

# MediNet

Group Ltd

醫匯集團有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8161

THIRD QUARTERLY REPORT

第三季度業績報告

# 2020



## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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*This report, for which the directors (the “**Directors**”) of MediNet Group Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

*This report will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication and on the Company’s website at [www.MediNetGroup.com](http://www.MediNetGroup.com).*

# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Mr. Chan Chi Wai, Nelson (*Chairman*)  
Ms. Jiang Jie

### Independent non-executive Directors

Dr. Lieu Geoffrey Sek Yiu  
Mr. Leung Po Hon  
Mr. Wong Wai Leung

## AUDIT COMMITTEE MEMBERS

Mr. Leung Po Hon (*Chairman*)  
Dr. Lieu Geoffrey Sek Yiu  
Mr. Wong Wai Leung

## NOMINATION COMMITTEE MEMBERS

Mr. Leung Po Hon (*Chairman*)  
Mr. Wong Wai Leung  
Mr. Chan Chi Wai, Nelson

## REMUNERATION COMMITTEE MEMBERS

Mr. Wong Wai Leung (*Chairman*)  
Mr. Leung Po Hon  
Mr. Chan Chi Wai, Nelson

## COMPLIANCE OFFICER

Mr. Chan Chi Wai, Nelson

## COMPANY SECRETARY

Mr. Leung Man Fai

## AUTHORISED REPRESENTATIVES

Mr. Chan Chi Wai, Nelson  
Mr. Leung Man Fai

## LEGAL ADVISER

*As to Hong Kong Law*  
Michael Li & Co  
*Solicitors, Hong Kong*

## INDEPENDENT AUDITOR

D & PARTNERS CPA LIMITED  
*Certified Public Accountants*

## REGISTERED OFFICE IN THE CAYMAN ISLANDS

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 3601, 36/F,  
Citicorp Centre,  
18 Whitfield Road, Causeway Bay

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

# Corporate Information

## **HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East, Hong Kong

## **COMPANY'S WEBSITE**

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

## **STOCK CODE**

8161

## Financial Highlights

- The revenue of the Group amounted to approximately HK\$99.8 million for the nine months ended 31 December 2020, representing a decrease of approximately HK\$14.2 million as compared with the nine months ended 31 December 2019.
- The profit for the period of the Group is approximately HK\$4.7 million for the nine months ended 31 December 2020, representing an increase of approximately HK\$10.2 million as compared with the nine months ended 31 December 2019.
- The board of Directors does not recommend the payment of interim dividend for the nine months ended 31 December 2020.

# Third Quarterly Results

The board (the “**Board**”) of Directors is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the “**Group**”) for the nine months ended 31 December 2020, together with the unaudited comparative figures for the corresponding period in 2019, are as follows:

## Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the nine months ended 31 December 2020

	Notes	Three months ended 31 December		Nine months ended 31 December	
		2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)	2020 HK\$'000 (Unaudited)	2019 HK\$'000 (Unaudited)
Revenue	3	34,289	36,589	99,755	113,966
Other income		2,208	325	5,438	934
Other gain and losses, net		(57)	183	(322)	149
Medical and dental professional services expenses		(12,796)	(14,250)	(36,120)	(47,993)
Staff costs		(11,095)	(12,852)	(30,207)	(32,737)
Depreciation of property, plant and equipment		(800)	(802)	(2,348)	(2,705)
Depreciation of right-of-use assets		(1,686)	(3,160)	(5,671)	(7,990)
Cost of medical and dental supplies		(2,502)	(3,422)	(9,043)	(11,399)
Rental expenses		(819)	(385)	(1,774)	(1,457)
Finance costs		(196)	(240)	(565)	(576)
Other expenses		(4,643)	(3,928)	(12,288)	(13,773)
Amortisation of intangible assets		(393)	(393)	(1,179)	(1,179)
Profit (loss) before taxation		1,510	(2,335)	5,676	(4,760)
Income tax expense	4	(671)	(5)	(929)	(705)
Profit (loss) for the period		839	(2,340)	4,747	(5,465)
Other comprehensive expense for the period					
<i>Item that may be reclassified to profit or loss</i>					
Exchange differences arising on translation		(87)	(96)	(5)	(382)
Reclassification adjustment from foreign currencies translation reserves:					
– release upon liquidation of a subsidiary		–	–	–	273
Total comprehensive income (expense) for the period		752	(2,436)	4,742	(5,574)
Profit (loss) per share – Basic (Hong Kong cents)	6	0.08	(0.23)	0.46	(0.53)

# Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 31 December 2020

	Share capital HK\$'000	Share premium HK\$'000	Other reserve HK\$'000 (note a)	Special reserve HK\$'000	Exchange reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2019 (audited)	10,400	51,853	(1,253)	20,515	55	(28,318)	53,252
Loss for the period	-	-	-	-	-	(5,465)	(5,465)
Exchange differences arising on translation	-	-	-	-	(382)	-	(382)
Reclassification adjustment from foreign currencies translation reserves: – release upon liquidation of a subsidiary	-	-	-	-	273	-	273
Total comprehensive expense for the period	-	-	-	-	(109)	(5,465)	(5,574)
At 31 December 2019 (unaudited)	10,400	51,853	(1,253)	20,515	(54)	(33,783)	47,678
At 1 April 2020 (audited)	10,400	51,853	(1,253)	20,515	(14)	(43,260)	38,241
Profit for the period	-	-	-	-	-	4,747	4,747
Exchange differences arising on translation	-	-	-	-	(5)	-	(5)
Total comprehensive income for the period	-	-	-	-	(5)	4,747	4,742
At 31 December 2020 (unaudited)	10,400	51,853	(1,253)	20,515	(19)	(38,513)	42,983

Note:

- (a) In November 2012, the Group advanced a three-year unsecured, interest-free loan with principal amount of HK\$13,663,000 to MediNet Holdings Limited, the then holding company of Well Being Dental Services Limited, Medinet Services Limited and Medinet Health Centre Limited of which Mr. Chan Chi Wai, Nelson was the ultimate owner and the controlling shareholder (the “**Controlling Shareholder**”). The interest-free loan was initially measured at its fair value of HK\$12,410,000 at an effective interest rate of 3.25% per annum and subsequently carried at amortised cost using effective interest method. The fair value adjustment of HK\$1,253,000 at initial recognition of the interest-free loan were recognised in equity as deemed distribution to shareholder. The loan has been settled during the year ended 31 March 2016.



# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 31 December 2020

## 1. GENERAL

The Company was incorporated in the Cayman Islands as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 20 August 2015. The shares of the Company have been listed on GEM of The Stock Exchange of Hong Kong Limited since 31 May 2016. The addresses of the registered office of the Company is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and principal place of business of the Company is at Unit 3601, 36/F, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong. The Company's immediate and ultimate holding company is Medinet International Limited, a company incorporated in the British Virgin Islands which is controlled by the Controlling Shareholder.

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of dental solutions and dental services and medical solutions and medical services.

The unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

## 2. BASIS OF PREPARATION AND APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The unaudited condensed consolidated financial statements of the Group for the nine months period ended 31 December 2020 and 2019 have been prepared in accordance with HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the GEM Listing Rules.

The unaudited condensed consolidated financial statements have been prepared on 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 good and services.

The basis of preparation and accounting policies adopted in preparing these unaudited condensed consolidated financial statements are consistent with those adopted in the preparation of the Group's audited consolidated financial statements for the year ended 31 March 2020, except for the adoption of new and amend standards as set out below.



# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 31 December 2020

## 2. BASIS OF PREPARATION AND APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) *(Continued)*

The Group has applied the following new and amendments to HKFRSs that are relevant to the Group’s operations and effective for the annual periods beginning on or after 1 April 2020.

Amendments to HKFRS 3	Definition of a Business
Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

In addition to the above new and amendments to HKFRSs, a revised Conceptual Framework for Financial Reporting was issued in 2018. Its consequential amendments, the Amendments to References to the Conceptual Framework in HKFRS Standards, have been effective for annual periods beginning on or after 1 January 2020.

The application of the new and amendments to HKFRSs in the current period has had no material impact on the Group’s unaudited condensed consolidated financial statements for the nine months ended 31 December 2020.

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 31 December 2020

## 3. REVENUE

	Three months ended 31 December		Nine months ended 31 December	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
	Provision of healthcare solutions to contract customers, which mainly comprise of corporations and insurance companies:			
Medical services	10,416	12,854	27,376	37,021
Dental services	1,696	1,844	4,547	4,854
Provision of healthcare services to self-paid patients, which refer to individual patients who visit the medical centres or dental clinics run by the Group and pay out of their own expenses:				
Medical services	4,651	4,751	16,052	16,842
Dental services	17,526	17,140	51,780	55,249
	34,289	36,589	99,755	113,966

## 4. INCOME TAX EXPENSE

	Three months ended 31 December		Nine months ended 31 December	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
	Current tax	790	71	1,306
Deferred tax	(119)	(66)	(377)	(195)
	671	5	929	705

# Notes to the Unaudited Condensed Consolidated Financial Statements

For the nine months ended 31 December 2020

## 4. INCOME TAX EXPENSE (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduced the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

## 5. DIVIDENDS

The Board does not recommend any interim dividend for the nine months ended 31 December 2020 (Nine months ended 31 December 2019: nil).

## 6. PROFIT (LOSS) PER SHARE

	Three months ended 31 December		Nine months ended 31 December	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
Profit (loss) for the purpose of calculating basic profit (loss) per share for the period	839	(2,340)	4,747	(5,465)
	'000	'000	'000	'000
Number of shares:				
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	1,040,000	1,040,000	1,040,000	1,040,000

No diluted loss per share for the current and prior period was presented as there were no dilutive potential ordinary shares in issue.

## BUSINESS REVIEW AND OUTLOOK

MediNet is one of the well-established healthcare providers and has been providing professional, reliable and high-quality medical and dental services to individual and corporate clients for more than 25 years in Hong Kong. Currently, we self-operated six dental clinics, two MediNet centres and one genetics laboratory centre in Hong Kong and also one top-notch dental clinic in Shenzhen (the “**Shenzhen Dental Clinic**”). The goal of MediNet is to help its clients to build a strong body and maintain their health while facing different goals and challenges in their everyday lives. We embrace the spirit of “Guard your health with caring heart” by striving for the best at all time.

The outbreak of COVID-19 (the “**Outbreak**”) which has led to a decrease of approximately 12.5% in Group’s revenue when compared with the corresponding period in 2019. However, we turned the loss into profit and recorded the profit for the period of the Group of approximately HK\$4.7 million for the reporting period (2019: loss for the period approximately HK\$5.5 million). Such improvement was mainly attributable to (i) the significant increase in the revenue of the Shenzhen Dental Clinic by approximately 124.0% when compared with the corresponding period in 2019; (ii) the staff redeployment to reduce staff cost; (iii) absence of one-off impairment loss in respect of right-of-use assets and property, plant and equipment that were recognised for the year ended 31 March 2020 as a result of the decrease in the loss of the Company’s business in the People’s Republic of China’s (the “**PRC**”) by approximately 95.0% when compared with the corresponding period in 2019; (iv) the implementation of the policy of economising on expenditure and saving expenses in general and administrative expenses; and (v) the receipt of subsidy under the Employment Support Scheme of the Hong Kong SAR Government (the “**ESS**”).

Although, it is uncertain as to whether the Outbreak can be controlled in the foreseeable future, our clinics will remain open and our frontline staff will continue to serve our customers. Despite the downward pressure on the healthcare business, our management team will continue to seize the opportunity to broaden the source of income and economise on expenditure to increase the return to the shareholders.

# Management Discussion and Analysis

## FINANCIAL REVIEW

### Revenue

Due to the Outbreak, the Group's revenue decreased by approximately 12.5% from approximately HK\$114 million for the nine months ended 31 December 2019 to approximately HK\$99.8 million for the nine months ended 31 December 2020. The following table sets forth a breakdown of the Group's revenue with comparative figure:

	<b>Nine months ended 31 December 2020 HK\$'000</b>	Nine months ended 31 December 2019 HK\$'000	Increase/ (decrease) %
Medical solutions to contract customers	<b>27,376</b>	37,021	(26.1%)
Medical services to self-paid patients	<b>16,052</b>	16,842	(4.7%)
Dental solutions to contract customers	<b>4,547</b>	4,854	(6.3%)
Dental services to self-paid patients	<b>51,780</b>	55,249	(6.3%)
	<b>99,755</b>	113,966	

The revenue of medical solutions to contract customers decreased by approximately 26.1% from approximately HK\$37.0 million for the nine months ended 31 December 2019 to approximately HK\$27.4 million for the nine months ended 31 December 2020, which was primarily due to the decrease in the number of contract customer and patient visits to our affiliated doctors, affiliated auxiliary services providers as well as the medical centres of the Group.

The revenue of medical services to self-paid patients slightly decreased by approximately 4.7% from approximately HK\$16.8 million for the nine months ended 31 December 2019 to approximately HK\$16.1 million for the nine months ended 31 December 2020, which was primarily due to the decrease in demand from self-paid patients for certain body check up, other testing procedures and vaccination services etc.

# Management Discussion and Analysis

The revenue of dental solutions to contract customers decreased by approximately 6.3% from approximately HK\$4.9 million for the nine months ended 31 December 2019 to approximately HK\$4.5 million for the nine months ended 31 December 2020, which was mainly attributable to the decrease in the number of contract customers and individuals for dental solutions.

The revenue of dental services to self-paid patients also decreased by approximately 6.3% from approximately HK\$55.2 million for the nine months ended 31 December 2019 to approximately HK\$51.8 million for the nine months ended 31 December 2020 which was primarily due to the decrease in the number of visits from patients seeking secondary dental services in Hong Kong.

## Other income

Other income significantly increased from approximately HK\$0.9 million for the nine months ended 31 December 2019 to approximately HK\$5.4 million for the nine months ended 31 December 2020 because of the receipt of subsidy under the ESS.

## Other gain and losses, net

Other gain and losses, net turned from net gain to net loss from a gain of approximately HK\$149,000 for the nine months ended 31 December 2019 to a loss of approximately HK\$322,000 for the nine months ended 31 December 2020 which was primarily due to the fair value change of contingent consideration receivable and disposal of property, plant and equipment for office removal.

## Medical and dental professional services expenses

Medical and dental professional services expenses primarily comprises fees paid to (i) affiliated doctors and affiliated auxiliary services providers rendered within the MediNet Network; (ii) external dentists and doctors engaged by the Group; (iii) engaging external specialist dentist; and (iv) laboratories for services rendered to the Group.

The Group's medical and dental professional services expenses decreased by approximately 24.7% from approximately HK\$48.0 million for the nine months ended 31 December 2019 to approximately HK\$36.1 million for the nine months ended 31 December 2020 which was primarily due to the dual effect of the decrease in the number of patient visits which was in line with the decrease in Group's medical solutions to contract customers revenue.

# Management Discussion and Analysis

## Staff costs

Staff costs decreased by approximately 7.7% from approximately HK\$32.7 million for the nine months ended 31 December 2019 to approximately HK\$30.2 million for the nine months ended 31 December 2020 which was primarily due to the decrease in staff cost for the Shenzhen Dental Clinic.

## Depreciation of property, plant and equipment

Depreciation of property, plant and equipment decreased by approximately 13.2% from approximately HK\$2.7 million for the nine months ended 31 December 2019 to approximately HK\$2.3 million for the nine months ended 31 December 2020 which was primarily due to one-off impairment loss incurred in 2019 to write off the property, plant and equipment of the Company's business in the PRC.

## Depreciation of right-of-use assets and finance cost

Due to one-off impairment loss incurred in 2019 to write off the right-of-use assets of the Shenzhen Dental Clinic, the depreciation of right-of-use assets and finance cost also decreased from approximately HK\$8.0 million and HK\$580,000 for the nine months ended 31 December 2019 to approximately HK\$5.7 million and HK\$570,000 for the nine months ended 31 December 2020 respectively.

The Group recorded amortisation of intangible asset amounted to approximately HK\$1.2 million for both nine months ended 31 December 2019 and 2020.

## Cost of medical and dental supplies

Cost of medical and dental supplies decreased by approximately 20.7% from approximately HK\$11.4 million for the nine months ended 31 December 2019 to approximately HK\$9.0 million for the nine months ended 31 December 2020, which was primarily due to the decreased in the amount of other medical and dental consumables such as drugs and medicine, vaccination and invisalign clear-aligner for the provision of medical services and dental services to self-paid patients. Such decrease was in line with the decrease in revenue from medical services and dental services to self-paid patients.



# Management Discussion and Analysis



## Rental expenses

Rental expense increased by approximately 21.8% from approximately HK\$1.5 million for the nine months ended 31 December 2019 to approximately HK\$1.8 million for the nine months ended 31 December 2020, which was primarily due to rental payment for short-term leases under the adoption of HKFRS 16, lease payments on short-term lease are recognised as expenses on a straight-line basis over the lease term.

## Other expenses

Other expenses primarily comprises (i) general overhead and administrative expenses such as repair and maintenance expenses, printing costs and insurance expenses etc; (ii) professional and legal fees; (iii) utilities expenses; and (iv) bank charges mainly relating to credit card and instalment charges from bank. Other expenses decreased by approximately 10.8% from approximately HK\$13.8 million for the nine months ended 31 December 2019 to HK\$12.3 million for the nine months ended 31 December 2020. Such decrease was primarily due to the decrease in professional fee, printing cost and effective cost control implement by the Group on general expenses.

## Income tax expense

Income tax expense for the Group increased from approximately HK\$0.7 million for the nine months ended 31 December 2019 to approximately HK\$0.9 million for the nine months ended 31 December 2020, primarily due to the increase in tax assessable income.

# Management Discussion and Analysis

## DISCLOSURE OF INTERESTS

### A. Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of the Company or its associated corporations

As at 31 December 2020, the interests and short positions of the each of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or any its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

#### (a) Long position in the ordinary shares of the Company

Name of Director	Capacity/Nature of interest	Number of ordinary shares held, capacity and nature of interest	
		Number of shares held (Note 1)	Approximate percentage of the Company's issued share capital
Mr. Chan Chi Wai, Nelson	Interest of controlled company (Note 2)	585,000,000 (L)	56.25%
Ms. Jiang Jie	Interest of spouse (Note 3)	585,000,000 (L)	56.25%

Notes:

1. The letter "L" denotes to long position in the shares of the Company.
2. MediNet International Limited is wholly and beneficially owned by Mr. Chan Chi Wai, Nelson ("**Mr. Chan**"). Therefore, Mr. Chan is deemed to be interested in the shares of the Company held by MediNet International Limited under Part XV of the SFO. Mr. Chan is the sole director of MediNet International Limited.
3. Ms. Jiang Jie ("**Ms. Jiang**") is the spouse of Mr. Chan. Accordingly, Ms. Jiang is deemed to be interested in the shares of the Company in which Mr. Chan is deemed to be interested under Part XV of the SFO.

# Management Discussion and Analysis

## (b) Long position in the shares of associated corporation of the Company

Name of associated corporation	Name of Director	Capacity/ Nature of interest	Number of shares held (Note 1)	Percentage of issued share capital
MediNet International Limited (Note 2)	Mr. Chan	Beneficial owner	5 (L)	100%
MediNet International Limited (Note 2)	Ms. Jiang	Interest of spouse (Note 3)	5 (L)	100%

### Notes:

1. The letter "L" denotes to the long position in the shares of the Company.
2. The entire issued share capital of MediNet International Limited is legally and beneficially owned by Mr. Chan.
3. Ms. Jiang is the spouse of Mr. Chan. Ms. Jiang is deemed to be interested in all the shares in which Mr. Chan is interested under Part XV of the SFO.

Save as disclosed above, as at 31 December 2020, none of the Directors nor chief executive of the Company has registered an interest 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) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

# Management Discussion and Analysis

## B. Substantial shareholders' and other persons' interests and short positions in shares, underlying shares and debentures of the Company

As at 31 December 2020, so far as is known to the Directors, the following persons (other than the Directors or chief executive of the Company) had interest or short positions in the shares or underlying shares of the Company which was required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

Name of Shareholder	Capacity and nature of interest	Number of ordinary shares held (Note 1)	Approximate percentage of the Company's issued share capital
Medinet International Limited	Beneficial owner (Note 2)	585,000,000 (L)	56.25%
NSD Capital Limited ("NSD Capital")	Beneficial owner (Note 3)	195,000,000 (L)	18.75%
Convoy Asset Management Limited ("CAM")	Interest of a controlled Corporation (Note 3)	195,000,000 (L)	18.75%
Favour Sino Holdings Limited ("Favour Sino")	Interest of a controlled Corporation (Note 3)	195,000,000 (L)	18.75%
Convoy (BVI) Limited ("Convoy (BVI)")	Interest of a controlled Corporation (Note 3)	195,000,000 (L)	18.75%
Convoy Global Holdings Limited (formerly known as Convoy Financial Holdings Limited) ("Convoy Global")	Interest of a controlled Corporation (Note 3)	195,000,000 (L)	18.75%

Notes:

- The letter "L" denotes to long position in the shares of the Company.
- Medinet International Limited is wholly and beneficially owned by Mr. Chan. Therefore, Mr. Chan is deemed to be interested in the shares of the Company held by Medinet International Limited under Part XV of SFO. Mr. Chan is the sole director of Medinet International Limited.
- NSD Capital is an exempted company incorporated in the Cayman Islands with limited liability, the management shares of which are wholly owned by CAM, a wholly-owned subsidiary of Favour Sino. Favour Sino is a wholly-owned subsidiary of Convoy (BVI), which is a wholly-owned subsidiary of Convoy Global (a company listed on the Main Board of the Stock Exchange (stock code: 1019)). Therefore, each of CAM, Favour Sino, Convoy (BVI) and Convoy Global is deemed to be interested in the Shares of the Company held by NSD Capital under the SFO.

Save as disclosed above, as at 31 December 2020, none of the substantial shareholders or other persons, other than the Directors and chief executive of the Company whose interests are set out in the section headed "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures of the Company or its associated corporations" above, had any interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

## Other Information

### COMPETING AND CONFLICTS OF INTERESTS

The Directors are not aware of any business or interest of the Directors nor the Controlling Shareholder nor any of their respective associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group during the nine months ended 31 December 2020.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 December 2020.

### CORPORATE GOVERNANCE CODE

Pursuant to the code provision A.2.1 of the Corporate Governance Code (the "CG Code"), as set out in Appendix 15 of the GEM Listing Rules, the roles of chairman and chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established.

Mr. Chan currently assumes the role of both chairman of the Company and chief executive of the Company. The Board considers that this structure could enhance efficiency in formulation and implementation of the Company's strategies. The Board will review the need of appointing suitable candidate to assume the role of chief executive when necessary.

As at 31 December 2020, save as disclosed above, the Company has complied with the applicable code provisions of the CG Code.

## Other Information

### DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted the Model Code for Securities Transactions by directors on terms no less exacting than the required standards of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Required Standards of Dealings**”). Specific enquiries have been made to all Directors and all Directors have confirmed that they have fully complied with the Required Standards of Dealings during the nine months ended 31 December 2020.

### DIVIDEND

The Board does not recommend the payment of interim dividend for the nine months ended 31 December 2020.

### AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) on 19 May 2016 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and the CG Code. The primary duties of the Audit Committee are, among other things, (i) to make recommendations to the Board on the appointment, reappointment and removal of the external auditor; (ii) to review and monitor the internal control and risk management systems, the external auditor’s independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and (iii) and to monitor the integrity of the Company’s annual report, interim report and quarterly reports before submission to the Board. The Audit Committee consists of three independent non-executive Directors, namely Dr. Lieu Geoffrey Sek Yiu, Mr. Leung Po Hon and Mr. Wong Wai Leung. Mr. Leung Po Hon currently serves as the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the nine months ended 31 December 2020.

By order of the Board  
**MediNet Group Limited**  
**Chan Chi Wai Nelson**  
*Chairman and Executive Director*

Hong Kong, 10 February 2021

*As at the date of this report, the executive Directors are Mr. Chan Chi Wai Nelson and Ms. Jiang Jie; and the independent non-executive Directors are Dr. Lieu Geoffrey Sek Yiu, Mr. Leung Po Hon and Mr. Wong Wai Leung.*

***MediNet***  
***Group Ltd***  
醫匯集團有限公司