



UMP HEALTHCARE HOLDINGS LIMITED

聯合醫務集團有限公司

(Stock Code 股份代號: 722)

(Incorporated in the Cayman Islands with limited liability
於開曼群島註冊成立之有限公司)

Better health
Better future



2024年報
ANNUAL REPORT

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Dr. Sun Yiu Kwong (*Chairman*)
Dr. Sun Man Kin, Michael
(*Vice Chairman and Co-Chief Executive Officer*)
Ms. Kwok Cheuk Kwan, Jacquen (*Co-Chief Executive Officer*)
Mr. Tsang On Yip, Patrick *BBS*
Dr. Lee Pak Cheung, Patrick

Non-executive Director

Dr. Lee Kar Chung, Felix (*re-designated from an executive Director to a non-executive Director with effect from 24 November 2023*)

Independent Non-executive Directors

Mr. Lee Luen Wai, John *BBS JP*
Dr. Li Kwok Tung, Donald *GBS JP*
Mr. Yeung Wing Sun, Mike (*retired on 24 November 2023*)
Mr. Chau, Chit Jeremy (*retired on 24 November 2023*)
Mr. Yeung Tak Bun *JP* (*appointed on 24 November 2023*)

AUDIT COMMITTEE

Mr. Lee Luen Wai, John *BBS JP* (*Chairman*)
Dr. Li Kwok Tung, Donald *GBS JP*
Mr. Yeung Wing Sun, Mike (*ceased on 24 November 2023*)
Mr. Yeung Tak Bun *JP* (*appointed on 24 November 2023*)

REMUNERATION COMMITTEE

Dr. Li Kwok Tung, Donald *GBS JP* (*Chairman*)
Mr. Tsang On Yip, Patrick *BBS*
Mr. Yeung Wing Sun, Mike (*ceased on 24 November 2023*)
Mr. Lee Luen Wai, John *BBS JP* (*appointed on 24 November 2023*)

NOMINATION COMMITTEE

Dr. Sun Yiu Kwong (*Chairman*)
Mr. Lee Luen Wai, John *BBS JP*
Dr. Li Kwok Tung, Donald *GBS JP*

AUTHORISED REPRESENTATIVES

Dr. Lee Kar Chung, Felix (*ceased on 24 November 2023*)
Ms. Kwok Cheuk Kwan, Jacquen (*appointed on 24 November 2023*)
Mr. Au In Kee, Adam (*ceased on 2 January 2024*)
Mr. Cheung Chi Wah, Patrick (*appointed on 2 January 2024*)

COMPANY SECRETARY

Mr. Au In Kee, Adam (*resigned on 2 January 2024*)
Mr. Cheung Chi Wah, Patrick (*appointed on 2 January 2024*)

董事會

執行董事

孫耀江醫生 (*主席*)
孫文堅醫生
(*副主席兼聯席行政總裁*)
郭卓君女士 (*聯席行政總裁*)
曾安業先生 *銅紫荊星章*
李柏祥醫生

非執行董事

李家聰博士 (*自2023年11月24日起由執行董事調任為非執行董事*)

獨立非執行董事

李聯偉先生 *銅紫荊星章* · *太平紳士*
李國棟醫生 *金紫荊星章* · *太平紳士*
楊榮藥先生 (*於2023年11月24日退任*)
周哲先生 (*於2023年11月24日退任*)
楊德斌先生 *太平紳士*
(*於2023年11月24日獲委任*)

審核委員會

李聯偉先生 *銅紫荊星章* · *太平紳士* (*主席*)
李國棟醫生 *金紫荊星章* · *太平紳士*
楊榮藥先生 (*於2023年11月24日離任*)
楊德斌先生 *太平紳士*
(*於2023年11月24日獲委任*)

薪酬委員會

李國棟醫生 *金紫荊星章* · *太平紳士* (*主席*)
曾安業先生 *銅紫荊星章*
楊榮藥先生 (*於2023年11月24日離任*)
李聯偉先生 *銅紫荊星章* · *太平紳士*
(*於2023年11月24日獲委任*)

提名委員會

孫耀江醫生 (*主席*)
李聯偉先生 *銅紫荊星章* · *太平紳士*
李國棟醫生 *金紫荊星章* · *太平紳士*

授權代表

李家聰博士 (*於2023年11月24日離任*)
郭卓君女士 (*於2023年11月24日獲委任*)
歐衍基先生 (*於2024年1月2日離任*)
張志華先生 (*於2024年1月2日獲委任*)

公司秘書

歐衍基先生 (*於2024年1月2日辭任*)
張志華先生 (*於2024年1月2日獲委任*)

CORPORATE INFORMATION

公司資料

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS

27th Floor
Wing On House
71 Des Voeux Road Central
Hong Kong

總部及主要營業地點

香港
德輔道中71號
永安集團大廈
27樓

FINANCIAL YEAR END

30 June

財政年度年結日

6月30日

STOCK CODE

722

股份代號

722

BOARD LOT

2,000 shares

每手買賣單位

2,000股股份

ISSUED SHARES

810,955,244 (as at 30 June 2024)

已發行股份

810,955,244 (於2024年6月30日)

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港夏慤道16號
遠東金融中心17樓

AUDITOR

KPMG
Public Interested Entity Auditor registered in accordance
with the Accounting and Financial Reporting Council

核數師

畢馬威會計師事務所
《會計及財務匯報局條例》下的
註冊公眾利益實體核數師

PRINCIPAL BANKER

Hang Seng Bank Limited
UBS AG

主要往來銀行

恒生銀行有限公司
瑞士銀行

COMPANY WEBSITE

www.ump.com.hk

公司網站

www.ump.com.hk

FINANCIAL HIGHLIGHTS

財務摘要

		For the year ended/ As at 30 June 截至6月30日止年度/ 於6月30日		Increase/(decrease) 增加/(減少)	
		2024 2024年	2023 2023年		
(A) Operating results (HK\$'000)	(A) 經營業績 (千港元)				
Revenue	收入	748,489	727,167	21,322	2.9%
EBITDA ^(note a)	未計利息、稅項、 折舊及攤銷前的 利潤 ^(附註a)	84,776	100,852	(16,076)	(15.9%)
Profit for the year	年內利潤	35,217	55,735	(20,518)	(36.8%)
Profit attributable to Owners of the Company	本公司擁有人應佔 利潤	40,643	60,452	(19,809)	(32.8%)
(B) Per share data (HK cents)	(B) 每股數據 (港仙)				
Earnings per share – basic	每股盈利 – 基本	5.08	7.65	(2.57)	(33.6%)
Earnings per share – diluted	每股盈利 – 攤薄	5.08	7.65	(2.57)	(33.6%)
Dividends per share	每股股息				
– Proposed final	– 擬派末期	2.00	3.00	(1.0)	(33.3%)
– Paid interim	– 已付中期	1.30	1.70	(0.4)	(23.5%)
Total	總計	3.30	4.70	(1.4)	(29.8%)
(C) Key ratios (%)	(C) 主要比率 (%)				
EBITDA/Revenue	未計利息、稅項、 折舊及攤銷前的 利潤/收入	11.3%	13.9%	(2.6 points)	百分點
Net profit margin	純利率	4.7%	7.7%	(3.0 points)	百分點
Return on shareholders' funds	股東權益回報率	5.6%	8.2%	(2.6 point)	百分點
(D) Financial Position (HK\$'000)	(D) 財務狀況 (千港元)				
Cash, bank balances and deposits	現金、銀行結餘及 存款	256,139	290,495	(34,356)	(11.8%)
Net current assets	流動資產淨額	218,719	224,413	(5,694)	(2.5%)
Shareholders' funds	股東權益	725,942	740,547	(14,605)	(2.0%)

Note a: EBITDA represented profit for the year before interest income, finance cost, income tax expense and depreciation (excluded depreciation of right-of-use assets) and amortisation.

附註a: 未計利息、稅項、折舊及攤銷前的利潤代表本年度除利息收入、融資成本、所得稅費用及折舊(不包括使用權資產折舊)及攤銷前的利潤。

CHAIRMAN'S STATEMENT

主席報告

Dear Stakeholders,

As we reflect on the past year, I am grateful to share that UMP has worked diligently to navigate various challenges while remaining committed to our singular vision that has driven this journey: to bring better health to the public. I am pleased to present UMP's annual report with reciprocal partnerships that augment our business and reaffirm our commitment to sustainable healthcare.

The Healthcare Landscape in Hong Kong

As a medical group focusing on primary care, we are heartened to see progress in public health across Hong Kong and China, supported by the government's preventive healthcare initiatives. These efforts align closely with our goals to improve individual health and build communities, emphasizing the importance of healthcare professionals.

However, the private healthcare market in Hong Kong has faced significant challenges recently. The expanded living circles of Hong Kong citizens in the Greater Bay Area and increased competition from Mainland Chinese providers have reshaped the landscape. Additionally, the COVID-19 epidemic and the rush of information online have radically altered public perceptions of health, leading individuals to adopt a more informed and proactive approach to health management and healthcare choices. This progression has raised awareness of patient rights and medical service protection, encouraging consumers to demand transparency and accountability from providers.

Despite these sprints, UMP remains steadfast in our mission to uphold the highest quality standards, pursue sustainable growth, and maintain profitability.

Business Highlights

In fiscal 2024, I am pleased to report that UMP's overall revenue has risen year-over-year, driven by our clinical services, even as we navigate a more challenging economic environment characterized by rising operating expenses. Our medical and imaging clinics in Hong Kong and Macau experienced revenue growth, while our strategic investments in new imaging facilities and specialist services are building a gradual momentum, reflecting a cautious approach in the face of economic pressures.

各位持份者：

回望過去一年，我懷著感恩的心情與大家分享，聯合醫務一直努力不懈在各種挑戰中摸索前行，同時矢志不渝地謹守驅使我們前行的唯一願景：將更好的健康給大眾。本人欣然提呈聯合醫務的年度報告，闡明業務發展和合作，並重申我們對可持續醫療保健的承諾。

香港醫療保健環境

我們作為專注於基層醫療的醫療機構，看見在政府著力推行預防性護理措施下，中港兩地的公眾健康大有進展，深感振奮。這些措施與我們推廣個人健康及建立社群的目標吻合，並強調醫護專業人員的重要性。

然而，香港的私營醫療市場近來正面臨明顯挑戰。港人生活圈逐步擴展至大灣區，加上中國內地的競爭增加，均對大環境構成影響。此外，新冠疫情加上網絡資訊發達，徹底改變了大眾對健康的看法，令個人在健康管理及醫療保健選擇方面採取更明智、更主動的態度。此演變提升了病患權益及醫療服務保障方面的意識，加強消費者對服務提供者透明度及問責的需求。

面對這些變化，聯合醫務始終堅定不移地履行我們的使命，堅持最高品質標準，追求可持續增長，並維持盈利。

業務摘要

在2024財政年度，本人欣然宣佈，儘管我們置身經營開支上升的經濟環境愈趨艱難，聯合醫務在門診服務的推動下，整體收入與去年同期比較有所上升。我們在香港和澳門的醫療和影像中心錄得收入增長，而新影像設施和專科服務的策略性投資亦漸上軌道，反映出我們面對經濟壓力的謹慎態度。

CHAIRMAN'S STATEMENT

主席報告

However, we did see a decline in our dental services as more individuals opted for alternatives in Shenzhen, and our China business also experienced a drop due to shifting market dynamics. Conversely, our corporate solutions division saw increased utilization, leading to a rise in corresponding operational costs, resulting in pressures on profit margins.

These financial and business fluctuations are in line with the economic cycle and the overall healthcare market is facing challenges. To enhance our resilience, we are actively expanding our service offerings, including introducing Chinese medicine and collaborating with hospital groups to provide more integrated care. Additionally, our participation in government-subsidized healthcare schemes underscores our dedication to making quality care affordable and accessible. We are also broadening our physical examination services to cover more countries' embassies and enhancing our business presence in Mainland China, focusing on our strengths in family medicine and regional networks.

In addition, we have also prioritized corporate governance and streamlined our operations to foster efficiency and sustainability. Our leadership team has demonstrated their commitment to thoughtful consolidation and optimization of resources is essential. These strategic steps are designed to create a more agile organization, not only protecting the interests of our stakeholders but also positioning UMP for sustainable growth in the future.

Strategic Priorities & Outlook

At UMP, we are committed to promoting a healthier population by strategically focusing on partnerships with institutions. By collaborating with insurance companies, corporations, and government agencies, we leverage our collective strengths to implement effective health initiatives tailored to community needs. This partnership-driven approach is more than a strategy; it represents a scalable and sustainable business model that allows us to share resources, expertise, and innovative solutions to improve access to preventive care and health education.

然而，我們也注意到牙科服務有所下跌，此乃由於選擇深圳替代服務的人增加，而且我們於中國的業務亦因市場動態改變而下跌。企業解決方案分部使用率增加，亦導致相應經營成本上漲，對利潤率構成壓力。

這些財務及業務上的波動與經濟周期一致，而整體醫療保健市場亦面臨挑戰。為了提升我們的韌力，我們正積極擴展服務範疇，包括引進中醫以及與醫院機構合作提供更完整的治療。此外，我們參與政府資助的醫療保健計劃，致力提供價格實惠、便捷和可及的優質醫療服務。我們亦正在擴展體檢服務以服務更多國家領事館，並提升在中國內地的業務，重點發揮在家庭醫學及區域網絡方面的優勢。

除此之外，我們也重視企業管治和精簡營運以促進效率和可持續發展。我們的領導團隊銳意履行整合資源和提升效率的承諾。這些策略性措施旨在創建更靈活的組織，不僅保障持份者的利益，也為聯合醫務未來可持續發展作好準備。

策略重點與展望

聯合醫務深明要促進大健康，需要透過策略性合作關係。透過夥拍保險公司、企業和政府機構，利用集體優勢，針對社群人口的需求，而實踐有效的醫療保健措施。這種由機構合作所推動的方法，不僅是一種策略，更是一種具規模和可持續的商業模式，使我們能夠共享資源、專業知識和創新解決方案，以提供可及的預防護理和健康教育。

CHAIRMAN'S STATEMENT 主席報告

Our approach emphasizes preventive medicine and lifestyle management, which are crucial for reducing the burden of chronic diseases. This aligns seamlessly with government policies and initiatives aimed at promoting health and wellness within the community. Through public-private partnerships, we are able to design comprehensive programs that provide accessible screenings, wellness initiatives, and health education tailored to specific populations in an orderly and efficient manner. Working alongside government agencies and our partners, we can identify and address the unique health challenges faced by different communities, ensuring that our interventions are both relevant and impactful.

While there are opportunities to replicate UMP's success in Hong Kong across the Greater Bay Area, we must remain mindful of the challenging market environment. The evolving landscape, shaped by larger living circles and changing lifestyle practices of Hong Kong people, requires all of us to adapt and be more open-minded about the diverse potentials in our service offerings.

I would like to express my sincere appreciation to our stakeholders—our dedicated staff, valued partners, and the communities we serve. Your trust and support are essential as we navigate these complexities together. With a focus on collaboration and innovation, we aim to build a resilient UMP, prepared to meet the demands of a competitive healthcare environment.

我們的方針著重於預防性護理及生活管理，這對減低長期病症的負擔至關重要。這一點與政府旨在於社區中推廣醫療與保健的政策及措施不謀而合。透過公私合作，我們能夠設計全面性的計劃，以有序且高效的方式提供方便的篩檢和保健計劃，以及為特定族群度身訂制健康教育。透過與政府機構及合作夥伴並肩作戰，我們能夠辨別和應對不同群體面對的健康挑戰，確保我們的介入措施具備相關性及影響力。

大灣區機遇處處，聯合醫務在香港的成功或能複製再現，不過面對甚具挑戰的市場環境，我們一以貫之審慎理性。隨著港人生活圈擴大和生活方式改變，塑造了不斷演變的市場環境，我們所有人都必須適應，並以更開放的態度來看待我們所提供服務的多樣化潛力。

本人謹此對各位持份者——盡忠職守的員工、重要的合作夥伴以及我們所服務的社區致以衷心的謝意。我們非常重視你們的信任和支支持，一起面對複雜的處境。我們專注於合作與創新，旨在使聯合醫務具備韌力，為在競爭激烈的醫療保健環境下滿足市場需求做好準備。

SUN Yiu Kwong 孫耀江
Chairman 主席

CO-CEOs' REPORT

聯席行政總裁報告

Dear Valued Shareholders,

As we navigate the evolving market dynamics and competitive landscape of fiscal 2024, we acknowledge the significant challenges that have emerged due to the expanded living circles in the Greater Bay Area. This evolution has introduced increased competition and shifting consumer expectations, necessitating a proactive response from UMP. To maintain our competitiveness, we are committed to adapting our strategies to better serve our diverse patient base while ensuring our services remain relevant and impactful.

Performance Highlights

Our core contracted corporate solutions and clinic business remain fundamental to our overall strategy. In FY2024, we cared for over 1.5 million patient visits encountered at our managed network of over 1,300 clinics and service centres. We are the chosen service provider for over 1.26 million scheme members. We recognize their importance in providing essential healthcare services and driving revenue, and we strive to balance community needs while developing more business capabilities to support our medical panel networks.

We saw a notable increase in our medical contract business utilization alongside a rise in contract membership. This trend reflects the growing demand for comprehensive healthcare solutions as businesses recognize the link between employee well-being and productivity. Our ability to deliver high-quality care has solidified trust and positioned us favorably in a competitive market.

We implemented the strategies to safeguard profitability while continuing to thrive in an expanding market. Leveraging business data analytics, we enhanced contract negotiations and expanded the mix of service offerings. We also invested in technology upgrades and targeted marketing initiatives to enhance client retention and maximize customer lifetime value. To address the rising operational expenses in the current economic landscape, we have prioritized enhancing our operational efficiency. Key initiatives include consolidating various business units, reducing redundancies, and streamlining processes.

各位尊敬的股東：

2024財政年度，市場動向和競爭環境不斷演變，我們在當中摸索前行之際，注意到因為大灣區生活圈不斷擴張而浮現的重大挑戰。這場演變引入了更劇烈的競爭，亦令消費者期望改變，令聯合醫務必須採取積極行動回應。為了保持競爭力，我們致力於調適策略以服務多元化的患者群體，同時確保服務具有相關性與影響力。

工作要點

合約企業醫療保健解決方案及診所業務繼續是我們整體策略的基礎。在2024財政年度，我們在管理網絡中逾1,300間診所及服務中心為超過150萬人次效勞，是超過126萬名計劃成員的指定服務提供者。這些成績足以證明，提供必要的醫療服務亦能帶動收入，我們努力平衡社區需求，同時開發更多業務能力，以支援醫療網絡。

我們注意到，醫療合約業務的使用率隨著合約會員人數增加而顯著上升。這趨勢反映出，隨著企業意識到僱員福祉與生產力之間的關聯，對全面醫療保健解決方案的需求日益增長。我們具備提供高品質醫療服務的能力，鞏固了客戶的信任，使我們在競爭激烈的市場中處於有利地位。

我們採取各種策略以保障盈利能力，同時繼續在不斷擴大的市場中茁壯成長。運用業務數據分析，我們提升了合約談判能力，並擴大了服務範疇。我們亦投資於技術升級和具針對性的行銷策略，以提高客戶保留率，並使客戶終身價值最大化。為應對當前經濟形勢下經營開支的增加，我們著重於提升營運效率，主要措施包括整合各業務單位、精簡多餘人手及簡化流程。

Furthermore, we are executing phased upgrades to our operational systems to streamline workflows and enhance efficiencies across various functions, including clinical management, finance, and contract projects. New systems will help standardize our data sets more effectively and utilize analytics to support better management and clinical decisions, improve efficiencies, and create a safer and more responsive service delivery workflow to meet our customers' evolving needs while enhancing the overall patient experience. Our ongoing commitment to improving customer service is a testament to our dedication to making stakeholders feel valued and appreciated.

As part of our capital spending, we continued to expand our outpatient network in key markets. In response to the growing demand for diverse healthcare options, we introduced Chinese Medicine services in Jordan, in addition to our existing Western Family Medicine services, specialist consultations, medical imaging, and day surgery under the same roof. This strategic expansion allows us to explore new market segments as we offer more holistic and integrative therapies.

Furthermore, UMP's contract business with corporate clients serves as a stable backbone for the development of our managed care network, connecting many doctors and strengthening our clinic operations over the years. This interconnected system enhances referral pathways to our clinics, generating a steady stream of patients that benefits our imaging and laboratory services. As these elements work in synergy, we are confident in our ability to further develop this segment.

Over the past two years, we have made significant investments in our medical imaging and laboratory testing facilities. Our new imaging centers are steadily growing and have noticeably enhanced our overall income and profit. With increased service capacity, we are well-prepared to capitalize on additional business opportunities across various sectors, including referrals from our managed care network and public hospitals, and participation in government programs, alongside the rising demand for insurance-covered care. Having unflinching faith in our development course, we are sure this increase will be paramount to our overall performance.

此外，我們正在分階段進行操作系統升級，以簡化工作流程，並提升臨床管理、財務及合約項目等各項功能的效率。新系統將有效地統一資料庫標準，並利用分析帶來更好的管理及臨床決策，以提升效率，創造更安全、反應更迅速的服務流程，以滿足客戶不斷變化的需求，同時提升整體的患者體驗。我們持續改善客戶服務，致力讓持份者感到備受重視與感謝。

作為資本開支的一部分，我們繼續擴展主要市場的門診網絡。因應人們對多元化醫療保健選擇日益增加的需求，我們在佐敦現有的西醫、專科、醫學影像及日間手術外，加入了中醫服務。這項策略性擴展讓我們提供更整全及綜合的治療服務之同時，更能開拓新的市場區塊。

此外，聯合醫務與企業客戶的合約業務多年來成為我們管理醫療網絡得以穩定發展的支柱，連繫眾多醫生並加強我們的診所營運。這一環環相扣的系統增強了我們診所服務的轉介渠道，帶來穩定的求診個案，有利於我們的醫學影像及化驗服務。隨著這些要素協同運作，我們對進一步發展這一領域充滿信心。

過去兩年，我們重點投資醫學影像及化驗設備，而幾間新的影像中心正穩步增長，並明顯提升了我們的整體收入和盈利。隨著服務能力增強，我們已準備好把握更多不同領域的業務機遇，包括來自我們管理醫療網絡和公立醫院的轉介，政府計劃的參與，以及日益增長的保險覆蓋之醫療項目需求。我們對此發展前景充滿信心，相信這一增長將對我們的整體業績有顯著的貢獻。

CO-CEOs' REPORT

聯席行政總裁報告

Embracing UMP+ and Future Healthcare Innovations

The development of the UMP+ brand reflects our commitment to advancing healthcare through value-based care, focusing on personalized, comprehensive solutions that empower patients in their health management. By promoting preventive medicine and lifestyle interventions, we not only improve individual health outcomes but also strengthen our Group's business, ensuring sustainable growth and contributing positively to public health.

Strategically, UMP+ adds significant value to our business model by aligning with emerging healthcare trends. This value-based care approach shifts the focus from volume to quality, ensuring measurable outcomes and patient satisfaction. It builds trust with patients and strengthens partnerships with corporate clients, enhancing our market competitiveness. Additionally, UMP+ targets the consumer market segment with greater financial capacity, creating more opportunities for increased revenue.

Development Strategy That Value Partnerships

Our development strategy has always been focusing on forming reliable partnerships that harness field and local expertise to expand our service offerings.

Prudent and methodical, we are earnest about replicating UMP's successes in Hong Kong while carefully assessing market conditions and local consumer needs. In Mainland China, we are establishing outpatient services in partnership with the local government and community stakeholders. This method gives us unique insights into local market dynamics and cultural nuances while mitigating risks and exploring new growth opportunities. Working closely with local entities allows us to modify our services to better match the needs of the community, thereby strengthening our market position.

In addition, we have expanded our cross-boundary services in collaboration with insurance firms, allowing cashless transactions via the UMP Network in Mainland China. This strategic decision improves our patients' convenience and strengthens our business competitiveness. By integrating with existing insurance frameworks, we expand our accessibility and attractiveness, ensuring that we remain a top choice for healthcare services across borders.

擁抱「UMP+」及未來醫療保健創新趨勢

發展「UMP+」品牌體現了我們推進價值醫療的決心，透過個性化的全方位護理，讓患者能在健康管理上扮演主動的角色。推廣預防醫學和生活方式介入措施不僅能改善個人健康成果，更能強化本集團業務，確保我們可持續增長，同時積極促進公眾健康。

就策略而言，UMP+與新興醫療趨勢相符，為我們的商業模式增添了重要價值。價值醫療服務將關注的重心從數量轉移至品質，確保可衡量的成果及患者滿意度。這種方式建立患者對我們的信任，並鞏固我們與企業客戶的合作關係，提升在市場上的競爭優勢。此外，UMP+針對消費者市場較具財政能力的族群，創造更多增加收入的機會。

重視合作夥伴的發展策略

我們的發展策略一直以來著重於建立可靠的合作夥伴關係，利用業內及在地的專業知識來擴展服務組合。

我們以審慎及有條不紊的態度，仔細評估其他市場狀況和當地消費者的需要，用心將聯合醫務在香港的成功經驗複製。在中國內地，我們與當地政府及社區持份者合作建立門診服務。這種方法為我們對當地市場動態和文化細節帶來獨特見解，同時緩減風險，並能探索新的增長機遇。我們與當地機構緊密合作調整服務內容，使其更符合社區的需求，從而鞏固我們的市場地位。

此外，我們與保險公司合作擴展跨境服務，允許在中國內地透過聯合醫務網絡進行免找數交易。這項策略性決定除了更方便患者外，也鞏固我們的業務競爭力。我們透過整合現有保險框架，提升了可及性和吸引力，確保我們繼續成為跨境醫療服務的首選。

CO-CEOs' REPORT 聯席行政總裁報告

One of our most valued partnerships is with the Hong Kong Government, through which we aim to deliver quality primary care and promote preventive medicine within the community. Our unwavering commitment to the public-private partnership enhances access to essential healthcare services, contributing to a healthier population. By aligning with government initiatives that bolster public health, we strengthen our mission and business model, fostering trust and engagement while driving sustainable income through increased patient participation.

Our commitment to the Hong Kong market remains strong as we seek to collaborate with practitioners, specialists, and surgeon group who share our common goal. We continue to nurture our relationships with partners and network providers, demonstrating our dedication to supporting them through the market opportunities and challenges we share. During the reporting period, we adjusted the penalty amount for one of our subsidiaries when it fell short of its profit guarantee in recognition of the impact of COVID-19 epidemic. With the support of the Board, this choice reflects our adherence to both short-term income and sustainable profit, underlining the value of long-term win-win partnerships.

Looking Ahead

In closing, we reaffirm our steadfast commitment to providing accessible, high-quality healthcare to our patients. We are cautiously optimistic about UMP's growth prospects in Hong Kong, Macau, the Greater Bay Area, and Mainland China. Our ability to adapt to the evolving needs of our communities positions us favorably for expansion.

The lessons learned from the COVID-19 pandemic reinforce the importance of agility in our decision-making. Our strategic initiatives and investments equip us to address these challenges effectively, paving the way for a resilient future for UMP and those we serve. Our gradual expansion into the Mainland exemplifies our dedication to making measured, purposeful choices that align with our long-term vision.

香港政府是我們其中一個最重要的合作夥伴，以提供優質的基層醫療服務，並在社區內推廣預防醫學。我們致力於公私營協作，令基本醫療保健服務可觸及更多人，從而促進人口健康。我們與政府公共健康措施並行，強化了本身的使命和商業模式，培養信任、促進互動，同時透過推動患者參與，帶來可持續收入。

我們依然致力於香港市場，並尋求與擁有共同目標的執業醫生、專科醫生及外科醫療團隊合作。我們繼續培養與合作夥伴及網絡供應者之間的關係，以示我們對彼等全心全意的支持，時時共享機遇、共渡時艱。在報告期間，我們旗下一間附屬公司未達到其利潤保證，我們了解新冠疫情對其之影響，而選擇調整罰款金額。承蒙董事會支持，此選擇反映了我們既重視短期收入，亦重視可持續利潤，突顯了長期雙贏合作關係的價值。

展望未來

總括而言，我們重申堅定承諾，為病患提供方便的優質醫療保健服務。我們對聯合醫務在香港、澳門、大灣區以至中國內地的增長前景審慎樂觀。我們具備應對社群需求變化的能力，有利我們擴展業務。

我們從新冠疫情中汲取教訓，再次強調決策時當機立斷的重要性。我們的策略性措施及投資使我們能夠有效應付這些挑戰，為聯合醫務和服務對象強韌有力的未來鋪路。我們逐步擴展至內地，足證我們已下定決心，作出週詳、目標清晰及與長期願景一致的選擇。

CO-CEOs' REPORT 聯席行政總裁報告

As we push forward on our journey to be the provider platform of choice, we recognize the challenges that have affected our doctors and employees. The management appreciates the dedication shown by the team during this difficult economic environment and is aware of their hopes and aspirations. The management team remains committed to recognizing and valuing contributions at every level. By addressing internal challenges with intention, we aim to strengthen confidence among our stakeholders.

We express our gratitude to our Board and shareholders for their continuous support and unwavering confidence as we strive to achieve our ambitious objectives. Together, we are poised to navigate the current landscape and emerge more resilient, aligning our actions with our long-term vision for success.

我們正邁向成為首選醫療提供者平台的路上，同時留意到對醫生和僱員構成影響的挑戰。管理層感謝團隊在此艱困的經濟環境中所表現出的奉獻精神，並了解彼等的希望與抱負。管理團隊肯定並重視各階層的貢獻。我們著力應對內部挑戰，加強各持份者的信心。

我們對董事會及股東在邁向宏大目標的路上持續支持與不懈信任表示謝意。透過並肩作戰，我們已準備好在當前的環境中乘風破浪，脫穎而出，以行動實現長期願景，從而邁向成功。

Michael SUN 孫文堅

Vice-Chairman & Co-CEO 副主席兼聯席行政總裁

Jacquen KWOK 郭卓君

Co-CEO 聯席行政總裁

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUR BUSINESS

UMP's business scope consists of the following business lines:

1. Hong Kong & Macau Corporate Healthcare Solution Services

Our Hong Kong and Macau corporate healthcare solution services refer to the business of designing and administrating healthcare benefits plans and solutions tailored for contract clients in the region. The extension of third party administration (“TPA”) service (including hotline and pre-approval services) to our insurance company clients is an important offering among UMP's corporate healthcare solutions. UMP aims to provide convenient, reliable, coordinated, comprehensive and affordable healthcare services through the well-established and multi-specialties UMP Network. As at 30 June 2024, the UMP Network comprises over 1,000 points of services located across Hong Kong and Macau.

The Group's Contract Customers comprise (i) insurance companies, which enter into contracts with the Group for healthcare services for their policyholders or employees of their policyholders and (ii) corporations, which enter into contracts with the Group for healthcare services for their employees and/or their dependants. When designing healthcare benefits plans, the Group collaborates closely with the Contract Customers and designs and refines corporate healthcare benefits plans, with each plan tailored to each customer's needs based on factors such as industry or occupational health-related concerns, scope of healthcare benefits desired, employee demographic as well as their budget.

我們的業務

聯合醫務的業務範疇包括以下業務線：

1. 香港及澳門企業醫療保健解決方案服務

我們的香港及澳門企業醫療保健解決方案服務，是為此地區的合約客戶設計和管理度身訂制的醫療保健福利計劃和解決方案的業務。為我們的保險公司客戶提供第三方管理服務（包括熱線及預先批核服務），是聯合醫務企業醫療保健解決方案的重要一環。集團通過完善的多專科UMP網絡，提供便捷、可靠、協調、全面且價格實惠的醫療保健服務。截至2024年6月30日，UMP網絡在香港及澳門擁有超過1,000個服務點。

本集團的合約客戶包括(i)保險公司，即與本集團簽訂合約，為其保單持有人或保單持有人的僱員提供醫療保健服務的保險公司；及(ii)企業，即與本集團簽訂合約，為其僱員及／或其僱員家屬提供醫療保健服務的企業。在設計醫療保健福利計劃時，本集團與合約客戶密切合作，設計及完善企業醫療保健福利計劃，並根據行業或有關的職業健康問題、所需醫療福利的範圍、僱員特徵及其預算開支等因素，針對每一客戶的需求提供度身定製的計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

2. Hong Kong & Macau Clinical Healthcare Services

UMP provides medical and dental services, medical imaging and laboratory services and other auxiliary medical services to Self-paid Patients. For medical services, UMP provides (i) general practice services, which serves as the first point of contact for the patients and (ii) specialist services covering more than 20 different specialties. For dental services, UMP provides both primary dental care and secondary dental care such as dental implants.

Medical imaging and laboratory services are an integral part of medical and healthcare. UMP, through its ProCare medical group, provides one-stop and comprehensive imaging and laboratory services. Equipped with many advanced imaging equipment and testing facilities including PET-CT, MRI, CT Scan, ultrasound, mammography and X-ray, we provide extensive and reliable medical diagnosis and laboratory services. UMP can provide a wide range of imaging and laboratory services at our own laboratory. During the year ended 30 June 2024, we have reorganized and consolidated certain medical and imaging centres. As at 30 June 2024, the Group invests and/or operates a total of 10 advanced imaging and laboratory centres, including its own registered laboratory, in Hong Kong.

For other auxiliary medical services, UMP provides services such as physiotherapy and vision care.

3. Mainland China Clinical Healthcare Services

Our Mainland China Clinical Healthcare Services currently consists of (i) health check-up business and (ii) selected outpatient services such as family medicine within the clinics we own and operate.

2. 香港及澳門臨床醫療保健服務

聯合醫務向自費患者提供醫療及牙科服務、醫學影像及化驗服務以及其他輔助醫療服務。醫療服務方面，聯合醫務提供(i)全科醫療服務，為患者的首個接觸點；及(ii)專科服務，覆蓋超過20個不同專科。牙科服務方面，聯合醫務提供基本牙科護理及第二層牙科護理(例如植牙)。

醫學影像及化驗服務是旗下業務的不可或缺組成部分。聯合醫務通過其普康醫療集團，提供一站式及全面的影像及化驗服務。我們備有各種先進的影像設備及測試設施，包括正電子電腦斷層掃描、磁力共振成像、電腦斷層掃描、超聲波、乳房造影及X光，提供廣泛而可靠的醫療診斷及化驗服務。聯合醫務可以在自置的化驗室提供廣泛的影像及化驗服務。於截至2024年6月30日止年度，我們重組及整合了若干醫療及影像中心。於2024年6月30日，本集團在香港共投資及／或經營10間先進的影像及化驗中心，包括其註冊化驗所。

其他輔助醫療服務方面，聯合醫務提供物理治療以及眼科護理等服務。

3. 中國內地臨床醫療保健服務

我們的中國內地臨床醫療保健服務目前包括(i)體檢業務；及(ii)在我們擁有及經營的診所內提供選定門診服務(如家庭醫學服務)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The following table sets out the revenue, operating profit and number of visits by our business lines for FY2024 and FY2023 for comparison:

下表載列我們於2024財政年度及2023財政年度的業務線收入、經營利潤及就診次數以供比較：

Revenue by business lines

按業務線劃分的收入

		Year ended 30 June			
		截至6月30日止年度			
		2024	2023	Increase/(decrease)	
		2024年	2023年	增加/(減少)	
		HK\$'000	HK\$'000	HK\$'000	%
		千港元	千港元	千港元	百分比
<i>Hong Kong & Macau:</i>	<i>香港及澳門：</i>				
Corporate Healthcare Solution Services	企業醫療保健解決方案服務	255,840	246,225	9,615	3.9%
Clinical Healthcare Services	臨床醫療保健服務	583,084	562,774	20,310	3.6%
<i>Mainland China:</i>	<i>中國內地：</i>				
Clinical Healthcare Services	臨床醫療保健服務	43,100	44,657	(1,557)	(3.5%)
Total revenue before elimination of inter-business lines sales	業務線間的銷售抵銷前的收入合計	882,024	853,656	28,368	3.3%
<i>Reconciliation:</i>	<i>調節：</i>				
Elimination of inter-business lines sales	業務線間銷售抵銷	(133,535)	(126,489)	(7,046)	5.6%
TOTAL REVENUE	總收入	748,489	727,167	21,322	2.9%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Operating profit by business lines

按業務線劃分的經營利潤

		Year ended 30 June 截至6月30日止年度			
		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元	Increase/(decrease) 增加/(減少) HK\$'000 千港元	% 百分比
<i>Hong Kong & Macau:</i>	<i>香港及澳門：</i>				
Corporate Healthcare Solution Services	企業醫療保健解決方案服務	39,568	45,004	(5,436)	(12.1%)
Clinical Healthcare Services	臨床醫療保健服務	17,230	32,037	(14,807)	(46.2%)
<i>Mainland China:</i>	<i>中國內地：</i>				
Clinical Healthcare Services	臨床醫療保健服務	13,724	16,793	(3,069)	(18.3%)
TOTAL OPERATING RESULTS	總經營業績	70,522	93,834	(23,312)	(24.8%)

Number of visits by business lines

按業務線劃分的就診次數

		Year ended 30 June 截至6月30日止年度		Increase/ (decrease)
		2024 2024年	2023 2023年	增加/ (減少)
Provision of corporate healthcare solution services in Hong Kong and Macau	於香港及澳門提供企業醫療保健解決方案服務	1,287,532	988,091	30.3%
Medical	醫療	1,262,193	963,928	30.9%
Dental	牙科	25,339	24,163	4.9%
Provision of clinical healthcare services in Hong Kong and Macau	於香港及澳門提供臨床醫療保健服務	228,850	253,528	(9.7%)
Medical	醫療	197,837	222,499	(11.1%)
Dental	牙科	31,013	31,029	(0.1%)
Mainland China Clinical Healthcare Services	中國內地臨床醫療保健服務	35,433	34,558	2.5%
TOTAL	合計	1,551,815	1,276,177	21.6%

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BUSINESS REVIEW

The healthcare landscape has significantly transformed in recent years, driven by evolving market dynamics and shifting consumer expectations. As we reflect on our business performance, it is essential to consider the broader context in which we operate. The aftermath of the COVID-19 pandemic has introduced both challenges and opportunities, particularly in Hong Kong, Macau, and Mainland China. We emphasize our dedication to sustainable growth and innovation as we address the operational performance across our various segments.

Hong Kong & Macau Corporate Healthcare Solution Services

In FY2024, our Corporate Healthcare Solution Services in Hong Kong and Macau achieved a commendable revenue increase of 3.9% despite facing a decline in operating profit of 12.1%. Importantly, we experienced a substantial 30.3% surge in user volume, demonstrating our capability to meet the growing demands of mid-range users effectively. Yet, the divergence in financial performance can be attributed to a few reasons.

The significant increase in user volume has resulted in heightened operational expenditures due to the expanded utilization of our contract business. This shift has compressed our margins as we strategically prioritize investments in staffing, service enhancement, and infrastructure to support our expanding customer base.

We have proactively broadened our medical network and bolstered our backend capacity to strengthen client retention. We are dedicated to delivering timely and effective client support by streamlining our processes and significantly improving response times to inquiries. This relentless focus on providing convenient, reliable, and comprehensive healthcare solutions is essential for addressing the tailored needs of our contract customers, including insurance companies and corporations.

Changes in service demand have necessitated adaptations in our offerings. Broader economic conditions, such as inflation and fluctuations in consumer spending, have made our contract clients more cautious and price-sensitive, influencing their purchasing decisions. Moreover, changes in our client mix, particularly a shift from higher-margin clients to those with more modest margins, have added pressure to the overall financial performance of our contract business.

業務回顧

近年來，在市場動態不斷演變和消費者期望轉變的推動下，醫療保健領域發生了重大的改變。在回顧我們的業務表現時，同時考慮營運所處的大環境非常重要。新型冠狀病毒疫情的餘波帶來的既有挑戰亦有機遇，尤其是在香港、澳門和中國內地更甚。我們審視各分部的營運表現時，尤其強調要堅持可持續增長和創新。

香港及澳門企業醫療保健解決方案服務

在2024財政年度，我們在香港及澳門的企業醫療保健解決方案服務收入錄得3.9%顯著增長，但經營利潤則下跌12.1%。值得注意的是，我們的用戶數量大幅增長30.3%，展現出我們有能力滿足中端用戶日益增長的需求。至於財務表現的差異，則可歸納為幾個原因。

由於合約業務用戶量大幅增加，帶動用戶使用量上升，導致經營開支增加。而且我們在策略上優先投資於人力資源、服務提升和基礎設施提升之上，以支援不斷增長的客戶群，也變相壓縮了我們的利潤率。

我們積極擴展醫療網絡，並提升後勤能力，以加強挽留客戶。我們致力於透過簡化流程和大幅改善查詢的回應時間，以提供及時有效的客戶支援。我們不懈地專注於提供方便、可靠且全面的醫療保健解決方案，對於滿足包括保險公司及企業等合約客戶度身訂制的需求至關重要。

服務需求瞬息萬變，使我們必須調整產品應對。大範圍的經濟狀況，例如通貨膨脹和消費者支出出現波動，使合約客戶變得更加謹慎和對價格敏感，均會影響其購買決定。此外，我們客戶組合的變化，特別是從高利潤客戶轉移到較低利潤客戶，也為我們合約業務整體財務表現帶來壓力。

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Our strategy is dedicated to refining corporate healthcare benefits plans that cater to industry-specific health concerns, desired benefits, employee demographics, and budgetary needs. We have built a robust and stable customer base by fostering extensive, long-term relationships with our customers and service providers. This approach positions us for sustainable growth in the corporate healthcare sector while ensuring we consistently deliver exceptional value to our clients.

To facilitate the Group's growth in Hong Kong and Macau Corporate Healthcare Solution Services, we invested in the following during the year under review:

(i) Provision of Cross-Boundary Medical Services for Insurance Scheme Members

We have developed robust cross-boundary medical services designed to meet the needs of insurance scheme members traveling between Hong Kong and mainland China. This initiative allows us to offer premium healthcare solutions through an extensive network of approximately 20 service points in key mainland cities, addressing the rising demand in the Greater Bay Area.

As a significant milestone, we signed a strategic partnership with AXA Hong Kong in late 2023, which serves as our first major user of these services. This collaboration enables AXA customers traveling between Hong Kong and mainland China to access convenient cashless medical services at designated clinics, enhancing their overall healthcare experience. With increasing service points on the Mainland, UMP is well-positioned to meet the healthcare demands of an expanding customer base that maximizes revenue potential.

我們所奉行的策略乃致力於完善企業醫療保健福利計劃，能滿足特定行業特有的健康問題、福利偏好、僱員特徵及預算需求。我們透過與客戶及服務供應商建立廣泛且持久的關係，以建立強大且穩定的客戶基礎。此舉令我們在企業醫療保健領域持續成長，同時確保我們能為客戶持續提供卓越的價值。

為促進集團在香港及澳門企業醫療保健解決方案服務領域的發展，我們在回顧年度內投資了以下項目：

(i) 為保險計劃成員提供跨境醫療服務

我們開發了強大的跨境醫療服務，旨在滿足保險計劃成員往返香港與中國內地的需要。這項措施讓我們能夠透過在內地主要城市約20個服務點的龐大網絡，提供優質的醫療保健解決方案，滿足大灣區日益增長的需求。

我們於2023年底與AXA安盛香港簽訂協議成為戰略合作夥伴，彼成為我們各項服務的首位主要使用者，成為一個重要的里程碑。此項合作讓往返香港與中國內地的AXA客戶，能在指定診所獲得免找數服務，提升其整體醫療體驗。隨著內地的服務點不斷增加，聯合醫務已為滿足不斷擴大的客戶群對醫療保健的需求做好準備，令收益潛力得以最大發揮。

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(ii) Partnership Development for TPA service in China

We are initiating partnerships with companies in China to expand our TPA services in the region. By leveraging our medical network management expertise, we attract partners interested in enhancing their healthcare offerings to cross-boundary users.

The TPA service model holds significant business value as it streamlines healthcare administration, ensuring efficient access to our extensive medical network. This approach improves service delivery for clients and positions us to gradually increase service volume as demand grows in the Chinese market. These collaborations will create new business opportunities, driving revenue growth for our corporate healthcare solutions business.

Hong Kong & Macau Clinical Healthcare Services

In the past year, our Clinical Healthcare Services in Hong Kong and Macau reported a revenue increase of 3.6%, while operating profit saw a significant decline of 46.2%. This stark contrast can be attributed to higher costs for staffing, medical supplies, and facility maintenance. As we strive to maintain high standards of care, these rising costs have outpaced our revenue growth, leading to a compression of profit margins.

The broader economic environment has been critical in shaping patient behavior and demand for healthcare services. The economic downturn has reduced discretionary spending and increased consumer financial caution. As a result, many patients have deferred elective procedures and routine visits, negatively impacting our overall patient volumes and, consequently, our operating profit.

Increased competition in the healthcare sector has led to downward pressure on service prices. We have had to adjust our pricing strategies to attract and retain patients, further eroding our margins. While maintaining competitive pricing is essential for market positioning, it also necessitates careful management to ensure that profitability does not suffer as a result.

Variability in patient volume has also contributed to the decline in operating profit. Seasonal trends, public health concerns, and economic factors have led to fluctuations in the number of patients seeking care. These fluctuations can result in the underutilization of resources, further impacting operational efficiency and profitability.

(ii) 在中國發展第三方管理服務的合作夥伴

我們正尋求將第三方管理服務拓展至中國內地，並利用我們在醫療網絡管理方面的專業知識，吸引有興趣加強為跨境用戶提供醫療保健服務的中國內地企業成為合作夥伴。

第三方管理服務模式甚具商業價值，因為其簡化了醫療行政手續，確保能高效便捷地使用我們廣泛的醫療網絡。此模式亦完善了為客戶所提供的服務，並使我們能夠隨著中國市場需求的增長逐步增加服務量。這些合作將開啟新的商機，推動我們企業醫療保健解決方案業務的收入增長。

香港及澳門臨床醫療保健服務

過去一年，集團旗下香港及澳門的臨床醫療保健服務錄得3.6%的收入增長，但經營利潤大幅下跌46.2%。如此強烈的對比，主要受員工、醫療用品及設施保養的成本上升所致。由於我們致力維持高水準的醫療服務，使這些成本漲幅超過收入增長，導致利潤率被壓縮。

大範圍的經濟環境也影響到患者行為及對醫療保健服務的需求。經濟下行令可自由支配的花費減少，並令消費者對財務更為小心謹慎。因此，許多患者延遲了選擇性手術和日常門診，對我們的整體求診量而及至經營利潤造成負面影響。

醫療保健行業競爭加劇，導致服務價格承受下調壓力。我們不得不調整定價策略以吸引並留住患者，進一步侵蝕我們的利潤率。雖然維持具競爭力的定價對於市場定位非常重要，但也必須小心管理，以確保盈利能力不會因此受損。

求診量的變化也是導致營運利潤下降的原因之一。季節性趨勢、公共衛生問題和經濟因素導致求診人數波動。此等波動會導致資源使用量不足，進一步影響經營效率和盈利能力。

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Addressing these challenges will require a multi-faceted approach, including cost control measures, strategic marketing initiatives to boost patient volume, and carefully evaluating pricing strategies to balance competitiveness with profitability.

Financial performance reflects both the challenges and opportunities within our service offerings. In particular:

- In our medical sector, general practice (GP) services experienced a slight increase of 7.3% in revenue. However, the volume of Immigration Medical Examinations (IME) adjusted downward, resulting in a drop of over 30% in its contribution to the overall revenue. On a positive note, specialist practice (SP) revenue increased by 20%, indicating strong demand and the fact that UMP remains the chosen provider in this area.
- The dental sector has a mild drop of 7% in revenue while a slightly increase of 1% in number of visits. It has been obvious to the local dental care market that it encountered challenges due to shifts in living patterns and changing demand for complex dental care services. As more patients seek advanced dental treatments in Shenzhen, we must carefully navigate this evolving landscape. We are actively adjusting our operational efficiency to ensure we maintain our profit contributions amid these changes. Maintaining a strong relationship with our patient base is crucial, and we are committed to providing quality care that meets their needs, even in a competitive environment.
- Our imaging centers have ramped up operations significantly, resulting in increased revenue of 13%. This growth is especially important given the competitive market, where margin pressures are prevalent. Our investment in advanced technology in previous years has enhanced our diagnostic capabilities and improved patient throughput. While the depreciation of capital expenditures poses a challenge, we are confident that our strategic investments will yield positive contributions in the long run. By continuously optimizing our processes and expanding our service offerings, we aim to solidify our position in the imaging sector, ensuring that we meet the growing demand for high-quality diagnostic services.

應對這些挑戰需要採取多方面的方法，包括成本控制措施、提高求診人次的策略性行銷計劃，以及仔細評估定價策略，以平衡競爭力與盈利能力。

財務表現反映出我們的服務同時面臨挑戰與機遇。特別是以下各項：

- 在門診分部中，普通科服務的收入輕微增長7.3%。然而，移民體檢的用量下調，導致其對整體收入的貢獻減少超過30%。從正面的角度來看，專科醫療的收入增加20%，顯示需求強勁，而且聯合醫務仍是此一領域的首選服務提供者。
- 牙科分部的收入輕微下降7%，而就診人次則微升1%。由於生活模式的轉變和對牙科進階治療服務需求的變化，本港牙科醫療市場顯然正面對挑戰。隨著越來越多患者到深圳尋求進階的牙科治療，我們必須小心應對不斷變化的形勢。我們正積極調整經營效率，以確保在這些變化中保持利潤貢獻。與患者維持良好關係至關重要，即使在競爭激烈的環境中，我們仍致力提供滿足患者需求的優質醫療服務。
- 影像中心業務營運迅速提升，使收入增加13%。考慮到因為市場競爭激烈使利潤普遍受壓，使這種增長十分重要。我們過去幾年在先進技術上的投資，增強了我們的診斷能力，並提高了患者周轉量。雖然資本開支的折舊帶來挑戰，但我們相信策略性投資將帶來長遠正面的貢獻。透過持續改善流程和擴大服務範圍，我們期望可以鞏固在影像市場的地位，確保滿足對高品質診斷服務不斷增長的需求。

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(i) Commencement of Business of New Medical and Imaging Centre in Causeway Bay

Our medical imaging brand, “ProCare Medical Imaging,” has relocated its Causeway Bay center and expanded to a service area of about 5,500 sq. ft. at Lee Garden Two, where we join forces with Adventist Health as they provide outpatient medical services on the same floor.

Equipped with advanced technologies, the centre addresses the increasing demand for diagnostic imaging, appealing to a broader patient base. Our partnership with Adventist Medical Centre enhances referral networks, facilitating seamless patient experiences and potentially driving higher volumes. As healthcare technology needs evolve, particularly in oncology and cardiology, this centre positions us well in a competitive market. Its strategic location is intended to attract patients with better spending power and a need for convenience and quality, resulting in increased service consumption and income.

(ii) Development of the Brand “UMP+” for Premium Services

Establishing the “UMP+” brand marks a strategic expansion beyond our existing medical centre chain, focusing on preventive and lifestyle medicine. This initiative is designed to cater specifically to individuals who are willing and able to take proactive steps for their health, thereby addressing a growing market segment.

We have expanded from a single centre in Central to three strategic locations in Causeway Bay and Tsim Sha Tsui. These UMP+ centres are conveniently situated near ProCare medical imaging centres, facilitating immediate access to a range of imaging services. Offering services such as health checks, general practice, and specialist care, we anticipate that such offerings will drive traffic and business to our adjacent imaging centres, creating a synergistic effect that maximizes revenue potential.

Additionally, these UMP+ centres serve as key touchpoints for corporate clients and their selected members, providing a premium environment and value-added services. This approach enhances user experience and strengthens our contract business by positioning us as a preferred provider for corporate health programs. By delivering a high-quality service experience, we can foster loyalty and long-term relationships with these clients.

(i) 銅鑼灣新醫療及影像中心開始營業

我們的醫學影像品牌「ProCare普康醫學影像」的銅鑼灣門診中心已遷往利園二期，並擴充至約5,500平方呎的服務面積，與港安攜手在同一樓層提供門診醫療服務。

中心配備先進的技術，可滿足日益增加的影像診斷需求，吸引更多廣泛的患者群。我們與港安醫療中心的合作關係強化了轉介網絡，促進了無縫的患者體驗，並有機會提高求診量。隨著醫療科技需求的發展，特別是腫瘤科和心臟科的需求，中心使我們在競爭激烈的市場中處於有利地位，其策略地理位置旨在吸引消費能力較強、要求便利性和品質的患者，從而增加服務消費和收入。

(ii) 發展「UMP+」品牌高端服務

建立「UMP+」品牌標誌著我們在現有醫療中心連鎖店以外的擴展策略，專注於預防醫學和生活方式醫學。因應越來越多人有意向及能力選擇更積極的個人健康管理，此品牌發展將能夠迎合該市場分部的需求。

我們已從位於中環的單一中心擴展至銅鑼灣和尖沙咀共三個策略性位置。這些UMP+中心均毗鄰ProCare醫學影像中心，方便即時使用各種影像服務。中心提供健康檢查、普通科及專科等服務，預計將帶動鄰近影像中心的用量及營業額，創造協同效應，令收益潛力最大化。

此外，這些UMP+中心也是企業客戶及其特選會員的重要接觸點，為他們提供會所式環境與增值服務。此舉可提升用戶體驗，並使我們成為企業健康計劃的首選服務提供者，加強我們的合約業務。透過提供高品質的服務體驗，我們可以深化客戶的忠誠度和長期關係。

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(iii) Development of Chinese Medicine Services

After conducting extensive market research, customer surveys, and business analysis, we recognized a rising demand for Traditional Chinese Medicine (TCM) and its potential to create synergies within our group. As a key player in the healthcare market, we established our UMP-branded TCM center located in Jordan, Kowloon, adjacent to our general practice, specialist, and imaging centers. This strategic placement facilitates interaction and cross-referrals among services, enhancing the overall patient experience and operational efficiency.

In support of this initiative, we signed a Memorandum of Understanding with Hong Kong Baptist University (HKBU) for collaborative research in integrative medicine. This partnership will enhance our capability to provide holistic healthcare solutions that leverage the strengths of both medical traditions.

The new UMP Chinese Medicine Centre commenced operations in July 2024, following its preparation during the fourth quarter of FY2024. This development expands our service offerings and benefits our corporate scheme users, who can access comprehensive care seamlessly, ensuring a more cohesive treatment approach. We anticipate that integrating TCM with our existing services will significantly contribute to the group's overall growth and strengthen our market position.

(iv) Dermatology Business and HK\$18M Profit Assurance Initiative

In July 2024, we announced that we have concluded a settlement deed for a profit guarantee shortfall receivable amounted to HK\$18 million related to our dermatology specialty business, SkinCentral. This receivable is part of our strategic initiative to enhance our dermatological service delivery and operational performance. Since carrying value of such profit guarantee financial assets have been confirmed and valued as at 30 June 2024, the Group has recognised a gain of profit guarantee.

(iii) 發展中醫服務

經過全面的市場研究、客戶調查及業務分析後，我們留意到對中醫的需求正與日俱增，而且有潛力在本集團內產生協同效應。作為醫療市場的主要參與者，我們在九龍佐敦建立了聯合醫務品牌的中醫藥中心，毗鄰我們的普通科、專科及影像中心。此一策略性位置促進了各項服務間的互動及交互轉介，提升了整體的患者體驗和營運效率。

為了支持這項計劃，我們與香港浸會大學簽訂了合作研究整合醫學的諒解備忘錄。這項合作關係將充分利用兩種醫學傳統的優勢，加強我們提供整全醫療保健解決方案的能力。

新的聯合醫務中醫藥中心於2024財政年度第四季度完成籌備工作，並於2024年7月開始營運。這項發展擴大了我們的服務範圍，並惠及我們的企業計劃用戶，使其得到無縫、全面和協調的治療和照顧。我們預期，將中醫與我們現有的服務結合，將大大有助於集團的整體增長，並鞏固我們的市場地位。

(iv) 皮膚科業務及1,800萬港元的保證溢利方案

於2024年7月，我們公告已就有關皮膚專科業務「SkinCentral」的應收保證溢利短欠付款，簽訂1,800萬港元的結算契據。此項應收款項乃增強皮膚科服務及經營表現的策略性舉措之一。該保證溢利金融資產的賬面值已於2024年6月30日予以確認及估值，故此本集團已確認溢利保證收入。

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The settlement deed recognizes SkinCentral's expertise in dermatology, which is vital for our medical service development. The shortfall was primarily due to pandemic-related circumstances beyond the control of the management of SkinCentral, making the adjusted shortfall payment a fair decision that supports our overall business interests, and in UMP's and its shareholders' best financial interests.

By offering a discount to SkinCentral, we incentivize early payments and strengthen our long-term relationship, which is crucial for ongoing specialty business growth. This proactive approach ensures the financial liquidity and positions us to capitalize on future opportunities in the dermatology market.

As we prioritize collaboration with SkinCentral, we aim to leverage their contributions to our dermatology services. With an improving landscape for medical services post-pandemic, this strategic adjustment preserves our business prospects and drives our commitment to delivering high-quality care, ultimately benefiting our patients and stakeholders.

Mainland China Clinical Healthcare Services

Our clinical operations in Mainland China saw a decrease in revenue of 3.5% and a decline in operating profit of 18.3%. The market conditions following COVID-19 pandemic have played a significant role in these changes. One notable factor is the decrease in the number of Chinese immigrants and students abroad after 2023, which has impacted the overall demand for healthcare services.

該協議契據肯定SkinCentral在皮膚專科方面的專業對我們的醫療服務發展甚為重要。短欠主要是由於疫情相關狀況造成，非善肌管理層所能控制，因此調整後的短欠付款屬公平決定，符合我們整體商業利益，也符合聯合醫務及其股東的最佳財務利益。

透過提供折扣予SkinCentral，我們激勵其盡早付款並保持友好長期關係，此舉對持續的專科業務成長至關重要。這種積極主動的方式確保我們的資金周轉，並讓我們能把握皮膚科市場未來的商機。

我們優先考慮與SkinCentral的合作，目的是充分利用他們對我們皮膚科服務的貢獻。隨著疫情過後醫療服務環境的改善，這項策略性調整將維護我們的業務前景，並推動我們提供高品質醫療服務的承諾，最終使患者和持份者受惠。

中國內地臨床醫療保健服務

我們在中國內地的臨床業務收入減少3.5%，經營利潤下降18.3%。此等變化主要受新冠疫情後的市況影響，可見因素包括2023年後中國移民及留學生人數減少，影響了醫療保健服務的整體需求。

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Despite these financial shifts, the number of visits remains stable, which suggests a consistent demand for our services. Our medical service teams in Mainland China strongly emphasize providing distinguished, top-quality healthcare check-up services and selected outpatient family medical services in major cities such as Beijing, Shanghai, Guangzhou, and Shenzhen.

We are currently expanding our presence in the Greater Bay Area (GBA) through strategic partnerships with local authority organizations. The private healthcare market in China has immense growth potential, fueled by the growing demand for high-quality healthcare services and the expanding middle class.

As we continue to grow, we are adopting a strategic approach, emphasizing maintaining high standards and a positive reputation rather than simply focusing on the quantity of our locations. We are committed to creating a sustainable and profitable business that prioritizes the well-being of our patients and ensures our success in the highly competitive private healthcare industry in China.

儘管財務有變，就診人次仍然保持穩定，表示市場對我們的服務有持續需求。我們在中國內地的醫療服務團隊在北京、上海、廣州和深圳等主要城市，專注提供與別不同的優質體檢服務及部分的家庭醫學門診服務。

目前，我們正通過與當地有關部門開展策略性合作，以拓展在大灣區的地位。持續增長的高品質醫療服務需求，及越來越多的中產階層，驅動中國內地私營醫療市場巨大的增長潛力。

隨著我們不斷發展，我們將採取策略性的方法，不僅僅追求據點的數量，更強調維持高標準和良好聲譽。我們致力於創建一個可持續且盈利的業務，優先考慮患者的福祉，以確保我們在競爭激烈的中國內地私營醫療行業中取得成功。

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FINANCIAL REVIEW

FY2024 compared to FY2023

Revenue

During FY2024, we primarily generated revenue from (i) the provision of corporate healthcare solutions to Contract Customers in Hong Kong and Macau, (ii) the provision of clinical healthcare services to Self-paid Patients in Hong Kong and Macau and (iii) the provision of clinical healthcare services in Mainland China.

During the period under review, the Group reported a total revenue of approximately HK\$748.5 million, represented an increase of 2.9% as compared to that of FY2023. Such increase was mainly attributable to the increase in revenue from corporate healthcare solutions business and our clinical medical services especially increase in revenue contribution from those newly launched imaging centres in past 1 year.

Professional Services Expenses

Professional services expenses is one of the key operating expense which primarily comprise fees paid to Doctors, Dentists and Auxiliary Services Providers for Medical Services, Dental Services, medical imaging and laboratory services and Auxiliary Services rendered within the UMP Network, as well as fees paid to third party laboratories and medical imaging centres for services rendered to the Group.

Professional services expenses in FY2024 increased by approximately HK\$15.5 million, representing an increase of 6.1% as compared to that in FY2023. Professional services expenses maintained at 36.2% to the total revenue (FY2023: 35.1%). The increase in professional services expenses was in line with the business growth and the percentage of professional services expenses to the revenue was maintained at a reasonable range in respect of different medical services.

財務回顧

2024財政年度與2023財政年度比較

收入

於2024財政年度，我們的收入主要來自(i)於香港及澳門向合約客戶提供企業醫療保健解決方案；(ii)於香港及澳門向自費患者提供臨床醫療保健服務及(iii)於中國內地提供臨床醫療保健服務。

於回顧期間，本集團錄得總收入約748.5百萬元，較2023財政年度增加2.9%。該增加主要由於企業醫療保健解決方案業務及臨床醫療服務收入增加，尤其是過往一年新開張影像中心所貢獻的收入增加所致。

專業服務費用

專業服務費用乃主要經營開支之一，主要包括就醫生、牙醫及輔助服務提供者於UMP網絡內提供的醫療服務、牙科服務、醫學影像及化驗服務以及輔助服務而向其支付的費用，以及就第三方化驗及醫學影像中心向本集團提供的服務而向其支付的費用。

2024財政年度專業服務開支增加約15.5百萬元，較2023財政年度增加6.1%。專業服務開支維持於佔總收入的36.2%（2023財政年度：35.1%）。專業服務開支增加與業務增長一致，而不同醫療服務之專業服務開支佔總收入百分比維持在合理範圍內。

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Employee Benefit Expense

Employee benefit expense primarily comprise salaries and related costs, equity-settled share-based payment expense, as well as pension scheme contributions for nurses and administrative personnel, and also include those of the Directors and key management personnel.

Employee benefit expenses in FY2024 recorded an amount of approximately HK\$197.0 million, representing an increase of approximately HK\$17.2 million and 9.6% as compared to that in FY2023. Employee benefit expenses principally included staff costs for clinical medical service frontline staff and the corporate staff expenses. Employee benefit expenses represented at about 26.3% to the total revenue (FY2023: 24.7%). The increase in employee benefit expenses was in line with the business growth and the percentage of employee benefit expenses to the total revenue was maintained at a reasonable range.

Earning before Interest, Tax, Depreciation and Amortisation (“EBITDA”)

During the year ended 30 June 2024, including a one-off gain from profit guarantee amounted to HK\$18.0 million, the Group reported an EBITDA of approximately HK\$84.8 million, represented a decrease of 15.9% as compared to approximately HK\$100.9 million in FY2023. Excluding this one-off profit, the Group core business reported an EBITDA of approximately HK\$66.8 million, which represented a drop of 33.8%. Such drop in EBITDA was mainly attributable to (i) the drop of profit margins of certain corporate healthcare solutions; (ii) clinical medical services mix change; and (iii) the increase operating costs as a result of expansion of workforce for business development.

僱員福利開支

僱員福利開支主要包括護士及行政人員以及董事及主要管理人員的薪金及相關成本、以權益結算的股份支付開支以及退休金計劃供款。

2024財政年度僱員福利開支錄得約197.0百萬港元，較2023財政年度增加約17.2百萬港元及9.6%。僱員福利開支主要包括臨床醫療服務前線員工的員工成本以及企業員工開支。僱員福利開支佔總收入約26.3%（2023財政年度：24.7%）。僱員福利開支增加與業務增長一致，且僱員福利開支總收入百分比維持在合理範圍內。

未計利息、稅項、折舊及攤銷前的利潤（「EBITDA」）

於截至2024年6月30日止年度，連同溢利保證的一筆過利潤18.0百萬港元，本集團錄得EBITDA約84.8百萬港元，較2023財政年度約100.9百萬港元減少15.9%。撇除此一筆過利潤，本集團核心業務錄得EBITDA約66.8百萬港元，下跌33.8%。EBITDA出現此跌幅乃主要由於(i)若干企業醫療保健解決方案利潤率下跌；(ii)臨床醫療服務組合變動；及(iii)因業務發展而擴展人手導致經營成本增加所致。

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Depreciation and Amortisation

Depreciation and amortisation, which comprises of depreciation of the right-of-use assets and depreciation and amortisation of other non-current assets.

As a result of significant capital expenditure investment mainly relating to new medical imaging centres in mid of last financial year 2023, certain incremental depreciation charge has started to record in income statements for FY2024. In addition, relating to all these new centres and normal business development, we have newly entered certain new leases and/or renewed certain existing leases in FY2023 and FY2024. During the year under review, depreciation and amortisation charge increased significantly from approximately HK\$103.9 million in FY2023 to approximately HK\$113.8 million in FY2024, representing a jump of approximately HK\$9.9 million and 9.5%.

Other Expenses

Other expenses primarily comprise provision of impairment loss and general overhead expenses such as utilities, operating and other administrative expenses such as professional fees, repair and maintenance expenses incurred with respect to the Group's offices and medical equipment, printing expenses and bank charges.

Other expenses in FY2024 recorded an amount of approximately HK\$81.6 million, representing an increase of approximately HK\$7.6 million and 10.3% as compared to that in FY2023. The increase was mainly attributable to a non-cash one-off write-off of other intangible assets. Other expenses represented at about 10.9% to the total revenue (FY2023: 10.2%). The percentage of other expenses to total revenue was maintained at a stable and reasonable range.

Net Profit

During the year ended 30 June 2024, the profit for the year 2024 reported approximately HK\$35.2 million (FY2023: HK\$55.7 million) represented a drop of approximately HK\$20.5 million, 36.8%. The drop in profit for the year was mainly attributable to the drop in operating margins, significant increase in depreciation and amortisation and write-off of other intangible assets, net of recognition of one-off profit from financial assets of profit guarantee.

折舊及攤銷

折舊及攤銷包括使用權資產折舊以及其他非流動資產之折舊及攤銷。

若干增量折舊費用因主要與2023財政年度中期新醫療影像中心有關的重大資本開支投資而開始記錄於2024財政年度的收入表中。此外，就所有這些新中心及正常業務發展而言，我們在2023財政年度及2024財政年度新簽訂了若干新租約及／或重續了若干現有租約。於回顧年度內，折舊及攤銷費用由2023財政年度約103.9百萬港元大幅增加至2024財政年度約113.8百萬港元，增幅約為9.9百萬港元及9.5%。

其他開支

其他開支主要包括減值虧損撥備及日常開銷，例如水電、經營及其他行政開支（例如專業費用、與本集團辦公室及醫療設備相關的維修及保養開支、印刷費及銀行收費）。

2024財政年度的其他開支錄得約81.6百萬港元，較2023財政年度上升約7.6百萬港元及10.3%。該上升主要由於非現金一筆過撇銷其他無形資產所致。其他開支佔總收入約10.9%（2023財政年度：10.2%）。其他開支佔總收入百分比維持在穩定合理的範圍內。

淨利潤

於截至2024年6月30日止年度，2024年錄得利潤約35.2百萬港元（2023財政年度：55.7百萬港元），下跌約20.5百萬港元、36.8%。年內利潤跌幅乃主要由於經營利潤率下跌、折舊及攤銷顯著上升以及撇銷其他無形資產所致，並扣除就保證溢利金融資產確認的一筆過利潤。

MANAGEMENT DISCUSSION AND ANALYSIS

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KEY FINANCIAL POSITION ITEMS

Right-of-use assets

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. The recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term.

As at 30 June 2024, the right-of-use assets recorded at approximately HK\$107.2 million (FY2023: HK\$107.9 million), the change in FY2024 was result from the additions of new lease amounted to approximately HK\$70.3 million net off to the depreciation charge of approximately HK\$71.0 million. As at 30 June 2024, the right-of-asset represented about 9.7% of the Group's total assets (FY2023: 9.6%).

Goodwill

Goodwill primarily represents the excess of the aggregate of the consideration over the fair value of the identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

As at 30 June 2024, the goodwill recorded at approximately HK\$164.2 million (FY2023: HK\$164.8 million), no significant change as compared to last year. As at 30 June 2024, the goodwill represented about 14.8% of the Group's total assets (FY2023: 14.7%).

Investments at fair value through other comprehensive income, financial assets at fair value through profit or loss and financial assets at amortised cost

Investments at fair value through other comprehensive income, financial assets at fair value through profit or loss and financial assets at amortised cost primarily represent unlisted equity investments at fair value, listed equity and debt investments at fair value and investment funds. Certain equity investments are designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

主要財務狀況項目

使用權資產

使用權資產按成本減去任何累計折舊和任何減值虧損後的金額計量，並就租賃負債的任何重新計量進行調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本以及在開始日期或之前已作出的租賃付款減已收到的任何租賃優惠。已確認的使用權資產以直線法按估計可使用年期和租期之較短者計提折舊。

於2024年6月30日，錄得使用權資產約107.2百萬港元（2023財政年度：107.9百萬港元），2024財政年度之變動乃由於增訂新租賃約70.3百萬港元扣除折舊支出約71.0百萬港元所致。於2024年6月30日，使用權資產佔本集團總資產約9.7%（2023財政年度：9.6%）。

商譽

商譽主要指總代價超出所收購可識別資產及所承擔負債公允價值的部分。初始確認後，商譽按照成本減任何累計減值虧損計量。

於2024年6月30日，錄得商譽約164.2百萬港元（2023財政年度：164.8百萬港元），與去年相比並無重大變動。於2024年6月30日，商譽佔本集團總資產約14.8%（2023財政年度：14.7%）。

按公允價值計入其他全面收入的投資、按公允價值計入損益的金融資產及按攤銷成本計量的金融資產

按公允價值計入其他全面收入的投資、按公允價值計入損益的金融資產及按攤銷成本計量的金融資產主要代表按公允價值計量的非上市股本投資、按公允價值計量的上市股本及債務投資及投資基金。若干股本投資已指定為按公允價值計入其他全面收入，原因為本集團認為有關投資屬策略性質。

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(i) Investments at fair value through other comprehensive income

As at 30 June 2024, the investments at fair value through other comprehensive income amounted to approximately HK\$30.5 million (FY2023: HK\$36.8 million), the change in FY2024 was resulted in (i) the reclassification of the Group's 13.5% equity investment in GBA Healthcare Group Limited ("GBA Healthcare") from interests in associate to investments at fair value through other comprehensive income due to change of significant influence to GBA Healthcare; and (ii) fair value change of the investment.

(ii) Financial assets at fair value through profit or loss

As at 30 June 2024, the financial assets at fair value through profit or loss amounted to approximately HK\$41.1 million (FY2023: HK\$29.4 million), the change in FY2024 was resulted in increase in investment and the fair value change during the year.

As at 30 June 2024, the total value of the investments at fair value through other comprehensive income and the financial assets at fair value through profit or loss represented about 6.5% of the Group's total assets (FY2023: 5.9%).

(i) 按公允價值計入其他全面收入的投資

於2024年6月30日，按公允價值計入其他全面收入的投資金額約30.5百萬港元（2023財政年度：36.8百萬港元），2024財政年度的變動乃由於(i)本集團於大灣區醫療集團有限公司（「大灣區醫療」）的重大影響力有變，使其於大灣區醫療的13.5%權益由聯營公司權益重新分類為按公允價值計入其他全面收入的投資；及(ii)該項投資公允價值變動所致。

(ii) 按公允價值計入損益的金融資產

於2024年6月30日，按公允價值計入損益的金融資產金額約41.1百萬港元（2023財政年度：29.4百萬港元），2024財政年度之變動乃由於年內投資增加及公允價值變動所致。

於2024年6月30日，按公允價值計入其他全面收入的投資及按公允價值計入損益的金融資產之總值佔本集團總資產約6.5%（2023財政年度：5.9%）。

LIQUIDITY AND FINANCIAL RESOURCES

流動資金及財務資源

		As at 30 June 於6月30日	
		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Current Assets	流動資產	489,083	495,524
Current Liabilities	流動負債	270,364	271,111
Net Current Assets	流動資產淨值	218,719	224,413
Current Ratio	流動比率	1.81	1.83

The Group's current ratio was 1.81 as at 30 June 2024 (30 June 2023: 1.83), reflecting a strong liquidity in its financial position. Working capital position of the Group remains strong.

於2024年6月30日，本集團的流動比率為1.81（2023年6月30日：1.83），反映其財務狀況的強大流動性。本集團的營運資金狀況仍然強勁。

MANAGEMENT DISCUSSION AND ANALYSIS

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The Group has historically funded its operations primarily by cash generated from operating activities. Upon the listing of the shares of the Company on the Stock Exchange, the Group intended to satisfy its liquidity requirements using a combination of cash generated from operating activities, net proceeds from the Global Offering and the net considerations received from the series of transactions. As of 30 June 2024, the Group had free cash and bank deposits of approximately HK\$253.3 million (30 June 2023: 289.1 million).

As of the date of this report, the Group did not have any bank borrowings or outstanding bank loans and did not enter into any bank loan facilities.

GEARING RATIO

The gearing ratio expressed as a percentage of loans from non-controlling shareholders of subsidiaries divided by consolidated total equity of the Group as at 30 June 2024 as about 7.0% (30 June 2023: 6.3%).

CAPITAL STRUCTURE

There has been no change in the capital structure of the Company during the year ended 30 June 2024. The capital of the Company comprises ordinary shares and other reserves.

SIGNIFICANT INVESTMENTS HELD

Save for the Investments at fair value through other comprehensive income, financial assets at fair value through profit or loss and financial assets at amortised cost held by the Group, as elaborated in further details in the section headed "FINANCIAL REVIEW" of this annual report, the Group did not hold any significant investment as at 30 June 2024.

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES AND ASSOCIATES

Save as disclosed in this report, there was no material acquisition or disposal of subsidiaries undertaken by the Group during FY2024.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this report, the Group did not have any specific future plan for material investments or capital assets as of 30 June 2024.

本集團過往主要透過經營活動所得現金支持其業務營運。本公司股份於聯交所上市後，本集團擬動用經營活動所得現金、全球發售所得款項淨額及一連串交易已收代價淨額來滿足其流動資金需求。於2024年6月30日，本集團的不受制約現金及銀行存款約為253.3百萬港元（2023年6月30日：289.1百萬港元）。

截至本報告日期，本集團並無任何銀行借款或未償還銀行貸款，亦無訂立任何銀行貸款融資。

資本負債比率

於2024年6月30日，以來自附屬公司非控股股東的貸款除以本集團綜合權益總額的百分比表示的資本負債比率約為7.0%（2023年6月30日：6.3%）。

資本結構

截至2024年6月30日止年度，本公司的資本結構並無變動。本公司的資本包括普通股及其他儲備。

持有的重大投資

除本集團持有的按公允價值計入其他全面收入的投資、按公允價值計入損益的金融資產及按攤銷成本計量的金融資產（詳見本報告「財務回顧」一節）外，本集團於2024年6月30日並無持有任何重大投資。

重大收購或出售附屬公司及聯營公司

除本報告披露者外，本集團於2024財政年度並無重大收購或出售附屬公司。

重大投資或資本資產的未來計劃

除本報告所披露者外，本集團於2024年6月30日並無任何重大投資或資本資產的具體未來計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL EXPENDITURE

The capital expenditure during the year was primarily related to deposits paid for and expenditures on additions of property, plant and equipment for the Group's Medical, Dental, and Auxiliary Services centres. For FY2024, the Group incurred capital expenditure in an aggregate amount of approximately HK\$57.2 million (FY2023: HK\$109.3 million).

INDEBTEDNESS

Contingent Liabilities

As at 30 June 2024, the Group did not have any material contingent liabilities.

Capital Commitment

As at 30 June 2024, the Group has material capital commitments of approximately HK\$3.9 million in relation to the acquisition of property, plant and equipment (FY2023: HK\$50.6 million).

TREASURY MANAGEMENT

The Group employs a conservative approach to cash management and risk control. To achieve better risk control and efficient fund management, the Group's treasury activities are centralised.

During FY2024, the Group's receipts were mainly denominated in Hong Kong dollars and Renminbi. Payments were mainly made in Hong Kong dollars and Renminbi. Cash was generally placed in short-term deposits denominated in Hong Kong dollars.

The objective of the Group's treasury policies is to minimise risks and exposures due to the fluctuations in foreign currency exchange rates and interest rates. The Group does not have any significant interest rate risk at present as the Group did not have any bank borrowings or outstanding bank loans and did not enter into any bank loan facilities.

資本開支

年內資本開支主要涉及為本集團的醫療、牙科及輔助服務中心添置物業、廠房及設備所支付的保證金及開支。於2024財政年度，本集團產生資本開支合共約57.2百萬港元（2023財政年度：109.3百萬港元）。

債務 或有負債

於2024年6月30日，本集團並無任何重大或有負債。

資本承擔

於2024年6月30日，本集團有關於購置物業、廠房及設備的重大資本承擔約3.9百萬港元（2023財政年度：50.6百萬港元）。

庫務管理

本集團在現金管理及風險控制方面以審慎穩健為先。為了實現更佳的風險控制及有效的資金管理，本集團集中進行庫務活動。

在2024財政年度，本集團的收款主要以港元及人民幣計值。付款主要以港元及人民幣作出。現金一般存作港元計值的短期存款。

本集團財務政策的目標是盡量減少因外幣匯率及利率波動而帶來的風險及敞口。由於本集團並無任何銀行借款或未償還銀行貸款，亦無訂立任何銀行貸款融資，本集團目前並無任何重大的利率風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

RISK MANAGEMENT

Foreign Currency Risk

During the reporting period, the Group undertook certain transactions in foreign currencies, which exposed the Group to foreign currency risk, primarily relating to the Renminbi against Hong Kong dollars.

The Group did not use any derivative contracts to hedge against its exposure to currency risk. The management manages the currency risk by closely monitoring the movement of the foreign currency rates and will consider hedging against significant foreign exchange exposure when the need arises.

Credit Risk

The credit risk of the Group's financial assets arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and concentrations of credit risk are managed by customer/counterparty.

PLEDGE OF ASSETS

As at 30 June 2024, the Group has pledged certain deposits with an aggregate carrying amount of HK\$2.8 million (30 June 2023: HK\$1.4 million) in connection with a surety bond issued by a bank in favour of respective independent third parties for potential disruption of Medical and Dental Services.

EMPLOYEE AND REMUNERATION POLICY

As at 30 June 2024, the Group had a total of 486 full-time employees (30 June 2023: 508 full-time employees). For FY2024, the staff cost (including Directors' remuneration in the form of salaries and other benefits) was approximately HK\$197.0 million (FY2023: HK\$179.8 million).

風險管理

外匯風險

於報告期內，本集團進行了若干外幣交易，令本集團承擔外匯風險，主要與人民幣兌港元有關。

本集團並無使用任何衍生工具合約來對沖其貨幣風險。管理層通過密切留意外幣匯率的走向管理貨幣風險，並在需要時會考慮對沖重大外匯風險。

信貸風險

本集團金融資產的信貸風險源自交易對手違約，最大風險相等於有關工具的賬面值。

本集團僅與認可及信譽可靠的第三方進行買賣。本集團之政策為所有有意按信貸條款進行買賣之客戶均須接受信貸審核程序。此外，本集團持續監控應收款項結餘，集中信貸風險由客戶／交易方管理。

資產抵押

於2024年6月30日，本集團已抵押若干賬面總值合共2.8百萬港元（2023年6月30日：1.4百萬港元）的存款，乃涉及由一間銀行就潛在醫療及牙科服務干擾而向有關獨立第三方發出的履約保證。

僱員及薪酬政策

於2024年6月30日，本集團共有486名全職僱員（2023年6月30日：508名全職僱員）。於2024財政年度，員工成本（包括以薪金及其他福利形式發放的董事薪酬）約為197.0百萬港元（2023財政年度：179.8百萬港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group ensures that the pay levels of its employees are competitive and employees are rewarded on a performance-related basis, together with reference to the profitability of the Group, prevailing remuneration benchmarks in the industry, and market conditions within the general framework of the Group's remuneration system.

In addition, the Company also adopted the 2023 Share Option Scheme on 24 November 2023, where eligible persons are entitled to subscribe for the Shares for their contribution to the Group. The Company has not granted any share options under the 2023 Share Option Scheme since its adoption. The Post-IPO Share Option Scheme was terminated on 24 November 2023. As at 30 June 2024, there were 12,700,000 share options under the Post-IPO Share Option Scheme remained outstanding. Under the Post-IPO Share Option Scheme, 13,040,000 share options were lapsed or forfeited and no share options were granted or exercised during FY2024.

The Company has also adopted the Share Award Scheme to provide an incentive and reward to selected participants for their contribution or potential contribution to the Group. During FY2024, 1,665,000 awarded shares were granted and 865,000 awarded shares were vested under the Share Award Scheme, with 100,000 awarded shares were forfeited.

The remuneration of the Directors are reviewed by the Remuneration Committee and approved by the Board, according to the relevant Director's experience, responsibility, workload and the time devoted to the Group, the Company's operating results and comparable market statistics.

FINAL DIVIDEND

The directors proposed the payment of a final dividend of HK2.00 cents per Share for FY2024 (FY2023: HK3.00 cents), subject to the approval of the Shareholders at the 2024 AGM. Such proposed dividend is expected to be distributed on Friday, 10 January 2025 to the Shareholders whose names appear on the register of members of the Company on Friday, 13 December 2024.

本集團確保其僱員的薪金水平具競爭力，僱員按工作表現基準獲得獎勵，且經參考本集團的盈利能力、行業內現行的薪酬基準以及本集團薪酬體系整體框架內的市場狀況。

此外，本公司亦於2023年11月24日採納2023年購股權計劃，而合資格人士因彼等對本集團作出貢獻而有權認購股份。本公司自採納2023年購股權計劃起概無據此授出任何購股權。首次公開發售後購股權計劃已於2023年11月24日終止。於2024年6月30日，首次公開發售後購股權計劃下的12,700,000份購股權仍未行使。於2024財政年度，首次公開發售後購股權計劃下的13,040,000份購股權已失效或沒收而概無該計劃下的購股權獲授出或行使。

本公司亦採納股份獎勵計劃，以就選定參與者對本集團作出貢獻或潛在貢獻而向彼等提供獎勵及回報。於2024財政年度，1,665,000股獎勵股份及865,000股獎勵股份已經根據股份獎勵計劃分別授出及歸屬，100,000股獎勵股份已經被沒收。

董事薪酬由薪酬委員會檢討並由董事會批准，乃根據相關董事的經驗、職責、工作量及於本集團投放的時間、本公司的經營業績及可資比較市場數據決定。

末期股息

董事建議派發2024財政年度之末期股息為每股2.00港仙（2023財政年度：3.00港仙），惟須待股東於2024年股東週年大會上批准，方可作實。該項建議股息預期於2025年1月10日（星期五）向於2024年12月13日（星期五）名列本公司股東名冊的股東派付。



OUR VISION & MISSION

我們的願景和使命

To be your trusted healthcare partner
to provide comprehensive, diversified and
coordinated care for everyone

成為值得信賴的醫療保健夥伴
為每個人提供全面、多元化、貼心的護理

OUR VALUES

我們的價值觀



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

1. ABOUT THE REPORT

Report Overview

This Environmental, Social and Governance Report (the “Report” or the “ESG Report”) provides an overview of the initiatives, plans and performance of UMP Healthcare Holdings Limited (the “Company”, “UMP”, the “Group” or “We”, together with its subsidiaries) in Environmental, Social and Governance (“ESG”) and demonstrates its commitment to sustainable development. UMP’s fundamental goal in ESG is to foster sustainable development that aligns with our corporate objectives while addressing the needs of the environment, society, and economy. We recognize that ESG issues represent significant enterprise risks that can impact our returns.

The Board highlights integrating ESG objectives into our daily operations improving our sustainability performance. Our strategy includes evaluating, prioritizing, and managing material ESG-related issues to ensure our corporate actions align with environmental and social interests.

To enhance our reporting, we conducted a materiality survey among stakeholders this year, refining our assessment through measurement systems, external ratings, and stakeholder feedback. Our primary challenge remains balancing economic growth with environmental sustainability.

Reporting Framework

This Report has been prepared in accordance with the ESG Reporting Guide as set out in the Appendix C2 of the listing rules of the Hong Kong Exchanges and Clearing Limited (“HKEX”).

Reporting Scope

This Report covers UMP’s ESG management approach and performance for the period from 1 July 2023 to 30 June 2024 (“Reporting Period” or “FY2024”), aligning with the reporting period of our financial year. The information set out in this ESG Report aims to provide key ESG information and data relevant to our operations. Unless otherwise specified, the contents reported cover our operations in Mainland China, Hong Kong and Macau. Environmental data only covers our operations in Hong Kong as the relevant figures for our operations in Mainland China and Macau are considered relatively insignificant to the Group.

1. 關於本報告

報告概述

本環境、社會及管治報告（「報告」或「環境、社會及管治報告」）概述聯合醫務集團有限公司（「本公司」、「聯合醫務」、「本集團」或「我們」，連同其附屬公司）在環境、社會及管治方面的舉措、計劃及績效，並展示其對可持續發展的承諾。聯合醫務在環境、社會及管治方面的根本目標是促進符合我們企業目標的可持續發展，同時滿足環境、社會及經濟的需求。我們意識到環境、社會及管治議題可帶來重大的企業風險，並可能影響我們的回報。

董事會強調將環境、社會及管治目標融入我們的日常營運，以改善我們的可持續發展表現。我們的策略包括評估、優先處理及管理重大的環境、社會及管治相關議題，以確保我們的企業行動符合環境及社會利益。

為加強我們的匯報工作，我們今年對持份者進行重要性調查，通過計量制度、外部評分及持份者回饋來完善我們的評估。我們的首要挑戰依然是在經濟成長與環境可持續發展之間取得平衡。

報告框架

本報告乃根據香港交易及結算所有限公司（「港交所」）上市規則附錄C2所載的環境、社會及管治報告指引編製。

匯報範圍

本報告涵蓋聯合醫務於2023年7月1日至2024年6月30日期間（「報告期間」或「2024財政年度」）的環境、社會及管治管理方針及表現，與我們的財政年度報告期一致。本環境、社會及管治報告所載資料旨在提供與我們營運有關的主要環境、社會及管治資料及數據。除另有指明外，所匯報的內容涵蓋我們於中國內地、香港及澳門的營運。環境數據僅涵蓋我們於香港的業務，因為我們中國內地及澳門業務的相關數據對本集團而言影響較小。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Reporting Principles

The Report follows the Reporting Principles stipulated in the HKEX ESG Reporting Guide as follows:

匯報原則

本報告按港交所環境、社會及管治報告指引中訂明的匯報原則如下：

Materiality 重要性	A materiality assessment was conducted to identify material issues during the Reporting Period, thereby adopting the confirmed material issues as the focus for the preparation of this ESG Report. The materiality of issues was reviewed and confirmed by the Board. Please refer to the sections headed “Stakeholder Engagement” for further details. 於報告期間進行了重要性評估，以識別重要議題，從而以該等經確認的重要議題作為編製本環境、社會及管治報告的重心。董事會已審閱並確認各項議題的重要性。進一步詳情請參閱「持份者參與」一節。
Quantitative 量化	The Group discloses KPIs in quantitative terms for evaluation of the Group’s ESG performance. Supplementary notes are added along with quantitative data disclosed in this ESG Report to explain any standards, methodologies, and source of conversion factors used during the calculation of emissions and energy consumption. 本集團以量化方式披露關鍵績效指標，以評估本集團的環境、社會及管治表現。本環境、社會及管治報告中披露的量化數據已添加補充說明，以解釋於計算排放量及能源消耗時所用的任何標準、方法及轉換因子的來源。
Balance 平衡	The ESG Report impartially describes the Group’s performance in order to provide a balanced overview for the reader of this Report. 環境、社會及管治報告不偏不倚地描述本集團的表現，以便為本報告的讀者提供一個平衡的概覽。
Consistency 一致性	The approach adopted for the preparation of this ESG Report was substantially consistent with the previous year, and explanations were provided regarding data with changes in the scope of disclosure and calculation methodologies. 本環境、社會及管治報告採用的編製方法與上一年度基本一致，並對披露範圍及計算方法的數據變動進行了解釋。

Information relating to the Group’s corporate governance practices can be found in the Corporate Governance Report of its Annual Report.

有關本集團企業管治常規的資料，可參閱年報中的「企業管治報告」。

Forward-looking Statements

This ESG Report contains forward-looking statements which are based on the current expectations, estimations, projections, beliefs, and assumptions of the Group about the businesses and the markets in which it operates. These forward-looking statements are not guarantees of future performance and are subject to market risks, uncertainties, and factors beyond the control of the Group. Therefore, actual outcomes may differ from the assumptions made and the statements contained in this ESG Report.

前瞻性陳述

本環境、社會及管治報告包含前瞻性陳述，該等陳述乃基於本集團目前對其經營的業務及經營所在的市場的預期、估計、預測、信念及假設。該等前瞻性陳述並非未來表現的保證，且受市場風險、不確定因素及本集團無法控制的因素影響。因此，實際結果可能與本環境、社會及管治報告中所作的假設及陳述有所不同。

Opinion and Feedback

We expect that our ESG approach will continue to develop, in line with the evolving global sustainability issues and stakeholder expectations. Your feedback on the ESG Report is welcomed for the ongoing improvement of our ESG performance. Should you have any enquiries or suggestions, please feel free to contact us by emailing to ir@ump.com.hk.

意見及反饋

我們預期我們的環境、社會及管治方針將持續進步，以符合瞬息萬變的全球可持續發展議題及持份者期望。歡迎閣下對環境、社會及管治報告提出意見，使我們能夠持續改善我們的環境、社會及管治表現。閣下如有任何疑問或建議，歡迎隨時發送電子郵件至 ir@ump.com.hk 與我們聯繫。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

2. SUSTAINABILITY FRAMEWORK

Our ESG Approach

As a healthcare company, UMP recognises the interconnectedness of climate, economies, societies, supply chains, and lives. We address sustainability challenges by focusing on four areas: maintaining patient trust, creating a harmonious working environment, safeguarding the planet, and enhancing communities. We are committed to sustainable innovation and actively support 10 United Nations Sustainable Development Goals (SDGs) for a better future.

2. 可持續發展框架

我們的環境、社會及管治方針

作為一家醫療服務公司，聯合醫務深明氣候、經濟、社會、供應鏈與人們的生活息息相關。我們在應對可持續發展挑戰上重點關注以下四個領域：維護病人信任、創造和諧的工作環境、保護地球以及改善社區。我們致力創新可持續發展解決方案，同時積極支持10項聯合國可持續發展目標，以創造更美好的未來。



Enhancing Communities

改善社區

- We believe in giving back to the communities we serve. By engaging in community outreach and support initiatives, we aim to improve health outcomes and overall quality of life, fostering stronger, healthier communities.
- We provide accessible healthcare services to underserved populations and support initiatives that address health disparities, such as the free 3D Mammograms Program and discounted charges for those with low income or financial difficulties.
- We support health education programs about preventive and lifestyle medicine, and collaborate with local organizations to promote community health and well-being.
- 我們相信回饋社區的精神。透過參與社區外展及支援活動，我們的目標是改善健康成果及整體生活品質，促進更強大、更健康的社區。
- 我們為弱勢群體提供可及的醫療服務，支持解決健康差距的倡議，例如為低收入或有經濟困難人士提供低價或免費服務。
- 我們支持預防醫療和生活方式醫學的健康教育計劃，並與地區組織合作推動社區健康與福祉。



Creating a Harmonious Working Environment

創造和諧的工作環境

- The well-being of our people encompasses a wide range of considerations, involving attention to physical, social, mental, and psychological aspects, with the goals of fostering happiness and cultivating human potential.
- We promote equal opportunities for all staff and ensure a zero-tolerance policy for discrimination.
- We provide fair wages and address pay equity, support professional development, and foster a healthy and inclusive workplace for all employees.
- We take steps to ensure the safety of the working environment.
- 僱員福祉包含多方面考量，其涉及對身體、社交、精神及心理等各方面的關注，並以培養幸福感及人類潛能為目標。
- 我們致力促進所有員工機會平等，並確保零容忍歧視政策。
- 我們提供合理和公平的薪酬，支持專業發展，並促進健康及充滿包容的工作環境。
- 我們採取步驟確保安全的工作環境。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告



Maintaining Trust of Our Patients

維護病人信任

- We prioritize patient trust through effective governance and uphold high ethical standards to ensure we always act responsibly.
- Integrity guides our interactions with stakeholders, and feedback and complaint mechanisms are in place to ensure their voices are heard.
- We train our workforce to deliver safe and quality services.
- We make an effective contribution to improving public health and health risks.
- Implement ethical guidelines and complaint mechanisms that empower patients and ensure their voices are heard.
- 我們透過有效的管治，以維護患者的信任。我們秉持高道德標準，確保我們負責任行事。
- 我們本著誠信與持份者互動溝通，設立反饋投訴機制，確保他們的意見被聽取。
- 我們培訓員工提供安全及優質的服務。
- 我們為改善公共衛生和健康風險作出有效的貢獻。
- 實施維護患者權益的道德標準及申訴機制，確保他們的意見被聽取。



Safeguarding the Planet

保護地球

- We recognise that our planet urgently needs radical and lasting action to protect our communities, businesses and the natural environment from the damaging effects of climate change.
- We harness technology for improved healthcare delivery and patient outcomes, and invest in research and development for medical advancement and innovation.
- We implement sustainable practices in service delivery, reduce waste and resource consumption through digitalization, and utilize environmentally friendly medical supplies.
- We collaborate with organizations, governments, and stakeholders to promote sustainable healthcare practices, knowledge sharing, and expertise exchange.
- 我們肯定我們迫切需要採取具有根本性和持久性的行動，以保護我們的社區、企業及自然環境免受氣候變化的破壞性影響。
- 我們利用科技改善醫療保健服務及療效，並投資於研發工作，以推進醫學進步及創新。
- 我們在提供服務的過程中實施可持續做法，透過數碼化減少廢物和資源消耗，並利用環保醫療用品。
- 我們與組織、政府及持份者合作，推動可持續的醫療保健實踐、分享知識及交流專業技術。



Used-clothes recycling program to encourage staff to adopt eco-friendly practices
舊衣回收活動鼓勵員工踐行環保



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Major Awards and Recognitions

獎項與成就



“Caring Company 2023/2024” by HKCSS
香港社會服務聯會
《商界展關懷》2023/2024



“Mental Health Friendly Organisation” of Mental Health
Workplace Charter
精神健康職場約章
《精神健康友善機構》



“Hong Kong Smoke-free Leading Company Awards 2023”
《香港無煙領先企業大獎2023》



“Joyful @ Healthy Workplace” by Department of Health
衛生署《好心情@健康工作間》

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“Health Partner Awards 2023” by ETNet
經濟通《健康同行夥伴大獎2023》



“SportsHour Company Scheme Recognised Company”
by InspiringHK Sports Foundation
凝動香港體育基金《企業「一」起動》嘉許企業



“01 Gold Medal Awards 2023 – Outstanding Medical Group”
by HK01
香港01《01企業金勳大獎2023－傑出醫療集團》



“Listed Company Awards Of Excellence 2023”
by Hong Kong Economic Journal
信報《上市公司卓越大獎2023》

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Stakeholder Engagement

Stakeholder engagement helps us advance sustainable development. We value stakeholder trust and work with them on important ESG issues. Our business processes must interact and communicate with stakeholders to meet their requirements and expectations. Below are the key communication channels with our stakeholders:

持份者參與

持份者參與有助我們推進可持續發展。我們重視持份者的信任，並與彼等齊心協力處理重要的環境、社會及管治議題。我們在業務過程中必須與持份者互動溝通，方可符合彼等的要求及期望。以下是我們與持份者的主要溝通渠道：

<p>Investors 投資者</p> <ul style="list-style-type: none"> Annual and other general meetings 週年及其他股東大會 Annual and interim reports 年度及中期報告 Circulars and announcements 通函及公告 Company website 公司網站 	<p>Customers 客戶</p> <ul style="list-style-type: none"> UMP Service Point app 「UMP服務點」應用程式 Customer hotline 客戶熱線 Feedback surveys 意見調查 Websites and social media channels 網站及社交媒體頻道 	<p>Suppliers and contractors 供應商及承包商</p> <ul style="list-style-type: none"> Supplier review and rating system 供應商評估及評分系統 Regular communication 定期溝通
<p>Employees 僱員</p> <ul style="list-style-type: none"> Training and teambuilding activities 培訓及團隊建設活動 Grievance mechanism 申訴機制 Company intranet 公司內聯網 	<p>Government and regulatory authorities 政府及監管機構</p> <ul style="list-style-type: none"> Meetings with officials 與官員開會 Email and circulars 電郵及通告 Response to inquiries 回應查詢 	<p>Community 社區</p> <ul style="list-style-type: none"> Cooperation with social enterprises 與社會企業合作 Health education and community services 健康教育及社區服務 ESG Report 環境、社會及管治報告



Annual General Meeting 2023
2023年股東週年大會

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Materiality Assessment

Material issues in this Report refer to what may have a significant impact on the Group's business operations or have an actual impact on stakeholders. To identify and prioritise these issues, the Group conducts a materiality assessment every year, presenting the findings in the form of a materiality matrix.

重要性評估

本報告中所指的重要議題是指可能對本集團的業務營運造成重大影響或對持份者造成實際影響的議題。為了識別該等議題並排定優先處理的次序，本集團每年均進行重要性評估，並以矩陣圖的形式呈現重要性評估結果。

Materiality Matrix of UMP in FY2024
2024財政年度聯合醫務的重要性矩陣圖



Environment 環境	Social 社會	Governance 管治
① Climate Change 氣候變化	⑧ Employee Care 關懷僱員	⑮ Technology Innovation 科技創新
② Non-Hazardous Waste Management 無害廢棄物管理	⑨ Occupational Health and Safety 職業健康與安全	⑯ Data Protection and Privacy 資料保護及私隱
③ Medical Waste Management 醫療廢棄物管理	⑩ Labour Standards 勞工準則	⑰ Supply Chain Management 供應鏈管理
④ Energy Management 能源管理	⑪ Development and Training 發展及培訓	⑱ Business Ethics 商業道德
⑤ Environment Protection 保護環境	⑫ Service Quality and Safety 服務質素和安全	
⑥ Resources Management 資源管理	⑬ Accessibility to Health Care 醫療保健的可及性	
⑦ Packaging Materials 包裝材料	⑭ Community Contributions 貢獻社區	

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3. THE ESG GOVERNANCE STRUCTURE

Board Statement

The Board takes overall responsibility for the Group's ESG strategy, overseeing the development of the approach, execution and associated reporting. The Board discusses the Group's progress against its ESG ambitions and reviews key topics such as sustainability objectives, climate risks and opportunities, patient experience and employee sentiment. The Board is regularly updated with the latest ESG matters, including public health concerns, energy policy, patient rights and employee well-being. Board members receive ESG-related training as part of their induction and ongoing development. They seek out further opportunities to build their skills and experience in this area. The Board sets strategies, priorities, initiatives, goals, and targets, and oversees the sustainability performance of the Group.

Compliance with ESG-related Regulations

The Board is committed to complying with relevant laws and regulations that pertain to our business operations, including the registration and licensing of clinics, processing of radioactive substances and apparatuses, clinical waste treatment, marketing and promotion of healthcare products and services, possession and distribution of drugs, and the protection of customer and patient privacy.

3. 環境、社會及管治架構

董事會聲明

董事會全面負責本集團的環境、社會及管治策略，監督方針的制定、執行及相關報告。董事會討論本集團在實現其環境、社會及管治目標方面的進展，並審視可持續發展目標、氣候風險與機會、患者體驗及僱員情緒等重要議題。董事會定期學習最新的環境、社會及管治事宜，包括公共衛生問題、能源政策、患者權益及僱員福利。董事會成員接受有關環境、社會及管治的培訓，作為彼等履職及持續發展的一部分。彼等會尋求更多機會來增進其在此領域的技能及經驗。董事會訂立策略、優先處理的次序、措施、目標及指標，並監督本集團的可持續發展表現。

遵守環境、社會及管治規例

董事會致力遵守與我們業務營運相關的法律及法規，包括診所註冊及牌照、放射性物質及儀器的處理、醫療廢棄物的處理、醫療保健產品及服務的營銷及推廣、藥物的管有及分銷，以及客戶及患者私隱的保護等。

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ESG Working Group

The Group has established the ESG Working Group (“Working Group”). This Working Group comprises core members from the Group and is responsible for collecting relevant information for preparing ESG Reports. The Working Group reports to the Board and assists in identifying and evaluating the Group’s ESG risks and opportunities. Below are the responsibilities of the Working Group:

- Has an overarching role in supporting the Board on matters of sustainability; overseeing the identification of material ESG issues, implementation of sustainability initiatives, reviewing the related policies and practices and assessing and making recommendations on governance, strategy, planning, and risks
- Evaluates sustainability performance and progress made against sustainability targets
- Identifies sustainability-related risks and opportunities within core business units
- Ensures sustainability measures are effectively executed
- Provides feedback to the Board on sustainability-related achievements and progress

環境、社會及管治工作小組

集團已成立環境、社會及管治工作小組（「工作小組」）。該工作小組由集團的核心成員組成，負責收集相關資訊以準備環境、社會及管治報告。工作小組向董事會報告，並協助識別和評估集團的環境、社會及管治風險和機會。以下是工作小組的職責：

- 在可持續發展事宜上擔當全方位支援董事會的角色；監督對重大的環境、社會及管治議題的識別工作、落實可持續發展措施、檢討相關政策及實踐，以及評估有關管治、策略、規劃及風險並提出建議
- 評估可持續發展表現以及在實現可持續發展目標方面取得的進展
- 識別核心業務單位內與可持續發展相關的風險和機遇
- 確保可持續發展措施的有效執行
- 就可持續發展相關的成就及進展向董事會提供反饋意見

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4. ENHANCING COMMUNITY

We have a long-standing commitment to support the communities in which we operate. We aim to provide people with the skills and knowledge to thrive in the post-pandemic environment, and transition to a sustainable future.

Community Engagement

Our mission is to offer trusted and affordable services to individuals from all walks of life. We aim to go beyond providing our patients with healthcare services but also promote public health within the communities we serve. We hold ourselves to the highest standards of quality and strive to make a positive impact on the overall well-being of those we cater to.

Access to healthcare is a fundamental component of a healthy society that promotes health equity. It ensures that everyone has equal opportunities to receive proper medical care, regardless of their socioeconomic status, race, or gender. By improving accessibility to healthcare, we can also achieve significant cost savings for both individuals and society as a whole.

In FY2024, we devoted over HK\$600,000 to various charities focused on education, health, and the environment.



Dr. YK Sun mentoring HKUMed students in the Professionalism in Practice programme
孫耀江醫生在專業實踐計劃中指導香港大學醫科生

4. 改善社區

我們長遠致力支持我們營運所在的社區。我們矢志提供技能及知識，讓大眾在疫情後繁榮昌盛，並邁向可持續的未來。

社區參與

我們的使命是為各個社會階層的个人提供值得信賴及可負擔的服務。我們的目標不僅是為患者提供醫療保健服務，還要促進我們所服務社區的公共衛生。我們堅持最高的質量標準，並努力為我們所服務對象的整體福祉帶來正面影響。

在一個健康社會裡，人人享有醫療保健是促進健康公平的基本要素。健康公平是確保任何人均有平等機會獲得適當的醫療護理，無論其社會經濟地位、種族或性別如何。通過改善醫療保健的可及性，我們亦能夠為個人及整個社會節省大量成本。

於2024財政年度，我們捐贈超過600,000港元至多個教育、健康及環境慈善團體。



“Medical Service Career Seminar” for CDIA’s Y-WE Programme
《Y-WE我才有用青少年工作體驗計劃》醫療服務就業分享講座

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“Carnival cum Run for Heart 2023”
《世界心臟日2023健心跑》暨心臟健康嘉年華



“The 9th Clearwater Bay and Country Club Charity Golf”
by HKACS
《第九屆香港防癌會慈善高爾夫球賽》



“Radiant Care for Healthy Breasts”
《女士•乳•健康計劃》



“Walk for Diabetes 2023”
《糖尿健步行2023》

Carnival cum Run for Heart 2023

At the Carnival cum Run for Heart event, UMP participated in the run and made donations to the Hong Kong College of Cardiology. This event supports global efforts against heart disease and stroke, uniting over 200 member organisations worldwide.

The 9th Clearwater Bay and Country Club Charity Golf

At the 9th Clearwater Bay Golf & Country Club Charity Golf event, co-hosted with the Hong Kong Anti-Cancer Society, UMP contributed donations to support cancer patients facing financial hardships.

Radiant Care for Healthy Breasts

UMP and Caritas Hong Kong have collaborated to provide complimentary 3D mammograms to 100 low-income women. This initiative aims to offer crucial breast health screenings to individuals who may lack access to such services.

世界心臟日2023健心跑暨心臟健康嘉年華

聯合醫務參與健心跑暨心臟健康嘉年華活動，並向香港心臟專科學院作出捐款。這項活動在聯合全球超過200個會員機構，共同為對抗心臟病及中風出一分力。

第九屆香港防癌會慈善高爾夫球賽

聯合醫務與香港防癌會於清水灣鄉村俱樂部合辦第九屆香港防癌會慈善高爾夫球賽，並為活動作出捐款，以支持癌症患者對抗逆境。

《女士•乳•健康計劃》

聯合醫務與香港明愛合作，為100名低收入婦女免費提供3D乳房X光造影檢查服務。這項計劃旨在為未必能獲得此類服務的人士提供重要的乳房健康篩查。

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5. CREATING A HARMONIOUS WORKING ENVIRONMENT

UMP recognises that human resources are its most valuable asset and a fundamental source of competitive advantage, forming the foundation for its sustainable development. As a result, the Group is dedicated to enhancing its employment policies to attract, nurture, and retain talented individuals. It upholds a people-oriented approach, valuing and safeguarding the legitimate rights and interests of all employees, while implementing effective labor management practices to ensure their occupational health and safety. During the Reporting Period, the Group was not aware of any material non-compliance with any relevant laws and regulations in relation to compensation and dismissal, recruitment, and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare, that would have a significant impact on the Group.

5. 創造和諧的工作環境

聯合醫務深明人力資源是其最寶貴的資產，是其競爭優勢的核心源泉，亦是其可持續發展的根基。因此，本集團致力加強其僱傭政策，以吸引、培育及挽留優秀人才。本集團堅持以人為本，重視並保障所有僱員的合法權益，同時實施有效的勞動管理常規，確保僱員的職業健康與安全。於報告期間，本集團並不知悉任何違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利等對本集團有重大影響的相關法律及規例的情況。



Annual Dinner 2023 for Hong Kong and Macau teams
香港及澳門2023週年晚宴



New Year celebration dinner for Mainland China teams
中國內地團隊新年慶祝晚宴



Gratitude to the healthcare team on "International Nurses Day"
藉「國際護士日」向醫護同事致意

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Summary of Workforce by Categories

按類別劃分員工概覽

Categories 類別		FY2024 2024財政年度		FY2023 2023財政年度	
Number of Employees 僱員數目					
Total 總計		551	100%	580	100%
By Gender 按性別	Female 女性	440	79.9%	461	79.5%
	Male 男性	111	20.1%	119	20.5%
By Employment Level 按僱傭級別	General level 基層	377	68.4%	385	66.4%
	Middle level 中級	136	24.7%	151	26.0%
	Senior level 高級	38	6.9%	44	7.6%
By Age Group 按年齡組別	Below 30 30歲以下	114	20.7%	142	24.5%
	30 – 40 30-40歲	210	38.1%	188	32.4%
	41 – 50 41-50歲	105	19.1%	114	19.7%
	Above 50 50歲以上	122	22.1%	136	23.4%
By Geographic Region 按地區	Hong Kong 香港	443	80.4%	489	84.3%
	Mainland China 中國內地	102	18.5%	85	14.7%
	Macau 澳門	6	1.1%	6	1.0%
By Employee Type 按僱傭類型	Full Time 全職	486	88.2%	508	87.6%
	Part Time 兼職	65	11.8%	72	12.4%

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Talent Attraction and Retention

We put great emphasis on attracting and retaining talent. We recruit the best talent via multiple hiring channels and offer competitive remuneration with a wide range of benefits. Employee performance and remuneration are periodically reviewed based on an individual's overall contributions and market conditions, to ensure we are able to motivate colleagues in a way that is authentic to our culture and values. Our aim is to offer just and favourable conditions of work including the right to reasonable working hours, fair working conditions and pay.

In addition, we encourage internal promotion to offer extra opportunities for employees to develop their full potential. Our approach will help colleagues have clarity on performance expectations, awareness of development opportunities and access to resources. In FY2024, our employee turnover was 49.87%.

人才吸引及挽留

我們非常重視吸引及挽留人才。我們通過多種招聘渠道招募最優秀的人才，並提供具競爭力的薪酬及各種福利。我們根據個人的整體貢獻及市場狀況，定期評核僱員的表現及薪酬，以確保我們能夠以符合公司文化及價值觀的方式激勵同事。我們的目標是提供公正且良好的工作條件，包括合理的工作時間、公平的工作條件及薪資。

此外，我們鼓勵內部晉升，為僱員提供更多機會充分發揮潛能。我們的做法將有助同事了解對其工作表現的期望、認識發展機會以及獲得資源。於2024財政年度，我們的僱員流失率為49.87%。

Summary of Employee Turnover Rate ¹

員工流失率¹概覽

Categories 類別		FY2024 2024財政年度	FY2023 2023財政年度
By Gender 按性別	Female 女性	49%	49%
	Male 男性	53%	46%
By Age Group 按年齡組別	Below 30 30歲以下	49%	65%
	30 – 40 30-40歲	44%	46%
	41 – 50 41-50歲	44%	48%
	Above 50 50歲以上	64%	37%
By Geographical Region 按地區	Hong Kong 香港	60%	57%
	China 中國內地	3%	6%
	Macau 澳門	0%	0%

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Fair Employment

Our Employment Policy provides guidance on respecting and promoting equal opportunity. The Policy states our commitment to offer equal opportunities to job candidates, equal remuneration for men and women for work of equal value, and mandates the need for a harassment and discrimination-free environment. We have established objective performance indicators for annual performance evaluation. The supervisor will engage with the employee on a two-way communication to discuss his/her performance for advancement. Employees regularly receive feedback for their work performance and capabilities to make progress and enhance team competitiveness.

We only allow reasonable and substantiated terminations of employment. Dismissals, when required, are based on reasonable and lawful grounds supported by policies and are conducted in accordance with applicable laws and regulations. Prior verbal or written warnings will be issued to provide a fair opportunity to employees for improvement.

Prevention of Child Labour and Forced Labour

We adhere to relevant statutory requirements and strictly prohibit all forms of forced labour and child labour. During the recruitment process, the Human Resources Department will verify the applicant's identity documents and ensure that they have reached the minimum age for employment. The Group stipulates the working days and rest time for employees in the employment contract to eliminate forced labour, and carefully monitor the employee working hours and schedules to ensure they work voluntarily and freely. When overtime is required, employees are properly compensated as required by law.

Managers are responsible for ensuring compliance with the Group's policies to eliminate human trafficking and modern slavery by raising concerns on abnormal work conditions or behaviours. If any child labour or forced labour is found, the Group will immediately stop all work of the identified child labour or forced labour. Follow-up investigations will be conducted to find out the reasons and modify the employment management measures to rectify the loopholes.

公平就業

我們的僱傭政策就尊重及促進平等機會提供指引。我們於該政策中承諾為求職者提供平等機會，實現男女同工同酬，並規定必須創造一個無騷擾及歧視的環境。我們為年度績效評估制定客觀績效指標。主管與下屬會進行雙向溝通，討論僱員績效以助其進步。僱員定期聽取有關其工作表現及能力的反饋，以取得進步並加強團隊的競爭力。

我們只會容許在合理及有充分理據的情況下作出解僱。倘若有必要作出解僱，其必須是基於合理、合法及獲政策支持的理由，並根據適用的法律及法規作出。我們會事先向僱員發出口頭或書面警告，讓彼等有公平的機會進行改善。

防止童工及強制勞工

我們遵守相關的法定要求，嚴格禁止任何形式的強制勞工及童工。在招聘過程中，人力資源部會核實應徵者的身份證明文件，並確保彼等已達到最低就業年齡。本集團在僱傭合約中訂明僱員的工作日及休息時間，以杜絕強制勞工，並仔細監督僱員的工作時間及安排，確保彼等乃自願及自由地工作。需要加班時，僱員可依法獲得適當補償。

經理有責任提出對異常工作條件或行為的疑慮，以杜絕人口販運及現代奴役，從而確保本集團的政策獲得遵守。倘若發現任何童工或強制勞工的情況，本集團會立即停止所有已查明屬實的童工或強制勞工。後續將會進行調查，以找出原因及修改僱傭管理措施，糾正漏洞。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the Reporting Period, the Group was not aware of any material non-compliance with any relevant laws and regulations in relation to compensation and dismissal, recruitment, and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare, that would have a significant impact on the Group.

Other Employee Benefits

To motivate employees to support our goals, we offer competitive remuneration and merit bonuses, including share options and share awards schemes. Staff benefits include comprehensive medical insurance, employment compensation insurance, directors' and officers' liability insurance and mandatory provident fund for employees. Employees are also entitled to annual leave, maternity leave, paternity leave, marriage leave and examination leave.

To encourage work-life balance and ensure well-being among employees, the Group has clear policies outlining overtime working arrangements. We are devoted to creating career development opportunities and fostering unified spirit amongst employees across the Group.

於報告期間，本集團並不知悉任何違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利等對本集團有重大影響的相關法律及規例的情況。

其他僱員福利

為鼓勵僱員支持我們的目標，我們提供具競爭力的薪酬及績效花紅，包括購股權及股份獎勵計劃。員工福利包括綜合醫療保險、僱員補償保險、董事及行政人員責任保險及為僱員而設的強制性公積金。僱員亦可享有年假、產假、侍產假、婚姻假及考試假。

為鼓勵工作與生活平衡並確保僱員身心健康，本集團已明確制定關於加班工作安排的 policy。我們竭力為僱員創造事業發展機會，並培養集團上下團結一心的精神。



Personal and family 個人及家庭

- Annual leave
年假
- Paid sick leave
有薪病假
- Marriage leave
婚假
- Maternity leave
產假
- Paternity leave
侍產假



Retirement planning 退休規劃

- MPF contribution
強積金供款



Insurance 保險

- Out-patient medical insurance
門診醫療保險
- Director and officers' liability insurance
董事及高級職員責任保險
- Employment compensation insurance
僱員補償保險



Others 其他

- Share options and share award scheme
購股權及股份獎勵計劃
- Staff festive celebrations
員工節日慶祝活動

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Employee benefits are reviewed annually to reflect performance and contributions, as well as to maintain parity with market trends.

Investing in People

We aim to build a dynamic environment where our colleagues can develop skills and undertake experiences that help them fulfil their potential. Our human capital management strategy places priority on equipping our people with continuing education and personal development opportunities. New employees receive orientation training to familiarise themselves with our values, strategy, purpose and corporate culture. For existing employees, a number of training programmes, including in-house seminars, training workshops and talks, are provided to facilitate continuous improvement in their technical capabilities and personal development.

As the way we work and the way we learn has changed, driven by the adoption of hybrid work styles and digital capabilities, we use a range of resources to help colleagues take ownership of their development and career, including knowledge sharing of online resources. In FY2024, 78.04% of our employees received training, with an average internal training hour of 0.99 hour.

僱員福利乃每年檢討一次，以反映績效及貢獻，以及為了與市場趨勢保持一致。

人才投資

我們的目標是建立一個充滿活力的環境，讓同事能夠發展技能及獲得經驗，幫助彼等發揮潛能。我們的人力資本管理策略著重為僱員提供持續教育及個人發展的機會。新入職僱員接受入職培訓，以認識我們的價值觀、策略、目標及企業文化。對於現職僱員，我們提供多項培訓計劃，包括內部研討會、培訓工作坊及講座，以促進僱員在技術能力及個人發展方面的持續進步。

在混合作業模式及數碼技術的驅動下，我們的工作及學習模式已有改變，因此，我們借助一系列資源幫助同事掌握自己的發展路向及職涯發展，包括共享線上學習資源。於2024財政年度，我們有78.04%僱員接受培訓，平均內部培訓時數為0.99小時。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Summary of Employee Training Hours

員工培訓時數概覽

Categories 類別		FY2024 2024財政年度			FY2023 2023財政年度	
		Percentage of Employee Trained 僱員受訓百分比(%)	Average Training Hours per Employee (hours) 每名僱員平均培訓時數(小時)	Percentage of Employee Trained 僱員受訓百分比(%)	Average Training Hours per Employee (hours) 每名僱員平均培訓時數(小時)	
By Gender 按性別	Female 女性	85%	0.9	41%	1.5	
	Male 男性	52%	1.4	66%	3.9	
By Employment Type 按僱傭類別	General employee 基層僱員	80%	0.5	38%	1.0	
	Middle management 中級管理層	65%	1.6	57%	2.0	
	Senior management 高級管理層	105%	3.5	84%	7.0	

Other than clinic-related matter, employees are required to be familiarised with protocols for maintaining a clean, orderly, and safe work area that is hazard-free, and performing work in a safe manner so as not to jeopardise oneself or others. They are also familiar with the use of protective equipment and harmless materials and have adequate knowledge of the Emergency Plan, Evacuation Procedures, Procedures for Life Safety Threats, and other general safety issues in the event of an emergency to ensure safety.

除診所相關事宜外，僱員亦必須熟悉有關保持工作範圍整潔、有序、安全及無害的程序，並在安全的情況下工作，以免危及自身或其他人。彼等亦熟悉防護裝備及無害物料的使用，並充分了解緊急應變計劃、疏散程序、應對生命安全威脅的程序、以及其他在緊急情況下的一般安全問題，以確保安全。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Furthermore, we encourage employees to expand their work contacts within the Group and to take advantage of career development opportunities. Employees will have the chance to pursue development in other parts of the Group, and the policy also allows us to maximise the company's utility by transferring capable employees to the most suitable service areas.

Developing a Culture of Safety

Our continued success depends on the well-being of our people. To create a safe and healthy work environment, we have implemented a comprehensive occupational health and safety management system that safeguards our employees and workers.

Infection control is a priority in every clinic. Our clinics are equipped with personal protection and preventive equipment, including hand-washing facilities, adequate masks, and sharps disposal containers. All clinic staff have been educated on health and safety procedures and are encouraged to proactively raise awareness of infection control and report potential risks to the person in charge of the clinic.

We require all employees to practise safe medical procedures. Special medical equipment such as irradiation apparatus can only be operated by certified staff. Clinic staff are regularly trained to use medical equipment properly and to keep updated with the changes. All employees are also required to follow the workplace safety rules.

During FY2024, the Group strictly complied with all relevant laws and regulations on occupational health and safety, including but not limited to the Occupational Safety and Health Ordinance and the Occupational Safety Law on prevention and control of occupational diseases.

此外，我們鼓勵僱員擴大集團內的工作聯繫，並把握職業發展機會。僱員將有機會到本集團其他部門發展，而我們亦能藉此政策將有能力的僱員調往最合適的服務領域，從而實現公司效用最大化。

培育安全文化

我們的持續成功取決於我們僱員的福祉。為營造一個安全及健康的工作環境，我們已實施一套能保障僱員的全面職業健康與安全管理系統。

感染控制是每間診所的重點工作。診所已配備個人防護及預防設備，包括洗手設施、足夠的口罩及利器處置容器。所有診所職員均已學習了健康及安全步驟，我們同時亦鼓勵彼等主動提高有關控制感染的意識，並向診所負責人報告潛在風險。

我們要求所有僱員執行安全醫療程序。輻照儀器等特殊醫療設備僅可由經過認證的職員操作。診所職員定期接受正確使用醫療設備的培訓，以跟上科技變化。所有僱員亦須遵守工作場所安全規則。

於2024財政年度，本集團嚴格遵守所有有關職業健康與安全的法律及法規，包括但不限於《職業安全及健康條例》及《職業病防治法》。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In FY2024, UMP recorded 46 lost days due to work injuries, and no employees have been involved in work-related fatalities in the past three years. This manifests our continuous effort in managing safety risk and improving our health and safety management system in the workplace.

於2024財政年度，聯合醫務錄得因工傷損失工作日數共46日，而於過去三年並無僱員因工亡故。此反映我們持續努力管理安全風險，並改善工作場所的健康與安全管理系統。

Summary of Work Injuries

工傷概覽

Health & Safety Indicators 健康與安全指標	Unit 單位	FY2024 2024財政年度	FY2023 2023財政年度	FY2022 2022財政年度
Work-related fatalities 因工亡故	Numbers 人數	0	0	0
Fatality rate 死亡率	%	0%	0%	0%
Lost days due to work injury 因工傷損失工作日數	Days 日數	46	0	44

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

6. MAINTAINING TRUST OF OUR PATIENTS

We operate in a way that upholds high standards of corporate governance. We strive to maintain the unwavering trust that the society has on us, including being transparent in our approach to fulfilling different obligations. We also seek to ensure we respect stringent standards of the healthcare industry in our workplace and our supply chains, and continually work to improve our compliance management capabilities.

Upholding the Highest Standards of Business Ethics

Anti-corruption

The Group is committed to acting with integrity and have a risk management framework and policies that are designed to govern, monitor and report unlawful behaviour. We have a zero-tolerance approach towards all forms of corruption and observes high standards of business ethics. Our Anti-corruption Policy sets out the minimum standard of conduct which applies to all directors, officers, and employees of the Group. Compliance with this policy is obligatory, and any violation thereof may result in disciplinary action, including potential employment termination and the imposition of civil or criminal sanctions.

As part of our efforts to strengthen anti-corruption practices and promote employee awareness, we have invited Independent Commission Against Corruption to deliver annual anti-corruption training sessions to directors and all employees this year.

Whistle-blowing Mechanism

Our whistle-blowing channel encourages our colleagues and other stakeholders to raise concerns confidentially and, anonymously if preferred, subject to laws and regulations. We offer an email address providing colleagues and stakeholders the confidence to speak up when they observe unlawful or unethical behaviour. Their concerns are delivered through the most effective route. We always listen to the concerns of individuals and have a zero tolerance for acts of retaliation.

Concerns are investigated proportionately and independently, with actions taken where appropriate. These can include disciplinary actions, dismissals, and adjustments to variable pay and performance ratings. We ensure that whistle-blowers are protected from unfair dismissal, victimization, or unwarranted disciplinary action. There were no concluded legal cases regarding corrupt practices brought against the Group or its employees during FY2024.

6. 維護病人信任

我們的營運方式秉持高標準的企業管治。我們努力維護社會對我們堅定不移的信任，包括以透明的方式履行不同義務。我們亦致力確保我們在工作場所及供應鏈中尊重醫療保健行業的嚴格標準，並持續努力提升我們的合規管理能力。

堅持最高標準的商業道德

反貪污

本集團承諾秉持誠信行事，並設有風險管理架構及政策，以規範、監控及舉報任何違法行為。我們對所有形式的貪污行為採取零容忍態度，並恪守高標準的商業道德。我們的反貪污政策訂立了適用於本集團所有董事、高級職員及僱員的最低操守標準。該政策須予強制遵守，而任何違反該政策的行為均可處以紀律處分，其可能包括終止僱傭關係以及民事或刑事制裁。

為了加強反貪污實踐及提高僱員的反貪污意識，我們今年邀請了廉政公署派員為董事及全體僱員主持年度反貪污培訓課程。

舉報機制

我們鼓勵同事及其他持份者在遵守法律及法規的前提下，利用我們的舉報渠道以保密及匿名的方式提出疑慮。我們提供電子郵件地址，讓同事及持份者在發現不合法或不道德的行為時能暢所欲言。彼等的疑慮會透過最有效的途徑送達。我們必然聆聽每個人的疑慮，並對報復行為採取零容忍態度。

我們會對疑慮進行相稱且獨立的調查，並在適當情況下採取行動。該等行動可包括紀律處分、解僱、以及調整薪資及績效評分。我們確保舉報者受到保護，不會遭受不公平的解僱、傷害或不必要的紀律處分。於2024財政年度，本集團或其僱員未曾因貪污行為而被起訴。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Achieving Mutual Growth with Suppliers

The Group has established a robust supply chain management system to ensure that our suppliers adhere to relevant environmental and social laws and regulations, as well as our internal supplier selection policy.

We evaluate supplier performance based on several criteria, including product quality, delivery time, brand reputation, and environmental and social considerations. Suppliers with higher performance ratings are prioritized when sourcing specific goods or services. Additionally, the preferred supplier list is reviewed annually to ensure that supplier performance continuously aligns with UMP's procurement standards.

Additionally, UMP utilizes a centralized procurement system to streamline the ordering and distribution of medical supplies to each UMP Medical Centre. We source medicines and medical equipment from qualified pharmaceutical companies and suppliers of medical consumables, ensuring compliance with all applicable laws and regulations. Each centre is accountable for managing its own inventory of drugs and medical consumables. This approach effectively controls procurement quality and costs, while also minimizing the risk of corruption and bribery.

To support our local economy and minimise transportation-induced carbon emissions, we preferred local suppliers. During the Reporting Period, we had over 621 suppliers, 431 and 190 of which were located in Hong Kong and Mainland China respectively.

與供應商共同成長

本集團已建立健全的供應鏈管理系統，以確保供應商遵守相關的環境及社會法律及法規，以及我們的內部供應商遴選政策。

我們根據多項標準評估供應商的表現，包括產品質量、交付時間、品牌聲譽、以及環境及社會因素。在採購特定貨品或服務時，我們優先考慮表現評分較高的供應商。此外，我們每年檢討我們的優先供應商名單，以確保供應商的表現持續符合聯合醫務的採購標準。

此外，聯合醫務採用中央採購系統，以簡化訂購醫療用品及將其分發至各聯合醫務中心的程序。我們從合資格製藥公司及醫療消耗品供應商採購藥物及醫療設備，以確保符合所有適用法律及法規。每個醫務中心負責管理自身的藥物及醫療消耗品庫存。此方式能有效控制採購的質量及成本，同時亦能將貪污受賄的風險降至最低。

為支持當地經濟，並將運輸引起的碳排放量降至最低，我們傾向選用當地供應商。於報告期間，我們有超過621個供應商，其中431及190個分別位於香港及中國內地。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Building Patient Confidence

We consider patient experience as the core of our operations, and we constantly engage with our patients to identify and understand their needs. Our conduct approach guides us to deliver the best quality, and it is embedded in the way we provide our professional services and the way we care for our patients.

Quality Assurance

Our Quality Assurance and Safety (“QAS”) Committee, comprising of medical practitioners and senior management, is responsible for monitoring the performance of our clinics and providing suggestions on clinical governance, clinical risk, and continuous development of clinical and professional services. The QAS Committee also formulates policies and procedures regarding the healthcare and medical services offered by the Group.

In addition, we have implemented a service quality management approach in our day-to-day business operations. This approach strictly monitors operations from patient registration to clinical consultation procedures and efficiency management. It also stipulates our internal guidelines and procedures which are regularly reviewed to ensure they remain up to date.

Clinic Hygiene and Infection Control

To ensure a healthy and comfortable clinical environment, we prioritise environmental hygiene in our medical centres. Other than efficient ventilation and lighting systems, our clinics are equipped with a special suction apparatus to reduce aerosols in the air. Personal protective equipment (“PPE”) is used and is always kept in sufficient stock at our clinics. Patient triage and placement procedures are in place to prevent the transmission of disease within clinics. Reusable medical equipment is sterilized, and sufficient sanitary and hand-washing facilities are available to all patients and staff. Hand hygiene tips and cough etiquette posters are also displayed at our clinics as a reminder for all. We provide clinic infection control training to clinic staff to prevent epidemic diseases and further reduce the risk of communicable diseases. Surgical masks and other necessary protective equipment are also provided to frontline staff to safeguard their health. Any waste generated at the clinics are properly disposed as an important clinical infection control.

建立患者信心

我們將患者求診體驗視為營運的核心，並持續與患者溝通，以找出並了解彼等的需要。我們的行為方針引導我們提供最佳質量，並將其融入我們的專業服務及照顧患者的實踐之中。

質量保證

我們的質量保證及安全（「質量保證及安全」）委員會由醫生及高級管理人員組成，負責監控我們診所的表現，並就臨床管治、臨床風險、以及臨床及專業服務的持續發展提供建議。質量保證及安全委員會亦針對本集團所提供的醫療保健及醫療服務，制定相關政策及程序。

此外，我們已在日常業務營運中實施服務質量管理方針。此方針嚴格監控從患者登記到臨床診症程序的運作及效率管理。其亦訂明了內部指引及程序，而我們會對此定期檢討，確保與時並進。

診所衛生及感染控制

為確保健康及舒適的診症環境，我們首要目標是要維持我們醫療中心的環境衛生。除了高效的通風及照明系統外，我們的診所亦配備特殊抽吸器，以減少空氣中的氣溶膠。我們的診所備有充足的個人防護裝備以供使用。我們已制定患者分流及安置程序，以防止疾病於診所內傳播。可重複使用的醫療設備均經過消毒，而所有患者及職員均獲提供足夠的衛生及洗手設施。我們的診所亦張貼了潔手告示及咳嗽禮儀海報，提醒大家留神注意。我們為診所職員提供診所感染控制培訓，以預防流行性疾病傳播及進一步降低傳染病的風險。我們亦為前線職員提供外科口罩及其他必要的防護裝備，以保障彼等的健康。任何於診所產生的廢棄物均會妥善處理，此亦是臨床感染控制的重要一環。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Professional Practitioners

All of our medical practitioners possess valid certifications and qualifications to provide relevant medical treatments and handle drug and pharmacy matters. Doctors, dentists, and certain auxiliary service providers are required to comply with applicable codes of professional conduct or discipline.

To ensure that all practitioners are competent in providing quality healthcare services, we have a process in place that involves more than one senior executive from UMP to identify qualified and suitable practitioners. The recruitment process begins with a review of the candidate's background by the Human Resources Department, followed by a video or face-to-face meeting with the respective unit. The Co-Chief Executive Officers are also involved in the hiring decision-making process. Professional qualifications and certificates are collected and kept on record.

Our practitioners are provided with the necessary resources to enhance their skills and knowledge. Our dedicated team conducts regular clinical visits to engage with our affiliated practitioners and ensure consistency of quality. We periodically review our policies on practitioner selection, remuneration, and training with the senior management team to ensure that we deliver clinical care in accordance with industry standards and promote sustainable business operations.

Patient Engagement

We listen to patient's feedback so that we know where we can take proactive measures to improve. We have established various communication platforms to engage with patients and provide them with enhanced services. Through our websites, social media pages, and mobile app, "UMP Service Point," service users can access the latest information on doctor availability, types of healthcare services offered, and the location and operating hours of our medical centres.

專業的醫療從業人員

我們所有醫療從業人員均具備有效的執業證書及資格，可提供相關醫療服務以及處理藥物及配藥事宜。醫生、牙醫及若干輔助服務提供者必須遵守適用的專業操守或紀律守則。

為確保所有醫療從業人員均勝任提供優質的醫療保健服務，我們已制定一套程序，由多於一名聯合醫務的高級管理人員參與物色合資格且適當的醫療從業人員。招聘過程首先從人力資源部審查應徵者背景開始，然後由相關部門進行視像或面對面會談。聯席行政總裁亦會參與招聘的決策過程。過程中所收取的專業資格及證書副本將予保存，以作記錄。

我們為醫療從業人員提供必要資源提升彼等的技能及知識。我們的專責團隊定期到訪診所與我們的聯屬醫療從業人員交流，確保質量保持一致。我們定期與高級管理團隊一同檢視醫療從業人員的甄選、薪酬及培訓政策，以確保我們所提供的臨床護理符合行業標準，並促進可持續的業務營運。

患者溝通

我們聆聽患者的意見，以了解我們自身可於哪些方面採取積極的改善措施。我們已建立不同的溝通平台，以便與患者溝通，為彼等提供更優質的服務。透過我們的網站、社交媒體網頁及流動應用程式「UMP服務點」，用戶可獲取有關醫生應診時間、所提供醫療保健服務類型、以及醫療中心位置及營業時間等的最新資訊。

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Complaint Handling Procedures

When faced with complaints, we remain open and acknowledge our flaws, and we will resolve conflicts promptly and fairly. We aim to be consistent in how we track, record and manage complaints. Following our Complaints and Incident Reporting guidelines, all first-hand complaints about the clinics are to be directed to the respective clinic-in-charge. Feedback or suggestions can be submitted via the UMP hotline or website. Any complaints that relate to medical practice are handled by Clinic Chain Operation Department and will be investigated thoroughly and impartially.

Advertising and Labelling

We are committed to providing transparent and accurate information to assist customers in making informed purchasing decisions. We strictly adhere to all relevant regulations and industry guidelines. To promote responsible marketing practices, we have implemented a strict internal review system for our promotional materials and labelling. We use marketing and promotional materials that support customer understanding and provide information on products and services that is clear, fair and not misleading. We are proud to report that there were no significant cases of non-compliance during the Reporting Period with respect to our products and services.

投訴處理程序

遇到投訴時，我們會保持開放態度，承認自身的過失，並迅速及公平地解決問題。我們的目標是在追蹤、記錄及管理投訴上保持一致。根據我們的投訴及意外報告指引，所有與診所有關的第一手投訴均應直接提交予相關診所負責人處理。任何意見或建議亦可透過聯合醫務熱線或網站提出。任何與醫療有關的投訴均由醫務中心營業部處理，所有調查均會獲得徹底及公正對待。

廣告及標籤

我們致力提供透明及準確的資訊，以協助客戶作出明智的採購決定。我們嚴格遵守所有相關法規及行業指引。為推廣負責任的營銷手法，我們對宣傳資料及標籤實施嚴格的內部審核制度。我們使用能幫助客戶了解有關產品及服務的營銷及宣傳材料，當中提供清晰、不偏不倚及無誤導成分的資訊。我們對於自身產品及服務於報告期間並無嚴重不合規情況感到驕傲。

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Protecting Data Privacy and Intellectual Properties

At UMP, we are dedicated to upholding customer rights, including intellectual property rights, and safeguard patients' data privacy. We maintain strict confidentiality regarding patients' medical status. Transparency is key in how we handle personal data for our customers and stakeholders. Our practices align with the Personal Data (Privacy) Ordinance ("PDPO"), directing how we collect, handle, and disclose personal and medical information.

To prevent unauthorised disclosure of confidential data, we oversee our data storage systems diligently. Access to sensitive information is restricted solely to essential personnel as outlined in our Employee Handbook. Regular employee training sessions reinforce data privacy and security protocols, while privacy personnel report directly to top management on related risks.

In case of any reportable incidents, we have procedures in place for timely actions, including notifying regulators and data subjects as required by privacy laws. Regular reviews and risk assessments enhance our privacy controls. We adapt to evolving data privacy laws by monitoring the regulatory landscape closely to ensure compliant responses to changes.

Intellectual Property Rights

We think highly of the intellectual property rights of the company and respect third party intellectual property rights. Over the years, the Group had registered a myriad of trademarks for its services offered in Hong Kong and Mainland China, covering diverse domains such as family doctor services, payment application, internal training courses and branches of different professional centre. The Group maintains a Trademark Register which keep records of the registration number, mark image, class number, owner's name and expiry date. The Group will take legal action and consult with legal experts if there are any violations of the intellectual property rights that the company owns. We will continue to strengthen intellectual property application and protection.

During the Reporting Period, the Group was not aware of any incidents of non-compliance with related laws and regulations concerning health and safety, advertising, labelling, and privacy matters relating to products and services provided and methods of redress that would have a significant impact on the Group.

保護資料私隱及知識產權

在聯合醫務，我們致力維護包括知識產權在內的客戶權利，並保障患者的資料私隱。我們對患者的醫療狀況嚴格保密。透明度是我們處理客戶及持份者個人資料的關鍵。我們的做法符合《個人資料(私隱)條例》(「私隱條例」)有關如何收集、處理及披露個人及醫療資料的規定。

為防止機密資料在未經授權的情況下外洩，我們嚴格監管我們的資料儲存系統。我們的員工手冊已訂明，只有「必要人員」才可存取敏感資料。資料私隱及安全規範乃透過定期的僱員培訓課程獲得加強，而相關風險則由私隱保障人員直接向最高管理層匯報。

倘若發生任何須予匯報的事件，我們會依程序及時採取行動，包括按照私隱法規定通知監管機構及資料當事人。我們在私隱權方面的控制乃透過定期檢討及風險評估予以加強。我們密切注視監管環境，適應不斷演變的資料私隱法律，以確保能合規地應對變化。

知識產權

我們高度重視本公司的知識產權，並尊重第三方知識產權。多年來，本集團已就其在香港及中國內地提供的服務註冊多項商標，其涵蓋廣泛領域，包括家庭醫生服務、支付應用、內部培訓課程及不同的專業醫務中心分店等。本集團備存一份商標登記冊，當中記錄登記號碼、標記圖像、類別號碼、擁有者姓名及有效期。倘若發現任何侵犯本公司知識產權的行為，本集團將採取法律行動及諮詢法律專家意見。我們將繼續加強知識產權的應用及保護。

於報告期間，本集團並不知悉任何違反有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法等對本集團有重大影響的相關法律及規例的情況。

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7. SAFEGUARDING THE PLANET

Our plan of carbon reduction illustrates our commitment and strategies to achieve the global ambition of net-zero by 2050. We also collaborate proactively with our business partners and customers to identify green energy alternatives, and innovative solutions to reduce carbon emissions and promote sustainability throughout the industry. We will continue to monitor the corresponding changes within the regulatory landscape and actively support the government's decarbonisation plans and initiatives.

Our Environmental Targets

We have established targets that direct our business practices and measure our ESG performance. These targets are designed to help us achieve our environment goals. We acknowledge this is a journey that requires regular reassessment to take into account for climate scenarios, improved data and changes in reporting standards, as well as to reflect real world developments and trends.

Below outlines our metrics to assess our progress in reducing intensity by 2030, using 2023 as the base year:

7. 保護地球

我們的減碳計劃體現了我們目標於2050年之前實現全球淨零排放的承諾及策略。我們亦主動與業務夥伴及客戶合作，發掘綠色替代能源及創新解決方案，以減少碳排放並促進整個行業的可持續發展。我們將繼續關注監管環境的相應變化，並積極支持政府的減碳計劃及倡議。

我們的環境目標

我們已制定各項目標，並以該等目標作為指引，指導我們如何經營業務，以及如何衡量我們在環境、社會及管治方面的表現。該等目標旨在幫助我們實現環境的可持續發展。我們深明這是一個過程，需要經過定期評估檢討，以計及氣候情境、數據改進及報告準則的修訂，以及反映現實世界的發展及趨勢。

以下概述了我們評估2030年降低密度進展的指標，以2023年為基準年：



GHG Emission
Intensity
溫室氣體排放密度

↓5%



Electricity Consumption
Intensity
耗電密度

↓5%



Non-hazardous Waste
Intensity
無害廢棄物密度

↓5%



Water Consumption
Intensity
耗水密度

↓5%

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Emissions and Waste Management

Greenhouse Gas (“GHG”) Emissions

GHG emissions are widely regarded as a significant contribution to climate change and global warming. As their consequential impact on the environment and all lives on earth intensifies, the Group is committed to lowering its emissions and exploring its options on cleaner energy sources.

Electricity is the largest contributor to our GHG emissions. Healthcare facilities require significant energy: medical equipment as well as air-filtration and air-conditioning units run continuously at many clinics. Improved operational efficiency will result from the introduction of various new energy-efficient and renewable technologies. To further manage GHG emissions, we have taken different measures on the efficient use of energy with further information documented in the section “Optimising Resources”.

As the number of visiting patients increased last year, the increase in electricity consumption has led to an increase in GHG emissions. The Group will closely monitor GHG emissions and implement relevant measures to reduce our carbon footprint.

Summary of GHG Emissions

Types of GHG Emissions ³ 溫室氣體排放類型 ³	Unit ² 單位 ²	FY2024 2024財政年度	FY2023 2023財政年度
Indirect GHG emissions (Scope 2) 間接溫室氣體排放(範圍2) • Purchased electricity 外購電力	tCO ₂ e 公噸二氧化碳當量	1,163.87	1,072.77
GHG emission intensity ⁴ 溫室氣體排放密度 ⁴	tCO ₂ e per visiting patient 每名求診患者的人均公噸二 氧化碳當量	0.00075	0.00084 ⁵

排放及廢棄物管理

溫室氣體排放

溫室氣體排放被廣泛認為是導致氣候變化及全球變暖的重要因素。由於溫室氣體排放對環境及地球上所有生命造成日益嚴重的影響，故本集團致力降低其排放量並探討其他更潔淨的能源。

電力是我們最大的溫室氣體排放來源。醫療保健設施需要大量能源：許多診所的醫療設備及空氣過濾和空調機組均持續運轉。透過引入各種新興節能及可再生技術，將有助提高運轉效率。為進一步管理溫室氣體排放，我們已採取不同措施以有效善用能源，更多資訊載於「善用資源」一節。

由於去年就診患者數量增加，用電量增加導致溫室氣體排放量增加。本集團將密切監測溫室氣體排放，並採取相關措施減少碳足跡。

溫室氣體排放概覽

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Hazardous Waste

We recognise the importance of safe and effective waste management. We follow established local protocols and guidelines to minimise the risk of accidents or exposure to hazardous materials. In terms of disposing of clinical waste, the Group strictly abide by environmental policies and regulations including the Code of Practice on Clinical Waste Management in Hong Kong. UMP is experienced in handling clinical waste in a safe, legal, and professional manner to avoid potential risks to the environment and human health caused by improper disposal.

Prior to collection, clinical waste is segregated and placed in appropriately labelled garbage bins and bags, while chemical waste is categorised and disposed of in labelled containers that are specifically designed to be leakproof and puncture resistant. The Code for the Disposal of Medical Waste specifies the categories of medical waste, including syringes, contaminated pads, cotton balls, human tissue samples from examinations, dental amalgam, and expired medicines, and provides staff with specific procedures to properly manage and dispose of medical waste.

Records of Medical Waste should be sealed, labelled, and stored in designated locations in our medical centres for collection by licensed waste collector for further processing. We keep detailed medical waste records with tracking information, such as delivery date and address, quantity, and name of licensed collector. All clinic staff are required to receive training to ensure proper implementation of these procedures. We regularly monitor the disposal of both clinical and chemical waste to ensure that they are handled correctly and safely.

Due to the COVID-19 pandemic subsides and the improvement of employees' environmental awareness, the amount of hazardous waste has been reduced.

Summary of Hazardous Wastes Generation

Category of Waste 廢棄物類別	Unit 單位	FY2024 2024財政年度	FY2023 2023財政年度
Total hazardous waste 有害廢棄物總量	tonnes 公噸	6.31	6.36
Hazardous waste intensity 有害廢棄物密度	tonnes per visiting patient 每名求診患者的人均公噸	0.0000041	0.0000050 ⁶

有害廢棄物

我們深明實施安全有效的廢棄物管理的重要性。我們遵循本地程序及指引，以盡量減少事故發生或有害物質暴露的風險。在處置醫療廢棄物方面，本集團嚴格遵守各項環境政策及法規，包括香港《醫療廢物管理工作守則》。聯合醫務在安全、合法及專業處理醫療廢棄物方面擁有豐富經驗，避免因處置不當而對環境及人類健康造成潛在風險。

在收集之前，醫療廢棄物會被分類並放置於貼有適當標籤的垃圾箱及袋子中，化學廢棄物則會在分類後放置於經過專門設計、並具有防漏及防刺穿功能的標籤容器中。《處理醫療廢棄物守則》訂明各項醫療廢棄物的類別，包括注射器、受污染的墊片、棉花球、檢驗產生的人體組織樣本、牙用銀汞合金及過期藥物，並為職員提供正確管理及處置醫療廢棄物的具體程序。

醫療廢棄物紀錄應予密封、貼上標籤、並存放於我們醫務中心的指定地點，以便持牌廢棄物收集商收集作進一步處理。我們備存詳細的醫療廢棄物紀錄，並標記追蹤資料，如交付日期及地址、數量、及持牌收集商的名稱等。所有診所職員均須接受培訓，以確保有關程序獲妥善執行。我們定期監察醫療廢棄物及化學廢棄物的處置，以確保其得到正確及安全處理。

由於新冠疫情的消退和員工環保意識的提高，有害廢棄物的數量減少。

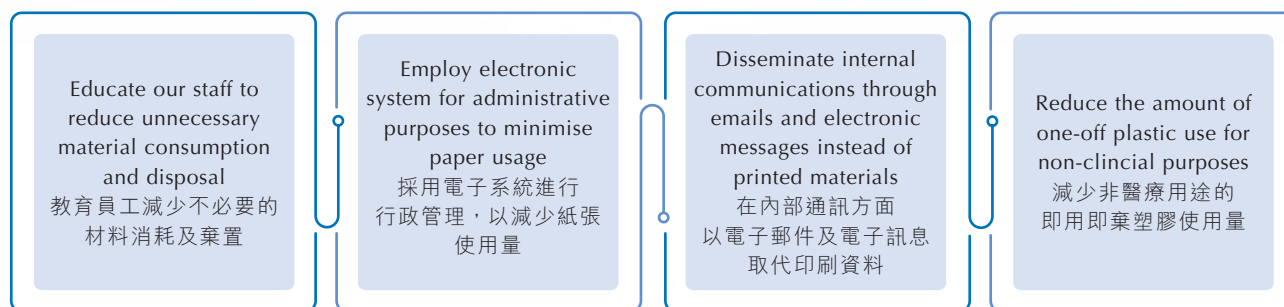
有害廢棄物產生情況概覽

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Non-hazardous Waste

Our non-hazardous waste includes paper and general waste. Most of the wastes are temporarily stored in a specified location and then recycled by licensed contractors. To reduce the amount of non-hazardous waste, the Group has adopted the following measures:



無害廢棄物

我們的無害廢棄物包括紙張及一般廢棄物。大部分廢棄物會暫時存放於指定地點，然後交由持牌外判商回收。為減少無害廢棄物的產生量，本集團已採取以下措施：

As a result of our waste reduction initiatives, the Group has noted a reduction in the generation of non-hazardous waste during FY2024.

因應我們的減廢措施，本集團注意到所產生的無害廢棄物於2024財政年度有所減少。

Summary of Non-hazardous Wastes Generation

無害廢棄物產生情況概覽

Category of Waste 廢棄物類別	Unit 單位	FY2024 2024財政年度	FY2023 2023財政年度
Office paper 辦公用紙	tonnes 公噸	2.15	–
General waste ⁷ 一般廢棄物 ⁷	tonnes 公噸	252.41	290.40
Total non-hazardous waste 無害廢棄物總量	tonnes 公噸	254.60	290.40
Non-hazardous waste intensity 無害廢棄物密度	tonnes per visiting patient 每名求診患者的人均公噸	0.00016	0.00023

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Optimising Resources

We share finite resources with our community and planet. We recognize the need to pursue a more circular approach to the operation of our cities. While the transition to a circular environment and economy will take time and require collaboration with all stakeholders in the community, we are developing a resource management plan with specific improvement measures and initiatives to help prepare us for net zero and beyond.

Energy Management

Electricity consumed in the office and clinics are the major type of energy use in our business. A significant portion of UMP's electricity consumption is attributed to the general lighting and the use of medical equipment, such as high-temperature disinfection and X-ray imaging apparatus. To reduce our energy consumption, we are continuously exploring energy-saving measures in our daily operations, such as installing LED lighting systems in some medical centres and prioritising energy efficiency medical equipment to improve energy efficiency.

In order to optimise the management of energy consumption, we have launched a Smart Energy Monitoring Solution at our ProCare Integrated Medical Imaging and Laboratory Centre (Tsim Sha Tsui) this year which enables real-time monitoring of energy usage and provides intricate analysis of energy consumption patterns. By leveraging this technology, we can identify areas of superfluous energy usage and implement targeted strategies to enhance energy efficiency.

Furthermore, the Group is actively promoting centralised information management and digitising operations by utilising IT systems to reduce paper consumption. Clinical management and administrative work, including the Group's eClaims system, have been digitalised to further minimise our paper consumption.

善用資源

我們與社區及地球共享著有限的資源。我們意識到有必要在營運所在城市中採用更循環的方式經營業務。儘管過渡至循環環境及經濟的過程需時，並且需要與所有社區持份者合作，惟我們正制定資源管理計劃，其中包含具體改善措施及倡議，以幫助我們為淨零甚至更低排放做好準備。

能源管理

我們業務中主要使用的能源類型為辦公室及診所電力。聯合醫務的耗電量有很大部分來自一般照明及醫療設備使用，例如高溫消毒及X光影像儀。為減少能源消耗，我們在日常營運中不斷探索節能措施，例如在部分醫務中心安裝LED照明系統以及優先選用具有能源效益的醫療設備，以提高能源效率。

為了優化能源消耗的管理，我們於今年在普康綜合醫學影像及化驗中心(尖沙咀)推出智能能源監控解決方案，實時監控能源的使用情況，並提供精細的能源消耗模式分析。利用此項技術，我們能夠確定能源使用過剩的區域，並實施針對性策略，以提高能源效率。

另外，本集團正積極推行中央資料管理，利用IT系統進行數碼化營運，以減少紙張消耗。臨床管理及行政工作(包括本集團的「康橋」電子理賠系統)現已實現數碼化，以進一步減少紙張消耗。

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Summary of Energy Consumption

能源消耗概覽

Types of Energy Consumption 能源消耗類型	Unit 單位	FY2024 2024財政年度	FY2023 2023財政年度
Indirect energy consumption: 間接能源消耗： • Purchased electricity 外購電力	MWh 兆瓦時	2,345.8	1,554.6
Total energy consumption 能源總耗量	MWh 兆瓦時	2,345.8	1,554.6
Intensity 密度	MWh per visiting patient 每名求診患者的人均兆瓦時	0.0015	0.0012 ⁸

The rise in electricity consumption is directly correlated to the increased number of visiting patients, leading to a higher demand for medical equipment, lighting, and overall facility usage.

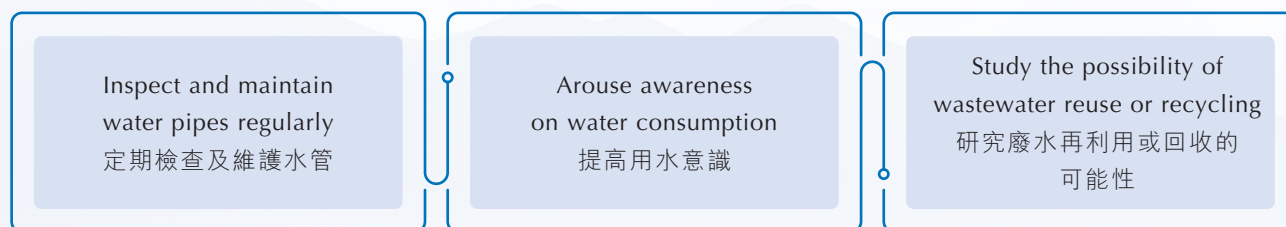
電力消耗的增加與求診患者人數增加有直接關聯，並導致醫療設備、照明及整體設施使用的需求增加。

Water Management

The Group prioritises water saving initiatives that have greater reduction potential. We look for pragmatic methods to improve water efficiency and reduce wastage from the source and promote circularity. We explored the potential application of highly efficient water restrictors. Matching with existing water facilities, water restrictors can help improve water efficiency. The implementation of water restrictors is simple and easy, without the need to replace current water facilities. We also implemented the following water conservation measures that enabled water savings:

水資源管理

本集團優先採取節水潛力較大的節水措施。我們尋求以務實的方法來提高用水效率，從源頭減少浪費，並促進循環再用。我們研究了高效節水器的應用潛力。配合現有的用水設施，節水器可有助提高用水效率。節水器的實行簡單方便，不需更換現有的用水設施。我們亦實施了以下節水措施，有助實現節約用水：



Notably, UMP has not been documenting water consumption data for the past few years, as the management fees encompassed this service.

特此註明，聯合醫務於過去幾年一直並無記錄用水量數據，原因是此服務已包含於管理費中。

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Use of Packaging Materials

Ensuring medication safety and quality requires appropriate packaging that includes individual packaging and clear labelling with relevant information for identification purposes. At UMP, we employ various types of packaging to meet these requirements. Medicinal bottles, pill pouches, ointment jars, ointment bottles, dropper bottles, and plastic bags are used for packaging medicines, pills, and topical ointments. Likewise, report folders and bags are utilised for our imaging services, while specimen containers serve our laboratory services. Recognising the importance of environmental preservation and reducing plastic waste, we are actively exploring the implementation of a digital storage system as a substitute for wet film, which has the potential to result in a substantial reduction in X-ray bag consumption, with a target of 5% reduction in the coming year.

Summary of Packaging Materials Consumption

Index 索引	Unit 單位	FY2024 2024財政年度	FY2023 2023財政年度
Packaging materials 包裝材料	kg 公斤	4,528	6,429
Intensity 密度	kg per visiting patient 每名求診患者的人均公斤	0.0029	0.0050 ⁹

The Environment and Natural Resources

Since the Group's business is mainly engaged in the healthcare market and has relatively little impact on the environment and natural resources, we have formulated relevant policies to reduce greenhouse gas emissions, waste generation and energy reduction and other corresponding measures to protect natural resources and the environment.

We closely enhances our environmental monitoring and early warning system so that we can effectively address environmental emergencies.

使用包裝材料

藥物需要適當的包裝，才能確保安全及質量；其應獨立包裝並附有清晰可見的標籤，標籤上應印有相關識別信息。在聯合醫務，我們使用各式各樣的包裝來滿足此等要求。藥物、丸劑及外用藥膏所用的包裝包括藥瓶、藥丸袋、藥膏罐、藥膏瓶、滴管瓶及塑膠袋。同樣，我們的影像服務使用報告文件夾及文件袋，我們的化驗服務則使用標本容器。我們明白保護環境及減少塑膠廢棄物的重要性，並正積極探討採用數位儲存系統來取代X光顯影片，這有可能大幅減少X光袋的消耗，目標是來年減少百分之五。

包裝材料消耗概覽

環境及天然資源

由於本集團業務主要從事醫療保健市場，對環境及天然資源影響較小，因此我們制定了相關政策，減少溫室氣體排放、廢棄物產生及節能減排等相應措施，以保護自然資源與環境。

我們加強環境監測預警體系建設，有效因應及處置突發環境事件。

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Combating Climate Change

Climate Crisis

UMP acknowledges the pressing necessity of tackling climate change and is dedicated to contributing to a sustainable future. Through our journey towards net zero emissions, we strive to diminish our carbon footprint, showcase environmental stewardship, and play a pivotal role in fostering a cleaner and more eco-friendly world for future generations.

Identification of Climate Risks and Opportunities

To enhance our understanding and effectively address the various potential impacts of climate change on UMP's operations, we have carefully identified climate-related risks and opportunities. Our analysis examines how these factors influence UMP's business model and operational processes, considering both financial and non-financial implications. The following tables outline the climate-related risks and opportunities that may affect UMP's operations. By prioritising sustainability, the Group can strengthen our reputation, attract environmentally conscious patients and employees, and demonstrate our commitment to the well-being of both individuals and the community.

應對氣候變化

氣候危機

聯合醫務明白應對氣候變化的迫切性，並致力為可持續發展的未來作出貢獻。透過邁向淨零排放，我們努力減少碳足跡，展現環境管理的精神，並矢志發揮關鍵作用，為後代創造更乾淨及更環保的世界。

識別氣候風險與機遇

為了加強我們的意識並有效解決氣候變化對聯合醫務的各種營運潛在影響，我們已認真識別氣候相關風險與機遇。我們分析了有關因素如何影響聯合醫務的商業模式及營運流程，並考慮其對財務及非財務兩方面的影響。下表概述聯合醫務的營運所面對的氣候相關風險及機遇。藉優先考慮可持續發展，本集團可提高自身聲譽、吸納具環保意識的患者及僱員，並展現對個人及社區福祉的承諾。

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Physical Risks

實體風險

Risk Type 風險類別	Hazard 危害	Description 描述	Mitigation Measures 減緩措施
Acute/Chronic 急性／慢性	Coastal inundation 海岸洪水	Sea water flooding due to high tides and waves can damage coastal land, infrastructure, and buildings. 因漲潮及海浪造成的海水氾濫會破壞沿岸土地、基礎設施及建築物。	<ul style="list-style-type: none"> Explore business interruption insurance to cover potential losses 發掘可保障潛在損失的業務中斷保險 Arrange emergency drill and training 舉辦緊急演習及訓練
Acute 急性	Surface flooding 地表洪水氾濫	Flooding can damage low-lying buildings or infrastructure. Changes in precipitation in a catchment also cause a river to exceed its capacity, inundating nearby areas. 洪水會破壞低窪地區的建築物或基礎設施。集水區降水量的變化亦會導致河流超過自身容量，淹沒附近地區。	<ul style="list-style-type: none"> Implement work from home arrangement when necessary 必要時安排在家工作 Explore and research resiliency measures 探討及研究各項韌性措施 Improve crisis management and transition plans 改善危機管理及過渡計劃 Evaluate emergency management procedures 評估緊急管理程序
Chronic 慢性	Extreme wind 極端強風	High wind conditions and typhoons may affect building and infrastructure. 大風及颱風可能會影響建築物及基礎設施。	<ul style="list-style-type: none"> Develop a strong supply chain to ensure timely delivery of products 發展強大的供應鏈，確保及時交貨
Acute 急性	Fire hazard 火災	Increased global temperature and reduce moisture lead to drier conditions and extended fire seasons. 全球溫度升高及濕度減少，導致環境變得更乾燥並延長山火季節。	<ul style="list-style-type: none"> Carry out electricity saving measures 實施節約用電措施
Acute/Chronic 急性／慢性	Extreme heat 極端高溫	Electrical and mechanical components can fail under extreme heat. 機電組件在極端高溫下可能會失靈。	<ul style="list-style-type: none"> Modify employees' work and rest schedules 調整僱員的作息時間表 Install cooling facilities at operational sites 在營運地點安裝冷卻設施

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Transition Risks

過渡風險

Type of Risk/ Opportunity 風險類別／機遇	Overview 概要	Description 描述	Mitigation Measures 減緩措施
Market/Technology Risk 市場／技術風險	Changing Demand 需求轉變	Changing demand be driven by changing social attitudes, economic activities, and governmental policies, reducing demand for our products due to inefficient use of energy or GHG emissions. 社會態度、經濟活動及政府政策的改變會驅使需求轉變，因能源的低效使用或溫室氣體排放而減少對我們產品的需求。	<ul style="list-style-type: none"> Set carbon emission target and reduction plan 設定碳排放目標及減排計劃 Implement energy management system 實施能源管理系統 Investigate the potential of installing renewable energy facilities 研究安裝可再生能源設施的潛力
Market Risk 市場風險	Increasing in Operational Expense 經營開支增加	Operational expenses, e.g. fossil fuel and labour costs, may change due to resource scarcity, changes in market needs, carbon price implications, and technological innovation. 經營開支，例如化石燃料及人工成本，可能會因為資源稀缺、市場需求變化、碳價格影響及技術創新而有所改變。	<ul style="list-style-type: none"> Explore lower cost alternatives for green production 探索成本較低的綠色生產替代方案 Provide training to staff to meet new regulations 為職員提供符合新規定的培訓
Market Risk 市場風險	Increasing Prices of Raw Materials 原材料價格增加	Supply-side disruptions could significantly impact raw material costs, which drive up supply chain costs, and affect our procurement activities. 供應面中斷可能會大幅影響原材料成本，進而推高供應鏈成本，並影響我們的採購活動。	<ul style="list-style-type: none"> Develop a strong supplier relationship with suppliers 與供應商建立穩固的關係
Market/Technology Opportunity 市場／技術機遇	Increasing Demand for Green Energy 綠色能源需求增加	Increased demand for green energy sources will present new business opportunities. 綠色能源需求的增加將帶來新商機。	<ul style="list-style-type: none"> Closely monitor the market trend and government's policy direction 密切注意市場趨勢及政府政策方向

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8. HKEX ESG REPORTING GUIDE CONTENT INDEX

8. 聯交所《環境、社會及管治報告指引》索引

Mandatory Disclosure Requirement 強制披露規則	Section and Remarks 章節及備註
Governance Structure 管治架構	3. THE ESG GOVERNANCE STRUCTURE 3. 環境、社會及管治架構
Reporting Principles 匯報原則	1. ABOUT THE REPORT 1. 關於本報告
Reporting Boundary 匯報範圍	1. ABOUT THE REPORT 1. 關於本報告

Indicators 指標	Description 描述	Section and Remarks 章節及備註
A. Environmental A. 環境		
A1. Emissions A1. 排放物		
General Disclosure 一般披露	Information on: 有關廢氣及溫室氣體排放、向水及土地的排汙、有害及無害廢棄物的產生等的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to Exhaust Gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	7. SAFEGUARDING THE PLANET: Emissions and Waste Management 7. 保護地球：排放及廢棄物管理 The Group is not aware of any non-compliance with relevant laws and regulations that have a significant impact on the Group relating to Exhaust Gas and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 本集團並不知悉任何違反有關廢氣及溫室氣體排放、向水及土地的排汙、有害及無害廢棄物的產生等對本集團有重大影響的相關法律及規例的情況。
A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	7. SAFEGUARDING THE PLANET: Emissions and Waste Management 7. 保護地球：排放及廢棄物管理

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Indicators 指標	Description 描述	Section and Remarks 章節及備註
A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	7. SAFEGUARDING THE PLANET: Emissions and Waste Management 7. 保護地球：排放及廢棄物管理
A1.3	Total hazardous waste produced (in tonnes) and intensity. 所產生有害廢棄物總量(以噸計算)及密度。	7. SAFEGUARDING THE PLANET: Emissions and Waste Management 7. 保護地球：排放及廢棄物管理
A1.4	Total non-hazardous waste produced (in tonnes) and intensity. 所產生無害廢棄物總量(以噸計算)及密度。	7. SAFEGUARDING THE PLANET: Emissions and Waste Management 7. 保護地球：排放及廢棄物管理
A1.5	Description of emission target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	7. SAFEGUARDING THE PLANET: Emissions and Waste Management, Our Environmental Targets 7. 保護地球：排放及廢棄物管理，我們的環境目標
A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	7. SAFEGUARDING THE PLANET: Emissions and Waste Management 7. 保護地球：排放及廢棄物管理
A2. Use of Resources		
A2. 資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	7. SAFEGUARDING THE PLANET : Optimising Resources 7. 保護地球：善用資源

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Indicators 指標	Description 描述	Section and Remarks 章節及備註
A2.1	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。	7. SAFEGUARDING THE PLANET: Optimising Resources 7. 保護地球：善用資源
A2.2	Water consumption in total and intensity. 總耗水量及密度	7. SAFEGUARDING THE PLANET: Optimising Resources 7. 保護地球：善用資源
A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	7. SAFEGUARDING THE PLANET: Optimising Resources 7. 保護地球：善用資源
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。	7. SAFEGUARDING THE PLANET: Optimising Resources 7. 保護地球：善用資源 Due to the location of the Group's operations, the Group does not have any issues in sourcing water that is fit for purpose. 由於本集團營運位置的關係，本集團在求取適用水源上並無任何問題。
A2.5	Total packaging material used for finished products (in tonnes) and with reference to per unit produced. 所用包裝材料的總量（以噸計算）及（如適用）每生產單位佔量。	7. SAFEGUARDING THE PLANET: Optimising Resources 7. 保護地球：善用資源
A3. The Environment and Natural Resources		
A3. 環境及天然資源		
General Disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	7. SAFEGUARDING THE PLANET: The Environment and Natural Resources 7. 保護地球：環境及天然資源
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	7. SAFEGUARDING THE PLANET: The Environment and Natural Resources 7. 保護地球：環境及天然資源

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Indicators 指標	Description 描述	Section and Remarks 章節及備註
A4. Climate Change A4. 氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	7. SAFEGUARDING THE PLANET: Combating Climate Change 7. 保護地球：應對氣候變化
A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	7. SAFEGUARDING THE PLANET: Combating Climate Change 7. 保護地球：應對氣候變化
B. Social B. 社會		
B1. Employment B1. 僱傭		
General Disclosure 一般披露	Information on: 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT 5. 創造和諧的工作環境 The Group is not aware of any non-compliance with relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 本集團並不知悉任何違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利等對本集團有重大影響的相關法律及規例的情況。

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Indicators 指標	Description 描述	Section and Remarks 章節及備註
B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT 5. 創造和諧的工作環境
B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT 5. 創造和諧的工作環境
B2. Health and Safety B2. 健康與安全		
General Disclosure 一般披露	Information on: 有關提供安全工作環境及保障僱員避免職業性危害的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT: Developing a Culture of Safety 5. 創造和諧的工作環境：培育安全文化 The Group is not aware of any non-compliance with relevant laws and regulations that have a significant impact on the Group relating to providing a safe working environment and protecting employees from occupational hazards. 本集團並不知悉任何違反有關提供安全工作環境及保障僱員避免職業性危害等對本集團有重大影響的相關法律及規例的情況。
B2.1	Number and rate of work-related fatalities. 因工亡故的人數及比率。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT: Developing a Culture of Safety 5. 創造和諧的工作環境：培育安全文化
B2.2	Lost days due to work injury. 因工傷損失工作日數。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT: Developing a Culture of Safety 5. 創造和諧的工作環境：培育安全文化
B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT: Developing a Culture of Safety 5. 創造和諧的工作環境：培育安全文化

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Indicators 指標	Description 描述	Section and Remarks 章節及備註
B3. Development and Training B3. 發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT: Investing in People 5. 創造和諧的工作環境：人才投資
B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT: Investing in People 5. 創造和諧的工作環境：人才投資
B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT: Investing in People 5. 創造和諧的工作環境：人才投資
B4. Labour Standards B4. 勞工準則		
General Disclosure 一般披露	Information on: 有關防止童工或強制勞工的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT: Prevention of Child Labour and Forced Labour 5. 創造和諧的工作環境：防止童工及強制勞工 The Group is not aware of any non-compliance that have a significant impact on the Group relating to preventing child and forced labour. 本集團並不知悉任何違反有關防止童工或強制勞工等對本集團有重大影響的相關法律及規例的情況。
B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT: Prevention of Child Labour and Forced Labour 5. 創造和諧的工作環境：防止童工及強制勞工

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Indicators 指標	Description 描述	Section and Remarks 章節及備註
B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	5. CREATING A HARMONIOUS WORKING ENVIRONMENT: Prevention of Child Labour and Forced Labour 5. 創造和諧的工作環境：防止童工及強制勞工
B5. Supply Chain Management B5. 供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	6. MAINTAINING TRUST OF OUR PATIENTS: Achieving Mutual Growth with Suppliers 6. 維護病人信任：與供應商共同成長
B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	6. MAINTAINING TRUST OF OUR PATIENTS: Achieving Mutual Growth with Suppliers 6. 維護病人信任：與供應商共同成長
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	6. MAINTAINING TRUST OF OUR PATIENTS: Achieving Mutual Growth with Suppliers 6. 維護病人信任：與供應商共同成長
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	6. MAINTAINING TRUST OF OUR PATIENTS: Achieving Mutual Growth with Suppliers 6. 維護病人信任：與供應商共同成長
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	6. MAINTAINING TRUST OF OUR PATIENTS: Achieving Mutual Growth with Suppliers 6. 維護病人信任：與供應商共同成長

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Indicators 指標	Description 描述	Section and Remarks 章節及備註
B6. Product Responsibility B6. 產品責任		
General Disclosure 一般披露	Information on: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	6. MAINTAINING TRUST OF OUR PATIENTS: Building Patient Confidence 6. 維護病人信任：建立患者信心 The Group is unaware of any non-compliance with relevant laws and regulations that have a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 本集團並不知悉任何違反有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法等對本集團有重大影響的相關法律及規例的情況。
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	6. MAINTAINING TRUST OF OUR PATIENTS: Building Patient Confidence 6. 維護病人信任：建立患者信心 The Group did not have any recalls for safety and health reasons. 本集團並無任何因安全與健康理由而須作出的回收。
B6.2	Number of products and service-related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	6. MAINTAINING TRUST OF OUR PATIENTS: Building Patient Confidence 6. 維護病人信任：建立患者信心
B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	6. MAINTAINING TRUST OF OUR PATIENTS: Building Patient Confidence 6. 維護病人信任：建立患者信心
B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	6. MAINTAINING TRUST OF OUR PATIENTS: Building Patient Confidence 6. 維護病人信任：建立患者信心

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Indicators 指標	Description 描述	Section and Remarks 章節及備註
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	6. MAINTAINING TRUST OF OUR PATIENTS: Building Patient Confidence 6. 維護病人信任：建立患者信心
B7. Anti-corruption B7. 反貪污		
General Disclosure 一般披露	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. (b) 遵守對發行人有重大影響的相關法律及規例的資料。	6. MAINTAINING TRUST OF OUR PATIENTS: Upholding the Highest Standards of Business Ethics 6. 維護病人信任：堅持最高標準的商業道德 The Group is unaware of any non-compliance with the relevant laws and regulations relating to bribery, extortion, fraud and money laundering. 本集團並不知悉任何違反有關防止賄賂、勒索、欺詐及洗黑錢的相關法律及規例的情況。
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	6. MAINTAINING TRUST OF OUR PATIENTS: Upholding the Highest Standards of Business Ethics 6. 維護病人信任：堅持最高標準的商業道德 There are no concluded legal cases regarding corrupt practices brought against the Group or its employees. 本集團或其僱員並無涉及任何有關貪污行為的已審結法律案件。
B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	6. MAINTAINING TRUST OF OUR PATIENTS: Upholding the Highest Standards of Business Ethics 6. 維護病人信任：堅持最高標準的商業道德
B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	6. MAINTAINING TRUST OF OUR PATIENTS: Upholding the Highest Standards of Business Ethics 6. 維護病人信任：堅持最高標準的商業道德

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Indicators 指標	Description 描述	Section and Remarks 章節及備註
B8. Community Investment B8. 社區投資		
General Disclosure 一般披露	<p>Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.</p> <p>有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。</p>	<p>4. ENHANCING COMMUNITY: Community Engagement</p> <p>4. 改善社區：社區參與</p>
B8.1	<p>Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).</p> <p>專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。</p>	<p>4. ENHANCING COMMUNITY: Community Engagement</p> <p>4. 改善社區：社區參與</p>
B8.2	<p>Resources contributed (e.g. money or time) to the focus area.</p> <p>在專注範疇所動用資源(如金錢或時間)。</p>	<p>4. ENHANCING COMMUNITY: Community Engagement</p> <p>4. 改善社區：社區參與</p>

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Notes:

1. Employee turnover rate is calculated by the number of employees left during the Reporting Period/Total number of employees at 30 June 2024 x 100%.
2. GHG emissions data is presented in terms of tonne of carbon dioxide equivalent.
3. GHG emission is calculated based on, including but not limited to, "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards" issued by the World Resources Institute and the World Business Council for Sustainable Development, "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, the "2023 Sustainability Report" published by HK Electric Investments Limited and the "CLP 2023 Sustainability Report" published by CLP Holdings Ltd.
4. As of 2024, the visiting patient under the reporting scope is 1,551,815. (FY2023: 1,276,177). The data is also used for calculating other intensity data.
5. FY2023 GHG emission intensity has been restated.
6. FY2023 hazardous waste intensity has been restated.
7. The weight of the general waste is calculated using an assumed density of 311.73 kg/m³.
8. FY2023 Energy consumption intensity has been restated.
9. FY2023 packaging materials intensity has been restated.

附註：

1. 僱員流失率按報告期間離職僱員人數除以於2024年6月30日的僱員總人數乘以100%計算。
2. 溫室氣體排放數據以公噸二氧化碳當量表示。
3. 溫室氣體排放量的計算依據為(包括但不限於)世界資源研究所及世界可持續發展工商理事會發佈的《溫室氣體議定書：企業會計及報告準則》(The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards)、聯交所發佈的《如何編製環境、社會及管治報告－附錄2：環境關鍵績效指標報告指引》、港燈電力投資有限公司刊發的《2023年可持續發展報告》及中電控股有限公司刊發的《中電2023年可持續發展報告》。
4. 截至2024年，報告範圍內求診患者人數為1,551,815人(2023財政年度：1,276,177人)。該數據亦用於計算其他密度數據。
5. 2023財政年度的溫室氣體排放密度已予重列。
6. 2023財政年度的有害廢棄物密度已予重列。
7. 一般廢棄物總量的換算是根據廢棄物假設密度311.73 kg/m³計算。
8. 2023財政年度的能源消耗密度已予重列。
9. 2023財政年度的包裝材料密度已予重列。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

BOARD OF DIRECTORS

Executive Directors

Dr. Sun Yiu Kwong (“Dr. Sun”), aged 81, is a founding member of the Group and the Chairman of the Company. He was appointed as a Director on 23 April 2015 and re-designated as an executive Director on 29 August 2015. He is primarily responsible for the overall formulation, supervision and guidance of business strategies, planning and development of the Group. He is the Chairman of the Nomination Committee of the Company. Dr. Sun is also a director of various companies of the Group.

With over 45 years of experience in family medicine practice, Dr. Sun is a Founder Fellow of the Hong Kong College of Family Physicians. He is a Clinical Associate Professor (honorary) in Faculty of Medicine, Jockey Club School of Public Health and Primary Care, The Chinese University of Hong Kong and an Honorary Clinical Assistant Professor in Department of Family Medicine and Primary Care, The University of Hong Kong. Dr. Sun is one of the pioneer Hong Kong doctors to participate in the healthcare development and training of medical professionals in the PRC.

Dr. Sun is the father of Dr. Michael Sun, the Vice Chairman, executive Director and Co-Chief Executive Officer and the father-in-law of Mr. Patrick Tsang, an executive Director. He is the sole shareholder and one of the directors of East Majestic Group Limited. He is also the sole shareholder and director of EM Team Limited.

He obtained a Bachelor of Medicine, Bachelor of Surgery from the University of Hong Kong in November 1967 and became a Fellow of the Hong Kong College of Family Physicians in September 1987 and a Fellow of the Hong Kong Academy of Medicine in the specialty of Family Medicine in December 1993. He was also registered as a specialist in Family Medicine in March 1998.

董事會

執行董事

孫耀江醫生 (「孫醫生」)，81歲，為本集團創始人之一，並為本公司主席；於2015年4月23日獲委任為董事，2015年8月29日調任為執行董事；主要負責制定、監督及指引本集團的整體業務策略、規劃及發展，並擔任本公司提名委員會主席。孫醫生亦為本集團多間公司的董事。

孫醫生擁有逾45年的家庭醫學臨床經驗，為香港家庭醫學學院的創辦院士、香港中文大學醫學院賽馬會公共衛生及基層醫療學院名譽臨床副教授及香港大學家庭醫學及基層醫療學系名譽臨床助理教授。孫醫生是香港醫生中參與中國醫療保健業務發展及醫護人員培訓的領導人物之一。

孫醫生為副主席、執行董事兼聯席行政總裁孫文堅醫生的父親及執行董事曾安業先生的岳父。彼為East Majestic Group Limited的唯一股東及董事之一。彼亦為EM Team Limited的唯一股東及董事。

孫醫生於1967年11月獲得香港大學內外全科醫學士學位，於1987年9月成為香港家庭醫學學院院士及於1993年12月成為香港醫學專科學院院士（家庭醫學）；亦於1998年3月註冊成為家庭醫學專科醫生。

BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷

Dr. Sun Man Kin, Michael (“Dr. Michael Sun”), aged 46, is the Vice Chairman and Co-Chief Executive Officer of the Company. He was appointed as a Director on 18 August 2015 and re-designated as an executive Director on 29 August 2015. He is a specialist in Radiology and along with Ms. Jacquen Kwok, he is responsible for building, consolidating, and strengthening professional network of the Group and the overall guidance of planning and development of the Group. Dr. Michael Sun has over 15 years of experience in medicine and has been the chief radiologist of the Group since July 2012. He is currently a radiologist, a director and a shareholder of ProCare Medical Imaging and Laboratory Centre Limited, a non-wholly owned subsidiary of the Company. He is also a consultant radiologist of the Group and a director of various members of the Group.

Dr. Michael Sun is the son of Dr. Sun, the Chairman of the Company and executive Director and the brother-in-law of Mr. Patrick Tsang, an executive Director. He is also a director of East Majestic Group Limited.

Dr. Michael Sun obtained a Bachelor of Medicine, Bachelor of Surgery from the University of Hong Kong in December 2002. He became a Fellow of the Royal College of Radiologist in October 2007 and a Fellow of the Hong Kong College of Radiologists in October 2010. He also became a Fellow of the Hong Kong Academy of Medicine in the specialty of Radiology in June 2010.

孫文堅醫生（「孫文堅醫生」），46歲，為本公司副主席兼聯席行政總裁。彼於2015年8月18日獲委任為董事並於2015年8月29日調任為執行董事。彼乃放射科專科醫生；與郭卓君女士合力負責建立、鞏固並加強本集團的專業網絡，並就本集團的規劃及發展提供整體指引。孫文堅醫生擁有逾15年的醫學經驗，自2012年7月起一直為本集團的首席放射科醫生，目前為本公司非全資附屬公司普康醫學影像及化驗中心有限公司的放射科專科醫生、董事及股東，亦為本集團的放射科顧問及本集團多間成員公司的董事。

孫文堅醫生為本公司主席兼執行董事孫醫生之子，及執行董事曾安業先生的內弟。彼亦為East Majestic Group Limited的董事。

孫文堅醫生於2002年12月獲得香港大學內外全科醫學士學位。於2007年10月成為英國皇家放射科學醫學院院士，於2010年10月成為香港放射科醫學院院士，亦於2010年6月成為香港醫學專科學院院士（放射科）。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

Ms. Kwok Cheuk Kwan, Jacquen (“Ms. Jacquen Kwok”), aged 56, is the Co-Chief Executive Officer of the Company. She was appointed as a Director on 5 November 2014 and re-designated as an executive Director on 29 August 2015. Along with Dr. Michael Sun, she is responsible for the overall guidance of planning and development of the Group and initiating and leading business projects in collaboration with medical insurance companies and corporate customers. Ms. Jacquen Kwok is also responsible for internal operations to enhance operational efficiency and develop the Group’s corporate expansion in Hong Kong and Mainland China. Ms. Jacquen Kwok is one of the key members in establishing the administration arm of the Group. She has over 25 years of experience in health schemes management and providers network administration to support the healthcare plan’s implementation in the Group’s network. She is actively involved in developing the infrastructure of the Group such as information technology platforms and medical network facilities. In the recent years, Ms. Jacquen Kwok is also leading and managing corporate development, merger and acquisition investments, and business expansion for the Group.

Ms. Jacquen Kwok obtained a Bachelor of Arts in International Business Studies (Hons) from the City University of Hong Kong in November 1991 and obtained a Bachelor of Laws from Peking University in July 1996. She also obtained a Master of Science in Management (Health Services Management) from the Hong Kong Polytechnic University in November 2003.

郭卓君女士（「郭卓君女士」），56歲，為本公司聯席行政總裁；於2014年11月5日獲委任為董事，並於2015年8月29日調任為執行董事。彼與孫文堅醫生合力負責就本集團的規劃及發展提供整體指引，並負責領導和推進與醫療保險公司及機構客戶合作業務項目及其運作。郭卓君女士亦負責內部營運，以提高經營效率，並在香港及中國內地推動本集團的企業擴展。郭卓君女士為本集團管理部門的主要創始人之一，於保健計劃管理方面擁有逾25年的經驗，並為本集團醫療計劃的營運和醫務網絡的管理，提供管理支持。郭卓君女士積極推動本集團基礎設施（例如資訊技術平台及醫療網絡設施）等發展。近年，郭卓君女士亦帶領本集團企業發展，管理及參與本集團的併購投資以及業務擴展。

郭卓君女士於1991年11月獲得香港城市大學國際商業學榮譽文學士學位，於1996年7月獲得中國北京大學法學學士學位，亦於2003年11月獲得香港理工大學醫療服務管理學理學碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

Mr. Tsang On Yip, Patrick *BBS* (“Mr. Patrick Tsang”), aged 53, was appointed as a Director on 18 August 2015 and re-designated as an executive Director on 29 August 2015. He is a member of the Remuneration Committee of the Company. Mr. Patrick Tsang is primarily responsible for providing strategic directions on co-operations with different business stakeholders in China and globally. He is the Co-Chief Executive Officer and an executive director of CTFE. He is also a director of The GBA Healthcare Holdings Limited, a wholly owned subsidiary of CTFE and a substantial shareholder of the Company. Mr. Patrick Tsang has over 25 years of international capital markets experience, and was previously managing director, head of Asia Fixed Income Capital Markets at Deutsche Bank AG, Hong Kong Branch, where he worked from 2003 to 2012.

Mr. Patrick Tsang is an executive director of Melbourne Enterprises Limited (stock code: 158), the chairman and a non-executive director of Giordano International Limited (stock code : 709), the vice chairman and an executive director of i-Cable Communications Limited (stock code: 1097), a non-executive director of SJM Holdings Limited (stock code: 880) and a non-executive director of NWS Holdings Limited (stock code: 659), all being companies listed on the Main Board of the Stock Exchange. From June 2015 to May 2022, Mr. Patrick Tsang was a non-executive director of Greenheart Group Limited (stock code: 94), and from November 2012 to August 2022, Mr. Patrick Tsang was a non-executive director of Integrated Waste Solutions Group Holdings Limited (stock code: 923), both being companies listed on the Main Board of the Stock Exchange.

Mr. Patrick Tsang is the son-in-law of Dr. Sun, the Chairman and an executive Director and the brother-in-law of Dr. Michael Sun, an executive Director, Vice Chairman and Co-Chief Executive Officer of the Company.

Mr. Patrick Tsang obtained a Bachelor of Arts in Economics from Columbia College of Columbia University in New York, USA in May 1994.

曾安業先生銅紫荊星章（「曾安業先生」），53歲，於2015年8月18日獲委任為董事並於2015年8月29日獲調任為執行董事。彼為本公司薪酬委員會成員。曾安業先生主要針對與國內及全球不同業務夥伴的合作制訂策略方向。曾先生為周大福企業的聯席行政總裁及執行董事；亦為大灣區醫療控股有限公司（周大福企業全資附屬公司及本公司主要股東）的董事。曾安業先生於國際資本市場擁有逾25年的經驗，曾於2003年至2012年任職德意志銀行香港分行，擔任董事總經理，主管亞洲固定收益資本市場業務。

曾安業先生為萬邦投資有限公司（股份代號：158）的執行董事、佐丹奴國際有限公司（股份代號：709）的主席兼非執行董事、有線寬頻通訊有限公司（股份代號：1097）的副主席及執行董事、澳門博彩控股有限公司（股份代號：880）的非執行董事以及新創建集團有限公司（股份代號：659）的非執行董事，該等公司均為聯交所主板上市公司。曾安業先生於2015年6月至2022年5月期間為綠心集團有限公司（股份代號：94）的非執行董事，以及於2012年11月至2022年8月期間為綜合環保集團有限公司（股份代號：923）的非執行董事，均為聯交所主板上市公司。

曾安業先生為本公司主席兼執行董事孫醫生的女婿，及本公司執行董事、副主席兼聯席行政總裁孫文堅醫生的姐夫。

曾安業先生於1994年5月獲得美國紐約哥倫比亞大學哥倫比亞學院經濟學文學士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

Dr. Lee Pak Cheung, Patrick (“Dr. Patrick Lee”), aged 59, was appointed as an executive director on 28 February 2018. He joined the Group in 2003. He was appointed as the Dental Director for the Group since 2014, primarily responsible for supervising the dental practice of the Group and advising on the continuing training of dental professionals and development of clinical and professional services. Dr. Patrick Lee is one of the major contributors in the Group’s dental centre chain, he keeps an active practice to nurture and inspire his dental colleagues. Dr. Patrick Lee also performs a key role in business development and quality assurance in the Group’s dental centre chain. Dr. Patrick Lee obtained a Bachelor of Dental Surgery from the University of Hong Kong in 1988. He became a member of the faculty of general dental practitioners (UK) of the Royal College of Surgeons of England in 1995 and a member in general dental surgery of the Royal College of Surgeons of Edinburgh in 1997. In 1999, he became a Fellow of the Royal Australasian College of Dental Surgeons. In 2007, he was granted a Diploma of Membership in General Dentistry by the College of Dental Surgeons of Hong Kong. Dr. Patrick Lee currently also serves as dental consultant for the Group.

李柏祥醫生（「李柏祥醫生」），59歲，已於2018年2月28日獲委任為執行董事。彼於2003年加入本集團。彼自2014年起獲委任為本集團牙科總監，主要負責監督本集團牙科業務，並就牙科專業人士的持續培訓以及臨床及專業服務的發展提供意見。李柏祥醫生為本集團連鎖牙科中心作出重要貢獻，同時還積極培育及激勵牙科同僚。彼亦在本集團連鎖牙科中心的業務發展及品質保證方面發揮着關鍵作用。李柏祥醫生於1988年獲香港大學頒授牙醫學士學位，於1995年成為英國皇家外科醫學院牙醫全科系院員，並於1997年成為英國愛丁堡皇家外科醫學院牙醫全科院員。彼於1999年成為澳紐皇家牙科醫學院院士。於2007年，彼獲頒授香港牙科醫學院牙科院員資格。李柏祥醫生現時亦為本集團的牙科顧問。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

Non-executive Director

Dr. Lee Kar Chung, Felix (“Dr. Felix Lee”), aged 43, was appointed as a Director on 18 August 2015, re-designated as an executive Director on 29 August 2015 and re-designated as a non-executive Director on 24 November 2023. He is currently a Senior Vice President of CTFE with responsibilities in making investments in the healthcare sector in Asia and globally and a director of The GBA Healthcare Holdings Limited, a wholly owned subsidiary of CTFE, a substantial shareholder of the Company. Dr. Felix Lee is also an independent non-executive director of Asymchem Laboratories (Tianjin) Co., Ltd (stock code: 002821.SZ and 6821.HK). He has over 20 years of experience in healthcare, law and finance. He was an associate with the law firm Freshfields Bruckhaus Deringer before he left in February 2008 to join UBS AG, Hong Kong branch as an analyst in the investment banking department until January 2009. He then joined the investment banking department of Deutsche Bank AG, Hong Kong branch and last held the position of director in the Corporate Advisory Group, where he worked from January 2009 to August 2014. From August 2015 to June 2023, Dr. Felix Lee was an independent non-executive director of CR Medical (stock code: 1515.HK), a substantial shareholder of the Company. From May 2021 to June 2024, Dr. Felix Lee was a non-executive director of ClouDr Group Limited (stock code: 9955.HK). Dr. Felix Lee is also the Chairman of the China Committee, the Hong Kong General Chamber of Commerce.

Dr. Felix Lee obtained a Bachelor of Laws from the London School of Economics and Political Sciences and a Postgraduate Certificate in Laws from the University of Hong Kong in July 2003 and June 2004, respectively. He obtained a Doctor of Business Administration from the University of Wales Trinity Saint David in 2023. He is a Fellow of the Life Management Institute (FLMI). He is a solicitor of the High Court of Hong Kong since September 2007 and a solicitor (non-practising) in the Senior Courts of England and Wales since February 2013.

非執行董事

李家聰博士（「李家聰博士」），43歲，於2015年8月18日獲委任為董事，於2015年8月29日調任為執行董事，並於2023年11月24日調任為非執行董事。他目前為周大福企業的高級副總裁（負責對亞洲及全球醫療保健行業進行投資）、本公司主要股東大灣區醫療控股有限公司（周大福企業的全資附屬公司）的董事。李家聰博士亦為凱萊英醫藥集團（天津）股份有限公司（深圳股份代號：002821及香港股份代號：6821）的獨立非執行董事。李家聰博士於醫療產業、法律及財務方面擁有逾20年經驗。李家聰博士曾為富而德律師事務所律師，後於2008年2月離職加入瑞銀集團香港分行任投資銀行部分析師，直至2009年1月離職；自2009年1月至2014年8月加入德意志銀行香港分行投資銀行部，離職前任企業顧問部董事。李家聰博士於2015年8月至2023年6月期間為本公司主要股東華潤醫療（香港股份代號：1515）的獨立非執行董事。李家聰博士於2021年5月至2024年6月期間為智雲健康科技集團（香港股份代號：9955）的非執行董事。李家聰博士亦為香港總商會的中國委員會主席。

李家聰博士於2003年7月及2004年6月分別獲得倫敦政治經濟學院法學學士學位及香港大學法學專業證書。於2023年獲得威爾士三一大衛大學（University of Wales Trinity Saint David）工商管理博士學位。李家聰博士亦是一名壽險管理師（FLMI）。自2007年9月起為香港高等法院律師，自2013年2月起為英格蘭及威爾士高級法院律師（非執業）。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

Independent Non-executive Directors

Mr. Lee Luen Wai, John *BBS JP* (“**Mr. John Lee**”), aged 75, was appointed as an independent non-executive Director on 6 November 2015. He is the chairman of Audit Committee, a member of the Nomination Committee and Remuneration Committee of the Company. Mr. John Lee is an independent non-executive director of New World Development Company Limited (stock code: 17), an associate of CTFE. Mr. John Lee is also the deputy chairman and executive director of Lippo Limited (stock code: 226), an executive director and the deputy chairman of both Lippo China Resources Limited (stock code: 156) and Hongkong Chinese Limited (stock code: 655), all being companies listed on the Main Board of the Stock Exchange.

Mr. John Lee is a Fellow of The Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He was a partner of Pricewaterhouse (now known as PricewaterhouseCoopers) in Hong Kong and has extensive experience in corporate finance and capital markets. Mr. John Lee is an Honorary Fellow of the City University of Hong Kong and a Justice of Peace in Hong Kong and an awardee of the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region.

Mr. John Lee is active in public service. Over the years, he served as a member or chairman of different government boards and committees in Hong Kong, including a member of the Hong Kong Hospital Authority, the chairman of the Hospital Governing Committee of the Queen Elizabeth Hospital and the Chairman of the Hospital Governing Committee of Hong Kong Children’s Hospital.

獨立非執行董事

李聯偉先生 *銅紫荊星章、太平紳士* (「**李聯偉先生**」)，75歲，於2015年11月6日獲委任為獨立非執行董事。彼為本公司審核委員會主席、提名委員會成員及薪酬委員會成員。李聯偉先生為周大福企業的聯繫人新世界發展有限公司(股份代號：17)的獨立非執行董事。李聯偉先生亦為力寶有限公司(股份代號：226)副主席兼執行董事、力寶華潤有限公司(股份代號：156)及香港華人有限公司(股份代號：655)執行董事兼副主席，該等公司均為聯交所主板上市公司。

李聯偉先生為英格蘭及威爾斯特許會計師公會、英國特許公認會計師公會及香港會計師公會資深會員。彼曾為香港羅兵咸會計師事務所(現稱羅兵咸永道會計師事務所)合夥人之一，於企業融資及資本市場方面擁有豐富經驗。李聯偉先生為香港城市大學榮譽院士及香港太平紳士，並獲香港特別行政區政府頒授銅紫荊星章。

李聯偉先生積極參與公共事務，在過去多年，彼曾於香港擔任多個不同政府委員會的委員或主席，其中包括香港醫院管理局委員、伊利沙伯醫院管治委員會主席及香港兒童醫院的醫院管治委員會主席。

BIOGRAPHICAL DETAILS OF DIRECTORS 董事履歷

Dr. Li Kwok Tung, Donald *GBS JP*, aged 70 (“**Dr. Donald Li**”), was appointed as an independent non-executive Director on 6 November 2015. He is the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. He is also an independent non-executive director of Sino Biopharmaceutical Limited (stock code: 1177) and New Horizon Health Limited (stock code: 6606), both being companies listed on the Main Board of the Stock Exchange. Dr. Donald Li is a specialist in Family Medicine in private practice in Hong Kong. He is a past President of the Hong Kong Academy of Medicine, a past President of the World Organisation of Family Doctors (WONCA), Director and Honorary Consultant of Jiahui Health and Censor of the Hong Kong College of Family Physicians. From December 2017 to May 2023, Dr. Donald Li was an independent non-executive director of C-MER Medical Holdings Limited (stock code: 3309).

Dr. Donald Li obtained a Bachelor of Arts from Cornell University, USA, and a Bachelor of Medicine and a Bachelor of Surgery from the University of Hong Kong in June 1975 and November 1980, respectively. He became a Fellow of the Hong Kong College of General Practitioners in September 1987, Honorary Fellow of the Hong Kong Academy of Medicine in December 1993, Honorary Fellow of the Hong Kong College of Dental Surgeons in May 2004, Honorary Fellow of the Royal Australian College of General Practitioners in September 2005, Honorary Fellow of the Hong Kong College of Family Physicians in May 2007, Fellow of the Faculty of Public Health of the Royal Colleges of Physicians of the United Kingdom in February 2010, Honorary Fellow of the Academy of Family Physicians of Malaysia in April 2011, Registered Mainland China Medical Practitioner in April 2013, Honorary Fellow of the Royal College of Physicians of Thailand in April 2013, Fellow of the Academy of Medicine, Singapore, in August 2013, Honorary Fellow of the Royal College of Physicians of Ireland in October 2014 and Honorary Fellow of the Royal College of General Practitioners in November 2014.

He served as Member of Council of Cornell University. He is a Clinical Associate Professor (honorary) in Family Medicine at the Chinese University of Hong Kong and Honorary Professor of the Li Ka Shing Faculty of Medicine of the University of Hong Kong.

李國棟醫生金紫荊星章、太平紳士（「李國棟醫生」），70歲，於2015年11月6日獲委任為獨立非執行董事。彼為本公司薪酬委員會主席以及審核委員會及提名委員會成員。彼亦為中國生物製藥有限公司（股份代號：1177）及諾輝健康（股份代號：6606）獨立非執行董事，均為聯交所主板上市公司。李國棟醫生為家庭醫學專科醫生，於香港開設私人診所。彼為香港醫學專科學院前任主席、世界家庭醫生組織(WONCA)前任主席、嘉會醫療董事及名譽顧問以及香港家庭醫學學院院監。李國棟醫生於2017年12月至2023年5月期間為希瑪醫療控股有限公司（股份代號：3309）的獨立非執行董事。

李國棟醫生1975年6月畢業於美國康奈爾大學，獲得文學學士學位；1980年11月於香港大學獲得內外全科醫學士學位。彼於1987年9月成為香港全科醫學院院士、1993年12月成為香港醫學專科學院榮譽院士、2004年5月成為香港牙科醫學院榮譽院士、2005年9月成為澳洲皇家全科醫學院榮譽院士、2007年5月成為香港家庭醫學學院榮譽院士、2010年2月成為英國皇家內科醫學院公共衛生學院院士、2011年4月成為馬來西亞家庭醫學專科學院榮譽院士、2013年4月成為中國內地註冊執業醫師、2013年4月成為泰國皇家內科醫學院榮譽院士、2013年8月成為新加坡醫學院院士、2014年10月成為愛爾蘭皇家內科醫學院榮譽院士及於2014年11月成為英國皇家全科醫學院榮譽院士。

彼曾為康奈爾大學理事會會員。現為香港中文大學家庭醫學名譽臨床副教授及香港大學李嘉誠醫學院榮譽教授。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

Dr. Donald Li is the Director of the Hong Kong St. John Ambulance Association. He is the Chairman of the Hong Kong Sheng Kung Hui Welfare Council Limited, Honorary Steward of the Hong Kong Jockey Club. He is the Honorary Adviser of The Hong Kong Award for Young People. He is the chairman of Elderly Commission, chairman of the Action Committee Against Narcotics of Security Bureau, honorary consultant of Department of Health, member of the Steering Committee on Primary Healthcare Development of Food & Health Bureau, and also chairman of Professional Committee on Medical Health of Belt and Road General Chamber of Commerce. He is also the independent non-executive director of ZA Life Limited. He has been appointed as an advisor of Our Hong Kong Foundation for the period from 1 January 2023 to 31 December 2025.

李國棟醫生現為香港聖約翰救傷會總監，亦為香港聖公會福利協會有限公司主席、香港賽馬會榮譽董事。彼為香港青年獎勵計劃名譽顧問。彼為安老事務委員會主席、保安局禁毒處禁毒常務委員會主席、香港衛生署名譽顧問、食物及衛生局基層醫療健康發展督導委員會成員以及香港一帶一路總商會醫療衛生委員會主任。彼亦為眾安人壽有限公司的獨立非執行董事。自2023年1月1日至2025年12月31日期間被任命為團結香港基金顧問。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

Mr. Yeung Tak Bun JP (“Mr. Yeung”), aged 58, holds a Bachelor of Science in Electrical Engineering from the University of Texas (Austin) in the U.S., a Master of Science in Electrical Engineering from Purdue University in the U.S., and an Executive MBA from the Kellogg School of Management of the University of Northwestern in the U.S. in conjunction with the Hong Kong University of Science and Technology. Mr. Yeung started his career in the Silicon Valley, California in 1987 and had worked for several high-tech companies. Mr. Yeung held senior management positions in several multinational corporations with operations throughout Asia.

When Mr. Yeung was the Chief Corporate Development Officer of the Hong Kong Science and Technology Parks Corporation in 2009, he was responsible for the development strategy of the science park, global partnership, incubation programme for start-ups, nurturing bio-tech, green-tech, IT and electronics enterprises, and initiated the science park corporate venture fund. During mid-2015 to mid-2018, Mr. Yeung was appointed as the Government Chief Information Officer, head of department, and a Justice of the Peace, by the Hong Kong SAR Government. Mr. Yeung was responsible for formulation of policies and strategies for Hong Kong’s information industry in development of the digital economy, e-government, cyber-security, and formulation of the blueprint for developing Hong Kong into the world’s leading smart city.

Mr. Yeung co-founded Intelli Global Corporation in late 2018 with international smart city and big data experts to provide top-level design and big data/artificial intelligence relate products that foster city governments and companies around the world in managing cities with new smart city concepts, improving the quality of life, reducing management costs and improving urban governance efficiency. Mr. Yeung is currently the Chief Executive Officer of and Strategic Adviser to Intelli Global Corporation.

楊德斌先生太平紳士（「楊先生」），58歲，持有美國德州大學（奧斯汀總校）電機工程理學士學位、美國普渡大學電機工程理學碩士學位，以及美國西北大學凱洛管理學院及香港科技大學聯辦的行政人員工商管理碩士學位。楊先生在1987年於加州矽谷開展事業，曾任職多家高科技公司。楊先生曾於數家業務遍及亞洲的跨國公司擔任高級管理職位。

在楊先生於2009年擔任香港科技園公司的首席企業發展總監時，彼負責制定科學園的發展策略，建立全球合作夥伴網絡，孵化初創企業，培養生物科技、綠色科技、資訊科技及電子企業，及建立科技園創投基金。於2015年年中至2018年年中，楊先生獲香港特別行政區政府委任為政府資訊科技總監、部門首長及太平紳士。楊先生負責制定香港資訊業在數碼經濟、電子政府、網絡安全及制定香港成為世界領先的智慧城市發展藍圖的政策及策略。

於2018年末，楊先生聯合國際級智慧城市及大數據科學家創立數睿科技國際有限公司，提供智慧城市頂層設計和大數據／人工智能相關產品，協助全球各地城市政府和企業利用新型智慧城市理念管理城市，提高生活品質，降低管理成本及提升城市治理效率。楊先生現任數睿科技國際有限公司行政總裁及戰略顧問。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷

Mr. Yeung holds the public positions of being a member at the Expert Group of the Chief Executive Policy Unit and a Member of the Digital Economy Development Committee of the HKSAR Government. He is also the President of Greater Bay Area International Information Technology Industry Association and the Founding Chairman of the Institute of Big Data Governance. In addition, Mr. Yeung serves as an independent non-executive director of companies which are listed on the Stock Exchange, including Yau Lee Holdings Limited (stock code: 406) and Chinasoft International Limited (stock code: 354). He also serves as an independent non-executive director of POA Bank Limited, which is a wholly-owned subsidiary of Lufax Holding Ltd (listed on the New York Stock Exchange (NYSE: LU) and The Stock Exchange of Hong Kong Limited (stock code: 6623)) and a member of Ping An Insurance (Group) Company of China, Ltd. (listed on The Stock Exchange of Hong Kong Limited (stock code: 2318) and on the Shanghai Stock Exchange (SSE: 601318)). From October 2018 to December 2023, Mr. Yeung was an independent non-executive director of Lansan Pharmaceutical Holdings Limited (delisted from the Stock Exchange).

楊先生現任特首政策組專家組及香港特別行政區政府數字化經濟發展委員會的成員。彼亦為大灣區國際信息科技協會的會長及大數據治理公會的創會主席。此外，楊先生為聯交所上市公司獨立非執行董事，包括有利集團有限公司(股份代號：406)及中軟國際有限公司(股份代號：354)。彼亦為POA Bank Limited的獨立非執行董事，POA Bank是陸金所控股有限公司(在紐約證券交易所(NYSE: LU)和香港聯合交易所有限公司(股份代號：6623)上市)的全資子公司，也是中國平安保險(集團)股份有限公司(在香港聯合交易所有限公司(股份代號：2318)和上海證券交易所(上交所：601318)上市)的成員公司。楊先生於2018年10月至2023年12月期間為朗生醫藥控股有限公司(已從聯交所退市)的獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintaining high standards of corporate governance and transparency. The Company believes that high standards of corporate governance provide a solid foundation for the Group to manage business risks, enhance transparency and maintain high standards of accountability. The corporate governance principles of the Company emphasise sound internal control and aim to protect Shareholders' interests in general.

CORPORATE PURPOSE, CULTURE AND VALUES

Our corporate culture is built on the values of expertise, compassion, innovation, trust, and efficacy. We strive to be experts in our field, providing the highest quality care to our patients. We treat our patients with compassion and empathy, recognizing the importance of the human connection in healthcare. We embrace innovation and creativity to improve patient outcomes and enhance the patient experience. We understand that trust is the foundation of our relationship with our patients, their families, and our community, and we act with integrity, honesty, and transparency in all our dealings. We are committed to delivering effective and efficient care, measuring and evaluating our performance to continuously improve the quality of care we provide. Our corporate culture is built on the principles of ethical and responsible decision-making, transparency, and accountability, ensuring that our actions are always in the best interests of our patients, our employees, and our stakeholders.

CORPORATE GOVERNANCE

The Company has complied with the code provisions of the Corporate Governance Code during FY2024.

BOARD OF DIRECTORS

Board Composition

The Board currently comprises nine Directors, consisting of five executive Directors, one non-executive Director and three independent non-executive Directors, namely Dr. Sun Yiu Kwong as Chairman, Dr. Sun Man Kin, Michael as Vice Chairman, Co-Chief Executive Officer, Ms. Kwok Cheuk Kwan, Jacquen, as Co-Chief Executive Officer, Mr. Tsang On Yip, Patrick *BBS* and Dr. Lee Pak Cheung, Patrick as executive Directors; Dr. Lee Kar Chung, Felix as non-executive Director; and Mr. Lee Luen Wai, John *BBS JP*, Dr. Li Kwok Tung, Donald *GBS JP*, and Mr. Yeung Tak Bun *JP* as independent non-executive Directors.

本公司致力維持高水平的企業管治及透明度。本公司認為，高水平的企業管治為本集團管理經營風險、提高透明度及保持高度問責提供了堅實的基礎。本公司的企業管治原則著重健全的內部監控，旨在維護股東整體利益。

企業宗旨、文化及價值觀

我們的企業文化建基於專業、關懷、創新、信任及成果的價值觀之上。我們致力成為業內專家，為患者提供最優質的醫療服務。我們以關懷及同理心對待患者，並明白人與人之間的聯繫在醫療保健中的重要性。我們崇尚以創新及創意改善患者的治療效果及提升患者的求診體驗。我們深知，信任是我們與患者、患者家屬及社區之間的關係基礎，因此我們在所有醫患相處中，秉承正直、誠實及透明的原則。我們致力提供高效率及高效益的醫療服務，衡量及評估我們的表現，以不斷提高我們的醫療服務品質。我們的企業文化建基於合乎道德及負責任的決策、透明、及問責的原則之上，確保我們的行事始終符合患者、僱員及持份者的最佳利益。

企業管治

除於本年報所披露的偏離外，本公司於2024財政年度已遵守企業管治守則的守則條文。

董事會

董事會組成

董事會現時由九名董事組成，包括五名執行董事、一名非執行董事及三名獨立非執行董事，分別為執行董事孫耀江醫生（主席）、孫文堅醫生（副主席、聯席行政總裁）、郭卓君女士（聯席行政總裁）、曾安業先生 *銅紫荊星章* 及李柏祥醫生；非執行董事李家聰博士；以及獨立非執行董事李聯偉先生 *銅紫荊星章*、*太平紳士*、李國棟醫生 *金紫荊星章*、*太平紳士* 及楊德斌先生 *太平紳士*。

CORPORATE GOVERNANCE REPORT

企業管治報告

Biographical details of the Directors and their relationships, where applicable, are contained in the section headed “Biographical Details of Directors” of this annual report.

The Company has maintained on its website and on the website of the Stock Exchange an updated list of its Directors identifying their roles and functions, and whether they are independent non-executive Directors. Independent non-executive Directors are identified as such in all corporate communications that disclose the names of Directors.

Board Independence Evaluation

The Company has established a Board Independence Evaluation Mechanism which sets out the processes and procedures to ensure a strong independent element on the Board, which allows the Board effectively exercises independent judgment to better safeguard Shareholders’ interests.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development. The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance.

The Board has conducted a review and considered that the Board Independence Evaluation Mechanism has been properly implemented for FY2024 and is effective.

Board Diversity Policy

The Board adopted a board diversity policy setting out the approach to achieve diversity on the Board. The Company considered diversity of Board members can be achieved through consideration of a number of aspects, including but not limited to the gender, age, cultural, educational background and professional experience of the Board members. The appointment of Directors will be based on the Group’s own business model and specific needs, having due regard to the benefits of diversity of the Board.

董事履歷詳情及彼等之間的關係(如適用)載於本年報「董事履歷」一節。

本公司一直在其網站及聯交所的網站上提供其最新董事名單，列明其職位和職責，以及是否為獨立非執行董事。於披露董事姓名的所有公司通訊中，已明確識別獨立非執行董事身份。

董事會獨立性評估

本公司已制定董事會獨立性評估機制，有關機制列明相關過程及程序，以確保董事會有強大的獨立元素，能夠有效地作出獨立判斷，以更好地維護股東利益。

評估的目的是要提高董事會效率，發揮最大優勢，以及識別出需要改進或進一步發展的地方。評估過程亦釐清本公司需要採取哪些行動，以保持並提高董事會的表現。

董事會已檢討並認為董事會獨立性評估機制於2024財政年度已獲得妥善實施且行之有效。

董事會多元化政策

董事會採納董事會多元化政策，其中載有達致董事會成員多元化的方法。本公司認為，透過考慮多方面因素可達致董事會成員多元化，包括但不限於董事會成員的性別、年齡、文化、教育背景及專業經驗。董事的委任均以本集團業務模型及特別需要為原則，並充分顧及董事會多元化的裨益。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company believes that the current Board composition is well-balanced and of a diverse mix appropriate for the business of the Company. The Board currently has one female Director and in compliance with Board gender diversity requirement under Rule 13.92 of the Listing Rules. We will continue to strive to enhance female representation and achieve an appropriate balance of gender diversity. The Board has reviewed the Board Diversity Policy for FY2024 and is of the view that the Board Diversity Policy has been properly implemented and is effective.

As at 30 June 2024, the gender ratio in the workforce (including senior management) of the Group was approximately 79.9% female and approximately 20.1% male. The Group treats every employee equally and equal opportunities for different genders. In particular, the recruitment process of the Group shall not involve any discrimination on the grounds of race, disability, gender, sexual orientation, family responsibilities, marital status, age or other discriminatory factors. It is relatively more challenging for the Group to achieve equal gender ratio across all business units of the Group due to the characteristics and work types of different business units. The Group will continue to enhance diversity in different levels of workforce.

Chairman and Chief Executive Officer

Code Provision C.2.1 of the Corporate Governance Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. The Company has been in compliance with Code Provision C.2.1 of the Corporate Governance Code with Dr. Sun Yiu Kwong serving as the Chairman of the Company and Dr. Sun Man Kin, Michael and Ms. Kwok Cheuk Kwan, Jacquen serving as the Co-Chief Executive Officer.

本公司相信，目前董事會的組成相當均衡，且多元化的背景切合本公司業務所需。董事會目前有一名女性董事，符合上市規則第13.92條的董事會性別多元化要求。我們將繼續努力提高女性比例，務求在性別多元化中取得適當平衡。董事會已於2024財政年度檢討董事會多元化政策，並認為董事會多元化政策已獲得妥善實施且行之有效。

於2024年6月30日，本集團的員工（包括高級管理人員）性別比例為女性約79.9%及男性約20.1%。本集團平等對待每一位僱員，並為不同性別僱員提供平等機會。本集團尤其在招聘過程中不會基於種族、殘疾、性別、性取向、家庭責任、婚姻狀況、年齡或其他歧視性因素而作出任何歧視行為。由於各業務單位的特性及工作類型均有不同，要在本集團所有業務單位實現男女比例平等相對更具挑戰性。本集團將繼續提升各級僱員的多元化程度。

主席及行政總裁

企業管治守則的守則條文第C.2.1條訂明，主席與行政總裁的角色應有區分，並不應由一人同時兼任。主席與行政總裁的責任應當清楚劃分並以書面方式列明。本公司已遵守企業管治守則的守則條文第C.2.1條，其中孫耀江醫生擔任董事會主席，而孫文堅醫生及郭卓君女士則擔任聯席行政總裁。

CORPORATE GOVERNANCE REPORT

企業管治報告

Independent Non-executive Directors

During FY2024, the Board at all times met 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.

Roles of the Board and Management

The Board oversees the management, business, strategic directions and performance of the Group. It is collectively responsible for the management and operation of the Company. The Board is the ultimate decision making body of the Company except for matters requiring the approval of the Shareholders in accordance with the Articles, the Listing Rules or other applicable laws and regulations.

The Board delegates day-to-day operations of the Group to the management of the Company. The Board and the management have clearly defined authorities and responsibilities under various internal control and check and balance mechanisms.

獨立非執行董事

於2024財政年度，董事會一直遵守上市規則有關委任最少三名獨立非執行董事（相當於董事會三分之一席位）且當中最少一名擁有適當專業資格或會計或相關財務管理專長的規定。本公司已收到各獨立非執行董事之年度書面確認，確認其符合上市規則第3.13條所載的獨立指引。本公司認為所有獨立非執行董事均屬獨立人士。

董事會及管理層的角色

董事會監察本集團的管理、業務、策略方針及表現。董事會共同負責本公司的管理及營運。除根據細則、上市規則或其他適用法例及法規須獲股東批准的事宜外，董事會為本公司的最終決策機關。

董事會將本集團的日常運作轉授本公司的管理層。在各項內部監控及制衡機制下，董事會及管理層具有明確界定的授權及職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Functions

The Board plays a major role in the supervision of corporate governance to ensure that the Company maintains a sound governance framework and the long-term sustainable Shareholders' value by way of, among others:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- (e) to review the Company's compliance with Appendix C1 of the Listing Rules (Corporate Governance Code and Corporate Governance Report).

During the year, the Board has reviewed the Company's policies and practices on corporate governance, and reviewed and monitored the training and continuous professional development of directors and senior management. The Board has also reviewed and ensured compliance of the relevant legal and regulatory requirements, the code of conducts, the code and the disclosure in the Corporate Governance Report.

企業管治職能

董事會於監督企業管治職能方面擔當主要角色，以確保本公司維持健全的管治框架及長期可持續的股東價值，方法(其中包括)如下：

- (a) 制定及檢討本公司的企業管治政策及常規；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事適用的操守準則及合規守冊(如有)；及
- (e) 檢討本公司遵守上市規則附錄C1(企業管治守則及企業管治報告)的情況。

年內，董事會已審閱本公司的企業管治政策及常規，並審閱及監察董事及高級管理人員的培訓和持續專業發展。董事會亦已審閱並確保遵守相關法律及法規要求，行為守則、守則及企業管治報告中的披露。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Meetings and Supply of and Access to Information

Under code provision C.5.1 of the Corporate Governance Code, the Board should meet regularly and Board meetings should be held at least four times a year at approximately quarterly intervals and under code provision C.2.7 of the Corporate Governance Code, the Chairman of the Board should at least annually hold meetings with the independent non-executive Directors without the other Directors present. During FY2024, the Board held four meetings and Directors' attendance records are set out below:

董事會會議及資料提供及使用

根據企業管治守則的守則條文第C.5.1條，董事會應定期開會，董事會會議應每年召開至少四次，大約每季一次，而根據企業管治守則的守則條文第C.2.7條，董事會主席亦應至少每年與獨立非執行董事舉行一次其他董事避席的會議。於2024財政年度內，董事會已舉行四次會議，各董事的出席紀錄載列如下：

Directors	董事	Meeting(s) Attended/Held 出席／舉行 會議次數
Executive Directors		
Dr. Sun Yiu Kwong (Chairman)	孫耀江醫生 (主席)	4/4
Dr. Sun Man Kin, Michael (Vice Chairman and Co-Chief Executive Officer)	孫文堅醫生 (副主席兼聯席行政總裁)	4/4
Ms. Kwok Cheuk Kwan, Jacquen (Co-Chief Executive Officer)	郭卓君女士 (聯席行政總裁)	4/4
Mr. Tsang On Yip, Patrick	曾安業先生	3/4
Dr. Lee Pak Cheung, Patrick	李柏祥醫生	4/4
Non-executive Director		
Dr. Lee Kar Chung, Felix	李家聰博士	4/4
Independent Non-executive Directors		
Mr. Lee Luen Wai, John	李聯偉先生	4/4
Dr. Li Kwok Tung, Donald	李國棟醫生	4/4
Mr. Yeung Wing Sun, Mike (Note 1)	楊榮燊先生 (附註1)	2/2
Mr. Chau, Chit Jeremy (Note 2)	周哲先生 (附註2)	2/2
Mr. Yeung Tak Bun (Note 3)	楊德斌先生 (附註3)	2/2

In addition, the Chairman held a meeting with the independent non-executive Directors without the presence of executive Directors.

此外，主席曾與獨立非執行董事舉行一次執行董事避席的會議。

Notes:

- Mr. Yeung Wing Sun, Mike retired as an independent non-executive Director with effect from 24 November 2023.
- Mr. Chau, Chit Jeremy retired as an independent non-executive Director with effect from 24 November 2023.
- Mr. Yeung Tak Bun has been appointed as an independent non-executive Director with effect from 24 November 2023.

附註：

- 楊榮燊先生由2023年11月24日起退任獨立非執行董事。
- 周哲先生由2023年11月24日起退任獨立非執行董事。
- 楊德斌先生由2023年11月24日起獲委任為獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

Notice incorporating the agenda for each regular Board meeting is given to all Directors at least 14 days in advance. For other Board meetings and Board committee meetings, reasonable notice will be given. All Directors or Board committee members are given the opportunity to include matters for discussion in the agenda. Meeting agenda and accompanying meeting papers are sent to all relevant Directors at least 3 days in advance of every regular Board meeting or committee meeting.

The Company Secretary assists the Chairman of the Board and the chairmen of Board committees in preparing meeting agendas and ensures that the Corporate Governance Code as well as all applicable laws and regulations are duly complied with. Minutes of Board meetings and Board committee meetings are recorded in sufficient details of the matters considered and decisions reached at the relevant meetings. Draft and final versions of the minutes in respect of Board meetings and Board committee meetings are sent to all Directors or Board committee members respectively for comment and records within a reasonable time after the relevant meetings. All minutes are properly kept by the Company Secretary and are available for the Directors' and Board committee members' inspection.

All Directors are entitled to have access to timely information in relation to the Company's business and make further enquiries or retain independent professional advisors where necessary. The management provides all relevant explanation and information to the Board so as to give the Board the information it needs to discharge its responsibilities. During FY2024, the management has provided all members of the Board with adequate information giving a balanced and understandable assessment of the Company's performance, position and prospects.

所有董事會常規會議通告及議程均在召開會議至少14天前送達全體董事，至於召開其他董事會會議及董事會轄下委員會會議，則予以發出合理通知。全體董事或董事會轄下委員會成員均有機會提呈商討事項列入會議議程。會議議程及隨附會議文件在舉行各董事會常規會議或委員會會議日期至少3天前送達全體相關董事。

公司秘書協助董事會主席及各董事會轄下委員會主席編製會議議程，並確保妥為遵守企業管治守則及所有適用的法例及規例。董事會會議及董事會轄下委員會會議上所考慮的事宜及達致的決定均會詳細記錄於會議紀錄內。董事會會議及董事會轄下委員會會議紀錄的初稿及最終定稿於會議後一段合理時間內先後發送全體董事或董事會轄下委員會成員，初稿供董事或董事會轄下委員會成員給予意見，最終定稿供其存檔之用。所有會議紀錄由公司秘書備存，以供各董事或董事會轄下委員會成員查閱。

所有董事均可以適時掌握本公司業務資料，並在需要時作進一步查詢或尋求獨立專業意見。管理層會向董事會提供所有相關說明及資料，給予董事會相關資料以助其履行職責。於2024財政年度，管理層已向董事會全體成員提供足夠資訊，載列有關本公司的表現、狀況及前景的公正及易於理解的評估。

CORPORATE GOVERNANCE REPORT

企業管治報告

GENERAL MEETINGS

During FY2024, the Company has convened and held one annual general meeting (“AGM”) and one extraordinary general meeting (“EGM”). Attendance record of the Directors at the general meetings is set out as follows:

股東大會

於2024財政年度內，本公司已召開及舉行一次股東週年大會（「股東週年大會」）及一次股東特別大會（「股東特別大會」）。董事於股東大會的出席紀錄載列如下：

Name of Directors	董事姓名	Number of meeting attended/held	
		出席／舉行會議次數	
		AGM	EGM
		股東週年大會	股東特別大會
<i>Executive Directors</i>			
<i>執行董事</i>			
Dr. Sun Yiu Kwong (Chairman)	孫耀江醫生 (主席)	1/1	1/1
Dr. Sun Man Kin, Michael (Vice Chairman and Co-Chief Executive Officer)	孫文堅醫生 (副主席兼聯席行政總裁)	1/1	1/1
Ms. Kwok Cheuk Kwan, Jacquen (Co-Chief Executive Officer)	郭卓君女士 (聯席行政總裁)	1/1	1/1
Mr. Tsang On Yip, Patrick	曾安業先生	0/1	0/1
Dr. Lee Pak Cheung, Patrick	李柏祥醫生	1/1	1/1
<i>Non-executive Director</i>			
<i>非執行董事</i>			
Dr. Lee Kar Chung, Felix	李家聰博士	0/1	0/1
<i>Independent Non-executive Directors</i>			
<i>獨立非執行董事</i>			
Mr. Lee Luen Wai, John	李聯偉先生	1/1	1/1
Dr. Li Kwok Tung, Donald	李國棟醫生	1/1	1/1
Mr. Yeung Wing Sun, Mike (Note 1)	楊榮樂先生 (附註1)	0/1	0/0
Mr. Chau, Chit Jeremy (Note 2)	周哲先生 (附註2)	0/1	0/0
Mr. Yeung Yak Bun (Note 3)	楊德斌先生 (附註3)	0/0	1/1

Notes:

- Mr. Yeung Wing Sun, Mike retired as an independent non-executive Director with effect from 24 November 2023.
- Mr, Chau, Chit Jeremy retired as an independent non-executive Director with effect from 24 November 2023.
- Mr. Yeung Tak Bun has been appointed as an independent non-executive Director with effect from 24 November 2023.

附註：

- 楊榮樂先生由2023年11月24日起退任獨立非執行董事。
- 周哲先生由2023年11月24日起退任獨立非執行董事。
- 楊德斌先生由2023年11月24日起獲委任為獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' Appointment, Re-election and Removal

Each of the executive Directors has entered into a service contract with the Company for a term of three years subject to the provision of retirement and rotation of Directors under the Articles and the provision under the service contract.

The non-executive Director has entered into a letter of appointment with the Company for a fixed term of one year commencing from the date of his re-designation subject to retirement by rotation in accordance with the Articles.

Each of the independent non-executive Directors (other than Mr. Yeung Tak Bun) has entered into a letter of appointment with the Company for a term of three years commencing on the date of his appointment. Thereafter, the appointment is renewable automatically for successive terms of one year. Mr. Yeung Tak Bun has entered into a letter of appointment with the Company as an independent non-executive Director for a term of one year commencing from the date on of his appointment, which term shall be automatically renewable for successive terms of one year. All independent non-executive Directors are subject to the provision of retirement and rotation of Directors under the Articles and the provision under their letters of appointment.

The Articles provide that each Director is subject to retirement from office by rotation and re-election once every three years and that one-third (or the number nearest to but not less than one-third) of the Directors shall retire from office every year at the annual general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting while any Director appointed by the Board as additional Director shall be subject to re-election at the next following annual general meeting.

董事的委任、重選及罷免

執行董事已各自與本公司訂立服務合約，為期三年，並須遵守細則所載有關董事輪值退任的條文及服務合約內的條文。

非執行董事已與本公司訂立委任函，任期為自彼調任之日開始固定為期一年，惟須根據細則輪值退任。

各獨立非執行董事(楊德斌先生除外)已各自與本公司訂立委任函，任期為自委任日期起三年。其後，任期將自動重續，每次重續一年。楊德斌先生已與本公司訂立有關擔任獨立非執行董事的委任函，任期為自委任日期起一年，並可自動續期，每次重續一年。所有獨立非執行董事須遵守細則所載有關董事輪值退任的條文及委任函內的條文。

細則規定，各董事須每三年輪值告退一次惟可重選連任，每年為數三分之一(或最接近但不少於三分之一人數)的董事須於股東週年大會上退任。由董事會委任以填補臨時空缺的任何董事，其任期直至其獲委任後的首屆股東大會為止，並須於該大會上重選連任，而由董事會委任的任何新增董事須於下屆股東週年大會上重選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' training and Professional Development

Every Director keeps abreast of responsibilities as a Director and of the conduct, business activities and development of the Company. Every newly appointed Director receives a comprehensive, formal and tailored induction package covering the statutory and regulatory obligations of Directors, organizational structure, policies, procedures and codes of the Company, terms of reference of board committees and charter of responsibilities of internal audit. The Directors are encouraged to attend seminars and conferences to enrich their knowledge in discharging their duties as a director. The Company Secretary from time to time updates and provides written training materials to the Directors, and organizes seminars on the latest development of the Listing Rules, applicable laws, rules and regulations relating to Directors' duties and responsibilities.

The Company Secretary maintains records of trainings received by the Directors. The trainings received by the current Directors during FY2024 are as follows:

董事培訓及專業發展

各董事充分瞭解作為董事的職責以及本公司的經營方式、業務活動及發展。各新委任董事均獲得一份全面、正式及訂製的就任啟導，內容包括董事的法定及監管責任、本公司的組織架構、政策、程序及守則、董事會轄下委員會的職權範圍，以及內部審計責任的憲章。本公司鼓勵董事參加研討會和會議，以豐富董事在履行其職責方面的知識。公司秘書不時向董事更新並提供書面培訓資料，並就有關上市規則最近發展以及適用於董事職務及職責的法例、規則及監管規例等專題舉辦研討會。

公司秘書備存董事接受培訓的紀錄。於2024財政年度，現任董事接受培訓的情況如下：

Name of Directors	董事姓名	Training Matters ^{Note} 培訓事項 ^{附註}
Executive Directors		
Dr. Sun Yiu Kwong (Chairman)	孫耀江醫生(主席)	A, B, C
Dr. Sun Man Kin, Michael (Vice-Chairman and Co-Chief Executive Officer)	孫文堅醫生(副主席兼聯席行政總裁)	A, B, C
Ms. Kwok Cheuk Kwan, Jacquen (Co-Chief Executive Officer)	郭卓君女士(聯席行政總裁)	A, B, C
Mr. Tsang On Yip, Patrick	曾安業先生	A, B, C
Dr. Lee Pak Cheung, Patrick	李柏祥醫生	A, B, C
Non-Executive Director		
Dr. Lee Kar Chung, Felix	李家聰博士	A, B, C
Independent Non-executive Directors		
Mr. Lee Luen Wai, John	李聯偉先生	A, B, C
Dr. Li Kwok Tung, Donald	李國棟醫生	A, B, C
Mr. Yeung Wing Sun, Mike	楊榮燊先生	A, B, C
Mr. Chau, Chit Jeremy	周哲先生	A, B, C
Mr. Yeung Yak Bun	楊德斌先生	A, B, C

Note: A. Corporate governance
B. Regulatory updates
C. Directors' Duties

附註：A. 企業管治
B. 監管最新情況
C. 董事責任

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' and officers' Liabilities Insurance

The Company has arranged appropriate directors' and officers' liabilities insurance coverage for the Directors and officers of the Company.

CODES FOR DEALING IN THE COMPANY'S SECURITIES

The Company has adopted the Model Code as its own code for dealings in the Company's securities by the Directors.

Having made specific enquiry with all Directors, the Company confirmed that the Directors have complied with the Model Code during FY2024.

Relevant employees who are likely to be in possession of inside information of the Group are also subject to compliance with the Code of Conduct for Securities Transactions by Employees on terms that are no less exacting than those set out in the Model Code. To the best knowledge of the Company, there was no incident of non-compliance of the Code of Conduct for Securities Transactions by Employees during FY2024.

BOARD COMMITTEES

Remuneration Committee

The Company has established its Remuneration Committee with written terms of reference, which is available at the Company's website at www.ump.com.hk and the Stock Exchange's website at www.hkexnews.hk.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing such remuneration policies. In arriving at its recommendations to the Board, the Remuneration Committee will consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group. The Committee either determines or makes recommendations to the Board on the remuneration package of individual executive Directors and senior management, and it also makes recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee meets at least twice a year and is provided with sufficient resources enabling it to discharge its duties.

董事及高級人員責任險

本公司已為董事及本公司高級人員投保適當的董事及高級人員責任險。

買賣本公司證券的守則

本公司已採納標準守則作為董事買賣本公司證券的守則。

經對全體董事作出特定查詢後，本公司確認董事已於2024財政年度遵守標準守則。

可能知悉本集團內幕消息的有關僱員亦須遵守僱員進行證券交易的操守準則，其條款不遜於標準守則所訂標準。就本公司所知，2024財政年度並無出現違反僱員進行證券交易的操守準則的情況。

董事會轄下委員會

薪酬委員會

本公司已成立薪酬委員會並制定其書面職權範圍，可於本公司網站(www.ump.com.hk)及聯交所網站(www.hkexnews.hk)瀏覽。

薪酬委員會負責就本公司全體董事及高級管理層的薪酬政策及架構，及就設立正規及具透明度的程序制定薪酬政策，向董事會提交建議。薪酬委員會在達致其提供予董事會的建議時，會考慮同類公司支付的薪金、董事及管理層付出的時間及職責及本集團內其他職位的僱用條件。委員會釐定或就個別執行董事及高級管理人員的薪酬待遇向董事會提交建議，亦就非執行董事的薪酬向董事會提交建議。薪酬委員會每年最少舉行兩次會議並獲提供充足資源以履行其職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Remuneration Committee currently comprises three members, including two independent non-executive Directors, namely Dr. Li Kwok Tung, Donald and Mr. Lee Luen Wai, John, and an executive Director, namely Mr. Tsang On Yip, Patrick. Dr. Li Kwok Tung, Donald serves as the chairman of the Remuneration Committee. The composition of the Remuneration Committee meets the requirements of chairmanship and independence of the Listing Rules.

During FY2024, the Remuneration Committee had performed the following works:

- determined and reviewed the remuneration policy of the executive Directors;
- made recommendations to the Board on the director's fee of the redesignation of Dr. Lee Kar Chung, Felix as a non-executive Director;
- made recommendations to the Board on the director's fee for the appointment of Mr. Yeung Tak Bun as an independent non-executive Director;
- made recommendations to the Board on the termination of the Post-IPO Share Option Scheme, adoption of the 2023 Share Option Scheme and the amendment to the Share Award Scheme; and
- made recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

薪酬委員會現由三名成員組成，包括兩名獨立非執行董事李國棟醫生及李聯偉先生及執行董事曾安業先生。李國棟醫生擔任薪酬委員會主席。薪酬委員會的組成符合上市規則中主席和獨立性的規定。

於2024財政年度，薪酬委員會已履行以下事務：

- 訂定並審議執行董事的薪酬政策；
- 就李家聰博士調任為非執行董事後的董事袍金向董事會作出建議；
- 就委任楊德斌先生為獨立非執行董事後的董事袍金向董事會作出建議；
- 就終止首次公開發售後購股權計劃、採納2023年購股權計劃及修訂股份獎勵計劃向董事會作出建議；及
- 就個別執行董事及高級管理人員的薪酬待遇向董事會作出建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

The attendance records of the committee members to committee meeting(s) are set out below: 委員會成員出席委員會會議的紀錄載列如下：

Remuneration Committee Members	薪酬委員會成員	Meeting(s) Attended/Held 出席／舉行 會議次數
Dr. Li Kwok Tung, Donald (Chairman)	李國棟醫生(主席)	2/2
Mr. Tsang On Yip, Patrick	曾安業先生	2/2
Mr. Yeung Wing Sun, Mike (Note 1)	楊榮樂先生(附註1)	1/1
Mr. Lee Luen Wai, John (Note 2)	李聯偉先生(附註2)	1/1

Details of Directors' emoluments for the year are disclosed in note 9 to the consolidated financial statements. 年內的董事薪酬詳情於綜合財務報表附註9披露。

Notes:

- Mr. Yeung Wing Sun, Mike ceased to be a member of the Remuneration Committee with effect from 24 November 2023.
- Mr. Lee Luen Wai, John has been appointed as a member of the Remuneration Committee with effect from 24 November 2023.

附註：

- 楊榮樂先生由2023年11月24日起不再擔任薪酬委員會成員。
- 李聯偉先生由2023年11月24日起獲委任薪酬委員會成員。

Nomination Committee

The Company has established its Nomination Committee with written terms of reference, which is available at the Company's website at www.ump.com.hk and the Stock Exchange's website at www.hkexnews.hk.

The Nomination Committee is responsible for regularly reviewing the structure, size and diversity of the Board and making recommendations to the Board on any proposed changes to complement the Company's corporate strategy. Its duties include making recommendations to the Board on the selection of individuals nominated for directorships, the appointment or re-appointment of Directors and succession planning for Directors, reviewing the leadership needs of the Company to ensure the continued ability of the Company to compete effectively. The Committee is also responsible for assessing the independence of independent non-executive Directors and reviewing their annual confirmations on independence. The Nomination Committee meets at least once a year and is provided with sufficient resources to perform its duties.

提名委員會

本公司已成立提名委員會並制定其書面職權範圍，可於本公司網站(www.ump.com.hk)及聯交所網站(www.hkexnews.hk)瀏覽。

提名委員會負責定期檢討董事會的架構、規模及多元性，並就任何為配合本公司企業策略而擬作出的變動向董事會提交建議。其職責包括就甄選獲提名人士出任董事、董事委任或重新委任以及董事繼任計劃，向董事會提交建議，並檢視本公司的領導需要，以確保本公司持續有能力有效競爭。委員會亦負責評估獨立非執行董事的獨立性，並審閱彼等就獨立性提交的年度確認書。提名委員會每年最少舉行一次會議並獲提供充足資源以履行其職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Nomination Committee currently comprises three members, including two independent non-executive Directors, namely Mr. Lee Luen Wai, John and Dr. Li Kwok Tung, Donald, and an executive Director, namely Dr. Sun Yiu Kwong. Dr. Sun Yiu Kwong serves as the chairman of the Nomination Committee. The composition of the Nomination Committee meets the requirements of chairmanship and independence of the Listing Rules.

During FY2024, the Nomination Committee had performed the following works:

- reviewed the current structure, size and composition of the Board;
- assessed the independence of independent non-executive Directors;
- made recommendations to the Board on the re-appointment of Directors;
- made recommendations to the Board on the redesignation of Dr. Lee Kar Chung, Felix from an executive Director to a non-executive Director;
- make recommendations to the Board on the appointment of Mr. Yeung Tak Bun as an independent non-executive Director; and
- reviewed the current board diversity policy.

The Board adopted the policy of the nomination of Directors in December 2018 (the "Director Nomination Policy"). Pursuant to the Director Nomination Policy, the nomination committee of the Board shall nominate suitable candidates to the Board for it to consider and make recommendations to Shareholders for election as directors at general meetings of the Company or to appoint as Directors to fill casual vacancies or as an addition to the existing Board, for details of which, please refer to the Company's website at www.ump.com.hk.

During the year, the Board reviewed the overall contribution and service to the Company, expertise and professional qualifications of the retiring Directors and recommended them to be re-elected at the Company's forthcoming annual general meeting.

提名委員會現由三名成員組成，包括兩名獨立非執行董事李聯偉先生及李國棟醫生及執行董事孫耀江醫生。孫耀江醫生擔任提名委員會主席。提名委員會的組成符合上市規則中主席和獨立性的規定。

於2024財政年度，提名委員會已履行以下事務：

- 檢討董事會的現行架構、規模及組成；
- 評估獨立非執行董事的獨立性；
- 就董事的重新委任向董事會作出建議；
- 就李家聰博士由執行董事調任為非執行董事向董事會作出建議；
- 就委任楊德斌先生為獨立非執行董事向董事會作出建議；及
- 檢討現行董事會成員多元化政策。

董事會於2018年12月採納董事提名政策（「董事提名政策」）。根據董事提名政策，董事會轄下提名委員會須向董事會提名適合人選供其考慮，並就於本公司股東大會上選舉或委任董事以填補臨時空缺或作為現董事會的增補向股東作出推薦建議。詳情請參閱本公司網站www.ump.com.hk。

年內，董事會已審閱退任董事對本公司的整體貢獻及服務、彼等的專業知識及專業資格，並建議彼等於本公司的應屆股東週年大會上膺選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

The attendance records of the committee members to committee meeting(s) are set out below: 委員會成員出席委員會會議的紀錄載列如下：

Nomination Committee Members	提名委員會成員	Meeting(s) Attended/Held 出席／舉行 會議次數
Dr. Sun Yiu Kwong (<i>Chairman</i>)	孫耀江醫生 (<i>主席</i>)	1/1
Mr. Lee Luen Wai, John	李聯偉先生	1/1
Dr. Li Kwok Tung, Donald	李國棟醫生	1/1

Audit Committee

The Company has established its Audit Committee with written terms of reference, which is available at the Company's website at www.ump.com.hk and the Stock Exchange's website at www.hkexnews.hk.

The Audit Committee reports to the Board and holds regular meetings to assist the Board in discharging its responsibilities for effective financial reporting controls, internal controls and risk management. The Committee monitors the integrity of the Company's financial statements, annual report and accounts and half-year report and reviews significant financial reporting judgments contained in them. It reviews, makes recommendations and reports to the Board on findings relating to the financial statements, reports and accounts, systems of internal control and risk management and compliance issues on an annual basis. The Audit Committee also oversees the Company's relationship with the external auditor, reviews auditor's letter of engagement and makes recommendations to the Board on the appointment and re-appointment of external auditor. It is empowered to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. It reviews external auditor's management letter and any material queries raised by the auditor to the management and the management's response. The Committee meets at least twice a year and is provided with sufficient resources enabling it to discharge its duties.

審核委員會

本公司已成立審核委員會並制定其書面職權範圍，可於本公司網站(www.ump.com.hk)及聯交所網站(www.hkexnews.hk)瀏覽。

審核委員會向董事會匯報，並定期舉行會議，協助董事會履行其職責，確保財務匯報監控、內部監控及風險管理行之有效。委員會監察本公司的財務報表、年度報告及賬目以及半年度報告的完整性，並審閱其中所載有關財務申報的重大意見。其按年檢討有關財務報表、報告及賬目、內部監控及風險管理系統，以及合規事宜的結果，並就此向董事會提交建議及報告。審核委員會亦監察本公司與外聘核數師的關係、檢討核數師的委聘書，並就外聘核數師的委任及重新委任向董事會提交建議。其獲授權檢討及監察外聘核數師是否獨立客觀，以及審核程序根據適用準則是否有效。其亦檢討外聘核數師給予管理層的《審核情況說明函件》及核數師向管理層提出的任何重大疑問，以及管理層作出的回應。委員會每年最少舉行兩次會議並獲提供充足資源以履行其職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Audit Committee currently comprises three members, all of whom are independent non-executive Directors, namely Mr. Lee Luen Wai, John, Dr. Li Kwok Tung, Donald and Mr. Yeung Tak Bun. Mr. Lee Luen Wai, John serves as the chairman of the Audit Committee. The composition of the Audit Committee meets the requirements of chairmanship and independence of the Listing Rules.

During FY2024, the Audit Committee had performed the following works:

- reviewed the interim and annual financial statements and made recommendation to the Board;
- reviewed the annual caps on continuing connected transactions of the Company;
- reviewed the remuneration, terms of engagement and the independence of the external auditor and considered the re-appointment of the external auditor;
- reviewed the arrangements for raising concerns about possible improprieties in financial reporting, internal control or other matters;
- reviewed the Group's financial controls, risk management and internal control systems and the effectiveness, adequacy of resources and competency.

審核委員會現由三名成員組成，全部成員均為獨立非執行董事，分別為李聯偉先生、李國棟醫生及楊德斌先生。李聯偉先生擔任審核委員會主席。審核委員會的組成符合上市規則中主席和獨立性的規定。

於2024財政年度，審核委員會已履行以下事務：

- 審閱中期及年度財務報表並向董事會提交建議；
- 檢討本公司持續關連交易年度上限；
- 檢討外聘核數師的薪酬、委聘條款及獨立性，並考慮續聘外聘核數師；
- 檢討有關財務申報、內部監控或其他事項中的可能發生不正當行為提出關注的安排；
- 檢討本集團的財務監控、風險管理及內部監控系統以及有效性、資源充足性及能力。

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The attendance records of the committee members to committee meeting(s) are set out below:

委員會成員出席委員會會議的紀錄載列如下：

Audit Committee Members	審核委員會成員	Meeting(s) Attended/Held 出席／舉行 會議次數
Mr. Lee Luen Wai, John (<i>Chairman</i>)	李聯偉先生 (<i>主席</i>)	2/2
Dr. Li Kwok Tung, Donald	李國棟醫生	2/2
Mr. Yeung Wing Sun, Mike (<i>Note 1</i>)	楊榮樂先生 (<i>附註1</i>)	1/1
Mr. Yeung Tak Bun (<i>Note 2</i>)	楊德斌先生 (<i>附註2</i>)	1/1

Notes:

- Mr. Yeung Wing Sun, Mike ceased to be a member of the Audit Committee with effect from 24 November 2023.
- Mr. Yeung Tak Bun has been appointed as a member of the Audit Committee with effect from 24 November 2023.

附註：

- 楊榮樂先生由2023年11月24日起不再擔任審核委員會成員。
- 楊德斌先生由2023年11月24日起獲委任審核委員會成員。

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Board is responsible for the preparation of the financial statements which should give a true and fair view of the state of affairs of the Group and of the financial performance and cash flows for such reporting period. In preparing the financial statements, the Board has adopted generally accepted accounting standards in Hong Kong and suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable, and prepared the financial statements on a going concern basis. The Board is responsible for ensuring that the Group keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group.

The Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board has continued to adopt the going concern basis in preparing the financial statements.

The auditor is responsible for auditing and reporting its opinion on the financial statements of the Group and the independent auditor's report for FY2024 is set out in the section headed "Independent Auditor's Report" of this annual report.

董事對財務報表的責任

董事會負責編製財務報表，財務報表應真實及公平地反映本集團於該報告期內的業務狀況、財務表現及現金流量。於編製財務報表時，董事會已採納並貫徹應用香港公認會計準則及適當的會計政策，作出審慎、公平及合理的判斷及估計，並按持續經營基準編製財務報表。董事會負責確保本集團時常保存妥善的會計紀錄，以於任何時候合理準確披露本集團的財務狀況。

董事會並不知悉與可能對本集團持續經營能力構成重大疑慮之事件或情況有關之任何重大不明朗因素。因此，董事會編製財務報表時已繼續採用持續經營基準。

核數師負責審核本集團的財務報表及匯報其意見，2024財政年度的獨立核數師報告載於本年報「獨立核數師報告」一節內。

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INTERNAL CONTROL AND RISK MANAGEMENT

The Board acknowledged its responsibility for the risk management and internal control systems and overseeing 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 Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions, including clinic chain operations, business development, financial reporting, human resources, information technology and handling and dissemination of inside information.

All departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security.

The management, in coordination with department heads, assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

The internal audit team is responsible for providing the internal audit function and performing independent review of the adequacy and effectiveness of the risk management and internal control systems.

內部監控及風險管理

董事會承認其須對風險管理及內部監控系統負責，並有責任監察其有效性。有關系統旨在管理而非消除未能達致業務目標的風險，並僅可就重大的失實陳述或損失提供合理而非絕對的保證。

本公司已發展及採納多項風險管理程序及指引連同清晰授權，以執行主要業務程序及辦公室職能，包括診所連鎖經營、業務發展、財務申報、人力資源、資訊科技以及處理及發佈內幕消息。

所有部門定期進行內部監控評估，以識別對本集團業務及多個範疇（包括主要營運及財務程序、監管合規、信息安全）構成潛在影響的風險。

管理層與部門主管互相協調，評估出現風險的可能性、提供應對計劃及監督風險管理進度，並向審核委員會及董事會匯報一切評估結果及有關系統的成效。

內部審計團隊負責提供內部審計職能以及對風險管理及內部控制系統的充足性及有效性進行獨立審閱。

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The key elements of the Group's risk management and internal control structure are as follows:

- well-defined organizational structure with appropriate segregation of duties, limit of authority, reporting lines and responsibilities to minimize risk of errors and abuse;
- establish written policies and procedures for major functions and operations;
- important business functions or activities are managed by experienced, qualified and suitably trained staff;
- continuous monitoring of the key operating data and performance indicators, timely and up-to-date business and financial reporting, immediate corrective actions are taken where necessary; and
- internal audit function to perform independent appraisal of major operations on an ongoing basis.

A risk-based approach is adopted to ensure that a methodical coverage of the Group's operations and resources are focused on high risk areas. The internal audit team takes the lead to evaluate the risk management and internal control systems of the Group by reviewing the major operations of the Group on a rotational basis every year. The review covers all material controls including financial, operational, compliance controls and risk management.

Review results and recommendations in the form of written reports are submitted to the Audit Committee for discussion and review. Follow up actions will be taken up by the internal audit team to ensure that findings previously identified have been properly resolved. The Board had discussed and reviewed the effectiveness of the Group's risk management and internal control systems for the FY2024, and considered them effective and adequate.

The Company also established a procedure 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.

本集團風險管理及內部控制架構的主要元素如下：

- 明確界定的組織架構，擁有適當的職責區分、限制權力、報告系統及在最大程度減低失誤及濫權風險的責任；
- 已就主要職能及運作制訂書面政策及程序；
- 重要業務職能或活動均由富經驗、具有資格及合適的經培訓人員管理；
- 持續監察主要營運數據及業績指標，及時更新業務及財務報告以及在需要時進行即時更正；及
- 設立內部審計職能，以持續對主要營運進行獨立評估。

已採納風險為本的方法以確保本集團的運作及資源可井然涵蓋高風險範圍。內部審計團隊領導每年輪流檢討本集團主要營運以評估本集團風險管理及內部控制系統的工作。檢討涵蓋所有主要控制，包括財務、營運、合規控制以及風險管理。

檢討結果及建議會以書面報告形式向審核委員會提交以供討論及審閱。後續行動將由內部審計團隊跟進，以確保過去識別的風險問題均已獲妥善處理。2024財政年度，董事會已討論並審查本集團風險管理及內部控制系統的有效性，且認為該等系統有效及足夠。

本公司亦設立程序以便本公司僱員保密提出有關本公司財務申報、內部監控或其他事宜中出現可能發生不正當行為的問題。

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During FY2024, the Board, in conjunction with the Audit Committee, conducted a review of the effectiveness of the internal control system of the Company and its subsidiaries, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting function, as well as those relating to the Group's ESG performance and reporting. The Board considered that the Group's risk management and internal control systems for FY2024 was effective and adequate and no significant areas of concern has been identified.

AUDITOR'S REMUNERATION

The fees in respect of audit and non-audit services provided to the Company and its subsidiaries by KPMG, the auditor of the Company for FY2024 are set out below:

於2024財政年度，董事會聯同審核委員會檢視本公司及其附屬公司內部監控系統是否有效，包括本公司在會計、內部審計及財務匯報職能方面以及與本集團的環境、社會及管治表現及匯報有關的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是否充足。董事會認為本集團於2024財政年度的風險管理及內部監控制度屬有效充足，並無發現任何重要關注事項。

核數師酬金

於2024財政年度，本公司核數師畢馬威會計師事務所向本公司及其附屬公司提供核數和非核數服務的酬金載列如下：

		HK\$'000 千港元
Audit service	核數服務	2,275
Non-audit services	非核數服務	175
		2,450

SHAREHOLDERS' RIGHTS

Convening an extraordinary General Meeting

Article 58 of the Articles of the Company provides that any one or more members of the Company holding at the date of 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 shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 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.

股東權利

召開股東特別大會

本公司細則第58條規定，任何一名或多名於遞呈要求日期持有不少於本公司繳足股本（附帶於本公司股東大會上的投票權）十分之一的本公司股東於任何時間均有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後21日內，董事會未能召開該大會，則遞呈要求人士可自行以同樣方式召開會議，而遞呈要求人士因董事會未能召開大會而合理產生的所有開支應由本公司向遞呈要求人士作出償付。

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Putting Forward Proposals at General Meetings

A Shareholder may lodge a notice of his intention to propose any person (other than himself/herself) for election as a Director together with a notice signed by the person to be proposed of his/her willingness to be elected to the head office of the Company or at the registration office where the branch register of members of the Company is kept provided that the minimum length of the period, during which such notice(s) are given shall be at least 7 days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

Other than the above concerning a proposal of a person for election as a Director, there are no provisions in the Articles of Association or the Companies Law of the Cayman Islands for putting forward proposals of new resolutions by Shareholders at general meetings. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

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: 27th Floor
Wing On House
71 Des Voeux Road Central
Hong Kong

Fax: (852) 2511 1152
Email: ir@ump.com.hk

於股東大會上提呈建議

股東可就其有意提名任何人士(除彼本身外)參選董事的通知以及經被提名人士簽署表明其願意接受選舉的通知，送交本公司總辦事處或本公司存置股東名冊分冊的登記處，惟提交通知的期間必須至少7天，如通知在指定舉行該選舉的股東大會的通告寄發後提交，提交通知的期間為由指定舉行該選舉的股東大會的通告發送後翌日開始，至不遲於該股東大會舉行日期前7天結束。

除上文有關提名人士參選董事的議案外，公司細則或開曼群島公司法並無有關股東於股東大會動議新決議案的條文。股東可遵照上文所載的程序就於有關書面要求列明的任何事宜召開股東特別大會。

向董事會提出查詢

股東可以書面形式向本公司寄發查詢，藉以向董事會作出任何查詢。本公司一般不會處理口頭或匿名查詢。

聯絡資料

股東可將上述的查詢或要求發送至：

地址：香港
德輔道中71號
永安集團大廈
27樓

傳真：(852) 2511 1152
電郵：ir@ump.com.hk

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For the avoidance of doubt, Shareholders 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. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS

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 endeavours to maintain good communication with Shareholders and in particular, through its annual general meeting and other extraordinary general meetings. At the annual general meeting, Directors (or their delegates as appropriate) are available to meet Shareholders and answer their enquiries. The Directors, Company Secretary or appropriate members of senior management, where appropriate, also respond to inquiries from Shareholders and investors on a timely basis.

Under the Listing Rules, all resolutions proposed at Shareholders' meetings must be voted by poll except where the chairman of a general meeting, in good faith and in compliance with the Listing Rules, decides to allow resolutions to be voted on by the Shareholders on a show of hands. Details of the poll procedures will be explained during the proceedings of Shareholders' meetings. The poll voting results will be released and posted on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.ump.com.hk.

To provide effective communication, the Company maintains a website at www.ump.com.hk. All the financial information and other disclosures including, inter alia, annual reports, interim reports, announcements and Articles are available under the section of "Investors" on the Company's website.

為免生疑問，股東必須將妥為簽署的書面要求、通知或聲明正本或查詢（視情況而定）遞交及寄發至上述地址，並提供其全名、聯絡資料及身份，以使其生效。股東資料可能須按法律規定予以披露。

與股東的溝通

本公司認為，與股東進行有效溝通，乃提升投資者關係及讓投資者瞭解本集團業務表現及策略的要素。本公司致力與股東維持良好溝通，尤其是透過股東週年大會及其他股東特別大會。於股東週年大會上，董事（或其代表（如適用））將會抽空與股東會面，並回答股東查詢。董事、公司秘書或高級管理層的相關成員亦會在適當情況下適時回答股東及投資者的查詢。

根據上市規則，於股東大會提呈的所有決議案均須按股數投票方式表決，惟股東大會主席以誠實信用的原則及在遵守上市規則的情況下作出決定，容許決議案由股東以舉手方式表決則除外。投票表決程序的詳情會於股東大會進行期間加以解釋。投票表決的結果會於聯交所網站(www.hkexnews.hk)及本公司網站(www.ump.com.hk)發佈及登載。

為促進有效聯繫，本公司已設立網站 www.ump.com.hk。所有財務資料以及其他披露資料（其中包括年報、中期報告、公告及細則）均可於本公司網站「投資者」一欄瀏覽。

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Shareholders can direct their questions about their shareholdings to the Company's Share Registrars. To the extent the requisite information of the Company is publicly available, Shareholders and the investment community may at any time make a request for such information. Designated contacts, email addresses and enquiry lines of the Company have been provided in the "Corporate Information" section of this annual report to enable the Shareholders and the investment community to make any enquiry in respect of the Company.

Shareholders can refer to the "Shareholders' Communication Policy" posted on our corporate websites for more details. The Board has reviewed the effectiveness and implementation of the Shareholders' Communication Policy and is of the view that the Shareholders' Communication Policy remained effective and has been implemented effectively.

CONSTITUTIONAL DOCUMENTS

During FY2024, the Company has not made any changes to its memorandum and Articles of Association.

股東可直接向本公司的股份過戶登記處查詢有關其股權事宜。倘要求索取的本公司資料為公開資料，股東及投資大眾可隨時索取有關資料。本公司的指定聯絡人、電郵地址及查詢電話已載於本年報「公司資料」一節內，以便股東及投資大眾提出任何有關本公司的查詢。

股東可參閱公司網站上登載的「股東通訊政策」以了解更多詳情。董事會已檢討股東通訊政策的有效性及其實施情況，並認為股東通訊政策至今依然有效，並已切實執行。

章程文件

於2024財政年度，本公司並無對其組織章程大綱及細則作出任何變更。

REPORT OF DIRECTORS

董事會報告

The Directors are pleased to present their report together with the audited consolidated financial statements for FY2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of its principal subsidiaries are set out in note 1 to the consolidated financial statements.

BUSINESS REVIEW AND OUTLOOK

A review of the business of the Group during the year and a discussion on the Group's future business development are set out in "Chairman's Statement" on pages 5 to 7 of this annual report, in "Co-CEOs' Report" on pages 8 to 12 of this annual report and in "Management Discussion and Analysis" on pages 13 to 33 of this annual report, which forms part of this report of Directors. The financial risk management objectives and policies of the Group are set out in note 45 to the consolidated financial statements. Besides, the potential risks and uncertainties faced by the Group, key relationship between the Group and its employees, customers and suppliers, the environmental policies of the Group and compliance with the relevant laws and regulations which have significant impact are set out below.

KEY RISKS AND UNCERTAINTIES

The Groups' results and operations are subject to various factors with the key risks summarised below:

Strategy Risk

The current macroeconomic uncertainty and sluggish economy may cause episodic disruptions to the medical industry. Our Company must effectively and efficiently allocate resources in order to minimize the risk brought on by the uncertain economic environment. We must also continue to find new strategic angles to improve our operations and business. The sluggish economy may continue to impact global business in the near future. The Group must be prepared to continue being agile in our operations and ready to switch gears to curb any unexpected operational headwinds that might cause significant interruptions to our business. As consumer discretionary spending decreases, we need to be thoughtful about pricing and promotional strategies. At the same time, we should look for opportunities to diversify our revenue streams and create new partnerships to weather the economic downturn.

董事欣然呈報2024財政年度的董事會報告及經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股。其主要附屬公司的主要業務詳情載於綜合財務報表附註1。

業務回顧及展望

本集團於本年度內的業務回顧及有關本集團未來業務發展的討論載於本年報第5至7頁的「主席報告」、本年報第8至12頁的「聯席行政總裁報告」及本年報第13至33頁的「管理層討論及分析」(其構成本董事會報告一部分)。本集團的財務風險管理目標及政策載於綜合財務報表附註45。此外，本集團所面臨的潛在風險及不明朗因素、本集團與僱員、客戶及供應商的主要關係、本集團的環境政策及遵守帶來重大影響的相關法律法規的情況載列於下文。

主要風險及不明朗因素

本集團的業績及營運受多種因素影響，主要風險概述如下：

策略風險

當前宏觀經濟的不確定性以及經濟低迷均可能對醫療行業造成偶發干擾。本公司必須切實且有效地分配資源，將經濟環境的不確定性所帶來的風險降至最低。我們亦必須繼續尋找新的戰略角度，以改善我們的營運及業務。經濟低迷於未來可能會持續影響全球業務一段短時間。本集團必須做好準備，繼續保持靈活經營，並隨時做好轉向準備，以應對任何無法預料，且可能會對我們業務造成重大影響的經營阻力。隨著消費者的可自由支配支出減少，我們在定價及推銷策略上需要深思熟慮。同時，我們應該尋找機會擴闊我們的收入來源，並建立新的合作夥伴關係，以抵禦經濟衰退。

Reputation Risk

The Group's success in Hong Kong depends significantly on the recognition of its brand and reputation as a leading corporate healthcare solutions provider. However, Doctors, Dentists and Auxiliary Services Providers working in the Group may from time to time be subject to complaints, allegations or legal actions regarding the adequacy of patient care, treatment outcome and medical services provided, which may harm the business, results of operations, financial condition, brand and reputation of the Group.

Compliance Risk

The Group's business operations, Doctors, Dentists and Auxiliary Services Providers in the Group's network working in Hong Kong, Macau and Mainland China are subject to extensive laws, regulations and licensing requirements, any failure to comply with such laws, regulations or licensing requirement could harm the Group's business, results of operations, financial condition, brand and reputation.

KEY RELATIONSHIPS BETWEEN THE GROUP AND ITS EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group fully understands that employees, customers and suppliers are the key to our sustainable and stable development. We are committed to establishing a close relationship with our employees, enhancing cooperation with our suppliers and providing high-quality services to our customers so as to ensure the Group's sustainable development.

ENVIRONMENTAL POLICIES

As a responsible corporation, the Group recognises the importance of good environmental stewardship. In this connection, the Group strictly adopted and implemented policies and procedures to ensure environmental protection. To the best knowledge of the Directors, the Group has complied with all the relevant laws and regulations that have a significant impact on the Group in relation to its business including health and safety, workplace conditions, employment and the environment. During FY2024, no environmental claims, lawsuits, penalties or administrative sanctions were reported to our management.

聲譽風險

本集團在香港取得成功甚為有賴其品牌及作為領先企業醫療保健服務提供者的聲譽獲得認同。然而，在本集團工作的醫生、牙醫及輔助服務提供者可能不時在照護患者的充分性、治療結果及所提供的醫療服務方面遭到投訴、指控或採取法律行動，繼而可能損害本集團的業務、經營業績、財務狀況、品牌及聲譽。

合規風險

本集團的業務經營、本集團網絡內在香港、澳門及中國內地工作的醫生、牙醫及輔助服務提供者須遵守大量法律、法規及發牌規定。若未能遵守該等法律、法規及發牌規定，可能損害本集團的業務、經營業績、財務狀況、品牌及聲譽。

本集團與僱員、客戶及供應商的主要關係

本集團充分意識到僱員、客戶和供應商是我們持續穩定發展的關鍵。我們致力與員工建立密切關係，加強與供應商合作，為客戶提供高品質的服務，從而確保本集團可持續發展。

環境政策

作為負責任企業，本集團認同良好的環境管理工作的重要性。就此，本集團嚴格採取及實施政策及程序以確保環境受到保護。就董事所深知，本集團已遵守對本集團業務方面（包括健康及安全、工作環境狀況、僱傭及環境）有重大影響的所有相關法律及法規。於2024財政年度，我們的管理層概無收到有關環保申索、訴訟、懲罰或行政處罰的匯報。

REPORT OF DIRECTORS

董事會報告

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in Hong Kong, Macau and Mainland China while the Company is a holding company incorporated in the Cayman Islands with its Shares listed on the Main Board of the Stock Exchange. Our establishments and operations accordingly shall comply with relevant laws and regulations in the Cayman Islands, Hong Kong, Macau and Mainland China. During FY2024, our businesses were in compliance with all the relevant laws and regulations in Cayman Islands, Hong Kong, Macau and Mainland China in all material aspects.

RESULTS AND DIVIDENDS

The profit of the Group for FY2024 and the Group's financial position as at 30 June 2024 are set out in the consolidated financial statements on pages 166 to 169 of this annual report.

The Board proposed the payment of a final dividend of HK2.00 cents per Share for FY2024 (FY2023: HK3.00 cents), subject to the approval of the Shareholders at the 2024 AGM. Such proposed dividend is expected to be distributed on Friday, 10 January 2025 to the Shareholders whose names appear on the register of members of the Company on Friday, 13 December 2024.

Together with the interim dividend of HK1.3 cent per Share paid in April 2024, the total distribution of dividend by the Company for FY2024 will be HK3.30 cents per Share (FY2023: HK4.70 cents per Share).

DIVIDENDS POLICY

The Board has approved and adopted a dividend policy (the "Dividend Policy"). The Company is endeavor to maintain sufficient operating capital to develop and operate the Group's business, and to provide stable and sustainable returns to the Shareholders.

符合法例及法規

本集團的營運主要由本公司的附屬公司於香港、澳門及中國內地進行，而本公司為於開曼群島註冊成立的控股公司，其股份於聯交所主板上市。因此，我們的企業及營運須符合開曼群島、香港、澳門及中國內地的相關法例及法規。於2024財政年度，我們的業務在各重大方面一直符合開曼群島、香港、澳門及中國內地的所有相關法例及法規。

業績及股息

本集團於2024財政年度的利潤及本集團於2024年6月30日的財務狀況載於本年報第166至169頁的綜合財務報表。

董事會建議派發2024財政年度之末期股息為每股2.00港仙（2023財政年度：3.00港仙），惟須待股東於2024年股東週年大會上批准，方可作實。該項建議股息預期於2025年1月10日（星期五）向於2024年12月13日（星期五）名列本公司股東名冊的股東派付。

連同於2024年4月派付的中期股息每股1.3港仙，本公司就2024財政年度作出的股息分派總額將為每股3.30港仙（2023財政年度：每股4.70港仙）。

股息政策

董事會已批准及採納一項股息政策（「股息政策」）。本公司致力維持充足營運資金以發展及經營本集團的業務，並為股東帶來穩定及可持續的回報。

REPORT OF DIRECTORS 董事會報告

In considering the declaration and payment of dividends, the Board will take into account the following factors:

- financial results;
- cash flow situation;
- business conditions and strategies;
- future operations and earnings;
- capital requirements and expenditure plans;
- interests of shareholders;
- any restrictions on payment of dividend; and
- any other factors that the Board may consider relevant.

The Board will also constantly review the Dividend Policy and reserve the discretion to update, revise, modify and/or cancel the Dividend Policy at any time. The Dividend will not in any way constitute a legally binding commitment of the Group in relation to its future dividends and/or will not in any way render the Company obligated to declare dividends at any time or from time to time.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2024 AGM, the register of members of the Company will be closed from Tuesday, 26 November 2024 to Friday, 29 November 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify as members entitled to attend and vote at the meeting, investors should lodge all transfers of shares accompanied by the relevant share certificates and transfer forms with the Company's branch share registrar, 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 Monday, 25 November 2024.

在考慮宣派及派付股息時，董事會將考慮以下因素：

- 財務業績；
- 現金流狀況；
- 業務狀況及策略；
- 未來營運及盈利；
- 資金需求及支出計劃；
- 股東的利益；
- 任何派付股息的限制；及
- 董事會可能視為相關的任何其他因素。

董事會亦將持續檢討股息政策，並保留酌情權以隨時更新、修改、修訂及／或撤銷股息政策。股息政策將不會以任何方式構成本集團一項有關其未來股息的具法律約束力承諾及／或將不會以任何方式令本公司負有責任須於任何時間或不時宣派股息。

暫停辦理股份過戶登記手續

為確定有權出席2024年股東週年大會並於會上投票的資格，本公司將於2024年11月26日（星期二）至2024年11月29日（星期五）（包括首尾兩日）暫停辦理股份過戶登記手續，在此期間將不會辦理股份過戶登記手續。為符合作為股東有權出席大會並於會上投票的資格，投資者應不遲於2024年11月25日（星期一）下午4時30分將所有股份過戶文件連同有關股票及過戶表格送達本公司的股份過戶登記分處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）辦理登記。

REPORT OF DIRECTORS

董事會報告

For determining the entitlement to the proposed 2024 final dividend, the register of members of the Company will be closed from Thursday, 12 December 2024 to Friday, 13 December 2024 both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar, 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 Wednesday, 11 December 2024.

CHARITABLE DONATIONS

Charitable donations made by the Group for FY2024 amounted to HK\$307,000 (FY2023: HK\$79,000).

EVENTS AFTER THE REPORTING PERIOD

There were no material subsequent events undertaken by the Company or by the Group after 30 June 2024 and up to the date of this report.

FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and restated as appropriate, is set out on page 301. This summary does not form part of the audited financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the share capital, share options and share awards of the Company for FY2024 are set out in notes 35, 36 and 37 to the consolidated financial statements in this annual report.

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

Save for the purchase of shares for the share award scheme (as detailed under Note 37 to the consolidated financial statements), neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during FY2024.

為確定收取建議2024年末期股息的資格，本公司將於2024年12月12日（星期四）至2024年12月13日（星期五）（包括首尾兩日）暫停辦理股份過戶登記手續，在此期間將不會辦理股份過戶登記手續。為符合資格收取建議末期股息，所有股份過戶文件連同有關股票須不遲於2024年12月11日（星期三）下午4時30分送達本公司之股份過戶登記分處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）辦理登記。

慈善捐款

本集團於2024財政年度的慈善捐款為307,000港元（2023財政年度：79,000港元）。

報告期後事項

於2024年6月30日後及直至本報告日期，概無重大期後事項由本公司或本集團承擔。

財務概要

本集團於過去五個財政年度的已公佈業績及資產、負債及非控股權益的概要（摘錄自經審核財務報表及已適當地重列）載於第301頁。該概要並不構成經審核財務報表的一部分。

股本及購股權

本公司股本、購股權及股份獎勵於2024財政年度內的變動詳情載於本年報綜合財務報表附註35、36及37。

購買、出售或贖回本公司上市證券

除了就股份獎勵計劃購買股份（詳見綜合財務報表附註37）外，於2024財政年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

REPORT OF DIRECTORS

董事會報告

RESERVES AND DISTRIBUTABLE RESERVES

Details of the movements in the reserves of the Group for FY2024 are set out in the section headed “Consolidated Statement of Changes in Equity” of this annual report.

As at 30 June 2024, the Company’s reserves available for distribution amounted to HK\$545,936,000, of which HK\$16,219,000 has been proposed as final dividend for FY2024.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in the Group’s property, plant and equipment are set out in note 14 to the consolidated financial statements in this annual report.

BORROWINGS

During FY2024, the Group did not have any bank borrowings or entering into any bank loan facility and as at 30 June 2024, the Group had no outstanding bank loans, other borrowings or indebtedness.

儲備及可供分派儲備

本集團於2024財政年度的儲備變動詳情載於本年報「綜合權益變動表」一節。

於2024年6月30日，本公司的可供分派儲備為545,936,000港元，其中16,219,000港元已建議為2024財政年度的末期股息。

物業、廠房及設備

本集團物業、廠房及設備於年內變動的詳情載於本年報綜合財務報表附註14。

借款

於2024財政年度，本集團並無任何銀行借款或訂立任何銀行貸款融資，於2024年6月30日，本集團並無未償還銀行貸款、其他借款或債務。

REPORT OF DIRECTORS

董事會報告

PLEDGE OF ASSETS

Details of pledge of assets during the year are set out in section headed “Pledge of Assets” in the “Management Discussion and Analysis” of this annual report.

MAJOR CUSTOMERS AND SUPPLIERS

During FY2024, the revenue attributable to the five largest customers accounted for approximately 16.9% of the Group’s revenue for the year and the largest customer included therein accounted for 5.5%. Purchases from the Group’s five largest suppliers accounted for less than 30% of the total purchases for the year.

To the best knowledge of the Directors, none of the Directors or any of their close associates (as defined in the Listing Rules) or shareholders of the Company that owned more than 5% of the issued Shares had any direct or indirect interest in the five largest customers or the five largest suppliers of the Group during FY2024.

DIRECTORS

The Directors of the Company during FY2024 and up to the date of this annual report were:

Executive Directors

Dr. Sun Yiu Kwong (*Chairman*)
Dr. Sun Man Kin, Michael
(*Vice Chairman and Co-Chief Executive Officer*)
Ms. Kwok Cheuk Kwan, Jacquen
(*Co-Chief Executive Officer*)
Mr. Tsang On Yip, Patrick *BBS*
Dr. Lee Pak Cheung, Patrick

Non-executive Director

Dr. Lee Kar Chung, Felix

Independent non-executive Directors

Mr. Lee Luen Wai, John *BBS JP*
Dr. Li Kwok Tung, Donald *GBS JP*
Mr. Yeung Wing Sun, Mike (*retired on 24 November 2023*)
Mr. Chau, Chit Jeremy (*retired on 24 November 2023*)
Mr. Yeung Tak Bun *JP* (*appointed on 24 November 2023*)

資產抵押

年內資產抵押的詳情載於本年報「管理層討論及分析」的「資產抵押」一節。

主要客戶及供應商

於2024財政年度，來自五大客戶的收入佔本集團年內收入約16.9%，而當中最大客戶則佔5.5%。來自本集團五大供應商的採購額佔年內總採購額少於30%。

就董事所知，於2024財政年度，概無董事、彼等的任何緊密聯繫人（定義見上市規則）或擁有已發行股份逾5%的任何本公司股東，於本集團五大客戶或五大供應商中擁有任何直接或間接權益。

董事

於2024財政年度及截至本年報日期，本公司董事為：

執行董事

孫耀江醫生 (*主席*)
孫文堅醫生
(*副主席兼聯席行政總裁*)
郭卓君女士
(*聯席行政總裁*)
曾安業先生 (*銅紫荊星章*)
李柏祥醫生

非執行董事

李家聰博士

獨立非執行董事

李聯偉先生 (*銅紫荊星章，太平紳士*)
李國棟醫生 (*金紫荊星章，太平紳士*)
楊榮藥先生 (*於2023年11月24日退任*)
周哲先生 (*於2023年11月24日退任*)
楊德斌先生 (*太平紳士*)
(*於2023年11月24日獲委任*)

RE-ELECTION OF DIRECTORS

Pursuant to the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. At each annual general meeting, 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 details of Directors (as required by the Listing Rules) who will retire and being eligible, offer themselves for re-election at the AGM, will be provided in the accompanying circular. The re-election of each Director will be subject to vote of shareholders of the Company by separate resolutions.

Accordingly, Mr. Tsang On Yip, Patrick, Dr. Lee Pak Cheung, Patrick and Dr. Lee Kar Chung, Felix shall retire by rotation at the 2024 AGM and being eligible, offer themselves for re-election.

Each Director has disclosed to the Company the names and the titles and nature of office held in the public companies or organisations prior to the acceptance of the appointment and promised to inform the Company timely of any relevant change. The Company will also require Directors to submit written confirmation twice a year, and update their biographical details, if any.

重選董事

根據公司細則，獲董事會委任以填補臨時空缺的任何董事，其任期直至其委任後首個本公司股東大會止，並可於有關大會上膺選連任。而獲董事會委任作為現屆董事會新增成員的任何董事僅任職至下屆本公司股東週年大會舉行為止，惟屆時符合資格膺選連任。在每屆股東週年大會上，當時三分之一（或倘人數並非三(3)的倍數，則為最接近但不少於三分之一的人數）的董事須輪值告退，惟所有董事須最少每三年於股東週年大會退任一次。按上市規則規定，將於股東週年大會上退任並符合資格且願意重選連任的董事的詳情，將於隨附的通函提供。各董事獲重選連任與否將由本公司股東以通過獨立決議案的方式表決決定。

因此，曾安業先生、李柏祥醫生及李家聰博士均須在2024股東週年大會上退任，且均符合資格並願意重選連任。

各董事已向本公司披露其於接受委任前於公眾公司或機構擔任的職位及職責性質，以及公司或機構名稱，並承諾就任何相關變化適時通知本公司。本公司亦將要求董事每年提交書面確認兩次，並更新其履歷詳情（如有）。

REPORT OF DIRECTORS

董事會報告

THE BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of the Directors are set out in pages 84 to 94 of this annual report.

INDEPENDENCE CONFIRMATIONS FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

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.

DIRECTORS' SERVICE CONTRACTS

None of the Directors has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

REMUNERATION OF THE DIRECTORS AND SENIOR MANAGEMENT

Details of the Directors' remuneration and the five highest paid employees in the Group are set out in notes 9 and 10 to the consolidated financial statements in this annual report.

Details of the remuneration payable to the senior management (excluding Directors) in the Group are as follows:

董事履歷詳情

董事的履歷詳情載於本年報第84至94頁。

獨立非執行董事的獨立確認書

本公司已接獲獨立非執行董事各自根據上市規則第3.13條所載獨立指引，就其獨立性發出的書面年度確認。本公司認為所有獨立非執行董事均屬獨立人士。

董事的服務合約

概無董事與本公司訂立不可由本公司或其任何附屬公司於一年內終止而毋須作出賠償(法定賠償除外)的未屆滿服務合約。

董事及高級管理層的薪酬

董事及本集團五名最高薪僱員的薪酬詳情載於本年報綜合財務報表附註9及10。

應付本集團高級管理人員(董事除外)的薪酬詳情如下：

		Number of senior management (FY2024)
		高級管理層人數 (2024財政年度)
HK\$1,500,001 to HK\$3,000,000	1,500,001港元至3,000,000港元	4
HK\$1,500,000 or below	1,500,000港元或以下	3
		7

REMUNERATION POLICY

The Group's remuneration policies are based on the merit, qualifications and competence of individual employees and are reviewed by the Remuneration Committee periodically. The emoluments of the Directors are recommended by the Remuneration Committee and are decided by the Board, having regard to the Group's operating results, individual performance and comparable market statistics.

The Company has adopted share option schemes and a share award scheme to motivate and reward its Directors and eligible participants. Details of the schemes are set out in pages 133 to 145 of this report.

None of the Directors waived any emoluments during FY2024.

NON-COMPETE UNDERTAKINGS

Dr. Sun Yiu Kwong, East Majestic Group Limited and EM Team Limited, our controlling Shareholders, have undertaken to the Company in a deed of non-compete undertaking that, subject to and except as mentioned in the prospectus of the Company dated 17 November 2015, they would not carry on, engage, invest, participate or otherwise be interested in any business which competes or is likely to compete with any of the existing and/or future businesses carried on by any member of the Group in relation to the provision of corporate healthcare solutions and consultancy services in non-UMP medical centres in Hong Kong, Macau and Mainland China.

Each of them has confirmed in writing to the Company of their compliance with the deed of non-compete undertaking for disclosure in this annual report during FY2024. No new business opportunity was informed by them as at 30 June 2024. The independent non-executive Directors have reviewed the implementation of the deed of non-compete undertaking and are of the view that the non-competition undertakings have been complied with by Dr. Sun Yiu Kwong, East Majestic Group Limited and EM Team Limited for FY2024.

薪酬政策

本集團的薪酬政策乃基於個別僱員的優點、資歷及能力制定，並由薪酬委員會定期檢討。薪酬委員會就董事的薪酬提出建議並由董事會經計及本集團的經營業績、個人表現及可比較市場統計數據後決定。

本公司已採納購股權計劃及一項股份獎勵計劃，旨在激勵及嘉許其董事和合資格參與者。計劃詳情載於本報告第133至145頁。

概無董事於2024財政年度豁免收取任何薪酬。

不競爭承諾

我們的控股股東孫耀江醫生、East Majestic Group Limited及EM Team Limited已於一項不競爭承諾契據中向本公司承諾，除本公司日期為2015年11月17日之招股章程所述者外並在其規限下，彼等不會在香港、澳門及中國內地開展、從事、投資、參與因在聯合醫務中心以外提供企業醫療保健解決方案及諮詢服務而與本集團任何成員公司所進行任何現有及／或未來的業務構成或可能構成競爭的任何業務，或以其他方式擁有當中權益。

彼等已各自向本公司書面確認彼等於2024財政年度遵守不競爭承諾契據的情況，以供在本年報披露。截至2024年6月30日，彼等並未告知任何新的商業機會。獨立非執行董事已檢討不競爭承諾契據的執行情況，並認為孫耀江醫生、East Majestic Group Limited及EM Team Limited於2024財政年度已遵守不競爭承諾。

REPORT OF DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the Directors is or was interested in any business apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during FY2024 and up to and including the date of this report.

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

As at 30 June 2024, the interests and short positions of the Directors and Chief Executive of the Company in the shares, underlying shares and/or debentures (as the case may be) of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required to be entered into the register required to be kept by the Company under Section 352 of the SFO or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code were set out below:

董事於競爭業務的權益

於2024財政年度內任何時間及截至本報告日期(包括當日)止,概無董事於本集團業務以外與本集團業務直接或間接構成或已構成或可能構成或曾可能構成競爭的任何業務中擁有權益。

董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債券的權益及淡倉

於2024年6月30日,董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及/或債券(視乎情況而定)中,擁有根據證券及期貨條例第XV部第7及第8分部而須知會本公司及聯交所的權益及淡倉(包括彼等根據該等證券及期貨條例條文而被視作或當作擁有的權益及淡倉),或須記錄於本公司根據證券及期貨條例第352條須存置的登記冊內的權益及淡倉,或根據標準守則而須知會本公司及聯交所的權益及淡倉如下:

REPORT OF DIRECTORS

董事會報告

(i) The Company

(i) 本公司

Name of Director	Long/short position	Capacity	Number of Shares/ underlying shares	Notes	Approximate percentage of shareholding (%) (Note 3)
董事姓名	好倉/淡倉	身份	股份/相關 股份數目	附註	概約持股比例(%) (附註3)
Dr. Sun Yiu Kwong 孫耀江醫生	Long position 好倉	Beneficial owner 實益擁有人	27,006,000		
	Long position 好倉	Interest held by his controlled corporations 權益由其控制法團持有	273,220,989	1	
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	2	
sub-total小計			301,226,989		37.14
Dr. Sun Man Kin, Michael 孫文堅醫生	Long position 好倉	Beneficial owner 實益擁有人	20,713,033		
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	2	
sub-total小計			21,713,033		2.67
Ms. Kwok Cheuk Kwan, Jacquen 郭卓君女士	Long position 好倉	Beneficial owner 實益擁有人	19,200,000		
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	2	
sub-total小計			20,200,000		2.49
Mr. Tsang On Yip, Patrick 曾安業先生	Long position 好倉	Beneficial owner 實益擁有人	4,486,000		
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	2	
sub-total小計			5,486,000		0.67
Dr. Lee Pak Cheung, Patrick 李柏祥醫生	Long position 好倉	Beneficial owner 實益擁有人	22,952,556		
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	2	
sub-total小計			23,952,556		2.95

REPORT OF DIRECTORS

董事會報告

Name of Director	Long/short position	Capacity	Number of Shares/ underlying shares	Notes	Approximate percentage of shareholding (%) (Note 3)
董事姓名	好倉/淡倉	身份	股份/相關 股份數目	附註	概約持股比例(%) (附註3)
Dr. Lee Kar Chung, Felix 李家聰博士	Long position 好倉	Beneficial owner 實益擁有人	11,388,000		
	Long position 好倉	Beneficial owner 實益擁有人	1,000,000	2	
			sub-total小計		1.52
Mr. Lee Luen Wai, John 李聯偉先生	Long position 好倉	Beneficial owner 實益擁有人	3,272,081		0.40
Dr. Li Kwok Tung, Donald 李國棟醫生	Long position 好倉	Beneficial owner 實益擁有人	332,000		0.04
			Total總計		47.91

REPORT OF DIRECTORS

董事會報告

Notes:

1. Dr. Sun Yiu Kwong is deemed to be interested in the 223,740,989 Shares held by East Majestic Group Limited, being his controlled corporation, and is also deemed to be interested in 49,480,000 Shares held by EM Team Limited, also being his controlled corporation.
2. These Shares represented by the underlying Shares under the options granted by the Company on 26 May 2021 pursuant to the Post-IPO Share Option Scheme.
3. These percentages are calculated on the basis of 810,955,244 issued shares as at 30 June 2024.

附註：

1. 孫耀江醫生被視為於其受控法團 East Majestic Group Limited 持有的 223,740,989 股股份中擁有權益，亦被視為於同樣為其受控法團 EM Team Limited 持有的 49,480,000 股股份中擁有權益。
2. 該等股份指本公司於 2021 年 5 月 26 日根據首次公開發售後購股權計劃授出的購股權項下的相關股份。
3. 此等百分比乃按於 2024 年 6 月 30 日之 810,955,244 股已發行股份為基準計算。

(ii) Associated Corporations (within the meaning of the SFO)

Procare Medical Imaging & Laboratory Centre Limited⁽¹⁾

Name of Director	Long/short position	Capacity	Number of shares	Approximate percentage of shareholding (%)
董事姓名	好倉／淡倉	身份	股份數目	概約持股比例 (%)
Dr. Sun Man Kin, Michael 孫文堅醫生	Long position 好倉	Beneficial owner 實益擁有人	625	6.25

(ii) 相聯法團 (定義見證券及期貨條例)

普康醫學影像及化驗中心有限公司⁽¹⁾

Causeway Bay MRI Centre Limited⁽²⁾

銅鑼灣磁力共振中心有限公司⁽²⁾

Name of Director	Long/short position	Capacity	Number of shares	Approximate percentage of shareholding (%)
董事姓名	好倉／淡倉	身份	股份數目	概約持股比例 (%)
Dr. Sun Man Kin, Michael 孫文堅醫生	Long position 好倉	Beneficial owner 實益擁有人	95	6.33

REPORT OF DIRECTORS

董事會報告

United Medical Services (China) Limited⁽³⁾

United Medical Services (China) Limited⁽³⁾

Name of Director	Long/short position	Capacity	Number of shares	Approximate percentage of shareholding (%)
董事姓名	好倉／淡倉	身份	股份數目	概約持股比例 (%)
Mr. Tsang On Yip, Patrick	Long position	Interest of controlled corporation	20	20
曾安業先生	好倉	受控制法團權益		

Notes:

- (1) UMP Medical Centre Limited, a wholly-owned subsidiary of the Company, holds 62.5% of the entire issued share capital of Procure Medical Imaging & Laboratory Centre Limited.
- (2) UMP Medical Centre Limited, a wholly-owned subsidiary of the Company, holds 20% of the entire issued share capital of Causeway Bay MRI Centre Limited.
- (3) UMP Medical China Holdings Limited, a wholly-owned subsidiary of the Company, holds 80% of the entire issued share capital of United Medical Services (China) Limited.

附註：

- (1) 本公司的全資附屬公司聯合醫務中心有限公司持有普康醫學影像及化驗中心有限公司的全部已發行股本的62.5%。
- (2) 本公司的全資附屬公司聯合醫務中心有限公司持有銅鑼灣磁力共振中心有限公司的全部已發行股本的20%。
- (3) UMP Medical China Holdings Limited (為本公司之全資附屬公司) 持有United Medical Services (China) Limited全部已發行股本之80%。

Save as disclosed above, as at 30 June 2024, none of the Directors or Chief Executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於2024年6月30日，董事或本公司最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中，概無擁有根據證券及期貨條例第XV部第7及第8分部而須知會本公司及聯交所的任何權益或淡倉（包括彼等根據該等證券及期貨條例條文而被視作或當作擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄於該條所述登記冊的任何權益或淡倉，或根據標準守則已知會本公司及聯交所的權益或淡倉。

SHARE OPTION SCHEMES

The Company adopted two share option schemes, namely the Pre-IPO Option Scheme and the Post-IPO Option Scheme as at the year ended 30 June 2023. The Company terminated the Post-IPO Share Option Scheme and adopted the 2023 Share Option Scheme both with effect from 24 November 2023. The Pre-IPO Share Option Scheme was only in force during the period from 18 August 2015 to 9 November 2015, and no further options are to be granted. As at 1 July 2023 and 30 June 2024, there was no share option remained outstanding under the Pre-IPO Share Option Scheme. Under the Pre-IPO Share Option Scheme, no share options have been granted, exercised, lapsed or forfeited during FY2024.

The number of the Shares that may be issued in respect of the all Share Option Schemes during the year ended 30 June 2024 were 12,700,000 Shares. The dilutive effect of such is approximately 1.57%, being the number of Shares may be issued divided by the weighted average number of Shares for the same period.

Post-IPO Share Option Scheme

The Company adopted the Post-IPO Share Option Scheme on 13 November 2015.

The Board resolved to terminate the Post-IPO Share Option Scheme with effect from 24 November 2023.

During the year ended 30 June 2024, no share options were exercised and vested under the Post-IPO Share Option Scheme. The weighted average closing price of the shares immediately before the dates on which the options were exercised and vested were not applicable.

As at 30 June 2024, the Company had 12,700,000 outstanding share options granted under the Post-IPO Share Option Scheme which shall continue to be valid and exercisable during the prescribed exercise period in accordance with the Post-IPO Share Option Scheme.

As at 1 July 2023 and 30 June 2024, the number of options available for grant under the Post-IPO Share Option Scheme of the Company was 47,860,000 and nil respectively.

購股權計劃

於截至2023年6月30日止年度，本公司曾採納兩個購股權計劃，即首次公開發售前購股權計劃及首次公開發售後購股權計劃。本公司已終止首次公開發售後購股權計劃並採納2023年購股權計劃，自2023年11月24日起生效。首次公開發售前購股權計劃於2015年8月18日至2015年11月9日期間有效，其後將不再據此進一步授出購股權。於2023年7月1日及2024年6月30日，首次公開發售前購股權計劃下概無仍未行使的購股權。首次公開發售前購股權計劃下，概無購股權於2024財政年度獲授出、已行使、已失效或被沒收。

截至2024年6月30日止年度，就根據所有購股權計劃可發行的股份數目為12,700,000股。其攤薄影響約為1.57%，即可發行的股份數目除以同期的加權平均股份數目。

首次公開發售後購股權計劃

本公司於2015年11月13日採納首次公開發售後購股權計劃。

董事會議決終止首次公開發售後購股權計劃，自2023年11月24日起生效。

截至2024年6月30日止年度，概無購股權根據首次公開發售後購股權計劃獲行使及歸屬。緊接購股權獲行使及歸屬日期前的股份加權平均收市價並不適用。

於2024年6月30日，本公司有12,700,000份根據首次公開發售後購股權計劃已授出但未行使之購股權，該等購股權將根據首次公開發售後購股權計劃在規定行使期間內繼續有效並可予行使。

於2023年7月1日及2024年6月30日，本公司於首次公開發售後購股權計劃項下可授出的購股權數目分別為47,860,000份及0份。

REPORT OF DIRECTORS

董事會報告

Details of the Post-IPO Share Option Scheme are as follows:

(a) Purpose

The purpose of the Post-IPO Share Option Scheme is to incentivise and reward the Eligible Persons (as defined in sub-paragraph (b) below) for their contribution to the Group and to align their interests with that of the Company so as to encourage them to work towards enhancing the value of the Company.

(b) Participants

The Board (including any committee or delegate of the Board appointed by the Board to perform any of its functions pursuant to the rules of the Post-IPO Share Option Scheme) may, at its absolute discretion, offer to grant an option to subscribe for such number of Shares as the Board may determine to an employee (whether full-time or part-time) or a director of a member of the Group or associated companies of the Company (the “Eligible Persons”).

(c) Total number of securities available for issue

The total number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other share option schemes (including but not limited to the Pre-IPO Share Option Scheme) of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Listing Date which is 73,600,000 Shares, representing approximately 9.08% issued shares of the Company as at the date of this annual report.

(d) Maximum entitlement of each participant

No options shall be granted to any Eligible Person under the Post-IPO Share Option Scheme and any other Share option schemes of the Company which, if exercised, would result in such Eligible Person becoming entitled to subscribe for such number of Shares as, when aggregated with the total number of Shares already issued or to be issued to him under all options granted to him (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of offer of such options, exceeds 1% of the Shares in issue at such date.

首次公開發售後購股權計劃詳情如下：

(a) 目的

首次公開發售後購股權計劃的目的旨在鼓勵及獎勵合資格人士(如下文(b)分段所界定)對本集團作出的貢獻，令其利益與本公司利益一致，藉以推動其盡力提升本公司價值。

(b) 參與者

董事會(包括董事會根據首次公開發售後購股權計劃的規則為履行其任何職責而委任的任何董事會轄下委員會或代表)可全權酌情向本集團成員公司或本公司聯營公司的僱員(不論全職或兼職)或董事(「合資格人士」)授出購股權，以認購董事會可釐定有關數目的股份。

(c) 可發行證券總數

根據首次公開發售後購股權計劃及本公司任何其他購股權計劃(包括但不限於首次公開發售前購股權計劃)將予授出的所有購股權獲行使時可發行的股份總數，合共不得超過於上市日期已發行股份總數的10%，即73,600,000股股份，佔本公司於本年報日期的已發行股份約9.08%。

(d) 每名參與者可獲授權益的上限

倘根據首次公開發售後購股權計劃及本公司任何其他購股權計劃向任何合資格人士授出的購股權獲行使時，會致使有關合資格人士有權認購的股份數目，加上其於截至有關購股權要約日期(包括該日)止過去12個月期間所獲授的全部購股權(包括已行使、已註銷及尚未行使的購股權)而已向其發行或將向其發行的股份總數超過該日已發行股份的1%，則不會根據首次公開發售後購股權計劃及本公司任何其他購股權計劃向該名合資格人士授出購股權。

(e) Period within which the option may be exercised

Any vested option which has not lapsed and which conditions have been satisfied or waived by the Board in its sole discretion may, unless the Board determines otherwise in its absolute discretion, be exercised at any time from the next business day after the offer of options has been accepted. Any option which remain unexercised shall lapse upon the expiry of the option period, which period shall be determined by the Board and shall not exceed ten years from the offer date of the option.

(f) Vesting period of options granted

The Board may in its absolute discretion set a minimum period for which an option must be held and performance targets that must be achieved before an option can be exercised.

(g) Time of acceptance and the amount payable on acceptance of the option

An offer of options shall be open for acceptance in writing or by telex or facsimile transmission or (if the Board agree) by electronic communication received by the Chairman (or a person designated by him with the approval of the Board) for such period (not exceeding 30 days inclusive of, and from, the date of offer) as the Board may determine and notify to the Eligible Person concerned provided that no such offer shall be open for acceptance after the expiry of the duration of the Post-IPO Share Option Scheme. An offer of options not accepted within this period shall lapse.

An amount of HK\$1.00 is payable upon acceptance of the grant of an option and such payment shall not be refundable and shall not be deemed to be a part payment of the exercise price.

(h) Basis of determining the exercise price

The exercise price shall be such price as determined by the Board and notified to an option-holder and which shall not be less than the higher of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of offer of the option; (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer of the option; and (iii) the nominal value of the Shares.

(e) 購股權可予行使之期限

除董事會按其絕對酌情權另行釐定外，任何已歸屬而未失效的購股權於達成條件或董事會按其全權酌情決定豁免條件後，可於接納購股權要約後的下一個營業日隨時行使。任何尚未行使的購股權於購股權期限屆滿後將告失效，該期限由董事會釐定，且不得超過購股權要約日期起計十年。

(f) 已授出購股權之歸屬期

董事會可全權酌情設定於購股權可予行使前必須持有購股權的最短期限及須達成的表現目標。

(g) 接納購股權的期限及接納購股權時應付款項

購股權的要約可於董事會決定並通知有關合資格人士的有關期間(由要約日期起(包括該日)計30日內)供接納，接納方式為以書面形式或通過電郵或傳真或(如董事會同意)通過主席(或其在經董事會批准後指定的一名人士)收到的電子通訊的方式接納，惟首次公開發售後購股權計劃期限屆滿後不得作出有關要約。期內不被接納的購股權要約將告失效。

於接納所授出的購股權時須繳付1.00港元，該款項將不予退還，且不應被視為行使價的部分款項。

(h) 釐定行使價的基準

行使價應為董事會釐定並通知購股權持有人的價格，及不得低於以下的最高者：(i)股份於購股權要約日期於聯交所每日報價表所列的收市價；(ii)股份於緊接購股權要約日期前五個交易日於聯交所每日報價表所列平均收市價；及(iii)股份面值。

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(i) Life of the Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme shall expire automatically on the day immediately preceding the tenth anniversary of the Listing Date, subject to early termination provisions in the Post-IPO Share Option Scheme. The Post-IPO Share Option Scheme was terminated by the Board on 24 November 2024.

The summary below sets out the details of the movement during the year ended 30 June 2024 of all the options granted pursuant to the Post-IPO Share Option Scheme:

(i) 首次公開發售後購股權計劃的年期

在首次公開發售後購股權計劃的提前終止條款之規限下，首次公開發售後購股權計劃將自緊接上市日期十週年前一天自動屆滿。首次公開發售後購股權計劃已於2024年11月24日被董事會終止。

以下概要載列根據首次公開發售後購股權計劃授出的所有購股權於截至2024年6月30日止年度的變動詳情：

Name 姓名	Date of grant ^{(1), (2), (3)} 授出日期 ^{(1), (2), (3)} (dd/mm/yyyy) (日/月/年)	Exercise price per Share 每股行使價 (HK\$) (港元)	Exercise period ⁽⁴⁾ 行使期 ⁽⁴⁾ (dd/mm/yyyy) (日/月/年)	Number of Shares issuable under the share options 購股權項下可予發行股份數目				
				As at 1 July 2023 於2023年7月1日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited/lapsed during the year 年內沒收/失效	As at 30 June 2024 於2024年6月30日
Dr. Sun Yiu Kwong (Chairman and Executive Director) 孫耀江醫生(主席兼執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	2,300,000	-	-	(2,300,000)	-
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
	26/05/2021	0.772	26/05/2024-25/05/2029	300,000	-	-	-	300,000
Dr. Sun Man Kin, Michael (Vice chairman, Co-Chief Executive Officer and Executive Director) 孫文堅醫生(副主席、聯席行政總裁兼執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	1,500,000	-	-	(1,500,000)	-
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
	26/05/2021	0.772	26/05/2024-25/05/2029	300,000	-	-	-	300,000
Ms. Kwok Cheuk Kwan, Jacquen (Co-Chief Executive Officer and Executive Director) 郭卓君女士(聯席行政總裁兼執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	1,500,000	-	-	(1,500,000)	-
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
	26/05/2021	0.772	26/05/2024-25/05/2029	300,000	-	-	-	300,000
Mr. Tsang On Yip, Patrick (Executive Director) 曾安業先生(執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	1,500,000	-	-	(1,500,000)	-
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
	26/05/2021	0.772	26/05/2024-25/05/2029	300,000	-	-	-	300,000
Dr. Lee Pak Cheung, Patrick (Executive Director) 李柏祥醫生(執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	1,500,000	-	-	(1,500,000)	-
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
	26/05/2021	0.772	26/05/2024-25/05/2029	300,000	-	-	-	300,000
Dr. Lee Kar Chung, Felix (Non-executive Director) 李家聰博士(非執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	1,500,000	-	-	(1,500,000)	-
	26/05/2021	0.772	26/05/2022-25/05/2029	400,000	-	-	-	400,000
	26/05/2021	0.772	26/05/2023-25/05/2029	300,000	-	-	-	300,000
	26/05/2021	0.772	26/05/2024-25/05/2029	300,000	-	-	-	300,000

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Name 姓名	Date of grant ^{(1), (2), (3)} 授出日期 ^{(1), (2), (3)} (dd/mm/yyyy) (日/月/年)	Exercise price per Share 每股行使價 (HK\$) (港元)	Exercise period ⁽⁴⁾ 行使期 ⁽⁴⁾ (dd/mm/yyyy) (日/月/年)	Number of Shares issuable under the share options 購股權項下可予發行股份數目			As at 30 June 2024 於2024年6月30日	
				As at 1 July 2023 於2023年7月1日	Granted during the year 年內授出	Exercised during the year 年內行使		Forfeited/lapsed during the year 沒收/失效
Mr. Lee Luen Wai, John (Independent Non-executive Director) 李聯偉先生(獨立非執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	300,000	-	-	(300,000)	-
Dr. Li Kwok Tung, Donald (Independent Non-executive Director) 李國棟醫生(獨立非執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	300,000	-	-	(300,000)	-
Mr. Yeung Wing Sun, Mike (Notes 5) (Independent Non-executive Director) 楊榮樂先生(附註5)(獨立非執行董事)	06/11/2018	2.06	30/06/2019-05/11/2023	200,000	-	-	(200,000)	-
			Sub-total: 小計:	16,600,000	-	-	(10,600,000)	6,000,000
Employees 僱員								
In aggregate 合計	26/05/2021	0.772	26/05/2022-25/05/2029	2,656,000	-	-	(576,000)	2,080,000
	26/05/2021	0.772	26/05/2023-25/05/2029	1,992,000	-	-	(432,000)	1,560,000
	26/05/2021	0.772	26/05/2024-25/05/2029	1,992,000	-	-	(432,000)	1,560,000
	06/11/2018	2.06	30/06/2019-05/11/2023	1,000,000	-	-	(1,000,000)	-
	05/05/2019	1.56	04/05/2020-03/05/2025	250,000	-	-	-	250,000
	05/05/2019	1.56	04/05/2021-03/05/2025	500,000	-	-	-	500,000
	05/05/2019	1.56	04/05/2022-03/05/2025	750,000	-	-	-	750,000
			Sub-total 小計	9,140,000	-	-	(2,440,000)	6,700,000
			Total 總計	25,740,000	-	-	(13,040,000)	12,700,000

Notes:

- 附註:
- (1) The closing price of the Shares immediately before the date on which the share options were granted on 6 November 2018 was HK\$1.75 per share. (1) 緊接購股權於2018年11月6日獲授出之日前的股份收市價為每股1.75港元。
- (2) The closing price of the Shares immediately before the date on which the share options were granted on 5 May 2019 was HK\$1.56 per share. (2) 緊接購股權於2019年5月5日獲授出之日前的股份收市價為每股1.56港元。
- (3) The closing price of the Shares immediately before the date on which the share options were granted on 26 May 2021 was HK\$0.82 per share. (3) 緊接購股權於2021年5月26日獲授出之日前的股份收市價為每股0.82港元。
- (4) The vesting period of all the outstanding share options and share options granted is the period beginning on the date of grant and ending on the date immediately before commencement of the exercise period. (4) 尚未行使購股權及已授出購股權的歸屬期為由授出日期開始直至行使期開始的前一日止。
- (5) Mr. Yeung Wing Sun, Mike retired as an independent non-executive Director on 24 November 2023. (5) 楊榮樂先生由2023年11月24日起退任獨立非執行董事。

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Save as disclosed above, no share option was granted, exercised, forfeited or lapsed under the Post-IPO Share Option Scheme during the year ended 30 June 2024.

2023 Share Option Scheme

The Company adopted the 2023 Share Option Scheme on 24 November 2023. Details of the 2023 Share Option Scheme are as follows:

(a) Purpose

The purpose of the 2023 Share Option Scheme is to incentivize and reward the Eligible Persons (as defined in sub-paragraph (b) below) for their contribution to the Group and to align their interests with that of the Company so as to encourage them to work towards enhancing the value of the Company.

(b) Participants

The Board may, at its absolute discretion, invite any person belonging to any of the following classes of persons of any member of the Group, to be an eligible person of the 2023 Share Option to take up an option to subscribe for Shares (the "Eligible Person(s)"):

- (i) any director or employee of any member of the Group (the "Employee(s)");
- (ii) any director or employee of any of the related entity (each, a "Related Entity Participant"); and
- (iii) service providers;

除上文披露者外，於截至2024年6月30日止年度，概無購股權根據首次公開發售後購股權計劃授出、行使、被沒收或失效。

2023年購股權計劃

本公司於2023年11月24日採納2023年購股權計劃。2023年購股權計劃詳情如下：

(a) 目的

2023年購股權計劃旨在激勵及獎勵合資格人士（如下文(b)分段所界定）對本集團作出的貢獻，令其利益與本公司利益一致，藉以鼓勵其盡力提升本公司價值。

(b) 參與者

董事會可全權酌情邀請本集團任何成員公司中屬於下列任何類別的人士作為2023年購股權計劃的合資格人士接納購股權以認購股份（「合資格人士」）：

- (i) 本集團任何成員公司的任何董事或僱員（「僱員」）；
- (ii) 任何關聯實體的任何董事或僱員（各為一名「關聯實體參與者」）；及
- (iii) 服務提供者；

(c) Total number of securities available for issue

The total number of Shares which may be issued upon exercise of all options to be granted under the 2023 Share Option Scheme and any options or awards granted under any other scheme(s) of the Company involving issue of new Shares must not in aggregate exceed 10% of the Shares of the Company in issue as at its adoption date (the “Scheme Mandate Limit”) which is 81,095,524 Shares, representing approximately 10% issued Shares of the Company as at the date of this annual report.

Subject to the above, within the Scheme Mandate Limit, the total number of Shares which may be issued upon exercise of all options to be granted to Service Providers under the 2023 Share Option Scheme and any options or awards granted under any other scheme(s) of the Company involving issue of new Shares shall not in aggregate exceed two per cent (2%) of the Shares in issue as at its adoption date (the “Service Provider Sublimit”) which is 16,219,104 Shares, representing approximately 2% issued Shares of the Company as at the date of this annual report.

(d) Maximum entitlement of each participant

Subject to the rules of the 2023 Share Option Scheme, where any grant of options to a selected Eligible Person under the 2023 Share Option Scheme would result in the Shares issued and to be issued in respect of all options and awards granted to such person (excluding any options and awards lapsed in accordance with the rules of the relevant scheme(s) of the Company) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the total number of issued Shares, such grant of options or awards shall be approved by the Shareholders in general meeting.

(e) Period with which the option may be exercised

In respect of an option, the period within which an option may be exercised by the option-holder as the Board may in its absolute discretion determine and which shall not be more than 10 years from the offer date of the option.

(c) 可發行證券總數

因行使根據2023年購股權計劃授出的所有購股權及根據本公司任何其他涉及發行新股份的計劃授出的任何購股權或獎勵而可能發行的股份總數合共不得超過本公司於採納日期已發行股份的10%（「計劃授權限額」），即81,095,524股股份，佔本公司於本年報日期的已發行股份約10%。

受以上所規限，在計劃授權限額中，因行使根據2023年購股權計劃授予服務提供者的所有購股權及根據本公司任何其他涉及發行新股份的計劃授出的任何購股權或獎勵而可能發行的股份總數合共不得超過於採納日期已發行股份的百分之二(2%)（「服務提供者分項限額」），即16,219,104股股份，佔本公司於本年報日期的已發行股份約2%。

(d) 每名參與者可獲授權益的上限

受2023年購股權計劃規則所規限，倘向2023年購股權計劃向下的獲選合資格人士授出購股權，將導致因有關人士於截至授出日期（包括該日）止12個月期間內，就所有獲授購股權及獎勵（不包括根據本公司相關計劃規則已失效的任何購股權及獎勵）而發行及將予發行的股份，合共佔已發行股份總數超過1%，則授出購股權及獎勵須經股東於股東大會上批准。

(e) 購股權可予行使之期限

就購股權而言，董事會可全權酌情釐定由購股權持有人行使購股權的期間，自購股權要約日期起計不超過10年。

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(f) Vesting period of option granted

The vesting of any options under the 2023 Share Option Scheme shall be subject to a vesting period to be determined by the Board and the remuneration committee of the Board in their absolute discretion, which shall be specified in the offer letter.

(g) Time of acceptance and the amount payable on acceptance of the option

Offers of options shall be open for acceptance for such period (not exceeding 30 days inclusive of, and from, the offer date) as the Board may determine and notify to the Eligible Persons concerned provided that no such offer shall be open for acceptance after the expiry of the duration of the 2023 Share option Scheme. Offers of options not accepted within this period shall lapse. An amount of HK\$1.00 is payable upon acceptance of the grant of an option and such payment shall not be refundable and shall not be deemed to be a part payment of the option price.

(h) Basis of determining the option price

The option price shall be such price as determined by the Board and shall not be less than the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the offer date; and
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the offer date.

(f) 已授出購股權之歸屬期

2023年購股權計劃項下任何購股權的歸屬須受限於董事會及董事會薪酬委員會全權酌情釐定的歸屬期，且該歸屬期應於要約函件中訂明。

(g) 接納購股權的期限及接納購股權時應付款項

購股權要約將於董事可能釐定並通知相關合資格人士的期間(自要約日期(包括該日)起計不超過30日)內可供接納，惟有關要約不得於2023年購股權計劃期限屆滿後接納。於該期間未獲接納的購股權要約將失效。於接納所授出購股權時須繳付1.00港元，該款項將不予退還，且不應被視為購股權價格的部分款項。

(h) 釐定行使價的基準

購股權價格應為董事會釐定的價格，且不得低於以下較高者：

- (i) 於要約日期，聯交所每日報價表所報的股份收市價；及
- (ii) 於緊接要約日期前五個營業日，聯交所每日報價表所報的股份平均收市價。

(i) Life of the 2023 Share Option Scheme

The 2023 Share Option Scheme will expire automatically on the day immediately preceding the tenth anniversary of the adoption date, subject to early termination provisions in the 2023 Share Option Scheme.

The Company has not granted any share options under the 2023 Share Option Scheme since its adoption.

During the year ended 30 June 2024, no share options were exercised and vested under the 2023 Share Option Scheme. The weighted average closing price of the shares immediately before the dates on which the options were exercised and vested were not applicable.

The number of options available for grant under the 2023 Share Option Scheme of the Company under the Scheme Mandate Limit at both 24 November 2023 (the date of adoption) and 30 June 2024 were 81,095,524 respectively.

The number of options available for grant under the 2023 Share Option Scheme of the Company under the Service Provider Sublimit at both 24 November 2023 (the date of adoption) and 30 June 2024 were 16,219,104 respectively.

(i) 2023年購股權計劃的年期

在2023年購股權計劃的提前終止條款之規限下，2023年購股權計劃將自緊接採納日期十週年前一天自動屆滿。

本公司自採納2023年購股權計劃起概無據此授出任何購股權。

截至2024年6月30日止年度，概無購股權根據2023年購股權計劃獲行使及歸屬。緊接購股權獲行使及歸屬日期前的股份加權平均收市價並不適用。

於2023年11月24日（採納日期）及2024年6月30日，本公司根據計劃授權限額於2023年購股權計劃項下可授出的購股權數目為81,095,524份。

於2023年11月24日（採納日期）及2024年6月30日，本公司根據服務提供者分項限額於2023年購股權計劃項下可授出的購股權數目為16,219,104份。

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SHARE AWARD SCHEME

The Share Award Scheme of the Company was adopted on 30 June 2016 which is valid and effective for a term of ten years from its adoption date, subject to any early termination thereof as determined by the Board.

The purpose of the Share Award Scheme is to recognise the contributions by certain Eligible Persons and to provide them with incentives in order to retain them for the continual operation and development of the Group; and to attract suitable personnel for further development of the Group.

The Board resolved to amend the following key terms of the Share Award Scheme which was effected from 24 November 2023 (the "Amendment Date"):

(a) Duration of the Share Award Scheme

The Share Award Scheme shall be valid and effective for a further term of 10 years commencing on the Amendment Date.

(b) Eligible Persons for the Share Award Scheme

The following classes of persons (other than excluded person) are eligible for being selected for participation in the Share Award Scheme (the "Eligible Person(s)"):

- (i) director(s) and employee(s) of the Company or any of its Subsidiaries;
- (ii) director(s) and employee(s) of any member of the related entity; and
- (iii) service provider(s).

(c) Scheme Limit

The Board shall not make any further award of awarded Shares which will result in the aggregate number of the Shares awarded by the Board under the Share Award Scheme exceeding ten per cent (10%) of the Shares of the Company in issue as at the Amendment Date which is 81,095,524 Shares, representing approximately 10% of the issued Shares as at the date of this annual report.

股份獎勵計劃

本公司於2016年6月30日採納股份獎勵計劃，自採納日期起計十年內有效及生效，惟董事會可決定提前終止該計劃。

股份獎勵計劃的目的是肯定若干合資格參與者所作貢獻及就此給予獎勵，以留聘彼等為本集團持續經營及發展；及吸引合適人員推動本集團進一步發展。

董事會議決修訂股份獎勵計劃的以下關鍵條款，自2023年11月24日（「修訂日期」）起生效：

(a) 股份獎勵計劃之期限

股份獎勵計劃自修訂日期起計10年內有效及生效。

(b) 股份獎勵計劃合資格人士

以下類別的人士（不包括除外人士）有資格獲選參與股份獎勵計劃（「合資格人士」）：

- (i) 本公司或其任何附屬公司的董事及僱員；
- (ii) 任何關聯實體成員公司的董事及僱員；及
- (iii) 服務提供者。

(c) 計劃限額

倘董事會根據股份獎勵計劃授出的股份總數超過於修訂日期本公司已發行股份的百分之十(10%)，即81,095,524股股份，佔於本年報日期已發行股份約10%，則董事會不得進一步授出任何獎勵股份。

REPORT OF DIRECTORS 董事會報告

The maximum number of Shares which may be awarded to a selected participant under the Share Award Scheme in the 12-month period up to and including the date of such grant shall not in aggregate exceed one per cent (1%) of the issued share capital of the Company.

(d) Voting Rights

The trustee shall not exercise the voting rights in respect of any Shares held under the trust including but not limited to the awarded Shares.

Pursuant to the terms of the Share Award Scheme, the Company will not issue new Shares in connection with the awards granted under the Share Award Scheme.

Subject to the provisions of the Share Award Scheme, the Board may, from time to time, at its absolute discretion select any Eligible Person for participation in the Share Award Scheme as a selected participant, and grant such number of awarded Shares to any selected participant and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

A selected participant under the Share Award Scheme shall be entitled to receive the awarded Shares vested in him/her in accordance with the vesting schedule (if any) and subject to the selected participant having satisfied all vesting conditions (if any) as specified in the Share Award Scheme or the grant notice.

Upon receipt of the grant notice, the selected participant shall confirm acceptance of the awarded Shares being granted to him by signing and returning to the Board the acceptance form attached to the grant notice within 5 business days after the date of the grant notice.

No consideration is required to be paid upon acceptance of the award by a selected participant.

於截至授出日期(包括該日)止12個月期間內根據股份獎勵計劃可授予一名獲選參與者的股份最高數目合共不得超過本公司已發行股本的百分之一(1%)。

(d) 投票權

受託人不得就信託項下所持有的任何股份(包括但不限於獎勵股份)行使投票權。

根據股份獎勵計劃的條款，本公司不會就根據股份獎勵計劃授出的獎勵發行新股份。

在股份獎勵計劃的條文規限下，董事會可不時全權酌情挑選任何合資格人士作為獲選參與者參與股份獎勵計劃，並按其可能全權酌情決定的有關數目以及有關條款及條件及在其規限下，向任何獲選參與者授出有關數目的獎勵股份。

根據股份獎勵計劃，獲選參與者有權根據歸屬時間表(如有)領取歸屬於該獲選參與者的獎勵股份，惟獲選參與者須已滿足股份獎勵計劃或授出通知中規定的所有歸屬條件(如有)。

於接獲授予通知後，獲選參與者須於授予通知日期後5個營業日內簽署授予通知所附的接納表格並將之交回董事會，以確認接納其獲授予的獎勵股份。

獲選參與者接納獎勵時無須支付任何代價。

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As at 30 June 2024, the details of the share award granted and outstanding under the Share Award Scheme are set out as follow:

於2024年6月30日，股份獎勵計劃項下已授出及尚未行使之股份獎勵詳情載列如下：

	Date of grant 授出日期	Number of awarded shares 獎勵股份數目				As at 30 June 2024 於2024年 6月30日
		As at 1 July 2023 於2023年 7月1日	Granted during the year 年內授出	Vested during the year 年內歸屬	Forfeited during the year 年內 沒收	
Five highest paid individuals (Note 4) 五名最高薪酬人士(附註4)	5 March 2024 2024年3月5日	-	545,000	(295,000)	-	250,000
Other employees of the Group (excluding five highest paid individuals) (in aggregate) 本集團其他僱員(不包括五名最高 薪酬人士)(合計)	5 March 2024 2024年3月5日	-	1,120,000	(570,000)	(100,000)	450,000
Total 總計		-	1,665,000 (Notes 1, 2, 3 and 5) (附註1、2、3 及5)	(865,000)	(100,000)	700,000

Notes:

- The exercise price was set at nil consideration per awarded share.
- 865,000 awarded shares vested on 5 March 2024 and the balance of the remaining awarded shares will be vested on 30 June 2025 which are subject to the fulfilment of grantees' respective performance targets.
- The closing price of the Shares immediately before the date on which the awarded shares were granted on 5 March 2024 was HK\$0.51 per share.
- The five highest paid individuals during the year included three directors. No awarded share was granted to directors and one individual of the five highest paid individuals was granted 545,000 awarded shares.
- Save as disclosed above, no share award was granted during the year ended 30 June 2024.

附註：

- 每股獎勵股份行使價為零代價。
- 865,000股獎勵股份於2024年3月5日歸屬，其餘獎勵股份將於2025年6月30日歸屬，惟視乎視承授人是否達成各自之表現目標。
- 緊接獎勵股份於2024年3月5日獲授出之日前的股份收市價為每股0.51港元。
- 本年度五名最高薪酬人士中包括三名董事。概無向董事授予獎勵股份，而五名最高薪人士其中一名則獲授予545,000股獎勵股份。
- 除上文披露者外，於截至2024年6月30日止年度內並無授出股份獎勵。

802,000 Shares have been purchased under the Share Award Scheme during the year ended 30 June 2024. The total amount paid to acquire the Shares during the year was HK\$463,399 (2023: HK\$2,537,000). As at 30 June 2024, 11,429,863 Shares are held by the trustee of the Share Award Scheme for the benefit of the eligible participants for the purpose of the Share Award Scheme.

於截至2024年6月30日止年度內已根據股份獎勵計劃購買802,000股股份。年內就收購股份所須支付的款項總額為463,399港元(2023年：2,537,000港元)。於2024年6月30日，11,429,863股股份乃由股份獎勵計劃之受託人為計劃合資格參與者之福利而持有。

The weighted average closing price immediately before the date on which the awarded Shares were vested was HK\$0.51 per Share.

緊接獎勵股份歸屬日前的加權平均收市價為每股0.51港元。

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The fair value of the awarded Shares was calculated based on the closing price of the Company's Share at the grant date. The fair value of awarded Shares granted during the year ended 30 June 2024 was approximately HK\$849,150.

The number of share awards available for grant under the Share Award Scheme as at 1 July 2023 and 30 June 2024 were 12,229,104 and 79,530,524 respectively.

Rule 17.07(3) of the Listing Rules was not applicable to the Share Award Scheme as the Company will not issue new Shares in connection with the awards granted under the Share Award Scheme.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "Share Option Schemes" and "Share Award Scheme" in this report, at no time during FY2024 was the Company or any of its subsidiaries or fellow subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no transactions, arrangements or contracts of significance subsisted in which a Director or an entity connected with a Director was materially interested, whether directly or indirectly, during or at the end of FY2024.

DIRECTORS' PERMITTED INDEMNITY PROVISION

Under the Articles, every Director and officer of the Company acting in relation to any of the affairs of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs and damages and expenses which they or any of them shall or may incur or sustain by or omitted in or about the execution of their duties in their respective office or otherwise in relation thereto.

The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Group.

獎勵股份的公允價值乃根據本公司股份於授出日期的收市價計算。於截至2024年6月30日止年度授出的獎勵股份的公允價值約為849,150港元。

於2023年7月1日及2024年6月30日根據股份獎勵計劃可供授出的股份獎勵數目分別為12,229,104股及79,530,524股。

上市規則第17.07(3)條不適用於股份獎勵計劃，原因是本公司不會就根據股份獎勵計劃授出的獎勵發行新股份。

董事收購股份或債券的權利

除於本報告「購股權計劃」及「股份獎勵計劃」兩節內所披露者外，於2024財政年度內任何時間，本公司或其任何附屬公司或同系附屬公司概無訂立令董事可藉收購本公司或任何其他法團股份或債券獲利的任何安排。

董事於重大交易、安排或合約的權益

除本年報所披露者外，於2024財政年度內或結束時，概無董事或與董事有關連的實體，於仍然存續的重大交易、安排或合約中直接或間接擁有重大權益。

董事的獲准許彌償條文

根據細則，凡就本公司任何事務而行事的董事及本公司高級人員可獲本公司資產及利潤作為彌償及擔保，使其或其任何一人不會因於或就履行其各自職責過程中或與此有關的其他原因而引致或遭受或忽略的任何訴訟、費用及損害及開支而蒙受損害。

本公司已就董事及本集團高級人員投購適當的董事及高級人員責任保險。

REPORT OF DIRECTORS

董事會報告

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

As at 30 June 2024, so far as was known to the Directors of the Company, the following persons/entities (other than the Directors or Chief Executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

主要股東於本公司股份及相關股份的權益及淡倉

於2024年6月30日，據本公司董事所知，以下人士／實體（董事或本公司最高行政人員除外）於本公司的股份或相關股份中擁有或被視為擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司及聯交所披露的權益或淡倉，或記錄於本公司須根據證券及期貨條例第336條存置的登記冊內的權益或淡倉：

Name of substantial shareholder	Long/short position	Capacity	Number of Shares/ underlying shares	Interests under equity derivatives	Notes	Approximate percentage of shareholding (Note 4)
主要股東名稱	好倉／淡倉	身份	股份／相關股份數目	股本衍生工具 項下之權益	附註	概約持股比例 (附註4) (%)
East Majestic Group Limited	Long position 好倉	Beneficial owner 實益擁有人	223,740,989	–	1	27.58
EM Team Limited	Long position 好倉	Beneficial owner 實益擁有人	49,480,000	–	1	6.10
Cheng Yu Tung Family (Holdings II) Limited	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	123,764,027	–	2	15.26
Cheng Yu Tung Family (Holdings) Limited	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	123,764,027	–	2	15.26
Chow Tai Fook Capital Limited	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	123,764,027	–	2	15.26
Chow Tai Fook (Holding) Limited 周大福(控股)有限公司	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	123,764,027	–	2	15.26
Chow Tai Fook Enterprises Limited 周大福企業有限公司	Long position 好倉	Interest held by its controlled corporation 權益由其受控法團持有	123,764,027	–	2	15.26
The GBA Healthcare Holdings Limited 大灣區醫療控股有限公司	Long position 好倉	Beneficial owner 實益擁有人	123,764,027	–	2	15.26
China Resources Company Limited 中國華潤有限公司	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	91,803,000	–	3	11.32
CR Medical 華潤醫療	Long position 好倉	Interest held by its controlled corporations 權益由其受控法團持有	91,803,000	–	3	11.32

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Notes:

1. Dr. Sun Yiu Kwong was deemed to be interested in the 223,740,989 Shares held by East Majestic Group Limited, being his controlled corporation, and was also deemed to be interested in the 49,480,000 Shares held by EM Team Limited, also being his controlled corporation. Dr. Sun's interests in Shares are disclosed in this annual report in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its associated Corporations".
2. The GBA Healthcare Holdings Limited was wholly-owned by CTFE, which was wholly-owned by Chow Tai Fook (Holding) Limited ("CTFH"). CTFH was held as to 81.03% by Chow Tai Fook Capital Limited ("CTFC"), which was in turn held as to 48.98% by Cheng Yu Tung Family (Holdings) Limited ("CYTF") and as to 46.65% by Cheng Yu Tung Family (Holdings II) Limited ("CYTFII"). By virtue of the SFO, CTFE, CTFH, CTFC, CYTF and CYTFII were deemed to be interested in the same parcel of Shares in which The GBA Healthcare Holdings Limited was interested.
3. Pinyu was the beneficial owner of the Shares. Pinyu was wholly owned by Unison Champ Premium Limited, which was wholly owned by CR Medical. CR Medical was held as to 35.76% by CRH (Medical) Limited. CRH (Medical) Limited was wholly owned by China Resources Healthcare Group Limited, which was wholly owned by CRH (Healthcare) Limited. CRH (Healthcare) Limited was wholly owned by China Resources (Holdings) Company Limited, which was wholly owned by CRC Bluesky Limited. CRC Bluesky Limited was wholly owned by China Resources Inc., which was wholly owned by China Resources Company Limited. Commotra Company Limited held 0.82% of CR Medical. Commotra Company Limited is wholly owned by China Resources (Holdings) Company Limited. By virtue of the SFO, Unison Champ Premium Limited, CR Medical, CRH (Medical) Limited, China Resources Healthcare Group Limited, CRH (Healthcare) Limited, China Resources Inc., China Resources (Holdings) Company Limited, CRC Bluesky Limited and China Resources Company Limited were deemed to be interested in the same parcel of Shares in which Pinyu was interested.
4. These percentages are calculated on the basis of 810,955,244 issued shares as at 30 June 2024.

附註：

1. 孫耀江醫生被視為於其受控法團East Majestic Group Limited持有的223,740,989股股份中擁有權益，亦被視為於同樣為其受控法團EM Team Limited持有的49,480,000股股份中擁有權益。孫醫生於股份的權益於本年報「董事及最高行政人員於本公司或其相聯法團的股份、相關股份及債券的權益及淡倉」一節披露。
2. 大灣區醫療控股有限公司由周大福企業全資擁有，而周大福企業由周大福(控股)有限公司(「周大福控股」)全資擁有。周大福控股由Chow Tai Fook Capital Limited(「CTFC」)持有81.03%的股權，而CTFC分別由Cheng Yu Tung Family (Holdings) Limited(「CYTF」)及Cheng Yu Tung Family (Holdings II) Limited(「CYTFII」)持有48.98%及46.65%的股權。根據證券及期貨條例，周大福企業、周大福控股、CTFC、CYTF及CYTFII被視為於大灣區醫療控股有限公司擁有權益的同一批股份中擁有權益。
3. 品裕為股份之實益擁有人。品裕由Unison Champ Premium Limited全資擁有，而Unison Champ Premium Limited由華潤醫療全資擁有。華潤醫療由華潤集團(醫療)有限公司擁有35.76%。華潤集團(醫療)有限公司由華潤健康集團有限公司全資擁有，而華潤健康集團有限公司由華潤集團(健康)有限公司全資擁有。華潤集團(健康)有限公司由華潤(集團)有限公司全資擁有，而華潤(集團)有限公司由CRC Bluesky Limited全資擁有。CRC Bluesky Limited由華潤股份有限公司全資擁有，而華潤股份有限公司由中國華潤有限公司全資擁有。合貿有限公司持有CR Medical Commotra Company Limited的0.82%而CR Medical Commotra Company Limited由華潤(集團)有限公司全資擁有。根據證券及期貨條例，Unison Champ Premium Limited、華潤醫療、華潤集團(醫療)有限公司、華潤健康集團有限公司、華潤集團(健康)有限公司、華潤股份有限公司、華潤(集團)有限公司、CRC Bluesky Limited及中國華潤有限公司被視為於品裕擁有權益的同一批股份中擁有權益。
4. 此等百分比乃按於2024年6月30日之810,955,244股已發行股份為基準計算。

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Other than as disclosed above, as at 30 June 2024, the Directors have not been notified by any person (other than the Directors or Chief Executive of the Company) who had interests or short positions in the Shares or underlying shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

CONNECTED TRANSACTIONS

Save for the transactions mentioned below, none of such related party transactions constituted a non-exempt connected transaction or a continuing connected transaction of the Company pursuant to Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules as and where applicable and relevant.

除上文所披露者外，截至2024年6月30日，董事並無獲任何人士（董事或本公司最高行政人員除外）通知其於本公司股份或相關股份中擁有根據證券及期貨條例第336條須存置的登記冊所記錄的權益或淡倉。

關連交易

除下文所述交易外，概無關聯方交易構成本公司根據上市規則第十四A章的非豁免關連交易或持續關連交易。本公司已於適當時候及按相關情況遵守上市規則第十四A章的披露規定。

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Non-exempt Continuing Connected Transactions

The Company has entered into certain non-exempt continuing connected transactions, the annual caps and the actual transaction amounts of which for FY2024 are set out as follows:

非豁免持續關連交易

本公司已訂立若干非豁免持續關連交易，其於2024財政年度的年度上限及實際交易金額載列如下：

Continuing Connected Transactions	Connected Persons	Annual cap for the year ended 30 June 2024 (HK\$'000) 截至2024年6月30日止年度的年度上限 (千港元)	Actual transaction amount for the year ended 30 June 2024 (HK\$'000) 截至2024年6月30日止年度的實際交易金額 (千港元)
持續關連交易	關連人士		
A. Consultancy Renewal Agreement with Dr. Lee Pak Cheung, Patrick 與李柏祥醫生的顧問重續協議	Dr. Lee Pak Cheung, Patrick 李柏祥醫生	8,200	4,182
B. Medical Services Framework Renewal Agreement 醫療服務框架重續協議	CTFE 周大福企業	31,000	20,331
C. Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael 與孫文堅醫生的顧問重續協議	Dr. Sun Man Kin, Michael 孫文堅醫生	8,300	993

The above non-exempt continuing connected transactions are subject to reporting and announcement requirement but exempt from the independent shareholders' approval requirements. For further details, please refer to the announcements of the Company dated 23 September 2021 and 27 September 2021.

上述非豁免持續關連交易須遵守申報及公告規定但獲豁免遵守獨立股東批准規定。進一步詳情請參閱本公司日期為2021年9月23日及2021年9月27日之公告。

Continuing Connected Transactions	Connected Person	Annual cap for the year ended 30 June 2024 (HK\$'000) 截至2024年6月30日止年度的年度上限 (千港元)	Actual transaction amount for the year ended 30 June 2024 (HK\$'000) 截至2024年6月30日止年度的實際交易金額 (千港元)
持續關連交易	關連人士		
D. Medical Services Agreement 醫療服務協議	Chow Tai Fook Life Insurance Company Limited 周大福人壽保險有限公司	60,000	36,358

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The above non-exempt continuing connected transaction is subject to reporting, annual review, announcement and independent Shareholders' approval requirements. For further details, please refer to the announcements of the Company dated 1 October 2022, 7 October 2022 and 16 March 2023 and circulars of the Company dated 24 April 2023.

A. Consultancy Renewal Agreement with Dr. Lee Pak Cheung, Patrick

On 23 September 2021, the Company entered into the Consultancy Renewal Agreement with Dr. Lee Pak Cheung, Patrick for a term up to 30 June 2024. Details of the Consultancy Renewal Agreement with Dr. Lee Pak Cheung, Patrick are set out below:

- Dr. Lee Pak Cheung, Patrick shall provide Dental Services to the Group;
- the annual fees charged by Dr. Lee Pak Cheung, Patrick to the Group shall be negotiated on an arm's length basis, and shall be on normal commercial terms which, from the Group's perspective, are expected to be no less favourable than those which the relevant members of the Group could obtain from independent consultants of similar expertise, experience and reputation for similar role, scope of services and responsibilities; and
- the Consultancy Renewal Agreement with Dr. Lee Pak Cheung, Patrick shall commence from the 1 July 2021 until 30 June 2024 and may be renewed by mutual consent of the parties.

上述非豁免持續關連交易須遵守申報、年度審核、公告及獨立股東批准規定。進一步詳情請參閱本公司日期為2022年10月1日、2022年10月7日及2023年3月16日之公告以及本公司日期為2023年4月24日之通函。

A. 與李柏祥醫生的顧問重續協議

於2021年9月23日，本公司與李柏祥醫生訂立為期至2024年6月30日的顧問重續協議。與李柏祥醫生的顧問重續協議的詳情載列如下：

- 李柏祥醫生須向本集團提供牙科服務；
- 李柏祥醫生向本集團收取的年度費用須經公平磋商後釐定，且須按一般商業條款訂立，並就本集團而言，預計不遜於本集團的相關成員公司就類似職位、範圍服務及職責從具備類似專業知識、經驗及聲譽的獨立顧問可獲得者；及
- 與李柏祥醫生的顧問重續協議自2021年7月1日起 至2024年6月30日止，可經雙方同意後續期。

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The Company has made reference to historical aggregate fees paid by the Group for medical services provided by Dr. Lee Pak Cheung, Patrick of similar scope of services to ensure that the consultancy fees payable are fair and reasonable to the Company.

Dr. Lee Pak Cheung, Patrick is an executive Director, and accordingly, a connected person of the Company under Chapter 14A of the Listing Rules. The transactions contemplated under the Consultancy Renewal Agreement with Dr. Lee Pak Cheung, Patrick constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The annual cap for the consultancy fees paid by the Company to Dr. Lee Pak Cheung, Patrick for FY2024 was HK\$8,200,000 and the actual amount paid or payable to Dr. Lee Pak Cheung, Patrick was HK\$4,182,000.

The Company intended to continue engaging Dr. Lee Pak Cheung, Patrick as a consultant after the expiry of the Consultancy Renewal Agreement with Dr. Lee Pak Cheung, Patrick. On 26 June 2024, the Company entered into the 2024 Consultancy Renewal Agreement with Dr. Lee Pak Cheung, Patrick for a term of three years from 1 July 2024 to 30 June 2027.

B. Medical Services Framework Renewal Agreement

On 23 September 2021, the Company entered into the Medical Services Framework Renewal Agreement for a term up to 30 June 2024. Details of the Medical Services Framework Renewal Agreement are set out below:

- the Group shall provide Medical, Dental and Auxiliary Services to the employees of CTFE and its associates;

本公司已參考本集團就李柏祥醫生提供類似服務範圍的醫療服務支付的過往費用總額，以確保應付顧問費用對本公司屬公平合理。

李柏祥醫生為執行董事，因此，根據上市規則第十四A章為本公司關連人士。根據上市規則第十四A章，與李柏祥醫生的顧問重續協議項下擬進行的交易構成本公司的持續關連交易。

於2024財政年度，本公司已付李柏祥醫生顧問費用的年度上限為8,200,000港元，而已付或應付李柏祥醫生的實際金額為4,182,000港元。

本公司擬於李柏祥醫生的顧問重續協議屆滿後繼續委聘李柏祥醫生為顧問。於2024年6月26日，本公司與李柏祥醫生訂立2024年顧問重續協議，期限自2024年7月1日起至2027年6月30日止為期三年。

B. 醫療服務框架重續協議

於2021年9月23日，本公司訂立為期至2024年6月30日的醫療服務框架重續協議。醫療服務框架重續協議的詳情載列如下：

- 本集團應向周大福企業及其聯繫人的僱員提供醫療、牙科及輔助服務；

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- the relevant members of the Group shall enter into individual agreements which prescribe specific terms and conditions, including scope of medical services, service amount, payment method and other terms;
 - the terms of, and the service amounts payable under, each individual agreement will be negotiated on a case-by-case and on an arm's length basis, and shall be on normal commercial terms which, from the Group's perspective, are no less favourable than those which the relevant members of the Group could offer to independent third parties, with a comparable scope of services; and
 - the Medical Services Framework Renewal Agreement shall commence from 1 July 2021 to 30 June 2024 (both days inclusive) and may be renewed by mutual consent of the parties.
- 本集團的相關成員公司應訂立個別協議，訂明具體條款及條件，包括醫療服務的範圍、服務金額、付款方式及其他條款；
 - 各個別協議的條款及其項下的應付服務金額將按個別情況經公平磋商後釐定，且應按一般商業條款訂立，並就本集團而言，不遜於本集團的相關成員公司就可資比較的服務範圍可向獨立第三方所提供者；及
 - 醫療服務框架重續協議自2021年7月1日起至2024年6月30日止（包括首尾兩日），可經雙方同意後續期。

The management has made reference to the prevailing price of medical services offered by the Group to other customers and the historical service fees the Company received for medical services with a similar scope to ensure that the service amounts payable during the service period are fair and reasonable to the Company.

CTFE is a substantial shareholder of the Company and, accordingly, a connected person of the Company under Chapter 14A of the Listing Rules. The transactions contemplated under the Medical Services Framework Renewal Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The annual cap for the aggregate fees to be received by the Company from CTFE for FY2024 was HK\$31,000,000 and the actual amount received or receivable by the Company was HK\$20,331,000.

The Group intended to continue providing medical, dental and auxiliary services to the employees of CTFE and its associates after the expiry of the Medical Services Framework Renewal Agreement. On 26 June 2024, the Company entered into the 2024 Medical Services Framework Renewal Agreement for a term of three years from 1 July 2024 to 30 June 2027.

管理層已參考本集團向其他客戶提供的醫療服務之現行價格及本公司就類似範圍醫療服務收取的過往服務費，以確保於服務期間應付的服務金額對本公司屬公平合理。

周大福企業為本公司主要股東，因此，根據上市規則第十四A章為本公司關連人士。根據上市規則第十四A章，醫療服務框架重續協議項下擬進行的交易構成本公司的持續關連交易。

於2024財政年度，本公司將向周大福企業收取費用總額的年度上限為31,000,000港元，而本公司已收或應收的實際金額為20,331,000港元。

本集團擬於醫療服務框架重續協議屆滿後繼續向周大福企業及其聯繫人的僱員提供醫療、牙科及輔助服務。於2024年6月26日，本公司訂立2024年醫療服務框架重續協議，期限自2024年7月1日起至2027年6月30日止為期三年。

C. Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael

On 23 September 2021, the Company entered into the Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael for a term up to 30 June 2024. Details of the Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael are set out below:

- Dr. Sun Man Kin, Michael shall provide radiologist services to the Group;
- the consultancy fees payable under the Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael, shall be determined by the parties through arm's length negotiation and on normal commercial terms and based on the scope of services rendered by Dr. Sun Man Kin, Michael and with reference to the fees charged by independent consultants of similar expertise, experience and reputation with similar role, scope of services and responsibilities under similar circumstances to ensure that the terms are no less favourable to the Group than terms available by independent consultants; and
- the Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael shall commence from 1 July 2021 until 30 June 2024 and may be renewed by mutual consent of the parties.

Dr. Sun Man Kin, Michael is an executive Director and is therefore a connected person of the Company pursuant to Rule 14A.07(1) of the Listing Rules. Therefore, the transactions contemplated under the Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The annual cap for the consultancy fees paid by the Company to Dr. Sun Man Kin, Michael for FY2024 was HK\$8,300,000 and the actual amount paid or payable to Dr. Sun Man Kin, Michael was HK\$993,000.

The Company intended to continue engaging Dr. Sun Man Kin, Michael as a consultant after the expiry of the Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael. On 26 June 2024, the Company entered into the 2024 Consultancy Renewal Agreement with Dr. Sun Man Kin, Michael for a term of three years from 1 July 2024 up to 30 June 2027.

C. 與孫文堅醫生的顧問重續協議

於2021年9月23日，本公司與孫文堅醫生訂立顧問重續協議，期限直至2024年6月30日止。與孫文堅醫生的顧問重續協議的詳情載列如下：

- 孫文堅醫生須向本集團提供放射科醫生服務；
- 根據與孫文堅醫生的顧問重續協議應付的顧問費用應經各方公平磋商後按一般商業條款及基於孫文堅醫生所提供的服務範圍以及參考在類似情況下具備類似專業知識、經驗及聲譽的獨立顧問就類似角色、服務範圍及職責所收取的費用釐定，以確保就本集團而言，有關條款不遜於可從獨立顧問獲得的條款；及
- 與孫文堅醫生的顧問重續協議自2021年7月1日起至2024年6月30日止，可經雙方同意後續期。

孫文堅醫生為執行董事，因此，根據上市規則第14A.07(1)條，其為本公司的關連人士。因此，與孫文堅醫生的顧問重續協議項下擬進行的交易根據上市規則第14A章構成本公司的持續關連交易。

於2024財政年度，本公司已付孫文堅醫生顧問費用的年度上限為8,300,000港元，而已付或應付孫文堅醫生的實際金額為993,000港元。

本公司擬於孫文堅醫生的顧問重續協議屆滿後繼續委聘孫文堅醫生為顧問。於2024年6月26日，本公司與孫文堅醫生訂立2024年顧問重續協議，期限自2024年7月1日起至2027年6月30日止為期三年。

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D. Medical Services Agreement

On 1 October 2022, UMP Professional Management Limited (“UMP Professional”), an indirect wholly-owned subsidiary of the Company, entered into a Medical Services Agreement with Chow Tai Fook Life Insurance Company Limited (Formerly known as: FTLife Insurance Company Limited) (“CTFLife”) in respect of provision and administration of the Medical Services by UMP Professional (or procure its applicable affiliates) to the insured and/or policyholders of CTFLife (“CTFLife Members”) and/or respective family members of policyholders of FTLife including spouse and children (“Family Members”).

UMP Professional agreed (or procure its applicable affiliates) to provide and administer medical services to CTFLife Members and/or Family Members, including (a) various administrative services including, among others, 24/7 hotline services, third-party administrative services and other ancillary digital support for CTFLife Members and/or Family Members (“Administrative Services”); and (b) medical services including, among others, day procedures, diagnostic imaging services, in-patient surgical procedures, medical advice and other relevant services (“Clinical Services”) (collectively, the “Medical Services”).

CTFLife is an indirect wholly-owned subsidiary of NWS Holdings Limited which in turn is a subsidiary of New World Development Company Limited (“NWD”) and CTFE (a substantial shareholder of the Company) is a controlling shareholder of NWD. Hence, CTFLife is a connected person of the Company and the transactions contemplated under the Medical Services Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

D. 醫療服務協議

於2022年10月1日，本公司間接全資附屬公司聯合醫務專業管理有限公司（「聯合醫務專業」）與周大福人壽保險有限公司（前稱富通保險有限公司）（「周大福人壽」）訂立醫療服務協議，內容有關由聯合醫務專業（或促使其適用之聯屬公司）向周大福人壽之受保人及／或保單持有人（「周大福人壽成員」）及／或周大福人壽保單持有人各自之家庭成員（包括配偶及子女）（「家庭成員」）提供及管理醫療服務。

聯合醫務專業同意（或促使其適用之聯屬公司）向周大福人壽成員及／或家庭成員提供及管理醫療服務，包括(a)對象為周大福人壽成員及／或家庭成員的不同行政管理服務，包括（除其他服務外）24/7全天候熱線服務、第三方行政管理服務及其他配套數碼支援（「行政管理服務」）；及(b)醫療服務，包括（除其他服務外）日間手術、診斷影像服務、住院手術、醫療建議及其他相關服務（「臨床服務」）（統稱「醫療服務」）。

周大福人壽為新創建集團有限公司之間接全資附屬公司，而新創建集團有限公司為新世界發展有限公司（「新世界發展」）之附屬公司及周大福企業（本公司之主要股東）為新世界發展之控股股東。因此，周大福人壽為本公司之關連人士，而根據上市規則第十四A章，醫療服務協議項下擬進行之交易構成本公司之持續關連交易。

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The term of the Medical Services Agreement shall be for three (3) years commencing from the 1 October 2022, unless terminated in accordance with the terms of the Medical Services Agreement.

The actual demand for the Medical Services under the Medical Services Agreement has exceeded the original expectations which has resulted in a corresponding increase in the total amount of service fees payable by CTFLife to UMP Professional under such agreement. As such, the aggregate amount of service fees payable by CTFLife to UMP Professional under the Medical Services Agreement are expected to be higher than the level envisaged at the time when the parties entered into the Medical Services Agreement. On 11 May 2023, an extraordinary general meeting approved the annual caps (revised) and the transactions contemplated thereunder.

The annual cap for FY2024 received by UMP Professional from CTFLife was HK\$60,000,000 and the actual amount received or receivable by UMP Professional was HK\$36,358,000.

The Company's independent non-executive Directors have reviewed the above non-exempt continuing connected transactions for the year ended 30 June 2024 and confirmed that:

- (a) the transactions have been entered into by the Group in the ordinary and usual course of its business;
- (b) the transactions have been entered into either (i) on normal commercial terms or (ii) (where there are not sufficient comparable transactions to judge whether they are on normal commercial terms) on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (c) the transactions have been entered into in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

除非根據醫療服務協議之條款終止，否則醫療服務協議之期限為自2022年10月1日起三(3)年。

對醫療服務協議項下醫療服務之實際需求已超出原先預期，導致周大福人壽根據該協議應付聯合醫務專業之服務費總額相應增加。因此，預期周大福人壽根據醫療服務協議應付聯合醫務專業之服務費總額將高於雙方訂立醫療服務協議時所預計之水平。於2023年5月11日，在股東特別大會上批准了年度上限（經修訂）及據此擬進行之交易。

聯合醫務專業向周大福人壽收取之2024財政年度的年度上限為60,000,000港元，而聯合醫務專業已收或應收的實際金額為36,358,000港元。

本公司獨立非執行董事已審核上述截至2024年6月30日止年度的非豁免持續關連交易，並確認：

- (a) 該等交易乃由本集團於日常及一般業務過程中訂立；
- (b) 該等交易乃按(i)一般商業條款或(ii)倘沒有足夠的可比較交易判斷該等交易是否按一般商業條款訂立)就本集團而言不遜於向獨立第三方提供或取得(按適用)的條款訂立；及
- (c) 該等交易乃根據相關規管協議訂立，條款屬公平合理並符合股東的整體利益。

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KPMG, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 Assurance Engagements Other Than Audits or Reviews of Historical Financial Information and with reference to Practice Note 740 (Revised) Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules issued by the Hong Kong Institute of Certified Public Accountants. KPMG have issued their unqualified letter containing their 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 Company's auditors have reported to the Directors that (i) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Board; (ii) for transactions including the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group; (iii) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and (iv) with respect to the aggregate amount of each of the above continuing connected transactions, nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company.

MANAGEMENT CONTRACTS

The Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Group during FY2024.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Schemes and Share Award Scheme as disclosed on pages 133 to 145 of this annual report, no equity-linked agreements were entered into by the Company, or existed during FY2024.

本公司核數師畢馬威會計師事務所受委聘就本集團之持續關連交易，按照香港會計師公會所頒佈的香港核證工作準則3000「歷史財務信息審計或審閱以外的鑒證業務」，以及參照《實務說明》第740號（經修訂）「關於香港《上市規則》所述持續關連交易的核數師函件」進行報告。畢馬威會計師事務所已按上市規則第14A.56條發出無保留信函，包含其對有關本集團於上文披露的持續關連交易作出之調查及結論。

本公司核數師已向董事報告，(i)彼等並不知悉有任何事宜，導致彼等相信董事會未有批准已披露之持續關連交易；(ii)就包括本集團提供產品或服務之交易而言，彼等並不知悉有任何事宜，導致彼等相信該等交易在各重要方面並非按照本集團之定價政策進行；(iii)彼等並不知悉有任何事宜，導致彼等相信該等已披露之持續關連交易在各重要方面並非按照規管該等交易之相關協議進行；及(iv)就上述持續關連交易各自總額而言，彼等並不知悉有任何事宜，導致彼等相信已披露之持續關連交易已超出本公司設定之年度上限。

管理合約

於2024財政年度，本公司並無與任何個人、公司或法人團體訂立任何合約以管理或管治本集團全部或大部分業務。

股權掛鈎協議

除本年報第133至145頁所披露的購股權計劃及股份獎勵計劃外，於2024財政年度內，本公司並無訂立亦不存在任何股權掛鈎協議。

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PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF THE PUBLIC FLOAT

Based on the information publicly available to the Company, and to the best knowledge, information and belief of the Directors, the Directors confirm that the Company had maintained a sufficient public float as required under the Listing Rules during FY2024.

AUDITOR

KPMG has been appointed as the auditor of the Company with effect from 28 December 2020 subsequent to the resignation of Ernst & Young. For further details regarding the change of auditor, please refer to the Company's announcement dated 28 December 2020. The consolidated financial statements of the Company for the year ended 30 June 2024 have been audited by KPMG.

KPMG retire and a resolution for their reappointment as auditor of the Company will be proposed at the forthcoming 2024 AGM.

On behalf of the Board

Dr. Sun Yiu Kwong

Chairman

Hong Kong, 25 September 2024

優先購買權

公司細則或開曼群島(即本公司註冊成立地點)相關法例均無規定本公司須按比例向現有股東提呈新股份的優先購買權條文。

足夠公眾持股量

就本公司所得之公開資料，並根據董事所深知，所悉及所信，董事確認於2024財政年度本公司已維持上市規則所規定之充足公眾持股量。

核數師

畢馬威會計師事務所自2020年12月28日起於安永會計師事務所辭任後獲委任為本公司之核數師。有關更換核數師之進一步詳情，請參閱本公司日期為2020年12月28日之公告。本公司截至2024年6月30日止年度之綜合財務報表乃經畢馬威會計師事務所審核。

畢馬威會計師事務所退任，本公司將於應屆2024年股東週年大會上提呈一項有關重新委聘其作為本公司核數師的決議案。

代表董事會

孫耀江醫生

主席

香港，2024年9月25日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the shareholders of UMP Healthcare Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of UMP Healthcare Holdings Limited (“the Company”) and its subsidiaries (“the Group”) set out on pages 166 to 300, which comprise the consolidated statement of financial position as at 30 June 2024, 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, comprising material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2024 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKASs”) issued by the 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”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致聯合醫務集團有限公司列位股東
(於開曼群島註冊成立之有限公司)

意見

我們已審計列載於第166至300頁的聯合醫務集團有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2024年6月30日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重大會計政策資料及其他解釋資料。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了 貴集團於2024年6月30日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於 貴集團，並已履行這些要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 this matter.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的。我們不對這事項提供單獨的意見。

Assessing potential impairment of goodwill and indefinite-lived intangible assets

Refer to note 18 to the consolidated financial statements and the accounting policy note 2.4.

評估商譽及無限年期的無形資產之潛在減值

請參閱綜合財務報表附註18及會計政策附註2.4。

The Key Audit Matter

關鍵審計事項

As at 30 June 2024, the Group has goodwill of HK\$164 million and indefinite-lived intangible assets of HK\$38 million, representing 22.1% and 5.1% of the Group's net assets, respectively.

於2024年6月30日，貴集團擁有商譽164百萬港元及無限年期的無形資產38百萬港元，分別相當於貴集團資產淨值的22.1%及5.1%。

Management performs impairment assessments of the goodwill and indefinite-lived intangible assets which arose from business combinations annually, or more frequently if events or changes in circumstances indicate that it might be impaired.

管理層每年對業務合併所產生之商譽及無限年期的無形資產進行減值評估，或有事件或情況變化顯示其可能出現減值時更頻密地進行減值評估。

In performing such impairment assessments, management compares the carrying value of each of the separately identifiable cash-generating units ("CGUs") to which goodwill and indefinite-lived intangible assets have been allocated with their respective recoverable amounts based on the greater of their fair value less costs of disposal and value in use as determined by discounted cash flow forecasts to determine if any impairment loss should be recognised.

於進行該等減值評估時，為釐定應否確認任何減值虧損，管理層將各項獲分配商譽及無限年期的無形資產之獨立可識別現金產生單位（「現金產生單位」）的賬面值與其各自可收回金額進行比較，可收回金額乃根據公允價值減出售成本及使用價值之較高者按貼現現金流量預測釐定。

How the matter was addressed in our audit

我們的審計如何處理關鍵審計事項

Our audit procedures to assess potential impairment of goodwill and indefinite-lived intangible assets included the following:

我們在評估商譽及無限年期的無形資產之潛在減值時採用的審計程序如下：

- assessing the management's identification of CGUs and the allocation of assets to each CGU;
評估管理層對現金產生單位的識別方式，以及向各現金產生單位分配的資產；
- with the assistance of our valuation specialists, assess the methodology adopted by management in its impairment assessments of goodwill and indefinite-lived intangible assets with reference to the requirements of the prevailing accounting standards;
在我們估值專家的協助下，經參考現行會計準則的要求後，評核管理層在評估商譽及無限年期的無形資產之減值時所採用的方法；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

<p>Assessing potential impairment of goodwill and indefinite-lived intangible assets Refer to note 18 to the consolidated financial statements and the accounting policy note 2.4. 評估商譽及無限年期的無形資產之潛在減值 請參閱綜合財務報表附註18及會計政策附註2.4。</p>	
<p>The Key Audit Matter 關鍵審計事項</p>	<p>How the matter was addressed in our audit 我們的審計如何處理關鍵審計事項</p>
<p>The preparation of discounted cash flow forecasts for the purpose of assessing potential impairment of goodwill and indefinite-lived intangible assets involves estimating future cash flows generated from business and certain assumptions, including revenue growth rates, professional services expenses rates and discount rates, which can be inherently uncertain.</p> <p>為評估商譽及無限年期的無形資產之潛在減值而編備貼現現金流量預測時，會涉及估計業務所得的未來現金流量以及若干本身存有不確定因素的假設（包括收入增長率、專業服務費率及貼現率）。</p> <p>We identified the assessment of potential impairment of goodwill and indefinite-lived intangible assets as a key audit matter because the year-end impairment assessments performed by management contain certain judgemental assumptions which could be subject to management bias.</p> <p>我們將對商譽及無限年期的無形資產之潛在減值評估列為關鍵審計事項，此乃由於管理層於年結評估減值時會納入若干判斷假設，其可能會受管理層之偏見所影響。</p>	<ul style="list-style-type: none"> evaluating the key assumptions, including revenue growth rates and professional services expenses rates, adopted in the preparation of the cash flow forecasts for the purpose of the impairment assessments of goodwill and indefinite-lived intangible assets, with reference to our understanding of the business, historical trends, available industry information and available market data; 參考我們對業務、歷史趨勢、所取得行業資訊及市場數據的了解後，評核為評估商譽及無限年期的無形資產之減值而編備現金流量預測所採用的主要假設（包括收入增長率及專業服務費率）； with the assistance of our valuation specialist, assessing whether the discount rates applied in the discounted cash flow forecasts prepared for the purpose of assessing potential impairment of goodwill and indefinite-lived intangible assets were within a reasonable range by comparing with companies operating in the same industry; 在我們估值專家的協助下，透過與同業公司進行比較，評核就評估商譽及無限年期的無形資產之潛在減值而編備貼現現金流量預測所採用的貼現率是否屬合理範圍內；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項 (續)

Assessing potential impairment of goodwill and indefinite-lived intangible assets

Refer to note 18 to the consolidated financial statements and the accounting policy note 2.4.

評估商譽及無限年期的無形資產之潛在減值

請參閱綜合財務報表附註18及會計政策附註2.4。

The Key Audit Matter 關鍵審計事項

How the matter was addressed in our audit 我們的審計如何處理關鍵審計事項

- comparing the cashflow forecasts prepared at the end of last year for the purpose of impairment assessments with the actual performance of the businesses for the current year to assess how accurate the cash flow forecasts were, making enquiries of management as to the reasons for any significant variations identified and considering if there was any indication of management bias; and

將去年就減值評估而編備的現金流量預測與本年度業務的實際表現進行比較，以評核現金流量預測的準確程度，並向管理層查詢所發現任何重大變動的原因，以及考慮否存在任何管理層偏見的跡象；及
- performing sensitivity analyses on the key assumptions, including revenue growth rate, professional services expenses rate and the discount rates, adopted in the discounted cash flow forecasts on the conclusions reached in the impairment assessments and assessing whether there were any indicators of management bias in the selection of these assumptions.

根據減值評估得出的結論，對貼現現金流量預測採用的主要假設（包括收入增長率、專業服務費率及貼現率）進行敏感度分析，並評估在挑選該等假設時是否存在任何管理層偏見的跡象。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

綜合財務報表以及其核數師報告以外的信息

董事須對其他信息負責。其他信息包括刊載於年度報告內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行職責，監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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. This 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 HKSA's 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 HKSA's, 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.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅對全體成員作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，並保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，已採取的行動以消除威脅及已應用的防範措施。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 Chui Kin Pong.

核數師就審計綜合財務報表承擔 的責任 (續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是徐建邦。

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong
25 September 2024

畢馬威會計師事務所

執業會計師

香港中環
遮打道十號
太子大廈八樓
2024年9月25日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 30 June 2024
截至2024年6月30日止年度

		Notes	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
		附註		
REVENUE	收入	5	748,489	727,167
Other income and gains	其他收入及收益	6	35,895	19,550
Professional services expenses	專業服務費用		(270,917)	(255,396)
Employee benefit expense	僱員福利開支		(197,045)	(179,817)
Property rental and related expenses	物業租金及相關開支		(16,623)	(14,047)
Cost of inventories consumed	已耗存貨成本		(56,238)	(45,247)
Depreciation and amortisation	折舊及攤銷		(113,786)	(103,885)
Other expenses	其他開支		(81,579)	(74,005)
Finance cost	融資成本	8	(6,944)	(5,675)
Share of (losses)/profits of:	分佔(虧損)/利潤：			
Joint ventures	合資公司		(860)	(636)
Associates	聯營公司		232	(3,644)
PROFIT BEFORE TAX	除稅前利潤	7	40,624	64,365
Income tax expense	所得稅費用	11	(5,407)	(8,630)
PROFIT FOR THE YEAR	年內利潤		35,217	55,735
Attributable to:	以下各方應佔：			
Owners of the Company	本公司擁有人		40,643	60,452
Non-controlling interests	非控股權益		(5,426)	(4,717)
			35,217	55,735
EARNINGS PER SHARE	本公司普通權益持有人			
ATTRIBUTABLE TO ORDINARY	應佔每股盈利			
EQUITY HOLDERS OF THE				
COMPANY		13		
Basic	基本		HK5.08 cents 港仙	HK7.65 cents港仙
Diluted	攤薄		HK5.08 cents 港仙	HK7.65 cents港仙

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

For the year ended 30 June 2024
截至2024年6月30日止年度

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
PROFIT FOR THE YEAR	年內利潤	35,217	55,735
OTHER COMPREHENSIVE (LOSS)/INCOME	其他全面(虧損)/收入		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益的其他全面虧損：		
Exchange differences on translation of operations outside Hong Kong	折算香港以外業務的匯兌差額	(2,367)	(1,437)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	於其後期間可能重新分類至損益的其他全面虧損淨額	(2,367)	(1,437)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	於其後期間不會重新分類至損益的其他全面收入：		
Changes in fair value of equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收入之股本投資的公允價值變動	(18,846)	5,905
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR, NET OF TAX	年內其他全面(虧損)/收入，扣除稅項	(21,213)	4,468
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收入總額	14,004	60,203
Attributable to:	以下各方應佔：		
Owners of the Company	本公司擁有人	19,430	64,920
Non-controlling interests	非控股權益	(5,426)	(4,717)
		14,004	60,203

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 30 June 2024
於2024年6月30日

			2024	2023
		Notes	2024年	2023年
		附註	HK\$'000	HK\$'000
			千港元	千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	212,881	205,543
Right-of-use assets	使用權資產	15(a)	107,192	107,932
Goodwill	商譽	16	164,157	164,768
Other intangible assets	其他無形資產	17	37,892	48,200
Investments in joint ventures	於合資公司的投資	19	7,162	8,022
Investments in associates	於聯營公司的投資	20	2,996	16,719
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資	22	30,453	36,844
Finance lease receivables	應收融資租賃	15(e)	1,876	3,904
Deferred tax assets	遞延稅項資產	33	25,507	9,168
Deposits and other receivables	保證金及其他應收款項	25	27,221	24,630
Total non-current assets	非流動資產總額		617,337	625,730
CURRENT ASSETS	流動資產			
Inventories	存貨	23	14,769	12,372
Trade receivables	貿易應收款項	24	131,025	121,095
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	25	41,525	32,814
Finance lease receivables	應收融資租賃	15(e)	2,028	1,954
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	26	41,134	29,447
Financial assets at amortised cost	按攤銷成本計量的金融資產	21	-	-
Amounts due from associates	應收聯營公司款項	27	1,103	3,391
Amounts due from joint ventures	應收合資公司款項	27	25	50
Amounts due from related companies	應收關聯公司款項	28	1,335	1,335
Tax recoverable	可收回稅項		-	2,571
Cash, bank balances and deposits	現金、銀行結餘及存款	29	256,139	290,495
Total current assets	流動資產總額		489,083	495,524

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 30 June 2024
於2024年6月30日

			2024	2023
		Notes	2024年	2023年
		附註	HK\$'000	HK\$'000
			千港元	千港元
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	30	75,782	64,061
Other payables and accruals	其他應付款項及應計費用	31	63,255	71,941
Loans from non-controlling shareholders of subsidiaries	來自附屬公司非控股股東的貸款	32	51,874	48,800
Amounts due to associates	應付聯營公司款項	27	293	1,131
Amounts due to related companies	應付關聯公司款項	28	1,762	2,122
Provision	撥備	34	6,124	5,593
Lease liabilities	租賃負債	15(b)	53,462	58,483
Tax payable	應付稅項		17,812	18,980
Total current liabilities	流動負債總額		270,364	271,111
NET CURRENT ASSETS	流動資產淨額		218,719	224,413
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		836,056	850,143
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債	15(b)	67,233	64,932
Deferred tax liabilities	遞延稅項負債	33	17,245	9,183
Provision	撥備	34	7,303	6,309
Total non-current liabilities	非流動負債總額		91,781	80,424
NET ASSETS	資產淨額		744,275	769,719
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	35	811	811
Reserves	儲備	38	725,131	739,736
			725,942	740,547
Non-controlling interests	非控股權益		18,333	29,172
TOTAL EQUITY	權益總額		744,275	769,719

Sun Yiu Kwong

孫耀江
Director
董事

Kwok Cheuk Kwan, Jacquen

郭卓君
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 30 June 2024
截至2024年6月30日止年度

		Attributable to owners of the Company 本公司擁有人應佔																
		Shares held under the share award scheme 股份獎勵計劃					Share-based payment reserve 以股份為基礎的付款儲備			Fair value reserve 公允價值儲備		Exchange fluctuation reserve 匯兌波動儲備		Retained profits 留存利潤		Non-controlling interests 非控股權益		Total equity 權益總額
Notes	附註	已發行股本 HK\$'000 (千港元) (note 35) (附註35)	股份溢價賬 HK\$'000 (千港元) (note 38) (附註38)	出資儲備 HK\$'000 (千港元) (note 37) (附註37)	項下預留的股份 HK\$'000 (千港元) (note 38) (附註38)	以股份為基礎的付款儲備 HK\$'000 (千港元) (note 38) (附註38)	公允價值儲備 HK\$'000 (千港元) (note 38) (附註38)	法定儲備 HK\$'000 (千港元) (note 38) (附註38)	匯兌波動儲備 HK\$'000 (千港元) (note 38) (附註38)	留存利潤 HK\$'000 (千港元)	合計 HK\$'000 (千港元)	非控股權益 HK\$'000 (千港元)	權益總額 HK\$'000 (千港元)					
At 1 July 2022	於2022年7月1日	793	422,505	37,294	(14,564)	23,375	(6,838)	2,540	(3,972)	237,520	698,653	38,652	737,305					
Profit for the year	年內利潤	-	-	-	-	-	-	-	-	60,452	60,452	(4,717)	55,735					
Other comprehensive income/(loss) for the year:	年內其他全面收入/(虧損):																	
Changes in fair value of equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收入之股本投資的公允價值變動	-	-	-	-	-	5,905	-	-	-	5,905	-	5,905					
Exchange differences on translation of operations outside Hong Kong	折算香港以外業務的匯兌差額	-	-	-	-	-	-	(1,437)	-	-	(1,437)	-	(1,437)					
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	5,905	-	(1,437)	60,452	64,920	(4,717)	60,203					
Dividends paid/payable to non-controlling interests	已付/應付非控股權益股息	-	-	-	-	-	-	-	-	-	-	(4,763)	(4,763)					
Final 2022 dividend	2022年末期股息	12	-	-	-	-	-	-	-	(23,481)	(23,481)	-	(23,481)					
Interim 2023 dividend	2023年中期股息	12	-	-	-	-	-	-	-	(13,593)	(13,593)	-	(13,593)					
Transfer upon disposal of equity securities designated at fair value through other comprehensive income	於出售按公允價值計入其他全面收入的股本證券後轉撥	-	-	-	-	-	(94)	-	-	94	-	-	-					
Shares issued in lieu of cash dividend	發行股份以代替現金股息	35	14,246	-	(299)	-	-	-	-	-	13,965	-	13,965					
Purchases of shares for the share award scheme	就股份獎勵計劃購買的股份	37	-	-	(2,537)	-	-	-	-	-	(2,537)	-	(2,537)					
Equity-settled share-based payment arrangements	以權益結算的以股份為基礎的付款安排	36, 37	-	-	1,580	(7,205)	-	-	-	8,245	2,620	-	2,620					
Transfer to legal reserve	轉撥至法定儲備	-	-	-	-	-	291	-	(291)	-	-	-	-					
At 30 June 2023	於2023年6月30日	811	436,751	37,294	(15,820)	16,170	(1,027)	2,831	(5,409)	268,946	740,547	29,172	769,719					

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 30 June 2024
截至2024年6月30日止年度

Attributable to owners of the Company
本公司擁有人應佔

	Notes 附註	Issued capital 已發行 股本 HK\$'000 千港元 (note 35) (附註35)	Share premium account 股份 溢價賬 HK\$'000 千港元	Capital contribution reserve 出資 儲備 HK\$'000 千港元 (note 38) (附註38)	Shares held under the share award scheme 股份 獎勵計劃 項下預留 的股份 HK\$'000 千港元 (note 37) (附註37)	Share- based payment reserve 以股份為 基礎的 付款儲備 HK\$'000 千港元 (note 38) (附註38)	Fair value reserve 公允價值 儲備 HK\$'000 千港元 (note 38) (附註38)	Legal reserve 法定儲備 HK\$'000 千港元 (note 38) (附註38)	Exchange fluctuation reserve 匯兌 波動儲備 HK\$'000 千港元	Retained profits 留存利潤 HK\$'000 千港元	Total	Non- controlling interests 非控股 權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 July 2023	於2023年7月1日	811	436,751	37,294	(15,820)	16,170	(1,027)	2,831	(5,409)	268,946	740,547	29,172	769,719
Profit for the year	年內利潤	-	-	-	-	-	-	-	-	40,643	40,643	(5,426)	35,217
Other comprehensive income/(loss) for the year:	年內其他全面收入/(虧損):												
Changes in fair value of equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收入之股本投資的公允價值變動	-	-	-	-	-	(18,846)	-	-	-	(18,846)	-	(18,846)
Exchange differences on translation of operations outside Hong Kong	折算香港以外業務的匯兌差額	-	-	-	-	-	-	-	(2,367)	-	(2,367)	-	(2,367)
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	(18,846)	-	(2,367)	40,643	19,430	(5,426)	14,004
Dividends paid/payable to non-controlling interests	已付/應付非控股權益股息	-	-	-	-	-	-	-	-	-	-	(5,413)	(5,413)
Final 2023 dividend	2023年末期股息	12	-	-	-	-	-	-	-	(23,977)	(23,977)	-	(23,977)
Interim 2024 dividend	2024年中期股息	12	-	-	-	-	-	-	-	(10,390)	(10,390)	-	(10,390)
Purchases of shares for the share award scheme	就股份獎勵計劃購買的股份	37	-	-	(463)	-	-	-	-	-	(463)	-	(463)
Equity-settled share-based payment arrangements	以權益結算的以股份為基礎的付款安排	36, 37	-	-	441	(8,541)	-	-	-	8,895	795	-	795
Transfer to legal reserve	轉撥至法定儲備	-	-	-	-	-	-	67	-	(67)	-	-	-
At 30 June 2024	於2024年6月30日	811	436,751	37,294	(15,842)	7,629	(19,873)	2,898	(7,776)	284,050	725,942	18,333	744,275

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 30 June 2024
截至2024年6月30日止年度

			2024	2023
		Notes	2024年	2023年
		附註	HK\$'000	HK\$'000
			千港元	千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動的現金流量			
Profit before tax	除稅前利潤		40,624	64,365
Adjustments for:	就下列各項調整：			
Finance cost	融資成本	8	6,944	5,675
Share of losses of joint ventures	應佔合資公司虧損		860	636
Share of (profits)/losses of associates	應佔聯營公司(利潤)/虧損		(232)	3,644
Bank interest income	銀行利息收入	6	(5,363)	(2,811)
Interest income on financial assets at amortised cost	按攤銷成本計量的金融資產的利息收入	6	–	(328)
Interest income from finance lease	融資租賃的利息收入	6	(180)	(252)
Dividend income from investments at fair value through other comprehensive income	按公允價值計入其他全面收入之投資的股息收入	6	(2,668)	(5,032)
Fair value gain on financial assets at fair value through profit or loss, net	按公允價值計入損益的金融資產的公允價值收益淨額	6	(1,888)	(918)
Write-off of items of property, plant and equipment	撇銷物業、廠房及設備項目	7	535	482
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	7	–	144
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	41,686	32,376
Depreciation of right-of-use assets	使用權資產折舊	15	71,034	69,681
Amortisation of other intangible assets	其他無形資產攤銷	7	1,066	1,828
Impairment loss of investment in an associate	投資於一間聯營公司的減值虧損	7	600	1,546
Provision for amounts due from an associate	應收一間聯營公司款項之撥備		1,127	–
Write-off of intangible assets	撇銷一項無形資產	7	9,242	9,824
Write-off of inventories	撇銷存貨	7	–	502
Impairment of goodwill	商譽減值		611	–
Lease modification	租賃修改	7	–	(126)
Equity-settled share-based payment expense	以權益結算以股份為基礎的付款開支	7	796	2,620
Gain from profit guarantee	溢利保證收入	6	(18,000)	–
Operating profit before working capital changes	營運資金變動前的經營利潤		146,794	183,856

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 30 June 2024
截至2024年6月30日止年度

	Notes	2024	2023
	附註	2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Increase in inventories	存貨增加	(2,397)	(4,033)
Increase in trade receivables	貿易應收款項增加	(9,930)	(39,615)
Decrease in prepayments, other receivables and other assets	預付款項、其他應收款項 及其他資產減少	13,729	3,036
Decrease in finance lease receivables	應收融資租賃減少	2,134	1,830
Decrease in amounts due from associates	應收聯營公司款項減少	1,161	19,608
Decrease in amounts due from joint ventures	應收合資公司款項減少	25	1,069
Decrease in amounts due from related companies	應收關聯公司款項減少	–	20
Increase in trade payables	貿易應付款項增加	11,721	25,176
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用 (減少)/增加	(8,686)	18,916
(Decrease)/increase in amounts due to associates	應付聯營公司款項 (減少)/增加	(838)	155
Decrease in amounts due to related companies	應付關聯公司款項減少	(360)	(22)
Increase in provision	撥備增加	1,525	2,416
Cash generated from operations	經營業務產生的現金	154,878	212,412
Interest received	已收利息	5,363	2,811
Income taxes paid	已付所得稅	(11,456)	(25,182)
Net cash flows from operating activities	經營活動產生現金流量淨額	148,785	190,041
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動的現金流量		
Decrease in bank deposits with original maturities of more than 3 months	原到期日超過3個月的銀行 存款減少	(4,181)	(52,794)
Interest income on financial assets at amortised cost	按攤銷成本計量的 金融資產的利息收入	–	328
Dividends received from investments at fair value through other comprehensive income	已收按公允價值計入其他全面 收入的投資的股息	2,668	5,032
Dividends received from associates	已收聯營公司股息	844	2,520
Acquisition of additional interests in a joint venture	收購一間合資公司的額外權益	–	(680)
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(50,214)	(105,355)
Proceed from disposal of property, plant and equipment	出售物業、廠房及設備的 所得款項	650	549

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 30 June 2024
截至2024年6月30日止年度

		2024	2023
	Notes	2024年	2023年
	附註	HK\$'000	HK\$'000
		千港元	千港元
Proceeds from redemption of financial assets at amortised cost	贖回按攤銷成本計量的金融資產所得款項	–	18,720
Proceeds from disposal of investments at fair value through other comprehensive income	出售按公允價值計入其他全面收入的投資所得款項	–	543
Purchases of investments at fair value through profit or loss	購買按公允價值計入損益的投資	(9,799)	–
Deposits paid for purchases of items of property, plant and equipment	購買物業、廠房及設備項目支付的保證金	(7,031)	(3,979)
(Increase)/decrease in pledged deposits	抵押存款(增加)/減少	(1,425)	1,028
Net cash flows used in investing activities	投資活動所用現金流量淨額	(68,488)	(134,088)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動的現金流量		
Purchases of shares for the share award scheme	就股份獎勵計劃購買股份	37	(463)
Dividends paid	已付股息	(34,367)	(23,108)
Dividends paid to non-controlling interests	已付非控股權益股息	(5,413)	(4,763)
Loans from non-controlling shareholders of subsidiaries	來自附屬公司非控股股東的貸款	3,074	48,800
Lease payments	租金付款	40(b)	(73,015)
Interest paid	已付利息	(6,944)	(5,675)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(117,128)	(53,672)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加淨額	(36,831)	2,281
Effect of foreign exchange rate changes, net	外匯匯率變動的影響淨額	(3,131)	(1,672)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	236,336	235,727
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	196,374	236,336

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

1. CORPORATE AND GROUP INFORMATION

UMP Healthcare Holdings Limited is a limited liability company incorporated in the Cayman Islands. The principal place of business of the Company is located at 27/F., Wing On House, 71 Des Voeux Road Central, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were principally engaged in the provision of healthcare services which include:

- corporate healthcare solution services;
- medical and dental services;
- medical imaging and laboratory services;
- other auxiliary medical services; and
- healthcare management services

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 27 November 2015 (the “Listing”).

1. 公司及集團資料

聯合醫務集團有限公司乃在開曼群島註冊成立的有限公司。本公司主要營業地點為香港德輔道中71號永安集團大廈27樓。

年內，本公司及其附屬金司（統稱「本集團」）的主要業務為提供醫療保健服務，包括：

- 企業醫療保健解決方案服務；
- 醫療及牙科服務；
- 醫學影像及化驗服務；
- 其他輔助醫療服務；及
- 醫療保健管理服務

本公司股份於2015年11月27日在香港聯合交易所有限公司（「聯交所」）主板上市（「上市」）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries

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

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity interest attributable to the Company 本公司應佔 股權比例		Principal activities 主要業務
			2024 2024年	2023 2023年	
Flash Mover Limited 東藝有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	100	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務
Metro International Clinic Limited 國際文度醫療所有有限公司	Macau 澳門	MOP100,000 100,000澳門幣	69	69	Provision of medical services 提供醫療服務
Paeon ProCare Oncology Centre Limited 倍康腫瘤治療中心有限公司	Hong Kong 香港	HK\$100 100港元	50	50	Provision of medical and surgery services 提供醫療及手術科服務
Paeon ProCare Physiotherapy & Fitness Centre Limited 倍康物理治療及體適能中心有限公司	Hong Kong 香港	HK\$100 100港元	75	75	Provision of medical physiotherapy services 提供醫療物理治療服務
ProCare Integrated Medical Imaging & Laboratory Centre (Tsim Sha Tsui) Limited 普康綜合醫學影像及化驗中心(尖沙咀)有限公司	Hong Kong 香港	HK\$105 105港元	52.23	55	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務
ProCare Medical Imaging & Laboratory Centre (Central-One Chinachem Central) Limited 普康醫學影像及化驗中心(中環一華懋中心1期)有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	75	75	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務
ProCare Medical Imaging & Laboratory Centre (Kowloon) Limited 普康醫學影像及化驗中心(九龍)有限公司	Hong Kong 香港	HK\$1,000 1,000港元	85	85	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務
Procare Medical Laboratory Centre Limited 普康醫學化驗中心有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	100	Provision of medical laboratory services 提供醫療化驗服務

1. 公司及集團資料(續)

附屬公司資料

本公司主要附屬公司之詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity interest attributable to the Company 本公司應佔 股權比例		Principal activities 主要業務
			2024 2024年	2023 2023年	
ProCare PETCT Centre (Hong Kong) Limited 普康正電子掃描中心(香港)有限公司	Hong Kong 香港	HK\$100 100港元	75	75	Provision of medical imaging services 提供醫學影像服務
Procare Physiotherapy and Rehabilitation Centre (Skyline) Limited 普康物理治療及復康中心(東涌)有限公司	Hong Kong 香港	HK\$10,000 10,000港元	70	70	Provision of medical physiotherapy services 提供醫療物理治療服務
SkinCentral Limited ("SkinCentral") 善肌聯合皮膚中心有限公司(「善肌」)	Hong Kong 香港	HK\$1,000,000 1,000,000港元	60	60	Provision of dermatological services 提供皮膚科服務
UMP Central Dental Centre Limited 聯合醫務牙科中心(中環)有限公司	Hong Kong 香港	HK\$100 100港元	90	90	Provision of dental services 提供牙科服務
UMP Dental Centre Limited 聯合醫務牙科中心有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	100	Provision of dental services 提供牙科服務
UMP Medical Centre (Hong Kong) Limited 聯合醫務中心(香港)有限公司	Hong Kong 香港	HK\$100 100港元	100	100	Provision of medical services 提供醫療服務
UMP Medical Centre (Kowloon Bay) Limited 聯合醫務中心(九龍灣)有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	100	Provision of medical services 提供醫療服務
UMP Medical Centre (New Territories) Limited 聯合醫務中心(新界)有限公司	Hong Kong 香港	HK\$2 2港元	100	100	Provision of medical services 提供醫療服務
UMP Medical Centre Limited 聯合醫務中心有限公司	Hong Kong 香港	HK\$100 100港元	100	100	Investment holding and provision of medical services 投資控股及提供醫療服務
UMP Preventive Medicine Centre (Central) Limited 聯合醫務預防醫學中心(中環)有限公司	Hong Kong 香港	HK\$100 100港元	75	75	Provision of medical services 提供醫療服務

1. 公司及集團資料(續)

附屬公司資料(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity interest attributable to the Company 本公司應佔 股權比例		Principal activities 主要業務
			2024 2024年	2023 2023年	
UMP Professional Management (Macau) Limited	Macau	MOP10,000	100	100	Investment holding and provision of corporate healthcare solution
UMP專業管理(澳門)有限公司	澳門	10,000澳門幣			投資控股及提供企業醫療保健解決方案
UMP Professional Management Limited	Hong Kong	HK\$50,000,012	100	100	Investment holding and provision of corporate healthcare solution
聯合醫務專業管理有限公司	香港	50,000,012港元			投資控股及提供企業醫療保健解決方案
UMP Specialist Medical Centre Limited	Hong Kong	HK\$100	100	100	Provision of medical services
聯合醫務專科醫療中心有限公司	香港	100港元			提供醫療服務
238 Day Surgery & Endoscopy Centre Limited	Hong Kong	HK\$10,000	68	68	Provision of day surgery and endoscopy services
238日間手術及內視鏡中心有限公司	香港	10,000港元			提供日間手術及內視鏡檢查服務
238 Specialist Medical Centre Limited	Hong Kong	HK\$10,000	63	61	Provision of medical services
238專科醫療中心有限公司	香港	10,000港元			提供醫療服務
北京耀東門診部有限公司 ^(a)	PRC	RMB3,500,000	80	80	Provision of healthcare and medical services
	中國	人民幣3,500,000元			提供醫療保健及醫療服務
上海怡東門診部有限公司 ^(a)	PRC	RMB3,500,000	80	80	Provision of healthcare and medical services
	中國	人民幣3,500,000元			提供醫療保健及醫療服務
普庫健康管理(上海)有限公司	PRC	RMB1,000,000	100	N/A	Provision of corporate healthcare solution
	中國	人民幣1,000,000元			不適用 提供企業醫療保健解決方案

1. 公司及集團資料(續)

附屬公司資料(續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

- (a) The Company is a limited liability company under PRC law.

To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 BASIS OF PREPARATION

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

Basis of consolidation

The consolidated financial statements include the consolidated financial statements of the Group for the year ended 30 June 2024. A subsidiary is an 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).

When the Company has, directly or indirectly, 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:

1. 公司及集團資料(續)

附屬公司資料(續)

- (a) 該公司為中國法律下的有限責任公司。

董事認為載列其他附屬公司之詳情會使資料過於冗長。

2.1 編製基準

此等綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公司條例之披露規定而編製。除以公允價值計量的股本投資及若干其他資產外，此等綜合財務報表乃根據歷史成本法編製。除另有說明外，此等綜合財務報表以港元列報，而當中所有金額均約整至最接近的千位。

綜合基準

綜合財務報表包括本集團截至2024年6月30日止年度的綜合財務報表。附屬公司為直接或間接由本公司控制的實體。倘本集團透過參與投資對象業務而享有或有權取得投資對象的可變回報，且有能力對投資對象行使權力影響有關回報，則本集團擁有該實體的控制權(即現時賦予本集團指示投資對象相關活動的能力)。

倘本公司直接或間接擁有投資對象投票權或類似權利少於半數，則評估本公司是否有權控制投資對象時，本集團會考慮所有相關事實及情況，包括：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

- (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 consolidated 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 (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) 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.

2.1 編製基準 (續)

綜合基準 (續)

- (a) 與該投資對象其他投票權持有人的合約安排；
- (b) 來自其他合約安排的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的綜合財務報表的報告期與本公司的相同，並採用一致的會計政策編製。附屬公司的業績乃自本集團取得控制權之日起綜合入賬，直至有關控制權終止當日為止。

損益及其他全面收入的各組成部分歸屬於本集團母公司之擁有人及非控股權益，即使此舉會引致非控股權益出現虧絀結餘。本集團旗下成員公司之間交易所產生的全部集團內公司間資產及負債、權益、收入、支出及現金流均在綜合賬目時全數對銷。

倘事實及情況顯示上文所述三項控制因素中有一項或多項出現變動，本集團會重新評估其是否控制投資對象。附屬公司的所有權權益變動（未失去控制權）按權益交易入賬。

倘本集團失去一間附屬公司的控制權，則其終止確認(i)該附屬公司的資產（包括商譽）及負債、(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計折算差額；及確認(i)所收代價的公允價值、(ii)所保留任何投資的公允價值及(iii)損益中任何因此產生的盈餘或虧絀。倘本集團已直接出售相關資產及負債，先前於其他全面收入內確認的本集團應佔部分應重新分類為損益或留存利潤（如適用）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

2.2 CHANGES IN ACCOUNTING POLICIES

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these financial statements for the current accounting period:

- HKFRS 17, *Insurance contracts*
- Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to HKAS 1, *Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies*
- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*
- Amendments to HKAS 12, *Income taxes: International tax reform – Pillar Two model rules*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended HKFRSs are discussed below:

HKFRS 17, *Insurance Contracts*

HKFRS 17 replaces HKFRS 4 Insurance Contracts and is effective for annual periods beginning on or after 1 January 2023, with early adoption permitted.

HKFRS 17 establishes principles for the recognition, measurement, presentation and disclosure of insurance and reinsurance contracts. Certain fixed-fee service contracts (see note 2.4), could be insurance contracts within the scope of HKFRS 17.

As the coverage period of each of the Group's insurance and reinsurance contracts would be one year or less, the Group expects that the premium allocation approach would be applicable and result in similar measurements of contract balances as under the Group's current accounting policies. Therefore, the adoption of HKFRS 17 had been assessed to have no material impact to the Group.

2.2 會計政策變動

本集團已對本會計期間之財務報表應用以下由香港會計師公會頒佈之香港財務報告準則之修訂：

- 香港財務報告準則第17號，*保險合約*
- 香港會計準則第8號之修訂，*會計政策、會計估計變動及錯誤：會計估計的定義*
- 香港會計準則第1號之修訂，*財務報表之呈列*；及香港財務報告準則實務聲明第2號，*作出重大性判斷：會計政策的披露*
- 香港會計準則第12號之修訂，*所得稅：源自單一項交易的資產及負債的相關遞延稅項*
- 香港會計準則第12號之修訂，*所得稅：國際稅務改革－第二支柱示範規則*

本集團並無採用任何於本會計期間尚未生效之新準則或詮釋。採納新訂及經修訂香港財務報告準則之影響論述如下：

香港財務報告準則第17號，*保險合約*

香港財務報告準則第17號取代香港財務報告準則第4號保險合約，並於2023年1月1日或之後開始之年度期間生效，並可提早採納。

香港財務報告準則第17號確立保險及再保險合約之確認、計量、呈列及披露原則。若干固定收費服務合約（見附註2.4）可能屬於香港財務報告準則第17號範圍內之保險合約。

本集團每份保險及再保險合約之承保期將為一年或更短，本集團預計保費分配法將適用，從而得出與本集團現行會計政策下之合約結餘相若之計量。因此，採納香港財務報告準則第17號已被評定為並無對本集團造成重大影響。

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30 June 2024
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2.2 CHANGES IN ACCOUNTING POLICIES

(Continued)

Amendments to HKAS 8, Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates

The amendments provide further guidance on the distinction between changes in accounting policies and changes in accounting estimates. The amendments do not have a material impact on these financial statements as the Group's approach in distinguishing changes in accounting policies and changes in accounting estimates is consistent with the amendments.

Amendments to HKAS 1, Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies

The amendments require entities to disclose material accounting policy information and provide guidance on applying the concept of materiality to accounting policy disclosure. The Group has revisited the accounting policy information it has been disclosing and considered it is consistent with the amendments.

Amendments to HKAS 12, Income taxes: Deferred tax related to assets and liabilities arising from a single transaction

The amendments narrow the scope of the initial recognition exemption such that it does not apply to transactions that give rise to equal and offsetting temporary differences on initial recognition such as leases and decommissioning liabilities. For leases and decommissioning liabilities, the associated deferred tax assets and liabilities are required to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments are applied to those transactions that occur after the beginning of the earliest period presented. The amendments do not have a material impact on these financial statements as the Group.

2.2 會計政策變動 (續)

香港會計準則第8號之修訂，會計政策、會計估計變動及錯誤：會計估計的定義

該等修訂就會計政策變動及會計估計變動的區別提供進一步指引。由於本集團區分會計政策變動及會計估計變動的方法與該等修訂一致，故該等修訂對此等財務報表並無重大影響。

香港會計準則第1號之修訂，財務報表之呈列；及香港財務報告準則實務聲明第2號，作出重大性判斷：會計政策的披露

該等修訂規定實體披露重大會計政策資料，以及就披露會計政策時應用重大性概念提供指引。本集團已重新審閱其一直披露之會計政策資料，並認為其與該等修訂一致。

香港會計準則第12號之修訂，所得稅：源自單一項交易的資產及負債的相關遞延稅項

該等修訂收窄初始確認豁免的範圍，使其不適用於初始確認時產生金額相同且互相抵銷的暫時差異（例如租賃及退役負債）的交易。就租賃及退役負債而言，相關遞延稅項資產及負債須於最早呈列的比較期間開始時確認，而任何累計影響於該日確認為保留盈利或權益其他組成部分的調整。對於所有其他交易，該等修訂適用於最早呈列期間開始後發生的交易。該等修訂對本集團的財務報表並無重大影響。

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2.2 CHANGES IN ACCOUNTING POLICIES

(Continued)

Amendments to HKAS 12, *Income taxes: International tax reform – Pillar Two model rules*

The amendments introduce a temporary mandatory exception from deferred tax accounting for the income tax arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development (“OECD”) (income tax arising from such tax laws is hereafter referred to as “Pillar Two income taxes”), including tax laws that implement qualified domestic minimum top-up taxes described in those rules. The amendments also introduce disclosure requirements about such tax including the estimated tax exposure to Pillar Two income taxes. The amendments are immediately effective upon issuance and require retrospective application. The amendments are not relevant to the Group as the Group expects it would neither be liable for nor otherwise trigger Pillar Two income taxes.

New HKICPA guidance on the accounting implications of the abolition of the mandatory provident fund (“MPF”) – long service payment (“LSP”) offsetting mechanism

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” that provides accounting guidance relating to the offsetting mechanism and the abolition of the mechanism. In particular, the guidance indicates that entities may account for the accrued benefits derived from mandatory MPF contributions that are expected to be used to reduce the LSP payable to an employee as deemed contributions by that employee towards the LSP.

To better reflect the substance of the abolition of the offsetting mechanism, the Group has changed its accounting policy in connection with its LSP liability and has applied the above HKICPA guidance. This change in accounting policy did not have a material impact on the opening balance of equity at 1 July 2023, and the cash flows and earnings per share amounts for the year ended 30 June 2024. It also did not have a material impact on the financial position as at 30 June 2023 and 30 June 2024.

2.2 會計政策變動 (續)

香港會計準則第12號之修訂，*所得稅：國際稅務改革 – 第二支柱示範規則*

該等修訂引入遞延稅項會計法臨時強制性例外情況，適用於為實施經濟合作與發展組織（「經合組織」）發佈的第二支柱示範規則而制定或實質制定的稅務法例所產生的所得稅（下文統稱由此等稅務法例產生的所得稅為「第二支柱所得稅」），有關法例包括實施在該等規則內所述的合資格國內最低補足稅的稅務法例。該等修訂亦引入有關該等稅項的披露規定，包括第二支柱所得稅的估計稅務風險。該等修訂於頒佈後立即生效，並要求追溯應用。由於本集團預期其無須繳納或觸發第二支柱所得稅，因此該等修訂與本集團無關。

香港會計師公會就取消強制性公積金（「強積金」） – 長期服務金（「長服金」）對沖機制之會計影響之新指引

於2023年7月，香港會計師公會發佈《取消強積金 – 長服金對沖機制之會計影響》，就有關對沖機制及取消該機制之會計考量提供指引。具體而言，指引指出實體可將預期用於減少應付僱員長服金的強積金強制供款衍生的累算權益視為該僱員對長服金的視作供款。

為能更有效地反映取消對沖機制的性質，本集團已改變其與長服金有關的會計政策，並採納上述香港會計師公會指引。此項會計政策變動對於2023年7月1日的期初權益結餘，以及截至2024年6月30日止年度的現金流量及每股盈利金額並無重大影響。於2023年6月30日及2024年6月30日，此項會計政策變動亦並無對財務狀況構成重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 30 June 2024 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

2.3 已頒佈但尚未生效之香港財務報告準則

截至發出此等財務報表日期，香港會計師公會已頒佈一系列新訂或經修訂準則，有關準則於截至2024年6月30日止年度尚未生效，且尚未於此等財務報表中採納。以下變動與本集團有關。

	Effective for accounting periods beginning on or after 於以下日期或之後開始之會計期間生效
Amendments to HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i> 香港會計準則第1號之修訂， <i>財務報表之呈列：將負債分類為流動或非流動</i>	1 January 2024 2024年1月1日
Amendments to HKAS 1, <i>Presentation of financial statements: Non-current liabilities with covenants</i> 香港會計準則第1號之修訂， <i>財務報表之呈列：附有契約條件的非流動負債</i>	1 January 2024 2024年1月1日
Amendments to HKFRS 16, <i>Leases: Lease liability in a sale and leaseback</i> 香港財務報告準則第16號之修訂， <i>租賃：於售後租回交易中的租賃負債</i>	1 January 2024 2024年1月1日
Amendments to HKAS 7, <i>Statement of cash flows and HKFRS 7, Financial Instruments: Disclosures: Supplier finance arrangements</i> 香港會計準則第7號之修訂： <i>現金流量表及香港財務報告第7號：金融工具：披露：供應商財務安排</i>	1 January 2024 2024年1月1日
Amendments to HKAS 21, <i>The effects of changes in foreign exchange rates: Lack of exchangeability</i> 香港會計準則第21號之修訂： <i>外幣匯率變動的影響：缺乏可兌換性</i>	1 January 2025 2025年1月1日

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the financial statements.

本集團現正在評估該等變動於首次採用期間預期產生的影響。本集團目前認為，採納該等調整不太可能對財務報表造成重大影響。

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES

Investments in associates and joint ventures

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 is in a position to exercise 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.

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

The Group's investments in associates and joint ventures 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 and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, 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 or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

2.4 重大會計政策概要

於聯營公司及合資公司的投資

聯營公司指本集團於其擁有一般不少於20%股本投票權的長期權益，並可對其實施重大影響的實體。重大影響指對投資對象的財務及經營政策有參與決策的權力，但並非對該等政策形成控制或共同控制。

合資公司乃一種合營安排，據此，對安排擁有共同控制權的各方享有該合資公司淨資產的權利。共同控制指通過訂約協定共享安排的控制權，僅在相關活動決策須經共享控制權的各方一致同意的情況下存在。

本集團於聯營公司及合資公司的投資乃在綜合財務狀況表列賬為本集團應佔資產淨值（根據權益會計法計算，扣除所有減值虧損）。倘出現任何不相符的會計政策，即會作出調整加以修正。本集團應佔聯營公司及合資公司的收購後業績及其他全面收入乃分別於綜合損益表及綜合其他全面收入列賬。此外，倘直接於聯營公司或合資公司的權益確認變動，本集團應於綜合權益變動表確認其任何應佔的變動（如適用）。本集團與其聯營公司或合資公司之間交易產生的未變現盈虧以本集團於聯營公司或合資公司的投資為限對銷，惟尚未變現虧損提供已轉讓資產減值的證據，則作別論。收購聯營公司或合資公司所產生的商譽計入本集團於聯營公司或合資公司的部分投資。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Investments in associates and joint ventures (Continued)

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 or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

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 that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation 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.

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.

2.4 重大會計政策概要(續)

於聯營公司及合資公司的投資(續)

倘對聯營公司的投資成為對合資公司的投資，或對合資公司的投資成為對聯營公司的投資，留存權益不會重新計量，而是繼續按權益法將投資列賬。在所有其他情況下，若本集團失去對聯營公司的重大影響力或合資公司的共同控制權，則會按公允價值計量及確認任何留存投資。失去對聯營公司的重大影響力或對合資公司的共同控制權時，聯營公司或合資公司的賬面值與留存投資公允價值及出售所得款項之間的差額於損益確認。

業務合併與商譽

業務合併以收購法入賬。轉讓之代價乃以收購日期的公允價值計算，該公允價值為本集團轉讓的資產於收購日期的公允價值、本集團所承擔被收購方前擁有人的負債，及本集團發行以換取被收購方控制權的股權之總和。就各項業務合併而言，本集團選擇是否以公允價值或被收購方可識別資產淨值的應佔比例，計算於被收購方的非控股權益(屬現時擁有人權益並賦予擁有人權利於清盤時按比例分佔其資產淨值)。非控股權益的所有其他組成部分按公允價值計量。收購相關成本於產生時列為費用。

當本集團收購一項業務時，會按照合約條款、收購日期的經濟環境和相關狀況評估所承接金融資產和負債，以作出適當分類及指定，其中包括對被收購方於主合約所持嵌入式衍生工具進行分離。

如果業務合併分階段完成，過往所持股權權益按收購日期的公允價值重新計量，而由此產生的任何損益在損益中確認。

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

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 net 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 30 June. 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 ("CGUs"), or groups of CGUs, 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 CGU (group of CGUs) to which the goodwill relates. Where the recoverable amount of the CGU (group of CGUs) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

2.4 重大會計政策概要 (續)

業務合併與商譽 (續)

收購方將轉讓的任何或有代價按收購日期的公允價值確認。分類為資產或負債的或有代價按公允價值計量，而公允價值的變動則於損益內確認。分類為權益的或有代價不會重新計量，其後結算在權益內列賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前持有被收購方股權的公允價值總額，超出所收購可識別資產淨值及所承擔負債的差額。如代價及其他項目的總和低於所收購資產淨值的公允價值，於重新評估後其差額將於損益內確認為議價收購收益。

初始確認後，商譽按照成本減任何累計減值虧損計量。商譽須每年進行減值測試，倘事件發生或情況變動顯示賬面值可能已減值時，則應更頻繁地進行減值測試。本集團於每年的6月30日對商譽進行年度減值測試。就減值測試而言，不論本集團其他資產或負債有否分配至本集團各現金產生單位（「現金產生單位」）或現金產生單位組別，因業務合併所得商譽乃自收購日期起分配至該等現金產生單位或現金產生單位組別，而該等現金產生單位或現金產生單位組別預期將受惠於合併帶來的協同效益。

減值是通過評估商譽相關的現金產生單位（或現金產生單位組別）的可收回金額而釐定。若現金產生單位（或現金產生單位組別）的可收回金額低於其賬面值，將確認減值虧損。就商譽確認的減值虧損不會在其後期間撥回。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Business combinations and goodwill (Continued)

Where goodwill has been allocated to a CGU (or group of CGUs) 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 CGU retained.

Fair value measurement

The Group measures its equity investments and certain debt 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.

2.4 重大會計政策概要(續)

業務合併與商譽(續)

若獲分配商譽的現金產生單位(或現金產生單位組別)的部分業務被出售,則於釐定出售盈虧時,與所出售業務有關之商譽計入該業務賬面值。在此等情況下出售之商譽,按所出售業務與其現金產生單位所保留部分對應的比例計量。

公允價值計量

本集團於各報告期末按公允價值計量股本投資及若干債務投資。公允價值為市場參與者於計量日期在有序交易中出售資產可能收取或轉讓負債可能支付的價格。公允價值計量假設出售資產或轉讓負債的交易於該資產或負債的主要市場進行,或在無主要市場的情況下,則於對該資產或負債最有利的市場進行。主要市場或最有利市場是本集團可進入的市場。資產或負債的公允價值計量採用市場參與者進行資產或負債定價時所使用的假設,即市場參與者以自身最佳經濟利益行事。

非金融資產的公允價值計量須考量市場參與者產生經濟效益的能力,即最大限度使用該資產達致最佳用途或將該資產售予可最大限度使用該資產達致最佳用途的另一市場參與者時所產生的經濟效益。

本集團使用適合不同情況的估值方法,而其有足夠資料計量公允價值,從而盡量利用相關可觀察輸入數據,並盡量減少使用不可觀察輸入數據。

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the consolidated 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 consolidated 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 an asset is required (other than inventories, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or CGU's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the CGU to which the asset belongs.

2.4 重大會計政策概要 (續)

公允價值計量 (續)

以公允價值計量或在綜合財務報表中披露的全部資產和負債乃基於對公允價值計量整體而言屬重大的最低層輸入數據，按下文所述公允價值層級分類：

- 第一層 — 基於活躍市場中相同資產或負債的報價 (未調整)
- 第二層 — 基於可直接或間接觀察對公允價值計量而言為重要的最低層輸入數據的估值方法
- 第三層 — 基於無法觀察對公允價值計量而言為重要的最低層輸入數據的估值

對於按經常性基準在綜合財務報表中確認的資產和負債，本集團在報告期末通過重新評估分類決定層級是否已發生轉撥 (基於對公允價值計量整體屬重大的最低層輸入數據)。

非金融資產減值

當存在減值跡象，或當資產須進行年度減值測試 (存貨、遞延稅項資產及金融資產除外)，則估計資產的可收回金額。資產的可收回金額以資產或現金產生單位的使用價值與其公允價值較高者減出售成本計算，並按個別資產釐定，除非資產所產生現金流入不能獨立於其他資產或資產組別的現金流量，在該情況下，則釐定資產所屬的現金產生單位的可收回金額。

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2.4 SUMMARY OF 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 consolidated 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 consolidated statement of profit or loss in the period in which it arises.

2.4 重大會計政策概要(續)

非金融資產減值(續)

減值虧損僅在資產賬面值超過其可收回金額時予以確認。評估使用價值時，估計未來現金流量乃以反映市場當時所評估貨幣時間值及資產特定風險的除稅前折現率折現至其現值。減值虧損於其產生期間在綜合損益表內與減值資產功能一致的支出類別扣除。

本集團於各報告期末，均會評估是否有跡象顯示過往確認之減值虧損可能不再存在或已減少。倘存在該等跡象，則會估計其可收回金額。先前就資產(不包括商譽)確認之減值虧損，僅於用以釐定該資產之可收回金額之估計有變時予以撥回，但撥回金額不得高於假設過往年度並無就該資產確認減值虧損而應釐定之賬面值(扣除任何折舊／攤銷)。其減值虧損之撥回於產生期間計入綜合損益表。

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

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;

2.4 重大會計政策概要(續)

關聯方

倘出現下列情況，有關方被視為與本集團有關聯：

- (a) 作為一位人士或該人士之近親的一方，且該人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員；

或

- (b) 有關方為符合下列任何一項條件的實體：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 該實體為另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合資公司；
 - (iii) 該實體與本集團為同一第三方的合資公司；

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Related parties (Continued)

- (b) the party is an entity where any of the following conditions applies: (Continued)
- (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;
 - (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 are stated at cost less accumulated depreciation and any impairment losses. 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 consolidated 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.

2.4 重大會計政策概要 (續)

關聯方 (續)

- (b) 有關方為符合下列任何一項條件的實體：(續)
- (iv) 該實體為一名第三方實體的合資公司，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團有關連的實體就員工福利而設的離職福利計劃；
 - (vi) 該實體由(a)項所確認的人士控制或共同控制；
 - (vii) (a)(i)項所確認的人士對該實體具有重大影響力或為該實體(或該實體的母公司)的主要管理層成員；及
 - (viii) 該實體，或其所屬集團之任何成員，向本集團或本集團之母公司提供主要管理層服務。

物業、廠房及設備與折舊

物業、廠房及設備按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本，包括其購買價及使該資產達致其營運狀況及地點以作其擬定用途時任何直接應佔成本。

物業、廠房及設備項目投產後所產生支出(如維修及保養費用)，一般於其產生期間自綜合損益表中扣除。在確認標準達成的情況下，重大檢查支出於資產賬面值撥充資本作為重置成本。如物業、廠房及設備的主要部分須分階段重置，則本集團將該等部份確認為個別資產，並訂出具體的可使用年期及據此計提折舊。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

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	Over the shorter of 50 years and the remaining lease terms
Leasehold improvements	shorter of 20% and the remaining lease term
Furniture, fixtures and office equipment	20%
Medical equipment	10%-20%
Computer	33.3%
Motor vehicle	33.3%

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 consolidated 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.

2.4 重大會計政策概要(續)

物業、廠房及設備與折舊(續)

折舊以直線法計算，按每項物業、廠房及設備項目之估計使用年期撇銷其成本至其剩餘價值。為此而使用的年折舊率如下：

樓宇	50年及餘下租賃期 (以較短者為準)
租賃物業裝修	20%及餘下租賃期 (以較短者為準)
傢俱、裝置及 辦公室設備	20%
醫療設備	10%-20%
電腦	33.3%
汽車	33.3%

倘一項物業、廠房及設備項目各部分的可使用年期並不相同，則該項目的成本須在各部份之間合理分配，而各部份須單獨計算折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度結算日評估，並在適當情況下調整。

物業、廠房及設備項目(包括初始確認的任何主要部份)於出售時或於預期使用或出售不會產生未來經濟利益時終止確認。於終止確認資產的年度在綜合損益表確認的任何出售或報廢損益，為有關資產的銷售所得款項淨額與賬面值的差額。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Property, plant and equipment and depreciation (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 CGU 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.

Brand names

Brand names with indefinite useful lives are stated at cost less any impairment losses, and are not amortised.

Customer relationships

Customer relationships are stated at cost less any impairment losses and are amortised on the straight-line basis over their estimated useful economic lives of 5 years.

Software

The development cost is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful economic life of 1 year.

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.

The 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. At inception or on reassessment of a contract that contains a lease component and non-lease components, the Group adopts the practical expedient not to separate non-lease components and to account for the lease component and the associated non-lease components (e.g., property management services for leases of properties) as a single lease component.

2.4 重大會計政策概要 (續)

物業、廠房及設備與折舊 (續)

無形資產 (商譽除外)

單獨收購的無形資產於初始確認時按成本計量。通過業務合併收購的無形資產的成本為收購日期的公允價值。無形資產的可使用年期評定為有限期或無限期。有限期的無形資產隨後按可使用經濟年期攤銷，並於有跡象顯示無形資產可能出現減值時評估減值。具有有限可使用年期的無形資產的攤銷期及攤銷方法至少於各財政年度末檢討一次。

無限可使用年期的無形資產個別地或按現金產生單位層面每年進行減值測試。該等無形資產不予攤銷。無限年期的無形資產之可使用年期會每年檢討，以釐定無限年期評估是否繼續獲得支持。否則，可使用年期評估由無限變更為有限及以未來適用法基準入賬。

品牌名稱

具有無限使用年期的品牌名稱按成本減任何減值虧損列賬，且並不予以攤銷。

客戶關係

客戶關係按照成本減任何減值虧損列賬，並根據其估計可使用經濟年期5年以直線法攤銷。

軟件

開發成本按照成本減任何減值虧損列賬，並根據其估計可使用年期1年以直線法攤銷。

租賃

本集團在合約開始時評估合約是否為租賃或包含租賃。倘合約為換取代價而授予在一段期間內可識別資產的使用控制權，則該合約為租賃或包含租賃。

本集團作為承租人

本集團就所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。在包含租賃部分和非租賃部分的合約開始時或對有關合約重新評估時，本集團採納可行權宜方法，不將非租賃部分分開，而將租賃部分和相關的非租賃部分（如物業租賃的物業管理服務）作為單一租賃部分入賬。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

(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:

Leased properties	2 to 6 years
Office equipment	5 years

(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 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.

2.4 重大會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產

使用權資產於租賃開始日期(即相關資產可供使用日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量,並就租賃負債之任何重新計量作出調整。使用權資產之成本包括已確認租賃負債金額、已發生初始直接成本及於開始日期或之前支付之租賃付款減已收取之任何租賃優惠。使用權資產於租賃期及資產估計使用年期(以較短者為準)內以直線法折舊如下:

租賃物業	2至6年
辦公室設備	5年

(b) 租賃負債

租賃負債於租賃開始日期按於租賃期內作出之租賃付款現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於某一指數或比率之可變租賃付款及預期根據在剩餘價值擔保中將支付之金額。租賃付款亦包括本集團合理確定行使購買選擇權之行使價,並倘租賃期反映了本集團行使終止選擇權,則須就終止租賃支付罰款。並非取決於某一指數或比率之可變租賃付款於觸發付款之事件或狀況出現期間確認為開支。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Leases (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities (Continued)

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.

The Group's lease liabilities are presented separately in the consolidated statement of financial position.

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

The Group applies the short-term lease recognition exemption to its short-term leases (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.

The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption, then the Group classifies the sub-lease as an operating lease.

2.4 重大會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債 (續)

於計算租賃付款現值時，由於租賃中所隱含之利率不易釐定，因此本集團於租賃開始日期使用其增量借貸利率。於開始日期後，租賃負債金額增加，以反映利息增加及就所付之租賃付款減少。此外，倘出現修改、租賃期變動、租賃付款變動（例如指數或比率變動所產生之未來租賃付款變動）或購買相關資產之選擇權之評估更改，租賃負債之賬面值將重新計量。

本集團之租賃負債於綜合財務狀況表中分開呈列。

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其短期租賃（即自開始日期起計租期為12個月或以下，並且不包含購買選擇權的租賃）。低價值資產租賃的確認豁免亦應用於被視為低價值的辦公室設備租賃。

短期租賃的租賃付款及低價值資產租賃於租期內按直線法確認為一項開支。

本集團作為出租人

倘本集團作為出租人，其於租賃開始時釐定各租賃為融資租賃或經營租賃。倘租賃轉移相關資產所有權附帶之絕大部分風險及回報至承租人，則租賃分類為融資租賃。否則，租賃分類為經營租賃。

倘本集團為中介出租人，分租賃乃參考主租賃產生的使用權資產，分類為融資租賃或經營租賃。倘主租賃乃短期租賃而本集團應用豁免，則本集團將分租賃分類為經營租賃。

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

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 HKFRS 15, *Revenue from contracts with customers*, in accordance with the policies set out for "Revenue recognition" below.

Except for investment in equity securities, 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.

2.4 重大會計政策概要(續)

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本計量、按公允價值計入其他全面收入及按公允價值計入損益。

於初步確認時的金融資產分類取決於金融資產的合約現金流量特徵以及本集團管理金融資產的業務模式。除了並不包含重大融資成分或本集團對其採用可行權宜方法不調整重大融資成分影響的貿易應收款項外，本集團按公允價值加上(倘金融資產並非按公允價值計入損益)交易成本初步計量金融資產。並不包含重大融資成分或本集團對其採用可行權宜方法的貿易應收款項，乃根據香港財務報告準則第15號客戶合約收入按下文「收入確認」所載之政策釐定的交易價格計量。

除了於股本證券之投資外，為使金融資產按攤銷成本或按公允價值計入其他全面收入分類及計量，金融資產須產生純粹為支付本金及尚未償還本金的利息的現金流量。現金流量不僅為支付本金及利息之金融資產按公允價值計入損益進行分類及計量，不論其業務模式如何。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本進行分類及計量的金融資產乃以目的為持有金融資產以收取合約現金流量之業務模式持有，而按公允價值計入其他全面收入進行分類及計量的金融資產乃於以持有作收取合約現金流量及出售為目標的業務模式內持有。並非以上述業務模式持有的金融資產乃按公允價值計入損益進行分類及計量。

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

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

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 consolidated statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (debt instruments)

For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the consolidated statement of profit or loss.

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 HKAS 32, *Financial Instruments: Presentation*, and are not held for trading. The classification is determined on an instrument-by-instrument basis.

2.4 重大會計政策概要(續)

投資及其他金融資產(續)

初始確認及計量(續)

所有以常規方式進行的金融資產買賣概於交易日期(即本集團承諾購買或出售該資產的日期)確認。常規方式買賣指按照一般市場規例或慣例訂定的期間內交付資產的金融資產買賣。

後續計量

金融資產的後續計量視乎其以下分類而定：

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產取消確認、修訂或減值時，收益及虧損於綜合損益表中確認。

按公允價值計入其他全面收入的金融資產(債務工具)

就按公允價值計入其他全面收入的債務投資而言，利息收入、匯兌重估及減值虧損或撥回於綜合損益表中確認，並按與以攤銷成本計量的金融資產相同的方式計量。其餘公允價值變動於其他全面收入中確認。終止確認時，於其他全面收入中確認的累計公允價值變動將重新計入綜合損益表。

指定按公允價值計入其他全面收入的金融資產(股本投資)

於初始確認時，本集團可選擇於股本投資符合香港會計準則第32號金融工具：呈報項下的股本定義且並非持作買賣時，將其股本投資不可撤回地分類為指定以公允價值計入其他全面收入的股本投資。分類乃按個別工具基準釐定。

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

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

Gains and losses on these financial assets are never recycled to the consolidated statement of profit or loss. Dividends are recognised as other income in the consolidated statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, 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.

Financial assets at fair value through profit or loss

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

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the consolidated statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

2.4 重大會計政策概要 (續)

投資及其他金融資產 (續)

後續計量 (續)

*指定按公允價值計入其他全面收入的金
融資產(股本投資)(續)*

該等金融資產的收益及虧損概不會被重新計入綜合損益表。當支付權確立、與股息有關之經濟利益可能流入本集團且股息金額能夠可靠計量時，股息於綜合損益表中確認為其他收入，惟當本集團於作為收回金融資產一部分成本的所得款項中獲益時則除外，於此情況，該等收益於其他全面收入入賬。指定為按公允價值計入其他全面收入的股本投資不受減值評估影響。

按公允價值計入損益的金 融資產

按公允價值計入損益的金
融資產須以公允價值於綜合財務狀況表列賬，並將公允價值的變動淨額於綜合損益表列賬。

此類別包括本集團並無不可撤銷地選擇按公允價值計入其他全面收入進行分類的衍生工具及股本投資。分類為按公允價值計入損益的金
融資產之股本投資的股息在支付權確立、與股息有關之經濟利益可能流入本集團且股息金額能夠可靠計量時，亦於綜合損益表中確認為其他收入。

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2.4 SUMMARY OF 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.

2.4 重大會計政策概要(續)

終止確認金融資產

金融資產(或(如適用)金融資產的一部分或一組類近金融資產的一部分)主要在下列情況終止確認(即由本集團綜合財務狀況表內剔除):

- 自該資產收取現金流量的權利已屆滿;或
- 本集團已轉讓其收取來自該資產的現金流量的權利,或已根據「轉遞」安排就向第三者承擔責任全數支付已收取現金流量,且無重大延誤,並且(a)本集團已轉讓該資產的絕大部分風險及回報,或(b)本集團並無轉讓或保留該資產的絕大部分風險及回報,惟已轉讓該資產的控制權。

倘若已轉讓其自資產收取現金流量的權利或訂立轉遞安排,本集團會評估其有否保留該資產所有權的風險及回報以及其程度。當並無轉讓或保留該資產的絕大部分風險及回報,亦無轉讓該資產的控制權,則本集團繼續按其持續參與該資產的程度確認已轉讓資產。就此而言,本集團亦確認相關負債。已轉讓資產及相關負債的計量基準反映本集團保留的權利及責任。

以對所轉讓資產提供擔保的形式作出的持續參與按該資產原賬面值與本集團可能須償還的代價的最高金額兩者的較低者計量。

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of financial assets

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

General approach

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

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

2.4 重大會計政策概要 (續)

金融資產減值

本集團對並非持作按公允價值計入損益的所有債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值折現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

一般方法

預期信貸虧損分兩個階段確認。就初始確認以來信貸風險並無顯著上升的信貸敞口而言，會就未來12個月內可能發生的違約事件所產生的信貸虧損計提預期信貸虧損撥備(12個月預期信貸虧損)。就初始確認以來信貸風險顯著上升的信貸敞口而言，須就預期於敞口的餘下年期產生的信貸虧損計提減值撥備，而不論違約的時間(全期預期信貸虧損)。

於各報告日期，本集團評估金融工具的信貸風險自初步確認以來是否顯著上升。於評估時，本集團將金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險進行比較，並考慮無需過多成本或精力即可獲得之合理且可支持的資料，包括歷史及前瞻性資料。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

For debt investments at fair value through other comprehensive income, the Group applies the low credit risk simplification. At each reporting date, the Group evaluates whether the debt investments are considered to have low credit risk using all reasonable and supportable information that is available without undue cost or effort. In making that evaluation, the Group reassesses the external credit ratings of the debt investments. In addition, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when 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.

Debt investments at fair value through other comprehensive income and 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.

2.4 重大會計政策概要(續)

金融資產減值(續)

一般方法(續)

就按公允價值計入其他全面收入的債務投資而言，本集團應用低信貸風險簡化法。於各報告日期，本集團運用一切毋須花費不必要成本或精力即可得之合理且可證明的資料，評估債務投資是否被視為具有低信貸風險。於評估時，本集團重新評估債務投資的外部信貸評級。此外，倘合約款項逾期超過30日以上，則本集團認為信貸風險大幅上升。

倘內部或外部資料反映，在計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收取未償還合約款項，則本集團認為金融資產違約。倘無法合理預期收回合約現金流量，則撇銷金融資產。

按公允價值計入其他全面收入的債務投資及按攤銷成本計量的金融資產根據一般方法須予減值，並按以下為計量預期信貸虧損的階段分類，惟應用簡化法(於下文詳述)的貿易應收款項除外。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

- 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.

For trade receivables that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

2.4 重大會計政策概要 (續)

金融資產減值 (續)

一般方法 (續)

- 階段1 – 金融工具的信貸風險自初始確認後並未顯著增加，且虧損撥備按相等於12個月預期信貸虧損金額計量
- 階段2 – 金融工具的信貸風險自初始確認後顯著增加，惟其並非已發生信貸減值的金融資產，且虧損撥備按相等於全期預期信貸虧損金額計量
- 階段3 – 金融資產於報告日期為信貸減值（惟其並非購買或原已發生信貸減值的金融工具），且虧損撥備按相等於全期預期信貸虧損金額計量

簡化法

就不包含顯著融資組成部份或倘本集團應用不調整顯著融資組成部份影響的實際權宜方法的貿易應收款項，本集團應用簡化法計算預期信貸虧損。根據簡化法，本集團並無追蹤信貸風險的變動，反而於各報告日期根據全期預期信貸虧損確認虧損撥備。本集團已根據其以往信貸虧損經驗，建立撥備矩陣，並就債務人及經濟環境的特定前瞻性因素作出調整。

就包括顯著融資組成部份之貿易應收款項及租賃應收款項，本集團選擇連同上文所述的政策採納簡化法計算預期信貸虧損作為其會計政策。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings.

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.

Subsequent measurement of financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and 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 consolidated 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 recognised in the consolidated statement of profit or loss.

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

2.4 重大會計政策概要 (續)

金融負債

初始確認及計量

金融負債於初步確認時分類為貸款及借款。

所有金融負債初步按公允價值確認及(就貸款及借款以及應付款項而言)扣除直接應佔交易成本。

按攤銷成本計量之金融負債(貸款及借款)的後續計量

於初步確認後，計息貸款及借款其後以實際利率法按攤銷成本計量，惟折現影響不重大除外，而在此情況則按成本列賬。在終止確認負債時及於按實際利率進行攤銷過程中，收益及虧損會在綜合損益表中確認。

計算攤銷成本時將計及收購時的任何折讓或溢價，以及組成實際利率一部分的費用或成本。實際利率攤銷於綜合損益表中確認。

終止確認金融負債

當負債項下責任已解除、取消或期滿，即會終止確認金融負債。

倘一項現有金融負債以來自同一貸款方而大部分條款不同的另一項金融負債所取代，或現有負債的條款大幅修改，則該項置換或修改視作終止確認原有負債及確認新負債處理，而相關賬面值的差額於綜合損益表中確認。

抵銷金融工具

當目前擁有可強制執行的合法權利以抵銷已確認金額，且有意按淨額結算或同時變現資產及償還負債，方會抵銷金融資產及金融負債，並於綜合財務狀況表中呈列淨額。

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Derivative financial instruments

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Any gains or losses arising from changes in fair value of derivatives are taken directly to the consolidated statement of profit or loss.

Shares held under the share award scheme

Where shares are acquired by the share award scheme from the market or by electing for scrip in lieu of cash dividends, the total consideration of shares acquired from the market (including any directly attributable incremental costs) or under the scrip dividend scheme is presented as shares held for the share award scheme and deducted from total equity.

Upon vesting, the related costs of the vested awarded shares purchased from the market and shares acquired under the scrip dividend scheme (dividend shares) are credited to shares held for the share award scheme, with a corresponding decrease in the share-based payment reserve for awarded shares and a decrease in retained profits for dividend shares.

Inventories

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

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.4 重大會計政策概要 (續)

衍生金融工具

衍生金融工具初步按衍生合約訂立日期之公允價值確認，其後按公允價值重新計量。衍生工具於其公允價值為正數時列賬為資產，並於公允價值為負數時列為負債。任何產生自衍生工具公允價值變動的收益或虧損直接計入綜合損益表。

股份獎勵計劃項下預留的股份

如透過股份獎勵計劃從市場收購股份或以選擇以股代息代替現金股息，則從市場獲得的股份或以股代息計劃項下的股份的總代價(包括任何直接應佔增量成本)乃呈列為股份獎勵計劃項下預留的股份並從總權益中扣除。

歸屬後，從市場購買的已歸屬獎勵股份及根據以股代息計劃(股息股份)取得的股份的相關成本計入股份獎勵計劃項下預留的股份，並相應減少獎勵股份的以股份為基礎之付款儲備，以及減少股息股份的留存利潤。

存貨

存貨按成本值與可變現淨值兩者中之較低者入賬。成本按加權平均基準計算。可變現淨值乃根據估計售價減出售將產生的任何估計成本計算。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金、活期存款及可隨時轉換為已知數額現金、價值變動風險極微及一般自購入後三個月內到期的短期高流通性投資，減須按要償還並構成本集團現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭現金與銀行現金(包括定期存款)及性質類似現金的資產。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Provisions

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

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

A provision for reinstatement costs is recognised when a contractual obligation under the terms of an operating lease has arisen to reinstate a leased property at the end of the lease. Reinstatement costs are provided at the value of the expected costs to settle the obligation at the end of the reporting period using estimated cash flows and an equivalent asset is recognised and depreciated over the term of the operating lease. The estimated future costs of reinstatement are reviewed, and adjusted if appropriate, at least at each financial year end. Changes in the estimated future costs are added to or deducted from the cost of the corresponding asset.

Onerous contracts

An onerous contract exists when the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of fulfilling the contract. The cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling that contract.

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/jurisdictions in which the Group operates.

2.4 重大會計政策概要(續)

撥備

倘因過往事件產生現時債務(法定或推定)及將來可能需要有資源流出以償還債務,則確認撥備,惟有關債務數額能夠可靠估計。

倘折現之影響重大,則確認之撥備金額為預期需用作償還債務之未來支出於報告期末之現值。因時間流逝而產生之貼現現值增幅於綜合損益表確認。

於經營租賃條款下因須在租賃期末復原租賃物業而產生合約債務時,確認復原成本撥備。復原成本採用預計現金流量按報告期末償還債務預計成本值計提撥備,同時就經營租賃期確認一項等值資產並對其計提折舊。復原的預計未來成本至少須於每個財政年度末檢討及調整(如適用)。預計未來成本的變動會增添至相關資產的成本,或從相關資產的成本中扣除。

虧損性合約

當本公司訂立之合約之合約義務履行所不可避免之成本超過預期從該合約獲得之經濟效益,即代表存在虧損性合約。虧損性合約之撥備按終止合約之預期成本與履行合約所產生之淨成本兩者中較低者之現值計量。履行合約之成本包括履行合約之增量成本及與履行合約直接相關之其他成本之分攤金額。

所得稅

所得稅包括即期及遞延稅項。與在損益以外確認的項目相關的所得稅於損益以外確認,即其他全面收入或直接於權益確認。

即期稅項資產及負債乃按預期自稅務機構退回或付予稅務機構的金額根據截至報告期末已實施或實質上已實施的稅率(及稅法)計算,並考慮本集團經營所在國家/司法權區的現行詮釋及慣例。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Income tax (Continued)

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

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

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

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

2.4 重大會計政策概要 (續)

所得稅 (續)

遞延稅項採用負債法就報告期末資產及負債的稅基與財務報告所列的賬面值兩者間的所有暫時差額計提撥備。

遞延稅項負債乃就所有應課稅暫時差額而確認，惟下列情況除外：

- 遞延稅項負債乃因初次確認商譽或一項交易（並非業務合併）的資產或負債而產生，並於交易時並不影響會計利潤或應課稅損益；及
- 就與於附屬公司、聯營公司及合資公司的投資有關的應課稅暫時差額而言，暫時差額的撥回時間可予控制，而該等暫時差額於可見將來可能不會撥回。

遞延稅項資產乃就所有可扣稅暫時差額以及未動用稅項抵免及任何未動用稅項虧損的結轉予以確認。遞延稅項資產乃於有未來應課稅利潤可動用以抵銷可扣稅暫時差額以及未動用稅項抵免及未動用稅項虧損的結轉的情況下予以確認，惟下列情況除外：

- 與可扣稅暫時差額有關的遞延稅項資產乃因在一項並非業務合併的交易中初次確認資產或負債而產生，並於交易時並不影響會計利潤或應課稅損益；及

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

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

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

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

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 in the consolidated statement of profit or loss on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

2.4 重大會計政策概要(續)

所得稅(續)

- 就與於附屬公司、聯營公司及合資公司的投資有關的可扣稅暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回及有未來應課稅利潤可動用以抵銷暫時差額的情況，方予確認。

本集團會於各報告期末檢討遞延稅項資產的賬面值，並在不再可能有足夠應課稅利潤以動用全部或部分遞延稅項資產時，相應扣減該賬面值。未確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅利潤以動用全部或部分遞延稅項資產的情況予以確認。

遞延稅項資產及負債按照於報告期末已實施或實質上實施的稅率(及稅法)，以預計於變現資產或償還負債的期間內適用的稅率計量。

倘及僅當本集團具有在法律上可強制執行的權利以抵銷即期稅項資產與即期稅項負債，且遞延稅項資產及遞延稅項負債乃與同一稅務機關就同一應課稅實體或有意於往後各預期將結付或收回大額遞延稅項負債或資產的期間內按淨額基準結算即期稅項負債與資產或同時變現資產及清償負債的不同應課稅實體有關，則遞延稅項資產可與遞延稅項負債抵銷。

政府補貼

倘可合理保證將能收取補貼且將符合所有附帶條件，則政府補貼按其公允價值確認。倘補貼與開支項目相關，則於支銷擬用於補償的成本期間按系統基準於綜合損益表確認。

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2.4 SUMMARY OF 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 HKFRS 15.

2.4 重大會計政策概要 (續)

收入確認

客戶合約收入

當客戶合約收入按反映本集團預期有權獲得以交換該等貨品或服務的代價金額轉移至客戶時，確認客戶合約收入。

倘合約代價包括可變金額時，則代價金額估計為本集團就交換向客戶轉讓貨品或服務而有權收取的代價金額。可變代價於合約開始時估計並加以限制，直至已確認累計收入金額的重大收入撥回不太可能發生(倘可變代價的相關不確定因素其後得以解決)為止。

倘合約包括向客戶提供一年以上有關向客戶轉讓貨品或服務之重大融資利益的融資成分，則收入按應收金額的現行價值計量，並於合約開始時運用將於本集團與客戶之間的獨立融資交易中反映的折現率折現。倘合約包括提供本集團一年以上重大財務利益的融資成分，則根據該合約確認的收入包括根據實際利率法合約責任附有的利息開支。對於客戶付款與承諾貨品或服務轉移期間為一年或以下的合約，乃不就重大融資成分的影響運用香港財務報告準則第15號的實際權宜方法對交易價格進行調整。

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綜合財務報表附註

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Revenue recognition (Continued)

Details of the Group's revenue recognition policy is described as below:

- (a) Revenue from the provision of healthcare solution services is recognised upon the provision of the relevant services or on a time proportion basis over the terms of the fixed-fee service contracts (including annual retainer and capitation plans). Further details are explained in the accounting policy for "fixed-fee service contracts" below;
- (b) Revenue from the below services are recognised as services are rendered:
 - medical and dental services;
 - healthcare management services; and
 - administrative support services
- (c) dividend income, when the shareholders' right to receive payment has been established;
- (d) interest income, 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; and
- (e) rental income under operating leases is recognised on the straight-line basis over the terms of the relevant leases.

2.4 重大會計政策概要(續)

收入確認(續)

本集團之收入確認政策詳述如下：

- (a) 提供醫療保健解決方案服務的收入於提供相關服務時或在固定費用服務合約(包括年度定額收費及按人數承包計劃)履約期內按時間比例基準確認。進一步詳情於下文有關「固定費用服務合約」的會計政策闡釋；
- (b) 下列服務的收入於提供服務時確認：
 - 醫療及牙科服務；
 - 醫療保健管理服務；及
 - 行政支持服務
- (c) 股息收入：在股東收取相應款項的權利確立時確認；
- (d) 利息收入：按應計基準及以實際利率法，透過採用將金融工具在預期年期或較短期間(如適用)的估計未來現金收入貼現至金融資產的賬面淨值之比率予以確認；及
- (e) 經營租賃項下的租金收入：以直線法於有關租賃的期限內確認。

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Fixed-fee service contracts

The Group has certain medical, dental and other service contracts, in which the Group agrees to provide specific services over the terms of the contracts for a fixed fee in which the level of services depends on uncertain future events (the “Fixed-fee Service Contracts”). The Fixed-fee Service Contracts are in general of one to two years and the Group receives the related service fees upfront. The Contract Customers cannot recover the service fee upon the expiration of the respective fixed-fee service contract periods irrespective of whether the plan members utilised any services under the Fixed-fee Service Contracts.

At the end of each reporting period, tests are performed to ensure the adequacy of the contract liabilities under the Fixed-fee Service Contracts. In performing these tests, the current best estimates of future contractual cash flows under the Fixed-fee Service Contracts are used. Any deficiency is immediately charged to the consolidated statement of profit or loss by establishing a provision for losses.

Fees received or receivable under the Fixed-fee Service Contracts are recognised on a time proportion basis (i.e., straight-line basis) over the terms of the Fixed-fee Service Contracts. At the time of revenue recognition, plan members may not utilise any services under the Fixed-fee Service Contracts and hence, no direct cost will be incurred by the Group in association with the professional services rendered by the doctors, dentists and auxiliary service providers. Accordingly, expenses incurred in connection with the Fixed-fee Service Contracts are charged to the consolidated statement of profit or loss as incurred.

For certain contracts, the Group accepts significant insurance risk by agreeing to compensate the customer if a specified uncertain future event adversely affects the customer. The Group also mitigates the risk by using other contracts to transfer part of the risk to insurance companies. As the coverage period of each of the Group’s insurance and reinsurance contracts would be one year or less, they are expected to meet the eligibility criteria and be measured using the premium allocation approach. Those insurance and reinsurance contracts are considered to be insignificant to the Group’s consolidated financial statements

2.4 重大會計政策概要(續)

固定費用服務合約

本集團持有若干醫療、牙科及其他服務合約，本集團於此等合約中約定於合約期內以固定費用提供特定服務，而服務程度取決於未來的不確定事項（「固定費用服務合約」）。固定費用服務合約一般為期一至兩年，且本集團預收相關服務費。於相關固定費用服務合約屆滿後，不管計劃會員有否使用固定費用服務合約項下的任何服務，合約客戶均不能收回該服務費。

於各報告期末，本集團會進行測試以確保固定費用服務合約之合約負債足夠。進行此等測試時，對於固定費用服務合約下的未來合約現金流量，應使用當前的最佳估計。任何不足額隨即透過設立虧損撥備於綜合損益表內扣除。

於固定費用服務合約下的已收或應收費用，應按照時間比例基準（即按直線基準）在固定費用服務合約的履約期內確認。於確認收入時，計劃會員可能並未使用固定費用服務合約下的任何服務，因此，本集團並不會發生與醫生、牙醫及輔助服務提供者提供專業服務相關的直接成本。因此，與固定費用服務合約相關的費用於發生時從綜合損益表中扣除。

就若干合約而言，倘某項特定不確定未來事件對客戶造成不利影響，而本集團同意向該客戶作出賠償，則本集團承擔重大保險風險。本集團亦透過利用其他合約以轉移部分風險至保險公司來減低風險。由於本集團每份保險及再保險合約之承保期將為一年或更短，該等合約預計將符合條件標準，並將採用保費分配法進行計量。保險及再保險合約於本集團綜合財務報表中被視為微不足道。

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綜合財務報表附註

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Contract liabilities

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

Share-based payments

The Company operates share option schemes, a share award scheme and warrants scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors), consultants and a business partner of the Group receive remuneration in the form of share-based payments, whereby employees, consultants and a business partner render services as consideration for equity instruments ("equity-settled transactions").

In situations where the share-based payment transactions are with employees of the Group, the cost of equity-settled transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted, taking into account the terms and conditions upon which these equity instruments are granted. In situations where the share-based payment transactions are with non-employees of the Group, the cost of equity-settled transactions is measured by reference to the fair value of goods or services received, unless that fair value cannot be estimated reliably. If the Group cannot estimate reliably the fair value of the goods or services received, the Group measures the goods or services received, indirectly, by reference to the fair value of the equity instruments granted.

The fair value of the share options granted is determined by an external valuer using a binomial model, further details of which are given in note 36 to the consolidated financial statements.

2.4 重大會計政策概要 (續)

合約負債

合約負債於本集團轉移相關貨品或服務前收到客戶付款或到期付款(以較早者為準)時確認。當本集團根據合約履行合約時(即向客戶轉移相關貨品或服務的控制權),合約負債確認為收入。

以股份為基礎的付款

本公司設有購股權計劃、股份獎勵計劃及認股權證計劃,向為本集團業務成就作出貢獻的合資格參與者提供獎勵及報酬。本集團僱員(包括董事)、顧問及業務夥伴按以股份為基礎的付款方式收取薪酬,僱員、顧問及業務夥伴以提供服務作為權益工具的代價(「以權益結算之交易」)。

若以股份為基礎的付款交易以本集團的僱員為對象,則以權益結算之交易的成本參照權益工具於授出當日的公允價值計量,並考慮此等權益工具的授出條款及條件。若以股份為基礎的付款交易並非以本集團僱員為對象,則以權益結算之交易的成本參照所接收的貨品或服務的公允價值計量,除非無法可靠估計其公允價值。若本集團無法可靠估計所接收貨品或服務的公允價值,則本集團將參照授出的權益工具的公允價值間接計量所接受貨品或服務。

所授出購股權的公允價值由外部估值師使用二項式模型確定,進一步詳情載於綜合財務報表附註36。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

The cost of equity-settled transactions is recognised either in employee benefit expense or other expenses, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

The Group shall revise the estimates of the amount for the goods or services received if subsequent information indicates that the number of equity instruments expected to vest differs from previous estimates. For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

2.4 重大會計政策概要(續)

以股份為基礎的付款(續)

以權益結算之交易的成本乃於績效及／或服務條件達成的期間於僱員福利開支或其他開支中確認，並相應增加權益。從各報告期末至歸屬日對於以權益結算之交易所確認的累計費用，反映歸屬期屆滿的程度以及本集團對於最終將歸屬的權益工具數量的最佳估計。當期綜合損益表借記或貸記的金額代表當期期初和期末所確認的累計費用變動。

釐定獎勵獲授當日之公允價值時，並不計及服務及非市場績效條件，惟在有可能符合條件的情況，則評估為本集團對最終將會歸屬權益工具數目最佳估計一部分。市場績效條件反映於獎勵獲授當日之公允價值。獎勵之任何其他附帶條件(但不帶有服務要求)視作非歸屬條件。非歸屬條件反映於獎勵之公允價值，除非同時具服務及／或績效條件，否則獎勵即時支銷。

倘若隨後的信息顯示預期歸屬的股本工具數目與過往估計不同，本集團應修訂對所收到的貨品或服務之估計金額。因非市場績效及／或服務條件未能達成而最終無歸屬之獎勵並不確認為支出。凡獎勵包含市場或非歸屬條件，無論市場條件或非歸屬條件獲履行與否，而所有其他績效及／或服務條件均獲履行，則交易仍被視為一項歸屬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Share-based payments (Continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of the modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated 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.

2.4 重大會計政策概要 (續)

以股份為基礎的付款 (續)

倘修訂以權益結算之獎勵的條款，在未符合獎勵原有條款的情況下，確認最低費用，猶如條款並無修訂。此外，倘修訂導致以股份為基礎的付款的總公允價值增加，或對僱員有利，會於修訂日計量及確認相應費用。

若以權益結算之獎勵遭撤銷，則被視為於撤銷當日已歸屬，而尚未就該獎勵確認的任何費用須即時予以確認，其中包括受本集團或其僱員控制的非歸屬條件未獲履行的任何獎勵。然而，倘有一項新獎勵取代已撤銷獎勵，並於授出當日被指定為替代獎勵，則已撤銷獎勵及新獎勵均被視作原有獎勵之修訂（見上段所述）。

尚未行使購股權之攤薄影響於計算每股盈利時反映為額外股份攤薄。

其他僱員福利

退休金計劃

本集團根據香港強制性公積金計劃條例，為所有合資格參與之僱員提供定額供款強制性公積金退休福利計劃（「強積金計劃」）。供款乃根據僱員基本薪金之百分比計算，並於有關款項根據強積金計劃之規則須予支付時計入綜合損益表。強積金計劃之資產乃獨立於本集團之資產，並由獨立管理之基金持有。本集團之僱主供款於向強積金計劃作出供款時全數歸於僱員。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Other employee benefits (Continued)

Pension schemes (Continued)

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentages 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.

The employees of the Group's subsidiaries which operate in Macau are required to participate in a social security fund operated by the government of the Macao Special Administrative Region. These subsidiaries are required to contribute certain fixed amounts of their payroll costs to the social security fund. The contributions are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the social security fund.

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 consolidated 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.

2.4 重大會計政策概要(續)

其他僱員福利(續)

退休金計劃(續)

本集團於中國內地營運的附屬公司之僱員須參加當地市政府管理的中央退休金計劃。該等附屬公司須按薪酬成本的若干百分比對中央退休金計劃供款。根據中央退休金計劃的規則，供款於成為應付款項時自損益表中扣除。

本集團於澳門經營之附屬公司之僱員須參與由澳門特別行政區政府營運之社會保障基金。此等附屬公司須按其薪金成本中之若干固定金額向社會保障基金作出供款。有關供款在根據社會保障基金之規則須予支付時自綜合損益表扣除。

股息

末期股息於股東在股東大會上批准時確認為負債。擬派末期股息於綜合財務報表附註中作出披露。

中期股息則即時建議及宣派，因為本公司組織章程大綱及公司細則已授予董事宣派中期股息的權利。因此，中期股息於建議及宣派時即時確認為負債。

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2.4 SUMMARY OF MATERIAL ACCOUNTING

POLICIES (Continued)

Foreign currencies

These consolidated 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 consolidated 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.

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 subsidiaries outside Hong Kong, associates and a joint venture 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 exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated 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.

2.4 重大會計政策概要 (續)

外幣

綜合財務報表以港元呈列，港元亦為本公司的功能貨幣。本集團各下屬實體可自行決定其功能貨幣，而各實體財務報表內項目採用該功能貨幣計量。本集團各實體的外幣交易在初始確認時，採用其各自的功能貨幣於交易日的即期匯率入賬。以外幣計值之貨幣資產和負債採用各報告期末匯率將外幣金額折算為功能貨幣金額。由此產生的結算或貨幣項目折算差額，均於綜合損益表確認。以外幣按歷史成本計量之非貨幣項目，採用初始交易日期之匯率折算。

在釐定有關預付代價的非貨幣資產或非貨幣負債終止確認時初始確認相關資產、開支或收入使用的匯率時，初始交易日期即本集團初始確認預付代價產生的非貨幣資產或非貨幣負債的日期。倘支付或收取多筆預付款，則本集團對支付或收取的每一筆預付代價釐定交易日期。

若干香港以外附屬公司、聯營公司及一間合資公司的功能貨幣為港元以外貨幣。於報告期末，該等實體的資產及負債採用報告期末的匯率折算為港元，而其損益表採用該年度的加權平均匯率折算為港元。就此產生的匯兌差額，確認為其他全面收入並在匯兌波動儲備中累計。出售海外業務時，將與該海外業務相關的其他全面收入部份於綜合損益表中確認。

因收購海外業務產生的商譽及任何因收購而產生的資產及負債賬面值之公允價值調整，均被視為該海外業務的資產及負債並採用收盤匯率進行折算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
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2.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries outside Hong Kong 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.

3. ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Estimation uncertainty

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

Impairment of goodwill and indefinite-lived intangible assets

The Group determines whether goodwill and indefinite-lived intangible assets are impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill and indefinite-lived intangible assets are 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 and the indefinite-lived intangible assets at 30 June 2024 was HK\$164,157,000 (2023: HK\$164,768,000) and HK\$37,892,000 (2023: HK\$47,134,000), respectively. Further details of impairment testing are set out in note 18 to the consolidated financial statements.

2.4 重大會計政策概要 (續)

外幣 (續)

就綜合現金流量表而言，香港以外附屬公司的現金流量採用現金流量產生日期的即期匯率折算為港元。海外附屬公司於全年產生的經常性現金流按該年度加權平均匯率折算為港元。

3. 會計判斷及估計

編製本集團綜合財務報表時，管理層須作出會影響所呈報收入、開支、資產及負債之報告金額及其相關披露及或有負債披露之判斷、估計及假設。有關該等假設及估計之不確定性或會導致日後須就受影響之資產或負債賬面值作出重大調整。

估計不確定因素

於報告期末有關未來之主要假設及其他估計不確定性之主要來源，會使下一個財政年度內的資產及負債賬面值有重大調整的風險，詳見下文論述。

商譽及無限年期無形資產之減值

本集團至少每年釐定商譽及無限年期無形資產有否減值。為此需估計商譽及無限年期無形資產所分配的現金產生單位的使用價值。估計使用價值需要本集團估算現金產生單位之預期未來現金流量，並選擇合適的折現率計算該等現金流量的現值。於2024年6月30日，商譽及無限年期無形資產的賬面值分別為164,157,000港元（2023年：164,768,000港元）及37,892,000港元（2023年：47,134,000港元）。減值測試的進一步詳情載於綜合財務報表附註18。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

4. 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) Hong Kong & Macau Corporate Healthcare Solution Services segment engages in the provision of corporate healthcare solutions to Contract Customers in Hong Kong and Macau;
- (b) Hong Kong & Macau Clinical Healthcare Services segment engages in the provision of medical and dental services, medical imaging and laboratory services, health check-up, and other auxiliary services in Hong Kong and Macau; and
- (c) Mainland China Clinical Healthcare Services segment engages in the provision of health check-up service and selected outpatient services in Mainland China.

Management monitors the results of the Group's operating segments separately for the purpose of facilitating decision-making process of resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/ loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit before tax excluding interest income, other income and gains, and share of profits and losses of joint ventures and associates as well as head office and corporate expenses.

Segment assets exclude goodwill, investments in joint ventures and associates, financial assets at fair value through profit or loss, financial assets at amortised cost, investments at fair value through other comprehensive income, other assets and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude derivative financial instrument, and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

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

4. 經營分部資料

就管理而言，本集團基於其產品及服務組織業務單位運營，且有如下三個可呈報經營分部：

- (a) 香港及澳門企業醫療保健解決方案服務分部為位於香港及澳門的合約客戶提供企業醫療保健解決方案；
- (b) 香港及澳門臨床醫療保健服務分部包括於香港及澳門提供醫療及牙科服務、醫學影像及化驗服務、體檢及其他輔助服務；及
- (c) 中國內地臨床醫療保健服務分部為在中國內地提供體檢服務及選定門診服務。

管理層分別監控本集團各經營分部的業績，以促進資源分配及業績評估的決策程序。分部表現基於可呈報分部利潤／虧損評估，為經調整除稅前利潤／虧損的指標。經調整除稅前利潤／虧損按與本集團除稅前利潤一致的方式計量，當中不包括利息收入、其他收入及收益、分佔合資公司及聯營公司損益以及總辦事處及公司開支。

分部資產不包括商譽、於合資公司及聯營公司的投資、按公允價值計入損益的金融資產、按攤銷成本計量的金融資產、按公允價值計入其他全面收入的投資、其他資產及其他未分配總辦事處及公司資產，因此等資產按組合基準進行管理。

分部負債不包括衍生金融工具以及其他未分配總辦事處及公司負債，因此等負債按組合基準進行管理。

分部間銷售及轉讓乃參考按當時現行市價向第三方銷售的售價處理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 30 June 2024

4. 經營分部資料(續)

截至2024年6月30日止年度

		Hong Kong and Macau 香港及澳門		Mainland China 中國內地	
		Corporate Healthcare Solution Services 企業醫療保健 解決方案服務 HK\$'000 千港元	Clinical Healthcare Services 臨床醫療 保健服務 HK\$'000 千港元	Clinical Healthcare Services 臨床醫療 保健服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分部收入：				
External sales	外部銷售	254,520	450,869	43,100	748,489
Inter-segment sales	分部間銷售	1,320	132,215	–	133,535
		255,840	583,084	43,100	882,024
<i>Reconciliation:</i>	<i>調節：</i>				
Elimination of inter-segment sales	分部間銷售抵銷				(133,535)
Revenue	收入				748,489
Segment results	分部業績	39,568	17,230	13,724	70,522
<i>Reconciliation:</i>	<i>調節：</i>				
Interest income	利息收入				5,543
Other income and gains	其他收入及收益				27,388
Share of profit/(losses) of:	分佔利潤/(虧損)：				
Joint ventures	合資公司				(860)
Associates	聯營公司				232
Corporate and other unallocated expenses, net	公司及其他未分配開支淨額				(62,201)
Profit before tax	除稅前利潤				40,624
Income tax expense	所得稅費用				(5,407)
Profit for the year	年內利潤				35,217

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 30 June 2024 (Continued)

4. 經營分部資料(續)

截至2024年6月30日止年度(續)

		Hong Kong and Macau 香港及澳門		Mainland China 中國內地		
		Corporate Healthcare Solution Services 企業醫療保健 解決方案服務		Clinical Healthcare Services 臨床醫療 保健服務		Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment assets	分部資產	198,094	343,371	38,599		580,064
<i>Reconciliation:</i>		<i>調節:</i>				
Elimination of intersegment receivables	分部間應收款項 抵銷					(31,974)
Corporate and other unallocated assets	公司及其他 未分配資產					558,330
Total assets	總資產					1,106,420
Segment liabilities	分部負債	112,282	256,424	23,851		392,557
<i>Reconciliation:</i>		<i>調節:</i>				
Elimination of intersegment payables	分部間應付款項 抵銷					(31,974)
Corporate and other unallocated liabilities	公司及其他 未分配負債					1,562
Total liabilities	總負債					362,145
Other segment information:	其他分部資料:					
Depreciation and amortisation	折舊及攤銷	9,225	101,380	3,181		113,786
Capital expenditure*	資本開支*	2,096	54,317	832		57,245

* Capital expenditure consists of additions to property, plant and equipment and deposits paid for purchases of items of property, plant and equipment.

* 資本開支包括添置物業、廠房及設備及購買物業、廠房及設備項目支付的保證金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 30 June 2023

4. 經營分部資料(續)

截至2023年6月30日止年度

		Hong Kong and Macau 香港及澳門		Mainland China 中國內地		
		Corporate Healthcare Solution Services 企業醫療保健 解決方案服務 HK\$'000 千港元	Clinical Healthcare Services 臨床醫療 保健服務 HK\$'000 千港元	Clinical Healthcare Services 臨床醫療 保健服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
Segment revenue:	分部收入：					
External sales	外部銷售	244,691	437,819	44,657	727,167	
Inter-segment sales	分部間銷售	1,534	124,955	–	126,489	
		246,225	562,774	44,657	853,656	
<i>Reconciliation:</i>	<i>調節：</i>					
Elimination of inter-segment sales	分部間銷售抵銷				(126,489)	
Revenue	收入				727,167	
Segment results	分部業績	45,004	32,037	16,793	93,834	
<i>Reconciliation:</i>	<i>調節：</i>					
Interest income	利息收入				3,139	
Other income and gains	其他收入及收益				13,467	
Share of losses of:	分佔虧損：					
Joint ventures	合資公司				(636)	
Associates	聯營公司				(3,644)	
Corporate and other unallocated expenses, net	公司及其他未分配開支淨額				(41,795)	
Profit before tax	除稅前利潤				64,365	
Income tax expense	所得稅費用				(8,630)	
Profit for the year	年內利潤				55,735	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

4. OPERATING SEGMENT INFORMATION

(Continued)

Year ended 30 June 2023 (Continued)

4. 經營分部資料(續)

截至2023年6月30日止年度(續)

		Hong Kong and Macau 香港及澳門		Mainland China 中國內地		
		Corporate	Healthcare	Clinical	Clinical	Total
		Solution	Healthcare	Healthcare	Healthcare	
		Services	Services	Services	Services	
		企業醫療保健	臨床醫療	臨床醫療	臨床醫療	
		解決方案服務	保健服務	保健服務	保健服務	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Segment assets	分部資產	169,424	331,774	21,145		522,343
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment receivables	分部間應收款項抵銷					(14,921)
Corporate and other unallocated assets	公司及其他未分配資產					613,832
Total assets	總資產					1,121,254
Segment liabilities	分部負債	94,695	255,216	10,594		360,505
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment payables	分部間應付款項抵銷					(14,921)
Corporate and other unallocated liabilities	公司及其他未分配負債					5,951
Total liabilities	總負債					351,535
Other segment information:	其他分部資料:					
Depreciation and amortisation	折舊及攤銷	12,231	87,616	4,038		103,885
Capital expenditure*	資本開支*	850	108,208	276		109,334

* Capital expenditure consists of additions to property, plant and equipment and deposits paid for purchases of items of property, plant and equipment.

* 資本開支包括添置物業、廠房及設備及購買物業、廠房及設備項目支付的保證金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

4. OPERATING SEGMENT INFORMATION

(Continued)

Geographical information

During the year ended 30 June 2024, the Group operates within three geographical locations, Hong Kong, Macau and Mainland China. Further details of the geographical information in respect of revenue from external customers are set out in note 5 to the consolidated financial statements.

Non-current assets

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Hong Kong	香港	550,461	553,415
Mainland China	中國內地	2,918	4,508
Macau	澳門	4,407	2,431
TOTAL	總計	557,786	560,354

The non-current asset information above is based on the locations of the assets and excludes rental deposits, financial instruments and deferred tax assets.

4. 經營分部資料(續)

地域資料

截至2024年6月30日止年度，本集團於三個地區(即香港、澳門及中國內地)經營業務。有關來自外部客戶的收入的相關地域資料之進一步詳情載於綜合財務報表附註5。

非流動資產

上述非流動資產資料乃基於資產之位置，不包括租賃按金、金融工具及遞延稅項資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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4. OPERATING SEGMENT INFORMATION

(Continued)

Information about major customers

Revenue from two major customers from the Corporate Healthcare Solution Services segment is set out below:

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶A	41,064	46,229
Customer B	客戶B	32,785	27,754

5. REVENUE

An analysis of the Group's revenue is as follows:

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之客戶合約收入		
Provision of corporate healthcare solution services in Hong Kong and Macau	於香港及澳門提供企業醫療保健解決方案服務	254,520	244,691
Medical	醫療	235,124	225,159
Dental	牙科	19,396	19,532
Provision of clinical healthcare services in Hong Kong and Macau	於香港及澳門提供臨床醫療保健服務	450,869	437,819
Medical	醫療	398,562	379,273
Dental	牙科	52,307	58,546
Mainland China Clinical Healthcare Business	中國內地臨床醫療保健業務	43,100	44,657
TOTAL	合計	748,489	727,167

4. 經營分部資料(續)

主要客戶資料

來自兩名主要客戶(來自企業醫療保健解決方案服務分部)的收入載列如下:

5. 收入

本集團收入之分析如下:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

5. REVENUE (Continued)

Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 30 June 2024

5. 收入(續)

客戶合約收入

(i) 經分拆之收入資料

截至2024年6月30日止年度

Segments		Corporate	Clinical	Total
		Healthcare Solution Services	Healthcare Services	
分部		企業 醫療保健 解決方案 服務	臨床醫療 保健服務	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Type of services	服務類型			
Medical services	醫療服務	235,124	441,662	676,786
Dental services	牙科服務	19,396	52,307	71,703
Total revenue from contracts with customers	客戶合約收入總額	254,520	493,969	748,489
Geographical markets	地理市場			
Hong Kong	香港	242,176	448,025	690,201
Mainland China	中國內地	–	43,100	43,100
Macau	澳門	12,344	2,844	15,188
Total revenue from contracts with customers	客戶合約收入總額	254,520	493,969	748,489

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 June 2024
2024年6月30日

5. REVENUE (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

For the year ended 30 June 2023

Segments		Corporate	Clinical	Total
		Healthcare Solution Services	Healthcare Services	
分部		企業 醫療保健 解決方案 服務	臨床醫療 保健服務	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Type of services	服務類型			
Medical services	醫療服務	225,159	423,930	649,089
Dental services	牙科服務	19,532	58,546	78,078
Total revenue from contracts with customers	客戶合約收入總額	244,691	482,476	727,167
Geographical markets	地理市場			
Hong Kong	香港	231,545	435,216	666,761
Mainland China	中國內地	–	44,657	44,657
Macau	澳門	13,146	2,603	15,749
Total revenue from contracts with customers	客戶合約收入總額	244,691	482,476	727,167

5. 收入(續)

客戶合約收入(續)

(i) 經分拆之收入資料(續)

截至2023年6月30日止年度

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5. REVENUE (Continued)

Revenue from contracts with customers (Continued)

(i) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	計入報告期初合約負債確認的收入：		
Provision of corporate healthcare solution services	提供企業醫療保健解決方案服務	14,384	13,114

(ii) Performance obligations

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

Provision of corporate healthcare solution services

The Group provides healthcare solution services by entering into (i) capitation plan contract; (ii) annual retainer contract; and (iii) fee for service contract with Contract Customers. The performance obligation is satisfied over time as services are rendered. Payment is either paid upfront for capitation plan contract and annual retainer contract or billed based on each treatment incurred for fee for service contract which is generally due within 30 to 60 days.

Provision of clinical healthcare services

The performance obligation is satisfied at a point in time when services are rendered; and payment is mainly on cash or credit card settlement.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) which amounted to HK\$24,100,000 (2023: HK\$20,218,000) as at 30 June 2024 are expected to be recognised within one year.

5. 收入(續)

客戶合約收入(續)

(i) 經分拆之收入資料(續)

下表呈列於本報告期間確認並計入報告期初合約負債及就於過往期間達成的履約責任確認的收入金額：

	2024	2023
	2024年	2023年
	HK\$'000	HK\$'000
	千港元	千港元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Provision of corporate healthcare solution services	14,384	13,114

(ii) 履約責任

有關本集團履約責任的資料概述如下：

提供企業醫療保健解決方案服務

本集團透過與合約客戶訂立(i)按人數承包計劃合約；(ii)年度定額收費合約；及(iii)服務收費合約而提供企業醫療保健解決方案服務。履約責任隨著服務的提供而於一段時間內達成。按人數承包計劃合約及年度定額收費合約方面為提前付款，而服務收費合約方面則根據每次療程就付款開立一般於30至60日內到期的發票。

提供臨床醫療保健服務

履約責任於提供服務之時間點達成；且主要通過現金或信用卡結付款項。

於2024年6月30日分配予餘下履約責任(未達成或部分未達成)的交易價金額24,100,000港元(2023年：20,218,000港元)預期於一年內確認。

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6. OTHER INCOME AND GAINS

An analysis of the Group's other income and gains is as follows:

6. 其他收入及收益

本集團的其他收入及收益分析如下：

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Dividend income from investments at fair value through other comprehensive income	按公允價值計入其他全面收入之投資的股息收入	2,668	5,032
Rental income	租金收入	2,963	4,440
Bank interest income	銀行利息收入	5,363	2,811
Fair value gain on financial assets at fair value through profit or loss, net	按公允價值計入損益之金融資產的公允價值收益淨額	1,888	918
Administrative support fees income	行政支援費收入	1,520	583
Interest income on financial assets at amortised cost	按攤銷成本計量的金融資產的利息收入	-	328
Interest income from finance lease	融資租賃的利息收入	180	252
Gain from profit guarantee*	溢利保證收入*	18,000	-
Others	其他	3,313	5,186
		35,895	19,550

* The amount represents the adjusted shortfall payment of HK\$18,000,000 in relation to a guaranteed profit pursuant to the sale and purchase agreement between the Group and the seller from the acquisition of SkinCentral Limited. According to the settlement deed, the adjusted shortfall will be settled by the seller in three tranches, one of which amounts to HK\$3,000,000 and is to be settled by or before 30 June 2026, and has been classified under non-current assets.

* 此金額乃有關根據本集團與賣方就收購善肌聯合皮膚中心有限公司訂立的買賣協議項下保證溢利的經調整短欠款項18,000,000港元。根據結算契據，經調整短欠款項將由賣方分三期償付，其中一期為數3,000,000港元，將於2026年6月30日或之前償付，並已分類為非流動資產。

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7. PROFIT BEFORE TAX

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

7. 除稅前利潤

本集團除稅前利潤乃扣除／(計入)下列各項後得出：

			2024	2023
		Notes	2024年	2023年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Auditor's remuneration	核數師酬金		2,450	2,458
Cost of inventories consumed	已耗存貨成本		56,238	45,247
Professional services expenses	專業服務開支		270,917	255,396
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	41,686	32,376
Depreciation of right-of-use assets	使用權資產折舊	15(a)	71,034	69,681
Amortisation of other intangible assets	其他無形資產攤銷	17	1,066	1,828
Employee benefit expense (including directors' remuneration (note 9))*:	僱員福利開支(包括董事酬金(附註9))*:			
Salaries, allowances, bonuses and other benefits	薪金、津貼、獎金及其他福利		193,449	179,856
Equity-settled share-based payment expense (including employees, professional consultants and other business partner)	以權益結算以股份為基礎的付款開支(包括僱員、專業顧問及其他業務夥伴)	36, 37	796	2,620
Pension scheme contributions (defined contribution schemes) [†]	退休金計劃供款(定額供款計劃) [†]		8,633	7,380
Less: Government subsidies [®]	減：政府補貼 [®]		-	(2,422)
			202,878	187,434
Write-off of items of property, plant and equipment	撇銷物業、廠房及設備項目		535	482
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損		-	144
Impairment of goodwill	商譽減值	16	611	-
Write-off of intangible assets	撇銷無形資產	17	9,242	9,824
Impairment loss of investment in an associate	投資於一間聯營公司的減值虧損	20	600	1,546
Write-off of inventories	撇銷存貨		-	502
Lease payments not included in the measurement of lease liabilities	並不包括在租賃負債計量之租賃付款	15(c)	2,456	1,531
Fair value gain on financial assets at fair value through profit or loss, net**	按公允價值計入損益的金融資產的公允價值收益淨額**		(1,888)	(918)
Gain from profit guarantee	溢利保證收入		(18,000)	-
Lease modification	租賃修改		-	(126)
Provision for amounts due from an associate	應收一間聯營公司款項之撥備		1,127	-

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7. PROFIT BEFORE TAX (Continued)

- * Inclusive of employee benefit expense of HK\$5,832,610 (2023: HK\$7,617,000) paid/payable to the Group's employees for the rendering of professional services, which was classified as "Professional services expenses" in the consolidated statement of profit or loss.
- # As at 30 June 2024, the Group had no material forfeited contributions available to reduce its contributions to the pension schemes in future years (2023: Nil).
- ° The subsidies were granted under Employment Support Scheme from the Government of Hong Kong Special Administrative Region and were deducted in the line item of "Employee benefit expense" in the consolidated statement of profit or loss. There were no unfulfilled conditions relating to the subsidies.
- ** The net fair value gain was credited in the line item of "other income and gains" in the consolidated statement of profit or loss. The net fair value loss was debited in the line item of "other expenses" in the consolidated statement of profit or loss.

8. FINANCE COST

7. 除稅前利潤(續)

- * 包括就提供專業服務已付／應付本集團僱員的僱員福利開支5,832,610港元(2023年: 7,617,000港元)，有關開支在綜合損益表中被歸類為「專業服務費用」。
- # 於2024年6月30日，本集團並無重大沒收供款可用於抵減往後年度其對退休金計劃的供款(2023年: 無)。
- ° 有關補貼是根據香港特別行政區政府的保就業計劃撥出並在綜合損益表內的「僱員福利開支」單行項目中扣除。並無有關獲授補貼的未達成條件。
- ** 公允價值收益淨額在綜合損益表內的「其他收入及收益」單行項目中貸記。公允價值虧損淨額在綜合損益表內的「其他開支」單行項目中借記。

8. 融資成本

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on lease liabilities	租賃負債之利息	6,944	5,675

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9. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Hong Kong Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

9. 董事酬金

本年度董事酬金根據香港聯合交易所有限公司證券上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及香港公司(披露董事利益資料)規例第2部披露如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Fees	袍金	2,307	2,450
Other emoluments:	其他酬勞：		
Salaries, allowances and other benefits	薪金、津貼及其他福利	15,730	12,690
Discretionary bonuses	酌情花紅	-	865
Equity-settled share-based payment expense	以權益結算的以股份為基礎的付款開支	192	2,072
Pension scheme contributions	退休金計劃供款	36	28
		15,958	15,655
		18,265	18,105

Certain directors were granted share options and share awards, in respect of their services to the Group, under the share option schemes and the share award scheme of the Company, further details of which are set out in notes 36 and 37 to the consolidated financial statements, respectively.

若干董事就彼等向本集團提供服務而根據本公司的購股權計劃及股份獎勵計劃獲授購股權及股份獎勵，有關進一步詳情分別載於綜合財務報表附註36及37。

The fair values of such options and awards, which have been recognised in the consolidated statement of profit or loss over the vesting period, were determined as at the dates of grant and the amount included in the consolidated financial statements is included in the above directors' remuneration disclosures.

該等購股權及獎勵的公允價值於授出日期釐定，乃於歸屬期內在綜合損益表中確認，而計入綜合財務報表的金額包括在上述的董事酬金披露。

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9. DIRECTORS' REMUNERATION (Continued)

(a) Independent non-executive directors

9. 董事酬金 (續)

(a) 獨立非執行董事

		Salaries, allowances and other benefits	Discretionary bonuses	Equity-settled share-based payment expense	Pension scheme contributions	Total remuneration
	Fees	薪金、 津貼及 其他福利	酌情花紅	以權益結算的 以股份為基礎 的付款開支	退休金 計劃供款	酬金總額
	袍金					
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
2024	2024年					
Mr. Lee Luen Wai, John	李聯偉先生	290	-	-	-	290
Dr. Li Kwok Tung, Donald	李國棟醫生	240	-	-	-	240
Mr. Yeung Wing Sun, Mike (Note a)	楊榮樂先生 (附註a)	96	-	-	-	96
Mr. Chau Chit, Jeremy (Note a)	周哲先生 (附註a)	96	-	-	-	96
Mr. Yeung Tak Bun (Note b)	楊德斌先生 (附註b)	145	-	-	-	145
		867	-	-	-	867
2023	2023年					
Mr. Lee Luen Wai, John	李聯偉先生	290	-	-	-	290
Dr. Li Kwok Tung, Donald	李國棟醫生	240	-	-	-	240
Mr. Yeung Wing Sun, Mike	楊榮樂先生	240	-	-	-	240
Mr. Chau Chit, Jeremy	周哲先生	240	-	-	-	240
		1,010	-	-	-	1,010

Note a: Mr. Chau, Chit Jeremy and Mr. Yeung Wing Sun, Mike were retired as Independent non-executive director on 24 November 2023.

附註a: 周哲先生及楊榮樂先生於2023年11月24日退任獨立非執行董事。

Note b: Mr. Yeung Tak Bun was appointed as Independent non-executive director on 24 November 2023.

附註b: 楊德斌先生於2023年11月24日獲委任為獨立非執行董事。

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9. DIRECTORS' REMUNERATION (Continued)

(b) Non-executive director

		Fees	Salaries, allowances and other benefits 薪金、 津貼及 其他福利	Discretionary bonuses 酌情花紅	Equity-settled share-based payment expense 以權益結算的 以股份為基礎 的付款開支	Pension scheme contributions 退休金 計劃供款	Total remuneration 酬金總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2024	2024年						
Dr. Lee Kar Chung, Felix (Note c)	李家聰博士(附註c)	145	-	-	-	-	145
		145	-	-	-	-	145

Note c: Dr Lee Kar Chung, Felix was re-designated from an executive Director to a non-executive Director with effect from 24 November 2023.

附註c：李家聰博士自2023年11月24日起由執行董事調任非執行董事。

(c) Executive directors

		Fees	Salaries, allowances and other benefits 薪金、 津貼及 其他福利	Discretionary bonuses 酌情花紅	Equity-settled share-based payment expense 以權益結算的 以股份為基礎 的付款開支	Pension scheme contributions 退休金 計劃供款	Total remuneration 酬金總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2024	2024年						
Dr. Sun Yiu Kwong	孫耀江醫生	240	5,045	-	32	-	5,317
Dr. Sun Man Kin, Michael	孫文堅醫生	240	5,485	-	32	18	5,775
Ms. Kwok Cheuk Kwan, Jacquen	郭卓君女士	240	5,200	-	32	18	5,490
Mr. Tsang On Yip, Patrick	曾安業先生	240	-	-	32	-	272
Dr. Lee Kar Chung, Felix (Note c)	李家聰博士(附註c)	95	-	-	32	-	127
Dr. Lee Pak Cheung, Patrick	李柏祥醫生	240	-	-	32	-	272
		1,295	15,730	-	192	36	17,253
2023	2023年						
Dr. Sun Yiu Kwong	孫耀江醫生	240	6,741	-	82	-	7,063
Dr. Sun Man Kin, Michael	孫文堅醫生	240	600	100	872	4	1,816
Ms. Kwok Cheuk Kwan, Jacquen	郭卓君女士	240	4,599	765	872	18	6,494
Mr. Tsang On Yip, Patrick	曾安業先生	240	-	-	82	-	322
Dr. Lee Kar Chung, Felix (Note c)	李家聰博士(附註c)	240	750	-	82	6	1,078
Dr. Lee Pak Cheung, Patrick	李柏祥醫生	240	-	-	82	-	322
		1,440	12,690	865	2,072	28	17,095

Note c: Dr Lee Kar Chung, Felix was re-designated from an executive Director to a non-executive Director with effect from 24 November 2023.

附註c：李家聰博士自2023年11月24日起由執行董事調任非執行董事。

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9. DIRECTORS' REMUNERATION (Continued)

(c) Executive directors (Continued)

During the year, no remuneration was paid or payable by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2023: Nil).

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2023: Nil).

During the year, professional services fees were paid/payables to Dr. Sun Man Kin, Michael and Dr. Lee Pak Cheung, Patrick, the executive directors of the Company, in relation to the rendering of healthcare services to the Group. Further details of which are set out in note 42(b) to the consolidated financial statements.

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2023: three) directors, details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining two (2023: two) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	4,359	3,642
Discretionary bonuses	酌情花紅	443	390
Equity-settled share-based payment expense	以權益結算的以股份為基礎的付款開支	188	-
Pension scheme contributions	退休金計劃供款	36	36
		5,026	4,068

9. 董事酬金 (續)

(c) 執行董事 (續)

年內，本集團概無已付或應付董事酬金作為加入本集團或加入本集團後的獎勵或作為離職補償 (2023年：無)。

年內概無董事放棄或同意放棄任何酬金的安排 (2023年：無)。

於本年度，就孫文堅醫生及李柏祥醫生 (均為本公司執行董事) 為本集團提供醫療保健服務而有已付/應付彼等的專業服務費。進一步詳情載於綜合財務報表附註42(b)。

10. 五名最高薪酬僱員

年內，五名最高薪酬僱員包括三名 (2023年：三名) 董事，彼等的酬金詳情載於上文附註9。年內餘下兩名 (2023年：兩名) 既非本公司董事亦非行政總裁的最高薪酬僱員的酬金詳情如下：

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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:

10. 五名最高薪酬僱員 (續)

最高薪酬非董事及非行政總裁僱員在下列組別的人數如下：

		Number of employees	
		僱員人數	
		2024	2023
		2024年	2023年
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	–	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	1	1
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	–
		2	2

Share options and share awards were granted to a non-director and non-chief executive highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in notes 36 and 37 to the consolidated financial statements, respectively.

一名非董事亦非行政總裁的最高薪酬僱員就彼向本集團提供服務而獲授購股權及股份獎勵，有關進一步詳情分別載於綜合財務報表附註36及37。

The fair values of such options and awards, which have been recognised in the consolidated statement of profit or loss over the vesting period, were determined as at the dates of grant and the amount included in the consolidated financial statements is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

該等購股權及獎勵的公允價值於授出日期釐定，乃於歸屬期內在綜合損益表中確認，而計入綜合財務報表的金額包括在上述的非董事及非行政總裁最高薪酬僱員之酬金披露。

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11. INCOME TAX

Hong Kong Profits Tax has been provided at the rate of 16.5% (2023: 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 regime effective from the year of assessment 2018/2019.

The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

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

The amount of income tax charged to the consolidated statement of profit or loss represents:

11. 所得稅

香港利得稅已於年內對香港產生的估計應課稅利潤按16.5%（2023年：16.5%）的稅率計提撥備，但本集團一間附屬公司除外，該附屬公司為由2018/2019課稅年度起生效的兩級利得稅率制度下的合資格實體。

該附屬公司的首2,000,000港元應課稅利潤按8.25%稅率繳稅，其餘應課稅利潤按16.5%稅率繳稅。

其他地區應課稅利潤的稅項按本集團業務所在國家／司法權區的現行稅率計算。

於綜合損益表扣除之所得稅金額代表：

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Current – Hong Kong	即期－香港		
Charge for the year	年內支出	11,891	17,383
Over-provision in prior years	過往年度超額撥備	(1,391)	(364)
Current – Elsewhere	即期－其他地區		
Charge for the year	年內支出	2,409	1,454
Withholding tax	預扣稅	(10)	54
Under/(over)-provision in prior years	過往年度撥備不足／(超額撥備)	785	(1,716)
Deferred (note 33)	遞延(附註33)	(8,277)	(8,181)
Total tax charge for the year	年內稅項支出總額	5,407	8,630

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11. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax using the Hong Kong statutory tax rate (the statutory tax rate for the jurisdiction in which the majority of the Company's subsidiaries are domiciled) to the tax charge at the Group's effective tax rate is as follows:

11. 所得稅 (續)

本集團以香港法定稅率(即本公司大多數附屬公司註冊成立所在司法權區的法定稅率)計算適用於除稅前利潤的稅務開支與以實際稅率計算的稅務開支對賬如下:

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Profit before tax	除稅前利潤	40,624	64,365
Tax at the Hong Kong statutory tax rate of 16.5% (2023: 16.5%)	按香港16.5%(2023年: 16.5%)的法定稅率所計稅額	6,703	10,620
Difference in tax rates for specific jurisdictions or enacted by local tax authority, net	特定司法權區或當地稅務機關實施稅率之差異淨額	566	1,101
Adjustments in respect of current tax of previous periods	就過往期間的當期稅項作調整	(606)	(2,080)
Profits and losses attributable to joint ventures and associates	合資公司及聯營公司應佔利潤及虧損	-	706
Income not subject to tax	無須繳納稅項之收入	(4,481)	(3,806)
Expenses not deductible for tax	不可扣稅之支出	2,164	1,111
Tax losses utilised from previous periods	自過往期間動用之稅項虧損	(262)	(2,527)
Tax losses not recognised	未確認之稅項虧損	1,946	1,705
Others	其他	(623)	1,800
Tax charge at the Group's effective rate	按本集團實際稅率計算之稅項支出	5,407	8,630

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12. DIVIDENDS

12. 股息

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Dividends recognised as distribution during the year:	年內確認為分派的股息：		
Final 2023 – HK3.00 cents (2022: HK3.00 cents) per ordinary shares	2023年末期股息－每股普通股3.00港仙(2022年：3.00港仙)	24,329	23,780
Less: Dividend for shares held under the share award scheme	減：股份獎勵計劃項下預留的股份的股息	(352)	(299)
		23,977	23,481
Interim 2024 – HK1.30 cents (2023: HK1.70 cents) per ordinary share	2024年中期股息－每股普通股1.30港仙(2023年：1.70港仙)	10,542	13,786
Less: Dividend for shares held under the share award scheme	減：股份獎勵計劃項下預留的股份的股息	(152)	(193)
		10,390	13,593
		34,367	37,074
Dividend proposed after the end of the reporting period:	報告期末後擬派股息：		
Proposed final 2024 – HK2.00 cents (2023: HK3.00 cents) per ordinary share	建議2024年末期股息－每股普通股2.00港仙(2023年：3.00港仙)	16,219	24,329

The proposed final 2024 dividend of HK2.00 cents per ordinary share for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

年內建議2024年末期股息每股普通股2.00港仙須待本公司股東於應屆股東週年大會上批准。

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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 of HK\$40,643,000 (2023: HK\$60,452,000), and the weighted average number of ordinary shares of 799,484,654 (2023: 789,955,284) in issue during the year, as adjusted to exclude the shares held under the share award scheme.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$40,643,000 (2023: HK\$60,452,000). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares of 799,484,654 (2023: 789,955,284) in issue during the year and excluded the shares held under the share award scheme, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares of 169,917 (2023: 3,633) assumed to have been issued at no consideration on the deemed vesting of the respective share awards schemes.

The weighted average number of ordinary shares for the years ended 30 June 2024 and 2023 have been adjusted to reflect the bonus element in respect of scrip dividend during the year.

13. 本公司普通權益持有人應佔每股盈利

每股基本盈利金額乃基於本公司普通權益持有人應佔年內利潤40,643,000港元(2023年: 60,452,000港元)及年內已發行普通股加權平均股數799,484,654股(2023年: 789,955,284股)(不包括股份獎勵計劃項下預留的股份)計算。

每股攤薄盈利金額乃基於本公司普通權益持有人應佔年內利潤40,643,000港元(2023年: 60,452,000港元)計算。計算所用的普通股加權平均股數為計算每股基本盈利所用的年內已發行799,484,654股(2023年: 789,955,284股)普通股,並不包括股份獎勵計劃項下預留的股份,以及假設於各股份獎勵計劃視為已歸屬時,按無償方式發行的普通股加權平均股數為169,917股(2023年: 3,633股)。

截至2024年及2023年6月30日止年度的普通股加權平均數已作調整,以反映年內已分派的以股代息的紅利元素。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Notes	Buildings	Leasehold improvements	Furniture, fixtures and office equipment	Medical equipment	Computer	Motor vehicle	Total
		附註	樓宇	租賃物業裝修	傢俱、裝置及辦公室設備	醫療設備	電腦	汽車	合計
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元	千港元	千港元	千港元
30 June 2024	2024年6月30日								
At 30 June 2023 and at 1 July 2023:	於2023年6月30日及於2023年7月1日:								
Cost	成本		57,125	108,056	7,577	135,267	34,471	555	343,051
Accumulated depreciation	累計折舊		(4,480)	(48,650)	(5,260)	(51,056)	(27,507)	(555)	(137,508)
Net carrying amount	賬面淨值		52,645	59,406	2,317	84,211	6,964	-	205,543
At 1 July 2023, net of accumulated depreciation	於2023年7月1日，經扣除累計折舊		52,645	59,406	2,317	84,211	6,964	-	205,543
Additions	添置		-	19,924	358	24,827	5,104	-	50,213
Write-off	撇銷		-	(7)	(8)	(541)	(629)	-	(1,185)
Disposal	出售		-	-	-	-	-	-	-
Depreciation provided during the year	年內計提折舊	7	(927)	(19,298)	(712)	(16,613)	(4,136)	-	(41,686)
Exchange realignment	匯兌調整		-	2	-	-	(6)	-	(4)
At 30 June 2024, net of accumulated depreciation and impairment	於2024年6月30日，經扣除累計折舊及減值		51,718	60,027	1,955	91,884	7,297	-	212,881
At 30 June 2024:	於2024年6月30日:								
Cost	成本		57,125	123,064	7,903	145,917	38,074	552	372,635
Accumulated depreciation and impairment	累計折舊及減值		(5,407)	(63,037)	(5,948)	(54,033)	(30,777)	(552)	(159,754)
Net carrying amount	賬面淨值		51,718	60,027	1,955	91,884	7,297	-	212,881

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14. PROPERTY, PLANT AND EQUIPMENT (Continued)

14. 物業、廠房及設備 (續)

		Buildings	Leasehold improvements	Furniture, fixtures and office equipment	Medical equipment	Computer	Motor vehicle	Total
	Notes	樓宇	租賃物業裝修	傢俱、裝置及辦公室設備	醫療設備	電腦	汽車	合計
	附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
30 June 2023								
At 30 June 2022 and at 1 July 2022:								
Cost		57,125	88,209	7,834	92,309	30,682	602	276,761
Accumulated depreciation		(3,553)	(43,755)	(5,602)	(56,531)	(25,217)	(602)	(135,260)
Net carrying amount		53,572	44,454	2,232	35,778	5,465	-	141,501
At 1 July 2022, net of accumulated depreciation		53,572	44,454	2,232	35,778	5,465	-	141,501
Additions		-	30,549	880	61,420	5,136	-	97,985
Write-off		-	(610)	(88)	(37)	(31)	-	(766)
Disposal		-	-	-	(693)	-	-	(693)
Depreciation provided during the year	7	(927)	(14,960)	(703)	(12,205)	(3,581)	-	(32,376)
Exchange realignment		-	(27)	(4)	(52)	(25)	-	(108)
At 30 June 2023, net of accumulated depreciation and impairment		52,645	59,406	2,317	84,211	6,964	-	205,543
At 30 June 2023:								
Cost		57,125	108,056	7,577	135,267	34,471	555	343,051
Accumulated depreciation and impairment		(4,480)	(48,650)	(5,260)	(51,056)	(27,507)	(555)	(137,508)
Net carrying amount		52,645	59,406	2,317	84,211	6,964	-	205,543

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15. LEASES

The Group as a lessee

The Group has lease contracts for its medical centres, office properties and office equipment. The leases are negotiated for terms ranging from two to six years.

(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:

		Note	Leased properties	Office equipment	Total
		附註	租賃物業	辦公室設備	合計
			HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元
As at 1 July 2023	於2023年7月1日		107,654	278	107,932
Additions	添置		65,761	4,541	70,302
Depreciation charge	折舊支出	7	(70,513)	(521)	(71,034)
Exchange realignment	匯兌調整		(8)	–	(8)
As at 30 June 2024	於2024年6月30日		102,894	4,298	107,192

		Note	Leased properties	Office equipment	Total
		附註	租賃物業	辦公室設備	合計
			HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元
As at 1 July 2022	於2022年7月1日		135,206	792	135,998
Additions	添置		44,885	–	44,885
Lease modification	租賃修改		(2,924)	–	(2,924)
Depreciation charge	折舊支出	7	(69,167)	(514)	(69,681)
Exchange realignment	匯兌調整		(346)	–	(346)
As at 30 June 2023	於2023年6月30日		107,654	278	107,932

15. 租賃

本集團作為承租人

本集團就其醫務中心、辦公室物業及辦公室設備訂有租賃合約。租賃乃按二至六年期磋商。

(a) 使用權資產

本集團使用權資產的賬面值及年內變動如下：

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15. 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:

		Lease liabilities 租賃負債 HK\$'000 千港元
Carrying amount at 1 July 2023	於2023年7月1日的賬面值	123,415
New leases	新租賃	70,302
Accretion of interest recognised during the year	年內確認的利息增加	6,944
Payments	付款	(79,959)
Exchange realignment	匯兌調整	(7)
Carrying amount at 30 June 2024	於2024年6月30日的賬面值	120,695
Analysed into:	分析作：	
Current portion	即期部分	53,462
Non-current portion	非即期部分	67,233
		120,695

		Lease liabilities 租賃負債 HK\$'000 千港元
Carrying amount at 1 July 2022	於2022年7月1日的賬面值	148,341
New leases	新租賃	44,885
Lease modification	租賃修改	(3,050)
Accretion of interest recognised during the year	年內確認的利息增加	5,675
Payments	付款	(72,064)
Exchange realignment	匯兌調整	(372)
Carrying amount at 30 June 2023	於2023年6月30日的賬面值	123,415
Analysed into:	分析作：	
Current portion	即期部分	58,483
Non-current portion	非即期部分	64,932
		123,415

The maturity analysis of lease liabilities is disclosed in note 45 to the consolidated financial statements.

租賃負債的到期分析於綜合財務報表附註45披露。

15. 租賃 (續) 本集團作為承租人 (續)

(b) 租賃負債

租賃負債的賬面值及年內變動如下：

		Lease liabilities 租賃負債 HK\$'000 千港元
Carrying amount at 1 July 2023	於2023年7月1日的賬面值	123,415
New leases	新租賃	70,302
Accretion of interest recognised during the year	年內確認的利息增加	6,944
Payments	付款	(79,959)
Exchange realignment	匯兌調整	(7)
Carrying amount at 30 June 2024	於2024年6月30日的賬面值	120,695
Analysed into:	分析作：	
Current portion	即期部分	53,462
Non-current portion	非即期部分	67,233
		120,695

		Lease liabilities 租賃負債 HK\$'000 千港元
Carrying amount at 1 July 2022	於2022年7月1日的賬面值	148,341
New leases	新租賃	44,885
Lease modification	租賃修改	(3,050)
Accretion of interest recognised during the year	年內確認的利息增加	5,675
Payments	付款	(72,064)
Exchange realignment	匯兌調整	(372)
Carrying amount at 30 June 2023	於2023年6月30日的賬面值	123,415
Analysed into:	分析作：	
Current portion	即期部分	58,483
Non-current portion	非即期部分	64,932
		123,415

租賃負債的到期分析於綜合財務報表附註45披露。

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15. LEASES (Continued)

The Group as a lessee (Continued)

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

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on lease liabilities	租賃負債的利息	6,944	5,675
Depreciation charge of right-of-use assets	使用權資產的折舊支出	71,034	69,681
Lease modification	租賃修改	-	(126)
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 30 June (note 7)	有關短期租賃及餘下租期於6月30日或之前屆滿的其他租賃之開支(附註7)	2,456	1,531
Total amount recognised in profit or loss	於損益確認的總額	80,434	76,761

(d) The total cash outflow for leases are disclosed in note 40(c) to the consolidated financial statements.

The Group as a lessor

(e) Finance Lease Receivables

In 2022, one of the Group's lease is sublet under finance leases. The term of finance leases entered into is 4 years.

15. 租賃(續)

本集團作為承租人(續)

(c) 有關租賃於損益確認的金額如下：

	2024	2023
	2024年	2023年
	HK\$'000	HK\$'000
	千港元	千港元
Interest on lease liabilities	6,944	5,675
Depreciation charge of right-of-use assets	71,034	69,681
Lease modification	-	(126)
Expense relating to short-term leases and other leases with remaining lease terms ended on or before 30 June (note 7)	2,456	1,531
Total amount recognised in profit or loss	80,434	76,761

(d) 租賃的現金流出總額於綜合財務報表附註40(c)披露。

本集團作為出租人

(e) 應收融資租賃

於2022年，本集團一項租賃乃根據融資租賃分租。所訂立之融資租賃平均期限為4年。

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Non-current finance lease receivables	非即期應收融資租賃	1,876	3,904
Current finance lease receivables	即期應收融資租賃	2,028	1,954
		3,904	5,858

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15. LEASES (Continued)

The Group as a lessor (Continued)

(e) Finance Lease Receivables (Continued)

Amounts receivable under finance leases

		Minimum lease payments		Present value of lease payments	
		2024	2023	2024	2023
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Not later than one year	不超過一年	2,134	2,134	2,028	1,954
Later than one year and not later than two years	超過一年但不超過兩年	1,905	2,134	1,876	2,028
Later than two years and not later than five years	超過兩年但不超過五年	-	1,905	-	1,876
		4,039	6,173	3,904	5,858
Less: unearned finance income	減：未賺取融資收入	(135)	(315)	-	-
Present value of minimum lease payments receivable	應收最低租賃付款之現值	3,904	5,858	3,904	5,858

15. 租賃(續)

本集團作為出租人(續)

(e) 應收融資租賃(續)

融資租賃項下應收款項

16. GOODWILL

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Goodwill	商譽	164,157	164,768

Impairment testing of goodwill

During the year ended 30 June 2024, the Group has written off goodwill amounting to HK\$611,000 in relation to the cessation of operation of Longway Consultants Limited (2023: Nil).

Details of the impairment testing of goodwill have been set out in note 18 to the consolidated financial statements.

16. 商譽

商譽減值測試

於截至2024年6月30日止年度，本集團就長達顧問有限公司停止營運撇銷商譽611,000港元(2023年：無)。

商譽減值測試的詳情載於綜合財務報表附註18。

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17. OTHER INTANGIBLE ASSETS

17. 其他無形資產

		Brand names* 品牌名稱*	Customer relationships 客戶關係	Software 軟件	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
30 June 2024	2024年6月30日				
Cost at 1 July 2023, net of accumulated amortisation	於2023年7月1日的成本，扣除累計攤銷	47,134	1,066	-	48,200
Amortisation provided during the year	年內計提攤銷	-	(1,066)	-	(1,066)
Write-off ^Δ	撇銷 ^Δ	(9,242)	-	-	(9,242)
At 30 June 2024	於2024年6月30日	37,892	-	-	37,892
At 30 June 2024	於2024年6月30日：				
Cost	成本	37,892	9,472	5,285	52,649
Accumulated amortisation	累計攤銷	-	(9,472)	(5,285)	(14,757)
Net carrying amount	賬面淨值	37,892	-	-	37,892
30 June 2023	2023年6月30日				
Cost at 1 July 2022, net of accumulated amortisation	於2022年7月1日的成本，扣除累計攤銷	56,958	2,894	-	59,852
Amortisation provided during the year	年內計提攤銷	-	(1,828)	-	(1,828)
Write-off ^Δ	撇銷 ^Δ	(9,824)	-	-	(9,824)
At 30 June 2023	於2023年6月30日	47,134	1,066	-	48,200
At 30 June 2023	於2023年6月30日：				
Cost	成本	47,134	9,472	5,285	61,891
Accumulated amortisation	累計攤銷	-	(8,406)	(5,285)	(13,691)
Net carrying amount	賬面淨值	47,134	1,066	-	48,200

* Brand names are regarded as having indefinite useful lives as they are expected to generate net cash inflows to the Group indefinitely. As at 30 June 2024, brand names with indefinite useful lives were tested for impairment (note 18).

* 品牌名稱乃視為具有無限可使用年期，原因為其預期可以無限期為本集團產生淨現金流入。於2024年6月30日，具有無限可使用年期的品牌名稱已進行減值測試(附註18)。

^Δ The Group has written off brand names of HK\$9,242,000 in aggregate of a subsidiary and its directly-owned subsidiary upon its disposal during the year ended 30 June 2024. With the change in management's intention of use of certain brand name, one of the brand name is no longer to be used. Write-off of brand name of HK\$9,824,000 was recognised during the year ended 30 June 2023 based on the management decision.

^Δ 於截至2024年6月30日止年度，本集團就出售一間附屬公司及其直接附屬公司而撇銷品牌名稱合共9,242,000港元。因應管理層改變若干品牌名稱的使用目的，其中一項品牌名稱將不再使用。於截至2023年6月30日止年度，基於管理層決定而確認撇銷品牌名稱9,824,000港元。

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18. IMPAIRMENT TESTING OF GOODWILL AND INDEFINITE-LIVED INTANGIBLE ASSETS

Goodwill and indefinite-lived intangible assets acquired through business combinations are allocated to the following cash-generating units for impairment testing:

- Hong Kong medical services cash-generating unit; and
- Hong Kong dental services cash-generating unit.

The respective carrying amounts of goodwill and indefinite-lived intangible assets allocated to each of the cash-generating units are as follows:

	Hong Kong medical services		Hong Kong dental services		Total	
	香港醫療服務		香港牙科服務		合計	
	2024	2023	2024	2023	2024	2023
	2024年	2023年	2024年	2023年	2024年	2023年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Carrying amounts of goodwill	141,055	141,666	23,102	23,102	164,157	164,768
Carrying amounts of indefinite-lived intangible assets	37,892	47,134	-	-	37,892	47,134

The Group considers the higher of fair value less cost to disposal and the value in use when determining the recoverable amounts for impairment test.

18. 商譽及無限年期的無形資產減值測試

商譽及通過業務合併收購的無限年期的無形資產乃分配至以下現金產生單位進行減值測試：

- 香港醫療服務現金產生單位；及
- 香港牙科服務現金產生單位。

分配至各現金產生單位的商譽及無限年期的無形資產的各自賬面值如下：

於釐定減值測試的可收回金額時，本集團會考慮公允價值減出售成本及使用價值之較高者。

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18. IMPAIRMENT TESTING OF GOODWILL AND INDEFINITE-LIVED INTANGIBLE ASSETS

(Continued)

The recoverable amounts of the Hong Kong medical services and Hong Kong dental services cash-generating units have been determined based on a value in use calculation using cash flow projections based on financial budgets approved by senior management covering a five-year period. The basis used to determine the value assigned to the budgeted revenue is the average revenue achieved in the year immediately before the budget year, taking into account the expected growth rate. The growth rates and discount rates applied to the cash flow projections are as follows:

		2024	2023
		2024年	2023年
Hong Kong medical services	香港醫療服務		
Growth rate	增長率	4.0%-21.5%	4.4%-14.2%
Discount rate	折現率	17.0%	17.0%
Hong Kong dental services	香港牙科服務		
Growth rate	增長率	3.0%-4.0%	3.0%
Discount rate	折現率	17.0%	17.0%

Assumptions were used in the value in use calculations of the cash-generating units for 30 June 2024 and 30 June 2023. The following describes each key assumption on which management has based on its cash flow projections to undertake impairment testing of goodwill and indefinite-lived intangible assets:

Growth rate – The growth rate is determined with reference to the growth rate for the relevant unit, adjusted for expected business, market development and economic condition.

Discount rate – The discount rate used is before tax and reflects specific risks relating to the relevant unit which is determined with reference to the weighted average cost of capital of the Group.

Other key assumptions for the value in use calculations relate to the estimation of cash outflows for key operating costs. Such estimation is based on historical performance and/or amounts stipulated in underlying contracts, where applicable.

18. 商譽及無限年期的無形資產減值測試(續)

香港醫療服務及香港牙科服務現金產生單位的可收回金額根據使用價值進行計算而釐定，乃基於高級管理層所批准涵蓋五年期間的財政預算計算現金流預測。用於釐定預算收入相關價值的基準指緊接預算年度前一年所取得的平均收入，同時計及預期增長率。應用於現金流預測的增長率及折現率如下：

於2024年6月30日及2023年6月30日計算現金產生單位使用價值時採用了假設。管理層乃基於以下主要假設利用現金流量預測進行商譽及無限年期的無形資產減值測試：

增長率—增長率經參考有關單位的增長率而釐定，並就預期業務、市場發展及經濟條件予以調整。

折現率—所採用的折現率為除稅前並反映參考本集團資本成本加權平均值所釐定的有關單位的特定風險。

使用價值計算的其他關鍵假設與主要經營成本的現金流出量的估計有關。該等估計乃根據過往表現及／或相關合約(如適用)所訂明之金額作出。

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18. IMPAIRMENT TESTING OF GOODWILL AND INDEFINITE-LIVED INTANGIBLE ASSETS

(Continued)

The recoverable amount of the Hong Kong medical services CGU exceeds its carrying amount by HK\$27 million and it would be approximately equal to its carrying amount if each of the following individual assumptions were to change: 1) the revenue growth rate had been 2.2% lower for the first forecast year; and 2) the discount rate had been 0.7% higher. Except these, any reasonably possible changes in key assumptions used in the value-in-use calculation would not affect management's view on impairment test result as at 30 June 2024.

18. 商譽及無限年期的無形資產減值測試 (續)

香港醫療服務現金產生單位的可收回金額較其賬面值高出27百萬港元，而倘以下個別假設各自出現變動，則與其賬面值大致相同：1)收入增長率於首個預測年度下跌2.2%；及2)折現率上升0.7%。除此以外，計量使用價值所用的關鍵假設出現任何合理可能變動，均不會影響管理層對於2024年6月30日的減值測試結果的觀點。

19. INVESTMENTS IN JOINT VENTURES

19. 於合資公司的投資

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Share of net assets	應佔淨資產	7,162	8,022

Particulars of the Group's joint ventures as at 30 June 2024 are as follows:

本集團合資公司於2024年6月30日的詳情如下：

Name 名稱	Place of registration/ incorporation and business 註冊/註冊成立 及營業地點	Percentage of effective interest 有效權益百分比			Principal activities 主要業務
		Ownership interest 擁有權權益	Voting power 表決權	Profit sharing 利潤分成	
UMP Dental Centre JV Limited ("UMP Dental JV") 聯合醫務牙科合資有限公司 (「聯合醫務牙科合資公司」)	Hong Kong 香港	50	50	50	Provision of dental services 提供牙科服務
Acton Digital PET-CT Centre Limited ("Acton")	Hong Kong 香港	32.5	32.5	32.5	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務

The above investments are indirectly held by the Company.

上述投資由本公司間接持有。

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19. INVESTMENTS IN JOINT VENTURES (Continued)

The Group has discontinued the recognition of its share of losses of UMP Dental JV because the share of losses of the joint venture exceeded the Group's interest in the joint venture and the Group has no obligation to take up further losses. If UMP Dental JV subsequently reports profits, the Group resume recognising its share of those profits only after its share of the profits equals the share of losses not recognised. The amounts of the Group's unrecognised share of loss of this joint venture for the current year and cumulative losses at 30 June 2024 were HK\$84,000 (2023: share of gains of HK\$507,000) and HK\$1,064,000 (2023: HK\$980,000), respectively.

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

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Share of the joint venture's loss and total comprehensive loss for the year	應佔合資公司虧損及年內全面虧損總額	(860)	(636)
Aggregate carrying amount of the Group's investments in the joint ventures	本集團於合資公司的投資賬面總值	7,162	8,022

20. INVESTMENTS IN ASSOCIATES

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Share of net assets	應佔淨資產	4,226	18,895
Impairment*	減值*	(1,230)	(2,176)
		2,996	16,719

* As at 30 June 2024, the recoverable amount of the Group's interest in an associate, Tiger Era Limited, was assessed to be less than its carrying amount. Accordingly, the Group recognised an impairment loss of HK\$600,000 (note 7) for the year ended 30 June 2024.

As at 30 June 2023, the recoverable amount of the Group's interest in an associate was assessed to be less than its carrying amount. An impairment loss of HK\$1,546,000 (note 7) was recognised in that associate during the year ended 30 June 2023. During the year ended 30 June 2024, the investment in this associate was no longer accounted for as an associate and has been reclassified as investments at fair value through other comprehensive income (note 22).

19. 於合資公司的投資(續)

本集團已終止確認其應佔聯合醫務牙科合資公司的虧損，原因是應佔該合資公司的虧損已超出本集團於該合資公司的權益，本集團並無責任承擔進一步虧損。倘聯合醫務牙科合資公司其後錄得利潤，本集團僅會於其應佔利潤與未確認的應佔虧損相等後，方始恢復確認其應佔利潤。本集團於本年度應佔此合資公司的未確認虧損金額及於2024年6月30日累計虧損分別為84,000港元(2023年：應佔收益507,000港元)及1,064,000港元(2023年：980,000港元)。

下表說明個別不屬重大的本集團合資公司的匯總財務資料：

20. 於聯營公司的投資

* 於2024年6月30日，本集團於一間聯營公司賢鋒有限公司的權益的可收回金額被評定為低於其賬面值。因此，於截至2024年6月30日止年度，本集團已確認減值虧損600,000港元(附註7)。

於2023年6月30日，本集團於一間聯營公司的權益的可收回金額被評定為低於其面值。截至2023年6月30日止年度已確認該間聯營公司的減值虧損1,546,000港元(附註7)。截至2024年6月30日止年度，該間附屬公司的投資不再入賬為聯營公司，並已自於聯營公司的投資重新分類至按公允價值計入其他全面收入的投資(附註22)。

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20. INVESTMENTS IN ASSOCIATES (Continued)

Particulars of the associates are as follows:

20. 於聯營公司的投資(續)

聯營公司的詳細情況如下：

Name 名稱	Place of registration/ incorporation and business 註冊/註冊成立 及營業地點	Percentage of ownership interest attributable to the Group 本集團所佔擁有權權益 百分比		Principal activities 主要業務
		2024 2024年	2023 2023年	
Causeway Bay MRI Centre Limited 銅鑼灣磁力共振中心有限公司	Hong Kong 香港	20	20	Provision of medical imaging and laboratory services 提供醫學影像及化驗服務
Sunny Wealth Consultants Limited 朗寶顧問有限公司	Hong Kong 香港	30	30	Provision of surgical services 提供手術服務
Tiger Era Limited 賢鋒有限公司	Hong Kong 香港	30	30	Provision of surgical and consultation services 提供手術及諮詢服務
UMP Eyecare and Optometry Centre Limited ("UMP Eyecare") 聯合醫務眼科保健及視光中心 有限公司(「聯合眼科」)	Hong Kong 香港	50	50	Provision of medical services and sale of spectacles 提供醫療服務及銷售鏡片
UMP Medical Centre (Tsing Yi On Tao) Limited 聯合醫務中心(青衣安濤)有限公司	Hong Kong 香港	20	20	Provision of medical services 提供醫療服務
Paeon ProCare Day Surgery Centre Limited 倍康日間手術中心有限公司	Hong Kong 香港	25	25	Provision of day surgery services 提供日間手術服務
深圳醫信兒科門診部有限公司**	PRC 中國	20	20	Provision of medical services 提供醫療服務
Omni Care Medical Centre Limited	Hong Kong 香港	25	25	Provision of medical services 提供醫療服務

* The associate is a limited liability company under PRC law and registered as wholly-foreign owned enterprise under PRC law.

* The Company is under the process of liquidation as at 30 June 2024.

* 該聯營公司為中國法律下的有限責任公司並根據中國法律註冊為外商獨資企業。

* 該公司於2024年6月30日正處於清盤程序。

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20. INVESTMENTS IN ASSOCIATES (Continued)

The Group has discontinued the recognition of its share of losses of associates, Paeon ProCare Day Surgery Centre Limited and UMP Eyecare (2023: Paeon ProCare Day Surgery Centre Limited, UMP Eyecare and UMP Grandiose), because the share of losses of these associates exceeded the Group's interests in these associates and the Group has no obligation to take up further losses. The amount of the Group's unrecognised share of losses of these associates for the current year and cumulatively were HK\$1,086,000 (2023: HK\$1,206,000) and HK\$2,674,000 (2023: HK\$4,987,000) respectively.

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

	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Share of the associates' profit/(loss) and total comprehensive income/(loss) for the year	232	(3,644)
Aggregate carrying amount of the Group's investments in the associates	2,996	16,719

20. 於聯營公司的投資(續)

本集團已終止確認其應佔聯營公司倍康日間手術中心有限公司及聯合眼科(2023年: 倍康日間手術中心有限公司、聯合眼科及聯合君傲灣)的虧損, 因為應佔此等聯營公司的虧損已超出本集團於此等聯營公司的權益, 而本集團並無責任承擔進一步虧損。本集團於本年度及累計未確認的應佔該等聯營公司虧損金額分別為1,086,000港元(2023年: 1,206,000港元)及2,674,000港元(2023年: 4,987,000港元)。

下表說明個別不屬重大的本集團聯營公司的匯總財務資料:

21. FINANCIAL ASSETS AT AMORTISED COST

	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Financial assets at amortised cost	6,240	6,240
Impairment	(6,240)	(6,240)
	-	-
Analysed into:		
Non-current portion	-	-
Current portion	-	-
	-	-

As at 30 June 2024, the balance after the provision of impairment is nil (2023: Nil).

21. 按攤銷成本計量的金融資產

於2024年6月30日, 計提減值撥備後的結餘為零(2023年: 零)。

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22. INVESTMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

22. 按公允價值計入其他全面收入的投資

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資		
Unlisted equity investments, at fair value*	非上市股本投資，按公允價值計量*	13,448	5,167
Listed equity investment, at fair value*	上市股本投資，按公允價值計量*	17,005	31,677
		30,453	36,844

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

* 以上投資已指定為按公允價值計入其他全面收入，因為本集團認為此等投資在性質上屬策略投資。

During the year, the Group received dividends in the approximate amounts of HK\$nil (2023: HK\$30,000) and HK\$2,661,000 (2023: HK\$5,002,000) from an unlisted equity investment and a listed equity investment, respectively.

年內，本集團從一項非上市股本投資及一項上市股本投資分別收到股息約零港元（2023年：30,000港元）及2,661,000港元（2023年：5,002,000港元）。

On 31 August 2023, Dr. Sun Yiu Kwong has resigned from the board of director in The GBA Healthcare Group Limited and the Group lost its significant influence over The GBA Healthcare Group Limited. As a result, the investment in The GBA Healthcare Group Limited and its subsidiaries was no longer accounted for as an associate and has been reclassified as investments at fair value through other comprehensive income from investments in associates.

於2023年8月31日，孫耀江醫生辭去其於大灣區醫療集團有限公司董事會的職務，致使本集團失去其對大灣區醫療集團有限公司的重大影響力。因此，於大灣區醫療集團有限公司及其附屬公司的投資不再入賬為聯營公司，並已自於聯營公司的投資重新分類至按公允價值計入其他全面收入的投資。

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23. INVENTORIES

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Pharmaceutical supplies	醫藥供應	14,769	12,372

24. TRADE RECEIVABLES

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易應收款項	131,025	121,095

The Group's trading terms with its contract customers are mainly on credit. The credit period is generally one month, extending up to two months for certain customers. Each contract customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a designated policy to monitor and minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest bearing.

Included in the Group's trade receivables are trade receivables due from related companies of HK\$8,966,000 (2023: HK\$1,055,000), which have the same credit period as other Contract Customers. Chow Tai Fook Enterprises Limited ("CTFE") is a major beneficial shareholder of these related companies in which Mr. Tsang On Yip, Patrick, an executive director of the Company, is the Chief Executive Officer of CTFE.

23. 存貨

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Pharmaceutical supplies	醫藥供應	14,769	12,372

24. 貿易應收款項

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易應收款項	131,025	121,095

本集團與其合約客戶之貿易條款主要以信貸方式進行。信貸期一般為一個月，對若干客戶可延長至兩個月。每名合約客戶均設有最高信用額度。本集團力求對未償還應收款項維持嚴格控制，並設有指定政策，以監測並將信貸風險減至最低。逾期結餘由高級管理層定期審視。本集團並無就該等貿易應收款項餘額持有任何抵押品或其他信貸提升保障。貿易應收款項不計息。

本集團的貿易應收款項包括應收關聯公司的貿易應收款項8,966,000港元(2023年：1,055,000港元)，該等款項的信貸期與其他合約客戶相同。周大福企業有限公司(「周大福企業」)是該等關聯公司的主要實益股東，而本公司執行董事曾安業先生為周大福企業的行政總裁。

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24. TRADE RECEIVABLES (Continued)

An aging analysis of the trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 month	1個月內	78,302	75,143
1 to 2 months	1至2個月	24,919	20,972
2 to 3 months	2至3個月	23,273	12,308
Over 3 months	3個月以上	4,531	12,672
		131,025	121,095

A credit loss 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. 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 two years and are not subject to enforcement activity. As at 30 June 2024 and 2023, the Group assessed that the loss allowance under the application of HKFRS 9 was immaterial.

24. 貿易應收款項(續)

於報告期末的貿易應收款項按發票日期的賬齡分析如下：

於各報告日期採用撥備矩陣進行信貸虧損分析，以計量預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部組別的逾期天數。該計算反映了概率加權結果、貨幣時間價值及於報告日可獲得的有關過去事件、當前狀況及未來經濟狀況預測的合理可支持性資料。一般而言，貿易應收款項倘逾期超過兩年且不受執行活動規限將予以撇銷。於2024年及2023年6月30日，本集團評估應用香港財務報告準則第9號項下之虧損撥備並不重大。

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25. DEPOSIT, PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

25. 保證金、預付款項、其他應收款項及其他資產

			30 June 2024 2024年 6月30日 HK\$'000 千港元	30 June 2023 2023年 6月30日 HK\$'000 千港元
		Note 附註		
Prepayments	預付款項		7,026	7,267
Deposits paid for purchases of items of property, plant and equipment	購買物業、廠房及設備項目支付的保證金		7,066	5,968
Deposits	保證金	(a)	30,368	33,345
Other receivables	其他應收款項	(a)	24,286	10,864
			68,746	57,444
Less: Portion classified as non-current assets	減：分類為非流動資產的部分		(27,221)	(24,630)
Current portion	流動部分		41,525	32,814

Note:

- (a) The above balances relate to deposits and other receivables for which there was no recent history of default nor past due amounts as at 30 June 2024 and 2023. The loss allowance was assessed to be minimal.

附註：

- (a) 上列結餘是關於在2024年及2023年6月30日並無近期違約記錄及並無逾期金額之保證金及其他應收款項。虧損撥備經評定屬甚低。

26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

26. 按公允價值計入損益的金融資產

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Listed equity investments, at fair value	上市股本投資 (按公允價值計量)	1,615	1,654
Unlisted but quoted investment funds, at fair value	非上市但有報價的投資基金 (按公允價值計量)	39,519	27,793
		41,134	29,447

The above investments were classified as financial assets at fair value through profit or loss.

上述投資分類為按公允價值計入損益的金融資產。

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27. BALANCES WITH ASSOCIATES AND JOINT VENTURES

27. 與聯營公司及合資公司的結餘

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Due from associates	應收聯營公司款項	2,230	10,163
Impairment	減值	(1,127)	(6,772)
		1,103	3,391
Due to associates	應付聯營公司款項	293	1,131
Due from joint ventures	應收合資公司款項	25	50

The balances with associates and joint ventures are unsecured, interest-free and repayable on demand. Except for the amounts due from associates which are individually impaired, the expected credit losses were assessed to be minimal.

The above provision for impairment of amounts due from associates has been made for individually impaired amounts of HK\$1,127,000 (2023: HK\$6,772,000) with a carrying amount before provision of HK\$1,127,000 (2023: HK\$6,798,000), of which the related debtors were in financial difficulties and only a portion of the receivables is expected to be recovered.

與聯營公司及合資公司之結餘為無抵押、免息及按要求償還。除應收聯營公司款項為個別減值外，預期信貸虧損經評定為甚微。

以上應收聯營公司款項的減值撥備為已就個別減值款項1,127,000港元（2023年：6,772,000港元）而作出，撥備前的賬面值為1,127,000港元（2023年：6,798,000港元），相關債務人出現財政困難，因此，預期僅能收回部分應收款項。

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28. BALANCES WITH RELATED COMPANIES

28. 與關聯公司的結餘

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Due from related companies	應收關聯公司款項	1,335	1,335
Due to related companies	應付關聯公司款項	1,762	2,122

The balances with related companies are unsecured, interest-free and repayable on demand.

與關聯公司之結餘為無抵押、免息及按
要求償還。

Particulars of the amounts due from related companies, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Hong Kong Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

應收關聯公司款項詳情，根據香港公司
條例第383(1)(d)條及香港公司(披露董
事利益資料)規例第3部披露如下：

Name	名稱	Maximum amount		Maximum amount		
		At 30 June 2024	during the year	At 30 June 2023	during the year	At 1 July 2022
		於2024年 6月30日 HK\$'000 千港元	年內最高 未償還款項 HK\$'000 千港元	於2023年 6月30日 HK\$'000 千港元	年內最高 未償還款項 HK\$'000 千港元	於2022年 7月1日 HK\$'000 千港元
Healthcare Assets Management Limited ("HAML") and its subsidiaries*	醫療資產管理有限公司 (「醫療資產管理」)及 其附屬公司*	1,074	1,287	1,080	1,164	1,171

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28. BALANCES WITH RELATED COMPANIES

(Continued)

* HAML and its subsidiaries are jointly controlled by a subsidiary of CTFE. Mr. Patrick Tsang, an executive director of the Company, is the Chief Executive Officer of CTFE.

The amounts due from related companies are unsecured, interest-free and repayable on demand.

28. 與關聯公司的結餘 (續)

* 醫療資產管理及其附屬公司受周大福企業的一間附屬公司共同控制。本公司執行董事曾安業先生為周大福企業的行政總裁。

應收關聯公司款項為無抵押、免息及須應要求償還。

29. CASH, BANK BALANCES AND DEPOSITS

29. 現金、銀行結餘及存款

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Time deposits	定期存款		
– Maturing within 3 months	—3個月內到期	48,646	41,484
– Maturing after more than 3 months	—超過3個月後到期	56,975	52,794
Cash at banks and on hand	銀行存款及手頭現金	147,728	194,852
Pledged deposits	抵押存款	2,790	1,365
Cash, bank balances and deposits	現金、銀行結餘及存款	256,139	290,495
Less: Time deposits-maturing after more than 3 months	減：定期存款—超過3個月後到期	(56,975)	(52,794)
Less: Pledged deposits (note)	減：抵押存款(附註)	(2,790)	(1,365)
Cash and cash equivalents in the consolidated statement of cashflows	於綜合現金流量表的現金及現金等價物	196,374	236,336

Note: As at 30 June 2024, the Group has pledged deposits with an aggregate carrying amount of HK\$2,790,000 (2023: HK\$1,365,000) in connection with surety bonds issued by a bank in favour of independent third parties for potential damages of dental equipment and potential disruption of medical services.

附註：於2024年6月30日，本集團已抵押賬面總值合共2,790,000港元（2023年：1,365,000港元）的存款，乃涉及由一間銀行就潛在牙科設備損壞及潛在醫療服務干擾而向有關獨立第三方發出的履約保證。

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29. CASH, BANK BALANCES AND DEPOSITS

(Continued)

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$26,063,000 (2023: HK\$26,025,000). The RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and six 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.

30. TRADE PAYABLES

An aging analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Within 1 month	1個月內	41,233	36,925
1 to 3 months	1至3個月	31,598	26,157
Over 3 months	3個月以上	2,951	979
		75,782	64,061

The trade payables are non-interest-bearing and are normally settled on terms ranging from 30 to 90 days.

29. 現金、銀行結餘及存款 (續)

於報告期末，本集團以人民幣（「人民幣」）計值的現金及銀行結餘為26,063,000港元（2023年：26,025,000港元）。人民幣不可自由轉換為其他貨幣，然而，根據中華人民共和國外匯管理條例以及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換成其他貨幣。

銀行存款按基於每日銀行存款利率的浮動利率計息。短期定期存款的期間不定，由一日至六個月不等，視乎本集團的即時現金需要，按各短期定期存款利率賺取利息。銀行結餘及定期存款存放於信譽良好且近期並無違約記錄的銀行。

30. 貿易應付款項

於報告期末的貿易應付款項按發票日期的賬齡分析如下：

貿易應付款項為免息且一般於30至90天內結算。

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31. OTHER PAYABLES AND ACCRUALS

31. 其他應付款項及應計費用

			30 June 2024 2024年 6月30日 HK\$'000 千港元	30 June 2023 2023年 6月30日 HK\$'000 千港元
Contract liabilities	合約負債	(a)	24,100	20,218
Other payables	其他應付款項	(b)	15,755	34,087
Accruals	應計費用	(b)	14,925	13,646
Deposits received	已收保證金		3,854	2,177
Amount due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項	(c)	4,621	1,813
			63,255	71,941

Notes:

(a) Details of contract liabilities are as follows:

附註：

(a) 合約負債的詳情如下：

		30 June 2024 2024年 6月30日 HK\$'000 千港元	30 June 2023 2023年 6月30日 HK\$'000 千港元
Advances received from customers	從客戶收到的墊款		
Provision of corporate healthcare solution services to Contract Customers	向合約客戶提供企業醫療保健解決方案服務	18,433	14,384
Provision of clinical healthcare services	提供臨床醫療保健服務	5,667	5,834
		24,100	20,218

(b) Other payables and accruals are non-interest-bearing and are normally repayable on demand.

(b) 其他應付款項及應計費用不計息，且一般按的要求償還。

(c) The amounts due to non-controlling shareholders of subsidiaries are unsecured, interest-free and repayable on demand.

(c) 應付附屬公司非控股股東的金額為無抵押、不計息及按的要求償還。

32. LOANS FROM NON-CONTROLLING SHAREHOLDERS OF SUBSIDIARIES

32. 來自附屬公司非控股股東的貸款

		30 June 2024 2024年 6月30日 HK\$'000 千港元	30 June 2023 2023年 6月30日 HK\$'000 千港元
Loans from non-controlling shareholders	來自非控股股東的貸款	51,874	48,800

The loans from non-controlling shareholders of subsidiaries are unsecured, interest-free and repayable on demand.

來自附屬公司非控股股東的貸款為無抵押、不計息及按的要求償還。

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33. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Gross deferred tax assets

		Depreciation in excess of related depreciation allowance 超出相關 折舊撥備的 折舊 HK\$'000 千港元	Future benefit of tax losses 稅項虧損 之未來得益 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 30 June 2022 and at 1 July 2022	於2022年6月30日及 於2022年7月1日	2,035	3,075	5,110
Deferred tax (charged)/credited to the consolidated statement of profit or loss during the year (note 11)	年內於綜合損益表(扣除)/ 計入的遞延稅項(附註11)	(195)	4,253	4,058
At 30 June 2023 and at 1 July 2023	於2023年6月30日及 於2023年7月1日	1,840	7,328	9,168
Deferred tax credited to the consolidated statement of profit or loss during the year (note 11)	年內於綜合損益表計入的 遞延稅項(附註11)	1,288	15,051	16,339
At 30 June 2024	於2024年6月30日	3,128	22,379	25,507

33. 遞延稅項

年內的遞延稅項資產及負債變動如下：

遞延稅項資產總額

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33. DEFERRED TAX (Continued)

Gross deferred tax liabilities

33. 遞延稅項 (續)

遞延稅項負債總額

		Depreciation allowance in excess of related depreciation 超出相關折舊的折舊撥備 HK\$'000 千港元	Fair value adjustments arising from business combinations 業務合併產生的公允價值調整 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 30 June 2022 and at 1 July 2022	於2022年6月30日及於2022年7月1日	3,398	9,908	13,306
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 11)	年內於綜合損益表扣除/(計入)的遞延稅項(附註11)	(2,074)	(2,049)	(4,123)
At 30 June 2023 and at 1 July 2023	於2023年6月30日及於2023年7月1日	1,324	7,859	9,183
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (note 11)	年內於綜合損益表扣除/(計入)的遞延稅項(附註11)	8,324	(262)	8,062
At 30 June 2024	於2024年6月30日	9,648	7,597	17,245

At 30 June 2024, the Group has unrecognised tax losses arising in Hong Kong of HK\$51,848,000 (2023: HK\$54,184,000), subject to the agreement by the Hong Kong Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has unrecognised tax losses arising in Mainland China of HK\$10,861,000 (2023: HK\$14,055,000), subject to the agreement by the relevant taxation authority, that will expire in five years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses due to unpredictability of future taxable profit streams.

於2024年6月30日，本集團在香港產生的未確認稅項虧損為51,848,000港元（2023年：54,184,000港元）（有待香港稅務局同意），該等稅項虧損可無限期用作抵銷產生虧損的公司的未來應課稅利潤。本集團亦有在中國內地產生的未確認稅項虧損10,861,000港元（2023年：14,055,000港元）（有待相關稅務機關同意），該等稅項虧損將於五年內屆滿，可用作抵銷產生虧損的公司的未來應課稅利潤。由於無法預測未來應課稅利潤來源，因此並無就該等虧損確認遞延稅項資產。

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33. DEFERRED TAX (Continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. Withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 30 June 2024, 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 in Mainland China. 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 in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$24,007,000 at 30 June 2024 (2023: HK\$19,633,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

33. 遞延稅項 (續)

根據中國企業所得稅法，於中國內地成立之外商投資企業向外國投資者宣派之股息須按10%徵收預扣稅。此規定由2008年1月1日起生效，並適用於2007年12月31日後之盈利。倘中國內地與外國投資者所在司法權區之間訂立稅務條約，則可能採用預扣稅率。本集團適用的預扣稅率為10%。因此，本集團須為於中國內地成立的附屬公司就2008年1月1日起產生之盈利分派股息而繳納預扣稅。

於2024年6月30日，並無就因本集團於中國內地成立的附屬公司的未匯出盈利（須繳納預扣稅者）而應付的預扣稅確認遞延稅項。董事認為，該等附屬公司於可見將來將不大可能分派有關盈利。於2024年6月30日，與投資於中國內地的附屬公司有關的未確認遞延稅項負債的暫時性差異合共約為24,007,000港元（2023年：19,633,000港元）。

本公司向股東派發的股息並無受所得稅影響。

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34. PROVISION

34. 撥備

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
At the beginning of year	於年初	11,902	9,788
Additions during the year	年內增加	2,574	2,557
Amount utilised during the year	年內動用金額	(1,050)	(168)
Over-provision in prior years	過往年度超額撥備	-	(258)
Exchange realignment	匯兌調整	1	(17)
		13,427	11,902
less: Portion classified as non-current liabilities	減：分類為非流動負債之部份	(7,303)	(6,309)
Current Portion	流動部份	6,124	5,593

Pursuant to the terms of the respective tenancy agreements entered into by the Group, the Group is required to return certain of its leased properties to the conditions as stipulated in the respective tenancy agreements at the expiration or sooner determination of the corresponding lease terms as appropriate. The provision for reinstatement costs was estimated based on certain assumptions and estimates made by the directors with reference to quoted prices and/or other available information. The assumptions and estimates are reviewed on an ongoing basis and revised as appropriate.

根據本集團所訂立的有關租賃協議的條款，於相關租期屆滿時或提早終止時（視乎情況適當而定），本集團須將其若干租賃物業恢復至有關租賃協議訂明的狀態。復原成本撥備乃基於董事參考報價及／或其他可得資料所作出的若干假設及估計而預測。假設及估計會予以持續檢討並作出適當修訂。

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35. SHARE CAPITAL Shares

35. 股本 股份

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Authorised:	法定：		
5,000,000,000 (2023: 5,000,000,000) ordinary shares of HK\$0.001 (2023: HK\$0.001) each	5,000,000,000股 (2023年：5,000,000,000股) 每股面值0.001港元 (2023年：0.001港元) 的普通股	5,000	5,000
Issued and fully paid:	已發行及繳足：		
810,955,244 (2023: 810,955,244) ordinary shares of HK\$0.001 (2023: HK\$0.001) each	810,955,244股 (2023年：810,955,244股) 每股面值0.001港元 (2023年：0.001港元) 的普通股	811	811

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35. SHARE CAPITAL (Continued) Shares (Continued)

The movements in the Company's authorised and issued share capital during the years ended 30 June 2024 and 2023 are as follows:

		Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定：		
At 1 July 2022, at 30 June 2023 at 1 July 2023 and at 30 June 2024	於2022年7月1日、 於2023年6月30日、 於2023年7月1日及 於2024年6月30日	5,000,000,000	5,000
Issued and fully paid:	已發行及繳足：		
At 1 July 2022	於2022年7月1日	792,666,555	793
Shares issued in lieu of cash dividend	發行股份以代替 現金股息	(a) 18,288,689	18
At 30 June 2023, 1 July 2023 and at 30 June 2024	於2023年6月30日、 2023年7月1日及於 2024年6月30日	810,955,244	811

(a) On 25 November 2022, the Company's shareholders approved at the annual general meeting a final dividend of HK3.00 cents per ordinary share payable in cash with a scrip dividend alternative (the "Scrip Dividend Scheme 2022") for the year ended 30 June 2022 (the "2022 Final Dividend"). During the year ended 30 June 2023, 18,288,689 new shares were issued by the Company at a deemed price of \$0.78 per ordinary share, credited as fully paid, to shareholders of the Company who had elected to receive scrip shares in lieu of cash to settle the 2022 Final Dividend of HK\$14,265,000. The remaining balance of the 2022 Final Dividend of HK\$9,515,000 was satisfied by cash. Further details of the Scrip Dividend Scheme 2022 are set out in the Company's circular dated 23 December 2022.

35. 股本 (續) 股份 (續)

本公司於截至2024年及2023年6月30日止年度之法定及已發行股本變動如下：

(a) 於2022年11月25日，本公司股東於股東週年大會上批准派發截至2022年6月30日止年度的末期股息每股普通股3.00港仙，有關股息以現金支付並附有以股代息備選方案（「以股代息計劃2022」）（「2022年末期股息」）。截至2023年6月30日止年度，本公司按每股普通股0.78港元的視作價格向選擇收取代息股份以代替現金的本公司股東發行18,288,689股入賬列作繳足之新股份，以支付14,265,000港元的2022年末期股息。2022年末期股息的餘額9,515,000港元已經以現金支付。以股代息計劃2022的進一步詳情載於日期為2022年12月23日的本公司通函。

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36. SHARE OPTION SCHEMES

Share option schemes

The Company adopted a pre-initial public offering share option scheme (the “Pre-IPO Share Option Scheme”) and a share option scheme (the “Share Option Scheme”) (collectively, the “Schemes”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. The Company terminated the Share Option Scheme and adopted the 2023 Share Option Scheme both with effect from 24 November 2023. The principal terms of the Pre-IPO Share Option Scheme are similar to the terms of the Share Option Scheme except that (i) no further options could be granted under the Pre-IPO Share Option Scheme; and (ii) the exercise price and the exercise period of the share options are different as further detailed below.

Eligible participants of the Schemes include the Company’s directors, including independent non-executive directors, other employees of the Group, consultants of the Group, suppliers of goods or services to the Group, customers of the Group, the Company’s shareholders, and any non-controlling shareholder in the Company’s subsidiaries. The Pre-IPO Share Option Scheme was approved and adopted on 18 August 2015. The Share Option Scheme became effective on 27 November 2015 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Schemes is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Schemes within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company’s shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders’ approval in advance in a general meeting.

36. 購股權計劃

購股權計劃

本公司採納首次公開發售前購股權計劃（「首次公開發售前購股權計劃」）及購股權計劃（「購股權計劃」）（統稱「計劃」），目的為向對本集團營運成功有所貢獻的合資格參與者提供獎勵及報酬。本公司已終止購股權計劃並採納2023年購股權計劃，兩者均於2023年11月24日生效。首次公開發售前購股權計劃主要條款與購股權計劃條款相似，惟以下除外：(i) 不可再根據首次公開發售前購股權計劃授出購股權；及(ii) 購股權的行使價及行使期，有關差異於下文詳述。

計劃合資格參與者包括本公司董事（包括獨立非執行董事）、本集團其他僱員、本集團的顧問、向本集團提供貨品或服務的供應商、本集團客戶、本公司的股東以及本公司附屬公司的任何非控股股東。首次公開發售前購股權計劃於2015年8月18日獲批准及採納。購股權計劃於2015年11月27日生效，除非以其他方式取消或修訂，否則自該日期起維持有效10年。

目前獲准按計劃授出的未行使購股權最高數目相等於獲行使時本公司於任何時間已發行股份10%。根據購股權可於任何12個月期間內向計劃各合資格參與者發行的股份最高數目，限於本公司於任何時間已發行股份1%。任何超出此限額的進一步授出購股權須獲股東大會上股東批准。

向本公司董事、行政總裁或主要股東或任何彼等聯繫人授出的購股權須預先獲得獨立非執行董事批准。此外，向本公司主要股東或獨立非執行董事或任何彼等聯繫人授出任何購股權（超過本公司任何時間已發行股份0.1%或總值（基於本公司股份於授出日期的收市價）於任何12個月期間內超過5百萬港元），須預先於股東大會上獲股東批准。

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36. SHARE OPTION SCHEMES (Continued)

Share option schemes (Continued)

The exercise price of share options under the Pre-IPO Share Option Scheme is HK\$1.2228 and the share options are exercisable after a vesting period of one to two years in the following manner:

Vesting period of the relevant percentage of the options	購股權相關百分比的歸屬期	Maximum percentage of options exercisable 可行使購股權的最高百分比
From 18 August 2015 to 17 August 2016	2015年8月18日至2016年8月17日	10%
From 18 August 2015 to 17 August 2017	2015年8月18日至2017年8月17日	90%

The offer of a grant of share options under the Share Option Scheme may be accepted upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted under the Share Option Scheme is determinable by the directors, and commences after a vesting period and ends on a date which is not later than 10 years from the date of offer of the share options.

The exercise price of share options under the Share Option Scheme is determinable by the directors, but may not be less than the higher of (i) the nominal value of the shares; (ii) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets on the date of offer of the share options; and (iii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

36. 購股權計劃(續)

購股權計劃(續)

首次公開發售前購股權計劃項下購股權的行使價為1.2228港元，購股權可於一至兩年歸屬期後按以下方式行使：

根據購股權計劃提出授予購股權可能自承授人支付象徵式代價合共1港元後獲批准。根據購股權計劃獲授購股權的行使期可由董事釐定，於歸屬期後開始，於購股權要約日期起不少於10年的日期。

購股權計劃項下購股權的行使價由董事釐定，惟不得低於(i)股份的面值；(ii)聯交所每日報價表內所示本公司股份於購股權要約日期的收市價；及(iii)聯交所每日報價表內所示本公司股份於緊接購股權要約日期前五個交易日的平均收市價(以較高者為準)。

購股權並無授予持有人獲派股息或於股東大會上投票之權利。

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36. SHARE OPTION SCHEMES (Continued)

Share option schemes (Continued)

The following share options under the Pre-IPO Share Option Scheme were outstanding during the year:

		2024 2024年		2023 2023年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權 數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權 數目 '000 千份
At the beginning of year	於年初	-	-	1.2228	23,822
Exercised during the year	年內行使	-	-	-	-
Lapsed during the year	年內失效	-	-	1.2228	(23,822)
At the end of year	於年末	-	-	-	-

No share options were exercised during the years ended 30 June 2024 and 2023.

The following share options under the Post-IPO Share Option Scheme were outstanding during the year:

		2024 2024年		2023 2023年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權 數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權 數目 '000 千份
At the beginning of year	於年初	1.4	25,740	1.38	26,310
Exercised during the year	年內行使	-	-	-	-
Forfeited during the year	年內沒收	0.77	(432)	0.77	(342)
Lapsed during the year	年內失效	1.96	(12,608)	0.77	(228)
At the end of year	於年末	0.87	12,700	1.40	25,740

No share options were exercised during the years ended 30 June 2024 and 2023.

36. 購股權計劃 (續)

購股權計劃 (續)

年內，首次公開發售前購股權計劃項下尚未行使的購股權如下：

截至2024年及2023年6月30日止年度內並無購股權獲行使。

年內，首次公開發售後購股權計劃項下尚未行使的購股權如下：

截至2024年及2023年6月30日止年度內並無購股權獲行使。

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36. SHARE OPTION SCHEMES (Continued)

Share option schemes (Continued)

The exercise prices and exercise periods of the share options outstanding under the Schemes as at the end of the reporting period are as follows:

2024

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期	
'000 千份			
250	1.56	4 May 2020 to 3 May 2025	2020年5月4日至2025年5月3日
500	1.56	4 May 2021 to 3 May 2025	2021年5月4日至2025年5月3日
750	1.56	4 May 2022 to 3 May 2025	2022年5月4日至2025年5月3日
4,480	0.772	26 May 2022 to 25 May 2029	2022年5月26日至2029年5月25日
3,360	0.772	26 May 2023 to 25 May 2029	2023年5月26日至2029年5月25日
3,360	0.772	26 May 2024 to 25 May 2029	2024年5月26日至2029年5月25日
12,700			

2023

Number of options 購股權數目	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期	
'000 千份			
11,600	2.06	30 June 2019 to 5 November 2023	2019年6月30日至2023年11月5日
250	1.56	4 May 2020 to 3 May 2025	2020年5月4日至2025年5月3日
500	1.56	4 May 2021 to 3 May 2025	2021年5月4日至2025年5月3日
750	1.56	4 May 2022 to 3 May 2025	2022年5月4日至2025年5月3日
5,056	0.772	26 May 2022 to 25 May 2029	2022年5月26日至2029年5月25日
3,792	0.772	26 May 2023 to 25 May 2029	2023年5月26日至2029年5月25日
3,792	0.772	26 May 2024 to 25 May 2029	2024年5月26日至2029年5月25日
25,740			

36. 購股權計劃(續)

購股權計劃(續)

於報告期末計劃項下尚未行使購股權的行使價及行使期如下：

2024年

2023年

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36. SHARE OPTION SCHEMES (Continued)

Share option schemes (Continued)

No share options were granted under the Schemes during the years ended 30 June 2024 and 30 June 2023. During the years, the Group recognised a share-based payment expense of HK\$354,000 (2023: HK\$1,039,000).

The Company has not granted any share options under the 2023 Share Option Scheme since its adoption.

The expected life of the options is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 12,700,000 share options outstanding under the Schemes. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 12,700,000 additional ordinary shares of the Company and additional share capital of approximately HK\$12,700 and share premium of approximately HK\$10,974,000 (before issue expenses).

At the date of approval of these consolidated financial statements, the Company had 12,700,000 share options outstanding under the Schemes, which represented approximately 1.6% of the Company's shares in issue as at that date.

36. 購股權計劃 (續)

購股權計劃 (續)

截至2024年6月30日及2023年6月30日止年度內並無根據計劃授出購股權。本集團於年度內確認以股份為基礎的付款開支354,000港元(2023年: 1,039,000港元)。

本公司自採納以來並無根據2023年購股權計劃授出任何購股權。

購股權的預期年期並不一定反映可能產生的行使模式。預期波幅反映假設過往波幅可反映未來趨勢(亦可能未必反映實際結果)。

概無於公允價值計量納入已授出購股權的其他特點。

於報告期末,本公司根據計劃有12,700,000份尚未行使購股權。根據本公司目前資本架構,悉數行使尚未行使購股權將導致發行本公司12,700,000股額外普通股及增加股本約12,700港元及股份溢價約10,974,000港元(扣除發行開支前)。

於此等綜合財務報表獲批准日期,本公司根據計劃有12,700,000份尚未行使購股權,相當於本公司於該日的已發行股份約1.6%。

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37. SHARE AWARD SCHEME

On 30 June 2016, the Company adopted a share award scheme (the “Share Award Scheme”) for the purpose of recognising the contributions by certain eligible participants and providing them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for the growth and further development of the Group.

The Board resolved to amend the Share Award Scheme with effect from 24 November 2023 (the “Amendment Date”).

Eligible participants of the Share Award Scheme include the Company’s directors, senior management and other employees of the Group, and service provider(s) of the Group. The Share Award Scheme shall be valid and effective for a further term of 10 years commencing on the Amendment Date.

The maximum number of shares currently permitted to be granted under the Share Award Scheme is limited to 10% of the issued share capital of the Company as at the Amendment Date. The maximum number of shares which may be awarded to each eligible participant in the Share Award Scheme is limited to 1% of the issued share capital of the Company in each year.

The eligible participant for participation in the Share Award Scheme (the “Selected Participant”) is selected and the number of shares to be awarded under the Share Award Scheme is determined by the board of directors. The shares to be awarded under the Share Award Scheme will be purchased by a trustee (the “Trustee”) from the open market out of cash contributed by the Group and be held on trust for the Selected Participant until such shares are vested with the Selected Participant in accordance with the provisions of the Share Award Scheme.

The Trustee shall not exercise the voting rights in respect of any shares held on trust for the Group or the Selected Participant.

During the year, the Group purchased 802,000 (2023: 3,156,000) of its own shares through the Trustee from the open market. The total amount paid to acquire the shares was approximately HK\$463,399 (2023: HK\$2,537,000) and has been deducted from equity. As at 30 June 2023, such shares were classified as treasury shares of the Company as they were not yet vested.

37. 股份獎勵計劃

於2016年6月30日，本公司採納股份獎勵計劃（「股份獎勵計劃」），旨在肯定若干合資格參與者所作貢獻及就此給予獎勵，以留聘彼等為本集團持續經營及發展，並吸引合適人員推動本集團增長及進一步發展。

董事會議決修訂股份獎勵計劃，於2023年11月24日（「修訂日期」）生效。

股份獎勵計劃的合資格參與者包括本公司董事、高級管理層及本集團其他僱員及本集團之服務供應商。股份獎勵計劃自修訂日期起10年內維持有效。

根據股份獎勵計劃現時獲准授出的最高股份數目以本公司於修訂日期已發行股本的10%為限。根據股份獎勵計劃可授予各合資格參與者的最高股份數目以本公司各年內已發行股本的1%為限。

參與股份獎勵計劃的合資格參與者（「獲選參與者」）由董事會選定，而根據股份獎勵計劃將予授出的股份數目由董事會釐定。根據股份獎勵計劃將予授出的股份將由受託人（「受託人」）以本集團注入的現金從公開市場購入，並以信託形式代獲選參與者持有，直至該等股份根據股份獎勵計劃條文歸屬予相關獲選參與者為止。

受託人不得行使以信託形式為本集團或獲選參與者持有的任何股份的表決權。

年內，本集團透過受託人自公開市場購入其本身股份802,000股（2023年：3,156,000股）。收購股份所支付的總金額約為463,399港元（2023年：2,537,000港元），已自權益中扣除。於2023年6月30日，由於有關股份尚未歸屬，故已分類為本公司的庫存股份。

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37. SHARE AWARD SCHEME (Continued)

During the year, 865,000 (2023: 2,000,000) share awards have been granted under the Share Award Scheme and Nil (2023: 382,846) shares of the Company were scrip dividends with respect to shares of the Company held under the Share Award Scheme.

The movements in the Company's shares held under the Share Award Scheme during the years ended 30 June 2024 and 2023 are as follows:

37. 股份獎勵計劃 (續)

年內，根據股份獎勵計劃授出865,000股（2023年：2,000,000股）股份獎勵而並無（2023年：382,846股）本公司股份為股份獎勵計劃項下預留之本公司股份的相關代息股份。

本公司股份獎勵計劃項下預留的股份於截至2024年及2023年6月30日止年度之變動如下：

		Number of ordinary shares 普通股數目	Shares held under the Share Award Scheme 股份獎勵計劃 項下預留的股份 HK\$'000 千港元
At 30 June 2022	於2022年6月30日	9,954,017	14,564
Purchases of shares for the share award scheme	就股份獎勵計劃購買股份	3,156,000	2,537
Allotment of scrip shares	配發代息股份	382,846	299
Issuance of share awards immediately vested	發行即時歸屬的股份獎勵	(2,000,000)	(1,580)
At 1 July 2023	於2023年7月1日	11,492,863	15,820
Purchases of shares for the share award scheme	就股份獎勵計劃購買股份	802,000	463
Issuance of share awards immediately vested	發行即時歸屬的股份獎勵	(865,000)	(441)
At 30 June 2024	於2024年6月30日	11,429,863	15,842

As at 30 June 2024, 700,000 (2023: nil) awarded shares are outstanding and these awarded shares were included in 11,429,863 (2023: 11,492,863) shares of the Company held under the Share Award Scheme.

於2024年6月30日，700,000股（2023年：無）獎勵股份為尚未行使，該等獎勵股份已包括在股份獎勵計劃項下預留的11,429,863股（2023年：11,492,863股）本公司股份中。

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37. SHARE AWARD SCHEME (Continued)

Details of the awarded shares outstanding as at 30 June 2024 and 2023 were set out as follows:

30 June 2024

37. 股份獎勵計劃(續)

於2024年及2023年6月30日，發行在外的獎勵股份詳情如下：

2024年6月30日

Date of grant	Share price as at the date of grant	Grant price	Number of awarded shares					As at 30 June 2024	Vesting period
			As at 1 July 2023	Granted during the year	Vested during the year	Forfeited during the year	As at 30 June 2024		
授出日期	於授出日期的股份價格 HK\$ 港元	授出價格 HK\$ 港元	於2023年7月1日	年內授出	年內歸屬	年內沒收	於2024年6月30日	歸屬期	
5 March 2024	0.51	–	–	1,665,000	(865,000)	(100,000)	700,000	865,000 awarded shares vested on 5 March 2024 and the balance of the remaining awarded shares will be vested on 30 June 2025 which are subject to the fulfilment of grantees' respective performance targets.	
2024年3月5日								865,000股獎勵股份於2024年3月5日歸屬，其餘獎勵股份將於2025年6月30日歸屬，惟須視乎承授人是否達成各自之表現目標。	
			–	1,665,000	(865,000)	(100,000)	700,000		

The Group recognised a share-based payment expense of HK\$441,000 (2023: HK\$1,580,000) during the year ended 30 June 2024.

本集團於截至2024年6月30日止年度內確認以股份為基礎的付款開支441,000港元(2023年：1,580,000港元)。

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30 June 2024
2024年6月30日

37. SHARE AWARD SCHEME (Continued)

30 June 2023

37. 股份獎勵計劃 (續)

2023年6月30日

Date of grant	Share price as at the date of grant	Grant price	Number of awarded shares					As at 30 June 2023	Vesting period
			As at 1 July 2022	Granted during the year	Vested during the year	Forfeited during the year	As at 30 June 2023		
授出日期	於授出日期的股份價格 HK\$ 港元	授出價格 HK\$ 港元	於2022年7月1日	年內授出	年內歸屬	年內沒收	於2023年6月30日	歸屬期	
30 June 2023	0.79	-	-	2,000,000	(2,000,000)	-	-	Granted and immediately vested on 30 June 2023	
2023年6月30日				2,000,000	(2,000,000)	-	-	已授出及於2023年6月30日即時歸屬	

38. 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 170 to 171 of the consolidated financial statements.

Capital contribution reserve

Capital contribution reserve represents (i) the fair value of the shares of the then ultimate holding company that were used to satisfy the consideration of the Group's acquisition of equity interests in certain subsidiaries and additional interests in certain subsidiaries in 2014; (ii) the waiver of amounts due to the then ultimate holding company and a major beneficial shareholder of the Company for the acquisition of a subsidiary; and (iii) the waiver of other payable by a former non-controlling shareholder.

Share-based payment reserve

The share-based payment reserve comprises the fair value of share options and share awards granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the consolidated financial statements. The amount will either be transferred to the share premium account when the related share options or share awards are exercised, or be transferred to retained profits or to profit or loss should the related share options or share awards expire or be forfeited, respectively.

38. 儲備

本集團於本年度及過往年度的儲備金額及其變動呈列於綜合財務報表第170至171頁的綜合權益變動表。

出資儲備

出資儲備指(i)當時最終控股公司於2014年用以償付本集團收購若干附屬公司股份及若干附屬公司之額外權益之代價的股份的公允價值；(ii)豁免就收購一間附屬公司應付當時最終控股公司及一名本公司主要實益股東的款項；及(iii)一名前非控股股東豁免其他應付款項。

以股份為基礎的付款儲備

以股份為基礎的付款儲備包括已授出但尚未行使的購股權及股份獎勵之公允價值，於綜合財務報表附註2.4中以股份為基礎的付款交易之會計政策中有進一步闡述。該金額可於有關購股權或股份獎勵獲行使時轉撥至股份溢價賬或於有關購股權或股份獎勵過期或被沒收時分別轉撥至留存利潤或損益。

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38. RESERVES (Continued)

Details of the Company's share option schemes are included in note 36 and share award scheme are included in note 37 to the consolidated financial statements, respectively.

Legal reserve

The legal reserve represents (i) the transfer of the profit generated from subsidiaries incorporated in Macau from retained profits to the legal reserve in accordance with article 377 of the Macao Commercial Code until the legal reserve balance reaches half of the capital of the relevant subsidiaries; and (ii) pursuant to the relevant laws and regulation in Mainland China, a portion of the profit of the Company's subsidiaries in Mainland China has been transferred to legal reserve which is restricted to use. The legal reserve is not distributable.

39. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiary that has material non-controlling interests are set out below:

38. 儲備 (續)

本公司之購股權計劃之詳情載於綜合財務報表附註36而股份獎勵計劃之詳情載於綜合財務報表附註37。

法定儲備

法定儲備指(i)將在澳門註冊成立的附屬公司的利潤依照《澳門商法典》第377條由留存利潤轉為法定儲備，直至法定儲備結餘達該等附屬公司股本的一半為止；及(ii)根據中國內地的相關法律法規，本公司於中國內地的附屬公司已將部份利潤轉撥至用途受限制的法定儲備。法定儲備不可分派。

39. 具有重大非控股權益的非全資附屬公司

具有重大非控股權益的本集團附屬公司詳情載列如下：

		2024 2024年	2023 2023年
Percentage of equity interest held by non-controlling interests: SkinCentral Limited ("SkinCentral")	非控股權益持有的股權百分比： 善肌聯合皮膚中心有限公司 (「善肌」)	40%	40%
		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Profit for the year allocated to non-controlling interests: SkinCentral	分配予非控股權益的年內利潤： 善肌	3,767	1,975
Dividend paid to non-controlling interests: SkinCentral	已付非控股權益的股息： 善肌	4,000	-
Accumulated balances of non-controlling interests at the reporting date: SkinCentral	於報告日期非控股權益的累計結餘： 善肌	16,843	17,076

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39. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

(Continued)

The following table illustrates the summarised financial information of the above subsidiary, modified for fair value adjustments on acquisition. The amounts disclosed are before any inter-company eliminations:

39. 具有重大非控股權益的非全資附屬公司 (續)

下表說明以上附屬公司的財務資料概要，並且就收購事項的公允價值調整作出修訂。所披露金額尚未經過任何公司間抵銷：

2024	2024年	SkinCentral 善肌 HK\$'000 千港元
Revenue	收入	67,582
Profit for the year	年內利潤	9,418
Total comprehensive income for the year	年內全面收入總額	9,418
Current assets	流動資產	26,433
Non-current assets	非流動資產	59,153
Current liabilities	流動負債	(30,497)
Non-current liabilities	非流動負債	(7,233)
Net cash flows from operating activities	經營活動所得現金流量淨額	23,973
Net cash flows used in investing activities	投資活動所用現金流量淨額	(707)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(18,507)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	4,759
		SkinCentral 善肌 HK\$'000 千港元
2023	2023年	
Revenue	收入	56,909
Profit for the year	年內利潤	4,937
Total comprehensive income for the year	年內全面收入總額	4,937
Current assets	流動資產	23,548
Non-current assets	非流動資產	43,998
Current liabilities	流動負債	(12,141)
Non-current liabilities	非流動負債	(6,778)
Net cash flows from operating activities	經營活動所得現金流量淨額	18,441
Net cash flows used in investing activities	投資活動所用現金流量淨額	(8,500)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(392)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	9,549

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

- (i) During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$70,302,000 and HK\$70,302,000, respectively, in respect of lease arrangements for leased properties (2023: HK\$44,885,000 and HK\$44,885,000).
- (ii) During the year, the Group entered into tenancy agreements in respect of certain of its medical centres and office premises. Pursuant to the terms of respective tenancy agreements entered into by the Group, the Group is required to restore the leased properties to the conditions as stipulated in the tenancy agreements. Accordingly, a provision for reinstatement costs in respect of the leased properties of the Group amounting to HK\$2,574,000 (2023: HK\$2,557,000) was recognised and these costs were included as part of the cost of the property, plant and equipment of the Group and reflected as additions to leasehold improvements of the Group during the current year.
- (iii) On 31 August 2023, Dr. Sun Yiu Kwong resigned from the board of directors of The GBA Healthcare Group Limited, and the Group lost its significant influence over The GBA Healthcare Group Limited. As a result, the investment in The GBA Healthcare Group Limited and its subsidiaries was no longer accounted for as an associate and has been reclassified as financial asset at fair value through other comprehensive income. The Group derecognised the carrying amount of investments in associates as of 31 August 2023 amounting to HK\$12,457,000 and transferred to financial assets at fair value through other comprehensive income.

40. 綜合現金流量表附註

(a) 主要非現金交易

- (i) 於本年度內，本集團有關於租賃物業之租賃安排的使用權資產及租賃負債的非現金添置分別為70,302,000港元及70,302,000港元(2023年：44,885,000港元及44,885,000港元)。
- (ii) 於本年度內，本集團就其若干醫務中心及辦公室物業訂立租賃協議。根據本集團所訂立有關租賃協議的條款，本集團須將租賃物業修復至租賃協議所規定的狀態。因此，已確認本集團租賃物業復原成本撥備2,574,000港元(2023年：2,557,000港元)，而此等成本納入作為本集團物業、廠房及設備成本的一部分，並於本年度反映為本集團租賃物業裝修的增加。
- (iii) 於2023年8月31日，孫耀江醫生辭去其於大灣區醫療集團有限公司董事會的職務，致使本集團失去其對大灣區醫療集團有限公司的重大影響力。因此，於大灣區醫療集團有限公司及其附屬公司的投資不再入賬為聯營公司，並已重新分類至按公允價值計入其他全面收入之金融資產。本集團已終止確認其於2023年8月31日於聯營公司之投資賬面值金額12,457,000港元，並轉撥至按公允價值計入其他全面收入之金融資產。

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40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Changes in liabilities arising from financing activities

		Lease liabilities
		租賃負債
		HK\$'000
		千港元
At 1 July 2022	於2022年7月1日	148,341
Changes from financing cash flows	融資現金流的變動	(66,389)
New leases	新租賃	44,885
Lease modification	租賃修改	(3,050)
Exchange realignment	匯兌調整	(372)
At 1 July 2023	於2023年7月1日	123,415
Changes from financing cash flows	融資現金流的變動	(73,015)
New leases	新租賃	70,302
Exchange realignment	匯兌調整	(7)
At 30 June 2024	於2024年6月30日	120,695

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Within operating activities	經營活動內	2,456	1,531
Within financing activities	融資活動內	73,015	66,389

40. 綜合現金流量表附註(續)

(b) 融資活動產生的負債變動

(c) 租賃的現金流出總額

列入現金流量表的租賃現金流出總額如下：

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41. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Medical equipment	醫療設備	113	48,148
Computer equipment and software	電腦設備及軟件	2,318	2,390
Furniture, fixtures and office equipment	傢俱、裝置及 辦公室設備	-	29
Leasehold improvements	租賃物業裝修	1,425	-
		3,856	50,567

41. 承擔

於報告期末，本集團的資本承擔如下：

42. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions, arrangements and balances detailed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year:

42. 關聯方交易

(a) 除此等綜合財務報表其他地方所詳述的交易、安排及結餘外，於年內，本集團與關聯方進行的重大交易如下：

		Notes 附註	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Associates:	聯營公司：			
Administrative support fee income	行政支援費收入	(i)	537	535
Professional services expense	專業服務費用	(ii)	3,131	3,134
Healthcare services income	醫療保健服務收入	(iii)	593	404
Joint ventures:	合資公司：			
Administrative support fee income	行政支援費收入	(i)	15	46
Professional services expense	專業服務費用	(ii)	134	373
Related companies*:	關聯公司*：			
Administrative support fee income	行政支援費收入	(i)	4,844	3,874
Lease payments/property rental and related expenses	租賃付款／物業租金 及相關開支	(iv)	6,852	6,587
Contract healthcare solution services income	合約醫療保健解決 方案服務收入	(v)	24,313	23,180

* Certain directors and/or beneficial shareholders of the Company are also directors and/or beneficial shareholders of these related companies.

* 本公司若干董事及／或實益股東亦為該等關聯公司的董事及／或實益股東。

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42. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

Notes:

- (i) The administrative support fee income was related to administrative support services, such as payroll services, rendered by the Group and was charged at terms mutually agreed between the relevant parties.
- (ii) The professional services expense was related to healthcare services rendered by associates and joint ventures and was charged at terms mutually agreed between the relevant parties.
- (iii) The healthcare services income was related to medical services rendered by the Group and was charged at terms mutually agreed between the relevant parties.
- (iv) The lease payments/property rental and related expenses were related to the leasing of certain medical centres or premises for the Group's operation and were charged at terms stipulated in the respective tenancy agreements. Lease payments included depreciation charge of right-of-use assets, interest on lease liabilities and rental expense amounting to HK\$4,999,000 (2023: HK\$5,272,000), HK\$489,000 (2023: HK\$234,000) and HK\$1,364,000 (2023: HK\$1,081,000), respectively. The corresponding right-of-use assets and lease liabilities as at 30 June 2024 are HK\$2,396,000 (2023: HK\$5,135,000) and HK\$2,564,000 (2023: HK\$4,106,000), respectively.
- (v) Contract healthcare solution services income was related to the provision of healthcare services to the employees of related companies and was charged at terms mutually agreed between the relevant parties.

42. 關聯方交易 (續)

(a) (續)

附註：

- (i) 行政支援費收入與本集團提供的薪酬服務等管理支持服務相關並以與相關方相互協定的條款收費。
- (ii) 專業服務費用乃聯營公司及合資公司向本集團提供的醫療保健服務並以相關方相互協定的條款收費。
- (iii) 醫療保健服務收入與本集團提供的醫療服務相關並以相關方相互協定的條款收費。
- (iv) 租賃付款／物業租金及相關開支與租賃若干醫務中心或本集團的經營場所有關，並基於相應租賃協議所訂明的條款收費。租賃付款包括使用權資產之折舊支出、租賃負債之利息及租賃開支分別為4,999,000港元(2023年：5,272,000港元)、489,000港元(2023年：234,000港元)及1,364,000港元(2023年：1,081,000港元)。於2024年6月30日之相應使用權資產及租賃負債分別為2,396,000港元(2023年：5,135,000港元)及2,564,000港元(2023年：4,106,000港元)。
- (v) 合約醫療保健解決方案服務收入與向關聯公司的僱員提供的醫療保健服務相關並以相關方相互協定的條款收費。

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42. RELATED PARTY TRANSACTIONS (Continued)

(b) Other transactions with related parties

Professional services fees paid to the executive directors of the Company in relation to the rendering of healthcare services to the Group are as follows:

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Dr. Sun Man Kin, Michael	孫文堅醫生	993	4,362
Dr. Lee Pak Cheung, Patrick	李柏祥醫生	4,182	3,912
		5,175	8,274

(c) Compensation of key management personnel of the Group:

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Short-term employee benefits	短期僱員福利	22,222	24,404
Post-employment benefits	離職後福利	146	144
Equity-settled share-based payment expense	以權益結算的以股份為基礎的付款開支	691	1,073
Total compensation paid to key management personnel	已付主要管理人員之報酬總額	23,059	25,621

Further details of directors' emoluments are included in note 9 to the consolidated financial statements.

The related party transactions in respect of items (a)(v) and (b) above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

42. 關聯方交易 (續)

(b) 其他關聯方交易

就為本集團提供醫療保健服務付予本公司執行董事的專業服務費載列如下：

	2024	2023
	2024年	2023年
	HK\$'000	HK\$'000
	千港元	千港元
Dr. Sun Man Kin, Michael	993	4,362
Dr. Lee Pak Cheung, Patrick	4,182	3,912
	5,175	8,274

(c) 本集團主要管理人員的報酬：

	2024	2023
	2024年	2023年
	HK\$'000	HK\$'000
	千港元	千港元
Short-term employee benefits	22,222	24,404
Post-employment benefits	146	144
Equity-settled share-based payment expense	691	1,073
Total compensation paid to key management personnel	23,059	25,621

關於董事報酬之進一步詳情載於綜合財務報表附註9。

有關上文(a)(v)及(b)項之關聯方交易亦構成上市規則第十四A章所界定之關連交易或持續關連交易。

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43. 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:

2024

Financial assets

		Financial assets at fair value through profit or loss 按公允價值計入損益的金融資產		Financial assets at fair value through other comprehensive income 按公允價值計入其他全面收入的金融資產		Financial assets at amortised cost 按攤銷成本計量的金融資產	Total 合計
		Mandatorily designated as such 強制指定為此方式計量 HK\$'000 千港元	Designated as such upon initial recognition 於首次確認時指定為此方式計量 HK\$'000 千港元	Debt investments 債務投資 HK\$'000 千港元	Equity investments 股本投資 HK\$'000 千港元		
Financial assets at amortised cost	按攤銷成本計量的金融資產	-	-	-	-	-	-
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資	-	-	-	34,627	-	34,627
Trade receivables	貿易應收款項	-	-	-	-	131,025	131,025
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	-	-	-	53,132	53,132
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	-	41,134	-	-	-	41,134
Amount due from associates	應收聯營公司款項	-	-	-	-	1,103	1,103
Amount due from a joint venture	應收一間合資公司款項	-	-	-	-	25	25
Amount due from related companies	應收關聯公司款項	-	-	-	-	1,335	1,335
Cash, bank balances and deposits	現金、銀行結餘及存款	-	-	-	-	256,139	256,139
		-	41,134	-	34,627	442,759	518,520

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 HK\$'000 千港元
Trade payables	貿易應付款項	75,782
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	24,734
Loans from non-controlling shareholders of subsidiaries	來自附屬公司非控股股東的貸款	51,874
Amount due to associates	應付聯營公司款項	293
Amount due to related companies	應付關聯公司款項	1,762
Lease liabilities	租賃負債	120,695
		275,140

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43. FINANCIAL INSTRUMENTS BY CATEGORY

(Continued)

2023

Financial assets

		Financial assets at fair value through profit or loss 按公允價值計入損益的金融資產		Financial assets at fair value through other comprehensive income 按公允價值計入其他全面收入的金融資產		Financial assets at amortised cost 按攤銷成本計量的金融資產	Total 合計
		Mandatorily designated as such 強制指定為按此方式計量 HK\$'000 千港元	Designated as such upon initial recognition 於首次確認時指定為按此方式計量 HK\$'000 千港元	Debt investments 債務投資 HK\$'000 千港元	Equity investments 股本投資 HK\$'000 千港元		
Financial assets at amortised cost	按攤銷成本計量的金融資產	-	-	-	-	-	-
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資	-	-	-	36,844	-	36,844
Trade receivables	貿易應收款項	-	-	-	-	121,095	121,095
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	-	-	-	-	44,209	44,209
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	-	29,447	-	-	-	29,447
Amount due from associates	應收聯營公司款項	-	-	-	-	3,391	3,391
Amount due from a joint venture	應收一間合資公司款項	-	-	-	-	50	50
Amount due from related companies	應收關聯公司款項	-	-	-	-	1,335	1,335
Cash, bank balances and deposits	現金、銀行結餘及存款	-	-	-	-	290,495	290,495
		-	29,447	-	36,844	460,575	526,866

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 HK\$'000 千港元
Trade payables	貿易應付款項	64,061
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	36,074
Loans from non-controlling shareholders of subsidiaries	來自附屬公司非控股股東的貸款	48,800
Amount due to associates	應付聯營公司款項	1,131
Amount due to related companies	應付關聯公司款項	2,122
Lease liabilities	租賃負債	123,415
		275,603

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44. 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 are reasonably approximate to fair values, are as follows:

44. 金融工具的公允價值及公允價值等級

本集團的金融資產(賬面值與公允價值合理相若的金融資產除外)的賬面值及公允價值如下：

		Carrying amounts		Fair values	
		賬面值		公允價值	
		2024	2023	2024	2023
		2024年	2023年	2024年	2023年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Financial assets	金融資產				
Financial assets at amortised cost	按攤銷成本計量的金融資產				
– Listed debt investments	– 上市債務投資	–	–	–	–
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資				
– Unlisted equity investments	– 非上市股本投資	13,448	5,167	13,448	5,167
– Listed equity investment	– 上市股本投資	17,005	31,677	17,005	31,677
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產				
– Listed equity investments	– 上市股本投資	1,615	1,654	1,615	1,654
– Unlisted but quoted investment funds	– 非上市但有報價的投資基金	39,519	27,793	39,519	27,793
		71,587	66,291	71,587	66,291

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade receivables, trade payables, other financial assets included in prepayments and other receivables, financial liabilities included in other payables and accruals, lease liabilities, balances with associates, related companies, joint ventures and non-controlling interests approximate to their carrying amounts largely due to the short term maturities/repayable on demand of these instruments or the effect of discounting is not material.

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 listed equity and debt investments are based on quoted market prices.

The fair value of unlisted investment funds is based on price quoted by financial institutions with reference to quoted price in an active market of the listed securities comprising the fund portfolio being valued.

The fair values of unlisted equity investments are estimated based on either the market approach or recent market transaction price. The market approach is based on price multiple determined with reference to comparable public companies and includes appropriate risk adjustments for lack of marketability.

44. 金融工具的公允價值及公允價值等級 (續)

管理層已評定現金及現金等價物、抵押存款、貿易應收款項、貿易應付款項、計入預付款項及其他應收款項的其他金融資產、計入其他應付款項及應計費用的金融負債、租賃負債、與聯營公司、關聯公司、合資公司及非控股權益的結餘的公允價值與其賬面值相若，主要因此等工具於短時間內到期／按要求償還或因折現影響並不重大。

金融資產及負債的公允價值按自願交易方（而非強迫或清盤銷售）於當前交易中交換該工具的金額入賬。已使用下列方法及假設估計公允價值：

上市股本及債務投資的公允價值基於公開市場報價釐定。

非上市投資基金的公允價值是基於金融機構的報價，並參考構成所估值的基金組合的上市證券在活躍市場的報價。

非上市股本投資之公允價值乃基於市場法或近期交易市價進行估計。市場法以經參考可資比較上市公司及包括因欠缺適銷性而作出的適當風險調整而釐定之價格倍數為基礎。

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 30 June 2024 and 2023:

44. 金融工具的公允價值及公允價值等級 (續)

下表概述於2024年及2023年6月30日金融工具估值的重大不可觀察輸入數據連同定量敏感度分析：

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入數據	Range 範圍	Sensitivity of fair value to the input 公允價值對輸入數據之敏感度
As at 30 June 2024: 於2024年6月30日：				
Unlisted equity investments A 非上市股本投資A	Market approach 市場法	Enterprise value- to-Sales multiple (“EV/Sales multiple”) 企業價值對銷售倍數 (「EV/Sales倍數」)	0.44 to 3.76 0.44至3.76	10% increase/decrease in EV/Sales multiple would result in increase/decrease in fair value by HK\$64,000/HK\$64,000. EV/Sales倍數增加/減少10%將令到公允價值增加/減少64,000港元/64,000港元。
		Discount for lack of marketability (“DLOM”) 欠缺適銷性折讓 (「欠缺適銷性折讓」)	20% 20%	10% increase/decrease in DLOM would result in decrease/increase in fair value by HK\$13,000/HK\$13,000. 欠缺適銷性折讓增加/減少10%將令到公允價值減少/增加13,000港元/13,000港元。
		Unlisted equity investments B 非上市股本投資B	Market approach 市場法	Enterprise value- to-EBITDA multiple (“EV/EBITDA multiple”) 企業價值對EBITDA倍數 (「EV/EBITDA倍數」)
		Discount for lack of marketability (“DLOM”) 欠缺適銷性折讓 (「欠缺適銷性折讓」)	40% 40%	10% increase/decrease in DLOM would result in decrease/increase in fair value by HK\$222,000/HK\$222,000. 欠缺適銷性折讓增加/減少10%將令到公允價值減少/增加222,000港元/222,000港元。
		Discount for lack of control (“DLOC”) 欠缺控制權折讓 (「欠缺控制權折讓」)	20% 20%	10% increase/decrease in DLOC would result in decrease/increase in fair value by HK\$83,000/HK\$83,000. 欠缺控制權折讓增加/減少10%將令到公允價值減少/增加83,000港元/83,000港元。
		Control Premium 控制權溢價	25% 25%	10% increase/decrease in control premium would result in increase/decrease in fair value by HK\$66,000/HK\$66,000. 控制權溢價增加/減少10%將令到公允價值增加/減少66,000港元/66,000港元。
Unlisted equity investments C 非上市股本投資C	Market approach 市場法	Enterprise value- to-Sales multiple (“EV/Sales multiple”) 企業價值對銷售倍數 (「EV/Sales倍數」)	1.08 to 4.54 1.08至4.54	10% increase/decrease in EV/Sales multiple would result in increase/decrease in fair value by HK\$439,000/HK\$439,000. EV/Sales倍數增加/減少10%將令到公允價值增加/減少439,000港元/439,000港元。
		Discount for lack of marketability (“DLOM”) 欠缺適銷性折讓 (「欠缺適銷性折讓」)	33% 33%	10% increase/decrease in DLOM would result in decrease/increase in fair value by HK\$474,000/HK\$474,000. 欠缺適銷性折讓增加/減少10%將令到公允價值減少/增加474,000港元/474,000港元。

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

44. 金融工具的公允價值及公允價值等級 (續)

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入數據	Range 範圍	Sensitivity of fair value to the input 公允價值對輸入數據之敏感度
As at 30 June 2023: 於2023年6月30日：				
Unlisted equity investments A 非上市股本投資A	Market approach 市場法	Enterprise value- to-Sales multiple (“EV/Sales multiple”) 企業價值對銷售倍數 (「EV/Sales倍數」)	0.79 to 1.54 0.79至1.54	10% increase/decrease in EV/Sales multiple would result in increase/decrease in fair value by HK\$83,000/HK\$83,000. EV/Sales倍數增加/減少10%將令到公允價值增加/減少83,000港元/83,000港元。
		Discount for lack of marketability (“DLOM”) 欠缺適銷性折讓 (「欠缺適銷性折讓」)	20% 20%	10% increase/decrease in DLOM would result in decrease/increase in fair value by HK\$55,000/HK\$55,000. 欠缺適銷性折讓增加/減少10%將令到公允價值減少/增加55,000港元/55,000港元。
Unlisted equity investments B 非上市股本投資B	Market approach 市場法	Enterprise value- to-EBITDA multiple (“EV/EBITDA multiple”) 企業價值對EBITDA倍數 (「EV/EBITDA倍數」)	9.75 to 44.77 9.75至44.77	10% increase/decrease in EV/EBITDA multiple would result in increase/decrease in fair value by HK\$444,000/HK\$444,000. EV/EBITDA倍數增加/減少10%將令到公允價值增加/減少444,000港元/444,000港元。
		Discount for lack of marketability (“DLOM”) 欠缺適銷性折讓 (「欠缺適銷性折讓」)	40% 40%	10% increase/decrease in DLOM would result in decrease/increase in fair value by HK\$313,000/HK\$313,000. 欠缺適銷性折讓增加/減少10%將令到公允價值減少/增加313,000港元/313,000港元。
		Discount for lack of control (“DLOC”) 欠缺控制權折讓 (「欠缺控制權折讓」)	20% 20%	10% increase/decrease in DLOC would result in decrease/increase in fair value by HK\$117,000/HK\$117,000. 欠缺控制權折讓增加/減少10%將令到公允價值減少/增加117,000港元/117,000港元。
		Control Premium 控制權溢價	25% 25%	10% increase/decrease in control premium would result in increase/decrease in fair value by HK\$94,000/HK\$94,000. 控制權溢價增加/減少10%將令到公允價值增加/減少94,000港元/94,000港元。

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44. 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 30 June 2024

44. 金融工具的公允價值及公允價值等級 (續)

公允價值等級

下表載列本集團金融工具的公允價值計量等級：

按公允價值計量的資產：

於2024年6月30日

		Fair value measurement using 公允價值計量採用的基準			
		Quoted prices in active markets (Level 1) 活躍市場 報價 (第一層) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 千港元	Total 合計 HK\$'000 千港元
Investments at fair value through other comprehensive income:	按公允價值計入其他全面收入的投資：				
– Unlisted equity investments	– 非上市股本投資	–	–	13,448	13,448
– Listed equity investment	– 上市股本投資	17,005	–	–	17,005
Financial assets at fair value through profit or loss:	按公允價值計入損益的金融資產：				
– Listed equity investments	– 上市股本投資	1,615	–	–	1,615
– Unlisted but quoted investment funds	– 非上市但有報價的投資基金	–	39,519	–	39,519
		18,620	39,519	13,448	71,587

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Assets measured at fair value:

As at 30 June 2023

44. 金融工具的公允價值及公允價值等級 (續)

公允價值等級 (續)

按公允價值計量的資產：

於2023年6月30日

		Fair value measurement using 公允價值計量採用的基準			
		Quoted prices in active markets (Level 1) 活躍市場 報價 (第一層) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二層) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三層) HK\$'000 千港元	Total 合計 HK\$'000 千港元
Investments at fair value through other comprehensive income:	按公允價值計入其他全面收入的投資：				
- Unlisted equity investments	- 非上市股本投資	-	-	5,167	5,167
- Listed equity investment	- 上市股本投資	31,677	-	-	31,677
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產				
- Listed equity investments	- 上市股本投資	1,654	-	-	1,654
- Unlisted but quoted investment funds	- 非上市但有報價的投資基金	-	27,793	-	27,793
		33,331	27,793	5,167	66,291

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 for financial assets (2023: Nil). The movements in fair value measurements within Level 3 are as follows:

於年內，金融資產第一層與第二層之間並無公允價值計量轉撥(2023年：無)。第三層內的公允價值計量的變動如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Equity investments at fair value through other comprehensive income:	按公允價值計入其他全面收入的股本投資：		
At 1 July	於7月1日	5,167	3,885
Transfer from investment in associate	由聯營公司的投資轉入	12,457	-
Fair value (loss)/gain recognised in other comprehensive income	於其他全面收入確認的公允價值(虧損)/收益	(4,174)	1,282
At 30 June	於6月30日	13,450	5,167

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 30 June 2023 and 2024.

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents and short term deposits. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

With respect to listed equity and debt investments, the Group purchases and holds them only through various creditworthy financial institutions.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 30 June. For listed debt investments, the Group also monitors them by using external credit ratings and ensures that investments are only made in debts meeting a certain credit rating to minimise credit risk. The amounts presented are gross carrying amounts for financial assets.

44. 金融工具的公允價值及公允價值等級 (續)

公允價值等級 (續)

按公允價值計量的負債：

本集團於2023年及2024年6月30日並無任何按公允價值計量的金融負債。

45. 財務風險管理目標及政策

本集團的主要金融工具包括現金及現金等價物以及短期存款。該等金融工具的主要目的是為本集團的營運提供資金。本集團有多類直接由其營運產生的其他金融資產及負債，如貿易應收款項及貿易應付款項。

本集團金融工具產生的主要風險為信貸風險及流動性風險。董事會審閱並同意管理各項該等風險的政策並概述如下。

信貸風險

本集團僅與獲認可兼信譽可靠的第三方進行交易。按照本集團的政策，所有擬按信貸條款進行交易的客戶必須通過信貸核實程序後，方可作實。此外，本集團會持續監察應收款項結餘的情況，其所面對的壞賬風險並不重大。

本集團僅透過信譽良好的財務機構購買及持有上市股本及債務投資。

最高風險及年結階段

下表載列基於本集團的信貸政策的信貸質素及最高信貸風險，主要基於逾期資料（除非其他資料可在無須付出不必要成本或努力的情況下獲得），及於6月30日的年結階段分類。就上市債務投資而言，本集團亦使用外部信貸評級監察該等投資，並確保該等投資僅以債務形式作出以及符合特定信貸評級以盡量降低信貸風險。所呈列的有關金額指金融資產總賬面值。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

As at 30 June 2024

45. 財務風險管理目標及政策(續)

信貸風險(續)

於2024年6月30日

		12-month ECLs		Lifetime ECLs		Total
		12個月預期 信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified	Total
		階段1	階段2	階段3	簡化法	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Financial assets at amortised cost:	按攤銷成本計量的金融資產：					
– Normal	– 正常	–	–	–	–	–
Trade receivables*	貿易應收款項*	–	–	–	131,025	131,025
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
– Normal**	– 正常**	53,132	–	–	–	53,132
Amounts due from associates	應收聯營公司款項					
– Not yet past due	– 尚未逾期	1,103	–	–	–	1,103
Amounts due from a joint venture	應收一間合資公司款項	25	–	–	–	25
Amounts due from related companies	應收關聯公司款項					
– Not yet past due	– 尚未逾期	1,335	–	–	–	1,335
Cash, bank balances and deposits	現金、銀行結餘及存款					
– Not yet past due	– 尚未逾期	256,139	–	–	–	256,139
		311,734	–	–	131,025	442,759

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

As at 30 June 2023

信貸風險(續)

於2023年6月30日

		12-month ECLs		Lifetime ECLs		Total
		12個月預期 信貸虧損		全期預期信貸虧損		
		Stage 1	Stage 2	Stage 3	Simplified	Total
		階段1	階段2	階段3	簡化法	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Financial assets at amortised cost:	按攤銷成本計量的金融資產：					
– Normal	– 正常	–	–	–	–	–
Trade receivables*	貿易應收款項*	–	–	–	121,095	121,095
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
– Normal**	– 正常**	44,209	–	–	–	44,209
Amounts due from associates	應收聯營公司款項					
– Not yet past due	– 尚未逾期	3,391	–	–	–	3,391
Amounts due from a joint venture	應收一間合資公司款項	50	–	–	–	50
Amounts due from related companies	應收關聯公司款項					
– Not yet past due	– 尚未逾期	1,335	–	–	–	1,335
Cash, bank balances and deposits	現金、銀行結餘及存款					
– Not yet past due	– 尚未逾期	290,495	–	–	–	290,495
		339,480	–	–	121,095	460,575

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

- * For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 24 to the consolidated financial statements.
- ** The credit quality of the financial assets included in prepayments, other receivables and other assets 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”.

Further quantitative data in respect of the Group’s exposure to credit risk arising from trade receivables are disclosed in note 24 to the consolidated financial statements.

At the end of the reporting period, the Group had certain concentrations of credit risk as 11% (2023: 11%) and 39% (2023: 36%) of the Group’s trade receivables were due from the Group’s largest debtor and the five largest debtors, respectively.

Liquidity risk

The Group monitors and maintains a sufficient level of cash and cash equivalents deemed adequate by management to finance the Group’s operations and mitigate the effects of fluctuation in cash flows. Management reviews and monitors the Group’s working capital requirements regularly.

45. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年結階段 (續)

- * 就本集團應用簡化減值方法的貿易應收款項，基於撥備矩陣的資料於綜合財務報表附註24披露。
- ** 計入預付款項、其他應收款項及其他資產的金融資產之信貸質素於其並無逾期且並無資料顯示該等金融資產自初步確認起信貸風險有重大增加時視作「正常」。否則，金融資產之信貸質素視作「存疑」。

本集團產生自貿易應收款項的信貸風險敞口的進一步量化數據披露於綜合財務報表附註24。

於報告期末，本集團承擔若干信貸集中風險，因本集團的貿易應收款項中，分別有11% (2023年：11%) 及39% (2023年：36%) 為應收本集團最大債務人及五大債務人的款項。

流動性風險

本集團監控及維持管理層認為足夠的現金及現金等價物，以便為本集團的營運提供資金並緩解現金流量波動的影響。管理層定期審視及監控本集團的營運資金需求。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

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:

		2024 2024年				
		On demand 按要求償還	Less than 1 year 少於1年	1 to 5 years 1至5年	More than 5 years 5年以上	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade payables	貿易應付款項	2,951	72,831	–	–	75,782
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用的金融負債	20,113	–	–	–	20,113
Loans from non-controlling shareholders of subsidiaries	來自附屬公司非控股 股東的貸款	51,874	–	–	–	51,874
Amounts due to related companies	應付關聯公司款項	1,762	–	–	–	1,762
Amounts due to associates	應付聯營公司款項	293	–	–	–	293
Lease liabilities	租賃負債	–	58,730	72,698	142	131,570
		76,993	131,561	72,698	142	281,394

		2023 2023年				
		On demand 按要求償還	Less than 1 year 少於1年	1 to 5 years 1至5年	More than 5 years 5年以上	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade payables	貿易應付款項	979	63,082	–	–	64,061
Financial liabilities included in other payables and accruals	計入其他應付款項及 應計費用的金融負債	36,074	–	–	–	36,074
Loans from non-controlling shareholders of subsidiaries	來自附屬公司非控股 股東的貸款	48,800	–	–	–	48,800
Amounts due to related companies	應付關聯公司款項	2,122	–	–	–	2,122
Amounts due to associates	應付聯營公司款項	1,131	–	–	–	1,131
Lease liabilities	租賃負債	–	63,860	64,678	540	129,078
		89,106	126,942	64,678	540	281,266

45. 財務風險管理目標及政策 (續)

流動性風險 (續)

於報告期末，本集團按合約未貼現付款釐定的金融負債到期情況載列如下：

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45. 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 structure in order to support its business and maximise shareholders' value. The Group primarily funds its operations by cash generated from operating activities. As at 30 June 2024, the Group did not have any bank borrowings or outstanding bank loans (2023: nil).

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 30 June 2024 and 30 June 2023.

The capital of the Group represents equity attributable to owners of the Company.

45. 財務風險管理目標及政策 (續)

資本管理

本集團資本管理的首要目標為保障本集團持續經營的能力並維持穩健的資本架構，以支持其業務及為股東創造最大價值。本集團主要通過經營活動產生的現金為其營運提供資金。於2024年6月30日，本集團並無任何銀行借貸或未償還銀行貸款（2023年：無）。

本集團根據經濟環境變化及相關資產的風險特徵管理及調整其資本架構。為維持或調整資本架構，本集團或會調整派付予股東的股息、返還資本予股東或發行新股份。本集團並不受任何外部施加的資本要求規限。於截至2024年6月30日及2023年6月30日止年度，資本管理目標、政策或程序並未發生變動。

本集團的資本即為本公司擁有人應佔權益。

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46. 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:

46. 本公司財務狀況表

有關於報告期末本公司財務狀況表的資料如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Investments at fair value through other comprehensive income	按公允價值計入其他全面收入的投資	17,005	31,677
Total non-current assets	非流動資產總額	17,005	31,677
CURRENT ASSETS	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	921	251
Financial assets at amortised cost	按攤銷成本計量的金融資產	-	-
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	39,519	27,793
Due from subsidiaries	應收附屬公司款項	408,750	478,074
Cash, bank balances and deposits	現金、銀行結餘及存款	62,800	88,208
Total current assets	流動資產總額	511,990	594,326
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計費用	127	111
Due to subsidiaries	應付附屬公司款項	-	51,652
Total current liabilities	流動負債總額	127	51,763
NET CURRENT ASSETS	流動資產淨額	511,863	542,563
Net assets	資產淨額	528,868	574,240
EQUITY	權益		
Issued capital	已發行股本	811	811
Reserves (note)	儲備(附註)	528,057	573,429
Total equity	總權益	528,868	574,240

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46. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

A summary of the Company's reserves is as follows:

46. 本公司財務狀況表 (續)

附註：

本公司儲備概要如下：

		Share premium account	Shares held under the share award scheme	Share-based payment reserve	Fair value reserve	Retained profits	Total
		股份溢價賬	股份獎勵計劃項下預留的股份	以股份為基礎的付款儲備	公允價值儲備	留存利潤	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
			(note 37)	(note 38)			
			(附註37)	(附註38)			
At 1 July 2022	於2022年7月1日	422,505	(14,564)	23,375	514	109,082	540,912
Profit for the year	年內利潤	-	-	-	-	50,975	50,975
Other comprehensive income for the year:	年內其他全面收入：						
Changes in fair value of equity investments at fair value through other comprehensive income	按公允價值計入其他全面收入的股本投資的公允價值變動	-	-	-	4,586	-	4,586
Total comprehensive income for the year	年內全面收入總額	-	-	-	4,586	50,975	55,561
Final 2022 dividend	2022年末期股息	-	-	-	-	(23,481)	(23,481)
Interim 2023 dividend	2023年中期股息	-	-	-	-	(13,593)	(13,593)
Transfer upon disposal of equity securities designated at fair value through other comprehensive income	於出售按公允價值計入其他全面收入的股本證券後轉撥	-	-	-	(94)	94	-
Shares issued in lieu of cash dividend	發行股份以代替現金股息	14,246	(299)	-	-	-	13,947
Purchases of shares for the share award scheme	就股份獎勵計劃購買股份	-	(2,537)	-	-	-	(2,537)
Equity-settled share-based payment arrangements	以權益結算的以股份為基礎的付款安排	-	1,580	(7,205)	-	8,245	2,620
At 30 June 2023 and 1 July 2024	於2023年6月30日及2024年7月1日	436,751	(15,820)	16,170	5,006	131,322	573,429
Profit for the year	年內利潤	-	-	-	-	3,335	3,335
Other comprehensive loss for the year:	年內其他全面虧損：						
Changes in fair value of equity investments at fair value through other comprehensive income	按公允價值計入其他全面收入的股本投資的公允價值變動	-	-	-	(14,671)	-	(14,671)
Total comprehensive income for the year	年內全面收入總額	-	-	-	(14,671)	3,335	(11,336)
Final 2023 dividend	2023年末期股息	-	-	-	-	(23,977)	(23,977)
Interim 2024 dividend	2024年中期股息	-	-	-	-	(10,390)	(10,390)
Purchases of shares for the share award scheme	就股份獎勵計劃購買股份	-	(463)	-	-	-	(463)
Equity-settled share-based payment arrangements	以權益結算的以股份為基礎的付款安排	-	441	(8,541)	-	8,895	795
At 30 June 2024	於2024年6月30日	436,751	(15,842)	7,629	(9,665)	109,185	528,058

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30 June 2024
2024年6月30日

47. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 25 September 2024.

47. 批准綜合財務報表

綜合財務報表於2024年9月25日獲董事會批准及授權刊發。

FINANCIAL SUMMARY

財務概要

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 and restated as appropriate, is set out below.

本集團於過去五個財政年度的業績及資產、負債及非控股權益概要(摘錄自己公佈經審核財務報表及適當地重列)載列如下。

CONSOLIDATED RESULTS

綜合業績

		Year ended 30 June 截至6月30日止年度				
		2024	2023	2022	2021	2020
		2024年	2023年	2022年	2021年	2020年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Continuing operations Revenue	持續經營業務收入	748,489	727,167	665,859	616,361	553,128
Profit before tax	除稅前利潤	40,624	64,365	85,980	90,357	90,988
Income tax expense	所得稅費用	(5,407)	(8,630)	(11,946)	(19,780)	(13,034)
Profit for the year from continuing operations	來自持續經營業務的 年內利潤	35,217	55,735	74,034	70,577	77,954
Profit/(loss) for the year from discontinued operation	已終止經營業務的 年內利潤/(虧損)	-	-	1,197	(39,040)	(17,644)
Profit for the year	年內利潤	35,217	55,735	75,231	31,537	60,310
Attributable to:	以下各方應佔:					
Owners of the Company	本公司擁有人	40,643	60,452	72,168	34,834	58,915
Non-controlling interests	非控股權益	(5,426)	(4,717)	3,063	(3,297)	1,395

ASSETS AND LIABILITIES

資產及負債

		As at 30 June 於6月30日				
		2024	2023	2022	2021	2020
		2024年	2023年	2022年	2021年	2020年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	1,106,420	1,121,254	1,037,601	969,977	891,307
Total liabilities	總負債	362,145	351,535	300,296	276,921	220,800
Net assets	資產淨額	744,275	769,719	737,305	693,056	670,507
Equity attributable to:	以下各方應佔權益:					
Owners of the Company	本公司擁有人	725,942	740,547	698,653	639,498	611,846
Non-controlling interests	非控股權益	18,333	29,172	38,652	53,558	58,661
Total equity	權益淨額	744,275	769,719	737,305	693,056	670,507

GLOSSARY

詞彙

“2023 Share Option Scheme” 「2023年購股權計劃」	the new share option scheme approved and adopted by the Company on 24 November 2023 本公司於2023年11月24日批准及採納的新購股權計劃
“2024 AGM” 「2024年股東週年大會」	the annual general meeting of the Company to be held on Friday, 29 November 2024 本公司將於2024年11月29日(星期五)舉行的股東週年大會
“Affiliated Clinic(s)” 「聯屬診所」	clinic(s) which is/are not operated by the Group but which has entered or will enter into an agreement directly with the Group to offer Medical Services, Dental Services and/or Auxiliary Services to the Plan Members 並非由本集團經營但已經或將會直接與本集團訂立協議以向計劃成員提供醫療服務、牙科服務及／或輔助服務的診所
“Affiliated Doctor”, “Affiliated Dentist”, “Affiliated Auxiliary Services Providers” 「聯屬醫生」、「聯屬牙醫」、 「聯屬輔助服務提供者」	doctor(s)/dentist(s)/Auxiliary Services Provider(s) who has/have entered or will enter into an agreement directly with the Group to provide services to Plan Members and who, in accordance with the terms of such agreement, has/have received or will receive an amount from the Group based on the volume of Plan Members treated 已經或將會直接與本集團訂立協議以向計劃成員提供服務且根據協議條款已經或將會按接診的計劃成員數目向本集團收取款項的醫生／牙醫／輔助服務提供者
“Articles” or “Articles of Association” 「細則」或「公司細則」	the amended and restated articles of association of the Company currently in force 目前生效的本公司經修訂及重列公司細則
“Audit Committee” 「審核委員會」	the audit committee of the Board 董事會轄下審核委員會
“Auxiliary Services” 「輔助服務」	includes imaging and laboratory services, physiotherapy, traditional Chinese medicine, vision care and optometry and child health assessment 包括醫學影像及化驗服務、物理治療、中醫、眼科護理及驗光以及兒童健康發展評估
“Auxiliary Services Provider” 「輔助服務提供者」	auxiliary services provider(s) who is/are or will be engaged directly by the Group as a consultant to provide Auxiliary Services in the UMP Medical Centres in accordance with the terms of a consultancy agreement with the Group, and the Affiliated Auxiliary Services Providers 已經或將會直接獲本集團委聘為顧問以根據與本集團簽訂的顧問協議的條款在聯合醫務中心內提供輔助服務的輔助服務提供者，以及聯屬輔助服務提供者
“BBS” 「銅紫荊星章」	Bronze Bauhinia Star 銅紫荊星章

“Board” 「董事會」	the board of Directors 董事會
“Chairman” 「主席」	the chairman of the Board 董事會主席
“Co-Chief Executive Officer” 「聯席行政總裁」	the co-chief executive officer of the Company 本公司聯席行政總裁
“COVID-19” 「新型冠狀病毒」	means coronavirus disease 2019, a disease caused by a novel virus designated as severe acute respiratory syndrome coronavirus 2 2019冠狀病毒疾病，一種由被稱為嚴重急性呼吸系統綜合症冠狀病毒2的新型病毒引起的疾病
“Code of Conduct for Securities Transactions by Employees” 「僱員進行證券交易的操守準則」	the Code of Conduct for Securities Transactions by Employees adopted by the Company 本公司所採納的僱員進行證券交易的操守準則
“Company” 「本公司」	UMP Healthcare Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability on 5 November 2014 聯合醫務集團有限公司，於2014年11月5日根據開曼群島法例註冊成立的有限公司
“Contract Customers” 「合約客戶」	collectively, insurance companies and corporations which have entered or will enter into corporate plans with the Group for healthcare benefits for Plan Members 已經或將會就計劃成員的醫療保健福利與本集團訂立企業計劃的保險公司及企業的統稱
“Corporate Governance Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules 上市規則附錄C1所載的企業管治守則
“CR Medical” 「華潤醫療」	China Resources Medical Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and listed on the Main Board of the Stock Exchange (Stock code: 1515) 華潤醫療控股有限公司，於開曼群島註冊成立並於聯交所主板上市的有限公司（股份代號：1515）
“CTFE” 「周大福企業」	Chow Tai Fook Enterprises Limited, a company incorporated under the laws of Hong Kong with limited liability 周大福企業有限公司，根據香港法例註冊成立的有限公司
“CT Scan” 「電腦斷層掃描」	computed tomography scan, a medical imaging technique used in radiology to get detailed images of the body non-invasively for diagnostic purposes 電腦斷層掃描，是放射學中的一種醫學影像技術，用於無創地獲得人體的詳細影像以作診斷用途

GLOSSARY 詞彙

“Dental” or “Dental Services” 「牙科」或「牙科服務」	include primary dental services such as scaling and polishing and secondary dental services such as crown and bridge, orthodontics, implants and whitening 包括基本牙科服務(如洗牙及拋光)以及第二層牙科服務(如牙冠及牙橋、口腔正畸、植齒及牙齒美白)
“Dentists” 「牙醫」	dentist who is or will be engaged directly by the Group as a consultant to provide Dental Services in the UMP Medical Centres in accordance with the terms of a consultancy agreement with the Group, and the Affiliated Dentists 已經或將會直接獲本集團委聘為顧問以根據與本集團簽訂的顧問協議的條款在聯合醫務中心內提供牙科服務的牙醫，以及聯屬牙醫
“Directors” 「董事」	directors of the Company 本公司董事
“Doctors” 「醫生」	doctors who is/are or will be engaged directly by the Group as a consultant to provide Medical Services in the UMP Medical Centres in accordance with the terms of a consultancy agreement with the Group and the Affiliated Doctors 已經或將會直接獲本集團委聘為顧問以根據與本集團簽訂的顧問協議的條款在聯合醫務中心內提供醫療服務的醫生，以及聯屬醫生
“EPS” 「每股盈利」	Earnings per share 每股盈利
“FY2020” 「2020財政年度」	the financial year ended 30 June 2020 截至2020年6月30日止財政年度
“FY2021” 「2021財政年度」	the financial year ended 30 June 2021 截至2021年6月30日止財政年度
“FY2022” 「2022財政年度」	the financial year ended 30 June 2022 截至2022年6月30日止財政年度
“FY2023” 「2023財政年度」	the financial year ended 30 June 2023 截至2023年6月30日止財政年度
“FY2024” 「2024財政年度」	the financial year ended 30 June 2024 截至2024年6月30日止財政年度
“GBS” 「金紫荊星章」	Gold Bauhinia Star 金紫荊星章
“General Practitioners” or “GPs” 「全科醫生」	Doctors trained in general practice and best suited to act as first point of contact for patients, having the required knowledge to refer patients to the appropriate specialists or services required 接受全科訓練的醫生，最適合為患者提供首次診斷，具備所需知識按需要轉介患者至適合專科或服務

“Global Offering” or “IPO” 「全球發售」或「首次公開發售」	the offer of the shares of the Company to the public in Hong Kong and outside the United States of America in offshore transactions in reliance on Regulation S, the details of which are set out in the section headed “Structure of the Global Offering” of the prospectus of the Company dated 17 November 2015 本公司向香港公眾人士及依據S規例在美國境外的離岸交易中發售股份，詳情載於日期為2015年11月17日的本公司招股章程「全球發售的架構」一節中
“Greater Bay Area” 「大灣區」	Guangdong-Hong Kong-Macau Greater Bay Area, a geographical region of China comprising Guangzhou, Shenzhen, Zhuhai, Foshan, Huizhou, Dongguan, Zhongshan, Jiangmen, Zhaoqing, the Special Administrative Regions of Hong Kong and Macau for the purposes of this document 粵港澳大灣區，就本文件而言為廣州、深圳、珠海、佛山、惠州、東莞、中山、江門、肇慶、香港特別行政區及澳門特別行政區所組成的中國地理區域
“Group”, “we”, “UMP” or “UMP Healthcare Group” 「本集團」、「我們」、 「聯合醫務」或「聯合醫務集團」	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Hong Kong & Macau Clinical Healthcare Services” 「香港及澳門臨床醫療保健服務」	provision of clinical healthcare services to Self-paid Patients in Hong Kong and Macau 於香港及澳門向自費患者提供臨床醫療保健服務
“Hong Kong & Macau Corporate Healthcare Solution Services” 「香港及澳門企業醫療保健 解決方案服務」	provision of corporate healthcare solutions services in Hong Kong and Macau 於香港及澳門提供企業醫療保健解決方案服務
“JP” 「太平紳士」	Justice of the Peace 太平紳士
“Listing Date” 「上市日期」	27 November 2015 2015年11月27日
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則

GLOSSARY

詞彙

“Macau” 「澳門」	the Macau Special Administrative Region of the PRC 中國澳門特別行政區
“Mainland China” or “PRC” 「中國內地」或「中國」	the People’s Republic of China (excluding, for the purpose of this report, Hong Kong, Macau and Taiwan) 中華人民共和國(就本報告而言，不包括香港、澳門及台灣)
“Mainland China Clinical Healthcare Services” 「中國內地臨床醫療保健服務」	provision of clinical healthcare services to self-paid patients in Mainland China 於中國內地向自費患者提供臨床醫療保健服務
“Medical” or “Medical Services” 「醫療」或「醫療服務」	include general practice and specialist practice 包括全科醫療及專科醫療
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules 上市規則附錄C3所載上市發行人董事進行證券交易的標準守則
“MRI” 「磁力共振成像」	magnetic resonance imaging, a procedure that uses magnetism, radio waves, and a computer to create images of areas inside the body 磁力共振成像，是一種使用磁力、無線電波和電腦來創建身體內部區域影像的程序
“PET-CT” 「正電子電腦斷層掃描」	positron emission tomography-computed tomography, a nuclear medicine technique which combines, in a single gantry, a positron emission tomography (PET) scanner and an x-ray computed tomography (CT) scanner, to acquire sequential images from both devices in the same session, which are combined into a single superposed (co-registered) image 正電子發射電腦斷層掃描，在單一掃描器機架結合正電子發射斷層掃描器(PET)及X光電腦斷層掃描器(CT)，在同一次療程從兩部儀器取得序列影像並將該等影像結合成單一疊加(融合)影像
“Pinyu” 「品裕」	Pinyu Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, which is a substantial shareholder of the Company and an indirect wholly-owned subsidiary of CR Medical 品裕有限公司，根據英屬處女群島法例註冊成立的有限公司，為本公司主要股東並為華潤醫療的間接全資附屬公司
“Plan Members” 「計劃成員」	members of the Group’s corporate healthcare benefits plans, who typically include group medical insurance policyholders and employees of corporations and/or their dependants 本集團企業醫療保健福利計劃成員，一般包括集團醫療保險保單持有人及機構的僱員及／或其家屬

<p>“Post-IPO Share Option Scheme” 「首次公開發售後購股權計劃」</p>	<p>the post-IPO share option scheme approved and adopted by the Company on 13 November 2015 and terminated by the Board with effect from 24 November 2023 本公司於2015年11月13日批准及採納的首次公開發售後購股權計劃，並已被董事會終止，自2023年11月24日起生效</p>
<p>“Pre-IPO Share Option Scheme” 「首次公開發售前購股權計劃」</p>	<p>the pre-IPO share option scheme approved and adopted by the Board on 18 August 2015 董事會於2015年8月18日批准及採納的首次公開發售前購股權計劃</p>
<p>“Remuneration Committee” 「薪酬委員會」</p>	<p>the remuneration committee of the Board 董事會轄下薪酬委員會</p>
<p>“RMB” 「人民幣」</p>	<p>Renminbi, the lawful currency of the PRC 中國法定貨幣人民幣</p>
<p>“Self-paid Patients” 「自費患者」</p>	<p>patients who visit a UMP Medical Centre operated by the Group and pays for services using cash or credit card 到本集團經營的聯合醫務中心就診並使用現金或信用卡支付服務費用的患者</p>
<p>“Share Award Scheme” 「股份獎勵計劃」</p>	<p>the share award scheme approved and adopted by the Board on 30 June 2016 and amended by the Board with effect from 24 November 2023 董事會於2016年6月30日批准及採納的股份獎勵計劃，並經董事會修訂，自2023年11月24日生效</p>
<p>“Share(s)” 「股份」</p>	<p>ordinary share(s) with a nominal value of HK\$0.001 each in the share capital of the Company 本公司股本中每股面值0.001港元的普通股</p>
<p>“Shareholder(s)” 「股東」</p>	<p>holder(s) of Share(s) 股份的持有人</p>
<p>“specialist practice” or “specialist services” 「專科醫療」或「專科服務」</p>	<p>the range of specialist practice offered by UMP, including Cardiology, Dermatology, Endocrinology, Diabetes and Metabolism, Family Medicine, Gastroenterology and Hepatology, General Surgery, Internal Medicine, Nephrology, Neurology, Neurosurgery, Obstetrics and Gynaecology, Ophthalmology, Orthopaedics and Traumatology, Otorhinolaryngology (ENT), Paediatrics, Paediatrics Surgery, Radiology, Respiratory Medicine, Rheumatology and Urology, an updated list of which is available on www.ump.com.hk 聯合醫務提供的一系列專科醫療，包括心臟科、皮膚科、內分泌、糖尿病及代謝科、家庭醫學、腸胃及肝臟科、普通外科、內科、腎臟科、神經科、神經外科、婦產科、眼科、骨科及創傷科、耳鼻咽喉科、兒科、小兒外科、放射科、呼吸內科、風濕科及泌尿科，經更新清單於www.ump.com.hk上可供查閱</p>

GLOSSARY

詞彙

“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“UMP Medical Centre(s)” 「聯合醫務中心」	medical centre(s) offering Medical Services, Dental Services and/or Auxiliary Services which is/are operated by the Group 提供醫療服務、牙醫服務及／或輔助服務的醫務中心，由本集團經營
“UMP Network” 「UMP網絡」	consists of (i) UMP Medical Centres which are operated by the Group and (ii) Affiliated Clinics which are clinics not operated by the Group but each of which has entered into an agreement with the Group to offer Medical Services, Dental Services and/or Auxiliary Services to Plan Members 包括(i)本集團經營的聯合醫務中心及(ii)聯屬診所(並非由本集團經營的診所，惟各自已與本集團訂立協議以向計劃成員提供醫療服務、牙醫服務及／或輔助服務)
“%” 「%」	per cent 百分比



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