



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

2025 INTERIM 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 (resigned on 1 September 2025)
Ms. Deng Chengying
(appointed on 1 September 2025)

Non-executive Director:

Mr. Liu Xia

Independent Non-executive Directors:

Mr. Song Ruilin
Mr. David Zheng Wang
Mr. Yang Xiaoxi (resigned on 1 September 2025)
Mr. Chen Huilin (appointed on 1 September 2025)

AUDIT COMMITTEE

Mr. Yang Xiaoxi (*Chairman*)
(resigned on 1 September 2025)
Mr. Chen Huilin (*Chairman*)
(appointed on 1 September 2025)
Mr. Song Ruilin
Mr. David Zheng Wang

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

Mr. David Zheng Wang (*Chairman*)
Ms. Liu Guijin (resigned on 1 September 2025)
Mr. Yang Xiaoxi (resigned on 1 September 2025)
Ms. Deng Chengying
(appointed on 1 September 2025)
Mr. Chen Huilin (appointed on 1 September 2025)

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
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Grand Cayman KY1-9010
Cayman Islands

HEADQUARTERS

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CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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AUDITOR

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*Certified Public Accountants and Registered Public
Interest Entity Auditor*
1001–1010, North Tower
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19 Canton Road
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LEGAL ADVISER

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PRINCIPAL BANK

Bank of Communications Yuhui East Road Branch
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Chaoyang District
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PRC

STOCK CODE

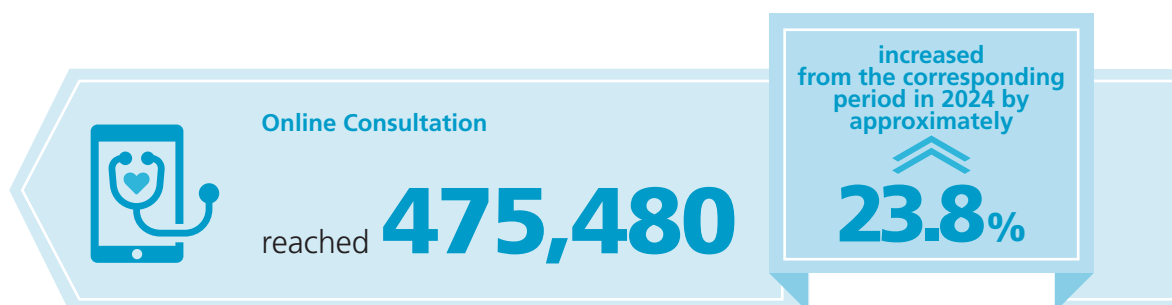
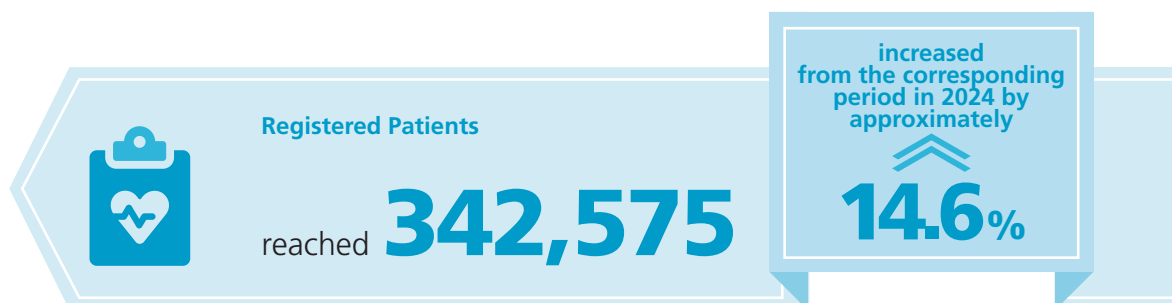
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WEBSITE

www.mediwelcome.com

Business Highlights

The figures below are the results for the six months ended 30 June 2025 (the “**Reporting Period**”) with comparative figures for the corresponding period in 2024:



BUSINESS REVIEW

During the first half of 2025, in face of a complex and volatile macro-environment as well as the evolving landscape of the medical industry, Mediwelcome Healthcare Management & Technology Inc. (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) had been grasping our development strategy with dual-driving forces of “AIGC medical market services and innovative digital medical services”, resulting in steady business growth. Remarkable initial achievements of the Group represent our business upgrade “from providing digital innovation services for the medical industry, AIGC medical promotion services and digital solutions to providing web 3.0 medical digital services in relation to asset transaction platform”, when the ecosystem of the medical digital services will continue to be developed and refined.

For our core strategy and technological innovation, the Group made additional breakthroughs in the first half of 2025, backed up by our solid foundation laid in 2024 relative to the research and development and the operational applications of AIGC technology and web 3.0 digital technology. We have focused on expediting our exploration on the research and development and the application of AI intelligent systems, with a view to materializing the labelling of medical knowledge and data as well as the generation of medical products under our copyrights with medical professionals. Such processes are conducted by AI, combined with manpower, and would be integrated into our business of digital asset transaction platform. Meanwhile, the Group has made initial achievements on the research and development and the application of cutting-edge items such as AI intelligent systems for special disease management, intelligent robots for special diseases and innovative products of multi-omics testing. Not only have these innovations enriched the Group's service matrix, but also they have suggested new ways for realizing the value transformation of medical data assets.

Data and Performance of Core businesses

As at 30 June 2025, the number of registered doctor users on the Group's digital medical platform mounted to 781,606. During the Reporting Period, 75,987 online doctor education events and 28,167 online patient education events were held, when 106,614 videos were produced and disseminated with total views reaching 14,038,024.

As at 30 June 2025, the number of registered doctor users on the Group's internet medical platform reached 56,154, representing an increase of 8.2% over the corresponding period in 2024, while the number of patient users were 342,575, representing an increase of 14.6% over the corresponding period in 2024.

Recent Activities in Capital Market

In response to the Group's long-term development strategy, the Company successfully completed the placing of new shares under the general mandate between June and July in 2025. The successful placing has fully demonstrated high recognition of the Group's business model, development potential and future value in the capital market. The funds raised will be used as general working capital of the Group, solidly and financially supporting the continued expansion of our business and the implementation of our strategies which would assist the Group in consolidating our leading position in the digital medical field.



Business Review

OUTLOOK

Looking ahead at the second half of 2025, the Group shall continue to develop its core capabilities in areas such as digital solutions for the medical market, AIGC technology, intelligent robots for special diseases, innovative products of medical testing and asset digitalization for the medical industry, when the fitting-in of our capabilities with fields such as multi-scenario healthcare (醫療多場景) and digital transaction of medical assets with copyright is promoted. We will be dedicated to creating the incremental value of “clinical medicine + AIGC + Web3.0” and providing higher-valued digital services to NGOs, medical institutions, doctors, patients, pharmaceutical and medical device enterprises and other parties. The Group is confident in our future business development and shall strive to achieve sustained and stable growth so as to create greater value for shareholders.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

During the Reporting Period, 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; (iv) contract research organisation (“**CRO**”) services; and (v) internet hospital services. In addition, the Group developed and generated revenue from digital marketing and sales solutions services.

The Group’s revenue decreased by approximately 9.7% from approximately RMB140.7 million for the six months ended 30 June 2024 to approximately RMB127.1 million for the Reporting Period. The following table sets forth a breakdown of the Group’s revenue by service type for the periods indicated:

	For the six months ended 30 June			
	2025 (RMB’000)		2024 (RMB’000)	
Medical conference services	43,660	34.3%	76,133	54.1%
Marketing strategy and consulting services	66,591	52.4%	53,096	37.8%
Digital marketing and sales solutions services	14,078	11.1%	7,496	5.3%
CRO services	795	0.6%	1,666	1.2%
Patient education and screening services	1,102	0.9%	1,706	1.2%
Internet hospital services	826	0.7%	573	0.4%
Total	127,052	100.0%	140,670	100.0%

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 significantly decreased by approximately 42.7% from approximately RMB76.1 million for the six months ended 30 June 2024 to approximately RMB43.7 million for the Reporting Period, primarily attributable to the reduction of economic activities in the People’s Republic of China (the “**PRC**”) and the postponement of several major conferences to the second half of the year, whereas in the prior year, such conferences were held during the first half of the period.



Management Discussion and Analysis

Marketing Strategy and Consulting Services

The Group provides marketing strategy and consulting services to assist pharmaceutical companies in formulating and implementing effective business strategies in enhancing their brands and product awareness among physicians. Revenue from marketing strategy and consulting services increased by approximately 25.4% from approximately RMB53.1 million for the six months ended 30 June 2024 to approximately RMB66.6 million for the Reporting Period due to the increase in demand for marketing strategy and consulting services.

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. 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 increased by approximately 87.8% from approximately RMB7.5 million for the six months ended 30 June 2024 to approximately RMB14.1 million for the Reporting Period, primarily attributable to the Group's business strategy to focus on digital marketing projects with higher profit margin during the Reporting Period.

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 decreased by approximately 35.4% from approximately RMB1.7 million for the six months ended 30 June 2024 to approximately RMB1.1 million for the Reporting Period, primarily attributable to the reduction of economic activities in the PRC and a corresponding drop in demand for the relevant services during the Reporting Period.

CRO Services and Internet Hospital Services

The Group's 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 52.3% from approximately RMB1.7 million for the six months ended 30 June 2024 to approximately RMB0.8 million for the Reporting Period due to the reduction of economic activities in the PRC.

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 platform. Revenue from internet hospital services increased by approximately 44.2% from approximately RMB0.6 million for the six months ended 30 June 2024 to approximately RMB0.8 million for the Reporting Period, primarily attributable to the increase in demand for the services.

Management Discussion and Analysis

Cost of sales

The Group's cost of sales, which mainly represents speaker fees paid to physicians, venue costs and staff costs, decreased by approximately 12.3% from approximately RMB120.0 million for the six months ended 30 June 2024 to approximately RMB105.3 million for the Reporting Period, which was generally in line with the decrease in the Group's revenue.

Gross profit and gross profit margin

As a result of the foregoing, the Group's overall gross profit increased by approximately RMB1.1 million from approximately RMB20.7 million for the six months ended 30 June 2024 to approximately RMB21.8 million for the Reporting Period. The Group's overall gross profit margin slightly increased from 14.7% for the six months ended 30 June 2024 to 17.1% for the Reporting Period, primarily due to the Group's business strategy to concentrate on projects with higher profit margin.

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"), government subsidy and bank interest income. The Group's other income, gains and losses decreased by approximately 43.5% from approximately RMB0.8 million for the six months ended 30 June 2024 to approximately RMB0.4 million for the Reporting Period, primarily attributable to the increase in foreign exchange losses which was partially offset by increasing in government subsidy during the Reporting Period.

Selling expenses

Selling expenses mainly consist of transportation expenses, salaries, performance bonuses and employee benefits expenses for the sales and marketing and business development expenses. The Group's selling expenses increased by approximately 3.0% from approximately RMB7.3 million for the six months ended 30 June 2024 to approximately RMB7.5 million for the Reporting Period, primarily due to more marketing activities and increased business development efforts.

Administrative expenses

Administrative expenses mainly represent salaries and benefits of the administrative and management staff, professional consulting fees, depreciation and other miscellaneous administrative expenses. The Group's administrative expenses significantly decreased by approximately 34.7% from approximately RMB28.6 million for the six months ended 30 June 2024 to approximately RMB18.7 million for the Reporting Period, primarily due to the reallocation of rental premises to reduce costs, a decrease in depreciation expenses, and a reduction in professional consultancy fees.



Management Discussion and Analysis

Research and development expenses

The Group's research and development expenses significantly decreased by approximately 47.7% from approximately RMB12.1 million for the six months ended 30 June 2024 to approximately RMB6.3 million for the Reporting Period, mainly due to reduced expenses incurred during the Reporting Period for the Group's research and development projects, including digital marketing solutions, digital medical solutions, and development of an artificial intelligent online platform.

Finance costs

Finance costs mainly represent interest expense on bank loans and interest expense on lease liabilities. The Group's finance costs increase by approximately 35.0% from approximately RMB0.5 million for the six months ended 30 June 2024 to approximately RMB0.7 million for the Reporting Period, mainly due to the increase in the average balance of bank borrowings.

Income tax expense

The Group recorded no income tax expense for the Reporting Period, as compared with income tax expense of approximately RMB0.6 million for the six months ended 30 June 2024, primarily due to tax reductions granted for eligible research and development expenses during the Reporting Period.

Loss for the period

The Group's loss for the period significantly decreased by approximately 82.2% from approximately RMB23.0 million for the six months ended 30 June 2024 to approximately RMB4.1 million for the Reporting Period due to the net effects of (i) the increase in the Group's gross profit by approximately RMB1.1 million as the Group concentrated on projects with higher profit margin; (ii) the decrease in research and development expenses by approximately RMB5.7 million; and (iii) the decrease in administrative expenses by approximately RMB9.9 million.

Other comprehensive income/(loss)

The Group recorded other comprehensive loss of approximately RMB0.8 million for the Reporting Period, as compared with other comprehensive income of approximately RMB3.8 million for the six months ended 30 June 2024, primarily attributable to the increase in recognition of unrealised fair value loss on the Group's investment in unlisted equity securities during the Reporting Period, whereas an unrealised fair value gain was recognised for the six months ended 30 June 2024.

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 significantly decreased from approximately RMB50.4 million as at 31 December 2024 to approximately RMB26.0 million as at 30 June 2025 due to lower sales from scaling down projects with lower profit margins and a shift in revenue mix toward services with shorter billing cycles.

Management Discussion and Analysis

Trade payables

Trade payables mainly represent 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 decreased from approximately RMB37.6 million as at 31 December 2024 to approximately RMB28.7 million as at 30 June 2025, which was generally in line with the decrease in the Group's revenue.

Financial assets at fair value through profit or loss

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 30 June 2025, the financial assets at FVTPL have been fully redeemed and the Group did not record any financial assets at FVTPL (31 December 2024: Nil). For the Reporting Period, the gain on fair value changes of financial assets at FVTPL amounted to approximately RMB0.2 million, representing a decrease of approximately 15.4% from approximately RMB0.2 million for the six months ended 30 June 2024. The decrease was mainly attributable to the decrease in average balance of the financial assets at FVTPL during the Reporting Period.

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 behavior 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 30 June 2025, the Group had net current assets of approximately RMB43.3 million, as compared with net current assets of approximately RMB43.8 million as at 31 December 2024.

Bank balances and cash

The Group's bank balances and cash mainly consist of (i) bank deposits denominated in Renminbi and carried the People's Bank of China (中國人民銀行) benchmark interest rate throughout the Reporting Period; and (ii) cash on hand.

As at 30 June 2025, the Group had bank balances and cash of approximately RMB94.2 million, representing an increase of approximately 31.5% from approximately RMB71.7 million as at 31 December 2024. 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.



Management Discussion and Analysis

Indebtedness

As at 30 June 2025, the Group, as a lessee, had outstanding current and non-current lease liabilities of approximately RMB7.0 million as compared with approximately RMB8.7 million as at 31 December 2024. The lease liabilities represent payment for the right to use underlying assets, which is unsecured and unguaranteed.

As at 30 June 2025, the Group had outstanding bank borrowings of approximately RMB42.4 million (31 December 2024: RMB39.0 million), which was unsecured, unguaranteed 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 30 June 2025, the Group had available unutilised banking facilities of approximately RMB9.2 million (31 December 2024: RMB6.5 million).

The Group's gearing ratio (calculated as total bank and other borrowings divided by total equity) as at 30 June 2025 was 61.9% (31 December 2024: 53.3%).

Capital expenditures

Capital expenditures of the Group decreased to approximately RMB119,000 for the Reporting Period as compared with approximately RMB939,000 for the six months ended 30 June 2024. These capital expenditures were related to purchases of property, plant and equipment. It is expected that the Group will incur expenses to develop computer and mobile software and platforms for its digital marketing and sales solutions services which may be capitalised. These expenses will be financed by the cash flow from operating activities.

Capital structure

There has been no change in the capital structure of the Company since the listing (the "**Listing**") of the Company's ordinary shares (the "**Share(s)**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). As at 30 June 2025, the total number of issued Shares was 200,000,000 and the Company did not hold any treasury shares.

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 Reporting Period.

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 30 June 2025, the Group did not have any material contingent liabilities (31 December 2024: nil).

Management Discussion and Analysis

Pledge of assets

As at 30 June 2025, the Group did not pledge any of its assets (31 December 2024: nil).

Human resources

As at 30 June 2025, the Group had 278 employees (30 June 2024: 280 employees). For the Reporting Period, the staff cost recognised as expenses of the Group amounted to approximately RMB35.3 million, representing a slightly decrease of approximately 0.9% from approximately RMB35.6 million for the six months ended 30 June 2024. The decrease was mainly attributable to the decrease in headcounts during the Reporting Period.

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 the restricted share units scheme on 18 September 2019 (the “**RSU Scheme**”) and a share option scheme (the “**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 of the Company dated 31 December 2020 (the “**Prospectus**”).

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 30 June 2025, the Group holds 19.41% equity interest in Shanghai Bohuikang (31 December 2024: 19.41%), the fair value of which was approximately RMB14.3 million as at 30 June 2025 (31 December 2024: approximately RMB15.1 million), accounting for approximately 6.5% (31 December 2024: approximately 7.8%) of the total assets of the Group of approximately RMB219.1 million as at 30 June 2025 (31 December 2024: approximately RMB194.1 million).

During the Reporting Period, the change in fair value of the equity interests in Shanghai Bohuikang of approximately RMB0.8 million was debited to other comprehensive income (30 June 2024: other comprehensive income of approximately RMB6.0 million). No dividend income was received from the equity interests in Shanghai Bohuikang during the Reporting Period (30 June 2024: nil).



Management Discussion and Analysis

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.

Discloseable Transaction

On 13 June 2025, Beijing Medi Healthcare Management Consulting Co., Ltd.* (北京麥迪康健管理諮詢有限公司) ("**Beijing Medi Healthcare**") (one of the Group's PRC operating entities), Mr. Sun Jian and Ms. Duan Lili, all being shareholders of Beijing Haice Culture Communication Co., Ltd* (北京海策文化傳播有限公司) (the "**Target Company**"), passed the capital reduction of the registered capital of the Target Company at the total consideration of RMB7.0 million (the "**Capital Reduction Resolutions**"), pursuant to which it was resolved that the registered capital of the Target Company has been reduced by approximately RMB3.1 million, representing 51.00% of existing registered capital of the Target Company, all of which has been reduced from the registered capital owned by Beijing Medi Healthcare. Upon completion of the Capital Reduction, Beijing Medi Healthcare ceased to own any interest in the Target Company. Accordingly, the financial results of the Target Company has no longer be consolidated into the consolidated financial statements of the Company.

For details, please refer to the announcement issued by the Company dated 13 June 2025.

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

Placing under General Mandate

On 13 June 2025, the Company entered into a placing agreement with a placing agent pursuant to which the Company has conditionally agreed to place, through the placing agent on a best effort basis, up to 40,000,000 ordinary Shares at the placing price of HK\$0.40 per placing share to not less than six placees (who are individual, institutional or professional investors), who and whose ultimate beneficial owners are independent third parties. The placing shares have been allotted and issued pursuant to the general mandate. A total of 40,000,000 ordinary Shares have been successfully placed by the placing agent at the placing price of HK\$0.40 per placing share pursuant to the terms and conditions of the placing agreement on 13 June 2025. The net proceeds from this placing at the time of its completion were approximately HK\$15.45 million. The Company will utilise all net proceeds from the placing as general working capital of the Group. The Placing can provide the Company with additional funds to strengthen the financial position of the Group and provide funding for the business operation of the Group. The placing was completed on 8 July 2025. Further information of this placing can be found in the Company's announcements dated 13 June 2025 and 8 July 2025.

Management Discussion and Analysis

An analysis of the utilisation of the use of proceeds during the interim period is set out as follows:

	Net proceeds as at 8 July 2025 (HK\$ million)	Amount utilised during the Reporting Period (HK\$ million)	Amount unutilised as at 30 June 2025 (HK\$ million)	Expected timeline of full utilisation
General working capital of the Group	15.45	N/A	N/A	By 31 December 2028
Total	15.45	N/A	N/A	

The net proceeds have been and will be utilised in accordance with the purposes set out in the Company's announcements dated 13 June 2025 and 8 July 2025. The expected timeline for utilising the remaining proceeds is based on the best estimation of the future progress of business expansion and market conditions made by the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities (including sale of treasury shares) of the Company during the Reporting Period.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group had no other future plans for material investments or capital assets as at 30 June 2025.

EVENTS AFTER REPORTING PERIOD

Use of Proceeds in Relation to the Placing under General Mandate

On 14 July 2025, the Company entered into a placing agreement with a placing agent pursuant to which the Company has conditionally agreed to place, through the placing agent on a best effort basis, up to 40,000,000 ordinary Shares at the placing price of HK\$0.55 per placing share to not less than six placees (who are individual, institutional or professional investors), who and whose ultimate beneficial owners are independent third parties. The placing shares have been allotted and issued pursuant to the general mandate. A total of 40,000,000 ordinary Shares have been successfully placed by the placing agent at the placing price of HK\$0.55 per placing Share pursuant to the terms and conditions of the placing agreement on 14 July 2025. The net proceeds from this placing at the time of its completion were approximately HK\$21.32 million. The Company will utilise all net proceeds from the Placing as general working capital of the Group. The placing was completed on 28 July 2025. Further information of this placing can be found in the Company's announcements dated 14 July 2025 and 28 July 2025.

Save as disclosed above, there were no significant events after 30 June 2025 and up to date of this report.

FINANCIAL ASSISTANCE AND GUARANTEES TO AFFILIATED COMPANIES

The Group had not provided any financial assistance or 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.

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2025

		Six months ended 30 June	
	Notes	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Revenue	3	127,052	140,670
Cost of sales		(105,268)	(119,985)
Gross profit		21,784	20,685
Other income, gains and losses, net	4	447	791
Selling expenses		(7,480)	(7,260)
Administrative expenses		(18,689)	(28,617)
Research and development expenses		(6,305)	(12,051)
Finance costs	5	(714)	(529)
Reversal of impairment losses on trade receivables		6,871	4,633
Loss before taxation	6	(4,086)	(22,348)
Income tax expense	7	—	(581)
Loss for the period		(4,086)	(22,929)
Other comprehensive income/(loss)			
<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		(783)	3,827
Total comprehensive loss for the period		(4,869)	(19,102)
Loss for the period attributable to:			
— Owners of the Company		(6,123)	(22,213)
— Non-controlling interests		2,037	(716)
		(4,086)	(22,929)
Total comprehensive loss for the period attributable to:			
— Owners of the Company		(6,906)	(18,386)
— Non-controlling interests		2,037	(716)
		(4,869)	(19,102)
Loss per share			
— Basic and diluted loss per share (RMB cents)	9	(3.20)	(11.60)

Condensed Consolidated Statement of Financial Position

At 30 June 2025

	Notes	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)
ASSETS			
Non-current assets			
Property, plant and equipment	10	2,457	3,026
Right-of-use assets	10	6,887	8,513
Equity instruments at fair value through other comprehensive income	11	18,138	20,646
Deposits and other receivables	12	1,004	1,043
		28,486	33,228
Current assets			
Trade receivables	13	25,966	50,394
Contract costs		34,948	35,785
Prepayments, deposits and other receivables	12	8,410	3,025
Bank balances and cash		94,240	71,656
		163,564	160,860
Assets classified as held for sale	14	27,093	–
		190,657	160,860
Total assets		219,143	194,088

Condensed Consolidated Statement of Financial Position

At 30 June 2025

	Notes	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)
LIABILITIES			
Current liabilities			
Trade payables	15	28,720	37,602
Contract liabilities		46,585	23,153
Other payables and accruals	16	9,516	12,327
Lease liabilities		3,622	4,937
Borrowings		42,357	39,027
		130,800	117,046
Liabilities associated with assets classified as held for sale	14	16,531	–
		147,331	117,046
Net current assets		43,326	43,814
Total assets less current liabilities		71,812	77,042
Non-current liabilities			
Lease liabilities		3,403	3,763
		3,403	3,763
Net assets		68,409	73,279
EQUITY			
Capital and reserves attributable to owners of the Company			
Share capital	17	1	1
Reserves		64,231	71,138
		64,232	71,139
Non-controlling interests		4,177	2,140
Total equity		68,409	73,279

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2025

	Attributable to owners of the Company									Non-controlling interests RMB'000	Total RMB'000
	Share capital RMB'000 (Note 17)	Share premium RMB'000	Capital reserve RMB'000	Statutory reserve RMB'000	Fair value reserve RMB'000	Other reserve RMB'000	Share-based compensations RMB'000	Retained earnings RMB'000	Sub-total RMB'000		
As at 1 January 2025 (Audited)	1	98,602	37,878	16,121	11,314	54,216	-	(146,993)	71,139	2,140	73,279
Loss for the period	-	-	-	-	-	-	-	(6,124)	(6,124)	2,037	(4,087)
Other comprehensive loss	-	-	-	-	(783)	-	-	-	(783)	-	(783)
Total comprehensive loss for the period	-	-	-	-	(783)	-	-	(6,124)	(6,907)	2,037	(4,870)
Share-based compensation — Value of employee services (Notes 6 and 18)	-	-	-	-	-	-	-	-	-	-	-
As at 30 June 2025 (Unaudited)	1	98,602	37,878	16,121	10,531	54,216	-	(153,117)	64,232	4,177	68,409

	Attributable to owners of the Company									Non-controlling interests RMB'000	Total RMB'000
	Share capital RMB'000 (Note 17)	Share premium RMB'000	Capital reserve RMB'000	Statutory reserve RMB'000	Fair value reserve RMB'000	Other reserve RMB'000	Share-based compensations RMB'000	Retained earnings RMB'000	Sub-total RMB'000		
As at 1 January 2024 (Audited)	1	98,602	37,878	16,121	11,055	54,216	774	(102,522)	116,125	3,842	119,967
Loss for the period	-	-	-	-	-	-	-	(22,213)	(22,213)	(716)	(22,929)
Other comprehensive income	-	-	-	-	3,827	-	-	-	3,827	-	3,827
Total comprehensive loss for the period	-	-	-	-	3,827	-	-	(22,213)	(18,386)	(716)	(19,102)
Share-based compensation — Value of employee services (Notes 6 and 18)	-	-	-	-	-	-	-	-	-	-	-
As at 30 June 2024 (Unaudited)	1	98,602	37,878	16,121	14,882	54,216	774	(124,735)	97,739	3,126	100,865

* Less than RMB1,000

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2025

	Notes	Six months ended 30 June	
		2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Net cash used in operating activities		19,571	(4,952)
Investing activities			
Purchases of property, plant and equipment	10	(119)	(939)
Purchases of financial assets at fair value through profit or loss		(30,000)	(32,500)
Proceeds from disposal of financial assets at fair value through profit or loss		30,203	32,740
Acquisition of equity instruments at fair value through other comprehensive income	11	–	(3,000)
Proceeds from equity instruments at fair value through other comprehensive income		1,725	15,000
Interest received	4	118	184
Net cash generated from investing activities		1,927	11,485
Financing activities			
Payment for principal portion of lease liabilities		(1,675)	(4,089)
Payment for interest portion of lease liabilities		(24)	(158)
Repayment of bank loans		(545)	(21,698)
Increase of interest-bearing bank borrowing		3,330	21,496
Net cash (used in)/generated from financing activities		1,086	(4,449)
Net increase in cash and cash equivalents		22,584	2,084
Cash and cash equivalents at beginning of the period		71,656	80,352
Cash and cash equivalents at end of the period, representing bank balances and cash		94,240	82,436

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

1. GENERAL INFORMATION AND BASIS OF PREPARATION

1.1 General information

Mediwelcome Healthcare Management & Technology Inc. (the “**Company**”) was incorporated under the laws of the Cayman Islands with limited liability on 21 February 2019. 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, 12/F, Corporation Square, No.8 Lam Lok Street, Kowloon Bay, Kowloon, Hong Kong. The shares of the Company (“**Shares**”) have been listed (the “**Listing**”) on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from 19 January 2021 (“**Listing Date**”).

The Company acts as an investment holding company. 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, 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 condensed 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 the People’s Republic of China (the “**PRC**”) and these subsidiaries considered RMB as their functional currency. The condensed 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.

1.2 Basis of preparation

The condensed consolidated financial statements of the Group have been prepared in accordance with Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as well as the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).



Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss and equity instruments at fair value through other comprehensive income which are carried at fair value at subsequent reporting dates.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“**HKFRSs**”) and application of certain accounting policies which became relevant to the Group, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2025 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2024.

Application of amendments to HKFRSs

In the current interim period, the Group has applied the following 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 2025 for the preparation of the Group’s condensed consolidated financial statements:

Amendments to HKAS 21	<i>Lack of Exchangeability</i>
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The application of the amendments to in the current interim period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements of the Group.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

3. REVENUE AND SEGMENT INFORMATION

The chief operating decision-maker (“**CODM**”) reviews the “operating loss” 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.

	Six months ended 30 June	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
The Group's loss before taxation	(4,086)	(22,348)
Less: Other income, gains and losses, net	(447)	(791)
Operating loss presented to the CODM	(4,533)	(23,139)

Revenue by service type as follows:

	Six months ended 30 June	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Medical conference services	43,660	76,133
Patient education and screening services	1,102	1,706
Marketing strategy and consulting services	66,591	53,096
Contract research organisation services	795	1,666
Digital marketing and sales solutions services	14,078	7,496
Internet hospital services	826	573
Total revenue	127,052	140,670

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

3. REVENUE AND SEGMENT INFORMATION (Continued)

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

	Six months ended 30 June	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Timing of revenue recognition		
At a point in time	125,431	134,760
Over time	1,621	5,910
Total revenue	127,052	140,670

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

	Six months ended 30 June	
	2025 (Unaudited)	2024 (Unaudited)
Customer A	13%	21%
Customer B	13%	17%

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.

	Six months ended 30 June	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Within one year	309,566	626,967

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

4. OTHER INCOME, GAINS AND LOSSES, NET

	Six months ended 30 June	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Foreign exchange (loss)/gains, net	(520)	238
Bank interest income	118	184
Gain on fair value changes of financial assets at fair value through profit or loss ("FVTPL")	203	240
Government subsidy (Note)	550	–
Others	96	129
	447	791

Note: Amount represented subsidy on the Group's business development without any specific conditions attached to the subsidy during the six months ended 30 June 2025. No government subsidy was received during the six months ended 30 June 2024.

5. FINANCE COSTS

	Six months ended 30 June	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Interest expense on lease liabilities	24	158
Interest expense on borrowings	545	191
Guarantee fees	145	180
	714	529

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

6. LOSS BEFORE TAXATION

	Six months ended 30 June	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Loss before taxation has been carried at after charging:		
Depreciation of property, plant and equipment	589	704
Depreciation of right-of-use assets	1,037	3,030
Staff costs:		
— Fee and salaries (including directors' remuneration)	29,280	29,977
— Staff retirement benefit costs (including directors' retirement benefit scheme contributions)	2,669	2,462
— Social security costs, housing benefits and other employee benefits (including directors' social security costs, housing benefits and other benefits)	3,366	3,185
	35,315	35,624

7. INCOME TAX EXPENSE

	Six months ended 30 June	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Under provision of taxation for previous years	—	203
	—	203
Deferred tax expense	—	378
	—	581

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

7. INCOME TAX EXPENSE (Continued)

(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 periods 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 periods.

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 2025. 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% tax reduction based on the eligible research and development expenses for the six months ended 30 June 2025 (six months ended 30 June 2024: 100%).

For the six months ended 30 June 2025, nine (six months ended 30 June 2024: nine) of the entities comprising the Group is qualified as small and micro-sized enterprises ("SMEs") for tax reduction. For the six months ended 30 June 2025, SMEs are eligible for 75% reduction at the applicable EIT tax rate of 20% (six months ended 30 June 2024: SMEs are eligible for 75% reduction at the applicable EIT tax rate 20%).

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 periods.

(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 30 June 2025 and 2024.

8. DIVIDEND

No dividends were paid, declared or proposed during the six months ended 30 June 2025. The directors of the Company have determined that no dividend will be paid in respect of the six months ended 30 June 2025 (six months ended 30 June 2024: Nil).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

9. 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 period.

	Six months ended 30 June	
	2025 RMB'000 (Unaudited)	2024 RMB'000 (Unaudited)
Loss attributable to owners of the Company	(6,123)	(22,213)
Weighted average number of ordinary shares in issue in the basic and diluted earnings per share calculation (in thousands)	191,422	191,422

The computation of diluted loss per share for the six months ended 30 June 2025 does not assume the issue of the Company's unvested RSUs as their assumed issue would result in a decrease in loss per share.

10. PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the current interim period, the Group incurred RMB119,000 (six months ended 30 June 2024: RMB939,000) on the acquisition of property, plant and equipment. During the current interim period, the Group reported no disposal of property, plant and equipment (six months ended 30 June 2024: RMB89,000).

During the current interim period, no new lease agreements have been entered into by the Group (six months ended 30 June 2024: 5 new lease agreements). During the current interim period, no addition of right-of-use assets has been recognised by the Group (six months ended 30 June 2024: no addition of right-of-use assets has been recognised).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

11. EQUITY INSTRUMENTS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)
Unlisted equity securities		
— Beijing Cezhiyi Consulting Co., Ltd. (" Beijing Cezhiyi ") (Note (a))	—	1,766
— Shanghai Bohuikang Biological Technology Co., Ltd. (" Shanghai Bohuikang ")	14,266	15,053
— Beijing Lingchuang Yigu Technology Development Co., Ltd. (" Lingchuang Yigu ")	872	827
— Yuanyu Dingcheng Technology Development (Beijing) Co., Ltd. (" Yuanyu Dingcheng ")	3,000	3,000
	18,138	20,646

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 fair value through other comprehensive income 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.

Note:

(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.

On 10 February 2025, the Group entered into an agreement with an independent third party to dispose of 5% equity interest of Beijing Cezhiyi for a cash consideration of RMB1,725,000. 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 Beijing Cezhiyi. The consideration was received on 17 March 2025. Upon completion of the above transactions in 2025, the Group did not hold any equity interests in Beijing Cezhiyi.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

12. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)
Included in non-current assets		
Deposits and other receivables (Note (a))	1,004	1,043
Included in current assets		
Prepayments (Note (b))	1,357	1,744
Other receivables (Note (c))	7,053	1,281
	8,410	3,025

Notes:

- (a) As at 30 June 2025 and 31 December 2024, deposits and other receivables mainly represent non-current portion of rental deposits.
- (b) As at 30 June 2025 and 31 December 2024, 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.
- (c) As at 30 June 2025, other receivables mainly represent an amount due from a supplier of approximately RMB4,800,000.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

13. TRADE RECEIVABLES

	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)
Receivables from third parties	38,881	70,724
Less: allowance for credit losses	(12,915)	(20,330)
	25,966	50,394

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:

	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)
Within 90 days	23,480	47,365
91 days to 180 days	2,486	3,029
	25,966	50,394

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

	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)
Not past due	23,480	47,365
0–90 days past due	2,486	3,029
	25,966	50,394

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

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

14. ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE

On 13 June 2025, Beijing Medi Healthcare Management Consulting Co., Ltd.* (北京麥迪康健康管理諮詢有限公司) (“**Beijing Medi Healthcare**”) (one of the Group’s PRC operating entities), Mr. Sun Jian and Ms. Duan Lili, all being shareholders of Beijing Haice Culture Communication Co., Ltd* (北京海策文化傳播有限公司) (the “**Target Company**”), passed the capital reduction of the registered capital of the Target Company at the total consideration of RMB7.0 million (the “**Capital Reduction Resolutions**”), pursuant to which it was resolved that the registered capital of the Target Company has been reduced by approximately RMB3.1 million, representing 51.00% of existing registered capital of the Target Company, all of which has been reduced from the registered capital owned by Beijing Medi Healthcare.

For the six months ended 30 June 2025, the disposal of Target Company has not been completed. The major classes of assets and liabilities comprising the Target Company classified as held for sale are as follows:

	30 June 2025 RMB'000 (Unaudited)
Assets	
Property, plant and equipment	100
Right-of-use assets	590
Trade receivables	16,446
Contract costs	983
Prepayments, deposits and other receivables	852
Cash and cash equivalents	8,122
Assets of a disposal group classified as held for sale	27,093
Liabilities	
Trade payables	11,690
Contract liabilities	1,151
Other payables and accruals	3,078
Lease liability	612
Liabilities associated with assets classified as held for sale	16,531
Net assets directly associated with disposal group after fair value adjustment	10,562

As the consideration of the disposal was higher than the net carrying amounts of the relevant assets and liabilities attributable to associated with the Target Company, there was no impairment loss recognised for the six months ended 30 June 2025.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

15. TRADE PAYABLES

	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)
Payables to third parties	28,720	37,602

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

	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)
Up to 90 days	21,237	27,411
91 days to 180 days	1,870	3,165
181 days to 360 days	2,528	1,868
Over 360 days	3,085	5,158
	28,720	37,602

16. OTHER PAYABLES AND ACCRUALS

	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)
Reimbursement to staff	128	3,369
Accrued social security costs	816	992
Accrued services fee to auditor	—	1,111
Other tax payables (Note)	4,360	3,016
Salary payable	3,309	3,519
Others	903	320
	9,516	12,327

Note:

As at 30 June 2025, other tax payables mainly represent PRC Value Added Tax payable of RMB2,483,000 (31 December 2024: RMB958,000) and PRC Individual Income Tax payable (withholding tax) of RMB449,000 (31 December 2024: RMB475,000).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

17. SHARE CAPITAL

	Par value	Number of ordinary shares '000	Amount RMB'000
Authorised:			
At 1 January 2024 (audited), 31 December 2024 (audited) and 30 June 2025 (unaudited)	HK\$0.00001	38,000,000	334
At 1 January 2024 (audited), 31 December 2024 (audited) and 30 June 2025 (unaudited)		200,000	1

* Less than RMB1,000

Notes: As at 30 June 2025, 8,558,000 (31 December 2024: 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 18).

18. 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 30 June 2025 and 31 December 2024.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

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

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.

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.

Movement of the RSU Scheme for the six months ended 30 June 2025 and 2024 is as follows:

	Six months ended 30 June	
	2025 '000 (Unaudited)	2024 '000 (Unaudited)
At 1 January	–	–
Granted during the period	–	–
Vested and settled (Note)	–	–
Lapsed/cancelled (Note)	–	–
At 30 June	–	–

Note:

On 25 June 2021, RSUs representing 5,154,030 underlying shares were vested, representing the first 34% of the underlying shares of the RSUs. On 31 December 2021, RSUs of 647,500 underlying shares and 2,963,970 underlying shares were vested and lapsed/cancelled respectively, representing the second 23% of the granted RSUs. 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/cancelled, representing the third 5% of the RSUs granted. None of the RSUs vested during the year ended 31 December 2024 and 2023. During the six months ended 30 June 2025, none of the RSUs was granted (30 Jun 2024: nil).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The table below analyses the Group's financial instruments carried at fair value or fair value less costs to sell as at 30 June 2025 and 31 December 2024 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 or fair value less costs to sell.

	Level 3 RMB'000
At 30 June 2025 (unaudited)	
Assets	
— Long-term equity instruments at FVTOCI (<i>Note 11</i>)	18,138
At 31 December 2024 (audited)	
Assets	
— Long-term equity instruments at FVTOCI (<i>Note 11</i>)	20,646

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

The following table presents the changes in level 3 instruments of financial assets at FVTPL and equity instruments at FVTOCI and assets classified as held for sale during the period.

	Financial assets at FVTPL RMB'000	Equity instruments at FVTOCI RMB'000
At 1 January 2025 (audited)	–	20,646
Purchased	30,000	–
Disposal	(30,203)	(1,725)
Total gain:		
— in profit or loss	203	–
— in other comprehensive income	–	(783)
At 30 June 2025 (unaudited)	–	18,138
At 1 January 2024 (audited)	–	17,046
Purchased	32,500	3,000
Disposal	(32,740)	–
Total gain:		
— in profit or loss	240	–
— in other comprehensive income	–	4,904
At 30 June 2024 (unaudited)	–	24,950

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2025

19. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

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 30 June 2025 and 31 December 2024.

Description	Fair value		Valuation techniques	Price to sales ratio		Relationship of unobservable inputs to fair value
	30 June 2025 RMB'000 (Unaudited)	31 December 2024 RMB'000 (Audited)		30 June 2025	31 December 2024	
Unlisted equity securities						
Beijing Cezhiyi	–	1,766	Market comparison	–	1.14	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 Bohuikang	14,266	15,053	Market comparison	2.51	2.51	
Lingchuang Yigu	872	827	Market comparison	6.42	6.42	
Yuanyu DingCheng	3,000	3,000	Market comparison	5.53	5.53	
	18,138	20,646				

As at 30 June 2025, the fair values or fair value less costs to sell of the above equity instruments at FVTOCI have been estimated by management of the Group by using market comparison method with adjustments. As at 31 December 2024, 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, an independent professional valuer not connected with the Group, using market comparison method with adjustments.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATION

As at the date of this report, 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 for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) are as follows:

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	1,950,000 (L)	107,269,000 ⁽³⁾	38.31%
	Interest in a controlled corporation	40,651,000 (L)		
	Interest held jointly with another person	64,668,000 (L) ⁽²⁾		
Mr. Yang Weimin	Interest in a controlled corporation	25,415,000 (L)	107,269,000 ⁽⁴⁾	38.31%
	Interest held jointly with another person	81,854,000 (L) ⁽²⁾		
Mr. Wang Liang	Beneficial owner	1,800,000 (L)	107,269,000 ⁽⁵⁾	38.31%
	Interest in a controlled corporation	12,038,000 (L)		
	Interest held jointly with another person	93,431,000 (L) ⁽²⁾		

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 280,000,000 Shares as at the date of this report.
- (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) Mr. Shi Wei was deemed to be interested in 107,269,000 Shares, among which 40,651,000 Shares were held by Ji Ze Investment Management Company Limited (“**Ji Ze Investment**”), 1,950,000 Shares were held in his own capacity and 64,668,000 Shares were held jointly with another person as stated in Note (2).
- (4) Mr. Yang Weimin was deemed to be interested in 107,269,000 Shares, among which 25,415,000 Shares were held by Shun Jia Investment Management Company Limited (“**Shun Jia Investment**”) and 81,854,000 Shares were held jointly with another person as stated in Note (2).
- (5) Mr. Wang Liang was deemed to be interested in 107,269,000 Shares, among which 12,038,000 Shares were held by Tai Zhi Feng Investment Management Company Limited (“**Tai Zhi Feng Investment**”), 1,800,000 Shares were held in his own capacity and 93,431,000 Shares were held jointly with another person as stated in Note (2).

Other Information

Save as disclosed above, as at the date of this report, 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.

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

As at the date of this report, 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)		36.97%
Shun Jia Investment ⁽²⁾⁽⁴⁾	Beneficial interest/Interest held jointly with another person	103,519,000 (L)		36.97%
Tai Zhi Feng Investment ⁽²⁾⁽⁵⁾	Beneficial interest/Interest held jointly with another person	103,519,000 (L)		36.97%
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)		36.97%
Ms. Zhang Yitao ⁽²⁾⁽⁷⁾	Interest in a controlled corporation	25,415,000 (L)	107,269,000	38.76%
	Interest held jointly with another person	81,854,000 (L)		
Deep Blue Fund SPC — Apollo SP ⁽⁸⁾	Beneficial owner	45,016,000 (L)		16.08%
Hong Kong Financial Services Holding Limited ⁽⁸⁾	Interest in a controlled corporation	45,016,000 (L)		16.08%
Hong Kong International Capital Management Limited ⁽⁸⁾	Investment manager	45,016,000 (L)		16.08%
The Core Trust Company Limited ⁽⁹⁾	Trustee	18,906,800 (L)		6.75%
TCT (BVI) Limited ⁽⁹⁾	Other	18,906,800 (L)		6.75%
Great Insight Global Limited ⁽⁹⁾	Nominee for another person	18,906,800 (L)		6.75%

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 280,000,000 Shares as at the date of this report.
- (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.

Other Information

- (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 107,269,000 Shares, among which 25,415,000 Shares were held by He Hui Wan Yi Investment and 81,854,000 Shares were held jointly with another person as stated in Note (2).
- (8) Deep Blue Fund SPC — Apollo SP, is a segregated portfolio of Deep Blue Fund SPC. Deep Blue Fund SPC is a segregated portfolio company incorporated in Cayman Islands operating as a private investment fund. Hong Kong International Capital Management Limited, a corporation licensed under the SFO permitted to engage in Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, is appointed as the investment manager of Deep Blue Fund SPC — Apollo SP. Hong Kong International Capital Management Limited is wholly-owned by Hong Kong Financial Services Holding Limited.
- (9) The Core Trust Company Limited, as a trustee, holds 18,906,800 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 the date of this report, 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.

RSU SCHEME

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

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



Other Information

On 25 June 2021, an aggregate of 15,170,000 restricted share units (“**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 2025, none of the RSUs granted under the Scheme were outstanding or unvested. Save for the aforesaid, no other RSUs had been granted or agreed to be granted under the RSU Scheme, and no RSUs were lapsed or cancelled during the Reporting Period. The number of RSUs available for grant under the scheme mandate of the RSU scheme as at 1 January 2025 and 30 June 2025 was 4,830,000 Shares.

The number of shares that may be issued in respect of the RSUs granted under the RSU Scheme of the Company during the Reporting Period divided by the weighted average number of shares of the relevant class in issue for the Reporting Period was nil.

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 18 of the notes to the consolidated financial statement.

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme on 21 December 2020, which became effective on 19 January 2021, the Listing Date.

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

As at 30 June 2025, no share option had been granted under the Share Option Scheme. During the Reporting Period, no share option was cancelled or lapsed. The total number of options available for grant under the Share Option Scheme as at 1 January 2025 and 30 June 2025 was 20,000,000.

The number of shares that may be issued in respect of options granted under the Share Option Scheme of the Company during the Reporting Period divided by the weighted average number of shares of the relevant class in issue for the Reporting Period was nil.

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 Healthcare Technology Co., Ltd.* (北京麥迪衛康醫療科技有限公司, “**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.

FITE Regulations Update

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.



Other Information

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 Yinchuan Mediwelcome Internet Hospital Co., Ltd.* (銀川麥迪衛康互聯網醫院有限公司) 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.

FITE Regulations Update

Notwithstanding the significant uncertainties in the interpretation and implementation of the amended FITE Regulations, the Group has continued to establish the operation of our overseas business gradually and has taken the following measures:

- 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) Investment Management Company Limited, 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 regularly consult with the relevant PRC government authorities to keep abreast of any new regulatory changes and to assess on an ongoing basis whether we are meeting the requirements set out by the PRC government authorities, where applicable. We will closely monitor and assess any changes in the implementation of the newly amended FITE Regulations and, when necessary and applicable, disclose in our interim report and annual report the latest progress of our response plan to address the regulatory changes to keep our shareholders and other investors informed.

For the Reporting Period, the Board has reviewed the overall performance of the Contractual Agreements and believed that the Group has complied with the Contractual Agreements in all material aspects.

AUDIT COMMITTEE

The audit committee of the Company (the “**Audit Committee**”) consists of three independent non-executive Directors, namely Mr. Chen Huilin, Mr. David Zheng Wang and Mr. Song Ruilin. Mr. Chen Huilin is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited interim results of the Group and the interim report of the Company for the six months ended 30 June 2025. 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.

REMUNERATION COMMITTEE

The remuneration committee of the Company (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 Corporate Governance Code as contained in Appendix C1 to the Listing Rules (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..

NOMINATION COMMITTEE

The nomination committee of the Company (the “**Nomination Committee**”) consists of three members, namely Ms. Deng Chengying, executive Director and Mr. Chen Huilin and Mr. David Zheng Wang, 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.

CHANGE IN INFORMATION OF DIRECTORS

On 26 March 2025, Mr. Shi Wei ceased to be the chairman of the Nomination Committee, and Mr. David Zheng Wang has been re-designated as the chairman of the Nomination Committee.

As disclosed in the above, as at 30 June 2025, there has been no change in the information of the Directors, supervisor or chief executive as required to be disclosed pursuant to the Listing Rules.



Other Information

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company has adopted corporate governance practices based on the principles and code provisions as set out in the CG Code as its own code of corporate governance practices. During the Reporting Period, the Company had applied the principles of good corporate governance and complied with all the applicable code provisions set out in Part 2 of the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

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

Specific enquiries have been made to all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the Reporting Period.

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 during the Reporting Period.

DIVIDEND

The Board resolved not to declare the payment of any interim dividend in respect of the six months ended 30 June 2025 (2024: Nil).

By order of the Board
Mediwelcome Healthcare Management & Technology Inc.
麥迪衛康健康醫療管理科技股份有限公司
Shi Wei
Chairman and Executive Director

Hong Kong
28 August 2025

* *For identification purposes only*