

CMER
希瑪醫療

C-MER Medical Holdings Limited
希瑪醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：3309



INTERIM REPORT 中期報告

2024

Contents

目錄

Corporate Information 公司資料	2
Financial Highlights 財務概要	5
Management Discussion and Analysis 管理層討論及分析	6
Interim Condensed Consolidated Statement of Comprehensive Income 中期簡明綜合全面收益表	27
Interim Condensed Consolidated Statement of Financial Position 中期簡明綜合財務狀況表	29
Interim Condensed Consolidated Statement of Changes in Equity 中期簡明綜合權益變動表	31
Interim Condensed Consolidated Statement of Cash Flows 中期簡明綜合現金流量表	33
Notes to the Interim Condensed Consolidated Financial Information 中期簡明綜合財務資料附註	35
Report on Review of Interim Financial Information 中期財務資料的審閱報告	84
Other Information 其他資料	86

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Dr. LAM Shun Chiu Dennis

(Chairman and Chief Executive Officer)

Ms. LI Xiaoting

Dr. LEE Yau Wing Vincent

Independent Non-executive Directors

Dr. Rex AU YEUNG Pak-kuen *(Vice Chairman)*

Mr. MA Andrew Chiu Cheung

Mr. IP Shu Kwan Stephen

Mr. YIN Ke

BOARD COMMITTEES

Audit Committee

Mr. MA Andrew Chiu Cheung *(Chairperson)*

Mr. IP Shu Kwan Stephen

Mr. YIN Ke

Remuneration Committee

Mr. IP Shu Kwan Stephen *(Chairperson)*

Ms. LI Xiaoting

Mr. MA Andrew Chiu Cheung

Nomination Committee

Dr. Rex AU YEUNG Pak-kuen *(Chairperson)*

Mr. MA Andrew Chiu Cheung

Mr. YIN Ke

董事會

執行董事

林順潮醫生

(主席兼行政總裁)

李肖婷女士

李佑榮醫生

獨立非執行董事

歐陽伯權博士 *(副主席)*

馬照祥先生

葉澍堃先生

殷可先生

董事會委員會

審核委員會

馬照祥先生 *(主席)*

葉澍堃先生

殷可先生

薪酬委員會

葉澍堃先生 *(主席)*

李肖婷女士

馬照祥先生

提名委員會

歐陽伯權博士 *(主席)*

馬照祥先生

殷可先生

AUTHORIZED REPRESENTATIVES

Ms. Li Xiaoting
Mr. CHAN Wa Ping

COMPANY SECRETARY

Mr. CHAN Wa Ping

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22/F, Prince's Building
Central
Hong Kong

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681 Grand Cayman
KY1-1111
Cayman Islands

PRINCIPAL PLACE OF BUSINESS AND HEAD OFFICE IN HONG KONG

Suite 1535, Central Building
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Hong Kong

PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

授權代表

李肖婷女士
陳華平先生

公司秘書

陳華平先生

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
中環
太子大廈22樓

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681 Grand Cayman
KY1-1111
Cayman Islands

香港主要營業地點及總部

香港
畢打街1-3號
中建大廈1535室

股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Corporate Information

公司資料

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
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Hopewell Centre
183 Queen's Road East
Wanchai
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香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
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合和中心
17樓1712-1716號舖

PRINCIPAL BANKERS

The Bank of East Asia, Limited
Bank of China (Hong Kong) Limited
Bank of Communications Co., Ltd.
Industrial and Commercial Bank of China Limited
The Hongkong and Shanghai Banking Corporation Limited

主要往來銀行

東亞銀行有限公司
中國銀行(香港)有限公司
交通銀行股份有限公司
中國工商銀行股份有限公司
香港上海滙豐銀行有限公司

LEGAL ADVISOR ON HONG KONG LAWS

Fangda Partners
26th Floor, One Exchange Square
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香港法律顧問

方達律師事務所
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COMPANY WEBSITE

www.cmermedical.com

公司網站

www.cmermedical.com

STOCK CODE

03309

股份代號

03309

		Six months ended 30 June 截至6月30日止六個月		Change 變動
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)	
Note 附註				
	Revenue	922,501	950,263	(2.9%)
	– Core medical service revenue	922,501	930,845	(0.9%)
	– Sale of COVID-19 related medical consumables revenue	–	19,418	(100.0%)
	Gross profit	289,125	300,152	(3.7%)
	Profit for the period	48,636	37,997	28.0%
	Profit for the period attributable to equity holders of the Company	30,763	29,758	3.4%
Non-HKFRS Measures:	非香港財務報告準則 計量指標：			
	Adjusted profit for the period	48,636	31,590	54.0%
	Adjusted profit for the period attributable to equity holders of the Company	30,763	23,351	31.7%
	EBITDA	181,813	170,741	6.5%
	Adjusted EBITDA	181,813	162,630	11.8%
	Gross profit margin (%)	31.3%	31.6%	(0.3)pp 個百分點
	Net profit margin (%)	5.3%	4.0%	1.3pp 個百分點

Notes:

- We define “adjusted profit for the period” as profit for the period adjusted by the profit after tax of the segment of sales of medical consumables in which we ceased the business in the second half of 2023 due to relaxation of requirements for COVID-19 testing in Hong Kong.
- We define “adjusted profit for the period attributable to equity holders of the Company” as profit for the period attributable to equity holders of the Company adjusted by the profit after tax attributable to equity holders of the Company of the segment of sales of medical consumables.
- We define “EBITDA” as earnings before interest, taxes, depreciation and amortisation.
- We define “adjusted EBITDA” as EBITDA adjusted by the profit before tax of the segment of sales of medical consumables.

附註：

- 我們將「期內經調整利潤」界定為期內利潤除去銷售醫療耗材分部的除稅後利潤，我們於2023年下半年終止該分部的業務，原因是香港放寬COVID-19檢測要求。
- 我們將「本公司權益持有人應佔期內經調整利潤」界定為本公司權益持有人應佔期內利潤除去銷售醫療耗材分部的本公司權益持有人應佔除稅後利潤。
- 我們將「EBITDA」界定為除利息、稅項、折舊及攤銷前盈利。
- 我們將「經調整EBITDA」界定為除去銷售醫療耗材分部的除稅前利潤的EBITDA。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Overview

As a result of the improvement of the quality of the overall business operations and better cost control, the Group's profitability improved in for the six months ended 30 June 2024 ("1H2024"). Excluding the profit from the sales of medical consumables segment, the profit for the period attributable to equity holders of the Company from our core medical service increased by 31.7% to HK\$30.8 million in 1H2024 as compared to HK\$23.4 million for the same period last year. Profit for the period attributable to equity holders of the Company increased by 3.4% to HK\$30.8 million in 1H2024 as compared to HK\$29.8 million for the same period last year.

Compared with the same period last year, our core medical service revenue (comprising the provision of ophthalmic services, the provision of dental and other medical services and the sales of vision aid products) decreased slightly by 0.9% to HK\$922.5 million in 1H2024 from HK\$930.8 million for the same period last year. The slight decrease in revenue is the combined result of the decrease in the revenue generated from the ophthalmic services in both Hong Kong and Mainland China due to the negative market sentiment and the economic uncertainties, and the increase in revenue generated from the dental services in Shenzhen under the brand "Shenzhen CKJ" driven by the trend of cross-border consumption by Hong Kong citizens in Shenzhen.

The Group has been closely monitoring the market condition and adjusting its business strategies to prioritize our core business segments, while effectively managing the operational costs. In addition, the Group also prudently manages its working capital to ensure a healthy balance sheet.

業務回顧

概覽

由於整體業務營運質素提升及成本控制，本集團於截至2024年6月30日止六個月（「2024年上半年」）的盈利能力有所改善。撇除銷售醫療耗材分部的利潤，2024年上半年來自核心醫療服務的本公司權益持有人應佔期內利潤由去年同期的23.4百萬港元增加31.7%至30.8百萬港元。2024年上半年的本公司權益持有人應佔期內利潤由去年同期的29.8百萬港元增加3.4%至30.8百萬港元。

我們核心醫療服務的收益（包括提供眼科服務、提供牙科及其他醫療服務以及銷售視力輔助產品）由去年同期的930.8百萬港元略為減少0.9%至922.5百萬港元。收益略為減少乃由於香港及中國內地的眼科服務所得收益因市場情緒負面及經濟不確定因素而減少以及深圳牙科服務旗下品牌「深圳愛康健」所得收益因港人跨境前往深圳消費的趨勢而增加的綜合結果所致。

本集團一直密切關注市場狀況並調整我們的核心業務策略，並有效管理營運成本。此外，本集團亦審慎管理營運資金，以確保資產負債表穩健。

On 28 May 2024, the Company completed its name change to C-MER Medical Holdings Limited, and the dual foreign name in Chinese of the Company has been changed to 希瑪醫療控股有限公司. The Board considers that the new English and Chinese names of the Company will be able to promote the Group's corporate image and better reflect the Group's positioning in providing comprehensive medical services.

Our operations in Hong Kong

Under the brand of "C-MER Dennis Lam (希瑪林順潮)", we offer ophthalmic services of international calibre in treating a wide range of eye problems, ranging from common to rare and complex eye problems. In addition, the Group operated (i) Champion Eye Centre Limited ("Champion Eye") (嘉賓眼科中心有限公司), which has over 20 years of history for offering ophthalmic services in Hong Kong; and (ii) The Optometry (OPT) Centre Limited ("OPT"), an optometry group to offer services in Hong Kong in the areas of myopia control, optometry assessments and spectacles and contact lens prescriptions in Hong Kong. In total, the ophthalmic and related services network mainly included our five day surgery centres, thirteen clinics, and eight optometry centres.

Since 2021, we started our dental, oncology and other medical services business in Hong Kong which included six dental clinics, two general practice clinics and an oncology centre as at 30 June 2024. Further, we started our clinical research business in July 2022, which may bring us opportunities for collaboration with different biotech companies for, among other things, research and clinical work.

In addition, the Group was a distributor of COVID-19 related medical consumables in Hong Kong in prior years. The revenue from the sales of COVID-19 related medical consumables decreased to zero in 1H2024 from HK\$19.4 million of the same period last year due to the relaxation of requirements for COVID-19 testing in Hong Kong and the Group ceased to distribute the relevant products in the second half of 2023.

於2024年5月28日，本公司完成更名為 C-MER Medical Holdings Limited，而本公司的中文雙重外文名稱已更改為希瑪醫療控股有限公司。董事會認為本公司新的中英文名稱將能夠提升本集團的企業形象，並更能反映本集團提供全面醫療服務的定位。

香港業務

我們以「希瑪林順潮」品牌提供國際標準的眼科服務，治療各種常見乃至罕見及複雜的眼疾。此外，本集團經營(i)嘉賓眼科中心有限公司(「嘉賓眼科」)，該公司在香港提供眼科服務已有超過20年歷史；以及(ii)視光師驗眼中心有限公司(「視光師驗眼中心」)，為一家眼科視光集團，在香港提供近視控制、眼科視光評估以及眼鏡及隱形眼鏡配鏡服務。總共而言，眼科及相關服務網絡主要包括五間日間手術中心、十三間診所及八間眼科視光中心。

自2021年起，我們開始在香港提供牙科、腫瘤科及其他醫療服務業務，於2024年6月30日包括六間牙科診所、兩間全科診所及一間腫瘤中心。此外，我們於2022年7月開展了臨床研究業務，這可能會為我們帶來與不同生物技術公司合作的機會，以進行(其中包括)研究及臨床工作。

此外，本集團過去幾年為COVID-19相關醫療耗材的香港分銷商。於2024年上半年，由於香港放寬COVID-19檢測要求及本集團於2023年下半年停止分銷相關產品，來自銷售COVID-19相關醫療耗材的收益由去年同期的19.4百萬港元跌至零。

Management Discussion and Analysis

管理層討論及分析

Our operations in Mainland China

In Mainland China, our ophthalmic service network included ten eye hospitals in Shenzhen (Futian and Baoan), Beijing, Shanghai, Guangzhou, Zhuhai, Kunming, Huizhou, Jieyang, Foshan, an eye clinic in Shenzhen (Nanshan) and our two eye clinics in Shanghai mainly under the brand of “C-MER Dennis Lam (希瑪林順潮)”. In the meantime, we continued to optimize the organizational structure and implement refined management in our operations.

In February 2022, we completed our investment of 61.5% equity interest of Shenzhen C-MER Aikangjian Dental Group Co., Ltd. (previously known as Shenzhen Aikangjian Group Co., Ltd.) (深圳市希瑪愛康健口腔集團有限公司, previously known as 深圳市愛康健齒科集團股份有限公司) (“Shenzhen CKJ”), which became a non-wholly owned subsidiary of the Company. Shenzhen CKJ has a dental hospital and 11 dental clinics in Shenzhen as of 30 June 2024. Benefitting from the robust demand for quality dental services and the trend of cross-border consumption by Hong Kong citizens in Shenzhen, the business of Shenzhen CKJ experienced significant growth by 33.3% in 1H2024 to HK\$224.7 million from HK\$168.6 million in the same period last year. The depreciation of Renminbi (“RMB”) has affected our revenue growth when reporting in Hong Kong dollar terms. In RMB terms, our revenue of Shenzhen CKJ increased by 38.7% in 1H2024 as compared with the same period last year.

Shenzhen CKJ continues to expand at Luohu and Futian ports, including a new dental hospital at Futian port, which is only 200 meters away from the port. This will provide a strong momentum for the future development of Shenzhen CKJ.

中國內地業務

我們在中國內地的眼科服務網絡包括位於深圳(福田及寶安)、北京、上海、廣州、珠海、昆明、惠州、揭陽、佛山的十間眼科醫院，位於深圳(南山)的一間眼科診所，以及位於上海的兩間眼科診所，主要以「希瑪林順潮」品牌經營。同時，我們持續優化組織架構，在營運中實施精細化管理。

於2022年2月，我們完成對深圳市希瑪愛康健口腔集團有限公司(前稱深圳市愛康健齒科集團股份有限公司) (「深圳愛康健」) 61.5% 股權的投資，該公司成為本公司的非全資附屬公司。截至2024年6月30日，深圳愛康健在深圳擁有1間牙科醫院及11間牙科診所。受惠於市場對優質牙科服務的殷切需求及港人跨境前往深圳消費的趨勢，深圳愛康健於2024年上半年的業務錄得顯著增長，由去年同期的168.6百萬港元增長33.3%至224.7百萬港元。人民幣(「人民幣」)貶值影響我們以港元呈報的收益增長。以人民幣計算，2024年上半年深圳愛康健的收益較去年同期增加了38.7%。

深圳愛康健繼續在羅湖及福田口岸拓展業務，包括在福田口岸開設一間新牙科醫院，其距離口岸僅200米。此舉為深圳愛康健的未來發展提供強大動力。

As part of Cross-boundary Medical Collaboration under 2023 Policy Address of the Hong Kong Special Administrative Region Government (the “HK Government”), and as announced by the HK Government on 19 February 2024, our Shenzhen C.K.J Stomatological Hospital (深圳愛康健口腔醫院) (the “Shenzhen CKJ Hospital”) has been selected under the “Elderly Health Care Voucher Greater Bay Area Pilot Scheme” (the “Pilot Scheme”) as one of the seven medical institutions and the only dental hospital in the Pilot Scheme in the Guangdong-Hong Kong-Macau Greater Bay Area as trial service points where the elderly health care vouchers may be used to cover the dental services provided, and the elderly health care vouchers was ready for use on 14 August 2024.

The Elderly Health Care Voucher Scheme (“HCVS”) is a government initiative aimed at subsidizing the use of private primary healthcare services by elderly individuals in Hong Kong. Through the HCVS, eligible elderly persons are provided with an annual voucher amount of HK\$2,000, with a cumulative limit of HK\$8,000. These vouchers can be used to access a range of healthcare services, including preventive and curative care, provided by registered medical practitioners, Chinese medicine practitioners, dentists, etc. With nearly 1.56 million elderly individuals (approximately 97% of the eligible elder population) having utilized the services offered under HCVS as of the end of May 2023, and the considerable expenditure of HCVS in fiscal year of Hong Kong (HK\$2.5547 billion in fiscal year 2021–22, HK\$2.7859 billion in fiscal year 2022–23 and the projected expenditure of HK\$3.7699 billion in fiscal year 2023–24), it is expected that Shenzhen CKJ Hospital will be able to greatly benefit from the Pilot Scheme.

作為香港特別行政區政府（「香港政府」）2023年施政報告下跨境醫療協作的一部分，香港政府於2024年2月19日宣佈，深圳愛康健口腔醫院（「深圳愛康健醫院」）獲納入為「長者醫療券大灣區試點計劃」（「試點計劃」）下七間醫療機構之一，亦是試點計劃中在粵港澳大灣區作為服務試點的唯一一間牙科醫院，在該試點可使用長者醫療券支付牙科服務的費用，而長者醫療券已於2024年8月14日可供使用。

長者醫療券計劃（「長者醫療券計劃」）為一項以資助香港長者使用私人醫療服務為目的之政府措施。透過長者醫療券計劃，合資格長者獲提供年度金額為2,000港元的醫療券，累計上限為8,000港元。該等醫療券可用於獲得由註冊醫生、中醫師、牙醫等提供的一系列醫療服務，包括預防和治療護理。截至2023年5月底，已有近156萬名長者（約佔合資格長者的97%）使用了長者醫療券計劃下提供的服務，而香港財政年度內長者醫療券計劃的開支亦相當可觀（2021–22財政年度為25.547億港元，2022–23財政年度為27.859億港元，2023–24財政年度的預計開支為37.699億港元），預計深圳愛康健醫院將可從試點計劃中受益匪淺。

Management Discussion and Analysis

管理層討論及分析

On 5 February 2024, the Company entered into a strategic agreement with Shenzhen Luohu District Government (深圳羅湖區政府) in relation to the construction of a “Hong Kong-style” private hospital near Shenzhen’s Luohu port (羅湖口岸港式口岸醫院建設簽署戰略合作協議). It is expected that this hospital, which is within a five-minute walk from the Luohu border land crossing, will become the first port hospital adopting Hong Kong-style medical services, bringing Hong Kong’s healthcare management systems, medical technologies and healthcare services to serve residents of both Shenzhen and Hong Kong. The hospital will have departments including dentistry, ophthalmology, medical imaging, health check-ups, gynecology, traditional Chinese medicine, internal medicine, surgery and urology and the Group intends to introduce more departments in subsequent phases. The hospital will operate within a seven-storey building, having a gross floor area of over 10,000 sq. m., and is expected to commence operation by the end of 2024.

Revenue Overview

The total revenue in 1H2024 amounted to HK\$922.5 million (six months ended 30 June 2023: HK\$950.3 million), representing a slight decrease of 2.9% from the corresponding period in 2023, due to (i) decrease in the core medical service revenue (comprising of provision of ophthalmic services, provision of dental and other medical services and sales of vision aid products) by 0.9% to HK\$922.5 million in 1H2024 from HK\$930.8 million for the same period last year, and the (ii) reduction in revenue generated from sale of COVID-19 related medical consumables to zero in 1H2024 from HK\$19.4 million for the same period last year.

於2024年2月5日，本公司與深圳羅湖區政府就羅湖口岸港式口岸醫院建設簽署一項戰略合作協議。該醫院距離羅湖陸路口岸僅五分鐘步程，有望成為首家採用港式醫療服務的口岸醫院，為深港兩地居民帶來港式醫療管理系統、醫療技術及醫療服務。該醫院將設有牙科、眼科、醫學影像科、體檢科、婦科、中醫學科、內科、外科及泌尿科等，本集團擬在往後階段引進更多科系。醫院將設於一幢七層高大樓內，建築面積逾10,000平方米，並預期將於2024年底開始營運。

收益概覽

2024年上半年的總收益為922.5百萬港元(截至2023年6月30日止六個月：950.3百萬港元)，較2023年同期輕微減少2.9%，乃由於(i) 2024年上半年的核心醫療服務收益(包括提供眼科服務、提供牙科及其他醫療服務以及銷售視力輔助產品)由去年同期的930.8百萬港元減少0.9%至922.5百萬港元；及(ii)來自銷售COVID-19相關醫療耗材的收益由去年同期的19.4百萬港元減少至2024年上半年的零。

The following table sets forth a breakdown of our revenue by segment for the periods indicated as a percentage of total revenue:

下表載列我們於所示期間按分部劃分的收益明細，以所佔總收益百分比列示：

		Six months ended 30 June 截至6月30日止六個月					
		2024 2024年		2023 2023年		Change 變動	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
HK medical business	香港醫療業務	427,052	46.2	469,458	49.5	(42,406)	(9.0)
Mainland China ophthalmic business	內地眼科業務	270,761	29.4	292,772	30.8	(22,011)	(7.5)
Mainland China dental business	內地牙科業務	224,688	24.4	168,615	17.7	56,073	33.3
Sales of medical consumables	銷售醫療耗材	-	-	19,418	2.0	(19,418)	(100.0)
		922,501	100.0	950,263	100.0	(27,762)	(2.9)

In Hong Kong, our operations consist of the provision of medical services (comprising of provision of ophthalmic services, provision of dental and other medical services) and the related businesses (including the sales of vision aid products), and the distribution of COVID-19 related medical consumables. With a more cautious spending trend in Hong Kong, our revenue from medical business derived from our operation in Hong Kong decreased by 9.0% to HK\$427.1 million (six months ended 30 June 2023: HK\$469.5 million), which mainly included revenue from our ophthalmic business in Hong Kong (including ophthalmic services and sales of vision aid products in Hong Kong), which decreased by 6.6% to HK\$390.3 million during 1H2024 (six months ended 30 June 2023: HK\$417.9 million). The revenue from the sales of COVID-19 related medical consumables decreased to zero during 1H2024 from HK\$19.4 million as compared with the same period last year due to relaxation of requirements for COVID-19 testing in Hong Kong and the Group ceased to distribute the relevant products in the second half of 2023.

我們在香港的業務包括提供醫療服務(包括提供眼科服務、提供牙科及其他醫療服務)及相關業務(包括銷售視力輔助產品)，以及分銷COVID-19相關醫療耗材。隨著香港消費趨勢更趨審慎，來自香港業務的醫療業務收益減少9.0%至427.1百萬港元(截至2023年6月30日止六個月：469.5百萬港元)，其中主要包括2024年上半年來自香港眼科業務(包括在香港提供眼科服務及銷售視力輔助產品)的收益減少6.6%至390.3百萬港元(截至2023年6月30日止六個月：417.9百萬港元)。於2024年上半年，由於香港放寬COVID-19檢測要求及本集團於2023年下半年停止分銷相關產品，來自銷售COVID-19相關醫療耗材的收益由去年同期的19.4百萬港元跌至零元。

Management Discussion and Analysis

管理層討論及分析

Our revenue in the Mainland China was mainly derived from our provision of ophthalmic services and dental services, and we recorded an increase of 7.4% in 1H2024 to HK\$495.4 million from HK\$461.4 million as compared with the same period last year. In RMB terms, the revenue increased by 11.8%.

We provided our ophthalmic services in Mainland China in our eye hospitals, eye centres and clinics. The following table sets forth a breakdown of our revenue of ophthalmic services by location for the periods indicated with changes in HK\$ and RMB terms.

我們在中國內地的收益主要來自提供眼科服務及牙科服務，2024年上半年的收益由去年同期的461.4百萬港元增長7.4%至495.4百萬港元。以人民幣計算，收益增加了11.8%。

我們在中國內地的眼科醫院、眼科中心及診所提供眼科服務。下表載列於所示期間按地點劃分的眼科服務收益明細，以及以港元及人民幣列示的變動。

		Six months ended 30 June			
		截至6月30日止六個月		Change	
		2024	2023		
		2024年	2023年	變動	
		HK\$'000	HK\$'000	in HK\$	in RMB
Location (Date of commencement of operations)	地點 (啟用日期)	千港元	千港元	terms 以港元 列示	terms 以人民幣 列示
Shenzhen (March 2013)	深圳(2013年3月)	123,892	136,952	(9.5)	(5.8)
Beijing (January 2018)	北京(2018年1月)	46,581	48,860	(4.7)	(0.7)
Kunming (June 2019)	昆明(2019年6月)	33,786	34,909	(3.2)	0.8
Shanghai (November 2019)	上海(2019年11月)	21,519	26,759	(19.6)	(16.3)
Zhuhai (December 2020)	珠海(2020年12月)	20,917	20,707	1.0	5.2
Guangzhou (April 2022)	廣州(2022年4月)	11,651	10,820	7.7	12.1
Huizhou (March 2021)	惠州(2021年3月)	6,125	6,513	(6.0)	(2.1)
Jieyang (August 2022)	揭陽(2022年8月)	4,512	3,524	28.0	33.3
Foshan (August 2023)	佛山(2023年8月)	1,778	-	N/A不適用	N/A不適用
Fuzhou (March 2022)	福州(2022年3月)	-	3,728	(100.0)	(100.0)
		270,761	292,772	(7.5)	(3.7)

In Mainland China, local consumer spending remained subdued, which mainly impacted our revenue from the refractive surgeries. The revenue from our ophthalmic services in Mainland China decreased by 7.5% in 1H2024 to HK\$270.8 million from HK\$292.8 million as compared with the same period last year. In RMB terms, the revenue decreased by 3.7%.

中國內地的本地消費開支仍然疲弱，其主要影響到我們的屈光手術收益。2024年上半年，我們在中國內地的眼科服務收益由去年同期的292.8百萬港元下跌7.5%至270.8百萬港元。以人民幣計算，收益跌幅為3.7%。

We provided our dental services in Mainland China in the dental hospital and clinics in Shenzhen under Shenzhen CKJ during 1H2024. Following the trend of cross-border consumption by Hong Kong citizens in Shenzhen, the growth was very strong and the revenue of Shenzhen CKJ soared by 33.3% to HK\$224.7 million in 1H2024 from HK\$168.6 million in the same period of last year.

FINANCIAL REVIEW

Revenue

We are an ophthalmic, dental and other medical service provider in Hong Kong and Mainland China. Our ophthalmologists/physicians are specialised in the fields of cataract, glaucoma, strabismus and refractive surgeries and external eye diseases. Our dentists have expertise and qualifications across a wide range of speciality areas, covering general dentistry, orthodontics and implantology. Our revenue is derived from our fees charged to our clients on consultations, procedures, surgeries and other medical services as well as the sales of vision aid products, including glasses and lens, and medical consumables. The following table sets forth a breakdown of our revenue for the periods indicated as a percentage of total revenue:

於2024年上半年，我們透過深圳愛康健的牙科醫院及診所（均位於深圳市）在中國內地提供牙科服務。隨著港人前往深圳跨境消費的趨勢日盛，該業務的增長勢頭迅猛，於2024年上半年，深圳愛康健的收益由去年同期的168.6百萬港元躍升33.3%至224.7百萬港元。

財務回顧

收益

我們是一家位於香港及中國內地的眼科、牙科及其他醫療服務提供商。我們的眼科醫生／醫生專攻白內障、青光眼、斜視及屈光手術及眼表疾病領域。我們的牙醫具備多種專業領域的專識和資格，涵蓋普通牙科、牙齒矯正科及種植科。我們的收益來自就診症、程序、手術及其他醫療服務向客戶收取的費用以及銷售視力輔助產品（如眼鏡及鏡片）及醫療耗材。下表載列我們於所示期間的收益明細，以所佔總收益百分比列示：

		Six months ended 30 June 截至6月30日止六個月					
		2024 2024年		2023 2023年		Change 變動	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Provision of ophthalmic services	提供眼科服務	586,873	63.7	630,240	66.3	(43,367)	(6.9)
Provision of dental services	提供牙科服務	246,400	26.7	192,521	20.3	53,879	28.0
Provision of other medical services	提供其他醫療服務	15,052	1.6	27,602	2.9	(12,550)	(45.5)
Sales of vision aid products	銷售視力輔助產品	74,176	8.0	80,482	8.5	(6,306)	(7.8)
Sales of medical consumables	銷售醫療耗材	-	-	19,418	2.0	(19,418)	(100.0)
		922,501	100.0	950,263	100.0	(27,762)	(2.9)

Management Discussion and Analysis

管理層討論及分析

Our total revenue in 1H2024 recorded a slight decrease of 2.9% as compared with our total revenue of the same period last year. The decrease was primarily driven by (i) the decrease in the revenue generated from the provision of ophthalmic services to HK\$586.9 million in 1H2024 from HK\$630.2 million of the same period last year, representing a decrease of 6.9%, which was primarily attributable to the decrease in the number of surgeries performed by us in Hong Kong and the decrease in the average surgery fee in Mainland China, (ii) the absence of revenue generated from the sales of medical consumables in 1H2024 compared to HK\$19.4 million of the same period last year, and is partially offset by (iii) the increase in the revenue generated from the provision of dental services to HK\$246.4 million in 1H2024 from HK\$192.5 million of the same period last year, representing an increase of 28.0%, which was primarily attributable to trend of cross-border consumption by Hong Kong citizens in Shenzhen for dental services leading to the significant growth in business volume for Shenzhen CKJ.

The following table sets forth our revenue according to geographical markets as a percentage of total revenue:

我們於2024年上半年的總收益較去年同期總收益輕微減少2.9%。減少主要由以下因素帶動：(i)提供眼科服務的收益由去年同期的630.2百萬港元下跌6.9%至2024年上半年的586.9百萬港元，主要由於我們於香港進行的手術數目減少及於中國內地的平均手術費減少所致，(ii)2024年上半年並無來自銷售醫療耗材的收益，而去年同期則為19.4百萬港元；惟被以下因素部分抵銷：(iii)提供牙科服務的收益由去年同期的192.5百萬港元增加28.0%至2024年上半年的246.4百萬港元，主要由於港人前往深圳進行跨境牙科服務消費的趨勢日盛，帶動深圳愛康健的業務量顯著增長。

下表載列我們根據地理市場劃分的收益所佔總收益百分比：

		Six months ended 30 June 截至6月30日止六個月					
		2024 2024年		2023 2023年		Change 變動	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Hong Kong Mainland China	香港 中國內地	427,052 495,449	46.3 53.7	488,876 461,387	51.4 48.6	(61,824) 34,062	(12.6) 7.4
		922,501	100.0	950,263	100.0	(27,762)	(2.9)

The revenue generated by our business operations in Hong Kong accounted for 46.3% of our total revenue. As a percentage of our total revenue, revenue from Hong Kong decreased from 51.4% for the six months ended 30 June 2023 to 46.3% for 1H2024 mainly due to the decrease in our revenue in Hong Kong and the faster growth in revenue from our dental services in Mainland China.

我們香港業務營運產生的收益佔我們總收益的46.3%。香港的收益佔總收益的百分比由截至2023年6月30日止六個月51.4%下降至2024年上半年的46.3%，主要由於我們在香港的收益減少及我們在中國內地的牙科服務收益增長較快所致。

As a percentage of our total revenue, revenue from Mainland China increased to 53.7% for 1H2024 from 48.6% for 1H2023, due to the growth of revenue from our dental services in Mainland China by 33.3%.

Provision of ophthalmic services

Our revenue generated from the provision of ophthalmic services may be broadly divided into two categories, namely (1) consultation and other medical service fees, and (2) surgery fees. The following table sets forth our revenue by categories for the periods indicated as a percentage of total revenue generated from the provision of ophthalmic services:

中國內地的收益佔總收益的百分比由2023年上半年的48.6%增至2024年上半年的53.7%，乃由於中國內地牙科服務的收益增加33.3%所致。

提供眼科服務

我們來自提供眼科服務的收益可大致分為兩類，即(1)診金及其他醫療服務費及(2)手術費。下表載列所示期間按類別劃分的收益佔提供眼科服務所得總收益百分比：

		Six months ended 30 June 截至6月30日止六個月					
		2024 2024年		2023 2023年		Change 變動	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Consultation and other medical service fees 診金及其他醫療服務費	- Hong Kong - 香港	153,592	26.2	165,304	26.2	(11,712)	(7.1)
	- Mainland China - 中國內地	73,685	12.5	53,280	8.5	20,405	38.3
		227,277	38.7	218,584	34.7	8,693	4.0
Surgery fees 手術費	- Hong Kong - 香港	219,760	37.5	235,587	37.4	(15,827)	(6.7)
	- Mainland China - 中國內地	139,836	23.8	176,069	27.9	(36,233)	(20.6)
		359,596	61.3	411,656	65.3	(52,060)	(12.6)
	586,873	100.0	630,240	100.0	(43,367)	(6.9)	

Management Discussion and Analysis

管理層討論及分析

The ophthalmic services provided by us included surgeries for the treatment of not only cataract, glaucoma and strabismus, but also eye diseases, including corneal and vitreoretinal diseases. Generally speaking, ophthalmic services are outpatient or day care procedures, performed under local anaesthesia. Hence, unlike other hospitals, clinics or nursing homes, we are not constrained by bed capacity and do not focus on providing large inpatient facilities at our eye centres, hospitals or clinics.

Our revenue generated from our eye hospitals, eye centres, eye clinics and optometry centres can be broadly divided into different categories, namely (1) consultation, examination, laser procedures and other procedures, (2) refractive surgeries, (3) cataract surgeries, (4) other surgeries and (5) sales of vision aid products which included our optometry services, and these categories accounted for 34.4%, 23.1%, 19.5%, 11.7% and 11.2% (30 June 2023: 31.5%, 26.9%, 18.9%, 13.6% and 9.1%), respectively, as a percentage of the total revenue for the Group derived from our ophthalmic business during the 1H2024.

The following table sets forth the total surgery fees, the total number of surgeries performed by us and the average fee per surgery for the periods indicated:

我們提供的眼科服務包括治療白內障、青光眼及斜視的手術以及角膜、玻璃體視網膜疾病等眼科疾病。一般而言，眼科服務為於局部麻醉下進行的門診或日間護理流程。因此，與其他醫院、診所或療養院有別，我們不受床位容量限制，亦並未專注在我們的眼科中心、醫院或診所提供大型住院設施。

我們來自眼科醫院、眼科中心、眼科診所及眼科視光中心的收益大致可分為以下不同類別，即(1)諮詢、檢查、激光治療及其他治療；(2)屈光手術；(3)白內障手術；(4)其他手術；及(5)銷售視力輔助產品(包括我們的驗光服務)，於2024年上半年，該等類別分別佔本集團眼科業務所得收益總額的34.4%、23.1%、19.5%、11.7%及11.2%(2023年6月30日：31.5%、26.9%、18.9%、13.6%及9.1%)。

下表載列所示期間的手術費總額、我們進行的手術總數及每例手術的平均費用：

		Six months ended 30 June		
		截至6月30日止六個月		
		2024	2023	Change
		2024年	2023年	變動
				%
For Hong Kong	香港			
Total surgery fee (in HK\$'000)	手術費總額(千港元)	219,760	235,587	(6.7)
Number of surgeries performed by us	我們進行的手術數目	7,646	8,360	(8.5)
Average surgery fee (HK\$)	平均手術費(港元)	28,742	28,180	2.0
For Mainland China	中國內地			
Total surgery fee (in HK\$'000)	手術費總額(千港元)	139,836	176,069	(20.6)
Number of surgeries performed by us	我們進行的手術數目	12,894	12,686	1.6
Average surgery fee (HK\$)	平均手術費(港元)	10,845	13,879	(21.9)

In Hong Kong, the average surgery fee increased by 2.0% due to change of surgery mix. The surgery volume decreased by 8.5% to 7,646 during 1H2024 as a result of the decrease in number of refractive surgeries performed, while the number of surgeries performed for eye diseases remained stable.

In Mainland China, the average surgery fee in Hong Kong dollar terms decreased by 21.9% due to the downward price adjustment in response to the market conditions and the depreciation of RMB against Hong Kong dollar during 1H2024. In RMB terms, the average surgery fee decreased by 18.6%. The number of surgeries increased by 1.6% to 12,894 during 1H2024, which was mainly attributable to the increase in the number of surgeries performed in the eye hospitals in Guangzhou and Zhuhai.

Provision of dental services

The following table sets forth the total revenue from dental services, the total number of patient visits, total number of dental chairs, visits per dental chair and revenue per dental chair for 1H2024:

		Six months ended 30 June 截至6月30日止六個月		
		2024 2024年	2023 2023年	Change 變動 %
Total revenue from dental services (in HK\$'000)	牙科服務總收益(千港元)	246,400	192,521	28.0
Total patient visits	就診總數	156,080	115,003	35.7
Total number of dental chairs	牙科椅總數	244	233	4.7
Visits per dental chair	每張牙科椅就診次數	640	494	29.6
Revenue per dental chair (in HK\$'000)	每張牙科椅收益(千港元)	1,010	826	22.3

Our revenue generated from dental services recorded a significant increase of 28.0% during 1H2024, which amounted to HK\$246.4 million (six months ended 30 June 2023: HK\$192.5 million), representing 26.7% (six months ended 30 June 2023: 20.3%) of our total revenue.

在香港，由於手術組合的變動，平均手術費增加2.0%。手術數目於2024年上半年減少8.5%至7,646例，因為屈光手術的數目減少，而眼科疾病手術的數目則保持穩定。

在中國內地，2024年上半年的平均手術費以港元列賬下跌21.9%，此乃由於為因應市況而進行價格下調及人民幣兌港元貶值所致。以人民幣計算，平均手術費下跌18.6%。2024年上半年進行的手術數目增加1.6%至12,894例，主要受惠於位於廣州及珠海的眼科醫院進行的手術數目增加。

提供牙科服務

下表載列2024年上半年的牙科服務總收益、就診總數、牙科椅總數、每張牙科椅就診次數及每張牙科椅收益：

我們來自牙科服務的收益於2024年上半年大幅增長28.0%至246.4百萬港元(截至2023年6月30日止六個月：192.5百萬港元)，佔總收益26.7%(截至2023年6月30日止六個月：20.3%)。

Management Discussion and Analysis

管理層討論及分析

The number of patient visits for dental services also increased by 35.7% from 115,003 to 156,080 during 1H2024. Visits per dental chair increased by 29.6% from 494 to 640, while revenue per dental chair recorded a significant increase of 22.3% to HK\$1,010,000 in 1H2024 (six months ended 30 June 2023: HK\$826,000). The increase was primarily attributable to the increase in demand for dental services of Shenzhen CKJ.

Provision of other medical services

Our revenue generated from oncology, medical aesthetics, general practice and other services during 1H2024 amounted to approximately HK\$15.1 million (six months ended 30 June 2023: HK\$27.6 million), representing approximately 1.6% (six months ended 30 June 2023: 2.9%) of our total revenue.

Sales of vision aid products

We also generate revenue from the sales of vision aid products including glasses and lens. The sales were conducted by us through the assessment of the optometrists employed by us in Hong Kong and Mainland China. During 1H2024, our revenue generated from the sales of vision aid products amounted to HK\$74.2 million, representing a decrease of 7.8% as compared to the same period last year.

Sales of medical consumables

The Group had been a distributor of COVID-19 related medical consumables in Hong Kong since February 2022, and no revenue was recorded from this segment during 1H2024 (six months ended 30 June 2023: HK\$19.4 million). The decrease in revenue from this segment was mainly attributable to relaxation of requirements for COVID-19 testing in Hong Kong and the Group ceased to distribute the relevant products in the second half of 2023.

牙科服務就診次數亦由115,003次增加35.7%至2024年上半年的156,080次。每張牙科椅就診次數由494次增加29.6%至640次，每張牙科椅收益大幅增加22.3%至2024年上半年的1,010,000港元（截至2023年6月30日止六個月：826,000港元）。收益增加主要是由於對深圳愛康健的牙科服務需求增加所致。

提供其他醫療服務

於2024年上半年我們來自腫瘤科、醫學美容、全科及其他服務的收益約為15.1百萬港元（截至2023年6月30日止六個月：27.6百萬港元），佔總收益約1.6%（截至2023年6月30日止六個月：2.9%）。

銷售視力輔助產品

我們亦從銷售視力輔助產品（如眼鏡及鏡片）中獲取收益。我們透過於香港及中國內地僱用的視光師的評估進行銷售。於2024年上半年，我們來自銷售視力輔助產品的收益為74.2百萬港元，較去年同期減少7.8%。

銷售醫療耗材

自2022年2月起，本集團成為COVID-19相關醫療耗材的香港分銷商，而於2024年上半年本分部並無錄得收益（截至2023年6月30日止六個月：19.4百萬港元）。此乃主要歸因於香港COVID-19測試規定放寬及本集團於2023年下半年停止分銷相關產品所致。

Cost of revenue

The following table sets forth an analysis of our cost of revenue for the periods indicated, presented as a percentage of total revenue:

銷售成本

下表載列我們於所示期間的銷售成本(佔總收益的百分比列示)的分析：

		Six months ended 30 June 截至6月30日止六個月					
		2024 2024年		2023 2023年		Change 變動	
		HK\$'000 千港元 (Unaudited) (未經審核)	% of revenue 佔收益 百分比	HK\$'000 千港元 (Unaudited) (未經審核)	% of revenue 佔收益 百分比	HK\$'000 千港元	%
Doctors' consultation fees	醫生診金	187,570	20.4	199,168	21.0	(11,598)	(5.8)
Cost of inventories and consumables	存貨及耗材成本	168,684	18.3	202,317	21.3	(33,633)	(16.6)
Staff salaries and allowance	員工薪金及津貼	177,525	19.2	147,296	15.5	30,229	20.5
Depreciation of right-of-use assets	使用權資產折舊	43,611	4.7	44,730	4.7	(1,119)	(2.5)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	26,046	2.8	27,421	2.9	(1,375)	(5.0)
Others	其他	29,940	3.3	29,179	3.0	761	2.6
Total	總計	633,376	68.7	650,111	68.4	(16,735)	(2.6)

Our cost of revenue decreased by 2.6% from HK\$650.1 million for the six months ended 30 June 2023 to HK\$633.4 million for 1H2024, primarily as a result of (i) a decrease in doctors' consultation fees of HK\$11.6 million, and (ii) a decrease in cost of inventories and consumables of HK\$33.6 million, but was partially offset by (iii) an increase in staff salaries and allowance of HK\$30.2 million, mainly for the segment of Mainland China dental business.

我們的銷售成本由截至2023年6月30日止六個月的650.1百萬港元減少2.6%至2024年上半年的633.4百萬港元，主要由於(i)醫生診金減少11.6百萬港元，及(ii)存貨及耗材成本減少33.6百萬港元惟部分被(iii)員工薪金及津貼增加30.2百萬港元所抵銷，有關款項主要用於內地牙科業務分部。

Management Discussion and Analysis

管理層討論及分析

Gross profit and gross profit margin (GP%)

The following table sets forth our gross profit and gross profit margin according to particular type of service or goods, or services or goods within a particular geographical region for the periods indicated:

毛利及毛利率(毛利%)

下表載列我們於所示期間按特定服務或貨品的類型，或特定地理位置的服務或貨品毛利及毛利率：

		Six months ended 30 June 截至6月30日止六個月					
		2024 2024年		2023 2023年		Change 變動	
		Gross profit 毛利		Gross profit 毛利		Gross profit 毛利	
		HK\$'000 千港元		HK\$'000 千港元		HK\$'000 千港元	
		GP % 毛利%		GP % 毛利%		% 千港元	
		(Unaudited) (未經審核)		(Unaudited) (未經審核)			
HK medical business	香港醫療業務	113,166	26.5	126,397	26.9	(13,231)	(10.5)
Mainland China ophthalmic business	內地眼科業務	89,660	33.1	103,452	35.3	(13,792)	(13.3)
Mainland China dental business	內地牙科業務	86,299	38.4	62,189	36.9	24,110	38.8
Sales of medical consumables	銷售醫療耗材	-	-	8,114	41.8	(8,114)	(100.0)
		289,125	31.3	300,152	31.6	(11,027)	(3.7)

Our gross profit for 1H2024 amounted to HK\$289.1 million, representing a decrease of 3.7% from HK\$300.2 million of the same period last year. Our gross profit margin was 31.3% during 1H2024, as compared with 31.6% of the same period last year. The gross profit margin for our business segment of HK medical business recorded a decrease to 26.5% from 26.9% due to the decrease in revenue and the coverage of fixed costs. The gross profit margin for our business segment of Mainland China ophthalmic business decreased to 33.1% from 35.3%, primarily due to the decrease in our average surgery fee partially offset by the decrease in the cost of consumables. The gross profit margin for our business segment of Mainland China dental business increased to 38.4% from 36.9%, which was mainly attributable to the economy of scale achieved from our hospital and clinic network expansion in Mainland China dental business segment. The gross profit margin for our business segment of sales of medical consumables was not applicable in 1H2024 as no revenue was recorded in this segment.

2024年上半年的毛利金額為289.1百萬港元，較去年同期的300.2百萬港元下跌3.7%。於2024年上半年，毛利率為31.3%，而去年同期為31.6%。我們在香港的醫療業務分部的毛利率由26.9%跌至26.5%乃由於收益減少及固定成本覆蓋比例下跌。內地眼科業務分部的毛利率則自35.3%跌至33.1%，主要由於平均手術費減少及被耗材成本減少抵銷了部分跌幅。內地牙科業務分部的毛利率由36.9%升至38.4%，主要由於內地牙科業務分部醫院及診所網絡擴張帶來的規模效應所致。於2024年上半年，銷售醫療耗材業務分部的毛利率並不適用，乃由於該分部並無錄得收益。

Selling expenses

Our selling expenses decreased by 12.2% from HK\$69.1 million for the six months ended 30 June 2023 to HK\$60.6 million for 1H2024, primarily attributable to a decrease in promotional expenses in Mainland China for our ophthalmic services. The amount of selling expenses, as a percentage of our total revenue, decreased from 7.3% for the six months ended 30 June 2023 to 6.6% for 1H2024. The fees paid to online platforms represented the major component of our selling expenses.

Administrative expenses

Our total administrative expenses during 1H2024 amounted to HK\$159.4 million, representing a decrease of 10.8% as compared with HK\$178.7 million during the six months ended 30 June 2023. The decrease in our administrative expenses during the period was primarily due to the decrease in our employee benefit expenses.

Other income

Our other income during the 1H2024 consisted primarily of the management fee income from an associate and government grants, and decreased to HK\$2.2 million in 1H2024 from HK\$4.6 million during the six months ended 30 June 2023. The decrease was primarily due to the decrease in management fee income from an associate.

Other gains/(losses), net

Our other gains/(losses), net during 1H2024 amounted to HK\$2.1 million and mainly consisted of fair value gain on a financial asset at fair value through profit or loss, foreign exchange gain, disposal gain of right-of-use assets, but was partially offset by disposal loss of property, plant and equipment.

Finance costs, net

Our finance costs, net increased from HK\$0.4 million for the six months ended 30 June 2023 to HK\$4.8 million for 1H2024, primarily due to the decrease in interest income from bank deposits and an increase of interest expense on lease liabilities.

銷售開支

我們的銷售開支由截至2023年6月30日止六個月的69.1百萬港元減少12.2%至2024年上半年的60.6百萬港元，主要是由於在內地眼科服務推廣費用減少所致。銷售開支金額佔我們總收益的百分比，由截至2023年6月30日止六個月的7.3%減至2024年上半年的6.6%。支付給線上平台的費用佔我們銷售開支的大部分。

行政開支

於2024年上半年，我們的行政開支總額為159.4百萬港元，較截至2023年6月30日止六個月的178.7百萬港元減少10.8%。期內行政開支減少主要由於我們的員工福利開支減少。

其他收入

於2024年上半年，我們的其他收入主要包括來自一家聯營公司的管理費收入及政府補助，由截至2023年6月30日止六個月的4.6百萬港元減少至2024年上半年的2.2百萬港元。減少主要由於來自一家聯營公司管理費收入減少所致。

其他收益／(虧損)淨額

於2024年上半年，我們的其他收益／(虧損)淨額為2.1百萬港元，主要包括按公平值計入損益的金融資產的公平值收益、外匯收益及使用權資產的處置收益，惟被物業、廠房及設備的出售虧損部分抵銷。

財務成本淨額

我們的財務開支淨額由截至2023年6月30日止六個月的0.4百萬港元增加至2024年上半年的4.8百萬港元，主要由於銀行存款利息收入減少及租賃負債利息開支增加。

Management Discussion and Analysis

管理層討論及分析

Income tax expense

Our income tax expense during 1H2024 amounted to HK\$19.8 million, representing an increase by 3.0% from HK\$19.2 million during the six months ended 30 June 2023. The increase was primarily due to the increase in the pre-tax profits derived from the Mainland China dental business segment compared with the same period last year.

Profit for the period

As a result of the foregoing, our profit for 1H2024 amounted to HK\$48.6 million (six months ended 30 June 2023: HK\$38.0 million), the increase was primarily due to the increase in profits derived from the Mainland China dental business segment and savings in operating expenses from cost control measures that have been implemented, which was partially offset by decrease in profits derived from the HK medical business segment and sales of medical consumables segment.

Contingent liabilities

The Group had no material contingent liability as at 30 June 2024.

Pledge on assets

The Group had no pledge of assets as at 30 June 2024.

Gearing ratio

As at 30 June 2024, the gearing ratio, which is calculated as net debt divided by total capital, is not applicable due to net cash position (31 December 2023: same).

Foreign exchange risk

Our subsidiaries mainly operate in Hong Kong and Mainland China with most of the transactions settled in HK\$ and RMB, respectively. Foreign exchange rate risk arises when recognized financial assets and liabilities are denominated in a currency that is not the entity's functional currency.

所得稅開支

我們於2024年上半年的所得稅開支為19.8百萬港元，較截至2023年6月30日止六個月的19.2百萬港元增加3.0%。有關增加主要是由於內地牙科業務分部產生的除稅前利潤較去年同期增加所致。

期內利潤

基於上文所述，我們於2024年上半年的利潤為48.6百萬港元（截至2023年6月30日止六個月：38.0百萬港元），利潤增加主要由於內地牙科業務分部產生的利潤增加，以及由成本控制措施減省經營開支所致，惟被香港醫療業務分部及銷售醫療器材分部所獲利潤減少部分抵銷。

或然負債

本集團於2024年6月30日並無重大或然負債。

資產抵押

本集團於2024年6月30日並無任何資產抵押。

資產負債比率

於2024年6月30日，由於處於淨現金狀況，資產負債比率（按淨債務除以總股本計算）並不適用（2023年12月31日：相同）。

外匯風險

我們的附屬公司主要於香港及中國內地經營業務，且其大部分交易分別以港元及人民幣結算。當已確認金融資產及負債以實體功能貨幣以外的貨幣計值時，即產生外匯匯率風險。

As at 30 June 2024, the financial assets and liabilities of our subsidiaries in Hong Kong and Mainland China were primarily denominated in HK\$ and RMB, respectively. Currently, the Group has not entered into agreements or purchased instruments to hedge the Group's foreign exchange rate risks. Any material fluctuation in the exchange rates of HK\$ or RMB may have an impact on the operating results of the Group. The Group manages foreign currency risk by closely monitoring the movement of the foreign currency rates.

Employees and remuneration policies

As at 30 June 2024, the Group employed a total of 2,192 employees (2023: 2,221). The decrease in the number of employees was mainly due to the slight decrease in the scale of Group's overall business. Staff costs (inclusive of employee benefit expenses and excluding directors' emoluments) amounted to HK\$266.0 million (six months ended 30 June 2023: HK\$244.2 million) for 1H2024. The Group ensures that its remuneration packages are comprehensive and competitive from time to time. When determining the emolument payable to the Directors (including the executive Directors), we take into account the experience of the Directors, their level of responsibility and general market conditions. Any discretionary bonus and other merit payments of the Directors are linked to the profit performance of the Group and the individual performance of the Directors. Employees are remunerated with a fixed monthly income plus annual performance related bonus. Share options and/or awards are granted to selected employees to reward their contributions under the share option scheme and the share award scheme of the Company, details of which are set forth on page 93 to 103 of this report. The Group also sponsors selected employees to attend external training courses that suit the needs of the Group's business.

於2024年6月30日，香港附屬公司的金融資產及負債分別主要以港元及人民幣計值。本集團目前並無訂立協議或採購工具以對沖本集團的外匯匯率風險。港元或人民幣匯率的任何重大波動或會影響本集團的經營業績。本集團透過密切監察外幣匯率的變動管理外幣風險。

僱員及薪酬政策

於2024年6月30日，本集團合共僱用2,192名（2023年：2,221名）僱員。僱員數量的減少主要由於本集團的整體業務規模略為縮減。於2024年上半年的員工成本（包括僱員福利開支且不包括董事酬金）為266.0百萬港元（截至2023年6月30日止六個月：244.2百萬港元）。本集團不時確保其薪酬待遇全面且具有競爭力。釐定應付董事（包括執行董事）的酬金時，我們會計及董事的經驗、責任水準及整體市況。董事之酌情花紅及其他績效獎金均與本集團利潤業績及董事的個人表現掛鉤。僱員的薪酬包括按每月固定薪金，另加與表現掛鉤的年度花紅。購股權及／或股份獎勵乃根據本公司購股權計劃及股份獎勵計劃授予選定僱員以酬謝彼等作出的貢獻，有關詳情載於本報告第93至103頁。本集團亦資助獲挑選的僱員參與符合本集團業務所需的外界培訓課程。

Management Discussion and Analysis

管理層討論及分析

Financial instruments

Our major financial instruments include trade receivables, other receivables excluding prepayments, cash and cash equivalents, bank deposits, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income, trade payables, other payables excluding non-financial liabilities, amount due to non-controlling interests, bank borrowings and lease liabilities. Our management manages such exposure to ensure appropriate measures are implemented on a timely and effective manner.

LIQUIDITY AND CAPITAL RESOURCES

Our liquidity requirements are primarily used to satisfy the working capital needs for our business operations. Our principal sources of liquidity are cash generated from our business operations, our bank deposits and our bank borrowings. The Group aims to maintain flexibility in funding by keeping sufficient bank balances, committed credit lines available and interest bearing borrowings which enable the Group to continue its business for the foreseeable future. As at 30 June 2024, we had cash and cash equivalents of HK\$465.3 million, short-term deposits of HK\$33.7 million and borrowings of HK\$1.2 million, most of which were denominated in either US dollars, Renminbi or Hong Kong dollars. As at 30 June 2024, all of the Group's borrowings of HK\$1.2 million (2023: HK\$13.0 million) are repayable on demand and the effective interest rate of borrowings was 2.75% per annum (2023: 4.71%). All of these borrowings were denominated in Hong Kong dollars, and were subject to fixed interest rates. During 1H2024, the Group did not use any financial instruments, currency borrowings or other hedging instruments for hedging purposes.

金融工具

我們的主要金融工具包括貿易應收款項、其他應收款項(不包括預付款項)、現金及現金等價物、銀行存款、按公平值計入損益的金融資產、按公平值計入其他全面收入的金融資產、貿易應付款項、其他應付款項(不包括非金融負債)、應付非控股權益、銀行借款及租賃負債。管理層管理該等風險以確保適時有效實施適當的措施。

流動資金及資本資源

我們的流動資金需求主要用於滿足業務經營所需的營運資金。我們流動資金的主要來源為我們業務經營產生的現金、銀行存款及銀行借款。本集團旨在透過留存充足的銀行結餘、已承諾可用信貸額及計息借款維持資金的靈活性，以便本集團於可見將來繼續其業務營運。於2024年6月30日，我們的現金及現金等價物為465.3百萬港元、短期存款為33.7百萬港元及借款為1.2百萬港元，當中大部分以美元、人民幣或港元計值。於2024年6月30日，本集團全數借款1.2百萬港元(2023年：13.0百萬港元)均須按要求償還，借款的實際年利率為2.75%(2023年：4.71%)。該等借款全數以港元計價，按固定利率計息。於2024年上半年，本集團並無採用任何金融工具、貨幣借款或其他對沖工具進行對沖。

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. As at 30 June 2024, the gearing ratio is not applicable due to net cash position (2023: same). The current ratio (calculated as current assets over current liabilities) was 1.93 times as at 30 June 2024 compared with 1.85 times as at 31 December 2023. As at 30 June 2024, the Group reported net current assets of HK\$338.5 million, as compared with HK\$330.8 million as at 31 December 2023.

Net cash generated from operating activities was HK\$135.4 million during 1H2024 (six months ended 30 June 2023: HK\$195.4 million). The decrease was mainly attributable to increase in working capital used in our operations during 1H2024.

Net cash used in investing activities amounted to HK\$73.4 million during 1H2024 as compared to HK\$168.2 million during the six months ended 30 June 2023. The cash used in investing activities mainly included approximately HK\$84.0 million used for purchase of property, plant and equipment.

During 1H2024, net cash used in financing activities amounted to HK\$103.7 million, as compared to HK\$102.3 million during the six months ended 30 June 2023. The cash used in financing activities for 1H2024 mainly consisted of cash used in the purchase of shares on-market by the trustee for the 2022 share award scheme in the amount of HK\$32.7 million, and lease payments in the amount of HK\$71.8 million.

Events after the date of statement of financial position

There were no material subsequent events occurred to the Group after 30 June 2024 and up to date of this report.

與業內其他公司一致，本集團以資產負債率為基準監控資本。於2024年6月30日，由於處於淨現金狀況，資產負債率並不適用（2023年：相同）。於2024年6月30日，流動比率（按流動資產除以流動負債計算）為1.93倍，而於2023年12月31日則為1.85倍。於2024年6月30日，本集團錄得流動資產淨值338.5百萬港元，而於2023年12月31日則為330.8百萬港元。

於2024年上半年，經營活動產生的現金淨額為135.4百萬港元（截至2023年6月30日止六個月：195.4百萬港元）。有關減少的主要原因為2024年上半年用於經營的營運資金增加所致。

於2024年上半年，投資活動所用現金淨額為73.4百萬港元，而截至2023年6月30日止六個月則為168.2百萬港元。投資活動所用現金主要包括用於購買物業、廠房及設備的約84.0百萬港元。

於2024年上半年，融資活動所用現金淨額為103.7百萬港元，而截至2023年6月30日止六個月為102.3百萬港元。於2024年上半年融資活動所用的現金主要包括2022年股份獎勵計劃受託人在市場上購買股份所用現金32.7百萬港元及和支付租賃費用71.8百萬港元。

財務狀況表日期後事項

於2024年6月30日以後及直至本報告日期，本集團並無發生任何重大期後事項。

Management Discussion and Analysis

管理層討論及分析

OUTLOOK AND STRATEGIES

The outlook for our various businesses is varied. The demand for ophthalmic services in relation to eye diseases in Hong Kong remains solid with the aging population while the ophthalmic business in Mainland China faces challenges due to changes in consumer consumption patterns. In addition, the trend of cross-border consumption by Hong Kong citizens will continue and this may bring us opportunities, especially in our dental business in Shenzhen under Shenzhen CKJ.

The Group is prepared to exploit the business opportunities by implementing the following strategies:

- focusing on our ophthalmic services in Hong Kong and the cities where our hospitals are located in Mainland China, while performing strategic review on performances on our operations and seeking opportunities to grow by recruitment of new doctors and setting up new establishments;
- further developing our cross-border medical business in Shenzhen under Shenzhen CKJ for dental business, and establishing our hospital in Luohu with departments including dentistry, ophthalmology, medical imaging, health check-ups, gynecology, traditional Chinese medicine, internal medicine, surgery and urology;
- continuing to improve our operational efficiency and service capability; and
- investing in innovation. Following our success in the investment in Belkin Vision Ltd, we will continue to invest in businesses where we can contribute expertise and can add value to the target businesses.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

The Group did not have any significant investments, acquisitions and disposals in 1H2024.

前景及策略

我們各項業務的前景不盡相同。隨著人口老化，香港對有關眼疾的眼科服務之需求仍然強勁，而中國內地的眼科業務則因消費模式轉變而面臨挑戰。此外，港人跨境消費的趨勢將會持續，其或會為我們帶來機遇，尤其是深圳愛康健旗下的深圳牙科業務。

本集團透過實施下列策略以作充分準備開拓商機：

- 側重於香港及我們的中國內地醫院所在城市的眼科服務，同時對我們的業務表現進行策略檢討，並透過招攬新醫生及設立新機構物色發展良機；
- 就牙科業務而言，進一步發展深圳愛康健旗下位於深圳的跨境醫療業務，並於羅湖設立醫院，其設有牙科、眼科、醫學影像科、體檢科、婦科、中藥學科、內科、外科及泌尿科；
- 繼續改進營運效益及服務能力；及
- 針對創新作出投資。繼我們對Belkin Vision Ltd的投資取得成功後，我們將繼續投資於我們能夠貢獻專業技術的業務，並為目標業務增值。

重大投資、收購及出售

本集團於2024年上半年並無任何重大投資、收購及出售。

Interim Condensed Consolidated Statement of Comprehensive Income

中期簡明綜合全面收益表

		Six months ended 30 June 截至6月30日止六個月		
			2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
	Note 附註			
Revenue	收益	6	922,501	950,263
Cost of revenue	銷售成本	9	(633,376)	(650,111)
Gross profit	毛利		289,125	300,152
Other income	其他收入	7	2,234	4,612
Selling expenses	銷售開支	9	(60,640)	(69,088)
Administrative expenses	行政開支	9	(159,356)	(178,721)
Other gains/(losses), net	其他收益/(虧損)淨額	8	2,060	(2,805)
Operating profit	經營利潤		73,423	54,150
Finance income	財務收益	10	7,463	8,865
Finance costs	財務成本	10	(12,252)	(9,268)
Finance costs, net	財務成本淨額		(4,789)	(403)
Share of (losses)/profits of associates and joint venture	分佔聯營公司及合營企業(虧損)/利潤		(241)	3,426
Profit before income tax	除所得稅前利潤		68,393	57,173
Income tax expense	所得稅開支	11	(19,757)	(19,176)
Profit for the period	期內利潤		48,636	37,997
Profit for the period attributable to:	以下各方應佔期內利潤：			
– Equity holders of the Company	– 本公司權益持有人		30,763	29,758
– Non-controlling interests	– 非控股權益		17,873	8,239
			48,636	37,997
Earnings per share for profit attributable to equity holders of the Company during the period (expressed in HK cents per share)	期內本公司權益持有人應佔利潤之每股盈利(以每股港仙列示)			
– basic	– 基本	12	2.48	2.36
– diluted	– 攤薄	12	2.48	2.36

Interim Condensed Consolidated Statement of Comprehensive Income

中期簡明綜合全面收益表

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 千港元 (Unaudited) (未經審核)	2023 2023年 千港元 (Unaudited) (未經審核)
	Note 附註		
Profit for the period	期內利潤	48,636	37,997
Other comprehensive income/(loss)	其他全面收益／(虧損)		
<i>Item that will not be reclassified to profit or loss</i>	<i>不會重新分類至損益的項目</i>		
Change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收入的金融資產的公平值變動	19 26,338	-
Currency translation differences	外幣換算差額	(1,762)	(5,426)
<i>Item that may be subsequently reclassified to profit or loss</i>	<i>其後或會重新分類至損益的項目</i>		
Currency translation differences	外幣換算差額	(32,716)	(50,760)
Other comprehensive loss for the period	期內其他全面虧損	(8,140)	(56,186)
Total comprehensive income/(loss) for the period	期內全面收入／(虧損)總額	40,496	(18,189)
Total comprehensive income/(loss) for the period attributable to:	以下各方應佔期內全面收入／(虧損)總額：		
- Equity holders of the Company	- 本公司權益持有人	24,385	(21,002)
- Non-controlling interests	- 非控股權益	16,111	2,813
		40,496	(18,189)

The above interim condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述中期簡明綜合全面收益表應與相應附註一併閱讀。

Interim Condensed Consolidated Statement of Financial Position

中期簡明綜合財務狀況表

		As at 於	
		30 June 2024 2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註		
ASSETS			
Non-current assets			
Property, plant and equipment	14	419,351	401,515
Investment property		12,172	12,346
Right-of-use assets	16	616,923	591,301
Intangible assets	15	785,187	802,184
Interest in associates	17	17,099	44,814
Interest in a joint venture	18	47,215	47,848
Financial assets at fair value through other comprehensive income	19	113,389	83,665
Deferred income tax assets		6,319	6,821
Deposits, prepayments and other receivables	21	55,968	38,006
		2,073,623	2,028,500
Current assets			
Inventories	22	42,286	38,849
Trade receivables	23	52,956	53,371
Deposits, prepayments and other receivables	21	64,438	65,420
Amounts due from associates	31	5,213	5,077
Loan to a non-controlling interest	31	23,454	-
Financial asset at fair value through profit or loss	20	13,369	11,748
Short-term deposits		33,737	32,908
Cash and cash equivalents		465,255	512,762
		700,708	720,135
Total assets		2,774,331	2,748,635
EQUITY			
Equity attributable to equity holders of the Company			
Share capital	24	125,556	125,556
Reserves		1,712,067	1,720,258
		1,837,623	1,845,814
Non-controlling interests		163,383	147,472
Total equity		2,001,006	1,993,286

Interim Condensed Consolidated Statement of Financial Position

中期簡明綜合財務狀況表

		As at 於	
		30 June 2024 2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註		
LIABILITIES			
Non-current liabilities			
Other payables	28	56,602	53,343
Loans from non-controlling interests	31	12,071	13,800
Lease liabilities	16	277,911	232,657
Deferred income tax liabilities		64,485	66,224
		411,069	366,024
Current liabilities			
Trade payables	27	52,269	54,916
Accruals and other payables	28	111,939	136,386
Contract liabilities	6	54,457	54,189
Borrowings	29	1,247	1,725
Amounts due to non-controlling interests	31	4,845	3,331
Loan from a non-controlling interest	31	7,554	7,612
Current income tax liabilities		27,496	23,970
Lease liabilities	16	102,449	107,196
		362,256	389,325
Total liabilities		773,325	755,349
Total equity and liabilities		2,774,331	2,748,635

The above interim condensed consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述中期簡明綜合財務狀況表應與相應附註一併閱讀。

Interim Condensed Consolidated Statement of Changes in Equity

中期簡明綜合權益變動表

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Share capital (Note 24)	Share premium	Treasury shares	Statutory surplus reserve	Exchange reserve	Share- based payment reserve 以股份為 基礎的付款	Other reserves	Retained earnings	Subtotal	Non- controlling interests	Total equity
		股本 (附註24)	股份溢價	庫存股份	法定盈餘 儲備	外匯儲備	儲備	其他儲備	保留盈利	小計	非控股權益	總權益
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 January 2023 (Audited)	於2023年1月1日 (經審核)	126,656	1,733,130	(29,927)	15,124	(47,519)	28,283	13,762	26,552	1,866,061	132,178	1,998,239
Comprehensive income	全面收入											
Profit for the period	期內利潤	-	-	-	-	-	-	-	29,758	29,758	8,239	37,997
Other comprehensive income	其他全面收入											
Currency translation differences	外幣換算差額	-	-	-	-	(50,760)	-	-	-	(50,760)	(5,426)	(56,186)
Transactions with equity holders	與權益持有人的交易											
Purchase of own shares (Note 24(b))	購買自家股份 (附註24(b))	-	-	(3,983)	-	-	-	-	-	(3,983)	-	(3,983)
Share-based payments (Note 25 and 26)	以股份為基礎的付款 (附註25及26)	-	-	-	-	-	90	-	-	90	-	90
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	4,691	-	-	-	(4,691)	-	-	-
Transactions with non- controlling interests	與非控股權益的 交易											
- Dividends paid	- 已付股息	-	-	-	-	-	-	-	-	-	(3,000)	(3,000)
As at 30 June 2023 (Unaudited)	於2023年6月30日 (未經審核)	126,656	1,733,130	(33,910)	19,815	(98,279)	28,373	13,762	51,619	1,841,166	131,991	1,973,157

Interim Condensed Consolidated Statement of Changes in Equity

中期簡明綜合權益變動表

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Share capital (Note 24)	Share premium	Treasury shares	Statutory surplus reserve	Exchange reserve	Share-based payment reserve 以股份為基礎的付款	Other reserves	Retained earnings	Subtotal	Non-controlling interests	Total equity
		股本 (附註24)	股份溢價	庫存股份	法定盈餘 儲備	外匯儲備	儲備	其他儲備	保留盈利	小計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 January 2024 (Audited)	於2024年1月1日 (經審核)	125,556	1,692,599	(46,590)	26,309	(71,787)	28,556	13,806	77,365	1,845,814	147,472	1,993,286
Comprehensive income	全面收入											
Profit for the period	期內利潤	-	-	-	-	-	-	-	30,763	30,763	17,873	48,636
Other comprehensive income	其他全面收入											
Change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收入的金融資產的公平值變動	-	-	-	-	-	-	26,338	-	26,338	-	26,338
Currency translation differences	外幣換算差額	-	-	-	-	(32,716)	-	-	-	(32,716)	(1,762)	(34,478)
Transactions with equity holders	與權益持有人的交易											
Purchase of own shares (Note 24(b))	購買自家股份 (附註24(b))	-	-	(32,728)	-	-	-	-	-	(32,728)	-	(32,728)
Share-based payments (Note 25 and 26)	以股份為基礎的付款 (附註25及26)	-	-	-	-	-	152	-	-	152	-	152
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	6,859	-	-	-	(6,859)	-	-	-
Transactions with non-controlling interests	與非控股權益的交易											
- Dividends paid	- 已付股息	-	-	-	-	-	-	-	-	-	(200)	(200)
As at 30 June 2024 (Unaudited)	於2024年6月30日 (未經審核)	125,556	1,692,599	(79,318)	33,168	(104,503)	28,708	40,144	101,269	1,837,623	163,383	2,001,006

The above interim condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述中期簡明綜合權益變動表應與相應附註一併閱讀。

Interim Condensed Consolidated Statement of Cash Flows

中期簡明綜合現金流量表

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Cash flows from operating activities	經營活動所得現金流量		
Cash generated from operations	經營所得現金	150,692	203,279
Income tax paid	已付所得稅	(15,265)	(7,884)
Net cash generated from operating activities	經營活動所得現金淨額	135,427	195,395
Cash flows from investing activities	投資活動所得現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(84,036)	(44,648)
Purchase of intangible assets	購買無形資產	(651)	(330)
Payments for acquisition of subsidiaries, net of cash acquired	收購附屬公司的付款，扣除所得現金	-	(152,894)
Proceeds of disposal of property, plant and equipment	出售物業、廠房及設備所得款項	3,549	935
Proceeds of disposal of intangible assets	出售無形資產的所得款項	151	-
Interest received	已收利息	6,944	8,865
(Increase)/decrease in bank deposits with original maturity over three months	原到期日超過三個月的銀行存款(增加)/減少	(829)	19,874
Dividend received from an associate	來自一間聯營公司的已收股息	28,107	-
Advances to non-controlling interests	向非控股權益的墊款	(23,199)	-
Payment for financial assets at fair value through other comprehensive income	按公平值計入其他全面收入的金融資產之付款	(3,386)	-
Net cash used in investing activities	投資活動所用現金淨額	(73,350)	(168,198)

Interim Condensed Consolidated Statement of Cash Flows

中期簡明綜合現金流量表

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Cash flows from financing activities	融資活動所得現金流量		
Cash proceeds from bank borrowings	銀行借款所得現金	-	10,780
Principal elements of lease payments	租賃付款的本金部分	(61,239)	(64,908)
Interest elements of lease payments	租賃付款的利息部分	(10,542)	(8,810)
Repayment of borrowings	償還借款	(500)	(32,217)
Interest paid on bank loan	支付銀行貸款的利息	(27)	(256)
Advances from non-controlling interests	非控股權益的墊款	1,536	125
Payment for shares repurchase	股份購回的付款	(32,728)	(3,983)
Dividend paid to a non-controlling interest	已付非控股權益的股息	(200)	(3,000)
Net cash used in financing activities	融資活動所用現金淨額	(103,700)	(102,269)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(41,623)	(75,072)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	512,762	644,698
Currency translation differences	外幣換算差額	(5,884)	(6,507)
Cash and cash equivalents at end of the period	期末現金及現金等價物	465,255	563,119

The above interim condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述中期簡明綜合現金流量表應與相應附註一併閱讀。

1 GENERAL INFORMATION

C-MER Medical Holdings Limited (formerly known as C-MER Eye Care Holdings Limited) (the “Company”) was incorporated in the Cayman Islands on 1 February 2016 as an exempted company with limited liability under the Companies Law (Cap. 22, Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company and together with its subsidiaries (the “Group”) are principally engaged in the provision of ophthalmic, dental and other medical services, sales of vision aid products and sales of medical consumables in Hong Kong (“HK”) and Mainland China. The Company has been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 15 January 2018.

This interim condensed consolidated financial information is presented in Hong Kong Dollar (“HK\$”) and all values are rounded to nearest thousand (HK\$’000) except when otherwise indicated.

This interim condensed consolidated financial information has not been audited.

1 一般資料

希瑪醫療控股有限公司(前稱為希瑪眼科醫療控股有限公司)(「本公司」)於2016年2月1日根據開曼群島法例第22章公司法(1961年第3號法例,經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司為一間投資控股公司,連同其附屬公司(「本集團」)主要從事於香港(「香港」)及內地提供眼科、牙科及其他醫療服務、銷售視力輔助產品及銷售醫療耗材(「業務」)。自2018年1月15日起,本公司已在香港聯合交易所有限公司主板上市。

除另有指明外,本中期簡明綜合財務資料以港元(「港元」)呈列,而所有金額約整至最接近的千位數(千港元)。

本中期簡明綜合財務資料未經審核。

2 BASIS OF PREPARATION

This interim condensed consolidated financial information of the Group for the six months ended 30 June 2024 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

This interim condensed consolidated financial information does not include all the notes of the type normally included in annual consolidated financial statements. Accordingly, this interim condensed consolidated financial information should be read in conjunction with the annual consolidated financial statements of the Group for the year ended 31 December 2023, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

2 編製基準

本集團截至2024年6月30日止六個月的本中期簡明綜合財務資料已按照香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。

本中期簡明綜合財務資料並不包括年度綜合財務報表通常包括的所有類型附註。因此，本中期簡明綜合財務資料應與按照香港財務報告準則（「香港財務報告準則」）編製的本集團截至2023年12月31日止年度的年度綜合財務報表一併閱讀。

3 ACCOUNTING POLICIES

The accounting policies applied are consistent with those as described in the annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of new and amended standards as set out below.

(a) New and amended standards adopted by the Group

The following new and amended standards have been adopted by the Group for the first time for the financial year beginning on 1 January 2024:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The adoption of the amendments listed above did not have material impact on the Group's accounting policies and financial statements.

3 會計政策

所應用的會計政策與截至2023年12月31日止年度的年度綜合財務報表所應用者一致，惟採納下文所載新訂及經修訂準則除外。

(a) 本集團採納的新訂及經修訂準則

以下為本集團於2024年1月1日開始的財政年度首次採納的新訂及經修訂準則：

香港會計準則第1號之修訂	將負債分類為流動或非流動及附帶契諾的非流動負債
香港財務報告準則第16號之修訂	售後回租的租賃負債
香港詮釋第5號(經修訂)	呈列財務報表－借款人對包含按要求償還條款的有期貨款的分類
香港會計準則第7號及香港財務報告準則第7號之修訂	供應商融資安排

採納列於上文的修訂對本集團的會計政策及財務報表並無重大影響。

3 ACCOUNTING POLICIES (Continued)**(b) New and amended standards not yet adopted**

The following new and amended standards which have been issued, but are effective for the financial year beginning on or after 1 January 2025 and have not been early adopted by the Group:

3 會計政策(續)**(b) 尚未採納的新訂及經修訂準則**

以下為已頒佈但於2025年1月1日或之後開始的財政年度方生效而本集團並無提前採納的新訂及經修訂準則：

		Effective for annual periods beginning on or after 於下列日期或之後開始的年度期間生效
Amendments to HKSA 21 and HKFRS 1 香港會計準則第21號及香港財務報告準則第1號之修訂	Lack of Exchangeability 缺乏可交換性	1 January 2025 2025年1月1日
Amendments to HKFRS 9 and HKFRS 7 香港財務報告準則第9號及香港財務報告準則第7號之修訂	Amendments to the Classification and Measurement of Financial Instruments 對金融工具的分類與計量之修訂	1 January 2026 2026年1月1日
HKFRS 18 香港財務報告準則第18號	Presentation and Disclosure in Financial Statements 財務報表的呈列及披露	1 January 2027 2027年1月1日
HKFRS 19 香港財務報告準則第19號	Subsidiaries without Public Accountability: Disclosures 非公共受託責任附屬公司：披露	1 January 2027 2027年1月1日
Hong Kong Interpretation 5 (Revised) 香港詮釋第5號(經修訂)	Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause 借款人對包含按要求償還條款的有期貨款的分類	1 January 2027 2027年1月1日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港會計準則第28號之修訂	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業之間的資產出售或投入	To be determined 待確定

3 ACCOUNTING POLICIES (Continued)

(b) New and amended standards not yet adopted (Continued)

Management is in the process of assessing the financial impact of the above new and amended standards but is not in position to state whether they will result in substantial changes to the Group's significant accounting policies and the presentation of its financial statements.

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

4.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk), credit risk and liquidity risk.

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at 31 December 2023.

There have been no significant changes in the financial risk management policies since 31 December 2023.

4.2 Liquidity risk

Compared to the year ended 31 December 2023, there was no material change in the contractual undiscounted cash out flows for financial liabilities.

3 會計政策 (續)

(b) 尚未採納的新訂及經修訂準則 (續)

管理層現正評估以上新訂及經修訂準則的財務影響，惟尚未能確定該等準則是否會導致本集團的主要會計政策及其財務報表的呈列出現任何重大變動。

4 財務風險管理及金融工具

4.1 財務風險因素

本集團的業務活動面臨多種財務風險：市場風險(包括外匯風險、現金流量及公平值利率風險)、信貸風險及流動性風險。

中期簡明綜合財務資料並不包括年度綜合財務報表所規定的所有財務風險管理資料及披露資料，其應與本集團於2023年12月31日的年度綜合財務報表一併閱覽。

自2023年12月31日以來，財務風險管理政策概無任何重大變動。

4.2 流動性風險

與截至2023年12月31日止年度相比，金融負債的合約未貼現現金流出並無重大變動。

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.3 Fair value estimation

The carrying values of the Group's current financial assets, including trade receivables, deposits and other receivables, amounts due from associates, loan to a non-controlling interest, short-term deposits and cash and cash equivalents, and the Group's current financial liabilities, including trade payables, accruals and other payables, borrowings, amounts due to non-controlling interests and loan from a non-controlling interest approximate their fair values due to their short maturities.

The table below analyses the Group's financial instruments carried at fair value as at 30 June 2024 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

4 財務風險管理及金融工具 (續)

4.3 公平值估計

本集團流動金融資產(包括貿易應收款項、按金及其他應收款項、應收聯營公司款項、貸款予非控股權益、短期存款以及現金及現金等價物)及本集團流動金融負債(包括貿易應付款項、應計費用及其他應付款項、借款、應付非控股權益款項及非控股權益的貸款)的期限較短，因此賬面值與公平值貼近。

下表按計量公平值所用估值方法輸入值的層級對本集團於2024年6月30日按公平值入賬的金融工具進行分析。該等輸入值在公平值層級中分為如下三個層級：

- 相同資產或負債於活躍市場的報價(未經調整)(第1級)。
- 資產或負債可直接(即價格)或間接(即從價格得出)觀察的輸入值(第1級所包括的報價除外)(第2級)。
- 資產或負債並非基於可觀察市場數據的輸入值(即不可觀察輸入值)(第3級)。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.3 Fair value estimation (Continued)

The following table presents the Group's financial instruments that are measured at fair value as at 30 June 2024 and 31 December 2023:

		(Unaudited) (未經審核)			Total
		Level 1 第1級	Level 2 第2級	Level 3 第3級	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 30 June 2024	於2024年6月30日				
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產				
- Listed equity investment	- 上市股權投資	13,369	-	-	13,369
- Contingent consideration receivables	- 應收或然代價	-	-	12,610	12,610
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入的金融資產				
- Unlisted equity investments	- 非上市股本投資	-	-	113,389	113,389
Total financial assets	金融資產總額	13,369	-	125,999	139,368

4 財務風險管理及金融工具 (續)

4.3 公平值估計 (續)

下表呈列於2024年6月30日及2023年12月31日以公平值計量的本集團金融工具：

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.3 Fair value estimation (Continued)

4 財務風險管理及金融工具 (續)

4.3 公平值估計 (續)

		(Audited) (經審核)			Total
		Level 1	Level 2	Level 3	Total
		第1級	第2級	第3級	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 31 December 2023	於2023年12月31日				
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產				
- Listed equity investment	- 上市股權投資	11,748	-	-	11,748
- Contingent consideration receivables	- 應收或然代價	-	-	12,610	12,610
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入的金融資產				
- Unlisted equity investments	- 非上市股本投資	-	-	83,665	83,665
Total financial assets	金融資產總額	11,748	-	96,275	108,023

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.3 Fair value estimation (Continued)

There were no transfers between levels during the period (2023: Nil).

Fair value measurements using significant unobservable inputs (level 3).

Specific valuation techniques used to value level 3 financial instruments include techniques such as recent transaction prices in arm's length transactions.

The following table presents the changes in level 3 financial instruments for the six months ended 30 June 2024 and year ended 31 December 2023:

		Unlisted equity investment 未上市股權投資 HK\$'000 千港元	Contingent consideration receivables 應收或然代價 HK\$'000 千港元
Balance as at 1 January 2023 (Audited)	於2023年1月1日的結餘 (經審核)	74,167	–
Addition	添置	9,454	–
Fair value changes credited to other comprehensive income	計入其他全面收益的公平值變動	44	–
Fair value changes credited to profit or loss	計入損益的公平值變動	–	12,610
Balance as at 31 December 2023 (Audited)	於2023年12月31日的結餘 (經審核)	83,665	12,610
Balance as at 1 January 2024 (Audited)	於2024年1月1日的結餘 (經審核)	83,665	12,610
Addition	添置	3,386	–
Fair value changes credited to other comprehensive income	計入其他全面收益的公平值變動	26,338	–
Balance as at 30 June 2024 (Unaudited)	於2024年6月30日的結餘 (未經審核)	113,389	12,610

4 財務風險管理及金融工具 (續)

4.3 公平值估計 (續)

期內，各層級之間並無轉移 (2023年：無)。

使用重大不可觀察輸入值的公平值計量(第3級)。

用於評估第3級金融工具的特定估值技術包括公平交易的近期交易價格等。

下表呈列截至2024年6月30日止六個月及截至2023年12月31日止年度內第3級金融工具的變化：

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of interim condensed consolidated financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this interim condensed consolidated financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2023, except for the one disclosed as follows.

6 REVENUE AND SEGMENT INFORMATION

(a) Revenue

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Provision of ophthalmic services	提供眼科服務	586,873	630,240
Provision of dental services	提供牙科服務	246,400	192,521
Provision of other medical services	提供其他醫療服務	15,052	27,602
Sales of vision aid products	銷售視力輔助產品	74,176	80,482
Sales of medical consumables	銷售醫療耗材	-	19,418
		922,501	950,263

During the six months ended 30 June 2024, the timing of revenue recognition was mainly at a point in time (2023: same).

5 重大會計估計及判斷

管理層編製中期簡明綜合財務資料時作出的判斷、估計及假設會對會計政策的應用以及資產、負債及收支列報的金額產生影響。實際結果可能有別於該等估計。

編製本中期簡明綜合財務資料時，管理層應用本集團會計政策所作的重大判斷及估計不確定因素的主要來源與截至2023年12月31日止年度的綜合財務報表所應用者相同，惟下文披露的一項不確定因素除外。

6 收益及分部資料

(a) 收益

於截至2024年6月30日止六個月，收益主要於某個時間點確認(2023年：相同)。

6 REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Liabilities related to contracts with customers

The Group has recognised the following liabilities related to contracts with customers:

		As at 於	
		30 June 2024 2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Contract liabilities – advanced payments received from clients	合約負債 – 已收客戶的預付款項	54,457	54,189

Revenue recognised during the six months ended 30 June 2024 that was included in the contract liabilities balance at the beginning of the period amounted to HK\$54,189,000 (2023: HK\$39,490,000).

計入期初合約負債結餘的截至2024年6月30日止六個月已確認收益為54,189,000港元(2023年：39,490,000港元)。

6 收益及分部資料(續)

(b) 與客戶合約有關的負債

本集團已確認以下與客戶合約有關的負債：

6 REVENUE AND SEGMENT INFORMATION

(Continued)

(c) Segment information

Management has determined the operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions. The chief operating decision-maker is identified as the executive directors of the Company. The executive directors consider the business from a client perspective and assess the performance of the operating segments based on segment revenue and segment results for the purposes of allocating resources and assessing performance. These reports are prepared on the same basis as this interim condensed consolidated financial information.

The reportable segment of the Group is a component that is engaged either in providing a particular type of service or goods, or in providing services or goods within a particular geographical region.

Since 1 January 2024, in view of more diversified businesses operated by the Group, the chief operating decision-maker assessed the performance of the Group by reviewing the results of five reportable segments, namely HK medical business, sales of medical consumables, Mainland China ophthalmic business, Mainland China dental business and Mainland China other business as follows:

- (i) HK medical business – provision of ophthalmic, dental, oncology, medical aesthetics and other services and sales of vision aid products in Hong Kong

6 收益及分部資料(續)

(c) 分部資料

管理層根據由主要經營決策者審閱及用於作出策略決策的報告釐定經營分部。主要經營決策者被認定為本公司的執行董事。執行董事從客戶的角度來考量業務，並根據分部收益及分部業績評估經營分部的表現，以分配資源及評估表現。該等報告乃按與本中期簡明綜合財務資料相同的基準編製。

本集團的可呈報分部為從事提供特定類型的服務或商品，或在特定地理區域中提供服務或商品。

自2024年1月1日起，鑒於本集團經營的業務更加多元化，主要營運決策者通過檢討五個可承報分部(即香港醫療業務、銷售醫療耗材、內地眼科業務、內地牙科業務及內地其他業務)的業績評估本集團的業績，具體如下：

- (i) 香港醫療業務—在香港提供眼科、牙科、腫瘤科、醫美及其他服務及銷售視力輔助產品

6 REVENUE AND SEGMENT INFORMATION

(Continued)

(c) Segment information (Continued)

- (ii) Sales of medical consumables – sales of medical consumables in Hong Kong
- (iii) Mainland China ophthalmic business – provision of ophthalmic services and sales of vision aid products in Mainland China
- (iv) Mainland China dental business – provision of dental services in Mainland China
- (v) Mainland China other business – provision of medical research and other medical services in Mainland China

Such a change is to align with the updated internal management and reporting structure. The segment information of the comparative period has been restated to conform to the current period categorisation and presentation.

Capital expenditure comprises additions to property, plant and equipment, right-of-use assets and intangible assets.

Other income, other gains/(losses), net, finance costs, net, and income tax expense are not included in segment results.

6 收益及分部資料(續)

(c) 分部資料(續)

- (ii) 銷售醫療耗材 – 在香港銷售醫療耗材
- (iii) 內地眼科業務 – 在內地提供眼科服務及銷售視力輔助產品
- (iv) 內地牙科業務 – 在內地提供牙科服務
- (v) 內地其他業務 – 在內地提供醫療研究及其他醫療服務

此項變更乃為與最新內部管理及匯報結構保持一致。比較期間的分部資料已予重列，以符合本期間的分類及呈列方式。

資本開支包括添置物業、廠房及設備、使用權資產及無形資產。

其他收入、其他收益／(虧損)淨額、財務成本淨額及所得稅開支並未計入分部業績。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

6 REVENUE AND SEGMENT INFORMATION

(Continued)

(c) Segment information (Continued)

The segment results for the six months ended 30 June 2024 are as follows:

6 收益及分部資料(續)

(c) 分部資料(續)

截至2024年6月30日止六個月
的分部業績載列如下：

		(Unaudited) (未經審核)				
		Six months ended 30 June 2024 截至2024年6月30日止六個月				
	HK medical business 香港醫療 業務 HK\$'000 千港元	Mainland China ophthalmic business 內地眼科 業務 HK\$'000 千港元	Mainland China dental business 內地牙科 業務 HK\$'000 千港元	Mainland China other business 內地其他 業務 HK\$'000 千港元	Total 合計 HK\$'000 千港元	
Segment revenue	分部收益	427,052	270,761	224,688	-	922,501
Gross profit	毛利	113,166	89,660	86,299	-	289,125
Selling expenses	銷售開支	(9,953)	(37,646)	(13,041)	-	(60,640)
Administrative expenses	行政開支	(57,051)	(74,968)	(19,185)	(8,152)	(159,356)
Share of losses of associates and joint venture	分佔聯營公司及合營 企業利潤	(241)	-	-	-	(241)
Segment results	分部業績	45,921	(22,954)	54,073	(8,152)	68,888
Other income	其他收入					2,234
Other gains, net	其他收益淨額					2,060
Finance costs, net	財務成本淨額					(4,789)
Profit before income tax	除所得稅前利潤					68,393
Income tax expense	所得稅開支					(19,757)
Profit for the period	期內利潤					48,636
Other segment information	其他分部資料					
Additions to non-current assets	添置非流動資產	43,958	4,235	38,426	101,660	188,279
Depreciation and amortisation	折舊及攤銷	(38,035)	(48,123)	(15,766)	(6,707)	(108,631)
Gains/(losses) on disposal of property, plant and equipment, net	出售物業、廠房及 設備所得收益/ (虧損)淨額	277	(491)	(72)	-	(286)
Gains on early termination of lease	提早終止租賃的收益	12	54	1,744	-	1,810
Losses on disposal of intangible assets	出售無形資產的虧損	-	(11)	-	-	(11)

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

6 REVENUE AND SEGMENT INFORMATION

(Continued)

(c) Segment information (Continued)

The segment results for the six months ended 30 June 2023 are as follows:

6 收益及分部資料 (續)

(c) 分部資料 (續)

截至2023年6月30日止六個月
的分部業績載列如下：

		(Unaudited)(Restated) (未經審核)(經重列)					
		Six months ended 30 June 2023 截至2023年6月30日止六個月					
	HK medical business 香港醫療 業務 HK\$'000 千港元	Sales of medical consumables 銷售醫療 耗材 HK\$'000 千港元	Mainland China ophthalmic business 內地眼科 業務 HK\$'000 千港元	Mainland China dental business 內地牙科 業務 HK\$'000 千港元	Mainland China other business 內地其他 業務 HK\$'000 千港元	Total 合計 HK\$'000 千港元	
Segment revenue	分部收益	469,458	19,418	292,772	168,615	-	950,263
Gross profit	毛利	126,397	8,114	103,452	62,189	-	300,152
Selling expenses	銷售開支	(8,644)	-	(52,108)	(8,336)	-	(69,088)
Administrative expenses	行政開支	(61,663)	(431)	(88,688)	(23,993)	(3,946)	(178,721)
Share of profits of associates	分佔聯營公司利潤	3,426	-	-	-	-	3,426
Segment results	分部業績	59,516	7,683	(37,344)	29,860	(3,946)	55,769
Other income	其他收入						4,612
Other losses, net	其他虧損淨額						(2,805)
Finance costs, net	財務成本淨額						(403)
Profit before income tax	除所得稅前利潤						57,173
Income tax expense	所得稅開支						(19,176)
Profit for the period	期內利潤						37,997
Other segment information	其他分部資料						
Additions to non-current assets	添置非流動資產	23,539	-	20,147	16,476	25,323	85,485
Depreciation and amortisation	折舊及攤銷	(38,359)	(428)	(56,994)	(13,908)	(3,476)	(113,165)
Gains on disposal of property, plant and equipment, net	出售物業、廠房及設備所得收益淨額	-	-	218	23	-	241
Losses on early termination of lease	提早終止租賃的收益	(820)	-	-	-	-	(820)

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

6 REVENUE AND SEGMENT INFORMATION

(Continued)

(c) Segment information (Continued)

During the six months ended 30 June 2024, there was no single external customer with revenue over 10% of the Group's total revenue (six months ended 30 June 2023: same).

No analysis of segment assets and liabilities is presented as they are not regularly provided to the executive directors.

7 OTHER INCOME

6 收益及分部資料(續)

(c) 分部資料(續)

於截至2024年6月30日止六個月，概無單一外部客戶產生的收益佔本集團的總收益10%以上(截至2023年6月30日止六個月：相同)。

由於並無定期向執行董事提供分部資產及負債分析，故並無呈列該等分析。

7 其他收入

		Six months ended 30 June 截至6月30日止六個月	
		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Management fee income	管理費收入	1,045	3,044
Rental income	租金收入	207	205
Rent concessions (Note 16)	租金寬免(附註16)	-	308
Government grants (Note)	政府補助(附註)	225	899
Others	其他	757	156
		2,234	4,612

Note: There are no unfulfilled conditions or other contingencies attaching to these grants. The Group did not benefit directly from any other forms of government assistance.

附註：並無有關該等補助的未履行條件或其他或然情況。本集團並無直接受惠於任何其他形式的政府資助。

Notes to the Interim Condensed Consolidated Financial Information
 中期簡明綜合財務資料附註

8 OTHER GAINS/(LOSSES), NET

8 其他收益／(虧損)淨額

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
(Losses)/gains on disposal of property, plant and equipment, net	出售物業、廠房及設備所得(虧損)／收益淨額	(286)	241
Gains/(losses) on early termination of lease	提早終止租賃的收益／(虧損)	1,810	(820)
Losses on disposal of intangible assets	出售無形資產所得虧損	(11)	-
Fair value gains/(losses) on a financial asset at fair value through profit or loss (Note 20)	按公平值計入損益的金融資產的公平值收益／(虧損)(附註20)	1,621	(1,519)
Losses on written-off of non-current assets	撇銷非流動資產的虧損	(1,421)	-
Losses on written-off of trade receivables	撇銷貿易應收款項的虧損	(14)	-
Exchange gains/(losses), net	匯兌收益／(虧損)淨額	361	(707)
		2,060	(2,805)

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

9 EXPENSES BY NATURE

9 按性質劃分的費用

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Amortisation of intangible assets (Note 15)	無形資產攤銷(附註15)	682	800
Auditor's remuneration	核數師薪酬		
– Audit services	– 審計服務	1,130	1,140
– Non-audit services	– 非審計服務	48	53
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊 (附註14)	36,549	39,556
Depreciation of investment property	投資物業折舊	164	171
Depreciation of right-of-use assets (Note 16)	使用權資產折舊(附註16)	71,236	72,638
Doctors' consultation fees	醫生診金	187,570	199,168
Cost of inventories and consumables	存貨及耗材成本	168,684	202,317
Employee benefit expenses	僱員福利開支	271,387	250,122
Expenses relating to short-term leases (Note 16)	與短期租賃有關的開支 (附註16)	7,353	7,145
Legal and professional fees	法律及專業費用	2,366	1,790
Share-based payment expenses to doctors and consultants	向醫生及顧問支付以股份為 基礎的付款開支	114	2
Office supplies	辦公用品	924	1,305
Bank service charges	銀行服務費用	7,421	6,522
Promotion expenses	推廣開支	59,957	68,344
Repair and maintenance fees	維修及保養費用	6,394	5,762
Others	其他	31,393	41,085
Total cost of revenue, selling and administrative expenses	銷售成本、銷售及 行政開支總額	853,372	897,920

Notes to the Interim Condensed Consolidated Financial Information
 中期簡明綜合財務資料附註

10 FINANCE COSTS, NET

10 財務成本淨額

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Finance income	財務收入		
Bank interest income	銀行利息收入	6,944	8,865
Interest income on loan to a non-controlling interest	給予非控股權益的貸款的利息收入	519	-
		7,463	8,865
Finance costs	財務成本		
Interest expense on lease liabilities (Note 16)	租賃負債利息開支(附註16)	(10,542)	(8,810)
Interest expense on loan from a non-controlling interest	非控股權益貸款的利息開支	(186)	(202)
Interest expense on bank loans	銀行貸款利息開支	(27)	(256)
Interest expense on consideration payable for investment in a joint venture	投資合營企業應付代價的利息開支	(487)	-
Imputed interest expense on consideration payable for investment in a joint venture	投資合營企業應付代價估算利息開支	(1,010)	-
		(12,252)	(9,268)
Finance costs, net	財務成本淨額	(4,789)	(403)

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

11 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 June 2023: 16.5%) on the estimated assessable profits for the period.

The applicable tax rate for the subsidiaries in Mainland China of the Group is 25% (six months ended 30 June 2023: 25%) for the period.

The amount of taxation charged to the interim condensed consolidated statement of comprehensive income represents:

11 所得稅開支

期內，香港利得稅已按估計應課稅利潤的稅率16.5% (截至2023年6月30日止六個月：16.5%) 計提撥備。

期內，本集團內地附屬公司的適用稅率為25% (截至2023年6月30日止六個月：25%)。

扣除中期簡明綜合全面收益表的稅項金額為：

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Current income tax	即期所得稅		
- Hong Kong profits tax	- 香港利得稅	12,055	11,946
- China enterprise income tax	- 中國企業所得稅	7,816	5,761
(Over)/under-provision in prior years	過往年度(超額撥備)/撥備不足	(615)	62
Deferred income tax	遞延所得稅	501	1,407
Income tax expense	所得稅開支	19,757	19,176

12 EARNINGS PER SHARE**(a) Basic**

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue excluding treasury shares.

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 (Unaudited) (未經審核)	2023 2023年 (Unaudited) (未經審核)
Profit attributable to equity holders of the Company during the period (HK\$'000)	期內本公司權益持有人應佔利潤(千港元)	30,763	29,758
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	1,239,070,639	1,258,860,726
Basic earnings per share (HK cents)	每股基本盈利(港仙)	2.48	2.36

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

As at 30 June 2024, 200,000 (30 June 2023: 4,195,000) post-IPO share options outstanding are not included in the calculation of diluted earnings per share because they are antidilutive for the period.

12 每股盈利**(a) 基本**

每股基本盈利按本公司權益持有人應佔利潤除以已發行普通股(不包括庫存股份)之加權平均數計算。

(b) 攤薄

每股攤薄盈利乃假設已轉換所有具攤薄潛力的普通股，並通過調整發行在外的普通股的加權平均數進行計算。

於2024年6月30日，200,000份(2023年6月30日：4,195,000份)尚未行使的首次公開發售後購股權於計算每股攤薄盈利時並無計入，此乃由於該等購股權於該期間具反攤薄作用。

13 DIVIDENDS

The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

13 股息

董事不建議就截至2024年6月30日止六個月派付中期股息(截至2023年6月30日止六個月：無)。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

14 PROPERTY, PLANT AND EQUIPMENT

14 物業、廠房及設備

		HK\$'000 千港元
Six months ended 30 June 2024		
Opening net book amount as at 1 January 2024 (Audited)	截至2024年6月30日止六個月 於2024年1月1日的期初賬面淨值 (經審核)	401,515
Additions	添置	69,598
Disposal	出售	(3,835)
Write off	撤銷	(1,421)
Depreciation (Note 9)	折舊(附註9)	(36,549)
Currency translation differences	外幣換算差額	(9,957)
Closing net book amount as at 30 June 2024 (Unaudited)	於2024年6月30日的期末賬面淨值 (未經審核)	419,351
Six months ended 30 June 2023		
Opening net book amount as at 1 January 2023 (Audited)	截至2023年6月30日止六個月 於2023年1月1日的期初賬面淨值 (經審核)	392,333
Additions	添置	41,856
Disposal	出售	(694)
Depreciation (Note 9)	折舊(附註9)	(39,556)
Currency translation differences	外幣換算差額	(14,538)
Closing net book amount as at 30 June 2023 (Unaudited)	於2023年6月30日的期末賬面淨值 (未經審核)	379,401

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

15 INTANGIBLE ASSETS

15 無形資產

		Goodwill 商譽 HK\$'000 千港元	Brand name 品牌名稱 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Six months ended 30 June 2024	截至2024年6月30日 止六個月				
Opening net book amount as at 1 January 2024 (Audited)	於2024年1月1日的期 初賬面淨值(經審核)	530,426	264,279	7,479	802,184
Additions	添置	-	-	651	651
Disposal	出售	-	-	(162)	(162)
Amortisation (Note 9)	攤銷(附註9)	-	-	(682)	(682)
Currency translation differences	外幣換算差額	(9,642)	(6,993)	(169)	(16,804)
Closing net book amount as at 30 June 2024 (Unaudited)	於2024年6月30日的 期末賬面淨值 (未經審核)	520,784	257,286	7,117	785,187
Six months ended 30 June 2023	截至2023年6月30日 止六個月				
Opening net book amount as at 1 January 2023 (Audited)	於2023年1月1日的期 初賬面淨值(經審核)	540,684	271,513	9,196	821,393
Additions	添置	-	-	330	330
Amortisation (Note 9)	攤銷(附註9)	-	-	(800)	(800)
Currency translation differences	外幣換算差額	(16,413)	(11,574)	(330)	(28,317)
Closing net book amount as at 30 June 2023 (Unaudited)	於2023年6月30日的 期末賬面淨值 (未經審核)	524,271	259,939	8,396	792,606

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

16 LEASES

This note provides information for leases where the Group is a lessee.

(a) Amounts recognised in the interim condensed consolidated statement of financial position

The interim condensed consolidated statement of financial position shows the following balances relating to the leases:

16 租賃

此附註載列有關本集團作為承租人所訂立租賃的資料。

(a) 於中期簡明綜合財務狀況表確認的金額

中期簡明綜合財務狀況表顯示以下有關租賃的結餘：

		As at 於	
		30 June 2024 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Right-of-use assets	使用權資產		
Properties	物業	342,729	304,848
Land use right	土地使用權	274,194	286,419
Medical equipment	醫療設備	-	34
		616,923	591,301
Lease liabilities	租賃負債		
Current	流動	102,449	107,196
Non-current	非流動	277,911	232,657
		380,360	339,853

Additions to the right-of-use assets during the six months ended 30 June 2024 amounted to approximately HK\$118,030,000 (six months ended 30 June 2023: HK\$43,299,000), representing the lease of clinics, hospitals, office premises, staff quarters and medical equipment.

截至2024年6月30日止六個月，使用權資產添置約118,030,000港元(截至2023年6月30日止六個月：43,299,000港元)，指租賃診所、醫院、辦公室物業、員工宿舍及醫療設備。

16 LEASES (Continued)**(b) Amounts recognised in the interim condensed consolidated statement of comprehensive income**

The interim condensed consolidated statement of comprehensive income shows the following amounts relating to the leases:

16 租賃 (續)**(b) 於中期簡明綜合全面收益表確認的金額**

中期簡明綜合全面收益表顯示以下有關租賃的款項：

		Six months ended 30 June	
		截至6月30日止六個月	
		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Depreciation charge of right-of-use assets (Note 9)	使用權資產折舊費用 (附註9)	71,236	72,638
Expenses related to short-term leases (Note 9)	與短期租賃有關的開支 (附註9)	7,353	7,145
Rent concessions (Note 7)	租金寬免 (附註7)	-	308
Interest expense (Note 10)	利息開支 (附註10)	10,542	8,810

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

16 LEASES (Continued)

(b) Amounts recognised in the interim condensed consolidated statement of comprehensive income (Continued)

Depreciation expense charged in the interim condensed consolidated statement of comprehensive income is as follows:

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 HK\$'000 千港元 (Unaudited) (未經審核)	2023 2023年 HK\$'000 千港元 (Unaudited) (未經審核)
Cost of revenue	銷售成本	34,576	45,159
Administrative expenses	行政開支	36,660	27,479
		71,236	72,638

The total cash outflow for leases in the six months ended 30 June 2024 amounted to HK\$79,134,000 (six months ended 30 June 2023: HK\$80,863,000).

16 租賃(續)

(b) 於中期簡明綜合全面收益表確認的金額(續)

計入中期簡明綜合全面收益表的折舊開支如下：

截至2024年6月30日止六個月的租賃總現金流出金額為79,134,000港元(截至2023年6月30日止六個月：80,863,000港元)。

16 LEASES (Continued)**(c) The Group's leasing activities and how these are accounted for**

The Group leases various properties including clinics, hospitals, office premises, staff quarters and medical equipment. The lease terms are between one to twenty years, and the majority of lease agreements are renewable at the end of the lease period at market rate.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor.

Extension and termination options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

17 INTEREST IN ASSOCIATES

The amount recognised in the interim condensed consolidated statement of financial position is as follows:

		HK\$'000 千港元
Balance as at 1 January 2023 (Audited)	於2023年1月1日的結餘(經審核)	41,962
Share of profits	分佔利潤	3,426
Balance as at 30 June 2023 (Unaudited)	於2023年6月30日的結餘(未經審核)	45,388
Balance as at 1 January 2024 (Audited)	於2024年1月1日的結餘(經審核)	44,814
Dividend received	已收股息	(28,107)
Share of profits	分佔利潤	392
Balance as at 30 June 2024 (Unaudited)	於2024年6月30日的結餘(未經審核)	17,099

16 租賃 (續)**(c) 本集團的租賃活動及該等活動如何列賬**

本集團租賃多項物業(包括診所、醫院、辦公室物業、員工宿舍)及醫療設備。租期介乎一年至二十年，且大多數租賃協議於租賃期末可按市價續訂。

租賃條款乃按個別基準磋商，包含各種不同條款及條件。除出租人持有的租賃資產中的擔保權益外，租賃協議並無施加任何契諾。

本集團多個物業租賃包括延長及終止選擇權，藉以在管理本集團營運所用的資產時，達成營運靈活性最大化。大部分所持有的延長及終止選擇權僅限本集團行使，而不可由各自的出租人行使。

17 於聯營公司的權益

於中期簡明綜合財務狀況表中確認的金額如下：

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

17 INTEREST IN ASSOCIATES (Continued)

The associates are private companies and there is no quoted market price available for its shares.

Management assessed that the Group has significant influence but not control over the associates, as such, they are accounted for associates of the Group under equity method.

There are no contingent liabilities relating to the Group's interests in the associates.

As at 30 June 2024, the balance due from associates amounted to HK\$5,213,000 (31 December 2023: HK\$5,077,000).

18 INTEREST IN A JOINT VENTURE

The amount recognised in the interim condensed consolidated statement of financial position is as follows:

Balance as at 1 January 2023 (Audited) and 30 June 2023 (Unaudited)	於2023年1月1日(經審核)及2023年6月30日(未經審核)的結餘	-
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Balance as at 1 January 2024 (Audited)	於2024年1月1日的結餘(經審核)	47,848
Share of loss	分佔虧損	(633)

Balance as at 30 June 2024 (Unaudited)	於2024年6月30日的結餘(未經審核)	47,215
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On 6 October 2023, the Group completed the acquisition of 55% of the equity interest of a company in Hong Kong ("Joint Venture"). Under the acquisition agreement, an unanimous consent in the board is required in relation to decisions about the relevant activities. Management assessed that the shareholders have equal voting rights and joint control over the Joint Venture, as such, it is accounted for joint venture of the Group under equity method.

17 於聯營公司的權益(續)

聯營公司為私人公司，其股份並無市場報價。

管理層評估本集團對聯營公司有重大影響力但無控制權，因此，該等聯營公司以權益法入賬為本集團聯營公司。

概無與本集團於聯營公司之權益有關之或然負債。

於2024年6月30日，應收聯營公司結餘為5,213,000港元(2023年12月31日：5,077,000港元)。

18 於一間合營企業的權益

於中期簡明綜合財務狀況表確認之金額如下：

HK\$'000
千港元

於2023年10月6日，本集團完成收購一間香港公司(「合營企業」)55%股權。根據收購協議，有關相關活動的決定須經董事會一致同意。管理層評估股東對合營企業擁有平等投票權及共同控制權，因此，其根據權益法入賬為本集團合營企業。

18 INTEREST IN A JOINT VENTURE (Continued)

The consideration was settled by way of an issuance of a long-term bond of RMB50,490,000 (equivalent to approximately HK\$53,772,000), which bears interest of 2% per annum and repayable in three years. As at 30 June 2024 and 31 December 2023, long-term bond payable with carrying amount of RMB46,678,000 (equivalent to approximately HK\$49,806,000) and RMB45,291,000 (equivalent to approximately HK\$49,638,000), respectively is included in non-current other payables.

The Joint Venture is a private company and there is no quoted market price available for its shares.

There are no contingent liabilities relating to the Group's interest in the joint venture.

19 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

As at 30 June 2024, the Group's financial assets at fair value through other comprehensive income represent unlisted equity instruments which are not held for trading, and the Group has irrevocably elected an initial recognition in this category. Details are as follows:

		HK\$'000 千港元
Balance as at 1 January 2023 (Audited) and 30 June 2023 (Unaudited)	於2023年1月1日(經審核)及 2023年6月30日(未經審核)的結餘	74,167
Balance as at 1 January 2024 (Audited)	於2024年1月1日的結餘(經審核)	83,665
Addition	添置	3,386
Change in fair value	公平值變動	26,338
Balance as at 30 June 2024 (Unaudited)	於2024年6月30日的結餘(未經審核)	113,389

The fair values of the equity instruments were determined by reference to the specific valuation techniques of recent transaction prices in arm's length transactions.

18 於一間合營企業的權益(續)

代價以發行人民幣50,490,000元(相當於約53,772,000港元)之長期債券之方式支付，該債券按年利率2%計息，並須於三年內償還。於2024年6月30日及2023年12月31日，賬面值分別為人民幣46,678,000元(相當於約49,806,000港元)及人民幣45,291,000元(相當於約49,638,000港元)的長期應付債券計入非流動其他應付款項。

合營企業為私人公司，其股份並無市場報價。

本集團於合營企業之權益並無相關或然負債。

19 按公平值計入其他全面收入的金融資資產

於2024年6月30日，本集團按公平值計入其他全面收入的金融資資產指並非持作買賣的非上市權益工具，而本集團已不可撤銷地選擇初始確認於此類別。詳情如下：

權益工具的公平值乃參考公平交易近期交易價格的特定估值技術釐定。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

19 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

Nature of financial instruments:

19 按公平值計入其他全面收入的金融資產(續)

金融工具的性质：

Company name	Place of incorporation/ establishment and kind of legal entity	Particulars of issued share capital/ registered capital	Effective interest held by the Group Directly		Principal activities/ place of operation
			30 June 2024 本集團持有 實際權益 直接	31 December 2023 於2023年 12月31日	
公司名稱	註冊成立/成立地點 及法律實體類型	已發行股本/ 註冊資本詳情	於2024年 6月30日	於2023年 12月31日	主營業務/營運地點
Avalon Global Holdings Limited ("Avalon")	British Virgin Islands	128,297,949 ordinary shares of no par value	4.0%	4.0%	Development of next generation healthcare solutions across biopharma, diagnostics, medical devices and other area of healthcare, Hong Kong
Avalon Global Holdings Limited ("Avalon")	英屬處女群島	128,297,949股無面值的普通股			於涵蓋生物製藥、診斷、醫療器械及其他醫療保健領域開發下一代醫療保健解決方案，香港
BELKIN Vision Ltd. ("Belkin")	Israel	930,923 ordinary shares of NIS 0.01 each; 3,897,845 preferred shares of NIS 0.01 each	10.7%	10.7%	Development of automated one-second glaucoma laser treatment, Israel
BELKIN Vision Ltd. ("Belkin")	以色列	每股面值0.01新錫克爾的930,923股普通股；每股面值0.01新錫克爾的3,897,845股優先股			開發自動飛秒青光眼激光治療法，以色列
Health Hope Pharma Limited	Hong Kong	10,000 ordinary shares of HK\$1 each	27.3%	30.0%	Development of innovative drug projects in ophthalmology and oncology, Hong Kong
希華醫藥有限公司	香港	每股面值1港元的10,000股普通股			香港眼科及腫瘤科創新藥物計劃的發展

20 FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

As at 30 June 2024, the Group's financial asset at fair value through profit or loss represents listed equity instruments in Hong Kong which are held for trading. Details are as follows:

20 按公平值計入損益的金融資產

截至2024年6月30日，本集團按公平值計入損益的金融資產指於香港持作買賣的上市權益工具。詳情如下：

		HK\$'000 千港元
Balance as at 1 January 2023 (Audited)	於2023年1月1日的結餘(經審核)	22,484
Fair value loss recognised in profit or loss (Note 8)	於損益確認的公平值虧損(附註8)	(1,519)
Balance as at 30 June 2023 (Unaudited)	於2023年6月30日的結餘(未經審核)	20,965
Balance as at 1 January 2024 (Audited)	於2024年1月1日的結餘(經審核)	11,748
Fair value gain recognised in profit or loss (Note 8)	於損益確認的公平值收益(附註8)	1,621
Balance as at 30 June 2024 (Unaudited)	於2024年6月30日的結餘(未經審核)	13,369

Notes to the Interim Condensed Consolidated Financial Information
 中期簡明綜合財務資料附註

21 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES **21 按金、預付款項及其他應收款項**

		As at 於	
		30 June 2024 2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Non-current	非即期		
Prepayments for property, plant and equipment	物業、廠房及設備預付款項	22,179	7,462
Rental and other deposits	租金及其他按金	27,092	23,496
Prepayment for employee compensation	僱員補償預付款項	2,293	2,644
Contingent consideration receivables	應收或然代價	4,404	4,404
		55,968	38,006
Current	即期		
Prepayments for inventories	預付存貨款項	6,114	3,123
Prepayments for rental expenses	預付租賃費用	1,718	1,907
Prepayments for operating expenses	預付營運費用	13,268	15,717
Prepayment for employee compensation	僱員補償預付款項	1,180	2,130
Rental and other deposits	租金及其他按金	24,913	25,559
Contingent consideration receivables	應收或然代價	8,206	8,206
Others	其他	9,039	8,778
		64,438	65,420
Total deposits, prepayments and other receivables	按金、預付款項及其他應收款項合計	120,406	103,426

Notes to the Interim Condensed Consolidated Financial Information
 中期簡明綜合財務資料附註

22 INVENTORIES

22 存貨

		As at 於	
		30 June 2024 2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Pharmaceuticals and medical consumables	藥品及醫用耗材	25,581	22,668
Vision aid products	視力輔助產品	16,705	16,181
		42,286	38,849

23 TRADE RECEIVABLES

The trade receivables are due when services are rendered and goods are sold. The ageing analysis of the trade receivables based on due date and invoice date was as follows:

23 貿易應收款項

貿易應收款項於提供服務及出售貨物時即為到期應付。貿易應收款項按到期日期及發票日期的賬齡分析如下：

		As at 於	
		30 June 2024 2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-90 days	0至90日	30,748	31,947
91-180 days	91至180日	6,758	9,376
Over 180 days	超過180日	15,450	12,048
		52,956	53,371

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

24 SHARE CAPITAL AND TREASURY SHARES

(a) Share capital

		Number of ordinary shares 普通股數目 '000 千股	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定：		
At 1 January 2024 (Audited) and 30 June 2024 (Unaudited)	於2024年1月1日(經審核)及 2024年6月30日(未經審核)	8,000,000	800,000
At 1 January 2023 (Audited) and 30 June 2023 (Unaudited)	於2023年1月1日(經審核)及 2023年6月30日(未經審核)	8,000,000	800,000
Issued and paid:	已發行及繳足：		
At 1 January 2024 (Audited) and 30 June 2024 (Unaudited)	於2024年1月1日(經審核)及 2024年6月30日(未經審核)	1,255,561	125,556
At 1 January 2023 (Audited) and 30 June 2023 (Unaudited)	於2023年1月1日(經審核)及 2023年6月30日(未經審核)	1,266,559	126,656

(b) Treasury shares

		Number of ordinary shares 普通股數目 '000 千股	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
At 1 January 2023 (Audited)	於2023年1月1日 (經審核)	7,174	29,927
Shares repurchased	已購回股份	900	3,983
At 30 June 2023 (Unaudited)	於2023年6月30日 (未經審核)	8,074	33,910
At 1 January 2024 (Audited)	於2024年1月1日 (經審核)	11,596	46,590
Shares repurchased	已購回股份	11,226	32,728
At 30 June 2024 (Unaudited)	於2024年6月30日 (未經審核)	22,822	79,318

24 股本及庫存股份

(a) 股本

(b) 庫存股份

25 SHARE OPTION SCHEME

The Company approved and adopted the Post-IPO Share Option Scheme pursuant to shareholder's resolutions passed on 13 December 2017. Share options were granted under the Post-IPO scheme to incentivise the Company's directors, senior management, ophthalmologists, physicians, employees, and consultants.

The following table discloses details of the Company's share options granted under the Post-IPO Share Option Scheme held by eligible participants and movements in such holdings in relation thereto during the periods ended 30 June 2024 and 2023:

Grant date	Expiry date	Exercise price per share	Note	Number of share options '000			
				At 1 January 2024	Exercised during the period	Forfeited during the period	At 30 June 2024
授出日期	屆滿日期	每股行使價 HK\$ 港元	附註	於 1月1日	期內已行使	期內已失效	於 6月30日

Post-IPO Share Option Scheme**首次公開發售後購股權計劃**

2 November 2021 2021年11月2日	1 November 2027 2027年11月1日	7.73	(iii)	200	-	-	200
Number of option exercisable at period end ('000)	於期末可行使的購股權數目(千份)						133
Weighted average exercise price (HK\$)	加權平均行使價(港元)			7.73	N/A不適用	N/A不適用	7.73
Weighted average remaining contractual life (years)	加權平均餘下合約年期(年)						2.34

25 購股權計劃

根據於2017年12月13日通過的股東決議案，本公司已批准並採納首次公開發售後購股權計劃。本公司根據該首次公開發售後購股權計劃授出購股權以激勵其董事、高級管理層、眼科醫生、醫生、僱員及顧問。

下表披露由合資格參與者持有的首次公開發售後購股權計劃項下授出的本公司購股權詳情以及截至2024年及2023年6月30日止期間的有關持股變動：

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

25 SHARE OPTION SCHEME (Continued)

25 購股權計劃(續)

Grant date	Expiry date	Exercise price per share	Note	Number of share options ¹ '000			
				At 1 January 2023	Exercised during the period	Forfeited during the period	At 30 June 2023
授出日期	屆滿日期	每股行使價 HK\$ 港元	附註	於 1月1日	期內已行使	期內已失效	於 6月30日
Post-IPO Share Option Scheme							
首次公開發售後購股權計劃							
18 July 2019	16 November 2023	5.18	(i)	2,855	-	-	2,855
2019年7月18日	2023年11月16日						
14 September 2020	13 September 2023	6.34	(ii)	1,140	-	-	1,140
2020年9月14日	2023年9月13日						
2 November 2021	1 November 2027	7.73	(iii)	200	-	-	200
2021年11月2日	2027年11月1日						
				4,195	-	-	4,195
Number of option exercisable at period end ('000)	於期末可行使的購股權數目(千份)						4,062
Weighted average exercise price (HK\$)	加權平均行使價(港元)			5.62	N/A不適用	N/A不適用	5.62
Weighted average remaining contractual life (years)	加權平均餘下合約年期(年)						0.47

(i) On 18 July 2019, 6,540,000 options were granted under the Post-IPO Share Option Scheme to a total of 40 grantees, which include certain Hong Kong ophthalmologists, consultants and an executive director.

The options were vested over periods of one to three years. The vesting of these options to the Hong Kong Ophthalmologists were subject to performance targets in terms of revenue generated during the vesting periods. No performance condition existed for the consultants, and executive director who shall remain in their engagement, employment or office over the vesting periods under the service condition.

(i) 於2019年7月18日，向合共40名承授人(包括若干名香港眼科醫生、顧問及一名執行董事)授出6,540,000份購股權。

購股權歸屬期為一至三年。歸屬該等授予香港眼科醫生的購股權須受歸屬期間所產生收入的業績目標規限。對於顧問及執行董事並無設置業績條件，而彼等於歸屬期內須仍按照服務條件受聘、受僱或留任。

25 SHARE OPTION SCHEME (Continued)

(i) (Continued)

The exercise price of each option was HK\$5.18. Once vested, the options remained exercisable but not to exceed the period of five years from the date of grant. All unexercised post-IPO share options lapsed by the end of the exercise periods or upon the cessation of service of the grantee.

- (ii) On 14 September 2020, 1,140,000 options were granted under the Post-IPO Share Option Scheme to the executive director of the Company, Ms. LI Xiaoting.

The options were vested over one year. No performance condition existed for the executive director who shall remain in office over the vesting periods under the service condition.

The exercise price of each option was HK\$6.34. Once vested, the options remained exercisable until three years from the date of grant. All unexercised post-IPO share options lapsed by the end of the exercise periods or upon the cessation of service of the grantee.

- (iii) On 2 November 2021, 200,000 options were granted under the Post-IPO Share Option Scheme to the independent non-executive director of the Company, Dr. Rex AU YEUNG Pak-Kuen.

The options are vested over periods of one to three years. No performance condition exists for the independent non-executive director who shall remain in office over the vesting periods under the service condition.

The exercise price of each option is HK\$7.73. Once vested, the options remain exercisable until three years from the vested dates. All unexercised post-IPO share options will lapse by the end of the exercise periods.

25 購股權計劃(續)

(i) (續)

每份購股權的行使價為5.18港元。一旦歸屬，購股權可於授出日期起行使，但不超過五年期。所有未行使的首次公開發售後購股權將於行使期末或於承授人終止服務後失效。

- (ii) 於2020年9月14日，根據首次公開發售後購股權計劃向本公司執行董事李肖婷女士授出1,140,000份購股權。

購股權歸屬期為一年。對於執行董事並無設置業績條件，而彼於歸屬期內須仍按照服務條件留任。

每份購股權的行使價為6.34港元。一旦歸屬，購股權可於授出日期起三年內行使。所有未行使的首次公開發售後購股權將於行使期末或於承授人終止服務後失效。

- (iii) 於2021年11月2日，根據首次公開發售後購股權計劃向本公司獨立非執行董事歐陽伯權博士授出200,000份購股權。

購股權歸屬期為一至三年。對於獨立非執行董事並無設置業績條件，而彼於歸屬期內須仍按照服務條件留任。

每份購股權的行使價為7.73港元。一旦歸屬，購股權可於歸屬日期起三年內行使。所有未行使的首次公開發售後購股權將於行使期末失效。

25 SHARE OPTION SCHEME (Continued)

(iv) During the six months ended 30 June 2024, share-based payment expenses of approximately HK\$38,000 (six months ended 30 June 2023: HK\$88,000) were recognised in the interim condensed consolidated statement of comprehensive income in relation to the share options.

26 SHARE AWARD SCHEME

To recognise the contributions of the Group's employees, directors and service providers and attract suitable personnel for business development, the Group adopted a share award scheme on 7 November 2022 (the "2022 Share Award Scheme"). Under the 2022 Share Award Scheme, employees, directors and service providers providing services to the Group are eligible to be selected by the Board to receive shares in the Company (the "Awarded Shares").

The aggregate number of new shares granted by the Group currently permitted to be awarded under 2022 Share Award Scheme is limited to 123,650,287 shares which represented 10% of the total number of issued shares as of the adoption date on 7 November 2022.

Futu Trustee Limited, a company incorporated in Hong Kong and authorised to undertake trust business in accordance with the laws of Hong Kong, was appointed as the trustee (the "Trustee") for the administration of the 2022 Share Award Scheme. The Trustee holds the shares on trust for the selected participants. The Trustee and its ultimate beneficial owners are third parties independent of, and not connected with, the Group or its connected persons.

When a selected participant has satisfied all vesting conditions, which might include service and/or performance conditions, specified by the Board at the time of granting the award, and becomes entitled to the shares of the Company forming the subject of the award, the Trustee shall transfer the relevant vested Awarded Shares to that selected participants at no costs.

25 購股權計劃 (續)

(iv) 截至2024年6月30日止六個月，有關購股權的以股份為基礎的付款開支約38,000港元(截至2023年6月30日止六個月：88,000港元)於中期簡明綜合全面收益表確認。

26 股份獎勵計劃

為了認同本集團僱員、董事和服務供應商付出的貢獻及吸納適合人選以資業務發展，本集團於2022年11月7日採納股份獎勵計劃(「2022年股份獎勵計劃」)。根據2022年股份獎勵計劃，向本集團提供服務的僱員、董事和服務供應商符合獲董事會甄選的資格，以獲得本公司股份(「獎勵股份」)。

根據2022年股份獎勵計劃，本集團現時獲准授出的新股份總數上限為123,650,287股，即2022年11月7日採納日期當日已發行股份總數的10%。

富途信託有限公司(一間於香港註冊成立並根據香港法例獲授權經營信託業務的公司)獲委任為信託人(「信託人」)以管理2022年股份獎勵計劃。信託人以信託形式為選定參與者持有股份。信託人及其最終實益擁有人為獨立於本集團或其關連人士的第三方，與本集團或其關連人士並無關連。

當選定參與者符合董事會在授出獎勵時所訂明的所有歸屬條件(可包括服務及/或績效條件)，因而有權獲取該獎勵指涉的本公司股份時，信託人須向該選定參與者無償轉移相關的已歸屬獎勵股份。

26 SHARE AWARD SCHEME (Continued)

The Trustee shall not exercise the voting rights in respect of any shares of the Company held under the Trust, including, inter alia, the Awarded Shares and shares of the Company purchased by the Trust for the 2022 Share Award Scheme.

The following table discloses details of the Company's share awards granted under the 2022 Share Award Scheme held by eligible participants and movements in such holdings in relation thereto during the periods ended 30 June 2024 and 2023:

Grant date	Note	Outstanding at 1 January 2024 於2024年1月1日	Issued during the period	Forfeited during the period	Vested during the period	Outstanding at 30 June 2024 於2024年6月30日
授出日期	附註	已發行在外	期內已發行	期內沒收	期內歸屬	已發行在外

Award type

獎勵類別

Share award grant 授出股份獎勵	28 June 2023 2023年6月28日	(i)	80,000	-	-	-	80,000
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Grant date	Note	Outstanding at 1 January 2023 於2023年1月1日	Issued during the period	Forfeited during the period	Vested during the period	Outstanding at 30 June 2023 於2023年6月30日
授出日期	附註	已發行在外	期內已發行	期內沒收	期內歸屬	已發行在外

Award type

獎勵類別

Share award grant 授出股份獎勵	28 June 2023 2023年6月28日	(i)	-	80,000	-	-	80,000
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26 股份獎勵計劃 (續)

信託人不得就根據信託持有的任何本公司股份行使表決權，包括但不限於獎勵股份及信託就2022年股份獎勵計劃而購入的本公司股份。

下表披露合資格參加者在本公司根據2022年股份獎勵計劃授出所持有的獎勵股份的詳情，以及截至2024年及2023年6月30日期間其相關持有的變動：

26 SHARE AWARD SCHEME (Continued)

- (i) On 28 June 2023, 80,000 shares were granted to four grantees who are consultants providing consultancy services to the Group for two years effective from 3 July 2023. The shares granted shall be vested in two batches from the date of grant and upon completion of each 12-month service period over the two years, with first batch of 40,000 shares to be vested on 2 July 2024, and the second batch of 40,000 shares to be vested on 2 July 2025.

No awarded shares were vested during the period ended 30 June 2024 (six months ended 30 June 2023: Nil).

The fair value of the share awards was calculated based on the market price of the Group's shares at the respective grant date. During the six months ended 30 June 2024, share-based payment expenses of approximately HK\$114,000 (six months ended 30 June 2023: HK\$2,000) were recognised in the interim condensed consolidated statement of comprehensive income in relation to the share awards.

26 股份獎勵計劃 (續)

- (i) 於2023年6月28日，本公司向四名承授人授出80,000股股份，彼等自2023年7月3日起向本集團提供顧問服務，為期兩年。所授出的股份應分兩批歸屬，由授出日期起計且在兩年內每完成12個月的服務時歸屬，首批40,000股股份於2024年7月2日歸屬，而第二批40,000股股份於2025年7月2日歸屬。

截至2024年6月30日期間，並無獎勵股份已經歸屬(截至2023年6月30日止六個月：無)。

股份獎勵的公平值根據本集團股份於相關授出日期的市價計算。截至2024年6月30日止六個月，已就股份獎勵於中期簡明綜合全面收益表確認約114,000港元(截至2023年6月30日止六個月：2,000港元)以股份為基礎付款的開支。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

27 TRADE PAYABLES

Trade payables, based on invoice date, were aged as follows:

27 貿易應付款項

貿易應付款項按發票日期呈列的賬齡如下：

		As at	
		30 June	31 December
		2024	2023
		2024年	2023年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
0-30 days	0至30日	41,632	32,841
31-60 days	31至60日	5,247	11,211
61-90 days	61至90日	2,488	4,318
Over 90 days	超過90日	2,902	6,546
		52,269	54,916

Notes to the Interim Condensed Consolidated Financial Information
 中期簡明綜合財務資料附註

28 ACCRUALS AND OTHER PAYABLES

28 應計費用及其他應付款項

		As at 於	
		30 June 2024 2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Non-current	非流動		
Consideration payable for investment in a joint venture (Note 18)	在一家合營企業投資的應付代價(附註18)	49,806	49,638
Provision for long service payment	長期服務金撥備	960	784
Reinstatement costs payable	應付重修成本	5,836	2,921
		56,602	53,343
Current	流動		
Accruals for employee benefits	應計員工福利費	42,266	49,542
Accruals for operating expenses	應計營運開支	30,992	29,622
Accruals for listing expenses	應計上市費用	-	3,591
Payables for doctors' consultation fees	應付醫生診金	32,761	46,649
Payables for property, plant and equipment	應付物業、廠房及設備款項	2,537	2,816
Consideration payable for acquisition of subsidiaries	收購附屬公司應付代價	1,027	1,027
Others	其他	2,356	3,139
		111,939	136,386
Total accruals and other payables	應計費用及其他應付款項總額	168,541	189,729

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

29 BORROWINGS

29 借款

		As at 於	
		30 June 2024 2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Current Borrowings	流動借款	1,247	1,725

As at 30 June 2024, all of the Group's borrowings are repayable on demand and the effective interest rate of borrowings was 2.75% (2023: 2.75%) per annum.

於2024年6月30日，本集團的所有借款為須按要求償還，借款的有效年利率為2.75% (2023年：2.75%)。

30 COMMITMENTS

(a) Capital commitments

Significant capital expenditure contracted for at the end of the period/year but not recognised as liabilities is as follows:

30 承擔

(a) 資本承擔

於期／年末已訂約但未確認為負債的重大資本開支如下：

		As at 於	
		30 June 2024 2024年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Property, plant and equipment	物業、廠房及設備	64,008	101,115
Acquisition of financial assets at FVOCI	按公平值計入其他全面收入的金融資產收購	2,733	6,119
		66,741	107,234

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

30 COMMITMENTS (Continued)

(b) Operating lease commitments

As at 30 June 2024, the Group had future aggregate minimum lease payments under non-cancellable short-term leases as follows:

		As at	
		於	
		30 June	31 December
		2024	2023
		2024年	2023年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Not later than one year	不遲於一年	1,123	1,045

30 承擔 (續)

(b) 經營租賃承擔

於2024年6月30日，本集團於不可撤銷經營租賃項下的未來最低租賃付款總額如下：

31 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. Parties are also considered to be related if they are subject to common control or common significant influence.

31 關聯方交易

倘一方有能力直接或間接控制另一方或對另一方所作財務及營運決策具有重大影響力，則雙方被視為有關聯。倘雙方受共同控制或受共同重大影響，則雙方亦被視為有關聯。

31 RELATED PARTY TRANSACTIONS (Continued)

The Group is controlled by C-MER Group Limited (incorporated in the BVI), the ultimate holding company, which owns 54.2% of the Company's shares as at 30 June 2024 (30 June 2023: 53.7%). The ultimate controlling parties of the Group are Dr. Dennis LAM and Ms. LI.

31 關聯方交易(續)

於2024年6月30日，本集團受最終控股公司希瑪集團有限公司(於英屬處女群島註冊成立)控制，其擁有本公司54.2%(2023年6月30日：53.7%)股份。本集團的最終控股方為林順潮醫生及李女士。

Name of related parties 關聯方名稱	Relationship with the Company 與本公司的關係
C-MER Group Limited 希瑪集團有限公司	Ultimate holding company 最終控股公司
Maida Medical Software Development (Shenzhen) Limited 邁達醫療軟件開發(深圳)有限公司	Common controlling shareholder (Dr. Dennis LAM) 共同控股股東(林順潮醫生)
Project Vision Charitable Foundation Limited 亮睛工程慈善基金有限公司	Common directors (Dr. Dennis LAM) 共同董事(林順潮醫生)
Health Hope International Medical Laboratory Limited 希華檢測(國際)有限公司	Common directors (Dr. Dennis LAM and Ms. LI) and an associate company of the Group 共同董事(林順潮醫生及李女士)及本集團的聯營公司
Health Hope Pharma Limited 希華醫藥有限公司	Common controlling shareholder (Dr. Dennis LAM) and common directors (Dr. Dennis LAM and Ms. LI) 共同控股股東(林順潮醫生)及共同董事(林順潮醫生及李女士)

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

31 RELATED PARTY TRANSACTIONS (Continued)

(a) In addition to those disclosed elsewhere in the interim condensed consolidated financial information, the Group has the following transactions with related parties:

31 關聯方交易 (續)

(a) 除中期簡明綜合財務資料其他部分已披露者外，本集團與關聯方有下列交易：

		Six months ended 30 June	
		截至6月30日止六個月	
		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Ophthalmic services provided to a related company	向一間關聯公司提供眼科服務		
– Project Vision Charitable Foundation Limited	– 亮睛工程慈善基金有限公司	156	34
Management fee income from a related company	來自一間關聯公司的管理費收入		
– Project Vision Charitable Foundation Limited	– 亮睛工程慈善基金有限公司	57	57
Management fee income from an associate	來自一間聯營公司的管理費收入		
– Health Hope International Medical Laboratory Limited	– 希華檢測(國際)有限公司	–	2,487
Lease payments to a related company	支付予一間關聯公司的租賃費		
– Maida Medical Software Development (Shenzhen) Limited	– 邁達醫療軟件開發(深圳)有限公司	4,851	4,209
Interest income from a non-controlling interest	非控股權益的利息收入		
– Non-controlling shareholder of Shenzhen C-MER Aikangjian Dental Group Co., Ltd.	– 深圳希瑪愛康健口腔集團有限公司的非控股股東	519	–
Interest expenses to a non-controlling interest	支付予一名非控股權益的利息		
– Huizhou City Changjiu Investment Co., Ltd.	– 惠州市長久投資有限公司	146	202

31 RELATED PARTY TRANSACTIONS (Continued)**(a) (Continued)**

The management fee income is received for the administrative services provided by the Group to the related parties. The ophthalmic service income, management fee income, interest income, interest expenses and lease payments were determined based on the terms mutually agreed between the Group and the related parties.

(b) Key management compensation**31 關聯方交易(續)****(a) (續)**

管理費收入乃就本集團向關聯方提供的行政管理服務而收取。眼科服務收入、管理費收入、利息收入、利息開支及租賃費用乃根據本集團與關聯方共同協定的條款釐定。

(b) 主要管理人員薪酬

		Six months ended 30 June	
		截至6月30日止六個月	
		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Fees, wages, salaries and bonus	袍金、工資、薪金及花紅	6,891	7,296
Retirement benefits costs – defined contribution scheme	退休福利成本 – 一定額供款計劃	36	36
Allowances and benefits in kind	津貼及實物福利	403	390
Share-based payments	以股份為基礎的付款	38	88
		7,368	7,810

Notes to the Interim Condensed Consolidated Financial Information

中期簡明綜合財務資料附註

31 RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties

31 關聯方交易 (續)

(c) 與關聯方的結餘

		As at	
		30 June	31 December
		2024	2023
		2024年	2023年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Amounts due to non-controlling interests	應付非控股權益款項		
- Individual shareholders of subsidiaries (Note i)	- 附屬公司的個人股東 (附註i)	4,845	3,331
Loans from non-controlling interests	非控股權益貸款		
- Huizhou Chang Jiu Investment Limited Company (Note ii)	- 惠州市長久投資有限公司 (附註ii)	7,554	7,612
- Individual shareholders of The Optometry (OPT) Centre Limited (Note iii)	- 視光師驗眼中心有限公司 (附註iii)	12,071	13,800
		19,625	21,412
Amounts due from associates	應收聯營公司款項		
- Health Hope International Medical Laboratory Limited (Note i)	- 希華檢測 (國際) 有限公司 (附註i)	3,965	3,973
- C-MER RainsOptics Limited (Note i)	- C-MER RainsOptics Limited (附註i)	1,248	1,104
		5,213	5,077
Loans to a non-controlling interest	非控股權益貸款		
- Non-controlling shareholder of Shenzhen C-MER Aikangjian Dental Group Co., Ltd. (Note iv)	- 深圳希瑪愛康健口腔集團有限公司的非控股股東 (附註iv)	23,454	-

31 RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties (Continued)

Notes:

- (i) The balances were unsecured, interest-free and repayable on demand and were denominated in HK\$.
- (ii) The loan bears interest at a fixed rate of 6% (2023: 6%) per annum. It is unsecured, repayable in 3 years and denominated in RMB.
- (iii) The loans are unsecured, interest-free, repayable in 5 years and denominated in HK\$.
- (iv) The loan bears interest at a fixed rate of 6% (2023: Nil) per annum. It is unsecured, repayable within 1 year and denominated in RMB.

30 關聯方交易 (續)

(c) 與關聯方的結餘 (續)

附註：

- (i) 有關結餘為無抵押、免息及須按要求償還，並以港元計值。
- (ii) 貸款按固定年利率6% (2023年：6%) 計息，為無抵押、須於3年內償還，並以人民幣計值。
- (iii) 貸款為無抵押、免息、須於5年後償還及以港元計值。
- (iv) 貸款按固定利率6% (2023年：零)。其為無抵押，須於1年內償還，並以人民幣計值。

Report on Review of Interim Financial Information

中期財務資料的審閱報告



To the Board of Directors of C-MER Medical Holdings Limited

(incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 27 to 83, which comprises the interim condensed consolidated statement of financial position of C-MER Medical Holdings Limited (formerly known as C-MER Eye Care Holdings Limited) (the “Company”) and its subsidiaries (together, the “Group”) as at 30 June 2024 and the interim condensed consolidated statement of comprehensive income, the interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the six-month period then ended, and selected explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

羅兵咸永道

致希瑪醫療控股有限公司董事會

(於開曼群島註冊成立的有限公司)

引言

本核數師(以下簡稱「我們」)已審閱刊載於第27至83頁的中期財務資料，此中期財務資料包括希瑪醫療控股有限公司(前稱為希瑪眼科醫療控股有限公司)(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)於2024年6月30日的中期簡明綜合財務狀況表與截至該日止六個月期間的中期簡明綜合全面收益表、中期簡明綜合權益變動表和中期簡明綜合現金流量表，以及選定的解釋附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料擬備的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計師公會頒佈的香港會計準則第34號「中期財務報告」擬備及列報中期財務資料。我們的責任是根據我們的審閱對中期財務資料作出結論，並僅按照我們協定的業務約定條款向閣下(作為整體)報告我們的結論，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information of the Group is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 29 August 2024

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務資料包括主要向負責財務和會計事務的人員作出查詢，及應用分析性和其他審閱程序。審閱的範圍遠較根據《香港審計準則》進行審計的範圍為小，故不能令我們可保證我們將知悉在審計中可能被發現的所有重大事項。因此，我們不會發表審計意見。

結論

按照我們的審閱，我們並無發現任何事項，令我們相信 貴集團的中期財務資料未有在各重大方面根據香港會計準則第34號「中期財務報告」擬備。

羅兵咸永道會計師事務所
執業會計師

香港，2024年8月29日

Other Information

其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF OUR COMPANY OR ANY ASSOCIATED CORPORATION 「†

As of 30 June 2024, the interests and short positions of our Directors and chief executive of our Company in the shares, underlying shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to our 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 under such provisions of the SFO); or (b) to be recorded in the register required to be kept pursuant to Section 352 of the SFO; or (c) as otherwise notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

(A) Long and short position in Shares of our Company

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉

於2024年6月30日，董事及本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有須(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例相關條文被當作或視為擁有的權益及淡倉），或(b)記錄於根據證券及期貨條例第352條須存置的登記冊內的權益及淡倉，或(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

(A) 於本公司股份的好倉及淡倉

Name of Director 董事姓名	Nature of Interest 權益性質	Number of ordinary class of shares 普通類別股份數目	Approximate percentage of issued voting shares in our Company (%) 於本公司 已發行投票股份 概約百分比(%)
Dr. LAM Shun Chiu Dennis 林順潮醫生	Interest of controlled corporation 受控法團權益	680,194,553 (long position) (Note 1) 680,194,553股 (好倉) (附註1)	54.2%
	Beneficial owner 實益擁有人	8,920,000 (long position) 8,920,000股 (好倉)	0.7%

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF OUR COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉(續)

(A) Long and short position in Shares of our Company (Continued)

(A) 於本公司股份的好倉及淡倉(續)

Name of Director 董事姓名	Nature of Interest 權益性質	Number of ordinary class of shares 普通類別股份數目	Approximate percentage of issued voting shares in our Company (%) 於本公司 已發行投票股份 概約百分比(%)
Ms. LI Xiaoting 李肖婷女士	Interest of controlled corporation 受控法團權益	680,194,553 (long position) (Note 1) 680,194,553股 (好倉)(附註1)	54.2%
	Interest of spouse 配偶權益	8,920,000 (long position) (Note 2) 8,920,000股 (好倉)(附註2)	0.7%
Dr. LEE Yau Wing Vincent 李佑榮醫生	Beneficial owner 實益擁有人	13,203,000 (long position) 13,203,000股 (好倉)	1.1%
Dr. Rex AU YEUNG Pak-kuen 歐陽伯權博士	Interest of spouse 配偶權益	300,000 (long position) 300,000股 (好倉)	0.02%
	Beneficial owner 實益擁有人	200,000 (long position) (Note 3) 200,000股 (好倉)(附註3)	0.02%

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF OUR COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

(A) Long and short position in Shares of our Company (Continued)

Notes:

1. 680,194,553 Shares are beneficially owned by C-MER Group Limited ("C-MER Group"). C-MER Group is owned as to 70% by Dr. Dennis LAM and 30% by Ms. LI Xiaoting. Ms. LI is the spouse of Dr. Dennis LAM, and both of them have been managing and operating our business collectively and reaching consensus before making major decisions in respect of our business. Both Dr. Dennis LAM and Ms. LI, as directors of C-MER Group, will continue to act jointly so far as the exercise of the voting rights attached with our Shares (through C-MER Group) is concerned.
2. Ms. LI Xiaoting, the spouse of Dr. Lam Shun Chiu Dennis, is deemed to be interested in the 8,920,000 Shares held by Dr. Dennis Lam.
3. Dr. Rex AU YEUNG Pak-kuen held 200,000 share options under the Post-IPO Share Option Scheme. For details, please refer to the paragraph headed "Directors' and chief executives' interests and short positions in shares, underlying shares and debentures of our Company or any associated corporation – (B) Long position in underlying Shares of our Company – physically settled unlisted equity derivatives" in this report.

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉 (續)

(A) 於本公司股份的好倉及淡倉 (續)

附註：

1. 680,194,553 股股份由希瑪集團有限公司(「希瑪集團」)實益擁有。希瑪集團分別由林順潮醫生及李肖婷女士擁有70%及30%的權益。李女士為林順潮醫生的配偶，且兩人均一直共同管理及經營我們的業務並於作出有關我們的業務的主要決策前達成一致意見。林順潮醫生及李女士(作為希瑪集團董事)均將就(透過希瑪集團)行使股份投票權繼續共同行動。
2. 李肖婷女士(為林順潮醫生的配偶)被視為於林順潮醫生所持有8,920,000股股份中擁有權益。
3. 歐陽伯權博士根據首次公开发售後購股權計劃持有200,000份購股權。詳情請參閱本報告「董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉 – (B)於本公司相關股份的好倉 – 實物結算非上市股本衍生工具」一段。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF OUR COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉(續)

(B) Long position in underlying Shares of our Company – physically settled unlisted equity derivatives

(B) 於本公司相關股份的好倉 – 實物結算非上市股本衍生工具

Name of Director 董事姓名	Nature of Interest 權益性質	Number of underlying ordinary class of shares in respect of the share options granted (Note) 有關授出購股權的相關普通類別股份數目(附註)	Approximate percentage of issued voting shares in our Company (%) 於本公司已發行投票股份概約百分比(%)
Dr. Rex AUYEUNG Pak-kuen 歐陽伯權博士	Beneficial owner 實益擁有人	200,000 (long position) (Note) 200,000股 (好倉)(附註)	0.02%
Note: Details of the above share options granted by our Company are set out in the section headed "Post-IPO Share Option Scheme" in this report.		附註: 有關上述本公司授出的購股權詳情載於本報告「首次公開發售後購股權計劃」一節。	

(C) Long position in shares of associated corporation – C-MER Group

(C) 於相聯法團股份的好倉 – 希瑪集團

Name of Director 董事姓名	Nature of Interest 權益性質	Number of ordinary class of shares 普通類別股份數目	Approximate percentage of the issued voting shares (%) 於已發行投票股份概約百分比(%)
Dr. LAM Shun Chiu Dennis 林順潮醫生	Beneficial owner 實益擁有人	1,400 (long position) 1,400股(好倉)	70.0%
Ms. LI Xiaoting 李肖婷女士	Beneficial owner 實益擁有人	600 (long position) 600股(好倉)	30.0%

Other Information

其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF OUR COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉(續)

(D) Long position in the shares of associated corporations – Others

(D) 於相聯法團股份之好倉 – 其他

Name of Director 董事姓名	Name of Associated Corporation 相聯法團名稱	Nature of Interest 權益性質	Number of ordinary class of shares 普通類別股份數目	Approximate percentage of the issued voting shares (%) 於已發行投票股份概約百分比(%)
Dr. LAM Shun Chiu Dennis 林順潮醫生	Health Hope International Medical Laboratory Limited 希華檢測(國際)有限公司	Beneficial owner 實益擁有人	900,000 (long position) 900,000股(好倉)	5.1%
	Health Hope Pharma Limited (“HHP”) 希華醫藥有限公司 (「希華醫藥」)	Beneficial owner 實益擁有人	3,683,333 (long position) 3,683,333股(好倉)	33.5%
		Interest of controlled corporation 受控法團權益	2,016,667 (long position) (Note) 2,016,667股 (好倉) (附註)	18.3%

Note: 191,100, 1,328,567 and 497,000 shares of HHP (representing approximately 1.7%, 12.1% and 4.5% of the total number of shares of HHP) are held by Forward Pharma Investment Limited (“FP”), Leap Pharma Investment Limited (“LP”) and Rightway Pharma Investment Limited (“RP”) respectively. FP, LP and RP are owned as to approximately 36.6%, 53.6% and 50.3% by Dr. Dennis LAM. As such, Dr. Dennis LAM is deemed to be interested in the 2,016,667 shares of HHP held through his controlled corporations of FP, LP and RP.

附註：191,100股、1,328,567股及497,000股希華醫藥股份(佔希華醫藥股份總數約1.7%、12.1%及4.5%)分別由Forward Pharma Investment Limited(「FP」)、Leap Pharma Investment Limited(「LP」)及Rightway Pharma Investment Limited(「RP」)持有。林順潮醫生擁有約36.6%、53.6%及50.3%FP、LP及RP之股份。因此，林順潮醫生被視為透過其受控法團FP、LP及RP擁有2,016,667股希華醫藥股份之權益。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF OUR COMPANY OR ANY ASSOCIATED CORPORATION (Continued)**(D) Long position in the shares of associated corporations – Others** (Continued)

Save as disclosed above, as of 30 June 2024, so far as is known to our Directors or chief executive of our Company, none of our Directors or chief executive of our Company had interests or short positions in the shares, underlying shares and debentures of our Company or its associated corporations which (a) were required to be notified to our 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 under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to our Company and the Stock Exchange.

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉 (續)**(D) 於相聯法團股份之好倉 – 其他** (續)

除上文所披露者外，於2024年6月30日，據董事或本公司最高行政人員所知，董事或本公司最高行政人員於本公司或其相聯法團的股份、相關股份及債權證中概無擁有須(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例相關條文被當作或視為擁有的權益及淡倉)，或(b)根據證券及期貨條例第352條須記錄於該條所指登記冊內的權益或淡倉，或(c)根據標準守則須知會本公司及聯交所的權益或淡倉。

Other Information

其他資料

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF OUR COMPANY

As of 30 June 2024, so far as was known to any Director or chief executive of our Company, the following persons (other than our Directors and chief executive of our Company) had interests and/or short positions in the Shares or underlying Shares which would fall to be disclosed to our Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by our Company under section 336 of the SFO.

主要股東於本公司股份及相關股份的權益及淡倉

於2024年6月30日，就任何董事或本公司最高行政人員所知，下列人士（董事及本公司最高行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露或記錄於本公司根據證券及期貨條例第336條須存置的登記冊內的權益及／或淡倉。

Name of substantial Shareholder 主要股東名稱	Nature of Interest 權益性質	Number of ordinary class of shares 普通類別股份數目	Approximate percentage of issued voting shares in our Company (%) 於本公司已發行投票股份概約百分比(%)
C-MER Group Limited ("C-MER Group") 希瑪集團有限公司 ("希瑪集團")	Beneficial owner 實益擁有人	680,194,553 (long position) (Note) 680,194,553股 (好倉)(附註)	54.2%

Note: C-MER Group is owned as to 70% by Dr. Dennis LAM and 30% by Ms. LI Xiaoting. Ms. LI is the spouse of Dr. Dennis LAM, and both of them have been managing and operating our business collectively and reaching consensus before making major decisions in respect of our business. Both Dr. Dennis LAM and Ms. LI will continue to act jointly so far as the exercise of the voting rights attached with our Shares (through C-MER Group) is concerned.

附註：希瑪集團由林順潮醫生及李肖婷女士分別擁有其70%及30%的權益。李女士為林順潮醫生的配偶，且兩人均一直共同管理及經營我們的業務並於作出有關我們業務的重大決策前達成一致意見。林順潮醫生及李女士均將就（透過希瑪集團）行使股份投票權繼續共同行動。

By virtue of the SFO, Dr. Dennis LAM and Ms. Li Xiaoting are deemed to be interested in the shares held by C-MER Group.

根據證券及期貨條例，林順潮醫生及李肖婷女士被視為於由希瑪集團持有的股份中擁有權益。

POST-IPO SHARE OPTION SCHEME

On 13 December 2017, our Company has adopted a share option scheme (the “Post-IPO Share Option Scheme”).

The shareholders of our Company approved and adopted the Post-IPO Share Option Scheme to enable our Company to grant options to eligible participants as incentives and rewards for their contribution to our Group. The Post-IPO Share Option Scheme took effect on the Listing Date.

As at 30 June 2024, 7,880,000 post-IPO share options have been granted under the Post-IPO Share Option Scheme since its adoption. As at 30 June 2024, 1,882,000 post-IPO share options granted under the Post-IPO Share Option Scheme have been exercised pursuant to the terms of grant of the share options.

As at 30 June 2024, options granted to the Grantees to subscribe for an aggregate of 200,000 shares (representing approximately 0.02% of the issued share capital of our Company as of 30 June 2024) were outstanding under the Post-IPO Share Option Scheme.

The following is a summary of the principal terms of the Post-IPO Share Option Scheme:

(a) Who may participate

Our Board may, at its absolute discretion, offer options to subscribe for such number of Shares in accordance with the terms set forth in the Post-IPO Share Option Scheme to:

- (i) any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of our Group (the “Executive”), any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of our Group (the “Employee”);
- (ii) a director or proposed director (including an independent non-executive director) of any member of our Group;

首次公開發售後購股權計劃

於2017年12月13日，本公司已採納一項購股權計劃（「首次公開發售後購股權計劃」）。

本公司股東批准及採納首次公開發售後購股權計劃，以令本公司就合資格參與者對本集團作出的貢獻向彼等授出購股權作為獎勵及嘉許。首次公開發售後購股權計劃於上市日期生效。

於2024年6月30日，7,880,000份首次公開發售後購股權已根據首次公開發售後購股權計劃首次獲授出。於2024年6月30日，根據首次公開發售後購股權計劃授出的1,882,000份首次公開發售後購股權已根據授出購股權的條款獲行使。

於2024年6月30日，根據首次公開發售後購股權計劃授予承授人可認購合共200,000股股份（佔本公司於2024年6月30日的已發行股本約0.02%）的購股權尚未行使。

以下為首次公開發售後購股權計劃主要條款的概要：

(a) 可參與人士

董事會可全權酌情根據首次公開發售後購股權計劃所載的條款向下列人士提呈可認購有關數目的股份的購股權：

- (i) 本集團任何成員公司的任何執行董事、經理，或擔任行政、管理、監管或類似職位的其他僱員（「行政人員」）、任何全職或兼職僱員，或暫時被調往本集團任何成員公司擔任全職或兼職工作的人士（「僱員」）；
- (ii) 本集團任何成員公司的董事或候選董事（包括獨立非執行董事）；

Other Information

其他資料

POST-IPO SHARE OPTION SCHEME (Continued)

(a) Who may participate (Continued)

- (iii) a direct or indirect shareholder of any member of our Group;
- (iv) a supplier of goods or services to any member of our Group;
- (v) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of our Group;
- (vi) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of our Group; and
- (vii) an associate of any of the persons referred to in paragraphs (i) to (iii) above.

(the persons referred above are the “Eligible Persons”)

(b) Maximum number of Shares in respect of which options maybe granted

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any options granted under any other share option scheme must not in aggregate exceed 100,000,000 Shares (being 10% of the Shares in issue as of the Listing Date) unless our Company obtains a fresh approval.

(c) Maximum entitlement of each Eligible Person

Unless approved by the shareholders of our Company in the general meeting in the manner prescribed in the Listing Rules, the maximum number of Shares issued and to be issued upon exercise of the options granted and to be granted to each Eligible Person under the Post-IPO Share Option Scheme and any other share option scheme of our Company (including exercised, cancelled and outstanding options) in any 12-month period shall not at the time of grant exceed 1% of the Shares in issue.

首次公開發售後購股權計劃(續)

(a) 可參與人士(續)

- (iii) 本集團任何成員公司的直接或間接股東；
- (iv) 向本集團任何成員公司供應貨品或服務的供應商；
- (v) 本集團任何成員公司的客戶、顧問、業務或合營夥伴、獲特許經營商、承包商、代理或代表；
- (vi) 向本集團任何成員公司提供設計、研究、開發或其他支援或任何建議、諮詢、專業或其他服務的個人或實體；及
- (vii) 上文(i)至(iii)段所述任何人士的聯繫人。

(上述人士為「合資格人士」)

(b) 就可能授出的購股權的最高股份數目

因行使根據首次公開發售後購股權計劃及任何其他購股權計劃將予授出的所有購股權及已授出的任何購股權而可能發行的最高股份數目，合共不得超過100,000,000股股份(即於上市日期已發行股份的10%)，惟本公司取得重新批准則作別論。

(c) 各合資格人士享有的最高上限

除非本公司股東按上市規則所規定的方式於股東大會上批准，否則行使在任何12個月期間內根據首次公開發售後購股權計劃及本公司任何其他購股權計劃(包括已行使、已註銷及尚未行使的購股權)授予及將授予各合資格人士的購股權而發行及將予發行的股份總數最高不得於授出日期超過已發行股份的1%。

POST-IPO SHARE OPTION SCHEME (Continued)**(d) Acceptance of an offer of options**

An offer of the grant of an option shall remain open for acceptance by the Eligible Person concerned for a period of 28 days from the offer date provided that no such grant of an option may be accepted after the expiry of the effective period of the Post-IPO Share Option Scheme. An option shall be deemed to have been granted and accepted by the Eligible Person and to have taken effect when the duplicate offer letter comprising acceptance of the offer of the option duly signed by the grantee together with a remittance in favour of our Company of HK\$1.0 by way of consideration for the grant thereof is received by our Company on or before the date upon which an offer of an option must be accepted by the relevant Eligible Person, being a date not later than 30 days after the offer date. Such remittance shall in no circumstances be refundable.

(e) Exercise price

The exercise price of a share in respect of any particular option shall be such price as our Board may in its absolute discretion determine at the time of grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option) but the exercise price shall not be less than whichever is the highest of: (i) the nominal value of a share; (ii) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (iii) the average closing price of a share as stated in the Stock Exchange's daily quotations sheets for the five (5) business days (as defined in the Listing Rules) immediately preceding the date of grant.

首次公開發售後購股權計劃 (續)**(d) 接納購股權要約**

合資格人士可在要約日期起計28日內決定接納授出購股權的要約，惟不可在首次公開發售後購股權計劃有效期屆滿後接納授出購股權。本公司在相關合資格人士須接納購股權要約的日期，即不遲於要約日期後30日的日期或之前收到由承授人正式簽署的構成接納購股權要約的要約函件副本，連同以本公司為收款人的1.0港元匯款（作為授出購股權的代價）時，即表示合資格人士已獲授予及已接納購股權，且購股權已生效。該匯款於任何情況下不得退回。

(e) 行使價

任何特定購股權的股份行使價須由董事會在授出有關購股權時（及須列於授出購股權要約函件中）全權酌情釐定，惟該行使價不得低於下列三者中的最高者：(i) 股份面值；(ii) 於授出日期在聯交所每日報價表上的股份收市價；及(iii) 緊接授出日期前五(5)個營業日（定義見上市規則）股份於聯交所每日報價表的平均收市價。

POST-IPO SHARE OPTION SCHEME (Continued)

(f) Time for exercise of options

An option may be exercised at any time during the period which is notified by our Board at the offer date when making an offer to an Eligible Person but such period not to exceed the period of 10 years from the offer date of such option. There is no minimum period for which an option must be held before it can be exercised.

(g) Duration of Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme shall be valid and effective for a period of ten years commencing on the Listing Date, until 14 January 2028, with remaining life less than 4 years from the date of this report, after which period no further options will be granted but the provisions of the Post-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto which are at that time or become thereafter capable of exercise under the rules of the Post-IPO Share Option Scheme, or otherwise to the extent as may be required in accordance with the provisions of the Post-IPO Share Option Scheme.

首次公開發售後購股權計劃(續)

(f) 行使購股權的時間

購股權可於董事會於向合資格人士作出要約的要約日期所知會的期間內隨時行使，惟此期限不得超過授出有關購股權之日起計10年期間。概無規定於行使購股權之前必須持有的最低期限。

(g) 首次公開發售後購股權計劃的期限

首次公開發售後購股權計劃將由上市日期起計10年期間內有效及生效，直至2028年1月14日，即由本報告日期起計餘下年期少於4年，於該期間後，將不再授出其他購股權，但首次公開發售後購股權計劃的條文將繼續具有十足效力及生效，以致先前授出任何可於當時或其後根據首次公開發售後購股權計劃的條文行使的購股權得以行使，或根據首次公開發售後購股權計劃條文可能規定者為限。

POST-IPO SHARE OPTION SCHEME (Continued)

Details of the shares options outstanding on which options are granted under the Post-IPO Share Option Scheme to each of the Directors, chief executive or substantial shareholders of the Company, or their respective associates, as at 30 June 2024, under the scheme are as follows:

首次公開發售後購股權計劃 (續)

根據首次公開發售後購股權計劃向各董事、本公司最高行政人員或主要股東或彼等各自的聯繫人授出的購股權涉及的計劃項下尚未行使購股權於2024年6月30日的詳情如下：

	Held at 1 January 2024	Granted during the period	Exercised during the period	Lapsed (expired) during the period	Lapsed (cancelled) during the period	Number of options		Exercise price HK\$	Closing price immediately before the date of grant HK\$	Grant date	Vesting period	Exercisable from	Exercisable until
						Held at 30 June 2024	Number of options						
	於2024年1月1日 所持有	於期內 授出	於期內 行使	於期內 失效 (到期)	於期內 失效 (註銷)	於2024年 6月30日 所持有	購股權數目	行使價 港元	緊接授出 日期前的 收市價 港元	授出日期	歸屬期	自以下 期間行使	行使至 以下期間
Dr. Rex ALVUEUNG Pak-kuen (Vice Chairman and Independent non-Executive Director)	歐陽偉權博士 (副主席及 獨立非執行 董事)	200,000	-	-	-	200,000	7.73	7.45	2 November 2021	Vest in three tranches within a period of 3 years in equal proportion of share options granted, i.e. 33.3% of the share options granted shall vest on the 1st anniversary of the grant (i.e. 1 November 2022); 33.3% of the share options granted shall vest on the 2nd anniversary of the grant (i.e. 1 November 2023); and the remaining 33.3% shall vest on the 3rd anniversary of the grant (i.e. 1 November 2024)	1 November 2022	1 November 2027	
									2021年 11月2日	按所授出購股權的均等比例於3年期間內分三期歸屬，即所授出購股權的33.3%將於授出起滿一年當日(即2022年11月1日)歸屬；所授出購股權的33.3%將於授出起滿兩年當日(即2023年11月1日)歸屬；及餘下33.3%將於授出起滿三年當日(即2024年11月1日)歸屬	2022年 11月1日	2027年 11月1日	
Total	總計	200,000	-	-	-	200,000							

POST-IPO SHARE OPTION SCHEME (Continued)

- (1) Since there was no exercise of options during the six-month period ended 30 June 2024, therefore this report is not required to disclose the weighted average closing prices of the Shares immediately before the dates on which the options were exercised during the period.
- (2) Since no option was granted under the Post-IPO Share Option Scheme during the six-month period ended 30 June 2024 and all options granted to other employee participants, related entity participants and service providers have expired as of 1 January 2024, there is no participant with options granted or to be granted in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue, any related entity participant or service provider with options granted or to be granted in any 12-month period exceeding 0.1% of the Shares in issue, or employee participants, related entity participants and service providers with outstanding options during the period.

There was no new option granted under the Post-IPO Share Option Scheme during the period ended 30 June 2024, the disclosures in relation to options granted during the period are not applicable to this report.

The total number of shares available for issue under the Post-IPO Share Option Scheme as of the effective date of the scheme was 100,000,000, representing 7.96% of the issued share capital of 1,255,560,870 Shares as at the date of this report. As at 1 January 2024 and 30 June 2024, the number of options available for grant under the currently in-place scheme mandate for the Post-IPO Share Option Scheme was 92,120,000 options and 92,120,000 options, respectively, representing approximately 7.34% and 7.34%, respectively of the total issued share capital of the Company as at the date of this report.

As at 1 January 2024 and 30 June 2024, the total number of securities available for issue (less those exercised, cancelled and lapsed) under the Post-IPO Share Option Scheme was 92,320,000 and 92,320,000, representing approximately 7.35% and 7.35%, respectively of the issued share capital of 1,255,560,870 Shares as at the date of this report respectively.

首次公開發售後購股權計劃(續)

- (1) 由於截至2024年6月30日止六個月期間概無行使購股權，因此本報告無需披露緊接該期內購股權獲行使日期前的股份加權平均收市價。
- (2) 由於截至2024年6月30日止六個月期間概無根據首次公開發售後購股權計劃授出的購股權，且授予其他僱員參與人士、相關實體參與人士及服務供應商的所有購股權於2024年1月1日均為已到期，故並無參與者於直至授出日期(包括該日)的12個月期間已獲授予或將獲授予的購股權合計超過已發行股份的1%，亦無任何相關實體參與者或服務供應商於任何12個月期間已獲授予或將獲授予的購股權超過已發行股份的0.1%，或僱員參與人士、相關實體參與人士及服務供應商於期內擁有尚未行使的購股權。

於截至2024年6月30日止期間，概無根據首次公開發售後購股權計劃授出新購股權，期內有關授出購股權的披露並不適用於本報告。

於首次公開發售後購股權計劃之生效日，該計劃項下可供發行的股份總數為100,000,000股，佔於本報告日期已發行股本1,255,560,870股股份的7.96%。於2024年1月1日及2024年6月30日，根據首次公開發售後購股權計劃現有計劃授權可供授出的購股權數目分別為92,120,000份購股權及92,120,000份購股權，佔於本報告日期本公司已發行股本總額約7.34%及7.34%。

於2024年1月1日及2024年6月30日，根據首次公開發售後購股權計劃可供發行的證券總數(扣除已行使、已註銷及已失效的證券)分別為92,320,000股及92,320,000股，相當於本報告日期已發行股本1,255,560,870股股份的約7.35%及7.35%。

THE 2022 SHARE AWARD SCHEME

On 7 November 2022 (the “Adoption Date”), the Company has adopted the C-MER Eye Care Holdings Limited Share Award (Existing Shares) Scheme (the “2022 Share Award Scheme”), pursuant to which the Board may from time to time cause to be paid a contributed amount to the trust by way of settlement to the trust, which shall constitute part of the trust fund for the purchase of Shares and other purposes set out in the relevant scheme rules and the trust deed.

The purpose of the 2022 Share Award Scheme is to (i) to recognise the contributions by eligible participants selected by the Board and to provide them with incentives in order to retain them for the continual operation and development of the Group; (ii) to attract suitable personnel for further development of the Group; and/or (iii) to further align the interests of the eligible participants directly to the shareholders of the Company through participation in the 2022 Share Award Scheme. For details, please refer to the announcement of the Company dated 7 November 2022.

The eligible participants (the “Eligible Participants”) of the 2022 Share Award Scheme include any individual being (i) directors and employees of the Company or its subsidiaries (including persons who are granted shares or options under the scheme as an inducement to enter into employment contracts with these companies), but shall include (for the avoidance of doubt), both full time and part time employees (an “Employee Participant”); (ii) directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company (an “Related Entity Participant”); and (iii) persons who provide services to the Company and/or its subsidiaries on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Company and/or its associated companies, and would include (for the avoidance of doubt) doctors and dentists in Hong Kong who have entered into partnership agreements with the Group (a “Service Provider”), at any time during the trust period. For the avoidance of doubt, Service Provider may not include placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, as well as professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity.

2022年股份獎勵計劃

於2022年11月7日（「採納日期」），本公司採納希瑪眼科醫療控股有限公司股份獎勵（現有股份）計劃（「2022年股份獎勵計劃」），據此，董事會可不時促使以結算方式向信託支付投入額，其將構成信託基金的一部分，用於購買股份及相關計劃規則及信託契據所載的其他用途。

2022年股份獎勵計劃的目的為(i)認可董事會選定之合資格參與者作出的貢獻並給予獎勵，以挽留彼等繼續為本集團持續營運及發展效力；(ii)吸引適合人士為本集團的進一步發展效力；及／或(iii)通過參與2022年股份獎勵計劃，進一步使合資格參與者的權益直接與本公司股東保持一致。詳情請參閱本公司日期為2022年11月7日的公告。

2022年股份獎勵計劃的合資格參與者（「合資格參與者」）包括在信託期內任何時間為以下任何個人：(i)本公司或其附屬公司的董事及僱員（包括作為與該等公司簽訂僱傭合約的獎勵而獲授股份或購股權的人士），但應包括（為免生疑），全職及兼職僱員（「僱員參與者」）；(ii)本公司的控股公司、同系附屬公司或聯營公司的董事及僱員（「相關實體參與者」）；及(iii)在本公司及／或其附屬公司日常及一般業務過程中持續或經常性地提供有利於本公司及／或其聯營公司長期發展的服務的人士，包括（為免生疑）與本集團訂立合作協議的香港醫生及牙醫（「服務供應商」）。為免生疑，服務供應商不包括為籌資、兼併或收購提供諮詢服務的配售代理或財務顧問，或提供保證或須公正客觀地提供服務的核數師或估值師等專業服務供應商。

Other Information

其他資料

THE 2022 SHARE AWARD SCHEME (Continued)

The consideration payable, if any, in respect of any grant of awards shall be determined at the sole and absolute discretion of the Board taking into consideration matters that may include the selected participant's position, experience, years of service, performance and contribution to the Group and the market price of the Shares. For the avoidance of doubt, "nil" is an acceptable consideration payable for the purpose of the 2022 Share Award Scheme.

The Board shall not make any further grant of awards under the 2022 Share Award Scheme such that the total number of Shares granted under the 2022 Share Award Scheme (the "Award") will exceed 10% of the total number of issued Shares as of the Adoption Date. On the basis that the total number of issued Shares as of the Adoption Date was 1,236,502,870 Shares, the aforesaid 10% limit represents a total of 123,650,287 Shares.

The maximum number of options or awards to a selected participant under the 2022 Share Award Scheme and any other share option schemes and share award schemes of the Company, which would result in the Shares issued and to be issued in respect of all options and awards (inclusive of the Awards) granted to such person (excluding any options and awards lapsed in accordance with the terms of the respective scheme(s)), shall not exceed 1% of the issued share capital of the Company in any twelve-month period.

Unless early terminated by the Board, the 2022 Share Award Scheme shall terminate on the tenth anniversary date of the Adoption Date (being 7 November 2032), provided that such termination shall not affect any subsisting rights of any selected participant under the 2022 Share Award Scheme.

2022年股份獎勵計劃(續)

授出獎勵的應付代價(如有)乃由董事會在經考慮可能包括選定參與者的職位、經驗、服務年期、表現及對本集團的貢獻以及股份的市場價格等因素後，全權酌情決定。為免生疑，就2022年股份獎勵計劃而言，「零」屬可接受的應付代價。

董事會不得根據2022年股份獎勵計劃進一步授出獎勵，以使根據2022年股份獎勵計劃(「獎勵」)授出的股份總數超過採納日期已發行股份總數的10%。基於採納日期已發行股份總數為1,236,502,870股股份，上述10%限額相當於合共123,650,287股股份。

根據2022年股份獎勵計劃及本公司任何其他購股權計劃及股份獎勵計劃向選定參與者授出的購股權或獎勵數目上限，不得導致向有關人士授出的所有購股權及獎勵(包括獎勵)(不包括根據相關計劃條款失效的任何購股權及獎勵)所涉及的已發行及將予發行股份超過本公司任何12個月期間內已發行股本的1%。

除非董事會提早終止，2022年股份獎勵計劃將於採納日期之第十週年之日(即2032年11月7日)終止，惟有關終止不應影響任何2022年股份獎勵計劃選定參與者的任何存續權利。

THE 2022 SHARE AWARD SCHEME (Continued)

There was no new Award granted under the 2022 Share Award Scheme during the six-month period ended 30 June 2024, therefore the disclosures in relation to awards granted during the period are not applicable to this report.

On 28 June 2023, 80,000 Awards were granted by the Company to four service provider participants. The service provider participants which provides consultancy services to the Company, which include:

- (1) Ms. BENTLEY Annie Liang and Dr. LI Kwok Tung Donald, both are our consultants and are also our former independent non-executive Directors who retired from our Company on 30 May 2023;
- (2) Dr. YIU Bun Ka, a director of certain subsidiaries of the Company, who is also our dentist consultant and our consultant of our Group; and
- (3) Dr. Lawrence LAM, a consultant of our Group.

2022年股份獎勵計劃 (續)

截至2024年6月30日止六個月期間，2022年股份獎勵計劃下並無授出新獎勵，因此期內有關授出獎勵的披露並不適用於本報告。

本公司曾在2023年6月28日向四名服務供應商參與者授出80,000股獎勵。該等服務供應商參與者向本公司提供諮詢服務，彼等包括：

- (1) 梁安妮女士及李國棟醫生，兩人均為我們的顧問，亦為我們的前獨立非執行董事，彼等已於2023年5月30日從本公司退任；
- (2) 姚本基醫生，本公司若干附屬公司的董事，亦為本集團的牙醫顧問及我們的諮詢人；及
- (3) 林志傑醫生，本集團顧問。

Other Information

其他資料

THE 2022 SHARE AWARD SCHEME (Continued)

Details of the Awards outstanding on which Awards are granted under the 2022 Share Award Scheme to other service providers, as at 30 June 2024 are as follows:

2022年股份獎勵計劃(續)

根據2022年股份獎勵計劃向其他服務供應商授出的獎勵涉及的尚未行使獎勵於2024年6月30日的詳情如下：

Service providers ⁽¹⁾	服務 供應商 ⁽¹⁾	Held at 1 January 2024	Granted during the period	Vested during the period	Number of awards 獎勵數目		Purchase Price	Held at 30 June 2024	Closing price immediately before the date of grant HK\$ 緊接授出 日期前的 收市價 港元	Grant date	Vesting period
					Lapsed (expired) during the period	Lapsed (cancelled) during the period					
		於2024年 1月1日 所持有	於期內 授出	於期內 歸屬	於期內 失效 (到期)	於期內 失效 (註銷)	購入價	於2024年 6月30日 所持有		授出日期	歸屬期
Service providers ⁽¹⁾	服務 供應商 ⁽¹⁾	80,000	-	-	-	-	-	80,000	3.95	28 June 2023 2023年 6月28日	Vested over a period of two years from the date of grant, with first batch of 40,000 Awards to be vested on 2 July 2024, and the second batch of 40,000 Awards to be vested on 2 July 2025. 於授出日期起計兩年 期內歸屬，第一批 40,000份獎勵將於 2024年7月2日歸屬， 而第二批40,000份獎 勵將於2025年7月2日 歸屬。
Total	總計	80,000	-	-	-	-	-	80,000			

- (1) Service providers mean non-employee consultants of the Group. (1) 服務供應商代表非本集團僱員的顧問。
- (2) Since no Awards were vested during the period, the weighted average closing price of the Shares immediately before the dates on which the Awards were vested is not applicable. (2) 由於獎勵於期內並無歸屬，緊接獎勵歸屬當日前的股份加權平均收市價並不適用。

THE 2022 SHARE AWARD SCHEME (Continued)

(3) Since the 80,000 Awards granted to the service providers were the only Awards granted under the 2022 Share Award Scheme, there was (i) no Directors, chief executive or substantial shareholders of the Company, or their respective associates, (ii) other employee participants, related entity participants, with Awards granted; or (iii) participant with Awards granted or to be granted in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue, or any related entity participant or service provider with Awards granted or to be granted in any 12-month period exceeding 0.1% of the Shares in issue.

The fair value of the Awards granted to service providers on 28 June 2023 was approximately HK\$303,000. The fair value of the Awards were valued based on the closing price of the share of HK\$3.79 as at the grant date.

As at 30 June 2024, 80,000 Awards were unvested.

As at 30 June 2024, 80,000 Shares may be vested in respect of the Awards that may be granted under 2022 Share Award Scheme, as at 1 January 2024 and 30 June 2024, 123,570,287 Shares, and 123,570,287 Shares remained available for future grants of the Awards, representing approximately 9.8% and 9.8% of the total issued share capital of the Company as at the date of this report, respectively.

According to information provided by the trustee of the 2022 Share Award Scheme, the trustee held 22,822,000 Shares under the 2022 Share Award Scheme as at the date of this report, representing approximately 1.8% of the total issued share capital of the Company on the same date.

The number of Shares that may be issued in respect of options and awards granted under the Post-IPO Share Option Scheme and the 2022 Share Award Scheme during the period divided by the weighted average number of Shares in issue for the year is 0.0002.

2022年股份獎勵計劃(續)

(3) 由於授予服務供應商的80,000股獎勵股份乃根據2022年股份獎勵計劃授出的唯一獎勵，因此並無(i)本公司董事、主要行政人員或主要股東或彼等各自的聯繫人士；(ii)其他僱員參與人士、相關實體參與人士獲得獎勵股份；或(iii)在直至及包括授出當日的12個月期間授出或將會授出的獎勵股份合共超過已發行股份1%，或任何12個月內任何相關實體參與人士或服務供應商授出或將會授出的獎勵股份合共超過已發行股份0.1%。

於2023年6月28日，授予服務供應商的獎勵的公平值約為303,000港元。獎勵的公平值乃根據授出日期的股份收市價3.79港元計算。

於2024年6月30日，80,000股獎勵尚未歸屬。

於2024年6月30日，就2022年股份獎勵計劃下可能授出的獎勵有80,000股股份可予歸屬，而於2024年1月1日及2024年6月30日，分別尚有123,570,287股及123,570,287股股份可供未來授出的獎勵而授出，佔本公司於本報告日期全部已發行股本分別約9.8%及9.8%。

根據2022年股份獎勵計劃的受託人所提供的資料，於本報告日期，在2022年股份獎勵計劃下受託人持有22,822,000股股份，相當於同日本公司已發行股本總額約1.8%。

根據首次公開發售後購股權計劃及2022年股份獎勵計劃授出的購股權或獎勵而在期內可能發行的股份數目，除以期內的股份加權平均數為0.0002。

Other Information

其他資料

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2024.

CORPORATE GOVERNANCE

The Board is committed to maintaining high corporate governance standards. In the opinion of the Board, during 1H2024 the Company has complied with all applicable code provisions as set forth in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, save and except for a deviation from the code provision C.2.1, which states that the roles of chairman (the “Chairman”) and chief executive officer (the “CEO”) should be separate and should not be performed by the same individual. Dr. Dennis LAM is both our Chairman and CEO and is responsible for the overall management of our Group and directing the strategic development and business plans of our Group. The Board believes that vesting the roles of the Chairman and CEO in the same individual would enable the Company to achieve higher responsiveness, efficiency and effectiveness when formulating business strategies and executing business plans. The Board believes that the balance of power and authority is sufficiently maintained by the operation of the senior management and the Board, which comprises experienced and high-calibre individuals. The Board currently comprises three executive Directors (including Dr. Lam) and four independent non-executive Directors and therefore has a fairly strong independence element in its composition. The Board will nevertheless review the structure and composition of the Board from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company.

中期股息

董事會並不建議派付截至2024年6月30日止六個月的任何中期股息。

企業管治

董事會致力於維持高標準的企業管治。董事會認為，於2024年上半年，本公司已遵守上市規則附錄C1企業管治守則所載的所有適用守則條文，惟偏離守則條文第C.2.1條者，該條文規定主席（「主席」）與行政總裁（「行政總裁」）的角色應有所區分，不應由同一人擔任。林順潮醫生為本集團主席兼行政總裁，負責本集團整體管理，帶領本集團的戰略發展和業務計劃。董事會認為，將主席和行政總裁的角色由同一人出任，使本公司在制定業務戰略和執行業務計時，能夠反應積極、更有效率和效能。董事會認為，高級管理層與由經驗豐富、能幹人士組成的董事會的運作，足以維持權力和授權的平衡。董事會目前由三名執行董事（包括林醫生）和四名獨立非執行董事組成，因此其組成具備較強的獨立性。然而，董事會將不時因應當前情況檢討董事會的架構及組成，以維持本公司高標準的企業管治常規。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set forth in Appendix C3 to the Listing Rules as the code of conduct regarding securities transactions of the Directors. Employees of the Group (the “Relevant Employees”) who, because of their office or employment, are likely to possess inside information in relation to the Company or its securities are also subject to compliance with the Model Code. Following specific enquiry of all Directors, each of the Directors has confirmed his or her compliance with the Model Code throughout the 1H2024. No incident of non-compliance of the Model Code by the Relevant Employees was noted by the Company during 1H2024.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during 1H2024.

CHANGES IN INFORMATION OF AND OTHER INFORMATION ON DIRECTORS AND CHIEF EXECUTIVES

Mr. IP Shu Kwan Stephen, our independent non-executive Director, retired as an independent non-executive director of China Resources Building Materials Technology Holdings Limited (華潤建材科技控股有限公司) (Stock code: 01313) with effect from 24 May 2024.

There is no change in positions of Mr. IP Shu Kwan Stephen held with the Company and other members of the Group during the six months ended 30 June 2024.

Save as disclosed in this report, there are no other matters that are required to be disclosed pursuant to Rule 13.51B of the Listing Rules or required to be brought to the attention of the Shareholders.

證券交易的標準守則

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為董事進行證券交易的操守守則。因職務或僱傭關係而可能管有關於本公司或其證券內幕消息的本集團僱員(「有關僱員」)亦須遵守標準守則。在向全體董事作出特定查詢後，各董事確認於2024年上半年一直遵守標準守則。本公司於2024年上半年並無獲悉有關僱員不遵守標準守則的事件。

購買、出售或贖回上市證券

截至2024年上半年，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

董事及最高行政人員資料變更及其他資料

獨立非執行董事葉澍堃先生已從華潤建材科技控股有限公司(股份代號：01313)退任獨立非執行董事，自2024年5月24日起生效。

截至2024年6月30日止六個月，葉澍堃先生在本公司及本集團其他成員公司的職位並無變動。

除本報告所披露者外，概無其他事宜須根據上市規則第13.51B條予以披露，或須敦請股東垂注。

Other Information

其他資料

USE OF PROCEEDS FROM THE GLOBAL OFFERING

The shares of the Company were listed (the “Listing”) on the Stock Exchange since 15 January 2018 (the “Listing Date”), and the net proceeds from the global offering (the “Global Offering”) amounted to HK\$609.8 million.

To maximise the flexibility of the Group in capturing potential acquisition opportunities as and when such opportunities arise, the Board has resolved and announced on 29 March 2022 to expand the use of the unutilised net proceeds from the Global Offering towards possible acquisition(s), and/or establishment of eye clinic(s), eye centre(s) and eye hospital(s) in Hong Kong and Mainland China. The Directors expect that the amount remaining will be used by the end of 2024.

During 1H2024, net proceeds in the amount of approximately HK\$25.4 million were used for operating cash for the hospitals in Guangzhou, Shanghai, Foshan, Jieyang and Huizhou.

全球發售所得款項用途

本公司股份自2018年1月15日（「上市日期」）起於聯交所上市（「上市」），而全球發售（「全球發售」）所得款項淨額為609.8百萬港元。

為盡量提高本集團的靈活性，把握隨時出現的潛在收購機會，董事會於2022年3月29日決定及公布擴大全球發售的未動用所得款項淨額中，用於在香港及中國內地可能收購及／或設立眼科診所、眼科中心及眼科醫院的金額。董事預期，剩餘金額將於2024年年底或之前獲動用。

於2024年上半年，已經使用所得款項淨額約25.4百萬港元，用作廣州、上海、佛山、揭陽及惠州醫院的經營現金。

Other Information

其他資料

The table below sets out the actual use of unutilised net proceeds from the Global Offering up to 30 June 2024:

下表載列直至2024年6月30日的未動用全球發售所得款項淨額實際用途：

Use of net proceeds from the Global Offering	Planned application of net proceeds	Net proceeds brought forward as at 1 January 2024	Actual usage up to 30 June 2024	Unutilised net proceeds as at 30 June 2024	Expected timeline for utilising the remaining unutilised net proceeds	
		於2024年1月1日的結轉所得款項淨額	截至2024年6月30日的實際用途	於2024年6月30日的未動用所得款項淨額		
全球發售所得款項淨額用途	所得款項淨額的擬定用途	於2024年1月1日的結轉所得款項淨額	截至2024年6月30日的實際用途	於2024年6月30日的未動用所得款項淨額	動用餘下未動用所得款項淨額的預期時間表	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
Possible acquisition(s), and/or establishment of eye clinic(s), eye centre(s) and eye hospital(s) in Hong Kong and Mainland China	用於可能於香港及中國內地收購及／或設立眼科診所、眼科中心及眼科醫院	151,121	30,284	146,192	4,929	By the end of 2024 2024年底前

USE OF PROCEEDS FROM THE 2022 FIRST SUBSCRIPTION

On 13 January 2022, the Company entered into a placing and subscription agreement with C-MER Group Limited (the “Seller”), Dr. Lam and UBS AG Hong Kong Branch, as the placing agent, in respect of the placing of an aggregate amount of 90,000,000 existing ordinary shares of the Company (the “Placing Shares”) at the price of HK\$6.48 per Placing Share to not less than six independent professional, institutional and/or individual investors (the “2022 Placing”). The aggregate nominal or par value of the Placing Shares is HK\$9,000,000, and the closing price of the Company as stated in the daily quotation sheet issued by the Stock Exchange on 12 January 2022, being the last full trading date prior to the date of the placing and subscription agreement, was HK\$7.18 per Placing Share. The Seller then subscribed (the “2022 First Subscription”) for 76,500,000 ordinary class of Shares (the “Subscription Shares”) that were subsequently issued by the Company at the subscription price of HK\$6.48 per Subscription Share (collectively, “the 2022 Placing and the 2022 First Subscription”). The Directors considered that the 2022 Placing and the 2022 First Subscription represented an opportunity to strengthen the financial position of the Group and raise capital to provide working capital for the Group, on, among others, merger and acquisition and/or expansion of our hospital and service network while broadening its shareholder and capital base. The 2022 Placing and the 2022 First Subscription were completed on 17 January 2022 and 20 January 2022, respectively. The aggregate nominal or par value of the Subscription Shares is HK\$7,650,000. The net subscription price (after deduction of the expenses incurred by the Seller in relation to the 2022 Placing and the 2022 First Subscription) of each Subscription Share was approximately HK\$6.41. The net proceeds from the 2022 First Subscription (after deducting relevant fees and expenses borne or incurred by the Company) were approximately HK\$490.6 million. The table below sets out the planned applications of the net proceeds and their actual usage up to 30 June 2024:

2022年第一次認購事項所得款項用途

於2022年1月13日，本公司與希瑪集團有限公司（「賣方」）、林醫生及瑞士銀行香港分行（作為配售代理）訂立配售及認購協議，內容有關以每股配售股份6.48港元向不少於六名獨立專業、機構及／或個人投資者配售（「2022年配售事項」）總共90,000,000股本公司現有普通股（「配售股份」）。配售股份的總名義值或面值為9,000,000港元，而於2022年1月12日（即配售及認購協議日期前的最後一個完整交易日）聯交所刊發的每日報價表所示本公司的收市價為每股配售股份7.18港元。賣方隨後認購（「2022年第一次認購事項」）由本公司其後按認購價每股認購股份6.48港元發行的76,500,000股普通股股份（「認購股份」）（統稱「2022年配售事項及2022年第一次認購事項」）。董事認為，2022年配售事項及2022年第一次認購事項為一次機遇，藉以加強本集團的財務狀況並進行集資以為本集團提供營運資金，用於（其中包括）併購及／或擴展我們的醫院及服務網絡，同時拓闊其股東及資本基礎。2022年配售事項及2022年第一次認購事項已分別於2022年1月17日及2022年1月20日完成。認購股份的總名義值或面值為7,650,000港元。每股認購股份的淨認購價（經扣除賣方就2022年配售事項及2022年第一次認購事項所產生的開支後）約為6.41港元。2022年第一次認購事項的所得款項淨額（經扣除本公司所承擔或招致的相關費用及開支後）約為490.6百萬港元。下表載列截至2024年6月30日的所得款項淨額擬定用途及其實際用途：

USE OF PROCEEDS FROM THE 2022 FIRST
SUBSCRIPTION (Continued)

2022年第一次認購事項所得款項用途 (續)

Use of net proceeds from the 2022 First Subscription	Planned	Percentage of total net proceeds	Net proceeds brought forward		Unutilised net proceeds as at 30 June 2024
			as at 1 January 2024	Actual usage up to 30 June 2024	
2022年第一次認購事項所得款項淨額用途	擬定	佔所得款項淨額總額百分比	於2024年1月1日的結轉所得款項淨額	截至2024年6月30日的實際用途	於2024年6月30日的未動用所得款項淨額
	HK\$'000 千港元		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

For funding merger and acquisition; expansion of our hospital and service network; and as general working capital for the Group	用於併購的資金；擴大我們的醫院和服務網絡；及撥充本集團的一般營運資金	490,600	100%	45,927	490,600	-
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During 1H2024, net proceeds from the 2022 First Subscription in the amount of approximately HK\$45.9 million were used, consisting of (1) HK\$44.0 million for construction of our headquarters in Pingshan, Shenzhen; and (2) HK\$1.9 million for the working capital on our hospitals at investment stage in Mainland China and some of the clinics in Hong Kong.

於2024年上半年，已經使用2022年第一次認購事項所得款項淨額約45.9百萬港元，包括(1) 44.0百萬港元用作建造我們於深圳坪山的總部；及(2) 1.9百萬港元用作中國內地處於投資階段的醫院及香港若干診所的營運資金。

The net proceeds from the 2022 First Subscription have been utilised in accordance with the planned applications as announced in the announcements of the Company dated 13 January 2022 and 20 January 2022 respectively and have been fully utilised as of 30 June 2024.

2022年第一次認購事項的所得款項淨額已按照本公司日期分別為2022年1月13日及2022年1月20日的公告所公佈的擬定用途動用，且於2024年6月30日已獲全數動用。

USE OF PROCEEDS FROM THE DECEMBER 2022 SUBSCRIPTION

On 2 December 2022, the Company entered into a subscription agreement with a strategic investor in respect of the subscription of an aggregate amount of 30,056,000 new ordinary shares of the Company at the price of HK\$3.87 per share to the strategic investor (the “December 2022 Subscription”). The aggregate nominal or par value of the shares was HK\$3,056,000, and the closing price of the Company as stated in the daily quotation sheet issued by the Stock Exchange on 2 December 2022, being the last full trading date prior to the date of the subscription agreement, was HK\$4.07 per share. The strategic investor is Ginkgo Capital Global Fund SPC – Ginkgo Capital Global Fund I SP, a segregated portfolio of Ginkgo Capital Global Fund SPC, and as at the date of the subscription, all the participating, redeemable, non-voting shares in Ginkgo Capital Global Fund SPC attributable to Ginkgo Capital Global Fund I SP were issued to Wealth Strategy Holding Limited, which was in turn wholly owned by Mr. Kung Hung Ka (龔虹嘉先生). The Directors considered that the subscription represents an opportunity to introduce a long-term and highly respected strategic shareholder with strong background in healthcare industry in Mainland China, and will help accelerate our network expansion in the Greater Bay Area and our research and development in relevant medical devices and therapeutics. The Group may also enter into business cooperation with the strategic investor when suitable opportunities arise. The December 2022 Subscription was completed on 8 December 2022. The net subscription price (after deduction of the expenses incurred by the Company in relation to the subscription) of each share was approximately HK\$3.86. The net proceeds from the December 2022 Subscription (after deducting relevant fees and expenses borne or incurred by the Company) were approximately HK\$116.2 million. The table below sets out the planned applications of the net proceeds and their actual usage up to 30 June 2024:

2022年12月認購事項所得款項用途

於2022年12月2日，本公司與戰略投資者訂立認購協議，內容有關以每股股份3.87港元向戰略投資者配售總共30,056,000股本公司新普通股（「2022年12月認購事項」）。股份的總名義值或面值為3,056,000港元，而於2022年12月2日（即認購協議日期前的最後一個完整交易日）聯交所刊發的每日報價表所示本公司的收市價為每股股份4.07港元。戰略投資者是Ginkgo Capital Global Fund SPC-Ginkgo Capital Global Fund I SP，為Ginkgo Capital Global Fund SPC 一個獨立投資組合，於認購日期，歸屬於Ginkgo Capital Global Fund I SP的Ginkgo Capital Global Fund SPC的所有參與、可贖回、無投票權的股份發行予富策控股有限公司，該公司由龔虹嘉先生全資擁有。董事認為，認購事項提供引入一名在中國醫療行業具有強大背景且長期備受尊崇的策略股東的機遇，並將有助於加速我們在大灣區的網絡擴張以及我們在相關醫療設備及治療方法的研發。如有合適機會，本集團亦可與策略投資者開展業務合作。2022年12月認購事項已於2022年12月8日完成。每股股份的淨認購價（經扣除本公司就認購事項所產生的開支後）約為3.86港元。2022年12月認購事項的所得款項淨額（經扣除本公司所承擔或招致的相關費用及開支後）約為116.2百萬港元。下表載列截至2024年6月30日的所得款項淨額擬定用途及其實際用途：

USE OF PROCEEDS FROM THE DECEMBER 2022
SUBSCRIPTION (Continued)

2022年12月認購事項所得款項用途
(續)

Use of net proceeds from the December 2022 Subscription	Planned applications of net proceeds	Percentage of total net proceeds	Net proceeds brought forward as at 1 January 2024	Actual usage up to 30 June 2024	Unutilised net proceeds as at 30 June 2024	Expected timeline for utilising the remaining unutilised net proceeds
2022年12月認購事項的所得款項淨額用途	所得款項淨額的擬定用途	佔所得款項淨額總額百分比	於2024年1月1日的結轉所得款項淨額	截至2024年6月30日的實際用途	於2024年6月30日的未動用所得款項淨額	未動用所得款項淨額的預期時間表
	HK\$'000 千港元		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	

For the expansion of our ophthalmic service network in the Greater Bay Area; the funding of merger and acquisition; and as general working capital for the Group	擴展我們於大灣區的眼科服務網絡；為併購提供資金；及撥充本集團的一般營運資金	116,161	100%	116,161	39,416	76,745	By the end of 2025 2025年底前
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During 1H2024, net proceeds from the December 2022 Subscription in the amount of approximately HK\$39.4 million were used, consisting of (1) HK\$18.5 million for establishing a hospital with ophthalmic, dental, medical imaging and other medical services in Luohu Port area, Shenzhen; (2) HK\$5.7 million for establishing a refractive eye centre in Mongkok, Hong Kong; (3) HK\$7.4 million for the working capital of our hospitals at investment stage in Mainland China and some of the clinics in Hong Kong, and (4) HK\$7.8 million for enhancing the facilities of our medical centres and clinics in Hong Kong. The Company intends to use the net proceeds from the December 2022 Subscription in accordance with the intention previously disclosed by the Company in its announcement dated 2 December 2022 by the end of 2025.

於2024年上半年，已經使用2022年12月認購事項的所得款項淨額約39.4百萬港元，包括(1) 18.5百萬港元用作於深圳市羅湖口岸設立一間提供眼科、牙科、醫學影像及其他醫療服務的醫院；(2) 5.7百萬港元用作於香港旺角建設一個矯視中心；(3) 7.4百萬港元用作中國內地處於投資階段的醫院及香港若干診所的營運資金；及(4) 7.8百萬港元用於提升我們在香港的醫療中心及診所的設施。本公司擬於2025年底前，按照本公司先前在日期為2022年12月2日的公告中披露的意向，使用2022年12月認購事項的所得款項淨額。

Other Information

其他資料

AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The audit committee of the Board comprises three independent non-executive Directors, namely, Mr. MA Andrew Chiu Cheung (Chairman of the audit committee), Mr. IP Shu Kwan Stephen and Mr. YIN Ke.

The audit committee of the Board has reviewed with the management the accounting principles as well as practices adopted by the Group and discussed risk management and internal control as well as financial reporting matters including the review of the unaudited interim condensed consolidated financial information for 1H2024 and this report with the Directors. The Group's interim condensed consolidated financial statements have not been audited, but PricewaterhouseCoopers, certified public accountants and the independent auditor of the Company, has reviewed the unaudited interim condensed consolidated financial information of the Group for the six months ended 30 June 2024 in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity".

審核委員會及中期業績審閱

董事會轄下的審核委員會由三名獨立非執行董事組成，分別為馬照祥先生（審核委員會主席）、葉澍堃先生及殷可先生。

董事會轄下的審核委員會已與管理層一同審閱本集團所採納的會計原則及慣例，並已就風險管理、內部監控及財務報告事宜與董事討論，包括審閱截至2024年上半年的未經審核中期簡明綜合財務資料以及本報告。本集團的中期簡明綜合財務報表未經審核，但本公司的公認會計師及獨立核數師羅兵咸永道已根據香港會計師公會頒佈的香港審閱聘用準則第2410號「實體的獨立核數師審閱中期財務資料」審閱本集團截至2024年6月30日止六個月的未經審核中期簡明綜合財務資料。

CMER
希瑪醫療