



Clarity
Medical Group
清晰醫療集團

2026

ANNUAL REPORT

CLARITY MEDICAL GROUP HOLDING LIMITED
清晰醫療集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock code : 1406

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Jiang Bo (*Chief Executive Officer*)

Mr. Hui Yung Chris (*Co-Chief Executive Officer*)* (*Retired as an executive Director on 6 January 2026 and resigned as a co-chief executive officer on 30 April 2026*)

Dr. Tse Wai Ip (*Vacated on 1 August 2025*)

Mr. Lo Tsz Hong (*Resigned with effect from 1 September 2025*)

Non-Executive Directors

Mr. Chen Jiarong (*Appointed on 1 September 2025*)

Prof. Wang Qinmei (*Appointed on 11 November 2025*)

Mr. Sun Peng (*Appointed on 22 January 2026*)

Mr. Wu Ting Yuk Anthony (*Chairman of the Board*)
(*Retired on 6 January 2026*)

Ms. Zhao Wei (*Resigned on 11 June 2025*)

Independent Non-Executive Directors

Mr. Wang Can

Ms. Ci Ying (*Appointed on 25 June 2025*)

Dr. Chen Poujian (*Appointed on 11 November 2025*)

Mr. Xu Anliang (*Appointed on 22 January 2026*)

Ms. Cheng Jessica (*Retired on 6 January 2026*)

AUDIT COMMITTEE

Mr. Wang Can (*Chairman*)

Dr. Chen Poujian (*Appointed on 11 November 2025*)

Mr. Xu Anliang (*Appointed on 22 January 2026*)

Ms. Ci Ying (*Appointed as member on 13 January 2026*)

Ms. Cheng Jessica (*Retired on 6 January 2026*)

REMUNERATION COMMITTEE

Mr. Wang Can (*Chairman*)

Ms. Ci Ying (*Appointed as member on 1 September 2025*)

Mr. Chen Jiarong (*Appointed on 1 September 2025*)

Mr. Jiang Bo (*Resigned as member on 1 September 2025*)

NOMINATION COMMITTEE

Ms. Ci Ying (*Chairperson*) (*Appointed on 25 June 2025 and re-designated as chairperson on 13 January 2026*)

Mr. Wang Can

Mr. Chen Jiarong (*Appointed on 13 January 2026*)

Mr. Wu Ting Yuk Anthony (*Chairman*)
(*retired on 6 January 2026*)

AUTHORISED REPRESENTATIVES

Mr. Jiang Bo (*Appointed on 11 November 2025*)

Ms. Yeung Pui Yee Holly (*Appointed on 1 September 2025*)

Mr. Hui Yung Chris (*Resigned on 11 November 2025*)

Ms. Wong Wing Yee (*Resigned on 29 August 2025*)

COMPANY SECRETARY

Ms. Yeung Pui Yee Holly (*Appointed on 1 September 2025*)

Ms. Wong Wing Yee (*Resigned on 29 August 2025*)

AUDITOR

Crowe (HK) CPA Limited[#]

Certified Public Accountants

Registered Public Interest Entity Auditor

9/F, Leighton Centre

77 Leighton Road

Causeway Bay

Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking
Corporation Limited

Bank of China (Hong Kong) Limited

Note [#] Ernst & Young ("EY") resigned as auditor with effect from 31 March 2026. On 24 April 2026, Crowe (HK) CPA Limited ("Crowe") was appointed as the new auditor to fill the casual vacancy arising from EY's resignation. Accordingly, the consolidated financial statements in this annual report have been audited by Crowe.

REGISTERED OFFICE

Cricket Square
Hutchins Drive
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Grand Cayman, KY1-1111
Cayman Islands

**PRINCIPAL PLACE OF BUSINESS IN
HONG KONG**

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2A Sai Yeung Choi Street South
Mongkok, Kowloon, Hong Kong

**CAYMAN ISLANDS PRINCIPAL SHARE
REGISTRAR AND TRANSFER OFFICE**

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

**HONG KONG BRANCH SHARE REGISTRAR
AND TRANSFER OFFICE**

Tricor Investor Services Limited
17/F, Far East Finance Centre
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CORPORATE WEBSITE

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INVESTOR RELATIONS CONTACT

Email: info@claritymedic.com

STOCK CODE

1406

Financial Highlight

The board (the “**Board**”) of directors (the “**Directors**”) of Clarity Medical Group Holding Limited (the “**Company**”) is pleased to announce the annual consolidated results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2025, together with the comparative figures for the year ended 31 March 2024.

COMPARISON OF KEY FINANCIAL INFORMATION AND FINANCIAL RATIOS

	For the year ended 31 March		Change
	2026 HK\$'000	2025 HK\$'000	
Revenue	177,820	180,592	(1.5%)
Loss for the year	(46,412)	(34,289)	(35.4%)
Adjusted EBITDA for the year ^{(1)&(2)}	(10,024)	(6,149)	(63.0%)

Notes:

- (1) Adjusted EBITDA is derived from EBITDA (Earnings before interest, taxes and depreciation of plant and equipment) by excluding one-off impairment losses on plant and equipment and right-of-use assets, other income and gains/(losses), net, as well as non-recurring expenditures, mainly consisting of non-recurring professional fees, including legal and advisory fees related to the allegations and issues disclosed in the announcements of the Company dated 30 May 2025 and 30 June 2025.
- (2) This non-GAAP financial data is a supplemental financial measure that is not required by, or presented in accordance with, HKFRSs and is therefore referred to as a “non-GAAP” financial measure.

CEO's Statement

Dear Shareholders,

On behalf of the Board, I present the annual report of the Group for the year ended 31 March 2026 ("FY2026").

FY2026 was an exceptionally hard year, mostly for reasons that had nothing to do with the market. Allegations had been made against all the then Directors, and two Board committees were investigating them. Our shares stayed suspended. A former Director made further allegations against other Directors, and the last of these took the form of an Originating Summons which ended up in court. A publicity campaign in August 2025 damaged the Company's name. Responding took up much of management's time and cost a great deal of money, and it broke the momentum of the second half of FY2025. Revenue fell only slightly; a large part of the loss is non-recurring cost. The figures are in the Management Discussion and Analysis that follows.

The turn came late in the year, as the Board was reconstituted, the investigations proceeded on track and, on 2 April 2026, the Court dismissed the former Director's Originating Summons. With stability restored, management devoted more time to the business. Revenue returned to growth in the fourth quarter and has grown by around 30% in the first five months of FY2027. All outstanding results and the findings of the investigations and the internal control review are published, and the Company is working to fulfil the Resumption Guidance, with a view to resuming trading as soon as practicable.

Much of the last two years' investigation concerned how certain doctors were paid before our listing. I will not add to what the announcements say, but it has made one thing about our industry plain. In private healthcare in Hong Kong, patients come for doctors. The revenue a doctor generates is shared between the doctor and the platform company, and how it is shared decides the company's profit more than anything else. A profit that comes from paying doctors less is not a durable profit, and that is not the company we intend to be.

The company we intend to be earns its share by adding value of its own: a brand patients trust, the ability to bring patients to doctors, technology no single practice could afford, systems that let doctors concentrate on medicine, and the capital to build all this. A doctor who works with us should earn more with us than without us, and the Company should earn its return from the difference it makes.

Of course, as the past two years have taught us, nothing gets done without good governance. The lesson is set out in my statement in the FY2025 annual report, published alongside this one, and we do not intend to learn it twice.

ACKNOWLEDGEMENT

I thank my fellow Directors, our doctors and every colleague for standing by the Group this year; the team has stayed together and the business has come through. I thank our Shareholders, patients and partners for their patience.

Jiang Bo

Executive Director and Chief Executive Officer

Hong Kong, 15 September 2026

Management Discussion and Analysis

The operating environment in FY2026 remained challenging with continued economic headwinds. During the year, the Group also faced internal disruptions related to corporate governance matters, which required significant management attention and resources. With steady progress made in resolving these governance matters and preparing for trading resumption, our core business began to find its footing in the fourth quarter. Through the efforts of the management team, the Group returned to its normal track and focused on steady, long term development.

BUSINESS REVIEW

1. Responding to Allegations, Investigations and Litigation

Entering FY2026, allegations had been made against all of the then Directors, including the Directors then serving as Chief Executive Officer and Co-Chief Executive Officer. The Board established a Special Committee to investigate the corporate governance allegations and a Separate Special Committee to investigate the allegations relating to disclosures in the Company's IPO prospectus. A former Director subsequently made three further rounds of litigations against six other Directors, the last of which was pursued in court by way of an Originating Summons dated 19 September 2025. Responding to these matters demanded sustained management attention throughout the year.

The allegations also resulted in the suspension of trading in the Company's shares from 15 April 2025. In August 2025, a negative publicity campaign arising from the former Director's allegations further damaged the Company's public image.

Addressing the allegations, investigations and litigation, and pursuing the resumption of trading, consumed substantial human and financial resources of the Group.

Taken together, these matters (i) interrupted the growth momentum and the turnaround to positive cash flow that the Group had demonstrated in the second half of FY2025; and (ii) weighed heavily on the Group's business and financial performance. In September 2025, the month immediately following the aforementioned negative publicity campaign, the Group recorded its lowest monthly revenue since listing other than in Chinese New Year months, approximately 11.5% below the same month of the prior year. In addition, third-party legal and professional fees associated with these matters increased to approximately HK\$28.0 million of non-recurring costs incurred during the year.

2. Refocusing Operations after Stability Was Restored

During FY2026, the Board and the management team were reconstituted. As the reconstitution progressed, the investigations proceeded on track and the litigation initiated by the former Director moved towards its conclusion, management progressively shifted its focus back to business operations towards the end of FY2026.

The governance and legal matters were substantially resolved around the end of FY2026. As disclosed on 2 April 2026, the Court dismissed the Originating Summons issued by the former Director and all reliefs sought. Later that month, the Special Committee reported that nothing had come to its attention to suggest that any current Directors or senior management had engaged in fraudulent or dishonest acts in relation to the matters investigated.

Meanwhile, signs of recovery emerged. In December 2025, patient visits, new patient bookings and surgical volumes reached or exceeded the levels recorded in the corresponding periods of the previous two years. The recovery continued into the fourth quarter of FY2026: following year-on-year revenue declines of 8.4% and 6.6% in the second and third quarters, respectively, revenue returned to growth in the fourth quarter, increasing by 2.4% year-on-year. In March 2026, the final month of the financial year, revenue increased by approximately 8.3% year-on-year, reaching the highest monthly level in the past two financial years. Against this backdrop, the decline in revenue for the full year narrowed to 1.5%, with revenue of approximately HK\$177.8 million, a marked improvement from the 5.4% decline recorded in FY2025.

3. Other Highlights

Notwithstanding these challenges, the Group's business remained resilient and its market leadership intact. The Group remained the highest-volume ICL surgical provider in Hong Kong, finishing calendar year 2025 ranked No. 1 in Hong Kong by ICL surgical volume for the third consecutive year.

The Group also continued to advance its technology leadership. In November 2025, it officially launched the SILK refractive surgery platform under its exclusive partnership with Johnson & Johnson, making it the only provider in Hong Kong offering the comprehensive range of advanced refractive treatments comprising SMILE, SMILE Pro, LASIK, SILK™ and ICL. In March 2026, the Company became one of the first in Hong Kong to introduce Johnson & Johnson's Odyssey™ next-generation premium intraocular lens.

The Group's collaboration with Shenzhen New Frontier United Family Hospital progressed smoothly, with both the patient flow at the ophthalmology centre and the income generated by the centre doubling during FY2026.

Outlook

Looking ahead to FY2027, management believes the Group is well-positioned to build on the recovery momentum established in the fourth quarter of FY2026. The Group has demonstrated its ability to navigate operational disruptions, maintain market leadership, and deliver a return to growth despite a challenging external environment. The management team has remained stable and the business has continued to progress well: for the first five months of FY2027 (April to August 2026), the Group recorded year-on-year revenue growth of around 30% based on management accounts.

The management of the Company has implemented measures to enhance operating efficiency and support revenue recovery, including optimisation of service offerings, promotion of higher-demand treatment types, cost control measures and continued investment in new treatment technologies such as SILK and Alcon's UNITY platform, of which the Group introduced Hong Kong's first units in 2026. Management is confident that it will continue to improve the Group's business performance and deliver further growth, expansion and enhanced returns.

REVENUE OVERVIEWS

We mainly generate revenue from the provision of private ophthalmic services in Hong Kong, including refractive treatments, treatments for other eye problems, consultation and examination services, and sales of prescriptions and vision products. For the year ended 31 March 2026, our revenue amounted to approximately HK\$177.8 million, representing a decrease of approximately HK\$2.8 million or 1.5% from approximately HK\$180.6 million for the year ended 31 March 2025.

Management Discussion and Analysis

The table below sets out the breakdown of revenue by the types of treatments and services and their respective percentage of revenue.

	For the year ended 31 March				
	2026		2025		
	HK\$'000	% of revenue	HK\$'000	% of revenue	Change HK\$'000
Refractive Treatment	87,677	49.3%	103,628	57.4%	(15,951)
Laser refractive surgeries	37,074	20.9%	48,279	26.7%	(11,205)
Multifocal IOL replacements	27,259	15.3%	23,987	13.3%	3,272
ICL implantations	23,344	13.1%	31,362	17.4%	(8,018)
Treatments for other eye problems	62,870	35.4%	52,715	29.2%	10,155
Standard cataract surgeries	25,681	14.4%	23,577	13.1%	2,104
Laser procedures	12,240	6.9%	10,665	5.9%	1,575
PPV surgeries	13,772	7.8%	9,583	5.3%	4,189
Other treatments/surgeries	11,177	6.3%	8,890	4.9%	2,287
Consultation and examination services	16,445	9.2%	14,701	8.1%	1,744
Sales of prescriptions and others	8,234	4.6%	7,021	3.9%	1,213
Children myopia prevention and control	2,594	1.5%	2,527	1.4%	67
Revenue	177,820	100.0%	180,592	100.0%	(2,772)

REFRACTIVE TREATMENTS

Refractive treatments were our largest source of revenue during the year, representing approximately 49.3% of our revenue during FY2026. Refractive treatments include laser refractive surgeries, which include SMILE surgeries, SILK surgeries and LASIK surgeries, multifocal IOL replacement and ICL implantation.

SMILE is a refractive surgery that uses a femtosecond laser to carve a refractive lenticule within the cornea and remove it through a small incision. SMILE also includes its upgraded version, SMILE Pro, which offers a shorter laser treatment time and incorporates CentralLign and OcuLign technologies to assist with centration and cyclotorsion alignment during the procedure. SILK is a laser vision correction procedure that uses the ELITA femtosecond laser to treat myopia and astigmatism by removing a lenticule through a small incision and reshaping the cornea to correct vision. LASIK is a surgery that uses surgical blade and excimer laser to correct myopia, hyperopia and/or astigmatism by modifying the curvature of cornea. As we continue to introduce new laser technologies and equipment, including SILK introduced in FY2026, we have ceased separately disclosing the revenue contribution of each individual type of laser refractive surgery since FY2026. Multifocal IOL replacement is a procedure that corrects cataract and/or other refractive errors by extracting lens from the eye, followed by the replacement of multifocal IOL. ICL implantation is a surgery which places intraocular contact lens in front of the natural lens to correct myopia, hyperopia and astigmatism.

Our revenue generated from refractive treatments decreased by approximately HK\$16.0 million, or 15.4%, from approximately HK\$103.6 million for FY2025 to approximately HK\$87.7 million for FY2026. The decrease in revenue from refractive treatment was mainly due to declines in revenue generated from laser refractive surgeries and ICL implantations of approximately HK\$11.2 million and HK\$8.0 million, respectively, which was a result of weaker market demand. Such decreases were partially offset by an increase in revenue generated from multifocal IOL replacements of approximately HK\$3.3 million during FY2026.

TREATMENTS FOR OTHER EYE PROBLEMS

Treatment for other eye problems include standard cataract surgery, laser procedure, PPV surgeries, and other treatments and surgeries. Revenue generated from these treatments for FY2025 and FY2026 amounted to approximately HK\$52.7 million and HK\$62.9 million, respectively. This represented approximately 29.2% and 35.4% of our total revenue for the respective years. The revenue from treatment for other eye problems increased by approximately HK\$10.2 million or 19.3% in the respective years. The increase was broad-based across the major treatment categories and was mainly attributable to increases in revenue generated from PPV surgeries, other treatments/surgeries, standard cataract surgeries and laser procedures of approximately HK\$4.2 million, HK\$2.3 million, HK\$2.1 million and HK\$1.6 million, respectively.

CONSULTATION AND EXAMINATION SERVICES

Consultation and examination services mainly include assessments of eye conditions, such as visual acuity, refraction, anterior segment examination, fundal examination and intraocular pressure measurement. Our revenue generated from consultation and examination services increased by approximately HK\$1.7 million or 11.9% from approximately HK\$14.7 million for FY2025 to approximately HK\$16.4 million for FY2026.

SALES OF PRESCRIPTIONS AND OTHERS

Sales of prescriptions and others are mainly sales of medication prescribed by our medical practitioners to our patients following diagnosis after consultation and examination or treatment services. For FY2025 and FY2026, our revenue generated from sales of prescriptions and others was approximately HK\$7.0 million and HK\$8.2 million, representing approximately 3.9% and 4.6% of our revenue, respectively.

Management Discussion and Analysis

CHILDREN MYOPIA PREVENTION AND CONTROL

Children's myopia prevention and control aims to manage and slow down myopia progression in children. The services provided include comprehensive eye examinations to assess visual acuity, refractive error and overall eye health. Based on the examination results, personalised consultations are offered to parents and children, including suggestions for managing myopia. Revenue generated from children's myopia prevention and control remained broadly stable at approximately HK\$2.6 million for FY2026, compared with approximately HK\$2.5 million for FY2025.

OTHER INCOME AND LOSSES, NET

In FY2026, other income, net, mainly consisted of (i) interest income from bank deposits, (ii) disposal gains/(losses) and write-off of plant and equipment, (iii) gains on termination of lease, and (iv) loss on reinstatement costs. Our other income and losses, net for FY2026 decreased by approximately HK\$222,000, or 9.7%, compared to FY2025. The decrease was primarily attributable to a decrease in interest income from bank deposits of approximately HK\$3.0 million, partially offset by an increase in other gains and losses, net of approximately HK\$2.7 million, mainly due to the absence of write-off of items of plant and equipment and loss on reinstatement costs recorded in FY2025, together with a gain on termination of lease recognised in FY2026.

INVENTORIES USED

Inventories used mainly comprised the costs of medical device licences, implantable collamer lenses ("ICLs"), intraocular lenses ("IOLs"), drugs and dispensary supplies. Our medical device licences are procedure packs, which comprised of medical consumables required for the operation of our medical devices. The procedure packs enable our medical practitioners to perform treatments and surgeries using the respective medical devices. IOLs primarily consist of intraocular lens used in treatments and surgeries. Our drugs and dispensary supplies are drugs prescribed by our medical practitioners to our patients following diagnosis after consultation and supplies are materials used during surgeries. For FY2025 and FY2026, inventories used amounted to approximately HK\$38.0 million and HK\$35.4 million, respectively, representing approximately 21.0% and 19.9% of our revenue for the corresponding years. The decrease in inventories used as a percentage of revenue was mainly attributable to a change in treatment mix, with a higher contribution from multifocal IOL replacements and standard cataract surgeries during FY2026, which generally have lower inventory cost-to-revenue ratios and contributed to the reduction in overall inventories used as a percentage of revenue.

CONSULTANCY FEES

Consultancy fees represent professional fees paid to our medical practitioners, and consist of fixed fees and/or variable fees being calculated based on the revenue generated by the respective medical practitioners, net of relevant center costs. For FY2025 and FY2026, consultancy fees amounted to approximately HK\$64.3 million and HK\$62.0 million, representing approximately 35.6% and 34.9% of our total revenue, respectively. The Company adopted a share award plan (the "**Share Award Plan**") on 23 November 2022. On 4 July 2023, the Board resolved to grant 26,088,750 awarded shares to five medical practitioners under the Share Award Plan. Consequently, share-based payments of approximately HK\$3.5 million and HK\$1.6 million, related to the service providers, were recorded as consultancy fees and recognised in the consolidated statement of comprehensive income in FY2025 and FY2026, respectively.

EMPLOYEE BENEFIT EXPENSES

Our employee benefit expenses include wages, salaries, pension scheme contributions and other related expenses for our staff. For FY2025 and FY2026, our employee benefit expenses amounted to approximately HK\$50.2 million and HK\$52.5 million, representing approximately 27.8% and 29.5% of our revenue, respectively. On 4 July 2023, the Board resolved to grant 9,367,500 awarded shares to 36 individuals (including two Directors) under the Share Award Plan. As a result, share-based payments of approximately HK\$2.7 million and HK\$620,000, related to the employees and Directors, were recorded as employee benefit expenses and recognised in the consolidated statement of profit or loss and other comprehensive income for the years ended 31 Mar 2025 and 2026, respectively.

DEPRECIATION OF PLANT AND EQUIPMENT

Depreciation expenses for plant and equipment mainly comprise depreciation expenses on leasehold improvements and medical and office equipment for our medical centres. For FY2025 and FY2026, our depreciation expenses for plant and equipment amounted to approximately HK\$10.6 million and HK\$9.8 million, representing approximately 5.9% and 5.5% of our revenue, respectively.

DEPRECIATION OF RIGHT-OF-USE ASSETS

Depreciation expenses for right-of-use assets mainly comprise depreciation expenses for leased equipment and properties. For FY2025 and FY2026, our depreciation expenses for right-of-use assets amounted to approximately HK\$12.4 million for both financial years, representing approximately 6.9% and 7.0% of our revenue, respectively.

IMPAIRMENT LOSSES ON PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

As at 31 March 2026, the Group's management identified certain medical centers which continued to underperform and estimated the corresponding recoverable amounts of their plant and equipment. Based on these estimates, impairment losses of approximately HK\$83,000 (FY2025: 4.4 million) were recognized to write down the carrying amounts of these plant and equipment to their recoverable amounts.

IMPAIRMENT LOSSES ON OTHER RECEIVABLES

A loan of HK\$14.4 million was advanced to a medical practitioner. The loan was unsecured, bore interest at 3% per annum, and was originally repayable within 12 months. During the year ended 31 March 2025, the medical practitioner made repayments totalling HK\$13.0 million, of which HK\$329,000 represented accumulated accrued interests, leaving an outstanding balance of HK\$1,750,000 as at 14 January 2025. On the same date, the Group and the medical practitioner executed a deed of assignment under which the medical practitioner assigned to the Group her right to receive an outstanding amount of HK\$1.8 million from Dr. Tse under a guarantee and indemnity agreement entered into between them on 31 August 2022, in full settlement of the remaining loan balance. On 3 November 2025, Dr. Tse was declared bankrupt by the High Court of Hong Kong. Management considers the outstanding receivable assigned to the Group under the deed of assignment to be doubtful and credit-impaired. A full impairment loss of HK\$1.8 million has therefore been recognised in profit or loss during FY2025. The remaining balance of HK\$88,000 represented an advance to Dr. Tse in prior years. A full impairment loss of HK\$88,000 has also been recognised in profit or loss during FY2025.

Management Discussion and Analysis

OTHER EXPENSES

Other expenses mainly comprise other general and administration expenses, management fees, business development expenses and bank charges. For FY2025 and FY2026, other expenses were approximately HK\$36.9 million and HK\$55.0 million, representing approximately 20.5% and 30.9% of our revenue, respectively. The table below sets forth the breakdown of other expenses for FY2025 and FY2026 respectively:

	Year ended 31 March	
	2026	2025
	HK\$'000	HK\$'000
Auditor's remuneration		
– Audit services	900	2,800
– Non-audit services	300	300
Bank charges	3,458	4,018
Business development	9,607	7,081
Repair and maintenance	2,066	2,600
Professional fees	28,543	11,078
Expenses in relation to short-term leases	855	439
Other general and administrative expenses	9,263	8,622

Bank charges are expenses related to credit card transfers and installment. For FY2025 and FY2026, our bank charges amounted to approximately HK\$4.0 million and HK\$3.5 million, respectively.

Business development expenses include various activities aimed at promoting eye care and raising awareness of related topics. These activities comprise organising eye care educational talks, producing videos related to eye care, designing websites, organising events for promoting eye care awareness, and printing leaflets. For FY2025 and FY2026, our business development expenses amounted to approximately HK\$7.1 million and HK\$9.6 million, respectively. The increase in business development expenses in FY2026 was mainly attributable to increased marketing and promotional activities aimed at enhancing patient acquisition and broadening our customer reach.

Professional fees mainly comprise payments to various professional service providers, including legal counsel, consultancy and advisory services. These fees increased by approximately HK\$17.5 million, or 157.7%, from approximately HK\$11.1 million for FY2025 to HK\$28.5 million for FY 2026.

Other general and administrative expenses mainly includes, but not limited to, utilities charges, insurance payments, other telecommunication charges, travelling expenses and entertainment expenses. For FY2025 and FY2026, other general and administrative expenses were relatively stable.

FINANCE COSTS

Finance costs mainly comprise interest expenses on lease liabilities, which was approximately HK\$1.0 million and HK\$788,000 for FY2025 and FY2026, respectively.

INCOME TAX

The Group recognised taxation for profit at the rate of 16.5% in Hong Kong with reference to the estimated assessable profits during the period.

For FY2025 and FY2026, the Group reported a tax credit of around HK\$2.6 million and HK\$1.7 million, respectively. The tax credit was calculated at a rate of 16.5% based on a loss before income tax of approximately HK\$36.9 million and HK\$48.1 million recognized for FY2025 and FY2026, after excluding non-deductible items acknowledged by the Group. The non-deductible expenses mainly represented an impairment loss on plant and equipment, as well as right-of-use assets, totaling approximately HK\$83,000 and HK\$Nil, respectively.

LOSS FOR THE YEAR

As a result of the foregoing, the Group recorded a loss of approximately HK\$46.4 million in FY2026, compared to a loss of approximately HK\$34.3 million in FY2025.

CAPITAL EXPENDITURE AND COMMITMENTS

For FY2025 and FY2026, the Group incurred capital expenditures of approximately HK\$8.4 million and HK\$0.1 million, respectively, primarily due to the purchase of equipment and leasehold improvements for our medical centres.

As at 31 March 2026, the Group does not have capital expenditure contracted for but not yet recognised (2025: Nil).

GEARING RATIO

As at 31 March 2026, the gearing ratio, which is calculated as net debt divided by total capital, is not applicable due to net cash position (2025: not applicable).

CONTINGENT LIABILITIES

The Group had no material contingent liability as at 31 March 2026.

PLEDGE OF ASSETS

The Group had not pledged or charged on any assets as at 31 March 2026.

FINANCIAL INSTRUMENTS

Our major financial instruments include financial assets at fair value through profit or loss, trade receivables, financial assets included in deposits, prepayments and other receivables, cash and cash equivalents, lease liabilities, trade payables, financial liabilities included in accruals and other payables. Our management manages such exposure to ensure appropriate measures are implemented on a timely and effective manner.

Management Discussion and Analysis

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT FINANCIAL RISKS

Exposure to Fluctuation in Exchange Rates

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not our functional currency. We mainly operate in Hong Kong with the majority of the transactions settled in HK\$. We closely monitor and manage foreign exchange risk exposures to ensure the exposures do not have significant impact on the operation of the Group. As the Group does not have any significant transactions, assets or liabilities which are settled in currencies other than HK\$ during the FY2025 and FY2026, our income and operating cash flows are substantially independent of changes in market foreign exchange rate. We have not used any derivative financial instrument to hedge against our exposure to foreign exchange risk but will closely monitor such risk on an ongoing basis.

Cash Flow and Fair Value Interest Rate Risk

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

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

Credit Risk

Our credit risk mainly arises from trade receivables, financial assets included in deposits, prepayments and other receivables, and cash and cash equivalents. Our maximum exposure to credit risk is the carrying amounts of these financial assets.

The credit risk of cash and bank balances are limited because they are deposited in medium or large listed banks. We do not expect that there will be any significant losses from non-performance of these counterparties.

We have assessed that the expected loss rate for trade receivables was immaterial during FY 2026. We have a highly diversified source of patients, without any single patient contributing to revenue in a material way. We also have procedures in place to ensure that follow-up action is taken to recover overdue debts. Our management determines the expected credit losses on trade receivables based on Group's historical observed default rates, existing market conditions as well as forward-looking estimates at the end of the reporting period. Our management reviews patients' billing and payment status at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amount. In addition, we have appropriate measures in place to ensure credit sales made to customers with an appropriate credit history. During FY2026, we had not identified specific concentrations of credit risk related to trade receivables, as the amounts recognised mainly represent receivables from credit card companies due to a large number of customers who choose to pay by credit card.

LIQUIDITY RISK

We adopt prudent liquidity risk management by maintaining sufficient cash balances to meet our financial commitments when they become due. Accordingly, we believe that we do not have significant liquidity risk.

CAPITAL RISK MANAGEMENT

Our capital structure consists of shareholders' equity. In order to maintain or adjust our capital structure, we may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets. We monitor capital on the basis of the gearing ratio. The gearing ratio is calculated as net debt divided by total equity. The net debt includes the total borrowings including lease liabilities less cash and cash equivalents. As of 31 March 2025 and 2026, we maintained at net cash position.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2026, the Group employed a total of 109 employees (31 March 2025: 102). The Group ensures that its remuneration packages are comprehensive and competitive from time to time. When determining the emolument payable to the Directors (including the executive Directors), we take into account the experience of the Directors, their level of responsibility and general market conditions. Any discretionary bonus and other merit payments of the Directors are linked to the profit performance of the Group and the individual performance of the Directors. Employees are remunerated with a fixed monthly income plus annual discretionary performance-related bonus.

The Group adopted a share option scheme (the "**Share Option Scheme**") on 26 January 2022 and the Share Award Plan on 23 November 2022. These schemes were established to provide incentives and rewards to eligible participants, including selected employees, for their contributions to the Group and to align the corporate objectives and interests between the Group and its key talents. On 27 June 2023, the Board has resolved to terminate the Share Option Scheme with immediate effect. Details of the Share Award Plan is set out in the Company's Circular dated 7 November 2022. The Group also sponsors selected employees to attend external training courses that suit the needs of the Group's business. We believe that investing in our employees' development and skills not only benefits them personally but also enhances the Group's overall capabilities and competitiveness.

OUTLOOK AND STRATEGIES

Our principal business objective is to achieve sustainable growth, further strengthen our position in the ophthalmic services market and create long-term value for our shareholders by executing the following strategies:

- We will continue to strengthen our market position in Hong Kong by maintaining our market-leading position in SMILE surgery and promoting ICL implantation; while exploring new opportunities for growth and expansion, like exploring tapping into children myopia prevention and control business.
- We plan to acquire equity interests in eye-related clinics, outpatient department or hospitals in the People's Republic of China ("**PRC**") to expand our presence into the PRC under our brand of "Clarity".
- We plan to identify suitable collaboration partners for collaboration and expansion.
- We plan to acquire interests in ophthalmic-related businesses.

Management Discussion and Analysis

LIQUIDITY AND CAPITAL STRUCTURE

During FY2026 our operations were generally financed from internally generated cash flows. The Directors believe that in the long term, our operations and potential future investments (including the proposed acquisitions mentioned in the above section headed “**OUTLOOK AND STRATEGIES**”) will be funded by internally generated cash flows and, if necessary, additional equity financing and bank borrowings. As at 31 March 2026, we had cash and cash equivalents of HK\$92.0 million (31 March 2025: HK\$132.6 million), all of which were denominated in Hong Kong dollars.

During FY2025 and FY2026, the Group did not use any financial instruments, currency borrowings or other hedging instruments for hedging purposes. The Group has no outstanding bank loans, overdrafts or other borrowings as at 31 March 2026.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. As at 31 March 2026, the gearing ratio is not applicable due to net cash position (2025: not applicable).

The current ratio (calculated as current assets over current liabilities) was 3.3 times as at 31 March 2026 compared with 4.1 times as at 31 March 2025.

As at 31 March 2026, the Group reported net current assets of HK\$70.7 million, as compared with HK\$108.6 million as at 31 March 2025.

Net cash used in operating activities of HK\$28.4 million during FY2026 as compared to net cash generated from operating activities of HK\$17.9 million during FY2025. In FY2026, net cash used in operating activities mainly attributed from loss before income tax of approximately HK\$48.1 million, excluding non-cash items of (i) shares-based payments of approximately HK\$2.2 million; (ii) depreciation of plant and equipment of approximately HK\$9.8 million; and (iii) depreciation of right-of-use assets of approximately HK\$12.4 million.

Net cash from investing activities amounted to HK\$436,000 in FY2026 as compared to net cash from investing activities of approximately HK\$44.4 million in FY2025, which was mainly attributed to maturity of time deposits of approximately HK\$50.0 million in FY2025.

Net cash used in financing activities amounted to HK\$13.7 million in FY2026, compared to net cash used in financing activities of HK\$21.0 million in FY2025, which were all related to lease payments.

SIGNIFICANT INVESTMENTS, ACQUISITION AND DISPOSALS

Except for investments in subsidiaries, there were no significant investments held by the Group as at 31 March 2026.

The Group had no other material acquisitions or disposal of subsidiaries, associates and joint ventures during the reporting period.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 of the Listing Rules as its code of conduct in respect of the securities dealing by the Directors. For details on confirmations, please refer to the section headed “MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS” in the Corporate Governance Report in this report.

DIVIDEND

The Board does not recommend payment of a final dividend in FY2026 (FY2025: Nil). No dividend was paid or declared by the Company or other members of the Group during FY2026.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither our Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities in FY2026 and up to date of this report.

MAJOR EVENTS AFTER THE REPORTING PERIOD AND/OR THOSE NOT YET REPORTED IN THE PUBLISHED ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2024 OR THE PUBLISHED INTERIM REPORT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024

Suspension of trading in the shares of the Company and Resumption Guidance

- (a) Trading in the shares of the Company on the Stock Exchange has been suspended since 15 April 2025 and remains suspended as at the date of this report.
- (b) The Company received two sets of resumption guidance from the Stock Exchange on 20 May 2025 and 26 June 2025 respectively (“**Resumption Guidance**”) for resumption of trading in the shares of the Company on the Stock Exchange. For details of the Resumption Guidance, please refer to the announcements of the Company dated 30 May 2025 and 30 June 2025.
- (c) The Special Committee was established on 30 December 2024 to investigate the purported allegations involving certain corporate governance issues. Subsequently, additional allegations were made in respect of other corporate governance issues (collectively, the “**Corporate Governance Allegations**”). The Resumption Guidance stipulates that the completion of an independent forensic investigation into the Corporate Governance Allegations is one of the conditions for the resumption of trading. The Special Committee was reconstituted on 11 November 2025. As disclosed in the Company’s announcement of 14 January 2026, FTI Consulting (Hong Kong) was engaged as the independent forensic accountant to the Special Committee to conduct investigation on the Corporate Governance Allegations (“**FTI Investigation**”). For further details, please refer to the announcements of the Company dated 17 January 2025, 20 January 2025, 12 February 2025, 13 May 2025, 14 July 2025, 14 October 2025, 12 November 2025 and 14 January 2026.

Management Discussion and Analysis

- (d) Allegations were made against the Company that it made material misstatements in its IPO prospectus and failed to disclose in such prospectus certain re-routing of paid dividends to certain past medical practitioners of the Group for remuneration purposes (“**IPO Allegations**”), as disclosed by the Company on 13 May 2025. The Separate Special Committee was established in May 2025 to investigate the IPO Allegations with an additional member being appointed in June 2025. The Resumption Guidance requires, as a condition for the resumption of trading, an independent forensic investigation into the IPO Allegations. The Separate Special Committee was reconstituted on 11 November 2025, and the additional member appointed in June 2025 resigned with effect from 13 April 2026. As disclosed in the Company’s announcement of 5 March 2026, Grant Thornton Advisory Services Limited was appointed as the forensic advisor to the Separate Special Committee to conduct investigation on the IPO Allegations (“**GT Investigation**”). For further details, please refer to the announcements of the Company dated 13 May 2025, 3 July 2025, 14 July 2025, 14 October 2025, 12 November 2025, 14 January 2026, 5 March 2026 and 14 April 2026.
- (e) As one of the conditions for the resumption of trading under the Resumption Guidance, an independent internal control review (“**IC Review**”) is to be conducted to demonstrate that the Company has in place adequate internal control and procedures to comply with the Listing Rules. For such purpose, the Company appointed one of the Big Four advisory firms (“**IC Adviser**”) to conduct IC Review, as disclosed by the Company on 7 April 2026.

Status of FTI Investigation, the GT Investigation and the IC Review

- (a) The FTI Investigation was disclosed in the announcements of the Company dated 7 April 2026 and 11 September 2026 respectively, which include, among other things, the background, scope, procedures, key findings and limitations of the FTI Investigation, as well as the opinions of the Special Committee and of the Board on the FTI Investigation.
- (b) The GT Investigation was disclosed in the announcement of the Company dated 11 September 2026, which includes, among other things, the background, procedures, limitations and key findings of the GT Investigation, as well as the views of the Separate Special Committee and of the Board on the GT Investigation.
- (c) The IC Review was disclosed in the announcement of the Company dated 13 September 2026 which includes, among other things, (a) the background, scope and methodology, limitations, observations and recommendations of the IC Review, (b) the remedial measures taken by the Company, (c) follow-up review conducted by the IC Adviser, including the review on the Company’s enhancement measures to address the internal control matters revealed in the FTI Investigation and the GT Investigation, and (d) the views of the Board and the Audit Committee on the IC Review.

Litigations

On 5 February 2025, the Company’s indirect wholly-owned subsidiary, Saintford Limited (尚方有限公司), as plaintiff, issued (i) a writ of summons under action number HCA 0198/2025 against WIT Limited, an entity being controlled by Dr. Tse, and (ii) a writ of summons under action number DCCJ 0676/2025 against Dr. Tse. For details of these two legal actions, please refer to the announcement of the Company dated 12 February 2025. Both actions are still active.

A bankruptcy order was made against Dr. Tse by the High Court of Hong Kong under action number HCB 5599/2025 on 3 November 2025, as disclosed in the Company's announcement of 7 November 2025. Following such bankruptcy order, any further proceedings in the DCCJ 0676/2025 action brought by the Company (as creditor) against Dr. Tse (the bankrupt) require leave of the court pursuant to section 12(1) of the Bankruptcy Ordinance (Chapter 6 of the Laws of Hong Kong). Further announcement(s) will be made by the Company as and when appropriate to keep its shareholders and potential investors informed of any material developments concerning the legal actions.

On 22 September 2025, the Company received an originating summons dated 19 September 2025 (the "**OS**") issued at the High Court of Hong Kong by Dr. Tse, as the plaintiff. The OS was issued against the Company under the action number HCMP 1627/2025. A hearing was held on 2 April 2026 and the High Court of Hong Kong pronounced judgment to dismiss the OS including all the reliefs sought by Dr. Tse therein. For further details on the HCMP 1627/2025 action, please refer to the announcements dated 23 September 2025, 27 February 2026 and 2 April 2026, and the circular of the Company dated 5 February 2026.

Change of auditor

Ernst & Young has resigned as the auditor of the Company with effect from 31 March 2026. Crowe was appointed as the new auditor of the Company to fill the casual vacancy and shall hold office until the conclusion of the next annual general meeting of the Company. For further details to the change of auditor, please refer to the announcements of the Company dated 2 April 2026, 14 April 2026 and 11 May 2026.

Non-compliance of Listing Rules

During the year ended 31 March 2026, the Company failed to comply with certain Listing Rules and relevant remedial steps were taken. Please refer to the disclosures under the section headed "Non-compliance with the Listing Rules" in the Corporate Governance Report of this report for details.

Profile of Directors, Senior Management and Company Secretary

DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Jiang Bo (蔣波), aged 45, was appointed as executive Director and Chief Executive Officer and a member of Remuneration Committee on 9 September 2024 and has resigned as a member of Remuneration Committee on 1 September 2025. Mr. Jiang is responsible for the general management and business strategy formulation of the Group. He brings nearly twenty years of experiences in senior investment and operating positions at several renowned institutions. From October 2021 to June 2023, he was a partner at Index Capital, a leading fully integrated investment bank in China. Prior to that, Mr. Jiang was appointed as a non-executive director of Cosmo Lady (China) Holdings Company Limited (都市麗人(中國)控股有限公司), a company whose shares are listed on the Stock Exchange (stock code: 2298), between May 2020 and February 2022. From May 2018 to September 2021, Mr. Jiang led Fosun Private Equity (復星美元產業基金) as President, overseeing its investment and management activities. He was also appointed as a director of Beijing Airdoc Technology Co., Ltd (北京鷹瞳科技發展股份有限公司), a company whose shares are listed on the Stock Exchange (stock code: 2251), in December 2019, then was re-designated as non-executive director from April 2021 to May 2022. Earlier, he was a partner at Long Hill Capital from January 2017 to April 2018, where he specialized in healthcare and consumer services investments. His experience also includes a tenure as an executive director at New Enterprise Associates (NEA) from March 2012 to January 2017. Before that, Mr. Jiang served as a product director of the mobile business department of Alipay.com Co., Ltd (支付寶(中國)網路技術有限公司), which was an indirectly wholly-owned subsidiary of Alibaba Group Holding Limited (阿里巴巴集團控股有限公司), a company whose shares are listed on the New York Stock Exchange (ticker symbol: BABA) and the Stock Exchange (stock code: 9988), where he founded the mobile payment team and led the development and launch of the first mobile payment product in China, between December 2006 and July 2010.

Mr. Jiang earned his Master of Business Administration from The Wharton School at the University of Pennsylvania in the United States in May 2012. Prior to this, he completed a Master of Philosophy in Industrial Engineering and Engineering Management at the Hong Kong University of Science and Technology in November 2005. He received his Bachelor's degree in Computer Science and Technology from Tsinghua University in the People's Republic of China, in July 2002.

Non-Executive Directors

Mr. Chen Jiarong (陳家榮), aged 37, was appointed as a non-executive Director, and a member of Remuneration Committee on 1 September 2025 and was appointed as a member of the Nomination Committee on 13 January 2026. He is the Chairman of Shenzhen Kingkey Smart Agriculture Times Co., Ltd. (Shenzhen Stock Exchange Stock Code: 48). He possesses over ten years of experience in corporate management and investment, with a diverse background in capital markets and strategic planning.

Mr. Chen graduated from the University of British Columbia with a Bachelor of Arts degree in Economics in 2012. After graduation, he joined as a business manager at the Shenzhen Branch of Ping An Securities Limited where he provided financial advisory and strategic support to corporate clients, accumulating solid expertise in finance and market insights.

In 2014, Mr. Chen founded Kingkey Enterprise Holdings Limited and served as its chief executive officer from 2014 to 2019. He was responsible for managing and overseeing a direct investment portfolio exceeding HK\$2 billion, and led the company's investment decisions, organizational operations, and long-term strategic planning, successfully driving sustained growth in business scale and investment returns. In terms of public company governance, Mr. Chen served as chairman and non-executive director of Kingkey Intelligence Culture Holdings Limited (Stock Exchange Stock Code: 550) from 2017 to 2018. Since 2020, he has been a non-executive director of Meitu Inc. (Stock Exchange Stock Code: 1357). Mr. Chen has been a director of Shenzhen Kingkey Smart Agriculture Times Co., Ltd. (Shenzhen Stock Exchange Stock Code: 48) since 2022 and assumed the role of chairman in June 2024.

Professor Wang Qinmei (王勤美), aged 71, was appointed as a non-executive Director on 11 November 2025. He is currently the professor of ophthalmology and optometry, chief physician, doctoral supervisor at Wenzhou Medical University. He is currently the deputy president and chief medical officer of Wenzhou Medical University Eye and Vision Hospital Group (溫州醫科大學眼視光醫院集團). He possesses over 40 years of experience in ophthalmology.

After graduation, Prof. Wang joined Wenzhou Medical University Affiliated Eye and Vision Hospital (溫州醫學院附屬眼視光醫院), where he served as the executive president. He was also an expert member, member of the Corneal Disease Group and former deputy leader of Corneal Disease Group of the ophthalmology branch of the Chinese Medical Association (中華醫學會眼科學分會).

He served as the chief editor of multiple textbooks including Refractive Surgery for the Ministry of Education's 10th, 12th, and 13th Five-Year Plans and as lead translator and contributing translator for several monographs in refractive surgery.

Mr. Sun Peng (孫鵬), aged 48, was appointed as a non-executive Director on 22 January 2026. He has over 20 years of experience in software engineering. He obtained a bachelor's degree in Engineering in Computer Science and a master's degree in Computer Science from the University of Science and Technology of China in 2002 and 2005 respectively.

From July 2005 to May 2010, he worked as a software engineer at the Microsoft Advanced Technology Centre in Beijing. From May 2010 to January 2022, he worked at Xiaomi Corporation as a software engineer. Since February 2022, he has been a software engineer at Hefei Whale Microelectronics Co., Ltd., a wholly-owned subsidiary of Jiangsu Yitong High-tech Co., Ltd. ("**Yitong**"), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300211). He is also the general manager and director of Yitong, since February 2022 and April 2023 respectively.

Independent Non-Executive Directors

Mr. Wang Can (王燦), aged 47, was appointed as an independent non-executive Director and the chairman of Remuneration Committee and a member of each of the Audit Committee and Nomination Committee on 9 September 2024 and was re-designated from member to chairman of the Audit Committee on 25 March 2025. With effect from November 2022, Mr. Wang has been appointed as independent non-executive Directors of Atour Lifestyle Holdings Ltd. (listed on NASDAQ with stock code ATAT). Mr. Wang served as the Chief Financial Officer of New Hope Group Co. Ltd and the Chairman of New Hope Finance Co. Ltd from September 2022 to January 2024. He was also an independent non-executive Director of Health and Happiness (H&H) International Holdings Limited (listed on the Stock Exchange with stock code 1112) from March 2020 to December 2022. Mr. Wang worked in the group of companies comprising Fosun International Limited (listed on the Stock Exchange with stock code 0656) ("**Fosun International**") and its subsidiaries from time to time (the "**Fosun Group**") from November 2012 to January 2020. Mr. Wang once worked as the Chief Growth Officer (CGO), the Chief Financial Officer (CFO) of the Fosun Group. He was an executive director and senior vice president of Fosun International from March 2017 to January 2020, a non-executive director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (listed on the Stock Exchange with stock code 02196 and the Shanghai Stock Exchange with stock code 600196) from June 2016 to January 2020, a non-executive director of Fosun Tourism Group (listed on the Stock Exchange with stock exchange 01992) from November 2018 to January 2020, and a director of Shanghai Ganglian E-commerce Holdings Co., Ltd. (listed on the Shenzhen Stock Exchange with stock code 300226) from May 2017 to 3 October 2019. Prior to joining the Fosun Group, Mr. Wang worked in Kingdee Software (China) Co., Ltd., PricewaterhouseCoopers Zhong Tian LLP, Standard Chartered Bank (China) Limited and Huazhu Group Limited (listed on NASDAQ with stock code HTHT and the Stock Exchange with stock code 01179). Mr. Wang is a non-practicing member of the Chinese Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants, and has been appointed as Deputy President of China Association of Chief Financial Officers since April 2021. Mr. Wang graduated from Anhui University in 1997 and received an EMBA degree from China Europe International Business School in 2014.

Profile of Directors, Senior Management and Company Secretary

Ms. Ci Ying (慈瑩), aged 59, was appointed as an independent non-executive Director and a member of Nomination Committee on 25 June 2025, was appointed as a member of Remuneration Committee on 1 September 2025 and was appointed as the chairperson of the Nomination Committee and a member of the Audit Committee on 13 January 2026. She has over 20 years of experience in business development and client relationships. She worked at JPMorgan Chase Bank, N.A., where her last position was executive director of corporate & investment bank, from February 2003 to April 2008.

Ms. Ci served Computershare Hong Kong Investor Services Limited with her last position as managing director in corporate proxy solicitation from May 2008 to October 2020. She was also the president of Shenzhen Mingda Asset Management Co., Ltd. (深圳市明達資產管理有限公司), a company that primarily engages in asset management, from November 2020 to November 2022. She has been the senior adviser of Morrow Sodali Limited, a company that primarily engages in corporate governance advisory services and business consultancy, since March 2023.

Ms. Ci also served as an independent non-executive director of GL-Carlink Technology Holding Limited (廣聯科技控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2531) since June 2024.

Ms. Ci also served as a supervisor of the following companies (the “**Deregistered Companies**”), which were established in the People’s Republic of China, at the time or within 12 months from the time of their deregistration. The relevant details are as follows:

Company name	Ms. Ci’s position	Ms. Ci’s position	Status	Date of deregistration
Shenzhen City Jukuixin Advertising Co., Ltd. (深圳市聚奎鑫廣告有限公司)	Supervisor	Advertising	Deregistered	28 June 2012
Shenzhen Jukuixin Investment Consulting Co., Ltd. (深圳市聚奎鑫投資諮詢有限公司)	Supervisor	Investment consulting	Deregistered	28 June 2012

Ms. Ci confirmed that each of the Deregistered Companies were deregistered due to cessation of business operations and were deregistered on a voluntary basis, and were solvent at the time of deregistration, and that such deregistration was not caused by any fraudulence or misconduct on her part. Ms. Ci was not aware of any actual or potential liability or obligation imposed on or that will be made against her.

Ms. Ci obtained her bachelor’s degree in pharmaceutical science from Shenyang Pharmaceutical College (瀋陽藥學院) (currently known as Shenyang Pharmaceutical University (瀋陽藥科大學)) in July 1990 and her degree of master of business administration from Fordham University in May 1999. She was admitted as a fellow of the Hong Kong Chartered Governance Institute in March 2022.

Dr. Chen Poujian (陳剖建), aged 61, was appointed as an independent non-executive Director and a member of the Audit Committee on 11 November 2025. He possesses over 35 years of experience in insurance and investment and has been serving as the chairman and executive director of Ruihua Health Assurance Corporation (瑞華健康保險股份有限公司) since July 2018.

Dr. Chen is a senior economist with a PhD degree in Economics from Zhongnan University of Economics and Law. He obtained a bachelor's degree from Central University of Finance and Economics in 1986 and a master's degree from Zhongnan University of Economics and Law in 1992.

In 1988, Dr. Chen joined Ping An Insurance (Group) Company of China, Ltd. as a founding team member, serving as general manager of reinsurance division in the Jiangsu branch. He founded Tianan Insurance Co., Ltd (天安保險股份有限公司) in 1994 and John Hancock Tianan Life Insurance Company in 2001. From October 1994 to March 2010, he served as CEO and chairman of Tianan Insurance Co., Ltd. In 2012, Dr. Chen founded China Horae Capital Management (中國紅瑞資本管理集團有限公司), where he served as CEO. In 2016, Dr. Chen spearheaded the establishment of Ruihua Health Assurance Corporation and, upon its official approval to commence business by the regulator in 2018, was appointed chairman.

Mr. Xu Anliang (徐安良), aged 63, was appointed as an independent non-executive Director and a member of the Audit Committee on 22 January 2026. He holds a master's degree and obtained a doctor's degree in economics from Nankai University in 2006. Mr. Xu is also a non-practicing member of the Chinese Institute of Certified Public Accountants.

Mr. Xu has been working for government institutions and corporations for many years. From 2019 to 2024, Mr. Xu served as a senior executive vice president of Wanxiang Group Corporation ("**Wanxiang Group**"), the chairman of Wanxiang Venture Capital Co., Ltd, and held various positions in the subsidiaries of Wanxiang Group. Mr. Xu served as an executive director of Puxing Energy Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0090), from April 2021 to March 2024.

Save as disclosed above and in this annual report, (i) our Directors and senior management are independent from, and are not related to, any Directors, senior management or substantial or controlling shareholders of our Company; (ii) none of our Directors and senior management is and has been a director of any other listed companies in Hong Kong or overseas in the past three years (iii) our Directors and their respective close associates are not interested in any business apart from our Company's business, which competes or is likely to compete, either directly or indirectly with our Company's business.

Profile of Directors, Senior Management and Company Secretary

Company Secretary

Ms. Yeung Pui Yee Holly (“Ms. Yeung”), was appointed as the external company secretary of the Company in September 2025. She is an Assistant Manager of the corporate secretarial services in APEC CORPORATE SERVICES LIMITED, the external service provider. She is an associate member of The Hong Kong Chartered Governance Institute since September 2024. She has over 9 years of experience in corporate finance, corporate governance and company secretarial matters. She serves as the company secretary of several companies listed on the Stock Exchange. Ms. Yeung obtained a degree of Bachelor of Business Administration in Accounting in 2010 and a master degree of Science in Professional Accounting and Corporate Governance in 2024 from the City University of Hong Kong, respectively. The primary contact person with the external company secretary is Ms. Zhou Jiayun, the Corporate Development and Strategy Director of the Group. Before Ms. Yeung was appointed as the company secretary of the Company, Ms. Wong Wing Yee served as the company secretary of the Company from 1 April 2025 to 29 August 2025.

Change in composition of the Board, the Board committees and senior management

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in the composition of the Board, the Board committees and senior management are set out below:

Name	Details of Changes
Executive Directors	
Hui Yung Chris	Retired as an executive Director on 6 January 2026 and resigned as a co-chief executive officer on 30 April 2026
Jiang Bo	Resigned as a member of Remuneration Committee on 1 September 2025
Lo Tsz Hong	Resigned as an executive Director with effect from 1 September 2025
Tse Wai Ip	Vacated as an executive Director on 1 August 2025
Non-executive Directors	
Chen Jiarong	Appointed as a non-executive Director, and a member of the Remuneration Committee on 1 September 2025 and appointed as a member of the Nomination Committee on 13 January 2026
Wang Qinmei	Appointed as a non-executive Director on 11 November 2025
Sun Peng	Appointed as a non-executive Director on 22 January 2026
Wu Ting Yuk Anthony	Retired as non-executive Director on 6 January 2026 and ceased to act as the chairman of the Board and chairman of the Nomination Committee
Zhao Wei	Resigned as a non-executive Director on 11 June 2025

Name	Details of Changes
Independent non-executive Directors	
Ci Ying	Appointed as an independent non-executive Director, and a member of the Nomination Committee on 25 June 2025, appointed as a member of the Remuneration Committee on 1 September 2025 and appointed as the chairperson of the Nomination Committee and a member of the Audit Committee on 13 January 2026
Chen Poujian	Appointed as an independent non-executive Director and a member of the Audit Committee on 11 November 2025
Xu Anliang	Appointed as an independent non-executive Director and a member of the Audit committee on 22 January 2026
Cheng Jessica	Retired as an independent non-executive Directors on 6 January 2026 and ceased to act as member of the audit committee

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The updated biographical details of the Directors and the chief executives of the Company are set out in the section headed “Directors and Senior Management”.

Reasons for resignation/retirement/removal of former Directors

- Ms. Zhao Wei resigned as a non-executive Director with effect from 11 June 2025, in order to devote more time on her personal commitments. Relevant details are set out in the announcement of the Company dated 25 June 2025.
- Dr. Tse Wai Ip was disqualified and removed as an executive Director and his office as a Director was vacated on 1 August 2025, due to the various reasons and further details of which were set out in the Company’s announcements dated 1 August 2025 and 16 September 2025, and the Company’s circular dated 2 September 2025.
- Mr. Lo Tsz Hong resigned as an executive Director with effect from 1 September 2025 due to his intention to devote more time on his other personal and business endeavours. Relevant details are set out in the announcement of the Company dated 26 August 2025.
- Mr. Wu Ting Yuk as a non-executive Director on 5 January 2026, and Mr. Chris Hui Yung as an executive Director on 6 January 2026, have both respectively decided not to offer themselves for re-election at the annual general meeting (“**AGM**”) held on 6 January 2026. Relevant details are set out in the announcement of the Company dated 6 January 2026.
- Ms. Jessica Cheng retired as an independent non-executive Director because the proposed resolution for her re-election as an independent non-executive Director was not passed at the AGM held on 6 January 2026. Relevant details are set out in the announcement of the Company dated 6 January 2026.

Directors' Report

Our Board is pleased to present their report together with the audited consolidated financial statements of the Group (the “**Consolidated Financial Statements**”) for the year ended 31 March 2026.

PRINCIPAL ACTIVITIES

The principal activity of our Company is investment holding and its subsidiaries are principally engaged in the provision of private ophthalmic healthcare services in Hong Kong.

RESULTS AND APPROPRIATIONS

The results of our Group for the year ended 31 March 2026 are set out in the Consolidated Financial Statements on pages 102 to 107 of this report. Our Board does not recommend the payment of a final dividend for the year ended 31 March 2026.

BUSINESS REVIEW

A review of the business of our Group during the year and a discussion on our Group's future business development are set out in the CEO's Statement as well as the Management Discussion and Analysis on page 5 and pages 6 to 7 of this report respectively. An analysis of our Group's performance during the year using financial key performance indicators is set out in our Group's Financial Information Summary on page 164 of this report.

COMPLIANCE WITH LAWS AND REGULATIONS

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Group has complied with all relevant laws and regulations that have a significant impact on the Group during the year ended 31 March 2026.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of our Group for the past five years ended 31 March 2026 are set on page 164 of this report. This summary published does not form part of the audited Consolidated Financial Statements.

SHARE CAPITAL

Details of the movements in the share capital of our Company are set out in note 23 to the Consolidated Financial Statements.

RESERVES

Details of the movements in the reserves of our Group and our Company during the year are set out in the consolidated statement of changes in equity, and note 31 to the Consolidated Financial Statements.

DISTRIBUTABLE RESERVES

As of 31 March 2026, none of the reserves of our Company is available for distribution to the shareholders of our Company (2025: Nil).

The Board does not recommend payment of a final dividend for the year ended 31 March 2026 (2025: Nil). No dividend was paid or declared by the Company or other members of the Group during the year ended 31 March 2026.

USE OF PROCEEDS FROM THE LISTING

The Shares of HK\$0.01 each of the Company were listed on the Stock Exchange on 18 February 2022 with 125,000,000 new shares issued at an issue price of HK\$1.6 per share. The net proceeds from the initial public offering (the “**IPO**”) amounted to approximately HK\$181.9 million, after deduction of the underwriting commission and other expenses. The Company applied the proceeds from the Listing in accordance with the proposed applications as set out in the section headed “Future Plans and Use of Proceeds – Use of Proceeds” in the prospectus dated 31 January 2022 (the “**Prospectus**”) which is also set out below.

The remaining unutilised net proceeds as at 31 March 2026 were held in bank and it is intended that they will be applied in the manner consistent with the proposed allocations as set out in the Prospectus.

As at 31 March 2026, the Company utilised proceeds from the IPO of approximately HK\$91.6 million. The following table sets out the breakdown of the use of proceeds from the IPO:

	Percentage of net proceeds	Estimated net proceeds allocated as disclosed in the Prospectus (HK\$ million)	Allocated net proceeds from IPO (HK\$ million)	Net proceeds utilised in FY2023 (HK\$ million)	Net proceeds utilised in FY2024 (HK\$ million)	Net proceeds utilised in FY2025 (HK\$ million)	Net proceeds utilised in FY2026 (HK\$ million)	Estimated time for utilising the allocated net proceeds	Remaining amount (HK\$ million)
Establishing two new medical centres in Hong Kong for the provision of ophthalmic services	44.8%	110.0	81.5	8.9	43.1	13.0	4.0	By 31 March 2027	12.5
Acquiring majority and/or minority equity interests in one to two eye-related clinics, outpatient department or hospitals in selected cities in the Greater Bay Area	30.5%	75.0	55.5	–	–	–	–	By 31 March 2027	55.5

Directors' Report

	Percentage of net proceeds	Estimated net proceeds allocated as disclosed in the Prospectus (HK\$ million)	Allocated net proceeds from IPO (HK\$ million)	Net proceeds utilised in FY2023 (HK\$ million)	Net proceeds utilised in FY2024 (HK\$ million)	Net proceeds utilised in FY2025 (HK\$ million)	Net proceeds utilised in FY2026 (HK\$ million)	Estimated time for utilising the allocated net proceeds	Remaining amount (HK\$ million)
Setting up an eye-related clinic for the provision of ophthalmic medical services in the PRC with suitable collaboration partners	14.7%	36.0	26.7	-	-	4.4	-	By 31 March 2028	22.3
Working capital	10.00%	24.6	18.2	-	18.2	-	-	N/A	-
TOTAL	100.0%	245.6	181.9	8.9	61.3	17.4	4.0		90.3

Notes:

- (1) The net proceeds from IPO, after deducting the underwriting commission and other expenses of approximately HK\$18.1 million, amounted to approximately HK\$181.9 million, which is lower than the estimated net proceeds of approximately HK\$245.6 million as disclosed in the Prospectus. The difference of approximately HK\$63.7 million has been adjusted in the same manner and in the same proportion to the use of proceeds as disclosed in the section headed "Future Plans And Use Of Proceeds" in the Prospectus.
- (2) In view of the challenges faced by the Group in its business operations and the uncertainty surrounding the availability of suitable acquisition opportunities in the Greater Bay Area, as well as potential collaboration partners in the PRC, the Board has extended the estimated timeline for utilising the allocated but unutilised net proceeds as at 31 March 2025. As a result, there has been a delay in the estimated timeline for utilising the allocated net proceeds compared to the timeline previously disclosed in the Prospectus.

The Board considers that the extension of the expected timeline for using the unutilised net proceeds will not have any material adverse impact on the existing business and operations of the Group and is in the best interest of the Company and its shareholders as a whole. Save as disclosed in this report, there are no other changes to the plan for utilising the proceeds from the IPO as at the date of this report.

The expected time for utilising the remaining net proceeds is based on the best estimation of the present and future business market situations made by the Group. It may be subject to further change based on the future development of the market conditions.

PRE-EMPTIVE RIGHTS

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

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither our Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the year ended 31 March 2026 and up to the date of this report.

PRE-IPO SHARE OPTION SCHEME AND SHARE OPTION SCHEME

Pre-IPO Share Option Scheme

Saintford Limited, ("**Saintford**"), is an indirect wholly-owned subsidiary of the Company. Saintford had previously adopted a share option scheme (the "**Saintford Share Option Scheme**") on 1 April 2018 and granted options to various grantees for subscribing certain shares of Saintford. As a result of the reorganisation and for the purpose of Listing, the Company adopted the Pre-IPO Share Option Scheme on 29 March 2019 on the same terms and conditions in replacement of the Saintford Share Option Scheme pursuant to the resolutions of the shareholders passed on 29 March 2019. Subsequently, the Company also adopted the amended Pre-IPO Share Option Scheme on 2 March 2020 pursuant to the resolutions of the shareholders passed on 2 March 2020.

The purpose of the Pre-IPO Share Option Scheme is to enable our Company to grant options to eligible participants including any director, employee and consultant of our Company or any of its subsidiaries as incentives or rewards for their contribution or potential contribution to our Group. All the Pre-IPO Share Options were granted on or before the Listing Date and no further options will be granted under the Pre-IPO Share Option Scheme after the Listing Date.

In accordance with the Pre-IPO Share Options Scheme, eight eligible participants have been granted Pre-IPO Share Options to subscribe for an aggregate of 28,125,000 Shares, representing approximately 5.21% of the issued share capital of our Company as of the date of this report. The grantees comprise two Directors, an associated company of a Director, one senior management member, and four employees. The exercise price for each of the Pre-IPO Share Options is HK\$0.57 per Share. All the Pre-IPO Share Options have been fully vested on or before 31 March 2020.

As of the date of this report, all the Pre-IPO Share Options have been exercised, and none of them remain outstanding.

Share Option Scheme

The Company adopted the share option scheme pursuant to the written resolutions of our Shareholders passed on 26 January 2022 and adopted by the resolutions of the Board meeting passed on 26 January 2022 ("**Share Option Scheme**").

The Board has resolved on 27 June 2023 to terminate the Share Option Scheme with immediate effect for better allocation of the Company's resources in view of the followings: (i) the Company has adopted a new share scheme (i.e. the Share Award Plan) effective from 23 November 2022, which can recognize and reward the contributions of eligible participants and provide enough incentives for their long-term commitment thereby fostering the sustainable development of the Company; and (ii) no share options have been granted and further unexercised under the Share Option Scheme.

Therefore no options remained outstanding and no further options may be granted under the Share Option Scheme.

Directors' Report

THE SHARE AWARD PLAN

On 23 November 2022 (the “**Adoption Date**”), the Company adopted a Share Award Plan (the “**Share Award Plan**” or the “**Plan**”). The Share Award Plan shall be subject to the administration of the Board and the trustee in accordance with the terms of the Share Award Plan and the trust deed.

The purposes of the Plan are to recognise and reward the contribution of certain eligible participants to the growth and development of the Group, to provide incentives thereto in order to retain them for the continued operation and development of the Group, and to attract suitable personnel for further development of the Group.

For more information, please refer to the circular of the Company dated 7 November 2022. The eligible participants (the “**Eligible Participants**”) of the Plan include (i) any employee (whether full-time or part-time, including any director) of the Group (an “**Employee**”), and (ii) any service provider (the “**Service Provider**”). The Service Provider is defined as any medical practitioner or specialist in ophthalmology who works for the Group as an independent contractor, adviser, or consultant (whether directly engaged by the Group or through their service company) on a continuing or recurring basis in his/her ordinary and usual course of business which are material to the long-term growth of the Group where the frequency of his/her service is akin to those of employees.

Subject to the provisions of the Listing Rules and applicable law and other regulations from time to time in force, the Board's powers include, inter alia, the authority, in its discretion, (i) to select Eligible Participants to whom awards may be granted under the Share Award Plan on the basis of the Board's opinion as to his contribution and/or future contribution to the development and growth of the Group; (ii) to determine, subject to the requirements of the Listing Rules, when awarded Shares may be granted; (iii) to determine the number of awarded Shares to be provisionally awarded to any Selected Participant pursuant to any award; and (iv) to determine, subject to the terms of the Share Award Plan and the requirements of the Listing Rules, the terms and conditions of any award based in each case on such factors as the Board may determine.

In assessing the eligibility of any Service Provider and whether such Service Provider provides services on a continuing or recurring basis in the Group's ordinary and usual course of business, the Board will consider all relevant factors as appropriate, including, among others:

- (i) the types of surgeries and treatments the Eligible Participant had performed for the patients of the Group in the past 12 months;
- (ii) the industry experience of the Eligible Participant;
- (iii) the period of engagement of the Eligible Participant, including whether the Eligible Participant had entered into a consultancy agreement with the Group in the past 12 months with a term of no less than 2 years; and
- (iv) the Eligible Participant's contribution and/or future contribution to the development and growth of the Group.

The total number of Shares that (i) may be subscribed for and/or purchased by the trustee in respect of all Awards to be granted under the Share Award Plan, and (ii) may be issued under any other share schemes of the Company, must not in aggregate exceed 10% of the Shares in issue as at the Adoption Date of the Share Award Plan. Based on the total number of issued Shares as of the Adoption Date being 521,775,000 Shares, the 10% limit represents a total of 52,177,500 Shares. The total number of Shares that may be subscribed for and/or purchased by the trustee in respect of all Awards to be granted to all Service Providers under the Share Award Plan must not in aggregate exceed 5% of the Shares as at the Adoption Date. Based on 521,775,000 Shares in issue as at the Adoption Date, the 5% sub-limit represents a total of 26,088,750 Shares.

The total number of Shares that may be subject to an award or awards to a selected participant (the “**Selected Participant**”), together with any Shares to be issued under any options granted to such Selected Participant under any share schemes of the Company, in a 12-month period up to and including the date of the award, shall not (i) in aggregate exceed 1% of the total number of issued Shares as at the date of the extraordinary general meeting held on 23 November 2022, being 521,775,000 Shares; and (ii) exceed any limits applicable to such Selected Participant under the Listing Rules. No amount is required to be payable by the Selected Participant on acceptance of an award.

The Board may, at its discretion, determine the earliest vesting date (which shall be a date not less than 12 months from the date of acceptance of the award by the relevant Selected Participant unless otherwise permitted under the Listing Rules) and other subsequent date(s), if any, that must be attained by the relevant Selected Participant before any of the awarded Shares may be transferred to and vested in such Selected Participant under such award.

The Share Award Plan shall be valid and effective for a period of 10 years commencing from the Adoption Date of the Share Award Plan but may be terminated earlier as determined by the Board, provided that such termination shall not affect any subsisting rights of any Selected Participant. As at the date of this report, the remaining life of the Share Award Plan is approximately 6 years.

The Board resolved on 4 July 2023 to grant a total of 35,456,240 awarded Shares to certain eligible participants under the Share Award Plan, of which 6,862,563 remained unvested as at 31 March 2026 and as at the date of this report. Details of the grant are set out below:

Date of grant:	4 July 2023
Purchase price of awards granted and arrangement to facilitate the purchase of awarded Shares:	Nil
Closing price of the Shares immediately before the date of grant:	HK\$0.90

Directors' Report

Grantees	Number of the awarded Shares					Vesting period	Performance target
	Unvested as at 1 April 2025	Granted during the year	Vested during the year ^(Note 4)	Cancelled/ Lapsed during the year	Unvested as at 31 March 2026		
Directors							
Mr. HUI Yung Chris <i>(executive Director)</i> ^(Note 1)	5,000,000	–	(5,000,000)	–	–	100% of the awarded shares will vest on the second anniversary of 4 July 2023	Not applicable
Service Providers							
Dr. Wong Kin Keung	1,304,437	–	–	(1,304,437)	–	Note 2	Note 3
Dr. Kwok Pui Wai	2,174,062	–	(434,812)	(1,304,437)	434,813	Note 2	Note 3
Dr. Lai Hiu Ping	3,478,499	–	(434,812)	–	3,043,687	Note 2	Note 3
Dr. Tang Kai Tat	2,174,062	–	(434,812)	(1,304,437)	434,813	Note 2	Note 3
Dr. Ho Chun Ho	3,478,499	–	(434,812)	(1,304,437)	1,739,250	Note 2	Note 3
Other Employee Participants							
Employees	2,439,373	–	(678,123)	(551,250)	1,210,000	25% of the awarded shares will vest on each of the first and second anniversaries of 4 July 2023, remaining 50% will vest on the third anniversary	Not applicable
Total	20,048,932	–	(7,417,371)	(5,768,998)	6,862,563		

Notes:

- (1) Retired on 6 January 2026.
- (2) Vesting period for Service Providers
 - (a) 25% of the awarded Shares will either vest on the first anniversary of 4 July 2023 or vest in three equal instalments on an annual basis commencing on the first anniversary of 4 July 2023;
 - (b) 25% of the awarded Shares will vest in three equal instalments on an annual basis commencing on the second anniversary of 4 July 2023;
 - (c) 25% of the awarded Shares will vest in three equal instalments on an annual basis commencing on the third anniversary of 4 July 2023; and
 - (d) the remaining 25% of the awarded Shares will vest in three equal instalments on an annual basis commencing on the fourth anniversary of 4 July 2023.
- (3) Save for the part of the awards granted to the Service Providers which impose performance targets associated with the aggregate amount of revenue generated by such Service Providers for each financial year, there are no performance targets attached to the awards granted to other grantees (including Directors).
- (4) The awarded Shares were vested on 4 July 2025. The weighted average closing price of the Shares immediately before the date on which the awarded Shares were vested was HK\$0.355.
- (5) The five highest paid employees during the year ended 31 March 2026 included two Director, whose interest in the awarded Shares is disclosed under the “Directors” section of the above table. Included in the grant of awarded Shares to employees, a total of 385,000 awarded Shares were granted to one non-Director, highest-paid employees as part of her compensation for services to the Group, none of the awarded shares granted to her were lapsed during the reporting year, and a total of 289,000 awarded shares were unvested as at 31 March 2026. The remaining two non-Director, highest paid employees are not granted any awarded shares under the Share Award Plan. As a result, share-based payments of approximately HK\$260,000 in relation to the awarded shares granted to the only non-Director, highest-paid employee were recognised as employee benefit expense in the consolidated statement of comprehensive income for the year ended 31 March 2026 (2025: three non-Director, highest-paid employees of HK\$624,000). Further details regarding the awarded Shares are set out in note 8 and 24 to the consolidated financial statements.
- (6) Please refer to notes 2.4 and 24 to the Consolidated Financial Information for the accounting standard and policy adopted; and the fair value of awarded Shares at the date of grant, respectively.

The number of awarded Shares available for grant under the scheme mandate of the Share Award Plan at the beginning and the end of the year ended 31 March 2026 was 28,236,443 and 34,005,441, respectively.

The number of awarded Shares available for grant under the service provider sublimit of the Share Award Plan at the beginning and the end of the year ended 31 March 2026 was 10,435,506 and 15,653,254, respectively.

The total number of awarded Shares available for issue under the Share Award Plan amounted to 40,868,004 Shares, representing 7.57% of the total issued share capital of the Company as at the date of this report.

The number of Shares that may be issued in respect of awarded Shares granted under the Share Award Plan during the year ended 31 March 2026 divided by the weighted average number of Shares in issue for the period is nil.

Save as disclosed above, the Company had not issued for cash any equity securities (including securities convertible into equity securities) for the year ended 31 March 2026 and no other proceeds have been brought forward from any issue of securities for cash as at 31 March 2026.

As of 31 March 2026 and up to the date of this report, the trustee, Tricor Trust (Hong Kong) Limited, did not hold any Shares under the Share Award Plan.

Directors' Report

RETIREMENT BENEFIT SCHEMES

Our Group participated in retirement benefit scheme in accordance with the relevant rules and regulations in Hong Kong.

The Mandatory Provident Fund Scheme (the “**MPF Scheme**”) of the Group in Hong Kong is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the relevant rules and regulations. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions. There is no forfeited contributions (by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions) used by the employer to reduce the existing level of contributions.

SUBSIDIARIES

Details of the Company's subsidiaries as of 31 March 2026 are set out in note 1 to the Consolidated Financial Statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2026, our five largest customers accounted for less than 1% of our total revenue, there is no single customer which individually contributed more than 0.2% of the total revenue for the year ended 31 March 2026.

During the year ended 31 March 2026, our five largest suppliers accounted for approximately 75.9% of our total purchases. These five largest suppliers include suppliers of pharmaceuticals, medical consumables and intraocular lenses. For the same period, our largest supplier accounted for approximately 24.0% of our total purchases.

To the best knowledge of our current Directors, none of our current Directors or any of their respective close associates or any shareholder which to the best knowledge of our Directors, who own more than 5% of the Company's issued share capital, had any interest in any of our Group's five largest customers or suppliers during the year ended 31 March 2026.

DIRECTORS

Our Directors during the year ended 31 March 2026 and up to the date of this report are:

Executive Directors

Mr. Jiang Bo (*Chief Executive Officer*)

Mr. Hui Yung Chris (Co-CEO) (*Retired on 6 January 2026*)

Mr. Lo Tsz Hong (*Resigned with effect from 1 September 2025*)

Dr. Tse Wai Ip (*Vacated on 1 August 2025*)

Non-Executive Directors

Mr. Chen Jiarong (*Appointed on 1 September 2025*)

Professor Wang Qinmei (*Appointed on 11 November 2025*)

Mr. Sun Peng (*Appointed on 22 January 2026*)

Mr. Wu Ting Yuk Anthony (*Chairman of the Board*) (*Retired on 6 January 2026*)

Ms. Zhao Wei (*Resigned on 11 June 2025*)

Independent Non-Executive Directors

Mr. Wang Can

Ms. Ci Ying (*Appointed on 25 June 2025*)

Dr. Chen Poujian (*Appointed on 11 November 2025*)

Mr. Xu Anliang (*Appointed on 22 January 2026*)

Ms. Cheng Jessica (*Retired on 6 January 2026*)

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

Profile details of our Directors, the senior management and the company secretary of our Group are set out on pages 20 to 24 of this report.

DIRECTORS' SERVICE CONTRACTS

The executive Director has entered into a service contract with our Company and our Company has issued letters of appointment to each of the non-executive Directors and the independent non-executive Directors which set out the key terms and conditions of their appointments. Subject to the termination terms contained therein, the principal particulars of these service contracts and letters of appointment are (a) for a term of 3 years and (b) are subject to termination in accordance with their respective terms. The term of the service contracts and the letters of appointment may be renewed in accordance with the Articles of Association and the Listing Rules.

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

MANAGEMENT CONTRACTS

No management contracts concerning the whole or any substantial part of the business of the Company were entered into or existed during the reporting period.

EQUITY-LINKED AGREEMENTS

Save as the Share Option Scheme and Share Award Plan disclosed above, during the year ended 31 March 2026, the Company has not entered into any equity-linked agreement (as defined in section 6 of the Companies (Directors' Report) Regulation (Chapter 622D of the Laws of Hong Kong)).

Directors' Report

EMOLUMENT POLICY

Our Group remunerates its employees, including our Directors, on the basis of their merit, qualifications and competence. Our employees are subject to regular job performance reviews which determine their promotion prospects and compensation. Subject to our Group's profitability, our Group may also provide discretionary bonuses to its employees as an incentive for their contribution to our Group. Our Company has adopted Share Award Plan as an incentive to our Directors and eligible employees. One of the Company's current non-executive Directors, Mr. Sun Peng, has waived his emoluments (including future emoluments) since his appointment on 22 January 2026.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director, Secretary and officer shall be entitled to be indemnified out of assets of our Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

The Company has taken out and maintained directors' liability insurance throughout the financial year ended 31 March 2026 and up to the date of this annual report which provides appropriate cover for the directors of the Group.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' MATERIAL INTEREST IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed under related party transactions in note 27 to the Consolidated Financial Statements, no Director and/or any of his/her connected entity or any controlling shareholders had a material interest, whether directly or indirectly, in any transactions, arrangements or contracts of significance to the business of our Group to which our Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisted at the end of the year or at any time during the year.

RELATED PARTY TRANSACTIONS

Details of related party transactions in the normal course of business are set out in note 27 to the Consolidated Financial Statements. Save as disclosed, none of these related party transactions constitutes connected transactions or continuing connected transactions as defined under the Listing Rules, and the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules and disclosed the transactions in this annual report.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 March 2026, there were no connected transactions and no continuing connected transactions for the Company to be disclosed under Chapter 14A of the Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 March 2026, none of our Directors is interested in any business, apart from our Group's businesses, which competes or is likely to compete, either directly or indirectly, with the businesses of our Group.

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

As at 31 March 2026, the interests and short positions of our Directors and chief executives of our Company in the shares, underlying shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept pursuant to Section 352 of the SFO; or (c) as otherwise notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) were as follows:

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

Name of Director and chief executive	Capacity/Nature of Interest	Number of Shares	Approximately percentage of shareholding in our Company (%) (Note 3)
Directors			
Sun Peng (note 1)	Interest of controlled corporation	41,820,000	7.80%
	Beneficial owner	10,305,000	1.92%
Hui Yung Chris (note 2)	Beneficial owner	5,000,000	0.93%

Notes:

- 41,820,000 Shares are beneficially owned by LumiPro Limited Partnership which is wholly owned by Sun Peng and controlled by Connexus Holdings Ltd. , which is wholly owned by Li Xiangle.
- Retired as executive director on 6 January 2026, remained as Co-CEO as of 31 March 2026.
- As at 31 March 2026, the number of issued ordinary shares of the Company (the “**Shares**”) was 536,334,496, which has been used for the calculation of the approximately percentage of shareholding in our Company.

Save as disclosed above, as of 31 March 2026, none of the Directors nor the chief executive of the Company had any interests or short position in any Shares and underlying Shares or debentures of our Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, otherwise notified to the Company and Stock Exchange pursuant to the Model Code. Nor any of the Directors and chief executive had any interest in, or had been granted any right to subscribe for the securities of the Company and its associated corporations (within the meaning of Part XV of the SFO) or had exercised any such right during the year ended 31 March 2026.

Directors' Report

SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2026, other than the interests of a Director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interest and short position in Shares, underlying Shares and debentures of Our Company or any associated company" above, the following persons (not being a Director or the chief executive officer of the Company) have an interest or a short position in Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to section 336 of the SFO were as follows:

Name of Shareholder	Capacity/Nature of Interest	Number of Shares	Approximately percentage of shareholding in our Company (%) (Note 6)
Long Position			
Innovative Vision Inc (Note 1)	Beneficial owner	107,370,176	20.02%
Global Vision Investment LP (Note 1)	Interest of controlled corporation	107,370,176	20.02%
Innovative Vision GP Ltd (Note 1)	Interest of controlled corporation	107,370,176	20.02%
天津眾佑健康科技有限公司 (Note 1)	Interest of controlled corporation	107,370,176	20.02%
北京鷹瞳科技發展股份有限公司 (Note 1)	Interest of controlled corporation	107,370,176	20.02%
Clear Lead Ventures Limited (Note 2)	Beneficial owner	58,404,950	10.89%
3W Partners Fund I L.P. (Note 2)	Interest of controlled corporation	58,404,950	10.89%
3W Partners GP Limited (Note 2)	Interest of controlled corporation	58,404,950	10.89%
Goh Lu Hong (Note 2)	Interest of controlled corporation	58,404,950	10.89%
Chan Hoi Hin William (Note 2)	Interest of controlled corporation	58,404,950	10.89%
Prism Horizons Partners Limited (Note 3)	Interest of controlled corporation	87,013,946	16.22%
Wang Mei Yan (Note 3)	Interest of controlled corporation	87,013,946	16.22%
	Beneficial owner	2,540,000	0.47%
LumiPro Limited Partnership (Note 4)	Beneficial owner	41,820,000	7.80%
Connexus Holdings Ltd. (Note 4)	Interest of controlled corporation	41,820,000	7.80%
LI XIANGLE (Note 4)	Interest of controlled corporation	41,820,000	7.80%
Ultimate Bliss Limited (Note 5)	Beneficial owner	26,847,130	5.01%
Prime Sage International Limited (Note 5)	Interest of controlled corporation	26,847,130	5.01%
TMF (Cayman) Ltd. (Note 5)	Trustee	26,847,130	5.01%
Dr. Tse Wai Ip (Note 5)	Founder of a discretionary trust who can influence how the trustee exercises his discretion	26,847,130	5.01%
	Beneficial owner	478,750	0.09%

Notes:

- 1) Innovative Vision Inc is 54.16% owned by Global Vision Investment LP, which has a 1% equity interest held by Innovative Vision GP Ltd (formerly known as Global Vision GP Ltd), and 45.84% owned by 天津眾佑健康科技有限公司, which is wholly owned by 北京鷹瞳科技發展股份有限公司.
- 2) Clear Lead Ventures Limited is wholly owned by 3W Partners Fund I L.P.; and 3W Partners Fund I L.P. is managed by 3W Partners GP Limited as its general partner and is ultimately controlled by Mr. Goh Lu Hong and Mr. Chan Hoi Hin William, who indirectly hold majority of the equity interests of 3W Partners GP Limited.
- 3) Prism Horizons Partners Limited is wholly owned by Wang Mei Yan.
- 4) LumiPro Limited Partnership is 100% owned by Sun Peng and controlled by Connexus Holdings Ltd. which is wholly owned by Li Xiangle.
- 5) Ultimate Bliss Limited is wholly owned by Prime Sage International Limited which is in turn wholly owned by TMF (Cayman) Ltd. under the Awareness Trust. The Awareness Trust is a discretionary trust established by Dr. Tse Wai Ip (as the settlor and protector), the discretionary beneficiaries of which include Dr. Tse Wai Ip and his family members.

The figures presented here are based on DI disclosures. Based on the information in Dr. Tse Wai Ip's September 2025 affirmation, and taking into account the shares transferred out of Ultimate Bliss Limited as disclosed in the October 2025 DI filings, Ultimate Bliss Limited's shareholding stands at 2,905,880 shares.

- 6) As at 31 March 2026, the number of issued ordinary Shares of the Company was 536,334,496, which has been used for the calculation of the approximately percentage of shareholding in our Company.

Save as disclosed above, as at 31 March 2026, the Company had not been notified by any persons (other than the Directors and the chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to our Company and to the best of our Directors' knowledge, information and belief as at the date of this annual report, our Company has always maintained sufficient public float as required under the Listing Rules during the year ended 31 March 2026.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by our Company are set out in the "Corporate Governance Report" section on pages 41 to 61 of this report.

EVENTS AFTER THE END OF THE REPORTING PERIOD

Details of the significant events after the end of the reporting period are set out in the Management Discussion and Analysis on pages 17 to 19 of this report.

Directors' Report

AUDITOR

Crowe (HK) CPA Limited (“**Crowe**”) has been appointed as the auditor of the Company since 24 April 2026 to fill the casual vacancy following the resignation of Ernst & Young as the auditor of the Company on 31 March 2026. Save as disclosed above, there were no other changes in the auditor of the Company during the past three years.

The Consolidated Financial Statements for the year ended 31 March 2026 have been audited by Crowe, resolutions for (i) ratifying and confirming the appointment of Crowe as the independent auditor; and (ii) for re-appointing Crowe as the independent auditor of our Company for the year ended 31 March 2027 of our Company will be proposed at the forthcoming annual general meeting(s).

On behalf of our Board

Jiang Bo

Executive Director

Hong Kong, 15 September 2026

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICE

The corporate governance principles of the Company emphasise an effective Board, sound internal control, appropriate independence policy, transparency and accountability so as to safeguard the interests of our Shareholders. The Board is committed to maintaining high corporate governance standards.

During the year ended 31 March 2026 and up to the date of this annual report, the Company has applied the principles as set forth in the Corporate Governance Code (the “**CG Code**”) contained in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which are applicable to the Company except for the deviation from code provisions C.2.7 and B.2.2. of the CG Code.

Given the allegations raised and the suspension of trading in the Company’s shares during the year ended 31 March 2025 and up to the date of this report, the Board and management focused their attention on handling the relevant investigations and implementing the resumption plan. As a result, no meeting was held between the chairman and the independent non-executive Directors without the presence of other Directors during the said period and up to the date of this report, and the Company was therefore unable to comply with code provision C.2.7 of the CG Code.

Under code provision B.2.2 of the CG Code, each of the Directors shall be subject to retirement by rotation at least once every three years. As the Company has delayed the publication of the 2025 annual results and the 2025 annual report (which resulted in the delay in publication of the 2025 interim results, 2025 interim report, 2026 annual results and 2026 annual report), and its shares have been suspended from trading since 15 April 2025, the Company has not been able to convene the annual general meetings timely for the years ended 31 March 2025 and 2026. To remediate this, the Company held an annual general meeting on 6 January 2026 where certain relevant Directors had retired by rotation and offered themselves for re-election at such meeting in compliance with the articles of association of the Company and the Listing Rules. An adjourned annual general meeting for 2025 and an annual general meeting for 2026 will be held respectively for the Company to re-comply with the requirements under its articles of association and the Listing Rules.

The Company considers that sufficient measures have been taken to ensure the Company’s corporate governance practices are no less exacting than those in the CG Code. The Board will continue to monitor and review the Company’s corporate governance practices in order to ensure that such practices may meet the general rules and standards as required by the Listing Rules. The Board believes that sound and reasonable corporate governance practices are essential for sustainable growth of the Group and for benefit of the Group and the Shareholders as a whole.

In the opinion of the Board, save as disclosed, during the year ended 31 March 2026 and up to the date of this annual report, the Company has complied with all applicable code provisions as set forth in the CG Code.

The amendments to the Corporate Governance Code (Appendix C1) effective on 1 July 2025 will apply to corporate governance reports and annual reports for financial years commencing on or after 1 July 2025. For this annual report, the Company shall refer to the then effective CG Code.

BOARD OF DIRECTORS

The Board currently comprises eight members as follows:

Corporate Governance Report

Executive Directors

Mr. Jiang Bo (*Chief Executive Officer*)

Mr. Hui Yung Chris (*Chief Executive Officer*) (*Retired on 6 January 2026*)

Mr. Lo Tsz Hong (*Resigned with effect from 1 September 2025*)

Dr. Tse Wai Ip (*Vacated on 1 August 2025*)

Non-Executive Directors

Mr. Chen Jiarong (*Appointed on 1 September 2025*)

Professor Wang Qinmei (*Appointed on 11 November 2025*)

Mr. Sun Peng (*Appointed on 22 January 2026*)

Mr. Wu Ting Yuk Anthony (*Chairman of the Board*) (*Retired on 6 January 2026*)

Ms. Zhao Wei (*Resigned on 11 June 2025*)

Independent Non-Executive Directors

Mr. Wang Can

Ms. Ci Ying (*Appointed on 25 June 2025*)

Dr. Chen Poujian (*Appointed on 11 November 2025*)

Mr. Xu Anliang (*Appointed on 22 January 2026*)

Ms. Cheng Jessica (*Retired on 6 January 2026*)

The biographical information of the Directors are set out in the section headed “Profile of Directors, Senior Management and Company Secretary” on pages 20 to 24 of this annual report. Save as disclosed in the section headed “Profile of directors, senior management and company secretary” in this annual report, the Board members have no financial, business, family or other material/relevant relationships with each other as at the date of the report.

Mr. Chen Jiarong was appointed as a non-executive Director on 1 September 2025. He has obtained legal advice pursuant to Rule 3.09D of the Listing Rules on 1 September 2025 and has confirmed his understanding of the obligations as a director of a listed issuer.

Ms. Ci Ying was appointed as an independent non-executive Director on 25 June 2025. She has obtained legal advice pursuant to Rule 3.09D of the Listing Rules on 25 June 2025 and has confirmed her understanding of the obligations as a director of a listed issuer.

Professor Wang Qinmei and Dr. Chen Poujian were appointed as a non-executive Director and an independent non-executive Director, respectively, on 11 November 2025. They have obtained legal advice pursuant to Rule 3.09D of the Listing Rules on 11 November 2025 and 10 November 2025, respectively and have confirmed their understanding of the obligations as a director of a listed issuer.

Mr. Sun Peng and Mr. Xu Anliang were appointed as a non-executive Director and an independent non-executive Director, respectively, on 22 January 2026. They have obtained legal advice pursuant to Rule 3.09D of the Listing Rules on 16 January 2026 and 4 September 2025 respectively, and have confirmed their understanding of the obligations as a director of a listed issuer.

Non-compliance with the Listing Rules

During the year ended 31 March 2026, the Company has failed to comply with the following Listing Rules and the relevant remedial steps taken were as follows:

- (i) On 7 February 2024, following the passing away of Professor Lau Wan Yee Joseph on 7 February 2024, the composition of the Board included only two independent non-executive Directors and the Audit Committee comprised of only two members. Thus, the number of independent non-executive Directors and the members of the Audit Committee fell below the minimum threshold required under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules. Pursuant to Rules 3.11 and 3.23 of the Listing Rules, the Company should appoint an independent non-executive Director and a member of the Audit Committee within three months after failing to meet the requirements under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules (i.e. on or before 6 May 2024). As additional time was needed to undergo due diligence checks on and interviews with the candidates and to complete the internal appointment procedures of the Company, the Company applied for and was granted a waiver by the Stock Exchange from strict compliance up to 6 June 2024.
- (ii) On 29 May 2024, following the appointment of Ms. Cheng Jessica as an independent non-executive Director, the Board at the relevant time comprised three executive Directors, three non-executive Directors and three independent non-executive Directors. As a result, the Company complied with the requirements under Rules 3.10(1), 3.10A and 3.21 of the Listing Rules in respect of the minimum number of independent non-executive Directors and the minimum number of members of the Audit Committee.
- (iii) On 25 November 2024, following the resignation of Mr. Li Michael Hankin, the Board comprised only two independent non-executive Directors and the Audit Committee comprises only two members and both the remuneration committee and the nomination committee lacked a majority of independent non-executive Directors. As a result, the Company has failed to meet the requirements under Rules 3.10(1), 3.10A, 3.21, 3.25, and 3.27A of the Listing Rules. Following the appointment of Ms. Ci Ying on 25 June 2025 as an independent non-executive Director and a member of Nomination Committee, as well as the re-designation of Mr. Wang Can on 25 March 2025 from member to chairman of the Audit Committee, the Company has re-complied with Rules 3.10(1), 3.10A, 3.21 (which requires the Audit Committee be chaired by an independent non-executive of the Director) and 3.27A of the Listing Rules. However, the Company remained non-compliant with Rules 3.21 and 3.25 of the Listing Rules in respect of the composition of the Audit Committee and the Remuneration Committee respectively, and (ii) both the Audit Committee and Remuneration Committee still do not meet the minimum membership requirements set out in their respective terms of reference.
- (iv) On 1 September 2025, following the appointment of Mr. Chen as a non-executive Director and a member of the Remuneration Committee, and with Ms. Ci Ying, an independent non-executive Director, being appointed as a member of the Remuneration Committee in place of Mr. Jiang Bo, the executive Director and chief executive officer of the Company, the Company has complied with the requirements set out in Rule 3.25 of the Listing Rules that: (i) the Remuneration Committee comprising majority of independent non-executive Directors; and (ii) the Remuneration Committee meeting the minimum membership requirement set out in its terms of reference. However, the Company has not yet complied with Rule 3.21 of the Listing Rules in respect of the composition of the Audit Committee, and the Audit Committee still does not meet the minimum membership requirements set out in its terms of reference.

Corporate Governance Report

- (v) On 11 November 2025, following the appointment of Dr. Chen Poujian as an independent non-executive Director and a member of the Audit Committee, the Company has re-complied with the requirements of Rule 3.21 of the Listing Rules.
- (vi) On 6 January 2026, following the retirement of Ms. Cheng Jessica, the Audit Committee only has two members, and thus the number of members fell below the requirement of Rule 3.21 of the Listing Rules. Following the retirement of Mr. Wu, the Nomination Committee lacked a chairperson and only consisted of two members, failing to meet the requirements under Rule 3.27A of the Listing Rules and the membership requirements under the terms of reference of the Nomination Committee.
- (vii) On 13 January 2026, following the appointment of (a) Ms. Ci Ying, an independent non-executive Director, as the chairperson of the Nomination Committee and a member of the Audit Committee; and (b) Mr. Chen Jiarong, a non-executive Director, as a member of the Nomination Committee, the Audit Committee comprised of three members, and the Nomination Committee is chaired by an independent non-executive Director and comprised of three members. As a result, the Company has met the requirements under Rules 3.21 and 3.27A respectively of the Listing Rules and the membership requirement under the terms of reference of the Nomination Committee.
- (vii) Reference is made to the disclosures under the section “MAJOR EVENTS AFTER THE REPORTING PERIOD AND/OR THOSE NOT YET REPORTED IN THE PUBLISHED ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2024 OR THE PUBLISHED INTERIM REPORT FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2024” of this report, during the years ended 31 March 2025 and 2026, the trading of the Company’s shares was suspended, and the Company received two sets of Resumption Guidance accordingly. While pending the findings of the FTI Investigation, GT Investigation, the IC Review, and completion of the audits, the publication of the Company’s 2025 annual results and 2025 annual reports was delayed (which resulted in the delay in publication of the company’s 2025 interim results 2025 interim report, 2026 annual results and 2026 annual report), which led to the Company’s non-compliance with Listing Rules 13.49(1), 13.49(6), 13.46(2) and 13.48(1), respectively. As one of the conditions to resume trading of the shares of the Company under the Resumption Guidance and following the disclosure of the outstanding results and reports abovementioned, the Company will re-comply with the relevant Listing Rules.

Roles and Responsibilities of the Board

The Board’s primary responsibilities include the formulation of long-term corporate strategies, policy decisions and overseeing the management of the Group’s operations.

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

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

All Directors have full and adequate and timely access to all the information of the Company as well as the services and advice (including the company secretary) from the senior management. The Directors may make further enquiries to the management for more information and, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company. The Directors shall timely disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company. All Directors are entitled to have access to all board papers and related materials which are sufficient to enable them to make informed decisions, and their queries shall receive prompt and reasonable response.

The Board delegates day-to-day operations of the Company to the management of the Group, who possesses extensive operating experience and industry knowledge. The management reports and obtains prior approval from the Board which gives clear directions to the management to implement the Board's decisions and commitments.

The Board reserves its powers over decision of all major matters which include, inter alia, the approval and monitoring of all policy matters, overall strategies and budgeting, internal control and risk management systems, material transactions (in particular those which may involve conflict of interests of substantial shareholder(s) or Director(s)), financial information, appointment of Directors and other significant financial and operational matters.

The Board has also established mechanisms to ensure independent views are available to the Board. All the Directors, including the independent non-executive Directors, are given equal opportunity and channels to communicate and express their views to the Board and have separate and independent access to the management of the Group in order to make informed decisions. Each of the Director will be required to declare his/her interests before the meeting. Any Director who has a conflict of interest in a matter to be considered by the Board will abstain from voting and will not be counted towards the quorum on the relevant resolutions. If such conflict is considered to be material, a physical Board meeting will be held. Independent non-executive Directors who, and whose associates, have no interest in the matter should attend the Board meeting and to take the lead when potential conflicts of interest arise. The current Board has reviewed and considered that the mechanisms are effective in ensuring that independent views and input are provided to the Board during the year under review.

Corporate Governance Report

Independent Non-Executive Directors

As disclosed in the section headed “Non-compliance with the Listing Rules” above, the Company temporarily failed to comply with Rules 3.10(1), 3.10A, 3.21, 3.25, and 3.27A of the Listing Rules during the year ended 31 March 2026. As at the date of this report, the Company has fully re-attained compliance with all the relevant Listing Rules.

The non-executive Directors (including independent non-executive Directors) are expected to participate in the Board meetings to bring independent judgments on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct, to make positive contribution to the development of the Company’s strategy and policies through their independent, constructive and informed comments, and to scrutinise the Company’s performance in achieving agreed corporate goals and objectives and to monitor performance reporting. They are also encouraged to attend general meetings to gain and develop balanced understanding of the Shareholders’ views.

The Company has obtained written annual confirmations from each of the current independent non-executive Directors, confirming their independence in accordance with the independence guidelines outlined in Rule 3.13 of the Listing Rules. The Company believes that all the current independent non-executive Directors are indeed independent.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Board as a whole is responsible for reviewing its composition, developing and formulating the relevant procedures for the nomination and appointment of Directors; and monitoring their succession. Each of the Directors is engaged on a director’s service agreement/appointment letter for a specific term ranging from one to three years, which is renewable and subject to the Articles of Association of the Company.

By virtue of Article 83 of the Articles of Association, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or additional to the existing Board. Any Director so appointed by the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

In compliance with code provision B.2.2 of the CG Code, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Furthermore, pursuant to Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

DIRECTORS’ CONTINUOUS PROFESSIONAL DEVELOPMENT

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

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

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

According to the records kept by the Company, all the current Directors, namely Mr. Jiang Bo, Mr. Chen Jiarong, Professor Wang Qinmei, Mr. Sun Peng, Mr. Wang Can, Ms. Ci Ying, Dr. Chen Poujian and Mr. Xu Anliang had attended seminars and/or trainings that are relevant to the Directors' professional knowledge and skills and in performing their duties and responsibilities as Directors. Each Director keeps abreast of his/her responsibility as a Director and of the conduct, business activities and development of the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 of the Listing Rules as its code of conduct in respect of the securities dealing by the Directors.

1 former Director who has been removed in 2025, 2 former Directors who resigned in 2025 and 3 Directors who retired in 2026, namely, Dr. Tse Wai Ip, Mr. Lo Tsz Hong, Ms. Zhao Wei, Mr. Hui Yung Chris, Mr. Wu Ting Yuk Anthony and Ms. Jessica Cheng. Mr. Lo Tsz Hong, Ms. Zhao Wei, Mr. Wu Ting Yuk Anthony and Ms. Jessica Cheng, have confirmed that they have complied with the required standard as set out in the Model Code throughout the year and until their respective resignation date. Apart from that, the Company did not receive any confirmation regarding the compliance of Model Code from the remaining former Director(s), namely Dr. Tse Wai Ip and Mr. Hui Yung Chris as at the date of this report.

The Company has also made specific enquiries of the current Directors, namely Mr. Jiang Bo and Mr. Wang Can appointed in 2024, Mr. Chen Jiarong, Professor Wang Qinmei, Ms. Ci Ying and Dr. Chen Poujian appointed in 2025 and Mr. Sun Peng and Mr. Xu Anliang appointed in 2026, and all current Directors have confirmed that they have complied with the required standard set out in the Model Code from the date of their appointment to the date of this report. The Company will continue to ensure compliance with the Model Code.

The Company has also established written guidelines on terms no less exacting than the Model Code (the "**Employees Written Guidelines**"), for securities transactions by relevant employees (including directors or employees of a subsidiary or holding company of the Company) who are likely to possess inside information of the Company and/or its securities. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company. In case when the Company is aware of any restricted period for dealings in the Company's securities, the Company will notify its Directors and relevant employees in advance.

CHAIRMAN AND CHIEF EXECUTIVE

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Corporate Governance Report

Mr. Wu Ting Yuk Anthony was appointed as a non-executive Director and chairman of the Board on 20 March 2019 and was retired on 6 January 2026. Since then, the position of Chairman of the Board has remained vacant. The Chairman of the Board, is primarily responsible for leading and managing the Board to ensure it works effectively and performs its responsibilities. The Chairman is responsible for drawing up, approving and taking in to account matters proposed by Directors in the agenda for each Board meeting and ensures that all directors are properly briefed on issues arising at Board meetings and that they receive adequate information in a timely manner ensures good corporate governance practices and procedures are established encourages other Directors to make a full and active contribution to the Board's affairs and ensuring that it acts in the best interests of the Group; encourages every Director (whether they are executive or non-executive Directors) with different views to voice their concerns and allow debate by facilitation effective contribution; allows sufficient time for discussion of issues and ensuring that Board decisions fairly reflect Board consensus; provides effective communication with Shareholders and that their views are communicated to the Board as a whole. The Company will use its best endeavours to seek a suitable candidate to fill the vacancy of the position of chairman of the Board.

The Chief Executive Officer Mr. Jiang Bo, is responsible for business strategic planning and day-to-day management and operation of the Group. The Board believes this segregation of duties helps to supervise and balance the power and authority of the Board and enhances the independence and accountability of the Board.

BOARD COMMITTEE

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

The chairman and majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out in the Corporate Information on page 2 of this annual report. The Board committees are provided with sufficient resources to perform their duties and shall seek, at the Company's expenses, independent professional advice to perform its responsibilities if necessary.

Minutes of the Board committees are kept by the company secretary, where drafts and final versions of the relevant minutes should be sent to all committee members for their comments and records, within a reasonable time after the meeting.

Audit Committee

The primary responsibilities of the Audit Committee include the followings:

- (a) to review the Company's financial information including annual report and half-yearly report and the appropriateness of any significant financial reporting judgments contained therein;
- (b) to review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, reappointment and removal of external auditors; and
- (c) to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures. Further information is disclosed in the section titled "Risk Management and Internal Controls" below.

Rule 3.21 of the Listing Rules requires the Audit Committee to comprise non-executive directors only, with a minimum of three members. As disclosed in the section headed “Non-compliance with the Listing Rules” above, the Company temporarily failed to comply with Rule 3.21 of the Listing Rules during the year ended 31 March 2026. As at the date of this report, the Company has fully re-attained compliance with all the relevant Listing Rules.

During the year ended 31 March 2026, the Audit Committee held three meetings. The attendance of each member at the Audit Committee meetings is set out in the table under the section titled ‘Meeting Attendance’ of this report.

Due to the delay in publication of the Company’s annual results, annual reports, interim results and interim report for the year ended 31 March 2025, for the six months ended 30 September 2025 and for the year ended 31 March 2026, during the year ended 31 March 2026, and up to the date of this annual report, the Audit Committee (i) reviewed the annual results of the Company for the year ended 31 March 2025, the interim results of the Company for the six months ended 30 September 2025 and the annual results of the Company for the year ended 31 March 2026 (which reviews were conducted subsequent to 31 March 2026 following the delay in the publication of the annual results for the year ended 31 March 2025) and reported the review conclusions to the Board; (ii) reviewed the independence and objectivity of the external auditor; (iii) considered and approved the remuneration and terms of engagement of the external auditor; (iv) considered and made recommendation to the Board on the appointment of Crowe (HK) CPA Limited as the new auditor of the Company following the resignation of Ernst & Young on 31 March 2026; (v) reviewed the internal control review report by the independent professional consultancy firm engaged by the Group (“**the IC Adviser**”), reviewed the appropriateness and effectiveness of the remedial measures and implementations of risk management and internal control systems and made recommendations to the Board on the improvement of the internal control and risk management of the Group; and (vi) reviewed the effectiveness of the Group’s whistleblowing policy and the arrangements for employees to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters, and confirmed that appropriate procedures are in place for remedial purposes and follow-up action.

Auditors’ Remuneration

An analysis of the remuneration that should be paid to the external auditor of the Company, Crowe (HK) CPA Limited, for the audit of the year ended 31 March 2026 and non-audit services is set out below:

Services rendered	Paid/Payable HK\$'000
Audit services fees	
Annual audit	900
Non-audit services fees	
Review of interim financial information	300

Corporate Governance Report

The Audit Committee has expressed its views to the Board that the level of fees paid/payable to the Company's external auditor is reasonable. There has been no major disagreement between the external auditor and the management of the Company for the reporting period.

Nomination Committee

The primary functions of the Nomination Committee are to review the structure, size and composition of the Board, to identify suitable qualified individuals to become board members, and make recommendations to the Board in relation to the appointment and re-appointment of Directors and senior management, and on matters relating to succession planning. In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Board diversity policy, including but not limited to professional qualifications, regional and industry experience, educational and cultural background, skills, industry knowledge, reputation and gender. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption. The Nomination Committee is also responsible for assessing the independence of the independent non-executive Directors.

The nomination policy (which includes the Company's Board succession policy (established upon the internal control review by the IC Adviser) and Board Diversity Policy (as defined below)) serves as a guiding framework which is expected to be followed to ensure timely and effective appointment. In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character, qualifications, experience, independence and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, talent needs and experience relevant to the Company's businesses, where appropriate, evaluation and reference checks may also be conducted before making recommendation to the Board.

During the year ended 31 March 2026, the Nomination Committee held two meetings to review the structure, size and composition of the Board, including appointment of Ms. Ci Ying, Mr. Chen Jiarong, Professor Wang Qinmei, Mr. Chen Poujian, Mr. Sun Peng and Mr. Xu Anliang, review the independence of the independent non-executive Directors and of re-appointment of retiring Directors. Attendance of each member at the Nomination Committee meeting is set out in the table under the section headed "Meeting Attendance" of this report.

Remuneration Committee

The primary duties of the Remuneration Committee are to (i) review and determine the policies and the structure of the remuneration for the Directors and senior management; (ii) assess the performance of, and make recommendations to the Board on the remuneration packages and long-term incentive compensation or equity plans (including matters relating to share schemes under Chapter 17) for, individual Directors and senior management in accordance with E.1.2(c)(ii) of the GC Code; and (iii) evaluate and make recommendations on employee benefit arrangements.

During the year ended 31 March 2026, no physical meeting was held by the Remuneration Committee. However, the members of the Remuneration Committee reviewed and approved matters relating to the remuneration policy and structure of the Company, the remuneration packages of the Directors, and other related matters by way of written resolutions, which was considered sufficient and appropriate by the committee.

Major work completed by the Remuneration Committee during the year included: (i) recommended the remuneration package and bonus payable to executive Directors of the Company; (ii) recommended the remuneration packages of non-executive Directors and independent non-executive Directors of the Company for approval by the Board; and (iii) considered and approved matters relating to the Share Award Plan under Chapter 17 of the Listing Rules, including the reasonableness of the service provider sub-limit of 5% and other grant issues. Details of the Director' remuneration are set out in note 8 to the consolidated financial statements.

Pursuant to code provision E.1.5 of the CG Code, a company should disclose details of any remuneration payable to members of the senior management by band for the year ended 31 March 2026 in its annual report. As at 31 March 2026, the Company had no senior management other than the Directors.

Corporate Governance Functions

The Board is responsible for performing the functions set out in code provision A.2.1 of the CG Code. The Board developed and reviewed the Company's corporate governance policies and practices, reviewed and monitored training and continuous professional development of Directors and senior management, reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements, developed, reviewed and monitored the compliance of the Model Code and the guidelines, and reviewed the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

Board and Workforce Diversity

The Board has adopted a board diversity policy (the "**Board Diversity Policy**") as required by the Listing Rules which sets out the approach to achieve diversity on the Board. The Board recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. The Company seeks to achieve Board diversity when selecting candidates from a number of perspectives based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board has reviewed the appropriateness of an express diversity quota or measurable objective in achieving board diversity, and noted that currently the Board has members of both genders. In light of the above, the Board has concluded that selection of Board members should continue to be based on the above said diversity perspectives instead of setting an express quota or objective. The Nomination Committee will monitor and review annually the implementation of the Board Diversity Policy to ensure its effectiveness as appropriate.

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not regard a single gender board of directors as achieving member diversity. As at the date of this report, the Board consists of one female Director and seven male Directors, which is in compliance with the requirement of appointing at least a director of a different gender.

In relation to the details of gender ratio and relevant policy of the Group at the workforce level as of 31 March 2026, please refer to the section headed "Employment and Labour Standards" under the Environmental, Social and Governance Report which is contained in this annual report. During the year under review, the Board was not aware of any mitigating factors or circumstances which make achieving gender diversity across the workforce (including senior management) more challenging or less relevant.

Corporate Governance Report

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

During the year ended 31 March 2026, the Board held at least 4 regular meetings, where majority of Directors are presented and actively participated. Schedules for regular Board meetings are agreed with Directors in advance to facilitate their attendance. At least 14 days' notice for all regular Board meetings was given to all Directors and all Directors (including independent non-executive Directors) are given the opportunity to include matters for discussion on the agenda. For other Board meetings, reasonable notice of at least 3 days in advance will be given. Agendas and accompanying meeting documents will be sent to all Directors in a timely manner before the Board meeting. Minutes of Board meetings and committee meetings, record in sufficient detail of matters considered and resolved, with relevant Directors' views, are sent to all Directors for their comment and records, and the final versions are kept by the company secretary and are open for Directors' inspection on reasonable notice.

Name of Directors	Attendance/Number of Meetings				
	Board	Nomination Committee	Remuneration Committee	Audit Committee	General Meeting
Executive Directors					
Jiang Bo (<i>Chief Executive Officer</i>)	7/7	NA	NA	NA	3/3
Hui Yung Chris (Co-CEO) (note 1)	6/6	NA	NA	NA	1/2
Lo Tsz Hong (note 2)	3/3	NA	NA	NA	NA
Tse Wai Ip (note 3)	3/3	NA	NA	NA	NA
Non-Executive Directors					
Mr. Chen Jiarong (note 4)	3/3	NA	NA	NA	2/3
Prof. Wang Qinmei (note 5)	2/2	NA	NA	NA	1/2
Mr. Sun Peng (note 6)	1/1	NA	NA	NA	1/1
Wu Ting Yuk Anthony (<i>Chairman</i>) (note 7)	6/6	2/2	NA	NA	2/2
Zhao Wei (note 8)	1/1	NA	NA	NA	NA
Independent Non-Executive Directors					
Wang Can	6/7	2/2	NA	3/3	0/3
Ms. Ci Ying (note 9)	5/5	2/2	NA	1/1	1/3
Dr. Chen Poujian (note 10)	2/2	NA	NA	1/1	0/2
Mr. Xu Anliang (note 11)	1/1	NA	NA	1/1	0/1
Cheng Jessica (note 12)	6/6	NA	NA	2/2	1/2

Notes:

1. Retired on 6 January 2026
2. Resigned with effect from 1 September 2025
3. Vacated on 1 August 2025
4. Appointed on 1 September 2025
5. Appointed on 11 November 2025
6. Appointed on 22 January 2026
7. Retired on 6 January 2026
8. Resigned on 11 June 2025
9. Appointed on 25 June 2025
10. Appointed on 11 November 2025
11. Appointed on 22 January 2026
12. Retired on 6 January 2026

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2026 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 96 to 101 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Group has established a risk management and internal control framework which enables it to identify, evaluate and manage significant risks associated with its business activities. The framework is designed to safeguard the Group's assets, to ensure the maintenance of proper accounting records, to enhance operational effectiveness and efficiency, and to ensure compliance with applicable laws and regulations.

Corporate Governance Report

Board Responsibilities

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems.

The Board acknowledges its responsibility for the Group's risk management and internal control systems and for reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable, but not absolute, assurance against material misstatement or loss.

The Board, with the assistance of the Audit Committee and management, oversees the Group's risk management and internal control systems on an ongoing basis and reviews their effectiveness at least annually.

Risk Management System

The Group has established a risk management system to identify, evaluate and manage significant risks associated with its business activities. Management is responsible for identifying and assessing risks and implementing appropriate measures to mitigate and manage such risks. Any significant risks identified by management are regularly reported to the Audit Committee and the Board.

The risk management process comprises the following key elements:

- Identification of significant strategic, financial, operational, ESG, and compliance risks;
- Assessment and evaluation of the likelihood and potential impact of identified risks;
- Development and implementation of appropriate risk mitigation measures;
- Continuous monitoring of risk exposure and effectiveness of controls; and
- Periodic reporting of risk management matters to the Board and Audit Committee.

Internal Control Systems

The Group's internal control systems comprise the policies, procedures and organisational arrangements through which management safeguards the Group's assets, ensures that transactions are properly authorised and recorded, maintains reliable financial reporting and secures compliance with the Listing Rules and applicable laws and regulations.

Internal Control Review

As part of its efforts towards resumption of trading in its shares, the Company engaged an independent internal control adviser (the “**IC Adviser**”) to review the internal control systems and procedures of the Company and its two principal operating subsidiaries, Saintford Limited and Clarity Ophthalmology (Shenzhen) Co., Ltd.* (清晰眼科(深圳)有限公司) (collectively, the “**Key Subsidiaries**”), for the period from 1 April 2025 to 31 March 2026 (the “**Internal Control Review**”). The Internal Control Review covered the following areas: (i) board governance and decision-making; (ii) connected transactions; (iii) management of integrity and conflicts of interest; (iv) regulatory compliance, disclosure and whistleblowing; (v) treasury management; (vi) procurement management; (vii) contract management; (viii) human resources and employment compliance; and (ix) financial reporting management. The background, scope, findings and remediation of the Internal Control Review are set out in the Company’s announcement dated 13 September 2026 and are summarised below.

Review Findings

The Internal Control Review identified 13 observations, comprising 1 material control observation, 9 other control observations and 3 observations for improvement.

1) *Material control observation*

The material control observation concerned the Company’s corporate governance framework and its oversight of subsidiaries. The IC Adviser found that the Company had not established, or systematically updated, the governance policies required to keep pace with developments in the Listing Rules and the Corporate Governance Code (the “**CG Code**”), and had not formalised group-level escalation protocols and Board approval procedures for material transactions undertaken by its subsidiaries. Specifically:

- (a) some formal policies to govern certain key areas addressed under the Listing Rules and the CG Code, namely the policies on shareholder communication, notifiable transactions, board diversity and conflict of interest (the “**Outstanding Policies**”) were not established;
- (b) the dividend policy and the whistleblowing policy required enhancement; and
- (c) certain of the Company’s policies did not fully address the Company’s monitoring, approval and reporting procedures for subsidiary-level activities and transactions.

The IC Adviser recommended that the Company: (a) establish the Outstanding Policies in accordance with the CG Code and the Listing Rules; (b) enhance the dividend policy and the whistleblowing policy; (c) establish a subsidiary oversight policy, applicable to all subsidiaries, setting out approval thresholds and reporting procedures for material subsidiary-level activities, including acquisitions and disposals, borrowings and loans (including financing arrangements with controlling shareholders), the giving of security and guarantees, and interested or related party transactions; and (d) communicate the policies to relevant stakeholders and review them periodically.

Corporate Governance Report

2) *Other control observations*

The 9 other control observations concerned (i) the articles of association of relevant Key Subsidiaries; (ii) Director training and succession planning; (iii) delegation of authority (“**DOA**”) and responsibility descriptions; (iv) conflict-of-interest declarations by Directors; (v) payment authorisation workflow and consultancy fee adjustments; (vi) supplier performance monitoring and procurement documentation; (vii) contract approval and register; (viii) human resources policy framework; and (ix) recruitment, resignation and payroll procedures.

3) *Observations for improvement*

The 3 observations for improvement identified areas in which the Group’s practices could be further aligned with good corporate governance practice, namely, the maintenance of a centralised register of board meetings, the formalisation of background checks for newly appointed Director, and budget management including the preparation of an annual budget and periodic variance analysis.

Remedial measures taken by the Group

The Board and the Audit Committee agreed with and accepted all of the findings and recommendations of the IC Adviser.

In response to the material control observation, the Company has: (a) established the Outstanding Policies to address the identified deficiencies; (b) enhanced its dividend policy and whistleblowing policy as recommended; (c) adopted a Group Transactions and Governance Policy, applicable to the Company and all of its subsidiaries, which sets out escalation triggers, approval thresholds and reporting requirements for material subsidiary-level activities and transactions; and (d) communicated the new and enhanced policies to the Directors, management and relevant staff of the Company and the Key Subsidiaries.

In response to the other control observations, the Company and the Key Subsidiaries have taken the appropriate remedial measures, and in particular, they have enhanced their procedures for payment authorisation, procurement, contract management, human resources, payroll, and have strengthened their record-keeping controls.

In response to the observations for improvement, the Company has established a centralised register of board meetings, adopted a formal policy for background checks for newly appointed Director, and introduced an annual budgeting process with periodic variance analysis reported to the Board.

Follow-up Review conducted by the IC Adviser

The IC Adviser subsequently conducted a follow-up review covering the periods from 1 April 2026 to 30 June 2026 and from 1 July 2026 to 31 August 2026 (together, the “**Follow-up Review**”) to assess whether (a) the weaknesses identified had been rectified and the remedial measures duly implemented; and (b) the remediated controls were effectively designed and implemented so as to enable compliance with the Listing Rules.

The IC Adviser examined the new and enhanced policies and procedures of the Company and the Key Subsidiaries, interviewed management and process owners, and tested samples of transactions where transactions had arisen during the Follow-up Review; where no relevant transaction had arisen, it assessed whether the relevant policies and procedures had been put in place. The IC Adviser completed the Follow-up Review in September 2026 and no exception was noted.

Further Measures adopted by the Group

In addition to the remedial measures above, the Group will:

(a) perform periodic reviews of the newly established and enhanced policies, the DOA matrix and the articles of association of the Key Subsidiaries to keep pace with changes in the Listing Rules, the CG Code and applicable laws; (b) maintain the recurring controls introduced, including Directors' training records and conflict-of-interest declaration updates, annual supplier evaluations, annual budgeting and monthly variance analysis; (c) continue to monitor the operation of the remediated controls, in particular those for which no transactions were available for sample testing during the Follow-up Review; and (d) report the results of such monitoring, and any significant control deficiencies, to the Audit Committee and the Board.

Main Features of the Internal Control Systems After Remediation

Control environment and governance structure. A clear organisational structure with defined lines of responsibility and authority is in place, supported by the Board-approved DOA matrix, which specifies approval limits and dual-approval requirements for transactions, payments and contracts and reserves specified matters for decision by the Board. The Group Transactions and Governance Policy requires material subsidiary-level matters – including acquisitions and disposals, borrowings and loans, security and guarantees, financing arrangements with controlling shareholders and transactions with related or connected parties – to be escalated to and approved by the Board before commitment.

Board and Director conduct. The Company maintains written policies on board diversity, board succession, Director background checks and conflicts of interest. Directors declare their interests on appointment, update their declarations periodically and upon any change in their affiliations, and abstain from deliberating and voting on matters in which they are conflicted. The Company Secretary maintains centralised registers of Board and committee meetings, Directors' training and Directors' declarations of interest.

Financial and operational controls. Written policies and procedures are in place to govern payment authorisation, procurement, contract management, human resources and payroll across the Company and the Key Subsidiaries. Payments are matched against contracted terms before release. Procurements above specified thresholds require competitive quotations and documented selection rationale. Contracts are subject to risk-based legal review and recorded in a centralised register. Payroll is prepared and verified by separate personnel before approval. An annual budget is approved by the management before the start of each financial year, and actual performance is monitored against budget monthly, with significant variances explained and reported.

Compliance controls. The Company maintains policies on notifiable and connected transactions, shareholder communication, dividends, inside information, whistleblowing and anti-corruption. The Company Secretary, with the assistance of the Company's legal advisers, monitors changes in the Listing Rules and applicable laws and regulations and reports to the Board on compliance matters.

Monitoring and reporting. Management reports to the Audit Committee at least twice a year on the operation of the risk management and internal control systems, significant risks identified, any control failings or weaknesses and the actions taken to address them. The Audit Committee reports to the Board following each of its meetings.

Corporate Governance Report

Internal Audit Function

The Group does not have an internal audit function. Having considered the Group's size, effective use of resources, and existing internal control framework, and taking into account that the Internal Control Review performed by the IC Adviser, which is an independent professional services firm, covering the material operational and financial processes had recently been completed, and its recommendations and remedial measures implemented, the Board considered that it was not necessary to establish an internal audit function for the time being. The Board will continue to review the need for establishing an internal audit function on an annual basis and will continue to monitor the sufficiency and effectiveness of the Group's existing risk management and internal control systems.

Whistleblowing Policy

The Group has enhanced the existing whistleblowing policy and supporting systems which enable employees and those who deal with the Group (including customers and suppliers) to raise concerns in confidence and anonymity, with the Audit Committee about possible improprieties relating to financial reporting, internal control or other matters. Such concerns are handled in a fair and appropriate manner with appropriate follow-up action.

Anti-corruption Policy

The Group has adopted an anti-corruption policy to promote ethical and lawful business conduct. Employees are required to comply with the relevant laws and regulations and the Group's code of conduct regarding anti-bribery and anti-corruption matters.

Procedures for Handling and Dissemination of Inside Information

The Group has established guidelines and procedures and internal controls for handling and dissemination of inside information in accordance with the requirements of the Securities and Futures Ordinance.

Inside information is required to be identified, assessed and escalated to senior management in a timely manner. Access to inside information is restricted to authorised personnel on a need-to-know basis. Employees are reminded regularly of their obligations to preserve confidentiality.

Annual Review of Effectiveness of Internal Control Systems

The Board, with the assistance of the Audit Committee and the IC Adviser, has conducted an review over the Group's internal control systems covering all material controls, including financial, operational and compliance controls, which took into account the Internal Control Review report issued by the IC Adviser, including its findings, recommendations and follow-up reviews on the implementation status, after discussions and with confirmations from the management.

As part of the review, the Board and the Audit Committee also considered the adequacy of resources, staff qualifications and experience, training programmes and budgets of the Group's accounting, financial reporting functions, as well as those relating to ESG performance and reporting and considered that they were adequate and sufficient.

In conducting the review, the Board also considered the effectiveness of the Group's processes for financial reporting and Listing Rule compliance. During the years ended 31 March 2025 and 2026, the Board and Board committees did not fulfil the composition's requirements, and the publication of the annual results of the Company for the year ended 31 March 2025, the interim results of the Company for the six months ended 30 September 2025 and the annual results of the Company for the year ended 31 March 2026 were also delayed, resulting in non-compliance with the Listing Rules. For details of the above non-compliances, the reasons therefor and the relevant remedial measures taken by the Group, please refer to the sections headed "*Non-compliance with the Listing Rules*" and "*Major Events After the Reporting Period and/or Those Not Yet Reported in the Published Annual Report for the Year Ended 31 March 2024 or the Published Interim Report for the Six Months Ended 30 September 2024*" of this annual report.

Based on the review, subject to the deficiencies and remedial actions as elaborated above, the Board and the Audit Committee considered that the Group's risk management and internal control systems are effective and adequate as at the date of this report.

COMPANY SECRETARY

Ms. Yeung Pui Yee Holly ("**Ms. Yeung**") was appointed by the Board, as the external company secretary of the Company, on 1 September 2025. Ms. Yeung reports directly to the Board and is responsible for, inter alia, providing updated and timely information to all Directors from time to time. During the year ended 31 March 2026, Ms. Yeung has complied with Rule 3.29 of the Listing Rules and taken no less than 15 hours of relevant professional training.

Ms. Wong Wing Yee ("**Ms. Wong**") served as the company secretary of the Company from 1 April 2025 to 29 August 2025. Ms. Wong confirmed that she has complied with Rule 3.29 of the Listing Rules and taken no less than 15 hours of relevant professional training during her tenure.

DISCLOSURE OF INSIDE INFORMATION

The Board has a policy for handling and disseminating inside information. The policy sets out guidelines and procedures for the Directors of the Company and executives of the Group to ensure the Group's inside information is disseminated to the public on an equal basis and in a timely manner.

Directors and executives in possession of potential inside information and or inside information, are required to take reasonable measures to ensure that proper safeguards are in place to preserve strict confidentiality of inside information and to ensure that its recipients recognise their obligations to maintain confidentiality. The policy shall be updated and revised as and when necessary in light of changes in circumstances and changes in the Listing Rules, the Securities and Futures Ordinance, relevant statutory and regulatory requirements from time to time.

DIVIDEND POLICY

The Company adopted a dividend policy (the "**Dividend Policy**"). The Company endeavours to maintain sufficient operating capital to develop and operate the Group's business, and to provide stable and sustainable returns to its shareholders.

Corporate Governance Report

In deciding whether to recommend dividends and determining the amount of dividends, the Board will consider the following factors:

- the Group's financial results and general financial condition;
- liquidity position and capital requirement of the Group;
- the Group's current and future operations;
- the Group's business development strategies and future expansion plans;
- the general market conditions;
- any relevant requirements of the Listing Rules and applicable laws, rules and regulations and the memorandum and articles of association of the Company; and
- any other factors that the Board considers relevant.

The Board will also constantly review the Dividend Policy and retain the discretion to update, revise, modify and/or cancel the Dividend Policy at any time. The Dividend Policy will not in any way constitute a legally binding commitment of the Group in relation to its future dividends and/or will not in any way render the Company obligated to declare dividends at any time or from time to time. Any final dividend for a financial year will be subject to the Shareholders' approval.

SHAREHOLDERS' RIGHTS

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

(I) Convene an extraordinary general meeting/put forward proposals:

Any one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth (10%) of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition at the Company's Hong Kong office at 20/F, Ginza Plaza, 2A Sai Yeung Choi Street South, Mongkok, Kowloon, Hong Kong, or sent by email to info@claritymedic.com. If within twenty-one days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. The Company would take appropriate actions and make necessary arrangements in accordance with the requirements under Article 58 of the Articles of Association once a valid requisition is received.

(II) Procedures by which enquiries may be put to the Board

Enquiries of shareholders can be sent to the Company either by email at info@claritymedic.com or by post to the Company's Hong Kong head office at 20/F, Ginza Plaza, 2A Sai Yeung Choi Street South, Mongkok, Kowloon, Hong Kong. Shareholders can also make enquiries with the Board directly at the general meetings.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company recognises the importance of communication with shareholders. In order to maintain and further enhance the investors' relationship with the Company's shareholders, the Company established various channels of communication with its shareholders:

The Company has in place a Communication Policy for Shareholders and External Parties to ensure that Shareholders' and external parties' views and concerns are appropriately addressed. The policy is regularly reviewed by the Board to ensure its effectiveness.

- (1) The annual general meeting provides a platform for shareholders to exchange views with the Board. The members of the Board and external auditors will attend the meeting. The Group encourages all shareholders to attend and raise any comment on the performance of the Group. The Board welcomes to exchange views with its shareholders at the meeting.
- (2) The Company has regularly met with financial analysts, fund managers and potential investors during the reporting period, in order to enhance the understanding, the Group's operations and developments.
- (3) Information relating to the Company's financial information is provided through publications of annual/interim reports, announcements, circulars and press release.
- (4) The Company has established a corporate website (www.claritymedic.com) which provides regularly updated Company financial information and other corporate information.

The Board has reviewed the implementation and effectiveness of the Communication Policy during the year under review, and considered that the policy effectively enabled the Company to achieve good communication with its shareholders.

CONSTITUTIONAL DOCUMENTS

On 6 January 2026, an annual general meeting was held and shareholders' approval was obtained to approve the proposed amendments to the existing articles of association of the Company and the adoption of the new articles of association of the Company. For details, please refer to the circular of the Company dated 8 December 2025. The amended and restated articles of association of the Company was effective on 6 January 2026 and is available for viewing on the websites of the Company and the Stock Exchange.

Save as disclosed above, there had been no significant changes in the constitutional documents of the Company during the year ended 31 March 2026 and up to the date of this annual report.

Environmental, Social and Governance Report

SCOPE OF THE REPORT

Clarity Medical Group Holding Limited (the “**Company**”, together with its subsidiaries, collectively as the “**Group**”, “**we**”, or “**us**”) is pleased to present its Environmental, Social and Governance (“**ESG**”) Report (the “**Report**” or “**ESG Report**”). The ESG Report aims to provide an overview of our performance with respect to environmental protection, social involvement, engagement with stakeholders and sustainable development. The reporting scope is determined based on the materiality and significance of ESG impacts on the company under the Group’s direct operational control. Unless otherwise stated, the reporting scope covers our Medical Centres (the “**Medical Centres**”) and offices in Hong Kong, Shanghai and Shenzhen from 1 April 2025 to 31 March 2026 (“**Reporting Period**”). We will gradually expand the reporting boundary according to the business maturity of new operational sites in Shanghai and Shenzhen.

PREPARATION BASIS OF THE REPORT

The ESG Report is prepared following the Environmental, Social and Governance Reporting Guide (the “**Reporting Guide**”) as set out in Appendix C2 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). It not only complies with all provisions of “Comply or Explain” but also adheres to materiality, quantitative, balance, and consistency principles. We have adopted the international standards and emission factors specified in the guidance materials on ESG issued by the Stock Exchange for computing the relevant key performance indicators (“**KPIs**”). The application of materiality is detailed in the subsection headed “Materiality Assessment.” The two ESG subject areas, namely environmental and social, are disclosed separately, each highlighting the impacts of our operating activities in Hong Kong during the Reporting Period.

Adopting the above reporting standard ensures that our disclosure is accurate, consistent, reliable, timely, and reflects our commitment to transparency. As we see this report as a medium to communicate with our stakeholders, we openly present both the positive and negative aspects of our performances to ensure a meaningful assessment.

SOURCE OF DATA AND RELIABILITY STATEMENT

The information disclosed in the ESG Report is retrieved from the Group’s internal documents, statistical reports, and relevant public materials. The Group undertakes that the ESG Report does not contain any false information, misleading statement, or material omission and takes responsibility for the contents hereof as to authenticity, accuracy, and completeness.

CONTACT US

We value your feedback on our ESG Report and performance. Please share your opinions with us via info@claritymedic.com.

STATEMENT OF THE BOARD

As responsible corporate citizens, we value the concept of sustainable business development. This ESG Report summarises our strategies, practices, and vision for integrating sustainability into our business. To enhance our resilience and adaptive capacity to potential ESG-related risks and opportunities, all potential ESG issues are covered and evaluated in the annual assessment.

We have established a governance structure to strengthen our management of ESG matters. Our Board of Directors (the “**Board**”) takes the overall responsibility for the ESG matters and their integration into the Group’s operational strategies. It oversees the ESG matters, establishes, revises and implements ESG targets and strategies for the Group, and reviews the Group’s performance annually against the set target and goals. We have also set up an ESG working group (the “**ESG Working Group**”), which comprises four members: Financial Controller, Human Resources Manager, Clinic Manager, and Nursing Director, to assist the Board in achieving sustainability ambitions. To do so, the ESG Working Group is responsible for collecting ESG data from functional departments, conducting materiality assessments regarding ESG matters, facilitating the execution of ESG measures derived from the assessments, and monitoring deviations from the ESG strategies to provide timely remedial actions.

With the aim of transitioning to a more sustainable business, the Board will continue to review our progress toward achieving the set ESG goals and targets.

GOVERNANCE STRUCTURE

Board	The Board is responsible for the overall decision-making, oversees the formulation, administration, and assessment of the ESG system, including climate-related risks and opportunities. The Board also ensures that the necessary expertise is available to effectively oversee climate-related risks and opportunities and to support relevant strategic decision-making.
ESG Working Group	The ESG Working Group is responsible for assisting the Board in managing and monitoring the ESG and climate-related matters on a daily basis. It also reports to the Board on ESG and climate-related matters, including risks and opportunities annually.
Functional Department	Functional departments are responsible for the execution of implemented measures to achieve the set strategies and targets.

IDENTIFICATION OF AND ENGAGEMENT WITH STAKEHOLDERS

We believe communication with stakeholders is key to a successful business. We seek to understand and communicate with our stakeholders: Stock Exchange, government and regulatory authorities, investors, media and public, suppliers, customers, employees and community. By such communications, we have a better understanding regarding the general expectations and concerns of our stakeholders. To pursue our sustainability ambitions, we have aimed to establish mutual trust and develop cooperative relationships with our stakeholders, and we would like to align our ESG strategies with their expectations. Our stakeholders’ major ESG expectations and concerns are set forth below:

Stakeholders	Areas of ESG Concern	Means of Engagement
Stock Exchange	• Compliance with the Listing Rules; and • Timely and accurate announcement.	• Meetings; • Training and seminars; and • Company’s website and announcements.

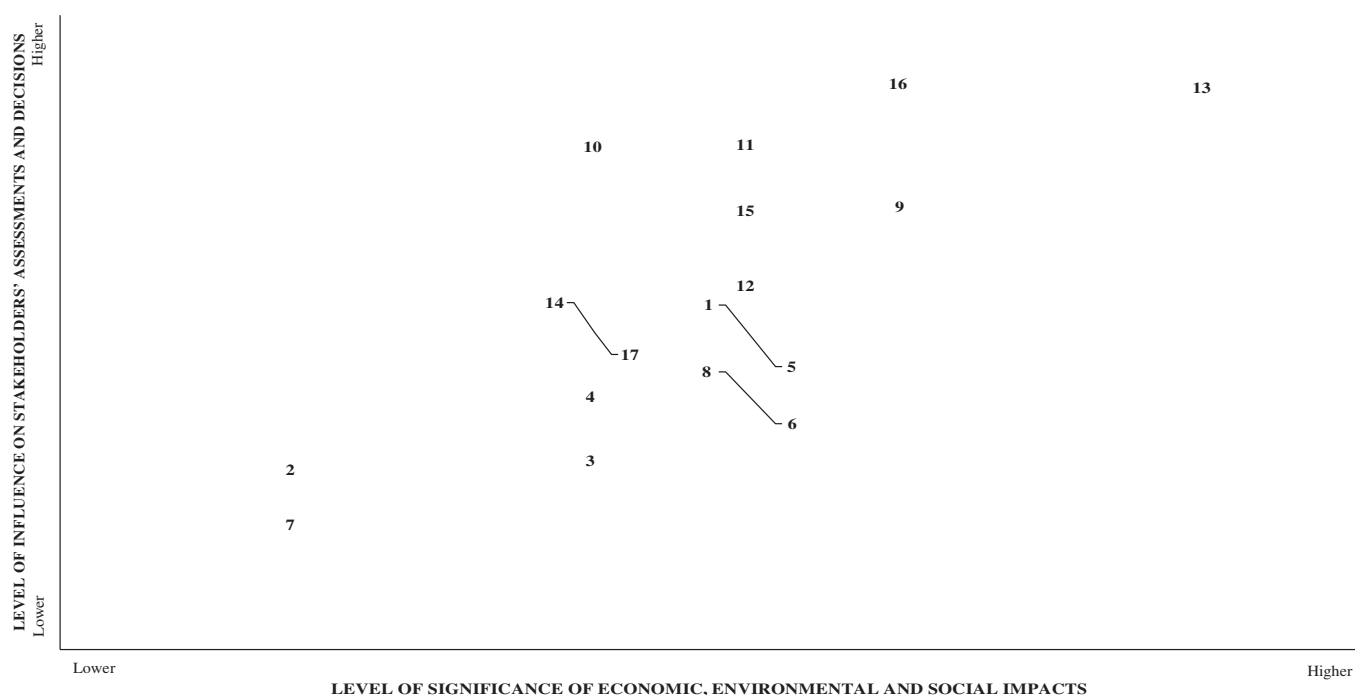
Environmental, Social and Governance Report

Stakeholders	Areas of ESG Concern	Means of Engagement
Government and Regulatory Authorities	- Operational compliance; - Tax payment as legally required; and - Disclosure of information and submission of materials.	- Annual review process; and - Company's website and announcements.
Investors	- Business strategies and performances; - Effective corporate governance; - Sustainable profitability; and - Investment returns.	- General meetings; - Financial reports and announcements; and - Company's website.
Media and Public	- Corporate governance; - Environmental protection; and - Uphold human rights standards.	- Announcements; - Company's website; and - Press conference.
Suppliers	- Payment schedule; - Demand stability; - Operational compliance; and - Quality services and products.	- Site visits; - Meetings; and - Conference calls and interviews.
Customers	- Quality services and products; - Product safety; - Commercial credibility; and - Operational compliance.	- After-sales services; - Customers' enquiries handling mechanism; and - Customers' privacy policies.
Employees	- Rights and benefits of employees; - Training and development; - Working environment and occupational safety; and - Equal opportunities.	- Regular meetings; - Employee training; - Annual appraisal; - Opinion box; and - WhatsApp and WeChat group.
Community	- Community development; - Employment opportunities; - Environmental protection; and - Social welfare.	- Community service activities; - Media enquiry; and - Press releases and announcements.

MATERIALITY ASSESSMENT

We have identified ESG matters that have a potential or actual impact on our sustainable development from various sources, such as our internal policies, industry trends, and the Sustainability Accounting Standards Board's Materiality Map¹. Building on the ESG matters identified last year, we undertook a review this year through analysing ESG matters regarding an array of factors, including our ESG strategies, development, goals, and targets. As such, we confirmed that the 16 ESG matters identified last year continue to remain pertinent to us and our stakeholders. The ESG matters are prioritised as follows:

LEVEL OF INFLUENCE ON STAKEHOLDERS' ASSESSMENTS & DECISIONS



Environment		Social	
ESG issues		ESG issues	
1.	Exhaust emissions	9.	Employment
2.	Greenhouse gas emissions	10.	Health and safety
3.	Hazardous waste	11.	Training and development
4.	Non-hazardous waste	12.	Labour standard
5.	Energy usage	13.	Supply chain management
6.	Water usage	14.	Products responsibility
7.	Environment and natural resources	15.	Anti-corruption
8.	Climate change	16.	Social responsibility

¹ Sustainability Accounting Standards Board's Materiality Map, <https://materiality.sasb.org/>

Environmental, Social and Governance Report

A. ENVIRONMENTAL²

Environmental Compliance

We comply with all laws and regulations that are relevant to environmental protection in Hong Kong, including but not limited to the Air Pollution Control Ordinance of Hong Kong, the Water Pollution Control Ordinance of Hong Kong, the Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), the Waste Disposal (Clinical Waste) (General) Regulation (Chapter 354O of the Laws of Hong Kong), the Waste Disposal (Chemical Waste) (General) Regulation (Chapter 354C of the Laws of Hong Kong), and the Hazardous Chemicals Control Ordinance of Hong Kong. During the Reporting Period, we have noted no confirmed non-compliance incidents or grievances to environmental issues.

Types of Emissions

The Group owned a vehicle for serving its management team members. The vehicle is under regular maintenance checks to facilitate fuel consumption efficiency, which ensures road safety and minimises air emissions. The major air pollutants emitted from vehicles include nitrogen oxides (NO_x), sulphur oxides (SO_x), and particulate matter (PM). We are committed to maintaining all types of air emissions within a range of 90% to 120% levels compared to this Reporting Period. We will consistently conduct regular vehicle inspections to enhance fuel consumption efficiency, and proactively manage and minimise our environmental impact, to ensure that our operations align with sustainable practices and contribute to a greener future.

Details of exhaust gas generated by the Group are as follows:

	Unit	Year Ended 31 March 2026	Year Ended 31 March 2025
Air Emissions ³			
Nitrogen oxides (NO _x)	kg	2.36	2.24
Sulphur oxides (SO _x)	kg	0.06	0.06
Particulate Matter (PM)	kg	0.17	0.17

Hazardous Waste Management

We comply with all relevant laws and regulations that are relevant to hazardous waste management in Hong Kong, including but not limited to the Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), the Waste Disposal (Clinical Waste) (General) Regulation (Chapter 354O of the Laws of Hong Kong), and the Waste Disposal (Chemical Waste) (General) Regulation (Chapter 354C of the Laws of Hong Kong). During the Reporting Period, we have noted no confirmed non-compliance incidents or grievances to environmental issues.

² Environmental data currently includes Hong Kong, Shanghai and Shenzhen offices only for electricity data. Due to data availability, other environmental data only covers Hong Kong Office. Data coverage will be expanded in future reporting periods.

³ The air emissions for the Reporting Period are disclosed in accordance with "Appendix 2: Reporting guidance on Environment KPIs" issued by the Stock Exchange to provide a more comprehensive performance of the Group.

Our hazardous wastes are principally clinical wastes and pharmaceutical products, such as expired drugs and medicines produced during medical operations in our Medical Centres. During the Reporting Period, the Group produced 192.93 (2025: 122.65) kg of hazardous waste, with an intensity of 0.0011 (2025: 0.0007) kg per thousand revenues⁴. Through proper hazardous waste management and implementation of various effective measures, the Group strives to reduce its hazardous waste generation.

Although the disposal of clinical and chemical materials is inevitable as they are necessary for us to provide ophthalmic services and medications to patients, to lower the generation of hazardous wastes, besides offering regular compulsory training and information sessions for all our operational staff regarding clinical and chemical waste handling, we also safely and legally reuse reusable medical equipment and instruments after thorough disinfection and sterilisation.

Patient safety is our top priority. We have used reusable medical equipment and instruments after thorough disinfection and sterilisation during the Reporting Period. By implementing the aforementioned measures, we target to maintain the total intensity of hazardous waste produced at 0.0011 kg per thousand revenues or below in the next reporting period.

The following shows the statistics of hazardous waste recorded during the Reporting Period:

Discharge of Hazardous Waste	Unit	Year ended 31 March 2026	Year ended 31 March 2025
Total hazardous waste	Kg	192.93	122.65
Total hazardous waste intensity	Kg per thousand revenues	0.0011	0.0007

We have established a set of “Clinical Waste Management Policy” in compliance with the legal requirements to safely and organise clinical waste. Regarding the policy, we would like to highlight some major measures that we implement, which our Clinical Waste Management Policy has regulated:

- all containers for packaging clinical wastes should be leak-proof, impervious to moisture, and strong enough to prevent tearing or bursting under normal handling. Such packages should not be reused;
- all used or contaminated sharps should be put into standardised sharps boxes with a specified label. The label must be securely affixed or pre-printed on a prominent position of the container, which allows the information on the label to be read easily;
- sharp containers should not be filled above the warning line indicating between 70% and 80% of their maximum volumes before sealing;
- packaging and sealing of clinical wastes should be conducted with meticulous care to ensure that no clinical waste adheres to the external surface of the containers;

⁴ The Group’s revenue for the Reporting Period is HK\$177,820,000 (2025: HK\$180,592,000).

Environmental, Social and Governance Report

- our clinic manager should check the clinical waste containers of all Medical Centres weekly to ensure our compliance with relevant laws and regulations and
- clinical waste must be collected and transported by licensed collectors to licensed disposal facilities for proper disposal.

Non-hazardous Waste Management

Our major source of non-hazardous waste is paper for administrative work. During the Reporting Period, the Group produced 1,312.50 (2025: 1,192.50) kg of non-hazardous waste, while the waste intensity remained stable at 0.01 (2025: 0.01) kg per thousand revenues.

The statistics of our non-hazardous waste during the Reporting Period are set forth below:

Discharge of Non-hazardous Waste	Unit	Year ended 31 March 2026	Year ended 31 March 2025
Total non-hazardous waste	Kg	1,312.50	1,192.50
Total non-hazardous waste intensity	Kg per thousand revenues	0.01	0.01

To reduce the use of paper, we are committed to creating a paperless working environment for our administrative operations; we strongly encourage our employees to opt for electronic copies instead of paper copies if such an option is open for us. We have also set our printers' default setting to double-sided printing in case printing is necessary, and we reuse paper that was printed with one side when it does not contain confidential information. By implementing these measures, we target to maintain the intensity of non-hazardous waste produced at 0.01 kg per thousand revenues or below in the next reporting period.

Use of Resources

We are aware of the importance of environmental protection and energy conservation. We strive to raise our employees' environmental awareness and implement energy-efficient measures to use resources, including electricity, water, and other natural resources, wisely and prudently.

Energy Consumption

During the Reporting Period, the total amount of fuel consumed by vehicles, including petrol fuel usage, was 38,323.15 (2025: 40,614.58) kWh. The purchased electricity from third-party providers totalled 248,059.00 (2025: 277,609.00) kWh. The total energy consumption totalled 286,382.15 (2025: 318,223.58) kWh, with an intensity of 1.61 (2025: 1.76) kWh per thousand revenues.

The following are the statistics of energy consumption recorded during the Reporting Period:

Types of Energy Consumption	Unit	Year ended 31 March 2026	Year ended 31 March 2025
Direct energy consumption			
Fuel consumption (Petrol)	kWh	38,323.15	40,614.58
Indirect energy consumption			
Purchased electricity consumption	kWh	248,059.00	277,609.00
Total energy consumption	kWh	286,382.15	318,223.58
Total energy consumption intensity	kWh per thousand revenues	1.61	1.76

As we are aware of the significance of energy conservation, we have established and implemented a series of energy-efficient measures to use electricity wisely and prudently; we:

- Switch off lighting facilities, equipment, and other electrical devices when they are idle and before leaving the premises;
- Carry out regular review or maintenance of office and clinical equipment to avoid instances of energy inefficiency;
- Opt for energy-efficient electrical devices;
- Monitor and review the electricity usage monthly. If we discover any unusual increase in electricity usage, we carry out follow-up actions; and
- Set and keep air-conditioners to a default temperature within an appropriate range.

By implementing these measures, we target to continuously maintain the total energy consumption intensity at 1.61 kWh per thousand revenues or below in the next reporting period.

Use of Water

During the Reporting Period, the total amount of water consumed was 180.00 cubic meters, with an intensity of 0.0010 cubic meters per thousand revenues. The following figures for water consumption are presented:

Water Consumption	Unit	Year ended 31 March 2026	Year ended 31 March 2025
Total water consumption	Cubic meters	180.00	163.00
Total water consumption intensity	Cubic meters per thousand revenues	0.0010	0.0009

Environmental, Social and Governance Report

In addition, we strive to conserve water by implementing water-saving measures: we perform regular checks on faucets to avoid unnecessary leakage and enable prompt reporting of any damages, and we actively promote water conservation awareness to our employees by placing water-saving signs in toilets. We have not encountered any issues in sourcing water during the Reporting Period. By implementing these measures, we target to continuously maintain the total water consumption intensity at 0.0010 cubic meters per thousand revenues or below in the next reporting period.

Environmental and Natural Resources

As disclosed in this section, the Group does not significantly impact the environment or natural resources and upholds environmental sustainability in our daily operations. We comply with ESG policies and procedures, apply energy-efficient practices in our operations, and avoid causing significant impacts on the environment and overexploiting natural resources.

Climate Change

Governance

Climate-related governance has been integrated into our broader ESG governance framework, ensuring that climate considerations are embedded in strategic planning, resource allocation, and decision-making processes across the Group. Further details can be found in the “Governance Structure” section on page 63.

Strategy

We review and identify climate-related risks annually when we conduct the risk assessment. We have considered the potential climate-related risks concerning the recommendations of the Task Force on Climate-related Financial Disclosure (the “TCFD”), which are the physical and transition risks. Physical risks comprise both the acute risks, such as extreme weather conditions, and the chronic risks, such as sustained high temperature. Transition risks, such as regulatory change on environmental matters, are also in the scope of our assessment. The potential climate-related risks are summarised below:

Risk Type	Risks	Potential Financial Impact	Short (current Reporting Period)	Medium (one to three years)	Long (four to ten years)	Mitigation Strategy
Acute Physical Risks	Extreme weather conditions, such as flooding and typhoon	Reduced revenue from business and supply chain disruption	✓	✓		Established adverse weather condition policy
Chronic Physical Risks	Sustained elevated temperature			✓	✓	Implemented energy conservation measures such as installing more energy-efficient electrical devices

Risk Type	Risks	Potential Financial Impact	Short (current Reporting Period)	Medium (one to three years)	Long (four to ten years)	Mitigation Strategy
Transition Risks	- Changes in environmental – related regulations - Emerging technology	- Higher operation costs to adopt new practices or technologies - Decreased competitiveness and impact on revenues		✓	✓	- Continue to monitor the regulatory environment to ensure that we meet the expectations of regulatory authority and comply with relevant environmental – related laws and regulations - Encourage our employees to attend conferences and training to keep them abreast with the latest developments in ophthalmic technologies

Besides climate-related risks, we have also evaluated related opportunities for our operation. Vision correction surgery is a more environmentally friendly alternative to disposable contact lenses, so we may capture more business opportunities. Our revenue primarily comes from providing ophthalmic services.

Metrics and Targets

Greenhouse Gas Emissions

During the Reporting Period, the Group's indirect Greenhouse gas (the "GHG") emissions result primarily from purchased electricity under scope 2, waste disposal at landfills, and business air travel by employees under scope 3. There are also direct GHG emissions generated directly from the combustion of fuels by vehicle under scope 1. We use electricity to support the daily operations of our office and Medical Centres, such as the air-conditioning and lighting systems, medical devices, and other electrical equipment. Paper consumption is solely for administrative printing purposes, while business air travel is limited to our management team and is only approved under necessary circumstances.

During the Reporting Period, the Group produced a total of 146.13 (2025: 125.72) tonnes of carbon dioxide equivalent ("CO₂e"), with a GHG emissions intensity of 0.0008 (2025: 0.0007) tonnes of CO₂e per thousand revenues. The increase in emissions is mainly attributed to the increase in business travel emissions, due to the Group's strategic expansion of operations in Chinese Mainland. The Group is committed to maintaining the GHG intensity at 0.0008 of CO₂e per thousand revenues or below in the next reporting period.

To reduce the generation of GHG emissions, we have been educating our employees and encouraging them to uphold energy efficiency. Please refer to the "Electricity and Energy Efficiency" section for details of our energy-efficient practices.

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The following shows the statistics of our GHG emissions during the Reporting Period:

Scope of GHG Emissions ^{5, 6}	Emission Sources	Year ended 31 March 2026		Year ended 31 March 2025	
		Emission (in tonnes of CO ₂ e)	Emission per thousand revenues (tonnes of CO ₂ e/ thousand revenues)	Emission (in tonnes of CO ₂ e)	Emission per thousand revenues (tonnes of CO ₂ e/ thousand revenues)
Scope 1 — Direct emission	Vehicle usage — Petrol	10.52		11.15	
Scope 2 — Energy indirect emission	Purchased electricity	102.27		102.60	
Scope 3 — Other indirect emission	Paper consumption	6.30		5.72	
	Business Air Travel	27.04		6.25	
Total GHG emissions (tonnes of CO₂e)³		146.13	0.0008	125.72	0.0007

B. SOCIAL⁷

Employment and Labour Standards

Knowing that our employees are the core of our business development, we strive to construct a diversified, inclusive, and harmonious working environment with our employees. We comply with the Sex Discrimination Ordinance, the Disability Discrimination Ordinance, the Family Status Discrimination, and the Race Discrimination Ordinance in Hong Kong. To uphold equal opportunity and protect our employees' rights and benefits, we have established a set of rules in our "Employee Handbook" to ensure that no employee is mistreated, harassed, discriminated against, or deprived of any opportunities, including but not limited to recruitment, promotion, training, and company welfare because of their gender, ethnicity, religious belief, race, sexual orientation, age, marital and family status.

We offer our employees competitive remuneration packages and benefits to attract high-calibre talents. In addition to basic employee benefits such as overtime compensation, annual leave, maternity leave, medical insurance, employment compensation insurance, retirement benefits, induction and on-the-job training, we offer attractive discounts to our employees and their family members for our services and subsidise our employees' pursuit of professional qualifications and continuing education.

⁵ Greenhouse Gas Emissions data are presented in terms of carbon dioxide equivalent. They are based on, including but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, the global warming potential values from the "Sixth Assessment Report" issued by the Intergovernmental Panel on Climate Change, "How to prepare an ESG Report — Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, the "Sustainability Report 2025" issued by the HK Electric Investments Limited, and the "2025 Sustainability Report" issued by the CLP Holdings Limited.

⁶ Air travel emissions were calculated via the ICAO Carbon Emissions Calculator and emission factors from US Environmental Protection Agency.

⁷ Social data includes Hong Kong and Shenzhen office, data coverage will be further expanded in future reporting periods.

We oppose any form of child and forced labour. We comply with all relevant laws and regulations that have significant impacts on us relating to forced and child labour, including but not limited to the Employment Ordinance in Hong Kong. During the Reporting Period, we recorded zero incidents of child or forced labour and confirmed no material non-compliance with applicable laws and regulations in this regards. To avoid child and forced labour, our Human Resources Department performs meticulous interview screening procedures on every candidate. We also conduct a thorough background check on our candidates. We would verify the authenticity of personal data stated on the application forms by examining the candidate's original identity card, and we would make in-depth inquiries about the candidate to ensure that we do not employ child and forced labour. If we discover any instance of child and forced labour, we will terminate the contract immediately and conduct a comprehensive investigation of the incident. Disciplinary actions may be taken against members who are responsible for causing the incident.

We comply with all relevant laws and regulations regarding employment in Hong Kong that significantly impact us, including, but not limited to, the Employment Ordinance, Minimum Wage Ordinance, and Employees' Compensation Ordinance. As at 31 March 2026, the Group had 119 employees.

The breakdowns of our workforce by gender, age group, and region are as follows:

	As at 31 March 2026
Total workforce	119
Breakdowns by gender	
Male	26
Female	93
Breakdowns by age	
< 25	7
25-29	24
30-39	50
40-49	26
≥50	12
Breakdowns by employment type	
Full-time	109
Part-time	10
Breakdowns by geographical location	
Hong Kong	107
Shenzhen	12

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Details of our employee turnover for the Reporting Period are as follows:

	As at 31 March 2026
Overall turnover rate⁸	29%
Turnover rate by gender	
Male	35%
Female	28%
Turnover rate by age	
< 25	57%
25-29	29%
30-39	28%
40-49	19%
≥50	42%
Turnover rate by geographical location	
Hong Kong	28%
Shenzhen	2%

Health and Safety

We comply with all relevant laws and regulations in relation to occupational health and safety that have significant impacts on us, including but not limited to the Employee's Compensation Ordinance (Chapter 282 of the Laws of Hong Kong). During the Reporting Period, there were no work-related injuries, no lost working days result due to work injuries, and no work-related fatalities. We recorded no work-related fatalities, work-related injuries, and no relevant lost days in the past two years.

To mould a safe working environment, we offer our employees regular training and information sessions regarding infection control, emergency control, fire and power shortage drills and procedures, drug allergy handling procedures, and the proper handling of sharps, contaminants, and chemicals.

The Group will continue to monitor and assess any other health and safety-related issues that may impact our employees and set up corresponding solutions and measures to protect them in compliance with relevant laws and regulations.

⁸ Employee turnover rate by category = Total number of employees leaving employment by category during the financial year/Total number of employees by category at the end of the financial year*100%.

Development and Training

We emphasise the development and training of our employees, as we believe they are key to providing professional optimal services to our patients. First, regarding newly joined staff, we have an induction training on the first day explicating employee benefits, duties and responsibilities, our background information, and the rules and regulations that all employees must follow. Regarding newly joined frontline employees such as nurses and employees who need to communicate with patients, they must attend additional compulsory customer service training sessions to ensure satisfactory service quality. In their first month with us, all newly joined employees are subjected to intensive on-the-job training. They shadow their department managers to pick up all job-related skills and knowledge quickly. Upon finishing the intensive training, we will evaluate the performance of the employees within the 3-month probation period to decide their availability to us. To improve our training quality, we collect written evaluations and feedback from all employees, and we review and amend our training regularly based on the feedback.

All our employees are required to attend the monthly training sessions. Our monthly training sessions cover a wide range of topics. They are held by respective professionals such as optometrists, registered nurses, pharmacists, the Human Resources Manager, and the Customer Relation Manager. Besides informing our employees of health and safety-related issues and procedures such as infection control and proper handling of sharps, contaminants, and chemicals, as disclosed in the section headed “Health and Safety”, our training sessions also cover proper communications with patients with case studies. To ensure the training sessions’ effectiveness, all employees must complete an online quiz after attending the training sessions.

Environmental, Social and Governance Report

Aside from the above, we offer mandatory professional training sessions to all our medical practitioners (the “**Medical Practitioners**”). These training sessions mainly cover optometry-related information, devices, and technologies to keep our Medical Practitioners abreast of updates in medical practices, medical device management procedures, and the latest developments in ophthalmic technologies.

	As at 31 March 2026
The overall percentage of employees trained⁹	82%
Percentage of employees trained by gender¹⁰	
Male	19%
Female	81%
Percentage of employees trained by employee category¹⁰	
Management	14%
Mid-level employee	11%
Junior employee	73%
Overall average training hours completed per employee (hours)¹¹	8.34
Average training hours completed per employee by gender (hours)¹²	
Male	7.67
Female	10.81
Average training hours completed per employee by employee category (hours)⁹	
Management	8.50
Mid-level employee	10.18
Junior employee	10.72

⁹ Total percentage of employees trained = Total number of employees trained during the financial year/Total number of employees at the end of the financial year*100%.

¹⁰ Percentage of employees trained among employees participated in training = Number of employees trained by category during the financial year/Total number of employees trained during the financial year*100%.

¹¹ Average training hours completed per employee = Total number of training hours completed during the financial year/Total number of employees at the end of the financial year.

¹² Average training hours = Number of training hours completed by category during the financial year/Number of employees by category at the end of the financial year.

Supply Chain Management

We have a stringent system for selecting reliable and quality suppliers. To standardise the procurement procedures and strengthen the monitoring and management of suppliers, we have established the Purchase, Expenditure & AP Management Policy. As regulated by such a policy, we carry out new supplier evaluations prior to considering any supplier as our approved supplier, and we conduct ongoing assessments and regular inspections of our approved suppliers. We select and appraise our suppliers based on various factors, including pricing, quality, reliability, timeliness of delivery, general market reputation, maintenance and service support, and standard of consultancy services provided. Besides the above stringent standards, we prefer products and suppliers that are more environmentally and socially conscious. Our senior management reviews the performance of all our suppliers annually to ensure our suppliers always live up to our business ethics, environment, and health and safety standards.

During the Reporting Period, the Group had a total of 69 suppliers, and the breakdown of the number of suppliers by geographical region is as follows:

	Unit	Year ended 31 March 2026
Total Key Suppliers by Geographical Region		
Hong Kong	no.	67
Mainland China	no.	1
Others	no.	1
Total	no.	69

Product and Service Responsibility

As we are principally engaged in the provision of ophthalmic services and the sales of visual aids and pharmaceutical products in Hong Kong, during the Reporting Period, we have not been involved in instigating and/or carrying out any product recall.

Service Quality Assurance

We are dedicated to providing high-quality medical services to our patients. In compliance with the Medical Registration Ordinance (Chapter 161 of the Laws of Hong Kong), all our Medical Practitioners are registered Medical Practitioners and Specialists in ophthalmology, and all our optometrists are registered under the Supplementary Medical Professions Ordinance (Chapter 359 of the Laws of Hong Kong). Our nursing staff is well-experienced in medical centre operation support and management.

When recruiting new registered Medical Practitioners, registered optometrists, and frontline staff, we do not only assess their academic background and professional qualifications. We conduct thorough background investigations of the candidates through detailed inquiries to retrieve information such as their years of experience or practice, depth of professional knowledge, and integrity in professional conduct.

We nurture a high-calibre workforce. We sincerely believe that the professional knowledge of our team, including all our Medical Practitioners, optometrists, pharmacists, nurses, and frontline staff, is vital to our service quality. Therefore, we put great emphasis on our employees' development and training. For more details on our employees' development and training, please refer to the section headed "Development and Training."

Environmental, Social and Governance Report

Under the quality management system, we have set up a quality management system committee which comprises 4 senior management members who have specialisations in overall business strategies, business administration and coordination, financial reporting and planning, business development and customer relations, and they are directly involved in the daily operation of our Medical Centres. The committee coordinates and leads the operation of the quality management system. We can now effectively manage the services we provide and ensure the provision of satisfactory services and suitable treatments to our patients.

We have established a set of procedures for purchasing and controlling materials and medical devices required for our services. Regarding medical materials, we closely monitor the level and age of our inventories. We conduct inventory checks every month for drugs and dispensary supplies and every day for implantable intraocular lenses. During each inventory check, we examine the materials' quantities, expiry dates, and storage conditions. As for medical devices and equipment, we regularly check our ophthalmic equipment and devices to ensure they function efficiently.

Advertising and Labelling

We comply with all relevant laws and regulations that significantly impact us regarding advertising, including, but not limited to, the Undesirable Medical Advertisements Ordinance (Chapter 231 of the Laws of Hong Kong), which aims to protect public health by prohibiting or restricting advertisements relating to certain diseases, orally consumed products, and abortion.

Under the Pharmacy and Poisons Ordinance, we closely monitor the sale and labelling of products classified as pharmaceutical products and medicine. We also ensure that all our pharmacists are registered with the Pharmacy and Poisons Board and possess valid practising certificates.

Complaint Handling

We value every feedback from our patients, especially those related to the services we provide. To handle complaints in an organised and effective way, we have established the "Complaint Handling Policy." We sincerely hope that by handling complaints in an organised manner, all parties will voluntarily reach a consensus by communicating effectively to resolve disputes.

To ensure better complaint handling and service quality, our nursing staff are required to attend training sessions regarding proper complaint handling. They are responsible for handling ordinary complaints immediately when such complaints are raised in our Medical Centres. When handling a complaint, we will record the details of the patient, the complaint, the way our employee has handled it, and the result in a Record of Patient and Customer Feedback Review log sheet ("**log sheet**"). If the complaint is more serious or requires close follow-up, our nursing staff will pass the case to the management for further follow-up handling. If the complaint requires us to take further follow-up actions, our client service team will discuss the details of the complaint with our operation supervisors and Medical Centre managers, who will follow up with the progress and take effective actions. To ensure we provide quality care and take our patients' comments seriously, our senior management reviews the log sheets monthly and comes up with potential improvement measures for further discussion.

During the Reporting Period, we received 0 product — or service-related complaints.

Data Protection and Privacy

We fully understand how important privacy rights are to our patients, especially in the healthcare industry, where our patients expect their personal information to be strictly confidential. We have implemented the “Information and Personal Data Protection Policy” to ensure that our operation is in compliance with all relevant laws and regulations that have significant impacts on us relating to data protection and privacy, including but not limited to the Code of Professional Conduct and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong). Under the Code of Professional Conduct, our registered ophthalmologists are not allowed to disclose patients’ medical information to any third parties without their consent except for specific circumstances. Adhering to the Personal Data (Privacy) Ordinance, we do not use our patients’ personal data other than the purpose that the information has been collected, and for a directly related purpose.

We would like to briefly mention our current measures and the policy for managing our patients’ personal data. Upon our patients’ first visit, our receptionist will explain to them our service terms, including our use of personal information and the terms of disclosure of their details to certain of our suppliers, and ensure they have consented to the above terms before receiving any of our services. Their personal information and medical records are stored in locked cabinets to which no access is granted besides their responsible Medical Practitioners, optometrists, and nursing staff, including the patients themselves. If our patients would like to request a copy of their medical records, they are required to submit a written request. They must also sign the acknowledgement letter upon receiving the medical record so that we can assure that the medical record is not disseminated to any other third parties without our patients’ written consent (except for minors and guardians).

In addition to the above, we pay close attention to the security of the personal information stored in our Medical Centre Management System. Based on our employees’ duties and responsibilities, we grant various levels of access rights to them for access to the “Medical Centre Management System”. This ensures that only responsible Medical Practitioners, optometrists, and nursing staff can access their patients’ personal data. As per our regulation, our employees are prohibited from disclosing their system accounts to anyone and are required to log off when they leave their working spaces. The medical records stored in our Medical Centre Management System are protected by regular backups. And we perform regular checks on our information technology equipment to ensure our patients’ data are well-protected.

Intellectual Property Rights

We have established a set of “Trademark Policy” for trademark management. We have registered trademarks that are material to our business. As at 31 March 2026, we have 7 registered trademarks in Hong Kong and 1 domain name that are important to our business. We closely monitor our trademarks’ expiry dates and will apply for renewals whenever they are deemed necessary. We also regularly monitor whether our trademarks are being infringed. If we discover any infringement of our trademarks, we will engage professional parties such as lawyers to take legal action against such infringements to protect our rights.

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Anti-corruption

We do not tolerate any corruption and fraudulent behaviours violating work ethics or in breach of the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong). We value and uphold integrity, honesty, and fairness. We have established an Anti-Fraud Policy and a Whistleblowing Policy, in which our Code of Conduct lays out the basic standard of conduct expected of all directors and employees and the policy on acceptance of advantage and handling of conflict of interests when dealing with our business. All employees should turn down any offer of advantage if the acceptance of such an offer may affect their objectivity in operating our business. If any of these unlawful behaviours are discovered, depending on the situation, the cases may be reported to law enforcement authorities for possible prosecution.

Our Anti-Fraud Policy and Whistleblowing Policy explicitly state the scope and definition of our disciplinary actions against corruption, fraudulent behaviour, and misconduct. We encourage our employees to promptly report any potential signs of corruption, fraudulent behaviour, and misconduct, and we make every effort to keep the whistleblower's identity confidential to offer protection.

We believe education is another way of preventing corruption, as it helps to raise our employees' awareness to combat such behaviours. For every newly joined staff, we offer compulsory induction training on their duties and responsibilities, our work ethics, and the rules and regulations stated in the "Employee Handbook". The induction training session involves a detailed explanation of the rules and regulations against corruption and fraudulent behaviours in breach of the Prevention of Bribery Ordinance which they should follow. Anti-corruption requirements have been communicated through employee induction programmes, internal policies and ongoing management communications to reinforce employees' awareness of integrity and compliance.

During the Reporting Period, we have not been involved in any legal cases regarding corruption, and we have noted no cases of bribery, extortion, fraud, money laundering, or other violations.

Community Investment

We practice corporate social and environmental responsibilities and regard public welfare as an important aspect of our corporate culture. We understand that good corporate citizenship goes beyond our business operations and extends into the lives of our customers, employees, and neighbours. To contribute to the community in the future, we plan to hold educational seminars regarding eye care and other ophthalmic-related information. These seminars will be designed to raise awareness about eye health, provide valuable information on the prevention of eye-related issues, and share the latest advancements in ophthalmic care. We recognise the importance of education in promoting well-being and are dedicated to positively impacting individual and community health.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE GUIDE CONTENT INDEX OF THE STOCK EXCHANGE

Aspect	Description	Chapter
A. Environmental		
A1 Emissions		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Environmental Compliance
KPI A1.1	The types of emissions and respective emissions data.	Types of Emissions
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Greenhouse Gas Emission
KPI A1.3	Total hazardous waste produced and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Hazardous Waste Management
KPI A1.4	Total non-hazardous waste produced and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Non-hazardous Waste Management
KPI A1.5	Description of emissions target(s) set and steps taken to achieve them.	Greenhouse Gas Emission Energy Consumption
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Hazardous Waste Management Non-hazardous Waste Management
A2 Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources
KPI A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Energy Consumption
KPI A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Use of Water
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Energy Consumption
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	Use of Water
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Not applicable due to the Group's business nature

Environmental, Social and Governance Report

Aspect	Description	Chapter
A3 The Environment and Natural Resources		
General Disclosure	Policies on minimizing the issuer's significant impact on the environment and natural resources.	Environmental and Natural Resources
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Environmental and Natural Resources
A4 Climate Change		
General Disclosure	Policies on minimizing the issuer's significant impact on the environment and natural resources.	Climate Change
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change
B. Social		
B1 Employment		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment and Labour Standards
KPI B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Employment and Labour Standards
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Employment and Labour Standards
B2 Health and Safety		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Health and Safety
KPI B2.2	Lost days due to work injury.	Health and Safety
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Health and Safety

Aspect	Description	Chapter
B3 Development and Training		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work.	Development and Training
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training
KPI B3.2	The average training hours completed per employee by gender and employee category.	Development and Training
B4 Labour Standards		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Employment and Labour Standards
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Employment and Labour Standards
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Employment and Labour Standards
B5 Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	Supply Chain Management
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management

Environmental, Social and Governance Report

Aspect	Description	Chapter
B6 Product and Service Responsibility		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product and Service Responsibility Service Quality Assurance Advertising and Labelling Complaint Handling Data Protection and Privacy Intellectual Property Rights
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product and Service Responsibility
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Complaint Handling
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Intellectual Property Rights
KPI B6.4	Description of quality assurance process and recall procedures.	Service Quality Assurance
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Data Protection and Privacy
B7 Anti-corruption		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Year and the outcomes of the cases.	Anti-corruption
KPI B7.2	Description of preventive measures, how they are implemented and monitored.	Anti-corruption
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption
B8 Community Investment		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labor needs, health, culture, sport).	Community Investment
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Community Investment

Climate-related Disclosures

HKEX ESG Reporting Code Requirements

Section and Remarks

(I) Governance

19. An issuer shall disclose information about:

- a. the governance body(s) (which can include a board, committee or equivalent body charged with governance) or individual(s) responsible for oversight of climate-related risks and opportunities. Specifically, the issuer shall identify that body(s) or individual(s) and disclose information about:
 - (i) how the body(s) or individual(s) determines whether appropriate skills and competencies are available or will be developed to oversee strategies designed to respond to climate-related risks and opportunities;
 - (ii) how and how often the body(s) or individual(s) is informed about climate-related risks and opportunities;
 - (iii) how the body(s) or individual(s) takes into account climate-related risks and opportunities when overseeing the issuer's strategy, its decisions on major transactions, and its risk management processes and related policies, including whether the body(s) or individual(s) has considered trade-offs associated with those risks and opportunities;
 - (iv) how the body(s) or individual(s) oversees the setting of, and monitors progress towards, targets related to climate-related risks and opportunities (see paragraphs 37 to 40), including whether and how related performance metrics are included in remuneration policies (see paragraph 35); and
- b. management's role in the governance processes, controls and procedures used to monitor, manage and oversee climate-related risks and opportunities, including information about:
 - (i) whether the role is delegated to a specific management-level position or management-level committee and how oversight is exercised over that position or committee; and
 - (ii) whether management uses controls and procedures to support the oversight of climate-related risks and opportunities and, if so, how these controls and procedures are integrated with other internal functions.

Governance Structure

Governance Structure

Environmental, Social and Governance Report

Climate-related Disclosures

HKEX ESG Reporting Code Requirements	Section and Remarks
(II) Strategy	
Climate-related risks and opportunities	
20. An issuer shall disclose information to enable an understanding of climate-related risks and opportunities that could reasonably be expected to affect the issuer's cash flows, its access to finance or cost of capital over the short, medium or long term. Specifically, the issuer shall: a. describe climate-related risks and opportunities that could reasonably be expected to affect the issuer's cash flows, its access to finance or cost of capital over the short, medium or long term; b. explain, for each climate-related risk the issuer has identified, whether the issuer considers the risk to be a climate-related physical risk or climate-related transition risk; c. specify, for each climate-related risk and opportunity the issuer has identified, over which time horizons – short, medium or long term – the effects of each climate-related risk and opportunity could reasonably be expected to occur; and d. explain how the issuer defines 'short term', 'medium term' and 'long term' and how these definitions are linked to the planning horizons used by the issuer for strategic decision-making.	
Business model and value chain	
21. An issuer shall disclose information that enables an understanding of the current and anticipated effects of climate-related risks and opportunities on the issuer's business model and value chain. Specifically, the issuer shall disclose: a. a description of the current and anticipated effects of climate-related risks and opportunities on the issuer's business model and value chain; and b. a description of where in the issuer's business model and value chain climate related risks and opportunities are concentrated (for example, geographical areas, facilities and types of assets).	During the Reporting Period, we considered how climate-related risks and opportunities may affect our business activities and value chain. Our assessment indicated that these impacts do not currently pose material impacts to the Group, given the established risk management practices and mitigation initiatives. To further strengthen our climate resilience and preparedness, we plan to conduct climate scenario assessments in future reporting periods to better understand potential future climate-related impacts.

Climate-related Disclosures

HKEX ESG Reporting Code Requirements

Section and Remarks

Strategy and decision-making

22. An issuer shall disclose information that enables an understanding of the effects of climate-related risks and opportunities on its strategy and decision-making. Specifically, the issuer shall disclose:
- a. information about how the issuer has responded to, and plans to respond to, climate-related risks and opportunities in its strategy and decision-making, including how the issuer plans to achieve any climate-related targets it has set and any targets it is required to meet by law or regulation. Specifically, the issuer shall disclose information about:
 - (i) current and anticipated changes to the issuer's business model, including its resource allocation, to address climate-related risks and opportunities;
 - (ii) current and anticipated adaptation and mitigation efforts (whether direct or indirect);
 - (iii) any climate-related transition plan the issuer has (including information about key assumptions used in developing its transition plan, and dependencies on which the issuer's transition plan relies), or an appropriate negative statement where the issuer does not have a climate-related transition plan; and
 - (iv) how the issuer plans to achieve any climate-related targets (including any greenhouse gas emissions targets (if any)), described in accordance with paragraphs 37 to 40; and
 - b. information about how the issuer is resourcing, and plans to resource, the activities disclosed in accordance with paragraph 22(a).
- We integrate climate-related risks and opportunities into our strategic planning and decision-making processes. Over the short, medium and long term, we focus on enhancing the resilience of our business operations by enhancing our energy efficiency, and reducing our carbon emissions, to support the transition to a lower-carbon economy.
- We continue to develop our capabilities in identifying, assessing, and managing climate-related risks and opportunities. As part of this effort, we continuously evaluate our readiness to develop a formal climate transition plan in the future.
- We also continue to allocate adequate resources to implement climate-related actions and strategic priorities, enabling us to advance our sustainability objectives while responding to evolving regulatory requirements, market developments, and stakeholder expectations.
23. An issuer shall disclose information about the progress of plans disclosed in previous Reporting Periods in accordance with paragraph 22(a).

Environmental, Social and Governance Report

Climate-related Disclosures

HKEX ESG Reporting Code Requirements	Section and Remarks
Financial position, financial performance and cash flows	
Current financial effect	
24. An issuer shall disclose qualitative and quantitative information about: a. how climate-related risks and opportunities have affected its financial position, financial performance and cash flows for the Reporting Period; and b. the climate-related risks and opportunities identified in paragraph 24(a) for which there is a significant risk of a material adjustment within the next annual Reporting Period to the carrying amounts of assets and liabilities reported in the related financial statements.	The Company has not yet assessed its current financial effects and aim to strength its capabilities in such analysis in future reporting periods.
Anticipated financial effect	
25. The issuer shall provide qualitative and quantitative disclosures about: a. how the issuer expects its financial position to change over the short, medium and long term, given its strategy to manage climate-related risks and opportunities, taking into consideration: (i) its investment and disposal plans; and (ii) its planned sources of funding to implement its strategy; and b. how the issuer expects its financial performance and cash flows to change over the short, medium and long term, given its strategy to manage climate-related risks and opportunities.	The Company has not yet assessed its anticipated financial effects and aim to strength its capabilities in such analysis in future reporting periods.

Climate-related Disclosures

HKEX ESG Reporting Code Requirements

Section and Remarks

Climate resilience

26. An issuer shall disclose information that enables an understanding of the resilience of the issuer's strategy and business model to climate-related changes, developments and uncertainties, taking into consideration the issuer's identified climate-related risks and opportunities. An issuer shall use climate-related scenario analysis to assess its climate resilience using an approach that is commensurate with an issuer's circumstances. In providing quantitative information, the issuer may disclose a single amount or a range. Specifically, the issuer shall disclose:
- a. the issuer's assessment of its climate resilience as at the reporting date, which shall enable an understanding of:
 - (i) the implications, if any, of the issuer's assessment for its strategy and business model, including how the issuer would need to respond to the effects identified in the climate-related scenario analysis;
 - (ii) the significant areas of uncertainty considered in the issuer's assessment of its climate resilience; and
 - (iii) the issuer's capacity to adjust, or adapt its strategy and business model to climate change over the short, medium or long term;
- Understanding how climate-related developments and uncertainties may affect the resilience of our operations, strategy, and value chain remains a key priority, informed by the risks and opportunities outlined above. Although the Group has not performed a formal climate scenario analysis, we recognise this as an important area for future development to support a more comprehensive evaluation of climate resilience and plan to undertake such analysis in the future. In preparation, we are focusing on strengthening internal expertise, data availability, and analytical capabilities to enable effective implementation of scenario-based assessments in due course.
- The Company has not yet applied climate scenario analysis to assess climate resilience and aims to advance its capabilities to conduct scenario analysis in the future.

Environmental, Social and Governance Report

Climate-related Disclosures

HKEX ESG Reporting Code Requirements	Section and Remarks
b. how and when the climate-related scenario analysis was carried out, including: (i) information about the inputs used, including: (1) which climate-related scenarios the issuer used for the analysis and the sources of such scenarios; (2) whether the analysis included a diverse range of climate-related scenarios; (3) whether the climate-related scenarios used for the analysis are associated with climate-related transition risks or climate-related physical risks; (4) whether the issuer used, among its scenarios, a climate-related scenario aligned with the latest international agreement on climate change; (5) why the issuer decided that its chosen climate-related scenarios are relevant to assessing its resilience to climate-related changes, developments or uncertainties; (6) time horizons the issuer used in the analysis; and (7) what scope of operations the issuer used in the analysis (for example, the operation, locations and business units used in the analysis); (ii) the key assumptions the issuer made in the analysis; and (iii) the Reporting Period in which the climate-related scenario analysis was carried out.	

Climate-related Disclosures

HKEX ESG Reporting Code Requirements	Section and Remarks
(III) Risk Management	
27. An issuer shall disclose information about:	
a. the processes and related policies it uses to identify, assess, prioritise and monitor climate-related risks, including information about: (i) the inputs and parameters the issuer uses (for example, information about data sources and the scope of operations covered in the processes); (ii) whether and how the issuer uses climate-related scenario analysis to inform its identification of climate-related risks; (iii) how the issuer assesses the nature, likelihood and magnitude of the effects of those risks (for example, whether the issuer considers qualitative factors, quantitative thresholds or other criteria); (iv) whether and how the issuer prioritises climate-related risks relative to other types of risks; (v) how the issuer monitors climate-related risks; and (vi) whether and how the issuer has changed the processes it uses compared with the previous Reporting Period; b. the processes the issuer uses to identify, assess, prioritise and monitor climate related opportunities (including information about whether and how the issuer uses climate-related scenario analysis to inform its identification of climate-related opportunities); and c. the extent to which, and how, the processes for identifying, assessing, prioritising and monitoring climate-related risks and opportunities are integrated into and inform the issuer's overall risk management process.	Climate-related risks and opportunities are embedded into the overall risk management of the company. Climate-related risks and opportunities to the Group has been detailed in the section "Climate Change – Strategy". These climate-related risks identified are subject to ongoing monitoring with regular reviews conducted to support informed decision-making and the integration of climate considerations into both strategic planning and operational management. The Group will continue to review and enhance its climate risk management practices on a periodic basis, with updates made as necessary in the future. As part of the Group's commitment to ongoing enhancement, we plan to consider incorporating climate scenario analysis into future assessments of climate-related risks and opportunities, with the aim of strengthening overall resilience.

Environmental, Social and Governance Report

Climate-related Disclosures

HKEX ESG Reporting Code Requirements	Section and Remarks
(IV) Metrics and Targets	
Greenhouse gas emissions	
28. An issuer shall disclose its absolute gross greenhouse gas emissions generated during the Reporting Period, expressed as metric tons of CO ₂ equivalent, classified as:	
a. Scope 1 greenhouse gas emissions;	Climate Change – Metrics and Targets
b. Scope 2 greenhouse gas emissions; and	
c. Scope 3 greenhouse gas emissions.	
29. An issuer shall:	
a. measure its greenhouse gas emissions in accordance with the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (2004) unless required by a jurisdictional authority or another exchange on which the issuer is listed to use a different method for measuring greenhouse gas emissions;	Climate Change – Metrics and Targets
b. disclose the approach it uses to measure its greenhouse gas emissions including:	Our calculation methodology for GHG emissions is in accordance with the Greenhouse Gas Protocol. We also adopt the operational control approach when measuring our GHG emissions. Please refer to the footnotes in Climate Change – Metrics and Targets section for further details.
(i) the measurement approach, inputs and assumptions the issuer uses to measure its greenhouse gas emissions;	
(ii) the reason why the issuer has chosen the measurement approach, inputs and assumptions it uses to measure its greenhouse gas emissions; and	
(iii) any changes the issuer made to the measurement approach, inputs and assumptions during the Reporting Period and the reasons for those changes;	
c. for Scope 2 greenhouse gas emissions disclosed in accordance with paragraph 28(b), disclose its location-based Scope 2 greenhouse gas emissions, and provide information about any contractual instruments that is necessary to enable an understanding of the issuer's Scope 2 greenhouse gas emissions; and	
d. for Scope 3 greenhouse gas emissions disclosed in accordance with paragraph 28(c), disclose the categories included within the issuer's measure of Scope 3 greenhouse gas emissions, in accordance with the Scope 3 categories described in the Greenhouse Gas Protocol Corporate Value Chain (Scope 3) Accounting and Reporting Standard (2011).	

Climate-related Disclosures

HKEX ESG Reporting Code Requirements

Section and Remarks

Climate-related transition risks

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|---|---|
| 30. An issuer shall disclose the amount and percentage of assets or business activities vulnerable to climate-related transition risks. | The Company has not identified any assets at risk to climate-related transition risks currently, and will continue to monitor our portfolio to ensure that the Company remains resilience to any climate-related transition risks identified. |
|---|---|

Climate-related physical risks

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|---|---|
| 31. An issuer shall disclose the amount and percentage of assets or business activities vulnerable to climate-related physical risks. | The Company has not identified any assets at risk to climate-related physical risks currently, and will continue to monitor our portfolio to ensure that the Company remains resilience to any climate-related physical risks identified. |
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Climate-related opportunities

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| 32. An issuer shall disclose the amount and percentage of assets or business activities aligned with climate-related opportunities. | Climate-related opportunities have been identified during the Reporting Period and relevant initiatives have begun to be gradually implemented. As these opportunities have yet to yield material benefits, no assets or business operations have been identified to be significantly affected by these climate-related opportunities. The Company will monitor these opportunities and where appropriate, prepare to disclose relevant quantitative data in future reporting periods. |
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Capital deployment

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| 33. An issuer shall disclose the amount of capital expenditure, financing or investment deployed towards climate-related risks and opportunities. | Although resources have been invested to reduce the Company's climate-related footprints, the related expenditures were not financially material, and therefore are not disclosed. |
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Environmental, Social and Governance Report

Climate-related Disclosures

HKEX ESG Reporting Code Requirements	Section and Remarks
Internal carbon prices	
34. An issuer shall disclose: - an explanation of whether and how the issuer is applying a carbon price in decision-making (for example, investment decisions, transfer pricing, and scenario analysis); and - the price of each metric tonne of greenhouse gas emissions the issuer uses to assess the costs of its greenhouse gas emissions; or an appropriate negative statement that the issuer does not apply a carbon price in decision-making.	The Company has not yet applied internal carbon pricing.
Remuneration	
35. An issuer shall disclose whether and how climate-related considerations are factored into remuneration policy, or an appropriate negative statement. This may form part of the disclosure under paragraph 19(a)(iv).	The Company has not yet incorporated climate-related considerations into its remuneration policy and will continue to explore opportunities for adoption in the coming years.
Industry-based metrics	
36. An issuer is encouraged to disclose industry-based metrics that are associated with one or more particular business models, activities or other common features that characterise participation in an industry. In determining the industry-based metrics that the issuer discloses, an issuer is encouraged to refer to and consider the applicability of the industry-based metrics associated with disclosure topics described in the IFRS S2 Industry-based Guidance on implementing Climate-related Disclosures and other industry-based disclosure requirements prescribed under other international ESG reporting frameworks.	The Company will explore the potential to enhance disclosures on quantitative climate-related targets in future reporting periods.
Climate-related targets	
37. An issuer shall disclose (a) the qualitative and quantitative climate-related targets the issuer has set to monitor progress towards achieving its strategic goals; and (b) any targets the issuer is required to meet by law or regulation, including any greenhouse gas emissions targets. For each target, the issuer shall disclose: - the metric used to set the target; - the objective of the target (for example, mitigation, adaptation or conformance with science-based initiatives); - the part of the issuer to which the target applies (for example, whether the target applies to the issuer in its entirety or only a part of the issuer, such as a specific business unit or geographic region); - the period over which the target applies; - the base period from which progress is measured; - milestones or interim targets (if any); - if the target is quantitative, whether the target is an absolute target or an intensity target; and - how the latest international agreement on climate change, including jurisdictional commitments that arise from that agreement, has informed the target.	Climate Change – Metrics and Targets The Company will explore potential in enhancing disclosures on quantitative climate-related targets in future reporting periods.

Climate-related Disclosures

HKEX ESG Reporting Code Requirements	Section and Remarks
38. An issuer shall disclose information about its approach to setting and reviewing each target, and how it monitors progress against each target, including: a. whether the target and the methodology for setting the target has been validated by a third party; b. the issuer's processes for reviewing the target; c. the metrics used to monitor progress towards reaching the target; and d. any revisions to the target and an explanation for those revisions.	Climate Change – Metrics and Targets The Company will explore potential in enhancing disclosures on quantitative climate-related targets in future reporting periods.
39. An issuer shall disclose information about its performance against each climate-related target and an analysis of trends or changes in the issuer's performance.	Climate Change – Metrics and Targets The Company will explore potential in enhancing disclosures on quantitative climate-related targets in future reporting periods.
40. For each greenhouse gas emissions target disclosed in accordance with paragraphs 37 to 39, an issuer shall disclose: a. which greenhouse gases are covered by the target; b. whether Scope 1, Scope 2 or Scope 3 greenhouse gas emissions are covered by the target; c. whether the target is a gross greenhouse gas emissions target or a net greenhouse gas emissions target. If the issuer discloses a net greenhouse gas emissions target, the issuer is also required to separately disclose its associated gross greenhouse gas emissions target; d. whether the target was derived using a sectoral decarbonisation approach; and e. the issuer's planned use of carbon credits to offset greenhouse gas emissions to achieve any net greenhouse gas emissions target. In explaining its planned use of carbon credits, the issuer shall disclose: (i) the extent to which, and how, achieving any net greenhouse gas emissions target relies on the use of carbon credits; (ii) which third-party scheme(s) will verify or certify the carbon credits; (iii) the type of carbon credit, including whether the underlying offset will be nature-based or based on technological carbon removals, and whether the underlying offset is achieved through carbon reduction or removal; and (iv) any other factors necessary to enable an understanding of the credibility and integrity of the carbon credits the issuer plans to use (for example, assumptions regarding the permanence of the carbon offset).	Climate Change – Metrics and Targets The Company will explore potential in enhancing disclosures on quantitative climate-related targets in future reporting periods.
Applicability of cross-industry metrics and industry-based metrics	
41. In preparing disclosures to meet the requirements in paragraphs 21 to 26 and 37 to 38, an issuer shall refer to and consider the applicability of cross-industry metrics (see paragraphs 28 to 35) and (ii) industry-based metrics (see paragraph 36).	The Company will consider the applicability of cross-industry metrics in the future.

Independent Auditor's Report



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**To the shareholders of Clarity Medical Group Holding Limited
(Incorporated in the Cayman Islands with limited liability)**

OPINION

We have audited the consolidated financial statements of Clarity Medical Group Holding Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 102 to 163, which comprise the consolidated statement of financial position as at 31 March 2026, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2026, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) as issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (the “Code”), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Key Audit Matter	How our audit addressed the Key Audit Matter
<i>Revenue recognition (refractive treatments)</i>	
Revenue recognition for refractive treatments, which form part of the ophthalmic service income, was identified as a key audit matter due to the heightened risk of material misstatement. This elevated risk reflects both the high value and high volume of such procedures during the year ended 31 March 2026. Related disclosures are included in notes 2.4 and 4 to the consolidated financial statements.	Our audit procedures were designed to address the risks identified above and included: (i) We obtained an understanding of the Group's revenue recognition processes for refractive treatments, including controls over patient registration, surgical scheduling, procedure completion, and billing. We evaluated the design and implementation of these controls and tested their operating effectiveness on a sample basis. (ii) We selected samples of refractive treatment transactions and inspected supporting documentation such as patient medical records, surgical logs, procedure completion records, invoices, and cash receipts. (iii) We tested revenue transactions that took place shortly before and after the year end date, on a sample basis, to assess whether transactions in the correct reporting periods by checking the relevant supporting documents.

Independent Auditor's Report

Key Audit Matter	How our audit addressed the Key Audit Matter
<i>Impairment of plant and equipment and right-of-use assets</i> As of March 31, 2026, the Group's plant and equipment and right-of-use assets totaled HK\$21,236,000 and HK\$28,406,000, respectively. Indicators of impairment were identified for certain clinics and equipment due to lower-than-expected operating performance and utilization levels. Management therefore performed impairment assessments of the relevant cash-generating units ("CGUs"), resulting in impairment losses of HK\$83,000 and HK\$Nil recognised during the year. Management, with support from an external valuation expert, determined the recoverable amounts of the affected CGUs using value-in-use calculations based on discounted cash flow models. These assessments involve significant judgments and estimates, including assumptions about revenue growth, operating margins, long-term growth rates, and discount rates. The outcome is highly sensitive to changes in these assumptions and future market conditions. Accordingly, this area required significant auditor attention. Related disclosures are included in notes 2.4, 3, 12, and 13(a).	Our audit procedures were designed to respond to the risks arising from the judgmental nature of impairment assessments and included: (i) Assessing whether management's process for identifying clinics and equipment with potential impairment indicators was appropriate. (ii) Evaluating the appropriateness of the value-in-use model applied, including the methodology used by management and the external valuation expert. We assessed key assumptions, including discount rates, long-term growth rates, and operating margin projections, with reference to market data, industry benchmarks, and observable inputs. (iii) Performing independent sensitivity analyses to assess the impact of reasonably possible changes in key assumptions (such as discount rates and revenue growth) on the recoverable amounts of the CGUs. We evaluated whether the impairment conclusions remained supportable under such scenarios. (iv) Evaluating whether the disclosures in the consolidated financial statements appropriately described the impairment assessments, key assumptions and recognised impairment losses.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion 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. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Independent Auditor's Report

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

We also provide with those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

Crowe (HK) CPA Limited

Certified Public Accountants

Hong Kong, 15 September 2026

Fung Hin Chiu

Practicing Certificate Number P04865

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2026

	Notes	Year ended 31 March	
		2026 HK\$'000	2025 HK\$'000
Revenue	4	177,820	180,592
Other income and other gains and losses, net	5	2,058	2,280
Inventories used		(35,391)	(37,996)
Consultancy fee		(62,004)	(64,343)
Employee benefit expenses	8	(52,484)	(50,213)
Depreciation of plant and equipment	12	(9,835)	(10,636)
Depreciation of right-of-use assets	13(a)	(12,373)	(12,394)
Impairment loss on plant and equipment	12	(83)	(4,388)
Impairment loss on other receivables	17(c)	–	(1,838)
Other expenses	6	(54,992)	(36,938)
Operating loss		(47,284)	(35,874)
Finance costs	7	(788)	(1,038)
Loss before income tax		(48,072)	(36,912)
Income tax	9	1,660	2,623
Loss for the year		(46,412)	(34,289)
Other comprehensive income (expense)			
Other comprehensive income (expense) that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		363	(116)
Total comprehensive expense for the year and attributable to owners of the Company		(46,049)	(34,405)
Loss per share attributable to owners of the Company (expressed in HK cents per share)			
– Basic and diluted	11	(8.6)	(6.5)

Consolidated Statement of Financial Position

As at 31 March 2026

		As at 31 March	
	Notes	2026	2025
		HK\$'000	HK\$'000
Non-current assets			
Plant and equipment	12	21,236	30,707
Right-of-use assets	13(a)	28,406	8,682
Other deposits	17	3,099	3,300
Financial assets at fair value through profit or loss	14	4,630	4,375
Deferred tax assets	22	10,717	9,057
Total non-current assets		68,088	56,121
Current assets			
Inventories	15	2,186	2,517
Trade receivables	16	5,325	4,787
Deposits, prepayments and other receivables	17	2,390	3,706
Cash and cash equivalents	18	92,019	132,573
Total current assets		101,920	143,583
Current liabilities			
Trade payables	19	6,610	5,627
Accruals and other payables	20	12,780	15,948
Provisions	21	–	5,734
Lease liabilities	13(b)	11,855	7,688
Total current liabilities		31,245	34,997
Net current assets		70,675	108,586
Total assets less current liabilities		138,763	164,707
Non-current liabilities			
Provisions	21	4,685	1,193
Lease liabilities	13(b)	16,637	2,220
Total non-current liabilities		21,322	3,413
NET ASSETS		117,441	161,294

Consolidated Statement of Financial Position

As at 31 March 2026

	Notes	As at 31 March 2026 HK\$'000	2025 HK\$'000
Capital and reserves			
Share capital	23	5,363	5,289
Share premium	23	312,751	306,415
Reserves	25	(200,673)	(150,410)
TOTAL EQUITY		117,441	161,294

The consolidated financial statements on pages 102 to 163 were approved and authorised for issue by the Board of Directors on 15 September 2026 and are signed on its behalf by:

Mr. Jiang Bo
Director

Mr. Chen Jiarong
Director

Consolidated Statement of Changes in Equity

For the year ended 31 March 2026

	Share capital HK\$'000 (Note 23)	Share premium HK\$'000 (Note 23)	Shares held under the Share Award Plan HK\$'000 (Note 24)	Other reserves HK\$'000 (Note 25(a))	Exchange fluctuation reserve HK\$'000	Share- based payment reserve HK\$'000 (Note 24, 25(b))	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2024	5,281	306,388	(3,468)	(11,489)	1	6,030	(113,221)	189,522
Loss for the year	-	-	-	-	-	-	(34,289)	(34,289)
Other comprehensive expense for the year:								
Exchange differences arising on translation of foreign operations	-	-	-	-	(116)	-	-	(116)
Total comprehensive expense for the year	-	-	-	-	(116)	-	(34,289)	(34,405)
Issue of shares under the Share Award Plan	8	(8)	-	-	-	-	-	-
Shares vested under the Share Award Plan	-	35	3,468	-	-	(3,503)	-	-
Share-based payments	-	-	-	-	-	6,177	-	6,177
At 31 March 2025	5,289	306,415	-	(11,489)	(115)	8,704	(147,510)	161,294
At 1 April 2025	5,289	306,415	-	(11,489)	(115)	8,704	(147,510)	161,294
Loss for the year	-	-	-	-	-	-	(46,412)	(46,412)
Other comprehensive income for the year:								
Exchange differences arising on translation of foreign operations	-	-	-	-	363	-	-	363
Total comprehensive (expense) income for the year	-	-	-	-	363	-	(46,412)	(46,049)
Issue of shares under the Share Award Plan	74	(74)	-	-	-	-	-	-
Shares vested under the Share Award Plan	-	6,410	-	-	-	(6,410)	-	-
Share-based payments	-	-	-	-	-	2,196	-	2,196
At 31 March 2026	5,363	312,751	-	(11,489)	248	4,490	(193,922)	117,441

Consolidated Statement of Cash Flows

For the year ended 31 March 2026

	Notes	Year ended 31 March	
		2026 HK\$'000	2025 HK\$'000
Operating activities			
Loss before income tax		(48,072)	(36,912)
Adjustments for:			
Depreciation of plant and equipment	12	9,835	10,636
Depreciation of right-of-use assets	13(a)	12,373	12,394
Impairment loss on plant and equipment	12	83	4,388
Impairment loss on other receivables	17(c)	–	1,838
Gain on disposal of items of plant and equipment, net	5	12	(257)
Write-off of items of plant and equipment	5	–	844
Loss on reinstatement costs	5	–	1,617
Gain on termination of lease	5	(567)	–
Finance costs	7	788	1,038
Interest income	5	(1,490)	(4,468)
Share-based payments	24	2,196	6,177
Operating cash flows before movements in working capital		(24,842)	(2,705)
Decrease in inventories		331	1,059
Increase in trade receivables		(538)	(2,140)
Decrease in deposits, prepayments and other receivables		1,099	15,399
Increase in trade payables		983	860
(Decrease) increase in accruals and other payables		(3,168)	6,297
Decrease in provisions		(2,242)	(2,300)
Cash (used in) generated from operations		(28,377)	16,470
Hong Kong profits tax refund		–	1,405
Net cash flows (used in) generated from operating activities		(28,377)	17,875
Investing activities			
Purchase of financial assets at fair value through profit or loss		–	(4,403)
Purchases of items of plant and equipment		(672)	(7,532)
Proceeds from disposal of items of plant and equipment		213	1,373
Interest received		1,908	4,050
Decrease in time deposits with original maturity of more than three months		(1,013)	50,000
Repayment from a medical practitioner		–	900
Net cash flows from investing activities		436	44,388

	Notes	Year ended 31 March	
		2026 HK\$'000	2025 HK\$'000
Financing activities			
Repayment of principal portion of lease liabilities	26(b)	(12,946)	(19,995)
Repayment of interest portion of lease liabilities	26(b)	(788)	(1,038)
Net cash flows used in financing activities		(13,734)	(21,033)
Net (decrease) increase in cash and cash equivalents		(41,675)	41,230
Cash and cash equivalents at beginning of the year		132,573	91,431
Effect of foreign exchange rate changes		108	(88)
Cash and cash equivalents at end of the year		91,006	132,573
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances		91,006	34,573
Non-pledged time deposits with original maturity of more than three months when acquired		1,013	–
Non-pledged time deposits with original maturity of less than three months when acquired		–	98,000
Cash and cash equivalents as stated in the consolidated statement of financial position	18	92,019	132,573
Time deposits with original maturity of more than three months when acquired		(1,013)	–
Cash and cash equivalents as stated in the consolidated statement of cash flows		91,006	132,573

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

1. GENERAL INFORMATION

Clarity Medical Group Holding Limited (the “Company”) was incorporated in the Cayman Islands on 19 February 2019 as an exempted company with limited liability under the Companies Act of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the provision of ophthalmic services in Hong Kong. The principal place of business of the Group is 20/F, Ginza Plaza, 2A Sai Yeung Choi Street South, Mongkok, Kowloon, Hong Kong.

Information about subsidiaries

Particulars of the Company’s subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			2026	2025	
Clarity Medical Group International Limited	British Virgin Islands ("BVI")	US\$1	100	100	Investment holding
Saintford Limited ("Saintford")	Hong Kong	HK\$42,410,000	100	100	Provision of ophthalmic services and sales of prescriptions and vision products
Clarity Pharmacal Company Limited	Hong Kong	HK\$1	100	100	Inactive
Clarity Medical China Investment Limited	Hong Kong	HK\$1	100	100	Investment holding
Clarity Ophthalmology (Shenzhen) Limited ¹ 清晰眼科(深圳)有限公司 ¹	The People’s Republic of China ("PRC")/Mainland China	RMB8,000,000	100	100	Provision of consultancy services

¹ Clarity Ophthalmology (Shenzhen) Limited is registered as a wholly-foreign-owned enterprise under PRC law.

Except for Clarity Medical Group International Limited, all of the above subsidiaries are indirectly held by the Company.

2. ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss, which have been measured at fair value. These consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Group for the year ended 31 March 2026. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

2. ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

Basis of consolidation (Continued)

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 Changes in Accounting Policies and Disclosures

The Group has adopted the following amendments to HKFRS Accounting Standards for the first time for the current year's financial statements.

Amendments to HKAS 21

Lack of exchangeability

The application of the amendments in the current year had no material impact on the consolidated financial statements.

2.3 Issued but not yet effective HKFRS Accounting Standards

The Group has not early applied the following new and revised HKFRS Accounting Standards that have been issued but are not yet effective:

HKFRS 18	<i>Presentation and Disclosure in Financial Statements²</i>
Amendments to HKFRS 9 and HKFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments¹</i>
Amendments to HKFRS 9 and HKFRS 7	<i>Contracts Referencing Nature-dependent Electricity¹</i>
Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
Amendments to HKFRS Accounting Standards	<i>Annual Improvements to HKFRS Accounting Standards – Volume 11¹</i>
Amendments to HKAS 21	<i>Translation to Hyperinflationary Presentation Currency²</i>
HKFRS 20	<i>Regulatory Assets and Regulatory Liabilities²</i>
Amendments to HKAS 20	<i>Amendments to the Fair Value Option for Investments in – Associates and Joint Ventures²</i>

¹ Effective for annual periods beginning on or after 1 January 2026

² Effective for annual periods beginning on or after 1 January 2027

³ Effective for annual periods beginning on or after 1 January 2029

⁴ Effective for annual periods beginning on or after a date to be determined

2. ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective HKFRS Accounting Standards (Continued)

Further information about those new and revised HKFRS Accounting Standards that are expected to be applicable to the Group is described below.

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 *Presentation and Disclosure in Financial Statements*, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 *Presentation of Financial Statements*. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 *Statement of Cash Flows* and HKAS 33 *Earnings per Share* are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. HKFRS 18 requires retrospective application with specific transition provisions. The application of the new standard is expected to effect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments

The amendments to HKFRS 9 clarify the recognition and derecognition for financial asset and financial liability and add an exception which permits an entity to deem a financial liability to be discharged before the settlement date if it is settled in cash using an electronic payment system if, and only if certain conditions are met. An entity that elects to apply the derecognition option would be required to apply it to all settlements made through the same electronic payment system.

The amendments also provide guidance on the assessment of whether the contractual cash flows of a financial asset are consistent with a basic lending arrangement. The amendments specify that an entity should focus on what an entity is being compensated for rather than the compensation amount. Contractual cash flows are inconsistent with a basic lending arrangement if they are indexed to a variable that is not a basic lending risk or cost. The amendments state that, in some cases, a contingent feature may give rise to contractual cash flows that are consistent with a basic lending arrangement both before and after the change in contractual cash flows, but the nature of the contingent event itself does not relate directly to changes in basic lending risks and costs. Furthermore, the description of the term "non-recourse" is enhanced and the characteristics of "contractually linked instruments" are clarified in the amendments.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

2. ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective HKFRS Accounting Standards (Continued)

Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments (Continued)

The disclosure requirements in HKFRS 7 *Financial Instruments: Disclosures* in respect of investments in equity instruments designated at fair value through other comprehensive income are amended. In particular, entities are required to disclose the fair value gain or loss presented in other comprehensive income during the period, showing separately those related to investments derecognised during the reporting period and those related to investments held at the end of the reporting period. An entity is also required to disclose any transfers of the cumulative gain or loss within equity related to the investments derecognised during the reporting period. In addition, the amendments introduce the requirements of qualitative and quantitative disclosure of contractual terms that could affect the contractual cash flow based on a contingent event not directly relating to basic lending risks and cost.

The amendments are effective for annual reporting periods beginning on or after 1 January 2026, with early application permitted. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

Amendments to HKFRS Accounting Standards Annual Improvements to HKFRS Accounting Standards – Volume 11

The annual improvements make amendments to the following HKFRS Accounting Standards.

HKFRS 1 First-time Adoption of International Financial Reporting Standards – Hedge accounting by a first – time adopter

For consistency with the requirements in HKFRS 9, HKFRS 1.B5-B6 were amended to refer to the ‘qualifying criteria’ for hedge accounting (instead of the ‘conditions’) and to add cross-references to HKFRS 9:6.4.1 to improve the understandability of HKFRS 1.

HKFRS 7 Financial Instruments: Disclosures – Gain or loss on derecognition

The amendments remove an obsolete cross-reference in HKFRS 7.B38 to a paragraph that had been deleted when HKFRS 13 Fair Value Measurement was issued and align the wording of this paragraph with the terms used in HKFRS 13.

Guidance on implementing HKFRS 7 – Disclosure of deferred difference between fair value and transaction price

The amendments update HKFRS 7.IG14 to make the wording of that paragraph consistent with HKFRS 7.28 and improve the internal consistency of the wording in the example in HKFRS 7.IG14.

Guidance on implementing HKFRS 7 – Introduction and credit risk disclosures

The amendments add a statement to HKFRS 7.IG1 clarifying that the guidance does not necessarily illustrate all the requirements in the referenced paragraphs of HKFRS 7. The amendments also simplify the explanation of the aspects of the requirements that are not illustrated in HKFRS 7.IG20B.

2. ACCOUNTING POLICIES (CONTINUED)

2.3 Issued but not yet effective HKFRS Accounting Standards (Continued)

Amendments to HKFRS Accounting Standards Annual Improvements to HKFRS Accounting Standards – Volume 11 (Continued)

HKFRS 9 Financial Instruments – Derecognition of lease liabilities

The amendments add a cross-reference to HKFRS 9.3.3.3 in HKFRS 9.2.1(b)(ii) to clarify that, when a lessee has determined that a lease liability has been extinguished in accordance with HKFRS 9, the lessee is required to apply HKFRS 9.3.3.3 and therefore recognise any resulting gain or loss in profit or loss.

HKFRS 9 Financial Instruments – Transaction price

The amendments replace “their transaction price (as defined in HKFRS 15)” in HKFRS 9.5.1.3 with “the amount determined by applying HKFRS 15” to address inconsistency between HKFRS 9.5.1.3 and the requirements of HKFRS 15 which may require a receivable to be measured at an amount that differs from the amount of the transaction price recognised as revenue. Additionally, the reference to “transaction price” (as defined in HKFRS 15) is deleted from Appendix A of HKFRS 9.

HKFRS 10 Consolidated Financial Statements – Determination of a ‘de facto agent’

The amendments address concerns that the requirements in HKFRS 10.B73-B74 might, in some situations, be contradictory. HKFRS 10.B73 refers to “de facto agents” as parties acting on the investor’s behalf and states that the determination of whether other parties are acting as de facto agents requires judgement. However, the second sentence of HKFRS 10.B74 includes more conclusive language and states that a party is a de facto agent when those that direct the activities of the investor have the ability to direct that party to act on the investor’s behalf. The amendments update HKFRS 10.B74 to use less conclusive language and to clarify that the relationship described in HKFRS 10.B74 is just one example of a circumstance in which judgement is required to determine whether a party is acting as a de facto agent.

HKAS 7 Statement of Cash Flows – Cost method

The amendment replaces the term ‘cost method’ with “at cost” in HKAS 7.37 in line with the removal of the definition of “cost method” from the HKFRS Accounting Standards.

The amendments are effective for annual reporting periods beginning on or after 1 January 2026, with early application permitted. An entity is required to apply the amendments to HKFRS 9.2.1(b)(ii) to lease liabilities that are extinguished on or after the beginning of the annual reporting period in which the entity first applies that amendment. No specific transition provisions are provided in respect of the other amendments.

The application of the amendments is not expected to have an impact on the financial position and performance of the Group.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- | | | |
|---------|---|---|
| Level 1 | – | based on quoted prices (unadjusted) in active markets for identical assets or liabilities |
| Level 2 | – | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly |
| Level 3 | – | based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable |

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Plant and equipment and depreciation

Plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Plant and equipment and depreciation (Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Furniture and fixtures	20%
Leasehold improvements	Over the shorter of lease terms and 20%
Medical and office equipment	10% to 20%
Motor vehicle	20%

Where parts of an item of plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use asset are depreciated on a straight-line basis over the lease terms.

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of any office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, as appropriate.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Financial assets (Continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and any contract assets which apply the simplified approach as detailed below.

Stage 1	–	Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
Stage 2	–	Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
Stage 3	–	Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and any contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at amortised cost, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables at amortised cost, net of directly attributable transaction costs.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average method. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to disposal.

Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Income tax (Continued)

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

- (i) *Revenue from the provision of ophthalmic services*
Ophthalmic service income is recognised at the point in time when the respective services are rendered.
- (ii) *Revenue from sales of prescriptions*
Revenue from sales of prescriptions is recognised at the point in time when the control of the products has been transferred to the customer.
- (iii) *Revenue from sales of vision products*
Revenue from sales of vision products is recognised at the point in time when the control of the products has been transferred to the customer.

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

Share-based payments

As approved in the extraordinary general meeting on 23 November 2022, the Company operates a share award scheme (the “Share Award Plan”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operation.

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date of which they are granted.

The fair value of awarded shares under the Share Award Plan is recognised as an expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the awarded shares granted:

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

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of awarded shares that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Share-based payments (Continued)

Where there is any modification of terms and conditions which increases the fair value of the equity instruments granted, the Group includes the incremental fair value granted in the measurement of the amount recognised for the services received over the remainder of the vesting period. The incremental fair value is the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as at the date of the modification. An expense based on the incremental fair value is recognised over the period from the modification date to the date when the modified equity instruments vest in addition to any amount in respect of the original instrument, which should continue to be recognised over the remainder of the original vesting period. Furthermore, if the entity modifies the terms or conditions of the equity instruments granted in a manner that reduces the total fair value of the share-based payment arrangement, or is not otherwise beneficial to the Eligible Participants, the entity shall nevertheless continue to account for the services received as consideration for the equity instruments granted as if that modification had not occurred (other than a cancellation of some or all the equity instruments granted).

Shares of the Company which are acquired and held by the trust for the Share Award Plan are recognised directly in equity at cost if no awarded shares have been granted to the eligible participants.

Foreign currencies

These financial statements are presented in HK\$, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Material accounting policy information (Continued)

Foreign currencies (Continued)

The functional currencies of the overseas subsidiary are currencies other than the HK\$. As at the end of the reporting period, the assets and liabilities of the entity are translated into HK\$ at the exchange rates prevailing at the end of the reporting period and their profit or loss are translated into HK\$ at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiary are translated into HK\$ at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiary which arise throughout the year are translated into HK\$ at the weighted average exchange rates or the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Estimation uncertainty arises because the amount of deferred tax assets that can be recognised depends on management's assessment of timing and sufficiency of future taxable profits, together with future tax planning strategies.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Deferred tax assets (Continued)

The Group has tax losses of HK\$73,352,000 arising in Hong Kong and HK\$3,921,000 arising in Mainland China (2025: HK\$72,502,000 arising in Hong Kong and HK\$38,000 arising in Mainland China) carried forward. These losses related to subsidiaries that have a history of losses, have not expired, and may not be used to offset taxable income elsewhere in the Group. The subsidiaries have neither any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Group has determined that it cannot recognise deferred tax assets on the tax losses carried forward.

If the Group had been able to recognise all unrecognised deferred tax assets, the loss would be decreased by and equity would have increased by HK\$34,579,000 (2025: HK\$22,275,000). Further details on deferred taxes are disclosed in note 22 to the consolidated financial statements.

Impairment of plant and equipment and right-of-use assets

The Group assesses whether there are any indicators of impairment of plant and equipment and right-of-use-assets at the end of each reporting period. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. In assessing value in use, management estimates the expected future cash flows from the asset or cash-generating unit and chooses a suitable discount rate in order to calculate the present value of those cash flows.

As at 31 March 2026, the carrying amounts of plant and equipment and right-of-use assets were approximately HK\$21,236,000 and HK\$28,406,000 (2025: HK\$30,707,000 and HK\$8,682,000), respectively. Further details are disclosed in notes 12 and 13(a) to the consolidated financial statements, respectively.

Impairment of trade receivables and other receivables

The impairment provisions for trade receivables and other receivables are based on assumptions about ECLs. The Group uses judgements in making these assumptions and selecting the inputs to the impairment calculation, based on the number of days that an individual receivable is outstanding as well as the Group's historical experience and forward-looking information at the end of each reporting period. Changes in these assumptions and estimates could materially affect the results of the assessment and it may be necessary to make an additional impairment charge to profit or loss.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

4. REVENUE AND SEGMENT INFORMATION

Revenue recognised during the years ended 31 March 2026 and 2025 is analysed by the chief operating decision-maker. For the purposes of resource allocation and performance assessment, the executive directors review the overall results and financial position of the Group as a whole prepared based on the same set of material accounting policy information as set out in note 2.4 to the consolidated financial statements. Accordingly, the Group has only one single operating segment and no discrete operating segment financial information is available.

The Group’s activities (excluding investment in financial assets at fair value through profit or loss) are mainly carried out in Hong Kong and nearly all of the Group’s assets and liabilities are mainly located in Hong Kong.

No information about major customers is presented as there is no single customer which individually contributed 10% or more of the total revenue for each of the years ended 31 March 2026 and 2025.

The Group derived revenue from the transfer of goods and services at a point in time in the ordinary course of business. Revenue is recognised in the following major revenue streams:

	Year ended 31 March	
	2026	2025
	HK\$'000	HK\$'000
Revenue from contracts with customers		
Ophthalmic service income	166,992	171,044
Sales of prescriptions	8,234	7,021
Sales of vision products	2,594	2,527
Total	177,820	180,592

The Group has also applied the practical expedient in paragraph 121(a) of HKFRS 15 to its ophthalmic service income such that above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations that had an original expected duration of one year or less.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

5. OTHER INCOME AND OTHER GAINS AND LOSSES, NET

		Year ended 31 March	
	Note	2026 HK\$'000	2025 HK\$'000
Other income			
Interest income		1,490	4,468
Miscellaneous income		50	10
Total other income		1,540	4,478
Other gains and losses, net			
(Loss)/gain on disposal of items of plant and equipment, net		(12)	257
Write-off of items of plant and equipment		–	(844)
Gain on termination of lease		567	–
Loss on reinstatement costs		–	(1,617)
Foreign exchange (losses) gain, net		(37)	6
Total other gains and losses, net		518	(2,198)
Total other income and other gains and losses, net		2,058	2,280

6. EXPENSES BY NATURE

Included in “Other expenses” are expenses related to:

	Year ended 31 March	
	2026 HK\$'000	2025 HK\$'000
Auditor's remuneration		
– Audit services	900	2,800
– Non-audit services	300	300
Bank charges	3,458	4,018
Business development	9,607	7,081
Repair and maintenance	2,066	2,600
Professional fees	28,543	11,078
Expenses in relation to short-term leases	855	439

7. FINANCE COSTS

	Note	Year ended 31 March	
		2026 HK\$'000	2025 HK\$'000
Interest expense on lease liabilities	13(b)	788	1,038

8. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION)

Details of the Group's employee benefit expenses are as follows:

	Year ended 31 March	
	2026 HK\$'000	2025 HK\$'000
Wages, salaries and bonuses	49,068	45,841
Pension scheme contributions (defined contribution scheme) (note)	1,525	921
Share-based payments	620	2,683
Others	1,271	768
Total	52,484	50,213

Note: The Group maintains a defined contribution pension scheme for its employees in Hong Kong under the Mandatory Provident Fund ("MPF"). Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% of the employees' relevant income, as defined in the Hong Kong Mandatory Provident Fund Schemes Ordinance. Both the Group's and the employees' contributions are subject to a cap of HK\$1,500 per month. The contributions are fully and immediately vested for the employees. The assets of this scheme are held separately from those of the Group under independently administered funds.

There were no forfeited contributions utilised during the year and available at the year-end to reduce future contributions.

For the Group's subsidiaries operating in Hong Kong, pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay Long Service Payment ("LSP") to qualifying employees in Hong Kong under certain circumstances (e.g. dismissal by employers or upon retirement), subject to a minimum of 5 years employment period, based on the following formula:

Last monthly wages (before termination of employment) $\times$ $\frac{2}{3} \times$ Years of service

Last monthly wages are capped at HK\$22,500 while the amount of LSP shall not exceed HK\$390,000. This obligation is accounted for as a post-employment defined benefit plan.

Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilise the Group's mandatory MPF contributions, plus/minus any positive/negative returns thereof (collectively, the "Eligible Offset Amount"), for the purpose of offsetting LSP payable to an employee (the "Offsetting Arrangement"). The LSP obligation, if any, is presented on a net basis.

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For the year ended 31 March 2026

8. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION) (CONTINUED)

Note: (Continued)

The Amendment Ordinance was gazetted on 17 June 2022, which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset the LSP. The Abolition will officially take effect on the Transition Date (i.e., 1 May 2026). Separately, the Government of the HKSAR is also expected to introduce a subsidy scheme to assist employers for a period of 25 years after the Transition Date on the LSP payable by employers up to a certain amount per employee per year.

Under the Amendment Ordinance, the Group's mandatory MPF contributions, plus/minus any positive/negative returns, after the Transition Date can continue to be applied to offset the pre-Transition Date LSP obligation but are not eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligation before the Transition Date will be grandfathered and calculated based on the Last monthly wages immediately preceding the Transition Date and the years of service up to that date.

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1) (a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Year ended 31 March	
	2026	2025
	HK\$'000	HK\$'000
Fees	1,595	1,330
Other emoluments:		
Salaries, allowances and benefits in kind	4,029	4,651
Discretionary bonuses	–	–
Share-based payments	503	1,975
Pension scheme contributions*	33	38
Subtotal	4,565	6,664
Total	6,160	7,994

* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

Certain directors were granted awarded shares, in respect of their services to the Group, under the Share Award Plan of the Company, further details of which are set out in note 24 to the consolidated financial statements. The fair value of awarded shares, which has been recognised in the profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

8. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION) (CONTINUED)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	Notes	Year ended 31 March	
		2026 HK\$'000	2025 HK\$'000
Mr. Li Michael Hankin	a	–	186
Mr. Ma Wai Hung Vincent	b	–	122
Ms. Cheng Jessica	c	230	252
Mr. Wang Can	d	300	168
Ms. Ci Ying	e	230	–
Dr. Chen Poujian	f	117	–
Mr. Xu Anliang	g	58	–
Total		935	728

Notes:

- (a) Mr. Li Michael Hankin resigned as an independent non-executive director of the Company with effect from 25 November 2024.
- (b) Mr. Ma Wai Hung Vincent resigned as an independent non-executive director of the Company with effect from 9 September 2024.
- (c) Ms. Cheng Jessica has been appointed as an independent non-executive director of the Company with effect from 29 May 2024. Ms. Cheng Jessica retired as an executive director of the Company with effect from the conclusion of the annual general meeting held on 6 January 2026 (the "2025 AGM").
- (d) Mr. Wang Can has been appointed as an independent non-executive director of the Company with effect from 9 September 2024.
- (e) Ms. Ci Ying has been appointed as an independent non-executive director of the Company with effect from 25 June 2025.
- (f) Dr. Chen Poujian has been appointed as an independent non-executive director of the Company with effect from 11 November 2025.
- (g) Mr. Xu Anliang has been appointed as an independent non-executive director of the Company with effect from 22 January 2026.

There were no other emoluments payable to the independent non-executive directors during the year (2025: Nil).

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For the year ended 31 March 2026

8. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION) (CONTINUED)

(b) Executive directors, non-executive directors and the chief executive officer

	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Share- based payments HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
2026						
Executive directors:						
Mr. Jiang Bo (Chief Executive Officer) (Note (a))	-	1,147	-	-	18	1,165
Mr. Hui Yung Chris (Co-Chief Executive Officer) (Note (a))	-	2,758	-	503	14	3,275
Mr. Lo Tsz Hong (Note (b))	-	-	-	-	-	-
Mr. Tse Wai Ip ("Dr. Tse") (Note (c))	-	124	-	-	1	125
Subtotal	-	4,029	-	503	33	4,565
Non-executive directors:						
Mr. Wu Ting Yuk Anthony (Note (e))	368	-	-	-	-	368
Ms. Zhao Wei (Note (f))	-	-	-	-	-	-
Mr. Chen Jiarong (Note (g))	175	-	-	-	-	175
Professor Wang Qinmei (Note (h))	117	-	-	-	-	117
Mr. Sun Peng (Note (i))	-	-	-	-	-	-
Subtotal	660	-	-	-	-	660
Total	660	4,029	-	503	33	5,225

8. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION) (CONTINUED)

(b) Executive directors, non-executive directors and the chief executive officer (Continued)

	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Share- based payments HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
2025						
Executive directors:						
Mr. Jiang Bo (Chief Executive Officer) (Note (a))	–	539	–	–	8	547
Mr. Hui Yung Chris (Co-Chief Executive Officer) (Note (a))	–	3,600	–	1,975	18	5,593
Mr. Lo Tsz Hong (Note (b))	–	512	–	–	12	524
Mr. Tse Wai Ip ("Dr. Tse") (Note (c))	–	–	–	–	–	–
Subtotal	–	4,651	–	1,975	38	6,664
Non-executive directors:						
Mr. Ng Roy (Note (d))	122	–	–	–	–	122
Mr. Wu Ting Yuk Anthony (Note (e))	480	–	–	–	–	480
Ms. Zhao Wei (Note (f))	–	–	–	–	–	–
Subtotal	602	–	–	–	–	602
Total	602	4,651	–	1,975	38	7,266

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For the year ended 31 March 2026

8. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION) (CONTINUED)

(b) Executive directors, non-executive directors and the chief executive officer (Continued)

Notes:

- (a) Mr. Jiang Bo has been appointed as an executive director and Chief Executive Officer (the "CEO") with effect from 9 September 2024. Following the appointment of Mr. Jiang Bo as a CEO, Mr. Hui Yung Chris has been re-designated as a Co-Chief Executive Officer on the same day. Mr. Hui Yung Chris subsequently retired as an executive director of the Company with effect from the conclusion of the 2025 AGM and resigned as Co-Chief Executive Officer with effect from 30 April 2026.
- (b) Mr. Lo Tsz Hong resigned as an executive director of the Company with effect from 1 September 2025.
- (c) Mr. Tse Wai Ip was disqualified as a director of the Company with effect from 1 August 2025.
- (d) Mr. Ng Roy resigned as a non-executive director of the Company with effect from 9 September 2024.
- (e) Mr. Wu Ting Yuk, Anthony retired as a non-executive director of the Company with effect from the conclusion of the 2025 AGM.
- (f) Ms. Zhao Wei resigned as a non-executive director of the Company with effect from 11 June 2025.
- (g) Mr. Chen Jiarong has been appointed as a non-executive director of the Company with effect from 1 September 2025.
- (h) Professor Wang Qinmei has been appointed as a non-executive director of the Company with effect from 11 November 2025.
- (i) Mr. Sun Peng has been appointed as a non-executive director of the Company with effect from 22 January 2026.

Except for one director who voluntarily waived the remuneration, there was no arrangement under which a director or the chief executive officer waived or agreed to waive any remuneration during the year (2025: Nil).

(c) Five highest paid employees

The five highest paid employees during the year included 2 directors (2025: 1 director), details of whose remuneration are set out above. Details of the remuneration for the year of the remaining 3 (2025: 4) highest paid employees who are neither a director nor chief executive officer of the Company are as follows:

	Year ended 31 March	
	2026	2025
	HK\$'000	HK\$'000
Salaries, allowances and benefits in kind	3,839	4,943
Discretionary bonuses	457	77
Share-based payments	193	694
Pension scheme contributions	48	72
Total	4,537	5,786

8. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' AND FIVE HIGHEST PAID EMPLOYEES' REMUNERATION) (CONTINUED)

(c) Five highest paid employees (Continued)

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2026	2025
Nil to HK\$1,000,000	–	–
HK\$1,000,001 to HK\$1,500,000	1	2
HK\$1,500,001 to HK\$2,000,000	2	2
HK\$2,500,001 to HK\$3,000,000	–	–
Total	3	4

Awards shares were granted to certain non-director and non-chief executive highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 24 to the consolidated financial statements. The fair value of such awards shares, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosure.

9. INCOME TAX

No provision for Hong Kong profits tax and PRC Enterprise Income Tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the years 31 March 2026 and 2025.

	Year ended 31 March	
	2026 HK\$'000	2025 HK\$'000
Deferred tax credit (Note 22)	1,660	2,623

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

9. INCOME TAX (CONTINUED)

A reconciliation of the tax credit applicable to loss before income tax at the Hong Kong statutory tax rate to the tax (credit)/charge at the effective tax rate is as follows:

	Year ended 31 March	
	2026	2025
	HK\$'000	HK\$'000
Loss before income tax	(48,072)	(36,912)
Tax at Hong Kong profits tax rate at 16.5% (2025: 16.5%)	(7,932)	(6,090)
Difference in tax rates for specific provinces or enacted by local authority	(218)	(8)
Income not subject to tax	(241)	(726)
Expenses not deductible for tax	5,950	2,686
Tax losses not recognised	781	1,515
Total tax credit at the Group's effective rate	(1,660)	(2,623)

10. DIVIDENDS

The board of directors does not recommend the payment of any dividend in respect of the year ended 31 March 2026 (2025: Nil).

11. LOSS PER SHARE

Basic

The calculation of the basic loss per share is based on the loss for the year attributable to owners of the Company of HK\$46,049,000 (2025: HK\$34,405,000) and the weighted average number of ordinary shares of 536,334,496 (2025: 528,917,125) in issue.

Diluted

No adjustment has been made to the basic loss per share amount presented for the years ended 31 March 2026 and 2025 as the Group had no potentially dilutive ordinary shares in issue.

12. PLANT AND EQUIPMENT

	Furniture and fixtures HK\$'000	Leasehold improvements HK\$'000	Medical and office equipment HK\$'000	Motor vehicle HK\$'000	Total HK\$'000
31 March 2026					
At 1 April 2025					
Cost	2,804	63,679	70,745	128	137,356
Accumulated depreciation and impairment	(2,510)	(54,599)	(49,471)	(69)	(106,649)
Net carrying amount	294	9,080	21,274	59	30,707
At 1 April 2025, net of accumulated depreciation and impairment	294	9,080	21,274	59	30,707
Additions	-	-	672	-	672
Disposals	-	-	(225)	-	(225)
Depreciation	(101)	(5,880)	(3,828)	(26)	(9,835)
Impairment	-	-	(83)	-	(83)
At 31 March 2026, net of accumulated depreciation and impairment	193	3,200	17,810	33	21,236
At 31 March 2026					
Cost	2,804	63,679	71,417	128	138,028
Accumulated depreciation and impairment	(2,611)	(60,479)	(53,607)	(95)	(116,792)
Net carrying amount	193	3,200	17,810	33	21,236

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

12. PLANT AND EQUIPMENT (CONTINUED)

	Furniture and fixtures HK\$'000	Leasehold improvements HK\$'000	Medical and office equipment HK\$'000	Motor vehicle HK\$'000	Total HK\$'000
31 March 2025					
At 1 April 2024					
Cost	2,749	55,651	70,418	128	128,946
Accumulated depreciation and impairment	(2,410)	(48,779)	(38,433)	(43)	(89,665)
Net carrying amount	339	6,872	31,985	85	39,281
At 1 April 2024, net of accumulated depreciation and impairment	339	6,872	31,985	85	39,281
Additions	55	8,028	327	–	8,410
Disposals/write-off	–	–	(1,960)	–	(1,960)
Depreciation	(100)	(5,820)	(4,690)	(26)	(10,636)
Impairment	–	–	(4,388)	–	(4,388)
At 31 March 2025, net of accumulated depreciation and impairment	294	9,080	21,274	59	30,707
At 31 March 2025					
Cost	2,804	63,679	70,745	128	137,356
Accumulated depreciation and impairment	(2,510)	(54,599)	(49,471)	(69)	(106,649)
Net carrying amount	294	9,080	21,274	59	30,707

Impairment of plant and equipment

As at 31 March 2026, the Group's management identified certain medical centers which continued to underperform and estimated the corresponding recoverable amounts of their plant and equipment. Based on these estimates, impairment losses of HK\$83,000 (2025: HK\$4,388,000) were recognised to write down the carrying amounts of these plant to their recoverable amounts. The estimates of the recoverable amounts were based on value in use. The pre-tax discount rate applied to the cash flow projections was 25.14% (2025: 24.88%).

13. LEASES

The Group as a lessee

The Group has lease contracts for various properties and equipment used in its operations. Leases of various properties and equipment generally have lease terms between 1 and 3 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Properties HK\$'000
As at 1 April 2024	13,348
Additions	5,629
Modifications	2,099
Depreciation charge	(12,394)
As at 31 March 2025 and 1 April 2025	8,682
Additions	32,065
Depreciation charge	(12,373)
Exchange alignment	32
As at 31 March 2026	28,406

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	As at 31 March 2026 HK\$'000	2025 HK\$'000
Carrying amount at beginning of the year	9,908	25,410
New leases	32,065	4,437
Termination/modifications	(567)	56
Accretion of interest recognised during the year	788	1,038
Payments	(13,734)	(21,033)
Exchange alignment	32	–
Carrying amount at 31 March	28,492	9,908
Analysed into:		
Current portion	11,855	7,688
Non-current portion	16,637	2,220
	28,492	9,908

The maturity analysis of lease liabilities is disclosed in note 30.1(c) to the consolidated financial statements.

Notes to the Consolidated Financial Statements

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13. LEASES (CONTINUED)

The Group as a lessee (Continued)

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	Year ended 31 March	
	2026	2025
	HK\$'000	HK\$'000
Interest expense on lease liabilities (included in finance costs)	788	1,038
Depreciation charge of right-of-use assets	12,373	12,394
Expense relating to short-term leases (included in other expenses)	855	439
Total amount recognised in profit or loss	14,016	13,871

(d) The total cash outflow for leases is disclosed in note 26(c) to the consolidated financial statements.

14. FINANCIAL ASSETS AT FAIR VALUE AT PROFIT OR LOSS

	As at 31 March	
	2026	2025
	HK\$'000	HK\$'000
Other unlisted investments, at fair value	4,630	4,375

On 8 May 2024, a subsidiary of the Company established in Mainland China entered into a cooperation agreement with a private hospital in Mainland China (the "PH") to jointly operate an ophthalmology center. The subsidiary's funding contributions, amounting to RMB4,085,000 (2025: RMB4,085,000) (equivalent to HK\$4,630,000 (2025: HK\$4,375,000)), are mandatorily classified as financial assets at fair value through profit or loss because the contractual cash flows are not solely payments of principal and interest.

15. INVENTORIES

	As at 31 March	
	2026	2025
	HK\$'000	HK\$'000
Medical consumables	2,138	2,472
Vision products	48	45
Total	2,186	2,517

As at 31 March 2026 and 2025, management considers there was no inventory obsolescence. The costs of inventories were recognised as expenses and included in “inventories used” in the consolidated statement of profit or loss and other comprehensive income amounted to HK\$35,391,000 (2025: HK\$37,996,000) for the year ended 31 March 2026.

16. TRADE RECEIVABLES

The Group seeks to maintain strict control over its outstanding trade receivable balances. Overdue balances are reviewed regularly by management. The Group does not hold any collateral or other credit enhancements over its trade receivables balances. Trade receivables are non-interest-bearing.

As at 31 March 2026 and 2025, the carrying amount of trade receivables approximated its fair values and is denominated in HK\$.

The ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	As at 31 March	
	2026	2025
	HK\$'000	HK\$'000
0 to 30 days	3,729	2,926
31 to 60 days	674	1,115
61 to 90 days	430	707
Over 90 days	492	39
Total	5,325	4,787

The Group applies the simplified approach permitted by HKFRS 9 to measure ECLs which uses a lifetime expected loss allowance for all trade receivables. As at 31 March 2026 and 2025, the Group has assessed that the expected loss allowance for trade receivables was immaterial. Thus no loss allowance provision for trade receivables was recognised during the years ended 31 March 2026 and 2025.

The maximum exposure to credit risk at the reporting date is the carrying value of the trade receivables mentioned above. The Group does not hold any collateral as security.

Notes to the Consolidated Financial Statements

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17. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

	As at 31 March	
	2026	2025
	HK\$'000	HK\$'000
Rental and other deposits	4,249	5,756
Prepayments	977	691
Other receivables (Notes (a) & (b))	2,101	2,397
Total	7,327	8,844
Less: Portion classified as non-current assets	(3,099)	(3,300)
Portion classified as current assets, gross	4,228	5,544
Less: impairment loss on other receivables (Note (c))	(1,838)	(1,838)
Portion classified as current assets, net	2,390	3,706

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 March 2026 and 2025, the loss allowance was assessed to be minimal.

Note: Included in "Other receivables" are balances related to:

- A loan of HK\$14,449,000 was advanced to a medical practitioner. The loan was unsecured, bore interest at 3% per annum, and was originally repayable within 12 months. During the year ended 31 March 2025, the medical practitioner made repayments totalling HK\$13,027,000, of which HK\$329,000 represented accumulated accrued interests, leaving an outstanding balance of HK\$1,750,000 as at 14 January 2025. On the same date, the Group and the medical practitioner executed a deed of assignment under which the medical practitioner assigned to the Group her right to receive an outstanding amount of HK\$1,750,000 from Dr. Tse under a guarantee and indemnity agreement entered into between them on 31 August 2022, in full settlement of the remaining loan balance.
- An amount of HK\$900,000 was due from a medical practitioner. The balance was unsecured, interest-free, and repayable by monthly instalments of HK\$100,000. The amount was fully settled during the year ended 31 March 2025.
- On 3 November 2025, Dr. Tse was declared bankrupt by the High Court of Hong Kong. Management considers the outstanding receivable assigned to the Group under the deed of assignment to be doubtful and credit-impaired. A full impairment loss of HK\$1,750,000 has therefore been recognised in profit or loss during the year ended 31 March 2025. The remaining balance of HK\$88,000 represented an advance to Dr. Tse in prior years. A full impairment loss of HK\$88,000 has also been recognised in profit or loss during the year ended 31 March 2025.

18. CASH AND CASH EQUIVALENTS

	As at 31 March	
	2026	2025
	HK\$'000	HK\$'000
Cash and bank balances	91,006	34,573
Non-pledged time deposits with original maturity of more than three months when acquired	1,013	–
Non-pledged time deposits with original maturity of less than three months when acquired	–	98,000
Cash and cash equivalents	92,019	132,573

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$307,000 (2025: HK\$9,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months (2025: one day and six months) depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balance are deposited with credit worthy bank with no recent history of default.

19. TRADE PAYABLES

The ageing analysis of the trade payables to third parties as at the end of the reporting period based on the invoice date is as follows.

	As at 31 March	
	2026	2025
	HK\$'000	HK\$'000
0 to 30 days	3,402	2,967
31 to 60 days	1,834	2,038
61 to 90 days	290	70
Over 90 days	1,084	552
Total	6,610	5,627

As at 31 March 2026 and 2025, all trade payables of the Group were denominated in HK\$, and their fair value approximated to their carrying amounts.

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20. ACCRUALS AND OTHER PAYABLES

	Notes	As at 31 March 2026 HK\$'000	2025 HK\$'000
Contract liabilities	a	1,483	1,262
Accruals and other payables	b	11,297	14,686
Total		12,780	15,948

Notes:

- (a) Contract liabilities include deposits received to deliver ophthalmic services.
- (b) The balances are non-interest bearing and have an average term of one month.

21. PROVISIONS

	As at 31 March 2026 HK\$'000	2025 HK\$'000
At beginning of the year	6,927	4,375
Additions	–	4,852
Amounts utilised	(2,242)	(2,300)
At 31 March	4,685	6,927
Less: Portion classified as non-current liabilities	(4,685)	(1,193)
Portion classified as current liabilities	–	5,734

The provision for reinstatement cost relates to the Group's obligations to reinstate its leased properties to their original state or to a condition, as specified in the respective tenancy agreements, at the end/upon the termination of the relevant lease terms.

The provision for reinstatement cost was determined based on certain assumptions and estimates made by the directors of the Company with reference to past experience and available information. The assumptions and estimates are reviewed and revised where appropriate.

22. DEFERRED TAX

The followings are the deferred tax assets (liabilities) recognised and movements thereon for the current and prior years:

	Losses available for offsetting against future taxable profits HK\$'000	Depreciation allowance in excess of related depreciation HK\$'000	Impairment loss on right-of-use assets HK\$'000	Others HK\$'000	Total HK\$'000
As at 1 April 2023	779	2,635	1,933	1,087	6,434
Credit to profit or loss (Note 9)	–	908	–	1,715	2,623
As at 31 March 2025 and 1 April 2025	779	3,543	1,933	2,802	9,057
Credit (charged) to profit or loss (Note 9)	–	825	–	835	1,660
As at 31 March 2026	779	4,368	1,933	3,637	10,717

The Group has tax losses arising in Hong Kong of HK\$73,352,000 (2025: HK\$72,502,000) that are available indefinitely for offsetting against its future taxable profits. The Group also had estimated tax losses arising in Mainland China of approximately HK\$3,921,000 (2025: HK\$38,000), subject to the agreement by relevant tax authorities, that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets of HK\$34,579,000 (2025: HK\$22,275,000) have not been recognised in respect of these tax losses as it is considered not probable that taxable profits will be available against which the tax losses can be utilised.

23. SHARE CAPITAL AND SHARE PREMIUM

Share capital

	Number of ordinary shares	Nominal value of ordinary shares HK\$'000
Authorised:		
As at 31 March 2026 and 2025 (of HK\$0.01 each)	5,000,000,000	50,000
Issued and fully paid:		
As at 1 April 2023, 31 March 2024 and 1 April 2025	528,125,000	5,281
Issuance of shares under the Share Award Plan (Note 24)	792,125	8
As at 1 April 2024, 31 March 2025 and 1 April 2025	528,917,125	5,289
Issuance of shares under the Share Award Plan (Note 24)	7,417,371	74
As at 31 March 2026	536,334,496	5,363

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For the year ended 31 March 2026

23. SHARE CAPITAL AND SHARE PREMIUM (CONTINUED)

Share premium

Share premium mainly represented (i) the difference between the net asset value of Saintford and the nominal value of Company's shares issued in exchange for the acquisition of Saintford pursuant to the reorganisation of the Company in connection with the Listing; and (ii) the amount of consideration received by the Company (together with share-based payment reserve transferred upon the vest of awarded shares) in excess of the par value of its shares issued.

24. SHARE AWARD PLAN

On 23 November 2022 (the "Adoption Date"), the Company adopted a Share Award Plan (the "Share Award Plan"). The purposes of the Share Award Plan are to recognise and reward the contribution of certain Eligible Participants to the growth and development of the Group, to provide incentives to retain them for the continued operation and development of the Group, and to attract suitable personnel for further development of the Group.

Eligible Participants of the Share Award Plan include (i) any employee (whether full-time or part-time, including any director) of the Group, and (ii) any service provider (the "Service Provider"). The Service Provider is defined as any medical practitioner or specialist in ophthalmology who works for the Group as an independent contractor, adviser, or consultant (whether directly engaged by the Group or through their service company).

The total number of shares that (i) may be subscribed for and/or purchased by the trustee in respect of all awards to be granted under the Share Award Plan, and (ii) may be issued under any other share schemes of the Company, must not in aggregate exceed 10% of the shares in issue as at the Adoption Date of the Share Award Plan. Based on the total number of issued shares as of the Adoption Date being 521,775,000 shares, the 10% limit represents a total of 52,177,500 shares. The total number of shares that may be subscribed for and/or purchased by the trustee in respect of all awards to be granted to all Service Providers under the Share Award Plan must not in aggregate exceed 5% of the Shares as at the Adoption Date. Based on 521,775,000 shares in issue as at the Adoption Date, the 5% sub-limit represents a total of 26,088,750 shares.

The total number of shares that may be subject to an award or awards to a selected participant (the "Selected Participant"), together with any shares to be issued under any options granted to such Selected Participant under any share schemes of the Company, in a 12-month period up to and including the date of the award, shall not (i) in aggregate exceed 1% of the total number of issued shares as at the date of the extraordinary general meeting held on 23 November 2022, being 521,775,000 shares; and (ii) exceed any limits applicable to such Selected Participant under the Listing Rules.

The Share Award Plan shall be valid and effective for a period of 10 years commencing from the Adoption Date of the Share Award Plan but may be terminated earlier as determined by the Board, provided that such termination shall not affect any subsisting rights of any Selected Participant.

The Board resolved on 4 July 2023, to grant a total of 35,456,240 awarded shares to certain eligible participants under the Share Award Plan. There is no purchase price for the awarded shares granted, nor any arrangements to facilitate the purchase of awarded shares. Once the vesting conditions underlying the respective award shares are met, the award shares are considered duly and validly issued to the holder, and free of restrictions on transfer.

There are no award shares granted during the years ended 31 March 2026 and 2025.

24. SHARE AWARD PLAN (CONTINUED)

Details of the movement of the awarded shares granted and outstanding under the Share Award Plan are set at below:

For the year ended 31 March 2026

		Number of awarded shares				Vesting period	Performance Target
Grantees		As at 1 April 2025	Vested During the year	Lapsed During the year	As at 31 March 2026		
Executive director, co-chief executive officer	Mr. Hui Yung Chris (Note (i))	5,000,000	(5,000,000)	-	-	100% of the awarded shares will vest on the second anniversary of 4 July 2023.	Not applicable
Service providers	Dr. Wong Kin Keung	1,304,437	-	(1,304,437)	-	Note (ii)	Note (iii)
	Dr. Kwok Pui Wai	2,174,062	(434,812)	(1,304,437)	434,813		
	Dr. Lai Hiu Ping	3,478,499	(434,812)	-	3,043,687		
	Dr. Tang Kai Tat	2,174,062	(434,812)	(1,304,437)	434,813		
	Dr. Ho Chun Ho	3,478,499	(434,812)	(1,304,437)	1,739,250		
Other employee participants	Employees	2,439,343	(678,123)	(551,250)	1,210,000	25% of the awarded shares will vest on each of first and second anniversary of 4 July 2023 remaining 50% will vest on the third anniversary	
Total		20,048,932	(7,417,371)	(5,769,998)	6,861,032		

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

24. SHARE AWARD PLAN (CONTINUED)

For the year ended 31 March 2025

		Number of awarded shares				Vesting period	Performance Target
Grantees		As at 1 April 2024	Vested During the year	Lapsed During the year	As at 31 March 2025		
Executive director, co-chief executive officer	Mr. Hui Yung Chris (Note (i))	5,000,000	–	–	5,000,000	100% of the awarded shares will vest on the second anniversary of 4 July 2023.	Not applicable
Executive director	Mr. Lo Tsz Hong	141,250	(35,313)	(105,937)	–	25% of the awarded shares will vest on each of the first and second anniversary of 4 July 2023 remaining 50% will vest on the third anniversary	Not applicable
Service providers	Dr. Wong Kin Keung	3,913,311	(1,304,437)	(1,304,437)	1,304,437	Note (ii)	Note (iii)
	Dr. Kwok Pui Wai	3,913,311	(434,812)	(1,304,437)	2,174,062		
	Dr. Lai Hiu Ping	3,913,311	(434,812)	–	3,478,499		
	Dr. Tang Kai Tat	3,913,311	(434,812)	(1,304,437)	2,174,062		
	Dr. Ho Chun Ho	3,913,311	(434,812)	–	3,478,499		
Other employee participants	Employees	3,765,000	(813,127)	(512,500)	2,439,373	25% of the awarded shares will vest on each of first and second anniversary of 4 July 2023 remaining 50% will vest on the third anniversary	
Total		28,472,805	(3,892,125)	(4,531,748)	20,048,932		

24. SHARE AWARD PLAN (CONTINUED)

Notes:

- (i) The proposed grant of awarded shares to Mr. Hui Yung Chris was approved in the Annual General Meeting held on 20 September 2023.
- (ii) Vesting period for Service Providers
 - (a) 25% of the awarded shares will either vest on the first anniversary of 4 July 2023 or vest in three equal instalments on an annual basis commencing on the first anniversary of 4 July 2023;
 - (b) 25% of the awarded shares will vest in three equal instalments on an annual basis commencing on the second anniversary of 4 July 2023;
 - (c) 25% of the awarded shares will vest in three equal instalments on an annual basis commencing on the third anniversary of 4 July 2023; and
 - (d) the remaining 25% of the awarded shares will vest in three equal instalments on an annual basis commencing on the fourth anniversary of 4 July 2023.
- (iii) Save for the part of the awards granted to the Service Providers which impose performance targets associated with the aggregate amount of revenue generated by such Service Providers for each financial year, there are no performance targets attached to the awards granted to other grantees (including Directors).

The weighted average closing price of the shares immediately before the dates on which the awarded shares were vested during the year ended 31 March 2026 was HK\$0.35 (2025: HK\$0.48) per share.

There are no cash settlement alternatives. The Group does not have a past practice of cash settlement for these awarded shares. The Group accounts for the Share Award Plan as an equity-settled plan.

The trustee, Tricor Trust (Hong Kong) Limited, held 3,100,000 shares under the Share Award Plan at as 1 April 2024, representing approximately 0.6% of the total issued share capital of the Company on that date.

During the year ended 31 March 2025, a total of 3,892,125 awarded shares vested and no awarded shares were granted, or cancelled under the Share Award Plan. To fulfill these vested awarded shares, the Company issued and allotted 792,125 shares at HK\$0.01 per share on 4 June 2024, representing approximately 0.15% of the total issued share capital as of the date of issuance and allotment. The shares held by the trustee, along with the issued and allotted shares, were transferred to the relevant grantees upon the vesting of the awarded shares.

During the year ended 31 March 2026, a total of 7,417,371 awarded shares vested and no awarded shares were granted, or cancelled under the Share Award Plan. To fulfill these vested awarded shares, the Company issued and allotted 7,417,371 shares at HK\$0.01 per share on 27 June 2025, representing approximately 1.38% of the total issued share capital as of the date of issuance and allotment. The shares held by the trustee, along with the issued and allotted shares, were transferred to the relevant grantees upon the vesting of the awarded shares.

As at 31 March 2026 and 2025, the trustee held no shares under the Share Award Plan.

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For the year ended 31 March 2026

24. SHARE AWARD PLAN (CONTINUED)

As at 31 March 2026, 34,005,441 (2025: 28,236,443) shares are available for grant under the Share Award Plan, representing approximately 6.3% (2025: 5.3%) of the total issued share capital of the Company as at 31 March 2026.

The fair value of the awarded share was calculated based on the market prices of the Group's shares at the respective grant dates.

During the year ended 31 March 2026, share-based payments were recognised as expenses and included in "consultancy fee" and "employee benefit expenses" in the consolidated statement of comprehensive income in relation to the Share Award Plan amounted to HK\$1,576,000 (2025: HK\$3,494,000) and HK\$620,000 (2025: HK\$2,683,000), respectively.

25. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 105 of the financial statements.

(a) Other reserves

Other reserves mainly represents the combined share capital of the subsidiaries comprising the Group before the completion of the reorganisation of the Company in connection with the listing of Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited on 18 February 2022, and contributed surplus and merger reserve after completion of the reorganisation.

(b) Share-based payment reserve

Share-based payment reserve represents the fair value of awarded shares granted which are yet to be vested, as further explained in the material accounting policy information for share-based payments in note 2.4 to the consolidated financial statements.

26. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions/modifications to right-of-use assets, lease liabilities, and provision of HK\$32,065,000 (2025: HK\$9,435,000), HK\$32,065,000 (2025: HK\$4,493,000), and HK\$Nil (2025: HK\$4,852,000), respectively, in respect of lease arrangements for properties.

26. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(b) Changes in liabilities arising from financing activities

2026

	Lease liabilities HK\$'000
At 1 April 2025	9,908
Changes from financing cash flows	(13,734)
New lease	32,065
Terminations	(567)
Interest expense	788
Exchange alignment	32
At 31 March 2026	28,492

2025

	Lease liabilities HK\$'000
At 1 April 2024	25,410
Changes from financing cash flows	(21,033)
New lease	4,437
Modifications	56
Interest expense	1,038
At 31 March 2025	9,908

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash outflows is as follows:

	Year ended 31 March	
	2026 HK\$'000	2025 HK\$'000
Within operating activities	855	439
Within financing activities	13,734	21,033
Total	14,589	21,472

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

27. RELATED PARTY TRANSACTIONS

The directors are of the view that the following individuals and companies were related parties that had transactions or balances with the Group as at and during the years ended 31 March 2026 and 2025:

Compensation of key management personnel of the Group:

	Year ended 31 March	
	2026	2025
	HK\$'000	HK\$'000
Short term employee benefits	5,624	5,981
Post-employment benefits	33	38
Share-based payments	503	1,925
Total compensation paid to key management personnel	6,160	7,994

Further details of directors' and the chief executive's emoluments are included in note 8 to the consolidated financial statements.

28. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

31 March 2026

Financial assets

	Financial assets at fair value through profit or loss HK\$'000	Financial assets at amortised cost HK\$'000	Total HK\$'000
Financial assets at fair value through profit or loss	4,630	–	4,630
Trade receivables	–	5,325	5,325
Financial assets included in deposits, prepayments and other receivables	–	4,512	4,512
Cash and cash equivalents	–	92,019	92,019
Total	4,630	101,856	106,486

28. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

31 March 2026

Financial liabilities

	Financial liabilities at amortised cost HK\$'000
Trade payables	6,610
Financial liabilities included in accruals and other payables	11,231
Lease liabilities	28,492
Total	46,333

31 March 2025

Financial assets

	Financial assets at fair value through profit or loss HK\$'000	Financial assets at amortised cost HK\$'000	Total HK\$'000
Financial assets at fair value through profit or loss	4,375	–	4,375
Trade receivables	–	4,787	4,787
Financial assets included in deposits, prepayments and other receivables	–	6,315	6,315
Cash and cash equivalents	–	132,573	132,573
Total	4,375	143,675	148,050

Financial liabilities

	Financial liabilities at amortised cost HK\$'000
Trade payables	5,627
Financial liabilities included in accruals and other payables	14,665
Lease liabilities	9,908
Total	30,200

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

29. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	As at 31 March		As at 31 March	
	2026	2025	2026	2025
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Financial assets				
Deposits and other receivables, non-current portion	3,099	3,300	2,786	3,179

Management has assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, the current portion of financial assets included in deposits, prepayments and other receivables, and financial liabilities included in accruals and other payables approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following method and assumptions were used to estimate the fair values:

The fair values of non-current portion of deposits and other receivables are estimated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The fair values of financial assets at fair value through profit or loss were derived from the recent transaction prices.

29. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

31 March 2026

	Fair value measurement using			Total HK\$'000
	Quoted prices	Significant	Significant	
	in active	observable	unobservable	
	markets (Level 1) HK\$'000	inputs (Level 2) HK\$'000	inputs (Level 3) HK\$'000	
Financial assets at fair value through profit or loss	–	–	4,630	4,630

31 March 2025

	Fair value measurement using			Total HK\$'000
	Quoted prices	Significant	Significant	
	in active	observable	unobservable	
	markets (Level 1) HK\$'000	inputs (Level 2) HK\$'000	inputs (Level 3) HK\$'000	
Financial assets at fair value through profit or loss	–	–	4,375	4,375

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 31 March 2026 and 31 March 2025.

Regarding the assets and liabilities for which fair values are disclosed, the fair values measurement of the non-current portion of deposits and other receivables were classified as Level 2. During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2025: Nil).

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

30.1 Financial risk factors

The Group's activities expose it to a variety of financial risk: market risk (including foreign exchange risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of the financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out under policies approved by the directors of the Group. The directors provide principles for an overall risk management, as well as policies covering specific areas.

(a) Market risk

Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities which are denominated in a currency that is not the Group's functional currency.

The Group's mainly operates in Hong Kong with the majority of the transactions settled in HK\$. The Group closely monitors and manages foreign exchange risk exposures to ensure the exposures do not have significant impact on the operation of the Group.

As the Group does not have any significant transactions, assets or liabilities which are settled in currencies other than HK\$ during the years ended 31 March 2026 and 2025, the Group's income and operating cash flows are substantially independent of changes in market foreign exchange rate.

(b) Credit risk

The Group mainly transacts with recognised and creditworthy third parties. Receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March. The amounts presented are gross carrying amounts for financial assets.

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

30.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 March 2026

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	Simplified approach HK\$'000	Total HK\$'000
Trade receivables (Note 16)	-	-	-	5,325	5,325
Financial assets included in deposits, prepayments and other receivables					
– normal*	4,512	-	-	-	4,512
– doubtful*	-	-	1,838	-	1,838
Cash and cash equivalents					
– Not yet past due	92,019	-	-	-	92,019
Total	96,531	-	1,838	5,325	103,694

As at 31 March 2025

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	Simplified approach HK\$'000	Total HK\$'000
Trade receivables (Note 16)	-	-	-	4,787	4,787
Financial assets included in deposits, prepayments and other receivables					
– normal*	6,315	-	-	-	6,315
– doubtful*	-	-	1,838	-	1,838
Cash and cash equivalents					
– Not yet past due	132,573	-	-	-	132,573
Total	138,888	-	1,838	4,787	145,513

* The credit quality of the financial assets included in deposits, prepayments and other receivables is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

30.1 Financial risk factors (Continued)

(c) Liquidity risk

The Group adopts prudent liquidity risk management by maintaining sufficient cash balances to meet the financial commitments when they fall due.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

As at 31 March 2026

	On demand or less than 12 months HK\$'000	More than 12 months HK\$'000	Total HK\$'000
Trade payables	6,610	–	6,610
Financial liabilities included in accruals and other payables	11,231	–	11,231
Lease liabilities	11,855	16,637	28,492
Total	29,696	16,637	46,333

As at 31 March 2025

	On demand or less than 12 months HK\$'000	More than 12 months HK\$'000	Total HK\$'000
Trade payables	5,627	–	5,627
Financial liabilities included in accruals and other payables	14,665	–	14,665
Lease liabilities	7,688	2,220	9,908
Total	27,980	2,220	30,200

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

30.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists of shareholders' equity. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The Group monitors capital on the basis of the gearing ratio. The gearing ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents.

As at 31 March 2026 and 2025, the Group maintained a net cash position as follows:

	As at 31 March	
	2026	2025
	HK\$'000	HK\$'000
Lease liabilities	28,492	9,908
Less: Cash and cash equivalents	(92,019)	(132,573)
Net cash position	(63,527)	(122,665)

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For the year ended 31 March 2026

31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	Year ended 31 March	
	2026	2025
	HK\$'000	HK\$'000
Non-current asset		
Investment in a subsidiary	-*	-*
Total non-current asset	-	-
Current assets		
Other receivables	714	552
Cash and cash equivalents	36,056	101,429
Total current assets	36,770	101,981
Current liabilities		
Accruals and other payables	3,145	6,598
Total current liabilities	3,145	6,598
Net current assets	33,625	95,383
NET ASSETS	33,625	95,383
Capital and reserves		
Share capital	5,363	5,289
Share premium	312,751	306,415
Reserves (Note)	(284,489)	(216,321)
TOTAL EQUITY	33,625	95,383

* Less than HK\$1,000

The statement of financial position of the Company was approved and authorised for issue by the Board of Directors on 15 September 2026 and is signed on its behalf.

Mr. Jiang Bo
Director

Mr. Chen Jiarong
Director

31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserves is as follows:

	Share-based payment reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2024	6,030	(199,229)	(193,199)
Loss for the year	–	(25,796)	(25,796)
Shares vested under the Share Award Plan	(3,503)	–	(3,503)
Share-based payments	6,177	–	6,177
At 31 March 2025 and 1 April 2025	8,704	(225,025)	(216,321)
Loss for the year	–	(63,954)	(63,954)
Shares vested under the Share Award Plan	(6,410)	–	(6,410)
Share-based payments	2,196	–	2,196
At 31 March 2026	4,490	(288,979)	(284,489)

32. SUSPENSION OF TRADING IN THE SHARES OF THE COMPANY AND RESUMPTION GUIDANCE

On 30 May 2025 and 30 June 2025, the Company announced the continued suspension of trading in its shares and the resumption guidance imposed by The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Trading in the Company's shares has been suspended since 15 April 2025.

The announcements also disclosed a series of allegations involving certain Directors and senior management, including alleged (i) misstatements in the Company's IPO prospectus, (ii) undisclosed loan and remuneration arrangements, and (iii) instances of alleged corporate misconduct and governance irregularities.

The Stock Exchange has required the Company to undertake, among other actions, an independent forensic investigation, an independent internal control review, and to re-comply with various corporate governance requirements under the Listing Rules. An 18-month remedial period ending on 14 October 2026 has been imposed, during which the Company must satisfy all resumption conditions to avoid potential delisting.

The Directors of the Company are actively working towards fulfilling the resumption guidance with a view to resuming trading in the Company's shares as soon as practicable.

Readers are advised to refer to the Company's announcements dated 30 May 2025 and 30 June 2025 for full details of the allegations, resumption guidance and continuing suspension arrangements.

Financial Information Summary

A summary of the published results, assets and liabilities of the Group for the last five financial years, prepared on the basis as set out herein, is set out below. The financial information for the years ended/as at 31 March 2022, 2023, 2024, 2025 and 2026 is extracted from the consolidated financial statements in the annual reports.

COMPARISON OF KEY FINANCIAL INFORMATION AND FINANCIAL RATIOS

		For the year ended 31 March			
	2026	2025	2024	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Results					
Revenue	177,820	180,592	190,933	213,847	225,237
(Loss) profit for the year	(46,412)	(34,289)	(75,793)	(3,191)	13,491
Adjusted EBITDA for the year ⁽¹⁾⁽²⁾	(6,149)	(36,333)	(3,068)	42,415	53,885
Net profit margin (%)	N/A	N/A	N/A	N/A	6.0%
Adjusted EBITDA margin (%) ⁽²⁾	N/A	N/A	N/A	N/A	18.8%
Assets and Liabilities					
Total assets	170,008	199,704	236,163	327,259	290,144
Total liabilities	52,567	38,410	46,641	67,975	34,693
Total equity	117,441	161,294	189,522	259,284	255,451

Notes:

- (1) Adjusted EBITDA is derived from EBITDA (Earnings before interest, taxes and depreciation of plant and equipment) by excluding one-off impairment losses on plant and equipment and right-of-use assets, other income and losses, net, as well as non-recurring expenditures.
- (2) This non-GAAP financial data is a supplemental financial measure that is not required by, or presented in accordance with, HKFRSs and is therefore referred to as a "non-GAAP" financial measure. It is not a measurement of the Group's financial performance under HKFRSs and should not be considered as an alternative to profit/(loss) from operations or any other performance measures derived in accordance with HKFRSs or as an alternative to cash flows from operating activities or as a measure of the Group's liquidity.