



C-MER 希瑪

C-MER EYE CARE HOLDINGS LIMITED 希瑪眼科醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：3309



年度報告 **2017**
ANNUAL REPORT

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Dr. LAM Shun Chiu Dennis JP
(Chairman and Chief Executive Officer)
Ms. LI Xiaoting
Dr. LEE Yau Wing Vincent
Mr. LI Chunshan

Independent Non-executive Directors

Dr. LAU Johnson Yiu-Nam
Dr. LI Kwok Tung Donald SBS JP
Mr. MA Andrew Chiu Cheung
Mr. CHAN Chi Leong
Ms. BENTLEY Annie Liang

BOARD COMMITTEES

Audit Committee

Mr. MA Andrew Chiu Cheung (Chairperson)
Dr. LI Kwok Tung Donald SBS JP
Ms. BENTLEY Annie Liang

Remuneration Committee

Mr. CHAN Chi Leong (Chairperson)
Ms. LI Xiaoting
Dr. LAU Johnson Yiu-Nam

Nomination Committee

Dr. LAU Johnson Yiu-Nam (Chairperson)
Mr. CHAN Chi Leong
Mr. MA Andrew Chiu Cheung

AUTHORIZED REPRESENTATIVES

Ms. LI Xiaoting
Mr. CHAN Wa Ping

COMPANY SECRETARY

Mr. CHAN Wa Ping

AUDITORS

PricewaterhouseCoopers
Certified Public Accountants
22/F, Prince's Building
Central
Hong Kong

REGISTERED OFFICE

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

董事會

執行董事

林順潮醫生(太平紳士)
(主席兼行政總裁)
李肖婷女士
李佑榮醫生
李春山先生

獨立非執行董事

劉耀南醫生
李國棟醫生(銀紫荊星章、太平紳士)
馬照祥先生
陳智亮先生
梁安妮女士

董事會委員會

審核委員會

馬照祥先生(主席)
李國棟醫生(銀紫荊星章、太平紳士)
梁安妮女士

薪酬委員會

陳智亮先生(主席)
李肖婷女士
劉耀南醫生

提名委員會

劉耀南醫生(主席)
陳智亮先生
馬照祥先生

授權代表

李肖婷女士
陳華平先生

公司秘書

陳華平先生

核數師

羅兵咸永道會計師事務所
執業會計師
香港
中環
太子大廈22樓

註冊辦事處

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

PRINCIPAL PLACE OF BUSINESS AND HEAD OFFICE IN HONG KONG

Suite 1535, Central Building
1-3 Pedder Street
Hong Kong

PRINCIPAL SHARE REGISTRAR

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

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

The Bank of East Asia, Limited
Bank of China (Hong Kong) Limited
Baoshang Bank Co., Ltd.
Industrial and Commercial Bank of China Limited

COMPLIANCE ADVISOR

WAG Worldsec Corporate Finance Limited
Suite 1101, 11th Floor
Champion Tower
3 Garden Road
Hong Kong

COMPANY WEBSITE

www.cmereye.com

STOCK CODE

03309

香港主要營業地點及總部

香港
畢打街1-3號
中建大廈1535室

股份過戶登記總處

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

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716號舖

主要往來銀行

東亞銀行有限公司
中國銀行(香港)有限公司
包商銀行股份有限公司
中國工商銀行股份有限公司

合規顧問

華高和昇財務顧問有限公司
香港
花園道3號
冠君大廈
11樓1101室

公司網站

www.cmereye.com

股份代號

03309

FINANCIAL HIGHLIGHTS

財務概要

The board (the “**Board**”) of directors (the “**Directors**”) of C-MER Eye Care Holdings Limited (the “**Company**”) is pleased to announce the annual consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2017, together with the comparative figures for the year ended 31 December 2016.

希瑪眼科醫療控股有限公司(「**本公司**»)董事(「**董事**»)會(「**董事會**»)欣然宣佈本公司及其附屬公司(統稱「**本集團**»)截至2017年12月31日止年度的全年綜合業績，連同截至2016年12月31日止年度的比較數字如下。

COMPARISON OF KEY FINANCIAL INFORMATION AND FINANCIAL RATIOS

主要財務資料與財務比率的比較

		Year ended 31 December		
		截至12月31日止年度		
		2017	2016	
		2017年	2016年	
		HK\$'000	HK\$'000	Change
		千港元	千港元	變動
Revenue	收益	311,228	248,659	+25.2%
Gross profit	毛利	135,431	94,976	+42.6%
Profit for the year	年內利潤	40,127	46,887	-14.4%
Adjusted net profit for the year ^{(1)&(2)}	年內經調整淨利潤 ^{(1)&(2)}	64,287	46,887	+37.1%
Gross profit margin (%)	毛利率(%)	43.5%	38.2%	+5.3pp個百分點
Net profit margin (%)	淨利潤率(%)	12.9%	18.9%	-6.0pp個百分點
Adjusted net profit margin (%) ^{(1)&(2)}	經調整淨利潤率(%) ^{(1)&(2)}	20.7%	18.9%	+1.8pp個百分點

Notes:

- (1) Adjusted net profit is derived by adding listing expenses from the net profit for the year.
- (2) This non-GAAP financial data is a supplemental financial measure that is not required by, or presented in accordance with, HKFRSs and is therefore referred to as a “non-GAAP” financial measure. It is not a measurement of the Group’s financial performance under HKFRSs and should not be considered as an alternative to profit from operations or any other performance measures derived in accordance with HKFRSs or as an alternative to cash flows from operating activities or as a measure of the Group’s liquidity.

附註：

- (1) 經調整淨利潤由上市開支與年內淨利潤相加計算得出。
- (2) 此非公認會計原則的財務數據為補充財務衡量指標，香港財務報告準則並無規定，亦毋須按照香港財務報告準則呈列，因此，該等資料屬「非公認會計原則」的財務衡量指標。此亦非按照香港財務報告準則衡量本集團的財務表現的方法。此部分資料不應視作按照香港財務報告準則產生的經營溢利或衡量任何其他表現的替代指標或經營活動現金流量的替代指標或衡量本集團的流動資金的指標。

LISTING ON THE STOCK EXCHANGE

The Company has been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 15 January 2018 (the “**Listing Date**”) following completion of the global offering (the “**Global Offering**”) of 226,550,000 new shares issued by the Company (the “**Shares**”). The amount of net proceeds from the Global Offering is HK\$609.8 million. Such amount of net proceeds, as well as the corresponding increase in the number of Shares in issue, are not included in the audited consolidated financial statements of the Group for the year ended 31 December 2017.

於聯交所上市

自完成全球發售(「**全球發售**»)本公司所發行226,550,000股新股份(「**股份**»)後，本公司於2018年1月15日(「**上市日期**»)起於香港聯合交易所有限公司(「**聯交所**»)主板上市。全球發售所得款項淨額為609.8百萬港元。有關所得款項淨額及相應增加的已發行股份數目並未計入本集團截至2017年12月31日止年度的經審核綜合財務報表。

On behalf of the Board of Directors of the Company, I am pleased to report to all shareholders of the Company the annual report of the Group for the year ended 31 December 2017.

This is the first annual report of the Group since its Listing on The Stock Exchange of Hong Kong Limited on 15 January 2018.

ACHIEVING THE MILESTONES

In 2018, the Group has commenced a new chapter in the history of its development. The Group has been listed on The Stock Exchange of Hong Kong Limited since the middle of January 2018 and gained access to the international capital markets. I would like to express my sincere appreciation to our investors for their trust in our management team throughout the process of the Listing and Global Offering and casting a vote of confidence in the future development prospects of the Group. This has paved the way for the successful completion of and positive feedback from the investment market for the Group's initial public offering.

The management team has been encouraged by the satisfying results presented in the Group's first annual report to its investors following the Listing. During the year ended 31 December 2017, the revenue of the Group amounted to HK\$311.2 million, representing an increase of 25.2% as compared with HK\$248.7 million during the year ended 31 December 2016. The adjusted net profit for the year grew significantly with an increase of 37.1% to HK\$64.3 million (2016: HK\$46.9 million).

During the year, driven by the increasing demand for quality medical services in the target markets of the Group, the Group has recorded considerable growth, especially in the Group's PRC business operations.

The business operations of the Group in Hong Kong continued to be the major revenue contributor to the Group generating a stable cash inflow with a revenue increase of 17.6% to HK\$189.5 million during the year ended 31 December 2017. The Group established the fourth Satellite Clinics in Causeway Bay, Hong Kong in February 2017, and the Mongkok Surgery Centre has commenced business operations since December 2017. In addition, the fifth Satellite Clinic of the Group was open in Kwun Tong in March 2018. The Group has established a strong service network in different districts in Hong Kong.

本人謹代表本公司董事會欣然向本公司全體股東呈報本集團截至2017年12月31日止年度的年報。

此乃本集團自其於2018年1月15日在香港聯合交易所有限公司上市以來的首份年報。

樹立里程碑

2018年，本集團在其發展歷程上譜出新篇章。本集團自2018年1月中旬起於香港聯合交易所有限公司上市並已進入國際資本市場。本人謹向投資者致以由衷謝意，感謝彼等於整個上市及全球發售過程對我們管理團隊的信賴，並對本集團的未來發展前景投下信心一票，讓本集團能夠順利完成首次公開發售，並於投資市場獲得正面反饋。

本集團於上市後向其投資者呈交的首份年報中業績表現理想，管理團隊對此感到鼓舞。於截至2017年12月31日止年度，本集團的收益為311.2百萬港元，較截至2016年12月31日止年度的248.7百萬港元增長25.2%。年內經調整淨利潤大幅增長37.1%至64.3百萬港元(2016年：46.9百萬港元)。

年內，本集團目標市場對優質醫療服務的需求日趨殷切，帶動本集團錄得可觀增長，其中本集團於中國的業務經營尤為強勁。

於截至2017年12月31日止年度，本集團於香港的業務經營繼續為本集團產生穩定現金流入作出主要收益貢獻，其收益增長17.6%至189.5百萬港元。本集團的第四間衛星診所於2017年2月開設在香港銅鑼灣，而旺角手術中心已自2017年12月開展業務經營。此外，本集團的第五間衛星診所於2018年3月在觀塘開業。本集團已於香港不同地區設立強大的服務網絡。

CHAIRMAN'S STATEMENT

主席報告

On the other hand, the business operations in the PRC continue to grow. With the well-established reputation of quality ophthalmic services that the Group has provided in Shenzhen, the eye hospital in Shenzhen recorded an increase in revenue of 39.1% to HK\$121.8 million during the year ended 31 December 2017. Our eye hospital in Beijing has commenced business since January 2018.

LOOKING FORWARD THE BRIGHT FUTURE

Following the Listing, the Group will continue to develop the business reach in Hong Kong and the PRC. The development of the PRC market is very encouraging. In addition to the stable economic growth in the Group, the implementation of the favourable industry policies, the development of the Guangdong-Hong Kong-Macau Big Bay Area (粵港澳大灣區) and the increasing urbanisation and living standards of the middle-class population in the PRC are expected to stimulate the demand for high quality ophthalmic services. The Group is well prepared to take up the ample business opportunities by implementing the following strategies:

Establish or acquire eye hospitals, eye centre and clinics in Hong Kong and selected PRC cities including cities in Eastern China, Southwest or Central China and the Guangdong-Hong Kong-Macau Big Bay Area.

Leveraging the Group's experience in Hong Kong and Shenzhen, the Group will further expand the service network in Hong Kong and the PRC. The Directors believe that the Group can draw on the successful experience in Shenzhen to expand the service network in other selected PRC cities where the demand for high quality ophthalmic services is substantial. Currently, the Group plans to expand into other selected PRC cities that have similar demographic features and medical resources as Beijing and Shenzhen, by either setting up new hospitals or acquiring operating eye hospitals, eye centres or clinics when suitable opportunities arise.

另一方面，於中國的業務經營持續增長。憑藉本集團於深圳提供高質素眼科服務所樹立的良好聲譽，於截至2017年12月31日止年度，深圳眼科醫院的收益增長39.1%至121.8百萬港元。我們於北京的眼科醫院已自2018年1月起開始營業。

展望輝煌未來

上市後，本集團將繼續發展於香港及中國的業務版圖。中國市場的發展前景振奮人心。除本集團經濟穩步增長外，實施行業利好政策、發展粵港澳大灣區、中國城鎮化進程不斷加快，加上中產階級生活水平日益提高，預期以上種種因素將有助促進對高質素眼科服務的需求。本集團已作好部署，透過實施以下策略把握處處商機：

在香港及中國選定城市(包括華東、中國西南或華中地區的城市以及粵港澳大灣區城市)設立或收購眼科醫院、眼科中心及診所。

憑藉本集團在香港及深圳的經驗，本集團將進一步擴大香港及中國的服務網絡。董事認為，本集團可利用在深圳的成功經驗，將服務網絡擴展至高質素眼科服務需求巨大的中國其他選定城市。目前，本集團計劃以設立新醫院或在適當時機收購營運中的眼科醫院、眼科中心或診所的方式，拓展至具有與北京及深圳類似的人口特徵及醫療資源的中國其他選定城市。

Improve the operational capacity and service capability.

The Group will continue to devote the efforts to maintain the high service standards and strive to give our clients quality ophthalmic services. The Group will continue to invest in advanced medical equipment and information technology infrastructure to enhance the quality and efficiency of the medical practice and to ensure that our clients are provided with the most appropriate ophthalmic treatment and services when visiting our eye centre, eye hospitals and Satellite Clinics. In particular, we will purchase additional state-of-the-art equipment and enhance the information technology system for upgrading the management information and security systems for our clients' records.

Identify suitable strategic partners for collaboration.

The Group will explore opportunities for strategic partnerships, alliances and investment opportunities in order to extend the network into the regions and markets where the Group currently does not have any business presence.

The year of 2018 will be the first year of business operations following the Listing on The Stock Exchange of Hong Kong Limited. I believe that the Group will be able to leverage on its strengths and the increased corporate profile and transparency as a Hong Kong listed company to continue to expand the business in Hong Kong, the PRC and other markets that have potential demand for high quality ophthalmic services. Our corporate vision is to serve our clients with ophthalmic services of international standards, and patient-focused and caring medical services.

Last but not the least, I would like to take this opportunity to extend my deep gratitude to all members of the Board and our International Advisory Board, our business partners and our colleagues for their contribution and dedicated efforts to the continuous business development of the Group.

Chairman

Dr. LAM Shun Chiu Dennis JP

28 March 2018, Hong Kong

提升經營實力及服務能力。

本集團會繼續致力保持高服務水準並致力於為客戶提供優質的眼科服務，並將繼續投入先進的醫療設備及資訊科技基礎設施，提升醫療執業質量及效率以確保客戶到訪我們的眼科中心、眼科醫院及衛星診所時為其提供最適合的眼科治療及服務。尤其是，我們將購買更多的尖端設備及增強資訊科技系統，藉以升級客戶記錄的資訊管理保安系統。

物色合適的戰略合作夥伴。

本集團將探索建立戰略夥伴關係及聯盟的機遇並尋求投資機會，務求將網絡延伸至本集團目前尚未開展任何業務的地區及市場。

2018年是我們於香港聯合交易所有限公司上市後的首個營業年度。本人相信，憑藉本集團自身優勢，加上其企業形象及透明度因香港上市公司身份而有所提高，本集團將能繼續於香港、中國及其他對優質眼科服務別具潛在需求的市場擴展業務。我們的企業願景是為客戶提供達致國際水準的眼科服務以及重視及關愛患者的醫療服務。

最後，本人謹藉此機會，向董事會及國際諮詢委員會全體成員、業務夥伴及各位同僚致以最誠摯的謝意，感謝彼等為本集團持續推動業務發展所作出的奉獻及努力。

主席

林順潮醫生(太平紳士)

香港，2018年3月28日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OVERVIEW

For the year ended 31 December 2017, we generated 60.9% (2016: 64.8%) of our revenue in Hong Kong and 39.1% (2016: 35.2%) in the PRC. We experienced a rapid growth during the year ended 31 December 2017, generating total revenue of HK\$311.2 million (2016: HK\$248.7 million) for the year ended 31 December 2017, representing an increase of 25.2% from last year. In particular, the revenue of the PRC operations also recorded an increase of 39.1% during the year ended 31 December 2017.

Following the year ended 31 December 2017, our business continued to grow. Our eye hospital in Beijing has commenced business operations since January 2018 and our fifth satellite clinic in Hong Kong has commenced business operations in March 2018.

Gross profit margin increased to 43.5% (2016: 38.2%) during the year ended 31 December 2017 and the amount of gross profit increased by 42.6% to HK\$135.4 million, primarily due to economies of scale of the Group both in Hong Kong and the PRC.

Net profit for the year ended 31 December 2017 decreased by 14.4% to HK\$40.1 million, primarily due to (a) the expenses relating to the Listing in the amount of HK\$24.2 million charged to the consolidated statement of comprehensive income, and (b) the pre-opening operating expenses of HK\$6.4 million incurred by the eye hospital in Beijing. These two factors affect the amount of the net profit during the year ended 31 December 2017.

Excluding listing expenses for the year ended 31 December 2017, the adjusted net profit of the Group for the year ended 31 December 2017 amounted to HK\$64.3 million, representing an increase of 37.1% from the year ended 31 December 2016.

概覽

截至2017年12月31日止年度，我們分別於香港及中國產生60.9%（2016年：64.8%）及39.1%（2016年：35.2%）的收益。截至2017年12月31日止年度，我們經歷了快速增長。截至2017年12月31日止年度，總收益為311.2百萬港元（2016年：248.7百萬港元），較去年增長了25.2%。尤其是截至2017年12月31日止年度，中國營運收益亦錄得39.1%增幅。

截至2017年12月31日止年度後，我們的業務持續增長。我們於北京的眼科醫院已自2018年1月開始營業，而我們位於香港的第五間衛星診所已於2018年3月開始營業。

截至2017年12月31日止年度，毛利率增加至43.5%（2016年：38.2%），而毛利金額增加42.6%至135.4百萬港元，主要歸因本集團於香港及中國的經濟規模有所擴大。

截至2017年12月31日止年度，淨利潤減少14.4%至40.1百萬港元，主要因為(a)從綜合全面收益表中扣除有關上市的開支為24.2百萬港元；及(b)北京眼科醫院的前期營運開支為6.4百萬港元。截至2017年12月31日止年度，該等兩項因素抵銷淨利潤。

扣除截至2017年12月31日止年度的上市開支後，本集團截至2017年12月31日止年度經調整淨利潤為64.3百萬港元，較截至2016年12月31日止年度增加37.1%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

We are an ophthalmic service provider in Hong Kong and the PRC. Our ophthalmologists/physicians are specialised in the fields of cataract, glaucoma, strabismus and refractive surgeries and external eye diseases. Our revenue is derived from our fees charged to our clients on consultation and other medical services, and surgeries as well as the sales of vision aid products, including glasses and lens. The following table sets forth our revenue for the years indicated as a percentage of total revenue:

		Year ended 31 December 截至12月31日止年度			
		2017 2017年		2016 2016年	
		HK\$'000 千港元	% 百分比	HK\$'000 千港元	% 百分比
Provision of ophthalmic services	提供眼科服務	291,076	93.5	234,391	94.3
Sales of vision aid products	銷售視力輔助產品	20,152	6.5	14,268	5.7
Total	總計	311,228	100.0	248,659	100.0

Our revenue was generated from Hong Kong and the PRC. In Hong Kong, our service network included our eye centre in Central and four satellite eye clinics. In the PRC, our eye hospital is located in Shenzhen. The following table sets forth our revenue according to geographical markets as a percentage of total revenue:

		Year ended 31 December 截至12月31日止年度			
		2017 2017年		2016 2016年	
		HK\$'000 千港元	% 百分比	HK\$'000 千港元	% 百分比
Hong Kong	香港	189,507	60.9	161,168	64.8
PRC	中國	121,721	39.1	87,491	35.2
Total	總計	311,228	100.0	248,659	100.0

財務回顧

收益

我們是一家位於香港及中國的眼科服務提供商。我們的眼科醫生專攻白內障、青光眼、斜視及屈光手術及眼表疾病領域。我們的收益來自就診症、其他醫療服務及手術向客戶收取的費用以及銷售視力輔助產品(如眼鏡及鏡片)。下表載列我們於所示年度的收益所佔總收益百分比：

我們的收益來自香港及中國。我們在香港的服務網絡包括我們位於中環的一家眼科中心及四家眼科衛星診所。我們在中國的眼科醫院位於深圳。下表載列我們根據地理市場劃分的收益所佔總收益百分比：

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Our total revenue during the year ended 31 December 2017 represented an increase of 25.2% as compared with our total revenue during the year ended 31 December 2016. In addition to the increase in the sales of visual aid products by 41.2%, the increase was primarily driven by the increase in the revenue generated from the provision of ophthalmic services to HK\$291.1 million during the year ended 31 December 2017 from HK\$234.4 million during the year ended 31 December 2016, representing an increase of 24.2%, because of the increase in the number of surgeries performed by us and the number of our ophthalmologists/physicians in Hong Kong and the PRC. The revenue generated from our business operations in Hong Kong accounted for 60.9% of our total revenue, represented a slight decrease from 64.8% as compared with the year ended 31 December 2016, primarily because of the increase in revenue of the PRC of 39.1% for the year ended 31 December 2017 which was at a faster pace than that of Hong Kong of 17.6%.

Provision of ophthalmic services

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

我們於截至2017年12月31日止年度的總收益較截至2016年12月31日止年度的總收益增長25.2%。除視力輔助產品銷售增加41.2%外，增長主要來自於提供眼科服務產生的收益由截至2016年12月31日止年度的234.4百萬港元增長至截至2017年12月31日止年度的291.1百萬港元，增幅為24.2%，是由於我們進行的手術數目及我們於香港及中國的眼科醫生人數增加所致。我們香港業務經營產生的收益佔我們總收益的60.9%，較截至2016年12月31日止年度的64.8%略微下降，主要是由於中國於截至2017年12月31日止年度39.1%的收益增速超過香港17.6%的增速所致。

提供眼科服務

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

		Year ended 31 December 截至12月31日止年度			
		2017 2017年		2016 2016年	
		HK\$'000 千港元	% 百分比	HK\$'000 千港元	% 百分比
Consultation and other medical service fees	診金及其他醫療服務費				
– Hong Kong	– 香港	64,251	22.1	52,263	22.3
– PRC	– 中國	49,284	16.9	36,703	15.7
		113,535	39.0	88,966	38.0
Surgery fees	手術費				
– Hong Kong	– 香港	123,871	42.5	107,602	45.9
– PRC	– 中國	53,670	18.5	37,823	16.1
Total	總計	291,076	100.0	234,391	100.0

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

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

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
For Hong Kong			
	香港		
Total surgery fee (in HK\$'000)	手術費總額(千港元)	123,871	107,602
Number of surgeries performed by us	我們進行的手術數目	3,205	3,062
Average surgery fee (HK\$)	平均手術費(港元)	38,649	35,141
For PRC			
	中國		
Total surgery fee (in HK\$'000)	手術費總額(千港元)	53,670	37,823
Number of surgeries performed by us	我們進行的手術數目	3,865	2,730
Average surgery fee (HK\$)	平均手術費(港元)	13,886	13,855

In Hong Kong, both the average surgery fee and the surgery volume increased during the year ended 31 December 2017 as a result of the increasing number of complicated surgeries performed by us and the increasing number of our Hong Kong Ophthalmologists during the same period.

In the PRC, the average surgery fee was stable during the year ended 31 December 2017 and the number of surgeries increased by 41.6% to 3,865 during the year ended 31 December 2017.

Sales of vision aid products

We also generate revenue from the sales of vision aid products including glasses and lens. The sales were conducted by us through the assessment of the optometrists employed by us in Hong Kong and the PRC. During the year ended 31 December 2017, our revenue generated from the sales of vision aid products amounted to HK\$20.2 million, representing an increase of 41.2% from last year.

我們提供的眼科服務專注於治療白內障、青光眼及斜視的手術以及角膜、玻璃體視網膜疾病等眼科疾病。一般而言，眼科服務為門診或日間護理流程，實行局部麻醉。因此，不同於其他醫院、診所及療養院，我們不受床位容量限制，亦非專注於我們的眼科中心／醫院或診所提供大型住院設施。

下表載列手術費總額、我們進行的手術總數及每例手術的平均費用：

在香港，由於我們於同一期間所進行的複雜手術例數上升及香港眼科醫生人數增加，故平均手術費及手術數量於截至2017年12月31日止年度均有所增加。

在中國，於截至2017年12月31日止年度平均手術費維持穩定，而於截至2017年12月31日止年度進行的手術數量增加41.6%至3,865例。

銷售視力輔助產品

我們亦從銷售視力輔助產品(如眼鏡及鏡片)中獲取收益。我們透過於香港及中國僱用的視光師的評估進行銷售。於截至2017年12月31日止年度，我們來自銷售視力輔助產品的收益為20.2百萬港元，較上年增加41.2%。

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Cost of revenue

The following table sets forth an analysis of our cost of revenue for the years indicated, both in terms of Hong Kong dollars and as a percentage of total revenue:

銷售成本

下表載列我們於所示年度的銷售成本(均以港元以及佔總收益的百分比列示)的分析：

		Year ended 31 December 截至12月31日止年度			
		2017 2017年		2016 2016年	
		HK\$'000	% to revenue	HK\$'000	% to revenue
		千港元	佔收益 百分比	千港元	佔收益 百分比
Doctors' consultation fees	醫生診金	68,535	22.0	64,580	26.0
Cost of inventories and consumables	存貨及耗材成本	39,773	12.8	31,437	12.6
Staff salaries and allowance	員工薪金及津貼	32,270	10.4	28,864	11.6
Rent and rates	租金及差餉	17,257	5.5	16,522	6.6
Others	其他	17,962	5.8	12,280	5.0
Total	總計	175,797	56.5	153,683	61.8

Our cost of revenue increased by 14.4% from HK\$153.7 million for the year ended 31 December 2016 to HK\$175.8 million for the year 31 December 2017, primarily as a result of (i) an increase in the doctors' consultation fees of HK\$4.0 million primarily payable to our Hong Kong Ophthalmologists and (ii) an increase in cost of inventories and consumables of HK\$8.3 million. These increases were primarily due to an increase in the demand for our ophthalmic services. Depreciation of property, plant and equipment, employee benefit expenses and rental expenses were relatively stable.

我們的銷售成本由截至2016年12月31日止年度的153.7百萬港元增長14.4%至截至2017年12月31日止年度的175.8百萬港元，主要是由於(i)應付醫生診金，主要為香港眼科醫生的醫生診金增加4.0百萬港元；及(ii)存貨及耗材成本增加8.3百萬港元。該等增加主要是由於對我們眼科服務的需求增加所致。物業、廠房及設備折舊、僱員福利開支及租金費用相對保持穩定。

Gross profit and gross profit margin

The following table sets forth our gross profit and gross profit margin according to geographical markets for the years indicated:

毛利及毛利率

下表載列我們於所示年度按地理市場劃分的毛利及毛利率：

		Year ended 31 December 截至12月31日止年度			
		2017 2017年		2016 2016年	
		HK\$'000	%	HK\$'000	%
		千港元	百分比	千港元	百分比
Hong Kong	香港	66,722	35.2	50,093	31.1
PRC	中國	68,709	56.4	44,883	51.3
Total	總計	135,431	43.5	94,976	38.2

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The amount of gross profit during the year ended 31 December 2017 amounted to HK\$135.4 million, representing an increase of 42.6% from HK\$95.0 million during the year ended 31 December 2016. Our gross profit margin was 43.5% during the year ended 31 December 2017, as compared with 38.2% during the year ended 31 December 2016. The gross profit margin for our business operations in the PRC recorded a significant increase to 56.5% from 51.3% primarily due to the economy of scale. The gross profit margin for our business operations in Hong Kong also recorded an improvement to 35.2% from 31.1% primarily due to the increase in our fee levels and enhanced operational efficiency.

Selling expenses

Our selling expenses increased by 43.0% from HK\$7.9 million for the year ended 31 December 2016 to HK\$11.3 million for the year ended 31 December 2017, primarily due to an increase in promotional expenses in the PRC. The amount of selling expenses, as a percentage of our total revenue, slightly increased from 3.2% for the year ended 31 December 2016 to 3.6% for the year ended 31 December 2017. The fees paid to online platforms represented the major component of our selling expenses.

Administrative expenses

Our total administrative expenses during the year ended 31 December 2017 amounted to HK\$67.8 million, consisting of listing expenses amounted to HK\$24.2 million and other administrative expenses amounted to HK\$43.6 million.

The other administrative expenses had an increase of 42.7% as compared with HK\$30.5 million during the year ended 31 December 2016. The increase in our other administrative expenses during the year was primarily driven by the increase in our staff salaries and allowance as a result of business expansion, especially for the new eye hospital in Beijing, and the increase in rent and rates.

During the year ended 31 December 2017, we incurred HK\$24.2 million as the listing expenses.

Other income

Our other income during the year ended 31 December 2017 increased to HK\$2.4 million from HK\$1.5 million during the year ended 31 December 2016. The increase was primarily due to the increase in the interest income and miscellaneous income.

截至2017年12月31日止年度的毛利金額為135.4百萬港元，較截至2016年12月31日止年度的95.0百萬港元增長42.6%。截至2017年12月31日止年度我們的毛利率為43.5%，而截至2016年12月31日止年度為38.2%。我們中國業務經營的毛利率錄得大幅增長，自51.3%增長至56.5%，主要是由於規模效應。至於我們的香港業務經營，毛利率亦錄得增長，自31.1%增長至35.2%，主要是由於我們的收費水平提高及經營效率提升。

銷售開支

我們的銷售開支由截至2016年12月31日止年度的7.9百萬港元增長43.0%至截至2017年12月31日止年度的11.3百萬港元，主要是由於在中國推廣費用有所增加。銷售成本金額佔我們總收益的百分比，由截至2016年12月31日止年度的3.2%輕微上漲，增至截至2017年12月31日止年度的3.6%。已付線上平台的費用佔我們銷售開支的大部分。

行政開支

我們於截至2017年12月31日止年度的行政開支總額為67.8百萬港元，包括上市開支24.2百萬港元及其他行政開支43.6百萬港元。

其他行政開支較截至2016年12月31日止年度30.5百萬港元增加42.7%。於本年度其他行政開支的增加主要受到我們的員工薪金及津貼因業務擴展（尤其是北京的新眼科醫院）以及租金及差餉增加所帶動。

於截至2017年12月31日止年度，我們產生上市費用24.2百萬港元。

其他收入

我們的其他收入自截至2016年12月31日止年度的1.5百萬港元增加至截至2017年12月31日止年度的2.4百萬港元。有關增加主要是由於利息收入及雜項收入增加所致。

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Other gains, net

Our other gains, net during the year ended 31 December 2017 decreased to HK\$0.2 million from HK\$1.5 million during the year ended 31 December 2016 due to the exchanges losses during the year ended 31 December 2017.

Finance expenses

Our finance expenses decreased from HK\$0.9 million for the year ended 31 December 2016 to HK\$0.6 million for the year ended 31 December 2017, primarily because of the repayment of bank loans.

Income tax expense

Our income tax expense during the year ended 31 December 2017 amounted to HK\$18.4 million, representing an increase by 56.8% from HK\$11.7 million during the year ended 31 December 2016. The significant increase was primarily due to the increase of the adjusted profit before tax (adding listing expenses).

Profit for the year and net profit margin

As a result of the foregoing, our profit for the year ended 31 December 2017 decreased by 14.4% to HK\$40.1 million due to the listing expenses incurred amounted to HK\$24.2 million and the pre-opening operating expenses of the eye hospital in Beijing before its commerce of operations amounted to HK\$6.4 million.

After adding listing expenses for the year ended 31 December 2017, the adjusted net profit of the Group for the year ended 31 December 2017, amounted to HK\$64.3 million, representing an increase of 37.1% from the year ended 31 December 2016. Our adjusted net profit margin (adding listing expenses) increased to 20.7% for the year ended 31 December 2017 from 18.9% for the year ended 31 December 2016, primarily due to the growth of our business which enabled us to achieve enhanced operational efficiency.

Events after the balance sheet date

Pursuant to a shareholder's resolution passed on 13 December 2017, conditional on the share premium account of the Company being credited as a result of the Listing, the directors were authorised to issue a total of 802,628,735 shares by way of capitalisation of the sum of HK\$80,262,874 standing to the credit of the share premium account of the Company upon the Listing. Such capitalisation issue has been completed on 15 January 2018.

On 15 January 2018, the Shares of the Company were listed on the Stock Exchange. In connection with the Listing, the Company issued 197,000,000 shares at a price of HK\$2.9 each for a gross proceed of HK\$571,300,000.

其他收益淨額

我們的其他收益淨額自截至2016年12月31日止年度的1.5百萬港元減至截至2017年12月31日止年度的0.2百萬港元，主要是由於截至2017年12月31日止年度匯兌虧損所致。

財務開支

我們的財務開支由截至2016年12月31日止年度的0.9百萬港元減至截至2017年12月31日止年度的0.6百萬港元，主要是由於償還銀行貸款所致。

所得稅開支

我們於截至2017年12月31日止年度的所得稅開支為18.4百萬港元，較於截至2016年12月31日止年度的11.7百萬港元增長56.8%。大幅增長主要是由於除所得稅前經調整利潤(增添上市開支)增長所致。

年內利潤及淨利潤率

基於上文所述，於截至2017年12月31日止年度的利潤減少14.4%至40.1百萬港元，主要是由於上市開支24.2百萬港元及於北京的眼科醫院在其開始營運前的開業前營運開支6.4百萬港元所致。

於截至2017年12月31日止年度，扣除上市開支後，本集團於截至2017年12月31日止年度的經調整利潤淨額為64.3百萬港元，較截至2016年12月31日止年度增加37.1%。經調整淨利潤率(扣除上市開支)由截至2016年12月31日止年度的18.9%增至截至2017年12月31日止年度的20.7%，主要是由於我們業務的增長使我們能夠提高運營效率。

結算日後事項

根據於2017年12月13日通過的股東決議案，待本公司股份溢價賬因上市而錄得進賬後，董事獲授權透過資本化將上市後本公司股份溢價賬的進賬項下合共80,262,874港元撥充資本共計發行802,628,735股股份。有關資本化發行已於2018年1月15日完成。

於2018年1月15日，本公司股份於聯交所上市。就上市而言，本公司已按每股面值2.9港元的價格發行197,000,000股股份，所得款項總額為571,300,000港元。

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Pursuant to the International Underwriting Agreement dated 11 January 2018, the Company granted the over-allotment option to China Merchants Securities (HK) Co., Limited, the international underwriter of the global offering, in its discretion to require the Company to allot and issue up to 29,550,000 additional shares. The over-allotment option was fully exercised on 18 January 2018 and the Company issued a total of 29,550,000 additional Shares at a price of HK\$2.9 each for a total gross proceed of HK\$85,695,000 at the closing date on 29 January 2018.

OUTLOOK AND STRATEGIES

The Directors believe that the Group will have its competitive strengths following the Listing on the Hong Kong Stock Exchange as one of the leading and internationally recognised ophthalmic service providers in Hong Kong and the PRC. As stated in the in the Company's prospectus dated 29 December 2017 (the "Prospectus"), in addition to the national economic growth in the PRC, the implementation of the favorable policies to the medical industry in the PRC, the development of the Guangdong-Hong Kong-Macau Big Bay Area (粵港澳大灣區) and the increasing urbanisation and living standards of the middle-class population in the PRC are expected to stimulate the demand for high-quality ophthalmic services. The Group is prepared to the business opportunity by implementing the following strategies:

Establish or acquire eye hospitals, eye centre and clinics in Hong Kong and selected PRC cities including cities in Eastern China, Southwest or Central China and the Guangdong-Hong Kong-Macau Big Bay Area.

Leveraging our experience in Hong Kong and Shenzhen, we intend to further increase our penetration in Hong Kong and the PRC. We believe we can draw on our experience in having successfully established and achieving profitable operation at Shenzhen C-MER Eye Hospital to expand further into selected PRC cities where the demand and growth potential for ophthalmic services is substantial. Currently, we intend to expand into other selected PRC cities that have similar demographic features and medical resources as Beijing and Shenzhen, by either setting up new hospitals or acquiring operating hospitals, centres or clinics when desirable opportunities arise.

Improve our operational capacity and service capability.

We will continue to dedicate our efforts to maintaining our high service standards and strive to give our clients quality ophthalmic services. We will continue to invest in advanced medical equipment and information technology infrastructure to enhance the quality and efficiency of our practice and to ensure our clients are provided with the most appropriate treatment. We will purchase additional LASIK equipment and enhance the information technology system for upgrading the document management systems for our patient records and the related information technology systems.

根據日期為2018年1月11日的國際包銷協議，本公司向全球發售的國際包銷商招商證券(香港)有限公司授出超額配股權，國際包銷商可酌情要求本公司配發及發行最多29,550,000股額外股份。於2018年1月18日，超額配股權已獲悉數行使，而於2018年1月29日的截止日期，本公司已按每股面值2.9港元的價格發行29,550,000股額外股份，所得款項總額為85,695,000港元。

前景及策略

董事相信，於香港聯交所上市後，本集團將別具競爭優勢，並能成為香港及中國領先及國際認可的眼科服務提供商之一。誠如本公司日期為2017年12月29日的招股章程(「招股章程」)所述，除中國國家經濟有所增長外，對中國醫療行業友好政策實施，推行粵港澳大灣區的發展，加上中國日益城市化及中產階級人口生活水平不斷提高，預期上述種種因應將刺激對高質素眼科服務的需求。本集團透過實施下列策略以作充分準備迎接商機：

在香港及中國選定城市(包括華東、中國西南或華中地區的城市以及粵港澳大灣區城市)設立或收購眼科醫院、眼科中心及診所。

憑藉我們在香港及深圳的經驗，我們打算進一步提高我們在香港及中國的滲透率。我們認為，我們可利用深圳希瑪眼科醫院順利成立並實現營利的經驗，進一步擴展至眼科服務需求及增長潛力巨大的中國選定城市。目前，我們打算以設立新醫院或在適當時機收購營運中的醫院、中心或診所的方式，拓展至具有與北京及深圳類似的人口特徵及醫療資源的中國其他選定城市。

提升我們的經營實力及服務能力。

我們會繼續致力保持高服務水準並致力於為客戶提供優質的眼科服務。我們會繼續投入先進的醫療設備及資訊科技基礎設施，提升我們的執業質量及效率並確保為客戶提供最適合的治療。我們將購買更多的LASIK設備及增強資訊科技系統，藉以升級病歷文檔管理系統及相關數據管理系統。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Identify suitable strategic partners for collaboration.

We may explore opportunities for strategic partnerships, alliances and investment opportunities in order to extend our network into the regions and markets where we do not have a presence.

LIQUIDITY AND CAPITAL RESOURCES

Our liquidity requirements are primarily attributable to our working capital for our business operations. Our principal sources of liquidity are cash generated from our business operations. As at 31 December 2017, we had cash and bank balances of HK\$78.0 million.

The current ratio (calculated as current assets over current liabilities) was 1.46 times as at 31 December 2017 compared with 1.34 times as at 31 December 2016.

Net cash generated from operating activities was HK\$65.5 million during the year ended 31 December 2017 (2016: HK\$53.5 million). The increase was mainly attributed to increase in cash generated from operations during the year ended 31 December 2017.

Net cash used in investing activities amounted to HK\$89.9 million during the year ended 31 December 2017 as compared to HK\$13.8 million during the year ended 31 December 2016. The Group invested approximately HK\$62.4 million for purchase of property, plant and equipment mainly in connection with the new eye hospital in Beijing.

During the year ended 31 December 2017, net cash generated from financing activities amounted to HK\$41.2 million, as compared to net cash used in financing activities amounted to HK\$3.0 million during the year ended 31 December 2016. The cash inflow from financing activities for the year ended 31 December 2017 was mainly attributable to the proceeds from the issuance of shares of the Company (the "Shares") to the Pre-IPO investors of HK\$142.0 million.

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

For the year ended 31 December 2017, the Group did not have any significant investments, acquisitions or disposals, except the reorganisation of the Group with details set forth in the Prospectus.

物色合適的戰略合作夥伴。

我們或會探索機會建立戰略夥伴關係、聯盟及尋求投資機會，將我們的網絡延伸至尚未觸及的地區及市場。

流動資金及資本資源

我們的流動資金需求主要來自我們業務運營所需的營運資金。我們流動資金的主要來源為我們業務運營產生的現金。截至2017年12月31日，我們的現金及銀行結餘為78.0百萬港元。

於2017年12月31日，流動比率（按流動資產除以流動負債計算）為1.46倍，而於2016年12月31日則為1.34倍。

於截至2017年12月31日止年度，我們經營活動所得現金淨額為65.5百萬港元（2016年：53.5百萬港元）。有關增加主要是由於截至2017年12月31日止年度營運產生的現金增加所致。

截至2017年12月31日止年度，投資活動所用現金淨額為89.9百萬港元，而截至2016年12月31日止年度則為13.8百萬港元。本集團斥資約62.4百萬港元用以購買主要與北京新眼科醫院有關的物業、廠房及設備。

於截至2017年12月31日止年度，融資活動所得現金淨額為41.2百萬港元，而於截至2016年12月31日止年度融資活動所用現金淨額為3.0百萬港元。截至2017年12月31日止年度的融資活動所得現金流入主要由於向首次公開發售前投資者發行本公司股份（「股份」）的所得款項142.0百萬港元所致。

重大投資、收購及出售

截至2017年12月31日止年度，除於招股章程詳細闡述本集團進行的重組外，本集團並無進行任何重大投資、收購及出售。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

USE OF PROCEEDS FROM GLOBAL OFFERING

The Shares have been listed on the Stock Exchange since 15 January 2018, and the net proceeds from the Global Offering amounted to HK\$609.8 million. As of the date of this annual report, the net proceeds from the Global Offering have not been used. The Directors are reviewing the business opportunities available to the Group from time to time for the purpose of using the net proceeds for the purposes stated in the Prospectus. The Directors do not anticipate that there will be any material change to the proposed use of the net proceeds from the Global Offering.

Employees and remuneration policies

As at 31 December 2017, the Group employed a total of 301 employees (2016: 170). The increase in the number of employees was mainly due to the increase in the scale of the Group's business.

Capital expenditure and commitments

For the year ended 31 December 2017, the Group incurred capital expenditures of HK\$85.2 million, primarily due to purchases of medical equipment and leasehold improvement.

As at 31 December 2017, the Group had a total capital commitment of approximately HK\$9.5 million (2016: HK\$3.5 million), mainly comprising the related contracts of capital expenditure for medical equipment.

Borrowings

As at 31 December 2017, the Group had total borrowings of HK\$8.9 million.

Contingent liabilities

The Group had no material contingent liability as at 31 December 2017.

Pledge of assets

As at 31 December 2017, bank deposits of HK\$8.0 million were pledged for the bank borrowings.

Financial instruments

Our major financial instruments include trade receivables, other receivables excluding prepayments, cash and cash equivalents, pledged bank deposits, borrowings, trade payables and other payables excluding non-financial liabilities. Our management manages such exposure to ensure appropriate measures are implemented on a timely and effective manner.

全球發售所得款項用途

股份自2018年1月15日在聯交所上市，而全球發售所得款項淨額為609.8百萬港元。於本年報日期，全球發售所得款項淨額尚未使用。董事正不時審視本集團的商機，藉以將所得款項淨額用作招股章程所述用途。董事預計，全球發售所得款項淨額的擬定用途不會有任何重大變動。

僱員及薪酬政策

於2017年12月31日，本集團合共僱用301名（2016年：170名）僱員。僱員數目的增長主要由於本集團的業務規模擴大所致。

資本開支及承擔

於截至2017年12月31日止年度，本集團產生資本開支85.2百萬港元，主要由於購買醫療設備及租賃物業裝修。

於2017年12月31日，本集團資本承擔總額約為9.5百萬港元（2016年：3.5百萬港元），主要包括醫療設備資本開支的相關合約。

借款

於2017年12月31日，本集團的借款總額為8.9百萬港元。

或然負債

本集團於2017年12月31日並無重大或然負債。

資產抵押

於2017年12月31日，8.0百萬港元的銀行存款作為銀行借款的抵押。

金融工具

我們主要的金融工具包括貿易應收款項、其他應收款項（不包括預付款項）、現金及現金等價物、已抵押銀行存款、借款、貿易應付款項及其他應付款項（不包括非金融負債）。管理層管理該等風險以確保適時有效實施適當的措施。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gearing ratio

As at 31 December 2017, the gearing ratio is not applicable due to net cash position (2016: same).

Foreign exchange risk

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

As at 31 December 2017, the financial assets and liabilities of our subsidiaries in Hong Kong and PRC are primarily denominated in HK\$ and RMB, respectively.

Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. We do not anticipate significant impact resulted from the reasonable possible change in interest rates.

The Group's fair value interest rate risk mainly arises from finance lease liabilities at fixed interest rates.

Credit risk

Our credit risk mainly arises from trade receivables, deposits and other receivables, and cash and cash equivalents. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated balance sheets.

The credit risk of cash and cash equivalents are limited because the counterparties are state-owned or reputable commercial banks which are high-credit-quality financial institutions located in Hong Kong and the PRC.

We have a highly diversified source of patients, without any single patient contributing material revenue. Moreover, some of our revenue is settled by reputable commercial companies and local government on behalf of patients. We have controls to closely monitor the patients' billing and payment status by communication with commercial companies and local government to minimise the credit risk. We review the recoverable amount of each individual trade receivable at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts.

資產負債比率

於2017年12月31日，由於處於現金淨額狀況，資產負債比率並不適用(2016年：相同)。

外匯風險

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

於2017年12月31日，香港及中國附屬公司的金融資產及負債分別主要以港元及人民幣計值。

現金流量及公平值利率風險

本集團的收入及經營現金流量基本上不受市場利率變動的影響。我們預期利率的合理潛在變動不會造成重大影響。

本集團的公平值利率風險主要來自固定利率的融資租賃負債。

信貸風險

我們的信貸風險主要來自貿易應收款項、按金及其他應收款項以及現金及現金等價物。最高信貸風險指綜合資產負債表中各項金融資產的賬面值。

由於交易對方為國有或聲譽良好的商業銀行，並屬香港及中國境內高信貸評級的金融機構，故現金及現金等價物的信貸風險有限。

我們的病人來源相當多元化，並無任何單一病人貢獻重大收益。此外，我們的若干收益是由知名商業公司及地方政府代病人結算。我們採取監控措施透過與商業公司及地方政府溝通密切監察病人的賬單及付款狀態，以盡量降低信貸風險。我們於每個資產負債表日檢討每筆貿易應收款項的收回金額，確保就不可收回款項作出足夠減值虧損。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

董事、高級管理層及公司秘書的履歷

EXECUTIVE DIRECTORS

Dr. LAM Shun Chiu Dennis JP (林順潮醫生), aged 58, is the Chairman of the Board and our Chief Executive Officer and our executive Director. Dr. Dennis LAM is also a director of certain subsidiaries of the Company. Dr. Dennis LAM is our founder and has been leading our business growth over five years. Dr. Dennis LAM obtained a Bachelor of Medicine and Bachelor of Surgery from the University of Hong Kong in November 1984. Dr. Dennis LAM has become a Fellow of The Royal College of Surgeons of Edinburgh since 1988, Fellow of The Royal College of Ophthalmologists since 1990 and a Fellow of The College of Ophthalmologists of Hong Kong since 1994. Dr. Dennis LAM obtained the Doctor of Medicine degree from The Chinese University of Hong Kong in 2003. Dr. Dennis LAM has been a registered medical practitioner in Hong Kong since 1984, and a Fellow of the Hong Kong Academy of Medicine in the speciality of ophthalmology since 1998.

Dr. Dennis LAM is the Immediate Past President of the Asia-Pacific Academy of Ophthalmology (APAO) and the Editor-in-Chief of the Asia-Pacific Journal of Ophthalmology (APJO). Dr. Dennis LAM serves the Asia-Pacific Academy of Ophthalmology (APAO) and is the President of the Asia-Pacific Vitreo-Retina Society (APVRS). Moreover, Dr. Dennis LAM is also a Chair of the Academia Ophthalmologica Internationalis (AOI), a member of the board of trustee of the International Council of Ophthalmology (ICO), an International Council representative of the International Society of Refractive Surgery (ISRS) in 2015 and 2016, and a member of the Board of Governors of World Glaucoma Association (WGA). Dr. Dennis LAM was the Associate Dean (External Affairs) of the Faculty of Medicine, The Chinese University of Hong Kong from 2004 to 2009. Dr. Dennis LAM was also the Chairman of the Department of Ophthalmology & Visual Sciences, The Chinese University of Hong Kong for 13 years (from 1998 to 2011). Over the years, a number of awards have been bestowed to Dr. Dennis LAM, including: "Ten Outstanding Young Persons" awarded by the Hong Kong Junior Chamber of Commerce in 1994; "Ten Outstanding Young Persons of the World" awarded by the Junior Chamber International in 1995, "Young Leader of Hong Kong" in 1998, "World Economic Forum's Hundred Global Leader for Tomorrow" in 2000, "Hong Kong Humanity Award" in 2007, the "Educator Award" of Asia-Pacific Association of Cataract & Refractive Surgeons in 2005, the prestigious "Golden Apple Award" for the Best Clinical Teacher in the Asia-Pacific region

執行董事

林順潮醫生(太平紳士)，58歲，董事會主席、行政總裁及執行董事。林順潮醫生亦為本公司若干附屬公司的董事。林順潮醫生為我們的創辦人，創辦後5年多來一直領導我們的業務發展。林順潮醫生於1984年11月獲頒香港大學內外全科醫學士學位。林順潮醫生自1988年起為英國愛丁堡皇家外科醫學院院士；自1990年起為英國皇家眼科醫學院院士；自1994年起為香港眼科醫學院院士並於2003年獲頒香港中文大學醫學博士學位。林順潮醫生自1984年起成為香港註冊執業醫生，並自1998年起成為香港醫學專科學院院士(眼科)。

林順潮醫生為亞太眼科學會(APAO)前任會長及《亞太眼科醫學雜誌》(APJO)主編。林順潮醫生現任職於亞太眼科學會(APAO)，並擔任亞太玻璃體視網膜學會(APVRS)的會長。此外，林順潮醫生亦是國際眼科科學院(AOI)院士、國際眼科醫學委員會(ICO)董事會成員、國際屈光手術學會(ISRS)國際委員會代表(2015年及2016年)以及世界青光眼協會(WGA)理事會成員。林順潮醫生於2004年至2009年期間擔任香港中文大學醫學院副院長(外務)，並曾擔任香港中文大學眼科及視覺科學學系系主任13年(1998年至2011年)。多年來，林順潮醫生獲授多個獎項，包括1994年香港青年商會授予的「香港十大傑出青年」、1995年國際青年商會授予的「世界十大傑出青年」、1998年「香港青年領袖」、2000年「世界經濟論壇全球100位未來領袖」、2007年「香港人道年獎」、2005年亞太白內障及屈光手術醫學會頒授的白內障手術教育家獎「Educator Award」、2011年國際眼科醫學委員會頒授的亞太地區最佳臨床導師獎「Golden Apple Award」、亞太眼科學會頒授的最高成就及貢獻獎「Jose Rizal Medal」、2003年亞太眼科學會頒授的眼科卓越獎「De Ocampo Lecture Award」，並於2014年及2016年獲評選為「世界眼科人物最

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY 董事、高級管理層及公司秘書的履歷

issued by the International Council of Ophthalmology in 2011, “Jose Rizal Medal” (the highest achievement and contribution award by APAO), “De Ocampo Lecture Award” for excellence in ophthalmology awarded by APAO in 2003, on the “Top 100 Power List” of The Ophthalmologist in 2014 and 2016. Dr. Dennis LAM has been appointed as a “Justice of Peace” in Hong Kong since 2004. Dr. Dennis LAM has been serving as Deputy of the National People’s Congress of China since 2008.

Dr. Dennis LAM is the spouse of Ms. LI, an executive Director and the son-in-law of Mr. LI Chunshan, an executive Director. Dr. Dennis LAM has not held any directorship in other listed public companies in the last three years.

Ms. LI Xiaoting (李肖婷女士), aged 39, is our Executive Director. Ms. LI is also a director of certain subsidiaries of the Company. Ms. LI obtained a Bachelor of Tourism Management from Shenyang University in China in July 2001 and a Postgraduate Diploma in Business and Administration in Management from Massey University in New Zealand in 2004. Ms. LI was the project coordinator and executive officer II at The Chinese University of Hong Kong from 2005 to 2007 and from 2007 to 2009, respectively. Ms. LI has been the general manager of our eye centre in Hong Kong since January 2012 and the general manager of the Shenzhen C-MER Hospital since March 2013.

Ms. LI is the spouse of Dr. Dennis LAM, an executive Director, and the daughter of Mr. LI Chunshan, an executive Director, Ms. LI has not held any directorship in other listed public companies in the last three years.

具影響力100強」。林順潮醫生於2004年獲任命為香港「太平紳士」。林順潮醫生自2008年起任中國全國人民代表大會代表。

林順潮醫生為執行董事李女士的配偶及執行董事李春山先生的女婿。林順潮醫生於過去三年並無擔任任何其他公眾上市公司的董事職務。

李肖婷女士，39歲，為執行董事。李女士亦為本公司若干附屬公司的董事。李女士於2001年7月獲頒中國瀋陽大學旅遊管理專業學士學位，並於2004年獲頒新西蘭梅西大學工商管理專業研究生文憑。李女士於2005年至2007年及2007年至2009年期間分別出任香港中文大學項目協調員及二級行政主任。李女士自2012年1月以來出任香港眼科中心的總經理，並自2013年3月以來出任深圳希瑪醫院總經理。

李女士為執行董事林順潮醫生的配偶及執行董事李春山先生的女兒。李女士於過去三年並無擔任任何其他公眾上市公司的董事職務。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

董事、高級管理層及公司秘書的履歷

Dr. LEE Yau Wing Vincent (李佑榮醫生), aged 49, is our executive Director. Dr. LEE has been practicing for us since January 2012 and is our Head of Hong Kong Operation. Dr. LEE obtained a Bachelor of Medicine and Bachelor of Surgery from the Chinese University of Hong Kong in December 1993. Dr. LEE completed the Postgraduate Diploma in Epidemiology and Biostatistics in 2008 and was awarded a Master of Science degree in Epidemiology and Biostatistics in 2009 all from the Chinese University of Hong Kong. Dr. LEE has been a registered medical practitioner in Hong Kong since 1994.

Dr. LEE has been a Fellow of Royal College of Surgeons of Edinburgh since 1998, Fellow of College of Ophthalmologists of Hong Kong since 1998, a Fellow of College of Surgeons of Hong Kong since 1998 and a Fellow of the Hong Kong Academy of Medicine in the specialty of ophthalmology since 2002.

Dr. LEE was the President of the Hong Kong Ophthalmological Society (“HKOS”). Dr. LEE was the Chief Editor of the Newsletter of the HKOS called Eye Opener. Dr. LEE was elected as the regional secretary of Hong Kong and has represented Hong Kong in the Asia-Pacific Academy of Ophthalmology. Dr. LEE holds two ophthalmic patents as an inventor. He was awarded “Ten Outstanding Young Person of Hong Kong” in 2009.

Prior to joining us, Dr. LEE was the Honorary Clinical Assistant Professor (from 2003 to 2007) and later the Honorary Clinical Associate Professor since March 2011 in the Department of Ophthalmology and Visual Sciences, Faculty of Medicine, The Chinese University of Hong Kong. Dr. LEE was the Assistant Professor, the Department of Ophthalmology and Visual Sciences, Faculty of Medicine, The Chinese University of Hong Kong, the Visiting Professor, Shantou University Medical College and the Consultant, the Department of Ophthalmology and Visual Sciences, New Territories East Cluster, Hospital Authority.

Dr. LEE has no relationship with any Directors, senior management or substantial shareholders (as defined in the Rules Governing the Listing of the Stock Exchange (the “**Listing Rules**”) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Dr. LEE does not hold any other positions with the Company or other members of the Group.

Dr. LEE has not held any directorship in other listed public companies in the last three years.

李佑榮醫生，49歲，為執行董事。李醫生自2012年1月起一直服務本集團，現為我們的香港業務總監。李醫生於1993年12月取得香港中文大學內外全科醫學士學位，於2008年完成香港中文大學流行病學與生物統計學學士後文憑並於2009年獲授香港中文大學流行病學與生物統計學理學碩士學位。李醫生自1994年起為香港註冊醫生。

李醫生自1998年起為英國愛丁堡皇家外科醫學院院士、自1998年起為香港眼科醫學院院士、自1998年起為香港外科醫學院院士以及自2002年起為香港醫學專科學院院士(眼科)。

李醫生曾出任香港眼科學會(「香港眼科學會」)會長、香港眼科學會通訊《眼界》的主編。李醫生獲選為亞太眼科學會香港區地區秘書並擔任香港代表。李醫生持有兩項眼科發明專利。彼於2009年獲頒「香港十大傑出青年」獎。

加入本集團之前，李醫生曾擔任香港中文大學醫學院眼科及視覺科學學系的名譽臨床助理教授(2003年至2007年)及名譽臨床副教授(自2011年3月起)。李醫生先後擔任香港中文大學醫學院眼科及視覺科學學系助理教授、汕頭大學醫學院客座教授以及醫院管理局新界東聯網眼科及視覺科學學系顧問醫生。

李醫生與任何董事、本公司高級管理層或主要股東(定義見聯交所證券上市規則(「**上市規則**」))或控股股東(定義見上市規則)並無關係。

除上文所披露者外，李醫生並無於本公司或本集團其他成員公司擔任任何其他職務。

李醫生於過去三年並無擔任任何其他公眾上市公司的董事職務。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY 董事、高級管理層及公司秘書的履歷

Mr. LI Chunshan (李春山先生), aged 66, is our executive Director. Mr. LI is also a director of certain subsidiaries of the Company. Mr. LI graduated from the fundamental course specialty of Liaoning University for party and governmental cadre in April 1986. In 1998, he obtained the qualification certificate of land appraiser and first prize for Progress in Science and Technology in the Information System of Urban Cadastral Management from Land Administration of Liaoning Province. In 2008, he was conferred the title of Labour Model by People's Government of Shenyang.

Mr. LI served in the Chinese army between 1969 and 1996. Mr. LI was awarded Lieutenant Colonel in 1988. Since retirement from the military service in 1993, Mr. LI had worked at different departments and agencies of the Chinese government, including Assistant to the Head and Deputy Head of the People's Armed Forces of Huanggu District, Shenyang (1993–1996), Deputy Director of the Construction Committee of Huanggu District, Shenyang City (1996–2002), Deputy Secretary to the Party Committee of Lingbei Street, Huanggu District, Shenyang City (2002–2003), Deputy Director General of Property Bureau of Huanggu District, Shenyang City (2003–2006) and Secretary of the Party Committee of Culture, Sports Broadcast, Television and News Publishing Bureau of Huanggu District, Shenyang City (2006–2011). He retired from the public services since May 2011 and joined Shenzhen C-MER Hospital in October 2012.

Mr. LI is the father of Ms. LI, an executive Director, and the father-in-law of Dr. Dennis LAM, an executive Director, and the spouse of Ms. CAO Yuerong, one of the grantees of the Pre-IPO share option scheme adopted by the Company.

Mr. LI has not held any directorship in other listed public companies in the last three years.

李春山先生，66歲，為執行董事。李先生亦為本公司若干附屬公司的董事。李先生於1986年4月於遼寧大學黨政幹部基礎課專科畢業。於1998年獲遼寧省土地管理局頒發土地估價師資格證，以及城鎮地籍管理信息系統科技進步一等獎，於2008年獲瀋陽市人民政府頒發勞動模範榮譽稱號。

李先生於1969年至1996年期間在中國軍隊服役。李先生於1988年獲中校軍銜。自1993年從軍隊轉業後，李先生先後於多個中國政府部門及機構任職，包括瀋陽市皇姑區人民武裝部部長助理及副部長(1993年至1996年)、瀋陽市皇姑區建委副主任(1996年至2002年)、瀋陽市皇姑區陵北街道黨委副書記(2002年至2003年)、瀋陽市皇姑區房產局副局長(2003年至2006年)以及瀋陽市皇姑區文體廣電新聞出版局黨委秘書(2006年至2011年)。彼於2011年5月從公職崗位退休，其後於2012年10月加入深圳希瑪醫院。

李先生是執行董事李女士的父親、執行董事林順潮醫生的岳父及CAO Yuerong女士(本公司所採納首次公開發售前購股權計劃的承授人之一)的配偶。

李先生於過去三年並無擔任任何其他公眾上市公司的董事職務。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

董事、高級管理層及公司秘書的履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. LAU Johnson Yiu-Nam (劉耀南醫生), aged 57, is our independent non-executive Director. Dr. LAU obtained a Bachelor of Medicine and Bachelor of Surgery from the University of Hong Kong in November 1984. Dr. LAU received his Membership of Royal College of Physicians of the United Kingdom in 1987. Dr. LAU obtained the Doctor of Medicine degree from the University of Hong Kong in 1992. Dr. LAU has been a Fellow of Hong Kong College of Physicians since 1992, specialist of the Hong Kong Academy of Medicine.

Dr. LAU was Chairman and CEO of Ribapharm. Prior to Ribapharm, Dr. LAU served as the senior vice president of Research and Development for ICN Pharmaceuticals Inc. Prior, Dr. LAU served as the Senior Director of Antiviral Therapy at Schering-Plough Research Institute. Dr. LAU has contributed more than 250 scientific publications in peer reviewed scientific journals and has edited two books. Dr. LAU was a former Managing Director at Roth Capital Partners LLC.

Dr. LAU is currently serving on the board of directors of Porton Fine Chemicals (listed on Stock Shenzhen Exchange: 300363) and a number of private companies including Avalon Biomedical (Management) Limited (and its affiliated companies) and Aiviva Corporation. Dr. LAU is also an honorary professor/adjunct professor of the University of Hong Kong and Hong Kong Polytechnic University and a member of the Advisory Board of the School of Biomedical Sciences of the Chinese University of Hong Kong.

Dr. LAU has served as the Chairman of the board of directors and CEO of Athenex. Athenex has been listed on The NASDAQ National Market since June 2017 (ATNX).

Dr. LAU has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Dr. LAU does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Dr. LAU has not held any directorship in other publicly listed companies in the last three years.

獨立非執行董事

劉耀南醫生，57歲，為獨立非執行董事。劉醫生於1984年11月獲香港大學內外全科醫學士學位。劉醫生於1987年成為英國皇家內科醫師學會會員。劉醫生於1992年獲香港大學醫學博士學位。劉醫生自1992年起為香港內科醫學院院士；為香港醫學專科學院專科醫生。

劉醫生曾擔任Ribapharm主席及行政總裁。於加入Ribapharm前，劉醫生擔任ICN Pharmaceuticals Inc.全球研發部門的高級副總裁。在此之前，劉醫生擔任Schering-Plough Research Institute抗病毒治療部資深總監。劉醫生在同行評審科學期刊上發表逾250篇科技著作，並編輯了兩本書。劉醫生曾擔任Roth Capital Partners LLC的董事總經理。

劉醫生現時為重慶博騰製藥科技股份有限公司(於深圳證券交易所上市，代碼：300363)董事，並擔任Avalon Biomedical (Management) Limited(及其聯屬公司)及Aiviva Corporation等多家私人公司的董事。劉醫生亦是香港大學及香港理工大學的榮譽教授／兼任教授以及香港中文大學生物醫學學院顧問委員會委員。

劉醫生擔任Athenex董事會主席兼行政總裁。Athenex自2017年6月於納斯達克全國市場(NASDAQ National Market)上市(ATNX)。

劉醫生與任何董事、本公司高級管理層或主要股東(定義見上市規則)或控股股東(定義見上市規則)並無關係。

除上文所披露者外，劉醫生並無於本公司或本集團其他成員公司擔任任何其他職務。

除上文所披露者外，劉醫生於過去三年並無在其他公眾上市公司擔任任何董事職務。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY 董事、高級管理層及公司秘書的履歷

Dr LI Kwok Tung Donald SBS OStJ JP (李國棟醫生), aged 63, is our independent non-executive Director. Dr LI is a specialist in Family Medicine in private practice in Hong Kong. Dr. LI is the President Elect of the World Organisation of Family Physicians (WONCA), the Immediate Past President of the Hong Kong Academy of Medicine and the Chairman of the Governing Board of Hong Kong Jockey Club Disaster Preparedness and Response Institute. Dr. LI is also the Censor of the Hong Kong College of Family Physicians. Dr LI graduated with his first Bachelor of Arts degree from Cornell University, USA, in 1975 followed by his study of medicine and obtained the Bachelor of Medicine and Bachelor of Surgery from The University of Hong Kong in 1980. Dr. LI is a Fellow of The Hong Kong College of General Practitioners, Fellow of the Hong Kong Academy of Medicine, Honorary Fellow of the College of Dental Surgeons of Hong Kong, Honorary Fellow of the Royal Australian College of General Practitioners, Honorary Fellow of the Hong Kong College of Family Physicians, Fellow of the Faculty of Public Health of the Royal College of Physicians of the United Kingdom, Honorary Fellow of the Academy of Family Physicians of Malaysia, Registered Mainland China Medical Practitioner, Fellow of the American College of Physicians, Honorary Fellow of the Royal College of Physicians of Thailand, Fellow of the Academy of Medicine, Singapore, Honorary Fellow of the Royal College of Physicians of Ireland, Honorary Fellow of the Royal College of General Practitioners.

Dr. LI served as Member of Council of Cornell University. Dr. LI is Clinical Professor (Honorary) in Family Medicine in the Jockey Club School of Public Health and Primary Care of the Chinese University of Hong Kong; Honorary Professor in the Li Ka Shing Faculty of Medicine of the University of Hong Kong; Advisor Professor of Shanghai Medical College, Fudan University, China; Vice Chairman of Cross-Straits Medicine Exchange Association; Special Advisor of the Physicians' Education and Training in General Practice Committee of the Chinese Medical Physician Association. Dr LI is the Director of the Hong Kong St. John Ambulance Association. Dr. LI is the Chairman of Bauhinia Foundation Research Centre and also the Chairman of the board of directors of the Hong Kong Sheng Kung Hui Welfare Council Limited. Dr. LI has been an Honorary Steward of the Hong Kong Jockey Club as at 1 June 2017. Dr. LI has been the Adjunct Associate Professor of the Faculty of Health Science of Macau University of Science and Technology from March 2014 to February 2016. Dr. LI is the Honorary Adviser of the Award Scheme of The Hong Kong Award for Young People. Dr. LI is also a member of the committee on Promotion of Organ Donation of Food and Health Bureau of the Hong Kong Government.

李國棟醫生(銀紫荊星章、聖約翰官佐勳銜、太平紳士)，63歲，為獨立非執行董事。李醫生是香港私人執業的家庭醫學專科醫生。李醫生為世界家庭醫生組織(WONCA)候任主席、香港醫學專科學院上一任院長及香港賽馬會災難防護應變教研中心董事局主席。李醫生亦為香港家庭醫學學院審核員。李醫生於1975年畢業於美國康奈爾大學並獲得其首個文學學士學位，隨後繼續攻讀醫學，並於1980年獲得香港大學內科及外科醫學士學位。李醫生為香港全科醫學學院院士、香港醫學專科學院院士、香港牙科醫學院榮譽院士、澳洲皇家全科醫學院榮譽院士、香港家庭醫學學院榮譽院士、英國皇家內科醫學院公共衛生學院院士、馬來西亞家庭醫學專科學院榮譽院士、中國內地註冊執業醫師、美國內科醫學院院士、泰國皇家內科醫學院榮譽院士、新加坡醫學院院士、愛爾蘭皇家內科醫學院榮譽院士、英國皇家全科學院榮譽院士。

李醫生曾為康奈爾大學理事會會員。李醫生同時是香港中文大學賽馬會公共衛生及基層醫療學院家庭醫學名譽臨床教授、香港大學李嘉誠醫學院榮譽教授、中國復旦大學上海醫學院顧問教授、海峽兩岸醫藥衛生交流協會副會長、中國醫師協會全科醫生教育培訓專家委員會特別顧問。李醫生現為香港聖約翰救傷會董事、智經研究中心主席，亦為香港聖公會福利協會有限公司董事會主席。截至2017年6月1日，李醫生曾擔任香港賽馬會榮譽董事。李醫生曾擔任澳門科技大學健康科學學院聯席教授(2014年3月至2016年2月)、香港青年獎勵計劃名譽顧問以及香港政府食物及衛生局器官捐贈推廣委員會會員。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

董事、高級管理層及公司秘書的履歷

Dr. LI has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Dr. LI does not hold any other positions with the Company or other members of the Group.

Dr. LI has been appointed as an independent non-executive director of UMP Healthcare Holdings Limited, a company listed on Stock Exchange with the stock code: 00722, since 6 November 2015. Save as disclosed above, Dr. LI has not held any directorship in other listed public companies in Hong Kong and overseas in the past three years.

Mr. MA Andrew Chiu Cheung (馬照祥先生), aged 76, is our independent non-executive Director.

Mr. MA is a graduate of Economics of The London School of Economics and Political Science (The University of London). Mr. MA is the Fellow Member of each of the Institute of Chartered Accountants in England & Wales, the Hong Kong Institute of Certified Public Accountants, The Taxation Institute of Hong Kong, The Hong Kong Institute of Directors and a full member of The Hong Kong Management Association.

Mr. MA has over 40 years of experience in accounting, auditing and finance. Mr. MA is a director of Mayee Management Limited and director of The People's Insurance Company of China (Hong Kong), Limited and Chong Hing Insurance Company Limited. He is the founder and former director of AMA CPA Limited (formerly known as Andrew Ma DFK (CPA) Ltd).

Mr. MA is also an independent non-executive director of Asia Financial Holdings Ltd. (Stock code: 00662), C.P. Pokphand Co. Ltd. (Stock code: 00043), China Resources Power Holdings Company Limited (Stock code: 00836), Chong Hing Bank Limited (Stock code: 01111) and Asiaray Media Group Limited (Stock code: 01993), all of which are listed on the main board of the Hong Kong Stock Exchange. Mr. MA resigned as an independent non-executive director of Southwest Securities International Securities Limited (formerly known as Tanrich Financial Holdings Limited) (Stock code: 00812) on 27 January 2015.

Mr. MA has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

李醫生與任何董事、本公司高級管理層或主要股東(定義見上市規則)或控股股東(定義見上市規則)並無關係。

除上文所披露者外，李醫生並無於本公司或本集團其他成員公司擔任任何其他職務。

李醫生自2015年11月6日起獲委任為聯合醫務集團有限公司(一間於聯交所上市的公司，股份代號：00722)的獨立非執行董事。除上文所披露者外，李醫生於過去三年並無且未曾擔任任何其他香港及海外公眾上市公司的董事。

馬照祥先生，76歲，為獨立非執行董事。

馬先生畢業於倫敦政治經濟學院(倫敦大學)經濟學專業。馬先生分別為英格蘭和威爾士特許會計師公會、香港會計師公會、香港稅務學會及香港董事學會的資深會員以及香港管理專業協會的正式會員。

馬先生於會計以及財務方面擁有逾40年經驗。馬先生為美義商理有限公司董事、中國人民保險(香港)有限公司董事及創興保險有限公司董事以及安馬會計師事務所有限公司(前身為馬照祥會計師樓有限公司)的創始人及前董事。

馬先生亦為亞洲金融集團(控股)有限公司(股份代號：00662)、卜蜂國際有限公司(股份代號：00043)、華潤電力控股有限公司(股份代號：00836)、創興銀行有限公司(股份代號：01111)以及雅仕維傳媒集團有限公司(股份代號：01993)的獨立非執行董事，所有上述公司均於香港聯交所主板上市。馬先生於2015年1月27日辭任西證國際證券股份有限公司(前身為敦沛金融控股有限公司)(股份代號：00812)的獨立非執行董事職位。

馬先生與任何董事、本公司高級管理層或主要股東(定義見上市規則)或控股股東(定義見上市規則)並無關係。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY 董事、高級管理層及公司秘書的履歷

Save as disclosed above, Mr. MA does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. MA has not held any directorship in other listed public companies in the last three years.

Mr. CHAN Chi Leong (陳智亮先生), aged 70, is our independent non-executive Director.

Mr. CHAN obtained a Bachelor in Economics from the University of Warwick, United Kingdom in 1971 and a MBA degree from the City University of London in 1973. Mr. CHAN is the Founder and Chairman of the Group of companies of Primasia (the "Primasia Group"), which is in the business of investment, research and consultancy, securities brokerage and so on. Mr. CHAN has been the Chairman of Asian Securities Analysts Federation in 1986–1988. Mr. CHAN is also the Founder of Taiwan Sotheby's International Realty Company Limited. Mr. CHAN Chi Leong is a licensed person under the SFO permitted to engaged in type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts) and type 9 (asset management) regulated activities (as defined in the SFO).

Prior to founding the Primasia Group, Mr. CHAN worked in Bankers Trust from 1988–1990, and he served as General Manager of Kwang Hua Securities Investment Trust in Taipei from 1986–1987, Executive Director in charge of sales and trading of Hoare Govett Asia Limited from 1980–1987 and Manager of Investment Banking Department of Deutsche Bank, Hong Kong Branch in 1978–1980.

Mr. CHAN has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Mr. CHAN does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. CHAN has not held any directorship in other listed public companies in the last three years.

除上文所披露者外，馬先生並無於本公司或本集團其他成員公司擔任任何其他職務。

除上文所披露者外，馬先生於過去三年並無在其他公眾上市公司擔任任何董事職務。

陳智亮先生，70歲，為獨立非執行董事。

陳先生於1971年獲英國華芮克大學(University of Warwick)經濟學學士學位，並於1973年獲倫敦城市大學(City University of London)企管碩士學位。陳先生為犇亞公司集團(「犇亞集團」)創辦人及董事長。該集團從事投資、研究與諮詢、證券經紀等業務。陳先生自1986年至1988年任亞洲證券分析師聯合會主席。陳先生亦為台灣蘇富比國際房地產股份有限公司的創辦人。陳智亮先生為根據證券及期貨條例獲准從事第1類(證券交易)、第4類(就證券提供意見)、第5類(就期貨合約提供意見)及第9類(提供資產管理)受規管活動(如證券及期貨條例所界定)的持牌人士。

於創立犇亞集團之前，陳先生自1988年至1990年於信孚銀行任職；自1986年至1987年任台北光華證券投資信託總經理；自1980年至1987年於浩威證券亞洲有限公司任執行董事，負責銷售與貿易；及自1978年至1980年任德意志銀行香港分行經理(投資銀行部)。

陳先生與任何董事、本公司高級管理層或主要股東(定義見上市規則)或控股股東(定義見上市規則)並無關係。

除上文所披露者外，陳先生並無於本公司或本集團其他成員公司擔任任何其他職務。

除上文所披露者外，陳先生於過去三年並無在其他公眾上市公司擔任任何董事職務。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

董事、高級管理層及公司秘書的履歷

Ms. BENTLEY Annie Liang (梁安妮女士), aged 69, is our independent non-executive Director. Ms Annie Liang BENTLEY is the founder of Bentley Communications and a pioneer of the branding, corporate and marketing communications profession in Hong Kong.

Ms. BENTLEY holds a bachelor of arts degree in English Literature and Chinese Translation (1971) from the University of Hong Kong, an advanced certificate in Education from the University of Oxford (1976) and a master's degree in Buddhist Studies from the University of Hong Kong (2010). Ms. BENTLEY was made an Honorary Fellow of the University of Hong Kong in 2013.

Ms. BENTLEY began her career in educational publishing for Oxford University Press working on their ESL books and the Oxford English Chinese dictionary.

In 1981, she joined the public relations industry working for a financial services banking and securities group in Hong Kong. In 1987, she established her consultancy in partnership with Omnicom, one of the world's largest public relations and advertising conglomerate, and grew Bentley Communications to be one of Hong Kong's reputable communications agencies with coverage in Singapore, Beijing, Shanghai and Guangzhou by 2007.

Ms. BENTLEY is Chairman of Robert Black College HKU. She is a trustee of the China Oxford Scholarship Fund, board member of Action for Epilepsy, Heifer International (Hong Kong) and committee member of the Boys and Girls Clubs Association of Hong Kong.

Ms. BENTLEY has been a member of the Hospital Governing Committee of the Prince of Wales Hospital, and has served on the Executive Committee of Project Vision since the inception of the charity in 2006.

Ms. BENTLEY has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Ms. BENTLEY does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Ms. BENTLEY has not held any directorship in other listed public companies in the last three years.

梁安妮女士，69歲，為獨立非執行董事。梁安妮女士為恒信公關國際有限公司創辦人，是香港品牌建立、機構通訊及市場推廣業界的先驅和翹楚。

梁女士畢業於香港大學，1971年獲授英國文學及中文翻譯文學士學位，於1976年獲取英國牛津大學教育高級文憑；並於2010年獲授香港大學佛學碩士學位。梁女士於2013年成為香港大學名譽院士。

梁女士在牛津大學出版社開始其教育出版職業生涯，負責牛津的非母語英語課程書籍及牛津英漢雙解詞典的編輯工作。

梁女士於1981年加入公關行業，受僱於香港一家金融服務銀行及證券集團。1987年，彼與全球最大公關廣告網絡之一宏盟集團合作創立恒信公關國際有限公司，其後業務迅速擴展，截至2007年，已成為香港知名的公關顧問公司之一，業務遍及新加坡、北京、上海及廣州。

梁女士為香港大學柏立基學院主席。彼為牛津大學中國獎學金信託人、香港啓迪會、國際小母牛香港分會和小童群益會的董事局及委員會成員。

梁女士曾擔任威爾斯親王醫院管治委員會成員，並在亮睛工程於2006年成立以來一直擔任該慈善基金的執行委員會委員。

梁女士與任何董事、本公司高級管理層或主要股東(定義見上市規則)或控股股東(定義見上市規則)並無關係。

除上文所披露者外，梁女士並無於本公司或本集團其他成員公司擔任任何其他職務。

除上文所披露者外，梁女士於過去三年並無在其他公眾上市公司擔任任何董事職務。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

董事、高級管理層及公司秘書的履歷

SENIOR MANAGEMENT

Mr. CHAN Wa Ping (陳華平先生), aged 33, is our Chief Financial Officer and Company Secretary. Mr. CHAN joined us in April 2017 and is responsible for overseeing the finance, compliance, merger and acquisition, and investor relations of the Group. Mr. CHAN graduated from the Chinese University of Hong Kong with a Bachelor in Business Administration in 2006 and has over 10 years of financial and accounting related experience.

Mr. CHAN is a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining us, Mr. CHAN worked for PricewaterhouseCoopers and was involved in a number of audit and assurance, capital market transactions and advisory projects advising corporate clients including listed companies and conglomerates worldwide.

Ms. SIU Man Yi (蕭敏兒女士), aged 36, is our Centre Manager in Hong Kong. Ms. SIU is responsible for the overall management of clinic services and daily operations of our eye centre and Satellite Clinics in Hong Kong. Ms. SIU also designs and implements standard operating procedures to maintain a consistent and efficient work flow in the eye centres and all Satellite Clinics. Ms. SIU graduated from the University of Hong Kong with a Bachelor of Nursing in 2006 and a Master of Social Sciences in Behavioural Health in 2010.

Ms. SIU is a registered nurse since 2006. Before joining us, Ms. SIU worked for Pamela Youde Nethersole Eastern Hospital during the period between July 2006 and September 2007, the Chinese University of Hong Kong during the period between September 2007 and January 2008, St Paul's Eye Centre during the period between January 2008 to September 2010, and Asia Medical Specialists Limited in the period between November 2010 and May 2011.

Each of the senior management members is not or has not been a director of any other listed company in Hong Kong and overseas in the past three years.

高級管理層

陳華平先生，33歲，為財務總監兼公司秘書。陳先生於2017年4月加入本集團，負責監督本集團財務、合規、併購以及投資者關係事宜。陳先生於2006年畢業於香港中文大學，獲得工商管理學士學位及擁有逾10年財務及會計相關經驗。

陳先生為香港會計師公會會員。於加入本集團前，陳先生任職於羅兵咸永道會計師事務所，並參與多項審計及鑒證、資本市場交易及諮詢項目，為全球各地上市公司及企業集團等企業客戶提供意見。

蕭敏兒女士，36歲，為我們於香港的中心經理。蕭女士負責診所服務的整體管理及香港眼科中心及衛星診所的日常營運。蕭女士亦設計及執行營運程序標準，以維持眼科中心及所有衛星診所統一、高效的工作流程。蕭女士畢業於香港大學，於2006年獲得護理專業學士學位，及於2010年獲得行為健康學社會科學碩士學位。

蕭女士於2006年成為一名註冊護士。於加入我們前，蕭女士於2006年7月至2007年9月期間任職於東區尤德夫人那打素醫院，於2007年9月至2008年1月期間任職於香港中文大學，於2008年1月至2010年9月期間任職於聖保祿眼科中心及於2010年11月至2011年5月期間任職於亞洲專科醫生有限公司。

各高級管理層成員於過往三年均無或未曾在香港或海外任何其他上市公司擔任董事職務。

Our Board is pleased to present their report together with the audited consolidated financial statements of our Group for the year ended 31 December 2017.

PRINCIPAL ACTIVITIES

The principal activity of our Company is investment holding and its subsidiaries are principally engaged in the provision of ophthalmic services, sale of vision aid and pharmaceutical products in Hong Kong and the People's Republic of China.

An analysis of our Group's performance for the year by geographical segment is set out in note 5 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of our Group for the year ended 31 December 2017 are set out in the consolidated financial statements on page 69 of this report.

Our Board does not recommend the payment of a final dividend for the year ended 31 December 2017.

CLOSURE OF REGISTER OF MEMBERS FOR ENTITLEMENT TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING

Shareholders whose names appear on the register of members of our Company on 30 May 2018 are entitled to attend and vote at the annual general meeting of our Company (the "AGM"). The register of members of our Company will be closed from Friday, 25 May 2018 to Wednesday, 30 May 2018, both days inclusive. In order to qualify for attending and voting at the AGM, shareholders should ensure that all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 24 May 2018.

董事會欣然提呈本集團截至2017年12月31日止年度的董事會報告及經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股，其附屬公司主要於香港及中華人民共和國提供眼科服務及銷售視力輔助產品及醫藥產品。

本集團按地區分部劃分的年內表現分析載列於綜合財務報表附註5。

業績及分配

本集團截至2017年12月31日止年度的業績載於本報告綜合財務報表第69頁。

董事會並不建議派付截至2017年12月31日止年度的末期股息。

暫停辦理股份過戶登記手續以享有出席股東週年大會並於會上投票的權利

於2018年5月30日名列於本公司股東名冊的股東有權出席本公司股東週年大會（「股東週年大會」）並於會上投票。本公司將於2018年5月25日（星期五）至2018年5月30日（星期三）（包括首尾兩日）期間暫停辦理股份過戶登記手續。為符合資格出席股東週年大會並於會上投票，股東應確保將所有填妥的過戶文件連同相關股票須於2018年5月24日（星期四）下午4時30分前，交回本公司於香港的股份登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續。

REPORT OF THE DIRECTORS

董事會報告

BUSINESS REVIEW

A review of the business of our Group during the year and a discussion on our Group's future business development are set out in the Chairman's Statement as well as the Management Discussion and Analysis on pages 5 to 7 and pages 8 to 18 of this report respectively. Discussions on our Group's relationships with its key stakeholders are also set out in the Chairman's Statement on pages 5 to 7 of this report. An analysis of our Group's performance during the year using financial key performance indicators is set out in our Group's Financial Information Summary on page 172 of this report.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of our Group for the past four years ended 31 December 2017 are set on page 172 of this report.

SHARE CAPITAL

Details of the movements in the share capital of our Company are set out in note 22 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of our Group and our Company during the year are set out in the consolidated statement of changes in equity, note 23 and note 35 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As of 31 December 2017, the reserves of our Company available for distribution to the shareholders of our Company amounted to approximately HK\$161.3 million (2016: HK\$57.6 million).

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige our Company to offer new shares on a pro rata basis to existing shareholders.

業務回顧

本集團於年內的業務回顧及有關本集團未來業務發展的討論分別載於本報告第5頁至7頁及第8頁至18頁的主席報告以及管理層討論及分析。有關本集團與其主要持份者關係的討論亦載於本報告第5頁至7頁的主席報告。本集團於年內使用財務關鍵績效指標分析的表現載於本報告第172頁本集團的財務資料概要。

財務摘要

本集團截至2017年12月31日止年度過去四年的已刊發業績以及資產及負債的摘要載於本報告第172頁。

股本

本公司股本變動詳情載於綜合財務報表附註22。

儲備

年內，本集團與本公司的儲備變動詳情載於綜合權益變動表及綜合財務報表附註23及附註35。

可供分派儲備

於2017年12月31日，本公司可供分派予本公司股東的儲備約為161.3百萬港元(2016年：57.6百萬港元)。

優先購買權

本公司的組織章程細則或開曼群島法律並無有關優先購買權的條文，致使本公司須按比例向現有股東發售新股份。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither our Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities since the Listing Date and up to the date of this report.

PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME

Pre-IPO Share Option Scheme

Our Company approved and adopted the a share option scheme (the "Pre-IPO Share Option Scheme") pursuant to the resolutions of the shareholders passed on 28 June 2017. As of the date of this report, no share options granted under the Pre-IPO Share Option Scheme has been exercised pursuant to the terms of grant of the options.

The purpose of the Pre-IPO Share Option Scheme is to provide incentives and rewards to our Directors, employees, ophthalmologists/physicians, advisers, consultants and business partners of our Group for their contribution, and to align the corporate objectives and interests between us and our Grantees. The principal terms of the Pre-IPO Share Option Scheme, approved and adopted pursuant to the resolutions passed by our Shareholders at the extraordinary general meeting of our Company held on 28 June 2017. On the same date, our Company has adopted another share option scheme (the "Post-IPO Share Option Scheme"). As of the date of this report, there is no option granted under the Post-IPO Share Option Scheme.

As of the date of this report, Pre-IPO Share Options to subscribe for an aggregate of 46,765,000 Shares (representing approximately 4.54% of the issued share capital of our Company as of the date of this report) have been granted under the Pre-IPO Share Option Scheme to 140 Grantees. The Grantees comprise three Connected Grantees, seven Doctor Grantees, five Consultant Grantees, two members of our senior management team, our employees in Hong Kong and our physicians and employees in the PRC. All the Pre-IPO Share Options were granted on or before the Listing Date and no further options will be granted under the Pre-IPO Share Option Scheme after to the Listing Date. As of the date of this report, all of the Pre-IPO Share Options had not been exercised and remained outstanding.

購買、出售或贖回上市證券

自上市日期起及直自本報告日期止，本公司或其任何附屬公司並無購買、出售或贖回任何本公司上市證券。

首次公開發售前購股權計劃及首次公開發售後購股權計劃

首次公開發售前購股權計劃

根據股東於2017年6月28日通過的決議案，本公司批准及採納一項購股權計劃（「首次公開發售前購股權計劃」）。於本報告日期，概無首次公開發售前購股權計劃項下授出的購股權已根據購股權的條款獲行使。

首次公開發售前購股權計劃旨在就董事、本集團僱員、眼科醫生、諮詢人、顧問及業務夥伴的貢獻給予彼等獎勵及嘉許，使公司目標與我們與承授人之間的利益一致。首次公開發售前購股權計劃的主要條款根據股東於2017年6月28日舉行的本公司臨時股東大會通過的決議案獲批准及採納。同日，本公司已採納另一項購股權計劃項（「首次公開發售後購股權計劃」）。於本報告日期，概無購股權根據首次公開發售後購股權計劃獲授出。

截至本報告日期，根據首次公開發售前購股權計劃已向140名承授人授出的首次公開發售前購股權可認購合共46,765,000股股份（佔本公司於本報告日期的已發行股本約4.54%）。承授人包括三名關連承授人、七名醫生承授人、五名顧問承授人、兩名高級管理團隊成員、我們在香港的僱員及在中國的醫生及僱員。所有首次公開發售前購股權已於上市日期或之前授出，於上市日期後不會根據首次公開發售前購股權計劃授出其他購股權。截至本報告日期，所有首次公開發售前購股權仍未獲行使。

REPORT OF THE DIRECTORS

董事會報告

The Pre-IPO Share Options granted to the Grantees will be vested on different dates.

The terms of the Post-IPO Share Option Scheme are the same as the terms of the Pre-IPO Share Option Scheme except that:

- (i) the total number of Shares which may be issued upon the exercise of all Pre-IPO Share Options is 46,765,000 Shares, representing 4.68% of the enlarged issued share capital of our Company immediately following completion of the Global Offering (without taking into account any Share which may be issued upon any exercise of the Over-allotment Option and the options which have been or may be granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme);
- (ii) save for the options which have been granted on 140 Grantees, no further options will be granted under the Pre-IPO Share Option Scheme prior to the Listing Date;
- (iii) subject to any restriction contained in the Pre-IPO Share Option Scheme, an option may be exercised in accordance with the terms of the Pre-IPO Share Option Scheme and the terms of grant thereof. All the Pre-IPO Share Options that are not exercised by them within the exercise period shall lapse and be deemed as cancelled and void;
- (iv) the exercise prices for each Share under the Pre-IPO Share Options are in the range between HK\$0.10 and HK\$1.0;
- (v) In terms of rights on death or ceasing employment:
 - (aa) If the Grantee (being an individual) dies before exercising the options granted under the Pre-IPO Share Option Scheme (the "Pre-IPO Share Options") in full, all unvested Pre-IPO Share Options shall vest on the date of his death, and the legal personal representative(s) of such Grantee may exercise all Pre-IPO Share Options granted to the deceased within twelve (12) months thereafter;

授予承授人的首次公開發售前購股權將於不同日期歸屬。

首次公開發售後購股權計劃的條款與首次公開發售前購股權計劃的條款相同，惟以下各項除外：

- (i) 因行使所有首次公開發售前購股權而可能發行的股份總數為46,765,000股，佔本公司緊隨全球發售完成後經擴大已發行股本4.68%（未計及因可能行使任何超額配股權及根據首次公開發售前購股權計劃及首次公開發售後購股權計劃已授出或可能授出的購股權而發行的任何股份）；
- (ii) 除已向140名承授人授出的購股權外，於上市日期前不會根據首次公開發售前購股權計劃授出其他購股權；
- (iii) 在遵守首次公開發售前購股權計劃所載任何限制的情況下，可根據首次公開發售前購股權計劃的條款及據此授出購股權的條款行使購股權。承授人於行使期內尚未行使的所有首次公開發售前購股權將告失效及視為註銷及作廢；
- (iv) 首次公開發售前購股權的每股股份的行使價介乎0.10港元至1.0港元之間；
- (v) 就身故或終止受僱的權利而言：
 - (aa) 倘承授人（為個人）於悉數行使首次公開發售前購股權計劃所授出的購股權（「首次公開發售前購股權」）前身故，則所有未歸屬首次公開發售前購股權將於其身故當日歸屬，該承授人的合法遺產代理人可於該日期起計十二（12）個月內行使已故者的所有獲授首次公開發售前購股權；

- (bb) If the Grantee is an employee, director, consultant or adviser of our Group at the time of the grant of the relevant Pre-IPO Share Options and his or her employment or service to our Company is terminated on the ground of disability resulting from an occupational accident, all unvested Pre-IPO Share Options shall vest on the termination date of the employment or engagement of such Grantee. The Grantee may exercise all Pre-IPO Share Options granted to him or her within twelve (12) months thereafter; or
- (cc) If the Grantee is on leave without pay accumulated for more than one hundred and eighty-three (183) days in any calendar year after the Listing Date, the vesting periods for all unvested Pre-IPO Share Options granted to him or her shall be respectively extended for twelve (12) months. If any such extension will result in the vesting period of any unvested options to cross beyond the date of the 3rd anniversary of 1 April 2017, 1 September 2017, 1 November 2017, 1 December 2017, 1 January 2018 or 1 June 2018 (as the case maybe), such extension shall be deemed to be made up to the business day immediately prior to the date of the 3rd anniversary of 1 April 2017, 1 September 2017, 1 November 2017, 1 December 2017, 1 January 2018 or 1 June 2018 (as the case maybe).
- (bb) 倘承授人於獲授有關首次公開發售前購股權時為本集團僱員、董事、顧問或諮詢人，且因工傷致殘而終止受僱或不再於本公司任職，則所有未歸屬首次公開發售前購股權將於該承授人終止受僱或受聘當日歸屬。承授人可於該日期起計十二(12)個月內行使所有獲授首次公開發售前購股權；或
- (cc) 倘承授人於上市日期後的任何曆年停薪休假累計超過一百八十三(183)日，其獲授的所有未歸屬首次公開發售前購股權的歸屬期限將相應延長十二(12)個月。倘任何有關延長導致任何未歸屬購股權的歸屬期限超過2017年4月1日、2017年9月1日、2017年11月1日、2017年12月1日、2018年1月1日或2018年6月1日(視情況而定)起計滿三年當日，則有關延長視為於緊接2017年4月1日、2017年9月1日、2017年11月1日、2017年12月1日、2018年1月1日或2018年6月1日(視情況而定)起計滿三年當日前的一個營業日截止。

REPORT OF THE DIRECTORS

董事會報告

The following table sets forth a summary of the key terms and conditions of the Pre-IPO Share Options:

下表載列首次公開發售前購股權的主要條款及條件的概要：

Major terms 主要條款	An executive Director, seven Doctor Grantees, selected physicians practising in the PRC and a member of our senior management team 一名執行董事、七名醫生承授人、 於中國執業的選定醫生及 一名高級管理團隊成員	Our employees in Hong Kong and a member of our senior management team 於香港的僱員及 一名高級管理團隊成員	An executive Director, a Connected Grantee and our physicians and employees in the PRC 一名執行董事、一名關連承授人及 於中國的醫生及僱員	Five Consultant Grantees 五名顧問承授人
Number of grantees 承授人數目	14 Grantees (including Dr. Vincent LEE and Mr. CHAN Wa Ping, a member of our senior management team, and seven Doctor Grantees). Further information on the Pre-IPO Share Options is set forth in the paragraphs under "D. Share Option Schemes – 1 Pre-IPO Share Option Scheme" in Appendix IV to the Prospectus. 14名承授人(包括李佑榮醫生及我們其中一名高級管理團隊成員陳華平先生及七名醫生承授人)。首次公開發售前購股權的進一步資料載於招股章程附錄四「D.購股權計劃—1首次公開發售前購股權計劃」一段。	28 Grantees (including Ms. SIU Man Yi, a member of our senior management team). Further information on the Pre-IPO Share Options granted to the member of our senior management team is set forth in the paragraphs under "D. Share Option Schemes – 1 Pre-IPO Share Option Scheme" in Appendix IV to the Prospectus. 28名承授人(包括我們其中一名高級管理團隊成員蕭敏兒女士)。有關授予我們高級管理團隊成員的首次公開發售前購股權的進一步資料載於招股章程附錄四「D.購股權計劃—1首次公開發售前購股權計劃」一段。	93 Grantees (including Mr. LI Chunshan, an executive Director and Ms. CAO Yuerong, a Connected Grantee and the spouse of Mr. LI Chunshan and the mother of Ms. LI). Further information on the Pre-IPO Share Options granted to our executive Director is set forth in the paragraphs under "D. Share Option Schemes – 1 Pre-IPO Share Option Scheme" in Appendix IV to the Prospectus. 93名承授人(包括執行董事李春山先生及李春山先生的配偶及李女士的母親CAO Yuerong女士(關連承授人))。有關授予我們執行董事的首次公開發售前購股權的進一步資料載於招股章程附錄四「D.購股權計劃—1首次公開發售前購股權計劃」一段。	Five Consultant Grantees. Further information on the Pre-IPO Share Options is set forth in the paragraphs under "D. Share Option Schemes – 1 Pre-IPO Share Option Scheme" in Appendix IV to the Prospectus. 五名顧問承授人。有關首次公開發售前購股權計劃的進一步資料載於招股章程附錄四「D.購股權計劃—1首次公開發售前購股權計劃」一段。
Pre-IPO Share Options granted (in terms of number of our Shares and the shareholding percentages) 已授出的首次公開發售前購股權 (就股份數目及持股百分比而言)	An aggregate of 3.13% of the number of our Shares in issue immediately following completion of the Global Offering, the Capitalisation Issue and the full exercise of the Over-allotment Option, representing 32,276,000 Shares. 合共佔緊隨全球發售及資本化發行完成並在超額配股權獲悉數行使後我們已發行股份數目的3.13%，即32,276,000股股份	An aggregate of 0.45% of the number of our Shares in issue immediately following completion of the Global Offering, the Capitalisation Issue and the full exercise of the Over-allotment Option, representing 4,666,000 Shares. 合共佔緊隨全球發售及資本化發行完成並在超額配股權獲悉數行使後我們已發行股份數目的0.45%，即4,666,000股股份。	An aggregate of 0.71% of the total number of our Shares in issue immediately following completion of the Global Offering, the Capitalisation Issue and the full exercise of the Over-allotment Option, representing 7,323,000 Shares. 合共佔緊隨全球發售及資本化發行完成並在超額配股權獲悉數行使後我們已發行股份數目的0.71%，即7,323,000股股份。	An aggregate of 0.24% of the total number of our Shares in issue immediately following completion of the Global Offering, the Capitalisation Issue and the full exercise of the Over-allotment Option, representing 2,500,000 Shares. 合共佔緊隨全球發售及資本化發行完成並在超額配股權獲悉數行使後我們已發行股份總數的0.24%，即2,500,000股股份。

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Major terms 主要條款	An executive Director, seven Doctor Grantees, selected physicians practising in the PRC and a member of our senior management team 一名執行董事、七名醫生承授人、 於中國執業的選定醫生及 一名高級管理團隊成員	Our employees in Hong Kong and a member of our senior management team 於香港的僱員及 一名高級管理團隊成員	An executive Director, a Connected Grantee and our physicians and employees in the PRC 一名執行董事、一名關連承授人及 於中國的醫生及僱員	Five Consultant Grantees 五名顧問承授人
Exercise period 行使期	36-month period commencing from the third anniversary of the latter of (a) the expiry of the First Six-Month Period and (b) the first anniversary of 1 April 2017 or 1 December 2017. All unexercised Pre-IPO Share Options will lapse. 自(a)首六個月期間屆滿及(b)2017年4月1日或2017年12月1日起滿一年當日(以較晚者為準)起計滿三年當日開始的36個月期間。所有未獲行使的首次公開發售前購股權將失效。 or 或 36-month period commencing from the latter of (a) the expiry of the First Six-Month Period and (b) the first anniversary of 1 January 2018. All unexercised Pre-IPO Share Options will lapse. 自(a)首六個月期間屆滿及(b)2018年1月1日起滿一年當日(以較晚者為準)開始的36個月期間。所有未獲行使的首次公開發售前購股權將失效。	36-month period commencing from the third anniversary of 1 April 2017. All unexercised Pre-IPO Share Options will lapse. 自2017年4月1日起滿三年當日開始的36個月期間。所有未獲行使的首次公開發售前購股權將失效。	36-month period commencing from the third anniversary of 1 April 2017 or 1 September 2017. All unexercised Pre-IPO Share Options will lapse. 自2017年4月1日或2017年9月1日起滿三年當日開始的36個月期間。所有未獲行使的首次公開發售前購股權將失效。 or 或 36-month period commencing from the third anniversary of 1 April 2017 for 60.0%. 自2017年4月1日起滿三年當日開始的36個月期間：60.0%。 60-month period commencing from the fifth anniversary of 1 April 2017 for 40.0%. 自2017年4月1日起滿五年當日開始的60個月期間：40.0%。 All unexercised Pre-IPO Share Options will lapse. 所有未獲行使的首次公開發售前購股權將失效。	36-month period commencing from the third anniversary of the latter of (a) the expiry of the First Six-Month Period and (b) the first anniversary of 1 November 2017, 1 January 2018 or 1 June 2018. 自(a)首六個月期間屆滿及(b)2017年11月1日、2018年1月1日或2018年6月1日起滿一年當日(以較晚者為準)起計滿三年當日開始的36個月期間。
Exercise percentages 行使百分比	In three equal tranches for each of the 12-month period commencing from the date of commencement of the exercise period for a period of 36-month. 分三期等額行使，分別於36個月期間內自行行使期間開始日期起12個月內行使。 or 或 One tranche. 一期。	One tranche. 一期。	One tranche. 一期。 or 或 Two tranches 兩期。	In three equal tranches for each of the 12-month period commencing from the date of commencement of the exercise period for a period of 36 months. 分三期等額行使，分別於36個月期間內自行行使期間開始日期起12個月內行使。
Exercise price 行使價格	HK\$0.1 for each Share to be allotted and issued. 每股擬配發及發行股份0.1港元。	HK\$1.0 for each Share to be allotted and issued. 每股擬配發及發行股份1.0港元。	HK\$1.0 for each Share to be allotted and issued. 每股擬配發及發行股份1.0港元。	HK\$0.1 for each Share to be allotted and issued. 每股擬配發及發行股份1.0港元。

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Major terms 主要條款	An executive Director, seven Doctor Grantees, selected physicians practising in the PRC and a member of our senior management team 一名執行董事、七名醫生承授人、 於中國執業的選定醫生及 一名高級管理團隊成員	Our employees in Hong Kong and a member of our senior management team 於香港的僱員及 一名高級管理團隊成員	An executive Director, a Connected Grantee and our physicians and employees in the PRC 一名執行董事、一名關連承授人及 於中國的醫生及僱員	Five Consultant Grantees 五名顧問承授人
Performance target 業績目標	<p>No performance target for the physicians practising in the PRC and the member of our senior management team.</p> <p>於中國執業的醫生及高級管理團隊成員無業績目標。</p> <p>The exercise of the Pre-IPO Share Options by our Hong Kong Ophthalmologists is subject to agreed performance target in terms of revenue generated in each of the 12-month period. If the performance target cannot be satisfied, the Pre-IPO Share Options exercisable during the relevant 12-month period would be exercisable on a pro-rata basis with the target amount of revenue.</p> <p>香港眼科醫生行使首次公開發售前購股權須受有關各12個月期間所產生收入的約定業績目標規限。倘業績目標未達成，於相關12個月期間可予行使的首次公開發售前購股權將根據目標收益金額按比例行使。</p>	<p>No performance target.</p> <p>無業績目標。</p>	<p>The exercise of the Pre-IPO Share Options by 5 physicians in the PRC is subject to the agreed performance targets in terms of revenue generated during the first 36-month and then 24-month period immediately after 1 April 2017. If the performance target cannot be satisfied, the Pre-IPO Share Options exercisable during the relevant 12-month period would be exercisable on a pro-rata basis with reference to the target amount of revenue.</p> <p>於中國的五名醫生行使首次公開發售前購股權須受緊隨2017年4月1日後首36個月期間及隨後24個月期間所產生收入的約定業績目標規限。倘業績目標未達成，於相關12個月期間可予行使的首次公開發售前購股權將參考目標收益金額按比例行使。</p>	<p>No performance target.</p> <p>無業績目標。</p> <p>The exercise of the Pre-IPO Share Options is subject to the completion of services for a period of 12 months.</p> <p>行使首次公開發售前購股權須受完成12個月期間服務規限。</p>
Cessation of cooperation or employment 終止合作或僱傭	<p>Pro-rata in terms of revenue generated in each of the 12-month period with the target amount of revenue for those grantees subject to performance target.</p> <p>Pro-rata on the number of months of employment in each of the 12-month period for those grantees not subject to the performance target.</p> <p>就受業績目標規限的承授人而言，按帶有目標收益金額的各12個月期間產生收入金額比例。就不受業績目標規限的承授人而言，按各12個月期間僱傭月份數比例。</p>	<p>No pro rata adjustment and the unexercised Pre-IPO Share Options will lapse upon cessation of employment for whatever reasons.</p> <p>就因任何原因終止僱傭後，概無按比例調整及未獲行使的首次公開發售前購股權將失效。</p>	<p>No pro rata adjustment and the unexercised Pre-IPO Share Options will lapse upon cessation of employment for whatever reasons.</p> <p>就因任何原因終止僱傭後，概無按比例調整及未獲行使的首次公開發售前購股權將失效。</p>	<p>Pro-rata on the number of months of service engagement in the 36-month contract period commencing from 1 November in each year. Cessation of engagement before November will continue to be subject to the grant of the Pre-IPO Share Options in the forthcoming November.</p> <p>按每年11月1日起36個月合約期內提供服務月份數比例。倘於11月之前終止僱傭，可繼續受於即將到來的11月獲授首次公開發售前購股權所限。</p>
Lock-up period following the exercise of the Pre-IPO Share Options 首次公開發售前購股權行使後的禁售期	<p>Not applicable.</p> <p>不適用。</p>	<p>Not applicable.</p> <p>不適用。</p>	<p>Not applicable.</p> <p>不適用。</p>	<p>Not applicable.</p> <p>不適用。</p>

Detailed information on grantees of the Pre-IPO Share Option Scheme who are Directors or senior management of our Group is set forth below:

首次公開發售前購股權計劃的承授人(為董事及本集團高級管理層)詳情載列如下:

Grantee and position 承授人及身份	Number of underlying Shares to be issued upon the exercise of the Pre-IPO Share Options in full 悉數行使首次 公開發售前購股權後 將獲發行的相關股份數目	Percentage of Shares in issue immediately following completion of the Global Offering, the Capitalisation and the full exercise of the Over-allotment Option 佔緊隨全球發售及 資本化完成以及 超額配股權獲悉數 行使後已發行股份的 百分比
Connected Grantees 關連承授人		
1. Dr. Vincent LEE (Executive Director) 李佑榮醫生(執行董事)	12,953,000	1.26
2. Mr. LI Chunshan (Executive Director) 李春山先生(執行董事)	777,000	0.08
3. Ms. CAO Yuerong (Finance Manager) CAO Yuerong女士(財務經理)	259,000	0.03
Grantees who are members of our senior management team 身為高級管理團隊成員的承授人		
4. Mr. CHAN Wa Ping (Chief financial officer and company secretary) 陳華平先生(財務總監兼公司秘書)	933,000	0.09
5. Ms. SIU Man Yi (Centre manager) 蕭敏兒女士(中心經理)	432,000	0.04

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Details of the shares outstanding on which options are granted under the Pre-IPO Share Option Scheme to Directors and senior management of our Group as of 31 December 2017 under the scheme are as follows:

根據首次公開發售前購股權計劃向董事及本集團高級管理層授出的購股權涉及的尚未行使股份於2017年12月31日的詳情如下：

		Held at 1 January 2017 於2017年 1月1日 所持有	Granted during the year 於年內授出	Expired during the year 於年內到期	Exercised during the year 於年內行使	Number of options 購股權數目		Grant date 授出日期	Exercisable from 自以下 期間行使	Exercisable until 行使至 以下期間
						Held at 31 December 2017 於2017年 12月31日 所持有	Exercise price HK\$ 行使價 港元			
Executive Director	執行董事									
Dr. Vincent LEE	李佑榮醫生	-	12,953,000	-	-	12,953,000	0.1	3 April 2017 2017年4月3日	16 July 2018 2018年7月16日	31 March 2023 2023年3月31日
Mr. Li Chunshan	李春山先生	-	777,000	-	-	777,000	1.0	3 April 2017 2017年4月3日	1 April 2020 2020年4月1日	31 March 2023 2023年3月31日
Senior Management	高級管理層									
Mr. CHAN Wa Ping (Chief financial officer and company secretary)	陳華平先生 (財務總監兼公司秘書)	-	933,000	-	-	933,000	0.1	3 April 2017 2017年4月3日	16 July 2018 2018年7月16日	31 March 2023 2023年3月31日
Ms. SIU Man Yi (Centre manager)	蕭敏兒女士 (中心經理)	-	432,000	-	-	432,000	1.0	3 April 2017 2017年4月3日	1 April 2020 2020年4月1日	31 March 2023 2023年3月31日

POST-IPO SHARE OPTION SCHEME

The shareholders of our Company approved and adopted a share option scheme on 13 December 2017 (the "Post-IPO Share Option Scheme") to enable our Company to grant options to eligible participants as incentives and rewards for their contribution to our Group. The Post-IPO Share Option Scheme took effect on 15 January 2018 (the listing date of our Company), and no option has been granted up to the date of this report.

首次公開發售後購股權計劃

本公司股東於2017年12月13日批准及採納購股權計劃(「首次公開發售後購股權計劃」)，以令本公司就合資格參與者對本集團作出的貢獻向彼等授出購股權作為獎勵及嘉許。首次公開發售後購股權計劃於2018年1月15日(本公司上市日期)生效，截至本報告日期並無授出任何購股權。

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

(a) Who may participate

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

- (i) any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of our Group (the "Executive"), any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of our Group (the "Employee");
- (ii) a director or proposed director (including an independent non-executive director) of any member of our Group;
- (iii) a direct or indirect shareholder of any member of our Group;
- (iv) a supplier of goods or services to any member of our Group;
- (v) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of our Group;
- (vi) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of our Group; and
- (vii) an associate of any of the persons referred to in paragraphs (a) to (c) above.

(the persons referred above are the "Eligible Persons")

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

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

以下為首次公開發售後購股權計劃主要條款的概要：

(a) 可參與人士

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

- (i) 本集團任何成員公司的任何執行董事、經理，或其他擔任行政、管理、監管或類似職位的其他僱員（「行政人員」）、任何全職或兼職僱員，或被調往本集團任何成員公司擔任全職或兼職工作的人士（「僱員」）；
- (ii) 本集團任何成員公司的董事或候選董事（包括獨立非執行董事）；
- (iii) 本集團任何成員公司的直接或間接股東；
- (iv) 向本集團任何成員公司供應貨品或服務的供應商；
- (v) 本集團任何成員公司的客戶、顧問、業務或合營夥伴、獲特許經營商、承包商、代理或代表；
- (vi) 向本集團任何成員公司提供設計、研究、開發或其他支援或任何建議、諮詢、專業或其他服務的個人或實體；及
- (vii) 上文(a)至(c)段所述任何人士的聯繫人。

（上述人士為「合資格人士」）

(b) 就可能授出的購股權的最高股份數目

因行使根據首次公開發售後購股權計劃及其他購股權計劃已授出的任何購股權或將予授出的所有購股權而可能發行的最高股份數目，合共不得超過於上市日期本公司已發行股份的10%，惟本公司取得重新批准則作別論。

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(c) Maximum entitlement of each Eligible Person

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

(d) Acceptance of an offer of options

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

(e) Exercise Price

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

(f) Time for Exercise of options

An option may be exercised at any time during the period which is notified by our Board at the offer date when making an offer to an Eligible Person but such period not to exceed the period of 10 years from the offer date of such option.

(c) 各合資格人士享有的最高上限

除非本公司股東按香港聯合交易所有限公司的證券上市規則(「上市規則」)所規定的方式於股東大會上批准，否則行使在任何12個月期間內根據首次公開發售後購股權計劃及本公司任何其他購股權計劃(包括已行使、已註銷及尚未行使的購股權)授予及將授予各合資格人士的購股權而發行及將予發行的股份總數最高不得超過本公司當時已發行股份的1%。

(d) 接納購股權要約

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

(e) 行使價

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

(f) 行使購股權的時間

購股權可於董事會於向合資格人士作出要約的要約日期所知會的期間內隨時行使，惟此期限不得超過授出有關購股權之日起計10年期間。

(g) Duration of Post-IPO Share Option Scheme

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

RETIREMENT BENEFIT SCHEMES

Our Group participated in various retirement benefit schemes in accordance with the relevant rules and regulations in the PRC and Hong Kong. Particulars of the retirement benefit schemes are set out in note 9 to the consolidated financial statements.

SUBSIDIARIES

Details of the Company's principal subsidiaries as of 31 December 2017 are set out in note 33 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2017, our five largest clients accounted for 2.5% of our total revenue, of which 1.4% of our total revenue was generated from our largest client, which was an insurance company.

During the year ended 31 December 2017, our five largest suppliers accounted for 52.1% of our total purchases, respectively. These five largest suppliers include suppliers of pharmaceuticals, medical consumables and intraocular lenses. For the same period, our largest supplier accounted for 20.3% of our total purchases.

None of our Directors or any of their respective associates or any shareholder which to the best knowledge of our Directors, who own more than 5% of the Company's issued share capital, had any interest in any of our Group's five largest customers or suppliers during the year ended 31 December 2017.

(g) 首次公開發售後購股權計劃的期限

首次公開發售後購股權計劃將由上市日期起計10年期間內有效及生效，於該期間後，將不再授出或提呈其他購股權，但首次公開發售後購股權計劃的條文將繼續具有十足效力及生效，以致先前授出任何可於當時或其後根據首次公開發售後購股權計劃的條文行使的購股權得以行使，或根據首次公開發售後購股權計劃條文可能規定者為限。

退休福利計劃

本集團根據中國及香港相關規則及法規參與若干退休福利計劃。有關退休福利計劃的詳情載於綜合財務報表附註9。

附屬公司

於2017年12月31日，有關本公司主要附屬公司的詳情載於綜合財務報表附註33。

主要客戶及供應商

截至2017年12月31日止年度，我們五大客戶帶來的收益佔我們總收益的2.5%，其中我們總收益的1.4%來自最大客戶（為一家保險公司）。

截至2017年12月31日止年度，我們的五大供應商的供貨總額佔我們總採購額的52.1%。該五大供應商包括藥品、醫用耗材及人工晶體供應商。同期，我們的最大供應商的供貨額佔我們總採購額的20.3%。

概無董事或彼等各自的任何聯繫人或就董事所知實益擁有5.0%以上本公司已發行股本的任何股東於截至2017年12月31日止年度在我們的任何五大客戶或供應商中擁有任何權益。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

Our Directors during the year ended 31 December 2017 and up to the date of this report are:

Executive Directors

Dr. LAM Shun Chiu Dennis *JP* (林順潮醫生) (*Chairman and Chief Executive Officer*)

Ms. LI Xiaoting (李肖婷女士)

Dr. LEE Yau Wing Vincent (李佑榮醫生)

Mr. LI Chunshan (李春山先生)

Independent Non-executive Directors

Dr. LAU Johnson Yiu-Nam (劉耀南醫生)

Dr. LI Kwok Tung Donald *SBS JP* (李國棟醫生)

Mr. MA Andrew Chiu Cheung (馬照祥先生)

Mr. CHAN Chi Leong (陳智亮先生)

Ms. BENTLEY Annie Liang (梁安妮女士)

In the forthcoming annual general meeting of our Company, Dr. LEE Yau Wing Vincent, Dr. LAU Johnson Yiu-Nam and Mr. MA Andrew Chiu Cheung will retire as Directors in accordance with Article 84 of the Articles of Association of our Company ("Articles of Association") and, being eligible, will offer themselves for re-election.

DIRECTORS', SENIOR MANAGEMENT'S AND COMPANY SECRETARY'S PROFILE

Profile details of our Directors, the senior management and company secretary of our Group are set out on pages 19 to 28 of this report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with our Company on 13 December 2017 and our Company has issued letters of appointment to each of the independent non-executive Directors. The principal particulars of these service contracts and letters of appointment are (a) for a term of 3 years commencing from 13 December 2017 and (b) are subject to termination in accordance with their respective terms. The term of the service contracts and the letters of appointment may be renewed in accordance with the Articles of Association and the applicable rules of the Listing Rules.

None of our Directors proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract which is not determinable by our Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

董事

於截至2017年12月31日止年度及直至本報告日期的董事如下：

執行董事

林順潮醫生(太平紳士)(主席兼執行董事)

李肖婷女士

李佑榮醫生

李春山先生

獨立非執行董事

劉耀南醫生

李國棟醫生(銀紫荊星章、太平紳士)

馬照祥先生

陳智亮先生

梁安妮女士

根據本公司組織章程細則(「組織章程細則」)第84條的規定，李佑榮醫生、劉耀南醫生及馬照祥先生將於本公司應屆股東週年大會上退任董事職務，並合資格亦願意膺選連任。

董事、高級管理層及公司秘書履歷

有關董事、本集團高級管理層及公司秘書的履歷詳情載於本報告第19至28頁。

董事服務合約

各執行董事與本公司於2017年12月13日訂立服務合約，且本公司已向各獨立非執行董事發出委聘書。有關服務合約及委聘書的主要詳情如下：(a)自2017年12月13日起計為期三年；及(b)可根據各自條款終止。各份服務合約及委聘書可根據組織章程細則及上市規則項下的適用規則續期。

擬於應屆股東週年大會重選連任的董事並無訂有本公司或其任何附屬公司不可於毋須作出賠償(一般法定賠償除外)而於一年內終止的未到期服務合約。

EMOLUMENT POLICY

Our Group remunerates its employees, including our Directors, on the basis of their merit, qualifications and competence. Our employees are subject to regular job performance reviews which determine their promotion prospects and compensation. Subject to our Group's profitability, our Group may also provide discretionary bonuses to its employees as an incentive for their contribution to our Group. Our Company has adopted share option scheme as an incentive to our Directors and eligible employees.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of business of our Company were entered into or existed during the year ended 31 December 2017.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified out of assets of our Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

DIRECTORS' MATERIAL INTEREST IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Save as the related party transactions as disclosed in note 32 to the consolidated financial statements, no Director and/or any of his/her connected entity had a material interest, whether directly or indirectly, in any transactions, arrangements or contracts of significance to the business of our Group to which our Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisted at the end of the year or at anytime during the year.

薪酬政策

本集團根據其僱員(包括董事)的績效、資歷及能力給予彼等薪酬。我們的僱員須進行定期工作績效考核以釐定彼等的晉升前景及薪酬。根據本集團的盈利能力，本集團亦可能向其僱員提供酌情花紅作為彼等對本集團所作貢獻的獎勵。本公司亦採納購股權計劃作為對董事及合資格僱員的獎勵。

管理合約

於截至2017年12月31日止年度，概無訂立或存續有關本公司業務整體或任何重部分的管理及行政合約。

獲准許彌償條文

根據組織章程細則，每名董事就其執行職務或與此有關所蒙受的或招致的一切損失或負債，均有權自本公司資產中獲得彌償保證。

董事於對本公司業務屬重大的交易、安排及合約中的重大權益

除綜合財務報表附註32所披露的關聯方交易外，概無董事及／或其任何關連實體於本公司、其控股公司或其任何附屬公司或同系附屬公司於年末或年內任何時間參與訂立對本集團公司業務屬重大的任何交易、安排及合約中直接或間接擁有重大權益。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Maida Medical Software Development (Shenzhen) Company Limited (邁達醫療軟件開發(深圳)有限公司) (“Shenzhen Maida”) is a wholly-owned subsidiary of D&S Limited which is a connected person of our Company. Shenzhen Maida is therefore a connected person of our Company pursuant to Rule 14A.07 of the Listing Rules.

Shenzhen C-MER Hospital entered into a lease agreement with Shenzhen Maida dated 25 May 2017 (the “Lease Agreement”) in relation to the lease to Shenzhen C-MER Hospital of a property located at No. 101 Sheng Tang Building, Tairanjiu Lu, Futian, Shenzhen, the PRC (the “Shenzhen Property”), which constitutes continuing connected transactions for our Company.

The Lease Agreement was for a term from 1 June 2017 to 31 May 2020. The Shenzhen Property is currently used by Shenzhen C-MER Hospital as the premises for our eye hospital in Shenzhen.

The rental expense payable under the Lease Agreement is determined with reference to (1) the historical amounts of rental during the three years ended 31 December 2016 and (2) the market rates of the premises of similar condition and size. Shenzhen C-MER Hospital has the option to renew the Lease Agreement upon its expiry with reference to the then prevailing market rates subject to compliance with the Listing Rules for a term not exceeding three years from the expiry date of any preceding lease term until Shenzhen C-MER Hospital decides not to exercise the renewal option.

The amount of annual rental under the Lease Agreement is determined on an arm’s length basis and upon normal commercial terms. Savills Valuation and Professional Services Limited, an independent valuer of our property interests, has confirmed that the amount of rental payable by us for the Shenzhen Property under the Lease Agreement is fair and reasonable and comparable to the prevailing market rates.

關連交易及持續關連交易

邁達醫療軟件開發(深圳)有限公司(「深圳邁達」)為D&S Limited的全資附屬公司，而D&S Limited為本公司的關連人士。因此，根據上市規則第14A.07條，深圳邁達為本公司的關連人士。

深圳希瑪醫院與深圳邁達就出租深圳希瑪醫院的一項物業(位於中國深圳市福田區泰然九路盛唐大廈101室，「深圳物業」)予深圳希瑪醫院於2017年5月25日訂立租賃協議(「租賃協議」)，其構成本公司的持續關連交易。

租賃協議的租期自2017年6月1日起至2020年5月31日止。深圳物業現時由深圳希瑪醫院用作深圳的眼科醫院物業。

根據租賃協議應付的租金費用參考(1)截至2016年12月31日止三個年度的過往租金金額；及(2)同類狀態及規模的物業的市場價格釐定。在符合上市規則規定的前提下，深圳希瑪醫院有權選擇於租期屆滿後參考屆時通行的市場價格續約，期限為自上一個租期屆滿日期起不超過三年，直至深圳希瑪醫院決定不再行使續期權利為止。

租賃協議項下的年租金金額乃按正常商業條款經公平磋商後釐定。我們的獨立物業權益估值師第一太平戴維斯估值及專業顧問有限公司已確認，租賃協議項下我們就深圳物業應付的租金金額屬公平合理，且與現行市場價格相若。

The following table sets forth the annual caps for the rental expense payable by us in respect of the Shenzhen Property for the three years ending 31 December 2019:

下表載列截至2019年12月31日止三個年度我們就深圳物業應付的租金費用年度上限：

		Year ended/ending 31 December 截至12月31日止年度		
		2019	2018	2017
		2019年	2018年	2017年
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Annual rental	年租金	9,885	9,885	9,885

The transactions contemplated under the Lease Agreement also constitute related party transaction of our Company under HKFRS, details of which are set out in note 32 to the consolidated financial statements.

租賃協議項下擬進行交易亦構成香港財務報告準則項下本公司的關聯方交易，有關詳情載列於綜合財務報表附註32內。

ANNUAL REVIEW OF THE CONTINUING CONNECTED TRANSACTIONS

持續關連交易年度審核交易

The independent non-executive Directors have reviewed the above non-exempt continuing connected transactions and confirmed that the transactions have been entered into:

獨立非執行董事已審核上述非豁免持續關連交易並確認該等交易已：

- (a) in the ordinary and usual course of business of our Group;
- (b) on normal commercial terms or on terms no less favourable to our Group than terms available to or from independent third parties; and
- (c) according to the agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of our Company as a whole.

- (a) 於本集團一般及日常業務過程中進行；
- (b) 按正常商業條款或不遜於本集團從獨立第三方可得或獲取的條款；及
- (c) 根據其規管協議按公平合理並符合本公司股東整體利益的條款訂立。

Pursuant to Rule 14A.56 of the Listing Rules, the Company's auditor was engaged to perform certain procedures in respect of the continuing connected transactions set out above in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions.

根據上市規則第14A.56條，本公司委聘核數師根據香港核證委聘準則第3000號「審核或審閱歷史財務資料以外的核證委聘」，並參照香港會計師公會頒佈的實務說明第740號「關於上市規則所述持續關連交易的核數師函件」就上文所載持續關連交易執行若干程序。核數師已就持續關連交易發出載有其審查結果及結論的無保留意見函件。

REPORT OF THE DIRECTORS

董事會報告

RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken by our Group in its normal course of business are set out in note 32 to the consolidated financial statements. Those related party transactions/continuing connected transactions under the Listing Rules, which are set out in the paragraph headed “Connected Transactions and Continuing Connected Transactions” on pages 44 to 45, have complied with Chapter 14A of the Listing Rules.

DIRECTORS’ INTERESTS IN COMPETING BUSINESS

As of 31 December 2017, none of our Directors is interested in any business, apart from our Group’s businesses, which competes or is likely to compete, either directly or indirectly, with the businesses of our Group.

RIGHTS TO ACQUIRE THE COMPANY’S SECURITIES AND EQUITY-LINKED AGREEMENTS

Our Company has share option schemes, the details of which are set out in the section headed “Share Options” in the Report of our Directors. Save as the aforesaid, no equity-linked agreement was entered into or existed during the year ended 31 December 2017 and up to the date of this report.

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

As our Company was not listed on the Stock Exchange as of 31 December 2017, Divisions 7 and 8 of Part XV of the SFO and section 352 of the SFO were not applicable to our Directors or chief executive of our Company as of 31 December 2017.

關聯方交易

本集團於日常業務過程中進行的重大關聯方交易的詳情載於綜合財務報表附註32內。根據上市規則構成的關聯方交易／持續關連交易(載於第44至45頁「關連交易及持續關連交易」一段)已遵守上市規則第14A章。

董事於競爭業務中的權益

於2017年12月31日，概無董事於任何與本集團業務構成或可能構成直接或間接競爭的業務(惟本集團業務除外)中擁有任何權益。

購買本公司證券及權益掛鈎協議

本公司擁有購股權計劃，有關詳情載於董事報告書內「購股權」一節。除上文所述者外，截至2017年12月31日止年度及直至本報告日期，概無訂立或存續權益掛鈎協議。

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

由於本公司於2017年12月31日前尚未上市，證券及期貨條例第XV部第7及8分部於2017年12月31日並不適用於董事或本公司的最高行政人員。

As of the date of this report, the interests and short positions of our Directors and chief executive of our Company in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept pursuant to Section 352 of the SFO; or (c) as otherwise notified to our Company and the Stock Exchange pursuant to the Model Code were as follows:

於本報告日期，董事及本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有須(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例相關條文當作或視為擁有的權益或淡倉)，或(b)根據證券及期貨條例第352條須登記於該條所指登記冊內的權益或淡倉，或(c)根據標準守則須知會本公司及聯交所的權益及淡倉如下：

(A) Long position in ordinary Shares of our Company

(A) 於本公司普通股的好倉

Name of Director 董事姓名	Nature of Interest 權益性質	Number of shares 股份數目	Approximate percentage of shareholding in our Company (%) 於本公司股權概約百分比(%)
Dr. LAM Shun Chiu Dennis JP 林順潮醫生(太平紳士)	Beneficial owner; Interest in controlled corporation 實益擁有人； 受控法團權益	722,696,756 (long position) (Note) 722,696,756股 (好倉)(附註)	70.2%
Dr. LAU Johnson Yiu-Nam 劉耀南醫生	Beneficial owner 實益擁有人	8,030,865 (long position) 8,030,865股(好倉)	0.8%

Note: 722,696,756 shares are beneficially owned by C-MER Group Limited ("C-MER Group"). C-MER Group Limited is owned as to 70% by Dr. Dennis LAM and 30% by Ms. LI. Ms. LI is the spouse of Dr. Dennis LAM, and both of them have been managing and operating our business collectively and reaching consensus before making major decisions in respect of our business. Both Dr. Dennis LAM and Ms. LI will continue to act jointly following the Listing so far as the exercise of the voting rights attached with our Shares (through C-MER Group) is concerned.

附註：722,696,756股股份由希瑪集團有限公司(「希瑪集團」)實益擁有。希瑪集團分別由林順潮醫生及李女士擁有70%及30%的權益。李女士為林順潮醫生的配偶，且兩人均一直共同管理及經營我們的業務並於作出有關我們的業務的主要決策前達成一致意見。林順潮醫生及李女士於上市後均將就(透過希瑪集團)行使股份投票權繼續共同行動。

By virtue of the SFO, Dr. Dennis LAM is deemed to be interested in the shares held by C-MER Group.

根據證券及期貨條例，林順潮醫生被視為於希瑪集團所持股份中擁有權益。

REPORT OF THE DIRECTORS

董事會報告

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

(B) 於本公司相關股份的好倉 – 實物結算非上市股本衍生工具

Name of Director 董事姓名	Nature of Interest 權益性質	Number of underlying shares in respect of the share options granted (Note 1) 有關授出購股權的相關股份數目(附註1)	Approximate percentage of shareholding in our Company (%) 於本公司股權概約百分比(%)
Dr. LEE Yau Wing Vincent 李佑榮醫生	Beneficial owner 實益擁有人	12,953,000 (long position) (Note) 12,953,000股 (好倉)(附註)	1.3%
Mr. LI Chunshan 李春山先生	Beneficial owner 實益擁有人	1,036,000 (long position) (Note) 1,036,000股 (好倉)(附註)	0.1%

Notes:

- (1) Details of the above share options granted by our Company are set out in the section headed "Pre-IPO Share Option Scheme and Share Option Scheme" in this report.

附註：

- (1) 有關上述本公司授出的購股權詳情載於本報告「首次公開發售前購股權計劃及購股權計劃」一節

Save as disclosed above, as of the date of this report, so far as is known to our Directors or chief executive of our Company, none of our Directors or chief executive of our Company had interests or short positions in the Shares, underlying Shares and debentures of our Company or its associated corporations which (a) were required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to our Company and the Stock Exchange.

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

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

As our Company was not listed on the Stock Exchange as of 31 December 2016, Divisions 2 and 3 of Part XV of the SFO and section 336 of the SFO were not applicable to our Company as of 31 December 2016.

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

主要股東於本公司股份及相關股份的權益及淡倉

由於本公司於2016年12月31日並未在聯交所上市，故於截至2016年12月31日，證券及期貨條例第XV部第2及3分部及證券及期貨條例第336條並不適用於本公司。

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

Name of Shareholder 股東名稱	Nature of Interest 權益性質	Number of shares 股份數目	Approximate percentage of shareholding in our Company (%) 於本公司持股概約百分比(%)
C-MER Group 希瑪集團	Beneficial owner 實益擁有人	722,696,756 (long position) (Note) 722,696,756股(好倉)(附註)	70.2%

Notes:

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

By virtue of the SFO, Dr. Dennis LAM is deemed to be interested in the shares held by C-MER Group.

Save as disclosed above, as of the date of this report, our Directors were not aware that there is any other party (not being a Director or chief executive of our Company) who, as of the date of this report, had an interest or short positions 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 recorded in the register required to be kept by our Company pursuant to section 336 of the SFO.

附註：

- 希瑪集團有限公司由林順潮醫生及李女士分別持有其70%及30%的權益。李女士為林順潮醫生的配偶，且兩人均一直共同管理及經營我們的業務並於作出有關我們業務的重大決策前達成一致意見。林順潮醫生及李女士於上市後均將就(透過希瑪集團)行使股份投票權繼續共同行動。

根據證券及期貨條例，林順潮醫生被視為由希瑪集團持有的股份中擁有權益。

除上文所披露者外，就董事所知，於本報告日期，概無任何其他人士(不屬董事及本公司最高行政人員)於本報告日期，於本公司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分部的條文須向本公司披露或記錄於本公司根據證券及期貨條例第336條須存置的登記冊內的股份或相關股份的權益及/或淡倉。

REPORT OF THE DIRECTORS

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to our Company and to the best of our Directors' knowledge, information and belief, our Company has always maintained sufficient public float as required under the Listing Rules throughout the period from the Listing Date up to the date of this report.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by our Company are set out in the "Corporate Governance Report" section on pages 51 to 61 of this report.

EVENTS AFTER THE BALANCE SHEET DATE

Details of the significant event after the balance sheet date are set out in the Management Discussion and Analysis on pages 14 to 15 of this report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2017 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of our Company. A resolution for re-appointment of PricewaterhouseCoopers as the independent auditor of our Company will be proposed at the forthcoming annual general meeting.

On behalf of our Board
Dr. LAM Shun Chiu Dennis JP
Chairman and Chief Executive Officer

Hong Kong, 28 March 2018

公眾持股量充足

根據本公司可公開獲得的資料及據董事所深知、所悉及所信，本公司自上市日期起直至本報告日期止已根據上市規則所規定一直維持足夠公眾持股量。

企業管治

本公司採納的主要企業管治常規載於本報告第51頁至第61頁「企業管治報告」一節。

結算日後事項

資產負債表日後的重大事項詳情載於本報告第14頁至第15頁的管理層討論及分析。

核數師

截至2017年12月31日止年度的綜合財務報表已由羅兵咸永道會計師事務所審核，其將退任並符合資格且願意接受重新委任。重新委任羅兵咸永道會計師事務所為本公司獨立核數師的決議案將於應屆股東週年大會上提呈。

代表董事會
主席兼行政總裁
林順潮醫生(太平紳士)

香港，2018年3月28日

CORPORATE GOVERNANCE PRACTICE

The Board is committed to maintaining high corporate governance standards.

The Company has been listed on the Stock Exchange since 15 January 2018. During the period from the Listing Date up to the date of this annual report, the Company has applied the principles as set forth in the Corporate Governance Code (the “CG code”) contained in Appendix 14 to the Listing Rules which are applicable to the Company.

Code provisions A.1.1 and C.3.3 respectively provide that board meetings should be held at least four times a year at approximately quarterly intervals with a majority of Directors being present and the Audit Committee must meet at least twice a year with the issuer’s auditors. The Company was not a listed company during the year ended 31 December 2017 and hence, it did not follow the requirements in the Code provisions A.1.1 and C.3.3. During the period from 1 January 2018 and up to the date of this annual report, the Board has convened one meeting and the Audit Committee has convened two meetings with the auditors of the Company for the purpose of approving the annual results of the Company for the year ended 31 December 2017. The Company will continue to strictly comply with the corporate governance requirements under the CG Code and the Listing Rules.

In the opinion of the Board, during the period from the Listing Date up to the date of this annual report, the Company has complied with all applicable code provisions as set forth in the CG Code, save and except for code provision A.2.1 which states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Dr. LAM Shun Chiu Dennis is both our chairman and chief executive officer and is responsible for the overall management of the Group and directing the strategic development and business plans of the Group.

企業管治常規

董事會致力維持高水平的企業管治標準。

本公司自2018年1月15日(「上市日期」)在聯交所上市。自上市日期起至本年報日期止期間，本公司已採納本公司適用的上市規則附錄14所載企業管治守則(「企業管治守則」)中的原則。

守則條文第A.1.1條規定每年須舉行至少四次董事會會議，大約每季度一次，且大多數董事必須出席，而守則條文第C.3.3條規定審核委員會每年須與發行人核數師會面至少兩次。於截至2017年12月31日止年度，本公司並非上市公司，故並無遵守守則條文第A.1.1及C.3.3條的規定。自2018年1月1日起至本年報日期止期間，董事會曾召開一次會議，而審核委員會與本公司核數師曾召開兩次會議，以批准本公司截至2017年12月31日止年度的全年業績。本公司將繼續嚴格遵守企業管治守則項下的企業管治規定及上市規則。

董事認為，本公司於上市日期起及直至本年報日期的期間內已遵守企業管治守則所載的全部適用守則條文，但守則條文A.2.1除外，該條規定「主席與行政總裁的角色應有區分，並不應由一人同時兼任」。林順潮醫生同時擔任主席及行政總裁的職務，負責本集團的整體管理及指導本集團的策略發展及業務計劃。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board believes that vesting the roles of the Chairman and Chief Executive Officer in the same individual would enable the Company to achieve higher responsiveness, efficiency and effectiveness when formulating business strategies and executing business plans. The Board believes that the balance of power and authority is sufficiently maintained by the operation of the senior management and the Board, which comprises experienced and high-calibre individuals. The Board currently comprises four executive Directors (including Dr. LAM Shun Chiu Dennis) and five independent non-executive Directors and therefore has a fairly strong independence element in its composition. The Board of Directors will nevertheless review the structure and composition of the Board of Directors from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set forth in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions of the Directors. Employees of the Group (the “**Relevant Employees**”) who, because of their office or employment, are likely to possess inside information in relation to the Company or its securities are also subject to compliance with the Model Code. Following specific enquiry, each of the Directors has confirmed compliance with the Model Code throughout the period from the Listing Date and up to the date of this annual report. No incident of non-compliance of the Model Code by the Relevant Employees was noted by the Company during the period from the Listing Date to the date of this annual report.

BOARD OF DIRECTORS

The Board currently comprises nine members as follows:

Executive Directors:

Dr. LAM Shun Chiu Dennis JP
(Chairman and Chief Executive Officer)
Ms. LI Xiaoting
Dr. LEE Yau Wing Vincent
Mr. LI Chunshan

Independent Non-executive Directors:

Dr. LAU Johnson Yiu-Nam
Dr. LI Kwok Tung Donald SBS JP
Mr. MA Andrew Chiu Cheung
Mr. CHAN Chi Leong
Ms. BENTLEY Annie Liang

董事會相信，主席及首席執行官的角色由同一人擔任將使本公司於制訂業務策略及執行業務計劃時更敏捷、有效率及更具效益。董事會相信，由經驗豐富及優秀人才組成的高級管理層及董事會的管理足以達致平衡其權力與權限。董事會現時由四名執行董事(包括林順潮醫生)及五名獨立非執行董事組成，因此其組成具有相當高的獨立性。然而，董事會仍將根據現況不時檢討董事會的架構及組成，以保持本公司的高水平企業管治常規。

證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「**標準守則**」)，作為董事進行證券交易的操守守則。因職務或僱傭關係而可能管有關於本公司或其證券內幕消息的本集團僱員(「**有關僱員**」)亦須遵守標準守則。作出特定查詢後，各董事確認於上市日期起至本報告日期止期間一直遵守標準守則。於上市日期起至本年報日期止期間，本公司並無獲悉有關僱員不遵守標準守則的事件。

董事會

董事會現由九名成員組成如下：

執行董事：

林順潮醫生(太平紳士)
(主席兼行政總裁)
李肖婷女士
李佑榮醫生
李春山先生

獨立非執行董事：

劉耀南醫生
李國棟醫生(銀紫荊星章、太平紳士)
馬照祥先生
陳智亮先生
梁安妮女士

The biographical information of the Directors are set out in the section headed “Directors and Senior Management” on pages 19 to 28 of this annual report. The relationships between the members of the Board are also disclosed under the same section.

Chairman and Chief Executive Officer

The roles of the Chairman and the Chief Executive Officer of the Company are served by Dr. LAM Shun Chiu Dennis *JP* and have not been segregated as required under code provision A.2.1 of the CG Code. The Board is of the view that such arrangement provided the Group with strong and consistent leadership to the Company and allowed for more effective and efficient business planning and decisions as well as execution of long term business strategies.

Independent Non-executive Directors

During the period from the Listing Date up to the date of this annual report, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

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

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Code provision A.4.1 of the CG Code stipulates that non-executive directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Each of the executive Directors is appointed under a service contract for a term of three years from 28 June 2017 which is terminable by either party by giving three months' written notice to the other party. Each of the independent non-executive Directors is appointed under a services contract for a term of three years from 13 December 2017 which is terminable by either party by giving three months' written notice to the other party.

董事的履歷資料載於本年報第19至28頁「董事及高級管理層」一節。董事會成員之間的關係也於同一節披露。

主席及行政總裁

本公司主席及行政總裁的職務由林順潮醫生(太平紳士)擔任，並無根據企業管治守則條文第A.2.1條就本公司主席及行政總裁的角色作出區分。董事會認為此安排可使本集團為本公司提供穩固及貫徹的領導，有助作出更有效及具效益的業務規劃及決策以及執行長遠業務策略。

獨立非執行董事

於上市日期至本年報日期的期間內，董事會一直遵守上市規則有關於委任至少三名獨立非執行董事(佔董事會的三分之一，且其中一人擁有適當專業資格或會計或相關財務管理經驗)的規定。

本公司已收取各獨立非執行董事根據上市規則第3.13條所載的指引而作出就其獨立身份的書面年度確認書。本公司認為所有獨立非執行董事均為獨立人士。

委任及重選董事

企業管治守則的守則條文第A.4.1條規定非執行董事應按特定任期獲委任，且須接受重選，而守則條文第A.4.2條載述，所有獲委任填補臨時空缺的董事應在彼等獲委任後的第一次股東大會上由股東選任，以及每名董事(包括按特定任期獲委任的董事)應至少每三年輪席退任一次。每名執行董事均為根據自2017年6月28日起為期三年的服務合約而獲委任，其任期可通過由任何一方提前三個月向另一方發出的書面通知而終止。每名獨立非執行董事均為根據自2017年12月13日起為期三年的服務合約而獲委任，其任期可通過由任何一方提前三個月向另一方發出的書面通知而終止。

CORPORATE GOVERNANCE REPORT

企業管治報告

In accordance with the Articles of Association, all Directors are subject to retirement by rotation and re-election at AGM at least once every three years. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting and any Director appointed by the Board as an addition to the Board shall hold office until the next following AGM after his/her appointment and they will be subject to re-election at such meeting.

Roles and Responsibilities of the Board

The Board, led by the Chairman, Dr. LAM Shun Chiu Dennis, determines and monitors the overall strategy and policies, annual budgets and business plans, evaluates the performance of the Group, and supervises the management of the Company.

The Board is accountable to shareholders for the activities and performance of the Group and its primary functions cover, among other things, the formulation of overall strategy, the review of the corporate and financial policies, review and assessment of the Company's financial reporting, internal control and risk management systems and the oversight of the management of the Group's business and affairs.

All Directors, including and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

All Directors have full and timely access to all the information of the Company as well as the services and advice from the senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

Directors' Continuous Professional Development

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

Every newly appointed Director will receive formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

根據組織章程細則，所有董事均須至少每三年輪席退任一次，並在股東週年大會上重選連任。任何由董事會委任以填補臨時空缺的董事可擔任該職務直至第一次股東大會，而任何由董事會委任為新增董事進入董事會的董事可擔任該職務直至獲委任後下屆股東週年大會為止，且彼等須於會上重選連任。

董事會的角色及職責

董事會在主席林順潮醫生的領導下，決定及監察整體策略及政策、年度預算及業務計劃、評估本集團的表現以及監察本公司的管理層。

董事會須就本集團的活動及表現向股東負責，其主要職能涵蓋(其中包括)制訂整體策略、審閱企業及財務政策、審閱及評估本公司的財務報告、內部控制及風險管理系統，以及監察本集團業務及事務的管理。

全體董事(包括獨立非執行董事)均為董事會的有效運行帶來廣泛的寶貴業務經驗、知識及專業能力。

全體董事均可充分且及時地獲取本公司的全部資料以及高級管理層的服務及建議。董事可應要求在適當情況下要求取得獨立專業意見，以便執行其對本公司的職責，費用由本公司承擔。

董事應向本公司披露該董事的其他任職情況，且董事會將定期審閱各董事為履行其對本公司的責任而做出的貢獻。

董事的持續專業發展

董事應熟知作為本公司董事的責任及本公司的行動、業務活動及發展情況。

每名新獲委任董事均將收取關於其首次就任的正式及全面的指示，以確保其適當理解本公司的業務及營運，並充分知悉上市規則及相關法律規定項下的董事責任及義務。

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All Directors are encouraged to attend relevant training courses at the Company's expenses.

For the year end 31 December 2017 up to the date of this annual report, the Company organized a training session conducted by lawyers for Directors and all Directors have attended the training session. The sessions conducted by lawyers focused on corporate governance, directors' duties, responsibilities and obligations under the Listing Rules and The Codes on Takeovers and Mergers and Share Buy-backs. The Directors and senior management have also reviewed the performance of the Company and the sales strategy of the industry and have also discussed the market condition of the industry.

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website (www.cmereye.com) and the HKEx's website (www.hkexnews.hk) and are available to Shareholders upon request.

The majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out under "Board of Directors" in this Corporate Governance Report.

Audit Committee

The primary duties of the Audit Committee are to review, supervise, and assist the Board in providing an independent view of, our financial reporting processes, and internal control and risk management systems, as well as to oversee the audit process, review our annual and interim financial statements, provide advice and comments to the Board on matters related to corporate governance, and perform other duties and responsibilities as assigned by the Board from time to time.

As the Audit Committee was established and the shares were listed on the Stock Exchange on the Listing Date which is after the year end of 2017, the Audit Committee did not have any meeting and did not meet the Company's external auditors during the year ended 31 December 2017.

董事應參加適當的持續專業發展，以便提升及更新其知識及技能，從而確保其在具備全面資訊及切合所需的情況下為董事會作出貢獻。全體董事均鼓勵參加相關的培訓課程，費用由本公司承擔。

截至2017年12月31日止年度直至本年報日期，本公司已組織由律師為董事舉行的一次培訓課，全體董事均已參加培訓課。由律師舉行的培訓課聚焦於上市規則及《公司收購、合併及股份回購守則》項下的企業管治、董事職責、責任及義務。董事及高級管理層亦已審閱本公司的表現及行業銷售策略，並討論行業市況。

董事會委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，以便從具體方面監督本公司事務。本公司的所有董事會委員會均設有明確的書面職權範圍。董事會各委員會的職權範圍已公佈於本公司網站 (www.cmereye.com) 及香港交易所網站 (www.hkexnews.hk)，並可根據股東的要求而提供。

各委員會的大多數成員均為獨立非執行董事，且董事會各委員會的主席及成員名單載於本企業管治報告的「董事會」中。

審核委員會

審核委員會的主要職責是檢討並監察我們的財務申報程序、內部控制及風險管理系統以及協助董事會就此提供獨立意見，以及監督審核程序、審閱我們的年度及中期財務報表、就有關企業管治的事宜向董事會提供建議及意見並履行董事會不時指派的其他職責及責任。

由於審核委員會已成立且股份於上市日期(為2017年年底後)在聯交所上市，審核委員會於截至2017年12月31日止年度內並無舉行任何會議且並無與本公司的外部核數師舉行會議。

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During the period from the Listing Date up to the date of this annual report, the Audit Committee had 2 meetings with the auditor of the Company to discuss the annual audit for the year ended 31 December 2017.

Remuneration Committee

The primary duties of the Remuneration Committee are to (i) develop and review the policies and the structure of the remuneration for the Directors and senior management; (ii) evaluate the performance of, and make recommendations on the remuneration packages and long-term incentive compensation or equity plans for, the Directors and senior management; and (iii) evaluate and make recommendations on employee benefit arrangements.

As the Remuneration Committee was established and the shares were listed on the Stock Exchange on the Listing Date which is after the year end of 2017, the Remuneration Committee did not have any meeting during the year ended 31 December 2017.

Nomination Committee

The primary functions of the Nomination Committee are to make recommendations to the Board in relation to the appointment and removal of Directors and senior management, and on matters of succession planning.

In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Board diversity policy, including but not limited to professional qualifications, regional and industry experience, educational and cultural background, skills, industry knowledge, reputation and gender. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

As the Nomination Committee was established and the shares were listed on the Stock Exchange on the Listing Date which is after the year end of 2017, the Nomination Committee did not have any meeting during the year ended 31 December 2017.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

自上市日期起直至本年報日期止期間內，審核委員會已與本公司核數師召開兩次會議，以討論截至2017年12月31日止年度的年度審計。

薪酬委員會

薪酬委員會的主要職責是(i)制訂及檢討董事及高級管理層的薪酬政策及架構；(ii)評估董事及高級管理層的表現，並就董事及高級管理層的薪酬待遇及長期獎勵報酬或股權計劃提供建議；及(iii)對員工福利安排進行評估及提供建議。

由於薪酬委員會已成立且股份於上市日期(為2017年年底後)在聯交所上市，薪酬委員會於截至2017年12月31日止年度內並無舉行任何會議。

提名委員會

提名委員會的主要職責是有關董事及高級管理層的委任及罷免及就繼任計劃事宜向董事會提供建議。

在評估董事會組成情況時，提名委員會將考慮董事會多元化政策所載的各個方面，包括但不限於專業資格、地區及行業經驗、教育及文化背景、技能、行業知識、聲譽及性別。如有必要，提名委員會將討論及議定旨在使董事會達到多元化的可計量目標，並將其推薦予董事會以供採納。

確定及選擇董事的適當人選時，提名委員會在向董事會作出建議之前，將考慮人選的性格、資格、經驗、獨立身份以及補充企業策略及達成董事會多元化所需的其他相關標準。

由於提名委員會已成立且股份於上市日期(為2017年年底後)在聯交所上市，提名委員會於截至2017年12月31日止年度內並無舉行任何會議。

企業管治職能

董事會負責履行企業管治守則的守則條文第D.3.1條所載的職能。

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

董事會審核本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司在遵守法律及監管規定方面的政策及常規、對標準守則及指引的遵守情況及本公司遵守企業管治守則的情況，以及本企業管治報告中的披露情況。

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

董事及委員會成員的出席記錄

The attendance record of each Director at the Board meeting and Board Committee meetings of the Company held during the period from 1 January 2018 and up to the date of this annual report set out in the table below:

各董事於2018年1月1日起及直至本年報日期止期間舉行的董事會會議、董事會委員會會議及本公司股東大會的出席記錄如下：

Independent Non-executive Directors:

獨立非執行董事：

Name of Directors 董事姓名	Board 董事會	Attendance/Number of Meetings 出席／會議次數			Audit Committee 審核委員會
		Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會		
<i>Executive Directors</i> 執行董事					
Dr. LAM Shun Chiu Dennis JP 林順潮醫生(太平紳士)	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Ms. LI Xiaoting 李肖婷女士	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Dr. LEE Yau Wing Vincent 李佑榮醫生	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. LI Chunshan 李春山先生	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
<i>Independent Non-executive Directors</i> 獨立非執行董事					
Dr. LAU Johnson Yiu-Nam 劉耀南醫生	0/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Dr. LI Kwok Tung Donald SBS JP 李國棟醫生(銀紫荊星章、太平紳士)	1/1	N/A 不適用	N/A 不適用	N/A 不適用	1/2
Mr. MA Andrew Chiu Cheung 馬照祥先生	1/1	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. CHAN Chi Leong 陳智亮先生	1/1	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Ms. BENTLEY Annie Liang 梁安妮女士	0/1	N/A 不適用	N/A 不適用	N/A 不適用	1/2

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According to article 56 of the Articles of Association, an annual general meeting of the Company shall be held in each year other than the year of the Company's adoption of the amended and restated Articles of Association. As the amended and restated Articles of Association which became effective on the Listing Date was adopted pursuant to written resolutions of all Shareholders passed on 13 December 2017, no AGM was held during the year ended 31 December 2017.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2017.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 62 to 68 of this annual report.

AUDITOR'S REMUNERATION

An analysis of the remuneration that should be paid to the external auditor of the Company, PricewaterhouseCoopers, for the audit of the year ended 31 December 2017 and non-audit services is set out below:

根據組織章程細則第56條，除本公司採納經修訂及重訂組織章程細則的年度外，本公司應每年舉行一次股東週年大會。根據全體股東於2017年12月13日通過的書面決議案，於上市日期生效的經修訂及重訂組織章程細則已被採納，因此於截至2017年12月31日止年度內並無舉行股東週年大會。

董事有關財務報表的責任

董事明瞭彼等有責任編製本公司截至2017年12月31日止年度的財務報表。

董事並未知悉對本公司持續經營能力構成重大疑問的事件或情況有任何重大不確定性。

本公司獨立核數師關於其對財務報表報告責任的聲明載於本年報第62頁至第68頁的獨立核數師報告中。

核數師酬金

就截至2017年12月31日止年度的審核及非審核服務而向本公司的外部核數師羅兵咸永道會計師事務所支付的酬金分析載列如下：

Services rendered	所提供服務	Service Category
		Fees Paid/Payable
		已付／應付費用 (按服務類別)
		HK\$'000
		千港元
Audit service	審計服務	1,900
Non-audit Services	非審計服務	171

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for maintaining an effective risk management and internal control systems to safeguard the Company's assets and the interests of Shareholders. Subsequent to the Company's listing on the Stock Exchange on the Listing Date, the Board, through the Audit Committee, conducted a review of the effectiveness of the internal control system of the Company on 21 March 2018, including the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting, internal audit and financial reporting function. Please refer to section headed "Business — Risk Management and Internal Control" in the Prospectus for further details.

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

- Well-defined organisational structure with appropriate segregation of duties, limit of authority, reporting lines and responsibilities to minimise risk of errors and abuse;
- Clear and written policies and procedures have been established and regularly reviewed for major functions and operations;
- Important business functions or activities are managed by experienced, qualified and suitably trained staff;
- Continuous monitoring of the key operating data and performance indicators, timely and up-to-date business and financial reporting, immediate corrective actions are taken where necessary; and
- Internal audit function to perform independent appraisal of major operations on an ongoing basis.

A risk-based approach is adopted to ensure that a methodical coverage of the Group's operations and resources are focused on high risk areas. The internal audit team takes the lead to evaluate the risk management and internal control systems of the Group by reviewing the major operations of the Group on a rotational basis every year. The review covers all material controls including financial, operational, compliance controls and risk management. Review results and recommendations in the form of written reports are submitted to the Audit Committee for discussion and review. Follow up actions will be taken up by the internal audit team to ensure that findings previously identified have been properly resolved.

風險管理及內部控制

董事會負責維持有效的風險管理及內部控制系統以保護本公司的資產及股東的權益。在本公司於上市日期在聯交所上市後，董事會已於2018年3月21日透過審核委員會審查本公司內部控制系統的有效性，包括資源充足性、員工資格及經驗、培訓計劃以及本公司會計、內部審核及財務報告職能的預算。有關進一步詳情，請參閱招股章程「業務－風險管理及內部控制」一節。

本集團風險管理及內部控制架構的主要元素如下：

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

已採納風險為本的方法以確保本集團的運作及資源可井然涵蓋高風險範圍。內部審核團隊領導每年輪流檢討本集團主要營運以評估本集團風險管理及內部控制制度的工作。檢討涵蓋所有主要控制，包括財務、營運、合規控制以及風險管理。檢討結果及建議會以書面報告形式向審核委員會提交以供討論及審閱。後續行動將由內部審核團隊跟進，以確保過去識別的風險問題均已獲妥善處理。

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COMPANY SECRETARY

Mr. Chan Wa Ping, who is the Company secretary of the Company, reports directly to the Board and is responsible for, inter alia, providing updated and timely information to all Directors from time to time.

Since the Company was listed on the Stock Exchange on the Listing Date, Rule 3.29 of the Listing Rules was not applicable to the Company for the period from 1 January 2017 to 31 December 2017.

SHAREHOLDERS' RIGHTS

The Company aims to establish fair and transparent procedures to enable all shareholders an equal opportunity to exercise their rights in an informed manner and communicates efficiently with the Company. Under the Articles of Association and the relevant policies and procedures of the Company, the shareholders enjoy, among others, the following rights:

1. convene an extraordinary general meeting/put forward proposals:

Any one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth (10%) of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held with two months after the deposit of such requisition at the Company's Hong Kong office at Suite 1535, Central Building, 1-3 Pedder Street, Central, Hong Kong. If within twenty-one days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. The Company would take appropriate actions and make necessary arrangements in accordance with the requirements under Article 58 of the Articles of Association once a valid requisition is received.

公司秘書

陳華平先生為本公司的公司秘書，直接向董事會報告，其負責(其中包括)不時向全體董事提供最新及即時的資訊。

鑒於本公司已於上市日期在聯交所上市，自2017年1月1日起至2017年12月31日止期間，上市規則第3.29條並不適用於本公司。

股東權利

本公司旨在建立公平及透明的程序，使所有股東獲平等機會在知情情況下行使其權利並與本公司有效溝通。根據組織章程細則以及本公司相關政策及程序，股東享有(其中包括)以下權利：

1. 召開股東特別大會／提呈建議：

任何一名或多名於遞呈要求日期持有不少於本公司繳足股本(附有於本公司股東大會上投票的權利)十分之一(10%)的股東，有權於任何時候透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會須於遞呈該要求至本公司香港辦事處(地址為香港中環畢打街1-3號中建大廈1535室)後兩個月內舉行。倘遞呈後二十一日內，董事會未有著手召開該大會，則提請人可以相同方式召開股東特別大會，而提請人因董事會未能召開該會議而產生的一切合理費用，應由本公司付還提請人。於收到有效請求書後，本公司將按組織章程細則第58條的規定採取適當行動，並作出必要安排。

2. propose a person for election as a Director:

As regards to the procedures for proposing a person for election as a Director, please refer to "Procedures for shareholders to propose a person for election as director" under the section headed "Corporate Governance" of the company's website at www.cmereye.com.

3. put forth enquiries to the Company:

Specific enquiries by Shareholders requiring the Board's attention can be sent in writing to the company secretary at the Company's Hong Kong office at Suite 1535, Central Building, 1-3 Pedder Street, Central, Hong Kong.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through AGMs and other extraordinary general meetings. At the AGM, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

The Company's website (www.cmereye.com) provides comprehensive and accessible news and information of the company to the Shareholders, other stakeholders and investors. The Company will also update the website information from time to time to inform the shareholders and investors of the latest development of the Company.

CONSTITUTIONAL DOCUMENTS

An up-to-date version of the Articles of Association is available on both the websites of the Hong Kong Stock Exchange and the Company.

2. 提名人選參選董事：

有關提名人選參選董事的程序，請參閱本公司網站www.cmereye.com「企業管治」一節內的「股東提名人選參選董事的程序」。

3. 向本公司提呈查詢：

股東須提呈董事會垂注的具體查詢可以書面形式寄發至本公司香港辦事處的公司秘書收，地址為香港中環畢打街1-3號中建大廈1535室。

與股東及投資者溝通／投資者關係

本公司認為，對於提升投資者關係及投資者對本集團業務表現及策略的了解而言，與投資者有效溝通至關重要。本公司努力維持與股東的持續對話，特別是透過股東週年大會及其他股東特別大會。在股東週年大會上，股東可與董事（或其指定人員，如適用）會面並由董事回答股東的質詢。

本公司網站(www.cmereye.com)為股東、其他持份者及投資者提供有關本公司的全面且可提取的消息及資料。本公司亦會不時更新網站內容以通知股東及投資者有關本公司的最新發展。

公司憲章

組織章程細則的最新版本載於香港聯交所及本公司網站。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the Shareholders of C-MER Eye Care Holdings Limited
(incorporated in Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of C-MER Eye Care Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 69 to 171, which comprise:

- the consolidated balance sheet as at 31 December 2017;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

羅兵咸永道

致希瑪眼科醫療控股有限公司股東
(於開曼群島註冊成立的有限責任公司)

意見

我們已審計的內容

希瑪眼科醫療控股有限公司(「貴公司」)及其附屬公司(「貴集團」)列載於第69至171頁的綜合財務報表，其中包括：

- 於2017年12月31日的綜合資產負債表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括重大會計政策摘要。

我們的意見

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映 貴集團於2017年12月31日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為擬備。

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T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」一節中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的意見提供基礎。

獨立性

根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在我們審計整體綜合財務報表及出具意見時進行處理。我們不會對該等事項提供單獨的意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>Provision for impairment of trade receivables 貿易應收款項減值撥備</p> <p><i>Refer to note 4 (Critical accounting estimates and judgements) and note 17 (Trade receivables) to the consolidated financial statements</i></p> <p>As at 31 December 2017, the gross trade receivables of the Group were approximately HK\$7.7 million, which were assessed by management of the Company as past due but not yet impaired.</p> <p>Management assesses the recoverability of the trade receivables and provides for impairment if the carrying value is lower than the recoverable amount. Provision for impairment of trade receivables involves management judgement and the actual outcome may be different from original estimation.</p> <p>We focused on this area because of the significance of the gross trade receivables to the consolidated financial statements and the estimation and judgement involved in the determination of the recoverability of these trade receivables.</p> <p><i>請參閱綜合財務報表附註4(主要會計估計及判斷)及附註17(貿易應收款項)</i></p> <p>於2017年12月31日，貴集團的貿易應收款項總額約為7,700,000港元，該款項已由貴公司管理層評估為已逾期但未減值。</p> <p>管理層評估貿易應收款項的可收回性，倘賬面值低於可收回金額，則會計提撥備。貿易應收款項減值撥備涉及管理層判斷，實際結果可能有別於原先所作估計。</p> <p>我們專注於該範疇，乃由於其對綜合財務報表的貿易應收款項總額及釐定該等貿易應收款項的可回收金額涉及的估計及判斷屬重大。</p>	<p>We understood, evaluated and validated the key control on credit control procedures performed by management, including its procedures on periodic review on overdue trade receivables, and assessment on recoverability of these receivables.</p> <p>We sent audit confirmations to customers on a sample basis to confirm the trade receivable balances outstanding at year end.</p> <p>We reviewed the ageing profile of trade receivables, focusing on the major long-overdue trade receivables for which no provision had been made. For those balances with settlement subsequent to the year end, we tested, on a sample basis, the subsequent settlement by tracing to bank receipts. For unsettled trade receivables that were past due, we enquired management the reasons for which receivables being outstanding, whether actions had been taken in recovering the receivables, and assessed if appropriate provision had been made, taking into account of the customers' relationship with the Group and past repayment history.</p> <p>Based upon the above, we found that the estimation and judgement made by management in respect of collectability of trade receivables were supportable by the available evidence.</p> <p>我們已了解、評估及驗證管理層對信貸監控程序的關鍵控制，包括定期審查已逾期應收款項的程序，以及評估該等應收款項可收回性。</p> <p>我們已以抽樣方式向客戶發送審計確認函，以確認年末的貿易應收款項餘額。</p> <p>我們已審閱貿易應收款項賬齡組合，重點關注並無計提撥備且逾期已久的貿易應收款項。對於在年末後已清繳的餘額，我們透過追蹤銀行收款記錄，對期後的收款進行抽樣測試。對於已逾期的未清繳貿易應收款項，我們已向管理層查詢該等應收款項尚未償還的原因，以及是否已採取行動以收回此等未清償的應收款項，並根據客戶與貴集團的關係以及客戶過往的還款記錄，評估是否已作出適當撥備。</p> <p>基於上文所述，我們認為管理層就貿易應收款項可收回性所作出的估計及判斷有可得的憑證支持。</p>

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The audit committee is responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

就我們對綜合財務報表的審計而言，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們並無任何事宜須作報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的代替方案。

審核委員會負責監督 貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this annual report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本年報的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可能由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們已運用專業判斷，並保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

核數師就審計綜合財務報表承 擔的責任(續)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責指導、監督及執行集團審計工作。我們為審計意見承擔全部責任。

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

除其他事項外，我們與審核委員會溝通計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

The engagement partner on the audit resulting in this independent auditor's report is Cecilia, Lai Ting Yau.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 28 March 2018

核數師就審計綜合財務報表承 擔的責任(續)

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與彼等溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律法規不允許公開披露該等事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是邱麗婷。

羅兵咸永道會計師事務所

執業會計師

香港，2018年3月28日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
	Note 附註		
Revenue	收益	5	248,659
Cost of revenue	銷售成本	8	(153,683)
Gross profit	毛利		135,431
Other income	其他收入	6	2,407
Selling expenses	銷售開支	8	(11,263)
Administrative expenses	行政開支	8	
– Listing expenses	– 上市費用		(24,160)
– Other administrative expenses	– 其他行政開支		(43,584)
Other gains, net	其他收益淨額	7	210
Operating profit	經營利潤		59,041
Finance expenses	財務開支	10	(555)
Profit before income tax	除所得稅前利潤		58,486
Income tax expense	所得稅開支	11	(18,359)
Profit for the year	年內利潤		40,127
<i>Item that may be subsequently reclassified to profit or loss</i>	<i>其後或會重新分類至損益的項目</i>		
Currency translation differences	外幣換算差額		5,588
Total other comprehensive income/ (loss) for the year	年內其他全面收入/(虧損)總額		5,588
Total comprehensive income attributable to equity holders of the Company	本公司權益持有人應佔全面收入總額		45,715
Earnings per share for profit attributable to equity holders of the Company during the year (expressed in HK cents per share)	年內本公司權益持有人應佔利潤的每股盈利(以每股港仙列示)		
– basic	– 基本	12	5.22
– diluted	– 攤薄	12	5.15

The notes on pages 74 to 171 are an integral part of these consolidated financial statements.

第74至171頁的附註構成該等綜合財務報表的一部分。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

		As at 31 December		
		於12月31日		
		2017	2016	
		2017年	2016年	
	Note	HK\$'000	HK\$'000	
	附註	千港元	千港元	
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	109,179	29,550
Intangible assets	無形資產	14	2,453	1,407
Deferred income tax assets	遞延所得稅資產	27	935	723
Deposits and prepayments	按金及預付款項	18	10,809	5,867
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	21	–	5,205
			123,376	42,752
Current assets	流動資產			
Inventories	存貨	15	6,873	2,328
Amount due from a director and shareholder	應收一名董事及股東款項	19	–	16
Amounts due from related parties	應收關聯方款項	32	–	1,393
Trade receivables	貿易應收款項	17	7,692	4,456
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	18	9,407	6,044
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	21	60	12,232
Current income tax recoverable	可收回即期所得稅		–	661
Pledged bank deposits	已抵押銀行存款	20	8,000	–
Cash and cash equivalents	現金及現金等價物	20	77,969	58,760
			110,001	85,890
Total assets	總資產		233,377	128,642
EQUITY	權益			
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益			
Share capital	股本	22	37	16
Reserves	儲備	23	157,386	63,416
Total equity	總權益		157,423	63,432

The notes on pages 74 to 171 are an integral part of these consolidated financial statements.

第74至171頁的附註構成該等綜合財務報表的一部分。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

		As at 31 December	
		於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
	Note		
	附註	千港元	千港元
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Borrowings	借款	26	1,012
Deferred income tax liabilities	遞延所得稅負債	27	174
		680	1,186
Current liabilities	流動負債		
Amounts due to directors and shareholders	應付董事及股東款項	19	10,510
Amounts due to related parties	應付關聯方款項	32	10,375
Trade payables	貿易應付款項	28	3,090
Accruals and other payables	應計費用及其他應付款項	29	17,374
Current income tax liabilities	即期所得稅負債		5,164
Borrowings	借款	26	17,511
		75,274	64,024
Total liabilities	總負債	75,954	65,210
Total equity and liabilities	總權益及負債	233,377	128,642

The consolidated financial statements on pages 69 to 171 were approved by the Board of Directors on 28 March 2018 and were signed on its behalf.

第69至171頁的綜合財務報表已於2018年3月28日經董事會批准並代表簽署。

LAM Shun Chiu Dennis

林順潮

Executive Director

執行董事

LI Xiaoting

李肖婷

Executive Director

執行董事

The notes on pages 74 to 171 are an integral part of these consolidated financial statements.

第74至171頁的附註構成該等綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

		Share capital (Note 22)	Share premium (Note 23 (a))	Other reserve (Note 23 (a))	Statutory surplus reserve (Note 23 (b))	Exchange reserve	Share-based payment reserve	Retained earnings	Total
		股本 (附註22)	股份溢價 (附註23(a))	其他儲備 (附註23(a))	法定盈餘 儲備 (附註23(b))	外匯儲備	以股份 為基礎 的付款儲備	保留盈利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 January 2016	於2016年1月1日	-	-	50	1,519	(2,027)	-	67,406	66,948
Comprehensive income	全面收入								
Profit for the year	年內利潤	-	-	-	-	-	-	46,887	46,887
Other comprehensive loss	其他全面虧損								
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>其後或會重新分類至損益的項目</i>								
Currency translation differences	外幣換算差額	-	-	-	-	(3,869)	-	-	(3,869)
Transactions with equity holders	與權益持有人的交易								
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	1,300	-	-	(1,300)	-
Dividends paid (Note 25)	已付股息(附註25)	-	-	-	-	-	-	(46,500)	(46,500)
Incorporation of the Company	本公司註冊成立	16	-	-	-	-	-	-	16
Completion of Reorganisation	重組完成	-	-	(50)	-	-	-	-	(50)
As at 31 December 2016	於2016年12月31日	16	-	-	2,819	(5,896)	-	66,493	63,432
As at 1 January 2017	於2017年1月1日	16	-	-	2,819	(5,896)	-	66,493	63,432
Comprehensive income	全面收入								
Profit for the year	年內利潤	-	-	-	-	-	-	40,127	40,127
Other comprehensive loss	其他全面虧損								
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>其後或會重新分類至損益的項目</i>								
Currency translation differences	外幣換算差額	-	-	-	-	5,588	-	-	5,588
Transactions with equity holders	與權益持有人的交易								
Proceeds from shares issued	發行股份所得款項	21	141,996	-	-	-	-	-	142,017
Share-based payment	以股份為基礎的付款	-	-	-	-	-	6,259	-	6,259
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	2,673	-	-	(2,673)	-
Dividends paid (Note 25)	已付股息(附註25)	-	-	-	-	-	-	(100,000)	(100,000)
As at 31 December 2017	於2017年12月31日	37	141,996	-	5,492	(308)	6,259	3,947	157,423

The notes on pages 74 to 171 are an integral part of these consolidated financial statements.

第74至171頁的附註構成該等綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
	Note 附註		
Cash flows from operating activities	經營活動所得現金流量		
Cash generated from operations	經營所得現金	82,703	68,158
Income tax paid	已付所得稅	(17,219)	(14,661)
Net cash generated from operating activities	經營活動所得現金淨額	65,484	53,497
Cash flows from investing activities	投資活動所得現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(62,435)	(11,247)
Prepayments for purchase of property, plant and equipment	購買物業、廠房及設備的預付款項	(3,152)	(1,738)
Purchase of intangible assets	購買無形資產	(1,118)	(13)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	59	96
Interest received	已收利息	877	747
Placement of pledged bank deposits	存放已抵押銀行存款	(8,000)	-
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益的金融資產	(27,706)	(78,681)
Proceeds from financial assets at fair value through profit or loss	按公平值計入損益的金融資產所得款項	40,650	89,736
Advances to directors and shareholders	提供予董事及股東的墊款	(29,041)	(12,721)
Net cash used in investing activities	投資活動所用現金淨額	(89,866)	(13,821)
Cash flows from financing activities	融資活動所得現金流量		
Proceeds from borrowings	借款所得款項	18,000	1,027
Repayments of borrowings	償還借款	(27,576)	(15,814)
(Repayment to)/advance from a related party	(償還)/來自一名關聯方的墊款	(10,719)	6,810
(Repayment to)/advance from shareholders and directors	(償還)/來自股東及董事的墊款	(10,810)	5,861
Interest paid	已付利息	(555)	(932)
Listing costs paid and capitalised	已支付並資本化的上市費用	(3,760)	-
Proceeds from issuance of shares	發行股份所得款項	142,017	-
Dividend paid	已付股息	(65,387)	-
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	41,210	(3,048)
Net increase in cash and cash equivalents	現金及現金等價物的增加淨額	16,828	36,628
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	58,760	23,348
Currency translation differences	外幣換算差額	2,381	(1,216)
Cash and cash equivalents at end of the year	年末現金及現金等價物	77,969	58,760

The notes on pages 74 to 171 are an integral part of these consolidated financial statements.

第74至171頁的附註構成該等綜合財務報表的一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION

1.1 General information

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

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of ophthalmic services, sale of vision aid and pharmaceutical products in Hong Kong (“HK”) and the People’s Republic of China (the “PRC”) (the “Business”). The Company has been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 15 January 2018 (the “Listing”).

The consolidated financial statements are presented in Hong Kong Dollar and all values are rounded to nearest thousand (HK\$’000) except when otherwise indicated.

1.2 Reorganisation and changes in group structure

Prior to the incorporation of the Company and the completion of the reorganisation as described below (the “Reorganisation”) on 5 December 2016, the Business was carried out by subsidiaries now comprising the Group, including Hong Kong (International) Eye Care Group Limited, C-MER Vision Limited and its subsidiary and Hong Kong C-MER International Eye Care Group (China) Limited and its subsidiaries (collectively the “Operating Companies”). Dr. Dennis LAM and Ms. LI is the controlling party of the Operating Companies.

1 一般資料、重組及呈列基準

1.1 一般資料

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

本公司為一間投資控股公司，其附屬公司主要於香港(「香港」)及中華人民共和國(「中國」)提供眼科服務以及銷售視力輔助產品及醫藥產品(「上市業務」)。自2018年1月15日起，本公司已在香港聯合交易所有限公司主板上市(「上市」)。

除非另有指明外，綜合財務報表以港元呈列，而所有金額約整至千元(千港元)。

1.2 重組及集團架構變動

於本公司註冊成立及下文所述的重組事項(「重組」)於2016年12月5日完成前，上市業務乃由本集團現時旗下附屬公司經營，包括香港(國際)眼科醫療集團有限公司、希瑪視光有限公司及其附屬公司以及香港希瑪國際眼科醫療集團(中國)有限公司及其附屬公司(統稱「營運公司」)。林順潮醫生及李女士為營運公司的控制方。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION (Continued)

1.2 Reorganisation and changes in group structure (Continued)

In preparation for the Listing, the Reorganisation, which principally involved the following steps, were undergone:

- (i) As of the date of incorporation of the Company on 1 February 2016, the authorised share capital of the Company was United States Dollar (“US\$”) 50,000 divided into 50,000 shares of US\$1.0 each. On the same date, one share was subscribed by Harneys Services (Cayman) Limited which was subsequently transferred to C-MER Group Limited at the consideration of US\$1.0.
- (ii) On 1 February 2016, 1,999 fully-paid shares of the Company at total consideration of US\$1,999 were issued and allotted to C-MER Group Limited. The shareholders of C-MER Group Limited are Dr. Dennis LAM and Ms. LI who hold 1,400 and 600 issued shares respectively.
- (iii) On 12 February 2016, C-MER Eye Care Group Limited and C-MER Eye Care Medical Group Limited were incorporated in the British Virgin Islands (the “BVI”) with limited liabilities and became wholly owned subsidiaries of the Company.
- (iv) On 18 November 2016, Hong Kong (International) Eye Care Group Limited issued 9,900 new shares to C-MER Eye Care Medical Group Limited, representing 99% of its shareholding thereafter. The remaining 70 shares and 30 shares were held by Dr. Dennis LAM and Ms. LI respectively.

1 一般資料、重組及呈列基準(續)

1.2 重組及集團架構變動(續)

為籌備上市而進行的重組主要涉及下列步驟：

- (i) 於本公司註冊成立日期(即2016年2月1日)，本公司的法定股本為50,000美元(「美元」)，分為50,000股每股面值1.0美元的股份。同日，Harneys Services (Cayman) Limited認購1股股份，其後以1.0美元的代價轉讓予希瑪集團有限公司。
- (ii) 於2016年2月1日，本公司向希瑪集團有限公司發行及配發1,999股已繳足的股份，總代價為1,999美元。希瑪集團有限公司的股東為林順潮醫生及李女士，分別持有1,400股及600股已發行股份。
- (iii) 於2016年2月12日，希瑪眼科集團有限公司及希瑪眼科醫療集團有限公司於英屬處女群島(「英屬處女群島」)註冊成立為有限公司並成為本公司的全資附屬公司。
- (iv) 於2016年11月18日，香港(國際)眼科醫療集團有限公司向希瑪眼科醫療集團有限公司發行9,900股新股份，佔其發行後股權的99%。餘下的70股及30股股份分別由林順潮醫生及李女士持有。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION (Continued)

1.2 Reorganisation and changes in group structure (Continued)

- (v) On 18 November 2016, C-MER Vision Limited issued 9,900 new shares to C-MER Eye Care Group Limited, representing 99% of its shareholding thereafter. The remaining 70 shares and 30 shares were held by Dr. Dennis LAM and Ms. LI respectively.
- (vi) On 18 November 2016, Hong Kong C-MER International Eye Care Group (China) Limited issued 450,000 new shares to C-MER Eye Care Group Limited, representing 90% of its shareholding thereafter. The remaining 49,999 shares and 1 share were held by Dr. Dennis LAM and Ms. LI respectively.
- (vii) On 5 December 2016, 70 shares and 30 shares of Hong Kong (International) Eye Care Group Limited were transferred to C-MER Eye Care Medical Group Limited by Dr. Dennis LAM and Ms. LI for a cash consideration of HK\$70 and HK\$30 respectively. As a result, Hong Kong (International) Eye Care Group Limited became a wholly owned subsidiary of C-MER Eye Care Medical Group Limited.
- (viii) On 5 December 2016, 70 shares and 30 shares of C-MER Vision Limited were transferred to C-MER Eye Care Group Limited by Dr. Dennis LAM and Ms. LI for a cash consideration of HK\$70 and HK\$30 respectively. As a result, C-MER Vision Limited became a wholly owned subsidiary of C-MER Eye Care Group Limited.
- (ix) On 5 December 2016, 49,999 shares and 1 share of Hong Kong C-MER International Eye Care Group (China) Limited were transferred to C-MER Eye Care Group Limited by Dr. Dennis LAM and Ms. LI for a cash consideration of HK\$49,999 and HK\$1 respectively. As a result, Hong Kong C-MER International Eye Care Group (China) Limited became a wholly owned subsidiary of C-MER Eye Care Group Limited.

1 一般資料、重組及呈列基準(續)

1.2 重組及集團架構變動(續)

- (v) 於2016年11月18日，希瑪視光有限公司向希瑪眼科集團有限公司發行9,900股新股份，佔其發行後股權的99%。餘下的70股及30股股份分別由林順潮醫生及李女士持有。
- (vi) 於2016年11月18日，香港希瑪國際眼科醫療集團(中國)有限公司向希瑪眼科集團有限公司發行450,000股新股份，佔其發行後股權的90%。餘下的49,999股及1股股份分別由林順潮醫生及李女士持有。
- (vii) 於2016年12月5日，香港(國際)眼科醫療集團有限公司的70股及30股股份分別被林順潮醫生及李女士以現金代價70港元及30港元轉讓予希瑪眼科醫療集團有限公司。因此，香港(國際)眼科醫療集團有限公司成為希瑪眼科醫療集團有限公司的全資附屬公司。
- (viii) 於2016年12月5日，希瑪視光有限公司的70股及30股股份分別被林順潮醫生及李女士以現金代價70港元及30港元轉讓予希瑪眼科集團有限公司。因此，希瑪視光有限公司成為希瑪眼科集團有限公司的全資附屬公司。
- (ix) 於2016年12月5日，香港希瑪國際眼科醫療集團(中國)有限公司的49,999股及1股股份分別被林順潮醫生及李女士以現金代價49,999港元及1港元轉讓予希瑪眼科集團有限公司。因此，香港希瑪國際眼科醫療集團(中國)有限公司成為希瑪眼科集團有限公司的全資附屬公司。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION, REORGANISATION AND BASIS OF PRESENTATION (Continued)

1.3 Basis of presentation

Immediately prior to and after the Reorganisation, the Business is held by the Operating Companies. Pursuant to the Reorganisation, the Business and Operating Companies were transferred to and held by the Company. The Company has not been involved in any other business prior to the Reorganisation and does not meet the definition of a business. The Reorganisation is merely a reorganisation of the Business with no change in management of such business and the ultimate owner of the Business remain the same. Accordingly, the Group resulting from the Reorganisation is regarded as a continuance of the Business under the Operating Companies and, for the purpose of this annual report, the consolidated financial statements have been prepared and presented as a continuance of the consolidated financial statements of the Operating Companies, with the assets and liabilities of the Group recognised and measured at the carrying amount of the Business under the consolidated financial statements of the Operating Companies for all years presented.

Inter-company transactions, balances and unrealised gains/losses on transactions between group companies are eliminated on consolidation.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years and periods presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss, which are carried at fair value.

1 一般資料、重組及呈列基準(續)

1.3 呈列基準

緊接重組前後，上市業務由營運公司持有。根據重組，上市業務及營運公司轉至本公司並由本公司持有。於重組前，本公司並無涉及任何其他業務，並不符合業務的定義。重組僅為上市業務的重組，並不改變有關業務的管理，而上市業務的最終擁有人保持不變。因此，本集團因重組而產生，被視為營運公司上市業務的延續，且就本年報而言，綜合財務報表作為營運公司綜合財務報表的延續進行擬備及呈列，載有營運公司於所呈列所有年度綜合財務報表項下按上市業務賬面值確認及計量的本集團資產及負債。

集團內公司之間的交易、結餘及交易的未變現收益／虧損於合併時予以對銷。

2 主要會計政策概要

編製綜合財務資料所用主要會計政策載列如下。除另有指明者外，該等政策於所有呈列年度及期間持續應用。

2.1 編製基準

綜合財務報表已按照香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)編製，綜合財務報表按歷史成本法擬備，並已就按公平值計入損益的金融資產(按公平值列賬)的重估而作出修訂。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The preparation of the consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity or areas when assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2.1.1 Changes in accounting policy and disclosures

- (a) New and amended standards adopted by the Group

The following amendments to standards have been adopted by the Group for the first time for the financial year beginning on 1 January 2017:

HKAS 12 (Amendment)	Recognition of Deferred Tax Assets for Unrealised Losses
香港會計準則第12號(修訂本)	就未變現虧損確認遞延稅項資產
HKAS 7 (Amendment)	Disclosure Initiative
香港會計準則第7號(修訂本)	披露計劃
HKFRS 12 (Amendment)	Disclosure of Interest in Other Entities
香港財務報告準則第12號(修訂本)	披露其他實體的權益

The adoption of the above amendments did not have any significant impact to the financial statements of the Group.

2 主要會計政策概要(續)

2.1 編製基準(續)

遵照香港財務報告準則擬備綜合財務資料須使用若干重要會計估計。管理層在應用本集團會計政策時亦須作出判斷。涉及較高程度的判斷或複雜性的範疇或假設及估計對綜合財務資料有重大影響的範疇披露於附註4。

2.1.1 會計政策及披露的變動

- (a) 本集團採納的新訂及經修訂準則

本集團於2017年1月1日開始的財政年度首次採納以下準則的修訂：

採納上述修訂對本集團的財務報表並無產生任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures

(Continued)

- (b) New and amended standards not yet adopted

The following new standards, amendments and interpretation to standards which have been issued, but are effective for the financial year beginning on or after 1 January 2018 and have not been early adopted by the Group:

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露的變動

(續)

- (b) 尚未採納的新訂及經修訂準則

以下為已頒佈但於2018年1月1日或之後開始的財政年度方生效而本集團並無提前採納的新訂準則、準則修訂及詮釋：

		Effective for annual periods beginning on or after 於下列日期或之後開始的年度期間生效
HKAS 28 (Amendment) 香港會計準則第28號(修訂本)	Investments in Associates and Joint Ventures 於聯營公司及合營企業的投資	1 January 2019 2019年1月1日
HKAS 40 (Amendment) 香港會計準則第40號(修訂本)	Transfers of Investment Property 轉讓投資物業	1 January 2018 2018年1月1日
HKFRS 1 (Amendment) 香港財務報告準則第1號(修訂本)	First Time Adoption of HKFRS 首次採納香港財務報告準則	1 January 2018 2018年1月1日
HKFRS 2 (Amendment) 香港財務報告準則第2號(修訂本)	Classification and Measurement of Share-based Payment Transactions 以股份為基礎的付款交易的分類及計量	1 January 2018 2018年1月1日
HKFRS 4 (Amendment) 香港財務報告準則第4號(修訂本)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts 採用香港財務報告準則第4號「保險合約」時一併應用香港財務報告準則第9號「金融工具」	1 January 2018 2018年1月1日
HKFRS 9 香港財務報告準則第9號	Financial Instruments 金融工具	1 January 2018 2018年1月1日
HKFRS 10 and HKAS 28 (Amendment) 香港財務報告準則第10號及香港會計準則第28號(修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業間的資產出售或投入	To be determined 待確定
HKFRS 15 香港財務報告準則第15號	Revenue from Contracts with Customers 來自客戶合約的收益	1 January 2018 2018年1月1日
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1 January 2019 2019年1月1日
HKFRS 17 香港財務報告準則第17號	Insurance Contracts 保險合約	1 January 2021 2021年1月1日
HKFRSs (Amendment) 香港財務報告準則(修訂本)	Annual Improvement to HKFRSs 2015–2017 Cycle 2015年至2017年週期的香港財務報告準則年度改進	1 January 2019 2019年1月1日
HK (IFRIC) 22 香港(國際財務報告詮釋委員會)詮釋第22號	Foreign Currency Transactions and Advance Consideration 外幣交易及預付代價	1 January 2018 2018年1月1日
HK (IFRIC) 23 香港(國際財務報告詮釋委員會)詮釋第23號	Uncertainty over Income Tax Treatments 所得稅處理的不確定性	1 January 2019 2019年1月1日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

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

for the recognition of impairment losses – the expected credit losses (ECL) model, which constitutes a change from the incurred loss model in HKAS 39. HKFRS 9 contains a ‘three stage’ approach, which is based on the change in credit quality of financial assets since initial recognition. Assets move through the three stages as credit quality changes and the stages dictate how an entity measures impairment losses and applies the effective interest rate method. The new rules mean that on initial recognition of a non-credit impaired financial asset carried at amortised cost a day-1 loss equal to the 12-month ECL is recognised in profit or loss. In the case of accounts receivables this day-1 loss will be equal to their lifetime ECL. Where there is a significant increase in credit risk, impairment is measured using lifetime ECL rather than 12-month ECL. HKFRS 9 applies to all hedging relationships, with the exception of portfolio fair value hedges of interest rate risk. The new guidance better aligns hedge accounting with the risk management activities of an entity and provides relief from the more “rule-based” approach of HKAS 39.

Based on the assessments undertaken to date, the Group considers that there will be no material adverse change in the credit risks in respect of the Group’s future financial assets and the adoption of the new ECL model under HKFRS 9 will not have significant impact on its financial performance and position.

The new standard also introduces expanded disclosure requirements. It is effective for first interim period of the financial year commencing on or after 1 January 2018. The Group has not early adopted this new standard.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露的變動(續)

- (b) 尚未採納的新訂及經修訂準則(續)

「方法」方法，此方法以初始確認後的金融資產信用質素變動為基礎。資產隨信用質素變動歷經三個階段，而各階段決定實體對減值及虧損的計量方法。實際利率法的運用方式。新規則意味著，初始確認未發生信用減值的金融資產時，必須於損益中以12個月內的預期信用損失作為首日虧損確認。如屬應收賬款，則此首日虧損將相等於其整個期限的預期信用損失。倘信用風險顯著增加，則使用整個期限的預期信用損失(而非12個月內的預期信用損失)計量減值。香港財務報告準則第9號亦適用於所有對沖關係，惟利率風險的組合式公平值對沖除外。新指引將對沖會計與實體的風險管理活動作更佳配合，並較香港會計準則第39號中更注重「規則為本」的方法更為寬鬆。

基於截至目前所作評估，本集團認為有關本集團未來金融資產的信貸風險不會有重大不利變動，且根據香港財務報告準則第9號採納新的預期信用損失模式將不會對其財務表現及狀況造成重大影響。

新訂準則亦引入擴大披露範圍的規定。該準則將於2018年1月1日或之後開始的財政年度的首個中期期間生效。本集團並無提早採納該項新訂準則。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

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

HKFRS 15 replaces the previous revenue standards: HKAS 18 Revenue and HKAS 11 Construction Contracts, and the related Interpretations on revenue recognition. HKFRS 15 establishes a comprehensive framework for determining when to recognise revenue and how much revenue to recognise through a 5-step approach: (1) Identify the contract(s) with customer; (2) Identify separate performance obligations in a contract; (3) Determine the transaction price; (4) Allocate transaction price to performance obligations; and (5) Recognise revenue when performance obligation is satisfied. The core principle is that a company should recognise revenue to depict the transfer of promised goods or services to the customer in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. It moves away from a revenue recognition model based on an 'earnings processes to an 'asset-liability' approach based on transfer of control. HKFRS 15 provides specific guidance on capitalisation of contract cost and licence arrangements. It also includes a cohesive set of disclosure requirements about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The Group has performed assessment on the adoption of HKFRS 15 and the result indicated that the impact on the Group's financial statements are not expected to be significant other than changes on the disclosure.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露的變動(續)

- (b) 尚未採納的新訂及經修訂準則(續)

香港財務報告準則第15號取代以往的收益準則：香港會計準則第18號收益及香港會計準則第11號建造合約以及與收益確認相關的詮釋。香港財務報告準則第15號確立一個綜合框架，通過五步法釐定何時確認收益及應確認多少收益：(1) 識別客戶合約；(2) 識別合約中的獨立履約責任；(3) 釐定交易價格；(4) 分配交易價格至履約責任；及(5) 於完成履約責任時確認收益。此準則的核心原則為公司應確認收益，以述明按反映公司預期可自交換約定貨品或服務獲得的代價的金額向客戶移交該等貨品或服務。此準則從基於「盈利過程」的收益確認模型轉向基於控制權轉移的「資產－負債」法。香港財務報告準則第15號就合約成本資本化及特許權安排提供具體指引。此準則亦就實體的客戶合約所產生的收益及現金流量的性質、金額、時間及不明朗因素設定一套嚴密的披露規定。本集團對香港財務報告準則第15號的採納進行評估，結果顯示，除披露的變動外，其對本集團財務報表的影響預計並不重大。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

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

HKFRS 15 is effective for first interim period of the financial year commencing on or after 1 January 2018. The Group has not early adopted this new standard.

HKFRS 16, "Leases" addresses the definition of a lease, recognition and measurement of leases and establishes principles for reporting useful information to users of financial statements about the leasing activities of both lessees and lessors. A key change arising from HKFRS 16 is that most operating leases will be accounted for on balance sheet for lessees. The standard replaces HKAS 17 "Leases", and related interpretations.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露的變動(續)

- (b) 尚未採納的新訂及經修訂準則(續)

香港財務報告準則第15號將於2018年1月1日或之後開始的財政年度的首個中期期間生效。本集團並無提早採納該項新訂準則。

香港財務報告準則第16號「租賃」界定了租賃、租賃確認及計量的涵義，並訂立原則，向財務報表使用者就承租人及出租人的租賃活動匯報有用資訊。香港財務報告準則第16號導致的主要變動為大部分經營租賃將於承租人資產負債表入賬。該項準則取代了香港會計準則第17號「租賃」及相關詮釋。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

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

The Group is a lessee of various properties which are currently classified as operating leases. The Group's current accounting policy for such leases is set out in Note 2.24 under which operating lease payment is accounted for in the consolidated statement of comprehensive income when incurred and the Group's future operating lease commitments are not reflected in the consolidated balance sheets but are disclosed in Note 31. As of 31 December 2017, the Group's total operating lease commitments amounted to HK\$142,086,000. HKFRS 16 provides new provisions for the accounting treatment of leases and all non-current leases, including future operating lease commitments, must be recognised in the form of an asset (for the right of use) and a financial liability (for the payment obligation). Short-term leases of less than twelve months and leases of low-value assets are exempt from the reporting obligation. The new standard will therefore result in an increase in assets and financial liabilities in the consolidated balance sheets. Operating expenses under otherwise identical circumstances will decrease, and depreciation, amortisation and interest expense will increase. It is expected that certain portion of these lease commitments will be required to be recognised in the balance sheets as right of use assets and lease liabilities.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露的變動(續)

- (b) 尚未採納的新訂及經修訂準則(續)

本集團為多項物業的承租人，該等物業現時分類為經營租賃。本集團就該等租賃的現有會計政策載於附註2.24，據此，經營租賃付款於產生時於綜合全面收益表列賬，而本集團的未來經營租賃承擔不會於綜合資產負債表內反映，惟於附註31披露。於2017年12月31日，本集團的經營租賃承擔總額為142,086,000港元。香港財務報告準則第16號訂有關於租賃會計處理的新規定，所有非即期租賃(包括未來經營租賃承擔)均須以資產(若為使用權)及金融負債(若為付款責任)的形式確認。少於12個月的短期租賃及低價值資產租賃獲豁免遵守申報責任。因此，新訂準則將導致綜合資產負債表的資產及金融負債增加。相同情況下的經營開支會減少，而折舊及攤銷和利息開支會增加。預期該等租賃承擔的若干部分將須於資產負債表內確認為使用權資產及租賃負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

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

The new standard is effective for first interim period of the financial year commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

For the other amendments to standards presented, management is in the process of making an assessment of the likely impact of these changes but is not yet in a position to state whether any substantial changes to the Group's significant accounting policies and/or the presentation of its financial statements will result.

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露的變動(續)

- (b) 尚未採納的新訂及經修訂準則(續)

新訂準則將於2019年1月1日或之後開始的財政年度的首個中期期間生效。本集團現階段不擬於其生效日期前採納該準則。

有關所列準則的其他修訂本，管理層現正評估該等變動的可能影響，惟尚未能確定是否會導致本集團的主要會計政策及／或其財務報表的呈列出現任何重大變動。

2.2 附屬公司

2.2.1 綜合入賬

附屬公司指本集團擁有控制權的實體(包括結構性實體)。當本集團因參與實體而享有或有權獲得可變回報，且能夠透過對實體使用權力影響該等回報，則本集團控制該實體。附屬公司自控制權轉移至本集團當日起開始綜合入賬，並自控制權終止日期起終止綜合入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

Business combination

Except for Reorganisation, the Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合入賬(續)

業務合併

除重組外，本集團採用收購法將業務合併入賬。收購一家附屬公司所轉讓的代價為所轉讓資產、被收購方前擁有人產生的負債及本集團發行股本權益的公平值。所轉讓的代價包括或然代價安排產生的任何資產或負債的公平值。於業務合併中收購的可識別資產及承擔的負債及或然負債，均按其於收購當日的公平值初步計量。

本集團按逐項收購基準確認被收購方的任何非控股權益。屬現時所有權權益且於清盤時賦予其持有人權利按比例分佔實體淨資產的被收購方非控股權益，按公平值或按現時所有權權益應佔被收購方可識別淨資產的已確認金額比例份額進行計量。除非香港財務報告準則要求須以其他基準計量，否則非控股權益的所有其他構成部分按其於收購當日的公平值計量。

收購相關成本乃於產生時支銷。

倘業務合併分階段進行，則收購方先前於收購當日所持被收購方股權的賬面值乃重新計量為收購當日的公平值；重新計量產生的任何收益或虧損於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

Business combination (Continued)

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of comprehensive income.

Intra-group transactions, balances, and unrealised gains or losses on transactions between group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 綜合入賬(續)

業務合併(續)

本集團將予轉讓的任何或然代價將按收購當日的公平值確認。被視為一項資產或負債的或然代價公平值的其後變動，將按照香港會計準則第39號的規定，於損益確認。分類為權益的或然代價毋須重新計量，而其後結算於權益入賬。

所轉讓代價、於被收購方的任何非控股權益金額及任何先前於被收購方的股權於收購當日的公平值超出所收購可識別淨資產公平值的差額，入賬列作商譽。倘所轉讓代價、已確認非控股權益及先前持有的已計量權益的總額於議價收購的情況下低於所收購附屬公司淨資產的公平值，則該差額會直接於綜合全面收益表內確認。

集團內公司之間的交易、結餘及交易的未變現損益均予以對銷。附屬公司會計政策於必要時作出變動，以確保與本集團採納的政策一致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions.

2.4 Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, which is the Company's functional and the Group's presentation currency.

2 主要會計政策概要(續)

2.2 附屬公司(續)

2.2.2 獨立財務報表

於附屬公司的投資乃按成本扣除減值列賬。成本包括投資直接應佔費用。附屬公司業績由本公司按已收及應收股息基準入賬。

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收入總額或倘該投資於綜合財務報表內的賬面值超過被投資方淨資產(包括商譽)於綜合財務報表內的賬面值，則於收到該等股息後須對該等投資進行減值測試。

2.3 分部報告

經營分部的報告方式與提供予主要經營決策者的內部報告方式一致。主要經營決策者負責分配資源、評估經營分部的表現，其身份為作出策略性決策的執行董事。

2.4 外幣換算

(i) 功能及呈報貨幣

本集團各實體的財務報表內載列的項目，乃按該實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列，而港元為本公司的功能貨幣及本集團的呈報貨幣。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Foreign currency translation (Continued)

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

All foreign exchange gains and losses are presented in the consolidated statement of comprehensive income within 'other gains, net'.

(iii) Group companies

The results and financial position of all the Group's entities (none of which has the currency of a hyperinflationary economy), that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (c) all resulting exchange differences are recognised in other comprehensive income.

2 主要會計政策概要(續)

2.4 外幣換算(續)

(ii) 交易及結餘

外幣交易按交易當日的通行匯率換算為功能貨幣。外幣交易結算及按年末匯率換算以外幣計值的貨幣資產及負債所產生的外匯損益於綜合全面收益表內確認。

所有外匯損益於綜合全面收益表列入「其他收益淨額」。

(iii) 集團公司

對於功能貨幣有別於呈報貨幣的本集團旗下所有實體(均無惡性通脹經濟體的貨幣)，其業績及財務狀況按如下方式換算成呈報貨幣：

- (a) 各資產負債表所呈列資產及負債按結算日收市匯率換算；
- (b) 各收益表的收入及開支按平均匯率換算(除非此平均匯率不足以合理地概括反映於交易日期通行匯率的累計影響，則在此情況下，收入及開支按交易當日的匯率換算)；及
- (c) 所有由此產生的匯兌差額於其他全面收入中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Property, plant and equipment

Property, plant and equipment, are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of comprehensive income during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Medical equipment 醫療設備	5-10 years 5至10年
Leasehold improvements 租賃物業裝修	Shorter of remaining lease term or estimated useful life 餘下租期或估計可使用年期(以較短者為準)
Office furniture and fixtures 辦公傢俱及固定裝置	5 years 5年
Computer equipment 電腦設備	3-5 years 3至5年
Motor vehicles 汽車	4-5 years 4至5年

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised within "other gains, net" in the consolidated statement of comprehensive income.

2 主要會計政策概要(續)

2.5 物業、廠房及設備

物業、廠房及設備乃按歷史成本減累計折舊及累計減值虧損(如有)列賬。歷史成本包括收購該等項目直接應佔的開支。

後續成本僅在與該項目相關的未來經濟利益將可能流入本集團且項目成本能可靠計量時，方會計入資產的賬面值或確認為一項獨立資產(如適用)。被置換部分的賬面值會終止確認。所有其他維修及保養費用均在其產生的財政期間內於綜合全面收益表中扣除。

物業、廠房及設備的折舊均以直線法計算，以於下列估計可使用年期內將其成本分配至其剩餘價值：

資產的剩餘價值及可使用年期於各報告期末檢討並調整(如適合)。

倘資產的賬面值超過其估計可收回金額，則資產的賬面值會即時撇減至其可收回金額(附註2.7)。

出售產生的損益按所得款項與賬面值之間的差額釐定，並於綜合全面收益表中的「其他收益淨額」內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Intangible assets

Intangible assets mainly comprise acquired computer software.

Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring the specific software into usage. These costs are amortised using the straight-line method over their estimated useful lives of 10 years. Cost associated with maintaining computer software programmes are recognised as an expense as incurred.

2.7 Impairment of non-financial assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.8 Financial assets

(i) Classification

The Group classifies its financial assets as loans and receivables and at fair value through profit or loss. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

2 主要會計政策概要(續)

2.6 無形資產

無形資產主要包括所購買的電腦軟件。

購買的電腦軟件版權按各軟件購入及達至使用狀態產生的成本予以資本化。該等成本使用直線法按估計可使用年期10年攤銷。維護電腦軟件程序的相關成本於產生時確認為開支。

2.7 非金融資產減值

使用年期不限的無形資產毋須攤銷，但每年須就減值進行測試。須作攤銷的資產在當有事件出現或情況改變顯示賬面值可能無法收回時進行減值檢討。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額為資產的公平值減出售成本與使用價值兩者當中的較高者。於評估減值時，資產按可獨立識別現金流量(現金產生單位)的最低層次分組。除商譽外，已作出減值的非金融資產在各報告日期就減值有否可能撥回進行檢討。

2.8 金融資產

(i) 分類

本集團將其金融資產分為貸款及應收款項與按公平值計入損益兩類。分類乃按金融資產的購入目的而劃分。管理層於進行初始確認時決定金融資產的分類。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Financial assets (Continued)

(i) Classification (Continued)

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise "trade receivables", "deposits and other receivables", "amount due from a director and shareholder", "amounts due from related parties", "pledged bank deposits" and "cash and cash equivalents" in the consolidated balance sheets (notes 2.13 and 2.14).

(b) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets designated in this category. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current. The Group's financial assets at fair value through profit or loss comprise "key management insurance contract" which includes both investment and insurance elements and "structured bank deposits".

2 主要會計政策概要(續)

2.8 金融資產(續)

(i) 分類(續)

(a) 貸款及應收款項

貸款及應收款項為具有固定或可釐定付款且並無在活躍市場上報價的非衍生金融資產。此等資產計入流動資產內，但於或預期於結算日起計12個月後結算的款項則除外。該等款項分類為非流動資產。本集團的貸款及應收款項包括綜合資產負債表內「貿易應收款項」、「按金及其他應收款項」、「應收一名董事及股東款項」、「應收關聯方款項」、「已抵押銀行存款」及「現金及現金等價物」(附註2.13及2.14)。

(b) 按公平值計入損益的金融資產

此類別指定的金融資產為按公平值計入損益的金融資產。衍生工具除非被指定為對沖工具，否則亦分類為交易性金融資產。在此類別的資產如預期於12個月內結算，則分類為流動資產；否則分類為非流動資產。本集團按公平值計入損益的金融資產包括「主要管理人員保險合約」(包含投資及保險成分)及「結構性銀行存款」。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Financial assets (Continued)

(ii) Recognition, derecognition and measurement

Regular way purchases and sales of investments are recognised on the trade-date being the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated statement of comprehensive income. The key management insurance contract is initially recognised at the consideration paid and subsequently carried at fair values at the end of each reporting period (Note 21). Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the “financial assets at fair value through profit or loss” category are presented in the consolidated statement of comprehensive income within “other gains, net” in the period in which they arise.

2.9 Financial liabilities

Financial liabilities are classified into other financial liabilities at amortised cost. Other financial liabilities at amortised cost are recognised initially at fair value net of transaction costs incurred and subsequently stated at amortised cost. Any difference between proceeds net of transaction costs and the redemption value is recognised in the profit or loss over the period of the other financial liabilities using the effective interest method.

2 主要會計政策概要(續)

2.8 金融資產(續)

(ii) 確認、終止確認及計量

投資的正常購入及出售在交易日確認。交易日指本集團承諾購買或出售有關資產當日。對於並非按公平值計入損益的所有金融資產，其投資初始按其公平值加交易成本確認。按公平值計入損益的金融資產初步按公平值確認，而交易成本則於綜合全面收益表內支銷。主要管理人員保險合約初步按所付代價確認，其後則按各報告期末的公平值列賬(附註21)。當從投資收取現金流量的權利已到期或已轉讓且本集團已實質上將所有權相關的所有風險和報酬轉讓時，金融資產即終止確認。貸款及應收款項其後使用實際利率法按攤銷成本列賬。

[按公平值計入損益的金融資產]類別的公平值變動產生的損益於其產生期間在綜合全面收益表列入[其他收益淨額]。

2.9 金融負債

金融負債分類為按攤銷成本列賬的其他金融負債。按攤銷成本列賬的其他金融負債初步按公平值(扣除已產生的交易成本)確認，其後則按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值的任何差額於其他金融負債的年期內採用實際利率法於損益內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Financial liabilities (Continued)

The Group's other financial liabilities mainly comprise "amounts due to directors and shareholders", "amounts due to related parties", "trade payables", "accruals and other payables" and "borrowings" in the consolidated balance sheets.

Other financial liabilities are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Bank borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated balance sheets when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.11 Impairment of financial assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

2 主要會計政策概要(續)

2.9 金融負債(續)

本集團的其他金融負債主要包括綜合資產負債表中的「應付董事及股東款項」、「應付關聯方款項」、「貿易應付款項」、「應計費用及其他應付款項」以及「借款」。

倘有關款項於一年或更短期限內到期應付，其他金融負債則分類為流動負債，否則列為非流動負債。銀行借款乃分類為流動負債，除非本集團有無條件的權利將負債結算日期押後至報告期結束後至少12個月。

2.10 抵銷金融工具

當有可依法強制執行的權利用作抵銷已確認金額，且有意圖按其淨額作結算或同時變現資產和結算負債時，有關金融資產與負債可互相抵銷，並在綜合資產負債表呈報其淨值。可依法強制執行的權利不得依賴未來事件而定，且於正常業務過程中，以及於本公司或交易對方違約、無力償債或破產時須可強制執行。

2.11 以攤銷成本列賬的金融資產減值

本集團於各報告期末評估有否客觀證據證明一項金融資產或一組金融資產已經減值。僅在有客觀證據顯示於初步確認資產後曾發生一宗或多宗導致減值的事件（「虧損事件」），而該宗或該等虧損事件對該項金融資產或該組金融資產的估計未來現金流量構成能可靠地估計的影響時，該項金融資產或該組金融資產方會出現減值及產生減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Impairment of financial assets carried at amortised cost (Continued)

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated statement of comprehensive income. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated statement of comprehensive income.

2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first out (FIFO) method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2 主要會計政策概要(續)

2.11 以攤銷成本列賬的金融資產減值(續)

減值證據可包括債務人或一組債務人正面臨重大財務困難、拖欠或無力償還利息或本金、將有可能破產或進行其他財務重組的跡象，以及有可觀察數據顯示估計未來現金流量出現明顯減少，例如拖欠金額變動或出現與違約相關的經濟狀況。

就貸款及應收款項類別而言，虧損金額乃按資產賬面值與按金融資產原實際利率折現的估計未來現金流量現值(不包括尚未產生的未來信貸虧損)間的差額計量。資產賬面值會予以削減，而虧損金額於綜合全面收益表中確認。倘貸款按浮動利率計息，則計量任何減值虧損的折現率為根據合約釐定的現行實際利率。在實際應用上，本集團可採用可觀察的市場價格按工具的公平值計量減值。

倘減值虧損的金額在後續期間減少，而該減少可客觀地與確認減值後發生的事件有關聯(例如債務人信貸評級改善)，則之前確認的減值虧損的撥回會於綜合全面收益表中確認。

2.12 存貨

存貨按成本及可變現淨值兩者中的較低者列賬。成本乃根據先進先出法釐定。可變現淨值按日常業務過程中的估計銷售價格，減適用的浮動銷售開支計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Trade and other receivables

Trade receivables are amounts due from clients, commercial companies and local government for services rendered and goods sold in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

2.14 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand and deposits held at call with banks with original maturity of 3 months or less.

2.15 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.16 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 主要會計政策概要(續)

2.13 貿易及其他應收款項

貿易應收款項為就日常業務過程中提供的服務及銷售的貨品應收客戶、商業公司及地方政府的款項。預期於一年或較短期間(或於正常業務營運週期內(如超過一年))收回的貿易及其他應收款項分類為流動資產，否則呈列為非流動資產。

貿易及其他應收款項初步按公平值確認，其後使用實際利率法按攤銷成本扣除減值撥備計量。

2.14 現金及現金等價物

於綜合現金流量表中，現金及現金等價物包括手頭現金及活期銀行存款(原到期日為三個月或以下)。

2.15 股本

普通股歸類為權益。

發行新股直接產生的增量成本於權益內列作所得款項的扣減項(已扣稅)。

2.16 貿易及其他應付款項

貿易應付款項乃日常業務過程中採購供應商貨品或服務的付款責任。於一年或較短期間(或於正常業務營運週期內(如超過一年))到期的貿易及其他應付款項分類為流動負債，否則呈列為非流動負債。

貿易及其他應付款項初步按公平值確認，其後使用實際利率法按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transactions costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

As the Group does not have any qualifying assets, all borrowing costs are charged to the consolidated statement of comprehensive income in the period in which they are incurred.

2.18 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2 主要會計政策概要(續)

2.17 借款及借款成本

借款初步按公平值扣除所產生的交易成本確認。借款其後按攤銷成本入賬；所得款項(扣除交易成本)與贖回價值之間的任何差額使用實際利率法於借款期間在綜合全面收益表內確認。

在融資將很有可能部分或全部提取的情況下，獲得貸款融資所支付的費用應確認為貸款交易成本。在此情況下，該費用將遞延至提取貸款時發生。在並無跡象顯示該融資將很有可能部分或全部提取的情況下，該費用撥充資本作為流動資金服務的預付款項，並於其相關融資期間內攤銷。

除非本集團有權無條件將負債結算日期遞延至報告期末後至少12個月，否則借款分類為流動負債。

由於本集團並無任何合資格資產，全部借款成本於其發生期間於綜合全面收益表內扣除。

2.18 即期及遞延所得稅

期內稅項開支包括即期及遞延稅項。稅項於綜合全面收益表內確認，惟與其他全面收入或直接在權益中確認的項目有關者除外。在此情況下，稅項亦分別在其他全面收入或直接在權益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Current and deferred income tax (Continued)

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the balance sheet date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

2 主要會計政策概要(續)

2.18 即期及遞延所得稅(續)

(i) 即期所得稅

即期所得稅支出根據本集團經營及產生應課稅收入所在國家於結算日已頒佈或實質上已頒佈的稅法計算。管理層就適用稅務法規詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關繳付的稅款設定撥備。

(ii) 遞延所得稅

內在基準差異

遞延所得稅採用負債法就資產及負債的稅基與於綜合財務報表中的賬面值之間的暫時差額確認。然而，倘遞延所得稅因交易（業務合併除外）所涉及資產或負債的初步確認而產生，而交易時並不影響會計及應課稅損益，則遞延所得稅不會入賬。遞延所得稅採用結算日前已頒佈或實質上已頒佈的稅率（及法律）釐定，預期該等稅率（及法律）在有關遞延所得稅資產變現或遞延所得稅負債結算時適用。

僅於未來很可能有應課稅利潤可用以抵銷暫時差額的情況下，方會確認遞延所得稅資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Current and deferred income tax (Continued)

(ii) *Deferred income tax* (Continued)

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(iii) *Offsetting*

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.19 Employee benefits

(i) *Employee leave entitlements*

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2 主要會計政策概要(續)

2.18 即期及遞延所得稅(續)

(ii) *遞延所得稅(續)*

外在基準差異

遞延所得稅負債按於附屬公司的投資所產生的應課稅暫時差額作出撥備，惟倘撥回遞延所得稅負債暫時差額的時間由本集團控制，而暫時差額在可見未來不大可能撥回則除外。

遞延所得稅資產就於附屬公司的投資所產生的可扣減暫時差額確認，惟僅在暫時差額很可能將於日後撥回，且有充足的應課稅利潤可用以抵銷暫時差額時方會確認。

(iii) *抵銷*

當有法定可強制執行權利將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產與負債涉及由同一稅務機關對應課稅實體或不同應課稅實體所徵收的所得稅，而實體有意以淨額基準結算結餘時，則可將遞延所得稅資產與負債予以抵銷。

2.19 僱員福利

(i) *僱員假期權利*

僱員的病假及產假權利於僱員正式休假時方會確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Employee benefits (Continued)

(ii) Pension obligations

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iii) Bonus entitlements

The expected cost of bonus payments is recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

Liabilities for bonus are expected to be settled within 12 months and are measured at the amounts expected to be paid when they are settled.

2 主要會計政策概要(續)

2.19 僱員福利(續)

(ii) 退休金責任

定額供款計劃是本集團向獨立實體支付固定供款的退休金計劃。倘有關基金並無足夠資產向所有僱員支付即期或過往期間的僱員服務福利，本集團亦無法定或推定責任支付任何進一步供款。定額福利計劃為退休金計劃並非定額供款計劃。

就定額供款計劃而言，本集團按強制性、合約或自願原則向公營或私營管理的退休金保險計劃供款。一旦已繳付供款，本集團即再沒有其他供款責任。供款於到期日確認為僱員福利開支。預付供款就可得現金退款或削減未來供款時確認為資產。

(iii) 花紅權利

當本集團因僱員提供的服務而產生現有的法定或推定責任，且責任能可靠估算時，則確認預計花紅派發成本為負債入賬。

花紅相關負債預期於十二個月內償付，並根據償付時須支付的金額計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Share-based payments

(a) *Equity-settled share-based payment transactions*

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save or holding shares for a specified period of time).

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the statement of profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital.

2 主要會計政策概要(續)

2.20 以股份為基礎的付款

(a) *以權益結算以股份為基礎的付款交易*

本集團設有一項以權益結算以股份為基礎的薪酬計劃，據此，實體自僱員取得服務作為本集團股權工具(購股權)的代價。授出購股權而相應獲得的僱員服務公平值確認為開支。列為開支的總額乃參考所授出購股權的公平值釐定，當中：

- 包括任何市場表現條件(例如實體的股份價格)；
- 不包括任何服務和非市場表現歸屬條件(例如盈利能力、銷售增長目標及於特定期間內仍為實體的僱員)的影響；及
- 包括非歸屬條件(例如要求僱員於特定期間內保留或持有股份)的影響。

於各報告期末，本集團根據非市場表現及服務條件修訂預期歸屬購股權數目的估計。本集團會於損益表確認修訂原來估計(如有)的影響，並相應調整權益。

於購股權獲行使時，本公司會發行新股。所收取的所得款項於扣除任何直接應佔交易成本後計入股本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Share-based payments (Continued)

(b) Share-based payment transactions among group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

2.21 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.22 Provision for reinstatement cost

Provision for reinstatement cost is included in other payables and represents the present value of the estimated cost for the restoration work of the Group's leased premises agreed to be carried out upon the expiry of the relevant leases using a risk-free pre-tax interest rate. The provision has been determined by the directors based on their best estimates. The related reinstatement costs, upon initial recognition, have been included as leasehold improvements in the consolidated balance sheets (note 2.5).

2 主要會計政策概要(續)

2.20 以股份為基礎的付款(續)

(b) 集團實體之間以股份為基礎的付款交易

本公司向本集團附屬公司的僱員授予其權益工具的購股權乃視為資本出資。所獲得僱員服務的公平值乃參考授出日的公平值計量，在歸屬期內確認為對附屬公司投資的增加，並相應計入母公司實體賬目內之權益。

2.21 撥備

當本集團因過往事件而承擔現時法定或推定責任，以致可能引致資源流出以清償責任，且有關金額已能可靠估算時，則確認撥備。概不就日後經營虧損確認撥備。

如有多項類似責任，履行責任時須流出資源的可能性乃經考慮整體責任類別後釐定。即使就同一責任類別所包含的任何一個項目而言，資源流出的可能性較微，仍須確認撥備。

撥備乃採用稅前利率按預期清償責任所需開支的現值計量，該稅前利率反映市場當時對貨幣時間價值的評估及該責任的特定風險。因時間流逝而增加的撥備確認為利息開支。

2.22 重修成本撥備

重修成本撥備計入其他應付款項中，乃使用無風險除稅前利率估計協定於相關租約屆滿時對本集團租用之物業進行重修工程之成本的現值。董事根據其最佳估計而釐定撥備。相關重修成本已於初步確認後計入於綜合資產負債表內的租賃物業裝修(附註2.5)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Revenue recognition

The Group's revenue is primarily derived from providing ophthalmic services, sales of pharmaceuticals and sales of vision aid products.

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for services rendered, stated net of discounts, returns and sales related taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. For sales of goods, the Group bases its estimates of return on historical results, taking into consideration the type of clients, the type of transactions and the specifics of each arrangement.

(a) Provision of ophthalmic services

Revenue from ophthalmic services is recognised when the related services are rendered and when it is probable that the economic benefits from the services rendered will flow to the Group and such benefit could be reliably measured.

(b) Sales of vision aid products

Revenue from sales of vision aid products is recognised at the point that the risks and rewards of the inventory have passed to the clients, which is the point of despatch.

(c) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

(d) Management fee income

Revenue from management fee services is recognised when the related services are rendered and when it is probable that the economic benefits from the services rendered will flow to the Group and such benefit could be reliably measured.

2 主要會計政策概要(續)

2.23 收益確認

本集團的收益主要來自提供眼科服務以及銷售藥品及視力輔助產品。

收益按提供服務所收取或應收取之代價的公平值計量，在扣除折扣、退貨及銷售相關稅項後列示。當收益金額能可靠計量，未來經濟利益可能流入實體，且本集團的各項活動符合特定標準時（如下所述），本集團會確認收益。就銷售貨品而言，本集團基於過往業績，並計及客戶類別、交易類別及各項安排之詳情估計退貨情況。

(a) 提供眼科服務

眼科服務的收益於提供相關服務及由此產生的經濟利益很可能流入本集團且該利益能可靠計量時確認。

(b) 銷售視力輔助產品

銷售視力輔助產品的收益於存貨的風險及回報已轉移至客戶時（即送貨時）確認。

(c) 利息收入

利息收入按時間比例採用實際利率法確認。

(d) 管理費收入

管理費服務收入於提供相關服務及由此產生的經濟利益很可能流入本集團且該利益能可靠估計時確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to consolidated statement of comprehensive income on a straight-line basis over the period of the lease.

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2.25 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the consolidated financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

2 主要會計政策概要(續)

2.24 租賃

所有權之風險及回報絕大部分由出租人保留之租賃分類為經營租賃。根據經營租賃作出之付款(已扣除自出租人收取之任何獎勵)於租賃期內以直線法於綜合全面收益表中扣除。

本集團租賃若干物業、廠房及設備。如本集團實質上承受所有權的所有風險和回報，則物業、廠房及設備的租賃分類為融資租賃。融資租賃在租賃開始時，按租賃物業的公平值或最低租賃付款現值(以較低者為準)予以資本化。

每項租賃付款均分攤為負債及財務支出。相應租賃責任在扣除財務支出後計入其他長期應付款項。財務成本的利息部分於租期內在綜合全面收益表中扣除，以計算出每期剩餘負債的固定周期利率。根據融資租賃而獲得的物業、廠房及設備按資產的可使用年期或租賃期(以較短者為準)進行折舊。

2.25 股息分派

分派予本公司股東的股息在本公司股東或董事(如適用)批准股息期間於綜合財務報表中確認為負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Financial risk management is carried out by the finance department under the supervision of the Board of directors. The Board provides principles for overall risk management.

(a) Market risk

(i) Foreign exchange risk

Foreign currency risk is the risk that the value of a financial instrument fluctuates because of the changes in foreign exchange rates.

The subsidiaries at the Group mainly operate in HK and the PRC with most of the transactions settled in HK\$ and Renminbi ("RMB"), respectively. Foreign exchange rate risk arises when recognised financial assets and liabilities are denominated in a currency that is not the entity's functional currency.

As at 31 December 2017, the financial assets and liabilities of the subsidiaries of the Group in HK and PRC are primarily denominated in HK\$ and RMB, respectively (2016: same).

The Group will constantly review the economic situation and its foreign exchange risk profile, and will consider appropriate hedging measures in the future, as may be necessary.

3 財務風險管理

3.1 財務風險因素

本集團的業務活動面臨多種財務風險：市場風險（包括匯率風險、現金流量及公平值利率風險以及價格風險）、信貸風險及流動性風險。本集團的整體風險管理計劃集中於金融市場的難測性，並力求將其對本集團財務表現的潛在不利影響減至最低。

財務部門在董事會的監督下開展財務風險管理。董事會規定整體風險管理的原則。

(a) 市場風險

(i) 外匯風險

外匯風險指金融工具價值因外匯匯率變動而出現波動的風險。

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

於2017年12月31日，本集團的香港及中國附屬公司的金融資產及負債分別主要以港元及人民幣計值（2016年：相同）。

本集團將不斷檢討經濟環境及外匯風險狀況，並在未來必要時考慮適合的對沖措施。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. Management does not anticipate significant impact resulted from the reasonable possible change in interest rates.

The Group's cash flow interest rate risk mainly arises from cash at banks and bank borrowings at floating interest rates. As at 31 December 2017, if interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year would have been approximately HK\$239,000 higher/lower (2016: HK\$62,000 higher/lower), mainly attributable to the Group's exposure to interest rates on its variable rate bank balances and borrowings.

The Group's fair value interest rate risk mainly arises from finance lease liabilities at fixed interest rates. The interest rate profile of the Group's finance lease liabilities is disclosed in Note 26.

(b) Credit risk

The credit risk of the Group mainly arises from trade receivables, deposits and other receivables, amount due from a director and shareholder, amounts due from related parties, pledged bank deposits and cash and cash equivalents. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated balance sheets.

The credit risk of cash and cash equivalents and pledged bank deposits are limited because the counterparties are state-owned or reputable commercial banks which are high-credit-quality financial institutions located in HK and the PRC.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 現金流量及公平值利率風險

本集團的收入及經營現金流量基本上不受市場利率變動的影響。管理層預期利率的合理潛在變動不會造成重大影響。

本集團的現金流量利率風險主要來自銀行現金及按浮動利率計息的銀行借款。於2017年12月31日，倘利率上升／下跌50個基點，而所有其他變數維持不變，則本集團的年度稅後利潤將增加／減少約239,000港元(2016年：增加／減少62,000港元)，主要由於本集團的浮息銀行結餘及借款面臨利率風險。

本集團的公平值利率風險主要來自固定利率融資租賃負債。本集團的融資租賃負債的利率概況披露於附註26。

(b) 信貸風險

本集團的信貸風險主要來自貿易應收款項、按金及其他應收款項，應收一名董事及股東款項、應收關聯方款項、已抵押銀行存款以及現金及現金等價物。最高信貸風險指綜合資產負債表中各項金融資產的賬面值。

由於交易對方為國有或聲譽良好的商業銀行，並屬香港及中國境內高信貸評級的金融機構，現金及現金等價物以及已抵押銀行存款的信貸風險因而有限。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

The Group, being a provider of ophthalmic services to patients, has a highly diversified client base, without any single client contributing material revenue. Moreover, some of the Group's revenue is settled by reputable commercial companies and local government on behalf of patients. The Group has controls to closely monitor the patients' billing and payment status by communication with commercial companies and local government to minimise the credit risk. The Group reviews the recoverable amount of each individual trade receivable at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts.

The credit quality of deposits and other receivables, amount due from a director and shareholder and amounts due from related parties have been assessed with reference to historical information about the counterparties default and financial position of the counterparty. Management does not believe the credit risk in relation to the related parties are significant, considering the existing related parties do not have defaults in the past and management does not expect any losses from non-performance by these related parties.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and bank balances, the availability of funding from an adequate amount of committed credit facilities from leading banks and the ability to close out market position.

The Group maintains liquidity by a number of sources including orderly realisation of short-term financial assets, receivables and certain assets that the Group considers appropriate and long term financing including long-term borrowings are also considered by the Group in its capital structuring. The Group aims to maintain flexibility in funding by keeping sufficient bank balances, committed credit lines available and interest bearing borrowings which enable the Group to continue its business for the foreseeable future.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

本集團乃眼科服務提供商，擁有相當多元化的客戶群，亦無單一客戶貢獻重大收益。此外，本集團的部分收益由聲譽良好的商業公司及地方政府代表患者結算。本集團亦通過與商業公司及地方政府密切溝通監察患者的賬單及支付情況，以將信貸風險減至最低。本集團於各結算日檢討各項個別貿易應收款項的可收回金額，以確保已就不可收回金額確認足夠減值虧損。

按金及其他應收款項，應收一名董事及股東款項以及應收關聯方款項的信貸質素乃經參考交易對方過往違約資料及交易對方的財務狀況後評估。考慮到現有關聯方過往並無違約且管理層預期並無任何來自該等關聯方不履約的虧損，管理層相信，與關聯方有關的信貸風險並不重大。

(c) 流動性風險

審慎的流動性風險管理包括備有充足現金及銀行結餘、從主要銀行獲得充裕的承諾信貸額度以維持備用資金，及於市場平倉的能力。

本集團透過一系列方式(包括於本集團認為適當的情況下有序變現短期金融資產、應收款項及若干資產)維持流動資金，亦同時考慮將長期融資(包括長期借款)納入其資本結構內。本集團旨在透過保持充足銀行結餘、可供動用承諾信貸額度及計息借款，維持資金的靈活性，以供本集團於可見將來繼續經營業務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The table below analyses the financial liabilities of the Group into relevant maturity groupings based on the remaining period at the consolidated balance sheets date to the contractual maturity date. The amounts disclosed in the table were the contractual undiscounted cash flows and the earliest date the Group can be required to pay. Balance within 12 months equal their carrying balances as impact at discounting is not significant.

Specifically, for bank borrowings which contain a repayment on demand clause which can be exercised at the banks' sole discretion, the analysis shows the cash outflow based on the earliest period in which the Group can be required to pay, that is if the lender were to invoke their unconditional rights to call the loans with immediate effort. The maturity analysis for other borrowings is prepared based on the scheduled repayment dates.

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動性風險(續)

下表分析本集團根據由綜合資產負債日期至合約屆滿日的餘下期間劃分為相關到期日組別的金融負債。表中披露的金額為未貼現合約現金流量及本集團可能被要求付款的最早日期。由於折讓影響並不重大，故十二個月內的結餘等於其賬面結餘。

具體而言，對於載有可由銀行全權酌情行使的按要求償還條款的銀行借款，下表分析根據本集團可能被要求付款(即倘貸款人行使即時催收貸款的無條件權利)的最早期限列示現金流出。其他銀行借款的到期日分析乃根據計劃的還款日期編製。

		On demand 按要求 HK\$'000 千港元	Within 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2017	於2017年12月31日				
Amounts due to related parties	應付關聯方款項	153	-	-	153
Trade payables	貿易應付款項	-	6,892	-	6,892
Accruals and other payables (excluding non-financial liabilities)	應計費用及其他應付款項 (不包括非金融負債)	-	45,737	-	45,737
Bank borrowings	銀行借款	8,000	-	-	8,000
Finance lease liabilities	融資租賃負債	-	305	686	991
		8,153	52,934	686	61,773

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

		On demand 按要求 HK\$'000 千港元	Within 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2016	於2016年12月31日				
Amounts due to directors and shareholders	應付董事及股東款項	10,510	–	–	10,510
Amounts due to related parties	應付關聯方款項	10,375	–	–	10,375
Trade payables	貿易應付款項	–	3,090	–	3,090
Accruals and other payables (excluding non-financial liabilities)	應計費用及其他應付款項 (不包括非金融負債)	–	13,233	–	13,233
Bank borrowings	銀行借款	11,144	–	–	11,144
Finance lease liabilities	融資租賃負債	–	6,504	1,056	7,560
		32,029	22,827	1,056	55,912

The table below analyses the bank borrowings of the Group into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date without taking into consideration the effect of the clause of repayment on demand.

下表分析在不計及按要求還款條款影響的情況下，本集團根據由報告期末至合約屆滿日的餘下期間劃分為相關到期日組別的銀行借款。

		Within 1 year 一年內 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2017	於2017年12月31日				
Bank borrowings	銀行借款	8,174	–	–	–
As at 31 December 2016	於2016年12月31日				
Bank borrowings	銀行借款	4,792	2,636	4,393	11,821

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group uses borrowings to finance its operations.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the consolidated balance sheets) less cash and bank balances. Total capital is calculated as 'equity' as shown in the consolidated balance sheets, plus net debt, where applicable.

As at 31 December 2017, the gearing ratio is not applicable due to net cash position (2016: same).

3.3 Fair value estimation

The carrying values of the Group's current financial assets, including trade receivables, deposits and other receivables, amount due from a director and shareholder, amounts due from related parties, pledged bank deposits and cash and cash equivalents, and the Group's current financial liabilities, including trade payables, accruals and other payables, amounts due to directors and shareholders, amounts due to related parties and borrowings approximate their fair values due to their short maturities.

3 財務風險管理(續)

3.2 資本風險管理

本集團的資本管理目標為保障本集團持續經營的能力，從而為股東及其他持份者提供回報及利益，同時維持最優資本結構以降資本金成本。本集團利用借款為其營運提供資金。

為維持或調整資本結構，本集團或會調整支付予股東的股息金額、向股東退還資本、發行新股或出售資產以減少債務。

如其他同業者一樣，本集團根據資產負債比率監控資本。該比率乃按債務淨額除資本總額計算。債務淨額乃按借款總額(包括綜合資產負債表所列的即期及非即期借款)減現金及銀行結餘計算。資本總額乃按綜合資產負債表所示的「權益」加債務淨額(如適用)計算。

於2017年12月31日，資產負債比率因現金淨額狀況而不適用(2016年：相同)。

3.3 公平值估計

本集團現有金融資產(包括貿易應收款項、按金及其他應收款項、應收一名董事及股東款項、應收關聯方款項、已抵押銀行存款以及現金及現金等價物)及本集團現有金融負債(包括貿易應付款項、應計費用及其他應付款項、應付董事及股東款項、應付關聯方款項及借款)的期限較短，因此賬面值與公平值貼近。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2017 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

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

3 財務風險管理(續)

3.3 公平值估計(續)

下表按計量公平值所用估值方法輸入值的層級對本集團於2017年12月31日按公平值入賬的金融工具進行分析。該等輸入值在公平值層級中分為如下三個層級：

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

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2017	於2017年12月31日				
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產				
– Structured bank deposits	– 結構性銀行存款	–	60	–	60
As at 31 December 2016	於2016年12月31日				
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產				
– Unlisted insurance policy investments	– 非上市保單投資	–	–	5,205	5,205
– Structured bank deposits	– 結構性銀行存款	–	12,232	–	12,232
		–	12,232	5,205	17,437

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

There were no transfers between levels during the year ended 31 December 2017 (2016: nil).

(a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

(b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for the instrument.

(c) Financial instruments in level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Cash surrender value for the insurance policy

3 財務風險管理(續)

3.3 公平值估計(續)

於截至2017年12月31日止年度，各層級之間並無轉移(2016年：無)。

(a) 列入第1級的金融工具

在活躍市場買賣的金融工具的公平值，乃以結算日的市場報價為基準。當報價可隨時及定期從交易所、交易商、經紀、業內團體、定價服務商或監管機構獲得，而該等報價代表按公平基準進行的實際和常規市場交易，則該市場視為活躍市場。本集團持有的金融資產採用的市場報價為現行市場買入價，該等工具會列入第1級。

(b) 列入第2級的金融工具

並非於活躍市場買賣的金融工具(如場外衍生工具)的公平值乃採用估值方法釐定。該等估值方法盡量採用可觀察市場數據(如有)，並盡量不倚賴實體特定估算。倘計算工具公平值所需的全部重大輸入值均可觀察，則該工具列入第2級。

用於金融工具估值的特定估值方法包括：

- 工具的市場報價或交易商報價。

(c) 列入第3級的金融工具

倘一個或多個重大輸入值並非根據可觀察市場數據釐定，則該項工具會被列入第3級。

用於金融工具估值的特定估值方法包括：

- 保單的退保現金價值

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(c) Financial instruments in level 3 (Continued)

The unlisted insurance policy investment in level 3 represents key management insurance contract (Note 21). The fair value of the key management insurance contract is determined by reference to the cash surrender value of the insurance policy.

Based on historical change in the cash surrender value of the insurance policy, there is an average increase in cash surrender value of approximately 2% per annum. Applying this percentage of increase/decrease in the cash surrender value, the Group's profit for the year and retained earnings would be increased/decreased by approximately HK\$104,000 for the year ended 31 December 2016.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the financial statements 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. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Impairment of trade receivables

The Group's management determines the provision for impairment of trade receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of its customers and other debtors and the current market condition, and requires the use of judgements and estimates. Management reassesses the provisions at each balance sheet date.

3 財務風險管理(續)

3.3 公平值估計(續)

(c) 列入第3級的金融工具(續)

第三級非上市的保險保單投資是指主要管理層保險合約(附註21)。主要管理層保險合約的公平值經參考保單之退保現金價值釐定。

根據保單之退保現金價值的歷史變動，退保現金價值每年平均增加約2%。以該退保現金價值的增加/減少比例進行計算，本集團年內利潤以及保留盈利於截至2016年12月31日止年度增加/減少約104,000港元。

4 重要會計估計及判斷

編製財務報表所用的估計及判斷持續進行評估，並以過往經驗及其他因素為基礎(包括在現時情況下對未來事件的合理預期)。

本集團對未來作出估計及假設。所得會計估計，因其性質使然，甚少與相關的實際結果等同。以下論述有相當風險會引致須於下個財政年度對資產及負債的賬面值作出重大調整的估計及假設。

(a) 貿易應收款項減值

本集團管理層按應收款項可收回程度的評估，釐定貿易應收款項的減值撥備。該估計乃基於其客戶及其他債務人過往信貸記錄及現時市況，並須運用判斷及估計。管理層於各結算日重新評估撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Income tax and deferred income tax

The Group is subject to income taxes in HK and the PRC. Significant judgement is required in determining the provision for income taxes. There are some transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated taxes based on estimates of whether additional taxes will be due.

Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences would impact the current tax and deferred tax provisions in the period in which such determination is made.

(c) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

(d) Share-based payment

The Group has awarded equity instruments to eligible directors, senior management, ophthalmologists, physicians, employees and consultants. The Group has used binomial option pricing model to determine the total fair value of the equity instruments awarded. Significant estimates on key assumptions are required to be made by the Company in determining the fair value of the equity instruments.

4 重要會計估計及判斷(續)

(b) 所得稅及遞延所得稅

本集團須繳納香港及中國所得稅。釐定所得稅撥備須作出重大判斷。於日常業務過程中有若干未能釐定最終稅項的交易及計算。本集團根據對額外稅項是否將會到期的估計，確認預期稅項負債。

倘該等事宜的最終稅務結果與初步記錄的金額不同，有關差異將影響作出釐定期間即期稅項及遞延稅項的撥備。

(c) 物業、廠房及設備的可使用年期

本集團管理層釐定其物業、廠房及設備的估計可使用年期及相關折舊費用。該估計乃根據過往相類性質及功能的物業、廠房及設備的實際可使用年期作出，可能因技術創新及競爭對手應對嚴峻行業週期的行為而發生重大變化。倘可使用年期少於先前估計的年期，管理層將提高折舊費用，或將撇銷或撇減已報廢或已出售技術落伍或非策略性的資產。

(d) 以股份為基礎的付款

本集團向符合資格的董事、高級管理人員、眼科醫師、醫師、僱員及顧問授出權益工具。本集團採用二項式期權定價模型確定所授出的權益工具的公平值總額。於確定權益工具的公平值時，本公司須就關鍵假設作出重大估計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION

5 收益及分部資料

(a) Revenue

(a) 收益

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Provision of ophthalmic services	提供眼科服務	291,076	234,391
Sales of vision aid products	銷售視力輔助產品	20,152	14,268
		311,228	248,659

(b) Segment information

(b) 分部資料

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

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

Management considers the business is mainly located in HK and the PRC, which the revenue and segment results are determined by the geographical location in which the client is operated. Management has therefore identified the reportable segment based on the Group's geographic perspective, namely HK and the PRC.

管理層認為，由於本公司主要於香港及中國開展業務，故收益及分部業績由客戶經營所在的地理位置決定。因此，管理層根據本集團的地理位置（即香港及中國）確定可呈報分部。

Capital expenditure comprises additions to property, plant and equipment and intangible assets.

資本開支包括添置物業、廠房及設備以及無形資產。

Other income, other gains, net, listing expenses, finance expenses, and income tax expense are not included in segment results.

其他收入、其他收益淨額、上市費用、財務開支及所得稅開支並未計入分部業績。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Segment information (Continued)

The segment results for the year ended 31 December 2017 are as follows:

5 收益及分部資料(續)

(b) 分部資料(續)

截至2017年12月31日止年度的分部業績載列如下：

		Year ended 31 December 2017		
		截至2017年12月31日止年度		
		HK	PRC	Total
		香港	中國	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Segment revenue	分部收益	189,507	121,721	311,228
Gross profit	毛利	66,722	68,709	135,431
Selling expenses	銷售開支	(796)	(10,467)	(11,263)
Administrative expenses	行政開支	(16,773)	(26,811)	(43,584)
Segment results	分部業績	49,153	31,431	80,584
Other income	其他收入			2,407
Listing expenses	上市開支			(24,160)
Other gains, net	其他收益淨額			210
Finance expenses	財務開支			(555)
Profit before income tax	除所得稅前利潤			58,486
Income tax expense	所得稅開支			(18,359)
Profit for the year	年內利潤			40,127
Other segment information	其他分部資料			
Additions to non-current assets	添置非流動資產	9,784	75,385	85,169
Depreciation and amortisation	折舊及攤銷	(4,804)	(3,774)	(8,578)
Losses on disposal of property, plant and equipment, net	出售物業、廠房及設備所得虧損淨額	(63)	–	(63)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Segment information (Continued)

The segment results for the year ended 31 December 2016 are as follows:

		Year ended 31 December 2016 截至2016年12月31日止年度		
		HK 香港	PRC 中國	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue	分部收益	161,168	87,491	248,659
Gross profit	毛利	50,093	44,883	94,976
Selling expenses	銷售開支	(664)	(7,210)	(7,874)
Administrative expenses	行政開支	(11,218)	(19,316)	(30,534)
Segment results	分部業績	38,211	18,357	56,568
Other income	其他收入			1,497
Other gains, net	其他收益淨額			1,463
Finance expenses	財務開支			(932)
Profit before income tax	除所得稅前利潤			58,596
Income tax expense	所得稅開支			(11,709)
Profit for the year	年內利潤			46,887
Other segment information	其他分部資料			
Additions to non-current assets	添置非流動資產	9,347	3,262	12,609
Depreciation and amortisation	折舊及攤銷	(6,167)	(6,251)	(12,418)
Gains on disposal of property, plant and equipment, net	出售物業、廠房及設備所得收益淨額	59	-	59

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

There is no single external client contributed more than 10% to the Group's revenue for the year ended 31 December 2017 (2016: nil).

5 收益及分部資料(續)

(b) 分部資料(續)

截至2016年12月31日止年度的分部業績載列如下：

由於並無定期向執行董事提供分部資產及負債分析，故並無呈列該等分析。

於截至2017年12月31日止年度，概無單一外部客戶貢獻的收益佔本集團收益的10%以上(2016年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6 OTHER INCOME

6 其他收入

		Year ended 31 December 截至12月31日止年度	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Management fee income	管理費收入	616	688
Interest from bank deposits	銀行存款利息	877	747
Others	其他	914	62
		2,407	1,497

7 OTHER GAINS, NET

7 其他收益淨額

		Year ended 31 December 截至12月31日止年度	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
(Losses)/gains on disposal of property, plant and equipment, net	出售物業、廠房及設備所得(虧損)/收益淨額	(63)	59
Gains on financial assets at fair value through profit or loss	按公平值計入損益的金融資產產生的收益	681	595
Exchange (losses)/gains, net	匯兌(虧損)/收益淨額	(408)	809
		210	1,463

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

8 EXPENSES BY NATURE

8 按性質劃分的費用

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Amortisation of intangible assets (Note 14)	無形資產攤銷 (附註14)	177	149
Auditor's remuneration	核數師薪酬		
– Audit services	– 審計服務	1,900	750
– Non-audit services	– 非審計服務	171	56
Depreciation of property, plant and equipment (Note 13)	物業、廠房及設備折舊 (附註13)	8,401	12,269
Doctors' consultation fees	醫生診金	68,535	64,580
Cost of inventories and consumables (Note 15)	存貨及耗材成本 (附註15)	39,773	31,437
Employee benefit expenses (Note 9)	僱員福利開支(附註9)	52,984	43,729
Rental expenses	租金費用	21,843	19,969
Legal and professional fees	法律及專業費用	1,713	657
Listing expenses	上市費用	24,160	–
Share option expenses to doctors and consultants	授予醫生及顧問的購股權產生的開支	5,339	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

9 僱員福利開支 (包括董事酬金)

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Wages, salaries, bonuses and allowances	工資、薪金、花紅及津貼	47,750	39,738
Retirement benefit costs – defined contribution schemes (Note (i))	退休福利成本 – 定額供款計劃 (附註(i))	2,682	2,068
Staff welfare and benefits	員工福利及利益	1,632	1,923
Share option expenses	購股權開支	920	–
		52,984	43,729

Note:

附註：

(i) RETIREMENT BENEFIT COSTS – DEFINED CONTRIBUTION SCHEMES

The Company's subsidiaries in the PRC are members of the state-managed retirement benefits scheme operated by the PRC government. The Group contributes a certain percentage of the salaries of the subsidiaries' employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-managed retirement plans are responsible for the entire pension obligations payable to the retired employees.

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, the Group and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the Group's and the employees' contributions were subject to a cap of HK\$1,500 per month effective since 1 June 2014, and thereafter contributions are voluntary.

(ii) 退休福利成本 – 定額供款計劃

本公司的中國附屬公司為中國政府所運作的國家集中管理的退休福利計劃的成員。本集團按附屬公司僱員工資的一定百分比作出供款，除年度供款外，毋須進一步承擔實際退休金付款或退休後福利的責任。國家集中管理的退休計劃承擔向退休僱員支付退休金的全部責任。

本集團已安排其香港僱員參加強制性公積金計劃(「強積金計劃」)。強積金計劃為獨立受託人管理的一項定額供款計劃。根據強積金計劃，本集團及其僱員須每月按僱員入息(定義見強制性公積金法例)的5%向該計劃作出供款。本集團及僱員的每月供款上限自2014年6月1日起為1,500港元，其後的供款屬自願性質。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(a) Directors and Chief Executive Officer's emoluments

The remunerations of each director and the Chief Executive Officer of the Group for the year ended 31 December 2017 are set out below:

9 僱員福利開支 (包括董事酬金)(續)

(a) 董事及行政總裁酬金

本集團各董事及行政總裁於截至2017年12月31日止年度的薪酬載列如下：

		Emoluments paid or receivable in respect of a person's services as a director, whether of the Group, the Company or its subsidiary undertaking 就出任董事(不論是本集團、本公司或其附屬公司的董事)的人士提供的服務而支付或應付該人士的酬金						
		Employer's contribution to					Share-based	Total
		Fees	Salaries	Discretionary bonuses	Allowances and benefits in kind	a retirement benefit scheme	payment	
		袍金	薪金	酌情花紅	津貼及實物福利	退休福利計劃作出的供款	以股份為基礎的付款	合計
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Year ended 31 December 2017	截至2017年12月31日止年度							
<i>Executive directors</i>		<i>執行董事</i>						
Dr. Dennis LAM (Chief Executive Officer) (Note (i))	林順潮醫生(行政總裁) (附註(i))	-	3,496	-	-	5	-	3,501
Ms. Li (Note (ii))	李女士(附註(ii))	-	1,200	-	741	18	-	1,959
Mr. Li Chun Shan (Note (iii))	李春山先生(附註(iii))	-	484	-	-	-	26	510
Dr. LEE Yau Wing Vincent (Note (iii))	李佑榮醫生(附註(iii))	12	-	-	-	-	1,579	1,591
<i>Independent non-executive directors</i>		<i>獨立非執行董事</i>						
Dr. LAU Johnson Yiu-Nam	劉耀南醫生	12	-	-	-	-	-	12
Dr. Li Kwok Tung Donald	李國棟醫生	12	-	-	-	-	-	12
Mr. MA Andrew Chiu Cheung	馬熙祥先生	12	-	-	-	-	-	12
Mr. CHAN Chi Leong	陳智亮先生	12	-	-	-	-	-	12
Ms. BENTLEY Annie Liang	梁安妮女士	12	-	-	-	-	-	12
		72	5,180	-	741	23	1,605	7,621
Year ended 31 December 2016	截至2016年12月31日止年度							
<i>Executive directors</i>		<i>執行董事</i>						
Dr. Dennis LAM (Chief Executive Officer) (Note (i))	林順潮醫生(行政總裁) (附註(i))	-	6,624	-	-	12	-	6,636
Ms. Li (Note (ii))	李女士(附註(ii))	-	1,525	-	720	17	-	2,262
Mr. Li Chun Shan (Note (iii))	李春山先生(附註(iii))	-	411	63	-	-	-	474
Dr. LEE Yau Wing Vincent (Note (iii))	李佑榮醫生(附註(iii))	-	-	-	-	-	-	-
		-	8,560	63	720	29	-	9,372

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(a) Directors and Chief Executive Officer's emoluments (Continued)

The remunerations of each director and the Chief Executive Officer of the Group for the year ended 31 December 2017 are set out below: (Continued)

Note:

- (i) The remuneration of Dr. Dennis LAM shown in the tables represents remuneration received and receivable from the Group by him in his capacities as a director and the Chief Executive Officer of the Company and an ophthalmologist to the Group during the year ended 31 December 2017 (2016: same).
- (ii) The remunerations of Ms. LI and Mr. LI Chun Shan shown in the tables represent remuneration received and receivable from the Group by them in their capacities as directors of the Company and employees to the Group during the year ended 31 December 2017 (2016: same).
- (iii) The remunerations of Dr. LEE Yau Wing Vincent represent remunerations received and receivable from the Group by him in his capacity as a director of the Company since the appointment on 28 June 2017. During the year ended 31 December 2017, Dr. LEE Yau Wing Vincent received doctors' consultation fees of HK\$14,801,000 (2016: HK\$17,451,000). During the year ended 31 December 2017, total share option expenses to Dr. LEE Yau Wing Vincent amounted to HK\$2,343,000.

During the year ended 31 December 2017, the aggregate amounts of remuneration including fees, salaries, discretionary bonuses, allowances and benefits in kind, employer's contribution to a retirement benefit scheme, share-based payment and doctors' consultation fees which were paid by the Group to the directors were HK\$23,186,000 (2016: HK\$26,823,000).

Dr. Dennis LAM and Ms. LI were appointed as the Company's executive directors on 1 February 2016.

Dr. LEE Yau Wing Vincent and Mr. LI Chun Shan were appointed as the Company's executive directors on 28 June 2017.

9 僱員福利開支 (包括董事酬金)(續)

(a) 董事及行政總裁酬金(續)

本集團各董事及行政總裁於截至2017年12月31日止年度的薪酬載列如下：(續)

附註：

- (i) 表中所列林順潮醫生的薪酬指其於截至2017年12月31日止年度作為本公司董事及行政總裁以及本集團眼科醫生已收及應收本集團的薪酬(2016年：相同)。
- (ii) 表中所列李女士及李春山先生的薪酬指彼等於截至2017年12月31日止年度作為本公司董事及本集團僱員已收及應收本集團的薪酬(2016年：相同)。
- (iii) 李佑榮醫生的薪酬指彼自2017年6月28日獲委任為本公司董事起已收及應收本集團的薪酬。於截至2017年12月31日止年度，李佑榮醫生收取的醫生診金為14,801,000港元(2016年：17,451,000港元)。於截至2017年12月31日止年度，授予李佑榮醫生的購股權開支合共為2,343,000港元。

於截至2017年12月31日止年度，本集團向董事支付的薪酬總額(包括袍金、薪金、酌情花紅、津貼及實物福利、僱主向退休福利計劃作出的供款、以股份為基礎的付款以及醫生診金)為23,186,000港元(2016年：26,823,000港元)。

林順潮醫生及李女士於2016年2月1日獲委任為本公司執行董事。

李佑榮醫生及李春山先生於2017年6月28日獲委任為本公司執行董事。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(a) Directors and Chief Executive Officer's emoluments (Continued)

Dr. LAU Johnson Yiu-Nam, Dr. LI Kwok Tung Donald, Mr. MA Andrew Chiu Cheung, Mr. CHAN Chi Leong and Ms. BENTLEY Annie Liang were appointed as the Company's independent non-executive directors on 19 October 2017.

No remunerations are paid or receivables in respect of accepting office as director during the year ended 31 December 2017 (2016: nil).

No emoluments are paid or receivable in respect of directors' other services in connection with the management of the affairs of the Company or its subsidiary undertaking during the year ended 31 December 2017 (2016: nil).

No director waived or agreed to waive any emoluments during the year ended 31 December 2017 (2016: nil).

During the year ended 31 December 2017, no retirement benefits, payments or benefits in respect of termination of directors' services were paid or made, directly or indirectly, to the directors; nor are any payable (2016: nil). No consideration was provided to or receivable by third parties for making available directors' services (2016: nil).

There is no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors during the year ended 31 December 2017 (2016: nil).

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2017 (2016: nil).

9 僱員福利開支 (包括董事酬金)(續)

(a) 董事及行政總裁酬金(續)

劉耀南醫生、李國棟醫生、馬照祥先生、陳智亮先生及梁安妮女士於2017年10月19日獲委任為本公司獨立非執行董事。

於截至2017年12月31日止年度，概無有關接納董事職務而支付或應收的酬金(2016年：無)。

於截至2017年12月31日止年度，概無就董事為管理本公司或其附屬公司事務所提供的其他服務而支付或應收的酬金(2016年：無)。

於截至2017年12月31日止年度，概無董事放棄或同意放棄任何酬金(2016年：無)。

於截至2017年12月31日止年度，概無就終止董事服務向董事直接或間接支付或作出的退休福利、付款或福利，亦無任何與此相關的應付款項(2016年：無)。概無就獲得董事服務而向第三方提供報酬或應付第三方的報酬(2016年：無)。

於截至2017年12月31日止年度，概無以董事或受彼等控制的法團及關連實體為受益人的貸款、準貸款及其他交易安排(2016年：無)。

本公司概無訂立與本集團業務有關，而本公司董事於其中直接或間接擁有重大權益，且於截至2017年12月31日止年度年末或任何時間仍然存續的重大交易、安排及合約(2016年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest amongst the directors and employees in the Group include three directors, Dr. LEE Yau Wing Vincent, Dr. Dennis LAM and Ms. LI, whose emoluments are reflected in the analysis presented above for the year ended 31 December 2017. The emoluments payable to the remaining two individuals for the year ended 31 December 2017 are as follows:

		Year ended 31 December 截至12月31日止年度	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Wages, salaries, bonuses, and allowances	工資、薪金、花紅及津貼	1,122	1,452
Pension costs	退休金成本	–	17
Share-based payments	以股份為基礎的付款	2,342	–
		3,464	1,469

The emoluments fell within the following bands:

薪酬在以下範圍內：

		Number of individuals Year ended 31 December 截至12月31日止年度	
		2017 2017年	2016 2016年
Emolument bands (in HK\$)	薪酬範圍(港元)		
Nil to HK\$1,000,000	零至1,000,000港元	–	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	–
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至 2,500,000港元	1	–
		2	2

9 僱員福利開支 (包括董事酬金)(續)

(b) 五名最高薪酬人士

於截至2017年12月31日止年度，本集團董事及僱員中的五名最高薪酬人士包括三名董事(李佑榮醫生、林順潮醫生及李女士)，彼等的薪酬反映在上文呈列的分析。於截至2017年12月31日止年度，應付餘下兩名人士的薪酬載列如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(c) Senior management

The remuneration of the members of the senior management by band for the year ended 31 December 2017 is set forth below;

In the band of	薪酬組別	Number of individuals 人數
Below HK\$1,000,001	1,000,001港元以下	2

10 FINANCE EXPENSES

9 僱員福利開支 (包括董事酬金)(續)

(c) 高級管理層

於截至2017年12月31日止年度按薪酬組別劃分之高級管理層成員的薪酬載列如下：

10 財務開支

		Year ended 31 December 截至12月31日止年度	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Interest expense on borrowings	借款利息開支	555	932

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits for the year ended 31 December 2017.

The applicable tax rate for the PRC subsidiaries of the Group is 25% (2016: 25%) for the year ended 31 December 2017.

Under the new Corporate Income Tax Law, corporate withholding income tax is levied on the foreign investor incorporated in Hong Kong for dividend which arises from profit of foreign investment enterprises earned after 1 January 2008 at a tax rate of 5%.

The amount of taxation charged/(credited) to the consolidated statement of comprehensive income represents:

11 所得稅開支

於截至2017年12月31日止年度，香港利得稅稅率按估計應課稅利潤的16.5% (2016年：16.5%)計提撥備。

於截至2017年12月31日止年度，本集團中國附屬公司的適用稅率為25% (2016年：25%)。

根據新企業所得稅法，於香港註冊成立的外國投資者須就外資企業於2008年1月1日後賺取的利潤所產生的股息按稅率5%繳納企業預扣所得稅。

扣除／(計入)綜合全面收益表的稅項金額為：

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	9,300	7,482
– PRC enterprise income tax	– 中國企業所得稅	9,189	5,280
Under-provision in prior years	過往年度撥備不足	241	–
Deferred income tax (Note 27)	遞延所得稅(附註27)	(371)	(1,053)
Income tax expense	所得稅開支	18,359	11,709

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11 INCOME TAX EXPENSE (Continued)

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the group companies as follows:

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Profit before income tax	除所得稅前利潤	58,486	58,596
Tax calculated at domestic tax rate applicable to profits in respective jurisdictions	按適用於各司法權區的利潤的當地稅率計算的稅項	12,099	11,188
Tax effects of:	下列各項的稅務影響：		
Income not subject to tax	免稅收入	(138)	(280)
Expenses not deductible for taxation purpose	不可扣稅開支	4,296	801
Tax losses not recognised	未確認的稅項虧損	1,585	–
Withholding tax on royalty income	專利權收入的預扣稅	276	–
Under-provision in prior years	過往年度撥備不足	241	–
Income tax expense	所得稅開支	18,359	11,709

The weighted average applicable tax rate for the year ended 31 December 2017 was 20.7% (2016: 19.1%).

There was no material fluctuation in the weighted average applicable tax rate for the year ended 31 December 2017 compared to last year.

11 所得稅開支(續)

本集團除所得稅前利潤的稅項與使用適用於集團公司的加權平均稅率計算得出的理論數額的差異如下：

截至2017年12月31日止年度的加權平均適用稅率為20.7%（2016年：19.1%）。

與去年相比，截至2017年12月31日止年度的加權平均適用稅率並無重大波動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

12 EARNINGS PER SHARE

(a) Basic

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

		Year ended 31 December 截至12月31日止年度	
		2017 2017年	2016 2016年
Profit attributable to equity holders of the Company during the year (HK\$'000)	年內本公司權益持有人應佔利潤(千港元)	40,127	46,887
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	769,287,977	722,679,109
Basic earnings per share (HK cents)	每股基本盈利(港仙)	5.22	6.49

Note:

- (i) The earnings per share as presented above is calculated using the weighted average number of 769,287,977 (2016: 722,679,109) ordinary shares deemed to be in issue for the year ended 31 December 2017. In determining the weighted average number of ordinary shares deemed to be in issue, the bonus elements of the shares issued in 2016, 2017 and 2018 as detailed in Note 22(b), Note 22(c) and Note 36(a), respectively, have been taken into account since 1 January 2016.

12 每股盈利

(a) 基本

每股基本盈利按本公司權益持有人應佔利潤除以已發行普通股加權平均數計算。

附註：

- (i) 上表所列每股盈利乃按截至2017年12月31日止年度視作已發行的769,287,977股(2016年：722,679,109股)普通股加權平均數計算。釐定視作已發行的普通股加權平均數時，已自2016年1月1日起計及2016年、2017年及2018年已發行股份的花紅因素，詳情分別載於附註22(b)、附註22(c)及附註36(a)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

12 EARNINGS PER SHARE (Continued)

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. During the year ended 31 December 2017, the Group has one (2016: nil) category of dilutive potential ordinary shares.

For the pre-IPO share options, the number of shares included as below is the number of shares that are dilutive and would have been outstanding assuming the completion of the share issue to the grantees.

12 每股盈利(續)

(b) 攤薄

每股攤薄盈利乃假設已轉換所有具攤薄潛力的普通股，並通過調整發行在外的普通股的加權平均數進行計算。於截至2017年12月31日止年度，本集團具有一類(2016年：無)具攤薄潛力的普通股。

就首次公開發售前購股權而言，以下所載股份數目為攤薄且假設向承授人發行股份完成後發行在外的股份數目。

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
Profit attributable to equity holders of the Company during the year (HK\$'000)	年內本公司權益持有人應佔利潤(千港元)	40,127	46,887
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	769,287,977	722,679,109
Adjustments for:	就以下各項作出調整：		
– impact of the pre-IPO share option scheme	– 首次公開發售前購股權計劃的影響	10,613,634	–
Weighted average number of ordinary shares for diluted earnings per share	用於計算每股攤薄盈利的加權平均普通股數目	779,901,611	722,679,109
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	5.15	6.49

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT

13 物業、廠房及設備

		Medical equipment 醫療設備 HK\$000 千港元	Leasehold improvements 租賃物業裝修 HK\$000 千港元	Office furniture and fixtures 辦公傢俱及 固定裝置 HK\$000 千港元	Computer equipment 電腦設備 HK\$000 千港元	Motor vehicles 汽車 HK\$000 千港元	Construction in progress 在建工程 HK\$000 千港元	Total 總計 HK\$000 千港元
At 1 January 2016	於2016年1月1日							
Cost	成本		17,952	2,795	2,022	1,383	-	60,152
Accumulated depreciation	累計折舊	(14,478)	(12,002)	(1,505)	(1,341)	(528)	-	(29,854)
Net book amount	賬面淨值	21,522	5,950	1,290	681	855	-	30,298
Year ended 31 December 2016	截至2016年12月31日止年度							
Opening net book amount	年初賬面淨值	21,522	5,950	1,290	681	855	-	30,298
Additions	添置	7,104	4,295	388	372	437	-	12,596
Disposals	出售	(37)	-	-	-	-	-	(37)
Depreciation	折舊	(5,903)	(4,933)	(615)	(428)	(390)	-	(12,269)
Currency translation differences	外幣換算差額	(877)	(73)	(48)	(8)	(32)	-	(1,038)
Closing net book amount	年末賬面淨值	21,809	5,239	1,015	617	870	-	29,550
At 31 December 2016	於2016年12月31日							
Cost	成本	41,632	21,640	3,078	2,334	1,773	-	70,457
Accumulated depreciation	累計折舊	(19,823)	(16,401)	(2,063)	(1,717)	(903)	-	(40,907)
Net book amount	賬面淨值	21,809	5,239	1,015	617	870	-	29,550
Year ended 31 December 2017	截至2017年12月31日止年度							
Opening net book amount	年初賬面淨值	21,809	5,239	1,015	617	870	-	29,550
Additions	添置	51,054	3,376	871	1,536	-	27,214	84,051
Disposals	出售	(122)	-	-	-	-	-	(122)
Depreciation	折舊	(5,078)	(2,179)	(514)	(288)	(342)	-	(8,401)
Currency translation differences	外幣換算差額	2,843	40	57	61	37	1,063	4,101
Closing net book amount	年末賬面淨值	70,506	6,476	1,429	1,926	565	28,277	109,179
At 31 December 2017	於2017年12月31日							
Cost	成本	95,911	25,833	4,103	4,010	1,843	28,277	159,977
Accumulated depreciation	累計折舊	(25,405)	(19,357)	(2,674)	(2,084)	(1,278)	-	(50,798)
Net book amount	賬面淨值	70,506	6,476	1,429	1,926	565	28,277	109,179

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT

(Continued)

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

		Year ended 31 December 截至12月31日止年度	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Cost of revenue	銷售成本	6,956	9,614
Administrative expenses	行政開支	1,445	2,655
		8,401	12,269

Motor vehicles and medical equipment includes the following amounts where the Group is a lessee under finance leases:

		Year ended 31 December 截至12月31日止年度	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Cost-capitalised finance leases	成本 — 資本化融資租賃	4,240	26,213
Accumulated depreciation	累計折舊	(3,105)	(12,913)
Net book amount	賬面淨值	1,135	13,300

The Group leases various motor vehicles and medical equipment under non-cancellable finance lease agreements. The lease terms are between 3 and 5 years, and substantially all risks and rewards incidental to ownership of the underlying assets have been transferred to the Group.

13 物業、廠房及設備(續)

於綜合全面收益表扣除的折舊費用載列如下：

汽車及醫療設備包括以下金額，其中本集團為融資租賃項下的承租人：

本集團根據不可撤銷融資租賃協議租賃若干汽車及醫療設備。租期介乎3至5年，且相關資產所有權的全部風險及回報實質上已轉移至本集團。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14 INTANGIBLE ASSETS

14 無形資產

		Total 總計 HK\$'000 千港元
At 1 January 2016	於2016年1月1日	
Cost	成本	1,899
Accumulated amortisation	累計攤銷	(297)
		1,602
Year ended 31 December 2016	截至2016年12月31日止年度	
Opening net book amount	年初賬面淨值	1,602
Additions	添置	13
Amortisation	攤銷	(149)
Currency translation differences	外幣換算差額	(59)
		1,407
At 31 December 2016	於2016年12月31日	
Cost	成本	1,829
Accumulated amortisation	累計攤銷	(422)
		1,407
Year ended 31 December 2017	截至2017年12月31日止年度	
Opening net book amount	年初賬面淨值	1,407
Additions	添置	1,118
Amortisation	攤銷	(177)
Currency translation differences	外幣換算差額	105
		2,453
At 31 December 2017	於2017年12月31日	
Cost	成本	3,092
Accumulated amortisation	累計攤銷	(639)
		2,453

Intangible assets mainly consist of computer software.

無形資產主要包括電腦軟件。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14 INTANGIBLE ASSETS (Continued)

Amortisation expense charged in the consolidated statement of comprehensive income is as follows:

		Year ended 31 December 截至12月31日止年度	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Cost of revenue	銷售成本	66	58
Administration expenses	行政開支	111	91
		177	149

14 無形資產(續)

於綜合全面收益表扣除的攤銷費用如下所示：

15 INVENTORIES

		As at 31 December 於12月31日	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Pharmaceuticals and medical consumables	藥品及醫用耗材	6,305	2,072
Vision aid products	視力輔助產品	568	256
		6,873	2,328

15 存貨

The cost of inventories and consumables recognised as expense and included in cost of revenue amounted to approximately HK\$39,773,000 (2016: HK\$31,437,000) for the year ended 31 December 2017.

於截至2017年12月31日止年度，確認為費用並計入銷售成本的存貨及耗材成本約為39,773,000港元(2016年：31,437,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16 FINANCIAL INSTRUMENTS BY CATEGORIES

16 按類別劃分的金融工具

		As at 31 December 於12月31日	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Loans and receivables	貸款及應收款項		
– Amount due from a director and shareholder	– 應收一名董事及股東款項	–	16
– Amounts due from related parties	– 應收關聯方款項	–	1,393
– Trade receivables	– 貿易應收款項	7,692	4,456
– Deposits and other receivables	– 按金及其他應收款項	8,529	6,338
– Pledged bank deposits	– 已抵押銀行存款	8,000	–
– Cash and cash equivalents	– 現金及現金等價物	77,969	58,760
		102,190	129,723
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產		
– Unlisted insurance policy investments	– 非上市保單投資	–	5,205
– Structured bank deposits	– 結構性銀行存款	60	12,232
		60	17,437
Other financial liabilities at amortised cost	按攤銷成本列賬的其他金融負債		
– Amounts due to directors and shareholders	– 應付董事及股東款項	–	10,510
– Amounts due to related parties	– 應付關聯方款項	153	10,375
– Trade payables	– 貿易應付款項	6,892	3,090
– Accruals and other payables	– 應計費用及其他應付款項	45,737	13,233
– Bank borrowings	– 銀行借款	8,000	11,144
– Finance lease liabilities	– 融資租賃負債	947	7,379
		61,729	55,731

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17 TRADE RECEIVABLES

17 貿易應收款項

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易應收款項	7,692	4,456

The carrying amounts of trade receivables approximate their fair values.

貿易應收款項的賬面值與其公平值相若。

The trade receivables are due when services are rendered and goods are sold. As at 31 December 2017, the ageing analysis of the trade receivables based on due date and invoice date was as follows:

貿易應收款項於提供服務及出售貨物時即為到期應付。於2017年12月31日，貿易應收款項按到期日期及發票日期的賬齡分析如下：

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
0-90 days	0至90日	7,151	4,156
91-180 days	91至180日	234	71
Over 180 days	超過180日	307	229
		7,692	4,456

As at 31 December 2017, all the trade receivables balances were past due but not impaired (2016: same). These relate to a number of independent clients, commercial companies and local government to which no credit terms were granted. Management considers that based on past experience, the amounts can be recovered.

於2017年12月31日，所有貿易應收款項結餘已逾期但未減值（2016年：相同）。該等結餘與多名獨立客戶、商業公司及地方政府有關。管理層認為，根據過往經驗，該等款項可收回。

As at 31 December 2017, no trade receivables were considered impaired and had been provided for (2016: nil).

於2017年12月31日，概無貿易應收款項被視為出現減值而計提撥備（2016年：無）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17 TRADE RECEIVABLES (Continued)

The carrying amounts of trade receivables are denominated in the following currencies:

		As at 31 December 於12月31日	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Hong Kong Dollar	港元	5,986	3,322
Renminbi	人民幣	1,706	1,134
		7,692	4,456

17 貿易應收款項(續)

貿易應收款項的賬面值乃按以下貨幣計值：

18 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

		As at 31 December 於12月31日	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Non-current	非即期		
Prepayments for property, plant and equipment	物業、廠房及設備預付款項	3,152	1,738
Rental deposits	租金按金	7,657	4,129
		10,809	5,867
Current	即期		
Prepayments for inventories	預付存貨款項	733	150
Prepayments for rental expenses	預付租賃費用	199	2,819
Listing costs	上市費用	5,806	–
Rental and other deposits	租金及其他按金	647	2,076
Others	其他	2,022	999
		9,407	6,044
Total deposits, prepayments and other receivables	按金、預付款項及其他應收款項合計	20,216	11,911

18 按金、預付款項及其他應收款項

The carrying amounts of deposits, prepayments and other receivables approximate their fair values.

Deposits, prepayments and other receivables do not contain impaired assets.

按金、預付款項及其他應收款項的賬面值與其公平值相若。

按金、預付款項及其他應收款項不包含減值資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above. The Group does not hold collateral as security.

The carrying amounts of the deposits, prepayments and other receivables are denominated in the following currencies:

		As at 31 December	
		於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong Dollar	港元	13,338	6,587
Renminbi	人民幣	6,878	5,324
		20,216	11,911

19 AMOUNTS DUE FROM/(TO) DIRECTORS AND SHAREHOLDERS

As at 31 December 2017, the amount due from/(to) directors and shareholders are unsecured, interest free, repayable on demand and non-trade in nature (2016: same).

The carrying amounts of amounts due from/(to) directors and shareholders approximate their fair values and are denominated in Hong Kong Dollar.

The amount due from a director and shareholder is not impaired.

18 按金、預付款項及其他應收款項(續)

於報告日期，最大信貸風險為上述各類應收款項的公平值。本集團並無持有任何抵押品作為抵押。

按金、預付款項及其他應收款項的賬面值乃按以下貨幣計值：

19 應收／(付)董事及股東款項

於2017年12月31日，應收／(付)董事及股東款項為無抵押、免息、須按要求償還及非貿易性質(2016年：相同)。

應收／(付)董事及股東款項的賬面值與其公平值相若並以港元計值。

應收一名董事及股東款項並未減值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19 AMOUNTS DUE FROM/(TO) DIRECTORS AND SHAREHOLDERS (Continued)

Amounts due from/(to) directors and shareholders outstanding were summarised as follows:

19 應收／(付)董事及股東款項(續)

未結清的應收／(付)董事及股東款項概述如下：

		At the end of year 於年末 HK\$'000 千港元	At the beginning of year 於年初 HK\$'000 千港元
As at 31 December 2017			
Amount due from a director and shareholder Dr. Dennis LAM	於2017年12月31日 應收一名董事及 股東款項 林順潮醫生	-	16
Amounts due to directors and shareholders Dr. Dennis LAM Ms. LI	應付董事及股東 款項 林順潮醫生 李女士	- -	(3,175) (7,335)
As at 31 December 2016			
Amount due from a director and shareholder Dr. Dennis LAM	於2016年12月31日 應收一名董事及 股東款項 林順潮醫生	16	33,795
Amounts due to directors and shareholders Dr. Dennis LAM Ms. LI	應付董事及股東 款項 林順潮醫生 李女士	(3,175) (7,335)	(93) (4,822)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

Pledged bank deposits represents deposits pledged to a bank to secure general banking facilities granted to the Group. Deposits amounting to HK\$8,000,000 (2016: nil) have been pledged to secure short term bank borrowings (Note 26).

Cash and cash equivalents represents cash and short-term bank deposits with an original maturity of three months or less.

20 已抵押銀行存款以及現金及現金等價物

已抵押銀行存款指抵押予銀行以取得授予本集團一般銀行融資的存款。存款8,000,000港元(2016年：無)已抵押以獲得短期銀行借款(附註26)。

現金及現金等價物指指原始期限為三個月或更短期限的現金及短期銀行存款。

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Cash at banks (Note (a))	銀行現金(附註(a))	66,896	34,644
Cash on hand	手頭現金	1,063	319
Short-term bank deposits (Note (b))	短期銀行存款(附註(b))	10,010	23,797
		77,969	58,760

Cash and cash equivalents are denominated in the following currencies:

現金及現金等價物乃按以下貨幣計值：

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
United States Dollar (Note (c))	美元(附註(c))	37	23,343
Hong Kong Dollar	港元	57,657	7,860
Renminbi (Note (c))	人民幣(附註(c))	20,275	27,557
		77,969	58,760

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS (Continued)

Note:

- (a) Cash at banks generates interest at prevailing market interest rates ranging from 0.01% to 0.35% (2016: 0.01% to 0.35%) per annum during the year ended 31 December 2017.
- (b) As at 31 December 2017, the effective interest rate per annum on short-term bank deposits was 0.75% (2016: 4.0%); short-term bank deposits have maturities at inception of less than 3 months.
- (c) Cash and cash equivalents of HK\$17,468,000 (2016: HK\$50,623,000) were held in Mainland China as at 31 December 2017 and were subject to local exchange control regulations. Those local exchange control regulations provide for restrictions on exporting capital from the country, other than through normal dividends.

21 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

20 已抵押銀行存款以及現金及現金等價物(續)

附註：

- (a) 銀行現金於截至2017年12月31日止年度產生的利息乃按介乎0.01%至0.35% (2016年：0.01%至0.35%)的通行市場年利率計算。
- (b) 於2017年12月31日，短期銀行存款的實際年利率為0.75% (2016年：4.0%)；短期銀行存款的初始期限少於3個月。
- (c) 於2017年12月31日在中國內地持有的現金及現金等價物為17,468,000港元 (2016年：50,623,000港元)。該等款項受當地外匯管制法規規限。該等當地外匯管制法規對自中國匯出資金加以限制，惟正常分紅除外。

21 按公平值計入損益的金融資產

		As at 31 December 於12月31日	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Unlisted investments:	非上市投資：		
Key management insurance contract (Note (a))	主要管理人員保險合約 (附註(a))	–	5,205
Structured bank deposits (Note (b))	結構性銀行存款(附註(b))	60	12,232
		60	17,437
Less: non-current portion:	減：非即期部分：		
Key management insurance contract	主要管理人員保險合約	–	(5,205)
Current portion	即期部分	60	12,232

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

21 按公平值計入損益的金融資產(續)

		As at 31 December	
		於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於1月1日	17,437	28,725
Addition	添置	27,706	78,681
Disposal	出售	(46,206)	(89,736)
Change in fair value (Note 7)	公平值變動(附註7)	681	595
Exchange difference	匯兌差額	442	(828)
At 31 December	於12月31日	60	17,437

Note:

- (a) Investment in insurance contract represented key management life insurance policy. On 22 November 2014, Dr. Dennis LAM transferred the insurance policy to the Group at a consideration of HK\$5,205,000. The insurance policy was pledged to the bank as securities for certain bank borrowings and finance leases granted to the Group (Note 26). As at 31 December 2016, the fair value of unlisted insurance policy investment that was not traded in an active market was considered to be the cash surrender value of the insurance policy. The amount was denominated in United States Dollar.
- (b) During the year ended 31 December 2017, the Group invested in structured bank deposits issued by major state-owned banks in the PRC, with fixed maturities and floating interest rates. The fair values of the structured bank deposits are based on the redeemable amounts as at the year end date.

The maximum exposure to credit risk at the reporting date is the carrying value of financial assets at fair value through profit or loss.

There are no commitment or contingent liabilities relating to the Group's interests in the financial assets at fair value through profit or loss. These financial assets are denominated in RMB and are not impaired as at 31 December 2017 (2016: same).

附註：

- (a) 保險合約投資指主要管理人員的壽險保單。於2014年11月22日，林順潮醫生按代價5,205,000港元將保單轉讓予本集團。保單就本集團獲授的若干銀行借款及融資租賃作為抵押品而抵押予銀行(附註26)。於2016年12月31日，並無於活躍市場買賣的非上市保單投資的公平值被視為保單的退保現金價值。該款項以美元計值。
- (b) 於截至2017年12月31日止年度，本集團投資於中國主要國有銀行發行的帶固定到期日及浮動利率的結構性銀行存款。結構性銀行存款的公平值乃根據於年末日期的可贖回金額計算。

於報告日期，最大信貸風險為按公平值計入損益的金融資產的賬面值。

並無與本集團於按公平值計入損益的金融資產中的權益有關的承擔或或然負債。該等金融資產乃以人民幣計值，且於2017年12月31日並無減值(2016年：相同)。

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綜合財務報表附註

22 SHARE CAPITAL

22 股本

		Note 附註	Number of ordinary shares 普通股數目 '000 千股	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定：			
Upon incorporation	於註冊成立時	(a)	50	387
At 31 December 2016 and 1 January 2017	於2016年12月31日 及2017年1月1日		50	387
Increase in authorised share capital by recapitalisation	經資本重整後 法定股本增加	(b)	7,999,950	799,613
At 31 December 2017	於2017年12月31日		8,000,000	800,000
Issued and paid:	已發行及繳足：			
Upon incorporation	於註冊成立時	(a)	2	16
At 31 December 2016 and 1 January 2017	於2016年12月31日 及2017年1月1日		2	16
Increase in number of shares on recapitalisation	資本重整後股份數目 增加	(b)	154	–
Proceeds from shares issued to C-MER Group Limited	向希瑪集團有限公司 發行股份的所得款項	(c)	178	17
Proceeds from shares issued to pre-IPO investors	向首次公開發售前 投資者發行股份的 所得款項	(d) and (e) (d)及(e)	37	4
At 31 December 2017	於2017年12月31日		371	37

Notes:

- (a) The Company was incorporated on 1 February 2016 with an authorised share capital of US\$50,000 divided into 50,000 ordinary shares of US\$1 each. Upon incorporation, 2,000 ordinary shares of US\$1 were issued at par.
- (b) Pursuant to a shareholder's resolution passed on 18 May 2017, the authorised share capital of the Company was increased by HK\$800,000,000 by the creation of 8,000,000,000 ordinary shares of HK\$0.1 each. The Company repurchased and cancelled the 2,000 existing issued shares of US\$1 each and issued 156,000 shares of HK\$0.1 each to the shareholder in exchange. The authorised share capital of US\$50,000 of US\$1 each was cancelled.

附註：

- (a) 本公司於2016年2月1日註冊成立，法定股本為50,000美元，分為50,000股每股面值1美元的普通股。於註冊成立時，按面值發行2,000股每股面值1美元的普通股。
- (b) 根據於2017年5月18日通過的股東決議案，本公司藉由增設8,000,000,000股每股面值0.1港元的普通股，增加法定股本800,000,000港元。本公司已購回及註銷2,000股每股面值1美元的原有已發行股份，並向股東發行156,000股每股面值0.1港元的股份作為交換。每股面值1美元的法定股本50,000美元已被註銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22 SHARE CAPITAL (Continued)

Notes: (Continued)

- (c) Pursuant to directors' resolutions passed on 18 May 2017 and 6 June 2017, 167,000 and 11,137 ordinary shares of HK\$0.1 each, respectively, were issued and allotted to C-MER Group Limited at par value.
- (d) On 30 May 2017, the Company entered into the Pre-IPO Tranche A Subscription Agreements with certain investors ("Pre-IPO Tranche A Investors"). A total of 14,851 ordinary shares ("Pre-IPO Tranche A Shares") of HK\$0.1 each were allotted and issued to the Pre-IPO Tranche A Investors at an aggregated cash consideration of HK\$40,000,000.

Other than Mr. LAM Tak Kwan, who is a close family member of a director and Dr. LAU Johnson Yiu-Nam, who is an independent non-executive director of the Company, the remaining Pre-IPO Tranche A Investors are independent third parties. All subscription consideration has been received in cash.

- (e) On 6 June 2017, the Company entered into the Pre-IPO Tranche B Subscription Agreements with certain investors ("Pre-IPO Tranche B Corporate Investors"). A total of 22,277 ordinary shares ("Pre-IPO Tranche B Shares") of HK\$0.1 each were allotted and issued to the Pre-IPO Tranche B Corporate Investors at an aggregated cash consideration of HK\$102,000,000.

All investors under the Pre-IPO Tranche B Subscription Agreements are independent third parties. All subscription consideration has been received in cash.

23 RESERVES

(a) Other reserve

The balance represented the combined share capital of the subsidiaries comprising the Group before the completion of the Reorganisation, and contributed surplus and merger reserve after completion of the Reorganisation.

(b) Statutory surplus reserve

The balance mainly represents statutory surplus reserve. In accordance with articles of association of certain subsidiaries incorporated in the PRC, the subsidiary is required to transfer 10% of the profit after taxation prepared in accordance with PRC accounting standards to the statutory reserve until the balance reaches 50% of the registered share capital. Such reserve can be used to reduce any losses incurred and to increase share capital.

22 股本(續)

附註：(續)

- (c) 根據於2017年5月18日及2017年6月6日通過的董事決議案，本公司按面值向希瑪集團有限公司發行及配發167,000股及11,137股每股面值0.1港元的普通股。
- (d) 於2017年5月30日，本公司與若干投資者(「首次公開發售前A批投資者」)訂立首次公開發售前A批認購協議。本公司向首次公開發售前A批投資者配發及發行合共14,851股每股面值0.1港元的普通股(「首次公開發售前A批股份」)，總現金代價為40,000,000港元。

除林德坤先生(一名董事的近親)及劉耀南醫生(本公司的獨立非執行董事)外，餘下的首次公開發售前A批投資者均為獨立第三方。所有認購代價已以現金方式收取。

- (e) 於2017年6月6日，本公司與若干投資者(「首次公開發售前B批企業投資者」)訂立首次公開發售前B批認購協議。本公司向首次公開發售前B批企業投資者配發及發行合共22,277股每股面值0.1港元的普通股(「首次公開發售前B批股份」)，總現金代價為102,000,000港元。

首次公開發售前B批認購協議項下的所有投資者均為獨立第三方。所有認購代價已以現金方式收取。

23 儲備

(a) 其他儲備

有關結餘指本集團旗下附屬公司於重組完成前的合併股本以及於重組完成後繳付的盈餘及合併儲備。

(b) 法定盈餘儲備

有關結餘主要指法定盈餘儲備。根據若干於中國註冊成立的附屬公司的組織章程細則，有關附屬公司須將按照中國會計準則編製的除稅後利潤的10%計提法定儲備金，直至其結餘達註冊股本的50%為止。該儲備金可用於沖減虧損及增加股本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 SHARE-BASED PAYMENTS

The Company has approved and adopted the pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") pursuant to a shareholder's resolution passed on 28 June 2017. Share options were granted in 2017 to incentivize the Company's certain directors, senior management, ophthalmologists, physicians, employees and consultants:

- (i) On 1 April 2017, 31,710,000 options were granted to a total of 12 grantees, which include certain Hong Kong ophthalmologists, selected physicians in the PRC, an executive director and a senior management. This represented 3.7% of the issued shares of the Company after the completion of the proposed capitalisation upon listing (Note 36(a)), if fully converted to ordinary shares of the Company.

The options are vested over periods of one to three years. The vesting of the pre-IPO share options granted to the Hong Kong ophthalmologists is subject to certain performance target in terms of revenue generated during the vesting periods. No performance condition exists for the selected physicians in the PRC, executive director and senior management who shall remain in their office or employment over the vesting periods under the service condition.

The exercise price of each option is HK\$0.1. Once vested, the options remain exercisable for a period of three years. All unexercised pre-IPO share options will lapse by the end of the exercise periods.

24 以股份為基礎的付款

根據於2017年6月28日通過的股東決議案，本公司已批准並採納首次公開發售前購股權計劃（「首次公開發售前購股權計劃」）。本公司於2017年授出購股權以激勵其若干董事、高級管理層、眼科醫生、醫生、僱員及顧問：

- (i) 於2017年4月1日，向合共12名承授人（包括若干名香港眼科醫生、選定的中國醫生、一名執行董事及一名高級管理層成員）授出31,710,000份購股權。倘將該等購股權悉數轉換為本公司普通股，將佔上市後建議資本化完成（附註36(a)）後本公司已發行股份的3.7%。

購股權歸屬期為一至三年。歸屬授予香港眼科醫生的首次公開發售前購股權須受歸屬期間所產生收入的若干業績目標規限。對於選定的中國醫生、執行董事及高級管理層成員並無設置業績條件，而彼等於歸屬期內須仍按照服務條件留任或受聘。

每份購股權的行使價為0.1港元。一旦歸屬，購股權可於三年期間內行使。所有未行使的首次公開發售前購股權將於行使期末失效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 SHARE-BASED PAYMENTS (Continued)

- (ii) On 1 April 2017, 10,012,000 options were granted to a total of 115 grantees, which includes certain employees in Hong Kong and the PRC, an executive director and a senior management. This represented 1.2% of the issued shares of the Company after the completion of the proposed capitalisation upon listing (Note 36(a)), if fully converted to ordinary shares of the Company.

The options are vested over a period of three years. The grantees shall remain in their office or employment over the vesting period under the service condition.

The exercise price of each option is HK\$1.0. Once vested, the options remain exercisable for a period of three years. All unexercised pre-IPO share options will lapse by the end of the exercise period or upon the cessation of office or employment of the grantees.

- (iii) On 1 April 2017, 1,856,000 options were granted to four physicians in the PRC. This represented 0.2% of the issued shares of the Company after the completion of the proposed capitalisation upon listing (Note 36(a)), if fully converted to ordinary shares of the Company.

The options are vested over periods of three to five years. The grantees shall remain in their employment over the vesting periods under the service condition and fulfil certain performance target in terms of revenue generated during the vesting periods.

The exercise price of each option is HK\$1.0. Once vested, the options remain exercisable for periods of three to five years. All unexercised pre-IPO share options will lapse by the end of the exercise periods or upon the cessation of employment of the grantees.

24 以股份為基礎的付款(續)

- (ii) 於2017年4月1日，向合共115名承授人(包括若干名香港及中國僱員、一名執行董事及一名高級管理層成員)授出10,012,000份購股權。倘將該等購股權悉數轉換為本公司普通股，佔上市後建議資本化完成(附註36(a))後本公司已發行股份的1.2%。

購股權歸屬期為三年。承授人須於歸屬期內仍按照服務條件留任或受僱。

每份購股權的行使價為1.0港元。一旦歸屬，購股權可於三年期間內行使。所有未行使的首次公開發售前購股權將於行使期末或承授人終止任職或受僱時失效。

- (iii) 於2017年4月1日，向四名中國醫生授出1,856,000份購股權。倘將該等購股權悉數轉換為本公司普通股，佔上市後建議資本化完成(附註36(a))後本公司已發行股份的0.2%。

購股權歸屬期為三至五年。承授人須於歸屬期內仍按照服務條件受僱，並須達成歸屬期間所產生收入的若干業績目標。

每份購股權的行使價為1.0港元。一旦歸屬，購股權可於三至五年期間內行使。所有未行使的首次公開發售前購股權將於行使期末或承授人終止任職或受僱時失效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 SHARE-BASED PAYMENTS (Continued)

- (iv) On 1 September 2017, 2,500,000 options were granted to five consultants of the Group. This represented 0.3% of the issued shares of the Company after the completion of the proposed capitalisation upon listing (Note 36(a)), if fully converted to ordinary shares of the Company.

The options are vested over periods of one to three years. The vesting of the options is subject to completion of service engagement by the grantees during the vesting periods.

The exercise price of each option is HK\$0.1. Once vested, the options remain exercisable for a period of three years. All unexercised pre-IPO share options will lapse by the end of the exercise periods.

- (v) On 1 September 2017, 200,000 options were granted to a Hong Kong ophthalmologists of the Group. This represented 0.02% of the issued shares of the Company after the completion of the proposed capitalisation upon listing (Note 36(a)), if fully converted to ordinary shares of the Company.

The options are vested over a period one year. The vesting of the options is subject to certain performance target in terms of revenue generated by the grantee during the vesting period.

The exercise price of each option is HK\$0.1. Once vested, the options remain exercisable for a period of three years. All unexercised pre-IPO share options will lapse by the end of the exercise period.

24 以股份為基礎的付款(續)

- (iv) 於2017年9月1日，向本集團五名顧問授出2,500,000份購股權。倘將該等購股權悉數轉換為本公司普通股，佔上市後建議資本化完成(附註36(a))後本公司已發行股份的0.3%。

購股權歸屬期為一至三年。購股權的歸屬須受承授人於歸屬期內完成服務委聘所規限。

每份購股權的行使價為0.1港元。一旦歸屬，購股權可於三年期間內行使。所有未行使的首次公开发售前購股權將於行使期末或失效。

- (v) 於2017年9月1日，向本集團一名香港眼科授出200,000份購股權。倘將該等購股權悉數轉換為本公司普通股，佔上市後建議資本化完成(附註36(a))後本公司已發行股份的0.02%。

購股權歸屬期為一年。購股權的歸屬須受承授人於歸屬期間所產生收入的若干業績目標規限。

每份購股權的行使價為0.1港元。一旦歸屬，購股權可於三年期間內行使。所有未行使的首次公开发售前購股權將於行使期末或失效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 SHARE-BASED PAYMENTS (Continued)

- (vi) On 1 September 2017, 121,000 options were granted to two employees of the Group. This represented 0.01% of the issued shares of the Company after the completion of the proposed capitalisation upon listing (Note 36(a)), if fully converted to ordinary shares of the Company.

The options are vested over a period of three years. The grantees shall remain in their employment over the vesting period under the service condition.

The exercise price of each option is HK\$1.0. Once vested, the options remain exercisable for a period of three years. All unexercised pre-IPO share options will lapse by the end of the exercise period.

- (vii) On 16 October 2017, 366,000 options were granted to an employee of the Group. This represented 0.04% of the issued shares of the Company after the completion of the proposed capitalisation upon listing (Note 36(a)), if fully converted to ordinary shares of the Company.

The options are vested over periods of one to three years. The grantee shall remain in employment over the vesting periods under the service condition.

The exercise price of each option is HK\$0.1. Once vested, the options remain exercisable for a period of three years. All unexercised pre-IPO share options will lapse by the end of the exercise periods.

24 以股份為基礎的付款(續)

- (vi) 於2017年9月1日，向兩名本集團僱員授出121,000份購股權。倘將該等購股權悉數轉換為本公司普通股，佔上市後建議資本化完成(附註36(a))後本公司已發行股份的0.01%。

購股權歸屬期為三年。承授人須於歸屬期內仍按照服務條件受僱。

每份購股權的行使價為1.0港元。一旦歸屬，購股權可於三年期間內行使。所有未行使的首次公開發售前購股權將於行使期末或失效。

- (vii) 於2017年10月16日，向一名本集團僱員授出366,000份購股權。倘將該等購股權悉數轉換為本公司普通股，佔上市後建議資本化完成(附註36(a))後本公司已發行股份的0.04%。

購股權歸屬期為一至三年。承授人須於歸屬期內仍按照服務條件受僱。

每份購股權的行使價為0.1港元。一旦歸屬，購股權可於三年期間內行使。所有未行使的首次公開發售前購股權將於行使期末或失效。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 SHARE-BASED PAYMENTS (Continued)

The fair values of the pre-IPO share options were calculated using the binomial option pricing model and subject to a number of assumptions and with regard to the limitation of the model. The fair value of the pre-IPO share options granted and the significant input to the model are summarised as below:

		2017 2017年
Fair value of pre-IPO share options granted (HK\$'000)	所授予的首次公開發售前購股權的公平值(千港元)	17,179
Risk-free rate	無風險利率	1.01-1.58%
Expected volatility	預期波幅	47.31-53.15%
Dividend yield	股息率	0.19-0.29%
Expected option life (years)	預期年期(年)	4-8

The expected volatility was determined based on the historical volatility of the share prices of publicly listed companies which are considered comparable with the Group.

Movements in the number of share options outstanding and their related average exercise prices are as follows:

24 以股份為基礎的付款(續)

首次公開發售前購股權的公平值乃使用二項式期權定價模型進行計算並須滿足多項假設及需考慮模型的限制。所授出的首次公開發售前購股權的公平值及模型的重要輸入參數概述如下：

預期波幅乃根據可視作與本集團可資比較的公開上市公司股價的歷史波幅確定。

尚未行使購股權數目及其相關平均行使價的變動如下：

		2017 2017年	Number of options
		Average exercise price per share option	購股權數目
		每份購股權 平均行使價 HK\$ 港元	'000 千份
At 1 January	於1月1日	-	-
Granted during the year	年內已授出	0.33	46,765
Forfeited during the year	年內已沒收	1.00	(78)
At 31 December	於12月31日	0.33	46,687

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 SHARE-BASED PAYMENTS (Continued)

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

24 以股份為基礎的付款(續)

年末尚未行使的購股權屆滿日期及行使價如下：

Grant date 行使日期	Expiry date 屆滿日期	Exercise price 行使價 HK\$ 港元	2017 2017年 Number of options 購股權數目 '000 千份
1 April 2017 2017年4月1日	15 July 2021 2021年7月15日	0.1	10,570
1 April 2017 2017年4月1日	15 July 2022 2022年7月15日	0.1	10,570
1 April 2017 2017年4月1日	15 July 2023 2023年7月15日	0.1	10,570
1 April 2017 2017年4月1日	1 April 2023 2023年4月1日	1.0	11,048
1 April 2017 2017年4月1日	1 April 2027 2027年4月1日	1.0	742
1 September 2017 2017年9月1日	1 November 2021 2021年11月1日	0.1	500
1 September 2017 2017年9月1日	1 November 2022 2022年11月1日	0.1	500
1 September 2017 2017年9月1日	1 November 2023 2023年11月1日	0.1	500
1 September 2017 2017年9月1日	1 January 2022 2022年1月1日	0.1	367
1 September 2017 2017年9月1日	1 January 2023 2023年1月1日	0.1	167
1 September 2017 2017年9月1日	1 January 2024 2024年1月1日	0.1	166
1 September 2017 2017年9月1日	1 June 2022 2022年6月1日	0.1	167
1 September 2017 2017年9月1日	1 June 2023 2023年6月1日	0.1	167
1 September 2017 2017年9月1日	1 June 2024 2024年6月1日	0.1	166
1 September 2017 2017年9月1日	1 September 2023 2023年9月1日	1.0	121
16 October 2017 2017年10月16日	1 December 2021 2021年12月1日	0.1	122
16 October 2017 2017年10月16日	1 December 2022 2022年12月1日	0.1	122
16 October 2017 2017年10月16日	1 December 2023 2023年12月1日	0.1	122
			46,687

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24 SHARE-BASED PAYMENTS (Continued)

As at 31 December 2017, all of the 46,687,000 outstanding options were not exercisable as they have not yet been vested. The total expense recognised in the consolidated statement of comprehensive income on the pre-IPO share options was HK\$6,259,000 for the year ended 31 December 2017.

25 DIVIDENDS

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Final dividend (Note (i))	末期股息(附註(i))	—	—
Dividends declared and paid to the controlling shareholder (Note (ii))	已宣派及已付予控股股東的股息(附註(ii))	100,000	46,500

Notes:

- (i) At a meeting held on 28 March 2018, the directors do not recommend the payment of the final dividend for the year ended 31 December 2017.
- (ii) Pursuant to a directors' resolution dated 30 September 2017, the Company declared a dividend of HK\$100,000,000 to C-MER Group Limited, the controlling shareholder of the Company. Such dividend has been settled through cash and the current account with Dr. Dennis LAM.

Pursuant to the written resolutions on 30 August 2016 and 31 August 2016, dividends of HK\$36,500,000 and HK\$10,000,000 were declared and were offset against the amount due from a director and shareholder by Hong Kong (International) Eye Care Group Limited and Hong Kong C-MER International Eye Care Group (China) Limited, respectively.

24 以股份為基礎的付款(續)

於2017年12月31日，全部46,687,000份尚未行使之購股權因尚未歸屬而無法行使。於截至2017年12月31日止年度，因首次公開發售前購股權而於綜合全面收益表內確認的費用總額為6,259,000港元。

25 股息

附註：

- (i) 於2018年3月28日舉行的會議，董事不建議就截至2017年12月31日止年度派付末期股息。
- (ii) 根據日期為2017年9月30日的董事決議案，本公司已向其控股股東希瑪集團有限公司宣派股息100,000,000港元。該股息已以現金及透過林順潮醫生的往來賬結付。

根據2016年8月30日及2016年8月31日的書面決議案，宣派股息36,500,000港元及10,000,000港元，並由香港(國際)眼科醫療集團有限公司及香港希瑪國際眼科醫療集團(中國)有限公司各自用於抵銷應收一名董事及股東的款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 BORROWINGS

26 借款

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Non-current	非流動		
Finance lease liabilities	融資租賃負債	665	1,012
Current	流動		
Bank borrowings	銀行借款	8,000	11,144
Finance lease liabilities	融資租賃負債	282	6,367
		8,282	17,511
Total borrowings	借款總額	8,947	18,523

(a) Borrowings

(a) 借款

Borrowings are analysed as follows:

借款分析如下：

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Non-current	非流動		
Finance lease liabilities due for repayment after one year	於一年後到期償還的融資租賃負債	665	1,012
Current	流動		
Portion of bank borrowings due for repayment within one year which contains a repayment on demand clauses (Note (a))	銀行借款包含應要求償還條款的一年內到期償還部分(附註(a))	8,000	4,464
Portion of bank borrowings due for repayment after one year which contains a repayment on demand clauses (Note (a))	銀行借款包含應要求償還條款的一年後到期償還部分(附註(a))	-	6,680
Finance lease liabilities due for repayment within one year	於一年內到期償還的融資租賃負債	282	6,367
		8,282	17,511

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 BORROWINGS (Continued)

(a) Borrowings (Continued)

Note:

- (a) According to Hong Kong Interpretation 5, "Presentation of Financial Statements – Classification by the Borrower of a Term Loan that contains a Repayment on Demand Clause", if a term loan agreement includes an overriding repayment on demand clause ("callable feature"), which gives the lender a clear and unambiguous unconditional right to demand repayment at any time at its sole discretion, a borrower shall classify the term loan as a current liability in its balance sheet, as the borrower does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Accordingly, the long-term portion of the Group's bank borrowings was classified as current liabilities in the consolidated balance sheet as at 31 December 2017 (2016: same).

As at 31 December 2017, bank borrowings are secured by pledged bank deposits of the Group of HK\$8,000,000 (2016: nil) (Note 20).

As at 31 December 2016, bank borrowings were secured by the Group's unlisted insurance policy investments with surrender values of US\$674,000 (Note 21) and personal guarantees provided by Dr. Dennis LAM and Ms. LI, directors of the Company. The personal guarantees provided by Dr. Dennis LAM and Ms. LI has been released during the year ended 31 December 2017.

An analysis of the carrying amounts of the Group's borrowings by type and currency is as follows:

		As at 31 December	
		於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong Dollar at floating rates	港元，浮動利率	8,000	17,085
Hong Kong Dollar at fixed rates	港元，固定利率	947	1,438
		8,947	18,523

26 借款(續)

(a) 借款(續)

附註：

- (a) 根據香港詮釋第5號「財務報表的呈列－借款人對包含應要求償還條款之有期貨款的分類」，有期貨款協議倘包含凌駕一切之應要求償還條款(「催繳權」)，給予貸款人清晰明確的無條件權利可隨時全權酌情要求還款，則借款人應於其資產負債表內將有期貨款分類為流動負債，原因為借款人並沒有無條件權利可將償還負債的期限押後至報告期間後最少十二個月。因此，於2017年12月31日，本集團銀行借款的長期部分已於綜合資產負債表內分類為流動負債(2016年：相同)。

於2017年12月31日，銀行借款以本集團已抵押銀行存款8,000,000港元(2016年：無)作擔保(附註20)。

於2016年12月31日，銀行借款由本集團退保價值為674,000美元(附註21)的非上市保單投資及本公司董事林順潮醫生及李女士提供的個人擔保予以擔保。由林順潮醫生及李女士提供的個人擔保隨後於截至2017年12月31日止年度解除。

本集團借款的賬面值按類別及貨幣分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 BORROWINGS (Continued)

(a) Borrowings (Continued)

An analysis of the Group's effective interest rates per annum is as follows:

		As at 31 December 於12月31日	
		2017 2017年	2016 2016年
		%	%
		%	%
Hong Kong Dollar	港元	2.17	3.25

The carrying amounts of borrowings approximate their fair values.

An analysis of the Group's undrawn borrowing facilities is as follows:

		As at 31 December 於12月31日	
		2017 2017年	2016 2016年
		HK\$'000 千港元	HK\$'000 千港元
Floating rate – expiring within one year	浮動利率 – 於一年內到期	–	4,696

26 借款(續)

(a) 借款(續)

本集團的實際年利率分析如下：

		As at 31 December 於12月31日	
		2017 2017年	2016 2016年
		%	%
		%	%
Hong Kong Dollar	港元	2.17	3.25

借款的賬面值與其公平值相若。

本集團未提取的借款融資分析如下：

		As at 31 December 於12月31日	
		2017 2017年	2016 2016年
		HK\$'000 千港元	HK\$'000 千港元
Floating rate – expiring within one year	浮動利率 – 於一年內到期	–	4,696

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 BORROWINGS (Continued)

(b) Finance lease liabilities

The rights to the leased asset are reverted to the lessor in the event of default of the lease liabilities by the Group.

26 借款(續)

(b) 融資租賃負債

倘本集團拖欠租賃負債，則租賃資產的權利收歸出租人。

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Gross finance lease liabilities – minimum lease payments	融資租賃負債總額 —最低租賃付款		
No later than 1 year	不遲於一年	305	6,504
Later than 1 year and no later than 5 years	一年後及不遲於五年	686	1,056
		991	7,560
Future finance charges on finance leases	融資租賃的未來融資費用	(44)	(181)
Present value of financial lease liabilities	融資租賃負債的現值	947	7,379
The present value of finance lease liabilities is as follows:	融資租賃負債的 現值如下：		
No later than 1 year	不遲於一年	282	6,367
Later than 1 year and no later than 5 years	一年後及不遲於五年	665	1,012
		947	7,379

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 BORROWINGS (Continued)

(b) Finance lease liabilities (Continued)

As at 31 December 2016, the finance lease liabilities were secured by the Group's unlisted insurance policy investments with surrender values of US\$674,000 (Note 21) and personal guarantees provided by Dr. Dennis LAM and Ms. LI, directors of the Company. The personal guarantees provided by Dr. Dennis LAM and Ms. LI has been released during the year ended 31 December 2017.

27 DEFERRED INCOME TAX

The net movement on deferred income tax account is as follows:

		Total 總計 HK\$'000 千港元
At 1 January 2016	於2016年1月1日	(504)
Credited to the consolidated statement of comprehensive income	計入綜合全面收益表	1,053
At 31 December 2016	於2016年12月31日	549
Credited to the consolidated statement of comprehensive income	計入綜合全面收益表	371
At 31 December 2017	於2017年12月31日	920

26 借款(續)

(b) 融資租賃負債(續)

於2016年12月31日，融資租賃負債由本集團退保價值為674,000美元(附註21)的非上市保單投資及本公司董事林順潮醫生及李女士提供的個人擔保予以擔保。由林順潮醫生及李女士提供的個人擔保隨後於截至2017年12月31日止年度解除。

27 遞延所得稅

遞延所得稅賬目變動淨額如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

27 DEFERRED INCOME TAX (Continued)

The gross movement in deferred income tax assets/(liabilities) during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax (liabilities)/assets		Withholding tax on unremitted earnings	(Accelerated)/decelerated tax depreciation	Share-based payment reserve	Tax losses	Total
遞延所得稅 (負債) / 資產		未匯付盈利的預扣稅	(加速)/減速稅項折舊	以股份為基礎的付款儲備	稅項虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2016	於2016年1月1日	(500)	(4)	-	-	(504)
Credited to the consolidated statement of comprehensive income	計入綜合全面收益表	500	156	-	397	1,053
At 31 December 2016	於2016年12月31日	-	152	-	397	549
(Charged)/Credited to the consolidated statement of comprehensive income	於綜合全面收益表 (扣除)/計入	-	(237)	947	(339)	371
At 31 December 2017	於2017年12月31日	-	(85)	947	58	920

Deferred income tax assets are recognised for tax losses carry forward purposes only to the extent that realisation of the related tax benefits through future taxable profit is probable. As at 31 December 2017, the Group has not recognised deferred income tax assets in respect of cumulative tax losses of HK\$1,584,500. As at 31 December 2017, the Group has not recognised deferred income tax assets in respect of cumulative tax losses of HK\$6,338,000 (2016: nil). These tax losses will expire within five years.

As at 31 December 2017, deferred income tax liabilities of approximately HK\$1,914,000 (2016: HK\$813,000) have not been recognised for the withholding taxation that would be payable on the unremitted earnings of subsidiaries in the PRC of approximately HK\$38,287,000 (2016: HK\$16,264,000), as the directors considered that the timing of the reversal of the related temporary differences can be controlled and the related temporary difference will not be reversed and will not be taxable in the foreseeable future.

27 遞延所得稅(續)

年內遞延所得稅資產/(負債)總額的變動(未計及同一稅收管轄區內的結餘抵銷)如下:

遞延所得稅資產乃僅就結轉的稅項虧損確認，並以可能透過未來應課稅利潤變現有相關稅務利益者為限。於2017年12月31日，本集團並無就累計稅項虧損1,584,500港元確認遞延所得稅資產。於2017年12月31日，本集團並無就累計稅項虧損6,338,000港元(2016年：無)確認遞延所得稅資產。該等稅項虧損將於五年內屆滿。

於2017年12月31日，由於董事認為可以控制撥回有關暫時差額的時間且相關暫時差額將不會於可見將來撥回及不會被徵收稅款，故並未分別就中國附屬公司未匯付盈利約38,287,000港元(2016年：16,264,000港元)需付的預扣稅確認遞延所得稅負債約1,914,000港元(2016年：813,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 TRADE PAYABLES

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

		As at 31 December 於12月31日	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
0–30 days	0至30日	6,887	3,019
31–60 days	31日至60日	4	46
61–90 days	61日至90日	1	8
Over 90 days	超過90日	–	17
		6,892	3,090

The carrying amounts of trade payables are denominated in the following currencies:

		As at 31 December 於12月31日	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Hong Kong Dollar	港元	4,928	1,439
United States Dollar	美元	11	16
Renminbi	人民幣	1,953	1,635
		6,892	3,090

The carrying amounts of trade payables approximate their fair values.

28 貿易應付款項

按發票日期呈列的貿易應付款項賬齡如下：

貿易應付款項的賬面值乃按以下貨幣計值：

貿易應付款項的賬面值與其公平值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 ACCRUALS AND OTHER PAYABLES

29 應計費用及其他應付款項

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Accruals for employee benefits	應計員工福利費	5,165	2,909
Accruals for operating expenses	應計營運開支	4,982	3,346
Accruals for listing expenses	應計上市費用	9,819	–
Payables for doctors' consultation fees	應付醫生診金	8,847	8,422
Receipts in advance	預收款項	2,894	1,232
Payables for property, plant and equipment	應付物業、廠房及 設備款項	20,135	–
Others	其他	1,954	1,465
		53,796	17,374

The carrying amounts of accruals and other payables are denominated in the following currencies:

應計費用及其他應付款項的賬面值乃按以下貨幣計值：

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong Dollar	港元	21,469	12,589
Renminbi	人民幣	29,544	4,785
United States Dollar	美元	2,783	–
		53,796	17,374

The carrying amounts of other payables approximate their fair values.

其他應付款項的賬面值與其公平值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 CASH FLOW INFORMATION

(a) Cash generated from operations

Reconciliation of profit before income tax to net cash generated from operations:

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Profit before income tax	除所得稅前利潤	58,486	58,596
Adjustments for:	就以下各項作出調整：		
Amortisation of intangible assets	無形資產攤銷	177	149
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8,401	12,269
Losses/(gains) on disposal of property, plant and equipment, net	出售物業、廠房及設備所得虧損／(收益)淨額	63	(59)
Gains on financial assets at fair value through profit or loss	按公平值計入損益的金融資產產生的收益	(681)	(595)
Share-based payment expenses	以股份為基礎的付款開支	6,259	–
Finance income	財務收入	(877)	(747)
Finance expenses	財務開支	555	932
		72,383	70,545
Changes in working capital:	營運資金變動：		
Inventories	存貨	(4,406)	(868)
Trade receivables	貿易應收款項	(3,130)	(1,056)
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	(2,681)	(5,052)
Trade payables	貿易應付款項	3,666	662
Accruals and other payables	應計費用及其他應付款項	15,352	4,021
Balances with related parties	與關聯方的結餘	1,519	(94)
Cash generated from operations	經營所得現金	82,703	68,158

30 現金流量資料

(a) 經營業務所得現金

除所得稅前利潤與經營活動所得現金淨額的對賬：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 CASH FLOW INFORMATION (Continued)

(b) Proceeds from disposal of property, plant and equipment

In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment comprise:

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Net book amounts	賬面淨值	122	37
(Losses)/gains on disposal of property, plant and equipment, net	出售物業、廠房及設備所得(虧損)/收益淨額	(63)	59
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	59	96

(c) Significant non-cash transaction

During the year ended 31 December 2017, share-based payment expenses of HK\$6,259,000 were recognised (Note 24). Dividends of HK\$100,000,000 were declared and HK\$34,613,000 were offset against amount due from a director and shareholder (Note 19).

During the year ended 31 December 2016, dividends of HK\$46,500,000 were declared and offset against amount due from a director and shareholder (Note 19).

30 現金流量資料(續)

(b) 出售物業、廠房及設備所得款項

於綜合現金流量表中，出售物業、廠房及設備的所得款項包括：

(c) 重大非現金交易

於截至2017年12月31日止年度期間，確認了6,259,000港元以股份為基礎的付款開支(附註24)。股息100,000,000港元已予宣派，而34,613,000港元已抵銷應收一名董事及股東款項(附註19)。

於截至2016年12月31日止年度，已宣派股息為46,500,000港元，並與應收一名董事及股東款項相抵銷(附註19)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 CASH FLOW INFORMATION (Continued)

(d) Reconciliation of liabilities arising from financing activities

30 現金流量資料(續)

(d) 融資活動產生的負債之對賬

		Liabilities from financing activities 融資活動產生的負債				
		Bank borrowings	Finance lease liabilities	Amount due to a related party	Amounts due to shareholders and directors, net	Total
		銀行借款	融資 租賃負債	應付一名 關聯方款項	應付股東及 董事款項淨額	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 1 January 2016	於2016年1月1日	20,563	12,747	3,735	–	37,045
Cash flows	現金流	(9,419)	(5,368)	6,810	5,861	(2,116)
Other non-cash movements	其他非現金變動	–	–	–	4,899	4,899
Exchange difference	匯兌差額	–	–	(204)	(266)	(470)
At 31 December 2016	於2016年12月31日	11,144	7,379	10,341	10,494	39,358
Cash flows	現金流	(3,144)	(6,432)	(10,719)	(10,810)	(31,105)
Exchange difference	匯兌差額	–	–	378	316	694
At 31 December 2017	於2017年12月31日	8,000	947	–	–	8,947

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 COMMITMENTS

(a) Capital commitments

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Contracted but not provided for Property, plant and equipment	已訂約但並未就物業、 廠房及設備作出撥備	9,523	3,475

(b) Operating lease commitments

The Group leases various clinics, hospitals, office premises and staff quarters under non-cancellable operating lease agreements. The lease terms are between one and ten years, and the majority of lease agreements are renewable at the end of the lease period at market rate. At 31 December 2017, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

		As at 31 December 於12月31日	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Not later than one year	不遲於一年	36,986	18,945
Later than one year and not later than five years	一年後及不遲於五年	62,313	16,316
Later than five years	五年以上	42,787	–
		142,086	35,261

31 承擔

(a) 資本承擔

(b) 經營租賃承擔

本集團根據不可撤銷經營租賃協議租賃多個診所、醫院、辦公室物業及員工宿舍。租期介乎一年至十年，且大多數租賃協議於租賃期末可按市價續訂。於2017年12月31日，本集團於不可撤銷經營租賃項下的未來最低租賃付款總額如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 RELATED PARTY TRANSACTIONS

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

The Group is controlled by C-MER Group Limited (incorporated in the BVI), the ultimate holding company, which owns 90% of the Company's shares as at 31 December 2017. The ultimate controlling party of the Group is Dr. Dennis LAM and Ms. LI.

Name of related parties

關聯方名稱

C-MER Group Limited
希瑪集團有限公司
D&S Pharmaceutical Company Limited
達昇製藥有限公司
Maida Medical Software Development
(Shenzhen) Limited
邁達醫療軟件開發(深圳)有限公司
D&S (Shenzhen) Biotechnology Limited
D&S (Shenzhen) Biotechnology Limited
Project Vision Charitable Foundation Limited
亮睛工程慈善基金有限公司
Asia-Pacific Academy Of Ophthalmology
Limited
Asia-Pacific Academy of Ophthalmology
Limited

Relationship with the Company

與本公司的關係

Ultimate holding company
最終控股公司
Common controlling shareholders and directors (Dr. Dennis LAM and Ms. LI)
共同控股股東及董事(林順潮醫生及李女士)
Common controlling shareholder (Dr. Dennis LAM) and director (Ms. LI)
共同控股股東(林順潮醫生)及董事(李女士)
Common controlling shareholders (Dr. Dennis LAM and Ms. LI) and director (Ms. LI)
共同控股股東(林順潮醫生及李女士)及董事(李女士)
Common directors (Dr. Dennis LAM and Ms. LI)
共同董事(林順潮醫生及李女士)
Common director (Dr. Dennis LAM)
共同董事(林順潮醫生)

32 關聯方交易

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

於2017年12月31日，本集團受最終控股公司希瑪集團有限公司(於英屬處女群島註冊成立)控制，其擁有本公司90%股份。本集團的最終控股方為林順潮醫生及李女士。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 RELATED PARTY TRANSACTIONS (Continued)

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

32 關聯方交易(續)

- (a) 除其他部份已披露的綜合財務報表，本集團與關聯方有下列交易：

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Ophthalmic services provided to a related company	向關聯方提供眼科服務		
– Project Vision Charitable Foundation Limited	– 亮睛工程慈善基金有限公司	729	250
Management fee income from related companies	來自以下關聯公司的管理費收入		
– Asia-Pacific Academy of Ophthalmology Limited	– Asia-Pacific Academy of Ophthalmology Limited	136	208
– Project Vision Charitable Foundation Limited	– 亮睛工程慈善基金有限公司	480	480
		1,345	938
Rental expense paid to a related company	支付予關聯公司的租賃費		
– Maida Medical Software Development (Shenzhen) Limited	– 邁達醫療軟件開發(深圳)有限公司	9,045	8,943

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

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

(b) Key management compensation

32 關聯方交易(續)

(a) (續)

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

(b) 主要管理人員薪酬

		Year ended 31 December	
		截至12月31日止年度	
		2017	2016
		2017年	2016年
		HK\$'000	HK\$'000
		千港元	千港元
Fees, wages, salaries, bonus	袍金、工資、薪金、花紅	6,213	8,992
Retirement benefits costs - defined contribution scheme	退休福利成本 — 定額供款計劃	52	45
Allowances and benefits in kind	津貼及實物福利	741	720
Share-based payments	以股份為基礎的付款	2,550	—
		9,556	9,757

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 RELATED PARTY TRANSACTIONS (Continued)

32 關聯方交易(續)

(c) Year-end balances with related parties

(c) 與關聯方的年終結餘

		Year ended 31 December 截至12月31日止年度	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Amounts due from related parties:	應收關聯方款項：		
Non-trade	非貿易		
– D&S Pharmaceutical Company Limited	– 達昇製藥有限公司	–	373
– Maida Medical Software Development (Shenzhen) Limited	– 邁達醫療軟件開發(深圳)有限公司	–	145
– D&S (Shenzhen) Biotechnology Limited	– D&S (Shenzhen) Biotechnology Limited	–	667
– Asia-Pacific Academy of Ophthalmology Limited	– Asia-Pacific Academy of Ophthalmology Limited	–	208
		–	1,393
Amounts due to related parties:	應付關聯方款項：		
Non-trade	非貿易		
– Maida Medical Software Development (Shenzhen) Limited	– 邁達醫療軟件開發(深圳)有限公司	–	10,341
– Project Vision Charitable Foundation Limited	– 亮睛工程慈善基金有限公司	153	34
		153	10,375

The balances were unsecured, interest-free and repayable on demand and were denominated in following currencies:

有關結餘為無抵押、免息及須按
要求償還，並按以下貨幣計值：

		Year ended 31 December 截至12月31日止年度	
		2017 2017年 HK\$'000 千港元	2016 2016年 HK\$'000 千港元
Amounts due from related parties	應收關聯方款項		
Hong Kong Dollar	港元	–	581
Renminbi	人民幣	–	812
		–	1,393
Amounts due to related parties	應付關聯方款項		
Renminbi	人民幣	153	10,375

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2017:

33 附屬公司

以下為於2017年12月31日的主要附屬公司名單：

Company name 公司名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體類別	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本詳情	Effective interest held by the Company 本公司所持實際權益		Principal activities/ place of operation 主營業務/ 營運地點
			Directly 直接	Indirectly 間接	
C-MER Eye Care Medical Group Limited 希瑪眼科醫療集團有限公司	The BVI, limited liability company 英屬處女群島, 有限責任公司	2,000 ordinary shares US\$2,000 2,000股普通股 2,000美元	100%	-	Investment holding, HK 投資控股, 香港
C-MER Eye Care Group Limited 希瑪眼科集團有限公司	The BVI, limited liability company 英屬處女群島, 有限責任公司	2,000 ordinary shares US\$2,000 2,000股普通股 2,000美元	100%	-	Investment holding, HK 投資控股, 香港
Hong Kong (International) Eye Care Group Limited 香港(國際)眼科醫療集團有限公司	Hong Kong, limited liability company 香港, 有限責任公司	10,000 ordinary shares HK\$10,000 10,000股普通股 10,000港元	-	100%	Provision of ophthalmic service, HK 提供眼科服務, 香港
C-MER Vision Limited 希瑪視光有限公司	Hong Kong, limited liability company 香港, 有限責任公司	10,000 ordinary shares HK\$10,000 10,000股普通股 10,000港元	-	100%	Investment holding, HK 投資控股, 香港
Shenzhen C-MER Optical Trading Co., Ltd.* 深圳希瑪視光貿易有限公司	The PRC, wholly foreign owned enterprise 中國, 外商獨資企業	RMB1,000,000 人民幣1,000,000元	-	100%	Sales of eyewear and eye care products, the PRC 銷售眼鏡及眼部護理產品, 中國
Hong Kong C-MER International Eye Care Group (China) Limited 香港希瑪國際眼科醫療集團(中國)有限公司	Hong Kong, limited liability company 香港, 有限責任公司	500,000 ordinary shares HK\$500,000 500,000股普通股 500,000港元	-	100%	Provision of ophthalmic service, HK 提供眼科服務, 香港
Shenzhen C-MER Dennis Lam Eye Hospital Co., Ltd.* 深圳希瑪林順潮眼科醫院有限公司	The PRC, wholly foreign owned enterprise 中國, 外商獨資企業	RMB20,000,000 人民幣20,000,000元	-	100%	Provision of ophthalmic service, the PRC 提供眼科服務, 中國
Shenzhen C-MER Hospital Management Research Institute* 深圳市希瑪醫院管理研究所	The PRC, private non-enterprise entity 中國, 外商獨資企業	RMB100,000 人民幣100,000元	-	100%	Inactive 無業務

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 SUBSIDIARIES (Continued)

33 附屬公司(續)

Company name 公司名稱	Place of incorporation/ establishment and kind of legal entity 註冊成立/成立地點及 法律實體類別	Particulars of issued share capital/ registered capital 已發行股本/ 註冊資本詳情	Effective interest held by the Company 本公司所持實際權益		Principal activities/ place of operation 主營業務/ 營運地點
			Directly 直接	Indirectly 間接	
Beijing C-MER Dennis Lam Eye Hospital Co., Ltd.*	The PRC, wholly foreign owned enterprise	RMB20,000,000	-	100%	Provision of ophthalmic service, the PRC
北京希瑪林順潮眼科醫院有限公司	中國·外商獨資企業	人民幣20,000,000元			提供眼科服務·中國
C-MER Hospital Management (Shenzhen) Co., Ltd.*	The PRC, wholly foreign owned enterprise	RMB100,000	-	100%	Inactive
希瑪醫院管理(深圳)有限公司	中國·外商獨資企業	人民幣100,000元			無業務

* English translation is for identification purpose only. The English names of the group companies incorporated in the PRC represent the best efforts by management of the Group in translating their Chinese names as they do not have official English names.

* 英文翻譯僅供識別。由於在中國註冊成立的集團公司並無英文官方名稱，其英文名稱為本集團管理層盡最大努力根據其中文名稱翻譯而來。

34 CONTINGENCIES

The Group was involved in a lawsuit for an alleged medical negligence in pre-surgical treatment and post-surgical treatment. The legal proceedings were commenced in March 2016.

Based on the advice from the legal advisers, management considers that it would be improbable for the plaintiff to successfully pursue the claim for medical negligence.

As of the reporting date, no lawsuit provision has been made as the outflow of resources for this pending lawsuit is not probable. The directors consider there is no legal proceedings that may have material impact on the Group's business, financial conditions and operating results.

34 或有事項

本集團因被指稱存在術前及術後治療的醫療疏忽而牽涉一宗訴訟。法律程序於2016年3月展開。

基於法律顧問的意見，管理層認為原告不可能就醫療疏忽成功索償。

於報告日期，由於不太可能因此項未決訴訟導致資源流出，故並無作出訴訟撥備。董事認為，概無其他法律訴訟可能對本集團的業務、財務狀況及經營業績產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35 BALANCE SHEET OF THE COMPANY

35 本公司的資產負債表

		As at 31 December 2017 於2017年 12月31日 HK\$'000 千港元	As at 31 December 2016 於2016年 12月31日 HK\$'000 千港元
	Note 附註		
ASSETS	資產		
Non-current asset	非流動資產		
Investments in subsidiaries	於附屬公司的投資	58,169	57,648
<hr/>			
Current assets	流動資產		
Amount due from a director and shareholder	應收一名董事及 股東款項	-	16
Amount due from subsidiaries	應收附屬公司款項	71,633	-
Prepayments	預付款項	5,853	-
Cash and cash equivalents	現金及現金等價物	42,537	-
		120,023	16
<hr/>			
Total assets	總資產	178,192	57,664
<hr/>			
EQUITY	權益		
Equity attributable to equity holders of the Company	本公司權益擁有人 應佔權益		
Share capital	股本	37	16
Reserves	儲備	161,252	57,576
		161,289	57,592
<hr/>			
Total equity	總權益	161,289	57,592
<hr/>			
LIABILITIES	負債		
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	6,724	72
Accruals and other payables	應計費用及其他應付款項	10,179	-
		16,903	72
<hr/>			
Total liabilities	總負債	16,903	72
<hr/>			
Total equity and liabilities	總權益及負債	178,192	57,664

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35 BALANCE SHEET OF THE COMPANY

(Continued)

(a) Reserve movement of the Company

		Share premium	Contributed surplus (Note)	Share-based payment reserve	Accumulated losses	Total
		股份溢價	繳入盈餘 (附註)	以股份為基礎的付款儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
As at 1 January 2016	於2016年1月1日	-	-	-	-	-
Loss for the year	年內虧損	-	-	-	(41)	(41)
Completion of reorganisation	完成重組	-	57,617	-	-	57,617
As at 31 December 2016	於2016年12月31日	-	57,617	-	(41)	57,576
Profit for the year	年內利潤	-	-	-	55,421	55,421
Proceeds from issuance of shares	發行股份所得款項	141,996	-	-	-	141,996
Dividend paid	已付股息	(20,000)	-	-	(80,000)	(100,000)
Share-based payment expenses (Note 24)	以股份為基礎的付款開支 (附註24)	-	-	6,259	-	6,259
As at 31 December 2017	於2017年12月31日	121,996	57,617	6,259	(24,620)	161,252

Note:

As part of the Reorganisation, the Company acquired interests in subsidiaries and assets and liabilities related to the Business from Dr. Dennis LAM and Ms. Li. As the Reorganisation is regarded as a continuance of the Business under the Operating Companies, no fair value is applied to the acquired subsidiaries interest and assets and liabilities. The difference between the consideration paid to the equity holder and the original investment of the equity holder is recorded as a contributed surplus.

附註：

作為重組的一部分，本公司向林順潮醫生及李女士收購附屬公司權益及與上市業務有關的資產及負債。由於重組被視為營運公司上市業務的延續，故並未對所收購的附屬公司權益以及資產與負債採用公平值。已付權益持有人的代價與權益持有人的原投資額之間的差額列為繳入盈餘。

35 本公司的資產負債表(續)

(a) 本公司的儲備變動

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

36 EVENTS AFTER THE BALANCE SHEET DATE

The events after the balance sheet date are disclosed as follows:

- (a) Pursuant to a shareholder's resolution passed on 13 December 2017, conditional on the share premium account of the Company being credited as a result of the Listing, the directors were authorised to issue a total of 802,628,735 shares by way of capitalisation of the sum of HK\$80,262,874 standing to the credit of the share premium account of the Company upon the Listing. Such capitalisation issue has been completed on 15 January 2018.
- (b) On 15 January 2018, the shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited. In connection with the Listing, the Company issued 197,000,000 shares at a price of HK\$2.9 each for a gross proceed of HK\$571,300,000.
- (c) Pursuant to the International Underwriting Agreement dated 11 January 2018, the Company granted the over-allotment option to China Merchants Securities (HK) Co., Limited, the international underwriter of the global offering, in its discretion to require the Company to allot and issue up to 29,550,000 additional shares. The over-allotment option was fully exercised on 18 January 2018 and the Company issued a total of 29,550,000 additional shares at a price of HK\$2.9 each for a total gross proceed of HK\$85,695,000 at the closing date on 29 January 2018.

36 結算日後事項

結算日後事項披露如下：

- (a) 根據於2017年12月13日通過的股東決議案，待本公司股份溢價賬因上市而錄得進賬後，董事獲授權透過資本化將上市後本公司股份溢價賬的進賬項下合共80,262,874港元撥充資本共計發行802,628,735股股份。有關資本化發行已於2018年1月15日完成。
- (b) 於2018年1月15日，本公司股份於香港聯合交易所有限公司主板上市。就上市而言，本公司已按每股面值2.9港元的價格發行197,000,000股股份，所得款項總額為571,300,000港元。
- (c) 根據日期為2018年1月11日的國際包銷協議，本公司向全球發售的國際包銷商招商證券(香港)有限公司授出超額配股權，國際包銷商可酌情要求本公司配發及發行最多29,550,000股額外股份。於2018年1月18日，超額配股權已獲悉數行使，而於2018年1月29日的截止日期，本公司已按每股面值2.9港元的價格發行29,550,000股額外股份，所得款項總額為85,695,000港元。

FINANCIAL INFORMATION SUMMARY

財務資料概要

A summary of the published results, assets and liabilities of the Group for the last four financial years, prepared on the basis as set out herein, is set out below:

本集團按本報告載列之基準編製過往四個財政年度的已刊發業績、資產及負債概要載列如下：

		Year ended 31 December			
		截至12月31日止年度			
		2017	2016	2015	2014
		2017年	2016年	2015年	2014年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Results	業績				
Revenue	收入	311,228	248,659	198,851	156,472
Gross profit	毛利	135,431	94,976	79,701	59,043
Profit for the year	年內利潤	40,127	46,887	38,357	22,361
Adjusted net profit for the year ^{(1)&(2)}	年內經調整純利 ^{(1)&(2)}	64,287	46,887	38,357	22,361
Gross profit margin (%)	毛利率(%)	43.5%	38.2%	40.1%	37.7%
Net profit margin (%)	純利率(%)	12.9%	18.9%	19.3%	14.3%
Adjusted net profit margin (%) ^{(1)&(2)}	經調整純利率 ^{(1)&(2)} (%)	20.7%	18.9%	19.3%	14.3%
Assets and liabilities	資產及負債				
Total assets	資產總值	233,377	128,642	132,375	102,817
Total liabilities	負債總額	75,954	65,210	65,427	72,004
Total equity	權益總額	157,423	63,432	66,948	30,813

Notes:

- (1) Adjusted net profit is derived by adding listing expenses from the net profit for the year.
- (2) This non-GAAP financial data is a supplemental financial measure that is not required by, or presented in accordance with, HKFRSs and is therefore referred to as a "non-GAAP" financial measure. It is not a measurement of the Group's financial performance under HKFRSs and should not be considered as an alternative to profit from operations or any other performance measures derived in accordance with HKFRSs or as an alternative to cash flows from operating activities or as a measure of the Group's liquidity.

附註：

- (1) 經調整淨利潤由上市開支與年內淨利潤相加計算得出。
- (2) 此非公認會計原則的財務數據為補充財務衡量指標，香港財務報告準則並無規定，亦毋須按照香港財務報告準則呈列，因此，該等資料屬「非公認會計原則」的財務衡量指標。此亦非按照香港財務報告準則衡量本集團的財務表現的方法。此部分資料不應視作按照香港財務報告準則產生的經營溢利或衡量任何其他表現的替代指標或經營活動現金流量的替代指標或衡量本集團的流動資金的指標。



C-MER 希瑪

C-MER EYE CARE HOLDINGS LIMITED
希瑪眼科醫療控股有限公司