MODERN Dental Group | SINCE 1986 Perfecting Your Smile

MODERN DENTAL GROUP LIMITED
現代牙科集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

Stock code: 3600

2023
ANNUAL REPORT


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CHAIRMAN'S STATEMENT

MODERN DENTAL AIMS TO OPPORTUNISTICALLY GAIN MARKET SHARE TO FURTHER REINFORCE ITS WORLDWIDE LEADING POSITION.

Dr.Chan Ronald Yik Long
Chairman

Dear shareholders,

On behalf of the board (the "**Board**") of directors (the "**Directors**") of Modern Dental Group Limited (the "**Company**", stock code: 3600), I hereby present the annual results of the Company and its subsidiaries (which are collectively referred to as the "**Group**" or "**Modern Dental**") for the year ended 31 December 2023.

2023 was a year of opportunity for the Group and I am pleased to report that the Group's three key metrics, Revenue, EBITDA and Net profit were all at record highs. Our Revenue, EBITDA and Net Profit reached HK$3,172 million, HK$694 million and HK$402 million, respectively. In addition, we successfully recorded over 2 million cases in 2023, which is an incredible feat and a key milestone of the Group.

Our revenue was driven by an increase in sales volume and market share, as accelerated by the digitalisation trend in the dental industry. As the challenging macro-economic environment continues to negatively affect our competitors, the Group's multi-dimensional strategies, advanced workflows for capturing digitized cases and comprehensive products portfolio, which encompasses higher-priced dental treatments to cost-effective dental treatments, are expected to continue to drive up our results as the Group capitalises on market opportunities. By capturing new customers and increasing our sales volume, we expect the Group to continually outperform its competitors throughout the economic cycle.

During 2023, the Group was resilient and persevered through all challenges and I am confident in our ability to capture further growth going forward. Other key tailwinds such as digitalisation reinforces the consolidation trend, as the Group invests further in being the leading digitally-powered dental

CHAIRMAN'S STATEMENT

prosthetics company. This digitalisalion trend have allowed the Group to rapidly increase its market share in the industry and our continued digital transformation is expected to improve our customers' and patients' experiences, further allowing the Group to differentiate itself from its competitors and outperform industry peers. The Group continues to grow into more than just a one-stop shop dental prosthetics provider, but a full dental ecosystem to support our customers; for example, we have further enhanced and broadened our educational centers, continued to peretrate into the dental aesthetics marked with our own clear aligner brand, entered new joint ventures and distribution arrangements with intra-oral scanner companies and also, continued our research and development into digital platforms to further reinforce our leading dental ecosystem. With our Dongguan phase 2 production facility and Vietnam production facility in their final construction phase, the Group will further increase its overall production capacity to meet the increasing demand for its products.

The European market remains our key revenue and profit driver for the Group, going from strength-to-strength. For 2023, our European market contributed to 44.1% of the Group's total revenue, and represents the Group's number one market by revenue. We continue to aggressively gain market share from our international and local competitors through our established dental ecosystem solutions with a focus on education and digitalisation, which is available within close proximity to our clients; effectively meeting our clients' high expectations through our various onshore and offshore resources. The North American market, being the largest dental prosthetics market in the world, is full of opportunities as we look to re-allocate and increase our resources to unlock this market's true potential for the Group. Our Mainland China market is becoming increasingly important market for the Group and with the latest procurement-related government measures, we have seen a more level-playing field in terms of competition whereby Modern Dental's leading brand name, reputation and quality of its products are expected to be a key consideration for its clients and customers. As for our Australian market, our strategies to provide full range products to corporate dental groups have continued to pay off resulting in a very strong increase in sales volume across most of our brands, in the midst of intense competition under improving economic conditions. Globally, our extensive long-term relationship with dentists, coupled with a full dental ecosystem with education and solutions create a high entry barrier for our competitions.

Following our vital and landmark acquisitions in previous years, the Group's distribution and sales network is truly global. Going forward, Modern Dental aims to reinforce its worldwide leading position through opportunistic transactions including strategic co-operations, acquisitions, joint ventures and/or partnerships, to further expand and complement our product-offering (in particular, our clear aligner products), distribution and sales networks which will in turn, drive our business expansion. The Group's investment in Dongguan phase 2 and Vietnam production facilities are expected to provide the Group with greater production solutions and optionality which will in turn, increase the Group' level of research and development in further enhancing our production and products.

We also recognise the vital importance of our role in promoting environmental stewardship and social responsibility in dentistry. In line with our commitment to sustainability, we fully embrace the digitisation trend in production and implement innovative technologies to reduce unnecessary logistics and airlift, which aim to optimise resource efficiency and minimise our carbon footprint throughout operations. Additionally, we have developed a comprehensive sustainability strategy that aligns with our core values to reduce energy consumption, materials and water usage, and waste generation in manufacturing processes. As an industry highly reliant on our talents, we prioritise the well-being and safety of our employees, ensuring fair labor practices, diversity, and equal opportunities within our workforce. By embracing technological advancements and collaborating with industry partners, we aim to drive responsible business practices and deliver positive social and environmental impact.

Looking forward, with the Board's extensive experience and determination to meet any short-term challenges, the Group is in an ideal position to take full advantage of, and will remain opportunistic in, any business opportunities in 2024 whilst remaining cautious and prudent in safeguarding shareholders' interests. We are dedicated to innovating sustainable products and practices that meet the highest standards of quality, inspiring positive change in dentistry and beyond, taking further steps to ensure our long-term commitment to operational excellence and response to the issue matters most to our stakeholders.

I would like to take this opportunity to thank the Board and all staff members for their dedication, professionalism and determination to succeed. I would like to thank our clients, shareholders and business partners for their enduring support. We will continue to maintain and implement our growth strategies in a sustainable manner, endeavour to outperform our competitors and create greater value to our shareholders.

Dr. Chan Ronald Yik Long
Chairman

26 March 2024


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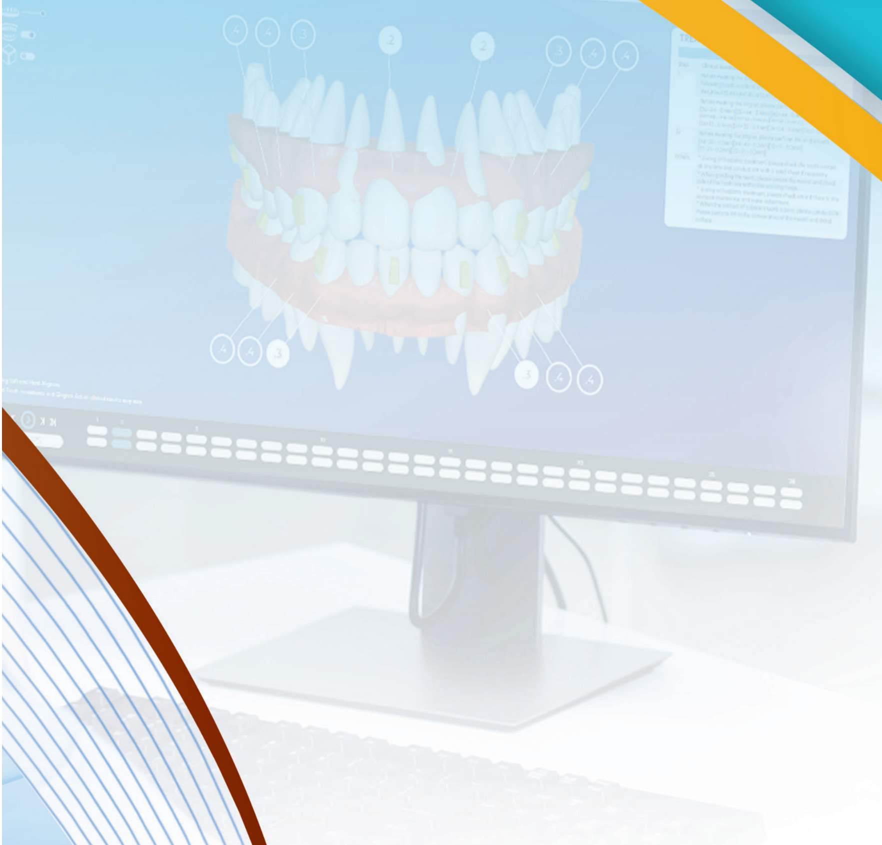


MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group is a leading global dental prosthetic device provider with a focus on providing custom-made prostheses to customers in the growing prosthetics industry. Our product portfolio is broadly categorised into three product lines: (i) fixed prosthetic devices such as crowns and bridges; (ii) removable prosthetic devices such as removable dentures; and (iii) others such as orthodontic devices (including clear aligner), sports guards and anti-snoring devices, raw materials, dental equipment and the services of educational events and seminars rendered. Included in "others" segment, the sales of TrioClear (our own clear aligner) is approximately HK$33,686,000 (2022: HK$25,761,000).

MANGMENT DISCUSSION AND ANALYSIS

RESULTS HIGHLIGHTS

- The Revenue for the year ended 31 December 2023 was approximately HK$3,172,048,000 (2022: HK$2,830,088,000), representing an increase of approximately 12.1%.

- The Gross Profit Margin for the year ended 31 December 2023 was approximately 53.6% (2022: 48.9%). Gross profit for the year ended 31 December 2023 was approximately HK$1,700,693,000 (2022: HK$1,383,306,000), representing an increase of approximately 22.9%.

- The Group's EBITDA for the year ended 31 December 2023 was approximately HK$694,471,000 (2022: HK$463,351,000), representing an increase of approximately 49.9%.

- The Group's Net Profit for the year ended 31 December 2023 were approximately HK$402,177,000 (2022: HK$220,549,000), representing an increase of approximately 82.4%.

- Basic earnings per share for the year ended 31 December 2023 amounted to HK42.4 cents (2022: HK23.1 cents), representing an increase of approximately 83.5%.

- The Board recommended a final dividend of HK9.0 cents per ordinary share, out of the share premium account, for the year ended 31 December 2023 (2022: HK4.4 cents). Subject to the approval of the Company's shareholders at the forthcoming annual general meeting, the final dividend will be payable on 28 June 2024 to shareholders of the Company whose names appear on the Register of Members of the Company on 11 June 2024.

Further highlights:

- For the year ended 31 December 2023, the Group's digital solution cases (overseas and domestic) that are produced from its Mainland China production facilities (which, for the avoidance of doubt, does not include digital solution cases produced in the Group's non-Mainland China production facilities or overseas/satellite dental laboratories) increased to approximately 857,064 cases reflecting an increase of 55.9% as compared with the same period in 2022 (approximately 549,736 cases) as a result of our clients' increased adoption of intra-oral scanners.

MANGMENT DISCUSSION AND ANALYSIS

- The following table sets forth summary of key financial results for the years ended 31 December 2023 and 2022:

	Year ended 31 December		
	2023 HK$'000	2022 HK$'000	Changes %
Revenue	3,172,048	2,830,088	12.1
Gross Profit	1,700,693	1,383,306	22.9
Gross Profit Margin (%)	53.6%	48.9%	9.6
EBITDA	694,471	463,351	49.9
EBITDA Margin (%)	21.9%	16.4%	33.5
Net Profit	402,177	220,549	82.4
Net Profit Margin (%)	12.7%	7.8%	62.8

- The following table sets forth a breakdown of the revenue generated from the aforesaid markets for the years ended 31 December 2023 and 2022:

Sales by region	Year ended 31 December			
	2023 HK$'000	2022 HK$'000	Change in currency (%)	Organic growth rate (%)
Europe	1,399,371	1,180,604	2.8	15.3
North America	753,615	709,317	—	6.2
Greater China	713,592	666,659	-4.3	11.9
Australia	254,341	235,811	-4.4	12.8
Others	51,129	37,697	—	35.6
	3,172,048	2,830,088		

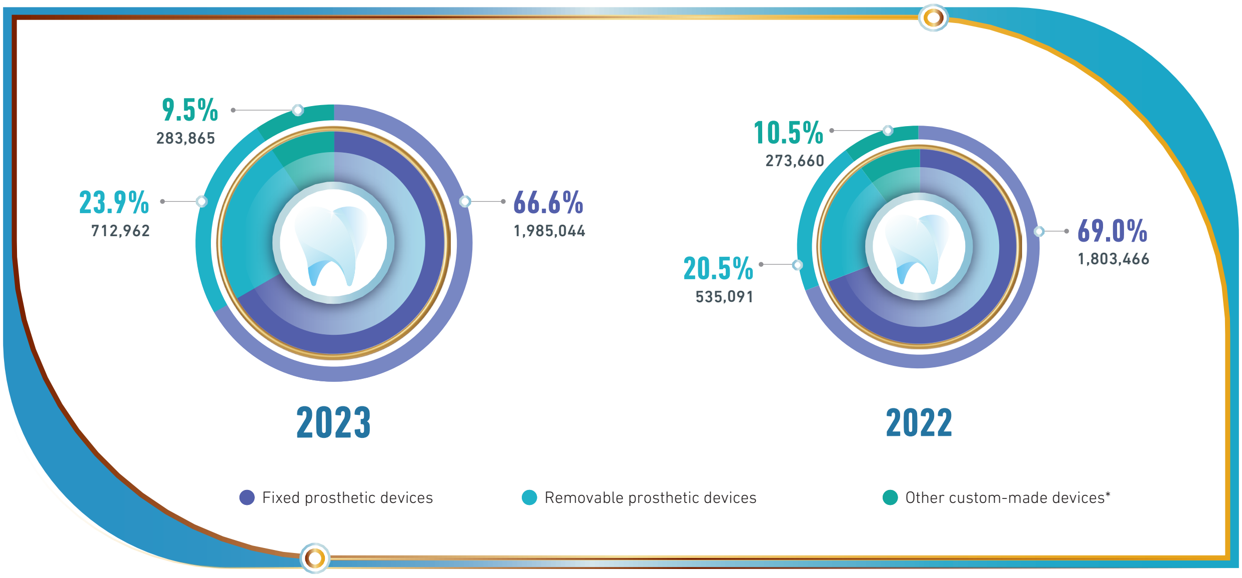
MANGMENT DISCUSSION AND ANALYSIS

PRODUCT CATEGORY

The figures below set forth the breakdown of revenue (in thousand Hong Kong dollars and percentage) and sales volume (in number of cases and percentage) by product category for the years ended 31 December 2023 and 2022 respectively:

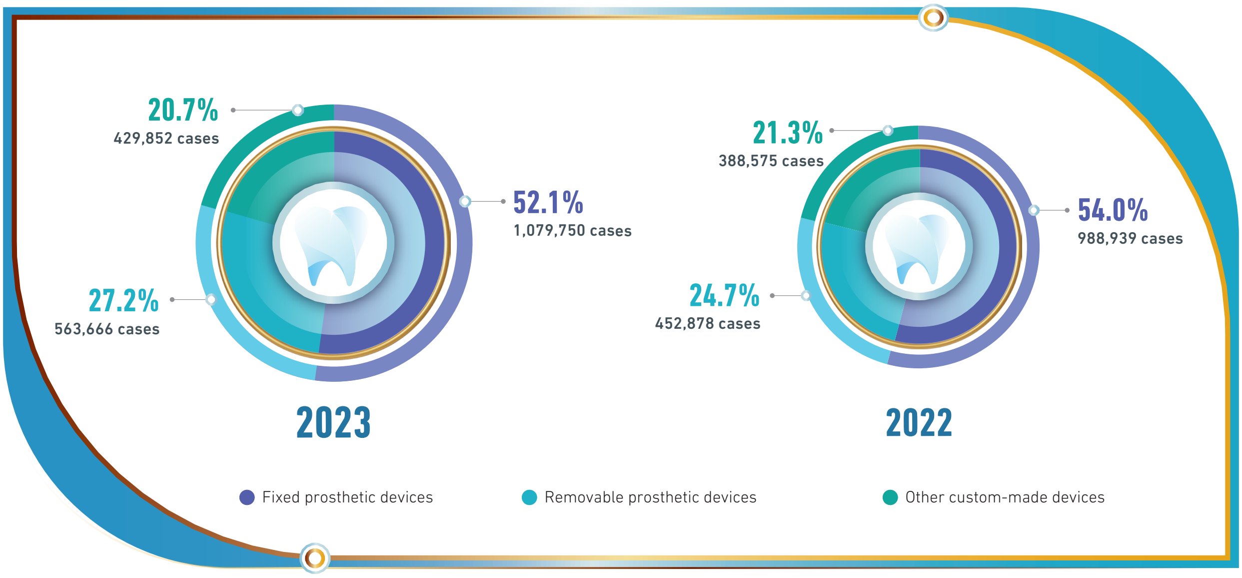
Breakdown of Revenue

(HK$'000 and %)



Breakdown of Sales Volume

(no. of cases and %)



* Raw materials revenue, dental equipment revenue, clear aligner revenue and the service revenue are subtracted from the Group's revenue.

Fixed Prosthetic Devices

Our fixed prosthetic devices, including crowns and bridges, are used for restorative dental procedures. Crowns are fixed replacements for a single tooth while bridge treatments permanently replace several adjacent teeth.

During the year ended 31 December 2023, fixed prosthetic devices business segment recorded a revenue of approximately HK$1,985,044,000, representing an increase of approximately HK$181,578,000 as compared with the year ended 31 December 2022. This business segment accounted for approximately 66.6% of the Group's total revenue as compared with approximately 69.0% in the year ended 31 December 2022.

Removable Prosthetic Devices

Our removable prosthetic devices primarily comprise dentures. As prostheses are used to replace natural teeth, they must provide functional biting and chewing surfaces and must also appear and feel natural.

During the year ended 31 December 2023, removable prosthetic devices business segment recorded a revenue of approximately HK$712,962,000, representing an increase of approximately HK$177,871,000 as compared with the year ended 31 December 2022. This business segment accounted for approximately 23.9% of the Group's total revenue as compared with approximately 20.5% in the year ended 31 December 2022.

Other custom-made Devices

Other custom-made devices include orthodontic devices, anti-snoring devices, and sports guards.

During the year ended 31 December 2023, other custom-made devices business segment recorded a revenue of approximately HK$283,865,000, representing an increase of approximately HK$10,205,000 as compared with the year ended 31 December 2022. This business segment accounted for approximately 9.5% of the Group's total revenue as compared with approximately 10.5% in the year ended 31 December 2022.

MANGMENT DISCUSSION AND ANALYSIS

Product Category

The following table sets forth the breakdown of sales volume, revenue, and average selling price ("**ASP**") by product category for the years ended 31 December 2023 and 2022 respectively:

	Year ended 31 December					
	2023			2022		
Product category	**Sales Volume (number of cases)**	**Revenue (HK$'000)**	**ASP (HK$ per case)**	Sales Volume (number of cases)#	Revenue (HK$'000)	ASP (HK$ per case)
Fixed prosthetic devices	**1,079,750**	**1,985,044**	**1,838**	988,939	1,803,466	1,824
Removable prosthetic devices	**563,666**	**712,962**	**1,265**	452,878	535,091	1,182
Other custom- made devices*	**429,852**	**283,865**	**660**	388,575	273,660	704
Total	**2,073,268**	**2,981,871**	**1,438**	1,830,392	2,612,217	1,427

* Raw materials revenue, dental equipment revenue, clear aligner revenue and the service revenue are subtracted from the Group's revenue.

\# Volume in 2022 is adjusted to align with the methodologies in 2023.

Sales volume and average selling price

For the year ended 31 December 2023, the sales volume and ASP of the Group's products across its markets were 2,073,268 cases (2022: 1,830,392 cases) and HK$1,438 per case (2022: HK$1,427 per case), representing an increase of 13.3% and 0.8%, respectively.

The slight increase in ASP in HK$ was mainly due to the annual raise in product price in overseas countries and the change in product mix offset by the decrease in price for certain products related to the dental implant treatment in Mainland China market as a result of the implementation of the centralised procurement policy for dental implant treatment.

The increase in volume was mainly due to increase in sales volume and market share, as accelerated by the digitalisation trend in dental industry.

For the year ended 31 December 2023, the Group's digital solution cases (overseas and domestic) that are produced from its Mainland China production facilities (which, for the avoidance of doubt, does not include digital solution cases produced in the Group's non-Mainland China production facilities or overseas/satellite dental laboratories) increased to approximately 857,064 cases, reflecting an increase of 55.9% as compared with the same period in 2022 (approximately 549,736 cases) as a result of our clients' increased adoption of intra-oral scanners.

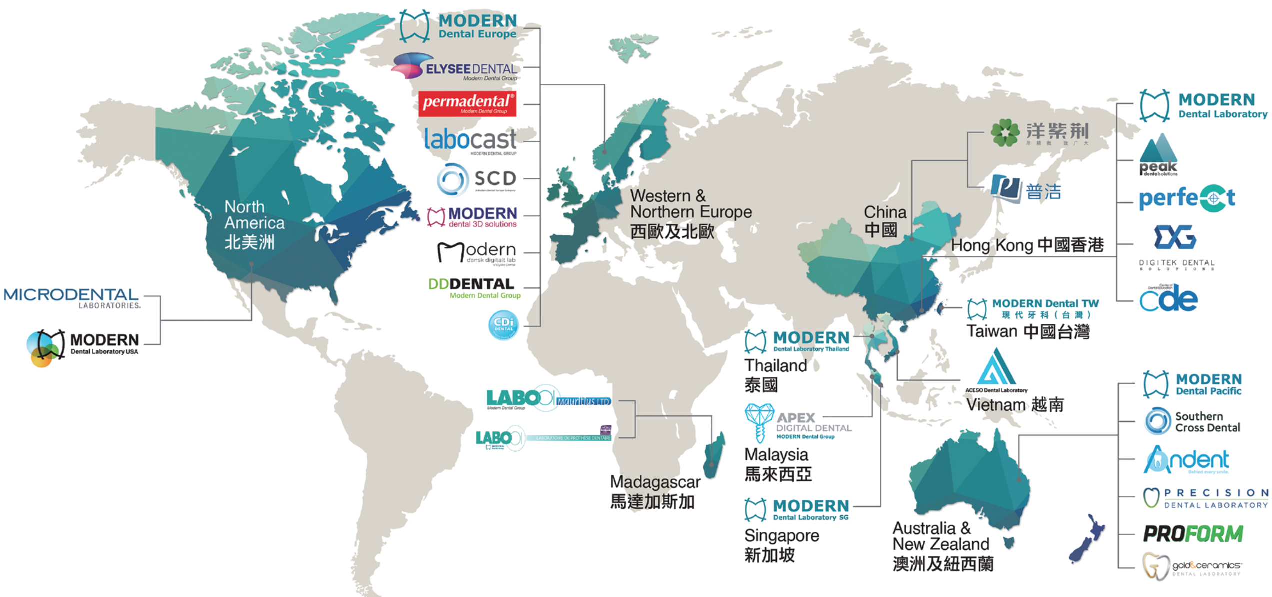
MANGMENT DISCUSSION AND ANALYSIS

GEOGRAPHIC MARKET

By leveraging on our sales and distribution network, we achieved a leading position in the dental prosthetics industry across Europe, North America, Greater China, Australia, and other countries. The following table sets forth a breakdown of the revenue generated from the aforesaid markets in their respective original currency against HK$ for the years ended 31 December 2023 and 2022 respectively:

		Year ended 31 December					
		2023		2022			
Market	Original currency	Conversion rate# (Original currency per HK$)	Revenue (HK$'000)	Conversion rate# (Original currency per HK$)	Revenue (HK$'000)	Changes in curreny (%)	Organic growth rate (%)
Europe	EUR	8.48	1,399,371	8.25	1,180,604	2.8	15.3
North America	US$	7.75	753,615	7.75	709,317	—	6.2
Greater China	RMB	1.11	713,592	1.16	666,659	-4.3	11.9
Australia	AUD	5.20	254,341	5.44	235,811	-4.4	12.8
Others			51,129		37,697	—	35.6
Total			3,172,048		2,830,088		

The conversion rate shall not be taken as a representation that respective original currency could actually be converted into HK$ at that rate, or at all.



The trademarks represent reputable brands and logos associated with such brands in each country or region; are widely recognised by practitioners in the dental industry; and are registered, where appropriate, with minimal renewal costs.

MANGMENT DISCUSSION AND ANALYSIS

Europe

The revenue generated from sales in the European markets, including France, Germany, the Netherlands, Belgium, Denmark, Sweden, Norway, Spain, the United Kingdom and other European countries, accounted for the largest portion of our revenue for the year ended 31 December 2023.

The Group has been the frontrunner to provide comprehensive digital solutions offerings, ranging from numerous minimal invasive and aesthetic prosthetic solutions to intra-oral scanners and clear aligners, and is well positioned to capture the opportunities arising from the accelerated digitalisation trend of the dental industry. The Group continues to aggressively gain market share from international and domestic competitors through our established dental ecosystem solutions with a focus on education and digitalisation, which is available within close proximity to our clients; effectively meeting our clients' high expectations through our various onshore and offshore resources. The Group is committed and will continue to equip ourselves to provide the state-of-the-art digital solutions offering to the dental community in the market.

During the year ended 31 December 2023, the European market recorded a revenue of approximately HK$1,399,371,000, representing an increase of approximately HK$218,767,000 as compared with the year ended 31 December 2022. This geographic market accounted for 44.1% of the Group's total revenue as compared with approximately 41.7 % for the year ended 31 December 2022. The increase of revenue from the European market was attributable to the increase in sales order volume driven by the launch of new products, such as digital dentures, and our state-of-the-art digital workflows.

North America

The revenue generated from sales in the North American market, including the United States and Canada, represented the second largest portion of our revenue for the year ended 31 December 2023.

MicroDental Laboratories, Inc. and its subsidiaries ("**MicroDental Group**") contributed approximately HK$594,994,000 (2022: HK$566,349,000) to the Group's revenue, approximately HK$53,782,000 (2022: HK$50,877,000) to the Group's Adjusted EBITDA; and approximately HK$16,672,000 (2022: HK$16,466,000) to the Group's profit.

Our clients' interest surrounding digital dentistry continued to increase during the period. With our centralised digital workflows and network oversight over our wide coverage of production units within the region, we are well positioned to support the customers needs through their digitalisation journey, focusing on leveraging efficiencies and providing an enhanced customer experience throughout the network. The revenue of the North America market increased by approximately 6.2% as compared with the year ended 31 December 2022. Looking forward, the Group targets to utilise the newly set up Vietnam production facility to establish a new business unit specialised in serving mid/large scale dental clinic chains customers in the North American market.

During the year ended 31 December 2023, the North American market recorded a revenue of approximately HK$753,615,000, representing an increase of approximately HK$44,298,000 as compared with the year ended 31 December 2022. This geographic market accounted for approximately 23.8% of the Group's total revenue as compared with approximately 25.1% in the year ended 31 December 2022.

MANGMENT DISCUSSION AND ANALYSIS

Greater China

Our Greater China market comprises Mainland China, Hong Kong and Macau. The revenue generated from sales in the Greater China market accounted for the third largest portion of our revenue for the year ended 31 December 2023.

The Group is optimistic in its mid/long-term outlook for this market in particular where the latest procurement-related government measures are expected to (i) standardise the pricing of dental prosthetics and develop price transparency, which would level the playing field; (ii) allow the Group's leading brand name and reputation to be a key consideration for its client and customer; and (iii) have the Group benefit from its large production team and its ability to allocate resources efficiently according to the customer or client. Our substantial market share of government-related orders in Hong Kong gives us confidence and highlights the Group's competitive advantages in gaining market share under a centralised procurement system - due to our competitive strength in products quality, advance in product offering and financial resources.

Hong Kong is a market that continues to be dominated by us, as we seek to further reinforce our position by operating an in-house laboratory in Hong Kong's only dental postgraduate training facility under The University of Hong Kong. The Group is committed to support the development of the dental community in the region for long-term by (i) increasing promotions of our latest state-of-the-art innovative solutions and products offering; (ii) continuing to expand the depth and width of our products portfolios offering, such as adding mid-end products and clear aligners products in the Mainland China; and (iii) increasing the level of support and cooperation with the dental school of The University of Hong Kong.

For the year ended 31 December 2023, the Greater China market recorded a revenue of approximately HK$713,592,000, representing an increase of approximately HK$46,933,000 as compared with the year ended 31 December 2022. This geographic market accounted for approximately 22.5% of the Group's total revenue as compared with approximately 23.6% in the year ended 31 December 2022. The increase of revenue from the Greater China market was largely attributable to the increase in sales orders volumes driven by the digitalisation trend and the re-opening of Mainland China since late 2022; and partially offset by (i) the development of the volume-based procurement for dental implant treatment in the Mainland China; and (ii) the depreciation of RMB against HK$ by 4.3% compared with the year ended 31 December 2022.

Australia

The Australian market includes both Australia and New Zealand. Through our various brands, which offer onshore-and offshore-made products, at multiple price points ranging from economy and standard to premium/boutique, the Group is able to effectively penetrate the entire Australian market. We have invested in local production capacity to provide faster service to our customers, and to provide choices around where the products are made. The Group is one of the largest players in the Australian market and is a preferred supplier to the major corporate dental groups in the market.

For the year ended 31 December 2023, the Australian market recorded a revenue of approximately HK$254,341,000, representing an increase of approximately HK$18,530,000 as compared with the year ended 31 December 2022. This geographic market accounted for approximately 8.0% of the Group's total revenue as compared with approximately 8.3% in the year ended 31 December 2022. The increase of revenue from the Australian market was largely attributable to the increase in sales order volume but partially offset by the depreciation of AUD against HK$ by 4.4% compared with the year ended 31 December 2022.

Others

Other markets primarily include Indian Ocean countries, Malaysia, Taiwan, Singapore and Thailand. For the year ended 31 December 2023, these markets recorded a revenue of approximately HK$51,129,000, representing an increase of approximately HK$13,432,000 as compared with the year ended 31 December 2022. This geographic market accounted for approximately 1.6% of the Group's total revenue as compared with approximately 1.3% last year. The increase in revenue from other markets was largely attributable to an increase in sales order volume and a rise in selling prices in 2023. This increase can be attributed to the ongoing economic recovery following the post-COVID-19 period.

MANGMENT DISCUSSION AND ANALYSIS

FUTURE PROSPECTS AND STRATEGIES

It is expected that the Group continues to consolidate the dental prosthetic market, and the Board is of the view that the consolidation trend is irreversible and clearly continuing. Therefore, notwithstanding any short or medium term challenges the global economy may face, the Board is confident that the Group is expected to outperform its competitors. In a year where some of the Group's competitors had faced materially adverse issues, the Group continued to thrive and it is the Group's ability to thrive during such uncertain economic conditions that give the Board comfort in its optimistic view of the Group.

The medium and long-term global demand for dental prosthetics is expected to continue due to key irreversible demographic factors and trends. Following our vital and landmark acquisitions in previous years, the Group's distribution and sales network is truly global. Going forward, the Group aims to reinforce its worldwide leading position through opportunistic transactions including strategic co-operations, acquisitions, joint ventures and/or partnerships, to further expand and complement our product-offering (in particular, our clear aligner products), distribution and sales networks which will in turn, drive our business expansion. The Group continues to grow into more than just a one-stop shop dental prosthetic provider, but a full dental ecosystem to support our customers. The Group's investment in Dongguan phase 2 and Vietnam production facilities are expected to provide the Group with greater production solutions and optionality which will in turn, increase the Group's level of research and development in further enhancing our production and products.

Looking forward to 2024, with the Board's extensive experience and determination to meet any short-term challenges, the Group is in an ideal position to take full advantage of, and will remain opportunistic in, any business opportunities whilst remaining cautious and prudent in safeguarding shareholders' interests.

The Board is highly appreciative of the enormous efforts of our people, customers and suppliers despite the continuing challenges caused by the macroeconomic environment, as they work relentlessly to deliver our commitment to the benefit of patients.

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2023, the revenue of the Group amounted to approximately HK$3,172,048,000, representing an increase of approximately 12.1% as compared with approximately HK$2,830,088,000 for the year ended 31 December 2022. The increase was largely attributable to and market share, as accelerated by the digitalisation trend in dental industry offset by the development of the volume-based procurement for dental implant treatment in the Mainland China.

Gross Profit and Gross Profit Margin

The gross profit for the year ended 31 December 2023 was approximately HK$1,700,693,000, which was approximately 22.9% higher than that of last year. The increase in the gross profit margin of approximately 4.7 percentage points compared with the year ended 31 December 2022 was mainly attributable to (i) better productivity utilisation with the consistent sales order volume growth during the year; (ii) increase in the proportion of digital solution cases driven by the digitalisation trend in dental industry; and (iii) depreciation of RMB by 4.3% against HK$.

The gross profit margins of Fixed Prosthetic Devices business segment, Removable Prosthetic Devices business segment and Others business segment were approximately 55.1%, 54.3% and 46.5% respectively. The following table sets forth the breakdown of our gross profit and gross margin by product category.

MANGMENT DISCUSSION AND ANALYSIS

	Year ended 31 December			
	2023		2022	
Product category	**Gross profit HK$'000**	**Gross margin (%)**	Gross profit HK$'000	Gross margin (%)
Fixed prosthetic devices	**1,092,992**	**55.1**	922,478	51.2
Removable prosthetic devices	**387,095**	**54.3**	268,930	50.3
Others	**220,606**	**46.5**	191,898	39.0
Total	**1,700,693**		1,383,306	

Selling and Distribution Expenses

The selling and distribution expenses increased by approximately 10.4% from approximately HK$374,987,000 for the year ended 31 December 2022 to approximately HK$414,135,000 for the year ended 31 December 2023, accounting for approximately 13.1% of the Group's revenue, as compared with approximately 13.3% for last year. The increase in the selling and distribution expenses was in line with the increase in sales.

Administrative Expenses

The administrative expenses increased by approximately 6.5% to approximately HK$747,869,000 for the year ended 31 December 2023 from approximately HK$702,228,000 for the year ended 31 December 2022, accounting for approximately 23.6% of the Group's revenue, as compared with approximately 24.8% for last year. The increase in the administrative expenses was primarily attributable to (i) the increase in research and development expenses for products development (including TrioClear) by approximately HK$3,143,000; and (ii) the increase in labour costs due to increase in number of headcount.

Other Operating Expenses

During the year ended 31 December 2023, the other operating expenses decreased by approximately 40.9% from approximately HK$7,967,000 for the year ended 31 December 2022 to approximately HK$4,709,000 for the year ended 31 December 2023, accounting for 0.1% of the Group's revenue, as compared with 0.3% for the year ended 31 December 2022. Other operating expenses mainly represented (i) loss on disposal of items of property, plant and equipment, net, of approximately HK$551,000 (2022: HK$400,000); (ii) write-off of property, plant and equipment of approximately HK$695,000 (2022: HK$115,000); and (iii) exchange losses, net, incurred of approximately HK$2,872,000 (2022: HK$6,627,000).

Finance Costs

During the year ended 31 December 2023, the finance costs increased by approximately 56.9% from approximately HK$26,270,000 for the year ended 31 December 2022 to approximately HK$41,222,000 for the year ended 31 December 2023, accounting for approximately 1.3% of the Group's revenue, as compared with approximately 0.9% for the corresponding period in 2022. The increase in finance costs were mainly due to the increase in the interest rate (i.e. HIBOR) when compared with the year ended 31 December 2022.

Income Tax Expense

Income tax expense increased by approximately 54.3% from approximately HK$69,597,000 for the year ended 31 December 2022 to approximately HK$107,411,000 for the year ended 31 December 2023.

MANGMENT DISCUSSION AND ANALYSIS

Profit for the Year and Profit Attributable to Owners of the Company

Profit for the year increased by approximately 82.4% from approximately HK$220,549,000 for the year ended 31 December 2022 to approximately HK$402,177,000 for the year ended 31 December 2023.

Profit attributable to owners of the Company for the year ended 31 December 2023 amounted to approximately HK$404,102,000, representing an increase of approximately HK$183,644,000, or approximately 83.3%, as compared with approximately HK$220,458,000 for the year ended 31 December 2022.

The increase in profit and profit attributable to owners of the Company was predominately due to:

(i) increase in market share driven by the digitalisation trend in dental industry;

(ii) the improvement in operational efficiency because of the increase in the proportion of digital solution cases driven by the digitalisation trend in dental industry and the improvement in productivity utilisation under a consistent sales order volume growth environment; and

(iii) outperforming the competitors throughout the economic cycle, as the challenging macro-economic environment continues to negatively affect our competitors, the Group's multi-dimensional strategies and comprehensive products portfolio, encompassing higher-priced dental treatments and cost-effective dental treatments, enabled the Group to capitalize on market opportunities by capturing new customers and increase its sales volume.

Non-IFRS Measures

To supplement our consolidated financial statements, which are presented in accordance with the International Financial Reporting Standards (the "**IFRS**"), the Company also assesses the operating performance based on a measure of adjusted earnings before interest, tax, depreciation and amortisation (the "**EBITDA**") as additional financial measures. By means of these financial measures, the management of the Group is able to evaluate their financial performance regardless of the items they do not consider indicative of the operating performance of their business.

EBITDA and Adjusted EBITDA

During the years ended 31 December 2023 and 2022, the Group incurred some one-off expenses, which are not indicative of the operating performance of the business of the period. Therefore, the Group arrived at an adjusted EBITDA (the "**Adjusted EBITDA**") by eliminating the effects of certain non-cash or non-recurring items, including one-off transaction cost in connection with acquisitions and disposals and remeasurement gains/losses on contingent consideration.

The table below indicates the profit for the years, reconciling the Adjusted EBITDA for the years presented to the most comparable financial measures calculated in accordance with the IFRSs:

	For the year ended 31 December	
	2023 HK$'000	2022 HK$'000
EBITDA and Adjusted EBITDA		
Net profit	**402,177**	220,549
Tax	**107,411**	69,597
Finance costs	**41,222**	26,270
Depreciation of right-of-use assets	**52,987**	50,751
Depreciation of property, plant and equipment	**72,011**	70,902
Amortisation of intangible assets	**20,551**	26,404
Less:		
Bank interest income	**(1,888)**	(1,122)
EBITDA	**694,471**	463,351
Add:		
One-off transaction cost in connection with acquisitions and disposals	**—**	1,038
Remeasurement (gains)/losses on contingent consideration	**(572)**	406
Adjusted EBITDA	**693,899**	464,795
Adjusted EBITDA Margin	**21.9%**	16.4%

LIQUIDITY AND FINANCIAL RESOURCES

Cash Flows

The table below summarises the Group's cash flows for the years ended 31 December 2023 and 31 December 2022 respectively:

	For the year ended 31 December	
	2023 HK$'000	2022 HK$'000
Net cash flows from operating activities	**575,760**	258,276
Net cash flows used in investing activities	**(154,957)**	(227,892)
Net cash flows used in financing activities	**(173,640)**	(201,788)

The Group derives its working capital mainly from cash on hand, net cash generated from operating activities and financing activities. The Board expects that the Group will rely on the internally generated funds and the available bank facilities in the absence of unforeseen circumstances. There were no material changes in the funding and financial policies of the Group.

The Group's balance of cash and cash equivalents was approximately HK$697,694,000 as of 31 December 2023 (2022: HK$444,377,000), which was mainly denominated in HK$, RMB, US$, EUR and AUD.

MANGMENT DISCUSSION AND ANALYSIS

Operating Activities

Cash inflow from operating activities was mainly generated from cash receipt from revenue generated from sales of our products. Cash outflow from operating activities was mainly due to purchase of raw materials, wages of technicians and employees and tax paid. For the year ended 31 December 2023, the net cash flows from operating activities has increased to approximately HK$575,760,000 (2022: HK$258,276,000). The increase in net cash flows from operating activities was primarily attributable to increase in net profit when compared with the year ended 31 December 2022.

The amount of trade receivables increased from approximately HK$565,828,000 as at 31 December 2022 to approximately HK$590,220,000 as at 31 December 2023. The trade receivable turnover days (the average of the beginning and ending trade receivable balances/revenue × 365 days) decreased from approximately 71 days for the year ended 31 December 2022 to approximately 67 days for the year ended 31 December 2023.

The amount of trade payables increased from approximately HK$75,598,000 as at 31 December 2022 to approximately HK$80,094,000 as at 31 December 2023. The trade payable turnover days (the average of the beginning and ending trade payable balances/cost of sales × 365 days) decreased from approximately 20 days for the year ended 31 December 2022 to approximately 19 days for the year ended 31 December 2023. The general credit terms granted by suppliers normally ranged from 30–90 days.

The amount of inventory increased from approximately HK$157,244,000 as at 31 December 2022 to approximately HK$166,180,000 as at 31 December 2023. The inventory turnover days (the average of the beginning and ending inventory balances/cost of sales × 365 days) increased from approximately 38 days for the year ended 31 December 2022 to approximately 40 days for the year ended 31 December 2023 mainly because of the addition of the new production facility of Vietnam.

Investing Activities

The net cash flows used in investing activities for the year ended 31 December 2023 of approximately HK$154,957,000, of which approximately HK$159,716,000 was used primarily for expansion of our production facilities, such as construction costs of a factory building in Dongguan, Mainland China and Vietnam, and upgrade of our computer-aided/manufacturing equipment.

Financing Activities

The Group recorded a net cash outflow used in financing activities of approximately HK$173,640,000 for the year ended 31 December 2023. The outflow was mainly attributable to (i) advancement of bank borrowings, net of approximately HK$45,524,000 (2022: repayment of bank borrowings, net of HK$45,067,000); (ii) payment for dividend of approximately HK$99,030,000 (2022: HK$77,472,000); (iii) repurchase of the Company's ordinary shares of approximately HK$20,150,000 (2022: HK$3,595,000); (iv) payment for lease liabilities of approximately HK$61,178,000 (2022: HK$57,952,000); and (v) payment for interest expenses of approximately HK$38,806,000 (2022: HK$19,552,000).

Capital Expenditure and Research and Development expenses

During the year ended 31 December 2023, the Group's capital expenditure amounted to approximately HK$159,716,000 which was mainly used for construction and renovation of factory premises and improvement on our production equipment. All of the capital expenditure was financed by internal resources and bank borrowings. The management is committed to invest in research and development activities and keep abreast of the latest development of the technologies in the dental prosthetic market. In 2023, the Group has invested in acquisition of the latest state-of-the-art machineries of approximately HK$32,862,000 (2022: HK$47,259,000) and incurred research and development costs of approximately HK$43,239,000 (2022: HK$40,096,000). The aggregate amounts collectively represented approximately 2.4% of the revenue of the Group (2022: 3.1%).

Save as disclosed in this Annual Report, there were no significant investments held by the Company for the year ended 31 December 2023, nor was there any plan authorised by the Board for other material investments or additions of capital assets as at the date of this Annual Report.

CAPITAL STRUCTURE

Funding and treasury policies

The management of the Group is dedicated to controlling the treasury activities of the Group by seeking opportunities to realise the Group's business strategies with an aim to obtain a higher return for the shareholders of the Company (the "**Shareholders**") at an appropriate risk exposure.

Bank borrowings

Bank borrowings of the Group as of 31 December 2023 amounted to approximately HK$676,191,000 as compared to approximately HK$630,180,000 as of 31 December 2022. As of 31 December 2023, all bank borrowings were denominated in HK$. As of 31 December 2023, all bank borrowings were at floating interest rates.

Cash and cash equivalents

The amount in which cash and cash equivalents were held are set out in the paragraph headed "Liquidity and Financial Resources" in this Annual Report.

Gearing ratio

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital (equity attributable to owners of the Company) plus net debt. Net debt includes interest-bearing bank borrowings, trade payables, other payables and accruals, lease liabilities, other non-current liabilities, less cash and cash equivalents and pledged deposits. As of 31 December 2023, the gearing ratio of the Group was approximately 16% (2022: 22%), reflecting that the Group's financial position was at a sound level.

Debt securities

As of 31 December 2023 and 2022, the Group did not have any debt securities.

Contingent liabilities

As of 31 December 2023 and 2022, the Group did not have any contingent liabilities.

Charge of group assets

During the year ended 31 December 2023, Modern Dental Laboratory Company Limited and Modern Dental Holding Limited, subsidiaries of the Company, entered into certain bank loans facility agreements (the "**Facility Agreements**") for certain term loans and a revolving credit, secured by corporate guarantees of the Company and certain of its subsidiaries. Pursuant to the Facility Agreements, if the aggregate shareholding of Mr. Chan Kwun Fung, Mr. Chan Kwun Pan, Dr. Chan Ronald Yik Long, Ms. Chan Yik Yu, Mr. Ngai Chi Ho Alwin and Mr. Ngai Shing Kin, directly or indirectly, in the Company's share capital ceases to be at least 50%, the commitment under the Facility Agreements will be cancelled and all the outstanding amounts under the Facility Agreements will become immediately due and payable.

Pledged bank deposits of the Group as of 31 December 2023 amounted to approximately HK$201,000 as compared to approximately HK$3,340,000 as of 31 December 2022.

Commitments

As of 31 December 2023, the Group has capital commitment in respect of land and buildings of approximately HK$34,573,000 (2022: HK$53,461,000) which are contracted, but not provided for in the consolidated financial statements.

Save as disclosed above, the Group had no other significant capital commitments as of 31 December 2023.

MANGMENT DISCUSSION AND ANALYSIS

DETAILS OF MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group had no material acquisitions and disposals of subsidiaries, associates and joint ventures for the year ended 31 December 2023 and there is no plan for material investments or capital assets as at the date of this Annual Report.

OFF-BALANCE SHEET TRANSACTIONS

As of 31 December 2023, the Group did not enter into any material off-balance sheet transactions.

IMPORTANT EVENTS AFTER THE YEAR

Subsequent to the end of the year ended 31 December 2023, the Company repurchased 1,000,000 of its Shares on the Stock Exchange at an aggregate consideration of approximately HK$3,788,000 (before expenses).

Save as disclosed above, the Group has no important events after the year ended 31 December 2023 and up to the date of this Annual Report.

QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Group's business, financial condition and results of operations are subject to various business risks and uncertainties. The factors set out below are those that the Group believes could result in the Group's financial condition or results of operations differing materially from expected or historical results. There may be other risks in addition to those set out below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Global Economy and Cross Countries Operations

As a global business, the Group is exposed to the development of the global economy and continued changes in government policies, political, social, legal and regulatory requirements as well as the industries and geographical markets in which it operates. As a result, the Group's financial condition and results of operations may be influenced by the general state of the economy and operating environment of markets in which it operates. Any significant decrease in the level of economic growth in the global or regional or a specific economy could adversely affect the Group's financial condition or results of operations. On the other hand, the Group's global business covering different regions and countries also mitigates the Group's reliance on any single region or country.

In general, credit and financial markets have experienced significant fluctuations both in the United States and worldwide, adding to the prevailing uncertainty. Furthermore, geopolitical risks and political turbulence have added to the complexity of the global economic outlook. Changes in government policies, regulations, or political environments in different countries can impact our operations, supply chains, or market access. Trade competition between nations has escalated, resulting in trade disputes and protectionist measures that disrupt international commerce and supply chains.

Mergers and Acquisitions Risk

Goodwill and intangible assets arising from mergers and acquisitions accounted for significant portion in the Group's total assets. If there is any impairment on the goodwill and intangible assets, it will affect the profit of the Group.

The Group mitigates such risk by engagement of legal and financial advisers to carry out due diligence for material acquisitions. The Group has also annually engaged external valuer, Brilliant Appraisal Limited, to assess the impairment of material goodwill and intangible assets and no material changes in key assumptions have been made in the current year. The key assumptions, such as the pre-tax discount rates (2023: ranged between 16% and 26%; 2022: ranged between 16% and 30%); the budgeted sales growth rates (2023: ranged between 0% and 10%; 2022: ranged between 0% and 13%); and budgeted EBITDA margins (2023: ranged between 10% and 33%; 2022: ranged between 10% and 30%), are determined with reference to historical performance of the Group; market research of the prosthetic devices industry and the specific business plans of the Group. Please refer to Note 15 in this Annual Report for details.

Centralisation of Production Facilities

The production of the Group relied heavily on its existing production facilities in Shenzhen, Mainland China and in Dongguan, Mainland China. If there are disruptions to the production sites in Shenzhen and Dongguan, the Group may suffer from interruptions to its business. The management has started a new production facility in Vietnam to further mitigate the risk. Apart from this, the Group has already had various smaller scale production sites in different parts of the world, such as the United States, Europe and Australia, etc, and will continue to explore opportunities around the world.

Interest Rate Risk

Our exposure to the interest rate risk relates primarily to our long-term debt obligations with floating interest rates. We manage our interest rate exposure with a focus on reducing our overall cost of debt and exposure to changes in interest rate. Our management continues to monitor the cash flows of our operation and the debt markets, where we would expect to refinance these borrowings with a lower cost of debt when desirable. For the year ended 31 December 2023, the interest rate on floating-rate bank loans were ranged approximately from HIBOR+1.15% to HIBOR+1.60% (2022: HIBOR+1.60%) per annum for term loans. The Group had not entered into any type of interest rate agreements or derivative transactions to hedge against the fluctuations in interest rates.

Foreign Currency Risk

In light of the nature of our business, we are exposed to various foreign currencies, among which, RMB, EUR, AUD and US$ are mostly used apart from HK$. To minimise the impact of foreign currency rate volatility, we monitor foreign currency risk at operational level closely on an ongoing basis to ensure that the net exposure is at an acceptable level.

Credit Risk

The credit risk of other financial assets, which comprise trade receivables, financial assets included in prepayments, deposits and other receivables, amount due from related parties, amount due from an associate, pledged deposits and cash and cash equivalents, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since we trade only with recognised and creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within our Group as the customer bases of our trade receivables are widely dispersed.

Liquidity Risk

Our policy is to maintain sufficient cash and cash equivalents and to have available funding through bank borrowings. Details of the liquidity risk are set out in the paragraph headed "Liquidity and Financial Resources" in this Annual report.

EMPLOYEE AND REMUNERATION POLICY

The Group had a total of 7,035 (2022: 6,830) dedicated full-time employees at our production facilities, service centers, points of sales and other sites as of 31 December 2023, mainly including 4,831 (2022: 4,681) production staff members, 709 (2022: 728) general management staff members and 519 (2022: 438) customer service staff members.

Total staff costs of the Group (excluding the Directors' and chief executive's remuneration) for the year ended 31 December 2023 was approximately HK$1,439,045,000 (2022: HK$1,359,158,000). The Group's remuneration policies were in line with relevant legislation, market conditions and the performance of our employees.

In line with the performance of the Group and individual employees, a competitive remuneration package is offered to retain employees, including salaries, discretionary bonuses and contributions to benefit plans (including pensions). Employees of the Group are the eligible participants of the Share Option Scheme (as defined below). During the year ended 31 December 2023, the relationship between the Group and our employees have been stable. We had not experienced any strikes or other labor disputes which materially affected our business activities.

DIRECTORS AND SENIOR MANAGEMENT

CHAN YIK LONG, **RONALD**

BOARD OF DIRECTORS

As at 31 December 2023, the board (the "**Board**") of directors (the "Directors", each a "**Director**") consisted of 10 Directors comprising 6 executive Directors and 4 independent non-executive Directors. The biographical details of the Directors are set out below.

Executive Directors

Dr. CHAN Ronald Yik Long (陳奕朗醫生), aged 37, is the chairman of the Board, an executive Director and a member of the nomination committee of the Company. He is also a director, the vice-chairman, and/or the general manager of certain subsidiaries of the Company. Dr. Chan is a director of Triera Holdings Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**"). Dr. Chan is primarily responsible for the strategic planning, operations, sales and marketing of the Southeast Asia businesses of the Group.

Dr. Chan is also responsible for the development of corporate strategic plans and implementation of policies in the Group. Furthermore, he is the director and CEO of the Group's clear aligner business which also entails responsibilities from global strategic planning to product research and development.

Dr. Chan joined the Group in 2014. He has been a Director since 17 October 2014 and has been designated as an executive Director since 19 June 2015 and appointed as the chairman of the Board on 31 March 2021.

Dr. Chan obtained a Bachelor of Science degree (majoring in biological science) with distinction from the University of Calgary in Canada in June 2008, a Bachelor of Dental Surgery degree from The University of Hong Kong in December 2014, a Master of Business Administration degree with distinction from Edinburgh Business School, Heriot-Watt University in the United Kingdom in June 2015 and a Master of Science degree in Restoration Aesthetic Dentistry from The University of Manchester in July 2019.

Dr. Chan has been a member of The Hong Kong Dental Association as well as a registered dentist in Hong Kong, under the general register, with The Dental Council of Hong Kong since 2014. He was also a part-time lecturer employed by The University of Hong Kong from June 2019 to June 2022. Dr. Chan has been appointed as Honorary Clinical Assistant Professor in Applied Oral Sciences and Community Dental Care of the Faculty of Dentistry for the period from July 2022 to June 2024.

Dr. Chan is the son of Mr. Chan Kwun Pan (executive Director and substantial shareholder of the Company) and brother of Ms. Chan Yik Yu (executive Director and chief marketing officer of the Company), nephew of Mr. Chan Kwun Fung (executive Director and substantial shareholder of the Company), and cousin of Mr. Chan Chi Yuen (executive Director).

DIRECTORS AND SENIOR MANAGEMENT

NGAI SHING KIN GODFREY

Mr. NGAI Shing Kin (魏聖堅先生), aged 75, is an executive Director, the chief executive officer and a member of each of the remuneration committee and the nomination committee of the Company. He is also a director, the president, the manager, and/or the supervisor of certain subsidiaries of the Company. Mr. Ngai is a director of Prosperity Worldwide Investment Holdings Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. He is primarily responsible for the overall strategic planning and the corporate policy for the operations of the Group.

Mr. Ngai joined the Group in April 1996. He has been a Director since 5 July 2012 and has been designated as an executive Director since 19 June 2015.

Mr. Ngai was conferred honorary university fellowship from The University of Hong Kong in September 2017. He obtained a master's degree in management (technology) from the University of Melbourne in Australia in December 1994 and a bachelor's degree in education from the University of Melbourne (Hawthorn Institute of Education) in Australia in May 1995. Mr. Ngai also obtained a fellowship (dental) from The British Institute of Surgical Technologists (now known as The British Institute of Dental and Surgical Technologists) in the United Kingdom in May 1982, the dental technician's certificate from the City and Guilds of London Institute in the United Kingdom in June 1977, the dental technician's advanced certificate in orthodontic technology from the City and Guilds of London Institute in the United Kingdom in June 1980, the dental technician's advanced certificate in prosthodontic technology in June 1980, the dental technician's advanced certificate in crown and bridge technology from the City and Guilds of London Institute in the United Kingdom in June 1983, and the licentiateship of the City and Guilds for dental technology from the City and Guilds of London Institute in the United Kingdom in May 1990.

Mr. Ngai has over 56 years of experience in the dental prosthesis field. Prior to joining the Group, Mr. Ngai was a student dental technician and a dental technician in Department of Health, the Government of the Hong Kong Special Administrative Region (formerly known as Medical and Health Department, the Government of Hong Kong) from 1967 to 1970 and from 1970 to 1979, respectively. From 1979 to 1981, he was a lecturer at The Hong Kong Polytechnic University (formerly known as The Hong Kong Polytechnic) and was primarily responsible for teaching dental technology. From 1981 to 1998, he was an instructor dental technologist at the Faculty of Dentistry, The University of Hong Kong and was primarily responsible for teaching dental technology. Mr. Ngai is the co-author of "A Colour Atlas of Resin Bond Retained Prostheses – A practical guide", a book published in 1989.

DIRECTORS AND SENIOR MANAGEMENT

CHAN YIK YU
EDITH

Ms. CHAN Yik Yu (陳奕茹女士), aged 36, is an executive Director, the chief marketing officer and a member of the remuneration committee of the Company. She also serves as the vice-chairman and vice general manager of a subsidiary of the Company. Ms. Chan is a director of Triera Holdings Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Ms. Chan is primarily responsible for the overall marketing of the Group.

Ms. Chan joined the Group in 2014. She has been a Director since 22 September 2014 and has been designated as an executive Director since 19 June 2015.

Ms. Chan obtained a bachelor's degree in commerce from the Haskayne School of Business, University of Calgary in Canada in June 2010.

Ms. Chan possesses over 10 years of experience in the marketing field. Prior to joining the Group, Ms. Chan was a marketing executive of the business corporate department of Fiducia (Hong Kong office), a management consultancy firm, and then worked at Goodwin Procter LLP, a solicitor firm, as a marketing specialist.

Ms. Chan is the daughter of Mr. Chan Kwun Pan (executive Director and substantial shareholder of the Company), sister of Dr. Chan Ronald Yik Long (chairman of the Board and executive Director), niece of Mr. Chan Kwun Fung (executive Director and substantial shareholder of the Company) and cousin of Mr. Chan Chi Yuen (executive Director).

DIRECTORS AND SENIOR MANAGEMENT

CHAN KWUN FUNG
MICHAEL

Mr. CHAN Kwun Fung (陳冠峰先生), aged 69, is an executive Director. He is also a director, the chairman, the legal representative, and/or the supervisor of certain subsidiaries of the Company. Mr. Chan is a director of Triera Holdings Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. He is primarily responsible for the overall strategic planning and management of the Group.

Mr. Chan joined Modern Dental Laboratory, which was the predecessor of Modern Dental Laboratory Company Limited, the first operating subsidiary, as a partner, to develop the Company's business in November 1991. He has been a Director since 5 July 2012 and has been designated as an executive Director since 19 June 2015. He was the chairman of the Board from 19 June 2015 to 31 March 2021.

Mr. Chan is a dental technician and has over 30 years of experience in the field of dental prosthesis. His experience includes research, design and development of dental prosthesis-related production techniques and management.

Mr. Chan is the brother of Mr. Chan Kwun Pan (executive Director and substantial shareholder of the Company), father of Mr. Chan Chi Yuen (executive Director), and uncle of Dr. Chan Ronald Yik Long (chairman of the Board and executive Director) and Ms. Chan Yik Yu (executive Director and chief marketing officer of the Company).

DIRECTORS AND SENIOR MANAGEMENT

CHAN KWUN PAN
BEN

Mr. CHAN Kwun Pan (陳冠斌先生), aged 66, is the founder of the Group and an executive Director. He is also a director, and/or the supervisor of certain subsidiaries of the Company. Mr. Chan is a director of Triera Holdings Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. He is primarily responsible for the overall strategic planning and management of the Group.

As the founder of the Group, Mr. Chan established Modern Dental Laboratory, which was the predecessor of Modern Dental Laboratory Company Limited, the first operating subsidiary, to develop the Company's business in August 1986. He has been a Director since 5 July 2012 and has been designated as an executive Director since 19 June 2015. He was the vice-chairman of the Board from 19 June 2015 to 31 March 2021.

Mr. Chan is a dental technician and has over 30 years of experience in the dental prosthesis field. He obtained a craft certificate in dental mechanics from The Hong Kong Polytechnic University (formerly known as The Hong Kong Polytechnic) in November 1975. His experience includes research, design and development of dental prosthesis-related production techniques and management. Mr. Chan has been a vice-chairman of the Shenzhen Nanshan Foreign Enterprise's Chamber of Commerce since May 2001. Mr. Chan was a member of the Political Consultative Committee of Nanshan District, Shenzhen in the PRC between October 2006 and October 2016.

Mr. Chan is the brother of Mr. Chan Kwun Fung (executive Director and substantial shareholder of the Company), father of Dr. Chan Ronald Yik Long (chairman of the Board and executive Director) and Ms. Chan Yik Yu (executive Director and chief marketing officer of the Company) and uncle of Mr. Chan Chi Yuen (executive Director).

DIRECTORS AND SENIOR MANAGEMENT

CHAN CHI YUEN
ALEX

Mr. CHAN Chi Yuen (陳志遠先生), aged 39, is an executive Director. He is also a director, the chairman, the general manager, the legal representative, the vice-chairman, and/or the vice general manager of certain subsidiaries of the Company. Mr. Chan is a director of Triera Holdings Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mr. Chan is primarily responsible for the business development, customer services and daily operations of Yangzhijin Dental Laboratory (Shenzhen) Co., Ltd.

Mr. Chan joined the Group in 2011. He has been a Director since 22 September 2014 and has been designated as an executive Director since 19 June 2015.

Mr. Chan obtained a diploma in business administration (majoring in accountancy) from the Southern Alberta Institute Technology in Canada in June 2009.

Mr. Chan is the son of Mr. Chan Kwun Fung (executive Director and substantial shareholder of the Company), nephew of Mr. Chan Kwun Pan (executive Director and substantial shareholder of the Company), and cousin of Dr. Chan Ronald Yik Long (chairman of the Board and executive Director) and Ms. Chan Yik Yu (executive Director and chief marketing officer of the Company).

DIRECTORS AND SENIOR MANAGEMENT

Independent Non-Executive Directors

Dr. CHEUNG Wai Bun Charles, J.P. (張惠彬博士、太平紳士), aged 87, is an independent non-executive Director, the chairman of the audit committee, and a member of each of the remuneration committee and the nomination committee of the Company. He has been an independent non-executive Director since 24 November 2015.

Dr. Cheung has appropriate professional accounting and related financial management expertise. He is an independent non-executive director of Pioneer Global Group Limited (stock code: 224) and Jiayuan International Group Limited ("Jiayuan") (in liquidation) (stock code: 2768) immediately before the winding up order was granted against Jiayuan on 2 May 2023, and a non-executive director of Galaxy Entertainment Group Limited (stock code: 27), companies whose shares are listed on the Main Board of the Stock Exchange, and a director and the vice-chairman of executive committee of Metropolitan Bank (China) Ltd.. He was formerly an independent non-executive director of Universal Technologies Holdings Limited (stock code: 1026) during the period from 6 September 2011 to 30 June 2023 and Yin He Holdings Limited (stock code: 8260) whose shares were delisted on the GEM of the Stock Exchange on 25 July 2022 during the period from 1 September 2014 to 23 August 2021.

Dr. Cheung obtained an honorary doctorate degree in business administration from John Dewey University in the United States in December 1984, a master's degree in business administration and a bachelor of science degree in accounts and finance from New York University in the United States in June 1962 and February 1960 respectively.

He was formerly an independent non-executive director and the director general of the audit committee of China Resources Bank of Zhuhai Co. Ltd. Dr. Cheung is a former council member of the Hong Kong Institute of Directors and an advisor of the Institute of ESG & Benchmark.

Dr. CHAN Yue Kwong Michael (陳裕光博士), aged 72, is an independent non-executive Director, the chairman of the nomination committee and a member of the audit committee of the Company. He has been an independent non-executive Director since 24 November 2015.

Dr. Chan was the former chairman and is currently a non-executive director of Café de Coral Holdings Limited (stock code: 341), an independent non-executive director of Starlite Holdings Limited (stock code: 403), Pacific Textiles Holdings Limited (stock code: 1382), Tse Sui Luen Jewellery (International) Limited (stock code: 417) and Human Health Holdings Limited (stock code: 1419), and a non-executive director of Tao Heung Holdings Limited (stock code: 573). All of the above companies are listed on the Main Board of the Stock Exchange.

Dr. Chan obtained an honorary fellowship from Lingnan University in December 2009, a master's degree in city planning with distinction and a scholarship from the University of Manitoba in Canada in October 1977, and a double degree in sociology and political science from University of Manitoba in Canada in May 1974.

Dr. Chan currently serves as the adviser of the Quality Tourism Services Association. Dr. Chan is also the honorary chairman of the Hong Kong Institute of Marketing and Legacy Academy.

DIRECTORS AND SENIOR MANAGEMENT

Dr. CHEUNG Wai Man William (張偉民博士), aged 69, is an independent non-executive Director, the chairman of the remuneration and a member of the nomination committee of the Company. He has been an independent non-executive Director since 24 November 2015.

Dr. Cheung has maintained a dental practice in Hong Kong since 1982. He has been the honorary professor of West China College of Stomatology, Sichuan University in the PRC since 2011, an adjunct associate professor of School of Dental Medicine in University of Pennsylvania in the United States since July 2012, and the honorary associate professor of the Faculty of Dentistry in The University of Hong Kong from January 2009 to December 2012 and since March 2014.

Dr. Cheung obtained a doctorate degree in dental medicine from University of Pennsylvania in the United States in May 1981. He now serves as an Emeritus Trustee of The University of Pennsylvania and the Emeritus Member of Board of Advisor at the School of Dental Medicine of the same institution.

Dr. Cheung served as the Vice President of International College of Dentists ("**ICD**") Section XV Asia from March 2017 to October 2020, he is now the Speaker of the International Council of the ICD. He was the member (since September 2016) and is now the Chair of the Education Committee of the FDI World Dental Federation since August 2018.

Dr. Yau Ka Po (邱家寶醫生), aged 43, is an independent non-executive Director and a member of each of the audit committee and the remuneration committee of the Company. He has been an independent non-executive Director since 27 May 2021.

Dr. Yau is an orthodontist and a director of Kowloon Orthodontic Centre Limited. Dr. Yau has over 10 years of experience in the field of orthodontics. He has been appointed as honorary clinical assistant professor in the Department of Orthodontics, Faculty of Dentistry of The University of Hong Kong since 2017.

Dr. Yau obtained a bachelor of dental surgery from The University of Hong Kong in December 2004, a master of orthodontics from The University of Hong Kong in November 2010, a diploma of membership in orthodontics of the Royal College of Surgeons of Edinburgh in February 2011 and an advanced diploma in orthodontics from The University of Hong Kong in September 2012. Dr. Yau has been a fellow of the College of Dental Surgeons of Hong Kong in the Specialty of Orthodontics and a fellow of the Hong Kong Academy of Medicine (Dental Surgery) since 2014.

Dr. Yau has been a member of The Hong Kong Dental Association since 2004, member of the Hong Kong Society of Orthodontists since 2010, and he was a member of the European Orthodontic Society from 2010 to 2014. Dr. Yau is now a registered specialist in orthodontics in Hong Kong, under the specialist register, with The Dental Council of Hong Kong since 2014.

SENIOR MANAGEMENT

The biographical details of the senior managers are set out below.

Mr. August Wilhelm Torsten Schwafert, aged 59, is the chief executive officer of Modern Dental Europe B.V., which is a Company's subsidiary.

Mr. Schwafert is also a director of certain subsidiaries of the Company. Mr. Schwafert is mainly responsible for leading the business development of the Group in Europe. Mr. Schwafert joined the Group in March 2014.

Mr. Schwafert received his degree in business economics from Verwaltungs- und Wirtschaftsakademie (academy for business and public administration) in Düsseldorf, Germany in June 1991.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Schwafert has over 31 years of management experience in the dental field and has extensive relationships in the European dental industry. Prior to joining our Group, Mr. Schwafert was the chief executive officer in Wieland Dental + Technik GmbH, being a dental prosthetic company, which focuses on CAD/CAM solutions, from August 2009 to February 2014 and was responsible for directing the overall business development, developing sustainable strategy and restructuring. Prior to that, he was the vice president of sales and marketing of DeguDent, Dentsply Group, being a dental prosthetic company that produces materials and devices for dental laboratories, from January 2001 to July 2009 and was responsible for the strategic control of the product portfolio and the management of the global sales team. Mr. Schwafert was the president of Elephant Dental B.V. in Hoorn Netherlands, being a dental prosthetic company that develops and sells advanced dental products, from August 1999 to December 2000. Elephant Dental B.V. was a wholly-owned subsidiary of Degussa Dental, which was later acquired by the Dentsply group in 2001.

Mr. Gregory Scialom, aged 49, is the president of Labocast SAS, which is a Company's subsidiary.

Mr. G. Scialom is also a director, substitute director and/or the legal representative of certain subsidiaries of the Company. Mr. G. Scialom is responsible for the operation of the Group in France and the Indian Ocean. He joined the Labocast Group, which was subsequently acquired by the Group in August 2011.

Mr. G. Scialom received his bachelor's degree in laws from Université Panthé on-Assas (Paris II) in France in October 1996.

Mr. G. Scialom possesses over 23 years of experience in the dental prosthetic field at Labocast SAS. Mr. G. Scialom was the general manager of Labocast SAS from July 2005 to May 2008 and was primarily an executive assistant of Labocast SAS from January 2001 to June 2005. His experience includes establishing Labo OI (Mauritius) Ltd, developing prosthetic device manufacturing business of Labo OI (Mauritius) Ltd, managing the daily operations of the laboratories, organizing and providing quality customer service, and maintaining relationship with Modern Dental Laboratory Company Limited.

Mr. James Squirrell, aged 51, is the chief executive officer of Modern Dental Pacific Pty Ltd, which is a Company's subsidiary.

Mr. J. Squirrell is also a director of certain subsidiaries of the Company. Mr. J. Squirrell is responsible for leading the business development and operations of the Group in Australia and New Zealand. He joined the SCDL Group, which was subsequently acquired by the Group, in November 2012. He is also a non-executive director of the Australian Dental Industry Association.

Mr. J. Squirrell received his Bachelor of Arts degree in Accounting and Financial Management from the University of Essex, in the United Kingdom in 1993. He has been a member of the Institute of Chartered Accountants in England and Wales since 1996, and a Graduate of the Australian Institute of Company Directors since 2016.

Mr. J. Squirrell has over 16 years of experience as an executive. He acted as chief financial officer of the SCDL Group for 5 years, before taking the role of chief executive officer. Prior to joining our Group, he was the Australia/New Zealand finance director of Merlin Entertainments Group Ltd (and precedent companies) from January 2008 to July 2012, overseeing financial and accounting management, acquisitions, corporate governance and company secretarial matters for the leading visitor attraction business. Prior to that, he held finance roles at a number of listed Australian companies, across the entertainment, banking and beverage sectors.

COMPANY SECRETARY

Mr. KWAN Ngai Kit (關毅傑先生), aged 44, has been the chief financial officer, authorised representative and the company secretary of the Company since 26 October 2016. Mr. Kwan, has over 17 years of experience in auditing, accounting and corporate management and was responsible for corporate finance, mergers and acquisitions matters, financial and accounting management, investors relations, corporate governance as well as compliance affairs. Prior to March 2014, he worked as a senior manager in both the assurance department and the technical department of Ernst & Young during which he acquired intensive capital market transactions experience. He is currently an independent non-executive director of A & S Group (Holdings) Limited (stock Code: 1737) and Vobile Group Limited (stock code: 3738), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Kwan is currently a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Kwan was appointed as a reviewer for reviewing and judging the Best Corporate Governance Awards of the Hong Kong Institute of Certified Public Accountants in June 2020.

Mr. Kwan obtained a master's degree in business administration from the Chinese University of Hong Kong in November 2014 and a bachelor's degree in accountancy from The Hong Kong Polytechnic University in November 2002.

DIRECTORS' REPORT

The board (the "**Board**") of directors (the "**Directors**") of Modern Dental Group Limited (the "**Company**"), together with its subsidiaries, (the "**Group**") is pleased to present this Directors' report together with the consolidated financial statements of the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the production and distribution of three product lines: fixed prosthetic devices, removable prosthetic devices and other devices, such as orthodontic devices, sports guards and anti-snoring devices. The Company is an investment holding company. The principal activities of the subsidiaries of the Company are set out in Note 1 to the consolidated financial statements. The operating segment information of the Group for the year ended 31 December 2023 is set out in Note 5 to the consolidated financial statements.

RESULTS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss on page 67 of this Annual Report.

DIVIDENDS

The Board declared an interim dividend of HK6.0 cents (six months ended 30 June 2022: HK3.7 cents) per ordinary share for the six months ended 30 June 2023.

The Board recommended a final dividend of HK9.0 cents (2022: HK4.4 cents) per ordinary share, out of the share premium account, for the year ended 31 December 2023 (the "**Proposed Final Dividend**"). Subject to the approval by the Shareholders in the forthcoming annual general meeting of the Company (the "**AGM**") to be held on 30 May 2024, the Proposed Final Dividend will be paid on 28 June 2024 to Shareholders whose names appear on the Register of Members of the Company as at the close of business on 11 June 2024.

CLOSURE OF REGISTER OF MEMBERS

To determine the entitlement to attend and vote at the AGM to be held on 30 May 2024, the Register of Members of the Company will be closed from Monday, 27 May 2024 to Thursday, 30 May 2024, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 24 May 2024, for the purpose of effecting the share transfers.

To determine the entitlement to the Proposed Final Dividend (subject to approval by the Shareholders at the AGM), the Register of Members of the Company will be closed from Thursday, 6 June 2024 to Tuesday, 11 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the Proposed Final Dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2024.

DIRECTORS' REPORT

FINANCIAL SUMMARY

A summary of the audited consolidated results and the assets, liabilities and non-controlling interest of the Group for the last five financial years, as extracted from the audited consolidated financial statements is set out on page 152 of this Annual Report.

SUBSIDIARIES

Particulars of the Company's principal subsidiaries are set out in Note 1 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The relationship between the Group and our suppliers has been stable. For the year ended 31 December 2023, the purchase amounts placed with the Group's five largest suppliers accounted for 35.6% (2022: 40.6%) of the Group's total purchases and the purchase amount placed with our single largest supplier accounted for 11.9% (2022: 15.9%) of the Group's total purchases.

The relationship between the Group and our customers has been stable. For the year ended 31 December 2023, the revenue amounts from the Group's five largest customers accounted for 1.7% (2022: 1.9%) of the Group's total revenue and the revenue amount from our single largest customer accounted for 0.4% (2022: 0.4%) of the Group's total revenue.

None of the Directors or any of their close associates or any Shareholders who, to the best knowledge of the Directors, own more than 5% of the Company's issued shares had any interest in the Group's five largest suppliers and five largest customers.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2023 are set out in Note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company for the year ended 31 December 2023 are set out in Note 28 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company had distributable reserves of approximately HK$397,841,000 (2022: approximately HK$516,223,000) calculated in accordance with the Companies Act (As Revised) of the Cayman Islands (the "**Companies Act**"). This includes the Company's share premium account of approximately HK$382,294,000 (2022: approximately HK$443,545,000).

BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 December 2023 are set out in the section headed "Management Discussion and Analysis" in this Annual Report and Note 26 to the consolidated financial statements.

DIRECTORS' REPORT

DIRECTORS

The Directors who held office during the year ended 31 December 2023 and up to the date of this Annual Report are:

Executive Directors:

Dr. Chan Ronald Yik Long *(Chairman)*
Mr. Ngai Shing Kin *(Chief Executive Officer)*
Ms. Chan Yik Yu *(Chief Marketing Officer)*
Mr. Chan Kwun Fung
Mr. Chan Kwun Pan
Mr. Chan Chi Yuen

Independent Non-executive Directors:

Dr. Cheung Wai Bun Charles J.P.
Dr. Chan Yue Kwong Michael
Dr. Cheung Wai Man William
Dr. Yau Ka Po

Pursuant to article 84(1) of the articles of association of the Company (the "**Articles of Association**"), one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall be those who have been longest in office since their last re-election or appointment and as between persons who became or were last re-elected Directors on the same day shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Chan Kwun Fung, Mr. Chan Kwun Pan, Dr. Cheung Wai Bun Charles J.P., and Dr. Chan Yue Kwong Michael will retire by rotation as Directors at the AGM and, being eligible, will offer themselves for re-election.

Details of the Directors standing for re-election at the AGM are set out in the circular to the Shareholders together with this Annual Report.

The Company has received from each of the independent non-executive Directors an annual confirmation of their respective independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and considers each of the independent non-executive Directors are independent.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out in the section headed "Directors and Senior Management" on pages 22 to 31 of this Annual Report.

DISCLOSURE OF INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Subsequent to the date of the interim report of the Company for the six months ended 30 June 2023, there are no changes to the Directors' information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of the executive Directors has entered into a service contract with the Company for a further term of three years commencing from 15 December 2021.

Dr. Yau Ka Po has signed a letter of appointment with the Company for a further term of three years commencing from 27 May 2024. Each of the other independent non-executive Directors has signed a letter of appointment with the Company for a further term of three years commencing from 15 December 2021.

Save as disclosed above, none of the Directors proposed for re-election at the AGM has or proposed to have a service contract with any members of the Group that is not determinable by any members of the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section "Continuing Connected Transactions/Connected Transactions" below, neither the Director nor any entity connected with the Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during the year or at the end of the year ended 31 December 2023.

MANAGEMENT CONTRACTS

No contract, concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 December 2023.

EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

In compliance with the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, the Company has established the remuneration committee of the Company (the "**Remuneration Committee**") to formulate remuneration policies. The remuneration is determined and recommended based on each Director's and senior management personnel's qualification, position and seniority. As for the independent non-executive Directors, their remuneration is determined by the Board upon recommendation from the Remuneration Committee. The Directors and the senior management personnel are eligible participants of the Share Option Scheme and the Pre-IPO RSU Scheme (both as defined below). Details of the remuneration of the Directors and the five highest paid individuals are set out in Note 9 and Note 10 to the consolidated financial statements, respectively.

PERMITTED INDEMNITY

Pursuant to the Articles of Association and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices.

Such permitted indemnity provision has been in force for the year ended 31 December 2023. The Company has taken out liability insurance to provide appropriate coverage for the Directors.

DIRECTORS' REPORT

SHARE OPTION SCHEME

A share option scheme (the "**Share Option Scheme**") was adopted pursuant to the written resolutions of the Shareholders passed on 25 November 2015 (the "**Share Option Scheme Adoption Date**").

The purpose of the Share Option Scheme is to enable the Company to grant options to the eligible participants including any employee, Director, supplier, customer, shareholder, research, development or other technological support personnel and advisor of the Group and invested entity of the Group and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group as the Directors determine, as incentives or rewards for their contribution to the Group.

The maximum number of the ordinary shares of the Company (the "**Shares**") which may be allotted and issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Group must not exceed 30% of the issued share capital of the Company from time to time. No options may be granted under the Share Option Scheme or any other share option schemes adopted by the Group if the grant of such option exceeds the limit.

The total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes adopted by the Group as from the Share Option Scheme Adoption Date (excluding, for this purpose, Shares issuable upon exercise of options which have been granted but which have lapsed in accordance with the Share Option Scheme or any other share option schemes of the Company) must not in aggregate exceed 10% of all issued share capital of the Company upon 15 December 2015 (the "**Listing Date**") (i.e. 100,000,000 Shares, representing 10.5% of the issued share capital of the Company as at the date of this Annual Report). The limit of 10% may be refreshed at any time by approval of the Shareholders in a general meeting provided that the total number of the Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other option schemes of the Group must not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of our Group) previously granted under the Share Option Scheme and any other share option schemes of our Group will not be counted.

Unless approved by Shareholders in a general meeting, the maximum number of Shares underlying the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue for the time being.

Where any grant of options to a substantial Shareholder or an independent non-executive Director or any of their respective associates would result in the Shares allotted and issued and to be allotted and issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

(i) representing in aggregate over 0.1% of the Shares in issue; and

(ii) having an aggregate value, based on the closing price of the Shares at the offer date of each offer, in excess of HK$5 million;

such further grant of options must be approved by Shareholders in general meeting.

A consideration of HK$1.0 is payable on acceptance of the grant of an option within such time as may be specified in the offer (which shall not be later than 21 days from the offer date).

Pursuant to the Share Option Scheme, the participants may subscribe for the Shares on the exercise of an option at the price determined by the Board provided that it shall be at least the highest of (a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which an option is offered to a participant, which must be a business date (the "**Offer Date**"); (b) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Offer Date; and (c) the nominal value of a Share.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine, which may not expire later than 10 years from the Offer Date of the option subject to the provisions of early termination thereof. The Share Option Scheme shall be valid and effective for a period of 10 years commencing on the Share Option Scheme Adoption Date.

As at 31 December 2023, no options had been granted, agreed to be granted, exercised, cancelled or lapsed pursuant to the Share Option Scheme and therefore the total number of Shares available for grant under the Share Option Scheme was 100,000,000 Shares, representing 10.5% of the issued share capital of the Company as of the date of this Annual Report.

Remarks:

1. Pursuant to Rule 17.03A of the Listing Rules, the participants of a scheme shall only comprise directors and employees of the issuer or any of its subsidiaries and the persons who provide services to the issuer group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the issuer group.

2. Pursuant to Rule 17.03F of the Listing Rules, the vesting period for options shall not be less than 12 months.

3. Pursuant to Rule 17.04(3) of the Listing Rules, where any grant of options or awards to an independent non-executive director or a substantial shareholder of the listed issuer, or any of their respective associates, would result in the shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of the scheme) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the relevant class of shares in issue, such further grant of options or awards must be approved by shareholders of the listed issuer in general meeting in the manner set out in Rule 17.04(4) of the Listing Rules. Pursuant to Rule 17.04(4) of the Listing Rules, the listed issuer must send a circular to the shareholders. The grantee, his/her associates and all core connected persons of the listed issuer must abstain from voting in favour at such general meeting. The listed issuer must comply with the requirements under Rules 13.40, 13.41 and 13.42 of the Listing Rules.

PRE-IPO RESTRICTED SHARE UNIT SCHEME

A restricted share unit scheme (the "**Pre-IPO RSU Scheme**") was adopted pursuant to the written resolutions of the Shareholders passed on 19 June 2015 (the "**Pre-IPO RSU Scheme Adoption Date**"). The purpose of the Pre-IPO RSU Scheme is to give incentives thereto in order to retain key employees for the continual operation and development of the Group and to attract suitable personnel for further development of the Group. The Pre-IPO RSU Scheme shall be valid and effective for a period of 10 years commencing on the Pre-IPO RSU Scheme Adoption Date, under the administration of the Board and the trustee. Details of the Pre-IPO RSU Scheme are set out in Note 29 to the consolidated financial statements.

As of 31 December 2023, no outstanding restricted share units were granted or vested pursuant to the Pre-IPO RSU Scheme.

MANDATORY PROVIDENT FUND RETIREMENT BENEFIT SCHEME

The Group operates a defined contribution mandatory provident fund retirement benefit scheme (the "**MPF Scheme**") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK$1,500 and they can choose to make additional contributions. The employer's monthly contributions are calculated at 5% of the employee's monthly salaries or up to a maximum of HK$1,500. The employees are entitled to 100% of the employer's mandatory contributions upon their retirement at the age of 65, death or total incapacity.

DIRECTORS' REPORT

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

As of 31 December 2023, the interests and short positions of the Directors in the Shares, underlying Shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of SFO, as recorded in the register maintained 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 for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") were as follows:

Long Positions in Shares and Underlying Shares of the Company

Name of Director	Capacity	Number of Shares and underlying Shares interested		Total number of Shares and underlying Shares interested	Approximate percentage of shareholding
Mr. Chan Kwun Fung	Beneficial owner	466,000	*(Note 1)*	474,375,263	50.02%
	Other	3,450,000	*(Note 1)*		
	Interest of controlled corporation	470,459,263	*(Note 1)*		
Mr. Chan Kwun Pan	Beneficial owner	3,450,000	*(Note 1)*	474,375,263	50.02%
	Other	466,000	*(Note 1)*		
	Interest of controlled corporation	470,459,263	*(Note 1)*		
Mr. Ngai Shing Kin	Beneficial owner	4,191,345		98,040,998	10.34%
	Interest of controlled corporation	93,849,653	*(Note 2)*		
Dr. Yau Ka Po	Beneficial owner	300,000		300,000	0.03%

Notes:

1. Mr. Chan Kwun Fung and Mr. Chan Kwun Pan signed a confirmation letter on 10 August 2015 confirming their acting-in-concert arrangement whereby they operate the Group collectively, through discussions, and reached consensus between themselves before making any commercial decisions for the Group on a unanimous basis. As such and by virtue of the SFO, (i) each of Mr. Chan Kwun Fung and Mr. Chan Kwun Pan is deemed to be interested in the 470,459,263 Shares owned by Triera Holdings Limited, (ii) Mr. Chan Kwun Fung is deemed to be interested in the 3,450,000 Shares owned by Mr. Chan Kwun Pan, and (iii) Mr. Chan Kwun Pan is deemed to be interested in the 466,000 Shares owned by Mr. Chan Kwun Fung.

2. These Shares were held by Prosperity Worldwide Investment Holdings Limited, which is wholly owned by Mr. Ngai Shing Kin.

Save as disclosed above, as at 31 December 2023, none of the Directors and chief executives of the Company has any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors' Interests and Short Positions in Shares and underlying Shares and Debentures of the Company or any of its Associated Corporations" in this Annual Report, at no time during the year ended 31 December 2023 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate; and none of the Directors, or any of their spouse or children under the age of 18, had any right to subscribe for equity or debt securities of the Company or any other body corporate, or had exercised any such right.

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

As of 31 December 2023, the persons other than the Directors, whose interests have been disclosed in the above section headed "Directors' Interests and Short Positions in Shares and Underlying Shares and Debentures of the Company or any of its Associated Corporations", had an interest or short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company, pursuant to Section 336 of the SFO, were as follows:

Long Positions in Shares of the Company

Name of Shareholder	Capacity	Number of Shares interested	Total number of Shares and underlying Shares interested	Approximate percentage of shareholding
Triera Holdings Limited *(Note 1)*	Beneficial owner	470,459,263	470,459,263	49.61%
Prosperity Worldwide Investment Holdings Limited *(Note 2)*	Beneficial owner	93,849,653	93,849,653	9.90%
NCHA Holdings Limited	Beneficial owner	62,844,370	62,844,370	6.63%
Mr. Ngai Chi Ho Alwin	Beneficial owner Interest of controlled corporation	277,934 62,844,370 *(Note 3)*	63,122,304	6.66%

Notes:

1. Triera Holdings Limited is a company incorporated in the British Virgin Islands and is owned as to 50%, 20%, 16% and 14% by Mr. Chan Kwun Fung, Mr. Chan Kwun Pan, Dr. Chan Ronald Yik Long and Ms. Chan Yik Yu, respectively.

2. Prosperity Worldwide Investment Holdings Limited is a company incorporated in the British Virgin Islands and is wholly owned by Mr. Ngai Shing Kin.

3. These Shares were held by NCHA Holdings Limited, which is wholly-owned by Mr. Ngai Chi Ho Alwin.

Save as disclosed herein, as at 31 December 2023, no person, other than the Directors whose interests are set out in the section headed "Directors' Interests and Short Positions in Shares and Underlying Shares and Debentures of the Company or any of its Associated Corporations" above, had any 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 Section 336 of the SFO.

DIRECTORS' REPORT

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

During the year ended 31 December 2023, the Company repurchased 6,693,000 of its Shares on the Stock Exchange at an aggregate consideration of approximately HK$20,150,000 (before expenses), details of the repurchase are summarised as follows:

		Price per Share		
Month	Number of Shares repurchased	Highest HK$	Lowest HK$	Aggregate consideration paid (before expenses) HK$'000
May 2023	800,000	2.52	2.32	1,928
June 2023	1,248,000	3.00	2.64	3,595
July 2023	552,000	3.00	2.97	1,653
August 2023 Note	193,000	3.00	3.00	579
September 2023	2,100,000	3.25	2.97	6,566
October 2023	1,700,000	3.29	3.08	5,449
December 2023	100,000	3.80	3.80	380
	6,693,000			20,150

Out of 6,693,000 repurchased Shares, 6,593,000 Shares of approximately HK$19,770,000 (before expenses) were cancelled during the year ended 31 December 2023, while the remaining 100,000 Shares of HK$380,000 (before expenses) were recognised as treasury shares as at 31 December 2023.

The repurchase of the Shares were effected by the directors, pursuant to the mandate from Shareholders received at the annual general meetings on 24 May 2022 and 30 May 2023, with a view to benefiting Shareholders as a whole by enhancing the net assets value per share and earnings per share of the Group.

Note: During the period from 3 August 2023 to 7 August 2023, the Company unintentionally repurchased an aggregate of 193,000 Shares (representing 0.02% of the issue share capital of the Company) on the Stock Exchange during a restricted period under Rule 10.06(2)(e) of the Listing Rules. The incident was inadvertent and was not intentional. The trades had no material impact on the share price or trading volume. To prevent future occurrence of similar incidents, the Company has since reinforced its internal policies and procedures for such transactions, including engaging legal advisers for guidance on compliance, designating senior management to oversee compliance, strengthening internal compliance guidelines and procedures and providing additional compliance training to its management and relevant teams.

Save as disclosed above, during the year ended 31 December 2023, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

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

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2023, none of the Directors or their respective associates (as defined in the Listing Rules) had engaged in or had any interest in any business which competes or may compete with the businesses of the Group as required to be disclosed pursuant to the Listing Rules.

NON-COMPETITION UNDERTAKING

The Controlling Shareholders (as defined in the Listing Rules) of the Company, namely, Mr. Chan Kwun Fung, Mr. Chan Kwun Pan, Triera Holdings Limited and the Company entered into a deed of non-competition (the "**Deed of Non-competition**") in favour of the Company dated 25 November 2015, pursuant to which the Controlling Shareholders have undertaken to the Company (for itself and for the benefit of its subsidiaries) that it or he would not, and would procure that its or his associates (other than any member of the Group) would not, directly or indirectly, carry on, participate or be interested or engaged in or acquire or hold (in each case whether as a shareholder, partner, principal, agent, director, employee or otherwise) any business which is or may be in competition with the current business of the Group during the restricted period.

An annual confirmation has been received from each of the Controlling Shareholders on compliance with each of their respective undertaking and enforcement of the Deed of Non-competition in accordance with the Listing Rules.

The independent non-executive Directors have reviewed the status of compliance with the Deed of Non-competition by the Controlling Shareholders and confirmed that the Deed of Non-competition is fully complied with and duly enforced since the Listing Date and up to the date of this Annual Report.

CONTINUING CONNECTED TRANSACTIONS/CONNECTED TRANSACTIONS

The following transactions of the Group constituted continuing connected transactions (the "**Continuing Connected Transactions**") for the Group for the year ended 31 December 2023. All of the Continuing Connected Transactions are exempt from reporting, annual review, announcement and independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Master purchase agreements

(i) Modern Dental Laboratory Company Limited ("**MDLCL**"), a wholly-owned subsidiary of the Company, entered into a master purchase agreement (the "**Master Purchase Agreement I**") with Trident Dental Group Limited ("**Trident**"). Trident, a company incorporated in Hong Kong, is held as to 33.3%, 33.3% and 33.3% by Tresodont Holdings Limited ("**Tresodont**"), Amazing Home Limited and J&N Consultants Limited respectively. Tresodont is 100% owned by Dr. Chan Ronald Yik Long. Dr. Chan Ronald Yik Long is an executive Director of the Company.

Pursuant to the Master Purchase Agreement I, Trident shall purchase dental prosthetic devices from MDLCL.

MDLCL renewed the agreement on 1 January 2023, for a term of three years commencing from 1 January 2023 to 31 December 2025, the annual caps for each of the years ended 31 December are HK$600,000.

(ii) Peak Dental Solutions Hong Kong Limited ("**PDSHK**"), a 60% owned subsidiary of the Company, entered into a master purchase agreement (the "**Master Purchase Agreement II")** with Trident.

Pursuant to the Master Purchase Agreement II, Trident shall purchase dental prosthetic devices from PDSHK.

PDSHK renewed the agreement on 1 January 2023, for a term of three years commencing from 1 January 2023 to 31 December 2025, the annual caps for each of the years ended 31 December are HK$600,000.

DIRECTORS' REPORT

(iii) PDSHK entered into a master purchase agreement (the "**Master Purchase Agreement III**") with Kong Hong Holdings Limited ("**Kong Hong**"). Kong Hong, a company incorporated in Hong Kong, is held 40% by Dr. Chan Ronald Yik Long.

Pursuant to the Master Purchase Agreement III, Kong Hong shall purchase dental prosthetic devices from PDSHK.

PDSHK renewed the agreement on 1 January 2023, for a term of three years commencing from 1 January 2023 to 31 December 2025, the annual caps for each of the years ended 31 December are HK$600,000.

(iv) MDLCL entered into a master purchase agreement (the "**Master Purchase Agreement IV**") with Kong Hong.

Pursuant to the Master Purchase Agreement IV, Kong Hong shall purchase dental prosthetic devices from MDLCL.

MDLCL renewed the agreement on 1 January 2023, for a term of three years commencing from 1 January 2023 to 31 December 2025, the annual caps for each of the years ended 31 December are HK$600,000.

(v) PDSHK entered into a master purchase agreement (the "**Master Purchase Agreement V**") with Dr. William Cheung & Associates ("**DWCA**"). DWCA, a company incorporated in Hong Kong, is held 51% by Dr. Cheung Wai Man William. Dr. Cheung Wai Man William is an independent non-executive Director of the Company.

Pursuant to the Master Purchase Agreement V, DWCA shall purchase dental prosthetic devices from PDSHK.

PDSHK renewed the agreement on 1 January 2023, for a term of three years commencing from 1 January 2023 to 31 December 2025, the annual caps for each of the years ended 31 December are HK$500,000.

(vi) MDLCL entered into a master purchase agreement (the "**Master Purchase Agreement VI**") with DWCA.

Pursuant to the Master Purchase Agreement VI, DWCA shall purchase dental prosthetic devices from MDLCL.

MDLCL renewed the agreement on 1 January 2023, for a term of three years commencing from 1 January 2023 to 31 December 2025, the annual caps for each of the years ended 31 December are HK$600,000.

(vii) PDSHK entered into a master purchase agreement (the "**Master Purchase Agreement VII**") with Precious Orthodontics and Kowloon Orthodontic Centre Limited ("**POKO**"). POKO, companies incorporated in Hong Kong, are held 100% by Dr. Yau Ka Po. Dr. Yau Ka Po is an independent non-executive Director of the Company.

Pursuant to the Master Purchase Agreement VII signed on 27 May 2021, POKO shall purchase dental prosthetic devices from PDSHK for a term commencing from 27 May 2021 to 31 December 2023, the annual caps for each of the years ended 31 December are HK$500,000.

(viii) MDLCL entered into a master purchase agreement (the "**Master Purchase Agreement VIII**") with POKO.

Pursuant to the Master Purchase Agreement VIII signed on 27 May 2021, POKO shall purchase dental prosthetic devices from MDLCL for a term commencing from 27 May 2021 to 31 December 2023, the annual caps for each of the years ended 31 December are HK$500,000.

The following transactions of the Group constituted connected transactions (the "**Connected Transactions**") for the Group for the year ended 31 December 2023. All of the Connected Transactions are subject to announcement and reporting requirements only and are exempt from independent Shareholders' approval under Chapter 14A of the Listing Rules.

Tenancy agreements

(i) For the purpose of operating the Company's business in Hong Kong, MDLCL entered into a tenancy agreement (the "**Tenancy Agreement I**") with Most Wealth International Limited, which is held as to 37.5%, 37.5% and 25% by Mr. Chan Kwun Fung (executive director and controlling shareholder of the Company), Mr. Chan Kwun Pan (executive director and controlling shareholder of the Company) and Mr. Ngai Shing Kin (executive director, chief executive director and substantial shareholder of the Company) respectively. Pursuant to the Tenancy Agreement I, Most Wealth International Limited shall lease premises to MDLCL. The agreement was renewed on 30 December 2022 for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of HK$307,000.

(ii) For the purposes of residential use, Yangzhijin Dental Laboratory (Shenzhen) Company Limited ("**YZJSZ**"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement (the "**Tenancy Agreement II**") with Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and an associate ("**Landlord C**") of Mr. Ngai Shing Kin. Pursuant to the Tenancy Agreement II, Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and Landlord C shall lease premises to YZJSZ. The agreement was renewed on 30 December 2022 for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB119,067.

(iii) For the purposes of residential use, Modern Dental Laboratory (Shenzhen) Company Limited ("**MDLSZ**"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement (the "**Tenancy Agreement III**") with Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and Landlord C. Pursuant to the Tenancy Agreement III, Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and Landlord C shall lease premises to MDLSZ. The agreement was renewed on 30 December 2022 for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB37,293.

(iv) For the purposes of residential use, MDLSZ entered into a tenancy agreement (the "**Tenancy Agreement IV**") with an associate ("**Landlord B**") of Mr. Chan Kwun Pan. Pursuant to the Tenancy Agreement IV, Landlord B shall lease premises to MDLSZ. The agreement was renewed on 30 December 2022 for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB11,460.

(v) For the purposes of residential use, MDLSZ entered into a tenancy agreement (the "**Tenancy Agreement V**") with Landlord C. Pursuant to the Tenancy Agreement V, Landlord C shall lease premises to MDLSZ. The agreement was renewed on 30 December 2022 for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB11,460.

(vi) For the purposes of residential use, MDLSZ entered into a tenancy agreement (the "**Tenancy Agreement VI**") with an associate ("**Landlord A**") of Mr. Chan Kwun Fung. Pursuant to the Tenancy Agreement VI, Landlord A shall lease premises to MDLSZ. The agreement was renewed on 30 December 2022 for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB19,100.

(vii) For the purposes of commercial use, MDLCL entered into a tenancy agreement (the "**Tenancy Agreement VII**") with Mr. Chan Kwun Fung and Mr. Chan Kwun Pan. Pursuant to the Tenancy Agreement VII, Mr. Chan Kwun Fung and Mr. Chan Kwun Pan shall lease premises to MDLCL. The agreement was renewed on 30 December 2022 for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of HK$13,500.

DIRECTORS' REPORT

(viii) For the purposes of residential use, on 30 December 2022, Modern Dental and Medical Instruments (Dongguan) Company Limited ("**MDLDG**"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement (the "**Tenancy Agreement VIII**") with Mr. Chan Chi Yuen (executive director of the Company) and Mr. Chan Kwun Pan. Pursuant to the Tenancy Agreement VIII, Mr. Chan Chi Yuen and Mr. Chan Kwun Pan shall lease premise to MDLDG for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB80,819.

(ix) For the purposes of residential use, on 30 December 2022, Dongguan Yangzhijin Dental Technology Company Limited ("**YZJDG**"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement (the "**Tenancy Agreement IX**") with Mr. Chan Kwun Fung and Mr. Chan Kwun Pan. Pursuant to the Tenancy Agreement IX, Mr. Chan Kwun Fung and Mr. Chan Kwun Pan shall lease premise to YZJDG for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB60,491.

Under IFRS 16, the transactions under the above Connected Transactions should be regarded as acquisition of assets under the definition of transaction set out in Rule 14.04(1)(a) and Rule 14A.24(1) of the Listing Rules. The aggregate value of the right-of-use assets recognised by the Company under the Connected Transactions which is the present value of total consideration payables throughout the lease term under the above Connected Transactions entered on 30 December 2022 in accordance with IFRS 16 is approximately HK$15,061,000.

For details of the tenancy agreements disclosed above, please refer to the announcements of the Company dated 30 December 2022.

A summary of all related party transactions entered into by the Group during the year ended 31 December 2023 is contained in Note 35 to the consolidated financial statements. Save as disclosed above, the transactions referred to in item (ai), (bi), (ci), (di), (ei), (fi) and (gi) of Note 35(1) and item (h), (i), (j), (k), (l) and (m) of Note 35(1) to the consolidated financial statements all fall under the definitions of "connected transactions" and "continuing connected transactions" respectively under the Listing Rules, and are exempted from reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company has complied with the Disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year ended 31 December 2023.

The independent non-executive Directors have reviewed and confirmed that the above continuing connected transactions and connected transactions undertaken by the Group were entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing the transactions on terms that are fair and reasonable and in the interests of the Shareholders as a whole, as required in Rule 14A.55 of the Listing Rules.

Ernst & Young, the Company's auditor, was engaged to report on the Group's continuing connected transactions in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young have issued their unqualified letter containing the findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. The auditor's letter has been provided to the Company.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this Annual Report, the Company has maintained the prescribed percentage of public float under the Listing Rules.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

Save as disclosed in the Prospectus, the Group has complied with the relevant laws and regulations that have a significant impact on the Group.

AUDITOR

The consolidated financial statements of the Group have been audited by Ernst & Young, who will retire and, being eligible, offer themselves for re-appointment at the AGM.

IMPORTANT EVENTS AFTER THE YEAR

Subsequent to the end of the year ended 31 December 2023, the Company repurchased 1,000,000 of its Shares on the Stock Exchange at an aggregate consideration of approximately HK$3,788,000 (before expenses).

Save as disclosed above, the Group has no important events after the year ended 31 December 2023 and up to the date of this Annual Report.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme and the Pre-IPO RSU Scheme of the Group as set out in this section, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2023.

DEBENTURE ISSUED

The Group has not issued any debenture during the year ended 31 December 2023.

BUSINESS REVIEW

A fair review of the business of the Group, a discussion and analysis of principal risks and uncertainties facing the Group during the year ended 31 December 2023 and an indication of likely development of the Group are set out on pages 5 to 21 under the section headed "Management Discussion and Analysis", respectively.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth.

DIRECTORS' REPORT

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Environmental, Social and Governance Report of the Company prepared in accordance with Appendix C2 to the Listing Rules will be published on the websites of the Company and the Stock Exchange at the same time as the publication of this Annual Report.

MODERN DENTAL AND THE COMMUNITY

As a global company, Modern Dental Group Limited is committed to being a company that cares for the community, through engaging in sponsorships, donations, voluntary dental consultation and social services. We aim to provide services to the public and make positive contribution to the society. We will continue to be actively involved in community activities and dedicate our efforts to the future generation with a view to taking up our social responsibility with proactive efforts.

SPONSORSHIP AND DONATIONS

In recent years, we have continuously sponsored Young Oral and Maxillofacial Surgeon Group of Hong Kong Limited in organising their monthly dental seminar.

Charitable and other donations made by the Group during the year ended 31 December 2023 amounted to approximately HK$829,000.

By order of the Board

Dr. Chan Ronald Yik Long
Chairman

Hong Kong,
26 March 2024

CORPORATE GOVERNANCE REPORT

The Board is pleased to present the Corporate Governance Report of the Company.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high corporate governance standards to safeguard the interests of Shareholders and to enhance corporate value and accountability.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix C1 of the Listing Rules.

The Board is of the view that throughout the year ended 31 December 2023, (the "**Reporting Year**"), the Company has complied with all the applicable principles and code provisions as set out in the CG Code.

INDEPENDENT VIEW MECHANISM

The Company adopted the Independent View Mechanism which outlines the key principles of independent assessment, and set out the provisions with objective of ensuring independent views and inputs are available to the Board. The Independent View Mechanism is summarized as follows:

Independent non-executive Directors should be appointed to other Board Committees as far as practicable to ensure independent views are available. At least one Director of a different gender should be appointed to the Board for diversity. Each independent non-executive Director is also required to inform the Company as soon as practicable if there is any change in his/her own personal particulars that may materially affect his/her independence.

For those independent non-executive Directors serving for more than nine years on the Board, the Company should include the additional information (which covers the factors considered, process and the Board's discussion on why the long-serving independent non-executive Director is still independent and should be re-elected as per B.2.3 of the CG Code) in the papers to Shareholders for relevant annual general meeting or general meeting published. A new independent non-executive Director should be appointed when all independent non-executive Directors have served for more than nine years.

The Board will assess the independence of a Director by taking into account the factors with reference to Rule 3.13 of the Listing Rules.

Independent non-executive Directors are entitled to seek further information and documentation from the management on the matters to be discussed at board meetings. They could also seek assistance from the Company's company secretary and, where necessary, independent advice from external professional advisers at the Company's expense.

Independent non-executive Directors shall not vote or be counted in the quorum on any board resolution approving any contract or arrangement in which such Director or any of his/her close associates has a material interest.

The Board shall review the Independent View Mechanism on a regular basis to ensure its continued effectiveness.

CORPORATE GOVERNANCE REPORT

DIRECTORS' AND COMPANY'S SECURITIES TRANSACTIONS

The Company has adopted its own code of conduct regarding Directors' dealings in the Company's securities (the "**Code of Conduct**") on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Code of Conduct throughout the Reporting Year.

The Company has also established written guidelines (the "**Employees Written Guidelines**") no less exacting than the Model Code for securities transactions by employees who are likely to be in possession of inside information of the Company. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

BOARD OF DIRECTORS

Board Composition

As at the date of this Annual Report, the Board comprises ten members consisting of six executive Directors and four independent non-executive Directors. The details of the Board composition during the Reporting Year and up to the date of this Annual Report were as follows:

Name of Director	**Membership of Board Committee(s)**
Executive Directors:	
Dr. Chan Ronald Yik Long *(Chairman)*	Member of Nomination Committee
Mr. Ngai Shing Kin *(Chief Executive Officer)*	Member of Remuneration Committee Member of Nomination Committee
Ms. Chan Yik Yu *(Chief Marketing Officer)*	Member of Remuneration Committee
Mr. Chan Kwun Fung	—
Mr. Chan Kwun Pan	—
Mr. Chan Chi Yuen	—

Name of Director	Membership of Board Committee(s)
Independent Non-executive Directors:	
Dr. Cheung Wai Bun Charles J.P.	Chairman of Audit Committee Member of Remuneration Committee Member of Nomination Committee
Dr. Chan Yue Kwong Michael	Chairman of Nomination Committee Member of Audit Committee
Dr. Cheung Wai Man William	Chairman of Remuneration Committee Member of Nomination Committee
Dr. Yau Ka Po	Member of Remuneration Committee Member of Audit Committee

Mr. Chan Kwun Fung and Mr. Chan Kwun Pan signed a confirmation to the Company letter on 10 August 2015 confirming their acting-in-concert arrangement whereby they operate the Group collectively, through discussions, and reached consensus between themselves before making any commercial decisions for the Group on a unanimous basis.

Each of Mr. Chan Kwun Fung, Mr. Chan Kwun Pan, Dr. Chan Ronald Yik Long and Ms. Chan Yik Yu is a shareholder of Triera Holdings Limited, a controlling shareholder of the Company.

Each of Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and Mr. Ngai Shing Kin is a shareholder of Most Wealth International Limited.

Save as disclosed above, the biographical information of the Directors and the relationships between the members of the Board are disclosed under the section headed "Directors and Senior Management" on pages 22 to 31 of this Annual Report.

Chairman and Chief Executive Officer

During the Reporting Year, the positions of Chairman and Chief Executive Officer ("**CEO**") are held by Dr. Chan Ronald Yik Long and Mr. Ngai Shing Kin respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The CEO focuses on the Company's business development and the daily management and operations generally. Their respective responsibilities are clearly defined and set out in writing.

Independent Non-executive Directors

During the Reporting Year, the Board at all times has not only met but also appointed one more independent non-executive director than the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors, representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

CORPORATE GOVERNANCE REPORT

Appointment and Re-election of Directors

The independent non-executive Directors are appointed for a specific term of three years, subject to renewal after the expiry of the then current term.

The Articles of Association provides that all Directors appointed to fill a casual vacancy shall be subject to election by Shareholders at the first general meeting after appointment.

Under the Articles of Association at each annual general meeting, one-third of the Directors for the time being, or if their number is not three of a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The retiring Directors shall be eligible for re-election.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and overseeing the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances at the Company's expenses for discharging their duties to the Company.

The Board reserves its decisions for all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board and directing and co-ordinating the daily operation and management of the Company are delegated to the management.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

The Company acknowledges the importance of Directors participating in appropriate continuous professional development ("**CPD**") to develop and refresh their knowledge and skills. Internally-facilitated briefings for Directors would be arranged and reading material on relevant topics would be provided to Directors where appropriate. All the Directors are encouraged to attend relevant training courses at the Company's expenses.

All the Directors received from time to time CPD and updates relating to Director's duties and regulatory and business development relevant to the Company and their CPD record for the Reporting Year is received and summarized as follows:

Directors	**Types of Training** *Note*
Executive Directors	
Chan Ronald Yik Long	A and B
Ngai Shing Kin	A and B
Chan Yik Yu	A and B
Chan Kwun Fung	B
Chan Kwun Pan	B
Chan Chi Yuen	B
Independent Non-executive Directors	
Cheung Wai Bun Charles	A and B
Chan Yue Kwong Michael	A and B
Cheung Wai Man William	A and B
Yau Ka Po	A and B

Note:

Types of Training

A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops

B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

BOARD COMMITTEES

The Board has established three committees, namely the audit committee, the remuneration committee and the nomination committee for overseeing specific aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

Audit Committee

The audit committee of the Company (the "**Audit Committee**") consists of three independent non-executive Directors, namely Dr. Cheung Wai Bun Charles J.P., Dr. Chan Yue Kwong Michael and Dr. Yau Ka Po. Dr. Cheung Wai Bun Charles J.P. is the chairman of the Audit Committee.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code.

The primary duties of the Audit Committee are to assist the Board in reviewing the financial controls, risk management and internal control systems, effectiveness of the internal audit function, scope of audit, appointment of external auditors, and arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

CORPORATE GOVERNANCE REPORT

The Audit Committee held three meetings during the year ended 31 December 2023 and performed the following work:

i) Financial Reporting

- reviewed the audited consolidated financial statements for the year ended 31 December 2022 in conjunction with the external auditors of the Company and the unaudited financial statements for the six months ended 30 June 2023;
- reviewed the accounting principles and practices adopted by the Group;
- reviewed the significant issues on operational and compliance controls;
- reviewed the auditing and financial reporting matters, including the key audit matters of the consolidated financial statements for the year ended 31 December 2022 which are set out in the annual report of the Company for the year ended 31 December 2022;
- reviewed the audit planning for the year ended 31 December 2023 in conjunction with the external auditor;

ii) External Auditors

- reviewed the remuneration, terms of engagement and the independence of the external auditors of the Company;
- reviewed the engagement of non-audit services and relevant scope of works;
- reviewed with external auditors the continuing connected transactions of the Company;
- reviewed the re-appointment of external auditors of the Company and was satisfied with their work, their independence, and their objectivity, and therefore recommended the re-appointment of Ernst & Young (which had indicated their willingness to continue in office) as the Group's external auditors for Shareholders' approval at the annual general meeting held on 30 May 2023;

iii) Internal Audit

- reviewed the internal audit plan in conjunction with the independent professional adviser;
- reviewed the effectiveness of the internal audit function performed by independent professional adviser;
- considered the major internal audit issues for the year ended 31 December 2023.

iv) Risk Management and Internal Controls

- reviewed the Internal Control Review Report;
- reviewed the effectiveness of risk management and internal control systems; and
- reviewed the arrangements for employees to raise concerns about possible improprieties.

Each member of the Audit Committee has unrestricted access to the auditors and all senior management of the Group. During the year ended 31 December 2023, the Audit Committee also met the external auditors twice without the presence of the executive Directors.

Remuneration Committee

The remuneration committee of the Company (the "**Remuneration Committee**") consists of five members, namely Dr. Cheung Wai Man William, Dr. Cheung Wai Bun Charles J.P. and Dr. Yau Ka Po, as independent non-executive Directors, Mr. Ngai Shing Kin and Ms. Chan Yik Yu, as executive Directors. Dr. Cheung Wai Man William is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code.

The primary duties of the Remuneration Committee are to determine, with delegated responsibility the remuneration packages of individual executive Directors and senior management, and to assist the Board in reviewing and making recommendations to the Board on the remuneration of the non-executive Directors and the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The Remuneration Committee met once during the year ended 31 December 2023 to determine the remuneration packages of executive Directors and senior management, and to review and make recommendation to the Board on the remuneration policy and structure of the Company and other related matters.

The remuneration by band of members of the senior management (excluding Directors) of the Group for the year ended 31 December 2023 is set out below:

Remuneration	Number of person
HK$2,000,001 to HK$2,500,000	1
HK$3,000,001 to HK$3,500,000	1
HK$6,500,001 to HK$7,000,000	1
HK$12,000,001 to HK$12,500,001	1

Details of the fees and other emoluments paid or payable to the Directors and the details of the five highest paid employees for the year ended 31 December 2023 are set out in details in Notes 9 and 10 to the audited consolidated financial statements contained in this Annual Report, respectively.

Remuneration Policy

The Company adopted the Remuneration Policy which concerns the structure and decision process of base salary and bonus. It also provides a guideline of the remuneration system's operation to ensure its operation is sound and managed in principles. The Remuneration Policy is summarized as follows:

The following factors are considered when determining the remuneration package of the Directors:

- Business objectives;
- Responsibilities and commitment;
- Individual contributions to the Group's business performance; and
- Retention consideration.

As for the independent non-executive Directors, their remuneration is determined by the Board upon recommendation from the Remuneration Committee. The Directors are eligible participants of the share option scheme, if any.

CORPORATE GOVERNANCE REPORT

The Remuneration Committee shall have the primary duties and responsibilities set out in the paragraph headed "Remuneration Committee" above.

The Board is responsible for adoption, amendment, implementation and review of the following:

- the principles of the Remuneration Policy;
- the targets of the Group and the Company; and
- the personal targets and calculation regarding fixed/variable remuneration.

If necessary, the Board will ask for the approval of shareholders at general meeting.

Group Chief Financial Officer and HR Manager are responsible:

- to advise the Board regarding remuneration matters;
- to review the remuneration of staff engaged in safeguarding the independent role of the compliance and risk function within the Company;
- to prepare proper documentation of decision-making process;
- to review annually the remuneration structure.

The Board shall review the Remuneration Policy on a regular basis to ensure its continued effectiveness.

Nomination Committee

The nomination committee of the Company (the "**Nomination Committee**") consists of five members, namely Dr. Chan Yue Kwong Michael, Dr. Cheung Wai Bun Charles J.P., Dr. Cheung Wai Man William, as independent non-executive Directors, Mr. Ngai Shing Kin and Dr. Chan Ronald Yik Long, as executive Directors. Dr. Chan Yue Kwong Michael is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code.

The primary duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

In reviewing and assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning Board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend to the Board for adoption.

The Nomination Committee met once to review the structure, size and composition of the Board and the independence of the independent non-executive Directors and to consider the qualifications of the retiring Directors standing for election at the annual general meeting. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained and has not set any measurable objective implementing the Board Diversity Policy.

Diversity

For achieving gender diversity of the Board, at least one Director of a different gender should be appointed to the Board. During the year ended 31 December 2023, gender diversity in respect of the Board was achieved.

The Company recognizes and embraces the benefits of diversity in the boardroom and is committed to enhancing equality of opportunity in all aspects of its business. The Board Diversity Policy is summarized as follows:

The Company endeavours to ensure that its Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and in order for the Board to be effective.

The Company endeavours to identify and implement programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees and that, over time, will prepare them for senior management and/or board positions.

Selection of candidates for Board appointments will be based on merit and candidates will be considered against a range of objective criteria, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge, with due regard for the benefits of diversity on the Board.

The Nomination Committee shall identify suitably qualified candidates to become members of the Board and, in carrying out this responsibility, will give adequate consideration to the Board Diversity Policy.

The Company will disclose details of the Board Diversity Policy, and the measurable objectives, if any, in the corporate governance report which forms part of the annual report of the Company.

The Board will review the Board Diversity Policy on a regular basis to ensure its continued effectiveness.

The Company will assess annually on diversity profile including gender balance of the Directors and senior management and their direct reports, and the progress in achieving the diversity objectives.

Director Nomination Policy

1. The Board has adopted the Director Nomination Policy setting out (i) the criteria in evaluating and selecting candidates for directorships and (ii) the nomination process.

2. In evaluating and selecting any candidate for directorship, the following criteria should be considered:

   - Character and integrity.
   - Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy.
   - Willingness to devote adequate time to discharge duties as a director, other directorships and significant commitments.
   - Independency.
   - Any measurable objectives adopted for achieving diversity on the Board.
   - Such other perspectives that are appropriate to the Company's business, succession plan, etc.

3. In identifying and selecting suitable candidates for directorships, the Nomination Committee will evaluate the candidates based on the prescribed criteria, rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable) and recommend to the Board to appoint the appropriate candidate for directorship, as applicable.

4. For re-election of retiring director, the Nomination Committee will review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board, determine whether the retiring director continues to meet the prescribed criteria and make recommendation to Shareholders in respect of the proposed re-election of director at the general meeting.

CORPORATE GOVERNANCE REPORT

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision A2.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of the Directors and the senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Code of Conduct and Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

ATTENDANCE RECORDS OF DIRECTORS

The attendance record of each Director at the Board and Board committee meetings and the general meeting of the Company held during the year ended 31 December 2023 is set out in the table below:

	Attendance/Number of Meetings				
Name of Director	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	General Meeting
Chan Ronald Yik Long	5/5	N/A	N/A	1/1	1/1
Ngai Shing Kin	5/5	N/A	1/1	1/1	1/1
Chan Yik Yu	5/5	N/A	1/1	N/A	1/1
Chan Kwun Fung	5/5	N/A	N/A	N/A	1/1
Chan Kwun Pan	4/5	N/A	N/A	N/A	0/1
Chan Chi Yuen	5/5	N/A	N/A	N/A	1/1
Cheung Wai Bun Charles J.P.	5/5	3/3	1/1	1/1	1/1
Chan Yue Kwong Michael	5/5	3/3	N/A	1/1	1/1
Cheung Wai Man William	4/5	N/A	1/1	1/1	0/1
Yau Ka Po	5/5	3/3	1/1	N/A	1/1

Apart from regular Board meetings, the Chairman also held a meeting with the independent non-executive Directors without the presence of executive Directors during the year ended 31 December 2023.

RISK MANAGEMENT AND INTERNAL CONTROLS

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

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including project management, sales and leasing, financial reporting, human resources and information technology.

The Company's risk management and internal control systems have been developed with the following features and processes:

(a) The processes used to identify, evaluate and manage significant risks by the Group are summarised as follows:

Risk Identification: Identifies risks that may potentially affect the Group's business and operations.

Risk Assessment: Assesses the risks identified by using the assessment criteria developed by the management; and considers the impact and consequence on the business and the likelihood of their occurrence.

Risk Response: Prioritises the risks by comparing the results of the risk assessment; and determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.

Risk Monitoring and Reporting: Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place; revises the risk management strategies and internal control processes in case of any significant change of situation; and reports the results of risk monitoring to the management and the Board regularly.

(b) The main features of the risk management and internal control systems are summarised as follows:

Control procedures have been designed to safeguard assets against misappropriation and disposition; ensure compliance with relevant laws, rules and regulations; ensure proper maintenance of accounting records for provision of reliable financial information used within the business or for publication; ensure that unauthorised access and use of inside information are strictly prohibited; and to provide reasonable assurance against material misstatement, loss or fraud.

The management has reported to the Board and the Audit Committee on the effectiveness of the risk management and internal control system for the year ended 31 December 2023.

The Board has engaged an external professional service firm as its risk management and internal control review adviser (the "**Adviser**") to conduct the annual review of the risk management and internal control systems for the year ended 31 December 2023. Such review is conducted annually and cycles reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported findings and areas for improvement to the Audit Committee and management. The Audit Committee is of the view that there are no material internal control defeats noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

Arrangements are in place to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Company has developed its disclosure policy which provides a general guide to the Company's Directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited. The Group has implemented the Policy on Handling of Confidential and Price-sensitive Inside Information.

CORPORATE GOVERNANCE REPORT

The policy also adopts additional precautions which should be taken by employees who are in possession of inside information, including identification of project by code name and communication of information for stated purpose and on a need-to-know basis only. Whilst all employees are absolutely prohibited at all times from dealing in the securities of the Company when they are in possession of unpublished inside information, certain members of senior management are subject to specific additional compliance requirements as are communicated to them individually from time to time (including but not limited to obtaining written pre-clearance from designated members of management prior to any dealing in any such securities is allowed).

DIRECTORS' RESPONSIBILTY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company for the year ended 31 December 2023.

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

The statement of the independent auditor of the Company, Ernst & Young, about their reporting responsibilities on the consolidated financial statements is set out in the "Independent Auditor's Report" on pages 62 to 66 of this Annual Report.

AUDITOR'S REMUNERATION

A breakdown of the remuneration paid/payable to the external auditor of the Company, Ernst & Young, in respect of the audit services and the non-audit services for the year ended 31 December 2023 is set out below:

Service Category	Fees Paid/ Payable HK$
Audit Services	7,125,000
Non-audit Services (including tax compliance and other tax services)	571,000

The Board has assessed the independent of the auditors and has conducted tendering exercises regularly for the professional services provided.

SHAREHOLDERS' RIGHTS

The Company engages with Shareholders through various communication channels and a Shareholders' Communication Policy is in place to ensure that Shareholders' views and concerns are appropriately addressed. The Shareholders' Communication Policy is regularly reviewed to ensure its effectiveness.

To safeguard Shareholders' interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Convening an Extraordinary General Meeting by Shareholders

Under Article 58 of the Articles of Association, any one or more Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company may at all times have the right, by a written requisition to the Board or the company secretary of the Company, to require the convening of an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Forward Proposals at General Meetings

The Board is not aware of any provisions allowing the Shareholders to put forward proposals at general meetings of the Company under the Articles of Association and the Companies Act. Shareholders who wish to put forward proposals at general meetings may refer to the preceding paragraph to make a written requisition to require the convening of an extraordinary general meeting of the Company.

Detailed procedures for Shareholders to propose a person for election as a director of the Company are published on the Company's website.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address:	Room 01-07, 09-16, 17/F CEO Tower, 77 Wing Hong Street Cheung Sha Wan Kowloon, Hong Kong (For the attention of the Board of Directors/Company Secretary)
Fax:	+852 3766 0700
Email:	info@moderndentalgp.com

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. The information of the shareholder(s) may be disclosed as required by law.

CORPORATE GOVERNANCE REPORT

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavors to maintain an ongoing dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At annual general meetings, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries.

The Company has in place a Shareholders Communication Policy. The Shareholders Communication Policy is summarized as follows:

The Company strives to ensure that all Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile). The Shareholders Communication Policy aims to set out the framework that it has put in place to promote effective communication with Shareholders so as to enable them to engage actively with the Company and exercise their rights as Shareholders in an informed manner.

Information shall be communicated to Shareholders mainly through the Company's and the Group's financial reports, (where applicable, quarterly, interim and annual reports); annual general meetings that may be convened; as well as by making available all the related disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the Company's website.

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong Branch Share Registrar and Transfer Office, i.e., Tricor Investor Services Limited.

Shareholders may make a request for the Company's information to the extent such information is publicly available. Shareholders may also direct enquiries to the Board. For sending enquiries or requests, please refer to the paragraph headed "Contact Details".

Corporate communication will be provided to the Shareholders in plain language and in both English and Chinese versions to facilitate the Shareholders' understanding. Shareholders have the right to choose the language (either English or Chinese) or means of receipt of the corporate communications (in hard copy or through electronic means).

Shareholders are encouraged to provide, amongst other things, in particular, their email addresses to the Company in order to facilitate timely and effective communications.

Information released by the Company to the Stock Exchange is posted on the Company's website (https://www.moderndentalgp.com) immediately thereafter. Such information includes interim and annual financial statements, interim and annual results announcements, circulars and notices of general meetings and associate explanatory documents etc.

The annual general meetings and other general meetings of the Company are the primary forum for communication with Shareholders and for Shareholders' participation. Shareholders' meetings are held at a convenient location where the chairman of the Board or his delegates, Directors, appropriate management executives, and if required, the chairmen of the Board committees, and representatives from external auditor would be present and are available to answer the Shareholders' questions.

The Board shall review the implementation and effectiveness of the Shareholders Communication Policy annually.

The Board has reviewed the Shareholders Communication Policy and its effectiveness for the year ended 31 December 2023. The Company has provided appropriate communication channels to the shareholders in accordance with the Shareholders Communication Policy and therefore the existing Shareholders Communication Policy is appropriate to the Company.

On 30 March 2023, the Board proposed to amend the memorandum and articles of association of the Company in order to, inter alia, (i) bring the memorandum and articles association of the Company in alignment with the Core Shareholder Protection Standards set out in Appendix A1 to the Listing Rules and the applicable laws of the Cayman Islands; (ii) allow general meetings to be held as a physical meeting, an electronic meeting or a hybrid meeting where Shareholders may attend by electronic means in addition to physical attendance in person, and provide certain powers to the Board and the chairman of the meeting in relation thereto; and (ii) make other housekeeping amendments, including consequential amendments in line with the above amendments to the memorandum and articles of association of the Company.

The proposed amendments and the proposed adoption of the second amended and restated memorandum and articles of association was approved by way of special resolution at the annual general meeting of the Company held on 30 May 2023.

For details, please refer to the Company's announcements dated 30 March 2023, 26 April 2023 and 30 May 2023 and Company's circular dated 26 April 2023.

Pursuant to Code provision F.1.1 of the CG Code, the Company has adopted a dividend policy as set forth below:

- Following completion of the Global Offering, we may distribute dividends by way of cash or by other means that our Directors consider appropriate. A decision to distribute any interim dividend or recommend any final dividend would require the approval of our Board and will be at its discretion. In addition, any final dividend for a financial year will be subject to Shareholders' approval. Our Board will review our Company's dividend policy from time to time in light of the following factors in determining whether dividends are to be declared and paid:

  — our financial results;

  — Shareholders' interests;

  — general business conditions, strategies and future expansion needs;

  — the Group's capital requirements;

  — the payment by its subsidiaries of cash dividends to the Company;

  — possible effects on liquidity and financial position of the Group;

  — other factors the Board may deem relevant.

- Our Directors may declare dividends after taking into account, among other things, our results of operations, financial condition and position, the amount of distributable profits, our Memorandum and Articles of Association, the Companies Act, applicable laws and regulations and other factors that our Directors deem relevant. Prospective investors should note that historical dividend distributions are not indicative of our future dividend distribution policy.

COMPANY SECRETARY

Mr. Kwan Ngai Kit is the chief financial officer and the company secretary of the Company. He has complied with requirement set out in Rule 3.29 of the Listing Rules by receiving relevant professional training for not less than 15 hours during the year ended 31 December 2023.

INDEPENDENT AUDITOR'S REPORT

Ernst & Young
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Quarry Bay, Hong Kong

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To the shareholders of Modern Dental Group Limited
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Modern Dental Group Limited (the "**Company**") and its subsidiaries (the "**Group**") set out on pages 67 to 151, which comprise the consolidated statement of financial position as at 31 December 2023 and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a material accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("**IFRSs**") issued by the International Accounting Standards Board ("**IASB**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "**Code**"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITOR'S REPORT

Key audit matters

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

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Goodwill and intangible assets impairment review	
As at 31 December 2023, the Group recorded goodwill and intangible assets of approximately HK$1,159.6 million and approximately HK$214.6 million, respectively, as a result of previous acquisitions. Under IFRSs, goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Company performs its annual impairment test on each cash-generating unit to assess whether the goodwill might be impaired as at 31 December. In addition, each year, the Company assesses whether a change in useful life is applicable and/or whether there are any indications of impairment for intangible assets. The test and assessment are largely based on management's expectations and estimates of future results of the (group of) cash-generating units which include the entities acquired in the past. The impairment test is based on the recoverable value of the relevant cash-generating units. The key assumptions and results of the test performed are disclosed in note 15 to the consolidated financial statements. The accounting policies, significant accounting judgements and estimates and disclosures for goodwill and intangible assets are included in notes 3, 4, 15 and 16 to the consolidated financial statements.	We examined the Group's forecasted cash flows which underpin management's impairment review. We tested the basis of preparing those forecasts taking into account the historical data supporting underlying assumptions. Future cash flow assumptions were examined through comparison of current business performance, seeking corroborative evidences and enquiry with management in respect of key growth and business assumptions. The key assumptions such as the discount rate and terminal growth rate were tested with appropriate inputs from our internal valuation experts. We also tested the mathematical integrity of management's model. We considered the adequacy of the Group's disclosure about the key assumptions involved in arriving at the recoverable amount.

INDEPENDENT AUDITOR'S REPORT

Key audit matters (continued)

Key audit matter	How our audit addressed the key audit matter
Impairment of trade receivables	
As at 31 December 2023, the Group had trade receivables of approximately HK$635.7 million before allowance for doubtful debts of approximately HK$45.5 million. Management used a provision matrix to calculate expected credit losses for trade receivables. The matrix is initially based on the Group's historical default rates, and specific factors that management considered in the estimation of the rates including the type of customers, ageing of the balances and recent historical payment patterns. Management then calibrated the matrix to adjust the historical credit loss experience with forward-looking information, such as forecasted economic conditions. We focused on this area because it requires a high level of management's judgement and due to the materiality of the amounts involved. The significant accounting judgements and estimates and disclosures for trade receivables are included in notes 4 and 21 to the consolidated financial statements.	We tested the controls over the Group's collection procedures and the Group's estimation of expected credit losses. We evaluated the appropriateness of the allowance of doubtful debts recognised taking into account the historical cash collection trend, subsequent settlements, ageing analysis of the trade receivables and evaluated whether the historical loss rates are appropriately adjusted based on current local economic environment and forward-looking information, and considered the adequacy of the Group's disclosure about the degree of estimation involved in arriving at the allowance amount.

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of the directors for the consolidated financial statements

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Sai Yu.

Ernst & Young
Certified Public Accountants
Hong Kong

26 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2023

	Notes	2023 HK$'000	2022 HK$'000
REVENUE	6	**3,172,048**	2,830,088
Cost of sales		**(1,471,355)**	(1,446,782)
Gross profit		**1,700,693**	1,383,306
Other income and gains	6	**17,115**	17,905
Selling and distribution expenses		**(414,135)**	(374,987)
Administrative expenses		**(747,869)**	(702,228)
Other operating expenses		**(4,709)**	(7,967)
Finance costs	8	**(41,222)**	(26,270)
Share of (losses)/profits of associates		**(285)**	387
PROFIT BEFORE TAX	7	**509,588**	290,146
Income tax expense	11	**(107,411)**	(69,597)
PROFIT FOR THE YEAR		**402,177**	220,549
ATTRIBUTABLE TO:			
Owners of the Company		**404,102**	220,458
Non-controlling interests		**(1,925)**	91
		402,177	220,549
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic	13	**HK42.4 cents**	HK23.1 cents
Diluted	13	**HK42.4 cents**	HK23.1 cents

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2023

	2023 HK$'000	2022 HK$'000
PROFIT FOR THE YEAR	**402,177**	220,549
OTHER COMPREHENSIVE INCOME/(LOSS)		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	**33,785**	(154,828)
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:		
Change in fair value of equity investments designated at fair value through other comprehensive income, net of tax	**(7,214)**	(13,060)
Other comprehensive income/(loss) for the year, net of tax	**26,571**	(167,888)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	**428,748**	52,661
ATTRIBUTABLE TO:		
Owners of the Company	**431,507**	52,570
Non-controlling interests	**(2,759)**	91
	428,748	52,661

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

	Notes	2023 HK$'000	2022 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	**727,424**	651,079
Right-of-use assets	17(a)	**177,829**	159,129
Goodwill	15	**1,159,640**	1,132,420
Intangible assets	16	**214,582**	228,203
Investments in associates	18	**3,977**	3,330
Equity investments designated at fair value through other comprehensive income	19	**19,185**	26,399
Deferred tax assets	27	**44,199**	47,078
Long term prepayments and deposits	22	**34,687**	25,671
Total non-current assets		**2,381,523**	2,273,309
CURRENT ASSETS			
Inventories	20	**166,180**	157,244
Trade receivables	21	**590,220**	565,828
Prepayments, deposits and other receivables	22	**83,512**	82,242
Due from an associate	18	**77**	—
Current tax assets		**33,440**	12,715
Pledged deposits	23	**201**	3,340
Cash and cash equivalents	23	**697,694**	444,377
Total current assets		**1,571,324**	1,265,746
CURRENT LIABILITIES			
Trade payables	24	**80,094**	75,598
Other payables and accruals	25	**272,350**	218,895
Lease liabilities	17(b)	**46,464**	46,242
Interest-bearing bank borrowings	26	**63,699**	84,906
Tax payable		**92,367**	103,742
Total current liabilities		**554,974**	529,383
NET CURRENT ASSETS		**1,016,350**	736,363
TOTAL ASSETS LESS CURRENT LIABILITIES		**3,397,873**	3,009,672

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

	Notes	2023 HK$'000	2022 HK$'000
TOTAL ASSETS LESS CURRENT LIABILITIES		**3,397,873**	3,009,672
NON-CURRENT LIABILITIES			
Lease liabilities	17(b)	**129,545**	111,768
Interest-bearing bank borrowings	26	**612,492**	545,274
Deferred tax liabilities	27	**12,683**	14,131
Other non-current liabilities	25	**52**	4,966
Total non-current liabilities		**754,772**	676,139
Net assets		**2,643,101**	2,333,533
EQUITY			
Equity attributable to owners of the Company			
Share capital	28	**73,501**	74,012
Treasury shares	28	**(419)**	(39)
Reserves	30	**2,559,197**	2,245,979
		2,632,279	2,319,952
Non-controlling interests		**10,822**	13,581
Total equity		**2,643,101**	2,333,533

NGAI Shing Kin
Director

CHAN Ronald Yik Long
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

	Attributable to owners of the Company										
	Share capital HK$'000 (note 28)	Share premium HK$'000 (note 28)	Treasury shares HK$'000 (note 28)	Statutory reserve HK$'000 (note 30 (i))	Capital reserve HK$'000 (note 30 (ii))	Exchange reserve HK$'000	Assets revaluation reserve HK$'000	Retained profits HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 January 2023	74,012	443,545	(39)	25,970	556,597	(306,597)	(13,060)	1,539,524	2,319,952	13,581	2,333,533
Profit for the year	—	—	—	—	—	—	—	404,102	404,102	(1,925)	402,177
Other comprehensive income/(loss) for the year:											
Exchange differences on translation of foreign operations	—	—	—	—	—	34,619	—	—	34,619	(834)	33,785
Change in fair value of equity investments designated at fair value through other comprehensive income, net of tax	—	—	—	—	—	—	(7,214)	—	(7,214)	—	(7,214)
Total comprehensive income/(loss) for the year	—	—	—	—	—	34,619	(7,214)	404,102	431,507	(2,759)	428,748
Transfer from retained profits	—	—	—	2,331	—	—	—	(2,331)	—	—	—
2022 final dividend	—	(41,992)	—	—	—	—	—	—	(41,992)	—	(41,992)
2023 interim dividend	—	—	—	—	—	—	—	(57,038)	(57,038)	—	(57,038)
Shares repurchased (note 28(b))	—	—	(20,150)	—	—	—	—	—	(20,150)	—	(20,150)
Shares cancelled (note 28(b))	(511)	(19,259)	19,770	—	511	—	—	(511)	—	—	—
At 31 December 2023	73,501	382,294#	(419)	28,301#	557,108#	(271,978)#	(20,274)#	1,883,746#	2,632,279	10,822	2,643,101

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

	Attributable to owners of the Company										
	Share capital HK$'000 (note 28)	Share premium HK$'000 (note 28)	Treasury shares HK$'000 (note 28)	Statutory reserve HK$'000 (note 30 (i))	Capital reserve HK$'000 (note 30 (ii))	Exchange reserve HK$'000	Asset revaluation reserve HK$'000	Retained profits HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 January 2022	74,163	489,094	(39)	23,046	556,446	(151,769)	—	1,357,508	2,348,449	10,211	2,358,660
Profit for the year	—	—	—	—	—	—	—	220,458	220,458	91	220,549
Other comprehensive loss for the year:											
Exchange differences on translation of foreign operations	—	—	—	—	—	(154,828)	—	—	(154,828)	—	(154,828)
Change in fair value of equity investments designated at fair value through other comprehensive income, net of tax	—	—	—	—	—	—	(13,060)	—	(13,060)	—	(13,060)
Total comprehensive income/(loss) for the year	—	—	—	—	—	(154,828)	(13,060)	220,458	52,570	91	52,661
Transfer from retained profits	—	—	—	2,924	—	—	—	(2,924)	—	—	—
2021 final dividend	—	(42,105)	—	—	—	—	—	—	(42,105)	—	(42,105)
2022 interim dividend	—	—	—	—	—	—	—	(35,367)	(35,367)	—	(35,367)
Shares repurchased (note 28(a))	—	—	(3,595)	—	—	—	—	—	(3,595)	—	(3,595)
Shares cancelled (note 28(a))	(151)	(3,444)	3,595	—	151	—	—	(151)	—	—	—
Capital contribution by non-controlling shareholders	—	—	—	—	—	—	—	—	—	1,850	1,850
Acquisition of a subsidiary (note 31)	—	—	—	—	—	—	—	—	—	1,429	1,429
At 31 December 2022	74,012	443,545#	(39)	25,970#	556,597#	(306,597)#	(13,060)#	1,539,524#	2,319,952	13,581	2,333,533

\# These reserve accounts comprise the consolidated reserves of HK$2,559,197,000 (2022: HK$2,245,979,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 HK$'000	2022 HK$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**509,588**	290,146
Adjustments for:			
Finance costs	8	**41,222**	26,270
Bank interest income	6	**(1,888)**	(1,122)
Loss on disposal of items of property, plant and equipment, net	7	**551**	400
(Gains)/losses on early termination of leases, net	7	**(188)**	1
Write-off of property, plant and equipment	7	**695**	115
Depreciation and amortisation	7	**145,549**	148,057
Remeasurement (gains)/losses on contingent considerations	7	**(572)**	406
Share of losses/(profits) of associates		**285**	(387)
		695,242	463,886
Increase in inventories		**(7,765)**	(21,862)
Increase in trade receivables		**(21,367)**	(61,520)
Increase in prepayments, deposits and other receivables		**(9,438)**	(15,613)
(Increase)/decrease in amounts due from related parties		**(155)**	146
Increase in an amount due from an associate		**(77)**	—
Increase/(decrease) in trade payables		**3,419**	(3,544)
Increase/(decrease) in other payables and accruals		**51,738**	(6,973)
(Decrease)/increase in an amount due to a related party		**(52)**	45
Cash generated from operations		**711,545**	354,565
Interest received		**1,888**	1,122
Income tax paid		**(137,673)**	(97,411)
Net cash flows from operating activities		**575,760**	258,276

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 HK$'000	2022 HK$'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment and intangible assets		**(159,716)**	(185,367)
Proceeds from disposal of items of property, plant and equipment		**6,716**	6,683
Acquisition of subsidiaries	31	**—**	(10,545)
Decrease in pledged deposits		**3,139**	1,508
Purchase of equity investment designated at fair value through other comprehensive income		**—**	(39,459)
Settlement of consideration payable		**(1,436)**	—
Settlement of contingent considerations	37	**(2,680)**	(712)
Capital contribution for investment in an associate		**(980)**	—
Net cash flows used in investing activities		**(154,957)**	(227,892)
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank borrowings	32(b)	**216,750**	752,750
Repayment of bank borrowings	32(b)	**(171,226)**	(797,817)
Dividend paid		**(99,030)**	(77,472)
Interest paid		**(38,806)**	(19,552)
Repurchase of shares		**(20,150)**	(3,595)
Payment for the principal portion of lease liabilities	32(b)	**(53,639)**	(53,171)
Payment for the interest portion of lease liabilities	32(b)	**(7,539)**	(4,781)
Capital contribution by non-controlling shareholders		**—**	1,850
Net cash flows used in financing activities		**(173,640)**	(201,788)
NET DECREASE IN CASH AND CASH EQUIVALENTS		**247,163**	(171,404)
Effect of foreign exchange rate changes, net		**6,154**	(17,376)
Cash and cash equivalents at beginning of year		**444,377**	633,157
CASH AND CASH EQUIVALENTS AT END OF YEAR		**697,694**	444,377
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	23	**697,623**	444,310
Non-pledged time deposits with original maturity of less than three months when acquired	23	**71**	67
Cash and cash equivalents as stated in the consolidated statement of financial position and the consolidated statement of cash flows	23	**697,694**	444,377

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE AND GROUP INFORMATION

Modern Dental Group Limited (the "**Company**") was incorporated as an exempted company with limited liability in the Cayman Islands on 5 July 2012 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised). The Company's registered office address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries comprise the production and distribution of dental prosthetic devices.

In the opinion of the directors, the holding company and the ultimate holding company of the Company is Triera Holdings Limited, which was incorporated in the British Virgin Islands with limited liability.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Company name	Place and date of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Modern Dental Holding Limited	British Virgin Islands 1 August 2012	US$50,000	100%	—	Investment holding
Modern Dental Laboratory Company Limited	Hong Kong 18 March 1988	HK$10,000	—	100%	Trading of dental prosthetic devices in Hong Kong; sourcing arm for the People Republic of China ("**PRC**") manufactures
Peak Dental Solutions Hong Kong Limited	Hong Kong 2 September 2019	HK$5,000,000	60%	—	Trading of implants products
Yangzhijin Dental Laboratory (Shenzhen) Co., Ltd.*	PRC/Chinese Mainland 20 July 1998	US$22,000,000	—	100%	Manufacture and trading of dental prosthetic devices
Modern Dental Laboratory (Shenzhen) Company Limited*	PRC/Chinese Mainland 17 May 2012	RMB40,000,000	—	100%	Manufacture of dental prosthetic devices
Modern Dental and Medical Instruments (DongGuan) Company Limited*	PRC/Chinese Mainland 12 August 2015	RMB75,000,000	—	100%	Manufacture and trading of dental prosthetic devices

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Company name	Place and date of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Modern Dental Laboratory USA, LLC	United States 17 August 2009	US$3,728,570	—	100%	Manufacture and trading of dental prosthetic devices in the United States markets and managing five service centers located at Seattle, Georgia, Boston, Chicago and Wilmington, and a digital center in Troy, the United States
Quantum Dental Laboratory Inc.	Canada 1 July 2013	CAD110	—	100%	Manufacture and trading of dental prosthetic devices
Permadental GmbH	Germany 2 March 2010	EUR25,000	—	100%	Trading of dental prosthetic devices
Elysee Dental Belgium BVBA	Belgium 9 June 2008	EUR18,550	—	100%	Manufacture of facilities and trading of dental prosthetic devices
Elysee Dental Solutions B.V.	The Netherlands 10 October 2001	EUR18,000	—	100%	Manufacture of facilities and trading of dental prosthetic devices
Elysee Dental ApS	Denmark 4 March 2004	DKK125,000	—	100%	Manufacture of facilities and trading of dental prosthetic devices
Labocast SAS	France 31 December 1986	EUR100,000	—	100%	Trading of dental prosthetic devices

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Company name	Place and date of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Labo Ocean Indien SA	Madagascar 17 May 1996	MGA10,000,000	—	100%	Manufacture and trading of dental prosthetic devices
Pavona Pty Limited	Australia 20 January 1984	AUD2	—	100%	Trading of dental prosthetic devices
Southern Cross Dental Laboratories (NZ) Limited	New Zealand 20 April 2012	NZD1,080,010	—	100%	Trading of dental prosthetic devices
MicroDental Laboratories, Inc.	United States 6 May 2016	US$0.1	—	100%	Manufacture and trading of dental prosthetic devices
MicroDental Holdings, Inc.	United States 24 May 2016	US$0.01	—	100%	Trading of dental prosthetic devices
Apex Digital Dental SDN BHD	Malaysia 10 January 2020	MYR61,100	—	70%	Manufacture and trading of dental prosthetic devices

* The subsidiaries are registered as wholly-foreign-owned enterprises under PRC law.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRSs**"), (which include all International Financial Reporting Standards, International Accounting Standards ("**IASs**"), and Interpretations) issued by the International Accounting Standards Board ("**IASB**") and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention except for contingent consideration payable and equity investments which had been measured at fair value. These financial statements are presented in Hong Kong dollars ("**HK$**") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "**Group**") for the year ended 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

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

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

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

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

IFRS 17	*Insurance Contracts*
Amendments to IAS 1 and IFRS Practice Statement 2	*Disclosure of Accounting Policies*
Amendments to IAS 8	*Definition of Accounting Estimates*
Amendments to IAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
Amendments to IAS 12	*International Tax Reform - Pillar Two Model Rules*

The nature and the impact of the new and revised IFRSs that are applicable to the Group are described below:

(a) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 3 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.

(b) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.

(c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

Upon the application of the amendments, the Group has determined the temporary differences arising from right-of-use assets and lease liabilities separately which have been reflected in the reconciliation disclosed in note 27 to the financial statements. However, they did not have any material impact on the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualified for offsetting under IAS 12.

(d) Amendments to IAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised IFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised IFRSs, if applicable, when they become effective.

Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* [3]
Amendments to IFRS 16	*Lease Liability in a Sale and Leaseback* [1]
Amendments to IAS 1	*Classification of Liabilities as Current or Non-current (the "**2020 Amendments**")* [1]
Amendments to IAS 1	*Non-current Liabilities with Covenants (the "**2022 Amendments**")* [1]
Amendments to IAS 7 and IFRS 7	*Supplier Finance Arrangements* [1]
Amendments to IAS 21	*Lack of Exchangeability* [2]

1 Effective for annual periods beginning on or after 1 January 2024

2 Effective for annual periods beginning on or after 1 January 2025

3 No mandatory effective date yet determined but available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB. However, the amendments are available for adoption now.

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

3. MATERIAL ACCOUNTING POLICIES

Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated statement of other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in an associate.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

3. MATERIAL ACCOUNTING POLICIES (continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

3. MATERIAL ACCOUNTING POLICIES (continued)

Fair value measurement

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

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

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

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

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

Impairment of non-financial assets

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

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

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3. MATERIAL ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

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

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

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

3. MATERIAL ACCOUNTING POLICIES (continued)

Related parties (continued)

A party is considered to be related to the Group if: (continued)

(b) the party is an entity where any of the following conditions applies: (continued)

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

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

Buildings	2% - 10%
Leasehold improvements	3% - 25%
Furniture and fixtures	10% - 33%
Plant and machinery	10% - 33%
Motor vehicles	10% - 30%

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

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

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Software

Software is amortised on the straight-line basis over the estimated useful life of 10 years.

Customer relationship

Customer relationship is amortised on the sum-of-the-years' digits basis over its estimated useful life of 2 to 10 years.

Trademark

Trademark is an intangible with an indefinite useful life and is not amortised. It is tested for impairment annually. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the indefinite useful life assessment continues to be supportable.

Business licence

Purchased business licence is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 5 years.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

3. MATERIAL ACCOUNTING POLICIES (continued)

Leases

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

Group as a lessee

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

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	50 years
Buildings	2 to 16 years
Furniture and fixtures	2 to 6 years
Motor vehicles	2 to 6 years
Plant and machinery	2 to 3 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

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

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

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3. MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

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

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

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

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, are accounted for as finance leases.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

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

3. MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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

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

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

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

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

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under IAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

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3. MATERIAL ACCOUNTING POLICIES (continued)

Derecognition of financial assets

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

- the rights to receive cash flows from the asset have expired; or

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

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

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

Impairment of financial assets

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

General approach

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

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

3. MATERIAL ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings and payables, as appropriate.

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

The Group's financial liabilities include interest-bearing bank borrowings, trade payables, other payables and accruals, lease liabilities and an amount due to a related party and a non-controlling shareholder.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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3. MATERIAL ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement

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

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

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

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognized in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognized in the statement of profit or loss does not include any interest charged on these financial liabilities.

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

3. MATERIAL ACCOUNTING POLICIES (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

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

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

Provisions

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

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

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

The Group provides for warranties in relation to the sale of certain products for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are initially recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate. The warranty-related cost is revised annually.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general policy for provisions above and (ii) the amount initially recognised less, when appropriate, the amount of income recognised in accordance with the policy for revenue recognition.

Income tax

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

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

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

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3. MATERIAL ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

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

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

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

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

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

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

3. MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue from contracts with customers

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

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract liabilities

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

Employee benefits

Pension schemes

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

The employees of the Group's subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme. No forfeited contributions may be used by the employers to reduce the existing level of contributions.

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3. MATERIAL ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Defined contribution superannuation expense

The Group's subsidiaries which operate in Australia are required to settle the liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled within 12 months after the reporting date. The liability for annual leave and long service leave not expected to be settled within 12 months after the reporting date is measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to be expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

The employees of the Group's subsidiaries which operate in Europe participate in dental technicians (CAOT and tandtechniek) defined contribution pension plans, all of which require contributions to be made to separately administered funds. All annual pension costs are charged to the profit or loss.

The Group's subsidiaries in the United States operate a defined contribution plan (the "**401(k) plan**") available to substantially all employees. Eligible employees may contribute a percent of their eligible compensation to the 401(k) plan, not to exceed the annual Internal Revenue Service ("**IRS**") dollar limitations. Participant contributions may be matched by the company at a percentage of the participant contributions' as determined by the company. All contributions are invested in accordance with the participant's directive.

Individual accounts are maintained for each participant of the 401(k) plan, separate from company assets. Each participant's account is credited with the participant's contributions, company contributions made on the participant's behalf and the 401(k) plan's earnings based on participant's share of their respective elected investment options. Participants are immediately vested in their voluntary contributions and related earnings. The 401(k) plan participants are subject to a graded vesting schedule for employer provided contributions, which fully vest after six year of credited service.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate of 5.7% (2022: Nil) has been applied to the expenditure on the individual assets.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

3. MATERIAL ACCOUNTING POLICIES (continued)

Foreign currencies

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

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

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

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year.

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

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Recognition of a deferred tax liability for withholding taxes

The Group does not rely on dividends paid by overseas subsidiaries for financing requirements. The Group determines that no dividends to be distributed from overseas subsidiaries to the Company or to any subsidiary outside the jurisdiction of those overseas entities in the foreseeable future could give rise to the recognition of withholding taxes. Therefore, no deferred tax liability for withholding taxes was recognised in these financial statements.

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Estimation uncertainty

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

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis or if events or changes in circumstances indicate a potential impairment. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill as at 31 December 2023 was HK$1,159,640,000 (2022: HK$1,132,420,000). Further details are given in note 15 to the consolidated financial statements.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geographical region and customer type and rating).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 21 to the financial statements.

Useful lives of intangible assets

The Group determines the estimated useful lives and related amortisation charges for its intangible assets. This estimate is based on the historical experience of the actual useful life of intangible assets of similar functions. It could change significantly as a result of technical innovations. Management reassesses the useful lives at each reporting date.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and the deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 27 to the financial statements.

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5. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

(a) The fixed prosthetic devices segment is a supplier of restorative dental procedures, such as crowns, bridge and implants.

(b) The removable prosthetic devices segment produces full dentures and partial dentures. Dentures can be further classified as dentures with metal frameworks and dentures without metal frameworks.

(c) The "others" segment comprises, principally, orthodontic devices (including clear aligner), sport guards and anti-snoring devices, raw materials, dental equipment, the service of educational events and seminars rendered.

Management monitors the revenue and cost of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment gross profit.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

	2023			2022		
	Revenue HK$'000	**Cost of sales HK$'000**	**Gross profit HK$'000**	Revenue HK$'000	Cost of sales HK$'000	Gross profit HK$'000
Fixed prosthetic devices	**1,985,044**	**892,052**	**1,092,992**	1,803,466	880,988	922,478
Removable prosthetic devices	**712,962**	**325,867**	**387,095**	535,091	266,161	268,930
Others	**474,042**	**253,436**	**220,606**	491,531	299,633	191,898
Total	**3,172,048**	**1,471,355**	**1,700,693**	2,830,088	1,446,782	1,383,306

5. OPERATING SEGMENT INFORMATION (continued)

Geographical information

(a) Revenue from external customers

	2023 HK$'000	2022 HK$'000
Europe	**1,399,371**	1,180,604
North America	**753,615**	709,317
Greater China	**713,592**	666,659
Australia	**254,341**	235,811
Others	**51,129**	37,697
	3,172,048	2,830,088

The revenue information above is based on the locations of the customers.

As no revenue derived from sales to any single customer of the Group has accounted for 10% or more of the Group's total revenue during the year, no information about major customers is presented.

(b) Non-current assets

	2023 HK$'000	2022 HK$'000
Europe	**786,737**	736,039
Greater China	**600,830**	570,528
North America	**521,444**	535,805
Australia	**296,966**	300,295
Others	**131,347**	83,564
	2,337,324	2,226,231

The non-current asset information above is based on the locations of the assets and excludes deferred tax assets.

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6. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of revenue, other income and gains is as follows:

	2023 HK$'000	2022 HK$'000
Revenue		
Sale of goods transferred at a point in time	**3,172,048**	2,830,088
Other income		
Bank interest income	**1,888**	1,122
Government subsidies*	**5,377**	10,938
Others	**9,090**	5,845
	16,355	17,905
Gains		
Gains on early termination of leases, net	**188**	–
Remeasurement gains on contingent consideration	**572**	–
	760	–
Other income and gains	**17,115**	17,905

* Government subsidies contain the stabilisation subsidy and special fund of self-independent innovation industry from the government. There are no unfulfilled conditions or contingencies relating to these subsidies.

(a) The following table shows the amount of revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period:

	2023 HK$'000	2022 HK$'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Sale of goods	**6,314**	7,432

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of products

The performance obligation is satisfied upon delivery of the products, payment is generally due within 30 to 90 days from delivery for established customers and up to 180 days for major customers.

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7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	Notes	2023 HK$'000	2022 HK$'000
Cost of inventories sold#		**1,471,355**	1,446,782
Depreciation of right-of-use assets	17(a)	**52,987**	50,751
Depreciation of property, plant and equipment	14	**72,011**	70,902
Amortisation of intangible assets	16	**20,551**	26,404
Lease payments not included in the measurement of lease liabilities	17(c)	**11,435**	10,256
Research and development costs##		**43,239**	40,096
Auditors' remuneration		**11,011**	11,193
Employee benefit expense (excluding directors' and chief executive's remuneration (note 9)):			
Wages and salaries*		**1,271,004**	1,209,798
Pension scheme contributions		**168,041**	149,360
		1,439,045	1,359,158
Bank interest income**		**(1,888)**	(1,122)
Loss on disposal of items of property, plant and equipment, net**		**551**	400
(Gains)/losses on early termination of leases, net**		**(188)**	1
Write-off of property, plant and equipment**	14	**695**	115
Allowance for impairment of trade receivables, net	21	**9,495**	8,315
Foreign exchange losses, net**		**2,872**	6,627
Remeasurement (gains)/losses on contingent consideration**	37	**(572)**	406

Cost of inventories sold includes HK$892,654,000 (2022: HK$859,627,000) relating to employee benefit expense, lease payments not included in the measurement of lease liabilities and depreciation, which are also included in the respective total amounts disclosed above for each of these types of expenses.

Research and development costs includes HK$35,935,000 (2022: HK$32,348,000) relating to employee benefit expense, lease payments not included in the measurement of lease liabilities and depreciation, which are also included in the respective total amounts disclosed above for each of these types of expenses.

* Prior year's amount was net-off with government subsidies of HK$3,457,000 under COVID-19 related employment support schemes. There were no unfulfilled conditions or contingencies relating to these subsidies.

** Bank interest income, gains on early termination of leases, net and remeasurement gains on contingent consideration are included in "other income and gains" in the consolidated statement of profit or loss. Loss on disposal of items of property, plant and equipment, net, losses on early termination of leases, net, write-off of property, plant and equipment, foreign exchange losses, net, and remeasurement losses on contingent consideration are included in "other operating expenses" in the consolidated statement of profit or loss.

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8. FINANCE COSTS

	2023 HK$'000	2022 HK$'000
Interest on bank loans, overdrafts and other loans	**38,806**	19,552
Less: amount capitalised on qualifying assets	**(5,603)**	—
	33,203	19,552
Interest on lease liabilities (note 17(b))	**7,539**	4,781
Finance charges on bank loans	**480**	1,937
	41,222	26,270

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

	2023 HK$'000	2022 HK$'000
Fees	**1,308**	1,216
Other emoluments:		
Salaries, allowances and benefits in kind	**23,451**	22,718
Pension scheme contributions	**54**	77
	23,505	22,795
	24,813	24,011

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(a) Independent non-executive directors

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

	2023 HK$'000	2022 HK$'000
Mr. Cheung Wai Man, William	327	304
Mr. Cheung Wai Bun, Charles J.P.	327	304
Mr. Chan Yue Kwong, Michael	327	304
Mr. Yau Ka Po	327	304
	1,308	1,216

There were no other emoluments payable to the independent non-executive directors during the year (2022: Nil).

(b) Executive directors and the chief executive

	Salaries, allowances and benefits in kind HK$'000	Pension scheme contributions HK$'000	Total HK$'000
2023			
Executive directors:			
Mr. Chan Ronald Yik Long	4,987	18	5,005
Mr. Ngai Shing Kin	5,586	—	5,586
Ms. Chan Yik Yu	3,105	18	3,123
Mr. Chan Kwun Fung	3,339	—	3,339
Mr. Chan Kwun Pan	3,339	—	3,339
Mr. Chan Chi Yuen	3,095	18	3,113
	23,451	54	23,505

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors and the chief executive (continued)

	Salaries, allowances and benefits in kind HK$'000	Pension scheme contributions HK$'000	Total HK$'000
2022			
Executive directors:			
Mr. Chan Ronald Yik Long	3,741	18	3,759
Mr. Ngai Chi Ho Alwin	2,407	9	2,416
Mr. Ngai Shing Kin	5,184	—	5,184
Ms. Chan Yik Yu	2,612	18	2,630
Mr. Chan Kwun Fung	3,086	—	3,086
Mr. Chan Kwun Pan	3,086	14	3,100
Mr. Chan Chi Yuen	2,602	18	2,620
	22,718	77	22,795

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2022: two) directors (including the chief executive), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining three (2022: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2023 HK$'000	2022 HK$'000
Salaries, allowances and benefits in kind	**7,752**	7,457
Performance related bonuses	**13,128**	9,939
Pension scheme contributions	**1,534**	1,565
	22,414	18,961

10. FIVE HIGHEST PAID EMPLOYEES (continued)

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

	2023	2022
HK$3,500,001 to HK$4,000,000	**1**	1
HK$5,500,001 to HK$6,000,000	**—**	1
HK$6,500,001 to HK$7,000,000	**1**	—
HK$9,500,001 to HK$10,000,000	**—**	1
HK$12,000,001 to HK$12,500,000	**1**	—
	3	3

11. INCOME TAX EXPENSE

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempt from the payment of the Cayman Islands income tax.

Pursuant to the rules and regulations of the British Virgin Islands, the Group is not subject to any tax in the British Virgin Islands.

Hong Kong profits tax has been provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK$2,000,000 (2022: HK$2,000,000) of assessable profits of this subsidiary is taxed at 8.25% (2022: 8.25%) and the remaining assessable profits are taxed at 16.5% (2022: 16.5%).

Pursuant to the PRC Income Tax Law and the respective regulations, companies of the Group which operate in Mainland China were subject to Corporate Income Tax ("**CIT**") at the rate of 25% on the taxable income for the years ended 31 December 2023 and 2022.

Certain companies of the Group which operates in Mainland China was subject to CIT at the rate of 15% as a qualified high and new technology enterprise and entitled to deduct qualifying research and development expense from taxable profit during the year ended 31 December 2023 (2022:15%).

Pursuant to the rules and regulations of the United States, companies of the Group, except limited liability companies ("**LLC**"), which operate in the United States are subject to a flat rate of 21% (2022: flat rate of 21%) at the federal level, and are also subject to the statutory application state CIT. LLC are generally treated as flow-through entities, where income "flows through" to investors or owners, which are not subject to CIT.

Companies of the Group which operate in Europe are subject to income tax on their respective assessable profits at the prevailing rates in the jurisdictions in which they operate.

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11. INCOME TAX EXPENSE (continued)

Pursuant to the rules and regulations of Australia, companies of the Group which operate in Australia are subject to income tax at the rate of 30% (2022: 30%) on their respective taxable income.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	2023 HK$'000	2022 HK$'000
Current	110,276	62,741
(Overprovision)/underprovision in prior years	(4,703)	2,222
Deferred (note 27)	1,838	4,634
Total tax charge for the year	107,411	69,597

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the statutory tax rates to the effective tax rates, are as follows:

	2023		2022	
	HK$'000	%	HK$'000	%
Profit before tax	509,588		290,146	
Tax at the statutory tax rates	98,334	19.3	60,777	20.9
Effect of tax incentive (note a)	(3,492)	(0.7)	(2,707)	(0.9)
Adjustment in respect of current tax of previous periods	(4,703)	(0.9)	2,222	0.8
Income not subject to tax	(1,489)	(0.3)	(509)	(0.2)
Expenses not deductible for tax	6,923	1.4	2,027	0.7
Tax losses not recognised	11,157	2.2	13,603	4.7
Tax effect of utilisation of tax losses not previously recognised	(478)	(0.1)	(905)	(0.3)
Others	1,159	0.2	(4,911)	(1.7)
Tax charge at the Group's effective rate	107,411	21.1	69,597	24.0

Note:

(a) The effect of tax incentives represented income tax benefits on research and development expenditure. High-technology enterprises were also entitled to deduct qualifying research and development expenses for taxable profits.

12. DIVIDENDS

	2023 HK$'000	2022 HK$'000
Interim – HK6.0 cents (2022: HK3.7 cents) per ordinary share	**57,299**	35,407
Proposed final – HK9.0 cents (2022: HK4.4 cents) per ordinary share	**85,356**	42,020

In 2023, the calculations of the interim dividend are based on 954,991,000 ordinary shares in issue. The calculation of proposed final dividend is based on 948,398,000 ordinary shares in issue.

In 2022, the calculations of the interim dividend are based on 956,941,000 ordinary shares in issue. The calculation of proposed final dividend is based on 954,991,000 ordinary shares in issue.

On 26 March 2024, the Board recommended a final dividend of HK9.0 cents per ordinary share for the year ended 31 December 2023. The proposed final dividend for the year ended 31 December 2023 is subject to the approval by the shareholders of the Company at the forthcoming annual general meeting.

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 951,970,289 (2022: 956,038,265) in issue during the year, as adjusted to reflect the number of shares of 598,045 (2022: 498,045) held as treasury shares.

The Group had no potential dilutive ordinary shares in issue during the years ended 31 December 2023 and 2022.

The calculations of basic and diluted earnings per share are based on:

	2023 HK$'000	2022 HK$'000
Earnings		
Profit attributable to ordinary equity holders of the Company, used in the basic and diluted earnings per share calculation	**404,102**	220,458

	Number of shares	
	2023	2022
Shares		
Weighted average number of ordinary shares in issue during the years used in the basic and diluted earnings per share calculation	**951,970,289**	956,038,265

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14. PROPERTY, PLANT AND EQUIPMENT

	Buildings HK$'000	Leasehold improvements HK$'000	Furniture and fixtures HK$'000	Plant and machinery HK$'000	Motor vehicles HK$'000	Construction in progress HK$'000	Total HK$'000
31 December 2023							
At 1 January 2023							
Cost	286,476	189,616	119,813	313,610	16,209	148,305	1,074,029
Accumulated depreciation	(57,787)	(95,333)	(75,278)	(184,456)	(10,096)	—	(422,950)
Net carrying amount	228,689	94,283	44,535	129,154	6,113	148,305	651,079
At 1 January 2023, net of accumulated depreciation	228,689	94,283	44,535	129,154	6,113	148,305	651,079
Additions	7,066	5,186	17,303	32,862	4,838	94,070	161,325
Transfer from CIP	206,306	135	240	1,685	—	(208,366)	—
Disposals	(2)	(123)	(1,882)	(5,037)	(223)	—	(7,267)
Write-off	—	(57)	(223)	(409)	(6)	—	(695)
Depreciation provided during the year	(8,494)	(17,058)	(17,941)	(26,207)	(2,311)	—	(72,011)
Exchange realignment	(1,568)	(104)	1,099	(1,709)	98	(2,823)	(5,007)
At 31 December 2023, net of accumulated depreciation	431,997	82,262	43,131	130,339	8,509	31,186	727,424
At 31 December 2023							
Cost	498,198	192,655	134,357	336,509	20,190	31,186	1,213,095
Accumulated depreciation	(66,201)	(110,393)	(91,226)	(206,170)	(11,681)	—	(485,671)
Net carrying amount	431,997	82,262	43,131	130,339	8,509	31,186	727,424

14. PROPERTY, PLANT AND EQUIPMENT (continued)

	Buildings HK$'000	Leasehold improvements HK$'000	Furniture and fixtures HK$'000	Plant and machinery HK$'000	Motor vehicles HK$'000	Construction in progress HK$'000	Total HK$'000
31 December 2022							
At 1 January 2022							
Cost	307,867	187,910	105,006	280,927	14,902	54,924	951,536
Accumulated depreciation	(51,706)	(80,625)	(60,249)	(162,861)	(9,115)	—	(364,556)
Net carrying amount	256,161	107,285	44,757	118,066	5,787	54,924	586,980
At 1 January 2022, net of accumulated depreciation	256,161	107,285	44,757	118,066	5,787	54,924	586,980
Additions	2,174	8,584	21,015	47,259	2,965	100,727	182,724
Disposals	(2,823)	—	(788)	(2,833)	(604)	(35)	(7,083)
Acquisition of subsidiaries (note 31)	—	186	107	835	660	—	1,788
Write-off	—	—	(33)	(82)	—	—	(115)
Depreciation provided during the year	(8,092)	(17,416)	(18,095)	(25,046)	(2,253)	—	(70,902)
Exchange realignment	(18,731)	(4,356)	(2,428)	(9,045)	(442)	(7,311)	(42,313)
At 31 December 2022, net of accumulated depreciation	228,689	94,283	44,535	129,154	6,113	148,305	651,079
At 31 December 2022							
Cost	286,476	189,616	119,813	313,610	16,209	148,305	1,074,029
Accumulated depreciation	(57,787)	(95,333)	(75,278)	(184,456)	(10,096)	—	(422,950)
Net carrying amount	228,689	94,283	44,535	129,154	6,113	148,305	651,079

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15. GOODWILL

	HK$'000
At 1 January 2022:	
Cost	1,345,495
Accumulated impairment	(159,813)
Net carrying amount	1,185,682
Cost at 1 January 2022, net of accumulated impairment	1,185,682
Acquisition of subsidiaries (note 31)	3,555
Exchange realignment	(56,817)
At 31 December 2022	1,132,420
At 31 December 2022:	
Cost	1,291,951
Accumulated impairment	(159,531)
Net carrying amount	1,132,420
Cost at 1 January 2023, net of accumulated impairment	**1,132,420**
Exchange realignment	**27,220**
At 31 December 2023	**1,159,640**
At 31 December 2023:	
Cost	**1,319,211**
Accumulated impairment	**(159,571)**
Net carrying amount	**1,159,640**

15. GOODWILL (continued)

Impairment testing of goodwill and trademark

In accordance with IAS 36, the recoverable amounts of the Group's Cash-generating units ("**CGUs**") including those which contain goodwill and trademark were determined using the higher of fair value less cost to sell or value in use, which is determined by discounting the estimated future cash flows generated from the continuing use of the unit. Management performed impairment testing of goodwill and trademark annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

Goodwill is allocated to the following CGUs for the purpose of impairment testing.

	2023 HK$'000	2022 HK$'000
Labocast SAS and Labo Ocean Indien SA	58,706	56,473
Quantum Dental Laboratory Inc.	10,835	10,558
Permadental Holding B.V.	253,694	244,047
Elysee Dental Holding B.V.	203,900	196,146
Modern Dental Pacific Holdings Pty Limited	211,282	208,996
Ireland Group	97,490	93,783
Dentrade Group	18,145	18,057
MicroDental and Modern US*	266,933	266,933
CDI Dental AB & CDI Supply AB	28,680	27,591
Others**	9,975	9,836
	1,159,640	1,132,420

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15. GOODWILL (continued)

Impairment testing of goodwill and trademark (continued)

Th recoverable amount of a CGU or a group of CGUs is determined based on value-in-use calculations. These calculations used discounted cash flow projections based on financial estimates reviewed by management covering a five to nine-year period. Cash flows beyond the five to nine-year period are extrapolated using estimated terminal growth rates appropriate for the market in which the unit operates. The values assigned to the key assumptions represent management's assessment of future trends and are based on both external sources and internal sources (historical data). The discount rates applied to cash flow projections and the terminal growth rates used to extrapolate the cash flows of each CGU beyond the five to nine-year period are as follows:

		2023	2022
Labocast SAS and Labo Ocean Indien SA	discount rates	**18%-26%**	21%-30%
	terminal growth rates	**3%-8%**	2%-7%
Quantum Dental Laboratory Inc.	discount rates	**18%**	18%
	terminal growth rates	**2%**	2%
Permadental Holding B.V.	discount rates	**18%**	19%
	terminal growth rates	**3%**	3%
Elysee Dental Holding B.V.	discount rates	**17%**	19%
	terminal growth rates	**3%**	3%
Modern Dental Pacific Holdings Pty Limited	discount rates	**20%**	21%
	terminal growth rates	**4%**	3%
Ireland Group	discount rates	**20%**	21%
	terminal growth rates	**3%**	4%
Dentrade Group	discount rates	**18%**	21%
	terminal growth rates	**2%**	2%
MicroDental and Modern US*	discount rates	**20%**	20%
	terminal growth rates	**3%**	2%
CDI Dental AB & CDI Supply AB	discount rates	**16%**	16%
	terminal growth rates	**2%**	2%
Others**	discount rates	**16%-20%**	16%-20%
	terminal growth rates	**2%**	2%

* Goodwill and intangible assets of Rochester Technical Group, Inc. have been aggregated and allocated to the CGU of MicroDental and Modern US, following the restructuring of their business and the synergies in the selling and distribution network.

** The others represented certain CGUs which individually form an insignificant portion of the goodwill amount of the Group. Apex Digital Dental SDN BHD has been included in this category.

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15. GOODWILL (continued)

Impairment testing of goodwill and trademark (continued)

Assumptions were used in the value in use calculation of each CGU for the years ended 31 December 2023 and 2022. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Terminal growth rates – The long-term average growth rates of prosthetic device industry.

Budgeted gross margins – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements and expected market development.

Discount rates – The discount rates used are pre-tax rates based on the weighted average cost of capital determined using the capital asset pricing model, which reflect specific current market assessments of the time value of money and the risks relating to the relevant units. Changes in discount rate in current year reflected the assessment of changes in the risk environment of specific country and relevant industry by the professional parties and comparable rates applied by other global dental companies.

Judgement is required to determine key assumptions adopted in the cash flow projections and the changes to key assumptions can significantly affect these cash flow projections. Management has considered the above assumptions and valuation and has also taken into account the business plans going forward. Actual results will be influenced by the prevailing economic conditions and potentially other unforeseen events or circumstances that could have a negative impact on future results. The latest impairment models indicated that sufficient headroom (meaning the excess of the recoverable amount over carrying value) existed. Management considers that any reasonably possible changes in the assumptions used in the models would not affect management's view on impairment as of 31 December 2023 and 31 December 2022. The excess of the estimated recoverable amount over carrying amount of each CGU as of 31 December 2023 and 31 December 2022 ranged generally from 5% to more than 100%.

The following table shows the sensitivity of the value in use by region as at 31 December 2023 and 31 December 2022 with changes in the key assumptions of the CGUs disclosed above:

		2023		2022	
		+50 bps HK$'000	**-50 bps HK$'000**	+50 bps HK$'000	-50 bps HK$'000
Europe	discount rates	**(79,561)**	**86,070**	(51,543)	54,939
	terminal growth rates	**36,759**	**(33,436)**	29,435	(27,610)
North America	discount rates	**(17,605)**	**18,668**	(16,531)	17,502
	terminal growth rates	**7,008**	**(6,612)**	5,470	(5,165)
Australia	discount rates	**(11,943)**	**12,699**	(11,129)	11,788
	terminal growth rates	**4,924**	**(4,633)**	3,668	(3,466)

Based on management's analysis, negative movements of the above key assumptions are unlikely to happen given prudent assumptions has been used in the goodwill impairment analysis.

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16. INTANGIBLE ASSETS

31 December 2023	Customer relationship HK$'000	Software HK$'000	Trademark* HK$'000	Business licence HK$'000	Total HK$'000
Cost at 1 January 2023, net of accumulated amortisation	20,750	13,552	193,788	113	228,203
Additions	—	3,994	—	—	3,994
Amortisation provided during the year	(14,380)	(6,059)	—	(112)	(20,551)
Exchange realignment	185	500	2,252	(1)	2,936
Net carrying amount	6,555	11,987	196,040	—	214,582
At 31 December 2023:					
Cost	306,057	26,353	196,040	1,336	529,786
Accumulated amortisation	(299,502)	(14,366)	—	(1,336)	(315,204)
Net carrying amount	6,555	11,987	196,040	—	214,582

31 December 2022	Customer relationship HK$'000	Software HK$'000	Trademark* HK$'000	Business licence HK$'000	Total HK$'000
Cost at 1 January 2022, net of accumulated amortisation	38,829	14,941	200,989	419	255,178
Additions	—	2,643	—	—	2,643
Acquisition of subsidiaries (note 31)	7,421	—	—	—	7,421
Amortisation provided during the year	(23,269)	(2,855)	—	(280)	(26,404)
Exchange realignment	(2,231)	(1,177)	(7,201)	(26)	(10,635)
Net carrying amount	20,750	13,552	193,788	113	228,203
At 31 December 2022:					
Cost	297,564	21,441	193,788	1,355	514,148
Accumulated amortisation	(276,814)	(7,889)	—	(1,242)	(285,945)
Net carrying amount	20,750	13,552	193,788	113	228,203

* Details of the impairment testing is disclosed in note 15 to the consolidated financial statements.

17. LEASES

The Group as a lessee

The Group has lease contracts for various items of buildings, furniture and fixtures, motor vehicles, plant and machinery, and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of buildings generally have lease terms between 2 and 16 years, leases of furniture and fixtures generally have lease terms between 5 and 6 years, motor vehicles generally have lease terms between 2 and 6 years and plant and machinery generally have lease terms between 2 to 3 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

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

	Leasehold land HK$'000	Buildings HK$'000	Furniture and fixtures HK$'000	Motor Vehicles HK$'000	Plant and machinery HK$'000	Total HK$'000
As at 1 January 2022	21,098	130,344	631	8,034	—	160,107
Additions	—	45,665	305	6,007	—	51,977
Acquisition of subsidiaires (note 31)	—	2,996	—	482	671	4,149
Depreciation for the year	(437)	(45,049)	(304)	(4,764)	(197)	(50,751)
Revision of lease term arising from a change in the non-cancellable period of a lease	—	(149)	—	(182)	—	(331)
Exchange realignment	(1,772)	(3,894)	(35)	(285)	(36)	(6,022)
As at 31 December 2022 and 1 January 2023	**18,889**	**129,913**	**597**	**9,292**	**438**	**159,129**
Additions	**—**	**68,655**	**231**	**2,888**	**—**	**71,774**
Depreciation for the year	**(418)**	**(47,989)**	**(259)**	**(4,194)**	**(127)**	**(52,987)**
Revision of lease term arising from a change in the non-cancellable period of a lease	**—**	**(1,028)**	**—**	**(129)**	**—**	**(1,157)**
Exchange realignment	**(270)**	**1,188**	**19**	**147**	**(14)**	**1,070**
As at 31 December 2023	**18,201**	**150,739**	**588**	**8,004**	**297**	**177,829**

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17. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities

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

	2023 HK$'000	2022 HK$'000
Carrying amount at 1 January	**158,010**	160,023
New leases	**71,774**	51,977
Acquisition of subsidiaries (note 31)	**—**	4,139
Accretion of interest recognised during the year (note 8)	**7,539**	4,781
Revision of lease term arising from a change in the non-cancellable period of a lease	**(1,345)**	(330)
Payments	**(61,178)**	(57,952)
Exchange realignment	**1,209**	(4,628)
Carrying amount at 31 December	**176,009**	158,010
Analysed into:		
Current portion	**46,464**	46,242
Non-current portion	**129,545**	111,768
	176,009	158,010

The maturity analysis of lease liabilities is disclosed in note 38 to the consolidated financial statements.

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

	2023 HK$'000	2022 HK$'000
Interest on lease liabilities	**7,539**	4,781
Depreciation charge of right-of-use assets	**52,987**	50,751
(Gains)/losses on early termination of leases, net	**(188)**	1
Expenses relating to low-value assets and short-term leases and other leases with remaining lease terms ended on or before 31 December	**11,435**	10,256
Total amount recognised in profit or loss	**71,773**	65,789

(d) The total cash outflow for leases and future cash outflows relating to leases are disclosed in notes 32(c) and 38, respectively, to the consolidated financial statements.

18. INVESTMENTS IN ASSOCIATES

	2023 HK$'000	2022 HK$'000
Share of net assets	**3,977**	3,330

The amount due from an associate included in the Group's current assets totaling HK$77,000 is unsecured, non-interest-bearing and repayable on demand. As at 31 December 2023, the loss allowance for the amount due from an associate was assessed to be minimal.

Particulars of the principal associate is as follows:

Company name	Particulars of issued shares held	Place of incorporation/ registration and business	Percentage of Ownership interest	Voting power	Profit sharing	Principal activity
ZiYang HuaXi Dental Equipment Limited ("**HuaXi**")	Ordinary shares	PRC/ Mainland China	51%*	66%*	51%	Manufacturing of dental equipment

* HuaXi is owned by a wholly-owned subsidiary of the Company. The Group signed an agreement with the parties in which the Group need to act unanimousis with the other parties. Accordingly, the Company could not exercise control over HuaXi and the investment in HuaXi was classified as investment in an associate.

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

	2023 HK$'000	2022 HK$'000
Share of the associates' (losses)/profits for the year	**(285)**	387
Aggregate carrying amount of the Group's investments in the associates	**3,977**	3,330

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19. EQUITY INVESTMENTS DESIGNATED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2023 HK$'000	2022 HK$'000
Listed equity investments in Hong Kong, at fair value		
Arrail Group Limited	**19,185**	26,399

The above equity investments were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

The market value of the Group's listed equity investments at the date of approval of financial statements was approximately HK$15,925,000.

20. INVENTORIES

	2023 HK$'000	2022 HK$'000
Raw material	**119,781**	105,946
Work in progress	**18,377**	17,692
Finished goods	**28,022**	33,606
	166,180	157,244

21. TRADE RECEIVABLES

	2023 HK$'000	2022 HK$'000
Trade receivables	**635,707**	602,880
Impairment	**(45,487)**	(37,052)
	590,220	565,828

The Group normally allows credit terms of 30 to 90 days to established customers, and extends credit terms up to 180 days for major customers. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

21. TRADE RECEIVABLES (continued)

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

	2023 HK$'000	2022 HK$'000
Within 1 month	**267,741**	250,072
1 to 2 months	**108,142**	92,981
2 to 3 months	**49,947**	48,950
3 months to 1 year	**134,871**	138,791
Over 1 year	**29,519**	35,034
	590,220	565,828

The movements in the loss allowance for impairment of trade receivables are as follows:

	2023 HK$'000	2022 HK$'000
At 1 January	**37,052**	34,919
Impairment losses, net (note 7)	**9,495**	8,315
Amount written off as uncollectible	**(1,266)**	(4,599)
Exchange realignment	**206**	(1,583)
At 31 December	**45,487**	37,052

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region and customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

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21. TRADE RECEIVABLES (continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2023

		Past due				
	Current	Less than 1 month	1 to 3 months	3 months to 1 year	Over 1 year	Total
Expected credit loss rate	**0.44%**	**0.29%**	**5.75%**	**7.84%**	**78.42%**	
Gross carrying amount (HK$'000)	**282,974**	**104,394**	**104,279**	**106,287**	**37,773**	**635,707**
Expected credit losses (HK$'000)	**1,238**	**298**	**5,993**	**8,335**	**29,623**	**45,487**

As at 31 December 2022

		Past due				
	Current	Less than 1 month	1 to 3 months	3 months to 1 year	Over 1 year	Total
Expected credit loss rate	0.30%	0.50%	1.46%	22.94%	47.30%	
Gross carrying amount (HK$'000)	317,684	80,556	113,687	36,884	54,069	602,880
Expected credit losses (HK$'000)	945	406	1,663	8,461	25,577	37,052

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2023 HK$'000	2022 HK$'000
Current		
Prepayments	**43,962**	51,391
Deposits and other receivables	**39,277**	30,733
Due from related parties (note 35(3))	**273**	118
	83,512	82,242
Non-current		
Prepayments	**15,888**	1,182
Deposits	**18,799**	24,489
	34,687	25,671

Deposits and other receivables mainly represent rental deposits and deposits with suppliers. Expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate, and the expected credit loss is insignificant to the Group.

23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	2023 HK$'000	2022 HK$'000
Cash and bank balances	**697,623**	444,310
Time deposits	**272**	3,407
	697,895	447,717
Less: Pledged deposits for bank facilities	**(201)**	(3,340)
Cash and cash equivalents	**697,694**	444,377

As at 31 December 2023, the cash and bank balances of the Group denominated in Renminbi ("**RMB**") amounted to HK$128,706,000 (2022: HK$117,255,000). The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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

24. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2023 HK$'000	2022 HK$'000
Within 1 month	**49,985**	59,856
1 to 2 months	**23,936**	8,938
2 to 3 months	**2,817**	5,170
Over 3 months	**3,356**	1,634
	80,094	75,598

The trade payables are unsecured, non-interest-bearing and are normally repayable within one to three months or on demand. The carrying amounts of trade payables approximate to their fair values due to their relatively short maturity terms.

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25. OTHER PAYABLES AND ACCRUALS

	Notes	2023 HK$'000	2022 HK$'000
Current			
Accruals		**197,789**	142,174
Other payables		**51,351**	60,740
Contract liabilities	(a)	**12,227**	6,314
Deferred revenue		**5,889**	4,609
Contingent considerations	37	**—**	3,276
Consideration payable		**294**	1,730
Due to a non-controlling shareholder	(b)	**4,800**	—
Due to a related party	35(3)	**—**	52
		272,350	218,895
Other non-current liabilities			
Deferred revenue		**52**	166
Due to a non-controlling shareholder	(b)	**—**	4,800
		52	4,966

Notes:

a. Details of contract liabilities are as follows:

	31 December 2023 HK$'000	31 December 2022 HK$'000	1 January 2022 HK$'000
Short-term deposits received from customers			
Sale of goods	**12,227**	6,314	7,432

Contract liabilities represent short-term deposits received to deliver goods.

b. The balance is unsecured, non-interest-bearing and repayable within 1 year (2022: 2 years).

c. Other payables, consideration payable, accruals and due to a related party are unsecured and non-interest-bearing. The carrying amounts of other payables, consideration payable, accruals and due to a related party approximate to their fair values, except for amount due to a non-controlling shareholder mentioned in note (b).

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26. INTEREST-BEARING BANK BORROWINGS

	2023			2022		
	Effective/ contractual interest rate (%)	Maturity	HK$'000	Effective/ contractual interest rate (%)	Maturity	HK$'000
Current						
Bank loans – secured	–	–	–	Base Financing Rate+3.50	On demand	133
Current portion of long term bank loans – secured	Hong Kong Interbank Offered Rate ("HIBOR")+1.15 to HIBOR+1.60	2024	63,699	HIBOR+1.60	2023	84,773
			63,699			84,906
Non-current						
Long term bank loans – secured	HIBOR+1.15 to HIBOR +1.60	2025-2028	612,492	HIBOR+1.60	2024-2027	545,274
			612,492			545,274
			676,191			630,180

	2023 HK$'000	2022 HK$'000
Analysed into:		
Bank loans repayable:		
Within one year or on demand	63,699	84,906
In the second year	182,167	105,647
In the third to fifth years, inclusive	430,325	439,627
	676,191	630,180

Notes:

a. As at 31 December 2023 and 2022, all bank borrowings are secured by the corporate guarantees of the Company and certain of its subsidiaries.

b. As at 31 December 2023, all the Group's bank borrowings are denominated in HK$.

As at 31 December 2022, the Group's bank borrowings are denominated in HK$ and MYR amounted to HK$630,047,000 and HK$133,000, respectively.

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27. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

	Depreciation allowance in excess of related depreciation HK$'000	Fair value adjustments arising from acquisition of subsidiaries HK$'000	Right-of-use assets HK$'000	Total HK$'000
At 31 December 2021	25,511	4,200	—	29,711
Effect of adoption of amendments to IAS12	—	—	28,994	28,994
At 1 January 2022 (restated)	25,511	4,200	28,994	58,705
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (restated) (note 11)	565	(3,336)	1,269	(1,502)
Exchange realignment (restated)	(792)	—	(952)	(1,744)
At 31 December 2022 (restated)	**25,284**	**864**	**29,311**	**55,459**
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 11)	**6,615**	**(864)**	**5,705**	**11,456**
Exchange realignment	**(155)**	**—**	**273**	**118**
Gross deferred tax liabilities at 31 December 2023	**31,744**	**—**	**35,289**	**67,033**

Deferred tax assets

	Losses available for offsetting against future taxable profits HK$'000	Lease liabilities HK$'000	Total HK$'000
At 31 December 2021	67,411	—	67,411
Effect of adoption of amendments to IAS12	—	28,994	28,994
At 1 January 2022 (restated)	67,411	28,994	96,405
Deferred tax (charged)/credited to the consolidated statement of profit or loss during the year (restated) (note 11)	(6,739)	603	(6,136)
Exchange realignment (restated)	(861)	(1,002)	(1,863)
At 31 December 2022 (restated)	**59,811**	**28,595**	**88,406**
Deferred tax credited to the consolidated statement of profit or loss during the year (note 11)	**4,485**	**5,133**	**9,618**
Exchange realignment	**252**	**273**	**525**
Gross deferred tax assets at 31 December 2023	**64,548**	**34,001**	**98,549**

27. DEFERRED TAX (continued)

Deferred tax assets (continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position.

	2023 HK$'000	2022 HK$'000
Net deferred tax assets recognised in the consolidated statement of financial position	44,199	47,078
Net deferred tax liabilities recognised in the consolidated statement of financial position	(12,683)	(14,131)
	31,516	32,947

The Group has tax losses arising in Hong Kong of HK$73,537,000 (2022: HK$66,713,000) that are available indefinitely for offsetting against future taxable profit of the company in which the loss arose.

The Group has tax losses arising from foreign operations other than Hong Kong in an aggregate amount of HK$444,517,000 (2022: HK$362,509,000) that are either available indefinitely or with expiry date ranged from one year to twenty years for offsetting against future taxable profits of the companies in which the losses arose.

At 31 December 2023, deferred tax assets have not been recognised in respect of tax losses of HK$173,463,000 (2022: HK$134,925,000). Deferred tax assets have not been recognised in respect of the above tax losses as it is not considered probable that taxable profits will be available against which the above items can be utilised.

At 31 December 2023, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established outside Hong Kong. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries outside Hong Kong for which deferred tax liabilities have not been recognised totalled approximately HK$1,002,975,000 at 31 December 2023 (2022: HK$834,157,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

28. SHARE CAPITAL

	2023 US$'000	2022 US$'000
Shares		
Issued and fully paid:		
948,398,000 (31 December 2022: 954,991,000) ordinary shares of US$0.01 each	9,484	9,550
Equivalent to HK$'000	73,501	74,012

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28. SHARE CAPITAL (continued)

A summary of movements in the Company's share capital is as follows:

	Notes	Number of shares in issue	Share capital HK$'000	Treasury shares HK$'000	Share premium HK$'000	Total HK$'000
At 1 January 2022		956,941,000	74,163	(39)	489,094	563,218
2021 final dividend		—	—	—	(42,105)	(42,105)
Shares repurchased	(a)	—	—	(3,595)	—	(3,595)
Shares cancelled	(a)	(1,950,000)	(151)	3,595	(3,444)	—
At 31 December 2022 and 1 January 2023		**954,991,000**	**74,012**	**(39)**	**443,545**	**517,518**
2022 final dividend		**—**	**—**	**—**	**(41,992)**	**(41,992)**
Shares repurchased	(b)	**—**	**—**	**(20,150)**	**—**	**(20,150)**
Shares cancelled	(b)	**(6,593,000)**	**(511)**	**19,770**	**(19,259)**	**—**
At 31 December 2023		**948,398,000**	**73,501**	**(419)**	**382,294**	**455,376**

Notes:

a. On 24 May 2022, the Company's shareholders granted a general mandate (the "**Repurchase Mandate 2022**") to the directors of the Company to repurchase shares of the Company at the annual general meeting. Pursuant to the Repurchase Mandate 2022, the Company is allowed to repurchase up to 95,694,100 shares, being 10% of the total number of issued shares of the Company as at the date of the general meeting, on the Hong Kong Stock Exchange.

For the year ended 31 December 2022, the Company repurchased 1,950,000 of its ordinary shares on the Hong Kong Stock Exchange at an aggregate consideration of HK$3,595,000 (before expenses). All of 1,950,000 repurchased ordinary shares of HK$3,595,000 (before expenses) were cancelled during the year ended 31 December 2022.

b. On 30 May 2023, the Company's shareholders granted a general mandate (the "**Repurchase Mandate 2023**") to the directors of the Company to repurchase shares of the Company at the annual general meeting. Pursuant to the Repurchase Mandate 2023, the Company is allowed to repurchase up to 95,499,100 shares, being 10% of the total number of issued shares of the Company as at the date of the general meeting, on the Hong Kong Stock Exchange.

For the year ended 31 December 2023, the Company repurchased 6,693,000 of its ordinary shares on the Hong Kong Stock Exchange at an aggregate consideration of HK$20,150,000 (before expenses). Out of 6,693,000 repurchased ordinary shares, 6,593,000 ordinary shares of HK$19,770,000 (before expenses) were cancelled during the year ended 31 December 2023, while the remaining 100,000 ordinary shares of HK$380,000 (before expenses) were recognised as treasury shares as at 31 December 2023.

29. PRE-IPO RESTRICTED SHARE UNIT SCHEME

The Company operates a pre-IPO restricted share unit scheme (the "**Pre-IPO RSU Scheme**") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Pre-IPO RSU Scheme shall be subject to the administration of the board of directors (the "**Board**") and the Board may delegate the authority to an award committee (the "**Award Committee**"). Eligible participants of the Pre-IPO RSU Scheme include the Company's directors, other employees of the Group and any other person selected by the Board or the Award Committee from time to time. The Pre-IPO RSU Scheme became effective on 19 June 2015 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The offer of a grant of RSUs may be accepted within the time period and in a manner prescribed in the grant letter. The Board or the Award Committee (if authority is delegated) has the sole discretion to determine the vesting schedule and vesting criteria (if any) for any grant of award(s) to any grantee, which may also be adjusted and re-determined by the Board or the Award Committee from time to time. RSUs do not confer rights on the holders to dividends or to vote at shareholders' meetings.

No RSUs were granted, vested and lapsed under the Pre-IPO RSU Scheme during the years ended 31 December 2023 and 31 December 2022, and no RSUs were outstanding under the Pre-IPO RSU Scheme as at 31 December 2023 and 2022.

30. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 71 to 72 of the financial statements.

i. Statutory reserve

In accordance with the Company Law of the PRC, certain subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their respective statutory surplus reserves until the reserves reach 50% of their respective registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserve may be converted to increase share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

ii. Capital reserve

On 28 March 2014, 15 May 2014 and 20 March 2015, Triera Holdings Limited, Prosperity Worldwide Investment Holdings Limited and NCHA Holdings Limited (the "**Shareholders**") provided interest-free shareholders' loans to the Company in amounts of HK$287,918,000, HK$96,000,000 and HK$182,944,000, respectively. The shareholders' loans are measured at present value by discounting the nominal value of the loans at an effective interest rate. The total differences of HK$41,904,000 between the nominal values and the present values of the loans represented the deemed contribution by the shareholders and were credited to capital reserve. On 15 December 2015, the Company was granted by the Shareholders the waiver of the shareholders' loans of HK$566,862,000. The present value of the loans as at 15 December 2015 amounting to HK$546,315,000 was credited to capital reserve.

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31. BUSINESS COMBINATIONS

Acquisition of Apex Digital Dental SDN BHD ("Apex Digital")

On 24 December 2021, Modern Dental Holding Limited, a wholly owned subsidiary of the Company, entered into a subscription and shareholders' agreement and a shares purchase agreement in relation to the subscription and acquisition of shares in aggregate representing 70% equity interests of Apex Digital Dental SDN BHD ("**Apex Digital**"), a leading digital dental laboratory in Malaysia at an aggregate initial purchase and subscription price of MYR2,073,000 (including MYR500,000 as cash consideration and MYR1,573,000 for subscription of shares after acquisition) with an earn-out clause that may increase it up to MYR3,073,000 depending on the achievement of the target performance by Apex Digital. The acquisition was completed in January 2022. The subscription and acquisition will provide the Group with an important foundation to further expand digital offering in the Malaysian market and a sales network to introduce the Group's comprehensive product offering and services to the Malaysian market.

The fair values of the identifiable assets and liabilities of Apex Digital as at the date of acquisition were as follows:

	Notes	Fair value recognised on acquisition HK$'000
Property, plant and equipment	14	485
Right-of-use assets	17(a)	1,795
Intangible assets	16	1,261
Inventories		12
Trade receivables		670
Prepayments, deposits and other receivables		289
Shares subscription receivable		2,938
Cash and cash equivalents		117
Trade payables		(34)
Other payables and accruals		(740)
Interest-bearing bank borrowings	32(b)	(248)
Lease liabilities	17(b)	(1,785)
Total identifiable net assets at fair value		4,760
Non-controlling interests		(1,429)
Goodwill on acquisition	15	2,182
		5,513
Satisfied by:		
Cash		934
Shares subscription payable		2,938
Contingent consideration	37	1,641
		5,513

31. BUSINESS COMBINATIONS (continued)

Acquisition of Apex Digital Dental SDN BHD ("Apex Digital") (continued)

The fair value of the trade receivables as at the date of acquisition amounted to HK$670,000. The gross contractual amounts of trade receivables were HK$670,000, none of which is expected to be uncollectible.

The Group incurred transaction costs of HK$234,000 for this acquisition. These transaction costs had been expensed and were included in administrative expenses in the consolidated statement of profit or loss.

Included in the goodwill of HK$2,182,000 recognised above are mainly distribution channel, assembled workforce, know-how, etc., which are not recognised separately. They are not separable and therefore they do not meet the criteria for recognition as intangible assets under IAS 38 Intangible Assets. None of the goodwill recognised is expected to be deductible for income tax purposes.

An analysis of the cash flows in respect of the acquisition of Apex Digital is as follows:

	HK$'000
Cash consideration paid in the year ended 31 December 2022	(934)
Cash and bank balances acquired	117
Net outflow of cash and cash equivalents included in cash flows from investing activities in 2022	(817)
Transaction costs of the acquisition included in cash flows from operating activities in 2022	(234)
	(1,051)

Since the acquisition, Apex Digital contributed HK$8,004,000 to the Group's turnover and profit of HK$1,048,000 to the consolidated profit for the year ended 31 December 2022.

Had the combination taken place at the beginning of the year ended 31 December 2022, the revenue and the profit of the Group for the year ended 31 December 2022 would have been HK$2,830,088,000 and HK$220,549,000, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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31. BUSINESS COMBINATIONS (continued)

Acquisition of Rochester Technical Group, Inc. ("RTG")

On 30 November 2022, MicroDental Laboratories, Inc., a wholly owned subsidiary of the Company, entered into a shares purchase agreement with independent third parties to acquire 100% equity interest of Rochester Technical Group, Inc. ("**RTG**") at cash consideration of US$1,632,000. The acquisition was completed on 30 November 2022. The acquisition will provide the Group with an important foundation to build on its existing North American-made denture work to further expand the Group's product offering and services to its existing clients.

The fair values of the identifiable assets and liabilities of RTG as at the date of acquisition were as follows:

	Notes	Fair value recognised on acquisition HK$'000
Property, plant and equipment	14	1,303
Right-of-use assets	17(a)	2,354
Intangible assets	16	6,160
Inventories		1,160
Trade receivables		5,258
Prepayments, deposits and other receivables		259
Cash and cash equivalents		1,192
Trade payables		(2,279)
Other payables and accruals		(1,776)
Lease liabilities	17(b)	(2,354)
Total identifiable net assets at fair value		11,277
Goodwill on acquisition	15	1,373
		12,650
Satisfied by:		
Cash		10,920
Consideration payable		1,730
		12,650

The fair value of the trade receivables as at the date of acquisition amounted to HK$5,258,000. The gross contractual amounts of trade receivables were HK$5,258,000, none of which is expected to be uncollectible.

The Group incurred transaction costs of HK$554,000 for this acquisition. These transaction costs had been expensed and were included in administrative expenses in the consolidated statement of profit or loss.

Included in the goodwill of HK$1,373,000 recognised above are mainly distribution channel, assembled workforce, know-how, etc., which are not recognised separately. They are not separable and therefore they do not meet the criteria for recognition as intangible assets under IAS 38 Intangible Assets. None of the goodwill recognised is expected to be deductible for income tax purposes.

31. BUSINESS COMBINATIONS (continued)

Acquisition of Rochester Technical Group, Inc. ("RTG") (continued)

An analysis of the cash flows in respect of the acquisition of RTG was as follows:

	HK$'000
Cash consideration paid in the year ended 31 December 2022	(10,920)
Cash and bank balances acquired	1,192
Net outflow of cash and cash equivalents included in cash flows from investing activities in 2022	(9,728)
Transaction costs of the acquisition included in cash flows from operating activities in 2022	(554)
	(10,282)

Since the acquisition, RTG contributed HK$4,579,000 to the Group's turnover and profit of HK$310,000 to the consolidated profit for the year ended 31 December 2022.

Had the combination taken place at the beginning of the year ended 31 December 2022, the revenue and the profit of the Group for the year ended 31 December 2022 would have been HK$2,881,971,000 and HK$221,994,000, respectively.

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Non-cash transaction

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK$71,774,000 (2022: HK$51,977,000) and HK$71,774,000 (2022: HK$51,977,000), respectively, in respect of lease arrangements for buildings, fixture and furniture and motor vehicles.

(b) Changes in liabilities arising from financing activities were as follows:

2023

	Bank loans HK$'000	Lease liabilities HK$'000
At 1 January 2023	630,180	158,010
Changes from financing cash flows	45,524	(61,178)
Non-cash flows:		
Foreign exchange movement	7	1,209
New leases	—	71,774
Interest on lease liabilities (note 8)	—	7,539
Revision of lease term arising from a change in the non-cancellable period of a lease	—	(1,345)
Finance charges on bank loans (note 8)	480	—
At 31 December 2023	676,191	176,009

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32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Changes in liabilities arising from financing activities were as follows: (continued)

2022

	Bank loans HK$'000	Lease liabilities HK$'000
At 1 January 2022	673,062	160,023
Changes from financing cash flows	(45,067)	(57,952)
Non-cash flows:		
Foreign exchange movement	—	(4,628)
New leases	—	51,977
Acquisition of subsidiaries (note 31)	248	4,139
Interest on lease liabilities (note 8)	—	4,781
Revision of lease term arising from a change in the non-cancellable period of a lease	—	(330)
Finance charges on bank loans (note 8)	1,937	—
At 31 December 2022	630,180	158,010

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

	2023 HK$'000	2022 HK$'000
Within operating activities	**11,435**	10,256
Within financing activities	**61,178**	57,952
	72,613	68,208

33. CONTINGENT LIABILITIES

The Group has no significant contingent liabilities as at 31 December 2023 and 31 December 2022.

34. COMMITMENTS

The Group had the following contractual committments at the end of the reporting period:

	2023 HK$'000	2022 HK$'000
Contracted, but not provided for:		
Leasehold improvement	**—**	90
Land and buildings	**34,573**	53,461
	34,573	53,551

35. RELATED PARTY TRANSACTIONS

(1) Transactions with related parties

The Group had the following transactions with related parties during the year:

			2023 HK$'000	2022 HK$'000
(a)				
	i.	Acquisition of right-of-use assets from Most Wealth International Limited	—	6,698
	ii.	Lease payment to Most Wealth International Limited	3,684	3,456
(b)				
	i.	Acquisition of right-of-use assets from directors	—	1,732
	ii.	Lease payment to directors	968	162
(c)				
	i.	Acquisition of right-of-use assets from directors and an associate of a director	—	3,714
	ii.	Lease payment to directors and an associate of a director	2,083	2,174
(d)				
	i.	Acquisition of right-of use assets from an associate of a director	—	272
	ii.	Lease payment to an associate of a director	153	213
(e)				
	i.	Acquisition of right-of-use assets from an associate of a director	—	272
	ii.	Lease payment to an associate of a director	153	213
(f)				
	i.	Acquisition of right-of-use assets from an associate of a director	—	454
	ii.	Lease payment to an associate of a director	254	478
(g)				
	i.	Acquisition of right-of-use assets from directors	—	1,919
	ii.	Lease payment to directors	1,077	—
(h)	Training fee paid to ShenZhen Nanshan District Modern Denture Technology Training Centre		2,064	3,836
(i)	Training fee paid to DongGuan Songshan Lake Modern Denture Occupational Training School		1,004	—
(j)	Sales of finished goods to Trident Dental Group Limited		231	208
(k)	Sales of finished goods to Kong Hong Holdings Limited		193	214
(l)	Sales of finished goods to Dr. William Cheung & Associates		433	285
(m)	Sales of finished goods to Precious Orthodontics and Kowloon Orthodontic Centre Limited		707	272
(n)	Purchase of finished goods from associates		1,160	5,805

Notes:

(a) Most Wealth International Limited is controlled by Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and Mr. Ngai Shing Kin. The tenancy agreement with Most Wealth International Limited was determined after arm's length negotiation between the contracting parties on the basis of comparable market prices and conditions.

(b) Tenancy agreements entered with Mr. Chan Kwun Fung and Mr. Chan Kwun Pan. The tenancy agreements were determined after arm's length negotiation between the contracting parties on the basis of comparable market prices and conditions.

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35. RELATED PARTY TRANSACTIONS (continued)

(1) Transactions with related parties (continued)

Notes: (continued)

(c) Tenancy agreements entered with Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and an associate ("**Landlord C**") of Mr. Ngai Shing Kin. The tenancy agreements were determined after arm's length negotiation between the contracting parties on the basis of comparable market prices and conditions.

(d) Tenancy agreement entered with an associate ("**Landlord B**") of Mr. Chan Kwun Pan. The tenancy agreement was determined after arm's length negotiation between the contracting parties on the basis of comparable market prices and conditions.

(e) Tenancy agreement entered with Landlord C. The tenancy agreement was determined after arm's length negotiation between the contracting parties on the basis of comparable market prices and conditions.

(f) Tenancy agreement entered with an associate ("**Landlord A**") of Mr. Chan Kwun Fung. The tenancy agreement was determined after arm's length negotiation between the contracting parties on the basis of comparable market prices and conditions.

(g) Tenancy agreement entered with Mr. Chan Chi Yuen and Mr. Chan Kwun Fung. The tenancy agreement was determined after arm's length negotiation between the contracting parties on the basis of comparable market prices and conditions.

(h) ShenZhen Nanshan District Modern Denture Technology Training Centre (the "**Centre**") and the Group has a common director, Mr. Ngai Shing Kin. The transactions with the Centre were made according to the published prices and conditions offered by the Centre to their major customers.

(i) DongGuan Songshan Lake Modern Denture Occupational Training School (the "**School**") and the Company has a common director, Mr. Chan Chi Yuen. The transactions with the School were made according to the published prices and conditions offered by the School to their major customers.

(j) Trident Dental Group Limited is ultimately 33.3% owned by Mr. Chan Ronald Yik Long. The transactions with Trident Dental Group Limited were made on according to the published prices and conditions offered to the major customers of the Group.

(k) Kong Hong Holdings Limited is ultimately 40% owned by Mr. Chan Ronald Yik Long. The transactions with Kong Hong Holdings Limited were made according to the published prices and conditions offered to the major customers of the Group.

(l) Dr. William Cheung & Associates is ultimately 51% owned by Mr. Cheung Wai Man William. The transactions with Dr. William Cheung & Associates were made according to the published prices and conditions offered to the major customers of the Group.

(m) Precious Orthodontics and Kowloon Orthodontic Centre Limited are ultimately 100% owned by Mr. Yau Ka Po. The transactions with Precious Orthodontics and Kowloon Orthodontic Centre Limited were made according to the published prices and conditions offered to the major customers of the Group.

(n) The cost of purchases from associates were made according to the published prices and conditions offered by the associates to their major customers.

Mr. Chan Ronald Yik Long, Mr. Ngai Shing Kin, Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and Mr. Chan Chi Yuen are shareholders and directors of the Company. Mr. Cheung Wai Man William and Mr. Yau Ka Po are directors of the Company.

The related party transactions in respect of items (ai), (bi), (ci), (di), (ei), (fi) and (gi) above also constitute connected transactions and (aii), (bii), (cii), (dii), (eii), (fii), (gii), (h), (i), (j), (k), (l) and (m) above also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

35. RELATED PARTY TRANSACTIONS (continued)

(2) Commitments with related parties

(a) For the purpose of operating the Company's business in Hong Kong, on 30 December 2020, Modern Dental Laboratory Company Limited ("**MDLCL**"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement (the "**Tenancy Agreements I**") with Most Wealth International Limited, which is held as to 37.5%, 37.5% and 25% by Mr. Chan Kwun Fung and Mr. Chan Kwun Pan, executive directors and substantial shareholders of the Company, and by Mr. Ngai Shing Kin, an executive director of the Company, respectively. Pursuant to the Tenancy Agreement I, Most Wealth International Limited shall lease premises to MDLCL.

On 30 December 2022, MDLCL renewed Tenancy Agreement I with Most Wealth International Limited for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of HK$307,000.

(b) For the purposes of residential use, on 30 December 2020, Yangzhijin Dental Laboratory (Shenzhen) Company Limited ("**YZJSZ**"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement (the "**Tenancy Agreements II**") with Mr. Chan Kwun Fung and Mr. Chan Kwun Pan, and an associate ("**Landlord C**") of Mr. Ngai Shing Kin. Pursuant to the Tenancy Agreements II, Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and Landlord C shall lease premises to YZJSZ.

On 30 December 2022, YZJSZ renewed Tenancy Agreement II with Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and Landlord C for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB119,067.

(c) For the purposes of residential use, on 30 December 2020, Modern Dental Laboratory (Shenzhen) Company Limited ("**MDLSZ**") entered into a tenancy agreement (the "**Tenancy Agreements III**") with Mr. Chan Kwun Fung and Mr. Chan Kwun Pan and Landlord C. Pursuant to the Tenancy Agreements III, Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and Landlord C shall lease premises to MDLSZ.

On 30 December 2022, MDLSZ renewed Tenancy Agreement III with Mr. Chan Kwun Fung, Mr. Chan Kwun Pan and Landlord C for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB37,293.

(d) For the purposes of residential use, on 30 December 2020, MDLSZ entered into a tenancy agreement (the "**Tenancy Agreement IV**") with an associate ("**Landlord B**") of Mr. Chan Kwun Pan. Pursuant to the Tenancy Agreement IV, Landlord B shall lease premises to MDLSZ.

On 30 December 2022, MDLSZ renewed Tenancy Agreement IV with Landlord B for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB11,460.

(e) For the purposes of residential use, on 30 December 2020, MDLSZ entered into a tenancy agreement (the "**Tenancy Agreement V**") with Landlord C. Pursuant to the Tenancy Agreement V, Landlord C shall lease premises to MDLSZ.

On 30 December 2022, MDLSZ renewed Tenancy Agreement V with Landlord C for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB11,460.

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35. RELATED PARTY TRANSACTIONS (continued)

(2) Commitments with related parties (continued)

(f) For the purposes of residential use, on 30 December 2020, MDLSZ entered into a tenancy agreement (the "**Tenancy Agreement VI**") with an associate ("**Landlord A**") of Mr. Chan Kwun Fung. Pursuant to the Tenancy Agreement VI, Landlord A shall lease premises to MDLSZ.

On 30 December 2022, MDLSZ renewed Tenancy Agreement VI with Landlord A for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB19,100.

(g) For the purpose of operating the Company's business in Hong Kong, on 30 December 2020, MDLCL, entered into a tenancy agreement (the "**Tenancy Agreements VII**") with Mr. Chan Kwun Fung and Mr. Chan Kwun Pan. Pursuant to the Tenancy Agreements VII, Mr. Chan Kwun Fung and Mr. Chan Kwun Pan shall lease premises to MDLCL.

On 30 December 2022, MDLCL renewed Tenancy Agreement VII with Mr. Chan Kwun Fung and Mr. Chan Kwun Pan for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of HK$13,500.

(h) For the purposes of residential use, on 30 December 2022, Modern Dental and Medical Instruments (Dongguan) Company Limited ("**MDLDG**"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement (the "**Tenancy Agreement VIII**") with Mr. Chan Chi Yuen, an executive director of the Company, and Mr. Chan Kwun Pan. Pursuant to the Tenancy Agreement VIII, Mr. Chan Chi Yuen and Mr. Chan Kwun Pan shall lease premise to MDLDG for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB80,819.

(i) For the purposes of residential use, on 30 December 2022, Dongguan Yangzhijin Dental Technology Company Limited ("**YZJDG**"), a wholly-owned subsidiary of the Company, entered into a tenancy agreement (the "**Tenancy Agreement IX**") with Mr. Chan Kwun Fung and Mr. Chan Kwun Pan. Pursuant to the Tenancy Agreement IX, Mr. Chan Kwun Fung and Mr. Chan Kwun Pan shall lease premise to YZJDG for a term of two years from 1 January 2023 to 31 December 2024 at a monthly rent of RMB60,491.

In accordance with IFRS 16, the Group as lessee shall recognise a lease as a right-of-use asset and a lease liability. The right-of-use asset represents its right to use the underlying leased assets over the lease term and the lease liability represents its obligation to make lease payments.

As at 31 December 2023, right-of-use assets of approximately HK$7,585,000 and lease liabilities of approximately HK$7,828,000 related to the leases were recognised in consolidated statement of financial position. During the year ended 31 December 2023, depreciation of these right-of-use assets of approximately HK$7,608,000 and finance costs on these lease liabilities of approximately HK$1,004,000 were recognised in consolidated income statement.

35. RELATED PARTY TRANSACTIONS (continued)

(3) Balances with related parties

At 31 December 2023 and 2022, the Group's balances due from/to related parties were as follows:

	2023 HK$'000	2022 HK$'000
Due from related parties (note 22):		
Shenzhen Nanshan District Modern Denture Technology Training Centre	**132**	—
Trident Dental Group Limited	**25**	31
Kong Hong Holdings Limited	**30**	42
Dr. William Cheung & Associates	**44**	12
Precious Orthodontics and Kowloon Orthodontic Centre Limited	**42**	33
	273	118
Due to a related party (note 25):		
Shenzhen Nanshan District Modern Denture Technology Training Centre	**—**	52

The amounts due from/to related parties are unsecured, non-interest-bearing and repayable on demand.

(4) Compensation of key management personnel of the Group

	2023 HK$'000	2022 HK$'000
Short term employee benefits	**49,813**	46,387
Post-employment benefits	**1,725**	1,792
Total compensation paid to key management personnel	**51,538**	48,179

Further details of directors' and the chief executive's emoluments are included in note 9 to the financial statements.

Save as disclosed above and elsewhere in the consolidated financial statements, the Group did not have other related party transactions during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2023

Financial assets

	Financial assets at amortised cost HK$'000
Trade receivables	590,220
Financial assets included in deposits and other receivables	58,076
Due from related parties	273
Due from an associate	77
Pledged deposits	201
Cash and cash equivalents	697,694
Total	1,346,541

Financial liabilities

	Financial liabilities at amortised cost HK$'000
Trade payables	80,094
Financial liabilities included in other payables and accruals	65,286
Interest-bearing bank borrowings	676,191
Lease liabilities	176,009
Due to a non-controlling shareholder	4,800
Total	1,002,380

36. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

2022

Financial assets

	Financial assets at amortised cost HK$'000
Trade receivables	565,828
Financial assets included in deposits and other receivables	55,222
Due from related parties	118
Pledged deposits	3,340
Cash and cash equivalents	444,377
Total	1,068,885

Financial liabilities

	Financial liabilities at amortised cost HK$'000
Trade payables	75,598
Financial liabilities included in other payables and accruals	58,486
Interest-bearing bank borrowings	630,180
Lease liabilities	158,010
Due to a non-controlling shareholder	4,800
Due to a related party	52
Total	927,126

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2023 HK$'000	2022 HK$'000	**2023 HK$'000**	2022 HK$'000
Financial assets				
Equity investments designated at fair value through other comprehensive income	**19,185**	26,399	**19,185**	26,399
	19,185	26,399	**19,185**	26,399
Financial liabilities				
Contingent consideration	**—**	3,276	**—**	3,276
Interest-bearing bank borrowings	**676,191**	630,180	**676,191**	630,180
Due to a non-controlling shareholder	**4,800**	4,800	**4,800**	4,800
	680,991	638,256	**680,991**	638,256

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade receivables, trade payables, financial assets included in deposits and other receivables, amounts due from/to related parties, amount due from an associate and financial liabilities included in other payables and accruals approximate to their carrying amounts and accordingly no disclosure of the fair values of these items is presented.

The Group's finance department headed by the chief financial officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of interest-bearing bank borrowings and an amount due to a non-controlling shareholder have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest-bearing bank borrowings and amount due to a non-controlling shareholder as at 31 December 2023 and 2022 were assessed to be insignificant. The fair value of contingent consideration in relation to the acquisition of a subsidiary/business has been calculated by discounting the expected values of future payments.

The fair values of listed equity investments are based on quoted market prices.

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2023	**Fair value measurement using**			
	Quoted prices in active markets (Level 1)	**Significant observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**	**Total**
	HK$'000	**HK$'000**	**HK$'000**	**HK$'000**
Equity investments designated at fair value through other comprehensive income				
Listed equity investments	**19,185**	**—**	**—**	**19,185**

As at 31 December 2022	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	HK$'000	HK$'000	HK$'000	HK$'000
Equity investments designated at fair value through other comprehensive income				
Listed equity investments	26,399	—	—	26,399

Liabilities measured at fair value:

As at 31 December 2022	Fair value measurement using			
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	HK$'000	HK$'000	HK$'000	HK$'000
Contingent considerations	—	—	3,276	3,276

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Liabilities measured at fair value: (continued)

The movements in fair value measurement within Level 3 during the year are as follows:

	2023 HK$'000	2022 HK$'000
At 1 January	**3,276**	2,099
Acquisition of a subsidiary (note 31)	**—**	1,641
Payment	**(2,680)**	(712)
Total (gains)/losses recognised in profit or loss	**(572)**	406
Exchange realignment	**(24)**	(158)
At 31 December	**—**	3,276

During the year ended 31 December 2023 and 2022, there were no transfers of fair value measurement between Level 1 and Level 2 and no transfers of Level 3 for both financial assets and financial liabilities.

Liabilities for which fair values are disclosed:

As at 31 December 2023	**Fair value measurement using**			
	Quoted prices in active markets (Level 1) HK$'000	**Significant observable inputs (Level 2) HK$'000**	**Significant unobservable inputs (Level 3) HK$'000**	**Total HK$'000**
Interest-bearing bank borrowings	**—**	**676,191**	**—**	**676,191**
Due to a non-controlling shareholder	**—**	**4,800**	**—**	**4,800**

As at 31 December 2022	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Interest-bearing bank borrowings	—	630,180	—	630,180
Due to a non-controlling shareholder	—	4,800	—	4,800

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial assets of the Group include trade receivables, deposits and other receivables, amounts due from related parties, amount due from an associate, pledged deposits and cash and cash equivalents. Financial liabilities of the Group include trade payables, other payables and accruals, interest-bearing bank borrowings, lease liabilities and an amount due to a related party and a non-controlling shareholder.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with floating interest rates.

The Group manages its interest rate exposure with a focus on reducing the Group's overall cost of debt and exposure to changes in interest rates. Management continues to monitor the cash flows of the operations and the debt markets, where the Group would expect to refinance these borrowings with a lower cost of debt, when considered appropriate.

The following table demonstrates the sensitivity to a reasonably possible change in interest rate, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity.

	Increase/ (decrease) in interest rate %	Increase/ (decrease) in profit before tax HK$'000	Increase/ (decrease) in equity* HK$'000
Year ended 31 December 2023			
HK$	**1**	**(6,762)**	**—**
HK$	**(1)**	**6,762**	**—**
Year ended 31 December 2022			
HK$	1	(6,302)	—
HK$	(1)	6,302	—

* Excluding retained profits

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. Approximately 9% and 9% of the Group's sales for the years ended 31 December 2023 and 2022 were denominated in currencies other than the functional currencies of the operating units making the sale, whilst approximately 21% and 20% of costs for the years ended 31 December 2023 and 2022 were denominated in currencies other than the units' functional currencies, respectively.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the EUR, AUD and RMB exchange rates, with all other variables held constant, of the Group's profit before tax.

	Increase/ (decrease) in EUR/AUD/RMB exchange rate %	Increase/ (decrease) in profit before tax HK$'000
As at 31 December 2023		
If HK$ weakens against EUR	**5**	**13,395**
If HK$ strengthens against EUR	**(5)**	**(13,395)**
If HK$ weakens against AUD	**5**	**3,006**
If HK$ strengthens against AUD	**(5)**	**(3,006)**
If HK$ weakens against RMB	**5**	**21,967**
If HK$ strengthens against RMB	**(5)**	**(21,967)**
As at 31 December 2022		
If HK$ weakens against EUR	5	10,846
If HK$ strengthens against EUR	(5)	(10,846)
If HK$ weakens against AUD	5	2,048
If HK$ strengthens against AUD	(5)	(2,048)
If HK$ weakens against RMB	5	17,278
If HK$ strengthens against RMB	(5)	(17,278)

Credit risk

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2023

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Trade receivables*	—	—	—	635,707	635,707
Financial assets included in prepayments, other receivables and other assets					
– Normal**	58,076	—	—	—	58,076
Due from related parties					
– Normal**	273	—	—	—	273
Due from an associate					
– Normal**	77	—	—	—	77
Pledged deposits					
– Not yet past due	201	—	—	—	201
Cash and cash equivalents					
– Not yet past due	697,694	—	—	—	697,694
	756,321	—	—	635,707	1,392,028

As at 31 December 2022

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Trade receivables*	—	—	—	602,880	602,880
Financial assets included in prepayments, other receivables and other assets					
– Normal**	55,222	—	—	—	55,222
Due from related parties					
– Normal**	118	—	—	—	118
Pledged deposits					
– Not yet past due	3,340	—	—	—	3,340
Cash and cash equivalents					
– Not yet past due	444,377	—	—	—	444,377
	503,057	—	—	602,880	1,105,937

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 21 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets, amounts due from related parties and amount due from an associate is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group's policy is to maintain sufficient cash and cash equivalents and have available funding through capital contribution, bank borrowings and the cash flows from operations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	31 December 2023					
	On demand HK$'000	Less than 3 months HK$'000	3 to less than 12 months HK$'000	1 to 5 years HK$'000	Over 5 years HK$'000	Total HK$'000
Trade payables	—	80,094	—	—	—	80,094
Other payables and accruals	—	65,286	—	—	—	65,286
Interest-bearing bank borrowings	—	38,150	71,133	679,720	—	789,003
Lease liabilities	—	15,796	50,885	114,788	14,299	195,768
Due to a non-controlling shareholder	—	—	4,800	—	—	4,800
	—	199,326	126,818	794,508	14,299	1,134,951

	31 December 2022					
	On demand HK$'000	Less than 3 months HK$'000	3 to less than 12 months HK$'000	1 to 5 years HK$'000	Over 5 years HK$'000	Total HK$'000
Trade payables	—	75,598	—	—	—	75,598
Other payables and accruals	—	58,486	—	—	—	58,486
Interest-bearing bank borrowings	—	42,685	77,341	611,360	—	731,386
Lease liabilities	—	12,658	40,416	106,490	12,757	172,321
Due to a non-controlling shareholder	—	—	—	4,800	—	4,800
Due to a related party	52	—	—	—	—	52
	52	189,427	117,757	722,650	12,757	1,042,643

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended in December 2023 and 2022.

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital (equity attributable to owners of the Company) plus net debt. Net debt includes interest-bearing bank borrowings, trade payables, lease liabilities, other payables and accruals, other non-current liabilities, less cash and cash equivalents and pledged deposits. The gearing ratios as at the end of the reporting periods were as follows:

	2023 HK$'000	2022 HK$'000
Interest-bearing bank borrowings	676,191	630,180
Trade payables	80,094	75,598
Lease liabilities	176,009	158,010
Other payables and accruals	272,350	218,895
Other non-current liabilities	52	4,966
Less:		
Pledged deposits	(201)	(3,340)
Cash and cash equivalents	(697,694)	(444,377)
Net debt	506,801	639,932
Equity attributable to owners of the Company	2,632,279	2,319,952
Capital and net debt	3,139,080	2,959,884
Gearing ratio	16%	22%

39. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, the Company repurchased 1,000,000 of its ordinary shares on the Stock Exchange at an aggregate consideration of approximately HK$3,788,000 (before expenses).

Save as disclosed above, the Group does not have other significant subsequent event as at the date of this financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2023 HK$'000	2022 HK$'000
NON-CURRENT ASSETS		
Property, plant and equipment	—	2
Investments in subsidiaries	530,236	530,236
Loan to subsidiaries	127,713	143,421
Total non-current assets	657,949	673,659
CURRENT ASSETS		
Due from subsidiaries	968,947	977,893
Prepayments, deposits and other receivables	885	771
Cash and cash equivalents	9,812	7,403
Total current assets	979,644	986,067
CURRENT LIABILITIES		
Other payables and accruals	1,024	968
Due to subsidiaries	577,704	481,131
Total current liabilities	578,728	482,099
NET CURRENT ASSETS	400,916	503,968
TOTAL ASSETS LESS CURRENT LIABILITIES	1,058,865	1,177,627
Net assets	1,058,865	1,177,627
EQUITY		
Share capital	73,501	74,012
Treasury shares	(419)	(39)
Reserves (note)	985,783	1,103,654
Total equity	1,058,865	1,177,627

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

	Share premium HK$'000	Capital reserve HK$'000	Exchange reserve HK$'000	Retained profits HK$'000	Total HK$'000
1 January 2022	489,094	591,556	(4,276)	4,913	1,081,287
2021 final dividend	(42,105)	—	—	—	(42,105)
2022 interim dividend	—	—	—	(35,367)	(35,367)
Shares cancelled	(3,444)	151	—	(151)	(3,444)
Profit for the year	—	—	—	103,283	103,283
At 31 December 2022 and 1 January 2023	**443,545**	**591,707**	**(4,276)**	**72,678**	**1,103,654**
2022 final dividend	**(41,992)**	**—**	**—**	**—**	**(41,992)**
2023 interim dividend	**—**	**—**	**—**	**(57,038)**	**(57,038)**
Shares cancelled	**(19,259)**	**511**	**—**	**(511)**	**(19,259)**
Profit for the year	**—**	**—**	**—**	**418**	**418**
At 31 December 2023	**382,294**	**592,218**	**(4,276)**	**15,547**	**985,783**

41. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 March 2024.

FINANCIAL SUMMARY

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements is set out below.

	Year ended 31 December				
	2023 HK$'000	2022 HK$'000	2021 HK$'000	2020 HK$'000	2019 HK$'000
RESULTS					
REVENUE	**3,172,048**	2,830,088	2,955,172	2,190,208	2,399,548
Cost of sales	**(1,471,355)**	(1,446,782)	(1,404,521)	(1,100,220)	(1,246,617)
Gross profit	**1,700,693**	1,383,306	1,550,651	1,089,988	1,152,931
Other income and gains	**17,115**	17,905	11,807	27,394	14,737
Selling and distribution expenses	**(414,135)**	(374,987)	(359,466)	(251,410)	(294,352)
Administrative expenses	**(747,869)**	(702,228)	(697,311)	(555,817)	(615,725)
Impairment of goodwill	**—**	—	—	(150,132)	—
Other operating expenses	**(4,709)**	(7,967)	(19,075)	(563)	(17,177)
Finance costs	**(41,222)**	(26,270)	(23,061)	(33,699)	(37,902)
Share of profits/(losses) of associates	**(285)**	387	542	(1,537)	(504)
PROFIT BEFORE TAX	**509,588**	290,146	464,087	124,224	202,008
Income tax expense	**(107,411)**	(69,597)	(103,712)	(16,565)	(41,563)
PROFIT FOR THE YEAR	**402,177**	220,549	360,375	107,659	160,445
Attributable to:					
Owners of the Company	**404,102**	220,458	360,825	107,763	161,557
Non-controlling interests	**(1,925)**	91	(450)	(104)	(1,112)
	402,177	220,549	360,375	107,659	160,445

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

	As at 31 December				
	2023 HK$'000	2022 HK$'000	2021 HK$'000	2020 HK$'000	2019 HK$'000
TOTAL ASSETS	**3,952,847**	3,539,055	3,657,379	3,665,088	3,361,241
TOTAL LIABILITIES	**(1,309,746)**	(1,205,522)	(1,298,719)	(1,408,571)	(1,338,834)
NON-CONTROLLING INTERESTS	**(10,822)**	(13,581)	(10,211)	(8,856)	(1,587)
	2,632,279	2,319,952	2,348,449	2,247,661	2,020,820

CORPORATE INFORMATION

PLACE OF INCORPORATION

Cayman Islands

BOARD OF DIRECTORS

Executive Directors

Dr. CHAN Ronald Yik Long *(Chairman)*
Mr. NGAI Shing Kin *(Chief Executive Officer)*
Ms. CHAN Yik Yu *(Chief Marketing Officer)*
Mr. CHAN Kwun Fung
Mr. CHAN Kwun Pan
Mr. CHAN Chi Yuen

Independent Non-Executive Directors

Dr. CHEUNG Wai Bun Charles, J.P.
Dr. CHAN Yue Kwong Michael
Dr. CHEUNG Wai Man William
Dr. YAU Ka Po

BOARD COMMITTEES

Audit Committee

Dr. CHEUNG Wai Bun Charles, J.P. *(Chairman)*
Dr. CHAN Yue Kwong Michael
Dr. YAU Ka Po

Remuneration Committee

Dr. CHEUNG Wai Man William *(Chairman)*
Dr. CHEUNG Wai Bun Charles, J.P.
Dr. YAU Ka Po
Mr. NGAI Shing Kin
Ms. CHAN Yik Yu

Nomination Committee

Dr. CHAN Yue Kwong Michael *(Chairman)*
Dr. CHEUNG Wai Bun Charles, J.P.
Dr. CHEUNG Wai Man William
Dr. CHAN Ronald Yik Long
Mr. NGAI Shing Kin

COMPANY SECRETARY

Mr. KWAN Ngai Kit

AUTHORISED REPRESENTATIVES

Mr. NGAI Shing Kin
Mr. KWAN Ngai Kit

AUDITOR

Ernst & Young
Certified Public Accountant
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
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Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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77 Wing Hong Street
Cheung Sha Wan
Kowloon, Hong Kong

CORPORATE INFORMATION

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited

COMPANY WEBSITE

www.moderndentalgp.com

STOCK CODE

3600