



C-MER 希瑪

# C-MER EYE CARE HOLDINGS LIMITED 希瑪眼科醫療控股有限公司

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

**Stock Code** 股份代號：3309



中期報告  
**INTERIM REPORT 2019**



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## CORPORATE INFORMATION

### 公司資料

#### BOARD OF DIRECTORS

##### Executive Directors

Dr. LAM Shun Chiu Dennis *JP*  
(Chairman and Chief Executive Officer)

Ms. LI Xiaoting  
Dr. LEE Yau Wing Vincent  
Mr. LI Chunshan

##### Independent Non-executive Directors

Dr. LAU Johnson Yiu-Nam  
Dr. LI Kwok Tung Donald *SBS JP*  
Mr. MA Andrew Chiu Cheung  
Mr. CHAN Chi Leong  
Ms. BENTLEY Annie Liang

#### BOARD COMMITTEES

##### Audit Committee

Mr. MA Andrew Chiu Cheung (Chairperson)  
Dr. LI Kwok Tung Donald *SBS JP*  
Ms. BENTLEY Annie Liang

##### Remuneration Committee

Mr. CHAN Chi Leong (Chairperson)  
Ms. LI Xiaoting  
Dr. LAU Johnson Yiu-Nam

##### Nomination Committee

Dr. LAU Johnson Yiu-Nam (Chairperson)  
Mr. CHAN Chi Leong  
Mr. MA Andrew Chiu Cheung

#### AUTHORIZED REPRESENTATIVES

Ms. LI Xiaoting  
Mr. CHAN Wa Ping

#### COMPANY SECRETARY

Mr. CHAN Wa Ping

#### AUDITOR

PricewaterhouseCoopers  
Certified Public Accountants  
22/F, Prince's Building  
Central  
Hong Kong

#### 董事會

##### 執行董事

林順潮醫生 (太平紳士)  
(主席兼行政總裁)

李肖婷女士  
李佑榮醫生  
李春山先生

##### 獨立非執行董事

劉耀南醫生  
李國棟醫生 (銀紫荊星章、太平紳士)  
馬照祥先生  
陳智亮先生  
梁安妮女士

#### 董事會委員會

##### 審核委員會

馬照祥先生 (主席)  
李國棟醫生 (銀紫荊星章、太平紳士)  
梁安妮女士

##### 薪酬委員會

陳智亮先生 (主席)  
李肖婷女士  
劉耀南醫生

##### 提名委員會

劉耀南醫生 (主席)  
陳智亮先生  
馬照祥先生

#### 授權代表

李肖婷女士  
陳華平先生

#### 公司秘書

陳華平先生

#### 核數師

羅兵咸永道會計師事務所  
執業會計師  
香港  
中環  
太子大廈22樓



## CORPORATE INFORMATION

公司資料

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS AND HEAD OFFICE IN HONG KONG

Suite 1535, Central Building  
1-3 Pedder Street  
Hong Kong

### PRINCIPAL SHARE REGISTRAR

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

### HONG KONG BRANCH SHARE REGISTRAR

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

### PRINCIPAL BANKERS

The Bank of East Asia, Limited  
Bank of China (Hong Kong) Limited  
Baoshang Bank Co., Ltd.  
Industrial and Commercial Bank of China Limited

### COMPLIANCE ADVISOR

WAG Worldsec Corporate Finance Limited  
Suite 1101, 11th Floor  
Champion Tower  
3 Garden Road  
Hong Kong

### COMPANY WEBSITE

[www.cmereye.com](http://www.cmereye.com)

### STOCK CODE

03309

### 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman  
KY1-1111  
Cayman Islands

### 香港主要營業地點及總部

香港  
畢打街1-3號  
中建大廈1535室

### 股份過戶登記總處

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

### 香港股份過戶登記分處

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

### 主要往來銀行

東亞銀行有限公司  
中國銀行(香港)有限公司  
包商銀行股份有限公司  
中國工商銀行股份有限公司

### 合規顧問

華高和昇財務顧問有限公司  
香港  
花園道3號  
冠君大廈  
11樓1101室

### 公司網站

[www.cmereye.com](http://www.cmereye.com)

### 股份代號

03309



# FINANCIAL HIGHLIGHTS

## 財務概要

		Six months ended 30 June		
		截至6月30日止六個月		
		2019	2018	Change
		2019年	2018年	變動
		HK\$'000	HK\$'000	
		千港元	千港元	
Revenue	收益	264,594	192,314	37.6%
Gross profit	毛利	99,299	63,069	57.5%
Profit for the period	期內利潤	33,126	12,021	175.6%
Adjusted net profit for the period <sup>(1)&amp;(2)</sup>	期內經調整淨利潤 <sup>(1)及(2)</sup>	33,126	14,042	135.9%
Gross profit margin (%)	毛利率(%)	37.5%	32.8%	4.8 pp 個百分點
Net profit margin (%)	淨利潤率(%)	12.5%	6.3%	6.3 pp 個百分點
Adjusted net profit margin (%) <sup>(1)&amp;(2)</sup>	經調整淨利潤率 <sup>(1)及(2)</sup>	12.5%	7.3%	5.2pp 個百分點

Notes:

附註：

- |  |  |
|--|--|
| <p>(1) Adjusted net profit is derived by adding listing expenses from the net profit for the period. No listing expenses were incurred for the six months ended 30 June 2019.</p>  | <p>(1) 經調整淨利潤由上市開支與期內淨利潤相加計算得出。截至2019年6月30日止六個月並無產生上市開支。</p>   |
| <p>(2) This non-GAAP financial data is a supplemental financial measure that is not required by, or presented in accordance with, HKFRSs and is therefore referred to as a "non-GAAP" financial measure. It is not a measurement of the Group's financial performance under HKFRSs and should not be considered as an alternative to profit from operations or any other performance measures derived in accordance with HKFRSs or as an alternative to cash flows from operating activities or as a measure of the Group's liquidity.</p> | <p>(2) 此非公認會計原則的財務數據為補充財務衡量指標，香港財務報告準則並無規定，亦毋須按照香港財務報告準則呈列，因此，該等資料屬「非公認會計原則」的財務衡量指標。此亦非按照香港財務報告準則衡量本集團的財務表現的方法。此部分資料不應視作按照香港財務報告準則產生的經營溢利或衡量任何其他表現的替代指標或經營活動現金流量的替代指標或衡量本集團的流動資金的指標。</p> |



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### BUSINESS REVIEW

##### Overview

For the six months ended 30 June 2019, we generated 51.0% (six months ended 30 June 2018: 52.7%) of our revenue in Hong Kong and 49.0% (six months ended 30 June 2018: 47.3%) in the Mainland China. Our business was experienced a rapid growth during the six months ended 30 June 2019, generating total revenue of HK\$264.6 million for the six months ended 30 June 2019 (six months ended 30 June 2018: HK\$192.3 million), representing an increase of 37.6% from the corresponding period in 2018. In particular, the revenue of the operations in the Mainland China also recorded an increase of 42.6% in Hong Kong dollar terms during the six months ended 30 June 2019 primarily as a result of the strong growth in revenue of the eye hospitals in Shenzhen and Beijing. The depreciation of Renminbi has lowered our growth when reporting in Hong Kong dollar terms. In Renminbi, our revenue in the Mainland China increased by 51.1%.

The revenue of the eye hospital in Shenzhen amounted to HK\$103.2 million during the six months ended 30 June 2019 (six months ended 30 June 2018: HK\$81.5 million), representing a promising growth rate of 26.5% in Hong Kong dollar terms. In Renminbi, the revenue increased by 34.1%.

##### 業務回顧

##### 概覽

截至2019年6月30日止六個月，我們分別於香港及內地產生51.0%（截至2018年6月30日止六個月：52.7%）及49.0%（截至2018年6月30日止六個月：47.3%）的收益。截至2019年6月30日止六個月，我們的業務經歷了快速增長，截至2019年6月30日止六個月的總收益為264.6百萬港元（截至2018年6月30日止六個月：192.3百萬港元），較2018年同期增長了37.6%。尤其是截至2019年6月30日止六個月，內地的營運收益以港元計亦錄得42.6%增幅，主要由於深圳及北京眼科醫院的收益增長強勁所致。以港元呈報時，人民幣貶值令我們的增長有所下降。以人民幣計，我們於內地的收益增長51.1%。

截至2019年6月30日止六個月，深圳眼科醫院的收益為103.2百萬港元（截至2018年6月30日止六個月：81.5百萬港元），以港元計增長率高達26.5%。以人民幣計，收益增長34.1%。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The revenue of the eye hospital in Beijing which commenced business operations since January 2018 increased by 165.3% in Hong Kong dollar terms and amounted to HK\$25.1 million (six months ended 30 June 2018: HK\$9.5 million). In Renminbi, the revenue increased by 181.2%. Although the revenue of the eye hospital in Beijing is catching up in good progress, it incurred a net loss amounted to HK\$3.9 million during the six months ended 30 June 2019 (six months ended 30 June 2018: HK\$17.6 million). Our Directors are satisfied with the performance of the eye hospital in Beijing, and we expect that its profitability will keep improving in the second half of 2019.

We will further expand our service network in the Guangdong-Hong Kong-Macau Greater Bay Area (粵港澳大灣區) and other regions in the Mainland China.

Our first eye hospital in Huizhou, Guangdong province, is planned to open in the fourth quarter of 2019 or the first quarter of 2020. The eye hospital in Huizhou will have ten consultation rooms and three operation theatres. The eye hospital in Huizhou is expected to strengthen our service network in Guangdong province.

On 28 March 2019, we completed the acquisition of Kunming Eye Hospital and this will help the Group to establish the service network in Southwest China which has increasing demand for high quality ophthalmic services. After the acquisition, the Kunming Eye Hospital was under renovation and opened for full operation during June 2019.

自2018年1月開始營業的北京眼科醫院的收益以港元計增加165.3%，為25.1百萬港元（截至2018年6月30日止六個月：9.5百萬港元）。以人民幣計，收益增加181.2%。儘管北京眼科醫院收益一直穩步增長，惟其於截至2019年6月30日止六個月產生虧損淨額3.9百萬港元（截至2018年6月30日止六個月：17.6百萬港元）。董事對北京眼科醫院的表現感到滿意，故我們預期其盈利能力將於2019年下半年持續改善。

我們將進一步拓展於粵港澳大灣區及內地其他地區的服務網絡。

我們位於廣東省惠州的首家眼科醫院計劃於2019年第四季度或2020年首季度開業。惠州眼科醫院將開設十間醫療室及三間手術室。惠州眼科醫院預期將增強我們於廣東省的服務網絡。

於2019年3月28日，我們完成收購昆明眼科醫院，這將有助本集團於中國西南地區建立服務網絡，而該地區對高質素眼科服務的需求不斷增加。於收購事項後，昆明眼科醫院進行翻新並於2019年6月全面開業。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

On 26 March 2019, the Group entered into an agreement with independent third parties to acquire 100% equity interest of Shanghai Lucida Medical Scientific Ltd (the “acquiree”) in Shanghai, the People’s Republic of China (the “PRC”), at a maximum cash consideration of RMB82,900,000 (equivalent to approximately HK\$92,475,000) which is subject to contingent consideration payments based on the cash and cash equivalents and equity value of the acquiree at the date of completion. The acquisition is expected to be completed by end of September 2019.

Gross profit margin increased to 37.5% (six months ended 30 June 2018: 32.8%) during the six months ended 30 June 2019 and the amount of gross profit increased to HK\$99.3 million (six months ended 30 June 2018: HK\$63.1 million). The increase of the gross profit margin was primarily due to the improving profitability of our eye hospital in Beijing.

Net profit for the six months ended 30 June 2019 increased by 175.6% to HK\$33.1 million, primarily due to (i) increase of revenue by 37.6% and (ii) the improving financial performance of the eye hospital in Beijing during the six months ended 30 June 2019. These two factors increased the amount of net profit significantly during the six months ended 30 June 2019.

於2019年3月26日，本集團與獨立第三方訂立協議以於中華人民共和國（「中國」）上海收購上海璐視德醫療器械科技有限公司（「被收購方」）的100%股權，最高現金代價為人民幣82,900,000元（相當於約92,475,000港元），而該代價須受按被收購方於完成日期的現金及現金等價物及股權價值計算的或然代價付款所規限。收購事項預期將於2019年9月底前完成。

截至2019年6月30日止六個月，毛利率增加至37.5%（截至2018年6月30日止六個月：32.8%），及毛利金額增加至99.3百萬港元（截至2018年6月30日止六個月：63.1百萬港元）。毛利率增加主要歸因於北京眼科醫院的盈利能力不斷提升。

截至2019年6月30日止六個月，淨利潤增加175.6%至33.1百萬港元，主要由於(i)收益增加37.6%及(ii)截至2019年6月30日止六個月，北京眼科醫院的財務表現日益改善所致。截至2019年6月30日止六個月，該兩項因素使淨利潤金額大幅增加。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue

We are an ophthalmic service provider in Hong Kong and the Mainland China. Our ophthalmologists/physicians are specialised in the fields of cataract, glaucoma, strabismus and refractive surgeries and external eye diseases. Our revenue is derived from our fees charged to our clients on consultation and other medical services, and surgeries as well as the sales of vision aid products, including glasses and lens. The following table sets forth our revenue for the periods indicated as a percentage of total revenue:

### 財務回顧

#### 收益

我們是一家位於香港及內地的眼科服務提供商。我們的眼科醫生／醫生專攻白內障、青光眼、斜視及屈光手術及眼表疾病領域。我們的收益來自就診症、其他醫療服務及手術向客戶收取的費用以及銷售視力輔助產品（如眼鏡及鏡片）。下表載列我們於所示期間的收益所佔總收益百分比：

		Six months ended 30 June 截至6月30日止六個月					
		2019 2019年		2018 2018年		Change 變動	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Provision of ophthalmic services	提供眼科服務	245,260	92.7	179,221	93.2	66,039	36.8
Sales of vision aid products	銷售視力輔助產品	19,334	7.3	13,093	6.8	6,241	47.7
		264,594	100.0	192,314	100.0	72,280	37.6

Our revenue was generated from Hong Kong and the Mainland China. In Hong Kong, our service network included our eye centre in Central and five satellite eye clinics in different districts in Hong Kong.

我們的收益來自香港及內地。我們在香港的服務網絡包括我們位於中環的一家眼科中心及位於香港不同地區的五間眼科衛星診所。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

In the Mainland China, our eye hospitals are located in Shenzhen, Beijing and Kunming. A satellite eye clinic is also located in Baoan, Shenzhen. The following table sets forth our revenue according to geographical markets as a percentage of total revenue:

我們在內地的眼科醫院位於深圳、北京及昆明。另有一間眼科衛星診所位於深圳寶安。下表載列我們根據地理市場劃分的收益所佔總收益百分比：

		Six months ended 30 June 截至6月30日止六個月					
		2019 2019年		2018 2018年		Change 變動	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Hong Kong	香港	134,891	51.0	101,331	52.7	33,561	33.1
Mainland China	內地	129,703	49.0	90,983	47.3	38,719	42.6
		264,594	100.0	192,314	100.0	72,280	37.6

Our total revenue during the six months ended 30 June 2019 represented an increase of 37.6% as compared with our total revenue during the six months ended 30 June 2018. In addition to the increase in the sales of vision aid products by 47.7%, the increase was primarily driven by the increase in the revenue generated from the provision of ophthalmic services to HK\$245.3 million during the six months ended 30 June 2019 from HK\$179.2 million during the six months ended 30 June 2018, representing an increase of 36.8%, because of the increase in the number of surgeries performed by us and the number of our ophthalmologists/physicians in Hong Kong and the Mainland China.

我們於截至2019年6月30日止六個月的總收益較截至2018年6月30日止六個月的總收益增長37.6%。除視力輔助產品銷售增加47.7%外，增長主要來自於提供眼科服務產生的收益由截至2018年6月30日止六個月的179.2百萬港元增加至截至2019年6月30日止六個月的245.3百萬港元，增幅為36.8%，是由於我們進行的手術數目及我們於香港及內地的眼科醫生／醫生人數增加所致。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The revenue generated from our business operations in Hong Kong accounted for 51.0% of our total revenue, represented a decrease from 52.7% as compared with the six months ended 30 June 2018, primarily because of the increase in the amount of revenue of the Mainland China of 42.6% for the six months ended 30 June 2019 which was at a faster pace than that of Hong Kong of 33.1%.

#### Provision of ophthalmic services

Our revenue generated from the provision of ophthalmic services may be broadly divided into two categories, namely (1) consultation and other medical service fees and (2) surgery fees. The following table sets forth our revenue by categories for the periods indicated as a percentage of total revenue generated from the provision of ophthalmic services:

我們香港業務經營產生的收益佔我們總收益的51.0%，較截至2018年6月30日止六個月的52.7%有所下降，主要是由於內地於截至2019年6月30日止六個月的收益金額增長達42.6%，遠超於香港33.1%的增速。

#### 提供眼科服務

我們來自提供眼科服務的收益可大致分為兩類，即(1)診金及其他醫療服務費及(2)手術費。下表載列所示期間按類別劃分的收益所佔提供眼科服務所得總收益百分比：

		Six months ended 30 June 截至6月30日止六個月					
		2019 2019年		2018 2018年		Change 變動	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Consultation and other medical service fees	診金及其他醫療服務費						
- Hong Kong	- 香港	49,761	20.3	39,848	22.2	9,913	24.9
- Mainland China	- 內地	39,469	16.1	33,909	19.0	5,560	16.4
		89,230	36.4	73,757	41.2	15,473	21.0
Surgery fees	手術費						
- Hong Kong	- 香港	83,802	34.2	60,621	33.8	23,181	38.2
- Mainland China	- 內地	72,228	29.4	44,843	25.0	27,385	61.1
		156,030	63.6	105,464	58.8	50,566	47.9
		245,260	100.0	179,221	100.0	66,039	36.8



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The ophthalmic services provided by us included surgeries for the treatment of not only cataract, glaucoma and strabismus, but also eye diseases, including corneal and vitreoretinal diseases. Generally speaking, ophthalmic services are outpatient or daycare procedures, performed under local anaesthesia. Hence, unlike other hospitals, clinics or nursing homes, we are not constrained by bed capacity and do not focus on providing large inpatient facilities at our eye centres/hospitals or clinics. The following table sets forth the total surgery fees, the total number of surgeries performed by us and the average fee per surgery:

我們提供的眼科服務包括治療白內障、青光眼及斜視的手術以及角膜、玻璃體視網膜疾病等眼科疾病。一般而言，眼科服務為於局部麻醉下進行的門診或日間護理流程。因此，與其他醫院、診所或療養院有別，我們不受床位容量限制，亦非專注於我們的眼科中心／醫院或診所提供大型住院設施。下表載列手術費總額、我們進行的手術總數及每例手術的平均費用：

		Six months ended 30 June 截至6月30日止六個月		
		2019 2019年 HK\$'000 千港元	2018 2018年 HK\$'000 千港元	Change 變動 %
<b>For Hong Kong</b>	<b>香港</b>			
Total surgery fee (in HK\$'000)	手術費總額(千港元)	<b>83,802</b>	60,621	38.2
Number of surgeries performed by us	我們進行的手術數目	<b>2,449</b>	1,817	34.8
Average surgery fee (HK\$)	平均手術費(港元)	<b>34,219</b>	33,363	2.6
<b>For Mainland China</b>	<b>內地</b>			
Total surgery fee (in HK\$'000)	手術費總額(千港元)	<b>72,228</b>	44,843	61.1
Number of surgeries performed by us	我們進行的手術數目	<b>4,621</b>	3,001	54.0
Average surgery fee (HK\$)	平均手術費(港元)	<b>15,630</b>	14,943	4.6

In Hong Kong, the average surgery fee was stable with an increase of 2.6%. The surgery volume increased during the six months ended 30 June 2019 as a result of the increasing number of our Hong Kong Ophthalmologists.

在香港，平均手術費維持穩定，增幅為2.6%。截至2019年6月30日止六個月，由於香港眼科醫生人數增加，故手術數量有所增加。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

In the Mainland China, the average surgery fee increased by 4.6% due to the nature of surgery undertaken by us during the six months ended 30 June 2019 and the number of surgeries increased by 54.0% to 4,621 during the six months ended 30 June 2019 mainly due to the strong growth contributed by the eye hospitals in Shenzhen and Beijing.

#### *Sales of vision aid products*

We also generate revenue from the sales of vision aid products including glasses and lens. The sales were conducted by us through the assessment of the optometrists employed by us in Hong Kong and the Mainland China. During the six months ended 30 June 2019, our revenue generated from the sales of vision aid products amounted to HK\$19.3 million, representing an increase of 47.7% from last period.

#### **Cost of revenue**

The following table sets forth an analysis of our cost of revenue for the periods indicated, both in terms of Hong Kong dollars and as a percentage of total revenue:

在內地，由於我們所做的手術性質，截至2019年6月30日止六個月平均手術費增加4.6%，而於截至2019年6月30日止六個月進行的手術數量增加54.0%至4,621例，主要是由於深圳及北京眼科醫院所作貢獻有強勁增長。

#### *銷售視力輔助產品*

我們亦從銷售視力輔助產品（如眼鏡及鏡片）中獲取收益。我們透過於香港及內地僱用的視光師的評估進行銷售。截至2019年6月30日止六個月，我們來自銷售視力輔助產品的收益為19.3百萬港元，較上一期間增加47.7%。

#### **銷售成本**

下表載列我們於所示期間的銷售成本（均以港元以及佔總收益的百分比列示）的分析：

		Six months ended 30 June 截至6月30日止六個月					
		2019 2019年		2018 2018年		Change 變動	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Doctors' consultation fees	醫生診金	51,535	19.5	36,451	19.0	15,084	41.4
Cost of inventories and consumables	存貨及耗材成本	46,737	17.7	31,415	16.3	15,322	48.8
Staff salaries and allowance	員工薪金及津貼	31,431	11.9	24,904	12.9	6,527	26.2
Others	其他	35,592	13.4	36,475	19.0	(883)	(2.4)
Total	總計	165,295	62.5	129,245	67.2	36,050	27.9



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

Comparing with the six months ended 30 June 2019 and same period in 2018, there were two new service locations commenced into operations to meet the increased demand of ophthalmic services, including the eye hospital in Kunming since March 2019 and the satellite clinic in Baoan District, Shenzhen since November 2018.

Accordingly, our cost of revenue increased by 27.9% from HK\$129.2 million for the six months ended 30 June 2018 to HK\$165.3 million for the six months ended 30 June 2019, primarily as a result of (i) an increase in doctors' consultation fees of HK\$15.1 million, (ii) an increase in cost of inventories and consumables of HK\$15.3 million, and (iii) an increase in staff salaries and allowance of HK\$6.5 million.

#### Gross profit and gross profit margin

The following table sets forth our gross profit and gross profit margin according to geographical markets for the periods indicated:

截至2019年6月30日止六個月與2018年同期比較，兩間新服務中心投入運營，包括自2019年3月收購的昆明眼科醫院及自2018年11月開始營業的位於深圳寶安區的衛星診所，以滿足眼科服務日益殷切的需求。

因此，我們的銷售成本由截至2018年6月30日止六個月的129.2百萬港元增長27.9%至截至2019年6月30日止六個月的165.3百萬港元，主要是由於(i)醫生診金增加15.1百萬港元；(ii)存貨及耗材成本增加15.3百萬港元；及(iii)員工薪金及津貼增加6.5百萬港元。

#### 毛利及毛利率

下表載列我們於所示期間按地理市場劃分的毛利及毛利率：

		Six months ended 30 June 截至6月30日止六個月					
		2019 2019年		2018 2018年		Change 變動	
		HK\$'000 千港元	%	HK\$'000 千港元	%	HK\$'000 千港元	%
Hong Kong	香港	44,833	33.2	30,427	30.0	14,406	47.3
Mainland China	內地	54,466	42.0	32,642	35.9	21,824	66.9
		99,299	37.5	63,069	32.8	36,230	57.5



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The amount of gross profit during the six months ended 30 June 2019 amounted to HK\$99.3 million, representing an increase of 57.5% from HK\$63.1 million during the six months ended 30 June 2018. Our gross profit margin was 37.5% during the six months ended 30 June 2019, as compared with 32.8% during the six months ended 30 June 2018. The gross profit margin for our business operations in the Mainland China increased to 42.0% from 35.9% primarily due to the improving performance from the eye hospital in Beijing. The gross profit margin for our business operations in Hong Kong also increased to 33.2% from 30.0% primarily due to the economy of scale of increased revenue.

#### Selling expenses

Our selling expenses increased by 105.2% from HK\$9.0 million for the six months ended 30 June 2018 to HK\$18.5 million for the six months ended 30 June 2019, primarily due to an increase in promotional expenses in the Mainland China for the eye hospitals in Shenzhen, Beijing and Kunming. The amount of selling expenses, as a percentage of our total revenue, increased from 4.7% for the six months ended 30 June 2018 to 7.0% for the six months ended 30 June 2019. The fees paid to online platforms represented the major component of our selling expenses.

#### Administrative expenses

Our total administrative expenses during the six months ended 30 June 2019 amounted to HK\$41.6 million. The other administrative expenses had an increase of 45.8% as compared with HK\$28.5 million during the six months ended 30 June 2018. The increase in our other administrative expenses during the period was primarily driven by the increase in our staff salaries and allowance as a result of business expansion.

截至2019年6月30日止六個月的毛利金額為99.3百萬港元，較截至2018年6月30日止六個月的63.1百萬港元增長57.5%。截至2019年6月30日止六個月的毛利率為37.5%，而截至2018年6月30日止六個月為32.8%。我們內地業務經營的毛利率自35.9%上升至42.0%，主要是由於北京眼科醫院的表現日益改善所致。我們的香港業務經營毛利率亦自30.0%上升至33.2%，主要是由於收益增加帶來規模效應。

#### 銷售開支

我們的銷售開支由截至2018年6月30日止六個月的9.0百萬港元增長105.2%至截至2019年6月30日止六個月的18.5百萬港元，主要是由於在內地為深圳、北京及昆明眼科醫院推廣的費用有所增加。銷售開支金額佔我們總收益的百分比，由截至2018年6月30日止六個月的4.7%增至截至2019年6月30日止六個月的7.0%。已付線上平台的費用佔我們銷售開支的大部分。

#### 行政開支

我們於截至2019年6月30日止六個月的行政開支總額為41.6百萬港元。其他行政開支較截至2018年6月30日止六個月的28.5百萬港元增加45.8%。於本期間其他行政開支的增加主要受到我們的員工薪金及津貼因業務擴展增加所帶動。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Other income

Our other income during the six months ended 30 June 2019 decreased to HK\$6.7 million from HK\$7.3 million during the six months ended 30 June 2018. The decrease was primarily due to the decrease in the interest income and miscellaneous income.

#### Other gains/(losses), net

Our other gains, net during the six months ended 30 June 2019 amounted to HK\$1.1 million mainly consisted of foreign exchange gains.

#### Finance expenses

Our finance expenses increased from HK\$0.2 million for the six months ended 30 June 2018 to HK\$3.4 million for the six months ended 30 June 2019, primarily because of the lease liabilities from the adoption of HKFRS 16 Leases.

#### Income tax expense

Our income tax expense during the six months ended 30 June 2019 amounted to HK\$10.4 million, representing an increase by 2.9% from HK\$10.1 million during the six months ended 30 June 2018. The increase was primarily due to the increase in the profit before tax.

#### Profit for the period

As a result of the foregoing, our profit for the six months ended 30 June 2019 increased by 175.6% to HK\$33.1 million due to the increase of revenue by 37.6% and the improving financial performance of the hospital in Beijing with decreasing net loss amounted to HK\$3.9 million (30 June 2018: 17.6 million).

#### 其他收入

我們的其他收入自截至2018年6月30日止六個月的7.3百萬港元減少至截至2019年6月30日止六個月的6.7百萬港元。有關減少主要是由於利息收入及雜項收入減少所致。

#### 其他收益／(虧損)淨額

截至2019年6月30日止六個月，我們的其他收益淨額為1.1百萬港元，主要包括外匯收益。

#### 財務開支

我們的財務開支由截至2018年6月30日止六個月的0.2百萬港元增加至截至2019年6月30日止六個月的3.4百萬港元，主要是由於採納香港財務報告準則第16號租賃產生的租賃負債所致。

#### 所得稅開支

我們於截至2019年6月30日止六個月的所得稅開支為10.4百萬港元，較截至2018年6月30日止六個月的10.1百萬港元增加2.9%。有關增加主要是由於除稅前利潤增加所致。

#### 期內利潤

基於上文所述，由於收益增長37.6%及北京醫院的財務表現日益改善，虧損淨額不斷減少達至3.9百萬港元（2018年6月30日：17.6百萬港元），我們於截至2019年6月30日止六個月的利潤增加175.6%至33.1百萬港元。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

If excluding the net losses of the eye hospital in Beijing amounted to HK\$3.9 million, the satellite clinic in Baoan amounted to HK\$4.3 million and the hospital in Kunming amounted to HK\$3.2 million, the net profit of the Group for the six months ended 30 June 2019 would be amounted to HK\$44.5 million.

#### Event after the balance sheet date

On 18 July 2019, the Company granted an aggregate of 6,540,000 share options to certain directors, employees and consultants of the Group to subscribe, in aggregate, for up to 6,540,000 ordinary shares, subject to acceptance of the grantees under the share option scheme adopted by the Company on 13 December 2017. The exercise price of each option is HK\$5.18.

#### Employees and remuneration policies

As at 30 June 2019, the Group employed a total of 569 employees (31 December 2018: 456). The increase in the number of employees was mainly due to the increase in the scale of the Group's business for Kunming and Baoan, Shenzhen operations.

#### Contingent liabilities

The Group had no material contingent liability as at 30 June 2019.

#### Financial instruments

Our major financial instruments include trade receivables, other receivables excluding prepayments, cash and cash equivalents, pledged bank deposits, short-term bank deposits, borrowings, trade payables and other payables excluding non-financial liabilities. Our management manages such exposure to ensure appropriate measures are implemented on a timely and effective manner.

倘撇除北京眼科醫院產生虧損淨額3.9百萬港元、寶安衛星診所產生虧損淨額4.3百萬港元及昆明醫院產生虧損淨額3.2百萬港元不計，本集團於截至2019年6月30日止六個月的淨利潤為44.5百萬港元。

#### 結算日後事項

於2019年7月18日，本公司根據本公司於2017年12月13日採納的購股權計劃向本集團若干董事、僱員及顧問授出合共6,540,000份購股權，以認購合共最多6,540,000股普通股，惟須待承授人接納後，方可作實。每份購股權的行使價為5.18港元。

#### 僱員及薪酬政策

於2019年6月30日，本集團合共僱用569名（2018年12月31日：456名）僱員。僱員數目的增長主要由於本集團於昆明及深圳寶安營運的業務規模擴大所致。

#### 或然負債

本集團於2019年6月30日並無重大或然負債。

#### 金融工具

我們主要的金融工具包括貿易應收款項、其他應收款項（不包括預付款項）、現金及現金等價物、已抵押銀行存款、短期銀行存款、借款、貿易應付款項及其他應付款項（不包括非金融負債）。管理層管理該等風險以確保適時有效實施適當的措施。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### Foreign exchange risk

Our subsidiaries mainly operate in Hong Kong and the Mainland China with most of the transactions settled in HK\$ and RMB, respectively. Foreign exchange rate risk arises when recognised financial assets and liabilities are denominated in a currency that is not the entity's functional currency.

As at 30 June 2019, the financial assets and liabilities of our subsidiaries in Hong Kong and the Mainland China are primarily denominated in Hong Kong dollars and Renminbi, respectively. Currently, the Group has not entered into agreements or purchased instruments to hedge the Group's foreign exchange rate risks. Any material fluctuation in the exchange rates of Hong Kong dollars or Renminbi may have an impact on the operating results of the Group. The Group manages foreign currency risk by closely monitoring the movement of the foreign currency rates.

#### 外匯風險

我們的附屬公司主要於香港及內地經營業務，且其大部分交易分別以港元及人民幣結算。當已確認金融資產及負債以實體功能貨幣以外的貨幣計值時，即產生外匯匯率風險。

於2019年6月30日，香港及內地附屬公司的金融資產及負債分別主要以港元及人民幣計值。本集團目前並無訂立協議或採購工具以對沖本集團的外匯匯率風險。港元或人民幣匯率的任何重大波動或會影響本集團的經營業績。本集團透過密切監察外幣匯率的變動管理外幣風險。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### OUTLOOK AND STRATEGIES

The Directors believe that the Group has its competitive strengths as one of the leading and internationally recognised ophthalmic service providers in Hong Kong and the Mainland China. In addition to the national economic growth in the Mainland China, the implementation of the favorable policies to the medical industry in the Mainland China, the development of the Guangdong-Hong Kong-Macau Greater Bay Area (粵港澳大灣區) and the increasing urbanisation and living standards of the middle-class population in the Mainland China are expected to increase the demand for high-quality ophthalmic services. The Group is prepared to capture these business opportunity by implementing the following strategies:

*Establish or acquire eye hospitals, eye centre and clinics in Hong Kong and selected cities in the Mainland China, including cities in Eastern China, Southwest or Central China and the Guangdong-Hong Kong-Macau Greater Bay Area.*

Leveraging our experience in Hong Kong and Shenzhen, we intend to further increase our penetration in Hong Kong and the Mainland China. We believe we can draw on our experience in having successfully established and achieving profitable operation at Shenzhen C-MER Eye Hospital to expand further into selected PRC cities where the demand and growth potential for ophthalmic services is substantial. Currently, we intend to expand into other selected cities in the Mainland China that have similar demographic features and medical resources as Beijing and Shenzhen, by either setting up new hospitals or acquiring operating hospitals, centres or clinics when desirable opportunities arise.

#### 前景及策略

董事相信，本集團別具競爭優勢，並成為香港及內地領先及國際認可的眼科服務提供商之一。除內地經濟有所增長外，對內地醫療行業利好的政策實施，推行粵港澳大灣區的發展，加上內地日益城市化及中產階級人口生活水平不斷提高，預期上述因素將增加對高質素眼科服務的需求。本集團透過實施下列策略以作充分準備迎接商機：

*在香港及內地選定城市（包括華東、中國西南或華中地區的城市以及粵港澳大灣區城市）設立或收購眼科醫院、眼科中心及診所。*

憑藉我們在香港及深圳的經驗，我們打算進一步提高我們在香港及內地的滲透率。我們認為，我們可利用深圳希瑪眼科醫院順利成立並實現營利的經驗，進一步擴展至眼科服務需求及增長潛力巨大的中國選定城市。目前，我們打算以設立新醫院或在適當時機收購營運中的醫院、中心或診所的方式，拓展至具有與北京及深圳類似的人口特徵及醫療資源的內地其他選定城市。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

#### *Improve our operational capacity and service capability.*

We will continue to dedicate our efforts to maintaining our high service standards and strive to give our clients quality ophthalmic services. We will continue to invest in advanced medical equipment and information technology infrastructure to enhance the quality and efficiency of our practice and to ensure our clients are provided with the most appropriate treatment. We will purchase additional equipment and enhance the information technology system for upgrading the document management systems for our patient records and the related information technology systems.

#### *提升我們的經營實力及服務能力。*

我們會繼續致力保持高服務水準並致力於為客戶提供優質的眼科服務。我們會繼續投入先進的醫療設備及資訊科技基礎設施，提升我們的執業質量及效率並確保為客戶提供最適合的治療。我們將購買更多設備及增強資訊科技系統，藉以升級病歷文檔管理系統及相關資訊科技系統。

#### *Identify suitable strategic partners for collaboration.*

We may explore opportunities for strategic partnerships, alliances and investment opportunities in order to extend our network into the regions and markets where we do not have a presence.

#### *物色合適的戰略合作夥伴。*

我們或會探索機會建立戰略夥伴關係、聯盟及尋求投資機會，將我們的網絡延伸至尚未觸及的地區及市場。



# CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合中期全面收益表

			Six months ended 30 June 截至6月30日止六個月	
			2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
		Note 附註		
Revenue	收益	6	<b>264,594</b>	192,314
Cost of revenue	銷售成本	9	<b>(165,295)</b>	(129,245)
Gross profit	毛利		<b>99,299</b>	63,069
Other income	其他收入	7	<b>6,669</b>	7,270
Selling expenses	銷售開支	9	<b>(18,533)</b>	(9,031)
Administrative expenses	行政開支	9		
– Listing expenses	– 上市開支		–	(2,021)
– Other administrative expenses	– 其他行政開支		<b>(41,567)</b>	(28,519)
Other gains/(losses), net	其他收益/(虧損) 淨額	8	<b>1,073</b>	(8,504)
<b>Operating profit</b>	<b>經營利潤</b>		<b>46,941</b>	22,264
Finance expenses	財務開支	10	<b>(3,433)</b>	(152)
<b>Profit before income tax</b>	<b>除所得稅前利潤</b>		<b>43,508</b>	22,112
Income tax expense	所得稅開支	11	<b>(10,382)</b>	(10,091)
<b>Profit for the period</b>	<b>期內利潤</b>		<b>33,126</b>	12,021
<b>Profit/(loss) for the period attributable to:</b>	<b>以下各方應佔期內利潤/(虧損)：</b>			
– Equity holders of the Company	– 本公司權益持有人		<b>33,757</b>	12,021
– Non-controlling interests	– 非控股權益		<b>(631)</b>	–
			<b>33,126</b>	12,021



# CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME

## 簡明綜合中期全面收益表

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
	Note 附註		
<b>Other comprehensive loss</b>	<b>其他全面虧損</b>		
<i>Item that may be subsequently reclassified to profit or loss</i>	<i>其後或會重新分類至損益的項目</i>		
Currency translation differences	外幣換算差額	(234)	(1,370)
<b>Total other comprehensive loss for the period</b>	<b>期內其他全面虧損總額</b>	<b>(234)</b>	<b>(1,370)</b>
<b>Total comprehensive income for the period</b>	<b>期內全面收入總額</b>	<b>32,892</b>	<b>10,651</b>
<b>Total comprehensive income/ (loss) for the period attributable to:</b>	<b>以下各方應佔期內全面收入／(虧損)總額：</b>		
– Equity holders of the Company	– 本公司權益持有人	33,517	10,651
– Non-controlling interests	– 非控股權益	(625)	–
		<b>32,892</b>	<b>10,651</b>
<b>Earnings per share for profit attributable to equity holders of the Company during the period (expressed in HK cents per share)</b>	<b>期內本公司權益持有人應佔利潤的每股盈利(以每股港仙列示)</b>		
– basic	– 基本	12	1.19
– diluted	– 攤薄	12	1.16

The notes on pages 28 to 79 are an integral part of this condensed consolidated interim financial information.

第28至79頁的附註構成本簡明綜合中期財務資料的一部分。



# CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

## 簡明綜合中期資產負債表

		As at 於	
		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註		
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備 14	247,035	110,484
Intangible assets	無形資產 14	4,560	3,827
Goodwill	商譽 23	34,338	—
Deferred income tax assets	遞延所得稅資產	2,004	1,047
Deposits and prepayments	按金及預付款項 17	9,545	8,905
		<b>297,482</b>	124,263
<b>Current assets</b>	<b>流動資產</b>		
Inventories	存貨 15	15,252	9,145
Trade receivables	貿易應收款項 16	9,528	6,259
Deposits, prepayments and other receivables	按金、預付款項及 其他應收款項 17	12,462	14,122
Financial assets at fair value through profit or loss	按公平值計入損益 的金融資產	—	11,397
Current income tax recoverable	可收回即期所得稅	—	819
Bank deposits with original maturity over three months	原到期日超過三個 月的銀行存款	576,197	249,099
Cash and cash equivalents	現金及現金等價物	145,802	471,745
		<b>759,241</b>	762,586
<b>Total assets</b>	<b>總資產</b>	<b>1,056,723</b>	886,849
<b>EQUITY</b>	<b>權益</b>		
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人 應佔權益</b>		
Share capital	股本 18	105,130	103,511
Reserves	儲備	744,141	730,194
<b>Total equity</b>	<b>總權益</b>	<b>849,271</b>	833,705



# CONDENSED CONSOLIDATED INTERIM BALANCE SHEET

## 簡明綜合中期資產負債表

		As at 於	
		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註		
<b>LIABILITIES</b>	<b>負債</b>		
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債 20	90,839	1,748
		90,839	1,748
<b>Current liabilities</b>	<b>流動負債</b>		
Trade payables	貿易應付款項 21	10,345	5,362
Accruals and other payables	應計費用及其他 應付款項 22	40,724	41,643
Amount due to a related party	應付一名關聯方 款項 25	20	20
Current income tax liabilities	即期所得稅負債	10,428	3,647
Lease liabilities	租賃負債 20	34,070	724
Dividend payable	應付股息	21,026	–
		116,613	51,396
<b>Total liabilities</b>	<b>總負債</b>	<b>207,452</b>	<b>53,144</b>
<b>Total equity and liabilities</b>	<b>總權益及負債</b>	<b>1,056,723</b>	<b>886,849</b>

The notes on pages 28 to 79 are an integral part of this condensed consolidated interim financial information.

第28至79頁的附註構成本簡明綜合中期財務資料的一部分。



# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

## 簡明綜合中期權益變動表

		(Unaudited) Attributable to equity holders of the Company (未經審核) 本公司權益持有人應佔						Total 總計 HK\$'000 千港元
		Share capital (Note 18) 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Statutory surplus reserve 法定盈餘儲備 HK\$'000 千港元	Exchange reserve 外匯儲備 HK\$'000 千港元	Share-based payment reserve 以股份為基礎的付款儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	
<b>As at 1 January 2018</b>	<b>於2018年1月1日</b>	37	121,996	5,492	(308)	6,259	23,947	157,423
<b>Comprehensive income</b>	<b>全面收入</b>							
Profit for the period	期內利潤	-	-	-	-	-	12,021	12,021
<b>Other comprehensive loss</b>	<b>其他全面虧損</b>							
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>其後或會重新分類至損益的項目</i>							
Currency translation differences	外幣換算差額	-	-	-	(1,370)	-	-	(1,370)
<b>Transactions with equity holders</b>	<b>與權益持有人的交易</b>							
Capitalisation of share premium	股份溢價資本化							
(Note 18(a))	(附註18(a))	80,263	(80,263)	-	-	-	-	-
Issuance of shares upon listing	於上市時發行股份							
(Note 18(b))	(附註18(b))	19,700	551,600	-	-	-	-	571,300
Issuance of shares upon exercise of over-allotment option (Note 18(c))	於超額配股權獲行使時發行股份 (附註18(c))	2,955	82,740	-	-	-	-	85,695
Share issuance costs	股份發行成本	-	(22,656)	-	-	-	-	(22,656)
Share-based payment	以股份為基礎的付款	-	-	-	-	3,877	-	3,877
<b>As at 30 June 2018</b>	<b>於2018年6月30日</b>	102,955	653,417	5,492	(1,678)	10,136	35,968	806,290



# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY

## 簡明綜合中期權益變動表

		(Unaudited)							
		Attributable to equity holders of the Company							
		(未經審核)							
		本公司權益持有人應佔							
		Share capital	Share	Statutory	Exchange	Share-based	Retained	Non-	Total
		(Note 18)	premium	surplus	reserve	payment	earnings	controlling	equity
		股本	股份溢價	法定	外匯儲備	以股份為基礎	保留盈利	總計	總權益
		(附註 18)	股份溢價	盈餘儲備	外匯儲備	的付款儲備	保留盈利	總計	總權益
		HK\$'000	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	千港元
As at 1 January 2019	於2019年1月1日	103,511	653,417	8,505	(8,039)	12,806	63,505	833,705	833,705
Comprehensive income	全面收入								
Profit for the period	期內利潤	-	-	-	-	-	33,757	33,757	33,126
Other comprehensive loss	其他全面虧損								
Items that may be	其後或會重新分類								
subsequently reclassified	至權益的項目								
to profit or loss									
Currency translation	外幣換算差額								
differences		-	-	-	(240)	-	-	(240)	(234)
Transactions with equity	與權益持有人的								
holders	交易								
Dividends paid	已付股息	-	-	-	-	-	(21,026)	(21,026)	(21,026)
Issuance of shares upon	於首次公開發售前								
exercise of pre-IPO share	購股權獲行使時								
options	發行股份	1,619	-	-	-	-	-	1,619	1,619
Share-based payment	以股份為基礎的付款	-	-	-	-	1,888	-	1,888	1,888
Non-controlling interests	業務合併時產生的								
arising on business	非控股權益								
combination		-	-	-	-	-	-	193	193
As at 30 June 2019	於2019年6月30日	105,130	653,417	8,505	(8,279)	14,694	76,236	849,703	849,271

The notes on pages 28 to 79 are an integral part of this condensed consolidated interim financial information.

第28至79頁的附註構成本簡明綜合中期財務資料的一部分。



# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

## 簡明綜合中期現金流量表

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Cash generated from operations	經營所得現金	<b>74,348</b>	14,712
Income tax paid	已付所得稅	<b>(3,736)</b>	(4,825)
Net cash generated from operating activities	經營活動所得現金淨額	<b>70,612</b>	9,887
<b>Cash flows from investing activities</b>	<b>投資活動所得現金流量</b>		
Purchase of property, plant and equipment	購買物業、廠房及設備	<b>(32,849)</b>	(17,375)
Prepayments for purchase of property, plant and equipment	購買物業、廠房及設備的預付款項	<b>(1,507)</b>	(910)
Purchase of intangible assets	購買無形資產	<b>(1,039)</b>	(1,859)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	—	45
Acquisition of a subsidiary, net of cash acquired	收購一家附屬公司，扣除所得現金	<b>(34,821)</b>	—
Interest received	已收利息	<b>6,567</b>	1,951
Proceeds from financial assets at fair value through profit or loss	按公平值計入損益的金融資產所得款項	<b>11,601</b>	—
Increase in short-term bank deposits	短期銀行存款增加	<b>(327,098)</b>	(609,743)
Net cash used in investing activities	投資活動所用現金淨額	<b>(379,146)</b>	(627,891)



# CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

## 簡明綜合中期現金流量表

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Cash flows from financing activities</b>	<b>融資活動所得現金流量</b>		
Repayments of borrowings	償還借款	—	(382)
Principal elements of lease payments	租賃付款的本金部分	(17,433)	—
Interest paid	已付利息	(3,433)	(111)
Listing costs paid and capitalised	已支付並資本化的上市費用	—	(17,960)
Proceeds from exercise of pre-IPO share options	行使首次公開發售前購股權所得款項	1,619	656,995
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(19,247)	638,542
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物的(減少)/增加淨額</b>	<b>(327,781)</b>	<b>20,538</b>
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	471,745	77,969
Currency translation differences	外幣換算差額	1,838	(615)
Cash and cash equivalents at end of the period	期末現金及現金等價物	145,802	97,892

The notes on pages 28 to 79 are an integral part of this condensed consolidated interim financial information.

第28至79頁的附註構成本簡明綜合中期財務資料的一部分。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 1 GENERAL INFORMATION

C-MER Eye Care Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 1 February 2016 as an exempted company with limited liability under the Companies Law (Cap. 22, Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of ophthalmic services, sale of vision aid products in Hong Kong (“HK”) and the Mainland China (the “Business”). The Company has been listed on the Main Board of The Stock Exchange of Hong Kong Limited since 15 January 2018 (the “Listing”).

This condensed consolidated interim financial information is presented in Hong Kong Dollar and all values are rounded to nearest thousand (HK\$’000) except when otherwise indicated.

This condensed consolidated interim financial information has not been audited.

### 1 一般資料

希瑪眼科醫療控股有限公司（「本公司」）於2016年2月1日根據開曼群島法例第22章公司法（1961年第3號法例，經綜合及修訂）在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司為一間投資控股公司，及其附屬公司主要從事於香港（「香港」）及內地提供眼科服務及銷售視力輔助產品（「業務」）。自2018年1月15日起，本公司已在香港聯合交易所有限公司主板上市（「上市」）。

除另有指明外，本簡明綜合中期財務資料以港元呈列，而所有金額約整至千元（千港元）。

本簡明綜合中期財務資料未經審核。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 2 BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 June 2019 has been prepared in accordance with the Hong Kong Accounting Standards ("HKAS") 34 "Interim financial reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). The condensed consolidated interim financial information should be read in conjunction with the annual consolidated financial statements for the year ended 31 December 2018, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

### 3 ACCOUNTING POLICIES

The accounting policies applied are consistent with those of the annual consolidated financial statements for the year ended 31 December 2018, as described in those annual consolidated financial statements, except for the adoption of new and amended standards as set out below.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

### 2 編製基準

截至2019年6月30日止六個月的本簡明綜合中期財務資料已按照香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。簡明綜合中期財務資料應與按照香港財務報告準則（「香港財務報告準則」）編製截至2018年12月31日止年度的年度綜合財務報表一併閱讀。

### 3 會計政策

所應用的會計政策與截至2018年12月31日止年度的年度綜合財務報表所應用者一致（誠如該等年度綜合財務報表所述），惟採納下文所載新訂及經修訂準則除外。

中期期間的所得稅乃根據預期全年盈利總額所適用稅率計提。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 3 ACCOUNTING POLICIES (Continued)

#### (a) New and amended standards adopted by the Group

The following new standards, amendments to standards and interpretation have been adopted by the Group for the first time for the financial year beginning on 1 January 2019:

HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation
HKFRS 16	Leases
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015–2017 Cycle
HK (IFRIC) – Int 23	Uncertainty over Income Tax Treatments

### 3 會計政策(續)

#### (a) 本集團採納的新訂及經修訂準則

本集團於2019年1月1日開始的財政年度首次採納以下新訂準則、準則修訂本及詮釋：

香港會計準則第19號(修訂本)	計劃修訂、縮減或結清
香港會計準則第28號(修訂本)	於聯營公司及合營企業的長期權益
香港財務報告準則第9號(修訂本)	具有負補償的提前付款特徵
香港財務報告準則第16號	租賃
香港財務報告準則(修訂本)	2015年至2017年週期的香港財務報告準則年度改進
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理的不確定性



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

### 3 ACCOUNTING POLICIES (Continued)

#### (a) New and amended standards adopted by the Group (Continued)

A number of new or amended standards became applicable for the current reporting period, and the Group had to change its accounting policies and make retrospective adjustments as a result of adopting HKFRS 16 Leases ("HKFRS 16").

The impact of the adoption of HKFRS 16 is disclosed below. The other standards did not have material impact on the Group's accounting policies and did not require any adjustments.

### 3 會計政策(續)

#### (a) 本集團採納的新訂及經修訂準則(續)

多項新訂或經修訂準則適用於本報告期間，而本集團因採納香港財務報告準則第16號租賃(「香港財務報告準則第16號」)須更改其會計政策及作出追溯調整。

採納香港財務報告準則第16號的影響於下文披露。其他準則並無對本集團的會計政策產生重大影響且無需作出任何調整。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 3 ACCOUNTING POLICIES (Continued)

##### (a) New and amended standards adopted by the Group (Continued)

###### (i) HKFRS 16 Leases

###### Changes in the accounting policies

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the consolidated statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed lease payments. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate.

#### 3 會計政策 (續)

##### (a) 本集團採納的新訂及經修訂準則 (續)

###### (i) 香港財務報告準則第16號租賃 會計政策變動

自2019年1月1日起，租賃確認為使用權資產，並在租賃資產可供本集團使用之日確認相應負債。每筆租賃付款乃分配至負債及財務成本。財務成本於租賃期內自綜合全面收益表扣除，以計算出各期間負債結餘的固定週期利率。使用權資產乃按資產可使用年期或租期（以較短者為準）以直線法折舊。

租賃產生的資產及負債初步以現值進行計量。租賃負債包括固定租賃付款的淨現值。租賃付款採用租賃所隱含的利率（倘該利率可予釐定）或本集團增量借款利率予以貼現。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 3 ACCOUNTING POLICIES (Continued)

#### (a) New and amended standards adopted by the Group (Continued)

##### (i) HKFRS 16 Leases (Continued)

#### Changes in the accounting policies (Continued)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- prepayment; and
- any initial direct costs.

Right-of-use assets are presented within “property, plant and equipment” in the condensed consolidated interim balance sheet, within which the corresponding underlying assets would be presented if they were owned by the Group.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

### 3 會計政策(續)

#### (a) 本集團採納的新訂及經修訂準則(續)

##### (i) 香港財務報告準則第16號租賃(續) 會計政策變動(續)

使用權資產按成本計量，包括以下各項：

- 租賃負債的初步計量金額；
- 預付款項；及
- 任何初始直接成本。

使用權資產於簡明綜合中期資產負債表「物業、廠房及設備」內呈列，而相應的相關資產（如由本集團擁有）亦將於其內呈列。

與短期租賃相關的付款以直線法於損益確認為開支。短期租賃指租期為12個月或以內的租賃。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

### 3 ACCOUNTING POLICIES (Continued)

#### (a) New and amended standards adopted by the Group (Continued)

##### (i) HKFRS 16 Leases (Continued)

#### Impact of adoption

The Group has adopted HKFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transitional provision in the standard. The adjustments arising from the new leasing rules are therefore recognised in the opening condensed consolidated interim balance sheet on 1 January 2019.

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 Leases ("HKAS 17"). These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of 1 January 2019 (date of initial application of HKFRS 16). The weighted average lessee's incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 5.2%.

### 3 會計政策 (續)

#### (a) 本集團採納的新訂及經修訂準則 (續)

##### (i) 香港財務報告準則第16號租賃 (續) 採納的影響

本集團由2019年1月1日起已追溯採納香港財務報告準則第16號，惟在該準則的特定過渡條文允許的情況下，並無重列2018年報告期的比較資料。因此，因新租賃規則而進行的調整乃於2019年1月1日的期初簡明綜合中期資產負債表確認。

採納香港財務報告準則第16號時，本集團確認與租賃有關的租賃負債，該等租賃負債先前已根據香港會計準則第17號租賃（「香港會計準則第17號」）的原則分類為「經營租賃」。該等負債乃按餘下租賃付款的現值計量，採用承租人於2019年1月1日（首次應用香港財務報告準則第16號的日期）的增量借款利率貼現。於2019年1月1日，應用於租賃負債的承租人加權平均增量借款利率為5.2%。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 3 ACCOUNTING POLICIES (Continued)

#### (a) New and amended standards adopted by the Group (Continued)

##### (i) HKFRS 16 Leases (Continued)

##### Impact of adoption (Continued)

For leases previously classified as finance leases the entity recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right of use asset and the lease liability at the date of initial application. The measurement principles of HKFRS 16 are only applied after that date.

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by this standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics; and
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases.

### 3 會計政策(續)

#### (a) 本集團採納的新訂及經修訂準則(續)

##### (i) 香港財務報告準則第16號租賃(續) 採納的影響(續)

就先前獲分類為融資租賃的租賃而言，實體於緊接過渡前已將租賃資產及租賃負債的賬面值確認為使用權資產及租賃負債於首次應用日期的賬面值。於該日後方會應用香港財務報告準則第16號的計量原則。

於首次應用香港財務報告準則第16號時，本集團已使用以下獲該準則允許使用的可行權宜方法：

- 對擁有合理相似特點的租賃組合採用單一貼現率；及
- 將於2019年1月1日餘下租期少於12個月的經營租賃入賬列作短期租賃。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 3 ACCOUNTING POLICIES (Continued)

#### (a) New and amended standards adopted by the Group (Continued)

##### (i) HKFRS 16 Leases (Continued)

#### Impact of adoption (Continued)

The reconciliation between the operating lease commitments disclosed applying HKAS 17 as at 31 December 2018 and the lease liabilities recognised in the opening of condensed consolidated interim balance sheet as at 1 January 2019 (date of initial application of HKFRS 16) is as follows:

### 3 會計政策 (續)

#### (a) 本集團採納的新訂及經修訂準則 (續)

##### (i) 香港財務報告準則第16號租賃 (續) 採納的影響 (續)

於2018年12月31日應用香港會計準則第17號披露的經營租賃承擔與於2019年1月1日(首次應用香港財務報告準則第16號的日期)於期初簡明綜合中期資產負債表確認的租賃負債的對賬如下:

		HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於2018年12月31日披露的經營租賃承擔	146,541
Discounted using the lessee's incremental borrowing rate at the date of initial application	於首次應用日期採用承租人增量借款利率貼現	105,684
Add: finance lease liabilities recognised as at 31 December 2018	加: 於2018年12月31日確認的融資租賃負債	2,472
Less: short-term leases recognised on a straight-line basis as expense	減: 以直線法確認為開支的短期租賃	(540)
Add: adjustments for reassessment of extension and termination options of lease contracts	加: 就重新評估租賃合約的延期及終止選擇權的調整	23,898
Lease liabilities recognised as at 1 January 2019	於2019年1月1日確認的租賃負債	131,514
Of which are:	其中包括:	
Current lease liabilities	流動租賃負債	33,419
Non-current lease liabilities	非流動租賃負債	98,095
		131,514



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 3 ACCOUNTING POLICIES (Continued)

#### (a) New and amended standards adopted by the Group (Continued)

##### (i) HKFRS 16 Leases (Continued)

#### Impact of adoption (Continued)

The associated right-of-use assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated balance sheet as at 31 December 2018. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

The recognised right-of-use assets relate to the following types of assets:

### 3 會計政策(續)

#### (a) 本集團採納的新訂及經修訂準則(續)

##### (i) 香港財務報告準則第16號租賃(續) 採納的影響(續)

相關使用權資產乃按與租賃負債相等的金額計量，按與於2018年12月31日於綜合資產負債表確認的該租賃有關的任何預付或應計租賃付款的金額進行調整。概無須於首次應用日期對使用權資產作出任何調整的繁重租賃合約。

已確認的使用權資產與以下類型的資產有關：

		30 June 2019 2019年 6月30日 HK\$'000 千港元	1 January 2019 2019年 1月1日 HK\$'000 千港元
Properties	物業	118,054	126,907
Medical equipment	醫療設備	2,324	2,721
		120,378	129,628



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 3 ACCOUNTING POLICIES (Continued)

##### (a) New and amended standards adopted by the Group (Continued)

###### (i) HKFRS 16 Leases (Continued)

###### Impact of adoption (Continued)

The change in accounting policy affected the following items in the condensed consolidated interim balance sheet on 1 January 2019:

- property, plant and equipment (right-of-use assets) – increase by HK\$129,628,000
- property, plant and equipment (medical equipment) – decrease by HK\$2,721,000
- prepayments – decrease by HK\$330,000
- accruals – decrease by HK\$2,465,000
- borrowings – decrease by HK\$2,472,000
- lease liabilities – increase by HK\$131,514,000

#### 3 會計政策(續)

##### (a) 本集團採納的新訂及經修訂準則(續)

###### (i) 香港財務報告準則第16號租賃(續) 採納的影響(續)

會計政策變動影響於2019年1月1日簡明綜合中期資產負債表的以下項目：

- 物業、廠房及設備(使用權資產)－增加129,628,000港元
- 物業、廠房及設備(醫療設備)－減少2,721,000港元
- 預付款項－減少330,000港元
- 應計費用－減少2,465,000港元
- 借款－減少2,472,000港元
- 租賃負債－增加131,514,000港元



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 3 ACCOUNTING POLICIES (Continued)

#### (b) New and amended standards not yet adopted

The following new standards, amendments and interpretation to standards which have been issued, but are effective for the financial year beginning on or after 1 January 2019 and have not been early adopted by the Group:

### 3 會計政策(續)

#### (b) 尚未採納的新訂及經修訂準則

以下為已頒佈但於2019年1月1日或之後開始的財政年度方生效而本集團並無提前採納的新訂準則、準則修訂本及詮釋：

		Effective for annual periods beginning on or after 於下列日期或之後開始的年度期間生效
HKAS 1 and HKAS 8 (Amendments) 香港會計準則第1號及香港會計準則第8號(修訂本)	Definition of Material 重大的定義	1 January 2020 2020年1月1日
HKFRS 3 (Amendments) 香港財務報告準則第3號(修訂本)	Definition of a Business 業務的定義	1 January 2020 2020年1月1日
HKFRS 10 and HKAS 28 (Amendments) 香港財務報告準則第10號及香港會計準則第28號(修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業間的資產出售或投入	To be determined 待確定
HKFRS 17 香港財務報告準則第17號	Insurance Contracts 保險合約	1 January 2021 2021年1月1日
Conceptual Framework for Financial Reporting 2018 2018年財務報告概念框架	Revised Conceptual Framework for Financial Reporting 經修訂財務報告概念框架	1 January 2020 2020年1月1日

Management is in the process of assessing the financial impact of the new standards and amendments to standards presented and does not expect them to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

管理層現正評估所呈列的新訂準則及準則修訂本的財務影響，且預期其不會於本報告期間或未來報告期間對本集團及可預見的未來交易產生重大影響。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

##### 4.1 Financial risk factors

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

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at 31 December 2018.

There have been no significant changes in the financial risk management policies since year end.

##### 4.2 Liquidity risk

Compared to year end, there was no material change in the contractual undiscounted cash out flows for financial liabilities.

#### 4 財務風險管理及金融工具

##### 4.1 財務風險因素

本集團的業務活動面臨多種財務風險：市場風險（包括外匯風險、現金流量及公平值利率風險以及價格風險）、信貸風險及流動性風險。

簡明綜合中期財務資料並不包括年度綜合財務報表所規定的所有財務風險管理資料及披露資料，其應與本集團於2018年12月31日的年度綜合財務報表一併閱覽。

自年結日以來，財務風險管理政策概無任何重大變動。

##### 4.2 流動性風險

與年結日相比，金融負債的合約未貼現現金流出並無重大變動。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### 4.3 Fair value estimation

The carrying values of the Group's current financial assets, including trade receivables, deposits and other receivables, pledged bank deposits and cash and cash equivalents, and the Group's current financial liabilities, including trade payables, accruals and other payables, amounts due to a related party and borrowings approximate their fair values due to their short maturities.

As at 30 June 2019, none of the Group's financial instruments are carried at fair value. The table below analyses the Group's financial instruments carried at fair value as at 31 December 2018 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

#### 4 財務風險管理及金融工具 (續)

##### 4.3 公平值估計

本集團現有金融資產(包括貿易應收款項、按金及其他應收款項、已抵押銀行存款以及現金及現金等價物)及本集團現有金融負債(包括貿易應付款項、應計費用及其他應付款項、應付一名關聯方款項及借款)的期限較短,因此賬面值與公平值貼近。

於2019年6月30日,本集團概無金融工具按公平值列賬。下表按計量公平值所用估值方法輸入值的層級對本集團於2018年12月31日按公平值列賬的金融工具進行分析。該等輸入值在公平值層級中分為如下三個層級:

- 相同資產或負債於活躍市場的報價(未經調整)(第1級)。
- 資產或負債可直接(即價格)或間接(即從價格得出)觀察的輸入值(第1級所包括的報價除外)(第2級)。
- 資產或負債並非基於可觀察市場數據的輸入值(即不可觀察輸入值)(第3級)。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

#### 4.3 Fair value estimation (Continued)

### 4 財務風險管理及金融工具 (續)

#### 4.3 公平值估計 (續)

	(Audited) (經審核)			Total 合計
	Level 1 第1級	Level 2 第2級	Level 3 第3級	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
As at 31 December 2018				
於2018年12月31日				
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產			
– Structured bank deposits	– 結構性銀行存款	–	11,397	–
				11,397

There were no transfers between levels during the period (six months ended 30 June 2018: nil).

期內，各層級之間並無轉移(截至2018年6月30日止六個月：無)。

#### (a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

#### (a) 列入第1級的金融工具

在活躍市場買賣的金融工具的公平值，乃以結算日的市場報價為基準。當報價可隨時及定期從交易所、交易商、經紀、業內團體、定價服務商或監管機構獲得，而該等報價代表按公平基準進行的實際和常規市場交易，則該市場視為活躍市場。本集團持有的金融資產採用的市場報價為現行市場買入價，該等工具會列入第1級。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### 4.3 Fair value estimation (Continued)

###### (b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to calculate fair value of an instrument are observable, the instrument is included in level 2.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for the instrument.

#### 4 財務風險管理及金融工具 (續)

##### 4.3 公平值估計 (續)

###### (b) 列入第2級的金 金融工具

並非於活躍市場買賣的金融工具（如場外衍生工具）的公平值乃採用估值方法釐定。該等估值方法盡量採用可觀察市場數據（如有），並盡量不倚賴實體特定估算。倘計算工具公平值所需的全部重大輸入值均可觀察，則該工具列入第2級。

用於金融工具估值的特定估值方法包括：

- 工具的市場報價或交易商報價。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 4 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (Continued)

##### 4.4 Fair value of financial assets and liabilities measured at amortised cost

The fair value of the following financial assets and liabilities approximate their carrying amounts:

- Trade receivables
- Deposits and other receivables
- Bank deposits with original maturity over three months
- Cash and cash equivalents
- Trade payables
- Accruals and other payables
- Amount due to a related party
- Lease liabilities

#### 4 財務風險管理及金融工具 (續)

##### 4.4 按攤銷成本計量的金融資產及負債公平值

以下金融資產及負債的公平值與其賬面值相若：

- 貿易應收款項
- 按金及其他應收款項
- 原到期日超過三個月的銀行存款
- 現金及現金等價物
- 貿易應付款項
- 應計費用及其他應付款項
- 應付一名關聯方款項
- 租賃負債



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 5 ESTIMATES

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

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2018.

### 5 估計

管理層編製中期財務資料時作出的判斷、估計及假設會對會計政策的應用以及資產、負債及收支列報的金額產生影響。實際結果可能有別於該等估計。

編製本簡明綜合中期財務資料時，管理層應用本集團會計政策所作的重大判斷及估計不確定因素的主要來源與截至2018年12月31日止年度的綜合財務報表所應用者相同。

### 6 REVENUE AND SEGMENT INFORMATION

#### (a) Revenue

### 6 收益及分部資料

#### (a) 收益

		Six months ended 30 June	
		截至6月30日止六個月	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Provision of ophthalmic services	提供眼科服務	245,260	179,221
Sales of vision aid products	銷售視力輔助產品	19,334	13,093
		264,594	192,314
Timing of revenue recognition	收益確認的時間		
Over time	時間內	245,260	179,221
At a point in time	於某個時間點	19,334	13,093
		264,594	192,314



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 6 REVENUE AND SEGMENT INFORMATION

(Continued)

##### (b) Segment information

Management has determined the operating segments based on the reports reviewed by the chief operating decision-maker that are used to making strategic decisions. The chief operating decision-maker is identified as the executive directors of the Company. The executive directors consider the business from a client perspective and assesses the performance of the operating segments based on segment revenue and segment results for the purposes of allocating resources and assessing performance. These reports are prepared on the same basis as this condensed consolidated interim financial information.

Management considers the business is mainly located in HK and the Mainland China, which the revenue and segment results are determined by the geographical location in which the client is operated. Management has therefore identified the reportable segment based on the Group's geographic perspective, namely HK and the Mainland China.

Capital expenditure comprises additions to property, plant and equipment and intangible assets.

Other income, other gains/(losses), net, listing expenses, finance expenses, and income tax expense are not included in segment results.

#### 6 收益及分部資料(續)

##### (b) 分部資料

管理層根據由主要經營決策者審閱及用於作出策略決策的報告釐定經營分部。主要經營決策者被認為本公司的執行董事。執行董事從客戶的角度來考量業務，並根據分部收益及分部業績評估經營分部的表現，以分配資源及評估表現。該等報告乃按與本簡明綜合中期財務資料相同的基準編製。

管理層認為，由於本公司主要於香港及內地開展業務，故收益及分部業績由客戶經營所在的地理位置決定。因此，管理層根據本集團的地理位置（即香港及內地）確定可呈報分部。

資本開支包括添置物業、廠房及設備以及無形資產。

其他收入、其他收益／（虧損）淨額、上市開支、財務開支及所得稅開支並未計入分部業績。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 6 REVENUE AND SEGMENT INFORMATION

(Continued)

#### (b) Segment information (Continued)

The segment results for the six months ended 30 June 2019 are as follows:

### 6 收益及分部資料(續)

#### (b) 分部資料(續)

截至2019年6月30日止六個月的分部業績載列如下：

		(Unaudited) (未經審核)		
		Six months ended 30 June 2019 截至2019年6月30日止六個月		
		Mainland		
		HK 香港	China 內地	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue	分部收益	134,891	129,703	264,594
Gross profit	毛利	44,833	54,466	99,299
Selling expenses	銷售開支	(2,580)	(15,953)	(18,533)
Administrative expenses	行政開支	(13,855)	(27,712)	(41,567)
Segment results	分部業績	28,398	10,801	39,199
Other income	其他收入			6,669
Other gains, net	其他收益淨額			1,073
Finance expenses	財務開支			(3,433)
Profit before income tax	除所得稅前利潤			43,508
Income tax expense	所得稅開支			(10,382)
Profit for the period	期內利潤			33,126
<b>Other segment information</b>	<b>其他分部資料</b>			
Additions to non-current assets	添置非流動資產	32,074	141,804	173,878
Depreciation and amortisation	折舊及攤銷	(13,164)	(21,898)	(35,062)
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備所得虧損淨額	(108)	-	(108)



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 6 REVENUE AND SEGMENT INFORMATION

(Continued)

#### (b) Segment information (Continued)

The segment results for the six months ended 30 June 2018 are as follows:

### 6 收益及分部資料(續)

#### (b) 分部資料(續)

截至2018年6月30日止六個月的分部業績載列如下：

		(Unaudited) (未經審核)		
		Six months ended 30 June 2018 截至2018年6月30日止六個月		
		HK 香港	The Mainland China 內地	Total 合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Segment revenue	分部收益	101,331	90,983	192,314
Gross profit	毛利	30,427	32,642	63,069
Selling expenses	銷售開支	(608)	(8,423)	(9,031)
Administrative expenses	行政開支	(9,430)	(19,089)	(28,519)
Segment results	分部業績	20,389	5,130	25,519
Other income	其他收入			7,270
Listing expenses	上市開支			(2,021)
Other losses, net	其他虧損淨額			(8,504)
Finance expenses	財務開支			(152)
Profit before income tax	除所得稅前利潤			22,112
Income tax expense	所得稅開支			(10,091)
Profit for the period	期內利潤			12,021
<b>Other segment information</b>	<b>其他分部資料</b>			
Additions to non-current assets	添置非流動資產	16,442	5,020	21,462
Depreciation and amortisation	折舊及攤銷	(3,905)	(9,093)	(12,998)
Gains on disposal of property, plant and equipment, net	出售物業、廠房及設備所得收益淨額	45	—	45

No analysis of segment assets and liabilities is presented as they are not regularly provided to the executive directors.

由於並無定期向執行董事提供分部資產及負債分析，故並無呈列該等分析。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 7 OTHER INCOME

### 7 其他收入

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
Management fee income	管理費收入	57	240
Interest from bank deposits	銀行存款利息	6,587	6,690
Others	其他	25	340
		6,669	7,270

### 8 OTHER GAINS/(LOSSES), NET

### 8 其他收益／(虧損)淨額

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
(Losses)/gains on disposal of property, plant and equipment, net	出售物業、廠房及設備所得(虧損)／收益淨額	(108)	45
Exchange gains/(losses), net	匯兌收益／(虧損)淨額	1,181	(8,549)
		1,073	(8,504)



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 9 EXPENSES BY NATURE

### 9 按性質劃分的費用

		Six months ended 30 June	
		截至6月30日止六個月	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Amortisation of intangible assets (Note 14)	無形資產攤銷 (附註14)	289	207
Auditor's remuneration	核數師薪酬	907	750
Depreciation of property, plant and equipment (Note 14)	物業、廠房及設備折舊 (附註14)	34,773	12,791
Doctors' consultation fees	醫生診金	51,535	36,451
Cost of inventories and consumables	存貨及耗材成本	46,737	31,415
Employee benefit expenses	僱員福利開支	50,087	39,517
Rental expenses	租金費用	307	19,866
Legal and professional fees	法律及專業費用	4,048	1,159
Listing expenses	上市開支	—	2,021
Share option expenses to doctors and consultants	授予醫生及顧問的購股權產生的開支	1,532	3,267

### 10 FINANCE EXPENSES

### 10 財務開支

		Six months ended 30 June	
		截至6月30日止六個月	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest expense on lease liabilities	租賃負債利息開支	3,433	152



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 11 INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 June 2018: 16.5%) on the estimated assessable profits for the period.

The applicable tax rate for the subsidiaries in the Mainland China of the Group is 25% (six months ended 30 June 2018: 25%) for the period.

The amount of taxation charged/(credited) to the condensed consolidated interim statement of comprehensive income represents:

### 11 所得稅開支

期內，香港利得稅已按估計應課稅利潤的稅率16.5%（截至2018年6月30日止六個月：16.5%）計提撥備。

期內，本集團內地附屬公司的適用稅率為25%（截至2018年6月30日止六個月：25%）。

扣除／（計入）簡明綜合中期全面收益表的稅項金額為：

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	<b>6,909</b>	4,404
– China enterprise income tax	– 中國企業所得稅	<b>4,424</b>	5,920
Under-provision in prior years	過往年度撥備不足	<b>27</b>	–
Deferred income tax	遞延所得稅	<b>(978)</b>	(233)
Income tax expense	所得稅開支	<b>10,382</b>	10,091



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 12 EARNINGS PER SHARE

#### (a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue.

### 12 每股盈利

#### (a) 基本

每股基本盈利按本公司權益持有人應佔利潤除以已發行普通股加權平均數計算。

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 (Unaudited) (未經審核)	2018 2018年 (Unaudited) (未經審核)
Profit attributable to equity holders of the Company during the period (HK\$'000)	期內本公司權益持有人應佔利潤(千港元)	<b>33,757</b>	12,021
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	<b>1,041,361,323</b>	1,009,577,900
Basic earnings per share (HK cents)	每股基本盈利(港仙)	<b>3.24</b>	1.19

Note:

- (i) The earnings per share as presented above is calculated using the weighted average number of 1,041,361,323 (six months ended 30 June 2018: 1,009,577,900) ordinary shares deemed to be in issue for the period. In determining the weighted average number of ordinary shares deemed to be in issue, the bonus elements of the shares issued in 2018 as detailed in Note 18(a) have been taken into account since 1 January 2018.

附註：

- (i) 上表所列每股盈利乃按期內視作已發行的1,041,361,323股(截至2018年6月30日止六個月：1,009,577,900股)普通股加權平均數計算。釐定視作已發行的普通股加權平均數時，已自2018年1月1日起計及2018年已發行股份的花紅因素，詳情載於附註18(a)。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 12 EARNINGS PER SHARE (Continued)

#### (b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. During the period, the Group has one (six months ended 30 June 2018: one) category of dilutive potential ordinary shares.

For the pre-IPO share options, the number of shares included as below is the number of shares that are dilutive and would have been outstanding assuming the completion of the share issue to the grantees.

### 12 每股盈利(續)

#### (b) 攤薄

每股攤薄盈利乃假設已轉換所有具攤薄潛力的普通股，並通過調整發行在外的普通股的加權平均數進行計算。期內，本集團具有一類(截至2018年6月30日止六個月：一類)具攤薄潛力的普通股。

就首次公開發售前購股權而言，以下所載股份數目為攤薄且假設向承授人發行股份完成後發行在外的股份數目。

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 (Unaudited) (未經審核)	2018 2018年 (Unaudited) (未經審核)
Profit attributable to equity holders of the Company during the period (HK\$'000)	期內本公司權益持有人應佔利潤(千港元)	33,757	12,021
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	1,041,361,323	1,009,577,900
Adjustments for:	就以下各項作出調整：		
– impact of the pre-IPO share option scheme	— 首次公開發售前購股權計劃的影響	15,461,136	28,882,699
Weighted average number of ordinary shares for diluted earnings per share	用於計算每股攤薄盈利的加權平均普通股數目	1,056,822,459	1,038,460,599
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	3.19	1.16



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 13 DIVIDENDS

Final dividend in respect of 2018 of HK2.0 cents per ordinary share, totalling approximately HK\$21,026,000, was declared and payable with the shareholders' approval on 25 June 2019.

At a board meeting held on 27 August 2019, the directors do not recommend the payment of any dividend for the six months ended 30 June 2019 (six months ended 30 June 2018: Nil).

### 13 股息

經股東於2019年6月25日批准，2018年末期股息每股普通股2.0港仙（合共約21,026,000港元）已獲宣派且須予派付。

於2019年8月27日舉行的董事會會議上，董事不建議就截至2019年6月30日止六個月派付任何股息（截至2018年6月30日止六個月：無）。

### 14 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

### 14 物業、廠房及設備及無形資產

		Property, plant and equipment 物業、廠房 及設備 HK\$'000 千港元	Intangible assets 無形資產 HK\$'000 千港元
<b>(Unaudited)</b>	<b>(未經審核)</b>		
<b>Six months ended</b>	<b>截至2019年</b>		
<b>30 June 2019</b>	<b>6月30日止六個月</b>		
Opening net book amount	期初賬面淨值	<b>110,484</b>	<b>3,827</b>
Additions	添置	<b>172,838</b>	<b>1,039</b>
Additions through acquisition of a subsidiary	透過收購一家 附屬公司添置	<b>890</b>	<b>—</b>
Disposal	出售	<b>(108)</b>	<b>—</b>
Depreciation and amortisation (Note 9)	折舊及攤銷（附註9）	<b>(34,773)</b>	<b>(289)</b>
Currency translation differences	外幣換算差額	<b>(2,296)</b>	<b>(17)</b>
Closing net book amount	期末賬面淨值	<b>247,035</b>	<b>4,560</b>



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 14 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS (Continued)

### 14 物業、廠房及設備及無形資產(續)

		Property, plant and equipment 物業、廠房 及設備 HK\$'000 千港元	Intangible assets 無形資產 HK\$'000 千港元
<b>(Unaudited)</b>	<b>(未經審核)</b>		
<b>Six months ended</b>	<b>截至2018年</b>		
<b>30 June 2018</b>	<b>6月30日止六個月</b>		
Opening net book amount	期初賬面淨值	109,179	2,453
Additions	添置	19,603	1,859
Disposal	出售	(98)	—
Depreciation and amortisation (Note 9)	折舊及攤銷(附註9)	(12,791)	(207)
Currency translation differences	外幣換算差額	(768)	(84)
Closing net book amount	期末賬面淨值	115,125	4,021



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 15 INVENTORIES

### 15 存貨

		As at 於	
		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Pharmaceuticals and medical consumables	藥品及醫用耗材	14,520	8,501
Vision aid products	視力輔助產品	732	644
		15,252	9,145



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 16 TRADE RECEIVABLES

The trade receivables are due when services are rendered and goods are sold. The ageing analysis of the trade receivables based on due date and invoice date was as follows:

### 16 貿易應收款項

貿易應收款項於提供服務及出售貨物時即為到期應付。貿易應收款項按到期日期及發票日期的賬齡分析如下：

		As at 於	
		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-90 days	0至90日	8,501	5,624
91-180 days	91至180日	417	226
Over 180 days	超過180日	610	409
		9,528	6,259



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 17 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

### 17 按金、預付款項及其他應收款項

		As at 於	
		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current</b>	<b>非即期</b>		
Prepayments for property, plant and equipment	物業、廠房及設備預付款項	1,677	1,920
Rental deposits	租金按金	7,868	6,985
		9,545	8,905
<b>Current</b>	<b>即期</b>		
Prepayments for inventories	預付存貨款項	1,983	26
Prepayments for operating expenses	預付營運費用	5,520	4,068
Rental and other deposits	租金及其他按金	2,699	3,544
Interest receivable	應收利息	679	1,688
Other receivables	其他應收款項	1,581	4,796
		12,462	14,122
Total deposits, prepayments and other receivables	按金、預付款項及其他應收款項合計	22,007	23,027



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 18 SHARE CAPITAL

### 18 股本

	Note 附註	Number of ordinary shares 普通股數目 '000 千股	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
At 1 January 2019 and 30 June 2019	於2019年1月1日 及2019年 6月30日	<b>8,000,000</b>	800,000
At 1 January 2018 and 30 June 2018	於2018年1月1日 及2018年 6月30日	<b>8,000,000</b>	800,000
<b>Issued and paid:</b>	<b>已發行及繳足：</b>		
At 1 January 2019	於2019年1月1日	<b>1,035,112</b>	103,511
Issuance of shares upon exercise of pre-IPO share options	行使首次公開 發售前購股 權後發行 股份	<b>16,188</b>	1,619
At 30 June 2019	於2019年 6月30日	<b>1,051,300</b>	105,130
At 1 January 2018	於2018年1月1日	<b>371</b>	37
Capitalisation of share premium	股份溢價 資本化 (a)	<b>802,629</b>	80,263
Issuance of shares upon listing	上市後發行 股份 (b)	<b>197,000</b>	19,700
Issuance of shares upon exercise of over- allotment option	行使超額配股 權後發行 股份 (c)	<b>29,550</b>	2,955
At 30 June 2018	於2018年 6月30日	<b>1,029,550</b>	102,955



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 18 SHARE CAPITAL (Continued)

Note:

- (a) Pursuant to a shareholder's resolution passed on 13 December 2017, conditional on the share premium account of the Company being credited as a result of the Listing, the directors were authorised to issue a total of 802,628,735 shares by way of capitalisation of the sum of HK\$80,262,874 standing to the credit of the share premium account of the Company upon the Listing. Such capitalisation issue was completed on 15 January 2018.
- (b) On 15 January 2018, the shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited. In connection with the Listing, the Company issued 197,000,000 shares at a price of HK\$2.9 each for a gross proceed of HK\$571,300,000.
- (c) Pursuant to the International Underwriting Agreement dated 11 January 2018, the Company granted the over-allotment option to China Merchants Securities (HK) Co., Limited, the international underwriter of the global offering, in its discretion to require the Company to allot and issue up to 29,550,000 additional shares. The over-allotment option was fully exercised on 18 January 2018 and the Company issued 29,550,000 additional shares at a price of HK\$2.9 each for a gross proceed of HK\$85,695,000 at the closing date on 29 January 2018.

#### 18 股本(續)

附註：

- (a) 根據於2017年12月13日通過的股東決議案，待本公司股份溢價賬因上市而錄得進賬後，董事獲授權透過資本化將上市後本公司股份溢價賬的進賬項下合共80,262,874港元撥充資本共計發行802,628,735股股份。有關資本化發行已於2018年1月15日完成。
- (b) 於2018年1月15日，本公司股份於香港聯合交易所有限公司主板上市。就上市而言，本公司已按每股2.9港元的價格發行197,000,000股股份，所得款項總額為571,300,000港元。
- (c) 根據日期為2018年1月11日的國際包銷協議，本公司向全球發售的國際包銷商招商證券(香港)有限公司授出超額配股權，國際包銷商可酌情要求本公司配發及發行最多29,550,000股額外股份。於2018年1月18日，超額配股權已獲悉數行使，而於2018年1月29日的截止日期，本公司已按每股2.9港元的價格發行29,550,000股額外股份，所得款項總額為85,695,000港元。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 19 SHARE-BASED PAYMENTS

The Company approved and adopted the pre-IPO share option scheme (the “Pre-IPO Share Option Scheme”) and the post-IPO share option scheme (the “Post-IPO Share Option Scheme”) pursuant to shareholder’s resolutions passed on 28 June 2017 and 13 December 2017, respectively. Share options were granted in 2017 under the Pre-IPO Share Option Scheme to incentivize the Company’s certain directors, senior management, ophthalmologists, physicians, employees and consultants. Up to 30 June 2019, no share options have been granted under the Post-IPO Share Option Scheme.

The following table discloses details of the Company’s share options granted under the Pre-IPO Share Option Scheme held by eligible participants and movements in total holdings in relation thereto during the period:

### 19 以股份為基礎的付款

根據分別於2017年6月28日及2017年12月13日通過的股東決議案，本公司已批准並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」）及首次公開發售後購股權計劃（「首次公開發售後購股權計劃」）。根據首次公開發售前購股權計劃，本公司於2017年授出購股權以激勵其若干董事、高級管理層、眼科醫生、醫生、僱員及顧問。截至2019年6月30日，本公司並無根據首次公開發售後購股權計劃授出任何購股權。

下表披露由合資格參與者持有的首次公開發售前購股權計劃項下授出的本公司購股權詳情以及本期間的有關持股變動：

Grant date	Expiry date	Exercise price per share	Note	Number of share options '000			At 30 June 2019
				At 1 January 2019	Exercised during the period	Forfeited during the period	
授出日期	屆滿日期	每股行使價 HK\$ 港元	附註	於2019年1月1日	期內已行使 (附註(v))	期內已沒收	於2019年6月30日
1 April 2017	15 July 2021	0.1	(i)	5,008	(4,835)	-	173
2017年4月1日	2021年7月15日						
1 April 2017	31 March 2022	0.1	(i)	10,570	(10,397)	-	173
2017年4月1日	2022年3月31日						
1 April 2017	31 March 2023	0.1	(i)	10,570	-	-	10,570
2017年4月1日	2023年3月31日						
1 April 2017	31 March 2023	1.0	(i)	10,900	-	(782)	10,118
2017年4月1日	2023年3月31日						
1 April 2017	31 March 2027	1.0	(i)	742	-	-	742
2017年4月1日	2027年3月31日						



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 19 SHARE-BASED PAYMENTS (Continued)

### 19 以股份為基礎的付款 (續)

Grant date 授出日期	Expiry date 屆滿日期	Exercise price per share 每股行使價 HK\$ 港元	Note 附註	Number of share options '000 購股權數目千份			
				At 1 January 2019 於2019年1月1日	Exercised during the period (Note (v)) 期內已行使 (附註(v))	Forfeited during the period 期內已沒收	At 30 June 2019 於2019年6月30日
1 September 2017 2017年9月1日	31 October 2021 2021年10月31日	0.1	(ii)	500	(500)	–	–
1 September 2017 2017年9月1日	31 October 2022 2022年10月31日	0.1	(ii)	500	–	–	500
1 September 2017 2017年9月1日	31 October 2023 2023年10月31日	0.1	(ii)	500	–	–	500
1 September 2017 2017年9月1日	31 December 2021 2021年12月31日	0.1	(ii)	238	(167)	(71)	–
1 September 2017 2017年9月1日	31 December 2022 2022年12月31日	0.1	(ii)	167	–	–	167
1 September 2017 2017年9月1日	31 December 2023 2023年12月31日	0.1	(ii)	166	–	–	166
1 September 2017 2017年9月1日	31 May 2022 2022年5月31日	0.1	(ii)	167	(167)	–	–
1 September 2017 2017年9月1日	31 May 2023 2023年5月31日	0.1	(ii)	167	–	–	167
1 September 2017 2017年9月1日	31 May 2024 2024年5月31日	0.1	(ii)	166	–	–	166
1 September 2017 2017年9月1日	31 August 2023 2023年8月31日	1.0	(ii)	121	–	–	121
16 October 2017 2017年10月16日	30 November 2021 2021年11月30日	0.1	(iii)	122	(122)	–	–
16 October 2017 2017年10月16日	30 November 2022 2022年11月30日	0.1	(iii)	122	–	–	122
16 October 2017 2017年10月16日	30 November 2023 2023年11月30日	0.1	(iii)	122	–	–	122
				40,848	(16,188)	(853)	23,807
Number of option exercisable at period end ('000) 於期末可行使的購股權數目 (千份)							345
Weighted average exercise price (HK\$) 加權平均行使價 (港元)				0.36	0.1	0.93	0.52
Weighted average remaining contractual life (years) 加權平均餘下合約年期 (年)							3.88



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 19 SHARE-BASED PAYMENTS (Continued)

### 19 以股份為基礎的付款(續)

Grant date 授出日期	Expiry date 屆滿日期	Exercise price per share 每股行使價 HK\$ 港元	Note 附註	Number of share options '000 購股權數目千份		
				At 1 January 2018 於2018年 1月1日	Forfeited during the period 期內已沒收	At 30 June 2018 於2018年 6月30日
1 April 2017	15 July 2021	0.1	(i)	10,570	–	10,570
2017年4月1日	2021年7月15日					
1 April 2017	31 March 2022	0.1	(i)	10,570	–	10,570
2017年4月1日	2022年3月31日					
1 April 2017	31 March 2023	0.1	(i)	10,570	–	10,570
2017年4月1日	2023年3月31日					
1 April 2017	31 March 2023	1.0	(i)	11,048	(226)	10,822
2017年4月1日	2023年3月31日					
1 April 2017	31 March 2027	1.0	(i)	742	–	742
2017年4月1日	2027年3月31日					
1 September 2017	31 October 2021	0.1	(ii)	500	–	500
2017年9月1日	2021年10月31日					
1 September 2017	31 October 2022	0.1	(ii)	500	–	500
2017年9月1日	2022年10月31日					
1 September 2017	31 October 2023	0.1	(ii)	500	–	500
2017年9月1日	2023年10月31日					
1 September 2017	31 December 2021	0.1	(ii)	367	–	367
2017年9月1日	2021年12月31日					
1 September 2017	31 December 2022	0.1	(ii)	167	–	167
2017年9月1日	2022年12月31日					
1 September 2017	31 December 2023	0.1	(ii)	166	–	166
2017年9月1日	2023年12月31日					



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 19 SHARE-BASED PAYMENTS (Continued)

### 19 以股份為基礎的付款 (續)

Grant date	Expiry date	Exercise price per share	Note	Number of share options '000 購股權數目千份		
				At 1 January 2018 於 2018 年 1 月 1 日	Forfeited during the period 期內已沒收	At 30 June 2018 於 2018 年 6 月 30 日
授出日期	屆滿日期	每股行使價 HK\$ 港元	附註			
1 September 2017	31 May 2022	0.1	(ii)	167	–	167
2017年9月1日	2022年5月31日					
1 September 2017	31 May 2023	0.1	(ii)	167	–	167
2017年9月1日	2023年5月31日					
1 September 2017	31 May 2024	0.1	(ii)	166	–	166
2017年9月1日	2024年5月31日					
1 September 2017	31 August 2023	1.0	(ii)	121	–	121
2017年9月1日	2023年8月31日					
16 October 2017	30 November 2021	0.1	(iii)	122	–	122
2017年10月16日	2021年11月30日					
16 October 2017	30 November 2022	0.1	(iii)	122	–	122
2017年10月16日	2022年11月30日					
16 October 2017	30 November 2023	0.1	(iii)	122	–	122
2017年10月16日	2023年11月30日					
				46,687	(226)	46,461
Number of option exercisable at period end ('000)	於期末可行使的購股權數目 (千份)					–
Weighted average exercise price (HK\$)	加權平均行使價 (港元)			0.33	1.00	0.32
Weighted average remaining contractual life (years)	加權平均餘下合約年期 (年)					4.18



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 19 SHARE-BASED PAYMENTS (Continued)

Note:

- (i) On 1 April 2017, 43,578,000 options were granted to a total of 131 grantees, which include certain ophthalmologists, physicians, employees and executive directors.

The options are vested over periods of one to five years. The vesting of the pre-IPO share options granted to the ophthalmologists and certain employees is subject to performance targets in terms of revenue generated during the vesting periods. No performance condition exists for the consultants, remaining employees and executive directors who shall remain in their engagement, employment or office over the vesting periods under the service condition.

The exercise price of each option ranges from HK\$0.1 to HK\$1.0. Once vested, the options remain exercisable for periods of three to five years. All unexercised pre-IPO share options will lapse by the end of the exercise periods or upon the cessation of employment of the grantees under the service condition.

#### 19 以股份為基礎的付款(續)

附註：

- (i) 於2017年4月1日，向合共131名承授人(包括若干名眼科醫生、醫生、僱員及執行董事)授出43,578,000份購股權。

購股權歸屬期為一至五年。歸屬授予眼科醫生及若干僱員的首次公開發售前購股權須受歸屬期間所產生收益的業績目標規限。對於顧問、餘下僱員及執行董事並無設置業績條件，而彼等於歸屬期內須仍按照服務條件受聘、受僱或留任。

每份購股權的行使價介乎0.1港元至1.0港元。一旦歸屬，購股權可於三至五年期間內行使。所有未行使的首次公開發售前購股權將於行使期末或於按照服務條件停止僱用承授人後失效。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 19 SHARE-BASED PAYMENTS (Continued)

Note: (Continued)

- (ii) On 1 September 2017, 2,821,000 options were granted to a total of eight grantees, which include certain consultants, employees and an ophthalmologist of the Group.

The options are vested over periods of one to three years. The vesting of the options granted to the ophthalmologist is subject to performance target in terms of revenue generated by the grantee during the vesting periods. No performance condition exists for the consultants and employees who shall remain in their engagement or employment over the vesting periods under the service condition.

The exercise price of each option ranges from HK\$0.1 to HK\$1.0. Once vested, the options remain exercisable for a period of three years. All unexercised pre-IPO share options will lapse by the end of the exercise periods or upon the cessation of employment of the grantees under the service condition.

- (iii) On 16 October 2017, 366,000 options were granted to an employee of the Group.

The options are vested over periods of one to three years. The grantee shall remain in employment over the vesting periods under the service condition.

The exercise price of each option is HK\$0.1. Once vested, the options remain exercisable for a period of three years. All unexercised pre-IPO share options will lapse by the end of the exercise periods or upon the cessation of employment of the grantee.

#### 19 以股份為基礎的付款 (續)

附註：(續)

- (ii) 於2017年9月1日，向合共八名承授人(包括本集團若干名顧問、僱員及眼科醫生)授出2,821,000份購股權。

購股權歸屬期為一至三年。歸屬授予眼科醫生的購股權須受歸屬期間承授人所產生收益的業績目標規限。對於顧問及僱員並無設置業績條件，而彼等於歸屬期內須仍按照服務條件受聘或受僱。

每份購股權的行使價介乎0.1港元至1.0港元。一旦歸屬，購股權可於三年期間內行使。所有未行使的首次公開發售前購股權將於行使期末或於按照服務條件停止僱用承授人後失效。

- (iii) 於2017年10月16日，向一名本集團僱員授出366,000份購股權。

購股權歸屬期為一至三年。承授人須於歸屬期內仍按照服務條件受僱。

每份購股權的行使價為0.1港元。一旦歸屬，購股權可於三年期間內行使。所有未行使的首次公開發售前購股權將於行使期末或於停止僱用承授人後失效。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 19 SHARE-BASED PAYMENTS (Continued)

Note: (Continued)

- (iv) During the year ended 31 December 2017, the fair values of the pre-IPO share options granted were calculated using the binomial option pricing model and subject to a number of assumptions and with regard to the limitation of the model. The fair value of the pre-IPO share options granted and the significant input to the model are summarised as below:

		2017 2017年
Fair value of pre-IPO share options granted (HK\$'000)	所授出的首次公開發售前購股權的公平值(千港元)	17,179
Risk-free rate	無風險利率	1.01–1.58%
Expected volatility	預期波幅	47.31–53.15%
Dividend yield	股息率	0.19–0.29%
Expected option life (years)	預期購股權年期(年)	4–8

The expected volatility was determined based on the historical volatility of the share prices of publicly listed companies which are considered comparable with the Group.

預期波幅乃根據可視作與本集團可資比較的公開上市公司股價的歷史波幅確定。

- (v) During the six months ended 30 June 2019, approximately 16,188,000 shares (2018: nil) were issued upon exercise of share options. The weighted average share price at the date of exercise was HK\$4.69 (2018: not applicable).
- (vi) During the six months ended 30 June 2019, share-based payment expenses of approximately HK\$3,507,000 (2018: HK\$3,877,000) were recognised in the condensed consolidated interim statement of comprehensive income in relation to the pre-IPO share options.

### 19 以股份為基礎的付款(續)

附註：(續)

- (iv) 截至2017年12月31日止年度，所授出的首次公開發售前購股權的公平值乃使用二項式期權定價模型進行計算並須滿足多項假設及需考慮模型的限制。所授出的首次公開發售前購股權的公平值及模型的重要輸入參數概述如下：

- (v) 截至2019年6月30日止六個月，本公司於購股權獲行使後發行約16,188,000股股份(2018年：無)。於行使日期的加權平均股價為4.69港元(2018年：不適用)。

- (vi) 截至2019年6月30日止六個月，有關首次公開發售前購股權的以股份為基礎的付款開支約3,507,000港元(2018年：3,877,000港元)於簡明綜合中期全面收益表確認。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 20 LEASE LIABILITIES

### 20 租賃負債

		As at 於	
		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
<b>Non-current</b>	<b>非流動</b>		
Lease liabilities	租賃負債	90,839	—
Finance lease liabilities	融資租賃負債	—	1,748
<b>Current</b>	<b>流動</b>		
Lease liabilities	租賃負債	34,070	—
Finance lease liabilities	融資租賃負債	—	724
		34,070	724
Total	總計	124,909	2,472

The following amounts relating to the leases are charged to the condensed consolidated interim statement of comprehensive income:

下列與租賃有關的金額自簡明綜合中期全面收益表扣除：

		Six months ended 30 June 2019 截至2019年 6月30日 止六個月 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation	折舊	20,469
Interest expense (Note 10)	利息開支(附註10)	3,433



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 21 TRADE PAYABLES

Trade payables, based on invoice date, were aged as follows:

### 21 貿易應付款項

貿易應付款項按發票日期呈列的賬齡如下：

		As at 於	
		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0–30 days	0至30日	8,501	5,193
31–60 days	31至60日	360	160
61–90 days	61至90日	117	3
Over 90 days	超過90日	1,367	6
		10,345	5,362



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 22 ACCRUALS AND OTHER PAYABLES

### 22 應計費用及其他應付款項

		As at 於	
		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Accruals for employee benefits	應計員工福利費	7,368	9,480
Accruals for operating expenses	應計營運開支	4,458	6,684
Accruals for listing expenses	應計上市開支	3,591	3,591
Payables for doctors' consultation fees	應付醫生診金	11,389	9,532
Contract liabilities	合約負債	5,160	3,789
Payables for property, plant and equipment	應付物業、廠房及設備款項	7,683	7,526
Others	其他	1,075	1,041
		40,724	41,643

### 23 BUSINESS COMBINATION

On 28 March 2019, the Group acquired 80% of the equity interests in Kunming Eye Hospital, a company that operates an eye hospital in Kunming, Yunnan Province, the People's Republic of China, for consideration of RMB30,000,000 (equivalent to approximately HK\$35,111,000). The acquisition is expected to expand the Group's eye care service network in the Mainland China.

The following table summarises the consideration paid for Kunming Eye Hospital and the amounts of the assets acquired and liabilities assumed recognised at the acquisition date.

### 23 業務合併

於2019年3月28日，本集團以代價人民幣30,000,000元（相當於約35,111,000港元）收購昆明眼科醫院（一家經營位於中華人民共和國雲南省昆明市的一間眼科醫院的公司）的80%股權。收購事項預期會拓展本集團於內地的眼科醫療服務網絡。

下表概述就昆明眼科醫院已付的代價與於收購日期確認的所收購資產及所承擔負債金額。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 23 BUSINESS COMBINATION (Continued)

### 23 業務合併(續)

		As at 28 March 2019 於2019年 3月28日 HK\$'000 千港元 (Unaudited) (未經審核)	
	Note 附註		
Consideration	代價		
– Cash	– 現金		35,111
Recognised amounts of identifiable assets acquired and liabilities assumed	所收購可識別資產及所承擔 負債的已確認金額		
– Property, plant and equipment	– 物業、廠房及設備		890
– Cash and cash equivalents	– 現金及現金等價物		290
– Trade receivables	– 貿易應收款項		19
– Deposits, prepayments and other receivables	– 按金、預付款項及其他 應收款項		3,797
– Inventories	– 存貨		516
– Trade payables	– 貿易應付款項		(1,851)
– Accruals and other payables	– 應計費用及其他應付款項		(2,695)
Total identifiable net assets	可識別淨資產總值		966
Non-controlling interests	非控股權益	a	(193)
Goodwill	商譽	b	34,338
Total consideration	總代價		35,111
Acquisition-related costs	收購相關成本	c	619
Net cash outflow on acquisition	收購的現金流出淨額		
Cash paid	已付現金		35,111
Less: Cash and cash equivalents acquired	減：所收購的現金及現金 等價物		(290)
			34,821



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 23 BUSINESS COMBINATION (Continued)

##### (a) Non-controlling interests

The non-controlling interests were recognised at their proportionate share of the recognised amounts of identifiable net assets in Kunming Eye Hospital as at 28 March 2019.

##### (b) Goodwill

The goodwill arises from a number of factors including expected synergies through leveraging the expertise and reputation of the Group, the local knowledge and experience of Kunming Eye Hospital and the established workforce including local ophthalmologists, physicians and supporting staff. None of the goodwill recognised is expected to be deductible for income tax purposes.

##### (c) Acquisition-related costs

Acquisition-related costs represent legal and professional fees incurred to effect the business combination. Total acquisition-related costs amounted to HK\$619,000, of which HK\$241,000 is charged to the condensed consolidated interim statement of comprehensive income for the six months ended 30 June 2019 and the remaining amounts were expensed in prior reporting periods in which they were incurred.

#### 23 業務合併(續)

##### (a) 非控股權益

非控股權益乃按比例分佔昆明眼科醫院可識別淨資產於2019年3月28日的已確認金額確認。

##### (b) 商譽

商譽乃因多項因素產生，包括利用本集團的專業知識及聲譽、昆明眼科醫院的當地知識及經驗以及既定勞動力(包括當地眼科醫師、醫師及支援員工)預期產生的協同效應。已確認商譽預期就所得稅而言不可扣減。

##### (c) 收購相關成本

收購相關成本指完成業務合併所引致的法律及專業費用。收購相關成本總額為619,000港元，其中241,000港元於截至2019年6月30日止六個月的簡明綜合中期全面收益表中扣除，而剩餘金額於其產生的過往報告期間內支銷。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 23 BUSINESS COMBINATION (Continued)

#### (d) Revenue and profit contribution

Kunming Eye Hospital contributed revenue of HK\$1,470,000 and net loss of HK\$3,159,000 to the Group since acquisition date. Had the consolidation taken place at 1 January 2019, the consolidated statement of comprehensive income would show pro-forma revenue and net profit of approximately HK\$267,135,000 and HK\$23,824,000, respectively.

### 23 業務合併(續)

#### (d) 收益及利潤貢獻

昆明眼科醫院自收購日期起為本集團貢獻收益1,470,000港元及虧損淨額3,159,000港元。倘已於2019年1月1日進行綜合入賬，則綜合全面收益表將分別列示備考收益及純利約267,135,000港元及23,824,000港元。

### 24 COMMITMENTS

#### (a) Capital commitments

### 24 承擔

#### (a) 資本承擔

		As at 於	
		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Contracted but not provided for property, plant and equipment	就物業、廠房及 設備已訂約但 並未作出撥備	11,341	456



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 24 COMMITMENTS (Continued)

#### (b) Operating lease commitments

The Group leases various clinics, hospitals, office premises and staff quarters under non-cancellable operating lease agreements. The lease terms are between one and ten years, and the majority of lease agreements are renewable at the end of the lease period at market rate. The Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

### 24 承擔 (續)

#### (b) 經營租賃承擔

本集團根據不可撤銷經營租賃協議租賃多個診所、醫院、辦公室物業及員工宿舍。租期介乎一年至十年，且大多數租賃協議於租賃期末可按市價續訂。本集團於不可撤銷經營租賃項下的未來最低租賃付款總額如下：

		As at 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Not later than one year	不遲於一年	31,590
Later than one year and not later than five years	一年後及不遲於五年	62,281
Later than five years	五年以上	52,670
		146,541



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 25 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

The Group is controlled by C-MER Group Limited (incorporated in the BVI), the ultimate holding company, which owns 68.7% of the Company's shares as at 30 June 2019. The ultimate controlling party of the Group is Dr. Dennis LAM and Ms. LI.

#### 25 關聯方交易

倘一方有能力直接或間接控制另一方或對另一方所作財務及營運決策具有重大影響力，則雙方被視為有關聯。倘雙方受共同控制或受共同重大影響，則雙方亦被視為有關聯。

於2019年6月30日，本集團受最終控股公司希瑪集團有限公司（於英屬處女群島註冊成立）控制，其擁有本公司68.7%股份。本集團的最終控股方為林順潮醫生及李女士。

Name of related parties 關聯方名稱	Relationship with the Company 與本公司的關係
C-MER Group Limited 希瑪集團有限公司	Ultimate holding company 最終控股公司
Maida Medical Software Development (Shenzhen) Limited 邁達醫療軟件開發(深圳)有限公司	Common controlling shareholder (Dr. Dennis LAM) and director (Ms. LI) 共同控股股東(林順潮醫生)及董事(李女士)
Project Vision Charitable Foundation Limited 亮睛工程慈善基金有限公司	Common directors (Dr. Dennis LAM and Ms. LI) 共同董事(林順潮醫生及李女士)



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 25 RELATED PARTY TRANSACTIONS

(Continued)

(a) In addition to those disclosed elsewhere in the condensed consolidated interim financial information, the Group has the following transactions with related parties:

### 25 關聯方交易 (續)

(a) 除簡明綜合中期財務資料其他部份已披露者外，本集團與關聯方有下列交易：

		Six months ended 30 June	
		截至6月30日止六個月	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Ophthalmic services provided to a related company – Project Vision Charitable Foundation Limited	向關聯公司提供眼科服務 — 亮睛工程慈善基金有限公司	182	239
Management fee income from related companies – Project Vision Charitable Foundation Limited	來自關聯公司的管理費收入 — 亮睛工程慈善基金有限公司	63	240
		245	479
Lease payments to a related company – Maida Medical Software Development (Shenzhen) Limited	向關聯公司作出的租賃付款 — 邁達醫療軟件開發(深圳)有限公司	4,532	4,637

The management fee income is received for the administrative services provided by the Group to the related parties. The ophthalmic service income, management fee income and lease payments were determined based on the terms mutually agreed between the Group and the related parties.

管理費收入乃就本集團向關聯方提供的行政管理服務而收取。眼科服務收入、管理費收入及租賃付款乃根據本集團與關聯方共同協定的條款釐定。



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 25 RELATED PARTY TRANSACTIONS

(Continued)

#### (b) Key management compensation

### 25 關聯方交易 (續)

#### (b) 主要管理人員薪酬

		Six months ended 30 June	
		截至6月30日止六個月	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Fees, wages, salaries and bonus	袍金、工資、薪金及花紅	3,042	2,839
Retirement benefits costs – defined contribution scheme	退休福利成本 – 定額供款計劃	36	36
Allowances and benefits in kind	津貼及實物福利	381	378
Share-based payments	以股份為基礎的付款	1,337	1,246
		4,796	4,499



# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

## 簡明綜合中期財務資料附註

### 25 RELATED PARTY TRANSACTIONS

(Continued)

#### (c) Balances with related parties

### 25 關聯方交易 (續)

#### (c) 與關聯方的結餘

		As at 於	
		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Amounts due to a related party:	應付一名關聯方款項：		
<b>Non-trade</b>	<b>非貿易</b>		
– Project Vision Charitable Foundation Limited	– 亮睛工程慈善基金有限公司	20	20
Lease liabilities due to a related party:	應付一名關聯方租賃負債：		
– Maida Medical Software Development (Shenzhen) Limited (Note)	– 邁達醫療軟件開發(深圳)有限公司(附註)	7,927	–

Note: The capital element and interest element of lease rentals payable to a related party for the six months ended 30 June 2019 was HK\$4,532,000.

附註：截至2019年6月30日止六個月，應付一名關聯方租金的資本部分及利息部分為4,532,000港元。

The balances were unsecured, interest-free and repayable on demand and were denominated in RMB.

有關結餘為無抵押、免息及須按要求償還，並以人民幣計值。



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

### 簡明綜合中期財務資料附註

#### 26 EVENT AFTER THE BALANCE SHEET DATE

On 18 July 2019, the Company granted an aggregate of 6,540,000 share options to certain directors, employees and consultants of the Group to subscribe, in aggregate, for up to 6,540,000 ordinary shares, subject to acceptance of the grantees under the Post-IPO Share Option Scheme. The exercise price of each option is HK\$5.18.

#### 26 結算日後事項

於2019年7月18日，本公司根據首次公開發售後購股權計劃向本集團若干董事、僱員及顧問授出合共6,540,000份購股權，以認購合共最多6,540,000股普通股，惟須待承授人接納後，方可作實。每份購股權的行使價為5.18港元。



# REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

## 中期財務資料的審閱報告



**pwc**

**TO THE BOARD OF DIRECTORS OF C-MER EYE CARE HOLDINGS LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**羅兵咸永道**

**致希瑪眼科醫療控股有限公司董事會**

*(於開曼群島註冊成立的有限公司)*

### INTRODUCTION

We have reviewed the interim financial information set out on pages 20 to 79, which comprises the condensed consolidated interim balance sheet of C-MER Eye Care Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) as at 30 June 2019 and the related condensed consolidated interim statements of comprehensive income, changes in equity and cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 引言

我們已審閱列載於第20至79頁的中期財務資料，此中期財務資料包括希瑪眼科醫療控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於2019年6月30日的簡明綜合中期資產負債表與截至該日止六個月期間的相關簡明綜合中期全面收益表、簡明綜合中期權益變動表和簡明綜合中期現金流量表，以及主要會計政策概要及其他附註解釋。香港聯合交易所有限公司證券上市規則規定，就中期財務資料擬備的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」擬備及列報本中期財務資料。我們的責任是根據我們的審閱對本中期財務資料作出結論，並僅按照我們協定的委聘條款向閣下（作為整體）報告我們的結論，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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# REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

## 中期財務資料的審閱報告

### SCOPE OF REVIEW

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

### CONCLUSION

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

### 審閱範圍

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

### 結論

按照我們的審閱，我們並無發現任何事項，令我們相信中期財務資料未有在各重大方面根據香港會計準則第34號「中期財務報告」擬備。

**PricewaterhouseCoopers**  
Certified Public Accountants

Hong Kong, 27 August 2019

**羅兵咸永道會計師事務所**  
執業會計師

香港，2019年8月27日



## OTHER INFORMATION

### 其他資料

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

As of 30 June 2019, the interests and short positions of our Directors and chief executive of our Company in the shares, underlying shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept pursuant to Section 352 of the SFO; or (c) as otherwise notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉

於2019年6月30日，董事及本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有須(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例相關條文被當作或視為擁有的權益及淡倉），或(b)記錄於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(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下：

#### (A) Long and short position in Shares of our Company

#### (A) 於本公司股份的好倉及淡倉

Name of Director 董事姓名	Nature of Interest 權益性質	Number of shares 股份數目	Approximate percentage of shareholding in our Company (%) 於本公司股權 概約百分比 (%)
Dr. LAM Shun Chiu Dennis JP 林順潮醫生(太平紳士)	Interest of controlled corporation 受控法團權益	722,696,756 (long position) (Note) 722,696,756股 (好倉)(附註)	68.7%
		2,000,000 (short position) 2,000,000股(淡倉)	0.2%



## OTHER INFORMATION

其他資料

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

#### (A) Long and short position in Shares of our Company (Continued)

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉(續)

#### (A) 於本公司股份的好倉及淡倉(續)

Name of Director 董事姓名	Nature of Interest 權益性質	Number of shares 股份數目	Approximate percentage of shareholding in our Company (%) 於本公司股權概約百分比(%)
Ms. LI Xiaoting 李肖婷女士	Interest of spouse 配偶權益	722,696,756 (long position) (Note) 722,696,756股 (好倉)(附註)	68.7%
		2,000,000 (short position) 2,000,000股(淡倉)	0.2%
Dr. Lee Yau Wing Vincent 李佑榮醫生	Beneficial owner 實益擁有人	8,635,333 (long position) 8,635,333股(好倉)	0.8%
Dr. LAU Johnson Yiu-Nam 劉耀南醫生	Beneficial owner 實益擁有人	8,030,865 (long position) 8,030,865股(好倉)	0.8%

Note: 722,696,756 Shares are beneficially owned by C-MER Group Limited ("C-MER Group"). C-MER Group is owned as to 70% by Dr. Dennis LAM and 30% by Ms. LI Xiaoting. Ms. LI is the spouse of Dr. Dennis LAM, and both of them have been managing and operating our business collectively and reaching consensus before making major decisions in respect of our business. Both Dr. Dennis LAM and Ms. LI will continue to act jointly following the Listing so far as the exercise of the voting rights attached with our Shares (through C-MER Group) is concerned.

附註：722,696,756股股份由希瑪集團有限公司(「希瑪集團」)實益擁有。希瑪集團分別由林順潮醫生及李肖婷女士擁有70%及30%的權益。李女士為林順潮醫生的配偶，且兩人均一直共同管理及經營我們的業務並於作出有關我們的業務的主要決策前達成一致意見。林順潮醫生及李女士於上市後均將就(透過希瑪集團)行使股份投票權繼續共同行動。

By virtue of the SFO, Dr. Dennis LAM is deemed to be interested in the Shares held by C-MER Group.

根據證券及期貨條例，林順潮醫生被視為於希瑪集團所持股份中擁有權益。



## OTHER INFORMATION

### 其他資料

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

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉（續）

##### (B) Long position in underlying Shares of our Company – physically settled unlisted equity derivatives

(B) 於本公司相關股份的好倉－實物結算非上市股本衍生工具

Name of Director 董事姓名	Nature of Interest 權益性質	Number of underlying shares in respect of the share options granted (Note 1) 有關授出購股權的 相關股份數目（附註1）	Approximate percentage of shareholding in our Company (%) 於本公司股權 概約百分比（%）
Dr. LEE Yau Wing Vincent 李佑榮醫生	Beneficial owner 實益擁有人	4,317,667 (long position) (Note) 4,317,667股 (好倉)（附註）	0.4%
Mr. LI Chunshan 李春山先生	Beneficial owner 實益擁有人	777,000 (long position) (Note) 777,000股 (好倉)（附註）	0.07%
	Interest of spouse 配偶權益	259,000 (long position) (Note) 259,000股 (好倉)（附註）	0.03%

Note: Details of the above share options granted by our Company are set out in the section headed “Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme” in this report.

附註：有關上述本公司授出的購股權詳情載於本報告「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」一節。



## OTHER INFORMATION

其他資料

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

#### (C) Long position in shares of associated corporation – C-MER Group

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證中擁有的權益及淡倉(續)

#### (C) 於相聯法團股份的好倉—希瑪集團

Name of Director 董事姓名	Nature of Interest 權益性質	Number of shares 股份數目	Approximate percentage of the issued shares (%)
			於已發行股份 概約百分比(%)
Dr. LAM Shun Chiu Dennis JP 林順潮醫生(太平紳士)	Beneficial owner 實益擁有人	1,400 (long position) 1,400 股(好倉)	70.0%
Ms. LI Xiaoting 李肖婷女士	Beneficial owner 實益擁有人	600 (long position) 600 股(好倉)	30.0%

Save as disclosed above, as of 30 June 2019, so far as is known to our Directors or chief executive of our Company, none of our Directors or chief executive of our Company had interests or short positions in the shares, underlying shares and debentures of our Company or its associated corporations which (a) were required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to our Company and the Stock Exchange.

除上文所披露者外，於2019年6月30日，據董事或本公司最高行政人員所知，董事或本公司最高行政人員於本公司或其相聯法團的股份、相關股份及債權證中概無擁有須(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例相關條文被當作或視為擁有的權益及淡倉)，或(b)根據證券及期貨條例第352條須記錄於該條所指登記冊內的權益或淡倉，或(c)根據標準守則須知會本公司及聯交所的權益或淡倉。



## OTHER INFORMATION

### 其他資料

#### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF OUR COMPANY

As of 30 June 2019, so far as was known to any Director or chief executive of our Company, the following persons (other than our Directors and chief executive of our Company) had interests and/or short positions in the Shares or underlying Shares which would fall to be disclosed to our Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by our 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2019年6月30日，就任何董事或本公司最高行政人員所知，下列人士（董事及本公司最高行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露或記錄於本公司根據證券及期貨條例第336條須存置的登記冊內的權益及／或淡倉。

Name of Shareholder 股東名稱	Nature of Interest 權益性質	Number of shares 股份數目	Approximate percentage of shareholding in our Company (%) 於本公司股權概約百分比(%)
C-MER Group 希瑪集團	Beneficial owner 實益擁有人	722,696,756 (long position) (Note) 722,696,756股 (好倉)(附註)	68.7%
		2,000,000 (short position) 2,000,000股(淡倉)	0.2%

Note: C-MER Group is owned as to 70% by Dr. Dennis LAM and 30% by Ms. LI Xiaoting. Ms. LI is the spouse of Dr. Dennis LAM, and both of them have been managing and operating our business collectively and reaching consensus before making major decisions in respect of our business. Both Dr. Dennis LAM and Ms. LI will continue to act jointly following the Listing so far as the exercise of the voting rights attached with our Shares (through C-MER Group) is concerned.

By virtue of the SFO, Dr. Dennis LAM is deemed to be interested in the shares held by C-MER Group.

附註：希瑪集團由林順潮醫生及李肖婷女士分別擁有其70%及30%的權益。李女士為林順潮醫生的配偶，且兩人均一直共同管理及經營我們的業務並於作出有關我們業務的重大決策前達成一致意見。林順潮醫生及李女士於上市後均將就（透過希瑪集團）行使股份投票權繼續共同行動。

根據證券及期貨條例，林順潮醫生被視為由希瑪集團持有的股份中擁有權益。



## OTHER INFORMATION

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### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF OUR COMPANY

(Continued)

Save as disclosed above, as of 30 June 2019, our Directors were not aware that there is any other party (not being a Director or chief executive of our Company) who had an interest or short positions in the Shares and underlying Shares of our Company, which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or recorded in the register required to be kept by our Company pursuant to section 336 of the SFO.

### PRE-IPO SHARE OPTION SCHEME AND POST- IPO SHARE OPTION SCHEME

#### Pre-IPO Share Option Scheme

Our Company approved and adopted the a share option scheme (the “Pre-IPO Share Option Scheme”) pursuant to the resolutions of the shareholders passed on 28 June 2017. As of 30 June 2019, 21,749,994 share options granted under the Pre-IPO Share Option Scheme has been exercised pursuant to the terms of grant of the options.

### 主要股東於本公司股份及相關 股份的權益及淡倉(續)

除上文所披露者外，就董事所知，於2019年6月30日，概無任何其他人士（不屬董事或本公司最高行政人員）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露或記錄於本公司根據證券及期貨條例第336條須存置的登記冊內的權益或淡倉。

### 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

#### 首次公開發售前購股權計劃

根據股東於2017年6月28日通過的決議案，本公司批准及採納一項購股權計劃（「首次公開發售前購股權計劃」）。於2019年6月30日，首次公開發售前購股權計劃項下授出的21,749,994份購股權已根據授出購股權的條款獲行使。



## OTHER INFORMATION

### 其他資料

#### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme (Continued)

The purpose of the Pre-IPO Share Option Scheme is to provide incentives and rewards to our Directors, employees, ophthalmologists/physicians, advisers, consultants and business partners of our Group for their contribution, and to align the corporate objectives and interests between us and our grantees of the Pre-IPO Share Option Scheme (the “Grantees”). The principal terms of the Pre-IPO Share Option Scheme were approved and adopted pursuant to the resolutions passed by our shareholders at the extraordinary general meeting of our Company held on 28 June 2017. On the same date, our Company has adopted another share option scheme (the “Post-IPO Share Option Scheme”). As of the date of this report, there is no option granted under the Post-IPO Share Option Scheme.

As of 30 June 2019, options to subscribe for an aggregate of 23,807,006 Shares (representing approximately 2.26% of the issued share capital of our Company as of 30 June 2019 and date of this report) have been granted under the Pre-IPO Share Option Scheme to the Grantees. The Grantees comprise three Connected Grantees, seven Doctor Grantees, five Consultant Grantees, two members of our senior management team, our employees in Hong Kong and our physicians and employees in the Mainland China. All the options were granted on or before the Listing Date and no further options will be granted under the Pre-IPO Share Option Scheme after the Listing Date.

The options granted under the Pre-IPO Share Option Scheme to the Grantees will be vested on different dates.

#### 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(續) 首次公開發售前購股權計劃(續)

首次公開發售前購股權計劃旨在就董事、本集團僱員、眼科醫生／醫生、諮詢人、顧問及業務夥伴的貢獻給予彼等獎勵及嘉許，使公司目標與我們與首次公開發售前購股權計劃的承授人（「承授人」）之間的利益一致。首次公開發售前購股權計劃的主要條款根據股東於2017年6月28日舉行的本公司股東特別大會通過的決議案獲批准及採納。同日，本公司已採納另一項購股權計劃（「首次公開發售後購股權計劃」）。於本報告日期，概無購股權根據首次公開發售後購股權計劃獲授出。

於2019年6月30日，根據首次公開發售前購股權計劃已向承授人授出的購股權可認購合共23,807,006股股份（佔本公司於2019年6月30日及本報告日期的已發行股本約2.26%）。承授人包括三名關連承授人、七名醫生承授人、五名顧問承授人、兩名高級管理團隊成員、我們在香港的僱員及在內地的醫生及僱員。所有購股權已於上市日期或之前授出，於上市日期後不會根據首次公開發售前購股權計劃授出其他購股權。

根據首次公開發售前購股權計劃向承授人授出的購股權將於不同日期歸屬。

**PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)****Pre-IPO Share Option Scheme (Continued)**

The terms of the Post-IPO Share Option Scheme are the same as the terms of the Pre-IPO Share Option Scheme except that:

- (i) the total number of Shares which may be issued upon the exercise of all options granted under the Pre-IPO Share Option Scheme is 46,765,000 Shares, representing 4.68% of the enlarged issued share capital of our Company immediately following completion of the Global Offering (without taking into account any Share which may be issued upon any exercise of the Over-allotment Option and the options which have been or may be granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme);
- (ii) save for the options which have been granted on 140 Grantees, no further options will be granted under the Pre-IPO Share Option Scheme prior to the Listing Date;
- (iii) subject to any restriction contained in the Pre-IPO Share Option Scheme, an option may be exercised in accordance with the terms of the Pre-IPO Share Option Scheme and the terms of grant thereof. All the Pre-IPO Share Options that are not exercised by them within the exercise period shall lapse and be deemed as cancelled and void;
- (iv) the exercise prices for each Share under the Pre-IPO Share Options are in the range between HK\$0.10 and HK\$1.0;

**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(續)****首次公開發售前購股權計劃(續)**

首次公開發售後購股權計劃的條款與首次公開發售前購股權計劃的條款相同，惟以下各項除外：

- (i) 因行使根據首次公開發售前購股權計劃授出的所有購股權而可能發行的股份總數為46,765,000股，佔本公司緊隨全球發售完成後經擴大已發行股本4.68%（未計及因可能行使任何超額配股權及根據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已授出或可能授出的購股權而發行的任何股份）；
- (ii) 除已向140名承授人授出的購股權外，於上市日期前不會根據首次公開發售前購股權計劃授出其他購股權；
- (iii) 在遵守首次公開發售前購股權計劃所載任何限制的情況下，可根據首次公開發售前購股權計劃的條款及據此授出購股權的條款行使購股權。承授人於行使期內尚未行使的所有首次公開發售前購股權將告失效及視為註銷及作廢；
- (iv) 首次公開發售前購股權的每股股份的行使價介乎0.10港元至1.0港元之間；



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#### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme (Continued)

(v) In terms of rights on death or ceasing employment:

(aa) If the Grantee (being an individual) dies before exercising the options granted under the Pre-IPO Share Option Scheme (the “Pre-IPO Share Options”) in full, all unvested Pre-IPO Share Options shall vest on the date of his death, and the legal personal representative(s) of such Grantee may exercise all Pre-IPO Share Options granted to the deceased within twelve (12) months thereafter;

(bb) If the Grantee is an employee, director, consultant or adviser of our Group at the time of the grant of the relevant Pre-IPO Share Options and his or her employment or service to our Company is terminated on the ground of disability resulting from an occupational accident, all unvested Pre-IPO Share Options shall vest on the termination date of the employment or engagement of such Grantee. The Grantee may exercise all Pre-IPO Share Options granted to him or her within twelve (12) months thereafter; or

#### 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(續) 首次公開發售前購股權計劃(續)

(v) 就身故或終止受僱的權利而言：

(aa) 倘承授人(為個人)於悉數行使首次公開發售前購股權計劃所授出的購股權(「首次公開發售前購股權」)前身故，則所有未歸屬首次公開發售前購股權將於其身故當日歸屬，該承授人的合法遺產代理人可於該日期起計十二(12)個月內行使已故者的所有獲授首次公開發售前購股權；

(bb) 倘承授人於獲授有關首次公開發售前購股權時為本集團僱員、董事、顧問或諮詢人，且因工傷致殘而終止受僱或不再於本公司任職，則所有未歸屬首次公開發售前購股權將於該承授人終止受僱或受聘當日歸屬。承授人可於該日期起計十二(12)個月內行使所有獲授首次公開發售前購股權；或



## OTHER INFORMATION

其他資料

### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

#### Pre-IPO Share Option Scheme (Continued)

(v) In terms of rights on death or ceasing employment:  
(Continued)

(cc) If the Grantee is on leave without pay accumulated for more than one hundred and eighty-three (183) days in any calendar year after the Listing Date, the vesting periods for all unvested Pre-IPO Share Options granted to him or her shall be respectively extended for twelve (12) months. If any such extension will result in the vesting period of any unvested options to cross beyond the date of the 3rd anniversary of 1 April 2017, 1 September 2017, 1 November 2017, 1 December 2017, 1 January 2018 or 1 June 2018 (as the case maybe), such extension shall be deemed to be made up to the business day immediately prior to the date of the 3rd anniversary of 1 April 2017, 1 September 2017, 1 November 2017, 1 December 2017, 1 January 2018 or 1 June 2018 (as the case maybe).

### 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(續) 首次公開發售前購股權計劃(續)

(v) 就身故或終止受僱的權利而言：  
(續)

(cc) 倘承授人於上市日期後的任何曆年停薪休假累計超過一百八十三(183)日，其獲授的所有未歸屬首次公開發售前購股權的歸屬期限將相應延長十二(12)個月。倘任何有關延長導致任何未歸屬購股權的歸屬期限超過2017年4月1日、2017年9月1日、2017年11月1日、2017年12月1日、2018年1月1日或2018年6月1日(視情況而定)起計滿三年當日，則有關延長視為於緊接2017年4月1日、2017年9月1日、2017年11月1日、2017年12月1日、2018年1月1日或2018年6月1日(視情況而定)起計滿三年當日前的一个營業日截止。



## OTHER INFORMATION

### 其他資料

#### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme (Continued)

The following table sets forth a summary of the key terms and conditions of the Pre-IPO Share Options:

Major terms 主要條款	An executive Director, seven Doctor Grantees, selected physicians practising in Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、 於內地執業的選定醫生及 一名高級管理團隊成員	Our employees in Hong Kong and a member of our senior management team 於香港的僱員及 一名高級管理團隊成員	An executive Director, a Connected Grantee and our physicians and employees in Mainland China 一名執行董事、 一名關連承授人及 於內地的醫生及僱員	Five Consultant Grantees 五名顧問承授人
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##### Number of grantees 承授人數目

14 Grantees (including Dr. Vincent LEE and Mr. CHAN Wa Ping, a member of our senior management team, and seven Doctor Grantees). Further information on the Pre-IPO Share Options is set forth in the paragraphs under "D. Share Option Schemes – 1 Pre-IPO Share Option Scheme" in Appendix IV to the Prospectus. 14名承授人(包括李佑榮醫生及我們其中一名高級管理團隊成員陳華平先生及七名醫生承授人)。首次公開發售前購股權的進一步資料載於招股章程附錄四「D. 購股權計劃 – 1 首次公開發售前購股權計劃」一段。

28 Grantees (including Ms. SIU Man Yi, a member of our senior management team). Further information on the Pre-IPO Share Options granted to the member of our senior management team is set forth in the paragraphs under "D. Share Option Schemes – 1 Pre-IPO Share Option Scheme" in Appendix IV to the Prospectus. 28名承授人(包括我們其中一名高級管理團隊成員蕭敬兒女士)。有關授予我們高級管理團隊成員的首次公開發售前購股權的進一步資料載於招股章程附錄四「D. 購股權計劃 – 1 首次公開發售前購股權計劃」一段。

93 Grantees (including Mr. LI Chunshan, an executive Director and Ms. CAO Yuerong, a Connected Grantee and the spouse of Mr. LI Chunshan and the mother of Ms. LI). Further information on the Pre-IPO Share Options granted to our executive Director is set forth in the paragraphs under "D. Share Option Schemes – 1 Pre-IPO Share Option Scheme" in Appendix IV to the Prospectus. 93名承授人(包括執行董事李春山先生及李春山先生的配偶及李女士的母親曹月榮女士(關連承授人))。有關授予我們執行董事的首次公開發售前購股權的進一步資料載於招股章程附錄四「D. 購股權計劃 – 1 首次公開發售前購股權計劃」一段。

Five Consultant Grantees. Further information on the Pre-IPO Share Options is set forth in the paragraphs under "D. Share Option Schemes – 1 Pre-IPO Share Option Scheme" in Appendix IV to the Prospectus. 五名顧問承授人。有關首次公開發售前購股權的進一步資料載於招股章程附錄四「D. 購股權計劃 – 1 首次公開發售前購股權計劃」一段。



## OTHER INFORMATION

### 其他資料

#### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued) Pre-IPO Share Option Scheme (Continued)

#### 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(續) 首次公開發售前購股權計劃(續)

Major terms 主要條款	An executive Director, seven Doctor Grantees, selected physicians practising in Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、 於內地執業的選定醫生及 一名高級管理團隊成員	Our employees in Hong Kong and a member of our senior management team 於香港的僱員及 一名高級管理團隊成員	An executive Director, a Connected Grantee and our physicians and employees in Mainland China 一名執行董事、 一名關連承授人及 於內地的醫生及僱員	Five Consultant Grantees 五名顧問承授人
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**Pre-IPO Share Options  
granted (in terms of  
number of our Shares  
and the shareholding  
percentages)**  
已授出的首次公開發售前  
購股權(就股份數目及持  
股百分比而言)

An aggregate of 3.13% of  
the number of our Shares in  
issue immediately following  
completion of the Global  
Offering, the Capitalisation Issue  
and the full exercise of the Over-  
allotment Option, representing  
32,276,000 Shares.  
合共佔緊隨全球發售及資本化發  
行完成並在超額配股權獲悉數  
行使後我們已發行股份數目的  
3.13%，即32,276,000股股份。

An aggregate of 0.45% of  
the number of our Shares in  
issue immediately following  
completion of the Global  
Offering, the Capitalisation Issue  
and the full exercise of the Over-  
allotment Option, representing  
4,666,000 Shares.  
合共佔緊隨全球發售及資本化發  
行完成並在超額配股權獲悉數  
行使後我們已發行股份數目的  
0.45%，即4,666,000股股份。

An aggregate of 0.71% of the  
total number of our Shares in  
issue immediately following  
completion of the Global  
Offering, the Capitalisation  
Issue and the full exercise of  
the Over-allotment Option,  
representing 7,323,000 Shares.  
合共佔緊隨全球發售及資本化  
發行完成並在超額配股權獲悉  
數行使後我們已發行股份數目  
的0.71%，即7,323,000股股份。

An aggregate of 0.24% of the  
total number of our Shares in  
issue immediately following  
completion of the Global  
Offering, the Capitalisation Issue  
and the full exercise of the Over-  
allotment Option, representing  
2,500,000 Shares.  
合共佔緊隨全球發售及資本化發  
行完成並在超額配股權獲悉數  
行使後我們已發行股份總數的  
0.24%，即2,500,000股股份。



## OTHER INFORMATION

### 其他資料

#### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme (Continued)

#### 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 (續) 首次公開發售前購股權計劃 (續)

Major terms 主要條款	An executive Director, seven Doctor Grantees, selected physicians practising in Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、 於內地執業的選定醫生及 一名高級管理團隊成員	Our employees in Hong Kong and a member of our senior management team 於香港的僱員及 一名高級管理團隊成員	An executive Director, a Connected Grantee and our physicians and employees in Mainland China 一名執行董事、 一名關連承授人及 於內地的醫生及僱員	Five Consultant Grantees 五名顧問承授人
Exercise period 行使期	<p>36-month period commencing from the third anniversary of the latter of (a) the expiry of the First Six-Month Period and (b) the first anniversary of 1 April 2017 or 1 December 2017. All unexercised Pre-IPO Share Options will lapse. 自(a)首六個月期間屆滿及(b) 2017年4月1日或2017年12月1日起滿一年當日(以較晚者為準)起計滿三年當日開始的36個月期間。所有未獲行使的首次公開發售前購股權將失效。</p> <p>or 或</p> <p>36-month period commencing from the latter of (a) the expiry of the First Six-Month Period and (b) the first anniversary of 1 January 2018. All unexercised Pre-IPO Share Options will lapse. 自(a)首六個月期間屆滿及(b) 2018年1月1日起滿一年當日(以較晚者為準)開始的36個月期間。所有未獲行使的首次公開發售前購股權將失效。</p>	<p>36-month period commencing from the third anniversary of 1 April 2017. All unexercised Pre-IPO Share Options will lapse. 自2017年4月1日起滿三年當日開始的36個月期間。所有未獲行使的首次公開發售前購股權將失效。</p>	<p>36-month period commencing from the third anniversary of 1 April 2017 or 1 September 2017. All unexercised Pre-IPO Share Options will lapse. 自2017年4月1日或2017年9月1日起滿三年當日開始的36個月期間。所有未獲行使的首次公開發售前購股權將失效。</p> <p>or 或</p> <p>36-month period commencing from the third anniversary of 1 April 2017 for 60.0%. 自2017年4月1日起滿三年當日開始的36個月期間：60.0%。</p> <p>60-month period commencing from the fifth anniversary of 1 April 2017 for 40.0%. 自2017年4月1日起滿五年當日開始的60個月期間：40.0%。</p> <p>All unexercised Pre-IPO Share Options will lapse. 所有未獲行使的首次公開發售前購股權將失效。</p>	<p>36-month period commencing from the third anniversary of the latter of (a) the expiry of the First Six-Month Period and (b) the first anniversary of 1 November 2017, 1 January 2018 or 1 June 2018. 自(a)首六個月期間屆滿及(b) 2017年11月1日、2018年1月1日或2018年6月1日起滿一年當日(以較晚者為準)起計滿三年當日開始的36個月期間。</p>



## OTHER INFORMATION

### 其他資料

#### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme (Continued)

#### 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 (續)

##### 首次公開發售前購股權計劃 (續)

Major terms 主要條款	An executive Director, seven Doctor Grantees, selected physicians practising in Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、 於內地執業的選定醫生及 一名高級管理團隊成員	Our employees in Hong Kong and a member of our senior management team 於香港的僱員及 一名高級管理團隊成員	An executive Director, a Connected Grantee and our physicians and employees in Mainland China 一名執行董事、 一名關連承授人及 於內地的醫生及僱員	Five Consultant Grantees 五名顧問承授人
Exercise percentages 行使百分比	In three equal tranches for each of the 12-month period commencing from the date of commencement of the exercise period for a period of 36-month. 分三期等額行使，分別於36個月 期間內自行行使期間開始日期起12 個月內行使。	One tranche. 一期。	One tranche. 一期。  or 或  Two tranches. 兩期。	In three equal tranches for each of the 12-month period commencing from the date of commencement of the exercise period for a period of 36 months. 分三期等額行使，分別於36個月 期間內自行行使期間開始日期起12 個月內行使。
	or 或  One tranche. 一期。			
Exercise price 行使價格	HK\$0.1 for each Share to be allotted and issued. 每股擬配發及發行股份0.1港元。	HK\$1.0 for each Share to be allotted and issued. 每股擬配發及發行股份1.0港元。	HK\$1.0 for each Share to be allotted and issued. 每股擬配發及發行股份1.0港元。	HK\$0.1 for each Share to be allotted and issued. 每股擬配發及發行股份0.1港元。



## OTHER INFORMATION

### 其他資料

#### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme (Continued)

#### 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 (續) 首次公開發售前購股權計劃 (續)

Major terms 主要條款	An executive Director, seven Doctor Grantees, selected physicians practising in Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、 於內地執業的選定醫生及 一名高級管理團隊成員	Our employees in Hong Kong and a member of our senior management team 於香港的僱員及 一名高級管理團隊成員	An executive Director, a Connected Grantee and our physicians and employees in Mainland China 一名執行董事、 一名關連承授人及 於內地的醫生及僱員	Five Consultant Grantees 五名顧問承授人
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#### Performance target 業績目標

No performance target for the physicians practising in Mainland China and the member of our senior management team.  
於內地執業的醫生及高級管理團隊成員無業績目標。

The exercise of the Pre-IPO Share Options by our Hong Kong Ophthalmologists is subject to agreed performance target in terms of revenue generated in each of the 12-month period. If the performance target cannot be satisfied, the Pre-IPO Share Options exercisable during the relevant 12-month period would be exercisable on a pro-rata basis with the target amount of revenue.  
香港眼科醫生行使首次公開發售前購股權須受有關各12個月期間所產生收入的約定業績目標規限。倘業績目標未達成，於相關12個月期間可予行使的首次公開發售前購股權將根據目標收益金額按比例行使。

No performance target.  
無業績目標。

The exercise of the Pre-IPO Share Options by 5 physicians in Mainland China is subject to the agreed performance targets in terms of revenue generated during the first 36-month and then 24-month period immediately after 1 April 2017. If the performance target cannot be satisfied, the Pre-IPO Share Options exercisable during the relevant 12-month period would be exercisable on a pro-rata basis with reference to the target amount of revenue.  
於內地的五名醫生行使首次公開發售前購股權須受緊隨2017年4月1日後首36個月期間及隨後24個月期間所產生收入的約定業績目標規限。倘業績目標未達成，於相關12個月期間可予行使的首次公開發售前購股權將參考目標收益金額按比例行使。

No performance target.  
無業績目標。

The exercise of the Pre-IPO Share Options is subject to the completion of services for a period of 12 months.  
行使首次公開發售前購股權須受完成12個月期間服務規限。



## OTHER INFORMATION

### 其他資料

#### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme (Continued)

#### 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(續)

##### 首次公開發售前購股權計劃(續)

Major terms 主要條款	An executive Director, seven Doctor Grantees, selected physicians practising in Mainland China and a member of our senior management team 一名執行董事、七名醫生承授人、 於內地執業的選定醫生及 一名高級管理團隊成員	Our employees in Hong Kong and a member of our senior management team 於香港的僱員及 一名高級管理團隊成員	An executive Director, a Connected Grantee and our physicians and employees in Mainland China 一名執行董事、 一名關連承授人及 於內地的醫生及僱員	Five Consultant Grantees 五名顧問承授人
Cessation of cooperation or employment 終止合作或僱傭	Pro-rata in terms of revenue generated in each of the 12-month period with the target amount of revenue for those grantees subject to performance target. Pro-rata on the number of months of employment in each of the 12-month period for those grantees not subject to the performance target. 就受業績目標規限的承授人而言， 按帶有目標收益金額的各12個 月期間產生收入金額比例。就不 受業績目標規限的承授人而言， 按各12個月期間僱傭月份數比例。	No pro rata adjustment and the unexercised Pre-IPO Share Options will lapse upon cessation of employment for whatever reasons. 就因任何原因終止僱傭後，概無 按比例調整及未獲行使的首次公 開發售前購股權將失效。	No pro rata adjustment and the unexercised Pre-IPO Share Options will lapse upon cessation of employment for whatever reasons. 就因任何原因終止僱傭後，概 無按比例調整及未獲行使的首 次公開發售前購股權將失效。	Pro-rata on the number of months of service engagement in the 36-month contract period commencing from 1 November in each year. Cessation of engagement before November will continue to be subject to the grant of the Pre-IPO Share Options in the forthcoming November. 按每年11月1日起36個月合約 期內提供服務月份數比例。倘於 11月之前終止僱傭，可繼續受於 即將到來的11月獲授首次公開發 售前購股權所限。
Lock-up period following the exercise of the Pre-IPO Share Options 首次公開發售前購股權 行使後的禁售期	Not applicable. 不適用。	Not applicable. 不適用。	Not applicable. 不適用。	Not applicable. 不適用。



## OTHER INFORMATION

### 其他資料

#### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme (Continued)

Details of the shares outstanding on which options are granted under the Pre-IPO Share Option Scheme to Directors and senior management of our Group as of 30 June 2019 under the scheme are as follows:

#### 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(續)

##### 首次公開發售前購股權計劃(續)

根據首次公開發售前購股權計劃向董事及本集團高級管理層授出的購股權涉及的計劃項下尚未行使股份於2019年6月30日的詳情如下：

		Number of options 購股權數目									
		Held at 1 January 2019 於2019年 1月1日 所持有	Granted during the period 於期內 授出	Expired during the period 於期內 到期	Exercised during the period 於期內 行使	Lapsed during the period 於期內 失效	Held at 30 June 2019 於2019年 6月30日 所持有	Exercise price HK\$ 行使價 港元	Grant date 授出日期	Exercisable from 自以下 期間行使	Exercisable until 行使至 以下期間
<b>Connected Grantees</b>	<b>關連承授人</b>										
Ms. CAO Yuerong (Finance Manager)	曹月榮女士 (財務經理)	259,000	-	-	-	-	259,000	1.0	1 April 2017 2017年4月1日	1 April 2020 2020年4月1日	31 March 2027 2027年3月31日
Dr. Vincent LEE (Executive Director)	李佑榮醫生 (執行董事)	12,953,000	-	-	(8,635,333)	-	4,317,667	0.1	1 April 2017 2017年4月1日	16 July 2018 2018年7月16日	31 March 2023 2023年3月31日
Mr. LI Chunshan (Executive Director)	李春山先生 (執行董事)	777,000	-	-	-	-	777,000	1.0	1 April 2017 2017年4月1日	1 April 2020 2020年4月1日	31 March 2027 2027年3月31日
<b>Senior Management</b>	<b>高級管理層</b>										
Mr. CHAN Wa Ping (Chief financial officer and company secretary)	陳華平先生 (財務總監兼 公司秘書)	622,000	-	-	(311,000)	-	311,000	0.1	1 April 2017 2017年4月1日	16 July 2018 2018年7月16日	31 March 2023 2023年3月31日
Ms. SIU Man Yi (Centre manager)	蕭敏兒女士 (中心經理)	432,000	-	-	-	-	432,000	1.0	1 April 2017 2017年4月1日	1 April 2020 2020年4月1日	31 March 2027 2027年3月31日



## OTHER INFORMATION

### 其他資料

#### PRE-IPO SHARE OPTION SCHEME AND POST-IPO SHARE OPTION SCHEME (Continued)

##### Pre-IPO Share Option Scheme (Continued)

#### 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 (續)

##### 首次公開發售前購股權計劃 (續)

		Number of options 購股權數目									
		Held at 1 January 2019 於2019年 1月1日 所持有	Granted during the period 於期內 授出	Expired during the period 於期內 到期	Exercised during the period 於期內 行使	Lapsed during the period 於期內 失效	Held at 30 June 2019 於2019年 6月30日 所持有	Exercise price HK\$ 行使價 港元	Grant date 授出日期	Exercisable from 自以下 期間行使	Exercisable until 行使至 以下期間
<b>Others</b>	<b>其他</b>										
Doctor Grantees (excluding Dr. Vincent Lee)	醫生承授人 (不包括李佑榮醫生)	12,573,336	-	-	(6,286,667)	-	(6,286,669)	0.1	3 April 2017 2017年4月3日	16 July 2018 2018年7月16日	31 March 2023 2023年3月31日
Doctor Grantee	醫生承授人	70,667	-	-	-	(70,667)	-	0.1	1 September 2017 2017年9月1日	1 January 2019 2019年1月1日	31 December 2021 2021年12月31日
Consultant Grantees	顧問承授人	1,500,000	-	-	(499,998)	-	1,000,002	0.1	1 September 2017 2017年9月1日	1 November 2018 2018年11月1日	31 October 2023 2023年10月31日
Consultant Grantee	顧問承授人	500,000	-	-	(166,666)	-	333,334	0.1	1 September 2017 2017年9月1日	1 January 2019 2019年1月1日	31 December 2023 2023年12月31日
Consultant Grantee	顧問承授人	500,000	-	-	(166,666)	-	333,334	0.1	1 September 2017 2017年9月1日	1 June 2019 2019年6月1日	30 May 2024 2024年5月30日
Employees	僱員	9,432,000	-	-	-	(782,000)	8,650,000	1.0	1 April 2017 2017年4月1日	1 April 2020 2020年4月1日	31 March 2023 2023年3月31日
Employees	僱員	742,000	-	-	-	-	742,000	1.0	1 April 2017 2017年4月1日	1 April 2024 2024年4月1日	31 March 2027 2027年3月31日
Employee	僱員	366,000	-	-	(122,000)	-	244,000	0.1	16 October 2017 2017年10月16日	1 December 2018 2018年12月1日	30 November 2023 2023年11月30日
Employee	僱員	121,000	-	-	-	-	121,000	1.0	16 October 2017 2017年10月16日	1 December 2018 2018年12月1日	30 November 2023 2023年11月30日
<b>Total</b>	<b>總計</b>	<b>40,848,003</b>	<b>-</b>	<b>-</b>	<b>(16,188,330)</b>	<b>(862,667)</b>	<b>23,807,006</b>				

The weighted average closing price of the shares immediately before the date on or which the options were exercised was HK\$4.72.

於緊接購股權獲行使日期前的股份加權平均收市價為4.72港元。



## OTHER INFORMATION

### 其他資料

#### POST-IPO SHARE OPTION SCHEME

The shareholders of our Company approved and adopted a share option scheme on 13 December 2017 (the “Post-IPO Share Option Scheme”) to enable our Company to grant options to eligible participants as incentives and rewards for their contribution to our Group. The Post-IPO Share Option Scheme took effect on 15 January 2018 (the listing date of our Company), and no option has been granted up to the date of this report.

The following is a summary of the principal terms of the Post-IPO Share Option Scheme:

##### (a) Who may participate

Our Board may, at its absolute discretion, offer options to subscribe for such number of Shares in accordance with the terms set forth in the Post-IPO Share Option Scheme to:

- (i) any executive director of, manager of, or other employee holding an executive, managerial, supervisory or similar position in any member of our Group (the “Executive”), any full-time or part-time employee, or a person for the time being seconded to work full-time or part-time for any member of our Group (the “Employee”);
- (ii) a director or proposed director (including an independent non-executive director) of any member of our Group;
- (iii) a direct or indirect shareholder of any member of our Group;

#### 首次公開發售後購股權計劃

本公司股東於2017年12月13日批准及採納購股權計劃（「首次公開發售後購股權計劃」），以令本公司就合資格參與者對本集團作出的貢獻向彼等授出購股權作為獎勵及嘉許。首次公開發售後購股權計劃於2018年1月15日（本公司上市日期）生效，截至本報告日期並無授出任何購股權。

以下為首次公開發售後購股權計劃主要條款的概要：

##### (a) 可參與人士

董事會可全權酌情根據首次公開發售後購股權計劃所載的條款向下列人士提呈可認購有關數目的股份的購股權：

- (i) 本集團任何成員公司的任何執行董事、經理，或擔任行政、管理、監管或類似職位的其他僱員（「行政人員」）、任何全職或兼職僱員，或暫時被調往本集團任何成員公司擔任全職或兼職工作的人士（「僱員」）；
- (ii) 本集團任何成員公司的董事或候選董事（包括獨立非執行董事）；
- (iii) 本集團任何成員公司的直接或間接股東；



## OTHER INFORMATION

### 其他資料

#### POST-IPO SHARE OPTION SCHEME (Continued)

##### (a) Who may participate (Continued)

- (iv) a supplier of goods or services to any member of our Group;
- (v) a customer, consultant, business or joint venture partner, franchisee, contractor, agent or representative of any member of our Group;
- (vi) a person or entity that provides design, research, development or other support or any advisory, consultancy, professional or other services to any member of our Group; and
- (vii) an associate of any of the persons referred to in paragraphs (i) to (iii) above.

(the persons referred above are the “Eligible Persons”)

##### (b) Maximum number of Shares in respect of which options maybe granted

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any options granted under any other share option scheme must not in aggregate exceed 100,000,000 Shares (being 10% of the Shares in issue as of the Listing Date) unless our Company obtains a fresh approval.

#### 首次公開發售後購股權計劃(續)

##### (a) 可參與人士(續)

- (iv) 向本集團任何成員公司供應貨品或服務的供應商；
- (v) 本集團任何成員公司的客戶、顧問、業務或合營夥伴、獲特許經營商、承包商、代理或代表；
- (vi) 向本集團任何成員公司提供設計、研究、開發或其他支援或任何建議、諮詢、專業或其他服務的個人或實體；及
- (vii) 上文(i)至(iii)段所述任何人士的聯繫人。

(上述人士為「合資格人士」)

##### (b) 就可能授出的購股權的最高股份數目

因行使根據首次公開發售後購股權計劃及任何其他購股權計劃將予授出的所有購股權及已授出的任何購股權而可能發行的最高股份數目，合共不得超過100,000,000股股份（即於上市日期已發行股份的10%），惟本公司取得重新批准則作別論。



## OTHER INFORMATION

### 其他資料

#### POST-IPO SHARE OPTION SCHEME (Continued)

##### (c) Maximum entitlement of each Eligible Person

Unless approved by the shareholders of our Company in the general meeting in the manner prescribed in the Listing Rules, the maximum number of Shares issued and to be issued upon exercise of the options granted and to be granted to each Eligible Person under the Post-IPO Share Option Scheme and any other share option scheme of our Company (including exercised, cancelled and outstanding options) in any 12-month period shall not at the time of grant exceed 1% of the Shares in issue.

##### (d) Acceptance of an offer of options

An offer of the grant of an option shall remain open for acceptance by the Eligible Person concerned for a period of 28 days from the offer date provided that no such grant of an option may be accepted after the expiry of the effective period of the Post-IPO Share Option Scheme. An option shall be deemed to have been granted and accepted by the Eligible Person and to have taken effect when the duplicate offer letter comprising acceptance of the offer of the option duly signed by the grantee together with a remittance in favour of our Company of HK\$1.0 by way of consideration for the grant thereof is received by our Company on or before the date upon which an offer of an option must be accepted by the relevant Eligible Person, being a date not later than 30 days after the offer date. Such remittance shall in no circumstances be refundable.

#### 首次公開發售後購股權計劃(續)

##### (c) 各合資格人士享有的最高上限

除非本公司股東按上市規則所規定的方式於股東大會上批准，否則行使在任何12個月期間內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(包括已行使、已註銷及尚未行使的購股權)授予及將授予各合資格人士的購股權而發行及將予發行的股份總數最高不得於授出日期超過已發行股份的1%。

##### (d) 接納購股權要約

合資格人士可在要約日期起計28日內決定接納授出購股權的要約，惟不可在首次公開發售後購股權計劃有效期屆滿後接納授出購股權。本公司在相關合資格人士須接納購股權要約的日期，即不遲於要約日期後30日的日期或之前收到由承授人正式簽署的構成接納購股權要約的要約函件副本，連同以本公司為收款人的1.0港元匯款(作為授出購股權的代價)時，即表示合資格人士已獲授予及已接納購股權，且購股權已生效。該匯款於任何情況下不得退回。



## OTHER INFORMATION

### 其他資料

#### POST-IPO SHARE OPTION SCHEME (Continued)

##### (e) Exercise price

The exercise price of a share in respect of any particular option shall be such price as our Board may in its absolute discretion determine at the time of grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option) but the exercise price shall not be less than whichever is the highest of: (i) the nominal value of a share; (ii) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (iii) the average closing price of a share as stated in the Stock Exchange's daily quotations sheets for the five (5) business days (as defined in the Listing Rules) immediately preceding the date of grant.

##### (f) Time for exercise of options

An option may be exercised at any time during the period which is notified by our Board at the offer date when making an offer to an Eligible Person but such period not to exceed the period of 10 years from the offer date of such option.

##### (g) Duration of Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme shall be valid and effective for a period of ten years commencing on the Listing Date, after which period no further options will be granted but the provisions of the Post-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto which are at that time or become thereafter capable of exercise under the rules of the Post-IPO Share Option Scheme, or otherwise to the extent as may be required in accordance with the provisions of the Post-IPO Share Option Scheme.

#### 首次公開發售後購股權計劃(續)

##### (e) 行使價

任何特定購股權的股份行使價須由董事會在授出有關購股權時(及須列於授出購股權要約函件中)全權酌情釐定,惟該行使價不得低於下列三者中的最高者:(i)股份面值;(ii)於授出日期在聯交所每日報價表上的股份收市價;及(iii)緊接授出日期前五(5)個營業日(定義見上市規則)股份於聯交所每日報價表的平均收市價。

##### (f) 行使購股權的時間

購股權可於董事會於向合資格人士作出要約的要約日期所知會的期間內隨時行使,惟此期限不得超過授出有關購股權之日起計10年期間。

##### (g) 首次公開發售後購股權計劃的期限

首次公開發售後購股權計劃將由上市日期起計10年期間內有效及生效,於該期間後,將不再授出其他購股權,但首次公開發售後購股權計劃的條文將繼續具有十足效力及生效,以致先前授出任何可於當時或其後根據首次公開發售後購股權計劃的條文行使的購股權得以行使,或根據首次公開發售後購股權計劃條文可能規定者為限。



## OTHER INFORMATION

### 其他資料

#### INTERIM DIVIDEND

The Board does not recommend the payment of any dividend for the six months ended 30 June 2019.

#### CORPORATE GOVERNANCE

The Board is committed to maintaining high corporate governance standards.

In the opinion of the Board, during the six months ended 30 June 2019, the Company has complied with all applicable code provisions as set forth in the Corporate Governance Code (the “CG Code”), save and except for code provision A.2.1 which states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Dr. LAM Shun Chiu Dennis is both our chairman and chief executive officer and is responsible for the overall management of our Group and directing the strategic development and business plans of our Group.

The Board believes that vesting the roles of the Chairman and Chief Executive Officer in the same individual would enable the Company to achieve higher responsiveness, efficiency and effectiveness when formulating business strategies and executing business plans. The Board believes that the balance of power and authority is sufficiently maintained by the operation of the senior management and the Board, which comprises experienced and high-calibre individuals. The Board currently comprises four executive Directors (including Dr. LAM Shun Chiu Dennis) and five independent non-executive Directors and therefore has a fairly strong independence element in its composition. The Board will nevertheless review the structure and composition of the Board from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company.

#### 中期股息

董事會並不建議派付截至2019年6月30日止六個月的任何股息。

#### 企業管治

董事會致力維持高水平的企業管治標準。

董事會認為，截至2019年6月30日止六個月，本公司已遵守企業管治守則（「企業管治守則」）所載的全部適用守則條文，但守則條文第A.2.1條除外，該條規定「主席與行政總裁的角色應有區分，並不應由一人同時兼任」。林順潮醫生同時擔任主席及行政總裁的職務，負責本集團的整體管理及指導本集團的策略發展及業務計劃。

董事會相信，主席及行政總裁的角色由同一人擔任將使本公司於制訂業務策略及執行業務計劃時更敏捷、有效率及更具效益。董事會相信，由經驗豐富及優秀人才組成的高級管理層及董事會的營運足以達致平衡其權力與權限。董事會現時由四名執行董事（包括林順潮醫生）及五名獨立非執行董事組成，因此其組成具有相當高的獨立性。然而，董事會仍將根據現況不時檢討董事會的架構及組成，以保持本公司的高水平企業管治常規。



## OTHER INFORMATION

### 其他資料

#### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set forth in Appendix 10 to the Listing Rules as the code of conduct regarding securities transactions of the Directors. Employees of the Group (the “Relevant Employees”) who, because of their office or employment, are likely to possess inside information in relation to the Company or its securities are also subject to compliance with the Model Code. Following specific enquiry, each of the Directors has confirmed compliance with the Model Code throughout the six months ended 30 June 2019. No incident of non-compliance of the Model Code by the Relevant Employees was noted by the Company during the six months ended 30 June 2019.

#### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the six months ended 30 June 2019.

#### 證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為董事進行證券交易的操守守則。因職務或僱傭關係而可能管有關於本公司或其證券內幕消息的本集團僱員（「有關僱員」）亦須遵守標準守則。作出特定查詢後，各董事確認於截至2019年6月30日止六個月期間一直遵守標準守則。截至2019年6月30日止六個月，本公司並無獲悉有關僱員不遵守標準守則的事件。

#### 購買、出售或贖回上市證券

截至2019年6月30日止六個月，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。



## OTHER INFORMATION

### 其他資料

#### CHANGES IN INFORMATION OF DIRECTORS

Mr. MA Andrew Chiu Cheung (馬照祥先生), our independent non-executive Director, has the following changes to his profile:

- (a) appointed as an independent non-executive director and serve as chairman of the audit committee of S.A.I. Leisure Group Company Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") with stock code of 1832, with effect from 9 April 2019; and
- (b) retired/resigned as an independent non-executive director and appointed as an advisor of Asia Financial Holdings Limited, a company listed on the Stock Exchange with stock code of 662, with effect from 23 May 2019.

There is no change in Mr. Ma's positions held with the Company and other members of the Group.

#### USE OF PROCEEDS FROM GLOBAL OFFERING

The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 15 January 2018 (the "Listing Date") (the "Listing"), and the net proceeds from the global offering (the "Global Offering") amounted to HK\$609.8 million.

From the Listing Date to 30 June 2019, the Group used the net proceeds amounted to HK\$103.3 million, which included property, plant and equipment, cash for operations, for the set-up of the first satellite clinic in Baoan, Shenzhen and the acquisition of an eye hospital in Kunming.

#### 董事資料變更

獨立非執行董事馬照祥先生的履歷有以下變動：

- (a) 獲委任為海天地悅旅集團有限公司（一間於香港聯合交易所有限公司（「聯交所」）上市的公司，股份代號：1832）的獨立非執行董事並擔任該公司審核委員會主席，自2019年4月9日起生效；及
- (b) 退任／辭任亞洲金融集團（控股）有限公司（一間於聯交所上市的公司，股份代號：662）的獨立非執行董事並獲委任為該公司顧問，自2019年5月23日起生效。

馬先生於本公司及本集團其他成員公司擔任的職位並無任何變動。

#### 全球發售所得款項用途

本公司股份自2018年1月15日（「上市日期」）起於香港聯合交易所有限公司（「聯交所」）上市（「上市」），而全球發售（「全球發售」）所得款項淨額為609.8百萬港元。

於上市日期至2019年6月30日期間，本集團動用所得款項淨額103.3百萬港元，包括物業、廠房及設備及營運現金，用於在深圳寶安設立首間衛星診所及收購一家昆明眼科醫院。



## OTHER INFORMATION

其他資料

### USE OF PROCEEDS FROM GLOBAL OFFERING

(Continued)

### 全球發售所得款項用途 (續)

Set out below is the intended use of proceeds as set out in the prospectus of the Company dated 29 December 2017 (the “Prospectus”), utilised amount and unutilised amount of net proceeds as at 30 June 2019.

本公司日期為2017年12月29日的招股章程(「招股章程」)所載的所得款項擬定用途、所得款項淨額於2019年6月30日的已動用金額及未動用金額載列如下。

Use of net proceeds 所得款項淨額用途		Percentage of net proceeds 佔所得款項 淨額百分比 %	Net proceeds 所得款項 淨額 HK\$'000 千港元	Amount utilised 已動用 金額 HK\$'000 千港元	Amount remaining 剩餘 金額 HK\$'000 千港元
For possible acquisition of three operating eye hospitals in selected PRC cities	用於在中國選定城市可能收購三家營運中的眼科醫院	42.5%	259,200	(34,821)	224,379
For establishing three eye hospitals in selected PRC cities	用於在中國選定城市設立三家眼科醫院	40.4%	246,400	–	246,400
For establishing two satellite clinics in Shenzhen	用於在深圳設立兩間衛星診所	4.2%	25,600	(10,000)	15,600
For upgrading our medical equipment and enhancing our information technology system in Hong Kong and Mainland China	用於在香港及內地升級醫療設備及增強資訊科技系統	8.5%	51,800	(32,849)	18,951
For our working capital and general corporate purpose	用作營運資金及一般企業用途	4.4%	26,800	(25,617)	1,183
Total	總計	100.0%	609,800	(103,287)	506,513

The Directors are reviewing the business opportunities available to the Group from time to time for the purpose of using the net proceeds for the purposes stated in the Prospectus. The Directors do not anticipate that there will be any change to the proposed use of the net proceeds from the Global Offering.

董事正不時審視本集團的商機，藉以將所得款項淨額用作招股章程所述用途。董事預計，全球發售所得款項淨額的擬定用途不會有任何變動。



## OTHER INFORMATION

### 其他資料

#### AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The audit committee of the Board comprises three independent non-executive Directors, namely, Mr. MA Andrew Chiu Cheung (Chairman of the audit committee), Dr. LI Kwok Tung Donald and Ms. BENTLEY Annie Liang.

The audit committee of the Board has reviewed with the management the accounting principles as well as practices adopted by the Group and discussed risk management and internal control as well as financial reporting matters including the review of the unaudited condensed consolidated interim financial information for the six months ended 30 June 2019 with the Directors. In addition, the Group's independent auditor has carried out a review of the unaudited interim results in accordance with the Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

#### 審核委員會及中期業績審閱

董事會轄下的審核委員會由三名獨立非執行董事組成，分別為馬照祥先生（審核委員會主席）、李國棟醫生及梁安妮女士。

董事會轄下的審核委員會已與管理層一同審閱本集團所採納的會計原則及慣例，並已就風險管理、內部監控及財務報告事宜與董事討論，包括審閱截至2019年6月30日止六個月的未經審核簡明綜合中期財務資料。此外，本集團的獨立核數師已根據香港會計師公會頒佈的香港審閱聘用準則第2410號「實體的獨立核數師審閱中期財務資料」審閱未經審核中期業績。



C-MER 希瑪

C-MER EYE CARE HOLDINGS LIMITED  
希瑪眼科醫療控股有限公司