



UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED

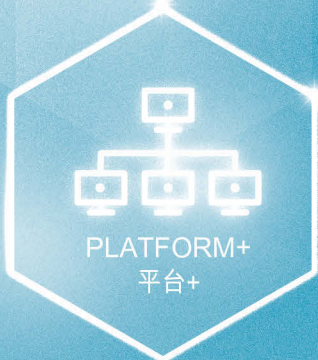
大健康國際集團控股有限公司

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

Stock Code 股份代號: 2211







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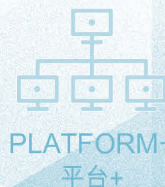
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# CORPORATE INFORMATION

## 公司資料



### BOARD OF DIRECTORS

#### Executive Directors:

Mr. Chu Chuanfu (*Chairman, Chief Executive Officer and Chief Operation Officer*)

Mr. Jin Dongkun (*Vice Chairman*)

Mr. Zhao Zehua

#### Independent Non-executive Directors:

Mr. Cheng Sheung Hing

Ms. Chiang Su Hui Susie

Mr. Zou Haiyan

### AUDIT COMMITTEE

Mr. Zou Haiyan (*Chairman*)

Mr. Cheng Sheung Hing

Ms. Chiang Su Hui Susie

### REMUNERATION COMMITTEE

Mr. Cheng Sheung Hing (*Chairman*)

Ms. Chiang Su Hui Susie

Mr. Jin Dongkun

### NOMINATION COMMITTEE

Mr. Chu Chuanfu (*Chairman*)

Mr. Cheng Sheung Hing

Ms. Chiang Su Hui Susie

### ESG COMMITTEE

Mr. Chu Chuanfu (*Chairman*)

Mr. Cheng Sheung Hing

Ms. Chiang Su Hui Susie

### AUTHORIZED REPRESENTATIVES

Ms. Hui Kit Ying

Mr. Zhao Zehua

### COMPANY SECRETARY

Ms. Hui Kit Ying

### 董事會

#### 執行董事：

初川富先生(主席、首席執行官及首席營運官)

金東昆先生(副主席)

趙澤華先生

#### 獨立非執行董事：

鄭雙慶先生

江素惠女士

鄒海燕先生

### 審核委員會

鄒海燕先生(主席)

鄭雙慶先生

江素惠女士

### 薪酬委員會

鄭雙慶先生(主席)

江素惠女士

金東昆先生

### 提名委員會

初川富先生(主席)

鄭雙慶先生

江素惠女士

### 綠色可持續發展委員會

初川富先生(主席)

鄭雙慶先生

江素惠女士

### 授權代表

許潔瑩女士

趙澤華先生

### 公司秘書

許潔瑩女士



## REGISTERED OFFICE

PO Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

## HEADQUARTERS

No. 14-1  
Bei Yi Zhong Road  
Tiexi District  
Shenyang City  
Liaoning Province, PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 2404, 24th Floor  
World-Wide House  
19 Des Voeux Road Central  
Central  
Hong Kong

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

### Maples Fund Services (Cayman) Limited

PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman KY1-1102  
Cayman Islands

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

### Computershare Hong Kong Investor Services Limited

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

## 註冊辦事處

PO Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

## 總部

中國遼寧省  
瀋陽市  
鐵西區  
北一中路  
14-1號

## 香港主要營業地點

香港  
中環  
德輔道中19號  
環球大廈24樓  
2404室

## 主要股份過戶登記處

### Maples Fund Services (Cayman) Limited

PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman KY1-1102  
Cayman Islands

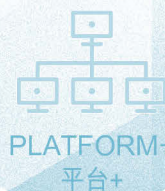
## 香港股份過戶登記處

### 香港中央證券登記有限公司

香港灣仔  
皇后大道東183號  
合和中心17樓  
1712-1716號舖



## CORPORATE INFORMATION 公司資料



PLATFORM+  
平台+

### AUDITOR

Forvis Mazars CPA Limited  
Certified Public Accountants and  
Registered Public Interest Entity Auditor  
42nd Floor, Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

### STOCK CODE

The Main Board of The Stock Exchange of  
Hong Kong Limited: 2211

### INVESTOR RELATIONS

[ir@uhi-group.com](mailto:ir@uhi-group.com)

### COMPANY'S WEBSITE

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

### 核數師

富睿瑪澤會計師事務所有限公司  
執業會計師及  
註冊公眾利益實體核數師  
香港  
灣仔港灣道18號  
中環廣場42樓

### 股份代號

香港聯合交易所有限公司主板：2211

### 投資者關係

[ir@uhi-group.com](mailto:ir@uhi-group.com)

### 公司網站

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





# FINANCIAL HIGHLIGHTS

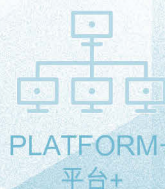
## 財務摘要

		(Unaudited) (未經審核)			Change 變動
		Six months ended 31 December 截至十二月三十一日止六個月			
		Unit 單位	2024 二零二四年	2023 二零二三年	
Revenue	收益	RMB million 人民幣百萬元	441.2	591.3	-25.4%
Gross profit	毛利	RMB million 人民幣百萬元	70.4	96.2	-26.8%
Operating loss	經營虧損	RMB million 人民幣百萬元	(7.9)	(21.0)	+13.1 RMB million 人民幣百萬元
Loss for the period	期內虧損	RMB million 人民幣百萬元	(7.7)	(20.9)	+13.2 RMB million 人民幣百萬元
Adjusted EBITDA <sup>(1)</sup>	經調整息稅折舊及攤銷前利潤 <sup>(1)</sup>	RMB million 人民幣百萬元	(1.1)	(13.9)	+12.8 RMB million 人民幣百萬元
Basic loss per share <sup>(2)</sup>	每股基本虧損 <sup>(2)</sup>	RMB cents 人民幣分	(1.00)	(3.14)	+2.14 RMB cents 人民幣分
Gross margin	毛利率	%	15.9	16.3	-0.4 pp 個百分點
Operating loss margin	經營虧損率	%	(1.8)	(3.6)	+1.8 pp 個百分點
Net loss margin	淨虧損率	%	(1.7)	(3.5)	+1.8 pp 個百分點

			(Unaudited) (未經審核)	(Audited) (經審核)	
			As at 31 December	As at 30 June	
		Unit	2024	2024	Change
		單位	於二零二四年 十二月三十一日	於二零二四年 六月三十日	變動
Current ratio <sup>(3)</sup>	流動比率 <sup>(3)</sup>	times 倍	1.1	1.0	+0.1
Trade receivables turnover days <sup>(4)</sup>	應收賬款週轉天數 <sup>(4)</sup>	days 天	32.2	27.8	+4.4
Inventory turnover days <sup>(5)</sup>	存貨週轉天數 <sup>(5)</sup>	days 天	56.8	57.8	-1.0
Trade payables turnover days <sup>(6)</sup>	應付賬款週轉天數 <sup>(6)</sup>	days 天	99.1	104.2	-5.1



## FINANCIAL HIGHLIGHTS 財務摘要



### Notes:

1. Adjusted EBITDA is calculated by adjusted loss before interests, tax, depreciation and amortisation, excluding the effect of share of post-tax results of an associate, impairment loss or, if applicable, its reversal on intangible assets, property, plant and equipment, right-of-use assets and investment in an associate.
2. Basic loss per share is calculated by dividing loss attributable to owners of the Company by weighted average number of ordinary shares in issue (the weighted average number of ordinary shares in issue of the Company for the six months ended 31 December 2024 was 801,059,558, versus 667,549,632, for the six months ended 31 December 2023).
3. Current ratio is calculated by dividing current assets by current liabilities.
4. Trade receivables turnover days are calculated by using the average of beginning and ending balances on trade receivables for the period, divided by revenue for the period, multiplied by the number of days for the period.
5. Inventory turnover days are calculated by using the average of beginning and ending balances on inventory for the period, divided by cost of sales for the period, multiplied by the number of days for the period.
6. Trade payables turnover days are calculated by using the average of beginning and ending balances on trade payables for the period, divided by cost of sales for the period, multiplied by the number of days for the period.

### 附註：

1. 經調整息稅折舊及攤銷前利潤乃按扣除利息、稅項、折舊及攤銷前經調整虧損計算，不包括分佔聯營公司除稅後業績、無形資產、物業、廠房及設備、使用權資產及聯營公司投資減值虧損或(如適用)其撥回的影響。
2. 每股基本虧損乃按本公司擁有人應佔虧損除以已發行普通股加權平均股數(截至二零二四年十二月三十一日止六個月已發行的普通股加權平均股數為801,059,558股，而截至二零二三年十二月三十一日止六個月為667,549,632股)計算。
3. 流動比率乃按流動資產除以流動負債計算。
4. 應收賬款週轉天數乃按期初及期末應收賬款結餘的平均值除以期內收益再乘以期內天數計算。
5. 存貨週轉天數乃按期初及期末存貨結餘的平均值除以期內銷售成本再乘以期內天數計算。
6. 應付賬款週轉天數乃按期初及期末應付賬款結餘的平均值除以期內銷售成本再乘以期內天數計算。

The board (the “Board”) of directors (the “Directors”) of Universal Health International Group Holding Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to announce the unaudited interim results of the Group for the six months ended 31 December 2024 (the “Period”) together with the comparative figures for the corresponding period in 2023.

### INDUSTRY OVERVIEW

In 2024, the healthcare industry in China ushered in an important stage of development. With the accelerated aging of the population, strengthened health awareness of the public and supportive policies, the healthcare industry has become an important engine for economic development. The healthcare industry covers a series of healthcare areas from birth to death, such as healthy and smart elderly care, rehabilitation and physiotherapy, healthcare, and intelligent technology, which boasted an enormous vitality and potential in 2024. According to the forecast of Chinese Health Association, the market size of the healthcare industry is expected to reach RMB29.1 trillion by 2030.

In 2024, the Chinese government vigorously advanced the development of the healthcare industry by promulgating a series of supportive policies. These policies encompassed multiple aspects, including medical system reform, improvement of healthcare and elderly care services, as well as amelioration of public health standards. The government has intensified its endorsement for traditional Chinese medicine (TCM), facilitating its modernization and internationalization, while enhancing the role of TCM in prevention, treatment, and rehabilitation. Simultaneously, the government has strengthened its supervision over medical institutions, the healthcare products market and the environmental protection industry to safeguard both the quality and safety of products and services. For instance, the government’s advocacy of centralized procurement policies for Chinese medicine decoction pieces and Chinese patent medicines not only helps to curtail the cost of drugs, but also guarantees the drug quality and the stability of supply. The centralized procurement of the In Vitro Diagnostic (IVD) alliance has also been included in the scope of national joint procurement of consumables, which has played an important role in expediting the substitution progress within domestic IVD market. The government has introduced a series of policies and regulations to bolster its supervision over the research and development, production, circulation and other links of drugs, so as to ensure the quality and safety of drugs.

大健康國際集團控股有限公司(「本公司」，連同其附屬公司「本集團」)董事(「董事」)會(「董事會」)欣然宣佈本集團截至二零二四年十二月三十一日止六個月(「期內」)的未經審核中期業績，連同二零二三年同期的比較數字。

### 行業概覽

在2024年，中國的大健康產業迎來了重要的發展階段。隨著人口老齡化進程加快、民眾健康意識增強以及政策的支持，大健康產業成為經濟發展的重要引擎。大健康產業涵蓋健康智慧養老、康復理療、養生保健、智慧科技等從出生到死亡一系列健康領域，並在2024年展現出強大的活力和潛力，據中國健康管理協會預測，到2030年，大健康產業的市場規模將達到29.1萬億元。

在2024年，中國政府積極推動大健康產業的發展，出台了一系列支援政策。這些政策涵蓋了醫療體系改革、健康養老服務提升和公共衛生水平改善等多個方面。政府加大對中醫藥的支持力度，推動中醫藥現代化和國際化，提升中醫藥在預防、治療和康復中的作用。同時，政府加強對醫療機構、保健品市場以及環保產業的監管，確保產品和服務的品質與安全。例如，政府推動中藥飲片和中成藥的集中採購政策，這不僅有助於降低藥品成本，還能確保藥品品質和供應的穩定性。體外診斷聯盟的集中採購也被納入全國耗材聯合採購範疇，這對推動國產體外診斷市場的替代進程起到了重要作用。政府出台了一系列政策和法規，加強對藥品研發、生產、流通等環節的監管，確保藥品品質和安全。





Scientific and technological innovation is an important driving force for the development of the healthcare industry. In 2024, technologies such as artificial intelligence, big data, and the Internet of Things were widely applied in the medical and healthcare sector. For example, artificial intelligence technology has been applied to diseases diagnosis, personalized treatment and health management, which improves the efficiency and accuracy of diagnosis and treatment. Big data technology has been used to analyze and explore health data, which provides scientific basis for the formulation of public health policies. In addition, Internet of Things technology has been applied to smart elderly care and remote medical care to improve service quality and management efficiency. With the accelerated aging of the population and strengthened health awareness of the public, the market demand for healthcare industry has experienced continuous growth. The increasing demand for healthcare and elderly care services in an aging society has promoted the rapid development of the elderly care industry. At the same time, the public's continuously increased demand for health management and preventative medicine has promoted the growth of markets such as health check, healthcare products and health food. With the popularization of environmental protection and sustainable development concepts, the status and importance of the environmental protection industry in the healthcare industry have been enhanced.

The reform of the medical system formed an integral part of the development of the healthcare industry in 2024. The government facilitated joint procurement by medical institutions to reduce the cost of drugs and medical equipment, and alleviate patients' medical financial burdens. Meanwhile, informatization construction of medical institutions was promoted to improve the sharing and utilization of medical data, as well as the efficiency of diagnosis and treatment. In addition, by advancing the construction of the hierarchical diagnosis and treatment system, and optimizing the allocation of medical resources, the level of primary medical services witnessed an improvement. With a growing aging population, healthcare and elderly care services have become an important part of the healthcare industry. In 2024, the PRC accelerated the construction of the elderly care service system and improved the service quality and management level of elderly care institutions. At the same time, the quality of life of the elderly was enhanced through promoting the application of smart elderly care technology, such as using Internet of Things technology to achieve remote monitoring and health management of the elderly. In addition, community elderly care and home-based elderly care services were promoted to meet different elderly care needs.

科技創新是大健康產業發展的重要驅動力。在2024年，人工智能、大數據、物聯網等技術在醫療健康領域得到了廣泛應用。例如，人工智能技術被應用於疾病診斷、個人化治療和健康管理中，提高了診療效率和精準度。大數據技術則被用於健康數據的分析與挖掘，為公共衛生政策的制定提供了科學依據。此外，物聯網技術被應用於智慧養老和遠端醫療，提升了服務品質和管理效率。隨著人口老齡化進程的加快和民眾健康意識的提高，大健康產業的市場需求持續增長。老齡化社會對健康養老服務的需求增加，促進了養老產業的快速發展。同時，民眾對健康管理和預防醫學的需求不斷提高，推動了健康檢查、保健產品和健康食品等市場的增長。環境保護和可持續發展理念的普及，提升了環保產業在大健康產業中的地位和重要性。

醫療體系改革是在2024年大健康產業發展的重要組成部分。政府推動醫療機構的聯合採購，降低藥品和醫療器械的成本，緩解患者的經濟負擔。同時，推動醫療機構的信息化建設，提高醫療數據的共享和利用率，提升診療效率。此外，推動分級診療制度建設，優化醫療資源配置，提高基層醫療服務水平。隨著人口老齡化的加劇，健康養老服務成為大健康產業的重要組成部分。在2024年，國家加快推動養老服務體系建設，提高養老機構的服務品質和管理水平。同時，推動智慧養老技術的應用，例如利用物聯網技術實現老年人遠端監護和健康管理，提高老年人的生活品質。此外，推動社區養老和居家養老服務，滿足不同的養老需求。





Health management, as an important area of the industry, aims to improve public's health through health check, risk assessment and health intervention. In 2024, the PRC promoted the popularization and standardization construction of health management services, such as advancing the construction of health monitoring centers to provide professional health check services for timely detection and prevention of diseases. Meanwhile, it has boosted personalized health management services to improve the effectiveness of health management by formulating targeted health plans based on individuals' health conditions. Preventive medicine likewise plays an important role in the healthcare industry, aiming to reduce the occurrence and spread of diseases through preventive measures. The PRC increased its investment in and support for preventive medicine in 2024, such as prevention of outbreak of infectious diseases by promoting vaccine research and development and vaccination. At the same time, it has promoted health education and health promotion activities to enhance the effectiveness of health management.

As the public's health awareness increases, the demand for nutritious and healthy foods also continues to grow. In 2024, China's healthcare products market further expanded in size, and the variety and quality of products continued to improve, such as promoting the research and development and application of TCM healthcare products to give full play to the unique advantages of TCM in health care and wellness. At the same time, China strengthened its supervision over the healthcare products market, cracked down on false advertising and non-compliance, so as to protect the rights and interests of consumers and improve the standardization of the healthcare products market.

Overall, driven by supportive policies, scientific and technological innovation and market demand, China's healthcare industry showed a robust development momentum in 2024. In the future, China's healthcare industry will improve product quality and service levels through scientific and technological innovation and industrial upgrading, and enhance the international competitiveness of China's healthcare industry through international cooperation and technology exchanges.

健康管理作為產業的重要領域，旨在通過健康檢查、風險評估和健康干預，以提高民眾的健康水平。在2024年，國家推動健康管理服務的普及和規範化建設，例如推動健康監察中心的建設，提供專業的健康檢查服務，及時發現和預防治病。同時，推動個人化健康管理服務，按照個人的健康狀況制定針對性的健康方案，提高健康管理的效果。預防醫學同樣在大健康產業具有重要地位，旨在通過預防措施減少疾病的發生和傳播。國家在2024年加大了對預防醫學的投入和支持，例如透過推動疫苗研發和接種工作，預防傳染病爆發。同時，推動健康教育和健康促進活動，提高健康管理的效果。

隨著民眾的健康意識提高，對營養與健康食品的需求也不斷增長。在2024年，中國保健品市場規模進一步擴大，產品種類和品質不斷提升，例如推動中藥保健品的研發和應用，發揮中藥在保健養生中的獨特優勢。同時，國家加強對保健品市場的監管，打擊虛假宣傳和違規行為，以保障消費者的權益，提高保健品市場的規範化水準。

總體而言，在2024年中國大健康產業受到政策支持、科技創新和市場需求的驅動下，展現出強勁的發展勢頭。未來，中國大健康產業將會在科技創新和產業升級下，提高產品品質和服務水平，並通過國際合作和技術交流，提升中國大健康產業的國際競爭力。





## BUSINESS REVIEW

During the Period, with a view to maintaining the momentum of the first half of 2024, the Group continued aiming at and focusing on the pharmaceutical healthcare field, and has been actively promoting the development of traditional physical retail chain stores and distribution network while facing more intensive competition. Meanwhile, after taking into account the impact of industry development trends, the Group has been making deployment of “Direct to Patient (DTP)” pharmacies and exploring new business model.

As public awareness of self-management of health increased, public demand for medicine consumption rose, which drove the continuous growth in relevant domestic industries during the Period. The Group was committed to strengthening business training for employees of retail chain stores and upgrading their job skills to provide medicine sales services to local people, actively organize the supply of goods and equip people with needed medicines and equipment. In some areas, telephone ordering for home delivery of medicine and/or mobile internet reservation for products had been carried out in order to maintain business continuity and form a complementary online and offline operation model.

### Chain Retail Business

During the Period, the Group held various promotion activities so as to enhancing the Group’s presence in the regions and competitiveness of chain retail business. The Group has been actively exploring digital transformation and has built the foundation for network development. In the meantime, the Group has strengthened its Online-to-Offline (O2O) platform, increased the online orders and formed an online and offline interactive operation system. In addition, the Group has also continued to explore and establish “DTP pharmacies” to better serve the public’s health while improving the flexibility of the Group’s operating mechanism and increasing profit growth points. As at the end of the Period, the Group had a total of 182 chain stores. The Group recorded sales revenue for retail business of RMB118.9 million for the Period (2023: RMB172.0 million) representing a period-on-period decrease of 30.9%.

## 業務回顧

期內，以期維持二零二四年上半年的動能，本集團繼續瞄準和聚焦醫藥大健康領域，在競爭中積極推進傳統實體的零售連鎖門店及分銷網絡的發展，同時，根據老齡化影響和行業發展趨勢，本集團佈局「Direct to Patient (DTP)藥房」，並探索新型運營模式。

隨著民眾自我健康管理意識加強，民眾醫藥消費需求增強，帶動國內相關產業於期內持續增長。本集團致力於加強零售連鎖店員工的業務培訓，提升崗位技能，為當地民眾提供藥品銷售服務，並積極組織物資供應，為民眾配備所需藥品及設備。部分地區進行電話訂購送藥上門及／或移動互聯網預約產品等方式，以維持業務連續性，形成線上線下互補的營運模式。

### 連鎖零售業務

期內，本集團開展了各種促銷活動，以增強本集團區域影響力和連鎖競爭力。本集團積極探索數位化轉型，構築網路發展基礎。同時，本集團加強O2O平台建設增加線上訂單量，形成線上線下互動運營。另外，本集團亦不斷探索和設立「DTP藥房」，在更好為民眾健康服務的同時，提高本集團運營機制的靈活性，增加利益增長點。於期末，本集團合共連鎖店舖182家。期內，本集團零售業務銷售收入為人民幣118.9百萬元（二零二三年：人民幣172.0百萬元），較去年同期下降30.9%。





### Nationwide Distribution Business

As at 31 December 2024, the Group had 952 distributors and 3 large-scale distribution logistics centers. During the Period, despite that the Group had made appropriate promotion in its distribution system, and continued to optimise screening and maintaining of high-quality customers, the Group's distribution business recorded a period-to-period decrease of 23.1% in sales revenue from RMB419.3 million for the six months ended 31 December 2023 to RMB322.3 million for the Period.

### Direct-supply and Sales Model

The Group's direct-supply model effectively addressed the issue of traditional heavily overlapped sales process, as well as simplified the supply chain to improve sales efficiency and profitability and provided a higher profit margin from the high-margin products of the Group. Meanwhile, the Group advanced marketing model to accord with the "Two Invoices System" carried out by the PRC government so as to reducing the effect of the policy change on the Group. During the Period, the Group's management took all necessary actions to safeguard the direct supply of branded products, and its direct-supply model of these branded products covered most provinces in China.

### Branded Products Operation

The Group continued to maintain the operational pattern of the original branded products and adjusted the brand structure according to actual operational requirements to eliminate certain inappropriate products and add new products, so as to maintaining the competitiveness of the original branded products, whilst increasing the presence of new branded products. During the Period, a net decrease of 112 branded products was recorded. Hence, there were total 426 branded products in operation as at the end of the Period.

### 全國分銷業務

於二零二四年十二月三十一日，本集團擁有952家分銷商及3個具規模的分銷物流中心。於期內，儘管本集團適量進行分銷體系的宣傳推廣投入，繼續優化篩選和維護優質客戶，本集團分銷業務銷售收益錄得較去年同期減少23.1%，由截至二零二三年十二月三十一日止六個月的人民幣419.3百萬元減至期內的人民幣322.3百萬元。

### 直供銷售模式

本集團的直供模式有效解決了傳統上繁複重迭的銷售環節，簡化供應鏈，從而提高銷售效率及盈利能力，為本集團的高邊際利潤產品提供可觀的利潤率。同時，本集團升級行銷模式以契合中國政府推行的「兩票制」管理體制，從而減少政策變化對本集團產生的影響。期內，本集團管理層積極維護品牌產品的直供能力，該直供模式覆蓋中國大部分各省份。

### 品牌產品運營

本集團繼續維持原有品牌產品的運營格局，並根據實際經營需要進行品牌結構調整，淘汰部份不適用產品，補充新型產品，吐舊納新，一方面保持原有品牌產品的競爭力，另一方面增加新的品牌產品的影響力。期內，錄得淨減少112種品牌產品。因此，截至期末本集團合共運營426種品牌產品。



### Intelligent Warehouse Construction

The Group has set up 3 large-scale distribution logistics centers in Shijiazhuang, Harbin and Jiamusi respectively, and has established a high-quality distribution system across the whole country covering the northeastern region of the PRC. During the Period, continuously leveraging on Warehouse Management Software System, an intelligent sorting software system, the Group's labour productivity had further improved. At the same time, the Group has also improved the work environment.

### Brand Image Promotion

With traditional advantages in continuous brand promotion and marketing, the Group strengthened its presence and competitiveness, and mitigated the further decline in operating performance. During the Period, promotional and marketing activities were launched for product brands and enterprise brands by continuously leveraging on the internet, WeChat and live platform. In addition, the Group participated in the public charity and carried out activities of promoting health information for free with a view to enhancing the reputation of the Group and fulfilling its corporate social responsibilities.

### Institute School Training

According to the characteristics of new era, new economy, new technology and new retail, the Group continued to optimise the training activities of the institute and made best use of the business institute on the Group's business development, talent nurturing and public welfare promotion. Moreover, the Group took the advantage of its lead in establishing business institute in the industry, strengthened its cohesion as well as enhanced and transformed the mode of thinking of employees in response to the transformation and upgrade of the Company's business. During the Period, 10 online video and offline internal trainings in total had been held by the Company.

### 倉儲智能化建設

本集團分別在中國石家莊、哈爾濱及佳木斯設置了3個較大規模的分銷物流中心，構建了覆蓋全國和覆蓋中國東北地區的優質配送體系。期內，繼續利用智慧分揀軟體系統，進一步提升了勞動生產率。同時，本集團也改善了工作環境。

### 品牌形象推廣

本集團具有持續運營品牌宣傳和行銷推廣的傳統優勢，藉以強化影響力和競爭力，減低經營業績進一步下滑的幅度。期內，本集團繼續利用互聯網、微信媒體及直播平台等，宣傳產品品牌及企業品牌與促銷活動。此外，本集團參與公益慈善及開展免費健康報導行動以提升本集團的美譽度及履行企業社會責任。

### 商學院學堂培訓

本集團根據新時代、新經濟、新科技、新零售等特徵，繼續優化商學院培訓內容，發揮企業商學院對本集團業務發展、人才培養、公益宣傳等方面的重要作用。此外，本集團利用在行業內率先成立企業商學院之優勢，提升企業凝聚力，促進員工思想提高及對業務轉型升級等新要求的適應性有所幫助。期內，本公司舉辦了線上視頻形式及線下形式內部培訓合共10場。





### Membership Service

During the Period, the Group had provided follow-up services and promotion benefits for approximately 1.18 million offline members (corresponding period in 2023: 1.20 million), and provided online and offline health knowledge, product knowledge and other dissemination services, enhancing the sense of affiliation and positivity of members while boosting their loyalty, and thus promoting a healthy image of the Group. Meanwhile, the Group had provided social value-added services in various aspects such as the supply of public toilets, cold shelters and lost children service centres; and continued to launch the public welfare activities, such as "Love China", with a view to building up its positive corporate image.

### Industry Alliance

During the Period, the Company had proactively participated in the alliance activities. Mr. Chu Chuanfu (the "Chairman"), the chairman of the Board, and Mr. Jin Dongkun, the vice chairman of the Board, had attended such activities on behalf of the Group the tours and forums organized by the alliance to seize the theme of era development, keep abreast of the industry information, promote development of branded products, strengthen the Company's interaction, exchange with industry alliance and constantly enhance the Group's presence. Meanwhile, leveraging on the China's national strategic guidance of "Healthy China (健康中國)", "Beautiful China (美麗中國)", "Belt and Road (一帶一路)", "Guangdong-Hong Kong- Macao Greater Bay Area (粵港澳大灣區)" and "Hainan Free Trade Port (海南自由貿易港)", the Company gathered industry experience and focused on technological innovation to seek further transformation and upgrade of the Group's business.

### 會員服務

期內，本集團對所屬約118萬的線下會員提供跟進服務及促銷優惠(二零二三年同期：120萬)，並提供線上及線下的健康知識、產品知識等傳播服務，以便提高會員的認同感和積極性，增加會員的忠誠度，提升本集團企業健康的形象。同時，本集團在開放洗手間、嚴冬提供避寒場所、走失兒童服務中心等多方面進行社會增值服務，繼續開展「愛心中國」等公益活動，樹立良好的企業形象。

### 行業聯盟

期內，本公司積極參加聯盟活動，以董事會主席初川富先生(「主席」)及董事會副主席金東昆先生等為代表參與聯盟組織的考察、論壇，把握時代發展主題，掌握行業資訊，促進品牌產品建設，加強本公司與行業聯盟的互動與交流，不斷提升影響力。同時，借助國家的「健康中國」、「美麗中國」、「一帶一路」、「粵港澳大灣區」及「海南自由貿易港」等戰略導向，吸收行業經驗，聚焦科技創新，探索本集團業務進一步轉型升級。



## FINANCIAL REVIEW

For the Period, the Group recorded overall revenue of RMB441.2 million, representing a decrease of 25.4% as compared with RMB591.3 million for the corresponding period in 2023. Loss attributable to owners of the Company for the Period was RMB8.0 million, while loss attributable to owners of the Company was RMB20.9 million for the corresponding period in 2023. Loss per share for the Period was RMB1.00 cents (for the six months ended 31 December 2023: RMB3.14 cents). The decrease in loss attributable to owners of the Company was mainly due to the continuous improvement of operating efficiency through implementing measures to tighten cost control over various operating expenses in order to enhance its profitability and to improve cash flow from its operations in future. During the Period, the Group closed a number of loss-making retail stores to minimise operating loss.

### Revenue

For the Period, the Group recorded overall revenue of RMB441.2 million, representing a decrease of RMB150.1 million or 25.4% as compared with RMB591.3 million for the corresponding period in 2023. The decrease in revenue was mainly due to the reduction in the number of retail pharmacies and the decline in number of active customers within the nationwide distribution network.

## 財務回顧

本期內，本集團錄得整體收益為人民幣441.2百萬元，較二零二三年同期人民幣591.3百萬元減少25.4%。本公司期內擁有人應佔虧損為人民幣8.0百萬元，而二零二三年同期本公司擁有人應佔虧損為人民幣20.9百萬元。期內，每股虧損為人民幣1.00分（截至二零二三年十二月三十一日止六個月：人民幣3.14分）。本公司擁有人應佔虧損減少，主要由於本集團通過採取措施加強對各種經營成本控制，以提高公司盈利能力並改善公司未來的經營現金流，從而提高經營效率。期內，本集團已關閉多家虧損零售店，以儘量減少經營虧損。

### 收益

本期內，本集團錄得整體收益為人民幣441.2百萬元，較二零二三年同期人民幣591.3百萬元減少人民幣150.1百萬元或25.4%。收益下降主要是由於零售藥店數量減少以及全國性分銷網絡內的活躍客戶數量下降所致。



Analysis of revenue by business segment

按業務分部劃分的收益分析

		Revenue (RMB million) Six months ended 31 December 收益 (人民幣百萬元) 截至十二月三十一日止六個月		Change (%) 變動(%)	Percentage (%) of total revenue Six months ended 31 December 佔總收益百分比(%) 截至十二月三十一日止六個月		Change 變動
		2024 二零二四年	2023 二零二三年		2024 二零二四年	2023 二零二三年	
Retails	零售	118.9	172.0	-30.9	26.9	29.1	-2.2 pp 個百分點
Distributions	分銷	322.3	419.3	-23.1	73.1	70.9	+2.2 pp 個百分點
		441.2	591.3		100.0	100.0	

Retail Business Segment

As at 31 December 2024, the Group had 182 retail pharmacies in total (2023: 222), of which 155 located in Heilongjiang Province (2023: 160), 26 in Liaoning Province (2023: 61) and 1 self-operated retail pharmacy in Hong Kong (2023: 1).

零售業務分部

於二零二四年十二月三十一日，本集團的零售藥店總數達182家(二零二三年：222家)，其中155家位於黑龍江省(二零二三年：160家)，26家位於遼寧省(二零二三年：61家)及1家自營零售藥店位於香港(二零二三年：1家)。

Distribution Business Segment

The Group adopted a prudent approach in running the distribution business and took appropriate actions to mitigate credit risks by strengthening the credit management of sales and minimising trade receivables in order to lower the risk of bad debts.

分銷業務分部

本集團採納審慎措施經營分銷業務並採取適當行動，透過加強銷售信貸管理降低信貸風險，並減少貿易應收款項，以降低壞賬風險。

As at 31 December 2024, the Group had a nationwide distribution network covering approximately 952 active customers (2023: 1,244), among which approximately 694 were pharmaceutical retailers, hospitals and clinics (2023: 867) and approximately 258 were distributors (2023: 377).

於二零二四年十二月三十一日，本集團全國性分銷網絡覆蓋約952名活躍客戶(二零二三年：1,244名)，其中約694名為醫藥零售商、醫院及診所(二零二三年：867名)及約258名為分銷商(二零二三年：377名)。



## Gross profit

Gross profit of the Group for the Period was RMB70.4 million, representing a decrease of RMB25.8 million or 26.8% as compared with RMB96.2 million for the corresponding period in 2023. The gross profit margin remained relatively stable at 15.9% for the Period compared to 16.3% for the corresponding period in 2023.

### Analysis of gross profit by business segment

		Gross profit (RMB million) Six months ended 31 December 毛利潤 (人民幣百萬元) 截至十二月三十一日止六個月			Gross margin (%) Six months ended 31 December 毛利率(%) 截至十二月三十一日止六個月		
		2024 二零二四年	2023 二零二三年	Change (%) 變動(%)	2024 二零二四年	2023 二零二三年	Change 變動
Retails	零售	34.0	47.5	-28.4	28.6	27.6	+1.0 pp 個百分點
Distributions	分銷	36.4	48.7	-25.3	11.3	11.6	-0.3 pp 個百分點
		70.4	96.2				

## Selling and marketing expenses

Selling and marketing expenses for the Period was RMB60.0 million, representing a decrease of RMB35.3 million or 37.0% as compared with RMB95.3 million for the corresponding period in 2023 and accounting for 13.6% of the Group's revenue (for the six months ended 31 December 2023: 16.1%). The decrease in selling and marketing expenses was mainly due to the decrease in employee benefit expenses.

## 毛利潤

期內本集團毛利潤為人民幣70.4百萬元，較二零二三年同期人民幣96.2百萬元減少人民幣25.8百萬元或26.8%。毛利率於期內為15.9%，與二零二三年同期的16.3%相比，保持相對穩定。

### 按業務分部劃分的毛利潤分析

## 銷售及營銷開支

期內的銷售及營銷開支為人民幣60.0百萬元，較二零二三年同期人民幣95.3百萬元減少人民幣35.3百萬元或37.0%，佔本集團收益13.6%（截至二零二三年十二月三十一日止六個月：16.1%）。銷售及營銷開支減少主要由於僱員福利開支減少所致。





### Administrative expenses

Administrative expenses for the Period was RMB18.6 million, representing a decrease of RMB6.0 million or 24.4% as compared with RMB24.6 million for the corresponding period in 2023 and accounting for 4.2% of the Group's revenue (for the six months ended 31 December 2023: 4.2%). The decrease in administrative expenses was mainly due to the decrease in employee benefits expenses.

### Finance income (costs) – net

Net finance income for the Period was RMB1.7 million (for the six months ended 31 December 2023: net finance costs of RMB2.2 million). The net finance income as against the net finance costs was mainly due to the increase in exchange gains.

### Income tax (expense) credit

Income tax expense for the Period was RMB1.8 million, while an income tax credit of RMB1.6 million was recorded for the six months ended 31 December 2023. The effective income tax rate for the Period was 30.5% (for the six months ended 31 December 2023: -7.2%).

## LIQUIDITY AND CAPITAL RESOURCES

The Company's treasury function formulated financial risk management procedures, which are also subject to periodic review by the senior management of the Company.

This treasury function operates as a centralized service for managing financial risks, including interest rate and foreign exchange rate risks, reallocating surplus financial resources within the Group, procuring cost-efficient funding and targeting yield enhancement opportunities. The treasury function regularly and closely monitors its overall cash and debt positions, proactively reviews its funding costs and maturity profiles to facilitate timely refinancing, if appropriate.

### 行政開支

期內的行政開支為人民幣18.6百萬元，較二零二三年同期人民幣24.6百萬元減少人民幣6.0百萬元或24.4%，佔本集團收益的4.2%（截至二零二三年十二月三十一日止六個月：4.2%）。行政開支減少主要由於僱員福利開支減少所致。

### 財務收入（成本）－淨額

期內的財務收入淨額為人民幣1.7百萬元（截至二零二三年十二月三十一日止六個月：財務成本淨額為人民幣2.2百萬元）。財務收入淨額與財務成本淨額相比，主要是由於匯兌收益增加所致。

### 所得稅（開支）抵免

期內的所得稅開支為人民幣1.8百萬元，而截至二零二三年十二月三十一日止六個月錄得所得稅抵免人民幣1.6百萬元。期內實際所得稅稅率為30.5%（截至二零二三年十二月三十一日止六個月：-7.2%）。

### 流動資金及資本資源

本公司之庫務部門制定財務風險管理程序，並由本公司高級管理層定期審閱。

該庫務部門集中管理包括利率及匯率風險在內之財務風險、重新分配本集團之財務資源盈餘及爭取有成本效益之資金，並抓緊提高收益之機遇。庫務部門定期及密切監察其整體現金及債務狀況、積極檢討其融資成本及到期情況以方便於適當情況下及時再融資。



As at 31 December 2024, the Group's unpledged cash and cash equivalents were RMB50.7 million in aggregate (as at 30 June 2024: RMB36.4 million), and the Group's net current assets were RMB39.3 million (as at 30 June 2024: net current liabilities were RMB4.0 million).

During the Period, net cash flows from operating activities amounted to RMB8.7 million (for the six months ended 31 December 2023: net cash flows used in operating activities amounted to RMB9.5 million).

During the Period, the Group had not recorded any capital expenditure (for the six months ended 31 December 2023: RMB10,000).

Having considered the cash flow from operating activities and existing financial gearing, the management believes that the Group would replenish liquidity in a timely basis to fund its day-to-day operations, capital expenditures and prospective business development projects. The Board will continuously and closely monitor the Group's liquidity position and financial performance and implement measures to improve the Group's cash flows.

The Group mainly operates in the PRC with most of its transactions denominated and settled in Renminbi. The Group's currency risk arises from certain bank deposits that are denominated in Hong Kong dollars and United States dollars. As at 31 December 2024, the Group had RMB50.7 million in cash and bank balances of which the equivalent of RMB1.0 million was denominated in Hong Kong dollars and United States dollars.

The Group did not use financial instruments for financial hedging purpose during the Period.

於二零二四年十二月三十一日，本集團之無抵押現金及現金等價物合共為人民幣50.7百萬元（於二零二四年六月三十日：人民幣36.4百萬元），及本集團之流動資產淨值為人民幣39.3百萬元（於二零二四年六月三十日：流動負債淨值為人民幣4.0百萬元）。

期內，經營活動產生的現金流量淨額為人民幣8.7百萬元（截至二零二三年十二月三十一日止六個月：經營活動所用的現金流量淨額為人民幣9.5百萬元）。

期內，本集團未有錄得任何資本開支（截至二零二三年十二月三十一日止六個月：人民幣1萬元）。

經考慮經營活動之現金流量及現有財務槓桿，管理層認為，本集團需要適時補充流動資金，為日常業務營運、資本開支及未來業務發展項目提供資金。董事會將持續及密切監控本集團流動資金狀況及財務表現以及實行措施以改善本集團的現金流量。

本集團主要在中國經營業務，大部分交易以人民幣計值及結算。本集團的貨幣風險來自以港幣及美元計值的部分銀行存款。於二零二四年十二月三十一日，本集團的現金及銀行結餘為人民幣50.7百萬元，其中以港幣及美元計值的款項相等於人民幣1.0百萬元。

期內，本集團並無使用金融工具作金融對沖用途。





## CAPITAL STRUCTURE

As at 31 December 2024, the Company had a total of 801,059,558 shares in issue.

As at 31 December 2024, the Group had total borrowings from banks carrying an interest rate ranging from 4.45% to 4.85% per annum in the sum of RMB22.0 million (as at 30 June 2024: total borrowings from an associate and banks carrying an interest rate ranging from 3% to 12.56% per annum in the sum of RMB70.6 million).

The gearing ratio of the Group as at 31 December 2024, calculated as net debt divided by sum of total equity and net debt, was N/A (as at 30 June 2024: 9.7%).

## CONTINGENT LIABILITIES AND PLEDGE OF ASSETS

As at 31 December 2024, the Group had no significant contingent liabilities (as at 30 June 2024: Nil).

As at 31 December 2024, the notes payables of RMB26.9 million (as at 30 June 2024: RMB24.9 million) was secured by restricted cash of RMB27.0 million (as at 30 June 2024: RMB27.4 million) and the remaining notes payables of RMB2.7 million (as at 30 June 2024: RMB6.1 million) was secured by the buildings of the Group with carrying amount of RMB22.9 million (as at 30 June 2024: RMB23.9 million). The borrowing of RMB22.0 million (as at 30 June 2024: RMB30.0 million) was secured by the buildings of the Group with carrying amounts of RMB158.1 million (as at 30 June 2024: RMB163.7 million).

## MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND ASSOCIATES

On 19 November 2024, the Group entered into an equity transfer agreement with an independent third party to dispose of 43.78% equity interest held by it in an associate, namely Jilin Jintian Universal Health Group Capsules Limited for a cash consideration of RMB43.0 million. As at the date of this report, the Disposal has not yet been completed. For details of the Disposal, please refer to note 26 to the condensed consolidated interim financial statement and the circular of the Company dated 24 December 2024.

## 資本結構

於二零二四年十二月三十一日，本公司已發行股份總數為801,059,558股。

於二零二四年十二月三十一日，本集團來自銀行的借款總額為人民幣22.0百萬元，年利率介乎4.45%至4.85%（於二零二四年六月三十日：向聯營公司及銀行借款人民幣70.6百萬元，年利率介乎3%至12.56%）。

本集團於二零二四年十二月三十一日的資本負債比率（以債務淨額除以權益總額與債務淨額之和計算）為不適用（於二零二四年六月三十日：9.7%）。

## 或然負債及資產質押

於二零二四年十二月三十一日，本集團並無重大或然負債（於二零二四年六月三十日：無）。

於二零二四年十二月三十一日，應付票據人民幣26.9百萬元（於二零二四年六月三十日：人民幣24.9百萬元）由受限制現金人民幣27.0百萬元（於二零二四年六月三十日：人民幣27.4百萬元）作抵押及餘下的應付票據人民幣2.7百萬元（於二零二四年六月三十日：人民幣6.1百萬元）以本集團賬面值人民幣22.9百萬元（於二零二四年六月三十日：人民幣23.9百萬元）之樓宇作抵押。借款人民幣22.0百萬元（於二零二四年六月三十日：人民幣30.0百萬元）以本集團賬面值人民幣158.1百萬元（於二零二四年六月三十日：人民幣163.7百萬元）之樓宇作抵押。

## 附屬公司及聯營公司的重大收購及出售

於二零二四年十一月十九日，本集團與獨立第三方訂立股權轉讓協議，以現金代價人民幣43.0百萬元出售其持有的聯營公司吉林金天大健康集團膠囊有限公司的43.78%股權。截至本報告日期，出售事項尚未完成。出售事項的詳情請參閱本簡明合併中期財務報表附註二十六及本公司日期為二零二四年十二月二十四日通函。



## HUMAN RESOURCES

The Group recognizes our employees as the key element that contributes to the Group's success. As at 31 December 2024, the Group had 1,198 (2023: 1,617) full-time employees in Hong Kong and China with total employee benefit expenses amounted to RMB38.8 million for the Period (2023: RMB73.1 million). Employees are paid according to their positions, performance, experience and prevailing market practices, and are provided with management and professional training. The Group has implemented a number of initiatives to enhance the productivity of its employees. In particular, the Group performs periodic performance reviews on most of the employees, and their compensation is tied to their performance. Further, the Group's compensation structure is designed to incentivize its employees to perform well by linking a portion of their compensation to their performance and the overall performance of the Group. The performance-based compensation partly depends on the employee's job function and seniority. Employees in Hong Kong are provided with retirement benefits under the Mandatory Provident Fund scheme, as well as life insurance and medical insurance. Employees in the PRC are provided with basic social insurance and housing fund in compliance with the requirements of the laws of China. Meanwhile, the Group endeavours to provide its employees with a safe workplace and structured training programs.

## ENVIRONMENTAL, GOVERNANCE AND SOCIAL RESPONSIBILITY

The Group understands that it is important to maintain good relationship with its employees, business partners, suppliers, customers, shareholders, investors and bankers as well as the community to achieve its long-term business growth and sustainable development. The management of the Group reviews the policy implementation, monitors and measures progress, and ensures that the established goals are effectively achieved in terms of environment, working environment, operation management and community participation/social welfare, etc., in response to the national "carbon neutrality" strategy and global green and sustainable development demands.

## 人力資源

本集團認為僱員為本集團成功之關鍵所在。於二零二四年十二月三十一日，本集團於香港及中國擁有1,198名(二零二三年：1,617名)全職僱員，期內，僱員福利總開支為人民幣38.8百萬元(二零二三年：人民幣73.1百萬元)。本集團根據僱員的職位、表現、經驗及當前市場慣例向僱員支付薪酬，並提供管理及專業培訓。本集團已實施一系列舉措以提高員工的生產力。尤其是，本集團對大多數的員工進行週期性績效評估，他們的薪酬與績效掛鉤。此外，本集團的薪酬結構旨在通過將部分薪酬與個人績效和本集團的整體業績掛鉤，激勵員工取得良好表現。基於業績的薪酬部分取決於員工的崗位職能和資深程度。本集團根據強制性公積金計劃為香港僱員提供退休福利，以及人壽保險及醫療保險。本集團根據中國法律規定向中國內地僱員提供基本社會保險及住房公積金。此外，本集團竭力為僱員提供安全之工作環境及提供有系統之培訓課程。

## 環境、管治及社會責任

本集團意識到與員工、業務夥伴、供應商、客戶、股東、投資者及銀行以及社區維持良好關係，對促進本集團業務長期增長及持續發展至關重要。本集團管理層不時審視政策實行，監督和計量進度，並確保在環境、工作環境、運營管理及社區參與／社會公益等方面有效實現既定目標，以回應國家「碳中和」戰略和全球性的綠色可持續發展的訴求。





## FUTURE PLAN

The Group will continue concentrating on universal health and focusing on the pharmaceutical industry in accordance with its strategic plan. With a view to stabilizing and optimizing the existing retail chain network and distribution system, it will continue exploring the structural transformation and digital upgrading of the “supply-side” reform focusing on the development of the following areas:

Firstly, “Specialization+” strategy is adopted to strengthen the service professionalism and improve the Company’s operation quality. Taking licensed pharmacists as the core and leveraging on the advantages of the business institute, the Group aims to train employees of the new era, and improve the level of pharmacy services for the public from the aspects of corporate culture, pharmaceutical knowledge, service skills, new marketing methods, or introducing famous doctors. Meanwhile, taking advantage of industry trends, the Group increases efforts in the expansion of “DTP pharmacies” in a timely manner, as a way to win customers and develop markets with professionalism, and to shape professional brands in retail chain pharmacies and distribution field.

Secondly, “Platform+” strategy is adopted to expand the value-added service items of stores to meet the growing demand of consumers. With the change in living environment, people pay more attention to health, resulting in increasing demand for prevention and treatment. The Group will adopt new technological methods according to the new situation, or introducing resources in the field of universal health in the form of partners, to enhance the service capabilities of terminal stores and open up areas such as appearance economy, chronic diseases control of elderly and control of home-living health, adapt to the market needs in the new situation.

## 未來規劃

本集團將根據其戰略規劃繼續專注大健康及聚焦醫藥行業。在穩定和優化現有零售連鎖網絡及分銷體系基礎上，繼續探索「供給側」方面的結構性轉型和數字化升級，主要在以下幾個方面進行拓展：

一是「專業+」策略。強化服務專業程度，提高公司運營素質。以執業藥師為核心，依託商學院優勢，培養新時代員工，從企業文化、醫藥知識、服務技巧、新行銷手段等多方面，或引進名醫坐堂，集成綜合門診部提高為民眾藥學服務水平。同時，藉借行業趨勢，本集團適時加大「DTP藥房」建設力度，以專業性贏得顧客及開發市場，塑造零售連鎖藥房及分銷領域的專業品牌。

二是「平台+」策略。拓展店鋪的增值服務項目，滿足消費者日益增長的消費需求。隨著人們生活環境的變化，對健康的關注更為明顯，預防和治療需求不斷增加。本集團將根據新形勢採用新科技手段，或以合夥人形式引進大健康領域資源，增強終端店鋪服務能力，拓展顏值經濟、老齡慢病管理、居家健康管理等領域，適應新形勢的市場需求。



Thirdly, “Internet+” strategy is adopted to strengthen the linking capability of internet to physical stores, and promote online and offline connectivity and integration. According to the development trend of technology and the internet, the Group will make full use of the new situation of the popularization of mobile internet terminals, including development of applets, use of short videos and live commerce, moments promotion, group development and bonding members, to develop a network for physical stores, and cooperate with several third party e-commerce platforms to explore a new marketing ecosystem integrating “new business, new retail and new technology”, and build a dynamic and leading competitiveness.

Therefore, by leveraging the network layout advantages of traditional industries and grafting the new economic model and carrying out changes in franchise methods, the Group will make efforts to facilitate the optimization and digital transformation of the Group’s operation structure, and make plans for a new development cycle with the wing of new engine for the Company, so as to maintain the Group as one of the industrial leaders in terms of the main pharmaceutical business and operation channel innovation.

三是「互聯網+」策略。加強互聯網對實體門店的鏈接能力，促進線上線下貫通及融合發展。本集團將根據科技及互聯網發展趨勢，充分利用移動互聯網終端普及應用的新情況，開發小程序、利用短視頻及直播帶貨、朋友圈宣傳、群組開發及粘合會員等多種新方式，打通實體店鋪的空中網絡，並與多家第三方網絡服務平台合作探索「新商業、新零售、新科技」相融合的新營銷生態系統，構建動態領先的競爭力。

這樣，通過借助公司傳統行業網絡佈局優勢，嫁接新經濟模式及開展加盟方式變革，努力促進本集團經營結構優化和數碼化轉型，為本公司發展謀定新週期，插上新翅膀及構架新引擎，使本集團在聚焦醫藥主營業務和運營渠道創新等方面繼續走在行業的前端。





INTC  
互聯網

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### CORPORATE GOVERNANCE

The Company had complied with the code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") contained in Appendix C1 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") throughout the Period except for a deviation from code provision C.2.1 of the CG Code. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

Under code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. During the Period, despite that the responsibilities of the chairman and the chief executive officer of the Company vested in Mr. Chu Chuanfu (the Chairman, the chief executive officer and the chief operation officer), all major decisions are made in consultation with the Board. The Board considers that there is sufficient balance of power and the current corporate arrangement maintains a strong management position of the Company.

Save for the above, the Company had complied with all code provisions as set out in the CG Code throughout the Period and, where appropriate, the applicable recommended best practices of the CG Code.

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding directors' securities transactions. Having made specific enquiries with all the Directors, each of the Directors has confirmed that he/she had complied with the required standards as set out in the Model Code throughout the Period.

### 企業管治

於期內本公司已遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄C1的企業管治守則及企業管治報告(「企業管治守則」)所載之守則條文，惟偏離企業管治守則守則條文第C.2.1條。本公司將繼續審閱及提升企業管治常規，以確保遵守企業管治守則。

根據企業管治守則之守則條文第C.2.1條，主席及首席執行官之角色應有所區分及不應由同一人士擔任。期內，儘管本公司主席及首席執行官之職責歸屬於初川富先生(主席、首席執行官及首席營運官)，惟所有重大決定乃經諮詢董事會後作出。董事會認為權力充分平衡及現有企業安排維持了本公司強健的管理狀況。

除上述外，本公司於期內已遵守企業管治守則所載的全部守則條文以及(如適用)企業管治守則的適用建議最佳常規。

### 進行證券交易的標準守則

本公司已採納上市規則附錄C3所載的《上市發行人董事進行證券交易的標準守則》(「標準守則」)作為其自身有關董事進行證券交易的行為守則。經向所有董事作出特定查詢後，各董事已確認，於期內彼等一直遵守標準守則所載規定標準。



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

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

## **購買、出售或贖回本公司上市證券**

期內，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

## **REVIEW OF THE INTERIM RESULTS BY AUDIT COMMITTEE**

The audit committee of the Company (the "Audit Committee") is comprised of three independent non-executive Directors, namely Mr. Zou Haiyan (Chairman of the Audit Committee), Mr. Cheng Sheung Hing and Ms. Chiang Su Hui Susie. The main duties of the Audit Committee are to examine, review and monitor the financial reporting procedures and financial reporting, risk management and internal control systems of the Company. The Audit Committee has reviewed the unaudited interim results of the Group for the Period.

## **審核委員會審閱中期業績**

本公司審核委員會(「審核委員會」)由三名獨立非執行董事組成，鄒海燕先生(審核委員會主任)、鄭雙慶先生及江素惠女士。審核委員會的主要職責為檢察、檢討及監督本公司財務匯報程序、財務匯報、風險管理及內部監控系統。審核委員會已審閱本集團期內之未經審核中期業績。

## **CHANGES TO INFORMATION IN RESPECT OF DIRECTORS**

During the Period, there was no change in Directors' biographical details which are required to be disclosed pursuant to Rules 13.51B(1) and 13.51(2) of the Listing Rules.

## **董事資料變動**

期內，概無出現根據上市規則第13.51B(1)及13.51(2)條須予披露的董事簡歷資料變動。





## DIRECTOR'S AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2024, the interests and short positions of the Directors and the chief executive of the Company in the shares of the Company (the "Shares") and underlying shares or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered into the register maintained by the Company; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

## 董事及最高行政人員於股份及相關股份中的權益及淡倉

於二零二四年十二月三十一日，董事及本公司最高行政人員在本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份（「股份」）及相關股份中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文被當作或視為擁有的權益及淡倉）；或(ii)根據證券及期貨條例第352條須於本公司存置的登記冊登記的權益及淡倉；或(iii)根據標準守則須知會本公司及聯交所的權益及淡倉如下：

Name of Director 董事姓名	Nature of Interest 權益性質	Number and class of Shares/ underlying Shares 股份／相關股份 數目及類別	Approximate percentage of shareholding (Note 6) 概約持股百分比 (附註6)
Chu Chuanfu 初川富	Beneficial owner 實益擁有人	7,430,201 (Long Position) (好倉)	0.93%
	Interest of a controlled corporation 控制法團權益	90,701,495 (Long Position) (好倉)	11.32%
Zhao Zehua 趙澤華	Beneficial owner (Notes 1 & 2) 實益擁有人(附註1及2)	723,400 (Long Position) (好倉)	0.09%
Jin Dongkun 金東昆	Beneficial owner (Notes 1 & 3) 實益擁有人(附註1及3)	580,000 (Long Position) (好倉)	0.07%
Cheng Sheung Hing 鄭雙慶	Beneficial owner (Notes 1 & 4) 實益擁有人(附註1及4)	50,000 (Long Position) (好倉)	0.01%
Chiang Su Hui Susie 江素惠	Beneficial owner (Notes 1 & 4) 實益擁有人(附註1及4)	50,000 (Long Position) (好倉)	0.01%



Name of Director 董事姓名	Nature of Interest 權益性質	Number and class of Shares/ underlying Shares 股份／相關股份 數目及類別	Approximate percentage of shareholding (Note 6) 概約持股百分比 (附註6)
Zou Haiyan 鄒海燕	Beneficial owner (Notes 1 & 5) 實益擁有人(附註1及5)	50,000 (Long Position) (好倉)	0.01%

Notes:

- 1) In September 2017, the Company granted a total of 20,000,000 share options (the "Share Options 2017") to 20 eligible participants which include 3 executive Directors, 1 former executive Director and an associate (as defined under Rule 17.06A of the Listing Rules) of a former executive Director. All the Share Options 2017 were accepted by the grantees under the rules of the Share Option Scheme.  
  
In March 2019, the Company granted a total of 30,000,000 share options (the "Share Options 2019") to 50 eligible participants which include 6 Directors, 1 former Director and an associate (as defined under Rule 17.06A of the Listing Rules) of a former Director. All the Share Options 2019 were accepted by the grantees under the rules of the Share Option Scheme.
- 2) Mr. Zhao Zehua beneficially owned 443,400 Shares and was the grantee of 280,000 Share Options 2017 under the Share Option Scheme. Pursuant to the Share Option Scheme, 280,000 Shares will be issued upon exercise of such Share Options.
- 3) Mr. Jin Dongkun beneficially owned 300,000 Shares and was granted 280,000 Share Options 2017 under the Share Option Scheme. Pursuant to the Share Option Scheme, he is entitled to subscribe for 280,000 Shares upon exercise of such Share Options.
- 4) Mr. Cheng Sheung Hing and Ms. Chiang Su Hui Susie were each granted 50,000 Share Options 2019 under the Share Option Scheme. Pursuant to the Share Option Scheme, each of them is entitled to subscribe for 50,000 Shares upon exercise of such Share Options 2019.
- 5) Mr. Zou Haiyan beneficially owned 50,000 Shares which were exercised from the Share Options 2019 under the Share Option Scheme.
- 6) As at 31 December 2024, there were 801,059,558 Shares in issue.

附註：

- 1) 於二零一七年九月，本公司已向20名合資格參與者(其中包括3位執行董事，1位前執行董事及一位前執行董事的一位聯繫人，定義見上市規則第17.06A條)合共授出20,000,000份購股權(「二零一七年購股權」)。所有二零一七年購股權已根據購股權計劃規則獲承授人接納。  
  
於二零一九年三月，本公司已向50名合資格參與者(其中包括6位董事，1位前董事及一位前董事的一位聯繫人，定義見上市規則第17.06A條)合共授出30,000,000份購股權(「二零一九年購股權」)。所有二零一九年購股權已根據購股權計劃規則獲承授人接納。
- 2) 趙澤華先生實益擁有443,400股股份，並作為根據購股權計劃授出的280,000份二零一七年購股權的承授人。根據購股權計劃，280,000股股份將於行使購股權時發行。
- 3) 金東昆先生實益擁有300,000股股份及為根據購股權計劃授出的280,000份二零一七年購股權的承授人。根據購股權計劃，他有權於行使購股權時認購280,000股股份。
- 4) 鄭雙慶先生及江素惠女士各自為根據購股權計劃獲授出50,000份二零一九年購股權，根據購股權計劃，彼等各自有權於行使二零一九年購股權時認購50,000股股份。
- 5) 鄒海燕先生實益擁有50,000股股份，乃根據購股權計劃，行使二零一九年購股權時所得。
- 6) 於二零二四年十二月三十一日，公司已發行股份數目為801,059,558股。

Save as disclosed above, as at 31 December 2024, none of the Directors and 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 recorded in the register of the Company 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.

除上文所披露者外，於二零二四年十二月三十一日，概無董事及本公司最高行政人員在本公司或其相聯法團(定義見證券與期貨條例第XV部)的股份、相關股份或債權證中擁有或視為擁有須於本公司根據證券與期貨條例第352條存置的登記冊登記的任何權益或淡倉，或根據標準守則須另行知會本公司及聯交所的任何權益或淡倉。





## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2024, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

## 主要股東於股份及相關股份的權益及淡倉

就董事所深知，於二零二四年十二月三十一日，以下人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露且須於本公司根據證券及期貨條例第336條存置的登記冊登記的權益或淡倉：

Name 姓名／名稱	Capacity/Nature of Interest 身份／權益性質	Number and class of Shares/ underlying Shares 股份／相關股份 數目及類別	Approximate percentage of shareholding (Note 2) 概約持股百分比 (附註2)
Asia Health Century International Inc.	Beneficial owner (Note 1) 實益擁有人(附註1)	90,701,495 (Long Position) (好倉)	11.32%

### Notes:

- 1) Asia Health Century International Inc. is wholly-owned by Global Health Century International Group Ltd. which is in turn wholly-owned by Mr. Chu Chuanfu, the chairman of the Board and an executive Director.
- 2) As at 31 December 2024, there were 801,059,558 Shares in issue.

### 附註：

- 1) Asia Health Century International Inc.是由Global Health Century International Group Ltd. ([Global Health])全資擁有，而Global Health是由初川富先生(董事會主席及執行董事)全資擁有。
- 2) 於二零二四年十二月三十一日，公司已發行股份數目為801,059,558股。



Save as disclosed above, as at 31 December 2024, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

## SHARE OPTION SCHEME

The Share Option Scheme was adopted for the purpose of attracting skilled and experienced personnel, with a view to incentivizing them to remain with the Group and to motivate them to contribute for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company, as well as for such other purposes as the Board may approve from time to time. The Share Option Scheme expired on 17 November 2023. Details of the Share Option Scheme are set out in the 2023/24 annual report of the Company.

Pursuant to the terms of the Share Option Scheme, subject to any restrictions applicable under the Listing Rules, a share option may be exercised by the grantee at any time within 10 years from the date of grant (notwithstanding the expiry of the Share Option Scheme), unless otherwise determined by the Board.

除上文所披露者外，於二零二四年十二月三十一日，董事並不知悉任何人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露的權益或淡倉，或根據證券及期貨條例第336條須於該條所述登記冊登記的權益或淡倉。

## 購股權計劃

已採納之購股權計劃旨在通過提供獲取本公司股本權益的機會吸引有技能和經驗的人員，激勵員工留任本集團，鼓勵員工為本集團的未來發展及擴展而努力，及就董事會可能不時通過之其他目的。本購股權計劃於二零二三年十一月十七日到期。本購股權計劃詳情載於本公司二零二三／二四年年報。

根據購股權計畫的條款，除上市規則所適用的任何限制外，購股權承授人可於授出日期起計十年內的任何時間行使購股權（儘管購股權計劃已到期），董事會另有決定除外。



Particulars of the outstanding share options under the Share Option Scheme at the beginning and at the end of the Period and share options granted, exercised, lapsed or cancelled under the Share Option Scheme during the Period are as follows:

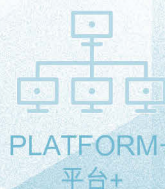
於期初及期末根據購股權計劃尚未行使的購股權及於期內根據購股權計劃授出、行使、失效或註銷的購股權詳情如下：

					Number of Share Options* 購股權數目*				
Grantees	Date of grant	Closing price per Share (Note) 每股股份收市價 (附註) HKD 港元	Exercise price per option 每份購股權之行使價 HKD 港元	Exercise period	Outstanding as at 1/7/2024 於二零二四年七月一日尚未行使	Granted during the Period 於本期間授出	Exercised during the Period 於本期間已行使	Lapsed/ cancelled during the Period 於本期間已失效／註銷	Outstanding as at 31/12/2024 於二零二四年十二月三十一日尚未行使
Directors 董事									
Jin Dongkun 金東昆	12/9/2017 二零一七年九月十二日	1.57	1.648	12/10/2017 – 11/9/2027 二零一七年十月十二日至 二零二七年九月十一日	280,000	–	–	–	280,000
Zhao Zehua 趙澤華	12/9/2017 二零一七年九月十二日	1.57	1.648	12/10/2017 – 11/9/2027 二零一七年十月十二日至 二零二七年九月十一日	280,000	–	–	–	280,000
Cheng Sheung Hing 鄭雙慶	4/3/2019 二零一九年三月四日	0.83	0.74	4/4/2019 – 3/3/2029 二零一九年四月四日至 二零二九年三月三日	50,000	–	–	–	50,000
Chiang Su Hui Susie 江素惠	4/3/2019 二零一九年三月四日	0.83	0.74	4/4/2019 – 3/3/2029 二零一九年四月四日至 二零二九年三月三日	50,000	–	–	–	50,000
Former Director and his associate 前任董事及其聯繫人									
Jin Dongtao 金東濤	12/9/2017 二零一七年九月十二日	1.57	1.648	12/10/2017 – 11/9/2027 二零一七年十月十二日至 二零二七年九月十一日	280,000	–	–	–	280,000
Chen Xiaoyan (the spouse of Jin Dongtao) 陳笑妍(金東濤之配偶)	12/9/2017 二零一七年九月十二日	1.57	1.648	12/10/2017 – 11/9/2027 二零一七年十月十二日至 二零二七年九月十一日	280,000	–	–	–	280,000
Sun Libo 孫立波	12/9/2017 二零一七年九月十二日	1.57	1.648	12/10/2017 – 11/9/2027 二零一七年十月十二日至 二零二七年九月十一日	280,000	–	–	–	280,000

\* The number of Shares has been adjusted as a result of the share consolidation effective on 14 December 2020 (the "Share Consolidation").  
股份數目已因應二零二零年十二月十四日生效的股份合併而調整。



## CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料



Grantees	Date of grant	Closing price per Share (Note) 每股股份收市價 (附註) HKD 港元	Exercise price per option 每份購股權之行使價 HKD 港元	Exercise period	Outstanding as at 1/7/2024 於二零二四年七月一日尚未行使	Number of Share Options* 購股權數目*			Outstanding as at 31/12/2024 於二零二四年十二月三十一日尚未行使
						Granted during the Period 於本期間授出	Exercised during the Period 於本期間已行使	Lapsed/cancelled during the Period 於本期間已失效/註銷	
Continuous contract employees 長期合約僱員	12/9/2017 二零一七年九月十二日	1.57	1.648	12/10/2017 – 11/9/2027 二零一七年十月十二日至二零二七年九月十一日	18,600,000	–	–	–	18,600,000
	4/3/2019 二零一九年三月四日	0.83	0.74	4/4/2019 – 3/3/2029 二零一九年四月四日至二零二九年三月三日	2,350,000	–	–	–	2,350,000
Others 其他	4/3/2019 二零一九年三月四日	0.83	0.74	4/4/2019 – 3/3/2029 二零一九年四月四日至二零二九年三月三日	20,000	–	–	–	20,000
Total 總計					22,470,000	–	–	–	22,470,000

The numbers of options, the closing price per Share and the exercise price per option have been retrospectively adjusted as a result of the Share Consolidation.

購股權數目、每股股份收市價及每份購股權之行使價已就股份合併作出追溯調整。

**Note:**

The closing price per Share refers to the closing price of the Share as stated in the daily quotations sheets issued by the Stock Exchange on the date immediately before the date on which the Share Options were granted.

**附註：**

每股股份收市價指於緊接授出購股權日期前當日在聯交所發佈日報表所載之股份收市價。

\* The number of Shares has been adjusted as a result of the Share Consolidation.  
股份數目已因應股份合併而調整。





## SHARE AWARD PLAN

The Company adopted the share award plan (the “Share Award Plan”) on 23 April 2014. The purposes of the Share Award Plan are to recognize the contributions by eligible persons to the Group and to provide them with incentives in order to retain them for continual operation and development of the Group and to attract suitable personnel for further development of the Group.

Subject to any early termination as may be determined by the Board, the Share Award Plan shall be valid and effective for a term of 10 years commencing on 23 April 2014. With a view to saving costs, it was resolved by the Board to terminate the Share Award Plan with effect from 21 December 2020. Since the termination of the Share Award Plan, the Company has not adopted any share award plan.

## INTERIM DIVIDEND

The Board has resolved not to declare the payment of an interim dividend for the Period (2023: Nil).

## 股份獎勵計劃

本公司於二零一四年四月二十三日採納股份獎勵計劃(「股份獎勵計劃」)，股份獎勵計劃旨在認可合資格人士對本集團作出的貢獻並給予獎勵，以挽留彼等繼續為本集團的持續營運及發展而效力，並吸引合適人員加入以推動本集團進一步發展。

股份獎勵計劃由二零一四年四月二十三日起生效，有效期為十年，惟董事會可決定提前終止。為節省成本，董事會議決終止股份獎勵計劃，生效日期為二零二零年十二月三十一日。自終止股份獎勵計劃起，本公司沒有採納任何股份獎勵計劃。

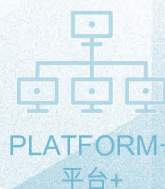
## 中期股息

董事會議決不宣派期內的中期股息(二零二三年：無)。



# CONDENSED CONSOLIDATED BALANCE SHEET

## 簡明合併資產負債表



			(Unaudited) As at 31 December 2024 (未經審核) 於二零二四年 十二月三十一日 RMB'000 人民幣千元	(Audited) As at 30 June 2024 (經審核) 於二零二四年 六月三十日 RMB'000 人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	185,055	191,862
Right-of-use assets	使用權資產	9	4,617	4,684
Intangible assets	無形資產	10	–	–
Investment in an associate	聯營公司投資	11	–	84,135
Equity instruments designated as at fair value through other comprehensive income	指定為按公允價值計入其他綜合收益的權益工具	12	10,529	13,830
Biological assets	生物資產	13	94,339	94,339
Deferred tax assets	遞延稅項資產		6,547	8,305
Total non-current assets	非流動資產總額		301,087	397,155
Current assets	流動資產			
Trade and other receivables	貿易及其他應收款項	14	78,591	106,857
Income tax recoverable	可收回所得稅		1,961	2,324
Inventories	存貨		106,058	122,798
Restricted cash	受限制現金	15	26,959	27,380
Cash and cash equivalents	現金及現金等價物		50,706	36,363
			264,275	295,722
Assets classified as held for sale	分類為持作出售資產	26	40,694	–
Total current assets	流動資產總額		304,969	295,722
Total assets	資產總額		606,056	692,877
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	16	53,102	53,102
Reserves	儲備		1,767,084	1,771,863
Accumulated losses	累計虧損		(1,480,259)	(1,472,247)
			339,927	352,718
Non-controlling interests	非控股權益		499	167
Total equity	權益總額		340,426	352,885





CONDENSED CONSOLIDATED BALANCE SHEET  
簡明合併資產負債表



		(Unaudited) As at 31 December 2024 (未經審核) 於二零二四年 十二月三十一日 RMB'000 人民幣千元	(Audited) As at 30 June 2024 (經審核) 於二零二四年 六月三十日 RMB'000 人民幣千元
		Note 附註	
LIABILITIES	負債		
Non-current liabilities	非流動負債		
Borrowings	借款	17	–
			40,300
Total non-current liabilities	非流動負債總額		–
			40,300
Current liabilities	流動負債		
Borrowings	借款	17	22,000
Trade and other payables	貿易及其他應付款項	18	243,630
			269,392
Total current liabilities	流動負債總額		265,630
			299,692
Total liabilities	負債總額		265,630
			339,992
Total equity and liabilities	權益及負債總額		606,056
			692,877

The notes on pages 39 to 72 form an integral part of this condensed consolidated interim financial statements.

載於第39至72頁的附註構成此簡明合併中期財務報表不可分割的一部分。





# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 簡明合併綜合收益表

(Unaudited)  
(未經審核)  
Six months ended 31 December  
截至十二月三十一日止六個月

		Note 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue	收益	6	441,153	591,339
Cost of sales	銷售成本	19	(370,790)	(495,157)
Gross profit	毛利潤		70,363	96,182
Selling and marketing expenses	銷售及營銷開支	19	(59,984)	(95,316)
Administrative expenses	行政開支	19	(18,649)	(24,561)
Other income	其他收入		106	1,638
Other gains – net	其他收益－淨額		231	1,060
Operating loss	經營虧損		(7,933)	(20,997)
Finance income	財務收入	20	2,322	365
Finance costs	財務成本	20	(615)	(2,531)
Finance income (costs) – net	財務收入(成本)－淨額	20	1,707	(2,166)
Share of post-tax results of an associate	分佔聯營公司除稅後業績		339	662
Loss before income tax	除所得稅前虧損		(5,887)	(22,501)
Income tax (expense) credit	所得稅(開支)抵免	21	(1,793)	1,617
Loss for the period	期內虧損		(7,680)	(20,884)
Other comprehensive (loss) income: <i>Item that will not be reclassified to profit or loss:</i>	其他綜合(虧損)收益： 不會重新分類至損益的項目：			
Fair value changes in equity instruments designated as at fair value through other comprehensive income	指定為按公允價值計入 其他綜合收益的權益工具 之公允價值變動		(3,478)	–
<i>Item that is or may be reclassified to profit or loss in subsequent periods:</i>	已經或可能於往後期間 重新分類至損益的項目：			
Currency translation differences	外幣折算差額		(1,301)	1,762
Other comprehensive (loss) income for the period	期內其他綜合(虧損)收益		(4,779)	1,762
Total comprehensive loss for the period	期內綜合虧損總額		(12,459)	(19,122)





# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 簡明合併綜合收益表



		(Unaudited) (未經審核)	
		Six months ended 31 December 截至十二月三十一日止六個月	
	Note 附註	2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
(Loss) Profit attributable to:	下列各方應佔(虧損)溢利：		
– Owners of the Company	– 本公司擁有人	(8,012)	(20,929)
– Non-controlling interests	– 非控股權益	332	45
		(7,680)	(20,884)
Total comprehensive (loss) income attributable to:	下列各方應佔綜合(虧損)收益總額：		
– Owners of the Company	– 本公司擁有人	(12,791)	(19,167)
– Non-controlling interests	– 非控股權益	332	45
		(12,459)	(19,122)
Loss per share attributable to owners of the Company for the period	期內本公司擁有人應佔每股虧損		
– Basic and diluted (RMB cents)	– 基本及攤薄(人民幣分)	22	(1.00)
			(3.14)

The notes on pages 39 to 72 form an integral part of this condensed consolidated interim financial statements.

載於第39至72頁的附註構成此簡明合併中期財務報表不可分割的一部分。



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明合併權益變動表

(Unaudited)  
(未經審核)  
Attributable to owners of the Company  
本公司擁有人應佔

		Share capital	Share premium	Capital reserves	Statutory reserves	Fair value reserve (non-recycling) (公允價值儲備 (不可轉撥))	Share-based compensation reserves (股份薪酬儲備)	Other reserves (其他儲備)	Share of other reserve in an associate (分佔一間聯營公司其他儲備)	Accumulated losses (累計虧損)	Total (總計)	Non-controlling interests (非控股權益)	Total equity (權益總額)
		RMB'000 (note 16) (附註16)	RMB'000 (note 16) (附註16)	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000 (note) (附註)	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 July 2024	於二零二四年七月一日的結餘	53,102	1,830,394	(154,447)	64,149	(11,474)	22,366	(5,393)	26,268	(1,472,247)	352,718	167	352,885
Comprehensive loss: (Loss) Profit for the period	綜合虧損: 期內(虧損)溢利	-	-	-	-	-	-	-	-	(8,012)	(8,012)	332	(7,680)
Other comprehensive loss: <i>Item that will not be reclassified to profit or loss:</i>	其他綜合虧損: 不會重新分類至損益的項目:												
Fair value changes in equity instruments designated as at fair value through other comprehensive income (note 12)	指定為按公允價值計入其他綜合收益的權益工具之公允價值變動(附註12)	-	-	-	-	(3,478)	-	-	-	-	(3,478)	-	(3,478)
<i>Items that is or may be reclassified to profit or loss in subsequent periods:</i>	已經或可能於往後期間重新分類至損益的項目:												
Currency translation differences	外幣折算差額	-	-	-	-	-	-	(1,301)	-	-	(1,301)	-	(1,301)
Total other comprehensive loss	其他綜合虧損總額	-	-	-	-	(3,478)	-	(1,301)	-	-	(4,779)	-	(4,779)
Total comprehensive (loss) income	綜合(虧損)收益總額	-	-	-	-	(3,478)	-	(1,301)	-	(8,012)	(12,791)	332	(12,459)
Balance at 31 December 2024	於二零二四年十二月三十一日的結餘	53,102	1,830,394	(154,447)	64,149	(14,952)	22,366	(6,694)	26,268	(1,480,259)	339,927	499	340,426

Note: The reserve represents the share of other reserve in connection with the waiver of shareholder's loan in the books of an associate. During the current period, the investment in an associate was classified as held for sales as further detailed in note 26 to the condensed consolidated financial statements.

附註：該儲備指就於一間聯營公司賬目豁免股東貸款而分佔的其他儲備。於本期間，於一間聯營公司的投資獲分類為持作出售，進一步詳情見簡明合併財務報表附註26。





# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明合併權益變動表



		(Unaudited) (未經審核)											
		Attributable to owners of the Company											
		本公司擁有人應佔											
		Share capital	Share premium	Capital reserves	Statutory reserves	Fair value reserve (non-recycling) (公允價值儲備 (不可轉撥))	Share-based compensation reserves (股份薪酬儲備)	Other reserves (其他儲備)	Share of other reserve in an associate (分佔一間聯營公司其他儲備)	Accumulated losses (累計虧損)	Total	Non-controlling interests (非控股權益)	Total equity (權益總額)
		股本 RMB'000 人民幣千元 (note 16) (附註16)	股份溢價 RMB'000 人民幣千元 (note 16) (附註16)	資本儲備 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 1 July 2023	於二零二三年七月一日的結餘	43,587	1,830,097	(154,447)	64,149	(12,062)	22,366	(6,302)	-	(1,472,660)	314,728	-	314,728
Comprehensive loss:	綜合虧損：												
Profit (loss) for the period	期內溢利(虧損)	-	-	-	-	-	-	-	-	(20,929)	(20,929)	45	(20,884)
Other comprehensive income:	其他綜合收益：												
<u>Items that is or may be reclassified to profit or loss in subsequent periods:</u>	<u>已經或可能於往後期間重新分類至損益的項目：</u>												
Currency translation differences	外幣折算差額	-	-	-	-	-	-	1,762	-	-	1,762	-	1,762
Total other comprehensive income	其他綜合收益總額	-	-	-	-	-	-	1,762	-	-	1,762	-	1,762
Total comprehensive income (loss)	綜合收益(虧損)總額	-	-	-	-	-	-	1,762	-	(20,929)	(19,167)	45	(19,122)
Share of other reserve in an associate	分佔一間聯營公司其他儲備	-	-	-	-	-	-	-	26,268	-	26,268	-	26,268
Balance at 31 December 2023	於二零二三年十二月三十一日的結餘	43,587	1,830,097	(154,447)	64,149	(12,062)	22,366	(4,540)	26,268	(1,493,589)	321,829	45	321,874

The notes on pages 39 to 72 form an integral part of this condensed consolidated interim financial statements.

載於第39至72頁的附註構成此簡明合併中期財務報表不可分割的一部分。





# CONDENSED CONSOLIDATED CASH FLOW STATEMENT

## 簡明合併現金流量表

(Unaudited)  
(未經審核)  
Six months ended 31 December  
截至十二月三十一日止六個月

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Net cash from (used in) operating activities	經營活動所得(所用)現金淨額	8,691	(9,488)
Investing activities	投資活動		
Change in restricted cash	受限制現金變動	421	5,647
Deposits received for disposal of an associate	已收出售聯營公司按金	10,000	—
Dividend received from an associate	已收聯營公司股息	3,780	—
Purchase of property, plant and equipment	購買物業、廠房及設備	—	(10)
Others	其他	39	1,988
Net cash from investing activities	投資活動所得現金淨額	14,240	7,625
Financing activities	融資活動		
Repayments of lease liabilities	償還租賃負債	—	(151)
Repayments of bank loan	償還銀行貸款	(8,600)	—
Net cash used in financing activities	融資活動所用現金淨額	(8,600)	(151)
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	14,331	(2,014)
Cash and cash equivalents at beginning of the reporting period	報告期初之現金及現金等價物	36,363	42,995
Effect of foreign exchange rate changes	外幣匯率變動之影響	12	(28)
Cash and cash equivalents at end of the reporting period	報告期末之現金及現金等價物	50,706	40,953
Major non-cash transaction:	主要非現金交易：		
Offsetting dividend received from an associate against loan advanced from an associate	自一間聯營公司收取之股息抵銷一間聯營公司墊付的貸款	40,000	—

The notes on pages 39 to 72 form an integral part of this condensed consolidated interim financial statements.

載於第39至72頁的附註構成此簡明合併中期財務報表不可分割的一部分。





# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

## 簡明合併中期財務報表附註

### 1. GENERAL INFORMATION

Universal Health International Group Holding Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the distribution and retail of drugs, healthcare products and other pharmaceutical products in the northeastern region of the People’s Republic of China (the “PRC”).

The Company was incorporated in the Cayman Islands on 12 March 2012, as an exempted company with limited liabilities under the Companies Law (2013 Revision) of the Cayman Islands. The address of the Company’s registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

These condensed consolidated interim financial statements are presented in thousands of Renminbi (“RMB’000”), unless otherwise stated.

### 2. BASIS OF PREPARATION

These condensed consolidated interim financial statements for the six months ended 31 December 2024 have been prepared in accordance with IAS 34, “Interim Financial Reporting” issued by International Accounting Standards Board (“IASB”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The preparation of these condensed consolidated interim financial statements for the six months ended 31 December 2024 in conformity with IAS 34 requires the management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

### 1. 一般資料

大健康國際集團控股有限公司(「本公司」)及其附屬公司(統稱為「本集團」)主要在中華人民共和國(「中國」)東北地區從事藥物、保健產品及其他醫藥產品的分銷及零售業務。

本公司於二零一二年三月十二日根據開曼群島公司法(二零一三年修訂版)在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處的地址為PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。

除另有指明者外，該等簡明合併中期財務報表乃以人民幣千元(「人民幣千元」)呈列。

### 2. 編製基準

截至二零二四年十二月三十一日止六個月的此等簡明合併中期財務報表乃按照國際會計準則委員會(「國際會計準則委員會」)頒佈的國際會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六的適用披露規定編製。

按照國際會計準則第34號編製截至二零二四年十二月三十一日止六個月的此等簡明合併中期財務報表時，管理層需要作出判斷、估計及假設，因而影響政策的應用及按年累計基準呈報的資產及負債、收益及開支金額。實際結果可能與此等估計有所不同。





## 2. BASIS OF PREPARATION (continued)

These condensed consolidated interim financial statements for the six months ended 31 December 2024 include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since 30 June 2024, and therefore, do not include all of the information required for full set of consolidated financial statements prepared in accordance with all applicable IFRS Accounting Standards issued by IASB. They shall be read in conjunction with the consolidated financial statements for the year ended 30 June 2024.

These condensed consolidated interim financial statements for the six months ended 31 December 2024 have been prepared on a historical cost convention, except for equity instruments designated as at fair value through other comprehensive income ("FVOCI") and biological assets which are measured at fair value.

## 3. ACCOUNTING POLICIES

The accounting policies adopted in preparing these condensed consolidated interim financial statements for the six months ended 31 December 2024 are consistent with those in the preparation of the Group's consolidated financial statements for the year ended 30 June 2024, except for the adoption of the new/revised standard of IFRS which are relevant to the Group's operation and are effective for the Group's financial year beginning on 1 July 2024 as described below.

Amendments to IAS 1  
國際會計準則第1號(修訂本)  
Amendments to IAS 1  
國際會計準則第1號(修訂本)  
Amendments to IAS 7 and IFRS 7  
國際會計準則第7號(修訂本)及國際財務報告準則第7號(修訂本)  
Amendments to IFRS 16  
國際財務報告準則第16號(修訂本)

The adoption of these amendments does not have any significant impact on the condensed consolidated interim financial statements.

## 2. 編製基準(續)

截至二零二四年十二月三十一日止六個月的此等簡明合併中期財務報表包括對了解本集團自二零二四年六月三十日起的財務狀況及表現變動有重大影響的事件及交易說明，因此並未納入根據國際會計準則委員會頒佈的所有適用國際財務報告準則會計準則編製完整合併財務報表的所有所需資料。此等報表須與截至二零二四年六月三十日止年度的合併財務報表一併閱讀。

截至二零二四年十二月三十一日止六個月的此等簡明合併中期財務報表已按歷史成本法編製，惟指定為按公允價值計入其他綜合收益(「按公允價值計入其他綜合收益」)的權益工具及按公允價值計量的生物資產除外。

## 3. 會計政策

編製截至二零二四年十二月三十一日止六個月的此等簡明合併中期財務報表所採納的會計政策與編製本集團截至二零二四年六月三十日止年度的合併財務報表所採納者貫徹一致，惟採納下述與本集團營運相關及於本集團自二零二四年七月一日開始的財政年度生效的新訂／經修訂國際財務報告準則除外。

Classification of Liabilities as Current or Non-current  
負債分類為流動或非流動  
Non-current Liabilities with Covenants  
附帶契諾的非流動負債  
Supplier Finance Arrangement  
供應商融資安排  
Lease Liability in a Sale and Leaseback  
售後租回交易中的租賃負債

採納該等修訂本對簡明合併中期財務報表並無任何重大影響。





#### 4. ESTIMATES

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

In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 30 June 2024.

#### 5. FINANCIAL RISK MANAGEMENT

##### 5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, credit risk, liquidity risk and interest rate risk.

These condensed consolidated interim financial statements do not include all financial risk management information and disclosures required in the annual financial statements and should be read in conjunction with the consolidated financial statements for the year ended 30 June 2024.

There have been no changes in the risk management policies.

#### 4. 估計

在編製中期財務報表時，管理層須作出影響會計政策應用以及資產及負債、收入及開支呈報金額的判斷、估計及假設。實際結果可能有別於此等估計。

於編製此等簡明合併中期財務報表時，管理層就應用本集團會計政策作出之重大判斷及估計不確定因素之主要來源與截至二零二四年六月三十日止年度的合併財務報表所應用者一致。

#### 5. 財務風險管理

##### 5.1 財務風險因素

本集團因其業務活動面臨各種財務風險：外匯風險、信貸風險、流動性風險及利率風險。

此等簡明合併中期財務報表並無涵括年度財務報表規定的所有財務風險管理資料及披露，並應與截至二零二四年六月三十日止年度的合併財務報表一併閱讀。

風險管理政策並無任何變更。





## 5. FINANCIAL RISK MANAGEMENT (continued)

### 5.2 Liquidity risk factors

Compared to the reporting period ended 30 June 2024, there was no material change in the contractual undiscounted cash out flows for financial liabilities. The table below analyses the Group's borrowings into relevant maturity grouping based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		(Unaudited) (未經審核) As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	(Audited) (經審核) As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Less than 1 year	一年以下	10,794	12,984
1 to 2 years	1年至2年	590	2,504
2 to 5 years	2年至5年	12,049	60,877
		23,433	76,365

### 5.3 Fair value estimation

(a) Fair value estimation of financial assets and liabilities  
The following table presents the financial assets and liabilities measured at fair value or required to disclose their fair values in these condensed consolidated interim financial statements on a recurring basis at 31 December 2024 and 30 June 2024 across the three levels of the fair value hierarchy defined in IFRS 13, **Fair Value Measurement**, with the fair value measurement categorised in its entirety based on the lowest level of input that is significant to the entire measurement. The levels are defined as follows:

## 5. 財務風險管理(續)

### 5.2 流動性風險因素

與截至二零二四年六月三十日止報告期相比，金融負債的合約未折現現金流出並無重大變動。下表分析本集團的借款，按資產負債表日至合約到期日的剩餘期間劃分為有關到期組別。表格所披露的金額乃合約未折現現金流量。

		(Unaudited) (未經審核) As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	(Audited) (經審核) As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Less than 1 year	一年以下	10,794	12,984
1 to 2 years	1年至2年	590	2,504
2 to 5 years	2年至5年	12,049	60,877
		23,433	76,365

### 5.3 公允價值估計

(a) 金融資產及負債公允價值估計  
下表按國際財務報告準則第13號**公允價值計量**所界定之公允價值三個等級列出按公允價值計量或須於二零二四年十二月三十一日及二零二四年六月三十日按經常性基準於此等簡明合併中期財務報表披露其公允價值之金融資產及負債，公允價值計量之整體分類基於其最低等級而對公允價值之整體計量有重大影響之輸入數據。等級定義如下：





## 5. FINANCIAL RISK MANAGEMENT (continued)

### 5.3 Fair value estimation (continued)

#### (a) Fair value estimation of financial assets and liabilities (continued)

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

## 5. 財務風險管理(續)

### 5.3 公允價值估計(續)

#### (a) 金融資產及負債公允價值估計(續)

- 第1級(最高級): 本集團於計量日期可以取得的相同資產或負債於活躍市場之報價(未經調整);
- 第2級: 就資產或負債直接或間接地可觀察之輸入數據(第1級內包括的報價除外);
- 第3級(最低級): 資產或負債的不可觀察輸入數據。

		Level 1 第1級 RMB'000 人民幣千元	Level 2 第2級 RMB'000 人民幣千元	Level 3 第3級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2024 (Unaudited)	於二零二四年十二月三十一日 (未經審核)				
Assets	資產				
Equity instruments designated as at FVOCI (note 12)	指定為按公允價值計入其他綜合 收益的權益工具(附註12)				
– Unlisted equity instruments	– 非上市權益工具	–	–	10,529	10,529
As at 30 June 2024 (Audited)	於二零二四年六月三十日 (經審核)				
Assets	資產				
Equity instruments designated as at FVOCI (note 12)	指定為按公允價值計入其他綜合 收益的權益工具(附註12)				
– Unlisted equity instruments	– 非上市權益工具	–	–	13,830	13,830

During the six months ended 31 December 2024, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

截至二零二四年十二月三十一日止六個月，第1級與第2級公允價值計量之間並無轉讓，亦無第3級公允價值計量轉入及轉出。





## 5. FINANCIAL RISK MANAGEMENT (continued)

### 5.3 Fair value estimation (continued)

- (a) Fair value estimation of financial assets and liabilities (continued)

Financial instruments measured at fair value based on Level 3 measurement:

The movements of the unlisted equity instruments during the six months ended 31 December 2024 and 2023 are shown as follows:

		(Unaudited) (未經審核) RMB'000 人民幣千元
Six months ended 31 December 2024	截至二零二四年十二月三十一日止六個月	
As at 1 July 2024	於二零二四年七月一日	13,830
Total loss recognised in other comprehensive income	於其他綜合收益確認的總虧損	(3,478)
Exchange difference	匯兌差額	177
As at 31 December 2024	於二零二四年十二月三十一日	10,529
Six months ended 31 December 2023	截至二零二三年十二月三十一日止六個月	
As at 1 July 2023 and 31 December 2023	於二零二三年七月一日及 二零二三年十二月三十一日	13,381

#### Valuation techniques and significant inputs used in Level 3 fair value measurement

As at 31 December 2024 and 30 June 2024, the fair value of the unlisted equity instruments are estimated by the management using price-to-earnings (P/E) multiple model. In estimating the fair value of the unlisted equity instruments, assumptions are used that are not supported by observable market price or rates, including the average price-to-earnings (P/E) multiples of comparable companies of the corresponding industries and the discount rate applied for lack of marketability which is estimated based on Black Scholes option pricing model.

## 5. 財務風險管理(續)

### 5.3 公允價值估計(續)

- (a) 金融資產及負債公允價值估計(續)

按第3級計量以公允價值計量之金融工具：

截至二零二四年及二零二三年十二月三十一日止六個月，非上市權益工具的變動如下：

#### 使用第3級公允價值計量之估值技術及主要輸入數據

於二零二四年十二月三十一日及二零二四年六月三十日，管理層使用市盈率(市盈率)倍數模式估計非上市權益工具之公允價值。於估計非上市權益工具之公允價值時，其使用一些由不受可觀察市場價格或比率支持的假設，包括同行業可資比較公司的平均市盈率(市盈率)倍數及缺乏市場流通性折現率，其乃根據柏力克·舒爾斯期權定價模式估計。





## 5. FINANCIAL RISK MANAGEMENT (continued)

### 5.3 Fair value estimation (continued)

- (a) Fair value estimation of financial assets and liabilities (continued)

#### *Sensitivity to changes in significant unobservable inputs*

In the opinion of the directors, the impact of changes in significant unobservable inputs on the Level 3 fair value measurement and the Group's loss and other comprehensive loss for the period have no significant difference with those in the Group's consolidated financial statements for the year ended 30 June 2024, as there was no significant change in the reasonably possible range of significant unobservable inputs for Level 3 fair value measurements as at 31 December 2024 comparing to 30 June 2024.

- (b) Fair values of financial assets and liabilities carried at amounts other than fair values

In the opinion of the management of the Group, no other financial assets and liabilities of the Group are carried at amounts materially different from their fair values as at 31 December 2024 and 30 June 2024.

## 6. REVENUE

The Group has recognised the following amounts relating to revenue in profit or loss:

## 5. 財務風險管理(續)

### 5.3 公允價值估計(續)

- (a) 金融資產及負債公允價值估計(續)

#### **主要不可觀察輸入數據敏感度之變動**

董事認為，第3級公允價值計量的主要不可觀察輸入數據及本集團期內虧損及其他綜合虧損之變動影響與本集團截至二零二四年六月三十日止年度合併財務報表所示者並無重大差異，乃由於相比二零二四年六月三十日，二零二四年十二月三十一日的第3級公允價值計量之主要不可觀察輸入數據的合理可能變動範圍並無出現重大變動。

- (b) 金融資產及負債之公允價值乃按除公允價值外的金額列賬

本集團管理層認為，本集團於二零二四年十二月三十一日及二零二四年六月三十日並無其他金融資產及負債之金額與其公允價值出現重大差異。

## 6. 收益

本集團已於損益內確認下列與收益有關的金額：

		(Unaudited) (未經審核)	
		Six months ended 31 December 截至十二月三十一日止六個月	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Revenue from contracts with customers	來自客戶合約的收益	(a) 441,153	591,339





## 6. REVENUE (continued)

### (a) Disaggregation of revenue

		(Unaudited) (未經審核)		
		Six months ended 31 December 2024 截至二零二四年十二月三十一日止六個月		
		Distributions 分銷 RMB'000 人民幣千元	Retails 零售 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Major products	主要產品			
Prescribed drugs	處方藥物	52,613	31,669	84,282
Non-prescribed drugs	非處方藥物	251,545	51,891	303,436
Healthcare products	保健品	38,011	17,518	55,529
Other pharmaceutical products	其他醫藥產品	20,946	17,815	38,761
Eliminations	抵銷	363,115 (40,855)	118,893 –	482,008 (40,855)
Revenue from external customers	來自外部客戶的收益	322,260	118,893	441,153
Timing of revenue recognition: Products transferred at a point in time	收益確認時間： 產品於某一時間點轉移	322,260	118,893	441,153

		(Unaudited) (未經審核)		
		Six months ended 31 December 2023 截至二零二三年十二月三十一日止六個月		
		Distributions 分銷 RMB'000 人民幣千元	Retails 零售 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Major products	主要產品			
Prescribed drugs	處方藥物	74,633	37,392	112,025
Non-prescribed drugs	非處方藥物	336,723	93,190	429,913
Healthcare products	保健品	51,846	38,292	90,138
Other pharmaceutical products	其他醫藥產品	25,436	3,113	28,549
Eliminations	抵銷	488,638 (69,286)	171,987 –	660,625 (69,286)
Revenue from external customers	來自外部客戶的收益	419,352	171,987	591,339
Timing of revenue recognition: Products transferred at a point in time	收益確認時間： 產品於某一時間點轉移	419,352	171,987	591,339





## 7. SEGMENT INFORMATION

The Board is the Group's chief operating decision-maker. Management has determined the operating segments based on the information reviewed by the Board for the purpose of allocating resources and assessing performance.

The Group is principally engaged in the distributions and retails of drugs and other pharmaceutical products in the northeastern region of the PRC.

Distributions, Retails and Others are presented to the Board to assess their performance and for making respective business decisions. Distributions, Retails and Others are considered to be three segments in accordance with IFRS 8 "Operating Segment". The "Others" segment mainly comprises investment companies.

The Group's principal market is the northeastern region of the PRC. The Group has a large number of customers, which are widely dispersed within the northeastern region of the PRC, no single customer accounted for more than 10% of the Group's total revenues for the six months ended 31 December 2024 and 2023.

Inter-segment sales are charged at cost or cost plus a percentage mark-up. The revenue from external customers and the costs, the total assets and the total liabilities are measured in a manner consistent with that of these condensed consolidated interim financial statements.

The Board assesses the performance of the operating segments based on a measure of adjusted loss before interests, tax, depreciation and amortisation ("Adjusted EBITDA"). The measurement basis of Adjusted EBITDA excludes the effect of share of post-tax results of an associate.

## 7. 分部資料

董事會為本集團的首席經營決策者。管理層已根據董事會就分配資源及評估業績而審閱的資料釐定經營分部。

本集團主要在中國東北地區從事藥品及其他醫藥產品的分銷及零售業務。

分銷、零售及其他業務呈列予董事會，以評估有關業績及作出相關業務決定。根據國際財務報告準則第8號「經營分部」，分銷、零售及其他業務被視為三個分部。「其他業務」分部主要包括投資公司。

本集團的主要市場為中國東北地區。本集團擁有大量客戶，廣泛分佈於中國東北地區，於截至二零二四年及二零二三年十二月三十一日止六個月，概無來自任何一名單一客戶的收益佔本集團收益總額的10%以上。

分部間銷售乃按成本或成本加標價加成率計算。來自外部客戶的收益及成本、資產總額及負債總額乃按與此等簡明合併中期財務報表一致的方式計量。

董事會根據扣除利息、稅項、折舊及攤銷前經調整虧損（「經調整息稅折舊及攤銷前利潤」）的計量評估經營分部的業績。經調整息稅折舊及攤銷前利潤的計量基準不包括分佔聯營公司除稅後業績。





## 7. SEGMENT INFORMATION (continued)

The segment information for the six months ended 31 December 2024 and as at 31 December 2024 is as follows:

## 7. 分部資料(續)

截至二零二四年十二月三十一日止六個月及於二零二四年十二月三十一日的分部資料如下：

		(Unaudited) (未經審核)			
		Six months ended 31 December 2024 截至二零二四年十二月三十一日止六個月			
		Distributions 分銷 RMB'000 人民幣千元	Retails 零售 RMB'000 人民幣千元	Others 其他業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue	分部收益	363,115	118,893	–	482,008
Inter-segment revenue	分部間收益	(40,855)	–	–	(40,855)
Revenue from external customers	來自外部客戶的收益	322,260	118,893	–	441,153
Adjusted EBITDA	經調整息稅折舊及攤銷前利潤	11,993	(12,800)	(291)	(1,098)
Depreciation and amortisation	折舊及攤銷	(6,874)	–	–	(6,874)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	39	–	–	39
Finance income	財務收入	246	35	2,041	2,322
Finance costs	財務成本	(305)	(306)	(4)	(615)
Share of post-tax results of an associate	分佔聯營公司除稅後業績	339	–	–	339
Income tax expense	所得稅開支	(1,758)	(35)	–	(1,793)
Profits (Loss) for the period	期內溢利(虧損)	3,680	(13,106)	1,746	(7,680)





7. SEGMENT INFORMATION (continued)

7. 分部資料(續)

		(Unaudited) (未經審核) As at 31 December 2024 於二零二四年十二月三十一日			
		Distributions 分銷 RMB'000 人民幣千元	Retails 零售 RMB'000 人民幣千元	Others 其他業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Total assets before eliminations	抵銷前資產總額	1,291,808	372,257	1,390,976	3,055,041
Inter-segment assets	分部間資產	(794,418)	(275,612)	(1,378,955)	(2,448,985)
Total assets	資產總額	497,390	96,645	12,021	606,056
Total liabilities before eliminations	抵銷前負債總額	983,765	837,907	5,087	1,826,759
Inter-segment liabilities	分部間負債	(798,168)	(760,327)	(2,634)	(1,561,129)
Total liabilities	負債總額	185,597	77,580	2,453	265,630
Assets classified as held for sale	分類為持作出售資產	40,694	–	–	40,694





## 7. SEGMENT INFORMATION (continued)

The segment information for the six months ended 31 December 2023 and as at 30 June 2024 is as follows:

## 7. 分部資料(續)

截至二零二三年十二月三十一日止六個月及於二零二四年六月三十日的分部資料如下：

		(Unaudited) (未經審核)			
		Six months ended 31 December 2023 截至二零二三年十二月三十一日止六個月			
		Distributions 分銷 RMB'000 人民幣千元	Retails 零售 RMB'000 人民幣千元	Others 其他業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue	分部收益	488,638	171,987	–	660,625
Inter-segment revenue	分部間收益	(69,286)	–	–	(69,286)
Revenue from external customers	來自外部客戶的收益	419,352	171,987	–	591,339
Adjusted EBITDA	經調整息稅折舊及 攤銷前利潤	22,511	(34,461)	(1,940)	(13,890)
Depreciation and amortisation	折舊及攤銷	(7,107)	–	–	(7,107)
Finance income	財務收入	218	146	1	365
Finance costs	財務成本	(663)	(137)	(1,731)	(2,531)
Share of post-tax results of an associate	分佔聯營公司 除稅後業績	662	–	–	662
Income tax credit	所得稅抵免	1,617	–	–	1,617
Profits (Loss) for the period	期內溢利(虧損)	17,238	(34,452)	(3,670)	(20,884)
Additions of non-current assets (excluding financial instrument and deferred tax assets)	非流動資產的增加 (不包括金融工具及 遞延稅項資產)	10	–	–	10





## 7. SEGMENT INFORMATION (continued)

## 7. 分部資料(續)

		(Audited) (經審核)			
		As at 30 June 2024 於二零二四年六月三十日			
		Distributions 分銷 RMB'000 人民幣千元	Retails 零售 RMB'000 人民幣千元	Others 其他業務 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Total assets before eliminations	抵銷前資產總額	1,252,594	459,367	1,395,099	3,107,060
Inter-segment assets	分部間資產	(706,254)	(328,830)	(1,379,099)	(2,414,183)
Total assets	資產總額	546,340	130,537	16,000	692,877
Total liabilities before eliminations	抵銷前負債總額	1,061,663	868,680	2,845	1,933,188
Inter-segment liabilities	分部間負債	(839,091)	(753,833)	(272)	(1,593,196)
Total liabilities	負債總額	222,572	114,847	2,573	339,992
Investment in an associate	聯營公司投資	84,135	—	—	84,135

The amounts provided to the Board of Directors with respect to total assets are measured in a manner consistent with that of these condensed consolidated interim financial statements. These assets are allocated based on the operations of the segment and the physical location of the assets.

向董事會提供有關資產總額的金額，乃按與此等簡明合併中期財務報表內一致的方式計量。該等資產根據分部的營運和資產的實際位置進行分配。

### Geographical information

All revenue of the Group for the six months ended 31 December 2024 and 2023 was derived in the PRC, the place of domicile of the relevant group entities.

### 地理資料

本集團截至二零二四年及二零二三年十二月三十一日止六個月的所有收益均源自相關集團實體的註冊地中國。

The Group's non-current assets (excluding equity instruments designated as at FVOCI and deferred tax assets) are located in the PRC.

本集團的非流動資產(不包括指定為按公允價值計入其他綜合收益的權益工具及遞延稅項資產)位於中國。





## 8. PROPERTY, PLANT AND EQUIPMENT

## 8. 物業、廠房及設備

		(Unaudited) (未經審核) RMB'000 人民幣千元
Six months ended 31 December 2024	截至二零二四年十二月三十一日止六個月	
Opening net book amount as at 1 July 2024	於二零二四年七月一日的期初賬面淨值	191,862
Depreciation (note 19)	折舊(附註19)	(6,807)
Closing net book amount as at 31 December 2024	於二零二四年十二月三十一日的 期末賬面淨值	185,055
Six months ended 31 December 2023	截至二零二三年十二月三十一日止六個月	
Opening net book amount as at 1 July 2023	於二零二三年七月一日的期初賬面淨值	206,684
Additions	增加	10
Depreciation (note 19)	折舊(附註19)	(6,887)
Closing net book amount as at 31 December 2023	於二零二三年十二月三十一日的 期末賬面淨值	199,807

As at 31 December 2024, the buildings with carrying amount of RMB22,878,000 (as at 30 June 2024: RMB23,876,000) and RMB158,144,000 (as at 30 June 2024: RMB163,680,000) have been pledged for notes payables (note 18(b)) and borrowings (note 17(b)) respectively.

於二零二四年十二月三十一日，賬面值人民幣22,878,000元(於二零二四年六月三十日：人民幣23,876,000元)及人民幣158,144,000元(於二零二四年六月三十日：人民幣163,680,000元)的樓宇已分別就應付票據(附註18(b))及借款(附註17(b))進行質押。





## 9. RIGHT-OF-USE ASSETS

## 9. 使用權資產

		(Unaudited) (未經審核)		
		Land use rights 土地使用權 RMB'000 人民幣千元	Properties 物業 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Six months ended 31 December 2024	截至二零二四年十二月三十一日 止六個月			
Opening net book amount as at 1 July 2024	於二零二四年七月一日的 期初賬面淨值	4,684	–	4,684
Depreciation (note 19)	折舊(附註19)	(67)	–	(67)
Closing net book amount as at 31 December 2024	於二零二四年十二月三十一日 的期末賬面淨值	4,617	–	4,617
Six months ended 31 December 2023	截至二零二三年十二月三十一日 止六個月			
Opening net book amount as at 1 July 2023	於二零二三年七月一日的 期初賬面淨值	4,818	588	5,406
Depreciation (note 19)	折舊(附註19)	(67)	(153)	(220)
Classified as held for sale	分類為持作出售	–	(435)	(435)
Closing net book amount as at 31 December 2023	於二零二三年十二月三十一日的 期末賬面淨值	4,751	–	4,751

The Group's right-of-use assets in respect of land use rights represent the prepaid operating lease payment of leasehold lands located in the PRC. Lease terms are negotiated on an individual basis and contain similar terms and conditions. The lease agreements do not impose any covenants.

本集團有關土地使用權的使用權資產指位於中國租賃土地的預付經營租賃款項。租賃條款均單獨議定，並且包含類似的條款及條件。租賃協議不施加任何契諾。





## 10. INTANGIBLE ASSETS

## 10. 無形資產

		(Unaudited) (未經審核)		
		Goodwill	Other intangible assets	Total
		商譽	其他 無形資產	總計
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
Six months ended 31 December 2024	截至二零二四年十二月三十一日 止六個月			
Net book amount as at 1 July 2024 and 31 December 2024	於二零二四年七月一日及 二零二四年十二月三十一日 的賬面淨值	-	-	-
Six months ended 31 December 2023	截至二零二三年十二月三十一日 止六個月			
Net book amount as at 1 July 2023 and 31 December 2023	於二零二三年七月一日及 二零二三年十二月三十一日 的賬面淨值	-	-	-

Goodwill arising on the acquisitions of distribution and retail businesses in prior years were allocated to the operating segments of Distributions and Retails were fully impaired.

過往年度收購分銷及零售業務產生的商譽分配至分銷及零售之經營分部且悉數減值。





## 11. INVESTMENT IN AN ASSOCIATE

## 11. 聯營公司投資

		(Unaudited) (未經審核) As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	(Audited) (經審核) As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Share of net assets of an associate, net of dividend	分佔聯營公司資產淨值， 扣除股息	14,426	57,867
Goodwill	商譽	242,794	242,794
Accumulated impairment loss on goodwill	累計商譽減值虧損	(242,794)	(242,794)
Share of other reserve (note a)	分佔其他儲備(附註a)	26,268	26,268
Classified as held for sale (note 26)		40,694 (40,694)	84,135 —
Carrying value	賬面值	—	84,135
Dividends received from an associate	已收聯營公司股息	43,780	—

As at 31 December 2024 and 30 June 2024, Jilin Jintian Universal Health Capsule Limited ("Jilin Jintian") is an associate of the Group, in which the Group owns 43.78% of equity interest. Jilin Jintian is a company incorporated in the PRC and which principal businesses comprised of manufacturing, sales and research and development of hollow capsules in the PRC.

於二零二四年十二月三十一日及二零二四年六月三十日，吉林金天大健康集團膠囊有限公司(「吉林金天」)為本集團聯營公司，其中本集團擁有43.78%的權益。吉林金天為一間於中國註冊成立之公司，其主要業務包括於中國製造、銷售及研發空心膠囊。

As a private company, there is no quoted market price available for its shares.

作為一間私營公司，其股份並無市場報價。

There are no commitments and contingent liabilities relating to the Group's interests in the associate, and no contingent liabilities of the associate itself.

並無有關本集團於聯營公司權益之承擔及或然負債，且並無聯營公司本身之或然負債。

Note:

附註：

- (a) The amount represented the share of other reserve of an associate in connection with a waiver of shareholder's loan of RMB60,000,000 in the previous year.

- (a) 該金額指於上一年度就豁免股東貸款人民幣60,000,000元而分佔一間聯營公司其他儲備。





12. EQUITY INSTRUMENTS DESIGNATED AS AT FAIR  
VALUE THROUGH OTHER COMPREHENSIVE  
INCOME

12. 指定為按公允價值計入其他綜合  
收益的權益工具

	(Unaudited) (未經審核) As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	(Audited) (經審核) As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Unlisted equity instruments, at fair value 非上市權益工具，按公允價值	10,529	13,830

The balance represents 11% equity interest in Wing Ming International Group Holding Limited ("Wing Ming"), a company incorporated in the Cayman Islands, held by the Group. The principal activity of Wing Ming is investment holding and its subsidiaries are principally engaged in manufacture and sales of chinese medicines and supplements in Hong Kong.

The fair values of the unlisted equity investments were valued by an independent and qualified professional valuer at the end of the reporting period and a decrease in fair value of RMB3,478,000 (31 December 2023: Nil) was recognised in fair value reserve (non-recycling) for the six-months ended 31 December 2024. The valuation techniques and significant inputs used in the measurement of the fair values of the unlisted equity investments are set out in note 5.3 to the condensed consolidated interim financial statements.

該結餘為本集團所持永明國際集團控股有限公司(「永明」)(一間於開曼群島註冊成立之公司)的11%股權。永明的主要活動為投資控股，且其附屬公司主要在香港從事製造及銷售中藥及補充劑。

非上市權益投資之公允價值於報告期末由獨立及合資格的專業估值師估值，截至二零二四年十二月三十一日止六個月，公允價值減少人民幣3,478,000元(二零二三年十二月三十一日：無)已於公允價值儲備(不可轉撥)確認。用於計量非上市權益投資公允價值的估值技術及重大輸入數據載列於簡明合併中期財務報表附註5.3。





### 13. BIOLOGICAL ASSETS

### 13. 生物資產

		(Unaudited) (未經審核)	(Audited) (經審核)
		As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Wild ginsengs, at fair value	野生林下參，按公允價值	94,339	94,339

Biological assets represent the wild ginsengs planted in a forest land, which is located in Tonghua City, Jilin Province in the PRC.

生物資產指於中國吉林省通化市林地種植的野生林下參。

The wild ginsengs are measured at fair value less costs to sell. As at 31 December 2024 and 30 June 2024, the fair value of wild ginsengs is RMB94,339,000 and there is no change in fair value during the six months ended 31 December 2024.

野生林下參乃按公允價值減銷售成本計量。於二零二四年十二月三十一日及二零二四年六月三十日，野生林下參公允價值為人民幣94,339,000元，及於截至二零二四年十二月三十一日止六個月概無公允價值變動。

As at 31 December 2024, the fair values of the wild ginsengs are determined by the management having taking into considerations of various factors related to the wild ginsengs and consulted with an independent professional valuer.

於二零二四年十二月三十一日，野生林下參公允價值乃由管理層經考慮多項有關野生林下參的因素及諮詢獨立專業估值師而釐定。

The fair value measurement for the biological assets is categorised into Level 3 in the fair value hierarchy based on the inputs to valuation techniques used. There was no transfer occurred between levels in the fair value hierarchy during the six months ended 31 December 2024.

根據估值技術所用的輸入數據，生物資產之公允價值計量分類為公允價值等級中的第3級。於截至二零二四年十二月三十一日止六個月，公允價值等級之間概無發生任何轉移。

In determining the fair value of the wild ginsengs, significant estimates and judgements in relation to quantities, grading and market prices based on grading are involved in the process.

於釐定野生林下參的公允價值時，過程涉及有關數量、品級及基於品級的市場價格的重大估計及判斷。





### 13. BIOLOGICAL ASSETS (continued)

#### Valuation process

At end of each reporting period, the General Manager of Finance ("GMF") works closely with a team of external experts, including an independent professional valuer and ginsengs experts to establish an appropriate valuation technique and inputs to the valuation model, verify all major unobservable inputs in the valuation, and assesses valuation movements when compared to the results of prior period valuation. Discussions of valuation process and results are held between the GMF and the external experts once every six months, which are in line with the Group's half-yearly reporting requirements.

The main Level 3 inputs used by the Group are derived and evaluated as follows:

- The quantities of the wild ginsengs are determined based on the statistical sampling method and also taking into considerations of other factors related to the wild ginsengs as evaluated by the ginsengs experts. As at 30 June 2024, the Group has an estimation of 192,000 wild ginsengs in accordance with the valuation report issued by the valuer using statistic techniques with an acceptable deviation estimated by the Group. As at 31 December 2024, the management, having consulted with the valuer and ginsengs experts regarding the growth pattern of the wild ginsengs under severe weather conditions in the northeastern region of the PRC, estimated that there would not be any significant change in the quantities of wild ginsengs during the six months ended 31 December 2024.

### 13. 生物資產(續)

#### 估值流程

於各報告期末，財務總經理(「財務總經理」)與一支外部專家團隊(包括獨立專業估值師及林下參專家)密切合作，為估值模型制定合適的估值技術及輸入數據，核證所有估值中的主要不可觀察輸入數據，並與過往期間的估值結果比較評估估值變動。為符合本集團半年度報告的要求，財務總經理及外部專家每六個月召開一次會議，討論估值流程和相關結果。

本集團所用的主要第3級輸入數據乃按以下各項得出及進行評估：

- 野生林下參的數量乃根據統計抽樣法並考慮林下參專家所評估有關野生林下參的其他因素釐定。於二零二四年六月三十日，本集團根據估值師出具之估值報告使用具有本集團估計的可接受偏離的統計技術估計擁有192,000棵野生林下參。於二零二四年十二月三十一日，管理層就野生林下參於中國東北地區惡劣氣候環境下的生長模式諮詢估值師及林下參專家的意見，估計截至二零二四年十二月三十一日止六個月野生林下參的數量並無重大變動。





### 13. BIOLOGICAL ASSETS (continued)

#### Valuation process (continued)

- The wild ginsengs are graded according to quality of growth and there can be a considerable wide spectrum of grades that may affect the prices achieved. According to the valuation report as at 30 June 2024, the grading of the wild ginsengs is determined based on the laboratory test results on the samples selected by a certified institution in accordance with the standards issued by China Ginsengs Products Standardization Technical Committee. As at 31 December 2024, based on an analysis made by the management and consultation with the valuer and ginsengs experts, the Group estimated that there would not be any significant change in the grading and its spread over total population of wild ginsengs during the six months ended 31 December 2024.
- As at 30 June 2024, the prices of the wild ginsengs for various grades are quoted by reference to the quotations obtained from certain trading companies or pharmaceutical companies that purchase wild ginsengs in their normal business. As at 31 December 2024, the management, having analysed the current situation of ginsengs market in winter season and consulted with the valuer and ginsengs experts, estimated that there would not be any significant change in the market selling price of wild ginsengs for all grades during the six months ended 31 December 2024.

### 13. 生物資產(續)

#### 估值流程(續)

- 野生林下參乃根據生長質量進行分級，而品級的較大差異可能會影響價格。根據於二零二四年六月三十日的估值報告，野生林下參的品級乃基於經認證機構根據全國參茸產品標準化技術委員會頒佈的標準選定的樣品實驗室檢測結果釐定。於二零二四年十二月三十一日，根據管理層所作分析及諮詢估值師及林下參專家的意見，本集團估計截至二零二四年十二月三十一日止六個月，野生林下參總體的品級及其差異並無任何重大變動。
- 於二零二四年六月三十日，各類品級的野生林下參的價格乃參考自若干於正常業務中購買野生林下參的貿易公司或製藥公司取得的報價進行報價。於二零二四年十二月三十一日，管理層經分析當前林下參冬季市場的情況及諮詢估值師及林下參專家的意見後，估計截至二零二四年十二月三十一日止六個月所有品級的野生林下參的市場銷售價並無任何重大變動。





#### 14. TRADE AND OTHER RECEIVABLES

			(Unaudited) (未經審核)	(Audited) (經審核)
			As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Trade receivables	貿易應收款項	(a)	69,480	85,038
Prepayments	預付款項		5,773	18,965
Other receivables	其他應收款項		3,338	2,854
<b>Total</b>	<b>總計</b>		<b>78,591</b>	<b>106,857</b>

The carrying amounts of trade and other receivables approximate their fair values.

- (a) Retail sales at the Group's pharmacies are usually settled in cash or by debit or credit cards. For distribution sales, there is no concentration of credit risk with respect to trade receivables, as the majority of the Group's sales are settled upon delivery of goods. The ageing analysis based on recognition date of the trade receivables is as follows:

貿易及其他應收款項的賬面值與其公允價值相若。

- (a) 本集團的藥店零售銷售通常以現金、借記卡或信用卡進行結算。就分銷銷售而言，由於本集團的大部分銷售於交付貨品時結算，故貿易應收款項並無集中信貸風險。基於貿易應收款項確認日期的賬齡分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Up to 3 months	3個月以內	68,357	76,653
4 to 6 months	4至6個月	348	7,885
7 to 12 months	7至12個月	775	500
		<b>69,480</b>	<b>85,038</b>





## 15. REDISTRICTED CASH

	(Unaudited) (未經審核)	(Audited) (經審核)
	As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Restricted cash 受限制現金	26,959	27,380

The balance of the restricted cash was pledged to secure notes payables (note 18(b)).

受限制現金的結餘質押作應付票據的擔保(附註18(b))。

## 16. SHARE CAPITAL

## 16. 股本

	Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 USD 美元
Authorised: Ordinary shares of USD0.01 each As at 31 December 2024 (Unaudited) and 30 June 2024 (Audited)	法定： 每股面值0.01美元的普通股 於二零二四年十二月三十一日 (未經審核)及二零二四年 六月三十日(經審核)	10,000,000
	1,000,000,000	10,000,000

### Issued and fully paid:

### 已發行及繳足：

		Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 USD 美元	Equivalent nominal value of ordinary shares 普通股等值面值 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元
As at 1 July 2023 Issue of subscription shares in June 2024, net of expenses	於二零二三年七月一日 於二零二四年六月發行 認購股份，扣除開支	667,549,632 133,509,926	6,675,496 1,335,099	43,587 9,515	1,830,097 297
As at 30 June 2024 (Audited) and 31 December 2024 (Unaudited)	於二零二四年六月三十日 (經審核)及二零二四年 十二月三十一日(未經審核)	801,059,558	8,010,595	53,102	1,830,394





## 17. BORROWINGS

## 17. 借款

			(Unaudited) (未經審核)	(Audited) (經審核)
			As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Loan advanced from an associate, unsecured	聯營公司墊付貸款，無抵押	(a)	–	40,000
Bank loans, secured and guaranteed	銀行貸款，有抵押及有擔保	(b)	22,000	30,000
Bank loans, unsecured but guaranteed	銀行貸款，無抵押但有擔保	(c)	–	600
			22,000	70,600
Portion classified as current liabilities	分類為流動負債的部分		(22,000)	(30,300)
Non-current portion	非流動部分		–	40,300

(a) It represented loan advanced from an associate. The amount due is unsecured, carried an interest rate of 3% per annum and wholly repaid during the period (as at 30 June 2024: wholly repayable on 30 September 2027 and therefore, it is classified as non-current liabilities).

(a) 其指聯營公司墊付的貸款。該應付款項為無抵押、年利率為3%，並已於期內悉數償還（於二零二四年六月三十日：應於二零二七年九月三十日悉數償還，因此其獲分類為非流動負債）。





## 17. BORROWINGS (continued)

- (b) The secured revolving bank loan of RMB12,000,000 (as at 30 June 2024: RMB20,000,000) carried an interest at prevailing interest rate of Loan Prime Rate ("LPR") in the PRC plus 1.4% per annum and wholly repayable on 30 January 2027 based on scheduled payment date. The loan facility contained a repayment on demand clause.

The secured revolving bank loan of RMB5,000,000 carried at fixed rate of 4.85% per annum and wholly repayable on 29 May 2025.

The bank loan of RMB5,000,000 carried at fixed rate at 4.45% per annum and wholly repayable on 17 June 2025.

The aforesaid bank loans are secured by the buildings with carrying amount of RMB158,144,000 (as at 30 June 2024: RMB163,680,000), and guaranteed by three wholly-owned subsidiaries namely Heilongjiang Jintian Aixin Pharmaceutical Distribution Co., Ltd.\*; Jiamusi Jintian Aixin Pharmaceutical Co., Ltd.\* and Jiamusi Golden Sky Storage Co., Ltd.\*; a director and her spouse of the Group's subsidiaries; and an independent third party.

\* English translation for identification purpose only

## 17. 借款(續)

- (b) 有抵押循環銀行貸款人民幣12,000,000元(於二零二四年六月三十日：人民幣20,000,000元)，按中國貸款基礎利率(「貸款基礎利率」)現行利率加1.4%的年利率計息及根據預定還款日期須於二零二七年一月三十日悉數償還。貸款融資含按要求償還條款。

有抵押循環銀行貸款人民幣5,000,000元按固定年利率4.85%計息及須於二零二五年五月二十九日悉數償還。

銀行貸款人民幣5,000,000元按固定年利率4.45%計息及須於二零二五年六月十七日悉數償還。

上述銀行貸款均以賬面值人民幣158,144,000元的樓宇作抵押(於二零二四年六月三十日：人民幣163,680,000元)，及由三間全資附屬公司(即黑龍江省金天愛心醫藥經銷有限公司、佳木斯金天愛心醫藥有限公司及佳木斯金色天空倉儲有限公司)、本集團附屬公司一名董事及其配偶以及一名獨立第三方擔保。





## 17. BORROWINGS (continued)

- (c) The bank instalment loan of RMB600,000 was unsecured, carried an interest at prevailing interest rate of LPR in the PRC plus 9.11% per annum and wholly repaid during the period. The bank instalment loan is guaranteed by a director of the Group's subsidiaries.
- (d) As at 31 December 2024, total undrawn trading and term loan facilities amounted to approximately RMB98,000,000 (30 June 2024: RMB90,000,000).

## 17. 借款(續)

- (c) 銀行分期貸款人民幣600,000元為無抵押，按中國貸款基礎利率現行利率加9.11%的年利率計息及已於期內悉數償還。銀行分期貸款由本集團附屬公司之一名董事擔保。
- (d) 於二零二四年十二月三十一日，未提取貿易及定期貸款融資總額為約人民幣98,000,000元(二零二四年六月三十日：人民幣90,000,000元)。

## 18. TRADE AND OTHER PAYABLES

## 18. 貿易及其他應付款項

			(Unaudited) (未經審核)	(Audited) (經審核)
			As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Trade payables	貿易應付款項	(a)	188,339	211,165
Notes payables	應付票據	(b)	29,607	31,028
Deposit received for disposal of an associate	已收出售聯營公司按金		10,000	—
Other payables	其他應付款項		15,684	27,199
Total	總計		243,630	269,392





## 18. TRADE AND OTHER PAYABLES (continued)

- (a) Details of ageing analysis based on recognition date of trade payables are as follows:

		(Unaudited) (未經審核) As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	(Audited) (經審核) As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
Up to 3 months	3個月以內	156,296	162,590
4 to 6 months	4至6個月	4,237	8,644
7 to 12 months	7至12個月	5,731	11,645
1 to 2 years	1至2年	22,075	28,286
		188,339	211,165

- (b) As at 31 December 2024, the notes payables of RMB26,937,000 (as at 30 June 2024: RMB24,903,000) was secured by restricted cash of RMB26,959,000 (as at 30 June 2024: RMB27,380,000) (note 15) and the remaining balance of RMB2,670,000 (as at 30 June 2024: RMB6,125,000) was secured by the buildings with carrying amount of RMB22,878,000 (as at 30 June 2024: RMB23,876,000) (note 8). As at 31 December 2024 and 30 June 2024, the notes payables are expected to be settled within one year.

## 18. 貿易及其他應付款項(續)

- (a) 基於貿易應付款項確認日期的賬齡分析詳情如下：

(Unaudited) (未經審核) As at 31 December 2024 於二零二四年 十二月三十一日 RMB'000 人民幣千元	(Audited) (經審核) As at 30 June 2024 於二零二四年 六月三十日 RMB'000 人民幣千元
156,296	162,590
4,237	8,644
5,731	11,645
22,075	28,286
188,339	211,165

- (b) 於二零二四年十二月三十一日，應付票據人民幣26,937,000元(於二零二四年六月三十日：人民幣24,903,000元)以受限制現金人民幣26,959,000元(於二零二四年六月三十日：人民幣27,380,000元)作抵押(附註15)及人民幣2,670,000元(於二零二四年六月三十日：人民幣6,125,000元)之餘額以賬面值人民幣22,878,000元(於二零二四年六月三十日：人民幣23,876,000元)的樓宇作抵押(附註8)。於二零二四年十二月三十一日及二零二四年六月三十日，應付票據預期於一年內結算。





## 19. EXPENSES BY NATURE

## 19. 按性質劃分的開支

(Unaudited)  
(未經審核)  
Six months ended 31 December  
截至十二月三十一日止六個月

		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Costs of inventories sold	已售存貨成本	369,614	493,570
Employee benefit expenses	僱員福利開支	38,802	73,126
Lease payments on short-term leases	短期租賃之租賃款項	19,056	20,726
Transportation and related charges	運輸及相關費用	9,039	13,286
Depreciation of property, plant and equipment (note 8)	物業、廠房及設備折舊 (附註8)	6,807	6,887
Other tax expenses	其他稅務開支	2,170	2,645
Office and communication expenses	辦公及通訊開支	1,211	1,597
Professional fees	專業費用	1,330	1,313
Auditor's remuneration	核數師薪酬	634	676
Electricity and other utility fees	電費及其他公用設施費	390	594
Advertising and other marketing expenses	廣告及其他營銷開支	112	226
Depreciation of right-of-use assets (note 9)	使用權資產折舊(附註9)	67	220
Travelling and meeting expenses	差旅及會議開支	57	125
Other expenses	其他開支	134	43
<b>Total</b>	<b>總計</b>	<b>449,423</b>	<b>615,034</b>





## 20. FINANCE INCOME AND COSTS

## 20. 財務收入及成本

		(Unaudited) (未經審核)	
		Six months ended 31 December 截至十二月三十一日止六個月	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Finance income	財務收入		
Interest income	利息收入	271	365
Exchange gains – net	匯兌收益－淨額	2,051	–
		2,322	365
Finance costs	財務成本		
Interest on lease liabilities	租賃負債利息	–	(22)
Interest on borrowings	借款利息	(533)	(600)
Exchange losses – net	匯兌虧損－淨額	–	(1,763)
Other charges	其他費用	(82)	(146)
		(615)	(2,531)
Finance income (costs) – net	財務收入(成本)－淨額	1,707	(2,166)





## 21. INCOME TAX EXPENSE (CREDIT)

## 21. 所得稅開支(抵免)

		(Unaudited) (未經審核)	
		Six months ended 31 December 截至十二月三十一日止六個月	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
PRC enterprise income tax – Current income tax	中國企業所得稅 – 即期所得稅	35	–
Deferred income tax	遞延所得稅	1,758	(1,617)
Total income tax expense (credit)	所得稅開支(抵免)總額	1,793	(1,617)

Hong Kong profits tax has not been provided as there were no assessable profits subject to Hong Kong profits tax for the six months ended 31 December 2024 and 2023.

截至二零二四年及二零二三年十二月三十一日止六個月並無須繳納香港利得稅之應課稅利潤，因此並未計提香港利得稅撥備。

The subsidiaries of the Group in the PRC are subject to corporate income tax at a rate of 25% (2023: 25%) on its taxable income or deemed profit method as determined in accordance with the relevant PRC income tax rules and regulations.

根據有關中國所得稅規則及法規，本集團的中國附屬公司須就所確定的應課稅收入按25% (二零二三年：25%)的稅率或核定徵收方法繳納企業所得稅。





## 22. LOSS PER SHARE

### (a) Basic

Basic loss per share is calculated by dividing the loss for the period attributable to owners of the Company by the weighted average number of ordinary shares in issue during the period.

## 22. 每股虧損

### (a) 基本

每股基本虧損乃按本公司擁有人應佔期內虧損除以期內已發行普通股加權平均數計算。

		(Unaudited) (未經審核) Six months ended 31 December 截至十二月三十一日止六個月	
		2024 二零二四年	2023 二零二三年
Loss attributable to owners of the Company (RMB'000)	本公司擁有人應佔虧損 (人民幣千元)	(8,012)	(20,929)
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權 平均股數(千股)	801,060	667,550
Basic loss per share (RMB cents)	每股基本虧損(人民幣分)	(1.00)	(3.14)

### (b) Diluted

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

As the effect of the assumed conversion of the potential ordinary shares from exercising the Company's share options is anti-dilutive, the basic loss per share for the periods are equal to diluted loss per share for the six months ended 31 December 2024 and 2023.

### (b) 攤薄

每股攤薄虧損乃透過調整發行在外普通股加權平均數，以假設轉換所有潛在攤薄普通股而計算。

由於假設因行使本公司購股權而轉換之潛在普通股具反攤薄作用，故截至二零二四年及二零二三年十二月三十一日止六個月之每股基本虧損與每股攤薄虧損相同。





## 23. DIVIDEND

No interim dividend was declared for the six months ended 31 December 2024 and 2023.

## 24. CAPITAL COMMITMENTS

The Group had no significant capital commitment as at 31 December 2024 and 30 June 2024.

## 25. RELATED-PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in the condensed consolidated interim financial statements, the Group has the following related party transactions during the period. The transactions with related parties are carried out on pricing and settlement terms agreed with counter parties in the ordinary course of business.

### (a) Transactions with related parties

## 23. 股息

不宣派截至二零二四年及二零二三年十二月三十一日止六個月之中期股息。

## 24. 資本承擔

本集團於二零二四年十二月三十一日及二零二四年六月三十日並無任何重大資本承擔。

## 25. 關聯方交易

除於該簡明合併中期財務報表另作披露之交易／資料外，本集團於期內有以下關聯方交易。關聯方交易乃於一般業務過程中按與對手方協定的定價及結算條款進行。

### (a) 關聯方交易

		(Unaudited) (未經審核)	
		Six months ended 31 December 截至十二月三十一日止六個月	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Director of the Company:	本公司董事：		
– Lease payments on short-term leases	– 短期租賃之租賃款項	250	250
An associate of the Company:	本公司聯營公司：		
– Interest expenses	– 利息開支	–	600





## 25. RELATED-PARTY TRANSACTIONS (continued)

### (b) Key management compensation

Key management includes directors (executive directors and non-executive directors), members of the Executive Committee, the Company Secretary and the Head of Internal Audit. The compensation paid or payable to key management for employee services is shown below:

## 25. 關聯方交易 (續)

### (b) 主要管理人員薪酬

主要管理人員包括董事(執行董事和非執行董事)、執行委員會成員、公司秘書及內部審計主任。就僱員服務已付或應付主要管理人員薪酬如下：

		(Unaudited) (未經審核)	
		Six months ended 31 December 截至十二月三十一日止六個月	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	990	1,036
Post-employment benefits	離職後福利	3	6
		993	1,042





## 26. DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

On 19 November 2024, the Group entered into an equity transfer agreement with an independent third party, to dispose of its 43.78% equity interests in Jilin Jintian, for a cash consideration of RMB43,000,000 (the "Disposal"). Details of the Disposal have been disclosed in the Company's announcement dated 19 November 2024 and the Company's circular dated 24 December 2024.

The investment in an associate was classified as assets held for sale in accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations". The investment in an associate measured at the lower of carrying amount and fair value less costs to sell at the end of the reporting period.

As at the date of these condensed consolidated interim financial statements and up to the date of approving these condensed consolidated interim financial statements, the Disposal has not yet been completed.

## 26. 分類為持作出售的出售組別

於二零二四年十一月十九日，本集團與獨立第三方訂立股權轉讓協議，以現金代價人民幣43,000,000元出售其於吉林金天的43.78%股權（「出售事項」）。出售事項的詳情已於本公司日期為二零二四年十一月十九日的公告及本公司日期為二零二四年十二月二十四日的通函中披露。

於聯營公司的投資已根據國際財務報告準則第5號「持作出售的非流動資產及終止經營業務」分類為持作出售資產。於聯營公司的投資於報告期末按照賬面值與公允價值減出售成本兩者的較低者計量。

於該等簡明合併中期財務報表日期及直至批准該等簡明合併中期財務報表日期，出售事項尚未完成。





UNIVERSAL HEALTH INTERNATIONAL GROUP HOLDING LIMITED  
大 健 康 國 際 集 團 控 股 有 限 公 司