



# CONTENTS 目錄

2	Corporate Information 公司資料
4	Financial Highlights 財務摘要
8	Chairman Statement 主席報告
12	Management Discussion and Analysis 管理層討論及分析
36	Biographical Details of Directors 董事履歷
46	Corporate Governance Report 企業管治報告
67	Environmental, Social and Governance Report 環境、社會及管治報告
103	Report of Directors 董事會報告
141	Independent Auditor's Report 獨立核數師報告
149	Consolidated Statement of Profit or Loss 綜合損益表
150	Consolidated Statement of Comprehensive Income 綜合全面收入表
151	Consolidated Statement of Financial Position 綜合財務狀況表
153	Consolidated Statement of Changes in Equity 綜合權益變動表
155	Consolidated Statement of Cash Flows 綜合現金流量表
158	Notes to the Consolidated Financial Statements 綜合財務報表附註
304	Financial Summary 財務概要
305	Glossary 詞彙

# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Dr. Sun Yiu Kwong (*Chairman and Chief Executive Officer*)

Ms. Kwok Cheuk Kwan, Jacquen (*Managing Director*)

Mr. Tsang On Yip, Patrick

Dr. Sun Man Kin, Michael

Mr. Lee Kar Chung, Felix

Dr. Lee Pak Cheung, Patrick

#### Independent Non-executive Directors

Mr. Lee Luen Wai, John *BBS JP*

Dr. Li Kwok Tung, Donald *SBS JP*

Mr. Yeung Wing Sun, Mike

Mr. Chau, Chit Jeremy (appointed on 26 November 2021)

### AUDIT COMMITTEE

Mr. Lee Luen Wai, John *BBS JP* (*Chairman*)

Dr. Li Kwok Tung, Donald *SBS JP*

Mr. Yeung Wing Sun, Mike

### REMUNERATION COMMITTEE

Dr. Li Kwok Tung, Donald *SBS JP* (*Chairman*)

Mr. Yeung Wing Sun, Mike

Mr. Tsang On Yip, Patrick

### NOMINATION COMMITTEE

Dr. Sun Yiu Kwong (*Chairman*)

Mr. Lee Luen Wai, John *BBS JP*

Dr. Li Kwok Tung, Donald *SBS JP*

### AUTHORISED REPRESENTATIVES

Mr. Lee Kar Chung, Felix

Ms. Ma Hoi Wan (resigned on 4 January 2022)

Mr. Au In Kee, Adam (appointed on 4 January 2022)

### COMPANY SECRETARY

Ms. Ma Hoi Wan (resigned on 4 January 2022)

Mr. Au In Kee, Adam (appointed on 4 January 2022)

### HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS

27th Floor

Wing On House

71 Des Voeux Road Central

Hong Kong

### 董事會

#### 執行董事

孫耀江醫生 (*主席兼行政總裁*)

郭卓君女士 (*董事總經理*)

曾安業先生

孫文堅醫生

李家聰先生

李柏祥醫生

#### 獨立非執行董事

李聯偉先生 (*銅紫荊星章·太平紳士*)

李國棟醫生 (*銀紫荊星章·太平紳士*)

楊榮樂先生

周哲先生 (於2021年11月26日獲委任)

### 審核委員會

李聯偉先生 (*銅紫荊星章·太平紳士*) (*主席*)

李國棟醫生 (*銀紫荊星章·太平紳士*)

楊榮樂先生

### 薪酬委員會

李國棟醫生 (*銀紫荊星章·太平紳士*) (*主席*)

楊榮樂先生

曾安業先生

### 提名委員會

孫耀江醫生 (*主席*)

李聯偉先生 (*銅紫荊星章·太平紳士*)

李國棟醫生 (*銀紫荊星章·太平紳士*)

### 授權代表

李家聰先生

馬凱雲女士 (於2022年1月4日辭任)

歐衍基先生 (於2022年1月4日獲委任)

### 公司秘書

馬凱雲女士 (於2022年1月4日辭任)

歐衍基先生 (於2022年1月4日獲委任)

### 總部及主要營業地點

香港

德輔道中71號

永安集團大廈

27樓

# CORPORATE INFORMATION

## 公司資料

### FINANCIAL YEAR END

30 June

### 財政年度年結日

6月30日

### STOCK CODE

722

### 股份代號

722

### BOARD LOT

2,000 shares

### 每手買賣單位

2,000股股份

### ISSUED SHARES

792,666,555 (as at 30 June 2022)

### 已發行股份

792,666,555 (於2022年6月30日)

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 註冊辦事處

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road, Hong Kong  
(with effect from 15 August 2022)

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港夏慤道16號遠東金融中心17樓  
(自2022年8月15日起生效)

### AUDITOR

KPMG  
Public Interested Entity Auditor registered in accordance  
with the Financial Reporting Council Ordinance

### 核數師

畢馬威會計師事務所  
《財務匯報局條例》下的  
註冊公眾利益實體核數師

### LEGAL ADVISER

Allen & Overy

### 法律顧問

安理國際律師事務所

### PRINCIPAL BANKER

Hang Seng Bank Limited

### 主要往來銀行

恒生銀行有限公司

### COMPANY WEBSITE

[www.ump.com.hk](http://www.ump.com.hk)

### 公司網站

[www.ump.com.hk](http://www.ump.com.hk)

# FINANCIAL HIGHLIGHTS

## 財務摘要

		For the year ended 30 June 截至6月30日止年度			
		2022 2022年	2021 2021年	Increase/(decrease) 增加/(減少)	
<b>(A) Operating results (HK\$'000)</b>	<b>(A) 經營業績 (千港元)</b>				
Continuing operations:	持續經營業務：				
Revenue	收入	<b>665,859</b>	616,361	49,498	8%
EBITDA <sup>(note a)</sup>	EBITDA <sup>(附註a)</sup>	<b>167,130</b>	161,423	5,707	4%
Profit/(loss) attributable to Owners of the Company	本公司擁有人應佔 利潤/(虧損)				
– From continuing operations	– 來自持續經營業務	<b>70,502</b>	66,066	4,436	7%
– From discontinued operation	– 來自已終止經營 業務	<b>1,666</b>	(31,232)	32,898	105%
Total	總計	<b>72,168</b>	34,834	37,334	107%
<b>(B) Per share data (HK cents)</b>	<b>(B) 每股數據 (港仙)</b>				
Earnings per share – basic	每股盈利 – 基本	<b>9.34</b>	4.58	4.76	104%
Earnings per share – diluted	每股盈利 – 攤薄	<b>9.33</b>	4.58	4.75	104%
Dividends per share	每股股息				
– Proposed final	– 擬派末期	<b>3.00</b>	2.80	0.20	7%
– Paid interim	– 已付中期	<b>1.50</b>	1.00	0.50	50%
Total	總計	<b>4.50</b>	3.80	0.70	18%
<b>(C) Financial Position (HK\$'000)</b>	<b>(C) 財務狀況 (千港元)</b>				
Cash and pledged deposits	現金及抵押存款	<b>238,120</b>	295,867	(57,747)	(20%)
Shareholders' funds	股東資金	<b>698,653</b>	639,498	59,155	9%
<b>(D) Key ratios (%)</b>	<b>(D) 主要比率 (%)</b>				
EBITDA/Revenue – continuing operations	EBITDA/收入 – 持續 經營業務	<b>25%</b>	26%	(1%)	
Net profit margin	純利率	<b>11%</b>	5%	6%	
Return on shareholders' funds	股東資金回報率	<b>10%</b>	5%	5%	

Note a: EBITDA represented profit for the year from continuing operations plus the following to the extent deducted in calculating such profit for the year: finance costs, income tax expenses, depreciation and amortisation.

附註a: EBITDA代表本年度來自持續經營業務的利潤加上在計算年度利潤時扣除的以下各項: 融資成本、所得稅費用、折舊及攤銷。

# FINANCIAL HIGHLIGHTS

## 財務摘要

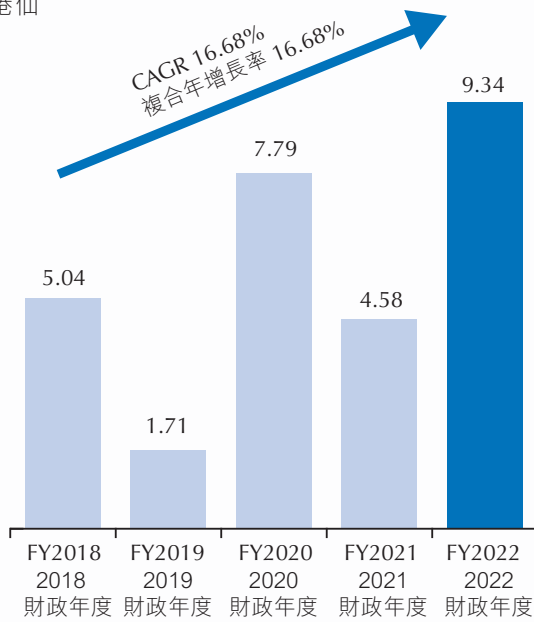
### FINANCIAL PERFORMANCE

#### 財務表現

##### Basic EPS

##### 每股基本盈利

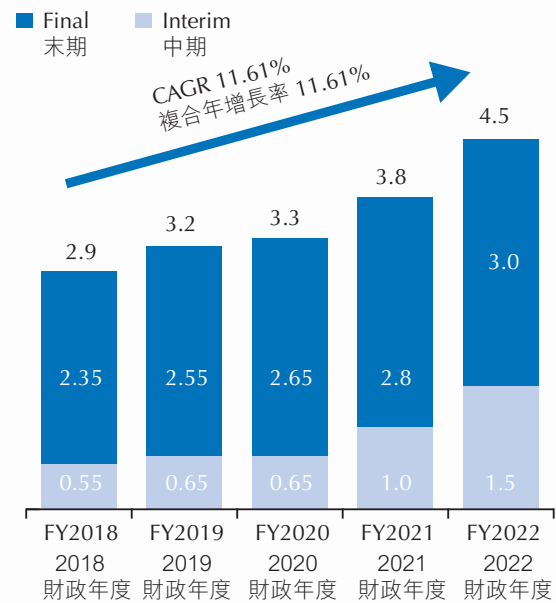
HK cents  
港仙



##### Dividend per share

##### 每股股息

HK cents  
港仙



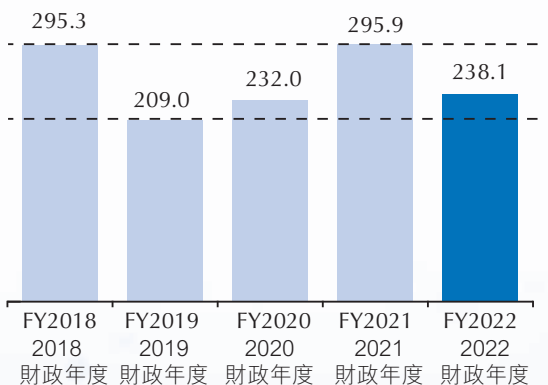
### FINANCIAL POSITION

#### 財務狀況

##### Cash Balance

##### 現金結餘

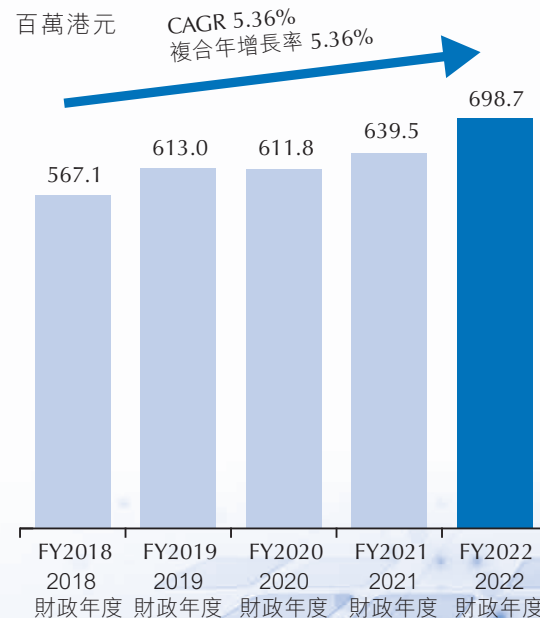
HK\$'m  
百萬港元



##### Shareholders' Fund

##### 股東資金

HK\$'m  
百萬港元



## OUR VISION & MISSION

# 我們的願景和使命

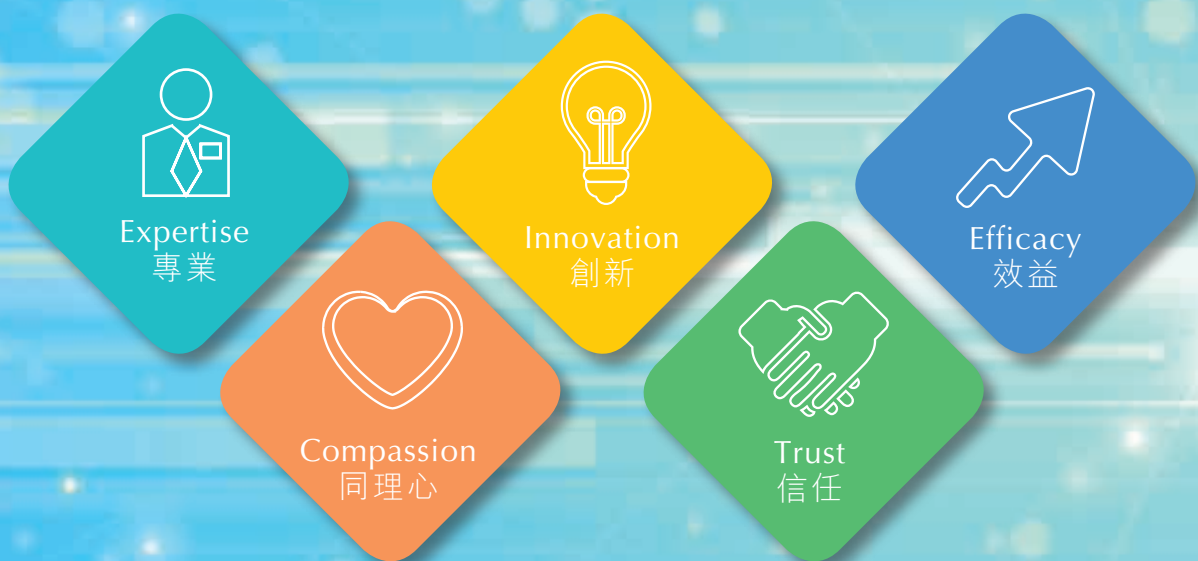
To be your trusted healthcare partner  
to provide comprehensive, diversified  
and coordinated care for everyone

成為值得信賴的醫療保健夥伴  
為每個人提供全面、多元化、貼心的護理



# OUR VALUES

## 我們的價值觀





# CHAIRMAN STATEMENT

## 主席報告

Dear Shareholders,

FY2022 was a year of immense turbulence due to the COVID-19 pandemic as well as global economic uncertainties. While newly-developed vaccines brought new rays of hope to the progressive return of economic activities and the relaxing of border restrictions, the outbreak of the Delta and Omicron variants continued to place immense strain on the healthcare sector. Despite the volatilities, there were ample opportunities that we have successfully capitalised.

Under challenging circumstances, our Group remains focused on protecting shareholders' interests, while ensuring the well-being of our doctors, nurses, management and staff. During the FY2022, we remained resolute in delivering top-notch services and continued to broaden our service scope and deepen certain segments of our acclaimed businesses. Further, to give back to our community, we devoted ourselves to supporting pandemic relief initiatives. While demands for medical services continue to fluctuate due to social distancing measure, our agile business model has permitted us to pivot swiftly in response to the evolving circumstances with a solid commitment to providing quality care to all our patients and the larger Hong Kong community.

Owing to the tremendous contribution and efforts of our employees and management team under this challenging time, during the year under review, we have achieved a moderate 8.0% increase in total revenue from our continuing operations, representing approximately HK\$665.9 million in FY2022, and reported encouraging results of a substantial jump in profit attributable to owners of the Company to HK\$72.2 million, representing an increase of over 100%, as compared to that in the FY2021.

各位股東：

新型冠狀病毒疫情及全球經濟不穩定令2022財政年度極其波動。雖然新研發的疫苗為經濟活動逐步復常及出入境限制的放寬帶來新曙光，但Delta及Omicron兩種變種病毒的爆發繼續為醫療保健行業帶來巨大壓力。然而儘管市況波動，我們仍能充分把握機遇。

面對充滿挑戰的市況，本集團繼續致力維護股東利益，同時確保我們的醫生、護士、管理層及員工的福祉。於2022財政年度，我們仍然堅定地提供優質服務，繼續擴大服務範圍，並深入發展旗下的優越業務。此外，為了回饋社會，我們積極投身於抗疫支援活動。儘管對醫療服務的需求因社交距離措施而波動，但我們憑藉靈活變通的業務模式迅速調整，應對不斷變化的情況，致力為所有患者以及香港社會提供優質護理服務。

有賴員工及管理團隊於這段艱難時期的莫大貢獻及努力，於回顧年度，2022財政年度持續經營業務的總收入約為665.9百萬港元，錄得8.0%的適度升幅。本公司擁有人應佔利潤亦大幅躍升至72.2百萬港元，較2021財政年度增長逾100%，取得可喜佳績。

## CHAIRMAN STATEMENT 主席報告

In the past year, our clinics have operated with limited interruptions. Our frontline staff, in particular, have been working dauntlessly to provide vital medical services during the peak of the pandemic disruption. During such time, we continued to provide quality services, value, and accessibility by leveraging our extensive network of primary care and specialist clinics. Despite the high infection rates within Hong Kong society, we are proud of our unwavering commitment to serving the community and providing year-round services to alleviate the negative impact caused by the devastating disease.

Vaccination is one of the keys to fight the unprecedented battle of COVID-19. As one of the leading medical service providers, the Group is pleased to lend support to the Hong Kong government on the provision of vaccination to the general population against COVID-19 infections. Accordingly, we administered COVID-19 vaccines at our medical clinics chain.

To echo the government's advice on social distancing and to capitalize on our rapidly mature technological capabilities, apart from traditional physical medical consultation, we have offered telemedicine services since 2020, which enable patients to continue to receive medical help in times of need. As Hong Kong was clouded by widespread fear of COVID-19 infection in early 2022, we joined hands with charitable organizations such as UMP Charity Foundation Limited and CTFE Social Solution, and our clinics were able to supplement charity telemedicine services with all necessary frontline support and complimentary drug delivery service. With the support of our many experienced doctors and other medical professionals, we are proud to have provided such meaningful services that helped allay the fear of many infected patients, especially those with chronic illness and mobility issues, and reduce the burden on public hospitals.

In spite of the episodic interruptions of the year, we continued to seek out new opportunities and managed to complete significant strategic development. We have repositioned our presence in the PRC and reorganised our emerging business in the PRC in December 2021 in the best interest of our shareholders. We retain a significant strategic presence in the PRC and continue our clinical and immigration medical exam service operations in Beijing and Shanghai. We aim to continue to explore further expansion opportunities in the PRC in the near future.

回望去年，旗下診所之運作曾受到有限度的干擾，特別是我們的前線員工，面對疫情高峰的侵擾時，一直堅守崗位，無畏無懼，全力提供關鍵醫療服務。在這段時期，我們繼續發揮旗下廣泛的基層醫療服務及專科診所網絡之力量，提供優質、具價值及可及的服務。儘管香港社會錄得高感染率，我們對自身堅定地致力服務社會，提供全天候服務，力求減輕此世紀疫情的衝擊而感到自豪。

疫苗接種是打敗這場前所未有的新型冠狀病毒疫情的關鍵之一。作為領導市場的醫療服務提供者之一，本集團當仁不讓，支持香港政府為廣大市民接種疫苗，以防止新型冠狀病毒感染。因此，我們在旗下連鎖醫務中心提供新型冠狀病毒疫苗接種服務。

為響應政府關於社交距離的建議，我們自2020年起，利用我們發展迅速成熟的技術提供遙距視像診症服務，使求診者除了傳統的實體門診外，能夠在需要時繼續獲得醫療幫助。2022年初，香港各界皆憂心新型冠狀病毒病的蔓延，有見及此，我們與聯合醫務慈善基金有限公司及周大福企業社會方案等慈善機構合作，由我們的診所提供免費視像診症服務，並輔以所有必要的前線支援以及免費送藥服務。我們得以略盡綿力，通過以上服務為大眾適時送暖，讓尤其是患有慢性疾病或行動不便的確診者得以安心，並減輕了公立醫院的負擔。

儘管年內不時面對干擾，我們繼續發掘新機遇，並成功完成重要的策略發展。為了股東的最大利益，我們調整中國內地業務的定位，並於2021年12月重組在中國內地的新興業務。我們仍然在中國內地保留重要的策略地位，並繼續於北京及上海經營傳統臨床及出國簽證體檢業務。我們冀繼續探求於不久將來在中國內地進一步擴張的機會。

# CHAIRMAN STATEMENT

## 主席報告

Despite the economic downturn, our healthcare medical services in Hong Kong and Macau continue to report satisfactory performance, generating promising returns. Our sturdy financial performance and strong positive operating cash flow accumulated over the past years enabled us to grow with flexibility despite the socioeconomic headwind.

Throughout the year, we opened our first cardiometabolic centre in the heart of Central. We further expanded our service area in Central with the new multi-storey integrated medical centre located at One Chinachem Central to provide a one-stop seamless medical care to attract high-end B2C market patients and visiting doctors. We have also expanded our medical imaging and diagnostic laboratory services through new openings, acquisitions, and investments in advanced imaging equipment such as PET-CT, MRI, and CT Scan.

We have established a solid strategic relationship with many medical groups, insurance companies and hospitals to achieve synergy, network expansion and systematic and thorough service referrals. Through mergers and acquisitions and collaboration with other highly regarded market practitioners and partnership groups, we will continue to explore growth opportunities for years to come.

### LOOK AHEAD

We aim to broaden our market shares in both the B2B and B2C business segments and continue to provide top-notch services to our long-term users, who have trusted and chosen our medical team as their designated service providers. With the belief that value-based healthcare will be the future trend of the medical industry, particularly for a society with an ageing population, we aim to provide social value while benefiting our stakeholders as a whole.

The COVID-19 pandemic accelerated the adoption of virtual care, data analytics and digital engagement, and we have fully embraced the power of digital transformation. We will continue to push our digital frontiers, and telemedicine has now become one of our regular services. While optimized data management plays an important role in enhancing our clinic operations efficiency, we believe the value of data should and would benefit our patients outside our clinics. To maximise our effort on people-centric services targeting different age groups and treatment strategies, we utilize data and AI-powered technology to refine our service quality and overall delivery methodology.

儘管經濟不景，我們位於香港及澳門的醫療保健服務仍有滿意的表現，帶來理想回報。我們穩健的財政表現及在過往年度積累的強勁正經營現金流量，讓我們能抓緊機遇，抵禦社會經濟的逆風而靈活發展。

年內，我們於中環的核心地帶開設首個心血管代謝科中心。我們進一步擴大在中環的服務範圍和場所，於中環華懋中心I期開設全新多層綜合醫務中心，以提供一站式無縫醫療護理服務，從而吸引高端B2C市場的求診者及方便客席醫生應診。我們亦透過開設新服務地點、收購，及投資先進影像設備如正電子電腦斷層掃描、磁力共振成像及電腦斷層掃描而擴大我們的醫學影像及診斷化驗服務。

我們與多間醫療集團、保險公司及醫院建立了穩固的策略關係，以實現協同效應、網絡擴張及系統化和全面的服務轉介。我們透過併購以及與其他知名同業及合作夥伴集團的合作，在未來年度繼續探求增長機遇。

### 展望未來

我們致力擴大在B2B和B2C業務分部的市場份額，並繼續為信任並選擇我們的醫療團隊作指定服務提供者的長期用戶提供上乘服務。我們相信以價值為本的醫療保健是醫療行業未來的發展趨勢，特別是面對人口老化的社會，我們旨在提供社會價值，同時讓整體持份者獲益。

新型冠狀病毒大流行推動了虛擬醫療、數據分析及數碼應用的加速採用，而我們已充分吸納數碼轉型所帶來的力量。我們將繼續推動數碼應用前沿，而視像診症已成為其中一項常規服務。儘管優化數據管理在提升診所運作效率方面發揮重大作用，我們相信數據的價值應當並將會讓患者於診所以外都能受惠。為盡量提升我們針對不同年齡層及治療策略的以人為本服務，我們利用數據和人工智能驅動技術來完善服務和整體交付方法。

## CHAIRMAN STATEMENT 主席報告

We are optimistic that the commuting of Greater Bay Area (“GBA”) residents to and from Hong Kong will eventually resume as the epidemic fades out, and we remain steadfast in our focus to deliver quality healthcare services in strategic GBA locations through our own and associate companies. To meet the escalating demand of cross-border medical care, we adopt an expansion strategy to open new centres in prime districts for local residents as well as frequent travellers. Besides the ongoing effort of collaborating with the local government in the public-private partnership clinic operation, we, through our associated companies, will continue to join forces with Mainland China tertiary hospitals on specialist services and hospitalization through Hong Kong and Macau Residents’ health service center.

### APPRECIATION

On behalf of the Board, I would like to thank all our partners and shareholders for their continued support, and extend our heartfelt gratitude to our patients and corporate clients for their continued trust in us.

I would also like to show my sincere appreciation to the Board, our dedicated staff, and the management team for their contributions to the challenging business environment.

I believe the future of our Group is bright. While COVID-19 may continue to affect our daily lives and the economy in the next 12 months, our operating model will enable us to deliver undivided care for our patients, acquire market share, and produce solid returns for our shareholders. We will continue working to carry this momentum into the new year.

**SUN Yiu Kwong**

*Chairman and Chief Executive Officer*

我們期望，隨著疫情消退，粵港澳大灣區（「大灣區」）居民最終可如常往來香港。我們繼續專注透過本身及聯營公司，於大灣區策略地點提供優質醫療服務。為滿足日益增長的跨境醫療服務需求。我們採取擴張策略，於黃金地段為本地居民及經常跨境旅客開設新的中心。除了繼續與地方政府合作開展公私營協作診所業務外，我們將繼續透過聯營公司營運的港澳居民健康服務中心，於專科服務及住院服務上與國家三級醫院合作。

### 致謝

本人謹代表董事會感謝所有業務夥伴和股東的一貫支持，同時亦向我們的患者和企業客戶一直以來的信任致以最誠摯的謝意。

本人亦向董事會、竭誠盡責的員工及管理團隊致以最衷心的謝意，感謝他們在充滿挑戰的經營環境中作出的寶貴貢獻。

本人相信，本集團的前景璀璨。縱使新冠病毒疫情在未來12個月內仍可能繼續影響我們的日常生活和經濟，但憑藉我們的營運模式，為求診者持續提供無微不至的照顧，增加市場佔有率，並為股東們帶來豐碩回報。我們將繼續全力以赴，將這發展動力延續至新一年。

*主席兼行政總裁*

**孫耀江**



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OUR BUSINESS

UMP's business scope consists of the following business lines:

#### 1. Hong Kong & Macau Corporate Healthcare Solution Services

UMP provides corporate healthcare solutions through the design and administration of tailored healthcare benefits plans for its Contract Customers. The extension of third party administration service to our insurance company clients is an important offering among UMP's corporate healthcare solutions. UMP aims to provide convenient, reliable, coordinated, comprehensive and affordable healthcare services through the well-established and multi-specialties UMP Network. As at 30 June 2022, the UMP Network comprises approximately 1,000 points of services located across Hong Kong and Macau.

The Group's Contract Customers comprise (i) insurance companies, which enter into contracts with the Group for healthcare services for their policyholders or employees of their policyholders and (ii) corporations, which enter into contracts with the Group for healthcare services for their employees and/or their dependants. When designing healthcare benefits plans, the Group collaborates closely with the Contract Customers and designs and refines corporate healthcare benefits plans, with each plan tailored to each customer's needs based on factors such as industry or occupational health-related concerns, scope of healthcare benefits desired, employee demographic as well as their budget.

### 我們的業務

聯合醫務的業務範疇包括以下業務線：

#### 1. 香港及澳門企業醫療保健解決方案服務

聯合醫務通過設計及管理針對其合約客戶度身定製的醫療保健福利計劃，提供企業醫療保健解決方案。本集團將第三方管理服務拓展至我們保險公司客戶，是聯合醫務的企業醫療保健解決方案的重要一環。聯合醫務旨在通過完善及多個不同專科的UMP網絡，提供便捷、可靠、協調、全面及實惠的醫療保健服務。於2022年6月30日，UMP網絡包括約1,000個位於香港及澳門的服務點。

本集團的合約客戶包括(i)保險公司，為彼等保單持有人或保單持有人的僱員就醫療保健服務與本集團訂立合約；及(ii)企業，為彼等僱員及／或彼等的家屬就醫療保健服務與本集團訂立合約。在設計醫療保健福利計劃時，本集團與合約客戶密切合作，設計及優化企業醫療保健福利計劃，根據行業或有關的職業健康問題、所需醫療福利的範圍、僱員特徵及其預算開支等因素，針對每一客戶的需求提供度身定製的計劃。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### 2. Hong Kong & Macau Clinical Healthcare Services

UMP provides medical, dental, medical imaging and laboratory services and auxiliary services to Self-paid Patients. For medical services, UMP provides (i) general practice services, which serves as the first point of contact for the patients and (ii) specialist services covering more than 18 different specialties. For Dental Services, UMP provides both primary dental care and secondary dental care such as dental implants.

Medical imaging and laboratory services are an integral part of medical and health care. UMP, through its Procure medical group, provides one-stop and comprehensive imaging and laboratory services. Equipped with many advanced imaging equipment including PET-CT, MRI, CT Scan, Ultrasound, Mammography and X-ray and testing facilities, we provide extensive and reliable medical diagnosis and laboratory services. UMP can provide a wide range of imaging and laboratory services at our own laboratory, including Haematology, Immunology, Microbiology, Molecular Biology, Cytology, and Histology, as well as Urinalysis, Stool Analysis, Allergy Test and Drug Test. As at 30 June 2022, the Group operates a total of 12 advanced imaging and laboratory centres in Hong Kong Island, Kowloon and the New Territories, including its own registered laboratory in Hong Kong. On 1 June 2022, ProCare Lab was recognised by the Hong Kong Laboratory Accreditation Scheme (HOKLAS) under the Hong Kong Government's Innovation and Technology Commission.

For auxiliary services, UMP provides services such as physiotherapy and vision care.

### 3. Mainland China Clinical Healthcare Services

Our Mainland China Clinical Healthcare Services currently consists of (i) health check-up business and (ii) selected outpatient services such as family medicine within the clinics we own and operate.

### 2. 香港及澳門臨床醫療保健服務

聯合醫務向自費患者提供醫療、牙科、醫學影像及化驗服務以及輔助服務。醫療服務方面，聯合醫務提供(i)全科醫療服務，為患者的首個接觸點；及(ii)專科服務，覆蓋超過18個不同專科。牙科服務方面，聯合醫務提供基本牙科護理及第二層牙科護理(例如植牙)。

醫學影像及化驗服務是旗下業務的不可或缺組成部分。聯合醫務通過其普康醫療集團，提供一站式及全面的影像及化驗服務。我們備有多種先進的影像設備，包括正電子電腦斷層掃描、磁力共振成像、電腦斷層掃描、超聲波、乳房造影及X光以及測試設施，提供廣泛而可靠的醫療診斷及化驗服務。聯合醫務可以在自置的化驗室提供廣泛的影像及化驗服務，包括血液學、免疫學、微生物學、分子生物學、細胞學及組織學，以及尿液分析、糞便分析、過敏測試及藥物測試。於2022年6月30日，本集團在香港島、九龍及新界共經營12間先進的影像及化驗中心，包括其在香港的註冊化驗所。於2022年6月1日，普康化驗中心獲香港政府創新科技署根據香港實驗所認可計劃(HOKLAS)發出認可資格。

輔助服務方面，聯合醫務提供物理治療以及眼科護理等服務。

### 3. 中國內地臨床醫療保健服務

我們的中國內地臨床醫療保健服務目前包括(i)體檢業務；及(ii)在我們擁有及經營的診所內提供選定門診服務(如家庭醫學和兒科服務)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

Hong Kong, Macau and the GBA have been heavily impacted by the COVID-19 variants during much of the FY2022. During the year under review, the Group has refined its business development strategies through group reorganisation, expansions and reallocated resources to boost our competitive strength and improve our operational efficiency.

#### Hong Kong & Macau Corporate Healthcare Solution Services

Revenue for this business line has marginally increased by 2.0% from HK\$232.4 million to HK\$237.0 million (before inter-segment elimination) and our operating profit (operating profit before tax and before non-recurring items) has decreased by 38.8% from HK\$57.7 million to HK\$35.3 million. The results are primarily due to the patient visits last year being severely impacted by COVID-19.

During the year under review, notwithstanding the adverse impact on the global economy arising from the COVID-19 pandemic, many of our corporate customers face challenges in this complex business environment. However, we have achieved continued success in retaining customers in Hong Kong and Macau. Our clients range from small and medium sized enterprises to multinational businesses. Faced with the pressure on the demand of products volume and pricing, the Group continued to repackage our healthcare solutions service product which received positive responses from our customers and brought satisfactory contributions to the Group as a whole. As of 30 June 2022, the UMP medical network maintained approximately 1,000 points of service across Hong Kong and Macau to serve our corporate and individual customers.

### 業務回顧

於2022財政年度，香港、澳門及大灣區受到新型冠狀變種病毒的嚴重影響。於回顧年度，本集團透過集團重組、擴張及資源重新調配以優化業務發展策略，從而增強競爭實力，提升營運效率。

#### 香港及澳門企業醫療保健解決方案服務

來自此業務線的收入由232.4百萬港元略增2.0%至237.0百萬港元（分部間抵銷前），而我們的經營利潤（除稅前及除非經常性項目前經營利潤）由57.7百萬港元減少38.8%至35.3百萬港元。此業績主要是由於去年的求診患者數目受到新型冠狀病毒疫情所嚴重影響。

於回顧年度，新型冠狀病毒大流行對全球經濟造成不利影響，不少企業客戶在這個複雜的營商環境中面對種種挑戰。儘管如此，我們繼續成功留住香港及澳門的客戶。我們的客戶網羅中小企以至跨國企業。面對產品數目及價格需求的壓力，本集團繼續重新包裝醫療保健解決方案產品，並得到客戶正面回應，為本集團整體帶來不俗的貢獻。截至2022年6月30日，聯合醫務醫療網絡在香港和澳門有約1,000個服務點，為企業及個人客戶提供服務。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The COVID-19 pandemic exerts an unprecedented impact on different industries, including the healthcare industry. However, we continued to believe that a dedication to upgrading our operating system through digitalisation is a requisite strategic maneuverer. With the use of our self-invented digital corporate electronic medical cards and electronic claim vouchers system, we have created a fully digital medical journey, which also helped reduce physical contact between our staff and patients. The Group will continue to contribute significant resources to strengthen our operating system and improve our service quality with the use of technology. The Board believes that the investment will bring long-term returns and increase our competitiveness.

### Hong Kong & Macau Clinical Healthcare Services

Revenue for this business line has increased by 11.4% from HK\$449.3 million to HK\$500.4 million (before inter-segment elimination) and our operating profit (operating profit before tax and before non-recurring items) has decreased by 14.9% from HK\$80.6 million to HK\$68.6 million. This is mainly attributable to the impact of COVID-19 and our increase in people and operating expenses to support our business development.

#### (i) Clinical Medical Services

Our extensive clinical chains have been developed over the years, which support our corporate healthcare solution service unit and, on the other hand, serve walk-in patients. The city-wide lockdown in February and March of 2022 had a negative impact on our general practice clinics. However, the performance from service from specialty practices, dental, and health assessment services is not significantly affected, resulting in an overall increase in revenue in the clinic medical and dental service during the FY2022. A continued demand for health assessment services provided a satisfactory growth in revenue and contribution to the Group that helped offset the otherwise negative impact of the pandemic.

新型冠狀病毒大流行對各行各業產生前所未有的影響，當中包括醫療保健行業。然而，我們始終相信，致力透過數碼化提升營運系統是必要的策略舉措。透過使用我們自行研發的數碼企業電子醫療卡及電子申索單據系統，我們建立全面數碼化的醫療歷程，亦有助減少員工與患者之間的實際接觸。本集團會繼續投入大量資源增強營運系統，並善用技術提升服務質素。董事會相信，此項投資將創造長遠回報並提升競爭力。

### 香港及澳門臨床醫療保健服務

來自此業務線的收入由449.3百萬港元增加11.4%至500.4百萬港元（分部間抵銷前），而我們的經營利潤（除稅前及除非經常性項目前經營利潤）由80.6百萬港元減少14.9%至68.6百萬港元，乃主要由於新型冠狀病毒疫情影響及人才和經營開支方面之增加以支持旗下業務發展所致。

#### (i) 門診醫療服務

我們廣泛的連鎖診所經過多年發展，在支援企業醫療保健解決方案服務單位之同時亦為非預約患者服務。2022年2月及3月的全城抗疫限制措施對我們的全科醫療診所造成負面影響。然而，專科醫療、牙科及健康評估服務的表現並無受到顯著影響，門診醫療及牙科服務於2022財政年度的收入更錄得整體增長。健康評估服務的持續需求為本集團的收入貢獻可喜的增長，有助抵銷大流行的負面影響。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

During the year under review, pursuant to the Acquisition (as mentioned below) in May 2022, besides the advanced imaging equipment, we have also acquired multi-service medical and treatment facilities suitable for operating day-surgeries, preventive health check-ups, general and specialist consultations and vaccinations. The Group now operates a new one-stop advanced imaging and multi-service medical centre at the most strategic location in Hong Kong. It is equipped with state-of-the-art medical equipment and facilities. Operated by an experienced professional medical team, the new centre will provide one-stop medical services, including, amongst others, day surgery, medical diagnosis, radiological diagnosis, and health assessment.

Further, in June 2022, in addition to the earlier purchase of the advanced imaging and multi-service medical facilities at One Chinachem Central, the Group further purchased additional physiotherapy and oncology medical facilities at 12/F and 20/F, respectively, at the same building (“the Second Purchase”). The medical facilities purchased in the Second Purchase consist of (i) physiotherapy-used focused shockwave therapy machine, high-intensity laser machine and electrotherapy and ultrasound equipment; (ii) chemotherapy cleanroom for oncology centre; and (iii) other physiotherapy and oncology equipment. Upon the completion of the Second Purchase, by including a new oncology centre and a new multifunctional physiotherapy centre to form part of the whole multi-service medical centre, UMP fortifies its presence at one of the most strategic locations in Central. The new multi-service centre will further strengthen the scope of our clinic medical services and is expected to bring significant operating contribution to the Group.

於回顧年度，根據2022年5月的收購事項（於下文所述），除了先進影像設備，我們亦收購適用於進行日間手術、預防性體檢、全科及專科醫療診症以及疫苗接種的多功能醫療及治療設施。本集團現於香港最具策略意義的地點經營全新的一站式先進影像及多功能醫務中心。中心配備最先進的醫療設備及設施。在資深的專業醫療團隊經營下，新中心將提供一站式醫療服務，其中包括日間手術、醫療診斷、放射診斷及健康評估。

此外，於2022年6月，繼早前購入於中環華懋中心I期的先進影像及多功能醫療設施後，本集團進一步購入位於同一大廈12樓及20樓的物理治療及腫瘤科醫療設施（「第二項購買」）。第二項購買的醫療設施包括：(i)用於物理治療的聚焦式衝擊波治療儀、高能量雷射儀及電療和超聲波設備；(ii)腫瘤科中心化療潔淨室；及(iii)其他物理治療和腫瘤科設備。完成第二項購買後，聯合醫務在中環最具策略意義的地點之一開設新的腫瘤科醫務中心和新的多功能物理治療中心，成為整個多功能醫務中心的一部分。新的多功能中心將進一步增強我們的診所醫療服務之範疇，並預計將會為本集團帶來可觀的經營貢獻。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### (ii) Medical Imaging and Laboratory Services

During the year under review, revenue for medical imaging and laboratory services has significantly jumped by 30.4% from approximately HK\$113.0 million in FY2021 to approximately HK\$147.3 million in FY2022 (before inter-segment elimination) and its operating profit has reported a slightly increase of 2.9% from approximately HK\$21.6 million in FY2021 to approximately HK\$22.3 million in FY2022. The increase in revenue and operating profit is mainly attributable to continuing increase in demand of body health check and imaging and laboratory services and the ramp up of certain integrated imaging service centres during FY2022.

The Group is proactively exploring expansion opportunities, aiming to solidify the foundation of its business, and expand its business of advanced medical imaging services and other ancillary medical services.

Through its investment and development of the imaging and laboratory business in past years, the clinical medical imaging and laboratory service of the Group has become one of its key growth drivers.

In May 2022, the Group entered into an asset purchase agreement for the purchase of advanced imaging equipment and multi-service medical facilities in prime Central district in Hong Kong (the "Acquisition").

The purchased imaging machinery and medical facilities included MRI, CT Scan, ultrasound, digital 3D mammogram, X-ray, bone dexta scan and other medical imaging and laboratory devices. The Acquisition will consolidate and uplift the service capability and quality of service in the diagnostic imaging and laboratory business and strengthen the Group's customer base, creating a synergistic contribution to the overall healthcare business. Besides the advanced imaging assets, the Acquisition also includes state-of-the-art medical facilities suitable for, amongst others, operating day-surgeries, preventive health check-ups, general and specialist consultations and vaccinations.

### (ii) 醫學影像及化驗服務

於回顧年度，醫學影像及化驗服務的收入由2021財政年度約113.0百萬港元顯著增長30.4%至2022財政年度約147.3百萬港元（分部間抵銷前），其經營利潤則由2021財政年度約21.6百萬港元略增2.9%至2022財政年度約22.3百萬港元。收入及經營利潤的增長主要源於2022財政年度內體檢以及影像及化驗服務的需求持續增加，以及若干綜合影像服務中心的提升。

本集團正積極尋求擴張機會，務求鞏固業務根基，並擴大先進醫療影像及其他輔助醫療服務的業務。

透過過去數年在影像及化驗業務的投資及發展，本集團的臨床醫療影像及化驗服務已成為主要增長動力之一。

於2022年5月，本集團訂立一項資產購買協議，購買位於香港中環黃金地段的先進影像設備及多功能醫療設施（「收購事項」）。

購入的影像設備及醫療設施包括用於磁力共振成像、電腦斷層掃描、超聲波、3D數碼乳房造影、X光、骨密度掃描以及其他醫學影像及化驗儀器。收購事項將鞏固及提升診斷影像及化驗業務的服務能力和質素，鞏固本集團的客戶基礎，並為整體醫療保健業務創造協同效益。除了先進影像資產，收購事項亦涵蓋適用於（其中包括）進行日間手術、預防性體檢、全科及專科醫療諮詢以及疫苗接種的先進醫療設施。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

This newly-purchased imaging and multi-service medical facilities, together with the Group's existing multi-service medical centres in Central, means that the Group now operates and possesses one of the largest multi-service medical facilities resources in Central with total gross floor areas of approximately 70,000 square feet. Such facilities will empower the Group to deliver all-rounded efficient medical and healthcare services to our customers. The Acquisition will enhance the Group's long-term development and strengthen the Group's competitiveness in the healthcare industry.

Due to the increasing health awareness and high demand for healthcare services by an ageing population in Hong Kong, the Board believes that the demand for advanced medical imaging services and other ancillary medical services are increasing with enormous potential and will become one of the key revenue contributors to the Group. Leveraging our scales of clinical medical imaging and laboratory service, we have the privilege of attracting and retaining more radiologists and relevant services teams to provide efficient and high-quality services. The Board believes that strong professional medical team and extended service scale will strengthen our market position in the clinical imaging and laboratory business.

Our ProCare Medical Imaging and Laboratory Centre ("ProCare Lab"), an indirect wholly-owned subsidiary of the Group, was recognised by the Hong Kong Laboratory Accreditation Scheme (HOKLAS) under the Hong Kong Government's Innovation and Technology Commission on 1 June this year. This is testament to our capability to provide international service standard and technical requirements. With this certification, the Group is now eligible to take part in the bidding of medical laboratory services tenders of the Hong Kong government, including testing of infectious diseases, clinical microbiology, and haematology. As a result of this qualification, it is also expected that the Group would become one of the favourable service providers to a wide range of corporate clients.

上述新購入之影像及多功能醫療設施，加上本集團位於中環之現有多功能醫療中心，意味著本集團現在於中環經營並擁有區內最大的多功能醫療設施資源之一，總樓面面積達約70,000平方呎。有關設施將讓本集團能夠為客戶提供全方位之高效醫療保健服務。收購事項將促進本集團的長遠發展，並增強本集團於醫療保健行業的競爭力。

由於大眾的健康意識提高以及香港人口老化對醫療服務的需求殷切，董事會相信，先進醫學影像服務及其他輔助醫療服務面對的需求持續增長，潛力巨大，並將成為本集團的主要收入貢獻來源之一。憑藉自身的臨床醫療影像及化驗服務的規模，我們具備吸納並留住更多放射科醫生及相關服務團隊之優勢，從而提供高效及優質服務。董事會相信，強大的專業醫療團隊以及擴展後的服務規模將鞏固我們在臨床影像及化驗業務的市場地位。

本集團之間接全資附屬公司普康醫學影像及化驗中心（「普康化驗中心」）剛於今年6月1日獲香港政府創新科技署的香港實驗所認可計劃(HOKLAS)發出認可資格。該認可資格標誌我們已達到國際服務標準及符合技術要求的實力。獲得認可資格後，本集團現已具備參與香港政府的相關醫務化驗所服務的投標項目之資格，包括傳染病、臨床微生物學、血液學等測試，並可望憑藉此項認可資格而成為更多企業客戶優先選用的服務承辦商之一。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Mainland China Clinical Healthcare Services

Revenue for this business line has increased by 1.9% from HK\$36.9 million to HK\$37.6 million (before inter-segment elimination) primarily due to the increase in the average spend per visit, while our operating result has improved from operating loss (operating loss before tax and before non-recurring items) of HK\$13.9 million to operating profit (operating profit before tax and before non-recurring items) of HK\$1.5 million.

Medical service teams in Mainland China principally provide healthcare check-up services and selected outpatient family medical services mainly in Beijing and Shanghai. Driven by a massive demand for quality healthcare services in Mainland China, the performance of the Mainland China clinical healthcare business maintained momentum and reported an encouraging growing result in the second half of 2021. Although they were affected by the outbreak of the Omicron variants in Mainland China during the first half of 2022, especially in Shanghai, where the city was on lockdown for about three months and brought operating pressure to our healthcare business, we are pleased to see that the spread of Omicron variants has been under control and city-wide restrictions ended in June 2022. Many businesses reopened and began to operate in June 2022. And our healthcare business in Shanghai resumed in June 2022 and have made contributions to the Group.

### 中國內地臨床醫療保健服務

來自此業務線的收入(分部間抵銷前)由36.9百萬港元增加1.9%至37.6百萬港元，乃主要由於次均診費增加，而我們的經營業績則由經營虧損(除稅前及除非經常性項目前經營虧損)13.9百萬港元改善至經營利潤(除稅前及除非經常性項目前經營利潤)1.5百萬港元。

中國內地的醫療服務團隊主要在北京和上海提供醫療保健體檢服務及選定門診家庭醫療服務。目前中國內地對優質醫療保健服務有龐大需求，推動中國內地臨床醫療保健業務表現保持發展動力，並於2021年下半年取得令人鼓舞的增長佳績。儘管於2022年上半年受到Omicron變種病毒在中國內地爆發所影響，特別是上海實行約3個月的封控，為旗下的醫療保健業務帶來經營壓力。我們喜見Omicron變種病毒的疫情受控，全市封控亦已於2022年6月結束。不少業務於2022年6月重啟並開始營運。而我們在上海的醫療保健業務已於2022年6月復業，並為本集團作出貢獻。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Repositioning of our Business Development in Greater Bay Areas of Mainland China

By engaging with medical professionals through education and hands-on practice, during the past few years, we have invested in developing the revered General Practice Oriented Learning and Development (“GOLD™”) Training Programme and the innovative public-private-partnership (“PPP”) medical centres with a focus in the GBA. GOLD™ Training Programme provided multi-level, evidence-based practical training for GPs in Mainland China. The excellence of the programme can be validated by the accreditation by the Royal College of General Practitioners, and was quickly recognised by Chinese local municipal governments. Together with the following GOLD™-EN Training Programme for nurses, this emerging business (the “Emerging Business”) provided a sturdy foundation for our business development in Mainland China.

However, over the years of developing the healthcare industry in Mainland China, during the year under review, the Emerging Business was still at the investment stage of building business momentum; hence, it required a more extended period of time to generate meaningful revenue and operating profit. Investment in the Emerging Business was expected to continue to bring pressure to the profitability of the Group, while such business continues to require significant capital to grow. Therefore, the Board of Directors, after due consideration, decided to sell the controlling stake of the Emerging Business (the “Reorganisation”) to Chow Tai Fook Enterprises Limited (“CTFE,” a substantial shareholder of the Company) in December 2021.

### 中國內地大灣區業務發展定位調整

通過為醫療專業人員提供教育及實踐機會，在過去數年，我們以大灣區作為策略重心，投資並制定備受推崇的GOLD™金牌社區醫療培訓課程（「GOLD™金牌」）培訓課程和創新的公私營合作夥伴（「PPP」）模式下的醫務中心。GOLD™金牌培訓課程為中國內地的全科醫生提供多層次的循證實務培訓。該課程獲得英國皇家全科醫師學會認證，並迅速得到中國地方市政府的認可，足證其優秀之處。再加上GOLD™-EN金牌護士培訓課程，此新興業務（「新興業務」）為我們於中國內地的業務發展提供穩固基礎。

然而，在中國內地發展醫療保健行業多年後，新興業務於回顧年度仍處於匯聚業務動力之投資階段，因此仍需要一段更長時間方能產生具意義之收入及經營利潤。對新興業務之投資預計將繼續為本集團的盈利能力帶來壓力，而該業務將繼續需要大量資金以推動增長。因此，董事會經全盤考慮後，決定於2021年12月出售新興業務的控股權（「重組」）予周大福企業有限公司（「周大福企業」，本公司之主要股東）。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Immediately upon completion of the Reorganisation, the Group's shareholding in UMP Healthcare China Limited decreased from 80% to 25%, and the Group ceased control over UMP Healthcare China Limited. As a result, UMP Healthcare China Limited and its subsidiaries have become the associates of the Group. Please refer to the announcement dated 22 December 2021 for further details.

Prior to the completion of Reorganisation, revenue for this business line has decreased by 4.8% from HK\$6.4 million to HK\$6.1 million (before inter-segment elimination) due to half year effect in income from our training business and online medical services from June 2021 to December 2021, while the operating loss (operating loss before tax and before non-recurring items) has decreased by 63.6% from HK\$39.0 million to HK\$14.2 million.

The Reorganisation will enable the Group to focus more on its core business of corporate healthcare solutions and clinical services in Hong Kong and Macau, which has been operating optimally and generating strong cash flows, and will enable the Group to continue maintaining a significant strategic stake in the Emerging Business. As at 30 June 2022, the Group still maintained certain significant interests through its associated company.

緊接重組完成後，本集團在聯合醫務中國有限公司的持股比例從80%降至25%而本集團不再控制聯合醫務中國有限公司。因此，聯合醫務中國有限公司及其附屬公司已成為本集團的聯營公司。進一步詳情請參閱日期為2021年12月22日的公告。

於重組完成前，此項業務的收入因培訓業務及網上醫療服務於2021年6月至2021年12月之收入(分部間抵銷前)的半年影響而由6.4百萬港元減少4.8%至6.1百萬港元，而經營虧損(除稅前及除非經常性項目前經營虧損)則由39.0百萬港元減少63.6%至14.2百萬港元。

重組將可讓本集團更專注於在香港及澳門一直運作良好並產生強勁現金流之企業醫療保健解決方案及臨床服務之核心業務，亦可讓本集團繼續保持在新興業務之重要策略股權。截至2022年6月30日，本集團仍透過聯營公司保持一定的重要股權。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The following table sets out the revenue and operating profit for our business lines for FY2022 and FY2021 for comparison:

下表載列我們於2022財政年度及2021財政年度的業務線收入及經營利潤以供比較：

Revenue by business lines

按業務線劃分的收入

		Year ended 30 June 截至6月30日止年度			
		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	Increase/(decrease) 增加/(減少) HK\$'000 千港元	% 百分比
<b>Continuing operations:</b>	<b>持續經營業務：</b>				
<i>Hong Kong &amp; Macau:</i>	<i>香港及澳門：</i>				
Corporate Healthcare Solution Services	企業醫療保健解決方案服務	236,976	232,367	4,609	2.0%
Clinical Healthcare Services	臨床醫療保健服務	500,419	449,346	51,073	11.4%
<i>Mainland China:</i>	<i>中國內地：</i>				
Clinical Healthcare Services	臨床醫療保健服務	37,589	36,889	700	1.9%
<b>Total revenue from continuing operations before elimination of inter-service units sales</b>	<b>業務線間的銷售抵銷前的持續經營業務收入合計</b>	<b>774,984</b>	<b>718,602</b>	<b>56,382</b>	<b>7.8%</b>
<i>Reconciliation:</i>	<i>調節：</i>				
Elimination of inter-business lines sales	業務線間銷售抵銷	(109,125)	(102,241)	(6,884)	6.7%
<b>Total revenue from continuing operations</b>	<b>來自持續經營業務的總收入</b>	<b>665,859</b>	<b>616,361</b>	<b>49,498</b>	<b>8.0%</b>
<b>Discontinued operation</b>	<b>已終止經營業務</b>	<b>6,099</b>	<b>6,404</b>	<b>(305)</b>	<b>(4.8%)</b>
<b>TOTAL REVENUE</b>	<b>總收入</b>	<b>671,958</b>	<b>622,765</b>	<b>49,193</b>	<b>7.9%</b>

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Operating profit by business lines

按業務線劃分的經營利潤

		Year ended 30 June 截至6月30日止年度			
		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	Increase/(decrease) 增加/(減少)	
				HK\$'000 千港元	% 百分比
<b>Continuing operations:</b>	<b>持續經營業務：</b>				
<i>Hong Kong &amp; Macau:</i>	<i>香港及澳門：</i>				
Corporate Healthcare Solution Services	企業醫療保健解決 方案服務	<b>35,284</b>	57,690	(22,406)	(38.8%)
Clinical Healthcare Services	臨床醫療保健服務	<b>68,602</b>	80,590	(11,988)	(14.9%)
<i>Mainland China:</i>	<i>中國內地：</i>				
Clinical Healthcare Services	臨床醫療保健服務	<b>1,534</b>	(13,904)	15,438	111.0%
<b>Total operating profit from continuing operations</b>	<b>來自持續經營業務的 總收入</b>	<b>105,420</b>	124,376	(18,956)	(15.2%)
<b>Discontinued operation</b>	<b>已終止經營業務</b>	<b>1,197</b>	(39,037)	40,234	103.1%
<b>TOTAL OPERATING RESULTS</b>	<b>總經營業績</b>	<b>106,617</b>	85,339	21,278	24.9%

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

*FY2022 compared to FY2021*

#### Revenue from continuing operations

During FY2022, we primarily generated revenue from (i) the provision of corporate healthcare solutions to Contract Customers in Hong Kong and Macau, (ii) the provision of clinical healthcare services to Self-paid Patients in Hong Kong and Macau and (iii) the provision of clinical healthcare services in Mainland China.

Total consolidated revenue from continuing operations increased by 8.0% from HK\$616.4 million in FY2021 to 665.9 million in FY2022, primarily due to strong growth in our imaging and specialist lines of business and health assessments performed, which enjoy relatively higher margin.

#### Provision of corporate healthcare solution services to Contract Customers in Hong Kong and Macau

Revenue from the provision of corporate healthcare solution services to Contract Customers in Hong Kong and Macau (after inter-segment elimination) increased by 1.8% from HK\$231.1 million in FY2021 to HK\$235.2 million in FY2022.

Our corporate healthcare solutions services revenue model falls under two main categories, those subject to capitation plans, and those charged on a fee-for-service basis. Total registered members under capitation schemes decreased by approximately 5.0% during FY2022 reflecting a cut-back in insured members and employees, an underlying impact of COVID-19 as certain sectors such as travel, hospitality and retail being hit hard.

With this backdrop, patient visit count was up 0.2% while average spend per visit had also increased.

### 財務回顧

*2022財政年度與2021財政年度比較*

#### 來自持續經營業務的收入

於2022財政年度，我們的收入主要來自(i)於香港及澳門向合約客戶提供企業醫療保健解決方案；(ii)於香港及澳門向自費患者提供臨床醫療保健服務及(iii)於中國內地提供臨床醫療保健服務。

來自持續經營業務的總綜合收入由2021財政年度的616.4百萬港元增加8.0%至2022財政年度的665.9百萬港元，乃主要由於我們的醫學影像及專科業務線以及健康評估的強勁增長而有關業務的利潤率較高。

#### 於香港及澳門向合約客戶提供企業醫療保健解決方案服務

來自於香港及澳門向合約客戶提供企業醫療保健解決方案服務的收入(分部間抵銷後)由2021財政年度的231.1百萬港元增加1.8%至2022財政年度的235.2百萬港元。

我們的企業醫療保健解決方案服務的收入模式主要分為兩類，一類是按人數承包計劃，另一類是按服務收費。在2022財政年度，按人數承包計劃下的登記成員總數減少約5.0%，反映了受保成員和僱員的減少，以及旅遊、酒店和零售業等行業受到新型冠狀肺炎疫情嚴重衝擊的影響。

面對此經營環境，患者就診人次上升0.2%，而次均診費亦有所增加。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Provision of clinical healthcare services in Hong Kong and Macau

Revenue from the provision of clinical healthcare services in Hong Kong and Macau (after inter-segment elimination) increased by 12.8% from HK\$348.4 million in FY2021 to HK\$393.1 million in FY2022.

This revenue growth in our clinical healthcare services was mainly attributable to strong growth in our specialist lines of business, health assessments performed and medical imaging and laboratory services which enjoy relatively higher margin.

Revenue from the provision of medical imaging and laboratory services in Hong Kong and Macau (after inter-segment elimination) significantly increased by 33.8% from approximately HK\$88.9 million in FY2021 to approximately HK\$118.9 million in FY2022. The increase in revenue is mainly attributable to continuing increase in demand of body health check and imaging and laboratory services and the ramp up of certain integrated imaging service centres during FY2022.

### Mainland China Healthcare Services

Revenue contribution from Mainland China Clinical Healthcare Services increased by 1.9% from HK\$36.9 million in FY2021 to HK\$37.6 million in FY2022, primarily due to an increase in average spend per visit.

### Professional Services Expenses

Professional services expenses primarily comprise fees paid to Doctors, Dentists and Auxiliary Services Providers for Medical Services, Dental Services, medical imaging and laboratory services and Auxiliary Services rendered within the UMP Network, as well as fees paid to third party laboratories and medical imaging centres for services rendered to the Group.

Professional services expenses increased by 9.4% from HK\$217.5 million for FY2021 to HK\$238.0 million for FY2022, in line with the nature of the services provided and turnover growth during the year.

### 於香港及澳門提供臨床醫療保健服務

於香港及澳門提供臨床醫療保健服務的收入(分部間抵銷後)由2021財政年度的348.4百萬港元增加12.8%至2022財政年度的393.1百萬港元。

我們的臨床醫療保健服務的收入增長主要是由於我們的專科業務線、健康評估以及醫學影像及化驗服務的強勁增長而有關業務的利潤率較高。

香港及澳門醫學影像及化驗服務的收入(分部間抵銷後)自2021財政年度約88.9百萬港元顯著增加33.8%至2022財政年度約118.9百萬港元。收入增加主要是由於在2022財政年度內體檢以及影像及化驗服務的需求持續增加，以及若干綜合影像服務中心的提升。

### 中國內地臨床醫療保健服務

來自中國內地臨床醫療保健服務的收入貢獻由2021財政年度的36.9百萬港元增加1.9%至2022財政年度的37.6百萬港元，乃主要由於次均診費增加。

### 專業服務費用

專業服務費用主要包括就醫生、牙醫及輔助服務提供者於UMP網絡內提供的醫療服務、牙科服務、醫學影像及化驗服務以及輔助服務而向其支付的費用，以及就第三方化驗及醫學影像中心向本集團提供的服務而向其支付的費用。

專業服務費用由2021財政年度的217.5百萬港元增加9.4%至2022財政年度的238.0百萬港元，與本年度內所提供服務的性質及營業額增長相符。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Employee Benefit Expense

Employee benefit expense primarily comprise salaries and related costs, equity-settled share-based payment expense, as well as pension scheme contributions for nurses and administrative personnel, and also include those of the Directors and key management personnel.

Employee benefit expense increased by 29.9% from HK\$126.8 million for FY2021 to HK\$164.7 million for FY2022. The increase in employee benefit expense reflects the Group's talent strategy as we continue to increase the talent pool in preparation for the next phase of our development. While the employee benefit expense is not a direct variable cost, its increase is in line with business growth.

### Property Rental and Related Expenses

Property rental and related expenses increased by 7.8% from HK\$10.3 million for FY2021 to HK\$11.1 million for FY2022, which is in line with business growth.

### Other Expenses, Net

Other expenses, net primarily comprise provision for and reversals of impairment of goodwill, prepayments, other receivables and other assets and general overhead expenses such as utilities, operating and other administrative expenses such as professional fees, repair and maintenance expenses incurred with respect to the Group's offices and medical equipment, printing expenses and bank charges.

Other expenses, net, decreased by 11.7% from approximately HK\$74.5 million for FY2021 to HK\$65.8 million for FY2022, primarily due to the impairment of goodwill of HK\$20.0 million in FY2021, which did not incur in FY2022.

### 僱員福利開支

僱員福利開支主要包括護士及行政人員以及董事及主要管理人員的薪金及相關成本、以權益結算的股份支付開支以及退休金計劃供款。

僱員福利開支由2021財政年度的126.8百萬港元增加29.9%至2022財政年度的164.7百萬港元。僱員福利開支增加反映本集團的人才策略，因為我們繼續壯大人才庫，為下一階段的發展作好準備。僱員福利開支並非直接的可變成本，其增加與業務增長一致。

### 物業租金及相關開支

物業租金及相關開支由2021財政年度的10.3百萬港元增加7.8%至2022財政年度的11.1百萬港元，與業務增長一致。

### 其他開支淨額

其他開支淨額主要包括有關商譽、預付款項、其他應收款項及其他資產之減值撥備及撥回以及日常開銷，例如水電、經營及其他行政開支（例如專業費用、與本集團辦公室及醫療設備相關的維修及保養開支、印刷費及銀行收費）。

其他開支淨額由2021財政年度約74.5百萬港元減少11.7%至2022財政年度的65.8百萬港元，主要由於2022財政年度並無出現2021財政年度的20.0百萬港元商譽減值。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Summary of operational data for FY2022 with comparative figures for FY2021:

2022財政年度的經營數據與2021財政年度的比較數據概要：

### Revenue by operating segment from continuing operations

來自持續經營業務的按經營分部劃分的收入

		Year ended 30 June		
		截至6月30日止年度		
		2022	2021	Increase/
		2022年	2021年	(decrease)
		HK\$'000	HK\$'000	增加/
		千港元	千港元	(減少)
<b>Provision of corporate healthcare solution services in Hong Kong and Macau</b>	於香港及澳門提供企業醫療保健解決方案服務	<b>235,212</b>	231,104	1.8%
Medical	醫療	<b>216,138</b>	209,418	3.2%
Dental	牙科	<b>19,074</b>	21,686	(12.0%)
<b>Provision of clinical healthcare services in Hong Kong and Macau</b>	於香港及澳門提供臨床醫療保健服務	<b>393,058</b>	348,368	12.8%
Medical	醫療	<b>218,544</b>	204,052	7.1%
Medical imaging and laboratory services	醫學影像及化驗服務	<b>118,891</b>	88,889	33.8%
Dental	牙科	<b>55,623</b>	55,427	0.4%
<b>Mainland China Clinical Healthcare Services</b>	中國內地臨床醫療保健服務	<b>37,589</b>	36,889	1.9%
<b>TOTAL</b>	<b>合計</b>	<b>665,859</b>	616,361	8.0%



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Number of visits by operating segment from continuing operations

來自持續經營業務的按經營分部劃分的  
就診次數

		Year ended 30 June 截至6月30日止年度		Increase/ (decrease)
		2022 2022年	2021 2021年	增加/ (減少)
<b>Provision of corporate healthcare solution services in Hong Kong and Macau</b>	於香港及澳門提供企業醫療保健解決方案服務	<b>849,405</b>	848,024	0.2%
Medical	醫療	<b>824,315</b>	820,648	0.4%
Dental	牙科	<b>25,090</b>	27,376	(8.4%)
<b>Provision of clinical healthcare services in Hong Kong and Macau</b>	於香港及澳門提供臨床醫療保健服務	<b>255,609</b>	245,620	4.1%
Medical	醫療	<b>154,751</b>	153,327	0.9%
Medical imaging and laboratory services	醫學影像及化驗服務	<b>70,526</b>	62,853	12.2%
Dental	牙科	<b>30,332</b>	29,440	3.0%
<b>Mainland China Clinical Healthcare Services</b>	中國內地臨床醫療保健服務	<b>28,640</b>	31,021	(7.7%)
<b>TOTAL</b>	<b>合計</b>	<b>1,133,654</b>	1,124,665	0.8%



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### KEY FINANCIAL POSITION ITEMS

#### Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term.

In May and June 2022, our Group entered a new lease with landlord to rent six floors of space in One Chinachem Central for our integrated imaging centre and multi-service medical centre over a lease term of 4 years. It accounted for as new addition of right-of-use assets. As at 30 June 2022, the Group's right-of-use assets amounted to HK\$136.0 million (30 June 2021: HK\$73.7 million).

#### Goodwill

Goodwill primarily represents the excess of the aggregate of the consideration over the fair value of the identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

As at 30 June 2022 the Group's goodwill amounted to HK\$164.8 million (30 June 2021: HK\$164.8 million).

#### Investments at fair value through other comprehensive income, financial assets at fair value through profit or loss and financial assets at amortised cost

Investments at fair value through other comprehensive income, financial assets at fair value through profit or loss and financial assets at amortised cost primarily represent unlisted equity investments at fair value, listed equity and debt investments at fair value and investment funds. Certain equity investments are designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

### 主要財務狀況項目

#### 使用權資產

使用權資產按成本減去任何累計折舊和任何減值虧損後的金額計量，並就租賃負債的任何重新計量進行調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本以及在開始日期或之前已作出的租賃付款減已收到的任何租賃優惠。已確認的使用權資產以直線法按估計可使用年期和租期之較短者計提折舊。

於2022年5月及6月，本集團與業主訂立新租約以租用中環華懋中心I期中的六層空間，用作經營我們的綜合影像中心及多功能醫務中心，租期為4年。其已作為新增使用權資產入賬。於2022年6月30日，本集團的使用權資產為136.0百萬港元（2021年6月30日：73.7百萬港元）。

#### 商譽

商譽主要指總代價超出所收購可識別資產及所承擔負債公允價值的部分。初始確認後，商譽按照成本減任何累計減值虧損計量。

於2022年6月30日，本集團的商譽為164.8百萬港元（2021年6月30日：164.8百萬港元）。

#### 按公允價值計入其他全面收入的投資、按公允價值計入損益的金融資產及按攤銷成本計量的金融資產

按公允價值計入其他全面收入的投資、按公允價值計入損益的金融資產及按攤銷成本計量的金融資產主要代表按公允價值計量的非上市股本投資、按公允價值計量的上市股本及債務投資及投資基金。若干股本投資已指定為按公允價值計入其他全面收入，原因為本集團認為有關投資屬策略性質。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

As at 30 June 2022, the Group's investments at fair value through other comprehensive income, financial assets at fair value through profit or loss and financial assets at amortised cost amounted to HK\$31.5 million, HK\$28.5 million and HK\$18.9 million (30 June 2021: HK\$23.6 million, HK\$27.1 million and HK\$33.1 million), respectively. The increase of investments at fair value through other comprehensive income is primarily due to changes in fair value. The decrease of financial assets at amortised cost is due to its redemption and recognition of expected credit loss.

於2022年6月30日，本集團的按公允價值計入其他全面收入的投資、按公允價值計入損益的金融資產及按攤銷成本計量的金融資產分別為31.5百萬港元、28.5百萬港元及18.9百萬港元（2021年6月30日：23.6百萬港元、27.1百萬港元及33.1百萬港元）。按公允價值計入其他全面收入的投資增加主要是由於公允價值變動。按攤銷成本計量的金融資產減值是由於其贖回及確認預期信貸虧損。

## LIQUIDITY AND FINANCIAL RESOURCES

## 流動資金及財務資源

		As at 30 June 於6月30日	
		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Current Assets	流動資產	432,816	493,372
Current Liabilities	流動負債	194,480	222,760
Net Current Assets	流動資產淨值	238,336	270,612
Current Ratio	流動比率	2.23	2.21

The Group's current ratio was 2.23 as at 30 June 2022 (30 June 2021: 2.21), reflecting a strong liquidity in its financial position. Working capital position of the Group remains strong.

於2022年6月30日，本集團的流動比率為2.23（2021年6月30日：2.21），反映其財務狀況的強大流動性。本集團的營運資金狀況仍然強勁。

The Group has historically funded its operations primarily by cash generated from operating activities. Upon the listing of the shares of the Company on the Stock Exchange, the Group intended to satisfy its liquidity requirements using a combination of cash generated from operating activities, net proceeds from the Global Offering and the net considerations received from the series of transactions. As of 30 June 2022, the Group had cash and cash equivalents of HK\$235.7 million.

本集團過往主要透過經營活動所得現金支持其業務營運。本公司股份於聯交所上市後，本集團擬動用經營活動所得現金、全球發售所得款項淨額及一連串交易已收代價淨額來滿足其流動資金需求。於2022年6月30日，本集團的現金及現金等價物為235.7百萬港元。

As of the date of this report, the Group did not have any bank borrowings or outstanding bank loans and did not enter into any bank loan facilities.

截至本報告日期，本集團並無任何銀行借款或未償還銀行貸款，亦無訂立任何銀行貸款融資。

## GEARING RATIO

As at 30 June 2022, the Group had no net debt. The Group's gearing ratio was zero as at 30 June 2022.

## 資本負債比率

於2022年6月30日，本集團並無淨債務。於2022年6月30日，本集團的資本負債比率為零。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CAPITAL STRUCTURE

#### Issue of unlisted warrants

The Company entered into a subscription agreement with Zheng He and LAW Siu Wah, Eddie, the ultimate beneficial owner and ultimate controller of Zheng He on 24 October 2018.

Details regarding the issue of unlisted warrants were already set out in the Company's announcements dated 27 July 2018, 30 August 2018, and 6 December 2018, and in the Company's circular dated 29 October 2018. On 6 December 2018, the Company issued an aggregate of 110,411,000 Warrants to three (3) Zheng He Parties as nominated by Zheng He, entitling them to subscribe for up to an aggregate of 110,411,000 Warrant Shares at HK\$2.06 per Warrant Share in accordance with the terms and conditions of the Warrant Instrument. During FY2019, 36,803,667 Warrants were vested and the remaining 73,607,333 unvested and unexercised Warrants lapsed on 14 November 2019. The subscription price of 36,803,667 Warrants were adjusted due to the distribution of the interim and/or final dividends during each of the financial years 2019, 2020 and 2021 which resulted in the adjustment of the subscription price of the issued unlisted warrants of the Company from HK\$2.06 to HK\$1.9382 as at 30 June 2021 in accordance with the Warrant Instrument. During FY2022, the remaining 36,803,667 unexercised warrants lapsed on 5 June 2022. As at 30 June 2022, there was no unexercised warrants outstanding.

There has been no change in the capital structure of the Company during the year ended 30 June 2022. The capital of the Company comprises ordinary shares and other reserves.

### SIGNIFICANT INVESTMENTS HELD

Save for the Investments at fair value through other comprehensive income, financial assets at fair value through profit or loss and financial assets at amortised cost held by the Group, as elaborated in further details in the section headed "FINANCIAL REVIEW" of this annual report, the Group did not hold any significant investment as at 30 June 2022.

### 資本結構

#### 發行非上市認股權證

於2018年10月24日，本公司與鄭和及羅肇華（鄭和的最終實益擁有人及最終控制人）訂立認購協議。

有關發行非上市認股權證的詳情載於日期為2018年7月27日、2018年8月30日及2018年12月6日的本公司公告，以及日期為2018年10月29日的本公司通函。於2018年12月6日，本公司已向鄭和提名的三(3)名鄭和一方發行合共110,411,000份認股權證，據此彼等有權根據認股權證文據的條款及條件，按每股認股權證股份2.06港元認購最多合共110,411,000股認股權證股份。於2019財政年度，36,803,667份認股權證已歸屬，而其餘73,607,333份認股權證為未歸屬及未行使，並已於2019年11月14日失效。36,803,667份認股權證的認購價已因為2019、2020及2021各財政年度內分派中期及／或末期股息而調整，令本公司已發行非上市認股權證之認購價根據認股權證文據由2.06港元調整至2021年6月30日之1.9382港元。於2022財政年度，其餘36,803,667份未行使認股權證已於2022年6月5日失效。於2022年6月30日，並無未行使認股權證為發行在外。

截至2022年6月30日止年度，本公司的資本結構並無變動。本公司的資本包括普通股及其他儲備。

### 持有的重大投資

除本集團持有的按公允價值計入其他全面收入的投資、按公允價值計入損益的金融資產及按攤銷成本計量的金融資產（詳見本報告「財務回顧」一節）外，本集團於2022年6月30日並無持有任何重大投資。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES AND ASSOCIATES

On 31 December 2021, 55% shareholding of UMP Healthcare China Limited, the then indirect non-wholly owned subsidiary of the Company, was disposed of at a consideration of HK\$22 million. Upon the completion of the Reorganisation, the Group's shareholding in UMP Healthcare China Limited decreased from 80% to 25% and the Group ceased control over UMP Healthcare China Limited. As a result, UMP Healthcare China Limited and its subsidiaries have become the associates of the Group. A resulting gain on disposal of HK\$15.4 million was recognised in profit or loss during the year.

Subsequent to the Reorganisation, there was a further deemed disposal of 11.5% interest in UMP Healthcare China Limited. A gain on disposal of HK\$14.8 million was recognised as a result of the subsequent equity dilution in March 2022.

Save as disclosed in this report, there was no material acquisition or disposal of subsidiaries undertaken by the Group during FY2022.

### FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this report, the Group did not have any specific future plan for material investments or capital assets as of 30 June 2022.

### CAPITAL EXPENDITURE

The capital expenditure during the year was primarily related to deposits paid for and expenditures on additions of property, plant and equipment for the Group's medical, dental, medical imaging and laboratory and Auxiliary Services centres. For FY2022, the Group incurred capital expenditure in an aggregate amount of approximately HK\$84.5 million (FY2021: HK\$32.3 million).

### 重大收購或出售附屬公司及聯營公司

於2021年12月31日，本公司當時之間接非全資附屬公司聯合醫務中國有限公司的55%股權以22百萬港元的代價出售。重組完成後，本集團在聯合醫務中國有限公司的持股比例從80%降至25%而本集團不再控制聯合醫務中國有限公司。因此，聯合醫務中國有限公司及其附屬公司已成為本集團的聯營公司。出售產生的15.4百萬港元收益已於本期間的損益確認。

重組後有視作出售聯合醫務中國有限公司之11.5%權益。14.8百萬港元出售收益已因為於2022年3月之其後股權攤薄而確認。

除本報告披露者外，本集團於2022財政年度並無重大收購或出售附屬公司。

### 重大投資或資本資產的未來計劃

除本報告所披露者外，本集團於2022年6月30日並無任何重大投資或資本資產的具體未來計劃。

### 資本開支

年內資本開支主要涉及為本集團的醫療、牙科、醫學影像及化驗服務及輔助服務中心添置物業、廠房及設備所支付的保證金及開支。於2022財政年度，本集團產生資本開支合共約84.5百萬港元（2021財政年度：32.3百萬港元）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### INDEBTEDNESS

#### Contingent Liabilities

As at 30 June 2022, the Group did not have any material contingent liabilities.

#### Capital Commitment

As at 30 June 2022, the Group has material capital commitments of approximately HK\$22.4 million in relation to the acquisition of property, plant and equipment.

### TREASURY MANAGEMENT

The Group employs a conservative approach to cash management and risk control. To achieve better risk control and efficient fund management, the Group's treasury activities are centralised.

During FY2022, the Group's receipts were mainly denominated in Hong Kong dollars and Renminbi. Payments were mainly made in Hong Kong dollars and Renminbi. Cash was generally placed in short-term deposits denominated in Hong Kong dollars.

The objective of the Group's treasury policies is to minimise risks and exposures due to the fluctuations in foreign currency exchange rates and interest rates. The Group does not have any significant interest rate risk at present as the interest rates currently remain at low level.

### RISK MANAGEMENT

#### Foreign Currency Risk

During the reporting period, the Group undertook certain transactions in foreign currencies, which exposed the Group to foreign currency risk, primarily relating to the Renminbi against Hong Kong dollars.

The Group did not use any derivative contracts to hedge against its exposure to currency risk. The management manages the currency risk by closely monitoring the movement of the foreign currency rates and will consider hedging against significant foreign exchange exposure when the need arises.

### 債務

#### 或有負債

於2022年6月30日，本集團並無任何重大或有負債。

#### 資本承擔

於2022年6月30日，本集團有關於購置物業、廠房及設備的重大資本承擔約22.4百萬港元。

### 庫務管理

本集團在現金管理及風險控制方面以審慎穩健為先。為了實現最佳的風險控制及有效的資金管理，本集團集中進行庫務活動。

在2022財政年度，本集團的收款主要以港元及人民幣計值。付款主要以港元及人民幣作出。現金一般存作港元計值的短期存款。

本集團財務政策的目標是盡量減少因外幣匯率及利率波動而帶來的風險及敞口。由於目前利率仍處於低水平，本集團目前並無任何重大的利率風險。

### 風險管理

#### 外匯風險

於報告期內，本集團進行了若干外幣交易，令本集團承擔外匯風險，主要與人民幣兌港元有關。

本集團並無使用任何衍生工具合約來對沖其貨幣風險。管理層通過密切留意外幣匯率的走向管理貨幣風險，並在需要時會考慮對沖重大外匯風險。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Credit Risk

The credit risk of the Group's financial assets arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and concentrations of credit risk are managed by customer/counterparty.

### PLEDGE OF ASSETS

As at 30 June 2022, the Group has pledged certain deposits with an aggregate carrying amount of HK\$2.4 million (30 June 2021: HK\$1.9 million) in connection with a surety bond issued by a bank in favour of respective independent third parties for potential damages of Dental equipment and potential disruption of Medical Services, and a bank guarantee issued by a bank in favour of a landlord for leasing of a medical centre of the Group.

### EMPLOYEE AND REMUNERATION POLICY

As at 30 June 2022, the Group had a total of 449 full-time employees (30 June 2021: 519 full-time employees). For FY2022, the staff cost (including Directors' remuneration in the form of salaries and other benefits) was approximately HK\$164.7 million (FY2021: HK\$126.8 million).

The Group ensures that the pay levels of its employees are competitive and employees are rewarded on a performance related basis, together with reference to the profitability of the Group, prevailing remuneration benchmarks in the industry, and market conditions within the general framework of the Group's remuneration system.

### 信貸風險

本集團金融資產的信貸風險源自交易對手違約，最大風險相等於有關工具的賬面值。

本集團僅與認可及信譽可靠的第三方進行買賣。本集團之政策為所有有意按信貸條款進行買賣之客戶均須接受信貸審核程序。此外，本集團持續監控應收款項結餘，集中信貸風險由客戶／交易方管理。

### 資產抵押

於2022年6月30日，本集團已抵押若干賬面總值合共2.4百萬港元（2021年6月30日：1.9百萬港元）的存款，乃涉及由一間銀行就潛在牙科設備損壞及潛在醫療服務干擾而向有關獨立第三方發出的履約保證及由一間銀行就本集團租賃一間醫務中心向業主作出的銀行擔保。

### 僱員及薪酬政策

於2022年6月30日，本集團共有449名全職僱員（2021年6月30日：519名全職僱員）。於2022財政年度，員工成本（包括以薪金及其他福利形式發放的董事薪酬）約為164.7百萬港元（2021財政年度：126.8百萬港元）。

本集團確保其僱員的薪金水平具競爭力，僱員按工作表現基準獲得獎勵，且經參考本集團的盈利能力、行業內現行的薪酬基準以及本集團薪酬體系整體框架內的市場狀況。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Company adopted the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme, where eligible participants are entitled to subscribe for the ordinary shares in the Company for their past and potential contribution to the growth of the Group. As at 30 June 2022, 23,822,000 options under the Pre-IPO Share Option Scheme remained outstanding. Under the Pre-IPO Share Option Scheme, 3,186,000 options were lapsed and no share options have been exercised during FY2022. As at 30 June 2022, 26,310,000 options under the Post-IPO Share Option Scheme remained outstanding. Under the Post-IPO Share Option Scheme, 9,976,000 options were lapsed and no share options have been exercised during FY2022.

In addition, the Company has also adopted the Share Award Scheme on 30 June 2016 to provide an incentive and reward to selected participants for their contribution or potential contribution to the Group. During FY2022, no awarded shares have been granted under the Share Award Scheme, no awarded shares have been vested and 5,580,000 awarded shares were lapsed.

The remuneration of the Directors are reviewed by the Remuneration Committee and approved by the Board, according to the relevant Director's experience, responsibility, workload and the time devoted to the Group, the Company's operating results and comparable market statistics.

### FINAL DIVIDEND

The directors proposed the payment of a final dividend of HK3.00 cents per Share for FY2022 (FY2021: HK2.80 cents) and proposes that Shareholders be given the option to receive the proposed 2022 final dividend of HK3.00 cents per Share in new Shares in lieu of cash (the "Scrip Dividend Option"). The Scrip Dividend Option is subject to the approval of Shareholders at the forthcoming 2022 AGM and the Stock Exchange granting the listing of and permission to deal in the new Shares to be issued pursuant thereto. The proposed 2022 final dividend is expected to be distributed on Friday, 27 January 2023 to the Shareholders whose names appear on the Register of Members of the Company on Friday, 9 December 2022. A circular containing details of the Scrip Dividend Option will be despatched together with a form of election for scrip dividend in December 2022.

本公司已採納首次公開發售前購股權計劃及首次公開發售後購股權計劃，據此，合資格參與者因彼等過往及日後可能對本集團發展作出貢獻而有權認購本公司的普通股。於2022年6月30日，首次公開發售前購股權計劃下的23,822,000份購股權仍未行使。於2022財政年度，首次公開發售前購股權計劃下的3,186,000份購股權已失效而概無該計劃下的購股權獲行使。於2022年6月30日，首次公開發售後購股權計劃下的26,310,000份購股權仍未行使。於2022財政年度，首次公開發售後購股權計劃下的9,976,000份購股權已失效而概無該計劃下的購股權獲行使。

此外，本公司亦於2016年6月30日採納股份獎勵計劃，以就選定參與者過往及日後可能對本集團作出貢獻向彼等提供獎勵及回報。於2022財政年度，並無根據股份獎勵計劃授出獎勵股份，並無獎勵股份已經歸屬及5,580,000股獎勵股份已經失效。

董事薪酬由薪酬委員會檢討並由董事會批准，乃根據相關董事的經驗、職責、工作量及於本集團投放的時間、本公司的經營業績及可資比較市場數據決定。

### 末期股息

董事建議派發2022財政年度之末期股息為每股3.00港仙（2021財政年度：2.80港仙），並建議向股東提供以獲取新股份代替現金的方式收取建議2022年末期股息每股3.00港仙的選項（「以股代息選項」）。以股代息選項須待股東於應屆2022年股東週年大會上批准及聯交所批准據此將予發行的新股份上市及買賣後，方可作實。建議2022年末期股息預期於2023年1月27日（星期五）向於2022年12月9日（星期五）名列本公司股東名冊的股東派付。載有以股代息選項的詳情之通函連同以股代息選擇表格將於2022年12月寄發予股東。



# BIOGRAPHICAL DETAILS OF DIRECTORS

## 董事履歷

### BOARD OF DIRECTORS

#### Executive Directors

**Dr. SUN Yiu Kwong (“Dr. Sun”)**, aged 79, is a founding member of the Group and the Chairman and Chief Executive Officer of the Company. He was appointed as a Director on 23 April 2015 and re-designated as an executive Director on 29 August 2015. He is primarily responsible for the overall formulation, supervision and guidance of business strategies, planning and development of the Group. He is the Chairman of the Nomination Committee of the Company. Dr. Sun is also a director of various companies of the Group.

With over 45 years of experience in family medicine practice, Dr. Sun is a Founder Fellow of the Hong Kong College of Family Physicians. He is a Clinical Associate Professor (honorary) in Faculty of Medicine, Jockey Club School of Public Health and Primary Care, The Chinese University of Hong Kong and an Honorary Clinical Assistant Professor in Department of Family Medicine and Primary Care, The University of Hong Kong. Dr. Sun is one of the pioneer Hong Kong doctors to participate in the healthcare development and training of medical professionals in the PRC.

Dr. Sun is the father of Dr. Michael Sun and the father-in-law of Mr. Patrick Tsang, both of whom are executive Directors. He is the sole shareholder and a director of East Majestic Group Limited. He is also the sole shareholder and director of EM Team Limited.

He obtained a Bachelor of Medicine, Bachelor of Surgery from the University of Hong Kong in November 1967 and became a Fellow of the Hong Kong College of Family Physicians in September 1987 and a Fellow of the Hong Kong Academy of Medicine in the specialty of Family Medicine in December 1993. He was also registered as a specialist in Family Medicine in March 1998.

### 董事會

#### 執行董事

**孫耀江醫生 (「孫醫生」)**，79歲，為本集團創始人之一，並為本公司主席兼行政總裁；於2015年4月23日獲委任為董事，2015年8月29日獲調任為執行董事；主要負責制定、監督及指引本集團的整體業務策略、規劃及發展，並擔任本公司提名委員會主席。孫醫生亦為本集團多間公司的董事。

孫醫生擁有逾45年的家庭醫學服務經驗，為香港家庭醫學學院的創辦院士、香港中文大學醫學院賽馬會公共衛生及基層醫療學院名譽臨床副教授及香港大學家庭醫學及基層醫療學系名譽臨床助理教授。孫醫生是香港醫生中參與中國醫療保健業務發展及醫護人員培訓的領軍人物之一。

孫醫生為執行董事孫文堅醫生的父親及執行董事曾安業先生的岳父。彼為East Majestic Group Limited的唯一股東兼董事。彼亦為EM Team Limited的唯一股東兼董事。

孫醫生於1967年11月獲得香港大學內外全科醫學士學位，於1987年9月成為香港家庭醫學學院院士及於1993年12月成為香港醫學專科學院院士(家庭醫學)；亦於1998年3月註冊成為家庭醫學專科醫生。

## BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷

**Ms. KWOK Cheuk Kwan, Jacquen (“Ms. Kwok”)**, aged 54, is the Managing Director of the Company. She was appointed as a Director on 5 November 2014 and re-designated as an executive Director on 29 August 2015. She is responsible for the overall management and business development of the Group and initiating and leading business projects in collaboration with medical insurance companies and corporate customers. Ms. Kwok is also responsible for developing the management team with a view to enhancing operational efficiency and expanding the Group’s business activities. Ms. Kwok is one of the key members in establishing the administration arm of the Group. She has over 25 years of experience in health schemes management and providers network administration to support the healthcare plan’s implementation in the Group’s network. She is actively involved in developing the infrastructure of the Group such as information technology platforms and medical network facilities. In the recent years, Ms. Kwok is also leading and managing corporate development, merger and acquisition investments, and business expansion for the Group. Ms. Kwok is also a director of various companies of the Group.

Ms. Kwok obtained a Bachelor of Arts in International Business Studies (Hons) from the City University of Hong Kong in November 1991 and obtained a Bachelor of Laws from Peking University in July 1996. She also obtained a Master of Science in Management (Health Services Management) from the Hong Kong Polytechnic University in November 2003.

郭卓君女士（「郭女士」），54歲，為本公司董事總經理；於2014年11月5日獲委任為董事並於2015年8月29日獲調任為執行董事；負責本集團的整體管理及業務發展，並負責領導和推進與醫療保險公司及機構客戶合作業務項目及其運作。郭女士亦負責發展管理團隊，以提高經營效率，擴展本集團業務。郭女士為本集團管理部門的主要創始人之一，於保健計劃管理方面擁有逾25年的經驗，並為本集團醫療計劃的營運和醫務網絡的管理，提供管理支持。郭女士積極推動本集團基礎設施（例如資訊技術平台及醫療網絡設施）等發展。近年，郭女士亦帶領本集團企業發展，管理及參與本集團的併購投資，以及業務擴展。郭女士亦為本集團多間成員公司的董事。

郭女士於1991年11月獲得香港城市大學國際商業學榮譽文學士學位，於1996年7月獲得中國北京大學法學學士學位，亦於2003年11月獲得香港理工大學醫療服務管理學理學碩士學位。

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷

**Mr. TSANG On Yip, Patrick (“Mr. Patrick Tsang”)**, aged 51, was appointed as a Director on 18 August 2015 and re-designated as an executive Director on 29 August 2015. He is a member of the Remuneration Committee of the Company. Mr. Patrick Tsang is primarily responsible for providing strategic directions on co-operations with different business stakeholders in China and globally. He is the Chief Executive Officer and a director of CTFE. He is also a director of Healthcare Ventures Holdings Limited, a wholly owned subsidiary of CTFE and a substantial shareholder of the Company. Mr. Patrick Tsang has over 25 years of international capital markets experience, and was previously managing director, head of Asia Fixed Income Capital Markets at Deutsche Bank AG, Hong Kong Branch, where he worked from 2003 to 2012.

Mr. Patrick Tsang is an executive director of Melbourne Enterprises Limited (stock code: 158), the vice chairman and an executive director of i-Cable Communications Limited (stock code: 1097) and a non-executive director of SJM Holdings Limited (stock code: 880), all being companies listed on the Main Board of the Stock Exchange. From June 2015 to May 2022, Mr. Patrick Tsang was a non-executive director of Greenheart Group Limited (stock code: 94), and from November 2012 to August 2022, Mr. Tsang was a non-executive director of Integrated Waste Solutions Group Holdings Limited (stock code: 923), both being companies listed on the Main Board of the Stock Exchange.

Mr. Patrick Tsang is the son-in-law of Dr. Sun, the Chairman, Chief Executive Officer of the Company and an executive Director and the brother-in-law of Dr. Michael Sun, an executive Director.

Mr. Patrick Tsang obtained a Bachelor of Arts in Economics from Columbia College of Columbia University in New York, USA in May 1994.

曾安業先生(「曾安業先生」)，51歲，於2015年8月18日獲委任為董事並於2015年8月29日獲調任為執行董事。彼為本公司薪酬委員會成員。曾安業先生主要針對與國內及全球不同業務夥伴的合作制訂策略方向。曾先生為周大福企業的行政總裁及董事；亦為 Healthcare Ventures Holdings Limited (周大福企業全資附屬公司及本公司主要股東)的董事。曾安業先生於國際資本市場擁有逾25年的經驗，曾於2003年至2012年任職德意志銀行香港分行，擔任董事總經理，主管亞洲固定收益資本市場業務。

曾安業先生為萬邦投資有限公司(股份代號：158)的執行董事、有線寬頻通訊有限公司(股份代號：1097)的副主席及執行董事，以及澳門博彩控股有限公司(股份代號：880)的非執行董事，該等公司均為聯交所主板上市公司。曾安業先生於2015年6月至2022年5月期間為綠心集團有限公司(股份代號：94)的非執行董事，以及於2012年11月至2022年8月期間為綜合環保集團有限公司(股份代號：923)的非執行董事，該等公司均為聯交所主板上市公司。

曾安業先生為本公司主席、行政總裁及執行董事孫醫生的女婿，及執行董事孫文堅醫生的姐夫。

曾安業先生於1994年5月獲得美國紐約哥倫比亞大學哥倫比亞學院經濟學文學士學位。

## BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷

**Dr. SUN Man Kin, Michael (“Dr. Michael Sun”)**, aged 44, was appointed as a Director on 18 August 2015 and re-designated as an executive Director on 29 August 2015. He is a specialist in Radiology and is responsible for expanding the global imaging business of the Group as well as building the physician networks. Dr. Michael Sun has over 15 years of experience in medicine and has been the Chief Radiologist of the Group since July 2012. He is currently a radiologist, a director and a shareholder of ProCare Medical Imaging and Laboratory Centre Limited, a non-wholly owned subsidiary of the Company. He is also a consultant radiologist of the Group and a director of various members of the Group.

Dr. Michael Sun is the son of Dr. Sun, the Chairman, Chief Executive Officer of the Company and executive Director and the brother-in-law of Mr. Patrick Tsang, an executive Director. He is also a director of East Majestic Group Limited.

Dr. Michael Sun obtained a Bachelor of Medicine, Bachelor of Surgery from the University of Hong Kong in December 2002. He became a Fellow of the Royal College of Radiologist in October 2007 and a Fellow of the Hong Kong College of Radiologists in October 2010. He also became a Fellow of the Hong Kong Academy of Medicine in the specialty of Radiology in June 2010.

孫文堅醫生(「孫文堅醫生」)，44歲，於2015年8月18日獲委任為董事並於2015年8月29日獲調任為執行董事；彼乃放射科專科醫生；負責擴展本集團全球醫學影像業務及建立醫生網絡。孫文堅醫生擁有逾15年的醫學經驗，自2012年7月起一直為本集團的首席放射科醫生，目前為本公司非全資附屬公司普康醫學影像及化驗中心有限公司的放射科專科醫生、董事及股東，亦為本集團的放射科顧問及本集團多間成員公司的董事。

孫文堅醫生為本公司主席、行政總裁及執行董事孫醫生之子，及執行董事曾安業先生的內弟。彼亦為East Majestic Group Limited的董事。

孫文堅醫生於2002年12月獲得香港大學內外全科醫學士學位。於2007年10月成為英國皇家放射科學醫學院院士，於2010年10月成為香港放射科醫學院院士，亦於2010年6月成為香港醫學專科學院院士(放射科)。

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷

**Mr. LEE Kar Chung, Felix (“Mr. Felix Lee”)**, aged 41, was appointed as a Director on 18 August 2015 and re-designated as an executive Director on 29 August 2015. Mr. Felix Lee is also serving as President and Chief Executive Officer of UMP Healthcare China Limited. He is currently a Senior Vice President of CTFE with responsibilities in making investments in the healthcare sector in Asia and globally and a director of Healthcare Ventures Holdings Limited, a wholly owned subsidiary of CTFE, a substantial shareholder of the Company. Mr. Felix Lee is also an independent non-executive director of CR Medical (stock code: 1515.HK), a substantial shareholder of the Company. Mr. Felix Lee is also an independent non-executive director of Asymchem Laboratories (Tianjin) Co., Ltd (stock code: 002821.SZ and 6821.HK) and a non-executive director of ClouDr Group Limited (stock code: 9955.HK). Mr. Felix Lee is also a director of various companies of the Group. He has over 15 years of experience in law and finance. He was an associate with the law firm Freshfields Bruckhaus Deringer before he left in February 2008 to join UBS AG, Hong Kong branch as an analyst in the investment banking department until January 2009. He then joined the investment banking department of Deutsche Bank AG, Hong Kong branch and last held the position of director in the Corporate Advisory Group, where he worked from January 2009 to August 2014. Mr. Felix Lee is also a Vice Chairman of the China Committee, the Hong Kong General Chamber of Commerce.

Mr. Felix Lee obtained a Bachelor of Laws from the London School of Economics and Political Sciences and a Postgraduate Certificate in Laws from the University of Hong Kong in July 2003 and June 2004, respectively. He is a solicitor of the High Court of Hong Kong since September 2007 and a solicitor (non-practising) in the Senior Courts of England and Wales since February 2013.

李家聰先生(「李家聰先生」)，41歲，於2015年8月18日獲委任為董事並於2015年8月29日獲調任為執行董事。李家聰先生亦為聯合醫務中國有限公司總裁及首席執行官。他目前為周大福企業的高級副總裁(負責對亞洲及全球醫療保健行業進行投資)、本公司主要股東 Healthcare Ventures Holdings Limited(周大福企業的全資附屬公司)的董事。李家聰先生亦為本公司主要股東華潤醫療(香港股份代號：1515)的獨立非執行董事。李家聰先生亦為凱萊英醫藥集團(天津)股份有限公司(深圳股份代號：002821及香港股份代號：6821)的獨立非執行董事及智雲健康科技集團(香港股份代號：9955)的非執行董事。李家聰先生亦為本集團多間公司的董事。李家聰先生於法律及財務方面擁有逾15年經驗。李家聰先生曾為富而德律師事務所律師，後於2008年2月離職加入瑞銀集團香港分行任投資銀行部分析師，直至2009年1月離職；自2009年1月至2014年8月加入德意志銀行香港分行投資銀行部，離職前任企業顧問部董事。李家聰先生亦為香港總商會的中國委員會副主席。

李家聰先生於2003年7月及2004年6月分別獲得倫敦政治經濟學院法學學士學位及香港大學法學專業證書。自2007年9月起為香港高等法院律師，自2013年2月起為英格蘭及威爾士高級法院律師(非執業)。



## BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷

**Dr. LEE Pak Cheung, Patrick (“Dr. Patrick Lee”)**, aged 57, was appointed as an executive director on 28 February 2018. He joined the Group in 2003. He was appointed as the Dental Director for the Group since 2014, primarily responsible for supervising the dental practice of the Group and advising on the continuing training of dental professionals and development of clinical and professional services. Dr. Patrick Lee is one of the major contributors in the Group’s dental centre chain, he keeps an active practice to nurture and inspire his dental colleagues. Dr. Patrick Lee also performs a key role in business development and quality assurance in the Group’s dental centre chain. Dr. Patrick Lee obtained a Bachelor of Dental Surgery from the University of Hong Kong in 1988. He became a member of the faculty of general dental practitioners (UK) of the Royal College of Surgeons of England in 1995 and a member in general dental surgery of the Royal College of Surgeons of Edinburgh in 1997. In 1999, he became a Fellow of the Royal Australasian College of Dental Surgeons. In 2007, he was granted a Diploma of Membership in General Dentistry by the College of Dental Surgeons of Hong Kong. Dr. Patrick Lee currently also serves as dental consultant for the Group.

### Independent Non-executive Directors

**Mr. LEE Luen-Wai, John BBS JP (“Mr. John Lee”)**, aged 73, was appointed as an independent non-executive Director on 6 November 2015. He is the chairman of Audit Committee and a member of the Nomination Committee of the Company. Mr. John Lee is an independent non-executive director of New World Development Company Limited (stock code: 17), an associate of CTFE. Mr. John Lee is also the managing director and chief executive officer of Lippo Limited (stock code: 226), an executive director and the chief executive officer of both Lippo China Resources Limited (stock code: 156) and Hongkong Chinese Limited (stock code: 655), all being companies listed on the Main Board of the Stock Exchange.

李柏祥醫生(「李柏祥醫生」)，57歲，已於2018年2月28日獲委任為執行董事。彼於2003年加入本集團。彼自2014年起獲委任為本集團牙科總監，主要負責監督本集團牙科業務，並就牙科專業人士的持續培訓以及臨床及專業服務的發展提供意見。李柏祥醫生為本集團連鎖牙科中心作出重要貢獻，同時還積極培育及激勵牙科同僚。彼亦在本集團連鎖牙科中心的業務發展及品質保證方面發揮着關鍵作用。李柏祥醫生於1988年獲香港大學頒授牙醫學士學位，於1995年成為英國皇家外科醫學院牙醫全科學系院員，並於1997年成為英國愛丁堡皇家外科醫學院牙醫全科院員。彼於1999年成為澳紐皇家牙科醫學院院士。於2007年，彼獲頒授香港牙科醫學院牙科院員資格。李柏祥醫生現時亦為本集團的牙科顧問。

### 獨立非執行董事

李聯偉先生(銅紫荊星章、太平紳士)(「李聯偉先生」)，73歲，於2015年11月6日獲委任為獨立非執行董事。彼為本公司審核委員會主席及提名委員會成員。李聯偉先生為周大福企業的聯繫人新世界發展有限公司(股份代號：17)的獨立非執行董事。李聯偉先生亦為力寶有限公司(股份代號：226)董事總經理兼行政總裁、力寶華潤有限公司(股份代號：156)及香港華人有限公司(股份代號：655)執行董事兼行政總裁，該等公司均為聯交所主板上市公司。

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷

Mr. John Lee is a Fellow of The Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He was a partner of Pricewaterhouse (now known as PricewaterhouseCoopers) in Hong Kong and has extensive experience in corporate finance and capital markets. Mr. John Lee is an Honorary Fellow of the City University of Hong Kong and a Justice of Peace in Hong Kong and an awardee of the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region.

Mr. John Lee is active in public service. Over the years, he has served as a member or chairman of different government boards and committees in Hong Kong, including a member of the Hong Kong Hospital Authority and the chairman of the Hospital Governing Committee of the Queen Elizabeth Hospital. Currently, he serves as the Chairman of the Hospital Governing Committee of Hong Kong Children's Hospital and a member of the Investment Committee of the Hospital Authority Provident Fund Scheme.

**Dr. Li Kwok Tung, Donald SBS JP (“Dr. Donald Li”)**, aged 68, was appointed as an independent non-executive Director on 6 November 2015. He is the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. He is also an independent non-executive director of C-MER Eye Care Holdings Limited (stock code: 3309), Sino Biopharmaceutical Limited (stock code: 1177) and New Horizon Health Limited (stock code: 6606) and Dr. Donald Li has been appointed as the medical international advisor of Ping An Healthcare and Technology Company Limited (stock code: 1833), all being companies listed on the Main Board of the Stock Exchange, with effect from 5 May 2018. Dr. Donald Li is a specialist in Family Medicine in private practice in Hong Kong. He is the past President of the Hong Kong Academy of Medicine, the Immediate Past President of the World Organisation of Family Doctors (WONCA), Director and Honorary Consultant of Jiahui Health and Censor of the Hong Kong College of Family Physicians.

李聯偉先生為英格蘭及威爾斯特許會計師公會、英國特許公認會計師公會及香港會計師公會資深會員。彼曾為香港羅兵咸會計師事務所（現稱羅兵咸永道會計師事務所）合夥人之一，於企業融資及資本市場方面擁有豐富經驗。李聯偉先生為香港城市大學榮譽院士及香港太平紳士，並獲香港特別行政區政府頒授銅紫荊星章。

李聯偉先生積極參與公共事務，在過去多年，彼曾於香港擔任多個不同政府委員會的委員或主席，其中包括香港醫院管理局委員及伊利沙伯醫院管治委員會主席。現時，彼為香港兒童醫院的醫院管治委員會主席及醫院管理局公積金計劃投資委員會委員。

**李國棟醫生（銀紫荊星章、太平紳士）（「李國棟醫生」）**，68歲，於2015年11月6日獲委任為獨立非執行董事。彼為本公司薪酬委員會主席以及審核委員會及提名委員會成員。彼亦為希瑪眼科醫療控股有限公司（股份代號：3309）、中國生物製藥有限公司（股份代號：1177）及諾輝健康（股份代號：6606）獨立非執行董事，及李國棟醫生由2018年5月5日起獲委任為平安健康醫療科技有限公司（股份代號：1833）國際醫學顧問，全部均為聯交所主板上市公司。李國棟醫生為家庭醫學專科醫生，於香港開設私人診所。彼為香港醫學專科學院前任主席、世界家庭醫生組織（WONCA）前任主席、嘉會醫療董事及名譽顧問以及香港家庭醫學學院審核員。

## BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷

Dr. Donald Li obtained a Bachelor of Arts from Cornell University, USA, and a Bachelor of Medicine and a Bachelor of Surgery from the University of Hong Kong in June 1975 and November 1980, respectively. He became a Fellow of the Hong Kong College of General Practitioners in September 1987, Honorary Fellow of the Hong Kong Academy of Medicine in December 1993, Honorary Fellow of the Hong Kong College of Dental Surgeons in August 2004, Honorary Fellow of the Royal Australian College of General Practitioners in September 2005, Honorary Fellow of the Hong Kong College of Family Physicians in May 2007, Fellow of the Faculty of Public Health of the Royal Colleges of Physicians of the United Kingdom in February 2010, Honorary Fellow of the Academy of Family Physicians of Malaysia in April 2011, Registered Mainland China Medical Practitioner in April 2013, Honorary Fellow of the Royal College of Physicians of Thailand in April 2013, Fellow of the Academy of Medicine, Singapore, in August 2013, Honorary Fellow of the Royal College of Physicians of Ireland in October 2014 and Honorary Fellow of the Royal College of General Practitioners in November 2014.

He served as Member of Council of Cornell University. He is a Clinical Associate Professor (honorary) in Family Medicine at the Chinese University of Hong Kong and Honorary Professor of the Li Ka Shing Faculty of Medicine of the University of Hong Kong.

Dr. Donald Li is the Director of the Hong Kong St. John Ambulance Association. He is the Advisor to board & executive committee of the Hong Kong Sheng Kung Hui Welfare Council Limited, Honorary Steward of the Hong Kong Jockey Club. He is the Honorary Adviser of The Hong Kong Award for Young People. He is the chairman of Elderly Commission, chairman of the Action Committee Against Narcotics of Security Bureau, honorary consultant of Department of Health, member of the Steering Committee on Primary Healthcare Development of Food & Health Bureau, and also chairman of Professional Committee on Medical Health of Belt and Road General Chamber of Commerce. He is also the independent non-executive director of ZA Life Limited.

李國棟醫生1975年6月畢業於美國康奈爾大學，獲得文學學士學位；1980年11月於香港大學獲得內外全科醫學士學位。彼於1987年9月成為香港全科醫學院院士、1993年12月成為香港醫學專科學院榮譽院士、2004年8月成為香港牙科醫學院榮譽院士、2005年9月成為澳洲皇家全科醫學院榮譽院士、2007年5月成為香港家庭醫學學院榮譽院士、2010年2月成為英國皇家內科醫學院公共衛生學院院士、2011年4月成為馬來西亞家庭醫學專科學院榮譽院士、2013年4月成為中國內地註冊執業醫師、2013年4月成為泰國皇家內科醫學院榮譽院士、2013年8月成為新加坡醫學院院士、2014年10月成為愛爾蘭皇家內科醫學院榮譽院士及於2014年11月成為英國皇家全科醫學院榮譽院士。

彼曾為康奈爾大學理事會會員。現為香港中文大學家庭醫學名譽臨床副教授及香港大學李嘉誠醫學院榮譽教授。

李國棟醫生現為香港聖約翰救傷會總監，亦為香港聖公會福利協會有限公司董事及行政會主席顧問、香港賽馬會榮譽董事。彼為香港青年獎勵計劃名譽顧問。彼為安老事務委員會主席、保安局禁毒處禁毒常務委員會主席、香港衛生署名譽顧問、食物及衛生局基層醫療健康發展督導委員會成員以及香港一帶一路總商會醫療衛生委員會主任。彼亦為眾安人壽有限公司的獨立非執行董事。

## BIOGRAPHICAL DETAILS OF DIRECTORS

### 董事履歷

**Mr. YEUNG Wing Sun, Mike (“Mr. Yeung”)**, aged 69, was appointed as an independent non-executive Director on 6 November 2015. He is a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Yeung is an independent non-executive director and a member of the audit committee and nomination committee of Hong Kong Shanghai Alliance Holdings Limited (stock code: 1001), a company listed on the Main Board of the Stock Exchange. He has over 40 years’ working experience in banking industry. Mr. Yeung began his career with the HSBC Group in 1972 and advanced himself in the organisation by taking up different positions under various business streams including personal banking, sales and marketing, branch operation and trade service. In 2001, Mr. Yeung was relocated to Shanghai and took up the role of branch manager of HSBC Shanghai. In June 2006, he was seconded to Hang Seng Bank (China) Limited and appointed as the Head of Personal Financial Services and Wealth Management, China Business. He assumed the role of Deputy Chief Executive and Head of Personal Financial Services and Wealth Management in May 2007. Mr. Yeung retired from HSBC Group in January 2014. Mr. Yeung is the Honorary President of Hong Kong Chamber of Commerce in Shanghai. He was awarded the “Magnolia Gold Award” presented by the Shanghai Municipal government. Mr. Yeung was also awarded a Professional Diploma in Company Direction by The Hong Kong Institute of Directors in 2017. Mr. Yeung was a member of the 11th and 12th Chinese People’s Political Consultative Conference Committee in Shanghai.

**Mr. CHAU Chit Jeremy (“Mr. Chau”)**, aged 46, was appointed as an independent non-executive Director on 26 November 2021. He is currently a Director of Sinovation Ventures Hong Kong, and the Senior Vice President of Sinovation Ventures AI Institute. He is also the Chairman of the Southern Branch of Chinese Angel Association, and the Vice Chairman of Global Chaoren Innovation Economic Promotion Association. In addition, he is an advisory board member of the Department of Electronic and Computer Engineering at The Hong Kong University of Science and Technology, and a member of the Innovation and Technology Committee of Hong Kong Association of China Business.

楊榮燊先生(「楊先生」)，69歲，於2015年11月6日獲委任為獨立非執行董事。彼為本公司審核委員會成員及薪酬委員會成員。楊先生為聯交所主板上市公司滙豐聯合控股有限公司(股份代號：1001)的獨立非執行董事及審核委員會成員及提名委員會成員。彼擁有超過40年銀行工作經驗。楊先生於1972年加入滙豐集團，於該集團不同業務領域(包括個人理財、銷售及市場、分行營運及貿易服務)擔任職務。2001年，楊先生獲派駐上海，並擔任滙豐上海分行行長一職。他於2006年6月調任到恒生銀行(中國)有限公司，獲委任為中國業務的個人理財及財富管理業務主管。他於2007年5月擔任副行政總裁及個人理財及財富管理業務主管。楊先生於2014年1月自滙豐集團退休。楊先生現為中國香港(地區)商會上海榮譽會長，曾獲上海市政府頒授「白玉蘭榮譽獎」。楊先生亦於2017年獲香港董事學會頒授公司董事專業文憑。楊先生曾為中國人民政治協商會議第11屆及第12屆上海市政協委員。

周哲先生(「周先生」)，46歲，於2021年11月26日獲委任為獨立非執行董事。彼目前為創新工場(香港)(Sinovation Ventures Hong Kong)董事以及創新工場人工智能工程院(Sinovation Ventures AI Institute)高級副總裁。其亦為Chinese Angel Association南方分會主席以及全球潮人創新經濟促進會副主席。此外，其亦為香港科技大學電子及計算機工程學系顧問委員會成員，以及香港內地經貿協會創新與技術委員會成員。



## BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷

Mr. Chau joined Google in the year 2000 and he was the first engineer of Google AdWords. He was responsible for developing various products during his 8-year career at Google: Gmail, Maps, and China Music. He became an angel investor in China beginning in 2008. One of the portfolio companies in which he invested in was LightInTheBox, which was subsequently listed on NASDAQ in 2013. Other notable investments include Papaya Mobile, instreet.cn, and the movie “One Night Surprise”. He co-founded Jide Technology Co., Ltd. in 2014 to develop an enterprise operating system based on Android for equipment such as laptops and desktops.

Mr. Chau graduated from The Hong Kong University of Science and Technology with a Bachelor of Science degree in Electrical Engineering and Stanford University with a Master of Science degree in Electrical Engineering.

周先生於2000年加入谷歌(Google)，其為谷歌AdWords的首位工程師。在其於谷歌的八年事業中，其負責開發多種產品：Gmail、地圖(Maps)及中國音樂(China Music)。自2008年開始，其成為中國一名天使投資者。其投資組合之其中一家公司為LightInTheBox(蘭亭集勢)，該公司隨後於2013年在納斯達克上市。其他值得注意的投資包括木瓜移動、instreet.cn(尚街網)以及電影《一夜驚喜》。其於2014年共同創辦Jide Technology Co., Ltd.(北京技德科技有限公司)，為筆記本電腦及桌面電腦等設備開發以安卓系統為基礎的企業操作系統。

周先生畢業於香港科技大學，獲電機工程理學士學位，其亦畢業於斯坦福大學，獲電機工程理科碩士學位。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company is committed to maintaining high standards of corporate governance and transparency. The Company believes that high standards of corporate governance provide a solid foundation for the Group to manage business risks, enhance transparency and maintain high standards of accountability. The corporate governance principles of the Company emphasise sound internal control and aim to protect Shareholders' interests in general.

### CORPORATE GOVERNANCE

The Company has complied with the code provisions of the Corporate Governance Code during FY2022, except for the deviation as disclosed in this annual report.

### BOARD OF DIRECTORS

#### Board Composition

The Board currently comprises ten Directors, consisting of six executive Directors and four independent non-executive Directors, namely Dr. Sun Yiu Kwong as Chairman, Chief Executive Officer and executive Director, Ms. Kwok Cheuk Kwan, Jacquen, as Managing Director and executive Director, Mr. Tsang On Yip, Patrick, Dr. Sun Man Kin, Michael, Mr. Lee Kar Chung, Felix and Dr. Lee Pak Cheung, Patrick as executive Directors, and Mr. Lee Luen Wai, John *BBS JP*, Dr. Li Kwok Tung, Donald *SBS JP*, Mr. Yeung Wing Sun, Mike and Mr. Chau, Chit Jeremy as independent non-executive Directors.

Biographical details of the Directors and their relationships, where applicable, are contained in the section headed "Biographical Details of Directors" of this annual report.

The Company has maintained on its website and on the website of the Stock Exchange an updated list of its Directors identifying their roles and functions, and whether they are independent non-executive Directors. Independent non-executive Directors are identified as such in all corporate communications that disclose the names of Directors.

本公司致力維持高水平的企業管治及透明度。本公司認為，高水平的企業管治為本集團管理經營風險、提高透明度及保持高度問責提供了堅實的基礎。本公司的企業管治原則著重健全的內部監控，旨在維護股東整體利益。

### 企業管治

除於本年報所披露的偏離外，本公司於2022財政年度已遵守企業管治守則的守則條文。

### 董事會

#### 董事會組成

董事會現時由十名董事組成，包括六名執行董事及四名獨立非執行董事，分別為執行董事孫耀江醫生（主席、行政總裁兼執行董事）、郭卓君女士（董事總經理兼執行董事）、曾安業先生、孫文堅醫生、李家聰先生及李柏祥醫生；以及獨立非執行董事李聯偉先生（*銅紫荊星章，太平紳士*）、李國棟醫生（*銀紫荊星章，太平紳士*）、楊榮樂先生及周哲先生。

董事履歷詳情及彼等之間的關係（如適用）載於本年報「董事履歷」一節。

本公司一直在其網站及聯交所的網站上提供其最新董事名單，列明其職位和職責，以及是否為獨立非執行董事。於披露董事姓名的所有公司通訊中，已明確識別獨立非執行董事身份。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Board Diversity Policy

The Board adopted a board diversity policy setting out the approach to achieve diversity on the Board. The Company considered diversity of Board members can be achieved through consideration of a number of aspects, including but not limited to the gender, age, cultural, educational background and professional experience of the Board members. The appointment of Directors will be based on the Group's own business model and specific needs, having due regard to the benefits of diversity of the Board.

The Company believes that the current Board composition is well-balanced and of a diverse mix appropriate for the business of the Company. The Board will review and monitor the implementation of board diversity policy on a regular basis to ensure its effectiveness on determining the optimal composition of the Board.

### Chairman and Chief Executive Officer

According to code provision C.2.1 of the Corporate Governance Code, the roles of the chairman and chief executive should be separate and should not be performed by the same individual. Dr. Sun Yiu Kwong, the Chairman, is also the Chief Executive Officer. The Board believes that vesting the roles of both chairman and chief executive officer in an experienced and qualified person such as Dr. Sun Yiu Kwong provides the Company with strong and consistent leadership while allowing effective and efficient planning and implementation of business decisions and strategies. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group.

The Board will review the corporate governance structure and practices from time to time and shall make necessary arrangement when the Board considers appropriate.

### Independent Non-executive Directors

During FY2022, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise. The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

### 董事會多元化政策

董事會採納董事會多元化政策，其中載有達致董事會成員多元化的方法。本公司認為，透過考慮多方面因素可達致董事會成員多元化，包括但不限於董事會成員的性別、年齡、文化、教育背景及專業經驗。董事的委任均以本集團業務模型及特別需要為原則，並充分顧及董事會多元化的裨益。

本公司相信董事會現時組成平均且多元化，有利本公司業務發展。董事會將定期檢討及監察董事會多元化政策的實施情況，以確保有效釐定董事會的最佳組成。

### 主席及行政總裁

根據企業管治守則的守則條文第C.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。主席孫耀江醫生兼任行政總裁。董事會認為，由孫耀江醫生這樣經驗豐富的合資格人士擔任主席兼行政總裁可為本公司提供強而有力和穩定的領導，同時確保對業務決策及策略作出有效及高效的規劃和實施。董事會認為，此結構不會影響董事會與本集團管理層之間的權力及授權平衡。

董事會將不時檢討企業管治架構及常規，並於其認為適當時作出必要安排。

### 獨立非執行董事

於2022財政年度，董事會一直遵守上市規則有關委任最少三名獨立非執行董事（相當於董事會三分之一席位）且當中最少一名擁有適當專業資格或會計或相關財務管理專長的規定。本公司已收到各獨立非執行董事之年度書面確認，確認其符合上市規則第3.13條所載的獨立指引。本公司認為所有獨立非執行董事均屬獨立人士。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Roles of the Board and Management

The Board oversees the management, business, strategic directions and performance of the Group. It is collectively responsible for the management and operation of the Company. The Board is the ultimate decision making body of the Company except for matters requiring the approval of the Shareholders in accordance with the Articles, the Listing Rules or other applicable laws and regulations.

The Board delegates day-to-day operations of the Group to the management of the Company. The Board and the management have clearly defined authorities and responsibilities under various internal control and check and balance mechanisms. The Board does not delegate matters to the Board committee(s), executive Directors or management to an extent that would significantly hinder or reduce the ability of the Board as a whole to perform its functions.

### Corporate Governance Functions

The Board plays a major role in the supervision of corporate governance to ensure that the Company maintains a sound governance framework and the long-term sustainable Shareholders' value by way of, among others:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- (e) to review the Company's compliance with Appendix 14 of the Listing Rules (Corporate Governance Code and Corporate Governance Report).

### 董事會及管理層的角色

董事會監察本集團的管理、業務、策略方針及表現。董事會共同負責本公司的管理及營運。除根據細則、上市規則或其他適用法例及法規須獲股東批准的事宜外，董事會為本公司的最終決策機關。

董事會將本集團的日常運作轉授本公司的管理層。在各項內部監控及制衡機制下，董事會及管理層具有明確界定的授權及職責。董事會不會將處理事宜的權力轉授予董事會轄下委員會、執行董事或管理層，以致會大大妨礙或削弱董事會整體履行其職權的能力。

### 企業管治職能

董事會於監督企業管治職能方面擔當主要角色，以確保本公司維持健全的管治框架及長期可持續的股東價值，方法（其中包括）如下：

- (a) 制定及檢討本公司的企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事適用的操守準則及合規守冊（如有）；及
- (e) 檢討本公司遵守上市規則附錄十四（企業管治守則及企業管治報告）的情況。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During the year, the Board has reviewed the Company's policies and practices on corporate governance, and reviewed and monitored the training and continuous professional development of directors and senior management. The Board has also reviewed and ensured compliance of the relevant legal and regulatory requirements, the code of conducts, the code and the disclosure in the Corporate Governance Report.

年內，董事會已審閱本公司的企業管治政策及常規，並審閱及監察董事及高級管理人員的培訓和持續專業發展。董事會亦已審閱並確保遵守相關法律及法規要求，行為守則、守則及企業管治報告中的披露。

### Board Meetings and Supply of and Access to Information

Under code provision C.5.1 of the Corporate Governance Code, the Board should meet regularly and Board meetings should be held at least four times a year at approximately quarterly intervals. During the year, the Board held three regular Board meetings. The significant matters concerning the business activities and operation of the Group had been either duly reported, discussed and resolved at the three regular Board meetings or dealt with by the Board by way of written resolutions for expeditious commercial decisions making purposes. Under code provision C.2.7 of the Corporate Governance Code, the Chairman of the Board should at least annually hold meetings with the independent non-executive Directors without the other Directors present. During FY2022, the Board held three meetings and Directors' attendance records are set out below:

### 董事會會議及資料提供及使用

根據企業管治守則的守則條文第C.5.1條，董事會應定期開會，董事會會議應每年召開至少四次，大約每季一次。年內，董事會已舉行三次董事會常規會議。有關本集團業務活動及營運的重大事項已在三次董事會常規會議上妥為報告、討論及議決，或由董事會以書面決議案的方式處理，以便迅速作出商業決策。根據企業管治守則的守則條文第C.2.7條，董事會主席應至少每年與獨立非執行董事舉行一次其他董事避席的會議。於2022財政年度內，董事會已舉行三次會議，各董事的出席紀錄載列如下：

Directors	董事	Meeting(s) Attended/Held 出席／舉行 會議次數
<b>Executive Directors</b>		
Dr. Sun Yiu Kwong (Chairman and Chief Executive Officer)	孫耀江醫生 (主席兼行政總裁)	3/3
Ms. Kwok Cheuk Kwan, Jacquen (Managing Director)	郭卓君女士 (董事總經理)	3/3
Mr. Tsang On Yip, Patrick	曾安業先生	2/3
Dr. Sun Man Kin, Michael	孫文堅醫生	3/3
Mr. Lee Kar Chung, Felix	李家聰先生	3/3
Dr. Lee Pak Cheung Patrick	李柏祥醫生	3/3
<b>Independent Non-executive Directors</b>		
Mr. Lee Luen Wai, John	李聯偉先生	3/3
Dr. Li Kwok Tung, Donald	李國棟醫生	3/3
Mr. Yeung Wing Sun, Mike	楊榮燊先生	3/3
Mr. Chau, Chit Jeremy (Note)	周哲先生 (附註)	1/1

Note: Mr. Chau, Chit Jeremy was appointed as Independent non-executive Director with effect from 26 November 2021.

附註：周哲先生自2021年11月26日起獲委任為獨立非執行董事。

In addition, the Chairman held a meeting with the independent non-executive Directors without the presence of executive Directors.

此外，主席曾與獨立非執行董事舉行一次執行董事避席的會議。



## CORPORATE GOVERNANCE REPORT 企業管治報告

Notice incorporating the agenda for each regular Board meeting is given to all Directors at least 14 days in advance. For other Board meetings and Board committee meetings, reasonable notice will be given. All Directors or Board committee members are given the opportunity to include matters for discussion in the agenda. Meeting agenda and accompanying meeting papers are sent to all relevant Directors at least 3 days in advance of every regular Board meeting or committee meeting.

The Company Secretary assists the Chairman of the Board and the chairmen of Board committees in preparing meeting agendas and ensures that the Corporate Governance Code as well as all applicable laws and regulations are duly complied with. Minutes of Board meetings and Board committee meetings are recorded in sufficient details of the matters considered and decisions reached at the relevant meetings. Draft and final versions of the minutes in respect of Board meetings and Board committee meetings are sent to all Directors or Board committee members respectively for comment and records within a reasonable time after the relevant meetings. All minutes are properly kept by the Company Secretary and are available for the Directors' and Board committee members' inspection.

All Directors are entitled to have access to timely information in relation to the Company's business and make further enquiries or retain independent professional advisors where necessary. The management provides all relevant explanation and information to the Board so as to give the Board the information it needs to discharge its responsibilities. During FY2022, the management has provided all members of the Board with adequate information giving a balanced and understandable assessment of the Company's performance, position and prospects.

所有董事會常規會議通告及議程均在召開會議至少14天前送達全體董事，至於召開其他董事會會議及董事會轄下委員會會議，則予以發出合理通知。全體董事或董事會轄下委員會成員均有機會提呈商討事項列入會議議程。會議議程及隨附會議文件在舉行各董事會常規會議或委員會會議日期至少3天前送達全體相關董事。

公司秘書協助董事會主席及各董事會轄下委員會主席編製會議議程，並確保妥為遵守企業管治守則及所有適用的法例及規例。董事會會議及董事會轄下委員會會議上所考慮的事宜及達致的決定均會詳細記錄於會議紀錄內。董事會會議及董事會轄下委員會會議紀錄的初稿及最終定稿於會議後一段合理時間內先後發送全體董事或董事會轄下委員會成員，初稿供董事或董事會轄下委員會成員給予意見，最終定稿供其存檔之用。所有會議紀錄由公司秘書備存，以供各董事或董事會轄下委員會成員查閱。

所有董事均可以適時掌握本公司業務資料，並在需要時作進一步查詢或尋求獨立專業意見。管理層會向董事會提供所有相關說明及資料，給予董事會相關資料以助其履行職責。於2022財政年度，管理層已向董事會全體成員提供足夠資訊，載列有關本公司的表現、狀況及前景的公正及易於理解的評估。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### GENERAL MEETINGS

During FY2022, the Company has convened and held one annual general meeting (“AGM”). Attendance record of the Directors at the general meeting is set out as follows:

### 股東大會

於2022財政年度內，本公司已召開及舉行一次股東週年大會（「股東週年大會」）。董事於股東大會的出席紀錄載列如下：

Name of Directors	董事姓名	Number of meeting attended/held 出席／ 舉行大會次數 AGM 股東週年大會
<b>Executive Directors</b>		
Dr. Sun Yiu Kwong (Chairman and Chief Executive Officer)	孫耀江醫生 (主席兼行政總裁)	1/1
Ms. Kwok Cheuk Kwan, Jacquen (Managing Director)	郭卓君女士 (董事總經理)	1/1
Mr. Tsang On Yip, Patrick	曾安業先生	1/1
Dr. Sun Man Kin, Michael	孫文堅醫生	1/1
Mr. Lee Kar Chung, Felix	李家聰先生	1/1
Dr. Lee Pak Cheung, Patrick	李柏祥醫生	1/1
<b>Independent Non-executive Directors</b>		
Mr. Lee Luen Wai, John	李聯偉先生	1/1
Dr. Li Kwok Tung, Donald	李國棟醫生	0/1
Mr. Yeung Wing Sun, Mike	楊榮燊先生	1/1
Mr. Chau, Chit Jeremy (Note)	周哲先生(附註)	0/0

Note: Mr. Chau, Chit Jeremy was appointed as Independent non-executive Director with effect from 26 November 2021.

附註：周哲先生自2021年11月26日起獲委任為獨立非執行董事。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Directors' Appointment, Re-election and Removal

Each of the executive Directors has entered into a service contract with the Company for a term of three years subject to the provision of retirement and rotation of Directors under the Articles and the provision under the service contract.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years commencing on the date of his appointment subject to the provision of retirement and rotation of Directors under the Articles and the provision under the letter of appointment.

The Articles provide that each Director is subject to retirement from office by rotation and re-election once every three years and that one-third (or the number nearest to but not less than one-third) of the Directors shall retire from office every year at the annual general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting while any Director appointed by the Board as additional Director shall be subject to re-election at the next following annual general meeting.

### Directors' training and Professional Development

Every Director keeps abreast of responsibilities as a Director and of the conduct, business activities and development of the Company. Every newly appointed Director receives a comprehensive, formal and tailored induction package covering the statutory and regulatory obligations of Directors, organizational structure, policies, procedures and codes of the Company, terms of reference of board committees and charter of responsibilities of internal audit. The Directors are encouraged to attend seminars and conferences to enrich their knowledge in discharging their duties as a director. The Company Secretary from time to time updates and provides written training materials to the Directors, and organizes seminars on the latest development of the Listing Rules, applicable laws, rules and regulations relating to Directors' duties and responsibilities.

### 董事的委任、重選及罷免

執行董事已各自與本公司訂立服務合約，為期三年，並須遵守細則所載有關董事輪值退任的條文及服務合約內的條文。

獨立非執行董事已各自與本公司訂立委任函，任期為自委任日期起三年，並須遵守細則所載有關董事輪值退任的條文及委任函內的條文。

細則規定，各董事須每三年輪值告退一次惟可重選連任，每年為數三分之一（或最接近但不少於三分之一人數）的董事須於股東週年大會上退任。由董事會委任以填補臨時空缺的任何董事，其任期直至其獲委任後的首屆股東大會為止，並須於該大會上重選連任，而由董事會委任的任何新增董事須於下屆股東週年大會上重選連任。

### 董事培訓及專業發展

各董事充分瞭解作為董事的職責以及本公司的經營方式、業務活動及發展。各新委任董事均獲得一份全面、正式及訂製的就任啟導，內容包括董事的法定及監管責任、本公司的組織架構、政策、程序及守則、董事會轄下委員會的職權範圍，以及內部審計責任的憲章。本公司鼓勵董事參加研討會和會議，以豐富董事在履行其職責方面的知識。公司秘書不時向董事更新並提供書面培訓資料，並就有關上市規則最近發展以及適用於董事職務及職責的法例、規則及監管規例等專題舉辦研討會。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company Secretary maintains records of trainings received by the Directors. The trainings received by the current Directors during FY2022 are as follows:

公司秘書備存董事接受培訓的紀錄。於2022財政年度，現任董事接受培訓的情況如下：

Name of Directors	董事姓名	Training Matters <sup>Note</sup>	培訓事項 <sup>附註</sup>
<b>Executive Directors</b>		<b>執行董事</b>	
Dr. Sun Yiu Kwong (Chairman and Chief Executive Officer)	孫耀江醫生(主席兼行政總裁)		A, B
Ms. Kwok Cheuk Kwan, Jacquen (Managing Director)	郭卓君女士(董事總經理)		A, B
Mr. Tsang On Yip, Patrick	曾安業先生		A, B
Dr. Sun Man Kin, Michael	孫文堅醫生		A, B
Mr. Lee Kar Chung, Felix	李家聰先生		A, B
Dr. Lee Pak Cheung, Patrick	李柏祥醫生		A, B
<b>Independent Non-executive Directors</b>		<b>獨立非執行董事</b>	
Mr. Lee Luen Wai, John	李聯偉先生		A, B, C
Dr. Li Kwok Tung, Donald	李國棟醫生		A, B
Mr. Yeung Wing Sun, Mike	楊榮燊先生		A, B, C
Mr. Chau, Chit Jeremy	周哲先生		A, B, C
Note: A. Corporate governance B. Regulatory updates C. Directors' Duties	附註：A. 企業管治 B. 監管最新情況 C. 董事責任		

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Directors' and officers' Liabilities Insurance

The Company has arranged appropriate directors' and officers' liabilities insurance coverage for the Directors and officers of the Company.

### CODES FOR DEALING IN THE COMPANY'S SECURITIES

The Company has adopted the Model Code as its own code for dealings in the Company's securities by the Directors.

Having made specific enquiry with all Directors, the Company confirmed that the Directors have complied with the Model Code during FY2022.

Relevant employees who are likely to be in possession of inside information of the Group are also subject to compliance with the Code of Conduct for Securities Transactions by Employees on terms that are no less exacting than those set out in the Model Code. To the best knowledge of the Company, there was no incident of non-compliance of the Code of Conduct for Securities Transactions by Employees during FY2022.

### BOARD COMMITTEES

#### Remuneration Committee

The Company has established its Remuneration Committee with written terms of reference, which is available at the Company's website at [www.ump.com.hk](http://www.ump.com.hk) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing such remuneration policies. In arriving at its recommendations to the Board, the Remuneration Committee will consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group. The Committee either determines or makes recommendations to the Board on the remuneration package of individual executive Directors and senior management, and it also makes recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee meets at least twice a year and is provided with sufficient resources enabling it to discharge its duties.

### 董事及高級人員責任險

本公司已為董事及本公司高級人員投保適當的董事及高級人員責任險。

### 買賣本公司證券的守則

本公司已採納標準守則作為董事買賣本公司證券的守則。

經對全體董事作出特定查詢後，本公司確認董事已於2022財政年度遵守標準守則。

可能知悉本集團內幕消息的有關僱員亦須遵守僱員進行證券交易的操守準則，其條款不遜於標準守則所訂標準。就本公司所知，2022財政年度並無出現違反僱員進行證券交易的操守準則的情況。

### 董事會轄下委員會

#### 薪酬委員會

本公司已成立薪酬委員會並制定其書面職權範圍，可於本公司網站([www.ump.com.hk](http://www.ump.com.hk))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))瀏覽。

薪酬委員會負責就本公司全體董事及高級管理層的薪酬政策及架構，及就設立正規及具透明度的程序制定薪酬政策，向董事會提交建議。薪酬委員會在達致其提供予董事會的建議時，會考慮同類公司支付的薪金、董事及管理層付出的時間及職責及本集團內其他職位的僱用條件。委員會釐定或就個別執行董事及高級管理人員的薪酬待遇向董事會提交建議，亦就非執行董事的薪酬向董事會提交建議。薪酬委員會每年最少舉行兩次會議並獲提供充足資源以履行其職責。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Remuneration Committee currently comprises three members, including two independent non-executive Directors, namely Dr. Li Kwok Tung, Donald and Mr. Yeung Wing Sun, Mike, and an executive Director, namely Mr. Tsang On Yip, Patrick. Dr. Li Kwok Tung, Donald serves as the chairman of the Remuneration Committee. The composition of the Remuneration Committee meets the requirements of chairmanship and independence of the Listing Rules.

During FY2022, the Remuneration Committee had performed the following works:

- determined and reviewed the remuneration policy of the executive Directors;
- made recommendations to the Board on the remuneration of the new appointment of independent non-executive Director;
- assessed the performance of executive Directors; and
- made recommendations to the Board on the remuneration packages (including the granting of share options and share awards) of individual executive Directors and senior management.

The attendance records of the committee members to committee meeting(s) are set out below:

薪酬委員會現由三名成員組成，包括兩名獨立非執行董事李國棟醫生及楊榮樂先生及執行董事曾安業先生。李國棟醫生擔任薪酬委員會主席。薪酬委員會的組成符合上市規則中主席和獨立性的規定。

於2022財政年度，薪酬委員會已履行以下事務：

- 訂定並審議執行董事的薪酬政策；
- 向董事會建議新委任之獨立非執行董事之薪酬；
- 評估執行董事的表現；及
- 就個別執行董事及高級管理人員的薪酬待遇（包括授予購股權及獎勵股份）向董事會提交建議。

委員會成員出席委員會會議的紀錄載列如下：

Remuneration Committee Members	薪酬委員會成員	Meeting(s) Attended/Held 出席／舉行 會議次數
Dr. Li Kwok Tung, Donald ( <i>Chairman</i> )	李國棟醫生 (主席)	2/2
Mr. Yeung Wing Sun, Mike	楊榮樂先生	2/2
Mr. Tsang On Yip, Patrick	曾安業先生	2/2

Details of Directors' emoluments for the year are disclosed in note 9 to the consolidated financial statements.

年內之董事薪酬詳情於綜合財務報表附註9披露。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Nomination Committee

The Company has established its Nomination Committee with written terms of reference, which is available at the Company's website at [www.ump.com.hk](http://www.ump.com.hk) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

The Nomination Committee is responsible for regularly reviewing the structure, size and diversity of the Board and making recommendations to the Board on any proposed changes to complement the Company's corporate strategy. Its duties include making recommendations to the Board on the selection of individuals nominated for directorships, the appointment or re-appointment of Directors and succession planning for Directors, reviewing the leadership needs of the Company to ensure the continued ability of the Company to compete effectively. The Committee is also responsible for assessing the independence of independent non-executive Directors and reviewing their annual confirmations on independence. The Nomination Committee meets at least once a year and is provided with sufficient resources to perform its duties.

The Nomination Committee currently comprises three members, including two independent non-executive Directors, namely Mr. Lee Luen Wai, John and Dr. Li Kwok Tung, Donald, and an executive Director, namely Dr. Sun Yiu Kwong. Dr. Sun Yiu Kwong serves as the chairman of the Nomination Committee. The composition of the Nomination Committee meets the requirements of chairmanship and independence of the Listing Rules.

During FY2022, the Nomination Committee had performed the following works:

- reviewed the current structure, size and composition of the Board;
- assessed the independence of independent non-executive Directors;
- recommended to the Board on the new appointment and re-election of directors; and
- reviewed the current board diversity policy.

### 提名委員會

本公司已成立提名委員會並制定其書面職權範圍，可於本公司網站([www.ump.com.hk](http://www.ump.com.hk))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))瀏覽。

提名委員會負責定期檢討董事會的架構、規模及多元性，並就任何為配合本公司企業策略而擬作出的變動向董事會提交建議。其職責包括就甄選獲提名人士出任董事、董事委任或重新委任以及董事繼任計劃，向董事會提交建議，並檢視本公司的領導需要，以確保本公司持續有能力有效競爭。委員會亦負責評估獨立非執行董事的獨立性，並審閱彼等就獨立性提交的年度確認書。提名委員會每年最少舉行一次會議並獲提供充足資源以履行其職責。

提名委員會現由三名成員組成，包括兩名獨立非執行董事李聯偉先生及李國棟醫生及執行董事孫耀江醫生。孫耀江醫生擔任提名委員會主席。提名委員會的組成符合上市規則中主席和獨立性的規定。

於2022財政年度，提名委員會已履行以下事務：

- 檢討董事會的現行架構、規模及組成；
- 評估獨立非執行董事的獨立性；
- 向董事會建議董事之新委任及重選；及
- 檢討現行董事會成員多元化政策。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Board adopted the policy of the nomination of Directors in December 2018 (the “Director Nomination Policy”). Pursuant to the Director Nomination Policy, the nomination committee of the Board shall nominate suitable candidates to the Board for it to consider and make recommendations to Shareholders for election as directors at general meetings of the Company or to appoint as Directors to fill casual vacancies or as an addition to the existing Board, for details of which, please refer to the Company’s website at [www.ump.com.hk](http://www.ump.com.hk).

During the year, the Board reviewed the overall contribution and service to the Company, expertise and professional qualifications of the retiring Directors and recommended them to be re-elected at the Company’s forthcoming annual general meeting.

The attendance records of the committee members to committee meeting(s) are set out below:

董事會於2018年12月採納董事提名政策（「董事提名政策」）。根據董事提名政策，董事會轄下提名委員會須向董事會提名適合人選供其考慮，並就於本公司股東大會上選舉或委任董事以填補臨時空缺或作為現董事會的增補向股東作出推薦建議。詳情請參閱本公司網站[www.ump.com.hk](http://www.ump.com.hk)。

年內，董事會已審閱退任董事對本公司的整體貢獻及服務、彼等的專業知識及專業資格，並建議彼等於本公司的應屆股東週年大會上膺選連任。

委員會成員出席委員會會議的紀錄載列如下：

<b>Nomination Committee Members</b>	<b>提名委員會成員</b>	<b>Meeting(s) Attended/Held 出席／舉行 會議次數</b>
Dr. Sun Yiu Kwong ( <i>Chairman</i> )	孫耀江醫生 (主席)	1/1
Mr. Lee Luen Wai, John	李聯偉先生	1/1
Dr. Li Kwok Tung, Donald	李國棟醫生	1/1

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Audit Committee

The Company has established its Audit Committee with written terms of reference, which is available at the Company's website at [www.ump.com.hk](http://www.ump.com.hk) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

The Audit Committee reports to the Board and holds regular meetings to assist the Board in discharging its responsibilities for effective financial reporting controls, internal controls and risk management. The Committee monitors the integrity of the Company's financial statements, annual report and accounts and half-year report and reviews significant financial reporting judgments contained in them. It reviews, makes recommendations and reports to the Board on findings relating to the financial statements, reports and accounts, systems of internal control and risk management and compliance issues on an annual basis. The Audit Committee also oversees the Company's relationship with the external auditor, reviews auditor's letter of engagement and makes recommendations to the Board on the appointment and re-appointment of external auditor. It is empowered to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. It reviews external auditor's management letter and any material queries raised by the auditor to the management and the management's response. The Committee meets at least twice a year and is provided with sufficient resources enabling it to discharge its duties.

The Audit Committee currently comprises three members, all of whom are independent non-executive Directors, namely Mr. Lee Luen Wai, John, Dr. Li Kwok Tung, Donald and Mr. Yeung Wing Sun, Mike. Mr. Lee Luen Wai, John serves as the chairman of the Audit Committee. The composition of the Audit Committee meets the requirements of chairmanship and independence of the Listing Rules.

### 審核委員會

本公司已成立審核委員會並制定其書面職權範圍，可於本公司網站([www.ump.com.hk](http://www.ump.com.hk))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))瀏覽。

審核委員會向董事會匯報，並定期舉行會議，協助董事會履行其職責，確保財務匯報監控、內部監控及風險管理行之有效。委員會監察本公司的財務報表、年度報告及賬目以及半年度報告的完整性，並審閱其中所載有關財務申報的重大意見。其按年檢討有關財務報表、報告及賬目、內部監控及風險管理系統，以及合規事宜的結果，並就此向董事會提交建議及報告。審核委員會亦監察本公司與外聘核數師的關係、檢討核數師的委聘書，並就外聘核數師的委任及重新委任向董事會提交建議。其獲授權檢討及監察外聘核數師是否獨立客觀，以及審核程序根據適用準則是否有效。其亦檢討外聘核數師給予管理層的《審核情況說明函件》及核數師向管理層提出的任何重大疑問，以及管理層作出的回應。委員會每年最少舉行兩次會議並獲提供充足資源以履行其職責。

審核委員會現由三名成員組成，全部成員均為獨立非執行董事，分別為李聯偉先生、李國棟醫生及楊榮樂先生。李聯偉先生擔任審核委員會主席。審核委員會的組成符合上市規則中主席和獨立性的規定。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

During FY2022, the Audit Committee had performed the following works:

- reviewed the interim and annual financial statements and made recommendation to the Board;
- reviewed the annual caps on continuing connected transactions of the Company;
- reviewed the remuneration, terms of engagement and the independence of the external auditor and considered the re-appointment of the external auditor;
- reviewed the arrangements for raising concerns about possible improprieties in financial reporting, internal control or other matters;
- reviewed the Group's financial controls, risk management and internal control systems and the effectiveness, adequacy of resources and competency; and
- considered and reviewed the Environmental, Social and Governance Report.

於2022財政年度，審核委員會已履行以下事務：

- 審閱中期及年度財務報表並向董事會提交建議；
- 檢討本公司持續關連交易年度上限；
- 檢討外聘核數師的薪酬、委聘條款及獨立性，並考慮續聘外聘核數師；
- 檢討有關財務申報、內部監控或其他事項中的可能發生不正當行為提出關注的安排；
- 檢討本集團的財務監控、風險管理及內部監控系統以及有效性、資源充足性及能力；及
- 考慮及審閱環境、社會及管治報告。

The attendance records of the committee members to committee meeting(s) are set out below:

委員會成員出席委員會會議的紀錄載列如下：

<b>Audit Committee Members</b>	<b>審核委員會成員</b>	<b>Meeting(s) Attended/Held 出席／舉行 會議次數</b>
Mr. Lee Luen Wai, John ( <i>Chairman</i> )	李聯偉先生 (主席)	2/2
Dr. Li Kwok Tung, Donald	李國棟醫生	2/2
Mr. Yeung Wing Sun, Mike	楊榮樂先生	2/2

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Board is responsible for the preparation of the financial statements which should give a true and fair view of the state of affairs of the Group and of the financial performance and cash flows for such reporting period. In preparing the financial statements, the Board has adopted generally accepted accounting standards in Hong Kong and suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable, and prepared the financial statements on a going concern basis. The Board is responsible for ensuring that the Group keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group.

The Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements.

The auditor is responsible for auditing and reporting its opinion on the financial statements of the Group and the independent auditor's report for FY2022 is set out in the section headed "Independent Auditor's Report" of this annual report.

### INTERNAL CONTROL AND RISK MANAGEMENT

The Board acknowledged its responsibility for the risk management and internal control systems and overseeing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including clinic chain operations, business development, financial reporting, human resources, information technology and handling and dissemination of inside information.

### 董事對財務報表的責任

董事會負責編製財務報表，財務報表應真實及公平地反映本集團於該報告期內的業務狀況、財務表現及現金流量。於編製財務報表時，董事會已採納並貫徹應用香港公認會計準則及適當的會計政策，作出審慎、公平及合理的判斷及估計，並按持續經營基準編製財務報表。董事會負責確保本集團時常保存妥善的會計紀錄，以於任何時候合理準確披露本集團的財務狀況。

董事會並不知悉與可能對本集團持續經營能力構成重大疑慮之事件或情況有關之任何重大不明朗因素。因此，董事會編製財務報表時已繼續採用持續經營基準。

核數師負責審核本集團的財務報表及匯報其意見，2022財政年度的獨立核數師報告載於本年報「獨立核數師報告」一節內。

### 內部監控及風險管理

董事會承認其須對風險管理及內部監控系統負責，並有責任監察其有效性。有關系統旨在管理而非消除未能達致業務目標的風險，並僅可就重大的失實陳述或損失提供合理而非絕對的保證。

本公司已發展及採納多項風險管理程序及指引連同清晰授權，以執行主要業務程序及辦公室職能，包括診所連鎖經營、業務發展、財務申報、人力資源、資訊科技以及處理及發佈內幕消息。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

All departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security.

The management, in coordination with department heads, assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

The internal audit team is responsible for providing the internal audit function and performing independent review of the adequacy and effectiveness of the risk management and internal control systems.

The key elements of the Group's risk management and internal control structure are as follows:

- well-defined organizational structure with appropriate segregation of duties, limit of authority, reporting lines and responsibilities to minimize risk of errors and abuse;
- establish written policies and procedures for major functions and operations;
- important business functions or activities are managed by experienced, qualified and suitably trained staff;
- continuous monitoring of the key operating data and performance indicators, timely and up-to-date business and financial reporting, immediate corrective actions are taken where necessary; and
- internal audit function to perform independent appraisal of major operations on an ongoing basis.

所有部門定期進行內部監控評估，以識別對本集團業務及多個範疇（包括主要營運及財務程序、監管合規、信息安全）構成潛在影響的風險。

管理層與部門主管互相協調，評估出現風險的可能性、提供應對計劃及監督風險管理進度，並向審核委員會及董事會匯報一切評估結果及有關係統的成效。

內部審計團隊負責提供內部審計職能以及對風險管理及內部控制系統的充足性及有效性進行獨立審閱。

本集團風險管理及內部控制架構的主要元素如下：

- 明確界定的組織架構，擁有適當的職責區分、限制權力、報告系統及在最大程度減低失誤及濫權風險的責任；
- 已就主要職能及運作制訂書面政策及程序；
- 重要業務職能或活動均由富經驗、具有資格及合適的經培訓人員管理；
- 持續監察主要營運數據及業績指標，及時更新業務及財務報告以及在需要時進行即時更正；及
- 設立內部審計職能，以持續對主要營運進行獨立評估。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

A risk-based approach is adopted to ensure that a methodical coverage of the Group's operations and resources are focused on high risk areas. The internal audit team takes the lead to evaluate the risk management and internal control systems of the Group by reviewing the major operations of the Group on a rotational basis every year. The review covers all material controls including financial, operational, compliance controls and risk management.

Review results and recommendations in the form of written reports are submitted to the Audit Committee for discussion and review. Follow up actions will be taken up by the internal audit team to ensure that findings previously identified have been properly resolved. The Board had discussed and reviewed the effectiveness of the Group's risk management and internal control systems for the FY2022, and considered them effective and adequate.

The Company also established a procedure to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

During FY2022, the Board, in conjunction with the Audit Committee, conducted a review of the effectiveness of the internal control system of the Company and its subsidiaries, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting function. The Board considered that the Group's risk management and internal control systems for FY2022 was effective and adequate and no significant areas of concern has been identified.

已採納風險為本的方法以確保本集團的運作及資源可井然涵蓋高風險範圍。內部審計團隊領導每年輪流檢討本集團主要營運以評估本集團風險管理及內部控制系統的工作。檢討涵蓋所有主要控制，包括財務、營運、合規控制以及風險管理。

檢討結果及建議會以書面報告形式向審核委員會提交以供討論及審閱。後續行動將由內部審計團隊跟進，以確保過去識別的風險問題均已獲妥善處理。2022財政年度，董事會已討論並審查本集團風險管理及內部控制系統的有效性，且認為該等系統有效及足夠。

本公司亦設立程序以便本公司僱員保密提出有關本公司財務申報、內部監控或其他事宜中出現可能發生不正當行為的問題。

於2022財政年度，董事會聯同審核委員會檢視本公司及其附屬公司內部監控系統是否有效，包括本公司在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否充足。董事會認為本集團於2022財政年度的風險管理及內部監控制度屬有效充足，並無發現任何重要關注事項。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDITOR'S REMUNERATION

The fees in respect of audit and non-audit services provided to the Company and its subsidiaries by the external auditor of the Company for FY2022 are set out below:

### 核數師酬金

於2022財政年度，本公司外聘核數師向本公司及其附屬公司提供核數和非核數服務的酬金載列如下：

		HK\$'000 千港元
Audit service	核數服務	2,500
Non-audit services	非核數服務	288
		2,788

### SHAREHOLDERS' RIGHTS

#### Convening an extraordinary General Meeting

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

### 股東權利

#### 召開股東特別大會

本公司細則第58條規定，任何一名或多名於遞呈要求日期持有不少於本公司繳足股本（附帶於本公司股東大會上的投票權）十分之一的本公司股東於任何時間均有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後21日內，董事會未能召開該大會，則遞呈要求人士可自行以同樣方式召開會議，而遞呈要求人士因董事會未能召開大會而合理產生的所有開支應由本公司向遞呈要求人士作出償付。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Putting Forward Proposals at General Meetings

A Shareholder may lodge a notice of his intention to propose any person (other than himself/herself) for election as a Director together with a notice signed by the person to be proposed of his/her willingness to be elected to the head office of the Company or at the registration office where the branch register of members of the Company is kept provided that the minimum length of the period, during which such notice(s) are given shall be at least 7 days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

Other than the above concerning a proposal of a person for election as a Director, there are no provisions in the Articles of Association or the Companies Law of the Cayman Islands for putting forward proposals of new resolutions by Shareholders at general meetings. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

### Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

### Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: 27th Floor  
Wing On House  
71 Des Voeux Road Central  
Hong Kong

Fax: (852) 2511 1152  
Email: ir@ump.com.hk

### 於股東大會上提呈建議

股東可就其有意提名任何人士(除彼本身外)參選董事的通知以及經被提名人士簽署表明其願意接受選舉的通知,送交本公司總辦事處或本公司存置股東名冊分冊的登記處,惟提交通知的期間必須至少7天,如通知在指定舉行該選舉的股東大會的通告寄發後提交,提交通知的期間為由指定舉行該選舉的股東大會的通告發送後翌日開始,至不遲於該股東大會舉行日期前7天結束。

除上文有關提名人士參選董事的議案外,公司細則或開曼群島公司法並無有關股東於股東大會動議新決議案的條文。股東可遵照上文所載的程序就於有關書面要求列明的任何事宜召開股東特別大會。

### 向董事會提出查詢

股東可以書面形式向本公司寄發查詢,藉以向董事會作出任何查詢。本公司一般不會處理口頭或匿名查詢。

### 聯絡資料

股東可將上述的查詢或要求發送至:

地址: 香港  
德輔道中71號  
永安集團大廈  
27樓

傳真: (852) 2511 1152  
電郵: ir@ump.com.hk

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

### COMMUNICATION WITH SHAREHOLDERS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain good communication with Shareholders and in particular, through its annual general meeting and other extraordinary general meetings. At the annual general meeting, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries. The Directors, Company Secretary or appropriate members of senior management, where appropriate, also respond to inquiries from Shareholders and investors on a timely basis.

Under the Listing Rules, all resolutions proposed at Shareholders' meetings must be voted by poll except where the chairman of a general meeting, in good faith and in compliance with the Listing Rules, decides to allow resolutions to be voted on by the Shareholders on a show of hands. Details of the poll procedures will be explained during the proceedings of Shareholders' meetings. The poll voting results will be released and posted on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.ump.com.hk](http://www.ump.com.hk).

To provide effective communication, the Company maintains a website at [www.ump.com.hk](http://www.ump.com.hk). All the financial information and other disclosures including, inter alia, annual reports, interim reports, announcements and Articles are available under the section of "Investor Relations" on the Company's website.

為免生疑問，股東必須將妥為簽署的書面要求、通知或聲明正本或查詢（視情況而定）遞交及寄發至上述地址，並提供其全名、聯絡資料及身份，以使其生效。股東資料可能須按法律規定予以披露。

### 與股東的溝通

本公司認為，與股東進行有效溝通，乃提升投資者關係及讓投資者瞭解本集團業務表現及策略的要素。本公司致力與股東維持良好溝通，尤其是透過股東週年大會及其他股東特別大會。於股東週年大會上，董事（或其代表（如適用））將會抽空與股東會面，並回答股東查詢。董事、公司秘書或高級管理層的相關成員亦會在適當情況下適時回答股東及投資者的查詢。

根據上市規則，於股東大會提呈的所有決議案均須按股數投票方式表決，惟股東大會主席以誠實信用的原則及在遵守上市規則的情況下作出決定，容許決議案由股東以舉手方式表決則除外。投票表決程序的詳情會於股東大會進行期間加以解釋。投票表決的結果會於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.ump.com.hk](http://www.ump.com.hk))發佈及登載。

為有效聯繫，本公司已設立網站 [www.ump.com.hk](http://www.ump.com.hk)。所有財務資料以及其他披露資料（其中包括年報、中期報告、公告及細則）均可於本公司網站「投資者關係」一欄瀏覽。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Shareholders can direct their questions about their shareholdings to the Company's Share Registrars. To the extent the requisite information of the Company is publicly available, Shareholders and the investment community may at any time make a request for such information. Designated contacts, email addresses and enquiry lines of the Company have been provided in the "Corporate Information" section of this annual report to enable the Shareholders and the investment community to make any enquiry in respect of the Company.

### CONSTITUTIONAL DOCUMENTS

During FY2022, the Company has not made any changes to its memorandum and Articles of Association.

股東可直接向本公司的股份過戶登記處查詢有關其股權事宜。倘要求索取的本公司資料為公開資料，股東及投資大眾可隨時索取有關資料。本公司的指定聯絡人、電郵地址及查詢電話已載於本年報「公司資料」一節內，以便股東及投資大眾提出任何有關本公司的查詢。

### 章程文件

於2022財政年度，本公司並無對其組織章程大綱及公司細則作出任何變動。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### ABOUT THIS REPORT

#### Overview

This Environmental, Social and Governance (“ESG”) Report of UMP Healthcare Group (“UMP” or “the Group”) provides an overview of the identified material ESG issues and related practices that help us drive sustainable development. We are dedicated to engaging our key stakeholders and complying with relevant regulations and guidelines on ESG matters.

The data reported in this ESG Report was prepared based on our internal statistical reports, internal policies, and other internal documents. The board of directors (the “Board”) is responsible for overseeing statutory compliance, stakeholder engagement, ESG performance and risk management. The Board hereby confirms that no false or misleading statements have been made in this ESG Report to the best knowledge and belief. The approval of this ESG report from the Board was obtained on 23rd September 2022.

#### Reporting scope

This report covers UMP’s ESG management approach and performance for the period from 1 July 2021 to 30 June 2022 (“FY2022”), aligning with the reporting period of our financial year. Unless otherwise specified, the contents and metrics reported cover our operations in Hong Kong<sup>1</sup>.

#### Reporting standard

This ESG Report was prepared according to the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited. For more information relating to the Group’s business and its corporate governance practices, please refer to the Corporate Governance section in this Annual Report.

### 關於本報告

#### 概覽

聯合醫務集團（「聯合醫務」或「本集團」）的本環境、社會及管治（「環境、社會及管治」）報告概述已識別的重大環境、社會及管治事宜以及協助我們推動可持續發展的相關常規。我們致力與主要持份者溝通互動，並遵守有關環境、社會及管治事宜的相關規例及指引。

本環境、社會及管治報告所披露的數據乃源自我們的內部數據報告、內部政策及其他內部文件。董事會（「董事會」）負責監督法規遵守、持份者溝通、環境、社會及管治表現及風險管理等事宜。董事會謹此確認，就其所知及所信，本環境、社會及管治報告當中並無虛假或誤導性的陳述。本環境、社會及管治報告已於2022年9月23日獲董事會批准。

#### 報告範圍

與財政年度的報告期一致，本報告涵蓋聯合醫務於2021年7月1日至2022年6月30日期間（「2022財政年度」）的環境、社會及管治管理方針及表現。除另有指明外，所呈報的內容及度量標準涵蓋我們於香港的業務<sup>1</sup>。

#### 報告準則

本環境、社會及管治報告乃根據香港聯合交易所有限公司證券上市規則附錄二十七所載的環境、社會及管治報告指引而編製。有關本集團業務及其企業管治常規的更多資料，請參閱本年報的企業管治一節。

<sup>1</sup> Environmental data only covers our operations in Hong Kong as the relevant figures for our operations in Mainland China and Macau are considered relatively insignificant to the Group.  
環境數據只包括我們於香港的業務，因為我們在中國內地及澳門的業務之相關數據對本集團而言為較不重要。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

In the preparation of this ESG Report, the Group follows the four reporting principles as set out in the ESG Reporting Guide:

於編製本環境、社會及管治報告時，本集團遵循環境、社會及管治報告指引中載列的四項匯報原則：

Reporting principles 匯報原則	Materiality 重要性	Quantitative 量化	Balance 平衡	Consistency 一致性
<p><b>Application in this ESG Report</b> 於本環境、社會及管治報告中的應用</p>	<p>Material environmental and social issues were identified and prioritised with inputs from internal and external stakeholders of the Group, and are disclosed in this ESG Report. 於本集團內部及外部持份者的參與下，重大的環境及社會事宜已經識別及排出優次，並於本環境、社會及管治報告披露。</p>	<p>The Group accounts for and discloses KPIs in quantitative terms for proper evaluation of the effectiveness of ESG policies and actions. 本集團以量化的方式核算及披露關鍵績效指標，以便對環境、社會及管治政策及行動的成效作適當評估。</p>	<p>This ESG Report aims to disclose data in an objective way, which aims to provide stakeholders with a balanced overview of the Group's overall ESG performances. 本環境、社會及管治報告旨在客觀披露數據，從而為持份者提供關於本集團整體環境、社會及管治表現的均衡概觀。</p>	<p>The Group adopts consistent measurement methodology to achieve meaningful comparison of ESG performances over time whenever practicable. Any updates in the methods or KPIs used will be disclosed. 本集團採用一致的計量方法，以於可行的情況對環境、社會及管治的表現進行有意義的比較。使用的方法或關鍵績效指標的任何更新均會作披露。</p>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### OUR COMPANY

UMP is a leading medical and healthcare solution provider in Hong Kong and Macau. The Group offers a wide range of healthcare services suited for diverse individual needs, while also partnering with corporate and insurance companies to administer customised corporate healthcare benefit plans for their members. UMP, through its affiliated companies, operated multiple joint-ventured medical centres with local health service partners in major Chinese cities and facilitated the provision of family doctor trainings. The UMP network has served over 1,100,000 clinic visits in FY2022, and currently encompasses approximately 1,000 self-owned and affiliated medical service points of medical disciplines located across Hong Kong and Macau.

Since its inception in 1990, the Group has been dedicated to providing trusted and affordable services to patients. Maintaining a high standard of professional practice and acting with integrity are core tenants of UMP. The Group has integrated ESG management principles with operations and services to ensure ESG matters are handled fairly and effectively. We strive to continue to align our business strategy with ESG considerations to continue our journey to sustainable development.

### 本公司

聯合醫務是香港及澳門領先的醫療保健解決方案提供者。本集團提供切合不同個人需要的多元化醫療保健服務，亦聯袂企業及保險公司，為會員管理定制的企業醫療保健福利計劃。聯合醫務透過其聯屬公司，於國內各大城市與地方衛生服務機構共同經營多個醫務工作室，推動家庭醫生培訓。聯合醫務網絡於2022財政年度的年就診人次超過110萬，目前旗下自設及聯營的約1,000家醫療服務機構覆蓋香港及澳門。

自1990年成立以來，本集團一直致力為患者提供可信任及可負擔的服務。維持高水準的專業實踐並以誠信行事是聯合醫務的核心價值。本集團將環境、社會及管治管理原則融入聯合醫務的營運及服務，以確保環境、社會及管治管理事宜得到公平及有效的處理。我們繼續致力確保業務策略和環境、社會及管治考量保持一致，以實現可持續發展之歷程。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### MANAGEMENT OF ESG ASPECTS

Managing ESG risks effectively is essential to ensure the sustainable growth of our business. The Board holds ultimate responsibility for assessing ESG-related risks to our business and ensuring that our risk management and internal control systems are suitable and effective to address these issues.

The ESG working group assists the Board of Directors in supervising ESG-related matters and aligning ESG considerations in our daily operations. Led by senior management, the working group is comprised of various departments responsible for different ESG issues, including clinic chain management, human resources, finance, legal & compliance, and third-party administration teams. The working group meets twice a year to discuss roles and responsibilities, ensure compliance with any new ESG requirements and policies, and provide oversight of the Group's data collection tools.

Our Corporate Social Responsibility policy ("CSR policy") enshrines our commitment to environmental protection, community contribution, decent labour practices, occupational health and safety, protecting patients' rights, and responsible procurement. All staff are expected to comply with our CSR policy. In addition, we have measures in place to monitor and improve the quality of services delivered by our affiliated practitioners to our customers.

### Compliance with ESG-related regulations

The Group is dedicated to complying with relevant laws and regulations to our business operations, including the registration and licensing of clinics, processing of radioactive substances and apparatuses, clinical waste treatment, marketing and promotion of healthcare products and services, possession and distribution of drugs, and the protection of customer and patient privacy.

Robust internal policies and systems have been established to ensure compliance with these laws and regulations. Our staff and medical/dental practitioners are guided by standard written procedures and we implement training and development programmes to ensure staff are updated on recent developments in compliance matters.

### 環境、社會及管治層面的管理

有效管理環境、社會及管治的風險是確保旗下業務可持續發展的關鍵。董事會對於評估與業務有關的環境、社會及管治的風險，以及確保環境、社會及管治風險管理及內部監控系統屬恰當及有效處理該等問題負有最終責任。

環境、社會及管治工作小組協助董事會監督環境、社會及管治相關事宜，並將環境、社會及管治考慮因素納入日常營運。由高級管理層領導的工作小組由負責不同環境、社會及管治事宜的不同部門組成，包括醫務中心管理、人力資源、財務、法律及合規及第三方管理團隊。工作小組每年召開兩次會議，討論其角色及責任，確保新的環境、社會及管治要求及政策得到遵守，並監督本集團的數據收集工具。

我們的企業社會責任政策（「企業社會責任政策」）彰顯出我們對保護環境、貢獻社會、恪守優良勞工常規、維持職業健康與安全、維護患者權利及負責任採購的承諾。全體員工均須遵守企業社會責任政策。此外，我們亦已採取措施，以監察並提升聯屬醫療從業人員向客戶提供服務的質素。

### 遵守環境、社會及管治相關法規

本集團致力遵守與業務營運相關的法律及規例，包括診所註冊及發牌、放射性物質及儀器、診所廢棄物處理、醫療保健產品及服務營銷及推廣、藥物管有及分銷，以及保障客戶及患者私隱。

本集團已制訂高效的內部政策及系統，以確保遵守相關法律及規例。我們以標準的書面程序為員工及醫生／牙醫提供指引，並推行不同的培訓及發展課程，以確保他們緊貼有關合規事宜的最新發展。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Stakeholder engagement

Engaging and communicating with our stakeholders helps align our business practices with their needs and expectations. We greatly value the trust and support of our stakeholders and have various channels in place to discuss and review issues related to this ESG Report.

### 持份者參與

與持份者接觸和溝通有助令業務常規能滿足持份者的需要及期望，我們非常重視持份者的信任和支持，並設有各種渠道供彼此討論及檢討本環境、社會及管治報告的相關議題。

Stakeholders 持份者	Engagement 溝通方式
Government and regulatory authorities 政府及監管機構	<ul style="list-style-type: none"> <li>Respond to inquiries with government department 回應政府部門查詢</li> </ul>
Investors 投資者	<ul style="list-style-type: none"> <li>Issue timely announcements and circulars 適時刊載公告及通知</li> <li>Convene regular shareholder meetings 定期召開股東大會</li> <li>Public financial and ESG reports 刊發財務及環境、社會及管治報告</li> </ul>
Employees 僱員	<ul style="list-style-type: none"> <li>Training and employee-caring activities 培訓及關懷僱員活動</li> <li>Grievance mechanism 申訴機制</li> <li>Company intranet 公司內聯網</li> </ul>
Customers 客戶	<ul style="list-style-type: none"> <li>UMP Service Point app UMP服務點應用程式</li> <li>Customer hotline 客戶熱線</li> <li>Feedback surveys 意見調查</li> </ul>
Suppliers and contractors 供應商及承包商	<ul style="list-style-type: none"> <li>Supplier rating system 供應商評級系統</li> <li>Regular communication 定期溝通</li> </ul>
Community 社區	<ul style="list-style-type: none"> <li>Cooperation with social enterprises 與社會企業合作</li> </ul>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Materiality assessment

Our materiality assessment is a continuous process based on conducting stakeholder engagement exercises, peer benchmarking, and reference to international sustainability reporting standards and guidelines. Ten sustainability issues have been identified as material for the Group's internal and external stakeholders in FY2022.

### 重要性評估

我們的重要性評估是基於持份者參與活動、與同業基準對比並參考國際可持續發展報告準則及指引的持續過程。本集團已識別於2022財政年度對本集團內部及外部持份者為重要，由10項可持續發展事宜組成的清單。

Material topics of the Group	本集團的重要議題
Hazardous Waste Management	有害廢棄物管理
Employee relations	僱員關係
Occupational Health and Safety	職業健康和安
Labour Standards	勞工準則
Supply Chain Management	供應鏈管理
Customer satisfaction	客戶滿意度
Service quality & safety	服務質素和安
Patients' data protection and privacy	患者數據保護及私隱
Anti-corruption	反貪污
Business integrity	商業誠信

### OUR SERVICES

UMP plays an important role in safeguarding community health and is dedicated to providing quality service and elevating patient satisfaction.

### 我們的服務

聯合醫務在保障社區健康中扮演重要角色，致力提供優質服務，並提升患者滿意度。

Our Quality Assurance and Safety Committee, consisting of medical practitioners and senior management, is responsible for monitoring the performance of our clinics and providing advice on professional standards, clinical governance, clinical risk, and continuous professional development of clinical and professional services. The Committee also develops policies and procedures concerning the healthcare and medical services of the Group.

我們的質量保證及安全委員會由本集團的醫生及高級管理層組成，其負責監督診所的表現，並就專業標準、臨床管治、臨床風險及臨床及專業服務的持續專業發展提供意見。委員會亦制定有關本集團醫療保健及醫療服務的政策及程序。

During FY2022, there have been no instances of non-compliance related to our products and service quality.

於2022財政年度，並無有關我們的產品及服務質量的不合規事項。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Clinic hygiene and infection control

Maintaining environmental hygiene in our medical centres is essential to ensure a healthy and comfortable clinical environment. Aside from good ventilation and lighting systems, we equip clinics with a special suction apparatus to reduce aerosols in the air and procure personal protective equipment (“PPE”) from global sources to maintain sufficient stock across our clinic chains. Patient triage and placement procedures are in place to prevent the transmission of disease within clinics. We implement strict sterilisation of reusable medical equipment and ensure that sufficient sanitary and hand-washing facilities are available to all patients and staff. Hand hygiene tips and good cough etiquette are displayed at our clinics to act as reminders for all. Clinic staff are trained in clinical infection control to guard against epidemic diseases and further limit the risk of transmissible disease. Proper handling of clinic-generated waste is also a central measure to controlling infection, further detailed in the “waste treatment” section.

Guidelines on infection control and prevention to reduce the spread of COVID-19 remain in place at all clinics. Practical measures to enhance personal and workplace hygiene and safety include maintaining good ventilation, disinfecting commonly used equipment, providing hand soap in toilets, and regularly checking body temperature to protect both our clinic staff and patients. Surgical masks and other necessary protective equipment are also provided to frontline staff for their protection.

### Patient relationship management

Understanding our patients needs and concerns helps us ensure the quality of our professional medical services. The Group has various established communication platforms to engage with patients and provide them with enhanced convenient and quality services. Our mobile app UMP 服務點 is the primary platform for communication, giving customers access to the latest information on doctor availability, the range of healthcare services offered, and the location and operation hours of our medical centres. All first-hand direct complaints in our clinics are handled by the respective clinic-in-charge according to our Complaints and Incident Reporting guidelines. Feedback or suggestions can be raised through the UMP hotline or website, while complaints launched about medical practice are handled by Clinic Chain Management Department and investigated thoroughly in an impartial manner.

### 診所衛生及感染控制

保持醫務中心的環境衛生是確保健康及舒適的診所環境的關鍵。除了良好的通風及照明系統外，我們的診所亦配備特殊的抽吸器，以減少空氣中的氣溶膠，並在全球各地採購個人防護用品，讓各連鎖診所中心備有充足庫存。為防止診所內的疾病傳播，我們採取患者分流及安置程序。我們對可再用的醫療設備進行嚴格消毒，並向所有患者及僱員提供充足的衛生及洗手設施。診所內展示潔手注意事項及合宜的咳嗽禮儀，提醒大家留神注意。我們向診所職員提供診所感染控制培訓，以防範流行性疾病及進一步減低可傳染疾病的風險。正確處理診所產生的廢棄物亦為控制感染的重要方法。進一步詳情請參閱「處理廢棄物」一節。

為減低新型冠狀病毒的傳播和感染風險，我們制訂了感染控制和預防指引，並在全線診所實施。我們已採取切實可行的措施以加強個人及工作場所的衛生及安全，包括保持良好通風、對常用設備進行消毒、於廁所提供洗手液，並定期檢查體溫，以保護診所職員及患者。本集團亦為前線員工提供外科口罩及其他必要的防護用品。

### 患者關係管理

了解患者所需及關注的事宜有助我們確保專業醫療服務的質素。本集團透過不同的已確立溝通平台與患者溝通，為他們提供更方便及優質的服務。我們的「UMP服務點」流動應用程式是主要溝通平台，為客戶提供醫生應診時間、所提供醫療保健服務範疇及醫務中心地點及營業時間等的最新資訊。有關診所的所有一手直接投訴均由相關診所負責人根據投訴及意外報告指引處理。患者可經聯合醫務熱線及網站提供反饋或建議。倘出現有關醫療服務的投訴，將會由我們的醫務中心管理部處理並會以不偏不倚的方式徹查。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Safeguarding patients' rights and their privacy

The Group welcomes patients from all backgrounds and has a strict no tolerance policy on any discrimination based on age, race, sex, marital status, pregnancy, disability, or any other characteristic protected by anti-discrimination laws.

To protect and promote patients' rights, UMP is committed to upholding a transparent and open relationship with patients throughout the entire healthcare process. The patients' medical status is confidential and we respect all decisions to accept or refuse medication or treatment.

The Group complies with the Personal Data (Privacy) Ordinance regarding the collection, retention, handling, disclosure and use of personal data including medical history. An effective data storage system is in place that regularly monitors and evaluates the risk of improper use of information which helps avoid information leakage to unauthorised third parties. Our Employee Handbook stipulates that staff may only access confidential information on a need-to-know basis and must follow our procedures when handling printed and electronic documents related to personal data. UMP provides trainings on Personal Data Privacy to further safeguard the protection of confidential patient information and guide staff in upholding their responsibilities on privacy matters.

### Professional practitioners

The Group prides itself in providing safe, quality healthcare services from qualified practitioners. All medical practitioners engaged by UMP have valid certifications and qualifications to provide relevant medical services and handle drug and pharmacy matters. All doctors, dentists and certain auxiliary service providers are required to comply with the applicable code of professional conduct or discipline.

### 維護患者權利及私隱

本集團一視同仁看待不同背景的患者，嚴禁任何基於年齡、種族、性別、婚姻狀況、懷孕、殘疾或反歧視法例保障的任何其他特徵的歧視。

為保護及促進患者權利，聯合醫務致力於整個醫療過程與患者維持透明及坦誠的關係。我們對患者的醫療狀況絕對保密，並尊重接受或拒絕任藥物或治療的一切決定。

本集團遵守個人資料(私隱)條例有關收集、保留、處理、披露及使用個人資料(包括醫療紀錄)等方面的規定。我們設有有效的資料儲存系統，並定期監察及評估不當使用資料的風險，以免資料外洩予未獲授權的第三方。我們的員工手冊訂明，員工只能接觸基於職責而必須接觸的機密資料，於處理有關個人資料之印刷及電子文件時必須遵從我們的程序。為進一步保障對患者機密資料的保護，聯合醫務提供關於個人資料私隱的培訓，以指導員工恪守私隱事務責任。

### 專業的醫療從業人員

本集團以提供安全及優質的醫療保健服務為榮，服務由合資格醫療從業人員提供。所有獲聯合醫務聘請的醫療從業人員均必須具有有效的執業證書及資格，以提供相關醫療服務，以及處理藥物及配藥事宜。所有醫生、牙醫及若干輔助服務提供者均需遵守適用的專業操守或紀律守則。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Qualified and suitable practitioners who are part of our network are identified through a comprehensive process to ensure all practitioners are competent in providing quality healthcare services. The recruitment process for doctors involves more than one Senior Executive of UMP to secure a fair and objective selection process to engage qualified and capable doctors. A Human Resources Director reviews the candidate's background, followed by a video or face-to-face meeting. Suitable candidates will then be interviewed by a Managing Director and General Manager. The Chairman and Chief Executive Officer will also be involved before a hiring decision is made. Professional qualification and certificates are collected for our record.

UMP strives to ensure our medical services encompass the best practices in line with industry standards. The Group provides the necessary resources to support practitioners to enhance their skills and knowledge, with regular clinical visits conducted by a dedicated team to engage our affiliated practitioners. Policies on selection, remuneration and training are periodically reviewed by senior management to ensure that clinical care is delivered up to industry standards and continues improving thereafter.

### Supply chain management

UMP procures medicine and medical equipment from qualified pharmaceutical companies and suppliers of medical consumables according to applicable laws and regulations. The Procurement Policy provides a framework for all procurement related activities in the Group and is supplemented by specific procedures as necessary for different business units.

The Procurement and Supplier Management processes aim to facilitate the long-term business development of UMP by continuously improving both supplier performance and the relationship between suppliers and UMP. Suppliers are rated based on their performance on criteria such as the quality of goods, delivery time, brand reputation, and environmental and social factors. Preferred suppliers with higher performance ratings will be engaged when procuring a particular good or service. The Group encourages feedback from suppliers to reflect our procurement progress and identify areas for improvement. The preferred supplier list is assessed at least biennially to ensure supplier performance meets the UMP procurement standard.

我們以全面的程序物色合資格及適合的醫療從業人員加入我們的網絡，並確保全體醫療從業人員均勝任提供優質的醫療保健服務。我們的醫生招聘過程涉及一名以上的聯合醫務高級管理人員，以確保甄選過程公平客觀，聘得合資格及勝任的醫生。人力資源總監將審查候選人的背景，繼而進行視像會議或面談。然後，合適的候選人將由董事總經理及總經理進行面試。主席及行政總裁亦將參與其中，然後再決定是否聘用。我們收取專業資格及證書之副本以作記錄。

聯合醫務致力確保旗下的醫療服務符合行業標準的最佳常規。本集團提供必要資源以支援醫療從業人員提高技能及知識，並透過專責團隊定期到訪診所與聯屬醫療從業人員交流。高級管理層定期檢討有關甄選、薪酬及培訓的政策，以確保按照行業標準提供臨床護理，不斷精益求精。

### 供應鏈管理

聯合醫務向根據適用法律及法規的合資格醫藥公司及醫療消耗品供應商採購藥物及醫療設備。採購政策為本集團的所有採購相關活動提供框架，並根據不同業務單位的需要，由具體程序加以補充。

採購及供應商管理程序旨在透過推動供應商的表現及供應商與聯合醫務之間的關係不斷改進，促進聯合醫務的長遠業務發展。供應商的表現乃根據貨品品質、交付時間、品牌聲譽以及環境及社會因素等項目而評級。於採購特定的貨物或服務時，表現評級較高的首選供應商會獲委聘。本集團冀通過鼓勵供應商提供反饋以反映採購過程中的進展並確定可作改進的範疇。首選供應商名單至少每兩年評估一次，以確保供應商的表現符合聯合醫務的採購標準。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

A centralised procurement system facilitates the ordering and distribution of medical supplies to individual UMP Medical Centres. UMP Medical Centres are responsible for maintaining their own drug and medical consumable inventory. This system allows for effective control of the quality and costs of procurement while also mitigating risks of corruption and bribery.

中央採購系統有助訂購及向個別聯合醫務中心分發醫療物資，聯合醫務中心負責維持本身的藥物及醫療消耗品存貨。此系統可以有效控制採購的質量及成本，同時減低貪污及賄賂的風險。

### Number of suppliers by geographical region

#### 按地區劃分的供應商數目

Hong Kong  
香港

570

## BUSINESS ETHICS

The Group is committed to upholding high ethical standards and works closely with employees to promote our strong ethical values.

UMP has a zero-tolerance policy against corruption. Our Employee Handbook has guidelines setting out the Group's policies regarding gifts from suppliers and clients. This year, an Anti-Corruption Programme training was provided by the ICAC to refresh our employees' awareness of potential instances of corruption and actions to take in response to such situations. Over 100 employees had attended the training. To avoid any conflict of interest we recommend employees to either return gifts with a written explanation, donate the gift to charity through the Group, or keep the gift and donate a sum of equal market value to charity. In certain situations, we will require employees to report necessary instances to their supervisors and the Human Resources and Administration department.

The Group encourages employees to report any suspected instances of unethical business behaviour. Our Whistleblowing Policy, part of our internal risk management system, sets out the procedures for reporting inappropriate behaviour or a violation of UMP's Code of Conduct. Employees can file a written report directly to the Head of Human Resources and Administration department, General Manager, or the Chairman.

This year, there have been no legal cases regarding corruption brought against the Group or our employees.

## 商業道德

本集團致力恪守高道德標準，並與僱員緊密合作，以促進崇高的道德價值。

聯合醫務絕不姑息貪污行徑。員工手冊內的指引訂明本集團對於自供應商及客戶收取餽贈的政策。本年度，超過100名僱員參與由廉政公署提供的一項反貪污培訓課程，以提高僱員對潛在貪污事件的警惕以及應採取的適當行動。為避免利益衝突，我們建議僱員連同書面解釋一併退回禮物、通過本集團捐贈予慈善機構，或保留該禮物並同時向慈善機構捐贈金額等同於該禮物的市場價值的款項。於特定情況下，我們要求僱員向其主管及人力資源及行政部報告有關必要事宜。

本集團鼓勵僱員報告任何可疑的不道德商業行為。作為內部風險管理系統的一環，我們訂有舉報政策，制定了舉報不當行為或違反聯合醫務操守守則的程序。僱員可直接向人力資源及行政部主管、總經理或主席作出書面報告。

於本年度，並無任何針對本集團或旗下僱員而提起的貪污法律案件。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### OUR EMPLOYEES

### 我們的僱員

Social KPIs 社會關鍵績效指標	Unit 單位	FY2022 2022財政年度
<b>Number of employees</b> 僱員人數		
<b>Total number of employees</b> 僱員總數	No. 數目	526
<b>Number of employees by employment type</b> 按僱傭類型劃分的僱員人數		
Full-time 全職	No. 數目	449
Part-time 兼職	No. 數目	77
<b>Number of employees by gender</b> 按性別劃分的僱員人數		
Male 男性	No. 數目	105
Female 女性	No. 數目	421
<b>Number of employees by age group</b> 按年齡組別劃分的僱員人數		
Below 30 30歲以下	No. 數目	125
30 – 40 30歲–40歲	No. 數目	195
41 – 50 41歲–50歲	No. 數目	96
Above 50 50歲以上	No. 數目	110
<b>Number of employees by employment category</b> 按僱傭類別劃分的僱員人數		
Chief level executives 首席級行政人員	No. 數目	10
Senior management 高級管理人員	No. 數目	35
Middle management 中層管理人員	No. 數目	110
General staff 一般員工	No. 數目	371

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Social KPIs 社會關鍵績效指標	Unit 單位	FY2022 2022財政年度
<b>Number of employees by geographical region</b> 按地區劃分的僱員人數		
Hong Kong 香港	No. 數目	435
Mainland China 中國內地	No. 數目	85
Macau 澳門	No. 數目	6
<b>Turnover</b> 僱員流失情況		
Total number of resigned employees 已辭任的僱員總數	No. 數目	293
<b>Number of employees turnover by gender</b> 按性別劃分的僱員流失人數		
Male 男性	No. 數目	55
Female 女性	No. 數目	238
<b>Employee's turnover rate by gender</b> 按性別劃分的僱員流失率		
Male 男性	%	52%
Female 女性	%	57%
<b>Number of employees turnover by age group</b> 按年齡組別劃分的僱員流失人數		
Below 30 30歲以下	No. 數目	120
30 – 40 30歲–40歲	No. 數目	103
41 – 50 41歲–50歲	No. 數目	41
Above 50 50歲以上	No. 數目	29

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Social KPIs 社會關鍵績效指標	Unit 單位	FY2022 2022財政年度
<b>Employee's turnover rate by age group</b> 按年齡組別劃分的僱員流失率		
Below 30 30歲以下	%	96%
30 – 40 30歲–40歲	%	53%
41 – 50 41歲–50歲	%	43%
Above 50 50歲以上	%	26%
<b>Number of employees turnover by geographical region</b> 按地區劃分的僱員流失人數		
Hong Kong 香港	No. 數目	270
Mainland China 中國內地	No. 數目	23
Macau 澳門	No. 數目	0
<b>Employee's turnover rate by geographical region</b> 按地區劃分的僱員流失率		
Hong Kong 香港	%	62%
Mainland China 中國內地	%	27%
Macau 澳門	%	0%

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Employee benefits and welfare

UMP recognises that our employees are central to the successful running of our business. The Group has various human resources management policies and procedures in place to ensure compliance with relevant laws and regulations. Relevant laws and regulations include the Employment Ordinance, the Sex Discrimination Ordinance, the Disability Discrimination Ordinance of the Laws of Hong Kong and the Labour Law of the PRC and the Labour Contract Law of the PRC. Our Employee Handbook has detailed rules and guidelines that set out our expectations for employee conduct as well as the rights and responsibilities of staff in the workplace.

We are committed to creating an inclusive and positive work culture that promotes the well-being of staff. Employees from all departments and ranks are encouraged to express their views on improving work efficiency and internal communication to achieve higher levels of quality and productivity.

The Group offers competitive remuneration and performance incentives as motivation for employees to collectively pursue UMP's goals. These include a share options scheme and share awards scheme.

Staff benefits include comprehensive medical insurance, employment compensation insurance, directors' and officers' liability insurance and mandatory provident fund for employees. This year, we have introduced a second MPF service provider to offer more choices to employees in their savings and future planning. Employees are also entitled to annual leave, maternity leave, paternity leave, marriage leave and examination leave. To encourage work-life balance and ensure staff-wellbeing, the Group has clear policies outlining overtime working arrangements. We are dedicated to creating opportunities for career development and fostering a unified spirit amongst employees across the Group.

### 僱員待遇及福利

聯合醫務深明員工是業務成功發展的關鍵。本集團制定了各種人力資源管理政策及程序，確保遵守相關法律及規例。相關法律及規例包括香港法例中的《僱傭條例》、《性別歧視條例》、《殘疾歧視條例》以及《中華人民共和國勞動法》及《中華人民共和國勞動合同法》。員工手冊內的詳細規則及指引載有我們對員工操守的期望，以及員工於工作場所的權利及責任。

我們致力建立包容及積極的工作文化，促進員工的福祉。我們鼓勵各部門、各層級的員工通過各種溝通平台踴躍發表意見，以改進內部溝通和提升工作效率，從而實現更高質素及生產力。

本集團提供具競爭力的薪酬及績效獎勵，當中包括購股權計劃及股份獎勵計劃，以激勵僱員共同實現聯合醫務的目標。

員工福利包括綜合醫療保險、僱員賠償保險、董事及高級人員責任保險及為僱員而設的強制性公積金。於本年度，我們引進第二間強積金服務供應商，為僱員的儲蓄及未來規劃提供更多選擇。僱員亦享有年假、產假、侍产假、婚姻假及考試假。為鼓勵工作及生活平衡並確保僱員的身心健康，本集團制定關於加班安排工作的清晰政策。我們致力創造事業發展機會，並培養集團上下團結一心的精神。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Development and training

UMP endeavours to support the career development aspirations of Group employees. Professional support is provided to ensure employees can effectively manage and deliver their responsibilities. All new joiners are required to attend orientation training to receive a comprehensive introduction to the Group and its business. UMP also provides Education Sponsorship and Examination Leave for clinical staff to receive additional external training relevant to their duties. These may include training on administering injections, practice in collecting blood tests, pharmaceutical dispensing, and other skills and knowledge related to their duties. The sponsorship programme is open to nursing staff and other clinical support staff and aims to promote individual development and enhance the working capabilities of UMP employees.

UMP has an internal transfer policy to encourage employees to broaden their exposure within the group and take opportunities for career advancement. Employees are offered the chance to pursue development in other departments within the Group, while also enabling us to place skilled employees in the most appropriate service areas.

### 發展及培訓

聯合醫務致力支持本集團僱員的事業發展。我們提供專業支援，確保僱員能夠有效管理及履行職責。所有新入職的員工須參加迎新培訓，以得到對本集團及其業務的全面介紹。聯合醫務亦為診所職員提供教育贊助及考試假期，接受與職務有關的額外外部培訓。當中可包括注射、採集血液測試、配藥及其他與其職務有關技能及知識的培訓。此贊助計劃旨在提高聯合醫務僱員的個人發展及工作能力，可供護理人員及其他臨床支援人員參與。

聯合醫務訂有內部調派政策，鼓勵僱員於本集團內擴大工作接觸的範疇，並把握事業發展的機會。僱員有機會在本集團內的其他部門尋求發展，同時亦讓我們能夠將能幹僱員調派至最合適的服務領域。

Training 培訓		
Number of trained employees 受訓僱員人數	No. 數目	278
<b>Number of trained employees by gender</b> 按性別劃分的受訓僱員人數		
Male 男性	No. 數目	79
Female 女性	No. 數目	199
<b>Percentage of trained employees by gender</b> 按性別劃分的受訓僱員百分比		
Male 男性	%	75%
Female 女性	%	47%

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

<b>Training</b> 培訓		
<b>Number of trained employees by employee category</b> 按僱員類別劃分的受訓僱員人數		
Chief level executives 首席級行政人員	No. 數目	10
Senior management 高層管理人員	No. 數目	25
Middle management 中層管理人員	No. 數目	32
General staff 一般員工	No. 數目	211
<b>Percentage of trained employees by employee category</b> 按僱員類別劃分的受訓僱員百分比		
Chief level executives 首席級行政人員	%	100%
Senior management 高層管理人員	%	76%
Middle management 中層管理人員	%	29%
General staff 一般員工	%	60%
<b>Average training hours by gender</b> 按性別劃分的平均受訓時間		
Male 男性	Hours 小時	0.64
Female 女性	Hours 小時	1.5
<b>Average training hours by employee category</b> 按僱員類別劃分的平均受訓時間		
Chief level executives 首席級行政人員	Hours 小時	4
Senior management 高層管理人員	Hours 小時	4
Middle management 中層管理人員	Hours 小時	2
General staff 一般員工	Hours 小時	2

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Health and safety at workplace

The health and safety of employees are of the utmost priority at UMP. Health and safety policies and practices are integrated into our business operations and activities to minimise safety hazards.

Infection control is a key priority for every clinic. Personal protective and preventive equipment in place include hand-washing facilities, adequate surgical masks as well as sharp disposal containers. All clinical staff are educated on health and safety procedures and are encouraged to be proactive in raising awareness of infection control and reporting potential risks to the clinic in charge.

To guard against the spread of COVID-19, our clinics record the vaccination status of staff and have remote working policies for applicable staff, as well as “Team A and B” working arrangements to minimise the risk of infection amongst employees.

All employees are required to understand and be on alert for unsafe medical procedures. Special medical equipment such as irradiating apparatus is only operated by certified staff. Regular training is delivered to clinical staff to keep them updated on the safe and proper use of medical equipment. General office safety and housekeeping rules are also mandated for all employees.

During FY2022, the Group strictly complied with all relevant laws and regulations on occupational health and safety, including but not limited to the Occupational Safety and Health Ordinance and the laws of the PRC on prevention and control of occupational diseases.

### 工作場所的健康與安全

僱員及患者的健康與安全是聯合醫務的首要前提。健康與安全政策及守則已融入業務營運及活動當中以盡量減低安全隱患。

感染控制是每個診所的重點工作。診所已配置個人保護及預防裝備，包括洗手設施、足夠的口罩及利器處置容器。所有診所職員均已接受了健康與安全步驟的教育，並鼓勵他們主動提高控制感染的意識，並向診所負責人報告潛在風險。

為防止COVID-19的傳播，診所記錄了員工的疫苗接種情況，並為適合的員工制定在家工作政策以及「A組與B組」工作安排，減少僱員之間的感染風險。

我們要求全體僱員了解並注意不安全醫療程序。輻照儀器等特殊醫療設備僅可由獲認證員工操作。診所職員定期接受安全及正確使用醫療設備的培訓，與時並進。全體僱員亦須遵循一般辦公室安全及工作間規則。

於2022財政年度，本集團已嚴格遵守所有有關職業健康及安全的法律及法規，包括但不限於《職業安全及健康條例》及中國有關防治職業病的法例。

### Health and Safety

#### 健康與安全

Number of work-related fatalities 因工亡故的人數	No. 數目	0
Number of lost days due to work injury 因工傷損失工作日數	Days 天數	44

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### OUR ENVIRONMENT

The Group takes responsibility for the environmental impact of our operations and has included our commitment to environmental protection in our Corporate Social Responsibility policy. While maintaining quality and reliable medical services is our ultimate priority, this is also done in strict compliance with requirements on applicable environmental laws and standards. Our efforts include actively minimising our environmental impact through energy saving, waste reduction and recycling, and raising awareness of environmental issues and mobilising employees to contribute to improving our environmental performance.

#### Waste treatment

The Group is subject to environmental regulations, in particular those relating to medical waste disposal including Hong Kong's Code of Practice for the Management of Clinical Waste and the PRC's Regulations on the Administration of Medical Wastes. We have extensive measures in place to handle medical waste in a safe, legal, and professional manner to avoid any potential risks posed to the environment and human health from improper disposal.

The Code of Handling Medical Waste sets out categories of medical waste including syringes, contaminated pads, cotton balls, human tissue specimens from examination, dental amalgams, and expired medicines. The Code details the procedures that staff must follow for proper management and safe handling of medical waste. Medical waste is sealed, labelled, and stored at a designated area inside our centres until a licensed waste contractor collects it for further treatment. We keep a detailed record of medical waste with traceable information such as the date and address of delivery, quantity, and the name of the licensed collector. All clinical staff are required to undergo training to ensure awareness of these procedures and proper implementation. During FY2022, we produced 2.48 tonnes of medical waste.

To limit the production of non-hazardous waste, we educate staff on avoiding unnecessary consumption and disposal of materials. During FY2022, we produced 607,807 litres of general waste.

### 我們的環境

本集團就營運對環境的影響負責，並將環境保護的承諾納入企業社會責任政策。我們以維持高質及可靠的醫療服務為首要前提的同時，亦要求嚴格遵守適用的環境法律及標準的規定。我們的環保工作包括通過節約能源、減少廢棄物及循環再用，積極降低我們對環境的影響，以及提高僱員對環境問題的意識，並推動僱員為提高環保績效作出貢獻。

#### 處理廢棄物

本集團須符合環境規例，特別是有關處置醫療廢棄物者，包括香港的《醫療廢物管理工作守則》及中國的《醫療廢物管理條例》。我們訂有全面措施以安全、合法及專業的方式處理醫療廢棄物，以避免任何不妥善處置對環境及人體健康構成的潛在風險。

處理醫療廢棄物守則規定了醫療廢棄物的類別，包括注射器、受污染的墊片及棉球、檢驗產生的人體組織樣本、牙用銀汞合金及過期藥物。該守則詳細規定職員必須遵循處理程序，對醫療廢棄物作出正確管理及安全處理。醫藥廢棄物的記錄醫療廢棄物會被封好及貼上標籤，並存放於我們醫務中心的指定地點，以便持牌廢棄物收集商收集作進一步處理。我們備存詳盡的醫療廢棄物紀錄並記載交付日期及地址、數量及持牌收集商的名稱等追蹤資料。全體診所職員均須接受培訓，確保他們知悉及妥為實行此等程序。於2022財政年度，我們產生2.48公噸醫療廢棄物。

為限制無害廢棄物的產生，我們教導員工避免不必要的材料消耗及處置。於2022財政年度，我們產生607,807升的一般廢棄物。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### Resource consumption

Most of the energy consumption at UMP is from purchased electricity, powering general lighting and the operation of medical equipment, including sterilisation with high temperatures and x-ray imaging apparatus. We aim to balance maintaining high-quality services for diagnosis and treatment and reducing energy consumption. Thus, we continuously explore energy conservation initiatives in our daily operations, for instance promoting energy efficiency through installing LED lighting in some medical centres.

The Group continues to promote centralised information management and digitalise operations by utilising IT systems to reduce paper consumption. Clinical management and administrative work, such as the Group's E-Claims system has now been digitalised to further reduce our paper consumption.

The Group's consumption of resources by type are listed in the following table.

### 資源消耗

聯合醫務大部分的能源消耗為購買電力、一般照明及使用醫療設備（包括高溫消毒及X光影像儀）。我們旨在診斷及治療時維持優質服務與減少能源消耗之間取得平衡。因此，我們繼續於日常營運中探索節能措施（例如在部分醫務中心安裝LED照明系統以提高能源效益）。

本集團繼續透過運用資訊科技系統，以減少用紙量，從而促進集中的資訊管理及實現數碼化營運。臨床管理及行政工作（例如本集團的「E-Claims」系統）現已全面數碼化，以進一步減少用紙量。

本集團按類別劃分的資源消耗載於下表。

	Unit 單位	FY2020 2020財政年度	FY2021 2021財政年度	FY2022 2022財政年度
<b>Purchased electricity</b> 購買電力	MWh 兆瓦時	1,106.8	1,099.0	1,368.2
<b>Energy consumption intensity</b> 能源消耗強度	MWh/visiting patient 兆瓦時／每名患者	0.0008	0.0010	0.0012
<b>GHG emission<sup>2</sup></b> 溫室氣體排放 <sup>2</sup>	tonnes CO <sub>2</sub> e 公噸二氧化碳當量	763.78	758.41	944.17

<sup>2</sup> Calculation methodologies for GHG emissions: "Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong" published by the Environmental Protection Department and the Electrical and Mechanical Services Department of the Hong Kong SAR Government. GHG emissions include indirect GHG emissions from purchased electricity.

溫室氣體排放的計算方法：香港特別行政區政府環境保護署及機電工程署出版的《香港建築物（商業、住宅或公共用途）的溫室氣體排放及減除的審計和報告指引》。溫室氣體排放包括購買電力的間接溫室氣體排放。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### OUR COMMUNITY

Our mission is to offer trusted and affordable services to enable everyone to pursue their dreams without worrying about their health. We aim to go beyond providing our patients with healthcare servants but also promote public health to the communities that we serve.

During the FY2022, UMP Group donated HK\$500,000 to UMP Charity Foundation Limited (the “Charity Foundation”) to offer, among other assistances, telemedicine services to those patients diagnosed with COVID-19, which enabled patients to continue to receive medical help in times of needs.

As Hong Kong experienced a fifth wave of rapidly increasing COVID-19 cases, many infected patients urgently in need of medical consultations were stuck at home waiting for hospital admission or in isolation. Patients who have confirmed infections, preliminary infections or have self-tested positive using rapid antigen tests could register online for the service. It was anticipated that at least 10,000 people in need would benefit from these telemedicine services within the month of launch. An additional donation may be committed when needed.

A video consultation with a doctor would be arranged and patients were provided with any necessary medication. The consultation helped alleviate patients’ concerns and enabled them to receive treatment without leaving their home. Donations from the Charity Foundation fully subsidised the costs of the consultation services, medicine, and support for all related matters.

In addition, with the rapid increase of vaccination demand, twelve of the Group’s medical centers geared up to support the Sinovac vaccination service. Additional vaccination points were set up at the UMP Wellness & Metabolic Centre in Central to provide extra services for seniors and children, who are considered priority groups for protection. Specialist doctors and registered nurses were in attendance to evaluate those who wish to be vaccinated to confirm their recommendations.

The Group is proud of its proactive commitment to corporate social responsibility and sustainable development, and will continue to broaden care for the health and well-being of the wider public and create long-term value for society.

### 我們的社區

我們的使命是提供值得信賴及可負擔的服務，使每個人可不必擔心健康而繼續追求夢想。我們為患者提供醫療服務的同時，亦促進我們所服務社區的公共衛生。

於2022財政年度，聯合醫務集團捐贈50萬港元予聯合醫務慈善基金會有限公司（「慈善基金會」），為確診新型冠狀病毒的患者提供視像診症服務，使患者在需要時繼續獲得醫療援助。

香港爆發第五波疫情時，新型冠狀病毒個案急升，不少確診患者被困在家中等待移送入院或進行隔離。已確診、初步確診或自行使用快速抗原測試結果陽性的患者可在網上登記使用該服務。預計視像診症服務推出的一個月內，至少有一萬名有需要人士受益。我們在需要時會追加捐贈。

我們會安排患者與醫生作視像問診，並提供任何所需藥物。診症有助患者安心，可足不出戶便能接受治療。慈善基金會的捐款全數資助診金及藥物費用，並為一切相關事宜提供支援。

此外，隨著疫苗需求快速增長，本集團旗下的12個醫務中心全力支援科興疫苗接種服務。位於中環的聯合健康管理中心設有額外疫苗接種點，為屬於最優先保護群組的長者及兒童提供額外服務。專科醫生及註冊護士會在場評估有意接種疫苗的人士，以確認他們的建議。

本集團為其積極履行企業社會責任及推動可持續發展感到自豪，並會繼續擴大對廣大民眾的健康及福祉的關顧，為社會創造長遠價值。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### THE STOCK EXCHANGE ESG REPORTING GUIDE INDEX

### 聯交所環境、社會及管治報告指引索引

Mandatory Disclosure Requirements 強制披露規定	Section 章節	Remarks 備註
<p>Governance Structure 管治架構</p>	<p>A statement from the board containing the following elements: 由董事會發出的聲明，當中載有下列內容：</p> <ul style="list-style-type: none"> <li>(i) a disclosure of the board’s oversight of ESG issues; 披露董事會對環境、社會及管治事宜的監管；</li> <li>(ii) the board’s ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer’s businesses); and 董事會的環境、社會及管治管理方針及策略，包括評估、優次排列及管理重要的環境、社會及管治相關事宜（包括對發行人業務的風險）的過程；及</li> <li>(iii) how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer’s businesses. 董事會如何按環境、社會及管治相關目標檢討進度，並解釋它們如何與發行人業務有關連。</li> </ul>	<p>Management of ESG aspects 環境、社會及管治方面的管理</p>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Mandatory Disclosure Requirements 強制披露規定	Section 章節	Remarks 備註
Reporting Principles – Materiality 匯報原則—重要性	Reporting standard 匯報原則	
<ul style="list-style-type: none"> <li>(i) the process to identify and the criteria for the selection of material ESG factors;</li> <li>(i) 識別重要環境、社會及管治因素的過程及選擇這些因素的準則；</li> <li>(ii) if a stakeholder engagement is conducted, a description of significant stakeholders identified, and the process and results of the issuer’s stakeholder engagement.</li> <li>(ii) 如發行人已進行持份者參與，已識別的重要持份者的描述及發行人持份者參與的過程及結果。</li> </ul>	Reporting standard 匯報原則	
Reporting Principles – Quantitative 匯報原則—量化	Reporting standard 匯報原則	
Information on the standards, methodologies, assumptions and/or calculation tools used, and source of conversion factors used, for the reporting of emissions/energy consumption (where applicable) 有關匯報排放量／能源耗用（如適用）所用的標準、方法、假設及／或計算工具的資料，以及所使用的轉換因素的來源應予披露	Reporting standard 匯報原則	
Reporting Principles – Consistency 匯報原則—一致性	Reporting standard 匯報原則	
The issuer should disclose in the ESG report any changes to the methods or KPIs used, or any other relevant factors affecting a meaningful comparison. 發行人應在環境、社會及管治報告中披露統計方法或關鍵績效指標的變更（如有）或任何其他影響有意義比較的相關因素。	Reporting scope 匯報範圍	
Reporting Boundary 匯報範圍	Reporting scope 匯報範圍	
A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report. 解釋環境、社會及管治報告的匯報範圍，及描述挑選哪些實體或業務納入環境、社會及管治報告的過程。		

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Section 章節	Remarks 備註
<b>A. Environmental</b> A. 環境		
<b>Aspect A1: Emissions</b> 層面A1：排放物		
General Disclosure 一般披露	Information on: 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：  (a) the policies; and (a) 政策；及  (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste (b) 遵守對發行人有重大影響的相關法律及規例的資料	Our environment 我們的環境  As our major purpose is to operate clinics, provide medical services and corporate health solutions, our activities do not emit significant quantities of air pollutants or discharge into water. 由於我們的主要營運目的是經營診所、提供醫療服務及企業醫療保健解決方案，我們的業務活動並無大量排放空氣污染物或向水排污。
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data 排放物種類及相關排放數據	-  As our activities do not emit significant quantities of air pollutants and effluents, this issue is not material to the Group. 由於我們的業務活動並無大量排放空氣污染物及污水，此事項對本集團並不重大。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Remarks 備註
KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility) 溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)	Our environment 我們的環境	Apart from indirect emissions reported, direct but fugitive emission of hydrofluorocarbon (HFC) is expected in small quantities as the Group uses HFC-based refrigerants for pharmacy refrigerators. 除已報告的間接排放外，由於本集團的藥櫃使用氫氟碳化物(hydrofluorocarbon，簡稱HFC)制式的製冷劑，故預期會排放少量的直接但易散的HFC。
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g., per unit of production volume, per facility) 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)	Our environment 我們的環境	Medical waste intensity: 0.000002 tonnes/visiting patient 醫藥廢棄物密度： 0.000002噸／每名求診患者
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g., per unit of production volume, per facility) 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)	Our environment 我們的環境	General waste intensity: 0.55 litres/visiting patient 一般廢棄物密度： 0.55升／每名求診患者



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Section 章節	Remarks 備註
<p>KPIA1.5 關鍵績效指標A1.5</p> <p>Description of emission target(s) set and steps taken to achieve them 描述減低排放量的措施及所得成果</p>	<p>Our environment 我們的環境</p>	<p>Emissions are not considered to be the most material issues comparatively given the Group's business nature. We have not set specific targets with respect to this aspect. The Group reviews its operations and environmental performance on an ongoing basis and will consider setting targets as appropriate.</p> <p>鑑於本集團的業務性質，排放事項相對而言被認為並非最重要事項。我們並無訂立此方面的具體目標。本集團持續審視營運及環境表現，並將於適當時考慮訂立目標。</p>
<p>KPI A1.6 關鍵績效指標A1.6</p> <p>Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果</p>	<p>Our environment 我們的環境</p>	<p>Our Code of Handling Medical Waste is in place which outlines our commitment and management on medical waste management. We have not set specific targets with respect to this aspect. The Group reviews its operations and environmental performance on an ongoing basis and will consider setting targets as appropriate.</p> <p>我們訂有處理醫療廢棄物守則，其中概述我們對醫療廢棄物管理的承諾及管理。我們並無訂立此方面的具體目標。本集團持續審視營運及環境表現，並將於適當時考慮訂立目標。</p>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Remarks 備註
<b>Aspect A2: Use of resources</b> 層面A2：資源使用			
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials 有效使用資源(包括能源、水及其他原材料)的政策	Our environment 我們的環境	We consume municipal water mainly for dental services but not in significant quantities; therefore the issue is not material to the Group. 我們主要因牙科服務而使用都市水，但數量不大；因此，該事項對本集團並不重大。
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility) 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)	Our environment 我們的環境	
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility) 總耗水量及密度(如以每產量單位、每項設施計算)	–	We do not consume municipal water in significant quantities; therefore the issue is not material to the Group. 我們並無大量使用都市水，因此，該事項對本集團並不重大。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Section 章節	Remarks 備註
<p>KPI A2.3 關鍵績效指標A2.3</p> <p>Description of energy use efficiency target(s) set and steps taken to achieve them 描述能源使用效益計劃及所得成果</p>	<p>Our environment 我們的環境</p>	<p>Energy uses are not considered to be the most material issues comparatively given the Group's business nature. While we put effort to improve our energy efficiency, we have not set specific targets with respect to this aspect. The Group reviews its operations and environmental performance on an ongoing basis and will consider setting targets as appropriate.</p> <p>鑑於本集團的業務性質，能源使用相對而言被認為並非最重要事項。儘管我們致力提高能源效益，但我們並無訂立此方面的具體目標。本集團持續審視營運及環境表現，並將於適當時考慮訂立目標。</p>
<p>KPI A2.4 關鍵績效指標A2.4</p> <p>Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果</p>	<p>–</p>	<p>Water consumption is minimal within our operation. Therefore, the issue is not material to the Group and we have not set specific targets with respect to this aspect.</p> <p>我們的業務用水甚少。因此，該事項對本集團並不重大，我們亦並無訂立此方面的具體目標。</p>
<p>KPI A2.5 關鍵績效指標A2.5</p> <p>Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量</p>	<p>–</p>	<p>During FY2022, we have used 1,516 kg of packaging materials.</p> <p>於2022財政年度，我們使用1,516千克的包裝材料。</p>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Remarks 備註
<b>Aspect A3: The Environment and Natural Resources</b> 層面A3：環境及天然資源			
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	–	Our operation does not have significant impact on the natural environment and the availability of natural resources. Therefore, the issue is not material to the Group. 我們的業務對天然環境及天然資源的可用量並無重大影響。因此，該事項對本集團並不重大。
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the action taken to manage them 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	–	
<b>Aspect A4: Climate Change</b> 層面A4：氣候變化			
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	–	Climate change is not considered to be the most material issues comparatively given the Group's business nature. 鑑於本集團的業務性質，氣候變化相對而言被認為並非最重要事項。
KPI A4.1 關鍵績效指標A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	–	

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Section 章節	Remarks 備註
<b>B. Social</b> B. 社會		
<b>Aspect B1: Employment</b> 層面B1：僱傭		
General Disclosure 一般披露	Information on: 有關薪酬及解僱、招聘及晉升、 工作時數、假期、平等機會、多元 化、反歧視以及其他待遇及福利的：  (a) the policies; and (a) 政策；及  (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare (b) 遵守對發行人有重大影響的相 關法律及規例的資料	Our employees 我們的僱員
KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type, age group and geographical region 按性別、僱傭類型、年齡組別及地 區劃分的僱員總數	Our employees 我們的僱員
KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱 員流失比率。	Our employees 我們的僱員



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Remarks 備註
<b>Aspect B2: Health and Safety</b> 層面B2：健康與安全			
General Disclosure 一般披露	Information on: 有關提供安全工作環境及保障僱員 避免職業性危害的：  (a) the policies; and (a) 政策；及  (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards (b) 遵守對發行人有重大影響的相 關法律及規例的資料	Our employees 我們的僱員	
KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年（包括匯報年度）每年因工 亡故的人數及比率。	Our employees 我們的僱員	There were no occupational fatalities in the past three years. 過去三年並無發生因工亡故 的事故。
KPI B2.2 關鍵績效指標B2.2	Lost days due to work injury 因工傷損失工作日數	Our employees 我們的僱員	
KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored 描述所採納的職業健康與安全措施，以及相關執行及監察方法	Our employees 我們的僱員	

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Remarks 備註
<b>Aspect B3: Development and Training</b> 層面B3：發展及培訓			
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動	Our employees 我們的僱員	
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category 按性別及僱員類別劃分的受訓僱員百分比	Our employees 我們的僱員	
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數	Our employees 我們的僱員	
<b>Aspect B4: Labour Standards</b> 層面B4：勞工準則			
General Disclosure 一般披露	Information on: 有關防止童工或強制勞工的：  (a) the policies; and (a) 政策；及  (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour (b) 遵守對發行人有重大影響的相關法律及規例的資料	Our employees 我們的僱員	

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Remarks 備註
KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour 描述檢討招聘慣例的措施以避免童工及強制勞工	–	<p>The Group firmly opposes employing child labour and upholds high labour standards and requires suppliers to apply the same standard in their operations to prevent child and forced or trafficked labour.</p> <p>本集團堅決反對僱用童工，堅守高水平的勞工準則，並要求供應商於其業務中採用同等標準，以防止童工及強制勞工或被販賣的工人。</p> <p>During FY2022, the Group was not found with nor involved in any non-compliance in employment and labour or employment of any child labour or forced labour.</p> <p>於2022財政年度，本集團並無發現亦並無涉及任何不遵守僱傭及勞工規定或僱用任何童工或強制勞工的情況。</p>
KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered 描述在發現違規情況時消除有關情況所採取的步驟	–	<p>In the recruitment process, identity checks are performed by the human resource department to ensure all recruited employees are above the legal working age.</p> <p>於招聘過程中，人力資源部會核查求職者的身份，確保所有獲聘僱員均已年滿法定工作年齡以上。</p>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Remarks 備註
<b>Aspect B5: Supply Chain Management</b> 層面B5：供應鏈管理			
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain 管理供應鏈的環境及社會風險政策	Our services 我們的服務	
KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region 按地區劃分的供應商數目	Our services 我們的服務	
KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法	Our services 我們的服務	
KPI B5.3 關鍵績效指標B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Our services 我們的服務	
KPI B5.4 關鍵績效指標B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Our services 我們的服務	

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Remarks 備註
<b>Aspect B6: Product Responsibility</b> 層面B6：產品責任			
General Disclosure 一般披露	Product Responsibility Policies and compliance with relevant laws and regulations on health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress 產品責任 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的政策及遵守相關法律及規例	Our services 我們的服務	
KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	–	Not applicable to the Group's business. 不適用於本集團業務。
KPI B6.2 關鍵績效指標B6.2	Number of products and service-related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Our services 我們的服務	
KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	–	The Group has established a Trademark Register which records the registration number, mark image, class number, owner's name and expiry date. 本集團備有商標登記冊，記錄註冊號、商標圖像、類別號、擁有人名稱及到期日。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Remarks 備註
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	–	Not applicable to the Group's business. 不適用於本集團業務。
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Our services 我們的服務	
<b>Aspect B7: Anti-corruption</b> 層面B7：反貪污			
General Disclosure 一般披露	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的：  (a) the policies; and (a) 政策；及  (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Business ethics 商業道德	
KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	Business ethics 商業道德	

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 章節	Remarks 備註
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored 描述防範措施及舉報程序，以及相關執行及監察方法	Business ethics 商業道德	
KPI B7.3 關鍵績效指標B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	Business ethics 商業道德	
<b>Aspect B8: Community Investment</b> <b>層面B8：社區投資</b>			
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Our community 我們的社區	
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Our community 我們的社區	
KPI B8.2 關鍵績效指標B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	Our community 我們的社區	

# REPORT OF DIRECTORS

## 董事會報告

The Directors are pleased to present their report together with the audited consolidated financial statements for FY2022.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of its principal subsidiaries are set out in note 1 to the consolidated financial statements.

### BUSINESS REVIEW AND OUTLOOK

A review of the business of the Group during the year and a discussion on the Group's future business development are set out in "Chairman Statement" on pages 8 to 11 of this annual report and in "Management Discussion and Analysis" on pages 12 to 35 of this annual report, which forms part of this report of Directors. The financial risk management objectives and policies of the Group are set out in note 47 to the consolidated financial statements. Besides, the potential risks and uncertainties faced by the Group, key relationship between the Group and its employees, customers and suppliers, the environmental policies of the Group and compliance with the relevant laws and regulations which have significant impact are set out below.

### KEY RISKS AND UNCERTAINTIES

The Groups' results and operations are subject to various factors with the key risks summarised below:

#### Strategy Risk

The COVID-19 pandemic has caused episodic disruptions to the medical industry. Our Company must balance the safety of our employees and staff with our obligation to provide much-needed medical support to the Hong Kong community at large (such as the provision of vaccine administration and virtual care to alleviate pressure on public hospital system). The effective and efficient allocation of resources is therefore critical for the Group to not only minimize the risk brought on by COVID-19 but also to continue to find new strategic angle to improve our operation and business. COVID-19 and its associated negative externalities may continue to impact global business in the near future. The Group must be prepared to continue to be agile in our operation and ready to switch gear in order to curb any unexpected operational headwind that might cause significant interruptions to our business.

董事欣然呈報2022財政年度的董事會報告及經審核綜合財務報表。

### 主要業務

本公司的主要業務為投資控股。其主要附屬公司的主要業務詳情載於綜合財務報表附註1。

### 業務回顧及展望

本集團於本年度內的業務回顧及有關本集團未來業務發展的討論載於本年報第8至11頁的「主席報告」及本年報第12至35頁的「管理層討論及分析」(其構成本董事會報告一部分)。本集團的財務風險管理目標及政策載於綜合財務報表附註47。此外,本集團所面臨的潛在風險及不明朗因素、本集團與僱員、客戶及供應商的主要關係、本集團的環境政策及遵守帶來重大影響的相關法律法規的情況載列於下文。

### 主要風險及不明朗因素

本集團的業績及營運受多種因素影響,主要風險概述如下:

#### 策略風險

新型冠狀病毒大流行對醫療行業造成偶發干擾。本公司在保障僱員和員工的安全之餘,亦須為香港社會大眾提供急需的醫療支援(如提供疫苗注射服務和虛擬醫療以減輕公立醫院系統的壓力),並須在兩者之間取得平衡。因此,有效和高效的資源分配對本集團來說是至關重要,其不單只將新型冠狀病毒帶來的風險降至最低,亦可以讓本集團繼續發掘新的策略角度以提升旗下營運和業務。新型冠狀病毒及其相關的負面外部因素在短期內或會繼續影響全球企業。本集團必須做好準備,繼續靈活運作,隨時準備調整發展步伐,以克服任何可能對旗下業務造成重大干擾的意外營運挑戰。

# REPORT OF DIRECTORS

## 董事會報告

### Reputation Risk

The Group's success in Hong Kong depends significantly on the recognition of its brand and reputation as a leading corporate healthcare solutions provider. However, Doctors, Dentists and Auxiliary Services Providers working in the Group may from time to time be subject to complaints, allegations or legal actions regarding the adequacy of patient care, treatment outcome and medical services provided, which may harm the business, results of operations, financial condition, brand and reputation of the Group.

### Compliance Risk

The Group's business operations, Doctors, Dentists and Auxiliary Services Providers in the Group's network working in Hong Kong, Macau and Mainland China are subject to extensive laws, regulations and licensing requirements, any failure to comply with such laws, regulations or licensing requirement could harm the Group's business, results of operations, financial condition, brand and reputation.

## KEY RELATIONSHIPS BETWEEN THE GROUP AND ITS EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group fully understands that employees, customers and suppliers are the key to our sustainable and stable development. We are committed to establishing a close relationship with our employees, enhancing cooperation with our suppliers and providing high-quality services to our customers so as to ensure the Group's sustainable development.

## ENVIRONMENTAL POLICIES

As a responsible corporation, the Group recognises the importance of good environmental stewardship. In this connection, the Group strictly adopted and implemented policies and procedures to ensure environmental protection. To the best knowledge of the Directors, the Group has complied with all the relevant laws and regulations that have a significant impact on the Group in relation to its business including health and safety, workplace conditions, employment and the environment. During FY2022, no environmental claims, lawsuits, penalties or administrative sanctions were reported to our management.

### 聲譽風險

本集團在香港取得成功甚為有賴其品牌及作為領先企業醫療保健服務提供者的聲譽獲得認同。然而，在本集團工作的醫生、牙醫及輔助服務提供者可能不時在照護患者的充分性、治療結果及所提供的醫療服務方面遭到投訴、指控或採取法律行動，繼而可能損害本集團的業務、經營業績、財務狀況、品牌及聲譽。

### 合規風險

本集團的業務經營、本集團網絡內在香港、澳門及中國內地工作的醫生、牙醫及輔助服務提供者須遵守大量法律、法規及發牌規定。若未能遵守該等法律、法規及發牌規定，可能損害本集團的業務、經營業績、財務狀況、品牌及聲譽。

## 本集團與僱員、客戶及供應商的主要關係

本集團充分意識到僱員、客戶和供應商是我們持續穩定發展的關鍵。我們致力與員工建立密切關係，加強與供應商合作，為客戶提供高品質的服務，從而確保本集團可持續發展。

## 環境政策

作為負責任企業，本集團認同良好的環境管理工作的重要性。就此，本集團嚴格採取及實施政策及程序以確保環境受到保護。就董事所深知，本集團已遵守對本集團業務方面（包括健康及安全、工作環境狀況、僱傭及環境）有重大影響的所有相關法律及法規。於2022財政年度，我們的管理層概無收到有關環保申索、訴訟、懲罰或行政處罰的匯報。

# REPORT OF DIRECTORS

## 董事會報告

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in Hong Kong, Macau and Mainland China while the Company is a holding company incorporated in the Cayman Islands with its Shares listed on the Main Board of the Stock Exchange. Our establishments and operations accordingly shall comply with relevant laws and regulations in the Cayman Islands, Hong Kong, Macau and Mainland China. During FY2022, our businesses were in compliance with all the relevant laws and regulations in Cayman Islands, Hong Kong, Macau and Mainland China in all material aspects.

### RESULTS AND DIVIDENDS

The profit of the Group for FY2022 and the Group's financial position as at 30 June 2022 are set out in the consolidated financial statements on pages 149 to 152 of this annual report.

The Board proposed the payment of a final dividend of HK3.00 cents per Share for FY2022 (FY2021: HK2.80 cents) and proposed that Shareholders be given the option to receive the proposed 2022 final dividend of HK3.00 cents per Share in new Shares in lieu of cash ("Scrip Dividend Option"). The Scrip Dividend Option will be subjected to the approval of Shareholders at the 2022 AGM to be held on Friday, 25 November 2022 and the Stock Exchange granting the listing of and permission to deal in the new Shares to be issued pursuant thereto. The proposed 2022 final dividend is expected to be distributed on Friday, 27 January 2023 to the Shareholders whose names appear on the Register of Members of the Company on Friday, 9 December 2022. A circular containing details of the Scrip Dividend Option will be despatched together with a form of election for scrip dividend in December 2022.

Together with the interim dividend of HK1.50 cent per Share paid in April 2022, the total distribution of dividend by the Company for FY2022 will be HK4.50 cents per Share (FY2021: HK3.80 cents per Share).

### DIVIDENDS POLICY

The Board has approved and adopted a dividend policy (the "Dividend Policy"). The Company is endeavor to maintain sufficient operating capital to develop and operate the Group's business, and to provide stable and sustainable returns to the Shareholders.

### 符合法例及法規

本集團的營運主要由本公司的附屬公司於香港、澳門及中國內地進行，而本公司為於開曼群島註冊成立的控股公司，其股份於聯交所主板上市。因此，我們的企業及營運須符合開曼群島、香港、澳門及中國內地的相關法例及法規。於2022財政年度，我們的業務在各重大方面一直符合開曼群島、香港、澳門及中國內地的所有相關法例及法規。

### 業績及股息

本集團於2022財政年度的利潤及本集團於2022年6月30日的財務狀況載於本年報第149至152頁的綜合財務報表。

董事會建議派發2022財政年度之末期股息為每股3.00港仙(2021財政年度：2.80港仙)，並建議向股東提供以獲取新股份代替現金的方式收取建議2022年末期股息每股3.00港仙的選項(「以股代息選項」)。以股代息選項須待於2022年11月25日(星期五)舉行的2022年股東週年大會上獲股東批准及聯交所批准據此將予發行的新股份上市及買賣後，方可作實。建議2022年末期股息預期於2023年1月27日(星期五)向於2022年12月9日(星期五)名列本公司股東名冊的股東派付。載有以股代息選項的詳情之通函連同以股代息選擇表格將於2022年12月寄發予股東。

連同於2022年4月派付的中期股息每股1.50港仙，本公司就2022財政年度作出的股息分派總額將為每股4.50港仙(2021財政年度：每股3.80港仙)。

### 股息政策

董事會已批准及採納一項股息政策(「股息政策」)。本公司致力維持充足營運資金以發展及經營本集團的業務，並為股東帶來穩定及可持續的回報。



# REPORT OF DIRECTORS

## 董事會報告

In considering the declaration and payment of dividends, the Board will take into account the following factors:

- financial results;
- cash flow situation;
- business conditions and strategies;
- future operations and earnings;
- capital requirements and expenditure plans;
- interests of shareholders;
- any restrictions on payment of dividend; and
- any other factors that the Board may consider relevant.

The Board will also constantly review the Dividend Policy and reserve the discretion to update, revise, modify and/or cancel the Dividend Policy at any time. The Dividend will not in any way constitute a legally binding commitment of the Group in relation to its future dividends and/or will not in any way render the Company obligated to declare dividends at any time or from time to time.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2022 AGM, the register of members of the Company will be closed from Tuesday, 22 November 2022 to Friday, 25 November 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify as members entitled to attend and vote at the meeting, investors should lodge all transfers of shares accompanied by the relevant share certificates and transfer forms with the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 21 November 2022.

在考慮宣派及派付股息時，董事會將考慮以下因素：

- 財務業績；
- 現金流狀況；
- 業務狀況及策略；
- 未來營運及盈利；
- 資金需求及支出計劃；
- 股東的利益；
- 任何派付股息的限制；及
- 董事會可能視為相關的任何其他因素。

董事會亦將持續檢討股息政策，並保留酌情權以隨時更新、修改、修訂及／或撤銷股息政策。股息政策將不會以任何方式構成本集團一項有關其未來股息的具法律約束力承諾及／或將不會以任何方式令本公司負有責任須於任何時間或不時宣派股息。

### 暫停辦理股份過戶登記手續

為確定有權出席2022年股東週年大會並於會上投票的資格，本公司將於2022年11月22日（星期二）至2022年11月25日（星期五）（包括首尾兩日）暫停辦理股份過戶登記手續，在此期間將不會辦理股份過戶登記手續。為符合作為股東有權出席大會並於會上投票的資格，投資者應最遲於2022年11月21日（星期一）下午4時30分將所有股份過戶文件連同有關股票及過戶表格送達本公司的股份過戶登記分處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）辦理登記。

# REPORT OF DIRECTORS

## 董事會報告

For determining the entitlement to the proposed 2022 final dividend, the register of members of the Company will be closed from Thursday, 8 December 2022 to Friday, 9 December 2022 both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 7 December 2022.

### EVENTS AFTER THE REPORTING PERIOD

In August 2022, the Group entered into a series of contracts with the GE Medical Systems Hong Kong Limited to purchase medical equipment at an aggregate consideration of approximately HK\$74,000,000. For details, please refer to the announcements of the Company dated 31 August 2022 and 6 September 2022.

### FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and restated as appropriate, is set out on page 304. This summary does not form part of the audited financial statements.

### SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the share capital and share options of the Company for FY2022 are set out in notes 34 and 35 to the consolidated financial statements in this annual report.

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

Save for the purchase of shares for the share award scheme (as detailed under Note 36 to the consolidated financial statements), neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during FY2022.

為確定收取建議2022年末期股息的資格，本公司將於2022年12月8日(星期四)至2022年12月9日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續，在此期間將不會辦理股份過戶登記手續。為符合資格收取建議末期股息，所有股份過戶文件連同有關股票須不遲於2022年12月7日(星期三)下午4時30分送達本公司之股份過戶登記分處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)辦理登記。

### 報告期後事項

於2022年8月，本集團與GE Medical Systems Hong Kong Limited訂立一系列合約，以約74,000,000港元之總代價購買醫療設備。詳情請參閱本公司日期為2022年8月31日及2022年9月6日之公告。

### 財務概要

本集團於過去五個財政年度的已公佈業績及資產、負債及非控股權益的概要(摘錄自經審核財務報表及已適當地重列)載於第304頁。該概要並不構成經審核財務報表的一部分。

### 股本及購股權

本公司股本及購股權於2022財政年度內的變動詳情載於本年報綜合財務報表附註34及35。

### 購買、出售或贖回本公司上市證券

除了就股份獎勵計劃購買股份(詳見綜合財務報表附註36)外，於2022財政年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

# REPORT OF DIRECTORS

## 董事會報告

### RESERVES AND DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Group for FY2022 are set out in the section headed “Consolidated Statement of Changes in Equity” of this annual report.

As at 30 June 2022, the Company’s reserves available for distribution amounted to HK\$531,587,000, of which HK\$23,780,000 has been proposed as final dividend for FY2022.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in the Group’s property, plant and equipment are set out in note 14 to the consolidated financial statements in this annual report.

### BORROWINGS

During FY2022, the Group did not have any bank borrowings or entering into any bank loan facility and as at 30 June 2022, the Group had no outstanding bank loans, other borrowings or indebtedness.

### 儲備及可供分派儲備

本集團於2022財政年度的儲備變動詳情載於本年報「綜合權益變動表」一節。

於2022年6月30日，本公司的可供分派儲備為531,587,000港元，其中23,780,000港元已建議為2022財政年度的末期股息。

### 物業、廠房及設備

本集團物業、廠房及設備於年內變動的詳情載於本年報綜合財務報表附註14。

### 借款

於2022財政年度，本集團並無任何銀行借款或訂立任何銀行貸款融資，於2022年6月30日，本集團並無未償還銀行貸款、其他借款或債務。

# REPORT OF DIRECTORS 董事會報告

## PLEDGE OF ASSETS

Details of pledge of assets during the year are set out in section headed “Pledge of Assets” in the “Management Discussion and Analysis” of this annual report.

## MAJOR CUSTOMERS AND SUPPLIERS

During FY2022, the revenue attributable to the five largest customers accounted for approximately 17.6% of the Group’s revenue for the year and the largest customer included therein accounted for 7.1%. Purchases from the Group’s five largest suppliers accounted for less than 30% of the total purchases for the year.

To the best knowledge of the Directors, none of the Directors or any of their close associates (as defined in the Listing Rules) or shareholders of the Company that owned more than 5% of the issued Shares had any direct or indirect interest in the five largest customers or the five largest suppliers of the Group during FY2022.

## DIRECTORS

The Directors of the Company during FY2022 and up to the date of this annual report were:

### Executive Directors

Dr. Sun Yiu Kwong  
(Chairman and Chief Executive Officer)  
Ms. Kwok Cheuk Kwan, Jacquen (Managing Director)  
Mr. Tsang On Yip, Patrick  
Dr. Sun Man Kin, Michael  
Mr. Lee Kar Chung, Felix  
Dr. Lee Pak Cheung, Patrick

### Independent non-executive Directors

Mr. Lee Luen Wai, John *BBS JP*  
Dr. Li Kwok Tung, Donald *SBS JP*  
Mr. Yeung Wing Sun, Mike  
Mr Chau, Chit Jeremy (appointed on 26 November 2021)

## 資產抵押

年內資產抵押的詳情載於本年報「管理層討論及分析」的「資產抵押」一節。

## 主要客戶及供應商

於2022財政年度，來自五大客戶的收入佔本集團年內收入約17.6%，而當中最大客戶則佔7.1%。來自本集團五大供應商的採購額佔年內總採購額少於30%。

就董事所知，於2022財政年度，概無董事、彼等的任何緊密聯繫人（定義見上市規則）或擁有已發行股份逾5%的任何本公司股東，於本集團五大客戶或五大供應商中擁有任何直接或間接權益。

## 董事

於2022財政年度及截至本年報日期，本公司董事為：

### 執行董事

孫耀江醫生  
(主席兼行政總裁)  
郭卓君女士(董事總經理)  
曾安業先生  
孫文堅醫生  
李家聰先生  
李柏祥醫生

### 獨立非執行董事

李聯偉先生(銅紫荊星章，太平紳士)  
李國棟醫生(銀紫荊星章，太平紳士)  
楊榮樂先生  
周哲先生(於2021年11月26日獲委任)

# REPORT OF DIRECTORS

## 董事會報告

### RE-ELECTION OF DIRECTORS

Pursuant to the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. At each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The details of Directors (as required by the Listing Rules) who will retire and being eligible, offer themselves for re-election at the AGM, will be provided in the accompanying circular. The re-election of each Director will be subject to vote of shareholders of the Company by separate resolutions.

Accordingly, Dr. Sun Yiu Kwong, Ms. Kwok Cheuk Kwan, Jacquen, Dr. Sun Man Kin, Michael and Mr. Tsang On Yip, Patrick shall retire by rotation at the 2022 AGM and being eligible, offer themselves for re-election.

Each Director has disclosed to the Company the names and the titles and nature of office held in the public companies or organisations prior to the acceptance of the appointment and promised to inform the Company timely of any relevant change. The Company will also require Directors to submit written confirmation twice a year, and update their biographical details, if any.

### THE BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of the Directors are set out in pages 36 to 45 of this annual report.

### 重選董事

根據公司細則，獲董事會委任以填補臨時空缺的任何董事，其任期直至其委任後首個本公司股東大會止，並可於有關大會上膺選連任。而獲董事會委任作為現屆董事會新增成員的任何董事僅任職至下屆本公司股東週年大會舉行為止，惟屆時符合資格膺選連任。在每屆股東週年大會上，當時三分之一（或倘人數並非三(3)的倍數，則為最接近但不少於三分之一的人數）的董事須輪值告退，惟所有董事須最少每三年於股東週年大會退任一次。按上市規則規定，將於股東週年大會上退任並符合資格且願意重選連任的董事的詳情，將於隨附的通函提供。各董事獲重選連任與否將由本公司股東以通過獨立決議案的方式表決決定。

因此，孫耀江醫生、郭卓君女士、孫文堅醫生及曾安業先生須於2022年股東週年大會上輪值告退，並符合資格且願意接受重選。

各董事已向本公司披露其於接受委任前於公眾公司或機構擔任的職位及職責性質，以及公司或機構名稱，並承諾就任何相關變化適時通知本公司。本公司亦將要求董事每年提交書面確認兩次，並更新其履歷詳情（如有）。

### 董事履歷詳情

董事的履歷詳情載於本年報第36至45頁。



# REPORT OF DIRECTORS

## 董事會報告

### INDEPENDENCE CONFIRMATIONS FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

### DIRECTORS' SERVICE CONTRACTS

None of the Directors has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

### REMUNERATION OF THE DIRECTORS AND SENIOR MANAGEMENT

Details of the Directors' remuneration and the five highest paid employees in the Group are set out in notes 9 and 10 to the consolidated financial statements in this annual report.

Details of the remuneration payable to the senior management in the Group are as follows:

### 獨立非執行董事的獨立確認書

本公司已接獲獨立非執行董事各自根據上市規則第3.13條所載獨立指引，就其獨立性發出的書面年度確認。本公司認為所有獨立非執行董事均屬獨立人士。

### 董事的服務合約

概無董事與本公司訂立不可由本公司或其任何附屬公司於一年內終止而毋須作出賠償（法定賠償除外）的未屆滿服務合約。

### 董事及高級管理層的薪酬

董事及本集團五名最高薪僱員的薪酬詳情載於本年報綜合財務報表附註9及10。

應付本集團高級管理人員的薪酬詳情如下：

**Number of senior  
management  
(FY2022)  
高級管理層人數  
(2022財政年度)**

HK\$1,500,001 to HK\$2,500,000	1,500,001港元至2,500,000港元	2
HK\$1,500,000 or below	1,500,000港元或以下	3

# REPORT OF DIRECTORS

## 董事會報告

### REMUNERATION POLICY

The Group's remuneration policies are based on the merit, qualifications and competence of individual employees and are reviewed by the Remuneration Committee periodically. The emoluments of the Directors are recommended by the Remuneration Committee and are decided by the Board, having regard to the Group's operating results, individual performance and comparable market statistics.

The Company has adopted two share option schemes and a share award scheme to motivate and reward its Directors and eligible participants. Details of the schemes are set out in pages 117 to 125 of this report.

None of the Directors waived any emoluments during FY2022.

### NON-COMPETE UNDERTAKINGS

Dr. Sun Yiu Kwong, East Majestic Group Limited and EM Team Limited, our controlling Shareholders, have undertaken to the Company in a deed of non-compete undertaking that, subject to and except as mentioned in the prospectus of the Company dated 17 November 2015, they would not carry on, engage, invest, participate or otherwise be interested in any business which competes or is likely to compete with any of the existing and/or future businesses carried on by any member of the Group in relation to the provision of corporate healthcare solutions and consultancy services in non-UMP medical centres in Hong Kong, Macau and Mainland China.

Each of them has confirmed in writing to the Company of their compliance with the deed of non-compete undertaking for disclosure in this annual report during FY2022. No new business opportunity was informed by them as at 30 June 2022. The independent non-executive Directors have reviewed the implementation of the deed of non-compete undertaking and are of the view that the non-competition undertakings have been complied with by Dr. Sun Yiu Kwong, East Majestic Group Limited and EM Team Limited for FY2022.

### 薪酬政策

本集團的薪酬政策乃基於個別僱員的優點、資歷及能力制定，並由薪酬委員會定期檢討。薪酬委員會就董事的薪酬提出建議並由董事會經計及本集團的經營業績、個人表現及可比較市場統計數據後決定。

本公司已採納兩項購股權計劃及一項股份獎勵計劃激勵及嘉許其董事和合資格參與者。計劃詳情載於本報告第117至125頁。

概無董事於2022財政年度豁免收取任何薪酬。

### 不競爭承諾

我們的控股股東孫耀江醫生、East Majestic Group Limited及EM Team Limited已於一項不競爭承諾契據中向本公司承諾，除本公司日期為2015年11月17日之招股章程所述者外並在其規限下，彼等不會在香港、澳門及中國內地開展、從事、投資、參與因在聯合醫務中心以外提供企業醫療保健解決方案及諮詢服務而與本集團任何成員公司所進行任何現有及／或未來的業務構成或可能構成競爭的任何業務，或以其他方式擁有當中權益。

彼等已各自向本公司書面確認彼等於2022財政年度遵守不競爭承諾契據的情況，以供在本年報披露。截至2022年6月30日，彼等並未告知任何新的商業機會。獨立非執行董事已檢討不競爭承諾契據的執行情況，並認為孫耀江醫生、East Majestic Group Limited及EM Team Limited於2022財政年度已遵守不競爭承諾。

# REPORT OF DIRECTORS

## 董事會報告

### DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the Directors is or was interested in any business apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during FY2022 and up to and including the date of this report.

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 30 June 2022, the interests and short positions of the Directors and Chief Executive of the Company in the shares, underlying shares and/or debentures (as the case may be) of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required to be entered into the register required to be kept by the Company under Section 352 of the SFO or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code were set out below:

#### (i) The Company

Name of Director	Long/short position	Capacity
董事姓名	好倉/淡倉	身份
Dr. Sun Yiu Kwong 孫耀江醫生	Long position 好倉	Beneficial owner 實益擁有人
	Long position 好倉	Interest held by his controlled corporations 權益由其控制法團持有
	Long position 好倉	Beneficial owner 實益擁有人
	Long position 好倉	Beneficial owner 實益擁有人

### 董事於競爭業務的權益

於2022財政年度內任何時間及截至本報告日期(包括當日)止,概無董事於本集團業務以外與本集團業務直接或間接構成或已構成或可能構成或曾可能構成競爭的任何業務中擁有權益。

### 董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債券的權益及淡倉

於2022年6月30日,董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及/或債券(視乎情況而定)中,擁有根據證券及期貨條例第XV部第7及第8分部而須知會本公司及聯交所的權益及淡倉(包括彼等根據該等證券及期貨條例條文而被視作或當作擁有的權益及淡倉),或須記錄於本公司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,或根據標準守則而須知會本公司及聯交所的權益及淡倉如下:

#### (i) 本公司

Number of Shares/ underlying shares	Note	Approximate percentage of shareholding (%)
股份/相關 股份數目	附註	概約持股比例(%)
23,750,000		
263,104,286	1	
2,300,000	3	
1,000,000	4	
290,154,286		36.60

# REPORT OF DIRECTORS

## 董事會報告

Name of Director	Long/short position	Capacity	Number of Shares/ underlying shares	Note	Approximate percentage of shareholding (%)
董事姓名	好倉/淡倉	身份	股份/相關 股份數目	附註	概約持股比例(%)
Ms. Kwok Cheuk Kwan, Jacquen 郭卓君女士	Long position 好倉	Beneficial owner 實益擁有人	17,948,657		
	Long position 好倉	Beneficial owner 實益擁有人	11,380,000	2	
	Long position 好倉	Beneficial owner 實益擁有人	1,500,000	3	
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	4	
			31,828,657		4.01
Mr. Tsang On Yip, Patrick 曾安業先生	Long position 好倉	Beneficial owner 實益擁有人	4,486,000		
	Long position 好倉	Beneficial owner 實益擁有人	600,000	2	
	Long position 好倉	Beneficial owner 實益擁有人	1,500,000	3	
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	4	
			7,586,000		0.95
Dr. Sun Man Kin, Michael 孫文堅醫生	Long position 好倉	Beneficial owner 實益擁有人	18,133,958		
	Long position 好倉	Beneficial owner 實益擁有人	1,500,000	3	
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	4	
			20,633,958		2.60

# REPORT OF DIRECTORS

## 董事會報告

Name of Director	Long/short position	Capacity	Number of Shares/ underlying shares	Note	Approximate percentage of shareholding (%)
董事姓名	好倉/淡倉	身份	股份/相關 股份數目	附註	概約持股比例(%)
Mr. Lee Kar Chung, Felix 李家聰先生	Long position 好倉	Beneficial owner 實益擁有人	11,388,000		
	Long position 好倉	Beneficial owner 實益擁有人	10,242,000	2	
	Long position 好倉	Beneficial owner 實益擁有人	1,500,000	3	
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	4	
			24,130,000		3.04
Dr. Lee Pak Cheung, Patrick 李柏祥醫生	Long position 好倉	Beneficial owner 實益擁有人	21,873,277		
	Long position 好倉	Beneficial owner 實益擁有人	1,500,000	3	
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	4	
			24,373,277		3.07
Mr. Lee Luen Wai, John 李聯偉先生	Long position 好倉	Beneficial owner 實益擁有人	2,508,745		
	Long position 好倉	Beneficial owner 實益擁有人	300,000	3	
			2,808,745		0.35
Dr. Li Kwok Tung, Donald 李國棟醫生	Long position 好倉	Beneficial owner 實益擁有人	332,000		
	Long position 好倉	Beneficial owner 實益擁有人	300,000	3	
			632,000		0.08
Mr. Yeung Wing Sun, Mike 楊榮燦先生	Long position 好倉	Beneficial owner 實益擁有人	500,000		
	Long position 好倉	Beneficial owner 實益擁有人	200,000	3	
			700,000		0.09



# REPORT OF DIRECTORS

## 董事會報告

### Notes:

1. Dr. Sun Yiu Kwong is deemed to be interested in the 215,454,286 Shares held by East Majestic Group Limited, being his controlled corporation, and is also deemed to be interested in 47,650,000 Shares held by EM Team Limited, also being his controlled corporation.
2. These Shares represented the underlying Shares under the options granted by the Company on 18 August 2015 pursuant to the Pre-IPO Share Option Scheme.
3. These Shares represented the underlying Shares under the options granted by the Company on 6 November 2018 pursuant to the Post-IPO Share Option Scheme.
4. These Shares represented by the underlying Shares under the options granted by the Company on 26 May 2021 pursuant to the Post-IPO Share Option Scheme.
5. These percentages are calculated on the basis of 792,666,555 issued shares as at 30 June 2022.

### 附註：

1. 孫耀江醫生被視為於其受控法團 East Majestic Group Limited 持有的 215,454,286 股股份中擁有權益，亦被視為於同樣為其受控法團 EM Team Limited 持有的 47,650,000 股股份中擁有權益。
2. 該等股份指本公司於 2015 年 8 月 18 日根據首次公開發售前購股權計劃授出的購股權項下的相關股份。
3. 該等股份指本公司於 2018 年 11 月 6 日根據首次公開發售後購股權計劃授出的購股權項下的相關股份。
4. 該等股份指本公司於 2021 年 5 月 26 日根據首次公開發售後購股權計劃授出的購股權項下的相關股份。
5. 此等百分比乃按於 2022 年 6 月 30 日之 792,666,555 股已發行股份為基準計算。

### (ii) Associated Corporations (within the meaning of the SFO)

#### Procure Medical Imaging & Laboratory Centre Limited<sup>(1)</sup>

Name of Director	Long/short position	Capacity	Number of shares	Approximate percentage of shareholding (%)
董事姓名	好倉／淡倉	身份	股份數目	概約持股比例 (%)
Dr. Sun Man Kin, Michael 孫文堅醫生	Long position 好倉	Beneficial owner 實益擁有人	625	6.25

### (ii) 相聯法團(定義見證券及期貨條例)

#### 普康醫學影像及化驗中心有限公司<sup>(1)</sup>

#### Causeway Bay MRI Centre Limited<sup>(2)</sup>

#### 銅鑼灣磁力共振中心有限公司<sup>(2)</sup>

Name of Director	Long/short position	Capacity	Number of shares	Approximate percentage of shareholding (%)
董事姓名	好倉／淡倉	身份	股份數目	概約持股比例 (%)
Dr. Sun Man Kin, Michael 孫文堅醫生	Long position 好倉	Beneficial owner 實益擁有人	95	6.33

# REPORT OF DIRECTORS

## 董事會報告

### United Medical Services (China) Limited<sup>(3)</sup>

### United Medical Services (China) Limited<sup>(3)</sup>

Name of Director	Long/short position	Capacity	Number of shares	Approximate percentage of shareholding (%)
董事姓名	好倉／淡倉	身份	股份數目	概約持股比例 (%)
Mr. Tsang On Yip, Patrick	Long position	Interest of controlled corporation	20	20
曾安業先生	好倉	受控制法團權益		

#### Notes:

- (1) UMP Medical Centre Limited, a wholly-owned subsidiary of the Company, holds 62.5% of the entire issued share capital of Procure Medical Imaging & Laboratory Centre Limited.
- (2) UMP Medical Centre Limited, a wholly-owned subsidiary of the Company, holds 20% of the entire issued share capital of Causeway Bay MRI Centre Limited.
- (3) UMP Medical China Holdings Limited and UMP Healthcare Limited, both a wholly-owned subsidiary of the Company, totally holds 80% of the entire issued share capital of United Medical Services (China) Limited.

#### 附註：

- (1) 本公司的全資附屬公司聯合醫務中心有限公司持有普康醫學影像及化驗中心有限公司的全部已發行股本的62.5%。
- (2) 本公司的全資附屬公司聯合醫務中心有限公司持有銅鑼灣磁力共振中心有限公司的全部已發行股本的20%。
- (3) UMP Medical China Holdings Limited及UMP Healthcare Limited (均為本公司之全資附屬公司) 合共持有United Medical Services (China) Limited全部已發行股本之80%。

Save as disclosed above, as at 30 June 2022, none of the Directors or Chief Executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2022年6月30日，董事或本公司最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中，概無擁有根據證券及期貨條例第XV部第7及第8分部而須知會本公司及聯交所的任何權益或淡倉（包括彼等根據該等證券及期貨條例條文而被視作或當作擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄於該條所述登記冊的任何權益或淡倉，或根據標準守則已知會本公司及聯交所的權益或淡倉。

## SHARE OPTION SCHEMES

The Company has adopted two share option schemes, namely the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme.

## 購股權計劃

本公司已採納兩項購股權計劃，即首次公開發售前購股權計劃及首次公開發售後購股權計劃。

# REPORT OF DIRECTORS

## 董事會報告

### Pre-IPO Share option Scheme

The Company adopted the Pre-IPO Share Option Scheme on 18 August 2015. Details of the Pre-IPO Share Option Scheme are as follows:

#### (a) Purpose

The purpose of the Pre-IPO Share Option Scheme is to provide incentive or reward to eligible participants for their contribution to, and continuing efforts to promote the interests of, the Company and to enable the Group to recruit and retain high-calibre employees. In determining the basis of eligibility of each eligible participants, the Board would take into account such factors as the Board may at its discretion consider appropriate.

#### (b) Summary of Key terms

- The maximum number of Shares to be issued upon full exercise of all outstanding share options granted under the Pre-IPO Share Option Scheme is 23,822,000, being approximately 3.01% of the issued share capital of the Company as at 30 June 2022.
- The subscription price for the Shares under the options granted pursuant to the Pre-IPO Share Option Scheme is HK\$1.2228 per Share.
- All holders of options granted under the Pre-IPO Share Option Scheme may only exercise their options in the following manner: (i) 10% of the option shares shall only be exercisable from the first anniversary of the grant date up to and including the end of the Option Period; and (ii) 90% of the option shares shall only be exercisable from the second anniversary of the grant date up to and including the end of the Option Period.
- The "Option Period" means the period from the Listing Date and end on the date immediately before the seventh anniversary of the Listing Date.

### 首次公開發售前購股權計劃

本公司於2015年8月18日採納首次公開發售前購股權計劃。首次公開發售前購股權計劃詳情如下：

#### (a) 目的

首次公開發售前購股權計劃旨在就合資格參與者對本集團的貢獻及繼續努力為本公司提升利益而向他們作出獎勵及嘉許，及讓本集團聘請及留聘具才幹的僱員。在釐定各合資格參與者的資格基準時，董事會會考慮其酌情認為合適的該等因素。

#### (b) 主要條款概要

- 因根據首次公開發售前購股權計劃已授出的所有未行使購股權獲悉數行使而將予發行的股份數目上限為23,822,000股，即本公司於2022年6月30日已發行股本約3.01%。
- 根據首次公開發售前購股權計劃授出的購股權項下股份認購價為每股1.2228港元。
- 根據首次公開發售前購股權計劃獲授購股權的所有持有人僅可按下列方式行使他們的購股權：(i)購股權股份的10%僅可於授出日期一周年後直至購股權期限結束(包括當日)止行使；及(ii)購股權股份的90%僅可於授出日期兩周年後直至購股權期限結束(包括當日)止行使。
- 「購股權期限」指上市日期起至緊接上市日期七周年前日期止期間。

# REPORT OF DIRECTORS

## 董事會報告

- The Pre-IPO Share Option Scheme was only in force during the period from 18 August 2015 to 9 November 2015, and no further options are to be granted thereunder but in all other respects the provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect to the exercise of any options granted.

- 首次公開發售前購股權計劃僅於2015年8月18日至2015年11月9日期間有效，其後將不再據此進一步授出購股權，惟首次公開發售前購股權計劃的條文在所有其他方面將對行使任何已授出購股權仍然具有十足效力及作用。

### (c) Outstanding options granted under the Pre-IPO Share Option Scheme

Details of movements of the share options granted under the Pre-IPO Share Option Scheme for the year ended 30 June 2022 are as follows:

### (c) 根據首次公開發售前購股權計劃已授出的尚未行使購股權

截至2022年6月30日止年度根據首次公開發售前購股權計劃授出的購股權變動詳情如下：

Grantee 承授人	Position 職位	Date of grant 授出日期 (dd/mm/yyyy) (日/月/年)	Exercise price per Share 每股行使價 (HK\$) (港元)	Exercise period 行使期 (dd/mm/yyyy) (日/月/年)	As at 1 July 2021 於2021年 7月1日	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled/ Lapsed during the year 年內 註銷/失效	As at 30 June 2022 於2022年 6月30日
<b>Directors</b> 董事									
Ms. Kwok Cheuk Kwan, Jacquen 郭卓君女士	Managing Director and Executive Director 董事總經理兼執行董事	18/08/2015	1.2228	18/08/2016–26/11/2022 18/08/2017–26/11/2022	1,138,000 10,242,000	- -	- -	- -	1,138,000 10,242,000
Mr. Tsang On Yip, Patrick 曾安業先生	Executive Director 執行董事	18/08/2015	1.2228	18/08/2016–26/11/2022 18/08/2017–26/11/2022	60,000 540,000	- -	- -	- -	60,000 540,000
Mr. Lee Kar Chung, Felix 李家聰先生	Executive Director 執行董事	18/08/2015	1.2228	18/08/2017–26/11/2022	10,242,000	-	-	-	10,242,000
				Sub-total: 小計：	22,222,000	-	-	-	22,222,000
<b>Employees</b> 僱員									
In aggregate 合共	-	18/08/2015	1.2228	18/08/2017–26/11/2022	3,186,000	-	-	(3,186,000)	-
				Sub-total: 小計：	3,186,000	-	-	(3,186,000)	-
<b>Other eligible grantees</b> 其他合資格承授人									
In aggregate 合共	-	18/08/2015	1.2228	18/08/2016–26/11/2022 18/08/2017–26/11/2022	160,000 1,440,000	- -	- -	- -	160,000 1,440,000
				Sub-total: 小計：	1,600,000	-	-	-	1,600,000
				Total: 合計：	27,008,000	-	-	(3,186,000)	23,822,000

# REPORT OF DIRECTORS

## 董事會報告

### Post-IPO Share Option Scheme

The Company adopted the Post-IPO Share Option Scheme on 2 November 2015. Details of the Post-IPO Share Option Scheme are as follows:

**(a) Purpose**

The purpose of the Post-IPO Share Option Scheme is to incentivise and reward the Eligible Persons (as defined in sub-paragraph (b) below) for their contribution to the Group and to align their interests with that of the Company so as to encourage them to work towards enhancing the value of the Company.

**(b) Participants**

The Board (including any committee or delegate of the Board appointed by the Board to perform any of its functions pursuant to the rules of the Post-IPO Share Option Scheme) may, at its absolute discretion, offer to grant an option to subscribe for such number of Shares as the Board may determine to an employee (whether full-time or part-time) or a director of a member of the Group or associated companies of the Company (the “Eligible Persons”).

**(c) Total number of securities available for issue**

The total number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other share option schemes (including but not limited to the Pre-IPO Share Option Scheme) of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Listing Date.

**(d) Maximum entitlement of each participant**

No options shall be granted to any Eligible Person under the Post-IPO Share Option Scheme and any other Share option schemes of the Company which, if exercised, would result in such Eligible Person becoming entitled to subscribe for such number of Shares as, when aggregated with the total number of Shares already issued or to be issued to him under all options granted to him (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of offer of such options, exceeds 1% of the Shares in issue at such date.

### 首次公開發售後購股權計劃

本公司於2015年11月2日採納首次公開發售後購股權計劃。首次公開發售後購股權計劃詳情如下：

**(a) 目的**

首次公開發售後購股權計劃的目的旨在鼓勵及獎勵合資格人士(如下文(b)分段所界定)對本集團作出的貢獻，令其利益與本公司利益一致，藉以推動其盡力提升本公司價值。

**(b) 參與者**

董事會(包括董事會根據首次公開發售後購股權計劃的規則為履行其任何職責而委任的任何董事會轄下委員會或代表)可全權酌情向本集團成員公司或本公司聯營公司的僱員(不論全職或兼職)或董事(「合資格人士」)授出購股權，以認購董事會可釐定有關數目的股份。

**(c) 可發行證券總數**

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(包括但不限於首次公開發售前購股權計劃)將予授出的所有購股權獲行使時可發行的股份總數，合共不得超過於上市日期已發行股份總數的10%。

**(d) 每名參與者可獲授權益的上限**

倘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向任何合資格人士授出的購股權獲行使時，會致使有關合資格人士有權認購的股份數目，加上其於截至有關購股權要約日期(包括該日)止過去12個月期間所獲授的全部購股權(包括已行使、已註銷及尚未行使的購股權)而已向其發行或將向其發行的股份總數超過該日已發行股份的1%，則不會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向該名合資格人士授出購股權。



# REPORT OF DIRECTORS

## 董事會報告

**(e) Period within which the shares must be taken up under an option**

Any vested option which has not lapsed and which conditions have been satisfied or waived by the Board in its sole discretion may, unless the Board determines otherwise in its absolute discretion, be exercised at any time from the next business day after the offer of options has been accepted. Any option which remain unexercised shall lapse upon the expiry of the option period, which period shall be determined by the Board and shall not exceed ten years from the offer date of the option.

**(f) Minimum period for which an option must be held before it can be exercised**

The Board may in its absolute discretion set a minimum period for which an option must be held and performance targets that must be achieved before an option can be exercised.

**(g) Time of acceptance and the amount payable on acceptance of the option**

An offer of options shall be open for acceptance in writing or by telex or facsimile transmission or (if the Board agree) by electronic communication received by the Chairman (or a person designated by him with the approval of the Board) for such period (not exceeding 30 days inclusive of, and from, the date of offer) as the Board may determine and notify to the Eligible Person concerned provided that no such offer shall be open for acceptance after the expiry of the duration of the Post-IPO Share Option Scheme. An offer of options not accepted within this period shall lapse.

An amount of HK\$1.00 is payable upon acceptance of the grant of an option and such payment shall not be refundable and shall not be deemed to be a part payment of the exercise price.

**(h) Basis of determining the exercise price**

The exercise price shall be such price as determined by the Board and notified to an option-holder and which shall not be less than the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of offer of the option; (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer of the option; and (iii) the nominal value of the Shares.

**(e) 行使購股權認購股份之期限**

除董事會按其絕對酌情權另行釐定外，任何已歸屬而未失效的購股權於達成條件或董事會按其全權酌情決定豁免條件後，可於接納購股權要約後的下一個營業日隨時行使。任何尚未行使的購股權於購股權期限屆滿後將告失效，該期限由董事會釐定，且不得超過購股權要約日期起計十年。

**(f) 行使購股權前必須持有購股權的最短期限**

董事會可全權酌情設定於購股權可予行使前必須持有購股權的最短期限及須達成的表現目標。

**(g) 接納購股權的期限及接納購股權時應付款項**

購股權的要約可於董事會決定並通知有關合資格人士的有關期間(由要約日期起(包括該日)計30日內)供接納，接納方式為以書面形式或通過電報或傳真或(如董事會同意)通過主席(或其在經董事會批准後指定的一名人士)收到的電子通訊的方式接納，惟首次公開發售後購股權計劃期限屆滿後不得作出有關要約。期內不被接納的購股權要約將告失效。

於接納所授出的購股權時須繳付1.00港元，該款項將不予退還，且不應被視為行使價的部分款項。

**(h) 釐定行使價的基準**

行使價應為董事會釐定並通知購股權持有人的價格，及不得低於以下的最高者：(i)股份於購股權要約日期於聯交所每日報價表所列的收市價；(ii)股份於緊接購股權要約日期前五個交易日於聯交所每日報價表所列平均收市價；及(iii)股份面值。

# REPORT OF DIRECTORS

## 董事會報告

### (i) Life of the Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme will expire automatically on the day immediately preceding the tenth anniversary of the Listing Date, subject to early termination provisions in the Post-IPO Share Option Scheme.

The summary below sets out the details of the movement during the year ended 30 June 2022 of all the options granted pursuant to the Post-IPO Share Option Scheme:

### (i) 首次公開發售後購股權計劃的年期

在首次公開發售後購股權計劃的提前終止條款之規限下，首次公開發售後購股權計劃將自緊接上市日期十週年前一天自動屆滿。

以下概要載列根據首次公開發售後購股權計劃授出的所有購股權於截至2022年6月30日止年度的變動詳情：

Name 姓名	Date of grant 授出日期 (dd/mm/yyyy) (日/月/年)	Exercise price per Share 每股行使價 (HK\$) (港元)	Exercise period 行使期 (dd/mm/yyyy) (日/月/年)	Number of Shares issuable under the share options 購股權項下可予發行股份數目				
				As at 1 July 2021 於2021年7月1日	Granted during the year 年內授出 (Note 1) (附註1)	Exercised during the year 年內行使	Cancelled/lapsed during the year 年內註銷/失效	As at 30 June 2022 於2022年6月30日
Dr. Sun Yiu Kwong (Chairman, Chief Executive Officer and Executive Director) 孫耀江醫生(主席、行政總裁兼執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	2,300,000	-	-	-	2,300,000
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
Ms. Kwok Cheuk Kwan, Jacquen (Managing Director and Executive Director) 郭卓君女士(董事總經理兼執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	1,500,000	-	-	-	1,500,000
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
Mr. Tsang On Yip, Patrick (Executive Director) 曾安業先生(執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	1,500,000	-	-	-	1,500,000
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
Dr. Sun Man Kin, Michael (Executive Director) 孫文堅醫生(執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	1,500,000	-	-	-	1,500,000
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
Mr. Lee Kar Chung, Felix (Executive Director) 李家聰先生(執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	1,500,000	-	-	-	1,500,000
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
Dr. Lee Pak Cheung, Patrick (Executive Director) 李柏祥醫生(執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	1,500,000	-	-	-	1,500,000
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000

# REPORT OF DIRECTORS

## 董事會報告

Name 姓名	Date of grant 授出日期 (dd/mm/yyyy) (日/月/年)	Exercise price per Share 每股行使價 (HK\$) (港元)	Exercise period 行使期 (dd/mm/yyyy) (日/月/年)	Number of Shares issuable under the share options 購股權項下可予發行股份數目				
				As at 1 July 2021 於2021年 7月1日	Granted during the year 年內授出 (Note 1) (附註1)	Exercised during the year 年內行使	Cancelled/lapsed during the year 年內註銷/失效	As at 30 June 2022 於2022年 6月30日
Mr. Lee Luen Wai, John BBS JP (Independent Non-executive Director) 李聯偉先生(銅紫荊星章·太平紳士) (獨立非執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	300,000	-	-	-	300,000
Dr. Li Kwok Tung, Donald SBS JP (Independent Non-executive Director) 李國棟醫生(銀紫荊星章·太平紳士) (獨立非執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	300,000	-	-	-	300,000
Mr. Yeung Wing Sun, Mike (Independent Non-executive Director) 楊榮樂先生(獨立非執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	200,000	-	-	-	200,000
			Sub-total: 小計:	16,600,000	-	-	-	16,600,000
Employees 僱員								
In aggregate 合共	06/11/2018	2.06	30/06/2019-05/11/2023	1,000,000	-	-	(1,000,000)	-
	05/05/2019	1.56	04/05/2020-03/05/2025	250,000	-	-	(250,000)	-
	05/05/2019	1.56	04/05/2021-03/05/2025	500,000	-	-	(500,000)	-
	05/05/2019	1.56	04/05/2022-03/05/2025	750,000	-	-	(750,000)	-
	26/05/2021	0.772	26/05/2022-25/05/2029	5,874,400	-	-	(2,990,400)	2,884,000
	26/05/2021	0.772	26/05/2023-25/05/2029	4,405,800	-	-	(2,242,800)	2,163,000
	26/05/2021	0.772	26/05/2024-25/05/2029	4,405,800	-	-	(2,242,800)	2,163,000
			Sub-total: 小計:	17,186,000	-	-	(9,976,000)	7,210,000
Other eligible grantees 其他合資格承授人								
In aggregate 合共	06/11/2018	2.06	30/06/2019-05/11/2023	1,000,000	-	-	-	1,000,000
	05/05/2019	1.56	04/05/2020-03/05/2025	250,000	-	-	-	250,000
	05/05/2019	1.56	04/05/2021-03/05/2025	500,000	-	-	-	500,000
	05/05/2019	1.56	04/05/2022-03/05/2025	750,000	-	-	-	750,000
			Sub-total: 小計:	2,500,000	-	-	-	2,500,000
			Total 合計	36,286,000	-	-	(9,976,000)	26,310,000

Note:

附註:

(1) The closing price of the Shares immediately before the date on which the share options were granted was HK\$0.82 per share.

(1) 緊接購股權獲授出之日前的股份收市價為每股0.82港元。

# REPORT OF DIRECTORS

## 董事會報告

Save as disclosed above, no share option was granted, cancelled or lapsed under the Post-IPO Share Option Scheme during the year ended 30 June 2022.

The maximum number of Shares to be issued upon full exercise of all the share options granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme is 73,246,000, being 9.24% of the issued share capital of the Company as at the Listing Date.

The total number of Shares currently available for issue under the Post-IPO Share Option Scheme is 26,310,000 Shares, representing approximately 3.32% of the issued share capital of the Company as at 30 June 2022.

### SHARE AWARD SCHEME

The Company has adopted the Share Award Scheme on 30 June 2016, to recognise the contributions of and provide incentives for the key management personnel including Directors and senior management, employed experts and employees of the Group. Subject to any early termination as may be determined by the Board, pursuant to the trust deed, the Share Award Scheme shall be valid and effective for a term of 10 years commencing on the adoption date. The maximum number of Shares which may be awarded to a selected participant under the Share Award Scheme shall not exceed one per cent (1%) of the issued share capital of the Company in each year. The Board shall not make any further award of awarded shares which will result in the nominal value of the Shares awarded by the Board under the Share Award Scheme exceeding two per cent (2%) of the issued share capital of the Company from time to time.

除上文披露者外，於截至2022年6月30日止年度，概無購股權授出、被註銷或失效。

於首次公開發售前購股權計劃及首次公開發售後購股權計劃項下授出的所有購股權獲悉數行使後，將予發行之股份數目上限為73,246,000股，相當於本公司於上市日期的已發行股本的9.24%。

根據首次公開發售後購股權計劃目前可予發行的股份總數為26,310,000股股份，相當於本公司於2022年6月30日的已發行股本約3.32%。

### 股份獎勵計劃

本公司已於2016年6月30日採納股份獎勵計劃，嘉獎及獎勵主要管理人員（包括董事及高級管理層、本集團受僱專家及僱員）所作貢獻。受董事會可能釐定的任何提前終止所限，根據信託契據，股份獎勵計劃於採納日期起計十年期間有效及生效。根據股份獎勵計劃可授予選定參與者的股份數目上限不得超過本公司各年已發行股本的百分之一（1%）。董事會不得授出任何會導致董事會根據股份獎勵計劃授出超過本公司不時已發行股本的百分之二（2%）之股份面值的進一步獎勵股份。

## REPORT OF DIRECTORS 董事會報告

As at 30 June 2022, the details of the share award granted and outstanding under the Share Award Scheme are set out as follow:

於2022年6月30日，股份獎勵計劃項下已授出及尚未行使之股份獎勵詳情載列如下：

Name 姓名	As at 1 July 2021 於2021年7月1日	Granted during the year 年內授出	Vested during the year 年內歸屬	Cancelled/ lapsed during the year 年內已註銷/失效	As at 30 June 2022 於2022年6月30日
Directors 董事	2,900,000 (Note 1) (附註1)	-	-	(2,900,000)	-
Other eligible grantee(s) 其他合資格承授人	350,000 (Note 1) (附註1)	-	-	(350,000)	-
	2,330,000 (Note 1) (附註1)	-	-	(2,330,000)	-
Total 合計	5,580,000	-	-	(5,580,000)	-

Notes:

附註：

- These awarded shares were granted on 17 July 2018 with the exercise price of HK\$1.5 per award shares.
- 5,580,000 awarded shares were lapsed during the year ended 30 June 2022.

- 此等獎勵股份是於2018年7月17日授出，行使價為每股獎勵股份1.5港元。
- 5,580,000股獎勵股份已於截至2022年6月30日止年度內失效。



# REPORT OF DIRECTORS

## 董事會報告

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "Share Option Schemes" and "Share Award Scheme" in this report, at no time during FY2022 was the Company or any of its subsidiaries or fellow subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no transactions, arrangements or contracts of significance subsisted in which a Director or an entity connected with a Director was materially interested, whether directly or indirectly, during or at the end of FY2022.

### DIRECTORS' PERMITTED INDEMNITY PROVISION

Under the Articles, every Director and officer of the Company acting in relation to any of the affairs of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs and damages and expenses which they or any of them shall or may incur or sustain by or omitted in or about the execution of their duties in their respective office or otherwise in relation thereto.

The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group.

### 董事收購股份或債券的權利

除於本報告「購股權計劃」及「股份獎勵計劃」兩節內所披露者外，於2022財政年度內任何時間，本公司或其任何附屬公司或同系附屬公司概無訂立令董事可藉收購本公司或任何其他法團股份或債券獲利的任何安排。

### 董事於重大交易、安排或合約的權益

除本年報所披露者外，於2022財政年度內或結束時，概無董事或與董事有關連的實體，於仍然存續的重大交易、安排或合約中直接或間接擁有重大權益。

### 董事的獲准許彌償條文

根據細則，凡就本公司任何事務而行事的董事及本公司高級人員可獲本公司資產及利潤作為彌償及擔保，使其或其任何一人不會因於或就履行其各自職責過程中或與此有關的其他原因而引致或遭受或忽略的任何訴訟、費用及損害及開支而蒙受損害。

本公司已就董事及本集團高級人員投購適當的董事及高級人員責任保險。

# REPORT OF DIRECTORS

## 董事會報告

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2022, so far as was known to the Directors of the Company, the following persons/entities (other than the Directors or Chief Executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the 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2022年6月30日，據本公司董事所知，以下人士／實體（董事或本公司最高行政人員除外）於本公司的股份或相關股份中擁有或被視為擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司及聯交所披露的權益或淡倉，或記錄於本公司須根據證券及期貨條例第336條存置的登記冊內的權益或淡倉：

Name of substantial shareholder	Long/short position	Capacity	Number of Shares/ underlying shares	Interests under equity derivatives	Notes	Approximate percentage of shareholding
主要股東名稱	好倉／淡倉	身份	股份／相關股份數目	股本衍生工具項下之權益	附註	概約持股比例 (%)
East Majestic Group Limited	Long position 好倉	Beneficial owner 實益擁有人	215,454,286	-	1	27.18
EM Team Limited	Long position 好倉	Beneficial owner 實益擁有人	47,650,000	-	1	6.01
Cheng Yu Tung Family (Holdings II) Limited	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	119,180,175	-	2	15.04
Cheng Yu Tung Family (Holdings) Limited	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	119,180,175	-	2	15.04
Chow Tai Fook Capital Limited	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	119,180,175	-	2	15.04
Chow Tai Fook (Holding) Limited 周大福(控股)有限公司	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	119,180,175	-	2	15.04
Chow Tai Fook Enterprises Limited 周大福企業有限公司	Long position 好倉	Interest held by its controlled corporation 權益由其受控法團持有	119,180,175	-	2	15.04
Healthcare Ventures	Long position 好倉	Beneficial owner 實益擁有人	119,180,175	-	2	15.04
China Resources National Corporation 中國華潤總公司	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	91,803,000	-	3	11.58
CR Medical 華潤醫療	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	91,803,000	-	3	11.58

# REPORT OF DIRECTORS

## 董事會報告

### Notes:

1. Dr. Sun Yiu Kwong was deemed to be interested in the 215,454,286 Shares held by East Majestic Group Limited, being his controlled corporation, and was also deemed to be interested in the 47,650,000 Shares held by EM Team Limited, also being his controlled corporation. Dr. Sun's interests in Shares are disclosed in this annual report in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its associated Corporations".
2. Healthcare Ventures was wholly-owned by CTFE, which was wholly-owned by Chow Tai Fook (Holding) Limited ("CTFH"). CTFH was held as to 81.03% by Chow Tai Fook Capital Limited ("CTFC"), which was in turn held as to 48.98% by Cheng Yu Tung Family (Holdings) Limited ("CYTF") and as to 46.65% by Cheng Yu Tung Family (Holdings II) Limited ("CYTFII"). By virtue of the SFO, CTFE, CTFH, CTFC, CYTF and CYTFII were deemed to be interested in the same parcel of Shares in which Healthcare Ventures was interested.
3. Pinyu was the beneficial owner of the Shares. Pinyu was wholly owned by Unison Champ Premium Limited, which was wholly owned by CR Medical. CR Medical was held as to 35.76% by CRH (Medical) Limited. CRH (Medical) Limited was wholly owned by China Resources Healthcare Group Limited, which was wholly owned by CRH (Healthcare) Limited. CRH (Healthcare) Limited was wholly owned by China Resources (Holdings) Company Limited, which was wholly owned by CRC Bluesky Limited. CRC Bluesky Limited was wholly owned by China Resources Inc., which was wholly owned by China Resources Company Limited. Commotra Company Limited held 0.82% of CR Medical. Commotra Company Limited is wholly owned by China Resources (Holdings) Company Limited. By virtue of the SFO, Unison Champ Premium Limited, CR Medical, CRH (Medical) Limited, China Resources Healthcare Group Limited, CRH (Healthcare) Limited, China Resources Inc., China Resources (Holdings) Company Limited, CRC Bluesky Limited and China Resources Company Limited were deemed to be interested in the same parcel of Shares in which Pinyu was interested.
4. These percentages are calculated on the basis of 792,666,555 issued shares as at 30 June 2022.

### 附註：

1. 孫耀江醫生被視為於其受控法團East Majestic Group Limited持有的215,454,286股股份中擁有權益，亦被視為於同樣為其受控法團EM Team Limited持有的47,650,000股股份中擁有權益。孫醫生於股份的權益於本年報「董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債券的權益及淡倉」一節披露。
2. Healthcare Ventures由周大福企業全資擁有，而周大福企業由周大福(控股)有限公司(「周大福控股」)全資擁有。周大福控股由Chow Tai Fook Capital Limited(「CTFC」)持有81.03%的股權，而CTFC分別由Cheng Yu Tung Family (Holdings) Limited(「CYTF」)及Cheng Yu Tung Family (Holdings II) Limited(「CYTFII」)持有48.98%及46.65%的股權。根據證券及期貨條例，周大福企業、周大福控股、CTFC、CYTF及CYTFII被視為於Healthcare Ventures擁有權益的同一批股份中擁有權益。
3. 品裕為股份之實益擁有人。品裕由Unison Champ Premium Limited全資擁有，而Unison Champ Premium Limited由華潤醫療全資擁有。華潤醫療由華潤集團(醫療)有限公司擁有35.76%。華潤集團(醫療)有限公司由華潤健康集團有限公司全資擁有，而華潤健康集團有限公司由華潤集團(健康)有限公司全資擁有。華潤集團(健康)有限公司由華潤(集團)有限公司全資擁有，而華潤(集團)有限公司由CRC Bluesky Limited全資擁有。CRC Bluesky Limited由華潤股份有限公司全資擁有，而華潤股份有限公司由中國華潤有限公司全資擁有。合資有限公司持有CR Medical Commotra Company Limited的0.82%而CR Medical Commotra Company Limited由華潤(集團)有限公司全資擁有。根據證券及期貨條例，Unison Champ Premium Limited、華潤醫療、華潤集團(醫療)有限公司、華潤健康集團有限公司、華潤集團(健康)有限公司、華潤股份有限公司、華潤(集團)有限公司、CRC Bluesky Limited及中國華潤有限公司被視為於品裕擁有權益的同一批股份中擁有權益。
4. 此等百分比乃按於2022年6月30日之792,666,555股已發行股份為基準計算。

## REPORT OF DIRECTORS 董事會報告

Other than as disclosed above, as at 30 June 2022, the Directors have not been notified by any person (other than the Directors or Chief Executive of the Company) who had interests or short positions in the Shares or underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

### CONNECTED TRANSACTIONS

Save for the transactions mentioned below, none of such related party transactions constituted a non-exempt connected transaction or a continuing connected transaction of the Company pursuant to Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules as and where applicable and relevant.

除上文所披露者外，截至2022年6月30日，董事並無獲任何人士（董事或本公司最高行政人員除外）通知其於本公司股份或相關股份中擁有根據證券及期貨條例第336條須存置的登記冊所記錄的權益或淡倉。

### 關連交易

除下文所述交易外，概無關聯方交易構成本公司根據上市規則第十四A章的非豁免關連交易或持續關連交易。本公司已於適當時候及按相關情況遵守上市規則第十四A章的披露規定。

# REPORT OF DIRECTORS

## 董事會報告

### Non-exempt Continuing Connected Transactions

The Company has entered into certain non-exempt continuing connected transactions, the annual caps and the actual transaction amounts of which for FY2022 are set out as follows:

### 非豁免持續關連交易

本公司已訂立若干非豁免持續關連交易，其於2022財政年度的年度上限及實際交易金額載列如下：

Connected Transactions	Connected Persons	Annual cap for the year ended 30 June 2022 (HK\$'000) 截至2022年6月30日止年度的年度上限 (千港元)	Actual transaction Amount for the year ended 30 June 2022 (HK\$'000) 截至2022年6月30日止年度的實際交易金額 (千港元)
關連交易	關連人士		
A. Consultancy Agreement with Dr. Lee Pak Cheung, Patrick 與李柏祥醫生的顧問協議	Dr. Lee Pak Cheung, Patrick 李柏祥醫生	7,400	4,017
B. Medical Services Framework Agreement 醫療服務框架協議	CTFE 周大福企業	30,000	16,355
C. Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael 與孫文堅醫生的顧問重續協議	Dr. Sun Man Kin, Michael 孫文堅醫生	6,700	4,920

The above non-exempt continuing connected transactions are subject to reporting and announcement requirement but exempt from the independent shareholders' approval requirements. For further details, please refer to the announcements of the Company dated 23 September 2021 and 27 September 2021.

上述非豁免持續關連交易須遵守申報及公告規定但獲豁免遵守獨立股東批准規定。進一步詳情請參閱本公司日期為2021年9月23日及2021年9月27日之公告。



## REPORT OF DIRECTORS 董事會報告

### A. Consultancy Agreement with Dr. Lee Pak Cheung, Patrick

On 13 November 2015, the Company and Dr. Lee Pak Cheung, Patrick entered into a consultancy agreement, and on 6 September 2018, the Company and Dr. Lee Pak Cheung, Patrick further entered into a first consultancy renewal agreement (the “First Consultancy Renewal Agreement with Dr. Lee Pak Cheung, Patrick”), pursuant to which the Group appointed Dr. Lee Pak Cheung, Patrick, as a consultant to provide Medical Services, in particular Dental Services, to the Group. During FY2021, the Group agreed to continue engaging Dr. Lee Pak Cheung, Patrick as a consultant after the expiry of the First Consultancy Renewal Agreement with Dr. Lee Pak Cheung, Patrick. On 23 September 2021, the Company entered into a second consultancy renewal agreement with Dr. Lee Pak Cheung, Patrick (the “Consultancy Agreement with Dr. Lee Pak Cheung, Patrick”) for a term up to 30 June 2024. The major terms of the agreement are set out as follows:

- Dr. Lee Pak Cheung, Patrick shall provide Dental Services to the Group;
- the annual fees charged by Dr. Lee Pak Cheung, Patrick to the Group shall be negotiated on an arm’s length basis, and shall be on normal commercial terms which, from the Group’s perspective, are expected to be no less favourable than those which the relevant members of the Group could obtain from independent consultants of similar expertise, experience and reputation for similar role, scope of services and responsibilities; and
- the Consultancy Agreement with Dr. Lee Pak Cheung, Patrick shall commence from the Listing Date until 30 June 2024 and may be renewed by mutual consent of the parties.

### A. 與李柏祥醫生的顧問協議

於2015年11月13日，本公司與李柏祥醫生訂立一份顧問協議，而於2018年9月6日，本公司與李柏祥醫生再訂立首次顧問重續協議（「與李柏祥醫生的首次顧問重續協議」），據此，本集團委任李柏祥醫生擔任顧問，為本集團提供醫療服務，尤其是牙科服務。於2021財政年度，本集團同意於與李柏祥醫生的首次顧問重續協議屆滿後繼續委任李柏祥醫生擔任顧問。於2021年9月23日，本公司與李柏祥醫生訂立為期至2024年6月30日的與李柏祥醫生的第二次顧問重續協議（「與李柏祥醫生的顧問協議」）。協議的主要條款如下：

- 李柏祥醫生須向本集團提供牙科服務；
- 李柏祥醫生向本集團收取的年度費用須經公平磋商後釐定，且須按一般商業條款訂立，並就本集團而言，預計不遜於本集團的相關成員公司就類似職位、範圍服務及職責從具備類似專業知識、經驗及聲譽的獨立顧問可獲得者；及
- 與李柏祥醫生的顧問協議自上市日期起至2024年6月30日止，可經雙方同意後續期。

# REPORT OF DIRECTORS

## 董事會報告

The Company has made reference to historical aggregate fees paid by the Group for medical services provided by Dr. Lee Pak Cheung, Patrick of similar scope of services to ensure that the consultancy fees payable are fair and reasonable to the Company.

Dr. Lee Pak Cheung, Patrick is a director of the subsidiaries of the Company, and accordingly, a connected person of the Company under Chapter 14A of the Listing Rules. The transactions contemplated under the Consultancy Agreement with Dr. Lee Pak Cheung, Patrick constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The annual cap for the consultancy fees paid by the Company to Dr. Lee Pak Cheung, Patrick for FY2022 was HK\$7,400,000 and the actual amount paid or payable to Dr. Lee Pak Cheung, Patrick was HK\$4,017,330.

### B. Medical Services Framework Agreement

On 13 November 2015, the Company and CTFE entered into a medical services framework agreement, and on 6 September 2018, the Company and CTFE further entered into a first medical services framework renewal agreement (the "First Medical Services Framework Renewal Agreement"), pursuant to which the Group shall provide Medical, Dental and Auxiliary Services to the employees of CTFE and/or its associates. During FY2021, the Group agreed to continue providing medical, dental and auxiliary services to the employees of CTFE and its associates after the expiry of the First Medical Services Framework Renewal Agreement. On 23 September 2021, the Company entered into a second medical services framework renewal agreement with CTFE (the "Medical Services Framework Agreement") for a term up to 30 June 2024. The major terms of the agreement are set out as follows:

- the Group shall provide Medical, Dental and Auxiliary Services to the employees of CTFE and its associates;

本公司已參考本集團就李柏祥醫生提供類似服務範圍的醫療服務支付的過往費用總額，以確保應付顧問費用對本公司屬公平合理。

李柏祥醫生為本公司附屬公司董事，因此，根據上市規則第十四A章為本公司關連人士。根據上市規則第十四A章，與李柏祥醫生的顧問協議項下擬進行的交易構成本公司的持續關連交易。

於2022財政年度，本公司已付李柏祥醫生顧問費用的年度上限為7,400,000港元，而已付或應付李柏祥醫生的實際金額為4,017,330港元。

### B. 醫療服務框架協議

於2015年11月13日，本公司與周大福企業訂立一份醫療服務框架協議，而於2018年9月6日，本公司與周大福企業再訂立首次醫療服務框架重續協議（「首次醫療服務框架重續協議」），據此，本集團應向周大福企業及／或其聯繫人的僱員提供醫療、牙科及輔助服務。於2021財政年度，本集團同意於首次醫療服務框架重續協議屆滿後繼續向周大福企業及其聯繫人的僱員提供醫療、牙科及輔助服務。於2021年9月23日，本公司與周大福企業訂立為期至2024年6月30日的第二次醫療服務框架重續協議（「醫療服務框架協議」）。協議的主要條款如下：

- 本集團應向周大福企業及其聯繫人的僱員提供醫療、牙科及輔助服務；

## REPORT OF DIRECTORS 董事會報告

- the relevant members of the Group shall enter into individual agreements which prescribe specific terms and conditions, including scope of medical services, service amount, payment method and other terms;
  - the terms of, and the service amounts payable under, each individual agreement will be negotiated on a case-by-case and on an arm's length basis, and shall be on normal commercial terms which, from the Group's perspective, are no less favourable than those which the relevant members of the Group could offer to independent third parties, with a comparable scope of services; and
  - the Medical Services Framework Agreement shall commence from 1 July 2021 to 30 June 2024 (both days inclusive) and may be renewed by mutual consent of the parties.
- 本集團的相關成員公司應訂立個別協議，訂明具體條款及條件，包括醫療服務的範圍、服務金額、付款方式及其他條款；
  - 各個別協議的條款及其項下的應付服務金額將按個別情況經公平磋商後釐定，且應按一般商業條款訂立，並就本集團而言，不遜於本集團的相關成員公司就可資比較的服務範圍可向獨立第三方所提供者；及
  - 醫療服務框架協議自2021年7月1日起至2024年6月30日止（包括首尾兩日），可經雙方同意後續期。

The management has made reference to the prevailing price of medical services offered by the Group to other customers and the historical service fees the Company received for medical services with a similar scope to ensure that the service amounts payable during the service period are fair and reasonable to the Company.

CTFE is a substantial shareholder of the Company and, accordingly, a connected person of the Company under Chapter 14A of the Listing Rules. The transactions contemplated under the Medical Services Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The annual cap for the aggregate fees to be received by the Company from CTFE for FY2022 was HK\$30,000,000 and the actual amount received or receivable by the Company was HK\$16,354,883.

管理層已參考本集團向其他客戶提供的醫療服務之現行價格及本公司就類似範圍醫療服務收取的過往服務費，以確保於服務期間應付的服務金額對本公司屬公平合理。

周大福企業為本公司主要股東，因此，根據上市規則第十四A章為本公司關連人士。根據上市規則第十四A章，醫療服務框架協議項下擬進行的交易構成本公司的持續關連交易。

於2022財政年度，本公司將向周大福企業收取費用總額的年度上限為30,000,000港元，而本公司已收或應收的實際金額為16,354,883港元。

# REPORT OF DIRECTORS

## 董事會報告

### C. Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael

The Company entered into a consultancy agreement with Dr. Michael Sun on 13 November 2015, and further entered into a first consultancy renewal agreement (the “First Consultancy Renewal Agreement”) with Dr. Sun Man Kin, Michael (“Dr. Michael Sun”) on 6 September 2018 to regulate the consultancy relationship between the Group and Dr. Michael Sun for the provision of radiologist services by Dr. Michael Sun to the Group. The Company intends to continue engaging Dr. Michael Sun as a consultant after the expiry of the First Consultancy Renewal Agreement with Dr. Michael Sun. On 23 September 2021, the Company entered into the second consultancy renewal agreement with Dr. Michael Sun (the “Second Consultancy Renewal Agreement”) for a term up to 30 June 2024. Details of the Second Consultancy Renewal Agreement with Dr. Michael Sun are set out below:

- Dr. Michael Sun shall provide radiologist services to the Group;
- the consultancy fees payable under the Second Consultancy Renewal Agreement with Dr. Michael Sun, shall be determined by the parties through arm’s length negotiation and on normal commercial terms and based on the scope of services rendered by Dr. Michael Sun and with reference to the fees charged by independent consultants of similar expertise, experience and reputation with similar role, scope of services and responsibilities under similar circumstances to ensure that the terms are no less favourable to the Group than terms available by independent consultants; and
- the Second Consultancy Renewal Agreement with Dr. Michael Sun shall commence from 1 July 2021 until 30 June 2024 and may be renewed by mutual consent of the parties.

Dr. Michael Sun is an executive Director and is therefore a connected person of the Company pursuant to Rule 14A.07(1) of the Listing Rules. Therefore, the transactions contemplated under the Second Consultancy Renewal Agreement with Dr. Michael Sun constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

### C. 與孫文堅醫生的顧問重續協議

本公司於2015年11月13日與孫文堅醫生（「孫文堅醫生」）訂立顧問協議並於2018年9月6日再訂立首次顧問重續協議（「首次顧問重續協議」），以規管本集團與孫文堅醫生之間的顧問關係，即孫文堅醫生為本集團提供放射科醫生服務。本公司擬於與孫文堅醫生的首次顧問重續協議屆滿後繼續委聘孫文堅醫生為顧問。於2021年9月23日，本公司與孫文堅醫生訂立第二次顧問重續協議（「第二次顧問重續協議」），期限直至2024年6月30日止。與孫文堅醫生的第二次顧問重續協議的詳情載列如下：

- 孫文堅醫生須向本集團提供放射科醫生服務；
- 根據與孫文堅醫生的第二次顧問重續協議應付的顧問費用應經各方公平磋商後按一般商業條款及基於孫文堅醫生所提供的服務範圍以及參考在類似情況下具備類似專業知識、經驗及聲譽的獨立顧問就類似角色、服務範圍及職責所收取的費用釐定，以確保就本集團而言，有關條款不遜於可從獨立顧問獲得的條款；及
- 與孫文堅醫生的第二次顧問重續協議自2021年7月1日起至2024年6月30日止，可經雙方同意後續期。

孫文堅醫生為執行董事，因此，根據上市規則第14A.07(1)條，其為本公司的關連人士。因此，與孫文堅醫生的第二次顧問重續協議項下擬進行的交易根據上市規則第14A章構成本公司的持續關連交易。

## REPORT OF DIRECTORS 董事會報告

The annual cap for the consultancy fees paid by the Company to Dr. Michael Sun for FY2022 was HK\$6,700,000 and the actual amount paid or payable to Dr. Michael Sun was HK\$4,919,601.

The Company's independent non-executive Directors have reviewed the above non-exempt continuing connected transactions for the year ended 30 June 2022 and confirmed that:

- (a) the transactions have been entered into by the Group in the ordinary and usual course of its business;
- (b) the transactions have been entered into either (i) on normal commercial terms or (ii) (where there are not sufficient comparable transactions to judge whether they are on normal commercial terms) on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (c) the transactions have been entered into in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

KPMG, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. KPMG have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

於2022財政年度，本公司已付孫文堅醫生顧問費用的年度上限為6,700,000港元，而已付或應付孫文堅醫生的實際金額為4,919,601港元。

本公司獨立非執行董事已審核上述截至2022年6月30日止年度的非豁免持續關連交易，並確認：

- (a) 該等交易乃由本集團於日常及一般業務過程中訂立；
- (b) 該等交易乃按(i)一般商業條款或(ii)倘沒有足夠的可比較交易判斷該等交易是否按一般商業條款訂立)就本集團而言不遜於向獨立第三方提供或取得(按適用)的條款訂立；及
- (c) 該等交易乃根據相關規管協議訂立，條款屬公平合理並符合股東的整體利益。

本公司核數師畢馬威會計師事務所受委聘就本集團之持續關連交易，按照香港會計師公會所頒佈的香港核證工作準則3000「歷史財務信息審計或審閱以外的鑒證業務」，以及參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」進行報告。畢馬威會計師事務所已按上市規則第14A.56條發出無保留信函，包含其對有關本集團於上文披露的持續關連交易作出之調查及結論。本公司已向聯交所呈交上述之核數師信函副本。



# REPORT OF DIRECTORS

## 董事會報告

The Company's auditors have reported to the Directors that (i) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Board; (ii) for transactions including the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group; (iii) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and (iv) with respect to the aggregate amount of each of the above continuing connected transactions, nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

### Non-exempt Connected Transactions

The Company has entered into the following non-exempt connected transactions during FY2022:

#### A. Property Leasing Framework Agreement

On 13 November 2015, the Company and Rich Point Group entered into a property leasing framework agreement, and on 6 September 2018, the Company and Rich Point Group further entered into a first property leasing framework renewal agreement (the "First Property Leasing Framework Renewal Agreement"), pursuant to which the Group leased properties from Rich Point Group for the purposes of operating medical centres and warehouses. During FY2021, the Group agreed to continue leasing the properties leased from the Rich Point Group after the expiry of the First Property Leasing Framework Renewal Agreement. On 23 September 2021, the Company entered into a second property leasing framework renewal agreement with Rich Point (the "Second Property Leasing Framework Agreement") in respect of the properties of the Rich Point Group for a term up to 30 June 2024. The major terms of the agreement are set out as follows:

- with respect to the relevant leased properties, the Company and/or its subsidiaries and the relevant Rich Point Group member shall enter into individual agreements which prescribe specific terms and conditions of the leasing arrangements, including rental amount, payment method and other relevant terms;

本公司核數師已向董事報告，(i)彼等並不知悉有任何事宜，導致彼等相信董事會未有批准已披露之持續關連交易；(ii)就包括本集團提供產品或服務之交易而言，彼等並不知悉有任何事宜，導致彼等相信該等交易在各重要方面並非按照本集團之定價政策進行；(iii)彼等並不知悉有任何事宜，導致彼等相信該等已披露之持續關連交易在各重要方面並非按照規管該等交易之相關協議進行；及(iv)就上述持續關連交易各自總額而言，彼等並不知悉有任何事宜，導致彼等相信已披露之持續關連交易已超出本公司設定之年度上限。

### 非獲豁免關連交易

本公司於2022財政年度內訂立以下非獲豁免關連交易：

#### A. 物業租賃框架協議

於2015年11月13日，本公司與富滙集團訂立一份物業租賃框架協議，而於2018年9月6日，本公司與富滙集團再訂立首次物業租賃框架重續協議（「首次物業租賃框架重續協議」），據此，本集團從富滙集團租賃物業用於經營醫務中心及倉庫。於2021財政年度，本集團同意於首次物業租賃框架重續協議屆滿後繼續租賃向富滙集團租賃物業。於2021年9月23日，本公司與富滙就富滙集團的物業訂立為期至2024年6月30日的第二次物業租賃框架重續協議（「第二次物業租賃框架協議」）。協議的主要條款如下：

- 就相關租賃物業而言，本公司及／或其附屬公司與相關富滙集團成員公司應訂立個別協議，訂明租賃安排的具體條款及條件，包括租金金額、付款方式及其他相關條款；

## REPORT OF DIRECTORS 董事會報告

- the terms of the individual agreements shall be on normal commercial terms or, from the Group's perspective, more favourable to the Group;
  - the rental amounts payable under the lease agreements shall reflect the then prevailing market rates and no less favourable than the terms and conditions offered by independent landlords or lessors of comparable premises; and
  - the Second Property Lease Framework Agreement shall commence from the 1 July 2021 until 30 June 2024 and may be renewed by mutual consent of the parties.
- 個別協議的條款應按一般商業條款訂立，或就本集團而言，該等條款應對於本集團更有利；
  - 租賃協議項下應付的租金金額應反映當時的現行市價且不遜於可資比較場所獨立業主或出租方提供的條款及條件；及
  - 第二次物業租賃框架協議自2021年7月1日起至2024年6月30日止，可經雙方同意後續期。

Dr. Sun Yiu Kwong, the Chairman, Chief Executive Officer and executive Director of the Company, holds more than 30% interests in Rich Point. Accordingly, Rich Point is an associate of Dr. Sun Yiu Kwong and a connected person under Chapter 14A of the Listing Rules. The transactions contemplated under the Property Leasing Framework Agreement constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

本公司主席、行政總裁及執行董事孫耀江醫生於富滙持有超過30%權益。因此，富滙為孫耀江醫生的聯繫人及上市規則第十四A章項下的關連人士。根據上市規則第十四A章，物業租賃框架協議項下擬進行的交易構成本公司的關連交易。

The Company recognized right-of-use assets according to HKFRS 16, with the value of such right-of-use assets amounted to HKD11,000,000. The transaction under the Second Property Leasing Framework Agreement should be regarded as an acquisition of asset under the definition of transaction set out in Rule 14.04(1)(a) and Rule 14A.24(1) of the Listing Rules. Given that the value of right-of-use asset recognised under the Second Property Leasing Framework Agreement amounted to HKD11,000,000 and the highest of the applicable percentage ratios in respect of the value of right-of-use asset under the Second Property Leasing Framework Agreement is more than 0.1% but less than 5%, the Second Property Leasing Framework Agreement remains subject to announcement and reporting requirements only and is still exempt from independent shareholders' approval under Chapter 14A of the Listing Rules, and does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

本公司根據香港財務報告準則第16號確認使用權資產而該使用權資產的價值為11,000,000港元。根據上市規則第14.04(1)(a)條及第14A.24(1)條對交易的定義，第二次物業租賃框架協議項下的交易應被視為資產收購。鑑於第二次物業租賃框架協議項下的已確認使用權資產價值為11,000,000港元，且第二次物業租賃框架協議項下使用權資產價值的最高適用百分比率超過0.1%但低於5%，第二次物業租賃框架協議仍僅須遵守公告及報告規定，且仍獲豁免遵守上市規則第十四A章項下的獨立股東批准規定，並不構成上市規則第十四章項下的須予公佈交易。

# REPORT OF DIRECTORS

## 董事會報告

### B. The Disposal of Certain Stake in UMP Healthcare China Limited

On 22 December 2021, UMP Medical China Holdings Limited (the “Vendor”), a wholly-owned subsidiary of the Company and Big Ideas Ventures Limited, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of CTFE (the “Purchaser”) entered into an agreement (the “Agreement”), pursuant to which the Vendor agreed to sell 55% of the issued share capital of UMP Healthcare China Limited (the “Target Company”) to the Purchaser at the consideration of HK\$22 million in cash. The Target Company is a non-wholly owned subsidiary indirectly owned as to 80% by the Company. Upon completion of the disposal, the Target Company will be owned as to 55% by the Purchaser, 25% by the Company (indirectly via the Vendor as to 24% and UMP Healthcare Limited as to 1%) and 20% by Laser Focus Holdings Limited. The Target Company will cease to be a subsidiary of the Company from the date of completion. Details of the disposal are set out below:

- The Vendor agreed to sell, and the Purchaser agreed to acquire 55,000,000 issued shares of the Target Company (the “Sale Shares”), which represents 55% of the issued share capital of the Target Company. The Target Company is a subsidiary indirectly owned by the Company as to 80% (as to 79% by the Vendor and 1% by UMP Healthcare Limited) and 20% by Laser Focus Holdings Limited. The Target Company is an investment holding company which, together with its subsidiaries, are principally engaged in the Emerging Business in the healthcare sector in the PRC with a focus on the Greater Bay Area of the PRC.

### B. 有關出售聯合醫務中國有限公司之若干股權

於2021年12月22日，UMP Medical China Holdings Limited（「賣方」，本公司之全資附屬公司）與Big Ideas Ventures Limited（「買方」，於英屬處女群島註冊成立之有限公司，為周大福企業之間接全資附屬公司）訂立協議（「該協議」），據此，賣方同意以22百萬港元之現金代價向買方出售聯合醫務中國有限公司（「目標公司」）之55%已發行股本。目標公司為本公司間接擁有80%權益之非全資附屬公司。於出售事項完成後，目標公司將由買方、本公司（透過賣方間接佔24%及透過UMP Healthcare Limited間接佔1%）及Laser Focus Holdings Limited分別擁有55%、25%及20%之權益。目標公司將自完成日期起不再為本公司之附屬公司。出售事項之詳情載列如下：

- 賣方同意出售，而買方同意收購目標公司之55,000,000股已發行股份（「銷售股份」，佔目標公司已發行股本之55%）。目標公司為本公司間接擁有80%權益（79%透過賣方持有及1%透過UMP Healthcare Limited持有）之附屬公司，其餘20%權益由Laser Focus Holdings Limited擁有。目標公司為一間投資控股公司，連同其附屬公司，主要從事中國醫療保健行業之新興業務，聚焦中國大灣區市場。

## REPORT OF DIRECTORS 董事會報告

- Pursuant to the Agreement, the total consideration for the Sale Shares amounted to HK\$22 million in cash and was arrived at after arm's length negotiation between the parties to the Agreement with reference to, among other things, the valuation of the Target Company and its subsidiaries according to the valuation report. The consideration is payable by the Purchaser to the Vendor in cash at completion, which took place on 31 December 2021.
- As the Purchaser (an investment holding company) is an indirect wholly owned subsidiary of CTFE (a substantial shareholder of the Company), the Purchaser is a connected person of the Company and the disposal constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. As one or more applicable percentage ratio(s) (as defined under Rule 14.07 of the Listing Rules) in respect of the disposal are more than 0.1% but less than 5%, the disposal is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.
- 根據該協議，銷售股份之總代價為22百萬港元並須以現金支付，乃由該協議之訂約方經參考（其中包括）根據估值報告對目標公司及其附屬公司之估值後按公平原則商定。代價須由買方於完成時以現金支付予賣方，而完成已於2021年12月31日作實。
- 由於買方（為投資控股公司）是周大福企業（本公司之主要股東）之間接全資附屬公司，買方為本公司之關連人士，而根據上市規則第十四A章，出售事項構成本公司之關連交易。由於有關出售事項之一個或多個適用百分比率（定義見上市規則第14.07條）高於0.1%但低於5%，出售事項須遵守上市規則第十四A章之申報及公告規定，但獲豁免遵守獨立股東批准規定。

The Company confirms that it is in compliance with the disclosure requirements under Chapter 14A of the Listing Rules.

本公司確認其已遵守上市規則第十四A章的披露規定。

# REPORT OF DIRECTORS

## 董事會報告

### MANAGEMENT CONTRACTS

The Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Group during FY2022.

### EQUITY-LINKED AGREEMENTS

Save for the Share Option Schemes and Share Award Scheme as disclosed on pages 117 to 125 of this annual report, no equity-linked agreements were entered into by the Company, or existed during FY2022.

### PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Articles of Association or the relevant laws of the Cayman Islands where the Company is incorporated which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

### SUFFICIENCY OF THE PUBLIC FLOAT

Based on the information publicly available to the Company, and to the best knowledge, information and belief of the Directors, the Directors confirm that the Company had maintained a sufficient public float as required under the Listing Rules during FY2022.

### AUDITOR

KPMG retire and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming 2022 AGM.

On behalf of the Board

**Dr. Sun Yiu Kwong**

*Chairman*

Hong Kong, 23 September 2022

### 管理合約

於2022財政年度，本公司並無與任何個人、公司或法人團體訂立任何合約以管理或管治本集團全部或大部分業務。

### 股權掛鈎協議

除本年報第117至125頁所披露的購股權計劃及股份獎勵計劃外，於2022財政年度內，本公司並無訂立亦不存在任何股權掛鈎協議。

### 優先購買權

公司細則或開曼群島（即本公司註冊成立地點）相關法例均無規定本公司須按比例向現有股東提呈新股份的優先購買權條文。

### 足夠公眾持股量

就本公司所得之公開資料，並根據董事所深知，所悉及所信，董事確認於2022財政年度本公司已維持上市規則所規定之充足公眾持股量。

### 核數師

畢馬威會計師事務所退任，本公司將於應屆2022年股東週年大會上提呈一項有關重新委聘其作為本公司核數師的決議案。

代表董事會

**孫耀江醫生**

*主席*

香港，2022年9月23日



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



To the shareholders of UMP Healthcare Holdings Limited  
(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of UMP Healthcare Holdings Limited (“the Company”) and its subsidiaries (“the Group”) set out on pages 149 to 303, which comprise the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

致聯合醫務集團有限公司列位股東  
(於開曼群島註冊成立之有限公司)

### 意見

我們已審計列載於第149至303頁的聯合醫務集團有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2022年6月30日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了 貴集團於2022年6月30日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

### 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於 貴集團，並已履行這些要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的。我們不對這事項提供單獨的意見。

#### Assessing potential impairment of goodwill and indefinite-lived intangible assets

Refer to note 18 to the consolidated financial statements and the accounting policy note 2.4.

評估商譽及無限年期的無形資產之潛在減值

請參閱綜合財務報表附註18及會計政策附註2.4。

#### The Key Audit Matter

##### 關鍵審計事項

As at 30 June 2022, the Group has goodwill of HK\$165 million and indefinite-lived intangible assets of HK\$57 million, representing 22.4% and 7.7% of the Group's net assets, respectively.

於2022年6月30日，貴集團擁有商譽165百萬港元及無限年期的無形資產57百萬港元，分別相當於貴集團資產淨值的22.4%及7.7%。

Management performs impairment assessments of the goodwill and indefinite-lived intangible assets which arose from business combinations annually, or more frequently if events or changes in circumstances indicate that it might be impaired.

管理層每年對業務合併所產生之商譽及無限年期的無形資產進行減值評估，或有事件或情況變化顯示其可能出現減值時更頻密地進行減值評估。

In performing such impairment assessments, management compares the carrying value of each of the separately identifiable cash-generating units ("CGUs") to which goodwill and indefinite-lived intangible assets have been allocated with their respective recoverable amounts based on the greater of their fair value less costs of disposal and value in use as determined by discounted cash flow forecasts to determine if any impairment loss should be recognised.

於進行該等減值評估時，為釐定應否確認任何減值虧損，管理層將各項獲分配商譽及無限年期的無形資產之獨立可識別現金產生單位（「現金產生單位」）的賬面值與其各自可收回金額進行比較，可收回金額乃根據公允價值減出售成本及使用價值之較高者按貼現現金流量預測釐定。

#### How the matter was addressed in our audit

##### 我們的審計如何處理關鍵審計事項

Our audit procedures to assess potential impairment of goodwill and indefinite-lived intangible assets included the following:

我們在評估商譽及無限年期的無形資產之潛在減值時採用的審計程序如下：

- assessing the management's identification of CGUs and the allocation of assets to each CGU; 評估管理層對現金產生單位的識別方式，以及向各現金產生單位分配的資產；
- with the assistance of our valuation specialists, assess the methodology adopted by management in its impairment assessments of goodwill and indefinite-lived intangible assets with reference to the requirements of the prevailing accounting standards; 在我們估值專家的協助下，經參考現行會計準則的要求後，評核管理層在評估商譽及無限年期的無形資產之減值時所採用的方法；

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

### 關鍵審計事項(續)

#### Assessing potential impairment of goodwill and indefinite-lived intangible assets

Refer to note 18 to the consolidated financial statements and the accounting policy note 2.4.

評估商譽及無限年期的無形資產之潛在減值

請參閱綜合財務報表附註18及會計政策附註2.4。

#### The Key Audit Matter

##### 關鍵審計事項

The preparation of discounted cash flow forecasts for the purpose of assessing potential impairment of goodwill and indefinite-lived intangible assets involves estimating future cash flows generated from business and certain assumptions, including revenue growth rates, professional services expenses rates and discount rates, can be inherently uncertain.

為評估商譽及無限年期的無形資產之潛在減值而編備貼現現金流量預測時，會涉及估計業務所得的未來現金流量以及若干本身存有不确定因素的假設(包括收入增長率、專業服務費率及貼現率)。

We identified the assessment of potential impairment of goodwill and indefinite-lived intangible assets as a key audit matter because the year-end impairment assessments performed by management contain certain judgemental assumptions which could be subject to management bias.

我們將對商譽及無限年期的無形資產之潛在減值評估列為關鍵審計事項，此乃由於管理層於年結評估減值時會納入若干判斷假設，其可能會受管理層之偏見所影響。

#### How the matter was addressed in our audit

##### 我們的審計如何處理關鍵審計事項

- evaluating the key assumptions, including revenue growth rates and professional services expenses rates, adopted in the preparation of the cash flow forecasts for the purpose of the impairment assessments of goodwill and indefinite-lived intangible assets, with reference to our understanding of the business, historical trends, available industry information and available market data;  
參考我們對業務、歷史趨勢、所取得行業資訊及市場數據的了解後，評核為評估商譽及無限年期的無形資產之減值而編備現金流量預測所採用的主要假設(包括收入增長率及專業服務費率)；
- with the assistance of our valuation specialist, assessing whether the discount rates applied in the discounted cash flow forecasts prepared for the purpose of assessing potential impairment of goodwill and indefinite-lived intangible assets were within a reasonable range by comparing with companies operating in the same industry;  
在我們估值專家的協助下，透過與同業公司進行比較，評核就評估商譽及無限年期的無形資產之潛在減值而編備貼現現金流量預測所採用的貼現率是否屬合理範圍內；

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

### 關鍵審計事項(續)

#### Assessing potential impairment of goodwill and indefinite-lived intangible assets

Refer to note 18 to the consolidated financial statements and the accounting policy note 2.4.

評估商譽及無限年期的無形資產之潛在減值

請參閱綜合財務報表附註18及會計政策附註2.4。

The Key Audit Matter 關鍵審計事項	How the matter was addressed in our audit 我們的審計如何處理關鍵審計事項
	<ul style="list-style-type: none"> <li>comparing the cashflow forecasts prepared at the end of last year for the purpose of impairment assessments with the actual performance of the businesses for the current year to assess how accurate the cash flow forecasts were, making enquiries of management as to the reasons for any significant variations identified and considering if there was any indication of management bias; and 將去年就減值評估而編備的現金流量預測與本年度業務的實際表現進行比較，以評核現金流量預測的準確程度，並向管理層查詢所發現任何重大變動的原因，以及考慮否存在任何管理層偏見的跡象；及</li> <li>performing sensitivity analyses on the key assumptions, including revenue growth rate, professional services expenses rate and the discount rates, adopted in the discounted cash flow forecasts on the conclusions reached in the impairment assessments and assessing whether there were any indicators of management bias in the selection of these assumptions. 根據減值評估得出的結論，對貼現現金流量預測採用的主要假設(包括收入增長率、專業服務費率及貼現率)進行敏感度分析，並評估在挑選該等假設時是否存在任何管理層偏見的跡象。</li> </ul>

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

### 綜合財務報表以及其核數師報告以外的信息

董事須對其他信息負責。其他信息包括刊載於年度報告內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行職責，監督貴集團的財務報告過程。



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅對全體成員作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，並保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

### 核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，已採取的行動以消除威脅及已應用的防範措施。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Chui Kin Pong.

#### KPMG

*Certified Public Accountants*

8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong  
23 September 2022

### 核數師就審計綜合財務報表承擔 的責任 (續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是徐建邦。

#### 畢馬威會計師事務所

*執業會計師*

香港中環  
遮打道十號  
太子大廈八樓  
2022年9月23日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

For the year ended 30 June 2022  
截至2022年6月30日止年度

		Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元 (Restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>			
<b>REVENUE</b>	<b>收入</b>	5	<b>665,859</b>	616,361
Other income and gains	其他收入及收益	6	<b>21,422</b>	11,308
Professional services expenses	專業服務費用		<b>(238,035)</b>	(217,498)
Employee benefit expense	員工福利開支		<b>(164,687)</b>	(126,812)
Property rental and related expenses	物業租金及相關開支		<b>(11,076)</b>	(10,275)
Cost of inventories consumed	已耗存貨成本		<b>(37,564)</b>	(34,075)
Depreciation and amortisation	折舊及攤銷		<b>(78,617)</b>	(71,042)
Other expenses, net	其他支出淨額		<b>(65,774)</b>	(74,472)
Finance cost	融資成本	8	<b>(3,918)</b>	(3,217)
Share of profits/(losses) of:	分佔利潤/(虧損):			
Joint ventures	合資公司		<b>8</b>	(1,254)
Associates	聯營公司		<b>(1,638)</b>	1,333
<b>PROFIT BEFORE TAX</b>	<b>除稅前利潤</b>	7	<b>85,980</b>	90,357
Income tax expense	所得稅費用	11	<b>(11,946)</b>	(19,780)
<b>PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS</b>	<b>來自持續經營業務的 年內利潤</b>		<b>74,034</b>	70,577
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
Profit/(loss) for the year from discontinued operation	已終止經營業務的 年內利潤/(虧損)	39	<b>1,197</b>	(39,040)
<b>PROFIT FOR THE YEAR</b>	<b>年內利潤</b>		<b>75,231</b>	31,537
Attributable to:	以下各方應佔:			
Owners of the Company	本公司擁有人			
– From continuing operations	– 來自持續經營業務		<b>70,502</b>	66,066
– From discontinued operation	– 來自已終止經營業務		<b>1,666</b>	(31,232)
Non-controlling interests	非控股權益		<b>72,168</b>	34,834
			<b>3,063</b>	(3,297)
			<b>75,231</b>	31,537
<b>EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	<b>本公司普通權益持有人 應佔每股盈利/ (虧損)</b>	13		
Basic	基本			
– Continuing operations	– 持續經營業務		<b>HK9.12 cents</b> 港仙	HK8.68 cents港仙
– Discontinued operation	– 已終止經營業務		<b>HK0.22 cents</b> 港仙	HK(4.10) cents港仙
Total – included discontinued operation	總額 – 包括已終止 經營業務		<b>HK9.34 cents</b> 港仙	HK4.58 cents港仙
Diluted	攤薄			
– Continuing operations	– 持續經營業務		<b>HK9.11 cents</b> 港仙	HK8.68 cents港仙
– Discontinued operation	– 已終止經營業務		<b>HK0.22 cents</b> 港仙	HK(4.10) cents港仙
Total – included discontinued operation	總額 – 包括已終止 經營業務		<b>HK9.33 cents</b> 港仙	HK4.58 cents港仙

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收入表

For the year ended 30 June 2022  
截至2022年6月30日止年度

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元 (Restated) (經重列)
<b>PROFIT FOR THE YEAR</b>	年內利潤	<b>75,231</b>	31,537
<b>OTHER COMPREHENSIVE (LOSS)/INCOME</b>	其他全面(虧損)/收入		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益的其他全面(虧損)/收入：		
Release of reserve upon disposal of debt investment at fair value through other comprehensive income	於出售按公允價值計入其他全面收入的債務投資後解除儲備	-	(27)
Release of reserve upon partial disposal of a subsidiary	於部份出售一間附屬公司後解除儲備	(1,786)	-
Release of reserve upon deemed partial disposal of an associate	於視作部分出售一間聯營公司後解除儲備	(223)	-
Exchange differences on translation of operations outside Hong Kong	折算香港以外業務的匯兌差額	(316)	2,372
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods	於其後期間可能重新分類至損益的其他全面(虧損)/收入淨額	(2,325)	2,345
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	於其後期間不會重新分類至損益的其他全面收入：		
Changes in fair value of equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收入之股本投資的公允價值變動	10,963	4,833
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>	年內其他全面收入，扣除稅項	<b>8,638</b>	7,178
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	年內全面收入總額	<b>83,869</b>	38,715
Attributable to:	以下各方應佔：		
Owners of the Company	本公司擁有人		
- from continuing operations	- 來自持續經營業務	80,926	70,626
- from discontinued operation	- 來自已終止經營業務	(120)	(28,614)
		<b>80,806</b>	42,012
Non-controlling interests	非控股權益		
- from continuing operations	- 來自持續經營業務	3,532	4,511
- from discontinued operation	- 來自已終止經營業務	(469)	(7,808)
		<b>3,063</b>	(3,297)
		<b>83,869</b>	38,715



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 30 June 2022  
於2022年6月30日

			2022	2021
		Notes	2022年	2021年
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	14	141,501	99,430
Right-of-use assets	使用權資產	15(a)	135,998	73,666
Goodwill	商譽	16	164,768	164,768
Other intangible assets	其他無形資產	17	59,852	61,681
Investments in joint ventures	於合資公司的投資	19	7,978	7,970
Investments in associates	於聯營公司的投資	20	24,782	4,501
Financial assets at amortised cost	按攤銷成本計量的金融資產	21	–	19,025
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資	22	31,517	23,603
Finance lease receivables	應收融資租賃	15(e)	5,858	–
Deferred tax assets	遞延稅項資產	32	5,110	1,417
Deposits	保證金	25	27,421	20,544
<b>Total non-current assets</b>	<b>非流動資產總額</b>		<b>604,785</b>	476,605
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	23	8,834	9,198
Trade receivables	貿易應收款項	24	81,414	83,364
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	25	29,008	18,088
Finance lease receivables	應收融資租賃	15(e)	1,578	–
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	26	28,529	27,115
Financial assets at amortised cost	按攤銷成本計量的金融資產	21	18,865	14,046
Amounts due from associates	應收聯營公司款項	27	22,999	3,730
Amount due from a joint venture	應收合資公司款項	27	1,119	451
Amounts due from related companies	應收關聯公司款項	28	1,446	1,220
Tax recoverable	可收回稅項		904	551
Pledged deposits	抵押存款	29	2,393	1,893
Cash and cash equivalents	現金及現金等價物	29	235,727	293,974
			<b>432,816</b>	453,630
Assets of disposal groups classified as held for sale	分類為持作出售組別之資產	48	–	39,742
<b>Total current assets</b>	<b>流動資產總額</b>		<b>432,816</b>	493,372

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 30 June 2022  
於2022年6月30日

			2022	2021
		Notes	2022年	2021年
		附註	HK\$'000	HK\$'000
			千港元	千港元
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	30	39,057	62,185
Other payables and accruals	其他應付款項及應計費用	31	60,836	64,376
Amounts due to associates	應付聯營公司款項	27	976	–
Amounts due to related companies	應付關聯公司款項	28	2,254	5,618
Amount due to a joint venture	應付一間合資公司款項	27	–	561
Provision	撥備	33	2,347	–
Lease liabilities	租賃負債	15(b)	63,272	38,731
Tax payable	應付稅項		25,738	26,848
			<b>194,480</b>	198,319
Liabilities associated with the disposal groups classified as held for sale	與分類為持作出售組別有關之負債	48	–	24,441
Total current liabilities	流動負債總額		<b>194,480</b>	222,760
<b>NET CURRENT ASSETS</b>	<b>流動資產淨額</b>		<b>238,336</b>	270,612
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>843,121</b>	747,217
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	15(b)	85,069	39,296
Deferred tax liabilities	遞延稅項負債	32	13,306	12,238
Provision	撥備	33	7,441	2,627
Total non-current liabilities	非流動負債總額		<b>105,816</b>	54,161
<b>NET ASSETS</b>	<b>資產淨額</b>		<b>737,305</b>	693,056
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Issued capital	已發行股本	34	793	775
Reserves	儲備	37	697,860	638,723
			<b>698,653</b>	639,498
Non-controlling interests	非控股權益		<b>38,652</b>	53,558
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>737,305</b>	693,056

Sun Yiu Kwong  
孫耀江  
Director  
董事

Kwok Cheuk Kwan, Jacquen  
郭卓君  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 30 June 2022  
截至2022年6月30日止年度

Attributable to owners of the Company

本公司擁有人應佔

	Notes	Issued capital	Share premium account	Capital contribution reserve	Shares held	Share-based payment reserve	Fair value reserve	Legal reserve	Exchange fluctuation reserve	Retained profits	Non-controlling interests	Total equity	
					under the share award scheme								
		已發行股本	股份溢價賬	出資儲備	獎勵計劃項下預留的股份	以股份為基礎的付款儲備	公允價值儲備	法定儲備	匯兌波動儲備	留存利潤	非控股權益	權益總額	
	附註	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	
		(note 34) (附註34)		(note 37) (附註37)	(note 36) (附註36)	(note 37) (附註37)		(note 37) (附註37)					
At 1 July 2020	於2020年7月1日	766	397,612	37,294	(13,430)	45,151	(22,301)	1,364	(4,019)	169,409	611,846	58,661	670,507
Profit for the year	年內利潤	-	-	-	-	-	-	-	-	34,834	34,834	(3,297)	31,537
Other comprehensive income/(loss) for the year:	年內其他全面收入/(虧損):												
Changes in fair value of equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收入之股本投資的公允價值變動	-	-	-	-	-	4,833	-	-	-	4,833	-	4,833
Release of reserve upon disposal of debt investment at fair value through other comprehensive income	於出售按公允價值計入其他全面收入的債務投資後解除儲備	-	-	-	-	-	(27)	-	-	-	(27)	-	(27)
Exchange differences on translation of operations outside Hong Kong	折算香港以外業務的匯兌差額	-	-	-	-	-	-	-	2,372	-	2,372	-	2,372
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	4,806	-	2,372	34,834	42,012	(3,297)	38,715
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	-	(1,729)	(1,729)	(834)	(2,563)
Deemed disposal of interest in a subsidiary	視作出售附屬公司權益	-	-	-	-	-	-	-	-	2,547	2,547	(147)	2,400
Dividends paid/payable to non-controlling interests	已付/應付非控股權益股息	-	-	-	-	-	-	-	-	-	-	(825)	(825)
Final 2020 dividend	2020年末期股息	12	-	-	-	-	-	-	-	(20,060)	(20,060)	-	(20,060)
Interim 2021 dividend	2021年中期股息	12	-	-	-	-	-	-	-	(7,658)	(7,658)	-	(7,658)
Shares issued in lieu of cash dividend	發行股份以代替現金股息	34	9	11,403	(233)	-	-	-	-	-	11,179	-	11,179
Purchases of shares for the share award scheme	就股份獎勵計劃購買的股份	36	-	-	(1,030)	-	-	-	-	-	(1,030)	-	(1,030)
Equity-settled share-based payment arrangements	以權益結算的股份為基礎的付款安排	35,36	-	-	-	2,391	-	-	-	-	2,391	-	2,391
Transfer to legal reserve	轉撥至法定儲備	-	-	-	-	-	-	1,207	-	(1,207)	-	-	-
At 30 June 2021	於2021年6月30日	775	409,015	37,294	(14,693)	47,542	(17,495)	2,571	(1,647)	176,136	639,498	53,558	693,056

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 30 June 2022  
截至2022年6月30日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Issued capital	Share premium account	Capital contribution reserve	Shares held under the share award scheme	Share-based payment reserve	Fair value reserve	Legal reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價賬	出資儲備	獎勵計劃項下預留的股份	以股份為基礎的付款儲備	公允價值儲備	法定儲備	匯兌波動儲備	留存利潤	合計	非控股權益	權益總額
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		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	千港元
		(note 34)		(note 37)	(note 36)	(note 37)		(note 37)					
		(附註34)		(附註37)	(附註36)	(附註37)		(附註37)					
At 1 July 2021	於2021年7月1日	775	409,015	37,294	(14,693)	47,542	(17,495)	2,571	(1,647)	176,136	639,498	53,558	693,056
Profit for the year	年內利潤	-	-	-	-	-	-	-	-	72,168	72,168	3,063	75,231
Other comprehensive income/(loss) for the year:	年內其他全面收入/(虧損):												
Changes in fair value of equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收入之股本投資的公允價值變動	-	-	-	-	-	10,963	-	-	-	10,963	-	10,963
Release of reserve upon partial disposal of a subsidiary	於部份出售一間附屬公司後解除儲備	-	-	-	-	-	-	-	(1,786)	-	(1,786)	-	(1,786)
Release of reserve upon deemed partial disposal of an associate	於視作部分出售一間聯營公司後解除儲備	-	-	-	-	-	-	-	(223)	-	(223)	-	(223)
Exchange differences on translation of operations outside Hong Kong	折算香港以外業務的匯兌差額	-	-	-	-	-	-	-	(316)	-	(316)	-	(316)
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	10,963	-	(2,325)	72,168	80,806	3,063	83,869
Dividends paid/payable to non-controlling interests	已付/應付非控股權益股息	-	-	-	-	-	-	-	-	-	-	(9,745)	(9,745)
Final 2021 dividend	2021年末期股息	12	-	-	-	-	-	-	-	(21,438)	(21,438)	-	(21,438)
Interim 2022 dividend	2022年中期股息	12	-	-	-	-	-	-	-	(11,739)	(11,739)	-	(11,739)
Transfer upon disposal of equity securities designated at fair value through other comprehensive income	於出售按公允價值計入其他全面收入的股本證券後轉撥	-	-	-	-	-	(306)	-	-	-	(306)	-	(306)
Shares issued in lieu of cash dividend	發行股份以代替現金股息	34	18	13,490	-	(272)	-	-	-	-	13,236	-	13,236
Purchases of shares for the share award scheme	就股份獎勵計劃購買的股份	36	-	-	-	(157)	-	-	-	-	(157)	-	(157)
Equity-settled share-based payment arrangements	以權益結算的以股份為基礎的付款安排	35,36	-	-	-	558	(24,167)	-	-	22,362	(1,247)	-	(1,247)
Establishment of subsidiaries	成立附屬公司	-	-	-	-	-	-	-	-	-	-	816	816
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	-	-	-	-	-	(9,040)	(9,040)
Transfer to legal reserve	轉撥至法定儲備	-	-	-	-	-	-	(31)	-	31	-	-	-
At 30 June 2022	於2022年6月30日	793	422,505	37,294	(14,564)	23,375	(6,838)	2,540	(3,972)	237,520	698,653	38,652	737,305

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 30 June 2022  
截至2022年6月30日止年度

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
	Notes 附註		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動的現金流量</b>		
Profit before tax	除稅前利潤	87,177	51,320
– Continuing operations	– 持續經營業務	85,980	90,357
– Discontinued operation	– 已終止經營業務	1,197	(39,037)
Adjustments for:	就下列各項調整：		
Finance cost	融資成本	4,067	3,566
Share of (profits)/losses of joint ventures	應佔合資公司(利潤)/虧損	(8)	1,254
Share of losses/(profits) of associates	應佔聯營公司虧損/(利潤)	1,638	(1,333)
Bank interest income	銀行利息收入	(101)	(114)
Interest income on financial assets at amortised cost	按攤銷成本計量的金融資產的利息收入	6 (1,211)	(2,881)
Interest income on investments at fair value through other comprehensive income	按公允價值計入其他全面收入之投資的利息收入	6 –	(281)
Interest income from finance lease	融資租賃的利息收入	6 (46)	–
Dividend income from investments at fair value through other comprehensive income	按公允價值計入其他全面收入之投資的股息收入	6 (2,377)	(85)
Fair value losses/(gain) on financial assets at fair value through profit or loss, net	按公允價值計入損益的金融資產的公允價值虧損/(收益)淨額	7 4,825	(188)
Fair value loss/(gain) on other assets	其他資產的公允價值虧損/(收益)	7 –	910
Gain on disposal of subsidiaries	出售附屬公司的收益	6 (39)	(2,610)
Write-off of items of property, plant and equipment	撇銷物業、廠房及設備項目	7 343	–
Write-off of inventories	撇銷存貨	–	475
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14 24,092	21,173
Depreciation of right-of-use assets	使用權資產折舊	15 56,908	51,205
Amortisation of other intangible assets	其他無形資產攤銷	7 1,829	4,490
Impairment of prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減值	7 –	4,082
Lease modification	租賃修訂	7 (76)	(6)
Impairment of goodwill	商譽減值	7 –	20,015
ECL of financial assets at amortised cost	按攤銷成本計量之金融資產之預期信貸虧損	7 6,240	–
Gain on deemed disposal of previously held interest in an associate	視作出售先前於聯營公司持有之權益的收益	6 (14,806)	(1,576)
Gain on disposal of discontinued operation	出售已終止經營業務的收益	39 (15,412)	–
Rent concessions	租金減免	15(b) (777)	(1,581)
(Reversal of equity-settled share-based payment expense)/equity-settled share-based payment expense	(撥回以權益結算以股份為基礎的付款開支)/以權益結算以股份為基礎的付款開支	(1,247)	2,391
		<b>151,019</b>	<b>150,226</b>



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 30 June 2022  
截至2022年6月30日止年度

	Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Decrease/(increase) in inventories	存貨減少/(增加)	199	(603)
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	399	(7,552)
Increase in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產增加	(8,614)	(14,400)
Increase in amounts due from associates	應收聯營公司款項增加	(4,621)	(1,526)
Increase in amount due from a joint venture	應收合資公司款項增加	(668)	(451)
Increase/(decrease) in amounts due from related companies	應收關聯公司款項增加/(減少)	(257)	118
(Decrease)/increase in trade payables	貿易應付款項(減少)/增加	(20,863)	25,927
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用增加/(減少)	3,476	(4,334)
Increase/(decrease) in amounts due to associates	應付聯營公司款項增加/(減少)	976	(184)
(Decrease)/increase in amount due to a joint venture	應付一間合資公司款項(減少)/增加	(561)	358
(Decrease)/increase in amounts due to related companies	應付關聯公司款項(減少)/增加	(808)	32,836
Increase in provision	撥備增加	7,253	-
Cash generated from operations	經營業務產生的現金	126,930	180,415
Interest received	已收利息	101	114
Hong Kong Profits Tax paid	已付香港利得稅	(16,119)	(7,858)
<b>Net cash flows from operating activities</b>	<b>經營活動產生現金流量淨額</b>	<b>110,912</b>	<b>172,671</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動的現金流量</b>		
Interest income on financial assets at amortised cost	按攤銷成本計量的金融資產的利息收入	1,211	2,881
Interest income on debt investments at fair value through other comprehensive income	按公允價值計入其他全面收入的債務投資的利息收入	-	281
Dividends received from investments at fair value through other comprehensive income	已收按公允價值計入其他全面收入的投資的股息	2,377	85
Dividends received from associates	已收聯營公司股息	1,320	2,650
Acquisitions of subsidiaries/businesses	收購附屬公司/業務	-	(11,710)
Disposal of subsidiaries	出售附屬公司	(385)	(10,425)
Acquisition of non-controlling interests	收購非控股權益	-	(163)
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(80,547)	(16,861)
Additions to intangible assets	添置無形資產	-	(2,084)

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 30 June 2022  
截至2022年6月30日止年度

	Notes 附註	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Proceeds from redemption of financial assets at amortised cost	贖回按攤銷成本計量的金融資產所得款項	7,805	42,121
Purchases of financial assets at amortised cost	購買按攤銷成本計量的金融資產	–	(19,149)
Proceeds from disposal of investments at fair value through other comprehensive income	出售按公允價值計入其他全面收入的投資所得款項	2,555	5,497
Purchases of investments at fair value through profit or loss	購買按公允價值計入損益的投資	(6,239)	(25,204)
Capital injection to an associate	向聯營公司注資	(750)	–
Deposits paid for purchases of items of property, plant and equipment	購買物業、廠房及設備項目支付的保證金	(3,968)	(6,644)
Increase in pledged deposits	抵押存款增加	(500)	(539)
<b>Net cash flows used in investing activities</b>	<b>投資活動所用現金流量淨額</b>	<b>(77,121)</b>	<b>(39,264)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動的現金流量</b>		
Purchases of shares for the Share Award Scheme	就股份獎勵計劃購買股份	36 (157)	(1,030)
Dividends paid	已付股息	(22,041)	(16,539)
Dividends paid to non-controlling interests	已付非控股權益股息	(9,745)	(825)
Lease payments	租金付款	42(b) (54,970)	(47,248)
Interest paid	已付利息	(4,067)	(3,566)
<b>Net cash flows used in financing activities</b>	<b>融資活動所用現金流量淨額</b>	<b>(90,980)</b>	<b>(69,208)</b>
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物(減少)/增加淨額</b>	<b>(57,189)</b>	<b>64,199</b>
Effect of foreign exchange rate changes, net	外匯匯率變動的影響淨額	(1,058)	1,942
Cash and cash equivalents of a disposal group classified as held for sale	分類為持作出售之出售組別之現金及現金等價物	–	(2,838)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	293,974	230,671
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>年末現金及現金等價物</b>	<b>235,727</b>	<b>293,974</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結餘分析</b>		
Cash and cash equivalents at end of year	年末現金及現金等價物	235,727	293,974

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 1. CORPORATE AND GROUP INFORMATION

UMP Healthcare Holdings Limited is a limited liability company incorporated in the Cayman Islands. The principal place of business of the Company is located at 27/F., Wing On House, 71 Des Voeux Road Central, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were principally engaged in the provision of healthcare services which include:

- corporate healthcare solution services;
- medical and dental services;
- medical imaging and laboratory services;
- other auxiliary medical services; and
- healthcare management services

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 27 November 2015 (the “Listing”).

### 1. 公司及集團資料

聯合醫務集團有限公司乃在開曼群島註冊成立的有限公司。本公司主要營業地點為香港德輔道中71號永安集團大廈27樓。

年內，本公司及其附屬金司（統稱「本集團」）的主要業務為提供醫療保健服務，包括：

- 企業醫療保健解決方案服務；
- 醫療及牙科服務；
- 醫學影像及化驗服務；
- 其他輔助醫療服務；及
- 醫療保健管理服務

本公司股份於2015年11月27日在香港聯合交易所有限公司（「聯交所」）主板上市（「上市」）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 1. CORPORATE AND GROUP INFORMATION

(Continued)

#### Information about subsidiaries

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

### 1. 公司及集團資料(續)

#### 附屬公司資料

本公司主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity interest attributable to the Company 本公司應佔 股權比例		Principal activities 主要業務
			2022 2022年	2021 2021年	
Axon Scanning Centre Limited 安信醫學掃描中心有限公司	Hong Kong 香港	HK\$20,000 20,000港元	100	100	Provision of magnetic resonance imaging, Scanning and laboratory services 提供磁力共振成像、掃描及化驗 服務
Dr. Lee Dental Centre Limited 李醫生牙科中心有限公司	Hong Kong 香港	HK\$1 1港元	100	100	Provision of dental services 提供牙科服務
Flash Mover Limited <sup>(a)</sup> ("Flash Mover") 東藝有限公司 <sup>(a)</sup> (「東藝」)	Hong Kong 香港	HK\$10,000 10,000港元	100	100	Provision of magnetic resonance imaging services 提供磁力共振成像服務
Metro International Clinic Limited 國際文度醫療所有限公司	Macau 澳門	MOP100,000 100,000澳門幣	69	69	Provision of medical services 提供醫療服務
New Season Development Limited 立順發展有限公司	Hong Kong 香港	HK\$10 10港元	70	60	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務
Paean ProCare Oncology Centre Limited 倍康腫瘤治療中心有限公司	Hong Kong 香港	HK\$100 100港元	50	–	Provision of medical and oncology services 提供醫療及腫瘤科服務
Paean ProCare Physiotherapy & Fitness Centre Limited 倍康物理治療及體適能中心有限公司	Hong Kong 香港	HK\$100 100港元	75	–	Provision of medical and physiotherapy services 提供醫療及物理治療服務
ProCare Medical Imaging & Laboratory Centre (Central-One Chinachem Central) Limited 普康醫學影像及化驗中心(中環一 華懋中心1期)有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	75	–	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 1. CORPORATE AND GROUP INFORMATION

(Continued)

#### Information about subsidiaries (Continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity interest attributable to the Company 本公司應佔 股權比例		Principal activities 主要業務
			2022 2022年	2021 2021年	
ProCare Medical Imaging & Laboratory Centre (Kowloon) Limited 普康醫學影像及化驗中心(九龍)有限公司	Hong Kong 香港	HK\$1 1港元	85	85	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務
ProCare Medical Imaging & Laboratory Centre Limited 普康醫學影像及化驗中心有限公司	Hong Kong 香港	HK\$10,000 10,000港元	62.5	62.5	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務
Procare Medical Laboratory Centre Limited 普康醫學化驗中心有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	100	Provision of medical and laboratory services 提供醫療及化驗服務
Procare Physiotherapy and Rehabilitation Centre (Skyline) Limited 普康醫學物理治療中心(天際)有限公司	Hong Kong 香港	HK\$10,000 10,000港元	70	100	Provision of medical physiotherapy services 提供醫療物理治療服務
Procare Physiotherapy and Rehabilitation Centre Limited 普康醫學物理治療中心有限公司	Hong Kong 香港	HK\$1 1港元	100	-	Provision of medical and physiotherapy services 提供醫療及物理治療服務
SkinCentral Limited ("SkinCentral") 善肌聯合皮膚中心有限公司(「善肌」)	Hong Kong 香港	HK\$1,000,000 1,000,000港元	60	60	Provision of dermatological services 提供皮膚科服務
SKP Medical Group Limited 適啟醫療集團有限公司	Hong Kong 香港	HK\$10,000 10,000港元	70	70	Investment holding and provision of medical physiotherapy services 投資控股及提供醫療物理治療服務
UMP Central Dental Centre Limited 聯合醫務牙科中心(中環)有限公司	Hong Kong 香港	HK\$100 100港元	90	90	Provision of dental services 提供牙科服務

### 1. 公司及集團資料(續)

#### 附屬公司資料(續)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 1. CORPORATE AND GROUP INFORMATION

(Continued)

#### Information about subsidiaries (Continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity interest attributable to the Company 本公司應佔 股權比例		Principal activities 主要業務
			2022 2022年	2021 2021年	
UMP Dental Centre (Yuen Long) Limited 聯合醫務牙科中心(元朗)有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	70	–	Provision of dental services 提供牙科服務
UMP Dental Centre Limited 聯合醫務牙科中心有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	100	Provision of dental services 提供牙科服務
UMP Medical Centre (Hong Kong) Limited 聯合醫務中心(香港)有限公司	Hong Kong 香港	HK\$100 100港元	100	100	Provision of medical services 提供醫療服務
UMP Medical Centre (New Territories) Limited 聯合醫務中心(新界)有限公司	Hong Kong 香港	HK\$2 2港元	100	100	Provision of medical services 提供醫療服務
UMP Medical Centre Limited 聯合醫務中心有限公司	Hong Kong 香港	HK\$100 100港元	100	100	Investment holding and provision of medical services 投資控股及提供醫療服務
UMP Preventive Medicine Centre (Central) Limited 聯合醫務預防醫學中心(中環)有限公司	Hong Kong 香港	HK\$100 100港元	75	–	Provision of medical services 提供醫療服務
UMP Professional Management (Macau) Limited UMP專業管理(澳門)有限公司	Macau 澳門	MOP10,000 10,000澳門幣	100	100	Investment holding and provision of corporate healthcare solution 投資控股及提供企業醫療保健 解決方案
UMP Professional Management Limited 聯合醫務專業管理有限公司	Hong Kong 香港	HK\$50,000,012 50,000,012港元	100	100	Investment holding and provision of corporate healthcare solution 投資控股及提供企業醫療保健 解決方案

### 1. 公司及集團資料(續)

#### 附屬公司資料(續)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 1. CORPORATE AND GROUP INFORMATION

(Continued)

#### Information about subsidiaries (Continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity interest attributable to the Company 本公司應佔 股權比例		Principal activities 主要業務
			2022 2022年	2021 2021年	
UMP Specialist Medical Centre Limited 聯合醫務專科醫療中心有限公司	Hong Kong 香港	HK\$100 100港元	100	100	Provision of medical services 提供醫療服務
238 Day Surgery & Endoscopy Centre Limited 238日間手術及內視鏡中心有限公司	Hong Kong 香港	HK\$10,000 10,000港元	68	68	Provision of day surgery and endoscopy services 提供日間手術及內視鏡檢查服務
238 Specialist Medical Centre Limited 238專科醫療中心有限公司	Hong Kong 香港	HK\$10,000 10,000港元	61	60	Provision of medical services 提供醫療服務
北京耀東門診部有限公司 <sup>(b)</sup>	PRC 中國	RMB3,500,000 人民幣3,500,000元	80	80	Provision of healthcare and medical services 提供醫療保健及醫療服務
上海怡東門診部有限公司 <sup>(b)</sup>	PRC 中國	RMB3,500,000 人民幣3,500,000元	80	80	Provision of healthcare and medical services 提供醫療保健及醫療服務

### 1. 公司及集團資料(續)

#### 附屬公司資料(續)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 1. CORPORATE AND GROUP INFORMATION

(Continued)

#### Information about subsidiaries (Continued)

- (a) On 31 March 2021, the Group acquired the remaining 75% equity interest in Flash Mover from an independent third party. Further details of this business combination are included in note 40 to the consolidated financial statements.
  
- (b) The Company is a limited liability company under PRC law.

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

### 1. 公司及集團資料(續)

#### 附屬公司資料(續)

- (a) 於2021年3月31日，本集團向一名獨立第三方收購東藝其餘75%股權。此項業務合併的進一步詳情載於綜合財務報表附註40。
  
- (b) 該公司為中國法律下的有限責任公司。

董事認為，上表所列本公司之附屬公司乃主要影響本集團年內業績或組成資產淨值之重要部分者。董事認為載列其他附屬公司之詳情會使資料過於冗長。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for equity investments, certain debt investments and certain other assets which have been measured at fair value. Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell. These consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

#### Basis of consolidation

The consolidated financial statements include the consolidated financial statements of the Group for the year ended 30 June 2022. A subsidiary is an entity directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

### 2.1 編製基準

此等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港公司條例之披露規定而編製。除以公允價值計量的股本投資、若干債務投資及若干其他資產外，此等綜合財務報表乃根據歷史成本法編製。持作出售之非流動資產及出售組別乃按賬面值及公允價值減出售成本之較低者列賬。除另有說明外，此等綜合財務報表以港元列報，而當中所有金額均約整至最接近的千位。

#### 綜合基準

綜合財務報表包括本集團截至2022年6月30日止年度的綜合財務報表。附屬公司為直接或間接由本公司控制的實體。倘本集團透過參與投資對象業務而享有或有權取得投資對象的可變回報，且有能力對投資對象行使權力影響有關回報，則本集團擁有該實體的控制權（即現時賦予本集團指示投資對象相關活動的能力）。

倘本公司直接或間接擁有投資對象投票權或類似權利少於半數，則評估本公司是否有權控制投資對象時，本集團會考慮所有相關事實及情況，包括：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.1 BASIS OF PREPARATION (Continued)

#### Basis of consolidation (Continued)

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

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

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

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

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

### 2.1 編製基準 (續)

#### 綜合基準 (續)

- (a) 與該投資對象其他投票權持有人的合約安排；
- (b) 來自其他合約安排的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的綜合財務報表的報告期與本公司的相同，並採用一致的會計政策編製。附屬公司的業績乃自本集團取得控制權之日起綜合入賬，直至有關控制權終止當日為止。

損益及其他全面收入的各組成部分歸屬於本集團母公司之擁有人及非控股權益，即使此舉會引致非控股權益出現虧絀結餘。本集團旗下成員公司之間交易所產生的全部集團內公司間資產及負債、權益、收入、支出及現金流均在綜合賬目時全數對銷。

倘事實及情況顯示上文所述三項控制因素中有一項或多項出現變動，本集團會重新評估其是否控制投資對象。附屬公司的所有權權益變動（未失去控制權）按權益交易入賬。

倘本集團失去一間附屬公司的控制權，則其終止確認(i)該附屬公司的資產（包括商譽）及負債、(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計折算差額；及確認(i)所收代價的公允價值、(ii)所保留任何投資的公允價值及(iii)損益中任何因此產生的盈餘或虧絀。倘本集團已直接出售相關資產及負債，先於其他全面收入內確認的本集團應佔部分應重新分類為損益或留存利潤（如適用）。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.2 CHANGES IN ACCOUNTING POLICIES

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, *Interest rate benchmark reform – phase 2*
- Amendment to HKFRS 16, *Covid-19-related rent concessions beyond 30 June 2021*

Other than the amendment to HKFRS 16, the Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

#### **Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, *Interest rate benchmark reform – phase 2***

The amendments provide targeted reliefs from (i) accounting for changes in the basis for determining contractual cash flows of financial assets, financial liabilities and lease liabilities as modifications, and (ii) discontinuing hedge accounting when an interest rate benchmark is replaced by an alternative benchmark rate as a result of the reform of interbank offered rates (“IBOR reform”). The amendments do not have an impact on these financial statements as the group does not have contracts that are indexed to benchmark interest rates which are subject to the IBOR reform.

### 2.2 會計政策變動

本集團已對本會計期間之財務報表應用以下由香港會計師公會頒佈之香港財務報告準則之修訂：

- 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂 *利率基準改革 – 第二階段*
- 香港財務報告準則第16號之修訂 *2021年6月30日後新型冠狀病毒之相關租金減免*

除香港財務報告準則第16號之修訂外，本集團並無採用任何於本會計期間尚未生效之新準則或詮釋。採納經修訂香港財務報告準則之影響論述如下：

#### **香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號之修訂 *利率基準改革 – 第二階段***

該等修訂就以下各項提供針對性之寬免：(i)作為修訂對金融資產、金融負債及租賃負債的合約現金流量釐定基準之變動進行會計處理；及(ii)當銀行同業拆息改革（「銀行同業拆息改革」）導致利率基準被替代基準利率取代時，終止對沖會計處理。由於本集團並無受銀行同業拆息改革影響而與基準利率掛鈎的合約，故該等修訂概無對本財務報表造成影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.2 CHANGES IN ACCOUNTING POLICIES

(Continued)

#### **Amendment to HKFRS 16, Covid-19-related rent concessions beyond 30 June 2021 (2021 amendment)**

The Group previously applied the practical expedient in HKFRS 16 such that as lessee it was not required to assess whether rent concessions occurring as a direct consequence of the COVID-19 pandemic were lease modifications, if the eligibility conditions are met (see note 2.4). One of these conditions requires the reduction in lease payments affect only payments originally due on or before a specified time limit. The 2021 amendment extends this time limit from 30 June 2021 to 30 June 2022.

With the extended time limit, certain rent concessions that were previously ineligible for the practical expedient because of the original time limit, become eligible. Accordingly, these rent concessions, which were previously accounted for as lease modifications, are now accounted for as negative variable lease payments, and are recognised in profit or loss in the period in which the event or condition that triggers those payments occurred. There is no impact on the opening balance of equity at 1 July 2021.

### 2.2 會計政策變動(續)

#### **香港財務報告準則第16號之修訂 2021年6月30日後新型冠狀病毒之 相關租金減免(2021年修訂)**

本集團此前已應用香港財務報告準則第16號中的實際權宜安排，因此作為承租人，倘若符合資格條件，則毋須評估因新型冠狀病毒疫情而直接導致的租金減免是否屬於租賃修改(見附註2.4)。其中一項條件要求租賃付款額的減少僅影響在指定期限內或之前到期的原付款額。2021年之修訂將此時限自2021年6月30日延長至2022年6月30日。

因應延長時限，之前因原本時限而不符合實際權宜安排的若干租金減免變得符合資格。因此，原本作為租賃修改入賬的該等租金減免現作為負可變租賃付款入賬，並在觸發該等付款的事件或條件發生期間於損益中確認。2021年7月1日的權益期初結餘概無受影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, and a new standard, HKFRS 17, *Insurance contracts*, which are not yet effective for the year ended 30 June 2022 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

### 2.3 已頒佈但尚未生效之香港財務報告準則

截至發出此等財務報表日期，香港會計師公會已頒佈一系列修訂及一項新準則即香港財務報告準則第17號保險合約，有關修訂及準則於截至2022年6月30日止年度尚未生效，且尚未於此等財務報表中採納。以下變動與本集團有關。

	Effective for accounting periods beginning on or after 於以下日期或之後開始之會計期間生效
Amendments to HKFRS 3, <i>Reference to the Conceptual Framework</i> 香港財務報告準則第3號的修訂本， <i>提述概念框架</i>	1 January 2022 2022年1月1日
Amendments to HKAS 16, <i>Property, Plant and Equipment Proceeds before Intended Use</i> 香港會計準則第16號的修訂本， <i>物業、廠房及設備：擬定用途前之所得款項</i>	1 January 2022 2022年1月1日
Amendments to HKAS 37, <i>Onerous Contracts – Cost of Fulfilling a Contract</i> 香港會計準則第37號的修訂本， <i>虧損性合約－履行合約的成本</i>	1 January 2022 2022年1月1日
Annual Improvements to HKFRSs 2018-2020 Cycle 香港財務報告準則2018-2020年週期之年度改進	1 January 2022 2022年1月1日
Amendments to HKAS 1, <i>Classification of liabilities as current or non-current</i> 香港會計準則第1號的修訂本將負債分類為 <i>流動或非流動</i>	1 January 2023 2023年1月1日
Amendments to HKAS 1 and HKFRS Practice Statement 2, <i>Disclosure of accounting policies</i> 香港會計準則第1號的修訂本及香港財務報告準則實務聲明第2號會計政策的披露	1 January 2023 2023年1月1日
Amendments to HKAS 8, <i>Definition of accounting estimates</i> 香港會計準則第8號的修訂本會計估計的定義	1 January 2023 2023年1月1日
Amendments to HKAS 12, <i>Deferred tax related to assets and liabilities arising from a single transaction</i> 香港會計準則第12號的修訂本源自單一交易的資產及負債的相關遞延稅項	1 January 2023 2023年1月1日

The Group is in process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團現正在評估該等變動於首次採用期間預期產生的影響。本集團目前認為，採納該等調整不太可能對綜合財務報表造成重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

### 2.4 重要會計政策概要

#### 於聯營公司及合資公司的投資

聯營公司指本集團於其擁有一般不少於20%股本投票權的長期權益，並可對其實施重大影響的實體。重大影響指對投資對象的財務及經營政策有參與決策的權力，但並非對該等政策形成控制或共同控制。

合資公司乃一種合營安排，據此，對安排擁有共同控制權的各方享有該合資公司淨資產的權利。共同控制指通過訂約協定共享安排的控制權，僅在相關活動決策須經共享控制權的各方一致同意的情況下存在。

本集團於聯營公司及合資公司的投資乃在綜合財務狀況表列賬為本集團應佔資產淨值（根據權益會計法計算，扣除所有減值虧損）。倘出現任何不相符的會計政策，即會作出調整加以修正。本集團應佔聯營公司及合資公司的收購後業績及其他全面收入乃分別於綜合損益表及綜合其他全面收入列賬。此外，倘直接於聯營公司或合資公司的權益確認變動，本集團應於綜合權益變動表確認其任何應佔的變動（如適用）。本集團與其聯營公司或合資公司之間交易產生的未變現盈虧以本集團於聯營公司或合資公司的投資為限對銷，惟尚未變現虧損提供已轉讓資產減值的證據，則作別論。收購聯營公司或合資公司所產生的商譽計入本集團於聯營公司或合資公司的部分投資。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments in associates and joint ventures (Continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

#### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

### 2.4 重要會計政策概要(續)

#### 於聯營公司及合資公司的投資(續)

倘對聯營公司的投資成為對合資公司的投資，或對合資公司的投資成為對聯營公司的投資，留存權益不會重新計量，而是繼續按權益法將投資列賬。在所有其他情況下，若本集團失去對聯營公司的重大影響力或合資公司的共同控制權，則會按公允價值計量及確認任何留存投資。失去對聯營公司的重大影響力或對合資公司的共同控制權時，聯營公司或合資公司的賬面值與留存投資公允價值及出售所得款項之間的差額於損益確認。

#### 業務合併與商譽

業務合併以收購法入賬。轉讓之代價乃以收購日期的公允價值計算，該公允價值為本集團轉讓的資產於收購日期的公允價值、本集團所承擔被收購方前擁有人的負債，及本集團發行以換取被收購方控制權的股權之總和。就各項業務合併而言，本集團選擇是否以公允價值或被收購方可識別資產淨值的應佔比例，計算於被收購方的非控股權益(屬現時擁有人權益並賦予擁有人權利於清盤時按比例分佔其資產淨值)。非控股權益的所有其他組成部分按公允價值計量。收購相關成本於產生時列為費用。

當本集團收購一項業務時，會按照合約條款、收購日期的經濟環境和相關狀況評估所承接金融資產和負債，以作出適當分類及指定，其中包括對被收購方於主合約所持嵌入式衍生工具進行分離。

如果業務合併分階段完成，過往所持股權權益按收購日期的公允價值重新計量，而由此產生的任何損益在損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations and goodwill (Continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 30 June. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units ("CGUs"), or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the CGU (group of CGUs) to which the goodwill relates. Where the recoverable amount of the CGU (group of CGUs) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

### 2.4 重要會計政策概要 (續)

#### 業務合併與商譽 (續)

收購方將轉讓的任何或有代價按收購日期的公允價值確認。分類為資產或負債的或有代價按公允價值計量，而公允價值的變動則於損益內確認。分類為權益的或有代價不會重新計量，其後結算在權益內列賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前持有被收購方股權的公允價值總額，超出所收購可識別資產淨值及所承擔負債的差額。如代價及其他項目的總和低於所收購資產淨值的公允價值，於重新評估後其差額將於損益內確認為議價收購收益。

初始確認後，商譽按照成本減任何累計減值虧損計量。商譽須每年進行減值測試，倘事件發生或情況變動顯示賬面值可能已減值時，則應更頻繁地進行減值測試。本集團於每年的6月30日對商譽進行年度減值測試。就減值測試而言，不論本集團其他資產或負債有否分配至本集團各現金產生單位（「現金產生單位」）或現金產生單位組別，因業務合併所得商譽乃自收購日期起分配至該等現金產生單位或現金產生單位組別，而該等現金產生單位或現金產生單位組別預期將受惠於合併帶來的協同效益。

減值是通過評估商譽相關的現金產生單位（或現金產生單位組別）的可收回金額而釐定。若現金產生單位（或現金產生單位組別）的可收回金額低於其賬面值，將確認減值虧損。就商譽確認的減值虧損不會在其後期間撥回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations and goodwill (Continued)

Where goodwill has been allocated to a CGU (or group of CGUs) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the CGU retained.

#### Fair value measurement

The Group measures its equity investments and certain debt investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

### 2.4 重要會計政策概要(續)

#### 業務合併與商譽(續)

若獲分配商譽的現金產生單位(或現金產生單位組別)的部分業務被出售,則於釐定出售盈虧時,與所出售業務有關之商譽計入該業務賬面值。在此等情況下出售之商譽,按所出售業務與其現金產生單位所保留部分對應的比例計量。

#### 公允價值計量

本集團於各報告期末按公允價值計量股本投資及若干債務投資。公允價值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付的價格。公允價值計量假設出售資產或轉讓負債的交易於該資產或負債的主要市場進行,或在無主要市場的情況下,則於對該資產或負債最有利的市場進行。主要市場或最有利市場是本集團可進入的市場。資產或負債的公允價值計量採用市場參與者進行資產或負債定價時所使用的假設,即市場參與者以自身最佳經濟利益行事。

非金融資產的公允價值計量須考量市場參與者產生經濟效益的能力,即最大限度使用該資產達致最佳用途或將該資產售予可最大限度使用該資產達致最佳用途的另一市場參與者時所產生的經濟效益。

本集團使用適合不同情況的估值方法,而其有足夠資料計量公允價值,從而盡量利用相關可觀察輸入數據,並盡量減少使用不可觀察輸入數據。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### Impairment of non-financial assets

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

### 2.4 重要會計政策概要 (續)

#### 公允價值計量 (續)

以公允價值計量或在綜合財務報表中披露的全部資產和負債乃基於對公允價值計量整體而言屬重大的最低層輸入數據，按下文所述公允價值層級分類：

- 第一層 — 基於活躍市場中相同資產或負債的報價 (未調整)
- 第二層 — 基於可直接或間接觀察對公允價值計量而言為重要的最低層輸入數據的估值方法
- 第三層 — 基於無法觀察對公允價值計量而言為重要的最低層輸入數據的估值

對於按經常性基準在綜合財務報表中確認的資產和負債，本集團在報告期末通過重新評估分類決定層級是否已發生轉撥 (基於對公允價值計量整體屬重大的最低層輸入數據)。

#### 非金融資產減值

當存在減值跡象，或當資產須進行年度減值測試 (存貨、遞延稅項資產及金融資產除外)，則估計資產的可收回金額。資產的可收回金額以資產或現金產生單位的使用價值與其公允價值較高者減出售成本計算，並按個別資產釐定，除非資產所產生現金流入不能獨立於其他資產或資產組別的現金流量，在該情況下，則釐定資產所屬的現金產生單位的可收回金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of non-financial assets (Continued)

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

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

### 2.4 重要會計政策概要(續)

#### 非金融資產減值(續)

減值虧損僅在資產賬面值超過其可收回金額時予以確認。評估使用價值時，估計未來現金流量乃以反映市場當時所評估貨幣時間值及資產特定風險的除稅前折現率折現至其現值。減值虧損於其產生期間在綜合損益表內與減值資產功能一致的支出類別扣除。

本集團於各報告期末，均會評估是否有跡象顯示過往確認之減值虧損可能不再存在或已減少。倘存在該等跡象，則會估計其可收回金額。先前就資產(不包括商譽)確認之減值虧損，僅於用以釐定該資產之可收回金額之估計有變時予以撥回，但撥回金額不得高於假設過往年度並無就該資產確認減值虧損而應釐定之賬面值(扣除任何折舊／攤銷)。其減值虧損之撥回於產生期間計入綜合損益表。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING

#### POLICIES (Continued)

##### Related parties

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

- (a) the party is a person or a close member of that person's family and that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;

### 2.4 重要會計政策概要(續)

#### 關聯方

倘出現下列情況，有關方被視為與本集團有關聯：

- (a) 作為一位人士或該人士之近親的一方，且該人士：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司的主要管理層成員；

或

- (b) 有關方為符合下列任何一項條件的實體：
  - (i) 該實體與本集團屬同一集團的成員公司；
  - (ii) 該實體為另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合資公司；
  - (iii) 該實體與本集團為同一第三方的合資公司；



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Related parties (Continued)

- (b) the party is an entity where any of the following conditions applies: (Continued)
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

#### Property, plant and equipment and depreciation

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

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

### 2.4 重要會計政策概要 (續)

#### 關聯方 (續)

- (b) 有關方為符合下列任何一項條件的實體：(續)
- (iv) 該實體為一名第三方實體的合資公司，而另一實體為該第三方實體的聯營公司；
  - (v) 該實體為本集團或與本集團有關連的實體就員工福利而設的離職福利計劃；
  - (vi) 該實體由(a)項所確認的人士控制或共同控制；
  - (vii) (a)(i)項所確認的人士對該實體具有重大影響力或為該實體(或該實體的母公司)的主要管理層成員；及
  - (viii) 該實體，或其所屬集團之任何成員，向本集團或本集團之母公司提供主要管理層服務。

#### 物業、廠房及設備與折舊

物業、廠房及設備按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本，包括其購買價及使該資產達致其營運狀況及地點以作其擬定用途時任何直接應佔成本。

物業、廠房及設備項目投產後所產生支出(如維修及保養費用)，一般於其產生期間自綜合損益表中扣除。在確認標準達成的情況下，重大檢查支出於資產賬面值撥充資本作為重置成本。如物業、廠房及設備的主要部分須分階段重置，則本集團將該等部份確認為個別資產，並訂出具體的可使用年期及據此計提折舊。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment and depreciation (Continued)

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

Buildings	Over the shorter of 50 years and the remaining lease terms
Leasehold improvements	shorter of 20% and the remaining lease term
Furniture, fixtures and office equipment	20%
Medical equipment	20%
Computer	33.3%
Motor vehicle	33.3%

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

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

### 2.4 重要會計政策概要(續)

#### 物業、廠房及設備與折舊(續)

折舊以直線法計算，按每項物業、廠房及設備項目之估計使用年期撇銷其成本至其剩餘價值。為此而使用的年折舊率如下：

樓宇	50年及餘下租賃期 (以較短者為準)
租賃物業裝修	20%及餘下租賃期 (以較短者為準)
傢俱、裝置及辦公室設備	20%
醫療設備	20%
電腦	33.3%
汽車	33.3%

倘一項物業、廠房及設備項目各部分的可使用年期並不相同，則該項目的成本須在各部份之間合理分配，而各部份須單獨計算折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度結算日評估，並在適當情況下調整。

物業、廠房及設備項目(包括初始確認的任何主要部份)於出售時或於預期使用或出售不會產生未來經濟利益時終止確認。於終止確認資產的年度在綜合損益表確認的任何出售或報廢損益，為有關資產的銷售所得款項淨額與賬面值的差額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment and depreciation (Continued)

##### Intangible assets (other than goodwill)

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

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the CGU level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

##### Brand names

Brand names with indefinite useful lives are stated at cost less any impairment losses, and are not amortised.

##### Customer relationships

Customer relationships are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful economic lives of 3 to 10 years.

##### Software

The development cost is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful economic life of 1 year.

##### Leases

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

##### The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. At inception or on reassessment of a contract that contains a lease component and non-lease components, the Group adopts the practical expedient not to separate non-lease components and to account for the lease component and the associated non-lease components (e.g., property management services for leases of properties) as a single lease component.

### 2.4 重要會計政策概要 (續)

#### 物業、廠房及設備與折舊 (續)

##### 無形資產 (商譽除外)

單獨收購的無形資產於初始確認時按成本計量。通過業務合併收購的無形資產的成本為收購日期的公允價值。無形資產的可使用年期評定為有限期或無限期。有限期的無形資產隨後按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。具有有限可使用年期的無形資產的攤銷期及攤銷方法至少於各財政年度末檢討一次。

無限可使用年期的無形資產個別地或按現金產生單位層面每年進行減值測試。該等無形資產不予攤銷。無限年期的無形資產之可使用年期會每年檢討，以釐定無限年期評估是否繼續獲得支持。否則，可使用年期評估由無限變更為有限及以未來適用法基準入賬。

##### 品牌名稱

具有無限使用年期的品牌名稱按成本減任何減值虧損列賬，且並不予以攤銷。

##### 客戶關係

客戶關係按照成本減任何減值虧損列賬，並根據其估計可使用年期3至10年以直線法攤銷。

##### 軟件

開發成本按照成本減任何減值虧損列賬，並根據其估計可使用年期1年以直線法攤銷。

##### 租賃

本集團在合約開始時評估合約是否為租賃或包含租賃。倘合約為換取代價而授予在一段期間內可識別資產的使用控制權，則該合約為租賃或包含租賃。

##### 本集團作為承租人

本集團就所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。在包含租賃部分和非租賃部分的合約開始時或對有關合約重新評估時，本集團採納可行權宜方法，不將非租賃部分分開，而將租賃部分和相關的非租賃部分（如物業租賃的物業管理服務）作為單一租賃部分入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

##### The Group as a lessee (Continued)

#### (a) Right-of-use assets

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

Leased properties	2 to 9 years
Office equipment	5 years

#### (b) Lease liabilities

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

### 2.4 重要會計政策概要 (續)

#### 租賃 (續)

##### 本集團作為承租人 (續)

#### (a) 使用權資產

使用權資產於租賃開始日期(即相關資產可供使用日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量,並就租賃負債之任何重新計量作出調整。使用權資產之成本包括已確認租賃負債金額、已發生初始直接成本及於開始日期或之前支付之租賃付款減已收取之任何租賃優惠。使用權資產於租賃期及資產估計使用年期(以較短者為準)內以直線法折舊如下:

租賃物業	2年至9年
辦公室設備	5年

#### (b) 租賃負債

租賃負債於租賃開始日期按於租賃期內作出之租賃付款現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於某一指數或比率之可變租賃付款及預期根據在剩餘價值擔保中將支付之金額。租賃付款亦包括本集團合理確定行使購買選擇權之行使價,並倘租賃期反映了本集團行使終止選擇權,則須就終止租賃支付罰款。並非取決於某一指數或比率之可變租賃付款於觸發付款之事件或狀況出現期間確認為開支。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leases (Continued)

##### *The Group as a lessee* (Continued)

##### (b) Lease liabilities (Continued)

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

The Group's lease liabilities are presented separately in the consolidated statement of financial position.

##### (c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

##### *The Group as a lessor*

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption, then the Group classifies the sub-lease as an operating lease.

### 2.4 重要會計政策概要 (續)

#### 租賃 (續)

##### 本集團作為承租人 (續)

##### (b) 租賃負債 (續)

於計算租賃付款現值時，由於租賃中所隱含之利率不易釐定，因此本集團於租賃開始日期使用其增量借貸利率。於開始日期後，租賃負債金額增加，以反映利息增加及就所付之租賃付款減少。此外，倘出現修改、租賃期變動、租賃付款變動（例如指數或比率變動所產生之未來租賃付款變動）或購買相關資產之選擇權之評估更改，租賃負債之賬面值將重新計量。

本集團之租賃負債於綜合財務狀況表中分開呈列。

##### (c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其短期租賃（即自開始日期起計租期為12個月或以下，並且不包含購買選擇權的租賃）。低價值資產租賃的確認豁免亦應用於被視為低價值的辦公室設備租賃。

短期租賃的租賃付款及低價值資產租賃於租期內按直線法確認為一項開支。

##### 本集團作為出租人

倘本集團作為出租人，其於租賃開始時釐定各租賃為融資租賃或經營租賃。倘租賃轉移相關資產所有權附帶之絕大部分風險及回報至承租人，則租賃分類為融資租賃。否則，租賃分類為經營租賃。

倘本集團為中介出租人，分租賃乃參考主租賃產生的使用權資產，分類為融資租賃或經營租賃。倘主租賃乃短期租賃而本集團應用豁免，則本集團將分租賃分類為經營租賃。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments and other financial assets

##### Initial recognition and measurement

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

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

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

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

### 2.4 重要會計政策概要 (續)

#### 投資及其他金融資產

##### 初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本計量、按公允價值計入其他全面收入及按公允價值計入損益。

於初步確認時的金融資產分類取決於金融資產的合約現金流量特徵以及本集團管理金融資產的業務模式。除了並不包含重大融資成分或本集團對其採用可行權宜方法不調整重大融資成分影響的貿易應收款項外，本集團按公允價值加上（倘金融資產並非按公允價值計入損益）交易成本初步計量金融資產。並不包含重大融資成分或本集團對其採用可行權宜方法的貿易應收款項，乃根據香港財務報告準則第15號客戶合約收入按下文「收入確認」所載之政策釐定的交易價格計量。

除了於股本證券之投資外，為使金融資產按攤銷成本或按公允價值計入其他全面收入分類及計量，金融資產須產生純粹為支付本金及尚未償還本金的利息的現金流量。現金流量不僅為支付本金及利息之金融資產按公允價值計入損益進行分類及計量，不論其業務模式如何。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本進行分類及計量的金融資產乃以目的為持有金融資產以收取合約現金流量之業務模式持有，而按公允價值計入其他全面收入進行分類及計量的金融資產乃於以持有作收取合約現金流量及出售為目標的業務模式內持有。並非以上述業務模式持有的金融資產乃按公允價值計入損益進行分類及計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments and other financial assets (Continued)

##### Initial recognition and measurement (Continued)

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

##### Subsequent measurement

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

##### *Financial assets at amortised cost (debt instruments)*

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

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

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

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

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

### 2.4 重要會計政策概要(續)

#### 投資及其他金融資產(續)

##### 初始確認及計量(續)

所有以常規方式進行的金融資產買賣概於交易日期(即本集團承諾購買或出售該資產的日期)確認。常規方式買賣指按照一般市場規例或慣例訂定的期間內交付資產的金融資產買賣。

##### 後續計量

金融資產的後續計量視乎其以下分類而定：

##### *按攤銷成本計量的金融資產(債務工具)*

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產取消確認、修訂或減值時，收益及虧損於綜合損益表中確認。

##### *按公允價值計入其他全面收入的金融資產(債務工具)*

就按公允價值計入其他全面收入的債務投資而言，利息收入、匯兌重估及減值虧損或撥回於綜合損益表中確認，並按與以攤銷成本計量的金融資產相同的方式計量。其餘公允價值變動於其他全面收入中確認。終止確認時，於其他全面收入中確認的累計公允價值變動將重新計入綜合損益表。

##### *指定按公允價值計入其他全面收入的金融資產(股本投資)*

於初始確認時，本集團可選擇於股本投資符合香港會計準則第32號金融工具：呈報項下的股本定義且並非持作買賣時，將其股本投資不可撤回地分類為指定以公允價值計入其他全面收入的股本投資。分類乃按個別工具基準釐定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments and other financial assets (Continued)

##### Subsequent measurement (Continued)

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

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

##### *Financial assets at fair value through profit or loss*

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

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

### 2.4 重要會計政策概要 (續)

#### 投資及其他金融資產 (續)

##### 後續計量 (續)

*指定按公允價值計入其他全面收入的金  
融資產(股本投資)(續)*

該等金融資產的收益及虧損概不會被重新計入綜合損益表。當支付權確立、與股息有關之經濟利益可能流入本集團且股息金額能夠可靠計量時，股息於綜合損益表中確認為其他收入，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於此情況，該等收益於其他全面收入入賬。指定為按公允價值計入其他全面收入的股本投資不受減值評估影響。

##### *按公允價值計入損益的金融資產*

按公允價值計入損益的金融資產須以公允價值於綜合財務狀況表列賬，並將公允價值的變動淨額於綜合損益表列賬。

此類別包括本集團並無不可撤銷地選擇按公允價值計入其他全面收入進行分類的衍生工具及股本投資。分類為按公允價值計入損益的金融資產之股本投資的股息在支付權確立、與股息有關之經濟利益可能流入本集團且股息金額能夠可靠計量時，亦於綜合損益表中確認為其他收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Derecognition of financial assets

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

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

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

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

### 2.4 重要會計政策概要(續)

#### 終止確認金融資產

金融資產(或(如適用)金融資產的一部分或一組類近金融資產的一部分)主要在下列情況終止確認(即由本集團綜合財務狀況表內剔除):

- 自該資產收取現金流量的權利已屆滿;或
- 本集團已轉讓其收取來自該資產的現金流量的權利,或已根據「轉遞」安排就向第三者承擔責任全數支付已收取現金流量,且無重大延誤,並且(a)本集團已轉讓該資產的絕大部分風險及回報,或(b)本集團並無轉讓或保留該資產的絕大部分風險及回報,惟已轉讓該資產的控制權。

倘若已轉讓其自資產收取現金流量的權利或訂立轉遞安排,本集團會評估其有否保留該資產所有權的風險及回報以及其程度。當並無轉讓或保留該資產的絕大部分風險及回報,亦無轉讓該資產的控制權,則本集團繼續按其持續參與該資產的程度確認已轉讓資產。就此而言,本集團亦確認相關負債。已轉讓資產及相關負債的計量基準反映本集團保留的權利及責任。

以對所轉讓資產提供擔保的形式作出的持續參與按該資產原賬面值與本集團可能須償還的代價的最高金額兩者的較低者計量。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of financial assets

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

#### General approach

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

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

### 2.4 重要會計政策概要(續)

#### 金融資產減值

本集團對並非持作按公允價值計入損益的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值折現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

#### 一般方法

預期信貸虧損分兩個階段確認。就初始確認以來信貸風險並無顯著上升的信貸敞口而言，會就未來12個月內可能發生的違約事件所產生的信貸虧損計提預期信貸虧損撥備(12個月預期信貸虧損)。就初始確認以來信貸風險顯著上升的信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提減值撥備，而不論違約的時間(全期預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險自初步確認以來是否顯著上升。於評估時，本集團將金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險進行比較，並考慮無需過多成本或精力即可獲得之合理且可支持的資料，包括歷史及前瞻性資料。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Impairment of financial assets (Continued)

##### General approach (Continued)

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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

### 2.4 重要會計政策概要(續)

#### 金融資產減值(續)

##### 一般方法(續)

就按公允價值計入其他全面收入的債務投資而言，本集團應用低信貸風險簡化法。於各報告日期，本集團運用一切毋須花費不必要成本或精力即可得之合理且可證明的資料，評估債務投資是否被視為具有低信貸風險。於評估時，本集團重新評估債務投資的外部信貸評級。此外，倘合約款項逾期超過30日以上，則本集團認為信貸風險大幅上升。

倘內部或外部資料反映，在計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收取未償還合約款項，則本集團認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

按公允價值計入其他全面收入的債務投資及按攤銷成本計量的金融資產根據一般方法須予減值，並按以下為計量預期信貸虧損的階段分類，惟應用簡化法(於下文詳述)的貿易應收款項除外。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING

#### POLICIES (Continued)

#### Impairment of financial assets (Continued)

#### General approach (Continued)

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

#### Simplified approach

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

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

### 2.4 重要會計政策概要 (續)

#### 金融資產減值 (續)

#### 一般方法 (續)

- 階段1 – 金融工具的信貸風險自初始確認後並未顯著增加，且虧損撥備按相等於12個月預期信貸虧損金額計量
- 階段2 – 金融工具的信貸風險自初始確認後顯著增加，惟其並非已發生信貸減值的金融資產，且虧損撥備按相等於全期預期信貸虧損金額計量
- 階段3 – 金融資產於報告日期為信貸減值（惟其並非購買或原已發生信貸減值的金融工具），且虧損撥備按相等於全期預期信貸虧損金額計量

#### 簡化法

就不包含顯著融資組成部份或倘本集團應用不調整顯著融資組成部份影響的實際權宜方法的貿易應收款項，本集團應用簡化法計算預期信貸虧損。根據簡化法，本集團並無追蹤信貸風險的變動，反而於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已根據其以往信貸虧損經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

就包括顯著融資組成部份之貿易應收款項及租賃應收款項，本集團選擇連同上文所述的政策採納簡化法計算預期信貸虧損作為其會計政策。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial liabilities

##### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings.

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

##### Subsequent measurement of financial liabilities at amortised cost (loans and borrowings)

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

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

##### Derecognition of financial liabilities

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

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

##### Offsetting of financial instruments

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

### 2.4 重要會計政策概要 (續)

#### 金融負債

##### 初始確認及計量

金融負債於初步確認時分類為貸款及借款。

所有金融負債初步按公允價值確認及(就貸款及借款以及應付款項而言)扣除直接應佔交易成本。

##### 按攤銷成本計量之金融負債(貸款及借款)的後續計量

於初步確認後，計息貸款及借款其後以實際利率法按攤銷成本計量，惟折現影響不重大除外，而在此情況則按成本列賬。在終止確認負債時及於按實際利率進行攤銷過程中，收益及虧損會在綜合損益表中確認。

計算攤銷成本時將計及收購時的任何折讓或溢價，以及組成實際利率一部分的費用或成本。實際利率攤銷於綜合損益表中確認。

##### 終止確認金融負債

當負債項下責任已解除、取消或期滿，即會終止確認金融負債。

倘一項現有金融負債以來自同一貸款方而大部分條款不同的另一項金融負債所取代，或現有負債的條款大幅修改，則該項置換或修改視作終止確認原有負債及確認新負債處理，而相關賬面值的差額於綜合損益表中確認。

##### 抵銷金融工具

當目前擁有可強制執行的合法權利以抵銷已確認金額，且有意按淨額結算或同時變現資產及償還負債，方會抵銷金融資產及金融負債，並於綜合財務狀況表中呈列淨額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Any gains or losses arising from changes in fair value of derivatives are taken directly to the consolidated statement of profit or loss.

#### Shares held under the share award scheme

Where shares are acquired by the share award scheme from the market or by electing for scrip in lieu of cash dividends, the total consideration of shares acquired from the market (including any directly attributable incremental costs) or under the scrip dividend scheme is presented as shares held for the share award scheme and deducted from total equity.

Upon vesting, the related costs of the vested awarded shares purchased from the market and shares acquired under the scrip dividend scheme (dividend shares) are credited to shares held for the share award scheme, with a corresponding decrease in the share-based payment reserve for awarded shares and a decrease in retained profits for dividend shares.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

#### Cash and cash equivalents

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

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

### 2.4 重要會計政策概要(續)

#### 衍生金融工具

衍生金融工具初步按衍生合約訂立日期之公允價值確認，其後按公允價值重新計量。衍生工具於其公允價值為正數時列賬為資產，並於公允價值為負數時列為負債。任何產生自衍生工具公允價值變動的收益或虧損直接計入綜合損益表。

#### 股份獎勵計劃項下預留的股份

如透過股份獎勵計劃從市場收購股份或以選擇以股代息代替現金股息，則從市場獲得的股份或以股代息計劃項下的股份的總代價(包括任何直接應佔增量成本)乃呈列為股份獎勵計劃項下預留的股份並從總權益中扣除。

歸屬後，從市場購買的已歸屬獎勵股份及根據以股代息計劃(股息股份)取得的股份的相關成本計入股份獎勵計劃項下預留的股份，並相應減少獎勵股份的以股份為基礎之付款儲備，以及減少股息股份的留存利潤。

#### 存貨

存貨按成本值與可變現淨值兩者中之較低者入賬。成本按加權平均基準計算。可變現淨值乃根據估計售價減出售將產生的任何估計成本計算。

#### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金、活期存款及可隨時轉換為已知數額現金、價值變動風險極微及一般自購入後三個月內到期的短期高流通性投資，減須按要求償還並構成本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭現金與銀行現金(包括定期存款)及性質類似現金的資產。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Provisions

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

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

A provision for reinstatement costs is recognised when a contractual obligation under the terms of an operating lease has arisen to reinstate a leased property at the end of the lease. Reinstatement costs are provided at the value of the expected costs to settle the obligation at the end of the reporting period using estimated cash flows and an equivalent asset is recognised and depreciated over the term of the operating lease. The estimated future costs of reinstatement are reviewed, and adjusted if appropriate, at least at each financial year end. Changes in the estimated future costs are added to or deducted from the cost of the corresponding asset.

#### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

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

### 2.4 重要會計政策概要 (續)

#### 撥備

倘因過往事件產生現時債務(法定或推定)及將來可能需要有資源流出以償還債務，則確認撥備，惟有關債務數額能夠可靠估計。

倘折現之影響重大，則確認之撥備金額為預期需用作償還債務之未來支出於報告期末之現值。因時間流逝而產生之貼現現值增幅於綜合損益表確認。

於經營租賃條款下因須在租賃期末復原租賃物業而產生合約債務時，確認復原成本撥備。復原成本採用預計現金流量按報告期末償還債務預計成本值計提撥備，同時就經營租賃期確認一項等值資產並對其計提折舊。復原的預計未來成本至少須於每個財政年度末檢討及調整(如適用)。預計未來成本的變動會增添至相關資產的成本，或從相關資產的成本中扣除。

#### 所得稅

所得稅包括即期及遞延稅項。與在損益以外確認的項目相關的所得稅於損益以外確認，即其他全面收入或直接於權益確認。

即期稅項資產及負債乃按預期自稅務機構退回或付予稅務機構的金額根據截至報告期末已實施或實質上已實施的稅率(及稅法)計算，並考慮本集團經營所在國家／司法權區的現行詮釋及慣例。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Income tax (Continued)

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

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

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

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

### 2.4 重要會計政策概要 (續)

#### 所得稅 (續)

遞延稅項採用負債法就報告期末資產及負債的稅基與財務報告所列的賬面值兩者間的所有暫時差額計提撥備。

遞延稅項負債乃就所有應課稅暫時差額而確認，惟下列情況除外：

- 遞延稅項負債乃因初次確認商譽或一項交易（並非業務合併）的資產或負債而產生，並於交易時並不影響會計利潤或應課稅損益；及
- 就與於附屬公司、聯營公司及合資公司的投資有關的應課稅暫時差額而言，暫時差額的撥回時間可予控制，而該等暫時差額於可見將來可能不會撥回。

遞延稅項資產乃就所有可扣稅暫時差額以及未動用稅項抵免及任何未動用稅項虧損的結轉予以確認。遞延稅項資產乃於有未來應課稅利潤可動用以抵銷可扣稅暫時差額以及未動用稅項抵免及未動用稅項虧損的結轉的情況下予以確認，惟下列情況除外：

- 與可扣稅暫時差額有關的遞延稅項資產乃因在一項並非業務合併的交易中初次確認資產或負債而產生，並於交易時並不影響會計利潤或應課稅損益；及

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Income tax (Continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and future taxable profit will be available against which the temporary differences can be utilised.

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

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

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

#### Government grants

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

### 2.4 重要會計政策概要 (續)

#### 所得稅 (續)

- 就與於附屬公司、聯營公司及合資公司的投資有關的可扣稅暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回及有未來應課稅利潤可動用以抵銷暫時差額的情況，方予確認。

本集團會於各報告期末檢討遞延稅項資產的賬面值，並在不再可能有足夠應課稅利潤以動用全部或部分遞延稅項資產時，相應扣減該賬面值。未確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅利潤以動用全部或部分遞延稅項資產的情況予以確認。

遞延稅項資產及負債按照於報告期末已實施或實質上實施的稅率（及稅法），以預計於變現資產或償還負債的期間內適用的稅率計量。

倘及僅當本集團具有在法律上可強制執行的權利以抵銷即期稅項資產與即期稅項負債，且遞延稅項資產及遞延稅項負債乃與同一稅務機關就同一應課稅實體或有意於往後各預期將結付或收回大額遞延稅項負債或資產的期間內按淨額基準結算即期稅項負債與資產或同時變現資產及清償負債的不同應課稅實體有關，則遞延稅項資產可與遞延稅項負債抵銷。

#### 政府補貼

倘可合理保證將能收取補貼且將符合所有附帶條件，則政府補貼按其公允價值確認。倘補貼與開支項目相關，則於支銷擬用於補償的成本期間按系統基準於綜合損益表確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING

#### POLICIES (Continued)

##### Revenue recognition

###### Revenue from contracts with customers

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

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

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

### 2.4 重要會計政策概要 (續)

#### 收入確認

##### 客戶合約收入

當客戶合約收入按反映本集團預期有權獲得以交換該等貨品或服務的代價金額轉移至客戶時，確認客戶合約收入。

倘合約代價包括可變金額時，則代價金額估計為本集團就交換向客戶轉讓貨品或服務而有權收取的代價金額。可變代價於合約開始時估計並加以限制，直至已確認累計收入金額的重大收入撥回不太可能發生(倘可變代價的相關不確定因素其後得以解決)為止。

倘合約包括向客戶提供一年以上有關向客戶轉讓貨品或服務之重大融資利益的融資成分，則收入按應收金額的現行價值計量，並於合約開始時運用將於本集團與客戶之間的獨立融資交易中反映的折現率折現。倘合約包括提供本集團一年以上重大財務利益的融資成分，則根據該合約確認的收入包括根據實際利率法合約責任附有的利息開支。對於客戶付款與承諾貨品或服務轉移期間為一年或以下的合約，乃不就重大融資成分的影響運用香港財務報告準則第15號的實際權宜方法對交易價格進行調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (Continued)

Details of the Group's revenue recognition policy is described as below:

- (a) Revenue from the provision of healthcare solution services is recognised upon the provision of the relevant services or on a time proportion basis over the terms of the fixed-fee service contracts (including annual retainer and capitation plans). Further details are explained in the accounting policy for "fixed-fee service contracts" below;
- (b) Revenue from the below services are recognised as services are rendered:
  - medical and dental services;
  - healthcare management services; and
  - administrative support services
- (c) dividend income, when the shareholders' right to receive payment has been established;
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (e) rental income under operating leases is recognised on the straight-line basis over the terms of the relevant leases.

### 2.4 重要會計政策概要 (續)

#### 收入確認 (續)

本集團之收入確認政策詳述如下：

- (a) 提供醫療保健解決方案服務的收入於提供相關服務時或在固定費用服務合約(包括年度定額收費及按人數承包計劃)履約期內按時間比例基準確認。進一步詳情於下文有關「固定費用服務合約」的會計政策闡釋；
- (b) 下列服務的收入於提供服務時確認：
  - 醫療及牙科服務；
  - 醫療保健管理服務；及
  - 行政支持服務
- (c) 股息收入，在股東收取相應款項的權利確立時確認；
- (d) 利息收入：按應計基準及以實際利率法，透過採用將金融工具在預期年期或較短期間(如適用)的估計未來現金收入貼現至金融資產的賬面淨值之比率予以確認；及
- (e) 經營租賃項下的租金收入，以直線法於有關租賃的期限內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Fixed-fee service contracts

The Group has certain medical, dental and other service contracts, in which the Group agrees to provide specific services over the terms of the contracts for a fixed fee in which the level of services depends on uncertain future events (the “Fixed-fee Service Contracts”). The Fixed-fee Service Contracts are in general of one to two years and the Group receives the related service fees upfront. The Contract Customers cannot recover the service fee upon the expiration of the respective fixed-fee service contract periods irrespective of whether the plan members utilised any services under the Fixed-fee Service Contracts.

At the end of each reporting period, tests are performed to ensure the adequacy of the contract liabilities under the Fixed-fee Service Contracts. In performing these tests, the current best estimates of future contractual cash flows under the Fixed-fee Service Contracts are used. Any deficiency is immediately charged to the consolidated statement of profit or loss by establishing a provision for losses.

Fees received or receivable under the Fixed-fee Service Contracts are recognised on a time proportion basis (i.e., straight-line basis) over the terms of the Fixed-fee Service Contracts. At the time of revenue recognition, plan members may not utilise any services under the Fixed-fee Service Contracts and hence, no direct cost will be incurred by the Group in association with the professional services rendered by the doctors, dentists and auxiliary service providers. Accordingly, expenses incurred in connection with the Fixed-fee Service Contracts are charged to the consolidated statement of profit or loss as incurred.

### 2.4 重要會計政策概要(續)

#### 固定費用服務合約

本集團持有若干醫療、牙科及其他服務合約，本集團於此等合約中約定於合約期內以固定費用提供特定服務，而服務程度取決於未來的不確定事項（「固定費用服務合約」）。固定費用服務合約一般為期一至兩年，且本集團預收相關服務費。於相關固定費用服務合約屆滿後，不管計劃會員有否使用固定費用服務合約項下的任何服務，合約客戶均不能收回該服務費。

於各報告期末，本集團會進行測試以確保固定費用服務合約之合約負債足夠。進行此等測試時，對於固定費用服務合約下的未來合約現金流量，應使用當前的最佳估計。任何不足額隨即透過設立虧損撥備於綜合損益表內扣除。

於固定費用服務合約下的已收或應收費用，應按照時間比例基準（即按直線基準）在固定費用服務合約的履約期內確認。於確認收入時，計劃會員可能並未使用固定費用服務合約下的任何服務，因此，本集團並不會發生與醫生、牙醫及輔助服務提供者提供專業服務相關的直接成本。因此，與固定費用服務合約相關的費用於發生時從綜合損益表中扣除。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Contract liabilities

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

#### Share-based payments

The Company operates share option schemes, a share award scheme and warrants scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors), consultants and a business partner of the Group receive remuneration in the form of share-based payments, whereby employees, consultants and a business partner render services as consideration for equity instruments ("equity-settled transactions").

In situations where the share-based payment transactions are with employees of the Group, the cost of equity-settled transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted, taking into account the terms and conditions upon which these equity instruments are granted. In situations where the share-based payment transactions are with non-employees of the Group, the cost of equity-settled transactions is measured by reference to the fair value of goods or services received, unless that fair value cannot be estimated reliably. If the Group cannot estimate reliably the fair value of the goods or services received, the Group measures the goods or services received, indirectly, by reference to the fair value of the equity instruments granted.

The fair value of the share options granted is determined by an external valuer using a binomial model, further details of which are given in note 35 to the consolidated financial statements.

### 2.4 重要會計政策概要(續)

#### 合約負債

合約負債於本集團轉移相關貨品或服務前收到客戶付款或到期付款(以較早者為準)時確認。當本集團根據合約履行合約時(即向客戶轉移相關貨品或服務的控制權),合約負債確認為收入。

#### 以股份為基礎的付款

本公司設有購股權計劃、股份獎勵計劃及認股權證計劃,向為本集團業務成就作出貢獻的合資格參與者提供獎勵及報酬。本集團僱員(包括董事)、顧問及業務夥伴按以股份為基礎的付款方式收取薪酬,僱員、顧問及業務夥伴以提供服務作為權益工具的代價(「以權益結算之交易」)。

若以股份為基礎的付款交易以本集團的僱員為對象,則以權益結算之交易的成本參照權益工具於授出當日的公允價值計量,並考慮此等權益工具的授出條款及條件。若以股份為基礎的付款交易並非以本集團僱員為對象,則以權益結算之交易的成本參照所接收的貨品或服務的公允價值計量,除非無法可靠估計其公允價值。若本集團無法可靠估計所接收貨品或服務的公允價值,則本集團將參照授出的權益工具的公允價值間接計量所接受貨品或服務。

所授出購股權的公允價值由外部估值師使用二項式模型確定,進一步詳情載於綜合財務報表附註35。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Share-based payments (Continued)

The fair value of the warrants granted is determined by an external valuer using a Black-Scholes option pricing model, further details of which are given in note 35 to the consolidated financial statements.

The cost of equity-settled transactions is recognised either in employee benefit expense or other expenses, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

The Group shall revise the estimates of the amount for the goods or services received if subsequent information indicates that the number of equity instruments expected to vest differs from previous estimates. For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

### 2.4 重要會計政策概要(續)

#### 以股份為基礎的付款(續)

授出之認股權證之公允價值由外部估值師使用「柏力克-舒爾斯」期權定價模型釐定，進一步詳情載於綜合財務報表附註35。

以權益結算之交易的成本乃於績效及／或服務條件達成的期間於僱員福利開支或其他開支中確認，並相應增加權益。從各報告期末至歸屬日對於以權益結算之交易所確認的累計費用，反映歸屬期屆滿的程度以及本集團對於最終將歸屬的權益工具數量的最佳估計。當期綜合損益表借記或貸記的金額代表當期期初和期末所確認的累計費用變動。

釐定獎勵獲授當日之公允價值時，並不計及服務及非市場績效條件，惟在有可能符合條件的情況，則評估為本集團對最終將會歸屬權益工具數目最佳估計一部分。市場績效條件反映於獎勵獲授當日之公允價值。獎勵之任何其他附帶條件(但不帶有服務要求)視作非歸屬條件。非歸屬條件反映於獎勵之公允價值，除非同時具服務及／或績效條件，否則獎勵即時支銷。

倘若隨後的信息顯示預期歸屬的股本工具數目與過往估計不同，本集團應修訂對所收到的貨品或服務之估計金額。因非市場績效及／或服務條件未能達成而最終無歸屬之獎勵並不確認為支出。凡獎勵包含市場或非歸屬條件，無論市場條件或非歸屬條件獲履行與否，而所有其他績效及／或服務條件均獲履行，則交易仍被視為一項歸屬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Share-based payments (Continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of the modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

#### Other employee benefits

##### Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

### 2.4 重要會計政策概要 (續)

#### 以股份為基礎的付款 (續)

倘修訂以權益結算之獎勵的條款，在未符合獎勵原有條款的情況下，確認最低費用，猶如條款並無修訂。此外，倘修訂導致以股份為基礎的付款的總公允價值增加，或對僱員有利，會於修訂日計量及確認相應費用。

若以權益結算之獎勵遭撤銷，則被視為於撤銷當日已歸屬，而尚未就該獎勵確認的任何費用須即時予以確認，其中包括受本集團或其僱員控制的非歸屬條件未獲履行的任何獎勵。然而，倘有一項新獎勵取代已撤銷獎勵，並於授出當日被指定為替代獎勵，則已撤銷獎勵及新獎勵均被視作原有獎勵之修訂（見上段所述）。

尚未行使購股權之攤薄影響於計算每股盈利時反映為額外股份攤薄。

#### 其他僱員福利

##### 退休金計劃

本集團根據香港強制性公積金計劃條例，為所有合資格參與之僱員提供定額供款強制性公積金退休福利計劃（「強積金計劃」）。供款乃根據僱員基本薪金之百分比計算，並於有關款項根據強積金計劃之規則須予支付時計入綜合損益表。強積金計劃之資產乃獨立於本集團之資產，並由獨立管理之基金持有。本集團之僱主供款於向強積金計劃作出供款時全數歸於僱員。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING

#### POLICIES (Continued)

##### Other employee benefits (Continued)

##### Pension schemes (Continued)

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentages of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

The employees of the Group's subsidiaries which operate in Macau are required to participate in a social security fund operated by the government of the Macao Special Administrative Region. These subsidiaries are required to contribute certain fixed amounts of their payroll costs to the social security fund. The contributions are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the social security fund.

##### Dividends

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

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

### 2.4 重要會計政策概要 (續)

#### 其他僱員福利 (續)

##### 退休金計劃 (續)

本集團於中國內地營運的附屬公司之僱員須參加當地市政府管理的中央退休金計劃。該等附屬公司須按薪酬成本的若干百分比對中央退休金計劃供款。根據中央退休金計劃的規則，供款於成為應付款項時自損益表中扣除。

本集團於澳門經營之附屬公司之僱員須參與由澳門特別行政區政府營運之社會保障基金。此等附屬公司須按其薪金成本中之若干固定金額向社會保障基金作出供款。有關供款在根據社會保障基金之規則須予支付時自綜合損益表扣除。

##### 股息

末期股息於股東在股東大會上批准時確認為負債。擬派末期股息於綜合財務報表附註中作出披露。

中期股息則即時建議及宣派，因為本公司組織章程大綱及公司細則已授予董事宣派中期股息的權利。因此，中期股息於建議及宣派時即時確認為負債。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the Group will retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the consolidated financial statements of the Group and the Company are concerned are deferred tax assets and financial assets. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in this note.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

### 2.4 重要會計政策概要(續)

#### 持作出售的非流動資產

倘非流動資產(或出售組別)的賬面值很有可能將透過出售交易而非透過持續使用而收回,而該資產(或出售組別)於其現況可供出售,則會獲分類為持作出售。出售組別指一組資產將於同一交易中一併出售,而與該等資產有直接關連的負債將於該交易中轉移。

當本集團承諾的出售計劃涉及失去某附屬公司的控制權時,不論本集團是否將於出售後保留該附屬公司的非控股權益,該附屬公司的所有資產及負債於符合上述分類為持作出售的條件時會分類為持作出售。

在緊接分類為持作出售前,非流動資產(及出售組別內之所有個別資產及負債)按分類前之會計政策計量。然後,初始分類為持作出售及至出售時,非流動資產(以下所說明之若干資產除外),或出售組別以賬面值及公允價值扣除出售之成本之較低者列賬。在本集團及本公司之綜合財務報表中並無使用此計量政策之主要例外情況為遞延稅項資產及金融資產。該等資產即使持作出售,亦會繼續按本附註其他部份載列之政策計量。

於初始分類為持作出售及其後於列作持作出售之期間重新計量而產生之減值虧損,在損益內確認。只要非流動資產分類為持作出售,或列入分類為持作出售之出售組別,該非流動資產即不予折舊或攤銷。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

### 2.4 重要會計政策概要 (續)

#### 已終止經營業務

已終止經營業務為本集團業務之組成部分，其營運及現金流量可與本集團其餘業績清楚區分，並為按業務或經營地區劃分之獨立主要業務，或屬於出售按業務或經營地區劃分之獨立主要業務之單一統籌計劃之一部分，或屬於僅為轉售而購入之附屬公司。

一項業務於出售時或符合條件分類為持作出售時（以較早者為準），或被廢止時分類為已終止經營業務。

當一項業務分類為已終止經營，則會以單一金額於損益表內呈列，當中包括：

- 已終止經營業務之除稅後利潤或虧損；及
- 於計量已終止經營業務之公允價值減銷售成本，或於出售構成已終止經營業務之資產或出售組別時確認之除稅後盈虧。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies

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

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

The functional currencies of certain subsidiaries outside Hong Kong, associates and a joint venture are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated statement of profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

### 2.4 重要會計政策概要 (續)

#### 外幣

綜合財務報表以港元呈列，港元亦為本公司的功能貨幣。本集團各下屬實體可自行決定其功能貨幣，而各實體財務報表內項目採用該功能貨幣計量。本集團各實體的外幣交易在初始確認時，採用其各自的功能貨幣於交易日的即期匯率入賬。以外幣計值之貨幣資產和負債採用各報告期末匯率將外幣金額折算為功能貨幣金額。由此產生的結算或貨幣項目折算差額，均於綜合損益表確認。以外幣按歷史成本計量之非貨幣項目，採用初始交易日期之匯率折算。

在釐定有關預付代價的非貨幣資產或非貨幣負債終止確認時初始確認相關資產、開支或收入使用的匯率時，初始交易日期即本集團初始確認預付代價產生的非貨幣資產或非貨幣負債的日期。倘支付或收取多筆預付款，則本集團對支付或收取的每一筆預付代價釐定交易日期。

若干香港以外附屬公司、聯營公司及一間合資公司的功能貨幣為港元以外貨幣。於報告期末，該等實體的資產及負債採用報告期末的匯率折算為港元，而其損益表採用該年度的加權平均匯率折算為港元。就此產生的匯兌差額，確認為其他全面收入並在匯兌波動儲備中累計。出售海外業務時，將與該海外業務相關的其他全面收入部份於綜合損益表中確認。

因收購海外業務產生的商譽及任何因收購而產生的資產及負債賬面值之公允價值調整，均被視為該海外業務的資產及負債並採用收盤匯率進行折算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies (Continued)

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries outside Hong Kong are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

### 2.4 重要會計政策概要(續)

#### 外幣(續)

就綜合現金流量表而言，香港以外附屬公司的現金流量採用現金流量產生日期的即期匯率折算為港元。海外附屬公司於全年產生的經常性現金流按該年度加權平均匯率折算為港元。

### 3. 重大會計判斷及估計

編製本集團綜合財務報表時，管理層須作出會影響所呈報收入、開支、資產及負債之報告金額及其相關披露及或有負債披露之判斷、估計及假設。有關該等假設及估計之不確定性或會導致日後須就受影響之資產或負債賬面值作出重大調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

#### Estimation uncertainty

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

#### Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 30 June 2022 was HK\$164,768,000 (2021: HK\$164,768,000). Further details of impairment testing are set out in note 18 to the consolidated financial statements.

#### Impairment of indefinite-lived intangible assets

The Group determines whether indefinite-lived intangible assets are impaired at least on an annual basis. This requires an estimation of the value in use of the indefinite-lived intangible assets. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the indefinite-lived intangible assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of the indefinite-lived intangible assets at 30 June 2022 was HK\$56,958,000 (2021: HK\$56,958,000). Further details of impairment testing are set out in note 18 to the consolidated financial statements.

### 3. 重大會計判斷及估計 (續)

#### 估計不確定因素

於報告期末有關未來之主要假設及其他估計不確定性之主要來源，會使下一個財政年度內的資產及負債賬面值有重大調整的風險，詳見下文論述。

#### 商譽減值

本集團至少每年釐定商譽有否減值。為此需對商譽所分配現金產生單位的使用價值作出估計。估計使用價值需要本集團估算現金產生單位之預期未來現金流量，並選擇合適的折現率計算該等現金流量的現值。於2022年6月30日的商譽賬面值為164,768,000港元（2021年：164,768,000港元）。減值測試的進一步詳情載於綜合財務報表附註18。

#### 無限年期的無形資產的減值

本集團至少每年釐定無限年期的無形資產是否發生減值。為此需估計無限年期的無形資產的使用價值。估計使用價值需本集團對無限年期的無形資產產生的預期未來現金流量進行估計，並選擇合適的折現率以計算該等現金流量的現值。無限年期的無形資產於2022年6月30日的賬面值為56,958,000港元（2021年：56,958,000港元）。減值測試的進一步詳情載於綜合財務報表附註18。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

#### 4. OPERATING SEGMENT INFORMATION

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

- (a) Hong Kong & Macau Corporate Healthcare Solution Services segment engages in the provision of corporate healthcare solutions to Contract Customers in Hong Kong and Macau;
- (b) Hong Kong & Macau Clinical Healthcare Services segment engages in the provision of medical and dental services, medical imaging and laboratory services, health check-up, and other auxiliary services in Hong Kong and Macau; and
- (c) Mainland China Clinical Healthcare Services segment engages in the provision of health check-up service and selected outpatient services in Mainland China.

Management monitors the results of the Group's operating segments separately for the purpose of facilitating decision-making process of resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/ loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax excluding interest income, other income and gains, and share of profits and losses of joint ventures and associates as well as head office and corporate expenses.

Segment assets exclude goodwill, investments in joint ventures and associates, financial assets at fair value through profit or loss, financial assets at amortised cost, investments at fair value through other comprehensive income, other assets and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude derivative financial instrument, and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Inter-segment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

#### 4. 經營分部資料

就管理而言，本集團基於其產品及服務組織業務單位運營，且有如下三個可呈報經營分部：

- (a) 香港及澳門企業醫療保健解決方案服務分部為位於香港及澳門的合約客戶提供企業醫療保健解決方案；
- (b) 香港及澳門臨床醫療保健服務分部包括於香港及澳門提供醫療及牙科服務、醫學影像及化驗服務、體檢及其他輔助服務；及
- (c) 中國內地臨床醫療保健服務分部為在中國內地提供體檢服務及選定門診服務。

管理層分別監控本集團各經營分部的業績，以促進資源分配及業績評估的決策程序。分部表現基於可呈報分部利潤／虧損評估，為經調整除稅前利潤／虧損的指標。經調整除稅前利潤／虧損按與本集團除稅前利潤一致的方式計量，當中不包括利息收入、其他收入及收益、分佔合資公司及聯營公司損益以及總辦事處及公司開支。

分部資產不包括商譽、於合資公司及聯營公司的投資、按公允價值計入損益的金融資產、按攤銷成本計量的金融資產、按公允價值計入其他全面收入的投資、其他資產及其他未分配總辦事處及公司資產，因此等資產按組合基準進行管理。

分部負債不包括衍生金融工具以及其他未分配總辦事處及公司負債，因此等負債按組合基準進行管理。

分部間銷售及轉讓乃參考按當時現行市價向第三方銷售的售價處理。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 30 June 2022

### 4. 經營分部資料(續)

截至2022年6月30日止年度

		Continuing Operations 持續經營業務					
		Hong Kong and Macau 香港及澳門		Mainland China 中國內地			
		Corporate Healthcare Solution Services 企業 醫療保健 解決方案服務 HK\$'000 千港元	Clinical Healthcare Services 臨床醫療 保健服務 HK\$'000 千港元	Clinical Healthcare Services 臨床醫療 保健服務 HK\$'000 千港元	Continuing Operations Sub-total 持續經營業務 小計 HK\$'000 千港元	Discontinued Operation 已終止 經營業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分部收入:</b>						
External sales	外部銷售	235,212	393,058	37,589	665,859	6,099	671,958
Inter-segment sales	分部間銷售	1,764	107,361	-	109,125	-	109,125
		236,976	500,419	37,589	774,984	6,099	781,083
<i>Reconciliation:</i>	<i>調節:</i>						
Elimination of inter-segment sales	分部間銷售抵銷				(109,125)	-	(109,125)
Revenue	收入				665,859	6,099	671,958
<b>Segment results</b>	<b>分部業績</b>	<b>35,284</b>	<b>68,602</b>	<b>1,534</b>	<b>105,420</b>	<b>1,197</b>	<b>106,617</b>
<i>Reconciliation:</i>	<i>調節:</i>						
Interest income	利息收入						1,386
Other income and gains	其他收入及收益						20,035
Share of profit/(loss) of:	分佔利潤/(虧損):						
Joint ventures	合資公司						8
Associates	聯營公司						(1,638)
Corporate and other unallocated expenses, net	公司及其他未分配開支淨額						(39,231)
Profit before tax	除稅前利潤						87,177
Income tax expense	所得稅費用						(11,946)
Profit for the year	年內利潤						75,231

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 30 June 2022 (Continued)

### 4. 經營分部資料(續)

截至2022年6月30日止年度(續)

		Continuing Operations					
		持續經營業務					
		Hong Kong and Macau		Mainland China			
		香港及澳門		中國內地			
		Corporate Healthcare Solution Services	Clinical Healthcare Services	Clinical Healthcare Services	Continuing Operations Sub-total	Discontinued Operation	Total
		企業醫療保健解決方案服務	臨床醫療保健服務	臨床醫療保健服務	持續經營業務小計	已終止經營業務	總計
		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
Segment assets	分部資產	152,147	193,333	6,545	352,025	-	352,025
Reconciliation:	調節:						
Elimination of intersegment receivables	分部間應收款項抵銷						(14,669)
Corporate and other unallocated assets	公司及其他未分配資產						700,245
Total assets	總資產						1,037,601
Segment liabilities	分部負債	84,675	205,919	13,020	303,614	-	303,614
Reconciliation:	調節:						
Elimination of intersegment payables	分部間應付款項抵銷						(14,669)
Corporate and other unallocated liabilities	公司及其他未分配負債						11,351
Total liabilities	總負債						300,296
Other segment information:	其他分部資料:						
Depreciation and amortisation	折舊及攤銷	12,413	61,533	4,671	78,617	4,212	82,829
Capital expenditure*	資本開支*	10,494	70,199	1,019	81,712	2,803	84,515

\* Capital expenditure consists of additions to property, plant and equipment and deposits paid for purchases of items of property, plant and equipment.

\* 資本開支包括添置物業、廠房及設備及購買物業、廠房及設備項目支付的保證金。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 30 June 2021 (Restated)

### 4. 經營分部資料 (續)

截至2021年6月30日止年度 (經重列)

		Continuing Operations 持續經營業務					
		Hong Kong and Macau 香港及澳門		Mainland China 中國內地			
		Corporate Healthcare Solution Services 企業 醫療保健 解決方案服務	Clinical Healthcare Services 臨床醫療 保健服務	Clinical Healthcare Services 臨床醫療 保健服務	Continuing Operations Sub-total 持續經營業務 小計	Discontinued Operation 已終止 經營業務	Total 總計
		HK\$'000 千港元 (Restated) (經重列)	HK\$'000 千港元 (Restated) (經重列)	HK\$'000 千港元 (Restated) (經重列)	HK\$'000 千港元 (Restated) (經重列)	HK\$'000 千港元 (Restated) (經重列)	HK\$'000 千港元 (Restated) (經重列)
<b>Segment revenue:</b>	<b>分部收入：</b>						
External sales	外部銷售	231,104	348,368	36,889	616,361	6,404	622,765
Inter-segment sales	分部間銷售	1,263	100,978	-	102,241	-	102,241
		232,367	449,346	36,889	718,602	6,404	725,006
<i>Reconciliation:</i>	<i>調節：</i>						
Elimination of inter-segment sales	分部間銷售抵銷				(102,241)	-	(102,241)
Revenue	收入				616,361	6,404	622,765
<b>Segment results</b>	<b>分部業績</b>	57,690	80,590	(13,904)	124,376	(39,037)	85,339
<i>Reconciliation:</i>	<i>調節：</i>						
Interest income	利息收入						3,193
Other income and gains	其他收入及收益						7,032
Share of profit/(loss) of:	分佔利潤/(虧損)：						
Joint ventures	合資公司						(1,254)
Associates	聯營公司						1,333
Corporate and other unallocated expenses, net	公司及其他未分配開支淨額						(44,323)
Profit before tax	除稅前利潤						51,320
Income tax expense	所得稅費用						(19,783)
Profit for the year	年內利潤						31,537

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 30 June 2021 (Restated) (Continued)

### 4. 經營分部資料(續)

截至2021年6月30日止年度(經重列)  
(續)

		Continuing Operations					
		持續經營業務					
		Hong Kong and Macau		Mainland China			
		香港及澳門		中國內地			
		Corporate Healthcare Solution Services	Clinical Healthcare Services	Clinical Healthcare Services	Continuing Operations Sub-total	Discontinued Operation	Total
		企業醫療保健解決方案服務	臨床醫療保健服務	臨床醫療保健服務	持續經營業務小計	已終止經營業務	總計
		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
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
		(經重列)	(經重列)	(經重列)	(經重列)	(經重列)	(經重列)
<b>Segment assets</b>	<b>分部資產</b>	138,633	184,560	37,863	361,056	36,555	397,611
<i>Reconciliation:</i>	<i>調節:</i>						
Elimination of intersegment receivables	分部間應收款項抵銷						(31,129)
Corporate and other unallocated assets	公司及其他未分配資產						603,495
<b>Total assets</b>	<b>總資產</b>						<b>969,977</b>
<b>Segment liabilities</b>	<b>分部負債</b>	79,829	165,771	40,035	285,635	13,446	299,081
<i>Reconciliation:</i>	<i>調節:</i>						
Elimination of intersegment payables	分部間應付款項抵銷						(31,129)
Corporate and other unallocated liabilities	公司及其他未分配負債						8,969
<b>Total liabilities</b>	<b>總負債</b>						<b>276,921</b>
<b>Other segment information:</b>	<b>其他分部資料:</b>						
Depreciation and amortisation	折舊及攤銷	6,619	53,273	11,150	71,042	5,826	76,868
Capital expenditure*	資本開支*	4,124	16,722	1,654	22,500	9,795	32,295
Impairment of goodwill	商譽減值	-	9,612	10,403	20,015	-	20,015

\* Capital expenditure consists of additions to property, plant and equipment (including additions from the acquisitions of subsidiaries) and deposits paid for purchases of items of property, plant and equipment.

\* 資本開支包括添置物業、廠房及設備(包括來自收購附屬公司之添置)及購買物業、廠房及設備項目支付的保證金。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 4. OPERATING SEGMENT INFORMATION

(Continued)

#### Geographical information

During the year ended 30 June 2022, the Group operates within three geographical locations, Hong Kong, Macau and Mainland China. Further details of the geographical information in respect of revenue from external customers are set out in note 5 to the consolidated financial statements.

#### Non-current assets

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元 (Restated) (經重列)
Hong Kong	香港	530,365	353,481
Mainland China	中國內地	6,814	41,131
Macau	澳門	2,812	3,294
Non-current assets from continuing operation	來自持續經營業務之非流動資產	539,991	397,906
Discontinued operation – Mainland China	已終止經營業務—中國內地	–	20,754
<b>TOTAL</b>	<b>總計</b>	<b>539,991</b>	<b>418,660</b>

The non-current asset information above is based on the locations of the assets and excludes rental deposits, financial instruments and deferred tax assets.

### 4. 經營分部資料(續)

#### 地域資料

截至2022年6月30日止年度，本集團於三個地區（即香港、澳門及中國內地）經營業務。有關來自外部客戶的收入之相關地域資料之進一步詳情載於綜合財務報表附註5。

#### 非流動資產

上述非流動資產資料乃基於資產之位置，不包括租賃按金、金融工具及遞延稅項資產。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 4. OPERATING SEGMENT INFORMATION

(Continued)

#### Information about major customers

Revenue from two major customers from the Corporate Healthcare Solution Services segment is set out below:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Customer A	客戶A	47,029	48,141
Customer B	客戶B	21,329	23,739

### 5. REVENUE

An analysis of the Group's revenue from continuing operations is as follows:

### 4. 經營分部資料(續)

#### 主要客戶資料

來自兩名主要客戶(來自企業醫療保健解決方案服務分部)的收入載列如下:

### 5. 收入

本集團來自持續經營業務之收入之分析如下:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元 (Restated) (經重列)
<b>Revenue from contracts with customers within the scope of HKFRS15</b>	香港財務報告準則第15號範圍內之客戶合約收入		
<b>Provision of corporate healthcare solution services in Hong Kong and Macau</b>	於香港及澳門提供企業醫療保健解決方案服務	235,212	231,104
Medical	醫療	216,138	209,418
Dental	牙科	19,074	21,686
<b>Provision of clinical healthcare services in Hong Kong and Macau</b>	於香港及澳門提供臨床醫療保健服務	393,058	348,368
Medical	醫療	337,435	292,941
Dental	牙科	55,623	55,427
<b>Mainland China Clinical Healthcare Business</b>	中國內地臨床醫療保健業務	37,589	36,889
<b>TOTAL</b>	<b>合計</b>	<b>665,859</b>	<b>616,361</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 5. REVENUE (Continued)

#### Revenue from contracts with customers

- (i) Disaggregated revenue information from continuing operations

For the year ended 30 June 2022

Segments		Corporate Healthcare Solution Services 企業 醫療保健 解決方案 服務 HK\$'000 千港元	Clinical Healthcare Services 臨床醫療 保健服務 HK\$'000 千港元	Total 合計 HK\$'000 千港元
<b>Type of services</b>	<b>服務類型</b>			
Medical services	醫療服務	216,138	375,024	591,162
Dental services	牙科服務	19,074	55,623	74,697
Total revenue from contracts with customers	客戶合約收入總額	235,212	430,647	665,859
<b>Geographical markets</b>	<b>地理市場</b>			
Hong Kong	香港	220,497	389,438	609,935
Mainland China	中國內地	–	37,589	37,589
Macau	澳門	14,715	3,620	18,335
Total revenue from contracts with customers	客戶合約收入總額	235,212	430,647	665,859

### 5. 收入(續)

#### 客戶合約收入

- (i) 來自持續經營業務之經分拆之收入資料

截至2022年6月30日止年度

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 5. REVENUE (Continued)

#### Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information from continuing operations (Continued)

### 5. 收入(續)

#### 客戶合約收入(續)

(i) 來自持續經營業務之經分拆之收入資料(續)

For the year ended 30 June 2021

截至2021年6月30日止年度

Segments	Corporate Healthcare Solution Services 企業 醫療保健 解決方案	Clinical Healthcare Services 臨床醫療 保健服務	Total	
				HK\$'000 千港元 (Restated) (經重列)
<b>Type of services</b>	<b>服務類型</b>			
Medical services	醫療服務	209,418	329,830	539,248
Dental services	牙科服務	21,686	55,427	77,113
Total revenue from contracts with customers	客戶合約收入總額	231,104	385,257	616,361
<b>Geographical markets</b>	<b>地理市場</b>			
Hong Kong	香港	214,365	344,724	559,089
Mainland China	中國內地	–	36,889	36,889
Macau	澳門	16,739	3,644	20,383
Total revenue from contracts with customers	客戶合約收入總額	231,104	385,257	616,361

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 5. REVENUE (Continued)

#### Revenue from contracts with customers (Continued)

##### (i) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	計入報告期初合約負債確認的收入：		
Provision of corporate healthcare solution services	提供企業醫療保健解決方案服務	16,120	18,645

##### (ii) Performance obligations

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

###### *Provision of corporate healthcare solution services*

The Group provides healthcare solution services by entering into (i) capitation plan contract; (ii) annual retainer contract; and (iii) fee for service contract with Contract Customers. The performance obligation is satisfied over time as services are rendered. Payment is either paid upfront for capitation plan contract and annual retainer contract or billed based on each treatment incurred for fee for service contract which is generally due within 30 to 60 days.

###### *Provision of clinical healthcare services*

The performance obligation is satisfied at a point in time when services are rendered; and payment is mainly on cash or credit card settlement.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) which amounted to HK\$19,081,000 (2021: HK\$21,800,000) as at 30 June 2022 are expected to be recognised within one year.

### 5. 收入(續)

#### 客戶合約收入(續)

##### (i) 經分拆之收入資料(續)

下表呈列於本報告期間確認並計入報告期初合約負債及就於過往期間達成的履約責任確認的收入金額：

	2022	2021
	2022年	2021年
	HK\$'000	HK\$'000
	千港元	千港元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Provision of corporate healthcare solution services	16,120	18,645

##### (ii) 履約責任

有關本集團履約責任的資料概述如下：

###### *提供企業醫療保健解決方案服務*

本集團透過與合約客戶訂立(i)按人數承包計劃合約；(ii)年度定額收費合約；及(iii)服務收費合約而提供企業醫療保健解決方案服務。履約責任隨著服務的提供而於一段時間內達成。按人數承包計劃合約及年度定額收費合約方面為提前付款，而服務收費合約方面則根據每次療程就付款開立一般於30至60日內到期的發票。

###### *提供臨床醫療保健服務*

履約責任於提供服務之時間點達成；且主要通過現金或信用卡結付款項。

於2022年6月30日分配予餘下履約責任(未達成或部分未達成)的交易價金額19,081,000港元(2021年：21,800,000港元)預期於一年內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 6. OTHER INCOME AND GAINS

An analysis of the Group's other income and gains from continuing operations is as follows:

### 6. 其他收入及收益

本集團來自持續經營業務的其他收入及收益分析如下：

		2022	2021
		2022年	2021年
	Notes	HK\$'000	HK\$'000
	附註	千港元	千港元
			(Restated)
			(經重列)
Administrative support fees	行政支援費用	342	803
Bank interest income	銀行利息收入	97	114
Interest income on financial assets at amortised cost	按攤銷成本計量的金融資產的利息收入	1,211	2,881
Interest income on investments at fair value through other comprehensive income	按公允價值計入其他全面收入之投資的利息收入	-	281
Interest income from finance lease	融資租賃之利息收入	46	-
Rental income	租金收入	540	709
Dividend income from investments at fair value through other comprehensive income	按公允價值計入其他全面收入之投資的股息收入	2,377	85
Fair value gain on financial assets at fair value through profit or loss, net	按公允價值計入損益之金融資產的公允價值收益淨額	-	188
Gain on disposal of subsidiaries	出售附屬公司的收益	39	2,610
Gain on deemed disposal of previously held interest in an associate	視作出售先前於聯營公司持有之權益的收益	14,806	1,576
Others	其他	1,964	2,061
		<b>21,422</b>	<b>11,308</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 7. PROFIT BEFORE TAX

The Group's profit before tax from continuing operations is arrived at after charging/(crediting):

### 7. 除稅前利潤

本集團來自持續經營業務的除稅前利潤乃扣除／(計入)下列各項後得出：

		2022	2021
		2022年	2021年
	Notes	HK\$'000	HK\$'000
	附註	千港元	千港元 (Restated) (經重列)
Auditor's remuneration	核數師酬金	2,879	2,716
Cost of inventories consumed	已耗存貨成本	37,564	34,075
Professional services expenses	專業服務開支	238,035	217,498
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	19,009
Depreciation of right-of-use assets	使用權資產折舊	15(a)	54,625
Amortisation of other intangible assets	其他無形資產攤銷	17	1,829
Employee benefit expense (including directors' remuneration (note 9))*:	僱員福利開支(包括董事酬金(附註9))*:		
Salaries, allowances, bonuses and other benefits	薪金、津貼、獎金及其他福利	170,371	142,600
Equity-settled share-based payment expense <sup>Δ</sup>	以權益結算以股份為基礎的付款開支 <sup>Δ</sup>	(1,247)	1,833
Pension scheme contributions (defined contribution schemes) <sup>‡</sup>	退休金計劃供款(定額供款計劃) <sup>‡</sup>	7,540	7,491
Less: Government subsidies <sup>®</sup>	減：政府補貼 <sup>®</sup>	(4,176)	(14,559)
		172,488	137,365
Equity-settled share-based payment expense (including employees, professional consultants and other business partner) <sup>Δ</sup>	以權益結算以股份為基礎的付款開支(包括僱員、專業顧問及其他業務夥伴) <sup>Δ</sup>	35,36	(1,247)
Foreign exchange differences, net	匯兌差額淨值	315	1,300
Write-off of items of property, plant and equipment	撇銷物業、廠房及設備項目	14	343
Lease payments not included in the measurement of lease liabilities	並不包括在租賃負債計量之租賃付款	15(c)	2,108
Fair value losses/(gain) on financial assets at fair value through profit or loss, net**	按公允價值計入損益的金融資產的公允價值虧損／(收益)淨額**	4,825	(188)
Lease modification	租賃修訂	(76)	(6)
Impairment of goodwill	商譽減值	16	-
Impairment of prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減值	25(b)	-
ECL of financial asset at amortised cost	按攤銷成本計量之金融資產之預期信貸虧損	6,240	-
Fair value loss on other assets**	其他資產的公允價值虧損**	25(b)	-
		-	910

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 7. PROFIT BEFORE TAX (Continued)

- \* Inclusive of employee benefit expense from continuing operations of HK\$7,801,000 (2021: HK\$10,553,000) paid/payable to the Group's employees for the rendering of professional services, which was classified as "Professional services expenses" in the consolidated statement of profit or loss.
- <sup>Δ</sup> As at 30 June 2022, the equity-settled share based payment expense of HK\$6,222,000 (2021: Nil) was reversed in the line of "employee benefit expense" in the consolidated statement of profit or loss due to the lapse of unvested share option in the share option scheme.
- <sup>†</sup> As at 30 June 2022, the Group had no material forfeited contributions available to reduce its contributions to the pension schemes in future years (2021: Nil).
- <sup>⊙</sup> The subsidies were granted under Employment Support Scheme from the Government of Hong Kong Special Administrative Region and were deducted in the line item of "Employee benefit expense" in the consolidated statement of profit or loss. There were no unfulfilled conditions relating to the subsidies.
- <sup>^</sup> The balance included the lapse of unvested share option in the share option schemes. The corresponding equity-settled share based payment expense of HK\$6,222,000 was reversed in the line item of "Employee benefit expense" in the consolidated statement of profit or loss. Further details are included in note 35 to the consolidated financial statements.
- \*\* The net fair value gain was credited in the line item of "other income and gains" in the consolidated statement of profit or loss. The net fair value loss was debited in the line item of "other expenses, net" in the consolidated statement of profit or loss.

### 7. 除稅前利潤(續)

- \* 包括就提供專業服務已付／應付本集團僱員來自持續經營業務的僱員福利開支7,801,000港元(2021年:10,553,000港元)，有關開支在綜合損益表中被歸類為「專業服務費用」。
- <sup>Δ</sup> 於2022年6月30日，由於購股權計劃之尚未歸屬購股權失效，以權益結算的以股份為基礎的付款開支6,222,000港元(2021年:無)已於綜合損益表之「僱員福利開支」項目內撥回。
- <sup>†</sup> 於2022年6月30日，本集團並無重大沒收供款可用於抵減往後年度其對退休金計劃的供款(2021年:無)。
- <sup>⊙</sup> 有關補貼是根據香港特別行政區政府的保就業計劃授出並在綜合損益表內的「僱員福利開支」單行項目中扣除。並無有關獲授補貼的未達成條件。
- <sup>^</sup> 結餘包括購股權計劃中已失效之尚未歸屬購股權。已在綜合損益表內的「僱員福利開支」單行項目中撥回6,222,000港元的相應以權益結算以股份為基礎的付款開支。進一步詳情載於綜合財務報表附註35。
- \*\* 公允價值收益淨額在綜合損益表內的「其他收入及收益」單行項目中貸記。公允價值虧損淨額在綜合損益表內的「其他開支淨額」單行項目中借記。

### 8. FINANCE COST

### 8. 融資成本

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
			(Restated)
			(經重列)
Interest on lease liabilities	租賃負債之利息	3,918	3,217

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 9. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Hong Kong Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Fees	袍金	2,285	1,985
Other emoluments:	其他酬勞：		
Salaries, allowances and other benefits	薪金、津貼及其他福利	13,545	14,517
Discretionary bonuses	酌情花紅	-	-
Equity-settled share-based payment expense	以權益結算的以股份為基礎的付款開支	1,266	150
Pension scheme contributions	退休金計劃供款	63	86
		<b>14,874</b>	14,753
		<b>17,159</b>	16,738

Certain directors were granted share options and share awards, in respect of their services to the Group, under the share option schemes and the share award scheme of the Company, further details of which are set out in notes 35 and 36 to the consolidated financial statements, respectively.

The fair values of such options and awards, which have been recognised in the consolidated statement of profit or loss over the vesting period, were determined as at the dates of grant and the amount included in the consolidated financial statements is included in the above directors' remuneration disclosures.

### 9. 董事酬金

本年度董事酬金根據香港聯合交易所有限公司證券上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及香港公司(披露董事利益資料)規例第2部披露如下：

若干董事就彼等向本集團提供服務而根據本公司的購股權計劃及股份獎勵計劃獲授購股權及股份獎勵，有關進一步詳情分別載於綜合財務報表附註35及36。

該等購股權及獎勵的公允價值於授出日期釐定，乃於歸屬期內在綜合損益表中確認，而計入綜合財務報表的金額包括在上述的董事酬金披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 9. DIRECTORS' REMUNERATION (Continued)

#### (a) Independent non-executive directors

### 9. 董事酬金 (續)

#### (a) 獨立非執行董事

		Fees	Salaries, allowances and other benefits	Discretionary bonuses	Equity-settled share-based payment expense	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及其他福利	酌情花紅	以權益結算的以股份為基礎的付款開支	退休金計劃供款	酬金總額
		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
<b>2022</b>	<b>2022年</b>						
Mr. Lee Luen Wai, John <i>BBS JP</i>	李聯偉先生 (銅紫荊星章， 太平紳士)	285	—	—	—	3	288
Dr. Li Kwok Tung, Donald <i>SBS JP</i>	李國棟醫生 (銀紫荊星章， 太平紳士)	235	—	—	—	3	238
Mr. Yeung Wing Sun, Mike	楊榮燊先生	235	—	—	—	3	238
Mr. Chau Chit, Jeremy	周哲先生	120	—	—	—	—	120
		<b>875</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>9</b>	<b>884</b>
<b>2021</b>	<b>2021年</b>						
Mr. Lee Luen Wai, John <i>BBS JP</i>	李聯偉先生 (銅紫荊星章， 太平紳士)	265	—	—	—	—	265
Dr. Li Kwok Tung, Donald <i>SBS JP</i>	李國棟醫生 (銀紫荊星章， 太平紳士)	215	—	—	—	—	215
Mr. Yeung Wing Sun, Mike	楊榮燊先生	215	—	—	—	—	215
		<b>695</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>695</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 9. DIRECTORS' REMUNERATION (Continued)

#### (b) Executive directors

### 9. 董事酬金 (續)

#### (b) 執行董事

		Fees	Salaries, allowances and other benefits	Discretionary bonuses	Equity-settled share-based payment expense	Pension scheme contributions	Total remuneration
		袍金	薪金、 津貼及 其他福利	酌情花紅	以權益結算的 以股份為基礎 的付款開支	退休金 計劃供款	酬金總額
		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
<b>2022</b>	<b>2022年</b>						
Dr. Sun Yiu Kwong	孫耀江醫生	235	7,365	—	211	3	7,814
Ms. Kwok Cheuk Kwan, Jacquen	郭卓君女士	235	4,020	—	211	21	4,487
Mr. Tsang On Yip, Patrick	曾安業先生	235	—	—	211	3	449
Dr. Sun Man Kin, Michael	孫文堅醫生	235	—	—	211	3	449
Mr. Lee Kar Chung, Felix	李家聰先生	235	2,160	—	211	21	2,627
Dr. Lee Pak Cheung, Patrick	李柏祥醫生	235	—	—	211	3	449
		1,410	13,545	—	1,266	54	16,275
<b>2021</b>	<b>2021年</b>						
Dr. Sun Yiu Kwong	孫耀江醫生	215	7,355	—	25	—	7,595
Ms. Kwok Cheuk Kwan, Jacquen	郭卓君女士	215	4,000	—	25	28	4,268
Mr. Tsang On Yip, Patrick	曾安業先生	215	—	—	25	10	250
Dr. Sun Man Kin, Michael	孫文堅醫生	215	—	—	25	10	250
Mr. Lee Kar Chung, Felix	李家聰先生	215	3,162	—	25	28	3,430
Dr. Lee Pak Cheung, Patrick	李柏祥醫生	215	—	—	25	10	250
		1,290	14,517	—	150	86	16,043



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 9. DIRECTORS' REMUNERATION (Continued)

#### (b) Executive directors (Continued)

During the year, no remuneration was paid or payable by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2021: Nil).

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2021: Nil).

During the year, professional services fees were paid/payables to Dr. Sun Man Kin, Michael and Dr. Lee Pak Cheung, Patrick, the executive directors of the Company, in relation to the rendering of healthcare services to the Group. Further details of which are set out in note 44(b) to the consolidated financial statements.

### 10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2021: three) directors, details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining two (2021: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

### 9. 董事酬金 (續)

#### (b) 執行董事 (續)

年內，本集團概無已付或應付董事酬金作為加入本集團或加入本集團後的獎勵或作為離職補償(2021年：無)。

年內概無董事放棄或同意放棄任何酬金的安排(2021年：無)。

於本年度，就孫文堅醫生及李柏祥醫生(均為本公司執行董事)為本集團提供醫療保健服務而有已付/應付彼等的專業服務費。進一步詳情載於綜合財務報表附註44(b)。

### 10. 五名最高薪酬僱員

年內，五名最高薪酬僱員包括三名(2021年：三名)董事，彼等的酬金詳情載於上文附註9。年內餘下兩名(2021年：兩名)既非本公司董事亦非行政總裁的最高薪酬僱員的酬金詳情如下：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	3,270	3,243
Discretionary bonuses	酌情花紅	566	30
Equity-settled share-based payment expense	以權益結算的以股份為基礎的付款開支	304	80
Pension scheme contributions	退休金計劃供款	36	36
		4,176	3,389

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 10. FIVE HIGHEST PAID EMPLOYEES (Continued)

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2022 2022年	2021 2021年
		HK\$'000 千港元	HK\$'000 千港元
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	2
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	–
		2	2

Share options and share awards were granted to a non-director and non-chief executive highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in notes 35 and 36 to the consolidated financial statements, respectively.

The fair values of such options and awards, which have been recognised in the consolidated statement of profit or loss over the vesting period, were determined as at the dates of grant and the amount included in the consolidated financial statements is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

### 10. 五名最高薪酬僱員 (續)

最高薪酬非董事及非行政總裁僱員在下列組別的人數如下：

一名非董事亦非行政總裁的最高薪酬僱員就彼向本集團提供服務而獲授購股權及股份獎勵，有關進一步詳情分別載於綜合財務報表附註35及36。

該等購股權及獎勵的公允價值於授出日期釐定，乃於歸屬期內在綜合損益表中確認，而計入綜合財務報表的金額包括在上述的非董事及非行政總裁最高薪酬僱員之酬金披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 11. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits arising in Hong Kong during the year except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax regime effective from the year of assessment 2018/2019.

The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

The amount of income tax from continuing operations charged to the consolidated income statement represents:

### 11. 所得稅

香港利得稅已於年內對香港產生的估計應課稅利潤按16.5%（2021年：16.5%）的稅率計提撥備，但本集團一間附屬公司除外，該附屬公司為由2018/2019課稅年度起生效的兩級利得稅率制度下的合資格實體。

該附屬公司的首2,000,000港元應課稅利潤按8.25%稅率繳稅，其餘應課稅利潤按16.5%稅率繳稅。

其他地區應課稅利潤的稅項按本集團業務所在國家／司法權區的現行稅率計算。

於綜合損益表扣除之來自持續經營業務之所得稅金額代表：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元 (Restated) (經重列)
Current – Hong Kong	即期 – 香港		
Charge for the year	年內支出	15,116	18,994
Over-provision in prior years	過往年度超額撥備	(984)	(12)
Current – Elsewhere	即期 – 其他地區		
Charge for the year	年內支出	518	694
Withholding tax	預扣稅	(85)	69
Under/(over)-provision in prior years	過往年度撥備不足／(超額撥備)	6	(31)
Deferred (note 32)	遞延(附註32)	(2,625)	66
<b>Total tax charge for the year</b>	<b>年內稅項支出總額</b>	<b>11,946</b>	<b>19,780</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 11. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax from continuing operations using the Hong Kong statutory tax rate (the statutory tax rate for the jurisdiction in which the majority of the Company's subsidiaries are domiciled) to the tax charge at the Group's effective tax rate is as follows:

### 11. 所得稅 (續)

本集團以香港法定稅率(即本公司大多數附屬公司註冊成立所在司法權區的法定稅率)計算適用於來自持續經營業務之除稅前利潤的稅務開支與以實際稅率計算的稅務開支對賬如下:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
			(Restated)
			(經重列)
Profit before tax	除稅前利潤	85,980	90,357
Tax at the Hong Kong statutory tax rate of 16.5% (2021: 16.5%)	按香港16.5%(2021年: 16.5%)的法定稅率所計稅額	14,187	14,909
Difference in tax rates for specific jurisdictions or enacted by local tax authority, net	特定司法權區或當地稅務機關實施稅率之差異淨額	(618)	248
Adjustments in respect of current tax of previous periods	就過往期間的當期稅項作調整	(978)	(43)
Profits and losses attributable to joint ventures and associates	合資公司及聯營公司應佔利潤及虧損	269	(13)
Income not subject to tax	無須繳納稅項之收入	(6,325)	(1,521)
Expenses not deductible for tax	不可扣稅之支出	3,643	1,156
Tax losses utilised from previous periods	自過往期間動用之稅項虧損	(318)	(1,086)
Tax losses not recognised	未確認之稅項虧損	3,180	4,487
Others	其他	(1,094)	1,643
Tax charge at the Group's effective rate	按本集團實際稅率計算之稅項支出	11,946	19,780

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 12. DIVIDENDS

### 12. 股息

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Dividends recognised as distribution during the year:	年內確認為分派的股息：		
Final 2021 – HK2.80 cents (2020: HK2.65 cents) per ordinary share	2021年末期股息—每股普通股 2.80港仙(2020年：2.65港仙)	21,710	20,293
Less: Dividend for shares held under the share award scheme	減：股份獎勵計劃項下預留的 股份的股息	(272)	(233)
		<b>21,438</b>	20,060
Interim 2022 – HK1.50 cent (2021: 1.00 cent) per ordinary share	2022年中期股息—每股普通股 1.50港仙(2021年：1.00港仙)	11,890	7,754
Less: Dividend for shares held under the share award scheme	減：股份獎勵計劃項下預留的 股份的股息	(151)	(96)
		<b>11,739</b>	7,658
		<b>33,177</b>	27,718
Dividend proposed after the end of the reporting period:	報告期末後擬派股息：		
Proposed final 2022 (with scrip option) – HK3.00 cents (2021: HK2.80 cents, with scrip option) per ordinary share	建議2022年末期股息(附帶以股 代息選項)—每股普通股 3.00港仙(2021年：2.80港仙 (附帶以股代息選項))	23,780	21,710

The proposed final 2022 dividend of HK3.00 cents per ordinary share for the year, with a scrip dividend alternative, is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

年內建議2022年末期股息每股普通股3.00港仙(附帶以股代息選項)須待本公司股東於應屆股東週年大會上批准。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$72,168,000 (2021: HK\$34,834,000), and the weighted average number of ordinary shares of 772,787,744 (2021: 760,907,224) in issue during the year, as adjusted to exclude the shares held under the share award scheme.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$72,168,000 (2021: HK\$34,834,000). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares of 772,787,744 (2021: 760,907,224) in issue during the year and excluded the shares held under the share award scheme, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares of 366,353 (2021: nil) assumed to have been issued at no consideration on the deemed exercise of all share options and warrants (2021: share options and warrants) into ordinary shares.

The weighted average number of ordinary shares for the years ended 30 June 2022 and 2021 have been adjusted to reflect the bonus element in respect of scrip dividend during the year.

### 13. 本公司普通權益持有人應佔每股盈利

每股基本盈利金額乃基於本公司普通權益持有人應佔年內利潤72,168,000港元(2021年: 34,834,000港元)及年內已發行普通股加權平均股數772,787,744股(2021年: 760,907,224股)(不包括股份獎勵計劃項下預留的股份)計算。

每股攤薄盈利金額乃基於本公司普通權益持有人應佔年內利潤72,168,000港元(2021年: 34,834,000港元)計算。計算所用的普通股加權平均股數為計算每股基本盈利所用的年內已發行772,787,744股(2021年: 760,907,224股)普通股,並不包括股份獎勵計劃項下預留的股份,以及假設於所有購股權及認股權證(2021年: 購股權及認股權證)被視為已行使為普通股時,按無償方式發行的普通股加權平均股數為366,353股(2021年: 無)。

截至2022年及2021年6月30日止年度的普通股加權平均數已作調整,以反映年內已分派的以股代息的紅利元素。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 14. PROPERTY, PLANT AND EQUIPMENT

### 14. 物業、廠房及設備

		Buildings	Leasehold improvements	Furniture, fixtures and office equipment	Medical equipment	Computer	Motor vehicle	Total
		樓宇	租賃物業裝修	傢俱、裝置及辦公室設備	醫療設備	電腦	汽車	合計
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>30 June 2022</b>	<b>2022年6月30日</b>							
At 30 June 2021 and at 1 July 2021:	於2021年6月30日及於2021年7月1日:							
Cost	成本	57,125	57,538	7,739	74,179	31,060	564	228,205
Accumulated depreciation	累計折舊	(2,626)	(43,148)	(6,053)	(52,983)	(23,401)	(564)	(128,775)
Net carrying amount	賬面淨值	54,499	14,390	1,686	21,196	7,659	-	99,430
At 1 July 2021, net of accumulated depreciation	於2021年7月1日，經扣除累計折舊	54,499	14,390	1,686	21,196	7,659	-	99,430
Additions	添置	-	49,225	2,352	23,379	5,591	-	80,547
Disposal of subsidiaries	出售附屬公司	39	(9,156)	(991)	(406)	(3,605)	-	(14,158)
Write-off	撇銷	-	(95)	(53)	(172)	(23)	-	(343)
Depreciation provided during the year	年內計提折舊	(a)	(10,190)	(782)	(8,240)	(3,953)	-	(24,092)
Exchange realignment	匯兌調整	-	280	20	21	(204)	-	117
At 30 June 2022, net of accumulated depreciation and impairment	於2022年6月30日，經扣除累計折舊及減值	53,572	44,454	2,232	35,778	5,465	-	141,501
At 30 June 2022:	於2022年6月30日:							
Cost	成本	57,125	88,209	7,834	92,309	30,682	602	276,761
Accumulated depreciation and impairment	累計折舊及減值	(3,553)	(43,755)	(5,602)	(56,531)	(25,217)	(602)	(135,260)
Net carrying amount	賬面淨值	53,572	44,454	2,232	35,778	5,465	-	141,501

(a) The amount represents depreciation charge of HK\$24,092,000 which includes HK\$22,163,000 (note 7) arising from continuing operations and HK\$1,929,000 arising from discontinued operation.

(a) 有關款項代表24,092,000港元之折舊支出，當中包括來自持續經營業務之22,163,000港元(附註7)及來自已終止經營業務之1,929,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 14. PROPERTY, PLANT AND EQUIPMENT (Continued)

### 14. 物業、廠房及設備 (續)

		Buildings	Leasehold improvements	Furniture, fixtures and office equipment	Medical equipment	Computer	Motor vehicle	Total
		樓宇	租賃物業裝修	傢俱、裝置及辦公室設備	醫療設備	電腦	汽車	合計
		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
<b>30 June 2021</b>	<b>2021年6月30日</b>							
At 30 June 2020 and at 1 July 2020:	於2020年6月30日及於2020年7月1日：							
Cost	成本	57,125	50,408	7,280	59,217	25,164	509	199,703
Accumulated depreciation	累計折舊	(1,699)	(35,746)	(5,441)	(40,212)	(19,672)	(509)	(103,279)
Net carrying amount	賬面淨值	55,426	14,662	1,839	19,005	5,492	-	96,424
At 1 July 2020, net of accumulated depreciation	於2020年7月1日，經扣除累計折舊	55,426	14,662	1,839	19,005	5,492	-	96,424
Additions	添置	-	7,323	953	7,111	5,979	-	21,366
Acquisitions of a subsidiary (note 40)	收購一間附屬公司(附註40)	-	61	18	4,201	5	-	4,285
Disposal of a subsidiary	出售一間附屬公司	-	(213)	-	-	-	-	(213)
Depreciation provided during the year <sup>(b)</sup>	年內計提折舊 <sup>(b)</sup>	(927)	(6,740)	(1,089)	(8,563)	(3,854)	-	(21,173)
Reclassified to assets held for sale	重新分類為持作出售資產	-	(940)	(98)	(811)	(26)	-	(1,875)
Exchange realignment	匯兌調整	-	237	63	253	63	-	616
At 30 June 2021, net of accumulated depreciation and impairment	於2021年6月30日，經扣除累計折舊及減值	54,499	14,390	1,686	21,196	7,659	-	99,430
At 30 June 2021:	於2021年6月30日：							
Cost	成本	57,125	57,538	7,739	74,179	31,060	564	228,205
Accumulated depreciation and impairment	累計折舊及減值	(2,626)	(43,148)	(6,053)	(52,983)	(23,401)	(564)	(128,775)
Net carrying amount	賬面淨值	54,499	14,390	1,686	21,196	7,659	-	99,430

(b) The amount represents depreciation charge of HK\$21,173,000 which includes HK\$19,009,000 (note 7) arising from continuing operations and HK\$2,164,000 arising from discontinued operation.

(b) 有關款項代表21,173,000港元之折舊支出，當中包括來自持續經營業務之19,009,000港元(附註7)及來自已終止經營業務之2,164,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 15. LEASES

#### The Group as a lessee

The Group has lease contracts for its medical centres, office properties and office equipment. The leases are negotiated for terms ranging from two to nine years.

#### (a) Right-of-use assets

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

			Leased properties 租賃物業	Office equipment 辦公室設備	Total 合計
	Note 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
As at 1 July 2021	於2021年7月1日		72,360	1,306	73,666
Additions	添置		125,628	–	125,628
Disposal of subsidiaries	出售附屬公司	39	(5,534)	–	(5,534)
Lease modification	租賃修改		(772)	–	(772)
Depreciation charge*	折舊支出*		(56,394)	(514)	(56,908)
Exchange realignment	匯兌調整		(82)	–	(82)
As at 30 June 2022	於2022年6月30日		135,206	792	135,998

			Leased properties 租賃物業	Office equipment 辦公室設備	Total 合計
	Note 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
As at 1 July 2020	於2020年7月1日		80,332	1,820	82,152
Additions	添置		58,012	–	58,012
Acquisition of a subsidiary	收購一間附屬公司	40	2,796	–	2,796
Disposal of a subsidiary	出售一間附屬公司		(4,404)	–	(4,404)
Lease modification	租賃修改		(243)	–	(243)
Depreciation charge*	折舊支出*		(50,691)	(514)	(51,205)
Reclassified as disposal groups held for sale	重新分類為持作出售 之出售組別	48	(16,265)	–	(16,265)
Exchange realignment	匯兌調整		2,823	–	2,823
As at 30 June 2021	於2021年6月30日		72,360	1,306	73,666

\* The amount represents depreciation charge of HK\$56,908,000 (2021: HK\$51,205,000) which includes HK\$54,625,000 (2021: HK\$47,543,000) arising from continuing operations (note 7) and HK\$2,283,000 (2021: HK\$3,662,000) arising from discontinued operation.

\* 有關款項代表56,908,000港元(2021年: 51,205,000港元)之折舊支出,當中包括來自持續經營業務之54,625,000港元(2021年: 47,543,000港元)(附註7)及來自已終止經營業務之2,283,000港元(2021年: 3,662,000港元)。

### 15. 租賃

#### 本集團作為承租人

本集團就其醫務中心、辦公室物業及辦公室設備訂有租賃合約。租賃乃按二至九年期磋商。

#### (a) 使用權資產

本集團使用權資產的賬面值及年內變動如下:

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 15. LEASES (Continued) The Group as a lessee (Continued)

#### (b) Lease liabilities

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

	Note 附註	Lease liabilities 租賃負債 HK\$'000 千港元
Carrying amount at 1 July 2021		78,027
New leases		133,017
Disposal of subsidiaries	39	(6,121)
Lease modification		(848)
Accretion of interest recognised during the year <sup>o</sup>		4,067
Payments		(59,037)
Rent concessions		(777)
Exchange realignment		13
Carrying amount at 30 June 2022		148,341
Analysed into:		
Current portion		63,272
Non-current portion		85,069
		148,341

	Note 附註	Lease liabilities 租賃負債 HK\$'000 千港元
Carrying amount at 1 July 2020		86,565
New leases		58,012
Acquisition of a subsidiary	40	2,805
Disposal of a subsidiary		(4,861)
Lease modification		(249)
Accretion of interest recognised during the year <sup>o</sup>		3,566
Payments		(50,814)
Rent concessions		(1,581)
Reclassified as disposal groups held for sale		
Exchange realignment	48	(18,447)
Carrying amount at 30 June 2021		78,027
Analysed into:		
Current portion		38,731
Non-current portion		39,296
		78,027

<sup>o</sup> The amount represents interest expense of HK\$4,067,000 (2021: HK\$3,566,000) which includes HK\$3,918,000 (2021: HK\$3,217,000) arising from continuing operations (note 8) and HK\$149,000 (2021: HK\$349,000) (Note 39) arising from discontinued operation.

### 15. 租賃(續) 本集團作為承租人(續)

#### (b) 租賃負債

租賃負債的賬面值及年內變動如下：

	Note 附註	租賃負債 賬面值 HK\$'000 千港元
於2021年7月1日的賬面值		78,027
新租賃		133,017
出售附屬公司	39	(6,121)
租賃修改		(848)
年內確認的利息增加 <sup>o</sup>		4,067
付款		(59,037)
租金減免		(777)
匯兌調整		13
於2022年6月30日的賬面值		148,341
分析作：		
即期部分		63,272
非即期部分		85,069
		148,341

	Note 附註	租賃負債 賬面值 HK\$'000 千港元
於2020年7月1日的賬面值		86,565
新租賃		58,012
收購一間附屬公司	40	2,805
出售一間附屬公司		(4,861)
租賃修改		(249)
年內確認的利息增加 <sup>o</sup>		3,566
付款		(50,814)
租金減免		(1,581)
重新分類為持作出售之 出售組別		
匯兌調整	48	(18,447)
於2021年6月30日的賬面值		78,027
分析作：		
即期部分		38,731
非即期部分		39,296
		78,027

<sup>o</sup> 有關款項代表4,067,000港元(2021年：3,566,000港元)之利息開支，當中包括來自持續經營業務之3,918,000港元(2021年：3,217,000港元)(附註8)及來自已終止經營業務之149,000港元(2021年：349,000港元)(附註39)。

The maturity analysis of lease liabilities is disclosed in note 47 to the consolidated financial statements.

租賃負債的到期分析於綜合財務報表附註47披露。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 15. LEASES (Continued)

#### The Group as a lessee (Continued)

- (c) The amounts recognised in profit or loss from continuing and discontinued operation in relation to leases are as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on lease liabilities	租賃負債的利息	4,067	3,566
Depreciation charge of right-of-use assets	使用權資產的折舊支出	56,908	51,205
Rent concessions	租金減免	(777)	(1,581)
Lease modification	租賃修改	(76)	(6)
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 30 June (note 7)	有關短期租賃及餘下租期於6月30日或之前屆滿的其他租賃之開支(附註7)	2,108	3,806
Total amount recognised in profit or loss	於損益確認的總額	62,230	56,990

- (d) The total cash outflow for leases are disclosed in note 42(c) to the consolidated financial statements.

#### The Group as a lessor

##### (e) Finance Lease Receivables

During the year, one of the Group's lease is sublet under finance leases. The term of finance leases entered into is 4 years.

### 15. 租賃(續)

#### 本集團作為承租人(續)

- (c) 有關租賃於損益確認來自持續經營業務及已終止經營業務的金額如下：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on lease liabilities	租賃負債的利息	4,067	3,566
Depreciation charge of right-of-use assets	使用權資產的折舊支出	56,908	51,205
Rent concessions	租金減免	(777)	(1,581)
Lease modification	租賃修改	(76)	(6)
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 30 June (note 7)	有關短期租賃及餘下租期於6月30日或之前屆滿的其他租賃之開支(附註7)	2,108	3,806
Total amount recognised in profit or loss	於損益確認的總額	62,230	56,990

- (d) 租賃的現金流出總額於綜合財務報表附註42(c)披露。

#### 本集團作為出租人

##### (e) 融資租賃應收款項

年內，本集團一項租賃乃根據融資租賃分租。所訂立之融資租賃平均期限為4年。

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Non-current finance lease receivables	非即期融資租賃應收款項	5,858	-
Current finance lease receivables	即期融資租賃應收款項	1,578	-
		7,436	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 15. LEASES (Continued)

#### The Group as a lessor (Continued)

#### (e) Finance Lease Receivables (Continued)

Amounts receivable under finance leases

		Minimum lease payments		Present value of lease payments	
		最低租賃付款	租賃付款之現值	最低租賃付款	租賃付款之現值
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Not later than one year	不超過一年	1,830	-	1,578	-
Later than one year and not later than two years	超過一年但不超過兩年	2,134	-	1,954	-
Later than two years and not later than five years	超過兩年但不超過五年	4,039	-	3,904	-
		8,003	-	7,436	-
Less: unearned finance income	減：未賺取融資收入	(567)	-	-	-
Present value of minimum lease payments receivable	應收最低租賃付款之現值	7,436	-	7,436	-

### 16. GOODWILL

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
At the beginning of year	於年初	164,768	171,264
Acquisitions of subsidiaries/business (note 40)	收購附屬公司／業務 (附註40)	-	18,768
Impairment upon initial classified as held for sale (note 7)	於初步分類為持作出售後之減值 (附註7)	-	(20,015)
Reclassified as disposal groups held for sale (note 48)	重新分類為持作出售之出售組別 (附註48)	-	(5,249)
At the end of year	於年末	164,768	164,768

#### Impairment testing of goodwill

Details of the impairment testing of goodwill have been set out in note 18 to the consolidated financial statements.

### 15. 租賃 (續)

#### 本集團作為出租人 (續)

#### (e) 融資租賃應收款項 (續)

融資租賃項下應收款項

### 16. 商譽

#### 商譽減值測試

商譽減值測試的詳情載於綜合財務報表附註18。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 17. OTHER INTANGIBLE ASSETS

### 17. 其他無形資產

		Brand names* 品牌名稱*	Customer relationships 客戶關係	Software 軟件	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>30 June 2022</b>	<b>2022年6月30日</b>				
Cost at 1 July 2021, net of accumulated amortisation	於2021年7月1日的成本，扣除累計攤銷	56,958	4,723	-	61,681
Amortisation provided during the year	年內計提攤銷	-	(1,829)	-	(1,829)
At 30 June 2022	於2022年6月30日	56,958	2,894	-	59,852
At 30 June 2022:	於2022年6月30日：				
Cost	成本	56,958	9,472	5,285	71,715
Accumulated amortisation	累計攤銷	-	(6,578)	(5,285)	(11,863)
Net carrying amount	賬面淨值	56,958	2,894	-	59,852
<b>30 June 2021</b>	<b>2021年6月30日</b>				
Cost at 1 July 2020, net of accumulated amortisation	於2020年7月1日的成本，扣除累計攤銷	65,647	11,325	-	76,972
Addition	添置	-	-	2,084	2,084
Amortisation provided during the year	年內計提攤銷	-	(2,406)	(2,084)	(4,490)
Reclassified as disposal groups held for sale	重新分類為持作出售之出售組別	(8,689)	(4,196)	-	(12,885)
At 30 June 2021	於2021年6月30日	56,958	4,723	-	61,681
At 30 June 2021:	於2021年6月30日：				
Cost	成本	56,958	9,472	5,285	71,715
Accumulated amortisation	累計攤銷	-	(4,749)	(5,285)	(10,034)
Net carrying amount	賬面淨值	56,958	4,723	-	61,681

\* Brand names are regarded as having indefinite useful lives as they are expected to generate net cash inflows to the Group indefinitely. As at 30 June 2022, brand names with indefinite useful lives were tested for impairment (note 18).

\* 品牌名稱乃視為具有無限可使用年期，原因為其預期可以無限期為本集團產生淨現金流入。於2022年6月30日，具有無限可使用年期的品牌名稱已進行減值測試(附註18)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 18. IMPAIRMENT TESTING OF GOODWILL AND INDEFINITE-LIVED INTANGIBLE ASSETS

Goodwill and indefinite-lived intangible assets acquired through business combinations are allocated to the following cash-generating units for impairment testing:

- Hong Kong medical services cash-generating unit; and
- Hong Kong dental services cash-generating unit.

In June 2021, the Group had committed transactions to dispose certain subsidiaries (note 48). Accordingly, the Group reclassified a group of assets and liabilities relating to those subsidiaries as held for sale as of 30 June 2021. Write-offs of goodwill relating to the Hong Kong medical services and PRC medical service CGU amounting to HK\$9,697,000 and HK\$8,602,000 were made upon the initial classification to held for sale based on the lower of fair value less cost to sell and carrying amount of the disposal group. Please refer to note 48 for details.

The respective carrying amounts of goodwill and indefinite-lived intangible assets allocated to each of the cash-generating units are as follows:

		Hong Kong medical services 香港醫療服務		Hong Kong dental services 香港牙科服務		Total 合計	
		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Carrying amounts of goodwill	商譽的賬面值	141,666	141,666	23,102	23,102	164,768	164,768
Carrying amounts of indefinite-lived intangible assets	無限年期的無形資產的賬面值	56,958	56,958	-	-	56,958	56,958

### 18. 商譽及無限年期的無形資產減值測試

商譽及通過業務合併收購的無限年期的無形資產乃分配至以下現金產生單位進行減值測試：

- 香港醫療服務現金產生單位；及
- 香港牙科服務現金產生單位。

於2021年6月，本集團已承諾進行交易以出售若干附屬公司（附註48）。因此，於2021年6月30日，本集團已將與該等附屬公司有關的一組資產及負債重新分類為持作出售。於初步分類為持作出售後已根據出售組別之公允價值減出售成本與賬面值之較低者而對香港醫療服務及中國醫療服務現金產生單位之相關商譽作出9,697,000港元及8,602,000港元之撇銷。詳情請參閱附註48。

分配至各現金產生單位的商譽及無限年期的無形資產的各自賬面值如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 18. IMPAIRMENT TESTING OF GOODWILL AND INDEFINITE-LIVED INTANGIBLE ASSETS

(Continued)

The recoverable amounts of the Hong Kong medical services and Hong Kong dental services cash-generating units have been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management covering a five-year period. The basis used to determine the value assigned to the budgeted revenue is the average revenue achieved in the year immediately before the budget year, taking into account the expected growth rate. The growth rates and discount rates applied to the cash flow projections are as follows:

		2022 2022年	2021 2021年
Hong Kong medical services	香港醫療服務		
Growth rate	增長率	4.4-20.5%	5-13.4%
Discount rate	折現率	13.0%	11.2%
Hong Kong dental services	香港牙科服務		
Growth rate	增長率	2.2-3.0%	5-6%
Discount rate	折現率	13.0%	11.2%

Assumptions were used in the value in use calculations of the cash-generating units for 30 June 2022 and 30 June 2021. The following describes each key assumption on which management has based on its cash flow projections to undertake impairment testing of goodwill and indefinite-lived intangible assets:

*Growth rate* – The growth rate is determined with reference to the growth rate for the relevant unit, adjusted for expected business, market development and economic condition.

*Discount rate* – The discount rate used is before tax and reflects specific risks relating to the relevant unit which is determined with reference to the weighted average cost of capital of the Group.

### 18. 商譽及無限年期的無形資產減值測試 (續)

香港醫療服務及香港牙科服務現金產生單位的可收回金額根據使用價值進行計算而釐定，乃基於高級管理層所批准涵蓋五年期間的財政預算計算現金流預測。用於釐定預算收入相關價值的基準指緊接預算年度前一年所取得的平均收入，同時計及預期增長率。應用於現金流預測的增長率及折現率如下：

於2022年6月30日及2021年6月30日計算現金產生單位使用價值時採用了假設。管理層乃基於以下主要假設利用現金流量預測進行商譽及無限年期的無形資產減值測試：

*增長率*—增長率經參考有關單位的增長率而釐定，並就預期業務、市場發展及經濟條件予以調整。

*折現率*—所採用的折現率為除稅前並反映參考本集團資本成本加權平均值所釐定的有關單位的特定風險。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 18. IMPAIRMENT TESTING OF GOODWILL AND INDEFINITE-LIVED INTANGIBLE ASSETS

(Continued)

Other key assumptions for the value in use calculations relate to the estimation of cash outflows for key operating expenses. Such estimation is based on historical performance and/or amounts stipulated in underlying contracts, where applicable.

In the opinion of the Company's directors, for Hong Kong medical services CGU and Hong Kong dental services CGU, any reasonably possible change in the above key assumptions would not cause the carrying amounts of the respective CGUs to exceed their recoverable amounts.

### 19. INVESTMENTS IN JOINT VENTURES

### 18. 商譽及無限年期的無形資產減值測試(續)

使用價值計算的其他關鍵假設與主要經營開支的現金流出量的估計有關。該等估計乃根據過往表現及／或相關合約(如適用)所訂明之金額作出。

本公司董事認為，就香港醫療服務現金產生單位及香港牙科服務現金產生單位而言，上述主要假設的任何合理可能變動不會導致各現金產生單位的賬面值超過其可收回金額。

### 19. 於合資公司的投資

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Share of net assets	應佔淨資產	7,978	7,970

Particulars of the Group's joint ventures as at 30 June 2022 are as follows:

本集團合資公司於2022年6月30日的詳情如下：

Name 名稱	Place of registration/ incorporation and business 註冊／註冊成立 及營業地點	Percentage of effective interest 有效權益百分比			Principal activities 主要業務
		Ownership interest 擁有權權益	Voting power 表決權	Profit sharing 利潤分成	
UMP Dental Centre JV Limited ("UMP Dental JV") 聯合醫務牙科合資有限公司 (「聯合醫務牙科合資公司」)	Hong Kong 香港	50	50	50	Provision of dental services 提供牙科服務
Acton Digital PET-CT Centre Limited ("Acton")	Hong Kong 香港	31	31	31	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務

The above investments are indirectly held by the Company.

上述投資由本公司間接持有。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 19. INVESTMENTS IN JOINT VENTURES (Continued)

The Group has discontinued the recognition of its share of losses of UMP Dental JV because the share of losses of the joint venture exceeded the Group's interest in the joint venture and the Group has no obligation to take up further losses. The amounts of the Group's unrecognised share of loss of this joint venture for the current year and cumulatively were HK\$139,000 (2021: HK\$152,000) and HK\$1,487,000 (2021: HK\$1,348,000), respectively.

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Share of the joint venture's profit/(loss) and total comprehensive loss for the year	應佔合資公司利潤/(虧損)及年內全面虧損總額	8	(1,255)
Aggregate carrying amount of the Group's investments in the joint ventures	本集團於合資公司的投資賬面總值	7,978	7,970

### 19. 於合資公司的投資(續)

本集團已終止確認其應佔聯合醫務牙科合資公司的虧損，原因是應佔該合資公司的虧損已超出本集團於該合資公司的權益，本集團並無責任承擔進一步虧損。本集團於本年度及累計應佔此合資公司的未確認虧損金額分別為139,000港元(2021年：152,000港元)及1,487,000港元(2021年：1,348,000港元)。

下表說明個別不屬重大的本集團合資公司的匯總財務資料：

### 20. INVESTMENTS IN ASSOCIATES

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Share of net assets	應佔淨資產	25,412	5,131
Impairment*	減值*	(630)	(630)
		24,782	4,501

\* As at 30 June 2020, the recoverable amount of the Group's interest in an associate, 深圳醫信兒科門診部有限公司, was assessed to be minimal and less than its carrying amount. Accordingly, the Group recognised an impairment loss of HK\$630,000 for the year ended 30 June 2020.

### 20. 於聯營公司的投資

\* 於2020年6月30日，本集團於深圳醫信兒科門診部有限公司權益的可收回金額經評定為甚低及低於其賬面值。因此，本集團於截至2020年6月30日止年度確認減值虧損630,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 20. INVESTMENTS IN ASSOCIATES (Continued)

Particulars of the associates are as follows:

### 20. 於聯營公司的投資(續)

聯營公司的詳細情況如下：

Name 名稱	Place of registration/ incorporation and business 註冊/註冊成立 及營業地點	Percentage of ownership interest attributable to the Group 本集團所佔擁有權權益 百分比		Principal activities 主要業務
		2022 2022年	2021 2021年	
Causeway Bay MRI Centre Limited 銅鑼灣磁力共振中心有限公司	Hong Kong 香港	20	20	Provision of medical laboratory scanning services 提供醫療化驗掃描服務
Sunny Wealth Consultants Limited 朗寶顧問有限公司	Hong Kong 香港	30	30	Provision of surgical services 提供手術服務
Tiger Era Limited 賢鋒有限公司	Hong Kong 香港	30	30	Provision of surgical and consultation services 提供手術及諮詢服務
UMP Eyecare and Optometry Centre Limited ("UMP Eyecare") 聯合醫務眼科保健及視光中心 有限公司(「聯合眼科」)	Hong Kong 香港	50	50	Provision of medical services and sale of spectacles 提供醫療服務及銷售鏡片
UMP Medical Centre (Tsing Yi) Limited 聯合醫務中心(青衣)有限公司	Hong Kong 香港	50	50	Provision of medical services 提供醫療服務
UMP Medical Centre (Tsing Yi On Tao) Limited 聯合醫務中心(青衣安濤)有限公司	Hong Kong 香港	20	20	Provision of medical services 提供醫療服務
Paeon ProCare Day Surgery Centre Limited 倍康日間手術中心有限公司	Hong Kong 香港	25	–	Provision of day surgery services 提供日間手術服務
UMP Healthcare China Limited ("UMP Healthcare China") <sup>®</sup> 聯合醫務中國有限公司 (「聯合醫務中國」) <sup>®</sup>	Cayman Islands/ Hong Kong 開曼群島/香港	13.5	80	Investment holding 投資控股

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 20. INVESTMENTS IN ASSOCIATES (Continued)

Particulars of the associates are as follows:

### 20. 於聯營公司的投資(續)

聯營公司的詳細情況如下：

Name 名稱	Place of registration/ incorporation and business 註冊/註冊成立 及營業地點	Percentage of ownership interest attributable to the Group 本集團所佔擁有權權益 百分比		Principal activities 主要業務
		2022	2021	
		2022年	2021年	
聯合醫務醫療科技(海南)有限公司 <sup>△</sup> 聯合醫務醫療科技(海南)有限公司 <sup>△</sup>	PRC 中國	13.5	80	Provision of medical services 提供醫療服務
海南聯合醫務互聯網醫院有限公司 <sup>△</sup> 海南聯合醫務互聯網醫院有限公司 <sup>△</sup>	PRC 中國	13.5	80	Provision of healthcare consultation services 提供醫療保健諮詢服務
海南聯合醫務遠程醫療中心有限公司 <sup>△</sup> 海南聯合醫務遠程醫療中心有限公司 <sup>△</sup>	PRC 中國	13.5	80	Provision of healthcare training services 提供醫療保健培訓服務
聯合(深圳)醫療諮詢有限公司* 聯合(深圳)醫療諮詢有限公司*	PRC 中國	13.5	80	Provision of healthcare training and consultation services 提供醫療保健培訓及諮詢服務
UMP Medical Centre (Grandiose) Limited ("UMP Grandiose") 聯合醫務中心(君傲灣)有限公司 (「聯合君傲灣」)	Hong Kong 香港	50	50	Provision of medical services 提供醫療服務
深圳醫信兒科門診部有限公司*	PRC 中國	20	20	Provision of medical services 提供醫療服務
Omni Care Medical Centre Limited Omni Care Medical Centre Limited	Hong Kong 香港	25	–	Provision of medical services 提供醫療服務

<sup>△</sup> On 31 December 2021, 55% shareholding of UMP Healthcare China Limited was disposed. Upon completion of partial disposal, UMP Healthcare China Limited became an associate of the Group. Further deemed disposal of 11.5% interest was completed as a result of subsequent equity dilution in March 2022.

\* The associate is a limited liability company under PRC law and registered as wholly-foreign owned enterprise under PRC law.

<sup>△</sup> The Company is a limited liability company under PRC law.

The above investments are indirectly held by the Company.

<sup>△</sup> 於2021年12月31日，聯合醫務中國有限公司之55%股權予以出售。於部份出售完成後，聯合醫務中國有限公司已成為本集團之聯營公司。進一步視作出售11.5%股權已由於在2022年3月之其後股權攤薄而完成。

\* 該聯營公司為中國法律下的有限責任公司並根據中國法律註冊為外商獨資企業。

<sup>△</sup> 該公司為中國法律下的有限責任公司。

上述投資由本公司間接持有。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 20. INVESTMENTS IN ASSOCIATES (Continued)

The Group has discontinued the recognition of its share of losses of associates, UMP Eyecare and UMP Grandiose (2021: UMP Eyecare and UMP Grandiose), because the share of losses of these associates exceeded the Group's interests in these associates and the Group has no obligation to take up further losses. The amount of the Group's unrecognised share of losses of these associates cumulatively was HK\$3,781,000 (2021: HK\$3,759,000).

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Share of the associates' (loss)/profit and total comprehensive income for the year	年內應佔聯營公司(虧損)/利潤及全面收入總額	(1,638)	1,333
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司的投資總賬面值	24,782	4,501

### 21. FINANCIAL ASSETS AT AMORTISED COST

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
<b>Financial assets at amortised cost</b>	<b>按攤銷成本計量的金融資產</b>	<b>18,865</b>	33,071
Analysed into:	分析作：		
Non-current portion	非即期部分	-	19,025
Current portion	即期部分	18,865	14,046
		<b>18,865</b>	33,071

As at 30 June 2022, the Group's financial assets at amortised cost represented listed debt investments with fixed maturity dates between 2022 and 2023 (2021: 2022 and 2023) and fixed interest rates ranging from 4.25% to 6.875% per annum (2021: 4.25% to 8.5% per annum).

### 20. 於聯營公司的投資(續)

本集團已終止確認其應佔聯營公司聯合眼科及聯合君傲灣(2021年：聯合眼科及聯合君傲灣)的虧損，因為應佔此等聯營公司的虧損已超出本集團於此等聯營公司的權益，而本集團並無責任承擔進一步虧損。本集團未確認的應佔該等聯營公司虧損累計金額為3,781,000港元(2021年：3,759,000港元)。

下表說明個別不屬重大的本集團聯營公司的匯總財務資料：

### 21. 按攤銷成本計量的金融資產

截至2022年6月30日，本集團按攤銷成本計量的金融資產指具有固定到期日介乎2022年至2023年(2021年：2022年至2023年)的上市債務投資，定息年利率介乎4.25%至6.875%(2021年：年利率介乎4.25%至8.5%)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 22. INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

### 22. 按公允價值計入其他全面收入的投資

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
<b>Investments at fair value through other comprehensive income</b>	<b>按公允價值計入其他全面收入的投資</b>		
Unlisted equity investments, at fair value*	非上市股本投資，按公允價值計量*	3,885	5,367
Listed equity investment, at fair value*	上市股本投資，按公允價值計量*	27,632	18,236
		<b>31,517</b>	<b>23,603</b>

\* The above investments were designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

\* 以上投資已指定為按公允價值計入其他全面收入，因為本集團認為此等投資在性質上屬策略投資。

During the year, the Group received dividends in the approximate amounts of HK\$90,000 (2021: Nil) and HK\$2,287,000 (2021: HK\$85,000) from an unlisted equity investment and a listed equity investment, respectively.

年內，本集團從一項非上市股本投資及一項上市股本投資分別收到股息約90,000港元（2021年：無）及2,287,000港元（2021年：85,000港元）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 23. INVENTORIES

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Pharmaceutical supplies	醫藥供應	8,834	9,198

### 24. TRADE RECEIVABLES

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易應收款項	81,414	83,364

The Group's trading terms with its Contract Customers are mainly on credit. The credit period is generally one month, extending up to two months for certain customers. Each contract customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a designated policy to monitor and minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest bearing.

Included in the Group's trade receivables are trade receivables due from related companies of HK\$812,000 (2021: HK\$612,000), which have the same credit period as other Contract Customers. Chow Tai Fook Enterprises Limited ("CTFE") is a major beneficial shareholder of these related companies in which Mr. Tsang On Yip, Patrick, an executive director of the Company, is the Chief Executive Officer of CTFE.

### 23. 存貨

	2022	2021
	2022年	2021年
	HK\$'000	HK\$'000
	千港元	千港元
Pharmaceutical supplies	8,834	9,198

### 24. 貿易應收款項

	2022	2021
	2022年	2021年
	HK\$'000	HK\$'000
	千港元	千港元
Trade receivables	81,414	83,364

本集團與其合約客戶之貿易條款主要以信貸方式進行。信貸期一般為一個月，對若干客戶可延長至兩個月。每名合約客戶均設有最高信用額度。本集團力求對未償還應收款項維持嚴格控制，並設有指定政策，以監測並將信貸風險減至最低。逾期結餘由高級管理層定期審視。本集團並無就該等貿易應收款項餘額持有任何抵押品或其他信貸提升保障。貿易應收款項不計息。

本集團的貿易應收款項包括應收關聯公司的貿易應收款項812,000港元（2021年：612,000港元），該等款項的信貸期與其他合約客戶相同。周大福企業有限公司（「周大福企業」）是該等關聯公司的主要實益股東，而本公司執行董事曾安業先生為周大福企業的行政總裁。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 24. TRADE RECEIVABLES (Continued)

An aging analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 month	1個月內	54,110	50,580
1 to 2 months	1至2個月	11,546	13,710
2 to 3 months	2至3個月	10,456	6,230
Over 3 months	3個月以上	5,302	12,844
		<b>81,414</b>	<b>83,364</b>

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than two years and are not subject to enforcement activity. As at 30 June 2022 and 2021, the Group assessed that the loss allowance under the application of HKFRS 9 was immaterial.

### 24. 貿易應收款項(續)

於報告期末的貿易應收款項按發票日期的賬齡分析如下：

	2022	2021
	2022年	2021年
	HK\$'000	HK\$'000
	千港元	千港元
Within 1 month	54,110	50,580
1 to 2 months	11,546	13,710
2 to 3 months	10,456	6,230
Over 3 months	5,302	12,844
	<b>81,414</b>	<b>83,364</b>

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部組別的逾期天數。該計算反映了概率加權結果、貨幣時間價值及於報告日可獲得的有關過去事件、當前狀況及未來經濟狀況預測的合理可支持性資料。一般而言，貿易應收款項倘逾期超過兩年且不受執行活動規限將予以撇銷。於2022年及2021年6月30日，本集團評估應用香港財務報告準則第9號項下之虧損撥備並不重大。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

### 25. 預付款項、其他應收款項及其他資產

			<b>30 June</b>	30 June
			<b>2022</b>	2021
			<b>2022年</b>	2021年
			<b>6月30日</b>	6月30日
	Notes		<b>HK\$'000</b>	HK\$'000
	附註		千港元	千港元
Prepayments		預付款項	5,624	3,597
Deposits paid for purchases of items of property, plant and equipment		購買物業、廠房及設備項目支付的保證金	3,968	6,644
Deposits	(a)	保證金	29,585	23,354
Other receivables	(a)	其他應收款項	17,252	5,037
Other assets	(b)	其他資產	-	-
			<b>56,429</b>	38,632
Less: Portion classified as non-current assets		減：分類為非流動資產的部分	<b>(27,421)</b>	(20,544)
Current portion		流動部分	<b>29,008</b>	18,088

Notes:

(a) Impairment of deposits and other receivables

The above balances relate to deposits and other receivables for which there was no recent history of default and past due amounts as at 30 June 2022 and 2021. The loss allowance was assessed to be minimal.

附註：

(a) 保證金及其他應收款項的減值

上列結餘是關於在2022年及2021年6月30日並無近期違約記錄及逾期金額之保證金及其他應收款項。虧損撥備經評定屬甚低。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 25. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (Continued)

Notes: (Continued)

(b) Details of other assets are as follows:

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
At the beginning of year	於年初	-	9,589
Settlement	結算	-	(4,597)
Impairment (note 7)	減值(附註7)	-	(4,082)
Fair value loss recognised in profit or loss (note 7)	於損益中確認的公允價值虧損(附註7)	-	(910)
At the end of year	於年末	-	-

### 25. 預付款項、其他應收款項及其他資產(續)

附註：(續)

(b) 其他資產的詳情如下：

### 26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Listed equity investments, at fair value	上市股本投資 (按公允價值計量)	1,806	1,852
Unlisted but quoted investment funds, at fair value	非上市但有報價的投資基金 (按公允價值計量)	26,723	25,263
		<b>28,529</b>	<b>27,115</b>

The above investments were classified as financial assets at fair value through profit or loss as they were held for trading.

上述投資因持作買賣而分類為按公允價值計入損益的金融資產。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 27. BALANCES WITH ASSOCIATES AND A JOINT VENTURE

### 27. 與聯營公司及一間合資公司的結餘

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Due from associates	應收聯營公司款項	29,771	10,502
Impairment	減值	(6,772)	(6,772)
		<b>22,999</b>	<b>3,730</b>
Due to associates	應付聯營公司款項	976	-
Due from a joint venture	應收一間合資公司款項	1,119	451
Due to a joint venture	應付一間合資公司款項	-	561

The balances with associates and joint ventures are unsecured, interest-free and repayable on demand. Except for the amounts due from associates which are individually impaired, the expected credit losses were assessed to be minimal.

The above provision for impairment of amounts due from associates is provision for individually impaired amounts of HK\$6,772,000 (2021: HK\$6,772,000) with a carrying amount before provision of HK\$7,027,399 (2021: HK\$7,570,000), of which the related debtors were in financial difficulties and only a portion of the receivables is expected to be recovered.

與聯營公司及合資公司之結餘為無抵押、免息及按要求償還。除應收聯營公司款項為個別減值外，預期信貸虧損經評定為甚微。

以上應收聯營公司款項的減值撥備為就個別減值款項6,772,000港元（2021年：6,772,000港元）作出的撥備，撥備前的賬面值為7,027,399港元（2021年：7,570,000港元），相關債務人出現財政困難，因此，預期僅能收回部分應收款項。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 28. BALANCES WITH RELATED COMPANIES

### 28. 與關聯公司的結餘

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Due from related companies	應收關聯公司款項	1,446	1,220
Due to related companies	應付關聯公司款項	2,254	5,618

The balances with related companies are unsecured, interest-free and repayable on demand.

與關聯公司之結餘為無抵押、免息及按  
要求償還。

Particulars of the amounts due from related companies, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Hong Kong Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

應收關聯公司款項詳情，根據香港公司  
條例第383(1)(d)條及香港公司(披露董  
事利益資料)規例第3部披露如下：

Name	名稱	Maximum amount		Maximum amount		At 1 July 2020
		At 30 June 2022	outstanding during the year	At 30 June 2021	outstanding during the year	
		於2022年 6月30日 HK\$'000 千港元	年內最高 未償還款項 HK\$'000 千港元	於2021年 6月30日 HK\$'000 千港元	年內最高 未償還款項 HK\$'000 千港元	於2020年 7月1日 HK\$'000 千港元
Guangzhou Ruian Enterprise Management Company Limited ("GZ Ruian")*	廣州瑞安企業管理有限公司 (「廣州瑞安」)*	-	7	6	70	124
Healthcare Assets Management Limited ("HAML") and its subsidiaries <sup>‡</sup>	醫療資產管理有限公司 (「醫療資產管理」)及 其附屬公司 <sup>‡</sup>	1,171	1,186	1,214	9,837	1,096

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 28. BALANCES WITH RELATED COMPANIES

(Continued)

- \* GZ Ruian is controlled directly by Dr. Sun Man Kin, an executive director of the Company.
- † HAML and its subsidiaries are jointly controlled by a subsidiary of CTFE. Mr. Patrick Tsang, an executive director of the Company, is the Chief Executive Officer of CTFE.

The amounts due from related companies are unsecured, interest-free and repayable on demand.

### 29. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	235,727	293,974
Pledged deposits	抵押存款	2,393	1,893
		<b>238,120</b>	295,867
Less: Pledged deposits (note)	減：抵押存款(附註)	<b>(2,393)</b>	(1,893)
Cash and cash equivalents	現金及現金等價物	<b>235,727</b>	293,974

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$9,787,000 (2021: HK\$20,744,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

### 28. 與關聯公司的結餘(續)

- \* 廣州瑞安受本公司執行董事孫文堅醫生直接控制。
- † 醫療資產管理及其附屬公司受周大福企業的一間附屬公司共同控制。本公司執行董事曾安業先生為周大福企業的行政總裁。

應收關聯公司款項為無抵押、免息及須應要求償還。

### 29. 現金及現金等價物及抵押存款

於報告期末，本集團以人民幣（「人民幣」）計值的現金及銀行結餘為9,787,000港元（2021年：20,744,000港元）。人民幣不可自由轉換為其他貨幣，然而，根據中華人民共和國外匯管理條例以及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換成其他貨幣。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 29. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS (Continued)

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

Note: Included in the pledged deposits as at 30 June 2022 are deposits of HK\$500,000 (2021: HK\$500,000), HK\$529,000 (2021: HK\$529,000), HK\$864,000 (2021: HK\$864,000) and HK\$500,000 (2021: Nil) in connection with surety bonds issued by a bank in favour of independent third parties for potential damages of dental equipment and potential disruption of medical services, respectively.

### 30. TRADE PAYABLES

An aging analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 month	1個月內	27,604	37,560
1 to 3 months	1至3個月	11,089	23,860
Over 3 months	3個月以上	364	765
		<b>39,057</b>	<b>62,185</b>

The trade payables are non-interest-bearing and are normally settled on terms ranging from 30 to 90 days.

### 29. 現金及現金等價物及抵押存款 (續)

銀行存款按基於每日銀行存款利率的浮動利率計息。短期定期存款的期間不定，由一日至三個月不等，視乎本集團的即時現金需要，按各短期定期存款利率賺取利息。銀行結餘及定期存款存放於信譽良好且近期並無違約記錄的銀行。

附註：於2022年6月30日的抵押存款包括與由一間銀行就潛在牙科設備損壞及潛在醫療服務干擾向獨立第三方發出的履約保證相關的存款，金額分別為500,000港元（2021年：500,000港元）、529,000港元（2021年：529,000港元）、864,000港元（2021年：864,000港元）及500,000港元（2021年：無）。

### 30. 貿易應付款項

於報告期末的貿易應付款項按發票日期的賬齡分析如下：

	2022	2021
	2022年	2021年
	HK\$'000	HK\$'000
	千港元	千港元
Within 1 month	27,604	37,560
1 to 3 months	11,089	23,860
Over 3 months	364	765
	<b>39,057</b>	<b>62,185</b>

貿易應付款項為免息且一般於30至90天內結算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 31. OTHER PAYABLES AND ACCRUALS

### 31. 其他應付款項及應計費用

			30 June 2022 2022年 6月30日 HK\$'000 千港元	30 June 2021 2021年 6月30日 HK\$'000 千港元
Contract liabilities	合約負債	(a)	19,081	21,800
Other payables	其他應付款項	(b)	21,366	24,215
Accruals	應計費用	(b)	15,017	12,179
Deposits received	已收保證金		3,079	3,820
Due to non-controlling shareholders	應付非控股股東款項	(c)	2,293	2,362
			<b>60,836</b>	<b>64,376</b>

Notes:

(a) Details of contract liabilities are as follows:

附註：

(a) 合約負債的詳情如下：

		30 June 2022 2022年 6月30日 HK\$'000 千港元	30 June 2021 2021年 6月30日 HK\$'000 千港元
<b>Advances received from customers</b>	<b>從客戶收到的墊款</b>		
Provision of corporate healthcare solution services to Contract Customers	向合約客戶提供企業醫療保健解決方案服務	13,114	16,120
Provision of clinical healthcare services	提供臨床醫療保健服務	5,967	5,680
		<b>19,081</b>	<b>21,800</b>

(b) Other payables and accruals are non-interest-bearing and are normally repayable on demand.

(b) 其他應付款項及應計費用不計息，且一般按的要求償還。

(c) The amounts due to non-controlling shareholders of subsidiaries are unsecured, interest-free and repayable on demand.

(c) 應付附屬公司非控股股東的金額為無抵押、不計息及按的要求償還。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 32. DEFERRED TAX

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

#### Gross deferred tax assets

### 32. 遞延稅項

年內的遞延稅項資產及負債變動如下：

#### 遞延稅項資產總額

		Depreciation in excess of related depreciation allowance 超出相關 折舊撥備的 折舊 HK\$'000 千港元	Future benefit of tax losses 稅項虧損 之未來得益 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 30 June 2020 and at 1 July 2020	於2020年6月30日及 2020年7月1日	1,691	–	1,691
Deferred tax charged to the consolidated statement of profit or loss during the year (note 11)	年內於綜合損益表扣除的 遞延稅項(附註11)	(274)	–	(274)
At 30 June 2021 and at 1 July 2021	於2021年6月30日及 2021年7月1日	<b>1,417</b>	–	<b>1,417</b>
Deferred tax credited to the consolidated statement of profit or loss during the year (note 11)	年內於綜合損益表計入的 遞延稅項(附註11)	<b>618</b>	<b>3,075</b>	<b>3,693</b>
At 30 June 2022	於2022年6月30日	<b>2,035</b>	<b>3,075</b>	<b>5,110</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 32. DEFERRED TAX (Continued)

#### Gross deferred tax liabilities

### 32. 遞延稅項 (續)

#### 遞延稅項負債總額

		Depreciation allowance in excess of related depreciation 超出相關折舊的折舊撥備 HK\$'000 千港元	Fair value adjustments arising from business combinations 業務合併產生的公允價值調整 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 30 June 2020 and at 1 July 2020	於2020年6月30日及2020年7月1日	1,379	13,193	14,572
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 11)	年內於綜合損益表扣除/(計入)的遞延稅項(附註11)	316	(524)	(208)
Reclassified to a disposal group classified held for sale (note 48)	重新分類為持作出售之出售組別(附註48)	–	(2,126)	(2,126)
At 30 June 2021 and at 1 July 2021	於2021年6月30日及2021年7月1日	<b>1,695</b>	<b>10,543</b>	<b>12,238</b>
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 11)	年內於綜合損益表扣除/(計入)的遞延稅項(附註11)	<b>1,703</b>	<b>(635)</b>	<b>1,068</b>
At 30 June 2022	於2022年6月30日	<b>3,398</b>	<b>9,908</b>	<b>13,306</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 32. DEFERRED TAX (Continued)

At 30 June 2022, the Group had unrecognised tax losses arising in Hong Kong of HK\$37,080,000 (2021: HK\$23,252,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also had unrecognised tax losses arising in Mainland China of HK\$25,160,000 (2021: HK\$68,189,000), subject to the agreement by the relevant taxation authority, that will expire in five years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses due to unpredictability of future taxable profit streams.

### 32. 遞延稅項 (續)

於2022年6月30日，本集團在香港產生的未確認稅項虧損為37,080,000港元（2021年：23,252,000港元）（有待香港稅務局同意），該等稅項虧損可無限期用作抵銷產生虧損的公司的未來應課稅利潤。本集團亦有在中國內地產生的未確認稅項虧損25,160,000港元（2021年：68,189,000港元）（有待相關稅務機關同意），該等稅項虧損將於五年內屆滿，可用作抵銷產生虧損的公司的未來應課稅利潤。由於無法預測未來應課稅利潤來源，因此並無就該等虧損確認遞延稅項資產。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 32. DEFERRED TAX (Continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 30 June 2022, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$9,336,000 at 30 June 2022 (2021: HK\$21,325,000).

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

### 32. 遞延稅項 (續)

根據中國企業所得稅法，於中國內地成立之外商投資企業向外國投資者宣派之股息須按10%徵收預扣稅。此規定由2008年1月1日起生效，並適用於2007年12月31日後之盈利。倘中國內地與外國投資者所在司法權區之間訂立稅務條約，則可能採用較低之預扣稅率。本集團適用的預扣稅率為5%或10%。因此，本集團須為於中國內地成立的附屬公司就2008年1月1日起產生之盈利分派股息而繳納預扣稅。

於2022年6月30日，並無就因本集團於中國內地成立的附屬公司的未匯出盈利（須繳納預扣稅者）而應付的預扣稅確認遞延稅項。董事認為，該等附屬公司於可見將來將不大可能分派有關盈利。於2022年6月30日，與投資於中國內地的附屬公司有關的未確認遞延稅項負債的暫時性差異合共約為9,336,000港元（2021年：21,325,000港元）。

本公司向股東派發的股息並無受所得稅影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 33. PROVISION

### 33. 撥備

			2022	2021
		Note	2022年	2021年
		附註	HK\$'000	HK\$'000
			千港元	千港元
At the beginning of year	於年初		2,627	3,308
Disposal of a subsidiary	出售一間附屬公司	40	–	(250)
Additions during the year	年內增加		7,475	–
Amount utilised during the year	年內動用金額		(78)	(493)
Over-provision in prior years	過往年度超額撥備		(144)	–
Exchange realignment	匯兌調整		(92)	62
			<b>9,788</b>	2,627
less: Portion classified as non-current liabilities	減：分類為非流動負債之部份		<b>(7,441)</b>	(2,627)
Current Portion	流動部份		<b>2,347</b>	–

Pursuant to the terms of the respective tenancy agreements entered into by the Group, the Group is required to return certain of its leased properties to the conditions as stipulated in the respective tenancy agreements at the expiration or sooner determination of the corresponding lease terms as appropriate. The provision for reinstatement costs was estimated based on certain assumptions and estimates made by the directors with reference to quoted prices and/or other available information. The assumptions and estimates are reviewed on an ongoing basis and revised as appropriate.

根據本集團所訂立的有關租賃協議的條款，於相關租期屆滿時或提早終止時（視乎情況適當而定），本集團須將其若干租賃物業恢復至有關租賃協議訂明的狀態。復原成本撥備乃基於董事參考報價及／或其他可得資料所作出的若干假設及估計而預測。假設及估計會予以持續檢討並作出適當修訂。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 34. SHARE CAPITAL

#### Shares

### 34. 股本

#### 股份

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Authorised:	法定：		
5,000,000,000 (2021: 5,000,000,000) ordinary shares of HK\$0.001 (2021: HK\$0.001) each	5,000,000,000股 (2021年：5,000,000,000股) 每股面值0.001港元 (2021年：0.001港元) 的普通股	<b>5,000</b>	5,000
Issued and fully paid:	已發行及繳足：		
792,666,555 (2021: 775,350,089) ordinary shares of HK\$0.001 (2021: HK\$0.001) each	792,666,555股 (2021年：775,350,089股) 每股面值0.001港元 (2021年：0.001港元) 的普通股	<b>793</b>	775

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 34. SHARE CAPITAL (Continued)

#### Shares (Continued)

The movements in the Company's authorised and issued share capital during the years ended 30 June 2022 and 2021 are as follows:

### 34. 股本(續)

#### 股份(續)

本公司於截至2022年及2021年6月30日止年度之法定及已發行股本變動如下：

		Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定：		
At 1 July 2020, at 30 June 2021 at 1 July 2021 and at 30 June 2022	於2020年7月1日、 於2021年6月30日、 於2021年7月1日及 於2022年6月30日	5,000,000,000	5,000
Issued and fully paid:	已發行及繳足：		
At 1 July 2020	於2020年7月1日	765,759,953	766
Shares issued in lieu of cash dividend	發行股份以代替 現金股息	(a) 9,590,136	9
At 30 June 2021 and at 1 July 2021	於2021年6月30日及 於2021年7月1日	775,350,089	775
Shares issued in lieu of cash dividend	發行股份以代替 現金股息	(b) 17,316,466	18
At 30 June 2022	於2022年6月30日	792,666,555	793

(a) On 20 November 2020, the Company's shareholders approved at the annual general meeting a final dividend of HK2.65 cents per ordinary share payable in cash with a scrip dividend alternative (the "Scrip Dividend Scheme 2020") for the year ended 30 June 2020 (the "2020 Final Dividend"). During the year ended 30 June 2021, 9,590,136 new shares were issued by the Company at a deemed price of \$1.19 per ordinary share, credited as fully paid, to shareholders of the Company who had elected to receive scrip shares in lieu of cash to settle the 2020 Final Dividend of HK\$11,412,639. The remaining balance of the 2020 Final Dividend of HK\$8,880,000 was satisfied by cash. Further details of the Scrip Dividend Scheme 2020 are set out in the Company's circular dated 14 December 2020.

(b) On 26 November 2021, the Company's shareholders approved at the annual general meeting a final dividend of HK2.80 cents per ordinary share payable in cash with a scrip dividend alternative ("the Scrip Dividend Scheme") for the year ended 30 June 2021 (the "2021 Final Dividend"). During the year ended 30 June 2022, 17,316,466 new shares were issued by the Company at a deemed price of HK\$0.78 per ordinary share, credited as fully paid, to shareholders of the Company who had elected to receive scrip shares in lieu of cash to settle the 2021 Final Dividend of HK\$13,506,802. The remaining balance of the 2021 Final Dividend of HK\$8,203,000 was satisfied by cash. Further details of the Scrip Dividend Scheme are set out in the Company's circular dated 24 December 2021.

(a) 於2020年11月20日，本公司股東於股東週年大會上批准派發截至2020年6月30日止年度的末期股息每股普通股2.65港仙，有關股息以現金支付並附有以股代息備選方案（「2020年以股代息計劃」）（「2020年末期股息」）。截至2021年6月30日止年度，本公司按每股普通股1.19港元的視作價格向選擇收取代息股份以代替現金的本公司股東發行9,590,136股入賬列作繳足之新股份，以支付11,412,639港元的2020年末期股息。2020年末期股息的餘額8,880,000港元已經以現金支付。2020年以股代息計劃的進一步詳情載於日期為2020年12月14日的本公司通函。

(b) 於2021年11月26日，本公司股東於股東週年大會上批准派發截至2021年6月30日止年度的末期股息每股普通股2.80港仙，有關股息以現金支付並附有以股代息備選方案（「以股代息計劃」）（「2021年末期股息」）。截至2022年6月30日止年度，本公司按每股普通股0.78港元的視作價格向選擇收取代息股份以代替現金的本公司股東發行17,316,466股入賬列作繳足之新股份，以支付13,506,802港元的2021年末期股息。2021年末期股息的餘額8,203,000港元已經以現金支付。以股代息計劃的進一步詳情載於日期為2021年12月24日的本公司通函。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 35. SHARE OPTION SCHEMES AND WARRANTS

#### Share option schemes

The Company operates a pre-initial public offering share option scheme (the “Pre-IPO Share Option Scheme”) and a share option scheme (the “Share Option Scheme”) (collectively, the “Schemes”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. The principal terms of the Pre-IPO Share Option Scheme are similar to the terms of the Share Option Scheme except that (i) no further options could be granted under the Pre-IPO Share Option Scheme; and (ii) the exercise price and the exercise period of the share options are different as further detailed below.

Eligible participants of the Schemes include the Company’s directors, including independent non-executive directors, other employees of the Group, consultants of the Group, suppliers of goods or services to the Group, customers of the Group, the Company’s shareholders, and any non-controlling shareholder in the Company’s subsidiaries. The Pre-IPO Share Option Scheme was approved and adopted on 18 August 2015. The Share Option Scheme became effective on 27 November 2015 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Schemes is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Schemes within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company’s shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

### 35. 購股權計劃及認股權證

#### 購股權計劃

本公司經營首次公開發售前購股權計劃（「首次公開發售前購股權計劃」）及購股權計劃（「購股權計劃」）（統稱「計劃」），目的為向對本集團營運成功有所貢獻的合資格參與者提供獎勵及報酬。首次公開發售前購股權計劃主要條款與購股權計劃條款相似，惟以下除外：(i) 不可再根據首次公開發售前購股權計劃授出購股權；及(ii) 購股權的行使價及行使期，有關差異於下文詳述。

計劃合資格參與者包括本公司董事（包括獨立非執行董事）、本集團其他僱員、本集團的顧問、向本集團提供貨品或服務的供應商、本集團客戶、本公司的股東以及本公司附屬公司的任何非控股股東。首次公開發售前購股權計劃於2015年8月18日獲批准及採納。購股權計劃於2015年11月27日生效，除非以其他方式取消或修訂，否則自該日期起維持有效10年。

目前獲准按計劃授出的未行使購股權最高數目相等於獲行使時本公司於任何時間已發行股份10%。根據購股權可於任何12個月期間內向計劃各合資格參與者發行的股份最高數目，限於本公司於任何時間已發行股份1%。任何超出此限額的進一步授出購股權須獲股東大會上股東批准。

向本公司董事、行政總裁或主要股東或任何彼等聯繫人授出的購股權須預先獲得獨立非執行董事批准。此外，向本公司主要股東或獨立非執行董事或任何彼等聯繫人授出任何購股權（超過本公司任何時間已發行股份0.1%或總值（基於本公司股份於授出日期的收市價）於任何12個月期間內超過5百萬港元），須預先於股東大會上獲股東批准。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 35. SHARE OPTION SCHEMES AND WARRANTS

(Continued)

#### Share option schemes (Continued)

The exercise price of share options under the Pre-IPO Share Option Scheme is HK\$1.2228 and the share options are exercisable after a vesting period of one to two years in the following manner:

Vesting period of the relevant percentage of the options	購股權相關百分比的歸屬期	Maximum percentage of options exercisable 可行使購股權的最高百分比
From 18 August 2015 to 17 August 2016	2015年8月18日至2016年8月17日	10%
From 18 August 2015 to 17 August 2017	2015年8月18日至2017年8月17日	90%

The offer of a grant of share options under the Share Option Scheme may be accepted upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted under the Share Option Scheme is determinable by the directors, and commences after a vesting period and ends on a date which is not later than 10 years from the date of offer of the share options.

The exercise price of share options under the Share Option Scheme is determinable by the directors, but may not be less than the higher of (i) the nominal value of the shares; (ii) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets on the date of offer of the share options; and (iii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

### 35. 購股權計劃及認股權證 (續)

#### 購股權計劃 (續)

首次公開發售前購股權計劃項下購股權的行使價為1.2228港元，購股權可於一至兩年歸屬期後按以下方式行使：

根據購股權計劃提出授予購股權可能自承授人支付象徵式代價合共1港元後獲批准。根據購股權計劃獲授購股權的行使期可由董事釐定，於歸屬期後開始，於購股權要約日期起不少於10年的日期。

購股權計劃項下購股權的行使價由董事釐定，惟不得低於(i)股份的面值；(ii)聯交所每日報價表內所示本公司股份於購股權要約日期的收市價；及(iii)聯交所每日報價表內所示本公司股份於緊接購股權要約日期前五個交易日的平均收市價(以較高者為準)。

購股權並無授予持有人獲派股息或於股東大會上投票之權利。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 35. SHARE OPTION SCHEMES AND WARRANTS

(Continued)

#### Share option schemes (Continued)

The following share options under the Pre-IPO Share Option Scheme were outstanding during the year:

		2022 2022年		2021 2021年	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均 行使價 HK\$ per share 每股港元	購股權 數目 '000 千份	加權平均 行使價 HK\$ per share 每股港元	購股權 數目 '000 千份
At the beginning of year	於年初	1.2228	27,008	1.2228	27,008
Exercised during the year	年內行使	-	-	-	-
Lapsed during the year	年內失效	1.2228	(3,186)	-	-
At the end of year	於年末	1.2228	23,822	1.2228	27,008

No share options were exercised during the years ended 30 June 2022 and 2021.

### 35. 購股權計劃及認股權證 (續)

#### 購股權計劃 (續)

年內，首次公開發售前購股權計劃項下尚未行使的購股權如下：

截至2022年及2021年6月30日止年度內並無購股權獲行使。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 35. SHARE OPTION SCHEMES AND WARRANTS

(Continued)

#### Share option schemes (Continued)

The following share options under the Post-IPO Share Option Scheme were outstanding during the year:

		2022		2021	
		2022年		2021年	
		Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
		加權平均 行使價 HK\$ per share 每股港元	購股權 數目 '000 千份	加權平均 行使價 HK\$ per share 每股港元	購股權 數目 '000 千份
At the beginning of year	於年初	1.28	36,286	1.91	19,270
Granted during the year	年內授出	–	–	0.772	20,686
Exercised during the year	年內行使	–	–	–	–
Forfeited during the year	年內沒收	0.77	(7,476)	–	–
Lapsed during the year	年內失效	1.76	(2,500)	1.65	(3,670)
At the end of year	於年末	1.38	26,310	1.28	36,286

No share options were exercised during the years ended 30 June 2022 and 2021.

### 35. 購股權計劃及認股權證 (續)

#### 購股權計劃 (續)

年內，首次公開發售後購股權計劃項下尚未行使的購股權如下：

截至2022年及2021年6月30日止年度內並無購股權獲行使。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 35. SHARE OPTION SCHEMES AND WARRANTS

(Continued)

#### Share option schemes (Continued)

The exercise prices and exercise periods of the share options outstanding under the Schemes as at the end of the reporting period are as follows:

2022

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期	
'000 千份			
1,358	1.2228	18 August 2016 to 26 November 2022	2016年8月18日至2022年11月26日
22,464	1.2228	18 August 2017 to 26 November 2022	2017年8月18日至2022年11月26日
11,600	2.06	30 June 2019 to 5 November 2023	2019年6月30日至2023年11月5日
250	1.56	4 May 2020 to 3 May 2025	2020年5月4日至2025年5月3日
500	1.56	4 May 2021 to 3 May 2025	2021年5月4日至2025年5月3日
750	1.56	4 May 2022 to 3 May 2025	2022年5月4日至2025年5月3日
5,284	0.772	26 May 2022 to 25 May 2029	2022年5月26日至2029年5月25日
3,963	0.772	26 May 2023 to 25 May 2029	2023年5月26日至2029年5月25日
3,963	0.772	26 May 2024 to 25 May 2029	2024年5月26日至2029年5月25日
50,132			

2021

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期	
'000 千份			
1,358	1.2228	18 August 2016 to 26 November 2022	2016年8月18日至2022年11月26日
25,650	1.2228	18 August 2017 to 26 November 2022	2017年8月18日至2022年11月26日
12,600	2.06	30 June 2019 to 5 November 2023	2019年6月30日至2023年11月5日
500	1.56	4 May 2020 to 3 May 2025	2020年5月4日至2025年5月3日
1,000	1.56	4 May 2021 to 3 May 2025	2021年5月4日至2025年5月3日
1,500	1.56	4 May 2022 to 3 May 2025	2022年5月4日至2025年5月3日
8,274	0.772	26 May 2022 to 25 May 2029	2022年5月26日至2029年5月25日
6,206	0.772	26 May 2023 to 25 May 2029	2023年5月26日至2029年5月25日
6,206	0.772	26 May 2024 to 25 May 2029	2024年5月26日至2029年5月25日
63,294			

### 35. 購股權計劃及認股權證 (續)

#### 購股權計劃 (續)

於報告期末計劃項下尚未行使購股權的行使價及行使期如下：

2022年

2021年

\* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

\* 購股權的行使價可因供股或紅股發行或本公司股本的其他類似變動而調整。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 35. SHARE OPTION SCHEMES AND WARRANTS

(Continued)

#### Share option schemes (Continued)

The fair value of the share options granted during the year ended 30 June 2021 (ranged from HK\$0.33 to HK\$0.37 per each share option) was amounted to HK\$7,232,000. No share options were granted during the year ended 30 June 2022. During the year, the Group recognised a share-based payment expense of HK\$4,975,000 (2021: HK\$1,833,000) and reversal of HK\$6,222,000 (2021: Nil) of share based payment due to the lapse of share option in the share option scheme.

The fair value of equity-settled share options granted during the year ended 30 June 2021 was estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

		2021 2021年
Dividend yield (%)	股息收益率(%)	1.46
Expected volatility (%)	預期波幅(%)	53.99
Risk-free interest rate (%)	無風險利率(%)	0.93
Expected life of options (year)	購股權預期年期(年)	8
Weighted average share price (HK\$ per share)	加權平均股價(每股港元)	0.772

### 35. 購股權計劃及認股權證 (續)

#### 購股權計劃 (續)

截至2021年6月30日止年度內授出購股權的公允價值為7,232,000港元(每份購股權介乎0.33港元至0.37港元)。截至2022年6月30日止年度內並無授出購股權。本集團於本年度內確認以股份為基礎的付款開支4,975,000港元(2021年: 1,833,000港元)以及因購股權計劃中的購股權失效而撥回6,222,000港元(2021年: 無)之以股份為基礎的付款。

於截至2021年6月30日止年度授出以權益結算的購股權的公允價值於授出日期以二項式模式估算，當中計及購股權獲授出的條款及條件。下表列出所用模式的輸入參數：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 35. SHARE OPTION SCHEMES AND WARRANTS

(Continued)

#### Share option schemes (Continued)

The expected life of the options is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 50,132,000 share options outstanding under the Schemes. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 50,132,000 additional ordinary shares of the Company and additional share capital of approximately HK\$50,000 and share premium of approximately HK\$65,514,000 (before issue expenses).

At the date of approval of these consolidated financial statements, the Company had 50,132,000 share options outstanding under the Schemes, which represented approximately 6% of the Company's shares in issue as at that date.

### 35. 購股權計劃及認股權證 (續)

#### 購股權計劃 (續)

購股權的預期年期並不一定反映可能產生的行使模式。預期波幅反映假設過往波幅可反映未來趨勢 (亦可能未必反映實際結果)。

概無於公允價值計量納入已授出購股權的其他特點。

於報告期末，本公司根據計劃有50,132,000份尚未行使購股權。根據本公司目前資本架構，悉數行使尚未行使購股權將導致發行本公司50,132,000股額外普通股及增加股本約50,000港元及股份溢價約65,514,000港元 (扣除發行開支前)。

於此等綜合財務報表獲批准日期，本公司根據計劃有50,132,000份尚未行使購股權，相當於本公司於該日的已發行股份約6%。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 35. SHARE OPTION SCHEMES AND WARRANTS

(Continued)

#### Warrants

On 24 October 2018, the Company entered into a subscription agreement (“Subscription Agreement”) with Zheng He Health and Medical Resources Limited (“Zheng He”), whereby the Company agreed to issue the unlisted warrants for the subscription of 110,411,000 shares of the Company to Zheng He (or any company or trust under the control of Mr. Law Siu Wah, Eddie nominated by Zheng He). The warrants will rank pari passu in all respects among themselves. Zheng He is ultimately controlled by Mr. Law Siu Wah, Eddie, and his investment strategically focuses on the future technology for medical and healthcare ecosystem. The vesting of such warrants is subject to the fulfilment of certain agreed milestones. The agreed milestones included: (i) technology enhancement to leverage on Mr. Law’s experience and network to bring the Group with strategic relationship; (ii) granting a right to the Group to invest into a joint venture to be established between Zheng He for building up a Hong Kong based patient centric hub; and (iii) utilising Zheng He’s global capital market reach to optimise and enhance the Group’s existing shareholding structure, including but not limited to the introduction of strategic investors and elite financial investors, and assist the Group in identifying future expansion and acquisition opportunities.

The corresponding agreed number of warrants (varied on different milestones) shall be vested with an exercise price of HK\$2.06 per warrant option. The warrants would vest and become exercisable upon satisfaction of the above agreed milestones within the 12 month period (subject to extension) as specified in the Subscription Agreement. If the agreed milestones are not satisfied during this period, the warrants will lapse. Further details of which are set out in the circular of the Company dated 29 October 2018. As a result of scrip dividend distributed by the Company during the year ended 30 June 2020, the exercise price per warrant option was adjusted to HK\$2.0136 in January 2020. The exercise price per warrant option was further adjusted to HK\$2.0042 in April 2020 as a result of the Company’s distribution of interim dividend. As a result of scrip dividend distributed by the Company during the year, the exercise price per warrant option was adjusted to HK\$1.9609 in January 2021. The exercise price per warrant option was further adjusted to HK\$1.9382 in April 2021 as a result of the Company’s distribution.

### 35. 購股權計劃及認股權證 (續)

#### 認股權證

於2018年10月24日，本公司與Zheng He Health and Medical Resources Limited (「鄭和」) 訂立一項認購協議 (「認購協議」)，據此，本公司同意向鄭和 (或由鄭和提名受羅肇華先生控制的任何公司或信託) 發行非上市認股權證，以認購本公司110,411,000股股份。認股權證彼此之間在各方面將享有同等地位。鄭和由羅肇華先生最終控制。其投資策略性聚焦於健康醫療生態系統之未來科技。有關認股權證之歸屬取決於若干協定里程碑之達成。協定之里程碑包括：(i) 技術改良，憑藉羅先生的豐富經驗及龐大網絡，為本集團帶來策略夥伴；(ii) 授予本集團權利投資於鄭和與若干投資者將成立的合資公司，以建立以香港為中心的患者樞紐；及 (iii) 善用鄭和在全球資本市場的脈絡，從而優化及提升本集團現有股權架構 (包括但不限於引入策略投資者及卓越金融投資者)，並協助本集團識別日後擴展及收購業務的機遇。

相應協定之認股權證數目 (視不同里程碑而定) 將按每份認股權證2.06港元之行使價歸屬。認股權證將於認購協議訂明之12個月期間 (可予延長) 內達成上述之協定里程碑後歸屬及可予行使。倘於該段期間內未能達成協定里程碑，認股權證將失效。進一步詳情載於日期為2018年10月29日之本公司通函。由於本公司於截至2020年6月30日止年度作出以股代息之分派，每份認股權證之行使價於2020年1月調整至2.0136港元。由於本公司派發中期股息，每份認股權證之行使價已於2020年4月進一步調整至2.0042港元。由於本公司於年內作出以股代息之分派，每份認股權證之行使價於2021年1月調整至1.9609港元。由於本公司之派發，每份認股權證之行使價已於2021年4月進一步調整至1.9382港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 35. SHARE OPTION SCHEMES AND WARRANTS

(Continued)

#### Warrants (Continued)

The fair value of warrants granted during the year ended 30 June 2019 was estimated as at the date of grant using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the warrants were granted. The following table lists the inputs to the model used:

		2019 2019年
Dividend yield (%)	股息收益率(%)	1.60
Expected volatility (%)	預期波幅(%)	56.32
Risk-free interest rate (%)	無風險利率(%)	2.57 – 2.60
Expected life of warrants (year)	認股權證預期年期(年)	3.5 – 4.44
Exercise price (HK\$ per share)	加權平均股價(每股港元)	2.06

On the date of grant, the fair values of warrants to be issued for each milestone were HK\$22,362,000, HK\$25,226,000 and HK\$25,226,000, respectively.

There were 36,803,667 warrants issued upon the fulfilment of the vesting conditions which have then expired on 5 June 2022. As a result, an amount of HK\$22,362,000 has been transferred from share-based payment reserve to retained profits.

At the end of the reporting period, the Company had nil warrants outstanding.

### 35. 購股權計劃及認股權證 (續)

#### 認股權證 (續)

截至2019年6月30日止年度內授出之認股權證之公允價值乃按「柏力克－舒爾斯」期權定價模式估計，當中已計及授出認股權證的條款及條件。下表載列使用的模型輸入數據。

於授出日期，將就各里程碑發行的認股權證的公允價值分別為22,362,000港元、25,226,000港元及25,226,000港元。

36,803,667份於歸屬條件達成後發行之認股權證已繼而於2022年6月5日屆滿。因此，22,362,000港元之款項已經從以股份為基礎的付款儲備轉撥至留存利潤。

於報告期末，本公司並無尚未行使的認股權證。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 36. SHARE AWARD SCHEME

On 30 June 2016, the Company adopted a share award scheme (the “Share Award Scheme”) for the purpose of recognising the contributions by certain eligible participants and providing them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for the growth and further development of the Group.

Eligible participants of the Share Award Scheme include the Company’s directors, senior management and other employees of the Group, and employed experts of the Group. The Share Award Scheme will remain in force for 10 years from 30 June 2016, unless otherwise cancelled or amended.

The maximum number of shares currently permitted to be granted under the Share Award Scheme is limited to 2% of the issued share capital of the Company at any time. The maximum number of shares which may be awarded to each eligible participant in the Share Award Scheme is limited to 1% of the issued share capital of the Company in each year.

The eligible participant for participation in the Share Award Scheme (the “Selected Participant”) is selected and the number of shares to be awarded under the Share Award Scheme is determined by the board of directors. The shares to be awarded under the Share Award Scheme will be purchased by a trustee (the “Trustee”) from the open market out of cash contributed by the Group and be held on trust for the Selected Participant until such shares are vested with the Selected Participant in accordance with the provisions of the Share Award Scheme.

The Trustee shall not exercise the voting rights in respect of any shares held on trust for the Group or the Selected Participant.

During the year, the Group purchased 200,000 (2021: 1,130,000) of its own shares through the Trustee from the open market. The total amount paid to acquire the shares was approximately HK\$157,000 (2021: HK\$1,030,000) and has been deducted from equity. As at 30 June 2022, such shares were classified as treasury shares of the Company as they were not yet vested.

### 36. 股份獎勵計劃

於2016年6月30日，本公司採納股份獎勵計劃（「股份獎勵計劃」），旨在肯定若干合資格參與者所作貢獻及就此給予獎勵，以留聘彼等為本集團持續經營及發展，並吸引合適人員推動本集團增長及進一步發展。

股份獎勵計劃的合資格參與者包括本公司董事、高級管理層及本集團其他僱員以及本集團的受聘專家。除非另行取消或修訂，否則股份獎勵計劃自2016年6月30日起10年內維持有效。

根據股份獎勵計劃現時獲准授出的最高股份數目以本公司任何時間內已發行股本的2%為限。根據股份獎勵計劃可授予各合資格參與者的最高股份數目以為本公司各年內已發行股本的1%為限。

參與股份獎勵計劃的合資格參與者（「獲選參與者」）由董事會選定，而根據股份獎勵計劃將予授出的股份數目由董事會釐定。根據股份獎勵計劃將予授出的股份將由受託人（「受託人」）以本集團注入的現金從公開市場購入，並以信託形式代獲選參與者持有，直至該等股份根據股份獎勵計劃條文歸屬予相關獲選參與者為止。

受託人不得行使以信託形式為本集團或獲選參與者持有的任何股份的表決權。

年內，本集團透過受託人自公開市場購入其本身股份200,000股（2021年：1,130,000股）。收購股份所支付的總金額約為157,000港元（2021年：1,030,000港元），已自權益中扣除。於2022年6月30日，由於有關股份尚未歸屬，故已分類為本公司的庫存股份。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 36. SHARE AWARD SCHEME (Continued)

During the year, nil (2021: 600,000) share awards have been granted under the Share Award Scheme and 348,406 (2021: 196,002) shares of the Company were scrip dividends with respect to shares of the Company held under the Share Award Scheme.

The movements in the Company's shares held under the Share Award Scheme during the years ended 30 June 2022 and 2021 are as follows:

		Number of ordinary shares 普通股數目	Shares held under the Share Award Scheme 股份獎勵計劃 項下預留的股份 HK\$'000 千港元
At 1 July 2020	於2020年7月1日	8,679,609	13,430
Purchases of shares for the share award scheme	就股份獎勵計劃購買股份	1,130,000	1,030
Allotment of scrip shares	配發代息股份	196,002	233
At 30 June 2021	於2021年6月30日	10,005,611	14,693
Purchases of shares for the share award scheme	就股份獎勵計劃購買股份	200,000	157
Allotment of scrip shares	配發代息股份	348,406	272
Issuance of share awards immediately vested	發行即時歸屬的股份獎勵	(600,000)	(558)
At 30 June 2022	於2022年6月30日	9,954,017	14,564

As at 30 June 2022, nil (2021: 6,180,000) awarded shares are outstanding and these awarded shares were included in 9,954,017 (2021: 10,005,611) shares of the Company held under the Share Award Scheme.

### 36. 股份獎勵計劃 (續)

年內，並無根據股份獎勵計劃授出股份獎勵（2021年：600,000股）而348,406股（2021年：196,002股）本公司股份為股份獎勵計劃項下預留之本公司股份的相關代息股份。

本公司股份獎勵計劃項下預留的股份於截至2022年及2021年6月30日止年度之變動如下：

於2022年6月30日，並無（2021年：6,180,000股）獎勵股份為尚未行使，該等獎勵股份已包括在股份獎勵計劃項下預留的9,954,017股（2021年：10,005,611股）本公司股份中。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 36. SHARE AWARD SCHEME (Continued)

Details of the awarded shares outstanding as at 30 June 2022 and 2021 were set out as follows:

30 June 2022

### 36. 股份獎勵計劃(續)

於2022年及2021年6月30日，發行在外的獎勵股份詳情如下：

2022年6月30日

Date of grant	Share price as at the date of grant	Grant price	Number of awarded shares					As at 30 June 2022	Vesting period
			As at 1 July 2021	Granted during the year	Vested during the year	Forfeited during the year	As at 30 June 2022		
授出日期	於授出日期 的股份價格	授出價格	於2021年 7月1日	年內授出	年內歸屬	年內沒收	於2022年 6月30日	歸屬期	
	HK\$ 港元	HK\$ 港元							
30 June 2022 2022年6月30日	-	-	-	-	-	-	-	N/A 不適用	
			-	-	-	-	-		

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 36. SHARE AWARD SCHEME (Continued)

30 June 2021

### 36. 股份獎勵計劃(續)

2021年6月30日

Date of grant	Share price as at the date of grant	Grant price	Number of awarded shares					As at 30 June 2021	Vesting period
			As at 1 July 2020	Granted during the year	Vested during the year	Forfeited during the year	As at 30 June 2021		
授出日期	於授出日期 的股份價格 HK\$ 港元	授出價格 HK\$ 港元	於2020年 7月1日	年內授出	年內歸屬	年內沒收	於2021年 6月30日	歸屬期	
30 June 2021	0.93	-	-	600,000	(600,000)	-	-	Granted and immediately vested on 30 June 2021	
2021年6月30日								已授出及於2021年6月30日即時歸屬	
			-	600,000	(600,000)	-	-		

The Group recognised a share-based payment expense of HK\$nil (2021: HK\$558,000) during the year ended 30 June 2022.

本集團於截至2022年6月30日止年度確認以股份為基礎的付款開支零港元(2021年: 558,000港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 37. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 153 to 154 of the consolidated financial statements.

#### Capital contribution reserve

Capital contribution reserve represents (i) the fair value of the shares of the then ultimate holding company that were used to satisfy the consideration of the Group's acquisition of equity interests in certain subsidiaries and additional interests in certain subsidiaries in 2014; (ii) the waiver of amounts due to the then ultimate holding company and a major beneficial shareholder of the Company for the acquisition of a subsidiary; and (iii) the waiver of other payable by a former non-controlling shareholder.

#### Share-based payment reserve

The share-based payment reserve comprises the fair value of share options, warrants and share awards granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the consolidated financial statements. The amount will either be transferred to the share premium account when the related share options or warrants or share awards are exercised, or be transferred to retained profits or to profit or loss should the related share options or warrants or share awards expire or be forfeited, respectively.

Details of the Company's share option schemes and warrants are included in note 35 and share award scheme are included in note 36 to the consolidated financial statements, respectively.

#### Legal reserve

The legal reserve represents (i) the transfer of the profit generated from subsidiaries incorporated in Macau from retained profits to the legal reserve in accordance with article 377 of the Macao Commercial Code until the legal reserve balance reaches half of the capital of the relevant subsidiaries; and (ii) pursuant to the relevant laws and regulation in Mainland China, a portion of the profit of the Company's subsidiaries in Mainland China has been transferred to legal reserve which is restricted to use. The legal reserve is not distributable.

### 37. 儲備

本集團於本年度及過往年度的儲備金額及其變動呈列於綜合財務報表第153至154頁的綜合權益變動表。

#### 出資儲備

出資儲備指(i)當時最終控股公司於2014年用以償付本集團收購若干附屬公司股權及若干附屬公司之額外權益之代價的股份的公允價值；(ii)豁免就收購一間附屬公司應付當時最終控股公司及一名本公司主要實益股東的款項；及(iii)一名前非控股股東豁免其他應付款項。

#### 以股份為基礎的付款儲備

以股份為基礎的付款儲備包括已授出但尚未行使的購股權、認股權證及股份獎勵之公允價值，於綜合財務報表附註2.4中以股份為基礎的付款交易之會計政策中有進一步闡述。該金額可於有關購股權或認股權證或股份獎勵獲行使時轉撥至股份溢價賬或於有關購股權或認股權證或股份獎勵過期或被沒收時分別轉撥至留存利潤或損益。

本公司之購股權計劃及認股權證之詳情載於綜合財務報表附註35而股份獎勵計劃之詳情載於綜合財務報表附註36。

#### 法定儲備

法定儲備指(i)將在澳門註冊成立的附屬公司的利潤依照《澳門商法典》第377條由留存利潤轉為法定儲備，直至法定儲備結餘達該等附屬公司股本的一半為止；及(ii)根據中國內地的相關法律法規，本公司於中國內地的附屬公司已將部份利潤轉撥至用途受限制的法定儲備。法定儲備不可分派。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

On 31 December 2021, 55% shareholding of UMP Healthcare China Limited was disposed. Upon the disposal, UMP Healthcare China Limited became an associate of the Group. Further deemed disposal of 11.5% interest was as a result of subsequent equity dilution in 2022.

### 38. 具有重大非控股權益的非全資附屬公司

具有重大非控股權益的本集團附屬公司詳情載列如下：

於2021年12月31日，聯合醫務中國有限公司之55%股權予以出售。於出售後，聯合醫務中國有限公司已成為本集團之聯營公司。進一步視作出售11.5%股權已由於在2022年之其後股權攤薄而完成。

		2022 2022年	2021 2021年
Percentage of equity interest held by non-controlling interests:	非控股權益持有的股權百分比：		
SkinCentral Limited ("SkinCentral")	善肌聯合皮膚中心有限公司 (「善肌」)	40%	40%
UMP Healthcare China and its subsidiaries (the "UMP Healthcare China Group")	聯合醫務中國及其附屬公司 (「聯合醫務中國集團」)	N/A不適用*	20%

\* Non-controlling Interests was derecognised upon the disposal on 31 December 2021.

\* 非控股權益已於2021年12月31日出售後終止確認。

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Profit/(loss) for the year allocated to non-controlling interests:	分配予非控股權益的年內利潤／(虧損)：		
SkinCentral	善肌	1,436	3,616
UMP Healthcare China Group	聯合醫務中國集團	N/A不適用	(12,788)
Dividend paid to non-controlling interests:	已付非控股權益的股息：		
SkinCentral	善肌	4,000	-
UMP Healthcare China Group	聯合醫務中國集團	-	-
Accumulated balances of non-controlling interests at the reporting date:	於報告日期非控股權益的累計結餘：		
SkinCentral	善肌	15,101	17,665
UMP Healthcare China Group	聯合醫務中國集團	-	16,294

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

(Continued)

The following table illustrates the summarised financial information of the above subsidiaries, modified for fair value adjustments on acquisition. The amounts disclosed are before any inter-company eliminations:

### 38. 具有重大非控股權益的非全資附屬公司 (續)

下表說明以上附屬公司的財務資料概要，並且就收購事項的公允價值調整作出修訂。所披露金額尚未經過任何公司間抵銷：

2022	2022年	SkinCentral 善肌 HK\$'000 千港元
Revenue	收入	48,049
Profit for the year	年內利潤	3,590
Total comprehensive income for the year	年內全面收入總額	3,590
Current assets	流動資產	11,058
Non-current assets	非流動資產	57,326
Current liabilities	流動負債	(16,906)
Non-current liabilities	非流動負債	(7,788)
Net cash flows from operating activities	經營活動所得現金流量淨額	12,514
Net cash flows used in investing activities	投資活動所用現金流量淨額	(3,743)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(18,500)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(9,729)

2021	2021年	SkinCentral 善肌 HK\$'000 千港元	UMP Healthcare China Group 聯合醫務中國集團 HK\$'000 千港元
Revenue	收入	62,674	43,293
Profit/(loss) for the year	年內利潤/(虧損)	9,041	(63,939)
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	9,041	(61,562)
Current assets	流動資產	25,439	74,467
Non-current assets	非流動資產	62,729	35,327
Current liabilities	流動負債	(21,570)	(79,343)
Non-current liabilities	非流動負債	(16,418)	(9,515)
Net cash flows from/(used in) operating activities	經營活動所得/(所用)現金流量淨額	26,095	(13,091)
Net cash flows used in investing activities	投資活動所用現金流量淨額	(3,274)	(11,449)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(15,799)	(11,518)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	7,022	(36,058)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 39. DISCONTINUED OPERATION

On 31 December 2021, 55% shareholding of UMP Healthcare China Group and its emerging healthcare business in the Greater Bay Area of the PRC, was disposed at a consideration of HK\$22 million. Subsequent to the transaction, the Group's shareholding in UMP Healthcare China Group decreased from 80% to 25% and the Group ceased control over UMP Healthcare China. As a result, UMP Healthcare China Group have become associates of the Group. As the disposed business is considered as a major line of business, the corresponding operation had been classified as a discontinued operation as a result of the completion of disposal. The consolidated statement of profit or loss and other comprehensive income distinguished the discontinued operation from the continuing operations, and the comparative figures have been restated accordingly.

The results of these discontinued operation for the year ended 30 June 2022 and 2021 are set out below:

### 39. 已終止經營業務

於2021年12月31日，聯合醫務中國集團的55%股權及其於中國大灣區的新興醫療保健業務以22百萬港元的代價出售。於交易後，本集團在聯合醫務中國集團的持股比例從80%降至25%而本集團不再控制聯合醫務中國。因此，聯合醫務中國集團已成為本集團的聯營公司。由於所出售的業務被認為是主要的業務線，相應的業務在出售完成後已分類為已終止經營業務。綜合損益及其他全面收入表已將已終止經營業務從持續經營業務中區分，比較數字已相應重列。

截至2022年及2021年6月30日止年度，此等已終止經營業務的業績如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
<b>REVENUE</b>	<b>收入</b>	<b>6,099</b>	6,404
Other income and gains	其他收入及收益	5,379	111
Professional services expenses	專業服務費用	(3,571)	(3,841)
Employee benefit expense	員工福利開支	(9,374)	(21,468)
Property rental and related expenses	物業租金及相關開支	-	(509)
Cost of inventories consumed	已耗存貨成本	(362)	(307)
Depreciation and amortisation	折舊及攤銷	(4,212)	(5,826)
Other expenses, net	其他支出淨額	(8,025)	(13,252)
Finance cost	融資成本	(149)	(349)
<b>LOSS BEFORE TAX</b>	<b>除稅前虧損</b>	<b>(14,215)</b>	(39,037)
Income tax expense	所得稅費用	-	(3)
		<b>(14,215)</b>	(39,040)
Gain on disposal of discontinued operation	出售已終止經營業務的收益	15,412	-
<b>PROFIT/(LOSS) FOR THE YEAR FROM DISCONTINUED OPERATION</b>	<b>已終止經營業務的年內利潤/(虧損)</b>	<b>1,197</b>	(39,040)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 39. DISCONTINUED OPERATION (Continued)

The disposal was completed on 31 December 2021. The carrying amounts of assets and liabilities as at 31 December 2021, the disposal date, were as follow:

### 39. 已終止經營業務(續)

出售已於2021年12月31日完成。資產及負債於2021年12月31日(出售日期)的賬面值如下：

		Notes 附註	HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	14	14,158
Right-of-use assets	使用權資產	15(a)	5,534
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資		494
Deposits	保證金		2,101
Inventories	存貨		167
Trade receivables	貿易應收款項		1,585
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		1,272
Cash and cash equivalents	現金及現金等價物		24,349
Trade payables	貿易應付款項		(2,191)
Other payables and accruals	其他應付款項及應計費用		(3,778)
Lease liabilities	租賃負債	15(b)	(6,121)
Amounts due to related companies	應付關聯公司款項		(17,143)
Non-controlling interest	非控股權益		(4,086)
			16,341
Gain on disposal	出售之收益		15,412
Release of reserve upon disposal	因出售而解除儲備		(1,786)
			29,967
Represented by:	代表：		
Cash consideration received	已收現金代價		22,000
Fair value of the Group's existing shareholding	本集團現有股權的公允價值		7,967
			29,967

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 39. DISCONTINUED OPERATION (Continued)

Analysis of net outflow of cash and cash equivalents in respect of the disposal of UMP Healthcare China Group as at 31 December 2021, the disposal date were as follows:

		HK\$'000 千港元
Satisfied by:	以下列方式支付：	
Cash consideration received	已收現金代價	22,000
Cash and cash equivalents disposed of	已出售的現金及現金等價物	(24,349)
Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	有關出售附屬公司的現金及現金等價物的流出淨額	(2,349)

### Cash flows from discontinued operation

### 已終止經營業務的現金流量

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Net cash used in operating activities	經營活動所用現金淨額	(5,922)	(28,189)
Net cash used in investing activities	投資活動所用現金淨額	(5,415)	(9,795)
Net cash used in financing activities	融資活動所用現金淨額	(2,337)	(4,106)
Net cash used in discontinued operation	已終止經營業務所用現金淨額	(13,674)	(42,090)

### 40. BUSINESS COMBINATIONS

In order to develop the Group's corporate healthcare solution and clinical healthcare businesses and to continually provide comprehensive and integrated healthcare services for the benefit of the patients, the Group entered into the below transaction during the year ended 30 June 2021. No business acquisition transaction was undertaken by the Group in the current year.

On 25 March 2021, the Group entered into a sale and purchase agreement to acquire the remaining 75% equity interest in Flash Mover at a total consideration of HK\$15,120,000 (the "Step Acquisition"). The principal activity of Flash Mover is the provision of MRI services.

### 40. 業務合併

為發展本集團的企業醫療保健解決方案及臨床醫療保健業務並繼續為患者提供綜合及完善醫療保健服務，本集團於截至2021年6月30日止年度訂立以下交易。本集團於本年度並無進行業務收購交易。

於2021年3月25日，本集團訂立買賣協議，以15,120,000港元的總代價收購東藝之餘下75%股權（「分次收購」）。東藝主要從事提供磁力共振成像服務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 40. BUSINESS COMBINATIONS (Continued)

At 31 March 2021, the fair value of the Group's 25% shareholding in Flash Mover was estimated by management at HK\$4,305,000. Compared with the respective carrying amount before valuation, a fair value gain of HK\$1,576,000 was recognised.

Upon the completion of the Step Acquisition on 31 March 2021, Flash Mover, a former 25% associate, became a wholly-owned subsidiary of the Group.

The fair values of assets acquired and liabilities assumed at the acquisition date were as follows:

### 40. 業務合併(續)

於2021年3月31日，管理層估計本集團於東藝之25%股權的公允價值為4,305,000港元。與估值前的相關賬面值相比，已確認公允價值收益1,576,000港元。

於2021年3月31日完成分次收購後，東藝(過去擁有25%權益的聯營公司)已成為本集團的全資附屬公司。

於收購日期已收購之資產及已承擔之負債的公允價值如下：

		Notes 附註	Fair value recognised on business combination 因業務合併 而確認的 公允價值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	14	4,285
Right-of-use assets	使用權資產	15(a)	2,796
Trade receivables	貿易應收款項		1,895
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產		473
Cash and cash equivalents	現金及現金等價物		3,410
Lease liabilities	租賃負債	15(b)	(2,805)
Other payables and accruals	其他應付款項及應計費用		(8,590)
Tax payable	應付稅項		(807)
Total identifiable net assets at fair value	按公允價值列賬的可識別 淨資產總額		657
Goodwill on acquisition	收購產生的商譽	16	18,768
			19,425
Satisfied by:	以下列各項償付：		
Fair value of the Group's existing shareholding	本集團現有股權的公允價值		4,305
Cash consideration	現金代價		15,120
			19,425

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 40. BUSINESS COMBINATIONS (Continued)

The Group incurred transaction costs of HK\$15,000 for this business combination. This transaction cost has been expensed and is included in other expenses, net in the consolidated statement of profit or loss.

Goodwill arising from the acquisition of Flash Mover represented the premium paid for the benefits of expected synergies from combining the operations of Flash Mover and the Group to provide comprehensive and integrated services for patients. None of the goodwill recognised is expected to be deductible for tax purposes.

An analysis of the cash flows in respect of the combination of Flash Mover is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	15,120
Cash and cash equivalents acquired and net cash inflow from Step Acquisition of a subsidiary	分次收購一間附屬公司之所收購現金及現金等價物以及現金流入淨額	(3,410)
Net outflow of cash and cash equivalents included in cash flows used in investing activities	計入投資活動所用現金流量內的現金及現金等價物流出淨額	11,710

Since the combination, Flash Mover contributed HK\$4,254,000 to the Group's revenue and profit of HK\$789,000 to the consolidated profit of the Group for the year ended 30 June 2021.

Had the combination taken place at the beginning of the year, the contribution to the revenue and the profit of the Group for the year would have been HK\$14,847,000 and HK\$3,296,000, respectively.

### 40. 業務合併 (續)

本集團就此項業務合併產生交易成本15,000港元。此交易成本已支銷並計入綜合損益表的其他開支淨額。

收購東藝產生的商譽指就預期從合併東藝及本集團為患者提供綜合及一體化服務的營運帶來的協同效應的效益所支付的溢價。概無已確認商譽預期可作扣稅之用。

與東藝合併有關之現金流量分析如下：

自合併以來，東藝對截至2021年6月30日止年度的本集團收入及本集團綜合利潤分別貢獻4,254,000港元及利潤789,000港元。

倘合併於年初進行，對本年度的本集團收入及利潤之貢獻將分別為14,847,000港元及3,296,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 41. DISPOSAL OF SUBSIDIARIES

The Group disposed of its equity interest in certain subsidiaries during the years ended 30 June 2021 and 2022.

- (a) On 31 December 2020, the Group entered into a shareholders' agreement with 6 independent third-parties in relation to a previously 100% held subsidiary of the Group, Acton. Pursuant to the agreement, the 6 independent third-parties would inject additional capital into Acton and become shareholders of Acton. Subsequent to the transaction, the Group's shareholding in Acton decreased from 100% to 30.5% and the Group ceased control over Acton. As a result, Acton has become a joint venture of the Group from upon completion of the transaction on 1 January 2021. A resulting gain on disposal of HK\$2,610,000 was recognised in profit and loss during the year.
- (b) On 31 December 2021, 55% shareholding of UMP Healthcare China, an indirect non-wholly owned subsidiary of the Company, was disposed at a consideration of HK\$22 million. Further details are included in note 39 to the consolidated financial statements.
- (c) As at 30 June 2021, the Group classified the assets and liabilities of two subsidiaries, Health Network Medical Centre (Shatin) Limited ("HNMCL") and 上海快驗保門診部有限公司 ("快驗保"), as assets and liabilities of disposal groups classified as held for sale.

During the year, the Group completed the disposal of its 55% and 100% equity interest of HNMCL and 快驗保 respectively.

HNMCL was engaged in the provision of general practice services and 快驗保 was engaged in the provision of health check-up services.

No material gain or losses was recognised upon the completion of disposal transaction of 快驗保 and HNMCL.

### 41. 出售附屬公司

本集團於截至2021年及2022年6月30日止年度內出售其於若干附屬公司的股權。

- (a) 於2020年12月31日，本集團與6名獨立第三方就本集團之前100%持有的附屬公司Acton訂立一項股東協議。根據該協議，該6名獨立第三方將向Acton注入額外資本並成為Acton的股東。於交易後，本集團在Acton的股權由100%下降至30.5%而本集團不再控制Acton。因此，交易完成後，Acton自2021年1月1日起成為本集團的合資公司。由此產生的2,610,000港元的出售收益已在年內的損益中確認。
- (b) 於2021年12月31日，本公司間接非全資附屬公司聯合醫務中國的55%股權以22百萬港元的代價出售。進一步詳情載於綜合財務報表附註39。
- (c) 於2021年6月30日，本集團將兩間附屬公司健聯醫務中心(沙田)有限公司(「健聯」)及上海快驗保門診部有限公司(「快驗保」)的資產及負債分類為持作出售的出售組別的資產及負債。

於本年度，本集團完成出售其在健聯及快驗保的55%及100%股權。

健聯從事提供全科醫療服務而快驗保則從事提供體檢服務。

出售快驗保及健聯的交易完成後並無確認重大收益或虧損。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Major non-cash transactions

- (i) During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$125,628,000 and HK\$133,017,000, respectively, in respect of lease arrangements for leased properties (2021: HK\$58,012,000 and HK\$58,012,000).
- (ii) During the year, the Group entered into tenancy agreements in respect of certain of its medical centres and office premises. Pursuant to the terms of respective tenancy agreements entered into by the Group, the Group is required to restore the leased properties to the conditions as stipulated in the tenancy agreements. Accordingly, a provision for reinstatement costs in respect of the leased properties of the Group amounting to HK\$7,475,000 (2021: HK\$nil) was recognised and these costs were included as part of the cost of the property, plant and equipment of the Group and reflected as additions to leasehold improvements of the Group during the current year.

### 42. 綜合現金流量表附註

#### (a) 主要非現金交易

- (i) 於本年度內，本集團有關於租賃物業之租賃安排的使用權資產及租賃負債的非現金添置分別為125,628,000港元及133,017,000港元（2021年：58,012,000港元及58,012,000港元）。
- (ii) 於本年度內，本集團就其若干醫務中心及辦公室物業訂立租賃協議。根據本集團所訂立有關租賃協議的條款，本集團須將租賃物業修復至租賃協議所規定的狀態。因此，已確認本集團租賃物業復原成本撥備7,475,000港元（2021年：零港元），而此等成本納入作為本集團物業、廠房及設備成本的一部分，並於本年度反映為本集團租賃物業裝修的增加。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (b) Changes in liabilities arising from financing activities

#### (b) 融資活動產生的負債變動

		<b>Lease liabilities</b>
		<b>租賃負債</b>
		HK\$'000
		千港元
At 1 July 2020	於2020年7月1日	86,565
Changes from financing cash flows	融資現金流的變動	(47,248)
New leases	新租賃	58,012
Lease modification	租賃修改	(249)
Rent concessions	租金減免	(1,581)
Increase arising from acquisition of a subsidiary	收購一間附屬公司產生的增加	2,805
Decrease arising from disposal of a subsidiary	出售一間附屬公司產生的減少	(4,861)
Non-current liabilities reclassified as assets for sale	重新分類為持作出售資產之非流動負債	(18,447)
Exchange realignment	匯兌調整	3,031
At 30 June 2021	於2021年6月30日	78,027
Changes from financing cash flows	融資現金流的變動	(54,970)
New leases	新租賃	133,017
Lease modification	租賃修改	(848)
Rent concessions	租金減免	(777)
Decrease arising from disposal of a subsidiary	出售一間附屬公司產生的減少	(6,121)
Exchange realignment	匯兌調整	13
At 30 June 2022	於2022年6月30日	148,341

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 42. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Within operating activities	經營活動內	2,108	3,806
Within financing activities	融資活動內	54,970	47,248

#### (c) 租賃的現金流出總額

列入現金流量表的租賃現金流出總額如下：

### 43. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Contracted, but not provided for:	已訂約但未撥備：		
Leasehold improvements	租賃物業裝修	1,556	1,859
Medical equipment	醫療設備	18,800	-
Computer equipment and software	電腦設備及軟件	2,045	-
		22,401	1,859

### 43. 承擔

於報告期末，本集團的資本承擔如下：

The Group's share of capital commitments of the joint ventures not included above are as follows:

並無計入上文之本集團分佔合資公司之資本承擔如下：

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Contracted but not provided for	已訂約但未撥備	-	548

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 44. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions, arrangements and balances detailed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year:

### 44. 關聯方交易

(a) 除此等綜合財務報表其他地方所詳述的交易、安排及結餘外，於年內，本集團與關聯方進行的重大交易如下：

			2022	2021
			2022年	2021年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
<b>Associates:</b>	<b>聯營公司：</b>			
Administrative support fee income	行政支持費用收入	(i)	390	548
Professional services expense	專業服務費用	(ii)	2,587	2,743
Healthcare services income	醫療保健服務收入	(iii)	506	650
<b>Joint ventures:</b>	<b>合資公司：</b>			
Administrative support fee income	行政支持費用收入	(i)	21	97
Professional services expense	專業服務費用	(ii)	376	526
<b>Related companies*:</b>	<b>關聯公司*：</b>			
Lease payments/property rental and related expenses	租賃付款／物業租賃及相關費用	(iv)	6,755	6,826
Contract healthcare solution services income	合約醫療保健解決方案服務收入	(v)	16,355	17,497

\* Certain directors and/or beneficial shareholders of the Company are also directors and/or beneficial shareholders of these related companies.

\* 本公司若干董事及／或實益股東亦為該等關聯公司的董事及／或實益股東。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 44. RELATED PARTY TRANSACTIONS (Continued)

#### (a) (Continued)

Notes:

- (i) The administrative support fee income was related to administrative support services, such as payroll services, rendered by the Group and was charged at terms mutually agreed between the relevant parties.
- (ii) The professional services expense was related to healthcare services rendered by associates and joint ventures and was charged at terms mutually agreed between the relevant parties.
- (iii) The healthcare services income was related to medical services rendered by the Group and was charged at terms mutually agreed between the relevant parties.
- (iv) The lease payments/property rental and related expenses were related to the leasing of certain medical centres or premises for the Group's operation and were charged at terms stipulated in the respective tenancy agreements. Lease payments included depreciation charge of right-of-use assets, interest on lease liabilities and rental expense amounting to HK\$5,831,000 (2021: HK\$5,233,000), HK\$427,000 (2021: HK\$201,000) and HK\$497,000 (2021: HK\$1,392,000), respectively. The corresponding right-of-use assets and lease liabilities as at 30 June 2022 are HK\$8,660,000 (2021: HK\$2,202,000) and HK\$8,862,000 (2021: HK\$2,949,000), respectively.
- (v) Contract healthcare solution services income was related to the provision of healthcare services to the employees of related companies and was charged at terms mutually agreed between the relevant parties.

### 44. 關聯方交易 (續)

#### (a) (續)

附註：

- (i) 行政支持費用收入與本集團提供的薪酬服務等管理支持服務相關並以與相關方相互協定的條款收費。
- (ii) 專業服務費用乃聯營公司及合資公司向本集團提供的醫療保健服務並以相關方相互協定的條款收費。
- (iii) 醫療保健服務收入與本集團提供的醫療服務相關並以相關方相互協定的條款收費。
- (iv) 租賃付款／物業租賃及相關費用與租賃若干醫務中心或本集團的經營場所有關，並基於相應租賃協議所訂明的條款收費。租賃付款包括使用權資產之折舊支出、租賃負債之利息及租賃開支分別為5,831,000港元(2021年：5,233,000港元)、427,000港元(2021年：201,000港元)及497,000港元(2021年：1,392,000港元)。於2022年6月30日之相應使用權資產及租賃負債分別為8,660,000港元(2021年：2,202,000港元)及8,862,000港元(2021年：2,949,000港元)。
- (v) 合約醫療保健解決方案服務收入與向關聯公司的僱員提供的醫療保健服務相關並以相關方相互協定的條款收費。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 44. RELATED PARTY TRANSACTIONS (Continued)

#### (b) Other transactions with related parties

Professional services fees paid to the executive directors of the Company in relation to the rendering of healthcare services to the Group are as follows:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Dr. Sun Man Kin, Michael	孫文堅醫生	4,920	2,803
Dr. Lee Pak Cheung, Patrick	李柏祥醫生	4,017	4,137
		<b>8,937</b>	6,940

#### (c) Compensation of key management personnel of the Group:

		2022	2021
		2022年	2021年
		HK\$'000	HK\$'000
		千港元	千港元
Short-term employee benefits	短期僱員福利	18,157	19,084
Post-employment benefits	離職後福利	60	77
Equity-settled share-based payment expense	以權益結算的以股份為基礎的付款開支	1,638	192
Total compensation paid to key management personnel	已付主要管理人員之報酬總額	<b>19,855</b>	19,353

Further details of directors' emoluments are included in note 9 to the consolidated financial statements.

The related party transactions in respect of items (a)(v), (a)(vi), (a)(vii) and (b) above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

### 44. 關聯方交易 (續)

#### (b) 其他關聯方交易

就為本集團提供醫療保健服務付予本公司執行董事的專業服務費載列如下：

#### (c) 本集團主要管理人員的報酬：

關於董事報酬之進一步詳情載於綜合財務報表附註9。

有關上文(a)(v)、(a)(vi)、(a)(vii)及(b)項之關聯方交易亦構成上市規則第14A章所界定之關連交易或持續關連交易。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 45. FINANCIAL INSTRUMENTS BY CATEGORY

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

2022

#### Financial assets

		Financial assets at fair value through profit or loss 按公允價值計入損益的金融資產		Financial assets at fair value through other comprehensive income 按公允價值計入其他全面收入的金融資產		Financial assets at amortised cost 按攤銷成本計量的金融資產	Total 合計
		Mandatorily designated as such 強制指定為按此方式計量 HK\$'000 千港元	Designated as such upon initial recognition 於首次確認時指定為按此方式計量 HK\$'000 千港元	Debt investments 債務投資 HK\$'000 千港元	Equity investments 股本投資 HK\$'000 千港元		
Financial assets at amortised cost	按攤銷成本計量的金融資產	-	-	-	-	18,865	18,865
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資	-	-	-	31,517	-	31,517
Trade receivables	貿易應收款項	-	-	-	-	81,414	81,414
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	-	-	-	46,837	46,837
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	-	28,529	-	-	-	28,529
Due from associates	應收聯營公司款項	-	-	-	-	22,999	22,999
Due from a joint venture	應收一間合資公司款項	-	-	-	-	1,119	1,119
Due from related companies	應收關聯公司款項	-	-	-	-	1,446	1,446
Pledged deposits	抵押存款	-	-	-	-	2,393	2,393
Cash and cash equivalents	現金及現金等價物	-	-	-	-	235,727	235,727
		-	28,529	-	31,517	410,800	470,846

#### Financial liabilities

#### 金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 HK\$'000 千港元
Trade payables	貿易應付款項	39,057
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	24,567
Due to associates	應付聯營公司款項	976
Due to related companies	應付關聯公司款項	2,254
Lease liabilities	租賃負債	148,341
		215,195

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 45. FINANCIAL INSTRUMENTS BY CATEGORY

(Continued)

2021

#### Financial assets

		Financial assets at fair value through profit or loss 按公允價值計入損益的金融資產		Financial assets at fair value through other comprehensive income 按公允價值計入其他全面收入的金融資產		Financial assets at amortised cost 按攤銷成本計量的金融資產	Total 合計
		Mandatorily designated as such 強制指定為按此方式計量 HK\$'000 千港元	Designated as such upon initial recognition 於首次確認時指定為按此方式計量 HK\$'000 千港元	Debt investments 債務投資 HK\$'000 千港元	Equity investments 股本投資 HK\$'000 千港元		
Financial assets at amortised cost	按攤銷成本計量的金融資產	-	-	-	-	33,071	33,071
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資	-	-	-	23,603	-	23,603
Trade receivables	貿易應收款項	-	-	-	-	83,364	83,364
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	-	-	-	28,391	28,391
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	-	27,115	-	-	-	27,115
Due from associates	應收聯營公司款項	-	-	-	-	3,730	3,730
Due from a joint venture	應收一間合資公司款項	-	-	-	-	451	451
Due from related companies	應收關聯公司款項	-	-	-	-	1,220	1,220
Pledged deposits	抵押存款	-	-	-	-	1,893	1,893
Cash and cash equivalents	現金及現金等價物	-	-	-	-	293,974	293,974
		-	27,115	-	23,603	446,094	496,812

### 45. 金融工具分類 (續)

2021年

#### 金融資產

#### Financial liabilities

#### 金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 HK\$'000 千港元
Trade payables	貿易應付款項	62,185
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	28,297
Due to related companies	應付關聯公司款項	5,618
Due to a joint venture	應付一間合資公司款項	561
Lease liabilities	租賃負債	78,027
		174,688

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

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

### 46. 金融工具的公允價值及公允價值等級

本集團的金融資產(賬面值與公允價值合理相若的金融資產除外)的賬面值及公允價值如下:

		Carrying amounts		Fair values	
		賬面值		公允價值	
		2022	2021	2022	2021
		2022年	2021年	2022年	2021年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Financial assets</b>	<b>金融資產</b>				
Financial assets at amortised cost	按攤銷成本計量的金融資產				
– Listed debt investments	– 上市債務投資	<b>18,865</b>	33,071	<b>15,493</b>	33,053
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資				
– Unlisted equity investments	– 非上市股本投資	<b>3,885</b>	5,367	<b>3,885</b>	5,367
– Listed equity investment	– 上市股本投資	<b>27,632</b>	18,236	<b>27,632</b>	18,236
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產				
– Listed equity investments	– 上市股本投資	<b>1,806</b>	1,852	<b>1,806</b>	1,852
– Unlisted but quoted investment funds	– 非上市但有報價的投資基金	<b>26,723</b>	25,263	<b>26,723</b>	25,263
		<b>78,911</b>	83,789	<b>75,539</b>	83,771

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade receivables, trade payables, other financial assets included in prepayments and other receivables, financial liabilities included in other payables and accruals, balances with associates, related companies and a joint venture approximate to their carrying amounts largely due to the short term maturities/repayable on demand of these instruments or the effect of discounting is not material.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of listed equity and debt investments are based on quoted market prices.

The fair value of unlisted investment funds is based on price quoted by financial institutions with reference to quoted price in an active market of the listed securities comprising the fund portfolio being valued.

The fair values of unlisted equity investments are estimated based on either the market approach or recent market transaction price. The market approach is based on price multiple determined with reference to comparable public companies and includes appropriate risk adjustments for lack of marketability.

### 46. 金融工具的公允價值及公允價值等級 (續)

管理層已評定，現金及現金等價物、抵押存款、貿易應收款項、貿易應付款項、計入預付款項及其他應收款項的其他金融資產、計入其他應付款項及應計費用的金融負債，與聯營公司、關聯公司及一間合資公司的結餘的公允價值與其賬面值相若，主要因此等工具於短時間內到期／按要求償還或因折現影響並不重大。

金融資產及負債的公允價值按自願交易方（而非強迫或清盤銷售）於當前交易中交換該工具的金額入賬。已使用下列方法及假設估計公允價值：

上市股本及債務投資的公允價值基於公開市場報價釐定。

非上市投資基金的公允價值是基於金融機構的報價，並參考構成所估值的基金組合的上市證券在活躍市場的報價。

非上市股本投資之公允價值乃基於市場法或近期交易市價進行估計。市場法以經參考可資比較上市公司及包括因缺乏市場流通性而作出的適當風險調整而釐定之價格倍數為基礎。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

The fair value of other assets has been estimated using Monte Carlo simulation method.

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 30 June 2022 and 2021:

### 46. 金融工具的公允價值及公允價值等級 (續)

其他資產的公允價值已使用蒙地卡羅模擬法估計。

下表概述於2022年及2021年6月30日金融工具估值的重大不可觀察輸入數據連同定量敏感度分析：

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入數據	Range 範圍	Sensitivity of fair value to the input 公允價值對輸入數據之敏感度
As at 30 June 2022: 於2022年6月30日：				
Unlisted equity investments 非上市股本投資	Market approach 市場法	Enterprise value-to-EBITDA multiple ("EV/EBITDA multiple") 企業價值對EBITDA倍數 (「EV/EBITDA倍數」)	1.17 to 13.26 1.17至13.26	10% increase/decrease in EV/EBITDA multiple would result in increase/decrease in fair value by HK\$460,000/ HK\$460,000. EV/EBITDA倍數增加/減少10%將令到公允價值增加/減少460,000港元/460,000港元。
		Discount for lack of marketability ("DLOM") 欠缺適銷性折讓 (「欠缺適銷性折讓」)	20% to 40% 20%至40%	10% increase/decrease in DLOM would result in decrease/increase in fair value by HK\$265,000/ HK\$265,000. 欠缺適銷性折讓增加/減少10%將令到公允價值減少/增加265,000港元/265,000港元。
		Discount for lack of control ("DLOC") 欠缺控制權折讓 (「欠缺控制權折讓」)	nil to 20% 無至20%	10% increase/decrease in DLOC would result in decrease/increase in fair value by HK\$95,000/\$95,000. 欠缺控制權折讓增加/減少10%將令到公允價值減少/增加95,000港元/95,000港元。
		Control Premium 控制權溢價	nil to 25% 無至25%	10% increase/decrease in control premium would result in increase/decrease in fair value by HK\$76,000/\$76,000. 控制權溢價增加/減少10%將令到公允價值增加/減少76,000港元/76,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

### 46. 金融工具的公允價值及公允價值等級 (續)

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入數據	Range 範圍	Sensitivity of fair value to the input 公允價值對輸入數據之敏感度
As at 30 June 2021: 於2021年6月30日:				
Unlisted equity investment	Market approach	Enterprise value-to-Sales multiple ("EV/Sales multiple")	3.19	10% increase/decrease in EV/Sales multiple would result in increase/decrease in fair value by HK\$164,000/ HK\$164,000.
非上市股本投資	市場法	企業價值對銷售倍數 ([EV/銷售倍數])	3.19	EV/銷售倍數增加/減少10%將令到公允價值增加/減少164,000港元/164,000港元。
		Discount for lack of marketability ("DLOM")	20%	10% increase/decrease in DLOM would result in decrease/increase in fair value by HK\$139,000/ HK\$139,000.
		欠缺適銷性折現 ([欠缺適銷性折現])	20%	欠缺適銷性折現增加/減少10%將令到公允價值減少/增加139,000港元/139,000港元。
An unlisted equity investment	Recent financing	Third party pricing information	-	-
非上市股本投資	近期融資	第三方定價資料		



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

#### Fair value hierarchy

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

Assets measured at fair value:  
As at 30 June 2022

### 46. 金融工具的公允價值及公允價值等級 (續)

#### 公允價值等級

下表載列本集團金融工具的公允價值計量等級：

按公允價值計量的資產：  
於2022年6月30日

		Fair value measurement using 公允價值計量採用的基準			
		Quoted prices in active markets (Level 1) 活躍市場 報價 (第一層) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 千港元	Total 合計 HK\$'000 千港元
Investments at fair value through other comprehensive income:	按公允價值計入其他全面收入的投資：				
– Unlisted equity investments	– 非上市股本投資	–	–	3,885	3,885
– Listed equity investment	– 上市股本投資	27,632	–	–	27,632
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產				
– Listed equity investments	– 上市股本投資	1,806	–	–	1,806
– Unlisted but quoted investment funds	– 非上市但有報價的投資基金	–	26,723	–	26,723
		29,438	26,723	3,885	60,046

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

#### Fair value hierarchy (Continued)

Assets measured at fair value:

As at 30 June 2021

### 46. 金融工具的公允價值及公允價值等級 (續)

#### 公允價值等級 (續)

按公允價值計量的資產：

於2021年6月30日

		Fair value measurement using 公允價值計量採用的基準			
		Quoted prices in active markets (Level 1) 活躍市場 報價 (第一層) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 千港元	Total  合計 HK\$'000 千港元
Investments at fair value through other comprehensive income:	按公允價值計入其他全面收入的投資：				
- Unlisted equity investments	- 非上市股本投資	-	-	5,367	5,367
- Listed equity investment	- 上市股本投資	18,236	-	-	18,236
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產				
- Listed equity investments	- 上市股本投資	1,852	-	-	1,852
- Unlisted but quoted investment funds	- 非上市但有報價的投資基金	-	25,263	-	25,263
		20,088	25,263	5,367	50,718

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 for financial assets (2021: Nil). The movements in fair value measurements within Level 3 are as follows:

於年內，金融資產第一層與第二層之間並無公允價值計量轉撥(2021年：無)。第三層內的公允價值計量的變動如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
Equity investments at fair value through other comprehensive income:	按公允價值計入其他全面收入的股本投資：		
At 1 July	於7月1日	5,367	4,745
Purchase	購買	-	494
Disposal	出售	(494)	-
Fair value (loss)/gain recognised in other comprehensive income	於其他全面收入確認的公允價值(虧損)/收益	(988)	128
At 30 June	於6月30日	3,885	5,367
Other assets:	其他資產：		
At 1 July	於7月1日	-	9,589
Settlement	結算	-	(4,597)
Fair value loss recognised in the consolidated statement of profit or loss (note 7)	於綜合損益表中確認的公允價值虧損(附註7)	-	(910)
Impairment	減值	-	(4,082)
At 30 June	於6月30日	-	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 46. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

#### Fair value hierarchy (Continued)

##### Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 30 June 2021 and 2022.

### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents and short term deposits. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

With respect to listed equity and debt investments, the Group purchases and holds them only through various creditworthy financial institutions.

#### Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 30 June. For listed debt investments, the Group also monitors them by using external credit ratings and ensures that investments are only made in debts meeting a certain credit rating to minimise credit risk. The amounts presented are gross carrying amounts for financial assets.

### 46. 金融工具的公允價值及公允價值等級 (續)

#### 公允價值等級 (續)

##### 按公允價值計量的負債：

本集團於2021年及2022年6月30日並無任何按公允價值計量的金融負債。

### 47. 財務風險管理目標及政策

本集團的主要金融工具包括現金及現金等價物以及短期存款。該等金融工具的主要目的是為本集團的營運提供資金。本集團有多類直接由其營運產生的其他金融資產及負債，如貿易應收款項及貿易應付款項。

本集團金融工具產生的主要風險為信貸風險及流動性風險。董事會審閱並同意管理各項該等風險的政策並概述如下。

#### 信貸風險

本集團僅與獲認可兼信譽可靠的第三方進行交易。按照本集團的政策，所有擬按信貸條款進行交易的客戶必須通過信貸核實程序後，方可作實。此外，本集團會持續監察應收款項結餘的情況，其所面對的壞賬風險並不重大。

本集團僅透過信譽良好的財務機構購買及持有上市股本及債務投資。

#### 最高風險及年結階段

下表載列基於本集團的信貸政策的信貸質素及最高信貸風險，主要基於逾期資料（除非其他資料可在無須付出不必要成本或努力的情況下獲得），及於6月30日的年結階段分類。就上市債務投資而言，本集團亦使用外部信貸評級監察該等投資，並確保該等投資僅以債務形式作出以及符合特定信貸評級以盡量降低信貸風險。所呈列的有關金額指金融資產總賬面值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk (Continued)

As at 30 June 2022

### 47. 財務風險管理目標及政策(續)

#### 信貸風險(續)

於2022年6月30日

		12-month ECLs		Lifetime ECLs		Total
		12個月預期信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		階段1	階段2	階段3	簡化法	合計
		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
Financial assets at amortised cost:	按攤銷成本計量的金融資產：					
– Normal	– 正常	18,865	–	–	–	18,865
Trade receivables*	貿易應收款項*	–	–	–	81,414	81,414
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
– Normal**	– 正常**	46,837	–	–	–	46,837
Due from associates	應收聯營公司款項					
– Not yet past due	– 尚未逾期	22,999	–	–	–	22,999
Due from a joint venture	應收一間合資公司款項	1,119	–	–	–	1,119
Due from related companies	應收關聯公司款項					
– Not yet past due	– 尚未逾期	1,446	–	–	–	1,446
Pledged deposits	抵押存款					
– Not yet past due	– 尚未逾期	2,393	–	–	–	2,393
Cash and cash equivalents	現金及現金等價物					
– Not yet past due	– 尚未逾期	235,727	–	–	–	235,727
		329,386	–	–	81,414	410,800

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk (Continued)

As at 30 June 2021

#### 信貸風險(續)

於2021年6月30日

		12-month ECLs		Lifetime ECLs		Total
		12個月預期 信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		階段1	階段2	階段3	簡化法	合計
		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
Financial assets at amortised cost:	按攤銷成本計量的金融資產：					
– Normal	– 正常	33,071	–	–	–	33,071
Trade receivables*	貿易應收款項*	–	–	–	83,364	83,364
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
– Normal**	– 正常**	28,391	–	–	–	28,391
Due from associates	應收聯營公司款項					
– Not yet past due	– 尚未逾期	3,730	–	–	–	3,730
Due from a joint venture	應收一間合資公司款項	451	–	–	–	451
Due from related companies	應收關聯公司款項					
– Not yet past due	– 尚未逾期	1,220	–	–	–	1,220
Pledged deposits	抵押存款					
– Not yet past due	– 尚未逾期	1,893	–	–	–	1,893
Cash and cash equivalents	現金及現金等價物					
– Not yet past due	– 尚未逾期	293,974	–	–	–	293,974
		362,730	–	–	83,364	446,094

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk (Continued)

##### Maximum exposure and year-end staging (Continued)

- \* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 24 to the consolidated financial statements.
- \*\* The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Further quantitative data in respect of the Group’s exposure to credit risk arising from trade receivables are disclosed in note 24 to the consolidated financial statements.

At the end of the reporting period, the Group had certain concentrations of credit risk as 14% (2021: 10%) and 36% (2021: 34%) of the Group’s trade receivables were due from the Group’s largest debtor and the five largest debtors, respectively.

#### Liquidity risk

The Group monitors and maintains a sufficient level of cash and cash equivalents deemed adequate by management to finance the Group’s operations and mitigate the effects of fluctuation in cash flows. Management reviews and monitors the Group’s working capital requirements regularly.

### 47. 財務風險管理目標及政策(續)

#### 信貸風險(續)

##### 最高風險及年結階段(續)

- \* 就本集團應用簡化減值方法的貿易應收款項，基於撥備矩陣的資料於綜合財務報表附註24披露。
- \*\* 計入預付款項、其他應收款項及其他資產的金融資產之信貸質素於其並無逾期且並無資料顯示該等金融資產自初步確認起信貸風險有重大增加時視作「正常」。否則，金融資產之信貸質素視作「存疑」。

本集團產生自貿易應收款項的信貸風險敞口的進一步量化數據披露於綜合財務報表附註24。

於報告期末，本集團承擔若干信貸集中風險，因本集團的貿易應收款項中，分別有14% (2021年：10%) 及36% (2021年：34%) 為應收本集團最大債務人及五大債務人的款項。

#### 流動性風險

本集團監控及維持管理層認為足夠的現金及現金等價物，以便為本集團的營運提供資金並緩解現金流量波動的影響。管理層定期審視及監控本集團的營運資金需求。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Liquidity risk (Continued)

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

#### 流動性風險(續)

於報告期末，本集團按合約未貼現付款釐定的金融負債到期情況載列如下：

		2022 2022年			
		On demand 按要求償還 HK\$'000 千港元	Less than 1 year 少於1年 HK\$'000 千港元	1 to 5 years 1至5年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Trade payables	貿易應付款項	364	38,693	–	39,057
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	24,567	–	–	24,567
Due to related companies	應付關聯公司款項	2,254	–	–	2,254
Due to associates	應付聯營公司款項	976	–	–	976
Lease liabilities	租賃負債	–	66,603	88,361	154,964
		<b>28,161</b>	<b>105,296</b>	<b>88,361</b>	<b>221,818</b>
		2021 2021年			
		On demand 按要求償還 HK\$'000 千港元	Less than 1 year 少於1年 HK\$'000 千港元	1 to 5 years 1至5年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Trade payables	貿易應付款項	765	61,420	–	62,185
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	28,297	–	–	28,297
Due to related companies	應付關聯公司款項	5,618	–	–	5,618
Due to a joint venture	應付一間合資公司款項	561	–	–	561
Lease liabilities	租賃負債	41,316	40,418	–	81,734
		<b>76,557</b>	<b>101,838</b>	<b>–</b>	<b>178,395</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 47. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital structure in order to support its business and maximise shareholders' value. The Group primarily funds its operations by cash generated from operating activities. As at 30 June 2022, the Group did not have any bank borrowings or outstanding bank loans (2021: nil).

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 30 June 2022 and 30 June 2021.

The capital of the Group represents equity attributable to owners of the Company.

### 47. 財務風險管理目標及政策 (續)

#### 資本管理

本集團資本管理的首要目標為保障本集團持續經營的能力並維持穩健的資本架構，以支持其業務及為股東創造最大價值。本集團主要通過經營活動產生的現金為其營運提供資金。於2022年6月30日，本集團並無任何銀行借貸或未償還銀行貸款(2021年：無)。

本集團根據經濟環境變化及相關資產的風險特徵管理及調整其資本架構。為維持或調整資本架構，本集團或會調整派付予股東的股息、返還資本予股東或發行新股份。本集團並不受任何外部施加的資本要求規限。於截至2022年6月30日及2021年6月30日止年度，資本管理目標、政策或程序並未發生變動。

本集團的資本即為本公司擁有人應佔權益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 48. ASSETS AND LIABILITIES OF DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE

As at 30 June 2021, the Group classified the assets and liabilities of two subsidiaries, Health Network Medical Centre (Shatin) Limited (“HNMCL”) and 上海快驗保門診部有限公司 (“快驗保”), as assets and liabilities of disposal groups classified as held for sale.

During the year ended 30 June 2021, the Group entered into separate negotiations with prospective buyers to dispose of its 55% and 100% equity interest of HNMCL and 快驗保 respectively.

HNMCL is engaged in the provision of general practitioner services and 快驗保 is engaged in the provision of health check-up services.

The associated assets and liabilities of the two subsidiaries were consequently presented as held for sale in the 2021 financial statements. At the timing of reclassification, the assets and liabilities of the disposal groups were remeasured at the lower of their carrying amount and fair value less cost of disposal. Accordingly, an impairment loss on goodwill associated with the disposal groups of HK\$14,653,000 was recognised.

Subsequently, the Group entered into a disposal agreement with an independent third party on 2 July 2021 in relation to the sale and purchase of 100% of the equity interest in 快驗保 and 快驗保 has since ceased to be a subsidiary of the Group since.

The Group entered into a disposal agreement with the non-controlling shareholder of HNMCL in relation to the sale and purchase of the Group’s 55% equity interest in HNMCL after the year ended 30 June 2021. The transaction was completed and HNMCL has since ceased to be a subsidiary of the Group.

### 48. 分類為持作出售的出售組別的資產及負債

於2021年6月30日，本集團將兩間附屬公司健聯醫務中心(沙田)有限公司(「健聯」)及上海快驗保門診部有限公司(「快驗保」)的資產及負債分類為持作出售的出售組別的資產及負債。

於截至2021年6月30日止年度，本集團分別與潛在買家進行磋商，以分別出售其在健聯及快驗保的55%及100%股權。

健聯從事提供全科醫生服務而快驗保則從事提供體檢服務。

因此，此兩間附屬公司的相關資產及負債在2021年的財務報表中呈列為持作出售。在重新分類時，出售組別的資產及負債按其賬面值及公允價值減出售成本之較低者重新計量。因此，已就出售組別確認商譽減值虧損14,653,000港元。

其後，本集團於2021年7月2日與一名獨立第三方就買賣快驗保的100%股權訂立出售協議，快驗保自其時起不再是本集團的附屬公司。

於截至2021年6月30日止年度後，本集團與健聯的非控股股東就買賣本集團在健聯的55%股權訂立出售協議。該交易已完成而健聯自其時起不再是本集團的附屬公司。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 48. ASSETS AND LIABILITIES OF DISPOSAL GROUPS CLASSIFIED AS HELD FOR SALE

(Continued)

The following assets and liabilities were reclassified as held for sale in relation to the disposal groups as at 30 June 2021:

### 48. 分類為持作出售的出售組別的資產及負債(續)

以下資產及負債在2021年6月30日重新分類為與出售組別有關的持作出售：

		Note 附註	HK\$'000 千港元
Assets	資產		
Property, plant and equipment	物業、廠房及設備		1,875
Right-of-use assets	使用權資產	15(a)	16,265
Goodwill (net of impairment loss recognised upon classification as held for sale)	商譽(扣除於分類為持作出售後之已確認減值虧損)	16	5,249
Other intangible assets	其他無形資產		12,885
Inventories	存貨		1
Accounts receivables	應收賬款		202
Other receivables and deposits	其他應收款項及保證金		427
Bank deposits and cash	銀行存款及現金		2,838
<b>Assets classified as disposal group held for sale</b>	<b>分類為持作出售的出售組別的資產</b>		<b>39,742</b>
Liabilities	負債		
Trade payables	貿易應付款項		(145)
Other payables and accruals	其他應付款項及應計費用		(2,077)
Provision	撥備		(493)
Tax payable	應付稅項		(1,153)
Deferred tax liabilities	遞延稅項負債		(2,126)
Lease liabilities	租賃負債	15(b)	(18,447)
<b>Liabilities associated with the disposal group held for sale</b>	<b>與持作出售的出售組別相關的負債</b>		<b>(24,441)</b>
<b>Net assets associated with the disposal group held for sale</b>	<b>與持作出售的出售組別相關的資產淨值</b>		<b>15,301</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

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

### 49. 本公司財務狀況表

有關於報告期末本公司財務狀況表的資料如下：

		2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Financial assets at amortised cost	按攤銷成本計量的金融資產	–	19,025
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資	27,632	18,236
Total non-current assets	非流動資產總額	27,632	37,261
CURRENT ASSETS	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	436	1,200
Financial assets at amortised cost	按攤銷成本計量的金融資產	18,865	14,046
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	26,723	25,263
Due from subsidiaries	應收附屬公司款項	464,143	465,070
Cash and cash equivalents	現金及現金等價物	34,161	25,612
Total current assets	流動資產總額	544,328	531,191
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計費用	555	1,127
Due to subsidiaries	應付附屬公司款項	29,700	52,102
Total current liabilities	流動負債總額	30,255	53,229
NET CURRENT ASSETS	流動資產淨額	514,073	477,962
Net assets	資產淨額	541,705	515,223
EQUITY	權益		
Issued capital	已發行股本	793	775
Reserves (note)	儲備(附註)	540,912	514,448
Total equity	總權益	541,705	515,223

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

30 June 2022  
2022年6月30日

### 49. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

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

		Share premium account 股份溢價賬 HK\$'000 千港元	Shares held under the share award scheme 股份獎勵計劃項下 預留的股份 HK\$'000 千港元 (note 36) (附註36)	Share-based payment reserve 以股份為基礎的 付款儲備 HK\$'000 千港元 (note 37) (附註37)	Fair value reserve 公允價值 儲備 HK\$'000 千港元	Retained profits 留存利潤 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 July 2020	於2020年7月1日	397,612	(13,430)	45,151	(16,265)	70,406	483,474
Profit for the year	年內利潤	-	-	-	-	41,400	41,400
Other comprehensive loss for the year:	年內其他全面虧損:						
Changes in fair value of equity investments at fair value through other comprehensive income	按公允價值計入其他全面收入的股本投資的公允價值變動	-	-	-	5,346	-	5,346
Changes in fair value of debt investments at fair value through other comprehensive income	按公允價值計入其他全面收入的債務投資的公允價值變動	-	-	-	-	-	-
Release of reserve upon disposal of debt investment at fair value through other comprehensive income	於出售按公允價值計入其他全面收入的債務投資後解除儲備	-	-	-	(27)	-	(27)
Total comprehensive income/(loss) for the year	年內全面收入/(虧損)總額	-	-	-	5,319	41,400	46,719
Final 2020 dividend	2020年末期股息	-	-	-	-	(20,060)	(20,060)
Interim 2021 dividend	2021年中期股息	-	-	-	-	(7,658)	(7,658)
Shares issued in lieu of cash dividend	發行股份以代替現金股息	11,403	(233)	-	-	-	11,170
Purchases of shares for the share award scheme	就股份獎勵計劃購買股份	-	(1,030)	-	-	-	(1,030)
Equity-settled share-based payment arrangements	以權益結算的以股份為基礎的付款安排	-	-	1,833	-	-	1,833
At 30 June 2021 and 1 July 2021	於2021年6月30日及2021年7月1日	409,015	(14,693)	46,984	(10,946)	84,088	514,448
Profit for the year	年內利潤	-	-	-	-	35,809	35,809
Other comprehensive income for the year:	年內其他全面收入:						
Changes in fair value of equity investments at fair value through other comprehensive income	按公允價值計入其他全面收入的股本投資的公允價值變動	-	-	-	11,766	-	11,766
Total comprehensive income for the year	年內全面收入總額	-	-	-	11,766	35,809	47,575
Final 2021 dividend	2021年末期股息	-	-	-	-	(21,438)	(21,438)
Interim 2022 dividend	2022年中期股息	-	-	-	-	(11,739)	(11,739)
Transfer upon disposal of equity securities designated at fair value through other comprehensive income	於出售按公允價值計入其他全面收入的股本證券後轉撥	-	-	-	(306)	-	(306)
Shares issued in lieu of cash dividend	發行股份以代替現金股息	13,490	(272)	-	-	-	13,218
Purchases of shares for the share award scheme	就股份獎勵計劃購買股份	-	(157)	-	-	-	(157)
Equity-settled share-based payment arrangements	以權益結算的以股份為基礎的付款安排	-	558	(23,609)	-	22,362	(689)
At 30 June 2022	於2022年6月30日	422,505	(14,564)	23,375	514	109,082	540,912

### 49. 本公司財務狀況表 (續)

附註:

本公司儲備概要如下:

### 50. EVENT SUBSEQUENT TO YEAR END

In August 2022, the Group entered into a series of contracts with a vendor to purchase medical equipment at an aggregate consideration of HK\$74,000,000.

### 51. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 23 September 2022.

### 50. 年結日後事項

於2022年8月，本集團與賣方訂立一系列合約，以74,000,000港元之總代價購買醫療設備。

### 51. 批准綜合財務報表

綜合財務報表於2022年9月23日獲董事會批准及授權刊發。



## FINANCIAL SUMMARY

### 財務概要

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and restated as appropriate, is set out below.

本集團於過去五個財政年度的業績及資產、負債及非控股權益概要(摘錄自己公佈經審核財務報表及適當地重列)載列如下。

## CONSOLIDATED RESULTS

### 綜合業績

		Year ended 30 June 截至6月30日止年度				
		2022	2021	2020	2019	2018
		2022年	2021年	2020年	2019年	2018年
		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
Continuing operations Revenue	持續經營業務收入	665,859	616,361	553,128	564,897	461,583
Profit before tax	除稅前利潤	85,980	90,357	90,988	39,175	50,079
Income tax expense	所得稅開支	(11,946)	(19,780)	(13,034)	(14,696)	(11,003)
Profit for the year from continuing operations	來自持續經營業務的 年內利潤	74,034	70,577	77,954	24,479	39,076
Profit/(loss) for the year from discontinued operation	已終止經營業務的 年內利潤/(虧損)	1,197	(39,040)	(17,644)	(4,930)	(1,574)
Profit for the year	年內利潤	75,231	31,537	60,310	19,549	37,502
Attributable to:	以下各方應佔：					
Owners of the Company	本公司擁有人	72,168	34,834	58,915	12,798	37,555
Non-controlling interests	非控股權益	3,063	(3,297)	1,395	6,751	(53)

## ASSETS AND LIABILITIES

### 資產及負債

		As at 30 June 於6月30日				
		2022	2021	2020	2019	2018
		2022年	2021年	2020年	2019年	2018年
		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
Total assets	總資產	1,037,601	969,977	891,307	842,100	737,620
Total liabilities	總負債	300,296	276,921	220,800	156,138	103,215
Net assets	資產淨額	737,305	693,056	670,507	685,962	634,405
Equity attributable to:	以下各方應佔權益：					
Owners of the Company	本公司擁有人	698,653	639,498	611,846	612,995	567,136
Non-controlling interests	非控股權益	38,652	53,558	58,661	72,967	67,269
Total equity	權益淨額	737,305	693,056	670,507	685,962	634,405

“2022 AGM” 「2022年股東週年大會」	the annual general meeting of the Company to be held on Friday, 25 November 2022 本公司將於2022年11月25日(星期五)舉行的股東週年大會
“Affiliated Clinic(s)” 「聯屬診所」	clinic(s) which is/are not operated by the Group but which has entered or will enter into an agreement directly with the Group to offer Medical Services, Dental Services and/or Auxiliary Services to the Plan Members 並非由本集團經營但已經或將會直接與本集團訂立協議以向計劃成員提供醫療服務、牙科服務及／或輔助服務的診所
“Affiliated Doctor”, “Affiliated Dentist”, “Affiliated Auxiliary Services Providers” 「聯屬醫生」、「聯屬牙醫」、 「聯屬輔助服務提供者」	doctor(s)/dentist(s)/Auxiliary Services Provider(s) who has/have entered or will enter into an agreement directly with the Group to provide services to Plan Members and who, in accordance with the terms of such agreement, has/have received or will receive an amount from the Group based on the volume of Plan Members treated 已經或將會直接與本集團訂立協議以向計劃成員提供服務且根據協議條款已經或將會按接診的計劃成員數目向本集團收取款項的醫生／牙醫／輔助服務提供者
“Articles” or “Articles of Association” 「細則」或「公司細則」	the amended and restated articles of association of the Company currently in force 目前生效的本公司經修訂及重列公司細則
“Audit Committee” 「審核委員會」	the audit committee of the Board 董事會轄下審核委員會
“Auxiliary Services” 「輔助服務」	includes physiotherapy, traditional Chinese medicine, vision care and optometry and child health assessment 包括物理治療、中醫、眼科護理及驗光以及兒童健康發展評估
“Auxiliary Services Provider” 「輔助服務提供者」	auxiliary services provider(s) who is/are or will be engaged directly by the Group as a consultant to provide Auxiliary Services in the UMP Medical Centres in accordance with the terms of a consultancy agreement with the Group, and the Affiliated Auxiliary Services Providers 已經或將會直接獲本集團委聘為顧問以根據與本集團簽訂的顧問協議的條款在聯合醫務中心內提供輔助服務的輔助服務提供者，以及聯屬輔助服務提供者
“B2B” 「B2B」	a business to business 企業對企業
“B2C” 「B2C」	business to consumer 企業對消費者

## GLOSSARY

### 詞彙

“BBS” 「銅紫荊星章」	Bronze Bauhinia Star 銅紫荊星章
“Board” 「董事會」	the board of Directors 董事會
“Chairman” 「主席」	the chairman of the Board 董事會主席
“Chief Executive Officer” 「行政總裁」	the chief executive officer of the Company 本公司行政總裁
“COVID-19” 「新型冠狀病毒」	means coronavirus disease 2019, a disease caused by a novel virus designated as severe acute respiratory syndrome coronavirus 2 2019冠狀病毒疾病，一種由被稱為嚴重急性呼吸系統綜合症冠狀病毒2的新型病毒引起的疾病
“Code of Conduct for Securities Transactions by Employees” 「僱員進行證券交易的操守準則」	the Code of Conduct for Securities Transactions by Employees adopted by the Company 本公司所採納的僱員進行證券交易的操守準則
“Company” 「本公司」	UMP Healthcare Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability on 5 November 2014 聯合醫務集團有限公司，於2014年11月5日根據開曼群島法例註冊成立的有限公司
“Contract Customers” 「合約客戶」	collectively, insurance companies and corporations which have entered or will enter into corporate plans with the Group for healthcare benefits for Plan Members 已經或將會就計劃成員的醫療保健福利與本集團訂立企業計劃的保險公司及企業的統稱
“Corporate Governance Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄十四所載的企業管治守則
“CR Medical” 「華潤醫療」	China Resources Medical Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and listed on the Main Board of the Stock Exchange (Stock code: 1515) 華潤醫療控股有限公司，於開曼群島註冊成立並於聯交所主板上市的有限公司（股份代號：1515）
“CTFE” 「周大福企業」	Chow Tai Fook Enterprises Limited, a company incorporated under the laws of Hong Kong with limited liability 周大福企業有限公司，根據香港法例註冊成立的有限公司

“CT Scan” 「電腦斷層掃描」	computed tomography scan, a medical imaging technique used in radiology to get detailed images of the body non-invasively for diagnostic purposes 電腦斷層掃描，是放射學中的一種醫學影像技術，用於無創地獲得人體的詳細影像以作診斷用途
“Dental” or “Dental Services” 「牙科」或「牙科服務」	include primary dental services such as scaling and polishing and secondary dental services such as crown and bridge, orthodontics, implants and whitening 包括基本牙科服務（如洗牙及拋光）以及第二層牙科服務（如牙冠及牙橋、口腔正畸、植齒及牙齒美白）
“Dentists” 「牙醫」	dentist who is or will be engaged directly by the Group as a consultant to provide Dental Services in the UMP Medical Centres in accordance with the terms of a consultancy agreement with the Group, and the Affiliated Dentists 已經或將會直接獲本集團委聘為顧問以根據與本集團簽訂的顧問協議的條款在聯合醫務中心內提供牙科服務的牙醫，以及聯屬牙醫
“Directors” 「董事」	directors of the Company 本公司董事
“Doctors” 「醫生」	doctors who is/are or will be engaged directly by the Group as a consultant to provide Medical Services in the UMP Medical Centres in accordance with the terms of a consultancy agreement with the Group and the Affiliated Doctors 已經或將會直接獲本集團委聘為顧問以根據與本集團簽訂的顧問協議的條款在聯合醫務中心內提供醫療服務的醫生，以及聯屬醫生
“EPS” 「每股盈利」	Earnings per share 每股盈利
“FY2018” 「2018財政年度」	the financial year ended 30 June 2018 截至2018年6月30日止財政年度
“FY2019” 「2019財政年度」	the financial year ended 30 June 2019 截至2019年6月30日止財政年度
“FY2020” 「2020財政年度」	the financial year ended 30 June 2020 截至2020年6月30日止財政年度
“FY2021” 「2021財政年度」	the financial year ended 30 June 2021 截至2021年6月30日止財政年度
“FY2022” 「2022財政年度」	the financial year ended 30 June 2022 截至2022年6月30日止財政年度

## GLOSSARY 詞彙

“General Practitioners” or “GPs” 「全科醫生」	Doctors trained in general practice and best suited to act as first point of contact for patients, having the required knowledge to refer patients to the appropriate specialists or services required 接受全科訓練的醫生，最適合為患者提供首次診斷，具備所需知識按需要轉介患者至適合專科或服務
“Global Offering” or “IPO” 「全球發售」或「首次公開發售」	the offer of the shares of the Company to the public in Hong Kong and outside the United States of America in offshore transactions in reliance on Regulation S, the details of which are set out in the section headed “Structure of the Global Offering” of the prospectus of the Company dated 17 November 2015 本公司向香港公眾人士及依據S規例在美國境外的離岸交易中發售股份，詳情載於日期為2015年11月17日的本公司招股章程「全球發售的架構」一節中
“Group”, “we”, “UMP” or “UMP Healthcare Group” 「本集團」、「我們」、 「聯合醫務」或「聯合醫務集團」	the Company and its subsidiaries 本公司及其附屬公司
“Healthcare Ventures” 「Healthcare Ventures」	Healthcare Ventures Holdings Limited, a company incorporated under the laws of British Virgin Islands with limited liability, which is a substantial shareholder of the Company and a wholly-owned subsidiary of CTFE Healthcare Ventures Holdings Limited，根據英屬處女群島法例註冊成立的有限公司，為本公司的主要股東及周大福企業的全資附屬公司
“HK\$” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Hong Kong & Macau Clinical Healthcare Services” 「香港及澳門臨床醫療保健服務」	provision of clinical healthcare services to Self-paid Patients in Hong Kong and Macau 於香港及澳門向自費患者提供臨床醫療保健服務
“Hong Kong & Macau Corporate Healthcare Solution Services” 「香港及澳門企業醫療保健 解決方案服務」	provision of corporate healthcare solutions services in Hong Kong and Macau 於香港及澳門提供企業醫療保健解決方案服務
“ICAC” 「廉政公署」	Independent Commission Against Corruption 廉政公署

“JP” 「太平紳士」	Justice of the Peace 太平紳士
“Listing Date” 「上市日期」	27 November 2015 2015年11月27日
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“Macau” 「澳門」	the Macau Special Administrative Region of the PRC 中國澳門特別行政區
“Mainland China” or “PRC” 「中國內地」或「中國」	the People’s Republic of China (excluding, for the purpose of this report, Hong Kong, Macau and Taiwan) 中華人民共和國(就本報告而言，不包括香港、澳門及台灣)
“Mainland China Clinical Healthcare Services” 「中國內地臨床醫療保健服務」	provision of clinical healthcare services to self-paid patients in Mainland China 於中國內地向自費患者提供臨床醫療保健服務
“Medical” or “Medical Services” 「醫療」或「醫療服務」	include general practice and specialist practice 包括全科醫療及專科醫療
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules 上市規則附錄十所載上市發行人董事進行證券交易的標準守則
“MRI” 「磁力共振成像」	magnetic resonance imaging, a procedure that uses magnetism, radio waves, and a computer to create images of areas inside the body 磁力共振成像，是一種使用磁力、無線電波和電腦來創建身體內部區域影像的程序
“PET-CT” 「正電子電腦斷層掃描」	positron emission tomography-computed tomography, a nuclear medicine technique which combines, in a single gantry, a positron emission tomography (PET) scanner and an x-ray computed tomography (CT) scanner, to acquire sequential images from both devices in the same session, which are combined into a single superposed (co-registered) image 正電子發射電腦斷層掃描，在單一掃描器機架結合正電子發射斷層掃描器(PET)及X光電腦斷層掃描器(CT)，在同一次療程從兩部儀器取得序列影像並將該等影像結合成單一疊加(融合)影像



## GLOSSARY

### 詞彙

“Pinyu” 「品裕」	Pinyu Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, which is a substantial shareholder of the Company and an indirect wholly-owned subsidiary of CR Medical 品裕有限公司，根據英屬處女群島法例註冊成立的有限公司，為本公司主要股東並為華潤醫療的間接全資附屬公司
“Plan Members” 「計劃成員」	members of the Group’s corporate healthcare benefits plans, who typically include group medical insurance policyholders and employees of corporations and/or their dependants 本集團企業醫療保健福利計劃成員，一般包括集團醫療保險保單持有人及機構的僱員及／或其家屬
“Post-IPO Share Option Scheme” 「首次公開發售後購股權計劃」	the post-IPO share option scheme approved and adopted by the Company on 2 November 2015 本公司於2015年11月2日批准及採納的首次公開發售後購股權計劃
“Pre-IPO Share Option Scheme” 「首次公開發售前購股權計劃」	the pre-IPO share option scheme approved and adopted by the Board on 18 August 2015 董事會於2015年8月18日批准及採納的首次公開發售前購股權計劃
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Board 董事會轄下薪酬委員會
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 中國法定貨幣人民幣
“Rich Point” 「富滙」	Rich Point Investment Holdings Limited, a company incorporated in Hong Kong with limited liability 富滙投資控股有限公司，於香港註冊成立的有限公司
“Rich Point Group” 「富滙集團」	Dr. Sun Yiu Kwong and his associates including Rich Point 孫耀江醫生及其聯繫人（包括富滙）
“SBS” 「銀紫荊星章」	Silver Bauhinia Star 銀紫荊星章

“Self-paid Patients” 「自費患者」	patients who visit a UMP Medical Centre operated by the Group and pays for services using cash or credit card 到本集團經營的聯合醫務中心就診並使用現金或信用卡支付服務費用的患者
“Share Award Scheme” 「股份獎勵計劃」	the share award scheme approved and adopted by the Board on 30 June 2016 董事會於2016年6月30日批准及採納的股份獎勵計劃
“Share(s)” 「股份」	ordinary share(s) with a nominal value of HK\$0.001 each in the share capital of the Company 本公司股本中每股面值0.001港元的普通股
“Shareholder(s)” 「股東」	holder(s) of Share(s) 股份的持有人
“specialist practice” or “specialist services” 「專科醫療」或「專科服務」	the range of specialist practice offered by UMP, including Cardiology, Dermatology, Endocrinology, Diabetes and Metabolism, Family Medicine, Gastroenterology and Hepatology, General Surgery, Internal Medicine, Nephrology, Neurology, Neurosurgery, Obstetrics and Gynaecology, Ophthalmology, Orthopaedics and Traumatology, Otorhinolaryngology (ENT), Paediatrics, Paediatrics Surgery, Radiology, Respiratory Medicine, Rheumatology and Urology, an updated list of which is available on <a href="http://www.ump.com.hk">www.ump.com.hk</a> 聯合醫務提供的一系列專科醫療，包括心臟科、皮膚科、內分泌、糖尿病及代謝科、家庭醫學、腸胃及肝臟科、普通外科、內科、腎臟科、神經科、神經外科、婦產科、眼科、骨科及創傷科、耳鼻咽喉科、兒科、小兒外科、放射科、呼吸內科、風濕科及泌尿科，經更新清單於 <a href="http://www.ump.com.hk">www.ump.com.hk</a> 上可供查閱
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“UMP Healthcare China” 「聯合醫務中國」	UMP Healthcare China Limited, a company incorporated under the laws of the Cayman Islands with limited liability and an associate of the Company 聯合醫務中國有限公司，根據開曼群島法例註冊成立的有限公司，為本公司的聯營公司

## GLOSSARY

### 詞彙

“UMP Healthcare China Group” 「聯合醫務中國集團」	UMP Healthcare China and its subsidiaries 聯合醫務中國及其附屬公司
“UMP Medical Centre(s)” 「聯合醫務中心」	medical centre(s) offering Medical Services, Dental Services and/or Auxiliary Services which is/are operated by the Group 提供醫療服務、牙醫服務及／或輔助服務的醫務中心，由本集團經營
“UMP Network” 「UMP網絡」	consists of (i) UMP Medical Centres which are operated by the Group and (ii) Affiliated Clinics which are clinics not operated by the Group but each of which has entered into an agreement with the Group to offer Medical Services, Dental Services and/or Auxiliary Services to Plan Members 包括(i)本集團經營的聯合醫務中心及(ii)聯屬診所(並非由本集團經營的診所，惟各自已與本集團訂立協議以向計劃成員提供醫療服務、牙醫服務及／或輔助服務)
“Zheng He” 「鄭和」	Zheng He Health and Medical Resources Limited, a Private Company Limited by Shares incorporated in the British Virgin Islands Zheng He Health and Medical Resources Limited，於英屬處女群島註冊成立的私人股份有限公司
“Zheng He Party(ies)” 「鄭和一方」	the company(ies) or trust(s) which is under the control of Mr. Law Siu Wah, Eddie or his family trust or estate 在羅肇華先生或其家族信託或遺產控制權下的公司或信託



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