



Kaisa Health Group Holdings Limited

佳兆業健康集團控股有限公司

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 876)



Interim Report  
**2019** 中期報告

## CONTENTS

	Page
Corporate Information	2
Independent Auditor's Report on Review of Condensed Consolidated Interim Financial Statements	3
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	5
Condensed Consolidated Statement of Financial Position	6
Condensed Consolidated Statement of Changes in Equity	8
Condensed Consolidated Statement of Cash Flows	9
Notes to the Condensed Consolidated Interim Financial Statements	10
Management Discussion and Analysis	40
Disclosure of Additional Information	46

## CORPORATE INFORMATION

### DIRECTORS

#### Executive Directors

Mr. Kwok Ying Shing (*Chairman*)  
(appointed on 26 February 2019)  
Mr. Luo Jun (*Co-Vice Chairman and  
Chief Executive Officer*)  
Mr. Wu Tianyu (*Co-Vice Chairman*)  
Mr. Xu Hao (Re-designated from a non-executive Director  
to an executive Director on 28 February 2019)

#### Independent Non-executive Directors

Dr. Liu Yanwen  
Mr. Fok Hei Yu  
Dr. Lyu Aiping  
Mr. Lau Shui Fung (appointed on 2 August 2019)  
Mr. Wang Wansong (resigned on 2 August 2019)

### AUDIT COMMITTEE

Dr. Liu Yanwen (*Chairman*)  
Mr. Fok Hei Yu  
Dr. Lyu Aiping (appointed on 2 August 2019)  
Mr. Wong Wansong (resigned on 2 August 2019)

### REMUNERATION COMMITTEE

Mr. Fok Hei Yu (*Chairman*)  
Mr. Wu Tianyu  
Dr. Lyu Aiping (appointed on 2 August 2019)  
Mr. Wang Wansong (resigned on 2 August 2019)

### NOMINATION COMMITTEE

Mr. Kwok Ying Shing (*Chairman*)  
(appointed on 26 February 2019)  
Mr. Luo Jun (*Chairman*)  
(ceased to act on 26 February 2019)  
Mr. Fok Hei Yu  
Dr. Lyu Aiping (appointed on 2 August 2019)  
Mr. Wang Wansong (resigned on 2 August 2019)

### COMPANY SECRETARY

Mr. Yu Kwok Leung

### AUTHORISED REPRESENTATIVES

Mr. Luo Jun  
Mr. Yu Kwok Leung

### INDEPENDENT AUDITOR

Grant Thornton Hong Kong Limited  
Certified Public Accountants

### LEGAL ADVISERS

#### Hong Kong

Sidley Austin

#### Bermuda

Conyers Dill & Pearman

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
Nanyang Commercial Bank, Limited

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 2016A, 20/F,  
Two International Finance Centre,  
8 Finance Street,  
Central, Hong Kong

### SHARE REGISTRARS

#### Bermuda Principal

Conyers Corporate Services (Bermuda) Limited  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### Hong Kong Branch

Tricor Tengis Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### STOCK CODE

876

### COMPANY WEBSITE

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

## INDEPENDENT AUDITOR'S REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS



**To the Board of Directors of Kaisa Health Group Holdings Limited 佳兆業健康集團控股有限公司**  
*(incorporated in Bermuda with limited liability)*

### INTRODUCTION

We have reviewed the condensed consolidated interim financial statements of Kaisa Health Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 5 to 39, which comprise the condensed consolidated statement of financial position as at 30 June 2019, and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, 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 the interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The directors of the Company are responsible for the preparation and presentation of these condensed consolidated interim financial statements in accordance with HKAS 34.

Our responsibility is to express a conclusion on these condensed consolidated interim financial statements 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.

### 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 HKICPA. A review of these condensed consolidated interim financial statements 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.

## INDEPENDENT AUDITOR'S REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated interim financial statements are not prepared, in all material respects, in accordance with HKAS 34.

#### **Grant Thornton Hong Kong Limited**

*Certified Public Accountants*

Level 12

28 Hennessy Road

Wanchai

Hong Kong

23 August 2019

#### **Chiu Wing Ning**

Practising Certificate No.: P04920

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2019

	Notes	Unaudited Six months ended 30 June	
		2019 HK\$'000	2018 HK\$'000
<b>Revenue</b>	3	<b>118,818</b>	127,126
Cost of sales		<b>(60,125)</b>	(66,048)
<b>Gross profit</b>		<b>58,693</b>	61,078
Other income, gains and losses		<b>12,182</b>	4,998
Selling and distribution costs		<b>(22,598)</b>	(21,386)
Administrative expenses		<b>(34,247)</b>	(27,887)
Gain/(Loss) from change in fair value of convertible bonds receivable	13	<b>2,245</b>	(1,382)
Gain/(Loss) from change in fair value of convertible promissory note	10	<b>1,940</b>	(702)
Gain from change in fair value of financial assets at fair value through profit or loss	12	<b>1,225</b>	—
Finance costs		<b>(143)</b>	—
Other expenses		<b>(14,292)</b>	(10,453)
<b>Profit before income tax</b>	4	<b>5,005</b>	4,266
Income tax credit/(expense)	5	<b>306</b>	(3,161)
<b>Profit for the period</b>		<b>5,311</b>	1,105
<b>Other comprehensive expense</b>			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		<b>(3,485)</b>	(4,934)
<b>Total comprehensive income/(expense) for the period</b>		<b>1,826</b>	(3,829)
<b>Profit/(Loss) for the period attributable to:</b>			
— Owners of the Company		<b>5,379</b>	1,105
— Non-controlling interests		<b>(68)</b>	—
		<b>5,311</b>	1,105
<b>Total comprehensive income/(expense) for the period attributable to:</b>			
— Owners of the Company		<b>1,893</b>	(3,829)
— Non-controlling interests		<b>(67)</b>	—
		<b>1,826</b>	(3,829)
<b>Earnings per share</b>		<b>HK cents</b>	<b>HK cents</b>
— Basic	7	<b>0.11</b>	0.02
— Diluted		<b>0.11</b>	0.02

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2019

	Notes	Unaudited 30 June 2019 HK\$'000	Audited 31 December 2018 HK\$'000
<b>Non-current assets</b>			
Property, plant and equipment	8	34,651	35,166
Right-of-use assets		8,976	—
Intangible assets		27,414	27,760
Goodwill		330,805	330,805
Deposits paid to a fellow subsidiary	9	—	140,000
Convertible promissory note	10	31,285	29,309
Financial assets at fair value through profit or loss	12	218,877	—
		<b>652,008</b>	<b>563,040</b>
<b>Current assets</b>			
Inventories		6,472	6,877
Trade and other receivables	11	87,199	71,651
Financial assets at fair value through profit or loss	12	30,571	—
Convertible bonds receivable	13	49,506	47,649
Amount due from a director	14	24,841	27,788
Amount due from a fellow subsidiary	15	—	1,466
Taxation recoverable		1,296	1,150
Short-term bank deposits		60,000	160,000
Bank balances and cash		163,689	194,765
		<b>423,574</b>	<b>511,346</b>
<b>Current liabilities</b>			
Trade and other payables	16	48,723	61,622
Lease liabilities	17	2,599	—
Amount due to ultimate holding company	15	273	—
Amount due to a related party	18	728	730
		<b>52,323</b>	<b>62,352</b>
<b>Net current assets</b>		<b>371,251</b>	<b>448,994</b>
<b>Total assets less current liabilities</b>		<b>1,023,259</b>	<b>1,012,034</b>
<b>Non-current liabilities</b>			
Lease liabilities	17	6,604	—
Deferred taxation		6,854	6,940
		<b>13,458</b>	<b>6,940</b>
<b>Net assets</b>		<b>1,009,801</b>	<b>1,005,094</b>

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION***As at 30 June 2019*

		<b>Unaudited</b>	Audited
		<b>30 June</b>	31 December
		<b>2019</b>	2018
	Notes	<b>HK\$'000</b>	HK\$'000
<b>Equity</b>			
Share capital	19	<b>6,303</b>	6,303
Reserves		<u><b>1,003,565</b></u>	<u>998,791</u>
<b>Equity attributable to owners of the Company</b>		<b>1,009,868</b>	1,005,094
<b>Non-controlling interests</b>		<u><b>(67)</b></u>	<u>—</u>
<b>Total equity</b>		<u><b>1,009,801</b></u>	<u>1,005,094</u>



## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2019

	Attributable to owners of the Company						Sub-total	Non-controlling interests	Total
	Share capital	Share premium	Special reserve	Translation reserve	Share option reserve	Accumulated losses			
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
At 1 January 2018 (audited)	6,377	1,000,779	1,545	5,727	59,373	(30,920)	1,042,861	–	1,042,861
Profit for the period	–	–	–	–	–	1,105	1,105	–	1,105
Exchange differences arising on translation of foreign operations	–	–	–	(4,934)	–	–	(4,934)	–	(4,934)
Total comprehensive (expense)/income for the period	–	–	–	(4,934)	–	1,105	(3,829)	–	(3,829)
Recognition of equity-settled share-based payment (note 20)	–	–	–	–	6,493	–	6,493	–	6,493
Release of share option reserve upon share options forfeited	–	–	–	–	(59)	59	–	–	–
At 30 June 2018 (unaudited)	6,377	1,000,779	1,545	793	65,807	(29,756)	1,045,545	–	1,045,545
At 1 January 2019 (audited)	6,303	984,639	1,545	(3,874)	68,538	(52,057)	1,005,094	–	1,005,094
Profit/(Loss) for the period	–	–	–	–	–	5,379	5,379	(68)	5,311
Exchange differences arising on translation of foreign operations	–	–	–	(3,486)	–	–	(3,486)	1	(3,485)
Total comprehensive income/(expense) for the period	–	–	–	(3,486)	–	5,379	1,893	(67)	1,826
Recognition of equity-settled share-based payment (note 20)	–	–	–	–	2,881	–	2,881	–	2,881
Release of share option reserve upon share options forfeited	–	–	–	–	(89)	89	–	–	–
At 30 June 2019 (unaudited)	6,303	984,639	1,545	(7,360)	71,330	(46,589)	1,009,868	(67)	1,009,801

The special reserve arose pursuant to a group reorganisation in 1997 being the difference between the nominal amount of the share capital issued by the Company in exchange for the shares of the subsidiaries and the nominal amount of the share capital of the subsidiaries acquired, capital reduction and bonus issue by way of capitalisation of the reserve in 2005 and 2006.

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS***For the six months ended 30 June 2019*

		<b>Unaudited</b>	
		<b>Six months ended 30 June</b>	
		<b>2019</b>	<b>2018</b>
Notes		<b>HK\$'000</b>	<b>HK\$'000</b>
	Net cash used in operating activities	<u><b>(128,521)</b></u>	<u>(18,079)</u>
<b>Investing activities</b>			
	Interest received	<b>1,991</b>	312
	Purchase of property, plant and equipment	<b>(5,476)</b>	(11,287)
	Purchase of short-term investments	—	(4,434)
	Redemption of short-term investments	—	4,492
	Payment of deposit to a fellow subsidiary	—	(80,000)
	Purchase of convertible promissory note	—	(27,489)
	Decrease in short-term bank deposits	<b>100,000</b>	—
	Repayment from a fellow subsidiary	<b>1,466</b>	—
	Other cash flows arising from investing activities	<u><b>2,939</b></u>	<u>2,102</u>
	Net cash from/(used in) investing activities	<u><b>100,920</b></u>	<u>(116,304)</u>
<b>Financing activities</b>			
	Advances from ultimate holding company	<b>273</b>	—
	Payment of lease liabilities	<u><b>(1,054)</b></u>	<u>—</u>
	Net cash used in financing activities	<u><b>(781)</b></u>	<u>—</u>
	<b>Net decrease in cash and cash equivalents</b>	<u><b>(28,382)</b></u>	<u>(134,383)</u>
	Cash and cash equivalents at 1 January	<b>194,765</b>	575,448
	Effect of foreign exchange rate changes	<u><b>(2,694)</b></u>	<u>(2,071)</u>
	<b>Cash and cash equivalents at 30 June, representing bank balances and cash</b>	<u><b>163,689</b></u>	<u>438,994</u>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

*For the six months ended 30 June 2019*

### **1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES**

#### **1.1 Basis of preparation**

This condensed consolidated interim financial statements for the six months ended 30 June 2019 have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. This condensed consolidated interim financial statements should be read in conjunction with the annual financial statements for the year ended 31 December 2018.

#### **1.2 Principal accounting policies**

The condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values, as appropriate.

Except for the application of new and amended Hong Kong Financial Reporting Standards (“HKFRSs”) as described in note 2, the accounting policies and methods of computation used in the condensed consolidated interim financial statements for the six months ended 30 June 2019 are the same as those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2018.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS***For the six months ended 30 June 2019***1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (CONTINUED)****1.3 New and amended HKFRSs in issue but are not yet effective**

The following new and amended HKFRSs have been issued but are not yet effective for the financial period beginning on 1 January 2019 that are relevant to and have not been adopted early by the Group:

		<b>Effective for the accounting period beginning on or after</b>
HKFRS 17	Insurance Contracts	1 January 2021
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
Amendments to HKFRS 3	Definition of a Business	1 January 2020
Amendments to HKAS 1 and HKAS 8	Definition of Material	1 January 2020

The directors of the Company anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. The new and amended HKFRSs are not expect to have a material impact on the Group's condensed consolidated interim financial statements.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

### 2. CHANGES IN ACCOUNTING POLICIES

The following new standards, amendments and interpretation that may be relevant to the Group's operations have been adopted by the Group for the first time for the financial period beginning on 1 January 2019.

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

Other than the impact of the adoption of HKFRS 16 as noted below, the adoption of the new and amended HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

#### HKFRS 16 “Leases” (“HKFRS 16”)

HKFRS 16 replaces HKAS 17 “Leases” along with three Interpretations (HK(IFRIC)-Int 4 “Determining whether an Arrangement contains a Lease”, HK(SIC)-Int 15 “Operating Leases-Incentives” and HK(SIC)-Int 27 “Evaluating the Substance of Transactions Involving the Legal Form of a Lease”). HKFRS 16 has been applied using the modified retrospective approach. Prior periods have not been restated and continues to be reported under HKAS 17.

For contracts in place at the date of initial application, the Group has elected to apply the definition of a lease from HKAS 17 and HK(IFRIC)-Int 4 and has not applied HKFRS 16 to arrangements that were previously not identified as lease under HKAS 17 and HK(IFRIC)-Int 4.

The Group has elected not to include initial direct costs in the measurement of the right-of-use assets for operating leases in existence at the date of initial application of HKFRS 16, being 1 January 2019. At this date, the Group has also elected to measure the right-of-use assets at an amount equal to the lease liability adjusted for any prepaid or accrued lease payments that existed at the date of transition.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of HKFRS 16.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For the six months ended 30 June 2019

**2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)****HKFRS 16 “Leases” (“HKFRS 16”) (Continued)**

On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets, the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

On transition to HKFRS 16, the incremental borrowing rate applied to lease liabilities recognised under HKFRS 16 was 5%.

The Group has benefited from the use of hindsight for determining lease term when considering options to extend and terminate leases.

The following is a reconciliation of total operating lease commitments at 31 December 2018 to the lease liabilities recognised at 1 January 2019:

	HK\$'000
Total operating lease commitments disclosed at 31 December 2018	7,925
Recognition exemptions:	
Leases with remaining lease term of less than 12 months	<u>(3,767)</u>
Operating lease liabilities before discounting	4,158
Discounting using incremental borrowing rate as at 1 January 2019	<u>(234)</u>
Total lease liabilities recognised under HKFRS 16 at 1 January 2019	<u><u>3,924</u></u>
Classified as:	
Current lease liabilities	1,786
Non-current lease liabilities	<u>2,138</u>
	<u><u>3,924</u></u>

The following table summarises the impact of transition to HKFRS 16 on the Group's condensed consolidated statement of financial position at 1 January 2019:

	HK\$'000
Increase in right-of-use assets (non-current assets)	3,924
Increase in lease liabilities (non-current liabilities)	2,138
Increase in lease liabilities (current liabilities)	<u>1,786</u>

The right-of-use assets and lease liabilities represent the Group's leases of a number of properties with an initial period of three years.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

*For the six months ended 30 June 2019*

**2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)****HKFRS 16 “Leases” (“HKFRS 16”) (Continued)*****The Group as a lessee***

*Applicable from 1 January 2019*

For any new contracts entered into on or after 1 January 2019, the Group considers whether a contract is, or contains a lease. A lease is defined as ‘a contract, or part of a contract, that conveys the right to use an identified asset (the underlying asset) for a period of time in exchange for consideration’. To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct ‘how and for what purpose’ the asset is used throughout the period of use.

For contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, the Group elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

### 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

#### HKFRS 16 "Leases" ("HKFRS 16") (Continued)

##### *The Group as a lessee (Continued)*

*Applicable from 1 January 2019 (Continued)*

##### Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the condensed consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the underlying asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any lease incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term unless the Group is reasonably certain to obtain ownership at the end of the lease term. The Group also assesses the right-of-use assets for impairment when such indicator exists.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable payments based on an index or rate, and amounts expected to be payable under a residual value guarantee. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payment of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

Subsequent to initial measurement, the liability will be reduced for lease payments made and increased for interest cost on the lease liability. It is remeasured to reflect any reassessment or lease modification, or if there are changes in in-substance fixed payments. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

When the lease is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

### 2. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

#### HKFRS 16 “Leases” (“HKFRS 16”) (Continued)

##### **The Group as a lessee (Continued)**

*Applicable from 1 January 2019 (Continued)*

##### Measurement and recognition of leases as a lessee (Continued)

The Group has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these leases are recognised as an expense in profit or loss on a straight-line basis over the lease term. Short-term leases are leases with a lease term of 12 month or less.

On the condensed consolidated statement of financial position, right-of-use assets are presented separately under non-current assets.

*Applicable before 1 January 2019*

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

##### Operating leases

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss on a straight line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

*For the six months ended 30 June 2019*

### 3. REVENUE AND SEGMENT INFORMATION

Revenue represents the amount received and receivable for goods sold by the Group to outside customers, less discounts and sales tax.

The Group's operating activities are attributable to two operating segments focusing on the operation of manufacturing of and trading in dental prosthetics and the health care business. The Group identifies operating segments and prepared segment information based on regular internal financial information reported to the chief operating decision maker ("CODM"). The CODM regularly review revenue analysis and profit for the period of the Group as a whole in order to make decisions about resource allocation. The details of operating and reportable segments of the Group are as follows:

- Dental prosthetics business — manufacturing of and trading in dental prosthetics
- Health care business — provision of public health and medical services

The operation of health care business was introduced to the Group during the six-month period ended 30 June 2018.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

## 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

## 3.1 Segment revenue and results

For the six months ended 30 June 2019

	Dental prosthetics business HK\$'000	Health care business HK\$'000	Total HK\$'000
<b>REVENUE</b>			
External sales	<u>118,818</u>	<u>—</u>	<u>118,818</u>
<b>RESULTS</b>			
Segment profit/(loss) before depreciation and amortisation	23,966	(8,075)	15,891
Depreciation			
— Property, plant and equipment	(5,166)	(179)	(5,345)
— Right-of-use assets	(245)	(897)	(1,142)
Amortisation of intangible assets	<u>(346)</u>	<u>—</u>	<u>(346)</u>
Segment operating profit/(loss)	<u>18,209</u>	<u>(9,151)</u>	<u>9,058</u>
Gain from change in fair value of convertible bonds receivable			2,245
Gain from change in fair value of convertible promissory note			1,940
Loss from change in fair value of financial assets at fair value through profit or loss			
— unlisted managed fund			(94)
Unallocated income			1,125
Unallocated expenses			<u>(9,269)</u>
Profit before income tax			<u><u>5,005</u></u>

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS***For the six months ended 30 June 2019***3. REVENUE AND SEGMENT INFORMATION (CONTINUED)****3.1 Segment revenue and results (Continued)**

For the six months ended 30 June 2018

	Dental prosthetics business HK\$'000	Health care business HK\$'000	Total HK\$'000
<b>REVENUE</b>			
External sales	127,126	—	127,126
<b>RESULTS</b>			
Segment profit/(loss) before depreciation and amortisation	25,910	(4,723)	21,187
Depreciation of property, plant and equipment	(3,051)	(43)	(3,094)
Amortisation of intangible assets	(346)	—	(346)
Segment operating profit/(loss)	22,513	(4,766)	17,747
Loss from change in fair value of convertible bonds receivable			(1,382)
Loss from change in fair value of convertible promissory note			(702)
Unallocated income			2,035
Unallocated expenses			(13,432)
Profit before income tax			4,266

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/loss represents the profit/loss earned/incurred by each segment without allocation of central administration costs, certain other income, gains and losses, and changes in fair value of convertible bonds receivable, convertible promissory note and financial assets at fair value through profit or loss. This is the information reported to the CODM for the purposes of resource allocation and performance assessment.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

## 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

## 3.2 Segment assets and liabilities

As at 30 June 2019

	Dental prosthetics business HK\$'000	Health care business HK\$'000	Total HK\$'000
Reportable segment assets	643,346	265,285	908,631
Convertible bonds receivable			49,506
Convertible promissory note			31,285
Financial assets at fair value through profit or loss — unlisted managed fund (note 12)			30,571
Taxation recoverable			1,296
Unallocated assets			<u>54,293</u>
Total assets			<u><u>1,075,582</u></u>
Reportable segment liabilities	(46,724)	(10,296)	(57,020)
Deferred taxation			(6,854)
Unallocated liabilities			<u>(1,907)</u>
Total liabilities			<u><u>(65,781)</u></u>

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS***For the six months ended 30 June 2019***3. REVENUE AND SEGMENT INFORMATION (CONTINUED)****3.2 Segment assets and liabilities (Continued)**

As at 31 December 2018

	Dental prosthetics business HK\$'000	Health care business HK\$'000	Total HK\$'000
Reportable segment assets	628,832	157,487	786,319
Convertible bonds receivable			47,649
Convertible promissory note			29,309
Taxation recoverable			1,150
Unallocated assets			<u>209,959</u>
Total assets			<u><u>1,074,386</u></u>
Reportable segment liabilities	(52,395)	(2,083)	(54,478)
Deferred taxation			(6,940)
Unallocated liabilities			<u>(7,874)</u>
Total liabilities			<u><u>(69,292)</u></u>

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than certain prepayments, short-term bank deposits, bank balances and cash held by the respective head offices, convertible bonds receivable, convertible promissory note, unlisted managed fund and taxation recoverable; and
- all liabilities are allocated to operating segments other than corporate liabilities which are not directly attributable to the business activities of any operating segment and deferred taxation.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

## 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

## 3.3 Geographical information

The Group's operations are mainly situated in Hong Kong and the People's Republic of China (the "PRC") (excluding Hong Kong). The following table provides an analysis of the Group's revenue by the location of business operation and the Group's non-current assets by geographical location of assets.

	Revenue from external customers		Non-current assets	
	Six months ended 30 June		30 June	31 December
	2019	2018	2019	2018
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hong Kong	44,071	71,615	449	—
PRC	74,095	54,508	42,571	34,711
Others	652	1,003	607	455
	<u>118,818</u>	<u>127,126</u>	<u>43,627</u>	<u>35,166</u>

Note: Non-current assets include property, plant and equipment, and right-of-use assets.

## 3.4 Information about major customers

The Group's customer base includes two (six months ended 30 June 2018: three) customers with each of whom transactions have exceeded 10% of the Group's total revenue. Revenue from sales to these customers amounted to approximately HK\$19,190,000 and HK\$15,129,000 (six months ended 30 June 2018: HK\$24,777,000, HK\$20,031,000 and HK\$14,127,000) respectively.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS***For the six months ended 30 June 2019***4. PROFIT BEFORE INCOME TAX**

	<b>Six months ended 30 June</b>	
	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Profit before income tax has been arrived at after (crediting)/charging:		
Amortisation of intangible assets (included in cost of sales)	<b>346</b>	346
Lease charges:		
— Land and buildings held under operating leases	—	1,787
— Short-term leases with lease term less than 12 months	<b>3,191</b>	—
Depreciation:		
— Property, plant and equipment	<b>5,345</b>	3,094
— Right-of-use assets	<b>1,142</b>	—
Fair value change of financial assets at fair value through profit or loss:		
— Unlisted managed fund	<b>94</b>	—
— Unlisted equity investment	<b>(1,319)</b>	—
Research and development expenses (included in other expenses)	<b>14,292</b>	10,453
Bad debt recovered	—	(337)
Interest income:		
— Bank deposits	<b>(112)</b>	(192)
— Time deposits	<b>(1,664)</b>	—
— Convertible promissory note	<b>(215)</b>	(120)
Income from short-term investments	<b>(94)</b>	(58)
Interest on lease liabilities	<b>143</b>	—
Net foreign exchange loss/(gain)	<b>2,521</b>	(1,090)



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

## 5. INCOME TAX (CREDIT)/EXPENSE

	<b>Six months ended 30 June</b>	
	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Current tax:		
Hong Kong Profits Tax	<b>1,084</b>	2,702
PRC Enterprise Income Tax	<u>—</u>	<u>545</u>
	<b>1,084</b>	3,247
Over-provision in prior years:		
PRC Enterprise Income Tax	<u><b>(1,304)</b></u>	<u>—</u>
Deferred tax credit	<u><b>(86)</b></u>	<u>(86)</u>
	<b>(306)</b>	3,161

The provision for Hong Kong Profits Tax is calculated by applying the estimated annual effective tax rate of 16.5% (2018: 16.5%) to the six months ended 30 June 2019, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rates regime.

The provision for PRC Enterprise Income Tax ("EIT") is based on the estimated taxable income for PRC taxation purpose at the rate of taxation applicable for both periods.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

A subsidiary of the Group was accredited as a "High and New Technology Enterprise" in the PRC with effect from 9 November 2018, and was registered with the local tax authority to be eligible to a concessionary tax rate of 15% for three years from 2018 to 2020.

According to a policy promulgated by the State Tax Bureau of the PRC, effective from 2008 onwards, enterprises engage in research and development activities are entitled to claim 150%, and further increased to 175% with effect from September 2018 of the research and development expenses incurred in a year as tax deductible expenses in determining taxable profits for that period ("Super Deduction"). A subsidiary is eligible to such Super Deduction in ascertaining its tax assessable profit for the six months ended 30 June 2019 and 2018.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

*For the six months ended 30 June 2019*

**6. DIVIDENDS**

No dividends were paid, declared or proposed during the six months ended 30 June 2019 and 2018, nor has any dividend been proposed since the end of the reporting periods.

**7. EARNINGS PER SHARE**

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

	<b>Six months ended 30 June</b>	
	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
Profit for the period attributable to owners of the Company	<u><b>5,379</b></u>	<u>1,105</u>

**Number of shares**

Weighted average number of ordinary shares in issue during the period	<u><b>5,042,139,374</b></u>	<u>5,101,609,374</u>
---	-----------------------------	----------------------

The diluted earnings per share for the six months ended 30 June 2019 and 2018 does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price for shares.

**8. PROPERTY, PLANT AND EQUIPMENT**

During the six months ended 30 June 2019, the Group has acquired property, plant and equipment of HK\$5,476,000 (six months ended 30 June 2018: HK\$11,287,000) and written off property, plant and equipment of HK\$599,000 (six months ended 30 June 2018: disposed of HK\$22,000).

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

*For the six months ended 30 June 2019*

### 9. DEPOSITS PAID TO A FELLOW SUBSIDIARY

On 3 August 2018, the Group entered into the Sale and Purchase Agreement (“SPA”) with Rui Jing Investment Company Limited (“Vendor”), a wholly-owned subsidiary of Kaisa Group Holdings Ltd., which is the Group’s ultimate holding company, pursuant to which the Vendor has conditionally agreed to sell, and the Group has conditionally agreed to acquire the entire issued share capital (“Sale Share”) of Trade Guide Limited (“Target Company”), a wholly-owned subsidiary of the Vendor, and the Vendor has conditionally agreed to assign and the Group has conditionally agreed to take up the interest free shareholder’s loan in an estimated amount of RMB191,412,000 (“Sale Loan”) to be provided by the Vendor to the Target Company and its associates (collectively referred to as the “Target Group”), at an aggregate consideration of RMB193,000,000 (equivalent to approximately HK\$221,732,000).

The Target Group is planned to engage in a project which is intended to be built as a Grade 3A Hospital with 2,000 beds and to cover organ transplantation, minimum invasive surgery, biological diagnosis and precision medical services (“Shulan Project”). Further details of the SPA are disclosed in the Company’s circular dated 28 November 2018, and the announcements dated 4 May 2018, 24 May 2018, 3 August 2018, 31 August 2018, 28 September 2018, 31 October 2018 and 14 December 2018 respectively.

As at 31 December 2018, the balances represent deposits paid to the Vendor.

The directors of the Company announced that the acquisition of Sale Share and Sale Loan of the Target Group were completed on 23 May 2019, further details are disclosed in the Company’s announcement dated 24 May 2019 and note 12.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS***For the six months ended 30 June 2019***10. CONVERTIBLE PROMISSORY NOTE**

On 15 March 2018, the Group entered into a Note Purchase Agreement with an independent third party (the "Issuer"), pursuant to which the Group has subscribed for senior secured convertible promissory note (the "Note") in the principal amount of US\$3,500,000 for the total consideration of US\$3,500,000 (equivalent to approximately HK\$27,489,000). All unpaid principal, together with any then unpaid and accrued interest and other amounts payable under the Note shall be due and payable on 15 March 2022. The Note may be converted into shares of the Issuer's common stock at a conversion price equivalent to an agreed valuation divided by the number of outstanding shares immediately prior to the initial public offering of the Issuer. The Note bears interest payable in cash at 1.5% per annum, payable semi-annually and deferred interest of 8% per annum, which shall be compounded and added to the principal, and payable upon the maturity date.

As at 30 June 2019 and 31 December 2018, the convertible promissory note has been fair valued with reference to the valuation conducted by an independent external valuer.

Details of movement is set out below:

	HK\$'000
At 1 January 2018	—
At date of subscription	27,489
Exchange realignment	(191)
Change in fair value recognised in profit or loss	<u>2,011</u>
At 31 December 2018 and 1 January 2019	29,309
Exchange realignment	36
Change in fair value recognised in profit or loss	<u>1,940</u>
<b>At 30 June 2019</b>	<b><u>31,285</u></b>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

## 11. TRADE AND OTHER RECEIVABLES

	<b>30 June 2019</b>	31 December 2018
	<b>HK\$'000</b>	HK\$'000
Trade receivables	<b>77,512</b>	64,133
Bills receivables	<b>114</b>	—
Less: allowance for expected credit losses	<b>(567)</b>	(574)
	<b>77,059</b>	63,559
Other receivables, prepayments and deposits	<b>10,140</b>	8,092
	<b>87,199</b>	71,651

Payment terms with customers are mainly on credit. Invoices are normally payable within 30 to 90 days after issuance, except for certain well-established customers, where the terms are extended to 120 days.

The following is an aged analysis of trade receivables and bills receivables, presented based on invoice date (also approximates to revenue recognition date), net of allowance for expected credit losses, at the end of the reporting period:

	<b>30 June 2019</b>	31 December 2018
	<b>HK\$'000</b>	HK\$'000
0 - 90 days	<b>69,905</b>	58,171
91 - 180 days	<b>4,692</b>	3,099
181 - 365 days	<b>1,645</b>	1,966
Over 1 year	<b>817</b>	323
	<b>77,059</b>	63,559

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS***For the six months ended 30 June 2019***12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

	<b>30 June 2019</b>
	<b>HK\$'000</b>
Current:	
Unlisted managed fund	<b>30,571</b>
Non-current:	
Unlisted equity investment ( <i>note</i> )	<b>218,877</b>
	<b>249,448</b>

*Note:*

Upon completion of the acquisition of Sale Share and Sale Loan of the Target Group as disclosed in note 9, the Group has contributed RMB191,412,270 (equivalents to HK\$219,907,941) to Hangzhou Jiayue Investment Partnership\* (杭州佳躍投資合夥企業(有限合夥)) ("Hangzhou Jiayue") and holds 9.6% effective interest in Hangzhou Jiayue, a limited partnership established in the PRC.

Hangzhou Jiayue directly holds 99.9% interest in Ningbo Meishan Bonded Zone Jieshuo Investment Partnership\* (寧波梅山保稅港區傑鑠投資合夥企業(有限合夥)) ("Meishan Jieshuo"), which in turns holds 90% equity interest in Hangzhou Zhaojin Real Estate Co., Ltd.\* (杭州兆金置業有限公司) ("Hangzhou Zhaojin"), which in turns owns Shulan Project (defined in note 9).

Currently, the Group accounted for the unlisted equity investment as financial assets at fair value through profit or loss, with the change in fair value recorded in profit or loss, if any.

As at 30 June 2019, the unlisted equity investment has been fair valued with reference to the valuation conducted by an independent external valuer.

Details of movement of unlisted equity investment is set out below:

	HK\$'000
At 1 January 2019	—
At date of acquisition	219,908
Exchange realignment	(2,350)
Change in fair value recognised in profit or loss	1,319
<b>At 30 June 2019</b>	<b>218,877</b>

\* For identification purpose only

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

*For the six months ended 30 June 2019*

### 13. CONVERTIBLE BONDS RECEIVABLE

On 19 October 2016, the Group's indirect wholly-owned subsidiary, United Noble Development Limited ("United Noble"), entered into a conditional agreement with Condor International NV ("Condor International"), a private company incorporated in Belgium, to subscribe 257,663 unlisted 5% coupon convertible bonds (the "Convertible Bonds") issued by Condor International, at an aggregate principal amount of EUR5,000,000 maturing on the third anniversary of the date of issue (the "Maturity Date"). The subscription of the Convertible Bonds was subsequently completed on 29 November 2016.

The Convertible Bonds entitle the holder to convert the whole or part of the principal amount at any time between 30th days after the date of issue of the Convertible Bonds and 7th business days immediately preceding the Maturity Date of the Convertible Bonds into 257,663 ordinary shares of the issuer at a conversion price of EUR19.41 per share together with all interest accrued thereon up to and including the date of redemption and may be adjusted upon occurrence of adjustment events, which includes consolidation, sub-division or re-classification of shares, capitalisation of profits or reserves, capital distributions, and offer of new shares of the issuer. The Convertible Bonds carries interest of 5% per annum and would be payable at the Maturity Date. The Convertible Bonds are denominated in Euro.

Condor International shall be entitled to serve a written notice on the holders of the Convertible Bonds requiring them to convert all (but not part only) of the Convertible Bonds ("Conversion Shares") if (i) an initial public offering of Condor International takes place, or (ii) the issue of shares by Condor International for cash consideration at a price per Share corresponding to a pre-money valuation of Condor International of not less than EUR75,000,000 and with gross proceeds to Condor International equals or exceeds EUR7,500,000 (the "Qualified Issue") and the investors under the Qualified Issue agree to grant an irrevocable and unconditional right to United Noble to purchase up to 50% of the Conversion Shares from United Noble at a cash consideration per Conversion Share equivalent to the subscription price under the Qualified Issue. Details of the Convertible Bonds were set out in the Company's announcements dated 19 October 2016 and 29 November 2016.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

*For the six months ended 30 June 2019*

**13. CONVERTIBLE BONDS RECEIVABLE (CONTINUED)**

As at 30 June 2019 and 31 December 2018, the convertible bonds receivable has been fair valued with reference to the valuation conducted by an independent external valuer.

Details of movement is set out below:

	HK\$'000
At 1 January 2018	49,441
Exchange realignment	(2,241)
Change in fair value recognised in profit or loss	<u>449</u>
At 31 December 2018 and 1 January 2019	47,649
Exchange realignment	(388)
Change in fair value recognised in profit or loss	<u>2,245</u>
<b>At 30 June 2019</b>	<b><u>49,506</u></b>

**14. AMOUNT DUE FROM A DIRECTOR**

The amount is unsecured, interest-free and repayable on demand.

The amount is due from a director, Mr. Wu Tianyu ("Mr. Wu", the executive Director of the Company), and the maximum amount outstanding during the six months ended 30 June 2019 is HK\$28,088,000 (31 December 2018: HK\$30,087,000).

**15. AMOUNT DUE FROM/(TO) A FELLOW SUBSIDIARY/ULTIMATE HOLDING COMPANY**

The amount is unsecured, interest-free and repayable on demand.



## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

## 16. TRADE AND OTHER PAYABLES

	<b>30 June 2019</b>	31 December 2018
	<b>HK\$'000</b>	HK\$'000
Trade payables	<b>3,825</b>	6,717
Other payables	<b>23,534</b>	17,092
Accrued charges	<b>21,364</b>	37,813
	<b><u>48,723</u></b>	<u>61,622</u>

The following is an aged analysis of trade payables, presented based on the invoice date at the end of the reporting period.

	<b>30 June 2019</b>	31 December 2018
	<b>HK\$'000</b>	HK\$'000
0 - 90 days	<b>3,821</b>	6,486
91 - 180 days	<b>4</b>	97
Over 180 days	<b>—</b>	134
	<b><u>3,825</u></b>	<u>6,717</u>

The average credit period on purchases of goods is 90 days (2018: 90 days).

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS***For the six months ended 30 June 2019***17. LEASE LIABILITIES**

	<b>30 June 2019</b> <b>HK\$'000</b>
Total minimum lease payments:	
— Due within one year	3,000
— Due in the second to the fifth years	6,011
— Due after the fifth year	<u>1,369</u>
	<b>10,380</b>
Future finance charges on lease liabilities	<u>(1,177)</u>
Present value of lease liabilities	<u><b>9,203</b></u>
Present value of minimum lease payments:	
— Due within one year	2,599
— Due in the second to the fifth years	5,271
— Due after the fifth year	<u>1,333</u>
	<b>9,203</b>
Less:	
Portion due within one year included under current liabilities	<u>(2,599)</u>
Portion due after one year included under non-current liabilities	<u><b>6,604</b></u>

During the six months ended 30 June 2019, the total cash outflows for the leases are HK\$1,083,000.

**18. AMOUNT DUE TO A RELATED PARTY**

The balance as at 30 June 2019 and 31 December 2018 represents amount due to Ms. Jiang Sisi ("Ms. Jiang", the spouse of Mr. Wu (defined in note 14)). The amount is unsecured, interest-free and repayable on demand.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

## 19. SHARE CAPITAL

	Number of shares	Share capital HK\$'000
<b>Ordinary shares of HK\$0.00125 each:</b>		
<b>Authorised:</b>		
At 31 December 2018 and 30 June 2019	<u>160,000,000,000</u>	<u>200,000</u>
<b>Issued and fully paid:</b>		
At 1 January 2018	5,101,609,374	6,377
Shares repurchased and cancelled	<u>(59,470,000)</u>	<u>(74)</u>
At 31 December 2018, 1 January 2019 and 30 June 2019	<u><b>5,042,139,374</b></u>	<u><b>6,303</b></u>

## 20. SHARE OPTIONS

The Company approved and adopted a share option scheme (the "Scheme") for eligible participant which includes any full-time or part-time employees, potential employees, executives or officers (including executive, non-executive and independent non-executive Directors) of the Company or any of its subsidiaries and any suppliers, customers, consultants, agents and advisers who, in the sole opinion of the board of directors, will contribute or has contributed to the Company and/or any of its subsidiaries.

Details of specific categories of options are as follows:

Option type	Date of grant	Vesting period	Exercisable period	Exercise price
2015A	16.6.2015	16.6.2015 - 15.6.2019	16.6.2016 - 15.6.2020	HK\$0.784
2015B	24.7.2015 (note)	16.6.2015 - 15.6.2019	16.6.2016 - 15.6.2020	HK\$0.784
2016	12.9.2016	12.9.2016 - 11.9.2021	12.9.2017 - 11.9.2022	HK\$0.400

Note: Share options subject to approval of independent shareholders was proposed and granted by board of directors on 16 June 2015. The approval was subsequently obtained on 24 July 2015 which was the date of grant as defined in accordance with HKFRS 2.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For the six months ended 30 June 2019

**20. SHARE OPTIONS (CONTINUED)**

A summary of the movements of the number of share options under the Scheme during the period/year is as follows:

Type of participant	Option type	Outstanding at 1 January 2018	Forfeited during the year	Outstanding at 31 December 2018	Forfeited during the period	Outstanding at 30 June 2019
Mr. Wu	2015B	74,070,000	—	74,070,000	—	<b>74,070,000</b>
Ms. Jiang	2015B	74,070,000	—	74,070,000	—	<b>74,070,000</b>
Mr. Wu	2016	38,000,000	—	38,000,000	—	<b>38,000,000</b>
Ms. Jiang	2016	38,000,000	—	38,000,000	—	<b>38,000,000</b>
Ms. Wu Ansheng (note)	2016	8,000,000	—	8,000,000	—	<b>8,000,000</b>
Employees	2015A	3,800,000	—	3,800,000	—	<b>3,800,000</b>
Employees	2016	30,000,000	(6,500,000)	23,500,000	(500,000)	<b>23,000,000</b>
Consultants	2015A	4,000,000	—	4,000,000	—	<b>4,000,000</b>
		<u>269,940,000</u>	<u>(6,500,000)</u>	<u>263,440,000</u>	<u>(500,000)</u>	<u><b>262,940,000</b></u>
Exercisable at the end of year/period		<u>112,170,000</u>		<u>177,055,000</u>		<u><b>215,840,000</b></u>
Weighted average exercise price		<u>HK\$0.622</u>	<u>HK\$0.400</u>	<u>HK\$0.627</u>	<u>HK\$0.400</u>	<u><b>HK\$0.628</b></u>

Note: Ms. Wu Ansheng is the General Manager and Sales Director of a subsidiary of the Group and a sister of Mr. Wu.

In the opinion of the directors, the fair value of the services received from consultants cannot be estimated reliably, the equity-settled share-based payment transactions with consultants are measured at the fair value of the equity instruments granted.

During the six months ended 30 June 2019, the Group recognised a share-based payment expense of HK\$2,881,000 (six months ended 30 June 2018: HK\$6,493,000) in the condensed consolidated statement of profit or loss and other comprehensive income.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

## 21. LEASE COMMITMENTS

At the end of the reporting period, the lease commitments for short-term leases (2018: total future minimum lease payments payable by the Group under non-cancellable operating leases) are as follows:

	<b>30 June 2019 HK\$'000</b>	31 December 2018 HK\$'000
Within one year	<b>3,498</b>	5,713
In second to fifth year inclusive	<u>—</u>	<u>2,212</u>
	<u><b>3,498</b></u>	<u>7,925</u>

As at 30 June 2019, the Group leases a number of properties with a lease period of 12 months, which are qualified to be accounted for under short-term lease exemption under HKFRS 16.

As at 31 December 2018, the Group leased a number of properties under operating leases. The leases were negotiated and rentals were fixed for an average term of three years.

## 22. CAPITAL COMMITMENTS

At the end of the reporting period, capital commitments outstanding but not provided for in the condensed consolidated interim financial statements are as follows:

	<b>30 June 2019 HK\$'000</b>	31 December 2018 HK\$'000
Contracted for:		
Acquisition of an associate	<u><b>2,273</b></u>	<u>—</u>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

## 23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

**Financial assets and liabilities measured at fair value**

The following table presents the fair value of the Group's financial instruments measure at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 "Fair Value Measurement". The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

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

	At 30 June 2019			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
<b>Recurring fair value measurement</b>				
Financial assets at fair value through profit or loss:				
Convertible bonds receivable	—	—	49,506	49,506
Convertible promissory note	—	—	31,285	31,285
Unlisted managed fund	—	30,571	—	30,571
Unlisted equity investment	—	—	218,877	218,877
	<u>—</u>	<u>30,571</u>	<u>299,668</u>	<u>330,239</u>

	At 31 December 2018			Total HK\$'000
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	
<b>Recurring fair value measurement</b>				
Financial assets at fair value through profit or loss:				
Convertible bonds receivable	—	—	47,649	47,649
Convertible promissory note	—	—	29,309	29,309
	<u>—</u>	<u>—</u>	<u>76,958</u>	<u>76,958</u>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

## 23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)

**Financial assets and liabilities measured at fair value (Continued)**

The fair value of unlisted managed fund in Level 2 has been determined by reference to the reported net asset value at the end of the reporting period.

During the six months ended 30 June 2019 and the year ended 31 December 2018, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

**Information about Level 3 fair value measurements**

The fair values of convertible bonds receivable, convertible promissory note and unlisted equity investment are determined by using the binomial option pricing model. The valuation techniques and significant unobservable inputs are as follows:

Valuation techniques	Significant unobservable inputs	Range (Weighted average)	Sensitivity relationship of unobservable inputs to fair value
Discounted cash flow model and binomial option pricing model	Expected volatility	Convertible bonds receivable: 40.6% (2018: 55.5%)	Increase/(decrease) in expected volatility would result in increase/(decrease) in fair value
		Convertible promissory note: 49.4% (2018: 50.4%)	
	Discount rate	Unlisted equity investment: 68.7% (2018: 62.0%)	Increase/(decrease) in discount rate would result in (decrease)/increase in fair value
		Convertible bonds receivable: 7.4% (2018: 8.5%)	
		Convertible promissory note: 8.8% (2018: 9.8%)	
		Unlisted equity investment: 11.5% (2018: 10.5%)	
		Convertible bonds receivable: 9.0%	

The movements during the period in the balance of Level 3 fair value measurements are disclosed in notes 10, 12 and 13 respectively.

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS***For the six months ended 30 June 2019***23. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (CONTINUED)****Financial assets and liabilities not reported at fair value**

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities carried at amortised cost in the condensed consolidated interim financial statements approximate their fair values as at 30 June 2019 and 31 December 2018.

**24. RELATED PARTIES TRANSACTIONS**

Other than the transactions and balances with related parties as disclosed in the respective notes, during the period, the Group entered into the following transactions with the following related parties:

	<b>Six months ended 30 June</b>	
	<b>2019</b>	2018
	<b>HK\$'000</b>	HK\$'000
<b>Nature of transactions</b>		
Lease payment paid to Kaisa Group Holdings Ltd.	<b>273</b>	273
Promotional expenses paid to a related company controlled by Mr. Wu	—	468
	<u>          </u>	<u>          </u>

**25. COMPARATIVE FIGURES**

The Group has initially applied HKFRS 16 at 1 January 2019. Under the transition methods chosen, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 2.



## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Highlights

For the six months ended 30 June 2019 (the “Period”), the Company and its subsidiaries (together the “Group”) recorded revenue of approximately HK\$118.8 million, representing a decrease of 6.5% from HK\$127.1 million for the corresponding period in 2018, with an increased gross profit margin of 49.40% (for the six months ended 30 June 2018: 48.05%). The profit attributable to the owners of the Company was approximately HK\$5.4 million compared to a profit attributable to the owners of the Company of HK\$1.1 million for the corresponding period in 2018. Basic and diluted earnings per share for the Period were 0.11 HK cents per share and 0.11 HK cents per share, respectively; and the basic and diluted earnings per share for the corresponding period in 2018 were 0.02 HK cents per share and 0.02 HK cents per share respectively.

### Interim Dividend

The board of Directors (the “Board”) did not recommend the payment of an interim dividend for the Period (six months ended 30 June 2018: Nil).

### Business Review

#### *Dental Prosthetics Business*

The Group has engaged in the dental prosthetics business (“Dental Prosthetics Business”), including the sale (both overseas and domestic) and production of dental prosthetics, including crowns and bridges, removable full and partial dentures, implants and full-cast restorations. The high-tech digital dental aesthetic brand developed and promoted by the Group integrated the philosophy of minimally invasive aesthetic dental prosthetic restoration and cutting-edge 3D printing technology with international recognition, promoted invisible dental brace, cosmetic dentistry and teeth whitening and veneer, providing efficient one-stop dental prosthetic restoration solutions. Revenue from the Dental Prosthetics Business was approximately HK\$118.8 million for the six months ended 30 June 2019, compared to a revenue of approximately HK\$127.1 million for the corresponding period in 2018. The Group has always adhered to the dental aesthetics and prosthetics restoration philosophy of “using minimally invasive surgery with no harm to teeth” in its research and development, in order to relieve the pain patients suffer during the treatment and improve their appearance. A series of digital dental prosthetic products including Mega Veneer (美加貼面) XS and Mega 3D Simulation Zirconium (美加3D 仿真鋸), Mega YiQi Clear Aligner (美加易齊透明矯正器) and removable prosthetic devices launched under the “Mega” brand in 2019 gained wide recognition among foreign technicians and dentists.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review (Continued)

#### *Dental Prosthetics Business (Continued)*

The Group will continue to cooperate with technical institutes to secure a more stable supply of labour resources and to implement automation in order to reduce its reliance on labour resources. Benefiting from the investment in research and development and technologies, other income such as government subsidies and training consultancy increased to HK\$9.1 million (for the six months ended 30 June 2018: HK\$1.4 million). For the six months ended 30 June 2019, research and development expense increased to HK\$14.3 million (for the six months ended 30 June 2018: HK\$10.5 million).

#### *Health Care Business*

The Group has participated in the health care industry through the acquisition of Trade Guide Limited (a company engaged in the provision of public health and medical services) at a total consideration of RMB193 million (equivalent to approximately HK\$221.7 million) on 23 May 2019. All conditions precedent in connection with the acquisition have been satisfied. Hangzhou Jinyun Investment Management Co., Ltd. (杭州金韻投資管理有限公司, an associate of the above company) has a project in Hangzhou City, Zhejiang Province, the PRC that provides public health and medical services. Upon the completion of the acquisition, the Group will be able to penetrate to the front line of the health care sector, directly responding and identifying the needs of patients. It will also facilitate investment decisions in the health care industry and build market reputation for the Group. The acquisition is expected to bring synergy effects to the existing business of the Group, and it is believed that the Group's Dental Prosthetics Business can further expand its presence in the Yangtze River Delta region by sharing the resources and reputation of the hospital to be constructed by the Project.

In May 2019, the Group founded the Shenzhen Medical Health Technology Co., Ltd. (深圳醫佳健康醫療科技有限公司) with medical teams consisting of national-level experts and professors in the areas of orthopaedics, rehabilitation and pain management. In the sports rehabilitation segment (a sports-related extension of the health care industry chain), it cooperates with sport rehabilitation institutions that possess mature technology, providing customers with safe and professional rehabilitation plans. The team has already established in-depth cooperative relationships with nearly twenty hospitals, including the Second People's Hospital of Shenzhen, Shenzhen People's Hospital and the Peking University Shenzhen Hospital.

### Prospect

The Group is principally engaged in the Dental Prosthetics Business and Health Care Business, and has a business strategy to further diversify its business so as to further enhance shareholder value. In order to build the brand "Mega", the Group has been oriented towards advanced technologies and integrated quality medical devices in China and overseas to become a high-end dental prosthetics instrument supplier. The Group has put efforts in exploring a medical appliance system with the oral business as its up-stream and down-stream industry chain and a medical service system integrating medical care and health care, developing a closed-loop ecosystem with the coordination of these three major systems.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Prospect (Continued)

#### *Dental Prosthetic Business*

The oral medical market has an enormous room for development and with its relatively high prices, its proportion in the total medical expenditure is relatively higher and hence the stomatological industry is always listed separately in respect of the statistics on medical expenditure. According to the statistics released by the Comprehensive Oral Industry Association (綜合口腔行業協會) of China, in 2018, the oral industry market is estimated to have a room for development with a scale reaching over RMB100 billion. At present, the dental industry market in China is already at a stage of rapid development, and it is projected that, along with the increasing consumption power in the PRC, regardless of whether it is in terms of the dentist proportion, consultation rate and the permeability rate of high-end dental business or the current market scale, the oral market in China has the development potential to increase over tenfold. The Group has formulated a number of growth strategies in the Dental Prosthetics Business, including enlarging its sales network in the PRC and foreign markets like the US, expanding its production capacity in the PRC and developing high-end new denture prosthetics products with beauty attributes. In 2019, the Group launched an upgraded version of Mega Veneer XS, which is now available worldwide, for hiding spots and stains of severely discoloured teeth such as tetracycline pigmentation teeth, mottled enamel and dental pulp. It is of higher quality as it also covers hard-to-reach areas. The Group also promoted the Mega YiQi Minimally Invasive Customized Clear Aligner (美加易齊微矯定制式透明矯治器) launched under its brand into the invisible dental brace market, aiming to mutually promote rapid revenue growth through increasing its scale worldwide and appealing to young users. Apart from the organic growth and sales network integration and consolidation for the Dental Prosthetics Business, the Group will also actively seek investment and collaboration opportunities in high-tech dental related areas so as to enhance cross selling opportunities and the returns of investment for the shareholders of the Company.

#### *Health Care Business*

The Hangzhou Shulan Project acquired by the Group is intended to be built as a Grade 3A Hospital with 2,000 beds and to cover organ transplantation, minimal invasive surgery, biological diagnosis and precision medical services. The acquisition will allow the Group to enhance its health care portfolio and will facilitate the Group's investment decisions in the health care industry and build market reputation for the Group in the PRC. Through investing in the Project which focuses on developing the hospital, the Group will be able to penetrate to the front line of the health care sector, facing and identifying the needs of the patients directly, and enables the Group to discover and evaluate the potential business opportunity in the health care industry in Hangzhou City. The Group could enjoy the satisfactory synergistic benefits from the investment in the Project as contemplated under the Acquisition upon the successful development of the Project, which is favourable to the existing businesses of the Group and in the interest of the Group and the Independent Shareholders as a whole.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Prospect (Continued)

#### *Health Care Business (Continued)*

The rehabilitation industry of the aging population has gained attention and the rehabilitation industry has emerged due to the growing sports population. In the coming five years, the scale of the rehabilitation market is forecast to reach over RMB100 billion, showing a considerable potential in respect of its market scale. The Group has formed an orthopaedic and rehabilitation professional rehabilitation team which the market lacks the most. The Group has established an exclusive collaboration model for three areas, namely orthopaedics, rehabilitation and pain management, thereby providing safe and professional solutions to customers through involving medical teams in active rehabilitation, removing the usual disconnection between orthopaedics and rehabilitation and changing the current situation of the late involvement of rehabilitation medical teams. The Group has designated stores in Shenzhen as a pilot model with an expectation that it will cover 50% of the provincial capital cities in the future.

### Operating Results and Financial Review

#### *Revenue*

The revenue for the Period amounted to HK\$118.8 million (six months ended 30 June 2018: HK\$127.1 million). The decrease in the revenue is mainly due to the outsourcing of manufacturing of low value-added products to South-east Asia, the adjustments to the pricing strategies and product mix of the Group, the reduction of such products and the upgrading of the brand's expansion of high value-added veneer and orthodontic products during the trade war period.

#### *Gross Profit and Gross Profit Margin*

Gross profit for the Period amounted to HK\$58.7 million (six months ended 30 June 2018: HK\$61.1 million). Gross profit margin for the Period was 49.40% (six months ended 30 June 2018: 48.05%). The increase in the gross profit margin contributed from operations was mainly attributable to the increase in the brand value and the sales growth of high value-added veneer, orthodontic products and dental implant equipment.

#### *Goodwill*

Goodwill of HK\$330.8 million was generated from the acquisition of the Dental Prosthetics Business in 2015.

#### *Convertible Bonds Receivable*

The convertible bonds receivable represented the Group's EUR5 million investment in Condor International, which is specialized in the sales, distribution and development of the three-dimensional intraoral scanners.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Operating Results and Financial Review (Continued)

#### *Convertible Promissory Note*

The convertible promissory note represents the senior secured convertible promissory note subscribed by the Group at a total consideration of US\$3,500,000.

#### *Financial Assets at Fair Value Through Profit or Loss*

Investments in unlisted equity investment and unlisted managed fund were treated as financial assets at fair value through profit or loss as at 30 June 2019. The Group has contributed approximately RMB191.4 million (equivalents to approximately HK\$219.9 million) in the investment in unlisted equity investment and approximately US\$3.9 million (equivalents to approximately HK\$30.6 million) in the investment in unlisted managed fund as at 30 June 2019.

#### *Bank Balance and Cash*

The Group has a solid cash position for the Period under review, with bank balances and cash amounting to approximately HK\$164.0 million as at 30 June 2019 (31 December 2018: HK\$195.0 million).

#### *Capital Expenditure and Capital Commitments*

During the Period, the Group invested approximately HK\$5.5 million (six months ended 30 June 2018: approximately HK\$11.3 million), mainly on production equipment. As at 30 June 2019, the Group has a capital expenditure commitment of approximately HK\$2.3 million for the acquisition of an associate.

#### *Deferred Taxation*

Deferred taxation represents the deferred tax liabilities of the intangible asset arising from the acquisition of the Dental Prosthetics Business in 2015.

#### *Contingent Liabilities*

The Group had no significant contingent liabilities as at 30 June 2019.

#### *Charge on the Group's Assets*

As at 30 June 2019, there was no pledge of assets of the Group for banking facilities.

#### *Treasury Policy*

The Group's sales were principally denominated in Renminbi, EURO dollars, US dollars and Hong Kong dollars while purchases were transacted mainly in US dollars, Renminbi and Hong Kong dollars.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Operating Results and Financial Review (Continued)

#### *Treasury Policy (Continued)*

The fluctuation of Hong Kong dollars and other currencies did not materially affect the costs and operations of the Group for the Period and the Directors do not foresee significant risk in exchange rate fluctuation currently. The Group has not entered into any financial instruments for hedging purposes. However, the Group will closely monitor its overall foreign exchange exposures and interest rate exposures, and consider hedging against the exposures should the need arise.

#### *Liquidity, Capital Structure and Financial Resources*

Equity attributable to owners of the Company as at 30 June 2019 amounted to approximately HK\$1,009.9 million (31 December 2018: approximately HK\$1,005.1 million).

As at 30 June 2019, the net current assets of the Group amounted to approximately HK\$371.3 million (31 December 2018: HK\$449.0 million). The current and quick ratio was 8.10 and 7.97 respectively (31 December 2018: 8.20 and 8.09 respectively).

At 30 June 2019, indebtedness of the Group including an amount due to Ms. Jiang Sisi ("Ms. Jiang", the spouse of Mr. Wu Tianyu) of HK\$728,000 (31 December 2018: HK\$730,000) which is unsecured, interest-free and repayable on demand.

As at 30 June 2019 and 31 December 2018, no gearing ratio of the Group could be calculated as there were no bank loans outstanding.

The number of issued ordinary shares (the "Shares") of the Company was 5,042,139,374 as at 30 June 2019 (31 December 2018: 5,042,139,374 Shares).

Taking the above figures into account and also the strong operational cash flows arising from the Dental Prosthetics Business, the management is confident that the Group is financially strong and has adequate resources to settle its outstanding debts, to finance its daily operational expenditures and also the cash requirements for the Group's future acquisition and expansion.

### Employees and Remuneration Policy

The Group employed 1,481 employees in total as at 30 June 2019 (31 December 2018: 1,240) in Hong Kong and the PRC. The Group implemented its remuneration policy, bonus and share option schemes based on the performance of the Group and its employees. The Group provided benefits such as social insurance and pensions to ensure competitiveness. In addition, the Group had also adopted a share option scheme as a long term incentive to the Directors and eligible employees. The emolument policy for the Directors and senior management of the Group is set up by the Company's Remuneration Committee, having regard to the Group's performance, individual performance and comparable market conditions.

## DISCLOSURE OF ADDITIONAL INFORMATION

### Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors' dealings in the Company's securities. Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the six months ended 30 June 2019.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of inside information of the Company or its securities. No incidence of non-compliance of the Employees Written Guidelines by the employees was noted by the Company during the six months ended 30 June 2019.

### Changes in Information of Directors

The changes in the information of Directors since the date of the Company's 2018 annual report are set out below:

1. With effect from 1 April 2019, the remuneration of executive Director and Chief Executive Officer, Mr. Luo Jun has been adjusted to HKD2,472,000 per annum.
2. With effect from 21 May 2019, the remuneration of four independent non-executive Directors, Mr. Fok Hei Yu, Mr. Wang Wansong, Dr. Lyu Aiping and Dr. Liu Yanwen has been adjusted to HKD250,000 per annum.
3. With effect from 8 June 2019, Dr. Lyu Aiping, an independent non-executive Director, was appointed as an independent non-executive Director of Nam Tai Property Inc., a company listed on the New York Stock Exchange (NYSE Symbol: NTP).
4. With effect from 2 August 2019:
  - (i) Mr. Wang Wansong has resigned as an independent non-executive Director and ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
  - (ii) Mr. Lau Shui Fung has been appointed as an independent non-executive Director; and
  - (iii) Dr. Lyu Aiping, an independent non-executive Director, has been appointed as a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

Save as disclosed above, there is no change in the information of the Directors that is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the publication of the Company's 2018 Annual Report and up to the date of this Interim Report.

## DISCLOSURE OF ADDITIONAL INFORMATION

### **Purchase, Sale or Redemption of the Company's Listed Securities**

During the period, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

### **Compliance with the Code on Corporate Governance Practices**

The Company has considered and applied the principles set out in the "Corporate Governance Code" (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). In the opinion of the Board, the Company has complied with the code provisions set out in the CG Code during the six months ended 30 June 2019, save for the following deviations:

Pursuant to code provision A.6.7 of the CG Code, independent non-executive Directors and non-executive Director should attend general meetings in order to develop a balanced view of the shareholders. Due to the various business commitments, not all the independent non-executive Directors attended the annual general meetings of the Company held on 31 May 2019. The Company will finalise and inform the dates of the general meetings as soon as possible to make sure that all the independent non-executive Director and non-executive Director can attend the general meetings in future.

### **Significant Investments, Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures, and Future Plans for Material Investments or Capital Assets**

On 3 August 2018, Mega Deluxe Holdings Limited, a wholly-owned subsidiary of the Company and Rui Jing Investment Company Limited (a wholly-owned subsidiary of Kaisa Group Holdings Ltd., a controlling shareholder of the Company), entered into the Sale and Purchase Agreement for the proposed acquisition (the "Acquisition") of the target companies engaged in the provision of public health and medical services. For details, please refer to the announcements of the Company dated 4 May 2018, 24 May 2018, 3 August 2018, 31 August 2018, 28 September 2018, 31 October 2018 and 14 December 2018 and the circular of the Company dated 28 November 2018.

On 23 May 2019, all of the conditions precedent of the Acquisition have been fulfilled. The Acquisition was completed. For details, please refer to the announcement of the Company dated 24 May 2019.

Save as disclosed above, there were no significant investments held by the Company, nor were there any material acquisitions or disposals of subsidiaries, associates and joint ventures during the six months ended 30 June 2019. There was no plan authorised by the Board for other material investments or additional capital assets as at the date of this report.



## DISCLOSURE OF ADDITIONAL INFORMATION

### Use of Proceeds from Rights Issue

On 28 July 2017, in order to equip the Group with more financial resources, the Company proposed to implement the rights issue (the "Rights Issue") on the basis of one (1) new shares to be issued and allotted under the Rights Issue (the "Rights Share") for every three (3) shares held on the record date at the subscription price of HK\$0.40 per Rights Share. The Rights Issue has been completed on 13 November 2017 and the Group raised proceeds of approximately HK\$510.16 million before expenses and the net proceeds of the Rights Issue was HK\$507.16 million, which are intended to be applied towards (i) funding potential acquisition in an overseas dental technology company (the "Proposed Acquisition of the Target Company"); (ii) the acquisition of land to construct a manufacturing plant for the dental prosthetics business in the PRC (the "Proposed Acquisition of Land"); and (iii) general working capital requirements of the Group.

On 13 March 2018, since the parties were not able to come to an agreement on certain terms of the Proposed Acquisition of the Target Company, including but not limited to, the valuation of the target company and price adjustment mechanism, the Company announced to terminate the Proposed Acquisition of the Target Company. As disclosed in the rights issue prospectus of the Company dated 20 October 2017, in case the Proposed Acquisition of the Target Company does not proceed, the Company will first apply the proceeds to working capital for the Company's current product offerings, specifically, the 3D oral scanner and the Mega Clear Aligner (the "Existing Products"), and consider other potential acquisitions in the dental prosthetic and other dentistry areas (the "Other Potential Acquisitions"). The Company is considering the Other Potential Acquisitions and are in discussions with potential acquisition targets. For details, please refer to the announcement of the Company dated 13 March 2018.

On 4 May 2018, due to the escalation of the tense trade relationships among various countries, the Board considered to be more prudent for the Company to take a more cautious approach for the expansion of the Group's production capacity. It is currently expected that the Group shall enhance its business diversification and risk resistance capacity in order to better cope with the uncertainty of international market. Therefore, the Board decided to re-allocate the sum of approximately HK\$296 million initially allocated for the purpose of the Proposed Acquisition of Land to the possible investment opportunities within the health industry in the PRC. On 3 August 2018, the Group has entered into transaction with an associate of Kaisa Group Holdings Ltd., the controlling shareholder of the Company, for the 2018 Proposed Acquisition of the target companies engaged in the provision of public health and medical services. For details, please refer to the announcements of the Company dated 4 May 2018, 24 May 2018 and 3 August 2018.

Together with the re-allocation and change of use of the proceeds from the Rights Issue, the net proceeds from the Rights Issue will be allocated in the following manner: (i) approximately HK\$296 million would be applied to investments within the health care industry in the PRC; (ii) approximately HK\$154.16 million would be applied to the Other Potential Acquisitions in the dental prosthetic and other dentistry areas; and (iii) approximately HK\$57 million to satisfy the working capital requirements of the Existing Products.

## DISCLOSURE OF ADDITIONAL INFORMATION

### Use of Proceeds from Rights Issue (Continued)

On 24 May 2019, the Board considered that the change of use of proceeds from the Rights Issue is in line with the Group's business strategy, and it will satisfy the financial needs of the Group as well as enhance the flexibility of financial management of the Company, which is beneficial to the Group's long-term sustained development. Thus, the Board decided to re-allocate the sum of approximately HK\$154.16 million initially allocated for the purpose of Other Potential Acquisitions to the Group for (i) continuous development of dental business ("Continuous Development of Dental Business"), and (ii) seeking health industry investment opportunities and other suitable investment opportunities (including but not limited to the medical industry, health funds, stocks and bonds) ("Seeking Suitable Investment Opportunities").

As of the date of this report, approximately HK\$218.24 million has been utilized as working capital, approximately HK\$251.94 million has been applied to the Acquisition, and approximately HK\$36.98 million of the actual proceeds from the Rights Issue remained unutilized.

### Directors' Rights to Acquire Shares or Debentures

Save as disclosed in the section headed "Directors' and Executives' Interest in Shares or Short Position in Shares and Underlying Shares and Debenture" of this Interim Report, at no time during the period was the Company, its subsidiaries or any of its associated corporations (within the meaning of Part XV of the SFO) a party to any arrangement to enable the Directors or their associates (as defined in the Listing Rules) to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## DISCLOSURE OF ADDITIONAL INFORMATION

### Directors' and Executives' Interest in Shares or Short Position in Shares and Underlying Shares and Debenture

At 30 June 2019, the interests of the Directors and the chief executives in the shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or as recorded in the register maintained by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code and the SFO, were as follows:

(a) *Long position in the shares of the Company*

<b>Name</b>	<b>Capacity/ nature of interest</b>	<b>Number of shares held</b>	<b>Approximate percentage of the issued share capital of the Company</b>
Mr. Kwok Ying Shing	Interest of controlled corporation	308,000,000	6.11%
Mr. Wu Tianyu	Beneficial owner	206,910,000	4.10%
Ms. Jiang Sisi	Interest of spouse	206,910,000 (Note 1)	4.10%

Note 1: Mr. Wu Tianyu, executive Director has personal interests in 206,910,000 shares and Ms. Jiang Sisi is the spouse of Mr. Wu Tianyu and therefore was deemed to be interested in these shares.

## DISCLOSURE OF ADDITIONAL INFORMATION

**Directors' and Executives' Interest in Shares or Short Position in Shares and Underlying Shares and Debenture (Continued)**(b) *Long position in the share options of the Company*

Name	Number of share options held	Number of underlying shares of the Company	Exercisable price	Approximate percentage of the issued share capital of the Company
Mr. Wu Tianyu (note 1)	74,070,000 (note 2)	74,070,000	HK\$0.784	1.47%
	38,000,000 (note 3)	38,000,000	HK\$0.40	0.75%
	<u>112,070,000</u>	<u>112,070,000</u>		
Ms. Jiang Sisi (note 1)	74,070,000 (note 2)	74,070,000	HK\$0.784	1.47%
	38,000,000 (note 3)	38,000,000	HK\$0.40	0.75%
	<u>112,070,000</u>	<u>112,070,000</u>		

Note 1: Ms. Jiang Sisi is the Chief Operating Officer of the Group and also the director of certain subsidiaries of the Company. She is also the spouse of Mr. Wu Tianyu. As such, Ms. Jiang Sisi and Mr. Wu Tianyu were deemed or taken to be interested in the share options of each other for the purposes of the SFO. The aggregate family interest in share options is 224,140,000 as at 30 June 2019.

Note 2: These share options were granted on 24 July 2015. 25% of the granted share options would vest on 16 June 2016 and be exercisable from 16 June 2016 to 15 June 2020. Another 25% of the granted share options would vest on 16 June 2017 and be exercisable from 16 June 2017 to 15 June 2020. A further 25% of the granted share options would vest on 16 June 2018 and be exercisable from 16 June 2018 to 15 June 2020. The remaining 25% of the granted share options would vest on 16 June 2019 and be exercisable from 16 June 2019 to 15 June 2020.

Note 3: These share options were granted on 12 September 2016. 30% of the granted share options would vest on 12 September 2017 and be exercisable from 12 September 2017 to 11 September 2022. Another 25% of the granted share options would vest on 12 September 2018 and be exercisable from 12 September 2018 to 11 September 2022. A further 20% of the granted share options would vest on 12 September 2019 and be exercisable from 12 September 2019 to 11 September 2022. A further 15% of the granted share options would vest on 12 September 2020 and be exercisable from 12 September 2020 to 11 September 2022. The remaining 10% of the granted share options would vest on 12 September 2021 and be exercisable from 12 September 2021 to 11 September 2022.

## DISCLOSURE OF ADDITIONAL INFORMATION

### **Directors' and Executives' Interest in Shares or Short Position in Shares and Underlying Shares and Debenture (Continued)**

The details of share options held by the Directors, chief executives, employees and consultants of the Company are disclosed under the section headed "Share Option Scheme" of this Interim Report.

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

### **Directors' Interests in Competing Business**

The Directors are of the view that none of the Directors has competed, or is likely to compete, either directly or indirectly, with our businesses, nor have they caused any harm to any interests owned by the Company during the six months ended 30 June 2019.

### **Interest and Short Positions of Substantial Shareholders in Shares and Underlying Shares of the Company**

As at 30 June 2019, the following persons (other than the Directors and chief executives of the Company) had or were deemed or taken to have an interest and/or short position in the shares or the underlying shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under section 336 of the SFO, or who was, directly or indirectly, interested in 5% or more of the issued shares of the Company.

## DISCLOSURE OF ADDITIONAL INFORMATION

**Interest and Short Positions of Substantial Shareholders in Shares and Underlying Shares of the Company (Continued)**

Name	Capacity/ Nature of interest	Total number of shares (Note 1)	Approximate % of the issued share capital in the Company
Kaisa Group Holdings Ltd. (Note 2)	Beneficial owner	2,167,600,491 (L)	42.99%
Ying Hua Holdings Limited (Note 3)	Beneficial owner	308,000,000 (L)	6.11%
Mr. Kwok Ying Shing (Note 3)	Interest of controlled corporation	308,000,000 (L)	6.11%
Xianjian Advanced Technology Limited (Note 4)	Beneficial owner	322,000,000 (L)	6.39%
Mr. Xie Yuehui (Note 4)	Interest of controlled corporation	322,000,000 (L)	6.39%
ABG II-RYD Limited (Note 5)	Beneficial owner	270,300,000 (L)	5.36%
Ally Bridge Group Capital Partners II, L.P. (Note 5)	Interest of controlled corporation	270,300,000 (L)	5.36%
ABG Capital Partners II GP, L.P. (Note 5)	Interest of controlled corporation	270,300,000 (L)	5.36%
ABG Capital Partners II GP Limited (Note 5)	Interest of controlled corporation	270,300,000 (L)	5.36%
Mr. Yu Fan (Note 5)	Interest of controlled corporation	270,300,000 (L)	5.36%

## Notes:

- The letters "L" denote long position in the shares of the Company.
- According to the information available to the Company, Kaisa Group Holdings Ltd. is a company incorporated in Cayman Islands and is listed on the main board of the Stock Exchange (stock code: 1638).
- According to the information available to the Company, Ying Hua Holdings Limited is a company incorporated in the BVI and is wholly owned by Mr. Kwok Ying Shing who is also an executive director and a substantial shareholder of Kaisa Group Holdings Ltd. (Note 2).
- According to the information available to the Company, Xianjian Advanced Technology Limited is a company incorporated in the BVI and is wholly owned by Mr. Xie Yuehui.
- According to the information available to the Company, ABG II-RYD Limited is wholly owned by Ally Bridge Group Capital Partners II, L.P.. Ally Bridge Group Capital Partners II, L.P.'s general partner is ABG Capital Partners II GP, L.P. and Ally Bridge Group Capital Partners II, L.P. is also 0.54% owned by ABG Capital Partners II GP, L.P.. ABG Capital Partners II GP, L.P. is 50% owned by Mr. Yu Fan and 50% owned by ABG Capital Partners II GP Limited which is wholly owned by Mr. Yu Fan.

## DISCLOSURE OF ADDITIONAL INFORMATION

### **Interest and Short Positions of Substantial Shareholders in Shares and Underlying Shares of the Company (Continued)**

Save as disclosed above, as at 30 June 2019, the Directors and chief executive of the Company were not aware of any person (other than a Director or chief executive of the Company) who had any other interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO.

### **Share Option Scheme**

The share option scheme adopted by the Company in 2003 (the “2003 Scheme”) had already expired on 31 January 2013. There was no share options outstanding under the 2003 Scheme.

A new share option scheme (the “Scheme”) was approved by an ordinary resolution passed by shareholders of the Company on 8 June 2015. The purpose of the Scheme is to recognise the contribution of the Directors, employees and consultants of the Group by granting share options to them as incentives or rewards. The major terms of the Scheme are summarised as follows:

1. Eligible participants of the Scheme include any full-time or part-time employees, potential employees, executives or officers (including executive, non-executive and independent non-executive Directors) of the Company or any of its subsidiaries and any suppliers, customers, consultants, agents and advisers who, in the sole opinion of the Board, will contribute or has contributed to the Company and/or any of its subsidiaries.
2. the maximum number of Shares in respect of which options under this Scheme or options under the other schemes may be granted must not in aggregate exceed 10% of the issued share capital of the Company at the date of approval of the Scheme i.e. 382,620,703 Shares, representing 10% of the total issued share capital of the Company as at the date of adoption of the Scheme, and such limit may be increased from time to time to 10% of the shares in issue as at the date of such shareholders approval.

The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

3. The total number of Shares to be issued upon exercise of the options granted and to be granted to each eligible person (including both exercised and outstanding options) in any 12-month period up to and including the date of grant is limited to 1% of the Shares in issue. Any further grant of options in excess of this limit is subject to separate shareholders’ approval in a general meeting of the Company.

## DISCLOSURE OF ADDITIONAL INFORMATION

### Share Option Scheme (Continued)

4. Any grant of share options to any connected person, such grant shall be subject to the approval by all the independent non-executive Directors of the Company (and in the event that the Board offers to grant Options to an independent non-executive Director of the Company, the vote of such independent non-executive Director shall not be counted for the purposes of approving such grant).
5. Any grant of share options to a substantial shareholder or an independent non-executive Director of the Company, or any of their associates, which would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person within the 12-month period up to the date of grant of options representing in aggregate in excess of 0.1% of the Shares in issue and having an aggregate value (based on closing price of the Company's Shares at the date of the grant) in excess of HK\$5 million, is subject to prior approval by shareholders in a general meeting.
6. The offer for the grant of options (the "Offer") must be taken up within 14 days from the date of Offer, with a payment of HK\$1.00 as consideration by the grantee.
7. The exercise price of the share option will be determined at the highest of (i) the average closing prices of Shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the Offer; (ii) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the date of the Offer; and (iii) the nominal value of the Shares.
8. The period within which the Shares must be taken up under the option, which must not be more than 10 years from the date of grant of the option.
9. The Scheme will, unless otherwise cancelled or amended, remain in force for 10 years commencing on the date of approval of the Scheme and ending on 7 June 2025 (both dates inclusive).



## DISCLOSURE OF ADDITIONAL INFORMATION

## Share Option Scheme (Continued)

Movement of share options for the six months ended 30 June 2019 is as follows:–

Name	Balance as at 1 January 2019	Granted during the period	Exercised during the period	Forfeited during the period	Balance as at 30 June 2019	Exercisable price	Approximate percentage of the issued share capital of the Company
Mr. Wu Tianyu (note 1)	74,070,000 (note 3)	–	–	–	74,070,000	HK\$0.784	1.47%
	38,000,000 (note 4)	–	–	–	38,000,000	HK\$0.40	0.75%
	<u>112,070,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>112,070,000</u>		
Ms. Jiang Sisi (note 1)	74,070,000 (note 3)	–	–	–	74,070,000	HK\$0.784	1.47%
	38,000,000 (note 4)	–	–	–	38,000,000	HK\$0.40	0.75%
	<u>112,070,000</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>112,070,000</u>		
Employees and consultants	7,800,000 (note 2)	–	–	–	7,800,000	HK\$0.784	0.15%
	31,500,000 (note 4 & 5)	–	–	(500,000)	31,000,000	HK\$0.40	0.61%
	<u>39,300,000</u>	<u>–</u>	<u>–</u>	<u>(500,000)</u>	<u>38,800,000</u>		
	<u>263,440,000</u>	<u>–</u>	<u>–</u>	<u>(500,000)</u>	<u>262,940,000</u>		

## DISCLOSURE OF ADDITIONAL INFORMATION

### Share Option Scheme (Continued)

Note 1: Ms. Jiang Sisi is the Chief Operating Officer of the Group and also the director of certain subsidiaries of the Company. She is also the spouse of Mr. Wu Tianyu. As such, Ms. Jiang Sisi and Mr. Wu Tianyu were deemed or taken to be interested in the share options of each other for the purposes of the SFO. The aggregate family interest in share options is 224,140,000 as at 30 June 2019.

Note 2: These share options were granted on 16 June 2015. 25% of the granted share options would vest on 16 June 2016 and be exercisable from 16 June 2016 to 15 June 2020. Another 25% of the granted share options would vest on 16 June 2017 and be exercisable from 16 June 2017 to 15 June 2020. A further 25% of the granted share options would vest on 16 June 2018 and be exercisable from 16 June 2018 to 15 June 2020. The remaining 25% of the granted share options would vest on 16 June 2019 and be exercisable from 16 June 2019 to 15 June 2020.

Note 3: These share options were granted on 24 July 2015. 25% of the granted share options would vest on 16 June 2016 and be exercisable from 16 June 2016 to 15 June 2020. Another 25% of the granted share options would vest on 16 June 2017 and be exercisable from 16 June 2017 to 15 June 2020. A further 25% of the granted share options would vest on 16 June 2018 and be exercisable from 16 June 2018 to 15 June 2020. The remaining 25% of the granted share options would vest on 16 June 2019 and be exercisable from 16 June 2019 to 15 June 2020.

Note 4: These share options were granted on 12 September 2016. 30% of the granted share options would vest on 12 September 2017 and be exercisable from 12 September 2017 to 11 September 2022. Another 25% of the granted share options would vest on 12 September 2018 and be exercisable from 12 September 2018 to 11 September 2022. A further 20% of the granted share options would vest on 12 September 2019 and be exercisable from 12 September 2019 to 11 September 2022. A further 15% of the granted share options would vest on 12 September 2020 and be exercisable from 12 September 2020 to 11 September 2022. The remaining 10% of the granted share options would vest on 12 September 2021 and be exercisable from 12 September 2021 to 11 September 2022.

Note 5: Included in the balance represents 8,000,000 share options granted to Ms. Wu Ansheng who is the General Manager and Sales Director of a subsidiary of the Group and a sister of Mr. Wu Tianyu.

### Connected Transactions

The Group had entered into the following transaction with a connected party, as defined under the Listing Rules, during the six months ended 30 June 2019 and up to the date of this report:

- (i) During the six months ended 30 June 2019, the Group had rented a property from Kaisa Group Holdings Ltd., amounted to HK\$273,000. Kaisa Group Holdings Ltd., is a substantial shareholder of the Company and therefore is a connected person of the Company under Chapter 14A of the Listing Rules and the lease constituted an exempted connected transaction of the Company under Chapter 14A of the Listing Rules.

## DISCLOSURE OF ADDITIONAL INFORMATION

### **Audit Committee**

The Audit Committee of the Board was established with written terms of reference in accordance with Appendix 14 to the Listing Rules. As at the date of this Interim Report, the Audit Committee comprises of three independent non-executive Directors, namely Dr. Liu Yanwen (chairman), Mr. Fok Hei Yu and Dr. Lyu Aiping. Mr. Wang Wansong was resigned on 2 August 2019 and Dr. Lyu Aiping has been appointed as a member of the Audit Committee on 2 August 2019.

The Audit Committee met with the management on 23 August 2019 to review the accounting standards and practices adopted by the Group and to discuss matters regarding internal control and financial reporting including the review of the Group's interim results for the Period, before proposing them to the Board for approval. The Audit Committee has reviewed the unaudited interim results announcement and this Interim Report of the Company for the Period.

### **Sufficiency of Public Float**

Based on the information that is publicly available and within the knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25 per cent of the Company's issued shares during the Period and as at the date of this Interim Report.



Kaisa Health Group Holdings Limited  
佳兆業健康集團控股有限公司