

ARRAIL 瑞尔®

Fabulous Smile . Confident You

Arrail Group Limited 瑞爾集團有限公司

(於英屬維爾京群島註冊成立並於開曼群島存續的有限公司)

(Incorporated in the British Virgin Islands with limited liability
and continued in the Cayman Islands)

股份代號 Stock Code: 6639



2023
INTERIM REPORT
中期報告

Company Profile

公司簡介

We are a leading dental services group and have established a nationwide footprint in China, operating both Arrail Dental, a leading premium dental services brand, and Rytime Dental, a middle-end dental services brand.

Our mission is to give each of our patients a healthy and confident smile. Our vision is to become a world-leading dental services group.

We have been providing dental services since we opened our first Arrail Dental clinic in 1999. We offer a diverse range of professional, personalized dental services spanning (i) general dentistry; (ii) orthodontics; and (iii) implantology. Through decades of commitment and endeavors in the dental healthcare industry, we have earned the trust of our patients.

我們是中國領先的口腔醫療服務集團，業務遍及全國，同時運營瑞爾齒科（領先的高端口腔醫療服務品牌）和瑞泰口腔（中端口腔醫療服務品牌）。

我們的使命是給每位患者帶來健康、自信的微笑。我們的願景是成為世界領先的口腔醫療服務集團。

自1999年開設第一家瑞爾齒科診所以來，我們一直提供口腔醫療服務。我們提供各類專業及個性化口腔醫療服務，包括(i)普通牙科；(ii)正畸科；及(iii)種植科。通過數十年來在口腔醫療行業的投入和努力，我們贏得了患者的信任。

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Corporate Information 公司資料



BOARD OF DIRECTORS

Executive Directors

Mr. ZOU Qifang (鄒其芳) (Chairman)

Ms. XIN Qin Jessie

Mr. ZHANG Jincai (章錦才)

Mr. ZOU Jianlong (鄒劍龍)

Independent Non-executive Directors

Ms. LIU Xiaomei Michelle

Mr. SUN Jian (孫健)

Mr. ZHANG Bang (張磅)

AUDIT COMMITTEE

Mr. ZHANG Bang (張磅) (Chairman)

Ms. LIU Xiaomei Michelle

Mr. SUN Jian (孫健)

REMUNERATION COMMITTEE

Mr. SUN Jian (孫健) (Chairman)

Ms. LIU Xiaomei Michelle

Mr. ZHANG Bang (張磅)

NOMINATION COMMITTEE

Mr. SUN Jian (孫健) (Chairman)

Ms. LIU Xiaomei Michelle

Mr. ZHANG Bang (張磅)

AUTHORISED REPRESENTATIVES

Ms. XIN Qin Jessie

Ms. AU Wai Ching (區慧晶)

COMPANY SECRETARY

Ms. AU Wai Ching (區慧晶) *ACG (CS, CGP), HKACG (CS, CGP)*

董事會

執行董事

鄒其芳先生 (主席)

辛勤女士

章錦才先生

鄒劍龍先生

獨立非執行董事

劉笑梅女士

孫健先生

張磅先生

審計委員會

張磅先生 (主席)

劉笑梅女士

孫健先生

薪酬委員會

孫健先生 (主席)

劉笑梅女士

張磅先生

提名委員會

孫健先生 (主席)

劉笑梅女士

張磅先生

授權代表

辛勤女士

區慧晶女士

公司秘書

區慧晶女士 *ACG (CS, CGP), HKACG (CS, CGP)*

Corporate Information 公司資料

REGISTERED OFFICE

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

10F, Building A
No. 36, Louzizhuang Road
Gemdale Matrix Center
Chaoyang District
Beijing, the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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

HONG KONG LEGAL ADVISOR

Kirkland & Ellis
26th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Central
Hong Kong

註冊辦事處

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

總部及中國主要營業地點

中國北京市
朝陽區
金地啟匯中心
樓梓莊路36號院
A座10層

香港主要營業地點

香港
灣仔
皇后大道東248號
大新金融中心40樓

股份過戶登記總處

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

香港股份過戶登記分處

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

香港法律顧問

凱易律師事務所
香港
中環
皇后大道中15號
置地廣場
告羅士打大廈26樓



Corporate Information 公司資料



AUDITOR

PricewaterhouseCoopers
*Certified Public Accountants and
Registered Public Interest Entity Auditor*
22/F, Prince's Building
Central
Hong Kong

COMPLIANCE ADVISOR

First Shanghai Capital Limited
19/F, Wing On House
71 Des Voeux Road Central
Central
Hong Kong

STOCK CODE

6639

COMPANY'S WEBSITE

www.arrailgroup.com

LISTING DATE

March 22, 2022

PRINCIPAL BANKS

The Hongkong and Shanghai Banking Corporation Limited
(Beijing Branch)
1F, Fortune Financial Center
5 Dongsanhuan Zhong Road
Chaoyang District
Beijing, the PRC

Shanghai Pudong Development Bank (Jingan Branch)
88 Shimen Second Road
Jingan District
Shanghai, the PRC

審計師

羅兵咸永道會計師事務所
執業會計師及註冊公眾利益實體審計師
香港
中環
太子大廈廿二樓

合規顧問

第一上海融資有限公司
香港
中環
德輔道中71號
永安集團大廈19樓

股份代號

6639

公司網站

www.arrailgroup.com

上市日期

2022年3月22日

主要往來銀行

香港上海滙豐銀行有限公司(北京分行)
中國北京市
朝陽區
東三環中路5號
財富金融中心1層

上海浦東發展銀行(靜安支行)
中國上海市
靜安區
石門二路88號

Financial and Business Highlights

財務及業務摘要

Our core strength continued to enhance and turned around to record a net profit

核心實力持續增強，表觀淨利潤實現轉正



Revenue reached a record high and a profit was realized as expected
收入創歷史新高，表觀利潤如期釋放

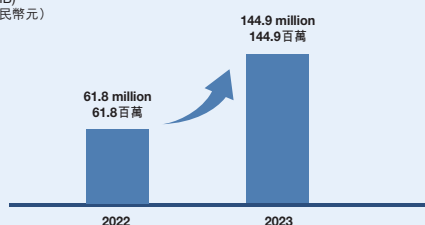
The total revenues were RMB**886.2** million, gross margin was 22.9% and net profit was RMB**6.2** million
總收入人民幣**886.2**百萬元，毛利率**22.9%**，淨利潤為人民幣**6.2**百萬元。

(RMB)
(人民幣元)



Efficiency continued to improve and EBITDA doubled
效能持續提升，EBITDA翻倍

(RMB)
(人民幣元)



123
Scale of store
門店規模



959
Dentists
醫生數量

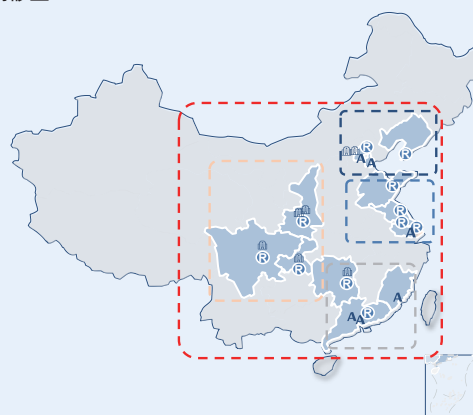


986 thousand
98.6 萬人次
patient visits
門診量

One clinic and **one** hospital were newly opened, and **six** clinics were upgraded
新開業一家診所和一家醫院，升級六家診所

45 dentists were added
新增**45**名牙醫

repeat visit rates of **47.7%**, with **22%** of our new patients were referred by our existing patients
復診率達**47.7%**，約**22%**的新患者由現有患者引薦



■ Provinces covered
覆蓋省份

□ Provinces uncovered
未覆蓋省份

A Arrail Clinics
瑞爾診所

R Rytime Clinics
瑞泰診所

Rytime Hospitals
瑞泰醫院

Area of key Operations
主要經營區域

Note: For the six months ended September 30
附註：截至9月30日止六個月



Financial and Business Highlights

財務及業務摘要



Our revenues increased by 14.9% from RMB771.6 million for six months ended September 30, 2022, to RMB886.2 million for six months ended September 30, 2023, primarily due to the business recovery after COVID-19 and the increase in the number of patient visits.

Our gross profit increased by 21.3% from RMB167.2 million for six months ended September 30, 2022, to RMB202.9 million for six months ended September 30, 2023, primarily due to the increase in revenue and improvement in operating efficiency.

Our net profit turned from net loss of RMB90.0 million for six months ended September 30, 2022 to net profit of RMB6.2 million for six months ended September 30, 2023.

Our Adjusted Net Profit increased by 319.0% from RMB10.7 million for six months ended September 30, 2022 to RMB44.7 million for six months ended September 30, 2023, primarily because of the continuing improvement of our business operation.

We continued to expand our business scale. For the six months ended September 30, 2023, we opened one dental hospital and one dental clinic with a total of 41 dental chairs and upgraded six dental clinics. Total dental chairs of our Group reached 1,530 as of September 30, 2023, increasing by 6.1% compared to March 31, 2023. Our patient visits for the six months ended September 30, 2023 reached 986,359, increasing by 28.9% as compared to the six months ended September 30, 2022. We believe our operating efficiency will continue to improve along with business expansion.

我們的收入由截至2022年9月30日止六個月的人民幣771.6百萬元增加14.9%至截至2023年9月30日止六個月的人民幣886.2百萬元，主要由於COVID-19疫情後業務復甦及接診人次增加。

我們的毛利由截至2022年9月30日止六個月的人民幣167.2百萬元增加21.3%至截至2023年9月30日止六個月的人民幣202.9百萬元，主要由於收入增加及經營效率改善。

我們由截至2022年9月30日止六個月錄得淨虧損人民幣90.0百萬元，轉為截至2023年9月30日止六個月錄得淨利潤人民幣6.2百萬元。

我們的經調整淨利潤由截至2022年9月30日止六個月的人民幣10.7百萬元增加319.0%至截至2023年9月30日止六個月的人民幣44.7百萬元，主要由於我們的業務運作持續改善所致。

我們持續擴大業務規模。截至2023年9月30日止六個月，我們開設了一家口腔醫院及一家口腔診所，共計有41張牙科椅，並升級了六家口腔診所。截至2023年9月30日，本集團的牙科椅總數為1,530張，較截至2023年3月31日的數目增長6.1%。我們截至2023年9月30日止六個月的接診人次為986,359人次，較截至2022年9月30日止六個月增加28.9%。我們相信，隨著業務擴展，我們的經營效率將持續改善。

Financial and Business Highlights

財務及業務摘要

EXPANDED AND UPGRADED CLINICS

擴建和升級診所

NEWLY OPENED CLINICS

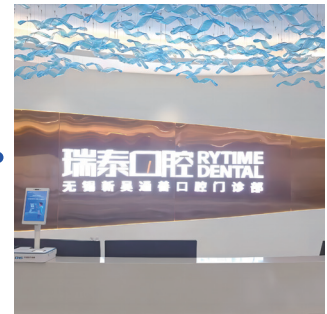
新開診所



Dalian Rytime Baojia He Ping Plaza Clinic
大連瑞泰葆嘉和平廣場門診



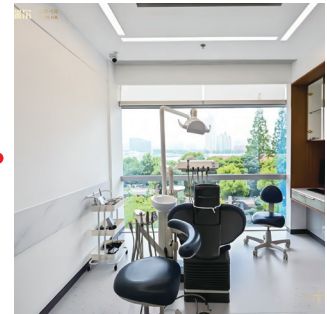
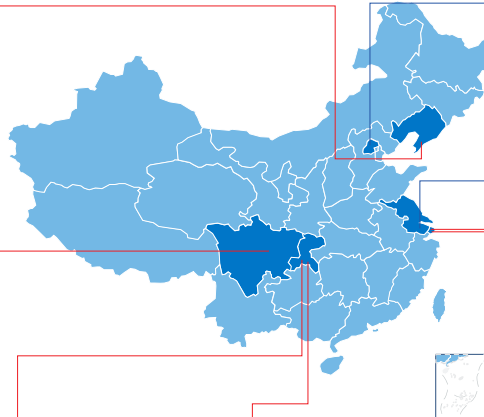
Beijing Rytime Tonglu Dental Hospital
北京瑞泰通潞口腔醫院



Wuxi Xinwu Tongshan dental clinic
無錫新吳通善口腔門診部



Chengdu Rytime Beisen Clinic
成都瑞泰院貝森門診



Shanghai Arrail CitiBank Clinic
上海瑞爾花旗門診



Chongqing Rytime Yuanzhu Clinic
重慶瑞泰源著門診



Chongqing Rytime University Town No.2 Clinic
重慶瑞泰大學城二店門診



Shanghai Arrail Changfeng Clinic
上海瑞爾長風門診

Note: For the six months ended September 30, 2023
附註：截至2023年9月30日止六個月



Management Discussion and Analysis

管理層討論與分析



BUSINESS REVIEW

Overview

We are a leading dental services provider in the premium private dental service market in China. Founded in 1999, we have served approximately 10.3 million patient visits in the past ten years, and have been instrumental in raising public awareness and driving consumer recognition of the importance of dental care and good oral hygiene in China. Our network of dental clinics and hospitals provides a wide array of dental healthcare services across China. We adopt a dual-brand strategy through our “Arrail Dental” and “Rytime Dental” brands to serve customers of different economic and geographic backgrounds. Through decades of commitment and service in the dental healthcare industry, we have earned the trust of our patients, and have successfully established an extensive presence in China, as we are continuing to expand our footprint nationwide. As of September 30, 2023, we had 123 stores, including 113 dental clinics and 10 hospitals in 15 cities across China, with 959 experienced dentists. Our mission is to give each of our patients a healthy and confident smile, and our vision is to become a world-leading dental service group.

We expanded our business by opening more clinics and hospitals in Tier-1 and Tier-2 cities across China. For the six months ended September 30, 2023, we opened one clinic and one hospital with a total of 41 dental chairs. We expanded and upgraded six existing clinics from 46 dental chairs to 73 dental chairs. In addition, there was one hospital with 40 dental chairs under construction. We continue to hire competent dentists and enhance our dental professional team. The number of our dentists increased from 914 as of March 31, 2023 to 959 as of September 30, 2023.

業務回顧

概覽

我們是中國高端民營口腔醫療服務市場的領先口腔醫療服務提供商。自1999年成立以來，在過往十年當中，我們提供接診服務約10.3百萬人次，且在提高和促進中國公眾和消費者對口腔護理和良好口腔衛生的重要性的意識和認識方面發揮著重要作用。我們的口腔診所及醫院網絡在中國提供廣泛的口腔醫療服務。我們通過「瑞爾齒科」及「瑞泰口腔」品牌採取雙品牌戰略，以服務於不同經濟和區域背景的客户。通過數十年來在口腔醫療行業的投入和服務，我們贏得了患者的信任，且由於我們繼續在中國範圍內拓展我們的版圖，我們已成功在中國建立廣泛的業務。截至2023年9月30日，我們在中國15個城市擁有123家門店，包括113家口腔診所及10家醫院，以及959名資深牙醫。我們的使命是給每位患者帶來健康、自信的微笑，而我們的願景是成為世界領先的口腔醫療服務集團。

我們通過在中國一二線城市開設更多診所及醫院來拓展業務。於截至2023年9月30日止六個月，我們開設了一家診所及一家醫院，共擁有41張牙科椅。我們擴大並升級了6家現有診所，牙科椅數由46張增至73張。此外一家擁有40張牙科椅的醫院正在建設中。我們繼續聘請富有才幹的牙醫並提升我們的口腔醫療專業團隊。我們的牙醫人數由截至2023年3月31日的914名增加至截至2023年9月30日的959名。

Management Discussion and Analysis 管理層討論與分析



1 hospital with 40 dental chairs under construction

1家擁有40張牙科椅的醫院正在建設中



Expanded and upgraded 6 clinics from 46 dental chairs to 73 dental chairs

升級6家診所，牙科椅數由46張增至73張



Opened 1 clinic and 1 hospital with a total of 41 dental chairs

開設了1家診所及1家醫院，新增41張牙科椅

Our Services

Our clinics and hospitals offer a diverse range of professional and customized dental services, consisting of (i) general dentistry; (ii) orthodontics; and (iii) implantology.

General Dentistry

General dentistry largely refers to the preventive services that all patients should receive on a regular basis, such as tooth cleaning, checking soft tissue, and screening for oral diseases and other potential problems, along with a range of basic restorative treatments, including fillings, crowns, bridges, dentures and more. Our general dentistry services include oral examination, treatment planning, preventive and cosmetic dentistry, endodontics, oral surgery, periodontal treatment, prosthodontics, pedodontics services and patient education.

我們的服務

我們的診所及醫院提供各類專業及訂製化口腔醫療服務，包括(i)普通牙科；(ii)正畸科；及(iii)種植科。

普通牙科

普通牙科主要指所有患者應定期接受的預防服務，例如洗牙、軟組織檢查及篩查口腔疾病及其他潛在問題，以及一系列基本修復治療，包括補牙、牙冠、牙橋、托牙等。我們的普通牙科服務包括口腔檢查、治療計劃、預防及美容牙科、牙體牙髓科、口腔外科、牙周治療、修復科、兒童口腔科服務以及患者教育。



Management Discussion and Analysis

管理層討論與分析



Orthodontics

Orthodontics is a branch of dentistry that treats malocclusions, a condition in which the teeth are not correctly positioned when the mouth is closed, which may be caused by dental irregularity and disproportionate jaw relationships, among others. Our orthodontists provide orthodontic treatment using a range of medical dental devices, including fixed and/or removable braces, headgear, aligners and other appliances.

Implantology

Oral implantology is the branch of dentistry that deals with the permanent implantation of artificial teeth in the jaw when it is determined that a natural tooth must be extracted. With their high level of expertise, our implant dentists are able to treat complex cases and provide customized solutions based on the health of the jawbone and the specific needs of a patient.

Dual-Brand Operations

As of September 30, 2023, we operated a total of 123 clinics and hospitals under the brand names of “Arrail Dental” and “Rytime Dental”, to provide dental services to different demographics across geographic regions.

正畸科

正畸科是治療咬合不正的牙科分支，咬合不正指因牙齒不整齊及頷骨比例不均等原因而導致口腔閉合時牙齒未正確定位的情況。我們的正畸科通過使用多種醫療口腔設備提供正畸治療，包括固定及／或隱形矯正、牙齒矯正器、牙套及其他設備。

種植科

口腔種植科是涉及確定須拔出天然牙齒時而須於頷骨永久種植人造牙齒的牙科分支。憑藉其高水平的專業知識，我們的種植牙醫能根據頷骨的健康狀況及患者的特定需求治療複雜的病例並提供訂製解決方案。

雙品牌經營

截至2023年9月30日，我們以「瑞爾齒科」及「瑞泰口腔」品牌經營共123家診所及醫院，為多個地域的不同人群提供口腔醫療服務。

Management Discussion and Analysis 管理層討論與分析

Arrail Dental



We have been operating under the Arrail Dental brand since 1999, to provide premium dental services primarily to affluent consumers in Tier-1 and emerging Tier-1 cities in China. Arrail clinics are able to charge premium pricing based on their excellent quality of bespoke services and professionals. As of September 30, 2023, we operated a total of 50 Arrail clinics in 7 cities in China, namely Beijing, Shanghai, Shenzhen, Guangzhou, Hangzhou, Tianjin and Xiamen. Our Arrail clinics are mainly concentrated in metropolitan areas and located at or in close proximity to prominent landmarks and properties. We plan to further penetrate existing markets to drive stronger monetization under the Arrail Dental brand.

Rytime Dental



We launched our operations under the Rytime Dental brand in 2012, primarily aiming to provide treatments to middle class customers in Tier-1 and key Tier-2 cities in the Northern, Eastern, Southern and Western parts of China. Rytime Dental is positioned to capture the greater middle-end dental services market by offering high-quality dental services at attractive and relatively lower prices. As of September 30, 2023, we operated 73 stores, including 10 hospitals and 63 Rytime clinics in 11 cities in China. We are able to provide a greater variety of treatments at our dental hospitals, such as giving general anesthesia and performing more complicated oral surgery procedures. Our Rytime Dental hospitals and clinics are typically located in the vicinity of residential areas, giving our customers easy access to convenient and quality dental care services. We plan to continue to expand our Rytime Dental network by broadening our reach to targeted regions and cities across China.

瑞爾齒科



我們自1999年以來一直以瑞爾齒科品牌開展業務，主要為中國一線及新興一線城市的富裕消費者提供高端口腔醫療服務。瑞爾診所能夠憑藉其卓越的口腔醫療服務質量和患者護理收取溢價。截至2023年9月30日，我們在中國7個城市（即北京、上海、深圳、廣州、杭州、天津及廈門）合共經營50家瑞爾診所。我們的瑞爾診所主要集中在大都市地區，位於或靠近著名的地標和物業。我們計劃進一步加強對現有市場的滲透，使瑞爾齒科品牌具備更強的變現能力。

瑞泰口腔



我們於2012年以瑞泰口腔品牌開展業務，主要為中國華北、華東、華南以及西區的一線及核心二線城市的中產階層客戶提供治療。瑞泰口腔蓄勢待發，通過具吸引力且相對實惠的價格提供高質量的口腔醫療服務來佔領更大的中端口腔醫療服務市場。截至2023年9月30日，我們在中國11個城市合共經營73家門店，包括10家醫院及63家瑞泰診所。我們能在我們的口腔醫院提供更廣泛的治療，例如進行全身麻醉及進行更複雜的口腔外科手術。瑞泰口腔的口腔醫院及診所通常位於居民區附近，使我們的客戶可輕鬆獲得便利及優質的口腔護理服務。我們計劃通過在中國目標地區及城市擴充市場據點擴展我們的瑞泰口腔網絡。



Management Discussion and Analysis

管理層討論與分析

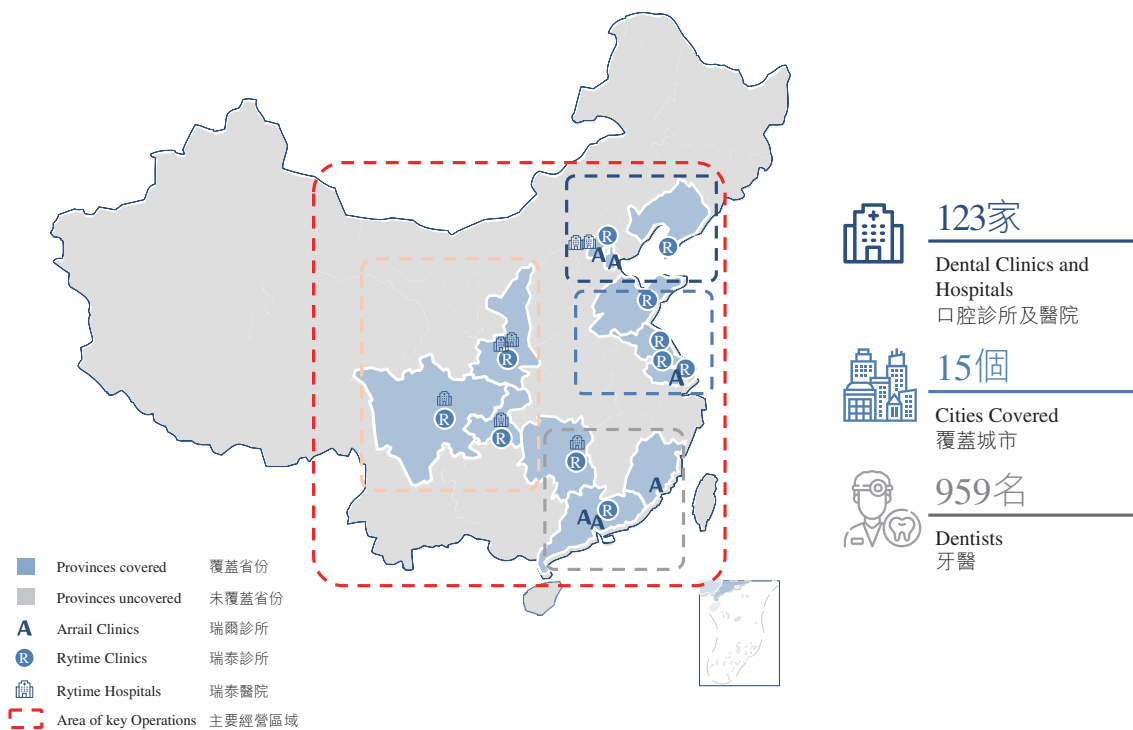


Our Hospitals and Clinics

As of September 30, 2023, we operated 123 stores, including (i) 113 dental clinics of which 50 clinics were under the Arrail Dental brand and 63 clinics were under the Rytime Dental brand; and (ii) 10 hospitals under the Rytime Dental brand, as illustrated in the map below.

我們的醫院及診所

如下圖所示，截至2023年9月30日，我們經營123家門店，包括(i)113家口腔診所（其中瑞爾齒科品牌50家及瑞泰口腔品牌63家）；及(ii)以瑞泰口腔品牌經營10家醫院。



Due to the implementation of centralized procurement of dental implants and organic growth of customers, our total patient visits increased from 765,216 for the six months ended September 30, 2022 to 986,359 for the six months ended September 30, 2023, representing a year-on-year increase of 28.9%. The following table sets forth the breakdown by brands in relation to our operating and financial performance.

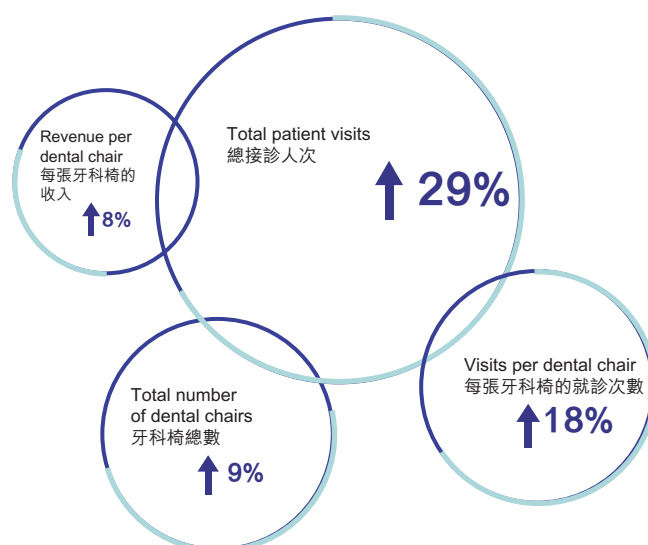
由於實施種植牙集中採購及客戶的自然增長，我們的總接診人次由截至2022年9月30日止六個月的765,216人次增加至截至2023年9月30日止六個月的986,359人次，相當於同比增加28.9%。下表載列按品牌劃分的有關經營及財務表現明細。

Management Discussion and Analysis

管理層討論與分析

Operating and financial performance

經營及財務表現



Note: For the six months ended September 30

附註：截至9月30日止六個月

For the six months ended
September 30,
截至9月30日止六個月

		2023 2023年	2022 2022年
Total patient visits	總接診人次	986,359	765,216
Arrail Dental	瑞爾齒科	269,003	231,750
Rytime Dental	瑞泰口腔	717,356	533,466
Total number of dental chairs	牙科椅總數	1,530	1,400
Arrail Dental	瑞爾齒科	507	508
Rytime Dental	瑞泰口腔	1,023	892
Visits per dental chair	每張牙科椅的就診次數	645	547
Arrail Dental	瑞爾齒科	531	456
Rytime Dental	瑞泰口腔	701	598
Revenue per dental chair (RMB)	每張牙科椅的收入(人民幣元)	579,187	534,207
Arrail Dental	瑞爾齒科	794,209	727,245
Rytime Dental	瑞泰口腔	472,622	424,271

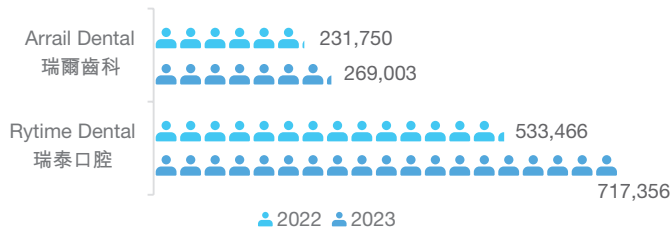


Management Discussion and Analysis 管理層討論與分析



Total patient visits

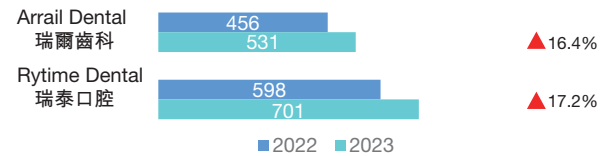
總接診人次



Visits per dental chair

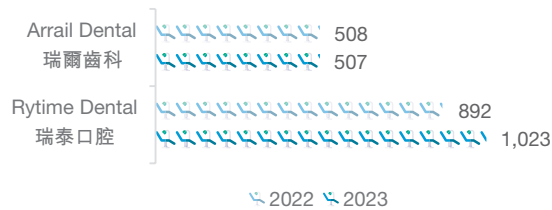
每張牙科椅的就診次數

Brand/品牌



Total number of dental chairs

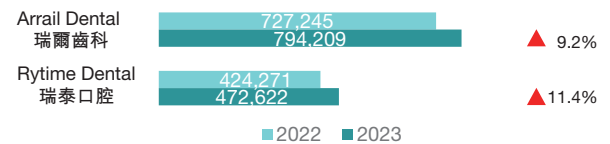
牙科椅總數



Revenue per dental chair (RMB)

每張牙科椅的收入（人民幣元）

Brand/品牌



Note: For the six months ended September 30

附註：截至9月30日止六個月

The increase of revenue per dental chair for the Reporting Period was primarily due to increased utilization rate of dental chairs.

Our repeat visit rates, defined as the percentage of patients that revisited our clinics or hospitals beyond six months after their initial visits, excluding follow-up consultations of the same treatment, were 47.7% for the six months ended September 30, 2023 (48.0% for the six months ended September 30, 2022). Approximately 22% of our new patients were referred by our existing patients for the six months ended September 30, 2023.

報告期內每張牙科椅的收入增加，主要是由於牙科椅的使用率上升。

截至2023年9月30日止六個月，我們的忠誠客戶覆診率（即首次就診起計六個月後再次到我們的診所或醫院就診的患者的百分比，不包括同一診療的後續問診）為47.7%（截至2022年9月30日止六個月為48.0%）。截至2023年9月30日止六個月，約22%的新患者由現有患者引薦。

Management Discussion and Analysis 管理層討論與分析

Significant Investments, Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures during the Reporting Period

The Company had no significant investments, material acquisitions or disposals of subsidiaries, associates and joint ventures during the Reporting Period.

Events after the Reporting Period

To deepen the Group's footprint in southern China as well as further strengthen the Group's leading position in China dental market, in September 2023, two subsidiaries of the Company entered into an investment agreement to acquire 85% equity interests of Guangzhou Ruihua Dental Clinic Co., Ltd ("Guangzhou Ruihua") at a cash consideration of RMB17 million (the "Acquisition"). In October 2023, all conditions precedent to the completion of the Acquisition as stipulated in the agreement were satisfied and the Acquisition was completed. Up to the date of the approval of the interim financial statements, the Group paid RMB11 million for the Acquisition in total. The Group will pay the remaining consideration of RMB6 million in six months after the completion of the Acquisition. Upon the completion of the Acquisition, the financial results of the Guangzhou Ruihua will be consolidated into the consolidated financial statements of the Group. The Acquisition does not constitute a connected transaction or a notifiable transaction under the Listing Rules.

Save as disclosed above and elsewhere in this interim report, there have been no other material events subsequent to the Reporting Period, which require adjustment or disclosure in accordance with IFRSs.

報告期內重大投資、重大收購及出售子公司、聯營公司及合營公司

報告期內本公司概無進行重大投資、重大收購或出售子公司、聯營公司及合營公司。

報告期後事項

為深化本集團在中國華南地區的佈局，並進一步鞏固本集團在中國口腔醫療市場的領先地位，本公司兩家子公司於2023年9月簽訂投資協議，以現金對價人民幣17百萬元收購廣州瑞華口腔門診部有限公司（「廣州瑞華」）的85%股權（「收購事項」）。於2023年10月，協議所規定完成收購事項的所有先決條件均已達成，而收購事項已經完成。截至中期財務報表批准日期，本集團已就收購事項合共支付人民幣11百萬元。本集團將於收購事項完成後六個月內支付餘下對價人民幣6百萬元。收購事項完成後，廣州瑞華的財務業績將併入本集團的合併財務報表。收購事項並不構成上市規則項下的關連交易或須予公佈交易。

除上文及本中期報告其他部分另有披露者外，於報告期後，並無需要根據國際財務報告準則進行調整或披露的其他重大事項。



Management Discussion and Analysis

管理層討論與分析



Guangzhou Ruihua
廣州瑞華口腔門診

Management Discussion and Analysis

管理層討論與分析

Future Plans for Material Investments and Capital Assets

The Group intends to utilize the net proceeds raised from the Global Offering for business expansion, optimization of our IT infrastructure and working capital in the manner set out in the Prospectus and the section headed “Use of Proceeds from the Global Offering” below. Save as these, the Group does not have any concrete committed plans for material investments and capital assets in 2023.

Employees and Remuneration

As of September 30, 2023, we had a total of 3,456 full-time employees, all of whom were based in various cities in China. Our employees reflect the geographic footprint we currently serve. The following table sets forth our employees by functions as of September 30, 2023:

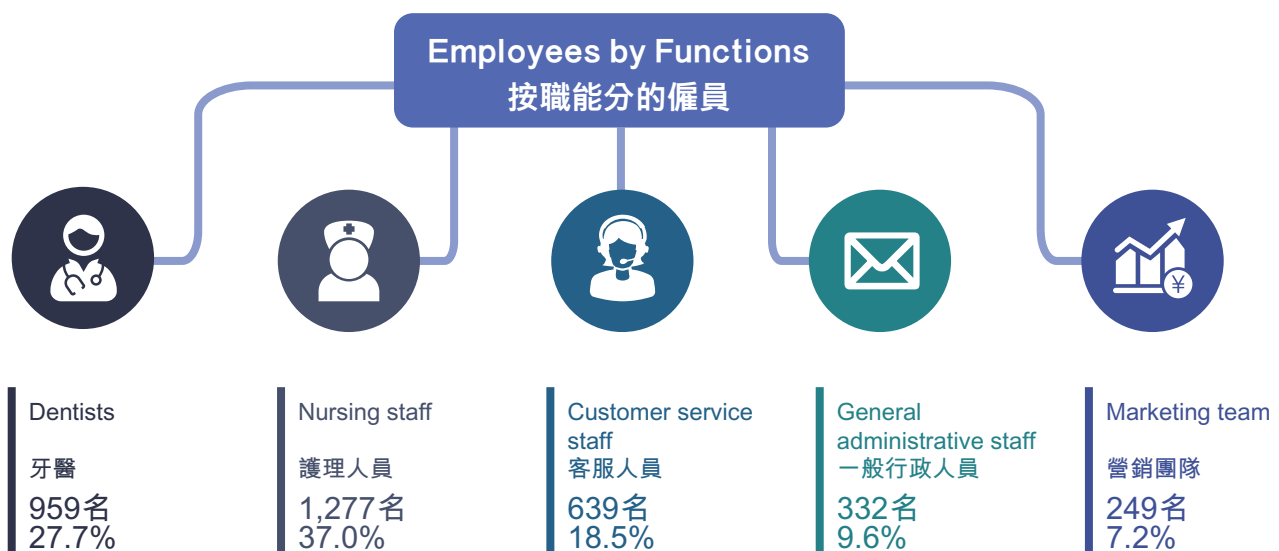
Function	職能	Number of Employees 僱員人數	%
Dentists	牙醫	959	27.7%
Nursing staff	護理人員	1,277	37.0%
Customer service staff	客服人員	639	18.5%
General administrative staff	一般行政人員	332	9.6%
Marketing team	營銷團隊	249	7.2%
Total	總計	3,456	100%

未來重大投資及資本資產計劃

本集團擬按照招股章程及下文「全球發售所得款項用途」一節所載方式將全球發售所籌集的所得款項淨額用於業務擴張、優化我們的信息技術基礎設施及營運資金。除此之外，本集團並未於2023年內制定重大投資及資本資產的任何確切計劃。

僱員及薪酬

截至2023年9月30日，我們擁有合共3,456名全職僱員，均分佈在中國多個城市工作。我們的僱員反映我們目前所服務的地域範圍。下表載列截至2023年9月30日按職能劃分的僱員：



Management Discussion and Analysis

管理層討論與分析

We believe that maintaining a stable and motivated employee force is critical to the success of our business. We offer our employees different remuneration packages based on their positions. Generally, the remuneration structure of our employees includes salary, benefits and bonuses. Our compensation programs are designed to remunerate our employees based on their performance, measured against specified objective criteria. We maintain standard employee benefit plans required by PRC laws and regulations, including housing fund contributions, pension insurance, medical insurance, workplace injury insurance, unemployment insurance, and maternity insurance.

As of September 30, 2023, over 47.9% of our full-time dentists had master's degrees or above and many held titles and qualifications such as chief medical director or medical discipline leader. Our team of dentists have on average 10.8 years of post-qualification experience in the industry. The average monthly revenue generated per dentist who joined us in 2018, 2019, and 2020 during each calendar year, grew at a CAGR of 24%, 39%, and 57% during their respective employment periods up to the end of calendar year 2022. Dentists with more than five, ten and fifteen years of experience with us accounted for 38.0%, 14.0% and 6.4% of our total dentists, which indicates strong employee retention rates.

我們認為，維持穩定且具主動性的人力資源對我們的業務成功至關重要。我們根據僱員的職位向他們提供不同的薪酬待遇。總體而言，僱員的薪酬架構包括薪金、福利及獎金。我們的薪酬計劃旨在根據僱員的績效（根據規定客觀標準進行衡量）確定僱員的薪酬。我們維持中國法律法規規定的標準僱員福利計劃，包括住房公積金供款、養老金保險、醫療保險、工傷保險、失業保險及生育保險。

截至2023年9月30日，我們超過47.9%的全職牙醫擁有碩士或以上學位，並且許多牙醫持有主治醫師或醫學學科帶頭人等頭銜和資格。我們的牙醫團隊取得資格後平均擁有10.8年的行業經驗。於2018年、2019年及2020年各曆年期間加入我們的每名牙醫產生的月均業績在各自受僱期間直至2022年曆年末以24%、39%及57%的年均複合增長率增長。與我們的僱傭關係超過五年、十年及十五年的牙醫佔我們牙醫總數的38.0%、14.0%及6.4%，顯示出較高的僱員留存率。

Employee Retention Rates of our dentists of the Company

我們牙醫在本公司的留存率



We have also adopted the RSU Scheme with an overall limit of 119,972,600 underlying shares to be granted under the RSU Scheme, representing approximately 20.6% of the total issued share capital of the Company as of the date of this interim report. As of September 30, 2023, an aggregate of 574 employees (including former employees) were approved by the Board to be the grantees with a total of 87,791,950 underlying shares pursuant to the RSU Scheme. We further adopted the 2022 RSU Scheme on September 3, 2022, pursuant to which the underlying Shares will be satisfied by the existing Shares to be acquired by the trustee on the market based on the trading price of the market. The total number of the restricted shares underlying all grants made pursuant to the 2022 RSU Scheme shall not exceed 10% of the issued Shares (i.e. 58,159,195 Shares) as at the adoption date (i.e. September 3, 2022). As of September 30, 2023, no employees were approved by the Board to be the grantees pursuant to the 2022 RSU Scheme.

我們亦已採納受限制股份單位計劃，而受限制股份單位計劃項下將予授出的整體限額為119,972,600股相關股份，佔截至本中期報告日期本公司已發行股本總額約20.6%。截至2023年9月30日，根據受限制股份單位計劃，合共574名僱員（包括前僱員）獲董事會批准成為承授人，可獲授合共87,791,950股相關股份。我們於2022年9月3日進一步採納2022年受限制股份單位計劃，據此，相關股份將以受託人於市場上按照市場交易價購買的現有股份支付。根據2022年受限制股份單位計劃授出的所有相關限制性股份總數不得超過本公司於採納日期（即2022年9月3日）已發行股份的10%（即58,159,195股股份）。截至2023年9月30日，根據2022年受限制股份單位計劃，概無任何僱員獲董事會批准成為承授人。

Management Discussion and Analysis 管理層討論與分析

During the Reporting Period, our Group did not experience any significant problems with its employees due to labour disputes nor did it experience any difficulty in the recruitment and retention of staff.

Industry Outlook

The development of the dental services market in China is mainly driven by economic development, an ageing population, digitalization, rising public awareness of dental health and other related factors. Based on the experience of overseas developed markets, a chained operation is generally considered to have greater advantages than an individual operation in terms of speed of development.

Although the COVID-19 pandemic has had a certain impact on the industry in the past three years, the entire industry has still shown strong resilience and signs of rebound. At the same time, we have also observed the gradual enhancement of industry penetration and concentration of leading institutions. Following the complete easing of the pandemic control restrictions, the vitality and potential of the dental services market will be fully released, hence we are full of confidence in the prospects of our future development. With the full implementation of the domestic oral implantology policy and the nearly-two-years publicity and popularization of such policy in the market, patients in China gradually became aware that “oral implantology” is one of the most effective treatments for missing teeth; thus the dental health awareness of the public has been raised and more patients will be benefited by affordable prices. We have also seen a significant increase in the number of clients receiving dental implants. Before providing oral implantology treatment, the dentist will have a comprehensive assessment of the patient’s dental health, judging whether the patient is suitable for treatment and enabling the patient to complete the basic treatment required in the early stage, which will in turn further increase patient visits in dental institutions, especially for basic treatments of general dental and periodontal ailments. At the policy aspect, guided by a number of policies issued by the state and local governments in China, the private healthcare development environment in China will continue to be improved in a standardized, healthy and sustainable manner. As the largest premium dental chain group in China which covers the four core regions, namely North China, East China, South China and West China, comprising 15 Tier-1 and Tier-2 cities, the Company will further benefit from the core advantages of “Talent, Brand, System” and seize the huge opportunities arising from the development of the dental market.

報告期內，本集團概無因勞工糾紛而與其僱員發生任何重大問題，亦無在招聘及留聘員工方面出現任何困難。

行業展望

中國口腔醫療服務市場的發展主要受經濟發展、人口老齡化、數字化、公眾對於口腔健康意識的提升及其他相關因素驅動。根據海外發達市場的經驗看，連鎖經營較個體機構在發展速度上有較大的優勢。

雖然近三年來COVID-19疫情對行業造成了一定的衝擊，但是整個行業仍然表現出了強大的韌性和反彈效應，同時我們也觀察到頭部機構的行業滲透率和集中度在逐步提升。隨著疫情管控的全面放開，口腔醫療服務市場的活力和潛力將會更加充分地釋放，我們對未來的發展前景充滿信心。隨著國內種植牙政策的全面落地，市場經過近2年的時間宣傳和普及，國內越來越多的患者清楚的瞭解到「口腔種植」是有效治療缺失牙的方式之一，從而更加關注自身口腔健康，惠民的價格也會讓更多患者受益。我們也見到，接受種植牙的客戶數目已大幅增加。在接受種植牙治療之前，口腔醫生會對患者的口內健康情況有著全面的評估，判斷患者是否適合接受該項治療，並使口腔患者完成前期所需的基礎治療，這勢必將帶動口腔醫療機構就診量的提升，尤其是全科、牙周等基礎治療的就診。政策層面，在國家及各地方政府多項政策的引導下，中國民營醫療發展環境會向著規範、健康及可持續發展的方向不斷前進，本公司作為國內最大的高端口腔連鎖醫療集團，覆蓋中國華北、華東、華南、西部四大核心區域，包括15個一、二線城市，將進一步受惠於「人才、品牌、系統」的核心優勢，抓緊這次口腔醫療市場發展的重大機遇。

Management Discussion and Analysis

管理層討論與分析

Future Prospects

1) *Efficiency improvement and steady operation*

We focus on improving efficiency and operating steadily, aiming to ensure quality and sustainable growth. Faced with the recurring impact of the pandemic in the past three years, the industry needs to reorganize and recuperate. Therefore, we will continuously focus on existing resources, fortifying our foundation, while maintaining a development strategy of active expansion. We will continue to increase market share and operational efficiency through original site expansion and continuous intra-city encryption. Meanwhile, we will also actively explore new markets to maintain our business expansion opportunities. In order to improve our customer management efficiency and further enhance customer experience, we will launch the “5A Arrail Way” and convert “Satisfied Customer” to “Loyal Customer” with refined operations.

2) *Relying on the medical-oriented principle and respecting medical quality*

Ensuring medical quality is the essence of the development of the healthcare industry, and the dental industry is no exception. We adopt a number of systems including medical red line management, specialized case classification, dentist classification, complex medical condition discussion and multidisciplinary consultation to ensure medical quality and safety and provide customers with professional dental services. In recent years, more and more expert dentists have joined the Group, which also proves that we have been recognized and respected in the field of dental services. In future, we will adhere to the medical-oriented principle, and always regard medical quality management as a lifeline for enterprise development.

未來前景

1) 效能提升，穩健經營

我們注重提升效能和穩健經營，旨在確保有質量、可持續地增長。面對過去三年來疫情帶來的反覆衝擊，行業需要進行重整和休養生息。因此，我們將堅持聚焦現有資源，夯實基礎，同時保持積極拓展的發展戰略。我們將通過原址擴建和同城持續加密來不斷提高市場佔有率和運營效益。同時，我們也積極尋找新的市場機會，以保持業務的外延增長機會。為了提高客戶管理效率和進一步提升客戶體驗，我們將啟動「5A瑞爾之道」，以精細化運作，將「滿意客戶」轉變為「忠誠客戶」。

2) 醫療為本，尊重醫療

保障醫療質量是行業發展的核心，口腔醫療行業也不例外。我們採用包括醫療紅線管理、專科病例分級、牙醫分級、複雜病例討論和跨學科會診等多項制度以確保醫療質量安全，為客戶提供專業的口腔醫療服務。近年來，越來越多的專家級口腔醫生加入我們集團，這也證明了我們在口腔醫療領域得到了行業內的認可和尊重。未來，我們將堅持以醫療為本，始終將醫療質量控制視為企業發展的生命線。

Management Discussion and Analysis 管理層討論與分析

We provide professional dental services 提供專業的口腔醫療服務



3) *Leveraging brand influence to strengthen the system of “recruitment, training and retention”*

We will further strengthen the system of “recruitment, training and retention” of talents by leveraging our brand influence. The Company has been adhering to the principle of “empowerment and support” and is committed to providing employees with effective platforms and development opportunities. In terms of medical services, we not only insist on campus recruitment, but also increase the recruitment of specialist dentists and senior dentists to ensure that our medical service level is always at the leading position in the industry. In terms of operation, we will gradually strengthen the construction of the echelon of core management personnel, and focus on selecting high-caliber management personnel with strong self-motivation, learning ability and development potential, so as to lay a sound organizational structure foundation for the Company’s long-term development.

3) *借助品牌影響力，強化人才「招聘、培養和留用」體系*

借助我們的品牌影響力，我們將進一步加強人才的「招聘、培養和留用」體系。本公司一直秉持著「賦能和幫扶」的原則，致力於為員工提供有效的平台和發展機會。在醫務方面，我們不僅堅持校園招聘，還會加大對專科牙醫和資深牙醫的招聘力度，以確保我們的醫療服務水平始終處於行業領先地位。在運營方面，我們會逐步加強核心管理人員的崗位梯隊建設，重點選拔自驅力強、學習能力和發展潛力較高的優秀管理人員，為本公司長期發展打下良好的組織架構基礎。

Management Discussion and Analysis

管理層討論與分析

4) *Enhancing corporate culture*

Corporate culture endows the Company with a unique working atmosphere, which will in turn regulate and affect everyone's behavior and way of doing things. As the corporate culture and core competitive edge of the Company, "integrity, professionalism and being a good person" is vital for the Company to achieve cross-regional development and off-site replication, thus becoming a national chain dental institution. It is one of the "key defences" of the Company. In future, the Company will unswervingly promote and maintain the construction of its corporate culture.

5) *Risk management and sustainable development*

The Group will continue to strengthen its risk management system to ensure the stability and sustainability of business operations. At the same time, we will also build a market leading financial management system to maintain our financial health, as well as formulate reasonable financial goals and strategic planning. In addition, we will also pay attention to our environmental, social and governance responsibilities, continue to improve and strengthen corporate governance and the standardized management of listed companies, optimize the governance structure and continue to focus on charity and public welfare. Meanwhile, we will also further strengthen our communication with regulatory authorities such as the Stock Exchange as well as the Shareholders so as to keep information transparent, with a view to creating more value for the Shareholders.

4) 夯實企業文化

企業文化賦予本公司獨特的工作氛圍，其亦規範並影響每一個人的行為及做事方式。「誠信、專業和做好人」作為本公司的企業文化，是本公司的核心競爭優勢，也是實現跨區域發展，異地複製，從而成為全國連鎖口腔醫療機構的重要因素，是本公司的「護城河」之一。未來，本公司將堅定不移地推動並維繫本公司的企業文化建設。

5) 風險管理和可持續發展

本集團將繼續加強風險管理體系，以確保業務運作的穩定性和可持續性。同時，我們也將打造一個市場領先的財務管理體系，以保持財務健康，並制定合理的財務目標和戰略規劃。除此之外，我們還將注重環境、社會和治理等方面的責任，持續改進和加強企業管治及上市公司規範化管理，優化治理架構，持續關注慈善公益，同時進一步加強與聯交所等監管機構及股東的溝通，保持信息透明化，為股東創造更多的價值。

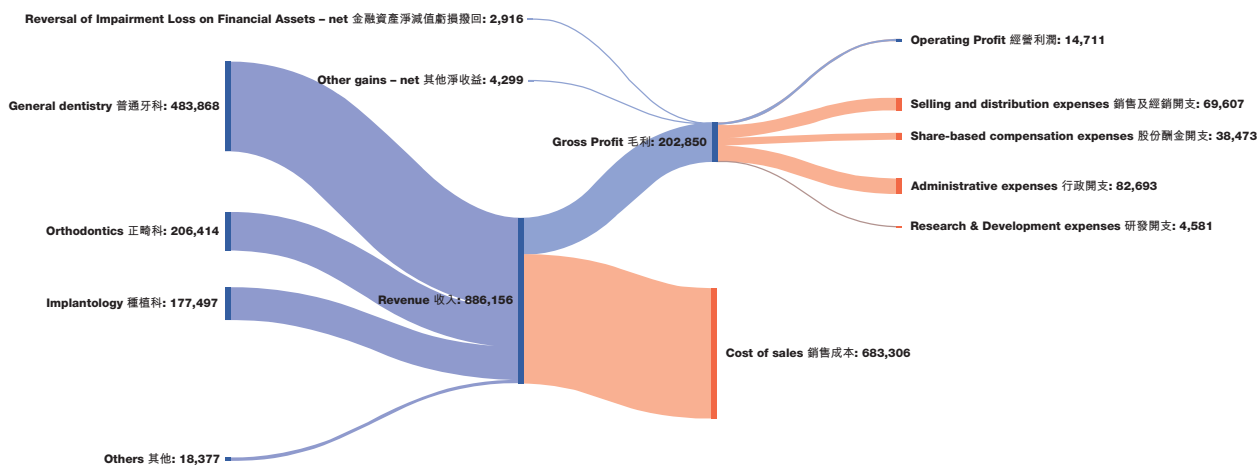
Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW

財務回顧

(RMB in thousands)
(人民幣千元)



Note: For the six months ended September 30, 2023
附註: 截至2023年9月30日止六個月

Overview

The following discussion is based on, and should be read in conjunction with, the financial information and the notes included elsewhere in this interim report.

Revenue

During the Reporting Period, we primarily generated revenues from operating dental clinics and hospitals across the PRC. Our revenues increased by 14.9% from RMB771.6 million for the six months ended September 30, 2022 to RMB886.2 million for the six months ended September 30, 2023, primarily due to the business recovery after COVID-19 pandemic and the increase in the number of patient visits.

概覽

以下討論乃基於本中期報告其他部分所載財務資料及其附註，並應與之一併閱讀。

收入

報告期內，我們主要通過在中國各地運營口腔診所及醫院獲得收入。我們的收入由截至2022年9月30日止六個月的人民幣771.6百萬元增加14.9%至截至2023年9月30日止六個月的人民幣886.2百萬元，主要是由於COVID-19疫情後業務復甦及接診人次增加。



Management Discussion and Analysis

管理層討論與分析



Revenues by Dental Service Offerings

We offer a diverse range of professional and customized dental services, covering mainly three dental sectors: (i) general dentistry; (ii) orthodontics; and (iii) implantology. The following table sets forth a breakdown of our revenues by types of dental services, both in absolute amount and as a percentage of our total revenues, for the periods indicated.

按口腔醫療服務產品劃分的收入

我們提供各類專業及訂製化口腔醫療服務，主要涵蓋三個牙科分部：(i)普通牙科；(ii)正畸科；及(iii)種植科。下表載列我們於所示期間按口腔醫療服務類型劃分的收入明細，以絕對金額及佔我們總收入的百分比列示。

For the six months ended September 30,
截至9月30日止六個月

2023
2023年

2022
2022年

(RMB in thousands, except for percentages)
(人民幣千元，百分比除外)

General dentistry	普通牙科	483,868	54.6%	409,479	53.1%
Orthodontics	正畸科	206,414	23.3%	181,181	23.5%
Implantology	種植科	177,497	20.0%	156,570	20.3%
Others ⁽¹⁾	其他 ⁽¹⁾	18,377	2.1%	24,344	3.1%
Total	總計	886,156	100.0%	771,574	100.0%

Note:

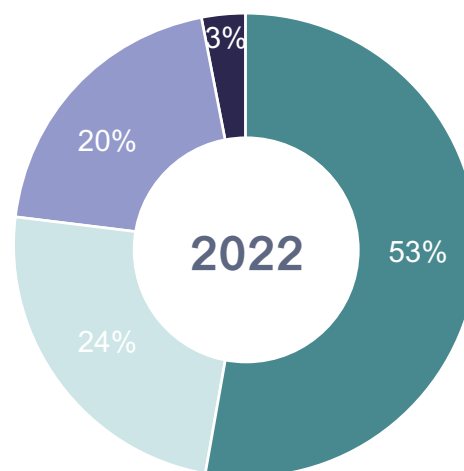
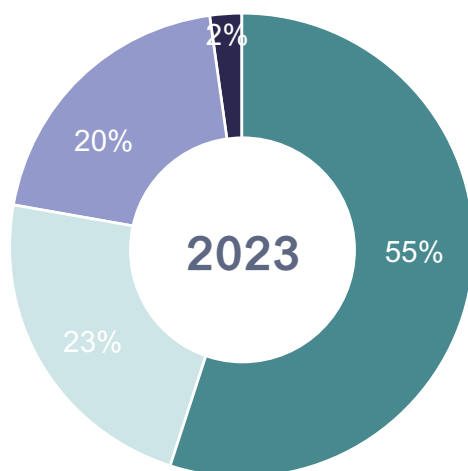
- (1) Primarily include revenues generated from sale of dental materials in our ordinary course of business and the operation of our denture manufacturing plants.

附註：

- (1) 主要包括於日常業務過程中自銷售齒科材料及運營義齒製作廠房產生的收入。

Revenues by Dental Service Offerings

按口腔醫療服務產品劃分的收入



Note: For the six months ended September 30

附註：截至9月30日止六個月

Management Discussion and Analysis

管理層討論與分析

Revenues generated from (i) general dentistry increased by 18.2% from RMB409.5 million for the six months ended September 30, 2022 to RMB483.9 million for the six months ended September 30, 2023; (ii) orthodontics increased by 13.9% from RMB181.2 million for the six months ended September 30, 2022 to RMB206.4 million for the six months ended September 30, 2023; and (iii) implantology increased by 13.4% from RMB156.6 million for the six months ended September 30, 2022 to RMB177.5 million for the six months ended September 30, 2023.

Revenues by Brand

We adopt a dual-brand strategy through our Arrail Dental and Ryttime Dental brands to provide differentiated dental services to different target markets. As of September 30, 2023, we operated 50 dental clinics in Tier-1 cities under the Arrail Dental brand, and operated 63 dental clinics and 10 dental hospitals primarily in Tier-1 and key Tier-2 cities under the Ryttime Dental brand. The following table sets forth a breakdown of our revenues by brands, both in absolute amount and as a percentage of our total revenues, for the periods indicated.

我們(i)普通牙科產生的收入由截至2022年9月30日止六個月的人民幣409.5百萬元增加18.2%至截至2023年9月30日止六個月的人民幣483.9百萬元；(ii)正畸科產生的收入由截至2022年9月30日止六個月的人民幣181.2百萬元增加13.9%至截至2023年9月30日止六個月的人民幣206.4百萬元；及(iii)種植科產生的收入由截至2022年9月30日止六個月的人民幣156.6百萬元增加13.4%至截至2023年9月30日止六個月的人民幣177.5百萬元。

按品牌劃分的收入

我們透過瑞爾齒科及瑞泰口腔品牌採納雙品牌戰略，向不同目標市場提供差異化口腔醫療服務。截至2023年9月30日，我們以瑞爾齒科品牌在一線城市運營50家口腔診所，並以瑞泰口腔品牌主要在一線及核心二線城市運營63家口腔診所及10家口腔醫院。下表載列於所示期間我們按品牌劃分的收入明細，以絕對金額及佔我們總收入的百分比列示。

For the six months ended September 30, 截至9月30日止六個月

2023	2022
2023年	2022年

(RMB in thousands, except for percentages)
(人民幣千元，百分比除外)

Arrail Dental	瑞爾齒科	402,664	45.4%	384,982	49.9%
Ryttime Dental	瑞泰口腔	483,492	54.6%	386,592	50.1%
Total	總計	886,156	100.0%	771,574	100.0%

Management Discussion and Analysis

管理層討論與分析

Cost of Sales

Our cost of sales primarily consists of (i) employee benefits expenses; (ii) depreciation and amortization; and (iii) dental materials used. Employee benefits expenses primarily consist of salaries, benefits and bonuses, including social security costs and housing benefits. Depreciation and amortization expenses primarily consist of depreciation of our medical equipment, office equipment and furniture, leasehold improvements, and right-of-use assets, representing the leases of dental clinics and hospitals. Dental material used primarily consist of purchase costs of raw materials and consumables mainly comprising customized dentures, dental braces, implant and dental crowns for implantology, orthodontics and restorations.

The following table sets forth a breakdown of our cost of sales by nature, both in absolute amounts and as a percentage of total cost of sales, for the periods indicated.

銷售成本

我們的銷售成本主要包括(i)僱員福利開支；(ii)折舊及攤銷；及(iii)所用齒科材料。僱員福利開支主要包括薪金、福利及花紅，包括社會保障成本及住房福利。折舊及攤銷開支主要包括醫療設備、辦公設備及傢具、租賃物業裝修及使用權資產（口腔診所及醫院的租賃）的折舊。所用齒科材料主要包括原材料及耗材（主要包括種植科、正畸及修復使用的訂製假牙、牙套、植牙及牙冠）的採購成本。

下表載列我們於所示期間按性質劃分的銷售成本明細，以絕對金額及佔總銷售成本的百分比列示。

For the six months ended September 30,
截至9月30日止六個月

		2023		2022	
		2023年		2022年	
<i>(RMB in thousands, except for percentages)</i> <i>(人民幣千元，百分比除外)</i>					
Employee benefits expenses	僱員福利開支	366,691	53.7%	311,511	51.5%
Depreciation and amortization	折舊及攤銷	118,610	17.4%	122,112	20.2%
Dental materials used	所用齒科材料	130,535	19.1%	124,154	20.5%
Consulting fees	諮詢費	16,513	2.4%	16,353	2.7%
Office and property management expenses	辦公及物業管理開支	30,335	4.4%	23,473	3.9%
Others ⁽¹⁾	其他 ⁽¹⁾	20,622	3.0%	6,797	1.2%
Total	總計	683,306	100.0%	604,400	100.0%

Note:

(1) Primarily include rental expenses, travelling expenses, training expenses and utility expenses.

附註：

(1) 主要包括租金開支、差旅開支、培訓開支及水電費。

Our cost of sales increased by 13.1% from RMB604.4 million for the six months ended September 30, 2022 to RMB683.3 million for the six months ended September 30, 2023, primarily due to the increase in employee benefits expenses, dental materials used and office and property management in line with the business growth.

我們的銷售成本由截至2022年9月30日止六個月的人民幣604.4百萬元增加13.1%至截至2023年9月30日止六個月的人民幣683.3百萬元，主要是由於僱員福利開支、所用齒科材料以及辦公及物業管理開支隨著業務增長而增加。

Management Discussion and Analysis

管理層討論與分析

Gross Profit

Our gross profit increased by 21.3% from RMB167.2 million for the six months ended September 30, 2022 to RMB202.9 million for the six months ended September 30, 2023, primarily due to the increase in revenue and improvement in operating efficiency.

Selling and Distribution Expenses

Our selling and distribution expenses primarily consist of (i) employee benefits expenses for our sales and marketing staff; (ii) advertising and marketing expenses; and (iii) consulting fees. The following table sets forth a breakdown of our selling and distribution expenses, both in absolute amounts and as a percentage of total cost of revenues, for the periods indicated.

毛利

我們的毛利由截至2022年9月30日止六個月的人民幣167.2百萬元增加21.3%至截至2023年9月30日止六個月的人民幣202.9百萬元，主要是由於收入增加及經營效率改善。

銷售及經銷開支

我們的銷售及經銷開支主要包括(i)銷售及營銷人員的僱員福利開支；(ii)廣告及營銷開支；及(iii)諮詢費。下表載列我們於所示期間的銷售及經銷開支明細，以絕對金額及佔總收入成本的百分比列示。

For the six months ended September 30, 截至9月30日止六個月

		2023 2023年		2022 2022年	
(RMB in thousands, except for percentages) (人民幣千元，百分比除外)					
Employee benefits expenses	僱員福利開支	34,875	50.1%	22,705	49.9%
Advertising and marketing expenses	廣告及營銷開支	28,394	40.8%	18,645	41.0%
Consulting fees	諮詢費	4,517	6.5%	2,447	5.4%
Others ⁽¹⁾	其他 ⁽¹⁾	1,821	2.6%	1,696	3.7%
Total	總計	69,607	100.0%	45,493	100.0%

Note:

(1) Primarily include travelling expenses, training expenses and recruitment expenses.

Our selling and distribution expenses increased by 53.0% from RMB45.5 million for the six months ended September 30, 2022 to RMB69.6 million for the six months ended September 30, 2023, primarily because we expanded marketing team and carried out more marketing and promotion activities during the Reporting Period.

附註：

(1) 主要包括差旅開支、培訓開支及招聘開支。

我們的銷售及經銷開支由截至2022年9月30日止六個月的人民幣45.5百萬元增加53.0%至截至2023年9月30日止六個月的人民幣69.6百萬元，主要是由於我們於報告期內擴展營銷團隊並開展更多營銷推廣活動所致。



Management Discussion and Analysis

管理層討論與分析



Administrative Expenses

Our administrative expenses primarily consist of (i) share-based compensation expenses; (ii) employee benefits expenses for our directors, senior management and other administrative staff; (iii) consulting fees; and (iv) depreciation and amortization. The following table sets forth a breakdown of our administrative expenses, both in absolute amounts and as a percentage, for the periods indicated.

行政開支

我們的行政開支主要包括(i)股份酬金開支；(ii)董事、高級管理層及其他行政人員的僱員福利開支；(iii)諮詢費；及(iv)折舊及攤銷。下表載列我們於所示期間的行政開支明細，以絕對金額及所佔百分比列示。

For the six months ended September 30,
截至9月30日止六個月

2023	2022
2023年	2022年

(RMB in thousands, except for percentages)
(人民幣千元，百分比除外)

		2023	2023年	2022	2022年
Share-based compensation expenses	股份酬金開支	38,473	31.8%	100,641	55.3%
Employee benefits expenses	僱員福利開支	49,276	40.7%	46,103	25.3%
Consulting fees	諮詢費	9,885	8.2%	13,150	7.2%
Depreciation and amortization	折舊及攤銷	10,159	8.4%	10,123	5.6%
Office and property management expenses	辦公及物業管理開支	3,752	3.1%	2,257	1.2%
Others ⁽¹⁾	其他 ⁽¹⁾	9,621	7.8%	9,639	5.4%
Total	總計	121,166	100.0%	181,913	100.0%

Note:

(1) Primarily include auditor's remuneration, travelling expenses, training expenses and recruitment expenses.

附註：

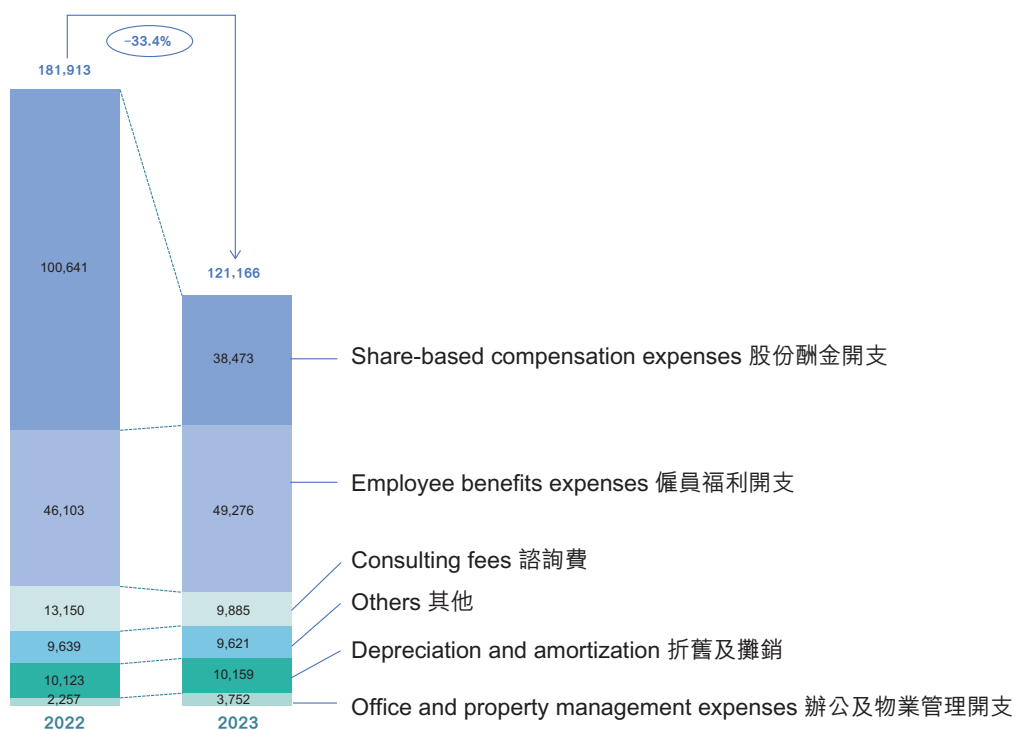
(1) 主要包括審計師薪酬、差旅開支、培訓開支及招聘開支。

Management Discussion and Analysis

管理層討論與分析

Administrative Expenses during the Indicated Period (RMB in thousands)

所示期間行政開支變動情況（人民幣千元）



Note: For the six months ended September 30
 附註：截至9月30日止六個月

Our administrative expenses decreased by 33.4% from RMB181.9 million for the six months ended September 30, 2022 to RMB121.2 million for the six months ended September 30, 2023, primarily due to the decrease in share-based compensation expenses for RSUs already vested before the Reporting Period.

我們的行政開支由截至2022年9月30日止六個月的人民幣181.9百萬元減少33.4%至截至2023年9月30日止六個月的人民幣121.2百萬元，主要是由於報告期前已歸屬受限制股份單位令股份酬金開支減少。



Management Discussion and Analysis

管理層討論與分析



Research and Development Expenses

Our research and development expenses primarily consist of (i) employee benefits expenses for our research and development staff; and (ii) consulting fees. The following table sets forth a breakdown of our research and development expenses, both in absolute amounts and as a percentage, for the periods indicated.

研發開支

我們的研發開支主要包括(i)我們研發人員的僱員福利開支；及(ii)諮詢費。下表載列我們於所示期間的研發開支明細，以絕對金額及所佔百分比列示。

For the six months ended September 30,
截至9月30日止六個月

2023
2023年

2022
2022年

(RMB in thousands, except for percentages)
(人民幣千元，百分比除外)

Employee benefits expenses	僱員福利開支	1,693	37.0%	8,906	83.0%
Consulting fees	諮詢費	1,841	40.2%	1,475	13.8%
Depreciation and amortization	折舊及攤銷	946	20.7%	132	1.2%
Others ⁽¹⁾	其他 ⁽¹⁾	101	2.1%	215	2.0%
Total	總計	4,581	100.0%	10,728	100.0%

Note:

(1) Primarily include travelling expenses, property management expenses and utility expenses.

附註：

(1) 主要包括差旅開支、物業管理開支及水電費。

Our research and development expenses decreased by 57.3% from RMB10.7 million for the six months ended September 30, 2022 to RMB4.6 million for the six months ended September 30, 2023, primarily due to the decrease in employee benefits expenses reflecting the decrease in the expenses of maintenance and follow-up development of our self-developed information technology.

我們的研發開支由截至2022年9月30日止六個月的人民幣10.7百萬元減少57.3%至截至2023年9月30日止六個月的人民幣4.6百萬元，主要是由於僱員福利開支減少，而這反映我們自主研發的資訊科技的維護及跟進開發費用減少。

Management Discussion and Analysis

管理層討論與分析

Reversal of Impairment Loss/(Impairment Loss) on Financial Assets – Net

Reversal of impairment loss/(impairment loss) on financial assets – net refer to impairment charges recorded based on the difference between the cash flows contractually due and all the cash flows that we expect to receive from trade and other receivables. Our reversal of impairment loss on financial assets was RMB2.9 million for the six months ended September 30, 2023, compared to impairment loss on financial assets of RMB1.2 million for the six months ended September 30, 2022, primarily due to the decrease in trade receivables.

Operating Profit

For the six months ended September 30, 2023, our operating profit was RMB14.7 million, compared to an operating loss of RMB71.7 million for the six months ended September 30, 2022, mainly due to the increase in revenue and the decrease in share-based compensation expenses. Excluding the share-based compensation expenses, our operating profit would be RMB53.2 million.

Net Finance Costs

Our net finance costs decreased by 69.6% from RMB16.2 million for the six months ended September 30, 2022 to RMB4.9 million for the six months ended September 30, 2023, primarily due to the increase in interest income from bank deposits.

金融資產淨減值虧損撥回/(減值虧損)

金融資產淨減值虧損撥回/(減值虧損)指根據合同到期的現金流量與我們預期自貿易及其他應收款項收到的所有現金流量之間的差額所記錄的減值費用。截至2023年9月30日止六個月，我們的金融資產減值虧損撥回為人民幣2.9百萬元，而截至2022年9月30日止六個月則為金融資產減值虧損人民幣1.2百萬元，主要是由於貿易應收款項減少。

經營利潤

截至2023年9月30日止六個月，我們的經營利潤為人民幣14.7百萬元，而截至2022年9月30日止六個月則為經營虧損人民幣71.7百萬元，主要是由於收入增加及股份酬金開支減少所致。剔除股份酬金開支，我們的經營利潤將為人民幣53.2百萬元。

淨財務成本

我們的淨財務成本由截至2022年9月30日止六個月的人民幣16.2百萬元減少69.6%至截至2023年9月30日止六個月的人民幣4.9百萬元，主要是由於銀行存款利息收入增加。



Management Discussion and Analysis

管理層討論與分析



Net Profit/(Loss) for the Period

As a result of the foregoing, our profit for the period turned from loss of RMB90.0 million for the six months ended September 30, 2022 to a profit of RMB6.2 million for the six months ended September 30, 2023.

Property, Plant and Equipment

Our property, plant and equipment primarily consist of (i) medical equipment; (ii) office equipment and furniture; (iii) motor vehicles; and (iv) leasehold improvements. Our property, plant and equipment decreased from RMB324.2 million as of March 31, 2023 to RMB318.7 million as of September 30, 2023, mainly due to the depreciation of property, plant and equipment.

Right-of-use Assets

Our right-of-use assets represent leases of dental clinics, hospitals, and office space in accordance with IFRS 16. Our right-of-use assets increased from RMB692.1 million as of March 31, 2023 to RMB715.9 million as of September 30, 2023, primarily due to the increase in leases for dental clinics and hospitals.

Net Current Assets

We had net current assets of RMB907.6 million as of September 30, 2023, compared to RMB802.6 million as of March 31, 2023, primarily because of the increase in time deposits with original maturity over three months.

期內淨利潤／（虧損）

由於上述原因，我們期內由截至2022年9月30日止六個月錄得虧損人民幣90.0百萬元，轉為截至2023年9月30日止六個月錄得利潤人民幣6.2百萬元。

物業、廠房及設備

我們的物業、廠房及設備主要包括(i)醫療設備；(ii)辦公設備及傢具；(iii)汽車；及(iv)租賃物業裝修。我們的物業、廠房及設備由截至2023年3月31日的人民幣324.2百萬元減少至截至2023年9月30日的人民幣318.7百萬元，主要是由於物業、廠房及設備折舊所致。

使用權資產

根據國際財務報告準則第16號，我們的使用權資產指口腔診所、醫院及辦公場所的租賃。我們的使用權資產由截至2023年3月31日的人民幣692.1百萬元增加至截至2023年9月30日的人民幣715.9百萬元，主要由於對口腔診所及醫院的租賃增加。

淨流動資產

截至2023年9月30日，我們的淨流動資產為人民幣907.6百萬元，而截至2023年3月31日則為人民幣802.6百萬元，主要是由於三個月以上定期存款的增加。

Management Discussion and Analysis

管理層討論與分析

Trade Receivables

Trade receivables are primarily amounts due from customers for dental services performed and dental materials sold in the ordinary course of business. Trade receivables are classified as current assets if they are expected to be collected in one year or less. We typically charge our individual patients upon rendering our services. In addition, for our corporate clients, we usually grant them a credit period ranging from 10 to 60 days.

Our trade receivables decreased from RMB75.6 million as of March 31, 2023 to RMB67.6 million as of September 30, 2023. Our trade receivables turnover days were 23 days for year ended March 31, 2023, and 19 days for the six months ended September 30, 2023. The decrease in turnover days was mainly due to the improvement in collecting trade receivables from insurance companies and corporate clients.

Other Receivables

Our other receivables primarily consist of (i) loans to related parties; (ii) receivable from RSU management agency and deposit in a security broker for share repurchase; and (iii) loans to employees, net of loss allowance. Our other receivables included in current assets remained stable at RMB206.5 million as of March 31, 2023 and RMB205.6 million as of September 30, 2023.

Trade Payables

Our trade payables primarily represent the amount due to our suppliers. Our suppliers typically granted us a credit period of 90 days.

Our trade payables remained stable at RMB85.0 million as of March 31, 2023 and RMB83.4 million as of September 30, 2023. Our trade payables turnover days decreased from 59 days for the year ended March 31, 2023 to 49 days for the six months ended September 30, 2023, primarily because we accelerated payment process.

貿易應收款項

貿易應收款項主要為就日常業務過程中提供的口腔醫療服務及銷售的齒科材料應收客戶的款項。倘貿易應收款項預期於一年或以內收回，則分類為流動資產。我們通常在提供服務時向個人患者收費。此外，就企業客戶而言，我們通常授予介乎10至60天的信貸期。

我們的貿易應收款項由截至2023年3月31日的人民幣75.6百萬元減少至截至2023年9月30日的人民幣67.6百萬元。截至2023年3月31日止年度及截至2023年9月30日止六個月，我們的貿易應收款項週轉天數分別為23天及19天。週轉天數減少，主要是由於向保險公司及企業客戶追收貿易應收款項的情況有所改善。

其他應收款項

我們的其他應收款項主要包括(i)向關聯方提供貸款；(ii)應收受限制股份單位管理機構的款項及就購回股份向證券經紀提供的按金；及(iii)向僱員提供貸款，並已扣除虧損撥備。我們計入流動資產的其他應收款項維持穩定，截至2023年3月31日及2023年9月30日分別為人民幣206.5百萬元及人民幣205.6百萬元。

貿易應付款項

我們的貿易應付款項主要為應付供應商款項。我們的供應商通常給予我們90天的信貸期。

我們的貿易應付款項維持穩定，截至2023年3月31日及2023年9月30日分別為人民幣85.0百萬元及人民幣83.4百萬元。我們的貿易應付款項週轉天數由截至2023年3月31日止年度的59天減少至截至2023年9月30日止六個月的49天，主要由於我們加快付款進度。

Management Discussion and Analysis

管理層討論與分析

Other Payables

Our other payables primarily consist of (i) employee benefits payable; (ii) consideration payable for acquisition of Wuxi Tongshan Dental Hospital Co., Ltd.; and (iii) taxes payables. Our other payables decreased by 18.4% from RMB124.5 million as of March 31, 2023 to RMB101.6 million as of September 30, 2023, primarily due to the settlement of employee benefits and amounts due to employees arisen from exercise of RSUs.

Financial Assets at Fair Value through Profit or Loss

Our financial assets at fair value through profit or loss primarily represent our investments in wealth management products with an aggregate principal amount of approximately RMB273.3 million, unlisted debt instruments of RMB35.7 million and unlisted equity instruments of RMB30 million. As of September 30, 2023, the Company invested in wealth management products from GF Global Capital Limited of US\$20.7 million (equivalent to RMB148.8 million) and Huatai International Financial Products Limited of US\$16.7 million (equivalent to RMB120.0 million). The unlisted debt instruments represent 8.22% interest in Hangzhou Jarvis. The unlisted equity instruments represent 20% equity interest in Hangzhou Jinyaori.

Prepayments

Our prepayments primarily consist of (i) prepayments for braces; (ii) incremental cost of obtaining contracts, representing the commissions to dentists; (iii) prepayments for inventories other than braces; (iv) prepayments for equipments; and (v) short-term lease prepayments. Our prepayments increase by 11.1% from RMB142.2 million as of March 31, 2023 to RMB158.0 million as of September 30, 2023, primarily due to increase in prepayments for dental materials and renovation for dental clinics and hospitals.

其他應付款項

我們的其他應付款項主要包括(i)應付僱員福利；(ii)就收購無錫市通善口腔醫院有限公司應付對價；及(iii)應付稅項。我們的其他應付款項由截至2023年3月31日的人民幣124.5百萬元減少18.4%至截至2023年9月30日的人民幣101.6百萬元，主要是由於結算員工福利及支付員工行使受限制股份單位權利的收益款項所致。

按公允價值計入損益的金融資產

我們按公允價值計入損益的金融資產主要指我們本金總額約為人民幣273.3百萬元的於理財產品的投資、人民幣35.7百萬元的非上市債務工具及人民幣30百萬元的非上市權益工具。截至2023年9月30日，本公司於廣發全球資本有限公司及華泰國際金融產品有限公司發行的理財產品的投資額分別為20.7百萬美元（相等於人民幣148.8百萬元）及16.7百萬美元（相等於人民幣120.0百萬元）。非上市債務工具指於杭州佳沃思的8.22%權益。非上市權益工具指於杭州金曜日的20%股權。

預付款項

我們的預付款項主要包括(i)牙套預付款項；(ii)獲得合同的增量成本，即醫生佣金；(iii)存貨（牙套除外）預付款項；(iv)設備預付款項；及(v)短期租賃預付款項。我們的預付款項由截至2023年3月31日的人民幣142.2百萬元增加11.1%至截至2023年9月30日的人民幣158.0百萬元，主要是由於對齒科材料以及翻新口腔診所和醫院的預付款項增加。

Management Discussion and Analysis

管理層討論與分析

Foreign Exchange Exposure

Since we operate mainly in the PRC with most of the transactions settled in Renminbi, our management considers that our business is not exposed to significant foreign exchange risk as there are no significant assets or liabilities which are denominated in the currencies other than our functional currency. During the Reporting Period, the Group's currency translation differences mainly arise from the translation of the financial statements of the Company from its functional currency in United States dollars to the reporting currency in Renminbi.

Our Directors would from time to time review the analysis prepared by our account department and assess whether there is any material and adverse impact on our financial performance and whether we should enter into any hedging or derivative financial instruments to manage such foreign exchange risk exposures.

Contingent Liabilities

As of September 30, 2023, we did not have any material contingent liabilities, guarantees, or legal, arbitration or administrative proceedings pending or threatened against us that we expect would materially adversely affect our financial position or results of operations.

Liquidity and Financial Resources and Capital Structure

During the Reporting Period, we financed our operations and other capital expenditure requirements primarily through cash generated from our operations and proceeds raised from the Company's series-E round of financing and the Listing. As of September 30, 2023, we had cash and cash equivalents of RMB630.0 million, as compared with RMB621.9 million as of March 31, 2023. As of September 30, 2023, we had time deposits with original maturity over three months of RMB183.6 million, as compared with RMB52.7 million as of March 31, 2023.

There is no material change in the capital structure of the Company during the Reporting Period. The capital of the Company comprises only ordinary shares.

外匯風險

由於我們主要在中國經營業務，大部分交易均以人民幣結算，由於我們並無以功能貨幣以外的貨幣計值的重大資產或負債，故管理層認為我們的業務並無面臨重大外匯風險。報告期內，本集團的貨幣換算差額主要由本公司財務報表中功能貨幣美元兌呈報貨幣人民幣的換算所產生。

董事將不時審閱我們會計部編製的分析，並評估是否會對我們的財務表現產生任何重大不利影響，以及我們是否應訂立任何對沖或衍生金融工具來管理該等外匯風險敞口。

或然負債

截至2023年9月30日，我們並無任何重大或然負債、擔保或向我們作出尚未了結或面臨威脅的法律、仲裁或行政程序，從而預期對我們的財務狀況或經營業績造成重大不利影響。

流動資金及財務資源以及資本架構

報告期內，我們主要通過我們的經營所得現金以及本公司E輪融資及上市所籌集的所得款項為運營及其他資本支出需求提供資金。截至2023年9月30日，我們的現金及現金等價物為人民幣630.0百萬元，而截至2023年3月31日則為人民幣621.9百萬元。截至2023年9月30日，我們原到期日超過三個月的定期存款為人民幣183.6百萬元，而截至2023年3月31日則為人民幣52.7百萬元。

本公司資本架構於報告期內並無重大變動。本公司資本僅包括普通股。



Management Discussion and Analysis

管理層討論與分析



Capital Expenditures

Capital expenditures represent purchase of property, plant and equipment and intangible assets. For the six months ended September 30, 2023, we incurred additions in property, plant and equipment and intangible assets of RMB68.3 million, compared to RMB95.8 million for the six months ended September 30, 2022. The decrease was primarily because we acquired “TongShan Dental”, a dental group with one dental hospital and eight dental clinics, in August 2022, leading to the increase of property, plant and equipment and intangible assets for the six months ended September 30, 2022. We intend to fund our planned capital expenditures through a combination of the net proceeds from the Global Offering, bank facilities and other borrowings, as well as cash generated from operations.

Borrowings and Gearing Ratio

During the Reporting Period, we incurred borrowings which were primarily denominated in Renminbi, to finance our business acquisition, capital expenditure, and working capital requirements. As of September 30, 2023, we had bank borrowings of RMB284.2 million and undrawn bank loan facilities of RMB535.8 million. The weighted average cost of interest-bearing borrowings for the six months ended September 30, 2023 was 3.64%, compared with 4.33% for the same period in 2022. As of September 30, 2023, approximately 83% of the borrowings were fixed-rate borrowings, with an average interest rate of 3.63% and an average repayment period of 1.1 years.

As of September 30, 2023, the gearing ratio (calculated as total borrowings divided by total equity and multiplied by 100%) is 15.7%.

Charge on Assets

As of September 30, 2023, we pledged US\$16.7 million (equivalent to RMB120.0 million) to a bank as the collateral for bank loans of RMB98.5 million.

資本支出

資本支出指購買物業、廠房及設備以及無形資產。截至2023年9月30日止六個月，我們添置額外物業、廠房及設備以及無形資產為人民幣68.3百萬元，而截至2022年9月30日止六個月則為人民幣95.8百萬元。上述減少主要由於我們於2022年8月收購「通善口腔」（擁有一家口腔醫院及八家口腔診所的口腔集團），導致截至2022年9月30日止六個月的物業、廠房及設備以及無形資產增加。我們擬透過結合全球發售淨所得款項、銀行融資及其他借款以及經營所得現金為我們的計劃資本支出提供資金。

借款及資本負債比率

報告期內，我們通過借款為業務收購、資本支出及營運資金需求撥付資金，其主要以人民幣呈列。截至2023年9月30日，我們有銀行借款人民幣284.2百萬元及未提取銀行貸款額度人民幣535.8百萬元。截至2023年9月30日止六個月，帶息借款加權平均成本為3.64%，而2022年同期則是4.33%。截至2023年9月30日，約83%的借款為定息借款，其平均利率為3.63%，平均還款期為1.1年。

截至2023年9月30日，資本負債比率（按借款總額除以總權益再乘以100%計算）為15.7%。

資產抵押

截至2023年9月30日，我們向一家銀行抵押16.7百萬元（相等於人民幣120.0百萬元）作為人民幣98.5百萬元銀行貸款的抵押品。

Corporate Governance and Other Information

企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ANY OF ITS ASSOCIATED CORPORATIONS

As of September 30, 2023, the interests and short positions of the Directors or chief executives of our Company and their associates in any of the Shares, underlying Shares and debentures of our Company or its associated corporation (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 Model Code were as follows:

Long Positions in the Shares of the Company

董事及最高行政人員於本公司及其任何相聯法團的股份、相關股份及債權證中的權益及淡倉

截至2023年9月30日，本公司董事或最高行政人員及彼等聯繫人於本公司或其相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份及債權證中擁有須記錄於本公司根據證券及期貨條例第352條存置的登記冊的權益及淡倉或根據標準守則已知會本公司及聯交所的權益及淡倉載列如下：

於本公司股份的好倉

Name of Director or Chief Executive	Nature of Interest	Number of Shares/ Underlying Shares Held 所持有的股份／ 相關股份數目	Approximate Percentage of Shareholding Interest ⁽¹⁾ 持股權益概約 百分比 ⁽¹⁾
Mr. ZOU Qifang 鄒其芳先生	Beneficial owner 實益擁有人	15,311,275(L)	2.63%
	Interest in controlled corporations ⁽²⁾ 於受控法團權益 ⁽²⁾	9,920,675(L)	1.71%
	Founder of discretionary trust ⁽³⁾ 酌情信託成立人 ⁽³⁾	48,671,025(L)	8.37%
	Interest of a party to an agreement ⁽⁴⁾ 協議訂約方權益 ⁽⁴⁾	104,709,800(L)	18.00%
Ms. XIN Qin Jessie 辛勤女士	Beneficial owner 實益擁有人	1,125,000(L)	0.19%
	Founder of discretionary trust ⁽⁵⁾ 酌情信託成立人 ⁽⁵⁾	1,250,000(L)	0.21%
Mr. ZHANG Jincai 章錦才先生	Beneficial owner 實益擁有人	1,042,000(L)	0.18%
Mr. ZOU Jianlong 鄒劍龍先生	Beneficial owner 實益擁有人	3,734,650(L)	0.64%



Corporate Governance and Other Information

企業管治及其他資料



Notes:

1. Calculated based on 581,591,950 total issued Shares of the Company as of September 30, 2023.
2. Beier Holdings Limited holds 9,920,675 Shares directly, which is wholly owned by Mr. ZOU Qifang. Therefore, Mr. Zou is deemed to be interested in the Shares held by Beier Holdings Limited under the SFO.

On July 7, 2023, Beier Holdings Limited completed the registration of charge over all of the shares held by it in favour of the Company as security. Please refer to the announcement of the Company dated June 27, 2023 for details.

3. Mingda International Limited holds 18,500,000 Shares directly, which is in turn wholly owned by Rise Day Holdings Limited. On the other hand, Rise Day Holdings Limited holds 30,171,025 Shares directly, which is in turn wholly owned by United Culture Assets Limited, a BVI company wholly owned by an independent trustee entrusted by Mr. Zou. A family trust was established over United Culture Assets Limited for the benefits of Mr. Zou and his family members accordingly, of which Mr. Zou acts as the protector and settlor. Therefore, Mr. Zou is deemed to be interested in the Shares held by each of them under the SFO.
4. The Board has set up Arrail Sunshine as a platform in the BVI to hold incentive shares for the participants under the RSU Scheme. The voting rights of the Shares held by Arrail Sunshine (including Shares held in favour of the participants other than Mr. Zou) is held by Mr. Zou by way of proxy. Therefore, Mr. Zou is deemed to be interested in the Shares held by Arrail Sunshine (including Shares held in favour of the participants other than Mr. Zou) under the SFO.
5. Mismic Limited holds 1,250,000 Shares, which is a BVI company wholly owned by an independent trustee entrusted by Ms. Xin for a family trust established for the benefits of Ms. Xin and her family members. Therefore, Ms. Xin is deemed to be interested in the Shares held by it under the SFO.
6. The letter "L" denotes the person's long position in the Shares.

附註：

1. 根據截至2023年9月30日本公司已發行股份總數581,591,950股計算。
2. Beier Holdings Limited直接持有9,920,675股股份，而Beier Holdings Limited由鄒其芳先生全資擁有。因此，根據證券及期貨條例，鄒先生被視為於Beier Holdings Limited持有的股份中擁有權益。

於2023年7月7日，Beier Holdings Limited完成了就其持有的所有股份抵押予本公司的質押登記。有關詳情請參閱本公司日期為2023年6月27日的公告。

3. Mingda International Limited直接持有18,500,000股股份，而Mingda International Limited由Rise Day Holdings Limited全資擁有。此外，Rise Day Holdings Limited直接持有30,171,025股股份，而Rise Day Holdings Limited由United Culture Assets Limited（一家由鄒先生委託的獨立受託人全資擁有的英屬維爾京群島公司）全資擁有。以鄒先生及其家族成員為受益人的家族信託通過United Culture Assets Limited相應設立，其中鄒先生為保護人及財產授予人。因此，根據證券及期貨條例，鄒先生被視為於彼等各自持有的股份中擁有權益。
4. 董事會已於英屬維爾京群島設立Arrail Sunshine作為平台，以根據受限制股份單位計劃為參與者持有激勵股份。Arrail Sunshine所持有股份（包括為參與者（鄒其芳先生除外）所持有的股份）的投票權由鄒先生以代理方式持有。因此，根據證券及期貨條例，鄒先生被視為於Arrail Sunshine（包括為參與者（鄒其芳先生除外）所持有的股份）持有的股份中擁有權益。
5. Mismic Limited（一家由辛女士為以辛女士及其家族成員為受益人設立的家族信託而委託的獨立受託人全資擁有的英屬維爾京群島公司）持有1,250,000股股份。因此，根據證券及期貨條例，辛女士被視為於彼持有的股份中擁有權益。
6. 字母「L」代表該人士於股份的好倉。

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Save as disclosed above, as of September 30, 2023, none of the Directors or chief executives of the Company or their associates had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As of September 30, 2023, so far as the Directors are aware, the following persons (other than the Directors or chief executives of the Company or their associates) had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO or will, directly or indirectly, be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of the Company or any other members of the Group:

Long Positions in the Shares of the Company

除上文所披露者外，截至2023年9月30日，本公司董事或最高行政人員或彼等聯繫人概無或被視為於本公司或其任何相聯法團的股份、相關股份或債權證中擁有任何權益或淡倉。

主要股東於本公司股份及相關股份的權益及淡倉

截至2023年9月30日，就董事所知，以下人士（本公司董事或最高行政人員或彼等聯繫人除外）於本公司股份或相關股份擁有須記錄於本公司根據證券及期貨條例第XV部第2及3分部的條文存置的登記冊的權益或淡倉，或將直接或間接於附帶權利可在所有情況下於本公司或本集團任何其他成員公司股東大會上投票的任何類別股本面值中擁有5%或以上權益：

於本公司股份的好倉

Name of substantial shareholder 主要股東名稱	Nature of Interest 權益性質	Shares/Underlying Shares Held as of September 30, 2023 截至2023年9月30日 所持有的股份／相關股份	
		Number of Shares 股份數目	Approximate Percentage ⁽¹⁾ 概約百分比 ⁽¹⁾
Rise Day Holdings Limited	Beneficial owner 實益擁有人	30,171,025(L)	5.19%
	Interest in controlled corporations ⁽²⁾ 於受控法團權益 ⁽²⁾	18,500,000(L)	3.18%
United Culture Assets Limited	Interest in controlled corporations ⁽²⁾ 於受控法團權益 ⁽²⁾	48,671,025(L)	8.37%
Trident Trust Company (HK) Limited	Trustee ⁽²⁾ 受託人 ⁽²⁾	48,671,025(L)	8.37%
Arrail Sunshine Holdings Limited	Beneficial owner ⁽³⁾ 實益擁有人 ⁽³⁾	114,904,600(L)	19.76%
KASTLE LIMITED 嘉士圖有限公司	Trustee ⁽⁴⁾ 受託人 ⁽⁴⁾	120,195,600(L)	20.67%



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Name of substantial shareholder 主要股東名稱	Nature of Interest 權益性質	Shares/Underlying Shares Held as of September 30, 2023 截至2023年9月30日	
		Number of Shares 股份數目	Approximate Percentage ⁽¹⁾ 概約百分比 ⁽¹⁾
Elbrus Investments Pte. Ltd.	Beneficial owner ⁽⁵⁾ 實益擁有人 ⁽⁵⁾	58,237,675(L)	10.01%
Temasek Life Sciences Private Limited	Interest in controlled corporations ⁽⁵⁾ 於受控法團權益 ⁽⁵⁾	58,237,675(L)	10.01%
Fullerton Management Pte Ltd	Interest in controlled corporations ⁽⁵⁾ 於受控法團權益 ⁽⁵⁾	58,237,675(L)	10.01%
Temasek Holdings (Private) Limited	Interest in controlled corporations ⁽⁵⁾ 於受控法團權益 ⁽⁵⁾	58,237,675(L)	10.01%
Total Success Investment Ltd.	Beneficial owner ⁽⁶⁾ 實益擁有人 ⁽⁶⁾	49,476,900(L)	8.51%
19 Growth Capital Fund LP	Interest in controlled corporations ⁽⁶⁾ 於受控法團權益 ⁽⁶⁾	49,476,900(L)	8.51%
Empire Choice International Limited	Interest in controlled corporations ⁽⁶⁾ 於受控法團權益 ⁽⁶⁾	49,476,900(L)	8.51%
Roger K C Young	Interest in controlled corporations ⁽⁶⁾ 於受控法團權益 ⁽⁶⁾	49,476,900(L)	8.51%
19 Growth Capital Fund GP Inc.	Interest in controlled corporations ⁽⁶⁾ 於受控法團權益 ⁽⁶⁾	49,476,900(L)	8.51%
John Paul Buckley	Interest in controlled corporations ⁽⁶⁾ 於受控法團權益 ⁽⁶⁾	49,476,900(L)	8.51%
Zheng Zhang	Interest in controlled corporations ⁽⁶⁾ 於受控法團權益 ⁽⁶⁾	49,476,900(L)	8.51%
KPCB China Associates, Ltd.	Interest in controlled corporations ⁽⁷⁾ 於受控法團權益 ⁽⁷⁾	31,121,900(L)	5.35%

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Notes:

1. Calculated based on 581,591,950 total issued Shares of the Company as of September 30, 2023.
2. Mingda International Limited holds 18,500,000 Shares directly, which is in turn wholly owned by Rise Day Holdings Limited. Under the SFO, Rise Day Holdings Limited is deemed to be interest in the Shares held by Mingda International Limited. On the other hand, Rise Day Holdings Limited is held by United Culture Assets Limited, which is a BVI company wholly owned by an independent trustee entrusted by Mr. ZOU Qifang. A family trust was established over United Culture Assets Limited for the benefits of Mr. Zou and his family members accordingly, of which Mr. Zou acts as the protector and settlor, and Trident Trust Company (HK) Limited is the trustee of the family trust. Therefore, Trident Trust Company (HK) Limited and United Culture Assets Limited are deemed to be interested in the Shares held by Rise Day Holdings Limited under the SFO.
3. Arrail Sunshine is a platform in the BVI set up by the Board to hold incentive shares of the Company, for the participants under the RSU Scheme. The voting rights of Arrail Sunshine is held by Mr. ZOU Qifang by way of proxy.
4. KASTLE LIMITED, a company incorporated in Hong Kong, is the trustee (which is independent of and not a connected person of the Company) appointed by the Company for the administration of the RSU Scheme and 2022 RSU Scheme. KASTLE LIMITED is deemed to be interested in the Shares held by Arrail Sunshine and Arrail Revival Holdings Limited, the platforms holding underlying Shares for RSU Scheme and 2022 RSU Scheme, under the SFO.

附註：

1. 根據截至2023年9月30日本公司已發行股份總數581,591,950股計算。
2. Mingda International Limited直接持有18,500,000股股份，而Mingda International Limited由Rise Day Holdings Limited全資擁有。根據證券及期貨條例，Rise Day Holdings Limited被視為於Mingda International Limited持有的股份中擁有權益。此外，Rise Day Holdings Limited由United Culture Assets Limited（一家由鄒其芳先生委託的獨立受託人全資擁有的英屬維爾京群島公司）擁有。以鄒先生及其家族成員為受益人的家族信託通過United Culture Assets Limited相應設立，其中鄒先生為保護人及財產授予人，而Trident Trust Company (HK) Limited為該家族信託的受託人。因此，根據證券及期貨條例，Trident Trust Company (HK) Limited及United Culture Assets Limited被視為於Rise Day Holdings Limited持有的股份中擁有權益。
3. Arrail Sunshine為董事會於英屬維爾京群島設立的平台，以根據受限制股份單位計劃為參與者持有本公司的激勵股份。Arrail Sunshine的投票權由鄒其芳先生以代理方式持有。
4. 嘉士圖有限公司，一家於香港註冊成立的公司，為本公司委任以管理受限制股份單位計劃及2022年受限制股份單位計劃的受託人（獨立於本公司且並非本公司關連人士）。根據證券及期貨條例，嘉士圖有限公司被視為分別於Arrail Sunshine及Arrail Revival Holdings Limited（分別持有受限制股份單位計劃及2022年受限制股份單位計劃相關股份的平台）持有的股份中擁有權益。

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5. Elbrus Investments Pte. Ltd. is a company incorporated in Singapore, which is wholly owned by Temasek Life Sciences Private Limited, which is in turn wholly owned by Fullerton Management Pte Ltd, which is in turn wholly owned by Temasek Holdings (Private) Limited. Under the SFO, each of Temasek Life Sciences Private Limited, Fullerton Management Pte Ltd and Temasek Holdings (Private) Limited is deemed to be interested in the Shares held by Elbrus Investments Pte. Ltd.
5. Elbrus Investments Pte. Ltd.為一家於新加坡註冊成立的公司，由Temasek Life Sciences Private Limited全資擁有，而Temasek Life Sciences Private Limited由Fullerton Management Pte Ltd全資擁有，Fullerton Management Pte Ltd由淡馬錫控股(私人)有限公司全資擁有。根據證券及期貨條例，Temasek Life Sciences Private Limited、Fullerton Management Pte Ltd及淡馬錫控股(私人)有限公司均被視為於Elbrus Investments Pte. Ltd.持有的股份中擁有權益。
6. Total Success Investment Ltd. is an investment holding company incorporated in the Cayman Islands and is wholly owned by 19 Growth Capital Fund LP, a limited partnership registered in the State of Delaware. Empire Choice International Limited is the limited partner of 19 Growth Capital Fund LP, which is wholly owned by Roger K C Young. 19 Growth Capital Fund GP Inc. is the general partner of 19 Growth Capital Fund LP, and 19 Growth Capital Fund GP Inc. is owned as to 60% by John Paul Buckley and 40% by Zheng Zhang. Under the SFO, 19 Growth Capital Fund LP, Empire Choice International Limited, Roger K C Young, 19 Growth Capital Fund GP Inc., John Paul Buckley and Zheng Zhang are deemed to be interested in the Shares held by Total Success Investment Ltd..
6. Total Success Investment Ltd.為一家於開曼群島註冊成立的投資控股公司，由19 Growth Capital Fund LP(為一家在特拉華州註冊的有限合夥企業)全資擁有。Empire Choice International Limited是19 Growth Capital Fund LP的有限合夥人，及由Roger K C Young全資擁有。19 Growth Capital Fund GP Inc.是19 Growth Capital Fund LP的一般合夥人，而19 Growth Capital Fund GP Inc.由John Paul Buckley及Zheng Zhang分別擁有60%及40%的權益。根據證券及期貨條例，19 Growth Capital Fund LP、Empire Choice International Limited、Roger K C Young、19 Growth Capital Fund GP Inc.、John Paul Buckley及Zheng Zhang被視為於Total Success Investment Ltd.持有的股份中擁有權益。

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7. KPCB China Fund, L.P. (“**KPCB CF**”) holds 29,045,950 Shares directly and KPCB China Founders Fund, L.P. (“**KPCB CFF**”) holds 2,075,950 Shares directly, which both are exempted limited partnerships established under the laws of Cayman Islands and are venture capital funds. The general partner of KPCB CF and KPCB CFF is KPCB China Associates, Ltd., which is a Cayman Islands exempted company. The voting and investment power of shares held by KPCB CF and KPCB CFF is exercised by the board of KPCB China Associates, Ltd, which consists of Tina Lin-chi Ju, Theodore Schlein, Brook Byers, L. John Doerr and Raymond Lane. Under the SFO, KPCB China Associates, Ltd. is deemed to be interested in the Shares held by KPCB CF and KPCB CFF.

8. The letter “L” denotes the person’s long position in the Shares.

Save as disclosed above, as at September 30, 2023, no person, other than the Directors or chief executives of the Company whose interests are set out in the section headed “Directors’ and Chief Executives’ Interests and Short Positions in Shares and Underlying Shares and Debentures of the Company and Any of its Associated Corporations” above, had any interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries, purchased, sold or redeemed any listed securities of the Company during the Reporting Period.

7. KPCB China Fund, L.P. (「**KPCB CF**」) 直接持有 29,045,950 股股份及 KPCB China Founders Fund, L.P. (「**KPCB CFF**」) 直接持有 2,075,950 股股份，彼等均為根據開曼群島法例成立的獲豁免有限合夥企業，屬於風險投資基金。KPCB CF 及 KPCB CFF 的普通合夥人為開曼群島獲豁免公司 KPCB China Associates, Ltd.。KPCB CF 及 KPCB CFF 所持股份的投票及投資權由 KPCB China Associates, Ltd. 的董事會行使，該董事會由 Tina Lin-chi Ju、Theodore Schlein、Brook Byers、L. John Doerr 及 Raymond Lane 組成。根據證券及期貨條例，KPCB China Associates, Ltd. 被視為於 KPCB CF 及 KPCB CFF 持有的股份中擁有權益。

8. 字母「L」代表有關人士於股份的好倉。

除上文所披露者外，於 2023 年 9 月 30 日，除本公司董事或最高行政人員於上文「董事及最高行政人員於本公司及其任何相聯法團的股份、相關股份及債權證中的權益及淡倉」一節所載的權益外，概無人士於股份或相關股份中擁有須記錄於根據證券及期貨條例第 336 條存置的登記冊的任何權益或淡倉。

購買、出售或贖回本公司上市證券

本公司或其任何子公司於報告期內概無購買、出售或贖回本公司任何上市證券。

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MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Guidelines for Securities Transactions by Directors (the “**Written Guidelines**”) on no less exacting terms than the Model Code as its own code of conduct regarding securities transactions by the Directors.

Having made specific enquiry of all Directors, all of them have confirmed that they have complied with the Model Code and the Written Guidelines during the Reporting Period. No incident of non-compliance of the Written Guidelines by the employees who are likely to be in possession of inside information of the Company was noted by the Company.

SHARE INCENTIVE SCHEME

RSU Scheme

The RSU Scheme was approved and adopted by the Board on August 3, 2021. The purpose of the RSU Scheme is to attract, retain and motivate our Directors, employees and such other participants, and to provide a means of compensating them through the grant of awards (the “**Awards**”) for their contribution to the growth and profits of the Group, and to allow such Directors, employees and other persons to participate in the growth and profitability of the Group.

The Participants of the Scheme

The participant of the RSU Scheme is any person belong to any of (i) the employee (whether full time or part time) of the Company or its subsidiaries; (ii) any Director, including independent non-executive Director, or any director of any of the subsidiaries; and (iii) any other consultant to the Group who, in the sole opinion of the Board, will contribute or have contributed to the Group.

證券交易的標準守則

本公司已採納不遜於標準守則的董事證券交易指引（「書面指引」）作為董事進行證券交易的行為守則。

經作出具體詢問後，全體董事確認彼等於報告期內均遵守標準守則及書面指引。本公司並無發現可能掌握本公司內幕消息的僱員存在不遵守書面指引的情況。

股份激勵計劃

受限制股份單位計劃

董事會於2021年8月3日批准及採納受限制股份單位計劃。受限制股份單位計劃旨在吸引、挽留及激勵董事、僱員及有關其他參與者，並透過授予獎勵（「獎勵」）的方式酬謝彼等為本集團發展及利潤所作出的貢獻，以及讓該等董事、僱員及其他人士分享本集團發展及盈利。

計劃的參與者

受限制股份單位計劃的參與人為屬於(i)本公司或其子公司僱員（無論是全職或兼職）；(ii)任何董事（包括獨立非執行董事）或子公司的任何董事；及(iii)董事會全權認為將對本集團作出貢獻或已作出貢獻的本集團的任何顧問人士。

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Maximum Number of Shares Available for Subscription

Pursuant to the RSU Scheme, the overall limit on the number of underlying Shares to be granted under the RSU Scheme is 119,972,600 Shares, which represents approximately 20.63% of the total issued share capital of the Company as of the date of this interim report. There is no maximum limit of RSUs which may be granted to each participant subject to the compliance of the Listing Rules.

Term

The RSU Scheme shall be valid and effective for the period of ten years commencing on August 3, 2021, with a remaining life of approximately seven years and seven months as of the date of this interim report, after which period no further Awards will be granted.

Vesting Criteria and Other Terms

The Board will set vesting criteria in its discretion, which, depending on the extent to which the criteria are met, will determine the number of RSUs that will be paid-out to the grantee. The Board may set vesting criteria based upon the achievement of Company-wide, business unit, or individual goals (including, but not limited to, continued employment or service), or any other basis determined by the Board in its discretion.

The vesting schedules are stipulated in the respective award agreement between the Company and the grantees.

Form and Timing of Payment

Payment of realized RSUs will be made as soon as practicable after the date(s) determined by the Board and set forth in the award agreement. The Board, in its sole discretion, may decide the method to settle realized RSUs in cash, Shares, or a combination of both.

可供認購的股份最高數目

根據受限制股份單位計劃，受限制股份單位計劃項下將予授出的相關股份數目的整體限額為119,972,600股股份，其佔本公司截至本中期報告日期已發行股本總額的約20.63%。在遵守上市規則的前提下，向每位參與者授予的受限制股份單位並無最高限額。

期限

受限制股份單位計劃自2021年8月3日起有效期為十年，截至本中期報告日期剩餘期限約為七年七個月，在此期限後將不再授予獎勵。

歸屬標準及其他條款

董事會將酌情訂立歸屬標準，有關標準（視乎標準達成的程度而定）將釐定支付予承授人的受限制股份單位數目。董事會可根據本公司整體、業務單位或個人目標（包括但不限於持續受僱或提供服務）的達成程度或董事會所酌情釐定的任何其他基準訂立歸屬標準。

歸屬時間表於本公司與承授人之間各獎勵協議中訂明。

付款的形式及時間

於董事會釐定並在獎勵協議中規定日期後，將在切實可行的情況下盡快支付已變現的受限制股份單位。董事會可全權酌情決定以現金、股份或兩者組合的方式結算已變現的受限制股份單位。

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Grant of RSUs

As of September 30, 2023, an aggregate of 574 grantees were granted with RSUs with a total of 87,791,950 underlying Shares, representing 15.1% of the total number of issued Shares, under the RSU Scheme, details of which are set out below.

授出受限制股份單位

截至2023年9月30日，根據受限制股份單位計劃，合共574名承授人獲授受限制股份單位，涉及合共87,791,950股相關股份，佔已發行股份總數的15.1%，有關詳情載列如下。

Name of participant or Category of participant	Date of grant	Closing price of Shares immediately before the date on which the RSUs were granted during the Reporting Period	Number of shares underlying RSUs 受限制股份單位涉及的股份數目						Outstanding as of September 30, 2023	Vesting Period ⁽¹⁾	Exercise price of per RSU granted (in HKD)	Total fair value of RSUs at the date of grant (in RMB) ⁽²⁾
			Outstanding as of March 31, 2023	Granted during the Reporting Period	Vested during the Reporting Period	Lapsed during the Reporting Period	Cancelled during the Reporting Period	Exercised during the Reporting Period				
參與者姓名或參與者類別	授出日期	於報告期內緊接授出受限制股份單位日期前的股份收市價	於2023年3月31日尚未行使	報告期內授出	報告期內歸屬	報告期內失效	報告期內註銷	報告期內行使	尚未行使	歸屬期 ⁽¹⁾	已授出每份受限制股份單位的行使價(港元)	受限制股份單位於授出日期的總公允價值(人民幣) ⁽²⁾
Directors or chief executive and their associates 董事或主要行政人員及彼等的聯繫人												
Mr. ZOU Qifang 鄧其芳先生	October 1, 2021 2021年10月1日	N/A 不適用	10,188,312	-	2,549,075	-	-	3,994	10,184,318		5.52	42,143,083
Ms. XIN Qin Jessie 辛勤女士	October 1, 2021 2021年10月1日	N/A 不適用	1,125,000	-	281,250	-	-	-	1,125,000	October 1, 2021- March 22, 2024	9.38	3,194,762
Mr. ZHANG Jincai 章鏡才先生	October 1, 2021 2021年10月1日	N/A 不適用	825,000	-	375,000	-	-	312,500	512,500	2021年10月1日 至2024年3月22日	1.56	9,667,961
Mr. ZOU Jianlong 鄧劍龍先生	October 1, 2021 2021年10月1日	N/A 不適用	3,813,650	-	953,413	-	-	155,812	3,657,838		6.07	14,715,891
Five highest paid individuals during the Reporting Period (excluding Directors) 報告期內五名最高薪人士(除董事外)												
	October 1, 2021	N/A	7,359,151	-	1,975,194	600,000	-	415,563	6,343,588	October 1, 2021- March 22, 2024	5.41	34,232,707
	2021年10月1日	不適用								2021年10月1日至 2024年3月22日		
Other employees 其他僱員												
	October 1, 2021	N/A	60,922,911	-	14,962,023	378,112	-	2,134,939	58,409,860	October 1, 2021- March 22, 2024	6.54	194,622,358
	2021年10月1日	不適用								2021年10月1日 至2024年3月22日		
Total 總計:			84,234,024	-	21,095,954	978,112	-	3,022,808	80,233,104		6.28	298,576,762

Notes:

- The vesting of the RSUs granted are not subject to any performance targets.
- The fair value of RSUs at the date of grant was calculated in accordance with the accounting standards and policies adopted for preparing the financial statements.

附註:

- 已授出受限制股份單位的歸屬並不受限於任何績效目標。
- 受限制股份單位於授出日期的公允價值乃根據編製財務報表所採用的會計準則及政策計算。

Corporate Governance and Other Information 企業管治及其他資料

2022 RSU Scheme

The 2022 RSU Scheme was approved and adopted by the Board on September 3, 2022. The purpose of the 2022 RSU Scheme is to attract, retain and motivate our Directors and employees, and to provide a means of compensating them through the Awards for their contribution to the growth and profits of the Group, and to allow such Directors and employees to participate in the growth and profitability of the Group.

The Participants of the Scheme

The Board may, from time to time, at its absolute discretion select any of (i) the employee (whether full time or part time) of the Company or its subsidiaries; and (ii) any Director, or any director of any of the subsidiaries as a selected participant and determine the RSUs for each of them.

Maximum Number of Shares Available for Subscription

The Board shall not make any further awards which will result in the nominal value of the underlying Shares under the 2022 RSU Scheme exceeding 10% of the issued Shares as at September 3, 2022 (i.e., 58,159,195 Shares).

Pursuant to the 2022 RSU Scheme, the Underlying Shares will be satisfied by the existing Shares to be acquired by the Trustee on the market based on the trading price of the market. The maximum number of the Underlying Shares which may be transferred or paid-out in settlement of all RSUs to be granted to any Selected Participants under the 2022 RSU Scheme shall not exceed 1% of the issued Shares from time to time in any 12-month period.

2022年受限制股份單位計劃

2022年受限制股份單位計劃於2022年9月3日獲董事會批准及採納。2022年受限制股份單位計劃旨在吸引、挽留及激勵董事及僱員，並透過授予獎勵的方式酬謝彼等為本集團發展及利潤所作出的貢獻，以及讓該等董事及僱員分享本集團發展及盈利。

計劃的參與者

董事會可不時以其絕對酌情權甄選(i)本公司或其子公司僱員(無論是全職或兼職);及(ii)任何董事或子公司的任何董事作為獲甄選參與者，並釐定彼等各自獲授的受限制股份單位。

可供認購的股份最高數目

董事會不得作出任何進一步獎勵，而導致2022年受限制股份單位計劃下的相關股份面值超過於2022年9月3日已發行股份的10%(即58,159,195股股份)。

根據2022年受限制股份單位計劃，相關股份將以受託人於市場上按照市場交易價購買的現有股份支付。因結算根據2022年受限制股份單位計劃將授予任何獲甄選參與者的所有受限制股份單位而可能轉讓或支付的相關股份的最高數目，不得超過於任何12個月期間不時已發行股份的1%。



Corporate Governance and Other Information

企業管治及其他資料



Term

The 2022 RSU Scheme shall be valid and effective for the period of ten years commencing on September 3, 2022, with a remaining life of approximately eight years and eight month as of the date of this interim report, after which period no further Awards will be granted.

Vesting

The Board will set vesting criteria in its discretion, which, depending on the extent to which the criteria are met, will determine the number of RSUs that will be paid-out to the selected participant(s). The Board may set vesting criteria based upon the achievement of Company-wide, business unit, or individual goals (including, but not limited to, continued employment or service), or any other basis determined by the Board in its discretion. The vesting schedules are stipulated in the respective award agreement(s) between the Company and the selected participant(s).

Grant of RSUs

As of the date of this interim report, no employees were approved by the Board to be the grantees pursuant to the 2022 RSU Scheme. No Shares were purchased for the purpose of 2022 RSU scheme since January 1, 2023.

KASTLE LIMITED, the trustee of the RSU Scheme and 2022 RSU Scheme, who is currently holding unvested shares with voting rights attached will abstain from voting on any resolutions at the general meeting.

期限

2022年受限制股份單位計劃自2022年9月3日起有效期為十年，截至本中期報告日期剩餘期限約為八年八個月，在此期限後將不再授予獎勵。

歸屬

董事會將酌情訂立歸屬標準，有關標準（視乎標準達成的程度而定）將釐定支付予獲甄選參與者的受限制股份單位數目。董事會可根據本公司整體、業務單位或個人目標（包括但不限於持續受僱或提供服務）的達成程度或董事會所酌情釐定的任何其他基準訂立歸屬標準。歸屬時間表於本公司與獲甄選參與者之間各獎勵協議中訂明。

授出受限制股份單位

截至本中期報告日期，根據2022年受限制股份單位計劃，概無任何僱員獲董事會批准成為承授人。自2023年1月1日起，沒有股份為2022受限制股份單位計劃被回購。

嘉士圖有限公司（為受限制股份單位計劃及2022年受限制股份單位計劃的受託人，目前持有附帶投票權的未歸屬股份）將在股東大會上就任何決議案放棄投票。

Corporate Governance and Other Information 企業管治及其他資料

Compliance with the Corporate Governance Code

The Company strives to maintain high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability.

The Company has adopted the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, and has complied with all applicable code provisions as set out in the Corporate Governance Code during the Reporting Period, except for deviation from the code provisions C.2.1 of the Corporate Governance Code that the roles of chairman and chief executive officer of the Company are not separated and are both performed by Mr. ZOU Qifang (“Mr. ZOU”).

As Mr. ZOU is the founder of our Group and has been managing our Group’s business and overall strategic planning since its establishment, our Directors consider that vesting the roles of chairman and chief executive officer in Mr. ZOU is beneficial to the business prospects and management of our Group by ensuring consistent leadership within our Group. Taking into account all the corporate governance measures that we have implemented since Listing, our Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively. Accordingly, our Company has not segregated the roles of its chairman and chief executive officer. Our Board will continue to review and consider splitting the roles of chairman of our Board and the chief executive officer of our Company at an appropriate time if necessary, taking into account the circumstances of our Group as a whole.

遵守企業管治守則

本公司致力維持高水準的企業管治以保障股東利益並提升企業價值及責任感。

本公司已採納上市規則附錄十四所載企業管治守則的守則條文，並於報告期內一直遵守企業管治守則所載的所有適用守則條文，惟偏離企業管治守則守則條文第C.2.1條，本公司董事會主席與首席執行官的角色未有區分，兩者均由鄒其芳先生（「鄒先生」）擔任。

由於鄒先生為本集團的創始人，且自本集團成立起一直管理本集團的業務及整體戰略規劃，故董事認為，將董事會主席及首席執行官職位授予鄒先生有利於本集團的業務前景及管理，確保本集團的一貫領導。考慮到我們自上市起已實施的所有企業管治措施，董事會認為，現時安排的權力及權限均衡將不會受損，且該結構將使本公司能夠迅速有效作出及實施決策。因此，本公司並無區分其董事會主席與首席執行官的角色。董事會將繼續檢討，並於考慮本集團整體情況後，在必要時適時考慮區分本公司董事會主席與首席執行官的角色。

Corporate Governance and Other Information

企業管治及其他資料

INTERIM DIVIDEND

The Directors do not recommend any interim dividend for the Reporting Period.

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee consists of three independent non-executive Directors, namely Mr. ZHANG Bang, Ms. LIU Xiaomei Michelle and Mr. SUN Jian. Mr. ZHANG Bang, being the chairman of the Audit Committee, is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management systems of the Company and overseeing the audit process.

The Audit Committee has reviewed together with the management and external auditor of the Company the accounting principles and policies adopted by the Company and the unaudited interim results for the Reporting Period.

INDEPENDENT REVIEW OF AUDITOR

The interim financial report for the six months ended September 30, 2023 is unaudited, and has been reviewed by PricewaterhouseCoopers, in accordance with International Standard on Review Engagements 2410.

CHANGES IN DIRECTORS' INFORMATION

After making specific enquiries by the Company and confirmed by the Directors, no changes in the information of any Director during the Reporting Period that are required to be disclosed pursuant to paragraphs (a) to (e) and paragraph (g) of Rule 13.51(2) of the Listing Rules have to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

中期股息

董事不建議就報告期派發任何中期股息。

審計委員會及審閱財務報表

審計委員會由三名獨立非執行董事組成，即張磅先生、劉笑梅女士及孫健先生。張磅先生為審計委員會主席，具備上市規則第3.10(2)及3.21條規定的合適資格。審計委員會的主要職責為協助董事會，就本公司財務報告程序、內部控制及風險管理系統的有效性提供獨立意見及監督審核程序。

審計委員會與本公司管理層及外部審計師已審閱本公司所採用會計準則及政策以及報告期內的未經審計中期業績。

審計師的獨立審閱

截至2023年9月30日止六個月的中期財務報告為未經審計，並已由羅兵咸永道會計師事務所根據國際審閱工作準則第2410號進行審閱。

董事資料變更

經本公司作出具體查詢及董事作出確認後，於報告期內並無有關根據上市規則第13.51(2)條第(a)至(e)段及第(g)段須予披露任何董事之資料變動須根據上市規則第13.51B(1)條予以披露。

Corporate Governance and Other Information

企業管治及其他資料

USE OF PROCEEDS FROM GLOBAL OFFERING

The Company was listed on the Main Board of the Stock Exchange on March 22, 2022. The net proceeds received by the Company from the Global Offering amounted to HK\$589.9 million. For the Reporting Period, the Company had used the net proceeds from the Global Offering for the following purposes:

全球發售所得款項用途

本公司於2022年3月22日在聯交所主板上市。本公司自全球發售收取的淨所得款項為589.9百萬港元。報告期內，本公司已將全球發售淨所得款項用於以下用途：

	Amount of net proceeds for the relevant use HK\$ million 百萬港元	Percentage of total net proceeds Percentage 百分比	Unutilized net proceeds as of April 1, 2023 截至2023年4月1日的未動用淨所得款項 HK\$ million 百萬港元	Utilization during the six months ended September 30, 2023 截至2023年9月30日止六個月動用 HK\$ million 百萬港元	Unutilized net proceeds as of September 30, 2023 截至2023年9月30日的未動用淨所得款項 HK\$ million 百萬港元	Expected timeframe for unutilized net proceeds 未動用淨所得款項預期時間表
Business expansion 業務擴張						
Increase penetration and grow footprint in existing and emerging Tier-1 cities in China and existing Tier-2 cities in China 中國現有及新興一線城市及中國現有二線城市提高滲透率並擴大覆蓋的地域	324.4	55.0%	275.2	63.5	211.7	by the year ending March 31, 2027 截至2027年3月31日止年度前
Expansion into new key Tier-2 cities in China 擴張至中國新的核心二線城市	118.0	20.0%	93.0	-	93.0	by the year ending March 31, 2027 截至2027年3月31日止年度前
Subtotal 小計	442.4	75.0%	368.2	63.5	304.7	
Build and optimize IT infrastructure 建設及優化信息技術基礎設施	88.5	15.0%	53.5	9.9	43.6	by the year ending March 31, 2027 截至2027年3月31日止年度前
Working capital 營運資金	59.0	10.0%	51.1	3.8	47.3	by the year ending March 31, 2027 截至2027年3月31日止年度前
Total 總計	589.9	100%	472.8	77.2	395.6	

Note:

The net proceeds have been and will be utilized in accordance with the purposes set out in the Prospectus. The unutilized net proceeds are expected to be fully utilized by the year ending March 31, 2027. The expected timeline for utilizing the remaining proceeds is based on the best estimation of the future progress of business expansion and market conditions made by the Company. It will be subject to change based on the current and future development of market conditions.

附註：

所得款項淨額已經並將根據招股章程所載用途使用。未動用所得款項淨額預期將於截至2027年3月31日止年度前悉數動用。剩餘所得款項的預期使用時間線乃基於本公司對未來業務擴張進度和市況作出的最佳估計，惟將因應市況的當前和未來發展而有所變動。



Report on Review of Interim Financial Information

中期財務資料的審閱報告



羅兵咸永道

To the Board of Directors of Arrail Group Limited

(incorporated in the British Virgin Islands with limited liability and continued in the Cayman Islands)

致瑞爾集團有限公司董事會

(於英屬維爾京群島註冊成立並於開曼群島存續的有限公司)

INTRODUCTION

We have reviewed the interim financial information set out on pages 54 to 104, which comprises the interim condensed consolidated balance sheet of Arrail Group Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) as at September 30, 2023 and the interim condensed consolidated income statement, the interim condensed consolidated statement of comprehensive income/(loss), the interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the six-month period then ended, and selected explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 “Interim Financial Reporting”. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with International Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

序言

本所（以下簡稱「我們」）已審閱列載於第54至104頁的中期財務資料，此中期財務資料包括瑞爾集團有限公司（以下簡稱「貴公司」）及其子公司（以下統稱「貴集團」）於2023年9月30日的中期簡明合併資產負債表與截至該日止六個月期間的中期簡明合併損益表、中期簡明合併全面收益／（虧損）表、中期簡明合併權益變動表及中期簡明合併現金流量表，以及經選取的解釋附註。香港聯合交易所有限公司證券上市規則規定，就中期財務資料擬備的報告必須符合以上規則的有關條文以及國際會計準則第34號「中期財務報告」。貴公司董事須負責根據國際會計準則第34號「中期財務報告」擬備及列報本中期財務資料。我們的責任是根據我們的審閱對本中期財務資料作出結論，並僅按照我們協議的業務約定條款向閣下（作為整體）報告我們的結論，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

Report on Review of Interim Financial Information 中期財務資料的審閱報告

SCOPE OF REVIEW

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

CONCLUSION

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

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, November 28, 2023

審閱範圍

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

結論

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

羅兵咸永道會計師事務所
執業會計師

香港，2023年11月28日



Interim Condensed Consolidated Income Statement

中期簡明合併損益表

For the six months ended September 30, 2023

截至2023年9月30日止六個月



For the six months ended
September 30,
截至9月30日止六個月

			2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Revenue	收入	6	886,156	771,574
Cost of sales	銷售成本	7	(683,306)	(604,400)
Gross profit	毛利		202,850	167,174
Selling and distribution expenses	銷售及經銷開支	7	(69,607)	(45,493)
Administrative expenses	行政開支	7	(121,166)	(181,913)
Research and development expenses	研發開支	7	(4,581)	(10,728)
Net reversal of impairment loss/(impairment loss) on financial assets	金融資產淨減值虧損撥回/ (減值虧損)		2,916	(1,224)
Other gains – net	其他淨收益	8	4,299	453
Operating profit/(loss)	經營利潤/(虧損)		14,711	(71,731)
Finance income	財務收入	9	17,469	5,572
Finance costs	財務成本	9	(22,416)	(21,821)
Finance costs – net	淨財務成本	9	(4,947)	(16,249)
Share of net profit of associates and joint ventures accounted for using the equity method	使用權益法入賬的分佔聯營公司及合營公司淨利潤		398	998
Profit/(loss) before income tax	除所得稅前利潤/(虧損)		10,162	(86,982)
Income tax expenses	所得稅開支	10	(3,928)	(2,988)
Profit/(loss) for the period	期內利潤/(虧損)		6,234	(89,970)

Interim Condensed Consolidated Income Statement

中期簡明合併損益表

For the six months ended September 30, 2023
截至2023年9月30日止六個月

For the six months ended
September 30,
截至9月30日止六個月

			2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Profit/(loss) attributable to:	以下各項應佔利潤／ (虧損)：			
Owners of the Company	本公司擁有人		4,981	(88,588)
Non-controlling interests	非控股權益		1,253	(1,382)
			6,234	(89,970)
Earnings/(loss) per share attributable to owners of the Company (expressed in RMB per share)	本公司擁有人應佔每股 盈利／(虧損)(以每股 人民幣元列示)			
Basic earnings/(loss) per share	每股基本盈利／(虧損)	11	0.01	(0.2)
Diluted earnings/(loss) per share	每股攤薄盈利／(虧損)	11	0.01	(0.2)

The above interim condensed consolidated income statement should be read in conjunction with the accompanying notes.

上述中期簡明合併損益表應與隨附附註一併閱讀。

Interim Condensed Consolidated Statement of Comprehensive Income/(Loss) 中期簡明合併全面收益／(虧損)表

For the six months ended September 30, 2023

截至2023年9月30日止六個月

For the six months ended
September 30,
截至9月30日止六個月

		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Profit/(loss) for the period	期內利潤／(虧損)	6,234	(89,970)
Other comprehensive income <i>Items that will not be reclassified to profit or loss</i>	其他全面收益 不會重新分類至損益的項目		
Currency translation differences	匯兌差額	49,501	121,038
Other comprehensive income for the period, net of tax	期內其他全面收益 (扣除稅項)	49,501	121,038
Total comprehensive income for the period	期內總全面收益	55,735	31,068
Total comprehensive income/(loss) attributable to:	以下各項應佔總全面收益／ (虧損)：		
Owners of the Company	本公司擁有人	54,482	32,450
Non-controlling interests	非控股權益	1,253	(1,382)
		55,735	31,068

The above interim condensed consolidated statement of comprehensive income/(loss) should be read in conjunction with the accompanying notes.

上述中期簡明合併全面收益／(虧損)表應與隨附附註一併閱讀。

Interim Condensed Consolidated Balance Sheet

中期簡明合併資產負債表

As at September 30, 2023

於2023年9月30日

		Note	As at September 30, 2023 於2023年 9月30日 (Unaudited) (未經審計) RMB'000 人民幣千元	As at March 31, 2023 於2023年 3月31日 (Audited) (經審計) RMB'000 人民幣千元
	附註			
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	318,721	324,202
Right-of-use assets	使用權資產	12	715,873	692,067
Intangible assets	無形資產	12	72,620	56,343
Goodwill	商譽		182,754	182,754
Deferred tax assets	遞延稅項資產	18	68,293	63,929
Prepayments	預付款項	13	28,250	34,635
Investments accounted for using the equity method	使用權益法入賬的投資		42,866	30,677
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	14	70,216	65,714
Other receivables	其他應收款項	15	77,148	77,767
Total non-current assets	總非流動資產		1,576,741	1,528,088
Current assets	流動資產			
Inventories	存貨		52,237	51,386
Prepayments	預付款項	13	129,746	107,600
Trade and other receivables	貿易及其他應收款項	15	273,216	282,138
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	14	268,813	263,013
Restricted cash	受限制現金		120,046	154,894
Time deposits with original maturity over three months	原到期日超過三個月的定期存款		183,574	52,657
Cash and cash equivalents	現金及現金等價物		629,991	621,860
Total current assets	總流動資產		1,657,623	1,533,548
Total assets	總資產		3,234,364	3,061,636
EQUITY	權益			
Share capital	股本	16	74,769	74,769
Reserves	儲備		5,216,024	5,107,566
Accumulated losses	累計虧損		(3,566,668)	(3,571,649)
Equity attributable to owners of the Company	本公司擁有人應佔權益		1,724,125	1,610,686
Non-controlling interests	非控股權益		87,361	85,204
Total equity	總權益		1,811,486	1,695,890

**Interim Condensed Consolidated Balance Sheet****中期簡明合併資產負債表**

As at September 30, 2023

於2023年9月30日



			As at September 30, 2023 於2023年 9月30日 (Unaudited) (未經審計) RMB'000 人民幣千元	As at March 31, 2023 於2023年 3月31日 (Audited) (經審計) RMB'000 人民幣千元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Borrowings	借款	17	44,472	47,252
Lease liabilities	租賃負債		595,640	566,223
Contract liabilities	合同負債		22,513	16,323
Deferred tax liabilities	遞延稅項負債	18	10,189	11,062
Total non-current liabilities	總非流動負債		672,814	640,860
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	19	184,979	209,464
Contract liabilities	合同負債		132,948	154,024
Current tax liabilities	即期稅項負債		27,917	19,195
Borrowings	借款	17	240,224	172,767
Lease liabilities	租賃負債		163,996	169,436
Total current liabilities	總流動負債		750,064	724,886
Total liabilities	總負債		1,422,878	1,365,746
Total equity and liabilities	總權益及負債		3,234,364	3,061,636

The above interim condensed consolidated balance sheet should be read in conjunction with the accompanying notes.

上述中期簡明合併資產負債表應與隨附附註一併閱讀。

The interim condensed consolidated financial statements on pages 54 to 104 were approved and authorised for issue by the Board of Directors of the Company on November 28, 2023 and were signed on its behalf by:

第54至104頁的中期簡明合併財務報表已於2023年11月28日經本公司董事會批准及授權刊發並由以下董事代表簽署：

Executive Director: Zou Qifang
執行董事：鄒其芳

Executive Director: Xin Qin Jessie
執行董事：辛勤

Interim Condensed Consolidated Statement of Changes in Equity

中期簡明合併權益變動表

For the six months ended September 30, 2023

截至2023年9月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔					Non- controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 總權益 RMB'000 人民幣千元
		Share capital 股本 RMB'000 人民幣千元 (Note 16) (附註16)	Reserves 儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元			
Balance at April 1, 2023	於2023年4月1日的結餘	74,769	5,107,566	(3,571,649)	1,610,686	85,204	1,695,890	
Comprehensive income	全面收益							
Profit for the period	期內利潤	-	-	4,981	4,981	1,253	6,234	
Other comprehensive income	其他全面收益							
Currency translation differences	匯兌差額	-	49,501	-	49,501	-	49,501	
Total comprehensive income for the period	期內總全面收益	-	49,501	4,981	54,482	1,253	55,735	
Transactions with equity holders	與權益持有人的交易							
Exercise of RSUs	行使受限制股份單位	-	18,932	-	18,932	-	18,932	
Share-based compensation	股份酬金	-	38,473	-	38,473	-	38,473	
Deemed contribution from Shareholder (Note 22(c)(i))	視為股東出資 (附註22(c)(i))	-	1,552	-	1,552	-	1,552	
Contribution from non-controlling shareholders	非控股股東出資	-	-	-	-	2,000	2,000	
Dividends to non-controlling shareholders	向非控股股東派息	-	-	-	-	(1,096)	(1,096)	
Balance at September 30, 2023 (Unaudited)	於2023年9月30日的結餘 (未經審計)	74,769	5,216,024	(3,566,668)	1,724,125	87,361	1,811,486	



Interim Condensed Consolidated Statement of Changes in Equity

中期簡明合併權益變動表

For the six months ended September 30, 2023

截至2023年9月30日止六個月



		Attributable to owner of the Company 本公司擁有人應佔					Non- controlling interests 非控股權益 人民幣千元	Total equity 總權益 人民幣千元
		Note 附註	Share capital 股本 RMB'000 人民幣千元	Reserves 儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元		
Balance at April 1, 2022	於2022年4月1日的結餘		74,769	4,841,683	(3,351,740)	1,564,712	45,785	1,610,497
Comprehensive loss	全面虧損							
Loss for the period	期內虧損		-	-	(88,588)	(88,588)	(1,382)	(89,970)
Other comprehensive income	其他全面收益							
Currency translation differences	匯兌差額		-	121,038	-	121,038	-	121,038
Total comprehensive income/(loss) for the period	期內總全面收益/(虧損)		-	121,038	(88,588)	32,450	(1,382)	31,068
Transactions with equity holders	與權益持有人的交易							
Share-based compensation	股份酬金	20	-	100,641	-	100,641	-	100,641
Shares purchased for share award scheme	就股份獎勵計劃購買的 股份		-	(15,973)	-	(15,973)	-	(15,973)
Deemed dividend to shareholder	視為向股東分派		-	(420)	-	(420)	-	(420)
Non-controlling interests arising from business combination	業務合併產生的非控股 權益		-	-	-	-	43,483	43,483
Contribution from non-controlling shareholders	非控股股東出資		-	-	-	-	-	-
Non-controlling interests disposed	已出售非控股權益		-	712	-	712	(712)	-
Dividends to non-controlling shareholders	向非控股股東派息		-	-	-	-	(899)	(899)
Balance at September 30, 2022 (Unaudited)	於2022年9月30日的結餘 (未經審計)		74,769	5,047,681	(3,440,328)	1,682,122	86,275	1,768,397

The above interim condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述中期簡明合併權益變動表應與隨附附註一併閱讀。

Interim Condensed Consolidated Statement of Cash Flows

中期簡明合併現金流量表

For the six months ended September 30, 2023

截至2023年9月30日止六個月

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
	Note 附註		
Cash flows from operating activities	經營活動所得現金流量		
Cash generated from operations	經營所得現金	134,059	121,085
Income tax paid	已付所得稅	(443)	(246)
Net cash generated from operating activities	經營活動所得淨現金	133,616	120,839
Cash flows from investing activities	投資活動所得現金流量		
Payment for acquisition of a business, net of cash acquired	收購業務的付款(扣除所得現金)	-	(26,018)
Prepayment for acquisition of a business	收購業務的預付款項	(9,000)	-
Payments for investments in associates and joint ventures	於聯營公司及合營公司的投資付款	(7,040)	(300)
Payments for property, plant and equipment	物業、廠房及設備付款	(55,704)	(75,558)
Payments for financial assets at fair value through profit or loss	按公允價值計入損益的金融資產付款	(4,086)	(63,772)
Payments for intangible assets	無形資產付款	(5,132)	(3,113)
Loan to a related party	向關聯方提供貸款	-	(77,658)
Loans to employees	向僱員提供貸款	-	(4,670)
Repayment of loans to employees	僱員償還貸款	1,000	4,180
Repayments from investments in associates and joint ventures	於聯營公司及合營公司的投資的還款	267	-
Proceeds from sale of financial assets at fair value through profit and loss	出售按公允價值計入損益的金融資產所得款項	9,000	21,386
Proceeds from sale of property, plant and equipment	出售物業、廠房及設備所得款項	964	564
Payment of time deposits with original maturity over three months	原到期日超過三個月的定期存款付款	(130,917)	(234,500)
Interest received	已收利息	2,763	5,572
Net cash used in investing activities	投資活動所用淨現金	(197,885)	(453,887)



Interim Condensed Consolidated Statement of Cash Flows

中期簡明合併現金流量表

For the six months ended September 30, 2023

截至2023年9月30日止六個月



For the six months ended
September 30,
截至9月30日止六個月

		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
	Note 附註		
Cash flows from financing activities	融資活動所得現金流量		
Proceeds from borrowings	借款所得款項	142,377	112,110
Decrease in restricted cash	受限制現金減少	34,848	-
Repayment of borrowings	償還借款	(77,632)	(91,868)
Placement of borrowing	存放借款	-	(42,646)
Payment for acquisition of additional interest in a subsidiary	收購子公司額外權益付款	-	(36,500)
Ordinary shares repurchased for the new restrictive share unit scheme	就新受限制股份單位計劃購回的普通股	-	(15,973)
Proceeds from exercise of RSUs	行使受限制股份單位所得款項	28,611	-
Payment of listing fees	支付上市費用	-	(16,800)
Principal elements of lease payments	租賃付款的本金部分	(83,662)	(88,328)
Contribution from non-controlling shareholders	非控股股東出資	2,000	-
Dividends paid to non-controlling shareholders	向非控股股東支付股息	(1,096)	(899)
Interest paid	已付利息	(22,484)	(21,821)
Net cash generated from/(used in) financing activities	融資活動所得/(所用)淨現金	22,962	(202,725)
Net decrease in cash and cash equivalents	現金及現金等價物淨減少	(41,307)	(535,773)
Cash and cash equivalents at the beginning of the period	期初的現金及現金等價物	621,860	1,052,285
Effects of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等價物的影響	49,438	84,899
Cash and cash equivalents at the end of the period	期末的現金及現金等價物	629,991	601,411

The above interim condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述中期簡明合併現金流量表應與隨附附註一併閱讀。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

1 GENERAL INFORMATION AND REORGANISATION

1.1 General information

Arrail Group Limited (the “**Company**”) is registered by way of continuation as an exempted company limited by shares under the Companies Act (Cap.22, Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The registered office of the Company is 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, the Cayman Islands.

The Company is an investment holding company and together with its subsidiaries (the “**Group**”), is principally engaged in the provision of dental services (including general dentistry, orthodontics and implantology) through operations of dental clinics and hospitals in the People’s Republic of China (the “**PRC**”).

The Company’s shares were listed on Main Board of The Stock Exchange of Hong Kong Limited on March 22, 2022.

This interim condensed consolidated financial information is presented in Renminbi (“**RMB**”), unless otherwise stated.

This interim condensed consolidated financial information has not been audited.

These interim condensed consolidated financial statements have been approved by the Board of Directors on November 28, 2023.

1.2 Basis of preparation

This interim condensed consolidated financial information for the six months ended September 30, 2023 has been prepared in accordance with International Accounting Standard (“**IAS**”) 34, “Interim financial reporting”. The interim condensed consolidated financial information should be read in conjunction with the annual financial statements for the year ended March 31, 2023, which have been prepared in accordance with International Financial Reporting Standards (“**IFRSs**”).

1 一般資料及重組

1.1 一般資料

瑞爾集團有限公司(「本公司」)根據開曼群島法例第22章公司法(1961年第3號法例,經合併及修訂)以存續方式註冊為獲豁免股份有限公司。本公司的註冊辦事處為4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, the Cayman Islands。

本公司是一家投資控股公司,連同其子公司(統稱「本集團」)主要於中華人民共和國(「中國」)透過經營口腔診所及醫院提供口腔醫療服務(包括普通牙科、正畸科及種植科)。

本公司的股份於2022年3月22日於香港聯合交易所有限公司主板上市。

除另有註明外,本中期簡明合併財務資料以人民幣(「人民幣」)列報。

本中期簡明合併財務資料未經審計。

該等中期簡明合併財務報表已於2023年11月28日經由董事會批准。

1.2 編製基準

截至2023年9月30日止六個月的本中期簡明合併財務資料已根據國際會計準則(「國際會計準則」)第34號「中期財務報告」編製。中期簡明合併財務資料應與根據國際財務報告準則(「國際財務報告準則」)編製截至2023年3月31日止年度的年度財務報表一併閱讀。



Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註



2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied are consistent with those of the annual financial statements for the year ended March 31, 2023, as described in those annual financial statements, except for the adoption of new and amended standards and accounting policies for investments and other financial assets as set out below.

2.1 New and amended standards adopted by the Group

The following amended standards have been adopted by the Group for the first time for the financial period beginning on April 1, 2023.

	Effective for accounting periods beginning on or after 於以下日期或之後開始 的會計期間生效
Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2 會計政策的披露 – 國際會計準則第1號及國際財務報告準則實踐指南第2號 (修訂本)	January 1, 2023 2023年1月1日
Definition of Accounting Estimate – Amendments to IAS 8 會計估計的定義 – 國際會計準則第8號 (修訂本)	January 1, 2023 2023年1月1日
Deferred tax related to assets and liabilities arising from a single transaction – Amendments to IAS 12 與單一交易產生的資產及負債相關的遞延稅項 – 國際會計準則第12號 (修訂本)	January 1, 2023 2023年1月1日
Insurance Contracts – Amendments to IFRS 17 保險合同 – 國際財務報告準則第17號 (修訂本)	January 1, 2023 2023年1月1日

The Group has applied new and amended standards effective for the current financial period. The adoption of these new and revised standards does not have any significant impact on the interim condensed consolidated financial information.

2 主要會計政策概要

除下文所載採用的新訂及經修訂準則以及有關投資及其他金融資產的會計政策外，所採用會計政策與截至2023年3月31日止年度的年度財務報表所載有關年度財務報表所用者一致。

2.1 本集團採用的新訂及經修訂準則

以下經修訂準則已獲本集團於2023年4月1日開始的財政期間首次採用。

本集團已採用於當前財政期間生效的新訂及經修訂準則。採用該等新訂及經修訂準則不會對中期簡明合併財務資料造成任何重大影響。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(Continued)

2.2 New and amended standards and interpretation not yet adopted by the Group

Certain new standards and amendments have been issued but not yet effective on April 1, 2023 and not been early adopted by the Group.

2 主要會計政策概要 (續)

2.2 本集團尚未採用的新訂及經修訂準則及詮釋

若干新訂準則及修訂本於2023年4月1日已頒佈但尚未生效，且本集團並未提早採用。

**Effective for
annual periods
beginning on
or after
於以下日期或之後
開始的年度期間生效**

IAS 1 (Amendments)
國際會計準則第1號 (修訂本)

Classification of liabilities as current or non-current
負債分類為流動或非流動

January 1, 2024
2024年1月1日

Management does not anticipate any significant impact on the Group's consolidated financial position and consolidated results of operations upon adopting the above new standards and amendments. Management plans to adopt these new standards and amendments when they become mandatory.

管理層預期採用上述新訂準則及修訂本不會對本集團的合併財務狀況及合併經營業績造成任何重大影響。管理層計劃於該等新訂準則及修訂本強制生效時予以採用。



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中期簡明合併財務資料附註



3 SIGNIFICANT ACCOUNTING ESTIMATES

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

In preparing this interim condensed consolidated financial information, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended March 31, 2023.

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

4.1 Financial risk factors

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

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at March 31, 2023.

There have been no material changes in the risk management policies since March 31, 2023.

3 重大會計估計

編製中期財務資料，需要管理層作出影響會計政策應用以及呈報資產及負債、收入及開支金額的判斷、估計及假設。實際業績可能有別於該等估計。

編製本中期簡明合併財務資料時，除下文所披露的業務合併外，管理層在應用本集團會計政策時作出的重大判斷及估計不確定性的主要來源與截至2023年3月31日止年度的合併財務報表所應用者相同。

4 財務風險管理及金融工具

4.1 財務風險因素

本集團的業務面臨各種財務風險：市場風險（包括外匯風險、利率風險及價格風險）、信貸風險及流動資金風險。

簡明合併中期財務資料不包括年度財務報表中要求的所有財務風險管理資料及披露資料，並應與本集團於2023年3月31日的年度財務報表一併閱讀。

自2023年3月31日以來風險管理政策並無重大變動。

Notes to the Interim Condensed Consolidated Financial Information 中期簡明合併財務資料附註

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.2 Fair value estimation

4.2.1 Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards.

The table below analyses the Group's financial instruments carried at fair value as of each balance sheet date by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorized into three levels within a fair value hierarchy as follows:

- i. Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- ii. Inputs other than quoted process included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and

4 財務風險管理及金融工具 (續)

4.2 公允價值估計

4.2.1 公允價值層級

本節解釋了在釐定財務報表中按公允價值確認和計量的金融工具的公允價值時作出的判斷和估計。為了說明釐定公允價值時所用輸入數據的可靠性，本集團已將其金融工具分為會計準則規定的三個層級。

下表根據在計量公允價值的估值技術中所運用到的輸入數據的層級，分析本集團截至各資產負債表日期按公允價值列賬的金融工具。該等輸入數據按照公允價值層級歸類為如下三個層級：

- i. 相同資產或負債在活躍市場的報價 (未經調整) (第一層級)；
- ii. 除第一層級包括的報價外，資產或負債直接 (即價格) 或間接 (即源自價格) 可觀察輸入數據 (第二層級)；及

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中期簡明合併財務資料附註

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.2 Fair value estimation (Continued)

4.2.1 Fair value hierarchy (Continued)

- iii. Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3). The following table presents the Group's financial assets and liabilities that are measured at fair value as at September 30, 2023:

4 財務風險管理及金融工具(續)

4.2 公允價值估計(續)

4.2.1 公允價值層級(續)

- iii. 資產或負債並非依據可觀察市場數據的輸入數據(即不可觀察輸入數據)(第三層級)。下表呈列於2023年9月30日本集團按公允價值計量的金融資產及負債：

As at September 30, 2023 (Unaudited)
於2023年9月30日(未經審計)

		Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets	資產				
Non-current	非流動				
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產				
- Wealth management products and private equity investments	- 理財產品及私募股權投資	-	-	4,502	4,502
- Unlisted debt instruments	- 非上市債務工具	-	-	35,714	35,714
- Unlisted equity instruments	- 非上市權益工具	-	-	30,000	30,000
		-	-	70,216	70,216
Current	流動				
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產				
- Wealth management products	- 理財產品	-	-	268,813	268,813
		-	-	268,813	268,813
		-	-	339,029	339,029

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中期簡明合併財務資料附註

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.2 Fair value estimation (Continued)

4.2.1 Fair value hierarchy (Continued)

The following table presents the Group's financial assets and liabilities that are measured at fair value as at March 31, 2023:

4 財務風險管理及金融工具 (續)

4.2 公允價值估計 (續)

4.2.1 公允價值層級 (續)

下表呈列於2023年3月31日本集團按公允價值計量的金融資產及負債：

		As at March 31, 2023 (Audited) 於2023年3月31日(經審計)			
		Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets	資產				
Non-current	非流動				
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產				
– Unlisted debt instruments	– 非上市債務工具	–	–	35,714	35,714
– Unlisted equity instruments	– 非上市權益工具	–	–	30,000	30,000
		–	–	65,714	65,714
Current	流動				
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產				
– Wealth management products	– 理財產品	–	–	258,013	258,013
– Bank structured deposits	– 銀行結構性存款	–	–	5,000	5,000
		–	–	263,013	263,013
		–	–	328,727	328,727

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中期簡明合併財務資料附註

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.2 Fair value estimation (Continued)

4.2.1 Fair value hierarchy (Continued)

The following table presents the changes in level 3 items of financial assets at fair value through profit or loss for the six months ended September 30, 2023 and 2022.

4 財務風險管理及金融工具(續)

4.2 公允價值估計(續)

4.2.1 公允價值層級(續)

下表呈列截至2023年及2022年9月30日止六個月按公允價值計入損益的金融資產的第三層級項目變動。

		Financial assets at fair value through profit or loss – bank structured deposits 按公允價值計 入損益的 金融資產 – 銀行結構性存款 RMB'000 人民幣千元	Financial assets at fair value through profit or loss – wealth management products 按公允價值 計入損益的 金融資產 – 理財產品 RMB'000 人民幣千元	Financial assets at fair value through profit or loss – debt instruments 按公允價值 計入損益的 金融資產 – 債務工具 RMB'000 人民幣千元	Financial assets at fair value through profit or loss – equity instrument 按公允價值 計入損益的 金融資產 – 權益工具 RMB'000 人民幣千元
At April 1, 2023	於2023年4月1日	5,000	258,013	35,714	30,000
Additions	添置	4,000	86	-	-
Redemptions	贖回	(9,044)	-	-	-
Gains recognised in other gains – net	在其他收益中確認的淨收益	44	3,648	-	-
Currency translation differences	匯兌差額	-	11,568	-	-
At September 30, 2023 (Unaudited)	於2023年9月30日 (未經審計)	-	273,315	35,714	30,000
Includes unrealised gains recognised in profit or loss attributable to balances held at the end of the reporting period	包括報告期末所持結餘應佔損益中確認的未變現收益	-	3,648	-	-

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4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.2 Fair value estimation (Continued)

4.2.1 Fair value hierarchy (Continued)

		Financial assets at fair value through profit or loss – bank structured deposits 按公允價值 計入損益的 金融資產 – 銀行結構性存款 RMB'000 人民幣千元	Financial assets at fair value through profit or loss – wealth management products 按公允價值 計入損益的 金融資產 – 理財產品 RMB'000 人民幣千元	Financial assets at fair value through profit or loss – debt instruments 按公允價值 計入損益的 金融資產 – 債務工具 RMB'000 人民幣千元	Financial assets at fair value through profit or loss – equity instrument 按公允價值 計入損益的 金融資產 – 權益工具 RMB'000 人民幣千元
At April 1, 2022	於2022年4月1日	-	197,055	34,675	-
Additions	添置	2,000	45,772	-	16,000
Redemptions	贖回	-	(21,386)	-	-
Gains recognised in other gains – net	在其他收益中確認的淨收益	-	1,385	-	-
Reclassify to investments account for using the equity method	重新分類至使用權益法入賬的投資	-	-	-	-
Currency translation differences	匯兌差額	-	23,330	-	-
At September 30, 2022 (Unaudited)	於2022年9月30日 (未經審計)	2,000	246,156	34,675	16,000
Includes unrealised gains recognised in profit or loss attributable to balances held at the end of the reporting period	包括報告期末所持結餘應佔損益中確認的未變現收益	-	131	-	-

4.2.2 Valuation techniques and processes

The valuation of level 3 instruments mainly includes wealth management products measured at FVPL (Note 14), unlisted debt instruments at fair value through profit or loss (Note 14) and unlisted equity instruments at fair value through profit or loss (Note 14). As these instruments are not traded in an active market, their fair values have been determined by using various applicable valuation techniques, including discounted cash flows and market approach etc.

4 財務風險管理及金融工具 (續)

4.2 公允價值估計 (續)

4.2.1 公允價值層級 (續)

4.2.2 估值技術及程序

第三層級工具的估值主要包括按公允價值計入損益的銀行結構性存款及理財產品(附註14)、按公允價值計入損益的非上市債務工具(附註14)及按公允價值計入損益的非上市權益工具(附註14)。由於這些工具未於活躍市場買賣,其公允價值採用多種適用的估值技術釐定,包括折現現金流量及市場法等。

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4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.2 Fair value estimation (Continued)

4.2.3 Valuation inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

4 財務風險管理及金融工具 (續)

4.2 公允價值估計 (續)

4.2.3 估值輸入數據及與公允價值的關係

下表概述有關用於第三層級公允價值計量的重大不可觀察輸入數據的定量資料。

		Fair value as at September 30, 2023 (Unaudited) 於2023年 9月30日 的公允價值 (未經審計) RMB'000 人民幣千元	Fair value as at March 31, 2023 (Audited) 於2023年 3月31日 的公允價值 (經審計) RMB'000 人民幣千元	Significant Unobservable inputs 重大不可 觀察輸入數據	Range of inputs as at September 30, 2023 (Unaudited) 於2023年 9月30日 的輸入數據範圍 (未經審計)	Range of inputs as at March 31, 2023 (Audited) 於2023年 3月31日 的輸入數據範圍 (經審計)	Relationship of significant unobservable inputs to fair value 重大不可觀察 輸入數據與公允 價值的關係
Bank structured deposits measured at FVPL	按公允價值計入損益的 銀行結構性存款	-	5,000	Expected rate of return 預期回報率	-	1.85%	The higher the expected rate of return, the higher the fair value 預期回報率 越高，公允 價值越高
Wealth management products measured at FVPL	按公允價值計入損益的 理財產品	273,315	258,013	Expected rate of return 預期回報率	3.8%-4.6%	1%-1.5%	The higher the expected rate of return, the higher the fair value 預期回報率 越高，公允 價值越高

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4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4 財務風險管理及金融工具(續)

4.2 Fair value estimation (Continued)

4.2 公允價值估計(續)

4.2.3 Valuation inputs and relationships to fair value (Continued)

4.2.3 估值輸入數據及與公允價值的關係(續)

		Fair value as at September 30, 2023 (Unaudited) 於2023年 9月30日 的公允價值 (未經審計) RMB'000 人民幣千元	Fair value as at March 31, 2023 (Audited) 於2023年 3月31日 的公允價值 (經審計) RMB'000 人民幣千元	Significant Unobservable inputs 重大不可 觀察輸入數據	Range of inputs as at September 30, 2023 (Unaudited) 於2023年 9月30日 的輸入數據範圍 (未經審計)	Range of inputs as at March 31, 2023 (Audited) 於2023年 3月31日 的輸入數據範圍 (經審計)	Relationship of significant unobservable inputs to fair value 重大不可觀察 輸入數據與公允 價值的關係
Unlisted debt instrument at FVPL	按公允價值計入損益的 非上市債務工具	35,714	35,714	Rate of volatility 波動率	53%	54%	The lower the volatility, the higher the fair value 波動率越低， 公允價值越高
Unlisted equity instruments at FVPL	按公允價值計入損益的 非上市權益工具	30,000	30,000	Rate of volatility 波動率	52%	58%	The lower the volatility, the higher the fair value 波動率越低， 公允價值越高

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

4.2 Fair value estimation (Continued)

4.2.3 Valuation inputs and relationships to fair value (Continued)

The Group's wealth management products measured at FVPL were investment products subscribed to GF Global Capital Limited and Huatai International Financial Products, as well as the limited partnership in TruMed Health Innovation Fund LP. (Note 14).

From the perspective of cash management and risk control, the Group diversified its investment portfolio and mainly preferred those products with high-liquidity.

If the expected rate of return had decreased/increased by 100 basis points with all other variables held constant, the fair value of wealth management products measured at FVPL would have decreased/increased by approximately RMB2,667,000 as at September 30, 2023.

If the expected volatility had decreased by 5% with all other variables held constant, the fair value of unlisted debt instrument at FVPL would have increased by approximately RMB437,346 at September 30, 2023. If the expected volatility had increased by 5% with all other variables held constant, the fair value of unlisted debt instruments at FVPL would have decreased by approximately RMB487,856 at September 30, 2023.

5 SEGMENT INFORMATION

The Group's business activities, being mainly the provision of dental services (including general dentistry, orthodontics and implantology) through the operations of dental clinics and hospitals in the PRC, are regularly evaluated by the board of directors of the Group. Management has determined the operating segments based on the reports reviewed by the board of directors for the purpose of making decisions about resource allocation and performance assessment. The Group's business activities were operated and managed as segments by business group, which comprise Arrail Dental and Rytime Dental.

4 財務風險管理及金融工具(續)

4.2 公允價值估計(續)

4.2.3 估值輸入數據及與公允價值的關係(續)

本集團按公允價值計入損益的理財產品指向廣發全球資本有限公司及華泰國際金融產品有限公司認購的投資產品，以及於TruMed Health Innovation Fund LP的有限合夥權益(附註14)。

從現金管理和風險控制的角度看，本集團投資組合多元化，並主要優先選擇流動性高的產品。

如果預期收益率減少／增加100個基點而所有其他變量保持不變，則於2023年9月30日，按公允價值計入損益的理財產品的公允價值將減少／增加約人民幣2,667,000元。

如果預期波動率減少5%而所有其他變量保持不變，則於2023年9月30日，按公允價值計入損益的非上市債務工具的公允價值將增加約人民幣437,346元。如果預期波動率增加5%而所有其他變量保持不變，則於2023年9月30日，按公允價值計入損益的非上市債務工具的公允價值將減少約人民幣487,856元。

5 分部資料

本集團的業務活動主要為於中國透過經營口腔診所及醫院提供口腔醫療服務(包括普通牙科、正畸科及種植科)，由本集團的董事會定期評估。管理層已根據董事會審閱的報告就資源分配及績效評估的決策釐定經營分部。本集團的業務活動乃按業務組別劃分的分部經營及管理，而分部包括瑞爾齒科及瑞泰口腔。

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中期簡明合併財務資料附註

5 SEGMENT INFORMATION (Continued)

The Management assesses the performance of the operating segments based on a measure of operating profit. The measurement basis excludes the effects of allocation of certain income, expenses, gains and losses from headquarter, reversal of impairment loss/(impairment loss) on financial assets, share of net profit of investments accounted for using the equity method, and finance income and costs. There were no separate segment assets and segment liabilities information provided to the board of directors of the Group, as they do not use this information to allocate resources to or evaluate the performance of the operating segments.

5 分部資料 (續)

管理層根據經營利潤衡量指標評估經營分部的表現。衡量基準不包括總部若干收入、開支、收益及虧損、金融資產減值虧損撥回/(減值虧損)、分佔使用權益法入賬的投資的淨利潤以及財務收入及成本的分配的影響。概無向本集團董事會單獨提供分部資產及分部負債資料，因彼等在向經營分部分配資源或評估經營分部的表現時不會使用該資料。

For the six months ended September 30,
截至9月30日止六個月

		2023 (Unaudited)		2022 (Unaudited)	
		2023年(未經審計)		2022年(未經審計)	
		Revenue	Operating profit	Revenue	Operating profit
		收入	經營利潤	收入	經營利潤
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Arrail Dental	瑞爾齒科	402,664	23,018	384,982	29,637
Rytime Dental	瑞泰口腔	483,492	50,623	386,592	34,538
Total	總計	886,156	73,641	771,574	64,175
Unallocated:	未分配：				
Headquarter and corporate expenses	總部及企業開支		(61,846)		(134,682)
Net reversal of impairment loss/(impairment loss) on financial assets	金融資產淨減值虧損撥回/(減值虧損)		2,916		(1,224)
Finance income	財務收入		17,469		5,572
Finance costs	財務成本		(22,416)		(21,821)
Share of net profit of investments accounted for using the equity method	分佔使用權益法入賬的投資的淨利潤		398		998
Profit/(loss) before income tax	除所得稅前利潤/(虧損)		10,162		(86,982)



Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註



5 SEGMENT INFORMATION (Continued)

The Company is domiciled in the Cayman Islands while the Group mainly operates its business in the PRC and earns substantially all of the revenues from external customers in the PRC.

As at September 30, 2023 and March 31, 2023, substantially all of the non-current assets (excluding financial instruments and deferred tax assets) of the Group were located in the PRC.

No revenue from the Group's sales to a single customer amounted to 10% or more of the Group's revenue for the six months ended September 30, 2023 and 2022.

Other segment information

5 分部資料 (續)

本公司於開曼群島註冊，而本集團則主要在中國經營業務，且絕大部分收入源於中國的外部客戶。

於2023年9月30日及2023年3月31日，本集團絕大部分非流動資產（不包括金融工具及遞延稅項資產）位於中國。

截至2023年及2022年9月30日止六個月，本集團向單一客戶的銷售收入概無佔本集團收入的10%或以上。

其他分部資料

For the six months ended September 30,
截至9月30日止六個月

	2023 (Unaudited) 2023年(未經審計)		2022 (Unaudited) 2022年(未經審計)		
	Arrail Dental 瑞爾齒科 RMB'000 人民幣千元	Rytime Dental 瑞泰口腔 RMB'000 人民幣千元	Arrail Dental 瑞爾齒科 RMB'000 人民幣千元	Rytime Dental 瑞泰口腔 RMB'000 人民幣千元	
Depreciation and amortisation	折舊及攤銷	60,602	69,232	68,042	64,522
Addition to property, plant and equipment	添置物業、廠房及設備	17,392	28,032	9,531	45,991
Addition to right-of use assets	添置使用權資產	80,633	30,949	44,569	39,620

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

6 REVENUE

The breakdown of revenues by service categories for the six months ended September 30, 2023 and 2022 is as follows:

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
General Dentistry – recognised at a point in time	普通牙科 – 於某一時間點確認	483,868	409,479
Orthodontics – recognised over time	正畸科 – 於一段時間確認	206,414	181,181
Implantology – recognised over time	種植科 – 於一段時間確認	177,497	156,570
Others – recognised at a point in time	其他 – 於某一時間點確認	18,377	24,344
		886,156	771,574

The breakdown of revenues by geographic locations and by brands for the six months ended September 30, 2023 and 2022 is as follows:

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Northern China	中國華北	368,674	323,846
Eastern China	中國華東	237,955	158,177
Southern China	中國華南	68,882	92,788
Western China	中國西區	210,645	196,763
		886,156	771,574

6 收入

截至2023年及2022年9月30日止六個月按服務類別劃分的收入明細如下：

截至2023年及2022年9月30日止六個月按地理位置及按品牌劃分的收入明細如下：

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

6 REVENUE (Continued)

6 收入(續)

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Arrail Dental	瑞爾齒科	402,664	384,982
Rytime Dental	瑞泰口腔	483,492	386,592
		886,156	771,574

7 EXPENSES BY NATURE

7 按性質劃分的開支

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Employee benefits expenses	僱員福利開支	491,007	489,866
Depreciation and amortization	折舊及攤銷	129,834	132,564
Dental materials used	所用齒科材料	130,535	124,447
Advertising and marketing expenses	廣告及營銷開支	28,394	18,645
Office and property management expenses	辦公及物業管理開支	34,518	25,927
Consulting fees	諮詢費	32,757	33,425
Other expenses	其他開支	31,615	17,660
		878,660	842,534

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

8 OTHER GAINS – NET

8 其他淨收益

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Net losses on disposal of property, plant and equipment	出售物業、廠房及設備的淨虧損	(964)	(140)
Net fair value gains on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的淨公允價值收益	3,692	1,385
Net foreign exchange loss	淨匯兌虧損	(151)	(861)
Write backs of payables	撥回應付款項	2,029	–
Others	其他	(307)	69
		4,299	453

9 FINANCE COSTS – NET

9 淨財務成本

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Finance income	財務收入		
Interest income from bank deposits	銀行存款利息收入	15,540	5,208
Interest income from loans to related parties and employees	向關聯方及僱員提供貸款的利息收入	1,929	364
		17,469	5,572
Finance costs	財務成本		
Interest expense on borrowings	借款利息開支	(4,995)	(2,439)
Interest expense on lease liabilities	租賃負債利息開支	(17,421)	(19,382)
		(22,416)	(21,821)
		(4,947)	(16,249)



Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註



10 INCOME TAX EXPENSES

The income tax expense of the Group for the six months ended September 30, 2023 and 2022 is analysed as follows:

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Current income tax	即期所得稅		
– PRC corporate income tax	– 中國企業所得稅	9,165	6,545
Deferred income tax	遞延所得稅	(5,237)	(3,557)
		3,928	2,988

i. Cayman Islands

The Company is registered by way of continuations as an exempted company with limited liability under the Companies Act of the Cayman Islands and is not subject to tax on income or capital gains. Additionally, the Cayman Islands do not impose a withholding tax on payments of dividends to shareholders. The Cayman Islands are not party to any double tax treaties that are applicable to any payments made by or to the Company.

ii. BVI

The Group's entities established under the International Business Companies Acts of BVI are exempted from BVI income tax.

10 所得稅開支

截至2023年及2022年9月30日止六個月本集團的所得稅開支分析如下：

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Current income tax	即期所得稅		
– PRC corporate income tax	– 中國企業所得稅	9,165	6,545
Deferred income tax	遞延所得稅	(5,237)	(3,557)
		3,928	2,988

i. 開曼群島

本公司根據開曼群島公司法以存續方式註冊為獲豁免有限公司，無須繳納所得稅或資本利得稅。此外，開曼群島並無就向股東派付的股息徵收預扣稅。開曼群島並非適用於本公司支付任何款項或向本公司支付任何款項的任何雙重徵稅條約的締約方。

ii. 英屬維爾京群島

本集團根據英屬維爾京群島國際商業公司法成立的實體獲豁免繳納英屬維爾京群島所得稅。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

10 INCOME TAX EXPENSES (Continued)

iii. Hong Kong Income Tax

Entities incorporated in Hong Kong are subject to Hong Kong profits tax at a rate of 16.5% for taxable income earned in Hong Kong before April 1, 2018. Starting from the financial year commencing on April 1, 2018, the two-tiered profits tax regime took effect, under which the tax rate is 8.25% for assessable profits on the first HK\$2 million and 16.5% for any assessable profits in excess of HK\$2 million. The subsidiary, Arrail Institute of Advanced Dentistry (AIAD) Limited, was established in Hong Kong and this tax policy is applicable. No provision for Hong Kong profits tax was made as the Group had no estimated assessable profit that was subject to Hong Kong profits tax during the six months ended September 30, 2023 and 2022.

iv. PRC Enterprise Income Tax (“EIT”)

The income tax provision of the Group in respect of its operations in PRC was subject to statutory tax rate of 25% on the assessable profits for the six months ended September 30, 2023 and 2022 based on the existing legislation, interpretation and practices in respect thereof.

For the Group’s PRC subsidiaries recognised as Small and Micro Enterprise (“SME”) by the relevant government authorities, they are subject to a 50%-75% deduction of the assessable profits as well as a preferential tax rate of 20% or 10%, effective until December 31, 2023. During the six months ended September 30, 2023 and 2022, the majority of the Group’s PRC subsidiaries meet the criteria of SMEs.

v. Withholding tax in Mainland China (“WHT”)

According to the New Corporate Income Tax Law (“New EIT Law”), beginning on January 1, 2008, distribution of profits earned by companies in mainland China since January 1, 2008 to foreign investors is subject to withholding tax of 5% or 10%, depending on the country of incorporation of the foreign investor, upon the distribution of profits to overseas incorporated immediate holding companies.

10 所得稅開支(續)

iii. 香港利得稅

於2018年4月1日之前，在香港註冊成立的實體須就於香港獲得的應課稅收入按16.5%的稅率繳納香港利得稅。自2018年4月1日開始的財政年度起，兩級利得稅制度生效，根據該制度，首2百萬港元的應課稅利潤稅率為8.25%，超出2百萬港元部分的任何應課稅利潤稅率為16.5%。子公司瑞爾口腔醫學院有限公司於香港成立，及適用於該利得稅制度。由於截至2023年及2022年9月30日止六個月本集團未有須繳納香港利得稅的估計應課稅利潤，因此未有就香港利得稅作出撥備。

iv. 中國企業所得稅(「企業所得稅」)

根據有關的現行法例、詮釋及慣例，本集團就截至2023年及2022年9月30日止六個月的應課稅利潤按法定稅率25%計提中國業務的所得稅撥備。

就本集團被相關政府機關認定為小微企業(「小微企業」)的中國子公司而言，其於2023年12月31日之前均可享受應課稅利潤50%至75%扣減並享受20%或10%的優惠稅率。於截至2023年及2022年9月30日止六個月，本集團大部分中國子公司符合小微企業標準。

v. 中國內地預扣稅(「預扣稅」)

根據自2008年1月1日起施行的新企業所得稅法(「新企業所得稅法」)，自2008年1月1日起，中國內地的公司向於境外註冊成立的直接控股公司分派利潤時，視乎外國投資者註冊成立所在國家而定，向該等外國投資者分派的利潤須按5%或10%的稅率繳納預扣稅。



Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註



11 EARNINGS/(LOSS) PER SHARE

i. Basic earnings/(loss) per shares

Basic earnings/(loss) per share for the six months ended September 30, 2023 and 2022 is calculated by dividing the profit attributable to owners of the Company for the six months ended September 30, 2023 amounting to RMB4,981,000 (for the six months ended September 30, 2022: loss attributable to owners of the Company amounting to RMB88,588,000) by the weighted average number of ordinary shares outstanding less treasury shares during the period amounting to 462,569,000 shares (for the six months ended September 30, 2022: 466,307,000 shares).

ii. Diluted earnings/(loss) per shares

Diluted earnings/(loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. During the six months ended September 30, 2023 and 2022, the Company had potential ordinary shares, including RSUs.

Diluted earnings per share for the six months ended September 30, 2023 is calculated by dividing the profit attributable to owners of the Company amounting to RMB4,981,000 by the weighted average number of ordinary shares used as the denominator in calculating diluted earnings per share amounting to 488,895,000 shares, represented by the weighted average number of ordinary shares outstanding less treasury shares amounting to 462,569,000 shares, adding adjustments for RSUs amounting to 26,326,000 shares.

As the Group incurred loss for the six months ended September 30, 2022, these potential ordinary shares were not included in the calculation of diluted loss per share as their inclusion would be anti-dilutive. Accordingly, the amounts of diluted loss per share for the six months ended September 30, 2022 was the same as basic loss per share.

11 每股盈利／(虧損)

i. 每股基本盈利／(虧損)

截至2023年及2022年9月30日止六個月的每股基本盈利／(虧損)，乃按截至2023年9月30日止六個月本公司擁有人應佔利潤人民幣4,981,000元(截至2022年9月30日止六個月：本公司擁有人應佔虧損人民幣88,588,000元)除以期內發行在外普通股減去庫存股份後的加權平均數462,569,000股(截至2022年9月30日止六個月：466,307,000股)計算。

ii. 每股攤薄盈利／(虧損)

計算每股攤薄盈利／(虧損)時，已就假設轉換所有攤薄性潛在普通股而調整發行在外普通股的加權平均數。截至2023年及2022年9月30日止六個月，本公司擁有潛在普通股，包括受限制股份單位。

截至2023年9月30日止六個月的每股攤薄盈利，乃按本公司擁有人應佔利潤人民幣4,981,000元除以普通股加權平均數(在計算每股攤薄盈利時用作分母)488,895,000股(即發行在外普通股減去庫存股份後的加權平均數462,569,000股加上就受限制股份單位所作調整的26,326,000股)計算。

由於本集團在截至2022年9月30日止六個月產生虧損，故計算每股攤薄虧損時未計入該等潛在普通股，因為其計入將導致反攤薄。因此，截至2022年9月30日止六個月的每股攤薄虧損金額與每股基本虧損金額相同。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

12 CAPITAL EXPENDITURE

		Property, plant and equipment 物業、廠房及 設備 RMB'000 人民幣千元	Right-of-use assets 使用權資產 RMB'000 人民幣千元	Intangible assets 無形資產 RMB'000 人民幣千元
Net book amount as at April 1, 2023	於2023年4月1日的賬面 淨值	324,202	692,067	56,343
Additions	添置	45,424	111,582	22,850
Disposals	處置	(7,964)	(7,456)	-
Depreciation/amortisation charge for the period	期內折舊／攤銷支出	(42,941)	(80,320)	(6,573)
Net book amount as at September 30, 2023 (Unaudited)	於2023年9月30日的 賬面淨值(未經審計)	318,721	715,873	72,620

12 資本支出

13 PREPAYMENTS

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
<i>Non-current</i>	<i>非流動</i>		
Prepayments for construction	工程墊款	20,460	9,110
Prepayments for equipment	設備預付款項	3,963	22,750
Incremental costs of obtaining contracts	獲得合同的增量成本	3,827	2,775
		28,250	34,635
<i>Current</i>	<i>流動</i>		
Prepayments for braces	牙套預付款項	53,134	49,239
Prepayments for inventories other than braces	存貨(牙套除外)預付款項	38,757	27,440
Incremental costs of obtaining contracts	獲得合同的增量成本	14,959	15,854
Short-term lease prepayments	短期租賃預付款項	9,500	8,299
Prepayments for services	服務預付款項	13,396	6,768
		129,746	107,600
		157,996	142,235

13 預付款項

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

14 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

14 按公允價值計入損益的金融資產

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
<i>Non-current</i>			
	<i>非流動</i>		
Wealth management products and private equity investments (Note a)	理財產品及私募股權投資 (附註a)	4,502	–
Unlisted debt instruments (Note b)	非上市債務工具 (附註b)	35,714	35,714
Unlisted equity instruments (Note c)	非上市權益工具 (附註c)	30,000	30,000
		70,216	65,714
<i>Current</i>			
	<i>流動</i>		
Wealth management products (Note a)	理財產品 (附註a)	268,813	258,013
Bank structured deposits	銀行結構性存款	–	5,000
		268,813	263,013
		339,029	328,727

Notes to the Interim Condensed Consolidated Financial Information 中期簡明合併財務資料附註

14 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Note a: As at September 30, 2023, the Group invested in the wealth management products from GF Global Capital Limited amounting to US\$20,720,000 (equivalent to RMB148,766,000), while as of March 31, 2023, the amount was US\$20,263,000 (equivalent to RMB139,240,000). Its fair values are within level 3 of the fair value hierarchy.

As at September 30, 2023, the Group invested in the wealth management products from Huatai International Financial Products Limited amounting to US\$16,720,000 (equivalent to RMB120,047,000), while as of March 31, 2023, the amount was US\$16,402,000 (equivalent to RMB112,710,000). Its fair values are within level 3 of the fair value hierarchy.

During the year ended March 31, 2023, the Group subscribed to partner's capital, becoming a limited partner in TruMed Health Innovation Fund LP, and the total commitment is US\$2,000,000. As at September 30, 2023, the Group's investment in TruMed Health Innovation Fund LP amounted to US\$627,000 (equivalent to RMB4,502,000), while as of March 31, 2023, the amount was US\$882,000 (equivalent to RMB6,063,000). Its fair values are within level 3 of the fair value hierarchy.

Note b: The fair values of the unlisted debt instruments are calculated using the Market Method. In this model, the fair value of the financial instruments is determined by the implied equity value derived from a timely transaction in the private company's equity. Its fair values are within level 3 of the fair value hierarchy (Note 4.2).

Note c: The fair values of the unlisted equity instruments are calculated using the Market Method. In this model, the fair value of the financial instruments is determined by the implied equity value derived from a timely transaction in the private company's equity. Its fair values are within level 3 of the fair value hierarchy (Note 4.2).

14 按公允價值計入損益的金融資產 (續)

附註a: 截至2023年9月30日，本集團於廣發全球資本有限公司發行的理財產品的投資額為20,720,000美元（相等於人民幣148,766,000元），而截至2023年3月31日，該金額為20,263,000美元（相等於人民幣139,240,000元）。其公允價值屬於公允價值層級中的第三層級。

截至2023年9月30日，本集團於華泰國際金融產品有限公司發行的理財產品的投資額為16,720,000美元（相等於人民幣120,047,000元），而截至2023年3月31日，該金額為16,402,000美元（相等於人民幣112,710,000元）。其公允價值屬於公允價值層級中的第三層級。

於截至2023年3月31日止年度，本集團認購合夥人的資本，成為TruMed Health Innovation Fund LP的有限合夥人，出資總額為2,000,000美元。截至2023年9月30日，本集團於TruMed Health Innovation Fund LP的投資額為627,000美元（相等於人民幣4,502,000元），而截至2023年3月31日，該金額為882,000美元（相等於人民幣6,063,000元）。其公允價值屬於公允價值層級中的第三層級。

附註b: 非上市債務工具的公允價值乃使用市場法計算。在此模式下，金融工具的公允價值乃按私募基金股本的即時交易產生的隱含股權價值釐定。其公允價值屬於公允價值層級中的第三層級（附註4.2）。

附註c: 非上市權益工具的公允價值乃使用市場法計算。在此模式下，金融工具的公允價值乃按私募基金股本的即時交易產生的隱含股權價值釐定。其公允價值屬於公允價值層級中的第三層級。（附註4.2）。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

15 TRADE AND OTHER RECEIVABLES

15 貿易及其他應收款項

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
<i>Non-current</i>	<i>非流動</i>		
Other receivables	其他應收款項		
Loans to employees (<i>Note a</i>)	向僱員提供貸款 (<i>附註a</i>)	6,076	14,101
Rental deposits	租賃按金	62,103	59,895
Deposits paid for investments (<i>Note b</i>)	就投資所支付的按金 (<i>附註b</i>)	9,000	4,500
Others	其他	1,891	1,891
		79,070	80,387
Less: loss allowance	減：虧損撥備	(1,922)	(2,620)
		77,148	77,767
<i>Current</i>	<i>流動</i>		
Trade receivables (<i>Note c</i>)	貿易應收款項 (<i>附註c</i>)	78,433	92,407
Other receivables	其他應收款項		
Loans to related parties (<i>Note 22(c)</i>)	向關聯方提供貸款 (<i>附註22(c)</i>)	84,549	78,664
Amounts due from related parties (<i>Note 22(c)</i>)	應收關聯方款項 (<i>附註22(c)</i>)	2,821	2,700
Amount due from a non-controlling shareholder	應收非控股股東的款項	3,150	3,150
Loans to employees and petty cash granted to employees (<i>Note a</i>)	向僱員提供貸款及授予僱員的小額現金 (<i>附註a</i>)	44,655	37,101
Rental and other deposits	租賃及其他按金	242	1,548
Receivable from RSU management agency and deposit in a security broker for share repurchase	應收受限制股份單位管理機構的款項及就購回股份向證券經紀提供的按金	52,612	71,222
Others	其他	22,051	16,806
		288,513	303,598
Less: loss allowance	減：虧損撥備	(15,297)	(21,460)
		273,216	282,138
		350,364	359,905

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

15 TRADE AND OTHER RECEIVABLES (Continued)

Note a: The loans to employees are unsecured, with interest accruing at 2% per annum, and repayable after 5 years from the date of drawdown.

Note b: As at September 30, 2023, the Group paid a deposit amounting to RMB9,000,000 for the purpose for acquiring 85% equity interest in Guangzhou Ruihua Dental Clinic Co., Ltd (“**Guangzhou Ruihua**”) (Note 24).

Note c: The Group generally allows a credit period of 10 to 60 days to its customers. Ageing analysis of trade receivables based on billing date is as follows:

15 貿易及其他應收款項 (續)

附註a: 向僱員提供的貸款為無抵押，按年利率2%計息，並須於提取之日起5年後償還。

附註b: 於2023年9月30日，本集團已支付人民幣9,000,000元的按金，以收購廣州瑞華口腔門診部有限公司（「廣州瑞華」）的85%股權（附註24）。

附註c: 本集團一般給予其客戶10至60天的信貸期。按賬單日期劃分的貿易應收款項賬齡分析如下：

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Up to 3 months	不超過3個月	52,591	47,220
3 to 6 months	3至6個月	5,923	14,723
6 months to 1 year	6個月至1年	14,338	6,941
1 to 2 years	1至2年	3,250	9,348
Over 2 years	超過2年	2,331	14,175
		78,433	92,407

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

16 SHARE CAPITAL

16 股本

Authorised:

法定：

		Number of ordinary shares 普通股數目 '000 千股	Nominal value of ordinary shares 普通股面值 USD'000 千美元
As at April 1, 2023 and September 30, 2023 (Unaudited)	於2023年4月1日及2023年9月30日 (未經審計)	1,250,000	25,000

Issued:

已發行：

		Number of ordinary shares 普通股 數目 '000 千股	Nominal value of ordinary shares 普通股 面值 USD'000 千美元	Equivalent nominal value of ordinary shares 普通股等額 面值 RMB'000 人民幣千元
As at April 1, 2023 and September 30, 2023 (Unaudited)	於2023年4月1日及2023年9月30日 (未經審計)	581,592	11,633	74,769

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

17 BORROWINGS

17 借款

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Included in non-current liabilities			
Secured bank borrowings (a)	計入非流動負債 有抵押銀行借款(a)	44,472	47,252
		44,472	47,252
Included in current liabilities			
Secured bank borrowings (a)	計入流動負債 有抵押銀行借款(a)	54,059	49,059
Unsecured bank borrowings (b)	無抵押銀行借款(b)	186,165	123,708
		240,224	172,767
		284,696	220,019

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

17 BORROWINGS (Continued)

(a) Secured bank borrowings

Secured bank borrowings as at September 30, 2023 and March 31, 2023 bear annual weighted average interest rate at 3.81% and 3.92%, respectively.

The maturity of secured bank borrowings is as follows:

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Within 1 year	1年內	54,059	49,059
Between 1 and 2 years	1至2年	44,472	5,559
Between 2 and 3 years	2至3年	-	41,693
		98,531	96,311

Secured bank borrowings of the Group are secured as follows:

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Time deposits with original maturity within three months	原到期日短於三個月的定期存款	-	91,997
Time deposits with original maturity over three months	原到期日超過三個月的定期存款	80,557	62,897
		80,557	154,894

17 借款(續)

(a) 有抵押銀行借款

於2023年9月30日及2023年3月31日的有抵押銀行借款分別按3.81%及3.92%的年加權平均利率計息。

有抵押銀行借款的到期情況如下：

	At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Within 1 year	54,059	49,059
Between 1 and 2 years	44,472	5,559
Between 2 and 3 years	-	41,693
	98,531	96,311

本集團的有抵押銀行借款抵押如下：

	At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Time deposits with original maturity within three months	-	91,997
Time deposits with original maturity over three months	80,557	62,897
	80,557	154,894

Notes to the Interim Condensed Consolidated Financial Information 中期簡明合併財務資料附註

17 BORROWINGS (Continued)

(b) Unsecured bank borrowings

Unsecured bank borrowings as at September 30, 2023 and March 31, 2023 bear annual weighted average interest rate at 2.65% and 3.58%, respectively.

The maturity of unsecured bank borrowings is as follows:

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Within 1 year	1年內	186,165	123,708
		186,165	123,708

17 借款(續)

(b) 無抵押銀行借款

於2023年9月30日及2023年3月31日的無抵押銀行借款分別按2.65%及3.58%的年加權平均利率計息。

無抵押銀行借款的到期情況如下：

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

18 DEFERRED INCOME TAX

The following is an analysis of the deferred tax balances presented on the consolidated balance sheet:

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	68,293	63,929
Deferred tax liabilities	遞延稅項負債	(10,189)	(11,062)
		58,104	52,867

The following are the deferred tax assets and liabilities recognised by the Group and movements thereon during the six months ended September 30, 2023 and 2022.

		Tax losses	Credit loss allowance	Lease liabilities	Fair value adjustments on assets acquired in business combinations	Total
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At April 1, 2023	於2023年4月1日	58,566	5,363	-	(11,062)	52,867
Credited to profit or loss	計入損益	3,411	(536)	1,489	873	5,237
At September 30, 2023 (Unaudited)	於2023年9月30日 (未經審計)	61,977	4,827	1,489	(10,189)	58,104
At April 1, 2022	於2022年4月1日	51,353	5,324	-	(2,125)	54,552
Business Combination	業務合併	-	-	-	(9,292)	(9,292)
Credited to profit or loss	計入損益	3,042	107	-	408	3,557
At September 30, 2022 (Unaudited)	於2022年9月30日 (未經審計)	54,395	5,431	-	(11,009)	48,817

18 遞延所得稅

以下是合併資產負債表呈列的對遞延稅款餘額的分析：

以下是本集團於截至2023年及2022年9月30日止六個月確認的遞延稅項資產及負債及其變動情況。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

19 TRADE AND OTHER PAYABLES

19 貿易及其他應付款項

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Trade payables	貿易應付款項	83,379	84,968
Other payables	其他應付款項	101,600	124,496
		184,979	209,464

Ageing analysis of trade payables of the Group based on invoice date is as follows:

本集團按發票日期劃分的貿易應付款項賬齡分析如下：

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Up to 3 months	不超過3個月	51,021	48,342
3 to 6 months	3至6個月	5,857	8,100
6 months to 1 year	6個月至1年	4,916	5,495
Over 1 year	超過1年	21,585	23,031
		83,379	84,968



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19 TRADE AND OTHER PAYABLES (Continued)

The breakdown of other payables is as follows:

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Amounts due to minority shareholders	應付少數股東款項	2,106	2,420
Amounts due to former shareholders	應付前任股東款項	2,589	2,963
Amounts due to related parties (Note 22(c))	應付關聯方款項 (附註22(c))	342	3,118
Amounts due to employees arisen from exercise of RSUs	因受限制股份單位的行使而應付僱員款項	449	9,280
Employee benefits payable	應付僱員福利	51,281	58,660
Consideration payable for acquisition of Wuxi Tongshan Dental Hospital Co., Ltd	收購無錫市通善口腔醫院有限公司應付對價	12,837	12,837
Taxes payable	應付稅項	15,800	12,874
Others	其他	16,196	22,344
		101,600	124,496

19 貿易及其他應付款項 (續)

其他應付款項的明細如下：

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20 SHARE-BASED COMPENSATION EXPENSES – RSUs

In August 2021, the board of the directors of the Company approved the establishment of a RSU Plan for the purpose of attracting, retaining and motivating the directors, employees and such other participants of the Company.

The RSU Plan is effective from the date of establishment and will govern RSUs made by the Company. The total number of RSUs which may be granted and issued under the RSU Plan will not exceed 4,798,904 (subdivided into 119,972,600 upon Share Subdivision).

On October 1, 2021, 3,668,941 RSUs of the Company were granted to certain directors and eligible employees. Effective from March 21, 2022, these RSUs were subdivided into 91,723,525 RSUs. RSUs will be vested and become realizable only at the end of the first 6 months, the first year, the first 18 months and the second year from the commencement date of dealings in the Company's shares on the Stock Exchange of Hong Kong Limited ("Vesting Period") at the respective proportion of 25%, 25%, 25% and 25%, provided that the participants pass the annual performance review administrated by the board of the directors of the Company. Vesting Period may be different due to specific cases or exception. RSUs can be purchased for 1 ordinary share at any time, provided that RSUs are vested.

20 股份酬金開支 – 受限制股份單位

於2021年8月，本公司董事會批准制定受限制股份單位計劃，以吸引、挽留及激勵本公司董事、僱員及有關其他參與者。

受限制股份單位計劃自制定日期起生效且將管控本公司作出的受限制股份單位。根據受限制股份單位計劃可能授出及發行的受限制股份單位總數將不超過4,798,904股（根據股份拆細拆細為119,972,600股）。

於2021年10月1日，本公司向若干董事及合資格僱員授予3,668,941個受限制股份單位。自2022年3月21日起，該等受限制股份單位被拆細為91,723,525個受限制股份單位。受限制股份單位將予歸屬且僅可於本公司股份在香港聯合交易所有限公司開始買賣日期起的首六個月、第一年、首18個月及第二年（「歸屬期」）結束時分別按25%、25%、25%及25%的比例變現，惟參與者須通過由本公司董事會執行的年度業績審閱。歸屬期可能因個別或例外情況而有所不同。倘受限制股份單位獲歸屬，則可隨時以1股普通股購買受限制股份單位。



Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註



20 SHARE-BASED COMPENSATION EXPENSES – RSUs

(Continued)

Movements in the number of RSUs granted on October 1, 2021 under the RSU Plan adopted by the Company in August 2021 and their related weighted average fair value per restrictive share unit (“RSU”) are as follows

		For the six months ended September 30, 2023 (Unaudited) 截至2023年9月30日止六個月 (未經審計)		For the six months ended September 30, 2022 (Unaudited) 截至2022年9月30日止六個月 (未經審計)	
		Number of RSUs 受限制股份單位數目	Weighted average fair value per RSU 每受限制股份單位 加權平均公允價值 (USD) (美元)	Number of RSUs 受限制股份單位數目	Weighted average fair value per RSU 每受限制股份單位 加權平均公允價值 (USD) (美元)
Outstanding as at April 1	於4月1日尚未行使	84,234,024	0.58	91,723,525	0.59
Forfeited during the year	於年內沒收	(978,112)	0.86	-	-
Exercised upon the payment of purchase price	於支付購買價時行使	(3,022,808)	0.59	-	-
Outstanding as at September 30	於9月30日尚未行使	80,233,104	0.58	91,723,525	0.59

Note:

Weighted average fair value per RSU is USD0.59.

20 股份酬金開支 – 受限制股份單位 (續)

根據本公司於2021年8月採納的受限制股份單位計劃於2021年10月1日授出的受限制股份單位數目及其每受限制股份單位(「受限制股份單位」)相關的加權平均公允價值變動如下：

附註：

每受限制股份單位加權平均公允價值為0.59美元。

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20 SHARE-BASED COMPENSATION EXPENSES – RSUs

(Continued)

The share-based compensation expenses relating to the RSUs were recognised as administrative expenses during the six months ended September 30, 2023 amounting to RMB38,473,000 (for the six months ended September 30, 2022: RMB100,641,000).

On September 3, 2022 (“**Adoption Date**”), the Company has adopted the 2022 RSU Scheme (“**2022 RSU Scheme**”) as approved by the board of directors of the Company to further provide a means of compensating the Selected Participants through the grant of awards for their contribution to the growth and profits of the Group.

Unless terminated earlier by the Company, the 2022 RSU Scheme is valid and effective for a term of 10 years commencing from the Adoption Date. Upon termination, (i) no further grant of RSUs may be made under the 2022 RSU Scheme; and (ii) the awards (to the extent not already settled, paid-out, lapsed or cancelled) granted prior to such termination shall continue to be valid in accordance with the 2022 RSU Scheme.

Pursuant to the 2022 RSU Scheme, the underlying shares will be satisfied by the existing ordinary shares to be acquired on the market based on the trading price of the market.

The Board shall not make any further awards which will result in the nominal value of the underlying shares under the 2022 RSU Scheme exceeding 10% of the issued shares of the Company as at the Adoption Date. The maximum number of the underlying shares which may be transferred or paid-out in settlement of all RSUs awarded to any Selected Participants under the 2022 RSU Scheme shall not exceed 1% of the issued shares of the Company from time to time in any 12-month period.

During the six months ended September 30, 2023, no RSU was granted under the 2022 RSU Scheme.

20 股份酬金開支 – 受限制股份單位

(續)

截至2023年9月30日止六個月確認為行政開支的受限制股份單位有關的股份酬金開支為人民幣38,473,000元（截至2022年9月30日止六個月：人民幣100,641,000元）。

於2022年9月3日（「採納日期」），本公司已採納由本公司董事會批准的2022年受限制股份單位計劃（「2022年受限制股份單位計劃」），進一步透過授予獎勵的方式酬謝獲甄選參與者為本集團發展及利潤所作出的貢獻。

除非本公司提前終止，否則2022年受限制股份單位計劃自採納日期起計10年內有效。於終止後，(i)不再根據2022年受限制股份單位計劃授予受限制股份單位；及(ii)終止前已授予的獎勵（以尚未結算、支付、失效或註銷者為限）將根據2022年受限制股份單位計劃繼續有效。

根據2022年受限制股份單位計劃，相關股份將以於市場上按照市場交易價購買的現有普通股支付。

董事會不得進一步授出獎勵，導致2022年受限制股份單位計劃項下的相關股份面值超過本公司於採納日期已發行股份的10%。因結算根據2022年受限制股份單位計劃將授予任何獲甄選參與者的所有受限制股份單位而可能轉讓或支付的相關股份的最高數目，不得超過本公司於任何12個月期間不時已發行股份的1%。

於截至2023年9月30日止六個月，並無根據2022年受限制股份單位計劃授出受限制股份單位。



Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註



21 COMMITMENTS

Capital commitments

Saved as disclosed elsewhere, significant capital expenditure contracted for at the end of the reporting period but not yet incurred is as follows:

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	-	7,603
Subscription of additional equity interest in Shenzhen Baocheng	認購深圳寶城額外股權	-	4,430
Subscription of additional equity interest in Guangzhou Ruihua (Note a)	認購廣州瑞華額外股權 (附註a)	8,000	-

Note a: In September 2023, two subsidiaries of the Company entered into an investment agreement to acquire 85% equity interests of the Guangzhou Ruihua for cash consideration of RMB17 million. As at September 30, 2023, RMB9 million cash consideration has been paid out, and the remaining consideration of RMB8 million is subject to future payments as the conditions precedent of the completion of the acquisition stipulated in the investment agreement have not been fully fulfilled.

21 承擔

資本承擔

除其他地方所披露外，於報告期末已訂約但尚未產生的重大資本開支如下：

	At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
物業、廠房及設備	-	7,603
認購深圳寶城額外股權	-	4,430
認購廣州瑞華額外股權 (附註a)	8,000	-

附註a: 本公司兩家子公司於2023年9月簽訂投資協議，以現金對價人民幣17百萬元收購廣州瑞華的85%股權。截至2023年9月30日，已支付現金對價人民幣9百萬元，而由於投資協議所規定完成收購的先決條件仍未全面達成，因此餘下對價人民幣8百萬元尚待日後支付。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

22 RELATED PARTY TRANSACTIONS

(a) Names and relationships with related parties

The following companies are significant related parties of the Group that had transactions and/or balances with the Group during the six months ended September 30, 2023 and 2022.

Name of related party

關聯方名稱

Relationship with the Group

與本集團的關係

Zou Qifang 鄒其芳	Director of the Company 本公司董事
Hangzhou Jarvis 杭州佳沃思	Entity controlled by a close family member of a director 由董事的近親控制的實體
Hangzhou Shengchao Medical Technology Company Limited (“ Hangzhou Shengchao ”) 杭州盛朝醫療科技有限公司 (「杭州盛朝」)	Entity controlled by a close family member of a director 由董事的近親控制的實體
福州美可普	Associate of the Group 本集團聯營公司
濟南濟東	Associate of the Group 本集團聯營公司
北京康泰	Joint Venture of the Group 本集團合營公司
Beier Holdings Limited	Entity controlled by a director 由董事控制的實體
Rise Day Holdings Limited	Entity controlled by a director 由董事控制的實體
Qiming Venture Partners II, L.P.	Shareholder of the Company 本公司股東
Qiming Venture Partners II-C, L.P.	Shareholder of the Company 本公司股東
Qiming Managing Directors Fund II, L.P.	Shareholder of the Company 本公司股東

22 關聯方交易

(a) 關聯方名稱及與關聯方的關係

以下公司為於截至2023年及2022年9月30日止六個月與本集團有交易及／或結餘的本集團重大關聯方。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

22 RELATED PARTY TRANSACTIONS (Continued)

(b) Significant transactions with related parties

The following companies are significant related parties of the Group that had transactions and/or balances with the Group during the six months ended September 30, 2023 and 2022.

22 關聯方交易(續)

(b) 與關聯方的重大交易

以下公司為於截至2023年及2022年9月30日止六個月與本集團有交易及／或結餘之本集團重大關聯方。

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
<u>Sales of goods</u>			
Hangzhou Shengchao	銷售貨品 杭州盛朝	-	506
福州美可普	福州美可普	6,596	3,414
濟南濟東	濟南濟東	25	36
		6,621	3,956
<u>Purchases of goods</u>			
Hangzhou Shengchao	購買貨品 杭州盛朝	17,876	12,281
北京康泰	北京康泰	3,499	3,074
		21,375	15,355
<u>Receiving services</u>			
Hangzhou Shengchao	接受服務 杭州盛朝	643	439
Hangzhou Jarvis	杭州佳沃思	2,130	-
		2,773	439

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

22 RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties

The following balances are outstanding as at September 30, 2023 and March 31, 2023 in relation to transactions with related parties:

		At September 30, 2023 (Unaudited) 於2023年 9月30日 (未經審計) RMB'000 人民幣千元	At March 31, 2023 (Audited) 於2023年 3月31日 (經審計) RMB'000 人民幣千元
<u>Trade related receivables</u>	<u>貿易相關應收款項</u>		
Hangzhou Shengchao	杭州盛朝	-	7,011
福州美可普	福州美可普	2,677	4,465
濟南濟東	濟南濟東	114	114
北京康泰	北京康泰	3,852	4,976
		6,643	16,566
<u>Amounts due from related parties</u>	<u>應收關聯方款項</u>		
<i>Non-trade nature</i>	<i>非貿易性質</i>		
Rise Day Holdings Limited	Rise Day Holdings Limited	2,821	2,700
<u>Trade related payables</u>	<u>貿易相關應付款項</u>		
北京康泰	北京康泰	-	502
		-	502
<u>Prepayments to related parties</u>	<u>預付關聯方款項</u>		
<i>Trade nature</i>	<i>貿易性質</i>		
北京康泰	北京康泰	11,991	12,233
<u>Amounts due to related parties</u>	<u>應付關聯方款項</u>		
<i>Non-trade nature</i>	<i>非貿易性質</i>		
Zou Qifang	鄒其芳	342	818
Qiming Venture Partners II, L.P.	Qiming Venture Partners II, L.P.	-	2,085
Qiming Venture Partners II-C, L.P.	Qiming Venture Partners II-C, L.P.	-	183
Qiming Managing Directors Fund II, L.P.	Qiming Managing Directors Fund II, L.P.	-	32
		342	3,118
<u>Loans to related parties (Note 15)</u>	<u>向關聯方提供貸款 (附註15)</u>		
<i>Non-trade nature</i>	<i>非貿易性質</i>		
Beier Holdings Limited (i)	Beier Holdings Limited (i)	83,049	77,164
濟南濟東(ii)	濟南濟東(ii)	1,500	1,500
		84,549	78,664

22 關聯方交易 (續)

(c) 與關聯方的結餘

以下與關聯方的交易有關的結餘於2023年9月30日及2023年3月31日為未結清：

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

22 RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties (Continued)

Note:

- i. On September 28, 2022, the Company and Beier entered into a loan agreement (the “**Original Loan Agreement**”), pursuant to which the Company provided a loan facility to Beier in an aggregate principal amount of US\$11,000,000 (equivalent to RMB77,164,000) (the “**Loan**”). The Loan was drawn down by Beier in full on September 30, 2022. The Loan was unsecured, interest bearing at 4.5% per annum, and repayable in nine months from the date of utilisation.

On June 27, 2023, the Company and Beier entered into an amendment agreement to the original Loan Agreement (the “**Amendment Agreement**”), pursuant to which the Company and Beier conditionally agreed that, among others, the term of the Loan shall be extended for a period from 9 months to 18 months commencing from September 30, 2022. In addition, to cover the liabilities and obligations of Beier under the Amendment Agreement, Beier pledged 9,920,675 ordinary shares of the Company held by it in favour of the Company as security for the extended Loan. The interest rate of the Loan was revised from 4.5% to 5.5%. Save for the above, all the material terms and conditions of the Loan Agreement remain unchanged and in force and effect.

Upon the extension of the Loan, the carrying amount of the Loan would be recognised at fair value, which would be measured based on cash flows at discount rate with reference to the market interest rate and the credit spread of Beier on the date of extension.

The carrying amount of the Loan was initially recognised at fair value. The fair value of the Loan at initial recognition was calculated using cash flows at discount rate of 5.25% per annum, which was based on US Prime Rate and adjusted by an estimated credit spread of Beier. The difference between the fair value and the principal amount of the Loan amounting to RMB1,552,000 was credited to equity during the six months ended September 30, 2023.

22 關聯方交易 (續)

(c) 與關聯方的結餘 (續)

附註：

- i. 於2022年9月28日，本公司與Beier訂立貸款協議（「原貸款協議」），據此，本公司向Beier提供本金總額為11,000,000美元（相等於人民幣77,164,000元）的貸款融資（「貸款」）。於2022年9月30日，貸款已由Beier全額提取。貸款為無抵押、按年利率4.5%計息且須於動用日期起計九個月內償還。

於2023年6月27日，本公司與Beier訂立原貸款協議的修訂協議（「修訂協議」），據此，本公司與Beier已有條件同意（其中包括）將貸款的期限由2022年9月30日起計9個月延展至18個月。此外，為保障Beier在修訂協議項下的責任及義務，Beier已將其持有的9,920,675股本公司普通股抵押予本公司，作為延期貸款的擔保。貸款的利率已由4.5%修訂為5.5%。除上述者外，貸款協議的所有主要條款及條件維持不變，並具有十足效力和有效。

在貸款延期後，貸款的賬面值將按公允價值確認，而公允價值將按參照延展日期的市場利率及Beier的信貸息差得出的折現率，根據現金流量進行計量。

貸款的賬面值初始按公允價值確認。貸款於初始確認時的公允價值使用現金流量按每年5.25%的折現率計算，該折現率是以美元最優惠利率為基礎並就Beier的估計信貸息差作出調整而得出。截至2023年9月30日止六個月的貸款公允價值與本金額之間的差額人民幣1,552,000元計入權益。

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

22 RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties (Continued)

- ii. As at September 30, 2023 and March 31, 2023, loans to 濟南濟東, with gross balances amounted to RMB1,500,000 and RMB1,500,000, respectively, were unsecured, with annual interest rates ranging from 0% to 7%, and repayable in 1 to 3 years from the borrowing date. The loss allowance for loans to 濟南濟東 as at September 30, 2023 and March 31, 2023 amounted to RMB1,500,000 and RMB1,500,000, respectively.

(d) Key management personnel compensation

22 關聯方交易 (續)

(c) 與關聯方的結餘 (續)

- ii. 於2023年9月30日及2023年3月31日，向濟南濟東提供的貸款總結餘分別為人民幣1,500,000元及人民幣1,500,000元，為無抵押、年利率介乎0%至7%，並須自借款日期起一至三年內償還。於2023年9月30日及2023年3月31日，濟南濟東貸款的虧損撥備分別為人民幣1,500,000元及人民幣1,500,000元。

(d) 主要管理人員薪酬

		For the six months ended September 30, 截至9月30日止六個月	
		2023 (Unaudited) 2023年 (未經審計) RMB'000 人民幣千元	2022 (Unaudited) 2022年 (未經審計) RMB'000 人民幣千元
Wages, salaries, bonuses and other allowances	工資、薪金、花紅及其他津貼	3,639	3,610
Share-based compensation expenses	股份酬金開支	12,527	38,038
Social security costs and contributions to housing provident fund	社會保障成本及住房公積金供款	223	264
Allowances and benefits in kind	津貼及實物福利	923	1,331
		17,312	43,243

Notes to the Interim Condensed Consolidated Financial Information

中期簡明合併財務資料附註

23 DIVIDENDS

No dividend was declared by the Company during the six months ended September 30, 2023 and 2022.

24 EVENTS AFTER THE REPORTING PERIOD

To deepen the Group's footprint in southern China as well as further strengthen the Group's leading position in China dental market, in September 2023, two subsidiaries of the Company entered into an investment agreement to acquire 85% equity interests of Guangzhou Ruihua for cash consideration of RMB17 million (the "**Acquisition**"). In October 2023, all conditions precedent to the completion of the Acquisition as stipulated in the agreement were satisfied and the Acquisition completed. Up to the date of the approval of the interim financial statements, the Group paid RMB11 million for the Acquisition in total. The Group will pay the remaining consideration of RMB6 million six months after the completion of the Acquisition. Upon the completion of the Acquisition, the financial results of the Guangzhou Ruihua will be consolidated into the consolidated financial statements of the Group. Goodwill will be recognized as the excess of the purchase consideration over the acquisition fair value amounts of the identifiable assets acquired and liabilities and contingent liabilities assumed from the acquired entity in this Acquisition.

Save as disclosed above and elsewhere in this interim report, there have been no other material events subsequent to the period ended September 30, 2023, which require adjustment or disclosure in accordance with IFRSs.

23 股息

截至2023年及2022年9月30日止六個月，本公司並無宣派任何股息。

24 報告期後事項

為深化本集團在中國華南地區的佈局，並進一步鞏固本集團在中國口腔醫療市場的領先地位，本公司兩家子公司於2023年9月簽訂投資協議，以現金對價人民幣17百萬元收購廣州瑞華的85%股權（「收購事項」）。於2023年10月，協議所規定完成收購事項的所有先決條件均已達成，而收購事項已經完成。截至中期財務報表批准日期，本集團已就收購事項合共支付人民幣11百萬元。本集團將於收購事項完成後六個月內支付餘下對價人民幣6百萬元。收購事項完成後，廣州瑞華的財務業績將併入本集團的合併財務報表。商譽將確認為購買對價超出所收購可識別資產的收購公允價值金額以及在本收購事項中從所收購實體承擔的負債及或然負債之餘額。

除上文及本中期報告其他部分另有披露者外，於截至2023年9月30日止期間後，並無任何其他重大事項須根據國際財務報告準則進行調整或披露。

Definitions and Glossary of Technical Terms

釋義及技術詞彙

<p>“2022 RSU Scheme” 「2022年受限制股份單位計劃」</p>	<p>the 2022 restricted share unit scheme adopted by the Company in accordance with the scheme rules on September 3, 2022 指本公司於2022年9月3日根據計劃規則採納的2022年受限制股份單位計劃</p>
<p>“Adjusted Net Profit” 「經調整淨利潤」</p>	<p>adjusted net profit as loss for the six months adjusted by adding share-based compensation expenses 指經調整淨利潤為通過加上股份酬金開支進行調整的六個月內虧損</p>
<p>“Arrail Sunshine” 「Arrail Sunshine」</p>	<p>Arrail Sunshine Holdings Limited, a BVI company which holds the Shares underlying the awards under the RSU Scheme 指Arrail Sunshine Holdings Limited，一家英屬維爾京群島公司，持有受限制股份單位計劃項下相關獎勵股份</p>
<p>“associate(s)” 「聯繫人」</p>	<p>has the meaning ascribed to it under the Listing Rules 指具有上市規則賦予的涵義</p>
<p>“Audit Committee” 「審計委員會」</p>	<p>the audit committee of the Board 指董事會審計委員會</p>
<p>“Board” or “Board of Directors” 「董事會」</p>	<p>the board of Directors of our Company 指本公司董事會</p>
<p>“BVI” 「英屬維爾京群島」</p>	<p>the British Virgin Islands 指英屬維爾京群島</p>
<p>“CAGR” 「年均複合增長率」</p>	<p>compound annual growth rate 指年均複合增長率</p>
<p>“China” or “the PRC” 「中國」</p>	<p>the People’s Republic of China excluding, for the purpose of this interim report, Hong Kong, Macau Special Administrative Region and Taiwan 指中華人民共和國，就本中期報告而言，不包括香港、澳門特別行政區及台灣</p>
<p>“Companies Ordinance” 「公司條例」</p>	<p>the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time 指公司條例（香港法例第622章），經不時修訂、補充或以其他方式修改</p>
<p>“Company” or “our Company” 「本公司」</p>	<p>Arrail Group Limited (瑞爾集團有限公司), an exempted company registered by way of continuation under the laws of the Cayman Islands with limited liability on November 16, 2020, and registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance on July 26, 2021, whose shares are listed on the Main Board of the Stock Exchange 指瑞爾集團有限公司，一家於2020年11月16日根據開曼群島法例以存續方式註冊的獲豁免有限公司並於2021年7月26日根據公司條例第16部註冊為非香港公司，其股份於聯交所主板上市</p>



Definitions and Glossary of Technical Terms

釋義及技術詞彙



<p>“Corporate Governance Code” 「企業管治守則」</p>	<p>the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 指上市規則附錄十四所載企業管治守則</p>
<p>“Director(s)” or “our Director(s)” 「董事」</p>	<p>the director(s) of our Company 指本公司董事</p>
<p>“EBITDA” 「EBITDA」</p>	<p>EBITDA as loss for the six months adjusted by adding finance costs-net, income tax expenses, depreciation and amortization 指息稅折舊及攤銷前利潤為通過加上淨財務成本、所得稅開支、折舊及攤銷進行調整的六個月內虧損</p>
<p>“Global Offering” 「全球發售」</p>	<p>the Hong Kong Public Offering and the International Offering 指香港公開發售及國際發售</p>
<p>“Group”, “our Group”, “Arrail Group”, “we”, “us”, or “our” 「本集團」、「瑞爾集團」 或「我們」</p>	<p>our Company and all of our subsidiaries and the VIE Entities (as defined in the Prospectus) from time to time or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be) 指本公司、我們的全部子公司及不時的可變利益實體（定義見招股章程）或（按文義所指）就本公司成為我們現時子公司的控股公司之前期間而言，指有關子公司或其前身（視情況而定）經營的業務</p>
<p>“HK\$” or “Hong Kong Dollars” 「港元」</p>	<p>Hong Kong dollars, the lawful currency of Hong Kong 指香港法定貨幣港元</p>
<p>“Hong Kong” 「香港」</p>	<p>the Hong Kong Special Administrative Region of the PRC 指中國香港特別行政區</p>
<p>“Listing” or “IPO” 「上市」或「首次公開發售」</p>	<p>the listing of our Shares on the Main Board of the Stock Exchange 指股份在聯交所主板上市</p>
<p>“Listing Rules” 「上市規則」</p>	<p>the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time 指香港聯合交易所有限公司證券上市規則，經不時修訂或補充</p>

Definitions and Glossary of Technical Terms

釋義及技術詞彙

“Main Board” 「主板」	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange. For the avoidance of doubt, the Main Board excludes the Growth Enterprise Market of the Stock Exchange 指由聯交所運營的證券交易所（不包括期權市場），獨立於聯交所GEM，並與聯交所GEM並行運作。為免生疑問，主板不包括聯交所GEM
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules 指上市規則附錄十所載上市發行人董事進行證券交易的標準守則
“Nomination Committee” 「提名委員會」	the nomination committee of the Board 指董事會提名委員會
“Prospectus” 「招股章程」	the prospectus issued by the Company dated March 9, 2022 指本公司於2022年3月9日刊發的招股章程
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Board 指董事會薪酬委員會
“Renminbi” or “RMB” 「人民幣」	Renminbi Yuan, the lawful currency of China 指中國法定貨幣人民幣元
“Reporting Period” 「報告期」	the six months ended September 30, 2023 指截至2023年9月30日止六個月
“RSU(s)” 「受限制股份單位」	restricted share unit(s) 指受限制股份單位
“RSU Scheme” 「受限制股份單位計劃」	the restricted share units scheme adopted by our Company on August 3, 2021, details of which are set out in the Prospectus 指本公司於2021年8月3日採納的受限制股份單位計劃（詳情載於招股章程）
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time 指香港法例第571章證券及期貨條例，經不時修訂或補充



Definitions and Glossary of Technical Terms 釋義及技術詞彙



“Share(s)” 「股份」	ordinary share(s) in the share capital of the Company, with a nominal value of US\$0.02 each 指本公司股本中每股面值0.02美元的普通股
“Shareholder(s)” 「股東」	holder(s) of our Share(s) 指股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 指香港聯合交易所有限公司
“subsidiary(ies)” 「子公司」	has the meaning ascribed to it in section 15 of the Companies Ordinance 指具有公司條例第15條賦予的涵義
“Substantial Shareholder(s)” 「主要股東」	has the meaning ascribed to it under the Listing Rules 指具有上市規則賦予的涵義
“U.S. dollars” or “US\$” 「美元」	United States dollars, the lawful currency of the United States 指美國的法定貨幣美元
“%” 「%」	per cent. 指百分比

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