss rates, and reviewed data and information available for each debtor on a sampling basis that management has used to make forward-looking adjustments based on current economic conditions. We checked the arithmetic accuracy of management's computation of ECL and the corresponding allowance recognised. We also assessed the adequacy of the disclosures relating to trade receivables from third party customers and the related risks such as credit risk and liquidity risk in Notes 22(ii) and 22(iii) to the financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PHARMESIS INTERNATIONAL LTD.

Other information

Management is responsible for other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

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

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

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PHARMESIS INTERNATIONAL LTD.

Auditor's responsibilities for the audit of the financial statements (Continued)

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PHARMESIS INTERNATIONAL LTD.

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Sharon Peh.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
10 April 2023

CONSOLIDATED INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

(In Renminbi)

| | Note | 2022 RMB'000 | 2021 RMB'000 |
|--|------|-----------------|-----------------|
| Revenue | 4 | 50,369 | 52,772 |
| Cost of sales | | (26,358) | (27,769) |
| Gross profit | | 24,011 | 25,003 |
| Other income | | 293 | 2,082 |
| Selling and distribution costs | | (15,112) | (14,724) |
| Administrative costs | | (11,427) | (9,216) |
| Finance income | 5 | 28 | 30 |
| Finance costs | 5 | (951) | (1,059) |
| (Loss)/profit before taxation | 6 | (3,158) | 2,116 |
| Income tax expense | 7 | (18) | (149) |
| (Loss)/profit for the year | | (3,176) | 1,967 |
| (Loss)/profit attributable to: | | | |
| Equity holders of the Company | | (3,560) | 1,170 |
| Non-controlling interest | | 384 | 797 |
| | | (3,176) | 1,967 |
| (Loss)/profit per share (cents) | | | |
| Basic and diluted | 8 | (15.5) | 5.1 |

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

(In Renminbi)

| | 2022 | 2021 |
|--|----------------|----------------|
| | RMB'000 | RMB'000 |
| (Loss)/profit for the year | (3,176) | 1,967 |
| Items that may be reclassified subsequently to profit or loss | | |
| Other comprehensive income for the year | – | – |
| Total comprehensive income for the year | (3,176) | 1,967 |
| Total comprehensive income attributable to: | | |
| Equity holders of the Company | (3,560) | 1,170 |
| Non-controlling interest | 384 | 797 |
| | (3,176) | 1,967 |

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

(In Renminbi)

| | Note | Group | | Company | |
|--|------|-----------------|-----------------|-----------------|-----------------|
| | | 2022 RMB'000 | 2021 RMB'000 | 2022 RMB'000 | 2021 RMB'000 |
| Non-current assets | | | | | |
| Property, plant and equipment | 9 | 43,396 | 44,528 | – | 1 |
| Right-of-use assets | 10 | 7,930 | 8,591 | 50 | 116 |
| Investments in subsidiaries | 11 | – | – | 54,999 | 54,999 |
| Goodwill on consolidation | 12 | 1,323 | 1,323 | – | – |
| Advance payment for acquisition of property, plant and equipment | | 1,095 | 1,095 | – | – |
| | | 53,744 | 55,537 | 55,049 | 55,116 |
| Current assets | | | | | |
| Inventories | 13 | 11,086 | 8,806 | – | – |
| Trade receivables | 14 | 11,642 | 12,803 | – | – |
| Prepaid expenses | | 421 | 156 | 16 | 13 |
| Other receivables | 15 | 1,179 | 1,294 | 19 | 18 |
| Tax recoverable | | 106 | 106 | – | – |
| Cash and cash equivalents | 16 | 19,718 | 13,976 | 1,495 | 339 |
| | | 44,152 | 37,141 | 1,530 | 370 |
| Total assets | | 97,896 | 92,678 | 56,579 | 55,486 |
| Current liabilities | | | | | |
| Bank borrowings | 17 | 15,000 | 15,000 | – | – |
| Trade payables | 18 | 5,165 | 4,430 | – | – |
| Other payables and accrued liabilities | 19 | 19,053 | 10,749 | 1,057 | 893 |
| Lease liabilities | 10 | 198 | 392 | 51 | 67 |
| Income tax payable | | 179 | 220 | 4 | – |
| | | 39,595 | 30,791 | 1,112 | 960 |
| Net current assets/(liabilities) | | 4,557 | 6,350 | 418 | (590) |
| Non-current liabilities | | | | | |
| Lease liabilities | 10 | 1,335 | 1,745 | – | 51 |
| Total liabilities | | 40,930 | 32,536 | 1,112 | 1,011 |
| Net assets | | 56,966 | 60,142 | 55,467 | 54,475 |
| Equity attributable to equity holders of the Company | | | | | |
| Share capital | 20 | 83,714 | 83,714 | 83,714 | 83,714 |
| Reserves | | (29,811) | (26,251) | (28,247) | (29,239) |
| | | 53,903 | 57,463 | 55,467 | 54,475 |
| Non-controlling interest | | 3,063 | 2,679 | – | – |
| Total equity | | 56,966 | 60,142 | 55,467 | 54,475 |

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

| | Attributable to equity holders of the Company | | | | | | |
|--|---|---|--|----------------------------------|------------------|--|----------------------------|
| | Share capital RMB'000 | Premium paid on acquisition of non-controlling interest RMB'000 | Statutory reserve [@] RMB'000 | Accumulated losses RMB'000 | Total RMB'000 | Non-controlling interest RMB'000 | Total equity RMB'000 |
| Group | | | | | | | |
| Balances as at 1 January 2021 | 83,714 | (10,471) | 11,602 | (28,552) | 56,293 | 1,882 | 58,175 |
| Profit for the year, representing total comprehensive income for the year | – | – | – | 1,170 | 1,170 | 797 | 1,967 |
| Transfer to statutory reserve | – | – | 377 | (377) | – | – | – |
| Balances as at 31 December 2021 | 83,714 | (10,471) | 11,979 | (27,759) | 57,463 | 2,679 | 60,142 |
| Loss for the year, representing total comprehensive income for the year | – | – | – | (3,560) | (3,560) | 384 | (3,176) |
| Balances as at 31 December 2022 | 83,714 | (10,471) | 11,979 | (31,319) | 53,903 | 3,063 | 56,966 |

[@] In accordance with Foreign Enterprise Law applicable to the subsidiaries in the People's Republic of China ("PRC"), the subsidiaries are required to make appropriation to a Statutory Reserve Fund ("SRF"). At least 10% of the profit after taxation as determined in accordance with the applicable PRC accounting standards and regulations must be allocated to the SRF until the cumulative total of the SRF reaches 50% of the subsidiaries' registered capital of RMB86,816,480 (2021: RMB86,816,480). Subject to approval from the relevant PRC authorities, the SRF may be used to offset any accumulated losses or increase the capital of the subsidiaries. The SRF is not available for dividend distribution to shareholders.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

(In Renminbi)

| | Share capital | Accumulated | |
|---|----------------------|--------------------|----------------|
| | RMB'000 | losses | Total |
| | RMB'000 | RMB'000 | RMB'000 |
| Company | | | |
| Balances as at 1 January 2021 | 83,714 | (28,708) | 55,006 |
| Loss for the year, representing total comprehensive income for the year | – | (531) | (531) |
| Balances as at 31 December 2021 | 83,714 | (29,239) | 54,475 |
| Profit for the year, representing total comprehensive income for the year | – | 992 | 992 |
| Balances as at 31 December 2022 | 83,714 | (28,247) | 55,467 |

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

(In Renminbi)

| | Note | 2022 RMB'000 | 2021 RMB'000 |
|---|------|-----------------|-----------------|
| Cash flows from operating activities | | | |
| (Loss)/profit before taxation | | (3,158) | 2,116 |
| Adjustments for: | | | |
| Depreciation of right-of-use assets | 9 | 661 | 577 |
| Allowance for expected credit losses on trade receivables | 13 | 196 | 5 |
| Depreciation of property, plant and equipment | 8 | 1,338 | 1,268 |
| Loss on disposal of property, plant and equipment | | 11 | 7 |
| Interest income | 4 | (28) | (30) |
| Interest expense | 4 | 951 | 1,059 |
| Operating (loss)/profit before working capital changes | | (29) | 5,002 |
| Changes in working capital: | | | |
| Decrease/(increase) in trade receivables | | 964 | (1644) |
| Increase in inventories | | (2,280) | (273) |
| (Increase)/decrease in prepaid expenses and other receivables | | (150) | 558 |
| Increase in trade payables | | 735 | 143 |
| Increase/(decrease) in other payables and accrued liabilities | | 8,306 | (2,163) |
| Cash flows from operations | | 7,546 | 1,623 |
| Interest received | | 28 | 30 |
| Interest paid | | (951) | (1,059) |
| Income tax (paid)/refunded | | (59) | 59 |
| Net cash flows from operating activities | | 6,564 | 653 |
| Cash flows from investing activities | | | |
| Acquisition of property, plant and equipment | 8 | (238) | (1,582) |
| Proceeds from disposal of property, plant and equipment | | 20 | - |
| Net cash flows used in investing activities | | (218) | (1,582) |
| Cash flows from financing activities | | | |
| Proceeds from bank borrowings | | 30,000 | 15,000 |
| Repayment of bank borrowings | | (30,000) | (15,000) |
| Repayment of principal portion of lease liabilities | | (604) | (282) |
| Net cash flows used in financing activities | | (604) | (282) |
| Net increase/(decrease) in cash and cash equivalents | | 5,742 | (1,211) |
| Cash and cash equivalents at the beginning of the year | | 13,976 | 15,187 |
| Cash and cash equivalents at the end of the year | 15 | 19,718 | 13,976 |

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

1. General

Pharmesis International Ltd. (the “Company”) is a limited liability company incorporated in Singapore and is listed on the Main Board of the Singapore Exchange. The registered office and principal place of business of the Company is located at 5 Kallang Sector #03-02, Singapore 349279.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are set out in Note 11 to the financial statements. There have been no significant changes in the nature of these activities during the year.

The Group operates principally in the People’s Republic of China (“PRC”).

2. Summary of significant accounting policies

2.1 Basis of preparation

The consolidated financial statements of the Group and the statement of financial position and the statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I”).

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Renminbi (“RMB”) and all values in the tables are rounded to the nearest thousand (“RMB’000”), except when otherwise indicated.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2022. The adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.3 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but are not yet effective:

| Description | Effective for annual periods beginning on or after |
|--|--|
| Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: Disclosure of Accounting Policies | 1 January 2023 |
| Amendments to SFRS(I) 1-8: Definition of Accounting Estimates | 1 January 2023 |
| Amendments to SFRS(I) 1-12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction | 1 January 2023 |
| Amendments to SFRS(I) 1-1: Classification of Liabilities as Current or Non-current | 1 January 2024 |
| Amendments to SFRS(I) 1-1: Non-current Liabilities with Covenants | 1 January 2024 |
| Amendments to SFRS(I) 16: Lease Liability in a Sale and Leaseback | 1 January 2024 |

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the year of initial application.

2.4 Subsidiaries and principles of consolidation

(a) Subsidiaries

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's balance sheet, investments in subsidiaries are accounted for at cost less impairment losses.

(b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.4 Subsidiaries and principles of consolidation (Continued)

(b) *Basis of consolidation (Continued)*

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

(c) *Business combinations and goodwill*

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration, which is deemed to be an asset or liability, will be recognised in profit or loss.

Non-controlling interest in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree are recognised on the acquisition date at either fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

Goodwill is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating units that are expected to benefit from the synergies of the combination.

The cash-generating units to which goodwill have been allocated is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.4 Subsidiaries and principles of consolidation (Continued)

(d) *Transactions with non-controlling interest*

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to equity holders of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to equity holders of the Company.

2.5 Functional and foreign currency

Functional currency

Management has determined the currency of the primary economic environment in which the Company and the subsidiaries operates i.e. functional currency, to be RMB. Sales prices and major costs of providing goods and services including major operating expenses are primarily influenced by fluctuations in the functional currency of the Company and its subsidiaries.

Foreign currency transactions and balances

Transactions in foreign currencies are measured in the functional currency of the Company and its subsidiaries and are recorded on initial recognition in the functional currency at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.6 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

| | |
|-----------------------|--------------|
| Buildings | 8 – 40 years |
| Leasehold improvement | 3 – 5 years |
| Plant and machinery | 5 – 10 years |
| Motor vehicles | 4 – 10 years |
| Other equipment | 5 – 10 years |

Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in profit or loss in the year the asset is derecognised.

2.7 Leases

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

Group as a lessee

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.7 Leases (Continued)

Group as a lessee (Continued)

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

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

Leasehold properties – Over the lease term period of 3 to 50 years

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

The right-of-use assets are also subject to impairment. Refer to the accounting policies in Note 2.8.

(ii) **Lease liabilities**

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.7 Leases (Continued)

Group as a lessee (Continued)

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

The Group applies the short-term lease recognition exemption to its short-term leases of office equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.8 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when an annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.9 Financial instruments

(a) *Financial assets*

Initial recognition and measurement

Financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through the amortisation process.

De-recognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

(b) *Financial liabilities*

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.9 Financial instruments (Continued)

(b) *Financial liabilities (Continued)*

Initial recognition and measurement (Continued)

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

2.10 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, and short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

2.11 Impairment of financial assets

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

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

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment which could affect debtors’ ability to pay.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.11 Impairment of financial assets (Continued)

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

2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Raw materials: purchase costs on a weighted average basis;
- Finished goods and work-in-progress: costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. These costs are assigned on a weighted average basis.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.13 Borrowing costs

Borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.14 Research and development costs

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

Development costs incurred on projects to develop new products are capitalised and deferred only when the projects are clearly defined, the costs are separately identifiable and can be measured reliably, and there is reasonable certainty that the projects are technically feasible and the products have commercial value. Development expenditure which does not meet these criteria is expensed as incurred.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.15 Government grants

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

2.16 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.17 Employee benefits

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

(i) *Defined contribution plans*

PRC

The subsidiaries in the PRC are required to provide certain staff pension benefits to their employees under existing PRC regulations. Pension contributions are provided at rates stipulated by PRC regulations and contributed to a pension fund managed by government agencies, which are responsible for administering these amounts for the subsidiaries' employees.

Singapore

The Company makes contribution to the Central Provident Fund ("CPF") Scheme in Singapore, a defined contribution pension scheme.

Contributions to national pension schemes are recognised as an expense in the period in which the related services are performed.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.17 Employee benefits (Continued)

(ii) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve months after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

(iii) *Pharmesis Share Option Scheme*

Directors and employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled share-based payment transactions with directors and employees is measured by reference to the fair value of the options at the date on which the options are granted. This cost is recognised in profit or loss, with a corresponding increase in the employee share options reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance and/or service conditions are satisfied. The employee share options reserve is transferred to retained earnings upon expiry of the share options. When the options are exercised, the employee share options reserve is transferred to share capital if new shares are issued, or to treasury shares if the options are satisfied by the reissuance of treasury shares.

2.18 Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.18 Revenue recognition (Continued)

(a) *Sale of goods*

Revenue is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied.

(b) *Rendering of services*

Revenue from the packaging of oral liquid products is recognised by the number of completed packaged products, upon the performance of services to customers.

2.19 Taxes

(a) *Current income tax*

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in the income statement except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) *Deferred tax*

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

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

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.19 Taxes (Continued)

(b) *Deferred tax (Continued)*

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

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

(c) *Value added tax ("VAT") and Goods and Services Tax ("GST")*

Revenues, expenses and assets are recognised net of the amount of VAT/GST except:

- Where the VAT/GST incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the VAT/GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of VAT/GST included.

The net amount of VAT/GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

2. Summary of significant accounting policies (Continued)

2.20 Share capital and share issue expenses

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.21 Contingencies

A contingent liability is:

- a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- b) a present obligation that arises from past events but is not recognised because:
 - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group.

3. Significant accounting judgements and estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of the revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of reporting period. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Judgements made in applying accounting policies

Management is of the opinion that there is no significant judgement made in applying accounting policies that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

3. Significant accounting judgements and estimates (Continued)

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) *Impairment of non-financial assets*

The Group assesses whether there are any indicators of impairment for non-financial assets at each reporting date. Goodwill is tested for impairment annually and at other times when such indicators exist.

An impairment exists when the carrying value of non-financial assets exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. Further details of the key assumptions applied in the impairment assessment of non-financial assets, are detailed in Note 9 to the financial statements.

The carrying amount of the Group's goodwill on consolidation, property, plant and equipment and right-of-use assets are RMB1,323,000 (2021: RMB1,323,000), RMB43,396,000 (2021: RMB44,528,000) and RMB7,930,000 (2021: RMB8,591,000) respectively.

(b) *Impairment of trade receivables from third party customers*

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

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

3. Significant accounting judgements and estimates (Continued)

3.2 Key sources of estimation uncertainty (Continued)

(b) *Impairment of trade receivables from third party customers (Continued)*

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables from third party customers is disclosed in Note 14.

The carrying amount of trade receivables from third party customers as at 31 December 2022 is RMB6,219,000 (2021: RMB9,041,000) respectively.

(c) *Income taxes*

The Group has exposure to income taxes in two jurisdictions, Singapore and the PRC. Significant judgement is involved in determining the Group-wide provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

The carrying amount of the Group's tax recoverable and income tax payable are RMB106,000 (2021: RMB106,000) and RMB179,000 (2021: RMB220,000) respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

4. Revenue

Disaggregation of revenue

| | Western drugs | | TCM formulated drugs | | Group | |
|--|---------------|---------------|----------------------|---------------|---------------|---------------|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| Major products | | | | | | |
| Western Medicine | 13,653 | 15,260 | – | – | 13,653 | 15,260 |
| Traditional Chinese Medicine | – | – | 36,716 | 37,512 | 36,716 | 37,512 |
| | 13,653 | 15,260 | 36,716 | 37,512 | 50,369 | 52,772 |
| Timing of transfer of goods or services | | | | | | |
| At a point in time | 13,653 | 15,260 | 36,716 | 37,512 | 50,369 | 52,772 |
| Primary geographical market | | | | | | |
| PRC | 13,653 | 15,260 | 36,716 | 37,512 | 50,369 | 52,772 |

5. Finance income/(finance costs)

| | Group | |
|---|--------------|----------------|
| | 2022 | 2021 |
| | RMB'000 | RMB'000 |
| (i) Finance income | | |
| – Interest income | 28 | 30 |
| (ii) Finance costs | | |
| – Interest expense on bank borrowings | (810) | (901) |
| – Interest expense on lease liabilities | (125) | (137) |
| – Bank charges | (16) | (21) |
| | (951) | (1,059) |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

6. (Loss)/profit before taxation

(Loss)/profit before taxation is stated after charging/(crediting) the following:

| | Group | |
|---|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 |
| Depreciation of right-of-use assets | 661 | 577 |
| Depreciation of property, plant and equipment | 1,338 | 1,268 |
| Loss on disposal of property, plant and equipment | 11 | 7 |
| Audit fees paid to auditors of the Company | 360 | 360 |
| Audit fees paid to affiliates of auditors of the Company | 520 | 520 |
| Non-audit fees paid to auditors of the Company | 15 | 15 |
| Personnel expenses* | 23,162 | 23,479 |
| Allowance for expected credit losses on trade receivables | 196 | 5 |
| Foreign exchange loss/(gain) | 6 | (14) |
| Government grants | (258) | (1,722) |
| Legal and professional fees | 8 | 8 |
| Research and development expenses | 135 | 178 |
| Expenses relating to short-term leases | 12 | 12 |

* Personnel expenses include amounts shown as directors' remuneration and remuneration of key management personnel in Note 21.

| | Group | |
|-----------------------------|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 |
| Personnel expenses | | |
| Wages, salaries and bonuses | 20,244 | 20,498 |
| Pension contributions | 2,367 | 2,506 |
| Others | 551 | 475 |
| | 23,162 | 23,479 |

Included in personnel expenses are directors' remuneration and directors' fees of RMB983,000 and RMB674,000 (2021: RMB983,000 and RMB663,000) respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

7. Income tax expense

| | Group | |
|---|-----------|------------|
| | 2022 | 2021 |
| | RMB'000 | RMB'000 |
| Income tax: | | |
| Current year | 114 | 149 |
| Over provision in respect of previous years | (96) | – |
| | 18 | 149 |

A reconciliation between income tax expense and the product of accounting (loss)/profit multiplied by the applicable corporate tax rate for the years ended 31 December 2022 and 2021 is as follows:

| | Group | |
|--|----------------|------------|
| | 2022 | 2021 |
| | RMB'000 | RMB'000 |
| (Loss)/profit before taxation | (3,158) | 2,116 |
| Tax at domestic rates applicable to loss in the countries where the Group operates | (641) | 404 |
| Adjustments: | | |
| Non-deductible expenses | 609 | 435 |
| Income not subject to tax | (245) | (261) |
| Utilisation of previously unrecognised tax benefit | – | (399) |
| Deferred tax assets not recognised | 400 | – |
| Effect of partial tax exemption and tax relief | (9) | (18) |
| Over provision in respect of previous years | (96) | – |
| Others | – | (12) |
| | 18 | 149 |

The reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

7. Income tax expense (Continued)

Tax rates applicable in 2022

According to the relevant preferential tax provisions applicable to small and micro-profit enterprises jointly issued by the General Administration of Taxation of the Ministry of Finance in the PRC, the taxable income of the applicable enterprise can be adjusted as follows:

- From 1 January 2022 to 31 December 2022, the portion of the annual taxable income amount of a small enterprise which does not exceed RMB1 million shall be computed at a reduced corporate income tax rate of 2.5%; and
- From 1 January 2022 to 31 December 2024, the portion of the annual taxable income amount of a small enterprise which exceeds RMB1 million but does not exceed RMB3 million shall be computed at a reduced corporate income tax rate of 5%.

The above preferential tax policy applies to Sichuan Longlife Pharmaceutical Co., Ltd, Chengdu Pharmesis Pharmaceutical Co., Ltd and Jiangyou Lijia Pharmaceutical Co., Ltd as they meet the above-mentioned identification of small and micro-profit enterprises in 2022. As Chengdu Kinna Pharmaceutical Co., Ltd does not meet the identification criteria, the applicable income tax rate is 25% in 2022.

Tax rates applicable in 2021

On 27 July 2011, Caishui [2011] 58 on Tax Policy Issues Concerning Deeply Implementation of the Western China Development Strategy (“Circular 58”) was issued. Circular 58 provides a reduced corporate income tax rate of 15% on 70% of total annual profits to enterprises established in the western regions in the PRC which are engaged in encouraged industries, as stipulated in the Catalogue of Industries Encouraged to Develop in the Western Region. The incentive period lasts from 1 January 2011 to 31 December 2021.

On 20 August 2014, National Development and Reform Commission issued Announcement No. 15 Catalogue of Industries Encouraged to Develop in the Western Region (“Announcement 15”) to allow enterprises whose activities qualified under the list of approved industries to enjoy the reduced tax rate of 15% subject to approval from the tax authorities. Announcement 15 is effective from 1 October 2014. Chengdu Kinna Pharmaceutical Co., Ltd. does not qualify for the reduced corporate income tax rate of 15% granted under Announcement 15 as at 31 December 2021.

Unutilised tax losses and temporary differences

At the end of the reporting period, the subsidiaries in PRC have tax losses and temporary differences of RMB10,294,000 and RMB8,509,000 (2021: RMB11,403,000 and RMB7,455,000) that are available for offset against future taxable profit of the respective entities where the tax losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authority. The tax losses of the PRC subsidiaries can only be utilised within the five-year period commencing from the year in which the loss is incurred.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

8. (Loss)/profit per share

(Loss)/profit per share amounts are calculated by dividing loss for the year, net of tax, attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted (loss)/profit per share are calculated by dividing loss for the year, net of tax, attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following tables reflect the loss and share data used in the computation of basic and diluted (loss)/profit per share for the years ended 31 December:

| | Group | |
|---|-----------------------|-----------------------|
| | 2022 | 2021 |
| | RMB'000 | RMB'000 |
| (Loss)/profit for the year attributable to equity holders of the Company used in computation of basic and diluted (loss)/profit per share | <u>(3,560)</u> | <u>1,170</u> |
| | No. of shares '000 | No. of shares '000 |
| Weighted average number of ordinary shares for basic and diluted loss per share computation | <u>23,000</u> | <u>23,000</u> |
| | Group | |
| | 2022 | 2021 |
| | RMB Cents | RMB Cents |
| (Loss)/profit per share – basic and diluted | <u>(15.5)</u> | <u>5.1</u> |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

9. Property, plant and equipment

| | Buildings RMB'000 | Leasehold improvement RMB'000 | Plant and machinery RMB'000 | Motor RMB'000 | Other equipment RMB'000 | Construction in progress RMB'000 | Total RMB'000 |
|--|----------------------|-------------------------------------|-----------------------------------|------------------|-------------------------------|--|------------------|
| Group | | | | | | | |
| Cost: | | | | | | | |
| Balance as at 1 January 2021 | 35,220 | 2,968 | 22,460 | 3,669 | 1,737 | 34,505 | 100,559 |
| Additions | - | - | 632 | - | 52 | 898 | 1,582 |
| Disposals | - | - | (932) | (370) | (168) | - | (1,470) |
| Balance as at 31 December 2021 and 1 January 2022 | 35,220 | 2,968 | 22,160 | 3,299 | 1,621 | 35,403 | 100,671 |
| Additions | - | - | 201 | - | 37 | - | 238 |
| Disposals | - | - | - | (46) | (27) | - | (73) |
| Balance as at 31 December 2022 | 35,220 | 2,968 | 22,361 | 3,253 | 1,631 | 35,403 | 100,836 |
| Accumulated depreciation and impairment loss: | | | | | | | |
| Balance as at 1 January 2021 | 21,456 | 2,968 | 20,479 | 2,863 | 1,662 | 6,910 | 56,338 |
| Charge for the year | 601 | - | 467 | 174 | 26 | - | 1,268 |
| Disposals | - | - | (922) | (369) | (172) | - | (1,463) |
| Balance as at 31 December 2021 and 1 January 2022 | 22,057 | 2,968 | 20,024 | 2,668 | 1,516 | 6,910 | 56,143 |
| Charge for the year | 601 | - | 535 | 173 | 29 | - | 1,338 |
| Disposals | - | - | - | (14) | (27) | - | (41) |
| Balance as at 31 December 2022 | 22,658 | 2,968 | 20,559 | 2,827 | 1,518 | 6,910 | 57,440 |
| Net carrying amount: | | | | | | | |
| Balance as at 31 December 2022 | 12,562 | - | 1,802 | 426 | 113 | 28,493 | 43,396 |
| Balance as at 31 December 2021 | 13,163 | - | 2,136 | 631 | 105 | 28,493 | 44,528 |

At 31 December 2022, the Group's buildings with carrying amounts of RMB3,084,000 (2021: RMB3,284,000) are pledged as security to secure bank borrowings (Note 17).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

9. Property, plant and equipment (Continued)

| <i>Company</i> | Other equipment RMB'000 |
|---|--|
| Cost: | |
| Balance as at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022 | <u>253</u> |
| Accumulated depreciation: | |
| Balance as at 1 January 2021 | 249 |
| Charge for the year | <u>3</u> |
| Balance as at 31 December 2021 and 1 January 2022 | 252 |
| Charge for the year | <u>1</u> |
| Balance as at 31 December 2022 | <u>253</u> |
| Net carrying amount: | |
| Balance as at 31 December 2022 | <u>-</u> |
| Balance as at 31 December 2021 | <u>1</u> |

Impairment testing on property, plant and equipment

Management has identified indications of impairment on property, plant and equipment due to the unfavourable market conditions in the pharmaceutical industry which was attributed to the four cash-generating units ("CGUs") namely Oral Liquid CGU, Chengdu Kinna Western Drugs CGU, Sichuan Longlife and JiangYou CGU.

As part of the impairment assessment, the carrying amounts of the property, plant and equipment are compared to the recoverable amounts. These assets are reviewed, either on a stand-alone basis or as part of a wider CGU for impairment using the higher of the value-in-use or fair value less costs of disposal model.

Management assessed the recoverable amount of the property, plant and equipment allocated to the CGUs using value-in-use calculations based on 5-year cash flow projections approved by the Board of Directors.

The post-tax discount rates applied to the cash flow projections and the forecasted growth rates used to extrapolate the cash flow projections beyond the 5-year period are as follows:

Oral Liquid CGU

| | <u>31.12.2022</u> | <u>31.12.2021</u> |
|-------------------------|-------------------|-------------------|
| Growth rates | 0% | 0% |
| Post-tax discount rates | 13% | 14% |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

9. Property, plant and equipment (Continued)

Impairment testing on property, plant and equipment (Continued)

Chengdu Kinna Western Drugs CGU

| | <u>31.12.2022</u> |
|-------------------------|-------------------|
| Revenue Growth | |
| – 2023 | 7% |
| – 2024 | 6% |
| – 2025 | 6% |
| – 2026 | 6% |
| – 2027 | 6% |
| Post-tax discount rates | 13% |

JiangYou CGU

| | <u>31.12.2022</u> | <u>31.12.2021</u> |
|-------------------------|-------------------|-------------------|
| Production capacity | | |
| – 2022 | – | – |
| – 2023 | 40% | 40% |
| – 2024 | 55% | 55% |
| – 2025 | 70% | 70% |
| – 2026 | 100% | 100% |
| – 2027 | 100% | – |
| Post-tax discount rates | 13% | 14% |

Key assumptions

The calculations of value-in-use for the CGUs are most sensitive to the following assumptions:

Budgeted revenues and gross margins – The budgeted revenues and gross margins are based on past performances and expectations of market developments.

Budgeted growth rates – Management determined the budgeted growth rates based on experience and expectations of market developments. The budgeted growth rates used by the Group do not exceed the long-term average growth rates for the industries relevant to the CGUs.

Residual values of property, plant and equipment – Management determined and assessed the reasonableness of the residual values based on indicative market price as of year-end.

Discount rates – The discount rates used represent the current market assessment of the risk specific to each CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and derived from its Weighted Average Cost of Capital (“WACC”). The WACC considers both debt and equity. The cost of equity is derived from the expected return on investment by the Group’s investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

9. Property, plant and equipment (Continued)

Impairment testing on property, plant and equipment (Continued)

Key assumptions (Continued)

Sensitivity to changes in assumptions – Management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying amounts of the CGUs to materially exceed their recoverable amounts.

Based on the assessment, no impairment loss was recorded during the year as the recoverable amounts of property, plant and equipment allocated to the respective CGUs were computed to be higher than their carrying amounts.

10. Leases

Group as a lessee

The Group has lease contracts for leasehold properties used in its operations. These lease contracts generally have lease terms between 10 to 50 years.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the year:

| | Leasehold properties RMB'000 |
|---|---|
| Cost: | |
| Balance as at 1 January 2021 | 9,031 |
| Additions | 1,546 |
| Balance as at 31 December 2021, 1 January 2022 and 31 December 2022 | 10,577 |
| Accumulated depreciation and impairment loss: | |
| Balance as at 1 January 2021 | 1,409 |
| Charge for the year | 577 |
| Balance as at 31 December 2021 and 1 January 2022 | 1,986 |
| Charge for the year | 661 |
| Balance as at 31 December 2022 | 2,647 |
| Net carrying amount: | |
| Balance as at 31 December 2022 | 7,930 |
| Balance as at 31 December 2021 | 8,591 |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

10. Leases (Continued)

Group as a lessee (Continued)

Included in the leasehold properties are land use rights over three plots of state-owned land in the PRC where the Group's PRC manufacturing and storage facilities reside. The land use rights are not transferable and have remaining tenures of 20.7, 27.5 and 38.5 years (2021: 21.7, 28.5 and 39.5 years) respectively.

Set out below are the carrying amounts of lease liabilities recognised and the movements during the year:

| | 2022 | 2021 |
|---------------------------|----------------|----------------|
| | RMB'000 | RMB'000 |
| Balance as at 1 January | 2,137 | 873 |
| Additions | – | 1,546 |
| Accretion of interest | 125 | 137 |
| Payments | (729) | (419) |
| Balance as at 31 December | 1,533 | 2,137 |
| Current | 198 | 392 |
| Non-current | 1,335 | 1,745 |
| | 1,533 | 2,137 |

The maturity analysis of lease liabilities is disclosed in Note 22(iii).

The following are the amounts recognised in profit or loss:

| | 2022 | 2021 |
|--|----------------|----------------|
| | RMB'000 | RMB'000 |
| Depreciation of right-of-use assets | 661 | 577 |
| Interest expense on lease liabilities | 125 | 137 |
| Expenses relating to short-term leases | 12 | 12 |
| | 798 | 726 |

The Group had total cash outflows for leases of RMB741,000 (2021: RMB431,000).

As at 31 December 2022, the Group's right-of-use assets with carrying amounts of RMB1,655,000 (2021: RMB1,735,000) are pledged as security to secure bank borrowings (Note 17).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

10. Leases (Continued)

Company as a lessee

The Company has a lease contract for a leasehold property used in its operations. This lease contract generally has lease terms of 3 years.

Set out below is the carrying amount of right-of-use asset recognised and the movements during the year:

| | Leasehold property RMB'000 |
|---|---|
| Cost: | |
| Balance as at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022 | 327 |
| Accumulated depreciation and impairment loss: | |
| Balance as at 1 January 2021 | 144 |
| Charge for the year | 67 |
| Balance as at 31 December 2021 and 1 January 2022 | 211 |
| Charge for the year | 66 |
| Balance as at 31 December 2022 | 277 |
| Net carrying amount: | |
| Balance as at 31 December 2022 | 50 |
| Balance as at 31 December 2021 | 116 |

Set out below is the carrying amount of lease liability recognised and the movements during the year:

| | 2022 RMB'000 | 2021 RMB'000 |
|---------------------------|-------------------------|-------------------------|
| Balance as at 1 January | 118 | 184 |
| Accretion of interest | 2 | 4 |
| Payments | (69) | (70) |
| Balance as at 31 December | 51 | 118 |
| Current | 51 | 67 |
| Non-current | - | 51 |
| | 51 | 118 |

The maturity analysis of lease liabilities is disclosed in Note 22(iii).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

10. Leases (Continued)

Impairment testing on right-of-use assets

Management has identified indications of impairment on right-of-use assets due to the unfavourable market conditions in the pharmaceutical industry which was attributed to the JiangYou, Sichuan Longlife and Chengdu Kinna Western Drugs CGUs.

Management assessed the recoverable amount of the CGU based on the higher of the value-in-use and fair value less costs of disposal model. No impairment loss was recorded during the year as the recoverable amount was computed to be higher than the carrying amount.

Further details of the key assumptions applied in the impairment assessment, are detailed in Note 9 to the financial statements.

11. Investments in subsidiaries

| | Company | |
|---|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 |
| Unquoted equity shares, at cost | 50,016 | 50,016 |
| Investment via issuance of share options to employees of subsidiaries | 4,983 | 4,983 |
| | 54,999 | 54,999 |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

11. Investments in subsidiaries (Continued)

(a) *Composition of the Group*

| | Name (Country of incorporation and place of business) | Principal activities | Proportion (%) of ownership interest | |
|--|---|---|---|-----------|
| | | | 2022 % | 2021 % |
| Held by the Company | | | | |
| + | Chengdu Kinna Pharmaceutical Co., Ltd (成都国嘉联合制药有限公司) (PRC) | Development, manufacture, packaging and sale of western medicines and health tonic products | 100 | 100 |
| Held through Chengdu Kinna Pharmaceutical Co., Ltd: | | | | |
| + | Sichuan Longlife Pharmaceutical Co., Ltd (四川古蔺肝苏药业有限公司) (PRC) | Development, manufacture and sale of Traditional Chinese Medicines (“TCM”) | 81 | 81 |
| + | Chengdu Pharmesis Pharmaceutical Co., Ltd (成都中嘉医药有限公司) (PRC) | Wholesale of chemical drugs, biological raw products, TCM, antibiotics and antibiotics agent | 100 | 100 |
| + | Jiangyou Lijia Pharmaceutical Co., Ltd (江油力嘉制药有限公司) (PRC) | Development, manufacture and sale of TCM | 100 | 100 |
| + | Audited by Ernst & Young Hua Ming, Chengdu Branch, for consolidation purpose. | | | |

(b) *Interest in subsidiary with material non-controlling interests (“NCI”)*

The Group has the following subsidiary that has NCI that is material to the Group.

| Name of Subsidiary | Principal place of business | Proportion of ownership interest held by NCI % | Profit allocated to NCI during the reporting period RMB'000 | Accumulated NCI at the end of reporting period RMB'000 |
|---|--------------------------------|--|---|--|
| 31 December 2022: | | | | |
| Sichuan Longlife Pharmaceutical Co., Ltd (四川古蔺肝苏药业有限公司) | PRC | 19 | 384 | 3,063 |
| 31 December 2021: | | | | |
| Sichuan Longlife Pharmaceutical Co., Ltd (四川古蔺肝苏药业有限公司) | PRC | 19 | 797 | 2,679 |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

11. Investments in subsidiaries (Continued)

(b) *Interest in subsidiary with material non-controlling interests ("NCI") (Continued)*

There are no significant restrictions on the Group's ability to use or access assets and settle liabilities of the subsidiary with material non-controlling interests.

(c) *Summarised financial information about subsidiary with material NCI*

Summarised financial information including goodwill on acquisition and consolidation adjustments but before intercompany eliminations of a subsidiary with material non-controlling interests are as follows:

Summarised financial position

| | Sichuan Longlife Pharmaceutical Co., Ltd | |
|------------------------|---|----------------|
| | 2022 | 2021 |
| | RMB'000 | RMB'000 |
| Current | | |
| Assets | 44,269 | 32,817 |
| Liabilities | (31,191) | (22,419) |
| Net current assets | 13,078 | 10,398 |
| Non-current | | |
| Assets | 8,021 | 8,677 |
| Net non-current assets | 8,021 | 8,677 |
| Net assets | 21,099 | 19,075 |

Summarised statement of comprehensive income

| | Sichuan Longlife Pharmaceutical Co., Ltd | |
|---|---|----------------|
| | 2022 | 2021 |
| | RMB'000 | RMB'000 |
| Revenue | 36,768 | 37,615 |
| Profit before taxation | 2,024 | 4,477 |
| Income tax expense | - | (148) |
| Profit for the year, representing the total comprehensive income for the year | 2,024 | 4,329 |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

11. Investments in subsidiaries (Continued)

(c) Summarised financial information about subsidiary with material NCI (Continued)

Other summarised information

| | Sichuan Longlife Pharmaceutical Co., Ltd | |
|---|---|---------|
| | 2022 | 2021 |
| | RMB'000 | RMB'000 |
| Net cash flows from operating activities | 8,864 | 3,654 |
| Net cash flows used in investing activities | (1,736) | (2,023) |
| Net cash flows used in financing activities | (795) | (901) |
| Net increase in cash and cash equivalents | 6,333 | 730 |

12. Goodwill on consolidation

| | Group | |
|---------------------------|--------------|---------|
| | 2022 | 2021 |
| | RMB'000 | RMB'000 |
| Goodwill on consolidation | | |
| – Sichuan Longlife | 1,323 | 1,323 |

Impairment testing on goodwill

Goodwill acquired through business combination has been allocated to the Sichuan Longlife CGU for impairment testing. The recoverable amount of the goodwill on consolidation allocated to this CGU was determined based on a value-in-use calculation using a 5-year cash flow projection approved by the Board of Directors.

The post-tax discount rate applied to the cash flow projection and the forecasted growth rates used to extrapolate the cash flow projection beyond the 5-year period are as follows:

| | 31.12.2022 | 31.12.2021 |
|-------------------------|------------|------------|
| Growth rates | | |
| – 2022 | – | 6% |
| – 2023 | 3.7% | 4% |
| – 2024 | 0% | 3% |
| – 2025 | 0% | 3% |
| – 2026 | 0% | 3% |
| – 2027 | 0% | – |
| Post-tax discount rates | 13% | 14% |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

12. Goodwill on consolidation (Continued)

Impairment testing on goodwill (Continued)

The calculation of value-in-use for the CGU is most sensitive to the following assumptions:

Budgeted revenue and gross margins – The budgeted revenue and gross margins are based on past performances and expectations of market developments.

Budgeted growth rates – Management determined the budgeted growth rates based on experience and expectations of market developments. The budgeted growth rates used by the Group do not exceed the long-term average growth rate for the industry relevant to the CGU.

Discount rate – The discount rate used represents the current market assessment of the risk specific to the CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and derived from its WACC. The WACC considers both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

Sensitivity to changes in assumptions – Management believes that no reasonably possible changes in any of the above key assumptions would cause the carrying amount of the Sichuan Longlife CGU to materially exceed its recoverable amount.

Based on the assessment, no impairment loss was recorded during the year as the recoverable amount of goodwill on consolidation allocated to this CGU was computed to be higher than the carrying amount.

13. Inventories

| | Group | |
|---|---------------|---------------|
| | 2022 | 2021 |
| | RMB'000 | RMB'000 |
| Consolidated statement of financial position: | | |
| Raw materials | 6,860 | 5,133 |
| Work in progress | 3,459 | 2,668 |
| Finished goods | 767 | 1,005 |
| | 11,086 | 8,806 |
| Consolidated income statement: | | |
| Inventories recognised as an expense in cost of sales | 18,019 | 18,242 |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

14. Trade receivables

| | Group | | Company | |
|---|-----------------|-----------------|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 | 2022 RMB'000 | 2021 RMB'000 |
| Trade receivables – Third party customers | 6,673 | 9,299 | – | – |
| Less: Allowance for expected credit losses | (454) | (258) | – | – |
| | 6,219 | 9,041 | – | – |
| Note receivables | 5,423 | 3,762 | – | – |
| Total trade receivables | 11,642 | 12,803 | – | – |
| Add: Other receivables (Note 15) | 1,179 | 1,294 | 19 | 18 |
| Add: Cash and cash equivalents (Note 16) | 19,718 | 13,976 | 1,495 | 339 |
| Total financial assets carried at amortised cost | 32,539 | 28,073 | 1,514 | 357 |

Trade receivables from third party customers are non-interest bearing and are generally on 90 to 180 days' terms. They are recognised at their original invoice amounts which represents fair values at initial recognition.

Note receivables are non-interest bearing, unsecured, generally on 180 days' terms and are to be settled in cash.

Expected credit losses

The movement in allowance for expected credit losses on trade receivables from third party customers computed based on lifetime ECL is as follows:

| | Group | |
|---------------------------------|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 |
| Movement in allowance accounts: | | |
| Balance as at 1 January | 258 | 253 |
| Allowance for the year | 196 | 5 |
| Balance as at 31 December | 454 | 258 |

The allowance for ECL on note receivables is not expected to be material to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

15. Other receivables

| | Group | | Company | |
|-------------------------------------|-----------------|-----------------|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 | 2022 RMB'000 | 2021 RMB'000 |
| Other receivables – nominal amounts | 1,400 | 1,515 | 19 | 18 |
| Less: Allowance for impairment | (221) | (221) | – | – |
| | 1,179 | 1,294 | 19 | 18 |

Included in other receivables of the Group and the Company is an amount of RMB19,000 (2021: RMB18,000) which is denominated in Singapore Dollar.

Expected credit losses

There is no movement in allowance for expected credit losses on other receivables computed based on lifetime ECL during the financial years ended 31 December 2022 and 2021.

16. Cash and cash equivalents

| | Group | | Company | |
|---------------------------|-----------------|-----------------|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 | 2022 RMB'000 | 2021 RMB'000 |
| Cash at banks and on hand | 19,718 | 13,976 | 1,495 | 339 |

Cash at banks earns interest at floating rates based on daily bank deposit rates ranging from 0.05% to 0.4% (2021: 0.05% to 0.4%) per annum.

Included in the cash and cash equivalents of the Group and the Company is an amount of RMB1,495,000 (2021: RMB243,000) which is denominated in Singapore Dollar.

17. Bank borrowings

| | Maturity | Group | |
|--------------------------|------------------|-----------------|-----------------|
| | | 2022 RMB'000 | 2021 RMB'000 |
| Current: | | | |
| Fixed rate RMB bank loan | 14 December 2023 | 15,000 | – |
| Fixed rate RMB bank loan | 29 January 2022 | – | 15,000 |
| | | 15,000 | 15,000 |

The effective interest rate for the RMB bank loans ranges from 5.0% to 6.0% (2021: 5.0% to 6.0%) per annum. The loans are fully repayable upon the maturity date. The loans are secured by a charge over buildings (Note 9) and right-of-use asset of a subsidiary (Note 10).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

17. Bank borrowings (Continued)

A reconciliation of liabilities arising from financing activities is as follows:

| | Balance as at 1 January RMB'000 | Proceeds RMB'000 | Repayment RMB'000 | Balance as at 31 December RMB'000 |
|-----------------|---------------------------------------|---------------------|----------------------|---|
| 2022 | | | | |
| Bank borrowings | 15,000 | 30,000 | (30,000) | 15,000 |
| 2021 | | | | |
| Bank borrowings | 15,000 | 15,000 | (15,000) | 15,000 |

18. Trade payables

Trade payables are non-interest bearing and normally settled on 30 to 90 days' terms.

19. Other payables and accrued liabilities

| | Group | | Company | |
|--|-----------------|-----------------|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 | 2022 RMB'000 | 2021 RMB'000 |
| Other payables | 7,517 | 7,885 | - | - |
| Accruals | 1,655 | 1,478 | 1,057 | 893 |
| VAT payable | 2,218 | 1,186 | - | - |
| Advances from customers | 7,663 | 200 | - | - |
| Total other payables and accrued liabilities | 19,053 | 10,749 | 1,057 | 893 |
| Add: Bank borrowings (Note 17) | 15,000 | 15,000 | - | - |
| Add: Trade payables (Note 18) | 5,165 | 4,430 | - | - |
| Less: VAT payable | (2,218) | (1,186) | - | - |
| Less: Advances from customers | (7,663) | (200) | - | - |
| Total financial liabilities carried at amortised cost | 29,337 | 28,793 | 1,057 | 893 |

Other payables are unsecured, non-interest bearing and have an average term of three to six months.

Advances from customers are unsecured and non-interest bearing.

Included in the other payables and accrued liabilities of the Group and the Company is an amount of RMB1,056,000 (2021: RMB893,000) which is denominated in Singapore Dollar.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

20. Share capital

| | Group and Company | | | |
|---|---------------------|---------------|---------------------|---------|
| | 2022 | | 2021 | |
| | Number of shares | RMB'000 | Number of shares | RMB'000 |
| Issued and fully paid ordinary shares: | | | | |
| Balance as at 1 January and 31 December | 23,000,000 | 83,714 | 23,000,000 | 83,714 |

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. The ordinary shares have no par value.

21. Related party disclosures

Compensation of key management personnel

| | Group | |
|--------------------------------------|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 |
| Short-term employee benefits | 3,067 | 3,051 |
| Central Provident Fund contributions | 69 | 67 |
| | 3,136 | 3,118 |
| Comprise amounts paid to: | | |
| Directors of the Company | | |
| – Directors' remuneration | 983 | 983 |
| – Directors' fees | 674 | 663 |
| Other key management personnel | 1,479 | 1,472 |
| | 3,136 | 3,118 |

22. Financial risk management objectives and policies

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include foreign currency risk, credit risk and liquidity risk. The Board of Directors reviews and agrees on policies and procedures for the management of these risks, which are executed by the Financial Controller, Head of Treasury and Head of Credit Control. The Audit Committee provides independent oversight to the effectiveness of the risk management process. It is, and has been throughout the current and previous financial year, the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group and the Company do not apply hedge accounting.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

22. Financial risk management objectives and policies (Continued)

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(i) **Foreign currency risk**

The Group's operations are primarily in the PRC, of which sales, purchases and its accounts are recorded in RMB. The foreign currency risk of the Group arises mainly from its cash and cash equivalents, other receivables, other payables and accrued liabilities which are denominated in foreign currency, mainly Singapore Dollar ("SGD"). The Group does not enter into transactions to hedge against its currency risk.

Sensitivity analysis

A 10% strengthening of RMB against SGD at the reporting date would decrease the Group's profit before taxation by RMB45,000 (2021: RMB47,000). A 10% weakening of RMB against SGD would have an equal but opposite effect. This analysis assumes that all other variables, in particular interest rates, remain constant.

(ii) **Credit risk**

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and cash equivalents and note receivables), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty fails to make contractual payments, within 180 days when they fall due, which are derived based on the Group's historical information.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

22. Financial risk management objectives and policies (Continued)

(ii) *Credit risk (Continued)*

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Internal credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant difficulty of the issuer or the borrower
- A breach of contract, such as a default or past due event
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation
- There is a disappearance of an active market for that financial asset because of financial difficulty

The Group categorises a loan or receivable for potential write-off when a debtor fails to make contractual payments more than 180 days past due. Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the company continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

The following are credit risk management practices and quantitative and qualitative information about amounts arising from expected credit losses for trade receivables.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

22. Financial risk management objectives and policies (Continued)

(ii) Credit risk (Continued)

Trade receivables from third party customers

For trade receivables, the Group has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted or appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of trade receivables is presented based on their past due status in terms of the provision matrix.

| | Not past due RMB'000 | < 60 days RMB'000 | Days past due | | | Total RMB'000 |
|--|----------------------------|----------------------|-----------------------------|------------------------------|-----------------------|------------------|
| | | | 61 – 120 days RMB'000 | 121 – 180 days RMB'000 | > 180 days RMB'000 | |
| 2022 | | | | | | |
| Estimated total gross carrying amount at default | 5,869 | 187 | 94 | 92 | 431 | 6,673 |
| ECL | – | – | – | (23) | (431) | (454) |
| | | | | | | <u>6,219</u> |
| 2021 | | | | | | |
| Estimated total gross carrying amount at default | 7,559 | 418 | 124 | 351 | 847 | 9,299 |
| ECL | – | – | – | – | (258) | (258) |
| | | | | | | <u>9,041</u> |

Information regarding loss allowance movement of trade receivables from third party customers are disclosed in Note 14.

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The trade and other receivables of the Group are not secured by any credit enhancements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

22. Financial risk management objectives and policies (Continued)

(ii) **Credit risk (Continued)**

Trade receivables from third party customers (Continued)

Credit risk concentration profile

Concentration of credit risk exists when changes in economic, industrial or geographic factors similarly affect groups of counterparts whose aggregate credit exposure is significant in relation to the Group's total credit exposure.

At the end of the reporting period, approximately 38% (2021: 36%) of the Group's trade receivables were due from 5 major customers which are hospitals and medical institutions located in the PRC.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment record with the Group. Cash and cash equivalents that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Notes 14 and 15.

(iii) **Liquidity risk**

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

Typically, the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

22. Financial risk management objectives and policies (Continued)

(iii) *Liquidity risk (Continued)*

The table below summarises the maturity profile of the Group's and the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted payments.

| | 2022 | | | Total RMB'000 |
|--|------------------------------|-------------------------|---------------------------------|------------------|
| | 1 year or less RMB'000 | 2 to 5 years RMB'000 | More than 5 years RMB'000 | |
| Group | | | | |
| <i>Financial assets</i> | | | | |
| Trade receivables | 11,642 | – | – | 11,642 |
| Other receivables | 1,179 | – | – | 1,179 |
| Cash and cash equivalents | 19,718 | – | – | 19,718 |
| Total undiscounted financial assets | 32,539 | – | – | 32,539 |
| <i>Financial liabilities</i> | | | | |
| Bank borrowings | 15,000 | – | – | 15,000 |
| Trade payables | 5,165 | – | – | 5,165 |
| Other payables and accrued liabilities (excluding VAT payable and advances from customers) | 9,172 | – | – | 9,172 |
| Lease liabilities | 301 | 1,372 | 77 | 1,750 |
| Total undiscounted financial liabilities | 29,638 | 1,372 | 77 | 31,087 |
| Total net undiscounted financial assets/(liabilities) | 2,901 | (1,372) | (77) | 1,452 |
| | | | | |
| | 2021 | | | |
| | 1 year or less RMB'000 | 2 to 5 years RMB'000 | More than 5 years RMB'000 | Total RMB'000 |
| Group | | | | |
| <i>Financial assets</i> | | | | |
| Trade receivables | 12,803 | – | – | 12,803 |
| Other receivables | 1,294 | – | – | 1,294 |
| Cash and cash equivalents | 13,976 | – | – | 13,976 |
| Total undiscounted financial assets | 28,073 | – | – | 28,073 |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

22. Financial risk management objectives and policies (Continued)

(iii) Liquidity risk (Continued)

| | 2021 | | | Total RMB'000 |
|--|------------------------------|-------------------------|---------------------------------|------------------|
| | 1 year or less RMB'000 | 2 to 5 years RMB'000 | More than 5 years RMB'000 | |
| Financial liabilities | | | | |
| Bank borrowings | 15,000 | – | – | 15,000 |
| Trade payables | 4,430 | – | – | 4,430 |
| Other payables and accrued liabilities (excluding VAT payable and advances from customers) | 9,363 | – | – | 9,363 |
| Lease liabilities | 517 | 1,784 | 179 | 2,480 |
| Total undiscounted financial liabilities | 29,310 | 1,784 | 179 | 31,273 |
| Total net undiscounted financial liabilities | (1,237) | (1,784) | (179) | (3,200) |
| | | | | |
| | 2022 | | | |
| | 1 year or less RMB'000 | 2 to 5 years RMB'000 | More than 5 years RMB'000 | Total RMB'000 |
| Company | | | | |
| Financial assets | | | | |
| Other receivables | 19 | – | – | 19 |
| Cash and cash equivalents | 1,495 | – | – | 1,495 |
| Total undiscounted financial assets | 1,514 | – | – | 1,514 |
| Financial liabilities | | | | |
| Other payables and accrued liabilities | 1,057 | – | – | 1,057 |
| Lease liabilities | 52 | – | – | 52 |
| Total undiscounted financial liabilities | 1,109 | – | – | 1,109 |
| Total net undiscounted financial assets | 405 | – | – | 405 |

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

22. Financial risk management objectives and policies (Continued)

(iii) *Liquidity risk (Continued)*

| | 2021 | | | Total RMB'000 |
|--|------------------------------|-------------------------|---------------------------------|------------------|
| | 1 year or less RMB'000 | 2 to 5 years RMB'000 | More than 5 years RMB'000 | |
| Company | | | | |
| <i>Financial assets</i> | | | | |
| Other receivables | 18 | – | – | 18 |
| Cash and cash equivalents | 339 | – | – | 339 |
| Total undiscounted financial assets | <u>357</u> | <u>–</u> | <u>–</u> | <u>357</u> |
| <i>Financial liabilities</i> | | | | |
| Other payables and accrued liabilities | 893 | – | – | 893 |
| Lease liabilities | 69 | 52 | – | 121 |
| Total undiscounted financial liabilities | <u>962</u> | <u>52</u> | <u>–</u> | <u>1,014</u> |
| Total net undiscounted financial liabilities | <u>(605)</u> | <u>(52)</u> | <u>–</u> | <u>(657)</u> |

23. Capital management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2022 and 2021.

The subsidiaries of the Group are required by the Foreign Enterprise Law of the PRC to contribute to and maintain a non-distributable statutory reserve fund whose utilisation is subject to approval by the relevant PRC authorities. This externally imposed capital requirement has been complied with by the subsidiaries for the financial years ended 31 December 2022 and 2021.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

23. Capital management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio between 0% and 40%. The Group includes within net debt, bank borrowings, trade payables, other payables and accrued liabilities and lease liabilities less cash and cash equivalents. Capital includes equity attributable to the equity holders of the Company less the abovementioned restricted statutory reserve fund.

| | Group | |
|--|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 |
| Bank borrowings | 15,000 | 15,000 |
| Trade payables | 5,165 | 4,430 |
| Other payables and accrued liabilities | 19,053 | 10,749 |
| Lease liabilities | 1,533 | 2,137 |
| Less: Cash and cash equivalents | <u>(19,718)</u> | <u>(13,976)</u> |
| Net debt | <u>21,033</u> | <u>18,340</u> |
| Total equity | <u>41,924</u> | <u>45,484</u> |
| Capital and net debt | <u>62,957</u> | <u>63,824</u> |
| Gearing ratio | <u>33%</u> | <u>29%</u> |

24. Segment information

For management purposes, the Group is organised into business units based on their products, and has 3 reportable operating segments as follows:

(i) **Western drugs**

Western drugs refer mainly to chemically formulated drugs and are marketed under the "Kinna" brand.

(ii) **TCM formulated drugs**

TCM formulated drugs refer to Traditional Chinese Medicine and are marketed under the "Longlife" brand.

(iii) **Distribution**

This segment refers to agency products and internally manufactured products which are marketed through the distribution arm. Starting from the financial year ended 31 December 2021, the Western drugs and TCM formulated drugs segments have been fully responsible for their own distributions and no longer marketed through the distribution arm.

Geographical segment

No segmental analysis by geographical segment is provided as the principal assets employed by the Group are located in the PRC and the Group's turnover and profits were mainly derived from the sale of medicines to domestic customers in the PRC.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

24. Segment information (Continued)

| | Western drugs | | TCM formulated drugs | | Distribution | | Eliminations | | Group | |
|---|---------------|---------|----------------------|---------|--------------|---------|--------------|---------|---------|---------|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| Revenue | | | | | | | | | | |
| External sales | 13,653 | 15,260 | 36,716 | 37,512 | - | - | - | - | 50,369 | 52,772 |
| Inter segment sales | - | - | - | - | - | - | - | - | - | - |
| Total revenue | 13,653 | 15,260 | 36,716 | 37,512 | - | - | - | - | 50,369 | 52,772 |
| Result | | | | | | | | | | |
| Segment results | (1,954) | 817 | 2,275 | 4,925 | (166) | (246) | - | - | 155 | 5,496 |
| Unallocated corporate expenses | | | | | | | | | (2,390) | (2,351) |
| (Loss)/profit from operations | | | | | | | | | (2,235) | 3,145 |
| Finance income | 15 | 7 | 13 | 22 | - | 1 | - | - | 28 | 30 |
| Finance costs | (132) | (141) | (819) | (917) | - | (1) | - | - | (951) | (1,059) |
| Income tax expense | - | - | (18) | (149) | - | - | - | - | (18) | (149) |
| (Loss)/profit before non-controlling interest | | | | | | | | | (3,176) | 1,967 |
| Non-controlling interest | | | | | | | | | (384) | (797) |
| Net (loss)/profit attributable to equity holders of the Company | | | | | | | | | (3,560) | 1,170 |
| Assets and liabilities | | | | | | | | | | |
| Segment assets | | | | | | | | | | |
| Unallocated corporate assets | 17,560 | 22,273 | 78,728 | 69,695 | 28 | 247 | - | - | 96,316 | 92,191 |
| Total assets | | | | | | | | | 1,580 | 487 |
| Segment liabilities | | | | | | | | | | |
| Unallocated corporate liabilities | 4,711 | 4,243 | 34,857 | 27,004 | 250 | 302 | - | - | 97,896 | 92,678 |
| Total liabilities | | | | | | | | | 39,818 | 31,525 |
| Other segment information | | | | | | | | | | |
| Capital expenditure (Note A) | 92 | 13 | 146 | 1,569 | - | - | - | - | 238 | 1,582 |
| Depreciation and amortisation | 1,018 | 910 | 978 | 859 | 3 | 76 | - | - | 1,999 | 1,845 |
| Interest income | (15) | (7) | (13) | (22) | - | (1) | - | - | (28) | (30) |
| Interest expense | 132 | 141 | 819 | 917 | - | 1 | - | - | 951 | 1,059 |
| (Write-back of)/allowance for expected credit losses on trade and other receivables | (30) | (32) | 226 | 33 | - | 4 | - | - | 196 | 5 |
| Loss on disposal of property, plant and equipment | 11 | - | - | 7 | - | - | - | - | 11 | 7 |

Note A: Capital expenditure consists of purchase of property, plant and equipment and additions to construction in progress

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

24. Segment information (Continued)

Information about major customers

Information regarding customers which account for more than 7% of the revenue derived by any of the entities within the Group is as follows:

| | Western drugs | | TCM formulated | |
|------------|-----------------|-----------------|-----------------|-----------------|
| | 2022 RMB'000 | 2021 RMB'000 | 2022 RMB'000 | 2021 RMB'000 |
| Customer A | 1,897 | 3,807 | – | – |
| Customer B | 1,334 | 2,374 | – | – |
| Customer C | – | – | 3,000 | 5,125 |
| Customer D | – | – | 2,641 | 3,657 |
| | 3,321 | 6,181 | 5,641 | 8,782 |

25. Events occurring after the reporting period

On 5 April 2023, the Company issued and allotted 4,600,000 new ordinary shares, resulting in the total paid-up shares of the Company increasing to 27,600,000. The total cash consideration for the share issuance is SGD460,000 (equivalent to approximately RMB2,380,000).

26. Authorisation of financial statements for issue

The financial statements for the year ended 31 December 2022 were authorised for issue in accordance with a resolution of the directors on 10 April 2023.

STATISTICS OF SHAREHOLDINGS

AS AT 16 MARCH 2023

| | | |
|--|---|--------------------------------|
| Issued and paid-up share capital | : | S\$17,025,532.94 |
| Number of issued shares | : | 23,000,000 |
| Class of shares | : | Ordinary shares |
| Voting rights on a poll | : | 1 vote for each ordinary share |
| Number and percentage of treasury shares | : | Nil |
| Number and percentage of subsidiary holdings | : | Nil |

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 16 MARCH 2023

| SIZE OF SHAREHOLDINGS | NO. OF SHAREHOLDERS | % | NO. OF SHARES | % |
|-----------------------|---------------------|---------------|-------------------|---------------|
| 1 – 99 | 1 | 0.12 | 2 | 0.00 |
| 100 – 1,000 | 375 | 44.17 | 228,500 | 0.99 |
| 1,001 – 10,000 | 398 | 46.88 | 1,366,470 | 5.94 |
| 10,001 – 1,000,000 | 70 | 8.24 | 4,729,748 | 20.57 |
| 1,000,001 and above | 5 | 0.59 | 16,675,280 | 72.50 |
| | 849 | 100.00 | 23,000,000 | 100.00 |

TOP TWENTY HOLDERS OF SHARES AS AT 16 MARCH 2023

| | NAME OF SHAREHOLDER | NO. OF SHARES | % |
|----|--|-------------------|--------------|
| 1 | CHUNG CHIA-JUNG | 5,233,800 | 22.76 |
| 2 | SUNTAR INVESTMENT PTE LTD | 4,770,000 | 20.74 |
| 3 | SHENZHEN SICHUANG MEISHI PHARMACEUTICALS RESEARCH AND DEVELOPMENT CO., LTD | 3,000,000 | 13.04 |
| 4 | TOP ENTREPRENEUR LIMITED | 2,281,200 | 9.92 |
| 5 | UOB KAY HIAN PRIVATE LIMITED | 1,390,280 | 6.04 |
| 6 | RAFFLES NOMINEES (PTE.) LIMITED | 694,620 | 3.02 |
| 7 | OCBC SECURITIES PRIVATE LIMITED | 519,100 | 2.26 |
| 8 | CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD. | 518,368 | 2.25 |
| 9 | WANG JIA | 313,410 | 1.36 |
| 10 | LONG BIAO | 251,200 | 1.09 |
| 11 | ZHAO JIE | 157,100 | 0.68 |
| 12 | PHILLIP SECURITIES PTE LTD | 130,200 | 0.57 |
| 13 | SEET SEOW MENG VINCENT | 129,000 | 0.56 |
| 14 | KIW SIN WA | 127,800 | 0.56 |
| 15 | LEE CHAY GIAM JOEL | 123,750 | 0.54 |
| 16 | NGIN CHOON KAY | 111,300 | 0.48 |
| 17 | WAN ZUOFENG | 95,100 | 0.41 |
| 18 | DBS NOMINEES (PRIVATE) LIMITED | 92,000 | 0.40 |
| 19 | KHOO THOMAS CLIVE | 80,000 | 0.35 |
| 20 | CHEN BEI | 71,400 | 0.31 |
| | TOTAL: | 20,089,628 | 87.34 |

Note: The percentages are computed based on 23,000,000 ordinary shares as at 16 March 2023.

STATISTICS OF SHAREHOLDINGS

AS AT 16 MARCH 2023

SUBSTANTIAL SHAREHOLDERS AS AT 16 MARCH 2023

(as shown in the Register of Substantial Shareholders)

| Name of substantial shareholders | Direct Interest | | Deemed Interest | |
|--|-----------------|-------|-----------------|-------|
| | No. of Shares | % | No. of shares | % |
| Chung Chia-Jung | 5,233,800 | 22.76 | – | – |
| Suntar Investment Pte. Ltd. | 4,770,000 | 20.74 | – | – |
| Shenzhen Sichuang Meishi Pharmaceuticals Research and Development Co., Ltd | 3,000,000 | 13.04 | – | – |
| Top Entrepreneur Limited | 2,281,200 | 9.92 | – | – |
| Yang Yan ⁽¹⁾ | – | – | 2,281,200 | 9.92 |
| Sinomem Technology Pte. Ltd. ⁽²⁾ | – | – | 4,770,000 | 20.74 |
| Clean Water Investment Limited ⁽³⁾ | – | – | 4,770,000 | 20.74 |
| Lan Weiguang ⁽⁴⁾ | – | – | 4,770,000 | 20.74 |
| Wang Shu ⁽⁵⁾ | – | – | 3,000,000 | 13.04 |
| Liu Bing ⁽⁶⁾ | – | – | 3,000,000 | 13.04 |

Notes:

- (1) Mr. Yang Yan is deemed to be interested in the shares held by Top Entrepreneur Limited through his direct interest in Top Entrepreneur Limited.
- (2) Sinomem Technology Pte. Ltd. which holds not less than 20% of the issued share capital of Suntar Investment Pte Ltd, is deemed to be interested in the shares held by Suntar Investment Pte. Ltd..
- (3) Clean Water Investment Limited holds entire issued share capital of Sinomem Technology Pte. Ltd. which is the majority shareholder of Suntar Investment Pte. Ltd., is deemed to be interested in shares held by Suntar Investment Pte. Ltd..
- (4) Dr Lan Weiguang holds not less than 20% interests in Clean Water Investment Limited, which in turns holds 100% of the issued share capital of Sinomem Technology Pte. Ltd., is deemed to be interested in the shares held by Suntar Investment Pte. Ltd..
- (5) Mr. Wang Shu is deemed to be interested in the shares held by Shenzhen Sichuang Meishi Pharmaceuticals Research and Development Co., Ltd through his controlling interest in Shenzhen Sichuang Meishi Pharmaceuticals Research and Development Co., Ltd.
- (6) Mr. Liu Bing is deemed to be interested in the shares held by Shenzhen Sichuang Meishi Pharmaceuticals Research and Development Co., Ltd through his controlling interest in Shenzhen Sichuang Meishi Pharmaceuticals Research and Development Co., Ltd.

SHARES HELD BY PUBLIC

Based on the information available to the Company as at 16 March 2023, approximately 33.54% of the issued shares of the Company is held by the public. Therefore, Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited is complied with.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 19th Annual General Meeting (the “**AGM**”) of Pharmesis International Ltd. (the “**Company**”) will be held at 5 Kallang Sector, #03-02, Singapore 349279 on Friday, 28 April 2023 at 11.00 a.m. (Singapore time) to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Auditor’s Report thereon. **(Resolution 1)**

2. To re-elect the following Directors, who are retiring pursuant to Article 91 of the Company’s Constitution, and who, being eligible, offer themselves for re-election:

Mr. Wu Xuedan

(Resolution 2)

[See Explanatory Note (i)]

Mr. Wu Xuedan will, upon re-election as a Director of the Company, remain as Executive Director and Chief Executive Officer of the Company and member of the Nominating Committee.

Mr. Qi Jie

(Resolution 3)

[See Explanatory Note (i)]

Mr. Qi Jie will, upon re-election as a Director of the Company, remain as Executive Director and Chief Operating Officer of the Company.

3. To approve the payment of Directors’ fees of SGD124,200 for the financial year ending 31 December 2023 to be paid quarterly in arrears (2022: SGD138,000). **(Resolution 4)**

4. To re-appoint Messrs Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

5. To transact any other ordinary business which may be properly transacted at an AGM.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without modifications:

6. Authority to allot and issue shares

“That, pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:–

- (a) (i) allot and issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the Company’s total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the Company’s total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);

NOTICE OF ANNUAL GENERAL MEETING

- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercise of share options or vesting of share awards, provided that share options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares,
- provided further that adjustments in accordance with (2)(i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable requirements under the Act and the Constitution of the Company for the time being; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

(Resolution 6)

[See Explanatory Note (ii)]

By Order of the Board

Cheok Hui Yee
Company Secretary

Singapore, 13 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Pursuant to Rule 720(6) of the SGX-ST Listing Manual, further information on Mr. Wu Xuedan and Mr. Qi Jie is set out on pages 110 to 114 of the Company's Annual Report.
- (ii) Ordinary Resolution 6 proposed in item 6 above, if passed, will authorise and empower the Directors of the Company from the date of the above meeting until the next AGM to issue shares and/or convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of which the total number of shares and convertible securities issued other than on a *pro rata* basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

Notes:

1. The AGM will be held, in a wholly physical format, pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no options for members to participate virtually.** Printed copies of this notice of AGM (the "Notice") and the accompanying proxy form will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the SGX website at <https://www.sgx.com/securities/company-announcements> and on the Company's website at <http://www.pharmesis.com>.
2. Shareholders, including investors holding shares through The Central Provident Fund Investment Scheme ("CPF") ("CPF investors") and Supplementary Retirement Scheme ("SRS") ("SRS investors") and duly appointed proxies may attend the AGM in person.
3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting of the Company. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Act.
4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where more than two (2) proxies are appointed, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
5. A proxy needs not be a member of the Company.
6. A member can appoint the Chairman of the AGM as its/his/her proxy but this is not mandatory. CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m., on 18 April 2023 (at least seven (7) working days prior to the date of the AGM).
7. The instrument appointing a proxy(ies), duly executed, must be submitted in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - (b) if submitted electronically, be submitted via email to the Company at pharmesis@gmail.com,

in either case, no later than **11 a.m. on 26 April 2023** (being not less than forty-eight (48) hours before the time appointed for holding the AGM). Completion and return of the form of proxy by a member will not prevent him/her from attending, speaking and voting at the AGM if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.

A member who wishes to submit an instrument of proxy or proxies must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

8. The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument.

NOTICE OF ANNUAL GENERAL MEETING

9. A depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**") as at seventy-two (72) hours before the time appointed for holding the AGM in order for the depositor to be entitled to attend, speak and vote at the AGM.
10. All members, including CPF and SRS investors may submit questions related to the resolutions to be tabled for approval at the AGM or in advance of the AGM, in the following manner by 5.00 p.m. on 20 April 2023:
 - (a) by email to the Company at pharmesis@gmail.com; or
 - (b) by post to the registered office of Company at 5 Kallang Sector, #03-02, Singapore 349279, attention to the Chairman of AGM.

When sending in your questions via email or by post, please also provide us with the following details:

- your full name;
 - your address;
 - number of shares held; and
 - the manner in which you hold shares (e.g., via CDP, CPF or SRS).
11. The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company's website and on SGX website latest by 24 April 2023. Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the cut-off date will be consolidated and addressed at the AGM.
 12. The Annual Report, Notice of AGM and proxy form have been published on the Company's website at <http://www.pharmesis.com> and on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will **not be** despatched to members. Members and CPF and SRS investors are advised to check the Company's website or SGX website regularly for updates.
 13. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGX website and the Company's website, and the minutes will include the responses to substantial and relevant questions which are addressed during the AGM, if any.

Personal Data Privacy:

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; or (b) submitting any question prior to, or at, the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof), addressing substantial and relevant questions from members received prior to, or at, the AGM, preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

| Name of Person | Wu Xuedan | Qi Jie |
|--|---|---|
| Date of appointment | 16 April 2004 | 31 December 2017 |
| Date of last re-appointment | 28 April 2021 | 26 June 2020 |
| Age | 60 | 57 |
| Country of Principal Residence | People's Republic of China | People's Republic of China |
| The Board's comments on this re-appointment (including rationale, selection criteria, board diversity consideration and the search and nomination process) | The re-election of Mr. Wu Xuedan as the Executive Director and Chief Executive Officer ("CEO") of the Company was recommended by the Nominating Committee ("NC") and the Board has accepted the recommendation, after taking into consideration his qualifications, past experiences, overall contribution and performance. | The re-election of Mr. Qi Jie as the Executive Director and Chief Operating Officer ("COO") of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications, past experiences, overall contribution and performance. |
| Whether appointment is executive, and if so, the area of responsibility | Executive Mr. Wu Xuedan is responsible for the stewardship and guidance of the Group in its developments and future plans. He also oversees the overall management and operations of the Group as well as supervises the research and development activities. | Executive Mr. Qi Jie assists the CEO and oversees the overall operations of the Group. |
| Job Title | Executive Director, CEO and NC member | Executive Director and COO |
| Professional qualification | Graduated from Economic Management Correspondence Union University specializing in Industrial Enterprise Management. Diploma in Mechanical Manufacturing from Wuhan Water Transport Secondary Specialised School. | Graduated from School of Business Administration specialising in Business Management. Graduate student at Sichuan University in China. |
| Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries | None | None |

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

| Name of Person | Wu Xuedan | Qi Jie |
|---|---|---|
| Conflict of interests (including any competing business) | No | No |
| Working experience and occupation(s) during the past 10 years | <p><u>2004 to Present</u> Executive Director of Pharmesis International Ltd.</p> <p><u>2009 to 2016, 2018 to Present</u> CEO of Pharmesis International Ltd.</p> | <p><u>2017 to Present</u> Executive Director and COO of Pharmesis International Ltd.</p> <p><u>Past 10 years to Present</u> Deputy General Manager at Chengdu Kinna Pharmaceutical Co., Ltd (Subsidiary of Pharmesis International Ltd)</p> |
| Undertaking (in the form set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer | Yes | Yes |
| Shareholding interest in the listed issuer and its subsidiaries | Nil | Nil |
| Past (for the last 5 years) | <p><u>Directorships:</u></p> <ul style="list-style-type: none"> • Nil <p><u>Other Principal Commitment:</u></p> <ul style="list-style-type: none"> • Nil | <p><u>Directorships:</u></p> <ul style="list-style-type: none"> • Nil <p><u>Other Principal Commitment:</u></p> <ul style="list-style-type: none"> • Nil |
| Present | <p><u>Directorships:</u></p> <ul style="list-style-type: none"> • Chengdu Kinna Pharmaceutical Co. Ltd. • Sichuan Longlife Pharmaceutical Co. Ltd • Chengdu Pharmesis Pharmaceutical Co. Ltd • Jiangyou Lijia Pharmaceutical Co., Ltd <p><u>Other Principal Commitment:</u></p> <ul style="list-style-type: none"> • Nil | <p><u>Directorships:</u></p> <ul style="list-style-type: none"> • Chengdu Kinna Pharmaceutical Co. Ltd. • Sichuan Longlife Pharmaceutical Co. Ltd • Jiangyou Lijia Pharmaceutical Co., Ltd <p><u>Other Principal Commitment:</u></p> <ul style="list-style-type: none"> • Nil |
| (a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner? | No | No |

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

| Name of Person | Wu Xuedan | Qi Jie |
|---|-----------|--------|
| (b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency? | No | No |
| (c) Whether there is any unsatisfied judgment against him? | No | No |
| (d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose? | No | No |
| (e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach? | No | No |

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

| Name of Person | Wu Xuedan | Qi Jie |
|--|-----------|--------|
| (f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part? | No | No |
| (g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust? | No | No |
| (h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust? | No | No |
| (i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity? | No | No |

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

| Name of Person | Wu Xuedan | Qi Jie |
|--|---|---|
| <p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–</p> <p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p> <p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p> <p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p> <p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,</p> <p>in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p> | <p>No</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p> | <p>No</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p> |
| <p>(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p> | <p>No</p> | <p>No</p> |

Pharmesis International Ltd.

(Incorporated in the Republic of Singapore)

(Company Registration No. 200309641E)

Important

- 1) The 19th annual general meeting (the "AGM") will be held, in a wholly physical format at 5 Kallang Sector, #03-02, Singapore 349279 on Friday, 28 April 2023 at 11.00 a.m., pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for shareholders to participate virtually.** Printed copies of the notice of AGM (the "Notice") and this accompanying proxy form will not be sent to members. Instead, the Notice and this accompanying proxy form will be sent to members by electronic means via publication on the Company's website at <http://www.pharmesis.com/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- 2) This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors. CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy to vote on their behalf should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM, i.e. by 5.00 p.m. on 18 April 2023.
- 3) By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice dated 13 April 2023.
- 4) Please read the notes overleaf which contain instructions on, inter alia, the appointment of a proxy(ies).

PROXY FORM

Annual General Meeting

*I/We _____ (Name) _____ (NRIC/Passport/Co. Registration No.)

of _____ (Address)

being a* member/members of Pharmesis International Ltd. (the "Company") hereby appoint:

| Name | NRIC/Passport No. | Proportion of Shareholdings | |
|---------|-------------------|-----------------------------|---|
| | | No. of Shares | % |
| Address | | | |

and/or (delete as appropriate)

| Name | NRIC/Passport No. | Proportion of Shareholdings | |
|---------|-------------------|-----------------------------|---|
| | | No. of Shares | % |
| Address | | | |

or failing *him/her/them, the Chairman of the AGM, as *my/our proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the 19th AGM of the Company to be held at 5 Kallang Sector, #03-02, Singapore 349279 on Friday, 28 April 2023 at 11.00 a.m. (Singapore time) and at any adjournment thereof in the following manner.

*I/We direct *my/our proxy/proxies to vote "For" or "Against", or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/their discretion.

| No. | ORDINARY BUSINESS | For [#] | Against [#] | Abstain [#] |
|-----|---|------------------|----------------------|----------------------|
| 1. | Adoption of the Directors' Statement, Audited Financial Statements and the Auditor's Report | | | |
| 2. | Re-election of Mr. Wu Xuedan as a Director | | | |
| 3. | Re-election of Mr. Qi Jie as a Director | | | |
| 4. | Approval of Directors' Fees of SGD124,200 for the financial year ending 31 December 2023 | | | |
| 5. | Re-appointment of Messrs Ernst & Young LLP as Auditor of the Company | | | |
| | SPECIAL BUSINESS | | | |
| 6. | Authority to allot and issue shares | | | |

* Delete whichever is inapplicable.

[#] Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please indicate so with a "X" within the relevant box. Alternatively, please indicate the number of votes "For" or "Against" each resolution. If you wish your proxy or proxies to abstain from voting on a resolution, please indicate with "X" in the "Abstain" box for a particular resolution. Alternatively, please indicate the number of shares that your proxy or proxies is/are directed to abstain from voting in the "Abstain" box for a particular resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.**

Dated this _____ day of _____ 2023.

Total Number of Shares held (Note 1)

| |
|--|
| |
|--|

Signature of Member(s) and
Common Seal of Corporate Member

IMPORTANT: PLEASE READ NOTES OVERLEAF



NOTES:

1. Please insert the total number of shares in the capital of the Company (“**Shares**”) held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited (“**CDP**”), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry one hundred per cent (100%) of the shareholdings of its/his/her appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
3. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than two (2) proxies are appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967 (the “**Act**”).

4. A member can appoint the Chairman of the AGM as its/his/her proxy, but this is not mandatory. If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution. If no specific direction as to voting or abstentions from voting in respect of a resolution in the proxy form, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
5. A proxy need not be a member of the Company.
6. The instrument appointing a proxy(ies), duly executed, must be submitted in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company’s Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - (b) if submitted electronically, be submitted via email to the Company at pharmesis@gmail.com,

in either case, no later than 11 a.m. on 26 April 2023 (being not less than forty-eight (48) hours before the time appointed for holding the AGM).

A member who wishes to submit an instrument of proxy or proxies must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

7. Completion and submission instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of a proxy(ies) shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument appointing a proxy(ies) to the AGM.
8. The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument.
9. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Act.
10. For CPF/SRS investors, this proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors (a) should approach their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; and (b) may appoint the Chairman of AGM as proxy to vote on their behalf at the AGM, in which case, they should approach their respective CPF Agent Banks/SRS Operators to submit their voting instructions by 5.00 p.m. on 18 April 2023, at least seven (7) working days before the AGM.

General:

The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any proxy form lodged if such members are not shown to have shares entered against their name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by the CDP to the Company.



PHARMESIS INTERNATIONAL LTD.

COMPANY REGISTRATION NUMBER: 200309641E

5 KALLANG SECTOR #03-02 SINGAPORE 349279

WWW.PHARMESIS.COM