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SoftMedx Healthcare Limited

京玖醫療健康有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

2022 FINAL RESULTS

The board (“Board”) of directors of SoftMedx Healthcare Limited (the “Company”) hereby presents the audited consolidated final results of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2022.

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME**

For the year ended 31 December 2022

	<i>Notes</i>	2022 HK\$'000	2021 <i>HK\$'000</i>
Revenue	3	33,765	1,699
Cost of goods sold		<u>(20,028)</u>	<u>(909)</u>
Gross profit		13,737	790
Other income, gains and losses	5	9,765	8,725
Administrative expenses		(23,021)	(21,837)
Gain on liquidation of subsidiaries		—	7,949
Loss arising from change in fair value of financial assets at fair value through profit or loss (“FVTPL”)		(725)	(2,740)
Written off of property, plant and equipment		(345)	—
Impairment loss on other receivables		(494)	(1,335)
Finance costs	6	<u>(15,549)</u>	<u>(16,269)</u>
Loss before taxation		(16,632)	(24,717)
Income tax expense	7	<u>(2,593)</u>	<u>—</u>
Loss and total comprehensive expense for the year	8	<u><u>(19,225)</u></u>	<u><u>(24,717)</u></u>
Loss and total comprehensive expense attributable to:			
Owners of the Company		(19,225)	(26,275)
Non-controlling interests		<u>—</u>	<u>1,558</u>
		<u><u>(19,225)</u></u>	<u><u>(24,717)</u></u>
Loss per share attributable to owners of the Company (HK cents)			
— Basic and diluted	10	<u><u>(5.9)</u></u>	<u><u>(8.1)</u></u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	<i>Notes</i>	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		463	609
Right-of-use assets		858	1,035
Financial assets at FVTPL		4,714	5,439
		<u>6,035</u>	<u>7,083</u>
Current assets			
Inventories		1,970	—
Trade receivables	11	1,037	1,665
Other receivables, prepayments and deposits		12,480	6,696
Financial assets at FVTPL		22	—
Bank balances and cash		3,096	3,671
		<u>18,605</u>	<u>12,032</u>
Current liabilities			
Other payables		89,632	70,913
Tax payable		2,440	102
Borrowings	12	215,555	140,425
Bonds payable	13	57,891	54,856
Lease liabilities		889	1,076
		<u>366,407</u>	<u>267,372</u>
Net current liabilities		<u>(347,802)</u>	<u>(255,340)</u>
Total assets less current liabilities		<u>(341,767)</u>	<u>(248,257)</u>
Non-current liability			
Borrowings	12	2,188	76,676
		<u>2,188</u>	<u>76,676</u>
Net liabilities		<u>(343,955)</u>	<u>(324,933)</u>
CAPITAL AND RESERVES			
Share capital	14	3,030,660	3,030,660
Reserves		(3,367,032)	(3,348,010)
Deficit attributable to owners of the Company		(336,372)	(317,350)
Non-controlling interests		(7,583)	(7,583)
Total deficit		<u>(343,955)</u>	<u>(324,933)</u>

Notes:

1. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

These consolidated financial statements have been prepared under the historical cost basis, except for certain financial instruments that are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated. These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) and the Hong Kong Companies Ordinance. These consolidated financial statements also include applicable disclosures required by the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Suspension of trading in shares of the Company

Reference is made to the Company’s announcement dated 27 November 2017 made at the request of Securities and Futures Commission (“SFC”) under section 8(1) of the Securities and Futures (Stock Market Listing) Rules (Cap. 571V) to suspend trading in shares of the Company on the Stock Exchange with effect from 27 November 2017.

Going concern

For the year ended 31 December 2022, the Group incurred a loss attributable to owners of the Company of HK\$19,225,000, and as at 31 December 2022, the Group recorded net current liabilities of HK\$347,802,000 and net liabilities of HK\$343,955,000 respectively. In assessing the appropriateness of the use of the going concern in the preparation of these consolidated financial statements, the Board has given careful consideration to the future liquidity and performance of the Group, the debt restructuring of the Group and its available sources of financing and prepared a cashflow forecast covering a period of 12 months from the date of approval for issue of these consolidated financial statements. The Board is of the opinion that the Group will have sufficient working capital to meet its financial obligations as they fall due in the next twelve months from the issue of these consolidated financial statements. Certain measures have been taken to mitigate the liquidity pressure and to improve its financial position and performance which include, but not limited to the following:

- (a) The Company has applied to the Court for the approval of the scheme of arrangement to be entered into between the Company and its creditors to convene a scheme meeting for the creditors to consider and approve the scheme of arrangement. After the scheme of arrangement is approved by the creditors, the sanctioning of the Court will be sought. The scheme of arrangement will become effective on the registration date of the Court Order granted by the Court. The Directors are confident that the Company will receive sufficient support for the scheme of arrangement in the creditors’ meeting. The Directors also assess that it is probable that the Court would approve the scheme of arrangement, considering the Group’s financial position shown on its most recent management accounts and letters of support received from the creditors of the Company up to the date of issue of these consolidated financial statements. On this basis, the Directors consider that the scheme of arrangement would be successful.
- (b) On 22 July 2022, the Company reached an agreement with a facility provider for the provision of a loan facility of HK\$8,000,000 to finance the operating costs of the Group; and
- (c) The Group continues to develop its medical and well-being business to improve its cashflow from operations.

Given the above, the Directors are of the opinion that, taking into account the above-mentioned measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from the date of approval for issue of these consolidated financial statements. Accordingly, the Directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis. However, a material uncertainty exists related to the above conditions that may cast significant doubt about the Group's ability to continue as a going concern.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendment to HKFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ¹
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for annual periods beginning on or after 1 January 2024.

Except for the new and amendments 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.

Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies

HKAS 1 is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information. HKFRS Practice Statement 2 Making Materiality Judgements (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement. The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

Amendments to HKAS 8 Definition of Accounting Estimates

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information. In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications. The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

3. REVENUE

An analysis of revenue is as follow:

(i) Disaggregation of revenue from contracts with customers

	2022	2021
	<i>HK\$’000</i>	<i>HK\$’000</i>
Types of goods or service		
Medical and well-being business		
— Distribution of medical equipment and products	33,765	1,699
Geographical markets		
Hong Kong	33,765	1,699
Timing of revenue recognition		
A point in time	33,765	1,699

(ii) Performance obligations for contracts with customers

For distribution of medical equipment and products to customers, revenue is recognised when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer. Delivery occurs when the goods have been shipped to a customer's specific location. When a customer initially purchases the goods, the transaction price received by the Group is recognised as a contract liability until the goods have been delivered to the customer.

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

The distribution of medical equipment and products are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

4. SEGMENT INFORMATION

The Group's reportable and operating segment under HKFRS 8 is based on the information reported to the executive directors of the Company, being the chief operating decision maker, for resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. During the year, the Group has one (2021: one) reportable operating segment:

Medical and well-being business — distribution of medical equipment and products

Segment reporting

The following summary describes the Group's reportable segment:

For the year ended 31 December 2022

	Medical and well- being business	Total
	<i>HK\$'000</i>	<i>HK\$'000</i>
Segment revenue		
External sales	33,765	33,765
Segment revenue	<u>33,765</u>	<u>33,765</u>
Segment results	<u>6,834</u>	<u>6,834</u>
Unallocated corporate expenses		(8,677)
Unallocated finance costs		(14,789)
Loss before taxation		<u>(16,632)</u>
Reportable segment assets	23,314	23,314
Unallocated assets		1,326
Total assets		<u>24,640</u>
Reportable segment liabilities	20,800	20,800
Unallocated liabilities		347,795
Total liabilities		<u>368,595</u>

For the year ended 31 December 2021

	Medical and well- being business <i>HK\$'000</i>	Total <i>HK\$'000</i>
Segment revenue		
External sales	1,699	1,699
Segment revenue	<u>1,699</u>	<u>1,699</u>
Segment results	652	652
Unallocated corporate expenses		(9,135)
Unallocated finance costs		(16,234)
Loss before taxation		<u>(24,717)</u>
Reportable segment assets	16,985	16,985
Unallocated assets		2,130
Total assets		<u>19,115</u>
Reportable segment liabilities	16,975	16,975
Unallocated liabilities		327,073
Total liabilities		<u>344,048</u>

Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Income from distribution of medical equipment and products	<u>33,765</u>	<u>1,699</u>

Geographical information

The Group's operation is located in Hong Kong. The Group's revenue from external customers is all from Hong Kong and non-current assets are located in Hong Kong.

5. OTHER INCOME, GAINS AND LOSSES

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Exchange gain, net	8,794	8,409
Interest income on bank balances	38	1
Government subsidies under COVID-19	216	—
Others	717	315
	<u>9,765</u>	<u>8,725</u>

6. FINANCE COSTS

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Interest expenses on:		
Bank and other borrowings	12,414	12,932
Bonds payable	3,035	3,266
Lease liabilities	100	71
	<u>15,549</u>	<u>16,269</u>

7. INCOME TAX EXPENSE

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Current tax:		
Hong Kong Profits Tax	2,593	—
	<u>2,593</u>	<u>—</u>

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

8. LOSS FOR THE YEAR

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Loss for the year has been arrived at after charging:		
Depreciation of property and equipment	333	213
Depreciation of right-of-use assets	1,707	981
Total depreciation	<u>2,040</u>	<u>1,194</u>
Auditors' remuneration	862	880
Cost of inventories recognised as expenses	20,028	909
Employee salaries and other benefits	17,497	15,279
	<u>17,497</u>	<u>15,279</u>

9. DIVIDEND

The Board does not recommend the payment of any dividend for the year ended 31 December 2022 (2021: Nil).

10. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Loss for the year attributable to owners of the Company	<u>(19,225)</u>	<u>(26,275)</u>
	2022 <i>'000</i>	2021 <i>'000</i>
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	<u>326,037</u>	<u>326,037</u>

No diluted loss per share for both 2022 and 2021 were presented as there were no potential ordinary shares in issue for both 2022 and 2021.

11. TRADE RECEIVABLES

The following is an aged analysis of the trade receivable presented based on the invoice date, or otherwise, delivery date, at the end of the reporting period, which approximated the respective revenue recognition dates:

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Age		
0-30 days	262	366
31-90 days	—	1,109
91-180 days	—	190
Over 181 days	775	—
	<u>1,037</u>	<u>1,665</u>

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Trade receivables	1,037	1,665
Less: Impairment	—	—
	<u>1,037</u>	<u>1,665</u>

12. BORROWINGS

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Borrowings	<u>217,743</u>	<u>217,101</u>
Analysed into:		
Repayable within one year or on demand	215,555	140,425
Repayable within a period of more than one year	2,188	76,676
	<u>217,743</u>	<u>217,101</u>

The amount represented loans with aggregate principal amount of HK\$182,851,000 (2021: 185,584,000), bearing interest rates ranging from 2% to 8.5% (2021: 2% to 8.5%).

As a result of the winding up petition against the Company as detailed in note 15 to the consolidated financial statements which constitutes a default of event under the terms and conditions of the loans, loans with aggregate principal amount of HK\$167,617,000 has become immediately repayable.

13. BONDS PAYABLE

	2022 <i>HK\$'000</i>	2021 <i>HK\$'000</i>
Bonds payable	<u>57,891</u>	<u>54,856</u>

The amount represented bonds issued by the Company with aggregate principal amount of HK\$49,000,000 (2021: HK\$49,000,000), bearing interest rates ranging from 5% to 6.5% (2021: 5% to 6.5%) and effective interest rates ranging from 7% to 9% (2021: 7% to 9%). As at 31 December 2022, all of the bonds issued by the Company are matured and has become immediately repayable.

14. SHARE CAPITAL

	Number of shares	Amount
	'000	HK\$'000
Issued and fully paid:		
At 31 December 2021, 1 January 2022 and 31 December 2022	326,037	3,030,660

15. EVENTS OCCURRING AFTER THE REPORTING PERIOD

In April 2023, a creditor of the Company filed a winding up petition against the Company in relation to its claim for an outstanding debt of HK\$16,175,304, together with the unpaid interest and cost thereon.

MANAGEMENT DISCUSSION AND ANALYSIS

REVIEW OF FINANCIAL RESULTS

Revenue

The Group recorded revenue of HK\$33.8 million for the year ended 31 December 2022 (2021: HK\$1.7 million).

Gross Profit

For the year ended 31 December 2022, the Group recorded gross profit and gross profit margin of HK\$13.7 million (2021: HK\$0.8 million) and 40.7% (2021: 46.5%) respectively.

Loss for the Year

For the year ended 31 December 2022, the Group recorded consolidated loss and consolidated loss attributable to the owners of the Company of HK\$19.2 million (2021: HK\$24.7 million) and HK\$19.2 million (2021: HK\$26.3 million) respectively.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Liquidity and financial resources

As at 31 December 2022, the Group's total assets and net liabilities amounted to HK\$24.6 million (2021: HK\$19.1 million) and HK\$344.0 million (2021: HK\$324.9 million) respectively. Its cash and bank balances amounted to HK\$3.1 million (2021: HK\$3.7 million) and liquidity ratio (calculated based on the Group's total assets to total liabilities) was 0.07 (2021: 0.06).

During the year ended 31 December 2022, the Group's net cash outflow from operating activities amounted to HK\$2.6 million (2021: HK\$8.5 million), net cash outflow from investing activities amounted to HK\$0.3 million (2021: HK\$4.3 million) and net cash inflow from financing activities amounted to HK\$2.3 million (2021: HK\$15.4 million). As a result, the Group recorded a net cash outflow of HK\$0.6 million for the year ended 31 December 2022 (2021: inflow of HK\$2.6 million).

As at 31 December 2022, the Group's total borrowings amounted to HK\$275.6 million (2021: HK\$272.0 million), including borrowings of HK\$217.7 million (2021: HK\$217.1 million) and bond payable of HK\$57.9 million (2021: HK\$54.9 million).

Capital structure

As at 31 December 2022, the total number of issued shares and the issued share capital of the Company were 326,036,828 (2021: 326,036,828) and HK\$3,030,660,000 (2021: HK\$3,030,660,000) respectively.

CORPORATE DEVELOPMENT AND FUTURE PROSPECTS

Suspension of trading

On 27 November 2017, the Company announced that the SFC had issued a direction under section 8(1) of the Securities and Futures (Stock Market Listing) Rules (Cap. 571V) to suspend trading in the shares of the Company with effect from 27 November 2017 because it had appeared to the SFC that the Company's announcement dated 22 June 2016 about the Group's acquisition of 9.9% issued shares of New Ray Medicine International Holding Limited contained materially false, incomplete or misleading information. Trading in the shares of the Company remained suspended as at the date of this results announcement pending the fulfillment of the following resumption conditions imposed by the Stock Exchange: (i) obtaining the SFC's approval to the resumption of trading in the shares of the Company; (ii) publication of all outstanding financial results in accordance with The Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") and address any audit modification; (iii) demonstrating that the Company has sufficient level of operations and assets of sufficient value in compliance with the requirements of the Listing Rules; (iv) re-compliance with the requirements of the Listing Rules to have a minimum of three independent non-executive directors and three members in its audit committee; and (v) announcement of all material information for the Company's shareholders and other investors to appraise the Company's position. The Stock Exchange may modify the resumption conditions and/or give further guidance if the Company's situation changes.

As at the date of this results announcement, the Board comprises three independent non-executive directors and its audit committee has 3 members who all are independent non-executive directors. As such, the Company has fulfilled resumption condition (iv) above. The Company will continue to take steps to address the concerns of the SFC and the Stock Exchange.

The scheme

The Company, in view of its deteriorating financial situation since suspension of trading in its shares in November 2017, has been contemplating solutions to settle its debts. After due and careful consideration, the Board has resolved that it would be in the best interest of the Company, its creditors and shareholders (particularly the public shareholders) to conduct a debt restructuring by way of scheme of arrangement in order to restore the Company's financial and business positions to normality. The Company has been making strenuous efforts to pursue the scheme and, as at the date of this results announcement, the Company has solicited irrevocable support from its creditors of not less than 75% in value and not less than 50% in number to participate in the scheme. The Company appreciates the support of the majority of its creditors and the overwhelming support from the supporting creditors and their agreement to participate in the scheme strongly indicated that a majority of the creditors do intend to rescue the Company and are confident in the prospects of the Company in the long run.

The Company will continue to take steps to pursue the scheme.

Business development and prospects

All of the previous businesses of the Group had been wound down, liquidated or deconsolidated for reasons of the long suspension of trading, its heavy indebtedness, issues with management partners as well as the adverse impact of the COVID-19 pandemic. Despite the Company's very limited resources resulted from the long suspension of trading and heavy indebtedness as well as the disruptive impact of the COVID-19 pandemic on the business activities including those of the Group, the Company has been continuously exploring business opportunities to enhance long term shareholders' value. The Company, as a natural extension of its medical and well-being business segment and leveraging on its resources and business connections, has commenced the business of distribution of medical equipment and products ("Healthcare Business") in 2021. Notwithstanding the challenges arising from the Sino-United States trade conflict, the war in Ukraine, the disruptive changes in the business environment and disruption of supply chains in the midst of the COVID-19 pandemic as well as the worldwide interest and inflation hikes, the Healthcare Business progressed well in 2022. With the gradual opening up of the global, Hong Kong and China economy, the Group is confident that the Healthcare Business will further thrive in 2023 and beyond. Such confidence is apparently shared by the majority of the creditors in giving their irrevocable support to the scheme and their intention to become shareholders of the Company if resumption of trading takes place. Looking ahead, the challenges arising from the continuing Sino-United States trade conflicts, drastic and uncertain changes in the business environment as a result of the COVID-19 pandemic as well as the worldwide interest and inflation hikes will continue to take a hit on the global economy and may inevitably affect the Group's business operations. But the Company is confident that it will be able to survive all these challenges with the support of its creditors and business partners and, after implementation of the scheme, its financial position will return to normality and its businesses will improve steadily with good prospects.

The Company will continue to seek new business opportunities to improve its profitability and business prospects, consolidate or streamline its existing business, enhance its future business development and strengthen its revenue base and may diversify into other businesses should suitable opportunities arise.

FUND RAISING ACTIVITIES

The Company did not conduct any equity fund raising activities during the year ended 31 December 2022.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the total number of employees of the Group was 17. The Group remunerates its employees based on their performance, working experience and the prevailing market rate. Other employee benefits include retirement benefits, insurance and medical coverage, training programs and share option scheme.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the year ended 31 December 2022, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any shares of the Company.

COMPLIANCE WITH CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving and maintaining a high standard of corporate governance. The Company has complied with the provisions of the Corporate Governance Code set out in Appendix 14 to the Listing Rules for the year ended 31 December 2022 except that as at 31 December 2022 (i) the Board had only two independent non-executive directors; and (ii) its audit committee had only two members. As at the date of this results announcement, the Board has three independent non-executive directors and the composition of its audit committee, remuneration committee and nomination committee complies with the requirements under the Listing Rules.

AUDIT COMMITTEE

The principal responsibilities of the audit committee of the Company include: making recommendations to the Board in relation to the appointment, re-appointment and removal of the external auditors; review and monitoring of the external auditors' independence and objectivity; development and implementation of policy on the engagement of the external auditors to supply non-audit services; monitoring integrity of the interim and annual financial statements as well as interim and annual reports and accounts; review of significant financial reporting judgments; ensuring that management has discharged its duty to have an effective internal control system. The audit committee has reviewed the final results of the Group for the year ended 31 December 2022.

EVENTS AFTER THE REPORTING PERIOD

Please refer to note 15 of the consolidated financial statements.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the directors. Each of the directors has confirmed that he/she had complied with the required standards set out in the code during the year ended 31 December 2022.

EXTRACT OF INDEPENDENT AUDITORS' REPORT

The below paragraphs set out an extract of the report by the auditors of the Company regarding the consolidated financial statements of the Group for the year ended 31 December 2022.

Qualified opinion

In our opinion, except for the comparability of the current year's figures with the corresponding figures for the year ended 31 December 2021 presented in the consolidated financial statements for the year ended 31 December 2022 (detailed in the "Basis for Qualified Opinion" section of our report), the consolidated financial statements of the Group for the year ended 31 December 2022 give a true and fair view of the consolidated financial position of the Group as at 31 December 2022 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards 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 qualified opinion

Limitation of scope on comparative figures and related disclosures

As explained in note 2 to the consolidated financial statements, the directors advised that certain subsidiaries under the medical and well-being business ("Liquidated subsidiaries") were liquidated in 2021. The Company only has the basic business records ("Basic Records") of the Liquidated subsidiaries such as management accounts available which were not considered to be of a sufficient for our audit purposes. More specific business records and supporting documents were needed for our audit, including but not limited to, (i) supporting documents of business transactions, such as invoices, receipts and purchase orders; (ii) detailed explanation of the accounting entries made (collectively, the "Specific Records"). In the absence of the Specific Records of the Liquidated subsidiaries and its liquidation, the directors considered that they have used their best endeavor to preserve the books and records, and they had no access to the Specific Records despite they have taken all reasonable steps and used their best endeavor to locate such Specific Records.

As a result of the above matters, we have not been able to obtain sufficient appropriate audit evidence to ascertain whether the income and expenses, the assets and liabilities and other related disclosure notes in relation to the Liquidated subsidiaries, as included in the consolidated financial statements of the Group for the year ended 31 December 2021, have been accurately recorded and properly accounted for in the consolidated financial statements. Accordingly, we were unable to determine whether any adjustments might have been found necessary in respect of recorded or unrecorded transactions and the elements making up the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended 31 December 2021. Any adjustments that might have been found necessary to the Group's consolidated statement of financial position as at 31 December 2021 would have a consequential effect on the Group's consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended 31 December 2021.

Accordingly, we disclaimed our opinion on the Group's consolidated financial statements for the year ended 31 December 2021. As a result, our audit opinion on the consolidated financial statements for the year ended 31 December 2022 is also modified because of the possible effect of the abovementioned matter on the comparability of the current year's figures with the corresponding figures for the year ended 31 December 2021 presented in the consolidated financial statements for the year ended 31 December 2022.

We conducted our audit in accordance with Hong Kong Standards on Auditing 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", 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 qualified opinion.

Material uncertainty relating to going concern

We draw attention to note 2 to the consolidated financial statements, the Group incurred a net loss attributable to owners of the Company of HK\$19.2 million for the year ended 31 December 2022, and as at 31 December 2022, the Group had net current liabilities and net liabilities of HK\$347.8 million and HK\$344.0 million respectively, which included borrowings of HK\$215.6 million that would be repayable within one year, while the Group's cash and cash equivalent balance was HK\$3.1 million. The Group did not have sufficient cash and cash equivalents for immediate settlement of borrowings as mentioned above. In addition, as at 31 December 2022, the Group was in default in respect of principal amount of borrowings totalling HK\$167.6 million due to the events of default during the year ended or as at 31 December 2022.

These factors, together with other matters disclosed on note 1, indicated the existence of material uncertainties that may cast significant doubt on Group's ability to continue as a going concern. However, our opinion is not modified in respect of this matter.

ANNUAL REPORT

The annual report of the Company for the year ended 31 December 2022 will be despatched to shareholders and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.648.com.hk) as soon as practicable.

For and on behalf of the board of
SoftMedx Healthcare Limited
Lam Sung Him Gaston
Company Secretary

Hong Kong, 19 May 2023

As at the date of this announcement, the Board comprises Mr. Chan Ka Chung, Mr. Cheung Wai Kwan and Mr. Wang Jianguo as executive directors; and Ms. Hu Xuezheng, Mr. Lin Pinzhuo and Mr. Yiu Chun Wing as independent non-executive directors.