



Mega Genomics Limited
美因基因有限公司*

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 6667

2024 Annual Report



* For identification purpose only

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Definitions

“Articles of Association” or “Articles”	the articles of association of the Company (as amended from time to time)
“Audit Committee”	the audit committee of the Board
“Auditor”	Crowe (HK) CPA Limited, the auditor of the Company
“Beijing Mega Lab”	Beijing Mega Medical Test Laboratory Co., Ltd. (北京美因醫學檢驗實驗室有限公司) (formerly known as Beijing Mega Inspection Institution Co., Ltd. (北京美因醫學檢驗所有限公司)), a limited liability company incorporated in the PRC on 22 February 2016, a wholly-owned subsidiary of Mega Genomics Beijing
“Board”	the board of Directors
“CG Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“China,” “mainland China,” “PRC” or “State”	People’s Republic of China, except where the context requires otherwise and solely for the purposes of this report, references to “China” and the “PRC” do not apply to Hong Kong, Macau Special Administrative Region and Taiwan
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company” or “Mega Genomics”	Mega Genomics Limited (美因基因有限公司*), an exempted company with limited liability incorporated in the Cayman Islands on 22 April 2021. Its shares are listed on the Main Board (Stock Code: 6667)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“connected transaction(s)”	has the meaning ascribed thereto under the Listing Rules

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“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Dr. Yu Rong, Ms. Guo Meiling, Meinian OneHealth, YURONG TECHNOLOGY LIMITED, Tianjin Hongzhi Kangjian Management Consulting Partnership (LP), Infinite Galaxy Health Limited and Mei Nian Investment Limited, and a Controlling Shareholder shall mean each or anyone of them. See the section headed “Relationship with Our Controlling Shareholders” in the Prospectus dated 10 June 2022
“COVID-19”	coronavirus disease 2019, a disease caused by a novel virus designated as severe acute respiratory syndrome coronavirus
“Director(s)”	the directors of the Company
“Global Offering”	the global offering of the Shares in connection with the Listing
“Group”, “our Group”, “our”, “we” or “us”	the Company and its subsidiaries
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	the HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) or company(ies) who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not our connected persons or their contacts and their respective ultimate beneficial owners as defined by the Listing Rules
“Latest Practicable Date”	27 January 2026, being the latest practicable date before the printing and publication of this annual report
“Listing”	the listing of our Shares on the Main Board on the Listing Date
“Listing Date”	22 June 2022, on which dealings in our Shares first commenced on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

Definitions

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange
“Mega Genomics Beijing”	Mega Genomics (Beijing) Co., Ltd. (美因健康科技（北京）有限公司), a limited liability company incorporated in the PRC on 5 January 2016 and one of our PRC Consolidated Entities
“Mega Genomics HK”	Mega Genomics Health HongKong Limited, a limited liability company incorporated in Hong Kong on 30 April 2021, and a wholly-owned subsidiary of the Company
“Mega Genomics WFOE”	Mega (Tianjin) Investment Co., Ltd. (美因（天津）投資有限公司), a limited liability company incorporated in the PRC on 24 May 2021, and a wholly-owned subsidiary of the Company
“Meinian OneHealth”	Meinian OneHealth Healthcare Holdings Co., Ltd. (美年大健康產業控股股份有限公司), a limited liability company incorporated in the PRC on 22 January 1991, the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002044), one of the Controlling Shareholders of the Company
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“Nomination Committee”	the nomination committee of the Board
“Prospectus”	the prospectus of the Company dated 10 June 2022
“Remuneration Committee”	the remuneration committee of the Board
“Renminbi” or “RMB”	the lawful currency of the PRC
“Reorganization”	the reorganization arrangements undergone by our Group in preparation for the Listing as described in the section headed “History, Reorganization and Group Structure” in the Prospectus
“Reporting Period”, “the year 2024” or “the current year”	the year ended 31 December 2024

“RSU Nominee”	Mega Marvelous Limited, a company incorporated in the BVI on 7 December 2021, a wholly-owned subsidiary of KASTLE LIMITED, an independent trustee appointed under the terms of the RSU Scheme which will hold the Shares underlying the RSUs for the benefit of eligible participants pursuant to the RSU Scheme
“RSU Scheme”	the restricted share unit scheme approved and adopted by our Board on 19 November 2021, the principal terms of which are set out in the section headed “Statutory and General Information – D. RSU Scheme” in Appendix IV to the Prospectus
“RSU(s)”	restricted share unit(s) awarded to a participant under the RSU Scheme
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares in the share capital of the Company with a par value of US\$0.0001 each
“Shareholder(s)”	holder(s) of our Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“NMPA”	National Medical Products Administration
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “USD”	United States dollars, the lawful currency of the United States
“%”	per cent

In this report, the terms “associate,” “close associate,” “connected person,” “connected transaction,” “continuing connected transaction,” “controlling shareholder,” “core connected person,” “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this report have been subject to rounding adjustments. Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Dr. Yu Rong
Ms. Lin Lin (*Chairperson*)
Ms. Jiang Jing
Mr. Huang Yufeng (*Chief Executive Officer*) ^(Note 1)

Non-executive Director

Ms. Guo Meiling

Independent Non-executive Directors

Dr. Zhang Ying
Mr. Jia Qingfeng
Dr. Xie Dan

AUDIT COMMITTEE

Mr. Jia Qingfeng (*Chairperson*)
Ms. Guo Meiling
Dr. Zhang Ying

REMUNERATION COMMITTEE

Dr. Zhang Ying (*Chairperson*)
Ms. Guo Meiling
Mr. Jia Qingfeng

NOMINATION COMMITTEE

Ms. Lin Lin (*Chairperson*)
Dr. Zhang Ying
Mr. Jia Qingfeng

COMPANY SECRETARIES

Ms. Ng Wai Kam (resigned with effect from 28 June 2024)
Mr. Ng Ka Chi (appointed with effect from 28 June 2024)

AUTHORIZED REPRESENTATIVES

Ms. Lin Lin
Ms. Ng Wai Kam (resigned with effect from 28 June 2024)
Mr. Ng Ka Chi (appointed with effect from 28 June 2024)

HONG KONG LEGAL ADVISORS

DeHeng Law Offices (Hong Kong) LLP
28/F, Henley Building,
5 Queen's Road Central,
Hong Kong

AUDITOR

Ernst & Young (resigned with effect from 21 July 2025)
Certified Public Accountants
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

Crowe (HK) CPA Limited
(appointed with effect from 4 August 2025)
Certified Public Accountants
Registered Public Interest Entity Auditor
9/F, Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

COMPLIANCE ADVISOR

China Securities (International) Corporate
Finance Company Limited
(resigned with effect from 1 May 2024)
18/F, Two Exchange Square
8 Connaught Place
Central, Hong Kong

Notes:

(1) Ceased to act as an executive Director and the Chief Executive Officer with effect from 17 January 2024

REGISTERED OFFICE

Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

401 Health Work
North Garden Road
Haidian District
Beijing
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

28/F,
Henley Building,
5 Queen's Road Central,
Central, Hong Kong

COMPANY'S WEBSITE

www.megagenomics.cn

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Global Services (Cayman) Limited
71 Fort Street
PO Box 500
George Town
Grand Cayman KY1-1106
Cayman Islands

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANK

Standard Chartered Bank (HK) Limited
Bank of Communications Co., Ltd., Beijing Branch

STOCK CODE

6667

Five-Year Financial Summary

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

	For the year ended 31 December				
	2024	2023	2022	2021	2020
			RMB'000		
Revenue	164,226	151,300	145,727	237,185	203,220
Gross profit	119,348	88,296	81,723	166,676	146,241
Gross profit margin	72.7%	58.4%	56.1%	70.3%	72.0%
Profit/(loss) before tax	53,633	36,179	(21,418)	95,882	94,903
Profit/(loss) for the year	45,045	30,038	(17,618)	79,015	79,097

Condensed Consolidated Statement of Financial Position

	As of 31 December				
	2024	2023	2022	2021	2020
			RMB'000		
		(Restated)			
Assets					
Non-current assets	112,885	128,764	86,619	86,821	95,465
Current assets	625,592	667,778	619,080	685,362	358,108
Total assets	738,477	796,542	705,699	772,183	453,573
Liabilities					
Non-current liabilities	33,157	42,008	6,456	7,896	14,813
Current liabilities	90,640	109,707	81,246	69,791	262,365
Total liabilities	123,797	151,715	87,702	77,687	277,178
Total equity	614,680	644,827	617,997	694,496	176,395

Chairperson's Report

Dear Shareholders,

I, on behalf of the Board, would like to present the annual report of our Group for the year ended 31 December 2024.

In 2024, China's economy demonstrated resilience amidst setbacks, with demand in the healthcare market steadily increasing. Faced with a macroeconomic environment brimming with both opportunities and challenges, our Group maintained our strategic focus, actively adapted to industry trends, adhered to a high-quality development strategy, continuously optimized our business layout and deeply explored our growth potential.

During the year, on the market side, we focused on core value and implemented a series of market strategies. Faced with fierce industry competition, we leveraged our keen market insights and flexibly adjusted our business strategies. Through diverse channel development and optimization of our genetic testing product portfolio, we successfully improved our market responsiveness and service granularity, and met the increasingly diverse demands of our customers.

During the Reporting Period, our Group's revenue amounted to RMB164.2 million, representing an increase of 8.5% as compared to 2023. Our net profit amounted to RMB45.0 million, representing a further increase of RMB15.0 million as compared to 2023, indicating the steady improvement of profitability. Our cash flow position remained strong, with net operating cash inflow reaching RMB57.2 million. The abundant cash flow has provided a solid foundation for the long-term development of our Company. Meanwhile, always regarding R&D as the core driving force for corporate development, we optimized the allocation of R&D resources, thereby realizing the efficient conversion of multiple R&D results, and injecting a continuous stream of innovative vitality into the sustainable development of our business.

I hereby would like to express my sincere gratitude to all Shareholders who have long trusted and supported our Group, to our partners who have worked hand-in-hand with us, and to every employee who has demonstrated remarkable resilience in the face of challenges. It is your support that has laid the solid foundation for our Group today.

Looking forward, we will remain true to our original aspirations and move steadily towards a brighter future. We will continue to cultivate cutting-edge technologies in the industry and, driven by market demand, fully expedite the progress of R&D and the implementation of results, thereby continuously increasing our brand's authority and influence within the industry. We will dedicate ourselves to building a closer industrial ecosystem, and actively expand our market territory through cross-sector integration and in-depth cooperation, so as to ensure that our Company will always seize the initiative amid fierce market competition.

Meanwhile, we deeply understand that a company's value lies not only in commercial success, but also in its social responsibility. We will further integrate ESG (environmental, social and governance) principles into our corporate mission, making the practical fulfillment of social responsibility the foundation of our corporate development. We will continuously improve the accessibility and precision of our services, responding to society's expectations for high-quality health services with concrete actions. Let us join hands and write our own glorious chapter on this new journey, forging an even brighter future for human health and well-being!

Lin Lin
Chairperson and Executive Director
Hong Kong
30 January 2026

Business Review and Outlook

Business Review

Overview

As a leading genetic testing platform company in China, we focus on consumer genetic testing services and ancillary services and cancer screening services and ancillary services. As of 31 December 2024, we had performed a total of over 23 million genetic tests.

According to Frost & Sullivan, we were the largest consumer genetic testing platform in China in terms of the cumulative number of tests administered as of 31 December 2021, and we were the largest genetic testing platform for cancer screening in China as measured by the number of tests administered in 2020. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the prospectus of the Company dated 10 June 2022.

Our Products

Our products are either independently developed by our in-house research and development team or jointly developed via cooperation with our third-party partners.

As of 31 December 2024, we had 114 multi-dimensional commercialized testing solutions for consumer genetic testing and cancer screening that cover a wide range of prices, 94 of which were comprised of our self-developed services. Our current selective testing services that are more well-received by the market include:

GENERAL testing services

- Brain Health Assessment – a service and ancillary service that assesses the risk of developing various related diseases, including Alzheimer’s disease.
- Alimentation Capability Assessment – a service and ancillary service that assesses the risk of developing hyperhomocysteinemia.
- Parkinson’s Disease Risk Assessment – a service and ancillary service that assesses the risk of developing Parkinson’s disease.
- Full-scale Cancer Risk Assessment – a service and ancillary service that assesses the risk of developing cancer of various types.
- Cardiovascular and Cerebrovascular Disease Risk Assessment – a service and ancillary service that assesses the risk of developing seven common cardiovascular and cerebrovascular diseases.
- Myocardial Infarction and Heart Failure Genetic Testing – a service and ancillary service that assesses the genetic risk of developing myocardial infarction and heart failure.

ADVANCED testing services

- Hereditary Breast Cancer/Ovarian Cancer Genetic Testing – a service and ancillary service that assesses the risk of developing breast cancer and ovarian cancer.
- Septin9 Colorectal Cancer Screening Test – a service and ancillary service that provides preliminary assessment of whether a person has potentially developed colorectal cancer.
- RNF180/Septin9 Gastric Cancer Screening Test – a service and ancillary service that provides preliminary assessment of whether a person has potentially developed gastric cancer.
- Telomere Length Genetic Testing – a service and ancillary service that provides preliminary assessment of cell age and aging rate of a person.
- Cervical Cancer Genetic Methylation Testing – a service and ancillary service that provides preliminary assessment of whether a person has potentially developed cervical cancer.

PREMIUM testing services

- Personal Whole Genome Test Plus – a service and ancillary service that assesses the risk of developing multiple types of diseases and provides interpretation for various individual traits and medication advice for certain common diseases.
- Whole Exome Sequencing Package for Adult – a service and ancillary service that assesses (i) the risk of developing multiple high-risk diseases, hereditary cancers, recessive genetic diseases and types of complex diseases; and (ii) multiple drugs, dietary nutrition items, and exercise and fitness items.

In addition to our existing service portfolio, we have been developing eight in vitro diagnostics (“**IVD**”) pipeline products.

Among which, three products are consumer genetic testing products in our pipeline, including (i) folate metabolic capacity assessment testing kits, which can be used to assess the risk of developing multiple cardiovascular and cerebrovascular diseases. The product has obtained the medical device registration certificate issued by the National Medical Products Administration in 2025; (ii) ApoE gene testing kits, which can be used to assess the risk of developing Alzheimer’s disease. The product has obtained the medical device registration certificate issued by the National Medical Products Administration in 2025; and (iii) BRCA1/BRCA2 gene mutation testing kits, which can be used to assess the risk of developing hereditary breast cancer.

The other five products are disease screening products in our pipeline, including (i) Alzheimer’s disease screening kits; (ii) colorectal cancer screening kits; (iii) gastric cancer screening kits; (iv) lung nodule auxiliary diagnostic kits; and (v) cervical cancer screening kits. Our disease screening pipeline covers major diseases with high prevalence that currently lack effective screening methods.

Business Review and Outlook

ApoE gene testing kits

Our self-developed ApoE gene testing kits use extraction-free blood nucleic acid technology and quantitative polymerase chain reaction (“qPCR”) platform to detect ApoE gene mutations and assess the risk of Alzheimer’s disease. We expect this product to generate synergistic effects with our Alzheimer’s disease screening products. The ApoE gene testing kits screen ApoE ϵ 4 carriers, which is the target population that we recommend for periodic testing for Alzheimer’s disease.

Our self-developed extraction-free blood nucleic acid technology can effectively save testing costs (eliminating nucleic acid extraction reagents and equipment) and time costs (eliminating the one-hour nucleic acid extraction process). The product has obtained the medical device registration certificate issued by the National Medical Products Administration in 2025.

Folate metabolic capacity assessment testing kits

Our self-developed folate metabolic capacity assessment testing kits use extraction-free blood nucleic acid technology and qPCR platform to detect the MTHFR gene and assess the metabolic capacity of folate in order to guide pregnant women to supplement folate and prevent neonatal defects, including neural tube defects. It can also assess the risk of hyperhomocysteinemia, stroke and other cardiovascular and cerebrovascular diseases.

Our self-developed extraction-free blood nucleic acid technology can effectively save testing costs (eliminating nucleic acid extraction reagents and equipment) and time costs (eliminating the one-hour nucleic acid extraction process). The product has obtained the medical device registration certificate issued by the National Medical Products Administration in 2025.

Alzheimer’s disease screening kits

Our Alzheimer’s disease screening kits are plasma-based miRNA markers testing. The global genetic testing market does not have any commercialized genetic testing kit registered for screening Alzheimer’s disease, according to Frost & Sullivan. We are developing this product in collaboration with Tiantan Hospital and conducting multi-center clinical validation with multiple hospitals in different regions of China. We are collecting no less than 1,500 samples and using machine learning algorithms to determine the suitability of the selected biomarkers.

We expect to develop two types of testing kits using the multiplex RT-qPCR and NGS technologies. The NGS kits are expected to include dozens to hundreds of biomarkers and provided as Laboratory Developed Tests (“LDTs”).

The RT-qPCR kits are expected to include two to three biomarkers, and we expect to obtain the registration certificate by 2027.

Colorectal cancer screening kits

Our product candidates for colorectal cancer screening are plasma-based DNA methylation markers testing.

We are developing this product in collaboration with the 7th Medical Center of Chinese PLA General Hospital. As of 31 December 2024, we have preliminarily finished biomarker candidate selection, and we are conducting multi-center clinical validation with three hospitals in different regions of China and using no less than 1,500 samples to determine the suitability of the selected biomarkers. We have tested thousands of samples, and with the biometric analysis and machine learning algorithms, we have screened markers with favorable sensitivity and specificity.

We expect to develop two types of testing kits using the qPCR and NGS technologies.

The NGS kits include more than one hundred biomarkers, and are provided as LDTs with both sensitivity and specificity higher than 90%.

The qPCR kits include three biomarkers. We have conducted clinical research on the positive judgment value with three hospitals, and we expect to obtain the registration certificate by 2027.

Gastric cancer screening kits

Our product candidates for gastric cancer screening are plasma-based DNA methylation markers testing.

We are developing this product in collaboration with the 7th Medical Center of Chinese PLA General Hospital. As of 31 December 2024, we have preliminarily finished biomarker candidate selection, and we are conducting multi-center clinical validation with three hospitals in different regions of China and using no less than 1,500 samples to determine the suitability of the selected biomarkers. We have tested thousands of samples, and with the biometric analysis and machine learning algorithms, we have screened markers with favorable sensitivity and specificity.

We expect to develop two types of testing kits using the qPCR and NGS technologies.

The NGS kits include more than one hundred biomarkers and are provided as LDTs with both sensitivity and specificity higher than 90%.

The qPCR kits include three biomarkers. We have conducted clinical research on the positive judgment value with three hospitals, and we expect to obtain the registration certificate by 2027.

BRCA1/BRCA2 gene mutation testing kits

We have completed the reagent formulation for our self-developed BRCA1/BRCA2 gene mutation testing kits. With the multiplex PCR library preparation sequencing technology, we have achieved a lower cost and initially established a database containing tens of thousands of mutation loci.

Our lung nodule (benign or malignant) auxiliary diagnostic kits and cervical cancer screening kits are at the early development stage.

Business Review and Outlook

In addition, we developed colloidal gold-based fecal occult blood testing kits and transferrin testing kits to detect gastrointestinal bleeding for the auxiliary diagnosis of colorectal and gastric cancers. As of 31 December 2024, we have obtained the medical device registration certificates issued by the Shanghai Medical Products Administration and have achieved mass production.

We have developed cfDNA extraction and sulfide kits to extract cell-free DNA from plasma for use in tumor screening, and have also developed oral swab samples to non-invasively collect exfoliated cells of the oral mucosa, thereby enabling a convenient, non-invasive and low-cost way of collecting samples, which can improve the accessibility and popularity of genetic testing and are suitable for home self-testing for various groups including children, young and middle-aged people and the elderly. For such products, we have obtained the filing certificates and achieved mass production as of 31 December 2024.

Research and Development (“R&D”)

Our strong R&D capabilities is vital to our business.

Since our founding in 2016, our R&D has been a major force in the expansion of our testing technology platforms and testing services offerings. We use a market-oriented approach to our R&D strategy. Our R&D team contributes to the development of our growth strategy by tracking industry developments, market demand and competition, and by identifying services and products with significant market potential for commercialization.

Intellectual property and qualification

As of 31 December 2024, three invention patents, one utility model patent and two design patents had been granted to us. In addition, we registered 50 software copyrights and 60 trademarks. We have also been recognized for our innovation, including recognition as a National High-tech Enterprise, Zhongguancun High-tech Enterprise, Beijing Enterprise Technology Center, Beijing “Specialization, Expertise, Distinction, Innovation” small and medium-sized enterprise, and Beijing Natural Science Foundation Trust Unit, and were awarded the Davos Entrepreneur Innovation Award.

In-house R&D team

We have a strong in-house R&D team, which has extensive experience in the genetic testing industry. Approximately 65% of our R&D team members possess a master degree or above in relevant fields from institutions such as the Chinese Academy of Sciences, China Agricultural University and New York University.

Collaboration with third parties

In addition to our in-house R&D team, we also conduct R&D through collaboration with top physicians and medical experts in China.

Under our collaboration agreements, medical experts work with us during the R&D stage and help with the implementation of clinical trials through recruitment of participating hospitals and trial sample collection. Such collaboration is expected to expedite the process of multi-center clinical trials with large samples and increase the reliability of our products.

Such medical experts would also provide necessary expert opinions during the registration process.

In addition, we expect the authority and reputation of these medical experts to help with the registration and promotion of our products. We have the technical know-how for the co-developed products and have joint ownership over relevant intellectual property rights. We are entitled to submit IVD registration applications for these products and we will be the sole registrant of the IVD registration certificates once approved.

We have also established R&D collaborations with industry-leading service providers, mainly CROs, at different phases of our IVD product registration to ensure our quality management system, manufacturing and clinical trials of IVD product candidates are in line with the National Medical Products Administration of China's regulatory requirements for product registration. Our collaboration with these companies does not grant them any interest in our intellectual property rights. We do not rely on any particular service provider.

As of 31 December 2024, we have established cooperative relationships with the following companies:

Huagang Innovation (Beijing) Technology Service Co., Ltd. ("Huagang")

It is a top-level third-party certification company for the medical device quality management system with experience in product certification and quality management system certification.

Through collaboration with Huagang, we have established a quality management system that satisfies IVD registration standards and received guidance in the product registration process to ensure full compliance with applicable regulations and quality management system assessment.

Guangzhou Osmunda Medical Device Technology, Inc. ("Osmunda")

It is a leading CDMO service provider in China with four domestic CDMO bases, and has production lines for active devices, passive devices, and IVD reagents. It also has independent inspection and testing centers, physics laboratories, chemical laboratories, PCR laboratories, microbiological inspection clean areas and preparation rooms. We collaborate with Osmunda for contract-commissioned production that complies with relevant regulations.

Beijing Tigermed-Jyton Medical Tech. Co., Ltd. (泰格捷通(北京)醫藥科技有限公司) ("Tigermed-Jyton")

It is a top clinical trial CRO company in China. Our collaboration with Tigermed-Jyton is designed to ensure clinical trial compliance.

Business Review and Outlook

Testing Technology Platforms

Our testing technology platforms and technologies include endpoint fluorescent PCR platform, qPCR platform, NGS platform (multiplex PCR library preparation sequencing, whole exome sequencing and whole genome sequencing technologies), whole genome microarray platform and blood nucleic acid extraction-free technology. We possess the full range of genetic and molecular diagnostics technologies that support our commercialized testing and R&D applications.

Our R&D team has innovated constantly and developed a number of new risk assessment genetic tests covering various specialty areas, including alimentation, brain health, Parkinson's disease, ankylosing spondylitis, comprehensive assessment of immunity, cancer risk assessment, cardiovascular and cerebrovascular diseases, digestive system diseases, telomere and pharmacogenetic testing.

Our R&D efforts focus on the registration of IVD test kits. At present, our fecal occult blood testing kits and transferrin testing kits have obtained the NMPA registration certificates and achieved mass production, and our oral swab samples and cfDNA extraction and sulfide kits have obtained the NMPA filing certificates and achieved mass production. Our ApoE gene testing kits and folate metabolic capacity assessment testing kits are in the IVD registration and filing stage. The products under development include Alzheimer's screening kits, colorectal cancer screening kits, gastric cancer screening kits and BRCA1/BRCA2 gene mutation testing kits. Two other products are at the early development stage, including benign and malignant lung nodule auxiliary diagnosis kits and cervical cancer screening kits.

Production Capacity

In order to carry out our broad-spectrum testing process and to satisfy our consumers' needs, we have developed an advanced and integrated system of technology platforms, including endpoint fluorescent PCR platform, qPCR platform, NGS platform (multiplex PCR library preparation sequencing and exome/whole genome sequencing technologies) and whole genome microarray platform. Our tests are conducted in our independent testing laboratory. Our high-throughput testing platform, with an average daily throughput of 50,000 samples, offers the advantages of high throughput and automation, and the ability to deliver multi-scenario genetic testing solutions with cost efficiencies.

Production Facility

We have one laboratory located in Beijing, China, with a gross floor area of approximately 880 sq.m. Our laboratory has obtained the External Quality Assessment Certificate for various testing services as well as the PRC Practice License of Medical Institution. Our laboratory has the required registrations and licenses to perform PCR amplification for clinical use and obtained the laboratory accreditation certificate from the China National Accreditation Service for Conformity Assessment in 2022.

Business

During the Reporting Period, the Company's operating revenue amounted to RMB164.2 million, representing a year-on-year increase of 8.5% as compared to RMB151.3 million for the same period in 2023; and net profit amounted to RMB45.0 million, representing a year-on-year increase of 50.0% as compared to RMB30.0 million for the same period in 2023, primarily due to the fact that the Company insisted on product design innovation, continuously enriched its product matrix and optimized its product structure, while also adopted a proactive market expansion strategy and built a diversified sales system by continuously exploring more sales scenarios and channels and constantly tapping into potential market demands and sales opportunities, thereby further enhancing customers' service experience and driving steady growth of revenue and net profit.

During the Reporting Period, we covered healthcare institutions in more than 340 cities in China. Our sales and marketing network allows us to deliver genetic testing services to a large portion of the Chinese population. In addition, we cooperate with various e-commerce and online healthcare platforms to expand and enhance our sales and marketing network.

Financial Highlights

	For the year ended 31 December		
	2024	2023	Year-on-year change
	RMB'000	RMB'000	
Revenue	164,226	151,300	8.5%
Consumer genetic testing services and ancillary services	159,594	108,381	47.3%
Cancer screening services and ancillary services	4,632	42,919	(89.2%)
Gross profit	119,348	88,296	35.2%
Gross profit margin	72.7%	58.4%	14.3 percentage points
Net profit	45,045	30,038	50.0%
Net profit margin	27.4%	19.9%	7.5 percentage points

Revenue

For the year ended 31 December 2024, our total revenue amounted to RMB164.2 million, representing an increase of RMB12.9 million, or 8.5%, as compared to RMB151.3 million for the same period in 2023. The revenue generated from consumer genetic testing services and ancillary services and cancer screening services and ancillary services for the year ended 31 December 2024 amounted to RMB159.6 million and RMB4.6 million, respectively. The year-on-year increase in revenue was primarily due to the fact that the Company insisted on product innovation, continuously enriched its product matrix and optimized its product structure, while also built a diversified sales network by proactively expanding its sales channels, thereby driving steady revenue growth.

Gross Profit and Gross Profit Margin

For the year ended 31 December 2024, our consolidated gross profit amounted to RMB119.3 million, representing a year-on-year increase of 35.2% as compared to RMB88.3 million for the same period in 2023, of which RMB116.5 million and RMB2.8 million of gross profit were attributable to consumer genetic testing services and ancillary services and cancer screening services and ancillary services, respectively. The year-on-year increase in gross profit was driven by our continuous enrichment of product matrix, optimization of product structure and our ability to effectively control costs.

Business Review and Outlook

For the year ended 31 December 2024, our consolidated gross profit margin was 72.7%, representing a year-on-year increase of 14.3 percentage points as compared to 58.4% for the same period in 2023. For the year ended 31 December 2024, the gross profit margin for our consumer genetic testing services and ancillary services was 73.0%, representing a year-on-year increase of 20.1 percentage points as compared to 52.9% for the same period in 2023, driven by the optimization of our product and service portfolio and our ability to effectively control costs. The gross profit margin for our cancer screening services and ancillary services was 61.1%, representing a year-on-year decrease of 11 percentage points as compared to 72.1% for the same period in 2023, primarily attributable to our phased adjustment of marketing strategy, while costs such as labor costs and rent being relatively fixed.

Net Profit and Net Profit Margin

For the year ended 31 December 2024, we recorded a net profit of RMB45.0 million and a net profit margin of 27.4%, as compared to a net profit of RMB30.0 million and a net profit margin of 19.9% for the same period in 2023. In 2024, our net profit increased by 50.0%, and our net profit margin increased by 7.5 percentage points year-on-year, primarily due to the fact that the Company implemented a more proactive marketing strategy, accelerated the expansion of sales channels, enriched its product matrix and continuously optimized its product structure, resulting in a significant increase in consolidated gross profit margin and net profit during the Reporting Period.

Prospects and Outlook

Further exploiting the consumer genetic testing market in China

According to Frost & Sullivan, the penetration of the consumer genetic testing market in China is expected to grow from 0.8% to 11.6% from 2020 to 2030. During this process, more standards regarding the consumer genetic testing industry will be established and the prevention and treatment guidelines or expert consensus for common diseases will be formed gradually. We believe that it is critical to expedite the establishment of industry standards.

We will strengthen our partnerships with industry leaders to establish industry standards through cooperation with key opinion leaders. This includes organizing academic meetings, collaborating with experts in scientific research, and conducting retrospective data analysis, etc. We will also strengthen our efforts to accelerate the education of medical institutions and increase market penetration more quickly by popularizing industry standards.

Meanwhile, in order to continuously consolidate our leading position in the consumer genetic testing market, we constantly upgrade and launch new products to meet the huge domestic consumer genetic market demand.

Further exploiting the cancer screening test market in China

The current market is basically aware of cancer screening. In particular, in the field of digestive tract tumors, blood methylation screening for intestinal cancer has gradually and widely reached consumers and has achieved good response. We will further strengthen the automation level of production to reduce the production cost and accelerate the R&D and application of blood methylation products for digestive tract tumors to improve the sensitivity and specificity of screening. This is to make the blood methylation screening for intestinal cancer have better socio-economic value.

We will continue diversifying our cancer screening product categories and product lines, such as innovative screening products for esophageal cancer, endometrial cancer, and bladder cancer, building a one-stop early cancer screening product matrix covering multiple cancer types and technological pathways. In the future, the Company will closely follow clinical needs and technological development trends, continuously increase R&D investment, promote the implementation of more cost-effective early cancer screening products, help achieve the public health goal of early detection, early diagnosis, and early treatment of cancer, and contribute to improving the health of the nation.

Expanding our R&D strength and enriching our product matrix

We will vigorously expand our R&D strength. In line with our R&D efforts, we plan to recruit more professionals to strengthen our internal R&D team and supplement our internal R&D strength by collaborating with renowned domestic and international academic and medical institutions.

We will continue to develop more screening products that have both social significance and economic value and meet our customers' demand for convenient testing.

Our self-developed fecal occult blood intestinal cancer screening and transferrin screening products have been granted the Registration Certificate for Medical Device and have achieved mass production.

Making selective geographic expansion and acquisition opportunities

We plan to build a manufacturing laboratory to enhance geographic coverage, improve reporting cycles and reduce operating costs. We will optimize the production process, adopt a new production system for the new laboratory, and substantially shorten the product reporting time, to further improve customer experience.

We also plan to make prudent investments to complement our internal growth. We plan to acquire product candidates with significant market potential or technological frontiers when appropriate to complement our existing product portfolio and create synergies with our R&D, manufacturing and channel systems.

Management Discussion and Analysis

R&D Investment

We have a strong in-house R&D team, which has extensive experience in the genetic testing industry. Approximately 65% of our R&D team members possess a master degree or above in relevant fields from institutions such as the Chinese Academy of Sciences, China Agricultural University and New York University. During the Reporting Period, our R&D investment amounted to RMB19.2 million, representing a year-on-year decrease of 14.3%. For the year ended 31 December 2024, we had 114 multi-dimensional commercialized testing solutions for consumer genetic testing and cancer screening, 94 of which were comprised of our self-developed services. Three invention patents, one utility model patent and two design patents had been granted to us. In addition, we registered 50 software copyrights and 60 trademarks. We have also been recognized for our innovation, including recognition as a National High-tech Enterprise, Zhongguancun High-tech Enterprise, Beijing Enterprise Technology Center, Beijing “Specialization, Expertise, Distinction, Innovation” small and medium-sized enterprise, and Beijing Natural Science Foundation Trust Unit, and were awarded the Davos Entrepreneur Innovation Award.

Sales Network

Our sales network has covered more than 340 cities in China. As a leading company in consumer genetic testing and cancer screening in China, we have been recognized by top hospitals, physicians and key opinion leaders. We have also cooperated with top experts from Class III Grade A Hospitals to jointly provide consumers with online follow-up visits, interactive consultation, and regular monitoring.

Setting Foot in IVD Reagents Field

For the year ended 31 December 2024, our ApoE gene testing kits have obtained the registration inspection report and completed clinical trials, and have been submitted to the NMPA for registration acceptance. It is expected to obtain the registration certificate by 2025.

Our folate metabolic capacity assessment testing kits have also obtained the registration inspection report and completed clinical trials, and have been submitted to the NMPA for registration acceptance. It is expected to obtain the registration certificate by 2025.

For our colorectal cancer screening kits and gastric cancer screening kits, we are conducting multi-center clinical validation with three hospitals in different regions of China and using no less than 1,500 samples to determine the suitability of the selected biomarkers. We have tested thousands of samples, and with the biometric analysis and machine learning algorithms, we have screened markers with favorable sensitivity and specificity.

We have completed the reagent formulation for our BRCA1/BRCA2 gene mutation testing kits and initially established a database containing tens of thousands of mutation loci.

In addition, we developed colloidal gold-based fecal occult blood testing kits and transferrin testing kits to detect gastrointestinal bleeding for the auxiliary diagnosis of colorectal and gastric cancers. As of 31 December 2024, we have obtained the product registration certificates for our fecal occult blood testing kits and transferrin testing kits approved by the Shanghai Medical Products Administration and have achieved mass production.

We have developed cfDNA extraction and sulfide kits to extract cell-free DNA from plasma for use in tumor screening, and have also developed oral swab samples to non-invasively collect exfoliated cells of the oral mucosa, thereby enabling a convenient, non-invasive and low-cost way of collecting samples, which can improve the accessibility and popularity of genetic testing and are suitable for home self-testing for various groups including children, young and middle-aged people and the elderly. For such products, we have obtained the filing certificates and achieved mass production as of 31 December 2024.

Financial Review

The table below sets forth our consolidated statements of profit or loss and other comprehensive income for the periods indicated, together with the changes from the year ended 31 December 2023 to the corresponding period in 2024, presented as a percentage:

	For the year ended 31 December		
	2024	2023	Year-on-year change
	RMB'000	RMB'000	
Revenue	164,226	151,300	8.5%
Cost of sales	(44,878)	(63,004)	(28.8%)
Gross profit	119,348	88,296	35.2%
Other income	6,800	11,975	(43.2%)
Other gains, net	1,061	1,009	5.2%
Selling and distribution expenses	(36,600)	(30,706)	19.2%
Research costs	(19,169)	(22,376)	(14.3%)
Administrative expenses	(22,861)	(22,127)	3.3%
Reversal of impairment of financial assets, net	7,294	11,579	(37.0%)
Other expenses	(521)	(349)	49.3%
Finance costs	(1,719)	(1,122)	53.2%
Profit before tax	53,633	36,179	48.2%
Income tax expenses	(8,588)	(6,141)	39.8%
Profit for the year	45,045	30,038	50.0%

Management Discussion and Analysis

Revenue

We organize our principal business into two segments, namely consumer genetic testing services and ancillary services and cancer screening services and ancillary services.

The table below sets forth our revenue by operating segment for the periods indicated (presented in figures and as a percentage of total revenue).

	For the year ended 31 December			
	2024		2023	
	RMB'000	%	RMB'000	%
Consumer genetic testing services and ancillary services	159,594	97.2%	108,381	71.6%
Cancer screening services and ancillary services	4,632	2.8%	42,919	28.4%
Total	164,226	100%	151,300	100.0%

- Consumer genetic testing services and ancillary services. For the year ended 31 December 2024, our revenue from consumer genetic testing services and ancillary services amounted to RMB159.6 million, representing a year-on-year increase of 47.3% as compared to RMB108.4 million for the same period in 2023, which was due to the fact that the Company insisted on product innovation, continuously enriched its product matrix and optimized its product structure, while also built a diversified sales network by proactively expanding its sales channels, thereby driving steady revenue growth.
- Cancer screening services and ancillary services. For the year ended 31 December 2024, our revenue from cancer screening services and ancillary services amounted to RMB4.6 million, representing a year-on-year decrease of 89.2% as compared to RMB42.9 million for the same period in 2023, which was due to the Company's phased adjustment of marketing strategy and product structure, resulting in a decrease in revenue from cancer screening services and ancillary services during the Reporting Period.

Cost of Sales

Our cost of sales consists primarily of labor costs and business operation and other costs. Business operation and other costs include the costs of raw materials, testing services, depreciation and amortization, printing and delivery, clusters, rent, property utilities, etc. The table below sets forth a breakdown of cost of sales by nature for the periods indicated (presented in figures and as a percentage of cost of sales).

	For the year ended 31 December			
	2024		2023	
	RMB'000	%	RMB'000	%
Labor costs	10,380	23.1%	11,169	17.7%
Business operation and other costs	34,498	76.9%	51,835	82.3%
Total	44,878	100.0%	63,004	100.0%

Our cost of sales decreased by 28.8% from RMB63.0 million for the year ended 31 December 2023 to RMB44.9 million for the corresponding period in 2024. The decrease was primarily attributable to our effective costs control and optimization of product structure.

Gross Profit and Gross Profit Margin

For the years ended 31 December 2023 and 2024, our gross profit amounted to RMB88.3 million and RMB119.3 million, respectively. For the same periods, our gross profit margin was 58.4% and 72.7%, respectively. The table below sets forth a breakdown of gross profit and gross profit margin by operating segment for the periods indicated (presented in figures and as a percentage of total gross profit).

Management Discussion and Analysis

	For the year ended 31 December			
	2024		2023	
	Segmental gross profit RMB'000	%	Segmental gross profit RMB'000	%
Consumer genetic testing services and ancillary services	116,519	97.6%	57,344	64.9%
Cancer screening services and ancillary services	2,829	2.4%	30,952	35.1%
Total	119,348	100%	88,296	100.0%

	For the year ended 31 December	
	2024	2023
	Segmental gross profit margin	Segmental gross profit margin
Consumer genetic testing services and ancillary services	73.0%	52.9%
Cancer screening services and ancillary services	61.1%	72.1%
Total	72.7%	58.4%

Our gross profit from consumer genetic testing services and ancillary services increased from RMB57.3 million for the year ended 31 December 2023 to RMB116.5 million for the same period in 2024, and our gross profit margin from such services increased from 52.9% for the year ended 31 December 2023 to 73.0% for the corresponding period in 2024. The increase was primarily attributable to the Company's active exploration of sales scenarios and channels, expansion of diversified sales channels, continuous enrichment of product matrix, optimization of product structure and our ability to effectively control costs.

Our gross profit from cancer screening services and ancillary services decreased from RMB31.0 million for the year ended 31 December 2023 to RMB2.8 million for the corresponding period in 2024. The decrease was attributable to our phased adjustment of marketing strategy, while costs such as labor costs and rent being relatively fixed.

Other Income and Other Gains, Net

Our other income decreased from RMB12.0 million for the year ended 31 December 2023 to RMB6.8 million for the same period in 2024. The decrease was primarily attributable to the decrease in government grants.

Our other gains, net remained stable at RMB1.0 million and RMB1.1 million for the years ended 31 December 2023 and 2024, respectively.

Selling and Distribution Expenses

Our selling and distribution expenses increased from RMB30.7 million for the year ended 31 December 2023 to RMB36.6 million for the corresponding period in 2024, primarily attributable to the Company's active exploration of sales scenarios and channels and expansion of diversified sales channels, resulting in the increase in product promotion expenses.

Research Costs

Our research costs decreased from RMB22.4 million for the year ended 31 December 2023 to RMB19.2 million for the corresponding period in 2024, primarily attributable to the reduction in the cost of raw materials directly used in research activities.

Administrative Expenses

Our administrative expenses amounted to RMB22.1 million and RMB22.9 million for the years ended 31 December 2023 and 31 December 2024, respectively.

Reversal of Impairment of Financial Assets, Net

We had reversal of impairment losses on financial assets of RMB11.6 million for the year ended 31 December 2023, and RMB7.3 million for the year ended 31 December 2024, primarily attributable to the Company's continuous active efforts in collecting trade receivables during the Reporting Period.

Other Expenses

Our other expenses increased from RMB0.3 million for the year ended 31 December 2023 to RMB0.5 million for the same period in 2024.

Finance Costs

Our finance costs increased from RMB1.1 million for the year ended 31 December 2023 to RMB1.7 million for the same period in 2024. The increase was primarily attributable to the increase in interest in bank borrowings arising from full-year interest incurred in year 2024, as the bank borrowings commenced in September 2023.

Income Tax Expenses

Our income tax expenses increased from RMB6.1 million for the year ended 31 December 2023 to RMB8.6 million for the same period in 2024. The increase was primarily attributable to the increase in profit before tax during the Reporting Period.

Profit for the Year

As a result of the above, during the Reporting Period, we recorded an increase in profit for the year from RMB30.0 million for the year ended 31 December 2023 to RMB45.0 million for the same period in 2024.

Management Discussion and Analysis

Liquidity and Capital Resources

We have maintained a comprehensive treasury policy, detailing specific functions and internal control measures for capital use. These functions and measures include but are not limited to procedures of capital management and liquidity management.

We manage and maintain our liquidity through the use of internally generated cash flows from operations and proceeds from the Company's initial public offering on the Stock Exchange on 22 June 2022. We regularly review our major funding positions to ensure that we have adequate financial resources in meeting our financial obligations.

	For the year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Net cash generated from operating activities	57,151	163,684
Net cash generated from/(used in) in investing activities	6,629	(33,754)
Net cash used in financing activities	(91,849)	(12,911)
Net (decrease)/increase in cash and cash equivalents	(28,069)	117,019
Cash and cash equivalents at the beginning of the year	518,289	399,831
Effect of foreign exchange rate changes, net	40	1,439
Cash and cash equivalents at the end of the year	490,260	518,289

Cash and Cash Equivalents

During the Reporting Period, our net cash flows generated from operating activities was RMB57.2 million, primarily attributable to the profit generated by the Group during the Reporting Year.

During the Reporting Period, our net cash flows generated from investing activities was RMB6.6 million, primarily attributable to the investment income from financial assets at fair value through profit or loss.

During the Reporting Period, our net cash flows used in financing activities was RMB91.8 million, primarily attributable to the repurchase of shares by the Company.

As a result of the above, our cash and cash equivalents, which were mainly held in RMB, decreased by 5.4% from RMB518.3 million as of 31 December 2023 to RMB490.3 million as of 31 December 2024.

Indebtedness

As of 31 December 2023 and 31 December 2024, we had outstanding aggregate unpaid contractual lease payments (present value of lease payments for the remainder of relevant lease terms) of RMB25.9 million and RMB13.7 million respectively.

As of 31 December 2024, the Company had outstanding bank loans of RMB20.7 million (2023: RMB22.6 million). Among which, RMB2.0 million will mature within one year and RMB18.7 million will mature after one year.

Save as disclosed in the paragraph headed “Pledge of Group Assets” below and note 23 to the consolidated financial statements, we did not have any other outstanding loans, capital issued or agreed to be issued, debt securities or debentures issued or to be issued and outstanding, mortgages, charges, bank overdrafts, unutilised banking facilities or other similar indebtedness, liabilities under acceptances or acceptance credits, hire purchase commitments, other contingent liabilities or guarantees, borrowing requirements and committed borrowing facilities and capital and financial instruments used as of 31 December 2024.

Our Directors have also confirmed that, save for the above, as of 31 December 2024, there was no material change in the Company’s indebtedness since 31 December 2023.

Gearing Ratio

The gearing ratio (calculated by debts, mainly bank borrowings and lease liabilities, divided by total assets) of the Group as at 31 December 2024 was 4.7%, representing a decrease of 1.4 percentage points as compared to 6.1% as at 31 December 2023.

Foreign Exchange Risk

We have transactional currency exposures. Certain of our demand deposits, bank balances and proceeds are denominated in foreign currency which are exposed to foreign currency risk. We currently do not have a foreign currency hedging policy. However, our management monitors foreign exchange exposure and will consider appropriate hedging measures in the future should the need arise.

Key Financial Ratios

	For the year ended 31 December	
	2024	2023
Gross profit margin ⁽¹⁾	72.7%	58.4%
Net profit margin ⁽²⁾	27.4%	19.9%
Current ratio ⁽³⁾	6.9	6.1

Notes:

- (1) Gross profit margin equals gross profit divided by revenue for the year.
- (2) Net profit margin equals net profit divided by revenue for the year.
- (3) Current ratio equals current assets divided by current liabilities as of the end of the year.

Management Discussion and Analysis

Capital Expenditures

Our principal capital expenditures relate primarily to the purchase of equipment and the establishment of an automatic laboratory. The table below sets forth our capital expenditures for the periods indicated.

	For the year ended 31 December	
	2024	2023
	RMB'000	RMB'000
Purchases of property, plant and equipment	761	35,857
Purchases of other intangible assets	14	240
Total	775	36,097

Contingent Liabilities

As of 31 December 2024, we had no material contingent liabilities.

Significant Investments and Future Plans for Material Investments or Capital Assets

As of 31 December 2024, we did not hold any significant investment.

In addition, save for the expansion plans as disclosed in the two sections headed "Business" and "Future Plans and Use of Proceeds" in the Prospectus, we have no future plans for material investments or capital assets.

Material Acquisitions and Disposals

For the year ended 31 December 2024, we did not make any material acquisitions or disposals of subsidiaries, associates and joint ventures.

Pledge of Group Assets

As of 31 December 2024, we pledged certain property, plant and equipment in an amount of approximately RMB33.2 million (2023: RMB34.7 million) to secure bank loans.

Final Dividend

The Board has resolved not to declare a final dividend for the year ended 31 December 2024.

Employees

As of 31 December 2024, we had 209 employees, most of whom were based in Beijing. We conduct new staff training regularly to guide new employees and help them adapt to the new working environment. In addition, we provide online and in-person formal and comprehensive company-level and department-level training to our employees quarterly in addition to on-the-job training. We also encourage our employees to attend external seminars and workshops to enrich their technical knowledge and develop competencies and skills. We also provide training and development programs and external training sessions to our employees from time to time to improve their technical skills and ensure their awareness and compliance with our various policies and procedures.

The compensation of our employees is determined with reference to market conditions and the performance, qualifications and experience of individual employees. We offer competitive compensation packages, including salaries, discretionary bonuses and benefit plans, to retain employees based on the performance of us and individual employees.

RSU Scheme

The Company adopted the RSU Scheme on 19 November 2021. On 29 December 2022, the Company granted a total of 27,272,000 RSUs to certain eligible participants of the Company under the RSU Scheme, the principal terms of which are set out in the section headed "Appendix IV – Statutory and General Information – D. Restricted Share Unit Scheme" of the Prospectus and the announcement of the Company dated 29 December 2022. For details, please see the section headed "Directors' Report – RSU Scheme".

Other Material Events

Suspension of trading on the Stock Exchange

Trading in the Shares of the Company on The Stock Exchange of Hong Kong Limited has been suspended with effect from 9:00 a.m. on 1 April 2025 and will remain suspended until the fulfillment of the resumption guidance as specified by the Stock Exchange.

Resumption guidance

On 23 May 2025, the Company received a letter from the Stock Exchange setting out the guidance for the resumption of trading in the Shares of the Company on the Stock Exchange. The latest resumption guidance (the "**Resumption Guidance**") as of the date of this report is as follows:

- (i) conduct an appropriate independent forensic investigation into the audit issues, assess the impact on the Company's business operation and financial position, announce the findings and take appropriate remedial actions;
- (ii) demonstrate that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group's management and/or any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence;
- (iii) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to meet its obligations under the Listing Rules;

Management Discussion and Analysis

- (iv) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (v) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules; and
- (vi) inform the market of all material information for the Company's Shareholders and other investors to appraise its position.

For details regarding the Resumption Guidance, please refer to the announcement of the Company dated 30 May 2025.

Progress of fulfillment of the Resumption Guidance

For quarterly updates on the status of resumption and the Company's resumption plan in fulfilling the Resumption Guidance, please refer to the announcements of the Company dated 30 June 2025, 30 September 2025 and 31 December 2025.

Appointment of new auditor

The Company has removed Ernst & Young as its auditor and appointed Crowe (HK) CPA Limited as its new auditor with effect from 21 July 2025 until the next annual general meeting of the Company. For details regarding the appointment of new auditor, please refer to the announcements of the Company dated 5 May 2025, 30 June 2025 and 21 July 2025.

Independent forensic investigation

In accordance with the requirements set out in the Resumption Guidance, the Investigation Committee has engaged an independent investigation company to conduct an independent forensic investigation into the audit issues. For the key findings of the investigation report, the opinions of the Investigation Committee and the Board, the recommendations and the status of completion, please refer to the announcement of the Company dated 10 November 2025.

Internal control review

In accordance with the requirements set out in the Resumption Guidance, the Company has engaged an external independent adviser to conduct a review on the Group's internal control systems and procedures and a subsequent review on the remedial measures implemented by the Company. For the key findings of the internal control review, the opinions of the Investigation Committee and the Board, the corrective recommendations and the implementation of remedial actions, please refer to the announcement of the Company dated 12 January 2026.

Material Events After the Reporting Period

Save for the matters disclosed herein, as of the date of this report, there were no material events after 31 December 2024 that might have a material impact on our operations and financial results.

Company Information

The Company was incorporated in the Cayman Islands on 22 April 2021 as an exempted company with limited liability, and its shares were listed on the Main Board of the Stock Exchange on 22 June 2022.

Use of Proceeds from the Global Offering

The Company was listed on the Main Board of the Hong Kong Stock Exchange on 22 June 2022. The new shares were issued at HK\$18 per share and a total of 11,961,800 ordinary Shares were offered with a total nominal value of HK\$215.3 million. The net proceeds raised during the Global Offering (net of underwriting commissions and other expenses paid and payable by the Company in connection with the Global Offering) amounted to approximately HK\$153.4 million. Since the Listing Date and up to 31 December 2024, there has been no change in the proposed use of the net proceeds previously disclosed in the Prospectus.

The table below sets forth the use of net proceeds from the Global Offering:

Intended use of proceeds	Percentage of intended use of proceeds	Intended use of net proceeds from the Global Offering	Actual amount used as at 31 December 2024	Unutilized net proceeds as at 31 December 2024	Schedule of unutilized balances
	%	HK\$ million	HK\$ million	HK\$ million	
Sales and Marketing	30	46.0	46.0	0	By 30 June 2025
Research and Development	25	38.4	38.2	0.2	By 30 June 2025
Testing Capability and Capacity	20	30.7	20.0	10.7	By 30 June 2025
Investment and Acquisitions	15	23.0	–	23.0	By 30 June 2025
Working Capital and Other Purposes	10	15.3	15.3	0	By 30 June 2025
Total	100	153.4	119.5	33.9	

Note:

1) The figures in the table are approximate figures.

To the extent that the net proceeds from the Global Offering are not immediately applied for the above purposes and to the extent permitted by the relevant law and regulations, we intend to deposit the net proceeds only into short-term deposits with licensed financial institutions in Hong Kong or the PRC. We will make an appropriate announcement if there is any change to the above proposed use of proceeds or if any amount of the proceeds will be used for general corporate purpose.

The utilisation of proceeds was in accordance with the planned applications. The unutilised portion of the proceeds will be applied in a manner consistent with the above planned applications.

Rounding

Certain amounts and percentage figures included in this report have been subject to rounding adjustments. Any discrepancies in any table between totals and sums of amounts listed therein are due to rounding.

Directors and Senior Management

Directors

Executive Directors

Dr. Yu Rong (俞榕), aged 53, is an executive Director of the Company, one of our founders and one of our Controlling Shareholders. Dr. Yu joined our Group on 5 January 2016 as a director of Mega Genomics Beijing and was appointed as an executive Director and honorary co-chairperson on 6 August 2021. He is responsible for the overall strategic and business planning of our Group.

Dr. Yu has 23 years' experience in business administration in the healthcare industry.

Dr. Yu founded Meinian OneHealth in 2004 and has served as its director since then.

Since March 1998, Dr. Yu served as the chairperson of Shanghai Tianyi Investment (Group) Co., Ltd. (上海天億實業控股集團有限公司). Since August 2006, Dr. Yu has served as an executive director of Shanghai Tianyi Asset Management Co., Ltd. (上海天億資產管理有限公司).

Since March 2010, Dr. Yu has served as a director of Shenzhen Rapoo Technology Co., Limited (深圳雷柏科技股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 002577).

Since February 2015, Dr. Yu has served as an executive director of Beijing Tianyi Hongfang Investment Management Co., Ltd. (北京天億弘方投資管理有限公司).

Since March 2015, Dr. Yu has served as an executive director of Shanghai Tianyi Hongfang Property Management Co., Ltd. (上海天億弘方物業管理有限公司).

Since January 2016, Dr. Yu has served as a director of Beijing Huamei Kangxun Information Technology Co., Ltd. (北京華媒康訊信息技術股份有限公司), the shares of which are listed on the National Equities Exchange and Quotations ("NEEQ") (stock code: 872612).

From November 2016 to July 2021, Dr. Yu served as a director of Beijing Trust & Far Technology Co., Ltd. (北京銀信長遠科技股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300231).

Dr. Yu was a member of the Health Promotion and Education Expert Steering Committee of the National Health and Family Planning Commission (國家衛生計生委健康促進與教育專家指導委員會) from May 2017 to December 2019.

Dr. Yu has been the deputy commissioner of The First Management Committee of Health Management Research and Training Special Fund of China Health Promotion Foundation (中國健康促進基金會健康管理研究與培訓專項基金第一屆管理委員會) since January 2019 and the president of the Health Examination Branch of China Association of Non-public Medical Institutions (中國非公立醫療機構協會健康體檢分會) since October 2019.

Since October 2022, Dr. Yu has been an independent non-executive director of Cheerwin Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6601).

Dr. Yu obtained his bachelor's degree in electronic engineering from Shanghai Jiao Tong University (上海交通大學) in the PRC in July 1993 and his master's degree in finance from Shanghai University of Finance and Economics (上海財經大學) in the PRC in August 1999.

Dr. Yu further earned his Ph.D. in basic theory of traditional Chinese Medicine from China Academy of Chinese Medical Sciences (中國中醫科學院) in the PRC in July 2013 and his executive master's degree in business administration (EMBA) from China Europe International Business School (中歐國際工商學院) in the PRC in September 2009.

Ms. Lin Lin (林琳), aged 49, is an executive Director of the Company, the Chairperson of the Board and the chairperson of the Nomination Committee. Ms. Lin started to oversee Mega Genomics Beijing since January 2018 and officially joined our Group in 11 December 2020 when she was officially appointed as a director of Mega Genomics Beijing from December 2020. Ms. Lin manages the day-to-day business and makes management decisions according to the instructions of Dr. Yu during her service at Mega Genomics Beijing.

In March 2021, she was elected as the joint chairperson of Mega Genomics Beijing. Ms. Lin was appointed as a Director on 22 April 2021 and was re-designated as an executive Director and appointed as the Chairperson on 6 August 2021. She is responsible for our Group's overall strategic planning and investor relations and leads our Group's overall operation and management.

Ms. Lin has approximately 23 years of extensive experience in the fields of life and health and corporate operation. From June 2007 to December 2012, Ms. Lin served as the general manager of Harbin Meinianda Health Examination Station Co., Ltd. (哈爾濱美年大健康體檢站有限責任公司), where she was mainly responsible for the daily affairs management and overall operation.

Since January 2013, Ms. Lin has served as a senior vice president and the chief operating officer of Meinian OneHealth. She is mainly responsible for the overall development strategy and daily management and operation of Meinian OneHealth and significantly contributed to the operational and market performance of Meinian OneHealth. Ms. Lin has a unique forward-looking international vision and excellent operation and management experience.

Ms. Lin obtained her master's degree in business management from Peking University (北京大學) in the PRC in January 2017.

Mr. Huang Yufeng (黃宇峰), aged 43, was an executive Director of the Company during the Reporting Period and one of our founders. Mr. Huang joined our Group on 5 January 2017 as the chief marketing officer of Mega Genomics Beijing and was appointed as a director and the chief executive officer of Mega Genomics Beijing on 11 December 2020 and 18 March 2021, respectively. He was appointed as an executive Director on 6 August 2021. He is responsible for the Group's overall marketing strategic planning and sustainable business development. Mr. Huang has approximately 17 years' experience in business administration in the healthcare industry.

From July 2008 to December 2013, Mr. Huang served in various positions at Bayer Pharmaceutical Co., Ltd. (拜耳醫藥有限公司).

From January 2014 to December 2016, Mr. Huang served as the vice general manager of Beijing Joy Orient Translational Medicine Research Center Co., Ltd. (北京德易東方轉化醫學研究中心) where he was responsible for sales and marketing operations.

Directors and Senior Management

Since 5 January 2017, Mr. Huang has served as the chief marketing officer of Mega Genomics Beijing. Since December 2020 to 16 January 2024, Mr. Huang served as a director of Mega Genomics Beijing. Since 18 March 2021 to 16 January 2024, Mr. Huang served as the chief executive officer of Mega Genomics Beijing. Since 29 March 2021, Mr. Huang has served as a legal representative, manager, and executive director of Tianjin Mega Health Technology Co., Ltd. (天津美因健康科技有限公司). From 6 April 2021 to 28 September 2023, Mr. Huang has served as a supervisor of Beijing Mega Medical Devices Co., Ltd. (北京美因醫療器械有限公司). Since 24 June 2021, Mr. Huang has served as a legal representative and executive director of Shanghai Yingce Biotechnology Co., Ltd. (上海熒測生物科技有限公司).

Mr. Huang obtained his master's degree in microbiology from Sichuan University (四川大學) in the PRC in June 2006.

On 17 January 2024, the role of Mr. Huang as an executive Director and the chief executive officer of the Company was terminated with immediate effect pursuant to Article 105(b) of the second amended and restated memorandum and articles of association of the Company (the "**Articles**") by a notice signed by not less than three-fourths of the Company's directors.

Ms. Jiang Jing (姜晶), aged 45, is an executive Director of the Company. Ms. Jiang joined our Group in November 2020 as the chief financial officer of Mega Genomics Beijing. She was appointed as an executive Director on 6 August 2021. She is responsible for our Group's overall financial strategic planning and investor relations activities. From 17 January 2024, during the vacancy of chief executive officer, Ms. Jiang has assumed the responsibilities of chief executive officer.

Ms. Jiang has approximately 22 years' experience in financial management. From November 2003 to June 2012, Ms. Jiang served as the senior manager in the accounting department of Zhongrui Yuehua Accounting Firm (中瑞岳華會計師事務所). From July 2012 to May 2013, Ms. Jiang served as the senior manager of financial reporting department of Li Ning (China) Sporting Goods Co., Ltd. (李寧(中國)體育用品有限公司). From May 2013 to January 2018, Ms. Jiang served the financial director of Beijing Xinwu Liebo E-Commerce Co., Ltd. (北京心物裂帛電子商務股份有限公司). From January 2018 to November 2020, Ms. Jiang served as the financial director of Beijing New Match Point Sports Investment Co., Ltd. (北京新賽點體育投資股份有限公司), the shares of which are listed on the NEEQ (stock code: 834425).

Ms. Jiang obtained her master's degree in business administration from Yangtze University (長江大學) in the PRC in June 2019.

Non-executive Director

Ms. Guo Meiling (郭美玲), aged 56, is a non-executive Director of the Company, member of the Audit Committee, member of Remuneration Committee and one of our Controlling Shareholders. Ms. Guo joined our Group on 18 March 2021 as a director of Mega Genomics Beijing and was appointed as a non-executive Director and honorary co-chairperson of the Company on 6 August 2021. She is responsible for the overall strategic and business planning of our Group.

Ms. Guo has approximately 23 years of business administration experience. Ms. Guo is the founder of Beijing Shiji Changhe Technology Co., Ltd. (世紀長河科技集團有限公司), and she has served as the director and general manager of the company since October 2002.

Since October 2015, she has served as the vice chairperson of Meinian OneHealth.

She served as the chairperson of Shenyang Dajiankang Management Co., Ltd. (瀋陽美年健康科技健康管理有限公司) since January 2008.

She served as a director of Beijing Joy Indra Hospital Management Ltd. (北京歡樂英卓醫院管理有限公司) since 12 February 2015.

She has served as a chairperson of Shanghai Kanglin Renhe Home Health Care Products Co., Ltd. (上海康林仁和家庭醫療保健用品有限公司) from August 2014 to July 2019.

Since 6 December 2017, Ms. Guo has served as a vice chairperson of Beijing YS Health Technology Co., Ltd. (北京宜生健康科技有限公司).

Since 6 March 2020, Ms. Guo has served as a director of Shanghai Haier Medical Technology Co., Ltd. (上海海爾醫療科技有限公司).

Ms. Guo received her master's degree in business administration from Nanyang Technological University in Singapore in July 2014.

Independent Non-executive Directors

Dr. Zhang Ying (張影), aged 46, joined our Group on 6 August 2021 as an independent non-executive Director. He is also the chairperson of the Remuneration Committee and a member of the Nomination Committee and the Audit Committee of the Company. Dr. Zhang is responsible for supervising and providing independent judgment to our Board.

Dr. Zhang has approximately 16 years' research experience in business management. He is currently a professor of market strategy and behavioral sciences and the associate dean of Peking University Guanghua School of Management, the director of Peking University Management Case Research Center, and the director of Peking University Chicago Center.

Since May 2019, Dr. Zhang has been a director of Dashang Co., Ltd. (大商股份有限公司, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600694)), a department store retail service provider integrating department store chains, supermarket chains and electrical appliances chains. In 2022, Dr. Zhang resigned as a director of Dashang Co., Ltd. (大商股份有限公司).

Directors and Senior Management

Dr. Zhang has served as an independent director of Chongqing Changan Automobile Company Limited (重慶長安汽車股份有限公司) (whose shares are listed on the Shenzhen Stock Exchange (stock code: 000625)) since June 2022, and an independent director of China Film Co., Ltd. (中國電影股份有限公司) (whose shares are listed on the Shanghai Stock Exchange (stock code: 600977)) since October 2022.

Dr. Zhang obtained his master's degree in management from University of Cambridge in the United Kingdom in July 2002. Dr. Zhang further earned his Ph.D. degree from the Graduate School of Business of University of Chicago in the United States in July 2007.

Mr. Jia Qingfeng (賈慶豐), aged 47, joined our Group on 6 August 2021 as an independent non-executive Director. He is also the chairperson of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. He is responsible for supervising and providing independent judgment to our Board.

Mr. Jia has approximately 16 years' experience in financial administration and risk control. From September 2008 to April 2017, Mr. Jia served as the chief financial officer and vice general manager of Beijing Kylin Culture Co., Ltd. (北京麒麟網文化股份有限公司), where he was responsible for the construction, development, and operation of the company's financial system, investment and financing, and overseeing all financial matters of the company. In discharging his duties as the chief financial officer, he reviewed and monitored all financial reporting matters including but not limited to its quarterly, interim and annual information, statements and reports during that period until April 2017, to ensure the full, complete and accurate financial disclosure pursuant to the accounting standards and other legal requirements relating thereto. The shares of Beijing Kylin Culture Co., Ltd. (北京麒麟網文化股份有限公司) were listed on NEEQ from 15 December 2015 to 25 October 2017.

From November 2017 to June 2018, Mr. Jia served as the vice president of COL Digital Publishing Group Co., Ltd. (中文在線數字出版集團股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300364), where he was responsible for the construction, development, and operation of the group's financial and strategic systems. Later from June 2018 to December 2019, Mr. Jia was promoted as the chief financial officer and vice general manager of COL Digital Publishing Group Co., Ltd., during which period he was responsible for formulating major financial decisions and overseeing all financial matters of the company. Specifically, he was responsible for, among other things, reviewing and monitoring the financial reporting matters including its quarterly, interim and annual information, statements and reports to ensure the full, complete and accurate financial disclosure pursuant to the accounting standards and other legal requirements relating thereto.

From June 2018 to December 2019, Mr. Jia also served as a director in Shanghai Chenzhike Information Technology Co., Ltd. (上海晨之科信息技術有限公司) and Crazy Maple Studio, Inc.

From January 2020 to May 2024, Mr. Jia served as the general manager of Beijing Fenghua Management Consulting Co., Ltd. (北京豐華管理諮詢有限公司), a company principally providing financial consultancy services to technology companies, where he was responsible for reviewing financial statements and budgets, formulating financial plans and overseeing all financial matters of the company. Since 20 May 2024, Mr. Jia has served as the chief financial officer and deputy general manager of SSC Holding Company Ltd. (雲海鏈控股股份有限公司), a company dedicated to the R&D, application and innovation of core blockchain technologies, where he is fully responsible for the planning, formulation and implementation of financial strategy, as well as the investment and financing, internal control and risk management of the company.

Mr. Jia obtained his bachelor's degree in accounting from Beijing Jiao Tong University (北京交通大學) in the PRC in July 2004, and his executive master's degree in business administration (EMBA) from Peking University in the PRC on 28 June 2019. He holds the qualification to practice securities and funds in China granted by the Securities Association of China, the qualification of board secretary granted by both Shenzhen Stock Exchange and Shanghai Stock Exchange and the qualification of M&A dealer granted by China M&A Association in 2016. Based on his extensive practical experience in accounting and finance, Mr. Jia has appropriate professional qualifications or accounting or related financial management expertise pursuant to Rule 3.10(2) of the Listing Rules.

Dr. Xie Dan (謝丹), aged 44, joined our Group on 6 August 2021 as an independent non-executive Director. He is responsible for supervising and providing independent judgment to our Board.

Dr. Xie has approximately 13 years' research experience in the healthcare industry. From September 2011 to March 2015, he was engaged in post-doctoral research at Stanford University, School of Medicine. He has been a researcher and doctoral supervisor of the State Key Laboratory of Biotherapy in Sichuan University (四川大學) since July 2015. From September 2020, he has served as the director of Laboratory of Omics Technology and Bioinformatics, Frontier Science Center of Molecular Networks of Diseases in Sichuan University.

Dr. Xie's research areas are as follows: (1) bioinformatics, high-throughput histology technology, multi-omics data analysis; (2) development of high-throughput, high-resolution single-cell multi-omics composite sequencing technology; (3) single-cell sequencing technology to study molecular mechanisms of tumorigenesis, development and drug resistance; (4) non-invasive liquid biopsy diagnostic technology development and translation; and (5) tri-generation sequencing technology development and application.

Dr. Xie obtained his bachelor's degree in science from the University of Science and Technology of China (中國科學技術大學) and his master's degree in engineering from the University of Science and Technology of China in July 2006. Dr. Xie further earned his Ph.D. in bioengineering from the University of Illinois at Urbana-Champaign in the United States in August 2011.

Directors and Senior Management

Senior Management

Mr. Huang Yufeng (黃宇峰), please refer to the paragraphs headed “Executive Directors” in this section for details.

Ms. Jiang Jing (姜晶), please refer to the paragraphs headed “Executive Directors” in this section for details.

Dr. Yi Xiang (易翔), aged 44, joined our Group on 22 July 2019 as the head of research and development of Mega Genomics Beijing and is responsible for our Group’s product strategy, technology research and development and regulatory review and approval. Dr. Yi has approximately 16 years of experience in the healthcare industry, especially in gene testing services and products in relation to molecular diagnosis.

Prior to joining our Group, from September 2008 to July 2017, Dr. Yi worked as a department manager of molecular diagnosis research and development department of Biosino Bio-Technology and Science Incorporation (中生北控生物科技股份有限公司), the shares of which are listed on the Stock Exchange (stock code: 8247).

From August 2017 to May 2019, Dr. Yi worked as a head of research and development of kits in instrument and reagent department of Beijing Sacred Valley Tongchuang Technology Development Co., Ltd. (北京聖谷同創科技發展有限公司), a company engaged in developing individualized gene testing for disease prediction and treatment.

Dr. Yi obtained his doctor’s degree in biochemistry and molecular biology from the Institute of Biophysics, Chinese Academy of Sciences (中國科學院生物物理研究所) in July 2008. He was admitted as a member of the first session of Genetic Testing Branch of China Medical Equipment Association (中國醫學裝備協會基因檢測分會) in September 2020.

Dr. An Xia (安霞), aged 42, joined our Group on 19 December 2017 as the head of operation of Mega Genomics Beijing and is responsible for the operation and overall planning and management of our Group’s operation platform. Dr. An has approximately 12 years of experience in the production department of various corporations.

Prior to joining our Group, Dr. An worked as the head of transgenesis department of Beijing Jinguanfeng Biotechnology Co., Ltd. (北京金冠豐生物技術有限公司) from June 2013 to March 2016.

From March 2016 to December 2017, Dr. An worked as the manager of molecular marker department of China Golden Marker (Beijing) Biotech Co., Ltd. (中玉金標記(北京)生物技術股份有限公司), where she was responsible for the operation and management of the high throughput laboratory.

Dr. An obtained her doctor’s degree in plant nutrition from China Agricultural University (中國農業大學) in the PRC in July 2013.

Mr. Li Cong (李琮), aged 41, joined our Group on 1 August 2017 as the head of information technology and is responsible for the strategic development and management of technology platform and IT operations. Mr. Li has approximately 17 years of experience in software engineering.

Prior to joining our Group, from December 2006 to January 2011, Mr. Li worked as a software engineer of VancelInfo Technologies Inc. (文思創新軟件技術有限公司), a senior software engineer of Beyondsoft (Beijing) Co., Ltd. (博彥信息科技(北京)有限公司) (formerly known as Dazhan Information Technology (Beijing) Co., Ltd (大展信息科技(北京)有限公司)) and a senior software engineer of GEONG Business Networks Limited (北京新智互連雲技術有限公司) (formerly known as Beijing Xinrui Interactive Business Network Co., Ltd (北京新銳互動商業網絡有限公司)).

From February 2011 to July 2017, Mr. Li served as the department manager of Office Depot Network Technology Ltd. (歐迪辦公網絡技術有限公司).

Mr. Li obtained his master's degree in software engineering from Beijing University of Aeronautics and Astronautics (北京航空航天大学) in the PRC in June 2019.

Corporate Governance Report

The Board is pleased to update the Shareholders on the corporate governance of the Company for the year ended 31 December 2024.

Corporate Governance Culture

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures, uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of its business, to ensure that its affairs are conducted in accordance with applicable laws and regulations and to enhance the transparency and accountability of the Board to all Shareholders.

Corporate governance is the process by which the Board instructs the management of the Group on how to run the business to ensure that objectives are met. The Board is committed to maintaining and establishing sound corporate governance practices, so as to:

- deliver satisfactory and sustainable returns to Shareholders;
- safeguard the interests of those who have business dealings with our Company;
- understand and appropriately manage overall business risks;
- provide high quality products and services to the satisfaction of our customers; and
- maintain high ethical business standards.

Corporate Governance Practices

The Board is committed to maintaining good standards of corporate governance.

The Board considers that good corporate governance standards are key to providing a framework for the Company to protect the interests of Shareholders, enhance corporate value, formulate business strategies and policies, and enhance transparency and accountability.

The Company has adopted the code provisions of the CG Code as set out in Appendix C1 to the Listing Rules as the basis of the Company's corporate governance practices.

In the opinion of the Directors, the Company has complied with all applicable code provisions as set out in the CG Code throughout the year ended 31 December 2024.

Model Code for Securities Transactions

The Company has adopted the Model Code as the code of conduct for Directors of the Company in securities transactions.

After making specific enquiries to all Directors, the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2024.

The Company has also established written guidelines no less exacting than the Model Code for securities transactions by employees who, by reason of their duties or employment, may have access to inside information about the Company or its securities (the “**Written Guidelines for Employees**”). To the best of the Company’s knowledge, there has been no breach of the Written Guidelines for Employees by employees.

The Board

The Company is led by an effective Board, which is responsible for its leadership and control and is collectively responsible for promoting the success of the Company by directing and supervising the affairs of the Company. The Directors objectively make decisions that are in the best interests of the Company.

The Board has a balance of skills, experience and diversity of perspectives suited to the business requirements of the Company and regularly reviews the contributions required of the Directors to perform their responsibilities with the Company and whether the Directors have spent sufficient time making contributions commensurate with their roles and Board responsibilities. The Board has a balanced composition of executive and non-executive Directors (including independent non-executive Directors) so that the Board has a strong element of independence and is able to exercise independent judgment effectively.

Board Composition

The Board currently consists of seven Directors, including three executive Directors, one non-executive Director and three independent non-executive Directors.

Executive Directors

Dr. Yu Rong

Ms. Lin Lin (*Chairperson*)

Ms. Jiang Jing ^(Note 1)

Mr. Huang Yufeng (*Chief Executive Officer*) ^(Note 2)

Non-executive Director

Ms. Guo Meiling

Independent Non-executive Directors

Dr. Zhang Ying

Mr. Jia Qingfeng

Dr. Xie Dan

Note 1: Ms. Jiang Jing acted as the Chief Executive Officer during the position being held vacant since 17 January 2024.

Note 2: Mr. Huang Yufeng ceased to act as a Director and Chief Executive Officer with effect from 17 January 2024.

Corporate Governance Report

The biographies of Directors are set out under the section headed “Directors and Senior Management” of this annual report. The relationships among the Directors are disclosed in the biographical details of each Director under the section headed “Directors and Senior Management” of this annual report. Save as disclosed above, there is no relationship (including financial, business, family or other material/relevant relationship) among members of the Board, in particular between the Chairperson and the Chief Executive Officer.

Attendance Records of Directors

During the year ended 31 December 2024, the Company held six Board meetings, two meetings of the Audit Committee, one meeting of the Remuneration Committee and one meeting of the Nomination Committee, as well as two annual general meetings.

The following table sets out the attendance records of each of the Board meetings, Board committee meetings and general meetings of the Company held during the year ended 31 December 2024:

Name of Directors	Attendance/Number of Meetings				
	The Board	Audit Committee	Remuneration Committee	Nomination Committee	2024 Annual General Meeting
Executive Directors					
Dr. Yu Rong	9/9	N/A	N/A	N/A	0/1
Ms. Lin Lin	9/9	N/A	N/A	1/1	1/1
Ms. Jiang Jing	9/9	N/A	N/A	N/A	1/1
Mr. Huang Yufeng ^(Note)	2/2	N/A	N/A	N/A	0/1
Non-executive Director					
Ms. Guo Meiling	9/9	2/2	1/1	N/A	1/1
Independent Non-executive Directors					
Dr. Zhang Ying	9/9	2/2	1/1	1/1	1/1
Mr. Jia Qingfeng	9/9	2/2	1/1	1/1	1/1
Dr. Xie Dan	9/9	N/A	N/A	N/A	0/1

Note: Ceased to act as a Director with effect from 17 January 2024

The Company shall hold at least four regular Board meetings per year and a majority of the Directors shall actively participate in person or through electronic communication. The Company will fully comply with code provision C.5.1 of the CG Code and will convene at least four Board meetings annually at approximately quarterly intervals.

In addition to the regular Board meetings, the chairperson also held one meeting with the independent non-executive Directors without the presence of other Directors during the current year.

Responsibilities, Accountabilities and Contributions of the Board and the Management

The Board shall be responsible for the leadership and control of the Company; and shall be jointly responsible for directing and supervising the affairs of the Company.

The Board oversees the operational and financial performance of the Group and ensures the integrity of the internal control and risk management systems by setting strategies and overseeing their implementation, leading and guiding the management directly and indirectly through its committees.

All Directors, including non-executive Director and independent non-executive Directors, bring to the Board a wealth of valuable business experience, knowledge and expertise to enable the Board to operate efficiently and effectively. The independent non-executive Directors are responsible for ensuring a high level of regulatory reporting of the Company and act as a balance within the Board to exercise effective independent judgment on the actions and operations of the Company.

All Directors have full and timely access to all information relating to the Company and may, on request and where appropriate, seek independent professional advice at the Company's expense in the performance of their duties with the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all material matters of the Company, including policy matters, strategies and budgets, internal controls and risk management, major transactions (particularly those that may involve conflicts of interest), financial information, appointment of Directors and other important operational matters. The management is responsible for implementing Board decisions, directing and coordinating the day-to-day operations and management of the Company.

The Company has arranged appropriate liability insurance for Directors and the management in respect of any legal proceedings against them arising from the Company's activities and will review the coverage of such insurance annually.

Chairperson and Chief Executive Officer

The position of Chairperson is held by Ms. Lin Lin. Following the termination of Mr. Huang Yufeng's role as Chief Executive Officer on 17 January 2024, Ms. Jiang Jing, an executive Director, assumes the responsibilities of the Chief Executive Officer during the vacancy. The Chairperson provides leadership and is responsible for the effective operation and leadership of the Board. The Chief Executive Officer is primarily responsible for the overall business development and day-to-day management and operations of the Company.

Independent Non-executive Directors

During the year ended 31 December 2024, the Board at all time has been in compliance with the requirements of the Listing Rules in relation to the appointment of at least three independent non-executive Directors, the requirement that independent non-executive Directors must constitute one-third of the Board and that one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each of the independent non-executive Directors an annual written confirmation of their independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent.

Board Independence Assessment

The Company has developed an independence assessment mechanism for the Board which contains processes and procedures to ensure that the Board has a strong element of independence to enable the Board to exercise its independent judgment effectively and to better safeguard the interests of Shareholders.

The assessment aims to enhance the effectiveness of the Board, maximize its advantages, and identify areas for improvement or further development. The assessment process also clarifies the actions the Company needs to take to maintain and improve the performance of the Board, for example, by addressing the individual training and development needs of each Director.

Under the Board Independence Assessment mechanism, the Board conducts an annual review of its independence. The Board Independence Assessment Report will be presented to the Board and the Board will collectively discuss the results and action plans for improvement where appropriate.

For the year ended 31 December 2024, the independence assessment was completed by all Directors using separate questionnaires. The Board was presented with a report on the Board Independence Assessment and the results were satisfactory.

For the year ended 31 December 2024, the Board reviewed the implementation and effectiveness of the Board Independence Assessment mechanism and the results were satisfactory.

Mechanism of Board's Independent Views

The Board has implemented different approaches to ensure that the Board receives independent views and insights. The Board reviews the implementation and effectiveness of such mechanism annually. The Board considers that such mechanism has been effectively and properly implemented.

The mechanism is disclosed as follows:

- (i) **Composition.** The Board is committed to ensuring that at least three independent non-executive Directors are appointed and at least one-third of the members are independent non-executive Directors (or such higher minimum number as may from time to time be required by the Listing Rules) and that at least one of the independent non-executive Directors has appropriate professional qualifications, or accounting or related financial management expertise. The Company will also appoint independent non-executive Directors to join the Board committees as required by the Listing Rules and where practicable, to ensure that the Board has an independent perspective.

- (ii) Independence assessment. The Nomination Committee, in nominating and appointing independent non-executive Directors, will strictly adhere to the Director Nomination Policy of the Company and the independence assessment criteria for nominating and appointing independent non-executive Directors as set out in the Listing Rules, and is authorised to assess the independence of independent non-executive Directors annually to ensure their continued exercise of independent judgement.
- (iii) Board decisions. Our Directors, including our independent non-executive Directors, may, upon reasonable request, seek independent professional advice at our Company's expenses to assist in the performance of their duties. The Board should ensure that the independent non-executive Directors are provided with independent advice and adequate input to enable them to discharge their duties. If a substantial Shareholder or a Director is deemed to have material conflict of interests in the matter to be considered by the Board, the matter shall be dealt with in a Board meeting. A Director who is materially interested in a contract, transaction or arrangement shall not vote on any resolution of the Board approving such contract, transaction or arrangement nor shall such Director be counted in the quorum of the meeting.
- (iv) The Board assesses the time commitment of each independent non-executive Director and their attendance at the meetings of the Board and the Board committees and ensures that each independent non-executive Director is spending sufficient time on the Board to discharge his/her duties as a Director of the Company.
- (v) Review of the implementation of this mechanism. The Board (or a committee delegated by the Board) shall review the implementation and effectiveness of this mechanism annually. Save as disclosed in this annual report, there is no other financial, business, family or other material/relevant relationships existing among the Directors.

Appointment and Re-election of Directors

The non-executive Directors of the Company (including independent non-executive Directors) are appointed for specific terms of three years, renewable upon the expiry of their current terms.

All Directors are subject to retirement by rotation and re-election at the annual general meeting. Pursuant to Article 108 of the Company's Articles of Association, at each annual general meeting, one-third of the Directors in office (or, if the number of Directors is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Articles of Association of the Company also provide that all Directors appointed to fill a casual vacancy or as an addition to the Board shall hold office until the first annual general meeting after their appointment. A retiring Director is eligible for re-election.

Continuing Professional Development of Directors

Directors are expected to keep abreast of regulatory developments and changes, to perform their duties effectively and to ensure that their contributions to the Board remain informed and relevant.

All Directors have received formal and comprehensive training courses covering a wide range of topics including but not limited to the responsibilities and obligations of Directors under the Listing Rules and relevant statutory requirements, corporate governance and the ongoing responsibilities of a listed company.

Corporate Governance Report

For each newly appointed Director, the Company will arrange a comprehensive, formal and tailored induction session for his/her appointment to ensure that he/she has a proper understanding of the business and operations of the Company and his/her duties as a Director of a listed company under the relevant acts, laws, regulations and rules. Such orientation training shall be supplemented by visits to the Company's major plants and meetings with the Company's senior management.

Directors shall participate in appropriate continuing professional development to develop and refresh their knowledge and skills. In due course, the Company will arrange briefings for Directors within the Company and distribute readings on the subject to Directors. The Company encourages all Directors to attend relevant training courses at the Company's expenses.

For the year ended 31 December 2024, the relevant readings include compliance manuals/legal and regulatory updates/seminar handouts, which have been made available to the Directors for reference and study.

The Directors' training record for the year ended 31 December 2024 is summarized as follows:

Directors	Attending training sessions, including but not limited to briefings, seminars, conferences and workshops
Executive Directors	
Dr. Yu Rong	✓
Ms. Lin Lin	✓
Ms. Jiang Jing	✓
Mr. Huang Yufeng ^(Note)	✓
Non-Executive Director	
Ms. Guo Meiling	✓
Independent Non-Executive Directors	
Dr. Zhang Ying	✓
Mr. Jia Qingfeng	✓
Dr. Xie Dan	✓

Note: Ceased to act as a Director with effect from 17 January 2024

Board Committees

The Board has established three committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, to oversee specific aspects of the Company's affairs. All the Board Committees of the Company are established in accordance with specific written terms of reference which clearly set out their authorities and responsibilities. The terms of reference of the Audit Committee, the Remuneration Committee and the Nomination Committee are set out on the Company's website and the website of the Stock Exchange and are available for inspection by Shareholders upon request.

Audit Committee

The Audit Committee comprises three members, including two independent non-executive Directors, namely Mr. Jia Qingfeng and Dr. Zhang Ying, and one non-executive Director, namely Ms. Guo Meiling. Mr. Jia Qingfeng is the chairperson of the Audit Committee.

The terms of reference of the Audit Committee are no less exacting than those set out in the CG Code. The primary duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, the effectiveness of the internal audit function, the scope and appointment of the external auditor and to review the Company's arrangements for employees of the Company to raise concerns about possible improprieties in the Group's financial reporting, internal control or other matters.

For the year ended 31 December 2024, the Audit Committee met twice to review the annual financial results and report in respect of the year ended 31 December 2023 and the interim financial results and report in respect of the six months ended 30 June 2024, respectively, as well as significant matters relating to financial reporting, operational and compliance controls, risk management and internal control systems, the effectiveness of the internal audit function, the appointment of the external auditor and the commencement of non-audit services and to review the related scope of work and connected transactions and arrangements to enable employees to raise concerns about possible irregularities.

The Audit Committee also met once with the external auditors in the absence of the executive Directors.

Remuneration Committee

The Remuneration Committee comprises three members, including two independent non-executive Directors, namely Dr. Zhang Ying and Mr. Jia Qingfeng, and one non-executive Director, namely Ms. Guo Meiling. Dr. Zhang Ying is the chairperson of the Remuneration Committee.

The terms of reference of the Remuneration Committee are no less exacting than those set out in the CG Code. The principal functions of the Remuneration Committee are to determine and review and make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, the policy and structure of remuneration for all Directors and senior management, and to establish a transparent procedure and structure for developing such remuneration policy to ensure that no Director or any of his/her associates will be involved in deciding his/her own remuneration, assessing the performance of executive Directors, approving the terms of executive Directors' service contracts, reviewing and/or approving issues in relation to share schemes under Chapter 17 of the Listing Rules.

For the year ended 31 December 2024, the Remuneration Committee met once to consider the policy for the remuneration of Directors and senior management.

Corporate Governance Report

For the year ended 31 December 2024, for the remuneration of senior management (excluding executive Directors, whose biographical details are set out under the section headed “Directors and Senior Management” of this annual report), please refer to the section headed “Employee Benefits”.

The Company’s remuneration policy is designed to ensure that the remuneration offered to employees, including Directors and senior management, is based on skills, knowledge, responsibility and involvement in the Company’s affairs.

The remuneration packages of the executive Directors are also determined with reference to the performance and profitability of the Company, prevailing market conditions and the performance or contribution of each executive Director. The remuneration of the executive Directors comprises basic salary, pension and discretionary bonus. Executive Directors are entitled to the restricted share units granted under the Company’s RSU Scheme.

The remuneration policy for non-executive Directors and independent non-executive Directors is designed to ensure that non-executive Directors and independent non-executive Directors are adequately remunerated for their efforts and time spent on the Company’s affairs, including their participation in Board committees. Non-executive Directors are entitled to the granted restricted share units under the Company’s RSU Scheme. The remuneration of independent non-executive Directors consists mainly of Directors’ remuneration, which is determined by the Board with reference to their responsibilities.

Each Director and senior management has no role in determining his/her own remuneration.

Nomination Committee

The Nomination Committee comprises three members, including one executive Director, namely Ms. Lin Lin, and two independent non-executive Directors, namely Dr. Zhang Ying and Mr. Jia Qingfeng. Ms. Lin Lin is the chairperson of the Nomination Committee.

The terms of reference of the Nomination Committee are no less exacting than those set out in the CG Code.

The major duties of the Nomination Committee include reviewing the composition of the Board, establishing and formulating procedures relating to the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, reviewing the Board Diversity Policy and Director Nomination Policy, and assessing the independence of independent non-executive Directors.

In evaluating the composition of the Board, the Nomination Committee will consider all aspects and factors relating to Board diversity as set out in the Company’s Board Diversity Policy. The Nomination Committee will discuss and agree on measurable goals for achieving Board diversity, as necessary, and recommend such goals to the Board for adoption.

In identifying and screening suitable candidates for Directors, the Nomination Committee will consider the relevant candidate criteria set out in the Director Nomination Policy, if applicable, as necessary to complement corporate strategy and achieve Board diversity before recommending candidates to the Board.

For the year ended 31 December 2024, the Nomination Committee met once to review the structure, size and composition of the Board and the independence of the independent non-executive Directors. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

Board Diversity Policy

The Board Diversity Policy adopted by the Company sets out ways to achieve Board diversity and is available on the Company’s website. The Company understands and recognizes the benefits of Board diversity and believes that increased Board diversity is an important element in maintaining the Company’s competitive advantage.

In accordance with the Board Diversity Policy, the Nomination Committee regularly reviews the structure, size and composition of the Board and, where appropriate, makes recommendations for changes to the Board to complement the Company’s corporate strategy and to ensure that the Board maintains a balanced and diverse image. For the purpose of reviewing and evaluating the composition of the Board, the Nomination Committee is committed to achieving diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and geographical and industry experience.

The Company aims to maintain an appropriate balance of diversity perspectives in relation to the growth of the Company’s business and is committed to ensuring that recruitment and selection practices at all levels (from under the Board level) are structured so that a diverse pool of candidates is available for consideration.

An analysis of the current composition of the Board against measurable objectives is set out below:

Gender	Age Group
Male: 4 Directors Female: 3 Directors	41-50: 5 Directors 51-60: 2 Directors
Designation	Educational Background
Executive Directors: 3 Directors Non-executive Director: 1 Director Independent Non-executive Directors: 3 Directors	Business Administration: 4 Directors Accounting and Finance: 2 Directors Other: 1 Director
Nationality	Business Experience
Chinese: 7 Directors	Accounting and Finance: 2 Directors With experience related to the Company’s business: 5 Directors

The Nomination Committee and the Board considered that the current composition of the Board is sufficiently diverse.

The Nomination Committee will review the Board Diversity Policy in a timely manner to ensure its effectiveness.

Corporate Governance Report

Gender Diversity

The Company values gender diversity at all levels of the Group. The following table shows the gender ratio of the Group's workforce (including the Board and the senior management) as at the date of this annual report:

	Female	Male
Board	42.9%	57.1%
Senior management	30.0%	70.0%
Other employees	60.0%	40.0%
Total number of employees	58.5%	41.5%

The Board will review the quantifiable goals related to the composition of the Board in accordance with the Board Diversity Policy, and consider setting quantifiable goals to implement the Board Diversity Policy and review such goals from time to time to ensure their appropriateness and determine the progress in achieving such goals. To implement the Board Diversity Policy, the Board has adopted a quantifiable goal, i.e. having at least two female Board members at any given time. For the year ended 31 December 2024, the Board had three female members. As such, the Board considered that the current gender diversity of the Board has met the goal set by the Company.

The Board will use its best endeavours to actively identify women who are qualified to become members of our Board, taking into account the business needs of our Company and the changes from time to time which may affect the business plans of our Company. The Company will continue to ensure gender diversity when recruiting staff at the mid to senior level so that there will be different gender of senior management and potential successors to the Board as and when appropriate to ensure gender diversity of the Board. The Company will continue to attach importance to the training of talents of different genders and provide long-term development opportunities for employees of different genders.

Details of the Group's gender ratio and related data are set out in the Environmental, Social and Governance Report on pages 75 to 76 of this annual report. For the year ended 31 December 2024, the Nomination Committee considered the gender diversity policy of the Board to be effective.

Director Nomination Policy

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted the Director Nomination Policy which sets out the selection criteria and nomination procedures relating to the nomination and appointment of Directors of the Company and the Board's succession planning considerations with the aim of ensuring that the Board has a balance of skills, experience and diversity of viewpoints appropriate to the Company and to ensure the continuity of the Board and the maintenance of its appropriate leadership.

The nomination process set out in the Director Nomination Policy is as follows:

Appointment of New Director

- (i) The Nomination Committee or the Board may select candidates for Directors through a variety of channels, including but not limited to internal promotion, reassignment, recommendation by other members of the management and external recruitment agents.
- (ii) Upon receipt of a proposal for the appointment of a new Director and the candidate's biographical information (or relevant details), the Nomination Committee or the Board shall evaluate the candidate against the above criteria to determine whether the candidate is qualified to serve as a Director.
- (iii) If the process involves one or several prospective candidates, the Nomination Committee or the Board shall review (if applicable) and prioritize them based on the needs of the Company and the testimony of each candidate.
- (iv) The Nomination Committee shall then make a recommendation to the Board, as applicable, regarding the appointment of a suitable person to serve as a Director.
- (v) With respect to any person nominated by a Shareholder for election as a Director at a general meeting of the Company, the Nomination Committee or the Board shall evaluate the candidate in accordance with the above criteria to determine whether the candidate is qualified to serve as a Director.

If appropriate, the Nomination Committee or the Board shall make a recommendation to the Shareholders regarding the proposal for election of Directors at the general meeting.

Re-election of Director at General Meeting

- (i) The Nomination Committee or the Board shall review the overall contribution and service of the retiring Directors to the Company, as well as the degree of participation and performance on the Board.
- (ii) The Nomination Committee or the Board shall also review and determine whether the retiring Directors still meet the criteria set out above.
- (iii) The Nomination Committee or the Board shall then make a recommendation to the Shareholders regarding the proposal for re-election of Directors at the general meeting.

If the Board intends to propose a resolution for the election or re-election of a candidate as a Director at a general meeting, the circular or explanatory letter to Shareholders accompanying the notice of the general meeting will disclose information about the candidate as required by the Listing Rules or applicable laws and regulations.

Corporate Governance Report

The Director Nomination Policy contains criteria for assessing the suitability and potential contribution to the Board of the proposed candidate, including but not limited to the following:

- character and integrity;
- qualifications, including professional qualifications, skills, knowledge and experience relevant to the Company's business and corporate strategy;
- diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- the requirements of independent non-executive Directors on the Board and the independence of the proposed independent non-executive Directors in compliance with the Listing Rules; and
- the commitment of available time and related benefits for the purpose of performing their duties as members of the Board or a committee of the Board of the Company.

During the year ended 31 December 2024, the number of executive Directors of the Company was reduced by one. Apart from this, there were no other changes.

The Nomination Committee will review the Director Nomination Policy in a timely manner to ensure its effectiveness.

Corporate Governance Functions

The Board is responsible for performing the functions as set out in code provision A.2.1 of the CG Code.

During the current year, the Board reviewed the Company's corporate governance policies and practices, the trainings and continuing professional development of Directors and senior management, the Company's policies and practices in respect of compliance with legal and regulatory requirements, compliance with the Model Code and the Written Guidelines for Employees and the Company's compliance with the CG Code as disclosed in this Corporate Governance Report.

Risk Management and Internal Control

The Board is responsible for the risk management and internal control systems and reviews their effectiveness. Such systems are used to manage, rather than eliminate, the risk of failure to achieve business objectives and provide only reasonable assurance, rather than absolute assurance, that no material misstatement or loss has occurred.

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems.

The Audit Committee assists the Board in leading the management and overseeing the design, implementation and monitoring of its risk management and internal control systems.

The Company has developed and adopted various risk management procedures and guidelines and has delegated certain authority for implementation by key business procedures and office functions including project management, sales and leasing, financial reporting, human resources and information technology.

All segments/divisions conduct regular internal control assessments to identify risks that may affect the Group's business and key operational and financial processes, regulatory compliance and information security. Each segment/division conducts annual self-assessment to confirm proper compliance with control policies.

The management, in coordination with the segment/division heads, assesses the probability of risk, provides response plans and monitors the risk management process and reports all results and the effectiveness of the system to the Audit Committee and the Board.

The management has confirmed to the Board and the Audit Committee the effectiveness of the risk management and internal control systems for the year ended 31 December 2024. During the Reporting Period, the Board has reviewed the effectiveness of the Group's risk management and internal control systems and ensured that the resources, staff qualifications and experience, as well as the training courses and relevant budgets received by the staff in the aspects of accounting, internal audit, financial reporting and environmental, social and governance performance and reporting were sufficient. The Company continued to improve the standardized and systematic internal control system, covering financial monitoring, operational monitoring, compliance monitoring and risk management functions.

Our objectives for information system management are to identify, assess, monitor and control information technology risks by establishing an effective mechanism to operate our business in a safe, continuous, stable and compliant environment.

We have implemented a financial reporting system, consisting of policies and procedures for: (i) bottom-up financial reporting: in the ordinary course of business, the financial personnel shall report to the manager of the financial department and the chief financial officer level by level. Any new business the accounting treatment methods for which has not been stipulated shall be reported to the chief financial officer in a timely manner; (ii) top-down inquiries: the audit personnel at the group level can request financial information from any member of the Group as work requires and ask questions about the information provided; and (iii) assignment of responsibilities: relevant financial personnel perform document verification, review and bookkeeping in the accounting system according to their duties and authorities. With these policies and procedures, we aim to ensure that the information reported and disclosed in the financial report is true, complete, accurate and timely.

We value the importance of our internal audit, as it is essential to our stable operation and sustainable development. The objectives of our internal audit are to monitor the implementation of applicable laws and regulations and our internal policies, procedures and standard operational procedures, to control our risk exposure at an acceptable level and to improve our business operations. We have implemented an independent and vertical organizational system for our internal audit. We set up an Audit Committee under the Board to organize and guide our internal audit work.

The Company has engaged an external professional firm to provide an internal audit function and to conduct an independent review of the adequacy and effectiveness of the risk management and internal control systems. The critical issues relating to accounting practices and all material controls are reviewed and their findings and recommendations for improvement are made to the Audit Committee.

Corporate Governance Report

The Board, as supported by the Audit Committee as well as the management report, conducted annual review of the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended 31 December 2024, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and staff qualifications, experiences and relevant resources.

The Company has a whistle-blowing policy that allows employees of the Company and others who deal with the Company to raise their concerns about any possible improprieties regarding the Company to the Audit Committee on a confidential and anonymous basis.

The Company also has an anti-corruption policy to prevent corruption and bribery within the Company. The Company has an internal reporting channel for employees of the Company to report any suspected corruption or bribery. Employees can also report anonymously to the internal anti-corruption department, which is responsible for investigating the reported incidents and taking appropriate measures. The Company continues to carry out anti-corruption activities, cultivates a culture of integrity and actively organizes anti-corruption trainings and inspections to ensure the effectiveness of its anti-corruption efforts.

The Company has formulated its disclosure policy to provide general guidelines to the Directors, senior management and relevant employees of the Company in handling confidential information, monitoring disclosure and responding to inquiries. The Company has implemented control procedures to ensure that unauthorized access to and use of inside information is strictly prohibited.

Responsibilities of the Directors for the Financial Statements

The Directors are aware that they are responsible for the preparation of the financial statements with the support of the accounting and finance team.

The Directors have prepared the financial statements in accordance with HKFRS. In addition to adopting the revised standards, amendments to standards and interpretations, the Company has also consistently used and applied appropriate accounting policies.

The financial statements of the Company have been prepared on a going concern basis and, in the opinion of the Directors, give a true and fair view of the financial position, results and cash flows of the Group for the year ended 31 December 2024, and the other financial information and disclosures in the report are in compliance with relevant legal requirements.

A statement by the Company's external auditors regarding their reporting responsibilities on the financial statements is included in the Independent Auditor's Report in this annual report.

Auditors' Remuneration

Crowe (HK) CPA Limited has been appointed as the Company's auditor. The fees in relation to the audit services provided by Crowe (HK) CPA Limited to the Group amounted to approximately RMB1.2 million for the year ended 31 December 2024, and the fees in relation to the audit services provided by Ernst & Young, the former auditor, amounted to approximately RMB0.9 million for the year ended 31 December 2024. Apart from that, there were no non-audit services provided during the year.

Company Secretary

Ms. Ng Wai Kam resigned as a joint company secretary of the Company with effect from 28 June 2024.

Following the resignation of Ms. Ng Wai Kam, Mr. Ng Ka Chi ("Mr. Ng"), a partner of DeHeng Law Offices (Hong Kong) LLP (an external service provider), will act as the sole company secretary of the Company with effect from 28 June 2024.

All Directors have access to the advice and services of the company secretary in respect of corporate governance, Board practices and matters.

Ms. Jiang Jing, an executive Director, has been designated as the primary contact person of the Company to cooperate and communicate with Mr. Ng on corporate governance, secretarial and administrative matters of the Company.

During the year ended 31 December 2024, Mr. Ng Ka Chi has received not less than 15 hours of relevant professional training pursuant to Rule 3.29 of the Listing Rules.

Shareholders' Rights

Convening of extraordinary general meetings

Pursuant to Article 64 of the Articles of Association of the Company, the Board may convene an extraordinary general meeting at such time as it thinks fit.

An extraordinary general meeting may also be convened on the requisition of one or more Shareholders holding, at the date of the requisition, not less than one-tenth of the voting rights of the share capital of the Company (on the basis of one vote per share). Such requisition shall be made in writing to the Board or the secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting forward proposals at general meetings

There is no provision in the Articles of Association or the Companies Act of the Cayman Islands for the procedure for a resolution to be proposed by a member at a general meeting. Shareholders wishing to propose a resolution may request the Company to convene a general meeting to consider the matters specified in the request in accordance with the procedures set out in the paragraph above.

Putting forward enquiries to the Board

Shareholders may send any enquiries they may have to the Board in writing to the Company by post. The Company will not handle verbal or anonymous enquiries in general.

Corporate Governance Report

Contact Details

Shareholders may send such enquiries or the above requests to the following address:

Head office and principal place of business in the PRC:

401 Health Work, North Garden Road, Haidian District, Beijing, PRC

Principal place of business in Hong Kong:

28/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong

Email: ir@megagenomics.cn

For the avoidance of doubt, Shareholders shall submit and send the original of a duly signed written request, notice or statement or enquiry, as the case may be, marked "To the Board or the Company Secretary" with their full names, contact details and identities to the above address for reply by the Company. Shareholder information may be disclosed as required by law.

Communication with Shareholders and Investors

The Company believes that effective communication with Shareholders is particularly important in strengthening investor relations and enhancing investors' understanding of the Group's business performance and strategies. The Company is committed to maintaining continuous communication with its Shareholders, particularly at annual general meetings and other general meetings. The Directors will attend the forthcoming annual general meeting to meet with Shareholders and answer their questions.

To protect the interests of Shareholders, separate resolutions shall be proposed at general meetings for each substantially separate issue, including the election of individual Directors. In accordance with the Listing Rules, all resolutions proposed at general meetings will be voted on by poll and the poll results will be announced on the websites of the Company and the Stock Exchange after each general meeting.

Shareholders' Communication Policy

The Company has established a Shareholders' Communication Policy. The policy aims to facilitate effective communication with Shareholders and other stakeholders, encourage active participation of Shareholders in the affairs of the Company and enable Shareholders to exercise their rights as Shareholders effectively. The Board has reviewed the implementation and effectiveness of the Shareholders' Communication Policy and the results are satisfactory.

The Company has established various channels to maintain an ongoing dialogue with Shareholders as follows:

(a) Corporate communication

"Corporate Communication" (as defined in the Listing Rules) means any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to the following documents of the Company: (a) the Directors' Report, the Annual Accounts together with the Auditors' Report and the Summary Financial Report (where applicable); (b) the Interim Report and the Interim Summary Report (where applicable); (c) Notice of Meetings; (d) Listing Documents; (e) Circulars; and (f) Proxy Forms.

The corporate communications of the Company will be published on the website of the Stock Exchange (www.hkex.com.hk) in a timely manner in accordance with the requirements of the Listing Rules. The corporate communications will be made available to Shareholders and non-registered holders of securities of the Company in a timely manner in bilingual versions or, where permitted, in a single language, in accordance with the requirements of the Listing Rules. Shareholders and non-registered holders of securities of the Company have the right to choose the language (English or Chinese) or the means of receipt (printed form or electronic form) of the corporate communications.

(b) Publication of announcements and other documents under the Listing Rules

The Company is required to publish announcements (in relation to inside information, corporate actions and transactions, etc.) and other documents (such as the Memorandum and Articles of Association) on the website of the Stock Exchange in a timely manner in accordance with the Listing Rules.

(c) Company's website

Any information or documents published by the Company on the website of the Stock Exchange will also be published on the Company's website (www.megagenomics.cn). Additional corporate information relating to the Company's business development, objectives and strategies, corporate governance and risk management will also be published on the Company's website.

(d) General meeting

The annual general meeting and other general meetings of the Company are the principal forum for the Company to communicate with its Shareholders. The Company shall provide relevant information to its Shareholders on resolutions at general meetings in a timely manner as required by the Listing Rules. The information provided shall be reasonably necessary to enable the Shareholders to make an informed decision on the proposed resolutions.

Shareholders are encouraged to attend general meetings or, if they are unable to attend the meeting, they may appoint a proxy to attend and vote at the meeting on their behalf. Where appropriate or necessary, the chairperson of the Board and other Board members, the chairperson of Board committees or their representatives and the external auditors shall attend general meetings of the Company to answer Shareholders' questions, if any. The independent non-executive Directors shall also be available to answer questions at any general meeting to approve connected transactions or any other transactions subject to approval by the independent Shareholders.

(e) Shareholders' enquiries

Enquiries about shareholdings

Shareholders who wish to enquire about their holdings may contact us through the online shareholding enquiry service of the Company's Hong Kong share registrar, Tricor Investor Services Limited, at www.tricoris.com, or send email to is-enquiries@hk.tricorglobal.com, call its hotline 2980 1333, or come in person at the public counter on 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Corporate Governance Report

Enquiries about corporate governance or other matters to be put to the Board and the Company

The Company will not handle verbal or anonymous enquiries in general. Shareholders may send any enquiries to the Board by email at ir@megagenomics.cn or by mail to 401 Health Work, North Garden Road, Haidian District, Beijing, PRC.

(f) Broadcast

The Company provides broadcasts of the Company's interim and annual results presentations.

(g) Other investor relations communication platforms

The Company will organize investor/analyst briefings, (domestic and international) roadshows, media interviews, investor marketing activities and professional industry forums on an as-needed basis.

Dividend Policy

The Company does not have any pre-determined dividend payout ratio. Depending on the financial position of the Company and the Group and the conditions and factors set out in the Dividend Policy, dividends may be proposed and/or declared by the Board in a financial year and any final dividend for the financial year is subject to the Shareholders' approval. Such details are disclosed in the Company's annual report.

Amendments to Constitutional Documents

During the year, the Company did not make any changes to the Articles of Association. An up-to-date version of the Articles is also available on the websites of the Stock Exchange and the Company respectively. Shareholders may refer to the Articles for further details of their rights.

Environmental, Social and Governance Report

Notes to Report Preparation

This report is the third environmental, social and governance report (the “**ESG Report**”) issued by Mega Genomics Limited and its subsidiaries (“**Mega Genomics**”, the “**Group**”, “**we**” or “**us**”). The ESG Report outlines the principles and sustainability philosophy that underpin the Company’s corporate social responsibility and summarizes the Company’s relationships with key interested parties (or the “**stakeholders**”). The ESG Report aims to inform stakeholders of the Company’s environmental, social and governance policies, initiatives and performance beyond financial performance and business operations, and to communicate the vision and commitment to social responsibility.

Basis of Preparation

This report has been prepared in accordance with Appendix C2 – Environmental, Social and Governance Reporting Guide (the “**Guide**”) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the scope and content of this report are in compliance with the disclosure principles required by the Guide.

The Company has prepared the ESG Report based on the following four reporting principles:

Principles	Our Response
Materiality	The Company’s ESG management policy is designed around key areas that are considered to have a material impact on the Company. These key areas are presented in the section headed “Materiality Assessment” of the ESG Report.
Quantitative	Disclosures are made using measurable columns where applicable, and disclosures of key performance are accompanied by an explanation of the calculation methodology and the source of the conversion factors.
Balance	The environmental, social and governance report shall present the issuer’s performance in an unbiased manner, avoiding selections, omissions or presentation formats that might improperly influence the decisions or judgments of the report readers.
Consistency	The preparation and statistical methods, the measurement criteria, methodologies, assumptions and/or calculation tools of quantitative data, and the conversion factors used in this report remain the same as those used in previous years, and there are no changes that may affect the meaningful comparison with previous reports.

Period and Scope of Reporting

The reporting period of this report covers the period from 1 January 2024 to 31 December 2024 (the “**Reporting Period**”). The policies and data provided in this report cover all offices and laboratories of Mega Genomics for a comprehensive assessment of the Company’s environmental, social and governance performance during the year, with multi-dimensional data indicators taken into account.

Environmental, Social and Governance Report

Language of Reporting

This report is available in traditional Chinese and English versions. In case of ambiguity, the traditional Chinese version shall prevail.

Statement of the Board

Mega Genomics understands the importance of sustainability to business operations. The Board takes full responsibility for the Company's ESG strategy and reporting. As the top ESG governance body of the Company, the Board is responsible for formulating the Company's sustainability management guidelines, strategy and objectives, and establishing and maintaining the ESG risk (including ESG and climate-related risks) management and internal control system. The Board is also responsible for reviewing the annual ESG report and overseeing the reporting process. In 2022, the Company has established the Environmental, Social and Governance Committee (the "**ESG Committee**"), which is responsible for assisting the Board in conducting effective governance and oversight of ESG matters, formulating and reviewing ESG-related policies and management measures, and managing the ESG issues and related risks (including ESG and climate-related risks) of the Company. The ESG Committee has established an ESG Working Group, which is responsible for collecting data and preparing reports in relation to ESG, and reporting regularly to the ESG Committee.

We attach great importance to the potential impact of ESG-related risks and opportunities and have incorporated them into the Company's risk management system. The ESG Committee is responsible for overseeing the assessment of such risks and opportunities and ensuring that appropriate and effective ESG risk management and internal supervision systems are in place within the Company. As part of this ongoing oversight, the ESG Committee reports to the Board at least annually on the status of environmental, social and governance risks. This reporting mechanism ensures that climate risks, among others, are consistently considered and integrated into the Company's broader risk management strategy.

Last year, we have established the Company's sustainability strategy and goals for 2024 covering greenhouse gases, waste, energy and water usage. We will regularly review these goals to enhance the Company's environmental performance management. This year, we will summarize our achievements and set goals for the next year on this basis, striving to further maximize the Company's ESG management effectiveness.

We oversee the process by which key ESG issues are regularly evaluated and submitted to the ESG Committee for review. The ESG Committee assesses these issues and the Company's ESG goals, reporting its findings to the Board to support strategic oversight and management action. We are committed to continuously monitoring the progress of ESG goals and making necessary adjustments to ensure effective sustainability oversight and performance improvement. Furthermore, we will continue to optimize the Company's ESG governance framework, regularly review target progress, actively respond to stakeholder concerns, and strive to enhance our overall ESG governance standards.

This report discloses in detail the progress and results of the Company's ESG work in 2024. There are no false records, misleading statements or material omissions in this report. The Board takes full responsibility for the contents reported in this report. This report has been considered and approved at the Board meeting held on 30 January 2026.

1 About Mega Genomics

1.1 Company Profile

Mega Genomics is a leading genetic testing platform company in China with a focus on consumer genetic testing and cancer screening services and ancillary services. As of 31 December 2024, the Company has performed a total of more than 23 million genetic tests. According to Frost & Sullivan, we were the largest consumer genetic testing platform in China in terms of the cumulative number of tests administered as of 31 December 2021. We were also the largest genetic testing platform for cancer screening in China as measured by the number of tests administered in 2020.

The Company has launched dozens of tests covering a wide range of areas such as nutrition and metabolism, cancer risk assessment, chronic disease susceptibility, cancer screening and infectious disease diagnosis, which will meet the growing consumer demand for preventive medicine. With an advanced integrated technology platform system and market-leading process automation, the Company's high-throughput testing platform has a daily capacity of processing 50,000 samples, being the largest capacity in the industry. Meanwhile, the Company actively explores gene technology's potential application in health management, precision medicine and new drug development.

As of 31 December 2024, the Company worked with healthcare institutions in more than 340 cities in China. The Company's sales and marketing network enables us to provide genetic testing services to a large portion of the Chinese population. In addition, the Company works with a number of e-commerce and online healthcare platforms to expand and improve its sales and marketing network.

Mega Genomics is committed to unlocking the mysteries of genetics and protecting human health with advanced genetic testing technology and affordable genetic testing services.

1.2 Company Honors

Award Category	Award Level	Award Name	Awarded by	Date of Award
Industry general category	Provincial and municipal level	Zhongguancun High-tech Enterprise (中關村高新技術企業)	Zhongguancun Science Park Management Committee (中關村科技園區管理委員會)	July 2023
Industry general category	Provincial and municipal level	National High-tech Enterprise (國家高新技術企業)	Beijing Municipal Science and Technology Commission (北京市科學技術委員會)	November 2023
Industry general category	Provincial and municipal level	Beijing "Specialization, Expertise, Distinction, Innovation" small and medium-sized enterprise (北京市專精特新中小企業)	Beijing Municipal Bureau of Economy and Information Technology (北京市經濟和信息化局)	December 2023
Industry general category	Provincial and municipal level	Beijing Enterprise Technology Center (北京市企業技術中心)	Beijing Municipal Bureau of Economy and Information Technology (北京市經濟和信息化局)	December 2024

1.3 Sustainability Structure

Mega Genomics adheres to the sustainability strategy, continuously improves and strengthens the Company's ESG management capabilities, clarifies the responsibilities, functions and process mechanisms of relevant work, and strives to improve the quality and effectiveness of ESG work, so as to facilitate the scientific and orderly development of ESG work.

To continuously enhance the Board's professional capabilities in sustainability governance, the Company plans to arrange external expert lectures, webinars, and thematic training sessions for Board members. These initiatives aim to provide in-depth understanding of the latest sustainability regulatory requirements, climate-related risks and opportunities, and other related topics. This approach is designed to ensure the Board possesses sufficient expertise to effectively fulfill its oversight and decision-making responsibilities regarding sustainability strategy.

Role	Composition	Major scope of responsibilities
The Board	Members of the Board	<ul style="list-style-type: none"> ➤ To formulate and oversee ESG management guidelines, strategy and goals; ➤ To review the materiality assessment and prioritization of ESG matters; ➤ To oversee management in enhancing risk management and provide forward-looking guidance for identifying and addressing significant risks (including ESG and climate-related risks); ➤ To consider and approve the content of the annual ESG report.
ESG Committee	Senior management personnel in different functions	<ul style="list-style-type: none"> ➤ To formulate and review ESG-related strategies and management approaches; ➤ To monitor ESG issues and related risks (including climate-related risks and opportunities); ➤ To regularly communicate with other committees to ensure that the relevant committees are up to date on the ESG matters affecting the Company; ➤ To regularly communicate with the ESG Working Group to coordinate ESG-related work; ➤ To review and evaluate material ESG issues; ➤ To regularly approve and review goals and key initiatives.
ESG Working Group	Lower-level personnel in different functional departments	<ul style="list-style-type: none"> ➤ To formulate and implement ESG-related policies and procedures; ➤ To monitor and track progress and initiatives of established goals; ➤ To collect ESG-related data and prepare reports; ➤ To provide feedback to the ESG Committee.



1.4 Communication with Stakeholders

Mega Genomics regards the expectations of stakeholders as an important consideration in ESG governance and is committed to establishing a harmonious cooperative relationship and communication mechanism with stakeholders. The Company has conducted in-depth analysis on our business characteristics and clearly identifies the stakeholders that have an impact on our operations and development, including shareholders and investors, customers, employees, suppliers, regulators and the general public. We actively build comprehensive, multi-level and normalized communication channels to actively listen to their opinions to safeguard each other's rights and interests and, having comprehensively considering their needs, integrate their feedback into the Company's strategic decisions and management actions, so as to ensure that stakeholders are deeply involved in the Company's development.

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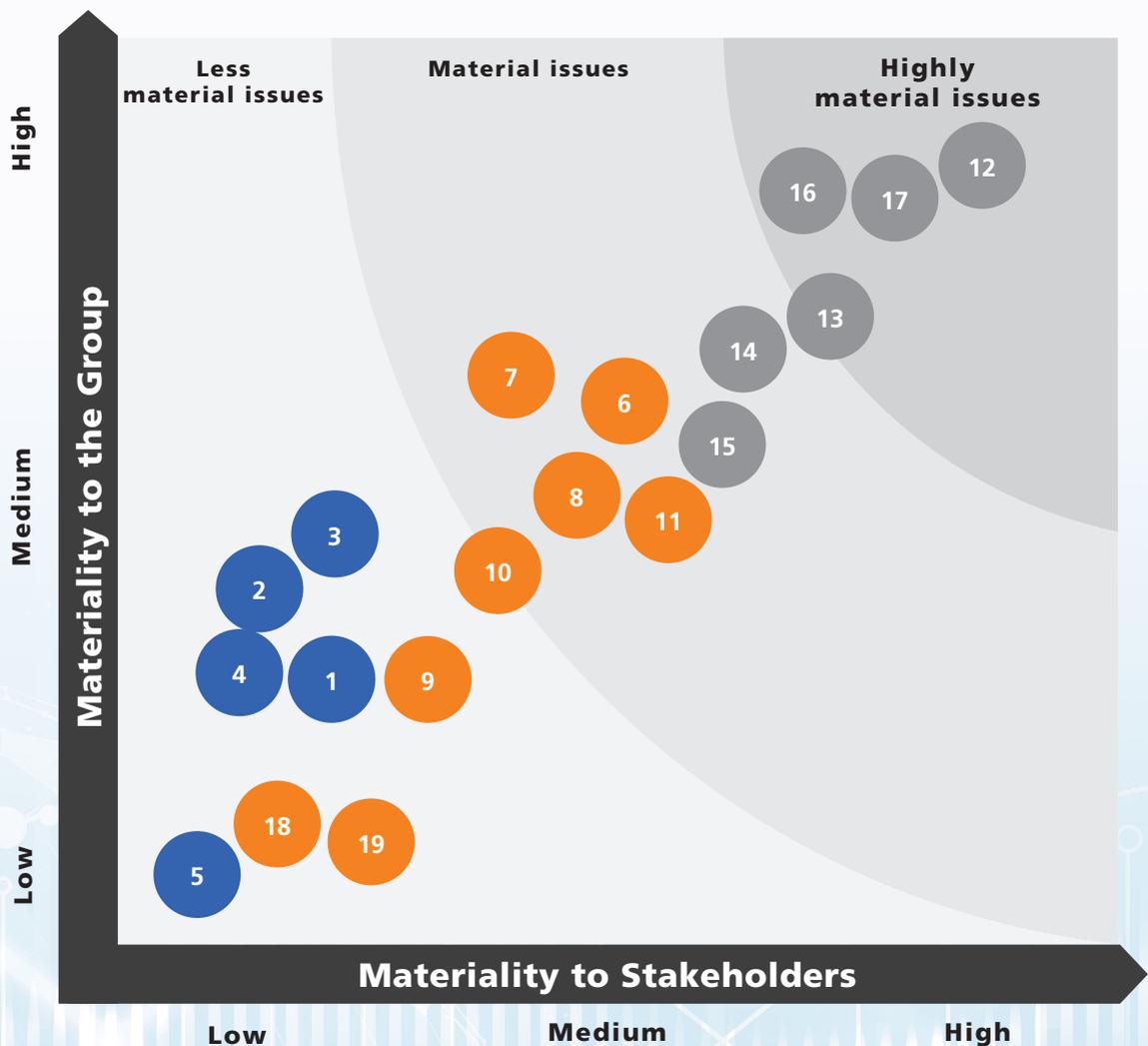
The category of stakeholders, their expectations and typical communication channels with the Company are as follows:

Key Stakeholders	Expectations and Requirements	Major Communication Channels
Shareholders and investors	<ul style="list-style-type: none"> ➤ Compliant operation ➤ Investment return ➤ Protection of shareholders' rights and interests ➤ Accuracy and timeliness of information disclosure ➤ Anti-corruption initiatives 	<ul style="list-style-type: none"> ➤ Shareholders' meeting ➤ Company annual reports, announcements and other public information ➤ Phone/email inquiries on the Investor Relations section of the official website ➤ Investor conference ➤ Information disclosure of the listed company
Customers	<ul style="list-style-type: none"> ➤ Ensuring product quality and safety ➤ High-quality and efficient services ➤ Protection of customer privacy ➤ Providing professional testing services 	<ul style="list-style-type: none"> ➤ Hotline ➤ Customer service center ➤ Customer satisfaction survey and feedback form ➤ Online service platform
Employees	<ul style="list-style-type: none"> ➤ Compensation and benefits ➤ Career development and opportunities ➤ Safe working environment ➤ Career training ➤ Humanistic care 	<ul style="list-style-type: none"> ➤ Work appraisal ➤ Employee activities ➤ Training, seminar ➤ Employee research ➤ Employee satisfaction survey
Suppliers	<ul style="list-style-type: none"> ➤ Integrity and reciprocity ➤ Supply chain management ➤ Sustainable partnership 	<ul style="list-style-type: none"> ➤ Supplier evaluation system ➤ Site visits ➤ Supplier meetings
Regulators	<ul style="list-style-type: none"> ➤ Compliant operation ➤ Ensuring product quality and safety ➤ Promoting economic development ➤ Promoting the development of gene technology 	<ul style="list-style-type: none"> ➤ Compliance report ➤ Written response to inquiries ➤ Participation in community event
The general public	<ul style="list-style-type: none"> ➤ Employment opportunities ➤ Effective use of resources ➤ Supporting social development ➤ Reducing pollutant emissions ➤ Ecological environment 	<ul style="list-style-type: none"> ➤ Employment ➤ Social activities engagement

1.5 Materiality Assessment

We communicate with different categories of stakeholders through different channels to understand their opinions and expectations of the Company. This enables us to build long-term and trusting relationships with them and thus determine the scope of this report.

We identified and assessed 19 material issues that have a certain impact on the Company’s long-term operations and sustainability by regularly distributing questionnaires to stakeholders. After careful analysis by the Board and the ESG Committee and assessment of the materiality and relevance of such environmental, social and governance issues to the Company, we have derived the following materiality matrix upon analysis and sorting. During the year, there were no significant changes in our stakeholder groups, business and operating structure as compared to the previous year. As such, the Board and the ESG Committee confirmed that the results of the previous year’s materiality matrix are still applicable to the current year and are still able to respond to the expectations of stakeholders, and therefore will continue to be used for the current year.



Environment

1. Energy use
2. Water usage
3. Waste management
4. Greenhouse gas emissions
5. Climate change

Employee

6. Occupational health and safety
7. Career development and opportunities
8. Employee benefits
9. Child labor and forced labor
10. Attracting and retaining talent
11. Employee training

Business

12. Compliant operation
13. Supply chain management
14. Complaint handling
15. Anti-corruption
16. Intellectual property rights
17. Customer data protection

Community

18. Contribution to community
19. Public welfare investment

The Company will continue to improve ESG performance, meet stakeholders' expectations and address business risks to formulate and implement the Company's sustainability strategy. During the Reporting Period, according to the ESG Reporting Guide, we introduced in detail the work details and key performance indicators that are closely relevant and material to the Company's operations. Such contents will be presented in four subject areas, namely "Our Environment", "Our Employees", "Our Business" and "Our Community", which will be integrated with our business development to achieve sustainable operational goals.

2 Our Environment

2.1 Emissions and Waste

The Company is well aware that proper disposal of emissions and waste is not only the only way for enterprises to achieve their practice of sustainable development, but also a solemn commitment to environmental protection and a direct manifestation of social responsibility. The Company fully implements the principles of reduction, reuse and resource utilization in every aspect of daily operations.

2.1.1 Air and greenhouse gas emissions

A summary of the Company's greenhouse gas emissions for the current year and the previous year is as follows:

Greenhouse Gas Emissions		2024		2023	
Scope of greenhouse gas emissions	Emission sources	Emissions <small>(Note 1, Note 3)</small>	Intensity <small>(Note 2)</small>	Emissions <small>(Note 1)</small>	Intensity <small>(Note 2)</small>
Scope I					
Direct emissions	• Refrigerant	69.78	0.32	137.35	0.52
Scope II					
Indirect emissions from energy use	• Electricity consumption	571.72	2.63	810.89	3.06
Total		641.50	2.95	948.24	3.58

Note 1: tCO₂e is a unit of measurement based on the greenhouse effect per ton of carbon dioxide, which is used to measure and compare the greenhouse effect of emissions of different greenhouse gases, including carbon dioxide (CO₂), methane (CH₄), nitrous oxide (N₂O), etc. Unit of emissions: tCO₂e.

Note 2: Intensity is calculated by dividing total emissions by the average number of employees for the year. Unit of intensity: tCO₂e/employee.

Note 3: Greenhouse gas emission factors from power grid is extracted from "Announcement on the Carbon Dioxide Emission Factors of Electricity in 2022" (《關於發佈2022年電力二氧化碳排放因子的公告》) issued by the Ministry of Ecology and Environment.

During the year, the Company did not have its own vehicles and did not use natural gas. Therefore, no direct greenhouse gas emissions were generated from the consumption of unleaded gasoline and diesel fuel from its own vehicles and the consumption of natural gas.

The exhaust gases generated in the operation of our laboratory mainly refer to the organic exhaust gases (in terms of non-methane hydrocarbon) volatilized during the process of disinfection of our laboratory area using alcohol. To meet the requirements of the Comprehensive Emission Standards for Air Pollutants (《大氣污染物綜合排放標準》) DB11/501-2017 on the concentration of non-methane hydrocarbon, the interior of our laboratory is set to be a closed fresh air environment, and the exhaust gases are collected by the exhaust gas collection system and then treated by the glass fiber filter paper and activated carbon adsorption device, such that the emission standards are met. As evaluated by a third-party EIA company, our allowable air pollutant emission concentration is 50 mg/m³ during period II. As shown by the monitoring data of a third-party environmental monitoring company, the highest concentration of the Company's exhaust gas monitoring data in 2024 was 0.45 mg/m³ (2023: 0.36 mg/m³), and the emissions were much lower than the national standards, demonstrating that our exhaust gas control met the target requirements. We will stabilize the existing indicators based on experiments while minimizing emissions.

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The energy consumed by the Company is mainly purchased electricity, so the environmental impact is mainly from indirect greenhouse gas emissions. During the Reporting Period, the Company's Scope II indirect carbon emissions were 571.72 tons (2023: 810.89 tons), with an intensity of 2.63 tCO₂e/employee.

During the year, we have achieved the greenhouse gas emission goal set last year and set a goal for greenhouse gas emissions in 2025. The goal is to maintain the greenhouse gas emission intensity at a level not higher than this year.

2.1.2 Hazardous and non-hazardous waste

Type of waste		2024		2023	
Type of waste	Hazardous/ Non-hazardous	Generation ^(Note 4)	Intensity ^(Note 5)	Generation ^(Note 4)	Intensity ^(Note 5)
Infectious medical waste	Hazardous	58.69	0.27	57.40	0.22

Note 4: Unit of generation: ton.

Note 5: Intensity is calculated by dividing total generation by the average number of employees for the year. Unit of intensity: tCO₂e/employee.

The hazardous waste of the Company is medical waste generated in daily operations. During the Reporting Period, the Company generated 58.69 tons of medical waste, with an intensity of 0.27 tCO₂e/employee.

In order to strengthen the safety management of medical waste, prevent the spread of diseases, protect the environment and safeguard the health of personnel, we have formulated the SOP-016-SYGL-2.0 Management Rules for Laboratory Medical Waste (《SOP-016-SYGL-2.0實驗室醫療廢棄物管理規程》) on the basis of complying with the requirements of the Law on Prevention and Control of Infectious Diseases (《傳染病防治法》), the Regulations on Medical Waste Management (《醫療廢物管理條例》), the Measures for the Management of Medical Waste in Medical and Health Institutions (《醫療衛生機構醫療廢物管理辦法》) and the Accreditation Criteria for the Quality and Competence of Medical Laboratories (《醫學實驗室質量和能力認可準則》) while taking into account the actual situation of the laboratory. The management rules define the responsibilities of EHS engineers, lab technicians and cleaners and the management procedures for all laboratory waste, liquid waste, solid waste and medical waste, aiming to effectively collect, package, harmlessly treat, temporarily store, hand over and transfer medical waste. At the same time, detailed provisions have been made on staff training and occupational safety protection.

During the year, we have not achieved the hazardous waste generation goal set last year, and we will continue to strengthen waste management. We have set a goal for the amount of hazardous waste generated in 2025, with a target of maintaining a hazardous waste intensity at a level not higher than this year.

During the year, the property management company will undertake a unified classification and disposal process for non-hazardous waste. In view of the limited impact of this type of waste on the ecological environment and the relatively small amount produced, it is not disclosed in this report due to its low importance. The Company has long adhered to the concept of environmental protection, practiced in-depth waste classification strategies, and implemented refined initiatives on recycling of items with recycling value. At the same time, the Company actively promotes initiatives on resource recycling, encourages internal and related departments to reduce the use of disposable materials, and makes every effort to avoid unnecessary resource losses.

In terms of packaging materials, except for a small number of test kits, the Company's operations only involve a minimal use of packaging materials and hence their impact on the environment is insignificant.

2.2 Use of Energy and Water Resources

The Company practices energy conservation concepts in daily operations, promotes green office initiatives, and always strictly abides by regulations set out in the Law of the People's Republic of China on Energy Conservation (《中華人民共和國節約能源法》), actively fulfills environmental protection responsibilities with practical actions, and continues to improve operating efficiency.

The use of energy and water resources for the current year and the previous year are as follows:

Use of Energy		2024		2023	
Type of energy	Unit	Consumption	Intensity ^(Note 6)	Consumption	Intensity ^(Note 6)
Electricity	MWh	843.74	3.89	916.98	3.46

Use of Water Resources		2024		2023	
Type	Unit	Consumption	Intensity ^(Note 6)	Consumption	Intensity ^(Note 6)
Water consumption	Ton	291.00	1.34	280.00	1.06

Note 6: Intensity is calculated by dividing total consumption by the average number of employees for the year.

The energy consumed in the operation of the Company is mainly electricity. Electricity consumption for the year was 843.74 MWh (2023: 916.98 MWh), with an intensity of 3.89 MWh/employee (2023: 3.46MWh/employee).

The main energy-consuming equipment is the laboratory fresh air system, which has a variable frequency function and is capable of smartly adjusting the power-on and power-off time of the equipment according to the Company's actual business volume and experiment time, and this effectively avoids excessive electricity consumption. The laboratory temperature is set to 18°C-25°C in winter, and the fresh air system will stop upon reaching the temperature range to significantly reduce energy consumption. In addition, the Company has engaged a professional maintenance service provider to conduct periodic checks on the fresh air system according to the established protocol to ensure stable and proper functionality and maintain high efficiency on energy saving.

During the year, we have achieved the energy consumption goal set last year and set a goal for energy consumption in 2025. The goal is to maintain the energy consumption intensity at a level not higher than this year.

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The Company advocates water conservation for all employees and encourage all employees to develop good habits of saving water in daily office and business operations, and reduce the waste of water resources in subtle ways. Moreover, the Company strictly adheres to the national standards, with our established internal assessment standard being more stringent than the national standard. This ensures enhanced supervision and assessment over the water consumption of all departments.

In terms of water consumption, the nature of the Company's business dictates that overall water consumption is low. We use pure water meters to produce water for use in operation experiments and general water resources for cleaning and disinfection. The total water consumption for the year was 291 tons (2023: 280 tons), with an intensity of 1.34 tCO₂e/employee (2023: 1.06 tCO₂e/employee).

During the year, we have not achieved the water consumption goal set last year and we will continue to practice our measures on reducing water consumption. We have set a goal for water consumption in 2025. The goal is to maintain the water consumption intensity at a level not higher than this year.

In terms of wastewater and effluent, the wastewater generated by the Company mainly include brine and hand washing wastewater during our laboratory testing. Our laboratory is equipped with a professional wastewater treatment system to effectively monitor such wastewater. In daily operation, the Company practices daily inspections measures and arranges designated personnel to undertake detail inspections over the operation of our wastewater treatment system and will sort out and solve the potential problems in a timely manner. The Company also engages qualified professional third party assessment body to undertake comprehensive examination over the effluent from the wastewater treatment facilities on monthly basis to ensure that quality of the effluent is monitored and controlled in all aspects. The Company's wastewater treatment is supervised by external regulators, with water quality testing conducted by the Beijing monitoring station of the national urban drainage monitoring network, and regular inspections conducted by the environmental protection bureau and the municipal health inspection authority regarding the testing. The office water and basic sanitation water are discharged into the municipal sewage network after pre-treatment. The collected sewage meets the level-3 discharge standard of China's Integrated Sewage Discharge Standard (《污水綜合排放標準》).

2.3 The Environment and Natural Resources

We deeply realize that environmental protection is an important and binding obligations of enterprises. Protecting the environment is not only related to ecological balance, but also closely linked to the sustainable development of enterprises. Based on this, the Company has integrated the concept of environmental protection into the core of its corporate development strategy and fully implemented a series of strict and comprehensive environmental protection measures.

With respect to the treatment of pollutants, the main pollutants generated by testing services include solid waste, wastewater and gas emissions. The Company has made available a standardized management process for the disposal of hazardous medical waste to ensure that it is stored and transferred after non-hazardous treatment. Non-hazardous waste is uniformly sorted and disposed of by the property management company of the building. In terms of wastewater, the results of a third-party environmental monitoring agency shows that the pH value of our laboratory wastewater ranges from 6 to 9, and the chemical oxygen demand (COD) of our wastewater does not exceed 500 mg/L, which meet the relevant national environmental standards.

In terms of gas emissions, we strictly follow the requirements of the Comprehensive Emission Standards for Air Pollutants (《大氣污染物綜合排放標準》) DB11/501-2017 on the concentration of non-methane hydrocarbon. We have designed our laboratories to be airtight and fresh air environments and modified the existing fresh air ventilation system by adding activated carbon purification devices to the original system, which ensures that the exhaust gases treated satisfy the requirements of the emission standards. The concentration of emissions after treatment is much lower than the maximum allowable emission concentration, meaning that the emission control meets the target requirements and does not have any material impact on the environment, natural resources and natural ecology.

The Company also actively promotes resource recycling, reduces resource waste and pollution emissions, and reduces environmental hazards. At the same time, the Company has established an internal environmental protection responsibility system, in which directors, executive officers and committee members are assigned for regular inspections and monitoring, and for strengthening publicity on energy conservation and emission reduction among employees. Through a series of measures, the Company has not only effectively reduced its negative impact on the environment, but also significantly improved resource utilization efficiency, achieving the win-win goal of environmental protection and improvement on operational efficiency.

2.4 Climate Change

Climate change has become an urgent global issue, posing far-reaching challenges to business and social development. In order to mitigate such impact, the Company actively responds to the Paris Agreement to promote practical climate solutions, while constantly practicing innovation to promote sustainable operations and minimize negative impacts on the environment, thereby contributing to the sustainability of the planet.

2.4.1 Climate change risk management

Aligned with the disclosure recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), the ESG Committee and the ESG Working Group collaborate to oversee the Company's climate change risk management process. This covers the identification, assessment, and management of risks and opportunities. We have identified both physical risks—including acute and chronic types—and transition risks, which encompass policy and legal, market, and reputation risks.

Building on this risk identification, the Company assesses and analyzes these climate-related risks and opportunities across short-term (within 1 year), medium-term (1 to 5 years), and long-term (beyond 5 years) time horizons. We then take proactive measures based on this analysis to address climate change.

Type of Risks	Climate-related Risk	Time Horizon	Impacts on the Group	Response
Physical risks Acute risk	Intensification of severity of extreme weather events such as typhoons and floods	Short, medium, long	Extreme weather may have an impact on the Company's business continuity, as well as the safety of employees and the working environment	The Company pays continuous attention to relevant weather warnings issued by the Meteorological Administration and will promptly notify employees to work from home in case of extreme weather. We will also activate emergency plans and require all employees to evacuate immediately in the event of extreme weather.

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Type of Risks	Climate-related Risk	Time Horizon	Impacts on the Group	Response	
Chronic risk	Rising average temperatures	Medium, long	Rising average temperatures will increase the operating costs of the Company's basic public utilities	The Company pays continuous attention to global warming and improves the laboratory working environment and sample transportation environment. We communicate with the property management company and provide relevant cooling measures for employees' working environment.	
Transition risks	Policy and legal risk	Requirements and supervision for existing products and services	Short, medium, long	Policies and regulatory requirements to address climate change are becoming increasingly stringent, and catering to policy changes will increase the Company's costs	The Company pays continuous attention to regulatory trends to ensure that the Company's emissions comply with the latest legal requirement.
Market risk	Changes in customer behavior	Short, medium, long	Customers are increasingly concerned about the carbon footprint of the value chain and require the entire value chain to contribute to reducing carbon emissions	The Company continuously encourages R&D and innovation, explores green procurement routes and uses green technology to produce green products, so as to maintain core competitiveness with high technology and years of professional capabilities.	
Reputation risk	Stakeholders' increasing concerns about negative feedback	Short, medium, long	Stakeholders are increasingly concerned about global warming and the resulting climate change impacts, and will raise their expectations for business actions to address such challenge	The Company continuously takes measures to reduce carbon emissions, discloses and publicizes the Company's ESG contributions to the society, and calls for carbon reduction actions.	

2.4.2 Environmental protection measures

To respond to the call for energy conservation and emission reduction as well as low-carbon life, the Company strengthens the management of water and electricity by advocating that employees should “save electricity” and “save water”, which reduces the waste of resources and energy consumption. The specific measures are set out as below:

Measures	Specific Requirements
Energy consumption	<ul style="list-style-type: none"> ➤ There is responsible department for the management of office power supply, requiring employees to turn off lights when leaving, switch off the power supply of drinking water, use electricity reasonably, avoid ever-burning light, and keep off the computer/projector and other office equipment if not in use for reducing energy consumption in standby mode. ➤ Use the air conditioners reasonably by setting the temperature not lower than 26°C in summer and turning off all air conditioning equipment at the end of the work day. ➤ Whoever applies for the power supply equipment in the public area shall be responsible for it, such as air conditioners and lights in the meeting room, etc. All power supplies should be turned off in a timely manner after use. ➤ The employees of the Company should raise the awareness of water conservation and report to the Administration Department immediately if they find any leaks in faucets, water pipes, toilets, etc. The faucet should be turned off as soon as it is not in use to avoid water running all the time.
Green actions	<ul style="list-style-type: none"> ➤ Sort the garbage in the office and recycle it to the maximum extent possible. ➤ Conserve paper supplies: prioritize the use of electronic documents and lead a paperless office; use double-sided printing, and give priority to reusable paper for materials that can be printed on reusable paper; prioritize printing in black and white and reduce printing in color; save on office supplies and reuse paper bags, document bags and other paper supplies for each department; request printing paper by department to control the amount; do not place printing paper in public printers; and bring your own paper for printing needs. ➤ Environmental control over employee being away on official business: guide low-carbon travel for employees to save water and electricity during travel; use paperless boarding/electronic invoices; and have meals on demand without unnecessary waste; prefer public transportation and reduce the travel by personal cars.

3 Our Employees

3.1 Employment

We are well-aware that talent development is the core of the Company's steady growth. We have actively cultivated a professional, sophisticated and experienced team and attached great importance to our employees' contribution and career growth. By creating a favorable working environment and offering abundant development opportunities, we are committed to attracting and retaining top talents to ensure the Company's competitiveness and market position. We believe that employees' well-being and development are the cornerstone of corporate success. As such, we not only pay attention to employees' career planning, but also their personal welfare and work-life balance, and are committed to establishing a fair, open and inclusive work culture that allows every employee to discover their own value and jointly promote the Company's long-term development.

3.1.1 Compliant employment

The Company strictly complied with the provisions of the Labor Law of the People's Republic of China (《中華人民共和國勞動法》), the Labor Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》), the Employment Promotion Law of the People's Republic of China (《中華人民共和國就業促進法》), the Interim Provisions on Payment of Wages (《工資支付暫行規定》), the Regulations on the Administration of Housing Funds (《住房公積金管理條例》), the Law on Mediation and Arbitration of Labor Disputes (《勞動爭議調解仲裁法》), the Regulations on Work-related Injury Insurance (《工傷保險條例》) and other relevant laws and regulations to effectively protect the legitimate rights and interests of employees. Adhering the principles of fairness and equality, the Company treats employees of different nationalities, races, ages and genders fairly, and strictly prohibits any form of discrimination in workplaces while striving to foster a harmonious and inclusive working environment. During the year, the Company provided equal employment opportunities for 2 people with disabilities, helping them integrate into society and realize their own value.

In terms of employment, the Company recruits its employees mainly through campus job fairs, recruitment agencies and online recruitment platform based on the principle of "open recruitment based on merit". Every candidate has to undergo a comprehensive and rigorous assessment process which not only considers on whether the candidate's professional skills are highly compatible with the position, but also takes into consideration of his or her moral qualities. The Company implements the criteria of identifying talents with both the ability and virtue.

The Company attaches great importance of protecting the interests of minors and strictly abides by the Labor Law of the People's Republic of China while closely adheres to requirements under the Law of the People's Republic of China on the Protection of Minors (《中華人民共和國未成年人保護法》) and the Regulations on the Prohibition of Child Labor (《禁止使用童工規定》). In order to avoid the use of child labor at source, the Company has set a requirement on age in the recruitment that applicants must be at least 18 years old. During the recruitment process, applicants are required to present their identification documents for strict verification, and thus to ensure that they meet the minimum working age requirements. When a new employee joins the Company, the Human Resources Department will, in strict compliance with standard procedures, sign an employment contract with the employee and require the employee to present documents such as the ID card, proof of education, proof of termination of employment relationship with the previous employer and personal photo when going through the formal employment procedures.

Meanwhile, the Company will understand the basic information of the employee through background checks so as to ensure that the employee's identity is true and valid. This will help the Company prevent irregularities in employment. In case of violation of any employment rules, the Company will immediately investigate such violation and take measures for improvement in accordance with applicable laws and regulations for ensuring that the Company's employment practices are consistently legal and compliant. During the Reporting Period, the Company had no material violations related to child labor and forced labor (2023: Nil).

3.1.2 Employee activities

In order to help employees realize their self-worth at work and comprehensively enhance their sense of happiness, the Company has carefully planned and organized a series of different but unique activities to enhance employees' sense of identity and belonging to the Company. In 2024, we conducted an employee satisfaction survey, in which the overall satisfaction rate reached 99.83%, representing an increase of 1.73% as compared with last year.

The activities we carried out during the year include but are not limited to:

Welfare offered	Details of activities
Free medical checkup	The Company provided free medical checkups and free lunches to all employees.
Recognition of outstanding employees	The Company regularly organized annual job reviews to recognize outstanding employees and give positive feedback to employees.
Welfare on festivals	We provided various gifts to our employees on different holidays to celebrate the festive season.
Anniversary greeting	The Company sent anniversary greeting messages to senior employees to express gratitude for their efforts during their employment.
Team building	From time to time, the Company organized employees from various departments for team building activities such as tug-of-war competitions and watching patriotic movies to enhance cohesion.
Training visit	The Company regularly organized training visits to Beijing for sales personnel of other places to increase their sense of belonging.
Welfare on growth development	The Company provided different levels of online courses and external training to employees who met the requirements for the purpose of improving their professional capabilities.

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3.1.3 Our workforce

As of 31 December 2024, the Company had 205 employees (2023: 229 employees), all of whom were employed on a full-time basis. The breakdown of employees by gender, age, grade and geographical region is shown in the following table:

Category	2024		2023	
Number and percentage of active employees by gender				
Male	85	41.46%	91	39.74%
Female	120	58.54%	138	60.26%
Number and percentage of active employees by age				
Under 30 years old	57	27.80%	77	33.62%
31–40 years old	102	49.76%	125	54.59%
41–50 years old	44	21.46%	26	11.35%
Over 50 years old	2	0.98%	1	0.44%
Number and percentage of active employees by grade				
Senior management	11	5.37%	11	4.80%
Middle management	53	25.85%	55	24.02%
Other staff	141	68.78%	163	71.18%
Number and percentage of active employees by geographical region				
Beijing	192	93.66%	213	93.02%
Shanghai	9	4.39%	8	3.49%
Nanchang	4	1.95%	8	3.49%

3.1.4 Employee turnover

As of 31 December 2024, the Company's employee turnover rate ^(Note 7) was approximately 24% (2023: 49%). The employee turnover rate has dropped significantly compared to last year, thanks to the diversified employee benefits and systematic training we implemented during the year, which have enhanced employees' sense of belonging and identity, increased their willingness to stay, and thus improved team stability.

Note 7: Calculated by the number of employees who left the Company divided by the average number of employees for the year.

The employee turnover rate by gender, age and geographical region for the current year and the previous year is shown in the following table:

Category	2024	2023
Employee turnover rate by gender (Note 8)		
Male	19%	58%
Female	28%	42%
Employee turnover rate by age (Note 8)		
Under 30 years old	42%	51%
31–40 years old	16%	42%
41–50 years old	20%	72%
Over 50 years old	0	0
Employee turnover rate by geographical region (Note 8)		
Beijing	25%	49%
Shanghai	12%	40%
Nanchang	17%	25%

Note 8: Calculated by the number of employees in this category divided by the average number of employees in this category for the year.

3.2 Health and Safety

The Company always puts the safety and health of its employees first. The Company strictly abides by laws and regulations such as the Fire Prevention Law of the People’s Republic of China (《中華人民共和國消防法》), the Occupational Health and Safety Management System (《職業健康安全管理體系》), the Work Injury Recognition Measures (《工傷認定辦法》) and the Regulations on Work-related Injury Insurance (《工傷保險條例》), and has also formulated management regulations such as the Environmental Management System (《環境管理制度》), the Laboratory Staff Health Management System (《實驗室員工健康管理制度》), the Management Regulations for Laboratory Personal Protection (《實驗室個人防護規範管理規定》), the Laboratory Fire Safety System (《實驗室防火安全制度》) and the Laboratory Cleaning and Disinfection Management System (《實驗室清潔消毒管理制度》) to ensure the Company’s safe working environment is in line with the national laws and regulations.

During the reporting year, the Company organized 34 safety-related training sessions, covering fire safety, laboratory biosafety, personal protection training, emergency drills and hospital infection prevention and control, etc., which enhanced employees’ awareness of safety precautions in all respects.



Photo: New training course on safe production

During the Reporting Period, the Company had no material violations of laws and regulations on health and safety (2023: Nil).

3.2.1 Workplace safety

The Company is committed to providing a safe and healthy working environment for its employees. In order to ensure the safety of the Company's employees, property and physical resources, all employees working in the Company are obliged to comply with the following safety management regulations:

- Carry out daily safety checks. Specifically, the Administration Department will check the doors, windows, air conditioners, power supply of equipment in public areas and safety doors for closure at the end of the day. If there are employees working overtime, they should be sure to close/turn off them when leaving the office;
- Everyone is responsible for the safety of the Company. The safety doors must be closed and the glass doors at the bathroom must be closed while leaving. That is how we avoid outsiders entering the Company;
- Safety exits, mobile doors and glass doors at the bathroom must be closed while leaving;
- Relevant departments are required to strengthen the maintenance of flammables and explosives, power supply and transmission and other important equipment. Employees are encouraged to stay calm when an alarm is reported (fire, flood, etc.), report it in a timely manner, and under safe conditions, listen to instructions for rescue. In case of a serious emergency, employees should be evacuated in an orderly manner to ensure personal safety.

The Company has implemented internal policies in accordance with national industry standards, so as to ensure that business activities are conducted in line with the standards required by relevant health and safety laws. The Company has also set up special positions for EHS engineers and EHS specialists with separated responsibilities. With their professional knowledge, EHS engineers are responsible for formulating and improving the Company's safety and environmental management system. They carry out detailed planning and control from setting safety standards for facilities and equipment to safety risk assessment in work processes. EHS specialists focus on daily execution and conduct regular comprehensive inspections of the Company's safety and environmental management.

During the year, the Company achieved remarkable results in safety management in its operations, and there were no fatalities during the Company's operations. This is attributable to the Company's strict compliance in all material respects with applicable national and local laws and regulations regarding health and safety. After verification by relevant Chinese authorities, no material sanctions, penalties, fines or punishment have been imposed on the Company by the relevant authorities for any violation of PRC laws or regulations concerning health and safety. At the same time, in the protection of employee rights and interests and the Company's daily operations, the Company was not involved in any material claims for personal injury or property damage and compensation payable to employees. This also reflects the Company's solid performance in health and safety management and operational compliance.

During the Reporting Period and the past three years, there were no work-related injuries or fatalities, and there were no material violations of laws and regulations on health and safety (2023: Nil).

Indicator	Unit	2024	2023	2022
Number of work-related fatalities	Person	0	0	0
Percentage of work-related fatalities	%	0	0	0
Lost days due to work injury	Day	0	0	0

3.2.2 Employees' physical and mental health

The Company always puts the physical and mental health of employees first, and strives to create a safe, healthy and friendly workplace environment for employees, helping them achieve a balance between work and life, thereby enhancing their sense of happiness.

For the physical health of employees, the Company arranges annual medical checkups to allow employees to understand their physical condition in a timely manner. At the same time, the Company actively carries out various employee activities, such as employee sports days, fun sports, mini-competitions and other activities to stimulate employees' enthusiasm for physical exercise, allowing employees to experience fun in sports and maintain a strong physique.

It is equally important to focus on the mental health of employees. The Company specially organizes mental health training for employees to help them learn how to cope with work pressure and regulate their emotions. Through these measures, the Company protects the physical and mental health of employees in multiple dimensions, allowing them to work in a good mental state and enjoy a fulfilling and happy working life.



Photos: Project training activities

3.3 Development and Training

We firmly believe that employees are the Company's most valuable resources. We take the view of talent as "treating everyone with 100% respect, providing fair and transparent development space for employees, encouraging dedication, and advocating teamwork". The Company firmly adheres to humanistic management, and is committed to facilitating the improvement of work capabilities and personal growth of employees through various training and development programs such as mentorship. Through these measures, employees are comprehensively evaluated and carefully trained, with particular emphasis on creating opportunities for rapid growth and planning clear growth paths for key employees. In order to achieve this goal, we have formulated the Employee Handbook (《員工手冊》), the Internal Mentorship Policy (《內部導師制政策》) and the Personnel Training Evaluation and Competency Assessment Procedures (《人員培訓考核及能力評估程序》). Among which, the Employee Handbook (《員工手冊》) details a number of plans and strategies for employee development. The Company has also established a comprehensive training system, which not only covers pre-job training, vocational training and technical training, but also includes personal ability improvement and career planning, so as to facilitate the improvement of employees' comprehensive skills and qualities and ensure the efficiency and stability of corporate operations. In addition, the training results and records will be considered in the confirmation upon probation and the promotion evaluation of employees, so as to ensure that employees' efforts and achievements are fairly recognized and rewarded.

In order to help new employees adapt to their work smoothly, the Company regularly implements new employee training programs. In addition, in order to enhance employees' understanding of their responsibilities, the Company regularly arranges company- and department-level online and face-to-face training every quarter. Employees are also encouraged to attend external seminars and workshops to broaden their professional knowledge and enhance their capabilities.

To regulate the employment and protect the Company's interests, the Company has entered into standard contracts and agreements with all employees covering aspects such as confidentiality, intellectual property rights, employment practices, business ethics and non-competition. Such contracts and agreements often contain provisions on inappropriate competition and confidentiality, and shall remain in effect during the employment and after the termination of employees.

3.3.1 Employee training

In 2024, the Company organized training courses covering aspects such as new employee training, occupational health and safety, job technology, management systems, product knowledge and standardized process training.

Training Topic	Contents
Safety training	Family science knowledge on self-rescue and mutual rescue, basic training, production safety law, emergency evacuation training, fire protection knowledge training and biosafety inspection training, etc.
Job technology training	Usage and maintenance of pipette, DNA purification operation, HPV detection method and principle briefing, and autoclave basic knowledge and safe operation training
Management system training	Commission bonus, employee handbook training, production accident penalty management procedures, system document revision training, etc.
New employee training	Company briefing, personnel management, financial reimbursement, department system training, new employee training in each department, etc.
Information system training	Explanation of the characteristics of each segment of the LGC platform of the lims system, LGC platform – standard operating procedures for sending results offline when LIMS information is missing
Product knowledge training	Training on introductory knowledge of hereditary deafness genes, human papillomavirus sample management, fecal methylation detection methods for colorectal cancer and bladder cancer methylation detection methods, etc.
Standardized process training	Training on reagent preparation standard operating procedures, sample handover management procedures, non-conformity record form filling, report printing and delivery process and precautions, etc.
Office software training	MySQL Basic training, Excel-LGC related training
External training	Hospital infection prevention and control training, pathogenic microorganism laboratory biosafety training, “Everyone talks about safety, everyone knows how to respond to emergencies” – smooth life channels and other training

During the Reporting Period, all employees have received training, and the average number of training hours per employee was approximately 14.09 hours ^(Note 9) (2023: 11.52 hours).

Note 9: Calculated by the total employee training hours divided by the number of employees as at the end of the year.

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Photo: Site of training

During the Reporting Period, a total of 2,888 hours (2023: 2,639 hours) of training were recorded, with 2,926 employees (2023: 1,821 employees) altogether participating in the training. Details of the training by gender and grade of employees for the current year and the previous year are as follows:

Category	2024			
	Number of Employees trained	Percentage of Employees trained <i>(Note 10)</i>	Total training hours (hours)	Average training hours completed per employee (hours) <i>(Note 11)</i>
By gender				
Male	101	41%	801	9.42
Female	147	59%	2,087	17.39
By grade				
Senior management	11	4%	36	3.27
Middle management	57	23%	335	6.32
Other staff	180	73%	2,517	17.85

Category	2023			
	Number of Employees trained	Percentage of Employees trained <i>(Note 10)</i>	Total training hours (hours)	Average training hours completed per employee (hours) <i>(Note 11)</i>
By gender				
Male	113	41%	863	9.48
Female	163	59%	1,776	12.87
By grade				
Senior management	11	4%	18	1.64
Middle management	56	20%	398	7.24
Other staff	209	76%	2,223	13.64

Note 10: Calculated by the number of employees trained in this category divided by the total number of employees trained.

Note 11: Calculated by the number of training hours for this category of employees divided by the number of employees in this category for the year.

3.4 Labor Standards

During recruitment, the Company informs applicants of the relevant information about the position, including job duties, working environment, workplace, occupational health and safety, production safety conditions, remuneration, etc. to ensure that applicants are fully aware of the details of the positions.

During the employment stage, the Company clearly stipulates in the “Labor Contract” (《勞動合同》) that the Human Resources Department is responsible for verifying the authenticity of the information provided by job applicants (curriculum vitae, ID card, certificates). At the same time, the personnel management system chapter of the “Employee Handbook” (《員工手冊》) also states that job applicants must present their valid original ID cards when signing a labor contract. In addition, the labor contract and other relevant employment documents shall be signed by the person on the spot, and may not be signed on behalf so that the Company will not recruit or employ illegal workers or child labors, or sign labor contracts that are against the true will of the other party. Moreover, the Company makes reasonable arrangements for employees’ working hours within the statutory standard (which are stated in the attendance system in the Employee Handbook (《員工手冊》)), and grants leave benefits such as paid holidays and sick leave in accordance with the labor law. For overtime work arranged by the Company, employees are given certain transportation allowance, shift break or overtime pay as specified by the Human Resources Department in accordance with the relevant national regulations. All forms of forced or compulsory labor are strictly prohibited in the Company, in order to effectively safeguard the legitimate rights and interests of employees.

The Company strictly complies with the Labor Law of the People’s Republic of China (《中華人民共和國勞動法》), the Labor Contract Law of the People’s Republic of China (《中華人民共和國勞動合同法》) and relevant laws and regulations. There was no material non-compliance with the labor standards stipulated in the relevant laws and regulations during the Reporting Period (2023: Nil).

4 Our Business

Supply chain management and product responsibility are essential roles to the success of our business. We strictly comply with all laws and regulations of the place where we operate, and prudently operate our business. Through lean management and standardized system of corporate governance, we strengthen our internal control mechanism. Being committed to providing genetic testing services to customers based on the latest research findings in life sciences, we aim to safeguard the legitimate rights and interests of the Company and our customers.

4.1 Supply Chain Management

During the Reporting Period, the Company made transactions with 201 (2023: 201) active suppliers mainly for procuring products and services, such as test kits, sample preservation and management, sampling consumables, swab preservation solutions, etc. Finished products are sourced from qualified suppliers in China, mainly based in Beijing and Shanghai.

The number of all suppliers by geographical region is as follows:

Region	Beijing	Shanghai	Guangdong	Jiangsu	Zhejiang	Others	Total
Number in 2024	90	23	12	18	15	43	201
Number in 2023	96	22	20	16	11	36	201

The Company has formulated the Standard Operating Procedures for Supplier Management (《供應商管理標準操作規程》), which has explicitly stipulated that all suppliers are required to comply with the national laws, regulations and rules in their regions. During the supplier selection process, we have further clarified the rights and obligations of both parties and ensured the cooperation conditions of mutual benefit.

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We regularly conduct comprehensive evaluations of suppliers, considering their actual performance from multiple dimensions, including quality standards, delivery potential, price level, technical potential, after-sales services and other aspects. At the same time, in order to ensure that the quality of the incoming products is always at a high standard, we will randomly check the quality of the incoming products from time to time, and strictly follow the established quality inspection procedures and standards. In addition, we continue to carry out market price comparison, closely monitor market price dynamics, compare prices with different suppliers and analyze the overall market price trends. On the premise of firmly controlling the quality standard of our products, we carefully plan our procurement strategies to maximize the Company's benefits.

During the selection of suppliers, we actively promote and encourage the use of environmentally friendly products and services and require every potential supplier to provide data related to environmental protection in detail. Such information covers the environmental protection measures in the production process, the environmental properties of the raw materials used, and waste disposal methods. We will systematically integrate and strictly review the collected information, and carefully decide whether to select the supplier based on the established environmental standards and evaluation system. We will decisively reject supplier which fails to meet environmental protection conditions or other key evaluation indicators.

Supply chain risks may be triggered by force majeure events such as natural disasters and pandemics, and human factors such as business termination, product quality and supply, changes in market demand, political events, information security, intellectual property rights protection and compliance. In response to these risks, we have established a robust risk management mechanism to regularly conduct in-depth analysis on business status, comprehensively rationalize the business processes and undertake professional risk assessment for formulating and effectively implementing detailed and targeted plans in response to such risks. Such measures help the Company enhance its resilience of supply chains and reduce the possible loss resulted from such risks.

4.2 Product Responsibility

The Company regards product safety and reliability as the critical elements for the growth of the enterprise. The Company strictly complies with relevant national, international and industry standards, including but not limited to the Consumer Protection Law of the People's Republic of China (《中華人民共和國消費者權益保護法》), the Accreditation Standards for Quality and Competence of Medical Laboratories (《醫學實驗室質量和能力認可準則》) (ISO15189:2022), the Administrative Regulations on Medical Institutions (Order No. 35 of the Ministry of Health of the People's Republic of China) (《醫療機構管理條例(中華人民共和國衛生部第35號令)》), the Administrative Measures for Quality Supervision of Use of Medical Devices (2016) (Order No. 18 of the State Food and Drug Administration) (《2016醫療器械使用質量監督管理辦法(國家食品藥品監督管理總局令第18號)》) and the Requirements for the Application of Accreditation Standard for Quality and Competence of Medical Laboratories (2021) (《2021醫學實驗室質量和能力認可準則的應用要求》).

In order to achieve refined control over the entire life cycle of the product, further ensure that the production operations for the relevant products are accurate and orderly, the storage conditions are strictly compliant, and the delivery process is smooth and error-free, the Company has meticulously formulated procedural documents such as the Service Agreement Review Procedures (《服務協議評審程序》), the External Service and Supply Management Procedures (《外部服務與供應管理程序》), the Reagents and Consumables Management Procedures (《試劑和耗材管理程序》), the Quality QA Management Process (《質量QA的管理過程》), the Quality Supervision and Management Procedures (《質量監督管理程序》) and the Adverse Event Reporting Procedures (《不良事件報告程序》). Such series of rigorous and comprehensive inspection measures provide a solid basis for the standardized operation of production processes and effectively guarantee the quality and safety of products.

During the Reporting Period, adhering to the rationale of undertaking its operations in accordance with laws and regulations, and strict in compliance with the laws and regulations that have a significant impact on the Company's operations, the Company did not violate any relevant laws and regulations and was not subject to any penalties (2023: Nil). At the same time, as the Company always maintains high standards and strict requirements on product safety and health, the Company had no products that need to be recalled for safety and health reasons (2023: Nil).

4.2.1 Quality control

The Company understands that product quality is the cornerstone of gaining a foothold in the industry and determines the reputation and position of the Company in the hearts of customers, which is also the foundation for long-term development of the Company. As such, the Company adheres to the concept of excellence in quality by building a comprehensive quality management system. In addition to the medical institution practice permit, the Company has also obtained the accreditation certificate for compliance with ISO15189:2022 from the China National Accreditation Service for Conformity Assessment (CNAS).

In an era of rapid technological development, products and technologies replacement in various industries are quick and swift. The speed of development has become a key indicator to measure an enterprise's status in the industry, and determines whether the enterprise can keep up with the pace of development. Especially in the medical industry, its unique nature has determined that product quality control should have more stringent requirements. As a member of the medical industry, every product and every segment is closely linked to the life and health of the patient. Taking the test report as an example, the timely issuance of the test report is sometimes directly related to the patient's health and even life safety. From the standardization of sample collection to ensure that the samples accurately reflect the patient's condition, to the accuracy and regular calibration and maintenance of testing equipment, to the professional qualities and operating standards of testing personnel, deviations in any segment may affect the accuracy and timeliness of the report. The Company responds quickly to the needs of doctors and patients and issues test reports efficiently and accurately. This is not only being accountable to the lives of patients, but also an important symbol of the Company's mission.

4.2.2 Complaint handling

Adhering to the "prevention-oriented" philosophy, the Company is committed to building an excellent customer complaint handling system. The Company has formulated the Gene Complaint Handling Procedures (《基因投訴處理流程》), the HPV Complaint Handling Procedures (《HPV投訴處理流程》) and the Major Complaint Handling Procedures (《重大投訴處理流程》), etc., and manages customer complaints strictly following these procedures, ensuring that every complaint is handled professionally and efficiently.

The Company has established a sound customer complaint handling mechanism to facilitate customers' feedback. Customers can submit their opinions through convenient means such as telephone consultation and online information communication. The Company has carried out comprehensive and in-depth complaint process training for 400 hotline and after-sales department employees to ensure that when employees receive complaints, they can fully record customer's feedback, quickly analyze and review the customer's complaints, and strive to properly solve the problems for customers in order to pursue higher service quality and improve customer satisfaction.

The Company attaches great importance to customers' complaints and will regularly review and examine customer complaints, analyze customer complaints in a hierarchical and categorical manner, and focus on key issues. The Company analyzes such information and separates common problems from individual ones and different measures will be taken against different types of problems. For common problems, the Company will promote comprehensive reform while with respect to individual problems, the Company will provide customized solutions. The Company will quickly understand the situation once it has received the complaint, then it will identify the key points of the problem and the direct responsible person, and propose solutions to solve the problem as fast as possible. Meanwhile, we make summarization over the complaints, and notify the members in the group in a timely manner. Moreover, the Company will regularly organize online meetings and discuss the problems encountered and give tips to other regions for sharing experience and avoiding the re-occurrence of such problems. We actively give feedback and solve the abnormalities in order to dispel customers' concerns and restore their confidence in a timely manner.

For matters in relation to our laboratory, the Company will regularly arrange training for laboratory professionals to enhance their professional capability. The Company also collects market opinions and customer feedback from a variety of sources for updating marketing strategies in a timely manner. We reflect on problems with our partners at once based on the complaints and improve and upgrade our projects for better satisfying the requirements of customers.

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In order to reduce complaints at source, the Quality Department has strict quality management requirements and conducts checks and verification regularly to ensure that the quality of the products and services are up to standard. While providing services, we build up mutual trust with our customers and maintain close communication with them, so as to avoid misunderstanding and unequal access to information. For the complaint information, we identify the key points of the problem and the key causes, so as to optimize the procedures from the source. Regarding the inevitable disadvantages of our products and technology, we express such issues honestly to customers without deception and fraud. On the basis of mutual agreement, both sides make efforts in reducing the error rate, thereby improving the overall service experience.

During the Reporting Period, we tested a total of 3.70 million (2023: 3.14 million) samples and received 15 (2023: 35) complaints.

4.3 Data and Privacy Protection

We understand the importance of consumer privacy. In practice, we strictly follow relevant laws and regulatory requirements, and refer to proven industry security standards to take a series of appropriate and effective measures from all aspects and dimensions to fully protect the security of consumers' data and personal information and are committed to building an indestructible privacy protection barrier for consumers.

4.3.1 Customer information protection

Before providing services to consumers, we will clearly present our privacy policies and user agreements to consumers for their full review and solicit their consent. These agreements will not only be presented to consumers before the service is provided, but will also be available on our official website to ensure that they are readily accessible to the public, thereby protecting consumers' right to know about the privacy policy and user agreement.

In order to comply with regulatory requirements under the Personal Information Protection Law (《個人信息保護法》) such as the collection of personal information, our privacy policy provides advance notice and related disclosures in the following areas:

- (i) the types of information we collect, including name, gender, age, mobile phone number and ID number;
- (ii) how we use the information collected from consumers, e.g. identity information about name, gender and age for testing reports, mobile phone numbers for electronic delivery of testing reports to consumers, and ID numbers as required by certain testing services for reporting to the government;
- (iii) how consumers manage their personal information;
- (iv) where and for how long we store the information;
- (v) the measures we take to ensure data security; and
- (vi) the protection of minors.

In addition, we developed and implemented internal protocols to strictly manage confidentiality and privacy issues related to consumer samples and data. From the initial stage of sample collection and data collection, to the subsequent execution of the testing procedures, to the data storage and data access process, detailed standard operating procedures have been formulated for each step. Through this set of rigorous and standardized processes, we ensure that consumer samples and data are properly handled at every stage, and their confidentiality and privacy are fully protected. Our information system, Mega Integrated Management System, is divided into various subsystems depending on business processes and functions, such as (i) report viewing appointment; (ii) sample management; and (iii) laboratory management.

We have taken a series of strict measures to fully protect the security and privacy of consumer data. We store consumer data with our advanced encryption technology to properly store consumer data in encrypted form, effectively preventing data from being illegally stolen or tampered with. We have an extremely strict control mechanism regarding employees' right to access personal data in place. Only employees who have been specifically authorized and meet strict conditions can obtain the corresponding data access permission. We take the initiative to adopt de-identification techniques and a series of other effective measures to ensure data privacy and security. In accordance with relevant laws and regulations such as the Administrative Measures for Hierarchical Protection of Information Security (《信息安全等級保護管理辦法》), we formulated a complete set of data security management systems, including but not limited to the Mega Data Security Rules, the System Emergency Response Measures, the Change Management Procedures and the Operation and Maintenance Management Procedures.

4.3.2 Employee information protection

We attach great importance to the protection of our employees' personal data. When a new employee joins our team, the Human Resources Department will collect their personal information in accordance with established and standardized procedures. These include in detail the ID number, which is key information for identifying employees; telephone number, so that timely contact can be made in work communication and emergencies; and personal address, which is used for the accurate delivery of relevant work documents. All collected information is managed exclusively by the compensation and benefits team of the Human Resources Department. The team will use a professional and secure data management system to properly store information and perform regular back-ups to prevent data loss. At the same time, extremely strict restrictions are set on access rights to information. It is clearly stipulated that except for the compensation and benefits team of the Human Resources Department, no other department or personnel within the Company, regardless of the work scenario, has the right to access the personal information of these employees.

In addition, the data management policy we carefully formulated for consumer data is also seamlessly connected and strictly applicable to the management of employee personal data. From encrypted storage of data to prevent illegal theft during storage, to hierarchical review of access permissions to ensure that only authorized specific personnel can access the data; to full monitoring of data usage to avoid improper use of data, the security and privacy of employees' personal data are fully protected, allowing every employee to work with peace of mind.

4.3.3 Privacy data governance

In order to fundamentally protect data privacy and security, we have specially established a data governance committee which is composed of senior personnel of the Company with rich data management experience and professional knowledge. Its core responsibility is to conduct comprehensive and in-depth supervision of data privacy and data security matters. At the same time, we have also formed an information security group whose members are all professionals with profound technical knowledge and practical experience in the field of network security and data security. They are responsible for the specific work of network security and data security and safeguard data security from a technical level.

To ensure data security and further enhance our data management capabilities, we have developed a comprehensive and detailed data management policy and rules, and strictly require our employees to strictly abide by them when handling consumer data and other important data. These policies and rules cover every aspect of data collection, storage, transmission, use and destruction, and clearly define the operating standards and responsibilities of employees in each aspect to prevent any possible data security vulnerabilities.

To comply with the regulatory requirements under the Administrative Measures for Hierarchical Protection of Information Security (《信息安全等級保護管理辦法》), we have made significant input in manpower, material and financial resources to further optimize and improve our integrated management system. Our integrated management system has successfully obtained the Filing Certificate for Information System Security Protection (Level III) (信息系統安全保護等級(三級)備案證明), which is not only an authoritative recognition of our existing data security protection level, but also a driving force for us to keep moving forward.

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In addition, we are fully aware of the importance of enhancing employees' awareness of data security and privacy protection for data security work. Therefore, we regularly conduct data security training activities to enable employees to have a deep understanding of the importance of data security and common methods of preventing data security risks. At the same time, we will also regularly organize security assessments to conduct comprehensive inspections of the Company's data security protection system by simulating various possible data security attack scenarios, promptly discover and repair potential security vulnerabilities, and thus continuously strengthen the Company's data security protection capabilities.

4.4 Intellectual Property Rights

Intellectual property is critical to our business. Closely following industry dynamics and technological development trends, effectively maintaining existing intellectual property rights to ensure that they remain competitive throughout their validity period, and acquiring and maintaining patents and other intellectual property rights for important commercial technologies, inventions and proprietary technologies related to our business are one of our core driving forces for expanding our markets and maintaining our competitive advantage.

In the course of our business operations, ensuring that we do not infringe, misappropriate or otherwise violate the valid and enforceable intellectual property rights of third parties is the basic standards of our business. We have established a comprehensive intellectual property risk assessment mechanism. Before introducing new technologies, launching new products, and exploring new markets, we will conduct comprehensive and in-depth intellectual property reviews to avoid intellectual property disputes due to negligence. At the same time, we actively carry out intellectual property cooperation and exchanges, and reasonably utilize the intellectual property rights of third parties through legal authorization and licensing to achieve mutual benefit and win-win results.

As of the end of 2024, three invention patents, two design patents and one utility model patent had been granted to us. We also registered 50 software copyrights and 60 trademarks. We plan to submit more invention patent applications for our self-developed technologies, including various cancer markers, methylation-based multiplex PCR library preparation sequencing technology, and miRNA multiplex qRT-PCR technology. As of the Latest Practicable Date, we self-owned all of our patents as well as patent applications and had no co-owned or co-shared arrangements for our patents and patent applications with third parties. During the Reporting Period and up to the Latest Practicable Date, we had complied with all applicable intellectual property rights laws and regulations in all material respects.

During the Reporting Period, none of our employees breached the confidentiality obligations under their employment contracts in any material respect (2023: Nil); we were not subject to, nor were we a party to, any material intellectual property rights infringement claims or litigations (2023: Nil); and we were not aware of any material infringement of our intellectual property rights that could have a material adverse impact on our business (2023: Nil).

4.5 Anti-corruption

The Company has always been unwavering in complying with relevant laws and regulations on anti-corruption and anti-money laundering, including but not limited to the Criminal Law of the People's Republic of China (《中華人民共和國刑法》), the Anti-Unfair Competition Law of the People's Republic of China (《中華人民共和國反不正當競爭法》) and the Anti-Money Laundering Law of the People's Republic of China (《中華人民共和國反洗錢法》). In terms of anti-corruption practice and promoting integrity, the Company has established a sound organizational structure orienting to the environment and prevention. To that end, the Company strives to provide correct guidance on value to employees, vigorously advocates a corporate culture of integrity and promotes integrity management for improving employees' awareness of integrity and ethical conduct. The Company provides an anti-commercial bribery training to all directors and employees every year.

During the Reporting Period, we held anti-corruption and anti-bribery training, which aimed to explain anti-corruption and anti-bribery and provide relevant prevention programs to employees. In terms of training hours and total number of employees trained for anti-corruption and anti-bribery, the Company arranged anti-corruption training for directors and employees during the Reporting Period through a combination of online and offline training modes. The total training time was 231 hours, with a total of 231 participants. The training reiterated the Company's zero-tolerance attitude towards corruption, bribery and other illegal activities, and strengthened employees' anti-corruption awareness.

Category	2024		2023	
	Number of employees trained	Total training hours (hours)	Number of employees trained	Total training hours (hours)
By gender				
Male	94	94	106	53
Female	137	137	154	77
By grade				
Senior management	11	11	11	6
Middle management	57	57	56	28
Other staff	163	163	193	96

The Company is committed to conducting all of its business with integrity and in an ethical business manner. That means strictly complying with all applicable anti-bribery and corruption laws and regulations, policies and systems and strict business ethics standards. Meanwhile, the Company is working more on regulating its production and operation activities, strengthening internal governance and internal controls and improving the guidelines for employee conduct in anti-bribery and corruption. The basic requirements on anti-bribery and corruption are stipulated in the Employee Handbook (《員工手冊》) and such requirements have referred to the relevant laws and regulations and policies and systems and taken into consideration of the actual situation of the Company. Moreover, all employees are required to sign an Anti-Unfair Competition and Anti-Commercial Bribery Agreement (《反不正當競爭與反商業賄賂協定》) when joining the Company.

The Company is strongly opposed to all forms of bribery and corruption, including any bribery and corruption committed through third parties. The Company has zero tolerance for any violation of applicable anti-bribery and corruption laws and regulations, and the relevant provisions of the Company's anti-bribery and corruption policy and system. The Company encourages employees to timely provide feedback on any issues, suggestions or clues of non-compliance regarding bribery and corruption. Such cases are reported when another person offers a bribe to an employee, asks an employee to pay a bribe, asks an employee to cooperate in committing other fraudulent acts, or if an employee knows or believes that there may be any bribery or corruption or any other violation of the anti-bribery and corruption policy, etc. If the Company suffers an economic loss due to such violation, the Company will pursue the compensation responsibility of the relevant responsible parties. If a crime is suspected, the Company will transfer the criminal clues to the judicial authorities.

During the Reporting Period, we were not involved in any corruption cases (2023: Nil).

5 Our Community

5.1 Community Investment

We are well aware that the development of an enterprise cannot be separated from the strong support of the government and the community. Therefore, the Company has always pursued coordinated development with the community and actively assumes social responsibilities and regards itself as an indispensable element of the society. In practice, the Company donated RMB500,000 to Beijing Meiling Public Welfare Foundation, demonstrating its high regard for supporting social development.

In the future, the Company will further continue to explore and develop diversified ways to contribute to society and actively participate in various public welfare undertakings with full enthusiasm. We will go all out to give back to society, contribute to promoting the harmonious and stable development of society, and strive to make society a better place.

Directors' Report

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2024.

General Information

The Company was incorporated in the Cayman Islands on 22 April 2021 as an exempted company with limited liability under the Companies Act, and its shares were listed on the Main Board of the Stock Exchange on 22 June 2022.

Principal Activities

The Company is an investment holding company. The Group is principally engaged in consumer genetic testing services and ancillary services and cancer screening services and ancillary services in the PRC.

Business Review and Outlook

The business review and outlook of the Group for the year ended 31 December 2024 is set out in the sections headed "Business Review and Outlook" from pages 10 to 19 and "Management Discussion and Analysis" from pages 20 to 31 of this annual report which constitute part of this directors' report.

Financial Highlights

	For the year ended 31 December		
	2024	2023	Year-on-year
	RMB'000	RMB'000	change
Revenue	164,226	151,300	8.5%
Consumer genetic testing services and ancillary services	159,594	108,381	47.3%
Cancer screening services and ancillary services	4,632	42,919	(89.2%)
Gross profit	119,348	88,296	35.2%
Gross profit margin	72.7%	58.4%	14.3 percentage points
Net profit	45,045	30,038	50.0%
Net profit margin	27.4%	19.9%	7.5 percentage points

Revenue

For the year ended 31 December 2024, our total revenue amounted to RMB164.2 million, representing an increase of RMB12.9 million, or 8.5%, as compared to RMB151.3 million for the same period in 2023. The revenue generated from consumer genetic testing services and ancillary services and cancer screening services and ancillary services for the year ended 31 December 2024 amounted to RMB159.6 million and RMB4.6 million, respectively. The year-on-year increase in revenue was primarily due to the fact that the Company insisted on product innovation, continuously enriched its product matrix and optimized its product structure, while also built a diversified sales network by proactively expanding its sales channels, thereby driving steady revenue growth.

Gross Profit and Gross Profit Margin

For the year ended 31 December 2024, our consolidated gross profit amounted to RMB119.3 million, representing a year-on-year increase of 35.2% as compared to RMB88.3 million for the same period in 2023, of which RMB116.5 million and RMB2.8 million of gross profit were attributable to consumer genetic testing services and ancillary services and cancer screening services and ancillary services, respectively. The year-on-year increase in gross profit was driven by our continuous enrichment of product matrix, optimization of product structure and our ability to effectively control costs.

For the year ended 31 December 2024, our consolidated gross profit margin was 72.7%, representing a year-on-year increase of 14.3 percentage points as compared to 58.4% for the same period in 2023. For the year ended 31 December 2024, the gross profit margin for our consumer genetic testing services and ancillary services was 73.0%, representing a year-on-year increase of 20.1 percentage points, driven by the optimization of our product and service portfolio and our ability to effectively control costs. The gross profit margin for our cancer screening services and ancillary services was 61.1%, representing a year-on-year decrease of 11 percentage points, primarily attributable to our phased adjustment of product marketing strategy for cancer screening services and ancillary services, while costs such as labor costs and rent being relatively fixed.

Key Relationships

Relationship with Suppliers

We have maintained stable and long-term relationships with our major suppliers and procure a wide variety of raw materials, mainly reagents and consumables, used for our testing services. We consider several factors in the evaluation and selection of suppliers, including but not limited to the supplier's background, reputation, and industry experience, and most importantly the quality and price of their supplies. All new suppliers must go through our internal supplier admission process before entering into supply agreements with us.

For the year ended 31 December 2024, our purchases from our five largest suppliers in aggregate accounted for 22.8%, and our purchases from our largest supplier accounted for 6.4%, of our total purchases.

None of our Directors, their associates or any of our current Shareholders (who, to the knowledge of our Directors, own more than 5% of the share capital of the Company) had any interest in any of our five largest suppliers that is required to be disclosed under the Listing Rules for the year ended 31 December 2024.

As of the Latest Practicable Date, we had not received any material complaint from our suppliers.

Relationship with Customers

The vast majority of our revenues are generated by providing testing services to health checkup centers and hospitals.

We benefit from a high level of customer loyalty and have developed solid working relationships with many customers. For the year ended 31 December 2024, our five largest customers together generated RMB129.1 million of revenue, accounting for 78.6% of our total revenue, and our largest customer generated RMB111.9 million of revenue, accounting for 68.1% of our total revenue.

As of the Latest Practicable Date, we had not received any material complaint from our customers.

Except for Meinian OneHealth and its subsidiaries; Beijing Meinian Meican Clinics Co., Ltd. ("**Meinian Meican**"); and Zhuhai Meinian Health Management Co., Ltd., other customers who were among our five largest customers were Independent Third Parties during the Reporting Period. Moreover, none of our Directors and their respective close associates, or Shareholders who own 5% or more of the total issued Shares (except for Meinian OneHealth and its subsidiaries and Dr. Yu and his close associates) had an interest in any of our Group's five largest customers during the Reporting Period.

The following table sets forth details about our five largest customers during the Reporting Period.

Customer	Sales Amount RMB'000	% of Revenue %
Meinian OneHealth and its subsidiaries	111,900	68.1%
Meinian Meican (i)	13,148	8.0%
Customer A	1,981	1.2%
Customer B	1,144	0.7%
Zhuhai Meinian (ii)	961	0.6%
Total	129,134	78.6%

Notes:

- (i) As of 31 December 2024, Dr. Yu owned a minority interest in Meinian Meican through his 70% ownership interest in Yanji (Shanghai) Enterprise Management Co., Ltd. (研計(上海)企業管理有限公司), which in turn owned 42.85% of the equity interests of Meinian Meican.
- (ii) As of 31 December 2024, Dr. Yu indirectly controlled and owned 42% of the equity interests of Zhuhai Meinian Health Management Co., Ltd. through Jiaying Xinwen Ganfu Equity Investment Partnership (L.P.) (嘉興信文淦富股權投資合夥企業(有限合夥)), which is controlled by Shanghai Zhongfu Equity Investment Management Co., Ltd. (上海中孵創業投資管理有限公司).

Relationship with Employees

Our success, to a considerable extent, depends upon our ability to attract, motivate and retain a sufficient number of qualified employees. The remuneration package for our employees generally includes salary and bonuses. We determine employee remuneration based on factors such as qualifications and years of experience. Employees also receive welfare benefits, including medical care, retirement benefits, occupational injury insurance and other miscellaneous items. We make contributions to mandatory social security funds for our employees to provide retirement, medical, work-related injury, maternity and unemployment benefits. We also grant restricted share units as stock incentives to eligible participants, details of which are set out in the section headed "RSU Scheme" in this directors' report. In order to motivate the Directors, senior management and employees to contribute to the Company and to attract, motivate and retain talents with skills and experiences, we have adopted a RSU Scheme, details of which are set out in the section headed "RSU Scheme" in this directors' report.

Environmental Policies and Performance

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment, giving back to the society and achieving sustainable growth. Details of such are set out in the Environmental, Social and Governance Report.

Licences, Regulatory Approvals and Compliance with Laws and Regulations

During the year ended 31 December 2024, there were no material breaches or violations of relevant laws and regulations in China, where the Group has business entities and operations, and the Group obtained all requisite licenses, approvals and permits that are material to the Group's operations from relevant authorities in China. Details of our compliance with relevant laws and regulations will be set out in the Environmental, Social and Governance Report.

Principal Risks and Uncertainties

There are certain principal risks and uncertainties involved in our operations, some of which are beyond our control. Set out below are the principal risks and uncertainties that we face:

- Any factor that may adversely impact our genetic testing services business may adversely impact our overall business operations and operating results, including our ability to market our services, our technology capacities to continuously develop innovative services, and the impact of negative publicity regarding our or our competitors' tests and technologies resulting from defects or errors.
- Our business operations and financial performance have been materially affected by the COVID-19 pandemic, may in the future continue to be affected by the COVID-19 pandemic, and may be affected by other force majeure events, natural disasters, pandemics, outbreak of epidemics, and other unforeseeable catastrophes.
- A significant portion of our revenue was generated from our related parties, who are related to us through Meinian OneHealth or Dr. Yu, and we expect a significant portion of our revenue to continue to be generated from these related parties in the foreseeable future. We may not be able to resolve potential conflicts with such related parties on favorable terms for us.
- We may not be able to expand our business lines to offer innovative testing services and products, or develop and commercialize our new genetic testing services and products on a timely basis, or at all, which may harm our growth opportunities and prospects.

- If we are not able to maintain, grow or diversify our customer base, or maintain or increase the demand for our services and products, our business and prospects could be adversely affected.
 - Failure to attract and retain our senior executives and other key employees could adversely affect our business.
 - We, or our Shareholders, Directors, senior management, employees, customers, suppliers or partners, may be involved in circumstances that may harm our reputation, or result in substantial cost or diversion of our resources.
 - The price of medical devices, reagents and medical consumables could adversely affect our margins and results of operations.
 - We may be subject to intellectual property rights infringement or misappropriation claims by third parties, which may force us to incur substantial legal expenses and, if determined adversely against us, could disrupt our business.
 - Changes in China's economic, political, and social conditions could adversely affect our business, financial condition, results of operations, cash flows, and prospects.
 - We are subject to complex and evolving laws, regulations and governmental policies regarding privacy and data protection. Actual or alleged failure to comply with privacy and data protection laws, regulations and governmental policies could subject us to significant legal, financial and operational consequences.
 - We may be adversely affected by the uncertainties and changes in the regulation of LDTs, and any lack of requisite approvals, permits, registrations or filings in relation to our business may have a material adverse impact on our business, results of operations and prospects.
 - The material aspects of the R&D and commercialization of our products are heavily regulated, and are subject to risks associated with uncertainties relating to the Regulation for the Administration of Human Genetic Resources (《人類遺傳資源管理條例》).
 - If we are not able to obtain, or experience delays in obtaining, required regulatory approvals for new services and products, we might not be able to commercialize new services and products promptly or at all.
 - If our laboratories fail to comply with applicable licensing requirements, or become damaged or inoperable, our ability to perform tests may be jeopardized.
 - If the PRC government finds that the agreements that establish the structure for operating our businesses in China do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, we could be subject to severe consequences, including the nullification of the Contractual Arrangements and the relinquishment of our interest in the PRC Consolidated Entities.
- However, the above is not an exhaustive list. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

Directors' Report

Subsequent Event

Particulars of important events affecting the Group that have occurred for the year ended 31 December 2024 are stated in note 35 to the consolidated financial statements in this annual report.

Financial Statements

The results of the Group for the year ended 31 December 2024 and the Group's financial position as at that date are set out in the consolidated financial statements from pages 131 to 218 of this annual report.

Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 8 of this annual report. This summary does not form part of the audited consolidated financial statements.

Final Dividend

The Board does not recommend the payment of a final dividend for the year ended 31 December 2024.

Distributable Reserves

As of 31 December 2024, the Company's distributable reserves as calculated under the Companies Act amounted to approximately RMB321.0 million (as of 31 December 2023: RMB377.9 million).

Reserves

Changes to the reserves of the Group during the year ended 31 December 2024 are set out in the consolidated statement of changes in equity in this annual report.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2024 are set out in note 13 to the consolidated financial statements in this annual report.

Share Capital

Details of movements in the share capital of the Group during the year ended 31 December 2024 are set out in note 26 to the consolidated financial statements in this annual report.

Bank Borrowings

Details of bank borrowings of the Group during the year ended 31 December 2024 are set out in note 23 to the consolidated financial statements in this annual report.

Pledge of Assets

As of 31 December 2024, we pledged certain property, plant and equipment in an amount of approximately RMB33.2 million (2023: RMB34.7 million) to secure bank loans.

Donation

For the year ended 31 December 2024, Mega Genomics Beijing, a subsidiary of the Group, together with the Beijing Meiling Public Welfare Foundation jointly launched the "Beijing Meiling Public Welfare Foundation and Mega Genomics Special Fund" (the "Mega Genomics Special Fund"). Mega Genomics Beijing donated RMB500,000 to the Mega Genomics Special Fund to support outstanding public welfare projects and promote poverty alleviation through education, healthcare, humanitarian aids and other public welfare activities, so as to facilitate the development of public welfare undertakings.

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

For the year ended 31 December 2024, the Company has repurchased a total of 9,634,800 shares of the Company on the Stock Exchange for a total consideration of HK\$84,209,663.28.

Details of the repurchase are set out below:

Month	Total number of shares repurchased	Price per share		Total consideration HK\$
		Highest	Lowest	
		HK\$	HK\$	
01/2024	90,000.00	9.20	7.96	769,418.69
02/2024	914,200.00	11.90	8.14	10,126,552.69
04/2024	80,000.00	9.50	8.40	740,920.11
05/2024	149,800.00	9.90	9.50	1,468,994.42
06/2024	929,800.00	10.30	9.50	9,282,528.92
07/2024	1,726,400.00	10.18	9.49	16,983,792.21
09/2024	205,400.00	7.98	7.74	1,618,952.24
10/2024	1,632,600.00	9.48	7.50	13,168,542.00
11/2024	2,412,400.00	7.73	7.59	18,555,848.00
12/2024	1,494,200.00	7.74	7.60	11,494,114.00
Total	9,634,800.00			84,209,663.28

As of 31 December 2024, the Company has cancelled 5,728,200 shares among the shares repurchased above, and the remaining 3,906,600 shares repurchased have also been cancelled on 21 January 2025.

The repurchase is to increase the net asset value per share and earnings per share and has been carried out in accordance with the repurchase mandate granted to the Board at the 2024 annual general meeting of the Company.

Save as disclosed above, the Company or its subsidiaries did not purchase, sell or redeem any of the Company's listed securities for the year ended 31 December 2024.

RSU Scheme

The Board of the Company approved and adopted the RSU Scheme on 19 November 2021. On 29 December 2022, the Company granted to certain eligible participants (the “**Grantee(s)**”) of the Company a total of 27,272,000 RSUs pursuant to the RSU Scheme (the “**Grant**”). Please refer to the announcement of the Company dated 29 December 2022 for further details. A summary of the principal terms of the RSU Scheme of the Company is as follows:

Summary of terms

The following is a summary of the principal terms of the RSU Scheme:

(a) Purpose

The purpose of the RSU Scheme is to align the interests of eligible persons with those of our Group through ownership of the shares, dividends and other distributions paid on the shares and/or the increase in value of the shares, and to encourage and retain eligible persons to make contributions to the long-term growth and profits of our Group.

(b) Scope of the participants

Participants of the RSU Scheme include (i) any full-time and part-time employee, director or officer of any member of our Group including (without limitation) executive, non-executive and independent non-executive directors in the employment of or holding office therein; (ii) any person or entity (including but not limited to consultants engaged by our Group to render consulting or advisory services to us) that provides research, development, consultancy and other technical or operational or administrative support to us; and (iii) any other persons including former employees who, in the sole opinion of the RSU Committee, have contributed or will contribute to any member of our Group.

(c) Term

The RSU Scheme shall be valid and effective for the period of ten years commencing on the Listing Date, after which period no further RSUs will be granted. As of 31 December 2024, the remaining term of the RSU Scheme is 7 years and 6 months.

(d) The maximum number of the shares

As disclosed in the Prospectus, on 1 June 2022, the Company allotted and issued 27,272,000 Shares, representing all Shares underlying the RSUs that may be delivered under the RSU Scheme, and representing 11.4% of the total issued share capital of the Company as of the date of Grant. On 29 December 2022, the Company granted RSUs in an aggregate of 27,272,000 Shares, representing 100% of the RSU Mandate, to certain eligible participants.

(e) Individual limit and exercise period

Subject to the Listing Rules, the RSU Scheme does not specify a maximum limit on the interests granted to each participant or the exercise period.

(f) Vesting schedule of RSUs granted

- (1) one third of the RSUs granted will become vested immediately upon the Grant;
- (2) one third of the RSUs granted will become vested on the first anniversary of the date of Grant;
- (3) the remaining one third of the RSUs granted will become vested on the second anniversary of the date of Grant.

(g) Basis for determining the exercise price of RSUs

The consideration (if any) paid by the selected participant to the trustee for accepting the grant of RSUs to that participant shall be determined at the sole discretion of the RSU committee.

During the Reporting Period, as of 31 December 2024, 27,272,000 RSUs were granted to the Directors and employees of the Company. The exercise price of the RSUs was HK\$9.9 per share, and the grant price was determined with reference to the closing price of HK\$10.5 on the date of Grant of the shares on 29 December 2022. On 28 December 2022, the closing price of the RSUs on the day before the date of Grant and vesting was HK\$13.12. Details and changes of the RSUs granted under the RSU Scheme during the Reporting Period are as follows:

Names of Grantees	Grant date	As of 1 January 2024	Number of RSUs				As of 31 December 2024	Vesting period of RSUs	Exercise period of RSUs	Exercise price per share of RSUs (HK\$)
			Granted during the Reporting Period	Vested during the Reporting Period	Exercised during the Reporting Period	Lapsed/ cancelled during the Reporting Period				
Lin Lin	29 December 2022	13,636,000	-	4,545,333	-	-	13,636,000	29 December 2022 to 29 December 2024 ⁽¹⁾	29 December 2022 to 21 June 2032	9.9
Guo Meiling	29 December 2022	4,545,000	-	1,515,000	-	-	4,545,000	29 December 2022 to 29 December 2024 ⁽¹⁾	29 December 2022 to 21 June 2032	9.9
Huang Yufeng	29 December 2022	500,000	-	166,666	-	-	500,000	29 December 2022 to 29 December 2024 ⁽¹⁾	29 December 2022 to 21 June 2032	9.9
Jiang Jing	29 December 2022	500,000	-	166,666	-	-	500,000	29 December 2022 to 29 December 2024 ⁽¹⁾	29 December 2022 to 21 June 2032	9.9
Other employees of the Group	29 December 2022	8,091,000	-	2,297,000	-	-	8,091,000	29 December 2022 to 29 December 2024 ⁽²⁾	29 December 2022 to 21 June 2032	9.9
Total		27,272,000	-	9,090,665	-	-	27,272,000			

Directors' Report

Notes:

- Each Grantee under the RSU Scheme may vest and exercise RSUs in three tranches as follows:
 - one third of the RSUs granted will become vested immediately upon the date of Grant;
 - one third of the RSUs granted will become vested on the first anniversary of the date of Grant; and
 - the remaining one third of the RSUs granted will become vested on the second anniversary of the date of Grant.
- Other Grantees of RSUs granted under the RSU Scheme (other employees of the Group) may vest and exercise the RSUs in three tranches as follows:
 - one third of the RSUs granted will become vested immediately upon the date of Grant;
 - one third of the RSUs granted will become vested on the first anniversary of the date of Grant; and
 - the remaining one third of the RSUs granted will become vested on the second anniversary of the date of Grant.
- During the Reporting Period, no RSUs lapsed and expired and the Group did not cancel any RSUs.
- The fair value of RSUs granted during the Reporting Period and the accounting standards and policies adopted are set out in note 27 to the financial statements.
- The weighted average closing price of the shares corresponding to the RSUs vested during the Reporting Period was HK\$7.74 on the day preceding the vesting date of the RSUs.
- Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rule 17.07 of the Listing Rules.

The Scheme Rules of the 2022 RSU Scheme has stipulated the lapse and cancellation of the RSU Scheme under different circumstances, and for the purpose of adequately protecting the interests of the Company, the Remuneration Committee of the Company considers that the Grantees are not required to achieve specific performance targets for exercising the RSUs.

As at each of 1 January 2024, 31 December 2024 and the date of this annual report, the number of RSUs available for grant is 0 as the Company has granted all RSUs. Afterwards, no RSUs will be granted under the RSU Scheme.

Directors

The Directors during the year ended 31 December 2024 and up to the date of this annual report were:

Name	Position/Title
Dr. Yu Rong	Executive Director and honorary co-chairperson
Ms. Guo Meiling	Non-executive Director and honorary co-chairperson
Ms. Lin Lin	Executive Director and chairperson
Ms. Jiang Jing	Executive Director and chief financial officer (Assumed the responsibilities of chief executive officer during the vacancy of chief executive officer since 17 January 2024.)
Dr. Zhang Ying	Independent non-executive Director
Mr. Jia Qingfeng	Independent non-executive Director
Dr. Xie Dan	Independent non-executive Director
Mr. Huang Yufeng	Executive Director and chief executive officer (Ceased with effect from 17 January 2024)

In accordance with the Articles of Association, Ms. Jiang Jing, Mr. Jia Qingfeng, and Dr. Xie Dan will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming AGM.

The biographical details of the Directors and senior management of the Company as at the Latest Practicable Date are set out in the section headed "Directors and Senior Management" in this annual report.

Save as disclosed in the section headed "Directors and Senior Management" in this annual report, there is no information of the Directors which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Directors' Service Contracts and Letters of Appointment

Each of our executive Directors has entered into a service contract with the Company on 1 June 2022. The initial term of their respective service contract shall commence from the date of their appointment until termination in accordance with the terms and conditions of the service agreement or by either party giving to the other not less than one month's prior notice in writing.

Each of the non-executive Directors and independent non-executive Directors has entered into a letter of appointment with the Company effective from 1 June 2022. The initial term for their letters of appointment shall commence from the date of their appointment for a period of three years, whichever is earlier (subject to re-election as and when required under the Articles of Association) until termination in accordance with the terms and conditions of the letter of appointment or by either party giving to the other not less than one month's prior notice in writing.

The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules. None of our Directors has an unexpired service contract with members of our Group that is determinable by our Group within one year without payment of compensation, other than statutory compensation.

Directors' and Controlling Shareholders' Interests in Transactions, Arrangements or Contracts of Significance

Save for the related party transactions as disclosed in note 30 to the consolidated financial statements and the connected transactions as disclosed in the section headed "Connected Transactions" in this directors' report, there were no transactions, arrangements or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director and/or any of his/her connected entity had a material interest, whether directly or indirectly, and there was no transaction, arrangement or contract of significance entered into between the Company or any of its subsidiaries and the Company's Controlling Shareholders or any of its subsidiaries at the end of or at any time during the year ended 31 December 2024.

Directors' Report

Interests and Short Positions of Directors and Chief Executives in Shares, Underlying Shares and Debentures of the Company and its Associated Corporations

As of 31 December 2024, the interests or short positions of the Directors or the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were 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 or short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

Interests in the Shares or Underlying Shares of the Company

Name of Director	Nature of interest	Number of interested shares	Approximate percentage of shareholding interest (%)
Dr. Yu Rong	Interest in controlled corporations ⁽¹⁾	19,595,135	8.44%
	Interest of a party to an agreement ⁽²⁾	22,000,000	9.48%
Ms. Guo Meiling	Interest in controlled corporations ⁽²⁾	22,000,000	9.48%
	Beneficial interests ⁽³⁾	4,545,000	1.96%
Ms. Lin Lin	Interest in controlled corporations ⁽⁴⁾	9,975,311	4.3%
	Beneficial interests ⁽³⁾	13,636,000	5.88%
Ms. Jiang Jing	Beneficial interests ⁽³⁾	500,000	0.22%
Mr. Huang Yufeng ⁽⁶⁾	Interest in controlled corporations ⁽⁵⁾	3,463,131	1.49%
	Beneficial interests ⁽³⁾	500,000	0.22%

Notes:

- (1) As of 31 December 2024, YURONG TECHNOLOGY LIMITED was held as to 100% by Dr. Yu Rong. Tianjin Hongzhi Kangjian Management Consulting Partnership (LP) was held as to (i) 99% by Zhuhai Zhongwei Yi Jian Equity Investment Fund (Limited Partnership) (珠海中衛易健股權投資基金(有限合夥)), its limited partner, the general partner of which was Shanghai Zhongfu Equity Investment Management Co., Ltd. (上海中孵創業投資管理有限公司), which was ultimately controlled by Dr. Yu Rong; and (ii) 1% by Shanghai Zhongfu Equity Investment Management Co., Ltd. (上海中孵創業投資管理有限公司) as its general partner. As such, Dr. Yu Rong is deemed to be interested in the Shares held by each of YURONG TECHNOLOGY LIMITED and Tianjin Hongzhi Kangjian Management Consulting Partnership (LP) under the SFO.

- (2) As of 31 December 2024, Infinite Galaxy Health Limited was wholly owned by Ms. Guo Meiling. As such, Ms. Guo Meiling is deemed to be interested in the Shares in which Infinite Galaxy Health Limited is interested under the SFO. On 11 August 2021, Dr. Yu Rong, Ms. Guo Meiling and Infinite Galaxy Health Limited, among others, entered into a voting rights entrustment deed, pursuant to which Infinite Galaxy Health Limited, a Shareholder wholly owned by Ms. Guo Meiling, irrevocably entrusts Dr. Yu Rong to exercise all voting rights associated with the Shares on behalf of Infinite Galaxy Health Limited. As such, Dr. Yu Rong is deemed to be interested in the Shares in which Ms. Guo Meiling is ultimately interested (through holding 100% interests of Infinite Galaxy Health Limited) under the SFO.
- (3) As of 31 December 2024, among the RSUs, 19,181,000 RSUs have been granted to certain Directors, with details as follows:
- 13,636,000 RSUs have been granted to Ms. Lin Lin.
- 4,545,000 RSUs have been granted to Ms. Guo Meiling.
- 500,000 RSUs have been granted to Mr. Huang Yufeng.
- 500,000 RSUs have been granted to Ms. Jiang Jing.
- (4) As of 31 December 2024, LINLIN DJK HOLDING LTD. was wholly owned by Ms. Lin Lin. As such, Ms. Lin Lin is deemed to be interested in the Shares held by LINLIN DJK HOLDING LTD. under the SFO.
- (5) As of 31 December 2024, Main Sunflower Technology Limited was held as to 54.84% by Mr. Huang Yufeng. As such, Mr. Huang Yufeng is deemed to be interested in the Shares held by Main Sunflower Technology Limited under the SFO.
- (6) Mr. Huang Yufeng ceased to be a Director since 17 January 2024.
- (7) As of 31 December 2024, the number of issued shares of the Company was 232,040,800 shares.

Interests in the Shares or Underlying Shares of the Company's Associated Corporations

Mega Genomics Beijing

Name of Director	Capacity/Nature of interest	Number of shares/ underlying shares	Approximate percentage of shareholding interest (%)
Dr. Yu Rong	Interest in controlled corporations ⁽¹⁾	1,383,000	12.73%
Ms. Guo Meiling	Beneficial interests	1,335,048	12.29%

Note:

- (1) As at 31 December 2024, Dr. Yu Rong controlled Zhuhai Zhongwei Yi Jian Equity Investment Fund (Limited Partnership) and Beijing Yinwei Technology Center (LP). As such, Dr. Yu Rong controls the interests in the entities in which Zhuhai Zhongwei Yi Jian Equity Investment Fund (Limited Partnership) and Beijing Yinwei Technology Center (LP) are interested under the SFO.

Interests and Short Positions of Substantial Shareholders and Other Persons in Shares and Underlying Shares of the Company

As at 31 December 2024, to the knowledge of our Directors, the following persons/entities (other than the Directors or chief executive of the Company) had an interest or short position in Shares or underlying Shares which will be required to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and kept in the register in shares under section 336 of the SFO:

Name	Nature of interest	Number of interested shares	Approximate percentage of shareholding interest (%)
Mei Nian Investment Limited	Beneficial owner ⁽¹⁾	37,258,932	16.06%
Meinian OneHealth	Interest in controlled corporations ⁽¹⁾	37,258,932	16.06%
Mega Marvelous Limited	Nominee of another person ⁽²⁾	27,272,000	11.75%
KASTLE LIMITED	Trustee ⁽²⁾	27,272,000	11.75%
YURONG TECHNOLOGY LIMITED	Beneficial owner ⁽³⁾	14,555,731	6.27%
Infinite Galaxy Health Limited	Beneficial owner ⁽⁴⁾	22,000,000	9.48%
Tianjin Shiji Yuneng Enterprise Management Partnership (LP)	Beneficial owner ⁽⁵⁾	12,096,203	5.21%
Beijing Hehe Hengye Technology Co., Ltd.	Interest in controlled corporations ⁽⁵⁾	12,096,203	5.21%
Beijing Shiji Yuneng Technology Co., Ltd.	Interest in controlled corporations ⁽⁵⁾	12,096,203	5.21%
Mr. Niu Zhencai	Interest in controlled corporations ⁽⁵⁾	12,096,203	5.21%

Notes:

- (1) As at 31 December 2024, Mei Nian Investment Limited was held as to 100% by Meinian OneHealth. As such, Meinian OneHealth is deemed to be interested in those which Mei Nian Investment Limited is interested under the SFO.
- (2) As at 31 December 2024, Mega Marvelous Limited was held as to 100% by KASTLE LIMITED, an independent trustee appointed under the terms of the RSU Scheme which, through Mega Marvelous Limited, holds the Shares underlying the RSUs for the benefit of eligible participants of the RSU Scheme.
- (3) As at 31 December 2024, YURONG TECHNOLOGY LIMITED was held as to 100% by Dr. Yu Rong. Tianjin Hongzhi Kangjian Management Consulting Partnership (LP) was held as to (i) 99% by Zhuhai Zhongwei Yi Jian Equity Investment Fund (Limited Partnership) (珠海中衛易健股權投資基金(有限合夥)), its limited partner, the general partner of which was Shanghai Zhongfu Equity Investment Management Co., Ltd. (上海中孵創業投資管理有限公司), which was ultimately controlled by Dr. Yu Rong and (ii) 1% by Shanghai Zhongfu Equity Investment Management Co., Ltd. (上海中孵創業投資管理有限公司) as its general partner. As such, Dr. Yu Rong is deemed to be interested in those which each of YURONG TECHNOLOGY LIMITED and Tianjin Hongzhi Kangjian Management Consulting Partnership (LP) is interested under the SFO.
- (4) As at 31 December 2024, Infinite Galaxy Health Limited was wholly owned by Ms. Guo Meiling. As such, Ms. Guo Meiling is deemed to be interested in those which Infinite Galaxy Health Limited is interested under the SFO. On 11 August 2021, Dr. Yu Rong, Ms. Guo Meiling, Ms. Guo Meiling's son and Infinite Galaxy Health Limited entered into a voting rights entrustment deed, pursuant to which Infinite Galaxy Health Limited, a Shareholder wholly owned by Ms. Guo Meiling, irrevocably entrusts Dr. Yu Rong to exercise all voting rights associated with the Shares on behalf of Infinite Galaxy Health Limited. As such, Dr. Yu Rong is deemed to be interested in those which Ms. Guo Meiling is interested under the SFO.

- (5) As at 31 December 2024, Tianjin Shiji Yuneng Enterprise Management Partnership (LP) was held as to (i) 99.90% by Beijing Hehe Hengye Technology Co., Ltd. (北京和合恒業科技有限公司), its limited partner; and (ii) 0.10% by Beijing Shiji Yuneng Technology Co., Ltd. (北京世紀宇能科技有限公司), its general partner. Beijing Hehe Hengye Technology Co., Ltd. was a limited liability company held as to 99.88% by Beijing Shiji Yuneng Technology Co., Ltd., which was held as to 99.90% by Niu Zhencai (牛振才) and 0.10% by Qiu Xiaobing (邱效冰), both of whom are Independent Third Parties. As such, each of Beijing Hehe Hengye Technology Co., Ltd., Beijing Shiji Yuneng Technology Co., Ltd. and Niu Zhencai is deemed to be interested in all of the Shares held by Tianjin Shiji Yuneng Enterprise Management Partnership (LP).
- (6) As at 31 December 2024, the number of issued shares of the Company was 232,040,800 shares.

Save as disclosed above, as at 31 December 2024, our Directors are not aware of any person or corporation who has an interest or short position in the Shares and underlying Shares of the Company which would be recorded in the register of the Company required to be kept under Section 336 of the SFO.

Management Contracts

No contracts concerning the operation and management of the whole or any substantial part of the business of the Group were entered into or existed during the year ended 31 December 2024.

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Articles of Association, although there are no restrictions against such rights under the laws in the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders of the Company.

Tax Relief and Exemption

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

Remuneration Policy

Our Directors believe that the ability to attract, motivate and retain a sufficient number of qualified employees is of significant importance to the long-term successful development of our Group. The remuneration package for our employees generally includes basic wages, variable wages, bonuses and other staff benefits. We made contributions to mandatory employee benefit plans (including pension, work-related injury benefits, maternity insurance, medical and unemployment benefit plans and housing provident fund). We also granted restricted stock units as share incentives to qualified directors and employees and adopted the share option scheme, details of both schemes are set out under the section headed "RSU Scheme" in this directors' report, to motivate our employees. Our Group has established a remuneration committee to review the policy and structure of the remuneration for our Directors and senior management and make recommendations on the remuneration packages of individual executive Directors and senior management. In general, our Group determines the emolument payable to our Directors based on each Director's time commitment and responsibilities, salaries paid by comparable companies as well as the employment conditions elsewhere in our Group.

Directors' Report

Employee Benefits

Particulars of the employee benefits of the Group are set out in notes 2.4, 6 and 8 to the consolidated financial statements.

Pursuant to code provision E.1.5 of the CG Code, the annual remuneration of the senior management by band for the year ended 31 December 2024 is set out below:

Remuneration	Number of senior management
Nil to RMB500,000	5

Public Float

As at the Latest Practicable Date and based on the information that is publicly available to the Company and to the knowledge of the Directors, the Company has maintained the public float as required under the Listing Rules as at the date of this annual report.

Rights To Acquire the Company's Securities and Equity-Linked Agreements

Save as disclosed in the section headed "RSU Scheme" in this directors' report, at no time during the year ended 31 December 2024 was the Company, or any of its subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate, nor did the Company enter into any equity-linked agreement.

Directors' and Controlling Shareholders' Interests in Competing Business

Save for their respective interests in the Group, none of the Directors and the Controlling Shareholders was interested in any business which competes or is likely to compete with the businesses of the Group for the year ended 31 December 2024. From time to time our non-executive Directors may serve on the boards of both private and public companies within the broader healthcare industries. However, as these non-executive Directors are neither our controlling shareholders nor members of our executive management team, we do not believe that their interests in such companies as directors would render us incapable of carrying on our business independently from the other companies in which they may hold directorships from time to time.

Non-competition Undertakings

As disclosed in the Prospectus, the independent non-executive Directors shall review matters related to the enforcement of the deed of non-competition undertakings dated 30 May 2022 (the “**Non-competition Undertakings**”) to ascertain the Controlling Shareholder’s compliance with the Non-competition Undertakings. During the Reporting Period, the independent non-executive Directors have reviewed the matters related to the enforcement of the Non-competition Undertakings and considered that there was no conflict of interests between the Controlling Shareholders and the Company. The Controlling Shareholders have issued the annual statement to the Company stating that they have complied with the provisions of the Non-competition Undertakings.

During the Reporting Period, the Controlling Shareholders have provided the Company with all information necessary for the enforcement of the Company’s rights under the Non-competition Undertakings or all information required by the Company for the review of independent non-executive Directors. The Company has also accessed to the Controlling Shareholders to discuss and obtain such information, in order to enable the Company to consider whether to exercise any of its rights under the deed of Non-competition Undertakings. Dr. Yu has reviewed and provided advices on the contents disclosed in the annual report.

Permitted Indemnity Provision

Pursuant to the Articles of Association, the Directors, auditors and other officers of the Company shall be entitled to be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices. Such provisions were in force throughout the year ended 31 December 2024 and are currently in force.

The Company has arranged for appropriate insurance cover for Directors’ liabilities in respect of legal actions that may be brought against the Directors during the year ended 31 December 2024.

Use of Proceeds from the Global Offering

The Shares were listed on the Main Board of the Stock Exchange on 22 June 2022. A total of 11,961,800 new Shares were issued at HK\$18 each for raising a total of approximately HK\$215.3 million. The net proceeds raised during the Global Offering, net of underwriting commissions and other expenses paid and payable by the Company in connection with the Global Offering, amounted to approximately HK\$153.4 million. Details of the Group’s use of proceeds from the Global Offering as at 31 December 2024 are set out in the section headed “Management Discussion and Analysis – Use of Proceeds from the Global Offering” in this annual report.

Directors' Report

Connected Transactions

Overview

During the Reporting Period, the following transactions between our connected persons and our Group will constitute continuing connected transactions under Chapter 14A of the Listing Rules. Details of such continuing connected transactions of the Group during the Reporting Period are set out below.

Relevant Connected Persons

The following entities with whom we have entered into transactions are our connected persons under the Listing Rules:

Connected Person	Connected Relationship
Meinian OneHealth (together with its associates)	One of our Controlling Shareholders
Dr. Yu (together with his associates ⁽¹⁾)	An executive Director and one of our Controlling Shareholders

Non-exempt Continuing Connected Transactions

The following table sets forth a summary of our non-exempt continuing connected transactions:

Transaction	Applicable Listing Rules	Waiver sought	Proposed annual caps (RMB'000,000)		
			for the year ended 31 December 2024	2025	2026
Meinian OneHealth Genetic Testing Service Framework Agreement	14A.34 to 14A.36, 14A.49, 14A.51 to 14A.59, 14A.71 and 14A.81	Waiver from announcement, circular and independent shareholders' approval requirements	150.0	195.0	253.5

Notes:

- (1) As of the Latest Practicable Date, Dr. Yu had 34 associates that cooperated with our Group. Most of Dr. Yu's associates are local health checkup centers and engaged in providing checkup and/or other healthcare services in different regions to customers. Most of Dr. Yu's associates are controlled as to 30% and/or above by Dr. Yu through Shanghai Tianyi Investment (Group) Co., Ltd. (上海天億實業控股集團有限公司) ("Shanghai Tianyi") or Yanji (Shanghai) Enterprise Management Co., Ltd. (研計(上海)企業管理有限公司) and/or Shanghai Zhongfu Equity Investment Management Co., Ltd. (上海中鵬創業投資管理有限公司), the general partner of Jiaying Xinwen Ganfu Equity Investment Partnership (L.P.) (嘉興信文淦富股權投資合夥企業(有限合夥)), which are controlled or ultimately controlled by Shanghai Tianyi, a company held as to approximately 93.68% by Dr. Yu. As of the Latest Practicable Date, none of Dr. Yu's associates were associates of Meinian OneHealth.
- (2) The Meinian OneHealth Genetic Testing Service Framework Agreement is effective for a period of three years from 1 January 2024.

Transaction	Applicable Listing Rules	Waiver sought	Proposed annual caps (RMB'000,000) for the year ended 31 December		
			2024	2025	2026
Dr. Yu Genetic Testing Service Framework Agreement	14A.34 to 14A.36, 14A.49, 14A.51 to 14A.59, 14A.71 and 14A.81	Waiver from announcement, circular and independent shareholders' approval requirements	18.0	23.4	30.4
Contractual Arrangements	14A.34 to 14A.36, 14A.49, 14A.52, 14A.53 to 14A.59, 14A.71 and 14A.105	Waiver from announcement, circular and independent shareholders' approval requirements	N/A	N/A	N/A

Meinian OneHealth Genetic Testing Service Framework Agreement

Principal terms

On 1 January 2024, Mega Genomics Beijing, for itself and on behalf of its subsidiaries, entered into the genetic testing service framework agreement with Meinian OneHealth, for itself and on behalf of, among others, the associates of Meinian OneHealth (the "**Meinian OneHealth Genetic Testing Service Framework Agreement**"), pursuant to which Mega Genomics Beijing and its subsidiaries agree to provide genetic testing services to Meinian OneHealth and its associates, and Meinian OneHealth and its associates agree to sell genetic testing services provided by our Group to its customers. Meinian OneHealth and its associates shall settle the consideration payable to Mega Genomics Beijing each month based on the actual sales of each service. The Meinian OneHealth Genetic Testing Service Framework Agreement is effective for a period of three years from 1 January 2024 and may be renewed subject to compliance with relevant requirements under the relevant laws, regulations and the Listing Rules.

Pricing policy

The service fee to be charged by our Group will be on normal commercial terms as determined based on arm's length negotiations between the parties with reference to (i) the production cost and gross profit requirements of our Group; (ii) the government prescribed price and the prevailing service fee of a similar service provider in the market; and (iii) the sales to the buyer's end customers. We will ensure the profit margin is comparable to the profit margin of similar services offered by our Group to other Independent Third Parties.

Reasons for and benefits of above transactions

The provision of the genetic testing services under the Meinian OneHealth Genetic Testing Service Framework Agreement reflects our strategy of leveraging Meinian OneHealth's market share to gain direct access to the large consumer pool in China, and to enable the Company to operate and invest at a scale that would allow us to realize further gains in efficiency. Compared with other similar providers, we can provide Meinian OneHealth with a more comprehensive portfolio of genetic testing services at competitive market price. Our Directors are of the view that such arrangement is in the best interest of our Group and our Shareholders as a whole.

Transaction amount for the year

During the Reporting Period, the transaction amount of Meinian OneHealth together with its associates was RMB118.8 million.

Proposed annual cap and basis

The proposed annual caps in respect of the transactions between our Group and Meinian OneHealth together with its associates under the Meinian OneHealth Genetic Testing Service Framework Agreement for the year ended 31 December 2024 are expected to be no more than RMB150.0 million.

The above proposed annual caps are set based on the following factors: (i) the historical transaction amount between our Group and Meinian OneHealth together with its associates during the Reporting Period; (ii) the expected need of Meinian OneHealth together with its associates for the genetic testing services; and (iii) the expected growth of the industry and the expected business growth of our Group and Meinian OneHealth together with its associates in the future.

The proposed annual caps also take into consideration (i) the industry average growth rates and (ii) the estimated average revenue growth rates of the consumer genetic testing services industry. Specifically, (i) according to Frost & Sullivan, the CAGR for consumer genetic testing industry is approximately 40% from 2020 to 2030; (ii) by continuously launching new products and actively expanding its product matrix, our Group has pioneered diversified sampling methods to provide customers with better services and a more convenient experience.

At the same time, as the Company continues to explore and develop third party channels, the proposed annual caps are calculated based on an estimated comprehensive average growth rate of approximately 30%.

Dr. Yu Genetic Testing Service Framework Agreement

Principal terms

On 30 May 2022, the Company, for itself and on behalf of its subsidiaries and/or PRC Consolidated Entities, entered into the genetic testing service framework agreement with Dr. Yu, for himself and on behalf of his associates (the “**Dr. Yu Genetic Testing Service Framework Agreement**”), pursuant to which the Company and its subsidiaries agree to provide genetic testing and related services to Dr. Yu’s associates. The commercial terms under the Dr. Yu Genetic Testing Service Framework Agreement are largely in line with those under the Meinian OneHealth Genetic Testing Service Framework Agreement. The Dr. Yu Genetic Testing Service Framework Agreement is effective for a period of three years from the Listing and may be renewed conditional on the fulfilment of the relevant requirements under the relevant laws, regulations and the Listing Rules.

Pricing policy

The service fee to be charged by our Group will be on normal commercial terms as determined based on arm’s length negotiations between the parties with reference to (i) the production cost and gross profit requirements of our Group; (ii) the government prescribed price and the prevailing service fee of a similar service provider in the market or prevailing market rates; and (iii) the sales to the end customers of Dr. Yu’s associates. We will ensure the profit margin is comparable to the profit margin of similar services offered by our Group to other Independent Third Parties.

Reasons for and benefits of above transactions

Our Company has been providing genetic testing and related services to Dr. Yu’s associates for many years given the good working relationship between the parties. It is crucial to maintain a stable and high-quality provision of our services to the customers with long-term cooperation for our Group’s existing and future operation. Compared with other similar providers, we can provide Dr. Yu’s associates with more comprehensive types of genetic testing services at competitive market price. Our Directors are of the view that such arrangement is in the best interest of our Group and our Shareholders as a whole.

Transaction amount for the year

During the Reporting Period, the transaction amount of Dr. Yu together with its associates was RMB17.6 million.

Proposed annual cap and basis

The proposed annual caps in respect of the transactions under the Dr. Yu Genetic Testing Service Framework Agreement between the Group and Dr. Yu together with his associates for the year ended 31 December 2024 is expected to be no more than RMB18.0 million.

The above proposed annual caps are set based on the following factors: (i) the historical transaction amount between our Group and Dr. Yu together with his associates during the Reporting Period; (ii) the expected need of Dr. Yu together with his associates for the genetic testing and related services; and (iii) the expected growth of the industry and the expected business growth of our Group and Dr. Yu together with his associates in the future.

Directors' Report

The proposed annual caps also take into consideration (i) the industry average growth rates and (ii) the estimated average revenue growth rates of the consumer genetic testing services industry. Specifically, (i) according to Frost & Sullivan, the CAGR for consumer genetic testing industry is approximately 40% from 2020 to 2030; (ii) by continuously launching new products and actively expanding its product matrix, our Group has pioneered diversified sampling methods to provide customers with better services and a more convenient experience.

At the same time, as the Company continues to explore and develop third party channels, the proposed annual caps are calculated based on an estimated comprehensive income growth rate of approximately 30%.

Listing Rules Implications for the Framework Agreements

As one or more of the applicable percentage ratios for the transactions contemplated under the framework agreements on aggregated basis is more than 5% on an annual basis, the transactions shall be subject to annual review, reporting, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the Meinian OneHealth Genetic Testing Service Framework Agreement expired on 31 December 2023, Mega Genomics Beijing, a subsidiary of the Company, has entered into the 2024 Meinian OneHealth Genetic Testing Service Framework Agreement with Meinian OneHealth on 5 January 2024. To enhance the efficiency of managing connected transactions of the Group, the Company terminated the Dr. Yu Genetic Testing Service Framework Agreement and entered into the 2024 Dr. Yu Genetic Testing Service Framework Agreement with Dr. Yu on 5 January 2024. Please refer to the announcements of the Company dated 5 January 2024 and 11 January 2024 and the circular dated 8 February 2024 for further details.

Contractual Arrangements

As disclosed in the section headed "Contractual Arrangements" in the Prospectus, the Company is engaged in the provision of consumer genetic testing services and cancer screening services, which are classified as foreign investment prohibited businesses under applicable PRC laws, regulations or rules. In order to comply with PRC laws and regulations, and maintain effective control over the Company's genetic testing services, Mega Genomics WFOE entered into the Existing Contractual Arrangements with Mega Genomics Beijing and the Registered Shareholders, whereby Mega Genomics WFOE acquired effective control over the financial and operational management and results of the PRC Consolidated Entities, and became entitled to all the economic benefits derived from the operations of the PRC Consolidated Entities.

If foreign ownership is recognized under applicable PRC laws and regulations, the Group will release and terminate the Contractual Arrangements to the extent practicable and we will hold directly the maximum percentage ownership interest permitted under the applicable PRC laws and regulations.

On 28 September 2022, Mega Genomics Beijing, the New Registered Shareholders and Mega Genomics WFOE entered into the New Contractual Arrangements to reflect the reduction in the Registered Shareholders subsequent to completion of the Capital Reduction Procedures. Save for the identity of the Registered Shareholders, the New Contractual Arrangements are a reproduction of the Existing Contractual Arrangements and on the same terms and conditions as the Existing Contractual Arrangements. Since the Terminated Registered Shareholders ceased to be the shareholders of Mega Genomics Beijing upon completion of the Capital Reduction Procedures, certain agreements in relation to the Terminated Registered Shareholders under the Existing Contractual Arrangements were terminated accordingly. For the avoidance of doubt, the remaining agreements under the Existing Contractual Arrangements remain unchanged, valid and in effect.

Below sets out the particulars of the New Contractual Arrangements (including the agreements that remain unchanged under the Existing Contractual Arrangements):

No.	New Contractual Arrangements	Details of the New Contractual Arrangements (including the amendments to the Existing Contractual Arrangements)
1	New Exclusive Option Agreement	On 28 September 2022, the New Exclusive Option Agreement was entered into among Mega Genomics Beijing, the New Registered Shareholders and Mega Genomics WFOE, pursuant to which Mega Genomics WFOE was granted an irrevocable and exclusive right to purchase all or any of the equity interest in Mega Genomics Beijing held by the New Registered Shareholders at present or in the future and/or all or any of the assets of Mega Genomics Beijing for a consideration equivalent to the lowest price permitted under PRC laws at the time of purchase.
2	Exclusive Consultancy and Services Agreement	Given that the Terminated Registered Shareholders are not the signing parties to this agreement under the Existing Contractual Arrangements, the Exclusive Consultancy and Services Agreement remains unchanged, valid and in effect.
3	New Equity Pledge Agreement	On 28 September 2022, the New Equity Pledge Agreement was entered into among Mega Genomics Beijing, the New Registered Shareholders and Mega Genomics WFOE, pursuant to which the New Registered Shareholders pledged as first charge all of their respective equity interests in Mega Genomics Beijing to Mega Genomics WFOE as collateral security to secure performance of their obligations and Mega Genomics Beijing's obligations under this agreement, the New Exclusive Option Agreement, the Exclusive Consultancy and Services Agreement, and the Powers of Attorney.
4	Powers of Attorney	Given that the Terminated Registered Shareholders ceased to be the shareholders of Mega Genomics Beijing subsequent to completion of the Capital Reduction Procedures, the relevant Powers of Attorney signed by the Terminated Registered Shareholders under the Existing Contractual Arrangements were terminated accordingly. For the avoidance of doubt, the remaining Powers of Attorney remain unchanged, valid and in effect.
5	Spouse Undertakings	Since all the Terminated Registered Shareholders are entity shareholders and there is no need to obtain spouse undertakings relevant to them, all the Spouse Undertakings remain unchanged, valid and in effect.
6	Undertakings by the Individual Registered Shareholders	Since none of the Terminated Registered Shareholders are the Platform Registered Shareholders whose ultimate beneficial owners need to provide respective undertakings as disclosed in the Prospectus, all the undertakings given by the Individual Registered Shareholders remain unchanged, valid and in effect.

Directors' Report

Therefore, the New Contractual Arrangements, having their terms and conditions substantially the same as those of the Existing Contractual Arrangements, are a reproduction of the Existing Contractual Arrangements, save for the identity of the Registered Shareholders. The New Contractual Arrangements were entered into so as to reflect the reduction in the Registered Shareholders subsequent to completion of the Capital Reduction Procedures.

Reasons for and benefits of entering into the New Contractual Arrangements

The reason for entering into the New Contractual Arrangements is to reflect the reduction in the Registered Shareholders upon completion of the Capital Reduction Procedures of Mega Genomics Beijing.

As disclosed in the sections headed "History, Reorganization and Group Structure – Reorganization" and "Financial Information" in the Prospectus, Mega Genomics Beijing commenced a Capital Reduction Procedure and issued a total payment of RMB214.1 million to the Registered Shareholders as a result of the Capital Reduction. The Capital Reduction is conducted for the purpose of facilitating the Reorganization and converting the equity interests in Mega Genomics Beijing into equity interests in the Company. On 1 April 2022, the Registered Shareholders adopted resolutions to authorize the Capital Reduction of Mega Genomics Beijing and the entire balance of RMB214.1 million in prepayments to the Registered Shareholders was settled on the same date.

On 28 September 2022, the Company completed the abovementioned Capital Reduction Procedures as disclosed in the Prospectus. Subsequent to completion of the Capital Reduction Procedures, the Terminated Registered Shareholders, also being the signing parties to certain agreements under the Existing Contractual Arrangements, ceased to be the shareholders of Mega Genomics Beijing. Therefore, the Company entered into the New Contractual Arrangements with the New Registered Shareholders to reflect the reduction in the Registered Shareholders of Mega Genomics Beijing subsequent to completion of the Capital Reduction Procedures.

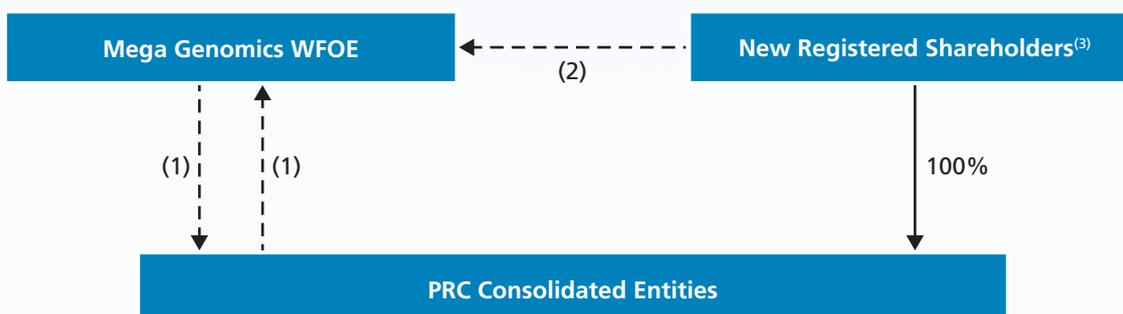
Information about the Group and parties to the New Contractual Arrangements

The Group is principally engaged in, through Mega Genomics WFOE, the provision of consumer genetic testing services and cancer screening services and ancillary services. The total revenue attributable to the PRC Consolidated Entities was approximately RMB164.2 million for the year ended 31 December 2024. As at 31 December 2024, the total assets attributable to the PRC Consolidated Entities (before any intercompany eliminations) was approximately RMB659.6 million.

Mega Genomics WFOE refers to Mega (Tianjin) Investment Co., Ltd., which is a limited liability company incorporated under the PRC laws on 24 May 2021 and a wholly-owned subsidiary of the Company.

Mega Genomics Beijing is a limited liability company incorporated under the PRC laws and one of the Company's PRC Consolidated Entities. Mega Genomics Beijing is principally engaged in the provision of consumer genetic testing services and cancer screening services and ancillary services.

The following sketch illustrates the flow of economic benefits from the PRC Consolidated Entities to the Group as provided for under the Contractual Arrangements:



- denotes legal and beneficial interest in the equity interest
- - - denotes the Contractual Arrangements

Notes:

- (1) Mega Genomics WFOE provides comprehensive business support, technical services and consultancy to the PRC Consolidated Entities.

The PRC Consolidated Entities paid service fees to Mega Genomics WFOE in exchange for the services. See “Contractual Arrangements – Summary of the Contractual Arrangements – Exclusive Consultancy and Services Agreement” in the Prospectus.

- (2) The Registered Shareholders executed an option agreement in favor of Mega Genomics WFOE, for the acquisition of 100% of the equity interests in and/or assets in Mega Genomics Beijing. See “Contractual Arrangements – Summary of the Contractual Arrangements – Exclusive Option Agreement” in the Prospectus.

The Registered Shareholders pledged as first charge all of their respective equity interests in Mega Genomics Beijing to Mega Genomics WFOE as collateral security to secure performance of their obligations and Mega Genomics Beijing’s obligations under the Contractual Arrangements. See “Contractual Arrangements – Summary of the Contractual Arrangements – Equity Pledge Agreement” in the Prospectus.

The Registered Shareholders executed powers of attorney in favor of Mega Genomics WFOE. See “Contractual Arrangements – Summary of the Contractual Arrangements – Powers of Attorney” in the Prospectus.

- (3) The 24 Registered Shareholders of Mega Genomics Beijing include Meinian Onehealth, Beijing Shiji Yuneng Technology Co., Ltd. (北京世紀宇能科技有限公司), Qingdao Damei Xinhe Health Technology Partnership (LP) (青島大美鑫河健康科技合夥企業(有限合夥)), Zhuhai Zhongwei Yijian Equity Investment Fund (LP) (珠海中衛易健股權投資基金(有限合夥)), Tibet Tengyun Investment Management Co., Ltd. (西藏騰雲投資管理有限公司), Maccura Biotechnology Co., Ltd. (邁克生物股份有限公司), Xiamen Fanding Jiayin Equity Investment Partnership (LP) (廈門泛鼎佳因股權投資合夥企業(有限合夥)), Ganzhou Zhangxin Investment Center (LP) (贛州璋信投資中心(有限合夥)), Suzhou Ruihua Investment Partnership (LP) (蘇州瑞華投資合夥企業(有限合夥)), Qingdao Huichuang Qihang Equity Investment Partnership (LP) (青島匯創啟航股權投資合夥企業(有限合夥)), Shanghai Yifangda New Hope Equity Investment Fund (LP) (上海易方達新希望股權投資基金(有限合夥)), Tianjin Hongyin Technology Center (LP) (天津宏因科技中心(有限合夥)) (“**Tianjin Hongyin**”), Tianjin Meihong Technology Center (LP) (天津美宏科技中心(有限合夥)), Tianjin Meizhiyin Technology Center (LP) (天津美之因科技中心(有限合夥)), Beijing Yinwei Technology Center (LP) (北京因衛科技中心(有限合夥)), Ms. Guo Meiling (郭美玲) (“**Ms. Guo**”), Zhang Yajun (張雅軍), Deng Zhenguo (鄧振國), Liu Yi (劉伊), Hu Jianping (胡劍萍), Si Yali (司亞麗), Gong Yudong (宮玉棟), Song Xinbo (宋新波) and Zhou Quan (周全). The New Registered Shareholders are 18 out of 24 Registered Shareholders who remain as the shareholders of Mega Genomics Beijing subsequent to completion of the Capital Reduction Procedures, including Meinian OneHealth, Tianjin Hongyin, Ms. Guo, Tianjin Meihong Technology Center (LP) (天津美宏科技中心(有限合夥)), Beijing Yinwei Technology Center (LP) (北京因衛科技中心(有限合夥)), Beijing Shiji Yuneng Technology Co., Ltd. (北京世紀宇能科技有限公司), Qingdao Damei Xinhe Health Technology Partnership (LP) (青島大美鑫河健康科技合夥企業(有限合夥)), Zhuhai Zhongwei Yijian Equity Investment Fund (LP) (珠海中衛易健股權投資基金(有限合夥)), Maccura Biotechnology Co., Ltd. (邁克生物股份有限公司), Tianjin Meizhiyin Technology Center (LP) (天津美之因科技中心(有限合夥)), Zhang Yajun (張雅軍), Deng Zhenguo (鄧振國), Liu Yi (劉伊), Hu Jianping (胡劍萍), Si Yali (司亞麗), Gong Yudong (宮玉棟), Song Xinbo (宋新波) and Zhou Quan (周全). Among the New Registered Shareholders, Meinian OneHealth and Ms. Guo are the Controlling Shareholders of the Company.

Dispute Resolution under the Contractual Arrangements

Each of the Exclusive Option Agreement, the Exclusive Consultancy and Services Agreement and the Equity Pledge Agreement stipulates that the parties shall negotiate in good faith to resolve the dispute in the event of any dispute with respect to the provisions of such agreements. In the event the parties fail to reach an agreement on the resolution of such a dispute within 15 days, any party may submit the relevant dispute to the China International Economic and Trade Arbitration Commission for arbitration, in accordance with the then effective arbitration rules. The arbitration shall be conducted in Beijing, and the language used during arbitration shall be Chinese. The arbitration ruling by three arbitrators shall be final and binding on all parties. Any party shall have the right to apply to courts with competent jurisdiction for enforcement of arbitration rulings. The arbitration award shall be final and binding on all parties. The dispute resolution provisions also provide that the arbitral tribunal may award remedies over the shares or assets of the PRC Consolidated Entities or injunctive relief or order the winding up of the PRC Consolidated Entities. Mega Genomics WFOE may apply to the courts of the PRC, Hong Kong, the Cayman Islands (being the place of incorporation of the Company) or other competent jurisdiction for interim remedies or enforcement order of the arbitration rulings.

Risks Relating to the Contractual Arrangements

We consider the following risks to be related to the Contractual Arrangements. For details, please refer to pages 111 to 116 of the section headed "Risk Factors – Risks Associated with Our Contractual Arrangements" in the Prospectus.

- (a) If the PRC government finds that the agreements that establish the structure for operating our businesses in China do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, we could be subject to severe consequences, including the nullification of Contractual Arrangements and the relinquishment of our interest in the PRC Consolidated Entities.
- (b) The Contractual Arrangements may not be as effective in providing operational control as direct ownership. The PRC Consolidated Entities or its Registered Shareholders may fail to perform their obligations under the Contractual Arrangements.
- (c) We may lose the ability to use licenses, approvals and assets held by the PRC Consolidated Entities that are material to our business operations if the PRC Consolidated Entities declare bankruptcy or become subject to a dissolution or liquidation proceeding.
- (d) The Registered Shareholders of the PRC Consolidated Entities may have conflicts of interest with us, which may materially and adversely affect our business.
- (e) If we exercise the option to acquire equity ownership and assets of the PRC Consolidated Entities, the ownership or asset transfer may subject us to certain limitations and substantial costs.
- (f) Substantial uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law (《外商投資法》) and how it may impact the viability of our current corporate structure, corporate governance and business operations.
- (g) The Contractual Arrangements may be subject to scrutiny by the PRC tax authorities, and a finding that we owe additional taxes could substantially reduce our consolidated net profit and the value of your investment.

Mitigation actions taken by us

Our management works closely with our executive Directors and our external legal advisors to monitor the regulatory environment and developments in PRC laws and regulations to mitigate the risks associated with the Contractual Arrangements.

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

- (a) major issues arising from the implementation and compliance with the Contractual Arrangements or any regulatory enquiries from government authorities will be submitted to our Board, if necessary, for review and discussion on an occurrence basis;
- (b) our Board will review the overall performance of and compliance with the Contractual Arrangements at least once a year;
- (c) the Company will disclose the overall performance of and compliance with the Contractual Arrangements in its annual reports; and
- (d) the Company will engage external legal advisors or other professional advisors, if necessary, to assist our Board with reviewing the implementation of the Contractual Arrangements, and review the legal compliance of the WFOEs and the PRC Consolidated Entities to deal with specific issues or matters arising from the Contractual Arrangements.

The extent to which the Contractual Arrangements relate to requirements other than the foreign ownership restriction

All of the Contractual Arrangements are subject to the restrictions as set out on pages 367 to 370 of the Prospectus.

Listing Rules implications

For the purposes of Chapter 14A of the Listing Rules, and in particular the definition of "connected person", the PRC Consolidated Entities will be treated as the Company's wholly-owned subsidiary, and its directors, chief executives or substantial shareholders (as defined in the Listing Rules) and their respective associates will be treated as the Company's "connected persons".

Certain transactions contemplated under the Contractual Arrangements are continuing connected transactions of the Company. The highest applicable percentage ratios (other than the profits ratio) under the Listing Rules in respect of the transactions associated with the Contractual Arrangements are expected to be more than 5%. As such, the transactions will be subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Waiver Application

Our Directors (including the independent non-executive Directors) are of the view that the Contractual Arrangements and the transactions contemplated therein are fundamental to our legal structure and business operations. Our Directors also believe that our structure, whereby the financial results of our PRC Consolidated Entities are consolidated into our financial statements as if they were the Company's wholly-owned subsidiaries, and all the economic benefits of their business flows to our Group, places our Group in a special position in relation to the connected transactions rules. Accordingly, notwithstanding that the transactions contemplated under the Contractual Arrangements and any new transactions, contracts and agreements or renewal of existing transactions, contracts and agreements to be entered into, among others, by our PRC Consolidated Entities and any member of our Group from time to time (including the PRC Consolidated Entities) will constitute continuing connected transactions under Chapter 14A of the Listing Rules if involving our connected persons, our Directors consider that it would be unduly burdensome and impracticable, and would add unnecessary administrative costs to the Company, for all such transactions to be subject to strict compliance with the requirements set out under Chapter 14A of the Listing Rules, including, among other things, the announcement and independent shareholders' approval requirements.

Waivers Granted by the Stock Exchange

By virtue of Rule 14A.76(2) of the Listing Rules, the transactions under the Meinian OneHealth Genetic Testing Service Framework Agreement and the Dr. Yu Genetic Testing Service Framework Agreement will constitute continuing connected transactions subject to reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the above non-exempt continuing connected transactions are expected to continue on a recurring and continuing basis, our Directors consider that compliance with the above announcement, circular and independent shareholders' approval requirements would be impractical, would add unnecessary administrative costs to us and would be unduly burdensome to us.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver under Rule 14A.105 of the Listing Rules from compliance with the announcement, circular and independent shareholders' approval requirements in respect of the above non-exempt continuing connected transactions. In addition, we confirm that we will comply with the applicable requirements under Chapter 14A of the Listing Rules (other than those waived by the Stock Exchange).

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

(a) No change without independent non-executive Directors' approval

No change to the Contractual Arrangements will be made without the approval of the independent non-executive Directors.

(b) No change without independent Shareholders' approval

Save as described in paragraph (d) below, no change to the agreements governing the Contractual Arrangements will be made without the approval of the Company's independent Shareholders.

Once independent Shareholders' approval of any change has been obtained, no further announcement or approval of the independent Shareholders will be required under Chapter 14A of the Listing Rules unless and until further changes are proposed. The periodic reporting requirement regarding the Contractual Arrangements in the annual reports of the Company (as set out in paragraph (e) below) will however continue to be applicable.

(c) Economic benefits flexibility

The Contractual Arrangements shall continue to enable our Group to receive the economic benefits derived by Mega Genomics Beijing through (i) our Group's option, to the extent permitted under PRC laws and regulations, to acquire all of Mega Genomics Beijing's interest, (ii) the business structure under which the net profit generated by Mega Genomics Beijing is substantially retained by our Group, and no annual cap shall be set on the amount of service fees payable to Mega Genomics WFOE by Mega Genomics Beijing under the Exclusive Consultancy and Services Agreement and (iii) our Group's right to control the management and operation of, as well as, in substance, all of the voting rights of Mega Genomics Beijing.

(d) Renewal and reproduction

On the basis that the Contractual Arrangements provide an acceptable framework for the relationship between the Company and its subsidiaries in which the Company has direct shareholding, on one hand, and Mega Genomics Beijing, on the other hand, that framework may be renewed and/or reproduced upon the expiry of the existing arrangements or in relation to any existing or new wholly foreign owned enterprise or operating company engaging in the same business as that of our Group which our Group might wish to establish when justified by business expediency, without obtaining the approval of the Shareholders, on substantially the same terms and conditions as the existing Contractual Arrangements. The directors, chief executives or substantial shareholders of any existing or new wholly foreign owned enterprise or operating company (including branch company) engaging in the same business as that of our Group which our Group may establish will, upon renewal and/or reproduction of the Contractual Arrangements, however be treated as connected persons of the Company and transactions between these connected persons and the Company other than those under similar Contractual Arrangements shall comply with Chapter 14A of the Listing Rules. This condition is subject to relevant PRC laws, regulations and approvals.

(e) Ongoing reporting and approvals

Our Group will disclose details relating to the Contractual Arrangements on an ongoing basis as follows:

- The Contractual Arrangements in place during each financial period are disclosed in the Company's annual report in accordance with relevant provisions of the Listing Rules.
- Our independent non-executive Directors review the Contractual Arrangements annually and confirm in the Company's annual report for the relevant year that (i) the transactions carried out during such year have been entered into in accordance with the relevant provisions of the Contractual Arrangements, (ii) no dividends or other distributions have been made by Mega Genomics Beijing to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group, and (iii) the Contractual Arrangements and if any, any new contracts entered into, renewed or reproduced between our Group and Mega Genomics Beijing during the relevant financial period under paragraph (d) above are fair and reasonable, or advantageous, so far as our Group is concerned and in the interests of the Company.
- Our Company's auditors carry out procedures annually on the transactions carried out pursuant to the Contractual Arrangements and provide a letter to our Directors, confirming that the transactions have received the approval of our Directors, have been entered into in accordance with the relevant Contractual Arrangements and that no dividends or other distributions have been made by Mega Genomics Beijing to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group.
- For the purpose of Chapter 14A of the Listing Rules, and in particular the definition of "connected person", Mega Genomics Beijing is treated as the Company's wholly-owned subsidiary, and at the same time, the directors, chief executives or substantial shareholders of Mega Genomics Beijing and their respective associates are treated as connected persons of the Company, and transactions between these connected persons and our Group, other than those under the Contractual Arrangements, are subject to the requirements under Chapter 14A of the Listing Rules.
- Mega Genomics Beijing provides our Group's management and the Company's auditors full access to its relevant records for the purpose of the Company's auditors' review of the continuing connected transactions.

Internal Control Measures

We have adopted the following internal control measures to ensure that proper approvals will be obtained for connected transactions and related party transactions pursuant to the Listing Rules and HKFRS:

- (i) Our Group strictly follows the “separation of power, checks and balances” principle to ensure that proper internal approvals for connected transactions and related party transactions will be duly obtained pursuant to the Listing Rules and HKFRS. Specifically, connected transactions and related party transactions of our Group shall be reviewed and approved according to the below procedures:
 - (a) the relevant business department of our Group is responsible for raising requests in relation to connected transactions or related party transactions based on their business needs. After collecting all the specific transaction information, the relevant business department shall check against the connected person list and/or the related party list of our Group, review whether the relevant transaction constitutes a connected transaction or related party transaction under the Listing Rules or HKFRS, and timely report such transaction and their preliminary assessment thereof to our finance department;
 - (b) our finance department will then review such transaction and the relevant business department’s preliminary assessment, such as the transaction amount, pricing policy, credit terms, payment terms, annual caps, etc., and check whether the preliminary assessment by the relevant business department corresponds with the requirements under the Listing Rules or HKFRS. Our finance department will analyze and determine whether such transaction shall be subject to further reporting, disclosure or approval procedures under the Listing Rules and HKFRS, such as approval by the Board or the general meeting of the Company, to ensure our strict compliance with the approval procedures under the Listing Rules and HKFRS; and
 - (c) our internal control department will conduct a final check and review on all the approval procedures towards such transaction, such as the preliminary assessment by our relevant business department, the review process conducted by our finance department, etc., and make sure the approval process for such transaction complies with our internal policy, our internal control procedures and the requirements under the Listing Rules and HKFRS.
- (ii) Our finance department will also timely check and update the connected person list and the related party list, report to our Board on any updates to such lists, and share the latest lists to all relevant departments in our Group, based on which our relevant business department will be able to timely identify connected transactions and related party transactions, monitor the transaction status and report to our finance department. When our Group enters into a transaction with a new party, our Group will conduct standard background check against the new party, including obtaining the new party’s shareholder(s) profile and the information about its ultimate beneficial owner(s) to identify whether the transaction with the new party constitutes a connected transaction or related party transaction under the Listing Rules or HKFRS, and the connected person list and the related party list will be timely updated and posted to various related departments of our Group.
- (iii) With professional support and assistance continuously provided by our Group’s Hong Kong legal advisors and external independent auditors, our related personnel, relevant departments, management team and Directors are able to be fully aware of any updates on the requirements under the Listing Rules and HKFRS on a timely basis, and our Group is able to duly comply with the requirements under the Listing Rules and HKFRS.

Directors' Report

- (iv) Our Directors and external independent auditors will conduct an annual review of the continuing connected transactions and provide annual confirmation to ensure that, in accordance with the Listing Rules, the transactions are conducted in accordance with the terms of the agreements, based on customary commercial terms and in accordance with the pricing and other relevant policies. Our Directors will also review the related party transactions to ensure that such transactions are conducted in accordance with the requirements under HKFRS.

Our independent non-executive Directors reviewed the Contractual Arrangements during the Reporting Period and confirm that (i) the transactions entered into during the year were entered into in accordance with the relevant provisions of the Contractual Arrangements, (ii) Mega Genomics Beijing did not make any dividend or other distribution to the holders of its equity interests which was not otherwise subsequently assigned or transferred to the Group, and (iii) the Contractual Arrangements and any new contracts, if any, entered into, renewed or reproduced between the Group and Mega Genomics Beijing during the relevant financial period pursuant to paragraph (d) above were fair and reasonable, or advantageous, so far as the Group was concerned and in the interests of the Company.

Confirmation from Our Directors

During the Reporting Period, the independent non-executive Directors have reviewed and confirmed that (i) the non-exempt continuing connected transactions as set out above have been and will be entered into in the ordinary and usual course of business of the Group and on normal commercial terms or better that are fair and reasonable and in the interests of our Group and our Shareholders as a whole, (ii) the proposed annual caps for these transactions are fair and reasonable and in the interests of the Company, (iii) the Contractual Arrangements are fundamental to our Group's legal structure and business operations and the Contractual Arrangements have been entered into in our ordinary and usual course of business, on normal commercial terms or better and are fair and reasonable and in the interests of the Company; (iv) it followed the pricing policy and guidelines in setting the transaction prices and terms for all the above connected transactions entered into during the Reporting Period, and (v) the terms of the relevant agreements underlying the Contractual Arrangements are justifiable and entered into under normal business practice, for an indefinite duration, to ensure that the financial and operational policies of the PRC Consolidated Entities can be effectively controlled by our Group, that our Group can obtain the economic benefits derived from the PRC Consolidated Entities, and any possible leakages of assets and the value of the PRC Consolidated Entities can be prevented, on an uninterrupted basis.

Confirmation from the Auditor

The auditor of the Group was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued its letter to the Board containing its findings and conclusions in respect of the continuing connected transactions as set out above, which stated that:

- a) nothing has come to the attention of the auditor that causes the auditor to believe that the above continuing connected transactions have not been approved by the Board;
- b) for transactions involving the provision of goods or services by the Group, nothing has come to the attention of the auditor that causes the auditor to believe that the above continuing connected transactions were not entered into, in all material respects, in accordance with the pricing policies of the Group;
- c) nothing has come to the attention of the auditor that causes the auditor to believe that the above continuing connected transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions;
- d) with respect to the aggregate amount of the above continuing connected transactions, nothing has come to the attention of the auditor that causes the auditor to believe that the continuing connected transactions disclosed above have exceeded the annual cap as set by the Company;
- e) with respect to the disclosed continuing connected transactions with Mega Genomics (Beijing) Co., Ltd. and its subsidiaries under the Contractual Arrangements, nothing has come to the attention of the auditor that causes the auditor to believe that dividends or other distributions have been made by Mega Genomics (Beijing) Co., Ltd. and its subsidiaries to the holders of the equity interests of Mega Genomics (Beijing) Co., Ltd. which are not otherwise subsequently assigned or transferred to the Group.

During the year ended 31 December 2024, save as disclosed above, no related party transactions disclosed in note 31 to the consolidated financial statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules. The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year under review.

Directors' Report

Corporate Governance

The Company's corporate governance principles and practices are set out in the Corporate Governance Report from pages 40 to 58 of this annual report.

Audit Committee

The Audit Committee of the Company has reviewed the accounting principles and policies adopted by the Group and discussed the Group's risk management, internal controls and financial reporting matters with the management. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2023.

Auditor

Reference is made to the announcement of the Company dated 21 July 2025. Following approval by shareholders of the Company at the extraordinary general meeting of the Company held on the same day, Ernst & Young has been dismissed as the auditor of the Company. Crowe (HK) CPA Limited has been appointed to succeed Ernst & Young as the auditor of the Company until the conclusion of the AGM of the Company.

Crowe (HK) CPA Limited shall retire at the forthcoming AGM and, being eligible, will offer themselves for re-appointment. A resolution will be proposed at the forthcoming AGM to re-appoint Crowe (HK) CPA Limited as the auditor of the Company.

Save as otherwise stated, all references above to other sections, reports or notes in this annual report form part of this directors' report.

On behalf of the Board
Mega Genomics Limited
Lin Lin
Chairperson

30 January 2026

Independent auditor's report



國富浩華（香港）會計師事務所有限公司
Crowe (HK) CPA Limited
香港 銅鑼灣 禮頓道77號 禮頓中心9樓
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

Independent auditor's report

To the shareholders of Mega Genomics Limited

(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Mega Genomics Limited (the "Company") and its subsidiaries (the "Group") set out on pages 131 to 218, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards ("HKFRSs") as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") as issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Key audit matters (continued)

Key audit matters

Revenue recognition from prepaid genetic testing services

Revenue from genetic testing services is recognised when such services were rendered to users.

The genetic testing service through genetic testing kit ("GTK") is sold on a prepaid basis, which is non-refundable. Such services, which are not yet rendered, are deferred and reported as contract liabilities in the consolidated statement of financial position. Users may not exercise all of the contractual rights of the prepaid genetic testing services upon expiry of the genetic testing kits and such unutilised portion are referred to as breakage.

The Group recognised an expected breakage amount as revenue based on an estimated pattern of rights exercised by the users. Upon expiry of the genetic testing kits, the unutilised portion of the prepaid genetic services are fully recognised in profit or loss. For the year ended 31 December 2024, the Group recognised revenue from genetic testing services through GTK of approximately RMB94,663,000.

We identified the revenue recognised from prepaid genetic testing services as a key audit matter as the amount of revenue recognised is significant to the consolidated financial statements as a whole, and the determination of the expected breakage amount involves significant management's judgement in estimating the expected utilisation of prepaid genetic services before the expiry of the GTKs.

How our audit addressed the key audit matters

We performed the following major procedures for the revenue recognition from the prepaid genetic testing services:

- obtained an understanding of the management's accounting policy, internal controls, assessment process of revenue recognition and estimation of breakage in respect of the prepaid genetic testing services;
- assessed the estimates used in the determination of the expected breakage amount such as historical and subsequent utilisation of GTKs by examining the related utilisation records on a sample basis;
- inspected, on a sample basis, the agreements signed with the customers, including, contract extension agreements and related payments from customers;
- inspected, on a sample basis, the supporting documents for GTKs of which the genetic testing services were provided by the Group and cross checked the details to the data maintained in the Group's genetic testing system;
- tested the internal controls and checked the calculation of the amount of revenue recognised during the year and the amount of contract liabilities as at 31 December 2024 by examining the underlying sales contracts and related records, including utilisation records, on a sample basis;
- performed, on a sample basis, site visits, background checks and interviews for customers; and
- obtained, on a sample basis, direct confirmations from customers.

Key audit matters (continued)

Key audit matters

Impairment of trade receivables

As at 31 December 2024, the net carrying amount of trade receivables amounted to RMB88,807,000, after netting off a loss allowance for impairment of RMB16,564,000, representing 12% of the Group's total assets.

The impairment of trade receivables is assessed based on the expected credit loss model which requires significant judgements and estimates from management. In assessing the expected credit losses of trade receivables, management considered various factors such as the ageing of the balance, past collection experience, any other available information concerning the forward-looking information.

How our audit addressed the key audit matters

We performed the following audit procedures over the impairment of trade receivables:

- obtained an understanding of the expected credit loss model applied by the directors of the Company for the estimation of the impairment of trade receivables;
- evaluated the expected credit loss provision methodology used by the Group;
- evaluated management's assessment on the estimates of customers' current financial positions by reviewing the detailed analyses of the ageing of the receivables, payments received subsequent to year end and past collections;
- examined forward-looking adjustments by evaluating the influence related to macroeconomics on the loss rates of the Group's customers; and
- checked the mathematical accuracy of the calculations.

Independent auditor's report

Other information included in the Annual Report

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

Independent auditor's report

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

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

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

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

Crowe (HK) CPA Limited

Certified Public Accountants

Hong Kong, 30 January 2026

Chung Wai Chuen, Alfred

Practising Certificate Number: P05444

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000 (Restated)
REVENUE	5	164,226	151,300
Cost of services provided		(44,878)	(63,004)
Gross profit		119,348	88,296
Other income	5(c)	6,800	11,975
Other gains, net	5(d)	1,061	1,009
Selling and distribution expenses		(36,600)	(30,706)
Research costs		(19,169)	(22,376)
Administrative expenses		(22,861)	(22,127)
Reversal of impairment of financial assets, net		7,294	11,579
Other expenses		(521)	(349)
Finance costs	7	(1,719)	(1,122)
PROFIT BEFORE TAX	6	53,633	36,179
Income tax expense	10	(8,588)	(6,141)
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR		45,045	30,038
Attributable to: Owners of the Company		45,045	30,038
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic and diluted	12	RMB0.22	RMB0.14

The notes on pages 137 to 218 form part of these consolidated financial statements.

Consolidated Statement of Financial Position

31 December 2024

		At 31 December 2024 RMB'000	At 31 December 2023 RMB'000 (Restated)	At 1 January 2023 RMB'000 (Restated)
	<i>Notes</i>			
NON-CURRENT ASSETS				
Property, plant and equipment	13	59,038	67,399	36,922
Advance payments for property, plant and equipment		–	–	2,876
Right-of-use assets	14(a)	20,222	26,650	9,990
Intangible assets	15	770	919	834
Financial assets at fair value through profit or loss	19	30,800	29,600	30,030
Deferred tax assets	25	2,055	4,196	5,967
		<u>112,885</u>	<u>128,764</u>	<u>86,619</u>
Total non-current assets				
CURRENT ASSETS				
Inventories	16	4,609	4,409	3,508
Trade and notes receivables	17	90,056	115,877	184,823
Prepayments, other receivables and other assets	18	40,667	29,203	30,918
Cash and cash equivalents	20	490,260	518,289	399,831
		<u>625,592</u>	<u>667,778</u>	<u>619,080</u>
Total current assets				
CURRENT LIABILITIES				
Trade payables	21	25,433	39,541	34,757
Other payables and accruals	22(a)	12,271	8,798	29,428
Contract liabilities	22(b)	48,617	52,267	9,858
Interest-bearing bank borrowing	23	1,995	1,912	–
Lease liabilities	14(b)	–	5,992	6,480
Tax payable		1,724	597	123
Deferred income	24	600	600	600
		<u>90,640</u>	<u>109,707</u>	<u>81,246</u>
Total current liabilities				
NET CURRENT ASSETS				
		<u>534,952</u>	<u>558,071</u>	<u>537,834</u>
TOTAL ASSETS LESS CURRENT LIABILITIES				
		<u>647,837</u>	<u>686,835</u>	<u>624,453</u>

Consolidated Statement of Financial Position

31 December 2024

		At 31 December 2024 RMB'000	At 31 December 2023 RMB'000 (Restated)	At 1 January 2023 RMB'000 (Restated)
NON-CURRENT LIABILITIES				
Interest-bearing bank borrowing	23	18,728	20,723	–
Lease liabilities	14(b)	13,679	19,935	4,506
Deferred income	24	750	1,350	1,950
Total non-current liabilities		<u>33,157</u>	<u>42,008</u>	<u>6,456</u>
Net assets		<u>614,680</u>	<u>644,827</u>	<u>617,997</u>
EQUITY				
Equity attributable to owners of the Company				
Share capital	26	150	154	155
Treasury shares	26	(27,979)	(1,567)	–
Reserves	28	642,509	646,240	617,842
Total equity		<u>614,680</u>	<u>644,827</u>	<u>617,997</u>

The notes on pages 137 to 218 form part of these consolidated financial statements.

Approved and authorised for issue by the board of directors on 30 January 2026.

Ms. Lin Lin
Director

Ms. Jiang Jing
Director

Consolidated Statement of Changes in Equity

Year ended 31 December 2024

	Attributable to owners of the Company							
	Share capital	Treasury shares	Share premium*	Capital reserve*	Statutory surplus reserve*	Share-based payment*	Retained profits*	Total
	RMB'000 (note 26)	RMB'000 (note 26)	RMB'000 (note 28)	RMB'000 (note 28)	RMB'000 (note 28)	RMB'000 (note 27)	RMB'000	RMB'000
At 1 January 2023	155	–	394,493	116,796	6,375	4,928	95,250	617,997
Profit and total comprehensive income for the year	–	–	–	–	–	–	30,038	30,038
Repurchase of shares (note 26)	–	(10,496)	–	–	–	–	–	(10,496)
Cancellation of treasury shares (note 26)	(1)	8,929	(8,928)	–	–	–	–	–
Share-based payment arrangement (note 27)	–	–	–	–	–	7,288	–	7,288
At 31 December 2023 and 1 January 2024	154	(1,567)	385,565	116,796	6,375	12,216	125,288	644,827
Profit and total comprehensive income for the year	–	–	–	–	–	–	45,045	45,045
Repurchase of shares (note 26)	–	(77,615)	–	–	–	–	–	(77,615)
Cancellation of treasury shares (note 26)	(4)	51,203	(51,199)	–	–	–	–	–
Share-based payment arrangement (note 27)	–	–	–	–	–	2,423	–	2,423
At 31 December 2024	150	(27,979)	334,366	116,796	6,375	14,639	170,333	614,680

* These reserve accounts comprise the consolidated reserves of RMB642,509,000 (2023: RMB646,240,000) in the consolidated statement of financial position.

The notes on pages 137 to 218 form part of these consolidated financial statements.

Consolidated Statement of Cash Flows

Year ended 31 December 2024

	<i>Notes</i>	2024	2023
		RMB'000	RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		53,633	36,179
Adjustments for:			
Finance costs	7	1,719	1,122
Bank interest income		(1,672)	(722)
Gain on lease modifications		(606)	–
Depreciation of property, plant and equipment	13	9,122	8,256
Depreciation of right-of-use assets	14(a)	5,389	6,709
Amortisation of intangible assets	15	163	155
Reversal of impairment of trade receivables, net	17	(7,920)	(13,975)
Impairment of other receivables, net	18	626	2,396
Recognition of deferred income	24	(600)	(600)
Foreign exchange differences, net		(40)	(1,439)
Investment income from financial assets at fair value through profit or loss		(4,404)	(5,343)
Changes in fair value of financial assets at fair value through profit or loss		(1,200)	430
Share-based payment expense	27	2,423	7,288
		56,633	40,456
Decrease in trade and notes receivables		33,741	82,921
(Increase)/decrease in prepayments, other receivables and other assets		(15,090)	2,319
Increase in inventories		(200)	(901)
(Decrease)/increase in trade payables		(14,108)	4,784
(Decrease)/increase in contract liabilities		(3,650)	42,409
Increase/(decrease) in other payables and accruals		3,473	(5,130)
Cash generated from operations		60,799	166,858
Income tax paid		(5,320)	(3,896)
Interest received		1,672	722
Net cash flows from operating activities		57,151	163,684

Consolidated Statement of Cash Flows

Year ended 31 December 2024

	<i>Notes</i>	2024 RMB'000	2023 RMB'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		(761)	(35,857)
Purchases of intangible assets		(14)	(240)
Purchases of financial assets at fair value through profit or loss		(1,528,956)	(478,280)
Proceeds from disposal of financial assets at fair value through profit or loss		1,533,360	483,623
Advance payments for investments to third parties		–	(21,000)
Refund of advance payments for investment to third parties		3,000	18,000
Net cash flows from/(used in) investing activities		<u>6,629</u>	<u>(33,754)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank loan		–	23,560
Repayment of bank loan		(1,912)	(925)
Principal portion of lease payments		(10,603)	(8,428)
Interest paid on bank loan		(930)	(265)
Interest paid on lease liabilities		(789)	(857)
Repurchase of shares		(77,615)	(10,496)
Payment for capital reduction of a subsidiary		–	(15,500)
Net cash flows used in financing activities		<u>(91,849)</u>	<u>(12,911)</u>
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS			
Cash and cash equivalents at beginning of year		518,289	399,831
Effect of foreign exchange rate change, net		40	1,439
CASH AND CASH EQUIVALENTS AT END OF YEAR		<u>490,260</u>	<u>518,289</u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	20	<u>490,260</u>	<u>518,289</u>
Cash and cash equivalents as stated in the consolidated statement of financial position and the consolidated statement of cash flows		<u>490,260</u>	<u>518,289</u>

The notes on pages 137 to 218 form part of these consolidated financial statements.

Notes to Financial Statements

31 December 2024

1. CORPORATE AND GROUP INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands. The registered address of the Company is Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, Cayman Islands. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited on 22 June 2022.

The Company is an investment holding company. During the year, the Company's subsidiaries were principally engaged in the provision of a broad spectrum of genetic testing services.

In the opinion of the directors, the Company does not have an immediate holding company or ultimate holding company. Dr. Yu Rong, Ms. Guo Meiling and Meinian Onehealth Healthcare Holdings Co., Ltd. together with their respective holding companies, namely, Yurong Technology Limited, Tianjin Hongzhi Kangjian Management Consulting Partnership (LP), Infinite Galaxy Health Limited and Mei Nian Investment Limited are regarded as a group of the controlling shareholders of the Company as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Information about subsidiaries

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

Name	Place of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Mega Genomics Health Hong Kong Limited	Hong Kong	HK\$100	100	–	Investment holding
Mega (Tianjin) Investment Co., Ltd. ("Mega Genomics WFOE")*	People's Republic of China ("PRC")/ Mainland China	US\$100,000,000	–	100	Investment holding
Mega Genomics (Beijing) Co., Ltd. ("Mega Genomics Beijing")**	PRC/Mainland China	RMB10,867,058	–	100	Provision of consumer genetic testing and cancer screening services
Beijing Mega Medical Test Laboratory Co., Ltd.**	PRC/Mainland China	RMB10,000,000	–	100	Provision of clinical laboratory medical services
Shanghai Yingce Biotechnology Co., Ltd.**	PRC/Mainland China	RMB1,000,000	–	100	Research and development and sales of genetic testing products
Jiangxi Mega Health Technology Co., Ltd.**	PRC/Mainland China	RMB10,000,000	–	100	Provision of genetic testing services
Tianjin Mega Health Technology Co., Ltd.**	PRC/Mainland China	RMB5,000,000	–	100	Provision of consumer genetic testing and cancer screening services

1. CORPORATE AND GROUP INFORMATION (continued)

Information about subsidiaries (continued)

- * This entity is a wholly-foreign-owned enterprise established under PRC law.
- ** These entities are limited liability enterprises established under PRC law and are controlled by the Company through a series of contractual arrangements entered into between Mega Genomics WFOE and these entities (the "Contractual Arrangements"). These entities are collectively referred to as the "PRC Consolidated Entities".

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

2. ACCOUNTING POLICIES

2.1 Basis of Preparation

These financial statements have been prepared in accordance with HKFRS Accounting Standards ("HKFRSs") (which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) as issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2024. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

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

2. ACCOUNTING POLICIES (continued)

2.1 Basis of Preparation (continued)

Basis of consolidation (continued)

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

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

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

2.2 Prior year adjustment and comparative figures

(a) Prior year adjustment

During the preparation of the consolidated financial statements for the year ended 31 December 2024, the directors of the Company identified an error in the classification of lease liabilities between current liabilities and non-current liabilities in the consolidated statement of financial position as at 31 December 2023.

Notes to Financial Statements

31 December 2024

2. ACCOUNTING POLICIES (continued)

2.2 Prior year adjustment and comparative figures (continued)

(a) Prior year adjustment (continued)

The table below presents the impact of the restatement of the Group's previously issued consolidated statements of financial position as at 31 December 2023.

	As previously reported RMB'000	Prior-year adjustment RMB'000	As restated RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	67,399	–	67,399
Right-of-use assets	26,650	–	26,650
Intangible assets	919	–	919
Financial assets at fair value through profit or loss	29,600	–	29,600
Deferred tax assets	4,196	–	4,196
Total non-current assets	128,764	–	128,764
CURRENT ASSETS			
Inventories	4,409	–	4,409
Trade and notes receivables	115,877	–	115,877
Prepayments, other receivables and other assets	29,203	–	29,203
Cash and cash equivalents	518,289	–	518,289
Total current assets	667,778	–	667,778
CURRENT LIABILITIES			
Trade payables	39,541	–	39,541
Other payables and accruals	8,798	–	8,798
Contract liabilities	52,267	–	52,267
Interest-bearing bank borrowing	1,912	–	1,912
Lease liabilities	10,616	(4,624)	5,992
Tax payable	597	–	597
Deferred income	600	–	600
Total current liabilities	114,331	(4,624)	109,707
NET CURRENT ASSETS	553,447	4,624	558,071
TOTAL ASSETS LESS CURRENT LIABILITIES	682,211	4,624	686,835

2. ACCOUNTING POLICIES (continued)

2.2 Prior year adjustment and comparative figures (continued)

(a) Prior year adjustment (continued)

	As previously reported RMB'000	Prior-year adjustment RMB'000	As restated RMB'000
NON-CURRENT LIABILITIES			
Interest-bearing bank borrowing	20,723	–	20,723
Lease liabilities	15,311	4,624	19,935
Deferred income	1,350	–	1,350
	<u>37,384</u>	<u>4,624</u>	<u>42,008</u>
Total non-current liabilities			
	<u>37,384</u>	<u>4,624</u>	<u>42,008</u>
Net assets	<u>644,827</u>	<u>–</u>	<u>644,827</u>
EQUITY			
Equity attributable to owners of the Company			
Share capital	154	–	154
Treasury shares	(1,567)	–	(1,567)
Reserves	646,240	–	646,240
	<u>646,240</u>	<u>–</u>	<u>646,240</u>
Total equity	<u>644,827</u>	<u>–</u>	<u>644,827</u>

(b) Comparative figures

With a review of the presentation of the consolidated financial statements, certain items were reclassified which would result in a more appropriate presentation of events or transactions, with details as follows:

- (i) the changes in fair value of financial assets at fair value through profit or loss, and foreign exchange differences, net are classified as “other gains, net”;
- (ii) the research costs are separately presented as a line item in the consolidated statement of profit or loss and other comprehensive income;
- (iii) the contract liabilities are separately presented as a line item in the consolidated statement of financial position.

Accordingly, comparative figures have been reclassified to conform with the current year’s presentation.

2. ACCOUNTING POLICIES (continued)

2.3 Changes in Accounting Policies and Disclosures

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

Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (the "2020 Amendments")</i>
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i>
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i>

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

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

The Group has reassessed the terms and conditions of its liabilities as at 1 January 2023 and 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

2. ACCOUNTING POLICIES (continued)

2.4 Issued But Not Yet Effective HKFRS Accounting Standards

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

HKFRS 18 and consequential amendments to other HKFRSs	<i>Presentation and Disclosure in Financial Statements</i> ³
HKFRS 19	<i>Subsidiaries without Public Accountability: Disclosures</i> ³
Amendments to HKFRS 9 and HKFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments</i> ²
Amendments to HKFRS 9 and HKFRS 7	<i>Contracts Referencing Nature-dependent Electricity</i> ²
Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
Amendments to HKAS 21	<i>Lack of Exchangeability</i> ¹
<i>Annual Improvements to HKFRS Accounting Standards – Volume 11</i>	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 ²

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

² Effective for annual periods beginning on or after 1 January 2026

³ Effective for annual periods beginning on or after 1 January 2027

⁴ No mandatory effective date yet determined but available for adoption

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

HKFRS 18 replaces HKAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from HKAS 1 with limited changes, HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as HKAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 *Statement of Cash Flows*, HKAS 33 *Earnings per Share* and HKAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other HKFRSs. HKFRS 18 and the consequential amendments to other HKFRSs are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements.

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies

Fair value measurement

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

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

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

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

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

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Impairment of non-financial non-current assets

Non-financial non-current assets (property, plant and equipment, right-of-use assets and intangible assets) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Internal and external sources of information is reviewed at the end of each reporting period to identify indications that these assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased. If any such indication exists, the asset's recoverable amount is estimated.

Calculation of recoverable amount

The recoverable amount of an asset is the higher of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset (for example, head office building) is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

Recognition of impairment losses

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment loss recognised in respect of a cash-generating unit is allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below the highest of its individual fair value less costs of disposal (if measurable), value in use (if determinable) and zero.

Reversal of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Related parties

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

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

or

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Property, plant and equipment and depreciation

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

When the Group makes payments for ownership interest of a property which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payment can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire property is classified as property, plant and equipment.

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

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

Land and buildings	Shorter of remaining lease terms or 5%
Laboratory equipment	9.5% or 19.0%
Other equipment	19.0%
Leasehold improvements	Shorter of remaining lease terms or 20.0%

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

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

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Intangible assets

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

Software

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

Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases that do not have a purchase option. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

For a contract that contains lease component(s) and non-lease component(s), the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, including contract for acquisition of ownership interest of a property which includes both leasehold land and non-lease building components, unless such allocation cannot be made reliably. Non-lease components are separated from lease component(s) and are accounted for by applying other applicable standards.

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Leases (continued)

Group as a lessee (continued)

(a) Right-of-use assets

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

Offices and warehouses	4 to 5 years
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If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

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

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

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of office premises and staff dormitory (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Investments and other financial assets

Initial recognition and measurement

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

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

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

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

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

Subsequent measurement

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

Financial assets at amortised cost

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss

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

Derecognition of financial assets

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

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

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

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

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECLs") on financial assets measured at amortised cost (including cash and cash equivalents and trade and notes receivables and other receivables).

The Group's financial assets measured at fair value through profit or loss are not subject to the ECL assessment.

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Impairment of financial assets (continued)

ECL are measured on either of the following bases:

- 12-month ECL (“**12-m ECL**”): these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- lifetime ECL: these are losses that are expected to result from all possible default events over the expected life of a financial instrument.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECL.

All other financial instruments are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs:

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

Significant increase in credit risk

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in a financial instrument’s external credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor;

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Impairment of financial assets (continued)

Significant increase in credit risk (continued)

- existing or forecast changes in the technological, market, economic or legal environments that have a significant adverse effect on the debtor's ability to meet its obligation to the Group;
- an actual or expected internal credit rating downgrade for the borrower;
- significant increases in credit risk on other financial instruments of the same borrower;
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements, which are expected to reduce the borrower's economic incentive to make scheduled contractual payments or to otherwise have an effect on the probability of a default occurring;
- significant adverse changes in the expected performance and behaviour of the borrower.

The Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

Definition of default

For internal credit risk management, the Group considers that a default event occurs when (i) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (ii) the financial asset is 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate. The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Impairment of financial assets (continued)

Credit-impaired financial assets

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; and
- it is becoming probable that the borrower will enter into bankruptcy or other financial reorganisation.

Write-off policy

The gross carrying amount of a financial asset is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Impairment of financial assets (continued)

Measurement and recognition of ECL

ECL are a probability-weighted estimate of credit losses over the expected life of the financial instrument. The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECL, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. As for the exposure at default, for financial asset, it is represented by the asset's gross carrying amount at the reporting date.

The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience and forward-looking information that is available without undue cost or effort. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

ECL for trade receivables is considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information. For collective assessment, the Group takes into consideration the past-due status when formulating the grouping.

Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Impairment of financial assets (continued)

Measurement and recognition of ECL (continued)

ECL are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount, with the exception of trade and notes receivables and other receivables where the corresponding adjustment is recognised through a loss allowance account.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, or financial liabilities at amortised cost, as appropriate.

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

The Group's financial liabilities include trade and other payables, interest-bearing bank borrowings and lease liabilities.

Subsequent measurement

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

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

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

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Derecognition of financial liabilities

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

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

Treasury shares

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the monthly-weighted average method. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

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

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Income tax

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

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

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

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

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

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

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Income tax (continued)

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

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

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

Government grants

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

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

Share-based payments

The Company operates a share award scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions"). The cost of equity-settled transactions with employees is measured by reference to the fair value of the shares at the date at which they are granted. The fair value is measured at the market value of the shares. Further details are given in note 27 to the financial statements.

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Share-based payments (continued)

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

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

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

The dilutive effect of outstanding shares is reflected as additional share dilution in the computation of earnings per share.

Revenue recognition

Revenue from contracts with customers

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

The Group transfers control of goods or services over time and recognises revenue over time, if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or services.

The Group generates revenue from the provision of genetic testing services, comprising consumer genetic testing services and cancer screening testing services. The Group's customers purchase and pay for these services. These services are subsequently provided to users, being the individuals who submit samples for testing. These services are delivered to users through two service channels:

- Direct testing services ("DTS"): Users undergo sample collection at designated clinics, health check centres or other authorised service points, after which the Group performs laboratory testing and issues the corresponding test reports.
- Genetic Testing Kits ("GTK"): Users obtain genetic testing kits, collect samples themselves and return the samples to the Group for laboratory testing and issuance of test reports.

Revenue from genetic testing services is recognised at the point in time when the service is provided and accepted by the users, generally on the delivery of testing reports.

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Revenue recognition (continued)

The Group implements a contractual expiry period policy for provision of GTK. Provision of genetic testing services requires normally prepayment by the customers before delivery of GTK. The prepayment of genetic testing services is non-refundable and users may not exercise all of their contractual rights (i.e. sending back the GTK to the Group for generating the testing report) within the contract periods. These unutilised services are referred to as "breakage". An expected amount of breakage is estimated by management based on the historical data of users' utilisation and expected future utilisation pattern of the Group's prepaid services and is recognised as revenue in proportion to the pattern of services used by users.

Prepayment from customer in respect of the genetic testing services that relates to the unexpired GTK for which the Group has not yet provided the testing service are deferred and recognised as "contract liabilities" in the consolidated statement of financial position.

After the recognition of revenue from services provided and breakage, any residual contract liabilities that remains at the expiry of the contractual period, for which the Group has no further performance obligations, are fully recognised as revenue in the consolidated statement of profit or loss and other comprehensive income.

Other income

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

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

Contract liabilities

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

2. ACCOUNTING POLICIES (continued)

2.5 Material Accounting Policies (continued)

Other employee benefits

Pension scheme

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

Borrowing costs

All borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds.

Dividends

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

Foreign currencies

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

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions and are not re-translated.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

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

Contractual Arrangements

The PRC Consolidated Entities are engaged in development and application of genes diagnosis and treatment technologies. Under the scope of the Special Administrative Measures (Negative List) for the Access of Foreign Investment (2022 Version), foreign investors are prohibited from investing in such business.

As disclosed in note 2.1 to the financial statements, the Group exercises control over the PRC Consolidated Entities and enjoys substantially all economic benefits of the PRC Consolidated Entities through the Contractual Arrangements.

The Group does not have any equity interests in the PRC Consolidated Entities. However, as a result of the Contractual Arrangements, the Company has power over the PRC Consolidated Entities, has rights to variable returns from its involvement with the PRC Consolidated Entities and has the ability to affect those returns through its power over the PRC Consolidated Entities and is therefore considered to have control over them. Consequently, the Company regards the PRC Consolidated Entities as indirect subsidiaries. The Group has consolidated the financial position and results of the PRC Consolidated Entities in the financial statements during the year.

Estimation uncertainty

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

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on ageing period for groups of various customer segments that have similar loss patterns.

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

The assessment of the correlation among historical expected default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 17 to the financial statements.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Revenue recognition from provision of genetic testing services through GTK

Revenue recognition on the provision of genetic testing services through GTK is dependent on the estimation of the utilisation pattern of such services. Based on the Group's historical experience, the Group makes estimates of an expected amount of breakage. The recognition of revenue from the provision of genetic testing services through GTK involves significant management's judgement to determine the appropriate amount and timing based on the Group's accounting policy for revenue recognition.

Fair value measurement of financial instruments

The Group's financial assets at fair value through profit or loss are measured at fair value determined based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and the relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these instruments.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is not organised into business units based on their services and only has one reportable operating segment. Management monitors the operating results of the Group's operating segment as a whole for the purpose of making decisions about resource allocation and performance assessment.

Geographical information

During the year, the Group operated within one geographical segment because all of the Group's revenue was generated from customers located in Mainland China. All of the non-current assets of the Group were located in Mainland China.

Information about a major customer

Revenue from a major customer which accounted for 10% or more of the Group's revenue during the year is set out below:

	2024 RMB'000	2023 RMB'000
Customer A	<u>111,900</u>	<u>87,805</u>

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

	2024 RMB'000	2023 RMB'000
Revenue from contracts with customers	<u>164,226</u>	<u>151,300</u>

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31 December 2024

5. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers

(a) Disaggregated revenue information

	2024 RMB'000	2023 RMB'000
Types of goods or services		
Consumer genetic testing services and ancillary services – through GTK	94,663	1,559
Consumer genetic testing services and ancillary services – through DTS	64,931	106,822
Cancer screening testing services and ancillary services – through DTS	4,632	42,919
Total	<u>164,226</u>	<u>151,300</u>
Timing of revenue recognition		
Services transferred at a point in time	<u>164,226</u>	<u>151,300</u>

Geographical markets

All of the Group's revenues were generated from customers located in Mainland China during the year.

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2024 RMB'000	2023 RMB'000
Revenue recognised that was included in contract liabilities at the beginning of the year: Genetic testing services	<u>49,309</u>	<u>9,300</u>

(b) Performance obligations

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

Consumer genetic testing services and ancillary services and cancer screening testing services and ancillary services

The performance obligations of consumer genetic testing services and ancillary services and cancer screening testing services and ancillary services are satisfied upon delivery of testing reports, and payment is generally due within three to six months from the date of billing, except for certain customers, where payment in advance is required.

5. REVENUE, OTHER INCOME AND GAINS (continued)

Revenue from contracts with customers (continued)

(b) Performance obligations (continued)

Consumer genetic testing services and ancillary services and cancer screening testing services and ancillary services (continued)

The transaction price allocated to the remaining performance obligations unsatisfied at 31 December 2024 and 2023 and the expected timing of recognising revenue are as follows:

	2024 RMB'000	2023 RMB'000
Within one year	<u>45,865</u>	<u>49,309</u>

(c) Other income

	2024 RMB'000	2023 RMB'000
Investment income from financial assets mandatorily measured at fair value through profit or loss	4,404	5,343
Bank interest income	1,672	722
Government grants*	675	5,439
Rental income	–	142
Others	<u>49</u>	<u>329</u>
Total other income and gains	<u>6,800</u>	<u>11,975</u>

* The government grants mainly represent subsidies from the local government to support the Group's operation and to compensate the Group for its purchase of laboratory equipment. During the year, government grants amounting to RMB600,000 (2023: RMB600,000) were recognised from deferred income (note 24).

(d) Other gains, net

	2024 RMB'000	2023 RMB'000
Changes in fair value of financial assets mandatorily measured at fair value through profit or loss	1,200	(430)
Gain on lease modifications	606	–
Foreign exchange differences, net	<u>(745)</u>	<u>1,439</u>
	<u>1,061</u>	<u>1,009</u>

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6. PROFIT BEFORE TAX

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

	Notes	2024 RMB'000	2023 RMB'000
Cost of services provided		44,878	63,004
Cost of inventories expensed (included in cost of services provided)		20,879	30,047
Depreciation of property, plant and equipment	13	9,122	8,256
Depreciation of right-of-use assets	14(a)	5,389	6,709
Amortisation of intangible assets*	15	163	155
Lease payments not included in the measurement of lease liabilities	14(c)	479	1,182
Auditors' remuneration – audit service			
– Current external auditor		1,200	–
– Previous external auditor		900	1,200
		2,100	1,200
Reversal of impairment of financial assets, net			
– Reversal of impairment of trade receivables, net	17	(7,920)	(13,975)
– Impairment of other receivables, net	18	626	2,396
		(7,294)	(11,579)
Employee benefit expense (including directors' and chief executive's remuneration (note 8)):			
– Fees, wages and salaries		36,130	38,826
– Share-based payment expense		2,423	7,288
– Pension scheme contributions**		10,996	11,656
– Staff welfare expenses		1,803	1,467
Total		51,352	59,237

* The amortisation of intangible assets is included in "Administrative expenses" and "Cost of services provided" in the consolidated statements of profit or loss and other comprehensive income.

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

7. FINANCE COSTS

An analysis of finance costs is as follows:

	2024 RMB'000	2023 RMB'000
Interest on bank loan	930	265
Interest on lease liabilities (note 14(b))	789	857
Total	1,719	1,122

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

	Group	
	2024	2023
	RMB'000	RMB'000
Fees	657	648
Other emoluments:		
Salaries, bonuses, allowances and benefits in kind	2,552	2,559
Pension scheme contributions	305	289
Share-based payment expense	1,703	5,127
Subtotal	4,560	7,975
Total	5,217	8,623

In prior year, certain directors were granted restricted share units ("RSUs"), in respect of their services to the Group, under the restricted share unit scheme ("RSU Scheme") of the Company, further details of which are set out in note 27 to the financial statements. The fair value of such RSU, which is recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

(a) Independent non-executive directors

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

	2024	2023
	RMB'000	RMB'000
Dr. Zhang Ying	219	216
Dr. Xie Dan	219	216
Mr. Jia Qingfeng	219	216
Total	657	648

The independent non-executive directors' emoluments were for their services as directors of the Company.

There were no other emoluments payable to the independent non-executive directors during the year (2023: Nil).

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

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

	Fees RMB'000	Salaries, bonuses, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Share-based payment expense RMB'000	Total RMB'000
2024					
Executive directors:					
Dr. Yu Rong	–	–	–	–	–
Ms. Lin Lin	–	1,600	–	1,211	2,811
Ms. Jiang Jing*	–	465	149	44	658
Mr. Huang Yufeng*	–	487	156	44	687
Subtotal	–	2,552	305	1,299	4,156
Non-executive director:					
Ms. Guo Meiling	–	–	–	404	404
Total	–	2,552	305	1,703	4,560
2023					
Executive directors:					
Dr. Yu Rong	–	–	–	–	–
Ms. Lin Lin	–	1,600	–	3,644	5,244
Mr. Huang Yufeng*	–	487	152	134	773
Ms. Jiang Jing	–	472	137	134	743
Subtotal	–	2,559	289	3,912	6,760
Non-executive director:					
Ms. Guo Meiling	–	–	–	1,215	1,215
Total	–	2,559	289	5,127	7,975

* On 17 January 2024, the roles of Mr. Huang Yufeng as an executive director and the chief executive of the Company were terminated, and Ms. Jiang Jing assumed the responsibilities of the chief executive.

The emoluments to the executive directors were for their services in connection with the management of the affairs of the Company and the Group. The non-executive director's emoluments were for her services in connection with the management of the affairs of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one director and the chief executive (2023: three directors and the chief executive), details of whose remuneration are set out in note 8 above. Details of the remuneration for the remaining three (2023: one) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2024 RMB'000	2023 RMB'000
Salaries, bonuses, allowances and benefits in kind	2,418	451
Pension scheme contributions	232	152
Total	<u>2,650</u>	<u>603</u>

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

	Number of employees	
	2024	2023
Nil to HK\$1,000,000	<u>3</u>	<u>1</u>

During the years ended 31 December 2024 and 2023, no emoluments were paid by the Group to the directors, chief executives or five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no directors waived or agreed to waive any emoluments during the years ended 31 December 2024 and 2023.

10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands, the Company is not subject to any income tax in this jurisdiction.

The statutory tax rate for the subsidiary in Hong Kong is 16.5% (2023: 16.5%). No Hong Kong profits tax on the subsidiary has been provided as there was no assessable profit arising in Hong Kong during the year (2023: Nil).

The provision for current income tax in Mainland China is based on a statutory tax rate of 25% (2023: 25%) of the assessable profits of the PRC subsidiaries of the Group as determined in accordance with the PRC Corporate Income Tax Law, except for Mega Genomics Beijing, a subsidiary of the Group. Mega Genomics Beijing and Mega Genomics Jiangxi are both qualified as High and New Technology Enterprises and are subject to tax at a preferential income tax rate of 15% (2023: 15%).

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10. INCOME TAX (continued)

The income tax expense of the Group is analysed as follows:

	2024 RMB'000	2023 RMB'000
Current – Mainland China		
Charge for the year	6,514	4,370
Over-provision in prior year	(67)	–
	<u>6,447</u>	4,370
Deferred tax (note 25)	<u>2,141</u>	1,771
Total tax charge for the year	<u>8,588</u>	<u>6,141</u>

A reconciliation of the tax expense applicable to profit before tax at the statutory tax rate in Mainland China to the tax expense at the effective tax rate is as follows:

	2024 RMB'000	2023 RMB'000
Profit before tax	<u>53,633</u>	<u>36,179</u>
Tax charge at domestic tax rates applicable to profits or losses in the Jurisdictions concerned	13,527	9,154
Preferential tax rate enacted by local authority	(5,357)	(4,149)
Additional deductible allowance for research and development expenses	(3,946)	(4,765)
Income not taxable for tax	(43)	(332)
Expenses not deductible for tax	1,714	2,392
Tax losses not recognised	3,338	3,841
Utilisation of tax losses not recognised in previous periods	(578)	–
Over-provision in prior year	(67)	–
Income tax expense	<u>8,588</u>	<u>6,141</u>

11. DIVIDENDS

No interim dividends were declared and paid for both years.

The board of directors does not recommend the payment of any final dividend for the years ended 31 December 2024 and 2023.

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 207,415,377 (2023: 211,766,697) in issue during the year. The number of shares for the current period has been arrived at after eliminating the shares held under the RSU scheme.

The computation of diluted earnings per share does not assume the exercise of the Company's RSUs because the exercise price of the RSUs was higher than the average market price of shares for both years.

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13. PROPERTY, PLANT AND EQUIPMENT

	Land and building RMB'000	Laboratory equipment RMB'000	Other equipment RMB'000	Leasehold improvements RMB'000	Construction in progress RMB'000	Total RMB'000
Cost						
At 1 January 2023	-	65,959	3,950	11,326	-	81,235
Additions	-	2,794	7	1,188	34,744	38,733
At 31 December 2023 and 1 January 2024	-	68,753	3,957	12,514	34,744	119,968
Additions	-	325	-	436	-	761
Transfers	34,744	-	-	-	(34,744)	-
At 31 December 2024	34,744	69,078	3,957	12,950	-	120,729
Accumulated depreciation						
At 1 January 2023	-	32,549	3,718	8,046	-	44,313
Charge for the year	-	6,704	75	1,477	-	8,256
At 31 December 2023 and 1 January 2024	-	39,253	3,793	9,523	-	52,569
Charge for the year	1,499	6,710	12	901	-	9,122
At 31 December 2024	1,499	45,963	3,805	10,424	-	61,691
Net book value						
At 31 December 2024	33,245	23,115	152	2,526	-	59,038
At 31 December 2023	-	29,500	164	2,991	34,744	67,399

At 31 December 2024, certain of the Group's property, plant and equipment with a net carrying amount of approximately RMB33,245,000 (2023: RMB34,744,000) were pledged to secure bank loan (note 23).

14. LEASES

The Group as a lessee

The Group has lease contracts entered into with a related party, for offices and warehouses used in its operations. Leases of offices and warehouses generally have lease terms between 4 and 5 years.

(a) Right-of-use assets

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

	Offices and warehouses RMB'000
As at 1 January 2023	9,990
Additions	23,369
Depreciation charge (note 6)	(6,709)
	<hr/>
As at 31 December 2023 and at 1 January 2024	26,650
Reassessment as a result of lease modifications	(1,039)
Depreciation charge (note 6)	(5,389)
	<hr/>
As at 31 December 2024	20,222

There are no extension options on the Group's leases.

Notes to Financial Statements

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14. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities

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

	At 31 December 2024 RMB'000	At 31 December 2023 RMB'000 (Restated)	At 1 January 2023 RMB'000 (Restated)
Carrying amount at 1 January	25,927	10,986	11,569
New leases	–	23,369	6,896
Reassessment as a result of lease modifications	(1,645)	–	–
Accretion of interest recognised during the year (note 7)	789	857	719
Covid-19-related rent concessions for lessors	–	–	(159)
Payments	(11,392)	(9,285)	(8,039)
	<u>13,679</u>	<u>25,927</u>	<u>10,986</u>
Carrying amount at 31 December			
Analysed into:			
Current portion	–	5,992	6,480
Non-current portion	13,679	19,935	4,506
	<u>13,679</u>	<u>25,927</u>	<u>10,986</u>
The Group's lease liabilities are payable:			
– Within one year	–	5,992	6,480
– After one year but within two years	3,807	5,634	1,555
– After two years but within five years	9,872	14,301	2,951
	<u>13,679</u>	<u>25,927</u>	<u>10,986</u>

The maturity analysis of lease liabilities is disclosed in note 34 to the financial statements.

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

	2024 RMB'000	2023 RMB'000
Interest on lease liabilities	789	857
Depreciation charge of right-of-use assets	5,389	6,709
Expenses relating to short-term leases (included in cost of services provided, administrative expenses, selling and distribution expenses and other expenses)	479	1,182
Gain on lease modifications	(606)	–
	<u>6,051</u>	<u>8,748</u>
Net expenses recognised in profit or loss		

The Group regularly entered into short-term leases for storage areas. At 31 December 2024 and 2023, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense is disclosed above.

14. LEASES (continued)**The Group as a lessee (continued)**

(d) The total cash outflow for leases is disclosed in note 29(b) to the financial statements.

15. INTANGIBLE ASSETS

	Software RMB'000
Cost	
At 1 January 2023	1,374
Additions	<u>240</u>
At 31 December 2023 and 1 January 2024	1,614
Additions	<u>14</u>
At 31 December 2024	<u>1,628</u>
Accumulated amortisation	
At 1 January 2023	540
Charge for the year	<u>155</u>
At 31 December 2023 and 1 January 2024	695
Charge for the year	<u>163</u>
At 31 December 2024	<u>858</u>
Net book value	
At 31 December 2024	<u>770</u>
At 31 December 2023	<u>919</u>

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16. INVENTORIES

	2024 RMB'000	2023 RMB'000
Raw materials and consumables	4,960	4,760
Less: Impairment loss on inventories	<u>(351)</u>	<u>(351)</u>
	<u>4,609</u>	<u>4,409</u>

17. TRADE AND NOTES RECEIVABLES

	31 December 2024 RMB'000	31 December 2023 RMB'000	1 January 2023 RMB'000
Trade receivables	105,371	140,361	223,282
Notes receivables	<u>1,249</u>	<u>–</u>	<u>–</u>
Subtotal	106,620	140,361	223,282
Impairment of trade receivables	<u>(16,564)</u>	<u>(24,484)</u>	<u>(38,459)</u>
Net carrying amount	<u>90,056</u>	<u>115,877</u>	<u>184,823</u>

The Group's trading terms with its customers are mainly on credit. The credit terms granted generally ranges from three to six months, depending on the specific payment terms in each contract. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

Included in the Group's trade receivables are amounts due from related parties of RMB74,361,000 (2023: RMB94,809,000), net of impairment loss of RMB6,650,000 (2023: RMB9,044,000) which are repayable on credit terms similar to those offered to the non-related party customers of the Group.

Notes receivables at 31 December 2024 represent bank acceptance notes issued by banks in the PRC maturing in April and May 2025.

17. TRADE AND NOTES RECEIVABLES (continued)

An ageing analysis of the trade and notes receivables (net of impairment losses) as at the end of the reporting period, based on the invoice dates and net of loss allowance, is as follows:

	2024 RMB'000	2023 RMB'000
Trade receivables		
Within 3 months	30,226	52,866
3 to 6 months	10,431	10,042
6 to 12 months	9,902	28,512
1 to 2 years	36,906	15,020
Over 2 years	1,342	9,437
Total	<u>88,807</u>	<u>115,877</u>
Notes receivables		
Within 3 months	<u>1,249</u>	–

The movements in the loss allowance for impairment of trade receivables are as follows:

	2024 RMB'000	2023 RMB'000
At beginning of year	24,484	38,459
Reversal of impairment of trade receivables, net (note 6)	<u>(7,920)</u>	<u>(13,975)</u>
At end of year	<u>16,564</u>	<u>24,484</u>

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on ageing for groupings of various customer segments with similar loss patterns, including separate groupings for related party and non-related party customers, where applicable. Expected loss rates are based on actual loss experience over the past three years. These rates are adjusted to reflect differences between economic conditions during the year over which the historical data have been collected, current conditions and the Group's view of forward-looking economic conditions over the expected lives of trade receivables. The Group has provided for 100% loss rate of the trade receivables which are aged over 3 years.

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17. TRADE AND NOTES RECEIVABLES (continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2024

Related parties

	Trade receivables aging				Total
	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	
Expected credit loss rate	1.4%	5.4%	34.5%	100%	8.2%
Gross carrying amount (RMB'000)	39,307	36,842	1,165	3,697	81,011
Expected credit losses (RMB'000)	561	1,990	402	3,697	6,650

Non-related parties

	Trade receivables aging				Total
	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	
Expected credit loss rate	6.5%	15.7%	36.7%	100%	40.7%
Gross carrying amount (RMB'000)	12,636	2,437	915	8,372	24,360
Expected credit losses (RMB'000)	823	383	336	8,372	9,914

Total

	Trade receivables aging				Total
	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	
Expected credit loss rate	2.7%	6.0%	35.5%	100%	15.7%
Gross carrying amount (RMB'000)	51,943	39,279	2,080	12,069	105,371
Expected credit losses (RMB'000)	1,384	2,373	738	12,069	16,564

17. TRADE AND NOTES RECEIVABLES (continued)

As at 31 December 2023

Related parties

	Trade receivables aging				Total
	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	
Expected credit loss rate	2.9%	18.8%	42.4%	100%	8.7%
Gross carrying amount (RMB'000)	80,036	15,955	7,252	610	103,853
Expected credit losses (RMB'000)	2,361	2,999	3,074	610	9,044

Non-related parties

	Trade receivables aging				Total
	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	
Expected credit loss rate	5.6%	34.2%	55.1%	100%	42.3%
Gross carrying amount (RMB'000)	14,562	3,139	11,716	7,091	36,508
Expected credit losses (RMB'000)	817	1,075	6,457	7,091	15,440

Total

	Trade receivables ageing				Total
	Within 1 year	1 to 2 years	2 to 3 years	Over 3 years	
Expected credit loss rate	3.4%	21.3%	50.2%	100%	17.4%
Gross carrying amount (RMB'000)	94,598	19,094	18,968	7,701	140,361
Expected credit losses (RMB'000)	3,178	4,074	9,531	7,701	24,484

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17. TRADE AND NOTES RECEIVABLES (continued)

The following table shows the movement of lifetime ECL for trade receivables under the simplified approach:

Related parties

	Lifetime ECL (not credit- impaired) RMB'000	Lifetime ECL (credit-impaired) RMB'000	Total RMB'000
At 1 January 2023	21,397	545	21,942
Changes attributable to trade receivables at 1 January 2023:			
– Impairment loss recognised/(reversed)	(412)	1,428	1,016
– Transfer to lifetime ECL (credit-impaired)	(1,760)	1,760	–
– Derecognition upon settlements	(16,226)	(49)	(16,275)
New trade receivables recognised net of those derecognised due to settlement	2,361	–	2,361
At 1 January 2024	5,360	3,684	9,044
Changes attributable to trade receivables at 1 January 2024:			
– Impairment loss recognised/(reversed)	903	1,961	2,864
– Transfer to lifetime ECL (credit-impaired)	(219)	219	–
– Derecognition upon settlements	(4,054)	(1,765)	(5,819)
New trade receivables recognised net of those derecognised due to settlement	561	–	561
At 31 December 2024	2,551	4,099	6,650

17. TRADE AND NOTES RECEIVABLES (continued)

Non-related parties

	Lifetime ECL (not credit- impaired) RMB'000	Lifetime ECL (credit-impaired) RMB'000	Total RMB'000
At 1 January 2023	5,654	10,863	16,517
Changes attributable to trade receivables at 1 January 2023:			
– Impairment loss recognised	1,029	2,950	3,979
– Transfer to lifetime ECL (credit-impaired)	(2,844)	2,844	–
– Derecognition upon settlements	(2,764)	(3,109)	(5,873)
New trade receivables recognised net of those derecognised due to settlement	817	–	817
At 1 January 2024	1,892	13,548	15,440
Changes attributable to trade receivables at 1 January 2024:			
– Impairment loss recognised	246	598	844
– Transfer to lifetime ECL (credit-impaired)	(313)	313	–
– Derecognition upon settlements	(1,442)	(5,751)	(7,193)
New trade receivables recognised net of those derecognised due to settlement	823	–	823
At 31 December 2024	1,206	8,708	9,914

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17. TRADE AND NOTES RECEIVABLES (continued)

Total

	Lifetime ECL (not credit- impaired) RMB'000	Lifetime ECL (credit-impaired) RMB'000	Total RMB'000
At 1 January 2023	27,051	11,408	38,459
Changes attributable to trade receivables at 1 January 2023:			
– Impairment loss recognised	617	4,378	4,995
– Transfer to lifetime ECL (credit-impaired)	(4,604)	4,604	–
– Derecognition upon settlements	(18,990)	(3,158)	(22,148)
New trade receivables recognised net of those derecognised due to settlement	3,178	–	3,178
At 1 January 2024	7,252	17,232	24,484
Changes attributable to trade receivables at 1 January 2024:			
– Impairment loss recognised	1,149	2,559	3,708
– Transfer to lifetime ECL (credit-impaired)	(532)	532	–
– Derecognition upon settlements	(5,496)	(7,516)	(13,012)
New trade receivables recognised net of those derecognised due to settlement	1,384	–	1,384
At 31 December 2024	3,757	12,807	16,564

The following significant changes in the gross carrying amounts of trade receivables contributed to the changes in the loss allowance:

- increase in days aged over 1 year of trade receivables resulted in an increase in loss allowance of RMB3,708,000 (2023: RMB4,995,000);
- settlements received from trade receivables aged over 1 year resulted in a decrease in loss allowance of RMB13,012,000 (2023: RMB22,418,000); and
- origination of new trade receivables net of those settled resulted in an increase in loss allowance of RMB1,384,000 (2023: RMB3,178,000).

The Group writes off a trade receivable when there is information indicating that there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. No trade receivables were written off during the years ended 31 December 2024 and 2023.

18. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	Notes	2024 RMB'000	2023 RMB'000
Prepaid promotional expenses		17,142	1,844
Other prepayments		4,941	6,141
Deposits and other receivables	(a)	5,918	7,377
Refundable deposit in respect of a strategic acquisition	(b)	–	3,000
Deductible input value-added tax		4,018	4,461
Other assets		11,670	8,776
		43,689	31,599
Impairment allowance	(c)	(3,022)	(2,396)
Total		40,667	29,203

Notes:

- (a) Included in the Group's prepayments, other receivables and other assets were other receivables of RMB1,368,000 (2023: RMB3,218,000) due from related parties, net of impairment losses of RMB3,022,000 (2023: RMB2,396,000), and prepayments of RMB820,000 (2023: RMB848,000) to related parties.
- (b) During the year ended 31 December 2023, the Group paid refundable deposits of RMB21,000,000 for the acquisition of certain equity interests in an entity, which is engaged in provision of pathology solutions and related technical services. The proposed acquisition was terminated, and the Group received the refunds of RMB18,000,000 and RMB3,000,000 during the years ended 31 December 2023 and 2024 respectively.
- (c) For deposits and other receivables, the directors of the Company make periodic individual assessment on the recoverability based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that, other than the credit-impaired receivables as mentioned below which provided for lifetime ECL, there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECL.

The movement in the loss allowance for impairment of other receivables is as follows:

	2024 RMB'000	2023 RMB'000
At beginning of year	2,396	–
Impairment losses, net (note 6)	626	2,396
At end of year	3,022	2,396

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18. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (continued)

The following table shows the movement of lifetime ECL for deposits and other receivables:

	Lifetime ECL (not credit- impaired) RMB'000	Lifetime ECL (credit-impaired) RMB'000	Total RMB'000
At 1 January 2023	–	–	–
Changes attributable to other receivables at 1 January 2023:			
– Impairment loss recognised	2,396	–	2,396
At 1 January 2024	2,396	–	2,396
Changes attributable to other receivables at 1 January 2024:			
– Impairment loss recognised	–	626	626
– Transfer to lifetime ECL (credit-impaired)	(2,396)	2,396	–
At 31 December 2024	–	3,022	3,022

The following changes in the gross carrying amounts of other receivables contributed to the changes in the loss allowance:

- increase in days past due of other receivables resulted in an increase in loss allowance of RMB626,000 (2023: RMB2,396,000).

19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2024 RMB'000	2023 RMB'000
Unlisted equity investment, mandatorily measured at fair value through profit or loss	30,800	29,600

The above equity investment was classified as a financial asset at fair value through profit or loss as the Group has not elected to recognise the fair value gain or loss through other comprehensive income. The fair value of the unlisted equity investment which is not quoted in an active market is valued using observable inputs such as recently executed transaction prices in securities of the issuer or, if there was no recently executed transaction prices, using significant unobservable inputs. Further details are set out in note 33 to the financial statements.

20. CASH AND CASH EQUIVALENTS

	2024 RMB'000	2023 RMB'000
Cash and bank balances	490,260	518,289
Denominated in RMB	414,252	517,569
Denominated in United States dollar ("US\$")	82	376
Denominated in Hong Kong dollar ("HK\$")	75,926	344
Total	490,260	518,289

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

21. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2024 RMB'000	2023 RMB'000
Within 3 months	6,407	13,322
3 to 6 months	3,217	5,241
6 to 12 months	11,037	10,580
1 to 2 years	2,622	9,640
Over 2 years	2,150	758
Total	25,433	39,541

The trade payables are non-interest-bearing and are normally settled within six months.

Included in the Group's trade payables are amounts due to related parties of RMB243,000 (2023: RMB558,000) with credit terms similar to those offered by the related parties to their customers.

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22. OTHER PAYABLES AND ACCRUALS AND CONTRACT LIABILITIES

(a) Other payables and accruals

	Note	2024 RMB'000	2023 RMB'000
Payroll payables		3,936	3,941
Promotional expenses payable		3,369	153
Other payables	(i)	1,348	2,064
Tax payables other than income tax		1,518	1,440
Accrued audit fees		2,100	1,200
Total		12,271	8,798

Note:

(i) Other payables are non-interest-bearing and repayable on demand.

(b) Contract liabilities

	31 December 2024 RMB'000	31 December 2023 RMB'000	1 January 2023 RMB'000
<i>Short-term advances received from customers</i>			
Genetic testing services	45,865	49,309	9,300
Related value-added tax	2,752	2,958	558
	48,617	52,267	9,858

Contract liabilities include short-term advances, received to render genetic testing services to customers which the Group has received consideration. The increase in contract liabilities in 2023 was mainly due to the advances received from the customers in relation to the provision of the genetic testing services through GTK, which was newly introduced during the second half year of 2023.

Included in contract liabilities were advances received from the Group's related parties of RMB43,486,000 (2023: RMB45,708,000). The contract terms offered by the Group to its related parties are similar to those offered by the Group to its independent customers.

23. INTEREST-BEARING BANK BORROWING

31 December 2024

	Effective interest rate (%)	Maturity	RMB'000
Current			
Current portion of long-term bank loan – secured	4.30	2025	1,995
Non-current			
Bank loan – secured	4.30	2026 – 2033	18,728
Total			20,723
Analysed into:			
Bank loan repayable:			
Within one year			1,995
In the second year			2,082
In the third to fifth years, inclusive			6,809
Beyond five years			9,837
Total			20,723

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23. INTEREST-BEARING BANK BORROWING (continued)

31 December 2023

	Effective interest rate (%)	Maturity	RMB'000
Current			
Current portion of long-term bank loan – secured	4.30	2024	<u>1,912</u>
Non-current			
Bank loan – secured	4.30	2025 – 2033	<u>20,723</u>
Total			<u>22,635</u>
Analysed into:			
Bank loan repayable:			
Within one year			1,912
In the second year			1,995
In the third to fifth years, inclusive			6,524
Beyond five years			<u>12,204</u>
Total			<u>22,635</u>

The Group's bank borrowing is interest-bearing at 5-year Loan Prime Rate ("LPR"), fixed at the commencement date of the bank borrowing, plus 0.1% per annum.

The Group's bank loan is secured by mortgages over the Group's property, plant and equipment, which had a net carrying value at the end of the reporting period of approximately RMB33,245,000 (2023: RMB34,744,000) (note 13). In addition, the property seller has guaranteed the Group's bank loan.

24. DEFERRED INCOME

	2024 RMB'000	2023 RMB'000
Government grants		
Current	600	600
Non-current	750	1,350
Total	<u>1,350</u>	<u>1,950</u>

The movements in government grants are as follows:

	2024 RMB'000	2023 RMB'000
At beginning of year	1,950	2,550
Amount released to other income (note 5)	<u>(600)</u>	<u>(600)</u>
At end of year	<u>1,350</u>	<u>1,950</u>

The grants are related to the subsidies received from the local government for the purpose of compensation for purchases of laboratory equipment. Upon having passed the final assessment of the relevant government authorities, the grants related to assets would be released to profit or loss over the expected useful lives of the relevant assets.

25. DEFERRED TAX

	2024 RMB'000	2023 RMB'000
Deferred tax assets	<u>2,055</u>	<u>4,196</u>

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25. DEFERRED TAX (continued)

The movements in deferred tax assets/(liabilities) during the year are as follows:

	Right-of-use assets RMB'000	Lease liabilities RMB'000	Impairment of other receivables RMB'000	Impairment of trade receivables RMB'000	Deferred income RMB'000	Accrued expenses RMB'000	Fair value adjustments of equity investment at fair value through profit or loss RMB'000	Impairment loss on inventories RMB'000	Others RMB'000	Total RMB'000
At 1 January 2023	(1,499)	1,649	-	5,208	383	225	1	-	-	5,967
New lease entered	(3,505)	3,505	-	-	-	-	-	-	-	-
Deferred tax credited/ (charged) to profit or loss during the year (note 10)	1,005	(1,263)	359	(1,802)	(90)	(45)	65	-	-	(1,771)
At 31 December 2023 and 1 January 2024	(3,999)	3,891	359	3,406	293	180	66	-	-	4,196
Deferred tax credited/ (charged) to profit or loss during the year (note 10)	964	(948)	94	(1,188)	(90)	(180)	(180)	52	(665)	(2,141)
At 31 December 2024	(3,035)	2,943	453	2,218	203	-	(114)	52	(665)	2,055

The Group concluded that the deferred tax asset would be recoverable using the estimated future taxable income expected from 2025 and 2024 onwards based on the approved business plans and budgets for the subsidiaries of the Group.

The Group has tax losses arising in Mainland China of RMB31,582,000 (2023: RMB20,543,000) that will expire in year 2026 to 2029 (2023: year 2026 to 2028) for offsetting against future taxable profits.

25. DEFERRED TAX (continued)

As at 31 December 2024, the Group had the following unrecognised deductible temporary differences:

	2024 RMB'000	2023 RMB'000
Unutilised tax losses	31,582	20,543
Impairment of trade receivables	1,778	1,778
	33,360	22,321

Deferred tax assets have not been recognised in respect of these deductible temporary differences as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

The Group is liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. The applicable rate is 5% or 10% for the Group.

At 31 December 2024, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB207,502,000 (2023: RMB150,018,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

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26. SHARE CAPITAL AND TREASURY SHARES

	2024 US\$	2023 US\$
Authorised:		
500,000,000 (2023: 500,000,000) ordinary shares of US\$0.0001 each	<u>50,000</u>	<u>50,000</u>
Issued and fully paid:		
204,768,800 (2023: 210,717,200) ordinary shares of US\$0.0001 each	20,477	21,072
Issued but not paid:		
27,272,000 (2023: 27,272,000) ordinary shares of US\$0.0001 each	<u>2,727</u>	<u>2,727</u>
Total	<u>23,204</u>	<u>23,799</u>

	2024 RMB'000	2023 RMB'000
Equivalent to RMB	<u>150</u>	<u>154</u>

A summary of movements in the Company's share capital and treasury shares is as follows:

	Number of shares	Share capital RMB'000	Treasury shares RMB'000
At 1 January 2023	239,233,800	155	–
Shares repurchased	–	–	(10,496)
Shares cancelled	<u>(1,244,600)</u>	<u>(1)</u>	<u>8,929</u>
At 31 December 2023 and 1 January 2024	237,989,200	154	(1,567)
Shares repurchased (note)	–	–	(77,615)
Shares cancelled (note)	<u>(5,948,400)</u>	<u>(4)</u>	<u>51,203</u>
At 31 December 2024	<u>232,040,800</u>	<u>150</u>	<u>(27,979)</u>

Note:

During the year, the Company repurchased 9,634,800 (2023: 1,464,800) shares on the Hong Kong Stock Exchange for a total consideration of HK\$84,210,000 (equivalent to RMB77,615,000) and 5,948,400 (2023: 1,244,600) shares were cancelled.

27. SHARE-BASED PAYMENT

The Company operates a RSU Scheme for the purpose to recognise and motivate the contributions by participants of the RSU Scheme and give incentives thereto in order to retain them, as well as to attract suitable personnel for the Groups' further development. Eligible participants of the RSU Scheme include any full-time and part-time employee, director or officer of any member of the Group, any person or entity that provides research, development, consultancy and other technical or operational or administrative support to the Group; and any other persons including former employees who have contributed or will contribute to any member of the Group. The RSU Scheme shall be valid and effective for the period of ten years commencing on the listing date of the Company (until 21 June 2032), after which period no further RSUs will be granted. As at 31 December 2024, the RSU Scheme had a remaining life of approximately 7.48 years (2023: 8.48 years).

The overall limit on the number of shares that may be delivered under the RSU Scheme must not exceed 27,272,000 shares. The consideration payable by a selected participant to the trustee for acceptance of the RSU granted to such participant shall be determined at the sole and absolute discretion of the RSU administration committee as established by the Board (the "RSU Committee"). The RSU Scheme shall be subject to the administration of the RSU Committee, which comprises Ms. Lin Lin, the executive director and chairperson of the Company, as the initial sole members. All decisions made by the RSU Committee is final and binding on all parties. The RSU Committee established a trust (the "Trust") and appointed an independent trustee (the "Trustee") to be the trustee of the Trust to hold the shares allotted by the Company to the Trustee on trust, and to assist in the administration and vesting of the RSUs.

There are no cash settlement alternatives. The Group does not have a past practice of cash settlement for these shares. The Group accounts for the RSU Scheme as an equity-settled plan.

On 1 June 2022, the Company allotted and issued 27,272,000 shares to the Trustee, representing all shares underlying the RSUs that may be delivered under the RSU Scheme, to be held for the benefit of eligible participants pursuant to the RSU Scheme. The Trustee will refrain from exercising any voting rights attached to the shares held by it so long as such shares are held under the Trust.

On 29 December 2022, the Company granted to certain eligible participants of the Group a total of 27,272,000 RSUs pursuant to the RSU Scheme at the consideration of HK\$9.90 for each share. The vesting schedule of RSUs granted is that one third of the RSUs granted became vested immediately upon the grant, one third of the RSUs will be vested on the first anniversary of the date of grant, and the remaining one third of the RSUs granted will be vested on the second anniversary of the date of grant. The RSUs are exercisable after the vesting period and up to 21 June 2032.

The fair value of the RSU granted was RMB14,657,000 which was estimated using the closing price of shares of HK\$10.5 per share on the date of grant, of which the Group recognised a share-based payment expense of RMB2,423,000 (2023: RMB7,288,000) during the year.

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27. SHARE-BASED PAYMENT (continued)

Movements in the share-based payment reserve is as follows:

	2024 RMB	2023 RMB
At 1 January	12,216	4,928
Share-based payment arrangement	<u>2,423</u>	<u>7,288</u>
At 31 December	<u>14,639</u>	<u>12,216</u>

Particulars of the RSUs granted and remaining outstanding at 31 December 2024 and 2023 are as follows:

Tranche	Vesting period	Exercise period	Exercise price HK\$	Number of RSUs	
				2024	2023
RSUs granted to directors					
Tranche 1	29 December 2022	From 29 December 2022 to 21 June 2032	9.90	6,393,670	6,393,670
Tranche 2	From 29 December 2022 to 28 December 2023	From 29 December 2023 to 21 June 2032	9.90	6,393,665	6,393,665
Tranche 3	From 29 December 2022 to 28 December 2024	From 29 December 2024 to 21 June 2032	9.90	6,393,665	6,393,665
				<u>19,181,000</u>	<u>19,181,000</u>
RSUs granted to other employees of the Group					
Tranche 1	29 December 2022	From 29 December 2022 to 21 June 2032	9.90	2,697,000	2,697,000
Tranche 2	From 29 December 2022 to 28 December 2023	From 29 December 2023 to 21 June 2032	9.90	2,697,000	2,697,000
Tranche 3	From 29 December 2022 to 28 December 2024	From 29 December 2024 to 21 June 2032	9.90	2,697,000	2,697,000
				<u>8,091,000</u>	<u>8,091,000</u>
Total outstanding RSUs					
Tranche 1				9,090,670	9,090,670
Tranche 2				9,090,665	9,090,665
Tranche 3				9,090,665	9,090,665
				<u>27,272,000</u>	<u>27,272,000</u>

27. SHARE-BASED PAYMENT (continued)

Details of the closing share price of the RSU immediately before the dates on which the RSUs were vested are as follows:

Tranche	2024		2023	
	Closing share price immediately before vesting date HK\$	Number of RSU vested	Closing share price immediately before vesting date HK\$	Number of RSU vested
Tranche 1	13.12	9,090,670	13.12	9,090,670
Tranche 2	10.46	9,090,665	10.46	9,090,665
Tranche 3	7.74	9,090,665	N/A	–
		27,272,000		18,181,335

Details of the closing share price of the RSU at the dates on which the RSUs were vested are as follows:

Tranche	2024		2023	
	Closing share price at vesting date HK\$	Number of RSU vested	Closing share price at vesting date HK\$	Number of RSU vested
Tranche 1	10.50	9,090,670	10.50	9,090,670
Tranche 2	10.30	9,090,665	10.30	9,090,665
Tranche 3	7.74	9,090,665	N/A	–
		27,272,000		18,181,335

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27. SHARE-BASED PAYMENT (continued)

Movements in number of RSUs of the Company are as follows:

	2024	2023
RSU granted to directors At 1 January and 31 December	<u>19,181,000</u>	<u>19,181,000</u>
RSU granted to other employees of the Group At 1 January and 31 December	<u>8,091,000</u>	<u>8,091,000</u>

As at 31 December 2024, all of the 27,272,000 RSUs outstanding were vested and exercisable. As at 31 December 2023, 18,181,335 RSUs were vested and exercisable, and the remaining 9,090,665 RSUs outstanding had the remaining vesting period of approximately 1 year.

As at 31 December 2024, the outstanding and exercisable RSUs had the weighted average remaining contractual life of approximately 7.48 years (2023: 8.48 years).

As at 31 December 2024 and 2023, none of the RSUs outstanding were forfeited.

28. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

Share premium

The share premium represents the difference between the par value of shares issued and the consideration received.

Capital reserve

The capital reserve of the Group represents the paid-up capital of the subsidiaries comprising the Group prior to the incorporation of the Company, and the recognition of equity upon termination of redemption rights related to the redeemable ordinary shares of Mega Genomics Beijing.

Statutory surplus reserve

In accordance with the Company Law of the PRC, subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their statutory surplus reserve until the reserve reaches 50% of their registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserve may be converted to share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

29. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Changes in liabilities arising from financing activities

2024

	Bank loan RMB'000	Lease liabilities RMB'000
At 1 January 2024	22,635	25,927
Reassessment as a result of lease modifications	–	(1,645)
Changes in financing cash flows:		
Principal portion of lease payments	–	(10,603)
Repayment of bank loan	(1,912)	–
Interest paid	(930)	(789)
Interest expense	930	789
At 31 December 2024	20,723	13,679

2023

	Bank loan RMB'000	Lease liabilities RMB'000
At 1 January 2023	–	10,986
New leases	–	23,369
Changes in financing cash flows:		
Principal portion of lease payments	–	(8,428)
New bank loan	23,560	–
Repayment of bank loan	(925)	–
Interest paid	(265)	(857)
Interest expense	265	857
At 31 December 2023	22,635	25,927

(b) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2024 RMB'000	2023 RMB'000
Within operating activities	479	1,182
Within financing activities	11,392	9,285
Total	11,871	10,467

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30. COMMITMENTS

At the end of the reporting period, the Group did not have any significant contractual commitments.

31. RELATED PARTY TRANSACTIONS AND BALANCES

Details of the Group's related parties are as follows:

Company	Relationship with the Company
Dr. Yu Rong	Shareholder and director
Meinian Onehealth Healthcare Holdings Co., Ltd. and its subsidiaries ("Meinian Onehealth")	Shareholder
Beijing Meinian Meican Clinic Co., Ltd.	Controlled by Yu Rong
Beijing Meinian Meihe Clinic Co., Ltd.	Controlled by Yu Rong
Beijing Tianyi Hongfang Investment Management Co., Ltd.	Controlled by Yu Rong
Changchun Meijian Health Technology Co., Ltd.	Controlled by Yu Rong
Chongqing Meiyi Health Management Co., Ltd.	Controlled by Yu Rong
Jinan Meinianda Health Technology Co., Ltd.*	Controlled by Yu Rong
Jinjian Technology Services (Beijing) Co., Ltd.	Controlled by Yu Rong
Meizhi Health Management (Beijing) Co., Ltd.	Controlled by Yu Rong
Shandong Meiming Aoya Health Consulting Co., Ltd.	Controlled by Yu Rong
Shanghai Tianyi Hongfang Property Management Co., Ltd.	Controlled by Yu Rong
Shaoxing Meizhao Outpatient Medical Co., Ltd.	Controlled by Yu Rong
Shenzhen Meichen Health Management Co., Ltd.	Controlled by Yu Rong
Shenzhen Meijia Health Management Co., Ltd.	Controlled by Yu Rong
Shenzhen Meiyang Health Management Co., Ltd.	Controlled by Yu Rong
Taizhou Meizhao Health Examination Center (General Partnership)	Controlled by Yu Rong
Zhuhai Meinian Health Management Co., Ltd.	Controlled by Yu Rong
Wuhan Meici Aoya Technology Management Co., Ltd.	Controlled by Yu Rong
Shenzhen Yierkang Health Management Co., Ltd.*	Controlled by Yu Rong
Chengdu Jinniu Meinian Health Management Consulting Co., Ltd.*	Controlled by Yu Rong
Shenyang Heping Aoya Hospital Co., Ltd.*	Controlled by Yu Rong
Guangzhou Meinian Health Medical Technology Co., Ltd.	Controlled by Yu Rong
Qingdao Meinian Onehealth Technology & Health Management Co., Ltd.	Controlled by Yu Rong

* In 2024, these entities became subsidiaries of Meinian Onehealth. The transaction amounts with these entities are disclosed in Meinian Onehealth in note (a) below since they are subsidiaries of Meinian Onehealth for the year ended 2024. The balances with these entities are disclosed in Meinian Onehealth in note (b) below as at 31 December 2024.

31. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(a) The Group had the following transactions with related parties during the year:

	2024 RMB'000	2023 RMB'000
Services provided to: (note i)		
Meinian Onehealth	111,900	87,805
Shenzhen Yierkang Health Management Co., Ltd.	–	635
Chengdu Jinniu Meinian Health Management Consulting Co., Ltd.	–	416
Changchun Meijian Health Technology Co., Ltd.	61	352
Shenyang Heping Aoya Hospital Co., Ltd.	–	1,066
Beijing Meinian Meican Clinic Co., Ltd.	13,148	13,269
Zhuhai Meinian Health Management Co., Ltd.	961	234
Beijing Meinian Meihe Clinic Co., Ltd.	195	2,428
Shaoxing Meizhao Outpatient Medical Co., Ltd.	27	228
Jinan Meinianda Health Technology Co., Ltd.	–	356
Shandong Meiming Aoya Health Consulting Co., Ltd.	42	284
Shenzhen Meijia Health Management Co., Ltd.	139	206
Wuhan Meici Aoya Technology Management Co., Ltd.	–	199
Chongqing Meiyi Health Management Co., Ltd.	65	286
Guangzhou Meinian Health Medical Technology Co., Ltd	1,684	219
Other companies controlled by Yu Rong	373	981
Total	<u>128,595</u>	<u>108,964</u>
Services provided by: (note i)		
Meinian Onehealth	26	580
Beijing Meinian Meican Clinic Co., Ltd.	2	12
Total	<u>28</u>	<u>592</u>
Property management services provided by: (note ii)		
Shanghai Tianyi Hongfang Property Management Co., Ltd.	818	1,320
Utility service fee provided by: (note ii)		
Shanghai Tianyi Hongfang Property Management Co., Ltd.	854	931
Lease liabilities payments to: (note ii)		
Beijing Tianyi Hongfang Investment Management Co., Ltd.	11,392	9,285

Notes:

- (i) The terms of service fees were determined based on negotiation between the parties with reference to (1) the production cost and gross profit requirements of the Group; (2) the government's prescribed price and the prevailing service fee of a similar service provider in the market; and (3) the sales to the buyer's end customers.
- (ii) The property management service fee, utility service fee and lease payments were charged with reference to prices mutually agreed between the parties.

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31. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(b) Outstanding balances with related parties:

	As at 31 December 2024		
	Gross amount RMB'000	ECLs RMB'000	Carrying amount RMB'000
Trade receivables			
Meinian Onehealth	44,182	(1,871)	42,311
Beijing Meinian Meican Clinic Co., Ltd.	30,429	(955)	29,474
Beijing Meinian Meihe Clinic Co., Ltd.	2,257	(111)	2,146
Qingdao Meinian Health Technology Health Management Co., Ltd.	2,068	(2,057)	11
Meizhi Health Management (Beijing) Co., Ltd.	1,645	(1,645)	–
Shenzhen Meiyang Health Management Co., Ltd.	17	(1)	16
Shenzhen Meijia Health Management Co., Ltd.	22	(1)	21
Shandong Meiming Aoya Health Consulting Co., Ltd.	3	–	3
Chongqing Meiyi Health Management Co., Ltd.	87	(2)	85
Guangzhou Meinian Health Medical Technology Co., Ltd.	11	–	11
Zhuhai Meinian Health Management Co., Ltd.	27	(1)	26
Other companies controlled by Yu Rong	263	(6)	257
	<u>81,011</u>	<u>(6,650)</u>	<u>74,361</u>
Total			

	As at 31 December 2023		
	Gross amount RMB'000	ECLs RMB'000	Carrying amount RMB'000
Trade receivables			
Meinian Onehealth	60,188	(3,328)	56,860
Beijing Meinian Meican Clinic Co., Ltd.	33,512	(3,635)	29,877
Beijing Meinian Meihe Clinic Co., Ltd.	2,232	(66)	2,166
Qingdao Meinian Health Technology Health Management Co., Ltd.	2,373	(1,002)	1,371
Meizhi Health Management (Beijing) Co., Ltd.	1,645	(697)	948
Shenzhen Meiyang Health Management Co., Ltd.	123	(6)	117
Shenzhen Meijia Health Management Co., Ltd.	138	(4)	134
Shandong Meiming Aoya Health Consulting Co., Ltd.	690	(82)	608
Chongqing Meiyi Health Management Co., Ltd.	303	(9)	294
Jinan Meinianda Health Technology Co., Ltd.	969	(123)	846
Shaoxing Meizhao Outpatient Medical Co., Ltd.	341	(20)	321
Taizhou Meizhao Health Examination Center (General Partnership)	274	(40)	234
Wuhan Meici Aoya Technology Management Co., Ltd.	297	(9)	288
Other companies controlled by Yu Rong	768	(23)	745
	<u>103,853</u>	<u>(9,044)</u>	<u>94,809</u>
Total			

31. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(b) Outstanding balances with related parties: (continued)

	As at 31 December 2024		Carrying amount RMB'000
	Gross amount RMB'000	ECLs RMB'000	
Other receivables			
Jinjian Technology Services (Beijing) Co., Ltd.			
– Rental income receivables	3,022	(3,022)	–
Shanghai Tianyi Hongfang Property Management Co., Ltd.			
– Utility deposits	172	–	172
Beijing Tianyi Hongfang Investment Management Co., Ltd.			
– Rental deposits	1,196	–	1,196
	<u>4,390</u>	<u>(3,022)</u>	<u>1,368</u>
Total	<u>4,390</u>	<u>(3,022)</u>	<u>1,368</u>

	As at 31 December 2023		Carrying amount RMB'000
	Gross amount RMB'000	ECLs RMB'000	
Other receivables			
Jinjian Technology Services (Beijing) Co., Ltd.			
– Rental income receivables	4,246	(2,396)	1,850
Shanghai Tianyi Hongfang Property Management Co., Ltd.			
– Utility deposits	172	–	172
Beijing Tianyi Hongfang Investment Management Co., Ltd.			
– Rental deposits	1,196	–	1,196
	<u>5,614</u>	<u>(2,396)</u>	<u>3,218</u>
Total	<u>5,614</u>	<u>(2,396)</u>	<u>3,218</u>

Note: Rental income receivables are immediately due for settlements by the related party. Rental deposits and utility deposits will be refunded by the counterparties to the Group upon the expiry of the relevant agreements.

	2024	2023
	RMB'000	RMB'000
Prepayments		
Meinian Onehealth – prepayments of services	<u>820</u>	<u>848</u>

Note: Prepayments to Meinian Onehealth represents advanced payments for purchase of testing services, and are expected to be expensed when the services are rendered by Meinian Onehealth.

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31. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(b) Outstanding balances with related parties: (continued)

	2024 RMB'000	2023 RMB'000
Trade payables		
Meinian Onehealth	174	489
Beijing Meinian Meican Clinic Co., Ltd.	69	69
Total	<u>243</u>	<u>558</u>

Note: Trade payables to related parties are non-interest-bearing and are normally settled within six months.

	2024 RMB'000	2023 RMB'000
Other payables		
Shanghai Tianyi Hongfang Property Management Co., Ltd. – Utility expenses payable	<u>759</u>	<u>177</u>

Note: Utility expenses payable to related parties are non-interest-bearing and are payable within one month.

	2024 RMB'000	2023 RMB'000
Contract liabilities		
Meinian Onehealth	43,361	44,384
Zhuhai Meinian Health Management Co., Ltd.	–	997
Other companies controlled by Yu Rong	125	327
Total	<u>43,486</u>	<u>45,708</u>
Lease liabilities		
Beijing Tianyi Hongfang Investment Management Co., Ltd.	<u>13,679</u>	<u>25,927</u>

(c) Compensation of key management personnel of the Group:

	2024 RMB'000	2023 RMB'000
Salaries, allowances and benefits in kind	4,353	4,602
Pension scheme contributions	729	770
Share-based payment expense	1,720	5,174
Total compensation paid to key management personnel	<u>6,802</u>	<u>10,546</u>

Further details of directors' emoluments are included in note 8 to the financial statements.

The related party transactions in respect of the genetic testing services provided to Meinian Onehealth and companies controlled by Yu Rong above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

32. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2024

Financial assets

	Financial assets at fair value through profit or loss		Total RMB'000
	Mandatorily designated at fair value RMB'000	Financial assets at amortised cost RMB'000	
Trade and notes receivables	–	90,056	90,056
Financial assets included in prepayments, other receivables	–	2,896	2,896
Financial assets at fair value through profit or loss	30,800	–	30,800
Cash and cash equivalents	–	490,260	490,260
Total	30,800	583,212	614,012

Financial liabilities

	Financial liabilities at amortised cost RMB'000
Trade payables	25,433
Financial liabilities included in other payables and accruals	10,753
Interest-bearing bank borrowing	20,723
Total	56,909

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32. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

2023

Financial assets

	Financial assets at fair value through profit or loss		Financial assets at amortised cost RMB'000	Total RMB'000
	Mandatorily designated at fair value RMB'000			
Trade receivables	–		115,877	115,877
Financial assets included in prepayments, other receivables	–		7,981	7,981
Financial assets at fair value through profit or loss	29,600		–	29,600
Cash and cash equivalents	–		518,289	518,289
Total	29,600		642,147	671,747

Financial liabilities

	Financial liabilities at amortised cost RMB'000
Trade payables	39,541
Financial liabilities included in other payables and accruals	7,358
Interest-bearing bank borrowing	22,635
Total	69,534

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the carrying amounts of the Group's financial instruments carried at amortised cost are not materially different from their fair values at 31 December 2024 and 2023 except for the following financial instruments, for which their carrying amounts and fair value and the level of fair value hierarchy are disclosed below:

At 31 December 2024

	Carrying amount	Fair value	Fair value measurement categorised into fair value hierarchy				
			RMB'000	RMB'000	Level 1	Level 2	Level 3
					RMB'000	RMB'000	RMB'000
Interest-bearing bank borrowing	20,723	21,119	–	21,119	–		

At 31 December 2023

	Carrying amount	Fair value	Fair value measurement categorised into fair value hierarchy				
			RMB'000	RMB'000	Level 1	Level 2	Level 3
					RMB'000	RMB'000	RMB'000
Interest-bearing bank borrowing	22,635	22,678	–	22,678	–		

The fair value of the interest-bearing bank borrowing is estimated as the present values of future cash flows, assuming the same repayment amounts and patterns according to the terms of the existing agreement, discounted at interest rates based on the 5-year LPR as at the end of the reporting period plus 0.1% per annum.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values.

The fair value of the unlisted equity investment at fair value through profit or loss has been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. The valuation requires management to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, which is price to sales ("P/S") multiple, for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by a sales measure. The trading multiple is then discounted for considerations such as illiquidity and size differences between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to measure the fair value of the unlisted equity investment. Management believes that the estimated fair values resulting from the valuation technique, which were recorded in the consolidated statement of financial position, and the related changes in fair values, which were recorded in profit or loss, are reasonable, and that they were the most appropriate values at the end of the reporting period.

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33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Below is a summary of significant unobservable input to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2024 and 2023:

	Valuation technique	Significant unobservable input	Rate	Sensitivity of fair value to the input
Financial assets at fair value through profit or loss	Market-based valuation	Discount for lack of marketability	37.31% (2023: 20.54%)	5 percentage points increase/decrease in discount would result in decrease/increase in fair value by 8% (2023: 6%)

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2024

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss	-	-	30,800	30,800

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

As at 31 December 2023

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss	–	–	29,600	29,600

The movements in fair value measurements within Level 3 during the year are as follows:

	2024 RMB'000	2023 RMB'000
Financial assets at fair value through profit or loss		
At beginning of year	29,600	30,030
Total gains/(losses) recognised in profit or loss	1,200	(430)
At end of year	30,800	29,600

The Group did not have any financial liabilities measured at fair value as at 31 December 2024 and 2023.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2023: RMB29,600,000 were transferred out of Level 2 to Level 3 due to the reason that no observable input was available to estimate the fair value of the unlisted equity investment).

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are credit risk, liquidity risk, currency risk, interest rate risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk exposure is primarily attributable to trade and notes receivables, deposits and other receivables and bank balances. Their gross carrying amounts disclosed in the respective notes represent their maximum exposure to credit risk, without taking into account the collateral, at the end of the reporting period.

The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

Trade receivables

The Group trades with both related parties and independent third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year. In addition, receivable balances are monitored on an ongoing basis. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

Trade receivables are due within a credit period ranging from three to six months from the date of billing. Debtors with balances that are more than one year past due may be requested to settle all or part of the outstanding balances before any further credit is granted. Since the Group trades with related parties and recognised and creditworthy entities, the Group does not obtain collateral from customers. The Group also accepts bills issued or guaranteed by reputable PRC banks if trade receivables are settled by bills and therefore the management of the Group considers the credit risk arising from the endorsed or discounted bills is insignificant.

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 100% (2023: 100%) of the total trade receivables at 31 December 2024.

Significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At 31 December 2024, 40% (2023: 43%) and 74% (2023: 76%) of the total trade receivables are due from the Group's largest customer and the five largest customers respectively. During the year ended 31 December 2024, the Group's largest customer is a related party and three (2023: four) out of five largest customers are related parties.

Deposits and other receivables

The Group's exposure to credit risk arising from refundable rental deposits is considered to be insignificant, taking into account (i) the landlords' credit rating and (ii) the remaining lease term and the period covered by the rental deposits.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Deposits and other receivables (continued)

For deposits and other receivables other than refundable rental deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors believe that except for the other receivable from a related party of RMB3,022,000 (2023: RMB4,246,000) which its credit risk has become credit-impaired at 31 December 2024 and has increased significantly as at 31 December 2023, there is no significant increase in credit risk of all other amounts included in deposits and other receivables since initial recognition and the Group provided impairment based on 12-month ECL. Movements in the ECL allowance account recognised for other receivables and deposits during the years are shown in note 18.

Bank balances

The Group's exposure to credit risk arising from bank balances is limited because the counterparties are reputable banks, which the Group considers to represent low credit risk. The Group assessed 12-month ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12-month ECL on bank balances is considered to be insignificant and therefore no loss allowance was recognised.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on ageing information unless other information was available without undue cost or effort, and year-end staging classification at the end of the reporting period. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2024

	12-month	Lifetime ECLs			Total
	ECLs	Not credit-impaired, collective assessment	Credit-impaired, collective assessment	Credit-impaired, individual assessment	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	–	91,222	14,149	–	105,371
Notes receivable					
– Normal**	1,249	–	–	–	1,249
Financial assets included in prepayments, other receivables and other assets					
– Normal**	2,896	–	–	–	2,896
– Loss**	–	–	–	3,022	3,022
Cash and cash equivalents					
– Normal**	490,260	–	–	–	490,260
Total	494,405	91,222	14,149	3,022	602,798

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2023

	12-month	Lifetime ECLs			Total
	ECLs	Not credit-impaired, collective assessment	Credit-impaired, collective assessment	Not credit-impaired, individual assessment	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	–	113,692	26,669	–	140,361
Financial assets included in prepayments, other receivables and other assets					
– Normal**	6,131	–	–	–	6,131
– Doubtful**	–	–	–	4,246	4,246
Cash and cash equivalents					
– Normal**	518,289	–	–	–	518,289
Total	524,420	113,692	26,669	4,246	669,027

* For trade receivables to which the Group applies the simplified approach for impairment, further information is disclosed in note 17 to the financial statements.

** The credit quality of the notes receivable, cash and cash equivalents and financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. The credit quality of the financial assets is considered as “doubtful” if there has been a significant increase in credit risk since initial recognition through information developed internally or external resources. The credit quality of the financial assets is considered as “loss” if there is evidence indicating the asset is credit-impaired.

Further quantitative data in respect of the Group’s exposure to credit risk arising from trade receivables are disclosed in note 17 to the consolidated financial statements.

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

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

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	2024				Total RMB'000
	Less than one year or demand RMB'000	1 to 2 years RMB'000	2 to 5 years RMB'000	Over 5 years RMB'000	
Trade payables	25,433	–	–	–	25,433
Financial liabilities included in other payables and accruals	10,753	–	–	–	10,753
Interest-bearing bank borrowing	2,855	2,855	8,563	10,702	24,975
Lease liabilities	–	4,839	10,473	–	15,312
Total	39,041	7,694	19,036	10,702	76,473

	2023				Total RMB'000
	Less than one year or demand RMB'000	1 to 2 years RMB'000	2 to 5 years RMB'000	Over 5 years RMB'000	
Trade payables	39,541	–	–	–	39,541
Financial liabilities included in other payables and accruals	7,358	–	–	–	7,358
Interest-bearing bank borrowing	2,855	2,855	8,563	13,557	27,830
Lease liabilities	6,880	6,381	14,976	–	28,237
Total	56,634	9,236	23,539	13,557	102,966

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Currency risk

The Group is exposed to currency risk primarily through assets and liabilities that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily US\$ and HK\$.

As at 31 December 2024, foreign currency risk arises from the Group's cash and cash equivalents of approximately RMB3,208,000 (2023: RMB1,015,000).

The following table indicates the approximate effect on the profit for the year in response to reasonably possible changes in the foreign exchange rates, with all other variables held constant, to which the Group has significant exposure at the end of each reporting period.

	2024		2023	
	Increase/ (decrease)	Increase/ (decrease)	Increase/ (decrease)	Increase/ (decrease)
	in net profit		in net profit	
Appreciation/ (depreciation)	and increase/ (decrease)	and increase/ (decrease)	Appreciation/ (depreciation)	and increase/ (decrease)
in foreign	in retained	in retained	in foreign	in retained
exchange rates	profits	profits	exchange rates	profits
	RMB'000		RMB'000	
US\$	5%	4	5%	32
HK\$	5%	156	5%	19

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises from cash and cash equivalents and bank borrowing and lease liabilities, which carry interest at variable rates and/or fixed rates and expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts.

The following table, as reported to the management of the Group, details the interest rate risk profile of the Group's financial assets and liabilities at the end of the reporting period:

	2024 RMB'000	2023 RMB'000
Variable-rate interest bearing assets:		
Cash at banks and other financial institutions	<u>489,213</u>	<u>518,282</u>
Fixed-rate interest bearing liabilities		
Bank borrowing	<u>20,723</u>	22,635
Lease liabilities	<u>13,679</u>	<u>25,927</u>
	<u>34,402</u>	<u>48,562</u>

At 31 December 2024, it is estimated that a general increase/decrease of 5 basis points in interest rates, with all other variables held constant, the Group's profit after tax would have been increased/decreased by approximately RMB214,000 (2023: approximately RMB233,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate cash at banks and other financial institutions.

Equity price risk

The Group is exposed to equity price changes arising from equity investments measured at fair value through profit or loss. The unlisted equity investment is unquoted and held for long-term strategic purposes.

At 31 December 2024, it is estimated that an increase/decrease of 5% (2023: 5%) in the P/S multiple of comparable listed companies (for unquoted investments) as applicable, with all other variables held constant, would have increased/decreased the Group's profit after tax by approximately RMB1,309,000 (2023: approximately RMB1,258,000).

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34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital for the years ended 31 December 2024 and 31 December 2023.

The Group monitors capital using a gearing ratio, which is debt divided by total assets. Debt includes interest-bearing bank borrowing and lease liabilities. The gearing ratios as at the end of the reporting periods were as follows:

	2024 RMB'000	2023 RMB'000
Interest-bearing bank borrowing	20,723	22,635
Lease liabilities	13,679	25,927
Debt	34,402	48,562
Total assets	738,477	796,542
Gearing ratio	5%	6%

35. EVENT AFTER THE REPORTING PERIOD

No significant events that required additional disclosure or adjustments occurred after the end of the reporting period.

36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2024 RMB'000	2023 RMB'000
NON-CURRENT ASSETS		
Investment in a subsidiary	<u>232,012</u>	225,417
Total non-current assets	<u>232,012</u>	225,417
CURRENT ASSETS		
Prepayments, other receivables and other assets	1,796	4,702
Cash and cash equivalents	<u>76,192</u>	160,242
Total current assets	<u>77,988</u>	164,944
CURRENT LIABILITIES		
Other payables and accruals	<u>2,209</u>	1,593
Total current liabilities	<u>2,209</u>	1,593
NET CURRENT ASSETS	<u>75,779</u>	163,351
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>307,791</u>	388,768
Net assets	<u>307,791</u>	388,768
EQUITY		
Share capital	150	154
Treasury shares	(27,979)	(1,567)
Reserves (note)	<u>335,620</u>	390,181
Total equity	<u>307,791</u>	388,768

Notes to Financial Statements

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36. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

	Share premium RMB'000	Share-based payment reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2023	394,493	4,946	(7,970)	391,469
Total comprehensive income for the year	-	-	352	352
Cancellation of treasury shares	(8,928)	-	-	(8,928)
Share-based payment arrangement	-	7,288	-	7,288
At 31 December 2023 and 1 January 2024	385,565	12,234	(7,618)	390,181
Total comprehensive loss for the year	-	-	(5,785)	(5,785)
Cancellation of treasury shares	(51,199)	-	-	(51,199)
Share-based payment arrangement	-	2,423	-	2,423
At 31 December 2024	334,366	14,657	(13,403)	335,620