



Chaoju Eye Care Holdings Limited 朝聚眼科醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock code : 2219



2023 ANNUAL REPORT

CONTENTS

Corporate Information	2
Financial Highlights	4
Corporate Profile	5
Chairman's Statement	6
Management Discussion and Analysis	9
Directors and Senior Management	29
Directors' Report	36
Corporate Governance Report	67
Independent Auditor's Report	81
Consolidated Statement of Profit or Loss	86
Consolidated Statement of Other Comprehensive Income	87
Consolidated Statement of Financial Position	88
Consolidated Statement of Changes in Equity	90
Consolidated Statement of Cash Flows	92
Notes to Financial Statements	94
Glossary and Definitions	184



CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Bozhou (*Chairman and Chief Executive Officer*)
Ms. Zhang Xiaoli
Mr. Zhang Junfeng
Mr. Zhang Guangdi

Non-executive Directors

Mr. Richard Chen Mao
Mr. Li Zhen
Ms. Zhang Li (*Appointed on June 12, 2023*)
Ms. Zhang Wenwen (*Resigned on June 12, 2023*)
Mr. Ke Xian (*Resigned on December 18, 2023*)

Independent non-executive Directors

Mr. He Mingguang
Ms. Guo Hongyan
Mr. Li Jianbin
Mr. Bao Shan

AUDIT COMMITTEE

Mr. Li Jianbin (*Chairman*)
Ms. Guo Hongyan
Mr. Bao Shan

ESG COMMITTEE

Mr. Zhang Bozhou (*Chairman*)
Mr. Zhang Guangdi
Mr. He Mingguang
Mr. Li Jianbin
Mr. Bao Shan

REMUNERATION COMMITTEE

Mr. Bao Shan (*Chairman*)
Mr. Li Jianbin
Mr. Zhang Bozhou

NOMINATION COMMITTEE

Mr. Zhang Bozhou (*Chairman*)
Mr. Bao Shan
Mr. He Mingguang

JOINT COMPANY SECRETARIES

Ms. Xie Chun
Mr. Cheng Ching Kit

AUTHORISED REPRESENTATIVES

Mr. Zhang Bozhou
Mr. Cheng Ching Kit

REGISTERED OFFICE

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
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P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands



HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

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PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

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HONG KONG LEGAL ADVISOR

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Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor
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STOCK CODE

2219

COMPANY WEBSITE

www.chaojueye.com

FINANCIAL HIGHLIGHTS

	Year ended December 31,				
	2023	2022	2021	2020	2019
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(audited)	(audited)	(audited)	(audited)	(audited)
Operating Results					
Revenue	1,369,505	990,044	997,787	794,282	714,671
Gross profit	621,134	434,697	448,674	349,520	278,041
Profit before tax	299,242	239,138	210,582	157,621	92,064
Net profit	220,735	183,196	157,641	120,531	70,824
Non-IFRS adjusted net profit ⁽¹⁾	223,105	186,174	185,902	141,000	74,802
Profitability					
Gross profit margin	45.4%	43.9%	45.0%	44.0%	38.9%
Net profit margin	16.1%	18.5%	15.8%	15.2%	9.9%
Non-IFRS adjusted net profit margin ⁽²⁾	16.3%	18.8%	18.6%	17.8%	10.5%
As at December 31,					
	2023	2022	2021	2020	2019
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(audited)	(audited)	(audited)	(audited)	(audited)
Financial Position					
Total assets	2,922,806	2,723,150	2,506,514	1,089,022	1,002,715
Total equity	2,378,425	2,298,473	2,128,406	763,545	554,287
Total liabilities	544,381	424,677	378,108	325,477	448,428

Notes:

- (1) Adjustments to the net profit for the year ended December 31, 2023 include: share-based compensation expenses and one-off gain on a deemed disposal of interest previously held in an associate. Adjustments to the net profit for the year ended December 31, 2022 include: share-based compensation expenses.
- (2) Non-IFRS adjusted net profit margin was calculated based on non-IFRS adjusted net profit divided by revenue.



CORPORATE PROFILE

The Group is a leading ophthalmic medical service group in North China with a strong reputation nationwide. The Group was founded in 1988 in Baotou, Inner Mongolia, as a clinic providing ophthalmic services. Since its inception, the Group adheres to the vision of “Being a Leader of Happy Ophthalmic Healthcare” (成為全球快樂眼健康引領者) and has been providing its patients with a safe, reassuring and pleasant ophthalmic medical experience with the aid of effective medical equipment and technology as well as professional, caring and considerate services.

The Group generates revenue primarily from (i) consumer ophthalmic services, and (ii) basic ophthalmic services. Consumer ophthalmic services include treatments and prevention of various types of ophthalmic disorders, including refractive correction (including presbyopia correction), myopia prevention and control, dry eye syndrome, oculoplastic and provision of optical products and services, the costs for which are currently not covered by public health insurance programs. Basic ophthalmic services include treatments of a wide range of common eye diseases, including cataract, glaucoma, squint, ocular fundus diseases, ocular surface diseases, orbital diseases and pediatric eye diseases, the cost of which are generally eligible to be covered by public health insurance programs. In light of upgraded social consumption in China over the recent years, the Group plans to increase its strategic focus on its consumer ophthalmic services business and devote more efforts to continuing its rapid growth, while maintaining its fundamental strength in basic ophthalmic business.

The Group’s patients are treated by ophthalmologists equipped with advanced technology and equipment. The Group’s medical team comprises of ophthalmologists specializing in a wide range of eye diseases as well as having strong medical background and extensive experiences. Advanced technology and equipment is another key factor underpinning its market leadership. Baotou Hospital is the one-and-only ophthalmic hospital in Inner Mongolia with a preparation room to produce hospital-made traditional Chinese medicine capsules and eye drops. As at December 31, 2023, Baotou Hospital has produced 14 types of hospital-made eye drops and 5 types of hospital-made Chinese medicine capsules. Baotou Hospital is also one of the few medical service providers in China that are qualified to produce 0.01% atropine sulfate eye drops to be prescribed within the respective hospitals to control myopia among adolescents. The Group believes that its capabilities in hospital-made pharmaceuticals have helped improve its brand awareness and customer loyalty, which has brought the Group with competitive advantage in the area of myopia control and increased its overall revenue.

The Group believes that the following competitive strengths have differentiated itself from its competitors:

- As a leading ophthalmic medical service group in North China, the Group is well-positioned to capture significant demands from a vast market for ophthalmic services.
- The Group’s clustered operation model helps to improve our market penetration, operational efficiency and profitability.
- The Group’s centralized and standardized management system makes its business model scalable and replicable.
- The Group has a team of high-caliber medical professionals and a sound training system underpinning the foundation of its growth.
- The Group’s full-service clinical ophthalmic treatments bring high customer satisfaction.
- The Group has garnered significant support from its experienced management team as well as its Shareholders.



CHAIRMAN'S STATEMENT

Dear Shareholders and Stakeholders,

As the leader of Chaoju, I am honored to once again present our outstanding results. It has been my great pleasure to work with a group of dedicated professionals who are passionate about changing the lives of patients as we are devoted to the provision of ophthalmic medical services that are safe and reassuring for patients in Northern and Eastern China under the adherence of the vision of “taking our century’s heritage to bring light to the world and inspire hope” (百年朝聚· 朝向光明· 聚集希望).

FURTHER EXPANSION AND DENSIFICATION OF HOSPITAL NETWORK

In recent years, Chaoju has expanded in a steady manner, invited more experts to join the Company by means of establishment on our own as well as mergers and acquisitions, introduced effective equipment and technologies in different professional fields, and we are committed to providing patients with a caring and considerate service experience. By the end of 2023, our ophthalmology network has spread across 7 provinces or autonomous regions in China, operating a total of 31 hospitals and 29 optical centers.

In 2023, the Group continued to expand its network of ophthalmic hospitals and optical centers. The Group strengthened its presence in providing ophthalmic medical services in North China by establishing and acquiring new hospitals and optical centers while also strategically leveraging the Group’s leading position in the ophthalmic market to explore new markets with high potential for development. In terms of the Group’s own establishment of hospitals, the Group added two new hospitals to its network of ophthalmic hospitals and optical centers, namely Zhoushan Chaoju Eye Hospital Co., Ltd.* (舟山朝聚眼科醫院有限公司) and Zhangjiakou Chaoju Eye Hospital Co., Ltd.* (張家口朝聚眼科醫院有限公司), which obtained the necessary licenses and subsequently commenced business in February 2023 and July 2023, respectively.

Further, in 2023, the Group also successfully completed the acquisitions of Beijing Mingyue Ophthalmic Clinic Co., Ltd.* (北京明玥眼科診所有限公司), the name of which has been changed to Beijing Chaoju Ophthalmic Clinic Co., Ltd.* (北京朝聚眼科診所有限公司), Bayannur Xudong Ophthalmic Hospital Co., Ltd.* (巴彥淖爾市旭東眼科醫院有限公司), Bayannur Chaoju Optometry Co., Ltd.* (巴彥淖爾朝聚眼視光有限公司), Wuyuan County Xudong Ophthalmic Hospital Co., Ltd.* (五原縣旭棟眼科醫院有限公司), Wulate Qianqi Xudong Ophthalmic Out-Patient Department Co., Ltd.* (烏拉特前旗旭棟眼科門診部有限公司), Ningxia Chaoju Kaiming Eye Hospital Co., Ltd.* (寧夏朝聚開明眼科醫院有限公司), and Ningxia Kaiming Optometry Co., Ltd.* (寧夏開明視光配鏡有限公司). The acquisitions have expanded the Group’s footprint in North China to gradually interact with the ophthalmic market in Eastern Mongolia, Western Mongolia, Hebei, Shanxi and Ningxia, which will be significant to the future of the Group in the core North China region and other northern regions.

CONTINUOUS GROWTH IN PATIENT VISITS AND SATISFACTORY FINANCIAL PERFORMANCE

The financial year 2023 was a milestone year for Chaoju as we witnessed extraordinary achievements of Chaoju. Despite the challenges of the global economic and political situation, our Group has shown resilience and achieved continuous growth in performance. Since the integration of the acquired hospitals into our network, we have made significant progress in operational efficiency, treatment outcomes and overall financial performance. The hard work of our management team, coupled with the dedication of our employees, has successfully combined the strengths of these hospitals with our existing infrastructure. As a result, we have seen a significant increase in the number of patients, an expansion of our service offerings and improved patient satisfaction. During the Reporting Period, the number of patient visits to our hospitals increased to more than 1,100,000, and the number of patient visits to our optical centres was approximately 120,000.



Leveraging on the improved general economic environment in China after the COVID-19 pandemic, the industry recovery as well as the Group's improved ability to receive visiting patients and the increase in average spending of visiting patients, revenue from our consumer ophthalmic services and basic ophthalmic services increased by 30.6% and 46.2%, respectively, to approximately RMB710 million and RMB650 million, respectively, representing an increase of approximately 38.3% in overall revenue as compared to the same period last year. In addition to well-developed hospital clusters with high profitability, the Group also possesses hospital clusters that are yet to be developed with growth potential. For hospital clusters in the ramp-up period, we strengthened the cultivation last year and have been actively engaged in various promotional activities. At the same time, we consolidated newly established and acquired hospitals, which resulted in an increase of approximately 46.7% in selling and distribution expenses and administrative expenses. However, with our pragmatic approach to increase revenue and reduce costs, the Group achieved a 22.6% increase in EBITDA to RMB380 million. Moreover, we further optimized fund management, resulting in an increase of 79.8% in interest income. In the end, we achieved satisfactory results with a pre-tax profit of approximately RMB300 million.

PROVISION OF FREE SERVICES TO COMMUNITIES IN NEED

As an ophthalmic medical group, we owe a duty to not only our shareholders but also the community to help those in need. Therefore, we regularly provide charitable medical aid and free medical consultations to public institutions and disadvantaged communities. Last year, we actively participated in the "Spread the Love in Inner Mongolia, Helping Patients in Pursuit of Health and Dreams" (大愛北疆助康圓夢) charity campaign and the "Belt and Road: Bright Tour" project organized in the Inner Mongolia Autonomous Region. We provide screening and treatment to children suffering from amblyopia, as well as free cataract screening and rehabilitation surgeries for those in need. In the meanwhile, we regularly visit schools to provide professional and customized rehabilitation training for children with low vision and strabismus and organize various forms of online and offline expert science talks on eye health for students and their parents.

In the future, we will remain committed to the work of community service and continue to refine our goals and strategies. We firmly believe that we will create long-term sustainable value for our shareholders and make positive contributions to the society and the environment by actively fulfilling our social responsibilities, focusing on environmental sustainability and emphasizing good corporate governance.

PROVISION OF SERVICES WITH THE HIGHEST QUALITY TO THE UNDERSUPPLIED OPHTHALMIC MARKETS

With the change in people's lifestyles, the trend toward online classes, online work, online entertainment and online socializing is intensifying the strain on the eyes and causing a greater impact on vision health, which is in turn creating a higher demand for ophthalmic medical services. In recent years, the demand for ophthalmic medical services in China has continued to grow. Currently, ophthalmic medical projects, including medical optometry, cataract, refractive surgery and ocular fundus diseases, dominate the ophthalmic medical services market in China, accounting for 70% in aggregate. However, the overall penetration rate of ophthalmic medical services in China is still relatively low compared to other European and American countries.

We have witnessed a steady increase in the prevalence of eye diseases in China, and the penetration rate of ophthalmic medical services will continue to increase with technological advancement, demographic changes and increasing emphasis on preventive eye care. Therefore, we need to continuously evolve and adapt to meet the ever-growing demand for professional eye care services. We will continue to keep abreast of innovation and utilize cutting-edge technologies and treatments so as to provide the highest quality of care to our patients.



CHAIRMAN'S STATEMENT

Chaoju is in constant pursuit of driving the development of medical technologies and makes continuous investment in research and innovation. Our research and development team continued to foster the application of new technologies and treatments to improve the level of our clinical practice. Our ophthalmologists actively participate in domestic and international academic exchanges and collaborations in an effort to promote medical advancement. In the past year, we have collaborated with various domestic and foreign universities, actively explored opportunities for research collaboration and invested in various ophthalmic research projects. These efforts have been widely recognized and have received a series of research achievements.

CONCLUSION

In the future, we will remain committed to the provision of excellent ophthalmic medical services and the promotion of industry development through increasing research investment and technological innovation. We will further expand our medical network and strengthen our cooperation with domestic and international partners to enhance the quality of our services and patient experience. We will continue to focus on the needs of our patients, provide personalized solutions, and continuously improve our healthcare model to meet the ever-changing market demands.

Last but not least, I would like to express my heartfelt appreciation to all of our staff for their hard work and dedication to our Group. It was your hard work and dedication that allowed us to achieve remarkable results in a highly competitive market. Meanwhile, I would like to express my deepest gratitude to our shareholders and partners. It was your support and trust that gave us the confidence and courage to strive for higher targets.

We will continue to fulfill our social responsibilities, actively participate in charitable activities, and pay attention to environmental protection and sustainable development. We believe that by continuing to promote innovation, focusing on quality, and fulfilling our social responsibilities, we will create long-term value for our shareholders, provide more development opportunities for our employees, and make positive contributions to the society and the environment.

Let's look forward to our future development together, join hands to grow together and create a better future. I would like to express again my sincere gratitude to everyone.

Zhang Bozhou

Chairman of the Board of Directors

March 26, 2024



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS UPDATES

As at December 31, 2023, the Group operated a network of 31 ophthalmic hospitals and 29 optical centers spanning across a total of 7 provinces and autonomous regions in China. The ophthalmic hospitals specialize in providing ophthalmic services and the optical centers offer a series of optical products and services to satisfy a wide array of requests from customers.

The following table sets forth a breakdown of certain operational information by type of services provided by the Group for the years indicated:

	Year ended December 31,	
	2023	2022
The hospitals		
Out-patient services		
Number of out-patient visits	1,128,719	944,523
Average spending per visit (RMB) ⁽²⁾	698	626
In-patient services		
Number of in-patient visits	67,258	44,581
Average spending per visit (RMB) ⁽²⁾	7,109	7,244
Optical centers		
Number of customer visits ⁽¹⁾	120,184	101,956
Average selling price (RMB) ⁽²⁾	806	746

Notes:

- (1) Represents the total number of purchases made by customers at the optical centers. If a customer makes more than one purchase at the optical centers within the same day, he/she will only be counted once. If a customer purchases at the optical centers on different days, he/she will be counted according to the number of days he/she made purchases at the optical centers.
- (2) Subject to rounding adjustments, (i) average spending per visit represents the average spending per visit calculated by the total revenue generated from the out-patient or in-patient services (as applicable) divided by the total number of out-patient or in-patient visits (as applicable) and (ii) average selling price represents the average selling price calculated by the total revenue generated from the optical centers divided by the total number of customer visits.

The Group's revenue increased by 38.3% from RMB990.0 million for the year ended December 31, 2022 to RMB1,369.5 million for the year ended December 31, 2023, primarily attributable to the recovery of demand for ophthalmic services coupling with the Group's enhanced reception capacity for increased patient visits, the recovery of the industry and the improved economic environment in the PRC after the COVID-19 pandemic.

MANAGEMENT DISCUSSION AND ANALYSIS

The following table sets forth a breakdown of revenue by business segments for the years indicated:

	Year ended December 31,			
	2023		2022	
	Revenue (RMB'000)	Percentage of revenue %	Revenue (RMB'000)	Percentage of revenue %
Consumer ophthalmic services	709,225	51.8	542,873	54.8
Basic ophthalmic services	654,011	47.8	447,171	45.2
Sales of equipment	6,269	0.4	–	–
Total	1,369,505	100.0	990,044	100.0

Consumer Ophthalmic Services

The Group's consumer ophthalmic services include treatments and prevention of various types of ophthalmic disorders, including refractive correction (including presbyopia correction), myopia prevention and control, dry eye syndrome, oculoplastic and provision of optical products and services, the costs for which are currently not covered by public health insurance programs.

To maintain the Group's strong reputation in the provision of consumer ophthalmic services, the Group (i) optimized its marketing and promotion activities with a focus on online promotion, new media and other online channels; (ii) chaired various pro bono eye disease screening activities for the public; (iii) formulated operational management measures to optimize its customer membership management model for maintaining customer loyalty; and (iv) streamlined the admission process to increase the Group's capacity for patient visits in preparation for the lifting of pandemic control measures. The Group continued to reinforce the training on consumer ophthalmic services techniques and related skills and improve the service quality in adherence to the Group's core values of "Providing its patients with a safe, reassuring and pleasant ophthalmic medical experience". Furthermore, the Group also implemented stringent medical quality control measures in providing quality medical services to its patients to enhance its reputation.

In addition, consumer ophthalmic services are usually more profitable as it is not subject to the pricing guidance imposed by public health insurance authorities and as such, the Group devoted more resources to pursue continuous and rapid growth of consumer ophthalmic services. For the year ended December 31, 2023, the Group's consumer ophthalmic services contributed to 51.8% of the Group's total revenue, representing a decrease of approximately 3.0 percentage points compared to the year ended December 31, 2022. In terms of revenue, consumer ophthalmic services have continued to be the Group's major source of revenue.



Basic Ophthalmic Services

The Group's basic ophthalmic services include treatments of a wide range of common eye diseases, including cataract, glaucoma, squint, ocular fundus diseases, ocular surface diseases, orbital diseases and pediatric eye diseases, the cost of which are mostly eligible to be covered by public health insurance programs.

The Group continued to devote significant resources on the procurement of cutting-edge medical equipment for the treatment of eye diseases and expanded the use of advanced treatment regimes, premium medical equipments and consumables, which further raised the quality of the Group's medical services, and in turn increased the patient retention rate returning to the Group's ophthalmic hospitals to receive treatment on their other eye for basic eye diseases.

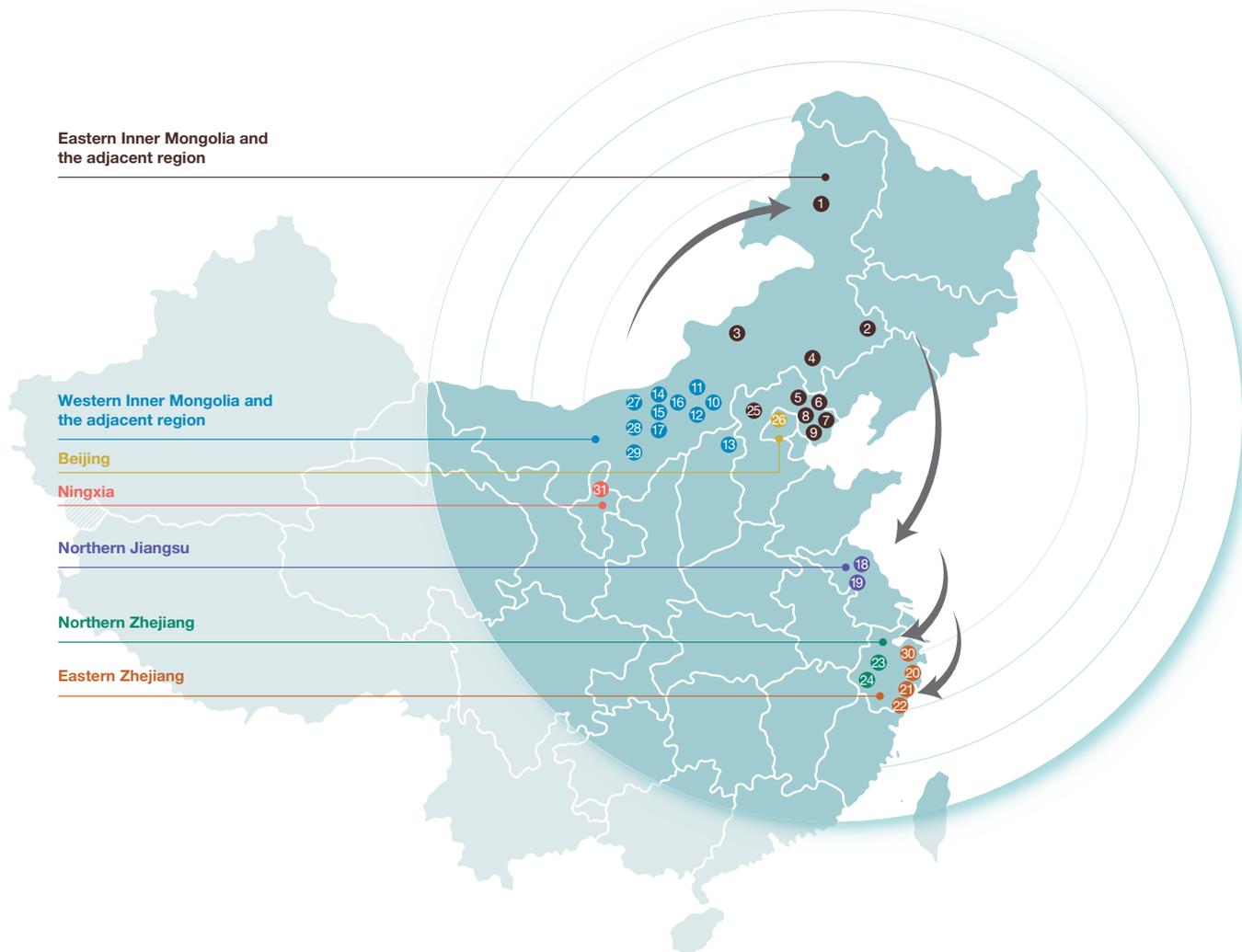
For the year ended December 31, 2023, the Group's basic ophthalmic services accounted for 47.8% of the Group's total revenue, representing an increase of approximately 2.6 percentage points compared to the year ended December 31, 2022.

The Group's Hospital Network

As at December 31, 2023, the Group operated a network of 31 ophthalmic hospitals spanning across 7 provinces and autonomous regions in China, all of which were specialized in providing ophthalmic services. In addition, the Group also provides outpatient services through the Pingzhuang clinic of our Chifeng Hospital, which is a branch of Chifeng Hospital. The Group's hospitals offer a wide range of ophthalmic services, including out-patient and in-patient treatments and surgeries. Pingzhuang clinic only offers out-patient diagnosis and treatments for relatively simple ophthalmic diseases and disorders and does not perform any surgeries.

The Group's hospitals are strategically located in 7 major regions, namely western Inner Mongolia and its adjacent region, eastern Inner Mongolia and its adjacent region, eastern Zhejiang, northern Zhejiang, northern Jiangsu, Ningxia Kaiming region and Beijing region. The Group has established a leading position in western Inner Mongolia and its adjacent region through its dense network layout of 12 hospitals as at December 31, 2023. Leveraging the Group's market presence and experience in such region as well as its highly standardized management and services models, the Group has successfully established and acquired six hospitals in other regions as at December 31, 2023, consisting of three hospitals in western Inner Mongolia, one hospital in eastern Inner Mongolia and its adjacent region, one hospital in Beijing region and one hospital in eastern Zhejiang. Set out below is an illustration of the locations of the Group's hospitals as at December 31, 2023.

MANAGEMENT DISCUSSION AND ANALYSIS



- 1. Hulunbuir Hospital
- 2. Tongliao Hospital
- 3. Xilinhot Hospital
- 4. Chifeng Hospital
- 5. Chengde Hospital
- 6. Tangshan Jidong Hospital
- 7. Luanzhou Jidong Hospital
- 8. Luannan Jidong Hospital
- 9. Yutian Jidong Hospital
- 10. Ulanqab Hospital
- 11. Hohhot No.2 Hospital
- 12. Hohhot Hospital

- 13. Datong Hospital
- 14. Baotou Hospital
- 15. Baotou Kunlun Hospital
- 16. Tumb Right Banner Hospital
- 17. Dalad Banner Hospital
- 18. Siyang Hospital
- 19. Sihong Hospital
- 20. Ningbo Hospital
- 21. Ninghai Hospital
- 22. Xiangshan Hospital
- 23. Jiaxing Hospital
- 24. Hangzhou Hospital

- 25. Zhangjiakou Hospital
- 26. Beijing Mingyue
- 27. Bayannaer Xudong Eye Hospital
- 28. Wulateqianqi Xudong Eye Clinic
- 29. Wuyuan County Xudong Eye Hospital
- 30. Zhoushan Hospital
- 31. Ningxia Kaiming



MANAGEMENT DISCUSSION AND ANALYSIS

The following table sets forth certain key information of the Group's hospitals as at December 31, 2023.

	Hospital	Location	Class⁽¹⁾	Date of Incorporation	GFA (sq.m.)	Facilities Number of registered beds⁽²⁾
1	Baotou Hospital	Western Inner Mongolia	Class III	May 12, 2016	15,710.00	120
2	Hohhot Hospital	Western Inner Mongolia	Class III	September 21, 2016	7,697.00	100
3	Datong Hospital	Adjacent to western Inner Mongolia	Class II	March 24, 2015	4,319.00	50
4	Ulanqab Hospital	Western Inner Mongolia	N/A	March 27, 2017	3,100.00	60
5	Baotou Kunlun Hospital	Western Inner Mongolia	Class II	March 7, 2016	2,968.00	30
6	Dalad Banner Hospital	Western Inner Mongolia	Class II	May 23, 2016	2,280.00	30
7	Hulunbuir Hospital	Eastern Inner Mongolia	Class II	February 14, 2018	3,772.00	30
8	Chifeng Hospital	Eastern Inner Mongolia	Class III	December 19, 2016	8,181.48	100
9	Tongliao Hospital	Eastern Inner Mongolia	Class II	September 20, 2017	3,150.84	60
10	Chengde Hospital	Adjacent to eastern Inner Mongolia	Class II	December 2, 2016	7,579.00	80
11	Xilinhot Hospital	Eastern Inner Mongolia	Class II	December 16, 2014	1,800.00	22
12	Ningbo Hospital	Eastern Zhejiang	Class II	Acquired	4,510.00	30
13	Ninghai Hospital	Eastern Zhejiang	Class II	Acquired	2,798.00	20
14	Xiangshan Hospital	Eastern Zhejiang	Class III	Acquired	2,763.00	35
15	Jiaxing Hospital	Northern Zhejiang	N/A	February 7, 2018	6,937.00	60
16	Siyang Hospital	Northern Suzhou	N/A	July 21, 2016	4,200.00	30
17	Sihong Hospital	Northern Suzhou	N/A	June 28, 2017	5,200.00	60
18	Tangshan Jidong Hospital	Adjacent to eastern Inner Mongolia	Class II	Acquired	10,377.90	35
19	Luanzhou Jidong Hospital	Adjacent to eastern Inner Mongolia	Class I	Acquired	1,199.00	20
20	Luannan Jidong Hospital	Adjacent to eastern Inner Mongolia	Class I	Acquired	2,182.65	20
21	Yutian Jidong Hospital	Adjacent to eastern Inner Mongolia	N/A	Acquired	1,509.00	30
22	Tumb Right Banner Hospital	Western Inner Mongolia	Class II	October 15, 2021	1,000.00	20
23	Hangzhou Chaoju	Northern Zhejiang	N/A	December 26, 2017	1,286.34	20
24	Hohhot No. 2 Hospital	Western Inner Mongolia	Class II	November 3, 2016	3,918.72	30
25	Zhoushan Hospital	Eastern Zhejiang	N/A	November 1, 2021	3,464.17	20
26	Ningxia Kaiming	Ningxia	Class II	Acquired	3,900.00	80

MANAGEMENT DISCUSSION AND ANALYSIS

	Hospital	Location	Class⁽¹⁾	Date of Incorporation	GFA (sq.m.)	Facilities Number of registered beds⁽²⁾
27	Zhangjiakou Chaoju Eye Hospital	Adjacent to eastern Inner Mongolia	N/A	June 22, 2022	5,096.14	40
28	Beijing Mingyue Ophthalmic Clinic	Beijing	N/A	Acquired	1,204.00	0
29	Bayannaer Xudong Eye Hospital	Western Inner Mongolia	Class II	Acquired	2,715.00	60
30	Wulateqianqi Xudong Eye Clinic	Western Inner Mongolia	N/A	Acquired	702.00	0
31	Wuyuan County Xudong Eye Hospital	Western Inner Mongolia	N/A	Acquired	1,003.00	20
	Total				126,523.24	1,312.00

Notes:

- (1) Represents the classification of hospitals assigned by NHC or its local counterparts, with Class III being the highest classification and Class I being the lowest classification. "N/A" indicates that the relevant hospital was not assigned any classification by NHC or any of its local counterparts as at December 31, 2023, as the application for such classification of hospitals is not mandatory under the applicable laws and regulations.
- (2) Represents the number of beds registered in the practicing license of the respective hospital as at December 31, 2023.
- (3) The Group acquired Bayannaer Xudong Eye Hospital, Wulateqianqi Xudong Eye Clinic and Wuyuan County Xudong Eye Hospital in December 2023 and acquired Beijing Mingyue Ophthalmic Clinic in September 2023..
- (4) The Group acquired Tangshan Jidong Hospital, Luanzhou Jidong Hospital, Luannan Jidong Hospital and Yutian Jidong Hospital in November 2022.
- (5) The Group acquired Ningbo Hospital in December 2017.
- (6) The Group acquired Ninghai Hospital in June 2018.
- (7) The Group acquired Xiangshan Hospital in December 2017.



The Group's Optical Center Network

The Group locates its optical centers in areas with highly desirable retail developments and surrounded by dense concentration of target customers, and usually at locations inside or adjacent to its hospitals to facilitate optometry screening services for customers. The Group maintains a disciplined approach to open new optical centers and conduct market research before selecting a new site based on customer demographics and information from its existing customer database. As at December 31, 2023, the Group operated a network of 29 optical centers under the brand Chaoju (朝聚), strategically located in 7 major regions, namely the western Inner Mongolia and its adjacent region, eastern Inner Mongolia and its adjacent region, eastern Zhejiang, northern Zhejiang and northern Jiangsu, among which, there were eleven optical centers in western Inner Mongolia and its adjacent region, eight optical centers in eastern Inner Mongolia and its adjacent region, two optical centers in eastern Zhejiang, three optical centers in northern Zhejiang and two optical centers in northern Jiangsu.

The following table sets forth certain key information of the Group's optical centers as at December 31, 2023.

Optical Center	Location
1 Baotou City Chaoju Optometry Correction Eyeglasses Co., Ltd. (包頭市朝聚眼視光矯治配鏡有限公司)	Western Inner Mongolia
2 Baotou City Kunlun Chaoju Optometry Correction Eyeglasses Co., Ltd. (包頭市崑崙朝聚眼視光矯治配鏡有限責任公司)	Western Inner Mongolia
3 Chifeng Chaoju Eyeglasses Co., Ltd. (赤峰朝聚眼鏡有限責任公司)	Eastern Inner Mongolia
4 Xilinhot City Chaoju Optometry Correction Eyeglasses Co., Ltd. (錫林浩特市朝聚眼視光矯治配鏡有限公司)	Eastern Inner Mongolia
5 Dalad Banner Chaoju Optometry Eyeglasses Co., Ltd. (達拉特旗朝聚驗光配鏡有限公司)	Western Inner Mongolia
6 Jungar Banner Chaoju Optometry Eyeglasses Co., Ltd. (准格爾旗朝聚驗光配鏡有限公司)	Western Inner Mongolia
7 Baotou City Donghe District Chaoju Optometry Eyeglasses Co., Ltd. (包頭市東河區朝聚驗光配鏡有限公司)	Western Inner Mongolia
8 Tumb Right Banner Chaoju Optometry Eyeglasses Co., Ltd. (土默特右旗朝聚驗光配鏡有限公司)	Western Inner Mongolia
9 Ongniud Banner Chaoju Optometry Eyeglasses Co., Ltd. (翁牛特旗朝聚驗光配鏡有限責任公司)	Eastern Inner Mongolia
10 Chifeng City Yuanbaoshan District Chaoju Optometry Eyeglasses Co., Ltd. (赤峰市元寶山區朝聚驗光配鏡有限責任公司)	Eastern Inner Mongolia
11 Hulunbuir City Chaoju Optometry Co., Ltd. (呼倫貝爾市朝聚眼視光有限公司)	Eastern Inner Mongolia
12 Tongliao City Chaoju Eyeglasses Co., Ltd. (通遼市朝聚眼鏡有限責任公司)	Eastern Inner Mongolia

MANAGEMENT DISCUSSION AND ANALYSIS



Optical Center	Location
13 Hohhot Chaoju Optical Glasses Co., Ltd. (呼和浩特朝聚光學眼鏡有限公司)	Western Inner Mongolia
14 Hexigten Banner Chaoju Ophthalmic Optometry Clinic Co., Ltd. (克什克騰旗朝聚眼科視光門診有限公司)	Eastern Inner Mongolia
15 Hohhot City Chaoju Optometry Correction Eyeglasses Co., Ltd. (呼和浩特市朝聚眼視光矯治配鏡有限公司)	Western Inner Mongolia
16 Ulanqab City Chaoju Optometry Correction Eyeglasses Co., Ltd. (烏蘭察布市朝聚眼視光矯治配鏡有限公司)	Western Inner Mongolia
17 Datong City Chaoju Eyeglasses Co., Ltd. (大同市朝聚眼鏡有限公司)	Adjacent to western Inner Mongolia
18 Chengde Chaoju Trading Co., Ltd. (承德朝聚商貿有限公司)	Adjacent to eastern Inner Mongolia
19 Sihong County Chaoju Optical Optometry Eyeglasses Co., Ltd. (泗洪縣朝聚視光配鏡有限公司)	Northern Suzhou
20 Siyang Chaoju Eyeglasses Co., Ltd. (泗陽朝聚眼鏡有限公司)	Northern Suzhou
21 Hangzhou Chaoju Optical Eyeglasses Co., Ltd. (杭州朝聚光學眼鏡有限公司)	Northern Zhejiang
22 Hangzhou Chaoju Optician Co., Ltd. (杭州朝聚眼視光眼鏡有限公司)	Northern Zhejiang
23 Jiaxing City Chaoju Optical Glasses Co., Ltd. (嘉興市朝聚光學眼鏡有限公司)	Northern Zhejiang
24 Zhoushan Chaoju Optical Glasses Co., Ltd. (舟山朝聚光學眼鏡有限公司)	Eastern Zhejiang
25 Zhoushan Chaoju Zhicheng Eyeglasses Co., Ltd. (舟山朝聚至誠眼鏡有限公司)	Eastern Zhejiang
26 Baotou Low Vision Rehabilitation Center (包頭市低視力康復中心)	Western Inner Mongolia
27 Zhangjiakou Chaoju Eye Optometry Co., Ltd. (張家口朝聚眼視光配鏡有限公司)	Adjacent to eastern Inner Mongolia
28 Ningxia Kaiming Optometry Co., Ltd. (寧夏開明視光配鏡有限公司)	Adjacent to western Inner Mongolia
29 Bayannur Chaoju Optometry Co., Ltd. (巴彥淖爾朝聚眼視光有限公司)	Western Inner Mongolia



Gross Profit and Gross Profit Margin

The following table sets forth a breakdown of gross profit by business segments and the corresponding gross profit margin for the years indicated:

	Year ended December 31,			
	2023	2023	2022	2022
	Gross profit (RMB'000)	Gross profit margin %	Gross profit (RMB'000)	Gross profit margin %
Consumer ophthalmic services	348,519	49.1	279,854	51.6
Basic ophthalmic services	271,768	41.6	154,843	34.6
Sales of equipment	847	13.5	–	–
Total	621,134	45.4	434,697	43.9

The gross profit generated from consumer ophthalmic services was RMB348.5 million for the year ended December 31, 2023, representing an increase of 24.5% compared to the year ended December 31, 2022, mainly due to an increase in revenue from consumer ophthalmic services of 30.6% as compared to the year ended December 31, 2022, and the expansion of the consumer ophthalmic services business resulting in the dilution of related costs. The gross profit generated from basic ophthalmic services was RMB271.8 million for the year ended December 31, 2023, representing an increase of 75.6% compared to the year ended December 31, 2022. This was primarily due to an increase in revenue from basic ophthalmic services of 46.2% compared to the year ended December 31, 2022 and the dilution of related costs. The Group's gross profit was RMB621.1 million for the year ended December 31, 2023, representing an increase of 42.9% compared to the year ended December 31, 2022.

Team of Medical Professionals

The Group has a deep bench of ophthalmic experts with medical expertise and rich experience to treat a wide range of eye diseases and to provide various types of consumer ophthalmic services. The Group focuses on the quality of ophthalmic services and devotes resources to allow its ophthalmologists to provide ophthalmic medical services in a professional, dedicated and responsible manner. The Group is also committed to recruiting and cultivating qualified professionals to form an ophthalmic medical team with outstanding professional and ethical standards and strong sense of responsibility. As at December 31, 2023, the Group had a total of 1,428 full-time medical professionals, among which, is composed of 288 physicians, 616 nurses and 524 other professionals. Among the 288 physicians, 252 are full-time physicians registered as specialized ophthalmologists. In addition, the Group also had 66 multi-site practice physicians who were full-time employees of other medical institutions.

MANAGEMENT DISCUSSION AND ANALYSIS

Awards, Recognitions and Social Responsibility

The Group provides charitable medical aid and free medical consultations to public institutions and disadvantaged communities from time to time. Such charitable events allow the Company to maintain good relationships with government authorities and agencies while simultaneously promote its ophthalmic and optical services. These events do not only benefit the vulnerable communities, but also improve our brand awareness and reputation. For example, in 2023, the Group:

1. continued to participate in the “Spread the Love in Inner Mongolia, Helping Patients in Pursuit of Health and Dreams” (大愛北疆助康圓夢) charity campaign jointly organized by the Inner Mongolia Disabled Persons’ Federation and Inner Mongolia Disabled Persons’ Welfare Foundation to provide examination and treatment to children suffering from amblyopia;
2. continued to participate in the “Belt and Road: Bright Tour” project and provided free cataract screening and cataract recovery operation services in both Inner Mongolia Autonomous Region and Mongolia;
3. provided free optical screening services to and established medical profiles for primary and secondary school students in Inner Mongolia;
4. provided professional and customized rehabilitation training for children with low vision and squint, and carried out prevention activities to educate children and parents for early diagnosis;
5. conducted various forms of online and offline expert science popularization lectures on eye health for students and their parents for enriching their knowledge in eye health and common eye diseases among children; and
6. led 9 scientific research projects with various authorities and published 19 articles on reputable scientific journals.

BUSINESS PROSPECTS AND STRATEGIC HIGHLIGHTS

The demand for ophthalmic medical services has grown steadily in recent years and is expected to experience relatively high growth rates in the foreseeable future as a result of continued economic growth and an increasingly aging population, according to the report of Frost and Sullivan. The size of China’s ophthalmic medical services market is expected to reach RMB223.1 billion by 2024, and in particular, the size of ophthalmic medical services market in North China is expected to grow to RMB33.7 billion by 2024. However, ophthalmic medical resources in China are scarce, and the penetration rate of surgeries for eye diseases in China is low.

As at the date of this report, the Group operated a network of 31 ophthalmic hospitals and 29 optical centers. The Group plans to continue expanding its network layout and strengthening its network coverage in the key regions of North China and expects to acquire more hospitals in 2024. The Group also plans to expand its layout in the key regions of Yangtze River Delta region through acquisitions and establishment of new hospitals and optical centers. As at the date of this report, the Group had not entered into any letters of intent or agreements with respect to acquisitions and had not identified any definite acquisition targets.

As a leading ophthalmic medical services group in China, the Group is able to leverage on its branding and market reputation in North China and continue to increase its market share in North China. The Group has further enhanced its brand awareness and reputation in East China through continuously expanding its market share and consolidating the Group’s market position in the region. The Group is well-positioned to capture the significant growth potential of the underserved market of private ophthalmic services in China.



Looking into the future, the Group expects to:

1. adhere to the vision of “Being a Leader of Happy Ophthalmic Healthcare” to provide effective medical services and continuously revising its improvement plans;
2. reinforce its leading position in North China and enhance its market positioning in Yangtze River Delta region and other key regions while developing its featured ophthalmic hospitals;
3. seize opportunities in the consumer ophthalmic market to become a national chain provider of ophthalmic services trusted by the public;
4. improve the utilization efficiency of its regional resources and strengthen its centralized management model with regional center hospitals as the core;
5. serve with quality medical services and continuously improve patient satisfaction and brand awareness;
6. actively attract and recruit talents by further refining its training and career developments programs, cultivating its unique corporate culture and offering fair incentives to its key employees; and
7. standardize the management of the Group and the communication with regulatory authorities, such as the Stock Exchange, and various professional institutions, so as to improve the comprehensive corporate governance.

Financial Review

Revenue

During the Reporting Period, the Group generates revenue primarily from providing (i) consumer ophthalmic services; and (ii) basic ophthalmic services. The revenue of the Group increased by 38.3% from RMB990.0 million for the year ended December 31, 2022 to RMB1,369.5 million for the year ended December 31, 2023.

Consumer ophthalmic services

The Group’s consumer ophthalmic services offer a variety of ophthalmic disorder treatments and prevention measures, including myopia control, refractive correction (including presbyopia correction), dry eye syndrome, oculoplastic and provision of optical products and services.

The Group’s revenue from consumer ophthalmic services increased by 30.6% from RMB542.9 million for the year ended December 31, 2022 to RMB709.2 million for the year ended December 31, 2023. The increase in revenue was primarily due to (i) the increase in the number of out-patient visits due to the Group’s efforts to further optimize its marketing and promotion activities by way of increasing its initiatives in market expansion and fully adjusting its marketing activities to effectively implement offline and online promotion activities after the easing of COVID-19 pandemic prevention and control measures; (ii) the increase in the referral rate between the existing and new customers via the enhancement of its customer membership management model for maintaining the customer loyalty; and (iii) the Group’s continuous efforts in reinforcing the training on consumer ophthalmic services techniques and related skills and implementing stringent medical quality control measures in providing quality medical services to its patients so as to improve the Group’s reputation.

Basic ophthalmic services

The Group’s basic ophthalmic services offer a wide range of common eye diseases treatments, including cataract, glaucoma, squint, ocular fundus diseases, ocular surface diseases, orbital diseases and pediatric eye diseases.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group's revenue from basic ophthalmic services increased by 46.2% from RMB447.2 million for the year ended December 31, 2022 to RMB654.0 million for the year ended December 31, 2023. The increase in revenue was primarily due to the Group's continuous efforts in (i) enhancing its marketing activities through chairing various pro bono health lectures, eye disease screening, physical examination and other activities for the public after the easing of COVID-19 pandemic prevention and control measures; (ii) enhancing admission, reception, pre-surgery and post-surgery process to provide more convenient treatment services, more efficient emergency process and better reception capacity to enable serving rapidly increased patients in a short period of time; (iii) devoting significant resources on the procurement of premium consumables and equipment and expanding the use of advanced treatment regimes, which satisfied patients' diversified and customized needs, so as to improve the successful rate of converting potential patients to the Group's customers and increase single customer value; and (iv) enhancing stringent medical quality management and control measures to improve the Group's reputation, which attracted more patients to receive basic ophthalmic services in the Group's ophthalmic hospitals, among which, more and more patients chose to return to receive treatment on their other eye for basic diseases.

Cost of Sales

During the Reporting Period, the Group's cost of sales was primarily composed of medical consumables and optical products, employee compensation directly related to our provision of medical services, cost of pharmaceuticals, depreciation, amortization and rental expenses.

The Group's cost of sales increased by 34.8% from RMB555.3 million for the year ended December 31, 2022 to RMB748.4 million for the year ended December 31, 2023, primarily due to (i) the business expansion of the Group; (ii) the additional costs associated with the newly built and acquired hospitals and optical centers; and (iii) depreciation costs in relation to equipment, lease and renovation.

Gross Profit and Gross Profit Margin

The Group's gross profit increased by 42.9% from RMB434.7 million for the year ended December 31, 2022 to RMB621.1 million for the year ended December 31, 2023.

The Group's gross profit margin increased from 43.9% for the year ended December 31, 2022 to 45.4% for the year ended December 31, 2023. The increase in gross profit margin was mainly due to the expansion of the Group's business, which allows it to enjoy the benefits of economies of scale.

Other Income and Gains

During the Reporting Period, the Group's other income and gains were primarily composed of interest income, fair value gains, gains on remeasurement to fair value in an associate and government grants.

The Group's other income and gains increased by 65.9% from RMB50.2 million for the year ended December 31, 2022 to RMB83.3 million for the year ended December 31, 2023, primarily due to (i) an increase in interest income; and (ii) the appreciation gain on the valuation of Ningxia Chaoju Kaiming Eye Hospital Co., Ltd..



Selling and Distribution Expenses

During the Reporting Period, the Group's selling and distribution expenses were primarily composed of the compensation of the Group's sales and marketing personnel and advertising expenses, depreciation, amortization and rental expenses.

The Group's selling and distribution expenses increased by 71.3% from RMB61.3 million for the year ended December 31, 2022 to RMB105.0 million for the year ended December 31, 2023, primarily due to an increase in marketing expenses for the newly built and acquired hospitals.

Administrative Expenses

During the Reporting Period, the Group's administrative expenses were primarily composed of the compensation and share-based payments of the Group's administrative and management personnel, depreciation and amortization, rental expenses, start-up costs of hospitals and fees paid for the professional services.

The Group's administrative expenses increased by 37.3% from RMB162.0 million for the year ended December 31, 2022 to RMB222.5 million for the year ended December 31, 2023, primarily due to (i) an increase in compensation to the Group's employees of the newly built and acquired hospitals; and (ii) an increase in office expenses such as business trips and marketing expenses due to the easing of the pandemic restrictions.

Impairment Losses on Financial Assets, Net

During the Reporting Period, the Group's impairment losses on financial assets were primarily composed of provision for impairment losses on trade receivables and other receivables.

The Group's impairment losses on financial assets increased by 45.0% from RMB4.0 million for the year ended December 31, 2022 to RMB5.8 million for the year ended December 31, 2023, primarily due to an increase in medical insurance receivables and an increase in individual accrual of receivables.

Finance Costs

During the Reporting Period, the Group's finance costs were primarily composed of interest expenses on lease liabilities.

The Group's finance costs increased by 2.5% from RMB11.9 million for the year ended December 31, 2022 to RMB12.2 million for the year ended December 31, 2023, which indicates that the Group's finance costs for the year ended December 31, 2023 is basically similar to that for the year ended December 31, 2022.

Income Tax Expense

During the Reporting Period, the income tax rate generally applicable to the Group's subsidiaries in China is 25% and certain subsidiaries of the Group are eligible for a preferential income tax rate of 15%. Certain other subsidiaries are eligible for a preferential income tax rate of 5% with respect to part of their taxable income. Further details of the income tax rates and income tax expenses of the Group for the year ended December 31, 2023 are set out in note 11 to the consolidated financial statements in this report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group's income tax expense increased by 40.4% from RMB55.9 million for the year ended December 31, 2022 to RMB78.5 million for the year ended December 31, 2023, primarily due to an increase in profit before tax of the Group.

Net Profit and Net Profit Margin

As a result of the foregoing, the Group's net profit increased by 20.5% to RMB220.7 million for the year ended December 31, 2023 from RMB183.2 million for the year ended December 31, 2022. The Group's net profit margin decreased to 16.1% for the year ended December 31, 2023 from 18.5% for the year ended December 31, 2022. The Group defined non-IFRS adjusted net profit as profit for the period adjusted for items which are non-recurring or extraordinary, including share-based compensation expenses and one-off gain on a deemed disposal of interest previously held in an associate. The Group's non-IFRS adjusted net profit increased by 19.8% to RMB223.1 million for the year ended December 31, 2023 from RMB186.2 million for the year ended December 31, 2022.

Non-IFRS Measures

To supplement the Group's consolidated financial statements which are presented in accordance with IFRS, the Company has provided non-IFRS adjusted net profit and non-IFRS adjusted net profit margin as non-IFRS measures, which are not required by, or presented in accordance with, IFRS. The Company believes that the non-IFRS adjusted financial measures provide useful information to investors and others in understanding and evaluating the Group's consolidated statements of profit or loss in the same manner as they helped the Company's management, and that the Company's management and investors may benefit from referring to these non-IFRS adjusted financial measures in assessing the Group's operating performance from period to period by eliminating impacts of items that the Group does not consider indicative of the Group's operating performance. However, the presentation of these non-IFRS financial measures is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with IFRS. You should not view the non-IFRS adjusted results on a stand-alone basis or as a substitute for results under IFRS.

The following table sets forth the reconciliations of the Group's non-IFRS financial measures for the years ended December 31, 2022 and 2023 to the nearest measures prepared in accordance with IFRS:

	Year ended December 31,	
	2023	2022
	(RMB'000)	(RMB'000)
Net Profit	220,735	183,196
Adjustments:		
Share-based compensation expenses	14,443	2,978
One-off gain on deemed disposal of interest previously held in an associate	(12,073)	–
Non-IFRS adjusted net profit	223,105	186,174
Non-IFRS adjusted net profit margin	16.3%	18.8%

Note:

Non-IFRS adjusted net profit margin was calculated based on non-IFRS adjusted net profit divided by revenue.



Financial Position

Trade Receivables

The Group's trade receivables increased by 19.5% from RMB46.6 million for the year ended December 31, 2022 to RMB55.7 million for the year ended December 31, 2023, primarily due to an increase in medical insurance receivables as a result of the growth in the Group's basic ophthalmic services. Further details of the trade receivables of the Group for the year ended December 31, 2023 are set out in note 21 to the consolidated financial statements in this report.

Prepayments, other receivables and other assets

The Group's prepayments, other receivables and other assets mainly include prepayments, trust funds, loans to third parties and deposits. Prepayments, other receivables and other assets increased by 40.9% from RMB54.5 million for the year ended December 31, 2022 to RMB76.8 million for the year ended December 31, 2023, primarily due to an increase in other receivables paid to third party companies which will be recovered in the future.

Cash and Bank Balances

The Group's business operations and expansion plans require significant amount of capital, which will be used for upgrading the existing ophthalmic hospitals and optical centers, establishing and acquiring new hospitals and other working capital requirements. The Group's principal sources of liquidity are cash generated from its business operations, as well as debt and equity financing.

	For the year ended December 31,	
	2023	2022
	(RMB'000)	(RMB'000)
Net cash flows from operating activities	372,569	273,410
Net cash flows from investing activities	(654,095)	(464,768)
Net cash flows from financing activities	(204,015)	(165,427)
Effect of foreign exchange rate changes, net	4,251	44,376
Net decrease in cash and cash equivalents	(481,290)	(312,409)

The Group's net decrease in cash and cash equivalents is RMB481.3 million for the year ended December 31, 2023, primarily due to net cash inflows of RMB372.6 million from operating activities and net cash outflows of RMB654.1 million from investing activities, which was mainly due to purchase of financial assets and time deposits and cash outflows of RMB204.0 million from financing activities, resulting from dividends paid for the year ended December 31, 2022.

Trade Payables

The Group's trade payables increased by 25.9% from RMB44.0 million for the year ended December 31, 2022 to RMB55.4 million for the year ended December 31, 2023, primarily due to an increase in accounts payable as a result of the Group's business expansion.

MANAGEMENT DISCUSSION AND ANALYSIS

Other Payables and Accruals

The Group's other payables and accruals include salaries and welfare payables, rent payables, equity payables, payables for purchases of property, plant and equipment and contract liabilities.

The Group's other payables and accruals increased by 55.4% from RMB147.5 million for the year ended December 31, 2022 to RMB229.2 million for the year ended December 31, 2023, primarily due to (i) an increase in compensation payable to the employees; and (ii) an increase in equity payables in relation to the payment of the consideration for the acquisition of Beijing Mingyue Ophthalmic Clinic Co., Ltd..

Contingent Liabilities

As at December 31, 2023, the Group did not have any material contingent liabilities or guarantees.

Pledge of Assets

As at December 31, 2023, no asset has been pledged by the Group (as at December 31, 2022: the Group's medical equipment with the carrying amount of RMB7.2 million was pledged as security for bank borrowings of RMB2.7 million).

Capital Commitments

As at December 31, 2023, the Group had a total capital commitment of approximately RMB71.5 million (as at December 31, 2022: RMB10.0 million), primarily related to an increase in the Group's liabilities in relation to the subscription of limited partnership interest in Xiamen Ronghui Hongshang Phase II Equity Investment Partnership (Limited Partnership)* (廈門融匯弘上二期股權投資合夥企業(有限合夥)).

Significant Investments

The Group subscribed for low-risk short-term structured deposit products issued by reputable commercial banks with certain portion of its temporary idle funds (including surplus cash received from its business operations and idle IPO Proceeds) for treasury management purpose in order to enhance the efficiency, the utilization of and the return on its temporary idle funds. These products are of very low risk nature with satisfactory liquidity and the Group expects that the structured deposit products will earn a better yield than current deposits generally offered by commercial banks in the PRC while at the same time offer flexibility to the Group in terms of treasury management. The Group has implemented adequate and appropriate internal control procedures to ensure subscriptions of structured deposit products would not affect the working capital or the operations of the Group, and that such investments would be closely monitored and conducted in accordance with the Group's treasury policy. As such, the Board is of the view that the subscriptions of the structured deposit products (as listed below) are fair and reasonable and are on normal commercial terms and the subscriptions are in the interests of the Company and the Shareholders as a whole.

As at December 31, 2023, the Group maintained a portfolio of structured deposit products with a total outstanding principal amount of RMB410 million, representing approximately 14.0% of the Group's total assets. For the year ended December 31, 2023, the total principal amount of the structured deposit products that the Group has subscribed for was RMB1.4 billion and the amount of interest income that the Group has recognized as fair value gains on financial assets at fair value through profit or loss was approximately RMB15.9 million.



The following table sets forth a breakdown of the major structured deposit products subscribed by the Group and remaining outstanding as at December 31, 2023:

Name of the issuer of the structured deposit products	Name of the structured deposit products	Deposit Starting Date	Date of maturity	Principal amount of subscription (RMB'000)	Expected annualized return rate ⁽¹⁾	Realized/ Fair value as at December 31, 2023 (RMB'000)	Percentage of the total assets of the Group as at December 31, 2023
BOC	BOC Linked Structured Deposit Product (Corporate Client) (中國銀行掛鉤型結構性存款) (機構客戶) (CSDVY202338710)	September 15, 2023	March 18, 2024	95,000	1.2500% to 3.9600%	95,696	3.27%
BOC	BOC Linked Structured Deposit Product (Corporate Client) (中國銀行掛鉤型結構性存款) (機構客戶) (CSDVY202338711)	September 15, 2023	March 19, 2024	85,000	1.2400% to 3.9500%	85,623	2.93%
BOC	BOC Linked Structured Deposit Product (Corporate Client) (中國銀行掛鉤型結構性存款) (機構客戶) (CSDVY202339833)	October 20, 2023	April 19, 2024	120,000	1.2500% to 3.8600%	120,592	4.13%
BOC	BOC Linked Structured Deposit Product (Corporate Client) (中國銀行掛鉤型結構性存款) (機構客戶) (CSDVY202339834)	October 20, 2023	April 20, 2024	110,000	1.2400% to 3.8500%	110,542	3.78%

Note:

- (1) Upon maturity, the Group expects to receive the principal amount together with the expected interest.
- (2) All of the above subscriptions are funded by surplus cash of the Group.

Save as disclosed in this report, there was no other significant investments held by the Group during the Reporting Period.

Future Plan for Material investment and Capital Asset

Save as disclosed in this report and the Prospectus, for the year ended December 31, 2023, the Group did not have any future plan for material investments and capital assets.

MANAGEMENT DISCUSSION AND ANALYSIS

Gearing Ratio

As at December 31, 2023, the Group is in a net cash position and thus, gearing ratio is not applicable.

Foreign Exchange Risk

Foreign exchange risk refers to the risk of loss resulting from changes in foreign currency exchange rates. Fluctuations in exchange rates between RMB and other currencies in which our Group conducts business may affect our financial condition and results of operation. The Group mainly operates in the PRC and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Hong Kong dollars. The conversion of foreign currencies into RMB, including Hong Kong dollars, has been based on rates set by the People's Bank of China. The Group seeks to limit our exposure to foreign currency risk by closely monitoring and minimizing its net foreign currency position. During the Reporting Period, the Group did not enter into any currency hedging transactions.

Interest Rate Risk

The Group's interest rate risk arises from interest-bearing borrowings. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group currently does not use any interest rate swap contracts or other financial instruments to hedge against interest rate exposure.

Credit Risk

Credit risk is the risk regarding the loss arising from a counterparty's inability to meet its obligations. The management of the Group has put in place a credit policy and the exposure to such credit risks is monitored on an on-going basis.

Liquidity Risk

The Group's liquidity is primarily dependent on our ability to maintain adequate cash inflows from operations to meet its debt obligations as they fall due, and the ability to obtain external financing to meet its committed future capital expenditure.

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by its management to finance the operation and mitigate the effects of fluctuations in cash flows.

Final Dividends

The Company has declared and paid the final dividend of HK\$0.1738 per Share for the year ended December 31, 2022, amounting to approximately HK\$123.0 million (approximately RMB111.5 million) in total.

The Board has recommended the payment of a final dividend of HK\$0.2208 per Share and a special dividend of HK\$0.0767 per Share for the year ended December 31, 2023. The final dividend is subject to the approval of Shareholders at the forthcoming AGM.

The Group is not aware of any arrangement under which a Shareholder has waived or agreed to waive any dividend.

EVENTS AFTER THE REPORTING PERIOD

Since January 1, 2024 and up to the date of this report, the Group has the following events taken place:

- On January 12, 2024 and January 15, 2024, pursuant to the share repurchase mandate approved by the Shareholders at the AGM held on June 6, 2023 the Company repurchased a total of 98,500 ordinary shares of HK\$0.00025 each of the Company from the open market, all of which were cancelled on January 25, 2024.



- On March 21, 2024, Chaoju Medical Technology Co., Ltd.* (“**Chaoju Medical Technology**”), an indirect wholly-owned subsidiary of the Company, subscribed for two structured deposit products (“**2024 Structured Deposit Products**”) in the total principal amount of RMB200 million offered by the Bank of China Limited (“**BOC**”). As the structured deposit products subscribed by Chaoju Medical Technology on October 19, 2023 (“**2023 Structured Deposit Products**”) in the total principal amount of RMB230 million were also offered by BOC, the 2023 Structured Deposit Products and the 2024 Structured Deposit Products were aggregated and treated as if the subscriptions were one transaction conducted with BOC for the purpose of computing the relevant percentage ratios pursuant to Rule 14.22 of the Listing Rules. As the applicable percentage ratios, on an aggregate basis, in respect of the subscription amount of the 2023 Structured Deposit Products and the 2024 Structured Deposit Products at the relevant period, exceed 5% but are less than 25%, the subscriptions constituted discloseable transactions of the Company and are hence subject to the reporting and announcement requirements but are exempted from the circular and shareholders’ approval requirements under Chapter 14 of the Listing Rules. For more details of the subscription of 2024 Structured Deposit Products, please refer to the announcement of the Company dated March 21, 2024.

Save as disclosed above, there was no other significant event that might affect the Group after the Reporting Period and up to the date of this report.

EMPLOYEES AND REMUNERATION POLICIES

As at December 31, 2023, the Group had 2,597 full-time employees, among which, 1,428 were professionals at the hospitals, 94 were professionals at the optical centers and 1,075 were administrative, finance and other employees at the Group’s headquarters, hospitals and optical centers. In addition, the Group also had 66 practice physicians who were full-time employees of other medical institutions. The following table shows a breakdown of the Group’s full-time employees by function as at that date:

	As at December 31, 2023	
	Number of employees	Percentage of total employees
Professionals at the hospitals		
Physicians ⁽¹⁾	288	11.09%
Nurses	616	23.72%
Other professionals	524	20.18%
Professionals at the optical centers	94	3.62%
Administrative, finance and other employees at		
The headquarters	177	6.82%
The hospitals	859	33.07%
The optical centers	39	1.50%
Total	2,597	100%

Note:

- (1) As at December 31, 2023, 252 of the full-time physicians were registered as specialized ophthalmologists.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group enters into employment contracts with all of its full-time employees. The remuneration packages for its employees primarily comprise one or more of the following elements: basic salary, performance-based incentive bonus and discretionary year-end bonus. The Group also sets performance targets for its employees based on their position and regularly reviews their performance, the results of which are used in their annual salary review and promotion appraisal.

The Group adopted a share award scheme on May 10, 2022, for the purposes of recognizing and motivating the contribution of certain employees of the Group and incentivising them and helping the Group in retaining its existing employees and attracting and recruiting suitable personnel as additional employees to further the operation and development of the Group and providing them with a direct economic interest in attaining the long-term business objectives of the Group. The Scheme is analogous to a share scheme and subject to provisions of Chapter 17 of the Listing Rules (as amended with effect from January 1, 2023). As at December 31, 2023, the Company has granted 13,396,724 award Shares in aggregate to 224 employees, Directors and directors of the Company's subsidiaries pursuant to the Scheme, among which 51,630 awarded Shares have lapsed during the Reporting Period. Further details of the Scheme are set out in the section headed "Share Schemes" in this report.

The Group provides structured training and education programs which enables its employees to consistently deliver high quality services. The Group's discipline development committees are responsible for training its medical professionals, maintaining a proper mix of different levels of professionals, as well as research and development, and have supplied numerous young ophthalmologists with solid skills and rich clinical experience. The Group also engages external consultants, experts and professors to provide training for the physicians with an aim to cultivate clinicians with extensive practical capabilities in a precise, standardized and high-quality manner. These programs aim to equip them with a sound foundation of the medical principles, ethics and knowledge as well as practical skills, and foster a high standard of practice. Regular internal and external mandatory online and on-site training are organized for the medical team to keep them abreast of the latest development in the ophthalmology industry. From time to time, the Group identifies and sponsors its employees with high development potential to undertake further study and professional training in prestigious medical institutions. They also support their attending physicians to train at top-tier eye hospitals in China for a period of three to six months, such as Wenzhou Medical University Eye Hospital (溫州醫科大學附屬眼視光醫院). In addition, the Group also designs and implements specialized training for its nurses and medical assistants to improve their respective professional skills and foster their professional career path.

As at December 31, 2023, none of the Group's employees had negotiated with them on the employment terms through the labor unions or in a way of collective bargaining and the Group had not experienced any major labor disputes or labor strikes that had interfered with its operations in any material respect.



DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Executive Directors

Mr. Zhang Bozhou (張波洲), aged 62, is the chairman of the Board, an executive Director and the chief executive officer of the Company and his main responsibilities include formulating development strategies and investment plans, setting annual business objectives and making decisions on the operations and management of the Group. Currently, he also serves as a director of Chaoju Medical Technology, Baotou Hospital, Hohhot Hospital, Chifeng Hospital, Beijing Chaoju and Tianjin Chaoju among the Company's principal subsidiaries along with a number of its other subsidiaries. Mr. Zhang Bozhou is a licensed ophthalmologist certified by the Personnel Department of Inner Mongolia. Mr. Zhang Bozhou is father of Mr. Zhang Guangdi and, brother of Ms. Zhang Xiaoli and Mr. Zhang Junfeng.

Mr. Zhang Bozhou has over 33 years of experience in the medical industry, focusing on ophthalmology. Mr. Zhang Bozhou has been the chairman of Beijing Chaoju since October 2014. Prior to that, he worked at various hospitals, including Baotou Hospital and Hohhot Hospital, between September 1990 and November 2015, during which he held various positions including physician and medical superintendent.

Mr. Zhang Bozhou graduated from Baotou Medical College (包頭醫學院) in Inner Mongolia, China with a bachelor's degree in clinical medicine in July 1990 and graduated from the Market Economy Academy (民營經濟研究院) of Peking University in Beijing, China under the elite leaders' business administration programme in June 2015.

Mr. Zhang Bozhou is also a well-regarded figure and has held positions at a number of public offices and charitable associations throughout his career. The following table summarizes his key involvement thereof:

Period	Position
November 2018–present	Vice president of the executive committee of the Inner Mongolia Federation of Industry and Commerce (內蒙古自治區工商聯)
May 2018–present	Council member and vice president (part-time) of the Red Cross Society of Inner Mongolia (內蒙古自治區紅十字會)
January 2018–present	Committee member of the 12th CPPCC in Inner Mongolia (內蒙古自治區政協)
January 2018–present	Representative of the 15th People's Congress of Hohhot
March 2016–present	Member of the Ophthalmology committee at the Chinese Non-Government Medical Institutions Association (中國非公立醫療機構協會眼科專業委員會)
November 2015–present	Vice president, committee member and then standing committee Member of Chinese Hospital Association Private Hospitals Management Branch (中國醫院協會民營醫院管理分會)
June 2013–present	Vice president, committee member of the Ophthalmology Committee at the Inner Mongolia Autonomous Region Medical Association (內蒙古自治區醫學會眼科學分會)

DIRECTORS AND SENIOR MANAGEMENT

Ms. Zhang Xiaoli (張小利), aged 63, is an executive Director and her main responsibilities include providing guidance on consultation of complicated diseases, overseeing medical quality assurance and optimization of medical procedures of the Group. Currently, she also serves as a director of Chaoju Medical Technology among the Company's principal subsidiaries along with a number of its other subsidiaries. Ms. Zhang Xiaoli is a licensed ophthalmologist certified by the Personnel Department of Inner Mongolia. Ms. Zhang Xiaoli is sister of Mr. Zhang Bozhou and Mr. Zhang Junfeng, and aunt of Mr. Zhang Guangdi.

Ms. Zhang Xiaoli has over 35 years of experience in the medical industry, focusing on ophthalmology. Prior to that from November 1988 to November 2015, Ms. Zhang Xiaoli held various positions at Baotou Hospital, including superintendent between January 2006 and November 2015, deputy superintendent between June 2001 and December 2005 and an attending physician between November 1998 and May 2001.

In addition to her work experiences, Ms. Zhang Xiaoli has held a number of positions at various public offices and medical associations. The following table summarizes her roles at such public offices and associations:

Period	Position
August 2019–present	Committee member at the ophthalmology medical equipment management branch of China Medicine Education Association (中國醫藥教育協會)
June 2018–present	Microsurgery professional committee member at the Microsurgery branch of Chinese Medical Doctor Association (中國醫師協會顯微外科分會)
October 2016–October 2020	Committee member of the Ophthalmology Committee of China Association of China Medicine (中華中醫藥學會眼科分會)
January 2018–present	Representative of the 13th People's Congress of Inner Mongolia (內蒙古自治區第十三屆人大代表)
June 2013–present	Standing committee member at the ophthalmology branch of Inner Mongolia Medical Doctor Association (內蒙古自治區醫師協會眼科醫師分會)

Ms. Zhang Xiaoli obtained a certificate from continuing education course provided by Baotou Medical College in Inner Mongolia, China specializing in clinical medicine in July 2000.



Mr. Zhang Junfeng (張俊峰), aged 58, is an executive Director and his primary responsibilities include supervising and reviewing the Group's business development and supply chain management. Currently, he also serves as a director of Chaoju Medical Technology among the Company's principal subsidiaries along with a number of its other subsidiaries. Mr. Zhang Junfeng is a licensed ophthalmologist certified by the Personnel Department of Inner Mongolia. Mr. Zhang Junfeng is brother of Mr. Zhang Bozhou and Ms. Zhang Xiaoli, and uncle of Mr. Zhang Guangdi.

Mr. Zhang Junfeng has approximately 34 years of experience in the medical industry, focusing on ophthalmology. He has been a director of Chaoju Medical Technology since November 2015. He served as the medical superintendent of Jiaying Hospital from October 2012 to October 2018, the medical superintendent of Ulanqab Hospital from November 2009 to September 2012 and the deputy medical superintendent of Hohhot Hospital from April 2004 to August 2009. Prior to that, from February 1990 to March 2004, he worked as an ophthalmologist at Inner Mongolia Autonomous Region Bayannur Wuyuan Eye Hospital (內蒙古自治區巴彥淖爾五原眼科醫院).

Mr. Zhang Junfeng graduated from Shanghai Jiaotong University in Shanghai, China under the CMBA programme in March 2014.

Mr. Zhang Guangdi (張光弟), aged 31, is an executive Director and his main responsibilities include assisting the facilitation of operation and related management plans of the Group. Currently, he also serves as a director of Chaoju Medical Technology among the Company's principal subsidiaries along with a number of its other subsidiaries. Mr. Zhang Guangdi is son of Mr. Zhang Bozhou, and nephew of Ms. Zhang Xiaoli and Mr. Zhang Junfeng.

Mr. Zhang Guangdi has been the investment manager at Beijing Chaoju since August 2021 preceded by his role as the director of operations at the refractive correction department at Hohhot Hospital. He was also employed as the general manager of Sihong Hospital from April 2018 to September 2019 and the assistant to general manager at Jiangsu Chaoju from July 2015 to April 2018.

Mr. Zhang Guangdi graduated from Inner Mongolia University (內蒙古大學) in Inner Mongolia, China with a bachelor's degree in financial management in June 2014.

Non-executive Directors

Mr. Richard Chen Mao, aged 55, has been a non-executive Director since the Listing Date and his main responsibilities include providing professional advice and judgement to the Board. Currently, he also serves as a director of Chaoju Medical Technology among the Company's principal subsidiaries along with a number of its other subsidiaries.

Mr. Richard Chen Mao has over 17 years of experience in finance and investment matters, with a focus in the medical industry. Outside of the Group, Mr. Richard Chen Mao has been the managing director of Orchid Asia Investment Consulting Shanghai Co., Ltd. (蘭馨亞洲投資諮詢(上海)有限公司) since March 2015. Prior to that, he worked in Johnson & Johnson Medical (Shanghai) Ltd. (強生(上海)醫療器械有限公司) from February 2006 to October 2014, where his last position was a senior director and he supervised the development of new business. From 1995 to 2006, Mr. Richard Chen Mao successively worked in various managing positions in finance, commerce and investment at General Electric Company (通用電氣公司).

Mr. Richard Chen Mao graduated from the University of Wisconsin-Madison in Wisconsin, United States with a bachelor's degree in business administration in December 1994.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Li Zhen (李甄), aged 45, has been a non-executive Director since the Listing Date and his main responsibilities include providing professional advice and judgement to the Board. Currently, he also serves as a director of Chaoju Medical Technology among the Company's principal subsidiaries along with a number of its other subsidiaries.

Mr. Li Zhen has over 15 years of experience in investment management matters. Since January 2008, he has been working at FountainVest Partners and currently serves as its Managing Director. Prior to that, from July 2005 to December 2007, he was a senior associate at the Shanghai branch of Temasek Holdings Private Limited. He has been a director of LBX Pharmacy Chain Joint Stock Company (a company listed on the Shanghai Stock Exchange, stock code: 603883) since April 2022. Prior to that, he served as a director of Antengene Corporation Limited (a company listed in the Stock Exchange with stock code 6996) from February 2019 to June 2021.

Mr. Li Zhen obtained his Bachelor's degree in laws and Master's degree in economics from Fudan University (復旦大學) in Shanghai, China in July 2000 and June 2005, respectively. He graduated with an Executive of Business Administration degree from China Europe International Business School in Shanghai, China (中歐國際工商學院) in September 2012.

Ms. Zhang Li (張麗), aged 36, has been a non-executive Director since June 12, 2023 and her main responsibilities include providing professional advice and judgement to the Board.

Ms. Zhang Li has over 10 years of experience in wealth management matters. Apart from the Group, Ms. Zhang Li has been acting as a vice president of investor relations and a manager of post-investment management at Riverhead Capital Investment Management Co., Ltd. (陽光融匯資本投資管理有限公司) since September 2018. Prior to that, she worked at Sunshine Life Insurance Corporation Limited (陽光人壽保險股份有限公司) between June 2013 and August 2018, primarily responsible for management reporting and group accounting.

Ms. Zhang Li obtained a bachelor's degree in accounting from Shandong University of Finance and Economics (山東財經大學) in China in July 2010 and a master's degree in finance from Beijing Technology and Business University (北京工商大學) in June 2013.

Independent non-executive Directors

Mr. He Mingguang (何明光), aged 54, has been an independent non-executive Director since the Listing Date and his main responsibilities include supervising and providing independent judgement to the Board.

Mr. He Mingguang has over 30 years of experience in the medical and academic industry, focusing on ophthalmology. He is currently a professor of ophthalmic epidemiology at the University of Melbourne (墨爾本大學), positions which he has held since October 2014. He has also been working at the Zhongshan Ophthalmic Centre of Sun Yat-Sen University (中山大學) since July 1993 and currently serves as a professor of ophthalmology.

Mr. He Mingguang is also a recipient of several research funding throughout the course of his career for his research including "Artificial intelligence in ophthalmology: from data to algorithm and real-world application" funded by the National Health and Medical Research Council in Australia in 2020, "Integration of retinal photography and artificial intelligence to build opportunistic screening services in primary care settings" funded by the Medical Research Future Fund in Australia in 2017 and "Development of an automated web-based screening system for eye diseases" funded by Bupa in Australia in 2016.

Mr. He Mingguang graduated from Sun Yat-Sen Medicine University (中山醫科大學), which was subsequently merged to Sun Yat-Sen University (中山大學), in Guangzhou, China with a bachelor's degree in medicine in July 1993 and a doctoral degree in ophthalmology in June 2005. After that, he graduated from The John Hopkins University in the United States with a master's degree in public health in May 2001 and University College of London in the United Kingdom with a doctoral degree in philosophy in November 2006.



Ms. Guo Hongyan (郭紅岩), aged 59, has been an independent non-executive Director since the Listing Date and her main responsibilities include supervising and providing independent judgment to the Board.

Ms. Guo Hongyan has over 31 years of experience in the legal and academic industry. She has been employed by the China University of Political Science and Law (中國政法大學) since April 1992, and is currently a professor and doctoral advisor director at the international public law research center. She has also been a part-time lawyer at the Beijing office of Yingke Law Firm (盈科律師事務所) since July 2021, preceded by her role as a part-time lawyer at Beijing Tiantai Law Firm (北京天馳君泰律師事務所) from May 2017 to June 2021.

Prior to that, from March 2011 to February 2016, Ms. Guo Hongyan was the visiting professor and deputy director at the international environmental law research center at the China University of Political Science and Law, and from December 2013 to October 2014, she served as the Asia regional organizational officer at the space law moot court of the International Institute of Space Law (國際空間法學會空間法模擬法庭). Since September 2012, Ms. Guo Hongyan worked as the deputy director at the China University of Political Science and Law branch of Collaborative Innovation Center for Territorial Sovereignty and Maritime Rights (國家領土主權與海洋權益協同創新中心).

Ms. Guo Hongyan graduated from the China University of Political Science and Law (中國政法大學) in Beijing, China with a bachelor's degree in law in July 1987 and a master's degree in private international law in January 1992. She later obtained a master's degree of laws in international and comparative law from Chicago-Kent College of Law at Illinois Institute of Technology in Chicago, United States in December 2009. She obtained her doctoral degree in international law from China University of Political Science and Law in June 2011.

Mr. Li Jianbin (李建濱), aged 45, has been an independent non-executive Director since the Listing Date and his main responsibilities include supervising and providing independent judgment to the Board.

Mr. Li Jianbin has over 22 years of experience in tax advisory and investment matters. He is currently serving as the managing partner at the strategic investment department of Beijing Xiaomi Mobile Software Co., Ltd. (北京小米移動軟件有限公司), a position he has held since April 2020, and prior to that, between December 2017 and April 2020, he was the vice president of the finance department where he was responsible for optimizing the capabilities of the group's finance department, managing its tax matters and overseeing its merger and acquisition projects. From July 2001 to November 2017, he held various positions at PricewaterhouseCoopers Consultants (Shenzhen) Limited Beijing Branch (普華永道諮詢(深圳)有限公司北京分公司), where his last position was tax and commercial advisory partner.

Mr. Li Jianbin graduated with bachelor's degrees in laws and economics from Peking University (北京大學) in Beijing, China in July 2001. He has been a member of The Chinese Institute of Certified Public Accountants since September 2010 and a member of the China Certified Tax Agents Association since March 2013 and received his PRC lawyer's practicing licence issued by the Ministry of Justice of the People's Republic of China in February 2007.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Bao Shan (寶山), aged 52, has been an independent non-executive Director since the Listing Date and his main responsibilities include supervising and providing independent judgment to the Board.

Mr. Bao Shan has over 23 years of experience in management advisory matters. He joined Alliance PKU Management Consultants Ltd. (北京北大縱橫管理諮詢有限責任公司) in May 2005, and is currently serving as the senior vice president. Prior to that, from October 2002 to May 2005, he was a partner at Beijing Fengshou Management Consultancy Co., Ltd. (北京豐收管理諮詢有限公司). From July 2000 to October 2002, he was employed as a manager at the marketing department of Tsinghua Tongfang Artificial Environment Co., Ltd. (同方人工環境有限公司).

Mr. Bao Shan graduated from Renmin University of China (中國人民大學) in Beijing, China with a master's degree in business administration in July 1998. He subsequently received a doctor's degree in national economics from the Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院) in Beijing, China in June 2016.

SENIOR MANAGEMENT

Mr. Zhang Bozhou (張波洲) is the chairman of the Board, an executive Director and the chief executive officer of the Company. Please see “– Directors – Executive Directors” for details of his background.

Ms. Xie Chun (解淳), aged 42, has joined the Group since January 2022 as the secretary to the Board, mainly responsible for the company secretarial work and regulatory compliance affairs of the Group. In June 2022, Ms. Xie has been appointed as the chief strategy officer and a joint company secretary of the Company.

Ms. Xie Chun has over 20 years of experience in the fields of law, finance and investment. Prior to joining the Group, Ms. Xie Chun was the vice president of Zhongqinhe Asset Management Co., Ltd.* (中勤和資產管理有限公司) from November 2019 to January 2022, responsible for equity investment and internal control. Ms. Xie Chun also served as the vice president of finance in Jilin Changjiu Industrial Group Co., Ltd.* (吉林省長久實業集團有限公司) (the holding company of Beijing Changjiu Logistics Corp.* (北京長久物流股份有限公司 (Shanghai Stock Exchange stock code: 603569)) from October 2013 to October 2019, responsible for strategic investment, capital operation and financial business, preceded by her roles as the vice president and board secretary of Xi'an Xidianjietong Radio Network Co., Ltd.* (西安西電捷通無線網絡通信股份有限公司) from July 2010 to October 2013, responsible for securities, investment, legal and intellectual property affairs. Earlier on in her career, Ms. Xie Chun served as the head of the capital market department of Zhong Yin Law Firm from June 2005 to June 2010 with a focus on securities and capital market business.

Ms. Xie Chun obtained her bachelor's degree in law from Zhongnan University of Economics and Law in June 2003. Ms. Xie Chun has also obtained the board secretary qualification issued by the Shenzhen Stock Exchange in October 2011.

Ms. Fu Jin (符錦), aged 41, has joined the Group since April 2023 and is the chief financial officer of the Company, and is primarily responsible for supervising and overseeing the overall financial operations of the Group, including financial management, financing and investing activities and strategic financial planning. Ms. Fu graduated from the University of International Business and Economics with a Bachelor in Business Administration in 2004 and has nearly 20 years of financial and accounting related experience.



Ms. Fu is a member of the Chinese Institute of Certified Public Accountants, and a certified management accountant by the Institute of Certified Management Accountants. Prior to joining the Group, Ms. Fu worked at New Frontier Health Corporation (New York Stock Exchange stock code: NFH), the operator of United Family Healthcare, which is the largest high-end and integrated healthcare services platform in China. She had been the Vice President of finance and Chief Accounting Officer of United Family Healthcare since September 2019 and was primarily involved in the acquisition of United Family Healthcare by New Frontier Health Corporation and privatisation transactions of the Company. From August 2004 to July 2016, she worked for Ernst & Young Hua Ming LLP and Deloitte Touche Tohmatsu Certified Public Accountants LLP, Beijing Branch and was engaged in a number of financial advisory projects related to audit and assurance, capital market transactions and mergers and acquisitions to advise corporate clients, such as listed companies and multinational groups.

Ms. Yang Yajun (楊亞軍), aged 53, is the chief medical officer of the Company, and her main responsibilities include medical quality control, supply chain management, human resource management and information management of the Group. Ms. Yang was appointed as the chief medical officer of the Group in December 2017. Prior to that, she served as the director of medical quality department of Beijing Chaoju from July 2015 to December 2017 where she was responsible for medical quality control, infection management control and services management of the hospitals. Ms. Yang Yajun is a licensed ophthalmologist as certified by the Personnel Department of Hebei.

Ms. Yang Yajun has over 31 years of experience in the medical industry, focusing on ophthalmology. Previously, from June 2005 to December 2014, Ms. Yang Yajun successively served as the attending physician, associate-chief physician, chief physician, business director and the medical superintendent of Chifeng Hospital. Outside of the Group, she was employed as an ophthalmologist at the Huailai Eyecare Hospital in Hubei (河北懷來縣眼科醫院) between June 2000 and May 2005. Prior to that, she worked as a physician in Zhangjiakou No. 4 Hospital (張家口第四醫院) from July 1992 to June 2000, where she was responsible for providing ophthalmic clinic care.

Ms. Yang Yajun obtained her associate diploma in clinical medicine and bachelor's degree in clinical medicine from Hebei North University (河北北方學院) (formerly known as Zhangjiakou Medical College (張家口醫學院)) in Hebei, China in July 1992 and June 2003, respectively. She has been a standing member of the ophthalmologist branch of the Inner Mongolia Medical Association since November 2016 and a standing committee member of the ophthalmology committee of China Association of Non-public Medical Institutions since July 2018. From 2016, for four consecutive years, Ms. Yang Yajun was awarded as the outstanding person of the year by the Asian Foundation for the Prevention of Blindness.

Mr. Liu Hongyan (劉洪雁), aged 54, is the chief operating officer of the Company, and his main responsibilities include marketing and overall business development of the Group, establishing sales strategies and policies, organizing operational management, assisting the chief executive officer in setting business development plans and evaluating the Group's business performance. Mr. Liu Hongyan was appointed as the chief operating officer of the Group in November 2017. Prior to that, Mr. Liu Hongyan served as the director of operation department of Beijing Chaoju from January 2017 to November 2017 where he was responsible for the preparation and implementation of operational targets of the Group's operating entities.

Mr. Liu Hongyan has approximately 22 years of experience in sales and marketing matters, particularly in the medical and pharmaceutical industry. Prior to joining the Group, between June 2006 and June 2014, Mr. Liu Hongyan served as the national sales manager for Alcon (China) Ophthalmic Product Co., Ltd. (愛爾康(中國)眼科產品有限公司). Before that, from June 1999 to May 2006, he worked at Yanlijian (Hangzhou) Pharmacy Co., Ltd. (眼力健(杭州)製藥有限公司) during which he successively served as the salesperson at the instrument department and the regional sales manager at the medical equipment department.

Mr. Liu Hongyan graduated from Yanshan University (燕山大學) in Hebei, China with a bachelor's degree and a master's degree in engineering in July 1992 and March 1995, respectively.

DIRECTORS' REPORT

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the Reporting Period.

PRINCIPAL ACTIVITIES

The Group is principally engaged in the (i) provision of in-patient and out-patient ophthalmic medical services in the PRC; and (ii) sales of optical products in the PRC.

Analysis of the principal activities of the Group during the year ended December 31, 2023 is set out in note 1 to the consolidated financial statements in this report.

A list of the Company's principal subsidiaries as at December 31, 2023, together with, among others, their dates and places of incorporation and particulars of their issued share capital, are set out in note 1 to the consolidated financial statements in this report.

BUSINESS REVIEW

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance, including a fair review of the Group's business, an analysis of the Group's financial performance, events affecting the Group that have occurred subsequent to the end of the financial year, and an indication of likely future development in the Group's business, are set out in the section headed "Management Discussion and Analysis" of this report. A description of the principal risks and uncertainties faced by the Group, key relationship between the Group and its employees, customers and suppliers, the environmental policies of the Group and compliance with the relevant laws and regulations which have significant impact are set out below.

PRINCIPLE RISKS AND UNCERTAINTIES

The Group's results of operations are subject to various factors with the key risks summarized below:

- Pricing controls and coverage limits under public health insurance programs may affect the pricing of the Group's services and products;
- The Group is exposed to inherent risks of patient complaints, medical disputes and legal proceedings arising from its operations. Any complaints from the Group's patients or any claims or accusations on malpractice, medical negligence or misconduct could result in significant costs, and may adversely affect the Group's reputation, business, financial condition, results of operations and prospects;
- Failure to implement the infection control policies and procedures may adversely affect the Group's operation and reputation;
- Opening new hospitals or optical centers could result in fluctuations in the Group's short-term financial performance;
- The development and uncertainties in the regulatory regimes for the ophthalmic services industry and the optical industry in the PRC could have a material adverse effect on the Group's business;
- The Group may be unable to fully recover its trade receivables; and
- The Group may incur impairment on its goodwill, and its results of operations and financial position may be adversely affected.



Since the above is not an exhaustive list, investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

For more details of other risks and uncertainties faced by the Group, please refer to the section headed “Risk Factors” of the Prospectus.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is subject to various PRC laws and regulations in relation to environmental protection matters and disposal of clinical waste. This includes medical sanitation, reduction of occupational hazards in hospitals, prevention of medical accidents, disease control, disposal of medical waste and discharge of waste water, pollutants and radioactive substances. The Group has formulated policies on medical waste disposal to ensure the proper classification, sterilization and storage, and the proper and timely disposal of medical waste. The Group has also put in place policies and procedures to protect the health and safety of the Group's staff on handling medical waste. During the Reporting Period, the businesses of the Group were in compliance in all material respects with applicable laws and regulations with regard to environmental protection.

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

For more details, please refer to the Environmental, Social and Governance Report, which will be published and made available on the websites of the Stock Exchange and the Company together with this report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

As far as the Board and management are aware, the Group has complied in all material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended December 31, 2023, there was no material breach of, or non-compliance with, applicable laws and regulations by the Group.

RESULTS AND FINAL DIVIDEND

The results of the Group for the year ended December 31, 2023 are set out in the consolidated financial statements of this report. The Board recommended the payment of a final dividend of HK\$0.2208 per Share (2022: HK\$0.1738 per Share) and a special dividend of HK\$0.0767 per Share for the year ended December 31, 2023.

The Group is not aware of any arrangement under which a Shareholder has waived or agreed to waive any dividend.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from June 3, 2024 to June 6, 2024, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on May 31, 2024.

The register of members of the Company will be closed from June 14, 2024 to June 18, 2024, both days inclusive, in order to determine the identity of the Shareholders who are entitled to the proposed final dividend and special dividend, during which period no share transfers will be registered. To be eligible to receive the proposed final dividend and special dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on June 13, 2024.

RELATIONSHIPS WITH KEY STAKEHOLDERS

The Group actively communicates with stakeholders such as patients/customers, employees, investors and shareholders, governments and regulatory agencies, suppliers and partners, and attaches great importance to the suggestions and feedback of stakeholders, and regards them as an important basis for the Group to improve operation management and sustainable development standards. To fully listen to the voices of the stakeholders, the Group has established a variety of communication channels to ensure open and transparent information and efficient communication processes.

The Group is fully aware that communication with stakeholders is an important and continuous process. In the future, the Group will continue to improve the communication mechanism, actively respond to the demands of the stakeholders, optimize the management and operation standards of the Company, and enhance the sustainable development performance of the Group.

Shareholders

The Group recognizes the importance of protecting the interests of the Shareholders and of having effective communication with them. The Group believes communication with the Shareholders is a two-way process and have thrived to ensure the quality and effectiveness of information disclosure, maintain regular dialogue with the Shareholders and listen carefully to the views and feedback from the Shareholders. This has been and will be done through general meetings, corporate communications, interim and annual reports and results announcements.

Staff

The Group understands that employees are its valuable assets, and the realization and enhancement of employees' values will facilitate the achievement of the Group's overall goals. The Group has been working hard to provide employees with competitive remuneration packages and attractive promotion opportunities. The Group provides structured training and education programs which enables its employees to consistently deliver high quality services. The Group will continue to actively attract and recruit more talents, and enhance the overall level of the Group's talent team through performance related remuneration packages, on-the-job training programs and promotion opportunities. As at December 31, 2023, the percentage of female employees at the Group is approximately 40% and the percentage of male employees is approximately 60%, details of which are set out in the Environmental, Social and Governance Report, which will be published and made available on the websites of the Stock Exchange and the Company together with this report. The Group will continue to strive for gender diversity and maintain the female-to-male ratio in its workforce.

Patients and Customers

The Group considers patient satisfaction as its priority. As an ophthalmic medical service provider, the Group is committed to serving its patients to the best of its ability and continually enhancing the level of service excellence. The Group has embraced new media platforms as an effective communication channel with its patients to collect feedbacks and help us identify areas for further improvement.

Suppliers

The Group believes that its suppliers are equally important in providing high-quality medical services. The Group has a centralized procurement management department to achieve economies of scale and better control the quality of the medical equipment, pharmaceuticals, medical consumables and optical products it procures. The Group selects its suppliers based on stringent criteria and applicable laws and regulations to ensure the quality of its supplies. When selecting suppliers, the Group performs assessment based on various criteria, including quality and source of products, reputations in the industry, price and delivery time. The suppliers are required to possess all accreditation, qualifications, licenses and permits necessary to conduct their operations.



For the year ended December 31, 2023, there was no significant and material dispute between the Group and its stakeholders.

FINANCIAL SUMMARY

A summary of the Group's results, assets and liabilities for the last five financial years are set out on page 4 of this report. This summary does not form part of the audited consolidated financial statements.

PROCEEDS FROM GLOBAL OFFERING AND ITS UTILIZATION

The Company issued 137,500,000 Shares in the Global Offering at HK\$10.60 per Share which were listed on the Main Board of the Stock Exchange on July 7, 2021 and subsequently issued 20,125,000 Shares at HK\$10.60 per Share on August 3, 2021 upon partial exercise of the over-allotment option.

The net proceeds from the Global Offering received by the Company, after deduction of the underwriting fees and commissions and other expenses payable by the Company in connection with the Global Offering, were approximately HK\$1,599 million. As disclosed in the Prospectus, the Company intended to use the net proceeds from the Global Offering for the following purposes: (i) approximately 35.8% of the net proceeds is intended to be used for the establishment of new hospitals and the relocation, upgrade and renovation of existing hospitals; (ii) approximately 44.8% of the net proceeds is intended to be used for acquiring hospitals, when appropriate opportunities arise, in new markets with sizable population and relatively high level of demand for ophthalmic healthcare services; (iii) approximately 9.4% of the net proceeds is intended to be used for upgrading information technology systems; (iv) approximately 10.0% of the net proceeds is intended to be used for working capital and other general corporate purposes. For the year ended December 31, 2023, the Group utilized HK\$285.73 million of the net proceeds from the Global Offering. The Group had utilized an aggregate of approximately HK\$707.98 million of the net proceeds as at December 31, 2023 according to the intentions set out in the Prospectus. With a view to enhancing the utilisation and efficiency of its idle IPO Proceeds, the Company has applied some of the idle IPO Proceeds to further subscribe for low-risk short-term wealth management products issued by reputable commercial banks, thereby increasing the overall income of the Company. The unutilized net proceeds in the amount of HK\$891.02 million as at December 31, 2023 are expected to be utilized as set out on the Prospectus. The Group has been proactively seeking business development opportunities after the listing. However, due to, among other things, the change of market conditions and the lack of suitable targets, the timeline for the use of proceeds in relation to (i) the establishment of new hospitals and the relocation, upgrade and renovation of existing hospitals; (ii) acquiring hospitals for ophthalmic healthcare services; and (iii) upgrading information technology systems had been delayed from the original timeline planned. As additional time is required for utilizing the proceeds for the abovementioned expansion and development plan, the Board resolved on March 26, 2024 to revise the expected timeline for the use of the unutilized net proceeds from the Global Offering. The following table sets out the planned applications of the net proceeds, the actual usage of the net proceeds as at December 31, 2023, as well as the updates on the expected timeline for utilization of the remaining funds:

DIRECTORS' REPORT

Use of Proceeds	Net Proceeds from the Global Offering HK\$ million	Percentage of the net proceeds from the Global Offering	Utilized during the year ended December 31, 2023 HK\$ million	Utilized as at December 31, 2023 HK\$ million	Unutilized amount as at December 31, 2023 HK\$ million	Expected timeline for utilization (as disclosed in the 2023 Interim Report)	Updated timeline for utilization ⁽¹⁾⁽²⁾
Establishment of new hospitals and the relocation, upgrade and renovation of existing hospitals	572.44	35.8%	56.72	182.59	389.85	From July 2021 to June 2024	Expected to be fully utilized on or before December 31, 2025
Acquiring hospitals, when appropriate opportunities arise, in new markets which has sizable population and relatively high level of demand for ophthalmic healthcare services	716.35	44.8%	209.88	331.54	384.81	From July 2021 to June 2024	Expected to be fully utilized on or before December 31, 2025
Upgrading information technology systems	150.31	9.4%	16.02	33.95	116.36	From July 2021 to December 2023	Expected to be fully utilized on or before December 31, 2025
Working capital and other general corporate purposes	159.90	10.0%	3.11	159.90	–	From July 2021 to June 2023	–
Total	1,599.00	100.0%	285.73	707.98	891.02		

Note:

- (1) The expected timeline for utilizing the remaining net proceeds is made based on the best estimation of the Company taking into account, among others, the prevailing and future market conditions and business development and need, and is therefore subject to change.
- (2) The Board considers that the extension of the expected timeline for full utilization of the proceeds will not have any material adverse impact on the existing business and operations of the Group and is in the best interest of the Company and its shareholders as a whole. Save as disclosed in this report, there are no other changes to the plan for utilizing the proceeds.

The Board will continuously assess the plans for the use of the unutilized proceeds and may revise or amend such plans where necessary to cope with, among other things, the changing market conditions in order to strive for a better performance of the Group.

MAJOR CUSTOMERS AND SUPPLIERS

Major Customers

The Group's customer base substantially consists of individual customers. For the year ended December 31, 2023, the Group's largest customer or the five largest customers in aggregate contributed less than 1.0% of the Group's total revenue.



Major Suppliers

For the year ended December 31, 2023, the Group's purchases from its five largest suppliers accounted for 56.1% (2022: 49.6%) of the Group's total purchases, and the Group's purchases from its single largest supplier accounted for 23.0% (2022: 17.0%) of the Group's total purchases.

As at the date of this report, all of the Group's five largest customers and suppliers during the Reporting Period were Independent Third Parties, and to the best of the knowledge of the Directors, none of the Directors, their respective associates or any Shareholder who owned more than 5% of the Company's issued share capital had any interest in any of the Group's five largest customers and suppliers.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of movements in the share capital of the Company during the year December 31, 2023 are set out in note 30 to the consolidated financial statements.

CAPITAL STRUCTURE

The shares of the Company were listed on the Main Board of the Stock Exchange on July 7, 2021, and 137,500,000 Shares were issued at the offer price of HK\$10.60 per Share by way of Global Offering. Subsequently, the Company announced that the over-allotment option described in the Prospectus was partially exercised on August 3, 2021, in respect of an aggregate of 20,125,000 Shares. Subsequently, pursuant to the share repurchase mandate approved by the Shareholders at the AGM held on June 6, 2023, the Company repurchased a total of 98,500 Shares from the open market. Details of the repurchases are summarized as follows:

Repurchase date	Price per share		Number of shares HK\$	Total consideration
	Highest price HK\$	Lowest price HK\$		
January 12, 2024	4.38	4.20	49,000	211,265
January 15, 2024	4.28	4.24	49,500	210,935

All the above repurchased shares of the Company have been cancelled on January 25, 2024. As at the date of this report, the issued share capital of the Company was reduced by the nominal value of the repurchased shares. The premium paid on repurchase was charged against the share premium of the Company. The Board considers that the repurchase can benefit the shareholders of the Company as a whole by enhancing the earnings per share. Save as disclosed above, the Group had not redeemed, sold or repurchased any listed securities of the Company during the year ended December 31, 2023 and up to the date of this report.

The share capital of the Group only comprises ordinary shares. As at the date of this report, the total issued share capital of the Company was HKD380,000 divided into 1,520,000,000 Shares.

DIRECTORS' REPORT

The capital structure of the Group was 18.6% debt and 81.4% equity as at December 31, 2023, compared with 15.6% debt and 84.4% equity as at December 31, 2022.

RESERVES

Details of the changes in the Group's reserves during the year ended December 31, 2023 are set out in note 32 to the consolidated financial statements.

As at December 31, 2023, the Company's reserves available for distribution amounted to approximately RMB1,682.7 million (as at December 31, 2022: RMB1,614.2 million). Details of the Group's reserves available for distribution to the Shareholders as at December 31, 2023 are set out in page 90 to the consolidated financial statements.

TAXATION

Tax position of the Company for the year ended December 31, 2023 is set out in note 11 to the consolidated financial statements.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief available to the Shareholders by reason of their holding of the Company's securities.

If the Shareholders are unsure about the taxation implications of purchasing, holdings, disposing of, dealing in, or the exercise of any rights in relation to the Shares, they are advised to consult an expert.

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at December 31, 2023 are set out in note 28 to the consolidated financial statements.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as otherwise disclosed in this report, the Group did not have any material acquisitions or disposal of subsidiaries or associated companies as at December 31, 2023 and the Company has no other future plans for material investments or capital assets.



DIRECTORS

The Directors during the Reporting Period and up to the date of this report are:

Executive Directors

Mr. Zhang Bozhou (張波洲) (*Chairman and Chief Executive Officer*)

Ms. Zhang Xiaoli (張小利)

Mr. Zhang Junfeng (張俊峰)

Mr. Zhang Guangdi (張光弟)

Non-executive Directors

Mr. Richard Chen Mao

Mr. Li Zhen (李甄)

Ms. Zhang Li (張麗) (*Appointed on June 12, 2023*)

Ms. Zhang Wenwen (張文雯) (*Resigned on June 12, 2023*)

Mr. Ke Xian (柯鑒) (*Resigned on December 18, 2023*)

Independent Non-executive Directors

Mr. He Mingguang (何明光)

Ms. Guo Hongyan (郭紅岩)

Mr. Li Jianbin (李建濱)

Mr. Bao Shan (寶山)

Ms. Zhang Wenwen and Mr. Ke Xian have resigned as non-executive Directors of the Company due to their intention to pursue other personal commitment and interests.

In accordance with article 113 of the Articles of Association, Ms. Zhang Li, as a non-executive Director appointed by the Board as a replacement to the Board will hold office, and being eligible, has offered herself for re-election at the forthcoming AGM..

In accordance with article 109 of the Articles of Association, Mr. He Mingguang, Ms. Guo Hongyan, Mr. Li Jianbin and Mr. Bao Shan shall retire by rotation, and being eligible, have offered themselves for re-election at the forthcoming AGM.

Details of the Directors to be re-elected at the AGM are set out in the circular to the Shareholders dated April 26, 2024.

DIRECTORS' REPORT

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 29 to 35 of this report.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of the Directors (including non-executive Directors) has entered into a service contract or an appointment letter with the Company, under which they agreed to act as Directors. The principal particulars of these service contracts and letters of appointment are: (a) for a term of three years or until the third AGM of the Company since their respective date of appointment; and (b) are subject to termination in accordance with their respective terms. The terms of the service contracts or the letters of appointment may be renewed in accordance with the Articles of Association and the Listing Rules.

The appointments are subject to the provisions of retirement and rotation of Directors under the Articles of Associations and the Listing Rules.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with any member of the Group which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

REMUNERATION POLICY

As at December 31, 2023, the Group had 2,597 full-time employees, among which, 1,428 were professionals at the hospitals, 94 were professionals at the optical centers and 1,075 were administrative, finance and other employees at the Group's headquarters, hospitals and optical centers. In addition, the Group also had 66 multi-site practice physicians who were full-time employees of other medical institutions. Total staff remuneration expenses including Directors' remuneration in 2023 amounted to RMB377.8 million (2022: RMB275.0 million). Remuneration is determined with reference to professional seniority and experience, education background, quality of services rendered, revenue contribution and research and training contributions of the staff concerned and in accordance with the prevailing industry practice. On top of basic salary, other employee benefits primarily include social insurance and housing provident contributions made by the Group, performance-based incentive bonus and discretionary year-end bonus.

The Group enters into employment contracts with all of its full-time employee. The Group provides in-house and external training and education programs to enable its employees to consistently deliver high quality services and keep abreast of the latest development in the ophthalmology industry. The remuneration packages for its employees primarily comprise one or more of the following elements: basic salary, performance-based incentive bonus and discretionary year-end bonus. The Group also sets performance targets for its employees based on their position and regularly review their performance, the results of which are used in their annual salary review and promotion appraisal. The remuneration of the Directors is reviewed by the Remuneration Committee and approved by the Board. The relevant Director's experience, duties and responsibilities, time commitment, the Company's performance and the prevailing market conditions are taken into consideration in determining the emolument of the Directors. The Group believes it has maintained good relationships with its employees. As at the date of this report, none of the Group's employees had negotiated with them on the employment terms through the labor unions or in a way of collective bargaining and the Group had not experienced any major labor disputes or labor strikes that had interfered with its operations in any material respect.



SHARE SCHEMES

Share Award Scheme

The Scheme was approved and adopted by the Board on May 10, 2022 (“**Adoption Date**”). The following is a summary of the principal terms of the Scheme but does not form part of, nor was it intended to be, part of the Scheme nor should it be taken as affecting the interpretation of the rules of the Scheme:

(1) Purpose of the Scheme

The purposes and objectives of the Scheme are to (i) recognize and motivate the contribution of certain employees of the Group; (ii) incentivize them and help the Group in retaining its existing employees and attracting and recruiting suitable personnel as additional employees to further the operation and development of the Group; and (iii) provide them with a direct economic interest in attaining the long-term business objectives of the Group.

(2) Eligibility of Participation in the Scheme

The following classes of persons (the “**Eligible Persons**”) (excluding the Excluded Persons) are eligible for being elected to be Selected Person for participation in the Scheme:

- (i) any employee or director of the Company or any of its subsidiaries (including persons who are granted Shares under the Scheme as an inducement to enter into employment contracts with these companies);
- (ii) any employee or director of a Related Entity; and
- (iii) any person who provides services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are material to the long-term growth of the Group.

(3) Total number of Shares to be granted

The Board shall not make any further award which will result in:

- (i) the aggregate number of the Shares awarded by the Board under the Scheme exceeding 10% of the issued share capital of the Company as at the Adoption Date (i.e. 70,762,500 Shares); and
- (ii) the aggregate number of the Shares held by public Shareholders falls below the minimum percentage as prescribed under the Listing Rules.

Pursuant to the Scheme, awarded Shares can be satisfied by (i) new Shares to be subscribed by the trustee of the Scheme (the “**Trustee**”) under the Company’s available general mandate or under a specific mandate approved or to be approved by the Shareholders; or (ii) Shares purchased by the Trustee in the open market as directed by the Board.

As at the date of issuing this report, the total number of shares available for issue under the Scheme is 57,582,716 Shares, representing approximately 8.14% of the issued shares of the Company on the even date.

(4) Maximum entitlement of each Selected Person

The maximum number of Shares which may be awarded to each Selected Person under the Scheme shall not exceed 1% of the issued share capital of the Company as at the Adoption Date (i.e. 7,076,250 Shares).

(5) Administration of the Scheme

The Scheme shall be subject to the administration of the Board and the Trustee in accordance with the rules of the Scheme, the terms of the trust deed entered into between the Company and the Trustee (the “**Trust Deed**”) and all applicable laws and regulations. The Board shall have the absolute power to interpret the Scheme Rules or any part thereof. The Board may delegate and authorize any committee, sub-committee or person to administer the Scheme in accordance with its rules.

The Board may, from time to time at its absolute discretion, select any Eligible Persons for participation in the Scheme as a Selected Person, make an offer to the Selected Persons and grant award shares to such Selected Persons.

(6) Vesting Period of award Shares under the Scheme

Vesting shall only occur upon satisfaction (or where applicable, waiver by the Board) of the conditions imposed by the Board. The Trustee shall transfer the relevant award Shares to the relevant Selected Person as soon as practicable after the Vesting Date if no event of lapse occurs on or before the vesting date.

(7) Consideration for acceptance

There is nil consideration for any acceptance of the relevant award Shares by the Selected Persons.

(8) Life of the Scheme

The Scheme shall be valid and effective for a term of 10 years commencing from the Adoption Date, subject to the occurrence of any of the following terminating events (whichever is earlier):

- (i) the Board gives not less than 3 months' prior notice in writing to the Trustee and all Selected Persons to terminate the Scheme; or
- (ii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company).

During the Reporting Period, a total of 13,396,724 award Shares were granted under the Scheme and a total of 51,630 award Shares were lapsed. Details of the movements of the award Shares granted under the Scheme during the Reporting Period are set out in note 31 to the condensed consolidated financial statements of this report.

As at the date of this report, the trustee of the Share Award Scheme held 7,690,000 Shares.

The total number of Shares available for grant under the Scheme as at January 1, 2023 and December 31, 2023 was 70,762,500 Shares and 57,417,406 Shares, representing 10% and approximately 8.12% of the issued share capital of the Company as at the date of this report respectively.



The table below shows details of the award Shares granted under the Scheme during the Reporting Period:

Name/ category	Position/ description	Grant date	Purchase price per Share (HKD)	Number of awarded Shares held at 1 January 2023	New grants during the reporting period	Number of Shares vested during the reporting period	Weighted average closing price of Shares immediately before the vesting date (HKD)	Unvested Shares as at 12 December 2023	Closing price of the Shares immediately before the grant date (HKD)	Awards cancelled during the reporting period	Awards lapsed during the reporting period	Vesting period ⁽¹⁾	Fair value of awarded Shares at the date of grant (HKD) ⁽²⁾
Zhang Bozhou	Executive Director and Chief Executive Officer	June 14, 2023	1.00	-	333,910	-	-	333,910	4.31	-	-	10 months – 3 years	1,402,422
Zhang Junfeng	Executive Director	June 14, 2023	1.00	-	80,640	-	-	80,640	4.31	-	-	10 months – 3 years	338,688
Zhang Xiaoli	Executive Director	June 14, 2023	1.00	-	100,000	-	-	100,000	4.31	-	-	10 months – 3 years	420,000
Zhang Guangdi	Executive Director	June 14, 2023	1.00	-	49,180	-	-	49,180	4.31	-	-	10 months – 3 years	206,556
Zhang Fengsheng	Substantial Shareholder	June 14, 2023	1.00	-	83,470	-	-	83,470	4.31	-	-	10 months – 3 years	350,574
Zhang Jiao	Associate of Zhang Bozhou	June 14, 2023	1.00	-	74,960	-	-	74,960	4.31	-	-	10 months – 3 years	314,832
He Yong	Associate of Zhang Xiaoli	June 14, 2023	1.00	-	83,470	-	-	83,470	4.31	-	-	10 months – 3 years	350,574
212 employee participants	-	June 14, 2023	Nil-1.00	-	12,071,094	-	-	12,019,464	4.31	-	51,630	10 months – 3 years	50,698,594.80
5 service providers	-	June 14, 2023	Nil-1.00	-	520,000	-	-	520,000	4.31	-	-	10 months – 3 years	2,184,000
Total:				-	13,396,724	-	-	13,345,094		-	51,630		

Name/ category	Grant date	Purchase price per Share (HKD)	Number of awarded Shares held at 1 January 2023	New grants during the reporting period	Number of Shares vested during the reporting period	Weighted average closing price of Shares immediately before the vesting date (HKD)	Unvested Shares as at 12 December 2023	Closing price of the Shares immediately before the grant date (HKD)	Awards cancelled during the reporting period	Awards lapsed during the reporting period	Vesting period ⁽¹⁾	Fair value of awarded Shares at the date of grant (HKD) ⁽²⁾
The five highest paid individuals for the year ended December 31, 2023	June 14, 2023	Nil-1.00	-	1,199,134	-	-	1,199,134	4.31	-	-	10 months – 3 years	5,036,362.8
The other grantees (other than the five highest paid individuals for the year ended December 31, 2023)	June 14, 2023	Nil-1.00	-	12,197,590	-	-	12,145,960	4.31	-	51,630	10 months – 3 years	51,229,878
Total:			-	13,396,724	-	-	13,345,094		-	51,630		

Notes:

- (1) The vesting of the award Shares shall be subject to certain vesting conditions based on a set of indicators that are linked with, and subject to, the results of individual performance assessments carried out by the Group for each grantee under the Scheme and the

DIRECTORS' REPORT

achievement of the overall performance of the Group by the grantees.

- (2) The fair value of awarded Shares at the date of grant was approximately HK\$4.20 per Share, being the closing price of the Shares at the date of grant.

Share Option Scheme

The Company has not adopt any share option scheme.

PENSION AND EMPLOYEE BENEFITS SCHEME

The employees' remuneration consists of salaries, bonuses, employees' provident fund, and social security contributions, other welfare payments and share-based compensation expenses. In accordance with applicable PRC laws, the Group made contributions to social security insurance funds (including pension plans, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance) and housing funds for its employees. Details of the retirement and employee benefits scheme of the Company are set out in note 7 to the consolidated financial statements.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to the factors set out in Rule 3.13 of the Listing Rules from each of the independent non-executive Directors and the Company considers such Directors to be independent from January 1, 2023 to December 31, 2023.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this report, none of the Directors had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party during the Reporting Period.

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at December 31, 2023, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

(i) Interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations

As at December 31, 2023, the interests or short positions of the Directors or chief executives in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code were as follows:

**Interest in Shares or Underlying Shares of the Company**

Name of Director	Nature of interest	Number of Shares or underlying Shares	Approximate percentage of shareholding interest
Zhang Junfeng	Beneficial owner; interests held jointly with another person; interests of controlled corporation	287,404,289 (L)	40.62%
Zhang Bozhou	Beneficial owner; interests held jointly with another person; interests of controlled corporation	287,404,289 (L)	40.62%
Zhang Xiaoli	Beneficial owner; interests held jointly with another person; interests of controlled corporation; Interests of spouse	287,404,289 (L)	40.62%
Zhang Guangdi	Beneficial owner	49,180 (L)	0.01%

Note: As at December 12, 2023, the Company had a total of 707,625,000 Shares in issue.

(ii) Interests in the Company's associated corporations

So far as the Directors are aware, as at the date of this report, the following persons were interested in 10% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any member of the Group (other than the Company):

Name of Director	Name of member of our Group	Approximate percentage of shareholding
Mr. Zhang Bozhou	Xiamen Xinkangnuo	26.64%
Ms. Zhang Xiaoli	Xiamen Xinkangnuo	29.03%
Mr. Zhang Junfeng	Xiamen Xinkangnuo	20.67%

Note: As at December 12, 2023, the Company had a total of 707,625,000 Shares in issue.

Save as disclosed above, as at December 31, 2023, so far as it was known to the Directors or chief executive of the Company, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was 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 taken under such provisions of the SFO), or required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES ON DEBENTURES

Save as otherwise disclosed in this report, at no time during the year ended December 31, 2023 was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

INTERESTS AND SHORT POSITIONS OF THE SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as the Directors are aware, as at December 31, 2023, the following persons had interest or a short positions in 5% or more of the issued shares and underlying shares which are required to be disclosed to the Company pursuant to the provisions of Parts 2 and 3 of Chapter XV of the SFO or which are required to be entered in the register of deposit of shares of the Company pursuant to the provisions of Section 336 of the SFO.

Name of Shareholder	Nature of interest	Number of Shares/ underlying Shares	Approximate percentage of shareholding interest in the Company	Long position/ Short position/ Lending pool
Mr. Zhang Bozhou ⁽¹⁾⁽²⁾	Beneficial owner; interests held jointly with another person; interests of controlled corporation	287,404,289	40.62%	Long position
Mr. Zhang Xiaoli ⁽¹⁾⁽³⁾	Beneficial owner; interests held jointly with another person; interests of controlled corporation; interests of spouse	287,404,289	40.62%	Long position
Mr. Zhang Junfeng ⁽¹⁾⁽⁴⁾	Beneficial owner; interests held jointly with another person; interests of controlled corporation	287,404,289	40.62%	Long position
Mr. Zhang Fengsheng ⁽¹⁾⁽⁵⁾	Beneficial owner; interests held jointly with another person; interests of controlled corporation	287,404,289	40.62%	Long position
Ms. Zhang Yumei ⁽¹⁾⁽⁶⁾	Interests held jointly with another person; interests of controlled corporation	287,404,289	40.62%	Long position
Ms. Zhang Hongbo ⁽⁷⁾	Interests of spouse	287,404,289	40.62%	Long position
Mr. He Yong ⁽⁸⁾	Beneficial owner; interests of spouse	287,404,289	40.62%	Long position
Ms Su Yuqin ⁽⁹⁾	Interests of spouse	287,404,289	40.62%	Long position
Ms. Li Furong ⁽¹⁰⁾	Interests of spouse	287,404,289	40.62%	Long position
Mr. Jin Longqi ⁽¹¹⁾	Interests of spouse	287,404,289	40.62%	Long position
Jutong Medical Management Co., Ltd	Beneficial owner	77,684,000	10.98%	Long position
Sihai Medical Management Co., Ltd	Beneficial owner	84,266,000	11.91%	Long position
Guangming Medical Management Co., Ltd	Beneficial owner	59,966,000	8.47%	Long position
Orchid Asia VII Global Investment Limited ⁽¹²⁾	Beneficial owner	75,465,000	10.66%	Long position
Ms. Lam Lai Ming ⁽¹²⁾	Interests of controlled corporation	75,465,000	10.66%	Long position
Mr. Gabriel Li ⁽¹²⁾	Interests of controlled corporation	75,465,000	10.66%	Long position
Ms. Zhang Wenwen ⁽¹³⁾	Interests of controlled corporation	35,699,000	5.04%	Long position
Mr. Xiao Feng ⁽¹⁴⁾	Interests of spouse	35,699,000	5.04%	Long position



Notes:

- (1) Mr. Zhang Bozhou, Ms. Zhang Xiaoli, Mr. Zhang Junfeng, Mr. Zhang Fengsheng and Ms. Zhang Yumei have entered into Acting-in-concert Agreement to acknowledge and confirm their acting-in-concert relationship in relation to the Company and irrevocably entrust Mr. Zhang Bozhou to exercise, at his discretion, their voting rights at the shareholders meetings of the Group. Under the SFO, Mr. Zhang Bozhou, Ms. Zhang Xiaoli, Mr. Zhang Junfeng, Mr. Zhang Fengsheng and Ms. Zhang Yumei are deemed to be interested in the Company's Shares which each other has interest in.
- (2) Mr. Zhang Bozhou wholly-owns Jutong Medical Management Co., Ltd and controls Xiamen Juludazhou Equity Investment Partnership (Limited Partnership) (廈門聚鷺達洲股權投資合夥企業(有限合夥)) as its general partner, which held 77,684,000 and 21,563,299 Shares, respectively as at December 31, 2023.
- (3) Ms. Zhang Xiaoli wholly-owns Sihai Medical Management Co., Ltd, which held 84,266,000 Shares as at December 31, 2023.
- (4) Mr. Zhang Junfeng wholly-owns Guangming Medical Management Co., Ltd, which held 59,966,000 Shares as at December 31, 2023.
- (5) Mr. Zhang Fengsheng wholly-owns Xiwang Medical Management Co., Ltd, which held 33,686,000 Shares as at December 31, 2023.
- (6) Ms. Zhang Yumei wholly-owns Sitong Medical Management Co., Ltd, which held 8,910,000 Shares as at December 31, 2023.
- (7) Ms. Zhang Hongbo is the spouse of Mr. Zhang Bozhou and is deemed to be interested in Mr. Zhang Bozhou's interests in the Company.
- (8) Mr. He Yong is the spouse of Ms. Zhang Xiaoli and is deemed to be interested in Ms. Zhang Xiaoli's interests in the Company.
- (9) Ms. Su Yuqin is the spouse of Mr. Zhang Junfeng and is deemed to be interested in Mr. Zhang Junfeng's interests in the Company.
- (10) Ms. Li Furong is the spouse of Mr. Zhang Fengsheng and is deemed to be interested in Mr. Zhang Fengsheng's interests in the Company.
- (11) Mr. Jin Longqi is the spouse of Ms. Zhang Yumei and is deemed to be interested in Ms. Zhang Yumei's interests in the Company.
- (12) Orchid Asia VII Global Investment Limited is owned as to 7% by Orchid Asia VII Co-Investment, Limited, which is in turn wholly-owned by Areo Holdings Limited, and 93% by Orchid Asia VII, L.P.. Orchid Asia VII, L.P. is wholly-owned by OAVII Holdings, L.P., which is in turn wholly-owned by Orchid Asia VII GP, Limited. Orchid Asia VII GP, Limited is wholly-owned by Orchid Asia V Group Management, Limited, which is in turn wholly-owned by Orchid Asia V Group Limited. Orchid Asia V Group Limited is wholly-owned by Areo Holdings Limited, which is in turn wholly-owned by Ms. Lam Lai Ming, and is controlled by Mr. Gabriel Li by virtue of his directorship there.
- (13) Ms. Zhang Wenwen controls Riverhead Capital I, L.P. (北京陽光融匯醫療健康產業成長投資管理中心(有限合夥)) and Ronghui Yangguang Runfeng, L.P. (北京融匯陽光潤豐投資管理中心(有限合夥)), which held 22,240,500 and 13,458,500 Shares, respectively, as at December 31, 2023.
- (14) Mr. Xiao Feng is the spouse of Ms. Zhang Wenwen and is deemed to be interested in Ms. Zhang Wenwen's interests in the Company.
- (15) As at December 12, 2023, the Company had a total of 707,625,000 Shares in issue.

Save as disclosed above, the Directors are not aware of any person who had, as at December 31, 2023, an interest or a short position in the Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO or would be, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

CHANGES TO DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, details of the changes in the information of the Directors of the Company up to December 31, 2023 are set out below:

Name	Details of the changes
Ms. Zhang Li	Appointed as a non-executive Director of the Company with effect from June 12, 2023
Ms. Zhang Wenwen	Resigned as a non-executive Director of the Company with effect from June 12, 2023
Mr. Ke Xian	Resigned as a non-executive Director of the Company with effect from December 18, 2023

Save as disclosed above, there was no change in the information of the Directors of the Company during the year ended December 31, 2023 which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

CHANGES TO DIRECTORS' REMUNERATION

Save as disclosed in this report, there was no change to information which is required to be disclosed and has been disclosed by Directors or chief executive of the Company pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules for the Reporting Period.

EQUITY-LINKED AGREEMENTS

The Company has adopted incentive plans as set out in Note 31 to the consolidated financial statements. Save as disclosed in this report, there was no other equity-linked agreement entered into by the Company or any of its subsidiaries during the Reporting Period.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules as its code of conduct regarding securities transactions by the Directors. Upon specific enquiry, all Directors confirmed that they had complied with the requirements as set out in the Model Code since January 1, 2023 and up to the date of this report.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities for the year ended December 31, 2023.



AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference in compliance with the requirements under the Listing Rules. The Audit Committee is composed of three independent non-executive Directors, being Mr. Li Jianbin (chairman of the Audit Committee), Ms. Guo Hongyan and Mr. Bao Shan. The primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the financial reporting process, the internal control and risk management system of the Group, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

REVIEW OF ANNUAL REPORT

The Audit Committee has jointly reviewed with the management and the independent auditors of the Company, the accounting principles and policies adopted by the Company and discussed internal control and financial reporting matters (including the review of the audited annual results for the year ended December 31, 2023) of the Group. The Audit Committee and the independent auditors considered that the annual results are in compliance with the applicable accounting standards, laws and regulations, and the Company has made appropriate disclosures thereof.

CONTINUING CONNECTED TRANSACTIONS

During the year ended December 31, 2023, the Group had entered into certain non-exempt continuing connected transactions.

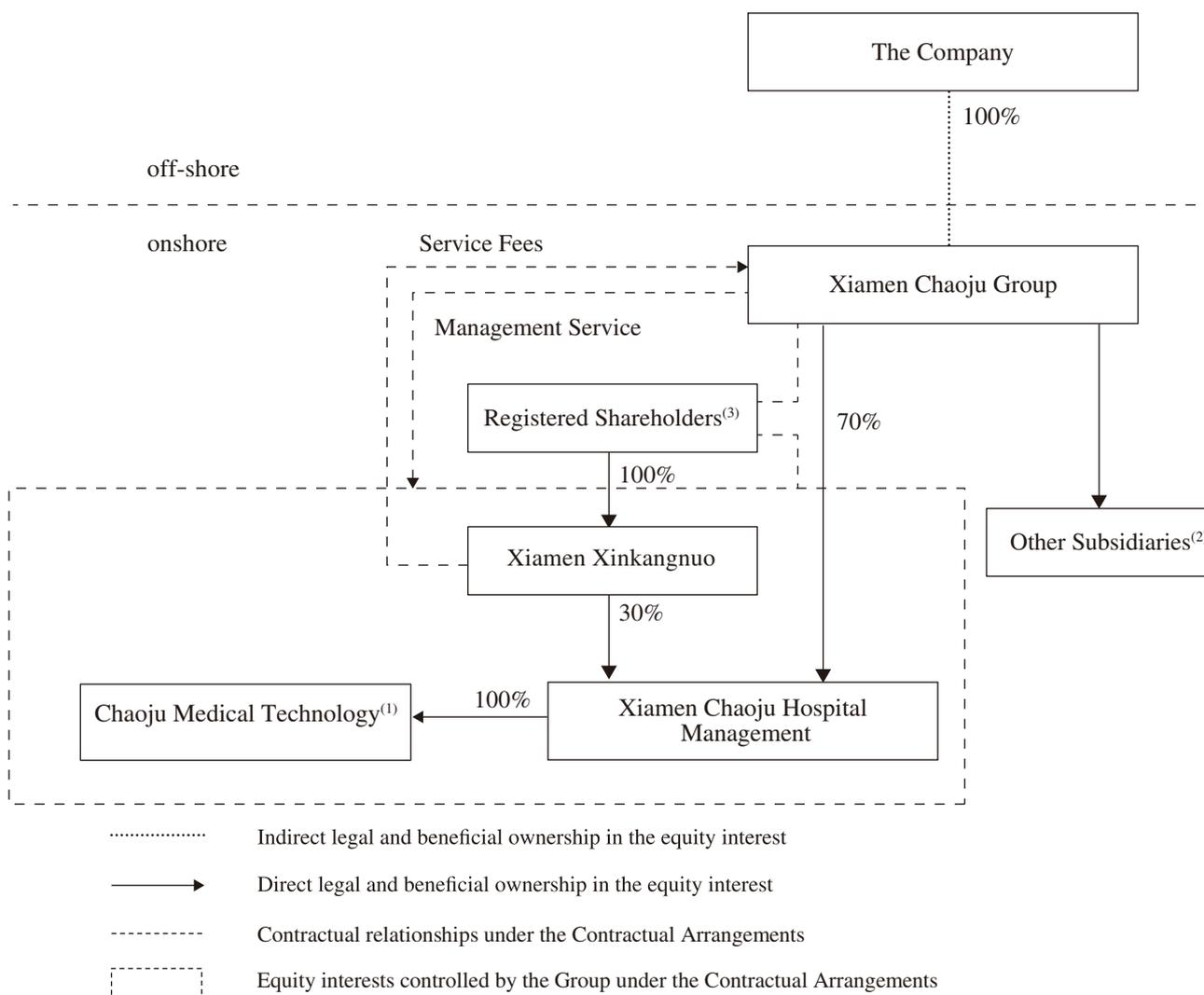
NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

Contractual Arrangements

The Group primarily engages in the provision of ophthalmic services and eye care services through its hospitals and optical clinics in the PRC, which falls within the “restricted” investment category under the applicable Special Administrative Measures (Negative List) for the Access of Foreign Investment (2020) (外商投資准入特別管理措施(負面清單)(2020年版)), and therefore may not be held 100% by foreign investors and foreign investments in medical institutions are restricted to no more than 70% equity interest in the medical institutions in the PRC (the “**Foreign Ownership Restriction**”). In light of the Foreign Ownership Restriction, and in order to comply with PRC laws and regulations and maintain full control over all of the Group’s operations, the Group, through its indirect wholly-owned subsidiary, Xiamen Chaoju Group, entered into the Contractual Arrangements with, among others, Xiamen Chaoju Hospital Management, the holding company of most of the Group’s hospitals and clinics (the “**VIE Hospitals**”). The Contractual Arrangements apply to the 30% equity interest in the VIE Hospitals, and pursuant to it, Xiamen Chaoju Group acquired full control over the financial and operational policies of Xiamen Chaoju Hospital Management and has become entitled to all the economic benefits derived from its operations.

DIRECTORS' REPORT

The following simplified diagram illustrates the flow of economic benefits from Xiamen Chaoju Hospital Management and the VIE Hospitals to the Group as stipulated under the Contractual Arrangements:



Notes:

- (1) As at December 31, 2023 Chaoju Medical Technology is the holding entity of the Group's VIE Hospitals being Baotou Hospital, Hohhot Hospital, Chifeng Hospital, Baotou Kunlun Hospital, Dalad Banner Hospital, Ulanqab Hospital, Tongliao Hospital, Datong Hospital, Hulunbuir Hospital, Xilinhot Hospital, Chengde Hospital, Jiaying Hospital, Sihong Hospital, Siyang Hospital, Pingzhuang Clinic of Chifeng Hospital (赤峰醫院平庄門診部), Hohhot No.2 Hospital, Tumb Right Banner Hospital, Hangzhou Hospital and Zhoushan Hospital Except for Tongliao Hospital, Datong Hospital, Hulunbuir Hospital, all the VIE Hospitals were wholly-controlled by the Group as at December 31, 2023. The minority shareholders of Tongliao Hospital, Datong Hospital and Hulunbuir Hospital were Independent Third Parties as at December 31, 2023. For the shareholding details and connected relationship of the minority shareholders of these entities with the Group, see note (3) in the section headed "History, Reorganization and Corporate Structure — Corporate Reorganization" under the simplified beneficial ownership structure of the Group's business immediately prior to the Reorganization in the Prospectus and the announcement of the Company dated September 26, 2022 and January 2, 2024.



- (2) In 2022, (i) Hohhot No. 2 Hospital had obtained the necessary licenses and commenced business in February 2022, its entire equity interest has been transferred to Xiamen Chaoju Hospital Management in February 2022; (ii) Tumb Right Banner Hospital had obtained the necessary licenses and commenced business in July 2022, its entire equity interest has been transferred to Xiamen Chaoju Hospital Management also in July 2022; (iii) Hangzhou Hospital had obtained the necessary licenses and commenced business in August 2022, its entire equity interest has been transferred to Xiamen Chaoju Hospital Management in December 2022; and (iv) Zhoushan Hospital had obtained the necessary licenses in January 2023 and commenced business in February 2023, its entire equity interest has been transferred to Xiamen Chaoju Hospital Management in December 2022. Therefore, as at December 31, 2022, Hohhot No. 2 Hospital, Tumb Right Banner Hospital, Hangzhou Hospital and Zhoushan Hospital were all under the remit of the Contractual Arrangements. For further information, please also see the paragraph headed “Licenses, Permits and Approvals” in the section headed “Business” in the Prospectus.
- (3) Xiamen Chaoju Group controls, inter alia, hospitals and clinic other than the VIE Hospitals, including Ninghai Hospital, Ningbo Hospital, Xiangshan Hospital, Hexigten Banner Clinic, Tangshan Jidong Hospital, Yutian Jidong Hospital, Luannan Jidong Hospital and Luanzhou Jidong Hospital. As advised by the then PRC Legal Advisors of the Company, although these hospitals and clinic are medical institutions and therefore their shareholding is subject to foreign investment restrictions, they are not required to be subject to the Contractual Arrangements since the Group’s control therein does not exceed 70%. The minority shareholders of these hospitals were Independent Third Parties as at December 31, 2022. For the shareholding details and connected relationship of the minority shareholders of these entities with the Group, see section headed “History, Reorganization and Corporate Structure — Corporate Reorganization” under the simplified beneficial ownership structure of the Group’s business immediately prior to the Reorganization in the Prospectus and the announcement of the Company dated September 26, 2022.
- (4) For details of the Registered Shareholders, see the section headed “History, Reorganization and Corporate Structure” in the Prospectus.

Summary of the Material Terms of the Contractual Arrangements

A brief description of the specific agreements that comprise the Contractual Arrangements is set out below. For details of the specific agreements, please refer to the section headed “Contractual Arrangements” in the Prospectus.

(1) Exclusive Operation Services Agreement

The Registered Shareholders, Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management have entered into Exclusive Operation Services Agreement with Xiamen Chaoju Group on September 30, 2020 (the “**Exclusive Operation Services Agreement**”), pursuant to which Xiamen Xinkangnuo, Xiamen Chaoju Hospital Management and the Registered Shareholders agreed to engage Xiamen Chaoju Group as their exclusive provider of medical institution operation services and other services in exchange for a service fee payable to Xiamen Chaoju Group.

Under the Exclusive Operation Services Agreement, the services to be provided include but are not limited to (i) strategic investment and project investment; (ii) management of human resources and operational technology competency; (iii) collection of business information and market survey; (iv) publicity and customer relations; (v) monitoring of technology operation and research on market strategy; (vi) solutions regarding technology in the medical industry; (vii) medicine, medical equipment and consumables monitoring; and (viii) technical services, operation maintenance, provision of equipment and facilities, management consultancy and advisory services. Xiamen Chaoju Group has proprietary rights to all the intellectual properties developed or created by itself from the performance of these services. During the term of the Exclusive Operation Services Agreement, Xiamen Chaoju Group may use the intellectual property rights owned by Xiamen Xinkangnuo, Xiamen Chaoju Hospital Management and its subordinate medical institutions free of charge and without any conditions. Xiamen Xinkangnuo may also use the work achievements created by Xiamen Chaoju Group and its subordinate medical institutions from the services performed by Xiamen Chaoju Group and its subordinate medical institutions in accordance with the Exclusive Operation Services Agreement.

Under the Exclusive Operation Services Agreement, the service fee that shall be payable to Xiamen Chaoju Group by Xiamen Xinkangnuo shall be an amount equal to 30% of the distributable profit of Xiamen Chaoju Hospital Management of a given audited financial year, after deducting losses from the previous financial years (if any) and any statutory provident fund (if applicable). Apart from the service fees, Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management shall reimburse all reasonable costs, reimbursed payments, compensation and out-of-pocket expenses incurred by Xiamen Chaoju Group in connection with the performance of the Exclusive Operation Services Agreement and provision of services. In addition, absent of a prior written consent of Xiamen Chaoju Group, during the term of the Exclusive Operation Services Agreement, the Registered Shareholders, Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management shall not directly or indirectly accept the same or any similar services provided by any third party and shall not establish similar corporation relationships with any third party. Xiamen Chaoju Group has the right to, subject to the then PRC laws and upon issuing a written notice to the Registered Shareholders, Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management, appoint any third party to provide any or all of the services, or to fulfill its obligations under the Exclusive Operation Services Agreement. The Exclusive Operation Services Agreement shall become effective from September 30, 2020 and shall remain valid for three years and shall, subject to compliance with the Listing Rules, be automatically renewed for three years each time when its term ends, unless being terminated in accordance with the terms therein. According to the Exclusive Operation Services Agreement, unless otherwise required by applicable PRC laws and regulations, none of the parties to the agreements (except Xiamen Chaoju Group) is entitled to unilaterally terminate the agreement. Furthermore, pursuant to the Exclusive Operation Services Agreement, it may only be terminated in the event that (i) continued performance of the obligations of the agreement will result in violation of or non-compliance with the applicable PRC laws and regulations, the Listing Rules or the requirements of the Stock Exchange, (ii) Xiamen Chaoju Group or its designated person directly holds all the equity interests in Xiamen Xinkangnuo, and all of the Registered Shareholders' equity interests in Xiamen Xinkangnuo or all of the assets of Xiamen Xinkangnuo attributable to the Registered Shareholders are transferred to Xiamen Chaoju Group pursuant to applicable PRC laws and regulations, (iii) Xiamen Chaoju Group or its designated person directly holds all the equity interests in Xiamen Chaoju Hospital Management, and all of Xiamen Xinkangnuo's equity interests in Xiamen Chaoju Hospital Management or all of the assets of Xiamen Chaoju Hospital Management attributable to Xiamen Xinkangnuo are transferred to Xiamen Chaoju Group pursuant to applicable PRC laws and regulations or (iv) Xiamen Chaoju Group unilaterally terminates the agreement.

(2) Exclusive Option Agreements

On September 30, 2020, Xiamen Chaoju Group, the Registered Shareholders, Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management entered into exclusive option agreements (the "**Exclusive Option Agreements**").

Pursuant to the Exclusive Option Agreements, (i) each of the Registered Shareholders irrevocably and unconditionally grants an exclusive option to Xiamen Chaoju Group which entitles Xiamen Chaoju Group to elect to purchase at any time, when permitted by the then applicable PRC laws, all or part of the equity interest in Xiamen Xinkangnuo itself or through its designated person(s), (ii) Xiamen Xinkangnuo irrevocably and unconditionally grants an exclusive option to Xiamen Chaoju Group which entitles Xiamen Chaoju Group to elect to purchase at any time, when permitted by the then applicable PRC laws, all or any part of its 30% equity interest in Xiamen Chaoju Hospital Management itself or through its designated person(s), and (iii) Xiamen Chaoju Hospital Management irrevocably and unconditionally grants an exclusive option to Xiamen Chaoju Medical Technology Group which entitles Xiamen Chaoju Group to elect to purchase at any time, when permitted by the then applicable PRC laws, 30% of all or part of the assets of Xiamen Chaoju Hospital Management attributable to Xiamen Xinkangnuo from Xiamen Chaoju Hospital Management itself or through its designated person(s), Xiamen Chaoju Group may appoint designated person(s) in its sole discretion when exercising its option. The transfer price of the relevant equity interests and assets shall be the minimum purchase price permitted under PRC law, and each of the Registered Shareholders, Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management undertakes that he/she/it will, subject to applicable PRC laws, return in full the consideration received



in relation to such transfer of equity interests or assets to Xiamen Chaoju Group. The Registered Shareholders and Xiamen Xinkangnuo undertake to develop the business of Xiamen Chaoju Hospital Management and not to take any action which may affect its asset value, goodwill and effectiveness of business licenses. Furthermore, in the absence of prior written consent of Xiamen Chaoju Group, the Registered Shareholders and Xiamen Xinkangnuo shall not (i) transfer or otherwise dispose of any option under the Exclusive Option Agreements, or create any encumbrances thereon; and Xiamen Chaoju Hospital Management shall not assist in transferring or otherwise disposing of any option under the Exclusive Option Agreements, or creating any encumbrances thereon; and (ii) directly or indirectly (by itself or through the entrustment of any other natural person or legal person entity) carry out, own or acquire any business compete with or likely compete with the business of Xiamen Chaoju Group or the Group. In addition, the Registered Shareholders, Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management undertake that, upon Xiamen Chaoju Group issuing the notice to exercise the option in accordance with the Exclusive Option Agreements, they will implement necessary actions to affect the transfer and relinquish any pre-emptive right, if any. Each of the parties to the Exclusive Option Agreements confirms and agrees that (i) in the event of a dissolution or liquidation of Xiamen Chaoju Hospital Management under the PRC laws, all the residual assets which are attributable to Xiamen Xinkangnuo shall be transferred to Xiamen Chaoju Group or its designated person(s) at the minimum purchase price permitted under PRC laws, and each of Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management undertakes that it will, subject to applicable PRC laws, return in full the consideration received in relation to such transfer to Xiamen Chaoju Group or its designated person(s); and (ii) in the event of bankruptcy, reorganization or merger of Xiamen Xinkangnuo, death or incapacity of the Registered Shareholders or any other event which causes changes to the Registered Shareholders' shareholding in Xiamen Xinkangnuo or Xiamen Xinkangnuo's shareholding in Xiamen Chaoju Hospital Management, (a) the successor of the Registered Shareholders' equity interest in Xiamen Xinkangnuo and the successor of Xiamen Xinkangnuo's equity interest in Xiamen Chaoju Hospital Management shall be bound by the Contractual Arrangements, and (b) any disposal of shareholding in Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management shall be governed by the Contractual Arrangements unless Xiamen Chaoju Group consents otherwise in writing.

The Exclusive Option Agreements shall become effective from September 30, 2020. The Exclusive Option Agreement has an indefinite term and a termination provision which stipulates that unless otherwise required by applicable PRC laws and regulations, none of the parties to the agreement (except Xiamen Chaoju Group) is entitled to unilaterally terminate the agreements.

Each of the Exclusive Option Agreements may only be terminated in the event that (i) continued performance of the obligations of the agreements will result in violation of or non-compliance with the applicable PRC laws and regulations, the Listing Rules or the requirements of the Stock Exchange, (ii) Xiamen Chaoju Group or its designated person directly holds all the equity interests in Xiamen Xinkangnuo, and all of the Registered Shareholders' equity interests in Xiamen Xinkangnuo or all of the assets of Xiamen Xinkangnuo attributable to the Registered Shareholders are transferred to Xiamen Chaoju Group pursuant to applicable PRC laws and regulations, (iii) Xiamen Chaoju Group or its designated person directly holds all the equity interests in Xiamen Chaoju Hospital Management, and all of Xiamen Xinkangnuo's equity interests in Xiamen Chaoju Hospital Management or all of the assets of Xiamen Chaoju Hospital Management attributable to Xiamen Xinkangnuo are transferred to Xiamen Chaoju Group pursuant to applicable PRC laws and regulations or (iv) Xiamen Chaoju Group unilaterally terminates the agreements.

The then PRC Legal Advisors of the Company advised the Company that the Exclusive Option Agreements are legal, valid and binding on the parties, except for the provisions that (i) an arbitral body may grant injunctive relief or directly issue liquidation order against Xiamen Chaoju Group, and (ii) interim remedies or enforcement order may be granted by overseas courts such as the courts of Hong Kong and the Cayman Islands, which may not be enforceable under PRC laws.

(3) Shareholders' Rights Entrustment Agreements and Powers of Attorney

On September 30, 2020, Xiamen Chaoju Group, Xiamen Xinkangnuo, the Registered Shareholders and Xiamen Chaoju Hospital Management entered into the shareholders' rights entrustment agreement (the "**Shareholders' Rights Entrustment Agreement**") and the powers of attorney executed by the Registered Shareholders and Xiamen Xinkangnuo (the "**Powers of Attorney**") in favor of Xiamen Chaoju Group (and its successors or liquidators) (the "**Attorney**").

Pursuant to the Shareholders' Rights Entrustment Agreements and the Powers of Attorney, (i) the Registered Shareholders irrevocably agree to authorize the Attorney to exercise all the shareholders' rights as a shareholder of Xiamen Xinkangnuo (as applicable), and (ii) Xiamen Xinkangnuo irrevocably agrees to authorize the Attorney to exercise all of its rights and powers of a shareholder of Xiamen Chaoju Hospital Management with 30% equity interest, including the rights to vote in a shareholders' meeting, sign minutes, and file documents with the relevant companies registry. As Xiamen Chaoju Group is a subsidiary of the Company, the terms of the Shareholders' Rights Entrustment Agreements and the Powers of Attorney will give the Company control over all corporate decisions of Xiamen Chaoju Hospital Management, and 100% equity interests of Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management.

Shareholders' Rights Entrustment Agreements shall become effective from September 30, 2020. Each of the Powers of Attorney has an indefinite term and a termination provision which stipulates that unless otherwise required by applicable PRC laws and regulations, none of the parties to the agreement (except Xiamen Chaoju Group) is entitled to unilaterally terminate it.

Each of the Shareholders' Rights Entrustment Agreements may only be terminated in the event that (i) continued performance of the obligations of the agreements will result in violation of or non-compliance with the applicable PRC laws and regulations, the Listing Rules or the requirements of the Stock Exchange, (ii) Xiamen Chaoju Group or its designated person directly holds all the equity interests in Xiamen Xinkangnuo, and all of the Registered Shareholders' equity interests in Xiamen Xinkangnuo or all of the assets of Xiamen Xinkangnuo attributable to the Registered Shareholders are transferred to Xiamen Chaoju Group pursuant to applicable PRC laws and regulations, (iii) Xiamen Chaoju Group or its designated person directly holds all the equity interests in Xiamen Chaoju Hospital Management, and all of Xiamen Xinkangnuo's equity interests in Xiamen Chaoju Hospital Management or all of the assets of Xiamen Chaoju Hospital Management attributable to Xiamen Xinkangnuo are transferred to Xiamen Chaoju Group pursuant to applicable PRC laws and regulations or (iv) Xiamen Chaoju Group unilaterally terminates the agreements.

(4) Equity Pledge Agreements

On September 30, 2020, Xiamen Xinkangnuo, Xiamen Chaoju Group, the Registered Shareholders and Xiamen Chaoju Hospital Management entered into equity pledge agreements (the "**Equity Pledge Agreements**"). Pursuant to the Equity Pledge Agreements, (i) the Registered Shareholders agree to pledge all of their respective equity interests in Xiamen Xinkangnuo, and (ii) Xiamen Xinkangnuo agrees to pledge all of its equity interests in Xiamen Chaoju Hospital Management to Xiamen Chaoju Group to secure performance of all their obligations and the obligations of Xiamen Chaoju Hospital Management under the Exclusive Option Agreements, the Shareholders' Rights Entrustment Agreements, the Powers of Attorney and the Equity Pledge Agreements underlying the Contractual Arrangements.



If Xiamen Chaoju Hospital Management and Xiamen Xinkangnuo declare any dividend during the term of the pledge, Xiamen Chaoju Group is entitled to receive all dividends or other income arising from the pledged equity interests, if any. In case of any breach of obligations by any of Xiamen Xinkangnuo, the Registered Shareholders and Xiamen Chaoju Hospital Management, Xiamen Chaoju Group, upon issuing a written notice to the Registered Shareholders or Xiamen Xinkangnuo, will be entitled to all remedies available in the Contractual Arrangements including but not limited to disposing of the pledged equity interests.

In addition, pursuant to the Equity Pledge Agreements, the Registered Shareholders and Xiamen Xinkangnuo undertake to Xiamen Chaoju Group, among other things, not to transfer their pledged equity interests and not to create or allow any pledge or encumbrance thereon that may affect the rights and interest of Xiamen Chaoju Group without its prior written consent. Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management undertake to Xiamen Chaoju Group, among other things, not to consent to any transfer the pledged equity interests or to create or allow any pledge or encumbrance thereon without Xiamen Chaoju Group's prior written consent.

The pledges in respect of Xiamen Xinkangnuo and Xiamen Chaoju Hospital Management take effect upon the completion of registration with the relevant administration for industry and commerce and the Company has registered the equity pledges contemplated under the Equity Pledge Agreements with the relevant PRC legal authority pursuant to PRC laws and regulations.

The Equity Pledge Agreements became effective from September 30, 2020. Each of the Equity Pledge Agreements has an indefinite term and a termination provision which stipulates that unless otherwise required by applicable PRC laws and regulations, none of the parties to the agreement (except Xiamen Chaoju Group) is entitled to unilaterally terminate it.

Each of the Equity Pledge Agreements may only be terminated in the event that (i) continued performance of the obligations of the agreements will result in violation of or non-compliance with the applicable PRC laws and regulations, the Listing Rules or the requirements of the Stock Exchange, (ii) Xiamen Chaoju Group or its designated person directly holds all the equity interests in Xiamen Xinkangnuo, and all of the Registered Shareholders' equity interests in Xiamen Xinkangnuo or all of the assets of Xiamen Xinkangnuo attributable to the Registered Shareholders are transferred to Xiamen Chaoju Group pursuant to applicable PRC laws and regulations, (iii) Xiamen Chaoju Group or its designated person directly holds all the equity interests in Xiamen Chaoju Hospital Management, and all of Xiamen Xinkangnuo's equity interests in Xiamen Chaoju Hospital Management or all of the assets of Xiamen Chaoju Hospital Management attributable to Xiamen Xinkangnuo are transferred to Xiamen Chaoju Group pursuant to applicable PRC laws and regulations or (iv) Xiamen Chaoju Group unilaterally terminates the agreements.

(5) Spouse Undertakings

The spouses of each of the Registered Shareholders has signed an undertaking (the "**Spouse Undertakings**") to the effect that (i) the respective interests of the Registered Shareholders in Xiamen Xinkangnuo (together with any other interests therein) do not fall within the scope of joint possession, and (ii) each of the spouses has no right to or control over such interests of the respective persons and will not have any claim on such interests.

The then PRC Legal Advisors are of the view that (i) the above arrangements provide protection to the Group even in the event of death or divorce of the Registered Shareholders and (ii) the death or divorce of such shareholder would not affect the validity of the Contractual Arrangements, and Xiamen Chaoju Group or the Company can still enforce their right under the Contractual Arrangements against the Registered Shareholders and their successors.

Business Activities and Financial Contribution of the VIE Hospitals

The VIE Hospitals are principally engaged in providing ophthalmic medical services. The Group owns 70% equity interest in each of the VIE Hospitals and as a result of the Contractual Arrangements, the Group has obtained control of the remaining equity interest of the VIE Hospitals through Xiamen Xinkangnuo. As such, the Company is entitled to receive substantially all of the economic interest returns generated by the VIE Hospitals. The following table sets forth the revenue and assets of the VIE Hospitals subject to the Contractual Arrangements during the Reporting Period:

	For the year ended December		As at December 31, 2023	
	31, 2023	% of total	Total	% of total
	Revenue	revenue	assets	assets
	<i>(RMB in thousands, except percentages)</i>			
VIE Hospitals	1,110,198	81.1	858,925	29.4

Governing Framework

On March 15, 2019, the National People's Congress (the "NPC") adopted the Foreign Investment Law of the People's Republic of China (《中華人民共和國外商投資法》) (the "FIL") at the closing meeting of the second session of the 13th SCNPC. The FIL took effect on January 1, 2020 and replaced the Law of the People's Republic of China on Sino-Foreign Equity Joint Ventures (《中華人民共和國中外合資經營企業法》), the law on Sino-Foreign Contractual Joint Ventures of the PRC (《中華人民共和國中外合作經營企業法》) and the Wholly Foreign-Owned Enterprises of the PRC (《中華人民共和國外商投資企業法》), became the legal foundation for foreign investment in the PRC. On December 26, 2019, the General Office of the State Council promulgated the Regulations on the Implementation of the Foreign Investment Law (《中華人民共和國外商投資法實施條例》) (the "FIL Implementing Regulation"), which came into effect on January 1, 2020.

Conducting operations through contractual arrangements has been adopted by many PRC-based companies, and has been adopted by the Company in the form of the Contractual Arrangements, to establish control of Xiamen Chaoju Hospital Management and its subsidiaries operating in the PRC, through which the Group operates its business in the PRC. The FIL stipulates four forms of foreign investment, but does not mention concepts "actual control", nor does it explicitly stipulate the contractual arrangements as a form of foreign investment. Besides, it does not explicitly prohibit or restrict a foreign investor to rely on contractual arrangements to control the majority of its business that is subject to foreign investment restrictions or prohibitions in the PRC. Provided that no additional laws, administrative regulations, departmental rules or other regulatory documents on contractual arrangements has been issued and enacted, the coming into effect of the FIL does not, by itself, have any material adverse operational and financial impact on the legality and validity of the Company's Contractual Arrangements.

Furthermore, the FIL stipulates that foreign investment includes "foreign investors invest in China through any other methods under laws, administrative regulations or provisions prescribed by the State Council". Although its implementing rules do not expressly stipulate the contractual arrangements as a form of foreign investment, there are possibilities that future laws, administrative regulations or provisions may regard contractual arrangements as a form of foreign investment, at which time it will be uncertain whether the Contractual Arrangements will be deemed to be in violation of the foreign investment access requirements and how the above-mentioned Contractual Arrangements will be handled. Therefore, there is no guarantee that the Contractual Arrangements and the business of the VIE Hospitals will not be materially and adversely affected in the future due to changes in PRC laws and Regulations. In the event that such measures are not complied with, the Stock Exchange may take enforcement actions against the Group which may have a material adverse effect on the trading of the Shares.



Risks in relation to the Contractual Arrangements and Actions Taken to Reduce Risks

There are the certain risks that are associated with the Contractual Arrangements, including:

- (1) If the PRC government finds that the Contractual Arrangements do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, the Group could be subject to penalties or be forced to relinquish the economic interests in those operations;
- (2) Certain provisions in the Contractual Arrangements through which the Group is entitled to corresponding economic interests in its operations in China may not be enforceable under PRC laws;
- (3) Substantial uncertainties exist with respect to the interpretation and implementation of the FIL, its implementation regulations and how they may impact the viability of the Group's current corporate structure, business, financial condition and results of operations;
- (4) The Contractual Arrangements may not be as effective in securing full economic benefits from the Group's ophthalmic medical services business as direct ownership, and relevant parties may fail to perform their obligations under the Contractual Arrangements;
- (5) The Registered Shareholders may potentially have a conflict of interest with the Group, which may materially and adversely affect the Group's business and operations;
- (6) If the Group exercises the option to acquire the equity interest in Xiamen Xinkangnuo or Xiamen Chaoju Hospital Management, the equity transfer may subject the Group to certain limitations and substantial costs; and
- (7) The Contractual Arrangements may be subject to scrutiny by the PRC tax authorities, and any finding that the Group owes additional taxes could substantially reduce the Group's consolidated net income and the value of the Shares.

For details, please refer to the section headed "Risk Factors – Risks Relating to Our Corporate Structure and Contractual Arrangements" of the Prospectus.

The Group has adopted the following measures to ensure the effective operation with the implementation and compliance of the Contractual Arrangements:

- (1) Major issues arising from the implementation and compliance with the Contractual Arrangements or any regulatory enquiries from government authorities will be submitted to the Board, if necessary, for review and discussion on an occurrence basis;
- (2) The Board will review the overall performance of and compliance with the Contractual Arrangements at least once a year; and
- (3) The Company will disclose the overall performance and compliance with the Contractual Arrangements in its annual reports and interim reports to update the Shareholders and potential investors.

DIRECTORS' REPORT

In addition, the Company believes that its Directors are able to perform their roles in the Group independently and the Group is capable of managing its business independently under the following measures:

- (1) The decision-making mechanism of the Board as set out in the Articles of Association includes provisions to avoid conflict of interest by providing, among others, that in the event of conflict of interest in any contract or transaction calling for vote, the Director who is so interested shall declare the nature of his or her interest at the earliest time before or at meeting of the Board at which it is practicable for him or her to do so, and if he or she is to be regarded as having material interest in any contracts or arrangements, such Director shall abstain from voting and not be counted in the quorum;
- (2) Each of the Directors is aware of his or her fiduciary duties as a Director which requires, among others, that he or she acts for the benefits and in the best interests of the Group;
- (3) The Company will appoint four independent non-executive Directors, comprising one-third of the Board, to provide a balance of the number of interested and independent Directors with a view to promoting the interests of the Company and the Shareholders as a whole; and
- (4) The Group will disclose in its announcements, circulars and annual and interim reports in accordance with the requirements under the Listing Rules regarding decisions on matters reviewed by the Board (including independent non-executive Directors) relating to any business or interest of each Director and his/her associates that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

The Board reviews the implementation and effectiveness of the above mechanism on an annual basis.

Listing Rules Implications and Waivers from the Stock Exchange

Mr. Zhang Bozhou, an executive Director, the chief executive officer and one of the Controlling Shareholders, Ms. Zhang Xiaoli, an executive Director and one of the Controlling Shareholders, Mr. Zhang Junfeng, an executive Director and one of the Controlling Shareholders, Mr. Zhang Fengsheng, one of the Controlling Shareholders, and Ms. Zhang Yumei, one of the Controlling Shareholders, are connected persons of the Company pursuant to the Rule 14A.07(1) of the Listing Rules. Therefore, the transactions contemplated under the Contractual Arrangements constitute continuing connected transactions of the Company under the Listing Rules.

The Directors (including the independent non-executive Directors) are of the view that the Contractual Arrangements and the transactions contemplated thereunder are fundamental to the legal structure and business of the Group, that such transactions have been and will be entered into in the ordinary and usual course of business of the Group, are on normal commercial terms or better and are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, notwithstanding that the transactions contemplated under the Contractual Arrangements and any new transactions, contracts and agreements related thereto or renewal of existing transactions, contracts and agreements to be entered into, among others, by the Registered Shareholders, Xiamen Xinkangnuo and any member of the Group (the "**New Intergroup Agreements**") technically constitute continuing connected transactions under Chapter 14A of the Listing Rules, the Directors consider that, given that the Group is placed in a special situation in relation to the connected transactions rules under the Contractual Arrangements, it would be unduly burdensome and impracticable, and would add unnecessary administrative costs to the Company if such transactions are subject to strict compliance with the requirements set out under Chapter 14A of the Listing Rules, including, among others, announcement, circular and independent Shareholders' approval requirements.



In respect of the Contractual Arrangements, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with (i) the announcement, circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions contemplated under the Contractual Arrangements pursuant to Rule 14A.105 of the Listing Rules, (ii) the requirement of setting an annual cap for the transactions under the Contractual Arrangements under Rule 14A.53 of the Listing Rules, and (iii) the requirement of limiting the term of the Contractual Arrangements to three years or less under Rule 14A.52 of the Listing Rules, for so long as the Shares are listed on the Stock Exchange, subject however to the following conditions:

- (1) No change to the Contractual Arrangements will be made without the approval of the independent non-executive Directors.
- (2) No change to the agreements governing the Contractual Arrangements will be made without the independent Shareholders' approval.
- (3) The Contractual Arrangements shall continue to enable the Group to receive the economic benefits derived by Xiamen Xinkangnuo through (i) the Group's option (if and when so allowed under the applicable PRC laws) to acquire all or part of the entire equity interests and assets of Xiamen Xinkangnuo and Xiamen Chaoju Hospital at a consideration which shall be the lowest price as permitted under applicable PRC laws, (ii) the business structure under which the profit generated by Xiamen Xinkangnuo is substantially retained by the Group, such that no annual cap shall be set on the amount of service fees payable to Xiamen Chaoju Group by Xiamen Xinkangnuo under the Exclusive Operation Services Agreement, and (iii) the Group's right to control the management and operation of, as well as the substance of, all of the voting rights of Xiamen Chaoju Hospital Management and Xiamen Xinkangnuo.
- (4) On the basis that the Contractual Arrangements provide an acceptable framework for the relationship between the Company and the subsidiaries in which the Company has direct shareholding, on one hand, Xiamen Xinkangnuo, on the other hand, that framework may be renewed and/or reproduced upon the expiry of the existing arrangements or in relation to any existing or new wholly foreign owned enterprise or operating company (including branch company) engaging in the same business as that of the Group which the Group might wish to establish when justified by business expediency, without obtaining the approval of the Shareholders, on substantially the same terms and conditions as the existing Contractual Arrangements.
- (5) The Group will disclose details relating to the Contractual Arrangements on an on-going basis.

Annual Review by the Independent Non-executive Directors and the Auditors

The independent non-executive Directors, upon review of the overall performance of and compliance with the Contractual Arrangements, confirmed that:

- (1) The transactions carried out during such year have been entered into in accordance with the relevant provisions of the Contractual Arrangements;
- (2) No dividends or other distributions have been made by Xiamen Xinkangnuo to the holder of its equity interest which are not otherwise subsequently assigned or transferred to the Group;

DIRECTORS' REPORT

- (3) No dividends or other distributions have been made by the Xiamen Chaoju Hospital Management to Xiamen Xinkangnuo which are not otherwise subsequently assigned or transferred to the Group; and
- (4) Any new contracts entered into, renewed or reproduced between the Group and Xiamen Xinkangnuo during the relevant financial period are fair and reasonable, or advantageous to the Shareholders, so far as the Group is concerned and in the interests of the Company and the Shareholders as a whole.

The independent auditors of the Group has carried out review procedures on the transactions carried out pursuant to the Contractual Arrangements during the year ended December 31, 2023 and has provided a letter to the Board confirming that:

- (1) The transactions have received the approval of the Directors, have been entered into in accordance with the relevant Contractual Arrangements;
- (2) No dividends or other distributions have been made by Xiamen Xinkangnuo to the holder of its equity interest which are not otherwise subsequently assigned to the Group; and
- (3) No dividends or other distributions have been made by the Xiamen Chaoju Hospital Management to Xiamen Xinkangnuo which are not otherwise subsequently assigned or transferred to the Group.

Xiamen Xinkangnuo has undertaken that, for so long as the Shares are listed on the Stock Exchange, Xiamen Xinkangnuo will provide the Group's management and the Company's reporting accountants' full access to its relevant records for the purpose of their review of the continuing connected transactions.

Material Changes

Save as disclosed above, there were no other new contractual arrangements entered into, renewed and/or reproduced between the Group and the VIE Hospitals during the Reporting Period. There was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted during the Reporting Period.

During the Reporting Period, none of the Contractual Arrangements had been unwound on the basis that none of the restrictions that led to the adoption of the Contractual Arrangements had been removed. As at December 31, 2023, the Company had not encountered interference or encumbrance from any PRC governing bodies in operating its businesses through its VIE Hospitals under the Contractual Arrangements.

RELATED PARTY TRANSACTIONS

Save as disclosed above, for the year ended December 31, 2023, there is no other related party transaction or continuing related party transaction set out in note 38 to the consolidated financial statements which constitutes connected transaction or continuing connected transaction under the Listing Rules. In respect of the connected transactions and the continuing connected transactions, the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules (as amended from time to time).



NON-COMPETITION UNDERTAKINGS

As disclosed in the Prospectus, the Group's Controlling Shareholders have executed the deed of non-competition (the "**Deed of Non-competition**") in favor of the Company on January 4, 2021. Pursuant to the Deed of Non-competition, the Controlling Shareholders and/or their respective close associates (other than members of the Group) have confirmed that as at the date of the Deed of Non-competition, neither of the Controlling Shareholders or their respective close associates (other than members of the Group) had, in any form, engaged in, assisted or supported any third party in the operation of, participated, or had any interest in, any business that, directly or indirectly, competes or will compete or may compete with the business carried on or contemplated to be carried on by any member of the Group from time to time, including ophthalmic services, and hospital management business.

Each of them has confirmed in writing to the Company of their compliance with the Deed of Non-competition for disclosure in this report for the year ended December 31, 2023. No new business opportunity was informed by them as at December 31, 2023.

The independent non-executive Directors have reviewed the implementation of the Deed of Non-competition and are of the view that the non-competition undertakings have been complied with for the year ended December 31, 2023.

PRE-EMPTIVE RIGHTS

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

CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDERS

To the best knowledge of the Directors, no contract of significance, including for the provision of services, has been entered into among the Company or any of its subsidiaries and the Controlling Shareholders or any of their subsidiaries during the Reporting Period.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.

DONATIONS

The Group made charitable and other donations totaling approximately RMB15.8 million for the year ended December 31, 2023.

SIGNIFICANT LEGAL PROCEEDINGS

For the year ended December 31, 2023, the Company was not engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatening against the Company.

DIRECTORS' REPORT

PERMITTED INDEMNITY PROVISIONS

In accordance with Article 192 of the Articles of Associations, the Directors and other officers of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own fraud or dishonesty.

The Company has maintained directors' liability insurance to protect the Directors against any potential losses arising from his/her actual or alleged misconduct, except such (if any) as he/she incurred or sustained through their own fraud or dishonesty.

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the section headed "Corporate Governance Report" in this report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company's total issued Shares, the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, was held by the public at all times during the year ended December 31, 2023 and as at the date of this report.

AUDIT COMMITTEE

The Audit Committee has, together with the management and auditor of the Company, reviewed the accounting principles and policies adopted by the Group and the consolidated financial statements for the year ended December 31, 2023.

AUDITOR

The Company has appointed Ernst & Young as the auditor of the Company for the year ended December 31, 2023. A resolution will be proposed for approval by Shareholders at the forthcoming AGM to re-appoint Ernst & Young as the auditor of the Company.

There was no change in auditor of the Company since the Listing Date.

By order of the Board

Zhang Bozhou

Chairman

PRC, March 26, 2024



CORPORATE GOVERNANCE REPORT

The Board is pleased to present the corporate governance report of the Company for the year ended December 31, 2023.

CORPORATE STRATEGY, BUSINESS MODEL AND CULTURE

Since its inception, the Group adheres to the vision of “Being a Leader of Happy Ophthalmic Healthcare” (成為全球快樂眼健康引領者) and has been providing its patients with a safe, reassuring and pleasant ophthalmic medical experience with the aid of effective medical equipment and technology as well as professional, caring and considerate services.

Details of the corporate strategy, business model and culture of the Group are set out in the sections headed “Chairman’s Statement” and “Management Discussion and Analysis” of this annual report, as well as the 2023 environmental, social and governance report of the Company which is published separately.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code as set out in Appendix C1 “Corporate Governance Code” to the Listing Rules as its own code of corporate governance. During the year ended December 31, 2023, save for such provision addressed below, the Company has complied with all applicable code provisions and principles as set out in the CG Code to enable the Shareholders to evaluate how the principles of corporate governance have been applied.

On May 19, 2020, Mr. Zhang Bozhou was appointed as an executive Director, chairman of the Board and chief executive officer of the Company. Since then, Mr. Zhang Bozhou assumes the dual role as the chairman of the Board and the chief executive officer of the Company. Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board believes that vesting the roles of the chairman and chief executive officer in Mr. Zhang Bozhou is beneficial to the management of the Group and will improve the efficiency of the Group’s decision making and executive process given Mr. Zhang Bozhou’s knowledge in the Group’s affairs. Further, the Group has put in place an appropriate check-and-balance mechanism through the Board and the independent non-executive Directors. In light of the above, the Board considers such structure will not impair the balance of power and authority between the Board and the management of the Group and the deviation from code provision C.2.1 of the CG Code is appropriate in the circumstances of the Group.

The Board will continue to review its corporate governance structure and practices from time to time and shall make necessary arrangement when the Board considers appropriate.

CORPORATE GOVERNANCE AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”)

Corporate governance and ESG are intrinsically linked, both help us to retain a healthy business and also aid the Company’s efforts to develop control mechanisms, promote satisfaction, appease stakeholders and shareholders and ultimately increase shareholder value.

The Group recognizes that implementing good corporate governance and maintaining sustainable growth is the key to success in the current competitive business environment. The Group is keen to monitor and respond to changes in its business and the external environment, the Group is also committed to maintain high standards of corporate governance for safeguarding the interests of the Shareholders and adopted various measures and procedures regarding the strengthening its management, cultivating organic growth and promoting environmental protection, occupational health and safety. The Company will issue separately an Environmental, Social and Governance Report which in line with the Environmental, Social and Governance Reporting Guide as set out in Appendix C2 to the Listing Rules. For further details, please refer to the the Environmental, Social and Governance Report.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding dealings in the securities of the Company by the Directors, senior management members, and employees who, because of his/her office or employment, is likely to possess inside information in relation to the Group or the Company's securities.

Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code during the year ended December 31, 2023. In addition, the Company is not aware of any non-compliance of the Model Code by the senior management members or relevant employees of the Group during the year ended December 31, 2023.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Since May 19, 2020 and up to the date of this report, the chairman of the Board and the chief executive officer of the Company is Mr. Zhang Bozhou.

For further details on the compliance with code provision C.2.1 of the CG Code, please refer to the section headed "Corporate Governance Practices" of this report.

THE BOARD

Board Composition

As at the date of this report, the Board comprises four executive Directors, three non-executive Directors and four independent non-executive Directors as follows:

Executive Directors

Mr. Zhang Bozhou (*Chairman and Chief Executive Officer*)

Ms. Zhang Xiaoli

Mr. Zhang Junfeng

Mr. Zhang Guangdi

Non-executive Directors

Mr. Richard Chen Mao

Mr. Li Zhen

Ms. Zhang Li

Independent Non-executive Directors

Mr. He Mingguang

Ms. Guo Hongyan

Mr. Li Jianbin

Mr. Bao Shan

The biographies of the Directors are set out under the section headed "Directors and Senior Management" of this report.

Save as disclosed in the Directors' biographies set out in the section headed "Directors and Senior Management" in this report, none of the Directors have any personal relationship (including financial, business, family or other material or relevant relationship) with any other Director and chief executive officer.



Board Independence

The Company has put in place an internal mechanism to ensure independent views and input are available to the Board, including but not limited to appointment of sufficient number of independent non-executive Directors, strict compliance with the independence assessment criteria for the election and appointment of them, annual assessment of their independence, the abstention mechanism for voting on relevant resolutions of the Board by related independent non-executive Directors, access to external independent professional advice at the Company's expense. The implementation and effectiveness of the mechanism are reviewed on an annual basis. The Board considers that such mechanism had been implemented properly and effectively for the year ended December 31, 2023.

Independent Non-executive Directors

During the year ended December 31, 2023, the Board has at all times met the requirements under Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise.

For the year ended December 31, 2023, the Company has also complied with Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

The Company has received from each of its independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Having regard to the criteria under Rule 3.13 of the Listing Rules and the confirmations received, the Company considers the independent non-executive Directors to be independent.

Appointment, Resignation and Re-election of Directors

Details of the Directors' service contracts and letters of appointment are set out in the section headed "Directors' Report – Directors' Service Contracts and Letters of Appointment" in this report.

In accordance with Article 109(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

In accordance with Article 109(b) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Ms. Zhang Li, Mr. He Mingguang, Ms. Guo Hongyan, Mr. Li Jianbin and Mr. Bao Shan shall retire from office by rotation at the forthcoming AGM and, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee has reviewed and assessed the background, expertise, experience and time commitment of the retiring Directors according to the nomination policy of the Company, taking into account various aspects set out in the board diversity policy of the Company including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Nomination Committee is of the that the working profile and knowledge in the business and the Group of Ms. Zhang Li, Mr. He Mingguang, Ms. Guo Hongyan, Mr. Li Jianbin and Mr. Bao Shan will continue to bring contribution to the Board and they have performed their duties as Directors effectively. Hence, The Nomination Committee has nominated and the Board has recommended Ms. Zhang Li, Mr. He Mingguang, Ms. Guo Hongyan, Mr. Li Jianbin and Mr. Bao Shan to stand for re-election at the forthcoming AGM.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by managing and supervising its affairs. Directors of the Board take decisions objectively in the interests of the Company.

All Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

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

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his responsibilities to the Company.

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

The Company has arranged appropriate insurance cover to protect Directors from possible legal action against them.

Remuneration of Directors and Senior Management

The Company is not aware of any arrangement under which a director has waived or agreed to waive any emoluments.

Details of the remuneration of the members of the Board for the year ended December 31, 2023 are set out in note 9 to the consolidated financial statements in this report.



The remuneration of the senior management members of the Company by bands during the year ended December 31, 2023 are set out below:

Remuneration Bands	Number of individuals
HK\$1,000,001 to HK\$1,500,000	1
HK\$1,500,001 to HK\$2,000,000	–
HK\$2,000,001 to HK\$2,500,000	3
HK\$2,500,001 to HK\$3,000,000	1

The Company's remuneration policy is to ensure that the remuneration offered to employees, including Directors and senior management, is based on skill, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages of executive Directors are also determined with reference to the Company's performance and profitability, the prevailing market conditions and the performance or contribution of each executive Director. The remuneration for the executive Directors comprises salaries, allowances, benefits in kind, performance-related bonuses and pension scheme contributions. The remuneration policy for non-executive Directors and independent non-executive Directors is to ensure that non-executive Directors and independent non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs, including their participation in Board committees. The remuneration for the non-executive Directors and independent non-executive Directors mainly comprises Director's fee which is determined with reference to their duties and responsibilities by the Board. Individual Directors and senior management have not been involved in deciding their own remuneration.

Continuous Professional Development of Directors

Directors shall keep abreast of responsibilities as a Director and of the conduct, business activities and development of the Company.

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

All Directors are provided with monthly regular giving a balanced and understandable assessment of the Group's performance, financial position and prospects to keep the Directors' abreast of the Group's affairs in order to discharge their duties. All Directors are also updated from time to time on major changes/material developments in the laws, rules and regulations applicable to the Company.

Directors are encouraged to participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All Directors are encouraged to attend relevant training courses at the Company's expenses.

CORPORATE GOVERNANCE REPORT

For the year ended December 31, 2023, all Directors have been provided with the relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors and duty of disclosure of interests.

Name of Directors	Nature of Continuous Professional Development Programmes
Executive Directors	A&B
Mr. Zhang Bozhou (Chairman and Chief Executive Officer)	A&B
Ms. Zhang Xiaoli	A&B
Mr. Zhang Junfeng	A&B
Mr. Zhang Guangdi	A&B
Non-executive Directors	
Mr. Richard Chen Mao	A&B
Mr. Li Zhen	A&B
Ms. Zhang Li	A&B
Independent Non-executive Directors	
Mr. He Mingguang	A&B
Ms. Guo Hongyan	A&B
Mr. Li Jianbin	A&B
Mr. Bao Shan	A&B

Notes:

A: Attending training relevant to the Company's business conducted by lawyers

B: Reading materials relevant to corporate governance, director's duties and responsibilities, listing rules and other relevant ordinances.



Board Diversity Policy

The Company has adopted a board diversity policy (the “**Board Diversity Policy**”) which sets out the objective and approach to achieve and maintain diversity of the Board in order to enhance the effectiveness of the Board. Pursuant to the Board Diversity Policy, the Company seeks to achieve diversity of the Board through the consideration of a number of factors when selecting candidates to the Board, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service.

The Directors have a balanced mix of gender, knowledge and skills, including in management, strategic development, business development, sales, research and development, investment management, finance and risk management. The Directors also obtained degrees in various majors including clinical medicine, public health, business administration, financial management, finance, economics, accounting and laws. As at the date of this report, the Board comprises three female and eight male Directors ranging from 31 years old to 63 years old with experiences from different industries and sectors. The Nomination Committee considered that the Board has achieved gender diversity and possessed befitted skills and expertise and a diverse mix appropriate for the business of the Company. The Nomination Committee will review the composition and diversity of the Board on a regular basis to ensure the continuing effectiveness of the Board Diversity Policy.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

As at December 31, 2023, the share of female employees (including senior management) at the Group is 40% and the share of male employees is 60%. The Board considered the Group’s achievement in gender diversity with its workforce satisfactory. The Company will continue to devote efforts in maintaining at least one-third of the Group’s management roles be held by women, with a view to create a promising career path for the Group’s outstanding female management personnel and to nurture potential female successors to the Board in the future.

The Nomination Committee will monitor the implementation of the Board Diversity Policy and review the Board Diversity Policy from time to time to ensure its continued effectiveness.

BOARD COMMITTEES

During the Reporting Period, the Board has established four committees, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee and the ESG Committee for overseeing particular aspects of the Company’s affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the websites of the Stock Exchange and the Company and are available to Shareholders upon request.

The majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out under the section headed “Corporate Information” in this report.

Audit Committee

The Audit Committee was established by the Board with specific written terms of reference. The Audit Committee currently consists of Mr. Li Jianbin, Ms. Guo Hongyan and Mr. Bao Shan, being all the independent non-executive Directors and is chaired by Mr. Li Jianbin who possesses appropriate professional accounting qualification as required under the Listing Rules.

CORPORATE GOVERNANCE REPORT

The principal duties of the Audit Committee include the following: to assist the Board in reviewing the financial statements, reports and accounts and considering any significant or unusual items raised by the external auditors, reviewing the compliance, accounting policies and financial reporting procedures, supervising the implementation of the internal audit system, advising on the appointment or replacement of external auditors, liaising between the internal audit department and external auditors and reviewing the adequacy and effectiveness of the Company's financial controls, risk management and internal control systems. There has been no disagreement between the Board and the Audit Committee on appointment of external auditor as at the date of this report.

During the Reporting Period, the Audit Committee held 2 meetings and met the Company's external auditors to discuss and consider the following matters:

- reviewed the interim results and interim reports of the Company and its subsidiaries for the six months ended June 30, 2023 and the annual results and annual reports of the Company and its subsidiaries for the year ended December 31, 2022;
- reviewed the Company's annual audit plan and discussed with the external auditors the nature and scope of the audit and reporting obligations; and
- reviewed the financial control system, compliance procedures, risk management and internal control systems of the Company.

Remuneration Committee

The Remuneration Committee was established by the Board with specific written terms of reference. The Remuneration Committee currently consists of two independent non-executive Directors, being Mr. Bao Shan, Mr. Li Jianbin, and one executive Director, being Mr. Zhang Bozhou with Mr. Bao Shan acting as the chairman of the Remuneration Committee.

The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of each Director and senior management, and the remuneration policy and structure for all Directors and senior management; reviewing and approving compensations payable to the Directors and senior management; reviewing the performance of the Directors and senior management; supervising the implementation of the remuneration policies of the Company; approving the terms of executive Directors' service contracts; reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules. In addition to the basic salary, the Company's senior personnel may be granted incentives under the share scheme adopted by the Company. The appraisal spirit of the Remuneration Committee under the Board is strictly implemented adhering to performance orientation by performing appraisal on senior management personnel and the terms of the share schemes on an annual basis.

During the Reporting Period, the Remuneration Committee held 2 meetings to discuss and consider the following matters:

- reviewed the remuneration policy and structure for all Directors and senior management;
- made recommendations to the Board on the remuneration packages of individual executive Directors and senior management; and
- reviewing and approving matters relating to share schemes under Chapter 17 of the Listing Rules.



Nomination Committee

The Nomination Committee was established by the Board with specific written terms of reference. The Nomination Committee currently consists of two independent non-executive Directors, being Mr. He Mingguang and Mr. Bao Shan, and one executive Director, being Mr. Zhang Bozhou with Mr. Zhang Bozhou acting as the chairman of the Nomination Committee.

The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board, identifying qualified candidates to become Directors and senior management, making recommendations to the Board on the appointment and succession planning of Directors, monitoring the implementation of the Board Diversity Policy and assessing the independence of independent non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Board Diversity Policy, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

The Board has adopted a nomination policy, pursuant to which the Nomination Committee shall assess the suitability and the potential contribution to the Board of a proposed candidate before making a recommendation to the Board. The nomination policy sets out the factors for assessment, including reputation for integrity, skills, qualification and experiences, commitment in respect of availability time and relevant interest; independence of proposed independent non-executive Directors (where applicable); and diversity in all aspects (such as professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service).

The Nomination Committee shall identify, consider and recommend to the Board appropriate candidates to serve as Directors and to make recommendations to the Shareholders. The ultimate responsibility for selection and appointment of Directors rests with the entire Board. The Nomination Committee may also actively communicate with the Company and understand the Company's true demand for management for the selection of candidates.

During the Reporting Period, the Nomination Committee held 2 meetings to review and assess the implementation of the Board Diversity Policy and the proposal to nominate Ms. Zhang Li as a non-executive Director of the Company.

ESG Committee

The ESG Committee was established by the Group with specific written terms of reference. The ESG Committee is currently comprised of two executive Directors, Mr. Zhang Bozhou and Mr. Zhang Guangdi, and three independent non-executive Directors, Mr. He Mingguang, Mr. Li Jianbin and Mr. Bao Shan. The ESG Committee is chaired by Mr. Zhang Bozhou.

The primary functions of the ESG Committee include formulating and reviewing ESG issues and strategies, identifying and monitoring potential ESG risks in daily operations, approving the disclosure of annual ESG reports, and conducting regular reviews and evaluations of objectives. During the Reporting Period, the ESG Committee did not hold any meeting.

Corporate Governance Function

The Board recognizes that corporate governance should be the collective responsibility of the Directors.

CORPORATE GOVERNANCE REPORT

The Board reviewed and monitored the Company's corporate governance policies and practices, the training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance with the Model Code and compliance manual applicable to employees and Directors, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

ATTENDANCE RECORDS OF THE BOARD AND BOARD COMMITTEE MEETINGS AND GENERAL MEETINGS

Code provision C.5.1 of the CG Code provides that board meetings should be held at least four times a year at approximately quarterly intervals. Since January 1, 2023 and up to December 31, 2023, 4 Board meetings and one general meeting were held.

The attendance records of each Director (former and current) at the Board meetings, the Board Committee meetings and the general meeting of the Company held between January 1, 2023 and December 31, 2023 are set out in the table below:

Name of Director	Attendance/Number of Meetings Entitled to Attend				
	Board	Audit Committee	Remuneration Committee	Nomination Committee	General Meeting
Executive Directors					
Mr. Zhang Bozhou <i>(Chairman and Chief Executive Officer)</i>	4/4	N/A	2/2	2/2	1/1
Ms. Zhang Xiaoli	4/4	N/A	N/A	N/A	1/1
Mr. Zhang Junfeng	4/4	N/A	N/A	N/A	1/1
Mr. Zhang Guangdi	4/4	N/A	N/A	N/A	1/1
Non-executive Directors					
Mr. Ke Xian <i>(Resigned on December 18, 2023)</i>	4/4	N/A	N/A	N/A	1/1
Mr. Richard Chen Mao	4/4	N/A	N/A	N/A	1/1
Mr. Li Zhen	4/4	N/A	N/A	N/A	1/1
Ms. Zhang Wenwen <i>(Resigned on June 12, 2023)</i>	1/1	N/A	N/A	N/A	1/1
Ms. Zhang Li <i>(Appointed on June 12, 2023)</i>	2/2	N/A	N/A	N/A	N/A
Independent Non-executive Directors					
Mr. He Mingguang	4/4	N/A	N/A	2/2	N/A
Ms. Guo Hongyan	4/4	2/2	N/A	N/A	1/1
Mr. Li Jianbin	4/4	2/2	2/2	N/A	1/1
Mr. Bao Shan	4/4	2/2	2/2	2/2	1/1

During the Reporting Period, the Chairman held 2 meetings with the independent non-executive Directors without the presence of other Directors.



DIRECTORS' RESPONSIBILITY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

The management has provided to the Board such explanations and information as are necessary to enable the Board to carry out an informed assessment of the Group's consolidated financial statements, which are put to the Board for approval. The Company provides all members of the Board with updates on the Group's performance, positions and prospects from time to time.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 86 to 93 of this report.

AUDITOR'S REMUNERATION

An analysis of the remuneration paid to the external auditor of the Company, Ernst & Young, for the year ended December 31, 2023, is set out below:

Type of Services	Amount (RMB'000)
Audit services	1,910
Non-audit services	650
Total	2,560

The non-audit services for the year ended December 31, 2023 primarily consists of the service of reviewing the interim results for the six months ended June 30, 2023.

RISK MANAGEMENT AND INTERNAL CONTROL

Responsibilities

The Board acknowledges that it is the responsibility of the Board for maintaining an adequate risk management and internal control systems to safeguard shareholder investments and the Company's assets, and the review of the effectiveness of such systems is conducted on an annual basis. The risk management and internal control system and procedures are designed to meet the specific business needs of the Group and minimize the Group's risk exposure, aiming to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatements or loss.

CORPORATE GOVERNANCE REPORT

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

- Well-defined organizational structure with appropriate segregation of duties, limit of authority, reporting lines and responsibilities to minimize the risks of errors and abuse;
- Clear and written policies and procedures have been established and regularly reviewed for major functions and operations;
- a sound risk management procedure, requiring all relevant departments to accurately identify, carefully assess, dynamically monitor and timely respond to risks within the scope of their duties, and perform their responsibility of risk control;
- Continuous monitoring of the key operating data and performance indicators, timely and up-to-date business and financial reporting, and taking immediate corrective actions where necessary; and
- Internal audit function to perform independent appraisal of major operations on a regular basis.

The Group's internal audit department plays a major role in monitoring the internal governance of the Company. The major tasks of the internal audit department are reviewing the financial condition and internal control system of the Company and conducting comprehensive audits of all branches and subsidiaries of the Company on a regular basis. The review covers all material controls including financial, operational, compliance controls and risk management. Apart from regular reporting, any urgent matters in relation to the relevant are as at internal control will be reported in a timely manner. Review results and recommendations in the form of written reports are submitted to the Audit Committee for discussion and review. Follow up actions will be taken up by the internal audit department to ensure that material internal control defects previously identified have been properly resolved. The Group has introduced whistleblowing system to encourage reporting of any suspected or potential misconduct of behavior.

The Group has established rules regulating information disclosures which stipulates the managing and disclosure of inside information. The Group publishes annual reports, interim reports, and results announcements and other documents as required by the Listing Rules to disclose information to investors and the public to ensure timely disclosure of information in accordance with the Listing Rules and the SFO. The Group strictly prohibits unauthorized use or dissemination of confidential or inside information. Policies and procedures including pre-clearance on dealing the Company's securities by notification of regular blackout period and securities dealing restrictions to Directors and relevant employees, handling and dissemination of inside information, handling whistleblowing matters, and anti-corruption laws and regulations have been implemented by the Group to guard against possible mishandling of inside information, improprieties and corruptions within the Group.

During the Reporting Period, the Board has conducted a review of the effectiveness of the risk management and internal control systems of the Group and considered the risk management and internal control systems to be effective and adequate. The Board also believes that the Company has sufficient resources, staff qualifications and experience, training programme and budget of accounting, internal audit and financial reporting functions, as well as those relating to the ESG performance and reporting. The Group continuously reviews the effectiveness of the risk management and internal control systems, and adopted measures and procedures in various aspects, such as fund management, budget management, and market activities, to strengthen the effectiveness of the risk management and internal control systems.



JOINT COMPANY SECRETARIES

On June 22, 2022, Ms. Xie Chun was appointed as a joint company secretary, and is responsible for advising the Board on corporate governance matters and ensuring that the Board's policies and procedures, as well as the applicable laws, rules and regulations are followed. Upon Ms. Xie's appointment as a joint company secretary of the Company, the other joint company secretary of the Company, Mr. Cheng Ching Kit, who possesses the requisite qualification as required under Rule 3.28 of the Listing Rules, remains in office and acts as a joint company secretary of the Company.

Mr. Cheng Ching Kit, the other joint company secretary of the Company, is an assistant vice president of SWCS Corporate Services Group (Hong Kong) Limited, a professional corporate services provider, and assists Ms. Xie in her performance of duties as a joint company secretary. Mr. Cheng's primary corporate contact person at the Company is Ms. Xie Chun, another joint company secretary of the Company.

During the year ended December 31, 2023, Ms. Xie Chun and Mr. Cheng Ching Kit as the joint company secretaries and they have undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

DIVIDEND POLICY

Subject to the requirements of the Articles of Association, Cayman Islands Companies Act and other applicable laws and regulations, the Board has absolute discretion to recommend any dividend. The determination to pay dividends will be made at the discretion of the Board and will depend upon the Group's earnings and financial condition, operating requirements, capital requirements and any other conditions that the Directors may deem relevant. Future dividend payments will also depend upon the availability of dividends received from the operating subsidiaries of the Group in the PRC. It will continue to be reviewed by the Board from time to time and there can be no assurance that dividends will be paid in any particular amount, if at all, for any given period.

SHAREHOLDERS' COMMUNICATION POLICY

The Company has established a Shareholders' communication policy. The policy aims at promoting effective communication with Shareholders and other stakeholders, encouraging Shareholders to engage actively with the Company and enabling Shareholders to exercise their rights as Shareholders effectively.

The Company communicates with the Shareholders and/or potential investors mainly in the following ways: (i) the holding of annual general meetings and extraordinary general meetings, if any, which may be convened for specific purposes which provide opportunities for the Shareholders to communicate directly to the Board; (ii) the publication of announcements, annual reports, interim reports and/or circulars as required under the Listing Rules and press releases providing updated information of the Group; (iii) the availability of latest information of the Group on the Company's website at www.chaojueye.com; and (iv) the prompt responses to Shareholders' enquiries by mail and email.

During the Reporting Period, the Board reviewed the implementation and effectiveness of the Shareholders' communication policy, including the multiple communication channels for Shareholders in place and the steps taken to handle Shareholders' enquiries, and considered that the Shareholders' communication policy has been properly implemented and effective.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual Directors.

All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

Convening of extraordinary general meeting and putting forward proposals

In accordance with Article 64 of the Articles of Association, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Shareholders may put forward proposals for consideration at a general meeting of the Company according to Article 64 of the Articles of Association requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of Article 64 are set out above.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

Enquiries to the Board

Shareholders and investors who intend to put forward their enquiries about the Company to the Board could send their enquiries to the headquarters of the Company at 24/F, East Zone, Block A, Shouke Building, No. 14 Yard, West 3rd Ring South Road, Fengtai District, Beijing, the PRC (email address: CJ@chaojueye.com).

Changes to the contact details above will be communicated through the Company's website at www.chaojueye.com, which also contains information and updates on the Group's business developments and operations, as well as press releases and financial information.

CONSTITUTIONAL DOCUMENTS

The second amended and restated memorandum and articles of association of the Company were adopted by a special resolution passed at the annual general meeting of the Company held on June 6, 2023, and became effective on the same date. An up-to-date version of the Articles of Association is available on the websites of the Company and of the Stock Exchange.



INDEPENDENT AUDITOR'S REPORT



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To the shareholders of Chaoju Eye Care Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Chaoju Eye Care Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 86 to 183, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

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

KEY AUDIT MATTERS (CONTINUED)

Impairment assessment of goodwill

Goodwill as at 31 December 2023 was RMB205,986,000. The impairment testing performed by management regarding various cash-generating units (“CGUs”) involved significant judgement for the determination of the value in use of the CGUs.

This is a key audit matter due to the magnitude, the complexity and management’s estimates involved in the impairment assessment.

The accounting policies and the relevant disclosures are included in notes 2.4, 3 and 17 to the consolidated financial statements.

Our procedures in relation to the impairment assessment of goodwill included, but were not limited to:

1. Evaluating the models used in determining the value in use of the CGUs by comparison with market practice;
2. Evaluating the reasonableness of the key assumptions used in the impairment testing models by comparison with the historical performance and industry data;
3. Obtaining management’s sensitivity analysis over the key assumptions of the cash flow forecast to analyse the potential impact of a range of possible outcomes; and
4. Reviewing the disclosures of impairment assessment in the consolidated financial statements.

Accounting for business combinations

As disclosed in note 33 to the consolidated financial statements, the Group completed several business combinations of hospitals during the year. As at the respective dates of business combinations, the aggregate fair value of the identifiable net assets acquired amounted to approximately RMB86,686,000 and goodwill of approximately RMB104,603,000 arose from the business combinations.

This is a key audit matter due to the magnitude of the balances involved and the significant judgements and estimates involved in (i) the assessment of whether the Group has obtained control over the hospitals and whether the Group has the practical ability to direct the hospitals’ relevant activities unilaterally; (ii) the identification of assets acquired and liabilities assumed; and (iii) the determination of the fair values of the identifiable assets acquired and liabilities assumed.

Our procedures in relation to the accounting for business combinations included, but were not limited to:

1. Examining the terms of the relevant purchase agreements, articles of association and other related documents to assess management’s judgement that the Group obtained control over the hospitals;
2. Involving our internal valuation specialists to evaluate the valuation methodologies adopted and the assumptions used to determine the fair values of the identifiable assets acquired and liabilities assumed;
3. Evaluating the reasonableness of the key assumptions on management’s best estimate of the useful lives of identifiable assets by comparing to industry data; and
4. Reviewing the disclosures of business combinations in the consolidated financial statements.



OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Tsang Pang Sum, Joe.

Ernst & Young

Certified Public Accountants

Hong Kong

26 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
REVENUE	5	1,369,505	990,044
Cost of sales		(748,371)	(555,347)
Gross profit		621,134	434,697
Other income and gains	6	83,278	50,249
Selling and distribution expenses		(104,989)	(61,283)
Administrative expenses		(222,459)	(162,040)
Other expenses		(59,666)	(6,631)
Impairment losses on financial assets, net		(5,835)	(3,957)
Finance costs	8	(12,221)	(11,897)
PROFIT BEFORE TAX	7	299,242	239,138
Income tax expense	11	(78,507)	(55,942)
PROFIT FOR THE YEAR		220,735	183,196
Attributable to:			
Owners of the parent		228,914	187,752
Non-controlling interests		(8,179)	(4,556)
		220,735	183,196
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic for profit for the year (expressed in RMB per share)	13	0.33	0.27
Diluted for profit for the year (expressed in RMB per share)	13	0.33	0.27



CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

Year ended 31 December 2023

	2023 RMB'000	2022 RMB'000
PROFIT FOR THE YEAR	220,735	183,196
OTHER COMPREHENSIVE INCOME		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	12,320	57,401
Net other comprehensive income that may be reclassified to profit or loss in subsequent periods	12,320	57,401
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	12,320	57,401
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	233,055	240,597
Attributable to:		
Owners of the parent	241,234	245,153
Non-controlling interests	(8,179)	(4,556)
	233,055	240,597

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	396,995	392,309
Investment properties	15	28,774	–
Right-of-use assets	16(a)	195,100	200,744
Goodwill	17	205,986	115,214
Intangible assets	18	166,963	91,201
Financial assets at fair value through profit or loss	19	92,000	–
Deferred tax assets	29	5,712	6,013
Time deposits	24	95,007	82,002
Due from related parties	38(b)	–	1,000
Prepayments, other receivables and other assets	22	6,604	19,540
Total non-current assets		1,193,141	908,023
CURRENT ASSETS			
Inventories	20	51,112	52,415
Trade receivables	21	55,742	46,645
Prepayments, other receivables and other assets	22	70,190	34,931
Financial assets at fair value through profit or loss	19	412,453	382,793
Other current financial assets	23	50,222	–
Time deposits	24	626,509	353,616
Cash and cash equivalents	25	463,437	944,727
Total current assets		1,729,665	1,815,127
CURRENT LIABILITIES			
Trade payables	26	55,356	44,027
Other payables and accruals	27	221,137	138,918
Due to related parties	38(b)	306	2,415
Interest-bearing bank and other borrowings	28	7,153	12,013
Lease liabilities	16(b)	41,822	41,358
Tax payable		16,965	6,252
Total current liabilities		342,739	244,983
NET CURRENT ASSETS		1,386,926	1,570,144
TOTAL ASSETS LESS CURRENT LIABILITIES		2,580,067	2,478,167



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
NON-CURRENT LIABILITIES			
Lease liabilities	16(b)	151,822	142,785
Deferred tax liabilities	29	41,777	28,368
Other payables and accruals	27	8,043	8,541
Total non-current liabilities		201,642	179,694
Net assets		2,378,425	2,298,473
EQUITY			
Equity attributable to owners of the parent			
Share capital	30	152	152
Treasury shares	30	(76,901)	(18,665)
Reserves	32	2,436,803	2,291,231
Non-controlling interests		2,360,054	2,272,718
		18,371	25,755
Total equity		2,378,425	2,298,473

Zhang Bozhou
Director

Zhang Guangdi
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

	Attributable to owners of the parent								
	Share capital	Treasury shares	Capital reserve	Share-based payment reserve	Exchange fluctuation reserve	Retained profits	Total	Non controlling interests	Total equity
At 31 December 2022 and 1 January 2023	152	(18,665)	1,908,470	11,862	41,443	329,456	2,272,718	25,755	2,298,473
Profit for the year	-	-	-	-	-	228,914	228,914	(8,179)	220,735
Other comprehensive income for the year:									
Exchange differences related to foreign operations	-	-	-	-	12,320	-	12,320	-	12,320
Total comprehensive income for the year	-	-	-	-	12,320	228,914	241,234	(8,179)	233,055
Share-based payments (note 31)	-	-	-	14,088	-	-	14,088	355	14,443
Shares vested under share-based payments	-	-	6,591	(6,591)	-	-	-	-	-
Acquisition of subsidiaries (note 33)	-	-	-	-	-	-	-	440	440
Share of capital reserves of an associate	-	-	3,207	-	-	-	3,207	-	3,207
Deemed disposal of an associate	-	-	(3,207)	-	-	-	(3,207)	-	(3,207)
Purchases of shares for the share award scheme (note 30)	-	(58,236)	-	-	-	-	(58,236)	-	(58,236)
Final 2022 dividend declared	-	-	-	-	-	(109,750)	(109,750)	-	(109,750)
At 31 December 2023	152	(76,901)	1,915,061*	19,359*	53,763*	448,620*	2,360,054	18,371	2,378,425



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

	Attributable to owners of the parent								
	Share capital	Treasury shares	Capital reserve	Share-based payment reserve	Exchange fluctuation reserve	Retained profits	Total	Non controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022	152	-	1,884,678	32,907	(15,958)	204,438	2,106,217	22,189	2,128,406
Profit for the year	-	-	-	-	-	187,752	187,752	(4,556)	183,196
Other comprehensive income for the year:									
Exchange differences related to foreign operations	-	-	-	-	57,401	-	57,401	-	57,401
Total comprehensive income for the year	-	-	-	-	57,401	187,752	245,153	(4,556)	240,597
Share-based payments (note 31)	-	-	-	2,978	-	-	2,978	-	2,978
Shares vested under share-based payments	-	-	24,023	(24,023)	-	-	-	-	-
Acquisition of non-controlling interests (j)	-	-	(231)	-	-	-	(231)	(489)	(720)
Acquisition of subsidiaries	-	-	-	-	-	-	-	8,611	8,611
Purchases of shares for the share award scheme (note 30)	-	(18,665)	-	-	-	-	(18,665)	-	(18,665)
Final 2021 dividend declared	-	-	-	-	-	(62,734)	(62,734)	-	(62,734)
At 31 December 2022	152	(18,665)	1,908,470*	11,862*	41,443*	329,456*	2,272,718	25,755	2,298,473

* These reserve accounts comprise the consolidated reserves of RMB2,436,803,000 (2022: RMB2,291,231,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		299,242	239,138
Adjustments for:			
Finance costs	8	12,221	11,897
Interest income	6	(41,306)	(22,974)
Foreign exchange differences, net	7	8,069	21
Fair value gains on financial assets at fair value through profit or loss	6	(16,223)	(20,193)
Depreciation of property, plant and equipment	7,14	64,448	51,275
Impairment of investment properties	7,15	19,137	–
Depreciation of right-of-use assets	7,16(a)	49,139	42,238
Amortisation of intangible assets	7,18	9,774	5,853
Impairment/(reversal of impairment) of trade receivables	7,21	4,123	(623)
Impairment of prepayment and other receivables	7,22	1,712	4,580
Impairment of property, plant and equipment	7,14	866	–
Impairment of goodwill	7,17	13,831	–
Loss/(gain) on disposal of items of property, plant and equipment, net	7	860	(82)
Loss on disposal of items of intangible assets, net	7	7	–
Loss on termination of leases	7,16(c)	–	206
Gain on a deemed disposal of interest previously held in an associate	7	(12,073)	–
Gain on disposal of a subsidiary	7	–	(402)
Share-based payments	7,31	14,443	2,978
		428,270	313,912
Decrease/(increase) in inventories		6,912	(13,976)
(Increase)/decrease in trade receivables		(10,744)	13,476
Increase in prepayments, other receivables and other assets		(35,772)	(7,488)
Decrease in amounts due from related parties		–	19,164
Increase in trade payables		9,683	223
Increase in other payables and accruals		49,703	8,163
(Decrease)/increase in amounts due to related parties		(84)	391
Cash generated from operations		447,968	333,865
Interest received		8,636	16,641
Interest paid		(11,491)	(11,471)
Income tax paid		(72,544)	(65,625)
Net cash flows from operating activities		372,569	273,410



CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 RMB'000	2022 RMB'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of financial assets at fair value through profit or loss		(1,572,000)	(1,820,000)
Proceeds from disposal of financial assets at fair value through profit or loss		1,466,563	1,977,443
Purchases of time deposits over three months		(253,450)	(416,282)
Purchases of other current financial assets		(50,000)	–
Payments for acquisition of items of property, plant and equipment		(80,011)	(121,081)
Payments for acquisition of intangible assets		(6,539)	(4,035)
Proceeds from disposal of items of property, plant and equipment		1,507	145
Acquisition of subsidiaries	33	(155,621)	(81,948)
Payment for acquisition of subsidiaries in prior years		(4,544)	–
Disposal of a subsidiary		–	990
Net cash flows used in investing activities		(654,095)	(464,768)
CASH FLOWS FROM FINANCING ACTIVITIES			
Purchases of shares for the share award scheme		(58,236)	(18,665)
Prepayments received from the award of shares under the share award scheme		10,729	–
Acquisition of non-controlling interests		–	(720)
Repayment of interest-bearing bank and other borrowings	34	(11,410)	(31,690)
Principal portion of lease payments	34	(35,348)	(51,618)
Dividends paid		(109,750)	(62,734)
Net cash flows used in financing activities		(204,015)	(165,427)
NET DECREASE IN CASH AND CASH EQUIVALENTS			
Cash and cash equivalents at beginning of year		944,727	1,257,136
Effect of foreign exchange rate changes, net		4,251	44,376
CASH AND CASH EQUIVALENTS AT END OF YEAR		463,437	944,727
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances		463,437	944,727
Cash and cash equivalents as stated in the consolidated statement of financial position and statement of cash flows		463,437	944,727

NOTES TO FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 19 May 2020. The registered address of the Company is 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands.

The Company is an investment holding company. The Company's subsidiaries are involved in the provision of in-patient services, out-patient services, and sale of optical products in the mainland of the People's Republic of China (the "PRC").

In the opinion of the directors, the controlling shareholders of the Group are Mr. Zhang Bozhou (together with Jutong Medical Management Co., Ltd.), Ms. Zhang Xiaoli (together with Sihai Medical Management Co., Ltd.), Mr. Zhang Junfeng (together with Guangming Medical Management Co., Ltd.), Mr. Zhang Fengsheng (together with Xiwang Medical Management Co., Ltd.), Ms. Zhang Yumei (together with Sitong Medical Management Co., Ltd.) and Xiamen Juludazhou Equity Investment Partnership (Limited Partnership) (being controlled by Mr. Zhang Bozhou as the sole general partner), who are the parties acting-in-concert (collectively referred to as the "Controlling Shareholders").

Information about subsidiaries

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

English name	Chinese name	Place of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the		Principal activities
				Company Direct	Indirect	
Chaoju Medical Investment Limited	朝聚醫療投資有限公司	British Virgin Islands	USD1.00	100%	–	Investment holding company
Chaoju Eye Care (HK) Company Limited	朝聚眼科醫療(香港)有限公司	Hong Kong	HK\$10,000	–	100%	Investment holding company
Xiamen Chaoju Medical Technology Group Co., Ltd.*	廈門朝聚醫療科技集團有限公司	PRC/Chinese Mainland	RMB1,388,000,000	–	100%	Investment holding company
Xiamen Xinkangnuo Management Consulting Co., Ltd.*	廈門信康諾管理諮詢有限公司	PRC/Chinese Mainland	RMB85,000,000	–	100%	Investment holding company
Xiamen Chaoju Hospital Management Development Co., Ltd.*	廈門朝聚醫院管理發展有限公司	PRC/Chinese Mainland	RMB193,277,310	–	70%	Investment management
Xiamen Chaoju Eye Optics Technology Development Co., Ltd.*	廈門朝聚眼視光科技發展有限公司	PRC/Chinese Mainland	RMB100,000,000	–	100%	Investment management
Xiamen Zhicheng Zhiyuan Medical Equipment Trading Co., Ltd.*	廈門至誠致遠醫療器械貿易有限公司	PRC/Chinese Mainland	USD10,000,000	–	100%	Sale of equipment and optical products
Inner Mongolia Chuangjie Enterprise Operation Management Co., Ltd.*	內蒙古創傑企業運營管理有限公司	PRC/Chinese Mainland	RMB50,000,000	–	100%	Ophthalmic hospital management
Tianjin Chaoju Yangguang Medical Instrument Trade Co., Ltd.*	天津朝聚陽光醫療器械貿易有限公司	PRC/Chinese Mainland	RMB5,000,000	–	100%	Sale of equipment and optical products



1. CORPORATE INFORMATION(CONTINUED)

Information about subsidiaries(Continued)

English name	Chinese name	Place of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the		Principal activities
				Company	Indirect	
Chaoju Medical Technology Co., Ltd.*	朝聚醫療科技有限公司	PRC/Chinese Mainland	RMB135,294,117	-	100%	Investment management
Beijing Chaoju Investment Management Co., Ltd.*	北京朝聚投資管理有限公司	PRC/Chinese Mainland	RMB30,000,000	-	100%	Investment management
Chaoju (Inner Mongolia) Eye Hospital Co., Ltd.*	朝聚(內蒙古)眼科醫院有限公司	PRC/Chinese Mainland	RMB15,000,000	-	100%	Provision of ophthalmic service
Hohhot Chaoju Eye Hospital Co., Ltd.*	呼和浩特朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB20,000,000	-	100%	Provision of ophthalmic service
Hohhot City Chaoju Optometry Correction Eyeglasses Co., Ltd.*	呼和浩特市朝聚眼視光矯治配鏡有限公司	PRC/Chinese Mainland	RMB1,000,000	-	100%	Sale of eyewear and optical products
Baotou City Chaoju Eye Hospital Co., Ltd.*	包頭市朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB16,880,000	-	100%	Provision of ophthalmic service
Baotou City Chaoju Optometry Correction Eyeglasses Co., Ltd.*	包頭市朝聚眼視光矯治配鏡有限公司	PRC/Chinese Mainland	RMB1,000,000	-	100%	Sale of eyewear and optical products
Baotou City Kunlun Chaoju Eye Hospital Co., Ltd.*	包頭市崑崙朝聚眼科醫院有限責任公司	PRC/Chinese Mainland	RMB4,000,000	-	100%	Provision of ophthalmic service
Baotou City Kunlun Chaoju Optometry Correction Eyeglasses Co., Ltd.*	包頭市崑崙朝聚眼視光矯治配鏡有限責任公司	PRC/Chinese Mainland	RMB1,000,000	-	100%	Sale of eyewear and optical products
Baotou Low Vision Rehabilitation Center*	包頭市低視力康復中心	PRC/Chinese Mainland	RMB310,000	-	100%	Amblyopia recovery
Baotou City Donghe District Chaoju Optometry Eyeglasses Co., Ltd.*	包頭市東河區朝聚驗光配鏡有限公司	PRC/Chinese Mainland	RMB100,000	-	100%	Sale of eyewear and optical products
Ulanqab City Chaoju Optometry Correction Eyeglasses Co., Ltd.*	烏蘭察布市朝聚眼視光矯治配鏡有限公司	PRC/Chinese Mainland	RMB1,000,000	-	100%	Sale of eyewear and optical products
Chaoju (Ulanqab) Eye Hospital Co., Ltd.*	朝聚(烏蘭察布)眼科醫院有限公司	PRC/Chinese Mainland	RMB5,000,000	-	100%	Provision of ophthalmic service
Jungar Banner Chaoju Optometry Eyeglasses Co., Ltd.*	准格爾旗朝聚驗光配鏡有限公司	PRC/Chinese Mainland	RMB100,000	-	100%	Sale of eyewear and optical products
Tumb Right Banner Chaoju Optometry Eyeglasses Co., Ltd.*	土默特右旗朝聚驗光配鏡有限公司	PRC/Chinese Mainland	RMB100,000	-	100%	Sale of eyewear and optical products
Chaoju (Chifeng) Eye Hospital Co., Ltd.*	朝聚(赤峰)眼科醫院有限公司	PRC/Chinese Mainland	RMB15,500,000	-	100%	Provision of ophthalmic service
Chifeng Chaoju Eyeglasses Co., Ltd.*	赤峰朝聚眼鏡有限責任公司	PRC/Chinese Mainland	RMB100,000	-	100%	Sale of eyewear and optical products

NOTES TO FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE INFORMATION(CONTINUED) Information about subsidiaries(Continued)

English name	Chinese name	Place of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
				Direct	Indirect	
Chifeng City Yuanbaoshan District Chaoju Optometry Eyeglasses Co., Ltd. *	赤峰市元寶山區朝聚驗光 配鏡有限責任公司	PRC/Chinese Mainland	RMB200,000	-	100%	Sale of eyewear and optical products
Chengde Chaoju Eye Hospital Co., Ltd. *	承德朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB10,000,000	-	100%	Provision of ophthalmic service
Chengde Chaoju Trading Co., Ltd. *	承德朝聚商貿有限公司	PRC/Chinese Mainland	RMB3,000,000	-	100%	Sale of eyewear and optical products
Tongliao City Chaoju Eyeglasses Co., Ltd. *	通遼市朝聚眼鏡有限責任 公司	PRC/Chinese Mainland	RMB500,000	-	100%	Sale of eyewear and optical products
Tongliao Chaoju Eye Hospital Co., Ltd. *	通遼朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB10,000,000	-	95%	Provision of ophthalmic service
Datong Chaoju Ankang Eye Hospital Co., Ltd. *	大同朝聚安康眼科醫院有限 公司	PRC/Chinese Mainland	RMB15,000,000	-	86.67%	Provision of ophthalmic service
Datong City Chaoju Eyeglasses Co., Ltd. *	大同市朝聚眼鏡有限公司	PRC/Chinese Mainland	RMB1,000,000	-	100%	Sale of eyewear and optical products
Hulunbair Chaoju Eye Hospital Co., Ltd. *	呼倫貝爾朝聚眼科醫院有限 公司	PRC/Chinese Mainland	RMB22,000,000	-	86.05%	Provision of ophthalmic service
Hulunbair City Chaoju Optometry Co., Ltd. *	呼倫貝爾市朝聚眼視光有限 公司	PRC/Chinese Mainland	RMB500,000	-	97.30%	Sale of eyewear and optical products
Dalad Banner Chaoju Optometry Eyeglasses Co., Ltd. *	達拉特旗朝聚驗光配鏡有限 公司	PRC/Chinese Mainland	RMB100,000	-	100%	Sale of eyewear and optical products
Dalad Banner Chaoju Eye Hospital Co., Ltd. *	達拉特旗朝聚眼科醫院有限 責任公司	PRC/Chinese Mainland	RMB4,000,000	-	100%	Provision of ophthalmic service
Ongniud Banner Chaoju Optometry Eyeglasses Co., Ltd. *	翁牛特旗朝聚驗光配鏡有限 責任公司	PRC/Chinese Mainland	RMB200,000	-	100%	Sale of eyewear and optical products
Xilinhot City Chaoju Optometry Correction Eyeglasses Co., Ltd. *	錫林浩特市朝聚眼視光矯治 配鏡有限公司	PRC/Chinese Mainland	RMB1,000,000	-	100%	Sale of eyewear and optical products
Xilinhot City Chaoju Eye Hospital Co., Ltd. *	錫林浩特市朝聚眼科醫院 有限責任公司	PRC/Chinese Mainland	RMB6,130,000	-	100%	Provision of ophthalmic service
Hexigten Banner Chaoju Ophthalmic Optometry Clinic Co., Ltd. *	克什克騰旗朝聚眼科視光 門診有限公司	PRC/Chinese Mainland	RMB1,600,000	-	100%	Sale of eyewear and optical products
Hangzhou Chaoju Optical Eyeglasses Co., Ltd. *	杭州朝聚光學眼鏡有限公司	PRC/Chinese Mainland	RMB500,000	-	100%	Sale of eyewear and optical products
Hangzhou Chaoju Eye Hospital Co., Ltd. *	杭州朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB20,000,000	-	100%	Provision of ophthalmic service



1. CORPORATE INFORMATION(CONTINUED)

Information about subsidiaries(Continued)

English name	Chinese name	Place of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the		Principal activities
				Company Direct	Indirect	
Zhoushan Chaoju Eye Hospital Co., Ltd. *	舟山朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB22,000,000	-	100%	Provision of ophthalmic service
Zhoushan Chaoju Optical Glasses Co., Ltd.*	舟山朝聚光學眼鏡有限公司	PRC/Chinese Mainland	RMB5,000,000	-	80%	Sale of eyewear and optical products
Zhejiang Chaoju Hezhong Investment Management Co., Ltd. *	浙江朝聚和眾投資管理有限公司	PRC/Chinese Mainland	RMB100,000,000	-	100%	Investment management
Ningbo Boshi Eye Hospital Co., Ltd. *	寧波博視眼科醫院有限公司	PRC/Chinese Mainland	RMB26,000,000	-	63%	Provision of ophthalmic service
Ninghai Eye Hospital Co., Ltd. *	寧海眼科醫院有限公司	PRC/Chinese Mainland	RMB23,000,000	-	65%	Provision of ophthalmic service
Xiangshan Chaoju Eye Hospital Co., Ltd. *	象山朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB12,000,000	-	55%	Provision of ophthalmic service
Jiaxing Chaoju Eye Hospital Co., Ltd. *	嘉興朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB10,000,000	-	100%	Provision of ophthalmic service
Jiaxing City Chaoju Optical Glasses Co., Ltd.*	嘉興市朝聚光學眼鏡有限公司	PRC/Chinese Mainland	RMB500,000	-	100%	Sale of eyewear and optical products
Jiangsu Chaoju Medical Management Co., Ltd. *	江蘇朝聚醫療管理有限公司	PRC/Chinese Mainland	RMB50,000,000	-	100%	Investment management
Sihong County Chaoju Optical Optometry Eyeglasses Co., Ltd.*	泗洪縣朝聚視光配鏡有限公司	PRC/Chinese Mainland	RMB300,000	-	100%	Sale of eyewear and optical products
Sihong Chaoju Eye Hospital Co., Ltd. *	泗洪朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB10,000,000	-	100%	Provision of ophthalmic service
Siyang Chaoju Eyeglasses Co., Ltd. *	泗陽朝聚眼鏡有限公司	PRC/Chinese Mainland	RMB500,000	-	100%	Sale of eyewear and optical products
Siyang Chaoju Eye Hospital Co., Ltd. *	泗陽朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB10,000,000	-	100%	Provision of ophthalmic service
Tumb Right Banner Chaoju Eye Hospital Co., Ltd. *	土默特右旗朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB7,000,000	-	100%	Provision of ophthalmic service
Hohhot Chaoju Optical Glasses Co., Ltd.*	呼和浩特市朝聚光學眼鏡有限公司	PRC/Chinese Mainland	RMB1,000,000	-	100%	Sale of eyewear and optical products
Zhangjiakou Chaoju Eye Hospital Co., Ltd. *	張家口朝聚眼科醫院有限公司	PRC/Chinese Mainland	RMB20,000,000	-	100%	Provision of ophthalmic service
Hangzhou Chaoju Optician Co., Ltd.*	杭州朝聚視光眼鏡有限公司	PRC/Chinese Mainland	RMB1,000,000	-	100%	Sale of eyewear and optical products

NOTES TO FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE INFORMATION(CONTINUED) Information about subsidiaries(Continued)

English name	Chinese name	Place of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the		Principal activities
				Company		
				Direct	Indirect	
Xiamen Chaojuleda Holding Co., Ltd.**	廈門朝聚樂達控股有限公司	PRC/Chinese Mainland	RMB100,000,000	-	100%	Investment management
Tangshan Jidong Eye Care Hospital Co., Ltd.*	唐山冀東眼科醫院有限公司	PRC/Chinese Mainland	RMB50,000,000	-	77.70%	Provision of ophthalmic service
Yutian County Jidong Eye Care Hospital Co., Ltd.*	玉田縣冀東眼科醫院有限公司	PRC/Chinese Mainland	RMB5,000,000	-	51%	Provision of ophthalmic service
Luanzhou Jidong Eye Care Hospital Co., Ltd.*	灤州冀東眼科醫院有限公司	PRC/Chinese Mainland	RMB5,000,000	-	65%	Provision of ophthalmic service
Luannan Jidong Vision Hospital Co., Ltd.*	灤南冀東視明眼科醫院有限公司	PRC/Chinese Mainland	RMB6,000,000	-	51%	Provision of ophthalmic service
Zhoushan Chaoju Zhicheng Eyeglasses Co., Ltd.*	舟山朝聚至誠眼鏡有限公司	PRC/Chinese Mainland	RMB1,000,000	-	100%	Sale of eyewear and optical products
Zhangjiakou Chaoju Eye Optometry Co., Ltd.*	張家口朝聚眼視光配鏡有限公司	PRC/Chinese Mainland	RMB1,000,000	-	100%	Sale of eyewear and optical products
Ningbo Juwang Minghui Investment Partnership (Limited Partnership)*	寧波聚望明暉投資合夥企業(有限合夥)	PRC/Chinese Mainland	RMB2,500,000	-	54%	Investment management
CJ VISION CAPITAL INC#	朝聚願景資本公司	The United States	USD1.00	-	100%	Investment management
Ningxia Chaoju Kaiming Eye Hospital Co., Ltd.**#Δ	寧夏朝聚開明眼科醫院有限公司	PRC/Chinese Mainland	RMB20,000,000	-	100%	Provision of ophthalmic service
Ningxia Kaiming Optometry Co., Ltd.**#	寧夏開明視光配鏡有限公司	PRC/Chinese Mainland	RMB100,000	-	100%	Sale of eyewear and optical products
Bayannur Chaoju Management Consulting Co., Ltd.**	巴彥淖爾朝聚管理諮詢有限公司	PRC/Chinese Mainland	RMB200,000,000	-	100%	Investment management
Beijing Chaoju Ophthalmic Clinic Co., Ltd.**#Δ	北京朝聚眼科診所有限公司	PRC/Chinese Mainland	RMB28,000,000	-	97%	Provision of ophthalmic service
Bayannur Xudong Ophthalmic Hospital Co., Ltd.**	巴彥淖爾市旭東眼科醫院有限公司	PRC/Chinese Mainland	RMB22,700,000	-	100%	Provision of ophthalmic service
Wulate Qianqi Xudong Ophthalmic Out-Patient Department Co., Ltd.**	烏拉特前旗旭棟眼科門診部有限公司	PRC/Chinese Mainland	RMB3,550,000	-	100%	Provision of ophthalmic service
Wuyuan County Xudong Ophthalmic Hospital Co., Ltd.**	五原縣旭棟眼科醫院有限公司	PRC/Chinese Mainland	RMB5,210,000	-	100%	Provision of ophthalmic service

**1. CORPORATE INFORMATION(CONTINUED)****Information about subsidiaries(Continued)**

English name	Chinese name	Place of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
				Direct	Indirect	
Bayannur Chaoxu Ophthalmology Hospital Co., Ltd. ^{***△}	巴彥淖爾朝旭眼科醫院有限公司	PRC/Chinese Mainland	RMB500,000	-	100%	Sale of eyewear and optical products
Xiamen Chaoju Letong Holdings Co., Ltd. ^{**}	廈門朝聚樂通控股有限公司	PRC/Chinese Mainland	RMB30,000,000	-	100%	Investment management
Inner Mongolia Chaoju Medical Technology Co., Ltd. ^{**}	內蒙古朝聚醫療科技有限責任公司	PRC/Chinese Mainland	RMB50,000,000	-	100%	Investment management

* The names of these companies referred to in this report represent management's best effort in translating the Chinese names of the companies registered in Chinese Mainland, as no English names have been registered. Except for Baotou Low Vision Rehabilitation Center, which is a not-for-profit optical center, other companies incorporated in Chinese Mainland are registered as limited liability companies under PRC laws.

^ Xiamen Chaoju Medical Technology Group Co., Ltd. is registered as a foreign-owned enterprise under PRC laws.

These subsidiaries were newly established during the year.

These subsidiaries were newly acquired during the year. Further details of this acquisition are included in note 33 to the financial statements.

△ Chaoju Kaiming (Ningxia) Ophthalmology Hospital Co., Ltd. was officially renamed as Ningxia Chaoju Kaiming Eye Hospital Co., Ltd. in April 2023.

△ Beijing Mingyue Ophthalmology Clinic Co., Ltd. was officially renamed as Beijing Chaoju Ophthalmic Clinic Co., Ltd. in December 2023.

△ Bayannur Chaoxu Ophthalmology Hospital Co., Ltd. was officially renamed as Bayannur Chaoju Optometry Co., Ltd. in January 2024.

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (“IASB”), and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

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

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

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

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

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

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



2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

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

- (a) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (b) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.
- (c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

The adoption of amendments to IAS 12 did not have any material impact on the basic and diluted earnings per share attributable to ordinary equity holders of the parent, other comprehensive income and the consolidated statements of cash flows for the years ended 31 December 2023 and 2022.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

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

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

2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs

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

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

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

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

³ No mandatory effective date yet determined but available for adoption

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

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



2.3 ISSUED BUT NOT YET EFFECTIVE IFRSs (CONTINUED)

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES

Investments in associates

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

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

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

Business combinations and goodwill

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

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

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



2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (continued)

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

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

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Fair value measurement

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

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

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

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

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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



2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets

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

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

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

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

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Related parties (continued)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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



2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation (continued)

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

Categories	Estimated useful life	Annual rates
Buildings	30 years	3%
Leasehold improvements	3-10 years	10%-33%
Medical equipment	5-10 years	10%-19%
Motor vehicles	4-8 years	12%-24%
Office equipment	3-5 years	19%-32%

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

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

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

Investment properties

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income. Such properties are stated at cost less accumulated depreciation and any impairment losses.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

Intangible assets (other than goodwill)

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Intangible assets (other than goodwill) (continued)

Software

Purchased software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life from 3 to 10 years.

Medical licences

Medical licences acquired in a business combination are recognised at fair value at the acquisition date. These medical licences have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of licenses over their estimated useful lives of 15 years. In considering the estimated useful lives, renewal periods are considered only if there is evidence to support renewal by the Group without significant cost.

Brand

Brand acquired in a business combination is recognised at fair value at the acquisition date. The brand has a finite useful life and is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of brands over their estimated useful lives of 20 years.

Leases

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

Group as a lessee

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

(a) Right-of-use assets

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

Buildings	2 to 20 years
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If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.



2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

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

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

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

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

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

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception each of its leases as either an operating lease or a finance lease.

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

Group as a lessor (continued)

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

When the Group is an intermediate lessor, a sublease is classified as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

Investments and other financial assets

Initial recognition and measurement

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

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

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

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

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

Subsequent measurement

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



2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets at amortised cost (debt instruments)

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

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

Derecognition of financial assets

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

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

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

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

Impairment of financial assets

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

General approach

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

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

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs



2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Simplified approach

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

Financial liabilities

Initial recognition and measurement

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

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

The Group's financial liabilities include trade payables, financial liabilities included in other payables and accruals, interest-bearing bank and other borrowings, amounts due to related parties.

Subsequent measurement

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

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

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

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

Derecognition of financial liabilities

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

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Offsetting of financial instruments

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

Treasury shares

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

Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of certain medical consumables is determined using the individual valuation method, and the cost of other inventories is determined using the weighted average method. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

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

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

Provisions

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

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

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



2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Income tax

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

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

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

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

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

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

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

Government grants

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

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue from contracts with customers

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

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

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



2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

The Group's revenue is primarily derived from providing in-patient services, out-patient services and sale of optical products.

- In-patient services

Revenue from the provision of in-patient services is recognised over time because the customer simultaneously receives and consumes the benefits provided by the Group.

- Out-patient services

Revenue from the provision of out-patient services is recognised at the point in time when the services are provided.

- Sales of equipment and optical products

The Group sells equipment and optical products to third parties, and revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

Other income

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

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract liabilities

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Share-based payments

The Company operates a share award scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (“equity-settled transactions”). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a discounted cash flow method to determine the equity fair value of the Company and adopted the equity allocation model to determine the fair value of the underlying ordinary shares, taking into account the terms and conditions upon which the shares were granted, further details of which are given in note 31 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss and other comprehensive income for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.



2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Other employee benefits

Pension scheme

The employees of the Group's subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

Housing fund and other social insurances

The Group has participated in defined social security contribution schemes for its employees pursuant to the relevant laws and regulations of the PRC. These include a housing fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes monthly contributions to the housing fund and other social insurances. The contributions are charged to profit or loss on an accrual basis. The Group has no further obligations beyond the contributions made.

Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements. Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Foreign currencies

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

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

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

The functional currency of an overseas subsidiary is a currency other than RMB. As at the end of the reporting period, the assets and liabilities of the entity are translated into RMB at the exchange rates prevailing at the end of the reporting period and the statement of profit or loss is translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

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



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

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

Assessment of control over a not-for-profit hospital founded by the Group

On 31 December 2019, the Group made a capital contribution to Baotou Low Vision Rehabilitation Center, a not-for-profit hospital founded by one of the ultimate shareholders, Mr. Zhang Bozhou, and has become the controlling shareholder. The Group has entered into agreements with the hospital, pursuant to which the Group obtains contractual rights to provide management services by the hospital for 15 years and is entitled to receive income-based management fees for the period. All the three directors of the council and other main staff are appointed by the Group.

The Group has exercised significant judgements in determining whether the Group has control over the hospital. In exercising such judgement, the Group considers whether the rights of the Group give the current ability to direct the relevant activities, whether rights exercisable by other parties as internal governance body members are substantive, whether the Group is exposed, or has rights, to variable returns from its involvement with the hospital, and whether the Group has the ability to use its power over the hospital to affect the amount of returns. After assessment, management has concluded that the Group has the decision-making power over the internal governance body of the hospital to direct the relevant activities of the hospital, so the Group has control over and thus has consolidated the hospital.

Estimation uncertainty

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

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2023 was RMB205,986,000. Further details are included in note 17.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Impairment of non-financial assets (other than goodwill)

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

Provision for expected credit losses on trade receivables and other receivables

The Group uses a provision matrix to calculate ECLs for trade receivables and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

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

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

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2023 was RMB7,850,000. The amount of unrecognised tax losses at 31 December 2023 was RMB207,017,000. Further details are included in note 29 to the financial statements.



3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Share-based payments

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimation of fair value requires the determination of the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. This also requires the determination of the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them. Details of share-based payments are contained in note 31 to the financial statements.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs when available and is required to make certain entity-specific estimates.

Estimated useful lives and impairment of medical licenses and brand

Determination of the fair value of medical licenses and brand requires the use of significant judgements and assumptions on estimating the compound growth rate, the long-term revenue growth rate, the discount rate, financial forecast and useful lives of medical licenses and brand.

The Group’s management determines the estimated useful lives, residual values and the amortisation method in determining the related amortisation charges for its medical licenses and brand. This estimate is based on management’s best estimate of the useful lives of medical licenses and brand of similar nature and functions. Management will increase the amortisation charge where the economic useful lives are estimated to be shorter than originally expected or will write off or write down the carrying value of the items. Actual economic useful lives may differ from estimated economic useful lives. Periodic review could result in a change in the amortisation period and therefore amortisation charge in the future periods.

In addition, management assesses impairment whenever events or changes in circumstances indicate that the carrying amount of medical licenses and brand may not be recoverable. When the recoverable amounts of medical licenses and brand differ from the original estimates, adjustment will be made and recognised in the period in which such event takes place.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

4. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the provision of in-patient services, out-patient services, sales of optical products and sales of equipment. For management purposes, the aforesaid businesses are integral and the Group has not organised into different operating segments. Management monitors the results of the Group's operation as a whole for the purpose of making decisions about resource allocation and performance assessment, and accordingly no further operating segment analysis thereof is presented.

Geographical information

As the Group's major operations, customers and non-current assets are located in the People's Republic of China (the "PRC"), no further geographical segment information is provided.

Information about major customers

No revenue from single customers individually accounted for 10% or more of the Group's revenue.

5. REVENUE

An analysis of revenue is as follows:

	2023 RMB'000	2022 RMB'000
Revenue from contracts with customers	1,369,505	990,044
Analysed into:		
Basic ophthalmic services	654,011	447,171
Consumer ophthalmic services	709,225	542,873
Sales of equipment	6,269	–
Total	1,369,505	990,044



5. REVENUE (CONTINUED)

(a) Disaggregated revenue information for revenue from contracts with customers

	2023 RMB'000	2022 RMB'000
<i>Types of goods or services</i>		
In-patient services	478,165	322,952
Out-patient services	788,210	591,054
Sales of optical products	96,861	76,038
Sales of equipment	6,269	–
Total	1,369,505	990,044

	2023 RMB'000	2022 RMB'000
<i>Timing of revenue recognition</i>		
Services and goods transferred at a point in time	891,340	667,092
Services transferred over time	478,165	322,952
Total	1,369,505	990,044

The following table shows the amounts of revenue recognised in the year and prior year that were included in the contract liabilities at the beginning of the respective years:

	2023 RMB'000	2022 RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the respective years:		
Out-patient services	5,405	5,275
Others	3,811	416
Total	9,216	5,691

NOTES TO FINANCIAL STATEMENTS

31 December 2023

5. REVENUE (CONTINUED)

(b) Performance obligations

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

In-patient services

For in-patient services, customers normally receive in-patient treatment which contains various treatment components that are all highly interdependent and regarded as a single performance obligation. Since the patient simultaneously receives and consumes the benefits of the Group's performance in the medical treatment, the relevant revenue of in-patient services is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. The progress towards the complete satisfaction of performance obligation is measured by direct measurements of the value of individual products or services transferred by the Group to the customer.

Out-patient services

Revenue from the provision of out-patient services is recognised at the point in time, when the services are provided.

Sales of optical products

For the sales of optical products, the performance obligation is satisfied upon delivery of the products and the Group has already received the payment or has the right to receive the payment properly.

Sales of equipment

For the sales of equipment, the performance obligation is satisfied upon delivery of the equipment and the Group has already received the payment or has the right to receive the payment properly.

6. OTHER INCOME AND GAINS

	2023 RMB'000	2022 RMB'000
Interest income	41,306	22,974
Fair value gain from financial assets at fair value through profit or loss	16,223	20,193
Gain on a deemed disposal of interest previously held in an associate	12,073	–
Government grants	9,589	4,375
Rental income	621	403
Gain on disposal of a subsidiary	–	402
Others	3,466	1,902
Total other income and gains	83,278	50,249



NOTES TO FINANCIAL STATEMENTS

31 December 2023

7. PROFIT BEFORE TAX

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

	Notes	2023 RMB'000	2022 RMB'000
Cost of sales		748,371	555,347
Depreciation of property, plant and equipment	14	64,448	51,275
Depreciation of right-of-use assets	16(a)	49,139	42,238
Amortisation of intangible assets	18	9,774	5,853
Impairment of goodwill [#]	17	13,831	–
Impairment of property, plant and equipment [#]	14	866	–
Lease payments not included in the measurement of lease liabilities	16(c)	1,302	1,970
Auditor's remuneration		2,560	2,480
Employee benefit expense (including directors' remuneration):			
Wages, salaries and allowances, social securities and benefits		338,243	248,249
Pension costs (defined contribution scheme)*		25,068	23,796
Share-based payments	31	14,443	2,978
Total		377,754	275,023
Impairment/(reversal of impairment) of trade receivables, net	21	4,123	(623)
Impairment of prepayments, other receivables and other assets	22	1,712	4,580
Interest income	6	(41,306)	(22,974)
Impairment of investment properties	15	19,137	–
Fair value gains on financial assets at fair value through profit or loss	6	(16,223)	(20,193)
Government grants	6	(9,589)	(4,375)
Loss/(gain) on disposal of items of property, plant and equipment, net		860	(82)
Loss on disposal of items of intangible assets, net		7	–
Loss on termination of lease contract		–	206
Gain on a deemed disposal of interest previously held in an associate	6	(12,073)	–
Gain on disposal of a subsidiary	6	–	(402)
Foreign exchange differences, net		8,069	21

* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

[#] The impairment of goodwill and impairment of property, plant and equipment are included in "Other expenses" in the consolidated statement of profit or loss.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

8. FINANCE COSTS

An analysis of finance costs is as follows:

	2023 RMB'000	2022 RMB'000
Interest on lease liabilities	11,491	11,471
Interest on bank and other borrowings	730	426
Total	12,221	11,897

9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

	2023 RMB'000	2022 RMB'000
Fees	819	820
Other emoluments:		
Salaries, allowances and benefits in kind	3,417	2,775
Performance related bonuses	1,090	592
Pension scheme contributions	146	136
Equity-settled share option expense	541	–
Subtotal	5,194	3,503
Total fees and other emoluments	6,013	4,323

During the year, certain directors were granted share awards, in respect of their services to the Group, under the share award scheme of the Company, further details of which are set out in note 31 to the financial statements. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.



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

(a) Independent non-executive directors

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

	2023 RMB'000	2022 RMB'000
Mr. He Mingguang	205	205
Ms. Guo Hongyan	205	205
Mr. Bao Shan	205	205
Mr. Li Jianbin	204	205
Total	819	820

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

(b) Executive directors, non-executive directors and the chief executive

	Salaries, allowances and benefits in kind RMB'000	Performance related bonuses RMB'000	Equity-settled share option expense RMB'000	Pension scheme contributions RMB'000	Total RMB'000
Year ended 31 December 2023					
<i>Executive directors</i>					
Mr. Zhang Bozhou	981	930	320	44	2,275
Ms. Zhang Xiaoli	1,309	20	97	-	1,426
Mr. Zhang Guangdi	792	76	47	63	978
Mr. Zhang Junfeng	335	64	77	39	515
Subtotal	3,417	1,090	541	146	5,194
<i>Non-executive directors</i>					
Mr. Li Zhen	-	-	-	-	-
Mr. Richard Chen Mao	-	-	-	-	-
Ms. Zhang Li	-	-	-	-	-
Subtotal	-	-	-	-	-
Total	3,417	1,090	541	146	5,194

NOTES TO FINANCIAL STATEMENTS

31 December 2023

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

(b) Executive directors, non-executive directors and the chief executive (continued)

	Salaries, allowances and benefits in kind RMB'000	Performance related bonuses RMB'000	Equity-settled share option expense RMB'000	Pension scheme contributions RMB'000	Total RMB'000
Year ended 31 December 2022					
<i>Executive directors</i>					
Mr. Zhang Bozhou	620	517	–	39	1,176
Ms. Zhang Xiaoli	1,296	30	–	–	1,326
Mr. Zhang Junfeng	337	1	–	39	377
Mr. Zhang Guangdi	522	44	–	58	624
Subtotal	2,775	592	–	136	3,503
<i>Non-executive directors</i>					
Mr. Li Zhen	–	–	–	–	–
Mr. Richard Chen Mao	–	–	–	–	–
Mr. Ke Xian	–	–	–	–	–
Ms. Zhang Wenwen	–	–	–	–	–
Subtotal	–	–	–	–	–
Total	2,775	592	–	136	3,503

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2022: Nil).



NOTES TO FINANCIAL STATEMENTS

31 December 2023

10. FIVE HIGHEST PAID EMPLOYEES

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

	2023 RMB'000	2022 RMB'000
Salaries, allowances and benefits in kind	6,199	9,286
Equity-settled share option expense	1,161	675
Pension scheme contributions	126	97
Performance related bonuses	787	493
Total	8,273	10,551

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

	Number of employees	
	2023	2022
HK\$1,500,001 to HK\$2,000,000	–	2
HK\$2,000,001 to HK\$2,500,000	3	2
HK\$2,500,001 to HK\$3,000,000	1	–
HK\$3,000,001 to HK\$4,500,000	–	1
Total	4	5

During the year and in prior years, share-based payments were granted to four (2022: five) non-director and non-chief executive highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 31 to the financial statements. The fair value of share-based payments, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

11. INCOME TAX EXPENSE

Pursuant to Caishui [2020] No.23 “Announcement Regarding Continuation of Corporate Tax Policies for the Development of the Western Region” (關於延續西部大開發企業所得稅政策的公告), certain subsidiaries operated in the western region of Chinese Mainland are entitled to a preferential corporate income tax rate of 15%, provided that the main business of the subsidiaries belongs to the encouraged projects stipulated in the Catalogue of Encouraged Industries in the Western Region, and such main business income accounts for more than 60% of the total income of the subsidiaries.

Pursuant to Caishui [2022] No.13 “Announcement on Further Implementing the Income Tax Preferential Policies for Small Meagre-profit Enterprises” (關於進一步實施小微企業所得稅優惠政策的公告), from 1 January 2022 to 31 December 2024, certain subsidiaries for the portion of taxable income exceeding RMB1,000,000 but not exceeding RMB3,000,000, the amount of taxable income can be halved 25%, and the income tax rate will be levied at 20%.

Pursuant to Caishui [2023] No.6 “Announcement on the Income Tax Preferential Policies for Small Meagre-profit Enterprises and Self-employed Businesses” (關於小微企業和個體工商戶所得稅優惠政策的公告), from 1 January 2023 to 31 December 2024, certain subsidiaries for the portion of taxable income not exceeding RMB1,000,000, the amount of taxable income can be halved 25%, and the income tax rate will be levied at 20%.

Under the relevant PRC Corporate Income Tax Law and the respective regulations, except for the preferential treatments available to certain subsidiaries as mentioned above, other subsidiaries within the Group were subject to corporate income tax at the statutory rate of 25%.

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

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits in Hong Kong during the year and prior year.

	2023 RMB'000	2022 RMB'000
Current – Chinese Mainland		
Charge for the year	83,257	53,454
Deferred (note 29)	(4,750)	2,488
Total tax charge for the year	78,507	55,942



11. INCOME TAX EXPENSE (CONTINUED)

A reconciliation of the tax expenses/(credit) applicable to profit before tax at the applicable tax rates for the countries in which the Company and the majority of its subsidiaries are domiciled to the tax expenses at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

	2023 RMB'000	2022 RMB'000
Profit before tax	299,242	239,138
Tax at the statutory tax rate	74,811	59,785
Lower tax rates for specific provinces or enacted by local authority	(33,668)	(32,451)
Effect of withholding tax at 5% (2022:10%) on the distributable profits of the Group's PRC subsidiaries	9,538	12,700
Expenses not deductible for tax	9,763	5,221
Tax losses utilised from previous periods	(3,289)	(790)
Deductible temporary differences not recognised	1,869	1,036
Tax losses not recognised	19,483	10,441
Tax charge at the Group's effective rate	78,507	55,942

12. DIVIDENDS

	2023 HK\$'000	2022 HK\$'000
Proposed final dividend 2023: HK22.08 cents (2022: HK17.38 cents) per ordinary share	156,222	122,985
Proposed special dividend 2023: HK7.67 cents (2022: Nil) per ordinary share	54,267	–
Less: Dividend for shares held under the share award scheme	(5,992)	(1,955)
	204,497	121,030

The proposed final dividend for 2023 is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

On 6 June 2023, the Company's shareholders approved the profit distribution plan for 2022 at an annual general meeting, pursuant to which cash dividends of HK17.38 cents per ordinary share, in an aggregate amount of HK\$122,985,000 (equivalent to RMB111,523,000), would be distributed.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

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

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 695,610,000 (2022: 706,435,000) in issue during the year.

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

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

Earnings	2023	2022
	RMB'000	RMB'000
Profit for the year attributable to ordinary equity holders of the parent for the purpose of the basic and diluted earnings per share calculation	228,914	187,752
Total	228,914	187,752

Shares	Number of shares	
	2023	2022
	'000	'000
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	695,610	706,435
Effect of dilution – weighted average number of ordinary shares: Share awards	1,116	–
Total	696,726	706,435



14. PROPERTY, PLANT AND EQUIPMENT

As at 31 December 2023

	Buildings RMB'000	Leasehold improvements RMB'000	Medical equipment RMB'000	Motor vehicles RMB'000	Office equipment RMB'000	Construction in progress RMB'000	Total RMB'000
At 1 January 2023:							
Cost	39,259	172,200	344,275	15,934	24,263	47,787	643,718
Accumulated depreciation	(4,617)	(94,970)	(128,026)	(8,765)	(15,031)	-	(251,409)
Net carrying amount	34,642	77,230	216,249	7,169	9,232	47,787	392,309
At 1 January 2023, net of accumulated depreciation	34,642	77,230	216,249	7,169	9,232	47,787	392,309
Additions	-	22,685	61,672	1,449	9,521	124	95,451
Disposals	-	-	(1,873)	(407)	(87)	-	(2,367)
Acquisition of subsidiaries (note 33)	-	8,744	14,867	909	307	-	24,827
Depreciation provided during the year	(1,243)	(20,087)	(36,201)	(2,017)	(4,900)	-	(64,448)
Impairment	-	-	(866)	-	-	-	(866)
Transfers (note 15)	-	-	-	-	-	(47,911)	(47,911)
At 31 December 2023, net of accumulated depreciation and impairment	33,399	88,572	253,848	7,103	14,073	-	396,995
At 31 December 2023:							
Cost	39,259	145,317	412,758	17,584	33,972	-	648,890
Accumulated depreciation and impairment	(5,860)	(56,745)	(158,910)	(10,481)	(19,899)	-	(251,895)
Net carrying amount	33,399	88,572	253,848	7,103	14,073	-	396,995

NOTES TO FINANCIAL STATEMENTS

31 December 2023

14. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

As at 31 December 2022

	Buildings RMB'000	Leasehold improvements RMB'000	Medical equipment RMB'000	Motor vehicles RMB'000	Office equipment RMB'000	Construction in progress RMB'000	Total RMB'000
At 1 January 2022:							
Cost	39,259	133,340	262,137	14,431	16,763	47,787	513,717
Accumulated depreciation	(3,374)	(87,533)	(98,176)	(7,013)	(12,470)	-	(208,566)
Net carrying amount	35,885	45,807	163,961	7,418	4,293	47,787	305,151
At 1 January 2022, net of							
accumulated depreciation	35,885	45,807	163,961	7,418	4,293	47,787	305,151
Additions	-	41,654	70,572	795	8,102	-	121,123
Disposals	-	-	(18)	-	(45)	-	(63)
Acquisition of subsidiaries	-	5,090	12,109	709	250	-	18,158
Disposal of a subsidiary	-	(359)	(302)	-	(124)	-	(785)
Depreciation provided during the year	(1,243)	(14,962)	(30,073)	(1,753)	(3,244)	-	(51,275)
At 31 December 2022, net of accumulated depreciation	34,642	77,230	216,249	7,169	9,232	47,787	392,309
At 31 December 2022:							
Cost	39,259	172,200	344,275	15,934	24,263	47,787	643,718
Accumulated depreciation	(4,617)	(94,970)	(128,026)	(8,765)	(15,031)	-	(251,409)
Net carrying amount	34,642	77,230	216,249	7,169	9,232	47,787	392,309

No assets has been pledged by the Group as at 31 December 2023 (2022: Medical equipment with net carrying amount of RMB7,155,000). Refer to note 28 to the financial statements for further details.



15. INVESTMENT PROPERTIES

	2023 RMB'000	2022 RMB'000
At 31 December:		
Cost	47,911	–
Impairment	(19,137)	–
Net carrying amount	28,774	–

A reconciliation of the net carrying amount of investment properties at the beginning and end of the year is as follows:

	2023 RMB'000	2022 RMB'000
Net carrying amount at 1 January	–	–
Transfer from property, plant and equipment (note 14)	47,911	–
Impairment provided during the year	(19,137)	–
Net carrying amount at 31 December	28,774	–

The management of the Group regularly reviews whether there are any indications of impairment for investment properties and recognises an impairment loss if the carrying amount of an asset is lower than its recoverable amount. The Group conducts impairment test on investment properties whenever there is an indication that the investment properties may be impaired. The recoverable amount is the higher of an asset's fair value less costs of disposal and the present value of its future cash flows. As at 31 December 2023, the balance of the Group's provision for impairment of investment properties was RMB19,137,000.

As at 31 December 2023, the fair value of the investment properties was approximately RMB28,774,000 according to a valuation performed by an independent professionally qualified valuer.

Fair value hierarchy

The fair value measurement hierarchy of the Group's investment properties is as follows:

	2023 RMB'000	2022 RMB'000
Significant unobservable inputs: Buildings (Level 3)	28,774	–

During the year, there were no transfers into or out of Level 3 (2022: Nil).

NOTES TO FINANCIAL STATEMENTS

31 December 2023

15. INVESTMENT PROPERTIES (CONTINUED)

Fair value hierarchy (continued)

The investment properties are measured initially at cost less accumulated depreciation and provision for any impairment in value.

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

	Valuation techniques	Significant unobservable inputs
Buildings	Discounted cash flow method	Discount rate

Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

16. LEASES

The Group as a lessee

The Group leases certain buildings under operating lease arrangements with leases negotiated for terms ranging from 2 to 20 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

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

	2023 RMB'000	2022 RMB'000
Carrying amount as at the beginning of the year	200,744	180,753
Additions	12,991	66,044
Acquisition of subsidiaries	30,504	10,750
Disposal of a subsidiary	–	(1,415)
Depreciation charge	(49,139)	(42,238)
Termination of leases	–	(13,150)
Carrying amount as at the end of the year	195,100	200,744



16. LEASES (CONTINUED)

(b) Lease liabilities

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

	2023 RMB'000	2022 RMB'000
Carrying amount as at the beginning of the year	184,143	172,406
New leases	12,991	66,044
Acquisition of subsidiaries	31,858	11,665
Disposal of a subsidiary	-	(1,410)
Accretion of interest recognised during the year	11,491	11,471
Payments	(46,839)	(63,089)
Termination of leases	-	(12,944)
Carrying amount as at the end of the year	193,644	184,143
Analysed into:		
Current portion	41,822	41,358
Non-current portion	151,822	142,785

The maturity analysis of lease liabilities is disclosed in note 41 to the financial statements.

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

	2023 RMB'000	2022 RMB'000
Interest on lease liabilities	11,491	11,471
Depreciation charge of right-of-use assets	49,139	42,238
Expense relating to short-term leases	1,302	1,970
Loss on termination of lease contract	-	206
Amount recognised in profit or loss	61,932	55,885

(d) The total cash outflow for leases is disclosed in note 34(c) to the financial statements.

NOTES TO FINANCIAL STATEMENTS

31 December 2023



17. GOODWILL

	RMB'000
Cost and carrying amount at 1 January 2022	28,228
Acquisition of subsidiaries	86,986
At 31 December 2022	115,214
At 31 December 2022:	
Cost	115,214
Net carrying amount	115,214
Cost at 1 January 2023, net of accumulated impairment	115,214
Acquisition of subsidiaries (note 33)	104,603
Impairment during the year	(13,831)
Cost and net carrying amount at 31 December 2023	205,986
At 31 December 2023:	
Cost	219,817
Accumulated impairment	(13,831)
Net carrying amount	205,986



17. GOODWILL (CONTINUED)

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units (“CGUs”) for impairment testing:

- Ningbo Boshi Eye Hospital Co., Ltd. cash-generating unit;
- Ninghai Eye Hospital Co., Ltd. cash-generating unit;
- Xiangshan Chaoju Eye Hospital Co., Ltd. cash-generating unit;
- Tangshan Jidong Eye Care Hospital Co., Ltd. cash-generating unit;
- Yutian County Jidong Eye Care Hospital Co., Ltd. cash-generating unit;
- Luanzhou Jidong Eye Care Hospital Co., Ltd. cash-generating unit;
- Luannan Jidong Vision Hospital Co., Ltd. cash-generating unit;
- Ningxia Chaoju Kaiming Eye Hospital Co., Ltd. cash-generating unit;
- Beijing Chaoju Ophthalmic Clinic Co., Ltd. cash-generating unit; and
- Bayannur Xudong Ophthalmic Hospital Co., Ltd. cash-generating unit;

Ningbo Boshi Eye Hospital Co., Ltd. cash-generating unit

The recoverable amount of the Ningbo Boshi Eye Hospital Co., Ltd. cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. As at the end of the year, the pre-tax discount rate applied to the cash flow projections is 18.83% (2022: 17.31%). The growth rate used to extrapolate the cash flows of the Ningbo Boshi Eye Hospital Co., Ltd. cash-generating unit beyond the five-year period is 2.2% (2022: 3%).

Ninghai Eye Hospital Co., Ltd. cash-generating unit

The recoverable amount of the Ninghai Eye Hospital Co., Ltd. cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. As at the end of the year, the pre-tax discount rate applied to the cash flow projections is 18.83% (2022: 16.73%). The growth rate used to extrapolate the cash flows of the Ninghai Eye Hospital Co., Ltd. cash-generating unit beyond the five-year period is 2.2% (2022: 3%).

NOTES TO FINANCIAL STATEMENTS

31 December 2023

17. GOODWILL (CONTINUED)

Impairment testing of goodwill (continued)

Xiangshan Chaoju Eye Hospital Co., Ltd. cash-generating unit

The recoverable amount of the Xiangshan Chaoju Eye Hospital Co., Ltd. cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. As at the end of the year, the pre-tax discount rate applied to the cash flow projections is 18.83% (2022: 17.12%). The growth rate used to extrapolate the cash flows of the Xiangshan Chaoju Eye Hospital Co., Ltd. cash-generating unit beyond the five-year period is 2.2% (2022: 3%).

Tangshan Jidong Eye Care Hospital Co., Ltd. cash-generating unit

The recoverable amount of the Tangshan Jidong Eye Care Hospital Co., Ltd. cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. As at the end of the year, the pre-tax discount rate applied to the cash flow projections is 18.19%(2022: 16.63%). The growth rate used to extrapolate the cash flows of the Tangshan Jidong Eye Care Hospital Co., Ltd. cash-generating unit beyond the five-year period is 2.2%(2022: 3%).

Yutian County Jidong Eye Care Hospital Co., Ltd. cash-generating unit

The recoverable amount of the Yutian County Jidong Eye Care Hospital Co., Ltd. cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. As at the end of the year, the pre-tax discount rate applied to the cash flow projections is 18.19% (2022: 16.68%). The growth rate used to extrapolate the cash flows of the Yutian County Jidong Eye Care Hospital Co., Ltd. cash-generating unit beyond the five-year period is 2.2% (2022: 3%).

Luanzhou Jidong Eye Care Hospital Co., Ltd. cash-generating unit

The recoverable amount of the Luanzhou Jidong Eye Care Hospital Co., Ltd. cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. As at the end of the year, the pre-tax discount rate applied to the cash flow projections is 18.19% (2022: 16.28%). The growth rate used to extrapolate the cash flows of the Luanzhou Jidong Eye Care Hospital Co., Ltd. cash-generating unit beyond the five-year period is 2.2% (2022: 3%).

Luannan Jidong Vision Hospital Co., Ltd. cash-generating unit

The recoverable amount of the Luannan Jidong Vision Hospital Co., Ltd. cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. As at the end of the year, the pre-tax discount rate applied to the cash flow projections is 18.19% (2022: 16.67%). The growth rate used to extrapolate the cash flows of the Luannan Jidong Vision Hospital Co., Ltd. cash-generating unit beyond the five-year period is 2.2% (2022: 3%).



17. GOODWILL (CONTINUED)

Impairment testing of goodwill (continued)

Ningxia Chaoju Kaiming Eye Hospital Co., Ltd. cash-generating unit

The recoverable amount of the Ningxia Chaoju Kaiming Eye Hospital Co., Ltd. cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. As at the end of the year, the pre-tax discount rate applied to the cash flow projections is 18.25%. The growth rate used to extrapolate the cash flows of the Ningxia Chaoju Kaiming Eye Hospital Co., Ltd. cash-generating unit beyond the five-year period is 2.2%.

Beijing Chaoju Ophthalmic Clinic Co., Ltd. cash-generating unit

The recoverable amount of the Beijing Chaoju Ophthalmic Clinic Co., Ltd. cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. As at the end of the year, the pre-tax discount rate applied to the cash flow projections is 18.83%. The growth rate used to extrapolate the cash flows of the Beijing Chaoju Ophthalmic Clinic Co., Ltd. cash-generating unit beyond the five-year period is 2.2%.

Bayannur Xudong Ophthalmic Hospital Co., Ltd. cash-generating unit

The recoverable amount of the Bayannur Xudong Ophthalmic Hospital Co., Ltd. cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. As at the end of the year, the pre-tax discount rate applied to the cash flow projections is 18.83%. The growth rate used to extrapolate the cash flows of the Bayannur Xudong Ophthalmic Hospital Co., Ltd. cash-generating unit beyond the five-year period is 2.2%.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

17. GOODWILL (CONTINUED)

Impairment testing of goodwill (continued)

The carrying amount of goodwill allocated to each of the cash-generating units is as follows:

	2023 RMB'000	2022 RMB'000
Ningbo Boshi Eye Hospital Co., Ltd.	4,056	8,718
Ninghai Eye Hospital Co., Ltd.	2,445	6,360
Xiangshan Chaoju Eye Hospital Co., Ltd.	7,896	13,150
Tangshan Jidong Eye Care Hospital Co., Ltd.	66,954	66,954
Yutian County Jidong Eye Care Hospital Co., Ltd.	11,142	11,142
Luannan Jidong Vision Hospital Co., Ltd.	5,461	5,461
Luanzhou Jidong Eye Care Hospital Co., Ltd.	3,429	3,429
Ningxia Chaoju Kaiming Eye Hospital Co., Ltd.	19,437	–
Beijing Chaoju Ophthalmic Clinic Co., Ltd.	22,621	–
Bayannur Xudong Ophthalmic Hospital Co., Ltd.	62,545	–
Total	205,986	115,214

Assumptions were used in the value in use calculation of the Ningbo Boshi Eye Hospital Co., Ltd., Ninghai Eye Hospital Co., Ltd., Xiangshan Chaoju Eye Hospital Co., Ltd., Tangshan Jidong Eye Care Hospital Co., Ltd., Yutian County Jidong Eye Care Hospital Co., Ltd., Luanzhou Jidong Eye Care Hospital Co., Ltd., Luannan Jidong Vision Hospital Co., Ltd., Ningxia Chaoju Kaiming Eye Hospital Co., Ltd., Beijing Chaoju Ophthalmic Clinic Co., Ltd. and Bayannur Xudong Ophthalmic Hospital Co., Ltd. cash-generating units for 31 December 2023. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Revenue – The value assigned to the budgeted revenue is the average revenue achieved in the year immediately before the budget year, taking into account the expected growth rate.

Discount rates – The discount rates used are before tax and reflect specific risks relating to the relevant units.

The values assigned to the key assumptions on market development of ophthalmic services, discount rates and raw materials price inflation are consistent with external information sources.



18. INTANGIBLE ASSETS

As at 31 December 2023

	Software RMB'000	Medical licences RMB'000	Brand RMB'000	Construction in progress RMB'000	Total RMB'000
At 1 January 2023:					
Cost	14,458	81,800	20,000	–	116,258
Accumulated amortisation	(3,815)	(21,075)	(167)	–	(25,057)
Net carrying amount	10,643	60,725	19,833	–	91,201
At 1 January 2023, net of accumulated amortisation	10,643	60,725	19,833	–	91,201
Additions	3,968	–	–	2,571	6,539
Disposals	(7)	–	–	–	(7)
Acquisition of subsidiaries (note 33)	404	50,300	28,300	–	79,004
Amortisation provided during the year	(1,793)	(6,445)	(1,536)	–	(9,774)
At 31 December 2023, net of accumulated amortisation	13,215	104,580	46,597	2,571	166,963
At 31 December 2023:					
Cost	18,821	132,100	48,300	2,571	201,792
Accumulated amortisation	(5,606)	(27,520)	(1,703)	–	(34,829)
Net carrying amount	13,215	104,580	46,597	2,571	166,963

NOTES TO FINANCIAL STATEMENTS

31 December 2023

18. INTANGIBLE ASSETS (CONTINUED)

As at 31 December 2022

	Software RMB'000	Medical licences RMB'000	Brand RMB'000	Total RMB'000
At 1 January 2022:				
Cost	9,722	63,300	–	73,022
Accumulated amortisation	(2,555)	(16,649)	–	(19,204)
Net carrying amount	7,167	46,651	–	53,818
At 1 January 2022, net of accumulated amortisation	7,167	46,651	–	53,818
Additions	4,035	–	–	4,035
Acquisition of subsidiaries	701	18,500	20,000	39,201
Amortisation provided during the year	(1,260)	(4,426)	(167)	(5,853)
At 31 December 2022, net of accumulated amortisation	10,643	60,725	19,833	91,201
At 31 December 2022:				
Cost	14,458	81,800	20,000	116,258
Accumulated amortisation	(3,815)	(21,075)	(167)	(25,057)
Net carrying amount	10,643	60,725	19,833	91,201



19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 RMB'000	2022 RMB'000
Wealth management products	412,453	382,793
Investment funds with limited life	92,000	–
Total	504,453	382,793
Analysed into:		
Current portion	412,453	382,793
Non-current portion	92,000	–

- (a) The above wealth management products were issued by banks or other financial institutions in Chinese Mainland. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.
- (b) The above investment funds with limited life represent the Group's investment in unlisted private funds which were managed by financial institutions incorporated in Chinese Mainland. They were mandatorily classified as financial assets at fair value through profit or loss as it contractual cash flows are not solely payments of principal and interest.

20. INVENTORIES

	2023 RMB'000	2022 RMB'000
Medical consumables	33,040	33,823
Pharmaceuticals	13,806	13,807
Optical products	4,266	4,785
Total	51,112	52,415

NOTES TO FINANCIAL STATEMENTS

31 December 2023

21. TRADE RECEIVABLES

	2023 RMB'000	2022 RMB'000
Trade receivables	60,429	54,326
Impairment	(4,687)	(7,681)
Net carrying amount	55,742	46,645

Trade receivables represent the balances due from public health insurance programs and social organisation for the healthcare services provided by the Group, and sales of optical products.

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit periods range from 30 to 180 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the Group's trade receivables as at the end of the year and prior year, based on the invoice date and net of loss allowance, is as follows:

	2023 RMB'000	2022 RMB'000
Within 3 months	41,691	24,665
4 to 6 months	4,570	4,671
7 to 12 months	3,657	5,712
Over 12 months	5,824	11,597
Total	55,742	46,645

The movements in provision for impairment of trade receivables are as follows:



21. TRADE RECEIVABLES (CONTINUED)

	2023 RMB'000	2022 RMB'000
At the beginning of the year	7,681	8,151
Acquisition of subsidiaries	936	659
Impairment losses/(reversal of impairment), net (note 7)	4,123	(623)
Amount written off as uncollectible	(8,053)	(506)
At the end of the year	4,687	7,681

An impairment analysis is performed at the end of the year and prior year using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the end of the year and prior year about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

NOTES TO FINANCIAL STATEMENTS

31 December 2023

21. TRADE RECEIVABLES (CONTINUED)

As at 31 December 2023

	Within 3 months	4 to 6 months	7 to 12 months	Over 12 months	Total
Trade receivables from social organisation					
Expected credit loss rate	1.32%	2.76%	3.00%	36.30%	13.75%
Gross carrying amount (RMB'000)	8,612	2,214	1,769	6,669	19,264
Expected credit losses (RMB'000)	114	61	53	2,421	2,649
Trade receivables from public health insurance programs					
Expected credit loss rate	1.33%	1.33%	1.33%	49.26%	4.98%
Gross carrying amount (RMB'000)	33,333	2,449	1,967	3,110	40,859
Expected credit losses (RMB'000)	443	33	26	1,532	2,034
Trade receivables from sales of optical products					
Expected credit loss rate	1.33%	–	–	–	1.33%
Gross carrying amount (RMB'000)	306	–	–	–	306
Expected credit losses (RMB'000)	4	–	–	–	4

As at 31 December 2022

	Within 3 months	4 to 6 months	7 to 12 months	Over 12 months	Total
Trade receivables from public health insurance programs and social organisation					
Expected credit loss rate	1.09%	1.09%	1.09%	10.49%	3.61%
Gross carrying amount (RMB'000)	24,938	4,723	5,775	12,956	48,392
Expected credit losses (RMB'000)	273	52	63	1,359	1,747
Trade receivables from sales of optical products					
Expected credit loss rate	–	–	–	100.00%	100.00%
Gross carrying amount (RMB'000)	–	–	–	5,934	5,934
Expected credit losses (RMB'000)	–	–	–	5,934	5,934



NOTES TO FINANCIAL STATEMENTS

31 December 2023

22. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	2023 RMB'000	2022 RMB'000
Prepayments		
– current	22,847	14,512
– non-current	6,604	19,540
Trust fund	2,682	5,087
Tax assets	3,342	2,104
Other receivables	64,456	34,848
	99,931	76,091
Impairment allowance	(23,137)	(21,620)
Total	76,794	54,471
Analysed into:		
Current portion	70,190	34,931
Non-current portion	6,604	19,540

The movements in the loss allowance for impairment of prepayments and other receivables are as follows:

	2023 RMB'000	2022 RMB'000
At the beginning of the year	21,620	16,297
Acquisition of subsidiaries	80	743
Impairment losses, net (note 7)	1,712	4,580
Amount written off as uncollectible	(275)	–
At the end of the year	23,137	21,620

NOTES TO FINANCIAL STATEMENTS

31 December 2023

23. OTHER CURRENT FINANCIAL ASSETS

	2023 RMB'000	2022 RMB'000
Debt securities	50,222	–

Other current financial assets are debt securities that are only held for collection of contractual cash flows, and are measured at amortised cost.

24. TIME DEPOSITS

	2023 RMB'000	2022 RMB'000
Time deposits – current	626,509	353,616
Time deposits – non-current	95,007	82,002
Total	721,516	435,618

Non-current portion time deposits represent deposits with maturity date over one year from the report date. As at 31 December 2023, RMB95,007,000 of non-current portion time deposits carried fixed interest rates of 2.90% to 3.35% per annum with maturity from February 2025 to September 2025.

Current time portion deposits represent deposits with original maturity date over 3 months when acquired. As at 31 December 2023, RMB626,509,000 of current portion time deposits carried fixed interest rates ranging from 4.40% to 5.35% per annum.



25. CASH AND CASH EQUIVALENTS

	2023 RMB'000	2022 RMB'000
Cash and bank balances	463,437	672,894
Time deposits (within 3 months)	–	271,833
Cash and cash equivalents	463,437	944,727

Cash and cash equivalents are denominated in the following currencies:

	2023 RMB'000	2022 RMB'000
RMB	449,629	662,830
HK\$	13,661	280,795
USD	147	1,102
Cash and cash equivalents	463,437	944,727

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB449,629,000 (2022: RMB662,830,000). The RMB is not freely convertible into other currencies. However, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and restricted deposits are deposited in creditworthy banks with no recent history of default.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

26. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the year and prior year, based on the invoice date, is as follows:

	2023 RMB'000	2022 RMB'000
Within 1 year	49,477	37,899
1 to 2 years	3,093	4,051
2 to 3 years	1,392	867
Over 3 years	1,394	1,210
Total	55,356	44,027

The trade payables are non-interest-bearing and are normally settled on 30 to 90 days terms.

27. OTHER PAYABLES AND ACCRUALS

	2023 RMB'000	2022 RMB'000
Salary and welfare payable	97,161	62,605
Rent payables	36,724	30,381
Equity payables	36,638	11,880
Service fee payables	13,633	9,116
Payables for purchases of property, plant and equipment	13,169	9,641
Contract liabilities (note(a))	7,676	9,216
Deposit	5,901	4,623
Accrual taxes payables	5,157	3,370
Other payables	13,121	6,627
Total	229,180	147,459
Analysed into:		
Current portion	221,137	138,918
Non-current portion	8,043	8,541



27. OTHER PAYABLES AND ACCRUALS (CONTINUED)

Note (a):

Details of contract liabilities are as follows:

	2023 RMB'000	2022 RMB'000
Out-patient services	5,294	5,405
Advance project funds payment	153	3,206
Advance medical insurance payment	1,965	585
Others	264	20
Total contract liabilities	7,676	9,216

28. INTEREST-BEARING BANK AND OTHER BORROWINGS

	2023			2022		
	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000
Current						
Bank loans – secured			–	8.00	2023	2,650
Other loans – unsecured	4.35-5.70	2024	7,153	4.35-5.70	2023	9,363
Total – current			7,153			12,013
Total			7,153			12,013

NOTES TO FINANCIAL STATEMENTS

31 December 2023

28. INTEREST-BEARING BANK AND OTHER BORROWINGS (CONTINUED)

	2023 RMB'000	2022 RMB'000
Analysed into:		
Bank loans repayable:		
Within one year or demand	–	2,650
	–	2,650
Other borrowings repayable:		
Within one year	7,153	9,363
	7,153	9,363
Total	7,153	12,013

- (a) As at 31 December 2023, there was no bank borrowing secured by fixed assets (2022: Bank borrowing of RMB2,650,000 were secured by medical equipment at a carrying value of RMB7,155,000).



29. DEFERRED TAX

The deferred tax assets and liabilities recognised by the Group, and the movements thereon, during the year and prior year are as follows:

31 December 2023

Deferred tax liabilities

	Right-of-use assets RMB'000	Fair value adjustments arising from acquisition of subsidiaries RMB'000	Withholding taxes RMB'000	Depreciation allowance in excess of related depreciation RMB'000	financial products changes in fair value RMB'000	Total RMB'000
At 1 January 2023	22,853	20,148	12,700	4,124	419	60,244
Deferred tax charged/(credited) to the statement of profit or loss during the year	1,860	(1,965)	(3,162)	71	(51)	(3,247)
Acquisition of subsidiaries	-	18,460	-	-	-	18,460
At 31 December 2023	24,713	36,643	9,538	4,195	368	75,457

Deferred tax assets

	Impairment of financial assets RMB'000	Losses available for offsetting against future taxable profits RMB'000	Lease liabilities RMB'000	Unrealised gains and losses from intra-group transactions RMB'000	Total RMB'000
At 1 January 2023	1,932	7,852	27,252	853	37,889
Deferred tax (charged)/credited to the statement of profit or loss during the year	(1,336)	(2)	2,529	312	1,503
At 31 December 2023	596	7,850	29,781	1,165	39,392

NOTES TO FINANCIAL STATEMENTS

31 December 2023

29. DEFERRED TAX (CONTINUED)

The deferred tax assets and liabilities recognised by the Group, and the movements thereon, during the year and prior year are as follows: (continued)

31 December 2022

Deferred tax liabilities

	Right-of-use assets RMB'000	Fair value adjustments arising from acquisition of subsidiaries RMB'000	Withholding taxes RMB'000	Depreciation allowance in excess of related depreciation RMB'000	financial products changes in fair value RMB'000	Total RMB'000
At 1 January 2022	19,566	11,691	10,949	1,217	–	43,423
Deferred tax charged/(credited) to the statement of profit or loss during the year	3,428	(1,168)	1,751	2,907	419	7,337
Acquisition of subsidiaries	–	9,625	–	–	–	9,625
Disposal of a subsidiary	(141)	–	–	–	–	(141)
At 31 December 2022	22,853	20,148	12,700	4,124	419	60,244

Deferred tax assets

	Impairment of financial assets RMB'000	Losses available for offsetting against future taxable profits RMB'000	Lease liabilities RMB'000	Unrealised gains and losses from intra-group transactions RMB'000	Total RMB'000
At 1 January 2022	1,825	317	23,145	998	26,285
Deferred tax credited/(charged) to the statement of profit or loss during the year	107	635	4,252	(145)	4,849
Acquisition of subsidiaries	–	6,900	–	–	6,900
Disposal of a subsidiary	–	–	(145)	–	(145)
At 31 December 2022	1,932	7,852	27,252	853	37,889



29. DEFERRED TAX (CONTINUED)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	2023	2022
	RMB'000	RMB'000
Net deferred tax assets recognised in the consolidated statement of financial position	5,712	6,013
Net deferred tax liabilities recognised in the consolidated statement of financial position	41,777	28,368
Net deferred tax liabilities in respect of continuing operations	(36,065)	(22,355)

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Deferred tax assets have not been recognised in respect of the following items:

	2023	2022
	RMB'000	RMB'000
Tax losses	207,017	172,890
Deductible temporary differences	23,194	35,932
	230,211	208,822

The above tax losses are available for a maximum of five years for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of the above items as it is not considered probable that taxable profits will be available against which the above items can be utilised.

The Group is liable to withholding taxes on dividends distributed by those subsidiaries established in Chinese Mainland in respect of earnings generated from 1 January 2008. The applicable rate is 5% or 10% for the Group.

Deferred tax liabilities of RMB12,893,000 as at 31 December 2023 (2022: RMB21,107,000) have not been provided in respect of withholding tax that would be payable on the distribution of retained earnings of certain Chinese Mainland subsidiaries, which was determined based on the extent of retained earnings of these subsidiaries unlikely to be distributed of RMB257,858,000 as at 31 December 2023 (2022: RMB211,069,000). In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

30. SHARE CAPITAL

The Company was incorporated in the Cayman Islands on 19 May 2020 with authorised share capital of HK\$380,000 divided into 1,520,000,000 shares with a par value of HK\$0.00025 each.

Share Capital	2023	2022
	HK\$	HK\$
Authorised 1,520,000,000 shares of par value of HK\$0.00025 each	380,000	380,000
	RMB	RMB
Issued and fully paid 707,625,000 shares of par value of HK\$0.00025 each	151,752	151,752
	Number of shares repurchased	RMB'000
At 1 January, 2023	5,800,000	18,665
Share repurchased	14,340,000	58,236
At 31 December 2023	20,140,000	76,901

Pursuant to the board resolution passed on 10 May 2022, as the board directed, the trustee of the share award scheme purchased a total of 14,340,000 shares at a total consideration of HK\$63,916,000 (equivalent to approximately RMB58,236,000) during the year ended 31 December 2023.

31. SHARE-BASED PAYMENTS

Xiamen Juludazhou Equity Investment Partnership (Limited Partnership) ("Juludazhou") 廈門聚鷺達洲股權投資合夥企業(有限合夥) was incorporated on 10 April 2020 in the PRC as the domestic shareholding platform for employee incentive. The main purpose of establishing the domestic shareholding platform is to allow key domestic employees to enjoy the economic interest of the equity of the Group through the shareholding platform indirectly to achieve employee incentive. The vesting conditions and schedule for each of the eligible participants were agreed after taking into consideration his/her roles and responsibilities, historical contributions to the Group as well as his/her performance judged against a set of key performance indicators.



31. SHARE-BASED PAYMENTS (CONTINUED)

On 22 October 2017, as approved by the board of directors of Chaoju Medical Technology, it was resolved to grant 1,996,976 shares which the controlling shareholders of the Group originally held for employee incentive purposes, and the economic interests of such shares were further allocated to eligible participants of the Group. The grant price for each share under the share-based incentive scheme is RMB2.00. Subject to the terms and conditions as set out in the share-based incentive scheme, these granted shares will be vested in the proportion of 40%, 30% and 30% on the first working day after 6 months, 18 months and 30 months after the listing of the Company's shares on the Main Board of the Stock Exchange of Hong Kong Limited (the "Listing"), respectively.

On 26 December 2019, as approved by the board of directors of Chaoju Medical Technology, it was resolved to grant 3,200,702 shares which the controlling shareholders of the Group originally held for employee incentive purposes, the economic interests of which were further allocated to eligible participants of the Group. The grant price for each share under the share-based incentive scheme is in the range between RMB5.21 and RMB11.00. Subject to the terms and conditions as set out in the share-based incentive scheme, these granted shares will be vested either on the first working day after 6 months after the Listing or in the proportion of 40%, 30% and 30% on the first working day after 6 months, 18 months and 30 months after the Listing (for the other eligible participants), respectively.

The following table discloses the movements of the shares awarded, which were granted on 22 October 2017 and 26 December 2019, during the year and prior year:

Date of grant	Share price as at the date of grant	Grant price	Number of shares			Vesting period
			As at 1 January 2023	Vested during the year	As at 31 December 2023	
			RMB per share	RMB per share		
22 Oct 2017	9.20	2.00	1,198,186	599,093	599,093	6 – 30 months after the Listing
26 Dec 2019	11.82	5.21-11.00	1,080,421	540,210	540,211	6 – 30 months after the Listing

Date of grant	Share price as at the date of grant	Grant price	Number of shares			Vesting period
			As at 1 January 2022	Vested during the year	As at 31 December 2022	
			RMB per share	RMB per share		
22 Oct 2017	9.20	2.00	1,996,976	798,790	1,198,186	6 – 30 months after the Listing
26 Dec 2019	11.82	5.21-11.00	3,200,702	2,120,281	1,080,421	6 – 30 months after the Listing

NOTES TO FINANCIAL STATEMENTS

31 December 2023

31. SHARE-BASED PAYMENTS (CONTINUED)

The Company operates a share award scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. The Scheme became effective on 10 May 2022 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share awards currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share awards to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share awards in excess of this limit is subject to shareholders’ approval in a general meeting.

On 14 June 2023 (the “Grant Date”), the Company approved a batch of Scheme. Pursuant to the batch of granted share awards, the Company granted 13,396,724 restricted shares to 224 eligible persons, who are employees of the Company and its subsidiaries. During the year, the Company received prepaid exercise amounts of RMB10,729,000 from the eligible employees under the share award scheme.

Share awards granted under the batch of granted share awards shall be valid and vest over a three-year period, with 30%, 30% and 40% of total share awards vesting on 31 May each year from 2024 to 2026. Performance targets are set out for each batch of granted share awards and determined annually by the Board.

The following table discloses the movements of the shares awarded, which were granted on 14 June 2023, during the year:

Date of grant	Share price as at the date of grant HK\$ per share	Grant price HK\$ per share	Number of shares				Vesting period
			As at 1 January 2023	Granted during the year	Forfeited during the year	Unvested as 31 December 2023	
14 June 2023	4.20	Nil – 1.00	–	13,396,724	(51,630)	13,345,094	31 May 2024 to 31 May 2026

At the end of the reporting period, the Company had 13,345,094 restricted shares outstanding under the Scheme. The exercise in full of the outstanding shares would, under the present capital structure of the Company, result in the reduction of 13,345,094 treasury shares held under the Scheme by the Company, and such number of treasury shares were transferred to the capital reserve.

The outstanding share-based payments were permitted to be granted issued shares which were originally held by the controlling shareholders of the Group, and there is a dilution effect in the computation of earnings per share.

The fair value of the awarded shares was approximately HKD4.20 per Share, which was calculated based on the market price of the Company’s shares at the date of grant.

For the year ended 31 December 2023, the Group recognized share-based payments expense of RMB14,443,000 (2022: RMB 2,978,000).



32. RESERVES

The amounts of the Group's reserves and the movements therein for the year and prior year are presented in the consolidated statement of changes in equity on pages 90 to 91 of the financial statements.

Capital reserve

The capital reserve of the Group represents (i) any difference between the net assets value attributed to non-controlling interests acquired and the fair value of the consideration paid for acquisition of non-controlling interests, (ii) capital contributions from then shareholders to entities now comprising the Group prior to the reorganisation, (iii) excess of the capital contribution proceeds received over the Company's issued share capital after incorporation of the Company, and (iv) amount previously recognised in share-based payment reserve when shares granted are vested. Details of the movements in the capital reserve are set out in the consolidated statement of changes in equity.

Share-based payment reserve

The share-based payment reserve is used to recognise the value of share-based incentive schemes provided to employees, including key management personnel, as part of their remuneration. Refer to note 31 to the financial statements for further details of these plans.

33. BUSINESS COMBINATIONS

On 31 March 2023, the Group acquired the remaining 70% equity interest in Ningxia Chaoju Kaiming Eye Hospital Co., Ltd. (a 30%-owned associate of the Group) at a consideration of RMB28,170,000. The purchase consideration for the acquisition was in the form of cash.

On 30 September 2023, the Group acquired a 97% equity interest in Beijing Chaoju Ophthalmic Clinic Co., Ltd. at a total cash consideration of RMB36,860,000. The purchase consideration for the acquisition was in the form of cash, with RMB18,430,000 paid before 31 December 2023.

On 30 September 2023, the Group acquired 100% equity interests in Bayannur Xudong Ophthalmic Hospital Co., Ltd., Wulate Qianqi Xudong Ophthalmic Out-Patient Department Co., Ltd., Wuyuan County Xudong Ophthalmic Hospital Co., Ltd., and Bayannur Chaoju Optometry Co., Ltd. at a total cash consideration of total RMB113,746,000. The purchase consideration for the acquisition was in the form of cash, with RMB113,602,000 paid before 31 December 2023.

The acquisitions were made as part of the Group's strategy to expand its market share in the ophthalmology industry. Information related to the business combinations is disclosed on an aggregate basis.

The Group has elected to measure the non-controlling interest in companies acquired at the non-controlling interest's proportionate share of acquired company's identifiable net assets.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

33. BUSINESS COMBINATIONS (CONTINUED)

The fair values of the identifiable assets and liabilities of companies acquired as at the date of acquisition were as follows:

	Notes	Fair value recognised on acquisition RMB'000
Property, plant and equipment	14	24,827
Intangible assets	18	79,004
Right-of-use assets	16(a)	30,504
Prepayments, other receivables and other assets		1,199
Inventories		5,609
Trade receivables		2,476
Cash and cash equivalents		4,581
Interest-bearing bank and other borrowings		(5,820)
Other payables and accruals		(3,730)
Trade payables		(1,646)
Lease liabilities	16(b)	(31,858)
Deferred tax liabilities	29	(18,460)
Total identifiable net assets at fair value		86,686
Acquisition date fair value of 30% interest previously held		12,073
Non-controlling interests		440
Goodwill on acquisition		104,603
Satisfied by cash		178,776

An analysis of the cash flows in respect of the acquisition of subsidiaries is as follows:

	RMB'000
Cash consideration paid during 2023	160,202
Less: Cash and cash equivalents acquired	(4,581)
Net outflow of cash and cash equivalents included in cash flows used in investing activities	155,621

The revenue and loss included in the consolidated statement of profit or loss from the acquisition date to 31 December 2023, contributed by companies acquired were RMB28,275,000 and RMB6,485,000, respectively.

Had the combination taken place at the beginning of 2023, the revenue of the Group and the profit of the Group for the year would have been RMB1,394,111,000 and RMB198,816,000, respectively.



34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year and prior year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB12,991,000 and RMB66,044,000, respectively, in respect of lease arrangements for buildings.

(b) Changes in liabilities arising from financing activities

	Interest-bearing bank and other borrowings	Lease liabilities
	RMB'000	RMB'000
At 1 January 2023	12,013	184,143
Changes from financing cash flows	(11,410)	(35,348)
Acquisition of subsidiaries	5,820	31,858
New leases	–	12,991
Interest expenses	730	11,491
Changes from operating cash flows	–	(11,491)
At 31 December 2023	7,153	193,644
At 1 January 2022	6,241	172,406
Changes from financing cash flows	(31,690)	(51,618)
Acquisition of subsidiaries	37,343	11,665
Disposal of a subsidiary	–	(1,410)
New leases	–	66,044
Interest expenses	426	11,471
Interest payable	(307)	–
Termination of leases	–	(12,944)
Changes from operating cash flows	–	(11,471)
At 31 December 2022	12,013	184,143

NOTES TO FINANCIAL STATEMENTS

31 December 2023

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2023 RMB'000	2022 RMB'000
Within operating activities	12,793	13,441
Within financing activities	35,348	51,618
Total	48,141	65,059

35. CONTINGENT LIABILITIES

As at 31 December 2023, the Group did not have any contingent liabilities or guarantees that would have a material impact on the financial position or operations of the Group.

36. PLEDGE OF ASSETS

As at 31 December, 2023, no asset has been pledged by the Group (As at 31 December, 2022, the Group's medical equipment with the carrying amount of RMB7,155,000 was pledged as security for bank borrowings of RMB2,650,000).

37. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	2023 RMB'000	2022 RMB'000
Contracted, but not provided for:		
Capital contributions to investment fund	70,000	–
Property, plant and equipment	1,500	10,022
	71,500	10,022



38. RELATED PARTY TRANSACTIONS AND BALANCES

(a) Related party transactions

The Group had the following material transactions with related parties during the year and prior year:

	Note	2023 RMB'000	2022 RMB'000
Purchase of services:			
Entities controlled by controlling shareholders		200	—
Controlling shareholders		791	—
		991	—
Purchase of property, plant and equipment from:	(i)		
Entities under control of certain persons		151	2,024
Lease payments:	(i)		
Entities controlled by controlling shareholders		507	21,764
Controlling shareholders		1,846	1,846
		2,353	23,610

Note:

- (i) The pricing for the purchase of property, plant and equipment and the rental paid to related parties were determined according to the published price. The transactions were conducted in accordance with the terms mutually agreed between the parties.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

38. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(b) Outstanding balances with related parties

Due from related parties

	2023 RMB'000	2022 RMB'000
Trade receivables		
Associate	–	448
Impairment	–	(448)
	–	–
Prepayments and other receivables		
Associate	–	15,988
Impairment	–	(14,988)
	–	1,000

Due to related parties

	2023 RMB'000	2022 RMB'000
Other payables		
Entities ultimately controlled by the controlling shareholders	107	2,415
Controlling shareholders	199	–
	306	2,415

The movements in provision for impairment of amounts due from related parties are as follows:

	2023 RMB'000	2022 RMB'000
At the beginning of the year	15,436	15,436
Due to business combination	(15,436)	–
At the end of the year	–	15,436

As at 31 December 2022 and 2023, the amounts due from related parties are unsecured, interest-free and collectable on demand.



38. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(c) Compensation of key management personnel of the Group

	2023 RMB'000	2022 RMB'000
Salaries, allowances and benefits in kind	5,050	3,449
Performance related bonuses	2,535	917
Share-based payments	1,722	756
Pension scheme contributions	276	207
Total	9,583	5,329

Further details of directors' and the chief executive's emoluments are included in note 9 to the financial statements.

39. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the year and prior year are as follows:

	2023 RMB'000	2022 RMB'000
Financial assets at fair value through profit or loss:		
Financial assets at fair value through profit or loss	504,453	382,793
Financial assets at amortised cost:		
Trade receivables	55,742	46,645
Financial assets included in prepayments, other receivables and other assets	41,962	16,759
Other current financial assets	50,222	–
Time deposits	721,516	435,618
Cash and cash equivalents	463,437	944,727
Total	1,332,879	1,443,749

NOTES TO FINANCIAL STATEMENTS

31 December 2023

39. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

	2023 RMB'000	2022 RMB'000
Financial liabilities at amortised cost:		
Trade payables	55,356	44,027
Financial liabilities included in other payables and accruals	76,429	58,894
Interest-bearing bank and other borrowings	7,153	12,013
Due to related parties	306	2,415
Lease liabilities	193,644	184,143
Total	332,888	301,492

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2023 RMB'000	2022 RMB'000	2023 RMB'000	2022 RMB'000
Financial assets				
Financial assets at fair value through profit or loss	504,453	382,793	504,453	382,793
Time deposits – non-current	95,007	82,002	95,007	82,002
	599,460	464,795	599,460	464,795



40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Management has assessed that the fair values of trade receivables, financial assets included in prepayments, other receivables and other assets, time deposits, cash and cash equivalents, other current financial assets, trade payables, financial liabilities included in interest-bearing bank and other borrowings, other payables and accruals, due to related parties and lease liabilities approximate to their carrying amounts largely due to the short-term maturities of these instruments or their floating interest rates.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The Group invests in unlisted investments, which represent wealth management products issued by banks in Chinese Mainland. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The Group invests in unlisted private funds with limited life, which were managed by financial institutions incorporated in Chinese Mainland. The fair value of the investment is determined using the latest round financing, i.e. the prior transaction price or the third-party pricing information.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2023

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss	–	412,453	92,000	504,453
Total	–	412,453	92,000	504,453

As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss	–	382,793	–	382,793
Total	–	382,793	–	382,793



40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

The movements in fair value measurements within Level 3 during the year are as follows:

	2023 RMB'000
Financial assets at fair value through profit or loss	
At 1 January	–
Purchases	92,000
At 31 December	92,000

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 31 December 2023 and 2022.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial assets (2022: Nil).

Assets for which fair values are disclosed:

As at 31 December 2023

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Time deposits – non-current	–	95,007	–	95,007
Total	–	95,007	–	95,007

NOTES TO FINANCIAL STATEMENTS

31 December 2023

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

Assets for which fair values are disclosed: (continued)

As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Time deposits – non-current	–	82,002	–	82,002
Total	–	82,002	–	82,002

Liabilities for which fair values are disclosed:

The Group did not have any financial liabilities disclosed at fair value as at 31 December 2023(2022: Nil).

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, financial assets at fair value through profit or loss, time deposits, lease liabilities and other borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The Group does not hold or issue derivative financial instruments for trading purposes. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below:

(a) Interest rate risk

The Group regularly reviews and monitors the mix of fixed and floating interest rate borrowings in order to manage its interest rate risk. At 31 December 2023, approximately 100% (2022: 100%) of the Group's interest-bearing borrowings bore interest at fixed rates.

The Directors consider that the overall interest rate risk is not significant and no sensitivity analysis is presented for the Group.



41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the Hong Kong dollar exchange rate, with all other variables held constant, of the Group's profit before tax and the Group's equity during the year.

	Increase/ (decrease) in HK\$ rate%	Increase/ (decreased) in equity * RMB'000
2023		
if the Hong Kong dollar weakens against RMB	(5)	(31,466)
if the Hong Kong dollar strengthens against RMB	5	31,466

	Increase/ (decrease) in HK\$ rate%	Increase/ (decreased) in equity * RMB'000
2022		
if the Hong Kong dollar weakens against RMB	(5)	(30,731)
if the Hong Kong dollar strengthens against RMB	5	30,731

* Excluding retained profits

(c) Credit risk

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

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at the end of each year.

The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk (continued)

As at 31 December 2023	12-month ECLs		Lifetime ECLs		Total RMB'000
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	
Trade receivables*	–	–	–	60,429	60,429
Financial assets included in prepayments, other receivables and other assets					
– Normal**	42,222	–	–	–	42,222
– Doubtful**	–	190	22,636	–	22,826
Time deposits					
– Not yet past due	721,516	–	–	–	721,516
Cash and cash equivalents					
– Not yet past due	463,437	–	–	–	463,437
Total	1,227,175	190	22,636	60,429	1,310,430

As at 31 December 2022	12-month ECLs		Lifetime ECLs		Total RMB'000
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	
Trade receivables*	–	–	–	54,326	54,326
Financial assets included in prepayments, other receivables and other assets					
– Normal**	11,759	–	–	–	11,759
– Doubtful**	–	10,000	16,620	–	26,620
Due from related parties					
– Doubtful**	–	–	15,436	–	15,436
Time deposits					
– Not yet past due	435,618	–	–	–	435,618
Cash and cash equivalents					
– Not yet past due	944,727	–	–	–	944,727
Total	1,392,104	10,000	32,056	54,326	1,488,486



41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Credit risk (continued)

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 21 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets and due from related parties is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Further quantitative data in respect of the Group’s exposure to credit risk arising from trade receivables are disclosed in note 21 to the financial statements.

(d) Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the operation and mitigate the effects of fluctuations in cash flows.

The maturity profile of the Group’s financial liabilities at the end of the year and prior year, based on the contractual undiscounted payments, is as follows:

2023	Within 1 year RMB'000	1 to 2 years RMB'000	2 to 5 years RMB'000	More than 5 years RMB'000	Total RMB'000
Trade payables	55,356	–	–	–	55,356
Financial liabilities included in other payables and accruals	76,429	–	–	–	76,429
Interest-bearing bank and other borrowings	7,284	–	–	–	7,284
Due to related parties	306	–	–	–	306
Lease liabilities	49,334	51,456	65,042	68,072	233,904
Total	188,709	51,456	65,042	68,072	373,279

NOTES TO FINANCIAL STATEMENTS

31 December 2023

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(d) Liquidity risk (continued)

2022	Within 1 year RMB'000	1 to 2 years RMB'000	2 to 5 years RMB'000	More than 5 years RMB'000	Total RMB'000
Trade payables	44,027	–	–	–	44,027
Financial liabilities included in other payables and accruals	58,894	–	–	–	58,894
Interest-bearing bank and other borrowings	12,208	–	–	–	12,208
Due to related parties	2,415	–	–	–	2,415
Lease liabilities	42,220	41,232	76,615	65,008	225,075
Total	159,764	41,232	76,615	65,008	342,619

(e) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the reporting periods.

The asset-liability ratios as at the end of the reporting periods are as follows:

	2023 RMB'000	2022 RMB'000
Total assets	2,922,806	2,723,150
Total liabilities	544,381	424,677
Asset-liability ratio	19%	16%

42. EVENTS AFTER THE REPORTING PERIOD

On 12 January, 2024 and 15 January, 2024, pursuant to the share repurchase mandate approved by the shareholders at the annual general meeting held on 6 June, 2023 the Company repurchased a total of 98,500 ordinary shares of HK\$0.00025 each of the Company from the open market, and all of which were cancelled on 25 January, 2024.



43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2023 RMB'000	2022 RMB'000
NON-CURRENT ASSETS		
Investment in a subsidiary	212,264	195,288
Due from subsidiaries	682,080	672,371
Total non-current assets	894,344	867,659
CURRENT ASSETS		
Prepayments, deposits and other receivables	2,937	5,140
Due from subsidiaries	233,723	110,139
Time deposits	472,613	342,916
Cash and cash equivalents	13,619	280,809
Total current assets	722,892	739,004
CURRENT LIABILITIES		
Other payables and accruals	465	151
Due to subsidiaries	10,863	10,841
Total current liabilities	11,328	10,992
NET CURRENT ASSETS	711,564	728,012
Net assets	1,605,908	1,595,671
EQUITY		
Share capital	152	152
Treasury shares	(76,901)	(18,665)
Reserves	1,682,657	1,614,184
Total equity	1,605,908	1,595,671

Zhang Bozhou
Director

Zhang Guangdi
Director

NOTES TO FINANCIAL STATEMENTS

31 December 2023

43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

	Share capital RMB'000	Treasury shares RMB'000	Capital reserve RMB'000	Share-based payment reserve RMB'000	Exchange fluctuation reserve RMB'000	Retained profits RMB'000	Total RMB'000
At 31 December 2022 and 1 January 2023	152	(18,665)	1,506,378	7,977	97,483	2,346	1,595,671
Profit for the year	-	-	-	-	-	139,714	139,714
Other comprehensive loss for the year: Exchange differences on translation of foreign operations	-	-	-	-	24,066	-	24,066
Total comprehensive income for the year	-	-	-	-	24,066	139,714	163,780
Share-based payments (note 31)	-	-	-	14,443	-	-	14,443
Shares vested under share-based payments	-	-	4,106	(4,106)	-	-	-
Repurchase of shares	-	(58,236)	-	-	-	-	(58,236)
Dividend	-	-	-	-	-	(109,750)	(109,750)
At 31 December 2023	152	(76,901)	1,510,484	18,314	121,549	32,310	1,605,908



43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

	Share capital RMB'000	Treasury shares RMB'000	Capital reserve RMB'000	Share-based payment reserve RMB'000	Exchange fluctuation reserve RMB'000	Retained profits RMB'000	Total RMB'000
At 31 December 2021 and 1 January 2022	152	-	1,494,513	16,864	(36,682)	(2,299)	1,472,548
Profit for the year	-	-	-	-	-	67,379	67,379
Other comprehensive loss for the year: Exchange differences on translation of foreign operations	-	-	-	-	134,165	-	134,165
Total comprehensive income for the year	-	-	-	-	134,165	67,379	201,544
Share-based payments (note 31)	-	-	-	2,978	-	-	2,978
Shares vested under share-based payments	-	-	11,865	(11,865)	-	-	-
Repurchase of shares	-	(18,665)	-	-	-	-	(18,665)
Dividend	-	-	-	-	-	(62,734)	(62,734)
At 31 December 2022	152	(18,665)	1,506,378	7,977	97,483	2,346	1,595,671

44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 26 March 2024.

DEFINITIONS & GLOSSARY

In this report, the following expressions have the meanings set out below unless the context otherwise requires:

“AGM”	annual general meeting of the Company to be held on June 6, 2024
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Audit Committee”	the audit committee of the Board
“Award”	an award of Shares by the Board to a Selected Person made in accordance with the Scheme Rules
“Baotou Hospital”	Baotou City Chaoju Eye Hospital Co., Ltd.* (包頭市朝聚眼科醫院有限公司), a limited liability company incorporated in the PRC on May 12, 2016, or where the context refers to any time prior to the effective date of the incorporation of this entity, its predecessor(s), a subsidiary of the Company
“Baotou Kunlun Hospital”	Baotou City Kunlun Chaoju Eye Hospital Co., Ltd.* (包頭市昆侖朝聚眼科醫院有限責任公司), a limited liability company incorporated in the PRC on March 7, 2016, or where the context refers to any time prior to the effective date of the incorporation of this entity, its predecessor(s), a subsidiary of the Company
“Beijing Chaoju”	Beijing Chaoju Investment Management Co., Ltd.* (北京朝聚投資管理有限公司), a limited liability company incorporated in the PRC on October 28, 2014, an indirect wholly-owned subsidiary of the Company
“Board” or “Board of Directors”	the board of Directors of the Company
“BOC”	Bank of China Limited
“CAGR”	compound annual growth rate
“cataract”	a condition involving the clouding or opacification of the natural lens. Cataract is most commonly caused by aging, but may also be caused by other reasons such as malnutrition, diabetes, trauma or radiation. The more opaque the lens the more the quality of vision is reduced. As a common treatment, clear artificial lenses may be implanted as a substitute for the natural lens to restore clear vision
“Cayman Islands Companies Act”	the Companies Act (2021 Revision) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“CG Code” or “Corporate Governance Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules



DEFINITIONS & GLOSSARY

“Chaoju Medical Technology”	Chaoju Medical Technology Co., Ltd.* (朝聚醫療科技有限公司), a limited liability company established under the laws of the PRC on November 16, 2015, an indirect wholly-owned subsidiary of the Company, formerly known as Chaoju Medical Technology Equity Co., Ltd.* (朝聚醫療科技股份有限公司)
“Chengde Hospital”	Chengde Chaoju Eye Hospital Co., Ltd.* (承德朝聚眼科醫院有限公司), a limited liability company incorporated in the PRC on December 2, 2016, a subsidiary of the Company
“Chifeng Hospital”	Chaoju (Chifeng) Eye Hospital Co., Ltd.* (朝聚(赤峰)眼科醫院有限公司), a limited liability company incorporated in the PRC on December 19, 2016, or where the context refers to any time prior to the effective date of the incorporation of this entity, its predecessor(s), a subsidiary of the Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this announcement and for geographical reference only, references herein to “China” and the “PRC” do not apply to Hong Kong, Macau and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), which came into effect on March 3, 2014, as amended, supplemented or otherwise modified from time to time
“Company”, “we” or “us”	Chaoju Eye Care Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands on May 19, 2020 and, except where the context otherwise requires, all of its subsidiaries, or where the context refers to the time before it became the holding company thereof, the Company’s present subsidiaries
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to the Individual Shareholders, Sihai Medical Management Co., Ltd., Jutong Medical Management Co., Ltd, Xiwang Medical Management Co., Ltd, Guangming Medical Management Co., Ltd, Sitong Medical Management Co., Ltd and Xiamen Juludazhou Equity Investment Partnership (Limited Partnership) (廈門聚鷺達洲股權投資合夥企業(有限合夥))
“COVID-19”	Coronavirus disease 2019
“Dalad Banner Hospital”	Dalad Banner Chaoju Eye Hospital Co., Ltd.* (達拉特旗朝聚眼科醫院有限責任公司), a limited liability company incorporated in the PRC on May 23, 2016, a subsidiary of the Company
“Datong Hospital”	Datong Chaoju Ankang Eye Hospital Co., Ltd.* (大同朝聚安康眼科醫院有限公司), a limited liability company incorporated in the PRC on March 24, 2015, a subsidiary of the Company
“Directors”	director(s) of the Company

DEFINITIONS & GLOSSARY

“East China”	an eastern region of China consisting of Hangzhou, Zhoushan and Zhejiang Province
“ESG”	environmental, social and governance
“ESG Committee”	the ESG committee of the Board
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, an Independent Third Party
“glaucoma”	an eye condition usually caused by overly high intraocular pressure, which usually causes optic nerve atrophies and visual field defect
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Group” or “the Group”	the Company together with its subsidiaries
“Hangzhou Hospital”	Hangzhou Chaoju Eye Hospital Co., Ltd.* (杭州朝聚眼科醫院有限公司) (formerly known as Hangzhou Chaoju Optometry Hospital Co., Ltd.* (杭州朝聚眼視光醫院有限公司)), a limited liability company incorporated in the PRC on December 26, 2017, or where the context refers to any time prior to the effective date of the incorporation of this entity, its predecessor(s), a subsidiary of the Company
“HK\$”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hohhot Hospital”	Chaoju (Inner Mongolia) Eye Hospital Co., Ltd.* (朝聚(內蒙古)眼科醫院有限公司), a limited liability company incorporated in the PRC on September 21, 2016, or where the context refers to any time prior to the effective date of the incorporation of this entity, its predecessor(s), a subsidiary of the Company
“Hohhot No.2 Hospital”	Hohhot Chaoju Eye Hospital Co., Ltd.* (呼和浩特朝聚眼科醫院有限公司), a limited liability company incorporated in the PRC on November 3, 2016, or where the context refers to any time prior to the effective date of the incorporation of this entity, its predecessor(s), a subsidiary of the Company
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hulunbuir Hospital”	Hulunbuir Chaoju Eye Hospital Co., Ltd.* (呼倫貝爾朝聚眼科醫院有限公司), a limited liability company incorporated in the PRC on February 14, 2018, a subsidiary of the Company
“hyperopia”	a type of refractive error also known as farsightedness, which is usually caused by a shorter-than-normal eyeball or insufficient refractive ability of the crystalline lens, which results in parallel lights to focus at a position behind the retina, thus forming a blurred spot on the retina



“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected (within the meaning of the Listing Rules) with any directors, chief executive or substantial shareholders (within the meaning of the Listing Rules) of the Company, its subsidiaries or any of their respective associates
“Inner Mongolia”	the Inner Mongolia Autonomous Region of the PRC, unless the context indicates otherwise
“in-patient service”	treatments of patients who are checked in at hospitals and are hospitalized overnight or for an extended period of time
“IPO Proceeds”	the proceeds obtained by the Company from the Global Offering
“Jiangsu Chaoju”	Jiangsu Chaoju Medical Management Co., Ltd.* (江蘇朝聚醫療管理有限公司) a limited liability company incorporated in the PRC on July 8, 2015, an indirect wholly-owned subsidiary of the Company, formerly known as Jiangsu Chaoju Investment Management Co., Ltd.* (江蘇朝聚投資管理有限公司)
“Jiaxing Hospital”	Jiaxing Chaoju Eye Hospital Co., Ltd.* (嘉興朝聚眼科醫院有限公司), a limited liability company incorporated in the PRC on February 7, 2018, or where the context refers to any time prior to the effective date of the incorporation of this entity, its predecessor(s), a subsidiary of the Company
“Listing”	the listing of the Shares on the Main Board
“Listing Date”	the date, namely July 7, 2021, on which the Shares were listed on the Stock Exchange and from which dealings in the Shares were permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Luannan Jidong Hospital”	Luannan Jidong Vision Hospital Co., Ltd.* (灤南冀東視明眼科醫院有限公司), a limited liability company incorporated in the PRC on August 23, 2018, a subsidiary of the Company
“Luanzhou Jidong Hospital”	Luanzhou Jidong Eye Care Hospital Co., Ltd.* (灤州冀東眼科醫院有限公司), a limited liability company incorporated in the PRC on July 19, 2018, a subsidiary of the Company
“macula”	the center of the retina where the retina is most sensitive to lights, and is therefore the core area for the sense of vision

DEFINITIONS & GLOSSARY

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange
“Model Code”	the Model Code for Securities Transaction by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“myopia”	a type of refractive error also known as nearsightedness, where the patient is unable to see distant objects clearly. Myopia is usually caused by a longer-than-normal eyeball or excessive refractive ability of the crystalline lens, which results in parallel lights focusing at a position before reaching the retina, thus forming a blurred spot when it reaches the retina
“NHC”	National Health Commission of the PRC (中華人民共和國國家衛生健康委員會)
“Ningbo Hospital”	Ningbo Boshi Eye Hospital Co., Ltd.* (寧波博視眼科醫院有限公司), a limited liability company incorporated in the PRC on August 26, 2016, a subsidiary of the Company
“Ninghai Hospital”	Ninghai Eye Hospital Co., Ltd.* (寧海眼科醫院有限公司), a limited liability company incorporated in the PRC on November 2, 2016, a subsidiary of the Company
“Nomination Committee”	the nomination committee of the Board
“North China”	a northern region of China consisting of Beijing, Tianjin, Hebei Province, Shanxi Province and Inner Mongolia
“ocular fundus”	the interior surface of the eye opposite the crystalline lens, including the retina, optic disc, macula and posterior pole
“ocular surface”	the interface between the functioning eye and the environment, including the outer layer of the cornea, the conjunctiva, and the margin of the eye lids
“ophthalmologist”	a medical doctor who specializes in eye and vision care
“out-patient service”	treatments of patients who are not checked-in at hospitals and stay at the hospital only for a short period of time (usually completed within the day)
“PRC Legal Advisors”	Jingtian & Gongcheng, the legal advisors to the Company as to the laws of the PRC
“Pre-IPO Investment(s)”	the pre-IPO investment(s) in the Company undertaken by the Pre-IPO Investors, details of which are set out in the section headed “History, Development and Corporate Structure” in the Prospectus



“Pre-IPO Investor(s)”	investor(s) being introduced to become shareholders of the Group, details of which are set out in the section headed “History, Development and Corporate Structure” in the Prospectus
“presbyopia”	an eye condition where the patient has difficulty seeing near items clearly due to declines in refractive abilities of the lens. Presbyopia is a result of the aging of the eye, as the lens loses its natural elasticity and therefore its ability to focus on near objects
“Prospectus”	the prospectus of the Company published on June 24, 2021
“registered beds”	the number of beds that are registered in the practicing license of a medical institution
“Registered Shareholders” or “Individual Shareholders”	the five individual shareholders of the Company, namely, Mr. Zhang Bozhou (張波洲), Ms. Zhang Xiaoli (張小利), Mr. Zhang Junfeng (張俊峰), Mr. Zhang Fengsheng (張豐生) and Ms. Zhang Yumei (張玉梅)
“Remuneration Committee”	the remuneration committee of the Board
“Reorganization”	the reorganization of the group of companies now comprising the Group conducted in preparation for the Listing, details of which are set out in the section headed “History, Reorganization and Corporate Structure” of the Prospectus
“Reporting Period”	the year ended December 31, 2023
“Riverhead Capital I”	Riverhead Capital I, L.P. (北京陽光融匯醫療健康產業成長投資管理中心) (有限合夥), a limited liability partnership established under the laws of the PRC on February 9, 2015, a shareholder of the Company, which is controlled by Ms. Zhang Wenwen, one of the non-executive Directors
“Riverhead Runfeng”	Ronghui Yangguang Runfeng, L.P. (北京融匯陽光潤豐投資管理中心(有限合夥)), a limited liability partnership established under the laws of the PRC on March 10, 2016, a shareholder of the Company, which is controlled by Ms. Zhang Wenwen, one of the non-executive Directors
“RMB” or “Renminbi”	the lawful currency of the PRC
“Scheme”	the share award scheme of the Company as adopted by the Board on May 10, 2022 and as amended from time to time
“Scheme Rules”	the rules relating to the Scheme in its present form or any amended form

DEFINITIONS & GLOSSARY

“Selected Person(s)”	any eligible person whom the Board may, from time to time, at its absolute discretion select for participation in the Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of HK\$0.00025 each
“Shareholder(s)”	holder(s) of the Shares
“Shanghai Chaoxi”	Shanghai Chaoxi Investment Development Center (Limited Partnership)* (上海朝翕投資發展中心(有限合夥)), a limited liability partnership established under the laws of the PRC on December 25, 2015, our shareholder prior to the Reorganization, which is controlled by Mr. Wang Hui
“Sihong Hospital”	Sihong Chaoju Eye Hospital Co., Ltd.* (泗洪朝聚眼科醫院有限公司), a limited liability company incorporated in the PRC on June 28, 2017, or where the context refers to any time prior to the effective date of the incorporation of this entity, its predecessor(s), a subsidiary of the Company
“Siyang Hospital”	Siyang Chaoju Eye Hospital Co., Ltd.* (泗陽朝聚眼科醫院有限公司), a limited liability company incorporated in the PRC on July 21, 2016, a subsidiary of the Company
“squint”	deviation of the eyes where there is an eye misalignment
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Tangshan Jidong Hospital”	Tangshan Jidong Eye Care Hospital Co., Ltd.* (唐山冀東眼科醫院有限公司), a limited liability company incorporated in the PRC on November 18, 2014, a subsidiary of the Company
“Tianjin Chaoju”	Tianjin Chaoju Yangguang Medical Instrument Trade Co., Ltd.* (天津朝聚陽光醫療器械貿易有限公司), a limited liability company incorporated in the PRC on January 20, 2017, an indirect wholly-owned subsidiary of the Company
“Tongliao Hospital”	Tongliao Chaoju Eye Hospital Co., Ltd.* (通遼朝聚眼科醫院有限公司), a limited liability company incorporated in the PRC on September 20, 2017, a subsidiary of the Company



“Trustee”	such person(s) who will from time to time be duly appointed to be the trustee(s) of the trusts declared by the Trust Deed. For the purpose of this definition, “Trust Deed” shall mean a trust deed to be entered into between the Company as settlor and the Trustee as trustee (as restated, supplemented and amended from time to time) in respect of the appointment of the Trustee for the administration of the Scheme
“Tumb Right Banner Hospital”	Tumb Right Banner Chaoju Eye Hospital Co., Ltd.* (土默特右旗朝聚眼科醫院有限公司), a limited liability company incorporated in the PRC on October 15, 2021, or where the context refers to any time prior to the effective date of the incorporation of this entity, its predecessor(s), a subsidiary of the Company
“Ulanqab Hospital”	Chaoju (Ulanqab) Eye Hospital Co., Ltd.* (朝聚(烏蘭察布)眼科醫院有限公司), a limited liability company incorporated in the PRC on March 27, 2017, or where the context refers to any time prior to the effective date of the incorporation of this entity, its predecessor(s), a subsidiary of the Company
“Xiamen Chaoju Group”	Xiamen Chaoju Medical Technology Group Co., Ltd* (廈門朝聚醫療科技集團有限公司), a limited liability company established under the laws of the PRC on July 15, 2020, an indirect wholly-owned subsidiary of the Company
“Xiamen Chaoju Hospital Management”	Xiamen Chaoju Hospital Management Development Co., Ltd* (廈門朝聚醫院管理發展有限公司) a limited liability company established under the laws of the PRC on June 5, 2020, a subsidiary of the Company
“Xiamen Chaoxi”	Xiamen Chaoxi Enterprise Management Consulting Partnership (Limited Partnership)* (廈門朝翕企業管理諮詢合夥企業(有限合夥)), a limited liability partnership established in the PRC on April 3, 2020, a shareholder of the Company, which is owned by Shanghai Chaoxi as to 99.92%
“Xiamen Xinkangnuo”	Xiamen Xinkangnuo Management Consulting Co., Ltd.* (廈門信康諾管理諮詢有限公司), a limited liability company established under the laws of the PRC on August 6, 2020, a subsidiary of the Company by way of consolidation of financial statements, which is owned by Mr. Zhang Bozhou as to 26.64%, Ms. Zhang Xiaoli as to 29.03%, Mr. Zhang Junfeng as to 20.67%, Mr. Zhang Fengsheng as to 20.67% and Ms. Zhang Yumei as to 2.99%, respectively
“Xiangshan Hospital”	Xiangshan Chaoju Eye Hospital Co., Ltd.* (象山朝聚眼科醫院有限公司) (formerly known as Xiangshan Renming Eye Diseases Hospital Co., Ltd.* (象山仁明眼病醫院有限公司)), a limited liability company incorporated in the PRC on April 7, 2015, a subsidiary of the Company



DEFINITIONS & GLOSSARY

“Xilinhot Hospital”	Xilinhot City Chaoju Eye Hospital Co., Ltd.* (錫林浩特市朝聚眼科醫院有限責任公司), a limited liability company incorporated in the PRC on December 16, 2014, a subsidiary of the Company
“Yutian Jidong Hospital”	Yutian County Jidong Eye Care Hospital Co., Ltd.* (玉田縣冀東眼科醫院有限公司), a limited liability company incorporated in the PRC on November 20, 2017, a subsidiary of the Company

* The English translation of the Chinese names denoted in this report is for illustration purpose only. Should there be any inconsistencies, the Chinese name shall prevail.