



麥迪衛康健康醫療管理科技股份有限公司 MEDIWELCOME HEALTHCARE MANAGEMENT & TECHNOLOGY INC.

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 2159



2024

ANNUAL REPORT

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Corporate Information

BOARD OF DIRECTORS

Executive Directors:

Mr. Shi Wei (*Chairman*)
Mr. Yang Weimin
Mr. Wang Liang (*Chief Executive Officer*)
Ms. Liu Guijin

Non-executive Director:

Mr. Liu Xia

Independent Non-executive Directors:

Mr. Song Ruilin
Mr. David Zheng Wang
Mr. Yang Xiaoxi

AUDIT COMMITTEE

Mr. Yang Xiaoxi (*Chairman*)
Mr. Song Ruilin
Mr. David Zheng Wang

REMUNERATION COMMITTEE

Mr. David Zheng Wang (*Chairman*)
Mr. Song Ruilin

NOMINATION COMMITTEE

Mr. Shi Wei (*Chairman*) (resigned on 26 March 2025)
Mr. David Zheng Wang (re-designated as Chairman on 26 March 2025)
Mr. Yang Xiaoxi

JOINT COMPANY SECRETARIES

Ms. Zhao Luyang
Ms. Tsoi Siu Wai

AUTHORIZED REPRESENTATIVES

Mr. Shi Wei
Ms. Tsoi Siu Wai

REGISTERED OFFICE

Floor 4, Willow House
Cricket Square
Grand Cayman KY1-9010
Cayman Islands

HEADQUARTERS

17th Floor, Tower 7,
Wangjing East Park, Chaoyang District,
Beijing, China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1218, 12/F.
Corporation Square
No.8 Lam Lok Street
Kowloon Bay
Kowloon, Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Campbells Corporate Services Limited
Floor 4, Willow House, Cricket Square
Grand Cayman KY1-9010
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
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Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

AUDITOR

Moore CPA Limited
Certified Public Accountants and Registered Public Interest Entity Auditor
1001–1010, North Tower
World Finance Centre, Harbour City
19 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

Corporate Information

LEGAL ADVISER

As to Hong Kong Law:
Stephenson Harwood
43/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

PRINCIPAL BANK

Bank of Communications Yuhui East Road Branch
1/F, Yayun Garden
12 Xiaoying Road
Chaoyang District
Beijing
PRC

STOCK CODE

2159

WEBSITE

www.mediwelcome.com

Financial Highlights

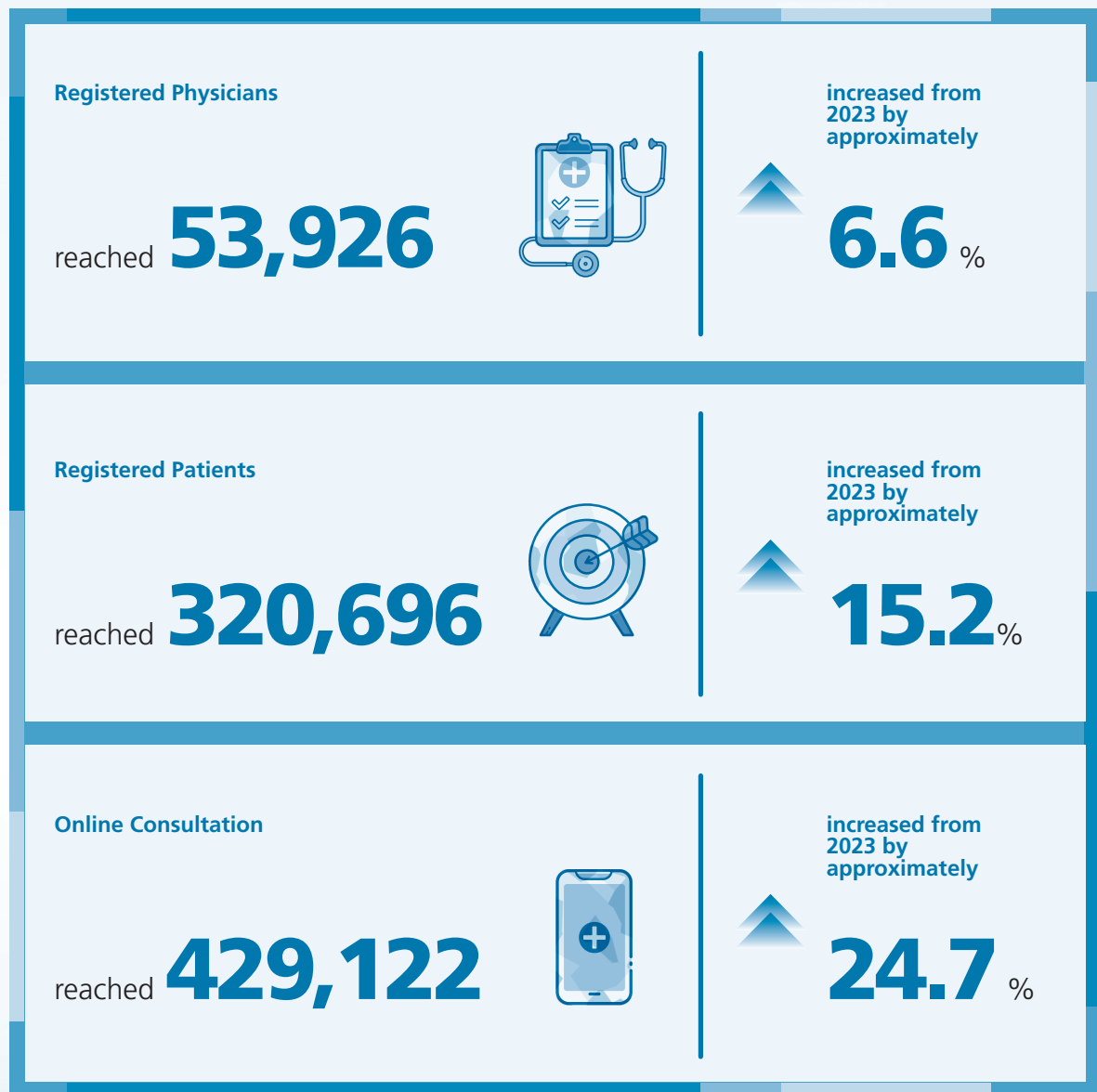
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31 December				
	2024 RMB'000	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000
Revenue	321,558	331,308	323,374	708,358	432,291
Cost of sales	270,554	301,413	290,822	614,762	335,978
Gross profit	51,004	29,895	32,552	93,596	96,313
(Loss)/Profit before taxation	(45,171)	(96,378)	(91,035)	5,588	22,281
Income tax (credit)/expense	1,776	(287)	2,708	386	302
(Loss)/Profit for the year attributable to					
— Owners of the Company	(45,245)	(94,096)	(89,202)	4,645	21,042
— Non-controlling interests	(1,702)	(1,995)	(4,541)	557	937

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Year ended 31 December				
	2024 RMB'000	2023 RMB'000	2022 RMB'000	2021 RMB'000	2020 RMB'000
Total assets	194,088	214,318	317,826	366,700	280,080
Total liabilities	120,809	94,351	116,967	73,213	109,084
Total equity	73,279	119,967	200,859	293,487	170,996

Business Highlights



Chairman's Statement

Dear Shareholders,

Thank you for your continued attention and support for Mediwelcome Healthcare Management & Technology Inc. (the “**Company**”, together with its subsidiaries, the “**Group**”, “**we**”, “**us**” or “**our**”). In 2024, the global economy continued to face numerous challenges, yet China's economy demonstrated a fundamental trend of long-term improvement. Influenced by fluctuations in domestic and international economic conditions, the Group's performance experienced some volatility in 2024. However, we firmly believe that technological innovation and development will inject sustained momentum into the Company's future growth.

In 2024, the Group closely followed market changes. In addition to focusing on the steady development of our principal business, we actively seized opportunities in the digital economy. By integrating cutting-edge AI technology, virtual digital person technology, and web 3.0 digital technology, we continuously innovated and enhanced the digital capabilities of our medical services. Leveraging big data analysis, we improved the efficiency of precision services, optimized academic promotion methods, and promoted the upgrade of digital pharmaceutical market services. Driven by new technologies, several of our business platforms have demonstrated innovative advantages in the digital transformation of the pharmaceutical market, successfully upgrading patient education models for chronic diseases such as cardiovascular and cerebrovascular diseases and cancer, and driving technological breakthroughs in our three core platforms.

Looking ahead, the Group will continue to innovate and optimize digital medical service models, enhancing personalized and intelligent doctor-patient interaction features. At the same time, we will actively participate in the national Healthy China strategy, particularly in the implementation of actions for the prevention and treatment of cardiovascular and cerebrovascular diseases, utilizing the Group's advantages in digital technology to provide more professional and efficient disease prevention and treatment services.

I would like to once again express my sincere gratitude to all shareholders, investors, partners, and every employee. We recognise that future achievements will be built upon from everyone's joint efforts and continuous support. Looking forward, we firmly believe that through our collaboration and dedication, we will usher in an even brighter tomorrow.

Yours faithfully,

Shi Wei
Chairman

26 March 2025

Management Discussion and Analysis

BUSINESS REVIEW

In 2024, the global economy faced uncertainties. However, amidst a complex and ever-changing global environment, China's economy continued to demonstrate stability, advantages, resilience, and significant potential. The fundamental conditions and long-term positive trends remained unchanged, with comprehensive advancements in technological digitalisation and green transformation providing robust support to the global economy.

Against this backdrop, the Group seized opportunities, steadily advancing its main business while continually innovating and expanding, dedicating efforts to the transformation and upgrading of the digital economy. We deeply integrated AIGC technology, digital person technology, and web 3.0 technology to drive business development, exhibiting strong growth momentum and business growth in the digital pharmaceutical market. Through data-driven precision services, the Group not only enhanced the effectiveness of academic promotions but also improved the service efficiency of the entire industry.

Aligning with the national health strategy and intelligent healthcare development policies in the PRC, the Group continued its innovation and has proactively applied AI and web 3.0 technologies, engaging in in-depth strategic collaborations with industry associations, medical institutions, and enterprises, fostering the intelligent development of multiple platforms. In 2024, significant progress was made in the application of AIGC technology, further enhancing the functionalities of the Giraffe Smart Medical Platform, the Medical Camp Platform (醫陣營平台) and the Giraffe Doctor+ Internet Hospital Platform (長頸鹿醫加互聯網醫院平台). Through AI technology, our virtual digital human persons have improved the interactivity and efficiency of patient education, significantly enhancing the doctor-patient communication experience and further promoting the adoption of intelligent healthcare services.

Moreover, starting from June 2024, the Group has deepened development based on web 3.0 digital technology, officially launching a new platform aimed at assisting doctors in managing digital assets and laying the foundation for future digital asset copyright transactions. Through this platform, doctors and healthcare practitioners can confirm, authorise, protect, and trade medical content copyrights more efficiently.

In terms of the digital transformation of the pharmaceutical market, the Group has not only further optimised drug promotion strategies in areas such as cardiovascular and cerebrovascular diseases, oncology, and gynaecology but also expanded digital services into rare diseases like autoimmune diseases of the nervous system, striving to cover more patient groups. With the support of AI and web 3.0 technologies, we continually innovate medical education models, promoting the efficient integration of online and offline educational resources. Through new tools such as APP, WeChat public accounts and mini-programs, doctors can provide patients with medical science education and health management services more conveniently, enhancing patient engagement and satisfaction.

Despite the complex and severe global economic environment, the Mediwelcome Group has achieved steady growth through technological innovation, business transformation, and management innovation. As of 31 December 2024, the number of registered doctor users on our platform exceeded 747,873, with the number of online educational activities continuing to rise: 66,645 online doctor education events, 27,631 online patient education events, 21,049 online live streaming sessions, and 32,494 videos, with total views reaching 14,038,024. Additionally, the number of academic content continued to grow, with a total of 1,306,769 pieces of academic content produced, covering various forms such as research questionnaires, academic slides, and patient education articles.

Management Discussion and Analysis

In the hope of providing high-quality internet healthcare services to a broad base of Chinese doctors and patients, and to meet the growing personalised needs of stakeholders in the medical industry (including industry associations, experts, hospitals, and pharmaceutical and medical equipment companies), in 2024, the Group's internet hospital continuously optimised online healthcare service solutions, actively developing digital management products and services for chronic disease patients outside the hospital. As of 31 December 2024, the number of registered doctor users reached 53,926, an increase of 6.6% compared to 31 December 2023; the number of patient users reached 320,296, an increase of 15.2% compared to 31 December 2023. These achievements demonstrate the Group's proactive efforts and significant results in the continuous expansion of the internet healthcare area.

Plans for the Group's development in 2025

1. Further expand the scale of business

In 2025, the Group will continue to deepen its business layout in smart healthcare and medical market digital services, striving to expand cooperation with more hospitals and medical institutions globally, further expanding business coverage. The Group will also strengthen in-depth cooperation with innovative pharmaceutical and medical equipment companies, promoting the popularity and standardisation of digital technologies in treatment plans to improve treatment efficiency.

The Giraffe Smart Medical Platform will further innovate based on AIGC technology, promoting multi-party interconnection among doctors, patients, medical institutions, and pharmaceutical and medical equipment companies, providing the industry with more precise digital medical communication solutions. Through this platform, life science research results will be more quickly transformed into clinical applications, assisting in the optimisation of the medical ecosystem, improving overall medical quality, and promoting the co-creation of healthy living.

The integration of the Giraffe Doctor+ Internet Hospital Platform and the Medical Camp Platform will further optimise digital content in extended medical scenarios, providing more intelligent Clinical Decision Support Systems (CDSS) and customised treatment plans, promoting the standardisation of science education and patient home management. This upgrade will provide doctors with more efficient working methods and allow patients to benefit from more professional and smart healthcare services.

2. Continuous innovation and expansion

In terms of innovation and expansion, the Group will continue to optimise digital healthcare service models, promoting the further enhancement of personalised doctor-patient interaction functions. The Group will deeply participate in industry-academic-research enhancement initiative led by industry associations, especially in the implementation of the Healthy China initiative, assisting in promoting Cardiovascular and Cerebrovascular Disease Prevention and Control Initiative. Leveraging the Group's advantages in digital technology, we will provide strong support throughout the entire process of preventing and treating cardiovascular and cerebrovascular diseases, promoting the digital transformation of related services.

Management Discussion and Analysis

3. Deepening exploration and technological innovation

In the face of the rapidly developing trends in the medical industry, the Group will continue to monitor emerging needs and changes in industry landscape, actively exploring the application of innovative technologies. Based on market demand, we will deeply explore the potential of AI technology and web 3.0, promoting the synergies and upgrade of various platforms and tools to achieve a more precise integration of healthcare services and market digitalisation. Through continuous technological innovation, the Group will continue to take the lead in industry transformation, delivering medical solutions that better align with market needs.

As an essential component of public well-being, healthcare innovation is a prolong journey with plenty of opportunities. In 2025, the Mediwelcome Group remains committed to advancing the digitalisation and intelligent transformation of healthcare services, continuously improving service quality, expanding business scale, and deepening our presence in the industry to enhance the Group's influence and value chain. Through relentless technological innovation, we will provide higher-quality digital healthcare services for doctors and patients, contributing to the sustainable development of the medical industry.

OUTLOOK

Plans for the Group's development in the second half of 2024

The Group will continue to deepen the exploration of scenarios combining AIGC technology and clinicians. By applying AIGC technology to the Giraffe Medical Camp Platform and the Giraffe Doctor+ Internet Hospital Platform, the Group will achieve a comprehensive connection between doctors, patients, organisations as well as pharmaceutical and medical equipment companies with the Group's digital tools and platforms, and provide accurate digital medical dissemination solutions and digital services. Facing the service targets, especially the clinician group, the core of the healthcare industry, the synergistic cooperation with doctors through the Group's AIGC technology-driven tools and platforms will break the traditional linear and inefficient models, create incremental value of clinical medicine+AIGC and web 3.0, and ultimately drive the business to grow steadily.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

During the Year, the Group primarily generated revenue from its integrated healthcare marketing solutions, consisting of (i) medical conference services; (ii) patient education and screening services; (iii) marketing strategy and consulting services; and (iv) digital marketing and sales solutions services. In addition, the Group developed and generated revenue from contract research organisation (“CRO”) services and internet hospital services.

The Group’s revenue decreased by approximately 2.9% from approximately RMB331.3 million for the year ended 31 December 2023 to approximately RMB321.6 million for the Year. The following table sets forth a breakdown of the Group’s revenue by service type for the years indicated:

	For the year ended 31 December			
	2024		2023	
	(RMB'000)		(RMB'000)	
Medical conference services	158,680	49.4%	163,680	49.4%
Marketing strategy and consulting services	137,118	42.6%	136,801	41.3%
Digital marketing and sales solutions services	10,108	3.1%	10,535	3.2%
Patient education and screening services	7,112	2.2%	5,612	1.7%
CRO services	5,386	1.7%	11,673	3.5%
Internet hospital services	3,154	1.0%	3,007	0.9%
Total	321,558	100%	331,308	100%

Medical Conference Services

Medical conference services primarily represent the medical conventions and seminars that the Group organises which are generally hosted by medical non-government organisations (“NGOs”) and sponsored by enterprises in the healthcare industry, which primarily include pharmaceutical companies. The Group has built various technology platforms to enhance its integrated healthcare marketing solutions. To strengthen the Group’s conference management capabilities, the Group has launched the Conference+ App (醫會+) for users, i.e. medical NGOs and pharmaceutical companies, to submit onsite conference requests and monitor conference implementation.

Revenue from medical conference services decreased by approximately 3.1% from approximately RMB163.7 million for the year ended 31 December 2023 to approximately RMB158.7 million for the Year, primarily attributable to the reduction of economic activities in the PRC.

Marketing Strategy and Consulting Services

The Group provides marketing strategy and consulting services to assist pharmaceutical companies in formulating and implementing effective business strategies to enhance their brands and product awareness among physicians. Revenue from marketing strategy and consulting services increased by approximately 0.2% from approximately RMB136.8 million for the year ended 31 December 2023 to approximately RMB137.1 million for the Year due to the increase in demand for marketing strategy and consulting services, which was partially offset by the Group’s business strategy to scale down projects with lower profit margins.

Management Discussion and Analysis

Digital Marketing and Sales Solutions Services

The Group utilises its own newly developed digital marketing integration platform to assist pharmaceutical companies in formulating and implementing effective digital marketing and sales solutions during the Year. The Group provides customised digital marketing solutions based on the different forms and life cycle of customer products in order to reduce marketing costs, improve coverage efficiency, and reach users precisely. Revenue from digital marketing and sales solutions services decreased by approximately 4.1% from approximately RMB10.5 million for the year ended 31 December 2023 to approximately RMB10.1 million for the Year, primarily attributable to the slowdown in demand of digital marketing and sales solutions services, which was in line with the reduction of economic activities in the PRC during the Year.

Patient Education and Screening Services

Patient education and screening services of the Group allow patients to administer better self-care and disease control, which will lower the burden on the healthcare system in the long run. Revenue from patient education and screening services increased by approximately 26.7% from approximately RMB5.6 million for the year ended 31 December 2023 to approximately RMB7.1 million for the Year, primarily attributable to (i) the expansion of client base; and (ii) the improvement in client retention.

CRO Services and Internet Hospital Services

The Group offers CRO services primarily consist of patients recruitment and clinical data collection services, and internet hospital services which mainly provides online follow-up consultations to the physicians' existing patients and e-prescription service.

Revenue from CRO services decreased by approximately 53.9% from approximately RMB11.7 million for the year ended 31 December 2023 to approximately RMB5.4 million for the Year due to the reduction of economic activities in the PRC and the Group's business strategy to down-scale the projects with lower profits margin during the Year.

The Group has developed the mobile platforms, Mediwelcome Doctor+ (麥迪衛康醫加) and Doctor+ for Doctor (醫加醫生端), to provide internet hospital services. Currently, physicians' existing patients can schedule online follow-up consultations, obtain e-prescriptions and purchase medicine through the platforms. Revenue from internet hospital services increased by approximately 4.9% from approximately RMB3.0 million for the year ended 31 December 2023 to approximately RMB3.2 million for the Year, primarily attributable to increase in demand of internet hospital services.

Cost of sales

The Group's cost of sales, which mainly represent speaker fee paid to physicians, venue costs and staff costs, decreased by approximately 10.2% from approximately RMB301.4 million for the year ended 31 December 2023 to approximately RMB270.6 million for the Year, primarily attributable to (i) the decrease in the Group's revenue; and (ii) the downscaling of projects with higher costs during the Year.

Management Discussion and Analysis

Gross profit and gross profit margin

As a result of the foregoing, the Group's overall gross profit increased by approximately RMB21.1 million from approximately RMB29.9 million for the year ended 31 December 2023 to approximately RMB51.0 million for the Year. The Group's overall gross profit margin increased from 9.0% for the year ended 31 December 2023 to 15.9% for the Year, primarily due to the Group's business strategy of downscaling projects with lower profit margins during the Year.

Other income, gains and losses

Other income, gains and losses mainly consist of foreign exchange gains, net, gains on fair value changes of financial assets at fair value through profit or loss ("FVTPL"), gain on early termination of lease, government subsidy, bank interest income and value-added tax refund. The Group's other income, gains and losses decreased by approximately 47.8% from approximately RMB7.3 million for the year ended 31 December 2023 to approximately RMB3.8 million for the Year, due to the net effects of (i) a reduction in value added tax refund by approximately RMB2.1 million; (ii) a reduction in gains on fair value changes of FVTPL by approximately RMB1.7 million; (iii) a reduction in gain on early termination of lease by approximately RMB1.8 million; and (iv) an increase in government subsidy by approximately RMB1.1 million.

Selling expenses

Selling expenses mainly consist of transportation expenses, salaries, share-based compensation expenses, performance bonuses and employee benefits expenses, and sales and marketing and business development expenses. The Group's selling expenses decreased by approximately 7.5% from approximately RMB22.3 million for the year ended 31 December 2023 to approximately RMB20.7 million for the Year, primarily due to (i) the decrease in the Group's revenue during the Year; and (ii) a reduction in the cost of enhancing customer networks and promoting the Group's services during the Year.

Administrative expenses

Administrative expenses mainly represent the salaries and benefits of the administrative and management staff, professional consulting fees, share-based compensation expenses, depreciation and other miscellaneous administrative expenses. The Group's administrative expenses decreased by approximately 21.7% from approximately RMB51.0 million for the year ended 31 December 2023 to approximately RMB39.9 million for the Year, primarily due to the decrease in staff cost and professional fee as a result of the cost saving strategy of the Group during the Year.

Research and development expenses

The Group's research and development expenses decreased by approximately 42.8% from approximately RMB32.7 million for the year ended 31 December 2023 to approximately RMB18.7 million for the Year, mainly due to the decrease in the Group's research and development expenses to carry out the research and development projects, including digital marketing solutions, digital medical solutions, and development of an artificial intelligent online platform during the Year.

Management Discussion and Analysis

Impairment losses on intangible assets

Intangible assets primarily represent (i) AI model, software and systems used for our medical conference services, patient education and screening services and internet hospital services; and (ii) customer contracts related to the installation of software and equipment of the internet hospital services.

During the Year, the Group performed impairment tests on intangible assets with impairment indications and made provision for impairment amounting to approximately RMB11.7 million (31 December 2023: RMB20.4 million). The provision for impairment of intangible assets made by the Group has attributed to the consolidated net loss of the Group for the Year by approximately RMB11.7 million. The Board is of the view that the provision for the impairment of intangible assets has reflected the asset condition of the Group fairly and accurately, which is in line with the accounting policies adopted by the Group.

Finance costs

Finance costs mainly represent the interest expense on bank loans and interest expense on lease liabilities. The Group's finance costs decreased by approximately 16.6% from approximately RMB1.3 million for the year ended 31 December 2023 to approximately RMB1.1 million for the Year, mainly due to the combined effects of (i) the increase in interest expense on the Group's bank loans driven by the increase in average balance of outstanding bank loans during the Year as compared to the year ended 31 December 2023; and (ii) the decrease in interest expense on lease liabilities due to decrease in weighted average lessee's incremental borrowing rate during the Year as compared to the year ended 31 December 2023.

Income tax (expense)/credit

The Group recorded income tax expense of approximately RMB1.8 million for the Year as compared with income tax credit of approximately RMB0.3 million for the year ended 31 December 2023, primarily due to changes in tax effect of tax losses and temporary difference during the Year.

Loss for the year

The Group recorded a loss for the year of approximately RMB46.9 million for the Year as compared to a loss for the year of approximately RMB96.1 million for the year ended 31 December 2023, due to the combined effects of (i) the increase in gross profit for the Year, primarily attributable to the increased proportion of higher-margin services, such as medical conference services and marketing strategy and consulting services, which contributed to improved profitability; (ii) the decrease in research and development expenses; and (iii) the decrease in the impairment on the intangible assets during the Year as compared to the year ended 31 December 2023.

Other comprehensive income

The Group recorded other comprehensive income of approximately RMB0.3 million for the Year, as compared with other comprehensive income of approximately RMB15.9 million for the year ended 31 December 2023, primarily due to the recognition of fair value gain of approximately RMB15.0 million arising from the disposal of the Group's interest in Beijing Lingchuang Yigu Technology Development Co., Ltd. ("**Lingchuang Yigu**") as at the year ended 31 December 2023.

Management Discussion and Analysis

Trade receivables

Trade receivables represent outstanding amounts due from customers for services that the Group has provided in the ordinary course of business. The Group's trade receivables decreased from approximately RMB56.9 million as at 31 December 2023 to approximately RMB50.4 million as at 31 December 2024, due to (i) the implementation of more efficient credit control measures by the Group; and (ii) the decrease in sales during the Year.

Trade payables

Trade payables mainly represent the balances due to suppliers for the procurement of goods and services used for the Group's service offerings, such as travel and lodging services, presentation materials, venue set-up, rental services and video production services. The Group's trade payables increased from approximately RMB32.3 million as at 31 December 2023 to approximately RMB37.6 million as at 31 December 2024, due to the implementation of more efficient cash flow management by the Group during the Year.

Financial assets at FVTPL

The Group's financial assets at FVTPL mainly represent financial products that the Group purchased. These financial products were primarily low risk structured deposit from reputable PRC commercial banks, the principal of which was invested in low risk debt instruments, while the interest was invested in derivatives market. As at 31 December 2024, the financial assets at FVTPL have been fully redeemed and the Group did not record any financial assets at FVTPL (31 December 2023: Nil). For the Year, the gain on fair value changes of financial assets at FVTPL amounted to approximately RMB0.5 million, representing a decrease of approximately 78.9% from approximately RMB2.2 million for the year ended 31 December 2023. The decrease was mainly attributable to the decrease in average balance of the financial assets at FVTPL during the Year.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Treasury Policy

The Group's funding and treasury policies are designed to strengthen the internal control and management of the Group's overall financial position and to mitigate the Group's financial risks, and to better regulate the Company's financial behaviour and improve the efficiency of the use of funds. The policies manage the use of the Group's funds in foreign investments and fund raising activities.

Net Current Assets

As at 31 December 2024, the Group had net current assets of approximately RMB43.8 million, as compared with net current assets of approximately RMB88.8 million as at 31 December 2023.

Management Discussion and Analysis

Bank Balances and Cash

The Group's bank balances and cash mainly consist of (i) bank deposits denominated in Renminbi and Hong Kong Dollar and carried the relevant benchmark interest rates throughout the Year; and (ii) cash on hand.

As at 31 December 2024, the Group had bank balances and cash of approximately RMB71.7 million, representing a decrease of approximately 10.8% from approximately RMB80.4 million as at 31 December 2023. The Group's bank balances and cash were denominated in Renminbi and Hong Kong dollars. The Group's principal sources of liquidity and capital resources are cash from operating activities. The Group monitors cash flows and cash balance on a regular basis and strive to maintain an optimal liquidity that can meet its working capital needs while supporting a healthy level of business scale and expansion.

Indebtedness

As at 31 December 2024, the Group, as a lessee, had outstanding current and non-current lease liabilities of approximately RMB8.7 million as compared with approximately RMB9.6 million as at 31 December 2023. The lease liabilities represent payment for the right to use underlying assets, which is unsecured and unguaranteed.

As at 31 December 2024, the Group had outstanding bank borrowings of approximately RMB39.0 million (31 December 2023: RMB21.5 million), which was unsecured, guaranteed and repayable within 12 months. All borrowings are charged with reference to the floating interest rate of Loan Prime Rate of the PRC and denominated in Renminbi.

As at 31 December 2024, the Group had available unutilised banking facilities of approximately RMB6.5 million (31 December 2023: RMB3.5 million).

The Group's gearing ratio (calculated as total bank borrowings divided by total equity) as at 31 December 2024 was 53.3% (31 December 2023: 17.9%).

Capital Expenditures

As at 31 December 2024, capital expenditures of the Group decreased to approximately RMB12.7 million for the Year as compared with approximately RMB1.6 million for the year ended 31 December 2023. These capital expenditures were related to (i) purchases of property, plant and equipment; and (ii) expenses for research and development activities capitalised as intangible assets. The Group is expected to incur expenses to develop computer and mobile software and platforms for its digital marketing and sales solutions services which may be capitalised.

Capital Structure

The shares of the Company (the "Share(s)") were successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 19 January 2021. There has been no change in the capital structure of the Group since then.

As at 31 December 2024, the total number of issued Shares was 200,000,000.

Management Discussion and Analysis

Foreign Exchange Risk

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the functional currencies of the respective entities of the Group. The Group manages its foreign exchange risk by performing regular reviews of its net foreign exchange exposures. The Group did not hedge against any fluctuation in foreign currencies during the Year.

The Group operates mainly in the PRC with most of the transactions settled in Renminbi. Management of the Group considers that the Group's business is not exposed to any significant foreign exchange risk as there are no significant financial assets or liabilities that are denominated in the currencies other than the respective functional currencies of the Group's entities.

Contingent Liabilities

As at 31 December 2024, the Group did not have any material contingent liabilities (31 December 2023: Nil).

Pledge of Assets

As at 31 December 2024, the Group did not pledge any of its assets (31 December 2023: Nil).

Human Resources

As at 31 December 2024, the Group had 311 employees (31 December 2023: 335 employees) as a result of the decrease in headcount due to the Group's organizational changes aimed at streamlining operations. For the Year, the staff cost recognised as expenses of the Group amounted to approximately RMB66.9 million, representing a decrease of approximately 30.7% from approximately RMB96.4 million for the year ended 31 December 2023. The decrease was mainly attributable to the Group's organizational changes aimed at streamlining operations and reducing operating costs.

The Group is committed to establishing a fair remuneration system and will conduct performance evaluation for its employees on an annual basis. Compensation for employees typically consists of a base salary and a performance-based bonus. The Group conducts training for new staff before they start work and provides periodic training for its employees based on their respective responsibilities.

Furthermore, the Company has conditionally adopted restricted share units scheme on 18 September 2019 and a share option scheme on 21 December 2020, details of which are set out in "Appendix IV — Statutory and General Information — D. Other information — 2. RSU Scheme" and "Appendix IV — Statutory and General Information — D. Other Information — 3. Share Option Scheme" in the Prospectus.

Management Discussion and Analysis

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Equity Interests in Shanghai Bohuikang Biological Technology Co., Ltd. ("Shanghai Bohuikang")

On the 17 May 2018, the Group entered into an agreement with the founding shareholders of Shanghai Bohuikang, independent third parties to the Group, for the injection of new capital to Shanghai Bohuikang by the Group. Upon the completion of the capital contribution of RMB5,150,000 on 17 May 2018, the Group held 9% equity interests of Shanghai Bohuikang.

Shanghai Bohuikang is principally engaged in the development and production of cancer diagnostic reagents and ancillary instruments. The Group invested in Shanghai Bohuikang since 2018 as the Group believes genetic testing is complementary to its existing service.

As at 31 December 2024, the Group holds 19.41% equity interest in Shanghai Bohuikang (31 December 2023: 19.41%), the fair value of which was approximately RMB15.1 million as at 31 December 2024 (31 December 2023: approximately RMB14.2 million), accounting for approximately 7.8% (31 December 2023: approximately 6.6%) of the total assets of the Group of approximately RMB194.1 million as at 31 December 2024 (31 December 2023: approximately RMB214.3 million).

During the Year, the change in fair value of the equity interests in Shanghai Bohuikang of approximately RMB0.8 million was credited to other comprehensive income (31 December 2023: other comprehensive income of approximately RMB2.3 million). No dividend income was received from the equity interests in Shanghai Bohuikang during the Year (31 December 2023: Nil).

The Group remains susceptible to the risk of fair value change of its equity investments designated at fair value through other comprehensive income, and may record a fair value loss on the equity investments in the future, which would lead to a decrease in the total assets as well as net assets.

To monitor the performance of the Group's equity investments, the Group has adopted the following internal control policies: (i) the manager and supporting staff of each equity investment will report the investment budget, the operational status of the investment target, and the major issues and their potential consequences to the Group's management on a timely basis; (ii) the Group will review the equity investments at least annually; and (iii) all the files related to each equity investment will be properly documented and archived.

Save as disclosed above, the Group had no significant investment, material acquisition or disposal of subsidiaries, associates and joint ventures during the Reporting Period.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the Year.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group had no future plans for material investments or capital assets as at 31 December 2024.

Corporate Governance Report

The Board is pleased to present this corporate governance report of the Company for the year ended 31 December 2024.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to achieving high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of shareholders of the Company (the “**Shareholders**”), enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability. The Company has adopted corporate governance practices based on the principles and code provisions as set out in the Corporate Governance Code (the “**CG Code**”) as contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) as its own code of corporate governance practices.

Throughout the year ended 31 December 2024, the Company has applied the principles of good corporate governance and complied with all the applicable code provisions set out in Part 2 of the CG Code. Such policies and procedures provide the infrastructure for enhancing the Board’s ability to implement governance and exercise proper oversight on business conduct and affairs of the Company.

BOARD OF DIRECTORS

The Company is headed by an effective Board which oversees the Group’s businesses, strategic decisions and performance and takes decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time on performing them.

Board Composition

As at the date of this annual report, the composition of the Board is as follows:

Executive Directors

Mr. Shi Wei (*Chairman*)
Mr. Yang Weimin
Mr. Wang Liang (*Chief Executive Officer*)
Ms. Liu Guijin

Non-executive Director

Mr. Liu Xia

Independent non-executive Directors

Mr. Song Ruilin
Mr. David Zheng Wang
Mr. Yang Xiaoxi

Corporate Governance Report

BOARD OF DIRECTORS (Continued)

Board Composition (Continued)

The biographical information of the existing Directors as at the date of this annual report is set out in the section headed "Directors & Senior Management Profiles" on pages 38 to 43 of this annual report.

None of the members of the Board is related to one another. There are no financial, business, family or other material relationships among members of the Board.

Board Meetings and Directors' Attendance Records

Regular Board meetings should be held at least four times a year involving active participation, either in person or through electronic means of communication, of a majority of Directors.

For the year ended 31 December 2024, eight Board meetings and one general meeting were held.

A summary of the attendance records of the Directors at the Board meetings and the general meeting held during the year ended 31 December 2024 is set out below:

Name of Directors	Attendance at the Board meeting	Attendance at the general meeting
Mr. Shi Wei	8/8	1/1
Mr. Yang Weimin	8/8	1/1
Mr. Wang Liang	8/8	1/1
Ms. Liu Guijin (appointed on 30 September 2024)	3/3	0/0
Mr. Liu Xia	8/8	1/1
Mr. Song Ruilin	8/8	1/1
Mr. David Zheng Wang	8/8	1/1
Mr. Yang Xiaoxi	8/8	1/1
Mr. Wang Wei (resigned on 30 September 2024)	6/6	1/1
Mr. Sui Huijun (resigned on 12 March 2024)	2/2	0/0
Ms. Zhang Yitao (resigned on 12 March 2024)	2/2	0/0
Mr. Fei John Xiang (resigned on 12 March 2024)	2/2	0/0

Chairman and Chief Executive Officer

The positions of chairman and chief executive officer of the Company are held by Mr. Shi Wei and Mr. Wang Liang respectively. The chairman provides leadership and is responsible for developing the overall business strategy of the Group. The chief executive officer is responsible for the strategic planning and overseeing the day-to-day operations of the business of the Group.

Corporate Governance Report

BOARD OF DIRECTORS (Continued)

Independent Non-executive Directors

Since the Listing Date, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing at least one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Appointment and Re-election of Directors

Under the articles of association of the Company (the “**Articles of Association**”), at each annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation and re-election at least once every three years. The Articles of Association also provides that any Director appointed by the Board or by ordinary resolution of the Company to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

Each of the executive Directors, Mr. Shi Wei, Mr. Yang Weimin, Mr. Wang Liang, and Ms. Liu Guijin, has entered into a service contract with the Company for a term of three years. Either party may terminate the service contract by not less than three months’ notice in writing served on the other.

The non-executive Director, Mr. Liu Xia, and each of the independent non-executive Directors, Mr. Song Ruilin, Mr. David Zheng Wang and Mr. Yang Xiaoxi, has entered into a letter of appointment with the Company for a term of a term of three years. Either party may terminate the letter of appointment by not less than three months’ notice in writing served on the other.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company’s affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group’s operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

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

Corporate Governance Report

BOARD OF DIRECTORS (Continued)

Responsibilities, Accountabilities and Contributions of the Board and Management (Continued)

The Board is responsible for the overall management, strategic planning and making decisions on significant operational matters of the Group. Responsibilities relating to daily management and operations of the business of the Group are delegated to the management.

The Board has also established mechanisms to ensure independent views are available to the Directors, including providing the Directors with full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances for discharging their duties to the Company.

The Board shall at all times comprise at least three independent non-executive Directors that represent at least one-third of the Board, such that there is always a strong element of independence on the Board which can effectively exercise independent judgment. All the Directors, including the independent non-executive Directors, are given equal opportunity and channels to communicate and express their views to the Board and have separate and independent access to the management of the Group in order to make informed decisions. The chairman of the Board will hold meetings with the independent non-executive Directors without the involvement of other Directors at least annually to discuss any issues and concerns.

Any Director or his/her associate who has a conflict of interest in a matter to be considered by the Board will be dealt with by a physical Board meeting rather than by written resolutions. Such Director will be required to declare his/her interests before the meeting and abstain from voting and not counted towards the quorum on the relevant resolutions. Independent non-executive Directors who, and whose associates, have no interest in the matter should attend the Board meeting.

The Board has reviewed and considered that the mechanisms are effective in ensuring that independent views and input are provided to the Board during the Reporting Period.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received a formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of directors' responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. The Company will arrange various training programs to be provided by the legal advisers in Hong Kong and China and/or any appropriate accredited institution to update the Directors, senior management and relevant employees on the relevant laws and regulations. In addition, specific training program(s) in relation to updates on relevant applicable laws and regulations will also be held when necessary.

Corporate Governance Report

BOARD OF DIRECTORS (Continued)

Continuous Professional Development of Directors (Continued)

All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2024, all of the Directors namely, Mr. Shi Wei, Mr. Yang Weimin, Mr. Wang Liang, Ms. Liu Guijin, Mr. Liu Xia, Mr. Song Ruilin, Mr. David Zheng Wang and Mr. Yang Xiaoxi, had complied with code provision C.1.4 of the CG Code and participated in continuous professional development to develop and refresh their knowledge and skills.

Ms. Liu Guijin obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 27 September 2024 and she has confirmed she understood her obligations as a director of a listed issuer.

The training records of the Directors for the year ended 31 December 2024 are summarized as follows:

Directors	Type of Training ^{Notes}
Executive Directors	
Mr. Shi Wei	A/B
Mr. Yang Weimin	A/B
Mr. Wang Liang	A/B
Ms. Liu Guijin (appointed on 30 September 2024)	A/B
Mr. Wang Wei (resigned on 30 September 2024)	A/B
Mr. Sui Huijun (resigned on 12 March 2024)	A/B
Non-executive Directors	
Mr. Liu Xia	A/B
Ms. Zhang Yitao (resigned on 12 March 2024)	A/B
Independent non-executive Directors	
Mr. Song Ruilin	A/B
Mr. David Zheng Wang	A/B
Mr. Yang Xiaoxi	A/B
Mr. Fei John Xiang (resigned on 12 March 2024)	A/B

Notes:

Types of Training

A: Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops

B: Reading relevant news alerts, newspapers, journals, magazines and relevant publications

Corporate Governance Report

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

The list of the chairman and members of each Board committee is set out under "Corporate Information" on page 2 of this annual report.

Audit Committee

As at the date of this annual report, the Audit Committee consists of three independent non-executive Directors, namely Mr. Yang Xiaoxi, Mr. Song Ruilin and Mr. David Zheng Wang. Mr. Yang Xiaoxi is the chairman of the Audit Committee. At least one of the committee members possesses appropriate professional qualifications or accounting or related financial management expertise as required by the Listing Rules and none of the committee members is a former partner of or has any financial interest in the Company's existing external auditor within two years before his appointment as a member of the Audit Committee.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, effectiveness of the internal audit function, scope of audit, relationship with the external auditors, and arrangements that employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, risk management, internal control or other matters in the Company. The Audit Committee is also responsible for performing the Company's corporate governance functions as set out in code provision A.2.1 of the CG Code.

During the year ended 31 December 2024, the Audit Committee held two meetings to review the annual results of the Group for the year ended 31 December 2023 and the interim results of the Group for the six months ended 30 June 2024. The Audit Committee and the Company's management have also reviewed the accounting principles and practices adopted by the Group and discussed matters in relation to risk management, internal control and financial reporting.

During the Reporting Period, two Audit Committee meetings were held. Details of the members' attendance of the Audit Committee meetings are as follows:

Name of the Members	Members' Attendance
Mr. Yang Xiaoxi (<i>Chairman</i>)	2/2
Mr. Song Ruilin	2/2
Mr. David Zheng Wang (appointed on 12 March 2024)	2/2
Mr. Fei John Xiang (resigned on 12 March 2024)	0/0

Corporate Governance Report

BOARD COMMITTEES (Continued)

Remuneration Committee

As at the date of this annual report, the Remuneration Committee consists of two independent non-executive Directors, namely Mr. Song Ruilin and Mr. David Zheng Wang. Mr. David Zheng Wang is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration of individual executive Directors, non-executive Directors and senior management, the remuneration policy and structure for all Directors and senior management, establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates is involved in deciding his own remuneration, and reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules.

During the Reporting Period, one Remuneration Committee meeting were held for, among others, determining the policy for the remuneration of executive Directors, assessing performance of executive Directors and approving the terms of executive Directors' service contracts. No material matter was reviewed or approved by the Remuneration Committee relating to share schemes of the Company during the Year. Details of the members' attendance of the Remuneration Committee meeting are as follows:

Name of the Members	Members' Attendance
Mr. David Zheng Wang (redesignated as Chairman on 12 March 2024)	1/1
Mr. Song Ruilin	1/1
Mr. Fei John Xiang (resigned as Chairman on 12 March 2024)	0/0

During the Reporting Period, the remuneration of the senior management by band is set out below:

Remuneration band	Number of persons
RMB1 to RMB500,000	7
RMB500,001 to RMB1,000,000	4
RMB1,000,001 to RMB1,500,000	—
RMB1,500,001 to RMB2,000,000	—

Corporate Governance Report

BOARD COMMITTEES (Continued)

Nomination Committee

As at the date of this annual report, the Nomination Committee consists of three members, namely Ms. Liu Guijin, an executive Director, Mr. David Zheng Wang and Mr. Yang Xiaoxi, both being independent non-executive Directors. Mr. David Zheng Wang is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment, re-appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects as well as factors concerning board diversity as set out in the Company's Board Diversity Policy. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Company's Director Nomination Policy that are necessary to complement the corporate strategy and achieve board diversity, where appropriate, before making recommendations to the Board.

During the Reporting Period, one Nomination Committee meeting was held to, among others, review the composition of the Board, the Company's Board Diversity Policy and the measurable objectives for achieving diversity, assess the independence of the independent non-executive Directors, make recommendations to the Board on the selection of individuals nominated for the re-appointment of directors in accordance with the Company's Director Nomination Policy and the diversity aspects as set out in the Board Diversity Policy of the Company. The Nomination Committee had also taken into account their respective contributions to the Board and their commitment to their roles. Details of the members' attendance of the Nomination Committee meeting are as follows:

Name of the Members	Members' Attendance
Mr. Shi Wei (<i>Chairman</i>) (resigned on 26 March 2025)	1/1
Mr. David Zheng Wang (re-designated as Chairman on 26 March 2025)	1/1
Mr. Yang Xiaoxi (appointed on 12 March 2024)	1/1
Mr. Fei John Xiang (resigned on 12 March 2024)	0/0
Ms. Liu Guijin (appointed on 26 March 2025)	0/0

Corporate Governance Report

BOARD COMMITTEES (Continued)

Board Diversity Policy

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board. The Company recognizes and embraces the importance and benefits to achieve diversity on the Board to corporate governance and the Board's effectiveness.

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board.

Selection of board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee will develop and review measurable objectives to implement the Board Diversity Policy and monitor the progress on achieving those measurable objectives. During the period from the Listing Date up to the date of this annual report, the Nomination Committee considered that the Board is sufficiently diverse.

The Nomination Committee will review the Board Diversity Policy and the measurable objectives (if any) at least annually, and as appropriate, to ensure the continued effectiveness of the Board.

As at the date of this report, the Board's composition can be summarised by the following main diversity perspectives:

	Number of Directors
Gender	
Female	1
Male	7
Ethnicity	
American	1
Chinese	7
Age	
41–50	5
51–60	1
61–70	2
Length of Service	
1–3 years	1
4–6 years	7

BOARD COMMITTEES (Continued)

Board Diversity Policy (Continued)

In respect of the gender diversity of the Board, as at the date of the Annual Report, one of the eight Directors of the Company is female, representing 12.5% of the Board. The Company will actively nominate suitable candidates for new Director(s) without gender limitation in order to achieve this goal. Going forward and with a view to developing a pipeline of potential female successors to the Board, the Company will (i) continue to make appointments based on merits with reference to board diversity as a whole; (ii) take steps to promote gender diversity at all levels of the Group by recruiting staff of different gender; (iii) consider the possibility of nominating female management staff who has the necessary skills and experience to the Board; and (iv) provide career development opportunities and more resources in training female staff with the aim of promoting them to senior management positions or the Board to establish a pipeline of female senior management and potential successors to the Board.

Moreover, the current gender ratio of the Company's workforce (including senior management) is 110 males per 103 females, which has increased from the ratio of 112 males per 100 females as of last year. Hence, the Company considers it has achieved gender diversity across the workforce (including senior management) and will continue to encourage diversity at all levels. It has put in place appropriate recruitment and selection practices such that a diverse range of candidates with different age, gender and experiences are considered as the Company acknowledges that workforce gender diversity can provide a sustained competitive advantage to the Company, which include market insight, creativity and innovation, and improved problem-solving.

Mechanisms to Ensure Independent Views

The Company makes certain that the Board has access to independent views and input through the mechanisms listed below:

1. The Nomination Committee should review the Board composition and the independence of the independent non-executive Directors annually, in particular the portion of the independent non-executive Directors and the independence of the independent non-executive Director who has served for more than nine years.
2. A written confirmation was received by the Company from each of the independent non-executive Directors in relation to his/her independence to the Company with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company confirms it considers all its independent non-executive Directors to be independent.
3. In view of good corporate governance practices and to avoid conflict of interests, the Directors who are also Directors and/or senior management of the Company's controlling shareholders and/or certain subsidiaries of the controlling shareholders, would abstain from voting in the relevant Board resolutions on the transactions with the controlling shareholders and/or its associates.

Corporate Governance Report

BOARD COMMITTEES (Continued)

Mechanisms to Ensure Independent Views (Continued)

4. The chairman of the Board shall meet with independent non-executive Directors at least once annually.
5. All members of the Board can seek independent professional advice when necessary to perform their responsibilities in accordance with the Company's policy.

The mechanisms to ensure independent views are reviewed by the Nomination Committee for ensuring independent views and input are available to the Board on an annual basis, whether in terms of proportion, recruitment and independence of independent non-executive Directors, and their contribution and access to external independent professional advice.

Director Nomination Policy

The Nomination Committee is delegated by the Board with responsibilities for assessing and selecting individuals nominated for directorships, and making overall recommendations to the Board on nomination of new Directors. The Board is ultimately responsible for appointment of Directors.

The Company has adopted a Director Nomination Policy. The primary objective of the policy is to provide a mechanism and formulate relevant standards for the appointment of high-calibre Directors who have the competence and capabilities to lead the Company towards achieving sustainable development. The policy also aims to appoint Directors (including non-executive Directors and independent non-executive Directors) who are highly skilled, competent and experienced in business, financial, accounting or legal fields, and are able to positively carry out supervisory role over the management policy and affairs of the Company. The Company strives to ensure the balance of experience and skills among Directors.

The Director Nomination Policy stipulates that in the selection of individuals to be nominated for directorships for the Board, the Nomination Committee shall make decision base on the Company's needs and with the aim to enhance the capabilities of the Board. When making recommendations on individuals to be nominated for directorships, the Nomination Committee shall consider, among others, the following criteria:

- A range of criteria (including but not limited to skills, geographical and industry experience, background, ethnicity, gender and other qualities) required to operate successfully in the position for assessing the appointee, with due regard for the benefits of diversity of the Board;
- The effective contributions that the appointee is able to make to the Board as a whole and the extent to which he/she is able to involve in the work with existing Directors;
- The skills and experience that the appointee brings to the role and how they will enhance the skill sets and experience of the Board as a whole;
- The nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment; and
- The time commitment required from a Director to actively discharge his/her duties to the Company.

BOARD COMMITTEES (Continued)

Director Nomination Policy (Continued)

The Director Nomination Policy sets out the personal requirements for Directors which include:

- Degree holder in relevant disciplines;
- Experience of management in different types of organisations;
- Good interpersonal, communication and presentation skills;
- Leadership;
- Commitment to maintaining high ethical standard, integrity and honesty;
- Commitment to promoting equal opportunities, community cohesion and health and safety in the workplace; and
- Participation in continuous professional development to refresh knowledge and skills.

Moreover, the Director Nomination Policy also states that every Director should ensure that he/she can give sufficient time and attention to the Company's affairs and should not accept the appointment if he/she cannot do so. Executive Directors shall pay more time in managing the day-to-day operations of the Company. Independent non-executive Directors shall fulfil the requirements of the Listing Rules to ensure their independence.

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

- (a) The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from third-party agency firm and proposals from Shareholders with due consideration given to the above criteria;
- (b) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks;
- (c) The proposed candidates will be asked to submit the necessary personal information and biography for the Nomination Committee's consideration. The Nomination Committee may request the candidates to provide additional information and documents if considered necessary;
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- (e) The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for considering the remuneration package of such selected candidate;

Corporate Governance Report

BOARD COMMITTEES (Continued)

Director Nomination Policy (Continued)

- (f) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment; and
- (g) The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be.

The Nomination Committee will review the Director Nomination Policy as and when necessary to ensure its effectiveness.

Corporate Governance Functions

The Audit Committee is responsible for performing the functions set out in code provision D.3.3 of the CG Code.

During the year ended 31 December 2024, the Audit Committee has reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules and the Company's employee handbook and code of conduct, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

JOINT COMPANY SECRETARIES

Ms. Zhao Luyang ("**Ms. Zhao**"), vice president of the Human Resources Department of the Company, and Ms. Tsoi Siu Wai ("**Ms. Tsoi**"), have been appointed as the Company's joint company secretaries (the "**Joint Company Secretaries**") with effect from 18 September 2019 and 25 October 2021 respectively.

Please refer to the section headed "Directors & Senior Management Profiles" on pages 38 to 43 of this annual report for their biographical information.

All Directors have access to the advice and services of the joint company secretaries on corporate governance and board practices and matters.

Ms. Zhao and Ms. Tsoi have complied with the requirement under Rule 3.29 of the Listing Rules for the year ended 31 December 2024.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions.

Specific enquiry has been made to all the Directors and the Directors have confirmed that they have complied with the Model Code during the year ended 31 December 2024.

The Company has also adopted written guidelines (the "**Employees Written Guidelines**") no less exacting than the Model Code for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness at least annually. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

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

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

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control — Integrated Framework (2013). The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follows:

- **Control Environment:** A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- **Risk Assessment:** A dynamic and iterative process for identifying and analysing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.
- **Control Activities:** Action established by policies and procedures to help ensure that management directives to mitigate risks for achieving the objectives are carried out.

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

- Information and Communication: Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.
- Monitoring: Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

Based on the internal control reviews conducted in 2024, no significant control deficiency was identified.

All divisions/departments conducted internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department.

The management, in coordination with division/department heads, assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Audit Committee and the Board on all findings and the effectiveness of the systems.

The management has confirmed to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2024.

The Company has engaged external internal control consultant, Moore Advisory Services Limited, to perform the internal audit function and to conduct review of the internal control measures related to the major business processes of the Company, identify the deficiencies for improvement, advise on the rectification measures and review the implementation of such measures. The internal control consultant provided a number of findings and recommendations in its report. The Company has adopted corresponding internal control measures to make improvements on certain ordinary internal control issues identified. The internal control consultant had completed the follow-up procedures on our internal control system and confirmed that there were no material deficiencies in the internal control system of the Company.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings, reviewed 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, internal audit function, staff qualifications, experiences and relevant resources.

Whistleblowing procedures are in place to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company. The Company has set up a platform to receive complaints and whistleblowing in relation to bribery and other illegal activities of employees.

In order to prevent corrupt, bribery and fraudulent activities of employees, the Company has also established an employee handbook and a code of conduct, which are distributed to all employees, containing the internal rules and guidelines regarding work ethics, fraud prevention, negligence and corruption. All employees are required to sign for acknowledgement.

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROLS (Continued)

The Company has developed its disclosure policy which provides a general guide to the directors, senior management and relevant employees of the Company in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Company for the year ended 31 December 2024.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 72 to 78 of this annual report.

There is no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of external auditors.

AUDITOR'S REMUNERATION

An analysis of the remuneration paid to the external auditor of the Company, Moore CPA Limited, in respect of audit services for the year ended 31 December 2024 is set out below:

Service Category	Fees Paid/Payable RMB'000
Audit services	1,111

SHAREHOLDERS' RIGHTS

The Company engages with Shareholders through various communication channels.

To safeguard Shareholder interests and rights, separate resolution should be proposed for each substantially separate issue at general meetings, including the election of individual Director. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Corporate Governance Report

SHAREHOLDERS' RIGHTS (Continued)

Convening an Extraordinary General Meeting

Pursuant to Article 12.3 of the Articles of Association of the Company and the Procedures for Shareholders to Convene General Meetings adopted by the Company, any one or more Shareholder(s) holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company (the **"Eligible Shareholder(s)"**) shall at all times have the right, by written requisition to the Board or the Joint Company Secretaries, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. An extraordinary general meeting may also be convened on the written requisition of any one Shareholder which is a recognized clearing house (as defined in the Articles of Association of the Company) (or its nominee(s)) (also referred as the **"Eligible Shareholder(s)"**).

Eligible Shareholder(s) who wish to convene an extraordinary general meeting must deposit a written requisition (the **"Requisition"**) to the principal place of business of the Company in Hong Kong for the attention of the Joint Company Secretaries.

The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene an extraordinary general meeting, the agenda proposed to be included and the details of the business(es) proposed to be transacted at the extraordinary general meeting. The Requisition must be signed by the Eligible Shareholder(s) concerned.

The Company will check the Requisition and the identity and the shareholding of the Eligible Shareholder(s) will be verified with the Company's Hong Kong branch share registrar and transfer office. If the Requisition is found to be proper and in order, the Joint Company Secretaries will ask the Board to convene an extraordinary general meeting within two months after the deposit of the Requisition and/or include the proposal or the resolution proposed by the Eligible Shareholder(s) at the extraordinary general meeting.

If within 21 days of the deposit of the Requisition the Board has not advised the Eligible Shareholders of any outcome to the contrary and fails to proceed to convene such extraordinary general meeting, the Eligible Shareholder(s) himself/herself/themselves or any of them representing more than one-half of the total voting rights of all of them may do so in accordance with the Memorandum and Articles of Association of the Company provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the Requisition, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.

Putting Forward Proposals at General Meetings

Any Shareholder who wishes to put forward proposals at a general meeting of the Company shall submit such proposals to the Board in writing for the Board's consideration either via mail to the Company's principal place of business in Hong Kong or via email not less than 15 business days prior to the date of the general meeting. The mail address and email address are set out in the subsection headed "Contact Details" below.

Corporate Governance Report

SHAREHOLDERS' RIGHTS (Continued)

Putting Forward Enquiries to the Board

For enquiries about shareholdings, Shareholders shall direct their enquiries to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited and the contact details are set out as follows:

Address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Telephone: (852) 2862 8555
Fax: (852) 2865 0990 or (852) 2529 6087

For enquiries about corporate governance or other matters to be brought to the attention of the Board, Shareholders shall send their written enquiries to the Company either via mail to the Company's principal place of business in Hong Kong or via email for the attention of the Joint Company Secretaries. The mail address and email address are set out in the subsection headed "Contact Details" below.

Contact Details

Shareholders can send their proposals and enquiries as mentioned above to the Company as follows:

Address: Unit 1218, 12/F., Corporation Square, No.8 Lam Lok Street, Kowloon Bay, Kowloon, Hong Kong
(For the attention of the Joint Company Secretaries)
Email: compsec@mediwelcome.com

For the avoidance of doubt, Shareholder(s) must send the written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by relevant laws and regulations. Shareholders may call the Company (telephone: (86) 10-56831999) for any assistance.

The Company will normally not deal with verbal or anonymous enquiries.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the annual general meeting, Directors (or their delegates as appropriate) will be available to meet Shareholders and answer their enquiries.

To promote effective communication, the Company maintains a website at <http://www.mediwelcome.com> where up-to-date information and updates on the Company's financial information, corporate governance practices and other information are posted.

Corporate Governance Report

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS (Continued)

Constitutional Documents

There was no significant change in the constitutional documents of the Company during the Reporting Period.

Policies Relating to Shareholders

The Company has in place a Shareholders' communications policy to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

SHAREHOLDERS' COMMUNICATION POLICY

Purpose

The Company recognises the importance of providing current and relevant information to the Shareholders. This shareholders' communication policy (the "**Policy**") aims to set out the provisions with the objective to ensure that the Shareholders and potential investors are provided with equal and timely access to balanced and understandable information about the Company, in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and potential investors to engage actively with the Company.

General Policy

The Board shall maintain an on-going dialogue with Shareholders and will regularly review the Policy to ensure its effectiveness.

Information is communicated to the Shareholders as well as the stakeholders through periodic disclosure through the Company's financial reports (interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and other corporate publications on the HKEx's website and corporate communications on the HKEx website (www.hkex.com.hk) and the Company's website (<http://www.mediwelcome.com>).

Effective and timely dissemination of information to Shareholders shall be ensured at all times. Any questions, requests and comments can be addressed to the Company by mail to Unit 1218, 12/F., Corporation Square, No.8 Lam Lok Street, Kowloon Bay, Kowloon, Hong Kong (for the attention of the Joint Company Secretaries), or by email to compsec@mediwelcome.com, or through the Company's share registrar, Computershare Hong Kong Investor Services Limited.

The Company believes that communication with Shareholders by electronic means, particularly through its website, is an efficient way to distribute information in a timely and convenient manner. Shareholders are encouraged to access to the corporate communications posted on the Company's website to help reduce the quantity of printed copies and hence reduce the impact on the environment.

The Company's website will be updated with material posted to the HKEx website immediately thereafter. Such material includes but not limited to financial statements, results announcements, circulars and notices of general meetings and associated explanatory documents.

Corporate Governance Report

SHAREHOLDERS' COMMUNICATION POLICY (Continued)

General Policy (Continued)

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available.

Shareholders shall be provided with designated contacts, email addresses and enquiry lines of the Company in order to enable them to make any query in respect of the Company.

The Company has reviewed and considers that the implementation of the shareholders' communication policy for the year ended 31 December 2024 was effective.

The Company has adopted a dividend policy on payment of dividends. The Board may declare dividends after taking into account the Group's results of operations, financial condition, cash requirements and availability and other factors as it may deem relevant at such time. Any declaration and payment as well as the amount of dividends will be subject to the constitutional documents of the Company and the Companies Act of the Cayman Islands. Currently, no fixed payout ratio has been set. In addition, the Directors may from time to time pay such interim dividends on Shares outstanding and authorize payment of the same out of the funds of the Company lawfully available.

Directors & Senior Management Profiles

DIRECTORS

Executive Directors

Mr. Shi Wei (施偉), aged 49, was appointed as a Director on 21 February 2019 and re-designated as an executive Director on 18 September 2019. Mr. Shi is also the chairman of the Board and responsible for the overall management, strategic planning and decision-making of the Group.

Mr. Shi is one of the founders of the Group. Mr. Shi served as the general manager of Mediwelcome Beijing, one of the Group's PRC operating entities whose financial results have been consolidated and accounted as the subsidiaries of the Company through share interests or by virtue of contractual arrangements (the **"PRC Operating Entities"**), where he was responsible for the company's business and strategy development from May 2001 to April 2016. Mr. Shi has been serving as a director and the chairman of the board of Mediwelcome Beijing since the company's establishment, where he is responsible for board management, company strategy development and business planning. Mr. Shi currently also serves as a director of Beijing Medi Healthcare Management Consulting Co., Ltd.* (北京麥迪健康管理諮詢有限公司) (**"WFOE"**), an indirectly wholly-owned subsidiary of the Company, the sole executive director and the general manager of Beijing Chuangyan Medical Research Center Co., Ltd.* (北京創研醫學研究中心有限公司) (**"Beijing Chuangyan"**), one of the PRC Operating Entities wholly-owned by WFOE, and sole executive director and the general manager of Beijing Weiliandong Internet Technology Co., Ltd.* (北京微聯動網絡科技有限公司) (**"Weiliandong"**), one of the PRC Operating Entities wholly-owned by Mediwelcome Beijing, where he is responsible for overall operations and management of the companies and business planning.

Mr. Shi received his vocational college degree in electronic industry management from Beijing Information Science & Technology University (北京信息科技大學) in the PRC in July 1995.

Mr. Yang Weimin (楊為民), aged 58, was appointed as an executive Director on 18 September 2019. Mr. Yang is also the vice chairman of the Board and responsible for strategic planning and assisting in the overall management of the Group.

Mr. Yang is one of the founders of the Group. He served as the vice general manager of Mediwelcome Beijing, where he was responsible for the management of business department from September 2000 to March 2016. Mr. Yang has been serving as one of the directors of Mediwelcome Beijing since its establishment, where he is responsible for strategic management, business development and client relationship management. Mr. Yang currently also serves as a director of WFOE and the sole executive director of Yinchuan Mediwelcome Internet Hospital Co., Ltd.* (銀川麥迪衛康互聯網醫院有限公司) (**"Ningxia Subsidiary"**), one of the PRC Operating Entities owned as to 80% by Mediwelcome Beijing, where he is responsible for business planning.

Mr. Yang received his bachelor's degree in textile design in dyeing and weaving from Nanjing University of the Arts (南京藝術學院) in the PRC in July 1992.

* for identification purpose only

Directors & Senior Management Profiles

DIRECTORS (Continued)

Executive Directors (Continued)

Mr. Wang Liang (王亮), aged 49, was appointed as an executive Director on 18 September 2019. Mr. Wang is also the chief executive officer of the Company and responsible for strategic planning and supervising daily operations of the Group.

Mr. Wang is one of the founders of the Group. Mr. Wang served as the supervisor at Mediwelcome Beijing from its establishment to April 2006, and then has been serving as one of the directors and the general manager, where he is responsible for overall operations and management of the company. Mr. Wang currently also serves as the director of WFOE and the chairman of the board of Beijing Haice Culture Co., Ltd.* (北京海策文化傳播有限公司) (“**Beijing Haice**”), one of the PRC Operating Entities owned as to 51% by WFOE, where he is responsible for business planning and strategic decisions.

Mr. Wang received his vocational college degree in electronic industry management from Beijing Information Science & Technology University (北京信息科技大學) in the PRC in July 1996.

Ms. Liu Guijin (劉桂金), aged 45, was appointed as an executive Director on 30 September 2024. Ms. Liu is also the chief financial officer of the Company and responsible for managing the overall accounting and finance matters of the Group. Ms. Liu joined the Group in December 2003.

Ms. Liu obtained her vocational college degree in public relations from Hunan Chenzhou Business School (湖南省郴州商業學校, later merged into Chenzhou Vocational Technical College (郴州職業技術學院)) in the People's Republic of China (the “**PRC**”) in July 1997. Ms. Liu received her bachelor's degree in accounting from University of International Business and Economics (對外經濟貿易大學) in the PRC in December 2010. Ms. Liu received her master's degree in finance from Queen's University at Kingston in Canada in November 2021.

* for identification purpose only

Directors & Senior Management Profiles

DIRECTORS (Continued)

Non-executive Director

Mr. Liu Xia (劉夏), aged 44, was appointed as a non-executive Director on 18 September 2019. He is responsible for participating in formulation of major decisions of the Group.

From July 2003 to August 2006, Mr. Liu worked as the assistant of office director in National Satellite Ocean Application Center (國家衛星海洋應用中心), where he was responsible for the administrative management and financial management. From June 2012 to June 2013, Mr. Liu worked as the general manager in financial consulting department of Lianxun Securities Co., Ltd. (聯訊證券有限責任公司), where he was responsible for providing advisory services to listed companies on mergers and acquisitions and financial matters. From July 2013 to July 2017, Mr. Liu worked as the general manager in small and medium-sized enterprises investment banking and listing business department of Guodu Securities Co., Ltd.* (國都證券股份有限公司), where he was responsible for investment banking related business. Mr. Liu has served as a vice general manager in Guodu Venture Investment Co., Ltd.* (國都創業投資有限責任公司) since July 2017 and a director of Shanghai Zhaoyan Education Science and Technology Co., Ltd. (上海兆研教育科技有限公司) since December 2017, respectively, where he was responsible for private equity investment management and fund management. He was a partner of Beijing Yanyuan Dongli Capital Management Co., Ltd. (北京燕園動力資本管理有限公司) from July 2020 to July 2021. He was the general manager of Beijing Zhongzhun Yuanlue Consultancy Co., Ltd. (北京中准遠略諮詢有限公司) in July 2021.

Mr. Liu has been serving as one of the directors of Mediwelcome Beijing since January 2018 and is responsible for participating in the company's overall operations and planning.

Mr. Liu received his bachelor's degree in public affairs from Renmin University of China (中國人民大學) in the PRC in July 2003 and later received his master's degree in business administration from Peking University (北京大學) in the PRC in January 2009.

* for identification purpose only

Directors & Senior Management Profiles

DIRECTORS (Continued)

Independent Non-executive Directors

Mr. Song Ruilin (宋瑞霖), aged 62, was appointed as an independent non-executive Director on 21 December 2020. He is responsible for supervising the Board and providing independent judgment to the Board.

Mr. Song has extensive experience in the research of the PRC healthcare and drugs laws and policies, and was involved in the drafting and review of a number of current PRC laws and regulations on healthcare and drugs. Mr. Song has previously served as the deputy director of the Legislative Affairs Office of the State Council of the PRC (中華人民共和國國務院法制辦公室). Mr. Song is currently the executive chairman of the China Pharmaceutical Industry Research and Development Association (中國醫藥創新促進會). He is also a specially-invited expert of Talent Pool Participating in and Discussing State Affairs of the CPPCC, consultant expert of Participating in and Discussing State Affairs of the Chinese Peasants and Workers Democratic Party, expert of the expert pool of the Price and Cost Investigation Center of the National Development and Reform Commission, member of the Biotech Advisory Panel of the Hong Kong Stock Exchange, vice chairman of China Alliance of Rare Diseases(CARD), honorary director of Chinese Pharmaceutical Association (CPA), standing director of Chinese Pharmacist Association, director of Bethune Charitable Foundation, visiting researcher of Shanghai Jiao Tong University, etc.

Mr. Song has been serving as a non-executive director at Luye Pharma Group Ltd. (綠葉製藥集團有限公司) (stock code: 02186) since March 2017 and an independent non-executive director at Shanghai Henlius Biotech, Inc. (上海復宏漢霖生物技術股份有限公司) (stock code: 2696) since September 2019. Mr. Song has been the independent non-executive director of Simcere Pharmaceutical Group Limited (先聲藥業集團有限公司) (stock code: 2096) since 19 November 2019 and the independent non-executive director of Jacobio Pharmaceuticals Group Co., Ltd. (加科思藥業集團有限公司) (stock code: 1167) since 21 December 2020, the four companies above are listed on the Stock Exchange. He has been serving as an independent director of Shenzhen Chipscreen Biosciences Co., Ltd. (深圳微芯生物科技股份有限公司) (stock code: 688321), a company listed on the Shanghai Stock Exchange, since August 2018.

Mr. Song served as an independent director of Boya Bio-pharmaceutical Group Co. Ltd. (博雅生物製藥集團股份有限公司) (stock code: 300294.SZ) from March 2017 to March 2021; an independent director of Tibet Aim Pharm. Inc. (西藏易明西雅醫藥科技股份有限公司) (stock code: 002826.SZ) from August 2015 to August 2021; an independent director of Shanxi Zhendong Pharmaceutical Co., Ltd. (山西振東製藥股份有限公司) (stock code: 300158.SZ) from June 2015 to June 2021; an independent director of Zhejiang Jolly Pharmaceutical Co., Ltd. (浙江佐力藥業股份有限公司) (stock code: 300181.SZ) from July 2009 to January 2014 and an independent director of Jointown Pharmaceutical Group Co., Ltd. (九州通醫藥集團股份有限公司) (stock code: 600998.SH) from November 2008 to November 2014.

Mr. Song received his bachelor's degree in law from China University of Political Science and Law (中國政法大學) in the PRC in July 1985 and later received his master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in November 2004. Mr. Song graduated from China Pharmaceutical University (中國藥科大學) in the PRC in December 2018 and received his doctor's degree in social and administrative pharmacy.

Directors & Senior Management Profiles

DIRECTORS (Continued)

Independent Non-executive Directors (Continued)

Mr. David Zheng Wang, aged 62, was appointed as an independent non-executive Director on 21 December 2020. He is responsible for supervising the Board and providing independent judgment to the Board.

From October 1995 to September 2019, Mr. Wang has been serving as the director of the stroke department of OSF Healthcare in Illinois of the United States. From January 2005 to September 2019, Mr. Wang served as the vice chair of the Department of Neurology of the University of Illinois College of Medicine at Peoria (“UICOMP”). From 2011 to 2017, Mr. Wang served as the president at Chinese American Neurological Association (美國華人神經科協會). He serves as the co-director of the stroke department of Barrow Neurological Institute in the United States from October 2019 till now. Mr. Wang currently serves as a clinical professor of the Department of Neurology of UICOMP and also serves as an associate editor of Chinese Journal of Stroke (中國卒中雜誌).

Mr. Wang received his doctoral degree in orthopedic from Michigan State University in the United States in June 1989. Mr. Wang is the Fellow of the American Academy of Neurology.

Mr. Yang Xiaoxi (楊曉曦), aged 49, was appointed as an independent non-executive Director on 21 December 2020. He is responsible for supervising the Board and providing independent judgment to the Board.

From September 1997 to May 2005, Mr. Yang served as an auditor at Zhonghua Accounting Firm (中華會計師事務所) and then at Hill Taylor LLC, an accounting office in the United States, where he was responsible for the audit of listed companies and the annual audit of enterprises. He subsequently served as a co-ordinator of the compliance department and then as the consultant of Acergy S.A., a company listed on the NASDAQ (stock code: ACGY), where he was mainly responsible for internal audit and compliance until March 2007. In April 2007, Mr. Yang joined Perfect World Co., Ltd. (完美世界股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002624) and NASDAQ (stock code: PWRD), and he successively served as the financial director and vice president, where he is responsible for finance, procurement, administration and other related work since then.

Mr. Yang received his bachelor’s degree in accounting from Renmin University of China (中國人民大學) in the PRC in July 1997 and his master’s degree in financial accounting in University of Illinois in the United States in July 2003. Mr. Yang is a PRC Certified Public Accountant and Certified Public Accountant in the United States.

Directors & Senior Management Profiles

SENIOR MANAGEMENT

Ms. Zhao Luyang (趙魯陽), aged 48, is the vice president of human resources and one of the joint company secretaries of the Company. Ms. Zhao is responsible for overseeing the administration, secretarial matters, and human resources of the Group. Ms. Zhao joined the Group in November 2009.

Prior to joining the Group, from March 1998 to January 1999, Ms. Zhao was an English teacher in Shenyang Art School (瀋陽市藝術學校). From November 2009 to March 2016, Ms. Zhao served as the vice general manager and director of human resources in Mediwelcome Beijing. She has also served as the vice general manager, secretary of the board and human resources director in Mediwelcome Beijing since April 2016.

Ms. Zhao received her bachelor's degree in English from Shenyang Normal University (瀋陽師範學院) in the PRC in July 1998.

Mr. Yin Xingri (尹星日), aged 40, is the vice president of the Company and responsible for business operations and strategic planning of the Group. Mr. Yin joined the Group in May 2011.

From January 2009 to May 2011, Mr. Yin worked at Jiangsu Nhwa Pharmaceutical Co., Ltd. (江蘇恩華藥業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 2262), and served as an assistant product manager of the marketing department. Since then, he has been serving as the accounts director of Mediwelcome Beijing and is responsible for business development and client relationship management.

Mr. Yin received his bachelor's degree in pharmacy from Shandong University (山東大學) in the PRC in July 2005.

JOINT COMPANY SECRETARIES

Ms. Zhao Luyang (趙魯陽), aged 48, was appointed as one of the joint company secretaries of the Company on 18 September 2019. Please refer to the subsection headed "Senior Management" above for the biographical details of Ms. Zhao Luyang (趙魯陽).

Ms. Tsoi Siu Wai (蔡少惠), aged 40, was appointed as one of the joint company secretaries of the Company on 25 October 2021. Ms. Tsoi has over 10 years of experience in auditing, financial management and company secretary services. She graduated from The Hong Kong Polytechnic University with a bachelor's degree of business administration (Honors) in Accountancy and is a member of the Hong Kong Institute of Certified Public Accountants. Prior to joining the Group, she worked as a director in a company secretary service company and had over 8 years of working experience in accounting firms.

Report of Directors

The Directors are pleased to present this Report of Directors together with the audited consolidated financial statements of the Group for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group primarily provides (i) medical conference services, (ii) patient education and screening services, and (iii) marketing strategy and consulting services. In addition to providing integrated healthcare marketing solutions, the Group also began to offer CRO services and internet hospital services in late 2019. The principal activities and other details of the subsidiaries of the Company are set out in note 33 to the consolidated financial statements.

BUSINESS REVIEW

The Group's business review and its future business development, an analysis of the Group's business using financial key performance indicators, and a description of the principal risks and uncertainties facing the Group are set out in the Management Discussion and Analysis from page 7 to 17 and the section headed "Risk associated with the Contractual Arrangements and the actions taken by the Company to mitigate the risks" from pages 54 to 57 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group's business does not involve significant occupational health and safety and environmental matters. During the year ended 31 December 2024, the Group did not have any material occupational health and safety and environmental incidents. Further details of the Group's environmental policies and performance will be disclosed in the environmental, social and governance report of the Company for the year ended 31 December 2024.

COMPLIANCE WITH LAWS AND REGULATIONS

The Company was established in the Cayman Islands with its principal business conducted in the PRC, and its Shares are listed on the Stock Exchange. Therefore, the Company's establishment and operation are subject to relevant laws in the Cayman Islands, the PRC and Hong Kong. For the year ended 31 December 2024 and up to the date of this annual report, the Group has complied with relevant laws and regulations in the Cayman Islands, the PRC and Hong Kong.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group is committed to establishing fair remuneration system and will conduct performance evaluation for its employees on an annual basis. Compensation for employees typically consists of a base salary and a performance-based bonus. The Group currently does not have a labor union for its employees, and believes that it has good relationships with its employees.

As a service provider operating in a highly fragmented industry, building a high quality customer base is crucial to the Group's business growth. Failure to maintain its relationship with the major customers could materially and adversely affect the business of the Group. The extensive experience of the Group's co-founders and management team has been instrumental to the Group's ability to develop high quality customers, including globally leading pharmaceutical companies, medical associations and foundations. Leveraging the experience and business network developed by the Group's co-founders and management team, through recommendations by existing customers and tender bidding, the Group has been able to develop and maintain strong business relationships with high quality customers.

KEY RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS (Continued)

The Group's major customers include globally leading pharmaceutical companies, medical associations and foundations. The length of business relationship of these major customers with the Group ranged between 7 and 21 years and the credit terms granted to them were around 90 days. Details of the trade receivables of the Group as at 31 December 2024 are set out in note 18 to the consolidated financial statements. The major customers of the Group accounted for 28% of the Group's trade receivables as at 31 December 2024. Up to the date of this report, approximately 74% of the trade receivables from the major customers has been settled.

During the Reporting Period, the Group has not experienced any major disruption of business due to material delay or default of payment by customers due to their financial difficulties.

The Group's procurement department is responsible for conducting comprehensive evaluation of potential suppliers. The Group generally selects suppliers based on their price and quality of services or goods. After establishing a business relationship with suppliers, the Group will review their performance on an annual basis. In addition, the Group's procurement department will record the performance of suppliers by conducting surveys with relevant project managers. The Group maintains a list of preferred suppliers that have established long-term business relationship.

The Group's major suppliers are generally suppliers of travel and lodging services, presentation materials, venue set-up and rental services, video production services and IT services. The length of business relationship of these major suppliers with the Group ranged between 9 and 21 years and the credit terms granted by the major suppliers ranged around 90 days. The payables were usually settled within the credit period. Details of the trade payables of the Group as at 31 December 2024 are set out in note 21 to the consolidated financial statements. The major suppliers of the Group accounted for 1% of the Group's trade payables as at 31 December 2024. Up to the date of this report, 100% of the trade payables from the major suppliers has been settled.

The online patient education and screening services of the Group allow patients to watch online educational videos. The patient educational videos offered by the Group may fall under the "audio-visual program" category pursuant to the Regulation on Internet Audio-Visual Program Services (《互聯網視聽節目服務管理規定》), which would require the License for Online Transmission of Audio-Visual Programs (信息網絡傳播視聽節目許可證, the "**Audio-Visual License**"). Up to the date of this report, the Group was not able to obtain the Audio-Visual License because only a wholly state-owned enterprise or a state controlled enterprise can apply for the Audio-Visual License. The Group is currently offering the videos through a leading online video platform in the PRC that holds the Audio-Visual License by redirecting patients and playing patient educational videos on its platform. The Group is not sure whether it is able to continue to offer the videos through this online video platform or be able to offer the videos through other third-party online video platforms available on the market in the future. It may adversely affect the business, financial condition and results of operations of the Group. To mitigate the risk, the Group will closely monitor the situation and have meeting with the PRC legal advisers of the Company. Also, the Group will explore other platforms and means to offer the services of the Group.

During the Reporting Period, the Group did not have any significant disputes with its major suppliers.

SUBSIDIARIES

Please refer to note 33 to the consolidated financial statements.

Report of Directors

RESULTS

The results of the Group for the year ended 31 December 2024 are set out in the consolidated financial statements.

A summary of the results for the year and of the assets and liabilities of the Group for the past five financial years are set out on page 4 of this annual report.

RESERVES

As at 31 December 2024, the Company had no distributable reserves. Details of movements in reserves of the Group during the year are set out in the consolidated statement of changes in equity on page 82 of this annual report.

FINAL DIVIDEND

The Board resolved not to recommend the payment of any final dividend in respect of the year ended 31 December 2024 (2023: Nil).

As at 31 December 2024, there was no arrangement under which a Shareholder had waived or agreed to waive any dividends.

ANNUAL GENERAL MEETING

It is proposed that an annual general meeting of the Company (the “**AGM**”) will be convened and held on Wednesday, 25 June 2025. A notice convening the AGM will be published and despatched to the Shareholders in the manner required by the articles of association of the Company and the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

For the purposes of ascertaining the Shareholders’ eligibility to attend and vote at the AGM, the Company’s register of members will be closed during the following period:

Latest time to lodge transfer documents for registration 4:30 p.m. on Wednesday, 18 June 2025

Closure of register of members Thursday, 19 June 2025 to
Wednesday, 25 June 2025
(both days inclusive)

For the purposes mentioned above, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than the aforementioned latest time.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment during the year ended 31 December 2024 are set out in note 12 to the consolidated financial statements.

SHARE CAPITAL AND SHARES ISSUED

Details of the movements in the share capital of the Company during the year are set out in note 26 to the consolidated financial statements. For the year ended 31 December 2024, there was no issuance of bonds by the Company.

EVENTS AFTER THE REPORTING PERIOD

No material events happened subsequent to the Report Period and up to the date of this report.

FINANCIAL ASSISTANCE AND GUARANTEES TO AFFILIATED COMPANIES

The Group had not provided any financial assistance and guarantee to affiliated companies during the Reporting Period.

FINANCIAL INSTRUMENTS FOR HEDGING PURPOSES

The Group did not use any financial instruments for hedging purposes during the Reporting Period.

PRE-EMPTIVE RIGHTS

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

TAX RELIEF

As at 31 December 2024, according to the laws of the Cayman Islands, holders of listed securities of the Company are not entitled to tax relief for their status as the holder of such securities.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his office or otherwise.

As at the date of this annual report, all Directors were covered under the liability insurance purchased by the Company in respect of legal actions against the Directors.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2024, the Company conducted the following transactions which constitute non-exempt continuing connected transactions (as defined in the Listing Rules) of the Company, details of these transactions are set out below.

Report of Directors

CONTINUING CONNECTED TRANSACTIONS (Continued)

Contractual Arrangements

Pursuant to applicable PRC laws and regulations, foreign investors are prohibited from holding equity interest in an entity conducting video production services and are restricted from conducting internet hospital services and value-added telecommunications services, therefore, the Group cannot directly acquire equity interests in Mediwelcome Beijing and its subsidiaries (the **“Consolidated Affiliated Entities”**). Due to these restrictions, the Group conducts part of its operations in the PRC through the Contractual Arrangements (as defined in the Prospectus) with Mediwelcome Beijing and its shareholders, namely the Registered Shareholders (as defined in the Prospectus). The Contractual Arrangements allow the financials and results of operations of the Consolidated Affiliated Entities to be consolidated into the Group’s consolidated financial statements as if they were wholly-owned subsidiaries of the Group.

Please refer to the section headed “Regulatory Overview” in the Prospectus for further details of the limitations under applicable PRC laws and regulations on foreign ownership in PRC companies conducting the said services.

Qualification Requirements

Qualification Requirements for Internet Hospital Service

According to Interim Measures for the Administration of Sino-foreign Joint Ventures and Cooperative Medical Institutions (《中外合資、合作醫療機構管理暫行辦法》) (the **“Interim Measures”**), foreign investors are not allowed to hold more than 70% of the equity interest of a sino-foreign joint venture medical institution. Furthermore, under the Interim Measures, the parties of the sino-foreign joint ventures medical institution shall have direct or indirect experience in medical or healthcare investments and management, and must satisfy certain requirements. Since the offshore companies of the Group, as newly-established entities, do not meet the said requirements, Ningxia Subsidiary could not be established in the form of sino-foreign joint venture company rather than a wholly domestic owned company as at the Listing Date. Furthermore, it is practically impossible to gain Practice License for Medical Institutions (醫療機構執業許可證) in Ningxia Autonomous Region if there is any foreign investor in Mediwelcome Beijing.

According to Administrative Measures for Internet Hospitals (for Trial Implementation) (《互聯網醫院管理辦法(試行)》) and the Implementing Measures for the Administration of Internet Hospitals in Ningxia Hui Autonomous Region (for Trial Implementation) (《寧夏回族自治區互聯網醫院管理實施辦法(試行)》) (together, the **“Relevant Measures for Internet Hospitals”**) where a third-party institution relies on and cooperates with a physical hospital to establish an internet hospital, the third party institution shall provide the physical hospital with the resources and/or connections to physicians, pharmacists and other professionals services and information technology support services.

CONTINUING CONNECTED TRANSACTIONS (Continued)

Qualification Requirements (Continued)

Qualification Requirements under FITE Regulations

According to the Regulations for the Administration of Foreign-Invested Telecommunication Enterprises (《外商投資電信企業管理規定》) (the “**FITE Regulations**”), which was promulgated by the State Council of the PRC on 11 December 2001 and amended on 10 September 2008, 6 February 2016 and 29 March 2022, foreign investors are not allowed to hold more than 50% of the equity interests of a company providing value-added telecommunications services, including Internet Content Provider services.

On 7 April 2022, the State Council announced The Decision of the State Council to Amend and Repeal Certain Administrative Regulations, which amends the FITE Regulations to, among other things, repeal the qualification requirements for foreign investors holding equity interests in Chinese companies engaged in value-added telecommunications business contained in the FITE Regulations and it will not be required to demonstrate good track records and experience in operating value-added telecommunications business overseas. The revised FITE Regulations have come into effect on 1 May 2022. There are significant uncertainties regarding the interpretation and implementation of the amended FITE Regulations. It also remains uncertain whether the PRC government agencies will impose additional requirements in practice on foreign investors in PRC companies providing value-added telecommunications services.

Efforts and Actions Taken to Comply with the Qualification Requirements

Qualification Requirements for Internet Hospital Service

The Group has been progressively building up its track record of overseas medical services for being qualified, as soon as possible, to acquire the maximum permissible equity interests in Ningxia Subsidiary should there be any relaxation or change in the relevant requirement in the future. The Group has taken the following measures to meet the said qualification requirements:

- the Group has incorporated a subsidiary in Hong Kong, namely Mediwelcome (HK) Investment Management Company Limited (“**Mediwelcome HK**”);
- the Group has conducted feasibility study on providing conference and consulting services to medical institutions and medical associations through Mediwelcome HK, to help Mediwelcome HK accumulating management experience in medical industry; and
- Mediwelcome HK will seek cooperation opportunities from leading medical institutions to accumulate management experience and study leading management and service model in medical industry.

Report of Directors

CONTINUING CONNECTED TRANSACTIONS (Continued)

Efforts and Actions Taken to Comply with the Qualification Requirements (Continued)

Qualification Requirements under FITE Regulations

The Group has been progressively building up its track record of overseas value-added telecommunications services business operation for the purposes of being qualified, as early as possible, to acquire the maximum permissible equity interests in Mediwelcome Beijing and Weiliandong when the relevant PRC laws allow foreign investors to invest and to directly hold equity interest in value-added telecommunications services enterprises in China. The Group is in the process of expanding its overseas value-added telecommunications services business through overseas subsidiaries and has taken the following measures to meet the qualification requirements:

- the Group has applied for, and is in the process of, registering trademarks outside the PRC for the expansion of business operations overseas as and when appropriate;
- the Group has incorporated a subsidiary in Hong Kong, namely Mediwelcome HK, which can be readily serviced as an overseas platform when it expands its business outside the PRC; and
- the Group has considered expansion plans for overseas market and have further conducted overseas market and overseas investment feasibility research.

The Group will maintain close contact with the relevant PRC regulatory authorities and seek specific guidance as to the qualification requirements, as well as to understand any new regulatory developments, in order to assess whether it has fulfilled the qualification requirements.

CONTINUING CONNECTED TRANSACTIONS (Continued)

Contractual Arrangements

Set out below are particulars of the Consolidated Affiliated Entities as of 31 December 2024:

Name of the Consolidated Affiliated Entities	Registered owners	Business activities
Mediwelcome Beijing	32.22% by Mr. Shi Wei; 20.14% by Mr. Yang Weimin; 20.14% by Ms. Yan Jing; 9.13% by Mr. Wang Liang; 6.43% by Tianjin Defeng Qixiang Business Management Consulting Limited Liability Partnership* (天津德豐啟祥企業管理諮詢有限合夥企業); 5.95% by Ningbo Yurongsheng Equity Investment Co., Ltd.* (寧波昱融晟股權投資有限公司); 5.61% by Tianjin Dongyuan Heyi Business Management Consulting Limited Liability Partnership* (天津東元禾宜企業管理諮詢有限合夥企業); 0.38% by Tianjin Qixing Heyi Management Consulting Co., Ltd.* (天津啟興和宜企業管理諮詢有限公司) (collectively, the “ Registered Shareholders ”)	Medical conference services, patient education services, marketing and strategic consulting services
Weiliandong	Mediwelcome Beijing	Medical conference services, patient education services, marketing and strategic consulting services
Ningxia Subsidiary	80% by Mediwelcome Beijing and 20% by Mr. Chen Lei (陳磊), a PRC citizen and an independent third party save for his interest in Ningxia Subsidiary	Internet hospital service
Joint Venture	65% by Mediwelcome Beijing and 35% by Tianjin Yunyi	Research and development of digital medical products

Major terms of the Contractual Arrangements

1. Exclusive Business Cooperation Agreement

Mediwelcome Beijing and WFOE entered into the Exclusive Business Cooperation Agreement on 5 July 2019 (the “**Exclusive Business Cooperation Agreement**”), pursuant to which Mediwelcome Beijing agreed to engage WFOE as its exclusive provider of technical support, consultation and other services, including but not limited to (i) technical services and network support; (ii) information management system support; (iii) business consulting; (iv) intellectual property licensing; (v) equipment and assets leasing; (vi) marketing consultation and marketing development plan support; (vii) system integration; (viii) product development and system maintenance; and (ix) other relevant services requested by WFOE from time to time to the extent permitted under PRC laws and regulations.

* for identification purpose only

Report of Directors

CONTINUING CONNECTED TRANSACTIONS (Continued)

Contractual Arrangements (Continued)

Major terms of the Contractual Arrangements (Continued)

2. Exclusive Option Agreement

WFOE, Mediwelcome Beijing and the Registered Shareholders entered into the Exclusive Option Agreement on 5 July 2019 (the “**Exclusive Option Agreement**”), pursuant to which the Registered Shareholders severally granted to WFOE the irrevocable and exclusive rights to require the Registered Shareholders to transfer any or all their equity interests and/or assets in Mediwelcome Beijing to WFOE and/or a third party designated by it, in whole or in part at any time and from time to time, at a minimum purchase price permitted under PRC laws and regulations. The Registered Shareholders have also undertaken that, subject to the relevant PRC laws and regulations, they will return to WFOE any consideration they receive in the event that WFOE exercises the options under the Exclusive Option Agreement to acquire the assets in Mediwelcome Beijing.

3. Equity Pledge Agreement

WFOE, Mediwelcome Beijing and the Registered Shareholders entered into the Equity Pledge Agreement on 5 July 2019 (the “**Equity Pledge Agreement**”), pursuant to which each of the Registered Shareholders agreed to pledge all of their respective equity interests in Mediwelcome Beijing to WFOE as a security interest to guarantee the payment of outstanding debts under the Exclusive Business Cooperation Agreement.

4. Shareholders’ Rights Proxy Agreement

Each of Mediwelcome Beijing, the Registered Shareholders and WFOE entered into the Shareholders’ Rights Proxy Agreement on 5 July 2019 (the “**Shareholders’ Rights Proxy Agreement**”), pursuant to which, each Registered Shareholder, through the power of attorney, irrevocably appoints WFOE or the Directors and their successors (including a liquidator replacing the Directors) but excluding those non-independent or who may give rise to conflict of interests, as his attorney-in-fact to exercise such shareholder’s rights in Mediwelcome Beijing, including without limitation to, the rights to (i) convene and participate in shareholders’ meeting in the capacity of a proxy of the Registered Shareholders; (ii) exercise the voting rights, on behalf of the Registered Shareholders, and adopt and execute resolutions, on matters to be discussed and resolved at shareholders’ meetings, such as, the appointment and election of directors of Mediwelcome Beijing or any senior management that should be appointed or dismissed by the shareholders of Mediwelcome Beijing; and (iii) exercise other voting rights of shareholders under the articles of association of Mediwelcome Beijing.

Please refer to the section headed “Contractual Arrangements” in the Prospectus for further details of the Contractual Arrangements.

During the year ended 31 December 2024, (i) there were no material changes in the Contractual Arrangements or the circumstances under which they were adopted, and (ii) none of the Contractual Arrangements mentioned above had been unwound as none of the restrictions that led to the adoption of the Contractual Arrangements were removed.

CONTINUING CONNECTED TRANSACTIONS (Continued)

Contractual Arrangements (Continued)

Compliance and Overall Performance of the Contractual Arrangements

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

- (i) major issues arising from the implementation and compliance with the Contractual Arrangements or any regulatory enquiries from government authorities will be submitted to the Board, if necessary, for review and discussion on an occurrence basis;
- (ii) the Board will review the overall performance of and compliance with the Contractual Arrangements at least once a year;
- (iii) the Company will establish a risk management committee, which will perform regular review on the operations of Weiliandong, Ningxia Subsidiary and the Joint Venture to ensure they are only conducting businesses that are restricted or prohibited to foreign investors under the FI Restriction (as defined in the Prospectus);
- (iv) the Company will disclose the overall performance and compliance with the Contractual Arrangements in its annual reports;
- (v) the Company will maintain close contact with the relevant PRC regulatory authorities and make periodic enquiries understand any new regulatory development and assess whether the Group has fulfilled the qualification requirements. The Group undertakes to provide periodic updates in annual and interim reports as requested by the Stock Exchange after the Listing to inform the investing public of its efforts and actions taken to comply with the qualification requirements as well as the progress of the Group's efforts; and
- (vi) the Company will engage external legal advisers or other professional advisers, if necessary, to assist the Board to review the implementation of the Contractual Arrangements, review the legal compliance of WFOE and the Consolidated Affiliated Entities to deal with specific issues or matters arising from the Contractual Arrangements.

Report of Directors

CONTINUING CONNECTED TRANSACTIONS (Continued)

Contractual Arrangements (Continued)

Key financial information of the Consolidated Affiliated Entities

Set out below are key financial information of the Consolidated Affiliated Entities for the year ended 31 December 2024 (compared with year 2023):

	Year ended 31 December 2024 (RMB'000)	Year ended 31 December 2023 (RMB'000)
Revenue	148,275	184,769
Total assets	154,672	121,233

Risk associated with the Contractual Arrangements and the actions taken by the Company to mitigate the risks

Risk associated with the Contractual Arrangements	Mitigation actions taken by the Company
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If the PRC Government determines that the Contractual Arrangements do not comply with applicable laws and regulations, or if these laws and regulations or their interpretations change in the future, the Group could be subject to severe consequences, including the nullification of the Contractual Arrangements and the relinquishment of the Group's interest in the Consolidated Affiliated Entities.

Substantial uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law of the PRC and how it may impact the viability of the Group's current corporate structure, corporate governance and business operations.

According to the agreements of the Contractual Arrangements, in the event of any changes in the relevant laws and regulations that result in the interests of a party to the agreements being undermined, the parties to the agreements shall cooperate to apply for legal waivers in accordance with the laws if the agreement needs to be continued. If loss cannot be avoided, the parties to the agreements shall make corresponding adjustments to the Contractual Arrangements through negotiation to minimise and balance the loss that may be incurred by the parties.

The Directors will closely monitor the latest development of the existing or future applicable PRC laws or regulations (including the Foreign Investment Law of the PRC), and will take measures to ensure that the Company is under the control of PRC investors so as to comply with relevant rules and regulations in the PRC.

CONTINUING CONNECTED TRANSACTIONS (Continued)

Contractual Arrangements (Continued)

Risk associated with the Contractual Arrangements and the actions taken by the Company to mitigate the risks (Continued)

Risk associated with the Contractual Arrangements	Mitigation actions taken by the Company
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Certain shareholders of Mediwelcome Beijing may have potential conflicts of interest with the Group, which may materially and adversely affect the Group's business and financial condition.

The Registered Shareholders have undertaken that, during the period that the Contractual Arrangements remain effective, (a) they shall not execute any documents with or make any undertaking to any third parties that may have conflicts of interests with any agreements entered into with WFOE; (b) they shall not commit or refrain from committing any act that may lead to any conflicts of interests between the Registered Shareholders and WFOE; and (c) in the event of the occurrence of a conflict of interests (where WFOE has the sole discretion to determine whether such conflict arises), they shall take appropriate measures upon the consent of WFOE and its designees to eliminate such conflicts; and unless otherwise agreed to by WFOE in writing, they will not (a) directly or indirectly participate or engage in any business which is or may potentially be in competition with the business of Mediwelcome Beijing or any of its subsidiaries; and (b) be employed by an entity whose operation is or may potentially be in competition with the business of WFOE or any of its subsidiaries.

The Shareholders' Rights Proxy Agreement also provides that, in order to avoid potential conflicts of interest, where the Registered Shareholders are officers or directors of the Company, the power of attorney is granted in favor of other unrelated officers or directors of the Company.

Report of Directors

CONTINUING CONNECTED TRANSACTIONS (Continued)

Contractual Arrangements (Continued)

Risk associated with the Contractual Arrangements and the actions taken by the Company to mitigate the risks (Continued)

Risk associated with the Contractual Arrangements	Mitigation actions taken by the Company
<p>The Contractual Arrangements may not be as effective in providing operational control as direct ownership and Mediwelcome Beijing or relevant parties may fail to perform their obligations under the Contractual Arrangements.</p>	<p>Each of the agreements under the Contractual Arrangements, except for Power of Attorney (as defined in the Prospectus), provides that, in the event of any dispute arising from the performance of or relating to the Contractual Arrangements, any party has the right to 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 award shall be final and binding on all parties. In addition, the Company has implemented effective internal control over the Consolidated Affiliated Entities to ensure the security of the assets held by it through the Contractual Arrangements and that the Consolidated Affiliated Entities follow the Group's unified internal control policies and procedures.</p>
<p>The Group's ability to acquire the entire equity interest of the Consolidated Affiliated Entities is subject to restrictions.</p>	<p>Pursuant to the Exclusive Option Agreement, the Registered Shareholders severally granted to WFOE the irrevocable and exclusive rights to require the Registered Shareholders to transfer any or all their equity interests and/or assets in Mediwelcome Beijing to WFOE and/or a third party designated by it, in whole or in part at any time and from time to time, at a minimum purchase price permitted under PRC laws and regulations. The Registered Shareholders have also undertaken that, subject to the relevant PRC laws and regulations, they will return to WFOE any consideration they receive in the event that WFOE exercises the options under the Exclusive Option Agreement to acquire the assets in Mediwelcome Beijing.</p>

CONTINUING CONNECTED TRANSACTIONS (Continued)

Contractual Arrangements (Continued)

Risk associated with the Contractual Arrangements and the actions taken by the Company to mitigate the risks (Continued)

Risk associated with the Contractual Arrangements	Mitigation actions taken by the Company
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Group may lose the ability to use and enjoy assets and licenses held by the Consolidated Affiliated Entities that are important to the operation of the Group's business if the Consolidated Affiliated Entities declare bankruptcy or becomes subject to a dissolution or liquidation proceeding.

Pursuant to the Exclusive Option Agreement, in the event of a mandatory liquidation required by the PRC laws, Mediwelcome Beijing shall sell all of its assets, to the extent permitted by PRC laws, to WFOE or another qualifying entity designated by WFOE, at the lowest selling price permitted by applicable PRC laws.

The Contractual Arrangements may be subject to scrutiny by the PRC tax authorities and a finding that the Group owes additional taxes could substantially reduce the Group's consolidated net income and the value of shareholders' investment.

As advised by the Company's PRC legal advisers, who took the view that the Contractual Arrangements will not be challenged by the PRC tax authorities or other government authorities unless the PRC tax authorities determine that such transactions are not conducted on an arm's length basis, provided that WFOE and the Consolidated Affiliated Entities implement the Contractual Arrangements in accordance with the terms of the structured contracts.

The Group conducts the Relevant Businesses (as defined in the Prospectus) in the PRC through the Consolidated Affiliated Entities by way of the Contractual Arrangements, but certain terms of the Contractual Arrangements may not be enforceable under PRC laws.

As disclosed in the Prospectus, the Company's PRC legal advisers are of the opinion that the Contractual Arrangements are narrowly tailored to minimize the potential conflict with relevant PRC laws and regulations.

Please refer to the section headed "Risk Factors" in the Prospectus for further details of the risks associated with the Contractual Arrangements.

Report of Directors

CONTINUING CONNECTED TRANSACTIONS (Continued)

Contractual Arrangements (Continued)

Waiver from the Stock Exchange and annual review

As at 31 December 2024, Mediwelcome Beijing was owned as to, among others, approximately 32.22% by Mr. Shi Wei, 20.14% by Mr. Yang Weimin, 20.14% by Ms. Yan Jing and 9.13% by Mr. Wang Liang, respectively. Each of Mr. Shi Wei, Mr. Yang Weimin and Mr. Wang Liang is an executive Director and a controlling shareholder of the Company. Ms. Yan Jing is the close associate of Ms. Zhang Yitao, a former non-executive Director and a controlling shareholder of the Company. Therefore, Mediwelcome Beijing is an associate of the controlling shareholders of the Company. Mr. Shi Wei, Mr. Yang Weimin, Mr. Wang Liang, Ms. Zhang Yitao, Ms. Yan Jing and Mediwelcome Beijing are connected persons of the Company for the purpose of Chapter 14A of the Listing Rules. Accordingly, the transactions contemplated under the Contractual Arrangements constitute continuing connected transactions of the Company and are subject to reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.105 of the Listing Rules, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from strict compliance with (i) announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions under the Contractual Arrangements; (ii) the requirement of setting maximum aggregate annual value (i.e. an annual cap) for the fees payable to the Group under the Contractual Arrangements; and (iii) the requirement of limiting the term of the Contractual Arrangements to three years or less, for so long as the Shares are listed on the Stock Exchange, subject to certain conditions as disclosed from page 303 to page 305 of the Prospectus.

Pursuant to Rule 14A.55 of the Listing Rules, all the independent non-executive Directors have reviewed the continuing connected transactions contemplated under the Contractual Arrangements for the year ended 31 December 2024 and confirmed that they have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the respective agreements governing the above continuing connected transactions on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The independent non-executive Directors have also confirmed that (i) the transactions carried out during the year ended 31 December 2024 have been entered into in accordance with the relevant provisions of the Contractual Arrangements; (ii) no dividends or other distributions have been made by Mediwelcome Beijing to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group; and (iii) there were no new contracts entered into, renewed or reproduced between the Group and Mediwelcome Beijing during the year ended 31 December 2024.

In accordance with Rule 14A.56 of the Listing Rules, the Group has engaged its auditor to perform procedures on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagement Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants for the year ended 31 December 2024.

CONTINUING CONNECTED TRANSACTIONS (Continued)

Contractual Arrangements (Continued)

Waiver from the Stock Exchange and annual review (Continued)

In addition, the Company's auditor has performed review procedures on the transactions carried out pursuant to the Contractual Arrangements and has provided a letter to the Directors confirming nothing has come to the auditor's attention that the transactions have not been approved by the Directors and were not entered into, in all material respects, in accordance with the relevant provisions of the Contractual Arrangements and that any dividends or other distributions were made by Mediwelcome Beijing to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group.

Related Party Transactions

Details of the related party transactions of the Group for the year ended 31 December 2024 are set out in note 30 to the consolidated financial statements.

Save for the continuing connected transactions set out in the section headed "Continuing Connected Transactions" above, none of the related party transactions set out in note 30 to the consolidated financial statements constitute connected transactions or continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The Company has complied with or otherwise obtained waiver from the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions or continuing connected transactions entered into by the Group during the year ended 31 December 2024.

DIRECTORS

The Directors during the financial year and up to the date of this annual report were:

Executive Directors:

Mr. Shi Wei (*Chairman*)
Mr. Yang Weimin
Mr. Wang Liang (*Chief Executive Officer*)
Ms. Liu Guijin (appointed on 30 September 2024)
Mr. Wang Wei (resigned on 30 September 2024)
Mr. Sui Huijun (resigned on 12 March 2024)

Non-executive Directors:

Ms. Zhang Yitao (resigned on 12 March 2024)
Mr. Liu Xia

Independent Non-executive Directors:

Mr. Song Ruilin
Mr. Fei John Xiang (resigned on 12 March 2024)
Mr. David Zheng Wang
Mr. Yang Xiaoxi

Report of Directors

DIRECTORS (Continued)

In accordance with the Articles of Association, Mr. Yang Weimin, Mr. Wang Liang, Ms. Liu Guijin and Mr. Liu Xia will retire at the forthcoming AGM to be convened held on Wednesday, 25 June 2025 and, being eligible, offer themselves for re-election at the AGM.

None of the Directors proposed for re-election at the forthcoming AGM has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

DIRECTORS' SERVICE CONTRACTS

Please refer to the subsection headed "Appointment and Re-election of Directors" in the Corporate Governance Report for details of Directors' service contracts.

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or in existence during the year ended 31 December 2024.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENT AND CONTRACTS

Save for those disclosed in this annual report, no transaction, arrangement or contract of significance to which the Company or its subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest, subsisted at any time during the year ended 31 December 2024.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save for their respective interests in the Group (including the PRC Operating Entities), none of the Directors had any interest in any business apart from the Group's business, which competes or is likely to compete, either directly or indirectly with the Group's business as at 31 December 2024.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2024, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

Report of Directors

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

Long position in the Shares

Name of Director	Nature of Interest	Number of Shares ⁽¹⁾	Total Number of Shares ⁽¹⁾	Approximate Percentage of Shareholding ⁽¹⁾
Mr. Shi Wei	Beneficial owner	2,600,000 (L)	108,519,000 ⁽³⁾	54.26%
	Interest in a controlled corporation	40,651,000 (L)		
	Interest held jointly with another person	65,268,000 (L) ⁽²⁾		
Mr. Yang Weimin	Interest in a controlled corporation	25,415,000 (L)	108,519,000 ⁽⁴⁾	54.26%
	Interest held jointly with another person	83,104,000 (L) ⁽²⁾		
Mr. Wang Liang	Beneficial owner	2,400,000 (L)	108,519,000 ⁽⁵⁾	54.26%
	Interest in a controlled corporation	12,038,000 (L)		
	Interest held jointly with another person	94,081,000 (L) ⁽²⁾		
Mr. Wang Wei	Beneficial owner	800,000 (L)	800,000	0.40%

Notes:

- (1) The Letter "L" denotes the person's long position in the Shares. The percentage of shareholding was calculated based on Company's total issued shares of 200,000,000 Shares as at 31 December 2024.
- (2) The Company's ultimate controlling shareholders, Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao and Mr. Wang Liang, are parties acting in concert and on 13 October 2019, they entered into written agreement to, among others, confirm their acting-in-concert arrangement. Please refer to the section headed "History and Reorganization — Parties Acting in Concert" in the Prospectus for further details. By virtue of the SFO, each of them is deemed to be interested in the Shares beneficially owned by the other parties to such acting-in-concert arrangement.
- (3) Mr. Shi Wei was deemed to be interested in 108,519,000 Shares, among which 40,651,000 Shares were held by Ji Ze Investment Management Company Limited ("Ji Ze Investment"), 2,600,000 Shares were held in his own capacity and 65,268,000 Shares were held jointly with another person as stated in Note (2).
- (4) Mr. Yang Weimin was deemed to be interested in 108,519,000 Shares, among which 25,415,000 Shares were held by Shun Jia Investment Management Company Limited ("Shun Jia Investment") and 83,104,000 Shares were held jointly with another person as stated in Note (2).
- (5) Mr. Wang Liang was deemed to be interested in 108,519,000 Shares, among which 12,038,000 Shares were held by Tai Zhi Feng Investment Management Company Limited ("Tai Zhi Feng Investment"), 2,400,000 Shares were held in his own capacity and 94,081,000 Shares were held jointly with another person as stated in Note (2).

Report of Directors

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

Long position in the Shares (Continued)

Save as disclosed above, as at 31 December 2024, none of the Directors or chief executive of the Company had interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save for the restricted share unit scheme and the share option scheme of the Company as disclosed in this Report of Directors, 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, their respective spouse or minor children to acquire benefits by means of the acquisitions of shares in, or debentures of, the Company or in any other body corporate.

INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OF PERSONS OTHER THAN THE DIRECTORS AND CHIEF EXECUTIVES OF THE COMPANY

As at 31 December 2024, the following persons (other than the Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

(i) Long Position in the Share

Name of Shareholder	Nature of Interest	Number of Shares ⁽¹⁾	Total Number of Shares ⁽¹⁾	Approximate Percentage of Shareholding ⁽¹⁾
Ji Ze Investment ⁽²⁾⁽³⁾	Beneficial interest/Interest held jointly with another person	103,519,000 (L)		51.76%
Shun Jia Investment ⁽²⁾⁽⁴⁾	Beneficial interest/Interest held jointly with another person	103,519,000 (L)		51.76%
Tai Zhi Feng Investment ⁽²⁾⁽⁵⁾	Beneficial interest/Interest held jointly with another person	103,519,000 (L)		51.76%
He Hui Wan Yi Investment Management Company Limited ("He Hui Wan Yi Investment") ⁽²⁾⁽⁶⁾	Beneficial interest/Interest held jointly with another person	103,519,000 (L)		51.76%
Ms. Zhang Yitao ⁽²⁾⁽⁷⁾	Interest in a controlled corporation	25,415,000 (L)	108,519,000	54.26%
	Interest held jointly with another person	83,104,000 (L)		
The Core Trust Company Limited ⁽⁸⁾	Trustee	20,000,000 (L)		10.00%
TCT (BVI) Limited ⁽⁸⁾	Other	20,000,000 (L)		10.00%
Great Insight Global Limited ⁽⁸⁾	Nominee for another person	20,000,000 (L)		10.00%

INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OF PERSONS OTHER THAN THE DIRECTORS AND CHIEF EXECUTIVES OF THE COMPANY (Continued)

(i) Long Position in the Share (Continued)

Notes:

- (1) The letter “L” denotes the person’s long position in the Shares. The percentage of shareholding was calculated based on Company’s total issued shares of 200,000,000 Shares as at 31 December 2024.
- (2) The Company’s ultimate controlling shareholders, Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao and Mr. Wang Liang, are parties acting in concert and on 13 October 2019, they entered into written agreement to, among others, confirm their acting-in-concert arrangement. Please refer to the section headed “History and Reorganization — Parties Acting in Concert” in the Prospectus for further details. By virtue of the SFO, each controlling shareholder is deemed to be interested in the Shares beneficially owned by other controlling shareholders.
- (3) Ji Ze Investment is wholly-owned by Mr. Shi Wei. By virtue of the SFO, Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao, Mr. Wang Liang, Shun Jia Investment, He Hui Wan Yi Investment and Tai Zhi Feng Investment are deemed to be interested in the Shares held by Ji Ze Investment.
- (4) Shun Jia Investment is wholly-owned by Mr. Yang Weimin. By virtue of the SFO, Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao, Mr. Wang Liang, Ji Ze Investment, He Hui Wan Yi Investment and Tai Zhi Feng Investment are deemed to be interested in the Shares held by Shun Jia Investment.
- (5) Tai Zhi Feng Investment is wholly-owned by Mr. Wang Liang. By virtue of the SFO, Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao, Mr. Wang Liang, Ji Ze Investment, Shun Jia Investment and He Hui Wan Yi Investment are deemed to be interested in the Shares held by Tai Zhi Feng Investment.
- (6) He Hui Wan Yi Investment is wholly-owned by Ms. Zhang Yitao. By virtue of the SFO, Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao, Mr. Wang Liang, Ji Ze Investment, Shun Jia Investment and Tai Zhi Feng Investment are deemed to be interested in the Shares held by He Hui Wan Yi Investment.
- (7) Ms. Zhang Yitao was deemed to be interested in 108,519,000 Shares, among which 25,415,000 Shares were held by He Hui Wan Yi Investment and 83,104,000 Shares were held jointly with another person as stated in Note (2).
- (8) The Core Trust Company Limited, as a trustee, holds 20,000,000 Shares on trust under the RSU Scheme through Great Insight Global Limited (the “Nominee”). The Nominee is wholly-owned by TCT (BVI) Limited, which is in turn wholly-owned by The Core Trust Company Limited.

Save as disclosed above, as at 31 December 2024, no person, other than the Directors and chief executive of the Company, whose interests are set out in the section “Directors’ and Chief Executives’ Interests and Short Positions in shares, underlying shares and debentures of the Company and its Associated Corporations” above, had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

Report of Directors

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACT OF SIGNIFICANCE

Save as disclosed in the section headed "Contractual Arrangements" and "Continuing Connected Transactions" above, no contract of significance was entered into between the Company or any of its subsidiaries and the controlling Shareholders or any of its subsidiaries, and no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling Shareholder or any of its subsidiaries was entered into during the year ended 31 December 2024.

RSU SCHEME

The Company has conditionally adopted the RSU Scheme by a resolution of the Shareholders and a resolution of the Board on 18 September 2019.

Purpose of the RSU Scheme

The purposes of the RSU Scheme is to reward the Participants (as defined below) for their contribution to the success of the Group, and to provide incentives to them to further contribute to the Group.

RSUs

The grant of restricted share units (the "**RSUs**") under the RSU Scheme gives a Participant a conditional right when the RSU vests to obtain Shares on or about the date of vesting, as determined by the Board in its absolute discretion.

Participants of the RSU Scheme

Participants of the RSU Scheme (the "**Participants**") include the following:

- (a) directors and employees of the issuer or any of its subsidiaries (including persons who are granted options or awards under the scheme as an inducement to enter into employment contracts with these companies);
- (b) directors and employees of the holding companies, fellow subsidiaries or associated companies of the issuer; and
- (c) persons who provide services to the issuer group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the issuer group.

RSU SCHEME (Continued)

Grant of RSUs

On and subject to the terms of the RSU Scheme and the terms and conditions that the Board imposes pursuant thereto, the Board shall be entitled at any time during the life of the RSU Scheme to make a grant to any Participant as the Board may in its absolute discretion determine. RSUs may be granted on such terms and conditions, including without limitation the amount payable on application or acceptance of the RSUs, the period within which payments must be made or loans for such purposes must be repaid and the purchase price (if any), as the Board may determine, provided such terms and conditions shall not be inconsistent with any other terms and conditions of the RSU Scheme and in compliance with the Listing Rules.

The number of RSUs available for grant under the scheme mandate of the RSU scheme as at 1 January 2024 and 31 December 2024 was 4,830,000 Shares.

The number of shares that may be issued in respect of RSUs granted under the RSU Scheme during the year ended 31 December 2024 is nil, representing 0% of the weighted average number of shares of the relevant class in issue of the Company for the year ended 31 December 2024, as the grant of RSUs will not involve any issue of new Shares or purchase of existing Shares after the Listing Date.

RSU Scheme Limit

The aggregate number of Shares underlying all grants made pursuant to the RSU Scheme (as amended) (excluding the awards that have lapsed or been cancelled in accordance with the rules of the RSU Scheme) shall be the aggregate number of Shares in issue held by or acquired by the trustee (or its nominee) for the purpose of the RSU Scheme, but in any event shall not exceed any limit prescribed by the Listing Rules.

The maximum entitlement of each participant of the RSU Schemes shall also be in compliance with the Listing Rules.

As at 1 January 2024 and 31 December 2024, the trustee (or its nominee) held 8,558,000 Shares and 8,558,000 Shares, respectively, for the purpose of the RSU Scheme, representing approximately 4.28% and 4.28% of the total number of issued Shares as at the date of this annual report .

Report of Directors

RSU SCHEME (Continued)

Vesting

The Board has the sole discretion to determine the vesting schedule and vesting conditions (if any) for any grant of RSU(s) to any grantee, which may also be adjusted and re-determined by the Board from time to time. The vesting period for RSU(s) shall not be less than 12 months. If the vesting conditions are not satisfied and no waiver of such condition is granted, the RSU shall be cancelled according to conditions as determined by the Board in its absolute discretion.

The RSU Scheme shall be valid and effective for a period of 10 years commencing from 18 September 2019. As at the date of this annual report, the remaining life of the RSU Scheme is approximately 4 years and 5 months.

Please refer to the section headed “Statutory and General Information — RSU Scheme” in the Prospectus for further details of the RSU Scheme.

On 25 June 2021, an aggregate of 15,170,000 RSUs were granted under the RSU Scheme. The closing price of the Shares on the date immediately before the date of grant of such RSUs was HK\$2.140. Among the 15,170,000 RSUs granted, 9,100,000 RSUs were granted to the Directors and 6,070,000 RSUs were granted to other employees of the Group. As at 1 January 2024, no RSUs granted to the Directors were outstanding. No RSUs had been granted or agreed to be granted under the RSU Scheme during the Reporting Period. Details of the movements of the outstanding RSUs granted to the other employees of the Group during the Reporting Period are set out below:

Grantee	Date of grant	Number of unvested RSUs as at 1 January 2024	Granted during the Reporting Period	Vested during the Reporting Period	Lapsed during the Reporting Period	Cancelled during the Reporting Period	Number of unvested RSUs as at 31 December 2024
Other Employees	25 June 2021	720,000	—	—	720,000	—	—
Total		720,000	—	—	720,000	—	—

RSU SCHEME (Continued)

Please refer to the announcement of the Company dated 30 June 2021 for further details in relation to the grant of RSUs.

For the fair value of the RSUs as at the date of grant and the accounting standard and policy adopted, please refer to note 28 of the notes to the consolidated financial statement.

SHARE OPTION SCHEME

The following is a summary of the principal terms of the Share Option Scheme. The Share Option Scheme came into effect on the Listing Date. The terms of the Share Option Scheme are in accordance with the provisions under the Listing Rules.

Purpose of the Share Option Scheme and Eligibility

The purpose of the Share Option Scheme is to motivate the Eligible Persons (as defined below) to optimize their future contributions to the Group and/or to reward them for their past contributions, to attract and retain or otherwise maintain ongoing relationships with such Eligible Persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, and additionally in the case of Executives (as defined below), to enable the Group to attract and retain individuals with experience and ability and/or to reward them for their past contributions. Subject to the terms of the Share Option Scheme, the Board shall be entitled at any time during the life of the Share Option Scheme to offer the grant of any Option (as defined below) to any Eligible Person as the Board may in its absolute discretion select. The basis of eligibility shall be determined by the Board from time to time.

Participants of the Share Option Scheme

The Board may, at its absolute discretion, offer options (the “**Options**”) to subscribe for such number of Shares in accordance with the terms set out in the Share Option Scheme to:

- (a) directors and employees of the issuer or any of its subsidiaries (including persons who are granted options or awards under the scheme as an inducement to enter into employment contracts with these companies);
- (b) directors and employees of the holding companies, fellow subsidiaries or associated companies of the issuer; and
- (c) persons who provide services to the issuer group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the issuer group.

The persons referred above are the “**Eligible Persons**”.

Report of Directors

SHARE OPTION SCHEME (Continued)

Maximum Number of Shares

The maximum number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issue as at the Listing Date, such limit represents 20,000,000 Shares (the “**General Scheme Limit**”), being 10% of the issued Shares as at the date of this annual report. Any further grant of Options in excess of the General Scheme Limit is subject to Shareholders’ approval in a general meeting of the Company. The maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Group shall not exceed 30% of the Shares in issue from time to time.

Maximum Entitlement of Each Participant

The maximum number of Shares issued and to be issued upon exercise of the Options granted to any one Eligible Person (including exercised and outstanding Options) in any 12-month period shall not exceed 1% of the Shares in issue from time to time (the “**Individual Limit**”). Any further grant of Options in excess of the Individual Limit is subject to Shareholders’ approval in a general meeting of the Company.

Offer Period

An offer of the grant of an Option shall remain open for acceptance by the Eligible Person concerned for a period of 28 days from the offer date provided that no such grant of an Option may be accepted after the expiry of the effective period of the Share Option Scheme. An Option shall be deemed to have been granted and accepted by the Eligible Person and to have taken effect when the duplicate offer letter comprising acceptance of the offer of the Option duly signed by the grantee together with a remittance in favor of the Company of HK\$1.0 by way of consideration for the grant thereof is received by the Company on or before the date upon which an offer of an Option must be accepted by the relevant Eligible Person, being a date not later than 30 days after the offer date.

Vesting and Performance Target

Subject to the provisions of the Listing Rules, the Board may in its absolute discretion when offering the grant of an Option impose any conditions, restrictions or limitations in relation thereto in addition to those set forth in the Share Option Scheme as the Board may think fit (to be stated in the letter containing the offer of the grant of the Option) including (without prejudice to the generality of the foregoing) qualifying and/or continuing eligibility criteria, conditions, restrictions or limitations relating to the achievement of performance, operating or financial targets by the Company and/or the grantee, the satisfactory performance or maintenance by the grantee of certain conditions or obligations or the time or period when the right to exercise the Option in respect of all or some of the Shares to which the Option relates shall vest provided that such terms or conditions shall not be inconsistent with any other terms or conditions of the Share Option Scheme.

Amount Payable for Options

The amount payable on acceptance of an Option is HK\$1.0.

SHARE OPTION SCHEME (Continued)

Subscription Price

The subscription price in respect of any particular Option shall be such price as the Board may in its absolute discretion determine at the time of the grant of the relevant Option (and shall be stated in the letter containing the offer of the grant of the Option) but the subscription price shall not be less than whichever is the highest of (i) the closing price of a share of the Company as stated in the Stock Exchange's daily quotations sheet on the offer date; and (ii) the average closing price of a Share as stated in the Stock Exchange's daily quotations sheet for the five business days (as defined in the Listing Rules) immediately preceding the offer date.

Exercise of Option

An Option shall be exercised in whole or in part (but if in part only, in respect of a board lot or any integral multiple thereof) within the period, in respect of an Option, commencing immediately after the business day (as defined in the Listing Rules) on which the Option is deemed to be granted and accepted in accordance to the Share Option Scheme (the "**Commencement Date**") and expiring on such date of the expiry of the Option as the Board may in its absolute discretion determine and which shall not exceed 10 years from the Commencement Date but subject to the provisions for early termination thereof contained in the Share Option Scheme. The vesting period for Option shall not be less than 12 months.

As of 31 December 2024, there were no outstanding Option and no Option has been granted, exercised, cancelled or lapsed under the Share Option Scheme. The total number of shares available for issue under the Share Option Scheme as at 1 January 2024 and 31 December 2024 was 20,000,000 Shares, representing 10.00% of the issued Shares as at the date of this report.

The Share Option Scheme will remain in force for a period of 10 years commencing from 21 December 2020. As at the date of this annual report, the remaining life of the Share Option Scheme is approximately 5 years and 8 months.

Please refer to the section headed "Statutory and General Information — Share Option Scheme" in the Prospectus for further details of the Share Option Scheme.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme as disclosed above, no equity-linked agreements that will or may result in the Company issuing Shares or that require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the year ended 31 December 2024 or subsisted as at 31 December 2024.

DONATION

During the year ended 31 December 2024, the Group did not make any charitable donations.

DEBENTURE ISSUED

The Group did not issue any debenture during the year ended 31 December 2024.

Report of Directors

EMOLUMENT POLICY

The Group is committed to establishing fair remuneration system and will conduct performance evaluation for its employees on an annual basis. Compensation for employees of the Group typically consists of a base salary and a performance-based bonus. The emoluments of the Directors and senior management of the Company are proposed by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics, subject to the final decision by the Board.

The remuneration of the Directors and five highest paid individuals of the Company are set out in note 8 to the consolidated financial statements.

To the knowledge of the Company, as at the date of this annual report, none of the Directors had waived or agreed to waive any arrangement for emolument.

Pursuant to the applicable PRC laws and regulations, the Group participates to contribute to various security insurance including social insurance and having provident fund. No forfeited contributions are available to reduce the contribution payable by the Group in the future years.

DIRECTORS' REMUNERATION POLICY

A directors' remuneration policy has been adopted. It aims to set out the Company's policy in respect of remuneration paid to executive Directors and non-executive Directors. The Directors' remuneration policy sets out the remuneration structure that allows the Company to attract, motivate and retain qualified Directors who can manage and lead the Company in achieving its strategic objective and contribute to the Company's performance and sustainable growth, and to provide Directors with a balanced and competitive remuneration. The remuneration policy is, therefore, aiming at being competitive but not excessive. To achieve this, remuneration package is determined with reference to a matrix of factors, including the individual performance, qualification and experience of Directors concerned and prevailing industry practice. It will be reviewed and, if necessary, updated from time to time to ensure its continued effectiveness.

PENSION SCHEME

The employees of the Group which operates in Mainland China are required to participate in a central pension scheme (the "**Central Pension Scheme**") operated by the local municipal government, which the Group is required to contribute a certain percentage, which was pre-determined by the local municipal government, of the sum of basic salary and allowance of employees to the Central Pension Scheme. The contributions by the Group for the Central Pension Scheme are charged to the statements of profit or loss as they become payable in accordance with the relevant rules of the respective schemes.

The Group's contributions to the Central Pension Scheme vest fully and immediately with the employees. Accordingly, (i) for each of the two years ended 31 December 2023 and 31 December 2024, there was no forfeiture of contributions under the Central Pension Scheme; and (ii) there were no forfeited contributions available for the Group to reduce its existing level of contributions to the Central Pension Scheme as at 31 December 2023 and 31 December 2024.

For each of the two years ended 31 December 2023 and 31 December 2024, the Group did not have any defined benefit plan.

Report of Directors

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2024, revenue attributable to the largest customer of the Group amounted to approximately 18% of the total revenue in the year and the five largest customers of the Group accounted for 43% of the Group's total revenue in the year.

For the year ended 31 December 2024, purchases attributable to the largest supplier of the Group amounted to approximately 5% of the total purchases in the year and the five largest suppliers of the Group accounted for 16% of the Group's total purchases in the year.

So far as the Board is aware, neither the Directors and their respective close associates nor any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, during the period from the Listing Date and up to the date of this annual report, the Company has maintained the prescribed public float as required by the Listing Rules.

AUDITOR

The consolidated financial statements for the year ended 31 December 2024 have been audited by Moore CPA Limited, who will retire at the forthcoming AGM, and, being eligible, offer themselves for re-appointment. A resolution will be proposed to the Shareholders at the forthcoming AGM to re-appoint Moore CPA Limited as the external auditor of the Company. The Company has not changed its auditor during the past three years.

On behalf of the Board
Shi Wei
Chairman

26 March 2025

Independent Auditor's Report



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Independent Auditor's Report to the Shareholders of Mediwelcome Healthcare Management & Technology Inc.

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Mediwelcome Healthcare Management & Technology Inc. (the “**Company**”) and its subsidiaries (together, the “**Group**”) set out on pages 79 to 152, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) 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**”) 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**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Independent Auditor's Report

KEY AUDIT MATTERS (Continued)

Key audit matter

How our audit addressed the key audit matter

Impairment assessment of trade receivables

We identified the impairment of trade receivables as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole and the estimation of impairment losses entails certain degree of the inability of the customers to make the required payment.

As disclosed in the Note 18 to the consolidated financial statements, the trade receivables net of impairment amounted to RMB50,394,000 as at 31 December 2024. Impairment losses amounting to RMB7,943,000 have been recognised for the year ended 31 December 2024.

Management performed periodic assessment on the recoverability of the trade receivables and the sufficiency of provision for impairment based on information including credit profile of different customers, ageing of the trade receivables, historical settlement records, subsequent settlement status, expected timing and amount of realisation of outstanding balances, and on-going business relationships with the relevant customers. Management also considered forward looking information that may impact the customers' ability to repay the outstanding balances in order to estimate the expected credit losses for the impairment assessment.

We focused on this area due to the impairment assessment of trade receivables under the expected credit losses model involved the use of significant management judgements and estimates.

Our procedures in relation to the impairment assessment of trade receivables included:

- Obtaining an understanding of how allowance for trade receivables is estimated by the management;
- Testing the ageing of trade receivables, on a sample basis, to the supporting documents and the credit term granted;
- Challenging the information used to determine the expected credit losses by considering cash collection performance against historical trends and the level of credit loss charges over time;
- Reviewing the accuracy of management's judgement by comparing historical management's judgement against actual write-offs;
- Discussing with the management on their assessment based on the business relationship with customers in relation to overdue trade receivables with/without settlement; and
- Examining on sampling basis evidence related to post year end cash receipt.

Independent Auditor's Report

KEY AUDIT MATTERS (Continued)

Key audit matter

Impairment assessment of property, plant and equipment, right-of-use assets and intangible assets

We identified the impairment assessment of property, plant and equipment, right-of-use assets and intangible assets as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole and the estimation of impairment losses entails certain degree of the management's judgements and estimates used in the impairment assessment.

As disclosed in Notes 3(b) and 15(b) to the consolidated financial statements, property, plant and equipment, right-of-use assets and intangible assets with net carrying amounts of RMB3,026,000, RMB8,513,000 and RMB11,679,000 respectively before impairment as at 31 December 2024. Impairment losses of intangible assets amounting to RMB11,679,000 and nil impairment loss of property, plant and equipment and right-of-use assets have been recognised for the year ended 31 December 2024.

Management performed assessment at the end of each reporting period to consider whether there is any indication that may affect the asset value. The recoverable amounts of these assets are assessed by higher of fair value less costs of disposal and value-in-use calculations which are based on future discounted cash flows on a cash generating unit ("CGU") basis. Significant judgments and estimates are required to determine the recoverable amounts of the asset, based on value-in-use calculations of the estimated future cash flows of the relevant CGUs, using appropriate key assumptions including revenue growth rates and discount rates.

How our audit addressed the key audit matter

Our procedures in relation to the assessment of impairment of property, plant and equipment, right-of-use assets and intangible assets included:

- Evaluating management's identification of impairment indicators with reference to the requirements of the prevailing accounting standards;
- Understanding the approach and methodology used in the impairment assessment process and evaluating the key assumptions adopted by the management in estimating the recoverable amounts;
- With the assistance of our internal valuation specialists, assessing the discount rates used in the cash flow forecasts by benchmarking against other similar industry groups; and
- Obtaining sensitivity analyses of the discount rates and revenue growth rates and considering the resulting impact on the impairment charge for the year and whether there were any indicators of management bias.

Independent Auditor's Report

KEY AUDIT MATTERS (Continued)

Key audit matter

Revenue recognition of medical conference services and patient education and screening services

We identified the revenue recognition of medical conference services and patient education and screening services as a key audit matter due to the significance of the revenue amount to the consolidated financial statements as a whole and it also involved multiple performance obligations.

As disclosed in the Note 4 to the consolidated financial statements, the revenue of medical conference services and patient education and screening services for the year ended 31 December 2024 amounted to RMB165,792,000 in aggregate.

There is a risk that revenue may be misstated because of fraud. Revenue as an important key performance indicator of how the Group measures its performance creates financial incentives and excessive pressures that entice management to falsify accounting records.

Some contracts of medical conference services and patient education and screening services may include multiple performance obligations. The Group allocates revenue of medical conference services and patient education and screening services to each performance obligation based on its relative standalone selling price. If the standalone selling price is not directly observable, it is estimated based on expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information. Assumptions and estimations have been made in estimating the relative selling price of each distinct performance obligation, and changes in judgements on these assumptions and estimates may impact the revenue recognition

How our audit addressed the key audit matter

Our procedures in relation to revenue recognition of medical conference services and patient education and screening services included:

- Reviewing the key terms of major contracts with customers and assessing the accounting policy applied by the Group;
- Performing walkthroughs to understand the design of the revenue cycle for these income streams and testing controls in the revenue recognition;
- Performing confirmation procedures to confirm revenue and balances of trade receivables for certain customers;
- Checking and comparing the revenue recognised by the Group to the price allocation of respective performance obligations in the contracts, and tracing to respective supporting documents on sampling basis;
- Testing revenue transactions on a sample basis throughout the year and close to the year end to verify that they were recorded in the correct periods;
- Performing substantive analytical reviews to understand how the revenue has trended over the year; and
- Testing the journal entries related to revenue recognition focusing on unusual or irregular transactions.

Independent Auditor's Report

OTHER INFORMATION

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

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

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

Independent Auditor's Report

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. This report is made solely to you, as a body, in accordance with 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.

As part of an audit in accordance with HKSA's, we exercise professional judgement 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 of the Group.
- 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 activities 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 the 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.

Moore CPA Limited

Certified Public Accountants

Cheung Sai Kit

Practising Certificate Number: P05544

Hong Kong, 26 March 2025

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
Revenue	4	321,558	331,308
Cost of sales		(270,554)	(301,413)
Gross profit		51,004	29,895
Other income, gains and losses	5	3,804	7,287
Selling expenses		(20,666)	(22,335)
Administrative expenses		(39,924)	(51,014)
Research and development expenses		(18,680)	(32,685)
Finance costs	6	(1,087)	(1,304)
Impairment losses on trade receivables	31.2	(7,943)	(5,776)
Impairment losses on Intangible assets	15	(11,679)	(20,446)
Loss before taxation	7	(45,171)	(96,378)
Income tax (expense)/credit	9	(1,776)	287
Loss for the year		(46,947)	(96,091)
Other comprehensive income			
<i>Item that will not be reclassified to profit or loss:</i>			
Fair value change of equity investments at fair value through other comprehensive income		259	15,899
Total comprehensive loss for the year		(46,688)	(80,192)
Loss for the year attributable to:			
— Owners of the Company		(45,245)	(94,096)
— Non-controlling interests		(1,702)	(1,995)
		(46,947)	(96,091)
Total comprehensive loss for the year attributable to:			
— Owners of the Company		(44,986)	(78,197)
— Non-controlling interests		(1,702)	(1,995)
		(46,688)	(80,192)
Loss per share			
— Basic and diluted loss per share (RMB cents)	11	(23.63)	(49.15)

Consolidated Statement of Financial Position

31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
ASSETS			
Non-current assets			
Property, plant and equipment	12	3,026	3,720
Right-of-use assets	13	8,513	7,025
Equity instruments at fair value through other comprehensive income	14	20,646	17,046
Intangible assets	15	–	–
Deferred tax assets	16	–	2,175
Deposits and other receivables	17	1,043	3,283
		33,228	33,249
Current assets			
Trade receivables	18	50,394	56,864
Contract costs	19	35,785	27,383
Prepayments, deposits and other receivables	17	3,025	16,470
Bank balances and cash	20	71,656	80,352
		160,860	181,069
Total assets		194,088	214,318
LIABILITIES			
Current liabilities			
Trade payables	21	37,602	32,297
Contract liabilities	22	23,153	18,695
Other payables and accruals	23	12,327	12,170
Lease liabilities	24	4,937	7,602
Borrowings	25	39,027	21,507
		117,046	92,271
Net current assets		43,814	88,798
Total assets less current liabilities		77,042	122,047
Non-current liabilities			
Deferred tax liabilities	16	–	58
Lease liabilities	24	3,763	2,022
		3,763	2,080
Net assets		73,279	119,967

Consolidated Statement of Financial Position

31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
EQUITY			
Capital and reserves attributable to owners of the Company			
Share capital	26	1	1
Reserves	27	71,138	116,124
		71,139	116,125
Non-controlling interests			
		2,140	3,842
Total equity			
		73,279	119,967

The consolidated financial statements were approved and authorised for issue by the board of directors on 26 March 2025.

Shi Wei
Director

Wang Liang
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2024

	Attributable to owners of the Company									Non-controlling interests RMB'000	Total RMB'000
	Share capital RMB'000 (Note 26)	Share premium RMB'000 (Note 27(a))	Capital reserve RMB'000 (Note 27(b))	Statutory reserve RMB'000 (Note 27(c))	Fair value reserve RMB'000 (Note 27(d))	Other reserve RMB'000 (Note 27(e))	Share-based compensations RMB'000	Accumulated losses RMB'000	Sub total RMB'000		
As at 1 January 2023	1	98,602	37,878	16,121	(3,984)	54,216	1,474	(9,286)	195,022	5,837	200,859
Loss for the year	–	–	–	–	–	–	–	(94,096)	(94,096)	(1,995)	(96,091)
Other comprehensive loss											
Fair value changes of equity instruments at FVTOCI	–	–	–	–	15,899	–	–	–	15,899	–	15,899
Total comprehensive loss for the year	–	–	–	–	15,899	–	–	(94,096)	(78,197)	(1,995)	(80,192)
Derecognition upon disposal of equity instruments at FVTOCI	–	–	–	–	(860)	–	–	860	–	–	–
Share-based compensation											
— Value of employee services (Notes 7 and 28)	–	–	–	–	–	–	(700)	–	(700)	–	(700)
As at 31 December 2023	1	98,602	37,878	16,121	11,055	54,216	774	(102,522)	116,125	3,842	119,967
As at 1 January 2024	1	98,602	37,878	16,121	11,055	54,216	774	(102,522)	116,125	3,842	119,967
Loss for the year	–	–	–	–	–	–	–	(45,245)	(45,245)	(1,702)	(46,947)
Other comprehensive loss											
Fair value changes of equity instruments at FVTOCI	–	–	–	–	259	–	–	–	259	–	259
Total comprehensive loss for the year	–	–	–	–	259	–	–	(45,245)	(44,986)	(1,702)	(46,688)
Transfer of share-based compensation reserve upon the expiry of RSU scheme	–	–	–	–	–	–	(774)	774	–	–	–
As at 31 December 2024	1	98,602	37,878	16,121	11,314	54,216	–	(146,993)	71,139	2,140	73,279

* Less than RMB1,000

Consolidated Statement of Cash Flows

For the year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
Operating activities			
Loss before taxation		(45,171)	(96,378)
Adjustments for:			
Depreciation of property, plant and equipment	12	1,608	2,595
Depreciation of right-of-use assets	13	8,340	7,638
Amortisation of intangible assets	15	402	10,316
Share-based compensation expense	28	–	(700)
Gain on fair value changes in financial assets at fair value through profit or loss	5	(463)	(2,194)
Impairment losses on trade receivables	31.2(b)	7,943	5,776
Loss on disposal of property, plant and equipment	12	58	54
Finance costs	6	1,087	1,304
Interest income	5	(264)	(415)
Impairment losses on intangible assets		11,679	20,446
Gain on early termination of lease contract		–	(1,789)
Operating cash flows before movements in working capital		(14,781)	(53,347)
(Increase)/decrease in trade receivables		(1,473)	14,050
Increase in contract costs		(8,402)	(9,351)
Decrease/(increase) in prepayments, deposits and other receivables		685	(8)
Increase/(decrease) in trade payables		5,305	(1,724)
Increase/(decrease) in contract liabilities		4,458	(18,356)
Increase/(decrease) in other payables and accruals		157	(6,839)
Cash used in operations		(14,051)	(75,575)
Income tax paid		–	(7)
Net cash used in operating activities		(14,051)	(75,582)
Investing activities			
Purchases of property, plant and equipment	12	(972)	(1,401)
Acquisition of intangible assets	15	(12,081)	(201)
Purchases of financial assets at fair value through profit or loss	31.4	(62,000)	(19,996)
Proceeds from disposal of financial assets at fair value through profit or loss	31.4	62,463	37,640
Proceeds from disposal of equity instruments at FVTOCI		15,000	–
Purchases of equity instruments at FVTOCI		(3,000)	–
Interest received	5	264	415
Net cash (used in)/from investing activities		(326)	16,457

Consolidated Statement of Cash Flows

For the year ended 31 December 2024

	Notes	2024 RMB'000	2023 RMB'000
Financing activities			
Proceeds of borrowings		25,007	22,381
Repayment of borrowings		(7,487)	(9,963)
Payment for interest portion of borrowings		(541)	(572)
Payment for principal portion of lease liabilities	24	(10,752)	(10,208)
Payment for interest portion of lease liabilities	24	(546)	(732)
Net cash from financing activities		5,681	906
Net decrease in cash and cash equivalents		(8,696)	(58,219)
Cash and cash equivalents at beginning of the year		80,352	138,571
Cash and cash equivalents at end of the year, representing bank balances and cash	20	71,656	80,352

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

1. GENERAL INFORMATION

Mediwelcome Healthcare Management & Technology Inc. (the “**Company**”) was incorporated under the laws of the Cayman Islands with limited liability on 21 February 2020. The registered office is located at Floor 4, Willow House, Cricket Square, Grand Cayman KY1-9010, Cayman Islands and its principal place of business in Hong Kong is located at Unit 1218, 12th Floor, Corporation Square, No. 8 Lam Lok Street, Kowloon Bay, Kowloon, Hong Kong.

The Company acts as an investment holding company and the particulars of its subsidiaries are set out in Note 33 to the consolidated financial statements. The Company and its subsidiaries are collectively referred to as the “**Group**”.

The Company is ultimately controlled by Mr. Shi Wei, Mr. Yang Weimin, Ms. Zhang Yitao and Mr. Wang Liang (collectively referred to as the “**Controlling Parties**”), who are also parties acting in concert, and as a result of contractual arrangements, collectively have the power to direct the relevant activities of the Group.

Items included in the consolidated financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The functional currency of the Company is Renminbi (“**RMB**”) since the Company’s primary subsidiaries were incorporated and are operating in People’s Republic of China (the “**PRC**”) and these subsidiaries considered RMB as their functional currency. The consolidated financial statements is presented in RMB, which is the Company’s functional and the Group’s presentation currency. All values are rounded to the nearest thousand except when otherwise indicated.

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. The principal accounting policies and methods of computation used by the Group in the preparation of the consolidated financial statements for the year ended 31 December 2024 are consistent with those adopted in the consolidated financial statements for the year ended 31 December 2023, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which includes all HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.1 Basis of preparation (Continued)

Application of new and amendments to HKFRSs

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2024 for the preparation of the consolidated financial statements:

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

The application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

		Effective for annual periods beginning on or after
Amendments to HKAS 21	Lack of Exchangeability	1 January 2025
Amendments to HKFRS 9 and HKFRS 7	Classification and Measurement of Financial Instruments	1 January 2026
Amendments to HKFRS 9 and HKFRS 7	Contracts Referencing Nature-dependent Electricity	1 January 2026
Amendments to HKFRS Accounting Standards	Annual improvements to HKFRS Accounting Standards-Volume 11	1 January 2026
HKFRS18	Presentation and Disclosure in Financial Statements	1 January 2027
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined

Except for the new to HKFRSs mentioned below, the directors of the Company anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.1 Basis of preparation (Continued)

Application of new and amendments to HKFRSs (Continued)

HKFRS 18 Presentation and Disclosure in Financial Statements

HKFRS 18 Presentation and Disclosure in Financial Statements, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 Presentation of Financial Statements. This new HKFRS Accounting Standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of comprehensive income; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 Statement of Cash Flows and HKAS 33 Earnings per Share are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group's consolidated financial statements.

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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 listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.2 Basis of consolidation (Continued)

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 *Financial Instruments* ("HKFRS 9") or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief executive officer and directors of the Company that makes strategic decisions.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.4 Foreign currency

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

2.5 Property, plant and equipment

All property, plant and equipment is stated at historical costs less accumulated depreciation and accumulated impairment loss. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

All property, plant and equipment is stated at historical costs less accumulated depreciation and accumulated impairment loss. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred. Depreciation is calculated on the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Electronic equipment	3 to 5 years
Furniture and fixtures	3 to 5 years
Motor vehicle	3 to 5 years
Leasehold improvements	Estimated useful lives (2 to 3 years) or remaining lease terms, whichever is shorter

The assets' useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.5 Property, plant and equipment (Continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised in "Other income, gains and losses" in the consolidated statement of comprehensive income.

2.6 Intangible assets

(a) Research and development expenditures

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are capitalised as intangible assets when recognition criteria are fulfilled. These criteria include: (1) it is technically feasible to complete the software product so that it will be available for use; (2) management intends to complete the software product and use or sell it; (3) there is an ability to use or sell the software product; (4) it can be demonstrated how the software product will generate probable future economic benefits; (5) adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and (6) the expenditure attributable to the software product during its development can be reliably measured. Other development expenditures that do not meet those criteria are recognised as expenses as incurred.

Development costs previously recognised as expenses are not recognised as assets in subsequent periods. Capitalised development costs are amortised from the point at which the assets are ready for use on a straight-line basis over their useful lives. Customer contracts obtained and acquired from Beijing Weiliandong Internet Technology Co. Ltd. ("Weiliandong") are amortised on straight-line basis over the contract term.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.7 Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease at inception of a contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For short-term leases and leases of low value assets, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease, and payments for these leases are presented as cash flows from operating activities in the consolidated statement of cash flows.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the interest rate implicit in the lease. If this rate cannot be readily determined, the Group uses the lessee's incremental borrowing rate.

Lease payments include fixed payments, less any lease incentives receivables, variable lease payments that depend on an index or a rate known at the commencement date, and purchase options or extension option payments if the Group is reasonably certain to exercise these options. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and are recognised as an expense in profit or loss in the year in which the event or condition that triggers those payments occurs.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. The right-of-use assets are depreciated starting at the commencement date of the lease over the shorter period of useful life of the underlying asset and lease term unless the lease transfers ownership of the underlying asset to the lessee by the end of the lease term or if the cost of the right-of-use asset reflects that lessee will exercise a purchase option, the right-of-use assets are depreciated starting at the commencement date of the lease to the end of the useful life of the underlying assets.

Termination options are included in certain leases across the Group and all the termination options are exercisable only by the respective lessor and not by the Group. The Group has an unconditional obligation to pay for the right to use the asset for the period of the lease ranging from 12 to 53 months.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.8 Impairment of non-financial assets

Goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (CGUs). In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.9 Investments and other financial assets

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e. the date that the Group commits to purchase or sell the asset.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 *Revenue from Contracts with Customers* ("HKFRS 15"). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.9 Investments and other financial assets (Continued)

Financial instruments (Continued)

(a) Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or fair value through other comprehensive income as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.9 Investments and other financial assets (Continued)

Financial instruments (Continued)

(a) Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost and debt instruments/receivables subsequently measured at fair value through other comprehensive income. For financial instruments other than purchased or originated credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or fair value through other comprehensive income or designated as fair value through other comprehensive income are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes dividend or interest earned on the financial asset and is included in the "other income, gains and losses" line item.

(iii) Equity instruments at FVTOCI

Investments in equity instruments at FVTOCI on initial recognition are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve (non-recycling); and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained earnings/will continue to be held in the fair value reserve (non-recycling).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.9 Investments and other financial assets (Continued)

Financial instruments (Continued)

(b) Impairment of financial assets

The Group recognises a loss allowance for expected credit loss (“**ECL**”) on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables and bank balances and cash). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on whether there has been significant increase in credit risk since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. 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:

- an actual or expected significant deterioration in the financial instrument’s external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.9 Investments and other financial assets (Continued)

Financial instruments (Continued)

(b) Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, 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.

The Group considers the bank balances to have a low credit risk because the majority of the counterparties are banks with external credit rating of "investment grade" as per globally understood definitions.

(ii) Definition of default

The Group considers that default has occurred when the instrument is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower; or
- (b) a breach of contract, such as a default or past due event; or
- (c) 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; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.9 Investments and other financial assets (Continued)

Financial instruments (Continued)

(b) Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

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 adjusted by 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.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade, bills and receivables where the corresponding adjustment is recognised through a loss allowance account.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.10 Derecognition of financial assets

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

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

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

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

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.11 Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by Mediwelcome Beijing and the Company are recognised at the proceeds received, net of direct issue costs.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Interest expense is recognised on an effective interest basis.

Financial liabilities

Initial recognition and measurement

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

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

The Group's financial liabilities include borrowings, trade and other payables and accruals.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.11 Financial liabilities and equity instruments (Continued)

Financial liabilities (Continued)

Subsequent measurement (Continued)

Financial liabilities at fair value through profit or loss (Continued)

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the Grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

2.12 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or share options are shown in equity as a deduction from the proceeds.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.13 Income tax

Income tax represents the sum of 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 at the time of the transaction does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, the carry forward 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 at the time of the transaction 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.

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.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.13 Income tax (Continued)

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

Deferred tax is calculated, without discounting, at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

2.14 Employee benefits

(a) Pension obligation

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees' payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administered funds managed by the PRC government.

The Group's contributions to the aforesaid defined contribution retirement schemes are expensed as incurred.

(b) Housing funds, medical insurances and other social insurances

Employees of the Group in the PRC are entitled to participate in various government-supervised housing funds medical insurances and other social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each year. Contributions to the housing funds, medical insurances and other social insurances are expensed as incurred.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.15 Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based compensation reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based compensation reserve. For shares that vest immediately at the date of grant, the fair value of the shares granted is expensed immediately to profit or loss.

When shares granted are vested, the amount previously recognised in share-based compensation reserve will be transferred to retained earnings.

2.16 Revenue recognition

The Group offers a variety of medical related services, including medical conference services, patient education and screening services and marketing strategy and consulting services.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.16 Revenue recognition (Continued)

(a) Performance obligation

(i) Medical conference services

The Group is engaged by medical associations and pharmaceutical companies to provide medical conference services to physicians through onsite conferences and online seminars to enhance their training and ability to treat more patients.

Onsite conferences involve (a) preparation of teaching materials, (b) arranging of professors to deliver conferences, (c) rental of sites and (d) managing services during the conferences. The sales of teaching materials and the delivery of conferences including (b), (c) and (d) are considered as two separate performance obligations.

Online seminars involve (a) preparation of teaching materials, (b) arranging of professors to deliver seminars, (c) development and (d) maintenance of platforms. The sales of teaching materials and the delivery of seminars including (b), (c) and (d) through the platforms are considered as two separate performance obligations.

(ii) Patient education and screening services

The Group is engaged by medical associations to provide patient education and screening services through onsite patient education and online patient education services.

Onsite seminars involve (a) preparation of teaching materials, (b) arranging of professors to deliver seminars, (c) rental of sites and (d) managing services during the seminars. The sales of teaching materials and the delivery of seminars including (b), (c) and (d) are considered as two separate performance obligations.

Online patient education services involve (a) preparation of teaching materials, (b) arranging of professors to deliver seminars, (c) development and (d) maintenance of platforms. The sales of teaching materials and the delivery of seminars including (b), (c) and (d) through the platforms are considered as two separate performance obligations.

(iii) Marketing and strategic consulting services

The Group generates revenue by providing marketing and strategic consulting services to pharmaceutical companies such as promotion, design of logo and posters, market research report and sourcing of promotion related products, etc. The sales of promotion materials and related products only involve a single performance obligation.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.16 Revenue recognition (Continued)

(a) Performance obligation (Continued)

(iv) Contract research organisation services

The Group is appointed by pharmaceutical companies, medical non-governmental organisations (“**medical NGOs**”) and drug developers as project manager to provide services for their medical research projects under fee-for-service (“**FFS**”) contracts which included (i) delivery of deliverable units and (ii) management services of research projects, which are separate performance obligations.

Deliverable units are generally in the form of technical laboratory reports and/or samples. The FFS contracts usually contain multiple deliverable units, and each of the deliverable units is with individual selling price specified within the contracts. The Group identifies each deliverable unit as a separate performance obligation for delivery of deliverable units.

Management services of research projects involve monitoring the overall progress of medical research projects as project manager, which are separate performance obligations.

(v) Internet hospital services

The Group provides mobile application platform for physicians to provide internet hospital services to patients. Patients purchase medicine through the mobile application after attending the online consultation with physicians (who are registered in the mobile application free of charge and are not employee of the Group) and obtaining e-prescription. Pharmacies will deliver the medicine to patients after the Group, as the practice license holder of internet hospital, approves the e-prescription issued by physicians. The Group is the primary obligor to provide such services and the Group has the ability to determine the pricing of the services and nature of services. In respect of the services provided, the Group earns consultation services income from patients and commissions for sales of medicine from pharmacies and the commission rate from pharmacies is determined based on the transaction amount of medicine being sold in each transaction. The provision for consultation services and the commission earned for the sales of medicine from pharmacies are considered as separate performance obligations.

(vi) Digital marketing and sales solution services

The Group provide marketing service to their customer for sourcing the marketing materials. The Group earns a service fee for each marketing material sourced. The sourcing of marketing materials only involve a single performance obligation.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.16 Revenue recognition (Continued)

(b) Timing of revenue recognition

(i) Sales of promotion or teaching materials

Preparation of promotion or teaching materials involve series of preparation works, which the customers are not able to simultaneously receive and consume the benefits until the Group delivers the promotion or teaching materials to the customers. Nor are the promotion or teaching materials controlled by the customer during the development of the materials. The sales of promotion or teaching materials are customised for each customer, therefore the Group's performance does not create an alternative use to the Group. However, in the opinion of the directors of the Company, the Group has no enforceable right to payment for performance completed to date according to the contracts. As a result, the consideration for the sales of promotion or teaching material are recognised as revenue at a point in time.

Sales of promotion or teaching materials income are recognised at a point in time when the materials are delivered and accepted by the customers.

(ii) Delivery of seminars/conferences

Delivery of seminars/conferences involve series of preparation works, which the customers are not able to simultaneously receive and consume the benefits until the Group deliver the seminars to the customers. Nor the preparation work for the delivery of seminars is controlled by the customer. The delivery of seminars are customised for each customer, therefore the Group's performance does not create an alternative use to the Group. However, in the opinion of the directors of the Company, the Group has no enforceable right to payment for performance completed to date according to the contracts. As a result, the consideration for the delivery of seminars/conferences are recognised as revenue at a point in time when the seminars/conferences are completed.

(iii) Delivery of deliverable units

The Group recognises revenue arising from FFS contracts of contractual elements at a point in time upon delivery of each deliverable unit to the customers.

(iv) Management services of research projects

The Group recognises revenue for the provision of management services of research projects over time when the customers simultaneously receive and consume the benefit from the Group's performance.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.16 Revenue recognition (Continued)

(b) Timing of revenue recognition (Continued)

(iv) *Management services of research projects* (Continued)

Input method is used to measure the progress towards complete satisfaction of a performance obligation which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

(v) *Consultation services income for internet hospital services*

The Group recognises the consultation services income for internet hospital services over time when the customers simultaneously receive and consume the benefit from the Group's performance.

(vi) *Commission income for sales of medicine for internet hospital services*

The Group recognises the commission income on sales of medicine for internet hospital services at a point in time when the medicine is delivered and accepted by the patients.

(vii) *Service income from digital marketing and sales solution services*

The Group recognises the service income for sourcing the marketing materials at a point in time when the marketing materials are delivered by the supplier and accepted by the customer.

(c) Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party.

The Group acts as principal for the provision of medical conference services, patient education services and marketing and strategic consulting services. Also, the Group acts as principal for the provision of management services of research projects for contract research organisation services and consultation services for internet hospital services.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.16 Revenue recognition (Continued)

(c) Principal versus agent (Continued)

The Group acts as an agent for provision of delivery of deliverable units and for sales of medicine for internet hospital services.

The Group acts as a principal in provision of online application platform and acts an agent for provision of digital marketing and sales solution services.

(d) Contract asset and contract liability

When either party to a contract has performed, the Group presents the contract in the statement of financial position as a contract asset or a contract liability, depending on the relationship between the Group's performance and the customer's payment. A contract asset is the Group's right to consideration in exchange for services that the Group has transferred to its customer that is not yet unconditional. A contract liability is the Group's obligation to transfer services to its customer for which the Group has received consideration from the customer. Incremental costs incurred to obtain a contract, if recoverable, are capitalised and presented as contract assets and subsequently expensed when the related revenue is recognised.

2.17 Recognition of contract costs

Contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory, property, plant and equipment (Note 2.5) or intangible assets (Note 2.6).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labor, direct materials, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs to fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

Capitalised contract costs are stated at cost less impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of the consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.18 Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance). Interest income is included in "Other income, gains and losses."

2.19 Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group; or
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Group's parent; or
- (b) An entity is related to the Group if 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 an associate or joint venture of a member of a group of which the other entity is a member);
 - (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 Group's parent. Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

2. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

2.19 Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

2.20 Provisions and contingent liabilities

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2.21 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are charged to the consolidated income statement in the period in which they are incurred.

2.22 Government subsidy

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

3. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(a) *Critical judgement in applying accounting policies*

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Principal versus agent consideration

In applying HKFRS 15, as explained in Note 2.16, the management of the Group assessed whether the Group acts as a principal and hence recognises revenue on gross basis, or acts as an agent and recognises revenue on net basis based on the requirements in HKFRS 15.

(i) Sales of promotion or teaching materials and delivery of seminars/conferences

The provision of medical conference services, patient education services and marketing and strategic consulting services (i.e. promotion services), involve engagement of professors by the Group to deliver the services. When the Group obtains a contract from a customer for promotion services, conference services or education services, the Group enters into contracts with the professors and directs the professors to prepare teaching materials and deliver the relevant seminars/conferences according to the Group's instruction for the customer.

The management of the Group assesses and concludes that the Group acts as a principal for provision of medical conference services, patient education services and marketing and strategic consulting services, as the Group has the right to direct how the professors should prepare the materials and deliver the seminars/conferences to the customers and customer does not have such right. In addition, the Group is obliged to pay the professors even if the customer fails to pay the Group.

(ii) Delivery of deliverable units

The provision of delivery of deliverable units involves physicians who are employed by pharmaceutical companies, medical NGOs and drug developers or relevant government authorities to prepare technical laboratory reports and/or samples.

The Group acts as an agent of pharmaceutical companies, medical NGOs and drug developers for provision of delivery of deliverable units as the Group does not have latitude in determining the remuneration for physicians.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

3. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTY (Continued)

(a) Critical judgement in applying accounting policies (Continued)

Principal versus agent consideration (Continued)

(iii) Management services of research projects

The Group acts as a principal for provision of management services of research projects to monitor the overall progress of medical research projects as project manager.

(iv) Consultation services income for internet hospital services

The Group acts as a principal for provision of consultation services income for internet hospital services as the Group is regarded as the primary obligor to provide such services and the Group has the ability to determine the pricing of the services and nature of services.

(v) Commission income for sales of medicine for internet hospital services

The Group acts as an agent for sales of medicine for internet hospital services as it does not have latitude in establishing prices of medicine and does not have inventory risk.

(vi) Service income for digital marketing and sales solution services

The Group acts as agent for provision of digital marketing and sales solutions for digital marketing and sales solution services as it does not have latitude in establishing prices of medicine and does not have inventory risk.

Performance obligation

In applying HKFRS 15, as explained in Note 2.16, the management of the Group assessed whether the services provided by the Group for medical conference services/patient education and screening services involve single performance obligation or multiple performance obligations.

The management of the Group assesses and concludes that sales of teaching materials and delivery of seminars/conferences involve two separate performance obligations as the sales of teaching material can be distinct, while the arranging of professors to deliver seminars, development and maintenance of platforms are highly interdependent and they are inputs to produce the combined service, which should be considered as another separate performance obligation (i.e. delivery of seminars/conferences).

Lease term determination

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). Potential future cash outflows have not been included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated). The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

3. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTY (Continued)

(b) *Key sources of estimation uncertainty*

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

Estimated impairment of property, plant and equipment, right-of-use assets and intangible assets

Property, plant and equipment, right-of-use assets and intangible assets are stated at costs less accumulated depreciation/amortisation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash generating unit to which the assets belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

Useful lives and amortisation charges of intangible assets

The Group's management determines the estimated useful lives and related amortisation charges for the Group's intangible assets with reference to the estimated periods that the Group intends to derive future economic benefits from the use of these assets. Management will revise the amortisation charges where useful lives are different to that of previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in useful lives and therefore amortisation expense in future periods.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

3. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTY (Continued)

(b) *Key sources of estimation uncertainty* (Continued)

Fair value of financial assets and equity instrument

Fair value of financial assets and equity instrument, in the absence of an active market, is estimated based on significant unobservable inputs using valuation techniques. Judgement and estimation are required in establishing the relevant valuation techniques and relevant inputs thereof. Changes in assumptions relating to these factors could result in material adjustments to the fair value of these financial assets. Further details are included in Note 31.4.

Provision of ECL for trade receivables and contract cost

The Group uses provision matrix to calculate ECL for the trade receivables and contract cost. The provision rates are based on internal credit ratings as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, trade receivables and contract cost with significant balances and credit impaired are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in Notes 31.2(b) and 18.

Discount rate for lease liability

In determining the discount rate for lease liabilities, the Group is required to estimate and determine the discount rate (being the lessee's incremental borrowing rates) taking into account the nature of the underlying assets and the terms and conditions of the leases, at both the commencement date and the effective date of the modification.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

4. REVENUE AND SEGMENT INFORMATION

The CODM reviews the “operating profit” as presented below and the consolidated results when making decisions about allocating resources and assessing performance of the Group as a whole. Therefore, the Group has only one reportable segment which mainly operates its businesses in the PRC and earns substantially all of the revenues from external customers attributed to the PRC. As at the end of the reporting period, substantially all of the non-current assets of the Group were located in the PRC. Therefore, no geographical segments are presented. No analysis of segment assets or segment liabilities is presented as they are not used by the CODM when making decisions about allocating resources and assessing performance of the Group.

	2024 RMB'000	2023 RMB'000
The Group's loss before taxation	(45,171)	(96,378)
Less: Other income, gains and losses	(3,804)	(7,287)
Operating loss presented to the CODM	(48,975)	(103,665)

Revenue by service type as follows:

	2024 RMB'000	2023 RMB'000
Medical conference services	158,680	163,680
Patient education and screening services	7,112	5,612
Marketing strategy and consulting services	137,118	136,801
Contract research organisation services	5,386	11,673
Internet hospital services	3,154	3,007
Digital marketing and sales solution services	10,108	10,535
Total revenue	321,558	331,308

The timing of revenue recognition for the services are as follows:

	2024 RMB'000	2023 RMB'000
Timing of revenue recognition		
At a point in time	320,566	330,144
Over time	992	1,164
Total revenue	321,558	331,308

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

4. REVENUE AND SEGMENT INFORMATION (Continued)

The major customers which contributed more than 10% of the total revenue for the corresponding years are listed as below:

	2024	2023
Customer A	14%	12%

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied or partially unsatisfied at the date of the reporting period.

	2024 RMB'000	2023 RMB'000
Within one year	450,379	458,336

5. OTHER INCOME, GAINS AND LOSSES

	2024 RMB'000	2023 RMB'000
Foreign exchange gain, net	731	476
Loss on disposal of property, plant and equipment	(58)	(54)
Bank interest income	264	415
Gain on fair value changes of financial assets at FVTPL	463	2,194
Gain on early termination of lease	—	1,789
Government subsidy (Note)	2,213	1,090
Value added tax refund	26	2,134
Others	165	(757)
	3,804	7,287

Note: Amount represented subsidy on the Group's business development without any specific conditions attached to the subsidy.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

6. FINANCE COSTS

	2024 RMB'000	2023 RMB'000
Interest expense on lease liabilities	546	732
Interest expense on borrowings	541	572
	1,087	1,304

7. LOSS BEFORE TAXATION

	2024 RMB'000	2023 RMB'000
Loss before taxation has been carried at after charging:		
Auditor's remuneration	1,111	1,251
Depreciation of property, plant and equipment (Note 12)	1,608	2,595
Depreciation of right-of-use assets (Note 13)	8,340	7,638
Amortisation of intangible assets (included in cost of sales) (Note 15)	402	10,316
Staff costs:		
— Fee and salaries (including directors' remuneration)	51,774	73,654
— Staff retirement benefit costs (including directors' retirement benefit scheme contributions)	5,115	6,921
— Social security costs, housing benefits and other employee benefits (including directors' social security costs, housing benefits and other benefits)	9,956	16,550
— Share-based compensation (Note 28)	—	(700)
	66,845	96,425

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

8. DIRECTORS' REMUNERATION, INDIVIDUALS WITH HIGHEST EMOLUMENTS AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' and chief executive's remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance (Chapter 622 of the Laws of Hong Kong), is as follows:

Year ended 31 December 2024

	Fee RMB'000	Salary, allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Retirement benefits scheme contributions RMB'000	Other social security costs, housing benefits and other employee benefits RMB'000	Share-based compensation RMB'000	Total RMB'000
Executive directors							
Shi Wei	-	600	-	46	45	-	691
Yang Weimin	-	600	-	46	45	-	691
Wang Liang	-	600	-	46	45	-	691
Wang Wei (Note 1)	-	300	-	44	43	-	387
Liu Guijin (Note 2)	-	359	-	44	43	-	446
Sui Huijun	-	480	-	58	86	-	624
	-	2,939	-	284	307	-	3,530
Non-executive directors							
Zhang Yitao	-	-	-	-	-	-	-
Liu Xia	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Independent non-executive directors							
Song Ruilin	120	-	-	-	-	-	120
Fei John Xiang (Note 3)	-	-	-	-	-	-	-
David Zheng Wang	120	-	-	-	-	-	120
Yang Xiaoxi	120	-	-	-	-	-	120
	360	-	-	-	-	-	360
	360	2,939	-	284	307	-	3,890

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

8. DIRECTORS' REMUNERATION, INDIVIDUALS WITH HIGHEST EMOLUMENTS AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(a) Directors' and chief executive's remuneration (Continued)

Year ended 31 December 2023

	Fee RMB'000	Salary, allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Retirement benefits scheme contributions RMB'000	Other social security costs, housing benefits and other employee benefits RMB'000	Share-based compensation RMB'000	Total RMB'000
Executive directors							
Shi Wei	–	600	–	46	45	–	691
Yang Weimin	–	600	–	46	45	–	691
Wang Liang	–	600	–	46	45	–	691
Wang Wei (Note 1)	–	470	–	44	43	–	557
Sui Huijun	–	470	–	58	64	–	592
	–	2,740	–	240	242	–	3,222
Non-executive directors							
Zhang Yitao	–	–	–	–	–	–	–
Liu Xia	–	–	–	–	–	–	–
	–	–	–	–	–	–	–
Independent non-executive directors							
Song Ruilin	321	–	–	–	–	–	321
Fei John Xiang (Note 2)	321	–	–	–	–	–	321
David Zheng Wang	229	–	–	–	–	–	229
Yang Xiaoxi	227	–	–	–	–	–	227
	1,098	–	–	–	–	–	1,098
	1,098	2,740	–	240	242	–	4,320

Notes:

- (1) Wang Wei has been resigned on 30 September 2024 as executive director.
- (2) Liu Guijin has been appointed as executive director on 30 September 2024.
- (3) Fei John Xiang has been resigned on 12 March 2024 as independent non-executive director.

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

No directors waived any emolument during both years.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

8. DIRECTORS' REMUNERATION, INDIVIDUALS WITH HIGHEST EMOLUMENTS AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, four (2023: four) are the directors of the Group during the year, whose emoluments are included in "Directors' and chief executive's remuneration" above. The emoluments of remaining one (2023: one) individual during the year are as follows:

	2024 RMB'000	2023 RMB'000
Salary, allowances and benefits in kind	439	1,200
Retirement benefits contributions	44	61
Other social security costs, housing benefits and other employee benefits	43	60
	526	1,321

The number of highest paid employees (including the directors) whose emoluments fell within the following band:

	Number of individuals	
	2024	2023
HK\$nil to HK\$1,000,000	5	4
HK\$1,000,001 to HK\$1,500,000	—	—
HK\$1,500,001 to HK\$2,000,000	—	1
HK\$2,000,001 to HK\$2,500,000	—	—
HK\$2,500,001 to HK\$3,000,000	—	—

During the current and prior year, no emoluments were paid by the Group to any of the directors or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

9. INCOME TAX EXPENSE/(CREDIT)

	2024 RMB'000	2023 RMB'000
Current tax	–	–
Under-provision of taxation for previous years	–	821
	–	821
Deferred tax (Note 16)	1,776	(1,108)
	1,776	(287)

(a) PRC enterprise income tax ("EIT")

EIT provision was made on the estimated assessable profits of entities within the Group incorporated in the PRC for both years calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits from refunds and allowances. The EIT rate is 25% during both years.

One of the entities comprising the Group was approved to be the High and New Technology Enterprise ("HNTe"), and the entity enjoyed the preferential tax rate of 15% for HNTe from 2022 to 2024. Another entity comprising the Group was approved to be the HNTe and is eligible to enjoy the preferential tax rate for HNTe of 15% from 2024 to 2026. The HNTe certificate needs to be renewed every three years so as to enable to enjoy the reduced tax rate of 15%.

The Group enjoyed additional 100% (2023: 100%) tax reduction based on the eligible research and development expenses for both years.

For the year ended 31 December 2024, nine (2023: nine) of the entities comprising the Group is qualified as small and micro-sized enterprises ("SMEs") for tax reduction. For the first RMB1 million of annual taxable income is eligible for 95.0% (2023: 95.0% reduction for first RMB1 million) reduction.

No provision for taxation in Hong Kong has been made as the Group's income neither arises in, nor is derived from, Hong Kong for both years.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

9. INCOME TAX EXPENSE/(CREDIT) (Continued)

(b) PRC withholding tax ("WHT")

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are generally subject to a 10% WHT. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%.

The Group does not have any plan to require its PRC subsidiaries to distribute their retained earnings and intends to retain them to operate and expand its business in the PRC. Accordingly, no deferred income tax liability on WHT was provided as at 31 December 2024 and 2023.

The income tax expense/(credit) for the year can be reconciled to the loss before taxation per the consolidated statement of comprehensive income as follows:

	2024 RMB'000	2023 RMB'000
Loss before taxation	(45,171)	(96,378)
Tax calculated at PRC statutory tax rate of 25% (2023: 25%)	(11,293)	(24,095)
Tax effect of expenses that are not deductible for tax purposes	2,889	2,114
Tax effect of tax losses and temporary difference not recognised	13,887	27,912
Tax effect of additional tax reduction for eligible research and development expenses	(4,488)	(8,261)
Tax effect of different tax rate	781	1,222
Under provision of taxation for previous years	–	821
Income tax expense/(credit)	1,776	(287)

10. DIVIDEND

The directors of the Company do not recommend the payment of any dividend in respect of the year ended 31 December 2024 (2023: Nil).

11. LOSS PER SHARE

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

	2024 RMB'000	2023 RMB'000
Loss attributable to owners of the Company	(45,245)	(94,096)
Weighted average number of ordinary shares in issue in the basic and diluted earnings per share calculation (in thousands)	191,442	191,442

The computation of diluted loss per share for the year ended 31 December 2024 and 2023 does not assume the issue of the Company's unvested RSUs as the assumed issue would result in a decrease in loss per share.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

12. PROPERTY, PLANT AND EQUIPMENT

	Electronic equipment <i>RMB'000</i>	Furniture and fixtures <i>RMB'000</i>	Motor vehicle <i>RMB'000</i>	Leasehold improvements <i>RMB'000</i>	Total <i>RMB'000</i>
Cost					
At 1 January 2023	9,984	938	11,491	4,613	27,026
Additions	349	26	1,026	–	1,401
Disposal	(305)	–	(1,987)	–	(2,292)
At 31 December 2023 and 1 January 2024	10,028	964	10,530	4,613	26,135
Additions	98	–	874	–	972
Disposal	(1,035)	(6)	–	–	(1,041)
At 31 December 2024	9,091	958	11,404	4,613	26,066
Accumulated depreciation					
At 1 January 2023	7,873	814	9,303	4,068	22,058
Depreciation provided for the year	1,257	108	685	545	2,595
Disposal	(305)	–	(1,933)	–	(2,238)
At 31 December 2023 and 1 January 2024	8,825	922	8,055	4,613	22,415
Depreciation provided for the year	510	17	1,081	–	1,608
Disposal	(977)	(6)	–	–	(983)
At 31 December 2024	8,358	933	9,136	4,613	23,040
Carrying amount					
At 31 December 2024	733	25	2,268	–	3,026
At 31 December 2023	1,203	42	2,475	–	3,720

Depreciation expenses have been charged to the consolidated statement of comprehensive income under administrative expenses.

As at 31 December 2024 and 2023, the Group performed impairment assessment on property, plant and equipment as set out in note 16(b).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

13. RIGHT-OF-USE ASSETS

	2024 RMB'000	2023 RMB'000
Leased premises for the Group to use as offices and warehouses	8,513	7,025

The Group obtains right to use offices and warehouses located in the PRC for a period of time through lease arrangements. Lease arrangements are negotiated on an individual basis and contain a wide range of different terms and conditions including lease payments and lease terms ranging from 12 to 53 months (2023: 12 to 53 months).

Termination options are included in certain leases across the Group and all the termination options are exercisable only by the respective lessor and not by the Group. The Group has an unconditional obligation to pay for the right to use the asset for the period of the lease.

Additions to the right-of-use assets during the year ended 31 December 2024 were RMB9,828,000 (2023: RMB5,811,000). Total cash outflow for leases during the year ended 31 December 2024 amounted to RMB11,298,000 (2023: RMB10,940,000).

Depreciation expenses have been charged to the consolidated statement of comprehensive income as follows:

	2024 RMB'000	2023 RMB'000
Administrative expenses	8,340	7,638

As at 31 December 2024 and 2023, the Group performed impairment assessment on right-of-use assets as set out in note 15(b).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

14. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	2024 RMB'000	2023 RMB'000
Unlisted equity securities		
— Beijing Cezhiyi Consulting Co., Ltd. (“ Beijing Cezhiyi ”) (Note (a))	1,766	1,638
— Shanghai Bohuikang Biological Technology Co., Ltd. (“ Shanghai Bohuikang ”) (Note (b))	15,053	14,212
— Beijing Lingchuang Yigu Technology Development Co., Ltd. (“ Lingchuang Yigu ”) (Note (c))	827	1,196
— Yuanyu Dingcheng Technology Development (Beijing) Ltd. (“ Yuanyu Dingcheng ”) (Note (d))	3,000	—
	20,646	17,046

Notes:

(a) On 16 March 2018, the Group entered into an agreement with two independent third parties to the Group to acquire 5% equity interests of Beijing Cezhiyi for a cash consideration of RMB1,725,000. The completion date of acquisition was on 18 May 2018.

(b) On 17 May 2018, the Group entered into an agreement with the founding shareholders of Shanghai Bohuikang, independent third parties to the Group, for the injection of new capital to Shanghai Bohuikang by the Group. Upon the completion of the capital contribution of RMB5,150,000 on 17 May 2018, the Group held 9% equity interests of Shanghai Bohuikang.

On 4 August 2021, the Group entered into an agreement with existing shareholders of Shanghai Bohuikang, independent third parties to the Group, for the acquisition for the capital contribution of RMB10,000,000 by the Group to Shanghai Bohuikang. Upon the completion of the capital contribution, the Group held 19.41% equity interests of Shanghai Bohuikang.

(c) On 16 November 2018, the Group entered into an agreement with the founding shareholders of Lingchuang Yigu, independent third parties to the Group, for the injection of new capital to Lingchuang Yigu by the Group. Upon the completion of the capital contribution of RMB5,300,000 on 23 November 2018, the Group held 15% of equity interests of Lingchuang Yigu.

On 2 July 2021, the Group entered into an agreement with the existing shareholders of Lingchuang Yigu and new investors, independent third parties to the Group, for the capital contribution of RMB45,000,000 to Lingchuang Yigu by certain of the existing shareholders Lingchuang Yigu and new investors for the new registered capital of RMB1,672,000 (“**Capital Contribution**”) and disposal of share capital of RMB283,000 of Lingchuang Yigu by the Group to a new investor at a cash consideration of RMB10,000,000 (“**1st Disposal**”). The 1st Disposal was due to the restructuring of shareholding of Lingchuang Yigu. The consideration was determined after arm’s length negotiation between the Group and the independent third party with reference to the latest business and development for future prospects of Lingchuang Yigu. The consideration was received on 13 July 2021. Upon completion of the Capital Contribution and the Disposal, the Group holds 4.52% of equity interest in Lingchuang Yigu.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

14. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

(Continued)

Notes: (Continued)

(c) (Continued)

At the date of completion of the 1st Disposal, the fair value of share capital of RMB283,000 of Lingchuang Yigu was RMB10,000,000 and fair value gain (net of income tax) amounting to RMB7,053,000 was recognised in other comprehensive income.

On 30 September 2023, the Group and certain existing shareholders entered into an agreement with an independent third party to dispose of an aggregate of 7.79% equity interest of Lingchuang Yigu for a cash consideration of RMB52,500,000. According to the agreement, the Group disposed of 2.23% equity interests at a cash consideration of RMB15,000,000 in this transaction ("**2nd Disposal**"). The consideration has been received on 26 March 2024.

On 7 November 2023, a shareholder of Lingchuang Yigu disposed of share capital of RMB552,000 to new investors ("**3rd Disposal**"), independent third parties to the Group, and agreed for the extra capital contribution for the new registered capital of RMB881,000 ("**2nd Capital Contribution**"), which diluted the Group equity interest from 2.25% to 2.01%.

Upon completion of the above transactions in 2023, the Group holds 2.01% of equity interest in Lingchuang Yigu.

- (d) On 3 June 2024, the Group entered into an agreement with two independent third parties to the Group to acquire 1% equity interests of Yuanyu Dingcheng for a cash consideration of RMB3,000,000. The completion date of acquisition was on 3 June 2024.
- (e) The above mentioned investments are not held for trading, instead, they are held for long-term strategic purposes. The directors of the Company have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

15. INTANGIBLE ASSETS

	Softwares RMB'000 (Note (a))
Cost	
At 1 January 2023	53,292
Additions	201
At 31 December 2023	53,493
Additions	12,081
At 31 December 2024	65,574
Accumulated amortisation	
At 1 January 2023	22,731
Charged for the year	10,316
At 31 December 2023	33,047
Charged for the year	402
At 31 December 2024	33,450
Accumulated impairment	
At 1 January 2023	–
Impairment (Note (b))	20,446
At 31 December 2023	20,446
Impairment (Note (b))	11,679
At 31 December 2024	32,125
Net carrying amount	
At 31 December 2024	–
At 31 December 2023	–

Notes:

- (a) Softwares represent softwares and systems and are amortised on straight-line basis over useful life of 5 years.
- (b) During year ended 31 December 2024, taking into consideration of the recurring losses incurred by the Group, impairment assessment was performed by the management on property, plant and equipment, right-of-use assets and intangible assets. Based on the results of the impairment assessment, the carrying amounts of intangible assets before any further provision of impairment exceeded their recoverable amounts, impairment losses of RMB11,679,000 (2023: RMB20,446,000) have been recognised in the consolidated statement of comprehensive income for the year ended 31 December 2024. The impairment assessment was made based on management's estimation of the recoverable amount against the carrying amount of the assets. The estimated recoverable amount as at 31 December 2024 was determined based on the value in use of the CGU to which the assets belong and represented the present value of expected future revenue and related cash flows arising from CGU discounting using the discount rate of 15.46% (2023: 16.38%).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

16. DEFERRED TAX

The analysis of deferred tax is as follows:

	2024 RMB'000	2023 RMB'000
Deferred tax assets	–	2,175
Deferred tax liabilities	–	(58)
	–	2,117

The gross movements in the deferred income tax assets/(liabilities) are as follows:

	Impairment on trade receivables RMB'000	Fair value change in intangible assets RMB'000 (Note a)	Fair value change in equity instruments at FVTOCI RMB'000	Share-based compensation RMB'000	Total RMB'000
At 1 January 2023	851	(405)	334	222	1,002
Credited to profit or loss for the year	867	347	–	(106)	1,108
Credited to other comprehensive income	–	–	7	–	7
At 31 December 2023 and 1 January 2024	1,718	(58)	341	116	2,117
Charged to profit or loss for the year	(1,718)	58	–	(116)	(1,776)
Charged to other comprehensive income	–	–	(341)	–	(341)
At 31 December 2024	–	–	–	–	–

Notes:

- Being fair value adjustments on intangible assets acquired in business combination.
- The Group did not recognise deferred income tax assets as at 31 December 2024, in respect of unused tax losses amounting to RMB268,236,000 (2023: RMB219,574,000) of certain subsidiaries of the Group, due to unpredictability of future assessable profit stream of these subsidiaries. The tax losses can be carried forward against future taxable income, and will be expired between 2025 and 2029 (2023: between 2024 and 2028) under PRC tax regulations.
- At the end of the reporting period, the Group has deductible temporary differences of RMB55,468,000 (2023: RMB23,045,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

17. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2024 RMB'000	2023 RMB'000
Included in non-current assets		
Deposits and other receivables (Note (a))	1,043	3,283
Included in current assets		
Prepayments (Note (b))	1,744	378
Other receivables	1,281	1,092
Consideration receivable (Note 14 (c))	–	15,000
	3,025	16,470

Notes:

- (a) As at 31 December 2024 and 2023, deposits and other receivables mainly represent non-current portion of rental deposits.
- (b) As at 31 December 2024 and 2023, the balances mainly represent prepayments for petrol, short-term lease and management fee and legal retainer fee which will be utilised within 12 months from the end of the reporting period.

18. TRADE RECEIVABLES

	2024 RMB'000	2023 RMB'000
Receivables from third parties	70,724	69,396
Less: allowance for credit losses	(20,330)	(12,532)
	50,394	56,864

As at 1 January 2023, trade receivables from contracts with customers amounted to RMB76,690,000.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

18. TRADE RECEIVABLES (Continued)

Note:

The Group normally allows a credit period of 90 days to its customers.

An aging analysis of trade receivables (after allowance for credit losses) based on invoice date is as follows:

	2024 RMB'000	2023 RMB'000
Within 90 days	47,365	47,665
91 days to 180 days	3,029	9,199
	50,394	56,864

An aging analysis of trade receivables (after allowance for credit losses) based on due date is as follows:

	2024 RMB'000	2023 RMB'000
Not past due	47,365	47,665
0-90 days past due	3,029	9,199
	50,394	56,864

Trade receivables are classified as financial assets measured at amortised cost, their carrying amounts approximated their fair values due to their short maturities.

19. CONTRACT COSTS

	2024 RMB'000	2023 RMB'000
Arising from costs to fulfill contracts	35,785	27,383

Contract costs capitalised as at 31 December 2024 and 2023 relate to fee paid to suppliers while revenue from related services is recognised at a future point in time as disclosed in Note 2.16(b). Contract costs are recognised as part of "cost of sales" in the consolidated statement of comprehensive income in the period in which revenue from the related services is recognised. The amount of capitalised costs recognised in profit or loss during the year were RMB11,352,000 (2023: RMB9,958,000). There was no impairment in relation to the contract costs at the end of the reporting period.

All the capitalised contract costs is expected to be recovered within one year.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

20. BANK BALANCES AND CASH

	2024 RMB'000	2023 RMB'000
Cash on hand	111	180
Cash at banks	71,545	80,172
Cash at banks and on hand	71,656	80,352

Cash at banks earn interest at floating rates based on daily bank deposit rates. The conversion of the RMB denominated balances maintained in the PRC into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.

21. TRADE PAYABLES

	2024 RMB'000	2023 RMB'000
Payables to third parties	37,602	32,297

Trade payables and their aging analysis based on invoice date are as follows:

	2024 RMB'000	2023 RMB'000
Up to 90 days	27,411	23,248
91 days to 180 days	3,165	1,161
181 days to 360 days	1,868	2,700
Over 360 days	5,158	5,188
	37,602	32,297

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

22. CONTRACT LIABILITIES

The Group has recognised the following revenue-related contract liabilities:

	2024 RMB'000	2023 RMB'000
Contract liabilities	23,153	18,695

Movement of contract liabilities

	RMB'000
At 1 January 2023	37,051
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(31,534)
Net increase in contract liabilities as a result of receiving deposits for providing services	13,178
At 31 December 2023 and 1 January 2024	18,695
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	(13,086)
Net increase in contract liabilities as a result of receiving deposits for providing services	17,544
At 31 December 2024	23,153

Typical payment terms which impact on the amount of contract liabilities recognised are as follows:

When the Group receives a deposit before the preparation work of services commences, this will give rise to contract liabilities, until the related consideration is recognised as revenue. The Group typically receives a 30%–50% deposit on acceptance of service orders pursuant to contracts. The amount of the deposit, if any, was negotiated on a case by case basis with customers. The remaining of the consideration is payable by 2 to 3 instalments in manner as set out in the contracts. The deposits are refundable upon the cancellation of the contracts which requires consent from both parties.

The amount of billings in advance of performance and instalments received expected to be recognised as income within one year or less.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

23. OTHER PAYABLES AND ACCRUALS

	2024 RMB'000	2023 RMB'000
Reimbursement to staff	3,369	2,194
Accrued social security costs	992	1,082
Accrued listing expenses	–	314
Accrued audit fee	1,111	1,269
Other tax payables (Note)	3,016	3,056
Salary payable	3,519	3,971
Others	320	284
	12,327	12,170

Note: As at 31 December 2024, other tax payables mainly represent PRC Value Added Tax payable of RMB958,000 (2023: RMB914,000) and PRC Individual Income Tax payable (withholding tax) of RMB475,000 (2023: RMB639,000).

24. LEASE LIABILITIES

	2024 RMB'000	2023 RMB'000
Lease liabilities payable:		
Within one year	4,937	7,602
Within a period of more than one year but not exceeding two years	3,763	1,662
Within a period of more than two years but not exceeding five years	–	360
	8,700	9,624
Less: Amount due for settlement with 12 months shown under current liabilities	(4,937)	(7,602)
Amount due for settlement after 12 months shown under non-current liabilities	3,763	2,022
Weighted average lessee's incremental borrowing rate	2.88%	3.10%

During the year ended 31 December 2024, cash outflow for interest paid on lease liabilities of RMB546,000 (2023: RMB732,000), was included in net cash in financing activities. During the year ended 31 December 2024, cash outflows for the reduction of the principal amount of the lease liabilities of RMB10,752,000 (2023: RMB10,208,000), was presented as cash flows under financing activities.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

25. BORROWINGS

	Effective contractual interest rate (%)	2024 Maturity	RMB'000	Effective contractual interest rate (%)	2023 Maturity	RMB'000
Bank loans						
— unsecured	2.30%– 3.45%	2025	39,027	2.35%– 3.40%	2024	21,507

The Group's interest-bearing bank borrowings are guaranteed by way of the following:

- (a) joint and several guarantee by certain directors of the Company: Mr. Shi Wei, Mr. Yang Weimin and Mr. Wang Liang
- (b) guarantee by a subsidiary of the Group

Details of the repayment schedule in respect of the interest-bearing bank borrowings are as follows:

	2024 RMB'000	2023 RMB'000
Bank borrowings repayable:		
Within one year or on demand	39,027	21,507

As at the end of the reporting period, the Group has the following undrawn bank borrowing facilities:

	2024 RMB'000	2023 RMB'000
Floating rate expiring within one year	6,450	3,504

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

26. SHARE CAPITAL

	Par value	Number of ordinary shares '000	Amount RMB'000
Authorised:			
At 1 January 2023 and 31 December 2023 and 31 December 2024	HK\$0.00001	38,000,000	334
Issued and fully paid:			
At 1 January 2023, 31 December 2023, 1 January 2024 and 31 December 2024		200,000	1

* Less than RMB1,000

Notes: As at 31 December 2024, 8,558,000 (2023: 8,558,000) shares held by a designated trustee for the purpose of providing existing and future RSUs grants under the restricted share units scheme ("RSU Scheme") (effective from Listing Date) were considered as treasury shares of the Company (Note 29).

27. RESERVES

	Share premium RMB'000 (Note (a))	Shares held for RSU Scheme RMB'000	Shareholder contribution RMB'000	Capital reserve RMB'000 (Note (b))	Statutory reserve RMB'000 (Note (c))	Fair value reserve RMB'000 (Note (d))	Other reserve RMB'000 (Note (e))	Share-based compensations RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2023	98,602	—*	—*	37,878	16,121	(3,984)	54,216	1,474	(9,286)	195,021
Loss for the year	—	—	—	—	—	—	—	—	(94,096)	(94,096)
Derecognition upon disposal of equity instruments at FVTOCI	—	—	—	—	—	(860)	—	—	860	—
Fair value changes in equity instruments at FVTOCI (Note 31.4)	—	—	—	—	—	15,899	—	—	—	15,899
Share-based compensation — Value of employee services (Notes 7 and 29)	—	—	—	—	—	—	—	(700)	—	(700)
At 31 December 2023 and 1 January 2024	98,602	—*	—*	37,878	16,121	11,055	54,216	774	(102,522)	116,124
Loss for the year	—	—	—	—	—	—	—	—	(45,245)	(45,245)
Share-based compensation	—	—	—	—	—	—	—	—	—	—
Fair value changes in equity instruments at FVTOCI (Note 31.4)	—	—	—	—	—	259	—	—	—	259
Transfer of share-based compensation reserve upon the expiry of RSU scheme	—	—	—	—	—	—	—	(774)	774	—
At 31 December 2024	98,602	—*	—*	37,878	16,121	11,314	54,216	—	(146,993)	71,138

* Less than RMB1,000

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

27. RESERVES (Continued)

Notes:

(a) Share premium

The share premium reserve represents the premium arising from the Global Offering.

(b) Capital reserve

The capital reserve represents the amount arising from (i) difference between the net assets value of Mediwelcome Beijing and the nominal value of the issued shares upon the completion of Mediwelcome Beijing converted into a joint stock company on 13 March 2016, (ii) issue of 2,500,000 shares of Mediwelcome Beijing by way of private placement at RMB2 per share on 18 May 2016, (iii) issue of 1,250,000 shares of Mediwelcome Beijing by way of private placement at RMB29.6 per share in October 2017 and (iv) settlement of dividend by shares of Mediwelcome Beijing based on 10 existing shares for 2.430109 new shares at RMB1 per share was transferred from capital reserve to share capital in 2018.

(c) Statutory reserve

In accordance with the relevant laws and regulations in the PRC, the PRC subsidiaries of the Group are required to appropriate 10% of the annual statutory net profit, after offsetting any prior years' losses to the statutory reserve fund before distributing the net profit. When the respective balance of the statutory reserve fund reaches 50% of the share capital of the PRC subsidiaries, any further appropriation is at the discretion of shareholders of the PRC subsidiaries. The statutory reserve fund can be used to offset prior years' losses, if any, and may be converted into share capital by issuing new shares to shareholders in proportion to their existing shareholding or by increasing the par value of the shares currently held by them, provided that the respective remaining balance of the statutory reserve fund after such issue is not less than 25% of registered capital of the PRC subsidiaries.

(d) Fair value reserve

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity instruments designated at FVTOCI under HKFRS 9 that are held at the end of the reporting period (Note 2.9(a)(iii)).

(e) Other reserve

The amount represents the difference between the par value of the allotted shares of the Company with the nominal value of equity interests in Mediwelcome Beijing amounting to RMB54,216,000 upon the completion of the Reorganisation.

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28. EQUITY-SETTLED SHARE-BASED COMPENSATION

Share option scheme

On 21 December 2020, the Company has adopted a share option scheme under which eligible persons, including directors of the Group may be granted options to subscribe for shares in the Company.

No share option has been granted as at 31 December 2024 and 2023.

RSU Scheme

On 18 September 2019, the Company conditionally adopted the RSU Scheme by a resolution of shareholders and a resolution of board of directors. The purpose of the RSU Scheme is to attract and to retain quality personnel and other persons and to provide them with incentive to contribute to the business and operation of the Group. The RSU Scheme became effective since 19 January 2021, the Listing Date.

Under the RSU Scheme, the directors of the Company may grant award of RSUs to any directors, employees, consultants and any persons contribute to the Company, its subsidiaries or PRC operating entities a conditional right when the award vests to obtain shares of the Company on the date of vesting, as determined by the board of directors of the Company in its absolute discretion.

The RSU Scheme will remain in force for a period of 10 years commencing from 18 September 2019.

On 25 June 2021, in exchange for employee services to the Group, 15,170,000 RSUs (equivalent to 15,170,000 ordinary shares of the Company) were granted to certain eligible persons selected by the board of directors. Under the terms of the grant letter, the RSUs shall be vested as to 34%, 23%, 38% and 5% on 25 June 2021, 31 December 2021, 31 December 2022 and 31 December 2023, respectively, of which certain designated grantees also required to fulfil certain service conditions and non-market performance conditions, except for the aforesaid first 34% of the RSUs.

As the Group received the benefits associated with the services of the eligible persons, the fair value of the employee services received in exchange for the grant of the equity instruments is recognised as an expense. The total amount to be expensed is determined by the fair value of the restricted shares granted less the subscription cost, if any, taking into consideration of forfeiture rate, and amortised over the different vesting periods of each grant with a credit recognised in equity as the equity-settled share based compensation reserve.

The fair values of the RSUs have been arrived with reference to a valuation carried out on grant date by Norton Appraisals Holdings Limited, an independent professional valuer not connected with the Group, with reference to the grant date share price. As at 25 June 2021, the fair value of the RSUs was HK\$2.19.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

28. EQUITY-SETTLED SHARE-BASED COMPENSATION (Continued)

RSU Scheme (Continued)

Movement of the RSU Scheme for the year ended 31 December 2024 and 2023 is as follows:

	2024 '000	2023 '000
At 1 January	–	720
Granted during the year (Note)	–	–
Vested (Note)	–	–
Lapsed/cancelled (Note)	–	(720)
At 31 December	–	–

Note: On 31 December 2022, RSUs of 5,640,500 underlying shares and 44,000 underlying shares were vested and forfeited respectively, representing the third 38% of the RSUs granted. On 31 December 2023, RSUs of 720,000 underlying shares were lapsed, representing the third 5% of the RSUs granted. None of the RSUs was vested during the years ended 31 December 2024 and 2023. No RSUs was granted during years ended 31 December 2024 and 2023.

Expenses arising from the share-based compensation have been charged to the consolidated statement of comprehensive income as follows:

	2024 RMB'000	2023 RMB'000
Share-based compensation (Note 7)	–	(700)

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

29. RECONCILIATION OF LIABILITIES GENERATED FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities:

	Borrowings	Lease liabilities
	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2023	9,089	17,392
Financing cash flows	11,846	(10,940)
<i>Non-cash changes</i>		
Addition to lease liabilities	–	5,811
Early termination of lease	–	(3,371)
Finance costs for lease liabilities	–	732
Finance costs for borrowings	572	–
At 31 December 2023 and 1 January 2024	21,507	9,624
Financing cash flows	16,979	(11,298)
<i>Non-cash changes</i>		
Addition to lease liabilities	–	9,828
Finance costs for lease liabilities	–	546
Finance costs for borrowings	541	–
At 31 December 2024	39,027	8,700

30. RELATED PARTY TRANSACTIONS

Key management personnel compensations

The compensations paid or payable to key management personnel (including chief executive officer, directors of the Company and other senior executives of the Group) for employee services are show below:

	2024	2023
	<i>RMB'000</i>	<i>RMB'000</i>
Wages salaries and bonuses	5,188	7,015
Retirement benefits contributions	506	603
Other social security costs, housing benefits and other employee benefits	567	647
	6,261	8,265

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31. FINANCIAL RISK MANAGEMENT

31.1 Financial instruments by category

	2024 RMB'000	2023 RMB'000
Assets as per consolidated statement of financial position		
Equity instruments at FVTOCI (Note 14)	20,646	17,046
Financial assets at amortised cost:		
— Trade receivables (Note 18)	50,394	56,864
— Other receivables (Note 17)	2,324	19,375
— Bank balances and cash (Note 20)	71,656	80,352
	145,020	173,637
Liabilities as per consolidated statement of financial position		
Financial liabilities at amortised cost:		
— Trade payables (Note 21)	37,602	32,297
— Other payables (Note 23)	851	284
— Borrowings (Note 25)	39,027	21,507
Liabilities at amortised cost:		
— Lease liabilities (Note 24)	8,700	9,624
	86,180	63,712

31.2 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk), credit risk, liquidity risk and interest rate risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group.

(a) Market risk

Foreign exchange risk

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the group entities' functional currency. The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures. The Group does not hedge against any fluctuation in foreign currency during the reporting period.

The Group operates mainly in the PRC with most of the transactions settled in RMB, management considers that the business is not exposed to any significant foreign exchange risk as there are no significant financial assets or liabilities of the Group are denominated in the currencies other than the respective functional currencies of the Group's entities.

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For the year ended 31 December 2024

31. FINANCIAL RISK MANAGEMENT (Continued)

31.2 Financial risk factors (Continued)

(b) Credit risk

At the end of the reporting period, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's credit risk is primarily attributable to its trade and other receivables, and bank balances.

The Group has concentration of credit risk as 39% (2023: 41%) of the total trade receivables representing amounts due from the Group's largest five trade debtors which are pharmaceutical companies and medical associations as at 31 December 2024. The Group measures loss allowances for trade receivables at an amount equal to lifetime ECL, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments and the type and size of the debtors are similar, the loss allowance based on past due status is not further distinguished between the Group's different customer bases. The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECL. It considers available reasonable and supportive forwarding-looking information.

The following table provides information about the Group's exposure to credit risk and ECL for trade receivables as at 31 December 2024 and 2023:

	2024				2023			
	Expected loss rate	Gross carrying amount RMB'000	Loss allowance RMB'000	Net amount RMB'000	Expected loss rate	Gross carrying amount RMB'000	Loss allowance RMB'000	Net amount RMB'000
Current (not past due)	15.14%	54,230	8,212	46,018	9.46%	53,365	5,052	48,313
0-90 days past due	15.86%	5,201	825	4,376	9.47%	9,445	894	8,551
Over 91 days past due	100%	11,293	11,293	–	100%	6,586	6,586	–
		70,724	20,330	50,394		69,396	12,532	56,864

Expected loss rates are based on actual loss experience over the past 12 months. These rates are adjusted to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

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31. FINANCIAL RISK MANAGEMENT (Continued)

31.2 Financial risk factors (Continued)

(b) Credit risk (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach:

	Lifetime ECL (Not credit impaired) RMB'000	Lifetime ECL (Credit impaired) RMB'000	Total RMB'000
At 1 January 2023	3,181	3,575	6,756
Impairment losses recognised, net	2,765	3,011	5,776
At 31 December 2023 and 1 January 2024	5,946	6,586	12,532
Written off	—	(145)	(145)
Impairment losses recognised, net	3,091	4,852	7,943
At 31 December 2024	9,037	11,293	20,330

As at 31 December 2024, the Group's other receivables included in current assets mainly represented rental deposits of RMB487,000 (2023: RMB247,000) which are refundable upon expiration of respective lease terms within 12 months from the end of the reporting period.

As at 31 December 2024, the Group's other receivables included in non-current assets mainly represented rental deposits of RMB1,043,000 (2023: RMB3,283,000) which are refundable when the tenancy agreements expired.

The directors of the Company consider the probability of default is minimal after assessing the counter-parties' creditability and forward looking information at the end of the reporting period.

The credit risk on bank balances is limited because the majority of the counterparties are banks with good reputation.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2024

31. FINANCIAL RISK MANAGEMENT (Continued)

31.2 Financial risk factors (Continued)

(c) Liquidity risk

The Group aims to maintain sufficient cash and cash equivalents. Due to the dynamic nature of the underlying businesses, the Group maintains flexibility in funding by maintaining adequate cash and cash equivalents.

The table below analyses the Group's financial liabilities into relevant maturity grouping based on the remaining period at the end of each reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Over 5 years RMB'000	Total contractual undiscounted cash flow RMB'000	Total carrying amount RMB'000
At 31 December 2024						
Trade payables	37,602	–	–	–	37,602	37,602
Other payables	2,081	–	–	–	2,081	2,081
Lease liabilities	5,172	3,838	–	–	9,010	8,700
Borrowings	39,610	–	–	–	39,610	39,027
	84,465	3,838	–	–	88,303	87,410
At 31 December 2023						
Trade payables	32,297	–	–	–	32,297	32,297
Other payables	284	–	–	–	284	284
Lease liabilities	7,841	1,697	364	–	9,902	9,624
Borrowings	21,507	–	–	–	21,507	21,507
	61,929	1,697	364	–	63,990	63,712

(d) 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 exposure to the risk of changes in market interest rates relates primarily to the Group's bank borrowings with floating interest rates.

At 31 December 2024, it is estimated that a general increase or decrease of 100 basis points in interest rates, with all other variables held constant, would increase or decrease the Group's loss after tax by approximately RMB390,000 (2023: RMB215,000) and RMB390,000 (2023: RMB215,000).

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31. FINANCIAL RISK MANAGEMENT (Continued)

31.3 Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remained unchanged from prior year.

The capital structure of the Group consists of debt, which include borrowings, cash and cash equivalents and equity attributable to owners of the Company, comprising share capital, various reserves and retained profits.

The directors of the Company review the capital structure periodically. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the directors, the Group will balance its overall capital structure through the new share issues as well as the issue of new debt.

31.4 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2024 and 2023 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets that are measured at fair value.

	Level 3 RMB'000
At 31 December 2024	
Assets	
— Long-term equity instruments at FVTOCI (Note 14)	20,646
At 31 December 2023	
Assets	
— Long-term equity instruments at FVTOCI (Note 14)	17,046

The following table presents the changes in level 3 instruments of financial assets at FVTPL and equity instruments at FVTOCI during the year.

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For the year ended 31 December 2024

31. FINANCIAL RISK MANAGEMENT (Continued)

31.4 Fair value estimation (Continued)

	2024 RMB'000	2023 RMB'000
Equity instruments at FVTOCI (Note (i))		
At the beginning of the year	17,046	16,154
Additions	3,000	–
Disposals	–	(15,000)
Changes in fair value	600	15,892
At the end of the year	20,646	17,046
Financial assets at FVTPL		
At the beginning of the year	–	15,450
Additions	62,000	19,996
Disposals	(62,463)	(37,640)
Changes in fair value	463	2,194
At the end of the year	–	–
Total	20,646	17,046

Notes:

- (i) The following table summarises the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements of the financial assets at FVTOCI as at 31 December 2024 and 2023.

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31. FINANCIAL RISK MANAGEMENT (Continued)

31.4 Fair value estimation (Continued)

Notes: (Continued)

(i) (Continued)

Description	Fair value		Valuation techniques	Price to sales ratio		Relationship of unobservable inputs to fair value
	As at 31 December 2024	2023		As at 31 December 2024	2023	
	RMB'000	RMB'000				
Unlisted equity securities						
Beijing Cezhiyi	1,766	1,638	Market comparison	1.14	1.11	An increase in the price to sales ratio used would result in an increase in the fair value measurement of the unlisted equity security, and vice versa.
Shanghai Bohuikange	15,053	14,212	Market comparison	2.51	5.36	
Lingchuang Yigu	827	1,196	Market comparison	6.42	12.95	
Yuanyu Dingcheng	3,000	–	Market comparison	5.53	N/A	
	20,646	17,046				

Except for Yuanyu Dingcheng, the fair values of the above equity instruments at FVTOCI have been arrived with reference to a valuation carried out on 31 December 2024 by 北京中評正信資產評估有限公司 (2023: 北京立信東華資產評估有限公司), an independent professional valuer not connected with the Group, using market comparison method with adjustments.

As at 31 December 2024, if the fair values of the equity instruments at FVTOCI held by the Group had been 10% (2023: 10%) lower/higher, the other comprehensive loss for the year ended 31 December 2023 would have been approximately RMB973,000 (2023: 1,573,000) higher/lower.

There were no transfers between level 1, 2 and 3 of fair value hierarchy classifications during both years.

Of the total gains or losses for the year included in profit or loss, RMB463,000 (2023: RMB2,194,000) gain included in profit or loss relates to financial assets at FVTPL sold during current reporting period. Fair value gains or losses on financial assets at FVTPL are included in other income and gain.

Included in other comprehensive income is an amount of RMB600,000 (2023: RMB15,892,000) gain relating to unlisted equity instruments at FVTOCI held at the end of the current reporting period and is reported as changes of fair value reserve.

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32. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2024 RMB'000	2023 RMB'000
Asset		
Non-current asset		
Investment in a subsidiary	–	20,584
Current asset		
Other receivables	17,284	9,795
Amounts due from subsidiaries	70,967	90,929
Bank balances and cash	242	5,304
	88,493	106,028
Total assets	88,493	126,612
Liability		
Current liability		
Other payables and accruals	111	–
Amount due to a subsidiary	30,164	30,164
Net current assets	30,275	75,864
Net assets	58,218	96,448
Equity		
Share capital	1	1
Reserves	58,217	96,447
Total equity	58,218	96,448

The Company's statement of financial position was approved and authorised for issue by the board of directors on 26 March 2025 and are signed on its behalf by:

Shi Wei
Director

Wang Liang
Director

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For the year ended 31 December 2024

32. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Note: Movements of the Company's reserves during the current year and prior period are as follows:

	Share premium RMB'000	Shares held for RSU Scheme RMB'000	Shareholder contribution RMB'000	Share-based compensations RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2023	98,602	—*	—*	1,474	(4,557)	95,519
Profit for the year	—	—	—	—	1,628	1,628
— Value of employee services (Note 28)	—	—	—	(700)	—	(700)
At 31 December 2023 and 1 January 2024	98,602	—*	—*	774	(2,929)	96,447
Loss for the year	—	—	—	—	(38,230)	(38,230)
Transfer of share-based compensation reserve upon the expiring of RSU scheme	—	—	—	(774)	774	—
At 31 December 2024	98,602	—*	—*	—	(40,385)	58,217

* Less than RMB1,000

33. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's principal subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Country of operation and date of incorporation/ establishment	Normal value of issued ordinary/ registered share capital ('000)	Normal value of issued ordinary/ share capital paid-up ('000)	Attributable equity interest indirectly held by the Company		Principal activities	Form of company	Notes
				2024	2023			
Directly held by the Company	BVI	United States	Nil	100%	100%	Investment holding	Limited liability entity	
Mediwelcome BVI 麥迪衛康投資管理有限公司	1 March 2019	Dollars ("USD") 50						
Indirectly held by the Company	Hong Kong	Hong Kong	Nil	100%	100%	Investment holding	Limited liability entity	
Mediwelcome HK 麥迪衛康(香港)投資管理有限公司	8 March 2019	Dollars ("HKD") 0.1						
WFOE*	PRC	USD20,000	USD10,000	100%	100%	Investment holding	Limited liability entity	(a)
北京麥迪衛康管理諮詢有限公司	16 May 2019							
Mediwelcome Beijing [^] 北京麥迪衛康醫療科技有限公司	11 September 2000	RMB52,619	RMB10,000	100%	100%	Medical conference Services, patient education services, marketing and strategic consulting services	Limited liability entity	(a), (b)

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33. PARTICULARS OF SUBSIDIARIES (Continued)

Name of subsidiary	Country of operation and date of incorporation/ establishment	Normal value of issued ordinary/ registered share capital ('000)	Normal value of issued ordinary/ share capital paid-up ('000)	Attributable equity interest indirectly held by the Company		Principal activities	Form of company	Notes
Beijing Chuangyan [^] 北京創研醫學研究中心有限公司	PRC 4 August 2011	RMB10,000	RMB10,000	100%	100%	Medical conference services, patient education services, marketing and strategic consulting services	Limited liability entity	(a)
Beijing Haice [^] 北京海策文化傳播有限公司	PRC 13 July 2011	RMB6,123	RMB6,123	51%	51%	Medical conference and marketing and strategic consulting	Limited liability entity	(a)
Shanghai Xuanmai Public Relationship Consulting Co., Ltd. [^] 上海煊麥公關策劃有限公司 ("Shanghai Xuanmai")	PRC 19 June 2017	RMB10,000	RMB5,000	100%	100%	Medical conference services	Limited liability entity	(a)
Beijing Baichuan [^] 北京百川彬海醫療信息技術有限公司	PRC 15 August 2016	RMB2,544	RMB2,544	55%	55%	Medical conference services	Limited liability entity	(a)
Weiliandong [^] 北京微聯動網絡科技有限公司	PRC 21 March 2017	RMB3,675	RMB1,075	100%	100%	Medical conference services, patient education services, marketing and services	Limited liability entity	(a), (c)
Yinchuan Mediwelcome Internet Hospital Co., Ltd. 銀川麥迪衛康互聯網醫院有限公司 [^] ("Ningxia Subsidiary")	PRC 21 May 2019	RMB10,000	RMB8,000	80%	80%	Internet hospital service	Limited liability entity	(a), (c)
Beijing Zetta-Yotta Health Technology Co., Ltd. [^] 北京智煜健康科技有限公司	PRC 25 November 2021	RMB60,000	RMB10,000	65%	65%	Provision of digital therapy service	Limited liability entity	(a), (c), (e)
Nanjing Billions Plus Health Technology Co., Ltd. [^] 南京數億加健康科技有限公司	PRC 5 August 2022	RMB2,000	RMB500	100%	100%	Provision of science research and development services	Limited liability entity	(a), (d)
Jiangsu Xuansheng Information Technology Co., Ltd. [^] 江蘇煊晟信息科技有限公司	PRC 30 November 2022	RMB10,000	RMB1,000	100%	100%	Provision of IT and software services	Limited liability entity	(a), (e)

None of the subsidiaries had issued any debt securities at the end of the year.

[^] Registered as limited liability company under PRC law.

^{*} Registered as wholly-foreign-owned enterprises under PRC law.

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33. PARTICULARS OF SUBSIDIARIES (Continued)

- (a) The English names of certain subsidiaries referred herein represent the directors' best effort at translating the Chinese names of these companies as no English names have been registered.
- (b) Mediwelcome Beijing is controlled by the Group through the Contractual Arrangement described in note (d).
- (c) This company is a subsidiary of Mediwelcome Beijing.

(d) Contractual Arrangements

The prevailing PRC rules and regulations restrict foreign ownership of companies that provide audio-visual program services business, video program producing business, value-added telecommunication business and internet hospital operation, which represent the core activities of and services provided by the Group. As a result of such restrictions, the Company and its subsidiaries cannot have equity interests in entities that are engaged in business as described above. On 5 July 2019, WFOE, Mediwelcome Beijing and the Registered Shareholders entered into a series of contractual arrangements, which include "Exclusive Business Cooperation Agreement", "Exclusive Option Agreement", "Equity Pledge Agreement" and "Shareholders' Rights Proxy Agreement" and (collectively, the "**Contractual Arrangements**"), under which, in the opinion of directors of the Company, WFOE is entitled to all economic benefits arising from the business and operations of Mediwelcome Beijing and its subsidiaries and has power to direct the relevant activities of Mediwelcome Beijing and its subsidiaries. In addition, the spouse of each of the Registered Shareholders, if applicable, has provided irrevocable undertakings ("**Spousal Undertakings**") which stipulate certain matters to succession of the rights and obligations under the Contractual Arrangements.

Key provisions of the Contractual Arrangements and the Spousal Undertakings are as follows:

Exclusive Business Cooperation Agreement

- (i) WFOE provides technical support, consultation and other services to Mediwelcome Beijing, including but not limited to (i) technical services and network support; (ii) information management system support; (iii) business consulting; (iv) intellectual property licensing; (v) equipment and assets leasing; (vi) marketing consultation and marketing development plan support; (vii) system integration; (viii) product development and system maintenance; and (ix) other relevant services determined by WFOE from time to time to the extent permitted under PRC laws and regulations, and WFOE is entitled to the service fee equivalent to the total consolidated profit of Mediwelcome Beijing, after offsetting the prior-year loss (if any), operating costs, expenses, taxes and other statutory contributions.
- (ii) Without the prior written approval from WFOE, Mediwelcome Beijing shall not, and shall procure its subsidiaries not to, enter into any transactions that may compete with the WFOE's business, including investing in any entity that has competing business with WFOE, or conduct any businesses without WFOE's prior written approval.

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33. PARTICULARS OF SUBSIDIARIES (Continued)

(d) Contractual Arrangements (Continued)

Exclusive Business Cooperation Agreement (Continued)

- (iii) The agreements are effective for a term of 10 years, and shall be unconditionally and automatically extended at the sole discretion of WFOE. The WFOE can terminate the agreement by giving Mediwelcome Beijing a 30 days' prior written notice of termination or upon the legally transfer of the entire equity interests in and/or the legally transfer of all assets of Mediwelcome Beijing to WFOE or its designated person pursuant to the Exclusive Option Agreement. Mediwelcome Beijing is not contractually entitled to terminate the Exclusive Business Cooperation Agreement with WFOE.

Exclusive Option Agreement

The Registered Shareholders severally and irrevocably granted to WFOE the exclusive rights to require the Registered Shareholders to transfer any or all their equity interests at a consideration, lower of RMB1 or amount permitted under the PRC laws and regulations, and/or assets in Mediwelcome Beijing to WFOE and/or a third party designated by WFOE, in whole or in part at any time and from time to time, at a minimum purchase price permitted under PRC laws and regulations. The Registered Shareholders have also undertaken that, subject to the relevant PRC laws and regulations, they will return to WFOE any consideration they receive in the event that WFOE exercises the options under the Exclusive Option Agreement to acquire the assets in Mediwelcome Beijing.

Equity Pledge Agreement

Each of the Registered Shareholders agreed to pledge all of their respective equity interests in Mediwelcome Beijing to WFOE as a security interest to guarantee the payment of any outstanding debts due to WFOE under the Exclusive Business Cooperation Agreement.

Shareholders' Rights Proxy Agreement

Mediwelcome Beijing, Registered Shareholders and WFOE irrevocably appoint WFOE or the directors of WFOE, their successors and liquidators but excluding those non-independent or who may give rise to conflict of interests to exercise shareholder's rights in Mediwelcome Beijing, including appointment and removal of directors of Mediwelcome Beijing.

Spousal Undertakings

The spouse of each of the Registered Shareholders, where appropriate, has signed an undertaking on 5 July 2019, to the effect that, among others, (i) the shares of Mediwelcome Beijing held and to be held by each of the Registered Shareholders (together with any other interests therein) do not fall within the scope of communal properties, and (ii) he/she has no right to or control over such interests of the respective Registered Shareholder and will not have any claim on such interests.

The directors of the Company considered that the WFOE has the practical ability to direct the relevant activities of Mediwelcome Beijing and its subsidiaries and is the ultimate beneficial owner. Accordingly, in the opinion of the directors of the Company, the Contractual Arrangements are legally enforceable taking into account legal advice from Global Law Office and the Company is able to control Mediwelcome Beijing and its subsidiaries.

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33. PARTICULARS OF SUBSIDIARIES (Continued)

Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below provides details of a non-wholly owned subsidiaries of the Group that has material non-controlling interests:

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests as at 31 December		Loss allocated to non-controlling interests for the year ended 31 December		Accumulated non-controlling interests as at 31 December	
		2024	2023	2024	2023	2024	2023
				RMB'000	RMB'000	RMB'000	RMB'000
Beijing Haice	PRC	49%	49%	(411)	(1,326)	6,580	6,991

Summarised financial information in respect of the Group's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amounts before elimination of intra-group transactions.

Beijing Haice

	2024 RMB'000	2023 RMB'000
Non-current assets	130	155
Current assets	26,998	23,241
Current liabilities	13,700	9,127
Non-current liabilities	—	—
Equity		
— Equity attributable to owners of the Company	6,848	7,278
— Non-controlling interests	6,580	6,991
	13,428	14,269
Revenue	87,491	61,715
Loss for the year		
— Attributable to owners of the Company	(430)	(1,380)
— Attributable to the non-controlling interests	(411)	(1,326)
	(841)	(2,706)
Net cash inflow from operating activities	(3,099)	3,413
Net cash outflow from investing activities	—	—
Net cash outflow from financing activities	—	—
Net (decrease)/increase in bank balances and cash	(3,099)	3,413