



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



中期報告  
INTERIM REPORT **2018**

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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

### Auditor

PricewaterhouseCoopers

Certified Public Accountants

22/F, Prince's Building

Central

Hong Kong

### 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

**Registered Office**

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

**Principal Place of Business and Head Office in Hong Kong**

Suite 1535, Central Building  
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](http://www.cmereye.com)

**Stock Code**

03309

**註冊辦事處**

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

**香港主要營業地點及總部**

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畢打街1-3號  
中建大廈1535室

**股份過戶登記總處**

Conyers Trust Company (Cayman)  
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Cricket Square, Hutchins Drive,  
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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  
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**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  
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**公司網站**

[www.cmereye.com](http://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 interim consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2018, together with the comparative figures for the six months ended 30 June 2017, as follows:

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2018年6月30日止六個月的中期綜合業績，連同截至2017年6月30日止六個月的比較數字如下：

### COMPARISON OF KEY FINANCIAL INFORMATION AND FINANCIAL RATIOS

### 主要財務資料與財務比率的比較

		Six months ended 30 June 截至6月30日止六個月度		
		2018 2018年 HK\$'000 千港元	2017 2017年 HK\$'000 千港元	Change 變動
Revenue	收益	192,314	140,449	36.9%
Gross profit	毛利	63,069	62,694	0.6%
Profit for the period	期內利潤	12,021	25,356	-52.6%
Adjusted net profit for the period <sup>(1)&amp;(2)</sup>	期內經調整淨利潤 <sup>(1)&amp;(2)</sup>	14,042	33,330	-57.9%
Gross profit margin	毛利率	32.8%	44.6%	-11.8 pp個百分點
Net profit margin	淨利潤率	6.3%	18.1%	-11.8 pp個百分點
Adjusted net profit margin <sup>(1)&amp;(2)</sup>	經調整淨利潤率 <sup>(1)&amp;(2)</sup>	7.3%	23.7%	-16.4 pp個百分點

Notes:

附註：

- (1) Adjusted net profit is derived by adding listing expenses from the net profit for the period.
- (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.

- (1) 經調整淨利潤由上市開支與期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。

### Overview

For the six months ended 30 June 2018, we generated 52.7% (six months ended 30 June 2017: 62.8%) of our revenue in Hong Kong and 47.3% (six months ended 30 June 2017: 37.2%) in the PRC. Our business was experienced a rapid growth during the six months ended 30 June 2018, generating total revenue of HK\$192.3 million (six months ended 30 June 2017: HK\$140.4 million) for the six months ended 30 June 2018, representing an increase of 36.9% from the corresponding period in 2017. In particular, the revenue of the PRC operations also recorded an increase of 74.3% during the six months ended 30 June 2018 primarily as a result of the strong growth in revenue of the eye hospital in Shenzhen and the commencement of business operations of the eye hospital in Beijing. The revenue of the eye hospital in Shenzhen amounted to HK\$81.5 million (six months ended 30 June 2017: HK\$52.2 million) during the six months ended 30 June 2018, representing a promising growth rate of 56.1%.

Our eye hospital in Beijing has commenced business operations since January 2018 and our fifth satellite clinic in Hong Kong has commenced business operations since March 2018. Our eye hospital in Beijing incurred a net loss amounted to HK\$17.6 million during the six months ended 30 June 2018. While the eye hospital in Beijing was in the initial investment stage during the six months ended 30 June 2018, our Directors are satisfied with the performance of the eye hospital in Beijing, and we expect that its profitability will improve in 2019.

### 概覽

截至2018年6月30日止六個月，我們分別於香港及中國產生52.7%（截至2017年6月30日止六個月：62.8%）及47.3%（截至2017年6月30日止六個月：37.2%）的收益。截至2018年6月30日止六個月，我們的業務經歷了快速增長，總收益為192.3百萬港元（截至2017年6月30日止六個月：140.4百萬港元），較2017年同期增長了36.9%。尤其是截至2018年6月30日止六個月，中國營運收益亦錄得74.3%增幅，主要由於深圳眼科醫院的收益增長強勁，加上北京眼科醫院投入營運所致。截至2018年6月30日止六個月，深圳眼科醫院的收益為81.5百萬港元（截至2017年6月30日止六個月：52.2百萬港元），增長率高達56.1%。

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2018年6月30日止六個月，我們於北京的眼科醫院產生虧損淨額17.6百萬港元。北京眼科醫院於截至2018年6月30日止六個月處於初步投資階段，董事對北京眼科醫院的表現感到滿意，故我們預期其盈利能力將於2019年有所改善。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

We will further expand our service network in Shenzhen and other PRC cities. Our first satellite clinic in Baoan District, Shenzhen is planned to open during the fourth quarter of 2018. The satellite clinic in Baoan will have five consultation rooms and one operation theatre. The satellite clinic in Baoan is expected to strengthen our service network in Shenzhen. On 28 August 2018, we entered into an agreement to acquire 80% of the issued share capital of Kunming Eye Hospital for cash consideration of RMB30,000,000 (equivalent to HK\$35,430,000) and subsequent capital injection of RMB20,000,000 (equivalent to HK\$23,620,000) to the acquiree. The acquisition of Kunming Eye Hospital will help the Group to establish the service network in Southwest China which has increasing demand for high quality ophthalmic services.

Gross profit margin decreased to 32.8% (six months ended 30 June 2017: 44.6%) during the six months ended 30 June 2018 and the amount of gross profit maintained at a stable level of HK\$63.1 million (six months ended 30 June 2017: HK\$62.7 million). The decrease of the gross profit margin was primarily due to the additional costs of our eye hospital in Beijing which was still at the initial investment stage.

Net profit for the six months ended 30 June 2018 decreased by 52.6% to HK\$12.0 million, primarily due to (a) the net loss of the eye hospital in Beijing amounted to HK\$17.6 million during the six months ended 30 June 2018 and (b) the exchange loss amounted to HK\$8.5 million arising from the depreciation of Renminbi against Hong Kong dollars in relation to certain bank deposits denominated in Renminbi which have been subsequently converted into Hong Kong dollars. These two factors decreased the amount of net profit significantly during the six months ended 30 June 2018.

我們將進一步拓展於深圳及中國其他城市的服務網絡。我們首個位於深圳寶安區的衛星診所計劃於2018年第四季度開業。寶安區衛星診所將開設五間醫療室及一間手術室。寶安區衛星診所預期將增強我們於深圳的服務網絡。於2018年8月28日，我們訂立一份協議，以代價人民幣30,000,000元（相當於35,430,000港元）收購昆明眼科醫院80%已發行股本及隨後向被收購方注資人民幣20,000,000元（相當於23,620,000港元）。收購昆明眼科醫院將有助本集團於中國西南地區建立服務網絡，對高質素眼科服務需求不斷增加。

截至2018年6月30日止六個月，毛利率減少至32.8%（截至2017年6月30日止六個月：44.6%），而毛利金額維持在穩定水平，為63.1百萬港元（截至2017年6月30日止六個月：62.7百萬港元），毛利率減少主要歸因於仍處於初步投資階段的北京眼科醫院的額外成本。

截至2018年6月30日止六個月，淨利潤減少52.6%至12.0百萬港元，主要由於(a)截至2018年6月30日止六個月，北京眼科醫院產生虧損淨額17.6百萬港元；及(b)人民幣兌港元持續貶值，導致持有的若干以人民幣計值的銀行存款產生匯兌虧損8.5百萬港元，有關銀行存款已隨後兌換為港元。截至2018年6月30日止六個月，該兩項因素使淨利潤大幅下降。

### 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 periods indicated as a percentage of total revenue:

#### 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期間的收益所佔總收益百分比：

		Six months ended 30 June 截至6月30日止六個月					
		2018 2018年		2017 2017年		Change 變動	
		HK\$'000 千港元	% 百分比	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	179,221	93.2	132,223	94.1	46,998	35.5
Sales of vision aid products	銷售視力輔助產品	13,093	6.8	8,226	5.9	4,867	59.2
		<b>192,314</b>	<b>100.0</b>	140,449	100.0	51,865	36.9



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

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

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位於香港的五家眼科衛星診所。我們在中國的眼科醫院位於深圳及北京。下表載列我們根據地理市場劃分的收益所佔總收益百分比：

#### Six months ended 30 June

截至6月30日止六個月

		2018 2018年		2017 2017年		Change 變動	
		HK\$'000 千港元	% 百分比	HK\$'000 千港元	% 百分比	HK\$'000 千港元	% 百分比
Hong Kong	香港	101,331	52.7	88,237	62.8	13,094	14.8
PRC	中國	90,983	47.3	52,212	37.2	38,771	74.3
		192,314	100.0	140,449	100.0	51,865	36.9

Our total revenue during the six months ended 30 June 2018 represented an increase of 36.9% as compared with our total revenue during the six months ended 30 June 2017. In addition to the increase in the sales of visual aid products by 59.2%, the increase was primarily driven by the increase in the revenue generated from the provision of ophthalmic services to HK\$179.2 million during the six months ended 30 June 2018 from HK\$132.2 million during the six months ended 30 June 2017, representing an increase of 35.5%, 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.

我們於截至2018年6月30日止六個月的總收益較截至2017年6月30日止六個月的總收益增長36.9%。除視力輔助產品銷售增加59.2%外，增長主要來自於提供眼科服務產生的收益由截至2017年6月30日止六個月的132.2百萬港元增加至截至2018年6月30日止六個月的179.2百萬港元，增幅為35.5%，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。

The revenue generated from our business operations in Hong Kong accounted for 52.7% of our total revenue, represented a decrease from 62.8% as compared with the six months ended 30 June 2017, primarily because of the increase in the amount of revenue of the PRC of 74.3% for the six months ended 30 June 2018 which was at a faster pace than that of Hong Kong of 14.8%.

### Provision of ophthalmic services

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

我們香港業務經營產生的收益佔我們總收益的52.7%，較截至2017年6月30日止六個月的62.8%有所下降，主要是由於中國於截至2018年6月30日止六個月的收益金額增長達74.3%，遠超於香港14.8%的增速。

### 提供眼科服務

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

		Six months ended 30 June 截至6月30日止六個月					
		2018 2018年		2017 2017年		Change 變動	
		HK\$'000 千港元	% 百分比	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	39,848	22.2	29,934	22.6	9,914	33.1
- PRC	- 中國	33,909	19.0	21,250	16.1	12,659	59.6
		<b>73,757</b>	<b>41.2</b>	51,184	38.7	22,573	44.1
Surgery fees	手術費						
- Hong Kong	- 香港	60,621	33.8	57,671	43.6	2,950	5.1
- PRC	- 中國	44,843	25.0	23,368	17.7	21,475	91.9
		<b>105,464</b>	<b>58.8</b>	81,039	61.3	24,425	30.1
		<b>179,221</b>	<b>100.0</b>	132,223	100.0	46,998	35.5

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

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

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

我們提供的眼科服務包括治療白內障、青光眼及斜視的手術以及角膜、玻璃體視網膜疾病等眼科疾病。一般而言，眼科服務為於局部麻醉下進行的門診或日間護理流程。因此，與其他醫院、診所及療養院有別，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：

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

		2018 2018年	2017 2017年
<b>For Hong Kong</b>	<b>香港</b>		
Total surgery fee (in HK\$'000)	手術費總額(千港元)	<b>60,621</b>	57,671
Number of surgeries performed by us	我們進行的手術數目	<b>1,817</b>	1,646
Average surgery fee (HK\$)	平均手術費(港元)	<b>33,363</b>	35,037
<b>For PRC</b>	<b>中國</b>		
Total surgery fee (in HK\$'000)	手術費總額(千港元)	<b>44,843</b>	23,368
Number of surgeries performed by us	我們進行的手術數目	<b>3,001</b>	1,697
Average surgery fee (HK\$)	平均手術費(港元)	<b>14,943</b>	13,770

In Hong Kong, the average surgery fee decreased by 4.8% due to the change of the type of surgery mix. The surgery volume increased during the six months ended 30 June 2018 as a result of the increasing number of our Hong Kong Ophthalmologists.

In the PRC, the average surgery fee increased by 8.5% due to the nature of surgery undertaken by us during the six months ended 30 June 2018 and the number of surgeries increased by 76.8% to 3,001 during the six months ended 30 June 2018 mainly due to the commence of operations of the eye hospital in Beijing and especially the strong growth contributed by the eye hospital in Shenzhen.

### **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 six months ended 30 June 2018, our revenue generated from the sales of vision aid products amounted to HK\$13.1 million, representing an increase of 59.2% from last period.

在香港，由於手術組合類型的變動，平均手術費下降4.8%。截至2018年6月30日止六個月由於香港眼科醫生人數增加，故手術數量有所增加。

在中國，由於我們所做的手術性質，截至2018年6月30日止六個月平均手術費增加8.5%，而於截至2018年6月30日止六個月進行的手術數量增加76.8%至3,001例，主要是由於北京眼科醫院投入運營，尤其是深圳眼科醫院所作貢獻亦有強勁增長。

### **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。截至2018年6月30日止六個月，我們來自銷售視力輔助產品的收益為13.1百萬港元，較上一期間增加59.2%。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Cost of revenue

The following table sets forth an analysis of our cost of revenue for the periods 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期間的銷售成本(均以港元以及佔總收益的百分比列示)的分析：

		Six months ended 30 June 截至6月30日止六個月					
		2018 2018年		2017 2017年		Change 變動	
		HK\$'000	% to revenue 佔收益 百分比	HK\$'000	% to revenue 佔收益 百分比	HK\$'000	%
		千港元	百分比	千港元	百分比	千港元	百分比
Doctors' consultation fees	醫生診金	36,451	19.0	31,338	22.3	5,113	16.3
Cost of inventories and consumables	存貨及耗材成本	31,415	16.3	16,873	12.0	14,542	86.2
Staff salaries and allowance	員工薪金及津貼	24,904	12.9	14,861	10.6	10,043	67.6
Rent and rates	租金及差餉	16,659	8.7	9,102	6.5	7,557	83.0
Depreciation	折舊	11,833	6.2	3,076	2.2	8,757	284.7
Others	其他	7,983	4.2	2,505	1.8	5,478	218.7
Total	總計	129,245	67.3	77,755	55.4	51,490	66.2

Comparing with the six months ended 30 June 2018 and same period in 2017, there were three new service locations commenced into operations to meet the increased demand of ophthalmic services, including the eye hospital in Beijing, and two locations in Hong Kong, the fifth satellite clinic in Kwun Tong and the surgery centre in Mong Kok. Accordingly, our cost of revenue increased by 66.2% from HK\$77.8 million for the six months ended 30 June 2017 to HK\$129.2 million for the six months ended 30 June 2018, primarily as a result of (i) an increase in cost of inventories and consumables of HK\$14.5 million, (ii) an increase in staff salaries and allowance of HK\$10.0 million and (iii) an increase in depreciation of HK\$8.8 million.

截至2018年6月30日止六個月期間與2017年同期比較，三間新服務中心投入運營，包括北京眼科醫院及於香港的兩間服務中心(分別為於觀塘的第五間衛星診所及旺角的手術中心)，以滿足眼科服務日益殷切的需求。因此，我們的銷售成本由截至2017年6月30日止六個月的77.8百萬港元增長66.2%至截至2018年6月30日止六個月的129.2百萬港元，主要是由於(i)存貨及耗材成本增加14.5百萬港元；(ii)員工薪金及津貼增加10.0百萬港元；及(iii)折舊增加8.8百萬港元。

**Gross profit and gross profit margin**

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

**毛利及毛利率**

下表載列我們於所示期間按地理市場劃分的毛利及毛利率：

		Six months ended 30 June 截至6月30日止六個月					
		2018 2018年		2017 2017年		Change 變動	
		HK\$'000 千港元	% 百分比	HK\$'000 千港元	% 百分比	HK\$'000 千港元	% 百分比
Hong Kong	香港	<b>30,427</b>	<b>30.0</b>	32,308	36.6	(1,881)	(5.8)
PRC	中國	<b>32,642</b>	<b>35.9</b>	30,386	58.2	2,256	7.4
		<b>63,069</b>	<b>32.8</b>	62,694	44.6	375	0.6

The amount of gross profit during the six months ended 30 June 2018 amounted to HK\$63.1 million, representing an increase of 0.6% from HK\$62.7 million during the six months ended 30 June 2017. Our gross profit margin was 32.8% during the six months ended 30 June 2018, as compared with 44.6% during the six months ended 30 June 2017. The gross profit margin for our business operations in the PRC recorded a decrease to 35.9% from 58.2% primarily due to the increased costs from the eye hospital in Beijing. The gross profit margin for our business operations in Hong Kong also recorded a decrease to 30.0% from 36.6% primarily due to the increased costs from the fifth satellite in Kwun Tong and the surgery centre in Mong Kok which new locations usually take some time to build the client base.

截至2018年6月30日止六個月的毛利金額為63.1百萬港元，較截至2017年6月30日止六個月62.7百萬港元增長0.6%。截至2018年6月30日止六個月的毛利率為32.8%，而截至2017年6月30日止六個月為44.6%。我們中國業務經營的毛利率錄得下跌，自58.2%下降至35.9%，主要是由於北京眼科醫院的成本增加。我們的香港業務經營毛利率亦錄得下跌，自36.6%下降至30.0%，主要是由於觀塘第五間衛星診所及旺角手術中心的成本增加，而新中心通常需時建立其客戶群。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Selling expenses

Our selling expenses increased by 113.2% from HK\$4.2 million for the six months ended 30 June 2017 to HK\$9.0 million for the six months ended 30 June 2018, primarily due to an increase in promotional expenses in the PRC for the eye hospitals in Shenzhen and Beijing. The amount of selling expenses, as a percentage of our total revenue, increased from 3.0% for the six months ended 30 June 2017 to 4.7% for the six months ended 30 June 2018. The fees paid to online platforms represented the major component of our selling expenses.

### Administrative expenses

Our total administrative expenses during the six months ended 30 June 2018 amounted to HK\$30.5 million, consisting of listing expenses amounted to HK\$2.0 million and other administrative expenses amounted to HK\$28.5 million.

The other administrative expenses had an increase of 69.4% as compared with HK\$16.8 million during the six months ended 30 June 2017. The increase in our other administrative expenses during the period 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 six months ended 30 June 2018, we incurred HK\$2.0 million as the listing expenses.

### 銷售開支

我們的銷售開支由截至2017年6月30日止六個月的4.2百萬港元增長113.2%至截至2018年6月30日止六個月的9.0百萬港元，主要是由於在中國為深圳及北京眼科醫院推廣的費用有所增加。銷售開支金額佔我們總收益的百分比，由截至2017年6月30日止六個月的3.0%增至截至2018年6月30日止六個月的4.7%。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2018年6月30日止六個月的行政開支總額為30.5百萬港元，包括上市開支2.0百萬港元及其他行政開支28.5百萬港元。

其他行政開支較截至2017年6月30日止六個月16.8百萬港元增加69.4%。於本期間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。

截至2018年6月30日止六個月，我們產生上市費用2.0百萬港元。

### Other income

Our other income during the six months ended 30 June 2018 increased to HK\$7.3 million from HK\$0.7 million during the six months ended 30 June 2017. The increase was primarily due to the increase in the interest income and miscellaneous income.

### Other (losses)/gains, net

Our other losses, net during the six months ended 30 June 2018 amounted to HK\$8.5 million mainly consisted of exchange losses as a result of the continuous depreciation of Renminbi against Hong Kong dollars in relation to certain bank deposits maintained by the Group in Hong Kong and denominated in Renminbi. Such short term bank deposits have been subsequently converted into Hong Kong dollars during mid of July 2018.

### Finance expenses

Our finance expenses decreased from HK\$0.3 million for the six months ended 30 June 2017 to HK\$0.2 million for the six months ended 30 June 2018, primarily because of the repayment of bank loans.

### Income tax expense

Our income tax expense during the six months ended 30 June 2018 amounted to HK\$10.1 million, representing an increase by 13.0% from HK\$8.9 million during the six months ended 30 June 2017. The increase was primarily due to the increase in the profit before tax of the eye hospital in Shenzhen.

### 其他收入

我們的其他收入自截至2017年6月30日止六個月的0.7百萬港元增加至截至2018年6月30日止六個月的7.3百萬港元。有關增加主要是由於利息收入及雜項收入增加所致。

### 其他(虧損)/收益淨額

截至2018年6月30日止六個月，我們的其他虧損淨額為8.5百萬港元，主要包括由於人民幣兌港元持續貶值所導致本集團於香港持有的若干以人民幣計值的銀行存款產生匯兌虧損，有關短期銀行存款已於2018年7月中旬旬兌換為港元。

### 財務開支

我們的財務開支由截至2017年6月30日止六個月的0.3百萬港元下降至截至2018年6月30日止六個月的0.2百萬港元，主要是由於償還銀行貸款所致。

### 所得稅開支

我們於截至2018年6月30日止六個月的所得稅開支為10.1百萬港元，較截至2017年6月30日止六個月的8.9百萬港元增加13.0%。有關增加主要是由於深圳眼科醫院除所得稅前利潤增加所致。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Profit for the period

As a result of the foregoing, our profit for the six months ended 30 June 2018 decreased by 52.6% to HK\$12.0 million due to the net loss of the eye hospital in Beijing amounted to HK\$17.6 million and the exchange losses from the Renminbi denominated short term bank deposits amounted to HK\$8.5 million.

If excluding the net loss of the eye hospital in Beijing amounted to HK\$17.6 million and the exchange losses from the Renminbi denominated short term bank deposits amounted to HK\$8.5 million for the six months ended 30 June 2018, the net profit of the Group for the six months ended 30 June 2018 would be amounted to HK\$38.1 million.

### Event after the balance sheet date

On 28 August 2018, we entered into an agreement to acquire 80% of the issued share capital of Kunming Eye Hospital for cash consideration of RMB30,000,000 (equivalent to HK\$35,430,000) and subsequent capital injection of RMB20,000,000 (equivalent to HK\$23,620,000) to the acquiree. Details of which are set out in the Company's separate announcement dated 28 August 2018.

### 期內利潤

基於上文所述，我們的期內利潤於截至2018年6月30日止六個月減少52.6%至12.0百萬港元，主要是由於北京眼科醫院產生虧損淨額17.6百萬港元及以人民幣計值的短期銀行存款產生匯兌虧損8.5百萬港元所致。

倘撇除截至2018年6月30日止六個月北京眼科醫院產生虧損淨額17.6百萬港元及以人民幣計值的短期銀行存款產生匯兌虧損8.5百萬港元不計，本集團截至2018年6月30日止六個月的淨利潤為38.1百萬港元。

### 結算日後事項

於2018年8月28日，我們訂立協議以現金代價人民幣30,000,000元（相當於35,430,000港元）收購昆明眼科醫院80%已發行股本及隨後向被收購方注資人民幣20,000,000元（相當於23,620,000港元）。有關詳情載於本公司另行刊發日期為2018年8月28日的公告內。

### Outlook and Strategies

The Directors believe that the Group has its competitive strengths following the listing on the Stock Exchange as one of the leading and internationally recognised ophthalmic service providers in Hong Kong and the PRC. As stated 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 increase the demand for high-quality ophthalmic services. The Group is prepared to capture these 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.

### 前景及策略

董事相信，於香港聯交所上市後，本集團別具競爭優勢，並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，對中國醫療行業利好的政策實施，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，預期上述因素將增加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。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### **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 equipment and enhance the information technology system for upgrading the document management systems for our patient records and the related information technology systems.

### **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.

### **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\$608.2 million. As at the date of this 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 30 June 2018, the Group employed a total of 405 employees (31 December 2017: 301). The increase in the number of employees was mainly due to the increase in the scale of the Group's business for Beijing operations.

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。

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。

### **全球發售所得款項用途**

股份自2018年1月15日起在聯交所上市，而全球發售所得款項淨額為608.2百萬港元。於本公告日期，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2018年6月30日，本集團合共僱用405名（2017年12月31日：301名）僱員。僱員數目的增長主要由於本集團於北京營運的業務規模擴大所致。

### Capital expenditure and commitments

For the six months ended 30 June 2018, the Group incurred capital expenditures of HK\$21.5 million, primarily due to purchases of medical equipment and leasehold improvement.

As at 30 June 2018, the Group had a total capital commitment of approximately HK\$0.7 million, mainly comprising the related contracts of capital expenditure for medical equipment.

### Borrowings

As at 30 June 2018, the Group had total borrowings of HK\$10.8 million.

### Contingent liabilities

The Group had no material contingent liability as at 30 June 2018.

### Pledge of assets

As at 30 June 2018, 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, short-term 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.

### 資本開支及承擔

於截至2018年6月30日止六個月，本集團產生資本開支21.5百萬港元，主要由於購買醫療設備及租賃物業裝修。

於2018年6月30日，本集團資本承擔總額約為0.7百萬港元，主要包括醫療設備資本開支的相關合約。

### 借款

於2018年6月30日，本集團的借款總額為10.8百萬港元。

### 或然負債

本集團於2018年6月30日並無重大或然負債。

### 資產抵押

於2018年6月30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、短期銀行存款、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。

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合中期全面收益表

		<b>Six months ended 30 June</b> 截至6月30日止六個月		
		Note 附註	<b>2018</b> <b>2018年</b> <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2017 2017年 HK\$'000 千港元 (Audited) (經審核)
Revenue	收益	6	<b>192,314</b>	140,449
Cost of revenue	銷售成本	9	<b>(129,245)</b>	(77,755)
Gross profit	毛利		<b>63,069</b>	62,694
Other income	其他收入	7	<b>7,270</b>	678
Selling expenses	銷售開支	9	<b>(9,031)</b>	(4,235)
Administrative expenses	行政開支	9		
– Listing expenses	– 上市費用		<b>(2,021)</b>	(7,974)
– Other administrative expenses	– 其他行政開支		<b>(28,519)</b>	(16,832)
Other (losses)/gains, net	其他(虧損)/收益 淨額	8	<b>(8,504)</b>	286
<b>Operating profit</b>	<b>經營利潤</b>		<b>22,264</b>	34,617
Finance expenses	財務開支	10	<b>(152)</b>	(334)
<b>Profit before income tax</b>	<b>除所得稅前利潤</b>		<b>22,112</b>	34,283
Income tax expense	所得稅開支	11	<b>(10,091)</b>	(8,927)
<b>Profit for the period</b>	<b>期內利潤</b>		<b>12,021</b>	25,356
<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		<b>(1,370)</b>	2,077
<b>Total other comprehensive (loss)/income for the period</b>	<b>期內其他全面(虧損)/收入總額</b>		<b>(1,370)</b>	2,077
<b>Total comprehensive income attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔全面收入總額</b>		<b>10,651</b>	27,433
<b>Earnings per share for profit attributable to equity holders of the Company during the period (expressed in HK cents per share)</b>	<b>期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)</b>			
– basic	– 基本	12	<b>1.19</b>	3.45
– diluted	– 攤薄	12	<b>1.16</b>	3.44

The notes on pages 27 to 86 are an integral part of this condensed consolidated interim financial information.

第27至86頁的附註構成本簡明綜合中期財務資料的一部分。

## CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

## 簡明綜合中期資產負債表

		As at 於	
		30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
		Note 附註	
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	14	<b>115,125</b>
Intangible assets	無形資產	14	<b>4,021</b>
Deferred income tax assets	遞延所得稅資產		<b>1,153</b>
Deposits and prepayments	按金及預付款項	17	<b>9,987</b>
			<b>130,286</b>
<b>Current assets</b>	<b>流動資產</b>		
Inventories	存貨	15	<b>8,441</b>
Amounts due from related parties	應收關聯方款項	24	<b>71</b>
Trade receivables	貿易應收款項	16	<b>7,864</b>
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	17	<b>18,337</b>
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產		<b>59</b>
Pledged bank deposits	已抵押銀行存款		<b>8,000</b>
Short-term bank deposits	短期銀行存款		<b>609,743</b>
Cash and cash equivalents	現金及現金等價物		<b>97,892</b>
			<b>750,407</b>
<b>Total assets</b>	<b>總資產</b>		<b>880,693</b>
<b>EQUITY</b>	<b>權益</b>		
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>		
Share capital	股本	18	<b>102,955</b>
Reserves	儲備		<b>703,335</b>
<b>Total equity</b>	<b>總權益</b>		<b>806,290</b>

# CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

## 簡明綜合中期資產負債表

		As at 於	
		30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
		Note 附註	
<b>LIABILITIES</b>	<b>負債</b>		
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Borrowings	借款	20	2,121 665
Deferred income tax liabilities	遞延所得稅負債		- 15
			<b>2,121</b> 680
<b>Current liabilities</b>	<b>流動負債</b>		
Amounts due to related parties	應付關聯方款項	24	11 153
Trade payables	貿易應付款項	21	4,951 6,892
Accruals and other payables	應計費用及其他 應付款項	22	47,037 53,796
Current income tax liabilities	即期所得稅負債		11,570 6,151
Borrowings	借款	20	8,713 8,282
			<b>72,282</b> 75,274
<b>Total liabilities</b>	<b>總負債</b>		<b>74,403</b> 75,954
<b>Total equity and liabilities</b>	<b>總權益及負債</b>		<b>880,693</b> 233,377

The notes on pages 27 to 86 are an integral part of this condensed consolidated interim financial information.

第27至86頁的附註構成本簡明綜合中期財務資料的一部分。

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

## 簡明綜合中期權益變動表

		(Audited)						
		Attributable to equity holders of the Company						
		(經審核)						
		本公司權益持有人應佔						
		Share capital (Note 18)	Share premium	Statutory surplus reserve	Exchange reserve	Share-based payment reserve	Retained earnings	Total
		股本 (附註18)	股份溢價	法定盈餘 儲備	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
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>As at 1 January 2017</b>	<b>於2017年1月1日</b>	16	-	2,819	(5,896)	-	66,493	63,432
<b>Comprehensive income</b>	<b>全面收入</b>							
Profit for the period	期內利潤	-	-	-	-	-	25,356	25,356
<b>Other comprehensive loss</b>	<b>其他全面虧損</b>							
<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	-	-	-	2,077	-	-	2,077
<b>Transactions with equity holders</b>	<b>與權益持有人的交易</b>							
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	-	-	-	-	2,026	-	2,026
<b>As at 30 June 2017</b>	<b>於2017年6月30日</b>	37	141,996	2,819	(3,819)	2,026	91,849	234,908



# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

## 簡明綜合中期權益變動表

(Unaudited)  
Attributable to equity holders of the Company  
(未經審核)

本公司權益持有人應佔

		Share capital (Note 18)	Share premium	Statutory surplus reserve	Exchange reserve	Share-based payment reserve 以股份為基礎的 付款儲備	Retained earnings	Total
		股本 (附註18)	股份溢價	法定盈餘 儲備	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
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>As at 1 January 2018</b>	於2018年1月1日	37	121,996	5,492	(308)	6,259	23,947	157,423
<b>Comprehensive income</b>	全面收入							
Profit for the period	期內利潤	-	-	-	-	-	12,021	12,021
<b>Other comprehensive loss</b>	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	-	-	-	(1,370)	-	-	(1,370)
<b>Transactions with equity holders</b>	與權益持有人的交易							
Capitalisation of share premium (Note 18(e))	股份溢價資本化 (附註18(e))	80,263	(80,263)	-	-	-	-	-
Issuance of shares upon listing (Note 18(f))	上市時發行股份 (附註18(f))	19,700	551,600	-	-	-	-	571,300
Issuance of shares upon exercise of over-allotment option (Note 18(g))	超額配股權行使時 發行股份 (附註18(g))	2,955	82,740	-	-	-	-	85,695
Share issuance costs	股份發行成本	-	(22,656)	-	-	-	-	(22,656)
Share-based payment	以股份為基礎的付款	-	-	-	-	3,877	-	3,877
<b>As at 30 June 2018</b>	於2018年6月30日	102,955	653,417	5,492	(1,678)	10,136	35,968	806,290

The notes on pages 27 to 86 are an integral part of this condensed consolidated interim financial information.

第27至86頁的附註構成本簡明綜合中期財務資料的一部分。

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

## 簡明綜合中期現金流量表

		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2018</b> 2018年 HK\$'000 千港元 <b>(Unaudited)</b> (未經審核)	2017 2017年 HK\$'000 千港元 (Audited) (經審核)
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Cash generated from operations	經營所得現金	<b>14,712</b>	38,968
Income tax paid	已付所得稅	<b>(4,825)</b>	(4,543)
Net cash generated from operating activities	經營活動所得現金淨額	<b>9,887</b>	34,425
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(17,375)</b>	(1,869)
Prepayments for purchase of property, plant and equipment	購買物業、廠房及設備的預付款項	<b>(910)</b>	(23,195)
Purchase of intangible assets	購買無形資產	<b>(1,859)</b>	(193)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	<b>45</b>	4
Interest received	已收利息	<b>1,951</b>	299
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	-	(27,103)
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	-	19,532
Advances to directors and shareholders	提供予董事及股東的墊款	-	(15,331)
Increase in short-term bank deposits	短期銀行存款增加	<b>(609,743)</b>	-
Net cash used in investing activities	投資活動所用現金淨額	<b>(627,891)</b>	(47,856)

# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

## 簡明綜合中期現金流量表

		Six months ended 30 June 截至6月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Audited) (經審核)
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>		
Proceeds from borrowings	借款所得款項	–	10,000
Repayments of borrowings	償還借款	<b>(382)</b>	(9,021)
Repayment to a related party	償還一名關聯方的款項	–	4,923
Repayment to shareholders and directors	償還股東及董事的款項	–	(10,751)
Interest paid	已付利息	<b>(111)</b>	(334)
Listing costs paid and capitalised	已支付並資本化的上市費用	<b>(17,960)</b>	(1,136)
Proceeds from issuance of shares	發行股份所得款項	<b>656,995</b>	142,017
Net cash generated from financing activities	融資活動所得現金淨額	<b>638,542</b>	135,698
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物的增加淨額</b>	<b>20,538</b>	122,267
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	<b>77,969</b>	58,760
Currency translation differences	外幣換算差額	<b>(615)</b>	1,202
Cash and cash equivalents at end of the period	期末現金及現金等價物	<b>97,892</b>	182,229

The notes on pages 27 to 86 are an integral part of this condensed consolidated interim financial information.

第27至86頁的附註構成本簡明綜合中期財務資料的一部分。

## 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”).

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

This condensed consolidated interim financial information has not been audited.

## 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責任公司。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(「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(「聯交所」)主板上市。

除另有指明外，本簡明綜合中期財務資料以港元呈列，而所有金額約整至千元(千港元)。

本簡明綜合中期財務資料未經審核。

### 2 Basis of preparation

This condensed consolidated interim financial information for the six months ended 30 June 2018 has been prepared in accordance with the Hong Kong Accounting Standards (“HKAS”) 34 “Interim financial reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The condensed consolidated interim financial information should be read in conjunction with the annual consolidated financial statements for the year ended 31 December 2017, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

### 3 Accounting policies

The accounting policies applied are consistent with those of the annual consolidated financial statements for the year ended 31 December 2017, as described in those annual consolidated financial statements, except as set out below.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

### 2 編製基準

截至2018年6月30日止六個月的本簡明綜合中期財務資料已按照香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。簡明綜合中期財務資料應與按照香港財務報告準則（「香港財務報告準則」）編製截至2017年12月31日止年度的年度綜合財務報表一併閱讀。

### 3 會計政策

所應用的會計政策與截至2017年12月31日止年度的年度綜合財務報表所述者一致，惟下列除外。

中期期間的所得稅乃根據預期全年盈利總額按適用稅率計提。

**3 Accounting policies (Continued)**

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

The following new standards, amendments to standards and interpretation have been adopted by the Group for the first time for the financial year beginning on 1 January 2018:

HKAS 40 (Amendment)	Transfers of Investment Property
HKFRS 2 (Amendment)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendment)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HKFRSs	Annual Improvements to HKFRSs 2014-2016 Cycle
HK (IFRIC) 22	Foreign Currency Transactions and Advance Consideration

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則**

本集團於2018年1月1日開始的財政年度首次採納以下新訂準則、準則修訂本及詮釋：

香港會計準則第40號 (修訂本)	轉讓投資物業
香港財務報告準則第2號 (修訂本)	以股份為基礎的付款交易的分類及計量
香港財務報告準則第4號 (修訂本)	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」
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約的收益
香港財務報告準則	2014年至2016年週期的香港財務報告準則年度改進
香港(國際財務報告委員會)詮釋第22號	外幣交易及預付代價

**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(i) HKFRS 9 Financial Instruments**

**Changes in the accounting policies**

*(1) Classification*

From 1 January 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第9號「金融工具」會計政策變動**

*(1) 分類*

自2018年1月1日起，本集團按下述計量類別分類其金融資產：

- 其後按公平值計量且其變動計入其他全面收入或計入損益；及
- 按攤餘成本計量。

分類視乎實體管理金融資產的業務模式以及現金流量的合約條款而定。

對於按公平值計量的資產，損益將於損益或其他全面收入入賬。對於並非持作買賣的權益工具投資，則取決於本集團於初始確認時是否已不可撤回地選擇將權益投資按公平值計入其他全面收入（「按公平值計入其他全面收入」）。

**3 Accounting policies** (Continued)

**(a) New and amended standards adopted by the Group** (Continued)

**(i) HKFRS 9 Financial Instruments**

(Continued)

**Changes in the accounting policies**  
(Continued)

*(1) Classification (Continued)*

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

*(2) Measurement*

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial asset carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第9號「金融工具」(續)  
會計政策變動(續)**

*(1) 分類(續)*

本集團於管理有關資產的業務模式變更時，方會重新分類債務投資。

*(2) 計量*

初始確認時，本集團按公平值加(倘為並非按公平值計入損益(「按公平值計入損益」)的金融資產)收購金融資產直接應佔的交易成本計量金融資產。按公平值計入損益的金融資產的交易成本於損益支銷。

於確定附帶嵌入式衍生工具的金融資產的現金流量是否僅支付本金及利息時會以整體考慮。



**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(i) HKFRS 9 Financial Instruments**

(Continued)

**Changes in the accounting policies**

(Continued)

**(2) Measurement (Continued)**

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

– Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), net. Impairment losses are presented as separate line item in the consolidated statement of comprehensive income.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第9號「金融工具」(續)**

**會計政策變動(續)**

**(2) 計量(續)**

債務工具

其後計量債務工具視乎本集團處理資產的業務模式及資產的現金流量特徵而定。本集團將其債務工具分類為三種計量類別：

– 攤銷成本

持有目的為收回合約現金流量的資產，倘其現金流量僅為本金及利息的支付，則按攤銷成本計量。該等金融資產的利息收入採用實際利率法計入財務收入。終止確認產生的任何收益或虧損直接於損益中確認，並於其他收益/(虧損)淨額呈列。減值虧損於綜合全面收益表內作為單獨項目列示。

**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(i) HKFRS 9 Financial Instruments**

(Continued)

**Changes in the accounting policies (Continued)**

**(2) Measurement (Continued)**

Debt instruments (Continued)

- Fair value through other comprehensive income

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in other gains/(losses), net. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses), net and impairment expenses are presented as separate line item in the statement of comprehensive income.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第9號「金融工具」(續)  
會計政策變動(續)**

**(2) 計量(續)**

債務工具(續)

- 按公平值計入其他全面收入

為收回合約現金流量及出售金融資產目的而持有的資產，倘其現金流量僅支付本金及利息，則按公平值計入其他全面收入計量。賬面值的變動乃計入其他全面收入，惟減值收益或虧損、利息收入及外匯損益則於損益確認。金融資產終止確認時，先前於其他全面收入中確認的累計收益或虧損由權益重新分類至損益並確認為其他收益／(虧損)淨額。該等金融資產的利息收入按實際利率法計入財務收入。外匯損益乃計入其他收益／(虧損)淨額以及減值開支於全面收益表內作為單獨項目列示。

**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(i) HKFRS 9 Financial Instruments**

(Continued)

**Changes in the accounting policies**

(Continued)

**(2) Measurement (Continued)**

Debt instruments (Continued)

– Fair value through profit or loss

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented in other gains/(losses), net in the period in which it arises.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第**

**9號「金融工具」(續)**

**會計政策變動(續)**

**(2) 計量(續)**

債務工具(續)

– 按公平值計入損益

未達按攤銷成本或按公平值計入其他全面收入計量準則的資產乃按公平值計入損益計量。其後按公平值計入損益的債務投資的收益或虧損於損益確認，並於產生期間計入其他收益/(虧損)淨額。

### 3 Accounting policies (Continued)

#### (a) New and amended standards adopted by the Group (Continued)

##### (i) HKFRS 9 Financial Instruments

(Continued)

#### **Changes in the accounting policies**

(Continued)

##### (2) Measurement (Continued)

###### Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

### 3 會計政策(續)

#### (a) 本集團採納的新訂及經修訂準則(續)

##### (i) 香港財務報告準則第

**9號「金融工具」(續)**

**會計政策變動(續)**

##### (2) 計量(續)

###### 權益工具

本集團其後按公平值計量所有權益投資。倘本集團管理層選擇於其他全面收入呈列權益投資的公平值收益及虧損，則終止確認投資後，不再將公平值收益及虧損重新分類至損益。當本集團有權收取股息付款時，該等投資的股息繼續於損益確認為其他收入。

**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(i) HKFRS 9 Financial Instruments**

(Continued)

**Changes in the accounting policies (Continued)**

**(2) Measurement (Continued)**

Equity instruments (Continued)

Changes in the fair value of financial asset at FVPL are recognised in other gains/(losses), net in the consolidated statement of comprehensive income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第9號「金融工具」(續)  
會計政策變動(續)**

**(2) 計量(續)**

權益工具(續)

按公平值計入損益的金融資產公平值變動於綜合全面收益表確認為其他收益／(虧損)淨額(如適用)。以按公平值計入其他全面收入計量的股權投資的減值虧損(及撥回減值虧損)不會與其他公平值變動分開報告。

**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(i) HKFRS 9 Financial Instruments**

(Continued)

**Changes in the accounting policies**

(Continued)

**(3) Impairment**

From 1 January 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第9號「金融工具」(續)  
會計政策變動(續)**

**(3) 減值**

自2018年1月1日起，本集團基於前瞻性考量，對與按攤銷成本列賬的債務工具相關的預計信用損失進行評估。所採用的減值方法取決於信用風險是否大幅增加。

就貿易應收款項而言，本集團採用香港財務報告準則第9號允許的簡化方法，規定於初次確認應收款項時確認全期的預期損失。

**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(i) HKFRS 9 Financial Instruments**

(Continued)

**Impact of adoption**

*(1) Classification and measurement of financial instruments*

The Group's financial assets measured at amortised cost and FVPL continue with their classification and measurements upon the adoption of HKFRS 9.

There is no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at FVPL and the Group does not have any such liabilities.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第9號「金融工具」(續)採納的影響**

*(1) 金融工具的分類及計量*

本集團按攤銷成本計量及按公平值計入損益的金融資產於採納香港財務報告準則第9號後繼續進行分類及計量。

由於新規定僅影響按公平值計入損益的金融負債的會計處理，而本集團並無任何該等負債，故其對本集團金融負債的會計處理概無任何影響。

**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(i) HKFRS 9 Financial Instruments**

(Continued)

**Impact of adoption (Continued)**

**(2) Impairment of financial assets**

The Group has two types of financial assets that are subject to HKFRS 9's new expected credit loss model:

- trade receivables
- other financial assets carried at amortised cost

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets.

While cash and cash equivalents are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第9號「金融工具」(續)採納的影響(續)**

**(2) 金融資產的減值**

本集團有兩類金融資產須遵守香港財務報告準則第9號的新預期信用損失模式：

- 貿易應收款項
- 按攤銷成本列賬的其他金融資產

本集團須就該等資產類別分別按香港財務報告準則第9號修訂其減值方法。

雖然現金及現金等價物亦須遵守香港財務報告準則第9號的減值規定，惟已確認的減值虧損須並不重大。



**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(i) HKFRS 9 Financial Instruments**

(Continued)

**Impact of adoption (Continued)**

**(2) Impairment of financial assets (Continued)**

**(a) Trade receivables**

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected losses for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Future cash flows for each group receivables are estimated on the basis of historical loss experience, adjusted to reflect the effects of current conditions as well as forward looking information.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第9號「金融工具」(續)**

**採納的影響(續)**

**(2) 金融資產的減值(續)**

**(a) 貿易應收款項**

本集團採用簡化方法提供香港財務報告準則第9號所規定的預期信用損失，其允許所有貿易應收款項使用全期的預期損失。

為計量預期信用損失，貿易應收款項已按共同信貸風險特徵及逾期日收分類。各項集團應收款項的未來現金流量乃根據歷史虧損經驗估計，並作出調整以反映現時狀況及前瞻性資料的影響。

3 Accounting policies (Continued)

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

(i) HKFRS 9 Financial Instruments  
(Continued)

**Impact of adoption** (Continued)

(2) Impairment of financial assets  
(Continued)

(a) Trade receivables (Continued)

Management has closely monitored the credit qualities and the collectability of the trade receivables. Trade receivables in dispute are assessed individually for impairment allowance and determined whether specific provisions are required. The adoption of the simplified expected loss approach under HKFRS 9 has not resulted in any additional impairment loss for trade receivables as at 1 January 2018.

3 會計政策(續)

(a) 本集團採納的新訂及經修訂準則(續)

(i) 香港財務報告準則第9號「金融工具」(續)  
採納的影響(續)

(2) 金融資產的減值(續)

(a) 貿易應收款項(續)  
管理層密切監察貿易應收款項的信用質素及可收回性。有問題的貿易應收款項會單獨評估以作出減值撥備，並釐定是否須作出具體撥備。根據香港財務報告準則第9號採納預期信用損失的簡化方法並無導致於2018年1月1日的貿易應收款項出現任何額外減值虧損。

**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(i) HKFRS 9 Financial Instruments**

(Continued)

**Impact of adoption (Continued)**

(2) *Impairment of financial assets (Continued)*

(b) Other financial asset carried at amortised cost

For other financial assets carried at amortised cost, the expected credit loss is based on the 12-month expected credit loss. It is the portion of lifetime expected credit loss that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit loss. Management has closely monitored the credit qualities and the collectability of the other financial assets carried at amortised cost and considers that the expected credit loss is immaterial.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第9號「金融工具」(續)採納的影響(續)**

(2) 金融資產的減值(續)

(b) 按攤銷成本列賬的其他金融資產

就按攤銷成本計量的其他金融資產而言，預期信用損失乃基於12個月的預期信用損失。其乃於報告日期後12個月內可能出現的金融工具違約事件所導致的全期預期信用損失的一部分。然而，倘信用風險從最初開始大幅增加，則準備金將基於全期的預期信用損失計算。管理層已密切監察按攤銷成本計量的其他金融資產的信用素質及可收回性，並認為預期信用損失甚微。

**3 Accounting policies (Continued)****(a) New and amended standards adopted by the Group (Continued)****(ii) HKFRS 15 Revenue from Contracts with Customers*****Changes in the accounting policies*****(a) Provision of ophthalmic services**

Revenue from ophthalmic services is recognised in the accounting period in which the services are rendered.

Contract liability is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. The Group's contract liabilities are presented in accruals and other payables in the consolidated balance sheet.

**3 會計政策(續)****(a) 本集團採納的新訂及經修訂準則(續)****(ii) 香港財務報告準則第15號「來自客戶合約的收益」會計政策變動****(a) 提供眼科服務**

眼科服務的收益於提供服務的會計期間確認。

合約負債於本集團確認相關收益前，於客戶支付代價或合約所須支付代價且金額已到期時確認。本集團的合約負債於綜合資產負債表內的應計費用及其他應付款項呈列。

**3 Accounting policies (Continued)**

**(a) New and amended standards adopted by the Group (Continued)**

**(ii) HKFRS 15 Revenue from Contracts with Customers (Continued)**

***Changes in the accounting policies (Continued)***

*(b) Sales of vision aid products*

Revenue from sales of vision aid products is recognised when control of the products has transferred, being when the products are sold to the customer.

***Impact of adoption***

The adoption of HKFRS 15 did not have any material impact on the Group's consolidated financial statements other than changes in disclosures.

The adoption of other amendments to standards and interpretation did not have any significant impact to the condensed consolidated interim financial information of the Group.

**3 會計政策(續)**

**(a) 本集團採納的新訂及經修訂準則(續)**

**(ii) 香港財務報告準則第15號「來自客戶合約的收益」(續)  
會計政策變動(續)**

*(b) 銷售視力輔助產品*

銷售視力輔助產品的收益於轉移產品的控制權時(即當產品售予客戶時)確認。

***採納的影響***

除披露的變動外，採納香港財務報告準則第15號對本集團的綜合財務報表概無任何重大影響。

採納準則的其他修訂及詮釋對本集團的簡明綜合中期財務資料概無任何重大影響。

3 Accounting policies (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 2019 and have not been early adopted by the Group:

3 會計政策(續)

(b) 尚未採納的新訂及經修訂準則

以下為已頒佈但於2019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、準則修訂本及詮釋：

		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 19 (Amendment) 香港會計準則第19號(修訂本)	Plan Amendment, Curtailment or Settlement 計劃修訂、縮減或結清	1 January 2019 2019年1月1日
HKAS 28 (Amendment)	Long-term Interests in Associates and Joint Ventures	1 January 2019
香港會計準則第28號(修訂本)	於聯營公司及合營企業的長期權益	2019年1月1日
HKFRS 10 and HKAS 28 (Amendment)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
香港財務報告準則第10號及 香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業間的資產出售 或投入	待確定
HKFRS 9 (Amendment)	Prepayment Features with Negative Compensation	1 January 2019
香港財務報告準則第9號(修訂本)	具有負補償的提前付款特徵	2019年1月1日
HKFRS 16	Leases	1 January 2019
香港財務報告準則第16號	租賃	2019年1月1日
HKFRS 17	Insurance Contracts	1 January 2021
香港財務報告準則第17號	保險合約	2021年1月1日
HKFRSs (Amendment)	Annual Improvement to HKFRSs 2015–2017 Cycle	1 January 2019
香港財務報告準則(修訂本)	2015年至2017年週期的香港財務報告準則 年度改進	2019年1月1日
HK (IFRIC) 23	Uncertainty over Income Tax Treatments	1 January 2019
香港(國際財務報告詮釋委員會) 詮釋第23號	所得稅處理的不確定性	2019年1月1日

**3 Accounting policies** (Continued)

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

**(i) HKFRS 16 Leases**

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.

**3 會計政策** (續)

**(b) 尚未採納的新訂及經修訂準則** (續)

**(i) 香港財務報告準則第16號「租賃」**

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。

### 3 Accounting policies (Continued)

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

##### (i) HKFRS 16 Leases (Continued)

The Group is a lessee of various properties which are currently classified as operating leases. Under the Group's current accounting policy, 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 23(b). As of 30 June 2018, the Group's total operating lease commitments amounted to HK\$175,095,000. 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 balance sheet. 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 consolidated balance sheets as right of use assets and lease liabilities.

### 3 會計政策(續)

#### (b) 尚未採納的新訂及經修訂準則(續)

##### (i) 香港財務報告準則第16號「租賃」(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。根據本集團的現有會計政策，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23(b)作出披露。於2018年6月30日，本集團的經營租賃承擔總額為175,095,000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綜合資產負債表內確認為使用權資產及租賃負債。



**3 Accounting policies (Continued)**

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

**(i) HKFRS 16 Leases (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 new standards, amendments to standards and interpretation presented, management is in the process of assessing the financial impact of these changes but is not yet in a position to state whether they would have a significant impact on the Group's results of operations and financial position.

**3 會計政策(續)**

**(b) 尚未採納的新訂及經修訂準則(續)**

**(i) 香港財務報告準則第16號「租賃」(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。

就所列其他新訂準則、準則修訂本及詮釋而言，管理層現正評估該等變動的財務影響，惟尚未能確定是否會對本集團的經營業績及財務狀況產生重大影響。

## 4 Financial risk management and financial instruments

### 4.1 Financial risk factors

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

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at 31 December 2017.

There have been no significant changes in the financial risk management policies since year end.

### 4.2 Liquidity risk

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

## 4 財務風險管理及金融工具

### 4.1 財務風險因素

本集團的業務活動面臨多種財務風險：市場風險（包括匯率風險、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。

簡明綜合中期財務資料並不包括年度綜合財務報表所規定的所有財務風險管理資料及披露資料，其應與本集團截至2017年12月31日止年度綜合財務報表一併閱覽。

自年結日以來，財務風險管理政策概無任何重大變動。

### 4.2 流動性風險

與年結日相比，金融負債的合約未貼現現金流出並無重大變動。

**4 Financial risk management and financial instruments (Continued)**

**4.3 Fair value estimation**

The carrying values of the Group's current financial assets, including trade receivables, deposits and other receivables, amounts due from 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 related parties and borrowings approximate their fair values due to their short maturities.

The table below analyses the Group's financial instruments carried at fair value as at 30 June 2018 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

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

**4 財務風險管理及金融工具 (續)**

**4.3 公平值估計**

本集團現有金融資產(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、應付關聯方款項及借款)的期限較短,因此賬面值與公平值貼近。

下表按計量公平值所用估值方法輸入值的層級對本集團於2018年6月30日按公平值入賬的金融工具進行分析。該等輸入值在公平值層級中分為如下三個層級:

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

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 4 Financial risk management and financial instruments (Continued)

#### 4.3 Fair value estimation (Continued)

		(Unaudited) (未經審核)			
		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 總計 HK\$'000 千港元
<b>As at 30 June 2018</b>	於2018年6月30日				
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產				
- Structured bank deposits	- 結構性銀行存款	-	59	-	59

		(Audited) (經審核)			
		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 總計 HK\$'000 千港元
<b>As at 31 December 2017</b>	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

There were no transfers between levels during the period (six months ended 30 June 2017: nil).

期內，各層級之間並無轉移（截至2017年6月30日止六個月：無）。

**4 Financial risk management and financial instruments (Continued)**

**4.3 Fair value estimation (Continued)**

**(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.

**4 財務風險管理及金融工具 (續)**

**4.3 公平值估計(續)**

**(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。

**4 Financial risk management and financial instruments** (Continued)

**4.4 Fair value of financial assets and liabilities measured at amortised cost**

The fair value of the following financial assets and liabilities approximate their carrying amounts:

- Trade receivables
- Deposits and other receivables
- Amounts due from related parties
- Pledged bank deposits
- Short-term bank deposits
- Cash and cash equivalents
- Trade payables
- Accruals and other payables (excluding non-financial liabilities)
- Amounts due to related parties
- Borrowings

**4 財務風險管理及金融工具** (續)

**4.4 按攤銷成本計量的金融資產及負債公平值**

以下金融資產及負債的公平值與其賬面值相若：

- 貿易應收款項
- 按金及其他應收款項
- 應收關聯方款項
- 已抵押銀行存款
- 短期銀行存款
- 現金及現金等價物
- 貿易應付款項
- 應計費用及其他應付款項(不包括非金融負債)
- 應付關聯方款項
- 借款

### 5 Estimates

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

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2017, except as described below:

#### (a) Impairment of trade receivables

The Group's management determines the provision for impairment of trade receivables based on assumptions about risk of default and expected loss rates. Management uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### 5 估計

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

編製中期財務資料時，管理層應用本集團會計政策所作的重大判斷及估計不確定因素的主要來源與本集團截至2017年12月31日止年度的綜合財務報表所應用者相同，惟下述者除外：

#### (a) 貿易應收款項減值

本集團管理層釐定貿易應收款項的減值撥備，乃基於對違約風險及預期虧損率的假設而作出。本集團於作出該等假設時行使判斷，並根據於各報告期末本集團的過往記錄、現行市場狀況及前瞻性估計，選擇用於減值計算的輸入數據。

6 Revenue and segment information

(a) Revenue

		Six months ended 30 June 截至6月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Audited) (經審核)
Provision of ophthalmic services	提供眼科服務	179,221	132,223
Sales of vision aid products	銷售視力輔助產品	13,093	8,226
		<b>192,314</b>	140,449

(b) Segment information

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 this condensed consolidated interim financial information.

6 收益及分部資料

(a) 收益

(b) 分部資料

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



### 6 Revenue and segment information

(Continued)

#### (b) Segment information (Continued)

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.

Capital expenditure comprises additions to property, plant and equipment and intangible assets.

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

### 6 收益及分部資料(續)

#### (b) 分部資料(續)

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。

資本開支包括添置物業、廠房及設備以及無形資產。

其他收入、其他(虧損)/收益淨額、上市開支、財務開支及所得稅開支並未計入分部業績。

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 6 Revenue and segment information

(Continued)

#### (b) Segment information (Continued)

The segment results for the six months ended 30 June 2018 are as follows:

### 6 收益及分部資料(續)

#### (b) 分部資料(續)

截至2018年6月30日止六個月的分部業績載列如下：

(Unaudited)

Six months ended 30 June 2018

(未經審核)

截至2018年6月30日止六個月

		HK 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment revenue	分部收益	101,331	90,983	192,314
Gross profit	毛利	30,427	32,642	63,069
Selling expenses	銷售開支	(608)	(8,423)	(9,031)
Administrative expenses	行政開支	(9,430)	(19,089)	(28,519)
Segment results	分部業績	20,389	5,130	25,519
Other income	其他收入			7,270
Listing expenses	上市開支			(2,021)
Other losses, net	其他虧損淨額			(8,504)
Finance expenses	財務開支			(152)
Profit before income tax	除所得稅前利潤			22,112
Income tax expense	所得稅開支			(10,091)
Profit for the period	期內利潤			12,021
<b>Other segment information</b>	<b>其他分部資料</b>			
Additions to non-current assets	添置非流動資產	16,442	5,020	21,462
Depreciation and amortisation	折舊及攤銷	(3,905)	(9,093)	(12,998)
Gains on disposal of property, plant and equipment, net	出售物業、廠房及設備所得收益淨額	45	-	45

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 6 Revenue and segment information

(Continued)

#### (b) Segment information (Continued)

The segment results for the six months ended 30 June 2017 are as follows:

### 6 收益及分部資料(續)

#### (b) 分部資料(續)

截至2017年6月30日止六個月的分部業績載列如下：

		(Audited)		
		Six months ended 30 June 2017		
		(經審核)		
		截至2017年6月30日止六個月		
		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	88,237	52,212	140,449
Gross profit	毛利	32,308	30,386	62,694
Selling expenses	銷售開支	(453)	(3,782)	(4,235)
Administrative expenses	行政開支	(6,739)	(10,093)	(16,832)
Segment results	分部業績	25,116	16,511	41,627
Other income	其他收入			678
Listing expenses	上市開支			(7,974)
Other gains, net	其他收益淨額			286
Finance expenses	財務開支			(334)
Profit before income tax	除所得稅前利潤			34,283
Income tax expense	所得稅開支			(8,927)
Profit for the period	期內利潤			25,356
<b>Other segment information</b>	<b>其他分部資料</b>			
Additions to non-current assets	添置非流動資產	2,266	583	2,849
Depreciation and amortisation	折舊及攤銷	(1,867)	(2,021)	(3,888)
Gains on disposal of property, plant and equipment, net	出售物業、廠房及設備所得收益淨額	-	4	4

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

由於並無定期向執行董事提供分部資產及負債分析，故並無呈列該等分析。

## 7 Other income

## 7 其他收入

Six months ended 30 June

截至6月30日止六個月

		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Audited) (經審核)
Management fee income	管理費收入	240	376
Interest from bank deposits	銀行存款利息	6,690	299
Others	其他	340	3
		<b>7,270</b>	678

## 8 Other (losses)/gains, net

## 8 其他(虧損)/收益淨額

Six months ended 30 June

截至6月30日止六個月

		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Audited) (經審核)
Gains on disposal of property, plant and equipment, net	出售物業、廠房及設備所得收益淨額	45	4
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	-	685
Exchange losses, net	匯兌虧損淨額	<b>(8,549)</b>	(403)
		<b>(8,504)</b>	286

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 9 Expenses by nature

### 9 按性質劃分的費用

#### Six months ended 30 June

截至6月30日止六個月

		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Amortisation of intangible assets (Note 14)	無形資產攤銷 (附註14)	207	77
Auditor's remuneration	核數師薪酬	750	556
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊(附註14)	12,791	3,811
Doctors' consultation fees	醫生診金	36,451	31,338
Cost of inventories and consumables	存貨及耗材成本	31,415	16,873
Employee benefit expenses	僱員福利開支	39,517	22,485
Rental expenses	租金費用	19,866	10,878
Legal and professional fees	法律及專業費用	1,159	404
Listing expenses	上市費用	2,021	7,974
Share option expenses to doctors and consultants	授予醫生及顧問的購股權產生的開支	3,267	947

### 10 Finance expenses

### 10 財務開支

#### Six months ended 30 June

截至6月30日止六個月

		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Interest expense on borrowings	借款利息開支	152	334

## 11 Income tax expense

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 June 2017: 16.5%) on the estimated assessable profits for the period.

The applicable tax rate for the PRC subsidiaries of the Group is 25% (six months ended 30 June 2017: 25%) for the period.

The amount of taxation charged/(credited) to the condensed consolidated interim statement of comprehensive income represents:

## 11 所得稅開支

期內，香港利得稅已按估計應課稅利潤的16.5%（截至2017年6月30日止六個月：16.5%）計提撥備。

期內，本集團中國附屬公司的適用稅率為25%（截至2017年6月30日止六個月：25%）。

扣除／（計入）簡明綜合中期全面收益表的稅項金額為：

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

		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Audited) (經審核)
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	<b>4,404</b>	5,220
– PRC enterprise income tax	– 中國企業所得稅	<b>5,920</b>	4,025
Deferred income tax	遞延所得稅	<b>(233)</b>	(318)
Income tax expense	所得稅開支	<b>10,091</b>	8,927

## 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.

## 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。

### Six months ended 30 June

截至6月30日止六個月

		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Audited) (經審核)
Profit attributable to equity holders of the Company during the period (HK\$'000)	期內本公司權益持有人應佔利潤(千港元)	<b>12,021</b>	25,356
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	<b>1,009,577,900</b>	735,017,191
Basic earnings per share (HK cents)	每股基本盈利(港仙)	<b>1.19</b>	3.45

Note:

(i) The earnings per share as presented above is calculated using the weighted average number of 1,009,577,900 (six months ended 30 June 2017: 735,017,191) ordinary shares deemed to be in issue for the period. In determining the weighted average number of ordinary shares deemed to be in issue, the bonus elements of the shares issued in 2017 and 2018 as detailed in Note 18(a), Note 18(b) and Note 18(e), respectively, have been taken into account since 1 January 2017.

附註：

(i) 上表所列每股盈利乃按期內視作已發行的1,009,577,900股(截至2017年6月30日止六個月：735,017,191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，已計及自2017年1月1日起計及2017年及2018年已發行股份的花紅因素，詳情分別載於附註18(a)、附註18(b)及附註18(e)。

## 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 period, the Group has one (six months ended 30 June 2017: one) 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。期內，本集團具有一類(截至2017年6月30日止六個月：一類)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。

		<b>Six months ended 30 June</b> 截至6月30日止六個月	
		<b>2018</b> <b>2018年</b> <b>HK\$'000</b> 千港元 <b>(Unaudited)</b> (未經審核)	2017 2017年 HK\$'000 千港元 (Audited) (經審核)
Profit attributable to equity holders of the Company during the period (HK\$'000)	期內本公司權益持有人應佔利潤(千港元)	<b>12,021</b>	25,356
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	<b>1,009,577,900</b>	735,017,191
Adjustments for: – impact of the pre-IPO share option scheme	就以下各項作出調整： – 首次公開發售前購股權計劃的影響	<b>28,882,699</b>	2,224,617
Weighted average number of ordinary shares for diluted earnings per share	攤薄每股盈利的加權平均普通股數目	<b>1,038,460,599</b>	737,241,808
Diluted earnings per share (HK cents)	攤薄每股盈利(港仙)	<b>1.16</b>	3.44



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 13 Dividends

At a meeting held on 28 August 2018, the directors do not recommend the payment of any dividend for the six months ended 30 June 2018 (six months ended 30 June 2017: Nil).

### 13 股息

於2018年8月28日舉行的會議上，董事不建議就截至2018年6月30日止六個月派發任何股息(截至2017年6月30日止六個月：無)。

### 14 Property, plant and equipment and intangible assets

### 14 物業、廠房及設備及無形資產

		Property, plant and equipment 物業、廠房 及設備 HK\$'000 千港元	Intangible assets 無形資產 HK\$'000 千港元
<b>(Unaudited)</b>	(未經審核)		
<b>Six months ended</b>	<b>截至2018年6月30日</b>		
<b>30 June 2018</b>	<b>止六個月</b>		
Opening net book amount	期初賬面淨值	109,179	2,453
Additions	添置	19,603	1,859
Disposal	出售	(98)	-
Depreciation and amortisation (Note 9)	折舊及攤銷 (附註9)	(12,791)	(207)
Currency translation differences	外幣換算差額	(768)	(84)
Closing net book amount	期末賬面淨值	115,125	4,021

**14 Property, plant and equipment and intangible assets** (Continued)

**14 物業、廠房及設備及無形資產** (續)

		Property, plant and equipment 物業、廠房 及設備 HK\$'000 千港元	Intangible assets 無形資產 HK\$'000 千港元
<b>(Audited)</b>	<b>(經審核)</b>		
<b>Six months ended</b>	<b>截至2017年6月30日止</b>		
<b>30 June 2017</b>	<b>六個月</b>		
Opening net book amount	期初賬面淨值	29,550	1,407
Additions	添置	2,656	193
Depreciation and amortisation (Note 9)	折舊及攤銷 (附註9)	(3,811)	(77)
Currency translation differences	外幣換算差額	512	31
Closing net book amount	期末賬面淨值	28,907	1,554

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 15 Inventories

### 15 存貨

		As at 於	
		30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Pharmaceuticals and medical consumables	藥品及醫用耗材	7,844	6,305
Vision aid products	視力輔助產品	597	568
		<b>8,441</b>	<b>6,873</b>

### 16 Trade receivables

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

### 16 貿易應收款項

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

		As at 於	
		30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-90 days	0至90日	7,192	7,151
91-180 days	91至180日	180	234
Over 180 days	超過180日	492	307
		<b>7,864</b>	<b>7,692</b>

17 Deposits, prepayments and other receivables

17 按金、預付款項及其他應收款項

		As at 於	
		<b>30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)</b>	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current</b>	<b>非即期</b>		
Prepayments for property, plant and equipment	物業、廠房及設備預付款項	<b>910</b>	3,152
Rental deposits	租金按金	<b>9,077</b>	7,657
		<b>9,987</b>	10,809
<b>Current</b>	<b>即期</b>		
Prepayments for inventories	預付存貨款項	<b>1,360</b>	733
Prepayments for operating expenses	預付經營開支	<b>3,914</b>	1,422
Listing costs	上市費用	–	5,806
Interest receivable	應付利息	<b>4,739</b>	–
Rental and other deposits	租金及其他按金	<b>6,714</b>	647
Others	其他	<b>1,610</b>	799
		<b>18,337</b>	9,407
Total deposits, prepayments and other receivables	按金、預付款項及其他應收款項合計	<b>28,324</b>	20,216

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 18 Share capital

### 18 股本

		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
	Note 附註		
<b>Authorised:</b>	<b>法定：</b>		
At 1 January 2018 and 30 June 2018	於2018年1月1日及 2018年6月30日	8,000,000	800,000
At 1 January 2017	於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	7,999,950	799,613
	(a)		
At 30 June 2017	於2017年6月30日	8,000,000	800,000
<b>Issued and paid:</b>	<b>已發行及繳足：</b>		
At 1 January 2018	於2018年1月1日	371	37
Capitalisation of share premium	股份溢價資本化	802,629	80,263
	(e)		
Issuance of shares upon listing	上市時發行股份	197,000	19,700
	(f)		
Issuance of shares upon exercise of over-allotment option	超額配股權獲行 使時發行股份	29,550	2,955
	(g)		
At 30 June 2018	於2018年6月30日	1,029,550	102,955
At 1 January 2017	於2017年1月1日	2	16
Increase in number of shares on recapitalisation	資本重整時股份 數目增加	154	-
	(a)		
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	178	17
	(b)		
Proceeds from shares issued to pre-IPO investors	向首次公开发售 前投資者發行 股份的所得 款項	37	4
	(c) and 及(d)		
At 30 June 2017	於2017年6月30日	371	37

## 18 Share capital (Continued)

Note

- (a) 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.
- (b) 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.
- (c) 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.
- (d) 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.

## 18 股本(續)

附註

- (a) 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。
- (b) 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。
- (c) 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。
- (d) 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。

### 18 Share capital (Continued)

Note (Continued)

- (e) 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.
- (f) 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.
- (g) 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 29,550,000 additional shares at a price of HK\$2.9 each for a gross proceed of HK\$85,695,000 at the closing date on 29 January 2018.

### 18 股本(續)

附註(續)

- (e) 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。
- (f) 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。
- (g) 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。

## 19 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.

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.

## 19 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。

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。



### 19 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.

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.

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.

### 19 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。

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。

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受僱時失效。

**19 Share-based payments (Continued)**

- (iv) On 1 September 2017, 2,500,000 options were granted to five consultants of the Group.

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.

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.

**19 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。

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開發售前購股權將於行使期末失效。

- (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。

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開發售前購股權將於行使期末失效。

### 19 Share-based payments (Continued)

- (vi) On 1 September 2017, 121,000 options were granted to two employees of the Group.

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.

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.

### 19 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。

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。

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失效。

**19 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:

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	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.

**19 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。

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 19 Share-based payments (Continued)

Movements in the number of share options outstanding and their related average exercise prices are as follows:

### 19 以股份為基礎的付款(續)

尚未行使購股權數目及其相關平均行使價的變動如下：

		Average exercise price per share option 每份購股權 平均行使價 HK\$ 港元	Number of options 購股權數目 '000 千份
<b>(Unaudited)</b>	<b>(未經審核)</b>		
<b>Six months ended 30 June 2018</b>	<b>截至2018年6月30日 止六個月</b>		
At 1 January 2018	於2018年1月1日	<b>0.33</b>	<b>46,687</b>
Forfeited during the period	期內已沒收	<b>1.00</b>	<b>(226)</b>
At 30 June 2018	於2018年6月30日	<b>0.32</b>	<b>46,461</b>
<b>(Audited)</b>	<b>(經審核)</b>		
<b>Six months ended 30 June 2017</b>	<b>截至2017年6月30日 止六個月</b>		
At 1 January 2017	於2017年1月1日	-	-
Granted during the period	期內已授出	0.35	43,578
At 30 June 2017	於2017年6月30日	0.35	43,578

As at 30 June 2018, all of the 46,461,000 (30 June 2017: 43,578,000) outstanding options were not yet exercisable. The total expense recognised in the consolidated statement of comprehensive income on the pre-IPO share options was HK\$3,877,000 (six months ended 30 June 2017: HK\$2,026,000) for the period.

於2018年6月30日，全部46,461,000份(2017年6月30日：43,578,000份)尚未行使之購股權因尚未歸屬而無法行使。期內，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3,877,000港元(截至2017年6月30日止年度：2,026,000港元)。

20 Borrowings

20 借款

		As at 於	
		30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current</b>	<b>非流動</b>		
Finance lease liabilities	融資租賃負債	2,121	665
<b>Current</b>	<b>流動</b>		
Bank borrowings	銀行借款	8,000	8,000
Finance lease liabilities	融資租賃負債	713	282
		<b>8,713</b>	8,282
Total borrowings	借款總額	<b>10,834</b>	8,947

Bank borrowings due for repayment after one year which contain a repayment on demand clause are classified as current liabilities.

包含應要求償還條款的一年後到期償還銀行借款被分類為流動負債。

As at 30 June 2018, bank borrowings were secured by pledged bank deposits of the Group of HK\$8,000,000 (31 December 2017: same).

於2018年6月30日，銀行借款以本集團已抵押銀行存款8,000,000港元（2017年12月31日：相同）作擔保。

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 21 Trade payables

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

#### 21 貿易應付款項

貿易應付款項按發票日期呈列的賬齡如下：

		As at 於	
		30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-30 days	0至30日	4,805	6,887
31-60 days	31日至60日	146	4
61-90 days	61日至90日	-	1
		<b>4,951</b>	<b>6,892</b>

22 Accruals and other payables

22 應計費用及其他應付款項

		As at 於	
		30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Accruals for employee benefits	應計員工福利費	5,272	5,165
Accruals for operating expenses	應計營運開支	8,236	4,982
Accruals for listing expenses	應計上市費用	5,015	9,819
Payables for doctors' consultation fees	應付醫生診金	9,248	8,847
Contract liabilities	合約負債	3,087	2,894
Payables for property, plant and equipment	應付物業、廠房及設備款項	14,491	20,135
Others	其他	1,688	1,954
		<b>47,037</b>	53,796



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 23 Commitments

#### (a) Capital commitments

### 23 承擔

#### (a) 資本承擔

		As at 於	
		30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Contracted but not provided for: Property, plant and equipment	已訂約但並未作出撥備： 物業、廠房及設備	<b>735</b>	9,523

**23 Commitments (Continued)**

**(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. The Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

**23 承擔(續)**

**(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。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：

		As at 於	
		30 June 2018 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Not later than one year	不遲於一年	<b>38,136</b>	36,986
Later than one year and not later than five years	一年後及不遲於五年	<b>72,845</b>	62,313
Later than five years	五年以上	<b>64,114</b>	42,787
		<b>175,095</b>	142,086

## 24 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 70.2% of the Company's shares as at 30 June 2018. The ultimate controlling party of the Group is Dr. Dennis LAM and Ms. LI.

## 24 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2018年6月30日，本集團受最終控股公司希瑪集團有限公司（於英屬處女群島註冊成立）控制，其擁有本公司70.2%股份。本集團的最終控股方為林順潮醫生及李女士。

### Name of related parties

#### 關聯方名稱

### Relationship with the Company

#### 與本公司的關係

C-MER Group Limited 希瑪集團有限公司	Ultimate holding company 最終控股公司
Maida Medical Software Development (Shenzhen) Limited 邁達醫療軟件開發(深圳)有限公司	Common controlling shareholder (Dr. Dennis LAM) and director (Ms. LI) 共同控股股東(林順潮醫生)及董事(李女士)
Project Vision Charitable Foundation Limited 亮睛工程慈善基金有限公司	Common directors (Dr. Dennis LAM and Ms. LI)
Asia-Pacific Academy Of Ophthalmology Limited	共同董事(林順潮醫生及李女士) Common director (Dr. Dennis LAM)
Asia-Pacific Academy Of Ophthalmology Limited	共同董事(林順潮醫生)

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 24 Related party transactions (Continued)

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

### 24 關聯方交易(續)

(a) 除於簡明綜合中期財務資料其他章節披露者外，本集團與關聯方有下列交易：

		Six months ended 30 June 截至6月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Audited) (經審核)
Ophthalmic services provided to a related company – Project Vision Charitable Foundation Limited	向關聯公司提供眼科服務 – 亮睛工程慈善基金有限公司	<b>239</b>	261
Management fee income from related companies – Asia-Pacific Academy Of Ophthalmology Limited  – Project Vision Charitable Foundation Limited	來自以下關聯公司的管理費收入 – Asia-Pacific Academy Of Ophthalmology Limited  – 亮睛工程慈善基金有限公司	<b>240</b>	136  240
		<b>479</b>	637
Rental expense paid to a related company – Maida Medical Software Development (Shenzhen) Limited	支付予關聯公司的租賃費 – 邁達醫療軟件開發(深圳)有限公司	<b>4,637</b>	4,434

**24 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**

**24 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**

**Six months ended 30 June**

截至6月30日止六個月

		<b>2018</b>	2017
		<b>2018年</b>	2017年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Fees, wages, salaries and bonus	袍金、工資、薪金及花紅	<b>2,839</b>	2,703
Retirement benefits costs – defined contribution scheme	退休福利成本—定額供款計劃	<b>36</b>	24
Allowances and benefits in kind	津貼及實物福利	<b>378</b>	363
Share-based payments	以股份為基礎的付款	<b>1,246</b>	850
		<b>4,499</b>	3,940

24 Related party transactions (Continued)  
 (c) Balances with related parties

24 關聯方交易(續)  
 (c) 與關聯方的結餘

		As at 於	
		30 June 2018 2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2017 2017年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Amounts due from related parties:	應收關聯方款項：		
<b>Non-trade</b>	<b>非貿易</b>		
– Project Vision Charitable Foundation Limited	– 亮睛工程慈善基金有限公司	71	–
		71	–
Amounts due to related parties:	應付關聯方款項：		
<b>Non-trade</b>	<b>非貿易</b>		
– Project Vision Charitable Foundation Limited	– 亮睛工程慈善基金有限公司	11	153
		11	153

The balances were unsecured, interest-free and repayable on demand and were denominated in RMB.

有關結餘為無抵押、免息及須按要求償還，並按人民幣計值。

### 25 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.

### 26 Event after the balance sheet date

On 28 August 2018, the Group entered into an agreement to acquire 80% of the issued share capital of Kunming Eye Hospital for cash consideration of RMB30,000,000 (equivalent to HK\$35,430,000).

Pursuant to the agreement, the Group will further inject RMB20,000,000 (equivalent to HK\$23,620,000) to Kunming Eye Hospital subsequent to the completion of the acquisition. Up to the date of this report, the acquisition has not been completed.

### 25 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。

### 26 結算日後事項

於2018年8月28日，本集團訂立一份協議，以現金代價人民幣30,000,000元（相當於35,430,000港元）收購昆明眼科醫院80%已發行股本。

根據該協議，本集團將於緊隨收購事項完成後進一步向昆明眼科醫院注資人民幣20,000,000元（相當於23,620,000港元）。直至本報告日期，收購事項仍未完成。



### TO THE BOARD OF DIRECTORS OF C-MER EYE CARE HOLDINGS LIMITED

*(incorporated in the Cayman Islands with limited liability)*

羅兵咸永道

致希瑪眼科醫療控股有限公司董事會

*(於開曼群島註冊成立的有限責任公司)*

### Introduction

We have reviewed the interim financial information set out on pages 20 to 86, which comprises the condensed consolidated interim balance sheet of C-MER Eye Care Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) as at 30 June 2018 and the related condensed consolidated interim statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 引言

我們已審閱列載於第20頁至第86頁的中期財務資料，此中期財務資料包括希瑪眼科醫療控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於2018年6月30日的簡明綜合中期資產負債表與截至該日止六個月期間的相關簡明綜合中期全面收益表、簡明綜合中期權益變動表和簡明綜合中期現金流量表，以及主要會計政策概要及其他附註解釋。香港聯合交易所有限公司證券上市規則規定，就中期財務資料擬備的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」擬備及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論，並僅按照我們協定的業務約定條款向閣下（作為整體）報告我們的結論，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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# REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

## 中期財務資料的審閱報告

### Scope of Review

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

### Conclusion

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

### PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 28 August 2018

### 審閱範圍

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

### 結論

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

### 羅兵咸永道會計師事務所

執業會計師

香港，2018年8月28日

**Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of Our Company or Any Associated Corporation**

As of 30 June 2018, 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:

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

於2018年6月30日，董事及本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例相關條文彼等被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%

## OTHER INFORMATION

### 其他資料

#### Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of Our Company or Any Associated Corporation (Continued)

##### (A) Long position in ordinary Shares of our Company (Continued)

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.

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

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

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

##### (A) 於本公司普通股的好倉(續)

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。希瑪集團有限公司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。

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。

##### (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%

**Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of Our Company or Any Associated Corporation** (Continued)

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

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.

Save as disclosed above, as of 30 June 2018, so far as is known to our Directors or chief executive of our Company, none of our Directors or chief executive of our Company had interests or short positions in the Shares, underlying Shares and debentures of our Company or its associated corporations which (a) were required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to our Company and the Stock Exchange.

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

**(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**(續)

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。

除上文所披露者外，於2018年6月30日，據董事或本公司最高行政人員所知，董事或本公司最高行政人員於本公司或其相聯法團(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(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例相關條文彼等被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。

## OTHER INFORMATION

### 其他資料

#### Interests and Short Positions of Substantial Shareholders in Shares and Underlying Shares of Our Company

As of 30 June 2018, so far as was known to any Director or chief executive of our Company, the following persons (other than our Directors and chief executive of our Company) had interests and/or short positions in the Shares or underlying Shares which would fall to be disclosed to our Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by our Company under section 336 of the SFO.

#### 主要股東於本公司股份及相關股份的權益及淡倉

於2018年6月30日，就任何董事或本公司最高行政人員所知，下列人士（董事及本公司最高行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露或記錄於本公司根據證券及期貨條例第336條須存置的登記冊內的股份或相關股份的權益及／或淡倉。

Name of Shareholder	Nature of Interest	Number of shares	Approximate percentage of shareholding in our Company (%) 於本公司持股概約百分比(%)
股東名稱	權益性質	股份數目	
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:

附註：

1. 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.

1. 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。

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。

**Interests and Short Positions of Substantial Shareholders in Shares and Underlying Shares of Our Company (Continued)**

Save as disclosed above, as of 30 June 2018, 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.

**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 30 June 2018, no share options granted under the Pre-IPO Share Option Scheme has been exercised pursuant to the terms of grant of the options.

**主要股東於本公司股份及相關股份的權益及淡倉(續)**

除上文所披露者外，就董事所知，於2018年6月30日，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。

**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2018年6月30日，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。

## OTHER INFORMATION

### 其他資料

#### Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme (Continued)

##### Pre-IPO Share Option Scheme (Continued)

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 30 June 2018, 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.

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

#### 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(續)

##### 首次公開發售前購股權計劃(續)

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(「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2018年6月30日，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。

授予承授人的首次公開發售前購股權將於不同日期歸屬。

**Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme** (Continued)

**Pre-IPO Share Option Scheme** (Continued)

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;

**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**(續)

**首次公開發售前購股權計劃**(續)

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行使價介乎0.10港元至1.0港元之間；



## OTHER INFORMATION

### 其他資料

#### Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme (Continued)

##### Pre-IPO Share Option Scheme (Continued)

(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;

(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

#### 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(續)

##### 首次公開發售前購股權計劃(續)

(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) 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

**Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme** (Continued)

**Pre-IPO Share Option Scheme** (Continued)

(v) (Continued)

- (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).

**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**(續)

**首次公開發售前購股權計劃**(續)

(v) (續)

- (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。

## OTHER INFORMATION

### 其他資料

#### Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme (Continued)

##### Pre-IPO Share Option Scheme (Continued)

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

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。

#### 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(續)

##### 首次公開發售前購股權計劃(續)

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：

**Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme (Continued)**  
**Pre-IPO Share Option Scheme (Continued)**

**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(續)**  
**首次公開發售前購股權計劃(續)**

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
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**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總數的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。

## OTHER INFORMATION

### 其他資料

#### Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme (Continued) Pre-IPO Share Option Scheme (Continued)

#### 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(續) 首次公開發售前購股權計劃(續)

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	<p>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。</p> <p>or 或</p> <p>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。</p>	<p>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。</p>	<p>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。</p> <p>or 或</p> <p>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%。</p> <p>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%。</p> <p>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。</p>	<p>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。</p>

**Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme (Continued)**  
**Pre-IPO Share Option Scheme (Continued)**

**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(續)**  
**首次公開發售前購股權計劃(續)**

<b>Major terms</b> 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
<b>Exercise percentages</b> 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個月期間內自行使用期間開始日期起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個月期間內自行使用期間開始日期起12個月內行使。
<b>Exercise price</b> 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0.1港元。

## OTHER INFORMATION

### 其他資料

#### Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme (Continued)

##### Pre-IPO Share Option Scheme (Continued)

#### 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(續)

##### 首次公開發售前購股權計劃(續)

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. 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>

**Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme (Continued)**  
**Pre-IPO Share Option Scheme (Continued)**

**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(續)**  
**首次公開發售前購股權計劃(續)**

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 Gantee 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
<b>Cessation of cooperation or employment</b> 終止合作或僱傭	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. 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. 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。	No pro rata adjustment and the unexercised Pre-IPO Share Options will lapse upon cessation of employment for whatever reasons. 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。	No pro rata adjustment and the unexercised Pre-IPO Share Options will lapse upon cessation of employment for whatever reasons. 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。	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. 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。
<b>Lock-up period following the exercise of the Pre-IPO Share Options</b> 首次公開發售前購股權行使後的禁售期	Not applicable. 不適用。	Not applicable. 不適用。	Not applicable. 不適用。	Not applicable. 不適用。



## OTHER INFORMATION

### 其他資料

#### Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme (Continued)

##### Pre-IPO Share Option Scheme (Continued)

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及首次公開發售後購股權計劃(續)

##### 首次公開發售前購股權計劃(續)

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	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
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##### 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

**Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme (Continued)**

**Pre-IPO Share Option Scheme (Continued)**

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 30 June 2018 under the scheme are as follows:

**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(續)**

**首次公開發售前購股權計劃(續)**

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2018年6月30日的詳情如下：

		Number of options 購股權數目								
		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	Held at 31 December 2017 於2017年 12月31日 所持有	Exercise price HK\$ 行使價 港元	Grant date 授出日期	Exercisable from 自以下 期間行使	Exercisable until 行使至 以下期間
<b>Executive Director</b>	<b>執行董事</b>									
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
<b>Senior Management</b>	<b>高級管理層</b>									
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

The fair values of the share options calculated are inherently subjective and uncertain due to the assumptions made and the limitations of the model used. The value of an option varies with different variables of certain subjective assumptions. Any change in variables so adopted may materially affect the estimation of the fair value of an option.

由於所作出的假設及所用模式的限制，故計算購股權的公平值實屬主觀及不確定。購股權的價值因若干主觀假設的不同變數而異。任何如此採納的變數改變，可能對購股權的公平值估計構成重大影響。

## OTHER INFORMATION

### 其他資料

#### 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 30 June 2018.

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;

#### 首次公開發售後購股權計劃

本公司股東於2017年12月31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2018年6月30日並無授出任何購股權。

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；

**Post-IPO Share Option Scheme (Continued)**

**(a) Who may participate (Continued)**

- (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.

**首次公開發售後購股權計劃(續)**

**(a) 可參與人士(續)**

- (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。

## OTHER INFORMATION

### 其他資料

#### Post-IPO Share Option Scheme (Continued)

##### (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.

#### 首次公開發售後購股權計劃(續)

##### (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。

## Post-IPO Share Option Scheme (Continued)

### (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.

### (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.

## 首次公開發售後購股權計劃(續)

### (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) 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。

## OTHER INFORMATION

### 其他資料

#### Interim Dividend

The Board does not recommend the payment of any dividend for the six months ended 30 June 2018.

#### Corporate Governance

The Board is committed to maintaining high corporate governance standards.

The Company has been listed on the Stock Exchange since 15 January 2018 (the “**Listing Date**”). During the period from the Listing Date up to the date of this report, the Company has adopted 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.

In the opinion of the Board, during the period from the Listing Date up to the date of this 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 our Group and directing the strategic development and business plans of our Group.

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 will nevertheless review the structure and composition of the Board from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company.

#### 中期股息

董事會並不建議派付截至2018年6月30日止六個月的任何股息。

#### 企業管治

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」)起在聯交所上市。自上市日期至本公告日期止期間，本公司已採納本公司適用的上市規則附錄十四所載企業管治守則(「企業管治守則」)中的原則。

董事認為，於上市日期起直至本公告日期止期間內，本公司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。

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。

### 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 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 report.

### Purchase, Sale or Redemption of Listed Securities

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

### 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\$608.2 million. As at the date of this 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.

### 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。於上市日期起至本報告日期止期間，本公司並無獲悉有關僱員不遵守標準守則的事件。

### 購買、出售或贖回上市證券

自上市日期起直至本報告日期，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

### 全球發售所得款項用途

股份自2018年1月15日起在聯交所上市，而全球發售所得款項淨額為608.2百萬港元。於本報告日期，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。



## OTHER INFORMATION

### 其他資料

#### **Audit Committee and Review of Interim Results**

The audit committee of the Board comprises three independent non-executive Directors, namely, Mr. MA Andrew Chiu Cheung (Chairman of the audit committee), Dr. LI Kwok Tung Donald and Ms. BENTLEY Annie Liang.

The audit committee of the Board has reviewed with the management the accounting principles as well as practices adopted by the Group and discussed risk management and internal control as well as financial reporting matters including the review of the unaudited condensed consolidated interim financial information for the six months ended 30 June 2018 with the Directors. In addition, the Group's independent auditor has carried out a review of the unaudited interim results in accordance with the Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

#### **審核委員會及中期業績審閱**

董事會轄下的審核委員會由三名獨立非執行董事組成，分別為馬照祥先生（審核委員會主席）、李國棟醫生及梁安妮女士。

董事會轄下的審核委員會已審閱本集團所採納的會計原則及慣例，並已就風險管理、內部監控及財務報告事宜與管理層討論，包括審閱截至2018年6月30日止六個月的未經審核簡明綜合中期財務資料。此外，本集團的獨立核數師已根據香港會計師公會頒佈的香港審閱聘用準則第2410號「實體的獨立核數師審閱中期財務資料」審閱未經審核中期業績。



C-MER 希瑪

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