



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 **2020**

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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. 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. LI Kwok Tung Donald *SBS JP*

Nomination Committee

Ms. BENTLEY Annie Liang (*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

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
李國棟醫生 (銀紫荊星章、太平紳士)

提名委員會

梁安妮女士 (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
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CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

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KY1-1111
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PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
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Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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香港股份過戶登記分處

香港中央證券登記有限公司
香港
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皇后大道東183號
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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

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

LEGAL ADVISOR ON HONG KONG LAWS

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公司網站

www.cmereye.com

STOCK CODE

03309

股份代號

03309





FINANCIAL HIGHLIGHTS

財務概要

		Six months ended 30 June		
		截至6月30日止六個月		
		2020	2019	Change
		2020年	2019年	變動
		HK\$'000	HK\$'000	
		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收益	261,766	264,594	-1.1%
Gross profit	毛利	61,466	99,299	-38.1%
(Loss)/profit for the period	期內(虧損)/利潤	(22,177)	33,126	N/A 不適用
(Loss)/profit for the period attributable to equity holders of the Company	本公司權益持有人應佔期內(虧損)/利潤	(20,981)	33,757	N/A 不適用
Gross profit margin (%)	毛利率(%)	23.5%	37.5%	-14.0 pp 個百分點
Net profit margin (%)	淨利潤率(%)	N/A 不適用	12.5%	N/A 不適用



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Overview

The outbreak of COVID-19 has negatively impacted the Group's operations in Hong Kong and Mainland China commencing from late January 2020. Most of the Group's clinics, day surgery centers and hospitals have seen appointment cancellations and the surgery centers and the hospitals in the Mainland China were locked down for up to 6 weeks in the first quarter of 2020. Moreover, the second wave of COVID-19 outbreak in Beijing in June 2020 gave a further blow to our operation in Beijing. Our operation in Shanghai was moderately affected while our operations in Hong Kong, Shenzhen and Kunming were affected to a lesser degree.

Despite of the impact of COVID-19, we continue with our plan to expand our service network in the Guangdong-Hong Kong-Macau Greater Bay Area (粵港澳大灣區) and other Mainland China regions. Our fifth and sixth eye hospitals are located at Zhuhai and Baoan, Shenzhen, respectively. In January 2020, the Group entered into an agreement to acquire 100% equity interest of an eye hospital in Zhuhai located at Xiangzhou District (香洲區) from an independent third party and the completion took place on 8 August 2020. The clinic in Baoan, Shenzhen will be upgraded to a full-size eye hospital by October 2020 with an increase of area from 1,600 square meters to 3,418 square meters with 4 operating theatres and 11 consultation rooms.

業務回顧

概覽

自2020年1月下旬起爆發的2019新型冠狀病毒對本集團於香港及內地的業務產生了負面影響。本集團大部分診所、日間手術中心及醫院有部份病人取消預約，內地的手術中心及醫院於2020年首季度曾關閉長達六週；此外，北京於2020年6月爆發第二波疫情，令我們位於北京的業務進一步受挫。我們位於上海的業務亦受到一定程度的影響，而於香港、深圳及昆明的業務所受影響則較小。

儘管受到2019新型冠狀病毒的影響，我們仍繼續實施拓展於粵港澳大灣區及內地其他地區的服務網絡的計劃。我們的第五及第六間眼科醫院分別位於珠海及深圳寶安。於2020年1月，本集團訂立協議以向一名獨立第三方收購位於珠海香洲區的一間眼科醫院的100%股權，且已於2020年8月8日落實交割。位於深圳寶安的診所將於2020年10月前升級為一間涵蓋眼科全領域的眼科醫院，其面積由1,600平方米擴大至3,418平方米，設有4間手術室及11間醫療室。





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Our seventh and eighth eye hospitals will be located at Huizhou (惠州) and Guangzhou, respectively. Our eye hospital in Huizhou, is expected to commence operations during the second half of 2020. The Group also entered into an agreement to acquire a property from an independent third party located at the city center of Tianhe District (天河區), Guangzhou, which will be used as the premises for our new eye hospital in Guangzhou and is expected to commence operations in the first half of 2021. Up the date of this report, the transaction has not been completed.

For the six months ended 30 June 2020, we generated 51.8% (six months ended 30 June 2019: 51.0%) of our revenue in Hong Kong and 48.2% (six months ended 30 June 2019: 49.0%) in the Mainland China. Due to the impact of COVID-19, our business experienced a slight decrease during the six months ended 30 June 2020, generating total revenue of HK\$261.8 million for the six months ended 30 June 2020 (six months ended 30 June 2019: HK\$264.6 million), representing a slight decrease of 1.1% from the corresponding period in 2019. In particular, the revenue of the Mainland China operations recorded a decrease of 2.7% in Hong Kong dollar terms during the six months ended 30 June 2020 primarily as a result of the adverse impact of COVID-19. The depreciation of Renminbi has negatively impacted our revenue when reporting in Hong Kong dollar terms. In Renminbi, our revenue in Mainland China increased by 2.4%.

我們的第七及第八間眼科醫院將分別位於惠州及廣州。我們位於惠州的眼科醫院預期將於2020年下半年開始營業。本集團亦訂立協議以向一名獨立第三方收購位於廣州天河區市中心的物業，該物業將用作我們位於廣州的新眼科醫院物業，預期將於2021年上半年開始營業。直至本報告日期，該項交易尚未完成。

截至2020年6月30日止六個月，我們分別於香港及內地產生51.8%（截至2019年6月30日止六個月：51.0%）及48.2%（截至2019年6月30日止六個月：49.0%）的收益。由於2019新型冠狀病毒的影響，截至2020年6月30日止六個月，我們的業務略有下滑，截至2020年6月30日止六個月的總收益為261.8百萬港元（截至2019年6月30日止六個月：264.6百萬港元），較2019年同期輕微下跌1.1%。尤其是截至2020年6月30日止六個月，內地的營運收益以港元計錄得2.7%降幅，主要由於2019新型冠狀病毒的不利影響所致。以港元呈報時，人民幣貶值對我們的收益造成負面影響。以人民幣計，我們於內地的收益增長2.4%。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The revenue of the eye hospital in Shenzhen amounted to HK\$70.8 million during the six months ended 30 June 2020 (six months ended 30 June 2019: HK\$100.2 million), representing a decrease of 29.3% in Hong Kong dollar terms. In Renminbi, the revenue decreased by 25.7%. Our clinic in Baoan, Shenzhen was catching up well with revenue amounted to HK\$11.2 million during the six months ended 30 June 2020 (six months ended 30 June 2019: HK\$3.0 million), representing an increase of 276.8% in Hong Kong dollar terms. In Renminbi, the revenue increased by 296.5%.

With the second wave of COVID-19 outbreak in Beijing in June 2020, the revenue of the eye hospital in Beijing, which commenced business operations since January 2018, decreased by 47.8% in Hong Kong dollar terms and amounted to HK\$13.1 million (six months ended 30 June 2019: HK\$25.1 million). In Renminbi, the revenue decreased by 45.1%. As a result, this hospital incurred a net loss amounted to HK\$14.8 million during the six months ended 30 June 2020 (six months ended 30 June 2019: HK\$3.9 million).

The two newly acquired eye hospitals located in Kunming and Shanghai commenced full operations in June and November 2019, respectively, and contributed HK\$11.7 million and HK\$19.5 million to the revenue of the Group, respectively, during the six months ended 30 June 2020. Operations at both of these eye hospitals are improving well from the lockdowns since March 2020. The Group will continue to seek opportunities by acquisition as this provides a faster way for expansion.

截至2020年6月30日止六個月，深圳眼科醫院的收益為70.8百萬港元（截至2019年6月30日止六個月：100.2百萬港元），以港元計減少29.3%。以人民幣計，收益減少25.7%。截至2020年6月30日止六個月，我們位於深圳寶安的診所業績一直穩步增長，收益達11.2百萬港元（截至2019年6月30日止六個月：3.0百萬港元），以港元計增長276.8%。以人民幣計，收益增長296.5%。

隨著北京於2020年6月爆發第二波疫情，自2018年1月開始營業的北京眼科醫院的收益以港元計減少47.8%，為13.1百萬港元（截至2019年6月30日止六個月：25.1百萬港元）。以人民幣計，收益減少45.1%。因此，該醫院於截至2020年6月30日止六個月產生虧損淨額14.8百萬港元（截至2019年6月30日止六個月：3.9百萬港元）。

兩間新收購位於昆明及上海的眼科醫院分別於2019年6月及11月全面投入營運，截至2020年6月30日止六個月分別為本集團收益貢獻11.7百萬港元及19.5百萬港元。自2020年3月以來，該等兩間眼科醫院的營運情況正從封鎖的影響下逐步恢復。收購乃進行業務擴展更為快捷的途徑，故本集團將繼續藉此尋求機遇。





MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

We are an ophthalmic service provider in Hong Kong and the Mainland China. 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內地的眼科服務提供商。我們的眼科醫生／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					
		2020 2020年		2019 2019年		Change 變動	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
		(Unaudited) (未經審核)		(Unaudited) (未經審核)			
Provision of ophthalmic services	提供眼科服務	227,852	87.0	245,260	92.7	(17,408)	(7.1)
Sales of vision aid products	銷售視力輔助產品	33,914	13.0	19,334	7.3	14,580	75.4
		261,766	100.0	264,594	100.0	(2,828)	(1.1)



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Our revenue was generated from Hong Kong and Mainland China. In Hong Kong, our service network included our two day surgery centres and four satellite clinics. In Mainland China, our eye hospitals are located in Shenzhen, Beijing, Shanghai and Kunming. Satellite eye clinics are also located in Baoan, Shenzhen, and another three are located in different districts of Shanghai. 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內地。我們在香港的服務網絡包括兩間日間手術中心及四間衛星診所。我們在內地的眼科醫院位於深圳、北京、上海及昆明。我們亦有眼科衛星診所位於深圳寶安，另有三間位於上海不同地區。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					
		2020 2020年		2019 2019年		Change 變動	
		HK\$'000 千港元 (Unaudited) (未經審核)	%	HK\$'000 千港元 (Unaudited) (未經審核)	%	HK\$'000 千港元	%
Hong Kong	香港	135,554	51.8	134,891	51.0	663	0.5
Mainland China	內地	126,212	48.2	129,703	49.0	(3,491)	(2.7)
		261,766	100.0	264,594	100.0	(2,828)	(1.1)

Our total revenue during the six months ended 30 June 2020 represented a slight decrease of 1.1% as compared with our total revenue during the six months ended 30 June 2019. Although the sales of vision aid products increased by 75.4% to HK\$33.9 million due to the revenue from the operations in Kunming, Shanghai and Baoan, Shenzhen, the decrease in total revenue was primarily driven by the decrease in the revenue generated from the provision of ophthalmic services to HK\$227.9 million during the six months ended 30 June 2020 from HK\$245.3 million during the six months ended 30 June 2019, representing a decrease of 7.1%, because of adverse impact of COVID-19.

我們於截至2020年6月30日止六個月的總收益較截至2019年6月30日止六個月的總收益輕微下降1.1%。儘管視力輔助產品銷售因來自昆明、上海及深圳寶安的業務的收益而增長75.4%至33.9百萬港元，惟總收益下降主要來自於提供眼科服務產生的收益由截至2019年6月30日止六個月的245.3百萬港元下降至截至2020年6月30日止六個月的227.9百萬港元，降幅為7.1%，是由於2019新型冠狀病毒的不利影響所致。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The revenue generated from our business operations in Hong Kong accounted for 51.8% of our total revenue, represented an increase from 51.0% as compared with the six months ended 30 June 2019, primarily because of the decrease in the amount of revenue of Mainland China of 2.7% for the six months ended 30 June 2020 while the revenue of Hong Kong increased by 0.5%.

我們香港業務經營產生的收益佔我們總收益的51.8%，較截至2019年6月30日止六個月的51.0%有所增加，主要是由於內地於截至2020年6月30日止六個月的收益金額減少2.7%，而香港的收益則增長0.5%。

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:

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					
		2020 2020年		2019 2019年		Change 變動	
		HKS'000 千港元 (Unaudited) (未經審核)	%	HKS'000 千港元 (Unaudited) (未經審核)	%	HKS'000 千港元	%
Consultation and other medical service fees	診金及其他醫療服務費						
- Hong Kong	- 香港	47,698	20.9	49,761	20.3	(2,063)	(4.1)
- Mainland China	- 內地	31,357	13.8	39,469	16.1	(8,112)	(20.6)
		79,055	34.7	89,230	36.4	(10,175)	(11.4)
Surgery fees	手術費						
- Hong Kong	- 香港	87,159	38.3	83,802	34.2	3,357	4.0
- Mainland China	- 內地	61,638	27.1	72,228	29.4	(10,590)	(14.7)
		148,797	65.3	156,030	63.6	(7,233)	(4.6)
		227,852	100.0	245,260	100.0	(17,408)	(7.1)



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 daycare 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.

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、診所或療養院有別，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。

The following table sets forth the total surgery fees, the total number of surgeries performed by us and the average fee per surgery for the six months ended 30 June 2020:

下表載列截至2020年6月30日止六個月的手術費總額、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		
		2020	2019	Change
		2020年	2019年	變動
		HK\$'000	HK\$'000	%
		千港元	千港元	
		(Unaudited)	(Unaudited)	%
		(未經審核)	(未經審核)	
For Hong Kong	香港			
Total surgery fee (in HK\$'000)	手術費總額(千港元)	87,159	83,802	4.0
Number of surgeries performed by us	我們進行的手術數目	2,635	2,449	7.6
Average surgery fee (HK\$)	平均手術費(港元)	33,077	34,219	(3.3)
For Mainland China	內地			
Total surgery fee (in HK\$'000)	手術費總額(千港元)	61,638	72,228	(14.7)
Number of surgeries performed by us	我們進行的手術數目	5,597	4,621	21.1
Average surgery fee (HK\$)	平均手術費(港元)	11,013	15,630	(29.5)



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In Hong Kong, the average surgery fee decreased by 3.3% due to the change of the type of surgery mix. However, the surgery volume increased during the six months ended 30 June 2020 as a result of the increasing number of our Hong Kong ophthalmologists.

In Mainland China, the average surgery fee decreased by 29.5% due to the depreciation of RMB against HK\$ and the change of surgery mix during the six months ended 30 June 2020 although the number of surgeries increased by 21.1% to 5,597 during the six months ended 30 June 2020, such increase was mainly attributable to the surgeries performed in the eye hospitals in Kunming and Shanghai.

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 Mainland China. During the six months ended 30 June 2020, our revenue generated from the sales of vision aid products amounted to HK\$33.9 million, representing an increase of 75.4% from last period.

在香港，由於手術組合類型的變動，平均手術費下降3.3%。然而，截至2020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。

在內地，由於人民幣兌港元貶值及手術組合變動，截至2020年6月30日止六個月平均手術費下降29.5%，儘管於截至2020年6月30日止六個月進行的手術數量增加21.1%至5,597例，該增加主要是由於昆明及上海眼科醫院進行的手術所致。

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。我們透過於香港及內地僱用的視光師的評估進行銷售。截至2020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33.9百萬港元，較上一期間增加75.4%。



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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				Change 變動	
		2020 2020年		2019 2019年			
		HK\$'000	% to revenue	HK\$'000	% to revenue	HK\$'000	%
		千港元 (Unaudited) (未經審核)	佔收益 百分比	千港元 (Unaudited) (未經審核)	佔收益 百分比	千港元	
Doctors' consultation fees	醫生診金	58,875	22.5	51,535	19.5	7,340	14.2
Cost of inventories and consumables	存貨及耗材成本	54,700	20.9	46,737	17.7	7,963	17.0
Staff salaries and allowance	員工薪金及津貼	42,625	16.3	31,431	11.9	11,194	35.6
Depreciation of right-of-use assets	使用權資產折舊	23,716	9.1	16,725	6.3	6,991	41.8
Depreciation of property, plant and equipment	物業、廠房及設備折舊	17,047	6.5	12,059	4.6	4,988	41.4
Others	其他	3,337	1.3	6,808	2.6	(3,471)	(51.0)
Total	總計	200,300	76.5	165,295	62.5	35,005	21.2

Comparing with the six months ended 30 June 2020 with the same period in 2019, there were two new service locations that commenced operations to meet the increased demand of ophthalmic services, including the eye hospitals in Kunming and Shanghai together with three satellite clinics in Shanghai since March and September 2019, respectively.

截至2020年6月30日止六個月與2019年同期比較，為滿足眼科服務日益殷切的需求，兩間新服務中心投入運營，包括分別自2019年3月及9月收購的昆明及上海眼科醫院連同上海的三間衛星診所。



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Accordingly, our cost of revenue increased by 21.2% from HK\$165.3 million for the six months ended 30 June 2019 to HK\$200.3 million for the six months ended 30 June 2020, primarily as a result of (i) an increase in staff salaries and allowance of HK\$11.2 million, (ii) an increase in cost of inventories and consumables of HK\$8.0 million, and (iii) an increase in doctors' consultation fees of HK\$7.3 million.

因此，我們的銷售成本由截至2019年6月30日止六個月的165.3百萬港元增長21.2%至截至2020年6月30日止六個月的200.3百萬港元，主要是由於(i)員工薪金及津貼增加11.2百萬港元；(ii)存貨及耗材成本增加8.0百萬港元；及(iii)醫生診金增加7.3百萬港元。

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					
		2020 2020年		2019 2019年		Change 變動	
		Gross profit 毛利	GP% 毛利%	Gross profit 毛利	GP% 毛利%	Gross profit 毛利	GP% 毛利%
		HK\$'000 千港元		HK\$'000 千港元		HK\$'000 千港元	
		(Unaudited) (未經審核)		(Unaudited) (未經審核)			
Hong Kong	香港	32,334	23.9	44,833	33.2	(12,499)	(27.9)
Mainland China	內地	29,132	23.1	54,466	42.0	(25,334)	(46.5)
		61,466	23.5	99,299	37.5	(37,833)	(38.1)



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Due to the reasons mentioned above, the amount of gross profit during the six months ended 30 June 2020 amounted to HK\$61.5 million, representing a decrease of 38.1% from HK\$99.3 million during the six months ended 30 June 2019. Our gross profit margin was 23.5% during the six months ended 30 June 2020, as compared with 37.5% during the six months ended 30 June 2019. The gross profit margin for our business operations in the Mainland China decreased to 23.1% from 42.0% and the gross profit margin for our business operations in Hong Kong also decreased to 23.9% from 33.2% primarily due to the adverse impact of COVID-19.

Selling expenses

Our selling expenses increased by 26.7% from HK\$18.5 million for the six months ended 30 June 2019 to HK\$23.5 million for the six months ended 30 June 2020, primarily due to an increase in promotional expenses in the Mainland China for the eye hospitals in Shenzhen, Beijing, Shanghai and Kunming. The amount of selling expenses, as a percentage of our total revenue, increased from 7.0% for the six months ended 30 June 2019 to 9.0% for the six months ended 30 June 2020. The fees paid to online platforms represented the major component of our selling expenses.

Administrative expenses

Our total administrative expenses had an increase of 27.1% as compared with HK\$41.6 million during the six months ended 30 June 2019. The increase in our administrative expenses during the period was primarily driven by the increase in our staff salaries and allowance as a result of business expansion.

由於上述原因，截至2020年6月30日止六個月的毛利金額為61.5百萬港元，較截至2019年6月30日止六個月的99.3百萬港元減少38.1%。截至2020年6月30日止六個月的毛利率為23.5%，而截至2019年6月30日止六個月為37.5%。我們內地業務經營的毛利率自42.0%減少至23.1%，而我們香港業務經營的毛利率亦自33.2%減少至23.9%，主要是由於2019新型冠狀病毒的不利影響所致。

銷售開支

我們的銷售開支由截至2019年6月30日止六個月的18.5百萬港元增長26.7%至截至2020年6月30日止六個月的23.5百萬港元，主要是由於在內地為深圳、北京、上海及昆明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2019年6月30日止六個月的7.0%增至截至2020年6月30日止六個月的9.0%。已付線上平台的費用佔我們銷售開支的大部分。

行政開支

我們的行政開支總額較截至2019年6月30日止六個月的41.6百萬港元增加27.1%。於本期間行政開支增加主要受到我們的員工薪金及津貼因業務擴展增加所帶動。



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Other income

Our other income during the six months ended 30 June 2020 decreased to HK\$2.6 million from HK\$6.7 million during the six months ended 30 June 2019. The decrease was primarily due to the decrease in the interest income and miscellaneous income.

Other (losses)/gains, net

Our other losses, net during the six months ended 30 June 2020 amounted to HK\$1.6 million, mainly consisted of a loss on disposal of an associate.

Finance expenses

Our finance expenses increased from HK\$3.4 million for the six months ended 30 June 2019 to HK\$4.8 million for the six months ended 30 June 2020, primarily due to the lease liabilities recorded in accordance with the HKFRS 16 Leases for the six months ended 30 June 2020.

Income tax expense

Our income tax expense during the six months ended 30 June 2020 amounted to HK\$3.4 million, representing a decrease by 67.4% from HK\$10.4 million during the six months ended 30 June 2019. The decrease was primarily due to the decrease in the profit before tax for the operations in Hong Kong and Shenzhen.

(Loss)/profit for the period

As a result of the foregoing, our loss for the six months ended 30 June 2020 amounted to HK\$22.2 million (six months ended 30 June 2019: profit of HK\$33.1 million), with the primary impact arising from the adverse impact of COVID-19.

其他收入

我們的其他收入自截至2019年6月30日止六個月的6.7百萬港元減少至截至2020年6月30日止六個月的2.6百萬港元。有關減少主要是由於利息收入及雜項收入減少所致。

其他(虧損)/收益淨額

截至2020年6月30日止六個月，我們的其他虧損淨額為1.6百萬港元，主要包括出售一間聯營公司所得虧損。

財務開支

我們的財務開支由截至2019年6月30日止六個月的3.4百萬港元增加至截至2020年6月30日止六個月的4.8百萬港元，主要是由於截至2020年6月30日止六個月根據香港財務報告準則第16號租賃而錄得租賃負債所致。

所得稅開支

我們於截至2020年6月30日止六個月的所得稅開支為3.4百萬港元，較截至2019年6月30日止六個月的10.4百萬港元減少67.4%。有關減少主要是由於香港及深圳業務的除稅前利潤減少所致。

期內(虧損)/利潤

基於上文所述，我們於截至2020年6月30日止六個月的虧損為22.2百萬港元(截至2019年6月30日止六個月：利潤為33.1百萬港元)，主要影響來自2019新型冠狀病毒的不利影響。



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If excluding the loss recorded by the eye hospital in Beijing in the amount of HK\$14.8 million, the satellite clinic in Baoan amounted to HK\$2.4 million, the hospital in Kunming amounted to HK\$5.8 million and the hospital and three clinics in Shanghai amounted to HK\$9.8 million, the “profit” or “net profit” of the Group for the six months ended 30 June 2020 would be amounted to HK\$10.6 million.

Contingent liabilities

The Group had no material contingent liability as at 30 June 2020.

Pledge of assets

The Group had no pledge of assets as at 30 June 2020.

Gearing ratio

As at 30 June 2020, the gearing ratio is not applicable due to net cash position (31 December 2019: same).

Foreign exchange risk

Our subsidiaries mainly operate in Hong Kong and the Mainland China with most of the transactions settled in HK\$ and RMB, respectively. Foreign exchange rate risk arises when recognised financial assets and liabilities are denominated in a currency that is not the entity's functional currency. As at 30 June 2020, the financial assets and liabilities of our subsidiaries in Hong Kong and the Mainland China were primarily denominated in HK\$ and RMB, respectively. Currently, the Group has not entered into agreements or purchased instruments to hedge the Group's foreign exchange rate risks. Any material fluctuation in the exchange rates of HK\$ or RMB may have an impact on the operating results of the Group. The Group manages foreign currency risk by closely monitoring the movement of the foreign currency rates.

倘撇除北京眼科醫院錄得虧損14.8百萬港元、寶安衛星診所錄得虧損2.4百萬港元、昆明醫院錄得虧損5.8百萬港元及上海醫院及三間診所錄得虧損9.8百萬港元不計，本集團於截至2020年6月30日止六個月的「利潤」或「淨利潤」為10.6百萬港元。

或然負債

本集團於2020年6月30日並無重大或然負債。

資產抵押

本集團於2020年6月30日並無資產抵押。

資產負債比率

於2020年6月30日，由於處於現金淨額狀況，資產負債比率並不適用（2019年12月31日：相同）。

外匯風險

我們的附屬公司主要於香港及內地經營業務，且其大部分交易分別以港元及人民幣結算。當已確認金融資產及負債以實體功能貨幣以外的貨幣計值時，即產生外匯匯率風險。於2020年6月30日，香港及內地附屬公司的金融資產及負債分別主要以港元及人民幣計值。本集團目前並無訂立協議或採購工具以對沖本集團的外匯匯率風險。港元或人民幣匯率的任何重大波動或會影響本集團的經營業績。本集團透過密切監察外幣匯率的變動管理外幣風險。



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Employees and remuneration policies

As at 30 June 2020, the Group employed a total of 905 employees (31 December 2019: 851). The increase in the number of employees was mainly due to the increase in the scale of the Group's business. The Group ensures that its remuneration packages are comprehensive and competitive from time to time. Employees are remunerated with a fixed monthly income plus annual performance related bonus. Share options are also granted to employees to reward their contributions under the share option scheme of the Company. The Group also sponsors selected employees to attend external training courses that suit the needs of the Group's business.

Financial instruments

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

僱員及薪酬政策

於2020年6月30日，本集團合共僱用905名（2019年12月31日：851名）僱員。僱員數目的增長主要由於本集團的業務規模擴大所致。本集團不時確保其薪酬待遇全面且具有競爭力。僱員的薪酬包括每月固定薪金，另加與表現掛鈎的年度花紅。購股權乃根據本公司購股權計劃亦授予僱員以酬謝彼等作出的貢獻。本集團亦資助獲挑選的僱員參與符合本集團業務所需的外界培訓課程。

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、銀行存款、貿易應付款項、其他應付款項（不包括非金融負債）及租賃負債。管理層管理該等風險以確保適時有效實施適當的措施。



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LIQUIDITY AND CAPITAL RESOURCES

Our liquidity requirements are primarily used to satisfy to our working capital needs for our business operations. Our principal sources of liquidity are cash generated from our business operations and our bank deposits. As at 30 June 2020, we had cash and cash equivalents of HK\$236.4 million and bank deposits with original maturity of over three months of HK\$338.7 million.

The current ratio (calculated as current assets over current liabilities) was 5.32 times as at 30 June 2020 compared with 4.48 times as at 31 December 2019. Net cash generated from operating activities was HK\$21.4 million during the six months ended 30 June 2020 (six months ended 30 June 2019: HK\$70.6 million). The decrease was mainly attributed to decrease in cash generated from operations of HK\$44.9 million during the six month ended 30 June 2020. Net cash used in investing activities amounted to HK\$430.4 million during the six months ended 30 June 2020 as compared to HK\$379.1 million during the six months ended 30 June 2019. The Group invested approximately HK\$183.4 million for acquisition of land use rights and approximately HK\$72.4 million for prepayments for purchase of property, plant and equipment.

During the six months ended 30 June 2020, net cash generated from financing activities amounted to HK\$366.9 million, as compared to net cash used in financing activities amounting to HK\$19.2 million during the six months ended 30 June 2019. The cash inflow from financing activities for the six months ended 30 June 2020 was mainly from proceeds from issuance of shares.

流動資金及資本資源

我們的流動資金需求主要用於滿足業務運營所需的營運資金。我們流動資金的主要來源為我們業務運營產生的現金及銀行存款。於2020年6月30日，我們的現金及現金等價物為236.4百萬港元及原到期日超過三個月的銀行存款為338.7百萬港元。

於2020年6月30日，流動比率（按流動資產除以流動負債計算）為5.32倍，而於2019年12月31日則為4.48倍。截至2020年6月30日止六個月，經營活動所得現金淨額為21.4百萬港元（截至2019年6月30日止六個月：70.6百萬港元）。有關減少主要是由於截至2020年6月30日止六個月經營所得現金減少44.9百萬港元所致。截至2020年6月30日止六個月，投資活動所用現金淨額為430.4百萬港元，而截至2019年6月30日止六個月則為379.1百萬港元。本集團斥資約183.4百萬港元用於收購土地使用權及約72.4百萬港元用於購買物業、廠房及設備的預付款項。

截至2020年6月30日止六個月，融資活動所得現金淨額為366.9百萬港元，而於截至2019年6月30日止六個月的融資活動所用現金淨額為19.2百萬港元。截至2020年6月30日止六個月的融資活動所產生現金流入主要來自發行股份的所得款項。



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SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

Save as disclosed in this report, the Group did not have any significant investments, acquisitions or disposals for the six months ended 30 June 2020.

As at 30 June 2020, the acquisition of the parcel of land in Shenzhen, which is located on Pingshan Road (with lot no. G11339-8023 that is located at the north-west side of the intersection of Pingshan Avenue and Biyadi Road, Pingshan District, Shenzhen with a total site area of 4,958.41 sq.m. and a total planned gross floor area of 20,000 sq.m.) has not yet been completed, and construction on the site has not yet commenced. The deposit of the purchase price was already paid by the Group. Upon completion of the acquisition, the land use rights will be wholly-owned by a wholly-owned subsidiary of the Company.

Events after the balance sheet date

- (1) On 17 January 2020, the Group entered into an agreement with two independent third parties to acquire 100% equity interest of Zhuhai Chang Jiu Ophthalmic Hospital Limited in Zhuhai, the PRC, at a cash consideration of RMB16,000,000 (equivalent to approximately HK\$17,456,000). The acquisition was completed on 8 August 2020.

重大投資、收購及出售

除本報告所披露者外，截至2020年6月30日止六個月，本集團並無進行任何重大投資、收購或出售。

於2020年6月30日，位於深圳市坪山區坪山路的深圳土地（即坪山大道與比亞迪路交匯處的西北側，總地盤面積為4,958.41平方米，總規劃建築面積為20,000平方米的土地）（地段編號：G11339-8023）的收購事項尚未完成，且在該地盤上的建築尚未開展。本集團已經支付購買價的按金。在完成該收購後，土地使用權將會由本公司一間全資擁有的附屬公司全資擁有。

結算日後事項

- (1) 於2020年1月17日，本集團與兩名獨立第三方訂立協議以收購位於中國珠海的珠海昌久眼科醫院有限公司（Zhuhai Chang Jiu Ophthalmic Hospital Limited）的100%股權，現金代價為人民幣16,000,000元（相當於約17,456,000港元）。收購事項已於2020年8月8日完成。



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管理層討論及分析

- (2) On 28 August 2020, a wholly-owned subsidiary of the Group entered into an agreement with an independent third party to acquire the practice and assets of a clinic in Central, Hong Kong, at a maximum consideration of HK\$26,745,000, of which a maximum amount of HK\$15,381,000 to be settled in cash and the remaining HK\$11,364,000 to be settled by allotment of 1,852,322 shares of the Company, which is subject to contingent cash consideration payments or receivables based on the cost of inventory at the date of closing and achievement of future revenue targets, respectively. Up to the date of this report, the acquisition has not been completed.
- (2) 於2020年8月28日，本集團一間全資附屬公司與一名獨立第三方訂立協議以收購位於香港中環的一間診所的執業業務及資產，最高代價為26,745,000港元，其中最高金額15,381,000港元將以現金償付及餘下11,364,000港元將透過配發1,852,322股本公司股份償付，惟須受分別根據於完成日期的存貨成本及未來收益目標的達成情況而釐定的或然現金代價付款或應收款項所規限。直至本報告日期，收購事項尚未完成。

OUTLOOK AND STRATEGIES

The implementation of the favorable policies to the medical industry in the Mainland China, the development of the Guangdong-Hong Kong-Macau Greater Bay Area (粵港澳大灣區) and the increasing urbanisation and living standards of the middle-class population in the Mainland China are expected to stimulate the demand for high-quality ophthalmic services. The Group is prepared to exploit the business opportunities by implementing the following strategies:

- establish or acquire eye hospitals, eye centre and clinics in Hong Kong and selected Mainland China cities including cities in Eastern China, Southwest or Central China and the Guangdong-Hong Kong-Macau Greater Bay Area;
 - improve our operational capacity and service capability; and
 - identify suitable strategic partners for collaboration.
- 在香港及內地選定城市（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；
 - 提升我們的經營實力及服務能力；及
 - 物色合適的戰略合作夥伴。

前景及策略

對內地醫療行業利好的政策實施，推行粵港澳大灣區的發展，加上內地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開拓商機：



CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

簡明綜合中期全面收益表

		Six months ended 30 June 截至6月30日止六個月		
		2020 2020年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	
		Note 附註		
Revenue	收益	6	261,766	264,594
Cost of revenue	銷售成本	9	(200,300)	(165,295)
Gross profit	毛利		61,466	99,299
Other income	其他收入	7	2,564	6,669
Selling expenses	銷售開支	9	(23,489)	(18,533)
Administrative expenses	行政開支	9	(52,844)	(41,567)
Other (losses)/gains, net	其他(虧損)/收益 淨額	8	(1,632)	1,073
Operating (loss)/profit	經營(虧損)/利潤		(13,935)	46,941
Finance expenses	財務開支	10	(4,770)	(3,433)
Share of losses of associates	分佔聯營公司虧損		(84)	-
(Loss)/profit before income tax	除所得稅前 (虧損)/利潤		(18,789)	43,508
Income tax expense	所得稅開支	11	(3,388)	(10,382)
(Loss)/profit for the period	期內(虧損)/利潤		(22,177)	33,126
(Loss)/profit for the period attributable to:	以下各方應佔期內 (虧損)/利潤:			
- Equity holders of the Company	- 本公司權益 持有人		(20,981)	33,757
- Non-controlling interests	- 非控股權益		(1,196)	(631)
			(22,177)	33,126



CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

簡明綜合中期全面收益表

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)
	Note 附註		
Other comprehensive loss	其他全面虧損		
<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	(11,280)	(234)
Total other comprehensive loss for the period	期內其他全面虧損總額	(11,280)	(234)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收入總額	(33,457)	32,892
Total comprehensive (loss)/income for the period attributable to:	以下各方應佔期內全面(虧損)/收入總額:		
– Equity holders of the Company	– 本公司權益持有人	(32,123)	33,517
– Non-controlling interests	– 非控股權益	(1,334)	(625)
		(33,457)	32,892
(Loss)/earnings per share for (loss)/profit attributable to equity holders of the Company during the period (expressed in HK cents per share)	期內本公司權益持有人應佔(虧損)/利潤的每股(虧損)/盈利(以每股港仙列示)		
– basic	– 基本	12 (1.97)	3.24
– diluted	– 攤薄	12 (1.97)	3.19

The notes on pages 30 to 73 are an integral part of this condensed consolidated interim financial information.

第30至73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 2020 2020年 6月30日 HK\$'000 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 (Audited) (經審核)
	Note 附註		
ASSETS			
Non-current assets			
Property, plant and equipment	14	168,637	164,373
Right-of-use assets	16	397,033	165,392
Intangible assets	15	103,679	104,566
Interest in an associate			
	17	793	2,204
Financial assets at fair value through other comprehensive income	18	54,933	-
Deferred income tax assets		4,695	5,014
Deposits and prepayments	19	119,172	96,401
		848,942	537,950
Current assets			
Inventories	20	22,308	14,169
Trade receivables	21	12,407	11,228
Deposits, prepayments and other receivables	19	20,674	20,449
Bank deposits with original maturity over three months		338,734	253,675
Cash and cash equivalents		236,359	282,178
		630,482	581,699
Total assets		1,479,424	1,119,649



CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

簡明綜合中期資產負債表

		As at 於	
		30 June 2020 2020年 6月30日 HK\$'000 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 (Audited) (經審核)
		Note 附註	
EQUITY	權益		
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		
Share capital	股本	22	114,373
Reserves	儲備		105,130
			1,110,013
			751,608
Non-controlling interests	非控股權益		856,738
			3,249
			4,583
Total equity	總權益		1,227,635
			861,321
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	16	133,224
			128,437
			133,224
			128,437
Current liabilities	流動負債		
Trade payables	貿易應付款項	24	14,968
Accruals and other payables	應計費用及其他應付款項	25	45,607
Amount due to a related party	應付一名關聯方款項	27	129
			131
Current income tax liabilities	即期所得稅負債		7,424
Lease liabilities	租賃負債	16	50,437
			43,243
			118,565
			129,891
Total liabilities	總負債		251,789
			258,328
Total equity and liabilities	總權益及負債		1,479,424
			1,119,649

The notes on pages 30 to 73 are an integral part of this condensed consolidated interim financial information.

第30至73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

		(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 22)	Share premium	Statutory surplus reserve	Exchange reserve	Share-based payment reserve	Retained earnings	Subtotal	Non-controlling interests	Total equity	
		股本 (附註22)	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	小計	非控股權益	總權益	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
As at 1 January 2019	於2019年1月1日	103,511	653,417	8,505	(8,039)	12,806	63,505	833,705	-	833,705	
Comprehensive income	全面收入										
Profit for the period	期內利潤	-	-	-	-	-	33,757	33,757	(631)	33,126	
Other comprehensive loss	其他全面虧損										
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>其後或會重新分類至損益的項目</i>										
Currency translation differences	外幣換算差額	-	-	-	(240)	-	-	(240)	6	(234)	
Transactions with equity holders	與權益持有人的交易										
Dividends paid	已付股息	-	-	-	-	-	(21,026)	(21,026)	-	(21,026)	
Issuance of shares upon exercise of pre-IPO share options	於首次公開發售前購股權獲行使時發行股份	1,619	-	-	-	-	-	1,619	-	1,619	
Share-based payment	以股份為基礎的付款	-	-	-	-	1,888	-	1,888	-	1,888	
Non-controlling interests arising on business combination	業務合併時產生的非控股權益	-	-	-	-	-	-	-	193	193	
As at 30 June 2019	於2019年6月30日	105,130	653,417	8,505	(8,279)	14,694	76,236	849,703	(432)	849,271	



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 22)	Share premium	Statutory surplus reserve	Exchange reserve	Share-based payment reserve	Retained earnings	Subtotal	Non-controlling interests	Total equity
		股本 (附註22)	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	小計	非控股 權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 1 January 2020	於2020年1月1日	105,130	653,417	10,838	(11,907)	17,679	81,581	856,738	4,583	861,321
Comprehensive loss	全面虧損									
Loss for the period	期內虧損	-	-	-	-	-	(20,981)	(20,981)	(1,196)	(22,177)
Other comprehensive loss	其他全面虧損									
Items that may be subsequently reclassified to profit or loss	其後或會重新分類至損益的項目									
Currency translation differences	外幣換算差額	-	-	-	(11,142)	-	-	(11,142)	(138)	(11,280)
Transactions with equity holders	與權益持有人的交易									
Dividends paid	已付股息	-	-	-	-	-	(21,515)	(21,515)	-	(21,515)
Issuance of shares	發行股份	7,187	400,465	-	-	-	-	407,652	-	407,652
Issuance of shares upon exercise of pre-IPO share options	於首次公開發售前購股權獲行使時發行股份	2,056	8,849	-	-	-	-	10,905	-	10,905
Share-based payment	以股份為基礎的付款	-	-	-	-	2,729	-	2,729	-	2,729
Transfer to statutory reserve	轉撥至法定儲備	-	-	308	-	-	(308)	-	-	-
As at 30 June 2020	於2020年6月30日	114,373	1,062,731	11,146	(23,049)	20,408	38,777	1,224,386	3,249	1,227,635

The notes on pages 30 to 73 are an integral part of this condensed consolidated interim financial information.

第30至73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

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cash flows from operating activities	經營活動所得現金流量		
Cash generated from operations	經營所得現金	29,415	74,348
Income tax paid	已付所得稅	(7,975)	(3,736)
Net cash generated from operating activities	經營活動所得現金淨額	21,440	70,612
Cash flows from investing activities	投資活動所得現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(27,543)	(32,849)
Prepayments for purchase of property, plant and equipment	購買物業、廠房及設備的預付款項	(72,367)	(1,507)
Payments for acquisition of a subsidiary	收購一間附屬公司的付款	(7,727)	–
Acquisition of land use right	收購土地使用權	(183,368)	–
Purchase of intangible assets	購買無形資產	(1,406)	(1,039)
Payments for financial assets at fair value through other comprehensive income	按公平值計入其他全面收入的金融資產的付款	(54,933)	–
Acquisition of a subsidiary, net of cash acquired	收購一間附屬公司，扣除所得現金	–	(34,821)
Interest received	已收利息	1,960	6,567
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	–	11,601
Increase in bank deposits with original maturity over three months	原到期日超過三個月的銀行存款增加	(85,059)	(327,098)
Net cash used in investing activities	投資活動所用現金淨額	(430,443)	(379,146)



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	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cash flows from financing activities	融資活動所得現金流量		
Principal elements of lease payments	租賃付款的本金部分	(25,361)	(17,433)
Interest paid	已付利息	(4,770)	(3,433)
Proceeds from exercise of pre-IPO share options	行使首次公開發售前購股權所得款項	10,905	1,619
Proceeds from issuance of shares	發行股份所得款項	407,652	–
Dividend paid	已付股息	(21,515)	–
Net cash generated from/(used in) financing activities	融資活動所得／(所用)現金淨額	366,911	(19,247)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(42,092)	(327,781)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	282,178	471,745
Currency translation differences	外幣換算差額	(3,727)	1,838
Cash and cash equivalents at end of the period	期末現金及現金等價物	236,359	145,802

The notes on pages 30 to 73 are an integral part of this condensed consolidated interim financial information.

第30至73頁的附註構成本簡明綜合中期財務資料的一部分。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

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 and sale of vision aid products in Hong Kong (“HK”) and Mainland China (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，及其附屬公司主要從事於香港（「香港」）及內地提供眼科服務及銷售視力輔助產品（「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主板上市（「上市」）。

除另有指明外，本簡明綜合中期財務資料以港元呈列，而所有金額約整至最接近的千位數（千港元）。

本簡明綜合中期財務資料未經審核。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

2 Basis of preparation

This condensed consolidated interim financial information for the six months ended 30 June 2020 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 2019, 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 2019, as described in those annual consolidated financial statements, except for the adoption of new and amended standards 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2020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2019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2019年12月31日止年度的年度綜合財務報表所應用者一致（誠如該等年度綜合財務報表所述），惟採納下文所載新訂及經修訂準則除外。

中期期間的所得稅乃根據預期全年盈利總額所適用稅率計提。





NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

3 Accounting policies (Continued)

(a) New and amended standards adopted by the Group

The following amendments to standards have been adopted by the Group for the first time for the financial year beginning on 1 January 2020:

HKAS 1 and HKAS 8 (Amendments)	Definition of Material
HKAS 39, HKFRS 7 and HKFRS 9 (Amendments)	Hedge accounting
HKFRS 3 (Amendments)	Definition of a Business
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting
HKFRS 16 (Amendments)	COVID-19-Related Rent Concessions

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2020年1月1日開始的財政年度首次採納以下準則修訂本：

香港會計準則 第1號及香港 會計準則 第8號(修訂本)	重大的 定義
香港會計準則 第39號、香港 財務報告準則 第7號及香港財 務報告準則 第9號(修訂本)	對沖會計 處理
香港財務報告 準則第3號 (修訂本)	業務的 定義
2018年財務報告 概念框架	經修訂財 務報告 概念框 架
香港財務報告 準則第16號 (修訂本)	2019新型 冠狀病 毒相關 租金寬 免



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

3 Accounting policies (Continued)

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

The Group has early adopted Amendment to HKFRS 16 “COVID-19-Related Rent Concessions” from 1 January 2020. The amendment provides an optional practical expedient allowing lessees to elect not to assess whether a rent concession related to COVID-19 is a lease modification. Lessees adopting this election may account for qualifying rent concessions in the same way as they would if they were not lease modifications. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met: (a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (b) any reduction in lease payments affects only payments due on or before 30 June 2021; and (c) there is no substantive change to other terms and conditions of the lease.

The Group has applied the practical expedient to all qualifying COVID-19-related rent concessions. Rent concessions totalling HK\$3,400,000 have been accounted for as negative variable lease payments and recognised in the condensed consolidated interim statement of comprehensive income for the six months ended 30 June 2020, with a corresponding adjustment to the lease liability. There is no impact on the opening balance of equity at 1 January 2020.

3 會計政策(續)

(a) 本集團採納的新訂及經修訂準則(續)

本集團已自2020年1月1日起提前採納香港財務報告準則第16號(修訂本)「2019新型冠狀病毒相關租金寬免」。該修訂本提供了一項可選的可行權宜方法，允許承租人選擇不評核與2019新型冠狀病毒相關的租金寬免是否屬租賃修改。採納該選擇的承租人可以同一方式將合資格租金寬免入賬(倘彼等並非租賃修改)。此可行權宜方法僅適用於2019新型冠狀病毒疫情直接後果產生的租金寬免且須滿足以下所有條件方會適用：(a) 租賃付款變動所導致的經修訂租賃代價與緊接該變動前的租賃代價大致相同或低於有關代價；(b) 租賃付款的任何減幅僅影響於2021年6月30日或之前到期的付款；及(c) 租賃的其他條款及條件並無實質變動。

本集團已對所有合資格2019新型冠狀病毒相關租金寬免採用可行權宜方法。合共3,400,000港元的租金寬免已作為負可變租賃付款入賬及於截至2020年6月30日止六個月的簡明綜合中期全面收益表中確認，並就租賃負債作出相應的調整。於2020年1月1日的期初權益結餘並無受到影響。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

3 Accounting policies (Continued)

(b) New and amended standards not yet adopted

The adoption of other amendments listed above did not have material impact on the Group's accounting policies and did not require any adjustments.

The following new standards and amendments to standards which have been issued, but are effective for the financial year beginning on or after 1 January 2021 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

採納列於上文的其他修訂本對本集團的會計政策並無重大影響，亦毋須作出任何調整。

以下為已頒佈但於2021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及準則修訂本：

		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
HKFRS 10 and HKAS 28 (Amendments)	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 17 香港財務報告準則第17號	Insurance Contracts 保險合約	1 January 2021 2021年1月1日
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2018–2020 Cycle	1 January 2022
香港財務報告準則(修訂本)	2018年至2020年週期的香港財務 報告準則年度改進	2022年1月1日



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

3 Accounting policies (Continued)

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

Management is in the process of assessing the financial impact of the above new and amended standards but is not yet in a position to state whether they will result in substantial changes to the Group's significant accounting policies and the presentation of its financial statements.

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 2019.

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.

3 會計政策(續)

(b) 尚未採納的新訂及經修訂準則(續)

管理層現正評估以上新訂及經修訂準則的財務影響，惟尚未能確定其是否會導致本集團的主要會計政策及其財務報表的呈列出現任何重大變動。

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(包括外匯風險、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，其應與本集團於2019年12月31日的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。



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

The carrying values of the Group's current financial assets, including trade receivables, deposits and other receivables, bank deposits with original maturity over three months and cash and cash equivalents, and the Group's current financial liabilities, including trade payables, accruals and other payables and amounts due to a related party 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 2020 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

本集團流動金融資產(包括貿易應收款項、按金及其他應收款項·原到期日超過三個月的銀行存款以及現金及現金等價物)及本集團流動金融負債(包括貿易應付款項·應計費用及其他應付款項以及應付一名關聯方款項)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2020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)

4 財務風險管理及金融工具 (續)

4.3 公平值估計 (續)

	(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 合計 HK\$'000 千港元
As at 30 June 2020				
Financial assets at fair value through other comprehensive income				
– Unlisted equity investment	-	-	54,933	54,933

As at 30 June 2020	於2020年6月30日
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入的金融資產
– Unlisted equity investment	– 非上市股本投資

There were no transfers between levels during the period.

期內，各層級之間並無轉移。

(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.

(a) 列入第1級的金 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，則該市場被視為活躍市場。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。



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)

(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.

(c) Financial instruments in level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

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
- Bank deposits with original maturity over three months

4 財務風險管理及金融工具 (續)

4.3 公平值估計 (續)

(b) 列入第2級的金 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。

(c) 列入第3級的金 金融工具

倘一個或多個重大輸入值並非根據可觀察市場數據釐定,則該項工具會被列入第3級。

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
- 原到期日起過三個月的銀行存款



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)

4.4 Fair value of financial assets and liabilities measured at amortised cost (Continued)

- Cash and cash equivalents
- Trade payables
- Accruals and other payables
- Amount due to a related party
- Lease liabilities

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 2019.

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 (續)

- 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
- 應付一名關聯方款項
- 租賃負債

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。

編製本簡明綜合中期財務資料時，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截至2019年12月31日止年度的綜合財務報表所應用者相同。



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

(a) Revenue

6 收益及分部資料

(a) 收益

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Provision of ophthalmic services	提供眼科服務	227,852	245,260
Sales of vision aid products	銷售視力輔助產品	33,914	19,334
		261,766	264,594
Timing of revenue recognition	收益確認的時間		
Over time	於一段時間內	227,852	245,260
At a point in time	於某個時間點	33,914	19,334
		261,766	264,594



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

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.

Management considers the business is mainly located in HK and Mainland China, 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 Mainland China.

Capital expenditure comprises additions to property, plant and equipment, right-of-use assets and intangible assets.

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

6 收益及分部資料(續)

(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。

管理層認為，由於本公司主要於香港及內地開展業務，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(即香港及內地)確定可呈報分部。

資本開支包括添置物業、廠房及設備、使用權資產及無形資產。

其他收入、其他(虧損)／收益淨額、財務開支、分佔聯營公司虧損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 2020 are as follows:

6 收益及分部資料(續)

(b) 分部資料(續)

截至2020年6月30日止六個月的分部業績載列如下：

		(Unaudited) (未經審核)		
		Six months ended 30 June 2020 截至2020年6月30日止六個月		
		Mainland		
		HK	China	Total
		香港	內地	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Segment revenue	分部收益	135,554	126,212	261,766
Gross profit	毛利	32,334	29,132	61,466
Selling expenses	銷售開支	(4,134)	(19,355)	(23,489)
Administrative expenses	行政開支	(13,336)	(39,508)	(52,844)
Segment results	分部業績	14,864	(29,731)	(14,867)
Other income	其他收入			2,564
Other losses, net	其他虧損淨額			(1,632)
Finance expenses	財務開支			(4,770)
Share of losses of associates	分佔聯營公司虧損			(84)
Loss before income tax	除所得稅前虧損			(18,789)
Income tax expense	所得稅開支			(3,388)
Loss for the period	期內虧損			(22,177)
Other segment information	其他分部資料			
Additions to non-current assets	添置非流動資產	13,264	279,757	293,021
Depreciation and amortisation	折舊及攤銷	(15,210)	(38,988)	(54,198)
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備所得虧損淨額	(1)	(3)	(4)



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 2019 are as follows:

6 收益及分部資料 (續)

(b) 分部資料 (續)

截至2019年6月30日止六個月的分部業績載列如下：

		(Unaudited) (未經審核)			
		Six months ended 30 June 2019 截至2019年6月30日止六個月			
		Mainland 香港		China 內地	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue	分部收益	134,891	129,703		264,594
Gross profit	毛利	44,833	54,466		99,299
Selling expenses	銷售開支	(2,580)	(15,953)		(18,533)
Administrative expenses	行政開支	(13,855)	(27,712)		(41,567)
Segment results	分部業績	28,398	10,801		39,199
Other income	其他收入				6,669
Other gains, net	其他收益淨額				1,073
Finance expenses	財務開支				(3,433)
Profit before income tax	除所得稅前利潤				43,508
Income tax expense	所得稅開支				(10,382)
Profit for the period	期內利潤				33,126
Other segment information	其他分部資料				
Additions to non-current assets	添置非流動資產	32,074	141,804		173,878
Depreciation and amortisation	折舊及攤銷	(13,164)	(21,898)		(35,062)
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備所得虧損淨額	(108)	-		(108)

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。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

7 Other income

7 其他收入

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Management fee income	管理費收入	57	57
Interest from bank deposits	銀行存款利息	2,436	6,587
Others	其他	71	25
		2,564	6,669

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	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Losses on disposal of property, plant and equipment, net	出售物業、廠房及設備所得虧損淨額	(4)	(108)
Loss on disposal of an associate	出售一間聯營公司所得虧損	(1,328)	—
Exchange (losses)/gains, net	匯兌(虧損)/收益淨額	(300)	1,181
		(1,632)	1,073



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	
		2020 2020年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)
Amortisation of intangible assets (Note 15)	無形資產攤銷 (附註15)	415	289
Auditor's remuneration	核數師薪酬	917	907
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊(附註14)	20,704	14,304
Depreciation of right-of-use assets (Note 16)	使用權資產折舊(附註16)	33,079	20,469
Doctors' consultation fees	醫生診金	58,875	51,535
Cost of inventories and consumables	存貨及耗材成本	54,700	46,737
Employee benefit expenses	僱員福利開支	67,383	50,087
Short-term lease expenses	短期租賃開支	549	307
COVID-19-related rent concessions	2019新型冠狀病毒相關租金寬免	(3,400)	-
Legal and professional fees	法律及專業費用	2,259	4,048
Share option expenses to doctors and consultants	授予醫生及顧問的購股權產生的開支	1,809	1,532

10 Finance expenses

10 財務開支

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest expense on lease liabilities	租賃負債利息開支	4,770	3,433



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

11 Income tax expense

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 June 2019: 16.5%) on the estimated assessable profits for the period.

The applicable tax rate for the subsidiaries in Mainland China of the Group is 25% (six months ended 30 June 2019: 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稅率16.5%（截至2019年6月30日止六個月：16.5%）計提撥備。

期內，本集團內地附屬公司的適用稅率為25%（截至2019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	
		2020 2020年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	2,680	6,909
– China enterprise income tax	– 中國企業所得稅	423	4,424
Under-provision in prior years	過往年度撥備不足	38	27
Deferred income tax	遞延所得稅	247	(978)
Income tax expense	所得稅開支	3,388	10,382



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

12 Earnings per share

(a) Basic

Basic earnings per share is calculated by dividing the loss (six months ended 30 June 2019: 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虧損(截至2019年6月30日止六個月: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	
		2020 2020年 (Unaudited) (未經審核)	2019 2019年 (Unaudited) (未經審核)
(Loss)/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(虧損)/利潤(千港元)	(20,981)	33,757
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	1,062,916,228	1,041,361,323
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港仙)	(1.97)	3.24

Note:

附註:

(i) The loss (six months ended 30 June 2019: earnings) per share as presented above is calculated using the weighted average number of 1,062,916,228 (six months ended 30 June 2019: 1,041,361,323) ordinary shares deemed to be in issue for the period.

(i) 上表所列每股虧損(截至2019年6月30日止六個月:盈利)乃按期內視作已發行的1,062,916,228股(截至2019年6月30日止六個月:1,041,361,323股)普通股加權平均數計算。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

12 Earnings per share (Continued)

(b) Diluted

Diluted loss (six months ended 30 June 2019: 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 no (six months ended 30 June 2019: one category) dilutive potential ordinary shares.

As at 30 June 2020, the 3,174,000 pre-IPO share options and 5,500,000 post-IPO share options outstanding are not included in the calculation of diluted loss per share because they are antidilutive for the six months ended 30 June 2020.

For the six months ended 30 June 2019, the number of shares included as below for the pre-IPO share options 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

每股攤薄虧損(截至2019年6月30日止六個月: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,本集團並無(截至2019年6月30日止六個月:一類)具攤薄潛力的普通股。

於2020年6月30日,計算每股攤薄虧損時並無計入尚未行使的3,174,000份首次公開發售前購股權及5,500,000份首次公開發售後購股權,此乃由於該等購股權於截至2020年6月30日止六個月具反攤薄作用。

截至2019年6月30日止六個月,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。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

12 Earnings per share (Continued)

(b) Diluted (Continued)

12 每股盈利(續)

(b) 攤薄(續)

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
(Loss)/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(虧損)/利潤(千港元)	(20,981)	33,757
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	1,062,916,228	1,041,361,323
Adjustments for:	就以下各項作出調整：		
– impact of the pre-IPO share option scheme	– 首次公開發售前購股權計劃的影響	–	15,461,136
Weighted average number of ordinary shares for diluted (loss)/earnings per share	用於計算每股攤薄(虧損)/盈利的普通股加權平均數	1,062,916,228	1,056,822,459
Diluted (loss)/earnings per share (HK cents)	每股攤薄(虧損)/盈利(港仙)	(1.97)	3.19



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

13 Dividends

At a Board meeting held on 31 March 2020, the directors recommended the payment of a final dividend in respect of the year ended 31 December 2019 of HK2.0 cents per ordinary share, which was estimated to be approximately HK\$21,103,310 at the time calculated on the basis of the ordinary shares in issue as at 31 December 2019. The final dividend was declared and approved at the annual general meeting on 19 May 2020, totalled HK\$21,515,000.

The directors do not recommend the payment of any interim dividend for the six months ended 30 June 2020 (six months ended 30 June 2019: Nil).

13 股息

於2020年3月31日舉行的董事會會議上，董事建議派付截至2019年12月31日止年度的末期股息每股普通股2.0港仙。根據於2019年12月31日的已發行普通股計算，末期股息估計約為21,103,310港元。該末期股息已於2020年5月19日在股東週年大會上宣派並獲批准，合共21,515,000港元。

董事不建議就截至2020年6月30日止六個月派付任何中期股息（截至2019年6月30日止六個月：無）。

14 Property, plant and equipment

14 物業、廠房及設備

		Unaudited 未經審核 HK\$'000 千港元
Six months ended 30 June 2020	截至2020年6月30日止六個月	
Opening net book amount	期初賬面淨值	164,373
Additions	添置	27,543
Disposal	出售	(4)
Depreciation (Note 9)	折舊(附註9)	(20,704)
Currency translation differences	外幣換算差額	(2,571)
Closing net book amount	期末賬面淨值	168,637
Six months ended 30 June 2019	截至2019年6月30日止六個月	
Opening net book amount	期初賬面淨值	110,484
Additions	添置	172,838
Additions through acquisition of a subsidiary	透過收購一家附屬公司添置	890
Disposal	出售	(108)
Depreciation (Note 9)	折舊(附註9)	(34,773)
Currency translation differences	外幣換算差額	(2,296)
Closing net book amount	期末賬面淨值	247,035



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

15 Intangible assets

15 無形資產

		Unaudited 未經審核		
		Goodwill 商譽	Others 其他	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Six months ended	截至2020年6月			
30 June 2020	30日止六個月			
Opening net book amount	期初賬面淨值	99,502	5,064	104,566
Additions	添置	–	1,406	1,406
Amortisation (Note 9)	攤銷(附註9)	–	(415)	(415)
Currency translation differences	外幣換算差額	(1,791)	(87)	(1,878)
Closing net book amount	期末賬面淨值	97,711	5,968	103,679
Six months ended	截至2019年6月			
30 June 2019	30日止六個月			
Opening net book amount	期初賬面淨值	–	3,827	3,827
Additions	添置	34,338	1,039	35,377
Amortisation (Note 9)	攤銷(附註9)	–	(289)	(289)
Currency translation differences	外幣換算差額	–	(17)	(17)
Closing net book amount	期末賬面淨值	34,338	4,560	38,898



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

16 Leases

This note provides information for leases where the Group is a lessee.

(a) Amounts recognised in the condensed consolidated interim balance sheet

The condensed consolidated interim balance sheet shows the following balances relating to the leases:

16 租賃

此附註載列有關本集團作為承租人所訂立租賃的資料。

(a) 於簡明綜合中期資產負債表確認的金額

簡明綜合中期資產負債表顯示以下有關租賃的結餘：

		As at 於	
		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Right-of-use assets	使用權資產		
Properties	物業	170,334	163,465
Land use right	土地使用權	225,169	-
Medical equipment	醫療設備	1,530	1,927
		397,033	165,392
Lease liabilities	租賃負債		
Current	流動	50,437	43,243
Non-current	非流動	133,224	128,437
		183,661	171,680



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

16 Leases (Continued)

(b) Amounts recognised in the condensed consolidated interim statement of comprehensive income

The condensed consolidated interim statement of comprehensive income shows the following amounts relating to the leases:

16 租賃(續)

(b) 於簡明綜合中期全面收益表確認的金額

簡明綜合中期全面收益表顯示以下有關租賃的款項：

		Six months ended 30 June 2020 截至2020年 6月30日 止六個月 HK\$'000 千港元
Depreciation charge of right-of-use assets (note 9)	使用權資產折舊費用 (附註9)	33,079
Expenses relating to short-term leases (note 9)	與短期租賃有關的開支 (附註9)	549
COVID-19-related rent concessions (note 9)	2019新型冠狀病毒相關租金寬免(附註9)	(3,400)
Interest expense (note 10)	利息開支(附註10)	4,770

(c) The Group's leasing activities and how these are accounted for

The Group leases various properties including clinics, hospitals, office premises and staff quarters, and medical equipment. 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.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor.

(c) 本集團的租賃活動及該等活動如何列賬

本集團租賃多項物業(包括診所、醫院、辦公室物業及員工宿舍)及醫療設備。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。

租賃條款乃按個別基準磋商，包含各種不同條款及條件。除出租人持有的租賃資產中的擔保權益外，租賃協議並無施加任何契諾。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

17 Interests in associates

Set out below is the associate of the Group as at 30 June 2020:

17 於聯營公司的權益

本集團於2020年6月30日的聯營公司載列如下：

Company name	Place of incorporation/ establishment	Particulars of issued share capital/ registered capital	Effective interest held by the Group		Principal activities	Carrying amount	
			30 June 2020	31 December 2019		30 June 2020	31 December 2019
公司名稱	註冊成立/ 成立地點	已發行股本/ 註冊資本詳情	2020年 6月30日	2019年 12月31日	主營業務	2020年 6月30日	2019年 12月31日
			%	%		賬面值	
			%	%		HK\$'000	HK\$'000
			千港元	千港元			
C-MER D&J Technology Limited	Hong Kong	100 ordinary shares HK\$100	-	24%	Design and development of vision aid products	-	2,204
C-MER D&J Technology Limited	香港	100股普通股 100港元	-	24%	設計及開發視力輔助產品	-	2,204
RainsOptics Limited	Hong Kong	640,000 ordinary shares HK\$7,820,000	14.4%	-	Research and development on medical diagnostic technologies	793	-
RainsOptics Limited	香港	640,000股普通股 7,820,000港元	14.4%	-	研究及開發醫療診斷技術	793	-



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

17 Interests in associates (Continued)

17 於聯營公司的權益(續)

		Six months ended 30 June 2020 截至2020年 6月30日 止六個月 HK\$'000 千港元
Beginning of the period	期初	2,204
Addition	添置	825
Share of loss for the period	分佔期內虧損	(83)
Disposal	出售	(2,153)
End of the period	期末	793

18 Financial assets at fair value through other comprehensive income

As at 30 June 2020, the Group's financial assets at fair value through other comprehensive income represent unlisted equity instruments in Hong Kong which are not held for trading, and the Group has irrevocably elected an initial recognition in this category. Details are as follow:

18 按公平值計入其他全面收入的金融資產

於2020年6月30日，本集團按公平值計入其他全面收入的金融資產指香港的並非持作買賣的非上市權益工具，而本集團已於此類別不可撤銷地選擇初始確認。詳情如下：

		Unaudited 未經審核 HK\$'000 千港元
Balance as at 1 January 2020	於2020年1月1日的結餘	-
Additions	添置	54,933
Balance as at 30 June 2020	於2020年6月30日的結餘	54,933

The fair values of the equity instruments were determined by reference to recent transaction prices in arm's length transactions.

權益工具的公平值乃參考公平交易的近期交易價格釐定。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

19 Deposits, prepayments and other receivables

19 按金、預付款項及其他應收款項

		As at 於	
		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Non-current	非即期		
Prepayments for property, plant and equipment	物業、廠房及設備預付款項	112,653	40,369
Prepayment for land use right	土地使用權預付款項	—	46,440
Rental deposits	租金按金	6,519	9,592
		119,172	96,401
Current	即期		
Prepayments for inventories	預付存貨款項	2,846	3,696
Prepayment for rental expenses	預付租賃費用	216	273
Prepayments for operating expenses	預付營運費用	6,455	6,314
Rental and other deposits	租金及其他按金	8,519	5,560
Interest receivable	應收利息	1,371	2,199
Others	其他	1,267	2,407
		20,674	20,449
Total deposits, prepayments and other receivables	按金、預付款項及其他應收款項合計	139,846	116,850



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION
簡明綜合中期財務資料附註

20 Inventories

20 存貨

		As at	
		於	
		30 June	31 December
		2020	2019
		2020年	2019年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Pharmaceuticals and medical consumables	藥品及醫用耗材	19,835	12,293
Vision aid products	視力輔助產品	2,473	1,876
		22,308	14,169





NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

21 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:

21 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 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0 – 90 days	0至90日	10,766	9,617
91 – 180 days	91至180日	1,082	594
Over 180 days	超過180日	559	1,017
		12,407	11,228



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

22 Share capital

22 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
Authorised:	法定：		
At 1 January 2020 and 30 June 2020	於2020年1月1日及 2020年6月30日	8,000,000	800,000
At 1 January 2019 and 30 June 2019	於2019年1月1日及 2019年6月30日	8,000,000	800,000
Issued and paid:	已發行及繳足：		
At 1 January 2020	於2020年1月1日	1,051,300	105,130
Issuance of shares upon exercise of pre-IPO share options	行使首次公開發售 前購股權後發行 股份	20,564	2,056
Issuance of shares	發行股份	71,864	7,187
At 30 June 2020	於2020年6月30日	1,143,728	114,373
At 1 January 2019	於2019年1月1日	1,035,112	103,511
Issuance of shares upon exercise of pre-IPO share options	行使首次公開發售 前購股權後發行 股份	16,188	1,619
At 30 June 2019	於2019年6月30日	1,051,300	105,130



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

23 Share-based payments

The Company approved and adopted the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme pursuant to shareholder's resolutions passed on 28 June 2017 and 13 December 2017, respectively. Share options were granted under the both schemes to incentivize the Company's certain directors, senior management, ophthalmologists, physicians, employees and consultants.

The following table discloses details of the Company's share options granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme held by eligible participants and movements in such holdings in relation thereto during the period:

Grant date	Expiry date	Exercise price per share	Note	Number of share options '000 購股權數目千份			
				At 1 January 2020 於2020年1月1日	Exercised during the period (Note (vi)) 期內已行使 (附註(vi))	Forfeited during the period 期內已沒收	At 30 June 2020 於2020年6月30日
授出日期	屆滿日期	每股行使價 HK\$ 港元	附註				

Pre-IPO Share Option Scheme	首次公開發售前購股權計劃						
1 April 2017 2017年4月1日	15 July 2021 2021年7月15日	0.1	(i)	173	-	-	173
1 April 2017 2017年4月1日	31 March 2022 2022年3月31日	0.1	(i)	173	-	-	173
1 April 2017 2017年4月1日	31 March 2023 2023年3月31日	0.1	(i)	10,570	(10,397)	-	173
1 April 2017 2017年4月1日	31 March 2023 2023年3月31日	1.0	(i)	10,049	(9,833)	-	216
1 April 2017 2017年4月1日	31 March 2027 2027年3月31日	1.0	(i)	742	-	-	742

23 以股份為基礎的付款

根據分別於2017年6月28日及2017年12月13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及首次公開發售後購股權計劃。本公司根據該兩項計劃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。

下表披露由合資格參與者持有的首次公開發售前購股權計劃及首次公開發售後購股權計劃項下授出的本公司購股權詳情以及本期間的有關持股變動：



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

23 Share-based payments (Continued)

23 以股份為基礎的付款(續)

Grant date 授出日期	Expiry date 屆滿日期	Exercise price per share 每股行使價 HK\$ 港元	Note 附註	Number of share options '000 購股權數目千份			At 30 June 2020 於2020年 6月30日	
				At 1 January 2020 於2020年 1月1日	Exercised during the period (Note (vi)) 期內已行使 (附註(vi))	Forfeited during the period 期內已沒收		
1 September 2017 2017年9月1日	31 October 2022 2022年10月31日	0.1	(ii)	500	(334)	-	166	
1 September 2017 2017年9月1日	31 October 2023 2023年10月31日	0.1	(ii)	500	-	-	500	
1 September 2017 2017年9月1日	31 December 2022 2022年12月31日	0.1	(ii)	167	-	-	167	
1 September 2017 2017年9月1日	31 December 2023 2023年12月31日	0.1	(ii)	166	-	-	166	
1 September 2017 2017年9月1日	31 May 2023 2023年5月31日	0.1	(ii)	167	-	-	167	
1 September 2017 2017年9月1日	31 May 2024 2024年5月31日	0.1	(ii)	166	-	-	166	
1 September 2017 2017年9月1日	31 August 2023 2023年8月31日	1.0	(ii)	121	-	-	121	
16 October 2017 2017年10月16日	30 November 2022 2022年11月30日	0.1	(iii)	122	-	-	122	
16 October 2017 2017年10月16日	30 November 2023 2023年11月30日	0.1	(iii)	122	-	-	122	
				23,738	(20,564)	-	3,174	
Post-IPO Share Option Scheme	首次公開發售後購股權計劃							
18 July 2019 2019年7月18日	17 July 2029 2029年7月17日	5.18	(iv)	6,300	-	(800)	5,500	
				30,038	(20,564)	(800)	8,674	
Number of option exercisable at period end	於期末可行使的購股權數目						3,317	
Weighted average exercise price (HK\$)	加權平均行使價(港元)			1.49	0.53	5.18	3.43	1.8
Weighted average remaining contractual life (years)	加權平均餘下合約年期(年)						7.11	



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

23 Share-based payments (Continued)

23 以股份為基礎的付款 (續)

Grant date	Expiry date	Exercise price per share	Note	Number of share options '000			At 30 June 2019
				At 1 January 2019	Exercised during the period	Forfeited during the period	
授出日期	屆滿日期	每股行使價 HK\$ 港元	附註	於2019年 1月1日	期內已行使 (附註(vi))	期內已沒收	於2019年 6月30日

Pre-IPO Share Option Scheme	首次公開發售前 購股權計劃						
1 April 2017	15 July 2021	0.1	(i)	5,008	(4,835)	-	173
2017年4月1日	2021年7月15日	0.1	(i)	5,008	(4,835)	-	173
1 April 2017	31 March 2022	0.1	(i)	10,570	(10,397)	-	173
2017年4月1日	2022年3月31日	0.1	(i)	10,570	(10,397)	-	173
1 April 2017	31 March 2023	0.1	(i)	10,570	-	-	10,570
2017年4月1日	2023年3月31日	0.1	(i)	10,570	-	-	10,570
1 April 2017	31 March 2023	1.0	(i)	10,900	-	(782)	10,118
2017年4月1日	2023年3月31日	1.0	(i)	10,900	-	(782)	10,118
1 April 2017	31 March 2027	1.0	(i)	742	-	-	742
2017年4月1日	2027年3月31日	1.0	(i)	742	-	-	742
1 September 2017	31 October 2021	0.1	(ii)	500	(500)	-	-
2017年9月1日	2021年10月31日	0.1	(ii)	500	(500)	-	-
1 September 2017	31 October 2022	0.1	(ii)	500	-	-	500
2017年9月1日	2022年10月31日	0.1	(ii)	500	-	-	500
1 September 2017	31 October 2023	0.1	(ii)	500	-	-	500
2017年9月1日	2023年10月31日	0.1	(ii)	500	-	-	500
1 September 2017	31 December 2021	0.1	(ii)	238	(167)	(71)	-
2017年9月1日	2021年12月31日	0.1	(ii)	238	(167)	(71)	-
1 September 2017	31 December 2022	0.1	(ii)	167	-	-	167
2017年9月1日	2022年12月31日	0.1	(ii)	167	-	-	167
1 September 2017	31 December 2023	0.1	(ii)	166	-	-	166
2017年9月1日	2023年12月31日	0.1	(ii)	166	-	-	166



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

23 Share-based payments (Continued)

23 以股份為基礎的付款(續)

Grant date	Expiry date	Exercise price per share	Note	Number of share options '000			
				At 1 January 2019	Exercised during the period	Forfeited during the period	At 30 June 2019
授出日期	屆滿日期	每股行使價	附註	於2019年1月1日	期內已行使(附註(vi))	期內已沒收	於2019年6月30日
		HK\$ 港元					
1 September 2017	31 May 2022	0.1	(ii)	167	(167)	-	-
2017年9月1日	2022年5月31日	0.1	(ii)	167	(167)	-	-
1 September 2017	31 May 2023	0.1	(ii)	167	-	-	167
2017年9月1日	2023年5月31日	0.1	(ii)	167	-	-	167
1 September 2017	31 May 2024	0.1	(ii)	166	-	-	166
2017年9月1日	2024年5月31日	0.1	(ii)	166	-	-	166
1 September 2017	31 August 2023	1.0	(iii)	121	-	-	121
2017年9月1日	2023年8月31日	1.0	(iii)	121	-	-	121
16 October 2017	30 November 2021	0.1	(iii)	122	(122)	-	-
2017年10月16日	2021年11月30日	0.1	(iii)	122	(122)	-	-
16 October 2017	30 November 2022	0.1	(iii)	122	-	-	122
2017年10月16日	2022年11月30日	0.1	(iii)	122	-	-	122
16 October 2017	30 November 2023	0.1	(iii)	122	-	-	122
2017年10月16日	2023年11月30日	0.1	(iii)	122	-	-	122
				40,848	(16,188)	(853)	23,807
Number of option exercisable at period end ('000)	於期末可行使的購股權數目(千份)						345
Weighted average exercise price (HK\$)	加權平均行使價(港元)			0.36	0.1	0.93	0.52
Weighted average remaining contractual life (years)	加權平均餘下合約年期(年)						3.88



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

23 Share-based payments (Continued)

Note:

- (i) On 1 April 2017, 43,578,000 options were granted to a total of 131 grantees, which include certain ophthalmologists, physicians, employees and executive directors.

The options are vested over periods of one to five years. The vesting of the pre-IPO share options granted to the ophthalmologists and certain employees is subject to performance targets in terms of revenue generated during the vesting periods. No performance condition exists for the consultants, remaining employees and executive directors who shall remain in their engagement, employment or office over the vesting periods under the service condition.

The exercise price of each option ranges from HK\$0.1 to 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 under the service condition.

- (ii) On 1 September 2017, 2,821,000 options were granted to a total of eight grantees, which include certain consultants, employees and an ophthalmologist of the Group.

The options are vested over periods of one to three years. The vesting of the options granted to the ophthalmologist is subject to performance target in terms of revenue generated by the grantee during the vesting periods. No performance condition exists for the consultants and employees who shall remain in their engagement or employment over the vesting periods under the service condition.

The exercise price of each option ranges from HK\$0.1 to 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 periods or upon the cessation of employment of the grantees under the service condition.

23 以股份為基礎的付款 (續)

附註：

- (i) 於2017年4月1日，向合共131名承授人(包括若干名眼科醫生、醫生、僱員及執行董事)授出43,578,000份購股權。

購股權歸屬期為一至五年。歸屬授予眼科醫生及若干僱員的首次公開發售前購股權須受歸屬期間所產生收益的業績目標規限。對於顧問、餘下僱員及執行董事並無設置業績條件，而彼等於歸屬期內須仍按照服務條件受聘、受僱或留任。

每份購股權的行使價介乎0.1港元至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於按照服務條件停止僱用承授人後失效。

- (ii) 於2017年9月1日，向合共八名承授人(包括本集團若干名顧問、僱員及眼科醫生)授出2,821,000份購股權。

購股權歸屬期為一至三年。歸屬授予眼科醫生的購股權須受歸屬期間承授人所產生收益的業績目標規限。對於顧問及僱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受聘或受僱。

每份購股權的行使價介乎0.1港元至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於按照服務條件停止僱用承授人後失效。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

23 Share-based payments (Continued)

Note: (Continued)

- (iii) 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 or upon the cessation of employment of the grantee.

- (iv) On 18 July 2019, 6,540,000 options were granted under the Post-IPO Share Option Scheme to a total of 40 grantees, which include certain Hong Kong ophthalmologists, consultants and an executive director.

The options are vested over periods of one to three years. The vesting of these options to the Hong Kong Ophthalmologists are subject to performance targets in terms of revenue generated during the vesting periods. No performance condition exists for the consultants, and executive director who shall remain in their engagement, employment or office over the vesting periods under the service condition.

The exercise price of each option is HK\$5.18. Once vested, the options remain exercisable until ten years from the date of grant. All unexercised post-IPO share options will lapse by the end of the exercise periods or upon the cessation of service of the grantee.

- (v) During the six months ended 30 June 2020, approximately 20,564,000 shares (2019: 16,188,000 shares) were issued upon exercise of share options. The weighted average share price at the date of exercise was HK\$4.01 (2019: HK\$4.69).

23 以股份為基礎的付款(續)

附註：(續)

- (iii) 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或於停止僱用承授人後失效。

- (iv) 於2019年7月18日，向合共40名承授人(包括若干名香港眼科醫生、顧問及一名執行董事)授出6,540,000份購股權。

購股權歸屬期為一至三年。歸屬該等授予香港眼科醫生的購股權須受歸屬期間所產生收入的業績目標規限。對於顧問及執行董事並無設置業績條件，而彼等於歸屬期內須仍按照服務條件受聘、受僱或留任。

每份購股權的行使價為5.18港元。一旦歸屬，購股權可於授出日期起十年內行使。所有未行使的首次公開發售後購股權將於行使期末或於承授人終止服務後失效。

- (v) 截至2020年6月30日止六個月，本公司於購股權獲行使後發行約20,564,000股股份(2019年：16,188,000股股份)。於行使日期的加權平均股價為4.01港元(2019年：4.69港元)。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

23 Share-based payments (Continued)

Note: (Continued)

(vi) During the six months ended 30 June 2020, share-based payment expenses of approximately HK\$2,729,000 (2019: HK\$3,507,000) were recognised in the consolidated statement of comprehensive income in relation to the share options.

24 Trade payables

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

23 以股份為基礎的付款 (續)

附註：(續)

(vi) 截至2020年6月30日止六個月，有關購股權的以股份為基礎的付款開支約2,729,000港元（2019年：3,507,000港元）於綜合全面收益表確認。

24 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	31 December
		2020	2019
		2020年	2019年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
0 – 30 days	0至30日	11,893	10,216
31 – 60 days	31至60日	182	1,256
61 – 90 days	61至90日	1,404	870
Over 90 days	超過90日	1,489	1,507
		14,968	13,849



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

25 Accruals and other payables

25 應計費用及其他應付款項

		As at	
		30 June	31 December
		2020	2019
		2020年	2019年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Accruals for employee benefits	應計員工福利費	9,091	15,307
Accruals for operating expenses	應計營運開支	5,369	5,479
Accruals for listing expenses	應計上市開支	3,591	3,591
Payables for doctors' consultation fees	應付醫生診金	15,760	12,987
Contract liabilities	合約負債	6,788	7,897
Payables for property, plant and equipment	應付物業、廠房及設備款項	3,679	6,357
Consideration payable for acquisition of a subsidiary	收購一間附屬公司應付代價	-	7,521
Others	其他	1,329	1,246
		45,607	60,385



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

26 Commitments

Capital commitments

26 承擔

資本承擔

		As at	
		於	
		30 June	31 December
		2020	2019
		2020年	2019年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Property, plant and equipment	物業、廠房及設備	990	2,982
Land use right	土地使用權	-	185,759
		990	188,741



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

27 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 63.2% of the Company's shares as at 30 June 2020. The ultimate controlling party of the Group is Dr. Dennis LAM and Ms. LI.

27 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2020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63.2%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) 共同董事(林順潮醫生及李女士)



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

27 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:

27 關聯方交易(續)

- (a) 除簡明綜合中期財務資料其他部份已披露者外，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	
		2020 2020年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)
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	44	182
Management fee income from related companies – Project Vision Charitable Foundation Limited	來自關聯公司的管理費收入 – 亮睛工程慈善基金有限公司	57	63
		101	245
Lease payments 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	2,189	4,532

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 lease payments were determined based on the terms mutually agreed between the Group and the related parties.

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、管理費收入及租賃付款乃根據本集團與關聯方共同協定的條款釐定。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

27 Related party transactions (Continued)

(b) Key management compensation

27 關聯方交易 (續)

(b) 主要管理人員薪酬

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Fees, wages, salaries and bonus	袍金、工資、薪金及花紅	3,105	3,042
Retirement benefits costs – defined contribution scheme	退休福利成本 – 定額供款計劃	36	36
Allowances and benefits in kind	津貼及實物福利	397	381
Share-based payments	以股份為基礎的付款	167	1,337
		3,705	4,796





NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

27 Related party transactions (Continued)

(c) Balances with related parties

27 關聯方交易(續)

(c) 與關聯方的結餘

		As at	
		30 June	31 December
		2020	2019
		2020年	2019年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Amounts due to a related party:	應付一名關聯方款項：		
Non-trade	非貿易		
– Project Vision Charitable Foundation Limited	— 亮睛工程慈善基金有限公司	129	131
Lease liabilities due to a related party:	應付一名關聯方租賃負債：		
– Maida Medical Software Development (Shenzhen) Limited	— 邁達醫療軟件開發(深圳)有限公司	25,231	3,584

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，並以人民幣計值。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

28 Events after the balance sheet date

- (a) On 17 January 2020, the Group entered into an agreement with two independent third parties to acquire 100% equity interest of Zhuhai Chang Jiu Ophthalmic Hospital Limited in Zhuhai, the PRC, at a cash consideration of RMB16,000,000 (equivalent to approximately HK\$17,456,000). The acquisition was completed on 8 August 2020.
- (b) On 28 August 2020, a wholly-owned subsidiary of the Group entered into an agreement with an independent third party to acquire the practice and assets of a clinic in Central, Hong Kong, at a maximum consideration of HK\$26,745,000 of which a maximum amount of HK\$15,381,000 to be settled in cash and the remaining HK\$11,364,000 to be settled by allotment of 1,852,322 shares of the Company, which is subject to contingent cash consideration payments or receivables based on the cost of inventory at the date of closing and achievement of future revenue targets, respectively. Up to the date of this report, the acquisition has not been completed.

28 結算日後事項

- (a) 於2020年1月17日，本集團與兩名獨立第三方訂立協議以收購位於中國珠海的珠海昌久眼科醫院有限公司(Zhuhai Chang Jiu Ophthalmic Hospital Limited)的100%股權，現金代價為人民幣16,000,000元(相當於約17,456,000港元)。收購事項已於2020年8月8日完成。
- (b) 於2020年8月28日，本集團一間全資附屬公司與一名獨立第三方訂立協議以收購位於香港中環的一間診所的執業業務及資產，最高代價為26,745,000港元，其中最高金額15,381,000港元將以現金償付及餘下11,364,000港元將透過配發1,852,322股本公司股份償付，惟須受分別根據於完成日期的存貨成本及未來收益目標的達成情況而釐定的或然現金代價付款或應收款項所規限。直至本報告日期，收購事項尚未完成。



REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

中期財務資料的審閱報告



羅兵咸永道

To the Board of Directors of C-MER Eye Care Holdings Limited

(incorporated in the Cayman Islands with limited liability)

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公司)

INTRODUCTION

We have reviewed the interim financial information set out on pages 22 to 73, 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 2020 and the related condensed consolidated interim statement 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22至73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2020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」擬備及列報本中期財務資料。我們的責任是根據我們的審閱對本中期財務資料作出結論，並僅按照我們協定的委聘條款向閣下（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 of the Group is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

審閱範圍

我們已根據香港會計師公會頒佈的香港審閱委聘準則第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。

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 28 August 2020

羅兵咸永道會計師事務所
執業會計師

香港，2020年8月28日





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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

As at 30 June 2020, the interests and short positions of our directors (the "Directors") and chief executive of our Company in the shares (the "Shares"), underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) which were required (a) to be notified to our Company and The Stock Exchange of Hong Kong Limited (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 for Securities Transactions by Directors of Listed Issuers (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2020年6月30日，本公司董事（「董事」）及最高行政人員於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份（「股份」）、相關股份及債權證中擁有須(a)根據證券及期貨條例第XV部第7及8分部知會本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉（包括根據證券及期貨條例相關條文被當作或視為擁有的權益及淡倉），或(b)記錄於根據證券及期貨條例第352條須存置的登記冊內的權益及淡倉，或(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所的權益及淡倉如下：

(A) Long and short position in Shares of our Company

(A) 於本公司股份的好倉及淡倉

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)	Interest of controlled corporation 受控法團權益	722,696,756 (long position) (Note) 722,696,756股 (好倉)(附註)	63.2%
		2,000,000 (short position) 2,000,000股(淡倉)	0.2%
Ms. LI Xiaoting 李肖婷女士	Interest of spouse 配偶權益	722,696,756 (long position) (Note) 722,696,756股 (好倉)(附註)	63.2%
		2,000,000 (short position) 2,000,000股(淡倉)	0.2%



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DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF OUR COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

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) Long and short position in Shares of our Company (Continued)

(A) 於本公司股份的好倉及淡倉(續)

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. LEE Yau Wing Vincent 李佑榮醫生	Beneficial owner 實益擁有人	12,953,000 (long position) 12,953,000股(好倉)	1.1%
Mr. CHAN Chi Leong 陳智亮先生	Interest of spouse 配偶權益	2,200,000 (long position) 2,200,000股(好倉)	0.2%
Mr. LI Chunshan 李春山先生	Beneficial owner 實益擁有人	777,000 (long position) 777,000股(好倉)	0.07%
	Interest of spouse 配偶權益	259,000 (long position) 259,000股(好倉)	0.02%

Note: 722,696,756 Shares are beneficially owned by C-MER Group Limited ("C-MER Group"). C-MER Group is owned as to 70% by Dr. LAM Shun Chiu Dennis and 30% by Ms. LI Xiaoting. Ms. LI is the spouse of Dr. 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. LAM and Ms. LI will continue to act jointly following the Listing so far as the exercise of the voting rights attached with our Shares (through C-MER Group) is concerned.

附註：722,696,756股股份由希瑪集團有限公司(「希瑪集團」)實益擁有。希瑪集團分別由林順潮醫生及李肖婷女士擁有70%及30%的權益。李女士為林醫生的配偶，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. LAM is deemed to be interested in the Shares held by C-MER Group.

根據證券及期貨條例，林醫生被視為於希瑪集團所持股份中擁有權益。



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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

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

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	500,000 (long position) (Note) 500,000股 (好倉)(附註)	0.04%

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

附註：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首次公開發售後購股權計劃」一節。



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DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF OUR COMPANY OR ANY ASSOCIATED CORPORATION (Continued)

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)

(C) Long position in shares of associated corporation – C-MER Group

(C) 於相聯法團股份的好倉—希瑪集團

Name of Director 董事姓名	Nature of Interest 權益性質	Number of shares 股份數目	Approximate percentage of the issued shares (%) 於已發行股份概約百分比(%)
Dr. LAM Shun Chiu Dennis JP 林順潮醫生(太平紳士)	Beneficial owner 實益擁有人	1,400 (long position) 1,400股(好倉)	70.0%
Ms. LI Xiaoting 李肖婷女士	Beneficial owner 實益擁有人	600 (long position) 600股(好倉)	30.0%

Save as disclosed above, as at 30 June 2020, so far as is known to our Directors or chief executive of our Company, none of our Directors or chief executive of our Company had interests or short positions in the shares, underlying shares and debentures of our Company or its associated corporations which (a) were required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to our Company and the Stock Exchange.

除上文所披露者外，於2020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的股份、相關股份及債權證中概無擁有須(a)根據證券及期貨條例第XV部第7及8分部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被當作或視為擁有的權益及淡倉)，或(b)根據證券及期貨條例第352條須記錄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或淡倉。



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

As at 30 June 2020, 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2020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權益及／或淡倉。

Name of Shareholder 股東名稱	Nature of Interest 權益性質	Number of shares 股份數目	Approximate percentage of shareholding in our Company (%) 於本公司股權 概約百分比(%)
C-MER Group 希瑪集團	Beneficial owner 實益擁有人	722,696,756 (long position) (Note) 722,696,756股 (好倉)(附註)	63.2%
		2,000,000 (short position) 2,000,000股(淡倉)	0.2%



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

Note:

C-MER Group is owned as to 70% by Dr. LAM Shun Chiu Dennis and 30% by Ms. LI Xiaoting. Ms. LI is the spouse of Dr. 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. LAM and Ms. LI will continue to act jointly 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. LAM is deemed to be interested in the shares held by C-MER Group.

Save as disclosed above, as at 30 June 2020, our Directors were not aware that there is any other party (not being a Director or chief executive of our Company) who 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.

主要股東於本公司股份及相關 股份的權益及淡倉(續)

附註：

希瑪集團由林順潮醫生及李肖婷女士分別擁有70%及30%的權益。李女士為林醫生的配偶，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。林醫生及李女士均將就(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，林醫生被視為於由希瑪集團持有的股份中擁有權益。

除上文所披露者外，就董事所知，於2020年6月30日，概無任何其他人士(不屬董事或本公司最高行政人員)於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部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權益或淡倉。



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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 at 30 June 2020, 42,313,663 share options granted under the Pre-IPO Share Option Scheme has been exercised pursuant to the terms of grant of the options.

The purpose of the Pre-IPO Share Option Scheme is to provide incentives and rewards to our Directors, employees, ophthalmologists/physicians, advisers, consultants and business partners of our Group for their contribution, and to align the corporate objectives and interests between us and our grantees of the Pre-IPO Share Option Scheme (the “Grantees”). The principal terms of the Pre-IPO Share Option Scheme were 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 at 30 June 2020, 5,500,000 post-IPO share options have been granted under the Post-IPO Share Option Scheme.

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2020年6月30日，首次公開發售前購股權計劃項下授出的42,313,663份購股權已根據授出購股權的條款獲行使。

首次公開發售前購股權計劃旨在就董事、本集團僱員、眼科醫生／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首次公開發售前購股權計劃的承授人（「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日舉行的本公司股東特別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2020年6月30日，5,500,000份首次公開發售後購股權已根據首次公開發售後購股權計劃獲授出。



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PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

Pre-IPO Share Option Scheme (Continued)

As at 30 June 2020, options to subscribe for an aggregate of 3,174,337 Shares (representing approximately 0.28% of the issued share capital of our Company as at 30 June 2020 and date of this report) have been granted under the Pre-IPO Share Option Scheme to the 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 Mainland China. All the options were granted on or before 15 January 2018 (the "Listing Date") and no further options will be granted under the Pre-IPO Share Option Scheme after the Listing Date.

The options granted under the Pre-IPO Share Option Scheme 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)

於2020年6月30日，根據首次公開發售前購股權計劃已向承授人授出的購股權可認購合共3,174,337股股份(佔本公司於2020年6月30日及本報告日期的已發行股本約0.28%)。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內地的醫生及僱員。所有購股權已於2018年1月15日(「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。

根據首次公開發售前購股權計劃向承授人授出的購股權將於不同日期歸屬。





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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 options granted under the Pre-IPO Share Option Scheme is 46,765,000 Shares, representing 4.68% of the enlarged issued share capital of our Company immediately following completion of the global offering of the Company (the "Global Offering") (without taking into account any Share which may be issued upon any exercise of the Over-allotment Option (as defined in the Prospectus) 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 under the Pre-IPO Share Option Scheme (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) 因行使根據首次公開發售前購股權計劃授出的所有購股權而可能發行的股份總數為46,765,000股，佔本公司緊隨本公司的全球發售（「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（定義見招股章程）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首次公開發售前購股權計劃項下的所有首次公開發售前購股權（「首次公開發售前購股權」）將告失效及視為註銷及作廢；
- (iv) 首次公開發售前購股權的每股股份的行使價介乎0.10港元至1.0港元之間；



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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 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



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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:
(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) 就身故或終止受僱的權利而言：
(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。



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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 Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、 於內地執業的選定醫生及 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 Mainland China 一名執行董事、 一名關連承授人及 於內地的醫生及僱員	Five consultant Grantees 五名顧問承授人
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Number of grantees 承授人數目

14 Grantees (including Dr. LEE Yau Wing Vincent 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 of the Company dated 29 December 2017 (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本公司日期為2017年12月29日的招股章程(「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曹月榮女士(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。



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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)

<p>Major terms 主要條款</p>	<p>An executive Director, seven doctor Grantees, selected physicians practising in Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、於內地執業的選定醫生及一名高級管理團隊成員</p>	<p>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</p>	<p>An executive Director, a connected Grantee and our physicians and employees in Mainland China 一名執行董事、一名關連承授人及於內地的醫生及僱員</p>	<p>Five consultant Grantees 五名顧問承授人</p>
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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數目的0.71%，即7,323,000股股份。

An aggregate of 0.24% of the total number of our Shares in issue immediately following completion of the Global Offering, the Capitalisation Issue and the full exercise of the Over-allotment Option, representing 2,500,000 Shares.

合共佔緊隨全球發售及資本化發行完成並在超額配股權獲悉數行使後我們已發行股份總數的0.24%，即2,500,000股股份。



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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)

<p>Major terms 主要條款</p>	<p>An executive Director, seven doctor Grantees, selected physicians practising in Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、於內地執業的選定醫生及一名高級管理團隊成員</p>	<p>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</p>	<p>An executive Director, a connected Grantee and our physicians and employees in Mainland China 一名執行董事、一名關連承授人及於內地的醫生及僱員</p>	<p>Five consultant Grantees 五名顧問承授人</p>
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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 (as defined in the Prospectus) 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(定義見招股章程)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 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>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>
<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>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>



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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 Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、於內地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 Mainland China 一名執行董事、一名關連承授人及於內地的醫生及僱員	Five consultant Grantees 五名顧問承授人
Exercise percentages 行使百分比	In three equal tranches for each of the 12-month period commencing from the date of commencement of the exercise period for a period of 36-month. 分三期等額行使，分別於36個月期間內自行使期間開始日期起12個月內行使。 or 或 One tranche. 一期。	One tranche. 一期。	One tranche. 一期。 or 或 Two tranches. 兩期。	In three equal tranches for each of the 12-month period commencing from the date of commencement of the exercise period for a period of 36 months. 分三期等額行使，分別於36個月期間內自行使期間開始日期起12個月內行使。
Exercise price 行使價格	HK\$0.1 for each Share to be allotted and issued. 每股擬配發及發行股份0.1港元。	HK\$1.0 for each Share to be allotted and issued. 每股擬配發及發行股份1.0港元。	HK\$1.0 for each Share to be allotted and issued. 每股擬配發及發行股份1.0港元。	HK\$0.1 for each Share to be allotted and issued. 每股擬配發及發行股份0.1港元。



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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	<p>An executive Director, seven doctor Grantees, selected physicians practising in Mainland China and a member of our senior management team</p> <p>一名執行董事、七名醫生承授人、於內地執業的選定醫生及一名高級管理團隊成員</p>	<p>Our employees in Hong Kong and a member of our senior management team</p> <p>於香港的僱員及一名高級管理團隊成員</p>	<p>An executive Director, a connected Grantee and our physicians and employees in Mainland China</p> <p>一名執行董事、一名關連承授人及於內地的醫生及僱員</p>	<p>Five consultant Grantees</p> <p>五名顧問承授人</p>
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Performance target 業績目標	<p>No performance target for the physicians practising in Mainland China and the member of our senior management team.</p> <p>於內地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 Mainland China 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>於內地的五名醫生行使首次公開發售前購股權須受緊隨2017年4月1日後首36個月期間及隨後24個月期間所產生收入的約定業績目標規限。倘業績目標未達成，於相關12個月期間可予行使的首次公開發售前購股權將參考目標收益金額按比例行使。</p>	<p>No performance target.</p> <p>無業績目標。</p> <p>The exercise of the Pre-IPO Share Options is subject to the completion of services for a period of 12 months.</p> <p>行使首次公開發售前購股權須受完成12個月期間服務規限。</p>
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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)

<p>Major terms 主要條款</p>	<p>An executive Director, seven doctor Grantees, selected physicians practising in Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、於內地執業的選定醫生及一名高級管理團隊成員</p>	<p>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</p>	<p>An executive Director, a connected Grantee and our physicians and employees in Mainland China 一名執行董事、一名關連承授人及於內地的醫生及僱員</p>	<p>Five consultant Grantees 五名顧問承授人</p>
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<p>Cessation of cooperation or employment 終止合作或僱傭</p>	<p>Pro-rata in terms of revenue generated in each of the 12-month period with the target amount of revenue for those grantees subject to performance target. 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。</p>	<p>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。</p>	<p>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。</p>	<p>Pro-rata on the number of months of service engagement in the 36-month contract period commencing from 1 November in each year. Cessation of engagement before November will continue to be subject to the grant of the Pre-IPO Share Options in the forthcoming November. 按每年11月1日起36個月合約期內提供服務月份數比例。倘於11月之前終止僱傭，可繼續受於即將到來的11月獲授首次公開發售前購股權所限。</p>
<p>Lock-up period following the exercise of the Pre-IPO Share Options 首次公開發售前購股權行使後的禁售期</p>	<p>Not applicable. 不適用。</p>	<p>Not applicable. 不適用。</p>	<p>Not applicable. 不適用。</p>	<p>Not applicable. 不適用。</p>



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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 at 30 June 2020 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計劃項下尚未行使股份於2020年6月30日的詳情如下：

		Number of options 購股權數目									
		Held at 1 January 2020 於2020年 1月1日 所持有	Granted during the period 於期內 授出	Expired during the period 於期內 到期	Exercised during the period 於期內 行使	Lapsed during the period 於期內 失效	Held at 30 June 2020 於2020年 6月30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
Connected Grantees	關連承授人										
Ms. CAO Yuerong (Finance manager)	曹月榮女士 (財務經理)	259,000	-	-	(259,000)	-	-	1.0	1 April 2017 2017年4月1日	1 April 2020 2020年4月1日	31 March 2027 2027年3月31日
Dr. LEE Yau Wing Vincent (Executive Director)	李佑榮醫生 (執行董事)	4,317,667	-	-	(4,317,667)	-	-	0.1	1 April 2017 2017年4月1日	16 July 2018 2018年7月16日	31 March 2023 2023年3月31日
Mr. LI Chunshan (Executive Director)	李青山先生 (執行董事)	777,000	-	-	(777,000)	-	-	1.0	1 April 2017 2017年4月1日	1 April 2020 2020年4月1日	31 March 2027 2027年3月31日
Senior Management	高級管理層										
Mr. CHAN Va Ping (Chief financial officer and company secretary)	陳華平先生 (財務總監兼 公司秘書)	311,000	-	-	(311,000)	-	-	0.1	1 April 2017 2017年4月1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	1 April 2017 2017年4月1日	1 April 2020 2020年4月1日	31 March 2027 2027年3月31日



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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)

		Held at 1 January 2020 於2020年 1月1日 所持有	Granted during the period 於期內 授出	Expired during the period 於期內 到期	Exercised during the period 於期內 行使	Lapsed during the period 於期內 失效	Number of options 購股權數目		Held at 30 June 2020 於2020年 6月30日 所持有	Exercise		Exercisable from 自以下 期間行使	Exercisable until 行使至 以下期間
							price HK\$ 行使價 港元	Grant date 授出日期					
Others	其他												
Doctor Grantees (excluding Dr. LEE Yau Wing Vincent)	醫生承授人(不包括李佑榮醫生)	6,286,669	-	-	(5,768,669)	-	518,000	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		
Consultant Grantees	顧問承授人	1,000,002	-	-	-	-	1,000,002	0.1	1 September 2017 2017年9月1日	1 November 2018 2018年11月1日	31 October 2023 2023年10月31日		
Consultant Grantee	顧問承授人	333,334	-	-	(166,666)	-	166,668	0.1	1 September 2017 2017年9月1日	1 January 2019 2019年1月1日	31 December 2023 2023年12月31日		
Consultant Grantee	顧問承授人	333,334	-	-	(166,667)	-	166,667	0.1	1 September 2017 2017年9月1日	1 June 2019 2019年6月1日	30 May 2024 2024年5月30日		
Employees	僱員	8,581,000	-	-	(8,365,000)	-	216,000	1.0	1 April 2017 2017年4月1日	1 April 2020 2020年4月1日	31 March 2023 2023年3月31日		
Employees	僱員	742,000	-	-	-	-	742,000	1.0	1 April 2017 2017年4月1日	1 April 2024 2024年4月1日	31 March 2027 2027年3月31日		
Employee	僱員	244,000	-	-	-	-	244,000	0.1	16 October 2017 2017年10月16日	1 December 2018 2018年12月1日	30 November 2023 2023年11月30日		
Employee	僱員	121,000	-	-	-	-	121,000	1.0	16 October 2017 2017年10月16日	1 December 2018 2018年12月1日	30 November 2023 2023年11月30日		
Total	總計	23,738,006	-	-	(20,563,669)	-	3,174,337						

The weighted average closing price of the Shares immediately before the date on or which the options were exercised was HK\$4.01.

於緊接購股權獲行使日期前的股份加權平均收市價為4.01港元。



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).

As at 30 June 2020, options granted to the Grantees to subscribe for an aggregate of 5,500,000 shares (representing approximately 0.48% of the issued share capital of our Company as at 30 June 2020) were outstanding under the Post-IPO Share Option Scheme.

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;

首次公開發售後購股權計劃

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

於2020年6月30日，根據首次公開發售後購股權計劃授予承授人可認購合共5,500,000股股份（佔本公司於2020年6月30日的已發行股本約0.48%）的購股權尚未行使。

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，或暫時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）；



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POST-IPO SHARE OPTION SCHEME (Continued)

(a) Who may participate (Continued)

- (iii) a direct or indirect shareholder of any member of our Group;
- (iv) a supplier of goods or services to any member of our Group;
- (v) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of our Group;
- (vi) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of our Group; and
- (vii) an associate of any of the persons referred to in paragraphs (i) to (iii) 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 100,000,000 Shares (being 10% of the Shares in issue as at 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)

- (iii) 本集團任何成員公司的直接或間接股東；
- (iv) 向本集團任何成員公司供應貨品或服務的供應商；
- (v) 本集團任何成員公司的客戶、顧問、業務或合營夥伴、獲特許經營商、承包商、代理或代表；
- (vi) 向本集團任何成員公司提供設計、研究、開發或其他支援或任何建議、諮詢、專業或其他服務的個人或實體；及
- (vii) 上文(i)至(iii)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任何其他購股權計劃將予授出的所有購股權及已授出的任何購股權而可能發行的最高股份數目，合共不得超過100,000,000股股份(即於上市日期已發行股份的10%)，惟本公司取得重新批准則作別論。



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授予及將授予各合資格人士的購股權(包括已行使、已註銷及尚未行使的購股權)而發行及將予發行的股份總數最高不得於授出日期超過已發行股份的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。



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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,惟該行使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。



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POST-IPO SHARE OPTION SCHEME (Continued)

Details of the shares options outstanding on which options are granted under the Post-IPO Share Option Scheme to Directors, consultants and others of our Group as at 30 June 2020 under the Post-IPO Share Option Scheme are as follows:

首次公開發售後購股權計劃(續)
根據首次公開發售後購股權計劃向董事、本集團顧問及其他人士授出的購股權涉及的首次公開發售後購股權計劃項下尚未行使購股權於2020年6月30日的詳情如下：

		Number of options 購股權數目					Closing price immediately before the date of grant		Exercisable from		Exercisable until	
		Held at 1 January 2020	Granted during the period	Expired during the period	Exercised during the period	Lapsed during the period	Held at 30 June 2020	Exercise price HK\$	HK\$ Grant date	自以下 期間行使	行使至 以下期間	
		於2020年 1月1日 所持有	於期內 授出	於期內 到期	於期內 行使	於期內 失效	於2020年 6月30日 所持有	行使價 港元	緊接授出 日期前的 收市價 港元	授出日期		
Dr. LEE Yau Wing Vincent (Executive Director)	李佑榮醫生 (執行董事)	500,000	-	-	-	-	500,000	5.18	5.08	18 July 2019 2019年7月18日	1 November 2020 2020年11月1日	16 November 2023 2023年11月16日
Others ⁽¹⁾	其他 ⁽¹⁾	5,800,000	-	-	-	(800,000)	5,000,000	5.18	5.08	18 July 2019 2019年7月18日	1 November 2020 2020年11月1日	16 November 2023 2023年11月16日
Total	總計	6,300,000	-	-	-	(800,000)	5,500,000					

Share options granted in 2019

5,240,000 share options granted in 2019 by the Company (including 500,000 share options to Dr. LEE Yau Wing Vincent) shall vest in three tranches within a period of 3 years in proportions of 20%, 30% and 50% of the share options granted, i.e. 20% of the share options granted shall vest on the 1st anniversary of the grant, another 30% shall vest on the 2nd anniversary of the grant, and the remaining 50% shall vest on the 3rd anniversary of the grant. In this table, "exercise period" begins after the 1st anniversary of the grant date.

於2019年授出的購股權

本公司於2019年授出的5,240,000份購股權(包括向李佑榮醫生授出的500,000份購股權)將按所授出購股權的20%、30%及50%的比例於3年期間內分三期歸屬,即所授出購股權的20%將於授出起滿一年當日歸屬,另外30%將於授出起滿兩年當日歸屬,而餘下50%將於授出起滿三年當日歸屬。本表「行使期」於授出日期起滿一年當日後開始。

Note:

(1) Others mean non-employee consultants of the Group.

附註:

(1) 其他代表非本集團僱員的本集團顧問。



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POST-IPO SHARE OPTION SCHEME (Continued)

200,000 share options granted in 2019 by the Company shall vest in one tranche in a period of 3 years, i.e. 100% of the share options granted shall vest on the 3rd anniversary of the grant.

60,000 share options granted in 2019 by the Company shall vest in three tranches within a period of 3 years in proportions of 7%, 35% and 58% of the share options granted, i.e. 7% of the share options granted shall vest on the 1st anniversary of the grant, another 35% shall vest on the 2nd anniversary of the grant, and the remaining 58% shall vest on the 3rd anniversary of the grant.

The value of the options granted in 2019 is HK\$10,284,000, based on the Black-Scholes valuation model. The significant inputs into the model were share price of HK\$5.06 at the grant date, exercise price shown above, expected volatility of 46%, expected life of options of 1.5 years to 3.5 years, dividend paid out rate of 0.39% and risk-free rate of 1.39% to 1.63%.

The expected volatility is based on historic volatility adjusted for any expected changes to future volatility based on publicly available information. Dividend paid-out rate is based on historical dividend paid-out rate. Changes in these subjective input assumptions could affect the fair value estimate. The fair values 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.

首次公開發售後購股權計劃(續)

本公司於2019年授出的200,000份購股權將於3年期間內以一期歸屬，即所授出購股權的100%將於授出起滿三年當日歸屬。

本公司於2019年授出的60,000份購股權將按所授出購股權的7%、35%及58%的比例於3年期間內分三期歸屬，即所授出購股權的7%將於授出起滿一年當日歸屬，另外35%將於授出起滿兩年當日歸屬，而餘下58%將於授出起滿三年當日歸屬。

根據柏力克-舒爾斯估值模型計算，於2019年所授出購股權的價值為10,284,000港元。模型的重大輸入值為授出日期的股價5.06港元、上文所示的行使價、預期波幅46%、預期購股權年期1.5年至3.5年、派息率0.39%及無風險利率1.39%至1.63%。

預期波幅以歷史波幅為基礎，並根據公開可得資料就任何預期的未來波幅變動作出調整。派息率根據歷史派息率釐定。倘該等主觀輸入值假設出現變動，可能會影響公平值的估算。由於作出的假設及所用模型的限制，所計算的公平值具固有的主觀性及不確定性。購股權的價值會隨著某些主觀假設的變數不同而變化。所採用變數的任何改變可能對購股權公平值的估算構成重大影響。



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ADDITIONAL INFORMATION ON THE POST-IPO SHARE OPTION SCHEME AS AT THE DATE OF THE ANNUAL REPORT OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2019

In addition to the information disclosed in the annual report of the Company for the year ended 31 December 2019 (the “Annual Report”), the Company wishes to provide the following: (i) the closing price of the Shares as stated in the daily quotation sheet issued by the Stock Exchange on 17 July 2019, being the date immediately before the grant of the post-IPO share options by the Company on 18 July 2019, was HK\$5.08; (ii) the total value of options granted to each class of grantees, being Dr. LEE Yau Wing Vincent and Others, were HK\$783,000 and HK\$9,501,000, respectively; (iii) the total number of shares available for issue under the Post-IPO Share Option Scheme is 100,000,000, representing 9.48% of the issued share capital of 1,055,164,308 Shares as at the date of the Annual Report.

INTERIM DIVIDEND

The board of Directors (the “Board”) does not recommend the payment of any interim dividend for the six months ended 30 June 2020.

CORPORATE GOVERNANCE

The Board is committed to maintaining high corporate governance standards.

In the opinion of the Board, during the six months ended 30 June 2020, the Company has complied with all applicable code provisions as set forth in the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, 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.

有關於本公司截至2019年12月31日止年度的年報日期的首次公開發售後購股權計劃的額外資料

除本公司截至2019年12月31日止年度的年報（「年報」）所披露的資料外，本公司謹此提供以下資料：(i) 於2019年7月17日（即緊接本公司於2019年7月18日授出首次公開發售後購股權前的日期）聯交所刊發的每日報價表所示股份的收市價為5.08港元；(ii) 授予各類承授人（即李佑榮醫生及其他人）的購股權總價值分別為783,000港元及9,501,000港元；(iii) 首次公開發售後購股權計劃項下可供發行的股份總數為100,000,000股，佔於年報日期已發行股本1,055,164,308股股份的9.48%。

中期股息

董事會（「董事會」）並不建議派付截至2020年6月30日止六個月的任何中期股息。

企業管治

董事會致力維持高水平的企業管治標準。

董事會認為，截至2020年6月30日止六個月，本公司已遵守上市規則附錄十四所載企業管治守則載列的全部適用守則條文，但守則條文第A.2.1條除外，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。



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CORPORATE GOVERNANCE (Continued)

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 four 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.

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 six months ended 30 June 2020. No incident of non-compliance of the Model Code by the Relevant Employees was noted by the Company during the six months ended 30 June 2020.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Save as disclosed in this report, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2020.

企業管治 (續)

董事會相信，主席及行政總裁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營運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）及四名獨立非執行董事組成，因此其組成具有相當高的獨立性。然而，董事會仍將根據現況不時檢討董事會的架構及組成，以保持本公司的高水平企業管治常規。

證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易的操守守則。因職務或僱傭關係而可能管有關於本公司或其證券內幕消息的本集團僱員（「有關僱員」）亦須遵守標準守則。作出特定查詢後，各董事確認於截至2020年6月30日止六個月期間一直遵守標準守則。截至2020年6月30日止六個月，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

除本報告所披露者外，截至2020年6月30日止六個月，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。



OTHER INFORMATION 其他資料

CHANGES IN INFORMATION OF AND OTHER INFORMATION ON DIRECTORS

Mr. MA Andrew Chiu Cheung (馬照祥先生), our independent non-executive Director, has the following changes to his profile:

- retired as an independent non-executive director of C.P.Pokphand Co. Ltd., a company listed on the Stock Exchange with stock code of 00043, with effect from 5 June 2020.

There has been no change in Mr. MA's positions held with the Company and other members of the Group during the six months ended 30 June 2020.

Dr. LEE Yau Wing Vincent (李佑榮醫生) informed the Board that he received a letter dated 10 August 2020 from The Medical Council of Hong Kong (the "Medical Council"), in which the Inquiry Panel of the Medical Council reprimanded Dr. LEE in respect of his failure to prevent the use of the title "視網膜黃斑點手術專家", which was not a quotable qualification approved by the Medical Council and/or was misleading to the public, in an advertisement or article published by a local newspaper on 24 September 2018 (the "Order"). Our Hong Kong Foundation (團結香港基金), the organiser of the event did not inform Dr. LEE of the use of the above title or the publication of the advertisement in the newspaper for the above event. The Board assessed the Order and is of the view that Dr. LEE would be suitable to act as a Director, taking into account that (i) the matter does not involve any fraudulent or integrity issue on the part of Dr. LEE; and (ii) the Order does not affect the qualification of Dr. LEE acting as director under the laws of Hong Kong. Dr. LEE remains as a practising doctor of the Group, and the Board considers that the above incident has not had and will not have any impact on the business operation and financial position of the Company.

董事資料變更及其他資料

獨立非執行董事馬照祥先生的履歷有以下變動：

- 退任卜蜂國際有限公司（一間於聯交所上市的公司，股份代號：00043）的獨立非執行董事，自2020年6月5日起生效。

馬先生於本公司及本集團其他成員公司擔任的職位於截至2020年6月30日止六個月並無任何變動。

李佑榮醫生知會董事會，彼收到香港醫務委員會（「醫務委員會」）發出的日期為2020年8月10日的函件，醫務委員會研訊小組於函件中就李醫生未能阻止一家本地報章於2018年9月24日刊登的廣告或文章中使用「視網膜黃斑點手術專家」職銜而對李醫生提出譴責，而此職銜並非醫務委員會所批准的可用資格及／或對公眾人士有所誤導（「命令」）。活動的主辦方團結香港基金並無知會李醫生就以上活動於有關報章使用上述職銜或刊登廣告。董事會對命令作出評估，並認為李醫生將適合擔任董事，且計及(i)該事宜並無涉及李醫生的任何欺詐或誠信問題；及(ii)根據香港法例，命令並不影響李醫生擔任董事的資格。李醫生仍為本集團的執業醫生，且董事會認為以上事件未曾及將不會對本公司的業務營運及財務狀況產生任何影響。



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USE OF PROCEEDS FROM GLOBAL OFFERING

The Shares were listed on the Stock Exchange since 15 January 2018 (the "Listing"), and the net proceeds from the Global Offering amounted to HK\$609.8 million.

During the six months ended 30 June 2020, net proceeds in the amount of approximately HK\$184.9 million were used, consisting of (1) HK\$7.5 million for the final payment of the acquisition of an eye hospital and three clinics in Shanghai, and (2) a total of HK\$177.3 million being applied towards the payment for the acquisition of land use rights in Shenzhen and the premises in Guangzhou, which will be used for the establishment of the new eye hospitals in Shenzhen and Guangzhou, respectively.

全球發售所得款項用途

股份自2018年1月15日起於聯交所上市（「上市」），而全球發售所得款項淨額為609.8百萬港元。

截至2020年6月30日止六個月，所得款項淨額約184.9百萬港元已獲動用，包括(1)7.5百萬港元用於收購上海的一間眼科醫院及三間診所的最終付款；及(2)合共177.3百萬港元乃用作收購深圳的土地使用權及廣州物業（將分別用於在深圳及廣州開設新眼科醫院）的付款。



OTHER INFORMATION 其他資料

USE OF PROCEEDS FROM GLOBAL OFFERING

(Continued)

Set out below is the intended use of proceeds as set out in the Prospectus, utilised amount and unutilised amount of net proceeds as at 30 June 2020:

全球發售所得款項用途 (續)

招股章程所載的所得款項擬定用途、所得款項淨額於2020年6月30日的已動用金額及未動用金額載列如下：

Use of net proceeds 所得款項淨額用途		Percentage of net proceeds 佔所得款項 淨額百分比 %	Net proceeds 所得款項 淨額 HK\$'000 千港元	Amount utilised 已動用 金額 HK\$'000 千港元	Amount remaining 剩餘 金額 HK\$'000 千港元
For possible acquisition of three operating eye hospitals in selected Mainland China cities	用於在內地選定城市可能收購三間營運中的眼科醫院	42.5%	259,200	(123,679)	135,521
For establishing three eye hospitals in selected Mainland China cities	用於在內地選定城市設立三間眼科醫院	40.4%	246,400	(246,400)	-
For establishing two satellite clinics in Shenzhen	用於在深圳設立兩間衛星診所	4.2%	25,600	(10,000)	15,600
For upgrading our medical equipment and enhancing our information technology system in Hong Kong and Mainland China	用於在香港及內地升級醫療設備及增強資訊科技系統	8.5%	51,800	(51,800)	-
For our working capital and general corporate purpose	用作營運資金及一般企業用途	4.4%	26,800	(26,800)	-
Total	總計	100.0%	609,800	(458,679)	151,121

The Directors are reviewing the business opportunities available to the Group from time to time for the purpose of using the net proceeds from the Global Offering for the purposes stated in the Prospectus. The Directors do not anticipate that there will be any change to the proposed use of the net proceeds from the Global Offering. The Directors expect that the amount remaining will be used on or before 31 December 2021.

董事正不時審視本集團的商機，藉以將全球發售所得款項淨額用作招股章程中所述用途。董事預計，全球發售所得款項淨額的擬定用途不會有任何變動。董事預期，剩餘金額將於2021年12月31日或之前獲動用。



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USE OF PROCEEDS FROM PLACING

In order to strengthen the financial position of the Group and provide working capital for the Group and/or possible acquisition and/or establish eye hospital(s) in the PRC, on 19 June 2020, the Company entered into a placing agreement with C-MER Group (the "Seller") and the Hong Kong and Shanghai Banking Corporation Limited, as the placing agent, in respect of the placing of an aggregate amount of 68,000,000 existing ordinary shares of the Company (the "Placing Shares") at the Placing Price of HK\$5.80 per Placing Share to not less than six independent professional, institutional and/or individual investors (the "Placing"). To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the placees and their respective ultimate beneficial owners were independent of and not connected with the Company and its connected persons or any of its respective associates. The aggregate nominal or par value of the Placing Shares is HK\$6,800,000, and the closing price of the Company as stated in the daily quotation sheet issued by the Stock Exchange on 19 June 2020, being the date of the placing agreement, was HK\$6.28 per Placing Share. The Seller then subscribed (the "Subscription") for 68,000,000 Shares (the "Subscription Shares") that were subsequently issued by the Company at the Placing Price (collectively, "the Placing and the Subscription"). The Placing and the Subscription was completed on 23 June 2020 and 30 June 2020, respectively. The net subscription price (after deduction of the expenses incurred by the Seller in relation to the Placing and the Subscription) of each Subscription Share was approximately HK\$5.70.

配售事項的所得款項用途

為加強本集團的財務狀況以及為本集團及／或可能收購及／或在中國設立眼科醫院提供營運資金，於2020年6月19日，本公司與希瑪集團（「賣方」）及香港上海滙豐銀行有限公司（作為配售代理）訂立配售協議，內容有關以配售價每股配售股份5.80港元向不少於六名獨立專業、機構及／或個人投資者配售（「配售事項」）總共68,000,000股本公司現有普通股（「配售股份」）。據董事作出一切合理查詢後所深知、全悉及確信，配售代理及彼等各自的最終實益擁有人乃獨立於本公司及其關連人士或其各自的任何聯繫人，且與彼等概無關連。配售股份的總名義值或面值為6,800,000港元，而於2020年6月19日（即配售協議日期）聯交所刊發的每日報價表所示本公司的收市價為每股配售股份6.28港元。賣方隨後認購（「認購事項」）由本公司其後按配售價發行的68,000,000股股份（「認購股份」）（統稱「配售事項及認購事項」）。配售事項及認購事項已分別於2020年6月23日及2020年6月30日完成。每股認購股份淨認購價（經扣除賣方就配售事項及認購事項所產生的開支後）約為5.70港元。



OTHER INFORMATION

其他資料

USE OF PROCEEDS FROM PLACING (Continued)

The net proceeds from the Subscription (after deducting relevant expenses borne or incurred by the Company) were approximately HK\$387.6 million, which will be used for strengthening the financial position of the Group and for possible acquisition(s) and/or establishment of eye hospital(s) in Mainland China and/or as working capital for the Group, as disclosed in the announcement of the Company dated 19 June 2020. The table below sets out the planned applications of the net proceeds and actual usage up to 30 June 2020:

配售事項的所得款項用途(續)

認購事項的所得款項淨額(經扣除本公司所承擔或招致的相關開支後)約為387.6百萬港元，該款項將用於加強本集團的財務狀況及用於可能收購及/或在內地設立眼科醫院及/或用作本集團的營運資金(誠如本公司日期為2020年6月19日的公告所披露)。下表載列截至2020年6月30日的所得款項淨額擬定用途及實際用途：

Use of proceeds	Planned applications	Percentage of total net proceeds	Actual usage up to 30 June 2020	Net proceeds brought forward for the Reporting Period	Unutilized net proceeds as at 30 June 2020	Expected timeline for utilizing the remaining unutilized net proceeds ⁽¹⁾
所得款項用途	擬定用途 HK\$'000 千港元	所得款項淨額 總額百分比	截至2020年 6月30日的 實際用途 HK\$'000 千港元	於報告期間 結轉所得 款項淨額 HK\$'000 千港元	於2020年 6月30日的 未動用所得 款項淨額 HK\$'000 千港元	動用餘下 未動用所得 款項淨額的 預期時間表 ⁽¹⁾
For possible acquisition(s) and/or establishment of eye hospital(s) in Mainland China and/or as working capital for the Group 可能收購及/或在內地設立眼科醫院及/或用作本集團的營運資金	387,600	100%	-	387,600	387,600	By the end of 2022 至2022年底

Note:

(1) The expected timeline for utilising the remaining proceeds is based on the best estimation of the future market conditions made by the Group. It will be subject to change based on the current and future development of market conditions.

附註：

(1) 動用餘下所得款項的預期時間表乃根據本集團進行的未來市場狀況最佳估計而作出，其將可能因應市場狀況目前與未來發展而變動。

The Directors expect that the proceeds of the Placing will be used in accordance with that disclosed in the announcement of the Company dated 19 June 2020.

董事預期，配售事項的所得款項將根據本公司日期為2020年6月19日的公告所披露者獲動用。



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 2020 with the Directors. The Group's condensed consolidated interim financial statements have not been audited, but 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與管理層一同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董事討論，包括審閱截至2020年6月30日止六個月的未經審核簡明綜合中期財務資料。本集團的簡明綜合中期財務報表未經審核，但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