

RMH HOLDINGS LIMITED

德斯控股有限公司

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

Stock Code 股份代號：8437



2023
First Quarterly Report
第一季度業績報告

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

香港聯合交易所有限公司（「聯交所」）GEM的特色

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of RMH Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

香港交易及結算所有限公司以及聯交所對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告乃遵照聯交所GEM證券上市規則（「GEM上市規則」）的規定而提供有關德斯控股有限公司（「本公司」，連同其附屬公司統稱「本集團」）的資料。本公司各董事（「董事」）願就本報告共同及個別承擔全部責任，並於作出一切合理查詢後，確認就彼等所深知及深信：本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份；及並無遺漏任何其他事項致使本報告所載任何聲明或本報告產生誤導。

- The unaudited revenue of the Group amounted to approximately S\$309,000 for the three months ended 31 March 2023, representing a decrease of approximately S\$450,000 or 59.29% as compared with the revenue of approximately S\$759,000 for the three months ended 31 March 2022.
- The unaudited loss of the Group was approximately S\$1,827,000 for the three months ended 31 March 2023, representing a decrease of losses of approximately S\$250,000 or 12.04% as compared with the loss of approximately S\$2,077,000 for the three months ended 31 March 2022.
- Loss per share of the Company was approximately 0.15 Singapore cents for the three months ended 31 March 2023 while the loss per share of the Company was approximately 0.22 Singapore cents for three months ended 31 March 2022.
- The Board does not recommend the payment of any dividend for the three months ended 31 March 2023.
- 本集團截至2023年3月31日止三個月的未經審核收益約為309,000新加坡元，較截至2022年3月31日止三個月的收益約為759,000新加坡元減少約450,000新加坡元或59.29%。
- 本集團截至2023年3月31日止三個月的未經審核虧損約為1,827,000新加坡元，較截至2022年3月31日止三個月的虧損約2,077,000新加坡元減少約250,000新加坡元或12.04%。
- 截至2023年3月31日止三個月本公司每股虧損約為0.15新加坡分，而截至2022年3月31日止三個月本公司每股虧損則約為0.22新加坡分。
- 董事會不建議就截至2023年3月31日止三個月派付任何股息。

Unaudited First Quarterly Results

未經審核第一季度業績

The board of Directors (the "Board") is pleased to announce the unaudited condensed consolidated results of the Group for the three months ended 31 March 2023, together with the comparative figures for the corresponding period in 2022, as follows:

董事會（「董事會」）欣然公佈本集團截至2023年3月31日止三個月的未經審核簡明綜合業績，連同2022年同期的比較數字如下：

Condensed Consolidated Statement of Profit or Loss and other Comprehensive Income

簡明綜合損益及其他全面收益表

For the three months ended 31 March 2023
截至2023年3月31日止三個月

		Three months ended 31 March 截至3月31日止三個月	
		2023 2023年	2022 2022年 (Restated) (經重列)
		S\$'000 千新加坡元 (Unaudited) (未經審核)	S\$'000 千新加坡元 (Unaudited) (未經審核)
	Notes 附註		
Revenue	收益	309	759
Other operating income	其他經營收入	572	73
Consumables and medical supplies used	已用消耗品及醫療用品	(163)	(638)
Other direct costs	其他直接成本	(164)	-
Employee benefits expense	僱員福利開支	(797)	(765)
Amortisation of intangible assets	無形資產攤銷	(3)	(43)
Depreciation of plant and equipment	廠房及設備折舊	(68)	(33)
Depreciation of right-of-use assets	使用權資產折舊	(387)	(433)
Other operating expenses	其他經營開支	(1,269)	(973)
Finance costs	財務成本	(21)	(24)
Loss before tax	除稅前虧損	(1,827)	(2,077)
Income tax expense	所得稅開支	-	-
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	(1,827)	(2,077)
Other comprehensive (loss)/ income after tax	除稅後其他全面(虧損)/收益		
Item that maybe reclassified subsequently to profit or loss	其後可能重新分類至損益的項目		
Foreign currency translation income/(loss) on consolidation	綜合入賬時的外幣換算收益/(虧損)	(292)	22
Other comprehensive income/(loss) for the year, net of tax	年內其他全面收益/(虧損)，扣除稅項	(292)	22
Total comprehensive loss for the period	期內全面虧損總額	(1,535)	(2,055)
Loss per share (Singapore cents)	每股虧損(新加坡分)	(0.15)	(0.22)

Condensed Consolidated Statement of Changes In Equity

簡明綜合權益變動表

For the three months ended 31 March 2023
截至2023年3月31日止三個月

		Share capital	Share premium	Reserve		Retained earnings	Total
				Foreign Currency Reserve	Other reserve		
		股本	股份溢價	外幣換算儲備	其他儲備	保留盈利	總計
		S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
		千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元
At 1 January 2023 (audited)	於2023年1月1日 (經審核)	2,273	23,849	14	2,165	(34,701)	(6,288)
Total comprehensive loss for the year:	年內全面虧損總額：						
Loss for the period	期內虧損	-	-	-	-	(1,713)	(1,713)
Other comprehensive loss for the period	期內其他全面虧損	-	-	260	-	-	260
Total	總計	-	-	260	-	(1,713)	(1,453)
Transaction with owners, recognised directly in equity:	與擁有人之交易 (直接於權益確認)：						
Exercise of share options	行使購股權	30	314	-	-	-	344
Effect on change of functional currency	更改功能貨幣的影響	-	-	-	-	1	1
At 31 March 2023 (unaudited)	於2023年3月31日 (未經審核)	2,303	24,163	274	2,165	(36,413)	(7,396)
At 1 January 2022 (audited)	於2022年1月1日 (經審核)	1,493	17,011	(18)	2,165	(16,084)	4,567
Total comprehensive loss for the year:	年內全面虧損總額：						
Loss for the period	期內虧損	-	-	-	-	(2,529)	(2,529)
Other comprehensive loss for the period	期內其他全面虧損	-	-	22	-	-	22
Total	總計	-	-	22	-	(2,529)	(2,507)
Transaction with owners, recognised directly in equity:	與擁有人之交易 (直接於權益確認)：						
Issue of new shares	發行新股份	747	6,446	-	-	-	7,193
At 31 March 2022 (unaudited)	於2022年3月31日 (未經審核)	2,240	23,457	4	2,165	(18,613)	9,253

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2023
截至2023年3月31日止三個月

1 GENERAL

RMH Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company and registered in the Cayman Islands with limited liability under Cayman Companies Law, Cap 22 (Law 3 of 1961, as combined and revised) of the Cayman Islands on 22 March 2017. Its registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “Companies Ordinance”) on 25 May 2017 and the principal place of business of the Company in Hong Kong is at Room 2501, 25/F., Harbourside HQ, 8 Lam Chak Street, Kowloon Bay, Kowloon, Hong Kong. The head office and principal place of business of the Company in Singapore is at #17-01/02 Paragon (Office Tower), 290 Orchard Road, Singapore 238859. The shares of the Company (the “Shares”) have been listed on GEM of the Stock Exchange with effect from 13 October 2017 (the “Listing”) by way of share offer (the “Share Offer”).

The Company is an investment holding company. The Group is principally engaged in the provision of medical, dermatological and aesthetic services and products at multiple centres in Singapore and Hong Kong.

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements of the Group for the three months ended 31 March 2023 have been prepared in accordance with the applicable International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (the “IASB”). In addition, the consolidated financial statements include applicable disclosures required by the GEM Listing Rules and the Hong Kong Companies Ordinance.

1 一般事項

德斯控股有限公司（「本公司」）於2017年3月22日根據開曼群島法律第22章公司法（1961年第3號法例，經綜合及修訂）在開曼群島註冊成立為獲豁免公司及在開曼群島註冊為有限公司。其註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司已於2017年5月25日根據香港法例第622章《公司條例》（「公司條例」）第16部向香港公司註冊處處長註冊為非香港公司，本公司在香港的主要營業地點位於香港九龍灣臨澤街8號啟匯25樓2501室。本公司總部及新加坡主要營業地點位於#17-01/02 Paragon (Office Tower), 290 Orchard Road, Singapore 238859。本公司股份（「股份」）自2017年10月13日以股份發售（「股份發售」）方式於聯交所GEM上市（「上市」）。

本公司屬投資控股公司。本集團主要在位於新加坡和香港的綜合中心從事提供醫療、皮膚病及美容服務和產品。

2 編製基準及會計政策

本集團截至2023年3月31日止三個月的未經審核簡明綜合財務報表乃根據國際會計準則理事會（「國際會計準則理事會」）頒佈的國際財務報告準則（「國際財務報告準則」）編製。此外，綜合財務報表亦載有聯交所GEM上市規則及香港公司條例所規定的適用披露資料。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2023
截至2023年3月31日止三個月

2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

The unaudited condensed consolidated financial statements for the three months ended 31 March 2023 have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period.

The unaudited condensed consolidated financial statements of the Group for the three months ended 31 March 2023 are presented in Singapore dollars ("S\$") which is the same as the functional currency of the Company and all values are rounded to the nearest thousands, unless otherwise stated.

The unaudited condensed consolidated financial statements for the three months ended 31 March 2023 do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2022.

The unaudited condensed consolidated financial statements of the Group for the three months ended 31 March 2023 were authorised for issue by the Board.

3 ADOPTION OF NEW AND REVISED STANDARDS

In the current financial period, the Group has adopted all the new and revised IFRSs that are relevant to its operations and effective for annual periods beginning on or after 1 January 2023.

The adoption of these new and revised IFRSs does not result in changes to the Group's accounting policies and has no material effect on the amounts reported for the current or prior years.

2 編製基準及會計政策 (續)

截至2023年3月31日止三個月之未經審核簡明綜合財務報表乃按歷史成本基準編製，惟於各報告期末按公平值計量之若干金融工具除外。

除另有指明者外，本集團截至2023年3月31日止三個月的未經審核簡明綜合財務報表以本公司的功能貨幣新加坡元（「新加坡元」）呈列，所有數值已湊整至最接近千位。

截至2023年3月31日止三個月之未經審核簡明綜合財務報表並不包括年度財務報表規定的所有資料及披露，應與本集團截至2022年12月31日止年度之年度財務報表一併閱覽。

本集團截至2023年3月31日止三個月之未經審核簡明綜合財務報表由董事會授權刊發。

3 採納新訂及經修訂準則

於本財政期間，本集團已採納與其營運相關且於2023年1月1日或之後開始的年度期間生效的新訂及經修訂國際財務報告準則。

採納該等新訂及經修訂國際財務報告準則並無導致本集團會計政策出現變動，且並無對本年度或過往年度呈報的金額造成重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2023
截至2023年3月31日止三個月

3 ADOPTION OF NEW AND REVISED STANDARDS (Continued)

At the date of authorisation of the condensed consolidated financial statements of the Group for the three months ended 31 March 2023, certain IFRSs that are relevant to the Group were issued but not effective.

The management of the Company anticipates that the adoption of these IFRSs in future periods will not have a material impact on the financial statements of the Group in the period of their initial adoption.

4 REVENUE Revenue analysis

Revenue represents the net amounts received and receivable for goods sold and services rendered by the Group in normal course of business to outside customers. The following is an analysis of the Group's revenue from its major business activities:

A disaggregation of the Group's revenue are as follows:

3 採納新訂及經修訂準則 (續)

於本集團截至2023年3月31日止三個月的簡明綜合財務報表授權日期，若干與本集團相關的國際財務報告準則已發佈，惟尚未生效。

本公司管理層預期，於未來期間採納該等國際財務報告準則將不會對本集團於初始採納期間的財務報表造成重大影響。

4 收益 收益分析

收益指就本集團於一般業務過程向外來客戶銷售貨品及提供服務已收及應收的淨額。以下為本集團來自其主要業務活動的收益分析：

本集團收益分拆如下：

		Three months ended 31 March 截至3月31日止三個月	
		2023 2023年	2022 2022年 (Restated) (經重列)
		S\$'000 千新加坡元 (Unaudited) (未經審核)	S\$'000 千新加坡元 (Unaudited) (未經審核)
Revenue	收益		
Types of service:	服務類型：		
Dental Services	牙科服務	264	-
Trading Sales	貿易銷售	45	759
		309	759
Timing of revenue recognition:	確認收益的時間：		
At a point in time	於某時間點	309	759
Over time	於一段時間	-	-
		309	759

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2023
截至2023年3月31日止三個月

4 REVENUE (Continued) Segment reporting

4 收益(續) 分部報告

	Dental Services		Healthcare service		Trading sales		Adjustments and eliminations		Total	
	牙科服務	醫療服務	貿易銷售	調整及對銷	總計					
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	2023年	2022年	2023年	2022年	2023年	2022年	2023年	2022年	2023年	2022年
	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
	(經重列)	(經重列)	(經重列)	(經重列)	(經重列)	(經重列)	(經重列)	(經重列)	(經重列)	(經重列)
	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元
	SS'000	SS'000	SS'000	SS'000	SS'000	SS'000	SS'000	SS'000	SS'000	SS'000
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Revenue	264	-	-	-	45	759	-	-	309	759
Revenue from external customers	-	-	-	-	-	-	-	-	-	-
Inter-segment revenues	-	-	-	-	-	-	-	-	-	-
Total	264	-	-	-	45	-	-	-	309	759
Loss before taxation	(245)	-	(951)	-	(630)	(2,077)	-	-	(1,826)	(2,077)

Geographical information

The Group's revenue by geographical market based on the location of operations from its operation:

地理資料

本集團的收益根據其業務經營的地點為基準按地理市場劃分：

Revenue by geographical market Three months ended 31 March

按地理市場劃分的收益 截至3月31日止三個月

2023
2023年
(Restated)
(經重列)

SS'000
千新加坡元
(Unaudited)
(未經審核)

Hong Kong	香港	45	759
China	中國	264	-
		309	759

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2023
截至2023年3月31日止三個月

5 OTHER OPERATING INCOME

5 其他經營收入

		Three months ended 31 March 截至3月31日止三個月	
		2023 2023年	2022 2022年 (Restated) (經重列)
		S\$'000 千新加坡元 (Unaudited) (未經審核)	S\$'000 千新加坡元 (Unaudited) (未經審核)
Interest income on finance lease	融資租賃的利息收入	-	8
Others rental income	其他租金收入	55	42
Other income	其他收入	-	23
Exchange gain	匯兌收益	517	-
		572	73

6 FINANCE COSTS

6 財務成本

		Three months ended 31 March 截至3月31日止三個月	
		2023 2023年	2022 2022年 (Restated) (經重列)
		S\$'000 千新加坡元 (Unaudited) (未經審核)	S\$'000 千新加坡元 (Unaudited) (未經審核)
Interest expenses on borrowings	借款利息開支	3	-
Interest expense on lease liabilities	租賃負債之利息開支	18	24

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2023
截至2023年3月31日止三個月

7 LOSS BEFORE TAX

Loss before tax has been arrived at after charging:

7 除稅前虧損

除稅前虧損經扣除以下各項達致：

		Three months ended	
		31 March	
		截至3月31日止三個月	
		2023	2022
		2023年	2022年
		(Restated)	
		(經重列)	
		S\$'000	S\$'000
		千新加坡元	千新加坡元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Audit fees (included in other operating expenses)	審核費用(計入其他經營開支)	-	72
Administrative fees (included in other operating expense)	行政費用(計入其他經營開支)	-	93
Net foreign currency exchange loss/(gain) (included in other operating expense)	外匯虧損/(收益)淨額(計入其他經營開支)	822	17
Professional and consulting fees (included in other operating expenses)	專業及諮詢費用(計入其他經營開支)	135	7
Government rate (included in other operating expenses)	政府差餉(計入其他經營開支)	-	27
Employee benefits expense: Directors' remunerations	僱員福利開支：董事薪酬	411	341
Other staff costs	其他員工成本		
– salaries, bonus and other benefits	– 薪金、花紅及其他福利	378	415
– contributions to retirement benefits scheme	– 退休福利計劃供款	8	9

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2023
截至2023年3月31日止三個月

8 INCOME TAX EXPENSE

8 所得稅開支

		Three months ended 31 March 截至3月31日止三個月	
		2023 2023年 S\$'000 千新加坡元 (Unaudited) (未經審核)	2022 2022年 S\$'000 千新加坡元 (Unaudited) (未經審核)
Tax expense comprises:	稅項開支包括：		
Current tax	即期稅項		
- Singapore corporate income tax ("CIT")	- 新加坡企業所得稅 (「企業所得稅」)	-	-
- Hong Kong Profits Tax	- 香港利得稅	-	-

Singapore CIT is calculated at 17% (2022: 17%) of the estimated assessable profit for the Year of Assessment 2023. Singapore incorporated companies can enjoy 75% tax exemption on the first S\$10,000 of normal chargeable income and a further 50% tax exemption on the next S\$190,000 (2022: S\$190,000) of normal chargeable income.

於2023年評稅年度，新加坡企業所得稅按估計應課稅溢利的17% (2022年：17%) 計算。在新加坡註冊成立的公司正常應課稅收入首10,000新加坡元的75%可豁免繳稅，其後正常應課稅收入中190,000新加坡元 (2022年：190,000新加坡元) 的50%可豁免繳稅。

Hong Kong Profits Tax is calculated at 16.5% (2022: 16.5%) of the estimated assessable profit for the year.

香港利得稅乃按年內估計應課稅溢利的16.5% (2022年：16.5%) 計算。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2023
截至2023年3月31日止三個月

9 LOSS PER SHARE

9 每股虧損

		Three months ended	
		31 March	
		截至3月31日止三個月	
		2023	2022
		2023年	2022年
			(Restated)
			(經重列)
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss attributable to the owners of the Company (S\$'000)	本公司擁有人應佔虧損 (千新加坡元)	(1,827)	(2,077)
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均數 (千股)	1,231,793	930,000
Loss per share (Singapore cents)	每股虧損 (新加坡分)	(0.15)	(0.22)

For the three months ended 31 March 2023 and 2022, no separated diluted (loss) per share information has been presented as there was no dilutive potential ordinary shares outstanding.

由於截至2023年及2022年3月31日止三個月並無發行在外的潛在攤薄普通股，故未個別呈列每股攤薄（虧損）資料。

10 DIVIDENDS

The Board does not recommend the payment of a dividend for the three months ended 31 March 2023 (three months ended 31 March 2022: Nil).

10 股息

董事會不建議派付截至2023年3月31日止三個月之股息（截至2022年3月31日止三個月：無）。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

The revenue of the Group for the three months ended 31 March 2023 decreased by approximately S\$450,000 or 59.29% to approximately S\$450,000 as compared to the three months ended 31 March 2022. The revenue of Dental Services and Trading Sales amounted to S\$264,000 and S\$45,000 which accounted for approximately 85% and 15% of the total revenue of the Group for the three months ended 31 March 2023 respectively.

BUSINESS OUTLOOK

The Company's core business operations will shift to dental implant services. To this end, the Company has developed a two-year business development plan and operational objectives in 2022, under which we have achieved that the revenue of dental service accounted for approximately 85% of total revenue in the first quarter of 2023.

The Company believes that there is a huge market for dental implant services in mainland China. The exploration of dental services in the past and the data derived from the rapidly expanding business outlets indicate the feasibility and effectiveness of the existing business model of the Company. The vast population base and aging phenomenon in mainland China provide the Company with tremendous market potential for its development plan.

The Company will actively concentrate major resources to support and promote the continuous development of dental services under practicable conditions, and strive to complete the Company's established business development plan and operational objectives. The Group will continue to adopt and maintain a prudent and proactive investment strategy, keep close track of its operational performance to bring the greatest results and value to the Company's shareholders.

業務回顧

與截至2022年3月31日止三個月相比，本集團截至2023年3月31日止三個月的收益減少約450,000新加坡元或59.29%至約450,000新加坡元。截至2023年3月31日止三個月，牙科服務及貿易銷售的收益分別為264,000新加坡元及45,000新加坡元，分別佔本集團總收益約85%及15%。

業務前景

本公司主營業務方向將轉向牙齒種植業務，為此公司已於2022年制定了未來兩年的業務發展規劃和經營目標，在2023年第一季度牙科服務收入佔總收入約85%。

公司認為，中國內地的牙齒種植業務市場廣闊。過去的業務探索不但奠定了公司業績的堅實基礎，已實現的業務網點快速擴展的數據還表明，公司現有的商業模式是可行和有效的。而中國內地龐大的人口基數和老齡化現象，則為公司未來的發展計畫提供了廣闊的市場空間。

公司將在切實可行的條件下集中主要資源積極支持和推動牙科業務的持續發展，努力完成公司既定的業務發展規劃和經營目標。本集團亦將繼續採取及維持審慎積極的投資策略，並密切監察營運表現，務求為本公司股東帶來最大成果及價值。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

Revenue

The Group's overall revenue amounted to approximately S\$309,000 for the three months ended 31 March 2023, representing a decrease of approximately S\$450,000 or 59.29% as compared with the revenue of S\$759,000 for the three months ended 31 March 2022.

The Group is mainly engaged in three types of business, 1) providing dermatology aesthetic and treatment services, 2) providing dental care and dental implantation services, and 3) trading health and health products and nutritional supplements. Due to the occurrence of liquidation and judicial management to the Group's Singapore subsidiaries during 2022, the nature of the Group's main business changed significantly in 2022. The core business of the Group has changed from providing dermatology aesthetic and treatment services to providing dental care and dental implant services and trading business. The following table sets forth a breakdown of our revenue for the three months ended 31 March 2022 and 2023:

財務回顧

收益

截至2023年3月31日止三個月，本集團整體收益約為309,000新加坡元，較截至2022年3月31日止三個月的收益759,000新加坡元減少約450,000新加坡元或59.29%。

本集團主要從事三類業務，1)提供皮膚醫學美容及治療服務，2)提供牙科護理和牙齒種植服務，及3)從事健康和保健品以及營養補充食品的貿易業務。由於本集團新加坡附屬公司在2022年期間發生了清算和司法管理，本集團的主營業務性質在2022年期內發生了重大轉變，本集團的核心業務已從主要提供皮膚醫學美容及治療服務，轉型為提供牙科護理和牙齒種植服務和從事貿易業務。下表載列截至2022年及2023年3月31日止三個月的收益明細：

Three months ended 31 March 截至3月31日止三個月

		2023 2023年		2022 2022年 (Restated) (經重列)	
		S\$'000 千新加坡元 (Unaudited) (未經審核)	%	S\$'000 千新加坡元 (Unaudited) (未經審核)	%
Revenue	收益				
Dental Services	牙科服務	264	85.4	-	0.0
Trading Sales	貿易銷售	45	14.6	759	100.0
		309	100.0	759	100.0

Revenue generated from Dental Services approximately S\$264,000 for the three months ended 31 March 2023.

牙科服務所產生收益於截至2023年3月31日止三個月約為264,000新加坡元。

Management Discussion and Analysis

管理層討論與分析

Revenue generated from Trading Sales mainly represents income from supplement products based on stem cells and other medical products. Our Trading Sales contribute approximately S\$45,000 for the three months ended 31 March 2023 which represented decrease of approximately S\$714,000 as compared to the Trading Sales of approximately S\$759,000 for the three months ended 31 March 2022.

Other operating income

Other operating income for the three months ended 31 March 2023 was approximately S\$572,000, which represented a slightly increase of S\$499,000 as compared to the other operating income of approximately S\$73,000 for the three months ended 31 March 2022. Other operating income consisted of others rental income and exchange gain.

Consumables and medical supplies used

Our consumables and medical supplies used amounted to approximately S\$163,000 and S\$638,000 for the three months ended 31 March 2023 and 2022 respectively. The decrease was in line with the decrease in revenue generated from Prescription and Dispensing Services. These comprised costs of treatment consumables, skincare products and medications were necessary for the provision of our services at our clinics.

Besides, our cost of medication and consumables was predominantly driven by the amounts of medication and consumables we used and our procurement costs. The amount of medication and consumables we used was primarily driven by the number of patient visits, the number and complexity of treatments and other dermatological and surgical services provided.

Other direct costs

Other direct costs were mainly attributable to laboratory charges, which were fees charged by laboratories engaged by us for providing blood, urine and other testing services for our patients.

貿易銷售所產生收益主要來自幹細胞補充品及其他醫療產品的收益。截至2023年3月31日止三個月，貿易銷售貢獻約45,000新加坡元，與截至2022年3月31日止三個月的貿易銷售約759,000新加坡元相比減少約714,000新加坡元。

其他經營收入

截至2023年3月31日止三個月的其他經營收入約為572,000新加坡元，與截至2022年3月31日止三個月的其他經營收入約73,000新加坡元相比略微增加499,000新加坡元。其他經營收入包括其他租金收入及匯兌收益。

已用消耗品及醫療用品

截至2023年及2022年3月31日止三個月已用消耗品及醫療用品分別約為163,000新加坡元及638,000新加坡元。有關減少與處方及配藥服務產生的收益減少一致。其包括在診所所提供服務所需療程消耗品、護膚品及藥物成本。

此外，藥物及消耗品成本主要受所用藥物及消耗品數量以及採購成本影響，而所用藥物及消耗品數量主要取決於求診人次、所提供療程以及其他皮膚科及外科服務的數量及複雜程度。

其他直接成本

其他直接成本主要來自實驗室費用（即我們所委聘實驗室就提供病人血液、尿液及其他化驗服務而收取的費用）。

Management Discussion and Analysis

管理層討論與分析

We generally outsource medical tests such as blood testing, urine testing, and other testing services where we believe that there is insufficient demand to warrant the necessary investment for the development of the expertise and the in-house infrastructure. Therefore, we have subcontracted such testing services to external service providers and incurred laboratory charges for the provision of such testing services.

我們通常將血液化驗、尿液化驗及其他化驗服務等醫療檢測外判，原因為我們相信有關需求不足以就開發專業知識及內部基礎設施作出必要投資。因此，我們將化驗服務分判予外聘服務供應商，並就提供化驗服務產生實驗室費用。

Employee benefits expense

僱員福利開支

		Three months ended	
		31 March	
		截至3月31日止三個月	
		2023	2022
		2023年	2022年
			(Restated)
			(經重列)
		S\$'000	S\$'000
		千新加坡元	千新加坡元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Directors' remunerations	董事薪酬	411	341
Other staff costs:	其他員工成本：		
– Salaries, bonus and other benefits	– 薪金、花紅及其他福利	378	415
– Contributions to retirement benefits scheme	– 退休福利計劃供款	8	9
Employee benefits expense	僱員福利開支	797	765

Employee benefits expense relates to Directors' remuneration, salaries, bonus and other benefits for other professional staff such as trained therapists, clinic executives and other administrative staff, as well as contributions to retirement benefits scheme. The decrease was largely attributable to decrease of staff count for the three months ended 31 March 2023.

僱員福利開支涉及董事薪酬、其他專業人員（如受訓治療師、診所管理人員及其他行政員工）的薪金、花紅及其他福利、退休福利計劃供款。有關減少主要由於截至2023年3月31日止三個月員工人數減少所致。

Management Discussion and Analysis

管理層討論與分析

Our total staff count for employees (including part time staff), excluding our doctors, as at the three months ended 31 March 2022 and 2023 is as follow:

截至2022年及2023年3月31日止三個月的員工總數(包括兼職員工但不包括醫生)如下:

		Three months ended	
		31 March	
		截至3月31日止三個月	
		2023	2022
		2023年	2022年
Total staff count	員工總數	32	19

Depreciation of plant and equipment

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value. Depreciation is recognised on a straight-line basis over the estimated useful lives of each part of an item of plant and equipment. Our depreciation expenses primarily comprised:

- (a) professional equipment, mainly our medical equipment such as dermatological laser equipment used at our Clinics;
- (b) computer and office equipment at our various premises used for our operations; and
- (c) leasehold improvements in relation to the leased premises for our operations.

Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate at the end of the reporting period. Our medical equipment and office equipment are generally depreciated over three to five years, which we considered as reasonable for the useful lives for assets of such nature.

廠房及設備折舊

折舊乃按資產的可折舊金額(即成本)或成本的其他替代金額減剩餘價值計算。折舊乃按廠房及設備項目各部分的估計可使用年期以直線法確認。我們的折舊開支主要包括:

- (a) 專業設備, 主要為診所使用的醫療設備(如皮膚激光設備);
- (b) 在各物業用於營運的電腦及辦公室設備; 及
- (c) 就營運所租賃物業的租賃物業裝修。

折舊法、可使用年期及剩餘價值於報告期末進行審閱及調整(如適用)。我們的醫療設備及辦公室設備一般於三至五年內折舊, 而我們認為對於有關性質資產的可使用年期而言屬合理。

Management Discussion and Analysis

管理層討論與分析

Depreciation of right-of-use assets

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

Other operating expenses

The Group's other operating expenses comprised rental and property upkeep, administrative fees, professional fees, net foreign currency exchange loss and other expenses.

The other operating expenses increased by approximately S\$296,000 or 30.42% from approximately S\$973,000 for the three months ended 31 March 2022 to approximately S\$1,269,000 for the three months ended 31 March 2023.

Finance costs

The finance costs were attributable to interest expenses on term loan and lease liabilities under IFRS 16.

Income tax expense

Income tax expense were nil for the three months ended 31 March 2022 and 2023.

Loss for the period

Due to the combined effect of the aforesaid factors, we recorded a loss of approximately S\$1,827,000 for the three months ended 31 March 2023, representing an decrease of approximately S\$250,000 or 12.04% as compared with the loss of approximately S\$2,077,000 for the three months ended 31 March 2022.

使用權資產折舊

使用權資產於有關資產的租賃期與可使用年期的較短期間折舊。倘租約轉移有關資產的所有權或使用權資產的成本反映集團預期行使購買權，則相關使用權資產於有關資產的可使用年期內折舊。折舊由租約開始日期開始產生。

其他經營開支

本集團其他經營開支包括租金及物業保養、行政費用、專業費用、外匯虧損淨額以及其他開支。

其他經營開支由截至2022年3月31日止三個月約973,000新加坡元增加約296,000新加坡元或30.42%至截至2023年3月31日止三個月約1,269,000新加坡元。

財務成本

財務成本歸因於定期貸款利息開支及國際財務報告準則第16號項下的租賃負債。

所得稅開支

截至2022年及2023年3月31日止三個月，所得稅開支均為零。

期內虧損

由於上述因素的合併影響，我們於截至2023年3月31日止三個月錄得虧損約1,827,000新加坡元，較截至2022年3月31日止三個月虧損約2,077,000新加坡元減少約250,000新加坡元或12.04%。

Corporate Governance and Other Information

企業管治及其他資料

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

As at 31 March 2023, the interests and short positions of our Directors and chief executive of our Company in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which, once the Shares are listed on the Stock Exchange, will have to be notified to our Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register as referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by our Directors to be notified to our Company and the Stock Exchange, were as follows:

Long positions in ordinary shares of the Company

Name of Director 董事姓名	Capacity/nature of interest 身份／權益性質	Number of Shares interested 擁有權益的股份數目	Approximate % of shareholding 概約股權百分比
Loh Teck Hiong	Interest in controlled corporation	210,024,000	15.77 (Note 1)
Loh Teck Hiong	受控制法團權益		(附註1)
Lee Chung Shun	Beneficial owner	6,000,000	0.45 (Note 2)
李宗舜	實益擁有人		(附註2)

Notes:

- These 210,024,000 shares are held by Brisk Success. Dr. Loh Teck Hiong holds 70% equity interests in Brisk Success and under the SFO, Dr. Loh Teck Hiong is deemed to be interested in the 210,024,000 Shares held by Brisk Success.
- On 12 January 2023, 6,000,000 shares were allotted and issued to Mr. Lee Chung Shun pursuant to full exercise of the share options granted to him under the Share Option Scheme.

董事及主要行政人員於本公司或其相聯法團的股份、相關股份及債權證的權益及淡倉

於2023年3月31日，董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有在股份於聯交所上市後須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括彼等根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉），或須根據證券及期貨條例第352條記錄於該條所指登記冊內的權益及淡倉，或須根據GEM上市規則第5.46至5.67條所載有關董事進行證券交易的規定知會本公司及聯交所的權益及淡倉如下：

於本公司普通股的好倉

Number of Shares interested 擁有權益的股份數目	Approximate % of shareholding 概約股權百分比
210,024,000	15.77 (Note 1)
6,000,000	0.45 (Note 2)

附註：

- 該210,024,000股股份由Brisk Success持有。Loh Teck Hiong醫生持有Brisk Success的70%股權，根據證券及期貨條例，Loh Teck Hiong醫生被視為於Brisk Success持有的210,024,000股股份中擁有權益。
- 於2023年1月12日，因根據購股權計劃授予李宗舜先生的購股權獲悉數行使，6,000,000股股份配發及發行予李宗舜先生。

Corporate Governance and Other Information

企業管治及其他資料

Save as disclosed above, as at 31 March 2023, none of the Directors and chief executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 March 2023, the following persons, not being a Director or chief executive of our Company, had an interest or short position in the Shares and underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO (the "Substantial Shareholders' Register"), or, who is interested, directly or indirectly, in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group:

Long positions in ordinary shares of the Company

Name of Shareholder 股東名稱 / 姓名	Capacity/ nature of interest 身份 / 權益性質	Number of shares interested 擁有權益的股份數目	Approximately % of shareholding 概約股權百分比
Brisk Success	Beneficial owner 實益擁有人	210,024,000	15.77
Ms. Fung Yuen Yee Fung Yuen Yee女士	Interest of spouse ^(Note 1) 配偶權益 ^(附註1)	210,024,000	15.77
HK MZ Health Investment Management Group Limited 香港民眾健康投資管理集團有限公司	Beneficial owner 實益擁有人	132,968,000	9.98
Mr. Li Mingcheng Li Mingcheng先生	Beneficial owner 實益擁有人	696,000	0.05
	Interest in controlled corporation ^(Note 2) 受控法團權益 ^(附註2)	132,968,000	9.98

除上文披露者外，於2023年3月31日，董事及本公司主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）任何股份、相關股份或債權證中擁有任何須根據證券及期貨條例第352條記錄於本公司所存置登記冊內的權益或淡倉，或須根據GEM上市規則第5.46至5.67條所載有關上市發行人董事進行交易的規定準則知會本公司及聯交所的權益或淡倉。

主要股東及其他人士於本公司股份、相關股份及債權證的權益及淡倉

於2023年3月31日，以下人士（並非董事或本公司主要行政人員）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或須記入根據證券及期貨條例第336條規定存置的本公司登記冊（「主要股東登記冊」）的權益或淡倉，或直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司的股東大會上表決的任何類別股本面值5%或以上權益：

於本公司普通股的好倉

Corporate Governance and Other Information

企業管治及其他資料

Notes:

- 1) Ms. Fung Yuen Yee, being the spouse of Dr. Loh, is deemed to be interested in all the Shares in which Dr. Loh is interested pursuant to the SFO.
- 2) The entire issued shares of HK MZ Health Investment Management Group Limited is beneficially owned by Mr. Li Mingcheng. Accordingly, Mr. Li Mingcheng is deemed to be interested in 132,968,000 Shares held by HK MZ Health Investment Management Group Limited by virtue of the SFO.

Save as disclosed above, as at 31 March 2023, the Directors were not aware of any persons who/entities which had any interest or short position in the Shares or underlying Shares that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the Substantial Shareholders' Register required to be kept under section 336 of the SFO.

CORPORATE GOVERNANCE PRACTICES

The Board recognises the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders and is fully committed to doing so. The board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests. Therefore, the Board has reviewed and will continue to review and improve the Company's corporate governance practices from time to time.

The Company has adopted the principles and the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. The Company had complied with all the applicable code provisions of the CG Code during three months ended 31 March 2023.

附註：

- 1) Fung Yuen Yee女士（Loh醫生的配偶）根據證券及期貨條例被視為於Loh醫生擁有權益的所有股份中擁有權益。
- 2) 香港民眾健康投資管理集團有限公司全部已發行股份由Li Mingcheng先生實益擁有。因此，Li Mingcheng先生根據證券及期貨條例被視為於香港民眾健康投資管理集團有限公司持有之132,968,000股股份中擁有權益。

除上文披露者外，於2023年3月31日，董事並不知悉有任何人士／實體於股份或相關股份中擁有任何根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或須記入根據證券及期貨條例第336條規定存置的主要股東登記冊的權益或淡倉。

企業管治常規

董事會深明達致切合業務所需且符合全體權益相關者最佳利益的最高標準企業管治的重要性，故一直致力進行有關工作。董事會相信，高水準企業管治可為本集團奠定良好架構，紮穩根基，不單有助管理業務風險及提高透明度，亦能維持高水準問責及保障權益相關者利益。因此，董事會已檢討並將持續檢討及改善本公司不時的企業管治常規。

本公司已採納GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）的原則及守則條文作為其本身企業管治守則。本公司已於截至2023年3月31日止三個月遵守企業管治守則所有適用守則條文。

Corporate Governance and Other Information

企業管治及其他資料

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Share Option Scheme") on 22 September 2017 (the "Adoption Date"). On 29 September 2022, a total of 60,000,000 share options were granted to ten directors of the Group. The share options were granted at a cash consideration of HK\$1.00 per grantee, entitling the grantees to subscribe for ordinary shares at an exercise price of HK\$0.109 per share. The share options are exercisable from 29 September 2022 to 28 September 2032.

The movements of the share options under the scheme during the three months ended 31 March 2023:

購股權計劃

本公司已於2017年9月22日（「採納日期」）採納購股權計劃（「購股權計劃」）。於2022年9月29日，合共60,000,000份購股權已向本集團十名董事授出。購股權以現金代價每名承授人1.00港元授出，賦予承授人權利按行使價每股0.109港元認購普通股。購股權可於2022年9月29日至2032年9月28日期間行使。

截至2023年3月31日止三個月內計劃項下的購股權變動：

Name of grantee	Grant Date	Exercise Price	Vesting Period	Exercisable Period	As at 1/1/2023 於2023年1月1日	Number of Share Options 購股權數目				As at 31/3/2023 於2023年3月31日
						Granted	Exercised	Lapsed	Cancelled	
承授人姓名	授出日期	行使價 HK\$ 港元	歸屬期	行使期		已授出	已行使	已失效	已註銷	
He Weiqing	29/9/2022	0.109	Nil	29/9/2022 to 28/9/2032	6,000,000	-	6,000,000	-	-	-
何偉清	2022年9月29日	0.109	無	2022年9月29日至2032年9月28日						
Lee Chung Shun	29/9/2022	0.109	Nil	29/9/2022 to 28/9/2032	6,000,000	-	6,000,000	-	-	-
李宗舜	2022年9月29日	0.109	無	2022年9月29日至2032年9月28日						
Employees	29/9/2022	0.109	Nil	29/9/2022 to 28/9/2032	18,000,000	-	6,000,000	-	-	12,000,000
僱員	2022年9月29日	0.109	無	2022年9月29日至2032年9月28日						
Total 總計					30,000,000	-	18,000,000			12,000,000

Corporate Governance and Other Information

企業管治及其他資料

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the three months ended 31 March 2023.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the three months ended 31 March 2023 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or children under age 18, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

COMPLIANCE OF CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all the Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the three months ended 31 March 2023.

購買、出售或贖回證券

截至2023年3月31日止三個月，本公司及其任何附屬公司概無購買、出售或贖回任何本公司股份。

董事購買股份或債權證的權利

於截至2023年3月31日止三個月內任何時間，概無向任何董事或彼等各自的配偶或未滿18歲子女授出可透過收購本公司股份或債權證而獲益的權利，亦無任何有關權利獲彼等行使，或本公司、其控股公司或其任何附屬公司及同系附屬公司亦無訂立任何安排，致使董事可收購任何其他法人團體的有關權利。

遵守董事進行證券交易的行為守則

本公司已採納有關董事進行證券交易的行為守則，其條款不遜於GEM上市規則第5.48至5.67條所載規定交易準則。經向全體董事作出特定查詢後，全體董事確認彼等於截至2023年3月31日止三個月一直遵守規定交易準則及本公司所採納有關董事進行證券交易的行為守則。

COMPLIANCE OF NON-COMPETITION UNDERTAKING

As disclosed in the Prospectus pursuant to the non-competition undertakings set out in the deed of non-competition dated 22 September 2017, Brisk Success and Dr. Loh, collectively the then controlling Shareholders upon Listing, have undertaken to the Company (for itself and on behalf of its subsidiaries) that, amongst other things, are not or will not, and will procure each of their close associates not to, directly or indirectly, carry on, participate in, be engaged, interested directly or indirectly, either for their own account or in conjunction with or on behalf of or for any other person in any business in competition with or similar to or is likely to be in competition with the business of the Group upon the Listing of the Company. Particulars of which are set out in the section headed “Relationship with Controlling Shareholders-Independence from Controlling Shareholders-Non-Competition Undertaking” of the Prospectus.

The independent non-executive Directors have reviewed the implementation of the deed of non-competition and are of the view that the Controlling Shareholders had complied with their undertakings given under the deed of non-competition for the three months ended 31 March 2023.

COMPETING INTERESTS

During the three months ended 31 March 2023, none of the Directors or the controlling Shareholders or their respective associates (as defined in the GEM Listing Rules) had any interests in any businesses which competed with or might compete with the business of the Group.

DIVIDENDS

The Board does not recommend the payment of a dividend for the three months ended 31 March 2023.

遵守不競爭承諾

誠如招股章程所披露，根據日期為2017年9月22日的不競爭契據所載不競爭承諾，Brisk Success及Loh醫生（統稱為上市時當時的控股股東）已向本公司（為其本身及代表其附屬公司）承諾（其中包括），其不會或將不會，並將促使其緊密聯繫人各自不會於本公司上市後為其本身或聯同或代表任何其他人士或為其直接或間接進行、經營、從事與本集團業務構成競爭或與此相似或可能構成競爭的任何業務或直接或間接於當中持有任何權益。有關詳情載於招股章程「與控股股東的關係—獨立於控股股東—不競爭承諾」一節。

獨立非執行董事已檢討不競爭契據的實施狀況，並認為控股股東於截至2023年3月31日止三個月一直遵守彼等於不競爭契據項下的承諾。

競爭權益

截至2023年3月31日止三個月，概無董事或控股股東或彼等各自的聯繫人（定義見GEM上市規則）於與本集團業務構成或可能構成競爭的任何業務中擁有任何權益。

股息

董事會不建議就截至2023年3月31日止三個月派付股息。

Corporate Governance and Other Information

企業管治及其他資料

AUDIT COMMITTEE

The Group established the Audit Committee on 22 September 2017 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and code provision C.3 of the CG Code. As at the date of this report, the audit committee consists of three independent non-executive Directors, namely Mr. Chau Wing Nam, Mr. Yeung Pok Man Peason and Mr. Cheung Tsu Lun. Mr. Chau Wing Nam, an independent non-executive Director with the appropriate professional qualifications, serves as the chairman of the Audit Committee.

The primary duties of the Audit Committee are to, among others, review and supervise the financial reporting process and internal control system of the Company, make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and review the Company's financial information.

The Audit Committee has reviewed the Group's unaudited condensed consolidated financial statements for the three months ended 31 March 2023 and has provided advise and comments thereon.

By Order of the Board
RMH Holdings Limited
Poon Chun Yin
Chairman and Executive Director

Hong Kong, 22 March 2024

As at the date of this report, the executive Directors are Mr. Poon Chun Yin, Mr. Loke Wai Ming, Mr. Lee Chung Shun and Mr. Cui Han, and the independent non-executive directors are Mr. Chau Wing Nam, Mr. Yeung Pok Man Peason and Mr. Cheung Tsu Lun.

This report will remain on the "Latest Company Report" page of the GEM website at www.hkgem.com for at least seven days from the day of its publication. This report will also be published on the Company's website at <https://www.rmholdings.com.sg>.

審核委員會

本集團於2017年9月22日成立審核委員會，並訂有符合GEM上市規則第5.28條及企業管治守則之守則條文C.3的書面職權範圍。於本報告日期，審核委員會由三名獨立非執行董事（即周穎楠先生、楊博文先生及張佇倫先生）組成。獨立非執行董事周穎楠先生具備相關專業資格，擔任審核委員會主席。

審核委員會的主要職責為（其中包括）檢討及監察本公司的財務申報程序及內部監控系統，並就委任、續聘及罷免外聘核數師向董事會提出推薦建議，以及審閱本公司的財務資料。

審核委員會已審閱本集團截至2023年3月31日止三個月的未經審核簡明綜合財務報表，並已就此提供意見及建議。

承董事會命
德斯控股有限公司
主席及執行董事
潘俊彥

香港，2024年3月22日

於本報告日期，執行董事為潘俊彥先生、陸偉明先生、李宗舜先生及崔皓先生，以及獨立非執行董事為周穎楠先生、楊博文先生及張佇倫先生。

本報告將自其刊發日期起計最少一連七日登載於GEM網站www.hkgem.com內「最新公司公告」一頁。本報告亦將登載於本公司網站<https://www.rmholdings.com.sg>。

RMH HOLDINGS LIMITED
德斯控股有限公司

