

# 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

# 2024

## INTERIM REPORT 中期報告



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

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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.

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*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.*

## 香港聯合交易所有限公司（「聯交所」）GEM的特色

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。

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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\$2,357,000 for the six months ended 30 June 2024, representing an increase of approximately S\$1,048,000 or 80.1% as compared with the revenue of approximately S\$1,309,000 for the six months ended 30 June 2023.
- The unaudited profit of the Group was approximately S\$879,000 for the six months ended 30 June 2024, representing an increase of approximately S\$3,673,000 or 131.5% as compared with the losses of approximately S\$2,794,000 for the six months ended 30 June 2023. The profit is mainly attributable to (i) revenue; and (ii) other operating income.
- Earnings per share was 0.08 Singapore cents for the six months ended 30 June 2024 while the loss per share was 0.20 Singapore cents for the six months ended 30 June 2023.
- The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2024.

- 本集團截至2024年6月30日止六個月的未經審核收益約為2,357,000新加坡元，較截至2023年6月30日止六個月的收益約1,309,000新加坡元增加約1,048,000新加坡元或80.1%。
- 本集團截至2024年6月30日止六個月的未經審核溢利約為879,000新加坡元，較截至2023年6月30日止六個月的虧損約2,794,000新加坡元增加約3,673,000新加坡元或131.5%。該溢利主要歸因於(i)收益及(ii)其他經營收入。
- 截至2024年6月30日止六個月的每股盈利為0.08新加坡分，而截至2023年6月30日止六個月的每股虧損則為0.20新加坡分。
- 董事會不建議就截至2024年6月30日止六個月派付中期股息。

## Unaudited Interim Results

### 未經審核中期業績

The board of Directors (the “**Board**”) is pleased to announce the unaudited condensed consolidated results of the Group for the six months ended 30 June 2024, together with the comparative figures for the corresponding period in 2023, as follows:

董事會（「**董事會**」）謹此公佈本集團截至2024年6月30日止六個月的未經審核簡明綜合業績，連同2023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 six months ended 30 June 2024  
截至2024年6月30日止六個月

		<b>Six months ended</b>	
		<b>30 June</b>	
		<b>截至6月30日止六個月</b>	
		<b>2024</b>	<b>2023</b>
		<b>2024年</b>	<b>2023年</b>
		<b>S\$'000</b>	<b>S\$'000</b>
Notes		<b>千新加坡元</b>	<b>千新加坡元</b>
附註		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
<b>Revenue</b>	<b>收益</b>	<b>2,357</b>	1,309
Other operating income	其他經營收入	<b>2,833</b>	562
Consumables and medical supplies used	己用消耗品及醫療用品	<b>(519)</b>	(677)
Other direct costs	其他直接成本	<b>(10)</b>	-
Employee benefits expense	僱員福利開支	<b>(1,119)</b>	(1,449)
Amortisation of intangible assets	無形資產攤銷	<b>(5)</b>	(6)
Depreciation of plant and equipment	廠房及設備折舊	<b>(253)</b>	(161)
Depreciation of right-of-use assets	使用權資產折舊	<b>(502)</b>	(779)
Other operating expenses	其他經營開支	<b>(1,822)</b>	(1,557)
Finance costs	財務成本	<b>(81)</b>	(36)
<b>Profit (Loss) before tax</b>	<b>除稅前溢利 (虧損)</b>	<b>879</b>	(2,794)
Income tax expense	所得稅開支	<b>-</b>	-
<b>Profit (Loss) for the period</b>	<b>期內溢利 (虧損)</b>	<b>879</b>	(2,794)

Unaudited Interim Results  
未經審核中期業績

		<b>Six months ended</b>	
		<b>30 June</b>	
		<b>截至6月30日止六個月</b>	
		<b>2024</b>	2023
		<b>2024年</b>	2023年
		<b>S\$'000</b>	S\$'000
Notes		<b>千新加坡元</b>	千新加坡元
附註		<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)
<b>Profit (Loss) for the period</b>	<b>期內收益 (虧損)</b>	<b>879</b>	(2,794)
<b>Other comprehensive (expense) income: Item that may be reclassified subsequently to profit or loss</b>	<b>其他全面 (開支) 收益: 其後可重新分類至損益的項目</b>		
Exchange differences on translation on foreign operation	換算海外業務的匯兌差額	<b>(215)</b>	133
<b>Other comprehensive (expense) income for the period</b>	<b>期內其他全面 (開支) 收益</b>	<b>(215)</b>	133
<b>Total comprehensive income (expense) for the period</b>	<b>期內全面收益 (開支) 總額</b>	<b>664</b>	(2,661)

Unaudited Interim Results  
未經審核中期業績

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 S\$'000 千新加坡元 (Unaudited) (未經審核)	2023 2023年 S\$'000 千新加坡元 (Unaudited) (未經審核)
		Notes 附註	
<b>Profit (Loss) for the period attributable to:</b>	<b>應佔期內收益 (虧損):</b>		
<b>Owners of the Company</b>	<b>本公司擁有人</b>	<b>1,180</b>	(2,699)
<b>Non-controlling interests</b>	<b>非控股權益</b>	<b>(301)</b>	(95)
		<b>879</b>	(2,794)
<b>Total comprehensive income (expense) for the period attributable to:</b>	<b>應佔期內全面收益 (開支)總額:</b>		
Owners of the Company	本公司擁有人	<b>965</b>	(2,566)
Non-controlling interests	非控股權益	<b>(301)</b>	(95)
		<b>664</b>	(2,661)
<b>Basic and diluted earnings (loss) per share attributable to owners of the Company (Singapore cents)</b>	<b>本公司擁有人應佔每股基本及攤薄盈利 (虧損) (新加坡分)</b>	10	(0.20)
		<b>0.08</b>	

## Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2024  
於2024年6月30日

			30 June 2024 2024年 6月30日 S\$'000 千新加坡元 (Unaudited) (未經審核)	31 December 2023 2023年 12月31日 S\$'000 千新加坡元 (Audited) (經審核)
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Plant and equipment	廠房及設備	12	907	336
Intangible assets	無形資產	13	328	420
Right-of-use assets	使用權資產	14	4,494	252
			<b>5,729</b>	1,008
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨		1,017	993
Trade and other receivables	貿易及其他應收款項	15	2,208	1,841
Cash and cash equivalents	現金及現金等價物		558	306
			<b>3,783</b>	3,140
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	16	16,852	10,908
Income tax payables	應付所得稅		8	-
Financial guarantee liabilities	金融擔保負債	18	4,076	4,076
Lease liabilities	租賃負債	17	910	258
			<b>21,846</b>	15,242
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>		<b>(18,063)</b>	(12,102)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總額減流動負債</b>		<b>(12,334)</b>	(11,094)
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	17	3,649	-
Amount due to a related party	應付關聯方款項	20	1,438	1,425
			<b>5,087</b>	1,425
<b>NET LIABILITIES</b>	<b>負債淨額</b>		<b>(17,421)</b>	(12,519)
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share Capital	股本	19	2,303	2,303
Reserves	儲備		(17,024)	(14,710)
Deficit equity attributable to owners of the Company	本公司擁有人應佔虧絀權益		(14,721)	(12,407)
Non-controlling interests	非控股權益		(2,700)	(112)
<b>TOTAL DEFICIT</b>	<b>虧絀總額</b>		<b>(17,421)</b>	(12,519)

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2024  
截至2024年6月30日止六個月

		Reserve 儲備								
		Share capital	Share premium	Foreign currency translation reserve	Other reserve	Share option reserve	Accumulated losses	Sub-total	Non- controlling interests	Total
		股本	股份溢價	外幣換算 儲備	其他儲備	購股權儲備	累計虧損	小計	非控股權益	合計
		S\$'000	S\$'000	S\$'000	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	千新加坡元	千新加坡元	千新加坡元
<b>At 1 January 2024</b>	<b>於2024年1月1日</b>									
<b>(audited)</b>	<b>(經審核)</b>	2,303	24,221	308	2,165	46	(41,450)	(12,407)	(112)	(12,519)
Total comprehensive	期內全面收益									
income for the period:	總額:									
Profit (loss) for the period	期內溢利(虧損)	-	-	-	-	-	1,180	1,180	(301)	879
Other comprehensive	期內其他全面									
expense for the period	開支	-	-	(215)	-	-	-	(215)	-	(215)
Total comprehensive	期內全面開支									
expense for the period	總額	-	-	(215)	-	-	1,180	965	(301)	664
Acquisition of a subsidiary	收購一間附屬公司	-	-	-	1,745	-	(5,024)	(3,279)	(2,287)	(5,566)
<b>At 30 June 2024</b>	<b>於2024年6月30日</b>									
<b>(unaudited)</b>	<b>(未經審核)</b>	2,303	24,221	93	3,910	46	(45,294)	(14,721)	(2,700)	(17,421)
<b>At 1 January 2023</b>	<b>於2023年1月1日</b>									
<b>(audited)</b>	<b>(經審核)</b>	2,273	23,849	14	2,165	112	(34,701)	(6,288)	(8)	(6,296)
Total comprehensive	期內全面收益									
income for the period:	總額:									
Loss for the period	期內虧損	-	-	-	-	-	(2,699)	(2,699)	(95)	(2,794)
Other comprehensive	期內其他全面									
expense for the period	開支	-	-	133	-	-	-	133	-	133
Total comprehensive	期內全面開支									
expense for the period	總額	-	-	133	-	-	(2,699)	(2,566)	(95)	(2,661)
Exercise of share options	行使購股權	30	372	-	-	(57)	-	345	-	345
<b>At 30 June 2023</b>	<b>於2023年6月30日</b>									
<b>(unaudited)</b>	<b>(未經審核)</b>	2,303	24,221	147	2,165	55	(37,400)	(8,509)	(103)	(8,612)



Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2024  
截至2024年6月30日止六個月

Six months ended 30 June

截至6月30日止六個月

2024 2023

2024年 2023年

S\$'000 S\$'000

千新加坡元 千新加坡元

(Unaudited) (Unaudited)

(未經審核) (未經審核)

		2024	2023
		2024年	2023年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Profit (Loss) before taxation	除稅前溢利(虧損)	879	(2,794)
<i>Adjustments for:</i>	<i>調整:</i>		
Depreciation of plant and equipment	廠房及設備折舊	253	161
Amortisation of intangible assets	無形資產攤銷	5	6
Depreciation of right-of-use assets	使用權資產折舊	502	779
Interest expense on lease liabilities	租賃負債利息開支	72	32
Interest expense on borrowings	借款的利息開支	9	4
Fair value changes on financial assets at FVTPL	按公平值計入損益的金融資產的公平值變動	-	63
Operating cash flows before working capital changes	營運資金變動前的經營現金流量	1,720	(1,749)
<i>Movement in working capital:</i>	<i>營運資金變動:</i>		
Increase in inventories	存貨增加	(24)	(17)
Increase/(Decrease) in trade and other receivables	貿易及其他應收款項增加/(減少)	(366)	37
Increase in trade and other payables	貿易及其他應付款項增加	5,922	540
Cash from (used in) operations	經營所得(所用)的現金	7,252	(1,189)
Income tax paid	已付所得稅	8	-
<b>Cash from (used in) operating activities</b>	<b>經營活動所得(所用)現金</b>	<b>7,260</b>	<b>(1,189)</b>

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2024  
截至2024年6月30日止六個月

Six months ended 30 June

截至6月30日止六個月

2024 2023

2024年 2023年

S\$'000 S\$'000

千新加坡元 千新加坡元

(Unaudited) (Unaudited)

(未經審核) (未經審核)

<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Purchase of plant and equipment	購買廠房及設備	-	(397)
Proceeds from purchase of financial assets at FVTPL	購買按公平值計入損益的金融資產所得款項	-	1,544
Acquisition of a subsidiary	收購一間附屬公司	<b>(6,463)</b>	-
<b>Cash (used in) from investing activity</b>	<b>投資活動(所用)所得現金</b>	<b>(6,463)</b>	1,134
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Repayment of borrowings	償還借款	-	(182)
Repayment of lease liabilities	償還租賃負債	<b>(330)</b>	(824)
Proceeds from borrowings	借款所得款項	-	170
Issue of new shares	發行新股份	-	344
<b>Cash used in from financing activity</b>	<b>融資活動所用現金</b>	<b>(330)</b>	(492)
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	<b>447</b>	(547)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	<b>306</b>	512
Effect of foreign exchange rate changes on the balance of cash held in foreign currencies	匯率變動對以外幣持有的現金餘額的影響	<b>(215)</b>	112
<b>Cash and cash equivalents at end of the period, represented by bank balances and cash</b>	<b>期末現金及現金等價物，指銀行結餘及現金</b>	<b>558</b>	77

## 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, the head office and the principal place of business of the Company in Singapore is at #17-01/02 Paragon (Office Tower), 290 Orchard Road, Singapore 238859, 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 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 immediate and ultimate holding company of the Company is Brisk Success Holdings Limited (“**Brisk Success**”) which is a company incorporated in the British Virgin Islands.

## 1 一般資料

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註冊為有限公司。本公司的註冊辦事處地址為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。本公司在香港的主要營業地點為香港九龍九龍灣臨澤街8號啟匯25樓2501室。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**」）。本公司的直接及最終控股公司為Brisk Success Holdings Limited（「**Brisk Success**」），該公司於英屬處女群島註冊成立。

## 2 BASIS OF PREPARATION OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements of the Group for the six months ended 30 June 2024 have been prepared in accordance with the 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.

The condensed consolidated financial statements of the Group for the six months ended 30 June 2024 are presented in Singapore Dollars (“S\$”) while the functional currency of the Company are Hong Kong Dollars (“HK\$”) and all values are rounded to the nearest thousands, unless otherwise stated.

### Going concern basis

As at 30 June 2024, the Group’s current liabilities exceeded its current assets by approximately S\$18,063,000. Financial guarantee liabilities provided for Singapore Liquidated Subsidiaries amounted to approximately S\$4,076,000. As at 30 June 2024, the Group had cash and cash equivalent of approximately S\$558,000, which indicated that the Group did not have sufficient cash and cash equivalent to settle the outstanding balances when they call for immediate repayment.

## 2 編製簡明綜合財務報表之基準

本集團截至2024年6月30日止六個月的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，綜合財務報表資料亦載有GEM上市規則及香港公司條例所規定的適用披露資料。

除另有指明者外，本集團截至2024年6月30日止六個月的簡明綜合財務報表以新加坡元（「新加坡元」）呈列，而本公司的功能貨幣為港元（「港元」），且所有數值已湊整至最接近千位。

### 持續經營基準

於2024年6月30日，本集團的流動負債超過其流動資產約18,063,000新加坡元。向新加坡清盤附屬公司提供的財務擔保負債約為4,076,000新加坡元。於2024年6月30日，本集團的現金及現金等價物約為558,000新加坡元，表明本集團並無足夠的現金及現金等價物於彼等要求立即還款時清償未償還餘額。

## 2 BASIS OF PREPARATION OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### Going concern basis (continued)

These events and conditions indicate the existence of multiple uncertainties which may cast significant doubt over the Group's ability to continue as a going concern.

In view of such circumstances, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken to mitigate the liquidity pressure and to improve its financial position which include, but are not limited to, the following:

- The Group will closely monitor, review and speed up its collection with trade receivables and other debts, in order to expedite the recovery of liquidity capital to replenish its liquidity shortfall;
- The Group will actively communicate with the Singapore Liquidators as well as with the financial institutions that providing banking facilities to Singapore Liquidated Subsidiaries in order to further and thoroughly verify the legitimacy, rationality, and authenticity of related debt liabilities and guarantee obligations;
- The Group will improve its operation through streamlining its existing non-core business and assets and expansion of new segment, so as to improve efficiency of assets utilisation and reducing operating costs; and

## 2 編製簡明綜合財務報表之基準 (續)

### 持續經營基準 (續)

該等事件及情況表明存在多種不確定事項，可能對本集團的持續經營能力產生重大懷疑。

鑒於該等情況，董事已審慎考慮本集團未來的流動資金及表現及其可動用的融資來源，以評估本集團是否有足夠的財務資源持續經營。本公司已採取若干措施，以紓緩流動資金壓力及改善其財政狀況，有關措施包括但不限於：

- 本集團將密切監督、檢討及加快應收賬款和其他債權的追收工作，以加快回籠流動資金，補充流動資金不足；
- 本集團將積極與新加坡清盤人以及向新加坡清盤附屬公司提供銀行融資的金融機構溝通，以進一步及詳細核實相關債務責任和擔保責任的合法性、合理性和真實性；
- 本集團將通過精簡其現有非核心業務及資產，以及擴展新分部來改善營運，從而提高資產使用及減少經營虧損的效益；及

## 2 BASIS OF PREPARATION OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

### Going concern basis (continued)

- The Group is actively pursuing alternative financing options, including plans to bring in new investors, or to subscribe for debentures and notes of the Company, or to subscribe for new shares of the Company that may be issued, in order to settle existing debts and for future operating and capital expenditure.

In view of the above, the Directors taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from 30 June 2024. Accordingly, the Directors are satisfied that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis.

Should the Group be unable to continue as going concern, adjustments would have to be made to write down the carrying value of the assets to their recoverable amounts, to provide for any further liabilities which might arise and to classify non-current assets and liabilities as current assets and liabilities respectively. The effects of these potential adjustments have not been reflected in these condensed consolidated financial statements.

## 2 編製簡明綜合財務報表之基準 (續)

### 持續經營基準 (續)

- 本集團正在積極尋求其他融資方案，包括計劃引入新的投資人，或認購本公司的債權票據，或認購本公司可發行的新股份等，以清償現有債務及用於未來運營及資本開支。

鑒於以上所述，董事經考慮上述計劃及措施後，本集團將於2024年6月30日起計未來十二個月內有足夠營運資金為其營運提供資金，並於到期時履行其財務責任。因此，董事信納以持續經營為基準編製簡明綜合財務報表實屬恰當。

倘本集團無法持續經營，則須作出調整，將資產的賬面價值撇減至其可收回金額，以撥備可能出現的任何進一步負債，並將非流動資產及負債分別分類為流動資產及流動負債。該等潛在調整的影響並無反映於該等簡明綜合財務報表中。

### 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 2024.

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.

At the date of authorisation of the condensed consolidated financial statements of the Group for the six months ended 30 June 2024, certain IFRSs that are relevant to the Company 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.

### 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2024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。

於本集團截至2024年6月30日止六個月的簡明綜合財務報表授權日期，若干與本公司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 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgment are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were similar to those that applied to the Group's annual report for the year ended 31 December 2023. In addition, management makes assumptions about the future in deriving critical accounting estimates used in preparing the condensed consolidated interim financial information.

#### 4 關鍵會計估算及判斷

估計及判斷根據過往經驗及其他因素（包括於個別情況下對未來事件作出被認為合理的預期）作出並持續評估。

本集團對未來作出估計及假設。編製該簡明綜合中期財務資料時，管理層於應用本集團會計政策時作出之重要判斷及估計不確定因素之主要來源與本集團截至2023年12月31日止年度之年度報告所述者相若。此外，管理層於作出編製簡明綜合中期財務資料所用之主要會計估計時，對未來作出假設。



**5 REVENUE AND SEGMENT INFORMATION****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:

**5 收益及分部資料****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：

		<b>Six months ended 30 June</b>	
		<b>截至6月30日止六個月</b>	
		<b>2024</b>	2023
		<b>2024年</b>	2023年
		<b>S\$'000</b>	S\$'000
		<b>千新加坡元</b>	千新加坡元
		<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)
<b>Revenue</b>	<b>收益</b>		
Treatment Services	治療服務	<b>621</b>	–
Dental Services	牙科服務	<b>916</b>	900
Trading Sales	貿易銷售	<b>820</b>	409
		<b>2,357</b>	1,309
Timing of revenue recognition:	確認收益的時間：		
At a point in time	於某時間點	<b>1,736</b>	409
Over time	於一段時間	<b>621</b>	900
		<b>2,357</b>	1,309

## 簡明綜合財務報表附註

For the six months ended 30 June 2024  
截至2024年6月30日止六個月**5 REVENUE AND SEGMENT INFORMATION (continued)****Segment reporting**

		Treatment Services		Dental services		Trading sales		Total	
		治療服務		牙科服務		貿易銷售		總計	
		2024	2023	2024	2023	2024	2023	2024	2023
		2024年	2023年	2024年	2023年	2024年	2023年	2024年	2023年
		S\$'000	S\$'000	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	千新加坡元	千新加坡元
Interim Revenue	中期收益								
Revenue from external customers	來自外來客戶的收益	621	-	916	900	820	409	2,357	1,309
Inter-segment revenues	分部間收益	-	-	-	-	-	-	-	-
Segment revenue	分部收益	621	-	916	900	820	409	2,357	1,309
Profit (Loss) before tax	除稅前收益(虧損)	(1,405)	-	(101)	(231)	(258)	(1,193)	879	(2,794)

**5 收益及分部資料(續)****分部報告****6 OTHER OPERATING INCOME****6 其他經營收入****Six months ended 30 June**

截至6月30日止六個月

		2024	2023
		2024年	2023年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Other income	其他收入	27	109
Exchange gain	外匯收益	162	426
Impairment loss recovery	減值損失撥回	2,644	27
		<b>2,833</b>	562

**7 FINANCE COSTS****7 財務成本**

		<b>Six months ended 30 June</b>	
		<b>截至6月30日止六個月</b>	
		<b>2024</b>	<b>2023</b>
		<b>2024年</b>	<b>2023年</b>
		<b>S\$'000</b>	<b>S\$'000</b>
		<b>千新加坡元</b>	<b>千新加坡元</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
Interest expense on borrowings	借款利息開支	<b>9</b>	4
Interest expense on lease liabilities	租賃負債利息開支	<b>72</b>	32

**8 LOSS BEFORE TAX****8 除稅前虧損**

Loss before tax has been arrived at after charging:

除稅前虧損經扣除以下各項導致：

		<b>Six months ended 30 June</b>	
		<b>截至6月30日止六個月</b>	
		<b>2024</b>	<b>2023</b>
		<b>2024年</b>	<b>2023年</b>
		<b>S\$'000</b>	<b>S\$'000</b>
		<b>千新加坡元</b>	<b>千新加坡元</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審核)</b>	<b>(未經審核)</b>
Audit fees (included in other operating expenses)	審核費用(計入其他經營開支)	<b>23</b>	114
Net foreign currency exchange loss (included in other operating expenses)	外匯損失淨額(計入其他經營開支)	<b>-</b>	590
Professional and consulting fee	專業及諮詢費	<b>964</b>	-
Employee benefits expense:	僱員福利開支：		
Directors' remunerations	董事薪酬	<b>202</b>	663
Other staff costs	其他員工成本		
- salaries, bonus and other benefits	- 薪金、花紅及其他福利	<b>890</b>	771
- contributions to retirement benefits scheme	- 退休福利計劃供款	<b>27</b>	15

## 簡明綜合財務報表附註

For the six months ended 30 June 2024  
截至2024年6月30日止六個月

**9 INCOME TAX EXPENSE**

No provision of income tax for continuing operations in the current and prior periods.

Hong Kong Profits Tax is calculated at 16.5% (2023: 16.5%) of the estimated assessable profit for the period.

The PRC Enterprise Income Tax is calculated at the applicable rates in accordance with the relevant laws and regulations in the PRC. Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

**9 所得稅開支**

本期間及過往期間並未計提持續經營業務的所得稅。

香港利得稅乃以期間估計應課稅溢利按16.5% (2023年：16.5%) 稅率計算。

中國企業所得稅乃根據中國有關法律法規按適用稅率計算。根據《中華人民共和國企業所得稅法》(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司的稅率為25%。

**10 EARNINGS (LOSS) PER SHARE****10 每股盈利 (虧損)**

Six months ended 30 June  
截至6月30日止六個月

		2024 2024年 (Unaudited) (未經審核)	2023 2023年 (Unaudited) (未經審核)
Profit (Loss) attributable to the owners of the Company (S\$'000)	本公司擁有人應佔 盈利 (虧損) (千新加坡元)	<b>965</b>	(2,699)
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權 平均數 (千股)	<b>1,282,007</b>	1,331,408
Earnings (Loss) per share (Singapore cents)	每股盈利 (虧損) (新加坡分)	<b>0.08</b>	(0.20)

**10 EARNINGS (LOSS) PER SHARE  
(continued)**

For the six months ended 30 June 2024 and 2023, no separated diluted loss per share information had been presented as there were no dilutive potential ordinary shares outstanding.

**11 DIVIDENDS**

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

**12 PLANT AND EQUIPMENT**

During the six months ended 30 June 2024, the Group acquired plant and equipment of S\$1,760,000 (30 June 2023: S\$397,000).

**13 INTANGIBLE ASSETS**

The intangible assets represent software purchased from vendors with an estimated useful life of 5 years.

**10 每股盈利(虧損)(續)**

由於截至2024年及2023年6月30日止六個月並無發行在外的潛在攤薄普通股，故未有個別呈列每股攤薄虧損資料。

**11 股息**

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

**12 廠房及設備**

截至2024年6月30日止六個月，本集團收購1,760,000新加坡元的廠房及設備(2023年6月30日：397,000新加坡元)。

**13 無形資產**

該等無形資產指自賣方購買的軟件，估計可使用年限為5年。

## 14 RIGHT-OF-USE ASSETS

## 14 使用權資產

		Leasehold office and clinics 租賃辦公室 及診所 S\$'000 千新加坡元
<b>Cost</b>	<b>成本</b>	
At 31 December 2023	於2023年12月31日	5,016
Acquisition of a subsidiary	收購一間附屬公司	4,993
Write-off	撇銷	-
Exchange alignments	匯兌調整	44
At 30 June 2024	於2024年6月30日	10,053
<b>Accumulated depreciation</b>	<b>累計折舊</b>	
At 31 December 2023	於2023年12月31日	4,764
Acquisition of a subsidiary	收購一間附屬公司	250
Additions	添置	503
Write-off	撇銷	-
Exchange alignments	匯兌	42
At 30 June 2024	於2024年6月30日	5,559
<b>Carrying amount</b>	<b>賬面值</b>	
At 31 December 2023	於2023年12月31日	252
At 30 June 2024	於2024年6月30日	4,494

## 15 TRADE AND OTHER RECEIVABLES

## 15 貿易及其他應收款項

		As at 30 June 2024 於2024年 6月30日 S\$'000 千新加坡元 (Unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 S\$'000 千新加坡元 (Audited) (經審核)
Trade receivables	貿易應收款項	3,069	2,338
Less: Loss allowance on trade receivables	減：貿易應收款項的虧損撥備	<b>(2,353)</b>	(2,018)
		<b>716</b>	320
Deposits	按金	190	2,522
Prepayment	預付款項	821	627
Other receivables	其他應收款項	1,220	1,050
Less: Loss allowance on other receivables	減：其他應收款項虧損撥備	<b>(739)</b>	(2,678)
Amount owing from joint venture – non-current	合營公司欠負款項 – 非即期	–	1,730
Less: Loss allowance on amount owing from joint venture	減：合營公司欠負款項虧損撥備	–	(1,730)
		<b>2,208</b>	1,841

The average credit period of trade receivables is 90 days.

Loss allowance for trade receivables has been measured at an amount equal to lifetime expected credit losses (the “ECL”). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate.

貿易應收款項平均信貸期為90天。

貿易應收款項的虧損撥備乃按相等於全期預期信貸虧損（「預期信貸虧損」）的金額計算。貿易應收款項的預期信貸虧損乃使用撥備矩陣作估計，參考債務人的過往違約記錄並對債務人的當前財務狀況作出分析，以及就債務人特定的因素、其經營所處行業的整體經濟狀況作出調整。

## 簡明綜合財務報表附註

For the six months ended 30 June 2024  
截至2024年6月30日止六個月

## 15 TRADE AND OTHER RECEIVABLES (continued)

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

A trade receivable is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery.

The following is an ageing analysis of trade receivables of the Group presented based on invoice dates for the receivables from the customers who settle payments by claiming from insurance companies at the end of each reporting period:

## 15 貿易及其他應收款項 (續)

於當前報告期間所用估計技巧及重大假設並無變動。

當有資料顯示債務人面臨嚴重財務困難及預期無法收回款項時，將會撇銷貿易應收款項。

以下為於各報告期末按來自以保險公司索償結算付款的客戶之應收款項發票日期呈列本集團的貿易應收款項的賬齡分析：

		As at 30 June 2024 於2024年 6月30日 S\$'000 千新加坡元 (Unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 S\$'000 千新加坡元 (Audited) (經審核)
0–30 days	0至30天	–	320
31–60 days	31至60天	–	–
61–90 days	61至90天	241	–
Over 90 days	90天以上	475	–
		<b>716</b>	<b>320</b>



## 16 TRADE AND OTHER PAYABLES

## 16 貿易及其他應付款項

		As at 30 June 2024 於2024年 6月30日 S\$'000 千新加坡元 (Unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 S\$'000 千新加坡元 (Audited) (經審核)
Trade payables	貿易應付款項	177	39
Accrued expenses	應計開支	5,009	781
Deferred revenue	遞延收入	1,066	-
Other payables (Note)	其他應付款項 (附註)	10,600	8,388
		<b>16,852</b>	<b>10,908</b>

Note:

As at 30 June 2024, other payables mainly included amounts due to Singapore Liquidated Subsidiaries (i.e. due to deconsolidation from liquidation of certain subsidiaries in Singapore). The Group has liability for settlement of such payables balances upon liquidation of former subsidiaries. Therefore, additional of S\$4,586,000 (31 December 2023: S\$4,565,000) other payables are recognised as liabilities for settlement of balances with Singapore Liquidated Subsidiaries. During the current period, the Group has received demand letters from Singapore Liquidators for settlement of the outstanding balances of S\$6,600,000 to Singapore Liquidated Subsidiaries. The Group is under negotiation on the amount outstanding with Liquidators for settlement.

附註：

於2024年6月30日，其他應付款項主要包括應付新加坡清盤附屬公司的款項（因終止合併入賬清盤的若干新加坡附屬公司所致）。本集團有責任於前附屬公司清盤時結清相關應付款項結餘。因此，額外確認其他應付款項4,586,000新加坡元（2023年12月31日：4,565,000新加坡元）作為負債，以結算與新加坡清盤附屬公司的結餘。於本期間，本集團已收到新加坡清盤人的催款函，要求向新加坡清盤附屬公司清償尚未償還結餘6,600,000新加坡元。本集團現正就尚未償還金額的償還事宜與清盤人進行磋商。

## 簡明綜合財務報表附註

For the six months ended 30 June 2024  
截至2024年6月30日止六個月

## 16 TRADE AND OTHER PAYABLES (continued)

The average credit period on purchase of goods is 90 days. The following is an ageing analysis of trade payables of the Group presented based on the invoice date at the end of each reporting period:

		As at 30 June 2024 於2024年 6月30日 S\$'000 千新加坡元 (Unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 S\$'000 千新加坡元 (Audited) (經審核)
0–30 days	0至30天	8	39
31–60 days	31至60天	–	–
61–90 days	61至90天	–	–
Over 90 days	90天以上	169	–
		<b>177</b>	<b>39</b>

## 16 貿易及其他應付款項 (續)

購買貨品的平均信貸期為90天。以下為本集團於各報告期末按發票日期呈列的貿易應付款項賬齡分析：

## 17 LEASE LIABILITIES

## 17 租賃負債

		As at 30 June 2024 於2024年 6月30日 S\$'000 千新加坡元 (Unaudited) (未經審核)	As at 31 December 2023 於2023年 12月31日 S\$'000 千新加坡元 (Audited) (經審核)
Amounts due for settlement within 12 months (shown under current liabilities)	於12個月內到期應付的款項(列示於流動負債)	910	258
Amounts due for settlement after 12 months	12個月後到期支付的款項	3,649	–
		<b>4,559</b>	<b>258</b>

**18 FINANCIAL GUARANTEE LIABILITIES**

As at 30 June 2024 and 31 December 2023, the Company provided corporate guarantee in favor of banks in respect of banking facilities granted to Singapore Liquidated Subsidiaries of an aggregate amounts of S\$6,000,000 of which S\$4,076,000 has been utilised. In regard of liquidation of those subsidiaries, they were unable to settle the outstanding amount, and therefore, under the financial guarantee contracts, the Company would be liable to pay the banks and full provision on the outstanding principal and accrued interest net of cash and cash equivalents of Singapore Liquidated Subsidiaries has been made. The respective borrowings carried interest at a fixed rate of 3% to 4.5% per annum.

**19 SHARE CAPITAL**

Details of the share capital are disclosed as follows:

**18 金融擔保負債**

於2024年6月30日及2023年12月31日，本公司就授予新加坡清盤附屬公司的銀行融資提供以銀行為受益人的企業擔保，銀行融資總額為6,000,000新加坡元，其中4,076,000新加坡元已獲動用。就各附屬公司的清盤事宜而言，彼等未能清償尚未償還款項，因此，本公司有責任根據財務擔保合約向銀行作出付款，並已就尚未償還本金及應計利息（扣除新加坡清盤附屬公司的現金及現金等價物）作出全數撥備。有關借款按固定年利率3%至4.5%計息。

**19 股本**

股本詳情披露如下：

		Number of shares 股份數目	Par value 面值 HK\$ 港元	Share capital 股本 HK\$'000 千港元
Authorised share capital of the Company:	本公司的法定股本：			
At 30 June 2024 and 31 December 2023	於2024年6月30日及2023年12月31日	10,000,000,000	0.01	100,000

## 簡明綜合財務報表附註

For the six months ended 30 June 2024  
截至2024年6月30日止六個月

**19 SHARE CAPITAL (continued)****19 股本 (續)**

		Number of shares 股份數目	Share capital 股本 S\$'000 千新加坡元
Issued and fully paid shares of the Company:	本公司已發行及 繳足股份：		
At 31 December 2023	於2023年12月31日	1,332,000,000	2,303
Issue of new shares	發行新股份	0	0
At 31 December 2023 and 30 June 2024	於2023年12月31日及 2024年6月30日	1,332,000,000	2,303

**20 RELATED PARTY TRANSACTIONS****20 關連方交易**

The remuneration of the executive Directors and other members of key management personnel during the period was as follows:

執行董事及其他主要管理人員  
於期內的薪酬如下：

**Compensation of key management  
personnel****主要管理人員薪酬**

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年 S\$'000 千新加坡元 (Unaudited) (未經審核)	2023 2023年 S\$'000 千新加坡元 (Unaudited) (未經審核)
Salaries, performance bonus and other benefits	薪金、表現花紅及 其他福利	200	663
Contributions to retirement benefits scheme	退休福利計劃供款	2	5
		<b>202</b>	<b>668</b>

**20 RELATED PARTY TRANSACTIONS  
(continued)****Compensation of key management  
personnel (continued)**

In addition to the provision of personal guarantee from the Directors for the Group's lease liabilities and borrowings, the Group has the following balances with a related party:

Name of related party 關聯方名稱	Relationship 關係	Nature of business 業務性質	As at 30 June 2024 於2024年 6月30日 S\$'000 千新加坡元	As at 31 December 2023 於2023年 12月31日 S\$'000 千新加坡元
			1,438	1,425
廣東天伴大健康產業 有限公司	A related party 關聯方	Amount due to a related party (Note a) 應付關聯方款項(附註a)		
廣東天伴大健康產業 有限公司				

Note:

- a. The amount due to a related party is unsecured, interest-free and repayable on 9 March 2025. The related party is under the common control of a legal person of a domestic subsidiary.

**20 關連方交易(續)****主要管理人員薪酬(續)**

除董事就本集團的租賃負債及借款提供個人擔保之外，本集團擁有以下關聯方結餘：

As at 30 June 2024 於2024年 6月30日 S\$'000 千新加坡元	As at 31 December 2023 於2023年 12月31日 S\$'000 千新加坡元
1,438	1,425

附註：

- a. 應付關聯方款項為無抵押、免息及須於2025年3月9日償還。該關聯方乃由國內子公司一名法人共同控制。

## BUSINESS REVIEW

The revenue of the Company for the six months ended 30 June 2024 increased by approximately 80.1% as compared to that for the six months ended 30 June 2023, which was due to the change in the business structure of the Group during 2024. After March 2024, the Group's revenue contribution is mainly derived from the newly-added Hong Kong treatment services from the dental clinics and healthcare products originally in Hong Kong and Mainland China, which are consolidated from the consolidated statement of a joint venture, namely Queen's Road Medical Company Limited (the "Joint Venture").

## BUSINESS OUTLOOK

The Group's principal business includes dental implant business and dermatology aesthetic and treatment services, for which the Company has formulated its business development plan and operational objectives for the next two years in 2023. During the six months ended 30 June 2024, the revenue of dental service accounted for approximately 38.9% of the total revenue, the revenue of dermatology aesthetic and treatment services accounted for approximately 26.3% of the total revenue, and the revenue from trading for health and health products and nutritional supplements accounted for approximately 34.8% of the total revenue.

The Company believes that there is a huge market for dental implant services and dermatology aesthetic and treatment services in Mainland China. The business exploration in the past has not only laid a solid foundation for the Company's performance, and the data derived from the rapidly expanding business outlets indicates the feasibility and effectiveness of the existing business model of the Company. The vast population base and aging phenomenon in mainland China and Hong Kong provide the Company with tremendous market potential for its future development plan.

## 業務回顧

本公司截至2024年6月30日止六個月較截至2023年6月30日止六個月的收益增加約80.1%，原因是在2024年內，本集團的業務結構發生了變化。於2024年3月份以後，集團的收入貢獻主要來自從原本香港及中國內地的牙科診所和保健產品，增加了香港治療服務，由一間合營公司（即Queen's Road Medical Company Limited（「合營公司」））合併報表而成。

## 業務前景

本集團主營業務包括牙種植業務和皮膚醫學美容及治療服務，為此公司已於2023年制定了未來兩年的業務發展規劃和經營目標。於截至2024年6月30日止六個月，牙科服務收入佔總收入約38.9%，皮膚醫學美容及治療服務收入佔總收入約26.3%，健康和保健品以及營養補充食品的貿易業務收入佔總收入約34.8%。

公司認為，中國內地的牙種植業務和皮膚醫學美容及治療服務市場廣闊。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。而中國內地龐大和香港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。

The Company will actively concentrate major resources to support and promote the continuous development of dental services and dermatology aesthetic and treatment 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.

## FINANCIAL REVIEW

### Revenue

The Group's overall revenue amounted to approximately S\$2,357,000 for the six months ended 30 June 2024, representing an increase of approximately S\$1,048,000 or 80.1% as compared with the revenue of approximately S\$1,309,000 for the six months ended 30 June 2023.

The Group is mainly engaged in three types of business, 1) providing dermatology aesthetic and treatment services, 2) providing dental care and dental implant services, and 3) trading health and health products and nutritional supplements. The following table sets forth a breakdown of our revenue for the periods indicated:

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和皮膚醫學美容及治療服務的持續發展，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。

### 財務回顧

#### 收益

截至2024年6月30日止六個月，本集團整體收益約為2,357,000新加坡元，較截至2023年6月30日止六個月的收益約1,309,000新加坡元增加約1,048,000新加坡元或80.1%。

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)提供牙科護理和牙種植服務，3)從事健康和保健品以及營養補充食品的貿易業務。下表載列我們於所示期間的收益明細：

		Six months ended 30 June 截至6月30日止六個月			
		2024 2024年 S\$'000 千新加坡元 (Unaudited) (未經審核)	%	2023 2023年 S\$'000 千新加坡元 (Unaudited) (未經審核)	%
<b>Revenue</b>	<b>收益</b>				
Treatment Services	治療服務	621	26.3	-	-
Dental Services	牙科服務	916	38.9	900	68.8
Trading Sales	貿易銷售	820	34.8	409	31.2
		<b>2,357</b>	<b>100.0</b>	1,309	100.0

## Management Discussion and Analysis

### 管理層討論與分析

Revenue generated from Treatment Services was approximately S\$621,000 for the six months ended 30 June 2024.

Revenue generated from Dental Services was approximately S\$916,000 for the six months ended 30 June 2024.

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\$820,000 for the six months ended 30 June 2024 which represented an increase of approximately S\$411,000 as compared to the Trading Sales of approximately S\$409,000 for the six months ended 30 June 2023.

#### Consumables and medical supplies used

Our consumables and medical supplies used amounted to approximately S\$519,000 and S\$677,000 for the six months ended 30 June 2024 and 2023 respectively. The increase was in line with the increase in revenue generated from Prescription and Dispensing Services. These amounts comprised costs of treatment consumables and medications necessarily 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 operating income

Other operating income for the six months ended 30 June 2024 and 2023 consisted of the reversal of impairment loss on investment in a joint venture, exchange gain and other income.

治療服務所產生收益截至2024年6月30日止六個月的約621,000新加坡元。

牙科服務所產生收益截至2024年6月30日止六個月的約916,000新加坡元。

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2024年6月30日止六個月，貿易銷售貢獻約820,000新加坡元，與截至2023年6月30日止六個月的貿易銷售約409,000新加坡元相比增加約411,000新加坡元。

#### 已用消耗品及醫療用品

截至2024年及2023年6月30日止六個月的已用消耗品及醫療用品分別為約519,000新加坡元及677,000新加坡元。有關增加與處方及配藥服務產生的收益增加一致。其包括在診所提供服務所需療程藥物及藥物成本。

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。

#### 其他經營收入

截至2024年及2023年6月30日止六個月的其他經營收入包括投資合營公司的減值損失撥回、外匯收益及其他收入。



### 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.

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.

### Employee benefits expense

### 其他直接成本

其他直接成本主要來自化驗所費用（即我們所委聘化驗所就提供病人血液、尿液及其他檢測服務而收取的費用）。

我們通常將血液檢測、尿液檢測及其他檢測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，我們將檢測服務分判予外聘服務供應商，並就提供檢測服務產生化驗所費用。

### 僱員福利開支

#### Six months ended 30 June

截至6月30日止六個月

		2024	2023
		2024年	2023年
		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	202	663
Other staff costs:	其他員工成本：		
– Salaries, bonus and other benefits	– 薪金、花紅及其他福利	890	771
– Contributions to retirement benefits scheme	– 退休福利計劃供款	27	15
Employee benefits expense	僱員福利開支	1,119	1,449

## Management Discussion and Analysis

### 管理層討論與分析

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.

Our total staff count for employees (including part time staff), excluding our directors, as of the six months ended the respective financial period is as follow:

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、花紅及其他福利以及退休福利計劃供款。

截至各六個月財政期間結算日的員工總數（包括兼職員工但不包括董事）如下：

		Six months ended 30 June 截至6月30日止六個月	
		2024 2024年	2023 2023年
Total staff count	員工總數	33	32

#### 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) 在各處所用於營運的電腦及辦公室設備；及
- (c) 就營運所租賃處所的租賃物業裝修。

折舊法、可使用年期及剩餘價值於報告期末檢討及調整（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，我們認為此做法對相關性質資產的可使用年期而言屬合理。

### 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. The increase is mainly attributed by the adoption of new accounting standards.

### Other operating expenses

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

The other operating expenses increased by approximately S\$265,000 or 17.0% from approximately S\$1,557,000 for the six months ended 30 June 2023 to approximately S\$1,822,000 for the six months ended 30 June 2024.

### Finance costs

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

### Income tax expense

No provision of income tax expenses for the six months ended 30 June 2024.

### Loss for the period

Due to the combined effect of the aforesaid factors, we recorded the profit of approximately S\$879,000 for the six months ended 30 June 2024, representing an increase of approximately S\$3,673,000 or 131.5% as compared with the loss of approximately S\$2,794,000 for the six months ended 30 June 2023.

### 使用權資產折舊

使用權資產於租賃期與有關資產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本集團預期行使購買權，則相關使用權資產於有關資產的使用年期內折舊。折舊由租約開始日期開始產生。有關增加主要由於採納新會計準則。

### 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、專業及顧問費用、外匯虧損淨額以及其他開支。

其他經營開支由截至2023年6月30日止六個月約1,557,000新加坡元增加約265,000新加坡元或17.0%至截至2024年6月30日止六個月約1,822,000新加坡元。

### 財務成本

財務成本為定期貸款利息開支及國際財務報告準則第16號項下租賃負債。

### 所得稅開支

截至2024年6月30日止六個月概無所得稅開支撥備。

### 期內虧損

由於上述因素的合併影響，我們於截至2024年6月30日止六個月錄得溢利約879,000新加坡元，較截至2023年6月30日止六個月的虧損約2,794,000新加坡元增加約3,673,000新加坡元或131.5%。

## INTERIM DIVIDEND

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

## CAPITAL STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The capital of the Group only comprises ordinary shares.

As at 30 June 2024, the total deficit of the Group was approximately S\$17,421,000 (31 December 2023: approximately S\$12,519,000). The Group generally financed its operation with internally generated cash flows, bank loans and issuance of new shares. The Group had bank balances and cash of approximately S\$558,000 as at 30 June 2024 (31 December 2023: approximately S\$306,000). As at 30 June 2024, the Group had net current liabilities of approximately S\$18,063,000 (current assets as at 31 December 2023: approximately S\$12,102,000).

Gearing ratio of the Group as at 30 June 2024 was approximately 154.6% (31 December 2023: 133.1%) calculated based on total debt divided by total equity as at 30 June 2024.

Net cash used in operating activities for the six months ended 30 June 2024 was approximately S\$7,260,000 (30 June 2023: net cash used in operating activities approximately S\$1,188,000).

## 中期股息

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

## 資本結構、流動資金及財務資源

本集團的資本僅包括普通股。

於2024年6月30日，本集團的虧絀總額約為17,421,000新加坡元（2023年12月31日：約12,519,000新加坡元）。本集團一般以內部產生的現金流量、銀行貸款及發行新股份為其營運提供資金。本集團於2024年6月30日的銀行結餘及現金約為558,000新加坡元（2023年12月31日：約306,000新加坡元）。於2024年6月30日，本集團的流動負債淨值約為18,063,000新加坡元（2023年12月31日的流動資產：約12,102,000新加坡元）。

按於2024年6月30日的債務總額除權益總額計算，於2024年6月30日，本集團的資產負債比率約為154.6%（2023年12月31日：133.1%）。

截至2024年6月30日止六個月，經營活動所用現金淨額約為7,260,000新加坡元（2023年6月30日：經營活動所用現金淨額約1,188,000新加坡元）。

## SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSAL OF SUBSIDIARIES

During the six months ended 30 June 2024, the Group mainly transferred a joint venture to the consolidated statement of subsidiaries.

## FOREIGN EXCHANGE EXPOSURE

The Group operate mainly in Singapore, Hong Kong and Mainland China with most of the transactions settled in Singapore dollars and Hong Kong dollars respectively. Our management considers that the business is not exposed to any significant foreign exchange risk as there are no significant financial assets or liabilities of our Group denominated in currencies other than the respective functional currencies of our operating entities. We did not hedge against any fluctuation in foreign currency during the historical record period.

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group will continue to diversify our services and products offering to fulfill the medical, health, aesthetic wellness needs of individuals via mergers and acquisitions. We will continue to proactively explore acquisition targets and target partnership opportunities for further collaboration in Hong Kong, Greater Bay Area, Singapore and Association of Southeast Asian Nations (ASEAN).

## CONTINGENT LIABILITIES

As at 30 June 2024, the Group did not have material contingent liabilities.

## 重大投資、主要收購及出售附屬公司

截至2024年6月30日止六個月，本集團主要將一間合營公司轉至子公司合併報表。

## 外匯風險

本集團主要於新加坡、香港及中國大陸經營業務，大部分交易分別以新加坡元及港元結算。我們的管理層認為，由於本集團並無重大金融資產或負債以經營實體各自功能貨幣以外的貨幣計值，業務因而並無承受任何重大外匯風險。我們於歷史記錄期間並無就任何外幣波動進行對沖。

## 未來重大投資及資本資產計劃

本集團將繼續通過併購使我們的服務及產品供應多元化，以期滿足個人的醫療、健康、美容需求。我們將繼續積極物色收購目標及尋求合作機會，以在香港、大灣區、新加坡及東南亞國家聯盟（東盟）開展進一步合作。

## 或然負債

於2024年6月30日，本集團並無重大或然負債。

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 June 2024, the Group had a total of 33 employees (including part time staff and excluding our doctors) (31 December 2023: 32). Staff costs, including Directors' remuneration, of the Group were approximately S\$1,119,000 for the six months ended 30 June 2024 (30 June 2023: approximately S\$1,449,000). Remuneration is determined with reference to factors such as comparable market salaries and work performance, time commitment and responsibilities of each individual. Employees of the Group are provided with relevant in-house and/or external training from time to time. In addition to a basic salary, year-end discretionary bonuses are offered to employees who perform outstandingly to attract and retain eligible employees to contribute to the Group.

## CHARGES ON THE GROUP'S ASSETS

As at 30 June 2024 and 31 December 2023, there were no charges on the Group's assets.

## 僱員及薪酬政策

於2024年6月30日，本集團共有33名員工（包括兼職員工但不包括我們的醫生）（2023年12月31日：32名）。截至2024年6月30日止六個月，本集團的員工成本（包括董事酬金）約為1,119,000新加坡元（2023年6月30日：約1,449,000新加坡元）。薪酬乃參考相關市場薪酬及工作表現、時間承諾及每名人士的責任等因素釐定。本集團的員工可不時獲得相關的內部及／或外部培訓。除基本工資外，還向那些表現出色的員工提供年終酌情花紅，以吸引並留住合資格的員工為本集團作出貢獻。

## 本集團資產抵押

於2024年6月30日及2023年12月31日，本集團並無資產抵押。

## 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 2024, the interests and short positions of our Directors and chief executive of our Company in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the 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	Company/name of associated corporation 本公司/ 相聯法團名稱	Nature of interest 權益性質	Number of Shares 股份數目		Approximate % of shareholding 概約股權 百分比
			Long position 好倉	Short position 淡倉	
Lee Chung Shun 李宗舜	The Company 本公司	Beneficial owner 實益擁有人	6,000,000	-	0.45

### 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2024年6月30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

Save as disclosed above, as at 30 June 2024, 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 securities transactions 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 30 June 2024, 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:

除上文披露者外，於2024年6月30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證券交易的規定標準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2024年6月30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：



Long positions in ordinary shares of the  
Company

於本公司普通股的好倉

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	% of interest in the Company 佔本公司權益百分比
Loh Teck Hiong Loh Teck Hiong	Interest in controlled corporation <sup>(Note 1)</sup> 受控制法團權益 <sup>(附註1)</sup>	210,024,000	15.77
Brisk Success 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 <sup>(Note 2)</sup> 配偶權益 <sup>(附註2)</sup>	210,024,000	15.77
Mr. Li Mingcheng Li Mingcheng先生	Interest in controlled corporation <sup>(Note 3)</sup> 受控制法團權益 <sup>(附註3)</sup> Beneficial owner <sup>(Note 3)</sup> 實益擁有人 <sup>(附註3)</sup>	132,968,000 696,000	9.98 0.05
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 <sup>(Note 3)</sup> 實益擁有人 <sup>(附註3)</sup>	132,968,000	9.98

Notes:

附註:

- |  |  |
|--|--|
| <p>(1) These 210,024,000 Shares are held by Brisk Success. Dr. Loh Teck Hiong ("Dr. Loh") holds 70% equity interests in Brisk Success and under the SFO, Dr. Loh is deemed to be interested in the 210,024,000 Shares held by Brisk Success.</p>   | <p>(1) 該210,024,000股股份由Brisk Success持有。Loh Teck Hiong (「<b>Loh醫生</b>」) 醫生持有Brisk Success的70%股權。根據證券及期貨條例，Loh醫生被視為於Brisk Success持有的210,024,000股股份中擁有權益。</p> |
| <p>(2) 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.</p>  | <p>(2) 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。</p>  |
| <p>(3) 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.</p> | <p>(3) 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先生合法實益擁有。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。</p>                              |

## Corporate Governance and Other Information

### 企業管治及其他資料

Save as disclosed above, as at 30 June 2024, 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.

#### COMPLIANCE WITH THE MODEL CODE

The Company has adopted the standard set out in Rules 5.48 to 5.67 (the "Model Code") of the GEM Listing Rules, in relation to the dealings in securities of the Company by the Directors. Having made specific enquiry of all Directors, each Director has confirmed that he/she has complied with the standards set out in the Model Code during the six months ended 30 June 2024.

#### 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 C1 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 six months ended 30 June 2024.

Save as disclosed above, the Company had complied with all the applicable code provisions of the CG Code during the six months ended 30 June 2024.

除上文披露者外，於2024年6月30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。

#### 遵守標準守則

本公司已就董事買賣本公司證券採納GEM上市規則第5.48至5.67條（「標準守則」）所載的標準。經向全體董事作出特定查詢後，各董事已確認彼等於截至2024年6月30日止六個月遵守標準守則所載的標準。

#### 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C1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2024年6月30日止六個月遵守企業管治守則所有適用守則條文。

除上文所披露者外，本公司已於截至2024年6月30日止六個月遵守企業管治守則所有適用守則條文。

## SHARE OPTION SCHEME

The Company has adopted a share option scheme on 22 September 2017. On 29 September 2022, a total of 60,000,000 shares options were granted to ten Directors of the Group. The share options were granted at a cash consideration of HK\$1.00 per grantee and entitled the grantees to subscribe for ordinary shares at an exercise price of HK\$0.109 per share. The share options are exercisable during the period from 29 September 2022 to 28 September 2032.

The movements of the share options under the scheme during the six months ended 30 June 2024:

## 購股權計劃

本公司已於2017年9月22日採納購股權計劃。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2024年6月30日止六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 1/1/2024 於2024年 1月1日	Number of Share Options 購股權數目				As at 30/6/2024 於2024年 6月30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	
Employees 僱員	29/9/2022 2022年 9月29日	0.109	Nil 無	29/9/2022 to 28/9/2032 2022年9月29日至 2032年9月28日	12,000,000	-	-	-	-	12,000,000
Total 總計					12,000,000	-	-	-	-	12,000,000

### **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2024.

### **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

At no time during the six months ended 30 June 2024 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 18 years of age, 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 six months ended 30 June 2024.

### **購買、出售或贖回本公司的上市證券**

截至2024年6月30日止六個月，本公司或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。

### **董事購買股份或債權證的權利**

於截至2024年6月30日止六個月內任何時間，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，而本公司、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，全體董事確認於截至2024年6月30日止六個月整段期間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, each of them is not or will not, and will procure each of their respective 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 six months ended 30 June 2024.

## DIVIDENDS

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

## 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（統稱為上市後當時控股股東）已向本公司（為其本身及代表其附屬公司）承諾（其中包括）不會或將不會並將促使彼等各自的緊密聯繫人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直接或間接進行、經營或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擁有任何權益。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2024年6月30日止六個月一直遵守不競爭契據項下承諾。

## 股息

董事會不建議派付截至2024年6月30日止六個月的中期股息。

## AUDIT COMMITTEE

The Group established the audit committee of the Company (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 D.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, among others, to review and supervise the financial reporting process and internal control system of the Company, make recommendations to the Board on the appointment, reappointment 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 six months ended 30 June 2024 and has provided advice and comments thereon.

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

Hong Kong, 28 August 2024

*As at the date of this report, the executive Directors are Mr. Poon Chun Yin (Chairman), Mr. Lee Chung Shun (Deputy Chairman), Mr. Loke Wai Ming and Mr. Cui Han; and the independent non-executive Directors are Mr. Chau Wing Nam, Mr. Yeung Pok Man Peason, Mr. Cheung Tsu Lun and Ms. Chong Wai Shan.*

*This report will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://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日成立本公司審核委員會（「**審核委員會**」），並制定符合GEM上市規則第5.28條及企業管治守則守則條文第D.3條的書面職權範圍。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、楊博文先生及張行綸先生）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2024年6月30日止六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8月28日

於本報告日期，本公司執行董事為潘俊彥先生（主席）、李宗舜先生（副主席）、陸偉明先生及崔晗先生以及本公司獨立非執行董事為周穎楠先生、楊博文先生、張行綸先生及莊瑋珊女士。

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](http://www.hkgem.com)內「最新上市公司公告」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