



RMH HOLDINGS LIMITED
德斯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：8437

2022

ANNUAL REPORT

年報

Characteristics of GEM of the Stock Exchange of Hong Kong Limited (The “Stock Exchange”) 香港聯合交易所有限公司(「聯交所」) GEM 的特色

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GEM 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

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本報告乃遵照聯交所 GEM 證券上市規則(「GEM 上市規則」)的規定而提供有關德斯控股有限公司(「本公司」，連同其附屬公司統稱「本集團」)的資料。本公司各董事(「董事」)願就本報告共同及個別承擔全部責任，並於作出一切合理查詢後，確認就彼等所深知及深信：本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成份；及並無遺漏任何其他事項致使本報告所載任何聲明或本報告產生誤導。

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Yang Zhangxin (*Co-Chairman*)
Mr. Cui Han (*Co-Chairman*)
Mr. Lee Chung Shun
Dr. Loh Teck Hiong

Independent Non-Executive Directors

Mr. Luo Honghui
Ms. Li Yin Fai
Mr. Liu Fei
Mr. Loke Wai Ming

Chief Executive Officer

Mr. He Weiqing

BOARD COMMITTEES

Audit Committee

Ms. Li Yin Fai (*Chairlady*)
Mr. Luo Honghui
Mr. Liu Fei
Mr. Loke Wai Ming

Remuneration Committee

Mr. Liu Fei (*Chairman*)
Mr. Yang Zhangxin
Ms. Li Yin Fai

Nomination committee

Mr. Yang Zhangxin (*Chairman*)
Mr. Lee Chung Shun
Mr. Liu Fei
Mr. Luo Honghui
Ms. Li Yin Fai
Dr. Loh Teck Hiong
Mr. Loke Wai Ming

COMPLIANCE OFFICER

Mr. Yang Zhangxin

COMPANY SECRETARY

Mr. Ho Yuk Ming Hugo

AUTHORISED REPRESENTATIVES

Mr. Lee Chung Shun
Mr. Ho Yuk Ming Hugo

AUDITOR

CL Partners CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditors

董事會

執行董事

楊章鑫先生 (*聯席主席*)
崔晗先生 (*聯席主席*)
李宗舜先生
Loh Teck Hiong 醫生

獨立非執行董事

羅紅會先生
李燕輝女士
劉飛先生
陸偉明先生

行政總裁

何偉清先生

董事會委員會

審核委員會

李燕輝 (*主席*)
羅紅會先生
劉飛先生
陸偉明先生

薪酬委員會

劉飛 (*主席*)
楊章鑫先生
李燕輝女士

提名委員會

楊章鑫先生 (*主席*)
李宗舜先生
劉飛先生
羅紅會先生
李燕輝女士
Loh Teck Hiong 醫生
陸偉明先生

合規人員

楊章鑫先生

公司秘書

何育明先生

授權代表

李宗舜先生
何育明先生

核數師

先機會計師行有限公司
執業會計師
註冊公眾利益實體核數師

Corporate Information

公司資料

PRINCIPAL BANKER

DBS Bank (Hong Kong) Limited
Ground Floor, The Center
99 Queen's Road Central
Central, Hong Kong

REGISTERED OFFICE

71 Fort Street
PO Box 500, George
Grand Cayman KY1-1106
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN SINGAPORE

#17-01/02 Paragon (Office Tower)
290 Orchard Road
Singapore 238859

PRINCIPAL PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART 16 OF THE COMPANIES ORDINANCE

Room 2501, 25/F., Harbourside HQ
8 Lam Chak Street, Kowloon Bay
Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Global Services (Cayman) Limited
71 Fort Street
PO Box 500, George Town
Grand Cayman KY1-1106
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

COMPANY WEBSITE

<https://rmhholdings.com.sg>

GEM STOCK CODE

8437

主要往來銀行

星展銀行(香港)有限公司
香港中環
皇后大道中99號
中環中心地下

註冊辦事處

71 Fort Street
PO Box 500, George
Grand Cayman KY1-1106
Cayman Islands

新加坡總部及主要營業地點

#17-01/02 Paragon (Office Tower)
290 Orchard Road
Singapore 238859

根據公司條例第16部註冊的香港主要營業地點

香港九龍灣
臨澤街8號
啟匯25樓2501室

主要股份過戶登記處

Appleby Global Services (Cayman) Limited
71 Fort Street
PO Box 500, George Town
Grand Cayman KY1-1106
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

本公司網址

<https://rmhholdings.com.sg>

GEM 股份代號

8437

Chairman's Statement

主席致辭

Dear Shareholders,

On behalf of the board (the "Board") of Directors, I would like to present to you the annual report of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2022.

REVIEW

During 2022, the Company experienced extremely turbulent market conditions in its own course of development, with significant structural transformation in both management and business.

Firstly, in terms of corporate governance, the members of the Board and management witnessed major shakeups during the year. Due to the personnel movement, material differences arose within the Board in internal management, resource allocation, and business direction. As of the end of the reporting period, the members of the Board remained unable to reach a consensus on many important issues. In order to review whether the Company has met the requirements of the Listing Rules of the GEM and other regulations in terms of corporate governance, the Company has appointed an independent internal control auditor to review the effectiveness of our internal control, with the view to achieving further improvement in corporate governance.

As for business operations, due to severe lack of liquidity, serious flaws in the business model, and poor management, the Company's three major subsidiaries in Singapore were placed under interim judicial management by the High Court of Singapore in November 2022, while one was in the provisional liquidation, causing the Company to lose control over them. In this regard, the assets and businesses of these relevant subsidiaries have been stripped from the Group's consolidated financial statements for 2022. The total assets stripped was S\$11,739,000, accounting for 48.64% of the Group's total assets, while the total revenue of the stripped subsidiaries was approximately S\$10,601,000, accounting for 69.03% of the Group's annual total revenue. After the above-mentioned asset and business stripping, the Group's consolidated business revenue as of 31 December 2022 was S\$4,241,000, with a consolidated loss for the year attributable to the owners of the Company of approximately S\$18,649,000.

各位股東：

本人謹代表董事會（「董事會」），欣然向閣下提呈本公司及其附屬公司（統稱為「本集團」）截至2022年12月31日止年度的年報。

回顧

2022年是公司發展史上極不平靜的一年，公司的管理層結構和業務結構均發生了巨大變化。

首先是在公司治理方面，因公司董事會的成員和管理層的成員在年內作出了很大的調整，隨著這些人事的變動，公司董事會在內部管理、資源分配和經營方向發生了重大分歧。截止報告期末，董事會成員在許多重大問題上，仍未能達致統一的意見。為了檢討公司在公司治理方面是否達到創業板上市規則等要求，公司已聘用了獨立的內控顧問審核公司內控的有效性，希望因此達到進一步改善公司治理的目標。

其次是業務方面，公司於新加坡的四家主要附屬公司，因流動資金嚴重缺乏、商業模式存在嚴重缺陷和管理不善等嚴重問題，三家附屬公司於2022年11月被新加坡高等法院裁定進入臨時司法管理狀態，一家公司進入臨時清盤狀態，本公司因此喪失對它們的控制權。在此情形下，該等相關附屬公司的資產和業務已被剝離出了集團2022年度的合併財務報表；其中被剝離的資產總額為11,739,000新加坡元，佔集團總資產的48.64%；被剝離的相關附屬公司的收入總額約為10,601,000新加坡元，佔集團年度總收入的69.03%。公司在作出上述資產和業務剝離後，本集團截止2022年12月31日的綜合業務收入為4,241,000新加坡元，本公司擁有人應佔年內綜合虧損約為18,649,000新加坡元。

Chairman's Statement

主席致辭

As a result of loss of control over its major subsidiaries in Singapore, the Company was left to implement a transformation strategy for its core business operations. The Company shifted from the provision of dermatological treatment, aesthetic dermatology and related product sales in various clinics in Singapore to the provision of dental services focused on dental implants by its subsidiaries in mainland China as our new core business operations. The Company considered that this strategic transformation was in the best interests of its shareholders. In fact, the Company has begun with its dental service deployment since the end of 2021, and has been actively cultivating and advancing this business as a new growth engine since the first half of 2022. As of the end of this reporting period, the Company already contracted over 40 points of sales in mainland China, and set up a direct-operating dental clinic in Zhongshan, Guangdong, mainly providing dental implant services. As of 31 December 2022, the total revenue from dental services amounted to approximately S\$915,000, and the net loss attributable to this single business for accounting purposes was approximately S\$189,000.

OUTLOOK

The Company will continue to adjust its human resources allocation and improve its corporate governance, including but not limited to, (1) strengthen the management restructure by supplementing appropriate personnel into the Board and management to meet the Company's requirements for its business transformation and development plan; (2) review and improve the corporate governance, including further improvement in internal control systems, more compliance training, and introduction of compliance checks and supervision measures.

The Company will focus its resources on developing its core business operations, and has identified the mainland China as its primary business area, with dental services focused on dental implant as our core business operations in the future. In line with the development plans and business objectives formulated for the next two years, the Company will concentrate its available internal and external resources on this core business operation. The Company considers that the experience gained from exploring dental services over the past year and the data derived from the rapidly expanding business outlets indicate the feasibility and effectiveness of its existing business model. The vast population base and aging phenomenon in mainland China provide the Company with tremendous market potential for its development plan. The Company believes that its business objectives are achievable due to the correctness of its new strategic transformation, and the pragmatism in its development plan and blueprint.

隨著公司對新加坡主要附屬公司的控制權的喪失，公司被迫實施主營業務的戰略轉型，由公司原於新加坡各診所提供的皮膚醫療、皮膚美容和相關產品銷售等業務，轉向公司於內地附屬子公司提供的以種植牙為核心的牙科服務為公司新的主營業務。公司認為，此項戰略轉型，更符合公司股東的最佳利益。而事實上，公司已於2021年底開始佈局牙科服務業務，在2022年上半年起已在積極培育和大力推進此項業務作為公司新的業務增長點。截止本報告期末，公司在中國大陸已發展了40多家簽約銷售點及在廣東中山市設立了1家直營牙科診所，主要提供牙種植服務。截止2022年12月31日，共實現了牙科服務的相關收入約為1,039,000新加坡元，以此單項業務核算的分部對應的淨虧損約為915,000新加坡元。

展望

公司將繼續調整人力資源配置和改善公司的治理，包括及不限於，1)繼續加強管理層的調整，補充適當的人員進入董事會和管理層，以配合公司業務轉型和發展規劃的需要；2)繼續完成公司治理的檢討和改善工作，包括進一步改善內控制度，加強合規培訓，推行合規檢查和監督等措施。

公司將集中資源發展主營業務。公司已確定了，以中國大陸範圍為主要的業務區域，以種植牙為核心的牙科服務為未來的公司主營業務，並已制定了未來兩年的發展規劃和經營目標。公司將集中可利用的內部和外部資源，重點投放到該主營業務中去。公司認為，過去一年進行的牙科服務業務探索的經驗和已實現的業務網點快速擴展的數據均表明，公司現有的商業模式是可行和有效的。而中國內地龐大的人口基數和老化現象，為公司的發展計劃提供了廣闊的市場空間。公司相信，公司新的戰略轉型是正確的，發展規劃和藍圖是務實的，經營目標是可實現的。

Chairman's Statement

主席致辭

We will proactively and properly address debt issues and other issues historically left unresolved. As the relevant Singaporean subsidiaries, which were originally the major business entities of the Company, gradually entered bankruptcy proceedings and judicial management, the business and assets of the said subsidiaries should be stripped from the Company and its financial statements, resulting in their increasingly noticeable claims for debts against the various related companies retained by the Group. The Company will remain in a positive position to exercise caution in our negotiations and consultations with the creditors, to safeguard the Company's rights and interests to the fullest extent, and to minimize the impact of existing debts on the Company's current business operations. In addition, the Company will consider streamlining existing non-core businesses and assets, so as to reduce the consumption or erosion by unproductive assets and businesses of our existing resources, while striving to improve the efficiency of asset utilization and reduce our operating costs. These efforts aim to create the greatest value for the Company and its shareholders.

APPRECIATION

On behalf of the Board, I wish to take this opportunity to express my sincere gratitude to all of our shareholders, customers and business partners for their continuous support. I would also like to express my heartfelt appreciation to our management and professional colleagues for their cohesive teamwork and valuable contribution to the Group.

Yang Zhangxin

Co-Chairman and Executive Director

Hong Kong, 31 March 2023

積極和妥善地處理債務問題和其他歷史遺漏問題。原來作為公司業務主體的新加坡相關附屬公司陸續進入破產程式和司法管理後，相關附屬公司的業務和資產均應從公司和合併報表中剝離，導致它們對集團保留下來的各相關公司的債權要求逐步顯現。公司將保持積極和謹慎的態度與債權申索人談判和協商，最大限度地保障公司的權益和利益，及最大限度地減少原有的債務問題對公司現有業務的影響。此外，公司將考慮梳理現有的非主營業務和資產，減少無產出能力的資產和業務對公司現有資源的佔用或侵蝕，努力提高公司資產的利用效率和竭力降低公司的運營成本，為公司和股東創造最大的價值。

致謝

本人謹代表董事會衷心感謝我們的全體股東、客戶和業務夥伴在過往一年中對本集團的鼎力支持。本人亦對我們管理層和專業同事的精誠合作及寶貴貢獻表示由衷感謝。

楊章鑫

聯席主席兼執行董事

香港，2023年3月31日

Management Discussion and Analysis

管理層討論與分析

BUSINESS OVERVIEW

The Company is principally engaged in: (1) the provision of aesthetic dermatology and treatment services through our subsidiaries in Singapore, which was originally the core business of the Group (“Singapore Businesses”); (2) the trading of healthcare and wellness products and nutritional supplements in Hong Kong (“Trading Business”); and (3) the provision of dental implant and oral healthcare-related medical services and sales of related products through our subsidiaries in mainland China (“Dental Business”).

During 2022, however, there was a significant business restructure throughout the Group. Prior to October 2022, the Group’s revenue was mainly derived from four subsidiaries in Singapore, namely Dermatology & Surgery Clinic (Orchard) Pte Ltd, Dermatology & Surgery Clinic Pte Ltd, Dermatology & Surgery Clinic (Shenton) Pte Ltd and RMH Family Clinic Pte Ltd (collectively referred to as the “Relevant Subsidiaries”). As of 30 September 2022, based on the consolidated financial statements for the third quarter, the Singapore Businesses accounted for 69.03% of the Group’s total revenue.

Following October 2022, the Relevant Subsidiaries in Singapore were unable to pay their due debts due to insufficient liquidity. They successively applied to the High Court of Singapore for judicial intervention, including a series of legal proceedings, such as moratorium hearing, voluntary liquidation, and interim judicial management. As of 31 December 2022, one of the Relevant Subsidiaries in Singapore was subject to the liquidation proceedings, and the other three were subject to interim judicial management.

According to the Singaporean laws, the Company has lost control over these companies, regardless of liquidation or judicial management. Therefore, in the consolidated financial statements for 2022, the assets and business operations of the Relevant Subsidiaries in Singapore have been removed from the scope of the consolidated financial statements of the Group. Although the divestment of these assets and business operations has had a significant adverse impact on the Group’s consolidated financial statements for the year, the Group does not believe this one-off impact will affect the Group’s consolidated financial statements in future years.

業務回顧

本公司的業務範圍包括，1) 主要通過新加坡附屬公司提供皮膚美容及治療服務，此項業務為原為集團的主體業務(「新加坡業務」)；2) 主要在香港從事健康和保健品以及營養補充食品的貿易業務(「貿易業務」)，及3) 主要透過中國內地的附屬公司提供牙種植和口腔健康有關的醫療服務和相關產品的銷售業務(「牙科業務」)。

但在2022年內，本集團的業務結構發生了重大變化。於2022年10月份以前，集團的收入貢獻主要來自新加坡四家附屬公司(即Dermatology & Surgery Clinic (Orchard) Pte Ltd, Dermatology & Surgery Clinic (Shenton) Pte Ltd, Dermatology & Surgery Clinic Pte Ltd, Dermatology & Surgery Clinic (Shenton) Pte Ltd和RMH Family Clinic Pte Ltd，統稱「相關附屬公司」)，截止2022年9月30日，以第三季度合併報表為例，新加坡業務佔集團總收入的69.03%。

於2022年10月份以後，新加坡相關附屬公司整體出現流動性不足，無法支付到期債務，相繼向新加坡高等法院申請司法介入，包括進行過暫停聆訊，自願清盤，臨時司法管理等一些列司法程式。截止至2022年12月31日，新加坡相關附屬公司有一家處於清盤狀態，有三家處於臨時司法管理狀態。

根據新加坡法律，無論處於清盤還是司法管理狀態，本公司均失去了它們的控制權，因此在2022年的合併報表中，已將新加坡相關附屬公司的資產和業務剝離出了集團合併報表的範圍。集團相信，儘管此項資產和業務的剝離對集團今年的合併報表帶來重大的不利影響，但此項影響是一次性的，並不會對集團以後年度的合併報表帶來影響。

Management Discussion and Analysis

管理層討論與分析

As of 31 December 2022,

— the consolidated financial statements for 2022 show: revenue was S\$4,241,000 and loss for the year attributable to the owners of the Company was S\$18,649,000

— the data of the stripped subsidiaries in Singapore in 2022:

Total assets of the Group were S\$12,396,000, and the stripped assets were S\$11,739,000, accounting for 48.64% of the total assets of the Group

Total revenue of the Group was S\$4,755,000, and revenue of the stripped assets was S\$9,656,000, accounting for 67.0% of the total revenue of the Group

Total loss for the year attributable to the owners of the Company of the Group was S\$18,649,000, and total loss of the stripped assets (arising from discontinued operations) was S\$5,530,000, accounting for 29.65% of the total loss of the Group

Following divestment of the Singaporean Businesses, the Company has two remaining business segments:

The Trading Business saw a significant increase during the year. As of 31 December 2022, the trading amount of healthcare products, nutritional supplements, and other related aesthetics products increased from approximately S\$199,000 in 2021 to S\$3,314,000, representing an increase of 1,565.33%.

The Dental Business also witnessed rapid growth during the year. In fact, the Company began to with new business deployment at the beginning of 2022 by registering an operating company (“Operating Company”) in Zhongshan, Guangdong Province, which commenced business operations with operating income generated in June. As of the end of 2022, the Operating Company contracted approximately 45 valid cooperation outlets and established 1 direct dental clinic in mainland China, specializing in dental implants and dental medical services. As of 31 December 2022, the Operating Company engaged in the new dental implant business achieved sales of S\$1,039,000. Given that the business is in its initial stage, the net profit performance of the segment was recorded as in slight deficit with actual losses of S\$189,000.

截止2022年12月31日，

— 2022年合併報表顯示：本公司擁有人應佔年內收入4,241,000新加坡元及虧損18,649,000新加坡元

— 2022年已剝離的新加坡附屬公司的各項數據：

集團總資產12,396,000新加坡元，已剝離資產11,739,000新加坡元，佔集團全部資產的比例48.64%

集團總收入4,755,000新加坡元，已剝離資產收入9,656,000新加坡元，佔集團全部收入的比例67.0%

本公司擁有人應佔年內集團總虧損18,649,000新加坡元，已終止經營業務的已剝離資產總虧損5,530,000新加坡元，佔集團全部虧損的比例29.65%

公司失去新加坡業務後，公司剩餘的兩項業務情況為：

貿易業務方面，年內實現了大幅的增長。截止2022年12月31日，保健品、營養補充食品和其他相關醫美用品的貿易金額從2021年的約199,000新加坡元，大幅增加到3,314,000新加坡元，增加幅度達1,565.33%。

牙科業務方面，年內也實現了快速的增長。事實上，公司已於2022年年初開始，公司開始著手佈局新業務，在廣東省中山市註冊成立了業務運營公司（「運營公司」），並從6月份開始投入營業和產生營業收入。截止2022年末，該運營公司已在中國境內簽署了約45個有效合作網點，以及設立1家直營口腔診所，專門從事牙種植和牙科醫療服務。截止2022年12月31日，執行該牙種植新業務的運營公司實現了相關銷售為1,039,000新加坡元，鑒於業務處於起步階段，分部核算的淨利潤表現為略虧的狀態，實際虧損為189,000新加坡元。

Management Discussion and Analysis

管理層討論與分析

During the strategical transformation of our core business operations, the Company upheld the principle of prudence and reviewed the substantial capital investment into a medical imaging center in Hong Kong (the "Project") during the year. The Project involved transactions such as the purchase of an MRI equipment (Siemens Healthineers MAGNETOM Lumina) from Siemens for HKD 19.88 million and the purchase of equipment (GE Revolution CT System with LOGIQ S8 Ultrasound) from GE for HKD 11.8 million. In absence of sufficient information and justifications to support the Project, the Board of the Company for the time being terminated the financial support for the Project.

BUSINESS OUTLOOK

The Company's core business operations will shift to dental implant services. To this end, the Company has developed a two-year business development plan and operational objectives, under which we will strive to contract a cumulative total of at least 530 dental implant service outlets (based on standard stores) by the end of 2023, and complete no less than 19,000 dental implants, with sales revenue of no less than RMB97.4 million and gross profit of RMB18.7 million.

The Company believes that there is a huge market for dental implant services in mainland China. The exploration of dental services over the past year and the data derived from the rapidly expanding business outlets indicate the feasibility and effectiveness of the existing business model of the Company. The vast population base and aging phenomenon in mainland China provide the Company with tremendous market potential for its development plan.

The Company will actively concentrate major resources to support and promote the continuous development of dental services under practicable conditions, and strive to complete the Company's established business development plan and operational objectives.

The Group will continue to adopt and maintain a prudent and proactive investment strategy, keep close track of its operational performance to bring the greatest results and value to the Company's shareholders.

在公司主營業務戰略轉型的同時，基於謹慎的原則，公司於年內重新審核了原計畫在香港投入巨額資金建設醫影像中心的項目（「項目」），其中包括向西門子購買一套售價為港幣1,988萬元的MRI設備（Siemens Healthineers MAGNETOM Lumina）和向GE公司購買一套售價為港幣1,180萬元的設備（GE Revolution CT System with LOGIQ S8 Ultrasound）等交易。公司董事會在未獲得足夠資料和依據支持的前提下，已暫時終止了對該項目的財政支持。

業務前景

本公司主營業務方向將轉向牙種植業務，為此公司已制定了未來兩年的業務發展規劃和經營目標，力爭在2023年末實現累計種植牙籤約合作網點不少於530家（以標準店計），全年完成植牙不少於19,000顆，實現銷售收入不少於人民幣9,740萬元和銷售毛利人民幣1,870萬元。

公司認為，中國內地的牙種植業務市場廣闊。過去一年的業務探索不但奠定了公司業績的堅實基礎，已實現的業務網點快速擴展的數據還表明，公司現有的商業模式是可行和有效的。而中國內地龐大的人口基數和老齡化現象，則為公司未來的發展計畫提供了廣闊的市場空間。

公司將在切實可行的條件下集中主要資源積極支持和推動牙科業務的持續發展，努力完成公司既定的業務發展規劃和經營目標。

本集團亦將繼續採取及維持審慎積極的投資策略，並密切監察營運表現，務求為本公司股東帶來最大成果及價值。

Report of the Directors

董事會報告

The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

CORPORATE INFORMATION

The Company was incorporated and registered as an exempted company in the Cayman Islands with limited liability under Cayman Companies Law on 22 March 2017. The shares of the Company (the “Shares”) have been listed on GEM of the Stock Exchange since 13 October 2017.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. Particulars of principal subsidiaries of the Company are set out in note 37 to the financial statements for the year ended 31 December 2022. The Group is mainly engaged in three types of business, 1) providing dermatology aesthetic and treatment services, 2) providing dental care and dental implantation services, and 3) trading health and health products and nutritional supplements. Due to the occurrence of liquidation and judicial management to the Group’s Singapore subsidiaries during 2022, the nature of the Group’s main business changed significantly in the fourth quarter of past year. The core business of the Group has changed from providing dermatology aesthetic and treatment services to providing dental care and dental implant services and trading business.

Details of the business review for the year ended 31 December 2022, including a fair review of the Group’s business, principal risks and uncertainties faced by the Group and an indication of likely future developments in the Group’s business are set out in the Chairman’s statement and Management Discussion and Analysis on pages 4 to 9 of this report.

DIVIDEND POLICY

The Dividend Distribution Policy of the Company establishes the principles to ascertain amounts that can be distributed to the Shareholders as dividend by the Company. Subject to the applicable law and its Articles of Association, the Company’s dividend payout will be determined based on available financial resources, investment requirements and taking into account optimal shareholders return.

董事欣然呈列董事會報告，連同本集團截至2022年12月31日止年度的經審核綜合財務報表。

公司資料

本公司於2017年3月22日根據開曼公司法在開曼群島註冊成立及註冊為獲豁免有限公司。本公司股份（「股份」）已自2017年10月13日起在聯交所GEM上市。

主要業務及業務回顧

本公司主要業務乃投資控股。截至2022年12月31日止年度，本公司的主要附屬公司的詳情載於財務報表附註37。本集團主要從事三類業務，1) 提供皮膚醫學美容及治療服務，2) 提供牙科護理和牙種植服務，3) 從事健康和保健品以及營養補充食品的貿易業務。由於本集團新加坡附屬公司在2022年期間發生了清算和司法管理，本集團的主營業務性質在第四季度內發生了重大轉變，本集團的核心業務已從主要提供皮膚醫學美容及治療服務，轉型為提供牙科護理和牙種植服務和從事貿易業務。

有關截至2022年12月31日止年度的業務回顧（包括本集團的業務中肯回顧、本集團面臨的主要風險及不明朗因素以及本集團可能未來發展的指標）載於本報告第4至9頁主席致辭及管理層討論與分析。

股息政策

本公司的股息分派政策制定有關確定本公司可分配予股東作為股息的金額的原則。在適用法例及其組織章程細則規限下，本公司的股息派息將基於可用財務資源、投資需及並考慮最佳股東回報而釐定。

Report of the Directors

董事會報告

While determining the nature and quantum of dividend payout, the Board would take into account the following factors, inter alia:

- Cash flow position of the Company
- Earnings stability
- Long term investments
- Future cash requirements for development
- Economic environment
- Industry outlook for the future years
- Changes in the Government policies, industry specific rulings & regulatory provisions

RESULTS AND DIVIDENDS

The financial performance of the Group for the year ended 31 December 2022 and the financial position of the Group as at that date are set out in the consolidated financial statements on pages 100 to 211 of this report.

The Board does not recommend the payment of a final dividend for the year ended 31 December 2022.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to the long-term sustainability of the environment and communities in which it engages. The Group strives to improve the efficient use of the natural resources, including electricity, water and paper. The Group aims to develop energy saving culture. The Group has complied with all relevant laws and regulations regarding environmental protection, health and safety, workplace conditions and employment.

Details regarding to the Group's environmental, social and governance report can be found in the Environmental, Social and Governance Report set out on pages 43 to 91 of this report.

釐定股息派息的性質及數額時，董事會將考慮(其中包括)下列因素：

- 本公司的現金流量狀況
- 盈利穩定性
- 長期投資
- 就發展的未來現金需求
- 經濟環境
- 未來數年的行業前景
- 政府政策、行業特殊定則及監管條文

業績及股息

本集團截至2022年12月31日止年度的財務表現及本集團於該日期的財務狀況載於本報告第100至211頁綜合財務報表。

董事並不建議就截至2022年12月31日止年度派付末期股息。

環境政策及表現

本集團對其經營所在環境及社區之長期可持續有所承擔。本集團努力改善使用天然資源的效率，包括水電及紙張。本集團旨在發展節能文化。本集團已遵守有關環境保護、健康及安全、工作場所狀況及僱傭的所有相關法律及法規。

有關本集團的環境、社會及管治報告詳情載於本報告第43至91頁的環境、社會及管治報告內。

Report of the Directors

董事會報告

COMPLIANCE WITH THE LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risks of non-compliance with the applicable laws and regulations. During the year ended 31 December 2022 and up to the date of this report, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. There was no material breach or non-compliance with the applicable laws and regulations by the Group for the year ended 31 December 2022 and up to the date of this report.

RELATIONSHIP WITH EMPLOYEES, CLIENTS, SUPPLIERS AND OTHER STAKEHOLDERS

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, clients, suppliers, banks, regulators and the Shareholders. During the year ended 31 December 2022, there were no material and significant disputes between the Group and its key stakeholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last four years is set out on page 212 of this report. The summary does not form part of the audited financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated statement of profit or loss and other comprehensive income on page 100 to 101 of this report.

SHARE CAPITAL

Details of the share capital of the Company for the year ended 31 December 2022 are set out in note 29 to the consolidated financial statements for the year ended 31 December 2022.

DISTRIBUTABLE RESERVES

As at 31 December 2022, in the opinion of the Directors, no reserves of the Company available for distribution to shareholders under the Companies Law of the Cayman Islands.

遵守法律及規例

本集團深明遵守監管規定之重要性以及不遵守適用法律及規例之風險。於截至2022年12月31日止年度及直至本報告日期，本集團一直於重大方面遵守對本集團業務及經營有重大影響之相關法律及規例。於截至2022年12月31日止年度及直至本報告日期，概無發生本集團嚴重違反或不遵守適用法律及規例之情況。

與僱員、客戶、供應商及其他權益相關人士之關係

本集團明白其業務成功取決於僱員、客戶、供應商、銀行、監管機構及股東等主要權益相關人士之支持。截至2022年12月31日止年度，本集團與其主要權益相關人士之間並無任何重大及重要爭議。本集團將繼續確保與各主要權益相關人士有效溝通並維持良好關係。

財務概要

本集團過去四年的業績、資產及負債概要載於本報告第212頁。本概要不構成經審核財務報表的一部分。

業績及分配

本集團於年內的業績載於本報告第100至101頁綜合損益及其他全面收益表。

股本

有關截至2022年12月31日止年度本公司股本的詳情載於截至2022年12月31日止年度的綜合財務報表附註29。

可分派儲備

於2022年12月31日，董事認為，本公司並無根據開曼群島公司法可供分派予股東的儲備。

Report of the Directors

董事會報告

BANK LOANS AND OTHER BORROWINGS

As at 31 December 2022, the Group other borrowings amounting to approximately S\$182,000.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company (the “Articles of Association”) or the laws of the Cayman Islands that would oblige the Company to offer new Shares on a pro rata basis to existing Shareholders.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s shares during the year ended 31 December 2022.

DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended 31 December 2022 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

銀行貸款及其他借款

於2022年12月31日，本集團有其他借款約182,000新加坡元。

優先購買權

本公司之組織章程細則（「組織章程細則」）或開曼群島法例概無有關優先購買權的條文，以致本公司須按比例向現有股東提呈發售新股份。

購買、出售或贖回證券

截至2022年12月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何股份。

董事購買股份或債券的權利

於截至2022年12月31日止年度內任何時間，概無向任何董事或彼等各自之配偶或18歲以下之子女授出可購買本公司股份或債券以獲取利益之權利，彼等亦無行使任何有關權利，而本公司、其控股公司、或其任何附屬公司及同系附屬公司亦無作出任何安排，致使董事於任何其他法人團體獲得有關權利。

Report of the Directors

董事會報告

DIRECTORS

The Directors during the year ended 31 December 2022 and up to the date of this report were as follows:

Executive Directors

Mr. Yang Zhangxin (Co-Chairman)
(re-designated as Executive Director on 31 January 2023)
Mr. He Weiqing (appointed on 10 January 2022
and resigned on 21 February 2023)
Mr. Liu Yang (ceased on 10 January 2022)
Dr. Seow Swee How (resigned on 10 January 2022)
Mr. Lee Chung Shun (appointed on 7 September 2022)
Dr. Loh Teck Hiong
Mr. Cui Han (Co-Chairman) (appointed on 21 February 2023)

Independent Non-Executive Directors

Ms. Wu Xiaoxia (resigned on 26 September 2022)
Mr. Yang Zhangxin
(re-designated as Executive Director on 31 January 2023)
Mr. Loke Wai Ming
Mr. Luo Honghui (appointed on 7 September 2022)
Ms. Li Yin Fai (appointed on 16 September 2022)
Mr. Liu Fei (appointed on 31 January 2023)

Pursuant to the Articles of Association, Mr. Lee Chung Shun, Mr. Cui Han, Mr. Yang Zhangxin, Ms. Li Yin Fai and Mr. Luo Honghui, Mr. Liu Fei and Dr. Loh Teck Hiong will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

CONFIRMATION OF INDEPENDENCE

Each independent non-executive Director has given the Company an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that all the independent non-executive Directors are independent and meet the independent guidelines of Rules 5.09 of the GEM Listing Rules.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three (3) years commencing from the date of the Listing and continuing thereafter until terminated by either party by giving not less than three months' notice in writing to the other.

Each of the independent non-executive Directors has entered into a letter of appointment with our Company. Each letter of appointment is for an initial term of two to three year unless terminated by either party giving at least one month's notice in writing.

None of the Directors proposed for re-election at the AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

董事

截至2022年12月31日止年度及直至本報告日期的董事如下：

執行董事

楊章鑫先生(聯席主席)
(於2023年1月31日獲調任為執行董事)
何偉清先生(於2022年1月10日
獲委任並於2023年2月21日辭任)
劉陽先生(於2022年1月10日被免職)
蕭瑞豪博士(於2022年1月10日辭任)
李宗舜先生(於2022年9月7日獲委任)
Loh Teck Hiong 醫生
崔晗先生(聯席主席)(於2023年2月21日獲委任)

獨立非執行董事

吳曉霞女士(於2022年9月26日辭任)
楊章鑫先生(於2023年1月31日獲調任
為執行董事)
陸偉明先生
羅紅會先生(於2022年9月7日獲委任)
李燕輝女士(於2022年9月16日獲委任)
劉飛先生(於2023年1月31日獲委任)

根據組織章程細則，李宗舜先生、崔晗先生、楊章鑫先生、李燕輝女士、羅紅會先生、劉飛先生及Loh Teck Hiong 醫生將於股東週年大會退任，並符合資格並願意於應屆股東週年大會重選連任。

獨立性確認

各獨立非執行董事已根據GEM上市規則第5.09條發出年度獨立性確認書。本公司認為所有獨立非執行董事均為獨立人士，並符合GEM上市規則第5.09條的獨立指引。

董事服務合約

各執行董事已與本公司訂立服務合約，自上市日期起計初步為期三(3)年直至任何一方終止為止，須不少於三個月前以書面形式通知另一方。

各獨立非執行董事已與本公司訂立委任書。每份委任書初步為期二至三年直至任何一方發出至少一個月書面通知終止為止。

概無擬於股東週年大會重選連任的董事與本公司訂立任何於一年內毋須支付賠償(法定賠償除外)的情況下而終止的服務合約。

Report of the Directors

董事會報告

DIRECTORS' REMUNERATION

The Directors' fees are subject to Shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties, responsibilities and performance and the results of the Group.

We have established a remuneration committee of the Company (the "Remuneration Committee") in compliance with the GEM Listing Rules. The primary duties of the Remuneration Committee are to review and make recommendations to the Board on the remuneration policy and other remuneration related matters, including benefits in kind and other compensation payable to the Directors and senior management, after consultation with the chairman and/or chief executive officer.

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in note 8 to the consolidated financial statements for the year ended 31 December 2022.

DIRECTORS' INTERESTS IN CONTRACTS

There were no transactions, arrangements or contracts of significance to the business of the Group to which the Company, its holding Company, or any of its subsidiaries was a party and in which a director of the Company or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2022.

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole and any part of the Company's business were entered into or existed during the year ended 31 December 2022.

RETIREMENT BENEFIT SCHEMES

Other than payments to the Central Provident Fund in Singapore and a Mandatory Provident Fund Scheme in Hong Kong, the Group has not operated any other retirement benefit schemes for its employees. Particulars of the retirement benefit schemes are set out in note 31 to the consolidated financial statements for the year ended 31 December 2022.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force during the year ended 31 December 2022. The Company has arranged for appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities.

董事的薪酬

董事袍金須於股東大會獲得股東批准。其他酬金則由本公司董事會經參照董事之職務、職責及表現和本集團之業績而釐定。

我們已根據GEM上市規則的規定成立本公司薪酬委員會(「薪酬委員會」)。薪酬委員會的主要職責是經諮詢主席及／或行政總裁後，檢討薪酬政策及其他薪酬方面的事宜(包括應付董事及高級管理層的實物福利及其他報酬)，並向董事會作出建議。

董事及本集團五名最高薪人士的薪酬詳情載於截至2022年12月31日止年度綜合財務報表附註8。

董事於合約的權益

於截至2022年12月31日止年度為止或年內任何時間，本公司董事或其關連實體均無直接或間接於本公司、其控股公司、或其附屬公司訂立的對本集團業務屬重大的交易、安排及合約中擁有重大權益。

管理合約

本集團於截至2022年12月31日止年度內概無訂立或存在涉及全部或任何重要部分業務的管理及行政有關合約(僱傭合約除外)。

退休福利計劃

除向新加坡中央公積金及香港強積金計劃付款外，本集團並無為其僱員經營任何其他退休福利計劃。有關退休福利計劃的詳情載於截至2022年12月31日止年度綜合財務報表附註31。

獲准許彌償條文

截至2022年12月31日止年度，有一項為董事利益而訂立的獲准許彌償條文生效。本公司已就企業活動過程中其董事及高級管理層面對的法律訴訟為董事及高級職員投購責任保險。

Report of the Directors

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2022, the interests and short positions of our Directors and chief executive of our Company in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which, once the Shares are listed on the Stock Exchange, will have to be notified to our Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register as referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by our Directors to be notified to our Company and the Stock Exchange, were as follows:

董事及主要行政人員於本公司或其相聯法團的股份、相關股份及債權證的權益及淡倉

於2022年12月31日，董事及本公司主要行政人員於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有在股份於聯交所上市後須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉)，或須根據證券及期貨條例第352條記錄於該條所指登記冊內的權益及淡倉，或須根據GEM上市規則第5.46至5.67條所載有關董事證券交易的規定知會本公司及聯交所的權益及淡倉如下：

Name of Director 董事姓名	Company/name of associated corporation 本公司／相聯法團名稱	Nature of interest 權益性質	Number of Shares 股份數目		Approximate % of shareholding 概約股權百分比
			Long Position 好倉	Short Position 淡倉	
Loh Teck Hiong	The Company	Interest in controlled corporation	210,024,000	-	15.77 (Note 1)
Loh Teck Hiong	本公司	受控制法團權益			(附註1)
He Weiqing	The Company	Beneficial owner	6,000,000	-	0.45 (Note 2)
何偉清	本公司	實益擁有人			(附註2)
Lee Chung Shun	The Company	Beneficial owner	6,000,000	-	0.45 (Note 3)
李宗舜	本公司	實益擁有人			(附註3)

Note:

- These 210,024,000 shares are held by Brisk Success. Dr. Loh Teck Hiong holds 70% equity interests in Brisk Success and under the SFO, Dr. Loh Teck Hiong is deemed to be interested in the 210,024,000 Shares held by Brisk Success.
- These 6,000,000 shares which may be allotted and issued to Mr. He Weiqing upon full exercise of the share options granted to him under the Share Option Scheme. On 12 January 2023, 6,000,000 shares were allotted and issued to Mr. He Weiqing pursuant to the exercise of the Share Option Scheme.
- These 6,000,000 shares which may be allotted and issued to Mr. Lee Chung Shun upon full exercise of the share options granted to him under the Share Option Scheme. On 12 January 2023, 6,000,000 shares were allotted and issued to Mr. Lee Chung Shun pursuant to the exercise of the Share Option Scheme.

附註：

- 該210,024,000股股份由Brisk Success持有。Loh Teck Hiong醫生持有Brisk Success的70%股權，根據證券及期貨條例，Loh Teck Hiong醫生被視為於Brisk Success持有的210,024,000股股份中擁有權益。
- 該6,000,000股股份可於根據購股權計劃向何偉清先生授出的購股權獲悉數行使後配發及發行予何偉清先生。於2023年1月12日，根據購股權計劃的行使，何偉清先生獲配發及發行6,000,000股股份。
- 該6,000,000股股份可於根據購股權計劃向李宗舜先生授出的購股權獲悉數行使後配發及發行予李宗舜先生。於2023年1月12日，根據購股權計劃的行使，李宗舜先生獲配發及發行6,000,000股股份。

Report of the Directors

董事會報告

Save as disclosed above, as at 31 December 2022, none of the Directors and chief executive of the Company had any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2022, the following persons, not being a Director or chief executive of our Company, had an interest or short position in the Shares and underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under section 336 of the SFO (the "Substantial Shareholders' Register"), or, who is interested, directly or indirectly, in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group:

除上文披露者外，於2022年12月31日，董事及本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)任何股份、相關股份或債權證中擁有須根據證券及期貨條例第352條記錄於本公司所存置登記冊內的權益或淡倉，或須根據GEM上市規則第5.46至5.67條所載有關上市發行人董事進行證券交易的規定標準另行知會本公司及聯交所的權益或淡倉。

主要股東及其他人士於本公司股份、相關股份及債權證的權益及淡倉

於2022年12月31日，以下人士(並非董事或本公司主要行政人員)於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或須記入根據證券及期貨條例第336條規定存置的本公司登記冊(「主要股東登記冊」)的權益或淡倉，或直接或間接擁有附帶權利可於任何情況下在本集團任何成員公司的股東大會上表決的任何類別股本面值5%或以上權益：

Name of Director 董事姓名	Capacity/nature of interest 身份／權益性質	Number of shares interested 擁有權益的股份數目	Percentage of interest in our Company 佔本公司權益百分比
Brisk Success	Beneficial owner 實益擁有人	210,024,000 (Long position) (好倉)	15.77%
Ms. Fung Yuen Yee Fung Yuen Yee 女士	Interest of spouse ^(Note 1) 配偶權益 ^(附註1)	210,024,000 (Long position) (好倉)	15.77%
Mr. Li Mingcheng Li Mingcheng 先生	Interest in controlled corporation ^(Note 2) 受控制法團權益 ^(附註2)	132,968,000 (Long position) (好倉)	9.98%
	Beneficiary owner ^(Note 2) 實益擁有人 ^(附註2)	696,000 (Long position) (好倉)	0.05%
HK MZ Health Investment Management Group Limited 香港民眾健康投資管理集團有限公司	Beneficiary owner ^(Note 2) 實益擁有人 ^(附註2)	132,968,000 (Long position) (好倉)	9.98%

Report of the Directors

董事會報告

Notes:

- (1) Ms. Fung Yuen Yee, being the spouse of Dr. Loh, is deemed to be interested in all the Shares in which Dr. Loh is interested pursuant to the SFO.
- (2) The entire issued shares of HK MZ Health Investment Management Group Limited is beneficially owned by Mr. Li Mingcheng. Accordingly, Mr. Li Mingcheng is deemed to be interested in 132,968,000 Shares held by HK MZ Health Investment Management Group Limited by virtue of the SFO.

Save as disclosed above, as at 31 December 2022, the Directors were not aware of any persons who/entities which had any interest or short position in the Shares or underlying Shares that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the Substantial Shareholders' Register required to be kept under section 336 of the SFO.

COMPETING INTERESTS

During the period under review, none of the Directors or the controlling Shareholders or their respective associates (as defined in the GEM Listing Rules) of the Company had any interests in any businesses which competed with or might compete with the business of the Group.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Share Option Scheme") on 22 September 2017 (the "Adoption Date"). The terms of the Share Option Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules. The following is a summary of the principal terms of the Share Option Scheme:

(a) Purpose of the share option scheme

The purpose of the Share Option Scheme is to provide an incentive or a reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group or any entity in which the Group holds any equity interest ("Invested Entity").

附註：

- (1) Fung Yuen Yee 女士 (Loh 醫生的配偶) 根據證券及期貨條例被視為於 Loh 醫生擁有權益的所有股份中擁有權益。
- (2) 香港民眾健康投資管理集團有限公司全部已發行股份由 Li Mingcheng 先生實益擁有。因此，Li Mingcheng 先生根據證券及期貨條例被視為於香港民眾健康投資管理集團有限公司持有之 132,968,000 股股份中擁有權益。

除上文披露者外，於 2022 年 12 月 31 日，董事並不知悉有任何人士／實體於股份或相關股份中擁有根據證券及期貨條例第 XV 部第 2 及 3 分部條文須向本公司披露的權益或淡倉，或須記入根據證券及期貨條例第 336 條規定存置的主要股東登記冊的權益或淡倉。

競爭權益

於回顧期間，概無董事或本公司的控股股東或各自的聯繫人士 (定義見 GEM 上市規則) 於曾經或可能與本集團業務競爭的任何業務中擁有任何權益。

購股權計劃

本公司已於 2017 年 9 月 22 日 (「採納日期」) 採納一項購股權計劃 (「購股權計劃」)。購股權計劃的條款符合上市規則第 17 章的規定。以下為購股權計劃主要條款的概要：

(a) 購股權計劃的目的

購股權計劃旨在鼓勵或獎勵合資格人士對本集團所作出貢獻及／或使本集團能夠聘請及留聘優秀僱員及吸引對本集團或本集團持有其任何股權的任何實體 (「投資實體」) 具價值的人力資源。

Report of the Directors

董事會報告

(b) Participants of the share option scheme

The basis of eligibility of any participant to the grant of any option shall be determined by the Board (or as the case may be, including, where required under the GEM Listing Rules, employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners or service providers of our Group) from time to time on the basis of the participant's contribution or potential contribution to the development and growth of our Group.

(c) Total number of shares available for issue under the share option scheme

Under the Share Option Scheme, the total number of Shares which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 10% of all the Shares in issue as at the Listing Date unless the Company obtains a fresh approval from the Shareholders.

As at the date of this report, the outstanding number of share options available for grant under the Share Option Scheme is nil.

(d) Maximum entitlement of each participant under the share option scheme

The maximum number of shares issued and to be issued upon exercise of options granted under the Scheme and any other share option scheme of the Company to each participant in any 12-month period up to the date of grant shall not exceed 1% of the total shares of the Company in issue.

(e) The period within which the shares must be taken up under an option

The period during which an option may be exercised is determined by the Board at its discretion, save that such period shall not be longer than 10 years from the date of grant.

(b) 購股權計劃的參與者

董事會(視情況而定(倘GEM上市規則要求),或包括本集團僱員(全職及兼職)、董事、顧問、分銷商、承包商、供應商、代理、客戶、業務夥伴或服務供應商)可不時根據參與者對本集團發展及增長所作出或可能作出的貢獻決定授出任何購股權的參與者資格。

(c) 根據購股權計劃可供發行的股份總數

根據購股權計劃,因根據購股權計劃或本公司任何其他購股權計劃授出的購股權獲行使而可配發及發行的股份總數,合共不得超過於上市日期所有已發行股份的10%,除非本公司自股東獲得更新批准。

於本報告日期,根據購股權計劃可供授出的未行使購股權數目為零。

(d) 購股權計劃項下各參與者的配額上限

截至授出日期止任何12個月期間內,因各參與者行使根據該計劃及本公司任何其他購股權計劃授出的購股權而發行及將予發行的股份最高數目,不得超過本公司已發行股份總數的1%。

(e) 購股權項下股份須獲承購的期限

購股權的行使期由董事會酌情釐定,惟相關期限不得超過授出日期後10年。

Report of the Directors

董事會報告

(f) The minimum period for which an option must be held before it can be exercised

As determined by the Board upon the grant of an option.

(g) The amount payable on acceptance of an option and the period within which payments shall be made

An offer for the grant of options must be accepted within seven days inclusive of the day on which such offer was made. The amount payable by the grantee of an option to our Company on acceptance of the offer for the grant of an option is HK\$1.00.

(h) The basis of determining the exercise price

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of a Share on the date of grant of the option, provided that in the event of fractional prices, the subscription price per Share shall be rounded upwards to the nearest whole cent.

(i) The remaining life of the share option scheme

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.

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

(f) 可行使購股權前須持有購股權的最短期限

由董事會於授出購股權時釐定。

(g) 於接納一份購股權時應付款項及應作出付款的期限

授出購股權的要約限於作出有關要約日期(包括該日)起計七日內接納。購股權承授人須於接納要約時就獲授的購股權向本公司支付1.00港元。

(h) 釐定行使價的基準

根據購股權計劃授出的任何特定購股權的一股股份認購價將由董事會自行釐定並知會參與者，且至少須為以下最高者：(i)於購股權授出日期(必須為營業日)聯交所每日報價表所報股份收市價；(ii)於緊接購股權授出日期前五個交易日聯交所每日報價表所報平均收市價；及(iii)於購股權授出日期股份的面值，倘出現零碎價格，每股股份的認購價將向上約整至最接近完整仙。

(i) 購股權計劃的剩餘期限

承授人可於董事會可能釐定的期間，隨時根據購股權計劃的條款行使購股權，惟行使期不得超過授出日期起計10年，並受有關提前終止條文所規限。

於2022年9月29日，合共60,000,000份購股權已向本公司十名董事授出。購股權以現金代價每名承授人1.00港元授出，賦予承授人權利按行使價每股0.109港元認購普通股。購股權可於2022年9月29日至2032年9月28日期間行使。

Report of the Directors

董事會報告

Details of share options granted under the scheme are as follows:

根據計劃授出的購股權詳情如下：

Grant Date	Exercise Price	Vesting Period	Exercisable Period	Number of Share Options					As at 31/12/2022 於2022年 12月31日
				As at 1/1/2022 於2022年 1月1日	Granted	Exercised	Lapsed	Cancelled	
購股權數目	授出日期 HK\$ 港元	歸屬期	行使期		已授出	已行使	已失效	已註銷	
He Weiqing 29.09.2022 何偉清 2022年9月29日	0.109	Nil 無	29.09.2022 to 28.09.2032 2022年9月29日至 2032年9月28日	-	6,000,000	-	-	-	6,000,000
Lee Chung Shun 29.09.2022 李宗舜 2022年9月29日	0.109	Nil 無	29.09.2022 to 28.09.2032 2022年9月29日至 2032年9月28日	-	6,000,000	-	-	-	6,000,000
Yang Zhangxin 29.09.2022 楊章鑫 2022年9月29日	0.109	Nil 無	29.09.2022 to 28.09.2032 2022年9月29日至 2032年9月28日	-	6,000,000	-	-	6,000,000	-
Luo Honghui 29.09.2022 羅紅會 2022年9月29日	0.109	Nil 無	29.09.2022 to 28.09.2032 2022年9月29日至 2032年9月28日	-	6,000,000	-	-	6,000,000	-
Employees 29.09.2022 僱員 2022年9月29日	0.109	Nil 無	29.09.2022 to 28.09.2032 2022年9月29日至 2032年9月28日	-	36,000,000	18,000,000	-	-	18,000,000
Total 總計					-	60,000,000			30,000,000

On 12 January 2023, 12,000,000 shares were allotted and issued to Mr. He Weiqing and Mr. Lee Chung Shun pursuant to the exercise of the Share Option Scheme.

於2023年1月12日，根據購股權計劃的行使，何偉清先生及李宗舜先生獲配發及發行12,000,000股股份。

Report of the Directors

董事會報告

COMPLIANCE WITH THE CODE OF CORPORATE GOVERNANCE

A full corporate governance report is set out on pages 30 to 42 of this report.

COMPLIANCE OF NON-COMPETITION UNDERTAKING

As disclosed in the Prospectus pursuant to the non-competition undertakings set out in the deed of non-competition dated 22 September 2017, Brisk Success and Dr. Loh, collectively the then controlling Shareholders upon Listing, have undertaken to the Company (for itself and on behalf of its subsidiaries) that, amongst other things, are not or will not, and will procure each of their close associates not to, directly or indirectly, carry on, participate in, be engaged, interested directly or indirectly, either for their own account or in conjunction with or on behalf of or for any other person in any business in competition with or similar to or is likely to be in competition with the business of the Group upon the Listing of the Company. Particulars of which are set out in the section headed “Relationship with Controlling Shareholders — Independence from Controlling Shareholders — Non-Competition Undertaking” of the Prospectus.

The independent non-executive Directors have reviewed the implementation of the deed of non-competition and are of the view that Brisk Success and Dr. Loh had complied with their undertakings given under the deed of non-competition for the year ended 31 December 2022.

ANNUAL GENERAL MEETING

The forthcoming annual general meeting of the Company (the “AGM”) will be held at 11:00 a.m. on 11 May 2023. A notice of which shall be sent to the Shareholders in accordance with the Articles, the GEM Listing Rules and other applicable laws and regulations.

符合企業管治守則

企業管治報告全文載於本報告第30至42頁。

遵守不競爭承諾

如招股章程所披露，根據日期為2017年9月22日的不競爭契據所載不競爭承諾，Brisk Success及Loh醫生(統稱為上市時本公司當時的控股股東)已向本公司(為其本身及代表其附屬公司)承諾(其中包括)，其不會或將不會，並將促使其緊密聯繫人各自不會於本公司上市後為其本身或聯同或代表任何其他人士或為其直接或間接進行、經營、從事與本集團業務構成競爭或與此相似或可能構成競爭的任何業務或直接或間接於當中持有任何權益。有關詳情載於招股章程「與控股股東的關係 — 獨立於控股股東 — 不競爭承諾」一節。

獨立非執行董事已檢討不競爭契據的執行，並認為Brisk Success及Loh醫生已於截至2022年12月31日止年度遵守其根據不競爭契據給予的承諾。

股東週年大會

本公司應屆股東週年大會(「股東週年大會」)將於2023年5月11日上午11時正舉行。有關通知將根據細則、GEM上市規則以及其他適用法律及法規寄發予股東。

Report of the Directors

董事會報告

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Monday, 8 May 2023 to Thursday, 11 May 2023, both dates inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 5 May 2023.

EQUITY-LINKED AGREEMENT

No equity-linked agreements were entered into during the year ended 31 December 2022 or subsisted as at 31 December 2022.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the latest practicable date prior to the issue of this report.

CONNECTED TRANSACTIONS

During the year ended 31 December 2022, the Group had no transactions which need to be disclosed as connected transactions in accordance with the requirements of the GEM Listing Rules.

暫停辦理股份過戶登記手續

為釐定出席應屆股東週年大會及於會上投票之資格，本公司將於2023年5月8日(星期一)至2023年5月11日(星期四)止(首尾兩天包括在內)暫停辦理股份過戶登記手續，在此期間將不會辦理任何股份過戶登記。為符合資格出席股東週年大會並於會上投票，所有過戶股份文件連同有關股票須不遲於2023年5月5日(星期五)下午4時30分送抵本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，以辦理登記手續。

股權掛鈎協議

並無於截至2022年12月31日止年度訂立或於2022年12月31日仍存續的股權掛鈎協議。

足夠公眾持股量

根據本公司所得公開資料及就董事所知，於刊發本報告前之最後實際可行日期，本公司已發行股本總額至少25%由公眾持有。

關連交易

截至2022年12月31日止年度，本集團並無進行需要根據GEM上市規則的規定披露為關連交易的交易。

Report of the Directors

董事會報告

EVENTS AFTER THE REPORTING PERIOD

Details of events after the reporting period are set out in note 43 to this report.

AUDITOR

SHINEWING (HK) CPA Limited resigned as the auditor of the Company with effect from 19 December 2022 and CL Partners CPA Limited was appointed as the auditor of the Company on 21 December 2022.

The consolidated financial statements for the year ended 31 December 2022 have been audited by CL Partners CPA Limited, who will retire and being eligible, offer itself for re-appointment at the forthcoming AGM.

On Behalf of the Board

RMH Holdings Limited

Mr. Yang Zhangxin

Co-Chairman and Executive Director

Hong Kong
31 March 2023

報告期後事項

報告期後事項的詳情載於本報告附註43。

核數師

信永中和(香港)會計師事務所有限公司已辭任本公司核數師，自2022年12月19日起生效，而先機會計師行有限公司已於2022年12月21日獲委任為本公司核數師。

先機會計師行有限公司已審閱截至2022年12月31日止年度的綜合財務報表，並將於應屆股東週年大會退任，惟符合資格並願意接受續聘。

代表董事會

德斯控股有限公司

楊章鑫先生

聯席主席兼執行董事

香港
2023年3月31日

Biographies of the Directors and Senior Management

董事及高級管理人員履歷

EXECUTIVE DIRECTORS

Mr. Yang Zhangxin (楊章鑫) (“Mr. Yang”), aged 32, graduated from Shandong Xiehe University with bachelor’s degree of Nursing in 2014. Mr. Yang held the position of operating director of 美哈(深圳)專科診所管理有限公司 from June 2019 to April 2020. He was a Head Nurse of The Second Affiliated hospital of Zhejiang University School of Medicine from June 2013 to May 2019 and a practice nurse from July 2012 to March 2013. Mr. Yang has extensive experience in healthcare and knowledge of nursing.

Mr. Cui Han (崔哈) (“Mr. Cui”), aged 41, graduated from South China University of Technology of China* (中國華南理工大學) with Bachelor Degree of Electronic Technology and Application* (電子技術與應用學士學位) in July 2004. He has extensive experience in pharmaceutical manufacturing, pharmaceutical commercial distribution and retail, and centralized procurement of government pharmaceuticals. He also has extensive experience in equity investment, asset restructuring, and intelligent manufacturing. From June 2017 to December 2022, Mr. Cui Han served as an executive of Hydoo international Holdings Limited (currently known as Guangdong-Hong Kong Greater Bay Area Holdings Limited) (stock code: 1396). From June 2010 to October 2016, he served as assistant to the president and deputy general manager of Shenzhen Neptunus Group Limited. He is currently the vice president of Hong Kong Federation of Jiangxi Associations.

Mr. Lee Chung Shun (李宗舜) (“Mr. Lee”), aged 46, obtained a Bachelor Degree of Science with Honours in Accounting from The University of Hull in September 2014. Mr. Lee has extensive experience in corporate, financial and assets management. He held senior position in a number of public and holding companies in Hong Kong. He is currently the chief financial officer of the Company, mainly responsible for accounting and financial management of the Company. He was appointed as an executive director and Chief Executive Officer of Amars Asia Limited from March 2000 to January 2003. He was appointed as Chief Financial Officer of King of Catering (Holdings) Limited from February 2007 to November 2010. He was appointed as Chief Executive Officer of Hong Kong Pacific Network Limited from May 2013 to January 2016. He was appointed as an Executive Director of 1 Creation Limited from May 2015 to August 2017. He was appointed as Chief Executive Officer of 1 Creation Limited from March 2014 to December 2021. He held senior management positions at Bar Pacific Group Holdings Limited (Stock Code: 8432) from February 2016 to June 2018. He was appointed as Chief Financial Officer of K Wealth Hong Kong Limited from January 2022 to April 2022.

執行董事

楊章鑫先生(「楊先生」)，32歲，於2014年畢業於山東協和學院，獲頒授護理學學士學位。楊先生自2019年6月至2020年4月曾擔任美哈(深圳)專科診所管理有限公司運營總監一職。彼自2013年6月至2019年5月曾為浙江大學醫學院第二附屬醫院護士長，自2012年7月至2013年3月曾為實習護士。楊先生於醫療保健方面擁有豐富經驗並掌握護理知識。

崔哈先生(「崔先生」)，41歲，於2004年7月畢業於中國華南理工大學，獲頒發電子技術與應用學士學位。彼於藥品製造、藥品商業分銷及零售以及政府藥品的集中採購方面擁有豐富的經驗。彼亦在股權投資、資產重組及智能製造方面擁有豐富的經驗。自2017年6月至2022年12月，崔哈先生擔任毅德國際控股有限公司(現稱為粵港控股有限公司)(股份代號：1396)的主要行政人員。自2010年6月至2016年10月，彼擔任Shenzhen Neptunus Group Limited總裁助理兼副總經理。彼現任香港江西社團(聯誼)總會副會長。

李宗舜先生(「李先生」)，46歲，於2014年9月獲取赫爾大學會計學榮譽理學士學位。李先生於企業、財務及資產管理方面擁有豐富經驗。彼於香港多家公眾及控股公司擔任高級職務。彼現任本公司首席財務官，主要負責本公司會計及財務管理工作。彼於2000年3月至2003年1月獲委任為Amars Asia Limited的執行董事及行政總裁。於2007年2月至2010年11月，彼獲委任為飲食天王(控股)有限公司的首席財務官。彼於2013年5月至2016年1月獲委任為香港太平洋網絡有限公司行政總裁。彼於2015年5月至2017年8月獲委任為壹創作有限公司的執行董事。彼於2014年3月至2021年12月獲委任為壹創作有限公司的行政總裁。彼於2016年2月至2018年6月於太平洋酒吧集團控股有限公司(股票代號：8432)擔任高級管理職務。彼於2022年1月至2022年4月獲委任為K Wealth Hong Kong Limited的首席財務官。

Biographies of the Directors and Senior Management

董事及高級管理人員履歷

Dr. Loh Teck Hiong (“Dr. Loh”), aged 53, is our executive Director and a member of the nomination committee. Dr. Loh joined our Group in September 2013, was appointed as a Director on 22 March 2017 and was re-designated as an executive Director and appointed as the chairman on 18 May 2017.

Dr. Loh graduated from the University of Melbourne in Australia in December 1995 with a Bachelor of Medicine & Bachelor of Surgery and was admitted as a member of the Royal College of Physicians of the United Kingdom in 1998. He is currently a fellow of the Academy of Medicine in Dermatology in Singapore. Dr. Loh was the author of three published medical articles relating to urticarial vasculitis, unna thost palmar-plantar keratoderma and occupational dermatosis.

Dr. Loh has over 20 years medical practice specialising in dermatology and has extensive experience in medical, surgical and laser dermatology with special interest in atopic eczema, skin allergy, paediatric dermatology, moles or birthmarks and skin cancers. Prior to becoming a founder of our Group, from May 1996 to August 1996, Dr. Loh worked as a Pre-registration House Officer in the Department of Surgery at the Aberdeen Royal Infirmary, United Kingdom, where he was responsible for consultation and diagnostic of patients under supervision of a registrar and consultant. Between August 1996 and February 1997, Dr. Loh worked as a House Officer of General Medicine department at the Northampton General Hospital in United Kingdom. From February 1997 to February 1998, Dr. Loh worked as a senior house officer in General and Neonatal Paediatrics at St. Peter’s Hospital in the United Kingdom. From February 1998 to February 1999, Dr. Loh worked as a senior house officer at Guy’s Hospital in the United Kingdom. His main duties included caring for patients from neonatology, paediatric cardiology and paediatric nephrology departments under the guidance of registrar and consultant. From September 1999 to March 2000, Dr. Loh was a Registrar in the Department of Paediatric, National University Hospital, Singapore and from May 2000 to April 2003, a Registrar at the National Skin Center in Singapore conducting consultation and diagnostic services to patients. From May 2003 to July 2005, Dr. Loh was an associate consultant dermatologist at the NSC, an outpatient specialist dermatological center in Singapore, where he was responsible for consultation and diagnosing patients, prescription and conducting treatments. Dr. Loh then established Dermatology Associates Pte. Ltd. in Singapore in November 2004 where he provided dermatology consultation and treatment until June 2014.

Loh Teck Hiong 醫生 (「Loh 醫生」)，53 歲，我們的執行董事及提名委員會成員。Loh 醫生於 2013 年 9 月加入本集團，於 2017 年 3 月 22 日獲委任為董事，於 2017 年 5 月 18 日調任執行董事及委任為主席。

Loh 醫生於 1995 年 12 月畢業於澳洲墨爾本大學，獲醫學學士學位及外科學士學位。Loh 醫生於 1998 年成為英國皇家醫學院會員。彼目前為新加坡皮膚科醫學院資深會員。Loh 醫生是三篇關於蕁麻疹性血管炎、不定式手掌角化皮炎及職業性皮膚病的出版醫學文章的作者。

Loh 醫生有超過 20 年的專業皮膚科醫學實踐，並且在醫學、外科及鐳射皮膚科有廣泛經驗，對濕疹、皮膚過敏、兒科皮膚病、黑色素痣或胎記及皮膚癌方面特別有研究。創辦本集團之前，Loh 醫生於 1996 年 5 月至 1996 年 8 月在英國阿伯丁皇家醫院外科系擔任初級駐院人員，負責在專科醫生及顧問醫生的監督下進行患者諮詢及診斷。1996 年 8 月至 1997 年 2 月，Loh 醫生在英國 Northampton General Hospital 擔任內科部初級駐院人員。1997 年 2 月至 1998 年 2 月，Loh 醫生在英國 St. Peter’s Hospital 的一般兒科及新生兒科擔任高級駐院醫生。1998 年 2 月至 1999 年 2 月，Loh 醫生在英國的 Guy’s Hospital 擔任高級駐院醫生，主要工作包括在專科醫生和顧問的指導下照顧初生嬰兒護理、兒科心臟病及兒科腎臟病患者。Loh 醫生從 1999 年 9 月至 2000 年 3 月擔任新加坡國立大學醫院兒科部專科醫生，並於 2000 年 5 月至 2003 年 4 月在新加坡國家皮膚中心擔任專科醫生，為患者提供諮詢及診斷服務。2003 年 5 月至 2005 年 7 月，Loh 醫生是國家皮膚中心（新加坡專科皮膚病中心）的助理顧問皮膚科醫生，負責患者諮詢及診斷、處方開藥及進行手術。Loh 醫生其後於 2004 年 11 月在新加坡開設 Dermatology Associates Pte. Ltd.，提供皮膚科諮詢及治療，直至 2014 年 6 月。

Biographies of the Directors and Senior Management

董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Luo Honghui (羅紅會) (“Mr. Luo”), aged 49, obtained a profession in accounting (會計專業) from Hunan University of Finance and Economics* (湖南財政經濟學院) in December 1999 and a Diploma in finance (金融學專業) from China Central Radio and TV University* (中央廣播電視大學) (currently known as The Open University of China)* (國家開放大學) in July 2015. Mr. Luo has extensive experience in corporate management and management consulting services. He worked as a business manager at Shenzhen Brightness Trademark Agency Limited* (深圳市亮度商標代理有限公司) from August 2010 to April 2015. From April 2015 to October 2019, he held the position of general manager at Shenzhen Kegongsi Network Corporation Limited* (深圳殼公思網路股份有限公司). He has been appointed as general manager of Shenzhen Xinfu Culture Communication Limited* (深圳心法文化傳播有限公司) since October 2019. He obtained a National Ministry of Labor (Secondary) Marketing Qualification Certificate* (國家勞動部(二級)行銷師資格證書) in September 2004 and a senior Occupational Certificate of Management Consultant* (高級管理諮詢顧問資格證書) from December 2005 to December 2009.

Ms. Li Yin Fai (李燕輝) (“Ms. Li”), aged 47, obtained a Certificate of Accounting profession (中國會計從業資格證書) issued by Ministry of Finance of the PRC* (中華人民共和國財政部) in 2006 and a Diploma in Accountancy (會計學專業) from Guangdong University of Finance* (廣東金融學院) in January 2010. Ms. Li has extensive experience in corporate accounting. She worked as an accountant at Global Capital International Trading Limited from June 2018 to May 2021. Since July 2021, she has been worked as a financial officer of June Just Printing Company Limited.

Mr. Liu Fei (劉飛) (“Mr. Liu”), aged 33, graduated from Southwestern University of Finance and Economics* (西南財經大學) with Bachelor Degree of Financial Engineering* (金融工程學士學位) in August 2013. He has extensive experience in business management and business development. Mr. Liu Fei held the position of manager of Kairuide (Shenzhen) Fund Management Company Limited* (凱瑞德(深圳)基金管理有限公司) from March 2015 to October 2017. Mr. Liu Fei has been appointed as director of Shenzhen Kaizhe Investment Company Limited* (深圳凱喆投資有限公司) from July 2015 to August 2020. Since October 2020, he has been appointed as director of Kaide Investment (Hainan) Company Limited* (凱德投資(海南)有限公司).

獨立非執行董事

羅紅會先生(「羅先生」)，49歲，於1999年12月取得湖南財政經濟學院會計專業，並於2015年7月於中央廣播電視大學(現稱為國家開放大學)取得金融學專業文憑。羅先生於企業管理及管理諮詢服務方面擁有豐富經驗。於2010年8月至2015年4月，彼曾於深圳市亮度商標代理有限公司擔任業務經理。於2015年4月至2019年10月，彼曾於深圳殼公思網路股份有限公司擔任總經理。自2019年10月起，彼獲委任為深圳心法文化傳播有限公司之總經理。彼於2004年9月取得國家勞動部(二級)行銷師資格證書，並於2005年12月至2009年12月取得高級管理諮詢顧問資格證書。

李燕輝女士(「李女士」)，47歲，於2006年獲中華人民共和國財政部發出的中國會計從業資格證書，並於2010年1月自廣東金融學院取得會計學專業本科文憑。李女士於企業會計方面擁有豐富經驗。於2018年6月至2021年5月，彼於環昇國際貿易有限公司擔任財務人員。自2021年7月起，彼一直擔任津澤印刷有限公司財務主管。

劉飛先生(「劉先生」)，33歲，於2013年8月畢業於西南財經大學，獲頒發金融工程學士學位。彼於企業管理及業務發展方面擁有豐富的經驗。劉飛先生於2015年3月至2017年10月擔任凱瑞德(深圳)基金管理有限公司經理。劉飛先生於2015年7月至2020年8月獲委任為深圳凱喆投資有限公司董事。自2020年10月起，彼獲委任為凱德投資(海南)有限公司的董事。

Biographies of the Directors and Senior Management

董事及高級管理人員履歷

Mr. Loke Wai Ming (陸偉明) (“Mr. Loke”), Mr. Loke, aged 49, obtained a bachelor’s degree in Accountancy from Nanyang Technological University in 1996 and obtained a master’s degree of Business Administration from Goizueta Business School, Emory University in 2002.

Mr. Loke has over 2 decades of experience in commercial banking, capital markets and investment banking, institutional broking and direct investment businesses. He is currently an accountant, a registered license holder, licensed to carry out Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and a managing director of Titan Financial Services Limited since January 2020.

Mr. Loke served as an investment banking professional at multiple international investment banks in Hong Kong, including an assistant vice president in corporate banking of Overseas Union Bank from June 1996 to February 2000, an associate in finance institutions department of J.P. Morgan Securities Hong Kong Limited from August 2002 to January 2004, a vice president of Merrill Lynch (Asia Pacific) Limited from March 2004 to April 2007, a senior vice president in Macquarie Securities Limited from July 2007 to February 2009, an executive director of Daiwa Capital Markets Hong Kong Limited from July 2009 to November 2011, a managing director in investment banking divisions of Chief Securities Limited and a chief executive officer and managing director of Chief (Cambodia) Specialized Bank from November 2012 to April 2014, a general manager and board director of Anbang Asset Management (Hong Kong) Co. Limited from April 2014 to March 2015, a managing director of Ceneric Asia Limited, which is a subsidiary of Ceneric Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 542) from April 2015 to March 2017, a managing director in corporate finance department of China Everbright Securities International Limited from March 2017 to October 2017 and a chief executive officer of RHB Hong Kong Limited from November 2017 to March 2019.

陸偉明先生(「陸先生」)，49歲，於1996年取得南洋理工大學頒授會計學學士學位，並於2002年取得艾默理大學戈伊祖塔商學院的工商管理碩士學位。

陸先生於商業銀行、資本市場和投資銀行、機構經紀及直接投資業務方面擁有逾20年經驗。彼現時為會計師、根據香港法例第571章證券及期貨條例可從事第6類(就機構融資提供意見)受規管活動的註冊持牌人，及自2020年1月起為天泰金融服務有限公司的董事總經理。

陸先生曾擔任香港多家國際投資銀行的投資銀行專業人員，包括於1996年6月至2000年2月擔任華聯銀行(Overseas Union Bank)企業銀行業務助理副總裁、於2002年8月至2004年1月擔任J.P. Morgan Securities Hong Kong Limited金融機構部經理、於2004年3月至2007年4月擔任Merrill Lynch (Asia Pacific) Limited的副總裁、於2007年7月至2009年2月擔任麥格理資本股份有限公司的高級副總裁、於2009年7月至2011年11月擔任大和資本市場香港有限公司的執行董事、於2012年11月至2014年4月擔任致富證券有限公司投資銀行分部的董事總經理及致富(柬埔寨)商業銀行的董事總經理、於2014年4月至2015年3月擔任安邦資產管理(香港)有限公司的總經理及董事、於2015年4月至2017年3月擔任新嶺域(集團)有限公司(一家聯交所主板上市公司，股份代號：542)附屬公司新嶺域亞洲有限公司的董事總經理、於2017年3月至2017年10月擔任中國光大證券國際有限公司企業融資部的董事總經理及於2017年11月至2019年3月擔任興業金融(香港)有限公司的首席執行官。

Biographies of the Directors and Senior Management

董事及高級管理人員履歷

SENIOR MANAGEMENT

Chief Executive Officer

Mr. He Weiqing (何偉清) (“Mr. He”), aged 57, graduated from the Atmospheric Science Department of the Sun Yatsen University in Guangzhou with a Bachelor of Science Degree in 1986 and graduated from the Management School of the same university with a Master’s Degree in Economics in 1989.

Mr. He has long been engaged in corporate management, financial management and project investment and management. He had held senior positions at the headquarters and branches of a number of renowned companies in the People’s Republic of China, and acted as the project manager of various asset management companies and private equity investment companies in Shenzhen. From September 2015 to November 2017, Mr. He held senior management positions at Long Success International (Holdings) Limited (Stock Code: 8017), and subsequently from December 2017 to July 2020, he acted as an executive director of Grand Peace Group Holdings Limited (Stock Code: 8108), both of which were delisted on 19 October 2016 and 27 August 2021, respectively, pursuant to Rule 9.14 of the GEM Listing Rules.

高級管理人員

行政總裁

何偉清先生(「何先生」)，57歲，1986年畢業於廣州中山大學大氣科學系，獲理學學士學位，1989年畢業於該校管理學院，獲經濟學碩士學位。

何先生長期從事企業管理、財務管理及項目投資管理。彼曾於中華人民共和國多家知名公司的總部及分支機構擔任要職，並在深圳擔任多家資產管理公司及私募股權投資公司的項目經理。2015年9月至2017年11月，何先生於百齡國際(控股)有限公司(股份代號：8017)擔任高級管理職務，隨後於2017年12月至2020年7月，彼擔任福澤集團控股有限公司(股份代號：8108)執行董事，兩家公司分別於2016年10月19日及2021年8月27日根據GEM上市規則第9.14條退市。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board recognises the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders and is fully committed to doing so. The board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests. Therefore, the Board has reviewed and will continue to review and improve the Company's corporate governance practices from time to time.

The Company has adopted the principles and the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules as its own code of corporate governance. Save as disclosed below, the Company had complied with all the applicable code provisions of the CG Code during year ended 31 December 2022.

According to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. During the period from 7 September 2022 to 31 January 2023, Mr. He Weiqing was acting as the chairman, executive Director and chief executive officer of the Company. During that time, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company as independent non-executive directors form the majority of the Board, with four out of seven of the Directors being independent non-executive Directors. The Board believes that the appointment of Mr. He to the post of chairman is beneficial to the Company as vesting the roles of both chairman and chief executive officer in the same person can facilitate execution of the Company's business strategies and boost effectiveness of its operation. On 31 January 2023, Mr. Yang Zhangxin was re-designated from an independent non-executive Director to an executive Director and has been appointed as the chairman of the Board. Since then, the roles of chairman and chief executive officer of the Group have been separated in accordance with code provision C.2.1 of the CG Code.

In respect of code provision A1.1 and A.1.2, the Board has not formally defined, established relevant policy nor practice aligning a corporate culture with the Company's purpose, values and strategy.

In respect of code provision C.3.1 and C.3.2, the Company has not effectively formal schedule of matters specifically reserved for board approval and has not established mechanism to require management to report back certain important delegated duties and results to the Board.

企業管治常規

董事會深明達致切合業務所需且符合全體權益相關者最佳利益的最高標準企業管治的重要性，故一直致力進行有關工作。董事會相信，高水準企業管治可為本集團奠定良好架構，紮穩根基，不單有助管理業務風險及提高透明度，亦能維持高水準問責及保障權益相關者利益。因此，董事會已檢討並將持續檢討及改善本公司不時的企業管治常規。

本公司已採納GEM上市規則附錄十五所載企業管治守則(「企業管治守則」)的原則及守則條文作為其本身企業管治守則。除下述所披露者外，本公司已於截至2022年12月31日止年度遵守企業管治守則所有適用守則條文。

根據企業管治守則守則條文第C.2.1條，主席與行政總裁的角色應有區分，不應由同一人擔任。於2022年9月7日至2023年1月31日期間，何偉清先生擔任本公司主席、執行董事兼行政總裁。於此期間，董事會認為，由於獨立非執行董事構成董事會的大多數(七名董事中有四名為獨立非執行董事)，因此董事會認為該結構不會損害董事會與本公司管理層之間的權力及授權平衡。董事會認為，委任何先生為主席對本公司有利，因為主席及行政總裁由同一人擔任有利於執行本公司業務戰略，並提高其營運效率。於2023年1月31日，楊章鑫先生由獨立非執行董事調任為執行董事並獲委任為董事會主席。自此，本集團主席及行政總裁的角色已根據企業管治守則守則條文第C.2.1條區分。

就守則條文A1.1和A.1.2而言，董事會沒有正式定義、建立相關政策或實踐，使企業文化與公司的宗旨、價值觀和戰略保持一致。

就守則條文C.3.1和C.3.2而言，公司沒有有效地列出專門保留給董事會批准的事項的正式時間表，也沒有建立機制要求管理層向董事會匯報某些重要的授權職責和結果。

Corporate Governance Report

企業管治報告

In respect of code provision C.5.5, for a material time in 2022, the Company has not established an effective mechanism to ensure draft and final versions of minutes are sent to all directors for their comment and records respectively, within a reasonable time after the board meeting is held.

In respect of code provision C.5.8 and C.5.10, for a material time in 2022, the Company has not established an effective mechanism to ensure agenda, accompanying board papers and related materials in sufficient quality of regular board meeting are sent, in full, to all directors and at least 3 days before the intended date of a board or board committee meeting.

In respect of code provision D.1.1 and D.1.2, the Management of the Company has not prepared and provided all members of the board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail.

In respect of code provision D.2.6 and D.2.7, the Company has not established a formal anti-corruption policy and whistle blower system during 2022.

The Board is of the view that the non-compliance is mainly due to the diverse view among Directors that in turn lead to ineffective implementation of necessary risk management and internal control system, including those relating to corporate governance codes and ESG risks.

The Board undertakes to design and implement new and revised measures in due course as to ensure compliance with the CG code and will disclose the result in the upcoming interim report.

COMPLIANCE OF CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all the Directors, all Directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the year ended 31 December 2022.

就守則條文C.5.5而言，在2022年的一段重要時間內，公司沒有建立有效的機制，確保在董事會會議召開後的合理時間內，將會議記錄的草稿和最終版本分別發送給所有董事，供他們評論和記錄。

就守則條文C.5.8和C.5.10而言，在2022年的一段重要時間內，公司沒有建立有效的機制，以確保定期董事會會議的議程、隨附的董事會文件和相關材料的質量足夠高，並在董事會或董事會委員會會議的預定日期前至少3天發送給所有董事。

就守則條文D.1.1和D.1.2而言，公司管理層沒有準備並向董事會所有成員提供每月的最新情況，對發行人的業績、狀況和前景作出足夠詳細的平衡和可理解的評估。

就守則條文D.2.6和D.2.7而言，公司在2022年沒有建立正式的反腐敗政策和舉報制度。

董事會認為，不合規的主要原因是董事之間意見不一，從而導致必要的風險管理和內部控制系統沒有得到有效實施，包括與企業管治守則和ESG風險有關的系統。

董事會承諾將在適當的時候設計和實施新訂和修訂的措施，以確保遵守企業管治守則，並將在即將發佈的中期報告中披露結果。

遵守董事進行證券交易之行為準則

本公司已採納有關董事進行證券交易之行為守則，其條款並不比GEM上市規則第5.48條至第5.67條所載規定交易準則寬鬆。經向全體董事作出具體查詢後，全體董事確認，彼等於截至2022年12月31止年度整段期間已遵守規定交易準則及本公司採納有關董事進行證券交易的行為守則。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS

Board Composition

As at the date of this report, the Board comprised five Directors, of which two are executive Directors and three are independent non-executive Directors. The composition of the Board during the year ended 31 December 2022 and up to the date of this report was:

Executive Directors

Mr. Yang Zhangxin

(re-designated as executive director on 31 January 2023)

Dr. Loh Teck Hiong

Mr. He Weiqing *(appointed on 10 January 2022 and resigned on 21 February 2023)*

Mr. Liu Yang *(ceased on 10 January 2022)*

Dr. Seow Swee How *(resigned on 10 January 2022)*

Mr. Lee Chung Shun *(appointed on 7 September 2022)*

Mr. Cui Han *(appointed on 21 February 2023)*

Independent non-executive Directors

Mr. Luo Honghui *(appointed on 7 September 2022)*

Ms. Li Yin Fai *(appointed on 16 September 2022)*

Mr. Liu Fei *(appointed on 31 January 2023)*

Ms. Wu Xiaoxia *(resigned on 26 September 2022)*

Mr. Yang Zhangxin

(re-designated as executive director on 31 January 2023)

Mr. Loke Wai Ming

During the year ended 31 December 2022, save as disclosed under the section headed "Corporate Governance Practices" above, the Board had complied with the requirements of the GEM Listing Rules to have at least three independent non-executive Directors who represent more than one-third of the Board and with at least one of whom possesses appropriate professional qualifications or accounting or related financial management expertise pursuant to Rule 5.05 of the GEM Listing Rules.

ROLES AND RESPONSIBILITIES OF THE BOARD

The Board is responsible for the overall management of the Group by providing leadership and managing control of the resource allocation and is collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies, authorising the development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the internal control system; supervising and managing management's performance of the Group; and setting the Group's values and standards.

董事會

董事會組成

於本報告日期，董事會包括五名董事，其中兩名為執行董事及三名為獨立非執行董事。截至2022年12月31日止年度及直至本報告日期，董事會組成如下：

執行董事

楊章鑫先生

(於2023年1月31日獲調任為執行董事)

Loh Teck Hiong 醫生

何偉清先生 *(於2022年1月10日獲委任及於2023年2月21日辭任)*

劉陽先生 *(於2022年1月10日被免職)*

蕭瑞豪博士 *(於2022年1月10日辭任)*

李宗舜先生 *(於2022年9月7日獲委任)*

崔晗先生 *(於2023年2月21日獲委任)*

獨立非執行董事

羅紅會先生 *(於2022年9月7日獲委任)*

李燕輝女士 *(於2022年9月16日獲委任)*

劉飛先生 *(於2023年1月31日獲委任)*

吳曉霞女士 *(於2022年9月26日辭任)*

楊章鑫先生 *(於2023年1月31日獲調任為執行董事)*

陸偉明先生

除上文「企業管治常規」一節所披露者外，截至2022年12月31日止年度，董事會已遵守GEM上市規則規定，根據GEM上市規則第5.05條委任最少三名董事成員為獨立非執行董事，佔董事會人數多於三分之一，其中最少一名獨立非執行董事具備適當專業資格或會計或相關財務管理專長。

董事會的角色及職責

透過領導及管理控制資源分配，董事會負責本集團的整體管理，並透過指導及監督本集團的事務共同促進本集團的成功。董事會專注於制定本集團的整體策略、批准發展計劃及預算；監察財務及營運表現；檢討內部監控制度的成效；監督及管理本集團管理層的表现；以及訂立本集團的價值觀及標準。

Corporate Governance Report

企業管治報告

The management team is delegated with the authority and responsibility by the Board for the daily management of the Group. The delegated functions and work tasks are periodically reviewed. Major corporate matters that are specifically delegated by the Board to the management include (1) the preparation of quarterly, interim and annual reports and announcements for the Board's approval before publishing; (2) implementation of adequate systems of internal controls and risk management procedures; and (3) compliance with relevant statutory and regulatory requirements and rules and regulations.

The independent non-executive Directors bring a wide range of business and financial expertise, experience and independent judgement to the Board, on issues of strategic direction, policies, development, performance and risk management. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, they scrutinise the Company's performance in achieving corporate goals and objectives and monitor performance reporting. By doing so, they are able to contribute positively to the Company's strategy and policies through independent, constructive and informed comments at Board and committee meetings.

The Company has arranged appropriate insurance coverage for Directors' liabilities in respect of legal actions against them for corporate activities.

BOARD/BOARD COMMITTEE MEETINGS

The Board regularly meets in person or through other electronic means of communication to discuss amongst other matters, the direction and strategy of the Group, financial and operating performance and to review and approve the Group's quarterly, interim and annual results.

In respect of regular board meetings, and so far as practicable in all other cases, an agenda and accompanying board papers are sent in full to all Directors at least 3 days before the intended date of a board or board committee meeting to enable the Directors to make informed decisions. The Board and each Director have separate and independent access to the senior management whenever necessary. Upon reasonable request, the Directors are allowed to seek independent professional advice in appropriate circumstances, at the Company's expense, to assist the Director to discharge his/her duties to the Company.

管理團隊就本集團日常管理獲董事會委派權力及職責。董事會定期檢討其所委派之職能及工作。董事會特別委派管理層處理之主要企業事宜，包括(1)編製季度、中期及年度報告與公告以供董事會於刊發前審批；(2)執行充足之內部監控制度及風險管理程序；及(3)遵守相關法定及監管規定、規則及規例。

獨立非執行董事就策略決定、政策、發展、表現及風險管理事宜為董事會帶來淵博的經營及財務專業知識、經驗及獨立判斷。通過積極參與董事會會議，在管理涉及潛在利益衝突事務時發揮牽頭引導作用及參與董事委員會，彼等監督本公司於實現公司目標及目的方面的表現並監察表現匯報。籍此，彼等可透過於董事會及委員會會議上提出獨立、有建設性及知情意見，為本公司的策略及政策作出積極貢獻。

本公司已就董事因公司活動而面對法律行動的責任安排適當保險。

董事會／董事委員會會議

董事會定期親自或透過其他電子通訊方式舉行會議，以討論(其中包括)本集團的方向及策略、財務及營運表現以及審閱及批准本集團的季度、中期及年度業績。

就定期舉行的董事會會議而言，及在切實可行情況下就所有其他會議而言，本公司會將議程及相關董事會文件全部送交全體董事，並至少在計劃舉行董事會會議或其轄下委員會會議日期三天前送出，以便董事作出知情定。董事會及各董事均可於有需要時個別獨立向本公司高級管理層獲取資料。在合理要求下，董事獲准於適當情況下，尋求獨立專業意見，以助董事履行其於本公司的職責，費用由本公司承擔。

Corporate Governance Report

企業管治報告

The company secretary takes detailed minutes of the meetings and keeps records of matters discussed and decisions resolved at the meetings, including any concerns raised or dissenting views expressed by Directors, and the voting results of Board meetings fairly reflect Board consensus. Both draft and final versions of the minutes are sent to all Directors for their comments and records respectively, within a reasonable time after each meeting, and such minutes are open for inspection with reasonable advance notice by any Director. Directors are entitled to have access to board papers and related materials, and any queries will be responded to fully.

Directors must abstain from voting and not be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

公司秘書作出詳盡會議記錄，並記錄會議上所討論事項及議決的決策，包括董事提出的任何疑慮或表達的反對意見，而董事會會議的投票結果公正反映董事會的共識。會議紀要草擬本及最終版本於每次會議後合理時間內分別送交全體董事供其提供意見及記錄，有關紀要應任何董事要求於合理事先通知後供查閱。董事有權查閱董事會會議文件及相關材料，而任何查詢將獲詳盡答覆。

董事須於批准該等董事或彼等各自任何聯繫人於當中有重大權益之交易時放棄投票及不計算在會議法定人數內。

		Attendance/Number of Meetings held 出席/舉行會議次數				
		Board Meeting 董事會會議	Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Annual General Meeting 股東週年大會
Executive Directors 執行董事						
Dr. Loh Teck Hiong	Loh Teck Hiong 醫生	23/36	-	1/4	-	1/1
Mr. He Weiqing (appointed on 10 January 2022 and resigned on 21 February 2023)	何偉清先生 (於2022年1月10日獲委任及於2023年2月21日辭任)	34/34	-	3/3	4/4	1/1
Mr. Liu Yang (ceased on 10 January 2022)	劉陽先生 (於2022年1月10日被免職)	0/1	-	-	-	-
Dr. Seow Swee How (resigned on 10 January 2022)	蕭瑞豪先生 (於2022年1月10日辭任)	1/1	-	-	-	-
Mr. Lee Chung Shun (appointed on 7 September 2022)	李宗舜先生 (於2022年9月7日獲委任)	19/19	-	2/2	2/2	-
Mr. Cui Han (Co-Chairman) (appointed on 21 February 2023)	崔晗先生(聯席主席) (於2023年2月21日獲委任)	-	-	-	-	-
Independent Non-Executive Directors 獨立非執行董事						
Ms. Wu Xiaoxia (resigned on 26 September 2022)	吳曉霞女士 (於2022年9月26日辭任)	19/20	3/3	3/3	3/3	1/1
Mr. Yang Zhangxin (re-designated as executive director on 31 January 2023)	楊章鑫先生(於2023年1月31日調任為執行董事)	34/36	5/5	-	4/4	1/1
Mr. Loke Wai Ming	陸偉明先生	17/36	4/5	2/4	-	1/1
Mr. Luo Honghui (appointed on 7 September 2022)	羅紅會先生(於2022年9月7日獲委任)	17/19	3/3	1/1	2/2	1/1
Ms. Li Yin Fai (appointed on 16 September 2022)	李燕輝女士(於2022年9月16日獲委任)	15/19	3/3	-	1/2	-

Corporate Governance Report

企業管治報告

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The executive Directors have entered into service contracts with the Company for an initial term of three (3) years commencing from the date of Listing and continuing thereafter until terminated by either party with a not less than three months' notice in writing.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company. Each appointment is for the term of one to three year(s) subject to termination in certain circumstances as stipulated in the relevant letters of appointment.

In compliance with the code provision A.4.2 of the CG Code, pursuant to the Articles of Association of the Company, at each annual general meeting one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then 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. A retiring Director shall be eligible for re-election.

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

Directors are aware of code provision A.6.5 of the CG Code regarding continuing professional development programme for Directors. The Company would arrange and/or introduce suitable training and information for the Directors to ensure they are fully aware of their responsibilities under statute and common law, the GEM Listing Rules and other applicable legal and regulatory requirements. During the year ended 31 December 2022, the Company had arranged a seminar on the GEM Listing Rules, the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong, the "Companies Ordinance") and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) for the Directors. All Directors attended the seminar.

委任及重選董事

執行董事已與本公司訂立自上市日期起初步為期三(3)年的服務合約，並直至任何一方發出不少於三個月的書面通知時終止。

獨立非執行董事各自與本公司訂立委任函。各委任期為一至三年，可在相關委任函內列明的若干情況下終止。

依照企業管治守則守則條文第A.4.2條，根據本公司組織章程細則，於每屆股東週年大會上，當時三分之一董事或(如人數並非三名或三的倍數，最接近但不少於三分之一董事)輪值退任，惟每名董事須至少每三年於股東週年大會上退任一次。退任董事符合資格重選連任。

董事持續專業發展

董事知悉企業管治守則守則條文第A.6.5條所指有關董事的持續專業發展計劃。本公司將為董事安排及/或引進適當培訓及資料，以確保彼等完全知悉彼等在成文法及普通法、GEM上市規則及其他適用法律及監管規定下的職責。於截至2022年12月31日止年度，本公司已為董事安排一次有關GEM上市規則、香港公司條例(香港法例第622章，「公司條例」)以及證券及期貨條例(香港法例第571章)的研討會。全體董事已出席該研討會。

Corporate Governance Report

企業管治報告

The training record of each Director as at 31 December 2022 is set out as below.

於2022年12月31日，各董事的培訓記錄如下。

		Attending seminar or briefings/perusal of materials in relation to business or Directors' duties 出席有關業務或董事職責的研討會或簡介會／參閱材料
Executive Directors	執行董事	
Mr. Yang Zhangxin (<i>re-designated as executive director on 31 January 2023</i>)	楊章鑫先生 (於2023年1月31日獲調任為執行董事)	Yes 是
Mr. He Weiqing	何偉清先生	Yes 是
Mr. Lee Chung Shun	李宗舜先生	Yes 是
Dr. Loh Teck Hiong	Loh Teck Hiong 醫生	Yes 是
Independent non-executive Directors	獨立非執行董事	
Ms. Wu Xiaoxia	吳曉霞女士	Yes 是
Mr. Yang Zhangxin (<i>re-designated as executive director on 31 January 2023</i>)	楊章鑫先生 (於2023年1月31日獲調任為執行董事)	Yes 是
Mr. Loke Wai Ming	陸偉明先生	Yes 是
Mr. Luo Honghui	羅紅會先生	Yes 是
Ms. Li Yin Fei	李燕輝女士	Yes 是
Mr. Liu Fei	劉飛先生	Yes 是

Directors' and Officers' Liabilities

The Company has in place appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities. The insurance coverage is reviewed on an annual basis by the Company.

董事及高級職員的責任

本公司已投購適當之保險，承保董事及高級職員因公司活動所產生針對董事及高級管理層之任何法律訴訟責任。保險承保範圍由本公司按年檢討。

BOARD COMMITTEES

The board is supported by three Board committees to oversee specific aspects of the Company's affairs. The audit committee of the Company (the "Audit Committee"), the Remuneration Committee and the nomination committee of the Company (the "Nomination Committee") each has its defined scope of duties and terms of reference. The Board committees are provided sufficient resources and are empowered to make decisions/recommendations within their respective terms of reference to the Board.

董事會委員會

董事會由三個董事會委員會支持，以監管本公司事務特定方面。本公司審核委員會（「審核委員會」）、薪酬委員會及本公司提名委員會（「提名委員會」）各自有其明確職責範圍及職權範圍。董事會委員會獲提供足夠資源，並有權在其各自職權範圍內向董事會作出決定／提出推薦建議。

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE

The Group established the Audit Committee on 22 September 2017 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and code provision C.3 of the CG Code. As at the date of this report, the Audit Committee consists of four independent non-executive Directors, namely Ms. Li Yin Fai, Mr. Luo Honghui, Mr. Liu Fei and Mr. Loke Wai Ming. Ms. Li Yin Fai, our independent non-executive Director with the appropriate professional qualifications, serves as the chairlady of the Audit Committee.

The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Company, make recommendations to the Board on the appointment, reappointment and removal of the external auditor, and review the Company's financial information.

During the year ended 31 December 2022, the Audit Committee held four meetings and the attendance of meetings is set out under the section headed "Board/Board Committees Meetings" on page 34 in this report.

The Audit Committee performed the following work during the year ended 31 December 2022:

- a. reviewed the Group's audited consolidated financial statements for the year ended 31 December 2022, the unaudited condensed consolidated first quarterly financial results for the three months ended 31 March 2022, the unaudited condensed consolidated interim financial results for the six months ended 30 June 2022 and the unaudited condensed consolidated third quarterly financial results for the nine months ended 30 September 2022 including the accounting principles and practices adopted by the Group;
- b. reviewed the changes in accounting standards and assessed their potential impacts on the Group's financial statements;
- c. reviewed the Group's internal control system and related matters; and
- d. considered and made recommendations on the re-appointment of the independent auditor of the Group, and the terms of engagement.

審核委員會

本集團於2017年9月22日成立審核委員會，並具有符合GEM上市規則第5.28條及企業管治守則之守則條文C.3的書面職權範圍。於本報告日期，審核委員會由李燕輝女士、羅紅會先生、劉飛先生及陸偉明先生四名獨立非執行董事組成。我們的獨立非執行董事李燕輝女士具備相關專業資格，擔任審核委員會主席。

審核委員會的主要職責為檢討及監察本公司的財務申報程序及內部監控制度，並就委任、再度委任及罷免外聘核數師向董事會作出推薦意見，並審閱本公司的財務資料。

截至2022年12月31日止年度，審核委員會已舉行四次會議，有關會議的出席紀錄載於本報告第34頁「董事會／董事委員會會議」一節。

截至2022年12月31日止年度，審核委員會已進行以下工作：

- a. 審閱本集團截至2022年12月31日止年度的經審核綜合財務報表、截至2022年3月31日止三個月的未經審核簡明綜合第一季度財務業績、截至2022年6月30日止六個月的未經審核簡明綜合中期財務業績以及截至2022年9月30日止九個月的未經審核簡明綜合第三季度財務業績，包括本集團所採納會計政策及常規；
- b. 審閱會計準則變動及評估有關變動對本集團財務報表的潛在影響；
- c. 審閱本集團的內部監控制度及相關事宜；及
- d. 考慮續聘本集團獨立非執行董事及其委聘條款並就此作出推薦建議。

Corporate Governance Report

企業管治報告

REMUNERATION COMMITTEE

Our Company established a Remuneration Committee on 22 September 2017 with written terms of reference in compliance with code provision B.1.2 of the CG Code. The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of our Group; review performance based remuneration; and ensure none of our Directors determine their own remuneration. As at the date of this report, the Remuneration Committee consists of three members, namely Mr. Yang Zhangxin, Ms. Li Yin Fai and Mr. Liu Fei. Mr. Liu Fei is the chairman of the Remuneration Committee. During the year ended 31 December 2022, the Remuneration Committee convened four committee meetings.

During the year ended 31 December 2022, the remuneration of Directors was determined by their experience, responsibility, workload and the time devoted to the Group. Executive Directors and employees also participate in bonus arrangements determined in accordance with the performance of the Group and the individual's performance. Details of the Directors' remuneration are set out in note 8 to the consolidated financial statements for the year ended 31 December 2022. The attendance of Remuneration Committee meeting is set out under the section headed "Board/Board Committees Meetings" on page 34 of this report.

NOMINATION COMMITTEE

Our Company established a Nomination Committee on 22 September 2017 with written terms of reference in compliance with code provision A.5.2 of the CG Code. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on regular basis; identify individuals suitably qualified to become Board members; access the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or reappointment of Director. As at the date of this report, the Nomination Committee consists of seven members, namely Dr. Loh Teck Hiong, Mr. Yang Zhangxin, Mr. Lee Chung Shun, Mr. Li Yin Fai, Mr. Liu Fei, Mr. Luo Honghui and Mr. Loke Wai Ming. Mr. Yang Zhangxin is the chairman of the Nomination Committee. During the year ended 31 December 2022, the Nomination Committee convened three committee meetings. It had assessed the independence of independent non-executive Directors, considered the re-appointment of retired Directors and discussed matters relating to procedure of nomination of director candidate by Shareholders, Directors' evaluation and succession plan etc. The attendance of Nomination Committee meeting is set out under the section headed "Board/Board Committees Meetings" on page 34 of this report.

薪酬委員會

本公司於2017年9月22日成立薪酬委員會，並具有符合企業管治常規守則條文第B.1.2條的書面職權範圍。薪酬委員會的主要職責為就本集團全體董事和高級管理層有關的整體薪酬政策及架構向董事會提供推薦意見；檢討與表現掛鈎的薪酬；及確保概無董事釐定本身的薪酬。於本報告日期，薪酬委員會由三名成員組成，即楊章鑫先生、李燕輝女士及劉飛先生。劉飛先生為薪酬委員會主席。截至2022年12月31日止年度，薪酬委員會曾召開四次委員會會議。

截至2022年12月31日止年度，董事薪酬按彼等的經驗、職責、工作量及投入本集團的時間釐定。執行董事及僱員亦參與按本集團業績及個人表現釐定的花紅安排。董事薪酬的詳情載於截至2022年12月31日止年度綜合財務報表附註8。薪酬委員會會議的出席紀錄載於本報告第34頁「董事會／董事委員會會議」一節。

提名委員會

本公司於2017年9月22日成立提名委員會，並具有符合企業管治常規守則條文第A.5.2條的書面職權範圍。提名委員會的主要職責為定期檢討董事會架構、規模及組成；物色適合且合資格成為董事會成員人選；評核獨立非執行董事的獨立性；以及就有關董事委聘或續聘的相關事宜向董事會提供推薦意見。於本報告日期，提名委員會由七名成員組成，即Loh Teck Hiong醫生、楊章鑫先生、李宗舜先生、李燕輝女士、劉飛先生、羅紅會先生及陸偉明先生。楊章鑫先生為提名委員會主席。截至2022年12月31日止年度，提名委員會已召開三次委員會會議。其已評估獨立非執行董事的獨立性、考慮續聘退任董事以及討論有關股東提名董事候選人的提名程序、董事評核及繼任計劃等事宜。提名委員會會議的出席紀錄載於載於本報告第34頁「董事會／董事委員會會議」一節。

Corporate Governance Report

企業管治報告

The Company is aware of the benefits of having a diverse Board as an essential element to improving governance and performance, and to creating a competitive advantage. In structuring of the Board composition, by taking into account the Group's board diversity policy board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will ultimately be based on merit and the contribution that the selected candidates will bring to the Board which the Board as a whole requires to be effective.

As of 31 December 2022, the gender ratio in our workforce (including senior management) is female 52.0% and male 48.0%.

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibilities for overseeing the preparation of consolidated financial statements of the Group on an ongoing concern basis, with supporting assumptions or qualifications as necessary, for each financial period with a view to ensure that such financial statement gives a true and fair view of the state of affairs of the Group, and of the results and cash flows for the financial year.

The responsibility of the Company's auditor, CL Partners CPA Limited, is set out in the section headed "Independent Auditor's Report" of this report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the risk management and internal control systems of the Group and for reviewing their effectiveness. We have established an Audit Committee to review and supervise the effectiveness of the financial reporting process and internal control and risk management system, and overseeing the audit process.

The risk management and internal control systems of the Company are designed to manage rather than eliminate the risk of failures in operational systems and achievement of the Group's objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Our Board will regularly review the administration and the adequacy of our internal system and develop and revise our internal control system to later for our expansion.

本公司注意到董事會成員多元化對提升管治及表現以及創造競爭優勢裨益良多。本公司考慮本集團的董事會多元化政策籌劃董事會成員組合時，從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期。所有董事會成員之委任將最終以用人唯才為原則，以及獲選候選人將對董事會整體作出的貢獻為依歸。

截至2022年12月31日，我們的員工隊伍（包括高級管理人員）的性別比例為女性52.0%，男性48.0%。

問責及核數

董事承認彼等有責任監督本集團，於有具理據假設或資格情況下，按持續經營基準，就各財政期間編製綜合財務報表，以確保該等財務報表真實而公平地反映本集團的業務狀況以及於財政年度的業績及現金流量。

本公司核數師先機會計師行有限公司的責任載於本報告「獨立核數師報告」一節。

風險管理及內部監控

董事會負責本集團之風險管理及內部監控制度，並監察其效益。我們已成立審核委員會，以檢討及監督財務申報過程以及內部監控及風險管理制度的成效，以及監督審核過程。

本公司的風險管理及內部監控制度旨在管理（但非完全杜絕）營運系統失效、未能達成業務目標之風險，亦只會就重大失實陳述或損失提供合理（但並非絕對）保證。董事會將定期檢討我們內部制度的管理及充足程度，並就我們其後擴充開發及修訂內部監控制度。

Corporate Governance Report

企業管治報告

The Company does not have an internal audit function. However, the Company engages an independent internal control consultant firm (“internal control consultant”) to review the internal control of key governance and business processes of the Company. The internal control consultant identified a number of material weaknesses in the risk management and internal control system of the Company.

The Board reviewed the report issued by the internal control consultant and collaborated with other key facts and information, such as the auditors’ opinion and overall performance of the Company. On that basis, the Board is of the view that the risk management and internal control system is not considered as effective and adequate. The Management of the Company is in the process of designing and implementing new and revised measures as to mitigate the weaknesses.

UNCERTAINTIES OVER GOING CONCERN

Pursuant to code provision D.1.3, the Board draws the attentions of shareholders and other stakeholders of the Company to a situation where the directors are aware of certain material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

Shareholders and stakeholders of the Company are advised to refer to the Auditors’ report for the details of going concerns issues.

AUDITOR’S REMUNERATION

CL Partners CPA Limited was appointed by the Board as the auditor of the Company. The remuneration paid or payable to CL Partners CPA Limited and its member firms for services rendered for the year ended 31 December 2022 were as follows:

		S\$’000 千新加坡元
Audit services	核數服務	244

There was no non-audit service provided by CL Partners CPA Limited to the Company during the year ended 31 December 2022.

COMPLIANCE OFFICER

Mr. Yang Zhangxin has been appointed as the compliance officer of our Company. His biographical details are set out in section headed “Biographical Details of Directors and Senior Management” of this report.

公司並無內部審計職能。然而，公司聘請獨立內部控制顧問公司（「內部控制顧問」）檢討本公司主要管治及業務流程的內部控制。內部監控顧問識別出公司風險管理及內部監控系統的若干重大弱點。

董事會審閱了內部控制顧問出具的報告，並結合了其他關鍵事實和信息，例如審計師的意見和公司的整體表現。在此基礎上，董事會認為風險管理和內部控制系統被認為無效且不充分。公司管理層正在設計和實施新的和修訂的措施以減輕弱點。

持續經營的不確定性

根據守則條文D.1.3，董事會提請股東和公司其他利益相關者注意，董事意識到某些重大不確定性可能對公司持續經營的能力產生重大疑慮。

本公司股東及利益相關者務請參閱獨立核數師報告以了解持續經營事宜的詳情。

核數師酬金

先機會計師行有限公司獲董事會委任為本公司核數師。截至2022年12月31日止年度，就先機會計師行有限公司及其成員公司所提供服務向其支付或應付的薪酬如下：

截至2022年12月31日止年度，先機會計師行有限公司並無向本公司提供非審核服務。

合規專員

楊章鑫先生已獲委任為本公司合規專員。其履歷詳情載於本報告「董事及高級管理人員履歷」一節。

Corporate Governance Report

企業管治報告

COMPANY SECRETARY

Mr. Ho Yuk Ming Hugo (“Mr. Ho”), aged 51, was appointed as our company secretary on 7 September 2022.

Mr. Ho is a qualified professional accountant with over 20 years of experience in auditing, accounting and financial management. He is an associate member of the Hong Kong Institute of Certified Public Accountants. He held senior position in a number of public and holding companies in Hong Kong. He graduated from the Hong Kong Shue Yan College (currently known as Hong Kong Shue Yan University) with a honours diploma in accounting in July 1996.

The primary duties of the company secretary include, but are not limited to, the following: (a) to ensure the Board procedures are followed and that the activities of the Board are carried out efficiently and effectively; (b) to assist the chairman to prepare agendas and Board papers for meetings and disseminate such documents to the Directors and Board committees in a timely manner; (c) to timely disseminate announcements and information relating to the Group; and (d) to maintain formal minutes of the Board meetings and other Board committee meetings. He has been in contact with the Board and the chief financial officer directly.

Mr. Ho has confirmed that he had received no less than 15 hours of relevant professional training for the year ended 31 December 2022, in compliance with Rule 5.15 of the GEM Listing Rules.

COMMUNICATION WITH SHAREHOLDERS

The Company communicates with the Shareholders and potential investors of the Company via the following:

- (i) the timely public announcements and publications of quarterly, half yearly and annual reports and/or circulars as required under the GEM Listing rules and/or press releases of the Company providing updated information on the Group; and
- (ii) the holding of annual general meetings and general meetings of the Company, if any, which may convened for specific purpose and provide an avenue for the Shareholders to engage actively with the Board.

SHAREHOLDERS’ RIGHTS

Right to convene an extraordinary general meeting

Pursuant to the Company’s articles of association, the Board may whenever it thinks fit call an extraordinary general meeting (the “EGM”). Any one or more members holding at the date of deposit of the requisition

公司秘書

何育明先生(「何先生」)，51歲，於2022年9月7日獲委任為我們的公司秘書。

何先生為合資格專業會計師，於審計、會計及財務管理方面擁有逾20年經驗。彼為香港會計師公會會員。彼於香港數間上市及控股公司擔任高級職位。彼於1996年7月畢業於香港樹仁學院(現稱香港樹仁大學)，獲授會計學榮譽文憑。

公司秘書的主要職責包括(但不限於)以下各項：(a) 確保遵守董事會程序以及高效及有效地開展董事會的活動；(b) 協助主席編製議程及董事會會議文件並及時向董事及董事委員會派發有關文件；(c) 及時發佈公佈及有關本集團的資料；及(d) 保存董事會會議及其他董事委員會會議的正式紀要。彼一直與董事會及財務總監直接聯絡。

截至2022年12月31日止年度，何先生確認，彼已遵照GEM上市規則第5.15條接受不少於15小時的相關專業培訓。

與股東溝通

本公司以下列方式與本公司股東及潛在投資者溝通：

- (i) 按GEM上市規規定，適時公佈及出版季度、半年度及年度的報告及／或通函，及／或提供本集團更新資料的本公司新聞稿；及
- (ii) 舉行本公司的股東週年大會及股東大會(如有)，該等會議可能為特定目的而舉行，提供場所予股東積極參與董事會。

股東權利

召開股東特別大會的權利

根據本公司組織章程細則，董事會可於其認為適當的任何時候召開股東特別大會(「股東特別大會」)。任何一名或以上於遞呈要求當日持有不少

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not less than one-tenth 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 EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) 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.

Right to put forward proposals at general meetings

There are no provisions allowing the Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised). However, the Shareholders may follow the procedure set out in the section headed "Rights to convene an EGM" above for including a resolution at an EGM. The requirements and procedures are set out above.

Right to Put Enquiries to the Board

Shareholders may send their enquiries and concerns, in written form, to the Board by addressing them to the company secretary at Room 2501, 25/F., Harbourside HQ, 8 Lam Chak Street, Kowloon Bay, Kowloon, Hong Kong. Shareholders may also make enquiries to the Board at the general meeting of the Company. In addition, shareholders can contact Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, if they have any enquiries about their shareholdings and entitlements to dividend.

INVESTOR RELATIONS

The Company believes that maintaining effective communication with the investment industry is crucial to having a deeper understanding of the Company's business and its development among investors. The Company has established a range of communication channels between itself and its Shareholders, investors and other stakeholders. These include the annual general meeting, the annual, interim and quarterly reports, notices, announcements and circulars and the Company's website at <https://rmhholdings.com.sg>.

CONSTITUTIONAL DOCUMENTS

During the period from the Listing Date to 31 December 2022, there had been no change in the Company's constitutional documents.

於本公司繳足股本(具本公司股東大會之投票權)十分之一的股東，於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩(2)個月內舉行。若於遞呈當日起二十一(21)日內，董事會未有開展召開有關大會之程序，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會之缺失而合理產生的所有開支應由本公司向遞呈要求人作出償付。

於股東大會上提呈議案的權利

開曼群島法律第22章公司法(1961年第3號法例，經綜合及修訂)並無條文批准股東於股東大會上提呈新決議案。然而，倘股東擬於股東特別大會上提呈決議案，可遵照上文「召開股東特別大會的權利」一節所載程序。有關要求及程序已載於上文。

向董事會查詢的權利

股東可將彼等提請董事會的查詢及關注事宜，以書面形式送交公司秘書，地址為香港九龍九龍灣臨澤街8號啟匯25樓2501室。股東亦可於本公司股東大會上向董事會提出查詢。此外，股東如有任何有關其持股及派息情況的查詢，可聯絡本公司於香港的股份過戶登記分處卓佳證券登記有限公司。

投資者關係

本公司相信，與投資業界維持有效溝通，對加深投資者對本公司業務及發展的瞭解至關重要。本公司已在其本身與其股東、投資者及其他權益相關人士之間設立多個溝通渠道，包括股東週年大會、年度、中期及季度報告、通告、公告及通函以及本公司網站 <https://rmhholdings.com.sg>。

組織章程文件

於上市日期至2022年12月31日期間，本公司的組織章程文件並無變更。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

This report is the fifth Environmental, Social and Governance Report (“ESG Report”) of RMH Holdings Limited (“RMH” “the Company” or “We”). We are committed to deliver the highest quality of Dermatological, Medical and Aesthetic standards to take care of our customers’ skin. This report intends to disclose the performance of the Company and its subsidiaries (collectively as “the Group”) in terms of environmental, social, and governance issues in a transparent and open manner over the last year, in response to all stakeholders’ concerns and expectations for the Group’s long-term viability. In the long run, the Group will strengthen the data collection and reporting system for environmental management, social responsibility, and governance performance, gradually expanding the disclosure scope and improving the quality and comprehensiveness of the ESG Report. Additional information in relation to the Group’s corporate governance and financial performance can be referred to our annual report for the year ended 31 December 2022.

REPORTING SCOPE

The Group’s directors are responsible for determining the reporting scope. This report examines all data and activities for the period from 1 January 2022 to 31 December 2022 (“Reporting Period”), unless stated otherwise. This report aims to provide an overview of environmental, social and governance (“ESG”) performance of RMH’s operations in the Reporting Period. It highlights relevant strategies and business initiatives and demonstrates how RMH is a sustainable and responsible business with a positive impact on our stakeholders. Additional information in relation to the Group’s corporate governance and financial performance can be referred to our annual report for the year ended 31 December 2022.

The Group is principally engaged in the business of providing medical, dermatological and aesthetic services and products as well as dental clinic services in Singapore, Hong Kong and the People’s Republic of China (“PRC”) during the Reporting Period.

As mentioned in our annual report, the joint and several interim judicial managers were appointed to certain subsidiaries operated in Singapore during the Reporting Period, and that the judicial managers are empowered and authorized to exercise all powers and entitlements of directors of those Singapore’s subsidiaries. Consequently, the Group had deconsolidated the aforesaid Singapore’s subsidiaries from the consolidated financial statements with effect from 28 November 2022 (“Deconsolidated Date”) and considered that the Group’s control over those subsidiaries operated in Singapore had been lost from the Deconsolidated Date.

有關本報告

本報告為德斯控股有限公司(「德斯」、「本公司」或「我們」)的第五份環境、社會及管治報告(「ESG報告」)。我們致力以最優質的皮膚、醫療及美容標準，照顧客戶的皮膚。本報告旨在以透明及公開的方式披露本公司及其附屬公司(統稱「本集團」)於去年在環境、社會及管治方面的表現，以回應所有權益相關人士對本集團長遠可持續性的關注及期望。長遠而言，本集團將加強環境管理、企業社會責任及管治表現的數據收集及報告系統，逐步擴大披露範圍，提升環境、社會及管治報告的質素及全面性。有關本集團企業管治及財務表現的額外資料可參考我們截至2022年12月31日止年度的年報。

報告範圍

本集團董事負責釐定報告範圍。除另有說明外，本報告檢閱2022年1月1日至2022年12月31日期間(「報告期間」)的所有數據及活動。本報告旨在概述德斯於報告期間的營運在環境、社會及管治(「ESG」)表現的概述。其重點提到相關策略及業務舉措，並展示德斯如何通過可持續及負責任的業務為我們的權益相關人士帶來正面影響。有關本集團企業管治及財務表現的額外資料可參考我們截至2022年12月31日止年度的年報。

於報告期內，本集團主要在新加坡、香港及中華人民共和國(「中國」)從事提供醫療、皮膚及美容服務及產品以及牙科診所服務的業務。

如我們的年報所述，報告期間內，在新加坡運營的若干附屬公司委任了共同及各別臨時司法管理人，司法管理人被授權行使該等新加坡附屬公司董事的所有權力及權利。因此，本集團自2022年11月28日(「終止合併日期」)起將上述新加坡附屬公司從合併財務報表中取消合併，並認為本集團自終止合併日期起已失去對在新加坡經營的該等附屬公司的控制權。

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As a result, the quantitative information required for the key performance indicators (“KPI”) disclosure in the ESG Report were collected from the operating entities in Hong Kong and the PRC. To be specific, it includes RMH, DS Regenerative Medicine Limited, Zhongshan Des Enterprise Management Company Limited and ZhongShan DS Oral Clinic Limited. In case the scope and boundaries of the specific contents vary, they will be noted in the relevant section of this ESG Report. We are improving our internal data collection procedures and gradually expanding our scope of disclosure.

REPORTING STANDARDS

This ESG Report has been prepared with reference to the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) set out in Appendix 20 to the Rules Governing the Listing of Securities on GEM by The Stock Exchange of Hong Kong Limited and has complied with the “comply or explain” provisions set out in the ESG Reporting Guide during the Reporting Period.

REPORTING PRINCIPLES

This Report is prepared based on the following basic principles:

Materiality

The Group has made an objective and systematic materiality assessment that prioritizes the issues affecting the operation, and the policies, measures and performance of the Group in terms of environmental and social aspects. Details and results are presented in the section headed “Materiality Assessment” in this ESG Report.

重要性

本集團已作出客觀及系統化的重要性評估，優先處理在環境及社會方面影響本集團營運、政策、措施及表現的事宜。詳情及結果已於本環境、社會及管治報告「重要性評估」一節呈列。

Quantitative

The Group has disclosed KPI with comparative data, mainly on the environmental and social aspects, and has provided relevant standards, methodologies, assumptions, calculation tools and sources of conversion factors when applicable.

量化

本集團已披露主要針對環境及社會方面的關鍵績效指標連同可資比較數據，並在適用時提供相關標準、方法、假設、計算工具及轉換系數的來源。

Balance

The ESG Report provides an unbiased picture on the ESG performance to as to avoid selections, omission, or presentation formats that may inappropriately influence a decision or judgement by the Report readers.

平衡

本環境、社會及管治報告須不偏不倚地呈報環境、社會及管治表現，以及避免可能不恰當地誤導本報告讀者決策或判斷的選擇、遺漏或呈報格式。

Consistency

The ESG Report incorporated consistent reporting techniques and calculation methodologies so that the ESG Report readers can rely on the preciseness of data. Any changes to the reporting techniques and calculation methodologies will be disclosed.

一致性

本環境、社會及管治報告結合一致的報告技術及計算方法，以使本環境、社會及管治報告讀者可依賴數據的準確度。任何有關報告技術及計算方法的變動將會披露。

因此，環境、社會及管治報告中披露關鍵績效指標（「關鍵績效指標」）所需的量化資料是從香港及中國的經營實體收集。具體包括德斯、德斯再生醫學有限公司、中山德斯企業管理有限公司及中山德斯口腔門診有限公司。具體內容的範圍及界限如有差異，將在本ESG報告相關章節中註明。我們正在改進我們的內部數據收集程序並逐步擴大我們的披露範圍。

報告準則

本環境、社會及管治報告已參考香港聯合交易所有限公司GEM證券上市規則附錄20所載環境、社會及管治報告指引（「環境、社會及管治報告指引」）編製，並已於報告期間內遵守《環境、社會及管治報告指引》中「不遵守就解釋」的規定。

報告原則

本報告乃基於下列基本原則編製：

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REVIEW AND APPROVAL

The ESG Report for the Reporting Period has been reviewed and approved by the Board of the Company.

REPORT AVAILABILITY

The ESG Report is published in electronic version which is available on the Company's website (<https://rmholdings.com.sg>) and the HKEXnews website (<http://www.hkexnews.hk>).

CONTACT AND FEEDBACK

The ESG Report shall be published both in English and Chinese, should there be any discrepancy between the English and the Chinese versions, the English version shall prevail. We welcome stakeholders' feedback on our ESG approach and performance. For questions or to deliver feedback about this report, please share your views with us via email rmhelpline@dermclinic.com.sg.

SUSTAINABLE GOVERNANCE

We established a top-down ESG organizational structure to apply the Group's sustainable development concept. The Board is responsible for developing ESG strategies, assessing and identifying the Group's ESG risks, and guaranteeing risk management and internal control effectiveness. ESG work and report evaluation are carried out by employees from several areas within the Group.

The Group is dedicated to achieving several aspects of corporate social responsibility, including energy conservation, greenhouse gas reduction, employee training and development, environmental compliance, and providing a safe and healthy work environment.

THE BOARD

The Board strives to integrate sustainable development into the Group's business development and has taken on the following responsibilities:

- Assessing and determining the Group's ESG-related risks and opportunities;
- Ensuring that the Group has an appropriate and effective risk management and internal control system;
- Developing the Group's management policies, plans, priorities, and goals;

審批

本環境、社會及管治報告已經本公司董事會審議通過。

報告可用性環境

環境、社會及管治報告以電子版刊發，可於本公司網站 (<https://rmholdings.com.sg>) 及披露易網站 (<http://www.hkexnews.hk>) 查閱。

聯繫與反饋

環境、社會及管治報告以中英文兩種版本刊發，如中英文版本有任何差異，概以英文版本為準。我們歡迎利益相關者對我們的ESG方法及績效提出反饋。如有任何問題或要提供有關此報告的反饋，請通過電子郵件 rmhelpline@dermclinic.com.sg 與我們分享 閣下的觀點。

可持續治理

我們建立了由上而下的環境、社會及管治組織架構，貫徹集團可持續發展概念。董事會負責制定環境、社會及管治策略，評估及識別本集團的環境、社會及管治風險，並確保風險管理及內部控制行之有效。環境、社會及管治工作及報告評估由本集團內多個來自範疇的僱員進行。

本集團致力於數個方面實現企業社會責任，包括節能、減少溫室氣體、僱員培訓及發展、環境合規及提供安全與健康的工作環境。

董事會

董事會致力將可持續發展理念融入本集團的業務發展，並承擔以下責任：

- 評估及釐定本集團的環境、社會及管治相關風險及機遇；
- 確保本集團設有適當及有效的風險管理及內部控制系統；
- 建立本集團的管理政策、計劃、優先事項及目標；

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- Monitoring ESG's work progress and performance on a regular basis; and
- Approving the disclosed information in the Group's ESG Report.
- 定期監察環境、社會及管治的工作進度及表現；及
- 審批本集團環境、社會及管治報告中披露的資訊。

The Board assesses, identifies, and manages sustainable development risks on a regular basis, and tries to create long-term value for stakeholders by identifying possibilities while adhering to regulatory standards and industry best practices. Furthermore, the Board examines and adjusts the implementation of various ESG objectives on a regular basis to ensure that the impact of business development on the environment and society can be minimized.

董事會定期評估、識別及管理可持續發展風險，在堅持遵循監管標準及實踐業內最佳慣例的同時，通過識別可能性，努力為利益相關人士創造長期價值。此外，董事會定期檢視及調整各項環境、社會及管治目標的執行情況，確保業務發展對環境及社會的影響減至最低。

ESG WORKING COMMITTEE

The Group has established an ESG Working Committee, consisting of four members, (currently as an Executive Directors, and several management from Human Resources, Finance and Operations Function/Departments), to assist the Board in managing the Group's ESG affairs. The ESG Working Committee is a management-level group that is responsible for driving our ESG initiatives, collecting and calculating ESG KPIs, overseeing and reporting ESG related matters across our major businesses and operations.

環境、社會及管治工作委員會

本集團已成立環境、社會及管治工作委員會，由四名成員組成（目前為一名執行董事，以及數名來自人力資源、財務及營運職能／部門的管理層），以協助董事會管理本集團的環境、社會及管治事務。環境、社會及管治工作委員會為管理層級別的小組，負責推動我們的環境、社會及管治措施、收集及計算環境、社會及管治關鍵績效指標、監督及報告我們主要業務及營運的環境、社會及管治相關事宜。

The ESG Working Committee is empowered by the Board through a ESG Working Committee Terms of Reference under which it shall directly be instructed and reporting to the Board. It organizes meetings on a regular basis to identify, assess, and monitor the Group's ESG risk, as well as to examine the Group's internal control system's implementation and effectiveness. It also assesses and evaluates the Group's ESG performance in relation to ESG goals and targets.

董事會透過授權環境、社會及管治工作委員會，據此，其直接獲指示並向董事會報告。其定期組織會議，以識別、評估及監察本集團的環境、社會及管治風險，並檢查本集團內部控制系統的實施及有效性。其亦評估本集團有關環境、社會及管治目標及指標的環境、社會及管治表現。



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環境、社會及管治報告

STAKEHOLDER ENGAGEMENT

We recognize that stakeholders play a strategic role in maintaining RMH's long-term growth, as well as responsible business development in ESG aspects. Understanding and responding to stakeholder concerns and expectations is critical to our long-term success. Our business activities involve a diverse range of stakeholders, but we select our stakeholders based on influence, representation, responsibility, dependency, and proximity. We make sure that numerous communication channels are in place so that key stakeholders' views and input may be addressed efficiently and promptly within RMH. We strive to improve our stakeholder engagement by continuously improving our communication channels and embedding valuable stakeholder input into our strategy.

Multiple engagement channels were established throughout the Reporting Period to enable constant and dynamic interaction with the Group's internal and external stakeholders.

權益相關人士參與

我們確認權益相關人士在維持德斯的長期增長以及在環境、社會及管治方面的負責任業務發展方面發揮著戰略功能。了解及回應權益相關人士的關注及期望對我們的長遠成功至關重要。我們的業務活動涉及多個範疇的權益相關人士，惟我們基於影響力、代表性、責任、依賴性及鄰近性而挑選權益相關人士。我們確保設有多種溝通渠道，以便主要權益相關人士的觀點及意見可在德斯內迅速有效地得到處理。我們致力透過持續改善我們的通訊渠道及將權益相關人士的寶貴意見加入我們的策略，改善我們的權益相關人士參與度。

於整個報告期間，本集團已建立多個參與渠道，以與本集團的內部及外部權益相關人士進行持續及動態的互動。

Stakeholders 權益相關人士	Communication Channels 溝通渠道
Internal: 內部：	<ul style="list-style-type: none"> General meeting 股東大會
<ul style="list-style-type: none"> Directors 董事 	<ul style="list-style-type: none"> Trainings 培訓課程
<ul style="list-style-type: none"> Employees 僱員 	<ul style="list-style-type: none"> Meetings 會議
External: 外部：	<ul style="list-style-type: none"> Interviews 訪談
<ul style="list-style-type: none"> Shareholders and investors 股東及投資者 	<ul style="list-style-type: none"> Announcements and Circulars 公告及通函
<ul style="list-style-type: none"> Customers 客戶 	<ul style="list-style-type: none"> Websites of the Group 本集團網站
<ul style="list-style-type: none"> Suppliers 供應商 	<ul style="list-style-type: none"> Telephone, Emails, and Letters 電話、電郵及書函
<ul style="list-style-type: none"> Business partners 業務夥伴 	<ul style="list-style-type: none"> Suggestion box 建議箱
<ul style="list-style-type: none"> Regulatory bodies 監管實體 	<ul style="list-style-type: none"> Seminars 座談會
<ul style="list-style-type: none"> The community 社區 	<ul style="list-style-type: none"> Social welfare activities 社會福利活動

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環境、社會及管治報告

MATERIALITY ASSESSMENT

Materiality assessment of ESG issues has become a corporate imperative. The concept of materiality encompasses all those issues that the Group needs to take into account, and it provides a blueprint for our sustainable development strategy. The Group reviews the materiality of ESG-related topics based on stakeholder engagement activities on an annual basis that truly reflect the environmental and social issues to stakeholders.

The Group has evaluated the materiality and importance in ESG aspects through the following steps:

重要性評估

環境、社會及管治問題的重要性評估已成為企業的當務之急。重要性的概念涵蓋了本集團需要考慮的所有問題，並為我們的可持續發展戰略提供了藍圖。本集團每年根據利益相關人士參與活動審查環境、社會及管治相關主題的重要性，以真實反映利益相關人士的環境及社會問題。

本集團通過以下步驟評估了環境、社會及管治方面的重大性及重要性：

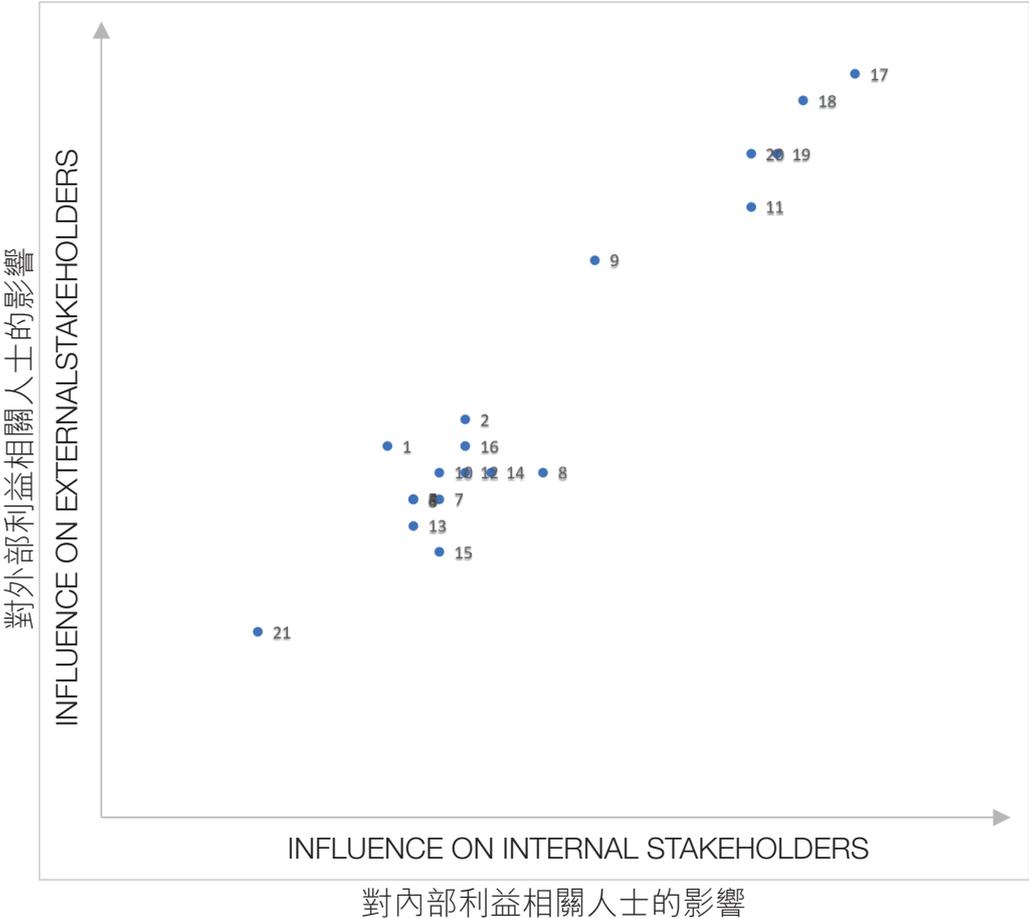


Environmental, Social and Governance Report

環境、社會及管治報告

The result of the materiality assessment of ESG issues is displayed in the following materiality matrix.

環境、社會及管治問題的重要性評估結果顯示在以下重要性矩陣中。



Environmental, Social and Governance Report

環境、社會及管治報告

- | | |
|--|---|
| 1. Greenhouse gas emissions
溫室氣體排放 | 12. Supplier selection and assessment
供應商選擇與評估 |
| 2. Waste management
廢棄物管理 | 13. Green procurement
綠色採購 |
| 3. Energy consumption
能源消耗 | 14. Product quality control
產品質量控制 |
| 4. Water consumption
耗水量 | 15. Product recall
產品召回 |
| 5. Paper consumption
耗紙量 | 16. Customer satisfaction
客戶滿意度 |
| 6. Management risk related to environment & natural resources
與環境及自然資源相關的管理風險 | 17. Protection of intellectual property rights & customer data
知識產權及客戶資料保護 |
| 7. Equal opportunities
平等機會 | 18. Anti-corruption & whistle-blowing policies
反貪污及舉報政策 |
| 8. Employee's benefits
員工福利 | 19. Concluded legal cases
結案的法律案件 |
| 9. Occupational health and safety
職業健康及安全 | 20. Anti-corruption trainings
反貪污培訓 |
| 10. Employee development and training
員工發展及培訓 | 21. Community engagement
社區參與 |
| 11. Prevention of child labor & forced labour
防止童工及強迫勞動 | |

The following five topics have been deemed as the most important ESG issues:

- Protection of intellectual property rights and customer data;
- Anti-corruption and related trainings, and whistle-blowing policies;
- Concluded legal cases
- Prevention of child labor and forced labor; and
- Occupational health and safety

The Group has strictly complied with the statutory requirements in respect of the identified material aspects. The Group aims to keep close communication with its stakeholders and continue to improve its ESG performance.

以下五個主題被認為是最重要的環境、社會及管治問題：

- 知識產權及客戶資料保護；
- 反貪污及相關培訓及舉報政策；
- 結案的法律案件
- 防止童工及強迫勞動；及
- 職業健康及安全

本集團已就已識別的重要方面嚴格遵守法定要求。本集團致力與權益相關人士保持密切溝通，並持續改善其環境、社會及管治表現。

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環境、社會及管治報告

A. ENVIRONMENTAL

Due to the Group's service-based business nature, we do not cause significant impacts on the environment. In spite of this, the Group is committed to upholding high environmental standards and mitigating our environmental impacts.

1. Emissions

We recognize the importance of sustainability in our business operation. We put emphasis on complying with the relevant environmental law and regulations in Singapore, Hong Kong and the PRC, including but not limited to the followings:

- Environmental Protection and Management Act (EPMA) of Singapore;
- Environmental Public Health Act (EPHA) of Singapore;
- Hazardous Waste (Control of Export, Import and Transit) Act (HWA) of Singapore;
- Air Pollution Control Ordinance of Hong Kong;
- Waste Disposal Ordinance of Hong Kong;
- Environmental Protection Law of the PRC; and
- Prevention and Control of Environmental Pollution by Solid Wastes Law of the PRC.

During the Reporting Period, there was no reported case of material noncompliance with relevant laws and regulations relating environmental protection.

Air Emissions

Due to the Group's business nature, it does not involve in any industrial production nor possess any manufacturing facilities or motor vehicles during the Reporting Period. Therefore, the Group did not generate a material amount of exhaust gas emissions during its operation (2021: Nil).

A. 環境

由於本集團以服務為本的業務性質，我們不會對環境造成重大影響。儘管如此，本集團仍致力於維持高環境標準並減輕我們對環境的影響。

1. 排放物

我們認識到可持續發展在我們業務運營中的重要性。我們強調遵守新加坡、香港及中國的相關環境法律法規，包括但不限於以下內容：

- 新加坡《環境保護及管理法 (EPMA)》；
- 新加坡《環境公共衛生法 (EPHA)》；
- 新加坡《有害廢棄物(出口、進口及運輸管制)法(HWA)》；
- 香港空氣污染管制條例；
- 香港廢棄物處置條例；
- 中華人民共和國環境保護法；及
- 中華人民共和國固體廢棄物法防治環境污染。

報告期間內，本公司未發生重大違反環境保護相關法律法規的舉報案件。

空氣排放

由於本集團的業務性質，報告期間內，本集團不涉及任何工業生產，亦不擁有任何生產設施或機動車輛。因此，本集團在營運期間並無產生大量廢氣排放(2021年：無)。

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Greenhouse Gas Emissions

Human activities and economic development have aggravated the emission of greenhouse gases (“GHG”) atmospheric concentration, leading to accelerating temperatures around the globe and climate change. Since no industrial production is involved nor vehicles are owned by the Group, there was no reported direct emission of GHG (Scope 1) during the Reporting Period. The Group’s main sources of GHG emissions are the indirect emission from electricity consumption (Scope 2) that is utilized to power facilities and equipment. Electricity consumption to be reported in this section assessment only included those from DS Regenerative Medicine Limited as electricity consumption from other operating entities is considered immaterial or the data is centrally managed by the property management companies which is unavailable to us. Compared with 2021, electricity consumption in 2022 increased significantly, and was caused by a resume in operations under a stabilized COVID-19 epidemic trend. During the Reporting Period, reported GHG emissions are as follows:

溫室氣體排放

人類活動及經濟發展加劇了溫室氣體(「溫室氣體」)大氣濃度的排放，導致加速全球氣溫及氣候變化。由於本集團不涉及工業生產，亦未擁有或車輛，故報告期間內並無報告溫室氣體(範圍一)的直接排放。本集團溫室氣體排放的主要來源是用於為設施及設備提供動力的電力消耗(範圍二)的間接排放。本節評估報告的用電量僅包括德斯再生醫學有限公司的用電量，因為其他運營實體的用電量被認為並不重大，或數據由物業管理公司集中管理，我們無法獲得。與2021年相比，2022年的用電量顯著增加，這是由於新型冠狀病毒疫情趨勢穩定下恢復運營所致。報告期間內，報告的溫室氣體排放量如下：

GHG Emissions	Unit	FY2021	FY2021	FY2022	FY2022
			Intensity		Intensity
			(Per revenue)		(Per revenue)
溫室氣體排放	單位	2021 財年	2021 財年密度 (按收入計)	2022 財年	2022 財年密度 (按收入計)
Scope 1					
範圍一					
Direct emission	Kg of CO ₂ e	Nil	Nil	Nil	Nil
直接排放	千克二氧化碳當量	零	零	零	零
Scope 2					
範圍二					
Indirect emission					
間接排放					
— Purchased electricity	Kg of CO ₂ e	12,860.58	1,249.93	103,499.76	24,407.02
— 外購電	千克二氧化碳當量				
Notes			附註		
* GHG emissions data is presented in terms of carbon dioxide equivalent and are based on, 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, Appendix II: Reporting Guidance on Environmental KPIs” issued by the Hong Kong Stock Exchange.			* 溫室氣體排放數據以二氧化碳當量表示，基於但不限於世界資源研究所及世界可持續發展工商理事會發布的「溫室氣體協議：企業會計及報告標準」，香港聯交所發布的附錄二：《環境關鍵績效指標報告指引》。		
* For FY2022, Intensity is calculated by dividing the emission by the Group’s revenue in 2022 (approximately S\$4.24 million)			* 對於2022財年，密度的計算方法是將排放量除以集團2022年的收入(約424萬新加坡元)		

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Hazardous Waste

We adopt a responsible management for our medical waste and consider complying with all relevant regulations in the countries that we operate. To dispose medical waste in a safe and reliable manner, we have entered into service agreements with local government-licensed toxic industrial waste collector. The licensed service provider collects the medical waste from our main clinic, and, to our knowledge, they would dispose the waste in authorized incineration plant approved under relevant laws where we operate. As for our other clinic, the hazardous waste is handled by an independent party engaged by the hospital. As any hazardous waste has been collected and handled directly by the specialized contractors, it is not feasible for us to provide relevant usage data. Despite of it, in order to continuously reduce the adverse impact associated with the production of hazardous waste, the Group will continue to monitor the amount of clinical waste generated during its operations.

Non-hazardous Waste

Our non-hazardous wastes are mainly referred to paper and plastic waste during our daily operations. The overall amount of non-hazardous wastes is considered minimal as we have adopted a reasonable level of digitalization in our operation, and the Group has not been accounting for domestic waste generated by its facilities, which has been collected and disposed of directly by local government services. However, we understand the disposal of non-hazardous waste is also an important task in consideration that certain types of non-hazardous waste can be recycled.

To minimize the environmental impacts of both hazardous and non-hazardous waste generated from the Group's business operations, we target to achieve 5% reduction in both hazardous and non-hazardous waste by 2032, using FY2021 as the base year.

有害廢棄物

我們對我們的醫療廢棄物採取負責任的管理，並考慮遵守我們經營所在國家／地區的所有相關法規。為安全可靠地處理醫療廢棄物，我們與當地政府許可的有毒工業廢棄物收集商簽訂服務協議。持牌服務供應商從我們的主要診所收集醫療廢棄物，據我們所知，彼等將在我們經營所在地的相關法律批准的授權焚燒廠處置廢棄物。至於我們的另一家診所，有害廢棄物由醫院聘請的獨立方處理。由於任何有害廢棄物均由專業承包商直接收集及處理，我們無法提供相關使用數據。儘管如此，為持續減少有害廢棄物產生的不利影響，本集團將繼續監察營運期間產生的醫療廢棄物量。

無害廢棄物

我們的無害廢棄物主要是指日常運營中產生的紙張及塑料廢棄物。由於我們在運營中採用了合理水平的數字化，因此非有害廢棄物的總量被認為是微乎其微，並且本集團並無核算其設施產生的生活垃圾，有關垃圾已由當地政府服務機構直接收集及處置。然而，我們理解無害廢棄物的處理也是一項重要任務，因為若干類型的無害廢棄物可以回收利用。

為將本集團業務運營產生的有害及無害廢棄物對環境的影響減至最低，我們的目標是到2032年將有害及無害廢棄物減少5%，以2021財年為基準年。

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For the hazardous waste, we aim to achieve the target by continuously adopting the waste management policy as mentioned in the above section of “Hazardous Waste”. For the non-hazardous waste, we have adopted the following environmentally friendly initiatives:

- Place a single-sided paper collection box and a wastepaper recycling box near the photocopiers;
- Paper and plastics waste are collected for delivery to recycling companies;
- Encourage our employees to use both sides of paper, set duplex printing as the default mode for our network printers, use recycled paper to minimize the wastage of paper, and bring their own mug instead of disposable paper cups;
- Install hand dryers in our clinics’ toilets to reduce paper towel consumption; and
- Encourage customers to bring reusable bags.

We aim to implement a tracking system in future so as to better track the total amount of non-hazardous waste generated in RMH. This will enable us to reflect a more accurate figure of the non-hazardous waste generated in RMH in future reporting.

Our Targets and Initiatives

The principal GHG emissions of the Group are generated from purchased electricity. We target to achieve 5% reduction of emission by 2032, using FY2021 as the base year. The Group actively adopts electricity conservation and energy saving measures as well as other measures to achieve this goal:

- Arranged all our electrical appliances and medical equipment to be set in energy saving mode;
- Reduce excessive lighting and air-conditioning to minimize usage of cooling towers during low loading periods for air-conditioning;

對於有害廢棄物，我們旨在通過繼續採用上文「有害廢棄物」部分所述的廢棄物管理政策來實現目標。對於無害廢棄物，我們採取了以下環保舉措：

- 在復印機附近放置單面紙收集箱及廢紙回收箱；
- 紙及塑料垃圾被收集起來運送給回收公司；
- 鼓勵我們的員工使用雙面紙，將雙面打印設置為我們網絡打印機的默認模式，使用再生紙以減少紙張浪費，並自帶馬克杯而不是一次性紙杯；
- 在我們診所的廁所安裝乾手器，以減少紙巾的用量；及
- 鼓勵顧客攜帶可重複使用的袋子。

我們計劃於未來實施追蹤系統以更好地追蹤德斯產生的無害廢棄物總量。此舉將使我們能夠在未來的報告中就德斯產生的無害廢棄物提供更準確的數據。

我們的目標及舉措

本集團的主要溫室氣體排放來自外購電力。我們的目標是到2032年實現減排5%，以2021財年為基準年。本集團積極採取節電節能等措施來實現這一目標：

- 將我們所有的電器及醫療設備設置為節能模式；
- 減少過度照明及空調，以盡量減少在空調低負荷期間使用冷卻塔；

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- Clean dust filters and remove obstructions at air inlets and outlets of the air-conditioners on a regular basis to maintain optimum air-conditioning performance;
 - All air-conditionings of our clinics and other premises will be set at 25.5°C as indoor temperature;
 - Adopt LED panel lights instead of traditional fluorescent lamps for higher energy efficiency;
 - Activate “sleep” mode in some of office equipment during office hours, including photocopiers and printers;
 - Encourage our senior employees to schedule regular meeting with conference calls or use of other electronic media to reduce travelling for business meetings when applicable; and
 - Placing “Green Message” reminders on office equipment and workplace to further enhance employees’ environmental awareness.
- 定期清潔濾塵器及清除冷氣機進出風口的阻塞物，以維持最佳的空調效能；
 - 我們診所及其他場所的所有空調室內溫度將設定為25.5°C；
 - 採用LED面板燈替代傳統熒光燈，能源效率更高；
 - 在辦公時間內啟動部分辦公設備的「睡眠」模式，包括複印機及打印機；
 - 鼓勵我們的高級員工通過電話會議或使用其他電子媒體安排定期會議，以在適用時減少商務會議的出差；及
 - 在辦公設備及工作場所放置「綠色訊息」提示，進一步提升員工的環保意識。

2. Use of resources

As our business nature is service focused, the main resources used in our daily operation are electricity, water and papers. In line with our Group’s policy, we encourage our employees to manage the resources used in an effective and efficient manner.

2. 資源使用

由於我們的業務性質是以服務為中心，我們日常營運所使用的主要資源為電、水及紙張。根據本集團的政策，我們鼓勵我們的員工以有效及高效的方式管理所使用的資源。

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Energy Consumption

The Group's main sources of energy consumption is electricity which is used to support the equipment and facilities. As stated above, electricity consumption to be reported only included those from DS Regenerative Medicine Limited and the summary of usage is as follow:

Energy Sources 能源	Unit 單位	FY2021 2021 財年	FY2022 2022 財年
Purchased electricity 外購電	kWh 千瓦時	31,521.02	265,384.00
Consumption intensity 耗用密度	kWh/revenue 千瓦時／收入	3,063.56	62,582.09

Notes

* For FY2022, Intensity is calculated by dividing the electricity usage by the Group's revenue in 2022 (approximately S\$4.24 million)

Water Consumption

We recognize water as an important natural resource and have constantly remind our employees the importance of water conservation. The water consumption is mainly used in office and clinics. Water consumption to be reported in this section assessment only included those from DS Regenerative Medicine Limited. Water supply from other operating entities is centrally managed by its respective property management company and there is no separate meter for individual office units, thus, it is not feasible for us to provide relevant water usage data. In 2022, the total water consumption to be reported accounted to 36.0m³ (2021: 39.8m³).

能源消耗

本集團能源消耗的主要來源為電力，用於支持設備及設施。綜上所述，所申報的用電量僅包括德斯再生醫學有限公司的用電量，使用概要如下：

附註

* 對於2022財年，密度的計算方法是用電量除以集團2022年的收入（約424萬新加坡元）

耗水量

我們將水視為重要的自然資源，並不斷提醒員工節約用水的重要性。用水量主要用於辦公室及診所。本節評估報告的用水量僅包括來自德斯再生醫學有限公司的用水量。其他經營實體的供水由其各自的物業管理公司集中管理，個別辦公單位沒有單獨的水錶，因此我們無法提供相關的用水數據。於2022年，要報告的總用水量為36.0立方 米(2021年：39.8立方 米)。

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Our Targets and Initiatives

The Group has initiated policies to raise awareness of electricity conservation and has adopted energy saving measures throughout our daily operation as elaborated in the section of “Emissions”. Using FY2021 as the base year, we target to reduce 5% electricity consumption by 2032.

Due to the geographical location of the Group’s operations, there is no issue in sourcing water that is fit for purpose. Nevertheless, we are always conscious of water conservation. We encourage our employees to monitor the water usage in our clinics, back office and laboratory on a monthly basis to identify sudden spikes in consumption as well as water leaking in the piping system. Any dripping or leakage of water mains and tap will be repaired promptly. We also place water conservation posters in prominent places to encourage our employees to save water. We are considering to install flow controllers and automatic on or off sensor on taps for efficiency of water use. By adopting these initiatives, we target to reduce our water consumption by 5% by 2032, using FY2021 as the base year.

Packaging Materials

We are primarily involved with the dermatological and surgical practice, dental care and the prescription of medication and skin-care products. These medication and skin-care products are manufactured, packed, and distributed by our suppliers. As our business nature is service-focused, there was no significant amount of packaging material used in our daily operation. As such, we do not track the packaging materials used for the products. However, we always encourage our suppliers to use less packaging material and require our offices to control the total amount of paper used.

我們的目標及舉措

如「排放物」一節所述，本集團已推行政策以提高節電意識，並在我們的日常營運中採取節能措施。以2021財年為基準年，我們的目標是到2032年將用電量減少5%。

由於本集團業務所處的地理位置，採購適合用途的水源不存在問題。儘管如此，我們始終有節約用水的意識。我們鼓勵我們的員工每月監測診所、後勤辦公室及實驗室的用水情況，以發現用水量突然激增以及管道系統漏水的情況。水管及水龍頭如有滴水或漏水，會及時維修。我們亦在醒目位置張貼節水海報，鼓勵員工節約用水。我們正在考慮在水龍頭上安裝流量控制器及自動開關傳感器以提高用水效率。通過採取這些舉措，我們的目標是到2032年將用水量減少5%，以2021財年為基準年。

包裝材料

我們主要從事皮膚及外科手術、牙科護理以及藥物及護膚品的處方。該等藥物及護膚品由我們的供應商製造、包裝及分銷。由於我們的業務性質是以服務為中心，因此我們的日常營運並無大量使用包裝材料。因此，我們不會追蹤產品所用的包裝材料。然而，我們一直鼓勵我們的供應商減少使用包裝材料，並要求我們的辦公室控制紙張的使用總量。

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3. The environment and natural resources

The importance of the environment and natural resources is well understood by the Group. With the goal of attaining environmental sustainability, we have integrated the concept of environmental preservation and natural resource conservation into its internal management and daily operations. Based on our business nature, the natural resources which contributed to our daily operations are primarily from the usage of electricity, water and paper. Therefore, the Group is not aware of any significant impacts of activities on the environment and natural resources during the Reporting Period. The Group continues to monitor any possible adverse impacts brought by our business operation on the natural environment.

In line with our Group's policies, we strive to minimize the impact to the environment by encouraging our employees to monitor and manage the consumption of energy and natural resources in a more efficient manner as mentioned in the section of "Emissions" and "Use of resources" in response to the potential impacts on the environment and natural resources. The Group also identifies important operational issues and offers employees with trainings to raise their knowledge in order to assist all employees in understanding key environmental variables and associated departments in controlling potential impacts on the environment and natural resources.

The Group remains conscious of the potential impact its operations on the environment and adopts preventive measures to reduce the relevant environmental damage while ensuring compliance with relevant laws and regulations.

3. 環境及天然資源

本集團深知環境及自然資源的重要性。我們以實現環境可持續發展為目標，將環境保護及自然資源保護的理念融入其內部管理及日常運營中。根據我們的業務性質，為我們日常營運作出貢獻的自然資源主要來自電力、水及紙張的使用。因此，本集團並不知悉報告期內的活動對環境及自然資源有任何重大影響。本集團持續監察我們的業務營運對自然環境可能帶來的任何不利影響。

根據我們集團的政策，我們鼓勵員工以更有效的方式監控及管理能源及自然資源的消耗，以盡量減少對環境的影響，如「排放物」及「資源使用」部分所述，以應對對環境及自然資源的潛在影響。本集團還識別重要的運營問題，並為員工提供培訓以提高他們的知識，以幫助所有員工了解關鍵的環境變量，並幫助相關部門控制對環境及自然資源的潛在影響。

本集團始終意識到其運營對環境的潛在影響，並採取預防措施減少相關環境破壞，同時確保遵守相關法律法規。

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4. Climate change

The countries where we have operation, either Singapore, Hong Kong or the PRC, is a low-lying, densely populated tropical island city-state, it is vulnerable to the effects of climate change and variability. The typical effects of climate include:

Warmer weather 天氣暖化

- Top 10 warmest years on record
有記錄以來最熱的10個年份

Heavy rainfall 暴雨

- Increasing trends in both intensity and frequency of heavy rainfall events are expected as the world gets warmer
隨著世界變暖，預計強降雨事件的強度及頻率都會呈上升趨勢

Impact on human health 對人體健康的影響

- Higher temperatures may affect human health and healthcare operations
氣溫上升或會影響人類健康及醫療業務營運

The Group understands that higher temperatures may affect human health and healthcare operations. Vector and pest populations could increase from a result of higher temperatures and rainfall, increasing the incidence of diseases such as dengue. However, as the Group is principally engaged in dermatological and surgical practice as well as dental care, the Board, as advised by the ESG Working Committee, considers that those typical climate change effects have relatively light impacts on the Group.

Considerations of TCFD Recommendations

Nevertheless, RMH takes reference to the recommendations and approach set out by The Task Force of Climate related Financial Disclosure (“TCFD”) in assessing the climate changes impacts on the Group. Thus, the Group has assessed the climate-related impacts from risks and opportunities aspects.

4. 氣候變化

我們業務所在的國家，無論是新加坡、香港還是中國，都是地勢低窪、人口稠密的熱帶島嶼城邦，容易受到氣候變化及多變性的影響。氣候的典型影響包括：

本集團明白氣溫上升或會影響人類健康及醫療業務。病媒及害蟲數量可能因氣溫及降雨量上升而增加，導致登革熱等疾病的發病率增加。然而，由於本集團主要從事皮膚及外科業務以及牙齒護理，董事會（據環境、社會及管治工作委員會告知）認為，該等典型氣候變化影響對本集團的影響相對較輕。

考慮TCFD建議

然而，德斯參考氣候相關財務資訊披露工作小組（「TCFD」）的建議及方法，評估氣候變化對本集團的影響。因此，本集團已從風險及機會方面評估氣候相關影響。

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Climate-change-related risks

The Group divides climate-change-related risks into two major categories: (1) risks related to the transition to a low carbon economy and (2) risks related to the physical impacts of climate change.

氣候變化相關風險

本集團將氣候變化相關風險分為二個主要類別：(1)與向低碳經濟轉型有關的風險及(2)與氣候變化的實體影響有關的風險。

Transition risks 轉型風險

- May entail extensive policy, legal, technology, and market changes to address mitigation and adaptation requirements related to climate change in the course of transitioning to a lower-carbon economy. There are four sub-risks, namely Policy and Legal Risks, Technology Risk, Market Risk and Reputation Risk.

可能涉及廣泛的政策、法律、科技及市場變化，以應對在向低碳經濟轉型過程中與氣候變化有關的緩解及適應要求。子風險為四個，即政策及法律風險、科技風險、市場風險及聲譽風險。

Physical risks 實體風險

- May have financial implications for the Group, such as direct damage to assets and indirect impacts from supply chain disruption, which can be driven by acute events ("Acute Events") or longer-term chronic shifts ("Chronic Shift") in climate patterns.

可能對本集團構成財務影響，如資產的直接損害及供應鏈中斷的間接影響，可由氣候模式的急性事件（「急性事件」）或長期慢性轉移（「慢性轉移」）所引起。

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Climate-change-related opportunities

The Group also takes into consideration of climate-change related opportunities and divides them into five major categories related to resource efficiency and cost savings, the adoption of low-emission energy sources, the development of new products and services, access to new markets, and building resilience along the supply chain.

The overall-risk rating of climate-change-related risks and opportunities of the Group is considered low as presented below:

氣候變化相關機遇

本集團亦考慮氣候變化相關的機遇，並將其劃分為五個主要類別，與資源效益及成本節約、採用低排放能源、開發新產品及服務、進入新市場及建立供應鏈復原力相關。

本集團的氣候變化相關風險及機遇的整體風險評級被認為較低，呈列如下：



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Climate Change Impact Assessment

The Board has instructed the ESG Working Committee to perform an assessment on the climate-change-related risks and opportunities of the Group. The following table presents the summary of the Group's assessment.

氣候變化影響評估

董事會已指示環境、社會及管治工作委員會對本集團的氣候變化相關風險及機遇進行評估。下表呈列本集團的評估概要。

Type 種類	Climate-related risks and opportunities 氣候相關風險及機遇	Our measures or approach 我們的措施或方法	Potential financial impacts when risks are realized 風險實現時的潛在財務影響
Transition Risk 轉型風險	Policy and legal 政策及法律	The Group is of the view that there are no regulatory or market policies or technology changes required or on the trend that would have significant impact on the Group. 本集團認為，概無監管或市場政策或科技所要求之變動或趨勢對本集團有重大影響。	Remote 甚低
	Technology 科技		The risks and impacts are considered remote 該等風險及影響被視為甚低。
	Market 市場	Customers may have higher expectations of our image and services from an environmentally friendly perspective. 從環保角度而言，客戶可能對我們的形象及服務有更高的期望。	Possible 有可能
	Reputation 聲譽		There is a possible impact on the reputation of our Company. 對本公司的聲譽有可能造成影響。

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Type 種類	Climate-related risks and opportunities 氣候相關風險及機遇	Our measures or approach 我們的措施或方法	Potential financial impacts when risks are realized 風險實現時的潛在財務影響
Physical risk 實體風險	Acute Events 緊急事件	The Group is of the view that it is not subject to physical risks brought alone from climate change.	Remote 甚低
	Chronic Shifts 長期轉移	However, the Group will take a monitoring approach and will continuously monitor the change in physical risks. 本集團認為其不受氣候變化單獨帶來的實體風險影響。然而，本集團將採取監控方法，並將持續監控實體風險的變化。	The risks and impacts are considered remote. 該等風險及影響被視為甚低。
Opportunities 機會	Resource efficiency 資源效益	The Group is of the view that there are no regulatory or market policies or technology changes required or on the trend that would have significant impact on the Group.	Remote 甚低
	Energy source 能源來源	本集團認為，概無監管或市場政策或科技所要求之變動或趨勢對本集團有重大影響。	The opportunities and benefits are considered remote 該機會及利益被視為甚低。
	Products & services 產品及服務	Customers may have higher expectations of our image and services from an environmentally friendly perspective.	Possible 有可能
	Market 市場	從環保角度而言，客戶可能對我們的形象及服務有更高的期望。	There is a possible market if we can build an environmental supply chain.
	Resilience 復原力		倘我們能夠建構環境供應鏈，或能開拓潛在市場。

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B. SOCIAL

EMPLOYMENT AND LABOUR PRACTICE

1. Employment

Employees are our most valued-assets and we are fully committed to creating a respectful and collaborative work environment. The Group strictly complies with all applicable laws and regulations that have significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, other benefits and welfare, including but not limited to the following:

- The Employment Act (Cap. 91) of Singapore;
- The Employment of Foreign Manpower Act of Singapore;
- The Employees' Compensation Ordinance of Singapore;
- Central Provident Fund Act (Cap. 36) of Singapore;
- The Employment Ordinance of Hong Kong;
- The Employees' Compensation Ordinance of Hong Kong;
- Mandatory Provident Fund Ordinance of Hong Kong;
- Labor Law of the PRC;
- The Labor Contract Law of the PRC; and
- Law of the PRC on Employment Promotion

During the Reporting Period, two cases of delayed salary payment were reported. The two employees were employed under RMH Imaging Limited, which is one of the subsidiaries operated in Hong Kong and has become dormant during the Reporting Period. With the conciliation service provided by the Labor Department, the dispute had been resolved subsequently between RMH Imaging Limited and the employees.

B. 社會

僱傭及勞工常規

1. 僱傭

員工是我們最寶貴的資產，我們完全致力於創造相互尊重及協作的工作環境。本集團嚴格遵守所有對本集團有重大影響的有關薪酬及解僱、招聘及晉升、工作時間、休息時間、平等機會、多元化、反歧視、其他待遇及福利的適用法律及法規，包括但不限於僅限於以下內容：

- 新加坡《就業法(第91章)》;
- 新加坡《僱傭外籍勞工法》;
- 新加坡《僱員補償條例》;
- 新加坡《中央公積金法(第36章)》;
- 香港僱傭條例;
- 香港僱員補償條例;
- 香港強制性公積金條例;
- 中華人民共和國勞動法;
- 中華人民共和國勞動合同法;
- 及
- 中華人民共和國就業促進法

報告期內，共報告拖欠工資2起。該兩名僱員受僱於RMH Imaging Limited，該公司是其中一間在香港營運的附屬公司，於報告期間已停業。在勞工處提供的調解服務下，RMH Imaging Limited與僱員之間的糾紛其後得以化解。

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In addition to the above, there was no reported incident of noncompliance with laws and regulations relating to employment practices.

除上述情況外，沒有報告不遵守與僱傭慣例有關的法律法規的事件。

Workforce and turnover

As at the end of the Reporting Period, the Group has a total number of 50 (2021: 56) employees, which comprises 40 full-time employees and 10 part-time employees. The details are as follow:

勞動力及流失率

截至報告期間末，本集團共有員工50人(2021年：56人)，其中全職員工40人，兼職員工10人。詳情如下：

		Number of Staff 員工人數	Percentage % 百分比%
Gender	性別		
Male	男性	24	48.0%
Female	女性	26	52.0%
Age Group	年齡組別		
18–30	18歲至30歲	15	30.0%
31–40	31歲至40歲	12	24.0%
41–50	41歲至50歲	14	28.0%
51 or above	51歲或以上	9	18.0%
Geographical Region	地理區域		
Hong Kong	香港	10	20.0%
The PRC	中國	39	78.0%
Singapore	新加坡	1	2.0%
Employee Category	員工類別		
Senior management	高級管理人員	11	22.0%
Middle management	中層管理人員	4	8.0%
Supervisor	主管	–	–
General staff	一般職員	35	70.0%

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The analysis of staff turnover rate by different categories are as follows:

不同類別員工離職率分析如下：

		Number of Staff 員工人數	Percentage % 百分比 %
Gender	性別		
Male	男性	6	25.0%
Female	女性	8	30.8%
Age Group	年齡組別		
18—30	18歲至30歲	10	66.7%
31—40	31歲至40歲	2	16.7%
41—50	41歲至50歲	1	7.1%
51 or above	51歲或以上	1	11.1%
Geographical Region	地理區域		
Hong Kong	香港	1	10.0%
The PRC	中國	13	33.3%
Singapore	新加坡	—	—

Notes

* The turnover rate by category is calculated by dividing the number of employees in the specified category leaving employment by the total number of employees in that specified category.

附註

* 按類別劃分的流失率的計算方法是將指定類別中離職的員工人數除以該指定類別中的員工總數。

We emphasize the protection of labor rights, equal opportunity and non-discrimination in the workplace. We promote employee diversity and vehemently reject discrimination, working to remove any discrimination against candidates and employees based on variables such as gender, age, color, religion beliefs, and gender orientations. The Group's working hour policies for our employees have been in complete conformity with national laws and regulations in order to preserve employees' legitimate rights and interests. Our employees work standardized hours and have access to paid leave, maternity leave, sick leave, public holidays, and specified rest intervals, ensuring that they get enough rest and maintain a healthy work-life balance. If any unfair treatment is discovered, the concerned employees should report the incident to the head of Human Resources Department directly. Much effort is also given by the Group to safeguard the legitimate rights and interests of employees and cater for the developmental needs of employees.

我們重視保護勞工權益、平等機會及工作場所零歧視。我們提倡僱員多元化，堅決拒絕歧視，從性別、年齡、膚色、宗教信仰、性別取向等變量出發，消除對申請人及僱員的歧視。本集團的僱員工作時間政策完全符合國家法律法規，以維護僱員的合法權益。我們的僱員工作時間標準化，並享有帶薪假期、產假、病假、公眾假期及規定的休息時間，確保僱員得到足夠的休息並保持健康的工作與生活平衡。倘發現任何不公平待遇，相關僱員應直接向人力資源部主管報告事件。本集團亦致力維護僱員的合法權益，滿足僱員的發展需求。

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Human Resources Policy and Staff Handbook are established for regulating recruitment, promotion, discipline, working hours and vacations. Our Human Resources Department is responsible for such implementation confirms that our employees have a full understanding of the contents of both documents. Employees who fail to comply with the company's regulations are first given a warning notice and, in serious cases, are dismissed. We have created a harmonious working environment as well as a safe and comfortable workplace to build a business platform for every employee to grow with the Group. Our employment documents and practices are formulated in compliance with relevant law and regulations and reviewed on a regular basis.

We have developed a standardized recruitment process with the goal of attracting and retaining talent for our teams that is tailored to their specific job requirements. The Group's hiring process considers criteria including their experience, skills, and expertise needed for our business operations. Regardless of gender, age, ethnicity, religion, disability, or gender orientation, applicants who match the requirements for a position are given equal interview opportunities. There is also a thorough description of the job, including responsibilities, benefits, and compensation packages. Applicants with relatives working in the Group must clarify personal relationships and ensure that their relatives' work in the Group is unaffected.

We are committed to offering competitive remuneration as well as complete benefits and protections to our employees. In order to attract, motivate, and retain excellent people, we assess our compensation and benefits programs on a regular basis. The remuneration of our employees is determined by aspects such as their qualifications, contributions, and years of experience. Employee performance is evaluated on a regular basis, and those who do well are provided opportunities for advancement.

本集團已制定人力資源政策及員工手冊，以規管招聘、晉升、紀律、工時及假期。我們的人力資源部負責有關實施，確認我們的僱員全面了解兩份文件的內容。不遵守公司規定的僱員首先會收到警告通知，情況嚴重者會被解僱。我們創造和諧的工作環境及安全舒適的工作環境，為每一位僱員創建與本集團共同成長的事業平台。我們的僱傭文件及慣例乃根據相關法律及法規制定，並定期檢討。

我們已制定標準化的招聘流程，旨在為我們的團隊吸引及挽留符合其特定工作要求的人才。本集團的招聘程序考慮的標準包括其經驗、技能及業務營運所需的專業知識。不論性別、年齡、種族、宗教、身體殘疾或性別取向，符合職位要求的申請人將獲得平等的面試機會。我們亦對工作進行全面描述，包括職責、福利及薪酬待遇。申請人如有親屬在本集團工作，必須澄清個人關係，並確保其親屬在本集團的工作不受影響。

我們致力為僱員提供具競爭力的薪酬以及完善的福利及保障。為吸引、激勵及挽留優秀人才，我們定期評估薪酬及福利計劃。我們僱員的薪酬乃根據彼等的資格、貢獻及年資等方面釐定。我們定期評估僱員表現，並為表現良好的僱員提供晉升機會。

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2. Health and safety

Workplace safety and employees' health are non-negotiable and of the Group's top priority. The Group reviews the workplace and safety policies regularly to ensure compliance with applicable laws, including but not limited to the following:

- Workplace Safety and Health Act (Cap. 354A) of Singapore;
- Guidelines on Aesthetic Practices for Doctors of Singapore;
- Radiation Protection Act (Cap. 262) of Singapore;
- Workplace Safety and Health (Incident Reporting) Regulations of Singapore;
- Private Healthcare Facilities Ordinance (Chapter 633 of the Laws of Hong Kong);
- Laws of Hong Kong on Employees' Compensation Ordinance; and
- Law of the PRC on the Prevention and Control of Occupational Diseases

The Group is committed to providing employees with a safe and comfortable work environment. To protect the health of employees, we have established Business Process Manual which emphasizes on safety procedures and awareness in handling medical devices during daily operations. Our in-house doctors are responsible for the provision of support and resources required to maintain safe and ideal working conditions within the clinics. Furthermore, they are also responsible for the implementation and planning of proper administrative procedures, including adhering to an agreed reporting structure and investigation methodology in the event of an incident occurring within the workplace.

2. 健康與安全

工作場所安全及員工健康不容討價還價，也是本集團的首要任務。本集團定期審查工作場所及安全政策，以確保遵守適用法律，包括但不限於以下內容：

- 新加坡《工作場所安全及健康法案(第354A章)》；
- 新加坡《醫生美容作業指引》；
- 新加坡《輻射保護法(第262章)》；
- 新加坡《工作場所安全及健康(事故報告)規例》；
- 私營醫療機構條例(香港法例第633章)；
- 香港法例僱員補償條例；及
- 中華人民共和國職業病防治法

本集團致力為員工提供安全舒適的工作環境。為保護員工健康，我們的業務流程手冊著重於日常營運中處理醫療設備時的安全程序及意識。我們的內部醫生負責提供所需的支援及資源以使診所保持安全及理想的工作條件。此外，彼等亦負責規劃及實施適當的行政程序，包括在工作場所發生事件時遵從協定的呈報架構及調查方法。

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Occupational Safety Measures

- Provide clear and comprehensive guidelines to all staff on how to handle bad weathers, injuries and work related injuries;
- Encourage staff to maintain a good and correct posture, while maintaining an appropriate eye level with the computer screen to reduce stress and strain on their bodies;
- Keep passages clear and the working environment clean and tidy;
- Place first aid kits and fire extinguishers in workplace;
- Ensure that all staff are familiar with the fire protection equipment and fire escape routes; and
- Proper disposal of clinical and domestic waste.

In each of the past three years, including the Reporting Period, the Group was not aware of any work-related fatalities, lost days due to work injury and did not identify any material non-compliance with laws and regulations relevant to the health and safety of employees.

Our Effort On COVID-19 Control

The Group have fulfilled all the lockdown and quarantine requirement imposed in Singapore. In addition, our ESG Working Committee has set up and overseen reporting mechanism to timely report suspected or confirmed infection cases of our employees and their associates. We have also established the following necessary precaution measures.

職業安全措施

- 向全體員工提供有關如何處理惡劣天氣、受傷及工傷的清晰及全面指引；
- 鼓勵員工保持良好正確的姿勢，同時電腦屏幕維需持適當的視覺水平，以減少身體的壓力及勞損；
- 保持通道暢通及工作環境整潔；
- 在工作場所放置急救箱及滅火器；
- 確保所有員工熟悉消防設備及火災逃生路線；及
- 妥善處理醫療及日常垃圾。

在過去三年的每一年，包括報告期間，本集團未發現任何因工死亡、因工傷損失工作日的情況，也未發現任何重大不遵守與健康及安全相關的法律法規的情況的員工。

我們在新型冠狀病毒控制方面的努力

本集團已遵守新加坡實施的所有封鎖及隔離規定。此外，我們的環境、社會及管治工作委員會已設立及監督報告機制，以時報告僱員及其聯繫人的疑似或確診感染個案。我們亦已制定下列必要預防措施。

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COVID-19 Measures

- All doctors, employees and patients must scan the Safety Entry QR Code and take temperature at entrance before entering the premises;
- Hand sanitizers are provided to all staff and patients at premises;
- All clinic premises have already set up temperature scanners at entrance;
- All staff and patients must always wear masks and keep personnel and premises hygiene;
- All staff should regularly disinfect medical equipment and change protective clothing;
- Our clinics' seats have 1-meter-mark for safe distancing;
- All treatments are on appointment basis;
- Centre staff will be responsible for crowd control;
- All staff are allocated self-test kits to do self-test weekly and update in shared spreadsheet. Some staff may require more frequent self-test if they have close contact with patients; and
- All staff are encouraged to take vaccination or booster, 1 day off is given to employees for taking vaccination or booster.

新型冠狀病毒應對措施

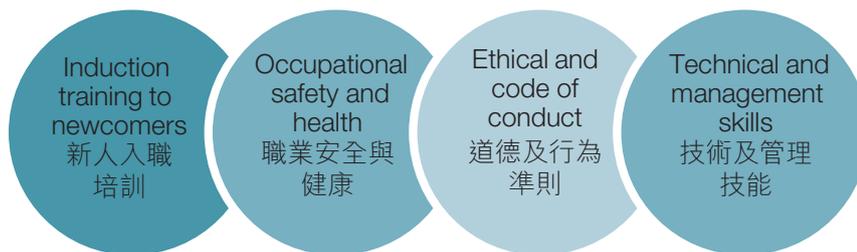
- 所有醫生、僱員及病人在進入場地前必須掃描安全入口二維碼並在入口測量體溫；
- 場所為所有員工及患者提供潔手液；
- 所有診所已在入口處設置體溫掃描儀；
- 所有員工及病人必須時刻佩戴口罩，保持人員及場地衛生；
- 所有員工應定期消毒醫療設備及更換防護服；
- 我們診所的座位有1米標記，以保持安全距離；
- 所有診療均按預約方式進行；
- 中心員工將負責人流管制；
- 所有員工均獲分配自我檢測包，每週進行自我檢測，並在共享電子表格上更新結果。倘部分員工與病人有密切接觸，可能需要更頻繁的自我檢測；及
- 我們鼓勵所有員工接種疫苗或加強疫苗。僱員可享有一天接種疫苗或加強疫苗的休假。

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3. Development and training

The Group deeply values the employees by investing in their development. The Group believes that our employees are critical to the operations and function of our business, and we emphasize heavily on continual trainings so as to enhance staff performance and upgrade their professional skillsets.



Our doctors, dentists and staff are encouraged to attend industry conferences, seminars and workshops as well as sharing sessions organized by our suppliers to keep abreast of evolving healthcare industry trends and standards. All these activities were carried out to ensure that our employees remain updated with relevant developments and are aware of the laws and regulations that govern the healthcare industry.

We have also organized internal trainings which cover anti-corruption, business ethics, ESG reporting, 2023 market outlook on the healthcare and life sciences sector, among others. All in-house training programs are evaluated and reviewed on a regular basis to ensure that they are relevant, high-quality, and effective. The following in-house training programs are provided to further develop our employees' competencies:

- Training is provided by medical device suppliers or senior clinic staff in relation to the use of a new product or with regard to service-related knowledge and also safety precautions of medical equipment;
- During on-boarding session for new hires, training is provided by our in-house doctors and dentists to familiarize these new hires on daily operations and equipment handling procedures; and
- On-the-job assessments is also conducted by our in-house doctors and dentists for all of our professional staff to maintain the highest quality and standard of services to be provided to our clients.

3. 發展及培訓

本集團通過投資於員工的發展高度重視員工。本集團相信，我們的僱員對我們的業務營運及職能至為重要，且我們非常注重持續培訓以提升員工表現及專業技能。

我們鼓勵我們的醫生、牙醫及員工參加行業研討會、座談會及工作坊以及我們供應商組織的分享活動，以跟上不斷發展的醫療行業趨勢及標準。進行所有該等活動乃為確保我們的僱員保持了解相關發展的最新情況並清楚規管醫療行業的法律及法規。

我們亦舉行內部培訓課程，內容涵蓋反貪污、商業道德、環境、社會及管治報告、2023年醫療保健及生命科學行業的市場前景等。我們定期評估及檢討所有內部培訓課程，以確保其相關、優質及有效。我們已提供以下內部培訓課程以進一步提升我們僱員的能力。

- 醫療設備供應商或高級診所職員提供培訓，內容有關新產品的使用或服務相關知識以及醫療設備的安全預防措施；
- 我們的內部醫生及牙醫會在新聘員工入職時向其提供培訓，以使新聘員工熟悉日常營運及設備操作程序；及
- 我們的內部醫生及牙醫亦對所有專業員工進行在職評估，以保持向客戶提供最高質量及水準的服務。

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During the Reporting Period, 16.0% of the employees took part in our trainings and the details of breakdown are as follows:

報告期間內，16.0%的員工參加了我們的培訓，具體情況如下：

Percentage of Employees Trained 受過培訓的員工百分比		Percentage % 百分比 %
By Gender		
Male	按性別 男性	75.0%
Female	女性	25.0%
By Employee Category		
Senior management	按員工類別 高級管理人員	100%
Middle management	中層管理人員	—
Supervisor	主管	—
General staff	一般職員	—

During the Reporting Period, the average training hour completed per employee was 0.2 hours and the details of breakdown are as follow:

報告期間內，員工人均完成培訓時數0.2小時，明細如下：

Average Training Hours Completed Per Employee 每名員工完成的平均培訓時數		Number of hour 小時數
By Gender		
Male	按性別 男性	0.3
Female	女性	0.1
By Employee Category		
Senior management	按員工類別 高級管理人員	0.7
Middle management	中層管理人員	—
Supervisor	主管	—
General staff	一般職員	—

Notes

- * The percentage of trained employees by category is calculated by dividing the number of employees trained for a specific category by the total number of employees trained.
- * The average training hours by category is calculated by dividing the number of training hours for a specific category of employees by the number of employees for the specific category.

附註

- * 按類別劃分的受過培訓員工的百分比是通過將針對特定類別受過培訓的員工人數除以受過培訓的員工總數計算得出。
- * 按類別劃分的平均培訓小時數是通過將特定類別員工的培訓小時數除以特定類別員工人數計算得出。

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4. Labour standards

Being fully aware that exploitation of a child and forced labor violates human rights and international labor conventions, the Group strictly prohibits the employment of any child labor and forced labor in any form. Those under 16 years of age must not be recruited by reviewing the identification of personnel in the stringent screening process on qualified candidates. Our Human Resources Department requires shortlisted candidates to provide valid identity documents before confirmation of employment so as to ensure they are lawfully employable. Upon discovery of any child labor and use of forced labor, the person will be dismissed immediately and the management and responsible person will be disciplined accordingly.

The Group strictly complies with the laws and regulations in relation to the prevention of child and forced labor, including the Employment of Children and Young Persons Regulations and the Employment Act of Singapore, the Employment of Children Regulations of Hong Kong and the Provisions on Prohibition of Child Labor of the PRC.

During the Reporting Period, no non-compliance with relevant laws and regulations relating to preventing child and forced labor had been identified.

4. 勞工準則

充分意識到剝削童工及強迫勞動違反人權及國際勞工公約，本集團嚴禁以任何形式僱用任何童工及強迫勞動。對符合條件的人選，在嚴格篩選過程中，不得通過審核人員身份確認錄用未滿16周歲的人員。我們的人力資源部要求入圍候選人在確認錄用前提供有效身份證件，以確保他們能夠合法錄用。一經發現童工、強迫勞動，將立即予以解僱，並對管理人員及責任人進行紀律處分。

本集團嚴格遵守有關防止童工及強迫勞動的法律法規，包括新加坡兒童及青少年就業規例及就業法、香港僱兒童規例以及中國禁止使用童工規定。

報告期間內，未發現違反有關防止童工及強迫勞動相關法律法規的情況。

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Operating practice

5. Supply chain management

We place a high value on maintaining a strong and professional relationship with our major suppliers, comprising medical device manufacturers, pharmaceutical companies for manufacturing our DS brand skincare products, and distributors of treatment consumables, skincare products and medications, to ensure a high quality and safety standards. During the Reporting Period, the Group has 19 major suppliers which are located 5 in Hong Kong and 14 in the PRC.

We developed a standardized supplier selection procedure. Prior to establishing any long-term business relationship with potential suppliers, due diligence is conducted to ensure suppliers' compliance to trade laws and regulations as well as with the requirements within the RMH's Purchasing and Procurement Policy. In the course, we consider important factors such as history of the supplier's quality, quantity, delivery timing, product source, price, the supplier's industry reputation, and feedback from our medical specialists. Senior management approval is required for accepting a supplier as our recognized supplier. Our senior management reviews our supplier regularly in light of their overall performance and quality.

- ✓ All our major medicine suppliers are recognized suppliers who are qualified to offer FDA approved medicine;
- ✓ We have centralized our medicine procurement activities which optimism our purchase ordering and medicine inventory transfer among our clinics, which further enhance our effectiveness in cost control and medicine utilization; and
- ✓ Our procurement activities are carried out in a transparent, open, and fair manner that all suppliers are treated fairly and, for major purchase, given an equal chance to submit a quotation or proposal.

經營實踐

5. 供應鏈管理

我們高度重視與主要供應商(包括醫療設備製造商、製造DS品牌護膚產品的製藥公司以及療程消耗品、護膚產品及藥物的分銷商)維持穩固及專業的關係,以確保業務達至優質及安全標準。於報告期間,本集團有19名主要供應商,其中5名位於香港及14名位於中國。

我們制定了標準化的供應商甄選程序。與潛在供應商建立任何長期業務關係前,我們會進行盡職審查,以確保供應商遵守貿易法律及法規以及德斯採購及採購政策的規定。在此過程中,我們考慮供應商的質量、數量、交付時間、產品來源、價格、供應商的行業聲譽及我們醫療專家的反饋之往績等重要因素。接納供應商為我們的認可供應商須經高級管理層批准。我們的高級管理層根據供應商的整體表現及質素定期檢討供應商。

- ✓ 我們的所有主要藥物供應商均為合資格提供FDA批准藥物的認可供應商;
- ✓ 我們已集中進行藥品採購活動,將我們診所之間的採購訂單及藥品存貨轉移的效率最大化,進一步提升我們的成本控制及藥品使用效率;及
- ✓ 我們的採購活動以透明、公開及公平的方式進行,所有供應商均獲公平對待,而就重大採購而言,給予平等機會提交報價或建議書。

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Our management team holds regularly meeting, usually on weekly basis, for monitoring the Group's procurement activities. The management team usually include an Executive Director, professional doctor, procurement manager, cost center manager, and finance manager.

As of the issuance of this report, we have developed a Supplier Code of Conduct which outlines the Group's expectations for our suppliers in terms of human rights, labor, environmental protection, anti-corruption, ethics, and management system compliance. We will circulate this code of conduct to our suppliers on a rotation basis in the future as one of the measures managing the social and environmental risks in our supply chain.

6. Product responsibility

Quality Control

Dermatological and surgical specialty services, dental service and products provided by the Group make a substantial contribution to people's well-being. As a result, we are acutely aware of our obligation to provide high-quality services and products in order to improve and maintain the health and well-being of our patients.

We strictly comply with all relevant applicable laws, including but not limited to the Health Products Act of Singapore, the Poisons Act of Singapore, the Pharmacy and Poisons Ordinance of Hong Kong and the Administrative Measures for Aesthetic Medical Services of the PRC.

We are dedicated to improving and advancing the quality of our dermatological and surgical specialty service as well as dental service on a continuous basis. In our daily operations, we strictly monitored our operations from patient registration, diagnosis and treatment to efficiency management. This is clearly communicated to our staff in the Business Process Manual, the Group's Staff Handbook and the internal control manual, which are reviewed regularly to ensure the policies are up to-date. Moreover, regular meetings with frontline staff to discuss industry best practices are scheduled by the operations managers. The meetings may cover aspects of administrative practices, industry case studies, and clinical learning.

我們的管理團隊通常每週定期舉行會議，以監控本集團的採購活動。管理團隊一般包括一名執行董事、專業醫生、採購經理、成本中心經理及財務經理。

截至本報告發佈日期，我們已制定《供應商行為準則》，概述本集團對供應商在人權、勞工、環境保護、反貪污、道德及管理系統合規方面的期望。作為供應鏈中社會及環境風險管理的一項措施，我們日後將輪流向供應商傳閱該行為準則。

6. 產品責任

品質控制

本集團提供的皮膚及外科專科服務、牙科服務及產品為人們的福祉作出重大貢獻。因此，我們深知我們提供優質服務及產品的責任，以改善及維持病人的健康及福祉。

我們嚴格遵守所有相關適用法律，包括但不限於新加坡保健品法、新加坡毒藥法、香港藥劑業及毒藥條例以及中華人民共和國美容醫療服務管理辦法。

我們致力持續改善及提升皮膚及外科專科服務以及牙科服務的質量。在我們的日常營運中，我們從患者登記、診斷及治療到效率管理等方面均嚴格監控我們的營運，透過《業務流程手冊》、《集團員工手冊》及《內部控制手冊》清晰地向員工傳達，並定期檢討該等手冊以確保政策為最新。此外，營運經理會定期與前線員工會面，討論行業最佳慣例。會議內容或涵蓋行政慣例、行業案例研究及臨床學習等方面。

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We have formulated quality standards and purchasing guidelines in selecting and sourcing of skincare products. An approval must be obtained from our in-house doctors prior to the acceptance of any new over-the-counter skincare products that our clinics will be distributing. In line with the RMH's Purchasing and Procurement Policy, we have also implemented the following quality control procedures to our DS brand skincare products:

1. In-house doctors to perform review on the medical journals, reports, commentaries as well as the list of ingredients used for the new type of skincare products to ensure the products are safe for user.
2. Management to request for few rounds of sample testing on the new skincare products to observe the quality consistency and to assess for potential defects.
3. Sales and operation staff to perform inspection upon delivery of the new skincare products to ensure the following:
 - No physically damaged on the products;
 - Products are not passed the expiry date;
 - Private labels applied to containers are clear;
 - Product specifications are tallied with agreed format; and
 - Quantity of products received are tallied with purchase order.

我們已就挑選及採購護膚產品制定質量標準及採購指引。在接受任何新非處方護膚產品於我們的該等診所分銷前，必須獲得我們內部醫生的批准。根據德斯的購買及採購政策，我們亦已對我們的DS品牌護膚產品實施以下質量控制程序：

1. 內部醫生會審閱與新型護膚產品有關的醫學期刊、報告、評論以及有關產品的成分表，以確保產品對用戶安全。
2. 管理層會要求對新護膚產品進行數輪的樣本測試，以觀察質素的一致性及評估潛在的缺失。
3. 銷售及營運員工會在新護膚產品送達時進行檢查以確保以下事項：
 - 產品並無損壞；
 - 產品未過期；
 - 容器上的自有標籤清晰；
 - 產品規格符合協定格式；及
 - 收到的產品數量符合採購訂單。

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4. Sales and operation staff will perform the following inventory monitoring procedures:

- Record the delivery and manufacturing date of products;
- Monitor and maintain the stock level for all the products in the inventory management system to ensure products do not exceed the expiry date; and
- Perform regular check on the products to ensure products are in good condition.

During the Reporting Period, there were no reported cases of medical supplies sold by the Group that had to be recalled due to safety and health reasons.

Customer satisfaction

By actively engaging our clients through ratings and opinions on Google Reviews, the Group aims to create and nurture strong connections with them. During the Reporting Period, we keep maintaining a satisfactory Google Reviews rating. We have also given staff incentive to promote Google Reviews. To obtain our clients' opinions about our services or skincare products, we have kept emails from Google My Business showing Google Reviews ratings for our respective clinics. Overall average ratings for our clinics are over 4 stars which reflects that most of our clients are satisfied with our services or skincare products.

We also developed Customer Complaint Policy to obtain more comments from our clients. Our marketing manager will be responsible for dealing with customer complaints. The Marketing Department will investigate each complaint by identifying potential causes. Detailed responses will be sent to customers by our marketing manager. If necessary, we will take corrective actions. All complaints are then properly documented and filed for future reference and follow-up. Complaints are examined and discussed for improvement at the regular meetings in order to better understand how we can improve the customer experience. Furthermore, we decide to expand more communication channels with our clients, including but not limited to emails, posts, suggestion boxes placed at our clinics.

4. 銷售及營運員工將進行以下存貨監察程序：

- 記錄產品的交付及製造日期；
- 監察及維持存貨管理系統中所有產品的庫存水平以確保產品未過期；及
- 對產品進行定期檢查以確保產品處於良好狀況。

報告期間內，本集團未發生銷售的醫療物資因安全衛生原因需要召回的情況。

客戶滿意度

通過在谷歌評論上的評分及意見積極吸引我們的客戶，本集團旨在與他們建立及培養強大的聯繫。在報告期間內，我們繼續保持令人滿意的谷歌評論評分。我們還鼓勵員工推廣Google評論。為取得客戶對我們服務或護膚產品的意見，我們已保留Google商家的電郵，顯示相應診所的Google評論的評分。我們診所的整體平均評級超過四星，反映我們大部分客戶對我們的服務或護膚產品感到滿意。

我們亦制定客戶投訴政策，以獲取更多客戶意見。我們的營銷經理將負責處理客戶投訴。市場部將透過識別潛在原因調查每宗投訴。我們的營銷經理將向客戶發送詳細回應。如有需要，我們將採取糾正措施。所有投訴隨後會作妥善文件紀錄及存檔，以供日後參考及跟進。我們會在定期會議上審查及討論投訴以作出改善，藉以更好地了解我們如何改善客戶體驗。此外，我們決定擴大與客戶的溝通渠道，包括但不限於電郵、郵件及在我們診所放置意見箱。

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During the Reporting Period, the Group did not receive any significant complaints regarding product or service flaws.

Data Privacy Protection

The Group recognizes the responsibility in protecting personal information. The Group strictly complies relevant laws and regulations regarding data privacy, including but not limited to the Personal Data Protection (Amendment) Act 2020 of Singapore, Laws of Hong Kong on Personal Data (Privacy) Ordinance, Consumer Protection Law of the People's Republic of China, to ensure that all data are securely kept in our internal system with access control.

Data privacy protection measures are included in RMH's internal control manual. Our sales and operation staff are responsible for safeguarding the privacy, confidentiality and security of customer data entrusted to RMH. The Group's staff who will be handling personal data must adhere to the data privacy protection measures. The Operations Department of the Group will review the measures design and the management team will monitor the implementation of the measures on a regular basis. Some relevant measures as follows:

- ✓ Ensure that personal data is not read, copied, modified, or removed without consent during electronic transmission, transport, or storage on a data carrier;
- ✓ Ascertain that data acquired for various reasons will be processed independently;
- ✓ When not in use, physical records containing personal data are securely stored and locked;
- ✓ Prevent unauthorized individuals from accessing data;
- ✓ Ascertain that personal data is secured from unintended deletion or loss; and
- ✓ Ensure that all data-storage devices are appropriately destroyed and reformatted after each use.

During the Reporting Period, the Group was not aware of any confidential data or information breach.

報告期內，本集團未收到任何有關產品或服務缺陷的重大投訴。

數據隱私保護

本集團認識到保護個人信息的責任。本集團嚴格遵守有關數據隱私的相關法律法規，包括但不限於新加坡《2020年個人數據保護(修訂)法》、香港法例《個人資料(私隱)條例》、《中華人民共和國消費者權益保護法》，以確保所有數據安全地保存在我們的內部系統中，並設有訪問控制。

數據隱私保護措施包含在德斯的內部控制手冊中。我們的銷售及營運員工負責保護委託予德斯的客戶資料的私隱、保密及安全。本集團處理個人資料的員工必須遵守資料私隱保障措施。本集團的營運部將檢討措施設計，而管理團隊將定期監察措施的實施情況。部分相關措施如下：

- ✓ 確保個人資料在資料載體上進行電子傳輸、傳送或於資料載體上儲存時，未有在未經同意的情況下被閱讀、複製、修改或刪除；
- ✓ 確保因各種原因獲得的數據將獨立處理；
- ✓ 含個人資料的實體記錄在未有使用時會安全地儲存及上鎖；
- ✓ 防止未經授權人士接觸資料；
- ✓ 確保個人資料不會被無意的刪除或遺失；及
- ✓ 確保所有數據儲存裝置於每次使用後適當銷毀及重新格式化。

報告期間內，本集團未發現任何機密數據或信息洩露事件。

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Intellectual Property Rights

We respect intellectual property rights, such as trademarks, patents, and copyrights, among others. The Group primarily relies on the applicable laws and regulations on trademarks, trade secrets as well as confidentiality agreements to protect its intellectual property rights, including but not limited to the Patent Act of Singapore, the Trade Marks Act of Singapore, Trade Marks Ordinance of Hong Kong.

The Group kept a complete record of its intellectual property rights and will seek legal advice and take appropriate action if any of its intellectual property rights are infringed upon. If our staff is discovered to be in violation of applicable rules and regulations, they may not only face disciplinary action, but they may also be prosecuted and face criminal or civil liability, as stated in the Group's Staff Handbook.

During the Reporting Period, we believe that we have taken all reasonable measures to protect our intellectual property rights and deter any such infringement. We were unaware of any infringement (i) by us of any intellectual property rights owned by third parties; or (ii) by any third parties of any intellectual property rights owned by us.

Advertising and Labelling

The Group recognizes the gravity of misleading health advertisements. Therefore, the Group takes careful precautions to prevent its patients from receiving misleading health-related information or advice via advertisements and poor labelling, by relying on relevant law and regulations including but not limited to:

- The Medicines Act (Cap. 176) of Singapore;
- The Sale of Drugs Act of Singapore;
- Private Hospitals and Medical Clinics (Publicity) Regulations of Singapore;
- The Trade Description Ordinance of Hong Kong; and
- Advertising Law of the People's Republic of China.

知識產權

我們尊重知識產權，例如商標、專利及版權等。本集團主要依靠適用於商標、商業秘密的法律法規以及保密協議來保護其知識產權，包括但不限於新加坡專利法、新加坡商標法、香港商標條例。

本集團保存其知識產權的完整記錄，並將於其任何知識產權遭侵犯時尋求法律意見及採取適當行動。誠如本集團員工手冊所述，倘我們的員工被發現違反適用規則及規例，彼等不僅可能面臨紀律處分，亦可能被檢控及面臨刑事或民事責任。

於報告期間，我們相信我們已採取一切合理措施保護我們的知識產權及阻止任何有關侵權行為。我們並不知悉(i)我們侵犯第三方擁有的任何知識產權；或(ii)任何第三方侵犯我們擁有的任何知識產權。

廣告及標籤

本集團認識到誤導性健康廣告的嚴重性。因此，本集團根據相關法律法規採取謹慎的預防措施，以防止其患者通過廣告及不良標籤獲得誤導性的健康相關信息或建議，包括但不限於：

- 新加坡《藥物法》(第176章)；
- 新加坡藥品銷售法；
- 新加坡私立醫院及醫療診所(公共)條例；
- 香港商品說明條例；及
- 中華人民共和國廣告法。

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7. Anti-corruption

Within RMH, we contained anti-corruption provisions, including but not limited to bribery, extortion, fraud, and money laundering, into the Group's Staff Handbook. Bribery, extortion, fraud, money laundering, or other unlawful offers are all prohibited. The Group strictly complies with all applicable laws including but not limited to the Prevention of Corruption Act in Singapore, the Laws of Hong Kong on Prevention of Bribery Ordinance and the Criminal Law of the PRC.

Soliciting, accepting, or offering any benefits, including but not limited to gifts, coupons, and tips, from or to our clients, suppliers, or anyone with a business relationship with the Group is strictly banned, as stated in the Staff Handbook. Staff are also barred from advising or dealing in any transaction that could result in potential conflicts of interest, and any potential conflicts of interest must be reported to the Group's Human Resources Department. Any breach of behavior will result in the termination of the employment contract or consultancy agreement (as the case may be), as well as legal implications for the subject.

In addition, the Group has provided training regularly to all levels of staff, including directors, superiors and general staff, in order to equip them with an understanding of the latest regulations and best practices relating to anti-corruption, self-discipline, and integrity etc.

Whistle-blowing

We established our own internal Whistleblowing Policy to support the detection of fraud and corruption risks. The Whistleblowing Policy is implemented by the Human Resources Department, and monitored the funds paid and received by the Group by the Finance Department. The Whistleblowing Policy is a critical tool for uncovering corrupt, unlawful, or otherwise unacceptable behavior. The policy is intended to allow employees to voice their concerns internally and to reveal evidence that they believe demonstrates malpractice or impropriety related to bribery, extortion, fraud, or money laundering.

7. 反貪污

在德斯內部，我們將反貪污規定納入集團員工手冊，包括但不限於賄賂、勒索、欺詐及洗錢。禁止賄賂、勒索、欺詐、洗錢或其他非法提議。本集團嚴格遵守所有適用法律，包括但不限於新加坡《防止貪污法》、香港法例《防止賄賂條例》及中國刑法。

誠如員工手冊所述，我們嚴禁向客戶、供應商或與本集團有業務關係的任何人士索取、接受或提供任何利益，包括但不限於禮物、優惠券及小費。員工亦被禁止就任何可能導致潛在利益衝突的交易提供意見或進行交易，而任何潛在利益衝突必須向本集團的人力資源部報告。任何違規行為將導致僱傭合約或顧問協議被終止（視乎情況而定），以及引發法律問題。

此外，本集團定期為包括董事、主管及普通員工在內的各級員工提供培訓，使他們了解有關反貪污、自律及誠信等的最新法規及最佳實踐。

舉報

我們已制定內部舉報政策，以協助偵測欺詐及貪污風險。舉報政策由人力資源部執行，並由財務部監察向本集團支付及從本集團收取的資金。舉報政策為揭發貪污、非法或其他不可接受行為的關鍵工具。該政策旨在讓僱員在內部表達其關注，並揭露彼等相信顯示有關賄賂、勒索、欺詐或洗黑錢的不當行為的證據。

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To ensure the safety and secrecy of all whistle-blowers, the policy specifies that if employees detect any suspicious behavior, they should report it immediately in writing or verbally to any of the Executive Directors. Following that, the Executive Director and an investigating officer will handle the situation quickly, professionally, and attentively. All of our employees have undergone internal trainings to familiarize themselves with the RMH's internal Whistleblowing Policy and thus are required to comply. This is to prevent employees from obtaining personal interest from related parties who have connections with RMH through bribery, extortion, and fraud.

During the Reporting Period, there were no legal cases regarding corrupt practices brought against the Group or the employees.

COMMUNITY

8. Community investment

RMH has consistently been committed towards corporate social responsibility where it aims to promote and achieve a positive impact toward the community. We actively participate in medical conferences, seminars and workshops in Singapore and overseas. We encourage our in-house doctors and staff to attend these events as guest speakers or participants, thereby raising awareness of prevention and treatment of dermatological conditions toward the community. In addition, our Executive Directors have also contributed articles to medical journals, which increases the industry awareness of our RMH and also contributed invaluablely to consumers and professionals across the industry.

However, after careful consideration of the health and safety of our employees and public participants under the emergence of COVID-19 in the community, we have postponed our public welfare activities during the Reporting Period. Going forward, the Group will organize charity events and volunteer services again in the future, and to give back to society.

為確保所有舉報人的安全及保密，該政策規定倘僱員發現任何可疑行為，彼等應立即以書面形式或口頭方式向任何執行董事報告。隨後，執行董事及調查人員將迅速、專業及專注地處理有關情況。我們所有僱員均已接受內部培訓，以熟知、並因此被要求遵守德斯的內部舉報政策。此舉乃為防止僱員通過賄賂、勒索及欺詐從德斯的關聯方中獲取個人利益。

於報告期內，本集團或僱員並無貪污受賄的法律案件。

社區

8. 社區投資

德斯一直致力於履行企業社會責任，旨在促進及達至對社區的積極影響。我們積極參與新加坡及海外的醫學研討會、座談會及工作坊。我們鼓勵我們的內部醫生及員工以特邀發言人或參加者的身份出席該等活動，從而提升社區對防止及治療皮膚問題的意識。此外，我們的執行董事亦在醫學期刊發表文章，以提升德斯在行業中的知名度，並向消費者及業內的專業人士提供寶貴資料。

然而，在社區出現新型冠狀病毒的情況下，在慎重考慮我們員工及公眾參與者的健康及安全後，我們推遲了報告期間內的公益活動。展望未來，本集團將再次舉辦慈善活動及志願者服務，回饋社會。

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General Disclosures (“GD”)/ Key Performance Indicators (“KPIs”)	Description	Relevant Chapter or Remarks
一般披露 (「一般披露」) / 關鍵績效指標 (「關鍵績效指標」)	描述	相關章節或備註
A. Environmental		
A. 環境		
Aspect A1: Emissions		
層面 A1：排放		
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 — Emission
一般披露	有關氣體及溫室氣體排放、排放至水及土地以及產生有害及無害廢棄物的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	環境 — 排放物
KPI A1.1	The types of emissions and respective emissions data.	Environmental — Emission
關鍵績效指標 A1.1	排放物種類及相關排放數據。	環境 — 排放物
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Environmental — Emission
關鍵績效指標 A1.2	直接 (範圍 1) 及能源間接 (範圍 2) 溫室氣體排放量 (以噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)。	環境 — 排放物
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Environmental — Emission
關鍵績效指標 A1.3	所產生有害廢棄物總量 (以噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)。	環境 — 排放物

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KPI A1.4 關鍵績效指標 A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量 (以噸計算) 及 (如適用) 密度 (如以每產量單位、每項設施計算)	Environmental — Emission 環境 — 排放物
KPI A1.5 關鍵績效指標 A1.5	Description of emission target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	Environmental — Emission 環境 — 排放物
KPI A1.6 關鍵績效指標 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. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	Environmental — Emission 環境 — 排放物
Aspect A2: Use of Resources 層面 A2：資源使用		
General Disclosure 一般披露	Information on: Policies on the efficient use of resources, including energy, water and other raw materials. 有關： 有效使用資源 (包括能源、水及其他原材料) 政策的資料。	Environmental — Use of Resource 環境 — 資源使用
KPI A2.1 關鍵績效指標 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). 按類型劃分的直接及/或間接能源 (如電、氣或油) 總耗量 (以千個千瓦時計算) 及密度 (如以每產量單位、每項設施計算)。	Environmental — Use of Resource 環境 — 資源使用
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度 (如以每產量單位、每項設施計算)。	Environmental — Use of Resource 環境 — 資源使用

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一般披露 (「一般披露」) / 關鍵績效指標 (「關鍵績效指標」)	描述	相關章節或備註
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Environmental — Use of Resource 環境 — 資源使用
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Environmental — Use of Resource 環境 — 資源使用
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Environmental — Use of Resource 環境 — 資源使用
Aspect A3: The Environment and Natural Resources		
層面 A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer’s significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Environmental — The Environment and Natural Resources 環境 — 環境及天然資源
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Environmental — The Environment and Natural Resources 環境 — 環境及天然資源

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一般披露 (「一般披露」) / 關鍵績效指標 (「關鍵績效指標」)	描述	相關章節或備註
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Aspect A4: Climate Change

層面 A4：氣候變化

General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Environmental — Climate Change 環境 — 氣候變化
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KPI A4.1 關鍵績效指標 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. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Environmental — Climate Change 環境 — 氣候變化
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B. Social

B. 社會

Employment and Labour Practices

僱傭及勞工常規

Aspect B1: Employment

層面 B1：僱傭

General Disclosure 一般披露	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. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Social — Employment 社會 — 僱傭
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KPI B1.1 關鍵績效指標 B1.1	Total workforce by gender, employment type (for example, full-or part-time), age group and geographical region. 按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。	Social — Employment 社會 — 僱傭
KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Social — Employment 社會 — 僱傭
Aspect B2: Health and Safety 層面 B2：健康與安全		
General Disclosure 一般披露	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 有關提供安全工作環境及保障僱員避免職業性危害的：	Social — Health and Safety 社會 — 健康與安全
KPI B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year 過去三年(包括匯報年度)每年因工亡故的人數及比率。	Social — Health and Safety 社會 — 健康與安全
KPI B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 因工傷損失工作日數。	Social — Health and Safety 社會 — 健康與安全
KPI B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Social — Health and Safety 社會 — 健康與安全

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關鍵績效指標 (「關鍵績效指標」)

Relevant Chapter or Remarks

相關章節或備註

Aspect B3: Development and Training

層面 B3：發展及培訓

General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Social — Development and Training
一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	社會 — 發展及培訓
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Social — Development and Training
關鍵績效指標 B3.1	按性別及僱員類別 (如高級管理層、中級管理層) 劃分的受訓僱員百分比。	社會的 — 發展及培訓
KPI B3.2	The average training hours completed per employee by gender and employee category.	Social — Development and Training
關鍵績效指標 B3.2	按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	社會 — 發展及培訓

Aspect B4: Labour Standards

層面 B4：勞工準則

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.	Social — Labour Standards
一般披露	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例	社會 — 勞工準則
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour	Social — Labour Standards
關鍵績效指標 B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工。	社會 — 勞工準則

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KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Social — Labour Standards
關鍵績效指標 B4.2	描述在發現違規情況時消除有關情況所採取的步驟。	社會 — 勞工準則
Operating Practices		
營運慣例		
Aspect B5: Supply Chain Management		
層面 B5：供應鏈管理		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Social — Supply Chain Management
一般披露	管理供應鏈的環境及社會風險政策。	社會 — 供應鏈管理
KPI B5.1	Number of suppliers by geographical region.	Social — Supply Chain Management
關鍵績效指標 B5.1	按地區劃分的供應商數目。	社會 — 供應鏈管理
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	Social — Supply Chain Management
關鍵績效指標 B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	社會 — 供應鏈管理
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Social — Supply Chain Management
關鍵績效指標 B5.3	描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	社會 — 供應鏈管理
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Social — Supply Chain Management
關鍵績效指標 B5.4	描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	社會 — 供應鏈管理

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Aspect B6: Product Responsibility		
層面 B6：產品責任		
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.	Social — Product Responsibility
一般披露	有關信息： 有關所提供產品及服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	社會 — 產品責任
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Social — Product Responsibility
關鍵績效指標 B6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比。	社會 — 產品責任
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Social — Product Responsibility
關鍵績效指標 B6.2	接獲關於產品及服務的投訴數目以及應對方式。	社會 — 產品責任
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Social — Product Responsibility
關鍵績效指標 B6.3	描述與維護及保障知識產權有關的慣例。	社會 — 產品責任
KPI B6.4	Description of quality assurance process and recall procedures.	Social — Product Responsibility
關鍵績效指標 B6.4	描述質量檢定過程及產品回收程序。	社會 — 產品責任
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Social — Product Responsibility
關鍵績效指標 B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	社會 — 產品責任

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Aspect B7: Anti-corruption		
層面 B7：反貪污		
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.	Social — Anti-corruption
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	社會 — 反貪污
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Social — Anti-corruption
關鍵績效指標 B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	社會 — 反貪污
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Social — Anti-corruption
關鍵績效指標 B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。	社會 — 反貪污
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Social — Anti-corruption
關鍵績效指標 B7.3	描述向董事及員工提供的反貪污培訓。	社會 — 反貪污

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一般披露 (「一般披露」) / 關鍵績效指標 (「關鍵績效指標」)	描述	相關章節或備註
Community		
社區		
Aspect B8: Community Investment		
層面 B8：社區投資		
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.	Social – Community Investment
一般披露	有關以社區參與來了解營運所在社區需要及確保其業務活動會考慮社區利益的政策。	社會 – 社區投資
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Social – Community Investment
關鍵績效指標 B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	社會 – 社區投資
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Social – Community Investment
關鍵績效指標 B8.2	在專注範疇所動用資源(如金錢或時間)。	社會 – 社區投資

Independent Auditor's Report

獨立核數師報告



TO THE MEMBERS OF RMH HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of RMH Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 100 to 211, which comprise the consolidated statement of financial position as at 31 December 2022, 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 a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient and appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other aspects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致德斯控股有限公司股東
(於開曼群島註冊成立的有限公司)

不發表意見

吾等獲聘審核第100至211頁所載之德斯控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於2022年12月31日之綜合財務狀況表，以及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及包括重大會計政策概要之綜合財務報表附註。

吾等並不就 貴集團之綜合財務報表發表意見。由於如吾等之報告不發表意見之基礎一節所述事項之重要性，吾等未能取得足夠且適當之審核憑證為審核該等綜合財務報表提供意見基礎。在所有其他方面，吾等認為綜合財務報表已根據香港公司條例之披露規定妥善編製。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OPINION

1. Multiple Uncertainties Related to Going Concern

We draw attention to Note 2 to the consolidated financial statements, the Group incurred a net loss from continuing operations attributable to owners of the Company of approximately S\$13,127,000 for the year ended 31 December 2022, and as at 31 December 2022, the Group had net current liabilities and net liabilities of S\$6,765,000 and S\$6,296,000 respectively, which included financial guarantee liabilities provided for certain subsidiaries in Singapore which were under liquidation ("Singapore Liquidated Subsidiaries") of S\$4,076,000 and borrowings of S\$182,000 that would be repayable within one year, while the Group's cash and cash equivalent balance was S\$512,000.

The Group did not have sufficient cash and cash equivalents for immediate settlement of borrowings and financial guarantee liabilities as mentioned above.

As at 31 December 2022, the Group provided a corporate guarantee in favour of banks in respect of banking facilities granted to Singapore Liquidated Subsidiaries with an outstanding principal and accrued interest up to an aggregate amount of approximately S\$4,076,000. In regard of the liquidation of the respective subsidiaries, which has net current liabilities as at 31 December 2022, Singapore Liquidated Subsidiaries did not have sufficient assets for settlement of the bank borrowings, and therefore, the Group has the obligations to settle the amount in full under the financial guarantee arrangement.

These factors indicated the existence of material uncertainties that may cast significant doubt on Group's ability to continue as a going concern.

不發表意見之基礎

1. 與持續經營相關的多項不確定事項

請垂注綜合財務報表附註2，貴集團於截至2022年12月31日止年度錄得貴公司擁有人應佔持續經營業務淨虧損約13,127,000新加坡元，而貴集團於2022年12月31日之流動負債淨額及負債淨額分別約6,765,000新加坡元及6,296,000新加坡元，當中包括就新加坡若干正處於清盤階段的附屬公司（「新加坡清盤附屬公司」）提供的財務擔保負債4,076,000新加坡元及須於一年內償還的借款182,000新加坡元，但貴集團的現金及現金等價物結餘為512,000新加坡元。

貴集團並無充足現金及現金等價物用於即時結算上述借款及財務擔保負債。

於2022年12月31日，貴集團就授予新加坡清盤附屬公司的銀行融資提供以銀行為受益人的企業擔保，其尚未償還本金及應計利息總額最多約為4,076,000新加坡元。有關各附屬公司的清盤事宜（於2022年12月31日有流動負債淨額），新加坡清盤附屬公司並無足夠資產清償銀行借款，因此，貴集團有責任根據財務擔保安排悉數清償有關款項。

該等因素表明顯示存在重大不確定事項，可能對貴集團的持續經營能力構成重大疑問。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OPINION (Continued)

1. Multiple Uncertainties Related to Going Concern (Continued)

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, which are set out in Note 2 to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to multiple uncertainties, including (i) whether Singapore Liquidators (as defined below) will agree to extend the settlement date of the outstanding borrowings together with accrued interest balances of the financial guarantee provided to Singapore Liquidated Subsidiaries; (ii) whether the Group can raise sufficient funds through capital market or from other sources to finance the settlement of the outstanding balances; (iii) whether the ultimate holding company will be able to provide further funding to the Group under the deed of funding undertakings as and when needed; (iv) whether the Group can successfully improve its operation and further control capital and operating expenditures by exploration into new business segment to mitigate the potential negative impact of COVID-19 pandemic and generate sufficient operating cash inflow; and (v) whether the Group can successfully implementing measures to speed up the collection of outstanding sales proceeds.

不發表意見之基礎(續)

1. 與持續經營相關的多項不確定事項(續)

貴公司董事已採取多項措施，以改善貴集團的流動資金及財務狀況，有關資料載於綜合財務報表附註2。綜合財務報表乃按持續經營業務基準編製，其有效性取決於該等措施的結果，其受制於多項不確定事項，包括(i)新加坡清盤人(定義見下文)是否同意延長向新加坡清盤附屬公司所提供財務擔保的尚未償還借款(連同應計利息結餘)的結算日；(ii)貴集團能否通過資本市場或從其他來源籌集足夠的資金，以為結算尚未償還結餘撥資；(iii)最終控股公司能否在有需要時根據融資承諾契據向貴集團提供進一步融資；(iv)貴集團能否成功通過擴展新業務分部改善營運，進一步控制資本及營運開支，以紓緩新型冠狀病毒疫情的潛在負面影響，並產生足夠的營運現金流入；及(v)貴集團能否夠成功實施措施，加快收回未結算的銷售所得款項。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OPINION (Continued)

1. Multiple Uncertainties Related to Going Concern (Continued)

As a result of these multiple uncertainties, the potential interaction of these uncertainties, and the possible cumulative effect thereof, we were unable to form an opinion as to whether the going concern basis of preparation is appropriate.

Should the Group be unable to achieve the abovementioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

2. Insufficient accounting records of certain subsidiaries in Singapore

As stated in Note 2 to the consolidated financial statements, the joint and several interim judicial managers (the "Singapore Liquidators") were appointed to certain subsidiaries operated in Singapore ("Singapore Liquidated Subsidiaries") by the High Court of Singapore, pursuant to written resolutions of the directors of subsidiaries in November 2022 (the "Deconsolidation Date"). The Singapore Liquidators are empowered and authorised to exercise all powers and entitlements of the directors of Singapore Liquidated Group of which the Company holds an interest, and preserve the assets of Singapore Liquidated Subsidiaries conferred by the Insolvency, Restructuring and Dissolution Act 2018. Singapore Liquidated Subsidiaries were deconsolidated from the consolidated financial statements of the Group with effect from 28 November 2022. Consequently, the Group had deconsolidated Singapore Liquidated Subsidiaries as the directors of the Company considered that the Group's control over Singapore Liquidated Subsidiaries had been lost from the date of the Deconsolidation Date.

不發表意見之基礎(續)

1. 與持續經營相關的多項不確定事項(續)

由於該等多項不確定事項、該等不確定事項的潛在相互作用及其可能的累積影響，吾等無法就持續經營的編製基準是否合適發表意見。

倘 貴集團未能實現上述計劃及措施，則未必能繼續按持續經營業務基準經營，將會作出調整以將 貴集團的資產的賬面值撇減至可收回金額，就可能產生的任何進一步負債作出準備，及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響尚未在該等綜合財務報表內反映。

2. 有關於新加坡的部分附屬公司的會計記錄不足

誠如綜合財務報表附註2所述，根據附屬公司董事於2022年11月(「終止合併日期」)的書面決議案，共同及各別臨時司法管理人(「新加坡清盤人」)獲新加坡高等法院委任至於新加坡營運的若干附屬公司(「新加坡清盤附屬公司」)。新加坡清盤人有權及獲授權行使 貴公司持有權益的新加坡清盤附屬公司董事的所有權力及權利，並保存2018年破產、重組及解散法案所賦予的新加坡清盤附屬公司的資產。新加坡清盤附屬公司自2022年11月28日起不再綜合併入 貴集團的綜合財務報表。因此，由於 貴公司董事認為 貴集團自終止合併日期起已失去對新加坡清盤附屬公司的控制權，故 貴集團已解除對新加坡清盤附屬公司的控制。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OPINION (Continued)

2. Insufficient accounting records of certain subsidiaries in Singapore (Continued)

The books and records of Singapore Liquidated Subsidiaries were kept and maintained by the Singapore Liquidators which were not made available to the Group's management subsequent to Deconsolidation Date. Under such circumstances, we were unable to obtain sufficient and appropriate audit evidence for Singapore Liquidated Subsidiaries, which were engaged in the healthcare service segment.

As a result, we were unable to carry out audit procedures to satisfy ourselves as to whether the existence, ownership, completeness, accuracy, valuation of total assets and total liabilities as at Deconsolidation Date and of its loss on deconsolidation arising thereon was fairly stated.

In addition, as were unable to carry out audit procedures to satisfy ourselves as to whether income and expenses for the period from 1 January 2022 to the Deconsolidation Date of Singapore Liquidated Subsidiaries and included in the discontinued operation for healthcare service segment and other related disclosure as included in the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements.

As a result of these matters, we were unable to determine whether any adjustments might have been found necessary in respect of any significant contingent liabilities and commitment as at 31 December 2022 and recorded or unrecorded transactions and the elements making up the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended 31 December 2022.

不發表意見之基礎(續)

2. 有關於新加坡的部分附屬公司的會計記錄不足(續)

新加坡清盤附屬公司的賬簿及記錄由新加坡清盤人保留及保存，貴集團管理層於終止合併日期後無法查閱。在此情況下，吾等無法為參與醫療服務分部的新加坡清算附屬公司獲得足夠的適當審計證據。

因此，吾等無法執行審核程序，以確定於終止合併日期總資產和總負債的存在、所有權、完整性、準確性、估值及其因終止合併而產生的損失是否屬公平陳述。

此外，由於吾等無法執行審核程序以確定新加坡清盤附屬公司於2022年1月1日至終止合併日期期間的收入及開支，及是否已計入貴集團綜合財務報表所載醫療服務分部的非持續經營及其他相關披露，該等收入及開支是否已在綜合財務報表中準確記錄及適當入賬。

由於該等事項，吾等無法確定是否有需要對截至2022年12月31日的任何重大或然負債及承擔以及截至2022年12月31日止年度的已記錄或未記錄交易及構成綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表的要素作出任何調整。

Independent Auditor's Report

獨立核數師報告

BASIS FOR DISCLAIMER OPINION (Continued)

2. Insufficient accounting records of certain subsidiaries in Singapore (Continued)

Opening balances and comparative information

As described in the preceding paragraphs, due to the absence of sufficient supporting documents and more detailed explanations in relation to the accounting records in connection to the opening balances and comparative information made available to the directors of the Company from the former management of the Group in respect of Singapore Liquidated Subsidiaries, we were unable to obtain sufficient and appropriate audit evidence over the account balances as at 31 December 2021 and the profit or loss, cash flows, changes in equity and notes to consolidated financial statements of the Group and Company for the year then ended. Any adjustments that might have been found necessary to the Group's consolidated statement of financial position as at 31 December 2021 and 1 January 2022 would have a consequential effect on the Group's 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 ended 31 December 2022.

Any adjustments to be made in respect of the above matters might have a significant consequential effect on the Group's consolidated financial performance and consolidated cash flows for the year ended 31 December 2022 and the consolidated financial position of the Group as at 31 December 2022, and the related disclosures thereof in the consolidated financial statements.

不發表意見之基礎(續)

2. 有關於新加坡的部分附屬公司的會計記錄不足(續)

期初餘額及比較資料

如上文所述，由於缺乏充份的證明文件及有關 貴集團前管理層向 貴公司董事提供的有關 貴集團於新加坡清盤附屬公司的期初結餘及比較資料的會計記錄的更詳細解釋，吾等無法獲得截至2021年12月31日的賬戶餘額以及 貴集團及 貴公司截至該日止年度的損益、現金流、權益變動及綜合財務報表附註的充分適當審計證據。 貴集團於2021年12月31日及2022年1月1日的綜合財務狀況表可能需要進行的任何調整均會對 貴集團截至2022年12月31日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表產生相應影響。

就上述事項作出的任何調整可能會對 貴集團截至2022年12月31日止年度的綜合財務表現及綜合現金流量以及 貴集團於2022年12月31日的綜合財務狀況及其於綜合財務報表的相關披露產生重大影響。

Independent Auditor's Report

獨立核數師報告

OTHER MATTERS

The consolidated financial statements of the Group for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion in those consolidated financial statements on 25 March 2022.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with IFRSs 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 of the Company 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 intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

其他事宜

貴集團截至2021年12月31日止年度的綜合財務報表乃由另一核數師審核並於2022年3月25日對該等綜合財務報表發表無保留意見。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港公司條例的披露規定編製及真實而公允地列報該等綜合財務報表，並負責董事認為編製綜合財務報表所必需的有關內部監控，以確保綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事有意將貴集團清盤，或停止營運，或除此之外並無其他實際可行的辦法，否則貴公司董事須採用以持續經營為基礎的會計法。

審核委員會負責監督貴集團財務報告流程。

Independent Auditor's Report

獨立核數師報告

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and to issue an auditor's report. We report solely to you, as a body, and for no other purpose. We do not assume responsibility forwards or accept liability to any other person for the content of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to form an audit opinion on the consolidated financial statements due to the significant of the matters. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

CL PARTNERS CPA Limited

Certified Public Accountants

Wong Cho Yi

Practising Certificate Number: P07897

Hong Kong

31 March 2023

核數師就審核綜合財務報表須承擔的責任

吾等的責任乃遵循香港會計師公會(「香港會計師公會」)發佈的香港核數準則對貴集團的綜合財務報表執行審核工作並發表核數師報告。吾等僅向整體股東報告，除此之外別無其他目的。吾等概不會就本報告的內容向任何其他人士負責或承擔任何責任。然而，由於吾等之報告內不發表意見之基準所述事宜，吾等無法就綜合財務報表達成審計意見，原因是該等事項的重要性。根據香港會計師公會的專業會計師道德守則(「守則」)，吾等獨立於貴集團，且吾等乃根據守則履行吾等的其他道德責任。

先機會計師行有限公司

執業會計師

Wong Cho Yi

執業證書編號：P07897

香港

2023年3月31日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2022 截至2022年12月31日止年度

			2022 2022年	2021 2021年 (Restated) (經重列)
		Notes 附註	S\$'000 千新加坡元	S\$'000 千新加坡元
Continuing operations	持續經營業務			
Revenue	收益	7	4,241	238
Other operating income	其他經營收入	10	318	1,029
Consumables and medical supplies used	已用消耗品及醫療用品		(3,534)	(89)
Employee benefits expense	僱員福利開支		(3,221)	(2,202)
Amortisation of intangible assets	無形資產攤銷	18	(184)	(163)
Depreciation of plant and equipment	廠房及設備折舊	17	(123)	(289)
Depreciation of right-of-use assets	使用權資產折舊	21	(2,033)	(1,571)
Other operating expenses	其他經營開支		(2,170)	(1,416)
Finance costs	財務成本	11	(218)	(113)
Other gains and losses	其他收益及虧損	12	(4,529)	(250)
Impairment loss on trade and other receivables, and deposits, net of reversal	貿易及其他應收款項以及按金減值虧損，扣除撥回	24	(1,674)	(742)
Impairment loss on plant and equipment	廠房及設備減值虧損	17	-	(887)
Share of result of a joint venture	應佔合營公司業績	22	-	-
Loss before tax	除稅前虧損	13	(13,127)	(6,455)
Income tax credit	所得稅抵免	14	-	-
Loss for the year from continuing operations	持續經營業務年內虧損		(13,127)	(6,455)
Discontinued operations	已終止經營業務			
Loss for the year from discontinued operations	已終止經營業務年度虧損	35	(5,530)	(2,330)
Loss for the year	年內虧損		(18,657)	(8,785)
Other comprehensive income (expense):	其他全面收益(開支):			
Item that may be reclassified subsequently to profit or loss	其後可重新分類至損益的項目			
Exchange differences on translation on foreign operation	換算海外業務的匯兌差額		18	(57)
Other comprehensive income (expense) for the year	年內其他全面收益(開支)		18	(57)
Total comprehensive expense for the year	年內全面開支總額		(18,639)	(8,842)

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2022 截至2022年12月31日止年度

		2022 2022年	2021 2021年 (Restated) (經重列)
		S\$'000 千新加坡元	S\$'000 千新加坡元
		Notes 附註	
Loss for the year attributable to:	應佔年內虧損：		
Owners of the Company	本公司擁有人		
— from continuing operations	— 來自持續經營業務	(13,119)	(6,455)
— from discontinued operations	— 來自已終止經營業務	(5,530)	(2,330)
		(18,649)	(8,785)
Non-controlling interests	非控股權益		
— from continuing operations	— 來自持續經營業務	(8)	—
		(18,657)	(8,785)
Total comprehensive expense for the year attributable to:	應佔年內全面開支總額：		
— from continuing operations	— 來自持續經營業務	(13,101)	(6,512)
Owners of the Company	本公司擁有人	(8)	—
Non-controlling interests	非控股權益		
		(13,109)	(6,512)
Total comprehensive expense for the year attributable to:	應佔年內全面開支總額：		
— from discontinued operations	— 來自已終止經營業務	(5,530)	(2,330)
Owners of the Company	本公司擁有人		
		(5,530)	(2,330)
Basic and diluted loss per share attributable to owners of the Company (Singapore cents)	本公司擁有人應佔每股基本及攤薄虧損 (新加坡分)	16	
From continuing and discontinued operations	來自持續經營及已終止經營業務	(1.43)	(0.92)
From continuing operations	來自持續經營業務	(1.01)	(0.68)
From discontinued operations	來自已終止經營業務	(0.43)	(0.24)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022 於2022年12月31日

			2022	2021
		Notes	2022年	2021年
		附註	S\$'000	S\$'000
			千新加坡元	千新加坡元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Plant and equipment	廠房及設備	17	426	1,927
Intangible assets	無形資產	18	608	789
Deposits	按金	24	404	700
Right-of-use assets	使用權資產	21	2,586	5,857
Investment in a joint venture	合營公司投資	22	-	-
			4,024	9,273
Current assets	流動資產			
Inventories	存貨	23	1,052	1,096
Trade and other receivables, deposits and prepayment	貿易及其他應收款項、 按金及預付款項	24	5,201	5,766
Financial assets at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值 計入損益」)的金融資產	20	1,607	616
Finance lease receivables	融資租賃應收款項	19	-	18
Bank balances and cash	銀行結餘及現金	25	512	2,138
			8,372	9,634
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	26	9,251	2,639
Contract liabilities	合約負債	27	12	343
Financial guarantee liabilities	財務擔保負債	28	4,076	-
Lease liabilities	租賃負債	29	1,616	2,544
Borrowings	借款	30	182	1,309
Tax payables	應付所得稅		-	22
			15,137	6,857
Net current (liabilities) assets	流動(負債)/資產淨值		(6,765)	2,777
Total assets less current liabilities	總資產減流動負債		(2,741)	12,050

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022 於2022年12月31日

			2022	2021
			2022年	2021年
		Notes	S\$'000	S\$'000
		附註	千新加坡元	千新加坡元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	29	1,062	3,523
Trade and other payables	貿易及其他應付款項	26	-	277
Amount due to a related party	應付關聯方款項	36	2,493	-
Borrowings	借款	30	-	3,683
Deferred tax liability	遞延稅項負債	31	-	-
			3,555	7,483
Net (liabilities) assets	(負債)資產淨值		(6,296)	4,567
EQUITY	權益			
Capital and reserves	資本及儲備			
Share capital	股本	32	2,273	1,493
Reserves	儲備		(8,561)	3,074
(Deficit) equity attributable to owners of the Company	本公司擁有人應佔(虧絀)權益		(6,288)	4,567
Non-controlling interests	非控股權益		(8)	-
Total (deficit) equity	總(虧絀)權益		(6,296)	4,567

The consolidated financial statements on pages 100 to 211 were approved and authorised for issue by the Board of Directors on 31 March 2023 and are signed on its behalf by:

Yang Zhangxin
楊章鑫
Director
董事

Lee Chung Shun
李宗舜
Director
董事

第100至211頁之綜合財務報表經董事會於2023年3月31日批准及授權刊發，並由以下人士代表其簽署：

See accompanying notes to consolidated financial statements.

見綜合財務報表所附附註。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022 截至2022年12月31日止年度

		Reserves 儲備								Total 合計
		Share capital 股本	Share premium 股份溢價	Foreign currency translation reserve 外幣換算儲備	Other reserve (Note) 其他儲備(附註)	Share option reserve 購股權儲備	Accumulated losses 累計虧損	Sub-total 小計	Non-controlling interests 非控股權益	
		SS'000 千新加坡元	SS'000 千新加坡元	SS'000 千新加坡元	SS'000 千新加坡元	SS'000 千新加坡元	SS'000 千新加坡元	SS'000 千新加坡元	SS'000 千新加坡元	SS'000 千新加坡元
At 1 January 2021	於2021年1月1日	1,037	9,589	39	2,165	-	(7,299)	5,331	-	5,531
Loss for the year	年內虧損	-	-	-	-	-	(8,785)	(8,785)	-	(8,785)
Other comprehensive expense for the year	年內其他全面開支	-	-	(57)	-	-	-	(57)	-	(57)
Total comprehensive expense for the year	年內全面開支總額	-	-	(57)	-	-	(8,785)	(8,842)	-	(8,842)
Issue of shares by placing	透過配售發行股份	456	7,542	-	-	-	-	7,998	-	7,998
Transaction costs attributable to issue of shares	發行股份的應佔交易成本	-	(120)	-	-	-	-	(120)	-	(120)
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	1,493	17,011	(18)	2,165	-	(16,084)	4,567	-	4,567
Loss for the year	年內虧損	-	-	-	-	-	(18,649)	(18,649)	(8)	(18,657)
Other comprehensive income for the year	年內其他全面收益	-	-	18	-	-	-	18	-	18
Total comprehensive income (expense) for the year	年內全面收益(開支)總額	-	-	18	-	-	(18,649)	(18,631)	(8)	(18,639)
Issue of shares under rights issues	供股的股份發行	747	6,722	-	-	-	-	7,469	-	7,469
Transaction costs attributable to issue of shares	股份發行應佔交易成本	-	(277)	-	-	-	-	(277)	-	(277)
Share-based payment recognised	已確認股份付款	-	-	-	-	225	-	225	-	225
Cancellation of share options	註銷購股權	-	-	-	-	(46)	46	-	-	-
Exercise of share options	行使購股權	33	393	-	-	(67)	-	359	-	359
Effect on change of functional currency	更改功能貨幣的影響	-	-	14	-	-	(14)	-	-	-
At 31 December 2022	於2022年12月31日	2,273	23,849	14	2,165	112	(34,701)	(6,288)	(8)	(6,296)

Note: Other reserve represents the proceeds from issue of shares of Unified Front Limited to a pre-IPO investor and the difference between the share capital of the Company issued pursuant to the reorganisation and the share capital of Unified Front Limited acquired by the Company.

附註：其他儲備指 Unified Front Limited 股份發行予首次公開發售前投資者的所得款項，以及根據重組而發行的本公司股本與本公司收購 Unified Front Limited 股本之間的差額。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022 截至2022年12月31日止年度

		2022 2022年 S\$'000 千新加坡元	2021 2021年 S\$'000 千新加坡元
Operating activities	經營活動		
Loss before tax from continuing and discontinued operations	來自持續經營及已終止經營業務的除稅前虧損	(18,649)	(8,871)
<i>Adjustments for:</i>	<i>調整：</i>		
Finance costs	財務成本	218	340
Depreciation of plant and equipment	廠房及設備折舊	572	810
Amortisation of intangible assets	無形資產攤銷	196	169
Depreciation of right-of-use assets	使用權資產折舊	2,990	2,777
Interest income	利息收入	-	(46)
Impairment loss on trade and other receivables and deposits, net of reversal	貿易及其他應收款項及按金減值虧損，扣除撥回	1,674	690
Impairment loss on plant and equipment	廠房及設備減值虧損	-	887
Write off of plant and equipment	廠房及設備撇銷	1,033	3
Write off of inventories	撇銷存貨	120	-
Write off of other receivables and deposits	撇銷其他應收款項及按金	1,258	-
Gain on derecognition of right-of-use assets under a finance sublease	終止確認金融分租下使用權資產的收益	-	(82)
Gain on termination of sublease arrangement	終止分租安排的收益	-	(311)
Loss on disposal of right-of-use assets upon early termination	提早終止後出售使用權資產虧損	1,569	-
Loss on disposal of subsidiaries through discontinued operations (Note 35)	出售附屬公司(透過已終止經營業務)虧損(附註35)	1,067	-
Fair value changes on financial assets at FVTPL	按公平值計入損益的金融資產的公平值變動	864	(15)
Financial guarantee provided for disposal subsidiaries	就出售附屬公司提供的財務擔保	4,076	-
Reversal of provision of renovation upon early termination of lease arrangement	提早終止租賃安排後撥回改造撥備	(93)	-
Share-based payment	以股份支付款項	225	-
Operating cash flows before working capital changes	營運資金變動前的經營現金流量	(2,880)	(3,649)
<i>Movements in working capital:</i>	<i>營運資金變動：</i>		
Increase in inventories	存貨增加	(811)	(246)
Increase in trade and other receivables, deposits and prepayment	貿易及其他應收款項、按金及預付款項增加	(9,151)	(2,113)
Increase in trade and other payables	貿易及其他應付款項增加	7,610	558
Increase in financial assets at FVTPL	按公平值計入損益的金融資產增加	-	(601)
Decrease in contract liabilities	合約負債減少	168	-
Cash used in operations	經營所用的現金	(5,064)	(6,051)
Income tax paid	已付所得稅	(22)	(77)
Cash used in operating activities	經營活動所用現金	(5,086)	(6,128)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022 截至2022年12月31日止年度

		2022	2021
		2022年	2021年 (Restated)
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Investing activities	投資活動		
Purchase of plant and equipment	購買廠房及設備	(1,281)	(566)
Purchase of financial assets at fair value profit or loss	購買按公平值計入損益的金融資產	(1,729)	-
Net cash outflow on disposal of subsidiaries through discontinued operation	透過已終止經營業務出售附屬公司的現金流出淨額	(251)	-
Purchase of intangible assets	購買無形資產	(45)	(636)
Proceeds from disposal of plant and equipment	出售廠房及設備所得款項	28	-
Repayment from a joint venture	合營公司還款	-	124
Redemption in convertible loan	贖回可換股貸款	-	30
Repayments of finance lease receivables	融資租賃應收款項還款	-	542
Cash used in investing activities	投資活動所用現金	(3,278)	(506)
Financing activities	融資活動		
Interest paid	已付利息	(84)	(340)
Repayment of borrowings	償還借款	(536)	(681)
Repayment of lease liabilities	償還租賃負債	(2,845)	(3,040)
Repayment of finance lease liabilities	償還金融租賃負債	18	-
Advanced from a related party	一名關聯方墊款	2,493	-
Net drawdown from borrowings	自借款提取的淨額	56	-
Proceeds from issuance of shares upon placing	於配售後發行股份所得款項	-	7,998
Proceeds from issuance of shares by rights issues	供股發行股份所得款項	7,469	-
Proceeds from issuance of shares by exercise of share options	行使購股權發行股份所得款項	359	-
Payment of transaction costs attributable to issue of shares	支付發行股份的應佔交易成本	(277)	(120)
Cash generated from financing activities	融資活動所得現金	6,653	3,817
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(1,711)	(2,817)
Cash and cash equivalents at beginning of the year	年初現金及現金等價物	2,138	4,932
Effect of foreign exchange rate changes	匯率變動的影響	85	23
Cash and cash equivalents at end of the year	年末現金及現金等價物	512	2,138

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

1 GENERAL

RMH Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability. Its registered office is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company in Hong Kong is at Room 2501, 25/F., Harbourside HQ, 8 Lam Chak Street, Kowloon Bay, Kowloon, Hong Kong. The head office and principal place of business of the Company in Singapore is at #17-01/02 Paragon (Office Tower), 290 Orchard Road, Singapore 238859. It is listed on Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (“HKEX”).

The Company is an investment holding company and the principal activities of the subsidiaries are disclosed in Note 37.

The consolidated financial statements for the year ended 31 December 2022 were authorised on 31 March 2023 for issue by the board of directors of the Company (the “Board”).

2 BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with the applicable International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (the “IASB”). In addition, the consolidated financial statements include applicable disclosures required by the GEM Listing Rules Governing the Listing of Securities on HKEX and by the Hong Kong Companies Ordinance.

1 一般事項

德斯控股有限公司(「本公司」)為一家在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司在香港的主要營業地點為香港九龍灣臨澤街8號啟匯25樓2501室。本公司總部及新加坡主要營業地點位於#17-01/02 Paragon (Office Tower), 290 Orchard Road, Singapore，郵編238859。本公司於香港聯合交易所有限公司(「聯交所」)GEM(「GEM」)上市。

本公司屬投資控股公司，附屬公司主要業務於附註37披露。

截至2022年12月31日止年度的綜合財務報表已於2023年3月31日獲本公司董事會(「董事會」)授權刊發。

2 編製綜合財務報表之基準

綜合財務報表乃根據國際會計準則理事會(「國際會計準則理事會」)頒布的國際財務報告準則(「國際財務報告準則」)編製。此外，綜合財務報表資料亦載有聯交所證券上市規則及香港公司條例所規定的適用披露資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

2 BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

Going concern

For the year ended 31 December 2022, the Group has recorded a net loss from continuing operations attributable to owners of the Company of S\$13,127,000; and as at 31 December 2022, the Group's current liabilities exceeded its current assets by S\$6,765,000. Current portion of the Group's borrowings amounted to approximately S\$182,000 and financial guarantee liabilities provided for Singapore Liquidated Subsidiaries as of approximately S\$4,076,000. As at 31 December 2022, the Group has cash and cash equivalent of approximately of S\$512,000, and it indicated that the Group did not have sufficient cash and cash equivalent to settle the outstanding balances when they call for immediate repayment.

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

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

- The Group will prioritise the disposal of its existing short-term investments, including the disposal of certain listed equity investments classified as financial assets at FVTPL with carrying amount of S\$1,607,000 as at 31 December 2022;
- The Group will closely monitor, review and speed up its collection with trade receivables and other debts, in order to expedite the recovery of liquidity capital to replenish its liquidity shortfall;

2 編製綜合財務報表之基準(續)

持續經營

截至2022年12月31日止年度，本集團已錄得本公司擁有人應佔持續經營業務淨虧損13,127,000新加坡元；及於2022年12月31日，本集團的流動負債超過其流動資產6,765,000新加坡元。本集團借款的即期部分約為182,000新加坡元及向新加坡清盤附屬公司提供的財務擔保負債約為4,076,000新加坡元。於2022年12月31日，本集團的現金及現金等價物約為512,000新加坡元，表明本集團並無足夠的現金及現金等價物於彼等要求立即償還時清償未償還餘額。

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

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

- 本集團將會優先考慮出售其現有短期投資，包括出售分類為按公平值計入損益的金融資產的若干上市股本投資，其賬面值於2022年12月31日為1,607,000新加坡元；
- 本集團將密切監督、檢討及加快應收賬款和其他債權的追收工作，以加快回籠流動資金，補充流動資金不足；

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

2 BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

Going concern (Continued)

- The Group will actively communicate with the Singapore Liquidators as well as with the financial institutions that providing banking facilities to Singapore Liquidated Subsidiaries in order to further and thoroughly verify the legitimacy, rationality, and authenticity of related debt liabilities and guarantee obligations;
- The Group will improve its operation through streamlining its existing non-core business and assets and expansion of new segment, so as to improve efficiency of assets utilisation and reducing operating costs; and
- The Group is actively pursuing alternative financing options, including plans to bring in new investors, or to subscribe for debentures and notes of the Company, or to subscribe for new shares of the Company that may be issued, in order to settle existing debts and for future operating and capital expenditure.

In view of the above, the directors of the Company taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from 31 December 2022. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

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

2 編製綜合財務報表之基準(續)

持續經營(續)

- 本集團將積極與新加坡清盤人以及向新加坡清盤附屬公司提供銀行融資的金融機構溝通，以進一步及詳細核實相關債務責任和擔保責任的合法性、合理性和真實性；
- 本集團將通過精簡其現有非核心業務及資產，以及擴展新分部來改善營運，從而提高資產使用及減少經營虧損的效益；及
- 本集團正在積極尋求其他融資方案，包括計劃引入新的投資人，或認購公司的債權票據，或認購公司可發行的新股份等，以清償現有債務及用於未來運營及資本開支。

鑒於以上所述，本公司董事經考慮上述計劃及措施後，本集團將於2022年12月31日起計未來十二個月內有足夠營運資金為其營運提供資金，並於到期時履行其財務責任。因此，本公司董事信納以持續經營為基準編製綜合財務報表實屬恰當。

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

2 BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

Deconsolidation of Subsidiaries

In November 2022, the Company and certain subsidiaries operated in Singapore (“Singapore Liquidated Subsidiaries”) received demand letters from the United Overseas Bank In Singapore (“UOB”) for repayment of the outstanding principal borrowings and accrued interests of S\$4,076,000 in regard of the breach of the facilities.

On 28 November 2022, the Singapore Liquidated Subsidiaries were unable to repay the outstanding amounts when due and the joint and several interim judicial managers (the “Singapore Liquidators”) were appointed by the High Court of Singapore and by pursuant to written resolutions of above mentioned Singapore entities. The Singapore Liquidators are empowered and authorised to exercise all powers and entitlements of the directors of Singapore Liquidated Subsidiaries of which the Company holds an interest, and preserve the assets of Singapore Liquidated Subsidiaries conferred by the Insolvency, Restructuring and Dissolution Act 2018.

Consequently, the Group had deconsolidated Singapore Liquidated Subsidiaries as the directors of the Company considered that the Group’s control over Singapore Liquidated Subsidiaries had been lost at the Deconsolidated Date.

Therefore, the directors of the Company have determined to exclude the financial position, financial results and cash flows of the Singapore Liquidated Subsidiaries from the Group’s consolidated financial statements as 31 December 2022. The net assets of the Singapore Liquidated Subsidiaries were recognised as gain or loss on disposal of subsidiaries at the date of deconsolidation.

2 編製綜合財務報表之基準(續)

終止合併附屬公司

於2022年11月，本公司及於新加坡運營的若干附屬公司(「新加坡清盤附屬公司」)收到新加坡大華銀行(「大華銀行」)的催款函(內容有關違反融資協定)，要求償還未償還的本金借款及應計利息4,076,000新加坡元。

於2022年11月28日，新加坡清盤附屬公司未能償還到期未付款項，新加坡高等法院根據上述新加坡實體的書面決議案，委任新加坡清盤集團的共同及各別臨時司法管理人(「新加坡清盤人」)。新加坡清盤人有權及授權行使本公司持有權益的新加坡清盤附屬公司董事的所有權力及權利，並保存2018年破產、重組及解散法案所賦予的新加坡清盤附屬公司的資產。

因此，由於本公司董事認為本集團於終止合併日期已失去對新加坡清盤附屬公司的控制權，故本集團已終止合併新加坡清盤附屬公司。

因此，本公司董事決定將新加坡清盤附屬公司的財務狀況、財務業績及現金流量從本集團截至2022年12月31日的綜合財務報表中剔除。新加坡清盤附屬公司的淨資產於終止合併當日確認為出售附屬公司的收益或虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

3 CHANGE OF FUNCTIONAL CURRENCY

Prior to 31 December 2022, Singapore Dollar (“S\$”) was regarded as the functional currency and presentation currency of the Company and the consolidated financial statements.

During the year, the directors of the Company consider that, as a result of the liquidation and discontinued of the operation of the healthcare service segment in Singapore, and with more focus on development on dental care for senior in Hong Kong and the People’s Republic of China (“PRC”), thus, the primary economic environment in which the Group’s operates has changed. Therefore, it is more appropriate to use Hong Kong Dollar (“HK\$”) as the functional currency of the Company.

The change in functional currency was accounted for in accordance with International Accounting Standard (“IAS”) 21 “The Effects of Changes in Foreign Exchange Rates”. The change in functional currency of the Company was applied prospectively from the date of change in accordance with IAS 21.

3. 更改功能貨幣

於2022年12月31日前，新加坡元（「新加坡元」）被視為本公司及綜合財務報表的功能貨幣及呈列貨幣。

年內，本公司董事認為，由於新加坡的醫療服務分部的清盤及終止經營，加上更專注於發展香港及中華人民共和國（「中國」）的老年牙科護理業務，因此，本集團經營的主要經濟環境已有所改變。因此，以港元（「港元」）作為本公司的功能貨幣更為合適。

功能貨幣變更乃根據國際會計準則（「國際會計準則」）第21號「外匯匯率變動的影響」予以列賬。本公司功能貨幣變更已自變更日期起根據國際會計準則第21號獲追溯應用。

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For the year ended 31 December 2022 截至2022年12月31日止年度

4 ADOPTION OF NEW AND REVISED STANDARDS

New and amended IFRS Standards that are effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the IASB for the first time, which are mandatorily effective for the Group's annual period beginning on 1 January 2022 for the preparation of the consolidated financial statements:

Amendment to IFRS 3	<i>Reference to the Conceptual Framework</i>
Amendment to IFRS 16	<i>Covid-19-Related Rent Concessions beyond 30 June 2021</i>
Amendment to IAS 16	<i>Property, Plant and Equipment</i> — <i>Proceeds before Intended Use</i>
Amendment to IAS 37	<i>Onerous Contracts</i> — <i>Costs of Fulfilling a Contract</i>
Amendment to IFRSs	<i>Annual Improvements to IFRSs 2018–2020</i>

Except as described below, the application of the amendments to IFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

4 採納新訂及經修訂準則

於本年度生效的新訂及經修訂國際財務報告準則

於本年度，本集團於編製綜合財務報表時，首次採納由國際會計準則理事會頒佈的下列國際財務報告準則修訂本，該等修訂本於本集團於2022年1月1日開始的年度期間強制生效：

國際財務報告準則 第3號(修訂本)	對概念框架的提述
國際財務報告準則 第16號(修訂本)	2021年6月30日後新型冠狀 病毒相關租金寬減
國際會計準則 第16號(修訂本)	物業、廠房及設備 — 作擬定用途前的所得款項
國際會計準則 第37號(修訂本)	虧損合約 — 履行合約的成本
國際財務報告準則 (修訂本)	國際財務報告準則 2018年至2020年的 年度改進

除下文所述者外，於本年度適用國際財務報告準則修訂本對本集團於本年度及上一年的財務狀況及表現及／或此等綜合財務報表中所列披露事項概無造成重大影響。

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4 ADOPTION OF NEW AND REVISED STANDARDS (Continued)

Impacts on application of Amendments to IFRS 3 Reference to the Conceptual Framework

The Group has applied the amendments to business combinations for which the acquisition date was on or after 1 January 2022. The amendments update a reference in IFRS 3 *Business Combinations* so that it refers to the Conceptual Framework for Financial Reporting 2018 issued in June 2018 (the “Conceptual Framework”) instead of Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting 2010 issued in October 2010), add a requirement that, for transactions and events within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or IFRIC 21 *Levies*, an acquirer applies IAS 37 or IFRIC 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination and add an explicit statement that an acquirer does not recognize contingent assets acquired in a business combination.

The application of the amendments in the current year has had no impact on the Group’s consolidated financial statements.

Impact on application of Amendments to IAS 37 Onerous Contracts — Cost of Fulfilling a Contract

The Group has applied the amendments the first time in the current year. The amendments specify that, when an entity assesses whether a contract is onerous in accordance with IAS 37, the unavoidable costs under a contract should reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it. Costs of fulfilling the contract include incremental costs and an allocation of other costs that relate directly to fulfilling contracts (e.g. an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

In accordance with the transitional provisions, the amendments are applicable to contracts for which the Group has not yet fulfilled all its obligations as at the date of initial application, 1 January 2022. Specifically, the Group’s assessment of onerous contracts in relation to outstanding unfulfilled contracts.

The application of the amendments in the current year has had no impact on the Group’s financial positions and performance.

4 採納新訂及經修訂準則(續)

應用國際財務報告準則第3號(修訂本)對概念框架的提述之影響

本集團已將該等修訂本應用於收購日期為2022年1月1日或之後的業務合併。該等修訂本更新國際財務報告準則第3號業務合併中之參考資料，使其引用於2018年6月所頒佈之財務報告概念框架2018(「概念框架」)，而非財務報表編製及列報框架(由2010年10月頒佈之財務報告概念框架2010所取代)；添加一項規定，即就國際會計準則第37號撥備、或有負債及或有資產或國際財務報告詮釋委員會第21號徵費範圍內之交易及其他事項而言，收購方應採用國際會計準則第37號或國際財務報告詮釋委員會第21號而非概念框架，以識別其於業務合併中所承擔之負債；及添加一項明確聲明，即收購方不會確認於業務合併中所收購之或有資產。

於本年度應用該等修訂本對本集團的綜合財務報表並無影響。

應用國際會計準則第37號(修訂本)虧損合約 — 履行合約的成本的影響

本集團已於本年度首次應用該修訂本。該修訂本訂明，當實體根據國際會計準則第37號評估合約是否虧損性時，合約項下不可避免的成本應反映退出合約的最低淨成本，即履行合約的成本與因未能履行合約而產生的任何補償或處罰中的較低者。履行合約的成本包括增量成本及與履行合約直接相關的其他成本分配(如用於履行合約的物業、廠房及設備項目的折舊支出分配)。

根據過渡性條文，該修訂本適用於本集團於首次應用日期(2022年1月1日)尚未履行其全部責任的合約。尤其是，本集團對未完成的未履行合約的虧損合約的評估。

於本年度應用修訂本對本集團的財務狀況及表現並無影響。

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綜合財務報表附註

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4 ADOPTION OF NEW AND REVISED STANDARDS (Continued)

New and amendments IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17 (including the October 2020 and February 2022 Amendments to IFRS 17)	<i>Insurance Contracts</i> ¹
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ²
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ³
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)</i> ¹
Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ¹
Amendments to IAS 8	<i>Definition of Accounting Estimates</i> ¹
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ¹

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for annual periods beginning on or 1 January 2024.

Except for the new and amendments to IFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

4 採納新訂及經修訂準則(續)

已頒佈但尚未生效的新訂國際財務報告準則及修訂本

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第17號(包括2020年10月及2022年2月國際財務報告準則第17號(修訂本))	<i>保險合約</i> ¹
國際財務報告準則第10號及國際會計準則第28號(修訂本)	<i>投資者與其聯營公司或合營企業之間的資產出售或注入</i> ²
國際財務報告準則第16號(修訂本)	<i>售後租回的租賃負債</i> ³
國際會計準則第1號(修訂本)	<i>將負債分類為流動或非流動及香港詮釋第5號(2020年)之相關修訂本</i> ¹
國際會計準則第1號及國際財務報告準則實務報告第2號(修訂本)	<i>會計政策披露</i> ¹
國際會計準則第8號(修訂本)	<i>會計估計的定義</i> ¹
國際會計準則第12號(修訂本)	<i>單一交易中產生的資產及負債相關的遞延稅項</i> ¹

¹ 於2023年1月1日或之後開始的年度期間生效。

² 於尚待釐定之日期或之後開始之年度期間生效。

³ 於2024年1月1日或之後開始的年度期間生效。

除下文所述新訂及經修訂國際財務報告準則外，本公司董事預期，於可預見未來，應用所有其他新訂及經修訂國際財務報告準則將不會對綜合財務報表構成重大影響。

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4 ADOPTION OF NEW AND REVISED STANDARDS (Continued)

Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

IAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

4 採納新訂及經修訂準則(續)

國際會計準則第1號及國際財務報告準則實務報告第2號會計政策披露(修訂本)

經修訂之國際會計準則第1號以「重要會計政策資料」一詞取代「重大會計政策」。倘某一會計政策資料在與實體財務報表內包含之其他資料一併考量時，可合理預期會影響一般目的財務報表之主要使用者基於該等財務報表作出之決策，則該會計政策資料屬重要。

該等修訂本亦澄清某一會計政策資料可能因相關交易之性質、其他事項或情況而屬重要，即使金額並不重大。然而，並非所有與重大交易、其他事項或情況有關之會計政策資料本身屬重要。倘實體選擇披露不重要之會計政策資料，有關資料不得令重要會計政策資料變得模糊不清。

國際財務報告準則實務報告第2號就重要性作出判斷(「實務報告」)亦獲修訂，以說明實體如何應用「4步驟重要性程序」來披露會計政策及判斷某一會計政策資料對其財務報表而言是否屬重要。實務報告已新增指引及例子。

預期應用該等修訂本不會對本集團之財務狀況或表現造成重大影響，惟可能影響本集團重大會計政策之披露。有關影響(如有)未來將於本集團綜合財務報表中披露。

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4 ADOPTION OF NEW AND REVISED STANDARDS (Continued)

Amendments to IAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty — that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in IAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

5 SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 *Share-based Payments*, leasing transactions that are within the scope of IFRS 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 *Inventories* or value in use in IAS 36 *Impairment of Assets*.

4 採納新訂及經修訂準則(續)

國際會計準則第8號會計估計的定義(修訂本)

該等修訂本界定會計估計為「於財務報表中受計量不確定性影響之貨幣金額」。會計政策可能規定財務報表項目須以某種涉及計量不確定性之方式計量 — 即會計政策可能規定該等項目須以無法透過直接觀察得知之貨幣金額計量，並因而必須作出估計。在此情況下，實體估計得出之會計估計乃為達成會計政策所載之目的。所得出之會計估計涉及以最近期可得且可靠之資料進行判斷或假設。

此外，國際會計準則第8號中之會計估計變動之概念獲保留，並獲得額外澄清。

應用該等修訂本預期將不會對本集團的綜合財務報表構成重大影響。

5 重大會計政策

本綜合財務報表乃按歷史成本基準編製，惟如下文所載會計政策所述，於各報告期末按公平值計量之若干金融工具除外。

歷史成本一般基於換取貨品或服務的代價的公平值釐定。

公平值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付的價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。於估計資產或負債的公平值時，本集團考慮了市場參與者將否在計量日為該資產或負債進行定價時考慮該等特徵。在綜合財務報表中計量及／或披露的公平值均在此基礎上予以確定，惟國際財務報告準則第2號以股份支付範圍內的以股份支付之交易、國際財務報告準則第16號租賃範圍內的租賃交易以及與公平值類似但並非公平值的計量(例如，國際會計準則第2號存貨中的可變現淨值或國際會計準則第36號資產減值中的使用價值)除外。

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5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

In addition, for financial reporting purposes, fair value adjustments are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value adjustments are observable and the significance of the inputs to the fair value measurement in its entirety which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies adopted are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power over the investee to affect its returns.

5 重大會計政策(續)

此外，就財務報告而言，公平值調整根據公平值調整的輸入數據可觀察程度及輸入數據對公平值計量的整體重要性分類為第1級、第2級或第3級，載述如下：

- 第1級輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第2級輸入數據是就資產或負債直接或間接地可觀察的輸入數據(第1級內包括的報價除外)；及
- 第3級輸入數據是資產或負債的不可觀察輸入數據。

所採納的主要會計政策載列如下。

合併基準

綜合財務報表載有本公司及由本公司及其附屬公司控制的實體(包括結構實體)的財務報表。倘本公司符合以下條件，則視為擁有控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔可變回報的風險或享有權利；及
- 有能力對投資對象使用其權力影響其回報。

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5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation (Continued)

The Company 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 listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

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.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets, and liabilities of the subsidiary attributable to the owners to the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified or permitted by applicable IFRSs).

5 重大會計政策(續)

合併基準(續)

倘事實及情況表明以上所列控制權三個要素的一個或多個有所變動，本公司會重新評估其是否控制投資對象。

當本公司取得附屬公司控制權時，開始作綜合記賬，並於本公司失去對該附屬公司之控制權時終止綜合記賬。尤其是，附屬公司於年內所產生或出售之收入及開支由本公司取得控制權當日直至不再對該附屬公司擁有控制權之日計入綜合損益及其他全面收益表。

損益及其他全面收益各項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使這會導致非控股權益有虧絀結餘。

於有必要時，會對附屬公司的財務報表作出調整以使其會計政策與本集團的會計政策一致。

本集團成員公司間有關交易的所有集團內公司間資產及負債、權益、收入、開支以及現金流量已於綜合入賬時全數對銷。

倘若本集團失去對附屬公司之控制權，該附屬公司之資產及負債終止確認，則收益或虧損於損益內確認且以下列兩者間之差額計算(i)所收代價之公平值與任何保留權益之公平值總和及(ii)資產之先前賬面值與本公司擁有人應佔附屬公司之負債。過往在有關附屬公司之其他全面收益確認之所有金額(即按適用之國際財務報告準則具體規定或准許重新分類至損益或轉移至其他股本類別)均入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the consolidated statement of profit or loss and other comprehensive income, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

Investments in joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of joint ventures are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for in accordance with IFRS 5.

5 重大會計政策(續)

已終止經營業務

已終止經營業務為本集團業務之組成部分，其經營業務及現金流量可與本集團餘下者清楚區分，其為獨立的主要業務部或經營地區，或出售獨立的主要業務部或經營地區之單一整體計劃之一部分，或專為準備轉售而收購之附屬公司。

當出售或經營業務符合有關分類為持作出售之標準(如較早)時會分類為已終止經營業務。其亦於經營業務棄置時發生。

當經營業務分類為已終止，則會於綜合損益及其他全面收益表內按單一數額呈列，其包括：

- 已終止經營業務之除稅後溢利或虧損；及
- 計量構成已終止經營業務之資產或出售組別之公平值減銷售成本時或出售時所確認之除稅後收益或虧損。

合營公司投資

合營公司是一種合營安排，具有安排的共同控制權的合營各方有權分佔該合營安排淨資產的權益。共同控制權是指按照合約性協議共同控制一個安排，並只當在相關活動的決策需得到共同控制的合營各方一致同意時存在。

除了當該合營公司投資被分類為持作出售，應根據國際財務報告準則第5號入賬之外，合營公司的業績、資產及負債以會計權益法計入財務報表。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in joint venture (Continued)

Under the equity method, an investment in a joint venture is recognised initially in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. When the Group's share of losses of a joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

An investment in a joint venture is accounted for in the consolidated financial statements using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IAS 36 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

5 重大會計政策(續)

合營公司投資(續)

根據權益法，合營公司投資以成本在綜合財務狀況報表內作初始確認，之後以本集團於合營公司應佔損益及其他全面收益作出調整。倘本集團應佔合營公司的虧損超出於合營公司的權益時（當中包括在任何實質情況下的長期權益，並為本集團於合營公司的淨投資之一部分），本集團停止確認其分佔的進一步虧損。本集團只於產生有法律或實質性責任，或須代合營公司作出付款的情況下，確認對該合營公司的額外虧損。

合營公司投資自投資對象成為合營公司之日起於綜合財務報表以權益法入賬。於收購合營公司投資時，投資成本超出本集團應佔合營公司可識別資產及負債公平淨值之差額乃確認為商譽，並計入投資賬面值。本集團應佔可識別資產及負債公平淨值超出投資成本之差額，經重新評估後隨即於收購投資期間的損益內確認。

國際會計準則第36號之規定乃應用作釐定是否有必要確認本集團的合營公司投資的任何減值虧損。如有必要，投資(包括商譽)的全部賬面值會作為單一資產，根據國際會計準則第36號透過比較其可收回金額(使用價值與公平值減出售成本兩者中之較高者)與其賬面值以進行減值測試。已確認的減值虧損不會分配到任何資產，包括商譽，但會構成該投資的賬面值的一部分。當該投資的可收回金額於後期回升，該減值虧損的任何撥回則按照國際會計準則第36號確認。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in joint venture (Continued)

The Group discontinues the use of the equity method from the date when the investment ceases to be a joint venture. When the Group retains an interest in the former joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the joint venture is disposed of.

When the Group reduces its ownership interest in a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a Group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the joint venture that are not related to the Group.

5 重大會計政策(續)

合營公司投資(續)

當投資不再成為合營公司，本集團於當日停止使用權益法。倘本集團保留前合營公司之權益且保留權益為金融資產，則本集團計量保留權益於該日之公平值，而該公平值將作為根據國際財務報告準則第9號首次確認公平值。於釐定出售該合營公司之收益或虧損時計入於停止使用權益法當日合營公司的賬面值與任何保留權益之公平值及出售合營公司之部分權益之任何所得款項之差額。此外，本集團將先前於其他全面收益就該合營公司確認之所有金額按該合營公司直接出售相關資產或負債之基準入賬。因此，倘該合營公司先前已於其他全面收益確認之收益或虧損會於出售相關資產或負債時重新分類為損益，則本集團於出售合營公司時將收益或虧損由權益重新分類為損益(即重新分類調整)。

倘本集團減少其於合營公司之所有權權益而本集團繼續採用權益法，若有關收益或虧損會於出售相關資產或負債時重新分類至損益，則本集團會將先前就所有權權益減少而於其他全面收益確認之收益或虧損部分重新分類至損益。

當本集團實體與本集團合營公司進行交易時，與合營公司交易所產生之損益僅於合營公司之權益與本集團無關時，方於本集團之綜合財務報表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments

Financial assets and financial liabilities are recognised in the Group's consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial asset at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

5 重大會計政策(續)

金融工具

金融資產及金融負債乃於本集團成為工具合約條文的訂約方時於本集團的綜合財務狀況表內確認。

金融資產及金融負債初步按公平值計量，惟來自客戶合約的貿易應收款項初始按照國際財務報告準則第15號計量。收購或發行金融資產及金融負債(按公平值計入損益的金融資產除外)直接應佔的交易成本於初步確認時加入或扣自金融資產或金融負債(按適用者)的公平值。收購按公平值計入損益的金融資產或金融負債直接應佔的交易成本會即時於損益內確認。

金融資產

所有金融資產的日常買賣，於交易日確認及終止確認。日常買賣乃指購買或出售於有關市場規則或慣例設定的時限內交付的金融資產。

所有已確認金融資產其後視乎其分類按攤銷成本或公平值整體計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification of financial assets

Debt instruments that meet both of the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are subsequently measured at FVTPL.

Despite the foregoing, the Group may make the following irrevocable election/designation at initial recognition of a financial asset:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the Group may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

All recognised financial assets that are within the scope of IFRS 9 (including trade and other receivables, deposits and cash and cash equivalents) are subsequently measured at amortised costs.

5 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產分類

符合下列兩項條件的債務工具其後按攤銷成本計量：

- 持有金融資產的商業模式以持有金融資產從而收取合約現金流為目標；及
- 金融資產的合約條款於指定日期產生的現金流，僅為支付本金及未償還本金利息。

符合下列條件的債務工具其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 持有金融資產的商業模式是以收取合約現金流及出售金融資產為目標；及
- 金融資產的合約條款於指定日期產生的現金流，僅為支付本金及未償還本金利息款項。

所有其他金融資產設定為其後以按公平值計入損益計量。

儘管上文所述，本集團可於金融資產首次確認時作出下列不可撤銷的選擇／指定：

- 倘滿足若干條件，本集團能不可撤銷地選擇於其他全面收益呈列股本投資的後續公平值變動；及
- 倘不可撤銷地指定符合攤銷成本或按公平值計入其他全面收益標準的債務投資為按公平值計入損益能消除或大幅降低會計錯配，則本集團可如此行事。

所有已確認而屬於國際財務報告準則第9號範圍內的金融資產(包括貿易及其他應收款項、按金以及現金及現金等價物)其後按攤銷成本計量。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit-impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. On the other hand, the gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Interest income is recognised in profit or loss and is included in the "Other operating income" line item.

5 重大會計政策(續)

金融工具(續)

金融資產(續)

攤銷成本及實際利率法

實際利率法是計算債務工具攤銷成本以及在相關期間內分配利息收入的一種方法。

對於除購買或發起的信貸減值金融資產以外的金融工具而言，實際利率為按債務工具的預計年期或(如適用)較短期間準確貼現估計未來現金收入(包括所有構成實際利率組成部分之已付或已收費用及點數、交易成本及其他溢價或折讓，不包括預期信貸虧損)至初始確認時債務工具賬面總值的利率。對於購買或發起的信貸減值金融資產，信貸調整實際利率乃按將估計未來現金流(包括預期信貸虧損)貼現至初始確認時債務工具攤銷成本的方式計算。

金融資產攤銷成本為金融資產於初始確認時的金額減償還本金款項，加初始金額與到期金額之間任何差額按實際利率法所得累計攤銷(已就任何虧損撥備作出調整)而計量。另一方面，金融資產賬面總值為金融資產調整任何虧損撥備前的攤銷成本。

利息收入利用債務工具的實際利率法確認，其後按攤銷成本及按公平值計入其他全面收益計量。利息收入乃通過對金融資產賬面總值應用實際利率計算得出(不計入其後成為信貸減值的金融資產)。就其後成為信貸減值的金融資產而言，利息收入透過對金融資產的攤銷成本應用實際利率予以確認。倘其後報告期間，信貸減值金融工具的信貸風險有所改善，致使金融資產不再出現信貸減值，則利息收入透過對金融資產賬面總值應用實際利率予以確認。

利息收入於損益確認，並計入「其他經營收入」項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL.

Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the Group designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value as at each reporting date, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the “Other operating expenses” line item.

5 重大會計政策(續)

金融工具(續)

金融資產(續)

按公平值計入損益的金融資產

倘金融資產不符合條件按攤銷成本或按公平值計入其他全面收益，則按公平值計入損益計量。

具體而言：

- 於權益工具的投資分類為按公平值計入損益，惟本集團指定並非持作買賣且並非業務合併所得或然代價的權益投資則於初始確認時按公平值計入其他全面收益。
- 不符合攤銷成本標準或按公平值計入其他全面收益標準的債務工具分類為按公平值計入損益。此外，符合攤銷成本標準或按公平值計入其他全面收益標準的債務工具在初始確認時可以指定為按公平值計入損益，惟此類指定須可以消除或明顯減少，因按不同基準計量資產或負債的價值或確認其收益或虧損而出現不一致的計量或確認情況。本集團並未指定任何債務工具為按公平值計入損益。

按公平值計入損益的金融資產於各報告日按公平值計量，倘公平值收益或虧損並非指定對沖關係其中環節，則會於損益確認。於損益確認的收益或虧損淨額包括就金融資產賺取的任何股息或利息，且列入「其他經營開支」項目。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (“ECLs”) on financial assets which are subject to impairment under IFRS 9 (including trade and other receivables, deposits, finance lease receivables and cash and cash equivalents). The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables and finance lease receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-months ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-months ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

5 重大會計政策(續)

金融工具(續)

金融資產減值

本集團就根據國際財務報告準則第9號須予減值的金融資產(包括貿易及其他應收款項、按金、融資租賃應收款項以及現金及現金等價物)確認預期信貸虧損(「預期信貸虧損」)的虧損撥備。預期信貸虧損的金額於各報告日期更新，以反映各金融工具初始確認後的信貸風險變動。

本集團一直就貿易應收款項及融資租賃應收款項確認全期預期信貸虧損。該等金融資產的預期信貸虧損根據本集團的過往信貸虧損經歷，採用撥備矩陣進行估計，並就適用於債務人的多項因素、整體經濟條件、對當前及預測報告日期狀況作出的評估(包括貨幣時間價值(如適用)作出調整。

就所有其他金融工具而言，倘自初始確認後信貸風險大幅增加，則本集團會確認全期預期信貸虧損。另一方面，倘金融工具的信貸風險自初始確認以來並無大幅增加，則本集團會按相等於十二個月預期信貸虧損的金額計量該金融工具的虧損撥備。評估全期預期信貸虧損是否應予確認乃根據初始確認後可能出現違約的風險是否大幅增加，而非金融資產於報告日期是否出現信貸減值的證據或出現實際違約的證據。

全期預期信貸虧損指於金融工具的預期使用年期內由於所有可能出現的違約事件導致的預期信貸虧損。相比而言，十二個月預期信貸虧損指報告日期後十二個月內可能出現的金融工具違約事件導致的部分全期預期信貸虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, 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. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating performance or results of the debtor; and
- an actual or expected significant adverse change in the regulatory or economic environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are generally more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

5 重大會計政策(續)

金融工具(續)

信貸風險大幅增加

於評估金融工具信貸風險是否自初始確認後大幅增加時，本集團比較報告日期金融工具出現違約的風險與初始確認日期金融工具出現違約的風險。作此評估時，本集團考慮合理有據的定量及定性資料，包括過往經驗及現有前瞻性資料，不涉及過高的成本及努力。所考慮前瞻性資料包括對本集團債務人經營所在行業作出的未來前景(從經濟專家報告、金融分析師、政府機關、相關智囊及其他類似組織獲取)以及與本集團核心業務相關的不同外部來源的實際及預測經濟資料。

具體而言，於評估信貸風險是否自初始確認後大幅增加時，下列資料會予以考慮：

- 現有或預測的業務、財務或經濟狀況的不利變動，預期會導致債務人履行債務責任的能力大幅降低；
- 債務人經營業績實際或預期會大幅轉差；及
- 債務人的監管或經濟環境實際或預期會出現重大不利變動，導致債務人履行債務責任的能力大幅降低。

不論上述評估的結果，一般於合約付款逾期超過30天時，本集團假設金融資產的信貸風險自初始確認後已大幅增加，除非本集團有合理有據的資料表明並非如此則除外。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if i) the financial instrument has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due based on factors considered such as past payment history, ongoing business dealings, settlement arrangements and financial status of the debtor, being reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

5 重大會計政策(續)

金融工具(續)

信貸風險大幅增加(續)

儘管上文所述，倘經釐定金融工具於報告日期的信貸風險較低，則本集團假設金融工具的信貸風險自初始確認後並無大幅增加。倘i)金融工具的違約風險低；ii)借款人實力強大，能於不久將來實現合約現金流責任；及iii)經濟及業務狀況的不利變動從長遠來看可能但並非必定導致借款人履行合約現金流責任的能力下降，則釐定金融工具的信貸風險較低。

本集團定期監控用於確定信貸風險是否大幅增加的標準的有效性，並於必要時進行修訂，確保該標準能夠在款項逾期之前確認信貸風險是否大幅增加。

違約定義

本集團就內部信貸風險管理，視下列各項為構成違約，原因是過往經驗表明，符合下列標準的應收款項一般無法收回。

- 內部編製的資料或從外部來源獲得的資料表明債務人不可能向債權人(包括本集團)悉數還款(並無計及本集團持有的任何抵押品)。

不論上述分析，金融資產逾期超過90天時，根據過往還款記錄、持續業務交易、還款安排及債務人狀況，即有合理有據的資料表明滯後違約標準更為適用等考慮因素，則本集團認為出現違約。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Definition of default (Continued)

In considering the 90 days past due deemed defaulted presumption, it is not expected to be significantly consequential on the amount of expected credit losses measured because of the counterbalancing interaction between the way the Group defines default and the credit losses that arise as a result of that definition of default. Differences in default definition for the Group is not as pertinent because the Group does not have to determine the significant increase in credit risk indicators given that the Group has simplified approach to impairment model.

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- a) significant financial difficulty of the issuer or the borrower; or
- b) a breach of contract, such as a default or past due event; or
- c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- e) the disappearance of an active market for that financial asset because of financial difficulties.

5 重大會計政策(續)

金融工具(續)

違約定義(續)

基於本集團對違約的定義與該定義引致的信貸虧損存在平衡互動關係，故此於考慮逾期90天則視作違約的假設時，預期不會對預期信貸虧損產生重大影響。由於本集團對減值模式採用簡化方法，故毋須釐定信貸風險的大幅增加，因此，本集團對違約定義的差異並不適用。

信貸減值金融資產

當發生對金融資產預計未來現金流量有不利影響的一個或多個事件時，金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察資料：

- a) 發行人或借方出現嚴重財政困難；或
- b) 違反合約，如拖欠或逾期事件；或
- c) 貸款人因借款人出現財務困難的經濟及合約原因，已向借款人授出在其他情形下不會考慮的特許權；或
- d) 借方有可能破產或進行其他財務重組；或
- e) 由於財務困難導致金融資產失去活躍市場。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings and there is no realistic prospect of recovery. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract or invoice and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For finance lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the finance lease receivable in accordance with IFRS 16.

For a financial guarantee, the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed. Accordingly, the ECL is the present value of the expected payments to reimburse the holder for a credit loss that incur less any amounts that the Group expects to receive from the holder, the debtor, or any other party.

5 重大會計政策(續)

金融工具(續)

撇銷政策

當有資料顯示交易對方有嚴重財務困難及預期無法實際收回，本集團會撇銷金融資產，如交易對方進行清算或已進行破產程序故預期無法實際收回。根據本集團收回程序並考慮法律建議(如適用)，金融資產的撇銷可能仍受到執法活動約束。任何收回均於損益中確認。

預期信貸虧損的計量及確認

計量預期信貸虧損乃用於估計違約可能性、違約損失率(即出現違約時的損失嚴重程度)及違約風險。評估違約可能性及違約損失率乃基於按上述前瞻性資料調整的過往資料。就金融資產違約風險而言，所指為資產於報告日期的賬面總值。

就金融資產而言，預期信貸虧損按根據合約或發票到期應付本集團的全部合約現金流量與本集團預期將收取的全部現金流量(按原始實際利率貼現)之間的差額計算。就融資租賃應收款項而言，用於確定預期信貸虧損的現金流量與根據國際財務報告準則第16號用於計量應收融資租賃的現金流量一致。

就財務擔保合約而言，根據受擔保工具的條款，本集團僅需於債權人違約時作出付款。因此，預期信貸虧損指預期就所產生的信貸虧損補償持有人而作出的付款現值減本集團預期自持有人、債權人或任何其他方收取的任何款項。

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綜合財務報表附註

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5 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Measurement and recognition of expected credit losses (Continued)

Where lifetime ECL is measured on a collective basis to cater for cases where evidence of significant increases in credit risk at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- Nature of financial instruments (i.e. the Group's trade receivables are each assessed as a separate group or individual basis.);
- Past-due status;
- Nature or industry of debtors; and
- External credit ratings where available.

The grouping is reviewed periodically by management to ensure the constituents of each group continue to share similar credit risk characteristics.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-months ECL at the current reporting date.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

5 重大會計政策(續)

金融工具(續)

預期信貸虧損的計量及確認(續)

倘全期預期信貸虧損按共同基準計量，以應對尚未有證據顯示按個別工具層次計量的信貸風險大幅增加的情況，則金融工具按下列基準分類：

- 金融工具的性質(即本集團的貿易應收款項按獨立組別或個人基準評估)；
- 逾期狀態；
- 債務人的性質或行業；及
- 外部信貸評級(如可用)。

管理層定期審核分類狀態，確保各組別的組成部分繼續擁有類似的信貸風險特徵。

倘本集團按相等於過往報告期間全期預期信貸虧損的金額計量金融工具虧損撥備，但於當前報告日期釐定不再滿足全期預期信貸虧損的條件，則本集團會按當前報告日期相等於十二個月預期信貸虧損的金額計量虧損撥備。

本集團於損益確認所有金融工具的減值收益或虧損，同時通過虧損撥備賬相應調整其賬面值。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

5 重大會計政策(續)

金融工具(續)

終止確認

本集團僅在自資產收取現金流量的合約權利屆滿，或於其轉讓金融資產而資產擁有權的絕大部分風險及回報轉移至另一實體時，方會終止確認該金融資產。倘本集團並無轉讓或保留擁有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會於資產確認其保留權益，並確認其可能須支付的相關負債。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團會繼續確認該金融資產，亦會確認已收所得款項的有抵押借貸。

倘終止確認按攤銷成本計量的金融資產，資產的賬面值與已收及應收代價之間的差額會於損益確認。

金融負債及權益工具

分類為債務或權益

集團實體所發行債務及權益工具乃根據所訂立合約安排的內容以及金融負債及權益工具的定義分類為金融負債或權益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognised at the proceeds received, net of direct issue costs.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, amount due to a related party and borrowings are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument. Financial guarantee liabilities are measured initially at their fair values. It is subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

5 重大會計政策(續)

金融工具(續)

權益工具

權益工具乃證明實體資產於扣除其所有負債後的剩餘權益的任何合約。集團實體發行的權益工具按收取的所得款項扣除直接發行成本確認。

按攤銷成本列賬的金融負債

金融負債(包括貿易及其他應付款項、應付關聯方款項及借款)其後按攤銷成本使用實際利息法計量。

財務擔保合約

財務擔保合約為規定發行人支付指定款項以補償持有人因指定債權人未能按照債務工具條款支付到期款項而產生的虧損的合約。財務擔保負債初步按公平值計量，隨後按以下較高者計量：

- 根據國際財務報告準則第9號釐定的虧損撥備金額；及
- 初步確認金額減擔保期間已確認累計攤銷(倘適當)。

實際利率法

實際利率法是計算金融負債攤銷成本以及於相關期間內分配利息開支的一種方法。實際利率是指將金融負債在預計年期或更短期間內(如適當)的估計未來現金付款額(包括支付或收取的構成實際利率組成部分的所有費用、交易費用以及其他溢價或折價)準確貼現為該工具初步確認時賬面淨值所使用的利率。

終止確認金融負債

僅在本集團的義務已經履行、解除或到期時，本集團才終止確認金融負債。終止確認的金融負債的賬面值與已付及應付的代價之間的差額會在損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Plant and equipment

Plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset and the estimated cost of asset retirement. The cost of replacing part of an item of plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodies within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of plant and equipment are recognised in the profit or loss as incurred.

Depreciation is recognised so as to write off the cost of items of plant and equipment, less their residual values over their estimated useful lives, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost of inventories are determined on a weighted average basis. Net realisable value represents the estimated selling price for inventories in the ordinary course of business less all estimated costs of completion and costs necessary to make the sale.

Intangible assets

Intangible assets carried at cost less accumulated amortisation and less any impairment loss. Cost includes professional fees and other directly attributable costs of developing the software for its intended use. Intangible assets with finite useful lives are amortised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

5 重大會計政策(續)

廠房及設備

廠房及設備乃按成本減累計折舊及累計減值虧損計算。

成本包括收購資產直接應佔開支及估計資產報廢成本。更替廠房及設備項目的成本於項目的賬面值確認，惟前提須為該部分內含的未來經濟利益將流入本集團，而其成本能可靠地計量。廠房及設備的日常維修成本於產生時在損益確認。

折舊的確認乃以直線法按可使用年期撇銷廠房及設備的成本減剩餘價值。估計可使用年期、剩餘價值及折舊法於各報告期末檢討，而任何估計變動的影響按預期基準入賬。

廠房及設備項目於出售時或當預期持續使用該資產不會於日後產生經濟利益時終止確認。出售或報廢廠房及設備項目產生的任何收益或虧損按出售所得款項與資產賬面值間的差額計算，並於損益內確認。

存貨

存貨按成本與可變現淨值的較低者列賬。成本包括直接物料，以及(如適用)直接勞工成本及將存貨送至現時地點及狀況所需的經常開支。存貨成本按加權平均基準釐定。可變現淨值指於日常業務營運中存貨估計售價減所有估計完工成本及銷售所須成本。

無形資產

無形資產按成本減累計攤銷及減任何減值虧損列賬。成本包括開發軟件以作其擬定用途的專業費用及其他直接應佔成本。具備有限可使用年期的無形資產於其估計可使用年期內以直線法攤銷。將於各報告期末檢討估計使用年期及攤銷方法，任何估計變動的影響按預期基準入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of plant and equipment, right-of-use assets and intangible assets with finite useful lives

At the end of each reporting period, the Group reviews the carrying amounts of its plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit (“CGU”)) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

5 重大會計政策(續)

廠房及設備、使用權資產及有限可使用年期的無形資產減值

於各報告期末，本集團檢討其廠房及設備、使用權資產及有限可使用年期的無形資產的賬面值，以確定是否有跡象顯示該等資產承受減值虧損。倘存在任何該等跡象，會估算可收回的資產金額，以確定減值虧損(如有)的程度。當不可能估計個別資產的可收回金額時，本集團估計資產所屬現金產生單位的可收回金額。倘可確定合理及一致的分配基準，企業資產可分配至個別現金產生單位，否則，則將企業資產分配至能確定合理及一致的分配基準的最小組別現金產生單位。

可收回金額為公平值減去出售成本及使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量乃以反映市場現時所評估之金錢時值及資產特定風險的除稅前貼現率貼現至現值，就此不會調整估計未來現金流量。

倘若資產(或現金產生單位(「現金產生單位」))的估計可收回金額低於其賬面值，則資產(或現金產生單位)的賬面值將調低至其可收回金額。減值虧損乃即時於損益中確認。

就無法按合理及一致的基準分配至現金產生單位的公司資產或部分公司資產，本集團比較現金產生單位組別賬面值(包括分配至該現金產生單位組別的公司資產或部分公司資產的賬面值)與該現金產生單位組別的可收回金額。在分配減值虧損時，減值虧損會首先用作減低任何商譽(倘適用)的賬面值，其後則以該單位或現金產生單位組別內各資產的賬面值比例基準分配至該單位的其他資產。資產賬面值不可低於其公平值減去處置費用(如可計量)，其使用價值(如可確定)及零(以最高者為準)。分攤至資產的減值虧損金額則按單位或現金產生單位組別的其他資產比例分配。減值虧損即時於損益確認。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Impairment of plant and equipment, right-of-use assets and intangible assets with finite useful lives (Continued)

When an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

5 重大會計政策(續)

廠房及設備、使用權資產及有限可使用年期的無形資產減值(續)

倘若減值虧損其後轉回，則資產(或現金產生單位)的賬面值會上調至其經修訂估計可收回金額，但所上調的賬面值不得超出倘若資產(或現金產生單位)於以往年度並無確認減值虧損時原已確認的賬面值。減值虧損轉回乃即時於損益中確認。

撥備

當本集團因過往事件而導致現時的責任(法律或推定)，而本集團可能將須結清該責任，並可對該責任的金額作出可靠估計，則確認撥備。

確認為撥備的款額乃於報告期末結清現時責任所需代價的最佳估計，並已考慮有關責任的風險及不確定性。倘使用現金流量法估計清償現時責任而計量撥備，其賬面值為該等現金流的現值(當貨幣的時間值影響屬重大時)。

當須用於清償撥備的部分或全部經濟利益預期可自第三方收回時，則應收款項會在實際確定將獲償付且能可靠估計應收款項金額時確認為資產。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases

Definition of 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.

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract based on the definition under IFRS 16. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less from the commencement date of lease arrangement and do not contain a purchase option) and leases of low value assets (such as tablets and personal computers, small items of office furniture and telephones). For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Lease Liabilities

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate at the lease commencement date.

Lease payments included in the measurement of the lease liability comprise:

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- The amount expected to be payable by the lessee under residual value guarantees; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

5 重大會計政策(續)

租賃

租賃之定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

本集團作為承租人

本集團在首次應用日期根據國際財務報告準則第16號的定義評估合約是否屬於租賃或是否包含租賃。本集團所有其為承租人的租賃安排確認使用權資產及相應的租賃負債，惟短期租賃(定義為租期自租賃安排日期起計12個月或更短及不包括購買選擇權)及低價值資產租賃(如平板及個人電腦、小型辦公室傢俱及電話)除外。就該等租賃而言，除非有另一個更能代表耗用所租賃資產經濟利益時間模式之系統性基準，否則本集團在租期內以直線法將租賃付款確認為經營開支。

租賃負債

租賃負債初步按租約所隱含的利率，將於開始日期尚未支付的租賃付款貼現至現值計量。倘不能可靠釐定該利率，承租人則會自租賃開始日期起使用增額借款利率。

計算租賃負債時計入的租賃付款包括：

- 固定租賃付款(包括實質的固定付款)，減任何應收租賃優惠；
- 承租人根據剩餘價值保證預期應付的金額；及
- 支付終止租賃的罰款(倘租賃條款反映行使終止租賃的選擇權)。

租賃負債於綜合財務狀況表作為獨立項目呈列。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessee (Continued)

The lease liability is subsequently measured at amortised cost using effective interest method by increasing the carrying amount to reflect interest on the lease liability and netting off with lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using an initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- When a lease contract is modified, and the lease modification is not accounted for as a separate lease, in which case, the related lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group did not make any such adjustments during the periods presented.

Right-of-use assets

The right-of-use assets comprise (i) the initial measurement of the corresponding lease liability; (ii) lease payments made at or before the commencement day, less any lease incentives received; (iii) and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

5 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債其後使用實際利息法透過增加賬面值反映租賃負債的利息及撤銷所作出的租賃付款按攤銷成本計量。

本集團於出現下列情況時重新計量租賃負債(及對相關使用權資產作出相應調整)：

- 租賃條款出現變動或發生重大事件或情況有變導致對行使購買選擇權的評估出現變化，於該情況下，相關租賃負債會透過利用經修訂貼現率將經修訂租賃付款貼現的方式於重新計量日期重新計量。
- 指數或利率變動或根據保證剩餘價值預期作出的付款有變，致令租金付款出現變動，在該情況下，相關租賃負債會透過利用初步貼現率(除非租金付款由浮動利率變動而出現變化，在該情況下則採用經修訂的貼現率)將經修訂租賃付款貼現的方式重新計量。
- 當租賃合約出現修訂及有關租賃修訂並無作為獨立租賃入賬時，則會根據經修訂租賃的租賃條款，透過利用修訂生效日的經修訂貼現率貼現經修訂租賃付款重新計量相關租賃負債。

本集團於所呈列的期間內並無作出任何有關調整。

使用權資產

使用權資產包括(i)相應租賃負債之初始計算金額；(ii)於開始日期或之前作出之租賃付款，減去所收取之任何租賃優惠；及(iii)任何初始直接成本。其後則按成本減累計折舊及減值虧損入賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leases (Continued)

The Group as lessee (Continued)

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset on a straight-line method at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the consolidated statement of financial position.

The Group applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Impairment of plant and equipment, right-of-use assets and intangible assets excluding goodwill' policy.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient. For a contracts that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

5 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

在本集團有責任支付就拆除及移除租賃資產、還原相關資產所在地點或將相關資產回復至租賃條款及條件所規定的狀況產生的成本時，則會根據國際會計準則第37號確認及計算撥備。在成本與一項使用權資產相關的情況下，成本會計入相關使用權資產中，除非該等成本乃為生產存貨而產生。

已付可退還租賃按金乃按國際財務報告準則第9號入賬，初步按公平值計量。於初始確認時對公平值的調整被視作額外租賃付款，並計入使用權資產成本。

於租賃開始日期使用權資產於相關資產的租期及可使用年期(以較短者為準)以直線法計算折舊。

使用權資產於綜合財務狀況表作為獨立項目呈列。

本集團應用國際會計準則第36號釐定一項使用權資產是否出現減值，並根據「廠房及設備、使用權資產以及無形資產減值(不包括商譽)」政策所述將任何已識別減值虧損入賬。

作為可行權宜方法，國際財務報告準則第16號容許承租人不將非租賃部分分開，而是將所有租賃部分及相關非租賃部分作為單一安排入賬。本集團並無應用是項可行權宜方法。就包含一項租賃部分及一項或以上額外租賃或非租賃部分的合約而言，本集團以租賃部分的相關獨立價格及非租賃部分的匯總獨立價格為基準將合約代價分配至各租賃部分。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

The Group as lessor

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the underlying assets to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sub-lease as two separate contracts. The sub-lease is classified as a finance or operating lease by reference to the right- of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease in profit or loss. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight- line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases measured at the implicit interest rate for the respective lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Subsequent to initial recognition, the Group regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of IFRS 9, recognising an allowance for expected credit losses on the lease receivables.

Finance lease income is calculated with reference to the gross carrying amount of the lease receivables, except for credit-impaired financial assets for which interest income is calculated with reference to their amortised cost (i.e. after a deduction of the loss allowance).

When a contract includes both lease and non-lease components, the Group applies IFRS 15 to allocate the consideration under the contract to each component on the basis of their relative stand-alone selling prices.

5 重大會計政策(續)

租賃(續)

本集團作為出租人

本集團作為出租人租賃分為融資或經營租賃。凡租賃條款將相關資產擁有權的絕大部分風險及回報轉移至承租人的租賃，合約均列為融資租賃。所有其他租賃則列為經營租賃。

當本集團為中介出租人，本集團會將主租約及分租約入賬為兩項獨立合約。分租約乃參照主租約所產生的使用權資產分類為融資或經營租賃。

來自經營租賃之租金收入於有關租約年期按直線法於損益確認。於磋商及安排一項經營租賃引起之初期直接成本乃加於租約資產之賬面值上，並按租約年期以直線法確認。

根據融資租賃應收承租人之款項按本集團於租約按各自租賃的隱含利率計量的淨投資款額列為應收款項。融資租賃收入會分配予會計期間，以反映本集團有關租約之未付淨投資額之定期回報率。

於初始確認後，本集團定期審閱估計非保證餘值，並應用國際財務報告準則第9號的減值規定，就租賃應收款項確認預期信貸虧損撥備。

除信貸減值金融資產利息收入參考其攤銷成本(即扣除虧損撥備後)計算外，融資租賃收入乃參考租賃應收款項的總賬面值而計算。

倘合約同時包括租賃及非租賃組成部分，本集團應用國際財務報告準則第15號按彼等相關的獨立售價基準將合約代價分配至各部分。

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5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency transactions and translation

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency).

In preparing the financial statements of the individual group entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period in which they arise.

For the purpose of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group at exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign currency translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, disposal of the Group's entire interest in a foreign operations, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to owners of the Company are reclassified to profit or loss.

5 重大會計政策(續)

外幣交易及換算

各集團實體的個別財務報表以該實體經營所在的主要經濟環境(其功能貨幣)的貨幣計量及呈列。

在編製個別集團實體的財務報表時，以實體功能貨幣(外幣)以外的貨幣進行的交易按交易日當時的匯率確認。於各報告期末，以外幣計值的貨幣項目按當時的匯率重新換算。以外幣歷史成本計量的非貨幣項目不重新換算。當非貨幣性項目的公平值損益於損益確認時，該損益的任何匯兌部分亦於損益確認。

結算貨幣項目及重新換算貨幣項目所產生匯兌差額計入其出現期間的損益。

就呈列綜合財務報表而言，本集團海外業務的資產及負債按各報告期末當時的匯率換算為本集團的呈列貨幣。收支項目按期內的平均匯率換算，惟倘期內匯率大幅波動則除外，於該情況下，則以交易日期的匯率進行換算。所產生的匯兌差額(如有)於其他全面收益中確認，並於外幣換算儲備累計(於適當情況下計入非控股權益)。

於出售海外業務(即出售本集團於海外業務的全部權益，或涉及失去對包括海外業務的附屬公司的控制權的出售)時，本公司擁有人與該業務有關的所有累計權益匯兌差額將重新分類至損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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5 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Foreign currency transactions and translation

(Continued)

If the Group's presentation currency is different from the Company's functional currency, exchange differences relating to the retranslation of the Group's net assets to the Group's presentation currency are recognised directly in other comprehensive income and accumulated in foreign currency translation reserve are not reclassified to profit or loss subsequently.

The change in functional currency of the Company was applied prospectively from the date of change. All items were translated into HK\$ at the exchange rate on that date. The cumulative currency translation differences which had arisen from the translation of foreign operations up to the date of the change in functional currency were not reclassified from equity to profit or loss until the disposal of the relevant operations.

The change in presentation currency of the Company was applied retrospectively, as if HK\$ had always been applied.

Borrowings costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

5 重大會計政策(續)

外幣交易及換算(續)

倘本集團的呈列貨幣與本公司的功能貨幣不同，與重新換算本集團淨資產為本集團呈列貨幣有關的匯兌差額直接於其他全面收益中確認，及於外類換算儲備累計，隨後不會重新分類至損益。

本公司功能貨幣的變更自變更之日起前瞻性地適用。所有項目均按當日匯率換算為港元。截至功能貨幣變更日期換算海外業務產生的累計貨幣換算差額不會自權益重新分類至損益，直至出售相關業務為止。

本公司追溯應用呈列貨幣的變動，猶如一直在使用港元一樣。

借款成本

直接源於收購、建造或生產合資格資產(必須要較長時間才能準備作其建議用途或出售)的借款成本乃加上至該等資產的成本，直至資產大致上準備作其擬定用途或出售。

所有其他借款成本均於產生期間在損益中確認。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when control of a promised goods or service is transferred to a customer.

The Group recognises revenue from the following major sources:

Rendering of consultation and medical skincare treatment services

Revenue from provision of consultation services (“Consultation Services”) relate to contracts with patients in which our performance obligations are to provide consultation to the patients under a fixed terms. The revenue is recognised over time by reference to the progress towards complete satisfaction of the performance obligation. Performance obligations for consultation services are generally satisfied over a service period of less than one day.

Revenue from provision of medical skincare treatments of surgical and non-invasive/minimally invasive in nature (“Treatment Services”) generally related to contracts with patients in which our performance obligations are to provide the required treatment services to the patient towards complete satisfaction of the performance obligation under the service contract. Prepaid treatment packages are to be received from customers, and such receipts are deferred and recognised as contract liabilities in the consolidated of financial position initially and subsequently recognised as revenue when the services are provided to customers. Customers may not exercise all of their contractual rights within the valid service periods. Those expected unexercised rights are referred to as “breakage”. The expected unexercised rights on Treatment Service is recognised as revenue when the likelihood of the customer exercising its remaining rights become remote. Any contract liabilities outstanding at the expiry of Treatment Services period are fully recognised in profit or loss.

Dispensing medical skincare products

Revenue from dispensing of medical skincare products (“Prescription and Dispensing Services”) is recognised at point in time when the patient takes possession of and accepts the medication and skincare products at the Group’s service centres.

5 重大會計政策(續)

收益確認

本集團於履行責任後(或在履行責任時)確認收入，即當承諾貨品或服務的控制權轉移至客戶時。

本集團確認的收益來自下列主要來源：

提供諮詢及醫療護膚治療服務

來自提供諮詢服務(「諮詢服務」)的收益與病人訂立的合約有關，其中，我們的履約責任為定期向病人提供諮詢服務。收益參考履約責任的完成程度隨時間確認。諮詢服務的履約責任一般少於一日的服務期內達成。

來自提供手術及非微創／微創性質的醫療護膚治療(「療程服務」)的收益一般與病人訂立的合約有關，其中，我們的履約責任為根據服務合約完全履行履約責任向病人提供所需療程服務。預付療程套餐將從客戶處收取，該等收入將遞延，並在最初的綜合財務狀況中確認為合約負債，隨後在向客戶提供服務時確認為收益。客戶可能不會在有效服務期內行使其全部合約權利。該等預期未行使的權利被稱為「棄權」。當客戶行使其剩餘權利的可能性變得微乎其微時，關於療程服務的預期未行使權利被確認為收益。在療程服務期滿時尚未履行的任何合約責任在損益中全數確認。

分配醫療護膚產品

來自分配醫療護膚產品(「處方及配藥服務」)的收益於病人於本集團的服務中心取得及接受藥物及護膚產品的時間點確認。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Rendering of aesthetic medical services

Revenue from provision of non-surgical/non-invasive medical skincare treatments (“Aesthetic Services”) generally relate to contracts with patients in which our performance obligations are to provide the required services to the patients. Considerations are generally received upfront and recognised as contract liabilities.

Revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of the performance obligation. The progress towards completion of satisfaction of performance obligation is measured by direct measures of value of individual services transferred to customers.

Sales of healthcare products

Revenue from the sales of healthcare products (“Sales of Healthcare Products”) is recognised at the point in time when the control of the goods has transferred, being at the point the goods are delivered to the customer. Delivery occurs when the goods have been shipped to the customer’s specific location.

Rendering orthodontics and implantology services

Revenue from orthodontics and implantology services (“Dental Services”) is recognised over time, using an output method to measure progress towards complete satisfaction of the services. The progress is measured based on the Group’s stage of each services provided. Payment is received upfront from patient and recognised as contract liabilities at consolidated statement of financial position as at the date payment received.

Revenue from other services (“Other Services”) generally relate to laboratory test carried out as part of treatment procedures. Performance obligation for such services are generally satisfied at point in time when the relevant test has been completed.

5 重大會計政策(續)

收益確認(續)

提供醫學美容服務

來自提供非手術／非微創醫療護膚治療(「美容服務」)的收益一般與病人訂立的合約有關，其中，我們的履約責任為向病人提供所需服務。代價一般為預先收取，並作為合約負債確認。

收益於合約期內根據履約責任的完成進度予以確認。履約責任的完成進度是通過直接計量轉移給客戶的各項服務的價值計量。

銷售保健品

來自銷售保健品(「銷售保健品」)的收益於貨品的控制權轉移的時間點確認，即貨品交付予客戶的時間點。當貨品付運至客戶指定的地點時，即實現交付。

提供牙齒矯正及種植服務

牙齒矯正及種植服務(「牙科服務」)的收益隨時間的推移而確認，使用產出法計量完成履約服務的進度。該進度乃根據本集團所提供的各項服務的階段計量。向病人預先收取付款，並於收到付款當日的綜合財務狀況報表中確認為合約負債。

來自其他服務(「其他服務」)的收益一般與作為療程程序一部分進行的實驗室化驗有關。有關服務的履約責任一般於有關化驗完成的時間點達成。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Contract assets and contract liabilities

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration from the customer.

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

Government grants

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statements of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

5 重大會計政策(續)

合約資產及合約負債

合約資產指本集團就向客戶轉讓貨物或服務換取代價而尚未成為無條件之權利。其根據國際財務報告準則第9號評估減值。相反，應收賬款指本集團收取代價的無條件權利，即到期應付代價僅需等待時間推移即可收取。

合約負債指本集團因已自客戶收取代價而須轉讓貨物或服務予客戶的責任。

本集團會就與客戶訂立的單一合約呈列合約資產淨額或合約負債淨額。就多重合約而言，不會按淨額基準呈列非相關合約的合約資產及合約負債。

政府補助

政府補助於本集團確認該等補助擬補償的有關成本為開支的期間內按有系統基準於損益確認。具體而言，首先條件為本集團購買、建造或以其他方式收購非流動資產的政府補助應於綜合財務狀況表內確認為遞延收入，並於相關資產的可使用年期有系統及合理地轉撥至損益。

政府補助不予確認入賬，除非有合理保證證明本集團將遵守其附帶條件及將收取補貼。

政府補助是抵銷已產生的支出或虧損或旨在給予本集團的即時財務資助(而無未來有關成本)，於有關補助成為應收款項的期間在損益中確認。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit/(loss) differs from 'profit/(loss) before tax' as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax liability is calculated using tax rates that have been enacted or substantively enacted in countries where the Company and subsidiaries operate by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised on taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

5 重大會計政策(續)

稅項

所得稅開支指即期應付稅項與遞延稅項的總和。

即期應付稅項根據年度應課稅溢利計算。應課稅溢利/(虧損)與綜合損益及其他全面收益表內呈報的「除稅前溢利/(虧損)」有別，乃由於其並無計入其他年度的應課稅或可扣稅收支項目，亦無計入毋須課稅及不獲扣稅的損益表項目。本集團的即期稅項負債使用於各報告期末在本公司及各附屬公司經營的所在國家已頒佈或實質上已頒佈的稅率計算。

遞延稅項按綜合財務報表內資產與負債賬面值與計算應課稅溢利時採用相應稅基之間的暫時差額確認。一般而言，遞延稅項負債就所有應課稅的暫時差額確認。倘可能出現能動用可扣減暫時差額的應課稅溢利，遞延稅項資產一般就所有可扣減暫時差額確認。若因初步確認交易資產與負債(業務合併除外)而產生暫時差額，而該差額並無影響應課稅溢利或會計利潤，則不會確認該等遞延稅項資產與負債。

遞延稅項負債根據對附屬公司投資產生的應課稅暫時差額確認，惟本集團能夠控制撥回暫時差額及暫時差額可能於可見將來不會撥回則除外。就與該投資有關的可扣減暫時差額產生遞延稅項資產而言，只有在可能有足夠應課稅溢利可供動用暫時差額的收益，且該暫時差額預期將於可見將來撥回時，方會確認遞延稅項資產。

Notes to the Consolidated Financial Statements

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For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss.

Retirement benefits costs

Payments to defined contribution plan are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period that related services is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

5 重大會計政策(續)

稅項(續)

就租賃負債帶來稅項扣減的租賃交易而言，本集團將租賃交易作為一個整體應用國際會計準則第12號*所得稅*的規定。有關使用權資產及租賃負債的暫時性差額按淨額基準評估。超出租賃負債本金部分租賃款的使用權資產折舊導致可扣減暫時差額淨額。

遞延稅項負債及資產乃按於報告期末前已經或大致上實施的稅率(及稅法)，按於結清負債或變現資產期間預期適用的稅率予以計量。

遞延稅項負債及資產的計量反映本集團於報告期末預期遵循以收回或結清其資產及負債賬面值的方式的稅務後果。

即期和遞延稅項於損益中確認。

退休福利成本

向定額供款計劃作出的付款於僱員已提供服務從而有權獲得供款時確認為開支。

短期福利

僱員於提供相關服務期間就工資、薪金、年假及病假應計之福利，按預期換取該服務而支付的福利未貼現金額確認為負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

5 SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share option reserve). At the end of each reporting period, the Group revises its estimation of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share option reserve. For share options that vest immediately at the date of grant, the fair value of the shares options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium account. When the share options are forfeited after the vesting date or still not exercised at the expiry date, the amount previously recognised in the share option reserve will be transferred to accumulated losses.

When shares granted are vested, amount previously recognised in share option reserve will be transferred to share premium account.

Cash and Cash Equivalents in the Consolidated Statement of Cash Flows

Cash and cash equivalents in the statement of cash flows comprise cash on hand and at bank that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

5 重大會計政策(續)

以股份支付款項

以權益結算股份支付款項的交易

授予僱員的購股權

向僱員及其他提供類似服務的人士作出的以權益結算股份支付款項乃按權益工具於授出日期的公平值計量。

於不計及所有非市場性質歸屬條件的情況下，按授出日期的公平值釐定的以權益結算股份支付款項乃按本集團估計權益工具將會最終歸屬的歸屬期間以直線法支銷，並於權益中(購股權儲備內)作相應增加。於報告期間末，本集團根據對所有相關非市場歸屬條件的評估，修訂其對預期將歸屬的權益工具數目的估計。修正原有估計(如有)的影響於損益內確認，以使累計開支反映修正估計，並對購股權儲備作出相對應調整。對於在授出日期立即歸屬的購股權，所授出購股權的公平值立即於損益內支銷。

當購股權獲行使時，先前於購股權儲備中確認的數額將轉入股份溢價賬。當購股權於歸屬期後被沒收或於到期日仍未獲行使時，先前於購股權儲備中確認的數額將轉入累計虧損。

於所授出股份歸屬時，先前於購股權儲備中確認的數額將轉入股份溢價賬。

綜合現金流量表之現金及現金等價物

現金流量表之現金及現金等價物包括手頭現金及可輕易兌換為已知金額現金之銀行現金，其承擔的價值變動風險並不重大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

6 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 5, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the group's accounting policies

Management is of the opinion that any instances of application of judgements are not expected to have a significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimates, which are dealt with below).

Key sources of estimation uncertainty

The following is the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets within the next twelve months.

6 關鍵會計判斷及估計不明朗因素的主要來源

在應用本集團會計政策(詳見附註5)時,管理層須就其他來源不明顯的資產及負債賬面值作出判斷、估計及假設。估計及相關假設是基於歷史經驗及其他被認為相關的因素。實際結果可能與這些估計有所不同。

有關估計及假設須不斷檢討。若修訂只影響該修訂期,會計估計的修訂於該修訂期內確認;或如該修訂影響本期及未來期間,則於修訂期及未來期間確認。

應用本集團會計政策的關鍵判斷

管理層認為,任何判斷的應用實例預計不會對綜合財務報表中確認的金額產生重大影響(除該等涉及估計外,於下文處理)。

估計不明朗因素的主要來源

下文詳述有關日後會造成未來十二個月的資產賬面值極有可能作出重大調整的重大風險的主要假設及於各報告期末估計不明朗因素的其他主要來源。

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6 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Impact on COVID-19

The impact from COVID-19 pandemic has continued to impact certain operations of the Group during the year. Measures implemented by the government including travel restrictions, lockdowns and safe distancing has impacted the Group's business operations such as the demand of services in Hong Kong and the PRC and Singapore (under discontinued operation). These challenges faced by the Group resulted in the following key judgements and estimates relating to the valuation of receivables, the carrying amount of plant and equipment, right-of-use assets and intangible assets taking into consideration available current market information and conditions.

i) Impairment of trade and other receivables

The Group records any ECLs on its trade and other receivables based on the likelihood of default. During the year, the Group carried out a review of the recoverability of trade and other receivables taking into consideration the profile of debtors, period that the amounts were past due, as well as results of any collection efforts to determine if any credit loss allowance is required. This led to the recognition of impairment loss of trade and other receivables for continuing operations of S\$1,674,000 (2021: \$742,000) in profit or loss.

The carrying amounts of the Group's trade and other receivables at the end of the reporting period are disclosed in Note 24.

6 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

新型冠狀病毒的影響

新型冠狀病毒疫情的影響於年內持續對本集團若干業務構成影響。政府推行的措施，包括旅遊限制、封城及安全距離等，對本集團業務營運帶來的影響(例如於香港、中國及新加坡(已終止經營業務項下)的服務需求)。本集團面對此等挑戰形成有關對應收款項、廠房及設備、使用權資產以及無形資產賬面值進行估值時，經考慮可獲得的當前市場資料及狀況，加入以下主要判斷及估計。

i) 貿易及其他應收款項減值

本集團基於違約可能性而將其貿易及其他應收款項的任何預期信貸虧損入賬。於年內，本集團經考慮債務人的背景資料、有關款項的逾期時期以及任何收款工作的成效，對貿易及其他應收款項的可收回性進行檢討，以釐定是否須作出任何信貸虧損撥備。此舉導致於損益中確認持續經營業務貿易及其他應收款項的減值虧損1,674,000新加坡元(2021年：742,000新加坡元)。

於報告期末本集團貿易及其他應收款項的賬面值乃披露於附註24。

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6 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Impact on COVID-19 (Continued)

ii) Impairment of carrying amount of plant and equipment, right-of-use assets and intangible assets

Given that continuing losses incurred for the years ended 31 December 2022 and 2021 respectively, the Group considered the impairment indicator exists for both Singapore (discontinued in the current year) and Hong Kong business. The Group performed the impairment assessment of the cash generating units (“CGUs”) where the plant and equipment, right-of-use assets and intangible assets belong to by assessing the recoverable amount of the CGUs which is the higher of the value-in-use (“VIU”) and fair value less cost of disposal. The Group estimated the VIU by making an estimate of the expected future cash flows from CGUs and also applying a suitable discount rate in order to calculate the present value of those cash flows. This led to the recognition of impairment loss for continuing operations on plant and equipment of S\$887,000 (2022: Nil).

6 關鍵會計判斷及估計不明朗因素的主要來源(續)

估計不明朗因素的主要來源(續)

新型冠狀病毒的影響(續)

ii) 廠房及設備的賬面值、使用權資產及無形資產的減值

由於截至2022年及2021年12月31日止年度分別產生持續虧損，本集團認為新加坡(於本年度終止經營)及香港業務均存在減值跡象。本集團透過評估使用價值(「使用價值」)較高的現金產生單位(「現金產生單位」)之可收回值公平值減出售成本，對廠房及設備、使用權資產及無形資產所屬的現金產生單位進行減值評估。本集團透過從現金產生單位預計未來現金流量，並選擇適合貼現率計算該等現金流量的目前價格，以估計使用價值。自此就持續經營業務確認的廠房及設備減值虧損為887,000新加坡元(2022年：零)。

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7 REVENUE

Revenue analysis

Revenue represents the net amounts received and receivable for goods sold and services rendered by the Group in normal course of business to outside customers. The following is an analysis of the Group's revenue from its major business activities:

Continuing operations

A disaggregation of the Group's revenue is as follows:

		2022 2022年 S\$'000 千新加坡元	2021 2021年 (Restated) (經重列) S\$'000 千新加坡元
Types of services:	服務類型：		
Healthcare Services	醫療服務	-	7
Dental Services	牙科服務	915	-
Trading Sales	貿易銷售	3,326	231
Total	總計	4,241	238
Timing of revenue recognition:	確認收益的時間：		
At a point in time	於某時間點	3,326	238
Over time	於一段時間	915	-
Total	總計	4,241	238

Discontinued operations

已終止經營業務

		2022 2022年 S\$'000 千新加坡元	2021 2021年 S\$'000 千新加坡元
Types of services:	服務類型：		
Healthcare Services	醫療服務	9,004	10,043
Trading Sales	貿易銷售	30	8
Total	總計	9,034	10,051
Timing of revenue recognition:	確認收益的時間：		
At a point in time	於某時間點	30	4,646
Over time	於一段時間	9,004	5,405
Total	總計	9,034	10,051

7 收益

收益分析

收益指就本集團於一般業務過程向外來客戶銷售貨品及提供服務已收及應收的淨額。以下為本集團來自其主要業務活動的收益分析：

持續經營業務

本集團收益分拆如下：

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8 OPERATING SEGMENTS FOR CONTINUING OPERATIONS

For management purposes, the Group is organised into business units based on their services, and has two reportable segments for continuing operations as follows:

- i Trading sales; and
- ii Dental services.

Dental services relates to revenue from orthodontics and implantology services.

Trading sales relates to supplies of health supplement products and medical products including hand sanitiser, disposal medical mask and other medical products.

Healthcare service (discontinued operations) relates primarily to the consultation services, prescription and dispensing services and treatment services and other services such as laboratory carried out as part of treatment procedures. Healthcare service focuses on provision of dermatology treatment solutions, specialised in skin cancer, skin diseases and aesthetic procedures.

Management monitors the operating results of the segment separately for the purposes of making decisions about resources to be allocated and of assessing performance. Information is reported to the executive directors of the Company, being the chief operating decision maker (“CODM”) of the Group, for the purposes of resource allocation and performance assessment. The CODM reviews the segment performance based on operating profit or loss which is similar to the accounting profit or loss.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated expense and income comprise of expense and other sources of income which are not directly attributable to the identified segments.

Intersegment sales and transfers are on terms’ agreement in a manner similar to transactions with third parties at the then prevailing market prices. Segment revenue, expenses and results include transfers between business segments. These transfers are eliminated on consolidation.

8 持續經營業務的經營分部

就管理而言，本集團根據其服務劃分業務單位，分為以下持續經營業務的兩個可呈報分部：

- i 貿易銷售；及
- ii 牙科服務。

牙科服務與來自牙齒矯正及種植服務的收益有關。

貿易銷售與健康補充品及醫療產品補給品有關，包括搓手液、一次性醫用口罩及其他醫療產品。

醫療服務(已終止經營業務)主要與諮詢服務、處方及配藥服務以及療程服務及其他服務(例如於實驗室進行的部分療程步驟)有關。醫療服務專注於提供皮膚科治療方，專治皮膚癌、皮膚病及美容程序。

管理層監察個別分部的經營業績，以決定資源分配及評估表現。有關資料乃向本公司的執行董事，即本集團的主要營運決策者(「主要營運決策者」)報告，以供用作分配資源及評估表現。主要營運決策者根據經營溢利或虧損評估分部表現，與會計處理的溢利或虧損相似。

分部業績、資產及負債包括直接歸屬於分部的項目，以及可合理分配的項目。未分配開支及收入包括並非直接歸屬於已識別分部的開支及其他收入來源。

分部間銷售及轉撥以類似與第三方交易的方式，基於條款協議，按當時市價進行。分部收益、開支及業績包括業務分部之間的轉撥。該等轉撥於綜合入賬時對銷。

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For the year ended 31 December 2022 截至2022年12月31日止年度

8 OPERATING SEGMENTS FOR CONTINUING OPERATIONS (Continued)

Segment results

Continuing operations

The following is an analysis of the Group's revenue and results by reportable segments:

For the year ended 31 December 2022

		Dental services 牙科服務 S\$'000 千新加坡元	Trading sales 貿易銷售 S\$'000 千新加坡元	Adjustments and eliminations 調整及對銷 S\$'000 千新加坡元	Total 總計 S\$'000 千新加坡元
Revenue	收益				
External customers	外來客戶	915	3,326	–	4,241
Inter-segment	分部間	–	–	–	–
Segment revenue	分部收益	915	3,326	–	4,241
Consumables and medical supplies used	已用消耗品及醫療用品	–	(3,534)	–	(3,534)
Segment profit/(loss)	分部溢利/(虧損)	915	(208)	–	707

For the year ended 31 December 2021 (restated)

截至2021年12月31日止年度(經重列)

		Healthcare service 醫療服務 S\$'000 千新加坡元	Trading sales 貿易銷售 S\$'000 千新加坡元	Adjustments and eliminations 調整及對銷 S\$'000 千新加坡元	Total 總計 S\$'000 千新加坡元
Revenue	收益				
External customers	外來客戶	7	231	–	238
Inter-segment	分部間	–	13	(13)	–
Segment revenue	分部收益	7	244	(13)	238
Cost of consumables and medical supplies used	已用消耗品及醫療用品成本	–	(102)	13	(89)
Segment profit	分部溢利	7	142	–	149

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 5. Segment profit/(loss) represents the profit earned by each segment without allocation of central administration costs and directors' salaries, share of results of joint venture, other operating income, finance costs and income tax expense. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

可報告分部之會計政策與附註5所述本集團之會計政策相同。分部溢利/(虧損)指各分部所賺取的溢利，當中並無就中央行政成本及董事薪金、分佔合營公司業績、其他經營收入、財務成本及所得稅開支作出分配。此為就資源分配及評估分部表現向主要營運決策者匯報的計量指標。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

8 OPERATING SEGMENTS FOR CONTINUING OPERATIONS (Continued)

Segment asset and liability

No analysis of segment asset and liability is presented as the CODM does not regularly review such information for the purpose of resource allocation and performance assessment.

Geographical information

The Group's revenue from external customers was mainly derived from its operation in Singapore, Hong Kong and the PRC, and the non-current assets of the Group were located in Singapore and Hong Kong as at 31 December 2022 and 2021.

Continuing operations

		2022 2022年	2021 2021年 (Restated) (經重列)
		S\$' 000 千新加坡元	S\$' 000 千新加坡元
Revenue from external customers:	來自外來客戶的收益：		
Hong Kong	香港	3,326	238
The PRC	中國	915	-
		4,241	238

The revenue information above is based on the locations of the customers.

以上收益資料以客戶位置為依據。

Non current assets*		非流動資產*	
Singapore	新加坡	-	4,328
Hong Kong	香港	3,620	4,245
		3,620	8,573

* Non-current assets exclude financial instruments.

* 非流動資產不包含金融工具。

8 持續經營業務的經營分部(續)

分部資產及負債

由於主要營運決策者並無就資源分配及表現評估定期審閱有關資料，因此並無呈列分部資產及負債分析。

地理資料

本集團來自外來客戶的收益主要源自其於新加坡、香港及中國的營運，而於2022年及2021年12月31日，本集團的非流動資產乃位於新加坡及香港。

持續經營業務

Notes to the Consolidated Financial Statements

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For the year ended 31 December 2022 截至2022年12月31日止年度

8 OPERATING SEGMENTS FOR CONTINUING OPERATIONS (Continued)

Information about major customers

Continuing operations

Revenue from customers of the corresponding years contributing over 10% of the total turnover of the Group from continuing operations is as follows:

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Customer A – trading sales segment	客戶A – 貿易銷售分部	1,293	N/A 不適用
Customer B – trading sales segment	客戶B – 貿易銷售分部	507	N/A 不適用
Customer C – trading sales segment	客戶C – 貿易銷售分部	503	N/A 不適用

8 持續經營業務的經營分部(續)

有關主要客戶的資料

持續經營業務

相關年度貢獻超過本集團來自持續經營業務的總營業額10%的客戶收益載列如下：

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

9 DIRECTORS' AND EMPLOYEES' EMOLUMENTS

Directors' and Chief Executive's emoluments

The emoluments paid or payable to the directors and chief executive of the Company (including emoluments for services as directors of the entities comprising the Group prior to becoming the directors of the Company) by the entities comprising the Group are as follows:

9 董事及僱員酬金

董事及主要行政人員酬金

本集團旗下實體已付或應付本公司董事及主要行政人員的酬金(包括於成為本公司董事前擔任本集團旗下實體董事的服務酬金)如下:

	Fee	Salaries and allowances	Contributions to retirement benefit scheme	Share-based payment	Total
	袍金	薪金及津貼	退休福利計劃供款	以股份支付款項	總計
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元
For the year ended 31 December 2022	截至2022年12月31日止年度				
Executive Directors (Note d)	執行董事(附註d)				
Dr. Loh Teck Hiong	1,270	-	-	-	1,270
Mr. Yang Zhangxin (re-designated from an independent non-executive director on 31 January 2023)	21	-	-	23	44
Mr. Lee Chung Shun (appointed on 7 September 2022)	36	33	2	23	94
Mr. Liu Yang (ceased on 10 January 2022) (Note b)	6	-	-	-	6
Dr. Seow Swee How (resigned on 10 January 2022) (Note b)	6	-	-	-	6
Mr. He Weiqing (appointed on 10 January 2022 and resigned on 21 February 2023) (Note c)	124	1	3	23	151
Independent Non-Executive Directors (Note e)	獨立非執行董事(附註e)				
Ms. Wu Xiao Xia (appointed on 27 September 2021 and resigned on 26 September 2022)	16	-	-	-	16
Mr. Loke Wai Ming (appointed on 11 May 2021)	21	-	-	-	21
Mr. Luo Honghui (appointed on 7 September 2022)	7	-	-	23	30
Ms. Li Yin Fai (appointed on 16 September 2022)	6	-	-	-	6
	1,513	34	5	92	1,644

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For the year ended 31 December 2022 截至2022年12月31日止年度

9 DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Directors' and Chief Executive's emoluments (Continued)

9 董事及僱員酬金(續)

董事及主要行政人員酬金(續)

	Fee	Salaries and allowances	Contributions to retirement benefit scheme	Total
	袍金	薪金及津貼	退休福利計劃供款	總計
	(Restated)	(Restated)	(Restated)	(Restated)
	(經重列)	(經重列)	(經重列)	(經重列)
	S\$'000	S\$'000	S\$'000	S\$'000
	千新加坡元	千新加坡元	千新加坡元	千新加坡元

For the year ended 31 December 2021 截至2021年12月31日止年度
(continuing operations) (持續經營業務)

Executive Directors (Note d)	執行董事(附註d)				
Dr. Loh Teck Hiong	Loh Teck Hiong 醫生	-	627	-	627
Mr. Liu Yang (ceased on 10 January 2022) (Note b)	劉陽先生(於2022年1月10日被免職)(附註b)	-	-	-	-
Dr. Seow Swee How (resigned on 10 January 2022) (Note b)	蕭瑞豪博士(於2022年1月10日辭任)(附註b)	-	-	-	-
Mr. He Weiqing (appointed on 10 January 2022) (Note c)	何偉清先生(於2022年1月10日獲委任)(附註c)	-	-	-	-
Independent Non-Executive Directors (Note e)	獨立非執行董事(附註e)				
Mr. Cheung Kiu Cho Vincent (resigned on 21 April 2021) (Note a)	張翹楚先生(於2021年4月21日辭任)(附註a)	6	-	-	6
Mr. Ong Kian Guan (resigned on 24 September 2021) (Note a)	王建源先生(於2021年9月24日辭任)(附註a)	23	-	-	23
Mr. Yang Zhang Xin	楊章鑫先生	21	-	-	21
Ms. Wu Xiao Xia (appointed on 27 September 2021)	吳曉霞女士(於2021年9月27日獲委任)	5	-	-	5
Mr. Loke Wai Ming (appointed on 11 May 2021)	陸偉明先生(於2021年5月11日獲委任)	13	-	-	13
		68	627	-	695

For the year ended 31 December 2021 截至2021年12月31日止年度
(discontinued operations) (已終止經營業務)

Executive Directors	執行董事				
Dr. Loh Teck Hiong	Loh Teck Hiong 醫生	-	667	12	679
Dr. Seow Swee How	蕭瑞豪博士	240	40	12	292
		240	707	24	971

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

9 DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Directors' and Chief Executive's emoluments (Continued)

Notes:

- Mr. Cheung Kiu Cho Vincent, Mr. Ong Kian Guan resigned as independent non-executive director. Thereafter, they did not hold any directorship nor key management position.
- Dr. Seow Swee How resigned as executive director and Mr. Liu Yang was vacated by resolution of the Board and ceased to be an executive director with the effect from 10 January 2022. Thereafter, they did not hold any directorship nor key management position except Dr. Seow Swee How continued to be the chief executive officer of the Company.
- Mr. He Weiqing was appointed as an executive director of the Company on 10 January 2022.
- The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company.
- The independent non-executive directors' emoluments were for their services as directors of the Company.

None of the directors of the Company waived or agreed to waive any emoluments during both reporting periods. No emolument were paid by the Group to the Directors as an inducement to join or upon joining the Group or as compensation for loss of office.

Employees' emoluments

The five highest paid individuals included the two (2021: two) executive directors of the Company whose emoluments are included in the disclosures above. The emoluments of the remaining three (2021: three) individuals were as follows:

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Salaries, bonuses and other benefits	薪金、花紅及其他福利	593	1,371
Contributions to retirement benefits scheme	退休福利計劃供款	7	50
		600	1,421

9 董事及僱員酬金(續)

董事及主要行政人員酬金(續)

附註：

- 張翹楚先生及王建源先生辭任獨立非執行董事。其後，彼等並無擔任任何董事或主要管理人員職位。
- 蕭瑞豪博士辭任執行董事，而劉陽先生被董事會的決議案罷免而不再擔任執行董事，自2022年1月10日起生效。其後，除蕭瑞豪博士繼續擔任本公司行政總裁一職，彼等並無擔任任何董事或主要管理人員職位。
- 何偉清先生於2022年1月10日獲委任為本公司的執行董事。
- 上文所示的執行董事酬金乃就彼等管理本公司事宜提供服務而支付。
- 獨立非執行董事酬金乃就彼等作為本公司董事提供服務而支付。

於兩個報告期間，概無本公司董事放棄或同意放棄任何酬金。本集團概無向任何本公司董事支付酬金，作為彼加入本集團或於加入本集團時的誘因或離職補償。

僱員酬金

五名最高薪人士包括本公司兩名(2021年：兩名)執行董事，其酬金已計入上述披露。餘下三名(2021年：三名)人士的酬金分別如下：

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

9 DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

Employees' emoluments (Continued)

The five highest paid individuals including the directors of the Company whose remuneration were within the following bands:

		2022 2022年	2021 2021年
Nil to S\$174,000 (equivalent to Nil to HK\$1,000,000)	零至174,000新加坡元 (相當於零至1,000,000港元)	2	-
S\$174,001 to S\$261,000 (equivalent to HK\$1,000,001 to HK\$1,500,000)	174,001新加坡元至261,000新加坡元 (相當於1,000,001港元至1,500,000港元)	1	-
S\$261,001 to S\$348,000 (equivalent to HK\$1,500,001 to HK\$2,000,000)	261,001新加坡元至348,000新加坡元 (相當於1,500,001港元至2,000,000港元)	1	1
S\$348,001 to S\$435,000 (equivalent to HK\$2,000,001 to HK\$2,500,000)	348,001新加坡元至435,000新加坡元 (相當於2,000,001港元至2,500,000港元)	-	1
S\$435,001 to S\$522,000 (equivalent to HK\$2,500,001 to HK\$3,000,000)	435,001新加坡元至522,000新加坡元 (相當於2,500,001港元至3,000,000港元)	-	1
S\$522,001 to S\$609,000 (equivalent to HK\$3,000,001 to HK\$3,500,000)	522,001新加坡元至609,000新加坡元 (相當於3,000,001港元至3,500,000港元)	-	1
S\$609,001 to S\$696,000 (equivalent to HK\$3,500,001 to HK\$4,000,000)	609,001新加坡元至696,000新加坡元 (相當於3,500,001港元至4,000,000港元)	-	-
Over to S\$696,001 (equivalent to Over HK\$4,000,000)	超過696,001新加坡元 (相當於超過4,000,000港元)	1	1
		5	5

No emoluments were paid by the Group to the five highest paid individuals, including directors of the Company, as an inducement to join or upon joining the Group or as compensation for loss of office.

9 董事及僱員酬金(續)

僱員酬金(續)

五名最高薪人士(包括本公司董事)的薪酬介乎以下組別:

本集團並無向五名最高薪人士(包括本公司董事)支付任何酬金作為加入本集團或加入本集團時的誘因或離職補償。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

10 OTHER OPERATING INCOME

Continuing operations

10 其他經營收入

持續經營業務

		2022	2021
		2022年	2021年
			(Restated)
			(經重列)
	Notes	S\$'000	S\$'000
	附註	千新加坡元	千新加坡元
Interest income on bank deposits	銀行存款利息收入	1	5
Interest income on rental deposits	租金按金利息收入	-	19
Interest income on finance lease receivables	應收融資租賃利息收入	-	9
Gain on disposal of right-of-use assets under a finance sublease	根據融資分租出售使用權資產的收益	-	82
Gain on termination of sublease arrangement	終止分租安排的收益	-	311
Government grant	政府補助	29	-
Other rental income	其他租金收入	169	540
Others	其他	119	63
		318	1,029

Notes:

- (a) The gain on disposal of right-of-use assets arose due to a lease novated to a joint venture as well as the granting of the use of certain leased spaces to external parties with similar tenure at higher rates than the head lease during the year ended 31 December 2021 (2022: Nil).
- (b) The gain on termination of sublease arrangement arose due to resumption of use of certain leased space to external parties with the amount of approximately S\$52,000 and gains on unreturned rental deposit from the sublessor upon termination of sublease arrangement with the amount of approximately S\$259,000 during the year ended 31 December 2021 (2022: Nil).
- (c) During the year ended 31 December 2022, the government grant represents financial support from HKSAR government under Employment Support Scheme under the Anti-epidemic Fund for payments of wages and salaries of employees for June to August 2022 (2021: Nil).

附註：

- (a) 出售使用權資產的收益乃由於截至2021年12月31日止年度租約更替至合營公司，以及以原租約相若年期但較高的租金授權外部人士使用若干租賃空間所產生(2022年：無)。
- (b) 截至2021年12月31日止年度，終止分租安排的收益乃由於產生自外部人士恢復使用若干租賃空間，金額約為52,000新加坡元及終止分租安排後來自分租人的未償還的租金按金收益約為259,000新加坡元(2022年：無)。
- (c) 截至2022年12月31日止年度，政府補助指香港特別行政區政府於抗疫基金項下的保就業計劃提供的財政支持，用於支付2022年6月至8月的僱員工資及薪金(2021年：無)。

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

11 FINANCE COSTS

Continuing operations

11 財務成本

持續經營業務

		2022 2022年	2021 2021年 (Restated) (經重列)
		S\$'000 千新加坡元	S\$'000 千新加坡元
Interest expense on borrowings	借款利息開支	44	-
Interest expense on lease liabilities	租賃負債利息開支	174	113
		218	113

12 OTHER GAINS AND LOSSES

Continuing operations

12 其他收益及虧損

持續經營業務

		2022 2022年	2021 2021年 (Restated) (經重列)
		S\$'000 千新加坡元	S\$'000 千新加坡元
Net exchange gain	匯兌收益淨額	(102)	-
Reversal of provision of renovation upon early termination of lease arrangement	提早終止租賃安排後撥回改造撥備	(93)	-
Write off of other receivables and deposits (Note 24)	撇銷其他應收款項及按金 (附註24)	1,258	-
Loss on disposal of right-of-use assets upon early termination of lease arrangement (Note 21)	提早終止租賃安排後出售使用權 資產虧損(附註21)	1,569	-
Write off of plant and equipment (Note 17)	撇銷廠房及設備(附註17)	1,033	-
Fair value changes on financial assets at FVTPL	按公平值計入損益的金 融資產的公平值變動	864	250
		4,529	250

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

13 LOSS BEFORE TAX

Loss before tax has been arrived at after charging:

Continuing operations

	2022 2022年	2021 2021年 (Restated) (經重列)
	S\$'000 千新加坡元	S\$'000 千新加坡元
Audit fees	244	244
Employee benefits expense:		
Directors' remunerations (Note 9)	1,644	695
Other staff costs		
— salaries, bonus and other benefits	1,419	1,477
— contributions to retirement benefit scheme	25	30
— share-based payment	133	—
Write off of inventories (included as consumables and medical supplies used)	120	—
審核費用		
僱員福利開支：		
董事薪酬(附註9)		
其他員工成本		
— 薪金、花紅及其他福利		
— 退休福利計劃供款		
— 以股份支付款項		
撇銷存貨		
(列作已使用消耗品及醫療用品)		

13 除稅前虧損

除稅前虧損已扣除以下各項：

持續經營業務

14 INCOME TAX CREDIT

Continuing operations

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

Hong Kong Profits Tax is calculated at 16.5% (2021: 16.5%) of the estimated assessable profit for the year.

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

14 所得稅抵免

持續經營業務

本年度及過往年度並未計提持續經營業務的所得稅。

香港利得稅乃以年度估計應課稅溢利按16.5% (2021年：16.5%) 稅率計算。

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

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

14 INCOME TAX CREDIT (Continued)

Continuing operations (Continued)

The income tax credit for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

		2022 2022年	2021 2021年 (Restated) (經重列)
		S\$'000 千新加坡元	S\$'000 千新加坡元
Loss before tax	除稅前虧損	(13,127)	(6,455)
Tax at applicable tax rate	適用稅率的稅項	(2,186)	(1,508)
Non-deductible items	不可扣稅項目	1,477	265
Effect of unutilised tax losses not recognised	未確認未動用稅務虧損之影響	753	1,117
Income not subject to tax	毋須課稅收入	(52)	(61)
Deductible temporary difference not recognised	未確認的可扣稅暫時性差異	8	187
Income tax credit	所得稅抵免	-	-

Subject to the agreement by the tax authority at the end of the reporting period, the Group has unutilised tax losses of approximately S\$3,052,000 (2021: S\$11,371,000) and other temporary differences of approximately S\$Nil (2021: S\$1,741,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

根據於報告期末與稅務機關訂立的協議，本集團有約3,052,000新加坡元(2021年：11,371,000新加坡元)的未動用稅項虧損及約零新加坡元(2021年：1,741,000新加坡元)的其他暫時性差異可用於抵銷未來溢利。由於不能預測未來溢利源，故並無確認遞延稅項資產。

15 DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 December 2022 (2021: Nil).

14 所得稅抵免(續)

持續經營業務(續)

於年內，所得稅抵免可與綜合損益及其他全面收益表所示的除稅前虧損對賬如下：

15 股息

董事會不建議就截至2022年12月31日止年度派付末期股息(2021年：零)。

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For the year ended 31 December 2022 截至2022年12月31日止年度

16 BASIC AND DILUTED LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

16 本公司擁有人應佔每股基本及攤薄虧損

		2022 2022年	2021 2021年 (Restated) (經重列)
Continuing and discontinued operations:	持續經營及已終止經營業務：		
Loss attributable to owners of the Company (S\$'000)	本公司擁有人應佔虧損 (千新加坡元)	(18,649)	(8,785)
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均數 (千股)	1,299,857	954,947
Basic and diluted loss per share (Singapore cents)	每股基本及攤薄虧損 (新加坡分)	(1.43)	(0.92)
Continuing operations:	持續經營業務：		
Loss attributable to owners of the Company (S\$'000)	本公司擁有人應佔虧損 (千新加坡元)	(13,119)	(6,455)
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均數 (千股)	1,299,857	954,947
Basic and diluted loss per share (Singapore cents)	每股基本及攤薄虧損 (新加坡分)	(1.01)	(0.68)
Discontinued operations:	已終止經營業務：		
Loss attributable to owners of the Company (S\$'000)	本公司擁有人應佔虧損 (千新加坡元)	(5,530)	(2,330)
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均數 (千股)	1,299,857	954,947
Basic and diluted loss per share (Singapore cents)	每股基本及攤薄虧損 (新加坡分)	(0.43)	(0.24)

During the year ended 31 December 2022, the Company raised approximately S\$7,469,000 before transaction costs of issuing 432,000,000 rights issues, on the basis of 1 rights share for every 2 existing shares held by the shareholders of the Company.

The calculation of the basic loss per share is based on the loss for the year attributable to owners of the Company and the weighted average number of ordinary shares of 1,299,857,000 (2021: 954,947,000) in issue during the year as adjusted to reflect the rights issues, during the year.

For the years ended 31 December 2022 and 2021, no separated diluted loss per share information has been presented as there was no dilutive potential ordinary shares outstanding.

於截至2022年12月31日止年度，本公司按本公司股東每持有2股現有股份獲發1股供股股份的基準發行432,000,000股供股股份，籌得資金約7,469,000新加坡元（扣除交易成本前）。

每股基本虧損乃根據本公司擁有人應佔年內虧損及本年度已發行普通股的加權平均數1,299,857,000股（2021年：954,947,000股）計算，並經調整以反映本年度的供股情況。

由於截至2022年及2021年12月31日止年度並無發行在外的潛在攤薄普通股，故未有個別呈列每股攤薄虧損資料。

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17 PLANT AND EQUIPMENT

17 廠房及設備

		Medical equipment 醫療設備 S\$'000 千新加坡元	Computer and office equipment 電腦及 辦公室設備 S\$'000 千新加坡元	Leasehold improvements 租賃 物業裝修 S\$'000 千新加坡元	Total 總計 S\$'000 千新加坡元
Cost:	成本：				
At 1 January 2021	於2021年1月1日	1,666	238	1,812	3,716
Additions	添置	504	86	438	1,028
Write off	撇銷	(251)	(10)	–	(261)
Exchange alignments	匯兌調整	10	1	3	14
At 31 December 2021	於2021年12月31日	1,929	315	2,253	4,497
Additions	添置	134	58	1,089	1,281
Disposal of subsidiaries through discontinued operation (Note 35)	透過已終止經營業務出售附屬公司 (附註35)	(770)	(294)	(1,829)	(2,893)
Write off	撇銷	–	(17)	(1,198)	(1,215)
Disposals	出售	(6)	(41)	(10)	(57)
Exchange alignments	匯兌調整	5	2	5	12
At 31 December 2022	於2022年12月31日	1,292	23	310	1,625
Accumulated Depreciation and Impairment:	累計折舊及減值：				
At 1 January 2021	於2021年1月1日	551	93	486	1,130
Provided for the year	年內撥備	332	52	426	810
Write off	撇銷	(248)	(10)	–	(258)
Impairment loss	減值虧損	887	–	–	887
Exchange alignments	匯兌調整	1	–	–	1
At 31 December 2021	於2021年12月31日	1,523	135	912	2,570
Provided for the year	年內撥備	157	55	360	572
Disposal of subsidiaries through discontinued operation (Note 35)	透過已終止經營業務出售附屬公司 (附註35)	(516)	(162)	(1,059)	(1,737)
Eliminated on disposals	出售時對銷	(2)	(23)	(4)	(29)
Write off	撇銷	–	(6)	(176)	(182)
Exchange alignments	匯兌調整	3	1	1	5
At 31 December 2022	於2022年12月31日	1,165	–	34	1,199
Carrying Values:	賬面值：				
At 31 December 2022	於2022年12月31日	127	23	276	426
At 31 December 2021	於2021年12月31日	406	180	1,341	1,927

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17 PLANT AND EQUIPMENT (Continued)

The above items of plant and equipment are depreciated on a straight-line basis after taking into account of their residual values at the following rates per annum:

Medical equipment	20% to 33%
Computer and office equipment	20% to 33%
Leasehold improvements	Shorter of 5 years or over the lease term

During the year ended 31 December 2022, in regard of early termination of a lease arrangement, certain office equipment and leasehold improvements in total of S\$1,033,000 have been fully written off.

During the year ended 31 December 2021, the pandemic of COVID-19 continued to have adverse impact on many businesses in Hong Kong. The Group was unable to launch the stem cell business as planned, management as such has carried out an assessment on the impairment of the relevant equipment acquired and an impairment loss for continuing operations of S\$887,000 was recognised in profit or loss based on the recoverable amount which is higher of the value in use and fair value less cost of disposal (2022: Nil).

17 廠房及設備(續)

上述廠房及設備項目經計及其剩餘價值後按以下年度比率以直線基準折舊：

醫療設備	20%至33%
電腦及辦公室設備	20%至33%
租賃物業裝修	短於五年或按租期

截至2022年12月31日止年度，由於提早終止一項租賃安排，若干辦公室設備及租賃物業裝修合共1,033,000新加坡元已悉數撇銷。

截至2021年12月31日止年度，新型冠狀病毒疫情持續對香港多項業務構成不利影響。本集團無法跟從原訂計劃展開幹細胞業務，管理層因而對已收購的相關設備之減值進行評估，並根據使用價值及公平值減出售成本(以較高者為準)的可回收金額於損益確認持續經營業務的減值虧損887,000新加坡元(2022年：零)。

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18 INTANGIBLE ASSETS

18 無形資產

		Software 軟件 S\$'000 千新加坡元
Cost:	成本：	
At 1 January 2021	於2021年1月1日	316
Additions	添置	636
Exchange alignment	匯兌調整	6
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	958
Additions	添置	45
Disposal of subsidiaries through discontinued operation (Note 35)	透過已終止經營業務出售附屬公司 (附註35)	(50)
Exchange alignments	匯兌調整	3
At 31 December 2022	於2022年12月31日	956
Accumulated amortisation:	累計攤銷：	
At 1 January 2021	於2021年1月1日	-
Provided for the year	年內撥備	169
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	169
Provided for the year	年內撥備	196
Disposal of subsidiaries through discontinued operation (Note 35)	透過已終止經營業務出售附屬公司 (附註35)	(18)
Exchange alignments	匯兌調整	1
At 31 December 2022	於2022年12月31日	348
Carrying value:	賬面值：	
At 31 December 2022	於2022年12月31日	608
At 31 December 2021	於2021年12月31日	789

The intangible assets represents software purchased from vendors with an estimated useful lives of 5 years.

該等無形資產指自賣方購買的軟件，估計可使用年限為5年。

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19 FINANCE LEASE RECEIVABLES

19 融資租賃應收款項

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Amounts receivable under finance leases: 融資租賃項下應收款項：			
Within one year	於1年內	-	19
Undiscounted lease payments	未貼現租賃付款	-	19
Less: Unearned finance income	減：未賺取融資收入	-	(1)
Present value of lease payment receivable	應收租賃付款現值	-	18
Undiscounted lease payments analysed as: 未貼現租賃付款分析為：			
Within one year	於1年內	-	19
		-	19
Present value of lease payment receivable: 應收租賃付款現值：			
Within one year	於1年內	-	18
Analysis as: 分析為：			
Office premises	辦公室物業	-	18

The Group entered into sublease arrangements as a lessor for certain office spaces to its tenants and thus they are classified as finance leases under IFRS 16. The average term of sublease entered into range from 1 to 2 years. The average effective interest rate contracted approximately 3% per annum at 31 December 2021.

Management estimates the loss allowance on finance lease receivables at the end of the reporting period at an amount equal to lifetime ECL. In determining the expected credit losses of these receivables, management taking into account the historical default experience and the future prospects of the industries in which the lessees operate, as appropriate, in estimating the probability of default of each of these receivables occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

本集團作為出租人就租予其租戶的若干辦公室空間訂立分租安排，因此，根據國際財務報告準則第16號，該等安排被分類為融資租賃。所訂立分租的平均年期為1至2年。於2021年12月31日，已訂約的平均實際利率約為年利率3厘。

管理層估計於報告期末的融資租賃應收款項虧損撥備金額相等於全期預期信貸虧損。於釐定該等應收款項的預期信貸虧損時，管理層計及過往違約經驗及承租人所經營行業的未來前景（如適用），以估計該等應收款項各自於其相關損失評估時間框架內發生違約的可能性，以及各情況下的違約損失。

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20 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 20 按公平值計入損益的金融資產

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Current	流動		
Equity securities listed in Hong Kong	於香港上市的權益證券	1,607	616

The fair value of equity securities listed in Hong Kong are determined based on quoted market price in an active market and categorised as level 1 in the fair value hierarchy.

於香港上市的權益證券的公平值乃根據於活躍市場及分類為第一級公平值層級的市場報價釐定。

21 RIGHT-OF-USE ASSETS

The movements of right-of-use assets during the year are as follows:

21 使用權資產

年內使用權資產變動如下：

		Rented properties	Plant and equipment	Total
		租用物業	廠房及設備	合計
		S\$'000	S\$'000	S\$'000
		千新加坡元	千新加坡元	千新加坡元
Net book value at 1 January 2021	於2021年1月1日之賬面淨值	5,419	-	5,419
Additions	添置	2,633	317	2,950
From cancellation of sublease arrangement (Note a)	來自解除分租安排(附註a)	472	-	472
Depreciation for the year	年內折舊	(2,749)	(28)	(2,777)
Disposals (Note a)	出售(附註a)	(213)	-	(213)
Exchange alignments	匯兌調整	6	-	6
Net book value at 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日之賬面淨值	5,568	289	5,857
Additions	添置	3,781	-	3,781
Disposals (Note a)	出售(附註a)	(1,569)	-	(1,569)
Depreciation for the year	年內折舊	(2,990)	-	(2,990)
Disposal of subsidiaries through discontinued operation (Note 35)	透過已終止經營業務出售附屬公司(附註35)	(2,195)	(289)	(2,484)
Exchange alignments	匯兌調整	(9)	-	(9)
Net book value at 31 December 2022	於2022年12月31日之賬面淨值	2,586	-	2,586

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21 RIGHT-OF-USE ASSETS (Continued)

The Group leases several leasehold properties for office and clinics purpose, and plant and equipment at fixed rentals. The average lease term is 2 to 5 years (2021: 2 to 5 years).

- (a) During the year ended 31 December 2022, the Group has early terminated lease arrangement, and therefore, the carrying amounts of respective right-of-use assets of S\$1,569,000 are derecognised accordingly. During the year ended 31 December 2021, the Group entered into sublease arrangements as a lessor for certain office space, resulting in derecognition of right-of-use assets of approximately S\$213,000. Subsequently, certain sublessees early terminated the sublease agreement which led to resumption of right-of-use assets of approximately S\$472,000 by the Group.

The depreciation charges in respect of rented properties for continuing operations for the year ended 31 December 2022 are approximately S\$2,033,000 (2021 (restated): S\$1,571,000) and; and in respect of rented properties and plant and equipment for discontinued operations for the year ended 31 December 2022 are approximately S\$957,000 (2021 (restated): S\$1,178,000) and nil (2021 (restated): S\$28,000) respectively.

The total cash outflows for leases are approximately S\$2,845,000 (2021: S\$3,204,000) for the year ended 31 December 2022.

21 使用權資產(續)

本集團以固定租金租用多個租賃物業作辦公室及診所用途以及廠房及設備。平均租期為2至5年(2021年: 2至5年)。

- (a) 截至2022年12月31日止年度,本集團已提早終止租賃安排,因此亦相應終止確認相關使用權資產的賬面值1,569,000新加坡元。截至2021年12月31日止年度,本集團就若干辦公室空間與出租人訂立分租安排,導致終止確認使用權資產約213,000新加坡元。期後,其中數名承租人提早終止分租協議,導致本集團恢復使用權資產約472,000新加坡元。

截至2022年12月31日止年度,有關就持續經營業務租用物業的折舊費為約2,033,000新加坡元(2021年(經重列): 1,571,000新加坡元);截至2022年12月31日止年度就已終止經營業務租用物業以及廠房及設備的折舊費分別為約957,000新加坡元(2021年(經重列): 1,178,000新加坡元)及零(2021年(經重列): 28,000新加坡元)。

截至2022年12月31日止年度,租賃的總現金流出為約2,845,000新加坡元(2021年: 3,204,000新加坡元)。

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22 INVESTMENT IN A JOINT VENTURE

22 合營公司投資

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Cost of investment	投資成本	2,651	2,651
Share of loss	應佔虧損	(1,093)	(1,093)
Less: Loss allowance on investment in a joint venture	減：合營公司投資虧損撥備	(1,558)	(1,558)
		-	-

A review of the recoverable amount of the joint venture led to the recognition of an impairment loss allowance of S\$1,558,000 for the year ended 31 December 2020. No reversal of investment in a joint venture is considered necessary for the years ended 31 December 2022 and 2021.

截至2020年12月31日止年度，對合營公司可收回金額的審閱導致確認減值虧損撥備為1,558,000新加坡元。截至2022年及2021年12月31日止年度，撥回合營公司投資被認為並無必要。

Details of joint venture:

合營公司的詳情：

Name of joint venture	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest and voting rights held by the Group
合營公司名稱	主要活動	註冊地點及主要營業地點	本集團所持擁有權益及投票權比例
Queen's Road Medical Company Limited 皇仁醫療有限公司	Operating aesthetic medical beauty clinic and trading medicine. 經營美容、醫學美容診所及買賣藥物	Hong Kong, Central 香港中環	51%

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22 INVESTMENT IN JOINT VENTURE (Continued)

The above investment is accounted as a joint venture as the shareholders exercise joint control pursuant to the shareholders agreement.

The above joint venture is accounted for using the equity method in these consolidated financial statements as set out in the Group's accounting policies in Note 5.

The joint venture is not material to the Group.

22 合營公司投資(續)

由於股東按照股東協議行使共同控制權，故上述投資作為合營公司入賬。

上述合營公司於該等綜合財務報表中以權益法入賬，如附註5的本集團會計政策所載。

該合營公司對本集團而言並不重大。

23 INVENTORIES

23 存貨

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Consumables and medical supplies	消耗品及醫療用品	645	1,096
Goods in transit	運送中貨品	407	-
		1,052	1,096

During the year ended 31 December 2022, certain inventories have been expired and therefore, S\$120,000 of inventories are write off and include as cost of consumables.

截至2022年12月31日止年度，若干存貨已到期，因此，為數120,000新加坡元的存貨已被撇銷並作為消耗品成本入賬。

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24 TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENT 24 貿易及其他應收款項、按金及預付款項

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Trade receivables	貿易應收款項	3,123	2,230
Less: Loss allowance on trade receivables	減：貿易應收款項的虧損撥備	(1,654)	(779)
		1,469	1,451
Deposits	按金	3,003	2,658
Prepayment	預付款項	553	1,038
Prepaid director's remuneration (Note (a))	預付董事酬金(附註(a))	–	315
Other receivables (Note (b))	其他應收款項(附註(b))	1,246	1,039
Other tax receivables	其他應收稅項	96	–
Less: Loss allowance on other receivables	減：其他應收款項的虧損撥備	(762)	(35)
Amount due from a joint venture – non-current	應收合營公司款項 – 非流動	1,757	1,898
Less: Loss allowance on amount due from a joint venture	減：應收合營公司款項的虧損撥備	(1,757)	(1,898)
		5,605	6,466
Less: non-current deposits	減：非即期按金	(404)	(700)
		5,201	5,766

Notes:

- (a) At 31 December 2021, the amount represented prepaid director's salary to Dr. Loh for January to March 2022 and fully utilised in the current year (2022: Nil).
- (b) Included in other receivables are mainly refunded for deposits for purchase of medical equipment in previous years of approximately S\$743,000 (2021: S\$823,000), and in view of long outstanding and financial difficulty of counterparty, such amount has been written off directly in profit or loss as at 31 December 2022.

附註:

- (a) 於2021年12月31日，該金額指2022年1月至3月向Loh醫生預付的董事薪酬，並在本年度悉數動用(2022年：無)。
- (b) 其他應收款項主要包括已退還過往年度購買醫療設備的按金約743,000新加坡元(2021年：823,000新加坡元)。鑒於對手方長期拖欠及出現財政困難，該金額已於2022年12月31日直接於損益撇銷。

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24 TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENT (Continued)

The patients of the Group usually settle their payments by cash, Network for Electronic Transfer ("NETS"), credit cards and claiming from healthcare solutions and insurance companies. For credit cards and NETS, the bank will deposit the money in the following day after the date of invoice. For payment claiming from healthcare solutions and insurance companies, the Group allowed a credit period ranging from 45 to 90 days to healthcare solutions and insurance companies and it would generally grant payment terms of 90 days if payment terms are not specified in the contracts. The average credit period of trade receivables from sales of healthcare products is 90 days.

The following is an aging analysis of trade receivables of the Group presented based on invoice dates, net of impairment loss for the trade receivables from the customers at the end of each reporting period:

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
0-30 days	0至30日	1,220	305
31-60 days	31至60日	249	262
61-90 days	61至90日	-	264
over 90 days	超過90日	-	620
		1,469	1,451

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

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

24 貿易及其他應收款項、按金及預付款項(續)

本集團病人通常以現金、Network for Electronic Transfer ("NETS")、信用卡及保健解決方案及保險公司索償結算其付款。就信用卡及NETS而言，銀行將於發票日期後下一天存入款項。就以保健解決方案及保險公司索償付款而言，倘合約內並無列明有關付款期，本集團向保健解決方案及保險公司提供45天至90天的信貸期，一般將授予付款期90天。來自銷售保健品的貿易應收款項平均信貸期為90天。

以下為各報告期末按來自客戶的貿易應收款項發票日期呈列本集團貿易應收款項(扣除減值虧損)的賬齡分析：

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

於本報告期間所用估計技巧及重大假設並無變動。

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24 TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENT (Continued)

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

As at 31 December 2022, amounting of S\$1,584,000 (2021: S\$1,026,000) trade receivables are past due of over 90 days, and by considering the repayment history and change of operations in the current year, the balances are considered as default for the year of 2022 and full impairment allowance has recognised.

The Group recognised lifetime ECL for trade receivables that are neither individually significant nor credit-impaired by collective basis based on past due status of customers of trading sales, dental services and healthcare services (disposed through discontinued operation as at 31 December 2022) segments respectively as follows.

Trading sales

As at 31 December 2022:

		Weighted average expected loss rate 加權平均 預期虧損率	Gross Carrying Amount 總賬面值 S\$'000 千新加坡元	Life time ECLs 全期預期 信貸虧損 S\$'000 千新加坡元
Current (not past due)	即期(未逾期)	1.5%	549	(8)
Less than 1 month past due	少於1個月逾期	17.3%	301	(52)
More than 3 months past due	多於3個月逾期	100%	1,584	(1,584)
			2,434	(1,644)

24 貿易及其他應收款項、按金及預付款項(續)

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

於2022年12月31日，貿易應收款項1,584,000新加坡元(2021年：1,026,000新加坡元)已逾期超過90天，經考慮還款歷史及本年度營運的變動，該結餘於2022年被視為違約，並已確認悉數減值撥備。

本集團分別根據以下貿易銷售、牙科服務及醫療服務(於2022年12月31日透過已終止經營業務出售)分部客戶的逾期狀況按整體基準確認貿易應收款項的全期預期信貸虧損，該等貿易應收款項既非個別重大，亦未出現信貸減值。

貿易銷售

於2022年12月31日：

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24 TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENT (Continued)

Trading sales (Continued)

As at 31 December 2021:

		Weighted average expected loss rate 加權平均 預期虧損率	Gross Carrying Amount 總賬面值 S\$'000 千新加坡元	Life time ECLs 全期預期 信貸虧損 S\$'000 千新加坡元
Current (not past due)	即期(未逾期)	58.8%	17	(10)
Less than 1 month past due	少於1個月逾期	61.5%	91	(56)
More than 3 months past due	多於3個月逾期	64.3%	1,026	(660)
			1,134	(726)

Dental services

As at 31 December 2022:

牙科服務

於2022年12月31日：

		Weighted average expected loss rate 加權平均 預期虧損率	Gross Carrying Amount 總賬面值 S\$'000 千新加坡元	Life time ECLs 全期預期 信貸虧損 S\$'000 千新加坡元
Current (not past due)	即期(未逾期)	1.5%	689	(10)
Less than 1 month past due	少於1個月逾期	-	-	-
More than 3 months past due	多於3個月逾期	-	-	-
			689	(10)

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24 TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENT (Continued)

Healthcare services (under discontinued operations)

As at 31 December 2021:

24 貿易及其他應收款項、按金及預付款項(續)

醫療服務(已終止經營業務項下)

於2021年12月31日:

		Weighted average expected loss rate 加權平均 預期虧損率	Gross Carrying Amount 總賬面值 S\$'000 千新加坡元	Life time ECLs 全期預期 信貸虧損 S\$'000 千新加坡元
Current (not past due)	即期(未逾期)	1.8%	838	(15)
Less than 1 month past due	少於1個月逾期	6.4%	94	(6)
1 to 3 months past due	1至3個月逾期	8.3%	48	(4)
More than 3 months past due	多於3個月逾期	24.1%	116	(28)
			1,096	(53)

In respect of other receivables and deposits at 31 December 2022 and 2021, the Group estimated the loss allowance on an individual basis. An amount of approximately S\$1,258,000 is written off on individual basis and the loss allowance for the remaining balances is measured at an amount equal to 12-month ECL of approximately S\$762,000 (2021: S\$35,000), taking into account the probability of default and loss given default of respective balances.

就2022年及2021年12月31日的其他應收款項及按金而言，本集團按個別情況估計虧損撥備。為數約1,258,000新加坡元的金額乃按個別情況予以撇銷，而餘下結餘的虧損撥備以金額相等於約為762,000新加坡元(2021年：35,000新加坡元)的十二個月預期信貸虧損計量，並已考慮相應結餘的違約可能性及違約損失率。

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24 TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENT (Continued)

Healthcare services (under discontinued operations) (Continued)

Movement in the loss allowance account in respect of trade and other receivables are as follow:

	Trade receivables		Other receivables and deposits		Amount due from a joint venture		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
	2022年	2021年	2022年	2021年	2022年	2021年	2022年	2021年
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元	千新加坡元
As at 1 January	779	-	35	767	1,898	1,994	2,712	2,761
Write off	-	-	-	(767)	-	-	-	(767)
Impairment losses recognised during the year	931	779	743	35	-	-	1,674	814
Released upon disposal of subsidiaries through discontinued operations (Note 35)	(53)	-	(18)	-	(149)	-	(220)	-
Exchange alignments	(3)	-	2	-	8	(96)	7	(96)
As at 31 December	1,654	779	762	35	1,757	1,898	4,173	2,712

24 貿易及其他應收款項、按金及預付款項(續)

醫療服務(已終止經營業務項下)(續)

貿易及其他應收款項的虧損撥備賬變動如下：

25 BANK BALANCES AND CASH

As at 31 December 2022 and 2021, bank balances and cash comprise cash on hand and at banks which are not restricted as to use. Cash at banks earn interest at floating rates based on daily bank deposit rates.

The credit risk on cash and cash equivalent is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. As such, no loss allowance is recognised at 31 December 2022 and 2021.

25 銀行結餘及現金

於2022年及2021年12月31日，銀行結餘及現金包括不限制使用的手頭現金及銀行現金。銀行現金根據每日銀行存款利率以浮動利率賺取利息。

現金及現金等價物的信貸風險為有限，乃由於對手方為獲國際信用評級機構授予高信貸評級的銀行。因此，於2022年及2021年12月31日概無確認虧損撥備。

Notes to the Consolidated Financial Statements

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For the year ended 31 December 2022 截至2022年12月31日止年度

26 TRADE AND OTHER PAYABLES

26 貿易及其他應付款項

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Trade payables	貿易應付款項	115	592
Accrued expenses	應計開支	889	1,752
Accrued directors' remuneration	應計董事薪酬	685	18
Amount due to a director	應付董事款項	-	6
Other tax payables	其他應付稅項	-	125
Other payables (Notes (a), (b))	其他應付款項(附註(a)、(b))	7,562	146
		9,251	2,639

Note:

- (a) As at 31 December 2022, other payables mainly included amounts due to Singapore Liquidated Subsidiaries (i.e. due to deconsolidation from liquidation of certain subsidiaries in Singapore as mentioned in Note 35). The Group has liability for settlement of such payables balances upon liquidation of former subsidiaries. Therefore, additional of S\$4,768,000 (2021: Nil) other payables are recognised as liabilities for settlement of balances with Singapore Liquidated Subsidiaries.

Subsequent to the end of the reporting date, the Group has received demand letters from Singapore Liquidators for settlement of the outstanding balances of S\$6,600,000 to Singapore Liquidated Subsidiaries. The Group is under negotiation on the amount outstanding with Liquidators for settlement.

- (b) As at 31 December 2022, upon termination of lease arrangement, the Group is obligated to settle the lease payment for the remaining lease term. Therefore, amounting of S\$1,921,000 arisen from transferring from respective lease liabilities netting off with rental deposits paid of S\$161,000 are included as other payables (2021: Nil).

附註：

- (a) 於2022年12月31日，其他應付款項主要包括應付新加坡清盤附屬公司的款項(如附註35所述，因終止合併入賬清盤的若干新加坡附屬公司所致)。本集團有責任於前附屬公司清盤時結清相關應付款項結餘。因此，額外確認其他應付款項4,768,000新加坡元(2021年：無)作為負債，以結算與新加坡清盤附屬公司的結餘。

於報告日期結束後，本集團已收到新加坡清盤人的催款函，要求向新加坡清盤附屬公司清償尚未償還結餘6,600,000新加坡元。本集團現正就尚未償還金額的償還事宜與清盤人進行磋商。

- (b) 於2022年12月31日，於終止租賃安排時，本集團有責任就餘下租賃期結清租賃付款。因此，自相關租賃負債轉撥產生的1,921,000新加坡元於扣除已付租賃按金161,000新加坡元後作為其他應付款項入賬(2021年：無)。

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26 TRADE AND OTHER PAYABLES (Continued)

The average credit period on purchase of goods is 30 days (2021: 30 days). The following is an aging analysis of trade payables of the Group presented based on the invoice date at the end of each reporting period:

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
0-30 days	0至30日	115	233
31-60 days	31至60日	-	273
61-90 days	61至90日	-	-
Over 90 days	90日以上	-	86
		115	592

27 CONTRACT LIABILITIES

Contract liabilities represents upfront receipt from customers.

For aesthetic services sales, revenue is recognised when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer. When the customer initially purchases the package, the transaction price received at that point by the Group is recognised as deferred revenue until the goods have been delivered to the customer.

The Group applies the practical expedient of not disclosing the transaction price allocated to remaining performance obligations that is part of a contract that has original expected duration of one year or less.

28 FINANCIAL GUARANTEE LIABILITIES

As at 31 December 2022, the Company provided corporate guarantee in favor of banks in respect of banking facilities granted to Singapore Liquidated Subsidiaries of an aggregate amounts of S\$6,000,000 of which S\$4,076,000 has been utilised. In regard of liquidation of those subsidiaries, they were unable to settle the outstanding amount, and therefore, under the financial guarantee contracts, the Company would be liable to pay the banks and full provision on the outstanding principal and accrued interest net of cash and cash equivalents of Singapore Liquidated Subsidiaries has been made.

The respective borrowings carried interest at a fixed rate of 3% to 4.5% per annum.

26 貿易及其他應付款項(續)

購買貨品的平均信貸期為30日(2021年: 30日)。以下為本集團於各報告期末按發票日期呈列的貿易應付款項賬齡分析:

27 合約負債

合約負債指預先自客戶收取的款項。

就美容服務銷售而言，收益於貨品控制權轉讓予客戶時(即貨品交付予客戶之時間點)確認。當客戶初次購買套餐時，本集團於該時間點所收到的交易價確認為遞延收益，直至貨品已交付予客戶為止。

本集團應用可行權宜方法，不披露分配至餘下履約責任(作為合約一部分，擁有一年或少於一年的原始預期合約期)的交易價格。

28 融資擔保負債

於2022年12月31日，本公司就授予新加坡清盤附屬公司的銀行融資提供以銀行為受益人的企業擔保，銀行融資總額最多約為6,000,000新加坡元，其中4,076,000新加坡元已獲動用。就各附屬公司的清盤事宜而言，彼等未能清償尚未償還款項，因此，本公司有責任根據財務擔保合約向銀行作出付款，並已就尚未償還本金及應計利息(扣除新加坡清盤附屬公司的現金及現金等價物)作出全數撥備。

有關借款按固定年利率3%至4.5%計息。

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29 LEASE LIABILITIES

29 租賃負債

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Maturity analysis:	到期分析：		
Within one year	一年內	1,670	2,685
1–2 years	1至2年	962	1,967
2–3 years	2至3年	114	1,298
3–4 years	3至4年	–	370
		2,746	6,320
Less: Unearned interest	減：未賺取利息	(68)	(253)
		2,678	6,067
Analysed as:	分析為：		
Current	即期	1,616	2,544
Non-current	非即期	1,062	3,523
		2,678	6,067

As at 31 December 2021, the lease liabilities in respect of leased plant and equipment under hire purchase agreements amounting S\$275,000 (disposal of subsidiaries through discontinued operations) was secured by personal joint and several guarantees by directors of the Company (2022: Nil).

於2021年12月31日，根據租購協議，金額為275,000新加坡元（通過已終止經營業務出售附屬公司）的租賃廠房及設備相關的租賃負債由本公司董事的個人連帶擔保作抵押（2022年：無）。

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30 BORROWINGS

30 借款

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Secured borrowing at amortised cost	按攤銷成本計的有抵押借款		
Bank borrowings	銀行借款	-	4,992
Other borrowings	其他借款	182	-
		182	4,992

The Group's borrowings are scheduled to repay as follows.

本集團的借款根據下列時間表償還。

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Within one year or on demand	一年以內或按要求	182	1,309
In the second year	於第二年	-	1,365
In the third to fifth year, inclusive	於第三至第五年(包括首尾兩年)	-	2,318
		182	4,992
Non-current	非即期	-	3,683
Current	即期	182	1,309

At 31 December 2021, the Group has the following bank borrowings:

於2021年12月31日，本集團有以下銀行借款：

- a. S\$3,000,000 borrowings with repayment over 60 monthly instalments comprising principal and interest and commenced on 22 June 2020 was secured by a corporate guarantee from the Company and personal guarantee from a director of the Company and carried at a fixed interest rate of 3% per annum;
- a. 借款3,000,000新加坡元，自2020年6月22日起分60期每月償還(含本金及利息)。有關借款由本公司提供的公司擔保及本公司一名董事的個人擔保作抵押，按固定年利率3厘計息；
- b. S\$2,000,000 borrowings with repayment over 60 monthly instalments comprising principal and interest and commenced on 12 October 2020 was secured by a corporate guarantee from the Company and personal guarantee from a director of the Company and carried at a fixed interest rate of 3% per annum;
- b. 借款2,000,000新加坡元，自2020年10月12日起分60期每月償還(含本金及利息)。有關借款由本公司提供的公司擔保及來自本公司一名董事的個人擔保作抵押，按固定年利率3厘計息；

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30 BORROWINGS (Continued)

- c. S\$500,000 borrowings with repayment over 60 monthly instalments comprising principal and interest commenced on 23 October 2020 was secured by a corporate guarantee from the Company and personal guarantee from a director of the Company and carried at a fixed interest rate of 4.5% per annum; and
- d. S\$500,000 borrowings with repayment over 60 monthly instalments comprising principal and interest commenced on 2 November 2020 was secured by a corporate guarantee from the Company and personal guarantee from a director of the Company and carried at a fixed interest rate of 4.5% per annum.

During the year ended 31 December 2022, upon liquidation of the certain subsidiaries in Singapore, the bank borrowings have been transferred to “disposal of subsidiaries upon discontinued operation”. And in regard of the corporate guarantee provided to the Singapore Liquidated Subsidiaries, the Group is obligated for settlement of the outstanding bank borrowings balances and therefore, financial guarantee liabilities are provided as at 31 December 2022 (Note 28).

At 31 December 2022, borrowings represent borrowings for trading securities purpose and carried interest at variable margin rate on daily basis.

31 DEFERRED TAX LIABILITY

		Accelerated tax depreciation 加速稅項折舊 S\$'000 千新加坡元
At 1 January 2021	於2021年1月1日	99
Credited to profit or loss	計入損益	(99)
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	-
Credited to profit or loss	計入損益	-
At 31 December 2022	於2022年12月31日	-

30 借款(續)

- c. 借款500,000新加坡元，自2020年10月23日起分60期每月償還(含本金及利息)，並由本公司提供的公司擔保及來自本公司一名董事的個人擔保作抵押，按固定年利率4.5厘計息；及
- d. 借款500,000新加坡元，自2020年11月2日起分60期每月償還(含本金及利息)，並由本公司提供的公司擔保及來自本公司一名董事的個人擔保作抵押，按固定年利率4.5厘計息。

截至2022年12月31日止年度，於新加坡若干附屬公司清盤後，銀行借款已轉入「已終止經營業務的出售附屬公司」，而就向新加坡清盤附屬公司提供的公司擔保而言，本集團有責任結付未償還銀行借款及結餘，因此財務擔保負債於2022年12月31日提供(附註28)。

於2022年12月31日，借款指用於買賣證券的借款，按每日浮息計。

31 遞延稅項負債

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32 SHARE CAPITAL

Details of the share capital are disclosed as follows:

		Number of shares 股份數目	Par value 面值 HK\$ 港元	Share capital 股本 HK\$'000 千港元
Authorised share capital of the Company:	本公司的法定股本：			
At 1 January 2021,	於2021年1月1日、			
31 December 2021,	2021年12月31日、			
1 January 2022 and	2022年1月1日及			
31 December 2022	2022年12月31日	10,000,000,000	0.01	100,000

Movement of the Company's share capital is as follows:

本公司的股東變動如下：

		Number of shares 股份數目	Share capital 股本 S\$'000 千新加坡元
Issued and fully paid shares of the Company:	本公司已發行及繳足股份：		
At 1 January 2021	於2021年1月1日	600,000,000	1,037
Placing of shares on 12 January 2021 (Note (i))	於2021年1月12日配售股份(附註(i))	120,000,000	206
Placing of shares on 18 October 2021 (Note (ii))	於2021年10月18日配售股份(附註(ii))	144,000,000	250
At 31 December 2021 and 1 January 2022	於2021年12月31日及 2022年1月1日	864,000,000	1,493
Rights issues on 18 March 2022 (Note (iii))	於2022年3月18日供股(附註(iii))	432,000,000	747
Share options exercised on 4 November 2022 (Note (iv))	於2022年11月4日 行使購股權(附註(iv))	18,000,000	33
At 31 December 2022	於2022年12月31日	1,314,000,000	2,273

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For the year ended 31 December 2022 截至2022年12月31日止年度

32 SHARE CAPITAL (Continued)

Notes:

- (i) On 22 December 2020, the Company and Silverbricks Securities Company Limited (the "Placing Agent") entered into a placing agreement in respect of the placement of 120,000,000 ordinary shares of HK\$0.01 each ("the 2020 Placing Shares") to independent third parties at a price of HK\$0.225 each. The placing transaction was completed on 12 January 2021 and a total of 120,000,000 shares were issued. The gross and net proceeds were approximately HK\$27,000,000 and HK\$26,595,000 respectively, of which HK\$1,200,000 (equivalent to S\$207,000) was credited to share capital and the balance of HK\$25,395,000 (equivalent to S\$4,386,000) netted off the transaction costs for issuing shares was included in share premium account.
- (ii) 27 September 2021, the Company and the Placing Agent entered into a placing agreement in respect of the placement of 144,000,000 ordinary shares of HK\$0.01 each ("the 2021 Placing Shares") to independent third parties at a price of HK\$0.135 each. The placing transaction was completed on 18 October 2021 and a total of 144,000,000 shares were issued. The gross and net proceeds were approximately HK\$19,440,000 and HK\$19,148,000 respectively, of which HK\$1,440,000 (equivalent to S\$249,000) was credited to share capital and the balance of HK\$17,708,000 (equivalent to S\$3,036,000) netted off the transaction costs for issuing shares was included in share premium account.
- (iii) A rights issue of 1 rights share for every two existing shares held by members on the register of member on 18 February 2022 was made, at an issue price of HK\$0.1 per rights share with a par value of HK\$0.1 each, resulting in the issue of 432,000,000 shares. The theoretical ex-rights price calculated based on the closing price of HK\$0.142 per share as quoted on HKEX on the last trading day, i.e. 19 January 2022, was approximately HK\$0.128 per share. The total consideration amounted to HK\$43,200,000 (equivalent to S\$7,469,000), of which HK\$4,320,000 (equivalent to S\$747,000) was credited to share capital and remaining as deducting expenses of HK\$1,600,000 (equivalent to S\$277,000) to share premium account. The net price per right share was approximately HK\$0.095.
- (iv) During the year ended 31 December 2022, share options in regard of the share options granted on 29 September 2022 (see Note 34) were exercised to subscribe for 18,000,000 ordinary shares (2021: nil) of the Company at a consideration of HK\$1,962,000 (equivalent to S\$355,000), of which HK\$180,000 (equivalent to S\$33,000) was credited to share capital, and the balances of HK\$1,782,000 (equivalent to S\$322,000) was included in the share premium account. As a result of the exercise of share options, amounting of HK\$382,000 (equivalent to S\$67,000) has been released from the share option reserve to the share premium account.

32 股本(續)

附註：

- (i) 於2020年12月22日，本公司與元庫證券有限公司(「配售代理」)訂立配售協議，內容有關按每股0.225港元的價格向獨立第三方配售120,000,000股每股面值0.01港元的普通股(「2020年配售股份」)。配售交易於2021年1月12日完成，總計發行120,000,000股股份。所得款項總額及淨額分別約為27,000,000港元及26,595,000港元，其中1,200,000港元(相當於207,000新加坡元)計入股本及餘額25,395,000港元(相當於4,386,000新加坡元)於扣除發行股份的交易成本後計入股份溢價賬。
- (ii) 於2021年9月27日，本公司與配售代理訂立配售協議，內容有關按每股0.135港元的價格向獨立第三方配售144,000,000股每股面值0.01港元的普通股(「2021年配售股份」)。配售交易於2021年10月18日完成，總計發行144,000,000股股份。所得款項總額及淨額分別約為19,440,000港元及19,148,000港元，其中1,440,000港元(相當於249,000新加坡元)計入股本及餘額17,708,000港元(相當於3,036,000新加坡元)於扣除發行股份的交易成本後計入股份溢價賬。
- (iii) 對2022年2月18日名列股東名冊的股東按每持有2股現有股份獲發1股供股股份進行供股，發行價為每股供股股份0.1港元，每股面值0.1港元，導致發行股份432,000,000股份。理論除權價(根據股份於最後交易日(即2022年1月19日)在聯交所所報收市價0.142港元計算)約為每股0.128港元。總代價為43,200,000港元(相當於7,469,000新加坡元)，其中4,320,000港元(相當於747,000新加坡元)計入股本，餘額於扣減開支1,600,000港元(相當於277,000新加坡元)後計入股份溢價賬。每股供股股份價格淨額為約0.095港元。
- (iv) 於截至2022年12月31日止年度，已行使有關於2022年9月29日授出之購股權(見附註34)之購股權，按代價1,962,000港元(相當於355,000新加坡元)認購18,000,000股本公司普通股(2021年：無)，其中180,000港元(相當於33,000新加坡元)計入股本，餘額1,782,000港元(相當於322,000新加坡元)計入股份溢價賬。由於行使購股權，已從購股權儲備中撥出382,000港元(相當於67,000新加坡元)至股份溢價賬。

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33 RETIREMENT BENEFITS SCHEME

The Group participates in both Central Provident Fund (“CPF”) in Singapore and a Mandatory Provident Fund Scheme (the “MPF Scheme”) in Hong Kong. From 1 January 2017 onwards, the Group’s contribution rates of the eligible employees’ salaries remain the same, with each employee’s qualifying salary capped at S\$6,000 and HK\$1,500 per month. No forfeited contributions have been used by the Group to reduce its exiting level of contributions for the years ended 31 December 2022 and 2021 respectively.

The total cost of S\$30,000 for the year ended 31 December 2022 (2021: S\$30,000) from continuing operations charged to the consolidated statement of profit or loss and other comprehensive income represents contributions paid or payable for retirement benefit scheme by the Group.

34 SHARE OPTION SCHEME

The Company’s share option scheme (the “Share Option Scheme”), was adopted by a resolution of all the Shareholders of the Company passed on 22 September 2017 for the primary purpose of attract and retain the best available personnel and to promote the success of the business of the Group, and will expire in 10 years from the Date of Grant.

The total number of shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company’s shareholders.

The total number of Shares issued and to be issued upon exercise of options granted to each eligible participant (including both exercised and outstanding options) under the Share Option Scheme of the Company, in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue. Any further grant of options in excess of such limit must be separately approved by Shareholders in general meeting with such grantee and his close associates abstaining from voting.

The Share Option Scheme will remain in force for a period of ten year commencing on the date on which the Share Option Scheme was adopted and shall expire at the close of business on the business day immediately preceding the tenth anniversary thereof unless terminated earlier by Shareholders in general meeting.

33 退休福利計劃

本集團參與新加坡中央公積金(「中央公積金」)及香港強制性公積金計劃(「強積金計劃」)。自2017年1月1日起，本集團合資格僱員薪金的供款率維持不變，每位僱員的合資格薪金上限為每月6,000新加坡元及1,500港元。截至2022年及2021年12月31日止年度，本集團概無使用沒收供款減低現有供款水平。

截至2022年12月31日止年度來自持續經營業務的總成本30,000新加坡元(2021年：30,000新加坡元)已於綜合損益及其他全面收益表中列賬，指本集團已付或應付的退休福利計劃供款。

34 購股權計劃

本公司的購股權計劃(「購股權計劃」)經本公司全體股東於2017年9月22日通過的決議案獲採納，其主要目的是吸引及挽留最優秀人才，並促進本集團業務取得成功。購股權計劃自授出日期起計10年內屆滿。

未經本公司股東事先批准，根據購股權計劃可授出購股權的股份總數不得超過本公司任何時候已發行股份的10%。

於任何截至授出日期止的12個月期間內，因根據本公司購股權計劃授予每名合資格參與者的購股權(包括已行使及尚未行使的購股權)獲行使而已發行及將發行的股份總數不得超過已發行股份的1%。額外授出任何超過該上限的購股權須經股東於股東大會上另行批准，且該承授人及其緊密聯繫人須放棄投票。

購股權計劃自採納購股權計劃之日起十年內有效，除非在股東大會上遭股東提早終止，否則，於緊接該計劃滿十週年前的營業日之營業時間結束時屆滿。

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34 SHARE OPTION SCHEME (Continued)

On 29 September 2022, the board of directors announces a total of 60,000,000 share options were granted to certain eligible participants (“Eligible Participants”) to subscribe for shares of HK\$0.1 each of the Company, representing 4.63% of the total 1,296,000,000 shares issue under the Share Option Scheme of the Company adopted on 22 September 2017. On 7 December 2022, The Company announces that, with the mutual agreement between the Company and the two independent non-executive Directors of the Company and as approved by the Board, 12,000,000 share options have been cancelled with effect from 7 December 2022 in accordance with the terms of the share option scheme of the Company.

A summary of the movements of the number of share options under the Scheme for the year is as follows:

34 購股權計劃(續)

於2022年9月29日，董事會宣佈向若干合資格參與者(「合資格參與者」)授出合共60,000,000份購股權以認購本公司每股面值0.1港元的股份，佔本公司於2017年9月22日採納的購股權計劃項下已發行股份總數1,296,000,000股的4.63%。於2022年12月7日，本公司宣佈經本公司與本公司兩名獨立非執行董事共同同意並經董事會批准，12,000,000份購股權已根據本公司購股權計劃的條款註銷，自2022年12月7日起生效。

年內，計劃項下購股權數目變動情況概述如下：

Date of grant	Balance at 1 January 2021 and 31 December 2021	Granted during the year	Exercised during the year	Cancelled during the year	Balance at 31 December 2022	Exercise price	Exercisable period	
								2021年 1月1日及 2021年 12月31日的 結餘
Granted to directors on 29 September 2022	於以下日期授予董事 2022年9月29日	-	24,000,000	-	(12,000,000)	12,000,000	HK\$0.109 0.109港元	29.09.2022 to 28.09.2032 2022年9月29日 至 2032年9月28日
Granted to employees on 29 September 2022	於以下日期授予僱員 2022年9月29日	-	36,000,000	(18,000,000)	-	18,000,000	HK\$0.109 0.109港元	29.09.2022 to 28.09.2032 2022年9月29日 至 2032年9月28日
Total	總計	-	60,000,000	(18,000,000)	(12,000,000)	30,000,000		

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34 SHARE OPTION SCHEME (Continued)

In respect of share options exercised during the year, the weighted average share price granted to directors and employees at the dates of exercise is HK\$0.0251 and HK\$0.027. During the year ended 31 December 2022, options were granted on 29 September 2022. The estimated fair values of the options granted on that date were S\$225,000.

These fair values were calculated based on the income approach technique by using common option pricing models, including but not limited to Black-Scholes Option Pricing Model, Binomial Option Pricing model, Trinomial Option Pricing Model or Monte Carlo Simulation etc. The inputs into the model were as follows:

		2022 2022年
Weighted average share price	加權平均股價	HK\$0.0251 and HK\$0.027 0.0251 港元及0.027 港元
Exercise price	行使價	HK\$0.109 0.109 港元
Expected volatility	預期波動	61.37%
Expected life	預期年限	10 years 10 年
Risk-free rate	無風險利率	3.65%
Expected dividend yield	預期股息率	0%

The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The Group recognised the total expense of S\$225,000 for the year ended 31 December 2022 in relation to share options granted by the Company.

34 購股權計劃(續)

就年內行使的購股權而言，於行使日期授予董事及僱員的加權平均股價為0.0251港元及0.027港元。截至2022年12月31日止年度，購股權於2022年9月29日授出。於該日授出的購股權的估計公平值為225,000新加坡元。

該等公平值乃根據收益法技術使用常見的期權定價模型計算，包括但不限於柏力克－舒爾斯期權定價模式、二項式期權定價模型、三項式期權定價模型或蒙特卡洛模擬等。模型的輸入值如下：

模型中使用的預期年限已根據管理層的最佳估計針對不可轉讓性、行使限制和行為考量因素的影響進行調整。

本集團於截至2022年12月31日止年度就本公司授出的購股權確認總開支225,000新加坡元。

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35 DISCONTINUED OPERATIONS

Healthcare services segment

In November 2022, administrator was appointed for the Group's major subsidiaries in Singapore which were engaged in healthcare service in Singapore. The directors of the Company considered that the control over four 100% owned subsidiaries ("Singapore Liquidated Subsidiaries") as at 28 November 2022 had been lost. Since then, the directors of the Company neither had control over the operating and financial activities, nor any access to the underlying accounting books and records of the Singapore Group. Due to the lack of control and unavailability of these financial records of the Singapore Group, the directors of the Company considered to deconsolidate the results, assets, liabilities and cash flows of the Singapore Group.

Net assets of the Singapore Group at the date of deconsolidation were as follows:

35 已終止經營業務

醫療服務分部

於2022年11月，已為本集團於新加坡的主要附屬公司(於新加坡從事醫療服務)委任管理人。本公司董事認為，於2022年11月28日已失去對四家全資附屬公司(「新加坡清盤附屬公司」)的控制權。自此之後，本公司董事既不能控制經營及財務活動，亦無法查閱新加坡集團的相關會計賬簿及記錄。由於新加坡集團缺乏控制及無法取得該等財務記錄，本公司董事考慮取消合併新加坡集團的業績、資產、負債及現金流量。

新加坡集團於取消合併日期的資產淨值如下：

		S\$'000 千新加坡元
Property, plant and equipment (Note 17)	物業、廠房及設備(附註17)	1,156
Intangible assets (Note 18)	無形資產(附註18)	32
Right-of-use assets (Note 21)	使用權資產(附註21)	2,484
Inventories	存貨	735
Trade and other receivables	貿易及其他應收款項	2,312
Amounts due from former fellow subsidiaries	應收前同系附屬公司款項	4,768
Bank balances and cash	銀行結餘及現金	251
Trade and other payables	貿易及其他應付款項	(3,191)
Contract liabilities	合約負債	(499)
Lease liabilities	租賃負債	(2,525)
Bank borrowings	銀行借款	(4,456)
Net assets at deconsolidation	取消合併時的資產淨值	1,067
Loss on disposal of subsidiaries	出售附屬公司的虧損	(1,067)
Loss for the period from discontinued operations	已終止經營業務的期內虧損	(387)
Financial guarantee provided for disposal subsidiaries (Note 28)	就出售附屬公司提供的財務擔保(附註28)	(4,076)
Loss on deconsolidation	取消合併的虧損	(5,530)

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35 DISCONTINUED OPERATIONS (Continued)

Healthcare services segment (Continued)

Analysis of the results of the discontinued operations is set out below:

35 已終止經營業務(續)

醫療服務分部(續)

已終止經營業務之業績分析載列如下：

		From 1 January 2022 to 28 November 2022 (Deconsolidation Date) 於2022年 1月1日至 2022年 11月28日 (終止合併日期) S\$'000 千新加坡元	From 1 January 2021 to 31 December 2021 於2021年 1月1日至 2021年 12月31日 S\$'000 千新加坡元
Revenue	收益	9,034	10,051
Other operating income	其他經營收入	622	401
Consumables and medical supplies used	已用消耗品及醫療用品	(1,671)	(1,809)
Other direct costs	其他直接成本	(287)	(382)
Employee benefits expenses	僱員福利開支	(3,985)	(4,833)
Amortisation of intangible assets	無形資產攤銷	(12)	(6)
Depreciation of plant and equipment	廠房及設備折舊	(449)	(521)
Depreciation of right-of-use assets	使用權資產折舊	(957)	(1,206)
Other operating expenses	其他經營開支	(2,503)	(3,936)
Finance costs	財務成本	(179)	(227)
Reversal of impairment loss on trade and other receivables, net	貿易及其他應收款項的減值虧損撥回，淨額	-	52
Loss before tax	除稅前虧損	(387)	(2,416)
Income tax credit	所得稅抵免	-	86
Loss for the period/year	期/年內虧損	(387)	(2,330)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

36 RELATED PARTY TRANSACTIONS

The remuneration of executive directors of the Company and other members of key management personnel during the year was as follows:

Compensation of key management personnel

	2022 2022年 S\$'000 千新加坡元	2021 2021年 S\$'000 千新加坡元
Salaries, performance bonus and other benefits	1,610	2,100
Contributions to retirement benefits scheme	12	26
Share-based payment	225	-
	1,847	2,126

In addition to the provision of personal guarantee from directors of the Company for the Group's lease liabilities and borrowings as disclosed in notes 29 and 30, the Group has the following balances with related parties:

Name of related party 關聯方名稱	Relationship 關係	Nature of business 業務性質	2022 2022年 S\$'000 千新加坡元	2021 2021年 S\$'000 千新加坡元
Dr. Loh Loh 醫生	Director 董事	Prepayment 預付款項	-	315
Dr. Loh Loh 醫生	Director 董事	Amount due to a director (Note a) 應付董事款項(附註a)	-	6
廣東天伴大健康產業 有限公司 廣東天伴大健康產業 有限公司	A related party 關聯方	Amount due to a related party (Note b) 應付關聯方款項(附註b)	2,493	-

Notes:

- The amount was unsecured interest free and repayable on demand.
- The amount due to a related party is unsecured, interest-free and repayable on 9 March 2025. The related party is under the common control of a director of the Company.

36 關聯方交易

本公司執行董事及其他主要管理人員於本年度的薪酬如下：

主要管理人員薪酬

除如附註29及30披露，本公司董事就本集團的租賃負債及借款提供個人擔保之外，本集團擁有以下關聯方結餘：

附註：

- 該金額為無抵押免息及按要求償還。
- 應付關聯方款項為無抵押、免息及須於2025年3月9日償還。該關聯方乃由本公司一名董事共同控制。

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For the year ended 31 December 2022 截至2022年12月31日止年度

37 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

37 本公司主要附屬公司詳情

Name of Company 公司名稱	Place of incorporation/ operation and date of incorporation 註冊成立／營運地點及 註冊成立日期	Attributable equity interests of the Group and the respective voting right held by the Group as at		Issued and fully paid share capital as at date of this report 於本報告日期的已發行及繳足股本	Principal activities 主要業務
		31 December 2022 2022年 12月31日	31 December 2021 2021年 12月31日		
Directly held 直接持有					
Unified Front Limited	BVI/Singapore 8 December 2016	100%	100%	Ordinary shares of US\$1,542,506 (equivalent to approximately S\$2,164,000)	Investment holding.
Unified Front Limited	英屬處女群島／新加坡 2016年12月8日			1,542,506美元(相當於約2,164,000新加坡元)的普通股	投資控股。
RMH (Hong Kong) Holdings Limited	Hong Kong/Hong Kong 2 October 2018	100%	100%	Ordinary shares of HK\$10,000,000 (equivalent to approximately S\$1,752,000)	Provision of medical aesthetic services and sale of skin care products and was remained dormant during the year.
德斯(香港)控股有限公司	香港／香港 2018年10月2日			10,000,000港元(相當於約1,752,000新加坡元)的普通股	提供醫學美容服務及銷售護膚產品且於年內並無開展業務。
Desimei Medical (Hangzhou) Co., Ltd (Note a)	Hangzhou/China 9 December 2021	100%	100%	–	Inactive
德斯美醫療(杭州)有限公司(附註a)	杭州／中國 2021年12月9日				並無活動
Indirectly held 間接持有					
Dermatology & Surgery Clinic Pte Ltd	Singapore/Singapore 5 September 2013	100%	100%	Ordinary shares of S\$900	Provision of all-round dermatology treatment solutions, specialised in skin cancer, skin diseases and aesthetic procedures.
Dermatology & Surgery Clinic Pte Ltd	新加坡／新加坡 2013年9月5日			900新加坡元的普通股	提供全方位皮膚科治療解決方案，專注於皮膚癌、皮膚病及美容手術。
Dermatology & Surgery Clinic (Orchard) Pte Ltd	Singapore/Singapore 20 January 2014	100%	100%	Ordinary shares of S\$300	Provision of all-round dermatology treatment solutions, specialised in skin cancer, skin diseases and aesthetic procedures.
Dermatology & Surgery Clinic (Orchard) Pte Ltd	新加坡／新加坡 2014年1月20日			300新加坡元的普通股	提供全方位皮膚科治療解決方案，專注於皮膚癌、皮膚病及美容手術。

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37 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

37 本公司主要附屬公司詳情(續)

Name of Company 公司名稱	Place of incorporation/ operation and date of incorporation 註冊成立/營運地點及 註冊成立日期	Attributable equity interests of the Group and the respective voting right held by the Group as at 本集團應佔股權 及本集團 所持相關投票權		Issued and fully paid share capital as at date of this report 於本報告日期的已發行及 繳足股本	Principal activities 主要業務
		31 December 2022 2022年 12月31日	31 December 2021 2021年 12月31日		
Indirectly held (Continued) 間接持有(續)					
Dermatology & Surgery Clinic (Shenton) Pte Ltd	Singapore/Singapore February 2014	100%	100%	Ordinary shares of S\$300	Provision of all-round dermatology treatment solutions, specialised in skin cancer, skin diseases and aesthetic procedures.
Dermatology & Surgery Clinic (Shenton) Pte Ltd	新加坡/新加坡 2014年2月6日			300新加坡元的普通股	提供全方位皮膚科治療解決 方案，專注於皮膚癌、 皮膚病及美容手術。
RMH Family Clinic Pte Ltd	Singapore/Singapore 6 March 2018	100%	100%	Ordinary shares of S\$300	Provision of community dermatology services for less complicated dermatological conditions and non-invasive medical aesthetic treatments.
RMH Family Clinic Pte Ltd	新加坡/新加坡 2018年3月6日			300新加坡元的普通股	為較簡單的皮膚狀況提供 社區皮膚服務及 無創醫學美容治療。
DS Skin & Aesthetics Clinic Pte Ltd	Singapore/Singapore 16 July 2020	100%	100%	Ordinary shares of S\$300	Specialised Medical Services (Including Day Surgical Centers).
DS Skin & Aesthetics Clinic Pte Ltd	新加坡/新加坡 2020年7月16日			300新加坡元的普通股	專科醫療服務 (包括日間手術中心)。
RMH Imaging Limited	Hong Kong/Hong Kong 5 August 2020	100%	100%	Ordinary shares of HK\$1,000 (equivalent to approximately S\$180)	Provision of diagnostic & screening service offered through imaging machines, including but not limited to Computed Tomography Scanner (CT), Magnetic Resonance Imaging (MRI), Ultrasounds (US) and Mammography (MG)
RMH Imaging Limited	香港/香港 2020年8月5日			1,000港元 (相當於約180新加坡元) 的普通股	透過影像器提供診斷及 掃描服務，包括但不限於 電腦斷層掃描(CT)、 磁力共振(MRI)、超聲波 (US)及乳房造影(MG)
DS Regenerative Medicine Limited	Hong Kong/Hong Kong 8 June 2020	100%	100%	Ordinary shares of HK\$1,000 (equivalent to approximately S\$175)	Trading of health supplement and skin care products
德斯再生醫學有限公司	香港/香港 2020年6月8日			1,000港元 (相當於約175新加坡元) 的普通股	健康補充品及 皮膚護理產品貿易

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

37 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

37 本公司主要附屬公司詳情(續)

Name of Company 公司名稱	Place of incorporation/ operation and date of incorporation 註冊成立/營運地點及 註冊成立日期	Attributable equity interests of the Group and the respective voting right held by the Group as at 本集團應佔股權 及本集團 所持相關投票權		Issued and fully paid share capital as at date of this report 於本報告日期的已發行及 繳足股本	Principal activities 主要業務
		31 December 2022 2022年 12月31日	31 December 2021 2021年 12月31日		
Indirectly held (Continued) 間接持有(續)					
DES (Shenzhen) Enterprise Development Co., Ltd (Note a) 德斯(深圳)企業發展 有限公司(附註a)	Shenzhen/China 22 October 2020 深圳/中國 2020年10月22日	100%	100%	-	Trading of health supplement and skin care products 保健品及護膚產品貿易
Zhongshan Des Enterprise Management Co., Ltd (Note b) 中山市德斯企業管理 有限公司(附註b)	Zhongshan/China 3 December 2021 中山/中國 2021年12月3日	100%	100%	-	Inactive 並無活動
德斯甬豐蒼有限公司	Hong Kong/Hong Kong 30 December 2021	70%	70%	Ordinary shares of HK\$10 (equivalent to approximately S\$2)	Inactive
德斯甬豐蒼有限公司	香港/香港 2021年12月30日			10港元(相當於約2新加坡元) 的普通股	並無活動
Zhongshan Des Oral Clinic Ltd. 中山市德斯口腔門診 有限公司	Zhongshan/China 20 May 2022 中山/中國 2022年5月20日	70%	-		Dental Clinic 口腔門診

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For the year ended 31 December 2022 截至2022年12月31日止年度

37 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

Unified Front Limited, RMH (Hong Kong) Holdings Limited and Desimei Medical (Hangzhou) Co., Ltd are directly held by the Company. All other subsidiaries are indirectly held by the Company. All entities comprising the Group are limited liability companies and have adopted 31 December as their financial year end date.

None of the subsidiaries had issued any debt securities at the end of the year.

The non-controlling interests of the Group is not material to the Group.

Notes:

- (a) The company was incorporated as limited liability company (Taiwan, Hong Kong and Macau legal person sole proprietorship) in the PRC.
- (b) The company was incorporated as limited liability company (wholly owned foreign enterprise) in the PRC.

37 本公司主要附屬公司詳情(續)

Unified Front Limited、德斯(香港)控股有限公司及德斯美醫療(杭州)有限公司由本公司直接持有。所有其他附屬公司由本公司間接持有。本集團旗下所有實體為有限責任公司及已採納12月31日為其財政年結日。

該等附屬公司概無於年末發行任何債務證券。

本集團的非控股權益對本集團而言並不重大。

附註：

- (a) 該公司於中國註冊成立為有限責任公司(台灣、香港或澳門法人獨資)。
- (b) 該公司於中國註冊成立為有限責任公司(外商獨資企業)。

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38 STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

38 本公司的財務狀況及儲備狀況表

有關本公司於報告期末財務狀況表的資料如下：

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	3,353	3,353
Plant and equipment	廠房及設備	1	-
		3,354	3,353
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	6,895	4,049
Other receivables	其他應收款項	42	350
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	1,607	616
Bank balances and cash	銀行結餘及現金	350	197
		8,894	5,212
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	-	5,940
Other payables and accruals	其他應付及應計款項	5,712	152
Borrowings	借款	182	-
Financial guarantee liabilities	財務擔保負債	4,076	-
		9,970	6,092
Net current liabilities	流動負債淨額	(1,076)	(880)
Net assets	淨資產	2,278	2,473
EQUITY	權益		
Capital and reserves	資本及儲備		
Share capital	股本	2,273	1,493
Reserves	儲備	5	980
Equity attributable to owners of the Company	本公司擁有人應佔權益	2,278	2,473

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

38 STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

The movement of the Company's capital and reserves is as follows:

		Share capital 股本 S\$'000 千新加坡元	Share premium 股份溢價 S\$'000 千新加坡元	Share option reserve 購股權儲備 S\$'000 千新加坡元	Other reserve 其他儲備 S\$'000 千新加坡元	Foreign currency translation reserve 外匯換算儲備 S\$'000 千新加坡元	Accumulated losses 累計虧損 S\$'000 千新加坡元	Total 總計 S\$'000 千新加坡元
At 1 January 2021	於2021年1月1日	1,037	9,589	-	3,353	-	(8,451)	5,528
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	-	-	-	(10,933)	(10,933)
Issuing of shares by placing	透過配售發行股份	456	7,542	-	-	-	-	7,998
Transaction costs attributable to issue of shares by placing	透過配售發行股份的應佔交易成本	-	(120)	-	-	-	-	(120)
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	1,493	17,011	-	3,353	-	(19,384)	2,473
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	-	-	-	-	-	(7,971)	(7,971)
Issuing of shares by placing	透過配售發行股份	747	6,722	-	-	-	-	7,469
Transaction costs attributable to issue of shares by placing	透過配售發行股份的應佔交易成本	-	(277)	-	-	-	-	(277)
Share-based payment recognised	已確認股份付款	-	-	225	-	-	-	225
Exercise of share options	行使購股權	33	393	(67)	-	-	-	359
Cancellation of share options	註銷購股權	-	-	(46)	-	-	46	-
Effect of change of functional currency	功能貨幣變更影響	-	-	-	-	15	(15)	-
At 31 December 2022	於2022年12月31日	2,273	23,849	112	3,353	15	(27,324)	2,278

38 本公司的財務狀況及儲備狀況表 (續)

本公司資本及儲備變動如下：

39 CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners of the Company through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged in 2022 and 2021.

The capital structure of the Group represents borrowings and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through issue of shares, payment of dividends and return of capital to shareholders.

39 資本風險管理

本集團管理其資本以確保本集團實體能夠持續經營，同時透過優化債務及權益結餘盡可能擴大本公司擁有人的回報。於2022年及2021年，本集團的整體策略維持不變。

本集團的資本結構為借款及本公司擁有人應佔權益，包括已發行股本及儲備。

本公司董事定期檢討資本架構。作為本審查的一部分，本公司董事已考慮資本成本以及與各類資本相關的風險。根據本公司董事的建議，本集團將透過發行股份、派付股息及向股東退還資本等方式平衡其整體資本架構。

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For the year ended 31 December 2022 截至2022年12月31日止年度

40 FINANCIAL INSTRUMENTS

Categories of financial instruments

40 金融工具

金融工具分類

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本入賬的金融資產	5,468	7,251
Financial assets at fair value FVTPL	按公平值計入損益的金融資產	1,607	616
Finance lease receivables	融資租賃應收款項	–	18
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本入賬的金融負債	11,037	7,908
Financial guarantee liabilities	財務擔保負債	4,076	–
Lease liabilities	租賃負債	2,678	6,067

Financial risk management objectives and policies

Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk, other price risk and currency risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Interest rate risk

The Group does not have any exposure to cash flow interest rate risk. As at 31 December 2022, the management considers the Group's exposure to cash-flow interest rate risk arising from variable rate borrowings as minimal. The Group's consolidated statement of profit and loss and other comprehensive income are not affected by the changes in interest rates as the interest-bearing instruments carry fixed interest.

The Group currently does not have any interest rate hedging policy. However, management of the Group closely monitors its exposure to interest rate risk as a result of change on market interest rate and will consider hedging changes in market interest rates should the need arise.

金融風險管理目標及政策

該等金融工具的詳情於相關附註披露。與該等金融工具相關的風險包括市場風險(利率風險、其他價格風險及貨幣風險)、信貸風險及流動資金風險。下文載列減低該等風險的政策。本集團管理層管理及監察該等風險承擔，確保及時有效採取適當措施。

市場風險

利率風險

本集團並無面臨任何現金流量利率風險。於2022年12月31日，管理層認為本集團因浮動利率借款產生的現金流利率風險甚微。由於計息工具附帶固定利息，故本集團的綜合損益及其他全面收益表並不受利率變動所影響。

本集團目前並無利率對沖政策。然而，本集團管理層密切監察其來自市場利率變動的利率風險，並將於必要時考慮對沖市場利率的變動。

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40 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Other price risk

The Group is exposed to equity price risk through its investments in listed equity securities for the year ended 31 December 2022. The management manages the exposure to equity price risk of investments in listed equity securities by closely monitoring fluctuation of these investments.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to equity price risks relating to held-for-trading equity instruments investments at the reporting date.

If the price of the respective equity instruments had been 5% higher/lower, the Group's loss for the year ended 31 December 2022 would decrease/increase by S\$80,000 (2021: S\$31,000) as a result of the changes.

Currency risk

The Group undertakes certain transactions denominated in foreign currencies, which expose the Group to foreign currency risk. The Group currently does not have a foreign currency hedging policy, but the management will consider hedging significant foreign currency exposure as necessary. The Group manages the foreign currency risk by closely monitoring the movement of the foreign currency exchange rates.

As at 31 December 2022 and 2021, except for the followings, the Group does not have significant financial assets or financial liabilities denominated in foreign currencies other than the functional currencies of the respective group companies. The carrying amounts of the Group's foreign currency denominated monetary assets at the end of each reporting period are as follows.

40 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

其他價格風險

截至2022年12月31日止年度，本集團承受的股價風險來自投資上市股本證券。管理層透過密切監察該等投資的波動，管理投資上市股本證券所承受的股價風險。

敏感度分析

下列敏感度分析根據於報告日期所承受與持作買賣的權益工具投資相關之股價風險而釐定。

倘各權益工具的價格上升／下降5%，本集團截至2022年12月31日止年度之虧損會因有關變動減少／增加80,000新加坡元(2021年：31,000新加坡元)。

貨幣風險

本集團負責若干以外幣計值的交易，令本集團承受貨幣風險。本集團目前並無外幣對沖政策，然而管理層將於必要時考慮對沖重大外幣風險，本集團透過密切監察外幣匯率管理外幣風險。

於2022年及2021年12月31日，除下表所示，本集團概無以各集團公司的相應功能貨幣以外的外幣所計值之重大金融資產或金融負債。於各報告期末，本集團以外幣計值的貨幣資產之賬面值如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

40 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

40 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

		Assets	
		資產	
		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
HK\$	港元	-	23
		Liabilities	
		負債	
		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
S\$	新加坡元	(8,839)	-

In regard of change of functional currency of the Company as at 31 December 2022 as disclosed in Note 3, the Group is mainly exposed to the foreign currency risk of S\$ (2021: HK\$) against the functional currencies of each group entity.

The following table indicates the approximate change in the Group's loss for the year in response to 5% (2021: 5%) increase or decrease in S\$ (2021: HK\$) against the functional currencies of each group entity to which the Group has significant exposure at the end of reporting period. A sensitivity rate of 5% (2021: 5%) on S\$ (2021: HK\$) represents management's assessment of the reasonably possible change in S\$ (2021: HK\$) exchange rate.

因本公司於2022年12月31日變更功能貨幣(於附註3披露)，本集團主要承受新加坡元(2021年：港元)兌每個集團實體的功能貨幣之外幣風險。

下表表明本集團因新加坡元(2021年：港元)兌每個集團實體之功能貨幣增加或減少5%(2021年：5%)(於報告期末對本集團構成重大風險)而導致年內虧損出現的概約變動。就新加坡元(2021年：港元)而言，5%(2021年：5%)的敏感率為管理層對新加坡元(2021年：港元)匯率之合理可能變幅的評估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

40 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Market risk (Continued)

Currency risk (Continued)

40 金融工具(續)

金融風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

		2022	2021
		2022年	2021年
		Increase/ (decrease)	Increase/ (decrease)
		in loss	in loss
		虧損增加/ (減少)	虧損增加/ (減少)
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Increase in foreign exchange rate	外幣匯率增加	442	(1)
Decrease in foreign exchange rate	外幣匯率減少	(442)	1

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure at the end of the reporting period does not reflect the exposure during the year.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. At the end of reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise credit risk, the Group has delegated its finance team to develop and maintain the Group's credit risk grading to categorise exposures according to their degree of risk of default. The finance team uses publicly available financial information and the Group's own historical repayment records to rate its major customers and debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

管理層認為，由於報告期末的年末風險無法反映年內風險，該敏感度分析無法代表固有外匯風險。

信貸風險

信貸風險指對手方將未能履行其合約責任而導致本集團蒙受財務虧損的風險。於報告期末，本集團就對手方未能履行責任可能導致的財務虧損所承擔的最高信貸風險為各項金融資產於綜合財務狀況表所確認的賬面值。

為將信貸風險降至最低，本集團已指派其財務團隊制定及建立本集團的信貸分級，以根據出現違約風險的程度對風險進行分類。財務團隊利用可公開取得的財務資料及本集團自身的過往還款記錄對其主要客戶及債務人進行評級。本集團會不斷監察其所面對風險及對手方的信貸評級，而已完成交易的總價值於多個經核准的對手方之間分攤。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

40 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

The Group's current credit risk grading framework comprises the following categories:

40 金融工具(續)

金融風險管理目標及政策(續)

信貸風險(續)

本集團現時的信貸風險評級框架包括以下分類：

Category 類別	Description 概述	Basis for recognising ECL 確認預期信貸虧損的基準
Performing 履約	The counterparty has a low risk of default and does not have any past-due amounts. 對手方的違約風險低，且並無逾期金額。	12-month ECL 十二個月預期信貸虧損
Doubtful 呆滯	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition. 金額已逾期>30日，或信貸風險自首次確認以來已大幅上升。	Lifetime ECL — not credit impaired 生命週期預期信貸虧損 — 信貸並無受損
In default 違約	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired. 金額已逾期>90日，或有證據顯示資產已出現信貸減值。	Lifetime ECL — credit impaired 生命週期預期信貸虧損 — 信貸已受損
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery. 有證據顯示債務人處於嚴重財政困難，且本集團實際上並無希望收回款項。	Amount is written off 金額已撇銷

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

40 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

The table below details the credit quality of the Group's financial assets as well as maximum exposure to credit risk by credit risk rating grades:

	Notes	Internal credit rating 內部信貸評級	12-month or lifetime ECL 十二個月或生命週期預期信貸虧損	Gross carrying amount 總賬面值 \$'000 千新加坡元	Loss allowance 虧損撥備 \$'000 千新加坡元	Net carrying amount 賬面淨值 \$'000 千新加坡元
2022						
2022年						
Trade receivables 貿易應收款項	24	(1)	Lifetime ECL (simplified approach) 生命週期預期信貸虧損(簡單方法)	1,539	(70)	1,469
Trade receivables 貿易應收款項	24	(1)	Lifetime ECL (in default) 生命週期預期信貸虧損(違約)	1,584	(1,584)	-
Other receivables 其他應收款項	24	(2)	12-month ECL 十二個月預期信貸虧損	599	(19)	580
Other receivables 其他應收款項	24	(2)	12-month ECL (in default) 十二個月預期信貸虧損(違約)	743	(743)	-
Amount owing from a joint venture 一間合營公司結欠款項	24	(2)	Lifetime ECL (in default) 生命週期預期信貸虧損(違約)	1,757	(1,757)	-
Deposits 存款	24	(2)	12-month ECL 十二個月預期信貸虧損	3,003	-	3,003
2021						
2021年						
Trade receivables 貿易應收款項	24	(1)	Lifetime ECL (simplified approach) 生命週期預期信貸虧損(簡單方法)	2,230	(779)	1,451
Other receivables 其他應收款項	24	(2)	12-month ECL 十二個月預期信貸虧損	1,039	(35)	1,004
Amount owing from a joint venture 一間合營公司結欠款項	24	(2)	Lifetime ECL 生命週期預期信貸虧損	1,898	(1,898)	-
Finance lease receivables 融資租約應收款項	19	(2)	Lifetime ECL 生命週期預期信貸虧損	18	-	18
Deposits 存款	24	(2)	12-month ECL 十二個月預期信貸虧損	2,658	-	2,658

(1) The Group determines the expected credit losses on trade receivables by using a provision matrix, estimated based on historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions.

(2) The Group determines that these receivables are not past due and have low risk of default, apart from those receivables which credit risk is assessed to have increased significantly since initial recognition.

40 金融工具(續)

金融風險管理目標及政策(續)

信貸風險(續)

下表詳列本集團金融資產的信貸質素以及按信貸風險評級劃分的最高信貸風險：

(1) 本集團使用撥備矩陣釐定貿易應收款項的預期信貸虧損，其根據應收款項的逾期狀況以過往信貸虧損經驗進行估計，並作出適當調整以反映現時的情況及估計的未來經濟狀況。

(2) 本集團認為，除被評定信貸風險自初次確認以來已大幅上升的應收款項外，本集團認為該等應收款項為並未逾期且違約風險不大。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

40 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Credit risk (Continued)

The Group has adopted procedures in extending credit terms to customers and in monitoring its credit risk. The Group only grants credit to creditworthy counterparties. Cash is held with creditworthy institutions.

Top 3 corporate customers of the Group accounts for approximately 58% of the trade receivables for the year ended 31 December 2022 (2021: 40%). Management assesses and monitors credit risk and debt collection efforts on a regular basis. Allowance for potential credit losses is adjusted when necessary.

Liquidity risk

The Group's approach in managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management of the Group to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. Typically, the Group ensures that it has sufficient cash on hand to meet expected operational expenses; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disaster.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment dates. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of each reporting period.

40 金融工具(續)

金融風險管理目標及政策(續)

信貸風險(續)

本集團已採納程序延長客戶信貸期及監察信貸風險。本集團僅向信譽良好的交易對方授出信貸。現金存放於信用良好的機構。

本集團的三大公司客戶佔截至2022年12月31日止年度的貿易應收款項約58%(2021年:40%)。管理層定期評估及監察信貸風險及債務回收工作。潛在信貸虧損撥備於有需要時作出調整。

流動資金風險

本集團管理流動資金的方法是於一般及緊絀情況下盡快確保具備足夠流動資金應付到期負債，而不會產生無法承擔的損失或有損本集團聲譽。本集團監察其流動資金風險，並維持本集團管理層認為足以撥付本集團營運及減低現金流量波動影響的現金及現金等價物水平。一般而言，本集團確保其手頭現金足以應付預期經營開支，惟不包括天災等無法合理預測的極端情況之潛在影響。

下表詳述本集團非衍生金融負債按協定還款日期的餘下合約到期情況。該表乃根據本集團須支付的最早之日的金融負債未貼現現金流量而制定。

本表包括利息及本金現金流量。倘利息流量為浮動利率，則未貼現金額按各報告期末的利率得出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

40 FINANCIAL INSTRUMENTS (Continued)

Financial risk management objectives and policies (Continued)

Liquidity tables

	Weighted average effective interest rate	Within 1 year	2 to 5 years	Total undiscounted cash flows	Carrying amount at the end of the reporting date
	加權平均實際利率	1年內	2至5年	未貼現現金流量總額	於報告日期結束的賬面值
	%	S\$'000	S\$'000	S\$'000	S\$'000
	%	千新加坡元	千新加坡元	千新加坡元	千新加坡元

At 31 December 2022 於2022年12月31日

Non-derivative financial liabilities

非衍生金融負債

Trade and other payables	貿易及其他應付款項	N/A 不適用	8,362	-	8,362	8,362
Lease liabilities	租賃負債	2.66-3.00	1,670	1,076	2,746	2,678
Borrowings (Note 30)	借款(附註30)	12.38-19.00	182	-	-	182
Amount due to a related party	應付關聯方款項	N/A 不適用	-	2,493	2,493	2,493
Financial guarantee liabilities (Note 28)	財務擔保負債(附註28)	3.00-4.50	4,076	-	-	4,076

At 31 December 2021 於2021年12月31日

Non-derivative financial liabilities

非衍生金融負債

Trade and other payables	貿易及其他應付款項	N/A 不適用	2,639	277	2,916	2,916
Lease liabilities	租賃負債	2.66-3.00	2,685	3,635	6,320	6,067
Borrowings	借款	3.00-4.50	1,454	3,851	5,305	4,992

Fair value

Management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost approximate their fair values.

公平值

本集團管理層認為，按攤銷成本列賬的金融資產及金融負債之賬面值與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

41 COMMITMENTS

41 承擔

		2022	2021
		2022年	2021年
		S\$'000	S\$'000
		千新加坡元	千新加坡元
Commitments for the software and development cost and plant and equipment	軟件及開發成本以及廠房及設備承擔		
Contracted but not provided	已訂約但未撥備	-	5,490

42 NOTE TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

42 綜合現金流量表附註

(a) Major non-cash transactions

During the years ended 31 December 2022 and 2021, the major non-cash transactions are related to new leases for the use of rented properties and plant and equipment as well as sublease arrangements entered by the Group. Details are set out in Note 21.

During the year ended 31 December 2022, in regard of early termination of lease arrangement, S\$1,700,000 lease liabilities with S\$267,000 acceleration of interest expenses are recognised to profit or loss have transferred as other payables.

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the consolidated statement of cash flows as cash flows from financing activities.

(a) 主要非現金交易

截至2022年及2021年12月31日止年度，主要非現金交易與使用租用物業以及廠房及設備的新租賃及本集團訂立的分租安排有關。詳情載於附註21。

截至2022年12月31日止年度，就提早終止租賃安排而言，租賃負債1,700,000新加坡元（連同加快利息開支267,000新加坡元）乃於損益確認，並已轉入其他應付款項。

(b) 融資活動產生的負債的對賬

下表詳列本集團自融資活動所產生的負債的變動，包括現金及非現金變動。融資活動產生的負債為其現金流量或未來現金流量經已或將會於綜合現金流量表中分類為融資活動現金流量的負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

42 NOTE TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(b) Reconciliation of liabilities arising from financing activities (Continued)

42 綜合現金流量表附註(續)

(b) 融資活動產生的負債的對賬(續)

		Borrowings	Lease liabilities	Amount due to a related party	Total
		借款	租賃負債	應付關聯方款項	總計
		S\$'000	S\$'000	S\$'000	S\$'000
		千新加坡元	千新加坡元	千新加坡元	千新加坡元
Balance at 1 January 2022	於2022年1月1日結餘	4,992	6,067	-	11,059
Changes from financing cash flows:	融資現金流量變動：				
– Interest paid	– 已付利息	(44)	(40)	-	(84)
– Advance from a related party	– 關聯方墊款	-	-	2,493	2,493
– Drawdown from borrowings	– 借款提取淨額	182	-	-	182
– Prepayment of lease liabilities	– 租賃負債預付款項	-	(2,845)	-	(2,845)
– Repayment of borrowings	– 償還借款	(536)	-	-	(536)
Total changes from financing cash flows	融資現金流量變動總額	(398)	(2,885)	2,493	(790)
Non-cash changes:	非現金變動：				
– New lease liabilities	– 新增租賃負債	-	3,781	-	3,781
– Interest expense (Note 11)	– 利息開支(附註11)	44	174	-	218
– Disposal of subsidiaries through discontinued operation	– 透過已終止經營業務出售附屬公司	(4,456)	(2,525)	-	(6,981)
– Reversal of provision of renovation upon early termination of lease agreement	– 提早終止租賃協議後撥回改造撥備	-	(93)	-	(93)
– Transfer to other payable	– 轉入其他應付款項	-	(1,916)	-	(1,916)
– Exchange alignments	– 匯兌調整	-	75	-	75
		(4,412)	(504)	-	(4,916)
Balance at 31 December 2022	於2022年12月31日結餘	182	2,678	2,493	5,353

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

42 NOTE TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

42 綜合現金流量表附註(續)

(b) Reconciliation of liabilities arising from financing activities (Continued)

(b) 融資活動產生的負債的對賬(續)

		Borrowings	Lease liabilities	Total
		借款	租賃負債	總計
		S\$'000	S\$'000	S\$'000
		千新加坡元	千新加坡元	千新加坡元
Balance at 1 January 2021	於2021年1月1日結餘	5,673	6,083	11,756
Changes from financing cash flows:	融資現金流量變動：			
— Interest paid	— 已付利息	(176)	(164)	(340)
— Prepayment of lease liabilities	— 租賃負債預付款項	—	(3,040)	(3,040)
— Repayment of borrowings	— 償還借款	(681)	—	(681)
Total changes from financing cash flows	融資現金流量變動總額	(857)	(3,204)	(4,061)
Non-cash changes:	非現金變動：			
— New lease liabilities	— 新增租賃負債	—	2,950	2,950
— Interest expense (Note 11)	— 利息開支(附註11)	176	164	340
— Exchange alignments	— 匯兌調整	—	74	74
		176	3,188	3,364
Balance at 31 December 2021	於2021年12月31日結餘	4,992	6,067	11,059

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綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

43 SUBSEQUENT EVENTS

On 8 February 2023, the substantive hearing (the “Substantive Hearing”) in respect of the three summons (without notice) filed by Dr. Loh Teck Hiong with the High Court of the Republic of Singapore (the “Singapore Court”) in relation to the three subsidiaries of the Company in Singapore was held pursuant to which, the Singapore Court, amongst others, ordered that:

1. Dermatology & Surgery Clinic (Orchard) Pte Ltd be placed under judicial management and Mr. Cameron Lindsay Duncan (“Mr. Cameron”) and Mr. David Dong-Won Kim (“Mr. David”) from KordaMentha Pte Ltd be appointed as its joint and several judicial managers (“Judicial Managers”); and
2. the affairs, business and property of Dermatology & Surgery Clinic (Orchard) Pte Ltd be managed by the Judicial Managers during the period in which the order for the appointment of Judicial Managers is in force.

During the Substantive Hearing, the Singapore Court also granted leave for withdrawal of the applications for judicial management orders for Dermatology & Surgery Clinic (Shenton) Pte Ltd and Dermatology & Surgery Clinic Pte Ltd (together with Dermatology & Surgery Clinic (Orchard) Pte Ltd, the “Relevant Subsidiaries”). As such, the provisional liquidation of Dermatology & Surgery Clinic (Shenton) Pte Ltd and Dermatology & Surgery Clinic Pte Ltd will resume and an extraordinary general meeting and a creditors meeting will be convened to place Dermatology & Surgery Clinic (Shenton) Pte Ltd and Dermatology & Surgery Clinic Pte Ltd into voluntary liquidation and the appointment of liquidators will be proposed.

43 後續事項

於2023年2月8日，就Loh Teck Hiong醫生向新加坡共和國高等法院（「新加坡法院」）提交涉及本公司於新加坡的三家附屬公司的三張傳票（未經通知）召開實質性聆訊（「實質性聆訊」），據此，新加坡法院頒令：

1. Dermatology & Surgery Clinic (Orchard) Pte Ltd須接受司法管理，而KordaMentha Pte Ltd的Cameron Lindsay Duncan先生（「Cameron先生」）及David Dong-Won Kim先生（「David先生」）獲委任為其共同及個別司法管理人（「司法管理人」）；及
2. 於有關委任司法管理人的命令生效期間，Dermatology & Surgery Clinic (Orchard) Pte Ltd的事務、業務及財產由司法管理人管理。

於實質性聆訊期間，新加坡法院亦批准撤回Dermatology & Surgery Clinic (Shenton) Pte Ltd及Dermatology & Surgery Clinic Pte Ltd（連同Dermatology & Surgery Clinic (Orchard) Pte Ltd，「相關附屬公司」）有關司法管理命令的申請。因此，Dermatology & Surgery Clinic (Shenton) Pte Ltd及Dermatology & Surgery Clinic Pte Ltd將恢復臨時清盤，並將召開特別股東大會及債權人會議，以將Dermatology & Surgery Clinic (Shenton) Pte Ltd及Dermatology & Surgery Clinic Pte Ltd自動清盤，並將建議委任清盤人。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至2022年12月31日止年度

43 SUBSEQUENT EVENTS (Continued)

The Company will work closely with the Judicial Managers and provisional liquidators to resolve issues (if any) identified by them in the Relevant Subsidiaries. As a result of the judicial management and liquidations, the financial results of the Relevant Subsidiaries are deconsolidated from those of the Group, by which the revenue, performance and financial position of the Group are materially and adversely affected.

On 23 March 2023, the Company received four letters from the Judicial Managers (the “Judicial Managers”) and the provisional liquidators (the “Provisional Liquidators”) of the certain subsidiaries of the Company, namely, Dermatology & Surgery Clinic (Orchard) Pte Ltd, Dermatology & Surgery Clinic Pte Ltd, Dermatology & Surgery Clinic (Shenton) Pte Ltd and RMH Family Clinic Pte Ltd (collectively as the “Relevant Subsidiaries”), pursuant to which the Judicial Managers and the provisional liquidators demanded the Company and certain subsidiaries of the Company in Hong Kong, namely, RMH (Hong Kong) Holdings Limited, RMH Imaging Limited and DS Regenerative Medicine Limited, to pay an aggregate outstanding amount of approximately S\$6.6 million to the respective Relevant Subsidiaries.

43 後續事項(續)

本公司將與司法管理人及臨時清盤人緊密合作，以解決彼等於相關附屬公司發現的問題(如有)。由於司法管理及清盤，相關附屬公司的財務業績不再於本集團的財務業績綜合入賬，此對本集團的收入、業績及財務狀況造成重大不利影響。

於2023年3月23日，本公司收到本公司若干附屬公司(即Dermatology & Surgery Clinic (Orchard) Pte Ltd、Dermatology & Surgery Clinic Pte Ltd、Dermatology & Surgery Clinic (Shenton) Pte Ltd及RMH Family Clinic Pte Ltd(統稱「相關附屬公司」)的司法管理人(「司法管理人」)及臨時清盤人(「臨時清盤人」)的四封函件。於此等函件中，司法管理人及臨時清盤人要求本公司及本公司位於香港的若干附屬公司(即德斯(香港)控股有限公司、RMH Imaging Limited及德斯再生醫學有限公司)向各相關附屬公司支付未償還款項合共約6.6百萬新加坡元。

Financial Summary

財務概要

		For the year ended 31 December			
		截至 12 月 31 日止年度			
		2019	2020	2021	2022
		2019 年	2020 年	2021 年	2022 年
		S\$'000	S\$'000	S\$'000	S\$'000
		千新加坡元	千新加坡元	千新加坡元	千新加坡元
		(from continuing operations) (來自持續經營業務)			
RESULTS	業績				
Revenue	收益	7,225	7,809	10,289	4,241
Profit/(loss) before taxation	除稅前溢利/(虧損)	379	(9,197)	(8,871)	(13,127)
Income tax (credit)/expenses	所得稅(抵免)/開支	(221)	(75)	86	-
Profit/(loss) for the year	年度溢利/(虧損)	158	(9,272)	(8,785)	(13,127)
		As at 31 December			
		於 12 月 31 日			
		2019	2020	2021	2022
		2019 年	2020 年	2021 年	2022 年
		S\$'000	S\$'000	S\$'000	S\$'000
		千新加坡元	千新加坡元	千新加坡元	千新加坡元
ASSETS AND LIABILITIES	資產及負債				
Total assets	總資產	25,654	20,490	18,907	12,396
Total liabilities	總負債	10,910	14,959	14,340	18,692
Total equity (deficit)	總權益(虧絀)	14,744	5,531	4,567	(6,296)

