

Guanze Medical Information Industry (Holding) Co., Ltd.

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2427

2022
ANNUAL REPORT



Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Meng Xianzhen (*Chairman and Chief Executive Officer*)

Mr. Guo Zhenyu

Non-executive Director

Ms. Meng Cathy

Independent non-executive Directors

Dr. Zhao Bin

Dr. Chang Shiwang

Dr. Wong Man Hin Raymond

BOARD COMMITTEES

Audit Committee

Dr. Wong Man Hin Raymond (*Chairman*)

Dr. Zhao Bin

Dr. Chang Shiwang

Remuneration Committee

Dr. Chang Shiwang (*Chairman*)

Mr. Meng Xianzhen

Dr. Zhao Bin

Nomination Committee

Mr. Meng Xianzhen (*Chairman*)

Dr. Zhao Bin

Dr. Chang Shiwang

COMPANY SECRETARY

Mr. Zhang Senquan

AUTHORISED REPRESENTATIVES

Mr. Meng Xianzhen

Mr. Zhang Senquan

HONG KONG LEGAL ADVISOR

Jingtian & Gongcheng LLP

COMPLIANCE ADVISOR

Yue Xiu Capital Limited

(A licensed corporation to carry on type 6 (advising on corporate finance) regulated activity under the SFO)

Room 17-37, 49/F

Sun Hung Kai Centre

30 Harbour Road

Wanchai, Hong Kong

PLACE OF LISTING AND STOCK CODE

The Stock Exchange of Hong Kong Limited

Stock Code: 2427

COMPANY'S WEBSITE

www.guanzegroup.com

HEAD OFFICE IN THE PEOPLE'S REPUBLIC OF CHINA

Room 501-A, Block 10

Strategic Emerging Industry Base

Jinan High-tech Zone

No. 2966 Chunhui Road

Jinan High-tech Zone

Shandong Province

PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A, 16/F.,

Kingswell Commercial Tower,

171 Lockhart Road,

Wanchai,

Hong Kong

REGISTERED OFFICE

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

AUDITOR

Ernst & Young

Certified Public Accountants

Registered Public Interest Entity Auditor

27/F, One Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

PRINCIPAL BANKER

Industrial and Commercial Bank of China Limited

(Shanghai Waigaoqiao Free Trade Zone Sub-branch)

Financial Highlights and Summary

FINANCIAL RESULTS

	For the year ended 31 December			
	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000
Revenue	177,112	211,076	184,435	140,825
Gross Profit	80,976	75,699	61,575	46,415
Profit for the year attributable to owners of the Company	17,944	22,935	29,043	22,324

ASSETS AND LIABILITIES

	As at 31 December			
	2022 RMB'000	2021 RMB'000	2020 RMB'000	2019 RMB'000
Non-current assets	34,646	30,563	28,018	15,881
Current assets	293,077	173,488	125,867	120,003
Current liabilities	66,986	41,337	51,633	61,587
Net current assets	226,091	132,151	74,234	58,416
Non-current liabilities	96	154	3,812	–
Net assets	260,641	162,560	98,440	74,297
Equity attributable to the owners of the Company	260,136	162,397	98,440	74,297
Non-controlling interest	505	163	–	–

KEY FINANCIAL RATIOS

	Notes	For the year ended 31 December			
		2022	2021	2020	2019
Return on equity (%)	1	6.9%	14.2%	29.5%	30.0%
Return on total assets (%)	2	5.5%	11.2%	18.9%	16.4%
Current ratio (times)	3	4.4	4.2	2.4	1.9
Quick ratio (times)	4	2.8	3.8	2.0	1.2
Gearing ratio (%)	5	9.8%	9.2%	8.4%	1.3%

Notes:

- Return on equity equals profit attributable to owners of the Company divided by total equity attributable to owners of the Company.
- Return on total assets equals profit attributable to owners of the Company divided by total assets.
- Current ratio equals current assets divided by current liabilities and multiplied by 100%.
- Quick ratio equals current assets less inventories and prepayments, other receivables and other assets and divided by current liabilities and multiplied by 100%.
- Gearing ratio equals total debt (including interest-bearing bank and other borrowings) divided by total equity and multiplied by 100%.

Chairman's Statement

Dear shareholders,

On behalf of the board of directors (the "**Directors**"), I am pleased to present the annual report of Guanze Medical Information Industry (Holding) Co., Ltd. (the "**Company**", together with its subsidiaries the "**Group**") for the year ended 31 December 2022 (the "**Reporting Period**").

In 2022, it is apparent that China achieved economic growth under great pressure from a number of uncertainty factors brought about by the COVID-19 pandemic, which demonstrated its strong resilience and vigorous vitality. As a regional leader in the market segment of medical imaging solution, it was a milestone and a new beginning for the Group. On 29 December 2022, the Group successfully listed on the main board of the Hong Kong Stock Exchange (the "**Listing**"), a march towards a new journey in the international capital market at a more solid and stable pace into the future.

This year, we made progress under pressure with progressive high quality to lay the foundation of our core competitiveness. It is a remarkable conclusion of the first financial year following the listing of the Group. We had a stronger determination to carry out the business model of "medical imaging film + medical imaging cloud services". According to the annual audit report of Ernst & Young, as of 31 December 2022, annual revenue of RMB177.1 million, which represented a year-on-year decrease of 16.1%, profit before tax of RMB30.0 million, which represented a year-on-year decrease of 9.4%, total assets of RMB327.7 million, net assets of RMB260.6 million and gearing ratio of 9.8% were recorded.

This year, we put in practical work and took the lead to achieve rapid growth that gave rise to economic benefits. With closer attention being devoted to the medical industry by our country, the economic level and social awareness of the country continues to develop and progress creating an ever-increasing demand for public health, thus the demand for medical device management enterprises continues to expand in the domestic market. Currently, the medical device market in China has become the second largest market in the world. We have improved our development strategy based on actual circumstances, to consolidate our competitiveness, and actively participated in market competition, resulting in the bright development prospects for our business segments. As of 31 December 2022, the sales of our self-branded medical imaging film products constituted approximately 44% of our revenue under the medical imaging film product business segment of the Company.

This year, we conducted an in-depth analysis on the market trend to provide customers with one-stop medical imaging products and services. With the rise of big data platforms and their gradual application in medical device R&D, clinical practice, and marketing, medical imaging film products and medical imaging cloud services also faced with digital transformation. The market size of medical imaging cloud services industry in China continued to grow from RMB700 million in 2016 to RMB3.5 billion in 2021, representing a CAGR of 36.6%. It is expected to further increase from RMB3.5 billion in 2021 to RMB18.9 billion in 2030, representing a CAGR of 20.6%. A growing number of medical institutions in China have been deploying medical imaging cloud services to improve efficiency and facilitate image reading.

Chairman's Statement (continued)

With the improvement of imaging equipment and the significant increase in the volume of images, which has resulted in the demand for greater storage capacity, cloud platform has become a more cost-effective way than traditional local storage. We strive to provide solutions which could serve as infrastructure connecting among medical practitioners and between medical practitioners and patients within the healthcare system. The advantage of being the only provider of medical imaging film products with medical imaging cloud services in Shandong Province has contributed to our success, allowing us to stand out from our competitors, which will continue to be the main driver of our business growth. We differentiate ourselves from other medical imaging film products providers in Shandong Province by specialising in the integration of both hardware and software for offering a one-stop medical imaging products and services to our customers, which in turn help to maintain customers' reliance on and loyalty to our products and services.

This year, we made steady progress, committed to optimize business performance and still showed deep devotion to our business in Shandong region. At the same time, we strengthened our exchanges and communication with our customers, accurately grasped the precise needs of customers, and recommended products or services to customers in a targeted manner to enable a closer relationship between the corporate and customers. Over years of stable operations, we accumulated a stable customer base and successfully established extensive hospital coverage, which covered 43 Grade III hospitals, 30 Grade II hospitals and 20 Grade I hospitals in Shandong Province, accounting for approximately 20.7% of Grade III hospitals, 4.1% of Grade II hospitals and 1.9% of Grade I hospitals in Shandong Province in 2022. Since our establishment, more than 40% of our customers has been walking with us. In order to maintain a close business relationship with our customers, our sales and marketing team and engineering team are willing to listen to feedbacks from customers to respond to changing customer preferences and operational needs, as well as providing timely and comprehensive after-sales services.

In addition, according to our sales model, we will provide the corresponding self-service film output printer and medical image printer in the course of the sales of medical imaging films so as to avoid the possibility of image distortion and incompatibility due to the use of different brands of equipment and films, and to facilitate the improvement and update of the relevant medical equipment. Our extensive coverage is a testament to our reputation among hospitals and medical institutions in Shandong Province. Moreover, the newly established hospitals and healthcare institutions may tend to choose us as their medical imaging film products and medical imaging cloud services providers due to our familiarity with the operation and procurement processes of the hospitals and healthcare institutions in Shandong Province.

This year, we expanded our business map and forged ahead together with the suppliers. With the close cooperation with suppliers, we have established win-win situation in business. The world had undergone unprecedented and significant changes and sharp downturn in global economic growth under the threat of COVID-19. Risk could lead to bigger opportunities. We continued to promote management and reform and strengthen external cooperation under pressure at the difficult time. We maintained a stable and mature business relationship with international medical imaging film product suppliers, while we also maintained flexibility in supplying our own self-branded medical imaging film products. The vertical integration of our supply chain of medical imaging film products was thus achieved.

This year, the Group was united in its efforts of progressing each initiative in an orderly manner according to the key plan of the year, and the Company maintained solid momentum in its development. The Group had an experienced and dedicated professional management team and a sales team with a proven track record. Key members of our management team had an average of ten years of experience in the medical imaging or financial industry. Our experienced sales and marketing teams acquired significant expertise and knowledge of the local market, including a deep understanding of local customer preferences. We believe that our experienced senior management team has played a key role in leading the operations and development strategies, and in providing us with industry and operational knowledge, which have been and will continue to be the key to our success in our future operations and profitability.

Chairman's Statement (continued)

The Group is one of the distributors of medical imaging film products in China with product development capabilities. According to the national policy "Made in China 2025" and "Healthy China 2030 Planning Outline", it is an inevitable trend to replace imported medical devices with domestic products. It is expected that the domestic medical imaging film market will benefit from this policy, and it is foreseeable that hospitals and medical institutions will increase their purchase from domestic companies. In view of this policy, domestic medical imaging film product suppliers will play a more important role in supporting the medical system in China in the future. As our country is paying greater and greater attention to the infrastructure of the public health system, the medical device industry may achieve better development with the help of policies and the second and third tier counties may become key locations for the layout of medical device companies. Moreover, as our country continues to further develop its medical policy, the actual development path of the industry and enterprises in the future will become more extensive.

In this long journey ahead, our only option is to strive forward. 2023 is the first year of China's economic restart after the pandemic. According to the "World Economic Situation and Prospects 2023" issued by the United Nations on 25 January 2023, experts from many international institutions and investment banks believe that China's macroeconomic policies will support the steady recovery of the economy, and it is expected that the Chinese economy will drive regional economic growth. In the future, our business development strategy is to extend our business territory to the eastern part of Shandong Province to expand our customer base and further consolidate our market position in Shandong Province. We will strengthen the supply of medical imaging cloud services through strategic acquisitions, obtaining medical device registration, and upgrading software and hardware. We will expand product portfolio to expand the value chain horizontally. We will participate in trade fairs, trade exhibitions and conferences, continuously promote the Company's brand and increase market awareness, and plan to upgrade the information technology system.

There is always a path to reach the peak of a high mountain. Looking forward to the future, under the leadership of the board of directors of the Group, we will keep our mission firmly in mind, fully develop the concepts of leanness, standardization, reform, and efficiency, constantly improve the standardized construction of the Company, and promote the healthy and stable development of the Company. We are always told to reach for the star in the vast universe. Going forward, we cannot carry on without the support of our friends from all walks of life. Therefore, we would like to express our most sincere gratitude to all shareholders, all employees of the Group and our partners for their effort and support!

Mr. Meng Xianzhen

Chairman

PRC, 28 March 2023

Management Discussion and Analysis

SUMMARY

The Company is a comprehensive medical imaging solutions provider, principally engaged in providing medical imaging film products and medical imaging cloud services in Shandong Province. The Company is a holding company of the Group which was incorporated in the Cayman Islands as an exempted company with limited liability on 11 December 2020 to prepare for the Listing and was listed on the Main Board of the Stock Exchange on 29 December 2022. We are the only provider in Shandong Province which provides medical imaging film products together with medical imaging cloud services.

BUSINESS REVIEW

We have been the distributor of international medical imaging film products since 2016. Leveraging on our established customer base in the medical imaging market in Shandong Province and with a view to increasing our profitability, we have provided our self-branded medical imaging film products to our customers in Shandong Province since 2018. Having established a market position in the medical imaging film products market in Shandong Province and by riding on the increasing demand for medical imaging informatisation and medical imaging cloud platform, we tapped into the medical imaging cloud services market by providing hospitals and healthcare institutions with medical imaging cloud services in 2017.

1. Sales of medical imaging film products

We are engaged in the sales of (i) medical imaging films procured from international brands; and (ii) medical imaging films under our own “冠澤慧醫” (Guanze Huiyi) brand to hospitals and healthcare institutions. In the course of the sales of medical imaging films, depending on our customers' needs, we will provide the corresponding self-service film output printer and/or medical image printer to them and our customers are not charged for the corresponding equipment. Occasionally, we also provide medical image data distribution system (including CDs) without charging our customers. The types of medical imaging films distributed or provided by us primarily include medical dry laser films, thermal films and medical printing films.

For the year ended 31 December 2022, the revenue from the sales of medical imaging film products was RMB157.5 million. Despite the impact of the pandemic, the level of revenue decreased slightly (2021: RMB196.9 million). However, through the efforts of all staff and cost savings, we maintained an increase in net profit after deducting non-recurring profit and loss. Meanwhile, it is worth noting that (i) the gross profit increased due to a significant decrease in the cost of sales; and (ii) the self-branded “Guanze Huiyi” was recognized by more customers, accounting for a percentage of the total revenue of medical imaging film products of 44.1% for the year ended 31 December 2022 as compared with 27.9% for the same period in 2021. The increase in the revenue of Guanze Huiyi's medical imaging film and its percentage of total revenue is due to (i) our active development of our self-branded medical imaging film; and (ii) the transition of some customers from purchasing medical dry laser film from other medical imaging products manufacturer to purchasing our self-branded medical dry laser film which has higher cost performance.

Management Discussion and Analysis (continued)

2. Provision of medical imaging cloud services

We offer four types of medical imaging cloud services including (i) digital medical imaging cloud storage platform; (ii) digital medical image platform; (iii) regional imaging diagrams platform; and (iv) PACS system, in the course of the sales of medical imaging films. We procure software which offer the above services from our software suppliers. We also engage our software suppliers for updates on the software including adding new functions and clearing bugs for at least four times a year. Our Group is responsible for installing the software to the existing information technology systems of our customers. To connect the software and the existing information technology systems of our customers, we are also required to (i) formulate an application programme interface (API) and (ii) install a hard drive called front-end processor on-site.

For the year ended 31 December 2022, the revenue from provision of medical imaging cloud services increased to approximately RMB19.6 million from approximately RMB14.2 million for the year ended 31 December 2021, representing an increase of 38.0%. The increase in revenue is due to (i) the higher premium rate charged to the existing customers in view of their increased demand for the functions of the medical imaging cloud services; and (ii) the number of customers subscribed for the medical imaging cloud services increased from 53 for the year ended 31 December 2021 to 59 for the year ended 31 December 2022.

OUR STRATEGIES

We intend to adopt the following strategies to further develop our business:

- expand our customer base and further consolidate our market presence in Shandong Province by expanding to the eastern part of Shandong Province;
- enhance the delivery of our medical imaging cloud services through strategic acquisition, obtaining the medical device registration certificate and upgrade of our hardware and software;
- horizontally expand our value chain by broadening our product offerings;
- continue to promote our brands and increase market awareness by participating in exhibitions; and
- upgrade our information technology systems.

IMPACT OF POLICY AND UNCERTAINTIES

Our business operation, financial results and our cashflow may be adversely affected if the “Two Invoice System” is fully implemented in medical imaging films industry in Shandong Province. As part of the measures for the PRC healthcare system reform, the State Council together with seven other central government departments (including the NHFPC and the State Administration of Food and Drug) jointly issued the Notice on Opinions on the Implementation of the Two Invoice System in Drug Procurement by Public Medical Institutions (for Trial Implementation) (《關於在公立醫療機構藥品採購中推行兩票制的實施意見(試行)》) on 26 December 2016. Pursuant to the above notice, public medical institutions are required to implement the “Two Invoice System” for drug procurements gradually and encourage other medical institutions to promote the same with an aim to promote the “Two Invoice System” across the nation by 2018.

Management Discussion and Analysis (continued)

OUTLOOK

It is expected that the medical imaging cloud services will bring business growth to the Group in terms of the following:

- (a) with the rapid development of the medical imaging market in China, the use of digital medical imaging film supported by medical imaging cloud services will also be a development trend in the future. Because of the rapid popularisation of internet and the continuous information technological development, an increasing number of hospitals and healthcare institutions in China are deploying medical imaging cloud services for improving efficiency and to enhance convenient image reading, resulting in the continuous growth of the market size from approximately RMB0.7 billion in 2016 to approximately RMB3.5 billion in 2021 at a CAGR of 36.6%. Driven by the needs of larger storage capacity due to the improvement in imaging devices and significant increase in medical image volume, cloud platform becomes a more cost-efficient way than traditional local storage. Coupled with the needs of information and data sharing within regions and between hospitals and healthcare institutions, the market size of medical imaging cloud services industry in China is expected to further grow from approximately RMB3.5 billion in 2021 to approximately RMB18.9 billion in 2030 with a CAGR of 20.6%.
- (b) benefitted from the abundant medical resources, rapid informatisation development and huge demand for medical diagnosis and treatment in Shandong Province, the market size of the medical imaging cloud services industry in Shandong Province increased rapidly from less than RMB0.06 billion in 2016 to approximately RMB0.30 billion in 2021 at a CAGR of approximately 40.5%, and it is expected to grow continuously and reach approximately RMB1.63 billion in 2030 with a CAGR of approximately 20.5%.
- (c) the development of digital healthcare has created a rare historical opportunity for the further implementation of medical alliances. As the only solution provider in Shandong Province which provides medical imaging film products together with medical imaging cloud services, we have worked closely with healthcare institutions in Shandong Province since we commenced our business, we have accumulated extensive business experience and been striving to improve our service quality. At the same time, we will actively participate in the reform of the medical industry in China, and use our experience and global resources to accelerate technological innovation in core areas.

The Group's Business Development Strategy

The listing of the Group will not only provide funds for the expansion plan of the Group, but also enhance the corporate image of the Group as we become more transparent as a listed company and are subject to relevant regulatory supervision of listed companies. The Directors believe that through enhanced internal control and corporate governance practices, we will boost the confidence of customers and suppliers in the Group, retain suitable personnel thereby benefit from the Listing. In addition, in the event of future business expansion and long-term development needs and goals, the Listing will provide us with additional channels to raise funds in the capital market in the form of equity and/or debt, which is in the interests of the Company and the Shareholders.

Management Discussion and Analysis (continued)

As a listed medical imaging solution provider, we must be vigilant of the current situation that we face. We will seize opportunities to overcome challenges and improve the equipment of related medical devices at the same time. We endeavour to recognize the situation clearly and be open to transformation so as to formulate effective development strategies. In summary, we are committed to the following:

(a) Strengthening operational risk management

Firstly, we will strengthen the business training for relevant staff to enable a good awareness of risk management, and supervise all processes such as storage, sales, and installation of medical devices. Secondly, the medical device recall system must be prepared in advance, and corresponding coping strategies must be in place. We must carry out risk management at the institutional level, to improve the pervasive mechanism and the response mechanism for issues;

(b) Creating a strong brand strategy

Brand strategy is an inseparable focus of marketing activities and business operations, and an intangible asset. Branding can provide businesses and customers with more value than the products.

(c) Strengthening financial risk control

We will focus on capital operation risk control, including inventory management, based on sales. When preparing production budgets, we will evaluate and analyze market conditions and sales conditions to avoid increasing inventory backlogs due to blind production. We will guard ourselves against capital recovery risks and strengthen working capital risk management and control, etc.

Our Directors believe that there is ample opportunity for our Group to capture the medical imaging cloud services market and the allocation of approximately 37.3% of the net proceeds from Listing to upgrade and enhance its medical imaging cloud services will further facilitate market penetration and enhance our Group's competitiveness. According to China Insights Industry Consultancy Limited ("CIC"), the market of Tier-2 distributors medical imaging film products and the medical imaging cloud services market in East Shandong are fragmented. Our Directors believe that our self-branded products can tap into the market in East Shandong taking into consideration the following factors:

- (a) the unit selling price of our self-branded medical imaging film is generally lower than the unit selling price of international medical imaging film products. Proven by our track record, certain hospitals and healthcare institutions may change their preference to our self-branded products;
- (b) our management team and sales and marketing team are familiar with the procurement process of the hospitals and healthcare institutions in Shandong Province;
- (c) we are the only provider in Shandong Province which provides both medical imaging film products and medical imaging cloud services, which in turn may facilitate the hospitals and the medical practitioners to adapt to the shift from traditional medical imaging films to medical imaging cloud films; and
- (d) our solid and established relationship with various deliverers would be beneficial to our Group in expanding our customer network in East Shandong as a result of their delivery channel.

Management Discussion and Analysis (continued)

Technological Innovation

The healthcare systems in developed countries started the shift from traditional medical imaging films to digital films over the past two decades, and digitisation in medical imaging has since gradually become a global trend. The shift to digital films mainly is to facilitate digital storage, access, and transmission of medical imaging data for purposes such as remote consultation and diagnosis. Presently, medical imaging results along with other patient information are usually stored in medical institutions database and could be accessed online by physicians and patients through patient portal, where the patients can still request hard copies of their medical imaging examination results for purposes such as transferring between medical institutions.

According to “Opinions of the General Office of the State Council on Promoting the Development of “Internet + Medical Health” (國務院辦公廳關於促進「互聯網+醫療健康」發展的意見) promulgated by the General Office of the State Council in 2018 and “Notice on Accelerating the Mutual Recognition of the Examination Results” (國家衛生健康委辦公廳關於加快推進檢查檢驗結果互認工作的通知) (the “**Notice**”) published by the National Health Commission in 2021, the PRC government called for the construction of the national and regional health platform, through the establishment of medical institutions examination database including “medical imaging cloud films” serving as the source of database, in order to promote the sharing of examination data, and to achieve the interconnection and mutual recognition of examination data between medical institutions in the same region.

The Group has strong research and development capabilities, following the trend of growing demand for medical imaging informatization and medical imaging cloud services, and has chosen to vigorously develop medical imaging cloud services in face of the immense market opportunities while traditional medical imaging films is being transformed. Currently, the business has shown a good momentum of development. As cloud computing technology further matures and the continuous improvement of healthcare institutions’ acceptance of cloud computing, medical imaging cloud will maintain rapid growth in the next few years, and medical core business systems will gradually migrate to the cloud. In the future, we will strive to help the medical imaging centers of cooperative healthcare institutions to realize functions such as image cloud storage, remote consultation, quality control, multi-disciplinary consultation, and big data applications, so that the general public can enjoy high-quality examinations and accurate diagnoses. We believe that our research and development capabilities are the cornerstone of our long-term competitiveness and the driving force for our future growth and development.

Management Discussion and Analysis (continued)

FINANCIAL REVIEW

Revenue

The revenue of the Group was derived from business consisting of: (i) sales of medical imaging film products; and (ii) provision of medical imaging cloud services.

	For the year ended 31 December			
	2022		2021	
	RMB'000	% of total revenue	RMB'000	% of total revenue
Sales of medical imaging film products	157,507	88.9	196,926	93.3
Provision of medical imaging cloud services	19,605	11.1	14,150	6.7
Total	177,112	100.0	211,076	100.0

For the year ended 31 December 2022, the total revenue of the Group decreased by 16.1% from approximately RMB211.1 million for the year ended 31 December 2021 to approximately RMB177.1 million. The decrease was primarily attributable to the following reasons:

(i) Sales of medical imaging film products

Revenue generated from sales of medical imaging film products decreased by approximately RMB39.4 million, or 20.0%, from approximately RMB196.9 million for the year ended 31 December 2021 to approximately RMB157.5 million for the year ended 31 December 2022. The decrease was primarily attributable to a decrease in average selling price of our medical dry laser film, as two of our five largest customers shifted their demand from international brand models to our self-branded medical dry laser films, which were sold at a lower unit price.

(ii) Provision of medical imaging cloud services

Revenue generated from the provision of medical imaging cloud services increased by 38.0%, from approximately RMB14.2 million for the year ended 31 December 2021 to approximately RMB19.6 million for the year ended 31 December 2022, which was in line with the growth of the industry. Our 6 existing customers started to use medical image cloud platform services during the year ended 31 December 2022.

Cost of Sales

Cost of sales decreased by 29.0% from approximately RMB135.4 million for the year ended 31 December 2021 to approximately RMB96.1 million for the year ended 31 December 2022, which was mainly due to the decrease in average procurement cost of our self-branded thermal films, resulting from a larger purchase volume of self-branded thermal films procured from a local OEM manufacturer, who is able to offer a lower average selling price as compared to other international OEM manufacturers.

Management Discussion and Analysis (continued)

Gross Profit and Gross Profit Margin

	For the year ended 31 December			
	2022		2021	
	Gross profit RMB'000	Gross profit margin %	Gross profit RMB'000	Gross profit margin %
Sales of medical imaging film products	64,530	41.0	63,654	32.3
Provision of medical imaging cloud services	16,446	83.9	12,045	85.1
Total	80,976	45.7	75,699	35.9

Despite the decrease in revenue, the Group's gross profit increased from approximately RMB75.7 million for the year ended 31 December 2021 to approximately RMB81.0 million for the year ended 31 December 2022, which was primarily due to the significant decrease in cost of sales for the reasons set out in the sub-paragraph headed "Cost of Sales" above.

The gross profit margin increased by approximately 9.8 percentage points from approximately 35.9% for the year ended 31 December 2021 to approximately 45.7% for the year ended 31 December 2022, which was primarily attributable to (i) the increase in gross profit margin from sales of medical imaging film products from approximately 32.3% for the year ended 31 December 2021 to approximately 41.0% for the year ended 31 December 2022 because of the significant decrease in cost of sales resulted from the decrease in average procurement cost of our self-branded thermal films procured from a local OEM manufacturer, who is able to offer a lower average selling price as compared to other international OEM manufacturers; and (ii) the percentage of revenue contributed from the provision of medical imaging cloud services, which had a higher gross profit margin as compared to the sales of medical imaging film products, increased from approximately 6.7% for the year ended 31 December 2021 to approximately 11.1% for the year ended 31 December 2022.

Other Income and Gains

The Group's other income and gains increased by approximately RMB0.8 million, or 61.5%, from approximately RMB1.3 million for the year ended 31 December 2021 to approximately RMB2.1 million for the year ended 31 December 2022. The increase was mainly attributable to the receipt of a one-off government grant related to Financial Subsidy Funds for Small, Medium and Micro-enterprises to Upgrade to High-tech Enterprises for the Year 2022 (2022年度中小微企業升級高新技術企業財政補助資金) in the sum of approximately RMB1.5 million.

Selling and Distribution Expenses

The Group's selling and distribution expenses decreased by approximately RMB1.4 million, or 5.6%, from approximately RMB24.9 million for the year ended 31 December 2021 to approximately RMB23.5 million for the year ended 31 December 2022, which was mainly attributable to the decrease of channel fees charged by our deliverers and was in line with the decrease trend of our revenue.

Administrative Expenses

The Group's administrative expenses increased by approximately RMB9.7 million, or 54.5%, from approximately RMB17.8 million for the year ended 31 December 2021 to approximately RMB27.5 million for the year ended 31 December 2022, which was primarily attributable to an increase in listing expenses of approximately RMB8.8 million, which were non-recurring in nature, and other professional fees after Listing (including auditor's remuneration and other professional fees) amounting to approximately RMB2.3 million during the year ended 31 December 2022.

Management Discussion and Analysis (continued)

Finance costs

The Group's finance costs increased by approximately RMB0.4 million, or 66.7%, from approximately RMB0.6 million for the year ended 31 December 2021 to approximately RMB1.0 million for the year ended 31 December 2022, which was primarily attributable to the increase in interest-bearing bank borrowings.

Income tax expense

Despite of the decrease in profit before tax, the Group's income tax expenses increased by approximately RMB1.7 million, or 17.0%, from approximately RMB10.0 million for the year ended 31 December 2021 to approximately RMB11.7 million for the year ended 31 December 2022 as a result of an increase in effective tax rate from approximately 30.2% for the year ended 31 December 2021 to approximately 39.0% for the year ended 31 December 2022. The increase of effective tax rate was primarily attributable to the increase of non-deductible listing expenses.

Profit for the year and Net Profit Margin

As a result of the cumulative effect of the above factors, the Group's profit for the year decreased by approximately RMB4.8 million, or 20.8%, from approximately RMB23.1 million for the year ended 31 December 2021 to approximately RMB18.3 million for the year ended 31 December 2022. The Group's net profit margin decreased from approximately 10.9% for the year ended 31 December 2021 to approximately 10.3% for the year ended 31 December 2022. If we excluded the non-recurring listing expenses and one-off other income and gains/expenses from our results, we would have recorded profit for the year of approximately RMB34.8 million and a net profit margin of approximately 19.6% for the year ended 31 December 2022.

Liquidity and Financial Resources

As at 31 December 2022, the Group reported net current assets of approximately RMB226.1 million, as compared to approximately RMB132.2 million as at 31 December 2021. As at 31 December 2022, the Group's cash and cash equivalents balances was approximately RMB29.4 million, representing an increase of approximately RMB9.2 million as compared to approximately RMB20.2 million as at 31 December 2021.

For the year ended 31 December 2022, the net cash generated from operating activities was approximately RMB9.3 million (2021: RMB3.1 million). The cash generated from operating activities was mainly from the profits during the year ended 31 December 2022.

The net cash used in investing activities was approximately RMB9.3 million (2021: RMB7.9 million). The net cash used in investing activities was mainly attributable to the purchase and prepayment of property, plant and equipment. The net cash generated from financing activities was approximately RMB9.1 million (2021: RMB19.5 million). The net cash generated from financing activities was mainly attributable to receipt of approximately RMB9.2 million from the Listing.

During the year ended 31 December 2022, the Group maintained a healthy liquidity position. The Board expects that the bank loans will be settled by funding from internal resources or extended as it becomes due. All principal banks will continue to provide funding to the Group for its business operation.

Management Discussion and Analysis (continued)

Bank Borrowings

As of December 31 2022, the Group had outstanding interest-bearing bank borrowings of RMB25.5 million (2021: RMB15.0 million). Our bank loans bear interest at rates ranging from 3.65% to 4.45% per annum.

Contingent Liabilities

As at 31 December 2022, the Group had no significant contingent liabilities (31 December 2021: nil).

Capital Commitments

As at 31 December 2022, the Group had no significant capital commitments (31 December 2021: nil).

Foreign Exchange Exposure

The sales and purchases of the Group were denominated in Renminbi. The cash and cash equivalents of the Group were mainly denominated in Renminbi and Hong Kong dollars. The borrowings are denominated in Renminbi. Since the Group's exposure to fluctuations in foreign exchange rates was minimal, the Group has not implemented any foreign currency hedging policy at the moment. However, the management will closely monitor the foreign exchange exposure of the Group and will consider hedging the foreign exchange exposure if it becomes significant to the Group.

Pledge of Assets

As at 31 December 2022, certain of the Group's buildings with a net carrying amount of approximately RMB5.4 million were pledged to secure some of the Group's interest-bearing bank borrowings (as at 31 December 2021: nil).

Gearing Ratio

As at 31 December 2022, the Group's gearing ratio was approximately 9.8%, which was close to the gearing ratio of approximately 9.2% as at 31 December 2021. The gearing ratio is calculated by dividing total debt (including interest-bearing bank and other borrowings) by total equity at the end of the respective years.

Material Investments

The Group did not make any significant investments (including any investment in an investee company with a value of 5% or more of the Group's total assets as of 31 December 2022) during the year ended 31 December 2022.

Material Acquisitions and Disposals

The Group did not have any material acquisitions or disposals of subsidiaries, consolidated affiliated entities or associated companies during the year ended 31 December 2022 or future plans for material investments or capital assets as at the date of this annual report.

Dividend

No dividend was paid to the Shareholders before the Listing during the year ended 31 December 2022.

On 28 March 2023, the Board recommended the payment of a final dividend of HK2.1 cents per Share for the year ended 31 December 2022, amounting to approximately HK\$20.0 million. Subject to the passing of the relevant resolution at the forthcoming annual general meeting of the Company, the final dividend will be paid on or around Wednesday, 21 June 2023 to Shareholders whose names appear on the register of members of the Company on Monday, 12 June 2023.

There is no arrangement that a Shareholder has waived or agreed to waive any dividends.

Management Discussion and Analysis (continued)

Employees and Remuneration Policies

The Group had a total of 43 (31 December 2021: 35) employees as at 31 December 2022. Total staff costs of the Group (excluding the Directors' and chief executive's remuneration) for the year ended 31 December 2022 was approximately RMB4.4 million (2021: approximately RMB3.4 million). The increase was mainly attributable to the increase of number of employees. The Group's remuneration policies were in line with relevant legislation, market conditions and the performance of our employees. The remuneration of employees was determined based on their performance, skills, knowledge, experience and market trend. The Group reviews the remuneration policies and packages on a regular basis and will make necessary adjustment commensurate with the pay level in the industry.

Pension Scheme

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

During the year ended 31 December 2022, there is no forfeited contribution (by the Group on behalf of its employees who leave the Group prior to vesting fully in such contributions) available to be utilized by the Group to reduce the contributions payable in the future years or to reduce the Group's existing level of contributions to the defined contribution retirement plan.

RECENT DEVELOPMENT AND EVENTS AFTER THE REPORTING PERIOD

Subsequent to the Reporting Period and up to the date of this annual report, we have continued to focus on our medical imaging film products and medical imaging cloud services business and there had not been any material change to our business model, revenue structure and cost structure. We continue to explore opportunities for our business through participating in different exhibitions.

Our Directors confirmed that, since the end of the financial year and up to the date of this annual report,

- (a) there had been no material adverse change in the market conditions or the industry and environment in which we operate that materially and adversely affect our financial or operating position;
- (b) there was no material adverse change in the operation and financial position or prospects of our Group; and
- (c) no event had occurred that would materially and adversely affect the information shown in the consolidated financial statements set out in this annual report.

Biographies of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Meng Xianzhen (孟憲震) (“Mr. Meng”), aged 54, is the founder of our Group and the Chairman, the chief executive officer and an executive Director of our Company. Mr. Meng was appointed as a Director on 11 December 2020 and was re-designated as an executive Director on 17 September 2021. Mr. Meng is primarily responsible for the overall business and strategic planning, operations and management of our Group. Mr. Meng is currently a director of all subsidiaries of our Group. Mr. Meng is the father of Ms. Meng Cathy.

Mr. Meng has over 30 years of experience in sales and corporate management in the medical device industry. Mr. Meng founded Shanghai Guanze in November 2015 and has been serving as its executive director and legal representative from November 2015 to November 2017 and since June 2019, primarily responsible for the overall business and strategic planning, operations and management of Shanghai Guanze. Since November 2015 and August 2018, he has also been serving as the chief executive officer of each of Shanghai Guanze and Jinan Guanze, respectively, and is primarily responsible for the overall management of Shanghai Guanze and Jinan Guanze.

Mr. Meng obtained a bachelor’s degree in engineering, majoring in scientific instrument engineering, from Xiamen University (廈門大學) in July 1991. He further obtained a master’s degree in economics, majoring in industrial economics from Shandong University (山東大學) in June 2006.

Mr. Guo Zhenyu (郭振宇) (“Mr. Guo”), aged 45, was appointed as a Director on 17 September 2021 and was re-designated as an executive Director on the same date. He is the chief sales officer of our Company and is primarily responsible for overseeing the sales and marketing management of our Group.

Mr. Guo has over 20 years of experience in sales and management in the medical device industry. Mr. Guo joined Shanghai Guanze as the chief sales officer in November 2015, responsible for the overall management of sales department and the supervision of the works of sales specialists.

Mr. Guo obtained a bachelor’s degree in management, majoring in economics management, from North China Institute of Traffic Engineering (華北交通工程學院) in July 2005. He obtained the certificate of Shandong Province Computer Application Ability Assessment (Intermediate Level) from the Computer Application Ability Assessment Office of Shandong Province (山東省計算機應用能力考核辦公室) in December 2002.

NON-EXECUTIVE DIRECTOR

Ms. Meng Cathy (“Ms. Meng”) (former name: Meng Qingyang (孟慶楊)), aged 24, was appointed as a Director on 17 September 2021 and was re-designated as a non-executive Director on the same date. Ms. Meng is primarily responsible for providing advice on the overall development of our Group. Ms. Meng is the daughter of Mr. Meng.

Ms. Meng obtained a bachelor’s degree in science, majoring in bioengineering, from the University of California, Berkeley, in the United States in May 2020. Since September 2020, Ms. Meng has been serving as the associate consultant of the San Francisco office of Bain & Company, Inc., a company engaging mainly in management consultancy, and is primarily responsible for customer communication, project implementation and researching on innovative solutions.

Biographies of Directors and Senior Management (continued)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Zhao Bin (趙斌) (“Dr. Zhao”), aged 66, was appointed as an independent non-executive Director on 7 December 2022. Dr. Zhao is primarily responsible for supervising and providing independent advice to our Board. He is also a member of the audit committee, the remuneration committee and the nomination committee of our Company.

Prior to Dr. Zhao’s retirement in June 2016, he served various senior positions at Shandong Medical Imaging Research Institute (山東省醫學影像學研究所) from December 1982 to June 2016. He had also been the professor at Shandong University, the part-time professor at Shandong Medical University (山東醫科大學) (currently known as Shandong University), the research associate in radiology at Harvard University and the visiting fellow in the Department of Radiology at University of California, Los Angeles.

Dr. Zhao obtained a bachelor’s degree in medicine, majoring in traditional Chinese medicine, from Shandong University of Traditional Chinese Medicine (山東中醫藥大學) (formerly known as College of Traditional Chinese Medicine of Shandong (山東中醫學院)) in December 1982. He further obtained a doctoral degree in medicine, majoring in medical imaging and nuclear medicine, from Shandong University in December 2004. Dr. Zhao completed the MR&I training program provided by the University of California, Los Angeles, in September 1988.

Dr. Zhao received various awards and recognitions in the PRC, including the 2017 Golden Eye Award (2017年度中華放射學會金睛獎) in October 2017, the National Outstanding Science Worker (全國優秀科技工作者) in December 2012, the Provincial Health Science and Technology Innovation Talent (全省衛生科技創新人才) in April 2012, the Outstanding Physicians of Shandong Province (首屆山東省傑出醫師) in November 2011 and the 2010 Young and Middle-aged Expert with Outstanding Contributions in Shandong Province (2010年度山東省有突出貢獻的中青年專家) in May 2011.

Dr. Chang Shiwang (常世旺) (“Dr. Chang”), aged 45, was appointed as an independent non-executive Director of our Company on 7 December 2022. Dr. Chang is primarily responsible for supervising and providing independent advice to our Board. He is also the chairman of the remuneration committee of our Company and a member of both the audit committee and the nomination committee of our Company.

Dr. Chang has been working at the school of economics of Shandong University since July 2007, with his current position as an associate professor since December 2009. He also served as the academic member of the 7th Taxation Academic Research Committee of China Taxation Society (第七屆中國稅務學會稅收學術研究委員會) from October 2014 to October 2018, and the distinguished researcher of Shandong Institute of Financial Reform and Development (山東財政改革發展研究院) and the Department of Finance of Shandong Province since July 2015.

Dr. Chang obtained a bachelor’s degree in economics and a doctoral degree in economics from Shandong University in July 2001 and June 2007, respectively. He also obtained the teaching qualification of higher education from the Department of Education of Shandong Province in June 2008.

Biographies of Directors and Senior Management (continued)

Dr. Wong Man Hin Raymond (黃文顯) (“Dr. Wong”), aged 56, was appointed as an independent non-executive Director of our Company on 7 December 2022. Dr. Wong is primarily responsible for supervising and providing independent advice to our Board. He is also the chairman of the audit committee of our Company.

Dr. Wong is currently an executive director and chairman of Raymond Industrial Limited (stock code: 229) and an independent non-executive director of Nan Nan Resources Enterprise Limited (stock code: 1229), Modern Healthcare Technology Holdings Limited (formerly known as Modern Beauty Salon Holdings Limited) (stock code: 919) and Tak Lee Machinery Holdings Limited (stock code: 2102). Dr. Wong had also served as an independent non-executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366) from July 2017 to March 2021. The shares of above companies with stock code indicated are listed on the Stock Exchange.

Dr. Wong obtained a bachelor of science degree in chemical engineering and a bachelor of arts degree in economics from Lehigh University, United States, both in October 1988. He further obtained a master of arts degree in economics from University of Hawaii, United States, in December 1994 and a doctor of business administration degree from the Hong Kong Polytechnic University in September 2018. Dr. Wong has been admitted as a Certified Management Accountant and a Certified Public Accountants of the States of Washington since September 1998 and May 1999, respectively. Dr. Wong was also awarded a certificate in financial management by the Institute of Certified Management Accountants of the Institute of Management Accountants in April 1999.

SENIOR MANAGEMENT

Mr. Wang Fei (王飛) (“Mr. Wang”), aged 31, is the chief technical officer of our Company and is primarily responsible for overseeing the technical management of our Group.

Mr. Wang joined Shanghai Guanze as the chief technical officer in November 2015, responsible for the construction and maintenance of the technology management system, technology and product development and innovation, and formulating and organising the implementation of technical system work goals and work plans. Before joining the Group, Mr. Wang was a technical manager for 2 years handling the software debugging, installation, research and development and after-sales services.

Mr. Wang graduated from Shandong Institute of Commerce and Technology (山東商業職業技術學院), majoring in electrical automation technology, in June 2013.

Ms. Lun Yanying (倫彥英) (“Ms. Lun”), aged 46, is the business manager of our Company and is primarily responsible for overseeing the business management of our Group.

Ms. Lun joined our Group in September 2016 as the financial manager of Shanghai Guanze, responsible for the overall management of internal financial and accounting operations. Before joining the Group, Ms. Lun had been as a financial staff for about 14 years.

Ms. Lun obtained a bachelor’s degree in economic administration from the Naval Command College (海軍指揮學院) in June 2010. She obtained the certificate of accounting profession issued by the Department of Finance of Pudong New District of Shanghai in February 2004.

Biographies of Directors and Senior Management (continued)

COMPANY SECRETARY

Mr. Zhang Senquan (張森泉) (“Ms. Zhang”), aged 46, was appointed as the company secretary of our Company on 17 September 2021. Mr. Zhang currently serves as the chief executive officer of Zhong Rui Capital (Hong Kong) Limited, a consultancy company and the audit principal of Nortex (HK) CPA Limited.

Mr. Zhang is currently an independent non-executive director of Jiande International Holdings Limited (formerly known as First Mobile Group Holdings Limited) (stock code: 865), Natural Food International Holding Limited (stock code: 1837), Sang Hing Holdings (International) Ltd. (stock code: 1472) and Strawbear Entertainment Group (stock code: 2125) and a company secretary of China General Education Group Limited (stock code: 2175), whose shares are listed on the Stock Exchange.

Mr. Zhang had also served as an independent director of Jiangsu Aidea Pharmaceutical Co., Ltd. (江蘇艾迪藥業股份有限公司) (a company listed on Sci-Tech innovation board of Shanghai Stock Exchange with a stock code of 688488) from May 2019 to March 2022. He also once served in other companies listed on the Stock Exchange, including: (i) Beijing Digital Telecom Co., Ltd. (stock code: 6188) as an independent non-executive director from June 2018 to June 2021; (ii) Bonny International Holding Limited (stock code: 1906) as an independent non-executive director from March 2019 to June 2020; (iii) Southwest Securities International Securities Limited (stock code: 812) as the managing director from February 2016 to March 2020; (iv) Casablanca Group Limited (stock code: 2223) as an independent non-executive director from April 2015 to April 2018; and (v) Huazhong In-Vehicle Holdings Company Limited (stock code: 6830) as the chief financial officer and joint company secretary from May 2014 to July 2015. Mr. Zhang has over ten years of experience in accounting and auditing, and worked at Ernst & Young Hua Ming, KPMG Huazhen and Deloitte Touche Tohmatsu CPA Ltd., serving several positions from audit staff to audit partner from October 1999 to October 2012.

Mr. Zhang obtained his bachelor’s degree in economics from Fudan University in Shanghai, the PRC in July 1999. Mr. Zhang has been a member of Hong Kong Institute of Certified Public Accountants since September 2011, China Institute of Certified Public Accountants since December 2001 and American Institute of Certified Public Accountants since September 2015.

Report of Directors

The Directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2022 (the “**Year**”).

CORPORATE REORGANISATION AND LISTING

The Company was incorporated in the Cayman Islands on 11 December 2020 as an exempted company with limited liability under the Companies Act of the Cayman Islands.

Pursuant to a corporate reorganization in preparation for the public listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Company became the holding company of the companies now comprising the Group. Details of the corporate reorganization are set out in the section headed “History Reorganisation and Corporate Structure” in the prospectus of the Company dated 15 December 2022 (the “**Prospectus**”).

The ordinary shares, each with nominal value of HK\$0.01, of the Company (the “**Shares**”) have been listed on the Main Board of the Stock Exchange (the “**Listing**”) since 29 December 2022 (the “**Listing Date**”). The total number of Shares in issue upon listing was 950,000,000 Shares.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The Group principally engages in providing medical imaging film products and medical imaging cloud services in the People’s Republic of China (the “**PRC**”). Details of the activities of its principal subsidiaries are set out in note 1 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the business of the Group as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including an analysis of the Group’s financial performance, an indication of likely future developments in the Group’s business, is set out in the section headed “Chairman’s Statement” and “Management Discussion and Analysis” of this annual report. Details of the Group’s environmental policies and compliance with laws and regulations can be found in the environmental, social and governance report of the Company for the year ended 31 December 2022 (the “**Environmental, Social and Governance Report**”) which has been published separately and made available on the websites of the Company and the Stock Exchange together with this annual report. These discussions form part of this report. Events affecting the Company that have occurred since the end of the Reporting Period is set out in the section headed “Recent Development and Event after the Reporting Period” in this annual report.

PRINCIPAL RISKS AND UNCERTAINTIES

The financial risk management objectives and policies of the Group in managing financial risks, such as interest rate risk, credit risk and liquidity risk, are set out in note 31 to the consolidated financial statements. These discussions form part of this report.

Report of Directors (continued)

In addition to financial risks, the Group's results of operations and prospects may be exposed to a number of business and operational risks and uncertainties. The following are key risks relating to our business and operations that are considered to be of most significance at this time:

- i. our products, our business, financial position and prospects could be materially and adversely affected if we fail to effectively respond or adapt to market changes, such as the implementation of the Notice on Accelerating the Mutual Recognition of the Examination Results (《國家衛生健康委辦公廳關於加快推進檢查檢驗結果認工作的通知》) in relation to the construction of the national and regional health information platform, through the establishment of medical institutions examination database, to achieve the interconnection and mutual recognition of examination data between medical institutions in Shandong Province, the PRC, which encourage the shift of demand from traditional medical imaging films to medical imaging cloud films with details as set out in the section headed "Business" in the Prospectus;
- ii. our business depends on the level of activity and growth in the medical imaging industry in Shandong Province, the PRC; and
- iii. any disruption to the supply, increase in the prices, or quality or safety problems of our raw materials can adversely affect our operation, turnover and profitability.

They are not exhaustive or comprehensive and there may be other risks which are not known by the Group or which may not be material now but would turn out to be material in the future. Full details of our risks are set out in the section headed "Risk Factors" in the Prospectus.

FINANCIAL KEY PERFORMANCE INDICATORS

An analysis of the Group's performance for the Year using financial key performance indicators (the "KPIs") is set out in the section headed "Financial Highlights and Summary" on page 3 of this annual report. Such KPIs are selected on basis of their effectiveness in measuring the performance of Group's business with nature in trading and providing related services.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Our operational activities do not directly generate industrial pollutants and thus our Directors are of the view that the Group's operational activities do not significantly pose negative impact to the environment and the Group is not aware of any material environmental liability risk or compliance costs. Our Directors also expect that we will not incur significant costs for the compliance with applicable environmental protection rules and regulations in the future. However, as a supporter of environment protection, we advocate for green office practices to reduce our carbon footprint, constantly raise the awareness of environmental protection among our employees and take account of the resources and materials we uses in daily operation.

Details of the Group's environmental policies and performance are disclosed in the Environmental, Social and Governance Report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC and subject to the laws, regulations and supervision of the regulatory authorities in the PRC. We are required to maintain certain licences, permits and approvals in order to operate our business. The Group, to the best knowledge of the Directors, had complied with relevant laws and regulations in all material respects in the PRC for the Year.

Report of Directors (continued)

As at the date of the annual report, neither our Company nor any of our subsidiaries, to the best knowledge of the Directors, were aware of any material litigation, arbitration, investigation or non-compliance matters pending or threatened against our Company or any of our subsidiaries or any of our Directors, that would have material adverse effect on our business operation or financial results.

Save as the full implementations of the Notice on “Two Invoice System” Implementation Plan in Medicines Procurement by Public Medical Institutions in Shandong Province and the Notice on Accelerating the Mutual Recognition of the Examination Results in Shandong Province, the PRC, the Directors are not aware of any material changes in relevant laws and regulations in the PRC with significant potential impacts on the Group’s operations.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, AND SUPPLIERS

Employees

Human resources are one of the valuable assets of the Group. The Group intends to be an attractive employer for competent employees. The objective of the Group’s human resource management is to provide employees with competitive remuneration packages and to promote career development and progression of employees by appropriate training and providing opportunities within the Group for career advancement. We have maintained good relationship with our employees. The average length of service of our employees has been over four years. We have not experienced any material disputes with our employees or any disruption to our business and operations due to labour disputes, nor have us experienced any material difficulties in recruitment and retention of experienced core staff or skilled personnel for the past three years.

Major Customers

Our customers include hospitals and healthcare institutions in Shandong Province, the PRC. For direct sales to hospitals and healthcare institutions, we establish and maintain direct contact with certain key hospital customers and medical practitioners with understanding of the frontline of medical practice and the application of our products so as to help us design new and upgraded products and form new strategies to adjust to market demands. Some of our hospital and healthcare institutions customers will procure our medical imaging film products through the deliverers who are chosen by our hospitals and healthcare institutions without our involvement. Our relationship with deliverers is regarded as a principal-agent relationship with goods and after-sales services provided by us, whereas deliverers liaise with the hospitals and healthcare institutions for delivery of our products and monitor the quality of our products. We has maintained business relationships with our five largest customers for a period ranging from approximately 5 to 7 years

For the Year, sales to the Group’s five largest customers and the largest customer accounted for approximately 42.8% and 10.8%, respectively of the Group’s total sales for the Year.

Major Suppliers

Our suppliers primarily comprise distributors of international medical imaging film products, OEM medical imaging film products manufacturers and software companies. We select our suppliers based on a number of criteria. We have maintained business relationships with our five largest suppliers ranging from 1 to 6 years.

For the Year, the Group’s purchases attributable to the five largest suppliers and the largest supplier accounted for approximately 97.2% and 65.8%, respectively of the Group’s total purchases for the Year.

To the best knowledge of the Directors, none of the Directors, their close associates, or any shareholder who owns more than 5% of our issued share capital had any interest in any of our five largest clients or suppliers during the year ended 31 December 2022.

Report of Directors (continued)

RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 50 of this annual report.

No dividend was paid to the Shareholders during the Year.

The Board has resolved to recommend the payment of a final dividend of HK\$0.021 per Share. Subject to the passing of the relevant resolution at the annual general meeting to be held on Friday, 2 June 2023 (the “**AGM**”), the final dividend will be paid on or around Wednesday, 21 June 2023 to Shareholders whose names appear on the register of members of the Company on Monday, 12 June 2023.

DISTRIBUTABLE RESERVES

The Company may pay dividends out of share premium and retained earnings provided that immediately following the payment of such dividends the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

The Company’s reserves available for distribution to Shareholders as at 31 December 2022 calculated in accordance with the Companies Act of the Cayman Islands, amounted to approximately RMB66,537,000.

FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last four financial years is set out on page 3 of this annual report. This summary does not form part of the audited consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the Year are set out in note 13 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in note 24 to the consolidated financial statements.

USE OF NET PROCEEDS FROM THE LISTING

The Company issued 192,850,000 Shares in the global offering at a price of HK\$0.53 per Share which were listed on the Main Board of the Stock Exchange on 29 December 2022. The net proceeds from the global offering received by the Company, after deducting underwriting fees and commissions and other expenses payable by the Company in connection with the global offering, amounted to approximately HK\$76.8 million (equivalent to approximately RMB68.6 million), which will be utilized in accordance with the proposed purposes as set out in the Prospectus.

Report of Directors (continued)

There has been no change in the intended use of net proceeds from the Listing as disclosed in the Prospectus. A summary of the planned applications of the net proceeds as well as the expected timeline for utilization is set out below:

	Approx. % of the net proceeds from the Listing	Net proceeds from the Listing RMB' million	Utilized amount during the Year RMB' million	Unutilized amount at 31 December 2022 RMB' million	Expected timeline for full utilization ^(Note)
Expanding customer base and consolidating market presence	46.4%	31.8	–	31.8	December 2025
Enhancing medical imaging cloud services	37.3%	25.6	–	25.6	December 2025
Broadening product offerings	2.7%	1.9	–	1.9	December 2025
Promoting brands and increasing market awareness	2.5%	1.7	–	1.7	December 2025
Upgrading information technology systems	2.5%	1.7	–	1.7	December 2025
Working capital and other general corporate purposes	8.6%	5.9	–	5.9	December 2023
Total	100.0%	68.6	–	68.6	

Note: The expected timeline for the usage of the remaining proceeds is made based on the best estimate of the Group's future market conditions, which is subject to the current and future development of the market conditions.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 December 2022 are set out in note 1 to the consolidated financial statements.

BORROWINGS

Particulars of the Group's bank borrowings as at 31 December 2022 are set out in note 22 to the consolidated financial statements.

DIRECTORS

The Directors of the Company during the Year and up to the date of this annual report were:

Executive Directors

Mr. Meng Xianzhen (*Chairman and Chief Executive Officer*)

Mr. Guo Zhenyu

Non-executive Director

Ms. Meng Cathy

Independent Non-executive Directors

Dr. Zhao Bin (appointed on 7 December 2022)

Dr. Chang Shiwang (appointed on 7 December 2022)

Dr. Wong Man Hin Raymond (appointed on 7 December 2022)

In accordance with Article 84 of the Second Amended and Restated Articles of Association, Mr. Meng Xianzhen, Dr Chang Shiwang and Dr Wong Man Hin Raymond will retire from office by rotation at the AGM and shall then be eligible for re-election.

Report of Directors (continued)

CHANGES TO INFORMATION IN RESPECT OF DIRECTORS

Save as disclosed in this annual report, there was no change to information which is required to be disclosed and has been disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) since the Listing Date and up to the date of this annual report.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors of the Company an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors of the Company are independent.

DIRECTORS’ SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of the Directors has entered into a service contract or an appointment letter with the Company, under which they agreed to act as Directors for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months’ notice in writing served by either the respective Director or the Company.

The appointments are subject to the provisions of retirement and rotation of Directors under the Second Amended and Restated Articles of Associations and the applicable Listing Rules.

No Director proposed for re-election at the AGM has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS IN SHARES

As at 31 December 2022, the interests and short positions of the Directors and the chief executive and their associates in the Shares, underlying shares and debentures and share options of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 of the Listing Rules (the “Model Code”), were as follows:

Long position in the Company

Name of Director	Nature of interest	Number of Shares held/interested	Percentage of the issued share capital of the Company ^(Note 2)
Mr. Meng Xianzhen	Interest in a controlled corporation ^(Note 1)	712,099,575	74.96%

Notes:

- (1) Mr. Meng Xianzhen directly owns the entire issued share capital of Meng A Capital Limited (“Meng A Capital”) which in turn owns 712,099,575 Shares, representing 74.96% of the Company’s issued share capital. Therefore, Mr. Meng Xianzhen is deemed to be interested in all the Shares held by Meng A Capital for purpose of SFO.
- (2) The percentage is calculated on the basis of 950,000,000 Shares in issue as at 31 December 2022.

Report of Directors (continued)

Long position in the associated corporations

Name of Director	Name of associated corporation	Nature of interest	Percentage of interest in associated corporation
Mr. Meng Xianzhen	Shandong Guanze ^(Note 1)	Beneficial owner ^(Note 2)	1.10%

Notes:

- (1) Shandong Guanze refers to Guanze Zhihui Medical Technology (Shandong) Co., Ltd.* (冠澤智慧醫療科技(山東)有限公司).
- (2) Mr. Meng Xianzhen owns 1.10% of Shandong Guanze which owns 99% of Guanze International Trading (Shanghai) Co., Ltd.* (冠澤國際貿易(上海)有限公司) ("Shanghai Guanze").
- (3) Shanghai Guanze owns 100% of Jinan Guanze Medical Equipment Co., Ltd.* (濟南冠澤醫療器材有限公司) ("Jinan Guanze").
- (4) Shandong Guanze, Shanghai Guanze and Jinan Guanze are indirect non-wholly owned subsidiaries of the Company.

Save as disclosed above, as at 31 December 2022, none of the Directors, chief executive and their associates had any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2022, the register of substantial Shareholders maintained by the Company pursuant to Section 336 of the SFO showed that other than the interests disclosed above in respect of certain Directors and chief executive, the following Shareholders had interests or short positions in the Shares or underlying shares of the Company which fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which are recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Long positions in Shares

Name of Shareholder	Capacity/nature of interest	Number of Shares held	Percentage of the issued share capital of the Company ^(Note 3)
Meng A Capital ^(Note 1)	Beneficial owner	712,099,575	74.96%
Ms. Yang Duanling	Interest of spouse ^(Note 2)	712,099,575	74.96%

Notes:

- (1) Meng A Capital is a company incorporated in the British Virgin Islands and directly wholly-owned by Mr. Meng Xianzhen.
- (2) Ms. Yang Duanling is the spouse of Mr. Meng Xianzhen, who is interested in 712,099,575 Shares. Therefore, Ms. Yang Duanling is deemed to be interested in all Shares in which Mr. Meng Xianzhen is interested for the purpose of the SFO.
- (3) The percentage is calculated on the basis of 950,000,000 Shares in issue as at 31 December 2022.

Save as disclosed above, as at 31 December 2022, the Directors are not aware of any other person or corporation (who were not Directors or chief executives of the Company) having an interest or short position in the Shares or the underlying shares of the Company or its associated corporation(s) which would fall to be disclosed to the Company and the Stock Exchange under provision of Divisions 2 and 3 of Part XV of the SFO or which would be required to be recorded in the register maintained by the Company pursuant to Section 336 of the SFO.

* for identification purposes only

Report of Directors (continued)

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Year, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Second Amended and Restated Memorandum and Articles or the Companies Act of the Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

ARRANGEMENTS TO PURCHASE SHARES AND DEBENTURES

Save as disclosed in this annual report, at no time during the Year was the Company, its holding company, or any of its subsidiaries, a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

EQUITY-LINKED AGREEMENTS

Save as disclosed in this annual report, no equity-linked agreements were entered into by the Group or existed during the Year.

PERMITTED INDEMNITY PROVISION

Pursuant to the Second Amended and Restated Articles of Association, the Directors or the officers of the Company acting in relation to any of the affairs of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their respective offices. The Company has arranged appropriate directors' and officers' liability insurance which is currently in force to provide coverage for the Directors and officers of the Group at the date of this annual report.

INTERESTS OF DIRECTORS IN COMPETING BUSINESS

During the Year, no Directors have interests in any business which directly or indirectly competes, or is likely to compete, with the business of the Group or have any other conflict of interests with the Group.

NON-COMPETITION UNDERTAKINGS

Details of the non-competition undertakings in the deed of non-competition (the "**Deed of Non-Competition**") executed by Meng A Capital and Mr. Meng Xianzhen (collectively the "**Controlling Shareholders**") in favour of the Company have been set out in the Prospectus.

Pursuant to the Deed of Non-competition, the Controlling Shareholders and/or their respective close associates (other than members of the Group) confirmed that as of the date of the Deed of Non-competition, neither of the Controlling Shareholders or their respective close associates (other than members of the Group) had, in any form, engaged in, assisted or supported any third party in the operation of, participated, or had any interest in, any business that, directly or indirectly, competes or will compete or may compete with the business carried on or contemplated to be carried on by any member of the Group from time to time, including medical imaging film product business and medical imaging cloud services.

Each of the Controlling Shareholders has given a written confirmation to the Company that it/he has complied with the terms of the Deed of Non-Competition for the Year.

Report of Directors (continued)

The independent non-executive Directors of the Company have reviewed the available information and understood that, as far as they can ascertain, the Controlling Shareholders have complied with the terms of the Deed of Non-Competition for the Year.

CONNECTED TRANSACTIONS

Details of related party transactions for the Year are set out in note 28 to the consolidated financial statements. There was no connected transaction nor continuing connected transaction of the Group which has to be disclosed in accordance with the Chapter 14A of the Listing Rules and the Company has complied with the requirements in the Chapter 14A of the Listing Rules during the Year.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Other than those transactions disclosed in this annual report, no transaction, arrangement or contract of significance, to which a Director or an entity connected with a Director was a party and in which a Director is or was materially interested, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year. There was no other transaction, arrangement or contract of significance in relation to the Company's business between the Company or any of its subsidiaries and any of Controlling Shareholders or any companies under its/his control nor was there any contracts of significance between the Company or any of its subsidiaries and the Controlling Shareholder or any of its subsidiaries in relation to provision of services during the Year..

MANAGEMENT CONTRACT

The Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Group during the Year.

EMOLUMENT POLICY

The Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to all employees of the Group. The Group mainly determines staff remuneration on basis of the competence, qualifications and performance of individual employee and the salary trends in the PRC. The staff remuneration will be reviewed regularly.

The remuneration committee of the Board (the "**Remuneration Committee**") is responsible for making recommendations to the Board on the Company's policy and structure for all Directors and senior management remuneration, having regard to relevant Director's experience, duties and responsibilities, performance and achievement, and market rate. None of the Directors will determine their own remuneration.

DIRECTORS' REMUNERATIONS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' remunerations and those of the five highest paid individuals in the Group are set out in notes 8 and 9 to the consolidated financial statements respectively.

SIGNIFICANT LEGAL PROCEEDINGS

For the year ended 31 December 2022, the Company was not engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatening against the Company.

SHARE OPTIONS

Neither the Company nor its subsidiaries had any share option scheme during the year ended 31 December 2022.

Report of Directors (continued)

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) comprises three independent non-executive Directors, namely, Dr. Wong Man Hin Raymond, Dr. Zhao Bin and Dr. Chang Shiwang. Dr. Wong Man Hin Raymond is the chairman of the Audit Committee. The primary duties of the Audit Committee are to assist the Board by monitoring and evaluating the work of the external auditor, supervising the implementation of our internal audit system, reviewing and commenting on our financial reports and related disclosures, and other duties conferred by the Board.

REVIEW OF ANNUAL RESULTS

The Audit Committee has jointly reviewed with the management and the independent auditors of the Company, the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters (including the review of the audited consolidated financial statements of the Group for the year ended 31 December, 2022, which has been agreed by the independent auditors of the Company) of the Group. The Audit Committee and the independent auditors consider that the annual results are in compliance with the applicable accounting standards, laws and regulations, and the Company has made appropriate disclosures thereof.

EVENTS AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Group after 31 December 2022 and up to the date of this annual report.

NO CHANGES IN MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company’s Second Amended and Restated Memorandum and Articles of Association were conditionally adopted on 7 December 2022, effective on the Listing. There have been no changes in the Company’s Second Amended and Restated Memorandum and Articles of Association up to the date of this annual report.

ANNUAL GENERAL MEETING

The AGM is scheduled to be held on Friday, 2 June 2023. A notice convening the AGM will be issued and disseminated to Shareholders of the Company in due course.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 30 May 2023 to Friday, 2 June 2023 both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates should be lodged for registration with Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 29 May 2023.

For determining the entitlement to the proposed final dividend for the year ended 31 December 2022 subject to the approval by the Shareholders at the AGM, the register of members of the Company will be closed from Thursday, 8 June 2023 to Monday, 12 June 2023 both days inclusive. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates should be lodged for registration with Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 7 June 2023.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules (the “**Corporate Governance Code**”) as its own code of corporate governance. The Company has complied with the code provisions as set out in the Corporate Governance Code from the Listing Date to 31 December 2022.

Report of Directors (continued)

As the Company became listed on the Stock Exchange on 29 December 2022, the Board and each of the Board committees, including the Audit Committee, the Remuneration Committee and the nomination committee (the “**Nomination Committee**”) did not convene any meeting during the period from the Listing Date to 31 December 2022. The Board believes that the Company has fully complied with the CG Code since the Listing Date and up to 31 December 2022 except for the deviation set out below.

Code provision C.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and not be performed by the same individual. Nonetheless, in view of Mr. Meng Xianzhen’s crucial role in the Group and its historical development and Mr. Meng Xianzhen’s extensive experience in the industry, we consider that it is beneficial to the business development of the Group that Mr. Meng Xianzhen acts as both Chairman and chief executive officer of the Group after Listing. This will provide a strong and consistent leadership to the Group and allow for more effective planning and management to the Group.

Details of corporate governance practices of the Company are set out in the Corporate Governance Report of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best of the knowledge of the Directors, at least 25% of the Company’s total issued shares, the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, was held by the public at all times since the Listing Date and up to the date of this annual report.

TAX RELIEF AND EXEMPTION

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

DONATIONS

There was no charitable donation by the Group during the Year.

AUDITOR

The Company has appointed Ernst & Young as the auditor of the Company for the year ended 31 December 2022. A resolution will be proposed for approval by Shareholders at the AGM to re-appoint Ernst & Young as the auditor of the Company.

There was no change in auditor of the Company since the Listing Date.

On behalf of the Board

Meng Xianzhen

Chairman

PRC, 28 March 2023

Corporate Governance Report

The Board is pleased to present this corporate governance report in the annual report of the Company for the period from the Listing Date to 31 December 2022.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to achieving high standards of corporate governance practices and procedures to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has adopted the code provisions stated in the Corporate Governance Code as set out in Appendix 14 to the Listing Rules as its own code of corporate governance.

As the Company became listed on the Stock Exchange on 29 December 2022, the Board and each of the Board committees, including the Audit Committee, the Remuneration Committee and the Nomination Committee did not convene any meeting during the period from the Listing Date to 31 December 2022. The Board believes that the Company has fully complied with the Corporate Governance Code since the Listing Date and up to 31 December 2022 except for the deviation set out below under paragraphs headed “Chairman and Chief Executive Officer” of this report.

CULTURE AND VALUES

The Group vision is to create sustainable value. The vision guides the Group to pursue its mission to integrate economic growth, environmental protection and social responsibility in its business strategies to design, manufacture and supply innovative and high quality products for the people wellbeing and benefits of society aiming to drive sustainable value for its stakeholders and communities.

A healthy corporate culture across the Group is important for the Company to achieve its vision and mission towards sustainable growth. It is the Board’s role to foster a corporate integrity and innovation culture to guide the behaviors of its employees, and ensure that the Company’s vision, values and business strategies are aligned to it.

THE BOARD

Responsibilities and Delegation

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors business and performance. The senior management team of the Group has a wide range of skills, knowledge and experience necessary to govern the Group’s operations. The Board has delegated the authorities and responsibilities for day-to-day management and operations of the Group to the senior management team of the Group. This will allow the Group to allocate resources more efficiently for its decision-making and facilitate its daily operations. The delegated functions and responsibilities are periodically reviewed by the Board to ensure that they remain appropriate to the Company’s needs. Approval has to be obtained from the Board prior to any significant transactions entered into by the senior management on the Company’s behalf.

To oversee particular aspects of the Company’s affairs, the Board has established three Board committees including the Audit Committee, the Remuneration Committee and the Nomination Committee. Matters of which the Board considers suitable for delegation to its committees are contained in the specific terms of reference of its committees. The terms of reference clearly define the powers and responsibilities of the Board committees. In addition, the Board will receive reports and/or recommendations from time to time from the Board committees on any matter significant to the Group. All Board committees are provided with sufficient resources to perform their duties.

The Board reserves for its decision on all major matters of the Company, including approval and monitoring of overall strategies, budgets, material transactions, conflict of interests, financial information, appointment of Directors and other significant financial and operational matters.

Corporate Governance Report (continued)

Corporate Governance Functions

The Board is responsible for the overall corporate governance functions. The primary corporate governance duties are to monitor the Company's policies and practices on corporate governance; to ensure the Company's compliance with legal and regulatory requirements; to review the training and continuous professional development of Directors and senior management; to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and to review the Company's compliance with the Corporate Governance Code and the disclosure in the Corporate Governance Report.

Chairman and Chief Executive Officer

Code provision C.2.1 of the Corporate Governance Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and not be performed by the same individual. Nonetheless, in view of Mr. Meng Xianzhen's crucial role in the Group and its historical development and Mr. Meng Xianzhen's extensive experience in the industry, we consider that it is beneficial to the business development of the Group that Mr. Meng Xianzhen acts as both Chairman and chief executive officer of the Group after Listing. This will provide a strong and consistent leadership to the Group and allow for more effective planning and management to the Group. The balance of power and authority is ensured by the operation of the Board, which comprises experienced and diverse individuals. The Board currently comprises two executive Directors (including Mr. Meng Xianzhen), one non-executive Directors and three independent non-executive Directors, and therefore has a strong independent element in its composition.

During the period from the Listing Date and up to 31 December 2022, the positions of Chairman and Chief Executive Officer are held by Mr. Meng Xianzhen. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive Officer focuses on the Company's business development and daily management and operations generally. Their respective responsibilities are clearly established and set out in writing.

Board Composition

The Board currently comprises two executive Directors, one non-executive Director and three independent non-executive Directors. The Board has at least one-third of its membership comprising independent non-executive Directors in accordance with Rule 3.10A of the Listing Rules. The following are the members of the Board from the Listing Date and as at the date of this annual report:

Executive Directors

Mr. Meng Xianzhen (*Chairman*)

Mr. Guo Zhenyu

Non-Executive Director

Ms. Meng Cathy

Independent non-executive Directors

Dr. Zhao Bin

Dr. Chang Shiwang

Dr. Wong Man Hin Raymond

The biographical details and responsibilities of the Directors as well as the senior management are set out in the section headed "Biographies of Directors and Senior Management" on pages 17 to 20 of this annual report.

Corporate Governance Report (continued)

Save as disclosed in the section headed “Biographies of Directors and Senior Management” to this annual report, the Directors have no other financial, business, family or other material/relevant relationships with one another.

For the period from the Listing Date and up to the date of this annual report, the Board at all times met the requirements of Rules 3.10(1), 3.10(2) and 3.10(A) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise and the number of independent non-executive Directors represents at least one-third of the Board.

Independent Views and Input

In order to ensure independent views and input are available to the Board, the Board has developed the following mechanisms, including but not limited to:

- (i) at least one-third of Board members are independent non-executive Directors;
- (ii) every independent non-executive Director is appointed for a specific term and subject to retirement by rotation at least once every three years;
- (iii) independent non-executive Directors possess professional knowledge and broad experience;
- (iv) no independent non-executive Director has served the Company for more than nine years;
- (v) no independent non-executive Director holds more than six listed company directorships to make sure that each of independent non-executive Directors has sufficient time to make contributions to the Board;
- (vi) every independent non-executive Director has made an annual confirmation of his independence to the Company; and
- (vii) the Board, each of its committees or every Director is able to seek professional advice in appropriate circumstances at the Company’s expenses.

The implementation and effectiveness of relevant mechanisms have been reviewed by the Board annually.

Nomination Policy

The appointment of a Director is made on the recommendations of the Nomination Committee and by approval of the Board or by the Shareholders at a general meeting either to fill a casual vacancy or as an addition to the Board.

The Nomination Committee invites nominations of candidates from members of the Board and may also put forward other candidates when vacancies on the Board exist. Before making recommendations to the Board, the Nomination Committee reviews and assesses the suitability of candidates for directorship, according to certain assessment criteria, including but not limited to reputation for integrity, experience in the relevant industry, contributions to the Board and time commitments, and by making reference to the board diversity policy, the Company’s needs and the current composition of the Board. The Board will also consider the independence of independent non-executive Directors before making appointments or recommendations. The Board may consider engaging an external recruitment agency to carry out the recruitment and selection process when necessary.

Corporate Governance Report (continued)

A Shareholder can serve a notice, at least 7 days prior to the date of the general meeting with candidates standing for election as Directors, to the Company of intention to propose a person as a Director without nomination by the Nomination Committee or recommendation by the Board.

Board Diversity Policy

The Company has adopted a board diversity policy to ensure that the Board members have the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of our business strategy. Pursuant to the board diversity policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to the Board. The Board believes that such merit-based appointments will best enable the Company to serve the Shareholders and other stakeholders going forward. The implementation and effectiveness of board diversity policy have been reviewed by the Board during the Reporting Period and will be reviewed annually.

As at the date of this annual report, the Board comprises six Directors. Directors have a balanced matrix of gender, knowledge, expertise, experiences and skills covering areas relating to medical imaging solution services in the PRC, financial management, accounting, and corporate governance. They obtained degrees in various majors including medicine, finance and management. Furthermore, the Board has a wide range of age, ranging from 24 years old to 66 years old. The Company has also taken, and will continue to take steps to promote gender diversity at all levels, including but without limitation at the Board and the management levels. In particular, one of six Directors is female. After due consideration, the Board believes that based on existing business model and meritocracy of Directors, its composition satisfies the principles under the board diversity policy.

The Company understands and recognizes the benefits of diversified staff structure and regards it as one of the important elements in sustaining a long-term competitive advantage of the Company. A multicultural company should be comprised of employees with different gender, age, religion, skills, educational background, industry experience and other qualities so as to achieve the most appropriate structure and balance. As at 31 December 2022, the total number of employees of the Group was 43 (2021: 35) with 32 male staff and 11 female staff. The male to female ratio in the workforce was about 3:1. The Company deemed this gender ratio as adequate and appropriate for a company with major business in sales of medical imaging film products and provision of medical imaging cloud service.

Measurable Objectives

The Company aims to maintain an appropriate balance of Directors with diverse perspectives that are relevant to the development of Company's business. The Company is committed to ensuring that recruitment and selection of Directors are structured at all levels so as to have a diverse range of candidates for consideration. Meanwhile, the Board has not set any measurable objectives for achieving the diversity on the Board. However, the Nomination Committee will discuss periodically and, when necessary, agree on the measurable objectives and recommend them to the Board for adoption.

Board Meetings

The Company became listed on 29 December 2022. No Board meeting was held during the period from the Listing Date and up to 31 December 2022. The Company shall adopt the practice of holding Board meetings regularly, at least four times a year, and at approximately quarterly intervals.

Corporate Governance Report (continued)

Notices shall be given for all regular Board meetings not less than fourteen days to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. The agenda and accompanying Board papers are dispatched to the Directors at least three days before the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting. When Directors are unable to attend a Board meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman of the Board prior to the meeting. Minutes of Board meetings are kept by the Company Secretary with copies circulated to the Board members for records.

Minutes of the Board meetings shall be recorded in sufficient details of matters discussed and considered by the Board and the decisions reached, including any concerns raised by the Board members and dissenting views expressed. Draft minutes of each Board meeting are sent to the Board members for comments within a reasonable time after the meeting is held. Minutes of the Board meetings are open for inspection by Directors.

Appointment and Re-election of Directors

Each of Mr. Meng Xianzhen and Mr. Guo Zhenyu, being the executive Directors, has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date as the executive Directors.

Ms. Meng Cathy, being the non-executive Director, and each of Dr. Zhao Bin, Dr. Chang Shiwang and Dr. Wong Man Hin Raymond, being the independent non-executive Directors, has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date as the non-executive Director or independent non-executive Directors (as the case may be).

Pursuant to the Article 84 of the Articles of Association, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting and shall then be eligible for re-election provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Appointments and re-appointments of Directors by the Board are subject to recommendations from the Nomination Committee of the Company, after having reviewed and assessed their suitability by reference to the board diversity policy and the nomination policy adopted by the Company.

Independence of the Independent Non-executive Directors

In compliance with Rule 3.10(1) of the Listing Rules, the Company has appointed three independent non-executive Directors. The Board considers that all independent non-executive Directors have appropriate and sufficient experiences and qualifications to carry out their duties so as to protect the interests of the Shareholders.

The Company has received a written annual confirmation from each of independent non-executive Directors of his independence pursuant to the requirements of the Listing Rules. The Board considers all independent non-executive Directors to be independent in accordance with the independence guidelines as set out in the Listing Rules.

Corporate Governance Report (continued)

Induction and Continuous Professional Development

Pursuant to the code provision C.1.4 of the Corporate Governance Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Pursuant to the code provision C.1.1 of the Corporate Governance Code, each newly appointed Director should be provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations.

During the year ended 31 December 2022, each of the Directors, namely Mr. Meng Xianzhen, Mr. Guo Zhenyu, Ms. Meng Cathy, Dr. Zhao Bin, Dr. Chang Shiwang and Dr. Wong Man Hin Raymond, attended the training courses conducted by the legal adviser of the Company covering a wide range of topics including but not limited to directors' duties and responsibilities, corporate governance and on-going obligations of a listed company.

The Directors are continually updated on the latest development regarding the Listing Rules and relevant statutory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices. All Directors are encouraged to participate in continuous professional development courses and seminars to develop and refresh their knowledge and skills.

Model Code for Securities Transactions

The Company has adopted the Model Code as its own code of conduct for the Directors in their dealing in the Company's securities transactions. Having made specific enquiry to all the Directors, each of the Directors confirmed that he/she had complied with the Model Code since the Listing Date and up to 31 December 2022. No incident of non-compliance of the Model Code by the relevant employees has been noted by the Company since the Listing Date.

Directors' and Officers' Liability Insurance and Indemnity

The Company has arranged appropriate liability insurance, which is currently in force at the date of this annual report, to indemnify its Directors and senior management from liabilities arising from, including but not limited to, any proceedings brought against them during the performance of their duties.

Procedure for Seeking Independent Professional Advice

The Directors are able, upon reasonable request, to seek professional advice in appropriate circumstances, at the Company's expenses. The Board shall resolve to provide separate appropriate independent professional advice to the Directors to assist the relevant Directors to discharge their duties.

BOARD COMMITTEES

Audit Committee

The Company has established the Audit Committee with specific written terms of reference in compliance with the Corporate Governance Code. Since the Listing Date and up to the date of this annual report, the Audit Committee comprises three members, namely Dr. Wong Man Hin Raymond, Dr. Zhao Bin and Dr. Chang Shiwang. The chairman of the Audit Committee is Dr. Wong Man Hin Raymond, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules and all members are independent non-executive Directors.

Corporate Governance Report (continued)

The main duties of the Audit Committee include the following:

- i. to be primarily responsible for making recommendations to the Board on the remuneration, appointment, reappointment and removal of the external auditor;
- ii. to discuss with the external auditor the nature and scope of the audit and reporting obligations;
- iii. to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- iv. to review the Company and its subsidiaries' financial and accounting policies and practices;
- v. to monitor the integrity of the Company's financial statements, annual reports and interim reports and to review significant financial reporting judgments contained in them;
- vi. to review the Group's financial controls, risk management and internal control systems;
- vii. to review the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- viii. where an internal audit function exists, to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness; and
- ix. to review ongoing connected transactions of the Company and ensure compliance with the Listing Rules.

The Audit Committee shall meet at least twice a year. Due to the fact that the Company was listed on 29 December 2022, no Audit Committee meeting was held during the period from the Listing Date and up to 31 December 2022.

Auditor's Remuneration

Ernst & Young, Certified Public Accountants, acting as the Company's external auditor provided the annual audit services for the year ended 31 December 2022. For the year ended 31 December 2022, the remuneration paid or payable to Ernst & Young in respect of audit and non-audit services provided is set out below:

Services Rendered	Remuneration Paid/Payable RMB'000
Audit services	
— reporting accountants' services in relation to the Listing	5,140
— annual audit services	2,177
Non-audit services	—
Total	7,317

The Audit Committee has expressed its views to the Board that the level of fees paid/payable to the Company's external auditor for annual audit services is reasonable. There has been no major disagreement between the external auditor and the management of the Company for the year ended 31 December 2022.

Corporate Governance Report (continued)

Remuneration Committee

The Company has established the Remuneration Committee with specific written terms of reference in compliance with the Corporate Governance Code. Since the Listing Date and up to the date of this annual report, the Remuneration Committee comprises three members, namely Dr. Chang Shiwang, Mr. Meng Xianzhen and Dr. Zhao Bin. The chairman of the Remuneration Committee is Dr. Chang Shiwang and majority of members are independent non-executive Directors.

The Remuneration Committee is to make recommendations to the Board on the remuneration packages of individual executive Director and the senior management.

The principal duties of the Remuneration Committee include the followings:

- i. to make recommendations to the Board on the Company's policy and structure for the remuneration of all the Directors and senior management;
- ii. to review and approve the management's remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time;
- iii. to make recommendations to the Board on the remuneration packages of individual executive Director and senior management;
- iv. to make recommendations to the Board on the remuneration of non-executive Directors; and
- v. to advise Shareholders, if necessary, on how to vote in respect of any service contracts of Directors that requires Shareholders' approval in accordance with the Listing Rules.

The Remuneration Committee shall meet at least once every year. Due to the fact that the Company was listed on 29 December 2022, no Remuneration Committee meeting was held during the period from the Listing Date and up to 31 December 2022.

Details of the remuneration by band of the members of the senior management (excluding two executive Directors) of the Company for the year ended 31 December 2022 are set out below:

Remuneration band	Number of employee
Nil to RMB1,000,000	2

Details of the Directors' remuneration for the year ended 31 December 2022 are set out in the note 8 to the consolidated financial statements.

Equity based remuneration with performance related elements was not granted to independent non-executive Directors.

Corporate Governance Report (continued)

Nomination Committee

The Company has established the Nomination Committee with specific written terms of reference in compliance with the Corporate Governance Code. Since the Listing Date and up to the date of this annual report, the Nomination Committee comprises three members, namely Mr. Meng Xianzhen, Dr. Zhao Bin and Dr. Chang Shiwang. The chairman of the Nomination Committee is Mr. Meng Xianzhen and majority of members are independent non-executive Directors.

The principal duties of the Nomination Committee include the followings:

- i. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board;
- ii. to develop the criteria for identifying and assessing the qualification of and evaluating candidates for directorship;
- iii. to identify individuals who are suitable to become a member of the Board and to make recommendations to the Board on the selection of individuals nominated for directorships;
- iv. to assess the independence of independent non-executive Directors;
- v. to make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors; and
- vi. to review the board diversity policy and the nomination policy.

The Nomination Committee shall meet at least once every year. Due to the fact that the Company was listed on 29 December 2022, no Nomination Committee meeting was held during the period from the Listing Date and up to 31 December 2022.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Company provides monthly updates on the business performance with explanatory information to the Directors for them to understand the position, development and prospects of the Group.

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group in accordance with the statutory requirements and accounting standards and other financial disclosure requirements under the Listing Rules. The Directors also acknowledge their responsibilities to ensure that the consolidated financial statements of the Group are published in a timely manner as required by the Listing Rules.

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

Corporate Governance Report (continued)

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for overseeing the Company's risk management and internal control systems and reviewing its effectiveness on an ongoing basis. The Group's risk management and internal control systems are designed to manage rather than eliminate business risk and can only provide reasonable and not absolute assurance against material misstatement or loss. The Company's risk management and internal control systems have been developed with the following features and processes:

(a) The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

Risk Identification

- Identifies risks that may potentially affect the Group's business and operations.

Risk Assessment

- Assesses the risks identified by using the assessment criteria developed by the management; and
- Considers the impact and consequence on the business and the likelihood of their occurrence.

Risk Response

- Prioritises the risks by comparing the results of the risk assessment; and
- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Risk Monitoring and Reporting

- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place;
- Revises the risk management strategies and internal control processes in case of any significant change of situation; and
- Reports the results of risk monitoring to the management and the Board regularly.

(b) The main features of the risk management and internal control systems are summarised as below:

Control procedures have been designed to safeguard assets against unauthorised use and disposition; ensure compliance with relevant laws, rules and regulations; ensure proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; and to provide reasonable assurance against material misstatement, loss or fraud.

The Company does not have an internal audit function and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. It was decided that the Board would be directly responsible for internal control of the Group and for reviewing its effectiveness.

Corporate Governance Report (continued)

The Board has engaged an external professional service firm as its risk management and internal control review adviser (the "Adviser") to conduct the annual review of the risk management and internal control systems for the year ended 31 December 2022. Such review is conducted annually and cycles reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported major findings and areas for improvement to the Audit Committee and management. The Audit Committee are of the view that there are no material internal control defeats noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

DISSEMINATION OF INSIDE INFORMATION

The Group has in place a framework for the disclosure of inside information by reference to the Guidelines on Disclosure of Inside Information issued by the Securities and Future Commission. The framework sets out the procedures and internal controls for the handling and dissemination of inside information in an appropriate and timely manner, such as steps to ascertain sufficient details, conduct internal assessment of the matter and its likely impact on the Company, seek professional advice where required and verification of the facts. Before the information is fully disclosed to the public, any persons who possess the knowledge of such information must ensure strict confidentiality and must not deal in any of the Company's securities.

WHISTLEBLOWING POLICY

The Group maintains a whistleblowing policy to facilitate the raising of matters of serious concern by employees and those who deal with the Company (e.g. customers and suppliers), in confidence and anonymity, without the fear of recrimination. Procedures are established for employees to report complaints and suspected internal malpractices directly to the Group senior management, who will review the complaints and determine the appropriate mode of investigation and subsequent corrective action.

The nature, status and the results of the complaints received under the whistleblowing policy are reported to the Audit Committee on a biannual basis. No incident of fraud or misconduct was considered to have material effect on the Group's financial statements or overall operation for the year ended 31 December 2022. The whistleblowing policy is reviewed and updated periodically to align with industry best practice.

ANTI-CORRUPTION POLICY

The Group is committed to achieve the highest standards of business conduct and has zero tolerance for corruption and related malpractice. The anti-corruption policy outlines the Group's expectations and requirements of business ethics, as well as the investigation and reporting mechanism of suspected corruption practices.

The anti-corruption policy sets out the specific behavioral guidelines that Group's personnel and business partners must follow to combat corruption. It demonstrates Group commitment to the practice of ethical business conduct and the compliance of the anti-corruption laws and regulations that apply to its local and foreign operations. Every employee, officer and members of the Board must act with utmost integrity, defined not only by the applicable laws and regulations, but also by the determination to do the right thing in all circumstances.

The anti-corruption policy is reviewed and updated periodically to align with the applicable laws and regulations as well as the industry best practice.

Corporate Governance Report (continued)

DIVIDEND POLICY

The determination to pay dividends will be made at the discretion of the Board, depending on the Company's results of operations, capital requirements and surplus, general financial condition, contractual restrictions, future prospects, and, as well as any other factors of which the Board may consider relevant. Dividends may be paid only out of distributable profits as permitted under the relevant laws. Any final dividend distribution shall also be subject to the approval of the Shareholders in a Shareholders' meeting.

COMPANY SECRETARY

The Company has appointed Mr. Zhang Senquan as the company secretary of the Company (the "**Company Secretary**"). Mr. Zhang Senquan currently serves as the chief executive officer of Zhong Rui Capital (Hong Kong) Limited, a corporate service provider, and is a member of each of Hong Kong Institute of Certified Public Accountants, China Institute of Certified Public Accountants and American Institute of Certified Public Accountants. His biography is set out in the "Biographies of Directors and Senior Management" section of this annual report.

Although Mr. Zhang Senquan is not an employee of the Company, his primary contact of the Company is Mr. Meng Xianzhen, the Chief Executive Officer and an executive Director. He reports to the Board and in his capacity as the Company Secretary advises the Board on governance matters. In compliance with Rule 3.29 of the Listing Rules, Mr. Zhang Senquan attained not less than 15 hours of relevant professional training during the year ended 31 December 2022.

GENERAL MEETING

The Company became listed on 29 December 2022. No general meeting was held after the Listing up to the date of this annual report.

CHANGE IN CONSTITUTIONAL DOCUMENTS

For the Listing, the Articles of Association has been amended and restated with effect from the Listing Date and are available on the respective websites of the Stock Exchange and the Company.

Save as disclosed above, the Company did not make any change to its constitutional documents during the year ended 31 December 2022.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company had established a shareholders communication policy, which its implementation and effectiveness had been reviewed by the Board during the Reporting Period and will be reviewed annually.

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

The general meetings provide opportunities for Shareholders to communicate directly with the Directors. The chairman of the Board, and the chairmen of the Board committees will attend the annual general meeting of the Company to answer Shareholders' questions. The Company recognizes the importance of maintaining on-going communications with the Shareholders and encourages them to attend the general meetings to stay informed of the Group's businesses and convey any concerns they may have to the Directors and senior management.

Corporate Governance Report (continued)

As there are various means of communication between Shareholders and the Company as prescribed above, the Board considered the existing communication with Shareholders is effective during the year ended 31 December 2022.

The Company maintains a website at <https://www.guanzegroup.com/> where extensive information and updates on the Company's financial information, corporate governance practices and other useful information are posted and available for access by public investors.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each substantially different issue at Shareholder meetings, including nomination and election or re-election of individual Directors.

All resolutions put forward at Shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each Shareholder meeting in accordance with the Listing Rules.

Procedures for Shareholders to convene an extraordinary general meeting

In accordance with Article 58 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for putting forward proposals at general meeting

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Act of the Cayman Islands. However, Shareholders who wish to propose resolutions may follow Article 58 of the Articles of Association for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of Article 58 are set out above.

In respect of proposing a person for election as a Director at general meetings, the period during which a written notice of intention to propose a person for election as a Director and a written notice by that person of his willingness to be elected together with the candidate's information as required to be disclosed under the Listing Rules are to be given to the Company's headquarters or its Hong Kong branch share registrar and transfer office shall be at least 7 days, such period shall commence on the day after the date when the notice of the general meeting convened for such election is dispatched and end no later than 7 days prior to the date of such meeting.

Procedures for putting enquiries to the Board

Shareholders may send their enquiries and concerns to the Board by addressing them to the Company Secretary by mail to the principal office of the Company in Hong Kong. The Company Secretary shall forward communications relating to matters within the Board's purview to the Board and communications relating to ordinary business matters, such as suggestions, inquiries and complaints, to the Chief Executive Officer.

Independent Auditor's Report



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979 King's Road,
Quarry Bay, Hong Kong

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To the shareholders of Guanze Medical Information Industry (Holding) Co., Ltd.

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Guanze Medical Information Industry (Holding) Co., Ltd. (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 50 to 102, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

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

Independent Auditor's Report (continued)

KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
<p><i>Revenue recognition-Identification of performance obligation</i></p> <p>In the year ended 31 December 2022, the Group provided integrated medical imaging information technology services using cloud platforms, which were sold together with medical imaging film products to customers. The Group applied significant judgements and estimates in recognising revenue from such transactions including:</p> <p>identifying performance obligations, such as the sales of medical imaging film products, provision of medical imaging cloud services in the contracts; and</p> <p>allocating the transaction price to each performance obligation based on the stand-alone selling prices of the underlying goods or services.</p> <p>For the year ended 31 December 2022, the Group's revenue amounted to RMB177.1 million. Out of this amount, RMB157.5 million was generated from the sales of medical imaging film products while RMB19.6 million was generated from the provision of medical imaging cloud services.</p> <p>When the stand-alone selling prices of imaging cloud services are not directly observable, the Group allocated the transaction prices based on estimated stand-alone selling prices using expected cost plus a margin approach.</p> <p>The related disclosures about significant accounting judgements and estimates are included in notes 3 and 5 to the financial statements.</p>	<p>Our main procedures included, among others, the following:</p> <ul style="list-style-type: none">• Obtaining an understanding of and assessing the design and implementation of management's key internal controls in relation to revenue recognition.• Evaluating the judgements and estimates applied by the management in applying the expected cost plus a margin approach and assessing the availability of the observable stand-alone selling prices on a sample basis.• Reviewing the allocation of transaction price under expected cost plus a margin approach. Checking the cost against the management schedule, considering the cost of other companies in the same industry and verifying the original data to evaluate the appropriateness of the margin.• Reviewing agreements and orders with customers, on a sample basis, to understand the terms of the sales transactions. Assessing the Group's revenue recognition policies with reference to the requirements of the prevailing accounting standards.• Performing an overall analytical review by month and by revenue stream, investigating any significant changes or lack of expected changes.

Independent Auditor's Report (continued)

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Independent Auditor's Report (continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

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

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

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

Independent Auditor's Report (continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

The engagement partner on the audit resulting in this independent auditor's report is Shun Lung Wai.

Ernst & Young

Certified Public Accountants

Hong Kong

28 March 2023

Consolidated Statements of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
REVENUE	5	177,112	211,076
Cost of sales		(96,136)	(135,377)
Gross profit		80,976	75,699
Other income and gains	5	2,068	1,306
Selling and distribution expenses		(23,473)	(24,943)
Administrative expenses		(27,496)	(17,849)
Research and development costs		(542)	(396)
Impairment losses on trade receivables		(200)	73
Finance costs	7	(1,031)	(597)
Other expenses		(340)	(236)
PROFIT BEFORE TAX	6	29,962	33,057
Income tax expense	10	(11,676)	(9,989)
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR		18,286	23,068
Attributable to:			
Owners of the parent		17,944	22,935
Non-controlling interests		342	133
		18,286	23,068
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	12		
Basic and diluted		RMB0.02	RMB0.03

Consolidated Statements of Financial Position

As at 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	29,979	24,817
Right-of-use assets	14	4,385	4,672
Intangible assets	15	169	1,005
Deferred tax assets	23	113	69
Total non-current assets		34,646	30,563
CURRENT ASSETS			
Inventories	16	15,405	12,571
Trade and bills receivables	17	154,951	137,249
Prepayments, other receivables and other assets	18	93,353	3,433
Cash and cash equivalents	19	29,368	20,235
Total current assets		293,077	173,488
CURRENT LIABILITIES			
Trade payables	20	2,291	14,811
Contract liabilities	5	1,585	1,263
Other payables and accruals	21	29,219	2,641
Interest-bearing bank borrowings	22	25,535	15,000
Due to a controlling shareholder	28	1,376	4,582
Lease liabilities	14	50	66
Tax payables		6,930	2,974
Total current liabilities		66,986	41,337
NET CURRENT ASSETS		226,091	132,151
TOTAL ASSETS LESS CURRENT LIABILITIES		260,737	162,714
NON-CURRENT LIABILITIES			
Lease liabilities	14	96	154
Total non-current liabilities		96	154
Net assets		260,641	162,560
EQUITY			
Equity attributable to owners of the parent			
Share capital	24	8,576	–
Reserves	26	251,560	162,397
		260,136	162,397
Non-controlling interests		505	163
Total equity		260,641	162,560

Meng Xianzhen
Director

Guo Zhenyu
Director

Consolidated Statements of Changes in Equity

Year ended 31 December 2022

	Attributable to owners of the parent								
	Notes	Share capital	Share premium	Capital reserve	Statutory surplus reserve	Retained earnings	Total	Non-controlling interests	Total equity
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022		-	-	53,482	7,757	101,158	162,397	163	162,560
Profit and total comprehensive income for the year		-	-	-	-	17,944	17,944	342	18,286
Transfer to statutory surplus reserve		-	-	-	2,283	(2,283)	-	-	-
Issuance of shares	(a)	6,848	-	(6,848)	-	-	-	-	-
Issue of shares for the initial public offering ("IPO")	(b)	1,728	89,918	-	-	-	91,646	-	91,646
Share issue expenses	(c)	-	(11,851)	-	-	-	(11,851)	-	(11,851)
At 31 December 2022		8,576	78,067	46,634	10,040	116,819	260,136	505	260,641
At 1 January 2021		-	-	12,000	6,574	79,866	98,440	-	98,440
Profit and total comprehensive income for the year		-	-	-	-	22,935	22,935	133	23,068
Transfer to statutory surplus reserve		-	-	-	1,183	(1,183)	-	-	-
Distribution to a shareholder	(d)	-	-	-	-	(460)	(460)	-	(460)
Capital contribution by the then shareholder of a subsidiary	(e)	-	-	24,970	-	-	24,970	30	25,000
Investment from a new shareholder	(f)	-	-	14,392	-	-	14,392	-	14,392
Share-based payment	(g)	-	-	2,120	-	-	2,120	-	2,120
At 31 December 2021		-	-	53,482	7,757	101,158	162,397	163	162,560

Consolidated Statements of Changes in Equity (continued)

Year ended 31 December 2022

- (a) On 5 December 2022, 757,148,000 shares were issued by way of capitalisation with a par value of HK\$0.01 each and the respective share capital amount was approximately RMB6.8 million.
- (b) On 29 December 2022, upon its listing on the Hong Kong Stock Exchange, the Company issued 192,850,000 new ordinary shares with a par value HK\$0.01 each at HK\$0.53 per share for a total cash consideration of HK\$102,210,500. The respective share capital amount was approximately RMB1.73 million.
- (c) The share issue expenses mainly include share underwriting commissions, lawyers' fees, reporting accountants' fee and other related costs, which are incremental costs directly attributable to the issuance of the new shares. These costs amounting to RMB11.8 million were treated as a deduction against the share premium arising from the issuance.
- (d) The Group, through a subsidiary acquired a 1% interest in Shanghai Guanze at a consideration of RMB0.46 million. The amount of RMB0.46 million is a deemed distribution to a shareholder pursuant to the Reorganisation.
- (e) A capital contribution of RMB25 million was made to Guanze Zhihui Medical Technology (Shandong) Co., Ltd. ("**Shandong Guanze**") by Meng Xianzhen, the then shareholder. An amount of RMB0.03 million of such capital injection was credited to the registered capital of Shandong Guanze and paid on 12 April 2021. The remaining amount of RMB24.97 million was credited to the capital reserve of Shandong Guanze. The amount was paid up in cash on 16 September 2021.
- (f) Billion Vantage Asia Limited subscribed for 100 shares, representing 5% of the then share capital of the Company at a consideration of HK\$16.5 million. Capital contributions of RMB0.58 million were made to Lingyun HK by Tang B Capital Limited (the then wholly-owned investment vehicle of one of the shareholders), the then shareholder.
- (g) On 14 January 2021, Lingyun HK (the then wholly-owned investment vehicle of one of the shareholders) acquired a 1% equity interest in Shanghai Guanze from Li Mengfang at a consideration of RMB0.46 million. The consideration is lower than the fair value and a share-based payment expense amounting to RMB2.12 million was recognised in 2021.

Consolidated Statements of Cash Flows

Year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		29,962	33,057
Finance costs	7	1,031	597
Interest income	5	(32)	(41)
Impairment of trade receivables	6	200	(73)
Depreciation of items of property, plant and equipment	6	4,167	3,275
Depreciation of right-of-use assets	6	287	310
Amortisation of intangible assets	6	836	833
Share-based payment		–	2,120
		36,451	40,078
(Increase)/decrease in inventories		(2,834)	9,061
Increase in trade and bills receivables		(17,902)	(40,546)
Increase in prepayments, other receivables and other assets		(19,370)	(519)
(Decrease)/increase in trade payables		(12,520)	12,034
Increase/(decrease) in contract liabilities		322	(2,370)
Increase in other payables and accruals		33,923	26
Cash generated from operations		18,070	17,764
Interest received		32	41
Interest paid		(1,023)	(584)
Income tax paid		(7,764)	(14,128)
Net cash flows generated from operating activities		9,315	3,093
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases and prepayment of items of property, plant and equipment		(9,329)	(7,811)
Purchases of intangible assets		–	(45)
Increase in due from a controlling shareholder		(8,000)	–
Repayment from a controlling shareholder		8,000	–
Net cash flows used in investing activities		(9,329)	(7,856)

Consolidated Statements of Cash Flows (continued)

Year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
CASH FLOWS FROM FINANCING ACTIVITIES			
Loans from a controlling shareholder	27	1,376	11,384
Repayment to a controlling shareholder	27	(4,582)	(37,444)
Principal portion of lease payments	14	(82)	(82)
New bank loans	27	29,735	15,010
Repayment of bank loans	27	(19,200)	(8,323)
Capital contributions by the then shareholders of subsidiaries		–	25,000
Investment from a new shareholder		–	14,392
Distribution to a shareholder		–	(460)
Proceeds from issue of shares		9,245	–
Share issue expenses		(7,345)	–
Net cash flows generated from financing activities		9,147	19,477
NET INCREASE IN CASH AND CASH EQUIVALENTS		9,133	14,714
Cash and cash equivalents at beginning of year		20,235	5,521
CASH AND CASH EQUIVALENTS AT END OF YEAR	19	29,368	20,235

Notes to Financial Statements

31 December 2022

1. CORPORATE AND GROUP INFORMATION

Guanze Medical Information Industry (Holding) Co., Ltd is a limited liability company incorporated in the Cayman Islands on 11 December 2020. The registered address of the Company is Cricket Square, Hutchins Drive PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. During the year, the Company's subsidiaries were involved in the following principal activities in the People's Republic of China (hereafter, the "PRC"):

- Sales of medical imaging film products
- Provision of medical imaging cloud services

The shares of the Company were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 29 December 2022.

Information about subsidiaries

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

Name	Place and date of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Guanze Intelligent Medical Information Industry (BVI) Co., Ltd.	British Virgin Islands 22 December 2020	USD1.00	100%	–	Investing holding
Tang B Capital Limited	British Virgin Islands 10 December 2020	USD1.00	100%	–	Investing holding
Guanze Zhihui Medical Technology (Shandong) Co., Ltd. ("Shandong Guanze") 冠澤智慧醫療科技(山東)有限公司	PRC/Mainland China 25 February 2021	RMB300,000	–	98.9%	Investing holding
Guanze International Trading (Shanghai) Co., Ltd. ("Shanghai Guanze") 冠澤國際貿易(上海)有限公司	PRC/Mainland China 27 November 2015	RMB12,000,000	–	98.91%	Sales of medical imaging film products and provision of medical imaging cloud services
Jinan Guanze Medical Equipment Co., Ltd ("Jinan Guanze") 濟南冠澤醫療器材有限公司	PRC/Mainland China 30 August 2018	RMB12,000,000	–	98.91%	Sales of medical imaging film products and provision of medical imaging cloud services

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Notes to Financial Statements (continued)

31 December 2022

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through other comprehensive income which have been measured at fair value. These financial statements are presented in Renminbi (“**RMB**”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 December 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

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

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

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

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

Notes to Financial Statements (continued)

31 December 2022

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i>
<i>Annual Improvements to HKFRSs 2018–2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

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

- (a) Amendments to HKFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* (the “**Conceptual Framework**”) issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no business combinations during the year, the amendments did not have any impact on the financial position and performance of the Group.
- (b) Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.
- (c) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

Notes to Financial Statements (continued)

31 December 2022

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (d) *Annual Improvements to HKFRSs 2018-2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendment that is applicable to the Group are as follows:

HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ²
HKFRS 17	<i>Insurance Contracts</i> ¹
Amendments to HKFRS 17	<i>Insurance Contracts</i> ^{1, 5}
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information</i> ⁶
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i> ^{2, 4}
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i> ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ¹
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> ¹
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ¹

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

² Effective for annual periods beginning on or after 1 January 2024

³ No mandatory effective date yet determined but available for adoption

⁴ As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion

⁵ As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023

⁶ An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

Notes to Financial Statements (continued)

31 December 2022

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(continued)

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

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

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

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

Notes to Financial Statements (continued)

31 December 2022

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

(continued)

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 12 narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.

The amendments are not expected to have any significant impact on the Group's financial statements.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Impairment of non-financial assets

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

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

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

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

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group; or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

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

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

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

Buildings	5%
Leasehold improvements	Over the shorter of the lease term and 20%
Plant and machinery	12.5% to 33 $\frac{1}{3}$ %
Furniture and fixtures	20%
Motor vehicles	25%

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

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

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

Intangible assets (other than goodwill)

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

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (other than goodwill) (continued)

Software

Purchased software is stated at cost less any impairment losses and amortised on the straight-line basis over its estimated useful life of 5 to 10 years.

The Group's software mainly includes server software and terminal software for cloud service. The useful economic life for software is based on the anticipated number of years before the software will retire due to significant upgrades of the software.

Research and development costs

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

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

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five years, commencing from the date when the products are put into commercial production.

Leases

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

Group as a lessee

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

(a) Right-of-use assets

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

Leasehold land	50 years
Office	3 to 5 years

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

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

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

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

Investments and other financial assets

Initial recognition and measurement

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

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

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

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

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

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

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

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

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

Financial assets at fair value through profit or loss

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

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

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets *(continued)*

Subsequent measurement *(continued)*

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

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

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

Derecognition of financial assets

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

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

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

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

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.

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach

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

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

The Group considers a financial asset in default when contractual payments are 90 to 365 (up to the customers) days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs.
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs.
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

Simplified approach

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

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Financial liabilities

Initial recognition and measurement

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

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

Subsequent measurement

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

Financial liabilities at amortised cost (loans and borrowings and payables)

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

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

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Inventories

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

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

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

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

Provisions

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

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

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised directly in equity.

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

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

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

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

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

- when the deferred tax asset relating to the deductible temporary differences 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 only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

Government grants

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

Revenue recognition

Revenue from contracts with customers

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

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

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

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

(a) Sales of medical imaging film products

Revenue from the sales of medical imaging film products is recognised at the point in time when control of the products is transferred to the customer, generally on delivery of the products.

(b) Provision of medical imaging cloud services

The Group provides integrated medical imaging cloud services together with medical imaging film products to a customer.

Revenue from medical imaging cloud services is recognised over time during as services are rendered.

Other income

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

Contract liabilities

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

Share-based payments

When the goods or services received or acquired in a share-based payment transaction do not qualify for recognition as assets, they are recognised as expenses.

If the identifiable consideration received by the Group appears to be less than the fair value of the Group instruments granted or liability incurred, typically this situation indicates that other consideration (i.e., unidentifiable goods or services) has been (or will be) received by the Group.

Notes to Financial Statements (continued)

31 December 2022

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

The Group measures the identifiable goods or services received in accordance with HKFRS 2. The Group measures the unidentifiable goods or services received (or to be received) as the difference between the fair value of the share-based payment and the fair value of any identifiable goods or services received (or to be received). The Group measures the unidentifiable goods or services received at the grant date.

Borrowing costs

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

Dividends

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

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

Foreign currencies

These financial statements are presented in RMB, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

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

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

Notes to Financial Statements (continued)

31 December 2022

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

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

Identification of performance obligation

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

Identifying performance obligations in the sales of medical imaging film products and provision of medical imaging cloud services.

The Group provides integrated medical imaging information technology services using cloud platform that are sold together with the medical imaging film products to a customer. The medical imaging cloud services are a promise to transfer services in the future and are part of the negotiated exchange between the Group and the customer. The Group determined that both medical imaging film products and medical imaging cloud services are each capable of being distinct. The Group also determined that the promises to transfer the medical imaging film products and to provide medical imaging cloud services are distinct within the context of the contract. The medical imaging film products and medical imaging cloud services are not inputs to a combined item in the contract. The Group is not providing a significant integration service because the presence of the medical imaging film products and medical imaging cloud services together in the contract does not result in any additional or combined functionality and neither the medical imaging film products nor the medical imaging cloud services modify or customise the other. In addition, the medical imaging film products and medical imaging cloud services are not highly interdependent or highly interrelated, because the Group would be able to transfer the medical imaging film products even if the customer declined medical imaging cloud services and would be able to provide medical imaging cloud services in relation to products sold by other suppliers. Consequently, the Group has allocated a portion of the transaction price to the medical imaging film products and medical imaging cloud services based on estimated standalone selling prices using expected cost plus a margin approach. The Group recorded cost for medical imaging film products and medical imaging cloud services separately, and applied estimated margin considering the margin of other companies in the same industry.

Estimation uncertainty

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

Notes to Financial Statements (continued)

31 December 2022

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Provision for expected credit losses on trade receivables

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

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

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 17 to the financial statements.

4. OPERATING SEGMENT INFORMATION

The chief operating decision-maker ("CODM") has been identified as the chairman of the Company who reviews the consolidated results of the Group when making decisions about resource allocation and assessing the performance of the Group. The chairman considers that the Group operates in one business segment and the measurement of segment results is based on the profit before tax as presented in the consolidated statements of profit or loss and other comprehensive income.

As the Group generated all of its revenues in the PRC and its non-current assets were located in the PRC during the year, no geographical segments are presented.

Information about major customers

Revenue from operations of approximately RMB177.1 million and RMB211.1 million for the years ended 31 December 2022 and 2021, respectively, was derived from sales of medical imaging film products and the provision of medical imaging cloud services. Revenue from the sales of medical imaging film products and the provision of medical imaging cloud services accounted for approximately 89% and 11% of the total revenue of the year ended 31 December 2022, respectively. (2021: 93% and 7%).

Revenue derived from sale to individual customers which accounted for over 10% of the total revenue of the Group during the year is as follows:

	Year ended 31 December	
	2022 RMB'000	2021 RMB'000
Customer A	19,198	22,011
Customer B	17,976	25,649
	37,174	47,660

Notes to Financial Statements (continued)

31 December 2022

5. REVENUE, OTHER INCOME AND GAINS

(a) An analysis of revenue is as follows:

	Year ended 31 December	
	2022 RMB'000	2021 RMB'000
Revenue from contracts with customers by types of goods or services		
Sales of medical imaging film products	157,507	196,926
Provision of medical imaging cloud services	19,605	14,150
	177,112	211,076
Timing of revenue recognition		
Goods transferred at a point in time	157,507	196,926
Services transferred over time	19,605	14,150
Total revenue from contracts with customers	177,112	211,076

(b) Contract liabilities

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Contract liabilities	1,585	1,263

Contract liabilities represented the obligations to provide services to a customer for which the Group has received consideration.

(i) Revenue recognised in relation to contract liabilities

The following table shows the revenue recognised during the year that was included in the contract liabilities at the beginning of the year.

	Year ended 31 December	
	2022 RMB'000	2021 RMB'000
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	766	3,172

(c) Performance obligations

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

Sales of medical imaging film products

The performance obligation is satisfied upon acceptance of consumables when the control of goods is transferred, and the transaction is completed. Payment is generally due within 90 to 365 days from acceptance by customers, except for new customers, where payment in advance is normally required.

Notes to Financial Statements (continued)

31 December 2022

5. REVENUE, OTHER INCOME AND GAINS (continued)

(c) Performance obligations (continued)

Provision of medical imaging cloud services

The performance obligation of medical imaging cloud services is satisfied over time as services are rendered. As the services are provided together with the medical imaging film products to customers, payments are made in advance with the payment for medical consumables.

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2022 and 31 December 2021 are as follows:

	Year ended 31 December	
	2022 RMB'000	2021 RMB'000
Within one year	25,960	36,786
Over one year	1,998	3,634
	27,958	40,420

(d) An analysis of other income and gains is as follows:

	Note	Year ended 31 December	
		2022 RMB'000	2021 RMB'000
Other income			
Interest on bank deposits		32	41
Gains			
Government grants	(1)	1,582	1,037
Others		454	228
Total		2,068	1,306

- (1) The government grants mainly represent subsidies received from the local governments for the purpose of rewarding the Group for its financial contribution. There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies. There is no assurance that the Group will continue to receive such subsidies in the future.

Notes to Financial Statements (continued)

31 December 2022

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

	Year ended 31 December	
	2022 RMB'000	2021 RMB'000
Cost of inventories sold	92,977	132,660
Cost of services provided	3,159	2,105
Employee benefit expenses	4,645	3,618
— Wages, salaries and allowances	3,613	2,634
— Social insurance and housing fund	967	765
— Welfare and other expenses	65	219
Research and development costs	542	396
Listing expenses	18,418	9,601
Depreciation of items of property, plant and equipment	4,167	3,275
Impairment of trade receivables	200	(73)
Depreciation of right-of-use assets	287	310
Amortisation of intangible assets	836	833

7. FINANCE COSTS

An analysis of finance costs is as follows:

	Note	Year ended 31 December	
		2022 RMB'000	2021 RMB'000
Interest on bank loans		878	464
Interest on discount of bills receivable		145	120
Interest on lease liabilities	14(c)	8	13
		1,031	597

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

	Year ended 31 December	
	2022 RMB'000	2021 RMB'000
Fees	—	—
Other emoluments:		
— Salaries, allowances and benefits in kind	234	234
	234	234

Notes to Financial Statements (continued)

31 December 2022

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

Mr. Meng Xianzhen was appointed as an executive director on 11 December 2020 and also served as the chairman of the board and chief executive officer of the Company. Mr. Guo Zhenyu was appointed as an executive director of the Company on 17 September 2021. Ms. Meng Cathy was appointed as a non-executive director of the Company on 17 September 2021. Dr. Zhao Bin, Dr. Chang Shiwang and Dr. Wong Man Hin Raymond were appointed as independent non-executive directors of the Company on 7 December 2022.

Year ended 31 December 2022

	Salaries, allowances and benefits in kind RMB'000	Performance related bonuses RMB'000	Total RMB'000
Executive directors:			
Mr. Meng Xianzhen	120	–	120
Mr. Guo Zhenyu	114	–	114
	234	–	234

Year ended 31 December 2021

	Salaries, allowances and benefits in kind RMB'000	Performance related bonuses RMB'000	Total RMB'000
Executive directors:			
Mr. Meng Xianzhen	120	–	120
Mr. Guo Zhenyu	114	–	114
	234	–	234

The above remuneration information of each of these directors was recorded in the financial statements of the subsidiary.

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

Notes to Financial Statements (continued)

31 December 2022

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year ended 31 December 2022 included two directors (2021: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the remaining three highest paid employees who are not directors of the Company during the year are as follows:

	Year ended 31 December	
	2022 RMB'000	2021 RMB'000
Salaries, allowances and benefits in kind	504	388
	504	388

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

	Number of employees Year ended 31 December	
	2022	2021
Nil to HK\$1,000,000	3	3

10. INCOME TAX

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

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

	Note	Year ended 31 December	
		2022 RMB'000	2021 RMB'000
Current — Mainland China		11,720	9,926
Deferred tax	23	(44)	63
Total tax charge for the year		11,676	9,989

Notes to Financial Statements (continued)

31 December 2022

10. INCOME TAX (continued)

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

	Year ended 31 December	
	2022 RMB'000	2021 RMB'000
Profit before tax	29,962	33,057
Tax at the statutory tax rate of 25% in Mainland China*	7,491	8,264
Expenses not deductible for tax	4,321	1,799
Extra deduction of research and development expenses	(136)	(74)
Tax charge at the Group's effective rate	11,676	9,989

* In Mainland China, the current income tax has been provided based on the statutory rate of 25% of the assessable profit of the subsidiaries of the Group in Mainland China as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008.

11. DIVIDENDS

	Year ended 31 December	
	2022 HK\$'000	2021 HK\$'000
Proposed final — HK2.1 cents (2021: nil) per ordinary share	19,950	—
	19,950	—

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

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

For the purpose of computing basic and diluted earnings per share, the number of ordinary shares has been adjusted retrospectively for the effect of the issue of capital as described in note 24 as if the issue of capital had been completed on 1 January 2021.

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent of RMB20.2 million (2021: RMB22.9 million), and the weighted average number of ordinary shares of 766,132,055 (2021: 757,150,000) in issue during the year.

No adjustment has been made to the basic earnings per share amount presented for the years ended 31 December 2022 and 2021 in respect of a dilution as the Group had no potential dilutive ordinary shares in issue during the periods.

Notes to Financial Statements (continued)

31 December 2022

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (continued)

The calculation of basic and diluted earnings per share is based on:

	Year ended 31 December	
	2022 RMB'000	2021 RMB'000
Earnings		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculation	17,944	22,935
	17,944	22,935

	Number of shares	
	2022	2021
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings per share calculation	766,132,055	757,150,000
	766,132,055	757,150,000

13. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Plant and machinery RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Leasehold improvements RMB'000	Total RMB'000
31 December 2022						
As at 1 January 2022:						
Cost	6,791	23,822	197	1,638	227	32,675
Accumulated depreciation	(822)	(5,701)	(4)	(1,207)	(124)	(7,858)
Net carrying amount	5,969	18,121	193	431	103	24,817
At 1 January 2022, net of accumulated depreciation	5,969	18,121	193	431	103	24,817
Additions	390	8,939	-	-	-	9,329
Disposals	-	-	-	-	-	-
Depreciation provided during the year	(444)	(3,414)	(2)	(262)	(45)	(4,167)
As at 31 December 2022, net of accumulated depreciation	5,915	23,646	191	169	58	29,979
At 31 December 2022:						
Cost	7,181	32,761	197	1,638	227	42,004
Accumulated depreciation	(1,266)	(9,115)	(6)	(1,469)	(169)	(12,025)
Net carrying amount	5,915	23,646	191	169	58	29,979

Notes to Financial Statements (continued)

31 December 2022

13. PROPERTY, PLANT AND EQUIPMENT (continued)

	Buildings RMB'000	Plant and machinery RMB'000	Furniture and fixtures RMB'000	Motor vehicles RMB'000	Leasehold improvements RMB'000	Total RMB'000
31 December 2021						
As at 1 January 2021:						
Cost	6,791	16,011	197	1,638	227	24,864
Accumulated depreciation	(385)	(3,297)	(2)	(798)	(101)	(4,583)
Net carrying amount	6,406	12,714	195	840	126	20,281
At 1 January 2021, net of						
accumulated depreciation	6,406	12,714	195	840	126	20,281
Additions	–	7,811	–	–	–	7,811
Disposals	–	–	–	–	–	–
Depreciation provided during the year	(437)	(2,404)	(2)	(409)	(23)	(3,275)
As at 31 December 2021, net of						
accumulated depreciation	5,969	18,121	193	431	103	24,817
At 31 December 2021:						
Cost	6,791	23,822	197	1,638	227	32,675
Accumulated depreciation	(822)	(5,701)	(4)	(1,207)	(124)	(7,858)
Net carrying amount	5,969	18,121	193	431	103	24,817

As at 31 December 2022, certain of the Group's buildings with a net carrying amount of approximately RMB5.4 million (including prepayment of leased land of RMB2.8 million) were pledged to secure general banking facilities granted to the Group (note 22).

As at 31 December 2021, none of the Group's properties were pledged.

14. LEASES

The Group as a lessee

The Group has signed lease contracts for the office and land use rights used in its operations. The lease term of the office is 3 to 5 years. Lump sum payments were made upfront to acquire the land use rights with the lease periods of 50 years from the owners, and no ongoing payments will be made under the terms of the land lease. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group as further discussed below.

Notes to Financial Statements (continued)

31 December 2022

14. LEASES (continued)

The Group as a lessee (continued)

(a) Right-of-use assets

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

	Prepaid land lease payments RMB'000	Office premises RMB'000	Total RMB'000
As at 1 January 2022	4,459	213	4,672
Additions	–	–	–
Depreciation charge	(213)	(74)	(287)
As at 31 December 2022	4,246	139	4,385
As at 1 January 2021	4,695	287	4,982
Additions	–	–	–
Depreciation charge	(236)	(74)	(310)
As at 31 December 2021	4,459	213	4,672

(b) Lease liabilities

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

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Carrying amount at 1 January	220	289
New leases	–	–
Accretion of interest recognised during the year	8	13
Payments	(82)	(82)
Carrying amount at 31 December	146	220
Analysed into:		
Current portion	50	66
Non-current portion	96	154

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

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Interest on lease liabilities	8	13
Depreciation charge of right-of-use assets	287	310
Total amount recognised in profit or loss	295	323

Notes to Financial Statements (continued)

31 December 2022

15. INTANGIBLE ASSETS

	Software RMB'000	Deferred development cost RMB'000	Total RMB'000
31 December 2022			
As at 1 January 2022, net of accumulated amortisation	198	807	1,005
Additions	–	–	–
Amortisation provided during the year	(29)	(807)	(836)
As at 31 December 2022, net of accumulated amortisation	169	–	169
As at 31 December 2022:			
Cost	250	4,035	4,285
Accumulated amortisation	(81)	(4,035)	(4,116)
Net carrying amount	169	–	169
31 December 2021			
As at 1 January 2021, net of accumulated amortisation	179	1,614	1,793
Additions	45	–	45
Amortisation provided during the year	(26)	(807)	(833)
As at 31 December 2021, net of accumulated amortisation	198	807	1,005
As at 31 December 2021 and 1 January 2022:			
Cost	250	4,035	4,285
Accumulated amortisation	(52)	(3,228)	(3,280)
Net carrying amount	198	807	1,005

All intangible assets have been available for use during the year.

16. INVENTORIES

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Raw materials	1,090	1,539
Finished goods	14,315	11,032
	15,405	12,571

Notes to Financial Statements (continued)

31 December 2022

17. TRADE AND BILLS RECEIVABLES

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Trade receivables	145,277	125,638
Bills receivable	10,150	11,887
Impairment losses	(476)	(276)
Trade and bills receivables, net	154,951	137,249

Trade and bills receivables mainly represented receivables from sales of medical imaging film products and provision of medical imaging cloud services. The Group's trading terms with its customers are mainly on credit stipulated in the relevant contracts. The credit period is generally 90 to 365 days. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. The Group has certain concentrations of credit risk that may arise from the exposure to the trade receivables of its five largest customers accounting for approximately 40.0% and 34.6%, of the Group's total trade receivables as at 31 December 2022 and 2021, respectively. The Group also has concentrations of credit risk, that may arise from the exposure to the trade receivables of its largest customer accounting for approximately 16.8% and 12.1%, of the Group's total trade receivables as at 31 December 2022 and 2021, respectively. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade and bills receivables are non-interest-bearing.

At 31 December 2022 and 2021, the Group has discounted certain bank acceptance notes before maturity and the amounts of notes, which were discounted and not due are RMB6.7 million and RMB2.2 million, respectively. Upon the above discounting, the Group has derecognised the notes with an amount of RMB2.2 million. These derecognised bank acceptance notes have maturity dates of less than twelve months from the end of each year. In the opinion of the directors of the Company, the Group has transferred substantially all the risks and rewards of ownership of these notes. The Group considered that the banks which issued these notes are of good credit quality and non-settlement of these notes are highly likely to be settled by the banks upon maturity. The Group continued to recognise endorsed notes receivable and the associated liabilities amounting to RMB4.5 million. The directors considered that the Group has retained the substantial risks and rewards, which include default risks relating to such remaining endorsed notes.

An ageing analysis of the trade receivables at the end of each year, based on the invoice date of the trade receivables and net of provisions, is as follows:

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Within 1 year	142,249	123,893
1 to 2 years	2,552	1,469
	144,801	125,362

Notes to Financial Statements (continued)

31 December 2022

17. TRADE AND BILLS RECEIVABLES (continued)

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

	As at 31 December	
	2022 RMB'000	2021 RMB'000
At beginning of year	276	349
Impairment losses (Note 6)	200	(73)
At end of year	476	276

An impairment analysis is performed at the end of each year using an expected credit loss (“ECL”) model to measure expected credit losses (“ECLs”). The ECL rates are based on days past due for groupings of various customer segments with similar loss patterns. The measurement of ECLs reflects a probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for over two years or when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of future recovery.

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

As at 31 December 2022

	Past due				Total
	Current	Within 1 year	1 to 2 years	Over 2 years	
Expected credit loss rate	0.12%	0.24%	5.31%	100.00%	
Gross carrying amount (RMB'000)	121,129	21,316	2,695	137	145,277
Expected credit losses (RMB'000)	145	51	143	137	476

As at 31 December 2021

	Past due				Total
	Current	Within 1 year	1 to 2 years	Over 2 years	
Expected credit loss rate	0.08%	0.13%	4.30%	100.00%	
Gross carrying amount (RMB'000)	92,100	31,913	1,535	90	125,638
Expected credit losses (RMB'000)	77	43	66	90	276

The directors of the Company have carefully assessed the lifetime expected credit loss of trade receivables throughout the year. As at 31 December 2022 and 2021, there was no significant change for expected loss rate for trade receivables as the directors have considered that (i) the major customers and historical credit loss experience have hardly changed and (ii) there is no material change in the risk pattern and forward-looking factors.

There was an increase in the expected credit loss rate as at 31 December 2022 to reflect the adverse impact of the delay of payments of certain customers, who are public hospitals due to the macroeconomic environment.

Notes to Financial Statements (continued)

31 December 2022

18. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	Notes	As at 31 December	
		2022 RMB'000	2021 RMB'000
Other receivables	(i)	82,419	–
Deposits	(ii)	56	19
Prepayments		7,121	583
Deferred listing expense		–	2,599
Deductible value-added tax		3,757	232
		93,353	3,433

- (i) On 29 December 2022, upon its listing on the Stock Exchange, the Company issued 192,850,000 new ordinary shares with a par value HK\$0.01 each at HK\$0.53 per share for a total cash consideration of HK\$102,210,500. The respective share capital amount was approximately RMB1.73 million. As at 31 December 2022, the Company has received the IPO proceeds of approximately HK\$10.3 million. The rest amount of approximately HK\$91.9 million (equivalent to approximately RMB82.4 million) was received on 5 January 2023 according to terms with syndicated capital market intermediary and recorded as other receivables as at 31 December 2022.
- (ii) The deposits which will be refunded thereafter, are mainly provided to the suppliers.

19. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Cash and bank balances	29,368	20,235
Denominated in RMB	19,457	14,661
Denominated in HKD	9,801	5,472
Denominated in USD	110	102
	29,368	20,235

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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

Notes to Financial Statements (continued)

31 December 2022

20. TRADE PAYABLES

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

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Within 1 year	2,291	14,811
	2,291	14,811

Accounts payable do not earn interest.

21. OTHER PAYABLES AND ACCRUALS

	Note	As at 31 December	
		2022 RMB'000	2021 RMB'000
Other payables	(i)	28,509	2,322
Payroll and welfare payables		710	319
		29,219	2,641

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

Notes to Financial Statements (continued)

31 December 2022

22. INTEREST-BEARING BANK BORROWINGS

As at 31 December 2022

	Notes	Effective interest rate	Maturity	RMB'000
Current				
Bank loan — unsecured	(i)	3.85%	2023/8/8	5,000
Bank loan — unsecured	(ii)	4.35%	2023/3/2	4,535
Bank loan — unsecured	(iii)	4.45%	2023/3/1	3,000
Bank loan — secured	(iv)	3.65%	2023/9/22	3,000
Bank loan — secured	(v)	3.70%	2023/4/27	2,510
Bank loan — secured	(vi)	3.70%	2023/4/25	4,990
Bank loan — unsecured	(vi)	4.20%	2023/4/19	2,500
				25,535

- (i) The Group's unsecured loans are unsecured, bear interest at 3.85% per annum and are repayable on 8 August 2023.
- (ii) The Group's unsecured loans are unsecured, bear interest at 4.35% per annum and are repayable on 2 March 2023.
- (iii) The Group's unsecured loans are unsecured, bear interest at 4.45% per annum and are repayable on 1 March 2023.
- (iv) The Group's secured bank loan is guaranteed by the Shanghai Small, Medium and Micro Enterprise Policy Financing Guarantee Fund Management Center, bears interest at 3.65% per annum and are repayable on 22 September 2023.
- (v) The Group's bank loan is secured by mortgages over the Group's buildings, with a net carrying value of approximately RMB5.4 million at 31 December 2022.
- (vi) The Group's unsecured loans are unsecured, bear interest at 4.20% per annum and are repayable on 19 April 2023.

As at 31 December 2021

	Notes	Effective interest rate	Maturity	RMB'000
Current				
Bank loan — unsecured	(vii)	3.85%	2022/8/19	5,000
Bank loan — unsecured	(viii)	4.60%	2022/3/9	3,000
Bank loan — secured	(ix)	3.85%	2022/9/23	3,000
Bank loan — unsecured	(x)	3.85%	2022/12/1	4,000
				15,000

- (vii) The Group's unsecured loans are unsecured, bear interest at 3.85% per annum and are repayable on 19 August 2022.
- (viii) The Group's unsecured loans are unsecured, bear interest at 4.60% per annum and are repayable on 9 March 2022.
- (ix) The Group's secured bank loan is guaranteed by the Shanghai Small, Medium and Micro Enterprise Policy Financing Guarantee Fund Management Center. The original maturity date was 25 June 2022. On 24 June 2022, the maturity date of the loan was extended to 23 September 2022.
- (x) The Group's unsecured loans are unsecured, bear interest at 3.85% per annum and are repayable on 1 December 2022.

Notes to Financial Statements (continued)

31 December 2022

23. DEFERRED TAX

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

Deferred tax assets

	Impairment of trade receivables RMB'000	Provision for inventories RMB'000	Total RMB'000
Deferred tax assets as at 1 January 2022	69	–	69
Deferred tax credited to profit or loss during the period (note 10)	13	31	44
Deferred tax assets as at 31 December 2022	82	31	113
As at 1 January 2021	87	45	132
Deferred tax credited to profit or loss during the year (note 10)	(18)	(45)	(63)
Deferred tax assets as at 31 December 2021	69	–	69

Deferred tax liability

As at 31 December 2022 and 2021, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, the Group's earnings will be retained in Mainland China for the expansion of the Group's operation till end of 2022, so it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The total amounts of temporary differences associated with the investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised were approximately RMB139.66 million and RMB108.37 million as at 31 December 2022 and 2021, respectively.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

Notes to Financial Statements (continued)

31 December 2022

24. SHARE CAPITAL Shares

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Issued and fully paid:		
Ordinary shares	8,576	*

A summary of movements in the Company's share capital is as follows:

	Number of shares	Nominal value of shares RMB'000
As at 1 January, 2021(Note (a))	1	*
Issue of ordinary shares (Note (b))	1,999	*
As at 31 December, 2021 and as at 1 January, 2022	2,000	*
Issuance of shares (Note (c))	757,148,000	6,848
Issue of shares for the initial public offering ("IPO") (Note (d))	192,850,000	1,728
As at 31 December 2022	950,000,000	8,576

* Amount less than RMB1,000.

- (a) The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 11 December 2020 with initial authorised share capital of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each, and one ordinary share was allotted and issued to Meng A Capital. The Company is an investment holding company.
- (b) On 9 April 2021, Tang Operation Limited transferred one share of Tang B Capital Limited, representing the entire issued share capital of Tang B Capital Limited, to the Company on 9 April 2021 in consideration of the allotment and issue of one share in the Company, credited as fully paid, to Tang Operation Limited. On the same day, the Company further allotted and issued 98 shares at par to Meng A Capital Limited. On 26 April 2021, Billion Vantage Asia Limited subscribed for 100 shares, representing 5% of the then issued share capital of the Company as enlarged by the allotment and issue of Shares to Meng A Capital Limited and Tang Operation Limited, at a consideration of HK\$16.5 million, which was determined after arm's length negotiations between the parties. On the same day, the Company further allotted and issued 1,782 Shares and 18 shares at par to Meng A Capital Limited and Tang Operation Limited, respectively.
- (c) Pursuant to the resolution in writing of the Company's shareholders passed on 7 December 2022, conditional upon the share premium amount of the Company being credited as a result of the offering of the Company's shares or otherwise having sufficient balance, the Directors were authorised to capitalise the amount of HK\$7,571,480 from the amount standing to the credit of the share premium account of the Company to pay up in full at par 757,148,000 shares of the Company for allotment and issue to holders of shares whose names appear on the register of members of the Company as of 7 December 2022.
- (d) On 29 December 2022, upon its listing on the Stock Exchange, the Company issued 192,850,000 new ordinary shares with a par value HK\$0.01 each at HK\$0.53 per share for a total cash consideration of HK\$102,210,500. The respective share capital was approximately RMB1.73 million.

There were 950,000,000 shares issued and outstanding as at 31 December 2022.

Notes to Financial Statements (continued)

31 December 2022

25. SHARE-BASED PAYMENTS

Pursuant to the Reorganisation, as more fully explained in the paragraph headed “Reorganisation” in the section headed “History, Reorganisation and Corporate Structure” in the Prospectus. Pursuant to an equity transfer agreement dated 14 January 2021 between Li Mengfang and Lingyun HK (the then wholly-owned investment vehicle of one of the shareholders), Lingyun HK acquired a 1% equity interest in Shanghai Guanze from Li Mengfang at a consideration of RMB0.46 million. The consideration is lower than the fair value and a share-based payment expense amounting to RMB2.12 million was recognised in 2021.

26. RESERVES

The amounts of the Group’s reserves and the movements therein for the current and prior year are presented in the consolidated statements of changes in equity of the financial statements.

(a) Share premium

The share premium represents the difference between the par value of the shares issued and the consideration received.

(b) Capital reserve

The capital reserve represented the aggregate of the paid-up share capital of the subsidiaries.

(c) Statutory surplus reserve

In accordance with the PRC Company Law, certain subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their respective statutory surplus reserves until the reserves reach 50% of their respective registered capital. Subject to certain restrictions set out in the PRC Company Law, part of the statutory surplus reserve may be converted to share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

Statutory surplus reserve is non-distributable except in the event of liquidation and, subject to certain restrictions set out in the relevant PRC regulations, can be used to offset accumulated losses or be capitalised as paid-up capital.

(d) Share-based payment

The share-based payment is used to recognise the value of the share-based payment provided to Lingyun HK. Refer to note 25 to the financial statements for further details.

Notes to Financial Statements (continued)

31 December 2022

27. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

Changes in liabilities arising from financing activities:

	Lease liabilities RMB'000	Interest-bearing bank borrowings RMB'000	Due to a controlling shareholder RMB'000
As at 1 January 2022	220	15,000	4,582
Changes from financing cash flows	(82)	-	-
Interest expense	8	-	-
New bank loans	-	29,735	-
Repayment of bank loans	-	(19,200)	-
Loans from a controlling shareholder	-	-	1,376
Repayment to a controlling shareholder	-	-	(4,582)
As at 31 December 2022	146	25,535	1,376
As at 1 January 2021	289	8,313	30,642
Changes from financing cash flows	(82)	-	-
Interest expense	13	-	-
New bank loans	-	15,010	-
Repayment of bank loans	-	(8,323)	-
Loans from a controlling shareholder	-	-	11,384
Repayment to a controlling shareholder	-	-	(37,444)
As at 31 December 2021	220	15,000	4,582

28. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions.

Name of related party	Notes	Relationship with the Company
Jinan Green Yuanda Medical Equipment Co. Ltd.	(i)	Entity controlled by the controlling shareholder
Guanze Medical Equipment (Shanghai) Co. Ltd.	(ii)	Entity controlled by the controlling shareholder
Hui Yue Business Trading (Shanghai) Co. Ltd.	(iii)	Related party
Mr. Meng Xianzhen		Controlling shareholder

(i) Jinan Green Yuanda Medical Equipment Co. Ltd. was deregistered on 9 February 2017.

(ii) Guanze Medical Equipment (Shanghai) Co. Ltd. was deregistered on 12 August 2020.

(iii) Hui Yue Business Trading (Shanghai) Co. Ltd. was deregistered on 29 June 2020.

Notes to Financial Statements (continued)

31 December 2022

28. RELATED PARTY TRANSACTIONS (continued)

(a) Outstanding balances with related parties:

	Note	As at 31 December	
		2022 RMB'000	2021 RMB'000
Due to a controlling shareholder:			
Mr. Meng Xianzhen	(i)	1,376	4,582
		1,376	4,582

(i): The outstanding balance as at 31 December 2022 mainly represented the loans which were unsecured, non-interest-bearing and repayable on demand.

29. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each year are as follows:

Financial assets

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Financial assets at amortised cost:		
Cash and cash equivalents	29,368	20,235
Trade receivables	144,801	125,362
Financial assets included in other receivables	82,475	19
	256,644	145,616
Financial assets at fair value through other comprehensive income:		
Bills receivable	10,150	11,887
	266,794	157,503

Financial liabilities

	As at 31 December	
	2022 RMB'000	2021 RMB'000
Trade payables	2,291	14,811
Lease liabilities	146	220
Interest-bearing bank borrowings	25,535	15,000
Due to a controlling shareholder	1,376	4,582
Financial liabilities included in other payables and accruals	28,509	2,322
	57,857	36,935

Notes to Financial Statements (continued)

31 December 2022

30. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

As at 31 December 2022

	Carrying amounts 2022 RMB'000	Fair values 2022 RMB'000
Financial assets		
Debt instruments at fair value through other comprehensive income	10,150	10,150

As at 31 December 2021

	Carrying amounts 2021 RMB'000	Fair values 2021 RMB'000
Financial assets		
Debt instruments at fair value through other comprehensive income	11,887	11,887

Management has assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, and financial liabilities included in other payables approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of the debt instruments have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The fair values have been assessed to be approximated to their carrying amounts.

Notes to Financial Statements (continued)

31 December 2022

30. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(continued)*

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Debt instruments designated at fair value through other comprehensive income	–	10,150	–	10,150
	–	10,150	–	10,150

As at 31 December 2021

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Debt instruments designated at fair value through other comprehensive income	–	11,887	–	11,887
	–	11,887	–	11,887

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise trade and bills receivables, other receivables which arise directly from its operations, and cash. The main purpose of these financial instruments is to support the Group's operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. Generally, senior management of the Company meets regularly to analyse and formulate measures to manage the Group's exposure to these risks. In addition, the board of directors of the Company holds meetings regularly to analyse and approve the proposals made by senior management of the Company. Generally, the Group introduces conservative strategies for its risk management. As the Group's exposure to these risks is kept to a minimum level, the Group has not used any derivatives and other instruments for hedging purposes. The Group does not hold or issue derivative financial instruments for trading purposes. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Notes to Financial Statements (continued)

31 December 2022

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk

The Group's exposure to the risk of changes in interest rates is limited as its interest-bearing bank borrowings bear a fixed interest rate.

Credit risk

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 and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging as at 31 December 2022 and 2021

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2022 and 2021. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2022

	12-month ECLs		Lifetime ECLs		Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade receivables*	–	–	–	145,277	145,277
Bills receivable					
— Not yet past due	10,150	–	–	–	10,150
Financial assets included in other receivables					
— Normal**	82,475	–	–	–	82,475
Cash and cash equivalents					
— Not yet past due	29,368	–	–	–	29,368
	121,993	–	–	145,277	267,270

Notes to Financial Statements (continued)

31 December 2022

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Maximum exposure and year-end staging as at 31 December 2022 and 2021 (continued)

As at 31 December 2021

	12-month ECLs		Lifetime ECLs		Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade receivables*	–	–	–	125,638	125,638
Bills receivable					
— Not yet past due	11,887	–	–	–	11,887
Financial assets included in other receivables					
— Normal**	19	–	–	–	19
Cash and cash equivalents					
— Not yet past due	20,235	–	–	–	20,235
	32,141	–	–	125,638	157,779

* Trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 17 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets and amounts due from shareholders and related parties is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is “doubtful.”

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The liquidity of the Group is primarily dependent on its ability to maintain adequate cash inflows from operations to meet its debt obligations as they fall due, and its ability to obtain external financing to meet its committed future capital expenditure.

Notes to Financial Statements (continued)

31 December 2022

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Liquidity risk *(continued)*

The maturity profile of the Group's financial liabilities as at the end of each year, based on the contractual undiscounted payments, is as follows:

As at 31 December 2022

	Less than 1 year RMB'000	Over 1 year RMB'000	Total RMB'000
Trade payables	2,291	–	2,291
Interest-bearing bank borrowings	25,535	–	25,535
Due to a controlling shareholder	1,376	–	1,376
Financial liabilities included in other payables and accruals	28,509	–	28,509
Lease liabilities	50	96	146
	57,761	96	57,857

As at 31 December 2021

	Less than 1 year RMB'000	Over 1 year RMB'000	Total RMB'000
Trade payables	14,811	–	14,811
Interest-bearing bank borrowings	15,366	–	15,366
Due to a controlling shareholder	4,582	–	4,582
Financial liabilities included in other payables and accruals	2,322	–	2,322
Lease liabilities	66	154	220
	37,147	154	37,301

Notes to Financial Statements (continued)

31 December 2022

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it considering changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year.

The Group monitors capital using a ratio, which is total liabilities divided by total equity. The Group's strategy is to maintain the ratio at a healthy level in order to support its business. The principal strategies adopted by the Group include, but are not limited to, reviewing future cash flow requirements and the ability to meet debt repayment schedules when they fall due, maintaining a reasonable level of available banking facilities and adjusting investment plans and financing plans, if necessary, to ensure that the Group has a reasonable level of capital to support its businesses.

The ratios as of the end of each year are as follows:

	As at 31 December	
	2022	2021
Total liabilities (RMB'000)	(67,082)	(41,491)
Total equity (RMB'000)	(260,641)	(162,560)
Ratio	26%	26%

32. EVENTS AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Group after 31 December 2022.

Notes to Financial Statements (continued)

31 December 2022

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	As at 31 December	
	2022 RMB'000	2021 RMB'000
NON-CURRENT ASSETS		
Investments in subsidiaries	2,749	2,749
Total non-current assets	2,749	2,749
CURRENT ASSETS		
Other receivables and other assets	83,566	2,304
Cash and cash equivalents	9,659	4,898
Total current assets	93,225	7,202
CURRENT LIABILITIES		
Due to a controlling shareholder	1,376	71
Other payables and accruals	19,485	–
Total current liabilities	20,861	71
NET CURRENT ASSETS	72,364	7,131
NET ASSETS	75,113	9,880
EQUITY		
Share capital	8,576	–*
Reserves	66,537	9,880
Total equity	75,113	9,880

Meng Xianzhen
Director

Guo Zhenyu
Director

Note:

A summary of the Company's reserve is as follows:

	Capital reserve RMB'000	Accumulated loss RMB'000	Total RMB'000
At 1 January 2021	–	–	–
Loss and total comprehensive loss for the year	–	(6,675)	(6,675)
New issuance of shares in exchange of equity in a subsidiary	2,749	–	2,749
Investment from a new shareholder	13,806	–	13,806
At 31 December 2021 and at 1 January 2022	16,555	(6,675)	9,880
Loss and total comprehensive loss for the year	–	(15,773)	(15,773)
Share premium of the issuance, net of the share issuance costs	72,430	–	72,430
At 31 December 2022	88,985	(22,448)	66,537

34. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2023.