

SoftMedx Healthcare Limited

京玖醫療健康有限公司

 $(Incorporated\ in\ Hong\ Kong\ with\ limited\ liability)$

(Stock Code: 648)

INTERIM REPORT 2023

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

CHEUNG Wai Kwan WANG Jianguo

Independent Non-executive Directors

HU Xuezhen LIN Pinzhuo YIU Chun Wing

AUDIT COMMITTEE

YIU Chun Wing *(Chairperson)* HU Xuezhen LIN Pinzhuo

NOMINATION COMMITTEE

LIN Pinzhuo *(Chairperson)* HU Xuezhen YIU Chun Wing

REMUNERATION COMMITTEE

HU Xuezhen *(Chairperson)* LIN Pinzhuo YIU Chun Wing

RISK MANAGEMENT COMMITTEE

YIU Chun Wing *(Chairperson)* LIN Pinzhuo WANG Jianguo

COMPANY SECRETARY

LAM Sung Him, Gaston

STOCK CODE

648

REGISTERED OFFICE

Level 38, Infinitus Plaza 199 Des Voeux Road Central Hong Kong

SHARE REGISTRAR

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

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited The Hong Kong and Shanghai Bank Corporation Limited

AUDITORS

CL Partners CPA Limited Certified Public Accountants

WEBSITE ADDRESS

www.648.com.hk

MANAGEMENT DISCUSSION AND ANALYSIS

REVIEW OF FINANCIAL RESULTS

SoftMedx Healthcare Limited (the "Company", together with its subsidiaries, the "Group") is principally engaged in medical and well-being business. The Group recorded revenue of HK\$20.6 million for the six months ended 30 June 2023 (2022: HK\$13.6 million) with gross profit of HK\$11.4 million (2022: HK\$5.9 million) and gross profit margin of 55.3% (2022: 43.0%). The consolidated loss and consolidated loss attributable to the owners of the Company amounted to HK\$3.4 million (2022: HK\$2.4 million) and HK\$3.9 million (2022: HK\$2.4 million) respectively.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30 June 2023, the Group's total assets and net liabilities amounted to HK\$41.5 million (31 December 2022: HK\$24.6 million) and HK\$347.4 million (31 December 2022: HK\$344.0 million) respectively. Its cash and bank balances amounted to HK\$5.7 million (31 December 2022: HK\$3.1 million) and liquidity ratio (calculated based on the Group's total assets to total liabilities) was 0.11 (31 December 2022: 0.07). The Group's total borrowings amounted to HK\$288.2 million (31 December 2022: HK\$275.6 million), including borrowings of HK\$228.8 million (31 December 2022: HK\$217.7 million) and bonds payable of HK\$59.4 million (31 December 2022: HK\$57.9 million). For the six months ended 30 June 2023, the Group's net cash outflow from operating activities amounted to HK\$9.0 million (2022: HK\$5.1 million), net cash outflow from investing activities amounted to HK\$0.1 million (2022: inflow of HK\$0.2 million) and net cash inflow from financing activities amounted to HK\$11.7 million (2022: outflow of HK\$2.6 million).

CORPORATE DEVELOPMENT AND FUTURE PROSPECTS

Since 27 November 2017, trading in the shares of the Company has been suspended under the direction of the Securities and Futures Commission ("SFC"). Trading in the shares of the Company remains suspended pending fulfilment of the resumption conditions imposed by The Stock Exchange of Hong Kong Limited ("Stock Exchange"). The Company has been taking active steps to address the concerns of the SFC and the Stock Exchange. Despite the Company's very limited resources resulted from the long suspension of trading and heavy indebtedness as well as the disruptive impact of the COVID-19 pandemic on the Group's business activities, the Company has been continuously exploring business opportunities to enhance long term shareholders' value. The Company, as a natural extension of its medical and well-being business segment and leveraging on its resources and business connections, has commenced the business of distribution of medical equipment and products in 2021. Notwithstanding the challenges arising from the Sino-United States trade conflict, the war in Ukraine, the disruptive changes in the business environment and disruption of supply chains in the midst of the COVID-19 pandemic as well as the worldwide interest and inflation hikes, the business progressed well in 2022 and 2023. With the opening up of the global, Hong Kong and China economy, the Group is confident that the business will thrive in 2023 and beyond. Looking ahead, the challenges arising from the above adverse factors will continue to take a hit on the global economy and may inevitably affect the Group's business operations. But the Company is confident that it will be able to survive all these challenges with the support of its stakeholders and its businesses will improve steadily with good prospects. While adopting the newly established policies in ensuring disciplined execution of prudent financial, liquidity and cash flow management, the Company will continue to seek new business opportunities with a view to achieving earning growth and enhancing the long term value of all of its stakeholders.

FUND RAISING ACTIVITIES

The Group did not conduct any equity fund raising activities during the six months ended 30 June 2023.

SIGNIFICANT INVESTMENT AND MATERIAL ACQUISITION AND DISPOSAL

There was no significant investment and material acquisition and disposal during the six months ended 30 June 2023.

CHARGE ON ASSETS OF THE GROUP

No material asset of the Group had been pledged as at 30 June 2023.

CAPITAL COMMITMENT

There was no significant capital commitment of the Group outstanding as at 30 June 2023.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The Group's cash flow from operations is mainly denominated in Hong Kong dollars. Its assets are mostly denominated in Hong Kong dollars, and liabilities are mainly denominated in Japanese Yen and Hong Kong dollars. The Group currently does not have a foreign currency hedging policy but will monitor the foreign exchange exposure closely and consider hedging if there is significant foreign currency exposure.

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2023, the total number of employees of the Group was 19. The Group remunerates its employees based on their performance, working experience and the prevailing market rate. Other employee benefits include retirement benefits, insurance and medical coverage, training programs and share option scheme.

EVENTS AFTER THE REPORTING PERIOD

Details are disclosed in note 14 to the condensed consolidated financial statements.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2023, none of the Directors or chief executive of the Company has any interest and short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) that 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 were taken or deemed to have taken under such provisions of the SFO), or were recorded pursuant to Section 352 of the SFO, or were otherwise notified to the Company and the Stock Exchange pursuant to The Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2023, so far as being known to the Directors, no person had interests or short position in the shares or underlying shares of the Company which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO or which would be required to be recorded in the register required to be kept under Section 336 of the SFO or who is interested in 5% or more of any class of share capital carrying rights to vote at general meetings of the Company.

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

During the six months ended 30 June 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any share of the Company.

SHARE OPTION SCHEME

The Company's share option scheme was adopted pursuant to a resolution passed on 12 June 2014. The share option scheme has a term of 10 years and is for the purpose of providing incentives to eligible participants for their contribution to the growth of the Group. Under the share option scheme, the Board may grant options to eligible participants to subscribe for shares in the Company. The exercise price is determined by the Board and will not be less than the higher of (i) the closing price of the shares on the grant date; (ii) the average closing price of the shares for the five business days immediately preceding the grant date. The total number of shares issued and to be issued upon exercise of the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares in issue. Any further grant of share option in excess of such limit must be separately approved by the shareholders of the Company in a general meeting. No share option was granted during the six months ended 30 June 2023 and the Company had no share option outstanding as at 30 June 2023.

SHARE AWARD SCHEME

The Company adopted the share award scheme on 19 June 2015. The scheme has a term of 10 years and is for recognising contribution of the eligible participants and attracting and retaining them for the continual development of the Group. The share award may be satisfied by (a) issuance of new shares, in which case the issue price of the award shares is determined by the Board at its absolute discretion at the time of grant and shall at least be the higher of (i) the closing price of the shares on the grant date; or (ii) the average closing price of the shares for the five trading days immediately preceding the grant date; and (b) acquiring existing shares from the market, in which case the purchase price will be based on the market value of the shares on the date of acquisition. The Board may at its absolute discretion select and grant share award to an eligible participant and determine the terms, composition and conditions of the award. The scheme has neither specified the maximum number of securities of the Company that it may hold, the minimum vesting period nor maximum entitlement of each eligible participant. No amount is payable by the eligible participant upon acceptance of the award. The Company did not grant any share award to any person during the six months ended 30 June 2023 and there was no share held under the scheme as at 30 June 2023.

OTHER INFORMATION

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. Each of the Directors have confirmed that he/she had complied with the required standards during the six months ended 30 June 2023.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving and maintaining a high standard of corporate governance. The Company has complied with the provisions of the Corporate Governance Code in Appendix 14 to the Listing Rules during the six months ended 30 June 2023 except that the office of its chief executive officer is vacated. The Board will continue to review the current structure of the Board from time to time and should a candidate with suitable knowledge, skills and experience be identified, the Company will make appointment to fill the post as appropriate.

AUDIT COMMITTEE

The principal responsibilities of the audit committee of the Company include: making recommendations to the Board in relation to the appointment, re-appointment and removal of the external auditors; review and monitoring of the external auditors' independence and objectivity; development and implementation of policy on the engagement of the external auditors to supply non-audit services; monitoring integrity of the interim and annual financial statements as well as interim and annual reports and accounts; review of significant financial reporting judgments; ensuring that management has discharged its duty to have an effective internal control system. The audit committee has reviewed the unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2023 and was of the opinion that its preparation is complied with the applicable accounting standards, the Listing Rules and that adequate disclosure has been made.

By order of the Board **SoftMedx Healthcare Limited**Cheung Wai Kwan *Executive Director*

Hong Kong, 31 August 2023

Interim Report 2023

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

		For the six months	ended 30 June
	Notes	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Revenue Cost of goods sold	2	20,599 (9,206)	13,615 (7,756)
Gross profit Other income, gains and losses Administrative expenses Written off of plant and equipment Gain arising from change in fair value of financial assets at fair value through profit or loss ("FVTPL") Finance costs	4	11,393 6,128 (13,853) - (131) (6,195)	5,859 11,430 (11,941) (345) – (7,439)
Loss before taxation Income tax expense	7	(2,658) (743)	(2,436)
Loss and total comprehensive loss for the period	6	(3,401)	(2,446)
Loss and total comprehensive loss attributable to: Owners of the Company Non-controlling interests		(3,874) 473 (3,401)	(2,446) - (2,446)
Loss per share attributable to owners of the Company – Basic and diluted (HK cents)	9	1.2	0.8

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Non-current assets		Notes	30 June 2023 <i>HK\$'000</i> (Unaudited)	31 December 2022 <i>HK\$'000</i> <i>(Audited)</i>
Property, plant and equipment 323 463 Right-of-use assets 652 858 Financial asset at FVTPL 4,404 4,714 Current assets 5,379 6,527 Inventories 2,268 1,970 Trade receivables 10 10,237 1,037 Other receivables, prepayments and deposits 10 10,237 1,037 Financial assets at FVTPL 483 22 Bank balances and cash 5,670 3,096 Invent liabilities 96,841 89,632 Current liabilities 96,841 89,632 Tax payable 96,841 89,632 Borrowings 11 225,181 215,555 Bonds payable 12 99,397 57,891 Lease liabilities 385,239 366,407 Net current liabilities 349,093 347,802 Total assets less current liabilities 349,093 347,802 Porrowings 11 3,642 2,188 Net liabilities 343,505	ASSETS AND LIABILITIES			
Right-of-use assets 652 858 Financial asset at FVTPL 4,404 4,714 Lower assets 5,379 6,035 Current assets 2,268 1,970 Inventories 10 10,237 1,037 Charde receivables, prepayments and deposits 11,488 12,480 Financial assets at FVTPL 483 22 Bank balances and cash 5,670 3,096 Current liabilities 96,841 89,632 Current payables 96,841 89,632 Tax payable 3,150 2,440 Borrowings 11 225,181 215,555 Bonds payable 12 9,397 57,891 Lease liabilities 385,239 366,407 889 Net current liabilities 385,239 366,407 Non-current liabilities 3349,093 347,802 Final payable 3,642 2,188 Borrowing 11 3,642 2,188 Borrowings 11 3,642 2,188 <	Non-current assets			
Financial asset at FVTPL 4,404 4,714 Current assets Current for a cevisables 2,268 1,970 Trade receivables 10 10,237 1,037 Tother receivables, prepayments and deposits 17,488 12,480 Financial assets at FVTPL 483 2 Bank balances and cash 5,670 3,096 Bank balances and cash 96,841 89,632 Current liabilities 3,150 2,440 Other payables 96,841 89,632 Tax payable 3,150 2,440 Borrowings 11 225,181 215,555 Bonds payable 12 59,37 75,891 Bease liabilities 670 889 Reseablities 434,903 364,700 Net current liabilities 4349,033 347,800 Non-current liabilities 4349,033 347,800 Sorrowings 11 3,642 2,188 Non-current liabilities 434,735 343,955 Potal lassets less current liabilities				
Current assets 5,379 6,035 Inventories 2,268 1,970 Trade receivables 10 10,237 1,037 Other receivables, prepayments and deposits 17,488 12,480 Financial assets at FVTPL 483 22 Bank balances and cash 5,670 3,096 Bank balances and cash 96,841 89,632 Current liabilities 96,841 89,632 Tax payable 96,841 89,632 Borrowings 11 25,181 215,555 Bonds payable 12 59,397 57,891 Beare liabilities 670 88 Ret current liabilities (349,093) 347,802 Net current liabilities (349,093) 347,802 Total assets less current liabilities (349,093) 347,802 Borrowings 11 3,642 2,188 Borrowings 11 3,642 2,188 Net liabilities (347,355) (343,056) 3,43,056 Reserves (3370				
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Inventories 2,268 1,970 Trade receivables 10 10,237 1,037 Other receivables, prepayments and deposits 17,488 12,480 Financial assets at FVTPL 483 22 Bank balances and cash 5,670 3,096 Current liabilities 36,146 18,605 Current payables 96,841 89,632 Tax payable 3,150 2,440 Borrowings 11 225,181 215,555 Bonds payable 12 59,397 57,891 Lease liabilities 670 889 Net current liabilities (349,093) 366,407 Net current liabilities (349,093) 341,760 Non-current liabilities 3,642 2,188 Net liabilities 347,356) 343,955 CAPITAL AND RESERVES 13 3,030,660 3,030,660 Reserves (3,370,906) 3,367,032 Deficit attributable to the owners of the Company (340,246) (336,372) Deficit attributable to the owners of			5,379	6,035
Trade receivables 10 10,237 1,037 Other receivables, prepayments and deposits 17,488 12,480 Financial assets at FVTPL 483 22 Bank balances and cash 5,670 3,096 Bank balances and cash 36,146 18,605 Current liabilities Cher payables 96,841 89,632 Tax payable 3,150 2,440 Borrowings 11 225,181 215,555 Bonds payable 12 59,397 57,891 Lease liabilities 670 88 Lease liabilities 385,239 366,407 Net current liabilities 349,093 (347,802) Non-current liabilities 3,642 2,188 Sorrowings 11 3,642 2,188 Net liabilities 3,642 2,188 Net liabilities 3,030,660 3,303,660 CAPITAL AND RESERVES 3,303,066 3,303,660 Share capital 13 3,02,266 3,367,032	Current assets			
Other receivables, prepayments and deposits 17,488 12,480 Financial assets at FVTPL 483 22 Bank balances and cash 5,670 3,096 Current liabilities Other payables 96,841 89,632 Tax payable 3,150 2,440 Borrowings 11 225,181 215,581 Bornowings 12 99,397 57,891 Lease liabilities 670 889 Net current liabilities (349,093) (347,802) Total assets less current liabilities (349,093) (347,802) Non-current liabilities (349,093) (347,802) Non-current liabilities (349,093) (347,802) Non-current liabilities (349,093) (347,802) Non-current liabilities (349,093) (341,767) Non-current liabilities (349,093) (341,767) Non-current liabilities (349,093) (343,955) Non-current liabilities (349,093) (343,093) Non-current liabilities (349,093)			2,268	1,970
Financial assets at FVTPL 483 22 Bank balances and cash 5,670 3,096 Current liabilities 36,146 18,605 Other payables 96,841 89,632 Tax payable 3,150 2,440 Borrowings 11 225,181 215,555 Bonds payable 12 59,397 57,891 Lease liabilities 670 889 Net current liabilities 385,239 366,407 Non-current liabilities 343,049 (347,802) Fornowings 11 3,642 2,188 Borrowings 11 3,642 2,188 Non-current liabilities 3,432,202 2,188 Non-current liabilities 3,642 2,188 Regression of the liabilities 3,303,660 3,303,660 Application of the company 3,379,906 3,379,906 3,367,032 Point attributable to the owners of the Company 3,40,246 3,532 3,642 3,642 3,642 3,642 3,642 3,642 3,642 </td <td></td> <td>10</td> <td></td> <td></td>		10		
Bank balances and cash 5,670 3,096 Current liabilities 36,146 18,605 Current payables 96,841 89,632 Tax payable 3,150 2,440 Borrowings 11 225,181 215,555 Bonds payable 12 59,397 57,891 Lease liabilities 670 889 Lease liabilities 385,239 366,407 Net current liabilities 3,49,093 (347,802) Total assets less current liabilities 3,642 2,188 Borrowings 11 3,642 2,188 Non-current liabilities 3,642 2,188 Nor-current liabilities 3,642 2,188 Nor current liabilities 3,030,660 3,300,660 Saperint liabilities 3,030,660 3,300,660 <td></td> <td></td> <td></td> <td>•</td>				•
Current liabilities 36,146 18,605 Other payables 96,841 89,632 Tax payable 3,150 2,440 Borrowings 11 225,181 215,555 Bonds payable 12 59,397 57,891 Lease liabilities 670 889 Net current liabilities (349,093) (347,802) Total assets less current liabilities (343,714) (341,767) Non-current liabilities 3,642 2,188 Borrowings 11 3,642 2,188 Net liabilities (347,356) (343,955) Point a tributable to the owners of the Company (340,246) (336,7032) Non-controlling interests (7,110) (7,583)				
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Other payables 96,841 89,632 Tax payable 3,150 2,440 Borrowings 11 225,181 215,555 Bonds payable 12 59,397 57,891 Lease liabilities 670 889 Net current liabilities (349,093) (347,802) Total assets less current liabilities (343,714) (341,767) Non-current liabilities 3,642 2,188 Borrowings 11 3,642 2,188 Net liabilities 3,3642 2,188 Net liabilities 3,300,660 3,030,660 CAPITAL AND RESERVES 3,370,906 3,030,660 Share capital 13 3,030,660 3,030,600 Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)			36,146	18,605
Tax payable 3,150 2,440 Borrowings 11 225,181 215,555 Bonds payable 12 59,397 57,891 Lease liabilities 670 889 Net current liabilities (349,093) (347,802) Notal assets less current liabilities (343,714) (341,767) Non-current liabilities 3,642 2,188 Borrowings 11 3,642 2,188 Net liabilities (347,356) (343,955) CAPITAL AND RESERVES 3,030,660 3,030,660 Share capital 13 3,030,660 3,030,660 Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)				
Borrowings 11 225,181 215,555 Bonds payable 12 59,397 57,891 Lease liabilities 670 889 Net current liabilities (349,093) (347,802) Total assets less current liabilities (343,714) (341,767) Non-current liabilities 11 3,642 2,188 Porrowings 11 3,642 2,188 Net liabilities (347,356) (343,955) CAPITAL AND RESERVES 3,030,660 3,030,660 Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)	· ·		96,841	89,632
Bonds payable 12 59,397 57,891 Lease liabilities 670 889 Net current liabilities (349,093) (347,802) Total assets less current liabilities (343,714) (341,767) Non-current liabilities 3,642 2,188 Borrowings 11 3,642 2,188 Net liabilities (347,356) (343,955) CAPITAL AND RESERVES 3,030,660 3,030,660 Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)				
Lease liabilities 670 889 Net current liabilities (349,093) (347,802) Total assets less current liabilities (343,714) (341,767) Non-current liabilities 889 <td>-</td> <td></td> <td></td> <td></td>	-			
Net current liabilities 385,239 366,407 Net current liabilities (349,093) (347,802) Total assets less current liabilities (343,714) (341,767) Non-current liabilities 3,642 2,188 Borrowings 11 3,642 2,188 Net liabilities (347,356) (343,955) CAPITAL AND RESERVES 3,030,660 3,030,660 Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)	·	12		
Net current liabilities (349,093) (347,802) Total assets less current liabilities (343,714) (341,767) Non-current liabilities 3,642 2,188 Borrowings 11 3,642 2,188 Net liabilities (347,356) (343,955) CAPITAL AND RESERVES 3,030,660 3,030,660 Reserves (3,370,906) (3,370,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)	Lease liabilities		670	889
Non-current liabilities (343,714) (341,767) Non-current liabilities 3,642 2,188 Borrowings 11 3,642 2,188 Net liabilities (347,356) (343,955) CAPITAL AND RESERVES 3,030,660 3,030,660 Share capital 13 3,030,660 3,030,660 Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)			385,239	366,407
Non-current liabilities Borrowings 11 3,642 2,188 Net liabilities (347,356) (343,955) CAPITAL AND RESERVES 3,030,660 3,030,660 Share capital 13 3,030,660 3,030,660 Reserves (3,370,906) (3,370,902) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)	Net current liabilities		(349,093)	(347,802)
Borrowings 11 3,642 2,188 Net liabilities (347,356) (343,955) CAPITAL AND RESERVES 3,030,660 3,030,660 Share capital 13 3,030,660 3,030,660 Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)	Total assets less current liabilities		(343,714)	(341,767)
Net liabilities 3,642 2,188 CAPITAL AND RESERVES 3,030,660 3,030,600 3,030,600 <	Non-current liabilities			
Net liabilities (347,356) (343,955) CAPITAL AND RESERVES 3,030,660 3,030,660 Share capital 13 3,030,660 3,030,660 Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)	Borrowings	11	3,642	2,188
CAPITAL AND RESERVES Share capital 13 3,030,660 3,030,660 Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)			3,642	2,188
Share capital 13 3,030,660 3,030,660 Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)	Net liabilities		(347,356)	(343,955)
Reserves (3,370,906) (3,367,032) Deficit attributable to the owners of the Company (340,246) (336,372) Non-controlling interests (7,110) (7,583)	CAPITAL AND RESERVES			
Deficit attributable to the owners of the Company Non-controlling interests (340,246) (336,372) (7,583)	Share capital	13	3,030,660	3,030,660
Non-controlling interests (7,110) (7,583)	Reserves		(3,370,906)	(3,367,032)
Non-controlling interests (7,110) (7,583)	Deficit attributable to the owners of the Company		(340,246)	(336,372)
Total deficit (347,356) (343,955)	· ·			
	Total deficit		(347,356)	(343,955)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

		Attributable to owners of the Company					
	Share capital <i>HK\$'000</i>	Other Reserve* <i>HK\$'000</i>	Shares held for share award scheme* HK\$'000	Accumulated losses* HK\$'000	Subtotal <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total <i>HK\$'000</i>
Balance as at 1 January 2023 (Audited)	3,030,660	_	_	(3,367,032)	(336,372)	(7,583)	(343,955)
(Loss)/profit for the year		_	_	(3,874)	(3,874)	473	(3,401)
Total comprehensive (expense)/income for the year		_	_	(3,874)	(3,874)	473	(3,401)
Balance as at 30 June 2023 (Unaudited)	3,030,660	-		(3,370,906)	(340,246)	(7,110)	(347,356)
	Share capital <i>HK\$</i> '000	Other Reserve* HK\$'000	Shares held for share award scheme HK\$'000	Accumulated losses* HK\$'000	Subtotal HK\$'000	Non- controlling interests <i>HK\$</i> '000	Total <i>HK\$'000</i>
Balance as at 1 January 2022 (Audited)	3,030,660	387	(8,538)	(3,339,859)	(317,350)	(7,583)	(324,933)
Loss for the period				(2,446)	(2,446)		(2,446)
Total comprehensive expense for the year			-	(2,446)	(2,446)		(2,446)
Disposal of shares held under share award scheme		(387)	8,538	(7,947)	204		204
Balance as at 30 June 2022 (Unaudited)	3,030,660	-	_	(3,350,252)	(319,592)	(7,583)	(327,175)

^{*} The total of these accounts as at the reporting dates represents "Reserves" in the consolidated statement of financial position.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Six months end	ed 30 June
	2023 <i>HK\$'000</i>	2022 HK\$'000
	(Unaudited)	(Unaudited)
Net cash used in operating activities	(8,971)	(5,109)
Net cash (used in)/generated from investing activities	(129)	205
Net cash generated from financing activities	11,674	2,779
Net increase/(decrease) in cash and cash equivalents	2,574	(2,125)
Cash and cash equivalents at the beginning of the period	3,096	3,671
Cash and cash equivalents at the end of the period	5,670	1,546

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

1. BASIS OF PREPARATION

The unaudited condensed consolidated interim results have been prepared under the historical cost basis, except for certain financial instruments that are measured at fair values. The unaudited condensed consolidated interim results have been prepared in accordance with the applicable disclosures requirements of the Listing Rules and Hong Kong Accounting Standard ("HKAS") 34 Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The unaudited condensed consolidated interim results have been prepared in accordance with the same accounting policies adopted in the annual consolidated financial statements for the year ended 31 December 2022, except for the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant to its operations and effective for the accounting period beginning on 1 January 2023:

Amendments to HKFRS 3

Reference to the Conceptual Framework

Amendments to HKAS 16

Property, Plant and Equipment – Proceeds before Intended Use

Amendments to HKAS 37

Onerous Contracts – Cost of Fulfilling a Contract

Amendments to HKFRSs

Annual Improvements to HKFRSs 2018–2020

The adoption of the new and revised HKFRSs in the current period does not have material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated interim results. The financial information relating to the financial year ended 31 December 2022 that is included in this interim results as being previously reported information or as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. The Company's auditor has reported on the consolidated financial statements for the year ended 31 December 2022. The auditor's report contained a qualified opinion relating to the comparability of the figures for the year ended 31 December 2022 with the corresponding figures for the year ended 31 December 2021 and made reference to the net liabilities position of the Group as at 31 December 2022.

Suspension of trading in shares of the Company

Reference is made to the Company's announcement dated 27 November 2017 and made at the request of the SFC under section 8(1) of the Securities and Futures (Stock Market Listing) Rules (Cap. 571V) to suspend trading in shares of the Company on the Stock Exchange with effect from 27 November 2017.

Going concern

The Group incurred a loss of HK\$3.4 million for the six months ended 30 June 2023 and recorded net current liabilities of HK\$349.1 million and net liabilities of HK\$347.4 million as at 30 June 2023. In assessing the appropriateness of the use of the going concern in the preparation of these consolidated financial statements, the Board has given careful consideration to the Group's future liquidity and performance, debt restructuring and available sources of financing, including but not limited to the following:

- (a) The Company is exploring a scheme. The Directors assess that it is probable that the Company would obtain the necessary approvals, considering the Group's financial position published on its most recent consolidated financial statements.
- (b) In 2022, the Group had in place a loan facility of HK\$8 million to finance its operating costs and a loan facility of HK\$12 million to finance its business operation from a financier; and
- (c) The Group has been continuing to develop its medical and well-being business to improve its cashflow from operations.

The Directors are of the opinion that the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the date of approval for issue of these consolidated financial statements. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis. However, a material uncertainty relating to the above conditions exists and may cast significant doubt about the Group's ability to continue as a going concern.

2. **REVENUE**

HK\$'000	For the six months ended 30 2022		
Revenue from contracts with customers			
Medical and well-being business:			
Distribution of medical equipment and products	20,599	13,615	
Geographical market			
Hong Kong	20,599	14,315	
Timing of revenue recognition			
A point in time	20,599	14,315	

3. **SEGMENT INFORMATION**

The Group's reportable and operating segment under HKFRS 8 is based on the information reported to the executive directors of the Company, being the chief operating decision maker, for resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. During the period, the Group has one (2022: one) reportable segment i.e. medical and well-being business for the distribution of medical equipment and products. Segment assets exclude unallocated head office and corporate assets that are managed on a group basis. Segment liabilities exclude other borrowings, bonds payable, unallocated head office and corporate liabilities that are managed on a group basis.

Segment revenue and results

For	tho	civ	months	andad	30	luna	2023	
FOI	me	SIX	monus	enaea	30	June	ZUZ3	

HK\$'000	Medical and well-being business	Total
Segment revenue	20,599	20,599
Segment results	7,995	7,995
Unallocated corporate expenses Unallocated finance costs	_	(4,829) (5,824)
Loss before taxation Taxation	(743)	(2,658) (743)
Loss for the period	_	(3,401)
For the six months ended 30 June 2022	Madical and well being business	T-+-1
HK\$'000	Medical and well-being business	Total
Segment revenue	13,615	13,615
Segment results	2,341	2,341
Unallocated corporate expenses Unallocated finance costs		2,339 (7,116)
Loss before taxation Taxation	(10)	(2,436) (10)
Loss for the period		(2,446)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

Segment assets and liabilities

٩s	at	30	June	2023

HK\$'000	Medical and well-being business	Total
Segment assets Unallocated assets	39,193	39,193 2,331
Total assets		41,524
Segment liabilities Unallocated liabilities	(30,740)	(30,740) (358,140)
Total liabilities	_	(388,880)
As at 31 December 2022 HK\$'000	Medical and well-being business	Total
Segment assets Unallocated assets	23,314	23,314 1,326
Total assets		24,640
Segment liabilities Unallocated liabilities	20,800	20,800 347,795
Total liabilities		368,595

Geographical information

The Group's operation is located in Hong Kong. The Group's revenue from external customers is all from Hong Kong and non-current assets are located in Hong Kong.

4. OTHER INCOME, GAINS AND LOSSES

	For the six months ended 30 June			
HK\$'000	2023	2022		
Interest income on bank balances	153	1		
Rental income	311	307		
Others	5,664	11,122		
	6,128	11,430		

5. FINANCE COST

	For the six months ended 30 June			
HK\$'000	2023	2022		
Interest expenses on:				
Bank and other borrowings	4,667	5,913		
Bonds payable	1505	1,505		
Lease liabilities	23	21		
	6,195	7,439		

6. INCOME TAX EXPENSE

	For the six months	For the six months ended 30 June	
HK\$'000	2023	2022	
Current tax: Hong Kong Profits Tax	473	10	

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit.

7. LOSS FOR THE PERIOD

	For the six months ended 30 June	
HK\$'000	2023	2022
Loss for the period has been arrived at after charging:		
Depreciation of property, plant and equipment	140	87
Depreciation of right-of-use assets	522	478
Total depreciation	662	565
Cost of inventories recognised as expenses	9,206	7,756
Employee salaries and other benefits	8,636	9,138

8. DIVIDEND

The Board does not recommend payment of interim dividend for the six months ended 30 June 2023 (2022: Nil).

9. LOSS PER SHARE

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

	For the six months ended 30 June	
HK\$'000	2023	2022
Loss for the period attributable to owners of the Company	3,874	2,446
′000		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	326,037	326,037

10. TRADE RECEIVABLES

HK\$'000	30 June 2023	31 December 2022
Trade receivables	10,237	1,037
Less: Allowance for credit losses	_	
_	10,237	1,037
Age		
0 – 30 days	9,385	262
31 – 90 days	43	1,109
91 – 180 days	34	190
Over 181 days	775	775
<u> </u>	10,237	1,037

The above is an aged analysis of the trade receivables based on the invoice date, or otherwise, delivery date, at the end of the reporting period, which approximated the respective revenue recognition dates.

11. BORROWINGS

HK\$'000	30 June 2023	31 December 2022
Borrowings	228,823	217,743
Analysed into: Repayable within one year or on demand Repayable within a period of more than one year	225,181 3,642	215,555 2,188
	228,823	217,743

The amount represented loans with aggregate principal amount of HK\$189,455,000 (31 December 2022: HK\$182,851,000) bearing interest rates ranging from 2% to 8.5% (2022: 2% to 8.5%). As a result of the winding up petition filed by a creditor of the Company in April 2023 against the Company in relation to a claim for an outstanding debt of HK\$16,175,304 which constituted an event of default under the terms and conditions of the loans, the loans had become immediately repayable.

12. BONDS PAYABLE

HK\$'000	30 June 2023	31 December 2022
Bonds payable Repayable within one year or on demand	59,397	57,891

The amount represented bonds issued by the Company with aggregate principal amount of HK\$49,000,000 (31 December 2022: HK\$49,000,000), bearing interest rates ranging from 5% to 6.5% (2022: 5% to 6.5%) and effective interest rates ranging from 7% to 9% (2022: 7% to 9%). As at 30 June 2023, all of the bonds had become immediately repayable.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM RESULTS

13. SHARE CAPITAL

	Number of shares	Amount HK\$'000
Issued and fully paid: At 31 December 2022 (audited) and 30 June 2023 (unaudited)	326,037	3,030,660

14. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed, as at the date of this report, the Group does not have any material event subsequent to the reporting period.

15. APPROVAL OF THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The unaudited condensed consolidated interim financial statements have been approved for issue by the Board on 31 August 2023.