

Sinohealth Hldg
中康控股

Sinohealth Holdings Limited
中康控股有限公司

(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 : 2361

2022
ANNUAL
REPORT
年度報告



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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wu Yushu (*Chairman*)

Ms. Wang Lifang

Non-executive Director

Mr. Fu Haitao

Independent Non-executive Directors

Ms. Wang Danzhou

Ms. Du Yilin

Mr. Wei Bin

AUDIT COMMITTEE

Mr. Wei Bin (*Chairman*)

Ms. Wang Danzhou

Ms. Du Yilin

REMUNERATION COMMITTEE

Ms. Wang Danzhou (*Chairman*)

Ms. Du Yilin

Ms. Wang Lifang

NOMINATION COMMITTEE

Mr. Wu Yushu (*Chairman*)

Ms. Du Yilin

Ms. Wang Danzhou

AUTHORISED REPRESENTATIVES

Mr. Wu Yushu

Ms. Zhang Xiao

JOINT COMPANY SECRETARIES

Ms. Yi Xuhui

Ms. Zhang Xiao *ACG, HKACG*

董事會

執行董事

吳鬱抒先生 (*董事長*)

王莉芳女士

非執行董事

付海濤先生

獨立非執行董事

王丹舟女士

杜依琳女士

魏斌先生

審核委員會

魏斌先生 (*主席*)

王丹舟女士

杜依琳女士

薪酬委員會

王丹舟女士 (*主席*)

杜依琳女士

王莉芳女士

提名委員會

吳鬱抒先生 (*主席*)

杜依琳女士

王丹舟女士

授權代表

吳鬱抒先生

張瀟女士

聯席公司秘書

易旭暉女士

張瀟女士 *ACG, HKACG*

Corporate Information 公司資料

REGISTERED OFFICE IN THE CAYMAN ISLANDS

89 Nexus Way
Camana Bay
Grand Cayman KY1-9009
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room 1111, No. 5 Wangjiang Second Street
Huangge Town, Nansha District
Guangzhou City
Guangdong Province
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ogier Global (Cayman) Limited
89 Nexus Way
Camana Bay
Grand Cayman KY1-9009
Cayman Islands

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
2103B, 21/F
148 Electric Road
North Point
Hong Kong

COMPLIANCE ADVISER

Giraffe Capital Limited
3/F, 8 Wyndham Street
Central
Hong Kong

開曼群島註冊辦事處

89 Nexus Way
Camana Bay
Grand Cayman KY1-9009
Cayman Islands

中國主要營業地點

中國
廣東省
廣州市
南沙區黃閣鎮
望江二街5號1111房

香港主要營業地點

香港
灣仔
皇后大道東248號
大新金融中心40樓

開曼群島股份過戶登記總處

Ogier Global (Cayman) Limited
89 Nexus Way
Camana Bay
Grand Cayman KY1-9009
Cayman Islands

香港證券登記處

寶德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

合規顧問

智富融資有限公司
香港
中環
雲咸街8號3樓



Corporate Information 公司資料

LEGAL ADVISERS

As to Hong Kong law

Jingtian & Gongcheng LLP
Suites 3203-3207
32/F, Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong

As to PRC law

Jingtian & Gongcheng
45/F, K. Wah Centre
1010 Huaihai Road (M)
Shanghai
China

AUDITOR

Ernst & Young

Certified Public Accountants

Registered Public Interest Entity Auditor

27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

PRINCIPAL BANKS

Ping An Bank Guangzhou Huangpu Avenue Branch
1/F, Fulilong Square
No. 76 Huangpu Avenue West
Tianhe District
Guangzhou City
Guangdong Province
PRC

China Everbright Bank Guangzhou Huangpu Avenue West Branch
Suit 02, 1/F, Qinjian Mansion
No. 118 Huangpu Avenue
Tianhe District
Guangzhou City
Guangdong Province
PRC

法律顧問

關於香港法例

競天公誠律師事務所有限法律責任合夥
香港
皇后大道中15號
置地廣場
公爵大廈32樓
3203-3207室

關於中國法律

競天公誠律師事務所
中國
上海市
淮海中路1010號
嘉華中心45層

核數師

安永會計師事務所

執業會計師

註冊公眾利益實體核數師

香港
鰂魚涌
英皇道979號
太古坊1座27樓

主要往來銀行

平安銀行廣州黃埔大道支行
中國
廣東省
廣州市
天河區
黃埔大道西76號
富力盈隆廣場首層

中國光大銀行廣州黃埔大道西支行
中國
廣東省
廣州市
天河區
黃埔大道118號
勤建大廈首層02商舖

Corporate Information 公司資料

STOCK CODE

2361

COMPANY'S WEBSITE

ir.sinohealth.cn

股份代號

2361

公司網址

ir.sinohealth.cn

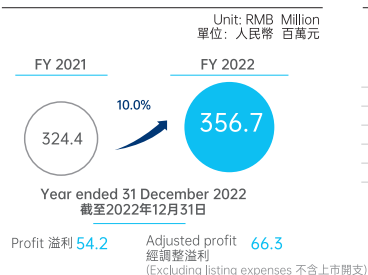


Core Financial and Operational Data

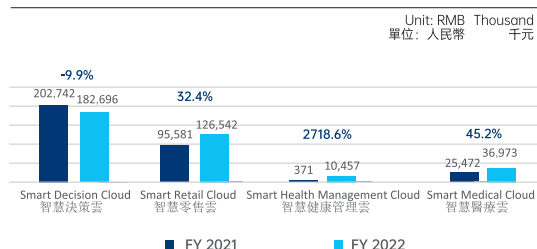
核心財務及運營數據

Financial performance 財務表現

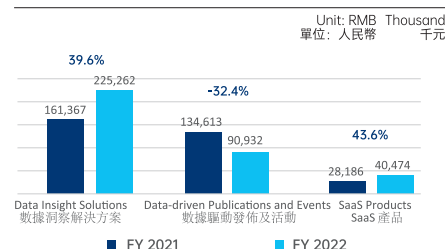
REVENUE AND PROFIT 總收入及溢利



REVENUE BY APPLICATION SCENARIOS 按應用場景劃分的收入



REVENUE BY PRODUCT CATEGORIES 按產品類別劃分的收入



Core competence 核心競爭力

Data collection network 數據採集網路

Partnering Pharmacies and Participant Networks 合作藥店及參與者網路

(FY 2021 vs FY 2022)

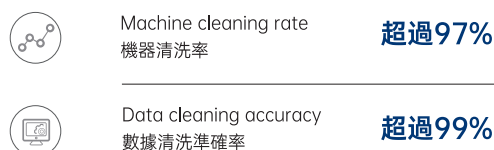


Data collection network covers more than 72,000 pharmacy stores spanning 299 cities in 29 provinces, of which 80% can assess data in real time and more than 80% of the order-related data can be obtained instantly
數據採集網路覆蓋藥店門店數超過7.2萬家，分佈299個省\299個地市，可即時獲取數據門店佔比80%，即時獲取訂單級數據超過80%

The storage capacity of the database has exceeded 30TB, representing an increase of nearly 50% year-on-year as compared with 2021
自有數據庫存儲量已超過30TB，同比2021年提升近50%

More than 4 billion pieces of data on aggregate were collected in 2022, representing an increase of approximately 48% year-on-year as compared with 2021
2022年單年採集數據超過40億條，較2021年同比增长約48%

Big data processing technology 大數據處理技術



Based on data scale, data processing and analysis insight ability and artificial intelligence analysis model, it was selected into the list of Big data artificial intelligence Enterprise Database in Guangzhou and the most promising artificial intelligence enterprises in Guangzhou.
基於數據規模、數據處理分析洞察能力及人工智慧分析模型，入選廣州市大數據人工智能企業庫、廣州最具發展潛力人工智能企業榜單

Ecological industrial platform 生態化的產業平台

After being held for 15 years, CPEO had connected up to about 60,000 key industry decision makers in a single conference.
歷經15年，西普會單屆最高連接約6萬名產業關鍵決策者

In various professional healthcare sectors connection platform: PHCF, MASC, the Pharmaceutical Innovation Ecological Conference, the Healthcare Industry Capital Summit, the Whole Life-cycle Health Security Roundtable Forum, the Healthcare Industry New Marketing Summit, etc.
細分專業模塊連接平台：西普會、美思會、醫藥創新生態大會、健康產業資本峰會、全生命週期健康保障圓桌論壇、健康產業新營銷峰會等專業產業活動。

The media platform we created has reached nearly a million practitioners in the healthcare industry.
媒體平台，觸達健康產業從業者近百萬。

Talent team and Data security 人才團隊及數據安全

Professional talent reserve: 103 medical professionals, 96 pharmaceutical professionals and 159 computer science professionals.
Research and development personnel: 248, accounting for 36%
專業人才儲備：醫學專業人才103名、醫藥專業人才96名及計算機科學專業人員159名。
研發人員：248名，佔比36%。

Obtain ISO certification for information technology, information security and Privacy information
獲得信息技術、信息安全及隱私信息ISO認證

A number of information systems have passed the national information security level protection (Level 3) assessment and record
多個信息系統通過國家信息安全等級保護（三級）的測評和備案

Financial Summary

財務摘要

The following is a summary of the Group's published results and assets and liabilities for the past four financial years. The financial information for the year ended 31 December 2022 is extracted from the consolidated financial statements of this annual report, and the financial information for the years ended 31 December 2019, 2020 and 2021 is extracted from the Prospectus.

以下為本集團過去四個財政年度的已公佈業績及資產及負債概要。截至2022年12月31日止年度的財務資料摘自本年報的綜合財務報表，截至2019年、2020年、及2021年12月31日止年度的財務資料則摘自招股章程。

		Year ended 31 December			
		截至12月31日止年度			
		2022	2021	2020	2019
		2022年	2021年	2020年	2019年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收入	356,668	324,166	202,073	177,750
Cost of Sales	銷售成本	(197,560)	(131,527)	(71,867)	(71,654)
Gross Profit	毛利	159,108	192,639	130,206	106,096
Profit for the Year	年內溢利	54,213	71,978	65,329	54,379
Profit Attributable to Owners of the Parent	母公司擁有人應佔溢利	55,758	78,813	67,926	56,089
Non-Current Assets	非流動資產	94,285	16,609	35,046	17,389
Current Assets	流動資產	702,188	500,414	507,161	423,462
Current Liabilities	流動負債	97,789	96,138	55,282	37,596
Net Current Assets	流動資產淨值	604,399	404,276	451,879	385,866
Non-Current Liabilities	非流動負債	5,448	4,974	22,300	7,329
Total Equity	權益總額	693,236	415,911	464,625	395,926



Chairman's Statement

董事長致辭

Dear Shareholders:

In 2022, Sinohealth Holdings was successfully listed on the main board of the Hong Kong Stock Exchange, entering a new stage of capital-driven development. In the past year, the healthcare industry was full of challenges and opportunities. The Group builds on its past achievements to unremittingly forge ahead, and devotes itself to the research and development of big data, cloud computing and artificial intelligence adhering to the business philosophy of "customer-oriented, technology-based and entrepreneurial spirit" to promote the efficiency enhancement of the healthcare industry. So far, the Group's business has covered various fields such as the pharmaceutical industry, retail pharmacies, physical examination and hospitals. Of the above segments, the business lines involving pharmaceutical industry and retail pharmacies have already established a leading position in China's healthcare industry and are under further development in terms of business scale; the profit model of the physical examination business has been verified and has entered a stage of rapid development; while the technical capabilities of the hospital business have been validated and it has begun to enter a profitable trial operation stage. On behalf of the Board and the Group, I would like to express my heartfelt gratitude to all Shareholders and members of the community for their eager attention and strong support to us.

In order to meet the people's growing needs for a better life and realize the high-quality development of the healthcare industry, China's healthcare industry has ushered in a key transformation era of digitalisation and intelligence. At CPEO held in 2022, we put forward our study results on the industry titled "Creating Common Interests for the Value of Patients — Dual Development Drives New Growth of the Healthcare Industry", emphasising that creating common interests for the value of patients is an important foundation for the healthy development of the healthcare industry. The dual organic combination of the standard market and the non-standard market constitutes a closed-loop life-cycle health management system. In the aspect of the supply of products and services, the system integrates the elements of "prevention, treatment, maintenance, body and mind", so as to provide patients with multi-level health products and services. Only this way can we create a new engine for industrial growth in the process of meeting market demand.

尊敬的各位股東：

2022年，中康控股成功在香港聯交所主板上市，邁入資本驅動發展的新階段。過去一年，健康產業充滿挑戰和機遇，本集團繼往開來、奮力拼搏，堅持「以客戶為中心，以科技為本，永葆創業精神」的經營理念，致力於大數據、雲計算和人工智能研發，推動健康產業效率提升。迄今，本集團的業務已經覆蓋醫藥工業、零售藥店、體檢、醫院等多個領域。其中，醫藥工業、零售藥店業務線已形成在中國健康產業的領先地位，正在實現更進一步的規模化發展；體檢業務的盈利模式得到驗證，進入快速發展階段；醫院業務的技術能力獲得驗證，開始進入盈利模式試運營階段。我謹代表董事會和本集團，衷心感謝各位股東及社會各界人士一直以來對我們的殷切關注和大力支持。

為滿足人民日益增長的美好生活需要，實現健康產業高質量發展，中國健康產業迎來數字化、智能化的關鍵變革時代。在2022年舉行的西普會上，我們提出了「構築患者價值同心圓——二元發展驅動健康產業新增長」的產業研判，強調了構築患者價值同心圓是健康產業實現良性發展的重要基礎。標內市場和標外市場實現二元化的有機組合，在產品供給、服務供給等方面構成「防、治、養、身、心一體化」的全生命週期健康管理閉環，為患者提供多層次的健康產品及服務，才能在滿足市場需求過程中創造產業再增長的新引擎。

Chairman's Statement 董事長致辭

As a big data leader in China's healthcare industry, we have reexamined our roles and missions and upgraded our strategic business layout. Aiming to build a first class cloud platform in China's healthcare industry, we have established our six vertical cloud business segments, namely Smart Retail Cloud, Smart Decision Cloud, Smart Health Management Cloud, Smart Medical Cloud, Smart Clinic Cloud and Smart Insurance Cloud, with a view to establishing a closed loop system of a massive healthcare business focusing on patients. The Group will always adhere to the corporate mission of "developing smart healthcare industry and promoting smart healthy life", with a focus on improving the three core competitiveness of data collection system, big data processing technology and healthcare industry ecology platform, striving to become the engine of the digital transformation of the healthcare industry.

By the end of 2022, the number of our partnering pharmacies reached 1,225, representing a year-on-year increase of 14.3% as compared with 2021. The total number of stores covered by partnering pharmacies exceeded 72,000, representing an increase of 37.2% as compared with 2021, which covered 299 cities in 29 provinces, accounting for approximately 12% of the total number of pharmacy stores in China. After obtaining proper licences, hospitals and physical examination institutions have implemented in-depth governance of their accumulated physical examination data through the installation of our Woodpecker AI-MDT clinical level health management platform. Besides, a number of well-known tertiary hospitals in China can also implement in-depth governance of their accumulated whole process medical data by installing our Woodpecker Smart Medical Cloud. We have established 38 master databases of healthcare industry covering data relating to industry regulation, medicine, pharmacy and life sciences, thus building a comprehensive master data labeling system and forming data mapping and knowledge graphs. As at 31 December 2022, the storage capacity of the Group's own database has exceeded 30TB, representing an increase of nearly 50% year-on-year as compared with 2021. More than 4 billion pieces of data on aggregate were collected in 2022, representing an increase of approximately 48% year-on-year as compared with 2021. As the medical data and physical examination data authorised to be managed by the Group have begun to take shape, it has laid a solid foundation for the establishment of a closed-loop governance technology for the whole healthcare industry with high threshold, high standards and wide coverage in the future. The data governance capability of our healthcare data middleware "Tiangong No. 1" has been further improved. Through our self-developed artificial intelligence technology and data governance technology, the data cleansing rate by the middleware exceeds 97%, with a data accuracy rate of over 99%, thus attaining a leading position in the industry in terms of accuracy, response time, delivery time, structured level and category granularity. In 2022, the Sinohealth-AI open platform self-developed by the Group topped the Chinese Medical Information Processing Challenge List 2.0, demonstrating its high recognition in the industry.

作為中國健康產業大數據領先者，我們重新審視角色和使命，升級了戰略業務佈局，以建立「中國健康產業第一雲平台」為核心，設立了「智慧零售雲、智慧決策雲、智慧健康管理雲、智慧醫療雲、智慧診所雲、智慧保險雲」六大垂直雲業務板塊，以患者為中心構建大健康產業業務閉環。本集團將始終堅守「智慧健康產業，智慧健康生活」的企業使命，着力於提升數據採集體系、大數據處理技術和健康產業生態平台等三大核心競爭力，成為健康產業數字化轉型的引擎。

我們截至2022年底，我們的合作藥店企業已達1,225家，較2021年同比提升14.3%，合作藥店所覆蓋的門店總數超過7.2萬間，較2021年同比增長37.2%，約佔中國藥店門店總數量的12%，所覆蓋的門店分佈29個省及299個城市。在獲得適當授權後，醫院和體檢機構已通過安裝我們的卓睦鳥AI-MDT臨床級健康管理平台對其積累的健康體檢數據數據進行深度治理，多家中國著名的三甲醫院可以通過安裝我們的卓睦鳥智慧醫療雲對其積累的全病程醫療數據進行深度治理。我們已經建立38個涵蓋行業監管、醫學、藥學和生命科學在內的健康行業主數據庫，構建完整的主數據標籤體系，形成數據映射和知識圖譜。截至2022年12月31日，本集團自有數據庫存儲量已超過30TB，同比提升近50%，2022年單年採集數據超過40億條，較2021年同比增長約48%。隨著本集團獲授權進行治理的醫療數據和體檢數據初具規模，為以後建立高門檻、高標準、廣覆蓋的全健康產業閉環數據治理技術夯實了基礎。健康數據中台——「天宮一號」的數據治理能力得到進一步提高，通過自主研发的人工智能技術和數據治理技術，數據的機器清洗率超過97%，數據準確率超過99%，在準確性、響應時間、交付時間、結構化水平、類別顆粒度等方面均處於行業領先水平。2022年，本集團自主開發的Sinohealth-AI開放平台登頂中文醫療信息處理挑戰榜2.0，得到業界高度認可。



Chairman's Statement 董事長致辭

The Healthcare Industry Ecological Platform is not only an important arena for the Group to help the healthcare industry to achieve efficient connection, but also a “traffic monetisation platform” whereby the market scale can continue to grow. After being held for 15 years, CPEO has become a forward-looking industry conference with leading position in China's healthcare industry in terms of specifications, scale and influence. A single conference can connect up to about 60,000 key industry decision makers. At the same time, the Group has also held professional industry events such as PHCF, MASC, the Pharmaceutical Innovation Ecological Conference, the Healthcare Industry Capital Summit, the Whole Life-cycle Health Security Roundtable Forum, the Healthcare Industry New Marketing Summit, etc., thus building a more efficient connection platform for healthcare industry players in various professional healthcare sectors. The media platform we created has reached nearly a million practitioners in the healthcare industry, including pharmaceutical retailers, pharmaceutical and medical device manufacturers, physicians, medical experts and industry investors.

We have actively promoted the industry development for 16 years. Capitalising on our industry-leading database, artificial intelligence algorithms and analysis models, as well as our extensive industry experience and cutting-edge insight capabilities, we ensure that our products and services accurately meet industry needs and help customers solve their core difficulties and knotty problems to establish a win-win long-term cooperative relationship with shared advantages and benefit. Since the beginning of this year, we have continued to invest in technology development to promote product iterations based on the real needs and feedback of customers. As such, the applicability, accuracy, matching degree and content portfolio of products in each business segment have been effectively improved. For example, our three SaaS products, namely CHIS, LinkedSee and Pharmacy Connect, have solved the problems of intelligent data collection and analysis in the three scenarios of “people”, “products” and “venue”, and provide pharmaceutical and medical device manufacturers with a decision-making basis with wide coverage, fine granularity and in-depth analysis of categories. Besides, the Think Cloud data platform, the Group's key product which benchmarks Veeva Systems, can help pharmaceutical companies connect internal and external data, improve their data governance capabilities, accurately understand brand market performance and tap the retail market potential, as well as assist their channel management and implement development strategies efficiently.

健康產業生態平台是本集團助力健康產業實現高效連接的重要場景，也是市場規模持續增長的流量變現平台。歷經15年，西普會已經成為中國健康產業規格領先、規模領先、影響力領先的前瞻性產業會議，單屆會議最高連接約6萬名產業關鍵決策者。同時，本集團還舉辦了西鼎會、美思會、醫藥創生態大會、健康產業資本峰會、全生命週期健康保障圓桌論壇、健康產業新營銷峰會等專業產業活動，為健康產業參與者在細分專業模塊搭建更高效的連接平台。我們打造的媒體平台已經觸達醫藥零售、藥械廠商、醫師、醫學專家、行業投資者等健康產業從業者近百萬。

深耕產業16年，我們依託行業領先的數據儲備、人工智能算法和分析模型、豐富的行業經驗以及前沿洞察能力，確保產品和服務精準契合產業需求，幫助客戶解決核心難點痛點問題，建立優勢共享、效益雙贏的長期合作關係。今年以來，我們結合客戶的真實需求和使用反饋，持續投入技術開發推進產品迭代，各業務版塊產品的適用性、精準度、匹配度和內容組合得到有效提升。例如，開思、瓏西、藥店通三項SaaS產品，分別解決在「人」、「貨」、「場」三個場景的智能化數據收集和分析難題，為藥械生產企業提供覆蓋面廣、顆粒度細、品類深度分析的經營決策依據；思雲數據平台作為本集團對標Veeva Systems的重點產品，可以幫助製藥企業連接內外部數據和提高數據治理能力，精準洞察品牌市場表現，挖掘零售端市場潛力，輔助渠道管理，高效執行開拓策略。

Chairman's Statement 董事長致辭

In the medical sector, the Group uses Beijing Sinohealth, the Group's subsidiary, as a platform to integrate six main functions, namely medical services, pharmaceutical services, psychological support, remote intelligent testing, financial assistance and home care, into a comprehensive and innovative patient care service model, hence effectively solving common problems in new drug therapy process for patients, and helping customers and medical institutions improve their patient management process. By virtue of providing patient management services for pharmaceutical companies, Beijing Sinohealth has served nearly 200,000 patients, effectively improving the continuity, convenience and autonomy of patients in the treatment process. Not only its services have been recognized by pharmaceutical companies, but its related model has also been recorded in the magazine "General Practice Nursing".

In the health management sector, thanks to big data and artificial intelligence technology, the Group's AI-MDT has greatly reduced its operating costs compared with traditional MDT physical examination services, and ensure that a larger population can enjoy cost-effective expert consultation and physical examination services, thus satisfying people's in-depth demand for physical examination. The Health Management Cloud business with AI-MDT as the core has achieved profitability and is serving domestic top-class physical examination institutions and various hospitals. Through establishing cooperative relationships with more hospitals and physical examination institutions, the business has entered a stage of rapid development.

With the innovative practice of providing digital intelligence solutions for efficiency enhancement in the field of life sciences, we were successfully shortlisted on the award categories of, among others, "Business Intelligence", "Marketing Artificial Intelligence", "Data Technology Company", "Data Analysis Tools", "Market Research" and "Vertical Media" of the China Digital Marketing Landscape (Version 2022), reflecting that the quality and coverage of our products and services have been highly recognised by the industry, thus becoming an important benchmark in the digital marketing industry..

In order to fully leverage the value of data and create an industry benchmark, we released "China's Pharmaceutical Terminal Market Bluebook (2021-2022)", "China's Innovative Drugs Bluebook" and the "Report on Consumer Health in 2021", as well as the "Report on Online Medication Trends in 2022" jointly with Ali Health Research Institute and "Healthy China and Happiness Era Bluebook" jointly with Caring for Men Charity Fund and Viatrix, providing the industry with standard reports on insight data and professional interpretation.

在醫療板塊，本集團以旗下北京中康為平台，整合醫療服務、藥事服務、心理支持、遠程智能檢測、經濟援助和居家護理六項主要功能於一體，創新全程患者關護服務模式，有效解決患者新藥治療過程的常見問題，幫助客戶和醫療機構改善患者管理流程。北京中康基於為醫藥企業提供患者管理服務，已經累計服務近20萬患者，有效提高了患者在治療過程的連續性、便利性和自主性，不僅得到製藥企業的認可，而且相關模式已被收錄在《全科護理》雜誌。

在健康管理板塊，得益於大數據和人工智能技術，本集團的AI-MDT相對於傳統MDT體檢服務大幅降低了運營成本，可以保障更大範圍人群享受高性價比的專家會診體檢服務，滿足人們對體檢的深層次需求。以AI-MDT為核心的健康管理雲業務已經實現盈利，正服務於國內頭部體檢機構和多家醫院，也正在與更多醫院、體檢機構建立合作關係，進入了快速發展階段。

憑藉為生命科學領域效率提升提供數智化解決方案的創新實踐，我們成功入選《中國數字營銷生態圖2022版》的「商業智能」、「營銷人工智能」、「數據技術公司」、「數據分析工具」、「市場研究」以及「垂直媒體」等多個細分賽道，代表著我們的產品和服務的品質和覆蓋面均得到行業高度認可，成為數字營銷行業的重要標杆。

為充分發揮數據價值，打造行業標杆，我們發佈了《中國醫藥終端市場藍皮書(2021-2022)》、《中國創新藥藍皮書》、《2021年消費者大健康白皮書》、與阿里健康研究院聯合發佈了《2022線上用藥趨勢白皮書》、與關愛男性公益基金、暉致聯合發佈了《健康中國·幸福時代藍皮書》，為行業提供標準洞察數據和專業解讀報告。



Chairman's Statement 董事長致辭

In the future, we will accelerate the exploration process of our strategic development in the era of data-driven economy, seize industrial opportunities, and insist on improving the coverage, scale and quality of data authorised in scenarios such as pharmaceutical and medical device retailing, pharmaceutical and medical device innovation, health management and disease treatment, supplemented by leading data governance technology and artificial intelligence analysis model, in order to build an industry-leading, forward-looking and orientative product matrix. Looking to the future, as the Company is authorised to manage and analyse more data and connect with more industrial partners, our business model will trigger stronger network effect and economies of scale and make a break-through in the present market landscape. As such, our business model can be more widely used in various scenarios such as marketing, drug research and development, hospitals, clinics, physical examinations, commercial insurance, industrial research and policy research, thus helping customers to create higher commercial value and industrial value in a more effective way so as to achieve each other's objectives. We are currently building up forecasting capabilities in terms of category demand, consumption habits, supply and demand and industry trends, in order to provide forward-looking support for the business decision of enterprises and guiding advice for the healthcare industry, so as to create new sources of profit growth.

The Group will put more efforts on its independent innovation and the protection of intellectual property rights, continue to invest in the research and development in big data technology, artificial intelligence and cloud computing, and strengthen technological innovation capabilities and transformation capabilities of scientific and technological achievements. Based on our insights into the healthcare industry, market demand and customer feedback, we will continue to optimize iterative products and develop new products. For instance, our Yilingtong Supply Chain Management Empowering System developed on the basis of real data and artificial intelligence algorithms can help pharmaceutical and medical device manufacturers and retail pharmacies remotely monitor data such as inventory, supply and distribution in real time, eliminate manual statistical discrepancies, strengthen regional coordination and management capability and improve the timeliness and precision of management. We have aimed at the fast-growing Chinese medicine industry to establish a big data center for Chinese medicine, build a supply chain management and traceability system and hold industry events, with a view to achieving digital empowerment for the Chinese medicine industry.

未來，我們將加快探索數據要素經濟時代的發展戰略路徑，把握產業機遇，堅持提高在藥械零售、創新藥械、健康管理、疾病治療等場景數據獲授權的覆蓋面、規模和質量，再輔以領先的數據治理技術和人工智能分析模型，構建行業領先的、具備前瞻性、引領性的產品矩陣。未來，隨著本集團獲授權處理及分析更多數據以及連接更多產業夥伴，我們的商業模式將迸發出更加強大的網絡效應和規模效應，突破現有市場格局，更廣泛地應用於市場銷售、藥物研發、醫院、診所、體檢、商業保險、產業研究、政策研究等各種場景，幫助客戶更好地創造出更高的商業價值和產業價值，以實現彼此的目標結果。我們正在建立品類需求、消費習慣、供需關係、行業趨勢等方面的預測能力，為企業經營決策提供前瞻性支持，為健康產業提供引領性意見，創造新的盈利增長點。

本集團將會更加注重自主創新和保護知識產權，繼續保持在大數據技術、人工智能和雲計算三方面的研發投入，加強技術創新能力以及科技成果轉化能力。基於對健康產業的洞察、市場需求和客戶反饋，持續優化迭代產品和開發新產品。例如，我們基於真實數據和人工智能算法開發的宜領通供應鏈管理賦能系統，可以幫助藥械廠家和零售藥店實時遠程監測貨品庫存、供應和鋪貨等數據，消除人工統計差異，強化區域統籌管理能力，提升管理的及時性和精確度。我們已經瞄準快速發展的中醫藥產業，以建立中醫藥大數據中心、打造供應鏈管理及溯源體系和舉辦行業活動等方式，為中醫藥產業實現數字化賦能。

Chairman's Statement 董事長致辭

We will continue to focus on health management, medical treatment, clinical research and other scenarios, and provide enterprises with personalized solutions for the research and development of digital products through artificial intelligence and innovation capabilities. AI-MDT has covered more than 160 hospitals and 7 private physical examination centers and entered the stage of rapid expansion as planned. In the fields of diagnosis, treatment and clinical research, we are expanding the cooperation scope and scale of projects relating to end-to-end course management, patient management and MDT, and accelerating the commercialisation of real-world research and digital medical services driven by intelligent data analysis. At the 2022 Medical Technology World Summit, the Group's AI-MDT and digital therapy method for chronic diseases were listed in the TOP100 Most Innovative Medical Technology Products (Solutions) in 2022, fully highlighting the recognition and affirmation by third-party authoritative organisations. The Group has accumulated extensive capabilities in various areas such as medical research, data technology, service personnel and ecological resources, which can help innovative pharmaceutical and medical device companies effectively connect patients, doctors and experts in the three aspects of project design, intelligent systems and operational services. Serving as an "accelerator for the commercialisation of innovative pharmaceutical and medical devices", our solution can explore the value of innovative pharmaceutical and medical device companies in the commercialisation process in a fast, accurate and low-cost way, and assist customers to make accurate and efficient decisions.

In the aspect of industry ecological platform, we will create a leading high-quality content with a higher benchmark for industry development through enhancing conference specifications, improving conference types, upgrading conference content, innovating conference formats and optimizing media matrix, with a view to creating a massive and trend-setting healthcare industry ecology with full-coverage and efficient connection, as well as providing more opportunities for more precise and higher value connection in the industry. For example, CPEO will introduce more leading multinational pharmaceutical companies, provide more connection opportunities in the industry, discuss the industry prospects and strive to build an international leading platform for the healthcare industry. As an important platform for the Group to connect with the field of innovative pharmaceutical and medical devices, the Pharmaceutical Innovation Ecology Conference will be held in Zhangjiang, Shanghai in April this year. The conference will bring together 2000+ upstream and downstream innovative pharmaceutical enterprises and innovative pharmaceutical ecological groups to facilitate the innovation and development of the biomedical industry.

我們將持續發力於健康管理、醫療、臨床研究等場景，通過人工智能與創新能力，為企業提供個性化數字產品研發。AI-MDT已觸達超過160家醫院、7家民營體檢中心，如期進入快速擴展階段。在診斷治療和臨床研究領域，我們正在擴大全病程管理、患者管理、MDT等項目的合作範圍和項目規模，加快推進以數據智能分析驅動的真實世界研究、數字化醫療等業務的商業化。在2022醫療科技世界峰會上，本集團的AI-MDT和慢病數字療法，榮登2022年度最具創新性醫療科技產品（解決方案）TOP100，充分凸顯第三方權威機構的認可與肯定。本集團在醫學研究、數據技術、服務人才、生態資源等方面，已經積累了豐富的能力，可以幫助創新藥械公司，在方案設計、智能系統、運營服務三個方面有效聯結患者、醫生、專家，擔任「創新藥械商業化的加速器」，以快速、準確和低成本的方式發掘創新藥械公司在商業化過程中的價值，協助客戶作出精準高效的決策。

在行業生態平台方面，我們將提升會議規格，完善會議種類，升級會議內容，創新會議形式和優化媒體矩陣，為行業發展創造更具標杆性和引領性的優質內容，打造一個全覆蓋、高效連接、引領趨勢的大健康產業生態，提供更精確、更高價值的產業連接機會。例如，西普會將引入更多頭部跨國製藥企業，連接更多行業機會，共商產業前景，着力打造國際化的健康產業引領平台。醫藥創新生態大會作為本集團連接創新藥械領域的重要平台，將於4月份在上海張江舉辦。該會議將匯聚2,000+醫藥創新上下游企業和醫藥創新生態羣體，助力生物醫藥行業的創新和發展。



Chairman's Statement 董事長致辭

There is an old saying: "Reaching a spring mountain at the end of the grassy plain, after forging ahead unremittingly against the headwind under the moonlight". Bearing this spirit in mind, the Group will continue to promote the extensive application of big data, artificial intelligence, cloud computing and other technologies in the field of healthcare technology. Through R&D innovation and upgrades on its technology and database, the Group will grow together with industry partners in the digital transformation and long-term development of the healthcare industry and promote the new development of the digitalisation of the healthcare industry. Besides, the Group will empower the healthy development of the industry by virtue of its digital technology capabilities and in-depth industry insights, so as to jointly build a multiple, direct and interactive service chain comprising medicine, pharmaceutical, patients, inspection and insurance. As such, we can establish a digital life-cycle management system to create a better future for the field of life science and establish ourselves as a world-leading digital technology company in such field.

While continuing to develop our business, we will also seek to enhance the Company's value by establishing valuable relationships with investors. Sharing the Group's achievement with Shareholders is the keynote of our management, and the Board has recommended the payment of a final dividend of HK\$3.98 cents per Share for the year. We believe that this will ultimately maximize our corporate value and strengthen our business structure.

Wu Yushu

Chairman and Chief Executive Officer

29 March 2023

「追風趕月莫停留，平蕪盡處是春山」，本集團將持續推進大數據、人工智能、雲計算等技術在健康科技領域的深度應用，進一步通過研發創新、技術及數據庫的升級，在健康產業的數字化轉型和長遠發展中，和產業夥伴一起成長，推動健康產業數字化的新發展，並以數字科技能力和產業深度洞察，賦能健康產業發展，共同打造醫、藥、患、檢、保各環節的多元直接交互服務鏈條，建立數字化的全生命週期管理體系，為生命科學領域創造更美好的未來，打造生命科學領域全球領先的數字科技公司。

在繼續發展業務的同時，我們亦將尋求透過與投資者建立寶貴關係以提高公司價值。與股東分享本集團表現是我們的管理重點，而董事會建議派付本年度末期股息每股3.98港仙。我們相信，這最終將使我們的公司價值最大化並鞏固業務結構。

吳鬱抒

董事長兼首席執行官

2023年3月29日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

In 2022, due to the impact of COVID-19, static management was implemented in a number of regions in China, hence, various business segments of the Group faced greater challenges. In the face of market changes, the Group has always adhered to its strategic goals and achieved remarkable results in technological progress, product iteration and optimisation and market development. In order to meet the increasing needs of digitalisation in the healthcare industry, the Group has continued to enrich the types of products and services, optimise and explore innovative SaaS products based on market demand, as well as provide customers with professional services relating to marketing, retailing, category decision, supply chain management, physical inspection servicing and whole course medical management which are data-driven. As at the end of the Reporting Period, the Group's business covered major industrial enterprises such as pharmaceutical and medical device manufacturers, pharmaceutical and medical device retailers, physical examination institutions, medical institutions, and innovative pharmaceutical and medical device manufacturers, serving more than 2,000 customers in total. During the Reporting Period, the Group's revenue reached approximately RMB356.7 million, representing a year-on-year increase of approximately 10.0%, with its gross profit amounting to approximately RMB159.1 million, representing a year-on-year decrease of approximately 17.4%. The decline in gross profit was mainly due to the travel restrictions across the cities as imposed by the PRC government, thereby reducing the customer traffic, and the difficulty in market development under the impact of the COVID-19 pandemic and the Group's increased investment in market development and research and development. In order to effectively respond to market competition, the Group has further strengthened its refined and standardised management, improved operational management efficiency and market development efficiency and enhanced its risk prevention and control capabilities and profitability. Such efforts have proved efficient in the second half of the financial year, resulting in a gross profit of approximately RMB102.5 million from July to December, representing a sequential increase of approximately 80.9% as compared to the first half of the year. The Group has also paid close attention to market conditions and adjusted its business strategies, as well as carried out a series of optimisation reforms on business and management to ensure the operating advantages of the Group and continuously maintaining its strong competitiveness.

業務回顧

2022年，受COVID-19疫情影響，中國部分區域實施靜默管理等措施，本集團的各項業務遇到了較大的挑戰。面對市場變化，本集團始終堅定戰略目標，在技術進步、產品迭代優化和市場開拓等方面均取得了較好的成效。為滿足健康產業日益增強的數字化需求，本集團不斷豐富產品和服務種類，圍繞市場需求優化和探索創新SaaS產品，並為客戶配套提供基於數據驅動的市場營銷、零售動銷、品類決策、供應鏈管理、體檢服務、全病程管理等專業服務。截至本報告期末，本集團的業務已覆蓋藥械生產商、藥械零售、體檢機構、醫療機構、創新藥械等主要產業群體，服務客戶累計超過2,000家。報告期內，本集團營收規模達到約人民幣356.7百萬元，同比提升約10.0%，實現毛利約為人民幣159.1百萬元，同比下降約17.4%，主要是受COVID-19疫情影響，中國部分區域實施靜默管理等措施限制人員流動，市場開拓難度提升，以及本集團增加在市場開拓和研發方面的投入。為有效應對市場競爭，本集團進一步加強精細化和標準化管理，提升經營管理效率和市場開拓效率，增強風險防控能力和盈利能力，在本財年的下半年呈現了較好的效果，7-12月實現毛利約人民幣102.5百萬元，環比上半年增長了約80.9%，本集團亦密切關注市場狀況並調整商業策略，也對業務和管理進行了一系列優化改革確保集團的經營優勢和繼續維持強勁的競爭力。



Management Discussion and Analysis 管理層討論及分析

We have actively promoted big data development in the healthcare industry for 16 years, and have established a mature business model and a solid market foundation. Our “SaaS+professional services” business model driven by big data has been recognised by the industry. In the areas such as digital transformation, market development, R&D of drugs, customer management, decision-making and operation, we have helped customers to achieve efficient empowerment and establish capabilities of efficient decision-making and precise accessing, thus facilitating customers to improve their efficiency and achieve performance growth. Focusing on the health management in the whole life-cycle of patients, we have built an ecological platform in the healthcare industry, and held professional activities relating to industry foresight, resources matching, commodity circulation, R&D and innovation for healthcare industry participants, with a view to promoting high-quality development of the industry. After China adjusted its COVID-19 control measures in December 2022, the Group has continued to maintain its strong competitiveness leveraging on its data insight capabilities, product quality and service ability, and is able to effectively meet the medical product supplier customers’ urgent needs for efficiency enhancement and cost reduction in the future. Leveraging on its resilience forged during the COVID-19 pandemic and boosted by a group of high calibre young managers that we have cultivated, the Group is confident to achieve stable growth in its performance in 2023.

DUAL DEVELOPMENT TREND OCCURS IN THE HEALTHCARE INDUSTRY

With the increasing importance and growing concern to the health of the people, the needs of patients have been growing in three directions. First is the elevation of accessibility, including the improvement of affordability and the availability of medical products and resources. As a result, the supply side needs to provide better solutions and products for medical treatment. Second is better treatment effect, including shortening the course of treatment and improving efficacy. Third is the need for treatment in a friendly manner, including the convenience and kindness of medical treatment and the reduction of pain. The growing needs of patients have created new market value and led to an industry trend that focuses on health management over the whole life-cycle. The scope of main medical treatment of patients has been expanded from standard market to “standard market + non-standard market”, which entails multi-level products and services for healthcare. Under this trend, industry participants must focus on the growing needs of patients, providing patients with a series of products and services for life-cycle health management. Besides, higher standards and requirements are also imposed on the market participants on areas such as marketing, patient management, supply chain management, industry insights and digital transformation.

深耕健康產業大數據16年，我們已經建立了成熟的商業模式和穩固的市場基礎，基於大數據驅動的「SaaS+專業服務」業務模式得到了行業認可，在數字化轉型、市場開拓、藥品研發、客戶管理、決策運營等方面為客戶實現高效賦能，建立高效決策和精準鏈接兩項能力，助力客戶提升效率和實現業績增長。我們圍繞患者全生命週期健康管理，搭建了健康產業生態平台，為健康產業參與者舉辦產業前瞻、資源對接、商品流通、研發創新等專業活動，促進行業高質量發展。中國於2022年12月調整了新冠COVID-19疫情控制措施，由於本集團的數據洞察能力、產品品質和服務能力繼續維持強勁的競爭力，本集團切實能解決醫療產品供應商客戶未來一年對增效降本之迫切需求，而本集團在COVID-19疫情中鍛造了韌性，培養了一批年富力強的管理者，本集團上下由此士氣蓬勃，相信本集團2023年的表現將進一步得到穩定增長。

健康市場呈現二元化趨勢

隨著國民健康的重要性和關注度不斷提升，患者需求出現三個方向的升級，一是強可及性，包括可支付能力提升，醫療產品和資源可獲取度高，供應端需提供更優的治療方案和產品；二是更好的治療效果，包括療程縮短和療效的提升；三是過程友好需求，包括醫用藥便捷有溫度，痛苦程度降低等。患者需求升級創造了新的市場價值，催生了著重於全生命週期健康管理的行業趨勢，患者的主要就醫範圍將從標內市場擴展為「標內市場+標外市場」，追求多層次的健康產品和服務。在這個趨勢下，行業參與者須以患者的升級需求為中心，為患者提供全生命週期健康管理的一系列產品和服務，也對行業參與者在市場營銷、患者管理、供應鏈管理、行業洞察、數字化轉型等方面將提出了更高的標準和要求。

Management Discussion and Analysis 管理層討論及分析



INDUSTRY TRENDS DRIVING MARKET RESTRUCTURING

產業趨勢推動市場重構



Non-standard market attaches greater importance on the needs of preventative self-care, illness rehabilitation management and personalised medical treatment. It focuses on high-end medical treatment, post-operative rehabilitation, chronic disease management and inspection and testing. The related fees are mainly paid by ways of commercial insurance and personal payment. The products in non-standard market include various subcategories of medicines and services that meet diversified health needs, which are conducive to the improvement of the daily healthy lifestyles of residents and also represent the main development direction of the healthcare industry in the future. The non-standard market will create more market opportunities for the Group in areas such as digital transformation and upgrading, precision marketing, innovative drug services, enhancement of smart health management, supply chain management and professional research.

標外市場更多地定位自我保健預防、疾病康復管理和醫療個性化滿足等需求，以高檔醫療、術後康復、慢病管理、檢驗檢測等方式為主，主要支付手段為商業保險和個人支付，產品包括滿足多元化健康需求的各項細分品類的藥品和服務，是居民完善日常健康生活方式的推動者，也是健康行業未來的主要發展方向。對於本集團而言，標外市場在數字化轉型升級、精準營銷、創新藥服務、健康管理智能升級、供應鏈管理、專業研究等方面將創造更多的市場機會。



Management Discussion and Analysis 管理層討論及分析

The standard market is targeted for diagnosis and treatment. Focusing on outpatient and inpatient services, the market supplies non-patent pharmaceutical and medical devices with stable quality and lower prices, ensuring the public can enjoy affordable basic treatment with wide coverage. As for the Group, the opportunities in standard market lie in the Internet clinics, Internet hospital construction, online medical services and academic exchange platforms brought about by the enhancement of hospital digital management and the distribution of medical resources.

We hope that by expanding the dual market, we will eventually establish a closed loop system for data circulation between the standard market and the non-standard market, and provide standardised, structured and systematic data support for the healthcare industry as a whole. The data can be used in key aspects such as physical examination, prevention, diagnosis and treatment, medication, chronic disease management and insurance, so as to build a comprehensive life-cycle health management system for patients and effectively improve the level of health management.

THE ERA OF DIGITAL ECONOMY USHERING IN NEW DEVELOPMENT MOMENTUM

With the rapid development of the newly emerged information technology represented by big data, cloud computing and artificial intelligence, the digital economy is undergoing a transformation from quantitative expansion to qualitative improvement, and has affected every aspect of production activities and people's life with unprecedented depth and breadth. According to statistics, since 2012, the average annual growth rate of the digital economy in the country has reached 15.9%, which is significantly higher than the average GDP growth rate of the same period. In 2021, the scale of the digital economy in the country reached RMB45.5 trillion, representing a nominal increase of 16.2% year-on-year, with 16 provinces each exceeding RMB1 trillion in the scale of the digital economy. According to the goal of China's digital economy in the "14th Five-Year Plan", by 2025, the added value of the core industries of the digital economy will account for 10% of GDP, then the level of intelligence will be significantly enhanced and the integration of digital technology and the real economy will achieve remarkable results. The digital economy brings opportunities for the rapid development of data elements transactions and industrial digitalisation, and the Group will continue to enhance its economies of scale of data. By applying its advanced data processing capabilities, artificial intelligence, analysis models and algorithms, the Group will actively participate in the construction of the digital economy, and collaborate with data transaction institutions to set up a data trading mechanism in the healthcare industry to provide digital services for healthcare industry participants, with a view to growing with healthcare industry participants in the era of digital economy.

標內市場定位專注診療，以門診和住院服務為服務核心，供應品質穩定、價格便宜的非專利藥械，保證基本治療、覆蓋面廣、確保大眾可負擔。對於本集團而言，標內市場的機會在於醫院數字化管理升級和醫療資源下沉帶來的互聯網診所、互聯網醫院建設、線上醫療服務和學術交流平台等內容。

我們希望通過拓展二元化市場，最終建立標內市場與標外市場的數據流通閉環，為大健康產業提供標準化、結構化、系統化的數據支持，運用於體檢、預防、診療、用藥、慢病管理、保險等關鍵環節，為患者構建全生命週期健康管理體系，有效提升健康管理水準。

數字經濟時代催生新的發展動力

以大數據、雲計算、人工智能等為代表的新一輪信息技術迅猛發展，數字經濟正經歷由量的擴張到質的提升轉變，以前所未有的深度和廣度參與社會生產生活。數據顯示，2012年以來我國數字經濟年均增速高達15.9%，顯著高於同期GDP平均增速，2021年，數字經濟規模達到人民幣45.5萬億元，同比名義增長16.2%，有16個省份數字經濟規模突破人民幣1萬億元。根據中國數字經濟的「十四五」規劃目標，到2025年，數字經濟核心產業增加值佔GDP比重將達到10%，智能化水準明顯增強，數字技術與實體經濟融合取得顯著成效。數字經濟帶來數據要素交易、產業數字化的快速發展機會，本集團將繼續擴大數據的規模優勢，應用先進的數據處理能力、人工智能、分析模型和演算法，深度參與數字經濟建設，協同數據交易機構搭建健康產業數據交易機制，為健康產業參與者提供數字化服務，在數字經濟時代更好地陪伴健康產業參與者成長。

Management Discussion and Analysis 管理層討論及分析

DRIVEN BY DATA ELEMENTS, COVERING STANDARD AND NON-STANDARD MARKETS

In order to better grasp the historical opportunities brought by the dual development of the healthcare industry and the digital economy, the Group has followed the industry logic of full life-cycle health management and expanded its target market from out-of-hospital market to standard and non-standard markets, so as to establish the strategic positioning of vertical cloud platform for healthcare industry. In order to better align with the development trend of the healthcare industry, promote the implementation of strategies and reflect the Group's operating philosophy and positioning in a more comprehensive manner, the Group's existing products under the three business segments, namely Data Insight Solutions, Data-driven Publications and Events and SaaS products, are reorganised according to the application scenarios, such that they are specifically classified into four business segments, namely Smart Retail Cloud, Smart Decision Cloud, Smart Health Management Cloud and Smart Medical Cloud, thus creating a data-driven product portfolio in the vertical sector that matches the whole life-cycle health management. As a result, (i) data insight solutions and data insight reports which provide decision support for customers are integrated into Smart Decision Cloud, and data-driven marketing solutions which carry out marketing activities for customers are mainly integrated into Smart Retail Cloud; and (ii) Data-driven Publications and Events and SaaS products are integrated into the four business segments, namely Smart Retail cloud, Smart Decision Cloud, Smart Health Management Cloud and Smart Medical Cloud according to the application scenarios. In the future, the Group will also develop two new business segments, namely Smart Clinic Cloud and Smart Insurance Cloud, with a view to finally realising the strategic layout covering the whole life-cycle health management. We always adhere to the patient-oriented approach, and implement a multi-level and multi-segment vertical cloud layout covering the whole business chain with a focus on the industry trend. We will provide SaaS products and professional operation services for various healthcare industry participants, and build an ecological platform that connects the participants in the healthcare industry, aiming to establish a closed-loop system of health management of the whole life-cycle integrating prevention, treatment, maintenance, body and mind, and build a world-leading digital technology enterprise in the field of life sciences.

以數據要素驅動，覆蓋標內市場和標外市場

為更好地把握健康產業二元化和數字經濟帶來的歷史機遇，本集團遵循全生命週期健康管理的行業邏輯，將目標市場從院外市場擴展至標內市場和標外市場，確立了健康產業垂直雲平台的戰略定位。為更好地匹配健康產業發展趨勢，推動戰略落地實施，以及更為全面去呈現本集團運營理念及定位，本集團將數據洞察解決方案、數據驅動發佈及活動、SaaS三大業務板塊下的現有產品，根據應用場景，在垂直領域打造匹配全生命週期健康管理的數據驅動產品組合，即智慧零售雲、智慧決策雲、智慧健康管理雲、智慧醫療雲四大業務板塊。1)數據洞察解決方案，數據洞察報告為客戶提供決策支持，組合到智慧決策雲，數據驅動營銷解決方案為客戶開展營銷活動，主要組合到智慧零售雲；2)數據驅動發佈及活動和SaaS按照應用場景分別組合到智慧零售雲、智慧決策雲、智慧健康管理雲、智慧醫療雲等四個業務板塊。未來，本集團還將發展智慧診所雲和智慧保險雲兩個新業務板塊，最終實現覆蓋全生命週期健康管理的戰略佈局。我們將始終堅持以患者為中心，著眼產業趨勢落實多層次、多板塊、全業務鏈條的垂直雲佈局，專注為各類健康產業參與者提供SaaS產品和專業運營服務，並搭建連接健康產業參與者的行業生態平台，實現防、治、養、身、心一體化的全生命週期健康管理閉環，打造生命科學領域全球領先的數字科技公司。



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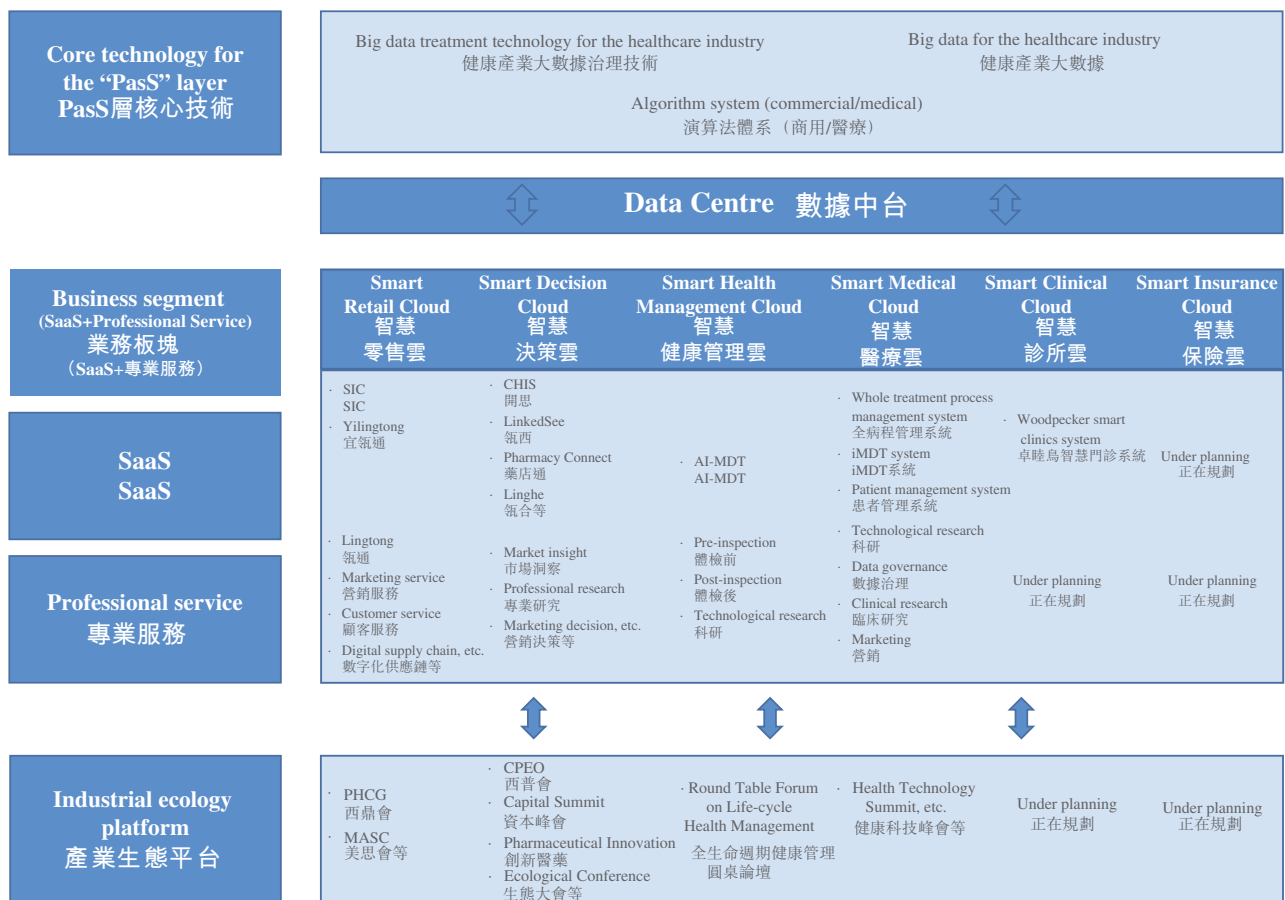
BUSINESS MODEL OF THE GROUP

The following chart illustrates our vertical cloud business model for the healthcare industry, which represents the interconnection between our core technology on the “PasS” layer, business segments (SaaS+professional services) and our industrial ecological platform:

本集團的業務模式

下圖說明我們的健康產業垂直雲的業務模式，即我們的PasS層核心技術、業務板塊 (SaaS+專業服務) 及我們的產業生態平台之間的相互聯繫：

Vertical Cloud for the healthcare industry 健康產業垂直雲



Management Discussion and Analysis 管理層討論及分析

The following table sets out the performance of our four business segments, Smart Retail Cloud, Smart Decision Cloud, Smart Health Management Cloud and Smart Medical Cloud, by application scenarios:

下表載列我們按應用場景劃分的智慧零售雲、智慧決策雲、智慧健康管理雲、智慧醫療雲四個業務板塊業績情況如下：

		Year ended 31 December		Year-on-year change
		截至12月31日止年度		
		2022	2021	
		2022年	2021年	同比變化
		RMB'000	RMB'000	
Business segments	業務板塊	人民幣千元	人民幣千元	
Smart Decision Cloud	智慧決策雲	182,696	202,742	-9.9%
Smart Retail Cloud	智慧零售雲	126,542	95,581	32.4%
Smart Health Management Cloud	智慧健康管理雲	10,457	371	2,718.6%
Smart Medical Cloud	智慧醫療雲	36,973	25,472	45.2%
Total	合計	<u>356,668</u>	<u>324,166</u>	<u>10.0%</u>



Management Discussion and Analysis 管理層討論及分析

Smart Retail Cloud stays ahead

Smart Retail Cloud focuses on the scenarios of pharmacies, and SaaS products mainly include SIC and the newly launched Yilingtong. SIC is the core component of Smart Retail Cloud. SIC can provide pharmacies with comprehensive services such as operation management, membership management, category management, smart marketing, chronic disease management and pharmaceutical services. It is also an important source for the Group to collect pharmaceutical retail data. As at 31 December 2022, SIC covered more than 58,000 retail stores, representing a year-on-year increase of approximately 33.5%, maintaining a rapid growth rate and the leading position in the market. Through SIC, we can effectively help chain pharmacies to strengthen their operational capabilities, including the control on operational data, improving the service for members, professional training for shop assistants, in-depth product analysis and supply chain management, thus helping chain pharmacies improve efficiency, reduce costs, generate income source and comprehensively enhance profitability and comprehensiveness. As such, the cooperative relationship between the Group and the pharmacies can also be enhanced. At the same time, based on the in-depth cooperation between the Group and chain pharmacies, we provide pharmaceutical and medical device manufacturers with professional services such as data-driven marketing solutions based on pharmacies, specific training on medicine and advertising to help them efficiently connect with pharmacies and improve sales performance of products. In 2022, we developed Lingtong which can provide customers with integrated contents, including customised data-driven marketing solutions, implementation efficiency enhancement, tracking marketing effects in real time and receiving feed-back on decision-making. Lingtong can effectively extend the business chain of Smart Retail Cloud and enhance its revenue and profitability. In terms of industrial ecology, PHCH, MASC and other industrial activities are committed to facilitating commodity transactions in the healthcare industry and promoting high-quality development of the industry through full-scenario data analysis, interpretation of policy trends, interpretation of new trends in health consumption and product presentation.

In 2022, Smart Retail Cloud achieved an operating revenue of approximately RMB126.5 million, representing a year-on-year increase of approximately 32.4% as compared to 2021, mainly attributable to the steady growth of the average recognised amount per contract in 2022, which increased by approximately 112.6% from approximately RMB79,000 for the year ended 31 December 2021 to approximately RMB168,000 for the year ended 31 December 2022. Besides, although the COVID-19 pandemic has affected the normal operation and the execution of many projects of the Group and other customers, the Group's Smart Retail Cloud can effectively meet the needs of customers for increasing efficiency and reducing costs, thus the total number of orders from customers for the Group's professional services have increased. On the other hand, due to the impact of the COVID-19, the number of customers in PHCF decreased and MASC was cancelled, thus the total operating revenue from the above businesses was affected to a certain extent. With the alleviation of the impact of the COVID-19 pandemic and industrial events returning to normal, the aforesaid businesses are expected to usher in a period of rapid recovery.

智慧零售雲保持領先

智慧零售雲聚焦在藥店場景，SaaS產品主要包括SIC和最新推出的宜領通。SIC是智慧零售雲的核心構成，SIC可以為藥店提供經營管理、會員管理、品類管理、智能營銷、慢病管理、藥事服務等綜合性服務，也是本集團採集醫藥零售數據的重要來源。截至2022年12月31日，SIC已經覆蓋超過5.8萬家零售門店，同比增長約33.5%，保持快速增長趨勢，穩居市場領先地位。通過SIC，我們可以有效幫助連鎖藥店加強經營數據掌控、會員服務提升、店員專業培訓、商品深度分析、供應鏈管理等經營能力，助力連鎖藥店提效、降費、引流，全面增強盈利能力和綜合競爭能力，並以此提升本集團與藥店的合作關係。同時，基於本集團與連鎖藥店的深度合作關係，我們向藥械廠家提供基於藥店端的數據驅動營銷解決方案、專項藥品培訓和廣告等專業服務，助力其高效連接藥店，提升產品銷售表現。2022年，我們開發的領通可以為客戶提供包括定制數據驅動營銷解決方案、提升投放效果、即時跟蹤營銷效果及反哺決策等一體化內容。領通能夠有效延展智慧零售雲的業務鏈條，提高智慧零售雲的營收能力和盈利能力。在產業生態方面，西鼎會、美思會等產業活動通過全景數據分析、解讀政策趨勢、解讀健康消費新趨勢和產品展示等內容，致力於推動健康產業商品交易，促進產業實現高質量發展。

2022年度，智慧零售雲實現營業收入約人民幣126.5百萬元，與2021年相比同比提升約32.4%，實現增長主要是因為每份合同的平均已確認金額於2022年穩步增長，由截至2021年12月31日止年度約人民幣79千元增加約112.6%，至截至2022年12月31日止年度約人民幣168千元。儘管新冠COVID-19疫情影響本集團及其他客戶的正常辦公及許多項目執行，但本集團智慧零售雲能切實滿足客戶對增效降本的需求，因而客戶購買本集團專業服務的訂單總額增長。另外，受COVID-19疫情影響，西鼎會客戶減少、美思會取消舉辦，導致上述業務的合計營業收入受到一定影響。隨著COVID-19疫情影響的消除和產業活動回歸常態，預計上述業務將迎來快速恢復期。

Management Discussion and Analysis 管理層討論及分析

Continuous optimisation of Smart Decision Cloud

The products of Smart Decision Cloud are mainly for medical product suppliers, and such product line is a relatively mature business segment of the Group. The SaaS products of Smart Decision Cloud include CHIS, LinkedSee, Pharmacy Connect and Think Cloud: CHIS provides customers with functions such as industry information enquiry, retail data enquiry and drug database; LinkedSee provides customers with functions such as industry insight analysis, category analysis, brand analysis and data report collection; Pharmacy Connect provides customers with functions such as identification of potential in cities/markets, selection of business partners, hierarchical management of selection of pharmacies; and Think Cloud can help pharmaceutical companies combine their internal data with external data such as the Group's master data and market data, and provide a basis for their decision making on scenarios such as channel management and sales forecast, thus enhancing their efficiency on exploring potential pharmacy products, price control on brand market and the monitoring on gross profit margin of the whole business chain. In terms of professional services, we provide customers with a variety of insight products and customised services, including insight research on pharmaceutical retail market, consumer insight research, product research reports, services relating to business growth, market development and marketing services and professional training. Such products and services are integrated into a comprehensive solution to help customers enhance decision-making efficiency and achieve their business goals. In terms of industrial ecology, events such as CPEO, the Pharmaceutical Innovation Ecological Conference, the Healthcare Industry Capital Summit and the Healthcare Industry Think Tank have complemented with each other organically, providing customers with an industrial ecology platform comprising various functions including industry foresight, capital cooperation, pharmaceutical innovation and market connection. The ecological platform further improves the efficiency of inter-industry connection, promotes the optimal allocation of resources and also provides strong support for the business expansion of the Group.

智慧決策雲佈局持續優化

智慧決策雲的產品主要面向醫療產品供應商，是本集團較為成熟的業務鏈條。智慧決策雲的SaaS產品包括：開思為客戶提供行業諮詢查詢、零售端數據查詢、藥品數據庫等功能；瓏西為客戶提供行業洞察分析、品類分析、品牌分析和數據報表收集等功能；藥店通為客戶提供城市／市場潛力識別、遴選合作對象、門店分級管理、門店甄選等功能；思雲可以幫助製藥企業將內部數據與本集團主數據、市場數據等外部數據相結合，為製藥企業對渠道管理、銷量預測等場景作決策提供依據，從而提高在潛力藥店鋪貨挖掘、品牌市場控價、全鏈路毛利率監控等方面的效率。在專業服務方面，我們向客戶提供醫藥零售市場洞察研究、消費者洞察研究、產品研究報告、業務增長服務、市場開拓營銷服務和專業培訓等多種洞察產品和專項服務，並組合成綜合解決方案，幫助客戶提高決策效率，實現經營目標。在產業生態方面，西普會、醫藥創新生態大會、健康產業資本峰會和健康產業智庫等活動形成有機互補，為客戶提供了包括產業前瞻、資本合作、醫藥創新、市場連接等功能在內的產業生態平台，進一步提高產業間互通互聯效率，促進資源優化配置，也為本集團的業務拓展提供了有力支持。



Management Discussion and Analysis

管理層討論及分析

In 2022, the operating revenue of Smart Decision Cloud amounted to approximately RMB182.7 million, representing a year-on-year decrease of approximately 9.9% as compared to 2021. Such decrease was mainly attributable to the travel restrictions across the cities under the static management in a number of regions due to the COVID-19 pandemic, which has suppressed the demand for offline communication. As a result, the number of participants in CPEO has decreased as compared to last year and the offline marketing activities of SaaS products and professional services were significantly restricted. Nevertheless, the number of corporate customers in this segment still managed to increase by approximately 26.0% as compared to the year ended 31 December 2021 to 576 for the year ended 31 December 2022, mainly attributable to the fact that SaaS products have been recognised by the market and have entered a stage of rapid development. For example, in 2022, a total of 123 customers purchased the Group's CHIS products, representing a year-on-year increase of approximately 53.8% as compared to 80 customers who used the products to make their decisions in 2021. After it was officially launched in October 2022, Linkhe has been highly recognised by customers and the number of new customers signed up has been continuously increasing, showing a trend of rapid growth. Besides, we have continuously enriching our insight research content, and have carried out detailed research on the three major scenarios of "people", "products" and "venue", thus satisfying various insight needs of customers in an effective way. Moreover, our customer base has been extended to customers who are not pharmaceutical and medical device manufacturers, including research institutions, securities dealers and service providers. Capitalising on our data insight capabilities, product quality and service ability, our insight research business still managed to maintain a growth trend, in spite of the pressure on the overall market under the impact of the COVID-19 pandemic. In 2022, a total of 277 customers purchased the Group's insight research services, representing a year-on-year increase of approximately 18.4% as compared to 234 customers in 2021. It is worth noting that with the efforts of all staff, CPEO was successfully held, which fully demonstrated the Group's execution ability and the industry's recognition of CPEO. With the continuous improvement of our product portfolio, enhancement of our service ability, optimisation of the industrial layout, external business environment returning to normal and the growing demand for industrial digitalisation, the Smart Decision Cloud business is expected to regain its growth momentum rapidly.

2022年度，智慧決策雲營業收入約為人民幣182.7百萬元，與2021年相比同比下降約9.9%，業績不達預期的主要原因是受COVID-19疫情影響，中國部分區域實施靜默管理等措施限制人員流動，線下交流需求被抑制，西普會的參加人數同比減少，SaaS產品和專業服務的線下市場開拓活動受到較大限制。即使遇到上述情況，該板塊的企業級客戶與截至2021年12月31日的年度相比增長約26.0%，於截至2022年12月31日止年度達到576家。主要是SaaS產品得到市場認可，進入快速發展階段。例如，於2022年，有123家客戶購買本集團的開思產品，較2021年同比增長約53.8%，而2021年有80家客戶使用該產品進行決策。瓊合於2022年10月正式上線後，得到客戶的高度認可，新簽約客戶數量持續上升，呈現出快速增長的態勢。我們的洞察研究內容更加豐富，針對「人」、「貨」、「場」三大場景開展細分研究，能有效滿足客戶的各類洞察需求，而且，客戶群體已經拓展至研究機構、券商、服務機構等非藥械生產商客戶。得益於我們的數據洞察能力、產品品質和服務能力，在市場受COVID-19疫情影響整體承壓的情況下，洞察研究業務仍能保持增長態勢，於2022年，有277家客戶購買本集團的洞察研究業務，較2021年同比增長約18.4%，而2021年有234家客戶。特別需要注意的是，在全體員工的努力下，西普會得以順利舉辦，充分展示了本集團的執行力以及西普會的業界認可度。隨著我們的產品矩陣不斷完善，服務能力不斷提升，產業佈局持續優化，外部經營環境恢復常態，產業數字化需求保持增長，智慧決策業務有望快速恢復增長態勢。

Management Discussion and Analysis 管理層討論及分析

Accelerated market expansion of Smart Health Management Cloud

The Group has cooperated with physical examination institutions and hospitals to build an AI-MDT (artificial intelligence multi-disciplinary treatment) system to provide physical examination users with physical examination reports on AI-MDT. Different from traditional physical examination reports, AI-MDT is committed to providing physical examination users with more systematic, detailed and comprehensive multi-disciplinary physical examination reports. Its lower cost is more affordable to the general public and it has higher market potential. We have established a relatively comprehensive health management system in the post-examination stage focusing on the needs of patients, which can meet the health management requirements of patients for the whole process after examination through early warning and monitoring, chronic disease management, drug purchasing, re-examination and continuous evaluation. As such, the system can further improve health management capabilities and facilitate relevant institutions improving their capabilities on disease treatment and drug research and development.

In 2022, the operating revenue of our Smart Health Management Cloud business increased exponentially to approximately RMB10.5 million from RMB371,000 for 2021, representing a year-on-year increase of approximately 2,718.6%. Benefited from its mature technology and differentiated advantages, AI-MDT has been unanimously recognised by cooperative customers and physical examination users. On the basis of the usage of AI-MDT by physical examination users, we charge our cooperative customers certain service fees. Therefore, the greater the demand and frequency of the usage of AI-MDT services by physical examination users, the more service fees we could charge. Consequently, the number of cooperative customers, the number of physical examination users using AI-MDT and the average recognised amount per contract grew steadily in 2022. At present, its market scale has begun to take shape and has made contact with approximately 160 hospitals and 7 private physical examination centers in Guangdong, Hubei, Sichuan, Anhui and other regions, and the average recognised amount per contract for the purchase of the Group's Smart Health Management Cloud increased 1,478.1% as well from approximately RMB26,000 for the year ended 31 December 2021 to approximately RMB418,000 for the year ended 31 December 2022. With the release of the demographic advantage of physical examination, the growing demand for health management and the continuous growth of the market as well as the increasing popularity of AI-MDT due to its sound reputation, our Smart Health Management Cloud business may enter a stage of rapid growth.

智慧健康管理雲市場拓展加速

本集團與體檢機構、醫院合作搭建AI-MDT系統，為體檢用戶提供AI-MDT(人工智能專家會診)體檢報告。區別於傳統體檢報告，AI-MDT致力於為體檢用戶提供更系統化、更詳細、更全面的專家會診體檢報告，其較低的費用更能被大眾體檢人群所接受，存在著較大的市場潛力。在檢後階段，我們圍繞患者需求建立了較為完備的健康管理體系，可以通過預警監控、慢病管理、藥品購買、複檢、持續評估等方式滿足患者檢後的全流程健康管理要求，體檢管理，進一步提升健康管理能力，也有利於幫助相關機構提高疾病治療和藥品研發能力。

2022年度，智慧健康管理雲業務營業收入約為人民幣10.5百萬元，同比增長約2,718.6%，而2021年的收入為人民幣371,000元。得益於成熟技術和差異化優勢，AI-MDT得到合作客戶和體檢用戶的一致認可。基於體檢用戶使用AI-MDT，我們會向合作客戶收取一定的費用，因此，體檢用戶對AI-MDT服務需求和使用次數越大，我們收取的費用越多。因而合作客戶數目、使用AI-MDT的體檢用戶數目，及每份合同的平均已確認金額於2022年均穩步增長。目前已初具市場規模，我們已經觸達約160家醫院和7家民營體檢中心，覆蓋了廣東、湖北、四川、安徽等地區，及購買本集團智慧健康管理雲的每份合同的平均已確認金額由截至2021年12月31日止年度約人民幣26千元增加約1,478.1%，至截至2022年12月31日止年度約人民幣418千元。隨著體檢人口紅利釋放、健康管理需求提升和市場持續增長，以及AI-MDT形成良好口碑催化加速佈局，智慧健康雲業務或將迎來快速增長。



Management Discussion and Analysis 管理層討論及分析

Smart Medical Cloud gaining momentum

The main business of this sector covers smart medical SaaS, research and consulting, data and marketing services for innovative drugs, real-world study and patient management services. As at the end of 2022, we had served nearly 200,000 patients by providing patient management services for pharmaceutical companies, effectively improving the continuity, convenience and autonomy of patients in the treatment process, and have been highly recognised by customers. Our Smart Medical Cloud business achieved an operating revenue of approximately RMB37.0 million in the financial year, representing a year-on-year increase of approximately 45.2% as compared to 2021. As a result, the average recognised amount per contract for the purchase of the Group's smart medical services increased by approximately 30.9% from approximately RMB553,000 for the year ended 31 December 2021 to approximately RMB724,000 for the year ended 31 December 2022, laying a solid foundation for the Company to serve as an "accelerator for the commercialisation of innovative drugs".

The Group has accumulated extensive resources and capabilities in medical research, data technology, service personnel and ecological resources, which can help innovative pharmaceutical and device companies effectively connect the three cornerstones in the commercialisation process in terms of program design, intelligent system, and operational service. The three cornerstones are patients, doctors and hospitals. Firstly, at the patient level, we provide individual patient care service throughout the entire treatment process, and provide pharmaceutical companies with customised and one-stop patient services, as well as cooperate with medical service institutions to provide more diverse medical services. We can reach more patients with the provision of digital therapy in the whole medical management process combining with operation solutions for patients in private domain. Secondly, at the doctor and hospital level, we have provided hospital experts with one-stop personalised dynamic management services through our AI technology team, medical research team, expert think tank, medical database and digital tools. We have also developed a doctor-patient platform equipped with case managers, in order to reach patents in all scenarios online and offline, in-hospital and out-of-hospital, providing convenient tools and paths for long-term interaction between doctors and patients.

智慧醫療雲蓄勢待發

該板塊的主要業務涵蓋了智慧醫療SaaS、創新藥調研諮詢數據服務、創新藥營銷服務、真實世界研究和患者管理等業務。截至2022年底，我們基於為醫藥企業提供患者管理服務，已經累計服務近20萬患者，有效提高了患者在治療過程的連續性、便利性和自主性，得到客戶的高度認可。智慧醫療雲業務在本財年實現營業收入約人民幣37.0百萬元，同比2021年增長約45.2%，因而購買本集團智慧醫療業務的每份合同的平均已確認金額由截至2021年12月31日止年度約人民幣553千元增加約30.9%，至截至2022年12月31日止年度約人民幣724千元，為公司打造「創新藥商業化加速器」這一目標創造了良好基礎。

本集團在醫學研究、數據技術、服務人才、生態資源等方面積累了豐富的資源和能力，可以幫助創新藥械公司在方案設計、智能系統、運營服務等三個方面，有效連接商業化過程的三大基石：患者、醫生和醫院：1)在患者層面，我們提供個性化的全程患者關護，為藥企提供定制化、一站式的全程患者服務，與醫療服務機構合作提供更多樣的醫療服務，提供全病程管理數字療法+私域患者運營方案，可以觸達更多患者。2)在醫生及醫院層面，我們的AI技術團隊、醫學科研團隊、專家智庫、醫學數據庫、數字化工具，為醫院專家提供平台工具+運營服務的一站式個性化動態管理服務，開發醫患平台，配備個案管理師，實現線上+線下、院內+院外全場景觸達患者，為醫患雙方的長期互動提供了便捷的工具和路徑。

Management Discussion and Analysis
管理層討論及分析

The following table sets out the performance of our three business segments, Data Insight Solutions, Data-driven Publications and Events and SaaS products, by product categories:

而下表載列我們按產品類別劃分的數據洞察解決方案、數據驅動發佈及活動、SaaS產品三個業務板塊業績情況如下：

Business segments	業務板塊	截至12月31日止年度		Year-on-year change 同比變化
		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元	
Data Insight Solutions ⁽¹⁾	數據洞察解決方案 ⁽¹⁾	225,262	161,367	39.6%
Data-driven Publications and Events ⁽²⁾	數據驅動發佈及活動 ⁽²⁾	90,932	134,613	-32.4%
SaaS Products ⁽³⁾	SaaS產品 ⁽³⁾	40,474	28,186	43.6%
Total	合計	356,668	324,166	10.0%

Notes:

- The revenue from the Data Insight Solutions segment in 2022 was approximately RMB225.3 million, representing an increase of approximately 39.6% as compared to the same period in 2021. Although the COVID-19 has affected the normal operation and the execution of many projects of the Group and other customers, the Data Insight Solutions can effectively meet the needs of customers for increasing efficiency and reducing costs, thus both the number of customers and the total number of orders from customers for the Group's Data Insight Solutions have grown steadily, resulting in an increase in the revenue of this business segment.
- The revenue from the Data-driven Publications and Events segment in 2022 was approximately RMB90.9 million, representing a decrease of approximately 32.4% as compared to the same period in 2021, mainly due to the fact that under the tightening measures against the outbreak of the COVID-19, the number of participants in the activities of PHCF and CPEO declined substantially. In addition, the Group has also canceled MASC and other offline activities. All of the above factors have affected the revenue of the Data-driven Publications and Events segment.
- The revenue from the SaaS segment in 2022 was approximately RMB40.5 million, representing an increase of approximately 43.6% as compared to the same period in 2021. The increase was mainly attributable to the Group's mature technology and differentiated advantages, the growing public demand for health management and the continuous growth of the market, as well as the increasing popularity of AI-MDT due to its sound reputation, and the steadily increasing number of health management institution customers using the Group's AI-MDT products and the average recognised amount per contract in 2022, thus resulting in an increase in the segment's revenue.

附註：

- 數據洞察解決方案分部於2022年度的收入約為人民幣225.3百萬元，較2021年同期增長約39.6%。儘管新冠COVID-19疫情影響本集團及其他客戶的正常辦公及許多項目執行，但本集團數據洞察解決方案能切實滿足客戶對增效降本的需求因而客戶數目和客戶購買本集團數據洞察解決方案的訂單總額穩步增長，實現了該分部收入增加。
- 數據驅動發佈及活動分部於2022年度的收入約為人民幣90.9百萬，較2021年同期下降約32.4%，主要是由於在針對新冠COVID-19疫情的收緊措施下，西鼎會及西普會的活動的參與人數出現較大幅度下跌。此外，本集團亦已取消了美思會以及其他線下活動，上述均影響數據驅動發佈及活動業務分部的收入。
- SaaS業務分部於2022年度的收入約為人民幣40.5百萬元，較2021年同期增長約43.6%。主要得益於本集團的成熟技術和差異化優勢，以及民眾對健康管理需求增加和市場持續增長，以及AI-MDT形成良好口碑催化加速佈局，健康管理機構使用本集團的AI-MDT產品的客戶數目和每份合同的平均已確認金額於2022年穩步增長，實現了該分部收入增加。



Management Discussion and Analysis 管理層討論及分析

CONSOLIDATING OUR THREE CORE ADVANTAGES

As a pioneer in the digitalisation of the healthcare industry, the Group possesses cutting-edge innovative technologies and profound insights. Leveraging on its industry-leading data network, technical capabilities and industrial insight ability, the Group continues to improve its product quality and professional service capabilities, as well as increase its market share, enhance the cooperation with its key customers and expand its product portfolio and business scale, so as to contribute to the long-term sustainable development of the healthcare industry. We have established three core competitiveness in terms of extensive data collection network, leading big data processing technology and ecological industrial platform.

- 1) **Data collection network.** We focus on data such as pharmaceutical retail, physical examination, clinical diagnosis and treatment scenarios, and have established an extensive data collection network. The scale and quality of the data we possess are at a leading level in the market. As at 31 December 2022, our data network covers more than 72,000 pharmacy stores spanning 299 cities in 29 provinces, of which 80% can assess data in real time and more than 80% of the order-related data can be obtained instantly. Due to the continuous elevation of business dimensions and breadth, the Group has stored and analysed data of more than 30TB, an increase of nearly 50% compared with the same period in 2021, so that the advantage of the scale of data has been further enhanced.

The following table sets out the Group's partnering pharmacies and participant networks

		As at 31 December 2022 截至2022年 12月31日	As at 31 December 2021 截至2021年 12月31日	Year-on-year change 同比變動
Number of Partnering Pharmacies	合作藥店數目	1,225	1,072	14.3%
Number of Stores Covered by Partnering Pharmacies	合作藥店覆蓋的門店數目	72,535	52,882	37.2%
Number of Pharmacy Staff Using SIC Mobile App ('000)	使用SIC移動應程序的藥店 員工人數(千人)	191	173	10.4%
Number of Pharmacy Consumers Managed by Pharmacies through SIC ('000)	藥店通過SIC管理的藥店 消費者人數(千人)	273,533	201,840	35.5%

夯實三大核心優勢

作為健康產業數字化的先行者，本集團具備前沿的創新技術及深刻洞見，憑藉行業領先的數據網絡、技術能力和產業洞察能力，不斷提升產品力和專業服務能力，擴大市場份額，提升與關鍵客戶的合作層次、產品種類和業務規模，為健康產業的可持續發展提供長效助力。我們已經建立廣泛的數據採集網絡、領先的大數據處理技術和生態化的產業平台三大核心競爭力。

- 1) **數據採集網絡。**我們專注於醫藥零售、健康體檢、臨床診斷及治療場景等數據，建立了廣泛的數據採集網絡，數據規模和數據品質處於市場領先地位。截至2022年12月31日，我們的數據網絡覆蓋藥店門店數超過7.2萬家，分佈29個省及299個地市，可即時獲取數據門店佔比80%，即時獲取訂單級數據超過80%。由於業務維度和廣度持續提升，本集團儲存及分析數據已超過30TB，較2021年同比提升近50%，數據規模優勢得到進一步提升。

下表載列本集團合作藥店及參與者網絡

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- 2) **Big data processing technology.** Sinohealth-Engine is our core platform for data processing. Its data processing and analysis capabilities allow us to discover correlations and patterns from raw data in the healthcare industry, thereby cultivating insights and knowledge. Through data governance, analysis, interpretation and prediction, we provide industry participants with SaaS products and professional services. Our core technical capabilities are fully demonstrated from three aspects. The first aspect is our data scale and data processing capabilities. The original and scattered data collected from retail pharmacies and medical institutions can be transformed into structured, standardised and systematically analysable data through a high-speed and precise data governance process. According to statistics from iResearch Consulting, our data governance is at an industry-leading level in terms of project response time, data size, data cleansing rate and granularity. The second aspect consists of our professional knowledge, insight capabilities and artificial intelligence analysis model. Such capabilities are continuously optimised and expanded during the application process, driving us to provide customers with better solutions. For example, our newly developed Yilingtong, which is positioned to represent a digital OTC, can help pharmaceutical manufacturers and retail pharmacies improve their supply chain management. The third aspect is that we aim at various operational scenarios and service capabilities to help customers better achieve their business goals and connect with the industrial ecosphere. For example, our SaaS product “Linghe” for the empowerment of marketing decision-making developed by us integrates the in-depth opinions of the industry leaders who are supervisors of the strategy department, marketing department and sales department from more than 100 top enterprises in the industry. Combining with the study results of more than 400 in-depth market research and typical consulting cases which are unique to Sinohealth, Linghe can consolidate standardised information relating to “people” (profile of consumers), “goods” (pharmaceutical sales performance) and “venue” (the characteristics and distribution of pharmacies) to satisfy the requirements of decision-making in the first place and solving core problems.
- 2) **大數據處理技術。** Sinohealth-Engine是我們的數據處理核心平台，其數據處理和分析能力令我們從原始健康產業數據中發現相關性和模式，從而培養洞見和知識，通過對數據的治理、分析、解讀和預測，為產業參與者提供SaaS產品和專業服務。我們的核心技術能力從三個層面得到充分展現，第一層是我們的數據規模和數據處理能力，從零售藥店和醫療機構處採集的原始的、分散的數據，通過高速、精確的數據治理過程，轉化為結構化、標準化和可系統分析的數據，經艾瑞諮詢統計，我們的數據治理在專案反應時間、數據規模、清洗率和顆粒度等方面均處於行業領先水準。第二層由我們的專業知識、洞察能力和人工智能分析模型組成，這些能力在應用過程中不斷優化和擴展，推動我們為客戶提供更好的解決方案，例如我們最新開發的宜領通，定位為數字化OTC代表，可以幫助醫藥廠家和零售藥店提高供應鏈管理水準。第三層是我們針對各類運營場景和服務能力，幫助客戶更好地實現經營目標和連接產業生態，例如，我們開發的領合營銷決策賦能SaaS產品結合了超過100家行業頭部企業的戰略部、市場部、銷售部總監及以上的業界領袖的深度意見，再加以提煉超過400家中康獨有的深度市場研究和典型諮詢案例，整合了「人」—消費者畫像、「貨」—藥品銷售表現、「場」—藥店特徵及分佈等標準化信息，滿足一線決策場景並解決關鍵痛點。



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The Group's efforts in data technology and data governance have been recognised by the relevant authorities. Zhongkang Technology, a subsidiary of the Company, successfully obtained a Certificate of Guangzhou Big Data Artificial Intelligence Enterprise Database Registration (廣州市大數據人工智能企業庫登記證書) issued by Guangzhou Artificial Intelligence Industry Development Promotion Association (廣州市人工智能產業發展促進會) in February 2022, and was accredited as a High and New Technology Enterprise and admitted into the Top List of the Most Promising Artificial Intelligence Enterprises in Guangzhou respectively in December 2022. Sinohealth Information has received a series of the ISO certifications on information technology, information security and private information, indicating the Group's strong capability and high standard to provide customers with big data processing, privacy information management and system operation services.

3) **Ecological industrial platform.** We have built a leading portfolio of healthcare industry conferences/exhibition events and media services to create a valuable ecological chain for industry participants. Meanwhile, we have set up product marketing and "traffic monetisation" scenarios for the Group, effectively reducing marketing costs and improving marketing efficiency. For example, CPEO has become a forward-looking industry conference with leading position in China's healthcare industry in terms of specifications, scale and influence, providing forward-looking and systematic exchanges of ideas and information for the industry and realising the strategic integration, cooperation and interaction of diversified resources.

本集團在數據技術及數據治理方面的努力獲得有關部門的認可。中康科技於2022年2月成功獲廣州市人工智能產業發展促進會頒授廣州市大數據人工智能企業庫登記證書，於2022年12月分別獲得高新技術企業認定，及廣州最具發展潛力人工智能企業榜單等獎項。中康資訊獲得有關信息技術、信息安全及隱私信息方面的一系列ISO認證，顯示本集團為客戶提供大數據處理、隱私信息管理及系統運營服務的強大能力和高標準。

3) **生態化的產業平台。**我們已經構建了處於領先地位的健康行業會議／會展活動和媒介服務組合，為行業參與者構建價值生態鏈，同時為本集團搭建產品營銷和「流量變現」場景，有效降低營銷成本，提高營銷效率。例如，西普會已經成為中國健康產業規格領先、規模領先、影響力領先的前瞻性產業會議，為產業提供前瞻性、系統性的思想與信息交流，從策略到戰略的多元資源對接與合作交互。

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BUSINESS OUTLOOK

At present, a new round of scientific and technological revolution and industrial transformation is underway intensively, and the digital transformation of various industries has become the main trend. “Opinions of the Central Committee of the Communist Party of China and the State Council on Building a Basic System for Data to Fully Utilise Data as the Core Element” proposed to fully capitalise the value of data elements to empower the development of the real economy. After years of rapid development, the healthcare industry has gradually entered the stage of structural optimisation and inventory competition with the elevation of patients’ needs. Against this background, participants in the healthcare industry need faster, more comprehensive and more precise digital empowerment systems to support their business decisions and marketing activities, and to achieve more efficient connections with upstream and downstream enterprises, which will brought more market opportunities for the Group. Standing at the forefront of the wave of digital transformation of healthcare industry participants empowered by the application of big data technology, artificial intelligence and cloud computing, the Group will uphold the corporate mission of “developing smart healthcare industry and promoting smart healthy life”, and focus on helping industry participants establish the core capabilities of efficient decision-making and precise connection through the means of technological innovation, so that we can grow in tandem with our customers.

Jointly establishing digital economy in the healthcare industry

The “14th Five-Year Plan” period is a critical period for the digital transformation of industries in the country. The “14th Five-Year Plan for Digital Economy Development” proposes to fully utilise data as the core element and “cultivate transformation to support the service of ecology”, therefore the digital transformation should be realised starting from the three aspects of enterprises, key industries, and industrial parks and industrial clusters. As an important partner in the digital transformation of the healthcare industry, the Group will actively respond to the digital planning guidelines, ensure the supply of high-quality data elements, carry out data collection in accordance with laws and regulations, and focus on different steps such as data labeling, data cleansing, desensitisation, decryption, aggregation and analysis in order to improve its data resources processing capabilities. It will also promote the construction of standard systems of data resources in the healthcare industry, improve data management levels and data quality, and is committed to helping customers deeply integrate digital application technologies. Besides, it will promote digital transformation in the development and design, production and processing, operation management and sales services of enterprises in the healthcare industry, in order to help the industry speed up the remedy for the shortcomings of digital transformation and empower the industry to transform and upgrade, thus realising the enhancement of the digital level of the entire industry chain and creating an industrial structure of high-quality development.

業務展望

當前，新一輪科技革命和產業變革深入發展，各行業開展數字化轉型已經成為大勢所趨，《中共中央國務院關於構建數據基礎制度更好發揮數據要素作用的意見》提出要充分啟動數據要素價值，賦能實體經濟發展。經過多年的快速發展，隨著患者需求層次提升，健康產業逐步進入結構優化、存量博弈的階段。在這樣的背景下，健康產業參與者需要更快、更全面、更精確的數字化賦能系統支持經營決策和市場營銷活動，並與上下游實現更高效的商業連接，這也給本集團帶來了更多的市場機會。本集團站在應用大數據技術、人工智能、雲計算賦能健康產業參與者數字化轉型浪潮的前沿，將秉持「智慧健康產業，智慧健康生活」的企業使命，通過科技創新手段，專注於幫助產業參與者建立高效決策和精準連接兩種核心能力，陪伴客戶成長。

共建健康產業數字經濟

「十四五」期間是我國產業數字化轉型的關鍵時期，中國《「十四五」數字經濟發展規劃》提出要充分發揮數據要素作用，要「培育轉型支撐服務生態」，從企業、重點產業、產業園區和產業集群三個層面實現數字化轉型。本集團作為健康產業數字化轉型的重要夥伴，將積極回應數字化規劃指引，保障高質量數據要素供給，依法合規開展數據採集，聚焦數據的標注、清洗、脫敏、脫密、聚合、分析等環節，提升數據資源處理能力；推動健康產業數據資源標準體系建設，提升數據管理水準和數據品質，致力於幫助客戶深度融合數字應用技術，推動在研發設計、生產加工、經營管理、銷售服務等方面的數字化轉型，幫助健康產業加快補齊數字化轉型短板弱項，賦能產業轉型升級，實現全鏈條數字化水準的提升，打造高質量發展的產業格局。



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Maximising the value of data element

Data element is the core engine for the in-depth development of the digital economy. It is not only increasingly important in multiplying the production efficiency of the healthcare industry prominent, but also is the core asset on which the Group relies for its development. In order to further consolidate our leading position in the industry and play a leading role in the development of data elements, we will (i) expand the depth and breadth of data collection, consolidate the core value of data and connect more pharmaceutical and medical device retail markets, medical institutions and physical examination centers to enhance our data scale; (ii) strengthen data governance, artificial intelligence and cloud computing capabilities, maintain our industry-leading data governance capabilities, create structured and standardised data benchmarks, enhance the applicability and authority of data, and continuously enrich and deepen insights into the market as well as the understanding and application of various disease areas; (iii) adhere to market orientation and continuously realise the iteration and optimisation of products and services to meet the high-quality development needs of the industry; (iv) use industrial data to empower the industrial ecology and fully utilise the function of connection to establish an efficient communication and cooperation platform for the industry participants, meanwhile using the platform to efficiently connect with customers to improve the conversion rate and penetration rate of our various businesses; and (v) further expand our database, create a new and extensive product matrix and open up new market segments through strategic cooperation, project investment and equity mergers and acquisitions.

Expanding the advantage of market leadership

At the aspect of market strategy, the Group has established a "Top30+KA100+Long Tail" customer classification and hierarchical management system, based on customers' annual income level of more than 20 million, 5 million to 20 million and less than 5 million. The system relies on our resources to develop key customers and key markets and focuses on the needs of major customers to establish a more effective operating mechanism, customisation capabilities and marketing capabilities. Focusing on deepening cooperative relations, the Group ensures the continuous growth of the number of industry-leading customers and enterprise-level customers, the increase of unit price of customer and the number of products per customer, and develops the long-tail market relying chiefly on its standard products, so as to realise the rapid development of its business scale in an all-round way. At the same time, we will promptly follow up the needs of new customer groups such as securities dealers, funds and business research institutions, and provide customised SaaS products and business insight reports. While expanding new customer groups, we will enhance the influence of the Group's data on the industry and its benchmarking attributes, with a view to establishing its market leadership in a multi-dimension.

發揮數據要素最大價值

數據要素是數字經濟深化發展的核心引擎，對提高健康產業生產效率的乘數作用不斷凸顯，也是本集團賴以發展的核心資產。為進一步鞏固我們的行業領先地位，發揮數據要素的發展引領作用，我們將(i)擴大數據採集的深度和廣度，夯實核心數據價值，連接更多的藥械零售市場、醫療機構和體檢中心，提升數據規模；(ii)加強數據治理、人工智能和雲計算能力，保持行業領先的數據治理能力，打造結構化和標準化的數據標桿，提升數據的適用性和權威性，並不斷豐富和深化對市場的洞察能力以及各疾病領域的認識和應用；(iii)堅持市場導向，持續實現產品和服務的迭代和優化，滿足行業高質量發展需求；(iv)利用產業數據賦能產業生態，充分發揮連接作用，為產業參與者打造高效的溝通和合作平台，同時利用平台高效連接客戶，提高我們各項業務的轉化率和滲透率；及(v)通過戰略合作、專案投資和股權併購等方式，進一步擴容數據庫，打造新豐富產品矩陣，開拓新細分市場。

擴大市場領先優勢

在市場戰略方面，本集團以年收入2,000萬以上、500萬—2,000萬和500萬以下為標準，建立了「Top30+KA100+長尾」的客戶分級分層管理體系，聚焦資源開拓關鍵客戶和重點市場，著眼於大客戶的需求建立更有效的經營機制、定制化能力和營銷能力，著力於深化合作關係，確保產業頭部客戶和企業級客戶數量保持增長，提升客單價和客均產品數，並以標準產品為主開拓長尾市場，全方位實現業務規模的快速發展。同時，我們會及時跟進券商、基金、商業研究機構等新客戶群體的需求，提供定制化SaaS產品以及商業洞察報告，在擴大新客戶群體的同時，提升本集團數據的行業影響力和標桿屬性，多維度打造市場領先地位。

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In order to consolidate its position in the industry and further increase its market recognition, the Group is carrying out a comprehensive brand upgrade campaign to create a brand image representing “data + technology + ecology” in the healthcare industry, so as to comprehensively enhance the value of its brand assets and its reputation in the industry and increase the influence and competitiveness of Sinohealth brand for the empowerment of its market development.

Outlook on main businesses

In order to maximise the efficiency of resource allocation, optimise its strategic development layout and achieve high-quality sustainable development, the Group has formulated its business development plans in “short-, medium – and long-term”. We will maintain our leading edge in Smart Retail Cloud and Smart Decision Cloud segments to gain a larger market share, and will continue to optimise the products under Smart Medical Cloud and Smart Health Management Cloud segments, accelerate market expansion, expand its business scale, thus forming new drivers for its profit growth. In the future, the Group will build a closed-loop database of “patients, pharmacies, hospitals, physical examinations and pharmaceutical and medical device production”, so as to establish the advantage of large-scale and standardised data covering the whole industry, thereby rapidly penetrating into the field of commercial insurance and life sciences to maximise the value of data element.

為鞏固行業地位，進一步提高市場認知度，本集團正在開展全面品牌升級行動，打造健康產業中代表「數據+技術+生態」的品牌形象，全面提升品牌資產價值及行業知名度，增強中康品牌影響力與競爭力，用品牌賦能市場開拓。

主營業務展望

為最大化發揮資源配置效能，優化戰略發展佈局，實現高質量可持續發展，本集團已經制定「短、中、長」三個時間維度的業務發展規劃。我們將保持在智慧零售雲和智慧決策雲業務分部的領先優勢，獲取更大的市場份額；繼續優化智慧醫療雲和智慧健康管理雲業務分部的產品，加速拓展市場，擴大業務規模，形成新的盈利增長點；未來，本集團將構建起「患者、藥店、醫院、體檢、藥械生產」閉環數據庫，建立起全產業、大規模、標準化的數據優勢，快步進入商業保險和生命科學領域，實現數據要素價值最大化。

業務發展，保持增長 Developing and maintaining growth of business

醫藥零售+醫藥工業
頭部地位，持續增長
**Pharmaceutical retail +
pharmaceutical industry**
Leading position and
continuous growth

醫療機構+體檢
充實數據，開拓市場
**Medical institution +
physical examination**
Enriching data and
developing the market

商業保險，生命科學
夯實基礎，加速進入
**Business insurance and
life sciences**
Laying a solid foundation
and accelerating entry

標內+標外
數據價值最大化
Standard + Non-standard
Maximisation of data value



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- 1) **Smart Decision Cloud.** Combining industry trends, customer needs and its own operating experience, the Group will continue to optimise existing products and develop new products to achieve more efficient ecological links in order to meet the diverse needs of pharmaceutical manufacturers and other customers. On the one hand, the Group will continue to enhance its competitive advantages in multiple dimensions such as data scale, industrial ecology, market insight, decision support and industry foresight, especially to accelerate the establishment of forward-looking insight capabilities, create differentiated product competitiveness, and provide customers with a portfolio of products and services featured with precise connection and efficient decision-making, so as to reduce costs, enhance efficiency and create higher market value. Meanwhile, the Group will be committed to creating data standards for the healthcare industry, improving the influence of the industry and enabling Sinohealth's data to contribute to the high-quality development of the industry. On the other hand, the Group is improving the specifications and scale of CPEO and optimising the innovative contents of the conference through empowering the forward-looking insight of the healthcare industry by its data, with a view to organising an international healthcare industry conference. The Group is also organising the Pharmaceutical Innovation Ecological Conference, which will be our key effort and an important ecological platform for us to develop the innovative drug market and the medical market.
- 2) **Smart Retail Cloud.** We will further expand SIC's pharmacy coverage and the cooperation depth, optimise the function types of SIC, improve the empowerment level of pharmacy management, further help pharmacies improve quality and efficiency, increase pharmacies' dependence on the SIC system and promote a more stable relationship between the Group and chain pharmacies, so as to ensure that the Group maintains its leading position in aspects such as data scale, granularity, coverage and timeliness. The Group will step up its efforts to promote its two main products, Lingtong and Yilingtong, and make full use of the Group's data advantages and insight capabilities to help customers solve their core problems and difficulties in scenarios of digital marketing and digital supply chain management, and provide various professional services such as dynamic sales, targeted sales activities, brand promotion, to help customers realise digital transformation in their pharmacy retail sales and improve operating efficiency.
- 1) **智慧決策雲。**結合行業趨勢、客戶需求和自身運營經驗，本集團將持續優化已有產品和開發新產品，實現更高效的生態鏈接，以滿足醫療企業生產商和其他客戶的多元需求。一方面，本集團將持續提升數據規模、產業生態、市場洞察、決策支持、產業前瞻等多個維度的競爭優勢，特別是加快建立前瞻洞察能力，打造差異化的產品競爭力，為客戶提供精準連接和高效決策的產品服務組合，實現降本增效，創造更高的市場價值。同時，本集團將致力於打造健康產業的數據標準，提高產業話語權，讓中康數據助力產業高質量發展。另一方面，本集團正在提高西普會的規格和規模，通過數據賦能健康產業前瞻洞察力，優化創新會議內容，打造國際化的健康產業會議。本集團還在籌備醫藥創新生態大會，該活動將是我們開拓創新藥市場、醫療市場的關鍵舉措和重要生態平台。
- 2) **智慧零售雲。**我們將進一步擴大SIC的藥店覆蓋範圍和合作深度，優化SIC功能種類，提升藥店管理賦能水準，進一步助力藥店實現提質增效，提升藥店對SIC系統的依賴度，促進本集團與連鎖藥店建立更穩固的合作關係，確保本集團保持在數據規模、顆粒度、覆蓋範圍、及時性等各方面的領先地位。本集團將加大力度推廣瓊通、宜瓊通兩款主力產品，充分利用本集團的數據優勢和洞察能力，在數字化營銷場景和數字化供應鏈管理場景幫助客戶解決痛點難點問題，並配套提供動銷、圈層活動、品牌推廣等各項專業服務，幫助客戶實現在藥店零售場景全面實現數字化轉型，提升經營效益。

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- 3) **Smart Health Management Cloud.** According to public available statistics, the number of physical examinations in China has exceeded 500 million per year. With the improvement of national health awareness and the trend of aging population, the number of physical examinations and the demand for health management will continue to grow, which will create a larger market space for AI-MDT and supporting health management services. We will continue to utilise our advantages in data, knowledge and expert network to provide more in-depth and effective AI-MDT physical examination reports for the physical examination population. We will also further optimise and expand product functions, and enter into more cooperation content with hospitals and physical examination institutions, such as providing product packages for post-examination service, optimising post-examination management services and chronic disease management services, so as to meet the needs for post-examination health management of multi-level population. At the same time, we will accelerate market expansion and build diversified customer acquisition channels, so that more people can access AI-MDT to enjoy better health management services.
- 3) **智慧健康管理雲。**根據公開研究數據，我國體檢人群已經突破5億人次／年，伴隨國民健康意識提高和人口老齡化趨勢，體檢人數和健康管理需求將保持增長，這也為AI-MDT以及配套的健康管理服務創造了更大的市場空間。我們將繼續利用數據、知識及專家網絡等方面的優勢，為體檢人群提供更深度、更有效的AI-MDT體檢報告。我們還將進一步優化和擴展產品功能，與醫院和體檢機構達成更多合作內容，比如提供檢後產品服務包，優化檢後管理服務和慢病管理服務，以滿足多層次人群的檢後健康管理需求，同時加速拓展市場和搭建多元化獲客渠道，讓更廣闊人群觸及AI-MDT，享受更好的健康管理服務。
- 4) **Smart Medical Cloud.** We will continue to expand our business layout, enhance our data scale and explore more commercial models. The Group has been operating in the medical sector for many years, and has established and operated a full-range care service system for patients, multiple tumor MDT academic platforms and full-course management and evaluation systems for hospitals. We will integrate existing resources and, focusing on the goal of “serving as an accelerator for the commercialisation of innovative pharmaceutical and medical devices”, help innovative pharmaceutical and medical device companies to effectively connect patients, doctors and experts in the aspects of program design, intelligent systems and operational services. Based on the core competence of Sinohealth-Engine and the network of hospitals and experts accumulated in the big data platform and the solution sector, and focusing on the full life-cycle of pharmaceutical and medical devices from clinical development to post-launch marketing, we provide enterprises with personalised digital products, including products for IP scientific research collaboration, artificial intelligence and medical inter-disciplinary research and the R&D of AI technology-based patient management products, thereby rapidly achieving the best commercialisation solutions.
- 4) **智慧醫療雲。**我們將持續擴大業務佈局、提升數據規模、以及探索更多商業化模式。本集團在醫療領域耕耘多年，搭建並運營著全程患者關護服務體系、多個腫瘤MDT學術平台以及醫院全病程管理及評價系統等。我們將整合現有資源，聚焦「創新藥械商業化的加速器」這一目標，幫助創新藥械公司，在方案設計、智能系統、運營服務三個方面，實現有效聯結患者、醫生、專家，基於Sinohealth-Engine的核心能力以及在大數據平台和解決方案板塊積累的醫院和專家網絡，圍繞藥物和醫療器械從臨床開發到上市後營銷的全生命週期，為企業提供包括IP科研協作、人工智能+醫學交叉研究協同創新、基於AI技術的患者管理產品研發等產品在內的個性化數字產品，迅速找到商業化最佳實踐方案。



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- 5) **Smart Clinic Cloud.** The “Opinions on Further Deepening Reform and Promoting the Healthy Development of the Rural Medical and Health System” issued by the State Council of China proposes to support the construction of county-level hospital facilities and service capabilities, in order to achieve significant improvement in infrastructure conditions and gradually popularise intelligent and digital applications for the prevention and treatment of diseases and the significant improvement in health management capabilities. With the support of this policy, county-level outpatient clinics will accelerate their digital transformation and Woodpecker outpatient clinics may usher in a larger room for growth.
- 6) **Smart Insurance Cloud.** With the continuous expansion of smart health management, smart medical care, smart clinics and other businesses, it is expected that the scale of the Group’s medical data, physical examination data and innovative pharmaceutical and medical device data will achieve a rapid growth, thus forming a closed-loop healthcare industry database together with the already leading retail market data, so that the effects of scale and network can be fully leveraged. As such, the Group is enabled to develop products and services that can meet the needs of big data intelligent application for commercial insurance, and provide commercial insurance institutions with professional SaaS products and supporting professional services at various aspects such as product design, sales channels, customer profile and business strategies, thus finally achieving a closed-loop in the Group’s business of full life-cycle health management at the insurance service sector.
- 5) **智慧診所雲。**中國國務院《關於進一步深化改革促進鄉村醫療衛生體系健康發展的意見》提出支持縣級醫院設施和服務能力建設，達到基礎設施條件明顯改善，智能化、數字化應用逐步普及，防病治病和健康管理能力顯著提升的效果。在此政策支持下，縣域門診將加快數字化轉型，卓睦鳥門診或將迎來較大的增長空間。
- 6) **智慧保險雲。**隨著智慧健康管理、智慧醫療、智慧診所等業務的持續拓展，預計本集團的醫療數據、體檢數據、創新藥械數據的規模將實現快速增長，與已具備領先地位的零售市場數據形成健康產業數據閉環，發揮出更大的規模效應和網絡效應，保障本集團開發出可以滿足商業保險大數據智能應用需求的產品和服務，為商業保險機構在產品設計、銷售渠道、客戶畫像、經營策略、市場管理等方面提供專業SaaS產品以及配套專業服務，最終在保險服務終端完成本集團在全生命週期健康管理的業務閉環。

Under the long-term trend of the dualisation of the healthcare industry and the rapid development of the digital industry, the Group has ushered in an unprecedented opportunity to achieve a leapfrog development. We will continue to explore and practice in the field of healthcare industry services, improve product quality and professional service capabilities, and provide customers with multi-level and diversified digital applications and solutions. We are aiming to establish industry benchmarks and leading capabilities and create a one-stop service system integrating various scenarios such as “market insight, operation management, marketing decision-making and marketing activities”, so as to promote high-quality development of the industry.

在健康產業二元化和數字產業快速發展的長期趨勢下，本集團迎來了實現跨越式發展的歷史機遇，我們將不斷在健康產業服務領域探索和實踐，提升產品品質和專業服務能力，為客戶提供多層次、多樣化的數字化應用和解決方案，打造行業標桿和引領能力，打造了集「市場洞察、經營管理、營銷決策、營銷活動」等場景為一體的一站式服務體系，積極推動行業的高質量發展。

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FINANCIAL REVIEW

Revenue

In 2022, the Group's revenue increased by approximately 10.0% from approximately RMB324.2 million for the year ended 31 December 2021 to approximately RMB356.7 million for the year ended 31 December 2022. In terms of application scenarios, the revenue growth was mainly due to the increase in revenue from Smart Retail Cloud and Smart Medical Cloud segments. In terms of product categories, the revenue growth was mainly due to increased revenue from Data Insight Solutions.

Cost of Sales

The Group's cost of sales primarily consisted of (i) staff costs related to our employee benefits for our employees in relation to the daily operation and maintenance of our solutions and products; (ii) promotion costs mainly in relation to our direct sales efforts, marketing campaigns and advertising production and services for our clients; and (iii) event costs mainly relating to venue and equipment rentals, event planning and organisation services fees, accommodation and catering costs. The Group's cost of sales increased by approximately 50.2% from approximately RMB131.5 million for the year ended 31 December 2021 to approximately RMB197.6 million for the year ended 31 December 2022, mainly due to an increase of cost of sales driven by the growth of the Group's business.

Gross Profit and Gross Profit Margin

Due to the increase in cost of sales driven by the business growth of the Group, the gross profit of the Group decreased by approximately 17.4% from approximately RMB192.6 million for the year ended 31 December 2021 to approximately RMB159.1 million for the year ended 31 December 2022. The rapidly rising cost of sales led to a decline in gross profit despite of a rising revenue. As a result, the Group's gross margin decreased to approximately 44.6% for the year ended 31 December 2022 from approximately 59.4% for the year ended 31 December 2021.

財務回顧

收入

於2022年，本集團的收入由截至2021年12月31日止年度約人民幣324.2百萬元增加約10.0%至截至2022年12月31日止年度約人民幣356.7百萬元，按應用場景劃分，收入增長主要由於來自智慧零售雲及智慧醫療雲業務分部的收入增加。按產品類別劃分，收入增長則主要由於來自數據洞察解決方案的收入增加。

銷售成本

本集團的銷售成本主要包括(i)與我們的解決方案及產品的日常運營及維護有關的且與我們的員工福利相關之員工成本；(ii)主要與我們的直銷工作、營銷活動以及為客戶提供廣告製作和服務有關的宣傳費用；及(iii)主要與租用場地及設備、活動策劃及組織服務費、住宿及餐飲成本有關的活動成本。本集團的銷售成本由截至2021年12月31日止年度約人民幣131.5百萬元增加約50.2%至截至2022年12月31日止年度約人民幣197.6百萬元，主要是由於本集團業務增長帶動銷售成本增加所致。

毛利及毛利率

由於本集團業務增長帶動銷售成本增加，本集團的毛利由截至2021年12月31日止年度約人民幣192.6百萬元減少約17.4%至截至2022年12月31日止年度約人民幣159.1百萬元。儘管收入增加，但銷售成本急速上升導致毛利下跌。因此，本集團的毛利率由截至2021年12月31日止年度約59.4%下降至截至2022年12月31日止年度約44.6%



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Other Income and Gains

Other income and gains primarily consisted of (i) government grants; (ii) foreign exchange gains; (iii) investment income from financial assets at fair value through profit or loss; and (iv) bank interest income. The Group recorded other income and gains of approximately RMB37.7 million for the year ended 31 December 2022, representing an increase of approximately 27.7% as compared to approximately RMB29.5 million for the year ended 31 December 2021. Such increase was mainly attributable to (i) the increase in foreign exchange gains and (ii) the increase in interest income, especially due to the proceeds from the Global Offering.

Selling and Distribution Expenses

Selling and distribution expenses mainly consist of (i) employee benefit expenses for employees responsible for sales and marketing functions; (ii) travel and transportation expenses related to offline marketing campaigns, the development and maintenance of customer relationship and production of advertising materials; and (iii) general office expenses. Selling and distribution expenses increased approximately 27.7% to approximately RMB31.7 million for the year ended 31 December 2022 from approximately RMB24.8 million for the year ended 31 December 2021, mainly attributable to the increase in our sales and marketing employee numbers.

Administrative Expenses

The Group's administrative expenses primarily consisted of (i) employee benefits expenses; (ii) listing expenses and (iii) professional fees. The Group's administrative expenses increased by approximately 4.4% from approximately RMB44.2 million for the year ended 31 December 2021 to approximately RMB46.1 million for the year ended 31 December 2022, primarily due to (i) an increase in employee benefits expenses and (ii) an increase in professional fees payable to intermediaries such as auditors, legal advisers, compliance adviser and company secretarial service provider after the Company's listing, partially offset by a decrease in listing expenses.

Research and Development Costs

The Group's research and development costs primarily consisted of (i) employee benefits expenses; (ii) depreciation of right-of-use assets and (iii) technology services fees and general office expenses. The Group's research and development costs increased by approximately 12.5% from approximately RMB53.7 million for the year ended 31 December 2021 to approximately RMB60.4 million for the year ended 31 December 2022, primarily due to an increase in employee benefits expenses.

其他收入及收益

其他收入及收益主要包括(i)政府補助；(ii)匯兌收益；(iii)來自按公平值計入損益的金融資產的投資收入；及(iv)銀行利息收入。本集團截至2022年12月31日止年度錄得其他收入及收益約人民幣37.7百萬元，較截至2021年12月31日止年度約人民幣29.5百萬元增加約27.7%。增加主要是由於(i)匯兌收益增加及(ii)利息收入增加，尤其是因全球發售所得款項所致。

銷售及分銷開支

銷售及分銷開支主要包括(i)負責銷售和營銷職能的員工的僱員福利開支；(ii)與線下營銷活動及客戶關係發展與維護及廣告素材製作相關的差旅及交通開支；及(iii)一般辦公開支。銷售及分銷開支由截至2021年12月31日止年度約人民幣24.8百萬元增加約27.7%至截至2022年12月31日止年度約人民幣31.7百萬元，主要由於銷售及營銷僱員人數增加。

行政開支

本集團的行政開支主要包括(i)僱員福利開支；(ii)上市開支及(iii)專業費用。本集團的行政開支由截至2021年12月31日止年度約人民幣44.2百萬元增加約4.4%至截至2022年12月31日止年度約人民幣46.1百萬元，主要由於(i)僱員福利開支上升及(ii)在本公司上市後應付予中介機構（如核數師、法律顧問、合規顧問及公司秘書服務提供商）的專業費用增加，其中部分被上市開支減少所抵銷。

研究及開發成本

本集團的研究及開發成本主要包括(i)僱員福利開支；(ii)使用權資產折舊及(iii)技術服務費用及一般辦公室開支。本集團的研究及開發成本由截至2021年12月31日止年度約人民幣53.7百萬元增加約12.5%至截至2022年12月31日止年度約人民幣60.4百萬元，主要由於僱員福利開支增加所致。

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Profit before Tax

With the lower gross profit and the higher expenses, the Group's profit before tax declined by approximately 43.0% from approximately RMB95.5 million for the year ended 31 December 2021 to approximately RMB54.5 million for the year ended 31 December 2022.

Income Tax Expense

The Group's income tax expense decreased by approximately 98.9% from approximately RMB23.6 million for the year ended 31 December 2021 to approximately RMB0.3 million for the year ended 31 December 2022, primarily due to (i) a decrease in our profit before tax and (ii) a lower effective tax rate as the Group enjoyed a reduced tax rate resulted from the successful application for the recognition as a high and new technology enterprise by Zhongkang Technology in 2022.

Profit for the Year

As a result of the foregoing, the Group's profit for the year decreased by approximately 24.7% from approximately RMB72.0 million for the year ended 31 December 2021 to approximately RMB54.2 million for the year ended 31 December 2022.

Non-HKFRS Measure

To supplement the Group's consolidated financial statements which are presented in accordance with HKFRS, the Group also presents adjusted net profit as an additional financial measure, which is not required by, nor presented in accordance with, HKFRS. The Group presents this additional financial measure as it is used by the management to evaluate the Group's financial performance. The management of the Group also believes that this non-HKFRS measure provides useful information to investors and others in understanding and evaluating the Group's consolidated results of operations in the same manner as the management and in comparing financial results across accounting years and to those of the Group's peer companies.

However, the Group's presentation of adjusted net profit may not be comparable to similarly titled measures presented by other companies. The use of this non-HKFRS measure has limitations as an analytical tool, and one should not consider it in isolation from, or as a substitute for analysis of, the Group's results of operations or financial condition as reported under HKFRS.

除稅前溢利

由於毛利下降及開支上升，本集團的除稅前溢利由截至2021年12月31日止年度約人民幣95.5百萬元減少約43.0%至截至2022年12月31日止年度約人民幣54.5百萬元。

所得稅開支

本集團的所得稅開支由截至2021年12月31日止年度約人民幣23.6百萬元減少約98.9%至截至2022年12月31日止年度約人民幣0.3百萬元，主要由於(i)除稅前溢利減少及(ii)因中康科技於2022年成功申請確認為高新技術企業，使本集團享有寬減的稅率，因而令實際稅率下降。

年內溢利

由於以上所述，本集團年內溢利由截至2021年12月31日止年度約人民幣72.0百萬元減少約24.7%至截至2022年12月31日止年度約人民幣54.2百萬元。

非香港財務報告準則計量

為補充本集團根據香港財務報告準則呈列的綜合財務報表，本集團亦呈列經調整純利作為額外財務計量，這並非香港財務報告準則要求亦非根據香港財務報告準則呈列。本集團呈列此額外財務計量，原因是管理層利用其評估本集團的財務表現。本集團管理層亦相信，該項非香港財務報告準則計量為投資者及其他方以管理層所用相同方式瞭解及評估本集團的綜合經營業績以及比較不同會計年度的財務業績以及本集團同行公司的財務業績提供了有用的信息。

然而，本集團呈列的經調整純利可能無法與其他公司呈列的類似計量進行比較。使用此非香港財務報告準則計量作為分析工具存在局限性，不應將其與本集團根據香港財務報告準則報告的經營業績或財務狀況分開考慮或作為該等經營業績或財務狀況分析之替代。



Management Discussion and Analysis

管理層討論及分析

The following table sets forth the reconciliation of the Group's non-HKFRS financial measure for the years ended 31 December 2022 and 31 December 2021 presented to the most directly comparable financial measure calculated and presented in accordance with HKFRS:

下表載列所呈列的本集團截至2022年12月31日及2021年12月31日止年度的非香港財務報告準則財務計量與根據香港財務報告準則計算及呈列的最直接可比財務計量之對賬：

		Year ended 31 December	
		截至12月31日止年度	
		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit for the Year	年內溢利	54,213	71,978
Add:	加：		
Listing Expenses ⁽¹⁾	上市開支 ⁽¹⁾	12,056	20,648
Adjusted Net Profit (Non-HKFRS measure)	經調整純利 (非香港財務報告準則計量)	66,269	92,626
Adjusted Net Profit Margin (Non-HKFRS measure) (%)	經調整淨利率 (非香港財務報告準則計量)(%)	18.6%	28.6%

Note:

(1) Listing expenses were not included in non-HKFRS financial measure.

附註：

(1) 上市開支不納入非香港財務報告準則財務計量內。

Liquidity and Capital Resources

For the year ended 31 December 2022, the Group financed its operations mainly through cash generated from the Group's operating activities and the net proceeds from the Global Offering. The Group intends to continue to finance its expansion and business operations using a combination of cash generated from operating activities and the net proceeds from the Global Offering.

Cash and Cash Equivalents

The Group maintains a strong cash position. For the year ended 31 December 2022, the Group's total cash and cash equivalents amounted to approximately RMB409.3 million, representing an increase of approximately 1,105.5% from 31 December 2021. Such increase was mainly due to the net proceeds of the Company from the Global Offering. As at 31 December 2022, the Group's cash and cash equivalents were mainly denominated in RMB.

流動資金及資本資源

截至2022年12月31日止年度，本集團主要通過本集團經營活動所得現金及全球發售所得款項淨額籌集營運資金。本集團擬繼續利用經營活動所得現金和全球發售所得款項淨額為擴張及業務運營提供資金。

現金及現金等價物

本集團維持強勁現金狀況。截至2022年12月31日止年度，本集團的現金及現金等價物總值約人民幣409.3百萬元，較2021年12月31日增加約1,105.5%，增加主要是由於本公司從全球發售獲得的所得款項淨額所致，於2022年12月31日，本集團的現金及現金等價物主要以人民幣計值。

Management Discussion and Analysis 管理層討論及分析

Borrowings

During the year ended 31 December 2022, the Group did not have any short-term or long-term bank borrowings and had no outstanding bank and other borrowings and other indebtedness apart from lease liabilities for the relevant lease terms amounting to approximately RMB7.1 million in aggregate.

Gearing Ratio

The gearing ratio, which is calculated by dividing total liabilities by total equity, was 14.9% as at 31 December 2022 (31 December 2021: approximately 24.3%).

Foreign Currency Risk

The Group has transactional currency exposures and are subject to foreign currency risk arising from fluctuations in exchange rates between RMB and US\$. As at 31 December 2022, the Group had transactional currency exposures. Such exposures arose from its cash and cash equivalents in US\$. The Group is currently not engaged in hedging activities that are designed or intended to manage foreign exchange rate risk. The Group will continue to monitor foreign exchange activities and make its best efforts to protect the cash value of the Group.

Charge on Assets

As at 31 December 2022, the Group did not pledge any of its assets.

Cash Flow and Capital Expenditure

In 2022, the Group's capital expenditures were mainly incurred for the acquisition of equipment and software and renovation of leased properties, which remained at a limited level of approximately RMB4.2 million, representing an increase of approximately 37.0% as compared to the year ended 31 December 2021.

The Group intends to fund future capital expenditures from cash balance, cash generated from operating activities and proceeds from the Global Offering. The Group will continue to incur capital expenditures to meet the expected growth of the business, and may reallocate funds for capital expenditures and long-term investments based on the Group's ongoing business needs.

Contingent Liabilities and Guarantees

As at 31 December 2022, the Group did not have any significant contingent liabilities, guarantees or any material litigation against the Group.

借款

截至2021年12月31日止年度，本集團並無任何短期或長期銀行借款，除總計約人民幣7.1百萬元的相关租賃條款的租賃負債外，亦無未償還銀行及其他借款及其他債務。

資產負債比率

截至2022年12月31日，資產負債比率（按總負債除以權益總額計算）為14.9%（2021年12月31日：約24.3%）。

外匯風險

本集團面臨交易貨幣風險，並面臨著因人民幣與美元之間的匯率波動而產生的外幣風險。截至2022年12月31日，本集團存在交易貨幣風險。有關風險來自以美元計值的現金及現金等價物。本集團現時未有從事旨在或意在管理外匯匯率風險的對沖活動。本集團將繼續監察外匯活動，並盡最大努力保障本集團的現金價值。

資產抵押

截至2022年12月31日，本集團並無抵押任何資產。

現金流量及資本開支

2022年，本集團資本開支主要就設備和軟件收購及租賃物業裝修所產生，仍保持於約人民幣4.2百萬元之有限水準，較截至2021年12月31日止年度增加約37.0%。

本集團擬以現有銀行結餘、經營活動所得的現金及全球發售的所得款項撥付未來資本開支。本集團將繼續產生資本開支，以滿足業務的預期增長，並可能根據本集團持續的業務需要將資金重新分配以用於資本開支及長期投資。

或然負債及擔保

截至2022年12月31日，本集團並無任何重大的或然負債、擔保或針對本集團的任何重大訴訟。



Management Discussion and Analysis 管理層討論及分析

Significant Acquisitions or Disposals and Future Plans for Significant Investments

The Group did not have any significant acquisitions or disposals of subsidiaries, associates and joint ventures as at 31 December 2022.

As at 31 December 2022, none of each individual investment held by the Group constituted 5% or more of the total assets of the Group, and there is no future plan for any material investment or capital assets.

Employees and Staff Costs

As at 31 December 2022, the Group had a total of 680 (31 December 2021: 624) full time employees, all of whom were located in Mainland China. For the year ended 31 December 2022, the Group recognised staff costs of approximately RMB145.9 million, representing an increase of approximately 12.8% as compared to the year ended 31 December 2021.

The increase in the number of employees of the Group in 2022 was primarily due to the Group's expansion of the solutions and products team and research and development team in response to the Group's business needs. As at 31 December 2022, 103, 96 and 159 of the Group's employees possessed medical expertise, medicine expertise and computer science expertise, respectively. The Group's specialised talents have more than six years' industrial experience on average.

The following table sets forth the number of employees by function, and the percentage of each function to the Group's total number of employees as at 31 December 2022.

重大收購或出售及主要投資未來計劃

截至2022年12月31日，本集團並無就附屬公司、聯營企業及合營企業進行任何重大收購或出售事項。

截至2022年12月31日，本集團持有的每項投資均不構成本集團總資產的5%或以上，且未來亦無重大投資或資本資產計劃。

僱員及員工成本

於2022年12月31日，本集團共有680名全職僱員（2021年12月31日：624名），全部均位於中國內地。截至2022年12月30日止年度，本集團確認員工成本約人民幣145.9百萬元，較截至2021年12月31日止年度上升約12.8%。

本集團於2022年的員工數目增加，主要由於本集團為應對業務需要而擴大解決方案及產品團隊以及研發團隊所致。截至2022年12月31日，本集團的員工中分別有103名擁有醫學專業知識、96名擁有醫藥專業知識及159名擁有計算機科學專業知識。本集團的專業人才平均擁有逾六年的行業經驗。

下表載列截至2022年12月31日按職能分類的員工人數，以及各類員工佔員工總數的百分比。

Function	職能	Number 人數	Percentage to the total number of employees 佔總人數 的比例
Solutions and Products	解決方案及產品	249	37%
Research and Development	研發	248	36%
Sales and Marketing	銷售和營銷	117	17%
General and Administrative	總務與行政	66	10%
Total	總計	<u>680</u>	<u>100%</u>

Management Discussion and Analysis 管理層討論及分析

The Group embraces diversity and focuses on equal opportunity during its recruitment process. The Group also highly values employees and places an emphasis on the development of employees. In order to advance the skills and knowledge of employees as well as to explore new potential from within the Group's workforce, the Group invests in continuing education and training programs for the management and other staff members to update their skills and knowledge periodically. Generally, the Group's training focuses on operations, technical knowledge, intellectual property protection and work safety standards. The Group has also established various internal professional committees working on a variety of areas such as pharmacy and medicine, data and technology, and industry development, to promote employees' professional development and encourage exchange of information.

The remuneration package of the Group's employees includes basic salary, performance bonuses and allowances. The Group determines employee remuneration based on factors such as competency, performance, qualifications, expertise and years of experience. The Group typically enters into employment contracts and confidentiality agreements with its employees.

The Group participates in and makes contributions to housing funds and social insurance contribution plans organised by the relevant local municipal and provincial governments, including pension, medical insurance, unemployment insurance, work-related injury insurance, maternity insurance, and housing fund plans.

In addition, to provide incentive or reward to eligible persons for their contribution to, and continuing efforts to promote the interests of the Group, the Company has adopted the Share Option Scheme and the Share Award Scheme.

在招聘過程中，本集團主張多元性，並重視平等機會。本集團亦高度重視員工及員工發展。為了提升員工的技能和知識，發掘員工的新潛力，本集團為管理層和其他員工提供繼續教育和培訓項目，以定期更新他們的技能和知識。一般來說，本集團的培訓主要注重與本集團的運營、技術知識、知識產權保護和工作安全標準相關的事項。本集團亦建立以藥學和醫學、數據和技術、行業發展等為主題的多個內部專業委員會，以促進員工的專業發展和鼓勵信息交流。

本集團員工的薪酬待遇包括基本工資、績效獎金和津貼。本集團根據能力、表現、資歷、專業知識和工作經驗等因素釐定員工薪酬。本集團通常與員工簽訂僱傭合約和保密協議。

本集團參加並繳納當地省及市政府組織的住房公積金及社會保險供款計劃，包括養老保險、醫療保險、失業保險、工傷保險、生育保險、以及住房公積金計劃。

此外，為了激勵或獎勵對本集團作出貢獻及持續努力促進本集團利益的合資格人士，本公司已採納購股權計劃和股份獎勵計劃。



Directors and Senior Management

董事及高級管理層

DIRECTORS

Executive Directors

Mr. Wu Yushu (also known as Wu Han), aged 47, is the founder of the Group. He is the chairman of the Company (the “**Chairman**”), the chief executive officer of the Group (the “**Chief Executive Officer**”) and an executive Director. He was appointed as a Director on 4 March 2019. He currently holds directorship in each of the subsidiaries of the Group except Guangzhou Kangzhi. He is also the chairman of the Nomination Committee. Mr. Wu is in charge of the overall strategic planning and general management and daily operation of the Group.

Mr. Wu has over 20 years of experience in healthcare information and data analysis industries. Prior to founding Sinohealth Information, the principal operating subsidiary of the Group, in December 2007, from July 1997 to December 2007, Mr. Wu served as the general manager of information center of NMPA Southern Medicine Economic Research Institute (“**SMERI**”). During his service period in SMERI, he was also designated as the general manager of the operating company of Medical and Pharmaceutical Economic Newspaper hosted by SMERI. Mr. Wu obtained a bachelor’s degree in international trade from Guangdong University of Finance & Economics (formerly known as Guangdong College of Commerce) in the PRC in June 1997.

Mr. Wu is the spouse of Ms. Wang, the Company’s chief operating officer and executive Director.

Ms. Wang Lifang, aged 48, is an executive Director and the chief operating officer of the Group. She was appointed as a Director on 3 June 2021. She currently holds directorship in Sinohealth Information. She is also a member of the Remuneration Committee. Ms. Wang is responsible for overseeing the Group’s daily operation and management.

Ms. Wang has over 20 years of experience in healthcare information and data analysis industry. From July 1997 to December 2007, Ms. Wang held several positions, including vice general manager of the operating company of Medical and Pharmaceutical Economic Newspaper hosted by SMERI and a journalist of the said newspaper. In December 2008, she joined Sinohealth Information to assist Mr. Wu in the business development of the Group and has since engaged as the director and executive general manager responsible for overseeing the Group’s daily operation management.

Ms. Wang obtained a bachelor’s degree in international economics from Harbin Institute of Technology in the PRC in July 1997.

Ms. Wang is the spouse of Mr. Wu, the Chairman and Chief Executive Officer and an executive Director.

董事

執行董事

吳鬱抒先生(又名吳瀚)，47歲，為本集團創辦人。彼擔任本公司董事長(「**董事長**」)、本集團首席執行官(「**首席執行官**」)兼執行董事。彼於2019年3月4日獲委任為董事，目前於本集團各附屬公司(廣州康智除外)擔任董事職務。彼亦為提名委員會主席。吳先生負責本集團的整體戰略規劃及全面管理及日常營運。

吳先生於醫療健康信息及數據分析行業擁有逾20年經驗。於2007年12月創立本集團主要營運附屬公司中康資訊之前，吳先生於1997年7月至2007年12月於國家藥品監督管理局南方醫藥經濟研究所(「**南方醫藥經濟研究所**」)擔任信息中心總經理。於南方醫藥經濟研究所任職期間，彼亦被指定為南方醫藥經濟研究所主辦的《醫藥經濟報》的營運公司之總經理。吳先生於1997年6月取得中國廣東財經大學(前稱廣東商學院)國際貿易學士學位。

吳先生為本公司首席營運官兼執行董事王女士的配偶。

王莉芳女士，48歲，為本集團的執行董事兼首席營運官。彼於2021年6月3日獲委任為董事。彼現時於中康資訊擔任董事職務。彼亦為薪酬委員會的成員。王女士負責監督本集團日常營運及管理。

王女士於醫療健康信息及數據分析行業擁有逾20年經驗。於1997年7月至2007年12月，王女士於南方醫藥經濟研究所主辦的《醫藥經濟報》之營運公司擔任多個職位(包括副總經理)，並為上述報刊的記者。於2008年12月，彼加入中康資訊，協助吳先生處理本集團的業務發展，並自此擔任董事兼執行總經理，負責監督本集團日常營運及管理。

王女士於1997年7月取得中國哈爾濱工業大學國際經濟學學士學位。

王女士為董事長兼首席執行官及執行董事吳先生的配偶。

Directors and Senior Management 董事及高級管理層

Non-Executive Director

Mr. Fu Haitao, aged 42, is a non-executive Director. He was appointed as a Director on 3 June 2021.

From January 2006 to August 2009, Mr. Fu worked as an officer of the government affairs department of Sun International Engineering Consulting Co., Ltd. (formerly known as Guangzhou Sun Engineering Consulting Co., Ltd), a company principally engaged in road and piping engineering. Since September 2009, Mr. Fu has been the head of president office of Daxiongfeng Venture Capital Co., Ltd, which is controlled by Ms. Wu Meirong and her spouse, Mr. Li Hanxiang.

Mr. Fu obtained a diploma in economics and management from Jinan Army Academy, an internal military training institute, which was then supervised by the Jinan Military Region of the Chinese People's Liberation Army in the PRC in June 2004. Mr. Fu further obtained a diploma in human resource management through attending long-distance courses from Xidian University in the PRC in January 2019.

Independent Non-executive Directors

Mr. Wei Bin, aged 53, was appointed as our independent non-executive Director on 27 April 2022. Mr. Wei is responsible for supervising the management of the Group and providing independent judgment to the Board. He is also the chairman of the Audit Committee.

Mr. Wei has over 25 years' operation and management experience in the finance and accounting sector in Hong Kong and the PRC as well as in complex transaction, mergers and acquisitions and business development. In the past three years, Mr. Wei has been a non-executive director of two companies listed on the Stock Exchange. From August 2008 to January 2018, he was a non-executive director of China Resources Cement Holdings Limited (stock code: 1313) and from November 2008 to January 2018, a non-executive director of China Resources Gas Group Limited (stock code: 1193). Mr. Wei is currently (i) a non-executive director of Hao Tian International Construction Investment Group Limited, a company listed on the Stock Exchange (stock code: 1341); (ii) an independent non-executive director of Honghua Group Limited, a company listed on the Stock Exchange (stock code: 196); (iii) an independent director of Huize Holding Limited, a NASDAQ-listed company (NASDAQ: HUIZ); and (iv) an executive director and authorized representative of OCI International Holdings Limited, a company listed on the Stock Exchange (stock code: 329).

非執行董事

付海濤先生，42歲，為非執行董事。彼於2021年6月3日獲委任為董事。

付先生於2006年1月至2009年8月，付先生擔任瀚陽國際工程諮詢有限公司（前稱廣州瀚陽工程諮詢有限公司，一家主要從事道路及管道工程的公司）的政府事務部門高級職員。付先生自2009年9月起擔任大雄風創業投資有限公司的總裁辦公室主任，該公司受吳美容女士及其配偶李捍雄先生控制。

付先生於2004年6月取得中國濟南陸軍學院經濟及管理文憑，該學院為內部軍事培訓學院，當時隸屬中國人民解放軍濟南軍區。付先生另透過報讀遠程課程於2019年1月取得中國西安電子科技大學頒發的人力資源管理文憑。

獨立非執行董事

魏斌先生，53歲，於2022年4月27日獲委任為獨立非執行董事。魏先生負責監督本集團的管理及向董事會提供獨立判斷。彼亦為審核委員會主席。

魏先生於香港及中國財務及會計行業以及複雜交易、合併及收購及業務發展擁有逾25年經營及管理經驗。於過往三年，魏先生曾為兩家聯交所上市公司非執行董事。於2008年8月至2018年1月，彼擔任華潤水泥控股有限公司（股份代號：1313）非執行董事，且自2008年11月至2018年1月，彼為華潤燃氣控股有限公司（股份代號：1193）非執行董事。魏先生現為(i)聯交所上市公司昊天國際建設投資集團有限公司（股份代號：1341）非執行董事；(ii)聯交所上市公司宏華集團有限公司（股份代號：196）獨立非執行董事；(iii)納斯達克上市公司Huize Holding Limited (NASDAQ: HUIZ) 獨立董事；及(iv)聯交所上市公司東建國際控股有限公司（股份代號：329）執行董事及授權代表。



Directors and Senior Management 董事及高級管理層

Mr. Wei obtained a bachelor's degree in auditing from Zhongnan University of Economics and Law (formerly known as Zhongnan University of Finance and Economics) in the PRC in July 1992. He also obtained a master's degree in finance from Jinan University in the PRC in June 2001. Mr. Wei is currently a senior accountant and a senior auditor in the PRC.

Ms. Wang Danzhou, aged 59, was appointed as our independent non-executive Director on 27 April 2022. She was appointed as an independent non-executive director of Sinohealth Information from December 2017 to June 2021. Ms. Wang is responsible for supervising the management of the Group and providing independent judgment to the Board. She is also the chairperson of the Remuneration Committee, and a member of the Audit Committee and Nomination Committee.

Ms. Wang has around 35 years of experience in accounting education. Since January 1989, Ms. Wang has worked in the department of accounting of Jinan University, and is currently a professor in the department of accounting of Jinan University. From July 2009 to July 2021, Ms. Wang served as an independent non-executive director of Bluedon Information Security Technology Co., Ltd (stock code: 300297), a company listed on the Shenzhen Stock Exchange. From June 2016 to September 2022, Ms. Wang served as an independent non-executive director of Guangdong Brandmax Marketing Co., Ltd (stock code: 300805), a company listed on the Shenzhen Stock Exchange. From March 2016 to December 2020, Ms. Wang served as an independent non-executive director of Guangzhou LBP Medicine Science & Technology Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 688393). Since May 2020, Ms. Wang has served as an independent non-executive director of Kennede Electronics MFG. Co., Ltd (stock code: 002723), a company listed on the Shenzhen Stock Exchange.

Ms. Wang obtained a bachelor's degree in accounting and a master's degree in administration from Jinan University in the PRC in July 1986 and January 2000, respectively, and a doctor's degree in financial management from the Southwestern University of Finance and Economics in the PRC in June 2008.

Ms. Du Yilin, aged 38, was appointed as our independent non-executive Director on 27 April 2022. Ms. Du is responsible for supervising the management of the Group and providing independent judgment to the Board. She is also a member of the Audit Committee, the Remuneration Committee and Nomination Committee.

魏先生於1992年7月取得中國中南財經政法大學(前稱中南財經大學)審計學學士學位。彼亦於2001年6月取得中國暨南大學金融學碩士學位。魏先生現為中國高級會計師及高級審計師。

王丹舟女士，59歲，於2022年4月27日獲委任為獨立非執行董事。彼自2017年12月至2021年6月獲委任為中康資訊的獨立非執行董事。王女士負責監督本集團的管理及向董事會提供獨立判斷。彼亦為薪酬委員會主席以及審核委員會及提名委員會成員。

王女士於會計教育方面擁有約35年經驗。自1989年1月起，王女士於暨南大學會計系工作，現時為暨南大學會計系教授。於2009年7月至2021年7月，王女士擔任藍盾信息安全技術股份有限公司(一家於深圳證券交易所上市的公司，股份代號：300297)的獨立非執行董事。自2016年6月至2022年9月，王女士擔任廣東電聲市場營銷股份有限公司(一家於深圳證券交易所上市的公司，股份代號：300805)的獨立非執行董事。於2016年3月至2020年12月，王女士擔任廣州安必平醫藥科技股份有限公司(一家於上海證券交易所上市的公司，股份代號：688393)的獨立非執行董事。自2020年5月起，王女士擔任廣東金萊特電器股份有限公司(一家於深圳證券交易所上市的公司，股份代號：002723)的獨立非執行董事。

王女士分別於1986年7月及2000年1月取得中國暨南大學會計學學士學位及管理學碩士學位，並於2008年6月取得中國西南財經大學財務管理博士學位。

杜依琳女士，38歲，於2022年4月27日獲委任為獨立非執行董事。杜女士負責監督本集團的管理及向董事會提供獨立判斷。彼亦為審核委員會、薪酬委員會及提名委員會成員。

Directors and Senior Management 董事及高級管理層

From September 2007 to May 2014, Ms. Du worked as a senior auditor at PricewaterhouseCoopers Zhong Tian LLP Guangzhou office. From May 2014 to April 2016, Ms. Du served as the chief financial officer of Kangze Pharmaceutical Co., Ltd (stock code: 831397), a company listed on the National Equities Exchange and Quotations. From October 2017 to January 2019, Ms. Du worked as a project director for healthcare mergers and acquisitions department at Fosun United Health Insurance Co., Ltd, a wholly-owned subsidiary of Fosun International Limited (stock code: 0656), which is a company listed on the Stock Exchange. Since January 2019, Ms. Du has served as the chief financial officer of Guangdong Hemai Hospital Management Co., Ltd.

Ms. Du obtained a bachelor's degree in accounting from Sun Yat-sen University in the PRC in June 2007. Ms. Du obtained a master's degree in health economics from the University of Queensland in Australia in July 2017. Ms. Du was admitted as a non-practicing member of The Chinese Institute of Certified Public Accountants in September 2009 and a certified accountant from the Australian Society of Certified Practising Accountants in December 2018.

SENIOR MANAGEMENT

Senior management is comprised of the executive Directors of the Company (whose biographies are set out above) and the following members:

Ms. Yi Xuhui, aged 51, is the chief financial officer of the Group, the joint company secretary of the Company and the board secretary of Sinohealth Information. She joined the Group in March 2020 and is responsible for overseeing financial and accounting management, internal control and securities and compliance matters of the Group.

於2007年9月至2014年5月，杜女士於普華永道中天會計師事務所有限公司廣州分所擔任高級核數師。於2014年5月至2016年4月，杜女士擔任康澤藥業股份有限公司（一家於全國中小企業股份轉讓系統上市的公司，股份代號：831397）的首席財務官。於2017年10月至2019年1月，杜女士於復星國際有限公司（一家於聯交所上市的公司，股份代號：0656）全資附屬公司復星聯合健康保險股份有限公司擔任醫療併購部門項目總監。自2019年1月起，杜女士擔任廣東和邁醫院管理有限公司的首席財務官。

杜女士於2007年6月取得中國中山大學會計學學士學位。杜女士於2017年7月取得澳洲昆士蘭大學衛生經濟學碩士學位。杜女士於2009年9月獲認可為中國註冊會計師協會非執業會員，並於2018年12月獲認可為澳洲執業會計師公會註冊會計師。

高級管理層

高級管理層團隊由本公司執行董事（其履歷載於上文）及以下成員組成：

易旭暉女士，51歲，為本集團首席財務官、本公司聯席公司秘書及中康資訊董事會秘書。彼於2020年3月加入本集團，負責監督本集團財務及會計管理、內部控制以及證券及合規事宜。



Directors and Senior Management 董事及高級管理層

Ms. Yi has over 20 years of experience in accounting and finance. From October 1998 to September 2001, Ms. Yi served as an auditor at Deloitte Touche Tohmatsu Shanghai Certified Public Accountants Ltd Guangzhou Branch. From September 2001 to February 2004, Ms. Yi served as a senior auditor at PricewaterhouseCoopers Zhong Tian (Guangzhou office). From February 2004 to March 2006, Ms. Yi served as accounting manager of SDL Atlas Ltd., which is principally engaged in provision of testing equipment and solutions. From March 2006 to August 2008, Ms. Yi served as the accounting manager at Danone Yili Trading (Shenzhen) Co., Ltd. From November 2008 to July 2009, she worked as the chief finance officer of Guangzhou G2 Star Commercial Information Consulting Company Limited. From July 2009 to September 2013, she served as the financial manager of the PRC of Intertek Testing Services Shenzhen Ltd. Guangzhou GDD Branch, which is a subsidiary of Intertek Group Plc, a company listed on the London Stock Exchange (stock code: iktsy). From June 2014 to September 2019, Ms. Yi served as a director, chief financial officer and board secretary of Guangdong Insight Brand Marketing Group Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 300781).

Ms. Yi obtained a bachelor's degree in statistics from Jinan University in the PRC in June 1994. Ms. Yi was admitted as a non-practicing member of The Chinese Institute of Certified Public Accountants in December 2010.

Mr. Tang Keke, aged 36, is the chief technology officer of the Group. Mr. Tang joined the Group in April 2017 and is responsible for artificial intelligence research, data platform development and operation of medical intelligence department of the Group. Mr. Tang currently holds directorship in Guangzhou Kangzhi.

From August 2012 to February 2014, Mr. Tang worked as clinical researcher at SurExam Bio-Tech Co., Ltd, a company listed on the National Equities Exchange and Quotations (stock code: 430620). From April 2014 to March 2017, he held positions in two wholly-owned subsidiaries of Lee's Pharmaceutical Holdings Ltd., a company listed on the Stock Exchange (stock code: 0950), including as an employee in medical statistics department of Zhaoke Pharmaceutical (Hefei) Co., Ltd. Guangzhou Branch and the senior manager of clinical data management and calculation department of Zhaoke Pharmaceutical (Guangzhou) Co., Ltd.

易女士於會計及財務方面擁有逾20年經驗。於1998年10月至2001年9月，易女士於滬江德勤會計師事務所（廣州分所）擔任核數師。於2001年9月至2004年2月，易女士擔任普華永道中天會計師事務所（廣州分所）的高級核數師。於2004年2月至2006年3月，易女士擔任錫萊亞太拉斯（深圳）有限公司的會計經理，該公司主要從事提供測試設備及解決方案。於2006年3月至2008年8月，易女士擔任達能益力貿易（深圳）有限公司的會計經理。於2008年11月至2009年7月，彼於廣州吉途仕達商務信息諮詢有限公司擔任首席財務官。於2009年7月至2013年9月，彼擔任深圳天祥質量技術服務有限公司廣州開發區分公司的中國財務經理，該公司為Intertek Group Plc的附屬公司，而Intertek Group Plc為一家於倫敦證券交易所上市的公司，股份代號：iktsy。於2014年6月至2019年9月，易女士擔任廣東因賽品牌營銷集團股份有限公司的董事、首席財務官及董事會秘書，該公司為一家於深圳證券交易所上市的公司，股份代號：300781。

易女士於1994年6月取得中國暨南大學統計學學士學位。易女士於2010年12月獲認可為中國註冊會計師協會非執業會員。

唐珂軻先生，36歲，為本集團的首席技術官。唐先生於2017年4月加入本集團，負責本集團的人工智能研究、數據平台開發及醫療智能部門營運。唐先生現時擔任廣州康智的董事。

於2012年8月至2014年2月，唐先生擔任益善生物技術股份有限公司（一家於全國中小企業股份轉讓系統上市的公司，股份代號：430620）的臨床研究員。於2014年4月至2017年3月，彼供職於李氏大藥廠控股有限公司（一家於聯交所上市的公司，股份代號：0950）的兩家全資附屬公司，包括擔任兆科藥業（合肥）有限公司廣州分公司醫學統計部僱員以及兆科藥業（廣州）有限公司臨床數據管理與統計部高級經理。

Directors and Senior Management 董事及高級管理層

Mr. Tang obtained a bachelor's degree in prophylaxis from Guangxi Medical University in the PRC in June 2010 and a master's degree in public health from Sun Yat-Sen University in the PRC in June 2012. He is currently in the study for a PhD in computer application technology from Shenyang Computer Technology Research Institute of the University of Chinese Academy of Sciences.

Mr. Su Caihua, aged 48, is the chief data officer of the Group and the vice president of the Group. Mr. Su joined the Group in January 2008 and is responsible for development of big data and data insight solutions business of the Group.

From May 2002 to March 2003 and from March 2005 to April 2007, Mr. Su served as the research director of Guangzhou Shipu Medical and Pharmaceutical Information Co., Ltd, a company principally engaged in provision of marketing information consulting service, which was then managed by SMERI prior to its deregistration in November 2011.

Mr. Su obtained the bachelor's degree in prophylaxis from Zhejiang University in the PRC in September 1999.

Mr. Li Junguo, aged 48, is a vice president of the Group. Mr. Li joined the Group in April 2009 and is responsible for overseeing the sales and marketing business, industrial resources analysis, exhibition planning and operation, public relationship and advertisement design of the Group.

From March 2003 to December 2005, Mr. Li served as director of the special issue department and manager of operating department of the operating company of the Medical and Pharmaceutical Economic Newspaper hosted by SMERI. Since September 2020, Mr. Li has served as the independent director of Ruirentang Medical and Pharmaceutical Co., Ltd, a company principally engaged in the operation of retail pharmacies.

Mr. Li obtained the bachelor's degree in history from Beijing Normal University in the PRC in July 1996.

JOINT COMPANY SECRETARIES

Ms. Yi Xuhui, was appointed as the joint company secretary of the Company on 3 June 2021. Ms. Yi is also the chief financial officer of the Group and the board secretary of Sinohealth Information. For details of Ms. Yi's biography, see "Senior Management" in this section.

唐先生於2010年6月取得中國廣西醫科大學預防醫學學士學位，並於2012年6月取得中國中山大學公共衛生碩士學位。彼目前於中國科學院大學瀋陽計算機技術研究所攻讀計算機應用技術博士學位。

蘇才華先生，48歲，為本集團首席數據官及本集團副總裁。蘇先生於2008年1月加入本集團，負責發展本集團的大數據及數據洞察解決方案業務。

於2002年5月至2003年3月及於2005年3月至2007年4月，蘇先生擔任廣州時普醫藥信息有限公司的研究總監，該公司為一家主要從事提供營銷信息諮詢服務的公司，於2011年11月撤銷登記前當時由南方醫藥經濟研究所管理。

蘇先生於1999年9月取得中國浙江大學預防醫學學士學位。

李俊國先生，48歲，為本集團副總裁。李先生於2009年4月加入本集團，負責監察本集團的銷售及營銷業務、行業資源分析、展會策劃及運作、公共關係及廣告設計。

於2003年3月至2005年12月，李先生於南方醫藥經濟研究所主辦的《醫藥經濟報》之營運公司擔任新聞專刊部主任及經營部經理。自2020年9月起，李先生一直擔任瑞人堂醫藥集團股份有限公司獨立董事，該公司主要從事零售藥店運營。

李先生於1996年7月取得中國北京師範大學歷史學學士學位。

聯席公司秘書

易旭暉女士，於2021年6月3日獲委任為本公司聯席公司秘書。易女士亦為本集團首席財務官及中康資訊董事會秘書。有關易女士履歷的詳情，請參閱本節「高級管理層」部份。



Directors and Senior Management

董事及高級管理層

Ms. Zhang Xiao, aged 35, was appointed as the joint company secretary of the Company on 3 June 2021. Ms. Zhang is an assistant vice president of SWCS Corporate Services Group (Hong Kong) Limited, a professional services provider specializing in corporate services, and has over ten years of experience in the corporate secretarial field. Ms. Zhang has been admitted as an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom in 2019. Ms. Zhang obtained a bachelor's degree in Computer Science from The Chinese University of Hong Kong in 2010 and a master's degree in Corporate Governance from Hong Kong Metropolitan University in 2018.

張瀟女士，35歲，於2021年6月3日獲委任為本公司的聯席公司秘書。張女士為方圓企業服務集團(香港)有限公司(一家專門從事企業服務的專業服務供應商)的副總監，在企業秘書領域擁有逾十年經驗。張女士於2019年獲接納為香港公司治理公會及英國特許公司治理公會會員。張女士於2010年在香港中文大學獲得計算機科學學士學位，並於2018年在香港都會大學獲得了企業管治碩士學位。

Directors' Report 董事會報告

The Board is pleased to present the Group's annual report and audited consolidated financial statements for the year ended 31 December 2022.

GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted limited company on 4 March 2019. The Company's shares were listed on the Stock Exchange on 12 July 2022 under the stock code 2361.

PRINCIPAL BUSINESS

In the past sixteen years, the Group has successfully grown into the largest healthcare insight solution provider for the medical products and channels segment in China. With big data, AI and cloud computing as the core big data processing technology capabilities and the healthcare industry ecological platform as the engine for resource consolidation and market transformation, the Group provides digital and intelligent solutions for the development of out-of-hospital market of the healthcare industry through Smart Retail Cloud, Smart Decision Cloud, Smart Health Management Cloud and Smart Medical Cloud.

A list of the principal subsidiaries of the Company together with details of their incorporation and place of operation, principal activities and issued shares/registered share capital are set out in note 25 to the consolidated financial statements in this annual report.

RESULTS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated income statement and the consolidated statement of comprehensive income in this annual report.

董事會欣然提呈截至2022年12月31日止年度本集團之年報及經審核綜合財務報表。

一般資料

本公司於2019年3月4日在開曼群島註冊成立為獲豁免有限公司。本公司的股份於2022年7月12日在聯交所上市，股份代號為2361。

主要業務

於過去十六年，本集團已成功成為中國醫療產品和渠道洞察市場中最大的解決方案供應商。以大數據、人工智能及雲計算為核心大數據處理技術能力，並以健康產業生態平台為資源整合和市場轉型的引擎，本集團通過智慧零售雲、智慧決策雲、智慧健康管理雲、智慧醫療雲，為健康產業的院外市場發展提供數字化和智能化的解決方案。

本公司主要附屬公司的名單連同其註冊成立及經營地點、主要業務及已發行股份／註冊股本的詳情，載於本年報綜合財務報表附註25。

業績

本集團截至2022年12月31日止年度的業績載於本年報的合併利潤表及合併綜合收益表。



Directors' Report 董事會報告

BUSINESS REVIEW

The Group's revenue and business review for the year ended 31 December 2022, as well as the discussion and analysis on the Group's future business development and the main financial and operating indicators used by the directors to measure the Group's performance are set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" and note 5 to the consolidated financial statements in this annual report. The aforesaid discussion forms part of this Directors' Report.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's business operations and results may be affected by various factors, some of which are external factors while others are inherent in the Group's business. The Board is aware that the Group faces various risks, and the major risks and uncertainties are summarized as follows:

- 1) A substantial portion of the Group's revenue was generated from medical product manufacturer clients. Any slowdown in the growth or significant reduction in these clients' demand for healthcare insight solutions may materially and adversely affect the Group's business, results of operations and prospects.
- 2) The Group relies on partnering pharmacies to a certain extent to provide retail and other data. The raw data may be inaccurately recorded, categorized or synchronized before it is provided to the Group, which may in turn compromise the quality of the data analysis results.
- 3) Failure to maintain and expand the Group's network of partnering pharmacies could materially and adversely affect the Group's business, financial condition and results of operations.
- 4) If the Group fails to innovate and adapt to rapid developments in big data, AI and other technologies, the Group's business may become less competitive and the future success of the Group may be adversely affected.
- 5) Potential design or performance defects in the Group's big data and technology infrastructure as well as its solutions and products could materially and adversely affect the Group's business, results of operations and financial performance.

業務回顧

本集團截至2022年12月31日止年度之收入、業務回顧、有關本集團未來業務發展之討論及分析、董事所採用衡量本集團業務表現之主要財務及營運表現指標載於本年報的「董事長致辭」一節以及「管理層討論與分析」一節以及合併財務報表附註5。上述討論構成本董事會報告一部分。

主要風險及不確定因素

本集團的業務營運及業績可能受各種因素影響，其中一些因素是外部因素，而另一些則是本集團業務所固有的因素。董事會知悉本集團面臨各種風險，主要風險及不明朗因素概述如下：

- 1) 本集團的大部分收入來自醫療產品製造商客戶，若該等客戶對健康洞察解決方案需求放緩或大幅下降，可能對本集團的業務、財務狀況及經營業績產生重大不利影響。
- 2) 本集團在一定程度上倚賴合作藥店提供零售及其他數據，若本集團獲取的原始數據可能未有作準確記錄、分類或同步處理，從而可能損害數據分析結果的質量。
- 3) 若未能維持及擴張本集團的合作藥店網絡或會對本集團的業務、財務狀況及經營業績產生重大不利影響。
- 4) 倘本集團未能創新並適應大數據、人工智慧及其他技術的快速發展，本集團業務的競爭力或會減弱且本集團未來的成功或會受到不利影響。
- 5) 本集團的大數據及技術基建以及解決方案及產品的潛在設計或性能缺陷可能對本集團的業務、經營業績及財務表現造成重大不利影響。

Directors' Report 董事會報告

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| <p>6) The integrity and reliability of the Group's technology and information infrastructure may be subject to interruption and damage and may not perform as anticipated.</p> <p>7) If the Group's data processing programs are or become flawed or ineffective, the Group's reputation and business operations may be materially and adversely affected.</p> <p>8) Failure to comply with or adapt to changes in data protection, privacy and similar laws or introduction of data tax in China may materially and adversely affect the Group's business and financial conditions.</p> | <p>6) 本集團的技術及信息基礎設施的完整性及可靠性可能會受到干擾及損壞，且可能不會如預期般運作。</p> <p>7) 倘本集團的數據處理程序存在缺陷或失效，本集團的聲譽及業務營運可能受到重大不利影響。</p> <p>8) 倘未能遵守或適應中國數據保護、私隱及類似法律或引入數據稅的變化，則可能對本集團的業務及財務狀況造成重大不利影響。</p> |
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However, the above list is not exhaustive. Investors are advised to make their own judgement or consult their investment advisors before investing in the Shares.

然而，以上所列並非全部。投資者於投資股份之前務請自行作出判斷或諮詢其投資顧問。

The Company believes that risk management is essential to the Group's efficient and effective operation. The Company's management assists the Board in evaluating the major risks arising internally and externally from the Group's business, including operational risks, financial risks, regulatory risks, etc. and proactively setting up appropriate risk management and internal control mechanism which is embedded in daily operation management.

本公司認為風險管理對本集團的高效及有效營運至關重要。本公司管理層協助董事會評估本集團業務產生的內部及外部重大風險，包括營運風險、金融風險、監管風險等，並積極建立適當的風險管理及內部控制機制，並將其納入日常營運管理。

USE OF NET PROCEEDS

Use of Net Proceeds from the Listing

The Company has been listed on the Main Board of the Stock Exchange since 12 July 2022. The Group received net proceeds (including the partial exercise of the over-allotment option and after deduction of underwriting commissions and related costs and expenses) from the Global Offering of approximately HK\$339.6 million (the "Net Proceeds"). The Group will continue to utilise the Net Proceeds as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

所得款項淨額用途

上市所得款項淨額用途

本公司已於2022年7月12日在聯交所主板上市。本集團從全球發售中獲得現金款項淨額（包括超額配股權的部分行使及經扣除包銷佣金及相關費用和開支）約339.6百萬港元（「所得款項淨額」）。本集團將繼續按招股章程「未來計劃及所得款項用途」一節所載方式動用所得款項淨額。



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The intended application of the Net Proceeds as stated in the Prospectus and the actual utilisation of the Net Proceeds since the Listing Date and up to 31 December 2022 is set out below:

自上市日期直至2022年12月31日，招股章程所述所得款項淨額擬定用途及所得款項淨額的實際動用情況如下：

Planned Use of Net Proceeds	所得款項淨額計劃用途	Approximate percentage of the Net Proceeds	Actual Allocation of the Net Proceeds	Utilised Net Proceeds as at 31 December 2022	Unutilised Net Proceeds as at 31 December 2022	Expected timeline for the use of the unutilised Net Proceeds
		佔所得款項淨額的概約百分比	實際獲分配所得款項淨額	截至2022年12月31日已動用款項	截至2022年12月31日尚未動用的餘額	
			(HK\$ million) (百萬元)	(HK\$ million) (百萬元)	(HK\$ million) (百萬元)	
Upgrade and enhance SaaS products	升級及提升SaaS產品	50.8%	172.5	4.5	168.0	By 31 December 2025 2025年12月31日以前
Conduct further research and development of the Group's technology and data warehouse	對本集團的技術及數據倉庫作進一步研發	49.2%	167.1	3.0	164.1	By 31 December 2025 2025年12月31日以前
Total	合計	100%	339.6	7.5	332.1	

From the listing date until 31 December 2022, the net proceeds have been and will be used in accordance with the purposes set out in the Prospectus, and there has been no material change or delay in the use of the net proceeds.

自上市日期直至2022年12月31日，所得款項淨額已及將根據招股章程所載用途使用，且所得款項淨額用途並無重大變動或延誤。

DIVIDEND

The Board has recommended the payment of a final dividend of HK\$3.98 cents per Share to Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 28 June 2023. Subject to the approval of Shareholders at the forthcoming annual general meeting of the Company, it is expected that the final dividend will be payable on or around Tuesday, 25 July 2023. No shareholder has waived or agreed to waive any dividend for the financial year ended 31 December 2022.

股息

董事會建議向於2023年6月28日(星期三)營業時間結束時名列本公司股東名冊之股東派付末期股息每股3.98港仙。待股東於即將召開的本公司股東週年大會上獲得批准後，預期末期股息將於2023年7月25日(星期二)或前後派付。概無股東放棄或同意放棄截至2022年12月31日止財政年度的任何股息。

DISTRIBUTABLE RESERVES

Details of the changes in reserves of the Group and the Company for the year ended 31 December 2022 are set out in the consolidated statement of changes in equity and note 36 to the consolidated financial statements in this annual report. As at 31 December 2022, the Company's distributable reserves calculated in accordance with the Cayman Companies Act include share premium accounts and other reserves, totaling approximately RMB506.0 million (2021: approximately RMB181.3 million).

可供分派儲備

截至2022年12月31日止年度，本集團及本公司儲備變動的詳情載於本年報綜合權益變動表及綜合財務報表附註36。於2022年12月31日，本公司按《開曼公司法》計算的可分派儲備包括股份溢價賬及其他儲備，合共約人民幣506.0百萬元(2021年：約人民幣181.3百萬元)。

PROPERTY, PLANT AND EQUIPMENT

Details of the changes in property, plant and equipment of the Group for the year ended 31 December 2022 are set out in note 13 to the consolidated financial statements.

物業、廠房及設備

截至2022年12月31日止年度，本集團的物業、廠房及設備變動的詳情載於綜合財務報表附註13。

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SHARE CAPITAL

Details of the changes in share capital of the Company for the year ended 31 December 2022 are set out in note 25 to the consolidated financial statements in this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge the Directors, the public float of the Company has satisfied the percentage prescribed in the Listing Rules as at the date of this annual report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

As far as the Board is aware, the Group has complied in all material aspects with the relevant laws and regulations that have a significant impact on the Group, and has obtained all important licenses, approvals and permits from relevant regulatory authorities for the Group's operations in the PRC. For the year ended 31 December 2022, there was no material breach of, or non-compliance with, applicable laws and regulations by the Group.

LITIGATION

No litigation or claim of material importance is pending or threatened against any member of the Group for the year ended 31 December 2022.

SUBSIDIARIES

Details of the subsidiaries of the Company for the year ended 31 December 2022 are set out in note 1 to the consolidated financial statements.

LOANS AND BORROWINGS

For the year ended 31 December 2022, the Group did not have any outstanding bank loans and other borrowings.

OUTLOOK

A description of the future business development of the Group is set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report.

PRE-EMPTIVE RIGHTS

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

股本

截至2022年12月31日止年度，本公司的股本變動詳情載於本年報的合併財務報表附註25。

公眾持股量充足性

根據本公司可獲得的公開資料及據董事所知，於本年報日期，本公司維持上市規則規定的公眾持股量百分比。

遵守相關法律及法規

據董事會所知，本集團已於所有重大方面遵守對本集團有重大影響的相關法律法規，已就本集團於中國之營運向相關監管機構取得所有重要的牌照、批文及許可。截至2022年12月31日止年度，本集團概無嚴重違反或不遵守適用法律及法規。

法律訴訟

截至2022年12月31日止年度，本集團任何成員公司無尚未了結或對本集團任何成員公司構成威脅的重大訴訟或索償。

附屬公司

截至2022年12月31日止年度，本公司之附屬公司的詳情載於本年報的合併財務報表附註1。

貸款及借款

截至2022年12月31日止年度，本集團無任何未償還的銀行貸款及其他借款。

展望

有關本集團未來業務發展的描述載於本年報的「主席報告」及「管理層討論與分析」章節。

優先認購權

根據組織章程細則或本公司註冊成立所在開曼群島的相關法律，並無優先認購權獲提供，該等權利亦不受將令本公司產生按比例基準向現有股份發售新股份之責任的限制。



Directors' Report 董事會報告

TAX RELIEF AND EXEMPTION

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

DEBENTURES IN ISSUE

For the year ended 31 December 2022, the Group did not issue any debentures.

SIGNIFICANT RELATIONSHIP WITH STAKEHOLDERS

Employees

For the year ended 31 December 2022, the Group had a total number of 680 employees. During the Reporting Period, relationship between the Company and the employees remained stable. The Company did not experience any strikes or other labor disputes which would have material impact on the business activities of the Company. The Group embraces its employees as the most valuable assets of the Group. The objective of the Group's human resources management is to reward and recognize outstanding employees by providing competitive remuneration packages and implementing a sound performance appraisal system with appropriate incentives, and to promote career development and progression within the Group by providing robust internal training and opportunities. In particular, to strengthen and sustain its technology innovation, the Group will continue to attract, train and retain more talent in technology, research and development. New talent will continue to support its technology and will be offered advancement through on-the-job training programs and promotion opportunities.

Major Suppliers

For the year ended 31 December 2022, the Group's five largest suppliers accounted for approximately 58.2% of the Group's total purchases, and the Group's largest supplier accounted for approximately 44.8% of the Group's total purchases.

For the year ended 31 December 2022, none of the Directors or any of their close associates or any Shareholders (who or which, to the knowledge of the Directors, held more than 5% of the number of issued Shares of the Company) had any interest in the Group's five largest suppliers.

Major Customers

For the year ended 31 December 2022, the Group's five largest customers accounted for approximately 22.8% of the Group's total revenue and the Group's largest customer accounted for approximately 5.7% of the Group's total revenue.

稅項寬免

董事並不知悉任何股東因持有本公司證券而可得的稅項寬免。

已發行的債權證

截至2022年12月31日止年度，本集團並未發行任何債權證。

與利益相關者的重要關係

僱員

截至2022年12月31日止年度，本集團合計共擁有680名員工。於報告期內，本公司與員工的關係始終穩定。本公司並無經歷任何對公司的業務活動造成重大影響的罷工或其他勞工糾紛。本集團視其僱員為本集團最寶貴的資產。本集團人力資源管理的目標為通過提供具競爭力的薪酬待遇及實施穩健的表現評估體系（附帶適當激勵）獎勵及認可傑出僱員，通過提供完善的內部培訓及機會促進職業發展及本集團內部進展。具體而言，為加強及維持技術創新，本集團將繼續吸引、培訓及挽留更多技術及研發人才。新入人才將繼續支持其技術並將通過在職培訓項目及晉升機會取得進步。

主要供應商

截至2022年12月31日止年度，本集團五大供應商佔本集團採購總額約58.2%，本集團最大供應商佔本集團採購總額約44.8%。

截至2022年12月31日止年度，董事或其任何緊密聯繫人或任何股東（就董事所知，擁有本公司已發行股份數目超過5%）概無於本集團五大供應商中擁有任何權益。

主要客戶

截至2022年12月31日止年度，本集團五大客戶佔本集團總收入約22.8%，而本集團最大客戶佔本集團總收入約5.7%。

Directors' Report 董事會報告

For the year ended 31 December 2022, none of the Directors, their close associates or any Shareholders of the Company (who or which, to the knowledge of the Directors, held more than 5% of the number of issued Shares of the Company) had any interest in any of the Group's top five customers suppliers.

Shareholders

The Group recognizes the importance of protecting the interests of Shareholders and of having effective communication with them. The Group believes that the communication with Shareholders is a two-way process and have thrived to ensure the quality and effectiveness of information disclosure, maintain regular dialogue with Shareholders and listen carefully to the views and feedback from Shareholders. The above aim has been achieved through general meetings, corporate communications, interim and annual reports and results announcements.

DIRECTOR'S REMUNERATION

The Company has established the Remuneration Committee for reviewing the Group's remuneration policy and structure for the remuneration of Directors and senior management of the Group. The remuneration is recommended or determined based on each Director's and senior management personnel's qualification, position and seniority. As for the non-executive Directors, their remuneration is determined by the Board upon recommendation from the Remuneration Committee. Details of the remuneration of the Directors and the five highest paid individuals are set out in note 8 and note 9 to the consolidated financial statements in this annual report.

For the year ended 31 December 2022, none of the Directors has waived or agreed to waive any remuneration, and no remuneration was paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

SHARE INCENTIVE SCHEMES

The Company has also adopted a Share Option Scheme and a restricted Share Award Scheme.

截至2022年12月31日止年度，概無本公司的董事、彼等緊密聯繫人或任何股東（據董事所知，擁有本公司已發行股份數目超過5%）於任何本集團的五大客戶中擁有任何權益。

股東

本集團認可保護股東權益及與彼等有效溝通的重要性。本集團認為與股東溝通為雙向流程，致力於通過股東大會、企業通訊、中期及年度報告以及業績公告確保信息披露的質量及有效性、定期與股東保持對話及認真聽取股東的意見及反饋。

董事薪酬

本公司已成立薪酬委員會，以檢討本集團薪酬政策以及本集團董事及高級管理層的薪酬結構。薪酬乃根據各董事及高級管理層的資質、職位及年資而建議或釐定。非執行董事的薪酬由董事會根據薪酬委員會的推薦意見釐定。董事及五名最高薪酬人士的薪酬詳情載列於本年報合併財務報表附註8和附註9。

截至2022年12月31日止年度，概無董事放棄或同意放棄任何酬金，本集團亦無向任何董事支付任何薪酬作為加入本集團或加入本集團時的獎勵或作為離職補償。

股份激勵計劃

本公司亦採納了一項購股權計劃及一項受限制股份獎勵計劃。



Directors' Report 董事會報告

SHARE OPTION SCHEME

The Company adopted the Share Option Scheme by way of a written resolution passed by all the then Shareholders on 27 April 2022, a summary of its key terms is as follows:

Purpose of the Scheme

The purpose of the Share Option Scheme is to provide incentive or reward to eligible persons for their contribution to, and continuing efforts to promote the interests of, the Group and for such other purposes as the Board may approve from time to time.

Participants of the Scheme

The Board may, at its absolute discretion, offer eligible persons (being any director or employee (whether full time or part time), consultant or advisor of the Group who in the sole discretion of the Board has contributed to and/or will contribute to the Group) to subscribe for such number of Shares in accordance with the terms of the Share Option Scheme.

Maximum number of Shares

Unless approved by the Shareholders, the maximum number of the Shares issuable upon exercise of all options to be granted under the Share Option Scheme, new Scheme and all other schemes of the Company then existing must not in aggregate exceed 10% of the total number of Shares in issue as at the Listing Date i.e. 45,000,000 Shares, accounting for 9.96% of the total number of issued Shares as at the date of this annual report. Subject to the Shareholders' approval at the general meeting from time to time, the Scheme Mandate Limited may be refreshed, but the Scheme Mandate Limited so refreshed shall not exceed 10% of the total number of issued Shares as at the date of Shareholders' approval of the refreshment at the general meeting. The maximum aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes, must not, in aggregate, exceed 30% of the total number of Shares in issue from time to time. Notwithstanding any breach of the terms of the Scheme, no option may be granted under the Scheme or any other schemes if the grant of any option would result in the above 30% limit being exceeded.

購股權計劃

本公司於2022年4月27日經當時的全體股東通過書面決議案採納購股權計劃([購股權計劃])，其主要條款摘要如下：

該計劃的目的

購股權計劃旨在激勵或獎勵為本集團作出貢獻及持續努力提高本集團利益的合資格人士，以及用於董事會可能不時批准的其他用途。

該計劃的參與人士

董事會可絕對酌情決定向合資格人士(董事會全權酌情認為曾經及／或將會對本集團有貢獻的本集團任何董事或僱員(無論全職或兼職)、顧問或專業顧問)授出購股權，以按購股權計劃條款認購相關數目的股份。

股份數目上限

除非經股東批准，否則根據購股權計劃、新計劃及當時存在的本公司所有計劃行使時可予發行的股份數目上限合共不得超過上市日期已發行股份總數的10%，即45,000,000股，佔截至本年度報告出具之日之已發行股份總數的9.96%。在取得股東不時於股東大會上批准的情況下，計劃授權限額可予更新，惟更新後的計劃授權限額不得超過股東於股東大會上批准有關更新當日已發行股份的10%。因行使所有根據該計劃及其他計劃已授出但未行使的購股權而可能發行的股份數目上限，合共不得超過不時已發行股份的30%。即使存在任何違反該計劃條款的情況，倘根據該計劃或其他計劃授出任何購股權將導致超出上述30%限額，則不得根據該計劃或其他計劃授出任何購股權。

Directors' Report 董事會報告

Maximum entitlement of a grantee

Unless approved by the Shareholders, no option may be granted to any Eligible Participant which, if exercised in full, would result in the total number of Shares issued and to be issued upon exercise of the options already granted or to be granted to such Eligible Participant under the Scheme (including exercised, cancelled and outstanding options) in any 12-month period up to and including the date of such grant exceeding 1% in aggregate of the Shares in issue as at the date of such grant.

Price of Shares

The subscription price for a Share in respect of any particular option granted under the Share Option Scheme (which shall be payable upon exercise of the option) shall be a price solely determined by the Board and notified to all eligible person and shall be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer to grant option (the "Offer Date"), which must be a business day; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of offer to grant option (provided that the new issue price shall be used as the closing price for any business day falling within the period before the listing Shares where our Company has been listed for less than five business days as at the Offer Date); and (iii) the nominal value of the Share. A consideration of RMB1.00 is payable on acceptance of the offer of an option or options.

Rights are personal to grantee

An option is personal to the grantee and shall not be assignable nor transferable, and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favor of any third party over or in relation to any option.

Time of exercise of option

Subject to the provisions of the Listing Rules and other applicable laws and regulations, the Board may in its absolute discretion when offering the grant of an option impose any conditions, restrictions or limitations in relation thereto in addition to those set forth in the Share Option Scheme as the Board may think fit (to be stated in the offer letter) including (without prejudice to the generality of the foregoing) qualifying and/or continuing eligibility criteria, conditions, restrictions or limitations relating to the achievement of performance, operating or financial targets by our Company and/or the grantee, the satisfactory performance or maintenance by the grantee of certain conditions or obligations or the time or period before the right to exercise the option in respect of all or any of the Shares shall vest provided that such terms or conditions shall not be inconsistent with any other terms or conditions of the Share Option Scheme. For the avoidance of doubt, subject to such terms and conditions as the Board may determine as aforesaid (including such terms and conditions in relation to their vesting, exercise or otherwise) there is no minimum period for which an option must be held before it can be exercised and no performance target which need to be achieved by the grantee before the option can be exercised.

承授人配額上限

除非獲股東批准，倘全面行使購股權會導致於截至有關授出日期（包括當日）止任何12個月期間根據該計劃向合資格參與人士已授出或將授出的購股權（包括已行使、已註銷及尚未行使的購股權）獲行使時已發行及將予發行的股份總數超出於有關授出當日已發行股份總額的1%，則不得向任何合資格參與人士授出購股權。

股份價格

根據購股權計劃授出的任何特定購股權的股份認購價（須於行使有關購股權時支付）由董事會全權釐定並知會所有合資格人士，且該價格不得低於下列三者之中最高者：(i) 股份於提呈授出購股權日期（「要約日期」）（必須為營業日）在聯交所每日報價表上所列的收市價；(ii) 股份於緊接提呈授出購股權日期前五個營業日在聯交所每日報價表所列的平均收市價（惟倘本公司於要約日期上市不足五個營業日，則須以新發行價作為本公司上市前任何營業日的股份收市價）；及(iii) 股份面值。接納購股權要約或購股權的應付代價為人民幣1.00元。

權利屬承授人個人所有

購股權屬承授人個人所有，不得出讓或轉讓。任何承授人不得以任何第三方為受益人或就任何購股權以任何方式出售、轉讓、抵押、按揭、設置產權負擔或設立任何權益（法定或實益）。

行使購股權的時間

在上市規則條文及其他適用的法律法規的規限下，董事會可於其認為合適時全權酌情於提呈授出購股權時施加購股權計劃中所載以外有關購股權的任何條件、約束或限制（將於要約函件中闡述），包括（在不影響於前述一般性的情況下）證明及／或維持有關本公司及／或承授人實現表現、經營或財務目標的合資格標準、條件、約束或限制；承授人在履行或維持若干條件或責任方面令人滿意或行使所有或任何股份的購股權權利歸屬前的時間或期間，惟該等條款或條件不得與購股權計劃的任何其他條款或條件不一致。為免生疑問，除前述董事會可釐定的該等條款及條件（包括有關購股權的歸屬、行使或其他事項的條款及條件）另有規定者外，於購股權可獲行使前並無必須持有購股權的最短期限，於購股權可獲行使前承授人亦毋須達到任何績效目標。

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The date of grant of any particular option is the date on which the offer relating to such option is duly accepted by the grantee in accordance with the Share Option Scheme. An option may be exercised according to the terms of the Share Option Scheme and the offer in whole or in part by the grantee (or his personal representatives) before its expiry by giving notice in writing to our Company stating that the option is to be exercised and the number of Shares in respect of which it is exercised provided that the number of Shares shall be equal to the size of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof. Such notice must be accompanied by a remittance for the full amount of the subscription price for the Shares in respect of which the notice is given. The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than ten years from the date of grant. No option may be granted more than ten years after the date of approval of the Share Option Scheme. Subject to earlier termination by the Company in general meeting, the Share Option Scheme shall be valid and effective for a period of ten years from the date of adoption of the Share Option Scheme by Shareholders by resolution at a general meeting. Therefore, as at 31 December 2022, the remaining term of the Share Option Scheme is approximately nine years.

From the Listing Date to 31 December 2022, no options were granted by the Company, nor any options were exercised, canceled or lapsed under the Share Option Scheme, and there were no outstanding options under the Share Option Scheme as at the above date. Therefore, as at the Listing Date and 31 December 2022, the total number of Shares that may be issued pursuant to the share options granted or to be granted under the Share Option Scheme and all other share incentive schemes was 45,000,000 Shares, accounting for approximately 10% and approximately 9.96% of the issued share capital as at the Listing Date and 31 December 2022, respectively.

SHARE AWARD SCHEME

The Company adopted the Share Award Scheme on 5 December 2022. The principal terms of the Share Award Scheme are set out as follows:

Purposes and objectives of the Share Aware Scheme

(i) To recognise the contributions by certain Eligible Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

任何特定購股權的授出日期為承授人根據購股權計劃正式接納有關購股權要約之日。承授人(或其個人代表)可於購股權屆滿前根據購股權計劃條款及要約向本公司發出書面通知，列明即將全部或部分行使購股權及行使購股權所涉股份數目以行使購股權，惟有關股份數目須為股份在聯交所的每手買賣單位或其完整倍數。該通知須附有通知所述股份認購價總額的匯款。董事會將全權酌情釐定購股權的可行使期間，惟任何購股權均不得在授出日期十年屆滿後行使。任何購股權均不得在購股權計劃批准日期後十年以後授出。除非本公司於股東大會上提早終止購股權計劃，否則購股權計劃將於股東在股東大會上以決議案接納購股權計劃後十年期間內生效及有效。因此，截止2022年12月31日，購股權計劃的餘下年期約為9年。

自上市日期起至2022年12月31日止，本公司概無根據購股權計劃獲授予、行使、註銷或失效，截至該日期亦無尚未行使的購股權計劃。因此，截至上市日期及2022年12月31日止，根據購股權計劃及所有其他股份激勵計劃授出或將授出的股份獎勵而可能發行的股份總數為45,000,000股，佔本公司於上市日期及2022年12月31日止已發行股本為10%及約9.96%。

股份獎勵計劃

本公司於2022年12月5日採納股份獎勵計劃，股份獎勵計劃的主要條款載列如下：

股份獎勵計劃的目的及宗旨

表彰若干合資格參與者的貢獻，為彼等提供獎勵，從而挽留彼等以助本集團的持續運營及發展；及(ii)吸引合適人員以促進本集團進一步發展。

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Eligible Participants

Eligible Participants include: (i) any employees of the Group; (ii) any employees of the holding companies, fellow subsidiaries or associated companies of the Company; and (iii) any persons who provide services to any members of the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, provided any such Eligible Participant is not a connected person of the Group. Although the Share Award Scheme allows the granting of awards to non-employees, the Company currently has no intention to grant any award to non-employee participants.

Duration

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of ten years commencing on the adoption date, after which no further awards will be granted. Therefore, as at 31 December 2022, the remaining term of the Share Award Scheme is approximately 10 years.

Administration

The Share Award Scheme is subject to the administration of the Board and the Trustee in accordance with the Scheme Rules and the Trust Deed.

To the extent permissible under the Listing Rules and other applicable laws and regulations, the Board may resolve to delegate to another committee of the Board or to one or more officers of the Company any or all of the authority and responsibility of the Board under the Scheme Rules and the Trust Deed.

The Board may from time to time cause to be paid a contributed amount to the Trust which shall constitute part of the trust fund, for the purchase of Shares and other purposes set out in the Scheme Rules and the Trust Deed. The grant of awards would not cause any dilution of shareholding to any Shareholders.

Scheme Limit and Individual Sublimit

The Board shall not make any further grant of award such that the total number of Shares granted under the Share Award Scheme will exceed 10% of the total number of issued Shares as of the adoption date. On the basis that the total number of issued Shares as of the adoption date is 451,770,000 Shares, the aforesaid 10% limit represents a total of 45,177,000 Shares.

合資格參與者

合資格參與者包括：(i)本集團的任何僱員；(ii)本公司的控股公司、同系附屬公司或聯營公司的任何僱員；(iii)於本集團的一般及日常業務過程中，持續或經常性地向本集團任何成員公司提供對本集團長期發展有利的服務的任何參與者，惟任何合資格參與者並非本集團之關連人士。儘管股份獎勵計劃允許向非僱員授出獎勵，但本公司目前無意向非僱員參與者授出任何獎勵。

期限

股份獎勵計劃自採納日期起計有效期為十年，惟可由董事會決定提早終止，其後將不再授出獎勵。因此，截止2022年12月31日，股份獎勵計劃的餘下年期約為10年。

管理

股份獎勵計劃由董事會及受託人根據計劃規則及信託契據管理。

在上市規則及其他適用法律法規允許的範圍內，董事會可決議根據計劃規則及信託契據向董事會其他委員會或本公司一名或多名高級職員轉授董事會的任何或全部職權及責任。

董事會可不時促使向信託支付投入額，其構成信託基金的一部分，用於購買股份以及計劃規則及信託契據所載的其他用途。授出獎勵將不會導致任何股東的持股量遭到任何攤薄。

計劃限額及個人次級限額

董事會進一步授出的任何獎勵不得導致根據股份獎勵計劃授出的股份總數超過截至採納日期已發行股份總數的10%。基於截至採納日期已發行股份總數為451,770,000股股份，上述10%限額相當於合共45,177,000股股份。



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The maximum number of options or awards to a selected participant under the Share Award Scheme and any other share option schemes and share award schemes of the Company, which would result in the Shares issued and to be issued in respect of all options and awards granted to such person (excluding any options and awards lapsed in accordance with the terms of the respective scheme(s)), shall not exceed 1% of the issued share capital of the Company in any twelve-month period.

The aforesaid limits shall always be subject to the compliance with the Listing Rules that are in force from time to time, including the requirement on maintaining a minimum public float.

Vesting

Subject to the terms and conditions of the Scheme Rules and the fulfillment of all vesting conditions to the vesting of the awarded Shares on such selected participant as specified in the Share Award Scheme and the relevant grant instrument, the awarded Shares held by the Trustee on behalf of the selected participant shall vest in such selected participant in accordance with the applicable vesting schedule, and the Trustee shall cause the awarded Shares to be transferred to such selected participant in accordance with the terms of Scheme Rules. Where a selected participant subsequently becomes a connected person of the Company prior to vesting of the award, vesting of the award will be subject to compliance by the Company of requirements under Chapter 14A of the Listing Rules, where applicable, and the Remuneration Committee of the Board shall have absolute discretion to alter the vesting of or terminate such award where such requirements would, in the opinion of the Remuneration Committee of the Board, be burdensome on the Company.

Voting rights

No instructions shall be given by a selected participant (including, without limitation, voting rights) to the Trustee in respect of the awarded Shares that have not been vested, and such other properties of the Trust Fund managed by the Trustee. The Trustee shall abstain from exercising the voting rights in respect of any Shares held directly or indirectly by it under the Trust (if any) (including but not limited to the awarded Shares, any bonus Shares and scrip Shares derived therefrom).

Purchasing Shares pursuant to the Restricted Share Award Scheme

Since 5 December 2022 and up to 31 December 2022, the Trustee, as instructed by the Board, purchased a total of 20,585,500 Shares on the market, representing approximately 4.6% of the total number of Shares of the Company in issue. The Trustee holds these Shares in accordance with to the Scheme Rules and the Trust Deed.

根據股份獎勵計劃及本公司任何其他購股權計劃及股份獎勵計劃向選定參與者授出的購股權或獎勵的最高數目，不得導致向有關人士授出的所有購股權及獎勵（不包括根據相關計劃條款失效的任何購股權及獎勵）所涉及的已發行及將予發行股份超過本公司任何12個月期間內已發行股本的1%。

上述限額須始終遵守不時生效的上市規則，包括維持最低公眾持股量的規定。

歸屬

在計劃規則之條款及條件規限下，以及達成股份獎勵計劃及相關授予文書所指明的獎勵股份歸屬該等選定參與者的所有歸屬條件的情況下，受託人代表選定參與者持有的獎勵股份應按照適用的歸屬時間表歸屬該選定參與者，而受託人須根據計劃規則的條款，促使獎勵股份轉讓予該選定參與者。倘選定參與者其後在獎勵歸屬前成為本公司的關連人士，則本公司將遵守上市規則第14A章的要求歸屬獎勵（如適用），倘董事會薪酬委員會認為該等要求將會對本公司造成負擔，董事會薪酬委員會有絕對酌情權更改歸屬或終止該獎勵。

投票權

選定參與者不得就尚未歸屬的獎勵股份及受託人所管理信託基金的有關其他財產向受託人發出任何指示（包括但不限於投票權）。受託人亦須就其根據信託直接或間接持有的任何股份放棄行使投票權（如有）（包括但不限於獎勵股份、任何由此產生的紅利股份及以股代息股份）。

根據受限制股份獎勵計劃購買股份

自2022年12月5日起至2022年12月31日止，受託人按照董事會的指示在市場上購買合共20,585,500股股份（相當於本公司已發行股份總數約4.6%），受託人根據計劃規則及信託契據條款持有該筆股份。

Directors' Report 董事會報告

On 5 December 2022, the Company appointed Futu Trustee Limited as the Trustee for the Share Award Scheme. Futu Trustee Limited is a trust company registered under section 78(1) of the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong). It is a third party independent of and not connected with the Company and/or any of its connected persons.

From 5 December 2022 to 31 December 2022, no award was granted by the Company, nor any award was exercised, canceled or lapsed under the Share Award Scheme, and there was no award outstanding under the Share Award Scheme as at the above date. Therefore, as at 5 December 2022 and 31 December 2022, the total number of Shares that may be issued pursuant to the share awards to be granted under the Share Award Scheme was 45,177,000 Shares, accounting for approximately 10% of the issued share capital as at 31 December 2022.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Due to the nature of the Group's business, the Group is not subject to any health, safety or environmental risks that could have any material impact on the Group's financial condition or business operations under the relevant environmental laws and regulations applicable to the Group's business and operations. The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth. For details, please refer to the section headed "ESG Report" in this annual report.

2022年12月5日，本公司就股份獎勵計劃委任富途信託有限公司為受託人。富途信託有限公司為根據香港法例第29章《受託人條例》第78(1)條註冊的信託公司，為獨立第三方，與本公司及／或其任何關連人士並無關連。

自2022年12月5日起及2022年12月31日止，本公司概無根據股份獎勵計劃獲授予、行使、註銷或失效，截至該日期亦無尚未行使的股份獎勵。因此，截至2022年12月5日及2022年12月31日止，根據股份獎勵計劃將授出的股份獎勵而可能發行的股份總數均為45,177,000股，佔本公司於2022年12月31日止已發行股本同為10%。

環保政策及表現

鑑於本集團業務的性質，本集團概無面臨任何健康、安全及環保風險，而會在適用於本集團業務及運營的相關環境法律法規下對本集團的財務狀況及業務經營產生任何重大影響。本集團致力履行社會責任、改善僱員福利及促進發展、保護環境、回饋社會並實現可持續增長。該等詳情請見本年報「環境、社會及管治報告」一節。



Directors' Report 董事會報告

DIRECTORS

The Directors during the Reporting Period and up to the date of this annual report were:

Executive Directors

Mr. Wu Yushu (*Chairman and Chief Executive Officer*)

Ms. Wang Lifang (*Chief Operating Officer*)

Non-executive Director

Mr. Fu Haitao

Independent Non-executive Directors

Ms. Wang Danzhou

Ms. Du Yilin

Mr. Wei Bin

DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management members are set out in the section headed "Directors and Senior Management" in this annual report.

SERVICE CONTRACTS AND LETTERS OF APPOINTMENT OF DIRECTORS

Each of the Company's executive Directors entered into a service contract with the Company, and each of the Company's non-executive Directors and independent non-executive Directors have signed letters of appointment with the Company. The service contracts with each of the executive Directors and the letters of appointment with each of the non-executive Directors and the independent non-executive directors are for an initial fixed term of three years commencing from 27 April 2022 in the case of the executive Directors and from the Listing Date in the case of the non-executive Directors and the independent non-executive Directors. The service contracts and letters of appointment may be terminated in accordance with the respective terms thereof. The service contracts may be renewed in accordance with the Articles of Association and the Listing Rules.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract or a letter of appointment with the Company or any member of the Group which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

In accordance with article 108 of the Articles of Association, Mr. Wu Yushu and Mr. Fu Haitao shall retire by rotation at the AGM and they being eligible, offer themselves for re-election at the AGM.

董事

於報告期間及直至本年度報告日期的董事為：

執行董事

吳鬱抒先生 (*董事長、首席執行官*)

王莉芳女士 (*首席運營官*)

非執行董事

付海濤先生

獨立非執行董事

王丹舟女士

杜依琳女士

魏斌先生

董事和高級管理人員

董事和高級管理人員的簡歷詳情載於本年報「董事及高級管理層」章節。

董事服務合約及委任函

本公司各執行董事已與本公司訂立服務合約，而本公司各非執行董事及獨立非執行董事已與本公司訂立委任書。各執行董事的服務合約及與各非執行董事及獨立非執行董事訂立的委任書的初步固定年期為自2022年4月27日（就執行董事而言）及上市日期（就非執行董事及獨立非執行董事而言）起計三年。服務合約及委任書可根據各自條款終止。服務合約可根據組織章程細則及上市規則續期。

擬於應屆股東週年大會上膺選連任的董事概無與本公司或本集團任何成員公司訂立倘不支付賠償（法定賠償除外）則僱主於一年內無法終止合約之服務合約或委任書。

根據組織章程細則第108條，吳鬱抒先生及付海濤先生應於股東週年大會上輪值退任，並有資格於股東週年大會上膺選連任。

Directors' Report 董事會報告

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules, and considers all of the independent non-executive Directors to be independent in accordance with the guidelines set out in the Listing Rules.

CHANGE IN INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

Changes in information of the Directors and senior management during the Reporting Period are as follows:

Due to work arrangements, Mr. Zhuang Weijin resigned from the position of vice president of the Company with effect from 1 October 2022, and will continue to hold other positions in the Group after resignation.

Pursuant to the disclosure requirement under Rule 13.51B(1) of the Listing Rules, the changes in information of Directors are as follows:

Ms. Wang Danzhou, an independent non-executive Director, ceased to serve as an independent non-executive director of Guangdong Brandmax Marketing Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 300805), in September 2022.

Save as disclosed above, since the Listing Date and up to the date of this annual report, there was no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

獨立非執行董事的獨立性

本公司已接獲各獨立非執行董事根據《上市規則》第3.13條發出的年度獨立性確認書，並認為，根據《上市規則》所載指引，所有獨立非執行董事均具有獨立性。

董事及高級管理層的資料變動

報告期內，董事及高級管理層的資料變動如下：

莊偉進先生因工作安排原因，自2022年10月1日起辭任公司副總裁職務，辭任後繼續擔任本集團其他職務。

根據上市規則第13.51B(1)條的披露規定，董事個人資料變動情況如下：

獨立非執行董事王丹舟女士於2022年9月起不再出任廣東電聲市場營銷股份有限公司（一家於深圳證券交易所上市的公司，股份代號：300805）的獨立非執行董事。

除上文所披露者外，自上市日期起直至本年報日期，根據上市規則第13.51B(1)條，並無其他資料需要作出披露。



Directors' Report 董事會報告

REMUNERATION POLICIES

As at 31 December 2022, the Group had a total of 680 employees, including 248 research and development personnel, accounting for more than 36% of the total number of employees. The Directors believe that effective talent management is the foundation for the sustainable and successful development of the Group. The Group greatly values its employees and will continue to attract, cultivate and retain talents. The Group has a comprehensive remuneration and welfare system as required by laws and an effective performance appraisal system, and determines salary increases, bonuses and promotions of employees based on their positions and performance. The Group's remuneration policies seek to provide fair market remuneration in form and value to attract, retain and motivate high quality staff. Remuneration packages are set at comparable and competitive levels with other companies in the industry and the market to compete for a similar talent pool. In addition, the Company has adopted share incentive schemes including the Share Option Scheme and the Share Award Scheme to incentivize employees and senior management and to align their interests with that of the Company, details of which are set out in this sections headed "Share Option Scheme" and "Share Award Scheme" in this annual report.

Employees of the Group's PRC subsidiaries are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The Group's PRC subsidiaries contributes funds which are calculated on certain percentages of the average employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees. The Group has no other material obligation for the payment of retirement benefits associated with the scheme beyond the annual contributions described above. All contributions to the defined contribution retirement scheme are recognised as an expense in profit or loss when the employees' services are rendered and become due according to related regulations. With respect to the defined contribution retirement scheme, employers may not use forfeited contributions to reduce existing contribution levels.

薪酬政策

截止2022年12月31日，本集團共有僱員680人，其中研發人員248人，佔總僱員人數的36%以上。董事相信，有效的人才管理是本集團可持續成功發展的基礎，本集團高度重視僱員，將繼續吸引、培養及留聘人才。本集團擁有法律規定的完善薪酬和福利制度、有效的績效考核體系，並根據員工的職位和績效表現，以此作為本公司確定加薪、獎金及晉升的基礎。本集團的酬金政策致力在形式和價值方面提供公平市場薪酬以吸引、保留和激勵高質素員工。薪酬待遇所設定水準為確保在爭取類似人才方面可與業內和市場其他公司比較和競爭。此外，本公司已採納購股權計劃及股份激勵計劃，以激勵僱員及高級管理層，並使彼等利益與本公司的利益保持一致，其詳情載於本年報「購股權計劃」及「股份獎勵計劃」兩節。

本集團的中國附屬公司的僱員須參與由當地市政府管理及運作的定額供款退休計劃。本集團的中國附屬公司按當地市政府協定的平均僱員薪金的一定百分比向該計劃供款，以撥付僱員的退休福利。除上述年度供款外，本集團概無與支付該計劃相關退休福利有關的其他重大義務。界定供款退休計劃的全部供款乃於僱員提供服務及相關法規到期時，於損益中確認為開支。有關界定供款退休計劃，僱主不得使用已沒收供款來降低現有供款水準。

Directors' Report
董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, the interests and short positions of the Directors and chief executive of the Company 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), 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 they are taken or deemed to have under such provisions of the SFO), or recorded in the register kept by the Company pursuant to section 352 of the SFO, or notified to the Company and the Stock Exchange under the Model Code, were as follows:

董事及最高行政人員於股份、相關股份及債權證之權益與淡倉

截至2022年12月31日，董事及本公司最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有的根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例等條文被當作或視為擁有的權益及淡倉），或根據證券及期貨條例第352條本公司存置的登記冊所記錄的權益及淡倉，或根據標準守則知會本公司及聯交所之權益或淡倉如下：

Long Positions of Shares

股份好倉

Name of Director or chief executive	Capacity/Nature of interest	Number of Shares	Total	Approximate percentage of interest in the Company ⁽¹⁾
董事或最高行政人員姓名	身份／權益性質	股份數目	總計	佔本公司的權益概約百分比 ⁽¹⁾
Mr. Wu Yushu ⁽²⁾ 吳鬱抒先生 ⁽²⁾	Interest of controlled corporation 受控法團權益	248,737,500		
	Interest of spouse 配偶權益	20,250,000		
			268,987,500	59.54%
Ms. Wang Lifang ⁽²⁾ 王莉芳女士 ⁽²⁾	Interest of controlled corporation 受控法團權益	87,750,000		
	Interest of spouse 配偶權益	181,237,500		
			268,987,500	59.54%



Directors' Report 董事會報告

Notes:

1. The calculation is based on the total number of 451,770,000 Shares in issue as at 31 December 2022.
2. Mr. Wu and Ms. Wang are the spouse of each other, and are deemed to be interested in the Shares beneficially owned by each other. Mr. Wu wholly owns Wellmark Link Limited and is deemed to be interested in the Shares held by Wellmark Link Limited. Ms. Wang wholly owns WLF Investment Holdings Limited and is deemed to be interested in the Shares held by WLF Investment Holdings Limited. Wellmark Link Limited is the general partner of Rikan Industry Investment Limited Partnership and Ms. Wang, through WLF Investment Holdings Limited, holds approximately 62.8866% interests in Rikan Industry Investment Limited Partnership. They are deemed to be interested in the Shares held by Rikan Industry Investment Limited Partnership.

Save as disclosed above, so far as the Directors are aware, as at the date of this annual report, none of the Directors or chief executive of the Company had any interest or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) 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 are taken or deemed to have under such provisions of the SFO), or (ii) entered in the register kept by the Company pursuant to section 352 of the SFO, or (iii) notified to the Company and the Stock Exchange under the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2022, the following persons (other than the Directors and chief executive of the Company) had an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company, pursuant to section 336 of the SFO:

附註：

1. 截至2022年12月31日已發行股份總數451,770,000股計算。
2. 吳先生及王女士彼此為配偶，故被視為於彼此各自實益擁有的股份中擁有權益。吳先生全資擁有盈連有限公司，故被視為於盈連有限公司持有的股份中擁有權益。王女士全資擁有WLF Investment Holdings Limited，故被視為於WLF Investment Holdings Limited持有的股份中擁有權益。盈連有限公司為Rikan Industry Investment Limited Partnership的普通合夥人，而王女士透過WLF Investment Holdings Limited持有Rikan Industry Investment Limited Partnership約62.8866%權益。彼等被視為於Rikan Industry Investment Limited Partnership持有的股份中擁有權益。

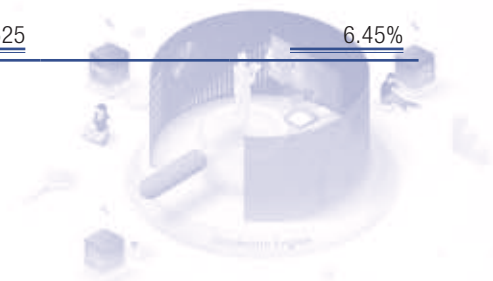
除本年報所披露者外，就董事所知，於本報告日期，概無董事或本公司最高行政人員於本公司或其任何相關法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉），或(ii)根據證券及期貨條例第352條須記入本公司存置的登記冊內的權益或淡倉，或(iii)根據標準守則須知會本公司及聯交所的權益或淡倉。

主要股東於本公司股份及相關股份之權益與淡倉

截至2022年12月31日，按本公司根據證券及期貨條例第336條須存置的登記冊所記錄，以下人士（董事及本公司最高行政人員除外）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉：

Directors' Report
董事會報告

Long Position in the Shares		股份好倉		
Name	Capacity/Nature of interest	Number of Shares	Total	Approximate percentage of interest in the Company ⁽¹⁾ 佔本公司的權益概約百分比 ⁽¹⁾
姓名／名稱	身份／權益性質	股份數目	總計	
Wellmark Link Limited ⁽²⁾ 盈連有限公司 ⁽²⁾	Beneficial owner 實益擁有人	181,237,500		
	Interest of controlled corporation 受控法團權益	67,500,000		
			248,737,500	55.06%
WLF Investment Holdings Limited ⁽²⁾	Beneficial owner 實益擁有人	20,250,000		
	Interest of controlled corporation 受控法團權益	67,500,000		
			87,750,000	19.42%
Rikan Industry Investment Limited Partnership ⁽²⁾	Beneficial owner 實益擁有人	67,500,000		14.94%
Montesy Capital Holding Ltd ⁽³⁾	Beneficial owner 實益擁有人	68,512,500		15.17%
Ms. Wu Meirong ⁽³⁾ 吳美容女士 ⁽³⁾	Interest of spouse 配偶權益	68,512,500		15.17%
Mr. Li Hanxiong ⁽³⁾ 李捍雄先生 ⁽³⁾	Interest of controlled corporation 受控法團權益	68,512,500		15.17%
Mr. Yu Rong ⁽⁴⁾ 俞榕先生 ⁽⁴⁾	Interest of controlled corporation 受控法團權益	35,735,250		7.91%
Shanghai Tianyi Assets Management Co., Ltd ⁽⁴⁾ 上海天億資產管理有限公司 ⁽⁴⁾	Interest of controlled corporation 受控法團權益	35,735,250		7.91%
Shanghai Xuanyu Enterprise Management Co., Ltd ⁽⁴⁾ 上海軒瑜企業管理有限公司 ⁽⁴⁾	Interest of controlled corporation 受控法團權益	29,117,625		6.45%
Tianyi (BVI) Limited ⁽⁴⁾	Beneficial owner 實益擁有人	<u>29,117,625</u>		<u>6.45%</u>



Directors' Report 董事會報告

Notes:

- The calculation is based on the total number of 451,770,000 Shares in issue as at 31 December 2022.
- Mr. Wu and Ms. Wang are the spouse of each other, and are deemed to be interested in the Shares beneficially owned by each other. Mr. Wu wholly owns Wellmark Link Limited and is deemed to be interested in the Shares held by Wellmark Link Limited. Ms. Wang wholly owns WLF Investment Holdings Limited and is deemed to be interested in the Shares held by WLF Investment Holdings Limited. Wellmark Link Limited is the general partner of Rikan Industry Investment Limited Partnership and Ms. Wang, through WLF Investment Holdings Limited, holds approximately 62.8866% interests in Rikan Industry Investment Limited Partnership. They are deemed to be interested in the Shares held by Rikan Industry Investment Limited Partnership.
- Montesy Capital Holding Ltd is owned by Mr. Li Hanxiong and Ms. Wu Meirong as to 70% and 30%, respectively. Mr. Li Hanxiong and Ms. Wu Meirong are the spouse of each other, and are therefore deemed to be interested in any Shares in which one another is interested. Therefore, both Mr. Li Hanxiong and Ms. Wu Meirong are deemed to be interested in the Shares held by Montesy Capital Holding Ltd.
- Tianyi (BVI) Limited and Jiequan Zhongwei Tengyun Limited are controlled by Shanghai Tianyi Assets Management Co., Ltd as explained below. Therefore, Shanghai Tianyi Assets Management Co., Ltd is deemed to be interested in the Shares held by Tianyi (BVI) Limited and Jiequan Zhongwei Tengyun Limited. Shanghai Tianyi Assets Management Co., Ltd is in turn owned as to 70% by Mr. Yu Rong (俞榕). Therefore, Mr. Yu Rong is deemed to be interested in the Shares in which Shanghai Tianyi Assets Management Co., Ltd is deemed to be interested. Tianyi (BVI) Limited is wholly owned by Shanghai Xuanyu Enterprise Management Co., Ltd. (上海軒瑜企業管理有限公司), which is in turn wholly owned by Shanghai Tianyi Assets Management Co., Ltd. Therefore, each of Shanghai Xuanyu Enterprise Management Co., Ltd. (上海軒瑜企業管理有限公司) and Shanghai Tianyi Assets Management Co., Ltd is deemed to be interested in the Shares held by Tianyi (BVI) Limited. Jiequan Zhongwei Tengyun Limited is wholly owned by Shanghai Hongyi Enterprise Management Center (Limited Partnership) (上海鴻慧企業管理中心(有限合夥)), the sole general partner of which is Jiangsu Zhongwei Tengyun Chuangye Investment Management Co., Ltd (江蘇中衛騰雲創業投資管理有限公司) holding 8.7% interests, which is in turn controlled by Shanghai Tianyi Assets Management Co., Ltd as to 80%, and the remaining limited partner of which is Jiangsu Jiequan Zhongwei Tengyun Pharmaceutical Industrial Investment Fund (LLP) (江蘇韋泉中衛騰雲醫藥健康產業投資基金(有限合夥)) holding 91.3% interests. The sole general partner of Jiangsu Jiequan Zhongwei Tengyun Pharmaceutical Industrial Investment Fund (LLP) (江蘇韋泉中衛騰雲醫藥健康產業投資基金(有限合夥)) is Jiangsu Zhongwei Tengyun Chuangye Investment Management Co., Ltd (江蘇中衛騰雲創業投資管理有限公司) holding 1% interests, which is in turn controlled by Shanghai Tianyi Assets Management Co., Ltd. Therefore, since Jiequan Zhongwei Tengyun Limited is controlled as to 80% by Shanghai Tianyi Assets Management Co., Ltd, Shanghai Tianyi Assets Management Co., Ltd is deemed to be interested in the Shares held by Jiequan Zhongwei Tengyun Limited as at 31 December 2022.

Save as disclosed above, to the knowledge of the Directors, as at 31 December 2022, there is no other person (excluding the Directors and chief executives of the Company) has interests or short positions as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO in the Shares and underlying Shares.

附註：

- 截至2022年12月31日已發行股份總數451,770,000股計算。
- 吳先生及王女士彼此為配偶，故被視為於彼此各自實益擁有的股份中擁有權益。吳先生全資擁有盈連有限公司，故被視為於盈連有限公司持有的股份中擁有權益。王女士全資擁有WLF Investment Holdings Limited，故被視為於WLF Investment Holdings Limited持有的股份中擁有權益。盈連有限公司為Rikan Industry Investment Limited Partnership的普通合夥人，而王女士透過WLF Investment Holdings Limited持有Rikan Industry Investment Limited Partnership約62.8866%權益。彼等被視為於Rikan Industry Investment Limited Partnership持有的股份中擁有權益。
- Montesy Capital Holding Ltd由李捍雄先生及吳美容女士分別擁有70%及30%。李捍雄先生及吳美容女士為彼此的配偶，因此被視為於彼此擁有權益的任何股份中擁有權益。因此，李捍雄先生及吳美容女士均被視為於Montesy Capital Holding Ltd持有的股份中擁有權益。
- 如下文所闡釋，Tianyi (BVI) Limited及Jiequan Zhongwei Tengyun Limited由上海天億資產管理有限公司控制。因此，上海天億資產管理有限公司被視為於Tianyi (BVI) Limited及Jiequan Zhongwei Tengyun Limited持有的股份中擁有權益。上海天億資產管理有限公司由俞榕先生擁有70%權益。因此，俞榕先生被視為於上海天億資產管理有限公司被視作擁有權益的股份中擁有權益。Tianyi (BVI) Limited由上海軒瑜企業管理有限公司全資擁有，而後者由上海天億資產管理有限公司全資擁有。因此，上海軒瑜企業管理有限公司及上海天億資產管理有限公司各自被視為於Tianyi (BVI) Limited持有的股份中擁有權益。Jiequan Zhongwei Tengyun Limited由上海鴻慧企業管理中心(有限合夥)全資擁有，其唯一普通合夥人為江蘇中衛騰雲創業投資管理有限公司(持有8.7%權益，由上海天億資產管理有限公司控制80%股權)，而其餘下有限合夥人為江蘇韋泉中衛騰雲醫藥健康產業投資基金(有限合夥)(持有91.3%權益)。江蘇韋泉中衛騰雲醫藥健康產業投資基金(有限合夥)的唯一普通合夥人為江蘇中衛騰雲創業投資管理有限公司(持有1%權益)，而後者由上海天億資產管理有限公司控制。因此，截至2022年12月31日，由於Jiequan Zhongwei Tengyun Limited由上海天億資產管理有限公司控制80%股權，故上海天億資產管理有限公司被視為於Jiequan Zhongwei Tengyun Limited持有的股份中擁有權益。

除了上述所披露者外，據董事所知，截至2022年12月31日，並無任何其他人士(不包括本公司的董事及最高行政人員)在股份或相關股份中擁有根據《證券及期貨條例》第336條規定由本公司備存的登記冊所記錄的權益或淡倉。

Directors' Report 董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Since the Listing Date and up to 31 December 2022, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or may compete, either directly or indirectly, with the business of the Group under Rule 8.10 of the Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Since the Listing Date and up to 31 December 2022, none of the Directors or entities connected to the Directors was materially interested, whether directly or indirectly, in any transaction, arrangement or contract of significance.

PERMITTED INDEMNITY

Pursuant to the Articles of Association and subject to the applicable laws and regulations, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or legal liabilities incurred or sustained by him/her as a Director in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour, or in which he/she is acquitted.

The above permitted indemnity provisions have come to force during the Reporting Period. The Company has arranged appropriate insurance cover for the Directors in connection with the discharge of their responsibilities.

MANAGEMENT CONTRACTS

As at 31 December 2022, the Company had not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Group.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed in the sections relating to Contractual Arrangements in this annual report, no contract of significance or contract of significance for the provision of services has been entered into among the Company or any of its subsidiaries and the Controlling Shareholders or any of their subsidiaries during the period from the Listing Date and up to 31 December 2022.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The Group has entered into the following connected transactions and continuing connected transactions as at 31 December 2022:

Connected Transactions

As at 31 December 2022, the Company had no one-off connected transactions which were required to be disclosed under the Listing Rules.

董事於競爭業務中的權益

自上市日期截至2022年12月31日，根據上市規則第8.10條，概無董事或彼等各自的聯繫人參與任何與或可能與本集團業務直接或間接構成競爭的業務或於其中擁有任何權益。

董事於重大交易、安排或合約中的權益

自上市日期截至2022年12月31日，概無董事或與董事相關連的實體於任何重大交易、安排或合約直接或間接擁有重大權益。

獲准許彌償

根據組織章程細則及在適用法律法規的規限下，各董事有權從本公司的資產中獲得彌償，以彌償其作為董事在勝訴或無罪的任何民事或刑事法律訴訟中進行抗辯而招致或蒙受的一切損失或法律責任。

上述獲准許彌償條文已於本報告期間生效。本公司已就董事履行責任而作出適當保險安排。

管理合約

截止2022年12月31日，本公司概無與任何個人、公司或法人團體訂立任何合約，以管理或處理本集團任何業務的整體部分或任何重大部分。

與控股股東的合約

除本年報合約安排中所披露者外，自上市日期起至2022年12月31日，公司或其任何附屬公司及控股股東或其任何附屬公司於報告期間概無訂立任何重大合約或有關提供服務的重大合約。

關連交易與持續關連交易

截至2022年12月31日，本集團已進行以下關連交易及持續關連交易：

關連交易

截至2022年12月31日，本公司並無根據上市規則須予披露的一次性關連交易。



Directors' Report 董事會報告

Continuing Connected Transactions

The following transactions of the Group constituted continuing connected transactions for the Company as at 31 December 2022.

The Group provides four types of business solutions to meet the different needs of health industry platform participants. The solutions are Smart Retail Cloud, Smart Decision Cloud, Smart Health Management Cloud and Smart Medical Cloud. The subsidiaries of the Group are engaged in (i) the production and publication of videos; (ii) the provision of internet information services; (iii) the provision of internet data center services (including internet resources cooperation services); and (iv) foreign-related market research business in the course of their business operations, which must comply with foreign investment restrictions (collectively the “**Restricted Business**”), as well as other businesses other than Restricted Businesses, including precision marketing solutions under the business segments of Smart Retail Cloud and Smart Decision Cloud and consulting and marketing services under the business segment of Smart Medical Cloud, which do not include the provision of internet information services that require a value-added telecommunications business license or other Restricted Businesses that are not subject to any restrictions under foreign investment restrictions (the “**Non-restricted Businesses**”).

Sinohealth Information currently holds the relevant licenses required to provide the aforesaid services and operate the aforesaid businesses, including the Radio and Television Program Production and Business Operation License, Value-added Telecommunications and Information Service Business Operation License (“**ICP License**”), Internet Data Center Services License (covering internet resources cooperation services) (“**IDC License**”) and Foreign-related Research License (“**Foreign-related Research License**”). Guangzhou Jiasi Information Technology Company Limited, a wholly-owned subsidiary of Sinohealth Information, holds the Value-added Telecommunications and ICP License required for the development of internet information services subject to foreign investment restrictions.

For the year ended 31 December 2022, the revenue contributed by all of the Consolidated Affiliated Entities to the Group accounted for approximately 4.3% of the total revenue of the Group, and the total assets of the Consolidated Affiliated Entities in aggregate represented approximately 27.9% of the total assets of the Group.

The Board and the Audit Committee have reviewed the remaining Non-restricted Businesses of all Consolidated Affiliated Entities of the Group and confirmed that:

- 1) Zhongkang Technology has entered into new contracts with the Group's customers for Non-restricted Business; and
- 2) For the year ended 31 December 2022, the proportion of the revenue from the remaining Non-restricted Businesses of all Consolidated Affiliated Entities to the Group's revenue was less than 5%.

The Company will continue to evaluate and update the completion status of the remaining Non-restricted Businesses of all Consolidated Affiliated Entities of the Group in order to meet the expectations of stakeholders and comply with the applicable regulatory requirements.

持續關連交易

本集團以下交易根據上市規則構成本集團截至2022年12月31日的持續關連交易。

本集團提供四類業務解決方案以滿足健康產業平台參與者的不同需求。即智慧零售雲、智慧決策雲、智慧健康管理雲、智慧醫療雲。本集團附屬公司於其業務開展過程中(i)從事製作及發佈視頻，(ii)提供提供互聯網信息服務；(iii)提供互聯網數據中心服務(包括互聯網資源協作服務)，及(iv)從事涉外市場調查業務，其須遵守外商投資限制(統稱「**受限制業務**」)，及除受限制業務外的其他業務，包括智慧零售雲，及智慧決策雲業務分部下精準營銷解決方案、及智慧醫療雲業務分部下諮詢和營銷服務，不包括提供需要增值電信業務經營許可證的互聯網信息服務或其他的受限制業務外的無需遵守外商投資限制項下的任何限制的業務(「**非限制業務**」)。

中康資訊目前持有提供上述服務及營運上述業務所需的相關牌照，包括廣播電視節目製作經營許可證、增值電信與資訊服務業務經營許可證(「**ICP許可證**」)、互聯網數據中心服務許可證(包括互聯網資源協作服務)(「**IDC許可證**」)及涉外調查許可證(「**涉外調查許可證**」)。中康資訊之全資附屬公司廣州嘉思信息科技有限公司持有擬開展受外商投資限制的互聯網信息服務所需的ICP許可證。

截至2022年12月31日止年度，所有綜合聯屬實體對本集團總收益的貢獻約為4.3%，綜合聯屬實體的總資產合共佔本集團總資產約27.9%。

董事會及審核委員會已審閱本集團所有綜合聯屬實體餘下非限制業務並確認：

- 1) 中康科技就非限制業務已與本集團客戶訂立新合約；及
- 2) 截至2022年12月31日止年度，所有綜合聯屬實體餘下非限制業務收入佔本集團收入的比例低於5%。

本公司將持續進行評估，更新本集團所有綜合聯屬實體餘下非限制業務的完成情況，以滿足持份者的期望，並遵守適用的監管要求。

Directors' Report
董事會報告

As the businesses carried out by the Consolidated Affiliated Entities are subject to foreign investment restrictions and/or prohibitions, the Company does not directly own any equity interests in the Consolidated Affiliated Entities. Sinohealth Information is held as to 89.95% by Mr. Wu Yushu and 10.05% by Ms. Wang Lifang. Guangzhou Jiasi Information Technology Company Limited is wholly owned by Sinohealth Information. In order to comply with the relevant PRC laws and regulations and to be in line with common practice in the PRC for industries subject to foreign investment restrictions, while availing the Group of international capital markets and maintaining effective control over all of the Group's operations, on 8 June 2021 and 6 May 2022, the Company, through Zhongkang Technology, entered into a series of Contractual Arrangements with Sinohealth Information and its subsidiaries, the VIE Shareholders and/or the Other VIE Shareholders, as applicable, whereby Zhongkang Technology acquired effective control over the financial and operational policies of the Consolidated Affiliated Entities and has become entitled to all the economic benefits derived from their operations, which the Group is entitled to by virtue of the equity interests it holds. As a result, the Company does not directly own any equity interest in the Consolidated Affiliated Entities. The Contractual Arrangements include the following agreements (all of which are defined below): (i) Business Cooperation Agreements, (ii) Exclusive Option Agreements, (iii) Equity Pledge Agreements, and (iv) Voting Rights Proxy Agreements.

The following simplified diagram illustrates the flow of all economic benefits which the Group is entitled to by virtue of the equity interests it holds from the Consolidated Affiliated Entities to the Group stipulated under the Contractual Arrangements:

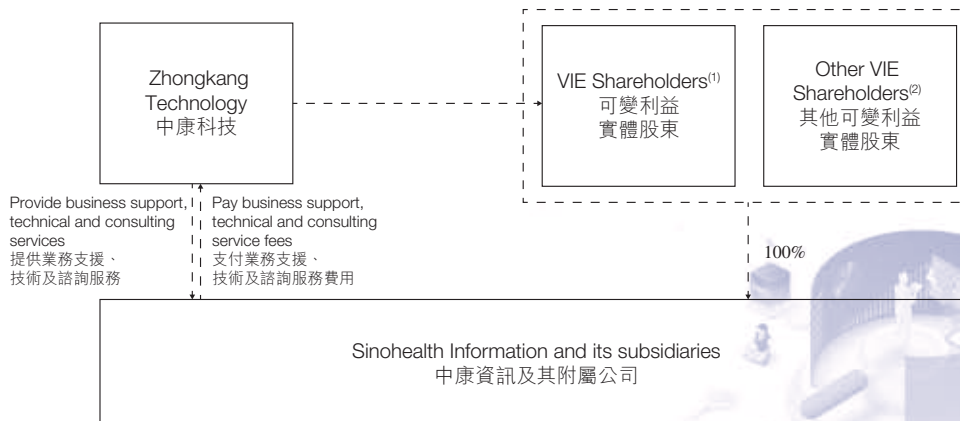
由於綜合聯屬實體經營的業務為限制及／或禁止外商投資的產業，本公司並無直接擁有綜合聯屬實體任何股權。中康資訊由吳鬱抒先生和王莉芳女士分別持有89.95%及10.05%的股權。而廣州嘉思信息科技有限公司由中康資訊全資持有。為了遵守中國相關法律法規及符合中國國內受外商投資限制的行業的一般慣例，同時讓本集團能夠利用國際資本市場並維持對本集團所有運營的有效控制，於2021年6月8日及2022年5月6日，本公司透過中康科技與中康資訊及其附屬公司、可變利益實體股東及／或其他可變利益實體股東（倘適用）訂立一系列合約安排，據此，中康科技取得對綜合聯屬實體的財務及經營政策的實際控制權，並有權享有從綜合聯屬實體的運營中產生的經濟利益（本集團根據所持股權享有該等利益）。因此，本公司並無直接擁有綜合聯屬實體的任何股權。合約安排包括以下協議（所有協議均在下文界定）：(i) 業務合作協議；(ii) 獨家購買權協議；(iii) 股權質押協議；及(iv) 投票權委託協議。

以下簡圖說明合約安排所訂明綜合聯屬實體的所有經濟利益（本集團根據所持股權有權享有該等利益）流向本集團：

Zhongkang Technology controls the VIE Shareholders through:

中康科技透過以下方式控制可變利益實體股東：

- (1) powers of attorney of the VIE Shareholders and Sinohealth Information to exercise all the shareholders' rights in Sinohealth Information and its subsidiaries, respectively; 分別可行使中康資訊及其附屬公司所有股東權利的可變利益實體股東及中康資訊的授權書；
- (2) exclusive options to acquire and equity entrustment on all or part of the equity interest in and/or assets of Sinohealth Information and its subsidiaries; and 有關中康資訊及其附屬公司全部或部分股權及／或資產的收購及股權委託的獨家購買權；及
- (3) equity pledges over the entire equity interest in Sinohealth Information 對中康資訊全部股權的股權質押



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Notes:

- (1) As at 31 December 2022, the VIE Shareholders were Mr. Wu Yushu and Ms. Wang Lifang, who held 89.95% and 10.05% interests in Sinohealth Information, respectively.
- (2) The Other VIE Shareholders have also entered into the Contractual Arrangements to facilitate the performance of the obligations of the subsidiaries of Sinohealth Information under certain agreements underlying the Contractual Arrangements.

Mr. Wu Yushu and Ms. Wang Lifang are the Controlling Shareholders and executive Directors of the Company, so they are both connected persons of the Company according to Rule 14A.07(1) of the Listing Rules. Since Mr. Wu Yushu and Ms. Wang Lifang hold 89.95% and 10.05% of the equity interests in Sinohealth Information, respectively, according to Rule 14A.07(4) of the Listing Rules, Sinohealth Information and its subsidiaries are related parties of Mr. Wu Yushu and Ms. Wang Lifang and the Company's connected persons. Therefore, the transactions under the Contractual Arrangements constitute continuing connected transactions of the Company under the Listing Rules.

A description of each of the specific agreements comprising the Contractual Arrangements is set out below.

Business Cooperation Agreements

Pursuant to the business cooperation agreements dated 8 June 2021 and 6 May 2022 entered into by Zhongkang Technology, Sinohealth Information and its subsidiaries, and the VIE Shareholders (the "Business Cooperation Agreements"), Sinohealth Information and its subsidiaries agreed to engage Zhongkang Technology as its exclusive provider of technical support, consultation, intellectual property licensing and other services, including (1) asset and business management consultation; (2) human resources consultation; (3) marketing consultation and development; (4) business advertising support; (5) technical services and network support; (6) solutions relating to value-added telecommunication and radio and television program production businesses; (7) service quality control support; (8) system integration; (9) material contracts consultation; (10) mergers and acquisitions consultation; and (11) other relevant services requested by Sinohealth Information and its subsidiaries from time to time to the extent permitted under PRC laws.

Pursuant to the Business Cooperation Agreements, Zhongkang Technology has the ownership of any and all intellectual property rights developed or created by Sinohealth Information and its subsidiaries during the performance of the Business Cooperation Agreements.

附註：

- (1) 截至2022年12月31日，可變利益實體股東為分別持有中康資訊89.95%及10.05%權益的吳鬱抒先生和王莉芳女士。
- (2) 其他可變利益實體股東亦訂立合約安排，以促進中康資訊附屬公司於合約安排項下若干協議的責任履行。

吳鬱抒先生和王莉芳女士為本公司的控股股東及執行董事，故根據上市規則第14A.07(1)條均為本公司關連人士。由於分別持有中康資訊89.95%及10.05%權益，根據根據上市規則第14A.07(4)條，中康資訊及其附屬公司均為吳鬱抒先生和王莉芳女士的關連方及本公司關連人士。因此，根據上市規則，合約安排項下進行的交易構成本公司持續關連交易。

組成合約安排的各份具體協議說明載於下文。

業務合作協議

根據中康科技、中康資訊及其附屬公司以及可變利益實體股東訂立的日期為2021年6月8日及2022年5月6日的業務合作協議（「業務合作協議」），中康資訊同意委聘中康科技為其技術支持、諮詢、知識產權許可及其他服務的獨家供應商，包括(1)資產及業務管理諮詢；(2)人力資源諮詢；(3)營銷諮詢及開發；(4)業務廣告支持；(5)技術服務及網絡支持；(6)電信增值及廣播電視節目製作業務解決方案；(7)服務質量控制支持；(8)系統集成；(9)重大合約諮詢；(10)併購諮詢；及(11)中康資訊及其附屬公司在中國法律允許範圍內不時要求的其他相關服務。

根據業務合作協議，於履行業務合作協議期間，中康科技擁有中康資訊及其附屬公司開發或創造的任何及全部知識產權的所有權。

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Pursuant to the Business Cooperation Agreements, the technical support and consultation service fee and the intellectual property licensing fee payable by Sinohealth Information and its subsidiaries to Zhongkang Technology shall be equivalent to the total combined profit of Sinohealth Information and the portion of combined profits of its subsidiaries that Sinohealth Information is entitled to in aggregate for the year (excluding the portion as entitled by the Other VIE Shareholders as they hold the relevant interests in certain subsidiaries of Sinohealth Information), after offsetting the prior-year loss (if any), operating costs, expenses, taxes and other statutory contributions. Notwithstanding the foregoing, Zhongkang Technology shall have the right to adjust the level of the service fee and the intellectual properties licensing fee based on the actual service scope and with reference to the operating conditions of Sinohealth Information and its subsidiaries.

The Business Cooperation Agreements have a term of three years commencing from the respective dates of the agreements and shall be automatically renewed for another three years upon the expiration of each term, unless being terminated in accordance with the terms therein. According to the Business Cooperation Agreements, unless otherwise required by applicable PRC laws and regulations, none of the parties to the agreement (except Zhongkang Technology) is entitled to unilaterally terminate it.

Zhongkang Technology has the right to terminate the Business Cooperation Agreements with one month's prior written notice in the event that (i) Sinohealth Information and/or its subsidiaries, as applicable, breaches any terms under the Business Cooperation Agreements and fails to rectify within 20 business days upon receipt of written notice from Zhongkang Technology; or (ii) Sinohealth Information and/or its subsidiaries, as applicable, ceases to operate any business, become insolvent, bankrupt or to be subject of liquidation or dissolution procedures, be unable to repay debts due or to be dissolved.

Exclusive Option Agreements

Zhongkang Technology, Sinohealth Information and its subsidiaries, the VIE Shareholders and the Other VIE Shareholders entered into the exclusive option agreements (the "Exclusive Option Agreements") on 8 June 2021 and 6 May 2022, pursuant to which each of the VIE Shareholders and Sinohealth Information agreed to grant Zhongkang Technology or its designated third party an exclusive option to transfer their respective equity interests and/or assets in Sinohealth Information and its subsidiaries, respectively, to Zhongkang Technology and/or a third party designated by it, in whole or in part at any time and from time to time, at the consideration of RMB1 or a minimum purchase price permitted under PRC laws and regulations. The VIE Shareholders and Sinohealth Information have also undertaken that, subject to the relevant PRC laws and regulations, they will compensate to Zhongkang Technology any difference in consideration in such way required by Zhongkang Technology they receive in the event that Zhongkang Technology exercises the options under the Exclusive Option Agreements to acquire the equity interests and/or assets in Sinohealth Information and/or its subsidiaries, as applicable, that exceeds RMB1.

根據業務合作協議，中康資訊及其附屬公司應付中康科技的技術支持及諮詢服務費及知識產權許可費將相當於年內中康資訊的合併總溢利及中康資訊有權合共收取的附屬公司的部分合併溢利(不包括其他可變利益實體股東有權擁有的部分，因彼等於中康資訊若干附屬公司持有相關權益)，經抵銷上年虧損(如有)、營運成本、開支、稅項及其他法定供款後的合併總溢利。儘管有上述規定，中康科技有權根據實際服務範圍並參考中康資訊及其附屬公司的營運狀況，調整服務費和知識產權許可費水準。

業務合作協議自協議的各自日期起計為期三年，並將於各期限屆滿後自動續期三年，惟根據其條款終止除外。根據業務合作協議，除非中國適用法律法規另行規定，有關協議訂約方(中康科技除外)概無權利單方面終止協議。

中康科技有權於以下情況下透過事先一個月的書面通知終止業務合作協議：(i)中康資訊及／或其附屬公司(倘適用)違反業務合作協議的任何條款，且未能於接獲中康科技的書面通知後20個營業日內予以糾正；或(ii)中康資訊及／或其附屬公司(倘適用)不再經營任何業務、無力償債、破產或正在執行清盤或解散程序、無法償還到期債務或遭解散。

獨家購買權協議

中康科技、中康資訊及其附屬公司、可變利益實體股東及其他可變利益實體股東已於2021年6月8日及2022年5月6日訂立獨家購買權協議(「獨家購買權協議」)，據此，各可變利益實體及中康資訊同意授予中康科技或其指定第三方獨家購買權，令其可隨時及不時向中康科技及／或其指定的第三方，按代價人民幣1元或中國法律及法規允許的最低購買價全部或部分轉讓彼等分別於中康資訊及其附屬公司的各自股權及／或資產。可變利益實體股東及中康資訊亦已承諾，在相關中國法律及法律的規限下，倘中康科技根據獨家購買權協議行使購買權收購於中康資訊及其附屬公司(倘適用)的超過人民幣1元的股權及／或資產，彼等將以中康科技所要求的有關方式向中康科技賠償收取的任何不同的代價。

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The Exclusive Option Agreements have an indefinite term commencing on the respective dates of the agreements, until it is terminated: (1) by Zhongkang Technology unilaterally by giving Sinohealth Information and its subsidiaries, and/or the VIE Shareholders one-month prior written notice of termination, as applicable; or (2) upon the exercise of the option by Zhongkang Technology to acquire the respective equity interests of Sinohealth Information and/or its subsidiaries held by the VIE Shareholders and Sinohealth Information and/or the assets of Sinohealth Information and its subsidiaries to Zhongkang Technology, and the completion of the relevant registration; or (3) when the continued performance of the obligations of the agreement will result in violation of or non-compliance with the applicable laws and regulations. None of Sinohealth Information and its subsidiaries, the VIE Shareholders and the Other VIE Shareholders are contractually entitled to terminate the Exclusive Option Agreements with Zhongkang Technology.

Equity Pledge Agreements

Zhongkang Technology, Sinohealth Information and the VIE Shareholders entered into the equity pledge agreement and its supplemental agreement (collectively, the "Equity Pledge Agreements") on 8 June 2021 and 6 May 2022, respectively, pursuant to which each of the VIE Shareholders agreed to pledge all of their respective equity interests in Sinohealth Information to Zhongkang Technology as a first priority security interest to guarantee the performance of the contractual obligations and the payment of outstanding debts under the Contractual Arrangements. Meanwhile, the Other VIE Shareholders and Sinohealth Information retain their respective equity interests in those subsidiaries instead of pledging them to Zhongkang Technology.

If Sinohealth Information declares any dividend during the term of the pledge, Zhongkang Technology is entitled to receive all such dividends, bonus issue or other income arising from the pledged equity interests, if any. If any of the VIE Shareholders or Sinohealth Information (including its subsidiaries) breaches or fails to fulfill the obligations under any of the aforementioned agreements, Zhongkang Technology, as the pledgee, upon issuing a written notice to the pledgors, will be entitled to all remedies available under PRC laws and the Contractual Arrangements, including but not limited to disposing of the pledged equity interests, entirely or partially.

In addition, pursuant to the Equity Pledge Agreements, each of the VIE Shareholders has undertaken to Zhongkang Technology, among other things, not to transfer their equity interests in Sinohealth Information (including its subsidiaries) and not to create or allow any pledge thereon without its prior written consent. The pledges in respect of Sinohealth Information take effect upon the completion of registration with the relevant PRC authority and shall remain valid until after all the contractual obligations of the VIE Shareholders and Sinohealth Information (including its subsidiaries) under the relevant Contractual Arrangements have been fully performed and all the outstanding debts of the VIE Shareholders and Sinohealth Information (including its subsidiaries) under the relevant Contractual Arrangements have been fully repaid.

獨家購買權協議自各自的協議日期起計，並無限定年期，且於以下情況發生時將予以終止：(1)中康科技單方面向中康資訊及其附屬公司、及／或可變利益實體股東發出一個月事先書面終止通知（倘適用）；或(2)中康科技行使購買權以收購可變利益實體及中康資訊持有的中康資訊及／或其附屬公司的各自股權及／或中康資訊及／或其附屬公司的資產予外商投資企業，並完成相關登記；或(3)當持續履行該協議的責任將導致違反或未能遵守適用法律及法規。中康資訊及其附屬公司、可變利益實體股東及其他可變利益實體股東概無享有終止與中康科技所訂立獨家購買權協議的合約權利。

股權質押協議

中康科技、中康資訊及可變利益實體股東分別於2021年6月8日及2022年5月6日訂立股權質押協議及其補充協議（統稱「股權質押協議」），據此，各可變利益實體股東已同意向中康科技質押彼等各自於中康資訊的全部股權，作為擔保根據合約安排履行合約義務及支付未償還債務的優先抵押權益。同時，其他可變利益實體股東及中康資訊保留彼等於該等附屬公司的各自股權，而非將其質押給外商投資企業。

倘中康資訊於質押期內宣派任何股息，中康科技有權收取已質押股權產生的所有有關股息、紅利或其他收入（如有）。倘可變利益實體股東或中康資訊（包括其附屬公司）任何一方違反或未能履行任何前述協議下的責任，中康科技作為承押人經向質押人發出書面通知後，將有權獲得中國法律及合約安排允許的所有補償，包括但不限於處置全部或部分已質押股權。

此外，根據股權質押協議，各可變利益實體股東已各自向中康科技承諾，（其中包括）在未經其事先書面同意的情况下，不會轉讓其於中康資訊（包括其附屬公司）的股權及不會設立或允許作出任何有關質押。中康資訊的相關質押於向相關中國機關登記後生效，並將於可變利益實體股東及中康資訊（包括其附屬公司）在相關合約安排項下的所有合約責任獲悉數履行以及可變利益實體股東及中康資訊（包括其附屬公司）在相關合約安排項下所有未清償債務獲悉數償付前持續有效。

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The Equity Pledge Agreements have an indefinite term commencing on the respective dates of the agreements and shall remain valid until (1) each of the VIE Shareholders has transferred all of his or her equity interests and/or assets in Sinohealth Information in accordance with the Exclusive Option Agreements and completed the relevant registration; (2) the Equity Pledge Agreements have been unilaterally terminated by Zhongkang Technology by giving Sinohealth Information and the VIE Shareholders one-month prior written notice.

The registration of the equity interest pledge under the Equity Pledge Agreements as required by the relevant laws and regulations was completed in accordance with the terms of the Equity Pledge Agreements and PRC laws and regulations on 9 June 2021.

Voting Rights Proxy Agreements

Sinohealth Information and its subsidiaries, the VIE Shareholders, the Other VIE Shareholders and Zhongkang Technology entered into the voting rights proxy agreements (the “**Voting Rights Proxy Agreements**”) on 8 June 2021 and 6 May 2022, pursuant to which each of the VIE Shareholders and Sinohealth Information irrevocably appoint Zhongkang Technology or its designated directors and their successors (including a liquidator replacing the Directors) but excluding those non-independent Directors or the appointment of whom may give rise to conflict of interests, as his attorney-in-fact to exercise such shareholder's rights in Sinohealth Information and its subsidiaries,

Sinohealth Information and its subsidiaries, and the VIE Shareholders undertake that they shall not take or omit to take any action which may lead to a conflict of interest with Zhongkang Technology or its subsidiaries. If there is any conflict of interest, Zhongkang Technology shall have the right to decide in its sole discretion on how to deal with such conflict of interest in accordance with the applicable PRC laws. Sinohealth Information and its subsidiaries, and the VIE Shareholders will unconditionally follow the instructions of Zhongkang Technology to take any action to eliminate such conflict of interest. In addition, while the Other VIE Shareholders retain their respective shareholders' rights in the relevant subsidiaries of Sinohealth Information to be exercised on their own, the Other VIE Shareholders have undertaken to fully cooperate with Sinohealth Information and Zhongkang Technology to carry out all procedures as necessary to perform the Voting Rights Proxy Agreement entered into by them, including but not limited to, executing relevant resolutions and other ancillary documents.

股權質押協議自協議日期起計，並無限定年期，且有有效期直至(1)各可變利益實體股東已根據獨家購買權協議轉讓其於中康資訊的所有股權及／或資產及完成相關登記；(2)中康科技透過向中康資訊及可變利益實體股東發出一個月事先書面通知單方面終止股權質押協議。

相關相關法律及法規所規定的股權質押協議下的股權質押登記於2021年6月9日根據股權質押協議的條款及中國法律及法規完成。

投票權委託協議

中康資訊及其附屬公司、可變利益實體股東、其他可變利益實體股東及中康科技已於2021年6月8日及2022年5月6日訂立投票權委託協議（「**投票權委託協議**」），據此，各可變利益實體股東及中康資訊不可撤回地委任中康科技或其指定的董事及彼等繼承人（包括替代董事的清盤人），惟不包括該等非獨立董事或委任彼等可能會產生利益衝突的人士作為其實際代理人行使該股東於中康資訊及其附屬公司的權利。

中康資訊及其附屬公司以及可變利益實體股東承諾，彼等不會採取任何行動或不作為而可能導致與中康科技或其附屬公司產生利益衝突。倘存在任何利益衝突，中康科技將有權全權決定如何根據中國適用法律處理該利益衝突。中康資訊及其附屬公司以及可變利益實體股東將無條件遵循中康科技的指示採取任何行動以消除該利益衝突。此外，在其他可變利益實體股東保留其各自股東於中康資訊相關附屬公司中自行行使的權利的同時，其他可變利益實體股東已承諾與中康資訊與中康科技充分合作，執行所有必要程式，履行彼等訂立的投票權委託協議，包括但不限於簽立相關決議案及其他附屬文件。



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The Voting Rights Proxy Agreements have an indefinite term commencing on the respective dates of the agreements and will be terminated in the event that:

(1) the Voting Rights Proxy Agreements are unilaterally terminated by Zhongkang Technology by giving Sinohealth Information and its subsidiaries, the VIE Shareholders and/or the Other VIE Shareholders, as applicable, one month's prior written notice of termination; or (2) upon the transfer of their respective entire equity interests in and/or the assets of Sinohealth Information and/or its subsidiaries to Zhongkang Technology pursuant to the Contractual Arrangements and the completion of the relevant registration; or (3) the continued performance of the obligations of the agreements will result in violation of or non-compliance with the applicable laws and regulations.

OTHER PRINCIPAL TERMS

Dispute Resolution

In the event of any dispute with respect to the construction and performance of the provisions, each of the Contractual Arrangements stipulates that, pursuant to the relevant terms, in the event the parties fail to settle the dispute within 30 days of delivery of written negotiation request, any party may submit the relevant dispute to the Guangzhou Arbitration Commission for arbitration, in accordance with the then effective arbitration rules. The arbitration shall be conducted in Guangzhou City, Guangdong province, the PRC. The arbitration ruling shall be final and binding on all parties.

Liquidation

Pursuant to the Exclusive Option Agreements, in the event of mandatory liquidation of Sinohealth Information and its subsidiaries required by PRC laws, the VIE Shareholders and Sinohealth Information shall transfer the remaining assets of Sinohealth Information and its subsidiaries in respect of the portion as entitled by Sinohealth Information after liquidation at the consideration of RMB1 or a minimum price permitted under PRC laws and regulations to Zhongkang Technology to the extent permitted by PRC laws, respectively.

Conflict of Interest

Each of the VIE Shareholders and Sinohealth Information has given its, his or her irrevocable undertakings in the Voting Rights Proxy Agreements which address potential conflicts of interests that may arise in connection with the Contractual Arrangements.

投票權委託協議自各協議日期起計，並無限定年期，且於以下情況發生時予以終止：

(1) 中康科技透過向中康資訊及其附屬公司、可變利益實體股東及／或其他可變利益實體股東（倘適用）發出一個月事先書面終止通知單方面終止投票權委託協議；或(2) 根據合約安排將其各自在中康資訊及／或其附屬公司的全部股權及／或資產轉讓給中康科技並完成相關登記後；或(3) 持續履行該協議的責任將導致違反或未能遵守適用法律及法規。

其他主要條款

解決爭議

倘就設立及履行條文方面存在任何爭議，各合約安排規定。根據有關條款，倘各方無法於送呈書面協商請求後30日內解決爭議，則根據屆時有效的仲裁規則，任何一方均有權將相關爭議提交廣州仲裁委員會仲裁。仲裁應於中國廣東省廣州市進行。仲裁結果應為最終定論，且對所有相關訂約方均具有約束力。

清盤

根據獨家購買權協議，倘中康資訊及其附屬公司根據中國法律規定進行強制清盤，可變利益實體股東及中康資訊須在中國法律允許的範圍內，按代價人民幣1元或中國法律及法規允許的最低價格將中康資訊及其附屬公司清盤後中康資訊有權享有部分的剩餘資產分別轉讓予中康科技。

利益衝突

可變利益實體股東與中康資訊已各自在投票權委託協議內作出不可撤回承諾，以解決合約安排可能產生的潛在利益衝突。

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Loss Sharing

In the event that Sinohealth Information and/or its subsidiaries incurs any loss or encounters any operational crisis, Zhongkang Technology may, but is not obligated to, provide financial support to Sinohealth Information and/or its subsidiaries.

None of the agreements constituting the Contractual Arrangements provide that the Company or its wholly owned PRC subsidiary, namely Zhongkang Technology, is obligated to share the losses of Sinohealth Information and/or its subsidiaries or provide financial support to Sinohealth Information and/or its subsidiaries. Further, each of Sinohealth Information and its subsidiaries shall be solely liable for its own debts and losses with assets and properties owned by it.

No Material Changes to Contractual Arrangements

There had been no material changes to the terms of the Contractual Arrangements since the Listing Date and up to 31 December 2022.

Risks Relating to the Contractual Arrangements

There are the certain risks relating to the Contractual Arrangements, including:

- 1) The PRC Government may determine that the Contractual Arrangements do not comply with applicable PRC laws and regulations, which may subject the Company to severe penalties, and the Company's business may be materially and adversely affected.
- 2) The current corporate structure and business operations of the Company may be affected by the newly enacted Foreign Investment Law.
- 3) The Contractual Arrangements of the Company may not be as effective in providing control over the Consolidated Affiliated Entities as direct ownership.
- 4) Any failure by the Consolidated Affiliated Entities or their shareholders to perform their obligations under the Contractual Arrangements with them would have a material and adverse effect on the Group's business.
- 5) The Company may lose the ability to use, or otherwise benefit from, the licenses, approvals and assets held by any of the Consolidated Affiliated Entities if any of them declares bankruptcy or becomes subject to a dissolution or liquidation proceeding.
- 6) The shareholders or owners of the Consolidated Affiliated Entities may have conflicts of interest with the Company, which may materially and adversely affect the Company's business and financial condition.

虧損分擔

倘中康資訊及／或其附屬公司產生任何虧損或遭遇任何營運危機，中康科技可而並無責任向中康資訊及／或其附屬公司提供財務援助。

概無構成合約安排的協議規定，本公司或其全資中國附屬公司（即中康科技）有責任分擔中康資訊及／或其附屬公司的虧損或為中康資訊及／或其附屬公司提供財務援助。此外，中康資訊及／或其附屬公司各自須自行以其擁有的資產及財產為其債務及虧損負責。

合約安排無重大變動

自上市日期起至2022年12月31日，合約安排的條款並無重大變動。

與合約安排有關的風險

與合約安排有關的若干風險包括：

- 1) 中國政府可能裁定合約安排不符合適用中國法律及法規，這可能使本公司遭受嚴重處罰，而本公司的業務可能受到重大不利影響。
- 2) 本公司目前的公司架構及業務營運可能受到新頒佈的外商投資法的影響。
- 3) 就控制綜合聯屬實體而言，本公司的合約安排可能不如直接所有權有效。
- 4) 倘本公司的綜合聯屬實體或其股東未能履行彼等於合約安排項下的責任，將對本集團的業務造成重大不利影響。
- 5) 倘任何綜合聯屬實體宣佈破產或面臨解散或清盤程序，本公司可能失去使用或以其他方式自任何綜合聯屬實體持有的牌照、批准及資產獲益的能力。
- 6) 綜合聯屬實體股東或擁有人可能與本公司存在利益衝突，這可能對本公司的業務及財務狀況造成重大不利影響。



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- 7) The Company's exercise of the option to acquire the equity interests in and/or the relevant assets of the Consolidated Affiliated Entities may be subject to certain limitations and the Company may incur substantial costs.
- 8) The Contractual Arrangements may be subject to scrutiny by PRC tax authorities and additional tax may be imposed, which may materially and adversely affect the results of operations of the Company and the value of your investment.

The Company does not maintain an insurance policy to cover the risks relating to the Contractual Arrangements. The Directors are of the view that such insurance policy is not necessary taking into account the current market practice and the absence of suitable insurance policy in the market providing adequate coverage for such circumstances. For further details of the risks relating to the Contractual Arrangements, see "Risk Factors – Risks Relating to Our Contractual Arrangements" in the Prospectus for further details.

Mitigation Measures Taken by the Company

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

- (i) major issues arising from the implementation and compliance with the Contractual Arrangements or any regulatory enquiries from governmental authorities will be submitted to the Board, if necessary, for review and discussion on an occurrence basis;
- (ii) the Board will review the overall performance of and compliance with the Contractual Arrangements at least once a year;
- (iii) the Company will disclose the overall performance and compliance with the Contractual Arrangements in annual reports;
- (iv) the Company will engage external legal advisers or other professional advisers, if necessary, to assist the Board to review the implementation of the Contractual Arrangements, review the legal compliance of Zhongkang Technology and our Consolidated Affiliated Entities to deal with specific issues or matters arising from the Contractual Arrangements.

- 7) 本公司行使選擇權收購綜合聯屬實體的股權及／或相關資產可能受到若干限制，且本公司可能產生巨額成本。
- 8) 合約安排可能會受到中國稅務機關的審查，並可能徵收額外稅項，這可能會對本公司的經營業績及閣下的投資價值造成重大不利影響。

本公司並無就與合約安排有關的風險投購保險。董事認為，計及目前的市場慣例以及市場上並無適合的保險對有關情況提供充足的保障，因此無須投購保險。有關合約安排的風險的進一步詳情，請參閱招股章程「風險因素－與我們的合約安排有關的風險」。

本公司採取的減輕風險行動

本公司已採取以下措施，以確保本集團實施合約安排及遵守合約安排以有效營運，其中包括：

- (i) 倘必要，實施及遵守合約安排過程中出現的重大問題或政府機關的任何監管質詢將於發生時提交董事會審閱及討論；
- (ii) 董事會將至少每年檢討一次履行及遵守合約安排的整體情況；
- (iii) 本公司將於年報中披露履行及遵守合約安排的整體情況；
- (iv) 本公司將於必要時委聘外部法律顧問或其他專業顧問，以協助董事會審閱合約安排的實施情況、檢討中康科技及綜合聯屬實體的法律合規情況以處理合約安排產生的具體問題或事宜。

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Waiver from the Stock Exchange

The transactions contemplated under the Contractual Arrangements constitute continuing connected transactions for the Company pursuant to Chapter 14A of the Listing Rules. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver (i) pursuant to Rule 14A.105 of the Listing Rules from strict compliance with the announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions contemplated under the Contractual Arrangements, and (ii) the requirement of setting an annual cap for the transactions under the Contractual Arrangements under Rule 14A.53 of the Listing Rules, and (iii) the requirement of limiting the term of the Contractual Arrangements to three years or less under Rule 14A.52 of the Listing Rules, for so long as Shares are listed on the Stock Exchange, subject to certain conditions. For details, please refer to the section headed "Continuing Connected Transactions" in the Prospectus.

Confirmation of Independent Non-executive Directors in respect of the Contractual Arrangements

The independent non-executive Directors have reviewed the above continuing connected transactions of the Company contemplated under the Contractual Arrangements and confirmed that (i) the transactions carried out during the year ended 31 December 2022 have been entered into in accordance with the relevant provisions of the Contractual Arrangements; (ii) no dividends or other distributions have been made by Sinohealth Information and its subsidiaries to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group; and (iii) no new transactions, contracts and agreements or renewal of existing agreements have been entered into between the Group and Sinohealth Information and its subsidiaries during the year ended 31 December 2022.

Confirmation of the Auditor in respect of the Continuing Connected Transactions

Ernst & Young, the Company's auditor, was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young has issued its unqualified letter containing their findings and conclusions in respect of the continuing connected transactions in connection with Contractual Arrangements for the year ended 31 December 2022, in particular, confirming that the transactions have received the approval of the Directors, have been entered into in accordance with the relevant Contractual Arrangements, and that no dividends or other distributions have been made by the Consolidated Affiliated Entities to the holders of their equity interests which are not otherwise subsequently assigned or transferred to the Group.

聯交所豁免

根據《上市規則》第十四A章，合約安排項下擬進行的交易構成本公司持續關連交易。本公司已向聯交所申請且聯交所已批准於股份在聯交所上市期間(i)根據《上市規則》第14A.105條規定就合約安排的相關交易豁免嚴格遵守《上市規則》第十四A章的公告及獨立股東批准規定；及(ii)豁免嚴格遵守《上市規則》第14A.53條就合約安排的相關交易訂立年度上限的規定；及(iii)豁免嚴格遵守《上市規則》第14A.52條有關合約安排的年期限定為三年或以下的規定，惟須受若干條件規限。詳情請參閱招股章程「持續關連交易」一節。

獨立非執行董事有關合約安排的確認函

獨立非執行董事已審閱本公司上述就合約安排項下持續關連交易並確認：(i)於截至2022年12月31日止年度進行的交易乃按合約安排相關條款訂立；(ii)中康資訊及其附屬公司並無向股權持有人作出其後未另行轉讓或轉撥予本集團的任何股息或其他分派；及(iii)本集團與中康資訊及其附屬公司於截至2022年12月31日止年度並無訂立新交易、合約或協議，或重續現有協議。

核數師有關持續性關連交易的確認函

本公司核數師安永會計師事務所受聘根據香港會計師公會頒佈的香港鑒證業務準則第3000號(經修訂)「審計或審閱歷史財務資料以外的鑒證工作」並參考實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」對本集團的持續關連交易作出報告。安永會計師事務所就截至2022年12月31日止年度有關合約協議的持續關連交易發出並無保留意見的函件，當中載有其發現結果及結論，特別確認了交易已獲得董事的批准並已按相關合約安排訂立，且綜合聯屬實體並無向股權持有人作出其後未另行轉讓或轉撥予本集團的任何股息或其他分派。



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Related Party Transactions

Save as disclosed in this annual report, during the Reporting Period, the Company had no connected transactions or continuing connected transactions which are required to be disclosed in accordance with the provisions under Chapter 14A of the Listing Rules in relation to the disclosure of connected transactions.

Details of related party transactions for the year ended 31 December 2022 are set out in note 31 to the consolidated financial statements. For the year ended 31 December 2022, there were no related party transactions that constituted connected transactions or continuing connected transactions that were subject to reporting, announcement or independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

The Shares of the Company were listed on the Stock Exchange on the Listing Date, and the over-allotment options were partially exercised on 4 August 2022. Save as disclosed above, neither the Company nor any of its subsidiaries have repurchased, redeemed or sold any of its listed securities from the Listing Date to 31 December 2022.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the section headed "Directors and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" in this annual report, at no time during the period from the Listing Date to 31 December 2022 and up to the date of this annual report was the Company or any of its subsidiaries, a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of the shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

EQUITY-LINKED AGREEMENTS

Save as disclosed in the section headed "Share Option Scheme" above and the announcement relating to the Share Award Scheme, no equity-linked agreement was entered into by the Company or subsisted during the period from the Listing Date to 31 December 2022.

CHARITABLE DONATIONS

The Group did not make any charitable donation during the year ended 31 December 2022 (2021: RMB100,000).

關聯方交易

除本年報披露者外，於報告期內，本公司概無需要根據《上市規則》第14A章有關披露關連交易的條文予以披露的關連交易或持續關連交易。

截至2022年12月31日止年度的關聯方交易詳情載於綜合財務報表附註31。截至2022年12月31日止年度，概無關聯方交易構成須遵守《上市規則》第十四A章項下申報、公告或獨立股東批准規定的關連交易或持續關連交易。

購買、出售或贖回本公司上市證券

本公司股份於上市日期在聯交所上市，而超額配股權於2022年8月4日獲部分行使。除上文披露者外，自上市日期至2022年12月31日，本公司或其附屬公司概無購回、贖回或出售其任何上市證券。

董事購買股份或債券的權利

除本年度報告「董事及最高行政人員於股份、相關股份及債權證之權益與淡倉」一節中所披露者外，自上市日期至2022年12月31日止期間及直至本年度報告發佈日期，本公司及其任何附屬公司概未訂立任何將令董事能夠通過收購本公司或任何其他法團股份或債券而獲利的安排，且概無董事或其配偶或未滿18歲的子女獲授予任何可認購本公司或任何其他法團的股權或債務證券的權利，或曾行使任何相關權利。

股份掛鈎協議

除本年度報告購股權計劃一節及股份獎勵計劃公告所披露者外，自上市日期至2022年12月31日止期間，本公司並無訂立或存續任何股份掛鈎協議。

慈善捐款

截至2022年12月31日止年度，本集團並無作出任何慈善捐款(2021年：人民幣100,000元)。

Directors' Report 董事會報告

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 14 June 2023 to Monday, 19 June 2023, both dates inclusive, during which period no transfer of shares will be registered. For determining the entitlement of the Shareholders of the Company to attend and vote at the annual general meeting, all Share transfer document(s) accompanied by the relevant share certificate(s) must be lodged with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 13 June 2023.

The proposed final dividend is subject to the approval of the Shareholders at the annual general meeting. The record date for the proposed final dividend is at the close of business on Wednesday, 28 June 2023. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 26 June 2023 to Wednesday, 28 June 2023 (both dates inclusive), during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, Shareholder must return all relevant transfer document(s) and share certificate(s) to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Friday, 23 June 2023.

INDEPENDENT AUDITORS OF THE COMPANY

The Company has appointed Ernst & Young as the auditor of the Company for the year ended 31 December 2022. A resolution will be proposed for approval by Shareholders at the forthcoming AGM to re-appoint Ernst & Young as the auditor of the Company. There has been no change in the Company's auditors in the preceding three years.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

Subsequent to 31 December 2022 and up to the date of this annual report, none of the Directors became aware of any significant events requiring disclosure.

By order of the Board
Sinohealth Holdings Limited
Wu Yushu
Chairman and Chief Executive Officer

暫停辦理股東登記手續

本公司將於2023年6月14日(星期三)至2023年6月19日(星期一)(包括首尾兩日)暫停股東名冊登記, 在此期間將不會辦理股份過戶登記手續。為釐定有權出席股東週年大會並於會上投票的本公司股東身份, 所有股份過戶文件連同相關股票必須於2023年6月13日(星期二)下午四時三十分前送達本公司的香港股份過戶登記分處寶德隆證券登記有限公司辦理登記手續, 地址為香港北角電氣道148號21樓2103B室。

建議末期股息須待股東於股東週年大會上批准後, 方可作實。建議末期股息之記錄日期為2023年6月28日(星期三)營業時間結束之時。為釐定收取建議末期股息之資格, 本公司將於2023年6月26日(星期一)至2023年6月28日(星期三)(首尾兩天包括在內)暫停辦理股東登記手續, 期間將不會進行股份過戶登記。為符合資格收取建議末期股息, 各股東須不遲於2023年6月23日(星期五)下午四時三十分, 將所有有關過戶文件及股票, 交回本公司之香港股份登記分處寶德隆證券登記有限公司(地址為香港北角電氣道148號21樓2103B室)。

本公司獨立核數師

本公司已委任安永會計師事務所擔任本公司截至2022年12月31日止年度的核數師。有關重新委任安永會計師事務所擔任本公司核數師的決議案將於即將召開的股東週年大會上提呈以取得股東批准。在過去三年內, 本公司的核數師沒有變動。

報告期後重要事項

於二零二二年十二月三十一日後及直至本年報日期, 董事概不知悉任何重大事項須予披露。

承董事會命
中康控股有限公司
董事長及首席執行官
吳鬱抒



Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining good corporate governance practices and procedures. The Company was listed on the Main Board of the Stock Exchange on 12 July 2022 and has adopted the code provisions of the CG Code as its own corporate governance code. The Company's corporate governance principles aim to implement effective internal control measures and uphold high standards of ethics, transparency, responsibility and integrity in all aspects of business, in order to ensure that its business and operations are conducted in accordance with applicable laws and regulations and to improve the Board's transparency and accountability to all the Shareholders.

Since the Listing Date to 31 December 2022, the Company has complied with all applicable code provisions as set forth in Part 2 of the CG Code, except for a deviation from the code provision C.2.1 of the CG Code that the roles of the chairman and chief executive should be separate and should not be performed by the same individual. Details of such deviation are summarized below in the subsection headed "Chairman and Chief Executive Officer".

Save for compliance with code provision C.2.1 of the CG Code as stated above, the Company has complied with all applicable code provisions set out in the CG Code from the Listing Date up to 31 December 2022.

The Board reviews the Company's corporate governance practices from time to time in order to meet the expectations of stakeholders and to comply with increasingly stringent regulatory requirements, as well as to fulfill its commitment to excellence in corporate governance. Set out below are the corporate governance principles adopted by the Company from the Listing Date to 31 December 2022.

CORPORATE CULTURE

Corporate culture is the essence of the Group and the guiding principle of the Group's long-term development. It leads and promotes the Group's continuous development towards a world-leading enterprise in the field of life and health. The core values of "professionalism and focus, openness and sharing, responsibility and commitment, persistence and innovation" are rooted in the culture of the Group. By incorporating a conceptual system of "institutional culture × behavioral culture × material culture", our culture guides the operation and management behavior of the Group, unifies ideas internally, activates productivity and enhances cohesion, execution and creativity, thus stabilising the core competitiveness of the Group.

企業管治常規

本公司致力於維持良好的企業管治常規及程序。本公司於2022年7月12日在聯交所主板上市。本公司已採納企業管治守則的守則條文作為其自身的企業管治守則。本公司企業管治原則旨在推行有效的內部控制措施，在業務的各個方面均堅持高標準的道德、透明度、責任感及誠信度，以確保其業務及營運均按照適用法律法規進行，並提高董事會對全體股東的透明度及問責制。

自上市日期至2022年12月31日，本公司一直遵守企業管治守則第二部分所載所有適用守則條文，惟偏離企業管治守則的守則條文第C.2.1條除外，該條規定董事長及首席執行官的職務應有區分，不應由同一人擔任。有關偏離的詳情概述於下文「董事長及首席執行官」分節。

除上述企業管治守則的守則條文第C.2.1的合規情況外，本公司自上市日期直至2022年12月31日已一直遵守企業管治守則所載的所有適用守則條文。

董事會不時檢討本公司的企業管治常規，以滿足持份者的期望，並遵守日益嚴格的監管要求，並履行其對卓越公司管治的承諾。下文載列本公司自上市日期起至2022年12月31日採納的企業管治原則。

企業文化

企業文化是本集團的靈魂，是集團長久發展的精神座標，引領並推動集團不斷朝著生命健康領域全球領先的企業發展。「專業與專注、開放與共享、責任與擔當、堅持與創新」的核心價值觀植根在本集團的文化基因中，通過搭建「制度文化×行為文化×物質文化」的企業文化理念體系，指導著本集團的經營管理行為，在對內統一思想，啟動生產力，增強凝聚力、執行力和創造力，穩固本集團核心競爭力。

Corporate Governance Report 企業管治報告

Through the implementation of the “1+6 system” based on our corporate culture, the Group is enabled to effectively carry out the organisational capabilities of publicity, training, events, recruitment, assessment and promotion based on the actual situation of business and management, thereby supporting the vertical and horizontal implementation of our culture. The Group strengthens employees’ recognition of corporate culture and values and stimulates employees’ enthusiasm, so that the values and behaviors of employees can conform to the value orientation of the Group. Fully considering the interests of stakeholders such as the Company, colleagues and investors and social public interests such as ecological and environmental protection, the Group enhances its brand influence and competitiveness to help its corporate brand realise the corporate vision of “becoming a leading digital technology company in the field of life sciences”.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct for securities transactions by the Directors. Relevant employees of the Company who may be in possession of inside information of the Company by reason of their position or employment are also subject to the Model Code.

Having made specific inquiry of all Directors and relevant employees, each of them confirmed that he/she had complied with all the required standards under the Model Code during the Listing Date and up to 31 December 2022.

BOARD OF DIRECTORS

The Board oversees the Group’s businesses, strategic decisions and performance and should take decisions objectively in the best interests of the Company. The Board will regularly review the contribution required of a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time in performing them. The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making.

BOARD COMPOSITION

The Board comprises six Directors. As at 31 December 2022 and up to the date of this annual report, the Company has two executive Directors, one non-executive Director and three independent non-executive Directors. The composition of the Board is as follows:

Executive Directors

Mr. Wu Yushu (*Chairman*)
Ms. Wang Lifang

Non-executive Director

Mr. Fu Haitao

Independent non-executive Directors

Ms. Wang Danzhou
Ms. Du Yilin
Mr. Wei Bin

通過企業文化落地「1+6體系」，能夠結合業務和管理現狀，有效進行傳播／培訓／活動／招聘／考核／晉升的組織能力，支撐文化縱向與橫向落地。增強員工對企業文化價值觀的認同並激發員工積極性，使員工價值觀與行為符合集團的價值導向，充分考慮公司、同事、投資者等利益相關者的利益以及生態環境保護等社會公共利益，增強品牌影響力與競爭力，助力集團實現「成為生命科學領域全球領先的數字科技公司」的企業願景。

遵守上市發行人董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則，作為其本身有關董事進行證券交易的行為守則。本公司的相關僱員因職務或受僱情況而可能擁有本公司的內幕消息，亦須受標準守則規限。

經向全體董事及相關僱員作出具體查詢後，各董事已確認彼等自上市日期直至2022年12月31日已遵守標準守則所要求的所有標準。

董事會

董事會負責監督本集團的業務、策略決策及表現，並應客觀地為本公司的最佳利益作出決定。董事會將定期審查董事在履行對本公司責任時所應作出的貢獻，以及董事是否有投放足夠時間執行職責。董事會的組成反映本公司在體現有效領導及獨立決策所需技巧及經驗之間作出的必要平衡。

董事會成員

董事會由六名董事組成。於2022年12月31日及直至本年報日期止，本公司有兩名執行董事、一名非執行董事及三名獨立非執行董事。董事會組成如下：

執行董事

吳鬱抒先生 (*董事長*)
王莉芳女士

非執行董事

付海濤先生

獨立非執行董事

王丹舟女士
杜依琳女士
魏斌先生



Corporate Governance Report 企業管治報告

During the period from the Listing Date and up to 31 December 2022, the Board had met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

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

The biographical information of the Directors is set out in the section headed "Directors and Senior Management" in this annual report.

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

Save as disclosed in the section headed "Directors and Senior Management" in this annual report, the Directors do not have any other financial, business, family or other material/relevant relationships with one another.

Chairman and Chief Executive Officer

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Wu Yushu is the founder of the Group. He is the Chairman, the chief executive officer of the Group and an executive Director. He was appointed as a Director on 4 March 2019. He currently holds directorship in each of the subsidiaries of the Group except Guangzhou Kangzhi. He is also the chairman of the Nomination Committee. Mr. Wu is in charge of the overall strategic planning and general management and daily operation of the Group.

自上市日期起至2022年12月31日止期間，董事會一直符合《上市規則》有關委任至少三名獨立非執行董事（即佔董事會人數三分之一）的規定，且其中一名董事具備適當的專業資格或會計或相關財務管理專長。

本公司已根據《上市規則》第3.13條所載的獨立性指引，收到各獨立非執行董事就其獨立性提交的書面年度確認書。本公司認為，根據《上市規則》所載的獨立性規定，所有獨立非執行董事均屬獨立。

董事履歷資料載於本年報「董事及高級管理層」一節。

董事名單（按類別）亦於本公司根據《上市規則》不時發出的所有公司通訊中披露。根據《上市規則》，所有公司通訊均明確指明獨立非執行董事。

除本年報「董事及高級管理層」一節所披露者外，董事彼此之間並無任何其他財務、業務、家族或其他重大／相關關係。

董事長及首席執行官

企業管治守則守則條文第C.2.1條規定，董事長及首席執行官的職務應有區分，不應由同一人擔任。

吳鬱抒先生為本集團創辦人。彼擔任董事長、本集團首席執行官兼執行董事。彼於2019年3月4日獲委任為董事，目前於本集團各附屬公司（廣州康智除外）擔任董事職務。彼亦為提名委員會主席。吳先生負責本集團的整體戰略規劃及全面管理及日常營運。

Corporate Governance Report 企業管治報告

Mr. Wu has over 20 years of experience in healthcare information and data analysis industries. Mr. Wu founded the Group in 2007 and has since played a critical role to the growth and business expansion of the Company. The Board believes that vesting the roles of both the chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group for more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority within the Group will not be impaired by the present arrangement and the current structure will enable the Company to make and implement decisions more promptly and effectively. The Board currently comprises two executive Directors (including Ms. Wang), one non-executive Director and three independent non-executive Directors and therefore, in the Company's view, has an appropriate level of independence element in its composition.

The Board will from time to time review and consider splitting the roles of chairman of the Board and the chief executive officer of the Company to ensure appropriate and timely arrangements are in place to meet changing circumstances.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the Directors has entered into a service contract (in the case of the executive Directors) or has been issued a letter of appointment (in the case of the non-executive Directors and the independent non-executive Directors) for a specific term of three years, which is renewable by mutual consent and subject to the requirements of the Articles of Association.

The Articles of Association provides that all Directors appointed to fill a casual vacancy or as an addition to the Board shall be subject to election by shareholders at the next following general meeting of the Company.

Each Director (including those appointed for a specific term) shall also be subject to retirement and re-election by rotation at least once every three years at the annual general meetings of the Company under the Articles of Association.

RESPONSIBILITIES, ACCOUNTABILITY AND CONTRIBUTION OF THE DIRECTORS AND MANAGEMENT

The Board should assume responsibility for leadership and control of the Company; and is collectively responsible for directing and supervising the Company's affairs. The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

吳先生於醫療健康資訊及數據分析行業擁有逾20年經驗。於2007年成立本集團，自成立以來對本公司的增長及業務擴充至關重要。董事會相信，由同一人兼任主席與首席執行官的角色，可確保本集團內部領導貫徹一致，使本集團的整體策略規劃更有效及更具效率。董事會認為，現行安排將不會損害本集團權力與權限之間的平衡，而現行架構將使本公司能夠更迅速及有效地作出及實施決策。董事會當前由兩名執行董事（包括王女士）、一名非執行董事及三名獨立非執行董事組成，因此，本公司認為其在構成上具備適當獨立的元素。

董事會將不時檢討及考慮將董事會主席與本公司首席執行官的角色分開，以確保作出適當而及時的安排，從而應對不斷變動的情況。

董事委任及重選

各董事均已訂立服務合約（如屬執行董事）或獲發委任書（如屬非執行董事及獨立非執行董事），特定期限為三年，可在雙方同意下續期，但須符合《組織章程細則》的規定。

《組織章程細則》規定，所有為填補臨時空缺或作為董事會新成員而獲委任的董事須於即將舉行的本公司股東大會上由股東選出。

根據《組織章程細則》，每位董事（包括有特定任期者）亦須至少每三年在本公司股東週年大會上輪值退任及膺選連任。

董事會及管理層的責任、問責及貢獻

董事會有責任領導及控制本公司；並集體負責指導及監督本公司的事務。董事會直接及透過其委員會間接領導及指導管理層，包括制定戰略及監察其執行、監察本集團的營運及財務表現，以及確保備有良好的內部控制及風險管理制度。



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All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The Board is also responsible for performing the functions set out in code provision A.2.1 of the CG Code. These include developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board; reviewing and monitoring the training and continuous professional development of Directors and senior management of the Company; reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to the Directors and employees of the Company; and reviewing the Company's compliance with the CG Code from time to time adopted by the Company and the disclosure in the corporate governance report to be contained in the Company's annual report.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgment on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

As regards the code provision under the CG Code requiring directors to disclose the number and nature of offices held in public companies or organisations and other significant commitments as well as their identity and the time involved to the Company, the Directors update the Board regarding offices held in public companies and organisations and other significant commitments once every half year.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

全體董事（包括獨立非執行董事）為董事會帶來廣泛且寶貴的業務經驗、知識及專長，使其可高效及有效地運作。

董事會亦負責履行企業管治守則守則條文第A.2.1條所載的職能，當中包括制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；檢討及監督本公司董事及高級管理人員的培訓及持續專業發展；檢討及監督本公司在遵守法律及監管規定方面的政策及常規；制定、檢討及監督本公司董事及僱員的行為守則及合規手冊（如有）；以及檢討本公司遵守本公司不時採納的企業管治守則的情況及於本公司年報所載企業管治報告內的披露。

獨立非執行董事負責確保本公司的監管報告符合高標準，以及透過對企業行動及營運作出有效的獨立判斷，使董事會內部維持平衡。

全體董事均可全面並及時查閱本公司所有資料，以及在合適情況下要求尋求獨立專業意見以履行其對本公司的職責，而費用由本公司承擔。

鑒於企業管治守則的守則條文要求董事披露於上市公司或機構所擔任職務的數量及性質及其他重大承擔以及身份以及於本公司投入的時間，董事每半年向董事會提供彼等在公眾公司及組織所擔任職務及其他重大承擔的最新資料。

董事會保留其對於有關政策事務、戰略及預算、內部控制及風險管理、重大交易（尤其是可能涉及利益衝突者）、財務資料、董事委任及本公司其他重大經營事務的一切重要事務的決策權。有關執行董事會決策、指導及協調本公司日常營運及管理的職責已轉授予管理層。

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CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

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

In 2022, the Company organized training session conducted by qualified professionals for all the Directors. Such training sessions cover a wide range of relevant topics focusing on directors' duties and responsibilities. Relevant reading materials including seminar handouts have been provided to the Directors for their reference and studying prior to the training session.

During the period from the Listing Date and up to 31 December 2022, each of the Directors, being Mr. Wu Yushu, Ms. Wang Lifang, Mr. Fu Haitao, Mr. Wei Bin, Ms. Wang Danzhou and Ms. Du Yilin, has attended the following training courses: training provided by law firms relating to the business of the Company, and reading materials on various categories and topics, including CG Code, duties and responsibilities of Directors, the Listing Rules and other relevant laws.

BOARD COMMITTEES

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

董事的持續專業發展

董事應不斷接收監管發展及變動的最新消息，以有效履行其職責，並確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。

於2022年，本公司為全體董事組織由合資格專業人士進行的培訓課程。該等培訓課程涉及廣泛的相關主題，專注於董事的職責及責任。本公司亦於培訓課程前向董事提供相關閱讀材料（包括研討會講義），以供參考及細閱。

自上市日期直至2022年12月31日止期間，各董事（即吳鬱抒先生、王莉芳女士、付海濤先生、魏斌先生、王丹舟女士、杜依琳女士）參加的培訓課程包括：由律師提供的與本公司業務有關的培訓，以及閱讀多種類別和議題的資料，包括企業管治守則、董事的職責及責任、上市規則及其他相關法律。

董事會委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，以監督本公司特定方面的事務。本公司所有董事會委員會均已訂有書面的特定職權範圍，清楚列載其權力及職責。審核委員會、薪酬委員會及提名委員會的職權範圍刊載於本公司網站及聯交所網站，而股東亦可要求索取。



Corporate Governance Report 企業管治報告

ATTENDANCE RECORDS OF DIRECTORS AND COMMITTEE MEMBERS

The attendance records of each Director at Board meetings and Board Committee meetings of the Company held since the Listing Date to 31 December 2022 are set out in the table below:

Name of Directors	董事姓名	Attendance/Number of Meetings			
		Board	Audit Committee	Remuneration Committee	Nomination Committee
		董事會	審核委員會	薪酬委員會	提名委員會
Mr. Wu Yushu	吳鬱抒先生	4/4	N/A 不適用	N/A 不適用	—
Ms. Wang Lifang	王莉芳女士	4/4	N/A 不適用	1/1	N/A 不適用
Mr. Fu Haitao	付海濤先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Wei Bin	魏斌先生	4/4	2/2	N/A 不適用	N/A 不適用
Ms. Wang Danzhou	王丹舟女士	4/4	2/2	1/1	—
Ms. Du Yilin	杜依琳女士	<u>4/4</u>	<u>2/2</u>	<u>1/1</u>	<u>—</u>

During the period from the Listing Date and up to 31 December 2022, the Board held four meetings in total, with active participation of all Directors either in person or through electronic means of communication. Since the Listing Date and up to 31 December 2022, no general meeting of the Company was held.

During the period from the Listing Date and up to 31 December 2022, apart from the Board meetings, consents and/or approvals from the Board were obtained by way of written resolutions on a number of matters/transactions.

AUDIT COMMITTEE

The primary duties of the Audit Committee are to make recommendations to the Board on the appointment and dismissal of the external auditor, monitor and review the financial statements and information and oversee the financial reporting system, risk management and internal control systems of the Company.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Wei Bin, Ms. Wang Danzhou and Ms. Du Yilin. Mr. Wei Bin is the chairman of the Audit Committee.

The Audit Committee held two meetings during the period from the Listing Date to 31 December 2022. During the period from the Listing Date to 31 December 2022, the audit committee also held a meeting with external auditors in the absence of executive Directors and management.

董事及委員會成員的出席記錄

上市日期至2022年12月31日舉行的本公司董事會會議及董事會委員會會議各董事的出席記錄載列於下表：

上市日期起至2022年12月31日止期間，本公司共舉行了四次董事會會議，全體董事以親身出席或透過電子通訊方式積極參與。上市日期起至2022年12月31日並無舉行股東大會。

自上市日期起至2022年12月31日止期間，除董事會會議外，亦就多項事宜／交易以書面決議案方式取得董事會同意及／或批准。

審核委員會

審核委員會的主要職責乃就委任及解僱外部核數師向董事會提出建議，監督及審閱財務報表及資料，並監督本公司的財務報告系統、風險管理及內部控制系統。

審核委員會成員包括三名獨立非執行董事魏斌先生、王丹舟女士及杜依琳女士，魏斌先生為審核委員會主席。

審核委員會上市日期起至2022年12月31日止年度內舉行兩次會議，上市日期至2022年12月31日期間，審核委員會亦在執行董事及管理層不在場的情況下與外聘核數師進行了一次會面。

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REMUNERATION COMMITTEE

The primary duties of the Remuneration Committee are to make recommendation to the Board on the overall remuneration policy and structure for all Directors and the senior management of the Group, review remuneration and ensure that none of the Directors determine their own remuneration, as well as review and/or approve related share award schemes.

The Remuneration Committee comprises two independent non-executive Directors, namely Ms. Wang Danzhou and Ms. Du Yilin, and one executive Director, namely Ms. Wang Lifang. Ms. Wang Danzhou is the chairman of the Remuneration Committee.

The Remuneration Committee held one meeting since the Listing Date during the year ended 31 December 2022 to review the adoption of the Share Award Scheme and make recommendations to the Board. Three Remuneration Committee members actively participated in the meeting in person or through electronic communication.

Pursuant to code provision E.1.5 of the CG Code, details of the remuneration of the senior management (other than Directors) for the year ended 31 December 2022 are as follows:

薪酬委員會

薪酬委員會的主要職責乃就本集團全體董事及高級管理層的整體薪酬政策及結構向董事會提出建議，審閱薪酬並確保概無任何董事釐定其自身的薪酬，以及審閱或／及批准有關股份獎勵計劃。

薪酬委員會成員包括兩名獨立非執行董事王丹舟女士和杜依琳女士及一名執行董事王莉芳女士。王丹舟女士為薪酬委員會主席。

薪酬委員會上市日期起至2022年12月31日止年度內舉行一次會議檢討股份獎勵計劃的採納，並向董事會提出建議。三名薪酬委員會成員以親身出席或透過電子通訊方式積極參與。

根據企業管治守則第E.1.5條，截至2022年12月31日止年度，高級管理層（董事除外）的薪酬詳情如下：

Range of Remuneration	薪酬組別	Number of Individual 人數
Nil to RMB1,000,000	零至人民幣1,000,000元	4
RMB1,000,000 to RMB1,500,000	人民幣1,000,000元至人民幣1,500,000元	1
Total	總計	<u>5</u>

Details of the Directors' remuneration are set out in note 8 to the consolidated financial statements in this annual report.

董事薪酬詳情載於本年報綜合財務報表附註8。

NOMINATION COMMITTEE

The primary duties of the Nomination Committee are to review the structure, size, composition and diversity of the Board and make recommendations to the Board regarding candidates to fill vacancies on the Board and/or in senior management. The Nomination Committee comprises two independent non-executive Directors, namely Ms. Wang Danzhou and Ms. Du Yilin, and one executive Director, Mr. Wu Yushu. Mr. Wu Yushu is the chairman of the Nomination Committee.

As the Shares were listed on the Stock Exchange on 12 July 2022, the Nomination Committee did not have any matters that are required to be disclosed for the period from the Listing Date to 31 December 2022 (i.e. less than six months), and therefore did not hold any meetings during the relevant period. The Nomination Committee will fully comply with its terms of reference.

提名委員會

提名委員會的主要職責為審閱董事會的結構、規模、組成及多元性，並就填補董事會及／或高級管理層職位空缺的候選人向董事會提出建議。提名委員會成員包括兩名獨立非執行董事王丹舟女士和杜依琳女士及一名執行董事吳鬱抒先生。吳鬱抒先生為提名委員會主席。

由於股份已於2022年7月12日於聯交所上市，提名委員會自上市日期起至2022年12月31日止期間（即少於六個月內）概無任何事宜須予披露，故並無於相關期間舉行任何會議。提名委員會將全面遵守其職權範圍。

Corporate Governance Report 企業管治報告

BOARD DIVERSITY POLICY AND NOMINATION POLICY

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) which sets out the basic principles to be followed to ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance.

The Company recognises and embraces the benefits of having a diverse Board and considers increasing diversity at the Board level, including gender diversity, as an essential element in maintaining the Company’s competitive advantage and enhancing its ability to attract, retain and motivate employees from the widest possible pool of available talent. Pursuant to the Board Diversity Policy, the Nomination Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption.

The Board currently comprises six Directors, half of whom are female Directors, including Ms. Wang Danzhou and Ms. Du Yilin, independent non-executive Directors, and Ms. Wang Lifang, an executive Director. According to the current composition of the Board, the Company is of the view that gender diversity in respect of the Board has been achieved. Out of the 680 employees of the Group as at 31 December 2022, 421 were female, including two senior management members. Accordingly, the Company considers that gender diversity is also achieved in its workforce generally.

The Board has also adopted the nomination policy (the “**Nomination Policy**”) which sets out the nomination procedures for selecting candidates for election as Directors of the Board of the Group. The Nomination Policy is adopted by the Board and administered by the Nomination Committee.

Selection of board candidates shall be based on, amongst others, character and integrity, qualifications, willingness to devote adequate time and a range of diversity perspectives with reference to the Company’s business model and specific needs. Selection and recommendation of candidates will be based on the nomination procedures and the process and criteria adopted by the Nomination Committee and a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualification, skills, knowledge, and industry and regional experience, length of services, personal integrity and time commitments of the proposed candidates. The Company should also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee shall review the Board Diversity Policy and the Nomination Policy and the measurable objectives periodically, and as appropriate, to ensure the continued effectiveness of the Board.

董事會多元化政策及提名政策

董事會已採納董事會多元化政策（「**董事會多元化政策**」），當中載列須遵循的基本原則，以確保董事會具有必要技能、經驗及多元化觀點之間的適當平衡，以提升董事會的有效性及維持高標準的企業管治。

本公司認可並接受擁有多元化董事會的好處，並認為在董事會層面上不斷增加的多元化（包括性別多元化）是維持本公司競爭優勢，以及增強本公司從最廣泛的可用人庫中吸引、留住和激勵員工的能力的基本要素。根據董事會多元化政策，提名委員會將定期討論，並在必要時就董事會實現多元化（包括性別多元化）的可衡量目標達成一致，並將其推薦給董事會採用。

董事會目前由六名董事組成，其中二分之一為女性董事，包括本公司獨立非執行董事王丹舟女士、杜依琳女士及執行董事王莉芳女士。根據目前董事會的組成情況，本公司認為，已實現董事會的性別多元化。截至2022年12月31日，本集團680名僱員中有421名為女性，包括兩名高級管理人員。因此，本公司認為員工隊伍中亦普遍實現性別多元化。

董事會亦已採納提名政策（「**提名政策**」），當中載列甄選本集團董事會董事候選人的提名程序。有關提名政策經董事會採納，並由提名委員會管理。

董事會候選人的遴選乃基於以下因素（其中包括）性格及誠信、資歷、投入足夠時間的意願以及一系列多元化觀點，經參考本公司的業務模式及特定需求。候選人的遴選及推薦將基於提名程序、提名委員會採納的流程及標準以及多項觀點，包括但不限於建議候選人的性別、年齡、文化及教育背景、專業資格、技能、知識及行業和區域經驗、服務年限、個人誠信及時間承諾。本公司亦應考慮與自身業務模式及不時的特定需求有關的因素。最終決定乃基於所選候選人將為董事會帶來的功績及貢獻作出。

提名委員會應定期檢討董事會多元化政策及提名政策以及可衡量目標（如適用），以確保董事會的持續有效性。

Corporate Governance Report 企業管治報告

INDEPENDENCE OF THE BOARD

The Company recognizes that the independence of the Board is critical to sound corporate governance and the effectiveness of the Board. The Board has established a mechanism to ensure that the independent views and opinions of any Director of the Company can be conveyed to the Board to enhance the objectivity and effectiveness of decision-making.

The Board, through its Nomination Committee and Remuneration Committee, reviews the governance structure and the following mechanisms annually to ensure its effectiveness:

1. Three of the six Directors are independent non-executive Directors, which complies with the requirements of the Listing Rules, i.e. the Board must have at least three independent non-executive Directors and the independent non-executive Directors appointed must account for at least one-third of the number of the Board members.
2. Before candidates are nominated for appointment as new independent non-executive Directors, the Nomination Committee and Remuneration Committee will assess their independence, qualifications and time commitment, and will also assess the continuing independence and the time commitment of existing independent non-executive Directors annually. According to Rule 3.13 of the Listing Rules, all independent non-executive directors are required to confirm in writing that they meet the independence requirements each year, and disclose the number and nature of positions they hold in listed companies or organizations and their other major commitments.
3. The Nomination Committee and Remuneration Committee will conduct an annual performance appraisal of independent non-executive Directors to assess their contributions.
4. External independent professional advice is available to individual Directors upon request.
5. All Directors are encouraged to freely express their independent opinions and constructive queries on the Board/Board committees.
6. No equity-based remuneration related to performance is granted to independent non-executive Directors.
7. Directors (including independent non-executive Directors) who have a material interest in a contract, arrangement or other proposal shall not vote on, or be counted in the quorum of, any resolution of the Board approving such matters.
8. The chairman of the Board meets with independent non-executive Directors every year in the absence of executive Directors and non-executive Directors.

董事會獨立性

本公司深知董事會獨立性對良好企業管治及董事會效能至關重要。董事會已設立機制，確保本公司任何董事的獨立觀點及意見能傳達予董事會，以提升決策的客觀性及成效。

董事會通過其提名委員會及薪酬委員會每年檢討管治架構及以下機制，以確保其成效：

1. 六名董事中有三名為獨立非執行董事，符合上市規則的規定，即董事會須至少有三名獨立非執行董事且所委任的獨立非執行董事須至少佔董事會人數的三分之一。
2. 在候選人獲提名委任為新獨立非執行董事前，提名委員會及薪酬委員會將評估其獨立性、資格及時間投入，亦會每年評估現有獨立非執行董事的持續獨立性及彼等的時間投入。根據上市規則第3.13條，所有獨立非執行董事均須每年以書面確認彼等符合獨立性要求，並披露彼等於上市公司或組織擔任的職位數目及性質以及其他重大承擔。
3. 提名委員會及薪酬委員會將每年對獨立非執行董事進行表現評核，以評估之貢獻。
4. 倘個別董事要求時，均可獲得外部獨立專業意見。
5. 鼓勵所有董事在董事會／董事委員會上自由表達彼等的獨立意見及富建設性之質疑。
6. 概不會向獨立非執行董事授予與表現績效相關之股本權益酬金。
7. 於合約、安排或其他提案中擁有重大權益的董事（包括獨立非執行董事）不得就批准該等事項之任何董事會決議案投票或計入法定人數。
8. 董事長每年在執行董事及非執行董事不在場情況下會見獨立非執行董事。

Corporate Governance Report 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROLS

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

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

The Company has developed and adopted various risk management policies, procedures and internal control process with defined rights and responsibilities for each key personnel, including but not limited to, intellectual property management policy, anti-bribery policy, anti-money laundering management, risk assessment management, connected transaction management, procurement and payment management, assets management, human resources and remuneration management, capital management and information system security management policy.

The Group has established an internal audit department which is responsible for reviewing the effectiveness of internal controls and reporting to the Audit Committee and senior management on any issues identified. The Group's internal audit department members are required to report to the management to discuss any internal control issues that the Group encounters and the corresponding measures to implement toward resolving such issues. The internal audit department also reports to the Audit Committee to ensure that any major issues identified are channeled to the committee on a timely basis. The Audit Committee then discusses the issues and reports to the Board, if necessary.

The Board has conducted an annual review of the Group's risk management and internal control systems for the year ended 31 December 2022, and considers that:

- 1) the financial records have been properly maintained and the financial statements give a true and fair view of the operations and finances of the Group; and
- 2) the risk management and internal control systems of the Group are effective and adequate.

風險管理及內部控制

董事會確認其對風險管理及內部控制系統負有責任，並負責檢討其成效。該等系統旨在管理而非消除未能達成業務目標的風險，且僅能就並無重大失實陳述或損失作出合理而非絕對保證。

董事會全面負責評估及釐定本公司達成戰略目標時所願意承擔的風險性質及程度，並設立及維護適當而有效的風險管理及內部控制系統。審核委員會協助董事會領導管理層並監督風險管理及內部控制系統的設計、實施及監控。

本集團制定及採納了各種風險管理政策、程序及內部控制流程，並明確了各名人士的權利和職責，包括但不限於、知識產權管理政策、反腐敗政策、反洗錢管理、風險評估管理、關連交易管理、採購及支付管理、資產管理、人力資源及薪酬管理、資本管理及信息系統安全管理政策。

本集團已建立一個內部審計部門，負責審查內部控制系統的有效性，並就發現的問題向審核委員會和高級管理層報告。本集團的內部審計部門成員需要向管理層報告，以討論本集團所面臨的內部控制問題以及解決這些問題的相應措施。內部審計部門亦向審核委員會報告，以確保將發現的任何重大問題及時提交予該委員會。屆時審核委員會討論這些問題，並在必要時向董事會報告。

董事會已就本集團截至2022年12月31日止年度的風險管理及內部控制系統進行年度檢討，並確認：

- 1) 財務記錄得到妥善保存，財務報表真實、公正地反映了本集團的營運及財務狀況；及
- 2) 本集團的風險管理及內部控制系統有效和充分。

Corporate Governance Report 企業管治報告

Based on the risk management and internal audit systems established by the Group, the Board and the Audit Committee considered that, through the review of risk management and internal audit systems of the Group, it can evaluate and improve their effectiveness. The Board, with the concurrence of the Audit Committee, considered that the Group's internal control systems, including financial, operational and compliance, were effective and adequate for the year ended 31 December 2022 based on the work performed and report prepared by the team as well as the confirmation letter received by the management. The Group will perform ongoing assessments to update all material risk factors on a regular basis. In any case, review of risk management and internal control systems by the Board will be conducted annually.

AUDIT COMMITTEE

The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2022, including the accounting principles and practices adopted by the Group. The Audit Committee has no objection to the accounting treatment adopted by the Company.

WHISTLEBLOWING POLICY

The Company has adopted arrangement to facilitate employees and other stakeholders to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters.

The Audit Committee shall review such arrangement regularly and ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action.

INSIDE INFORMATION

The Company has developed its disclosure policy which provides a comprehensive guidance to the Company's Directors, senior management and relevant employees on handling and disseminating confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorized access and use of inside information are strictly prohibited.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2022.

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

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 144 to 151 of this annual report.

基於本集團建立的風險管理及內部審計系統，董事會及審核委員會認為，通過檢討本集團的風險管理及內部審計系統，可評估及改善其有效性。與審核委員會意見一致，董事會認為，基於團隊所履行的工作及編製的報告以及管理層收到的確認函，本集團的內部控制系統（包括財務、營運及合規）於截至2022年12月31日止年度屬有效及充分。本集團將持續進行評估，以定期更新所有重大風險因素。無論如何，董事會每年均會對風險管理及內部控制系統進行審查。

審核委員會

審核委員會已審閱本集團截至2022年12月31日止年度經審核的綜合財務報表，包括本集團所採納的會計原則及慣例。審核委員會對本公司採用的會計處理沒有異議。

檢舉政策

本公司已採取安排，以便利僱員及其他利益相關者對財務報告、內部控制或其他事項中可能存在的不當行為提出保密舉報。

審核委員會應定期審閱有關安排，確保備有適當安排以公平、獨立調查該等事項，並採取適當的後續行動。

內幕信息

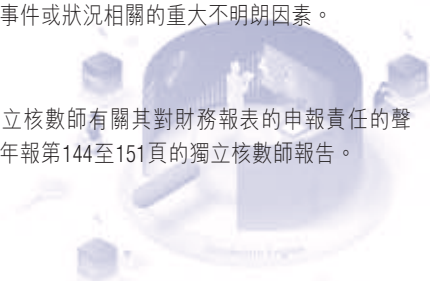
本公司已制定其披露政策，為本公司董事、高級管理層及相關僱員提供了處理和傳播機密資料、監察資料披露及回應查詢的全面指引。已實施管制程序以確保嚴格禁止未經授權訪問及使用內幕信息。

董事就財務報表的責任

董事確認彼等編製本公司截至2022年12月31日止年度財務報表的責任。

董事並不知悉任何可能對本公司持續經營能力構成重大疑問的事件或狀況相關的重大不明朗因素。

本公司獨立核數師有關其對財務報表的申報責任的聲明載於本年報第144至151頁的獨立核數師報告。



Corporate Governance Report 企業管治報告

DIVIDEND POLICY

The Company has adopted a dividend policy which is in accordance with the relevant provisions of the Articles of Association. Pursuant to the dividend policy, the Company may from time to time declare dividends in any currency to be paid to the members of the Company but no dividend shall be declared in excess of the amount recommended by the Board. No dividend shall be declared or payable except out of the profits and reserves of the Company lawfully available for distribution, including share premium. No dividend shall carry interest which will be borne by the Company. The Company may distribute dividends by way of cash or by other means that the Board considers appropriate, based on various factors such as the Company's earnings and financial condition, operation needs, capital requirements, payment to the Company of cash dividend by its subsidiaries and other factors that the Directors may deem relevant. The Company will continue to re-evaluate its dividend plan in light of its operation needs, earnings, financial condition, working capital requirements and future business plans as the Board may deem relevant at such time.

EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

The remuneration paid/payable to the external auditor of the Company in respect of audit services and non-audit services for the year ended 31 December 2022 amounted to RMB1.1 million and RMB1.1 million, respectively.

JOINT COMPANY SECRETARIES

The Company has engaged SWCS Corporate Services Group (Hong Kong) Limited, an external service provider, and Ms. Zhang Xiao has been appointed as a joint company secretary of the Company. Her primary contact person at the Company is Ms. Yi Xuhui, the other joint company secretary of the Company.

The joint company secretaries completed more than 15 hours of professional training as required under Rule 3.29 of the Listing Rules for the year ended 31 December 2022 to update their skills and knowledge.

SHAREHOLDERS' RIGHTS

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

股息政策

本公司已採納股息政策，乃根據《組織章程細則》的相關條文編製。根據股息政策，本公司可不時宣派將以任何貨幣向本公司股東派付的股息，但所宣派超的股息不得超過董事會所建議的金額。除合法可供分配的本公司溢利及儲備（包括股份溢價賬）外，不得宣派任何股息。本公司概不承擔股息的利息。本公司可根據多項因素（例如本公司的盈利及財務狀況、營運需求、資本需求、附屬公司向本公司派付的現金股息及董事認為可能相關的任何其他情況）以現金或董事會認為合適的方式分派股息。本公司將繼續根據董事會屆時可能認為相關的營運需求、盈利、財務狀況、營運資金需求及未來業務計劃重新評估股息計劃。

外聘核數師及核數師薪酬

截至2022年12月31日止年度就審核服務及非審核服務已付／應付本公司外聘核數師的薪酬分別為人民幣1.1百萬元及人民幣1.1百萬元。

聯席公司秘書

本公司已委聘外部服務供應商方圓企業服務集團（香港）有限公司，張瀟女士獲委任為本公司聯席公司秘書。其於本公司的主要聯絡人為本公司另一聯席公司秘書易旭暉女士。

截至2022年12月31日止年度，聯席公司秘書已根據《上市規則》第3.29條完成超過15小時之專業培訓，以更新彼等的技術及知識。

股東權利

為保障股東權益及權利，各實質上獨立的事宜（包括推選個別董事）應以獨立決議案形式於股東大會上提呈。根據《上市規則》，在股東大會上提呈的所有決議案均將以投票方式表決。投票結果將於各股東大會結束後於本公司及聯交所網站上登載。

Corporate Governance Report 企業管治報告

Convening an Extraordinary General Meeting

Pursuant to the Articles of Association, extraordinary general meetings shall also be convened on the written requisition of any one or more members deposited at the principal office of the Company in Hong Kong specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

Putting Forward Proposals at General Meetings

There are no provisions in the Articles of Association or the Cayman Companies Act for shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph. As regards proposing a person for election as a Director, please refer to the "Procedures for shareholders to propose a person for election as director" of the Company which is posted on the Company's website.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

The contact details of the Company are set out in the Company's website (ir.sinohealth.cn).

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

召開股東特別大會

根據《組織章程細則》，股東特別大會可應本公司任何一名或以上股東的書面要求召開，惟彼等須將列明大會議題及經請求人簽署的書面要求送交本公司於香港的主要辦事處，且該等請求人於送交要求之日須持有不少於十分之一的附有本公司股東大會表決權的本公司繳足股本。

於股東大會上提呈建議

《組織章程細則》或開曼群島《公司法》概無有關股東於股東大會上提呈新決議案的條文。有意提呈決議案之股東可依循上段所載程序向本公司要求召開股東大會。有關提名一名人士參選董事的事宜，請參閱本公司「股東提名一名人士參選董事的程序」，登載於本公司網站。

向董事會作出查詢

就向本公司董事會作出任何查詢而言，股東可將書面查詢發送至本公司。本公司通常不會處理口頭或匿名的查詢。

聯絡詳情

本公司聯絡詳情載列於本公司網站ir.sinohealth.cn。

為免生疑問，股東須於上述地址存置及發出正式簽署之書面要求、通知或聲明或查詢（視情況而定）之正本，並提供其全名、聯絡詳情及身份，方為有效。股東資料可能根據法律規定而予披露。



Corporate Governance Report 企業管治報告

Communication with Shareholders and Investors

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

The Company maintains a website at ir.sinohealth.cn as a communication platform with shareholders of the Company and investors, where the financial information and other relevant information of the Company are available for public access.

As the Company was only listed on the Stock Exchange since 12 July 2022, no shareholders meeting has been held yet. The Company will review the implementation and effectiveness of its shareholders communication policy and report on the same next year.

CONSTITUTIONAL DOCUMENTS

In preparation for the Company's Listing on the Stock Exchange, the Company has adopted the Articles of Association, which became effective on the Listing Date. During the period from the Listing Date and up to 31 December 2022, the Company did not made any changes to its Articles of Association. An up-to-date version of the Articles of Association is available on the websites of the Company and of the Stock Exchange.

與股東及投資者溝通

本公司認為，與股東維持有效溝通對提升投資者關係及加強投資者對本集團業務表現及策略的瞭解而言至關重要。本公司致力維持與股東的持續交流，尤其是透過股東週年大會及其他股東大會等渠道。於股東週年大會上，董事（或其代表（如適用））將會見股東並回答彼等之查詢。

本公司設有網站ir.sinohealth.cn，以作與本公司股東及投資者的溝通平台，本公司的財務資料及其他相關資料均可於網站供公眾瀏覽。

由於本公司自2022年7月12日起才在聯交所上市，尚未舉行股東大會。本公司將檢討其股東溝通政策的實施情況及有效性，並於明年進行報告。

章程文件

為籌備本公司於聯交所上市，本公司已採納《組織章程細則》，於上市日期生效。自上市日期直至2022年12月31日止期間，本公司並無對其《組織章程細則》作出任何更改。最新版本的《組織章程細則》可於本公司及聯交所網站查閱。

Environmental, Social and Governance Report

環境、社會及管治報告

1. ABOUT THIS REPORT

This report is the first Environmental, Social and Governance Report (hereinafter referred to as “this report” or “ESG Report”) issued by Sinohealth Holdings Limited. The ESG Report aims to present the Group’s governance strategy and performance in respect of its sustainable development. At the same time, we objectively communicate our efforts and contributions in sustainable development to various stakeholders.

1.1 Reporting period and scope

Unless otherwise specified, the reporting period refers to the financial year from 1 January 2022 to 31 December 2022.

This report covers all subsidiaries of the Group, and discloses the relevant performance of the Company in respect of identified major environmental and social issues in accordance with the reporting standards.

1.2 Reporting standards

This report was prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) set out in Appendix 27 of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) issued by the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) based on the actual situation of the Group. This report complies with the “mandatory disclosure” and “comply or explain” provisions.

Materiality. The Group has sorted out and evaluated the level of materiality based on the communication with internal and external stakeholders, collection of public available information and peer benchmarking, and used the evaluation results as an important reference for disclosure in this report. The board of directors has confirmed the major environmental, social and governance issues during the reporting period.

Quantification. The key performance indicators disclosed in this report are all measurable, and where applicable, the standards, methods, assumptions and/or calculation methods used are disclosed.

Balance. The performance of the Group during the reporting period is presented in an impartial manner to avoid possible inappropriate influence on the decision-making or judgement of the readers of this report due to selection, omission or presentation format.

1. 關於本報告

本報告為中康控股有限公司發佈的第一份環境、社會及管治報告（下稱[本報告]或[ESG報告]）。ESG報告旨在展示本集團在可持續發展方面的管治策略及表現。同時向各利益相關者較為客觀的傳達我們在可持續發展方面的努力及貢獻。

1.1 報告期間及範圍

除另有指明外，本報告期間指於二零二二年一月一日起至二零二二年十二月三十一日止財政年度。

本報告涵蓋本集團所有附屬公司，並依據報告準則，披露識別出的重大環境及社會問題方面本公司的相關表現。

1.2 報告準則

本報告根據香港聯合交易所有限公司（[聯交所]）頒佈的聯交所證券上市規則（[上市規則]）附錄27所載的環境、社會及管治報告指引（[ESG報告指引]），並結合本集團實際情況進行編製。遵循強制披露及不遵守就解釋的規定。

重要性。本集團基於內外部利益相關者溝通、公開信息收集、同行對標，梳理並評估了重要性水準，並根據評估結果作為本報告披露的重要參考。董事會已確認本報告期間的重大環境、社會及管治議題。

量化。本報告中披露的關鍵績效指標均可計量，並在適用的情況下披露所使用的標準、方法、假設及／或計算方法。

平衡。本集團在報告期間的表現將不偏不倚地呈報，避免可能會因選擇、遺漏或呈報格式而不恰當地影響報告讀者決策或判斷。



Environmental, Social and Governance Report 環境、社會及管治報告

Consistency. The Group will maintain the consistency of the methodology and key performance indicators between the reporting period and subsequent reporting periods, so that longitudinal and meaningful comparisons can be made between different financial years.

1.3 Reporting language

This report is published in both Chinese and English.

1.4 Approval of the report

All contents of this report have been reviewed and approved by the board of directors of the Company for publication. The Board undertakes to monitor the contents of this report to ensure that there are no false and misleading statements or major omissions.

1.5 Feedback

The Group welcomes your feedback, especially the feedback on the highly important issues listed in the materiality assessment and the Group's ESG policy and performance. Readers who wish to share their views with the Group are also welcome to send emails to ir@sinohealth.cn.

2. ABOUT SINOHEALTH HOLDINGS

2.1 Company mission:

developing smart healthcare industry and promoting smart healthy life

2.2 Company vision:

becoming a leading digital technology company in the field of life sciences

2.3 Corporate values:

professionalism and focus; openness and sharing; responsibility and commitment; persistence and innovation

一致性。本集團將保持報告期間與日後報告期間的方法及關鍵績效指標的一致性，以便不同財年可以進行縱行有意義的對比。

1.3 報告語言

本報告以中文和英文兩個語言版本發佈。

1.4 報告批准

本報告所有內容已經獲得本公司董事會審議通過，予以發佈。董事會承諾對報告內容進行監督，確保不存在虛假及誤導性陳述或重大遺漏。

1.5 意見反饋

本集團歡迎閣下提供意見反饋，尤其是有關重要性評估所列高度重要議題及其在ESG方針及表現上的意見反饋。讀者如欲向本集團分享其見解，亦歡迎發電郵至 ir@sinohealth.cn。

2. 關於中康控股

2.1 公司使命：

智慧健康產業智慧健康生活

2.2 公司願景：

成為生命科學領域領先的數字科技公司

2.3 企業價值觀：

專業與專注、開放與共享、責任與擔當、堅持與創新

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2.4 Corporate culture: Corporate culture is the essence of the Group and the guiding principle of the Group's long-term development. It leads and promotes the Group's continuous development towards a world-leading enterprise in the field of life and health. The core values of "professionalism and focus, openness and sharing, responsibility and commitment, persistence and innovation" are rooted in the culture of the Group. By incorporating a conceptual system of "institutional culture × behavioral culture × material culture", our culture guides the operation and management behavior of the Group, unifies ideas internally, activates productivity and enhances cohesion, execution and creativity, thus stabilising the core competitiveness of the Group.

Through the implementation of the "1+6 system" based on our corporate culture, the Group is enabled to effectively carry out the organisational capabilities of publicity, training, events, recruitment, assessment and promotion based on the actual situation of business and management, thereby supporting the vertical and horizontal implementation of our culture. The Group strengthens employees' recognition of corporate culture and values and stimulates employees' enthusiasm, so that the values and behaviors of employees can conform to the value orientation of the Group. Fully considering the interests of stakeholders such as the Company, colleagues and investors and social public interests such as ecological and environmental protection, the Group enhances its brand Influence and competitiveness to help its corporate brand realise the corporate vision of "becoming a leading digital technology company in the field of life sciences".

2.4 企業文化：企業文化是本集團的靈魂，是集團長久發展的精神座標，引領並推動集團不斷朝著生命健康領域全球領先的企業發展。「專業與專注、開放與共享、責任與擔當、堅持與創新」的核心價值觀植根在本集團的文化基因中，通過搭建「制度文化×行為文化×物質文化」的企業文化理念體系，指導著本集團的經營管理行為，在對內統一思想，啟動生產力，增強凝聚力、執行力和創造力，穩固本集團核心競爭力。

通過企業文化落地「1+6體系」，能夠結合業務和管理現狀，有效進行傳播／培訓／活動／招聘／考核／晉升的組織能力，支撐文化縱向與橫向落地。增強員工對企業文化價值觀的認同並激發員工積極性，使員工價值觀與行為符合集團的價值導向，充分考慮公司、同事、投資者等利益相關者的利益以及生態環境保護等社會公共利益，增強品牌影響力與競爭力，助力集團實現「成為生命科學領域領域全球領先的數字科技公司」的企業願景。



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2.5 Awards and honors

The Group promotes the digital and intelligent transformation of the out-of-hospital market in the healthcare industry by actively developing high and new technologies such as artificial intelligence, big data technology and cloud computing. In FY2022, we were recognised by various different institutions and won numerous awards.

2.5 獎項及榮譽

本集團通過積極發展人工智慧、大數據技術和雲計算等高新技術來推動健康產業院外市場的數字化和智能化轉型。2022財年，我們獲得多家不同機構的認可，並取得多項殊榮。

Award names/Title of honors 獎項／榮譽名稱	Granting time 頒發時間	Granting unit 授予單位
China Digital Marketing Landscape (Version 2022) 中國數字營銷生態圖譜2022版	November 2022 2022年11月	China Advertising Association of Commerce, Digital Marketing Committee, Tiger Roar Award Committee and Miaozen Academy of Marketing Science 中國商務廣告協會數字營銷專業委員會、虎嘯獎組委會、秒針營銷科學院
Recognised and Rewarded Enterprise for Headquarters Policy in Nansha District in 2022 2022年南沙區總部政策認定及獎勵企業	December 2022 2022年12月	Investment Promotion Bureau of Guangzhou Nansha Economic and Technological Development Zone 廣州南沙經濟技術開發區投資促進局
TOP 100 Most Innovative Medical Technology Product (Solution) in VB-Find Award 2022 VB-Find Award 2022最具創新性醫療科技產品(解決方案)TOP100	December 2022 2022年12月	VBDATA.CN 動脈網
"Innovative Enterprise of the Year" Award in Ifeng.com International Big Health Summit 2022 2022鳳凰網國際大健康峰會「年度創新力企業」獎	December 2022 2022年12月	Ifeng.com 鳳凰網
Most Popular New Stock Company Among Investors Surveyed by Zhitong Finance 智通財經最受投資者歡迎新股公司	December 2022 2022年12月	Zhitong Finance 智通財經
Xueqiu Annual Gold List – Top 100 Potential Listed Companies 2022 2022雪球年度金榜 – 潛力上市公司100榜	December 2022 2022年12月	Xueqiu.com 雪球
Top List of Artificial Intelligence Enterprises with Most Development Potential in Guangzhou 2022 2022廣州最具發展潛力人工智慧企業榜單	December 2022 2022年12月	Guangzhou Science and Technology Bureau, Guangzhou Science and Technology Progress Foundation, Guangzhou Industry Investment Holding Group and Guangzhou Technology Finance Group 廣州市科學技術局、廣州市科技進步基金會、廣州產業投資控股集團、廣州科技金融集團
EDGE AWARDS: Enterprise List – Annual Medical Innovation Enterprise EDGE AWARDS企業榜 – 年度醫療創新企業	December 2022 2022年12月	TMT 鈦媒體
EDGE AWARDS: Enterprise List – Annual Industrial Innovation Brand EDGE AWARDS企業榜 – 年度產業創新品牌	December 2022 2022年12月	TMT 鈦媒體
High and New Technology Enterprise 2022 2022年高新技術企業	December 2022 2022年12月	Department of Science and Technology of Guangdong Province, Guangdong Provincial Department of Finance and Guangdong Provincial Taxation Bureau 廣東省科技廳、廣東省財政廳和廣東省稅務局

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3. IMPROVING THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE STRUCTURE TO ENHANCE THE LEVEL OF SUSTAINABLE DEVELOPMENT

On 22 June 2022, the 26th Meeting of the Central Committee for Comprehensively Deepening Reform reviewed and approved the “Opinions on Building a Basic System for Data to Fully Utilise Data as the Core Element”. In December 2022, the Central Committee of the Communist Party of China and the State Council issued the “Opinions on Building a Data-Based Payment System to Fully Utilise Data as the Core Element”. As a new type of production factor, data is the foundation of digitalisation, networking and intelligence. It has been rapidly integrated into each aspect of production, distribution, circulation, consumption and social service management, profoundly changing production methods, lifestyles and social governance means. As a leader in domestic health big data, the Group has been actively engaged in the healthcare industry for 16 years, and has a sound master data system and a huge database for retail market insights. Through its big data, artificial intelligence and cloud computing technology, the Group will continue to empower the field of life sciences and contribute to the digital transformation and upgrading of the healthcare industry.

The Group is well aware of the importance of sustainable development, and is committed to integrating the concept of sustainable development into the Group’s daily operations and fulfilling corporate social responsibilities. Since a sound ESG governance system is a necessary condition for sustainable development, the Board also supports the Group’s commitment to fulfilling its ESG responsibilities.

3. 完善環境、社會及管治架構，提升可持續發展水準

2022年6月22日，中央全面深化改革委員會第二十六次會議審議通過《關於構建數據基礎制度更好發揮數據要素作用的意見》。2022年12月，中共中央國務院對外發佈《關於構建數據基礎支付更好發揮數據要素作用的意見》。數據作為新型的生產要素，是數字化、網絡化、智能化的基礎，已快速融入生產、分配、流通、消費和社會服務管理等各環節，深刻改變著生產方式、生活方式和社會治理方式。作為國內健康大數據的領先者，本集團深耕健康產業16年，擁有產業健全的主數據體系和龐大的零售市場洞察資料庫。通過大數據、人工智慧和雲計算技術，不斷賦能生命科學領域，持續助力健康產業數智化轉型升級。

本集團深知可持續發展的重要性，致力於將可持續發展的理念融入到集團日常運營過程中，並履行企業社會責任。完善的ESG管治制度是可持續發展的必要條件，董事會亦支持本集團對於履行ESG所作的承諾。



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3.1 Statement of the Board

The Group has established an ESG management framework to strengthen the Group's management of sustainable development and fulfill corporate social responsibilities. The Board is responsible for the overall supervision of the Group's ESG issues, performance, climate risks and opportunities, and regularly reviews, discusses and approves the Group's ESG governance policies, strategies and risks and assumes full responsibility for all ESG strategies and reports.

3.2 Environmental, social and governance framework

The Board supports our commitment to fulfill environmental, social and governance responsibilities, and is responsible for managing the overall direction of our environmental, social and governance policies and ensuring the effectiveness of strategy implementation, as well as monitoring the Group's performance and compliance disclosure relating to its achievement of ESG goals. The Group has established an ESG Management Committee under the Board, led by Mr. Wu Yushu, the Chairman of the Board and an executive Director, to support the Board in formulating and implementing environmental, social and governance policies, as well as collecting and disclosing environmental, social and governance data. The ESG Management Committee assists the Board in supervising the implementation of environmental, social and governance policies and measures and report to the Board on a regular basis. When major deviations from the goals are detected, the ESG Management Committee will actively investigate the reasons for any deviation from the goals and objectives, and the Board will modify the Group's environmental, social and governance strategies as appropriate.

We have also set up an ESG team which is responsible for implementing the environmental, social and governance policies and measures formulated by the ESG Management Committee. The team members come from key departments such as the human resources operation center, administration and procurement center, sales center, IT and process center, and securities and legal department. The team is specifically responsible for the implementation of various ESG affairs, understanding the demands of stakeholders, evaluating ESG risks based on the Company's business conditions, improving assessment indicators and facilitating the achievement of the ESG tasks and is responsible for disclosing annual ESG information.

3.1 董事會聲明

本集團已建立ESG管理架構，以加強本集團對可持續發展的管理及履行企業社會責任。董事會負責全面監管本集團的ESG議題、表現、氣候風險及機會，並定期檢討、討論及審批本集團ESG的管治方針、策略及風險，對所有ESG策略及彙報承擔全部責任。

3.2 環境、社會及管治架構

董事會支持我們履行環境、社會及管治責任的承諾，負責把控我們環境、社會及管治政策的整體方向並確保策略實施的有效性，監察本集團在實現ESG目標方面的表現及合規披露。本集團在董事會下設ESG管理委員會，由本集團的董事會主席及執行董事吳鬱抒先生領導，以支持董事會制定及實施環境、社會及管治政策，以及收集和披露環境、社會及管治數據，協助董事會監督環境、社會及管治政策及措施的實施情況，並定期向董事會報告。當發現與目標存在重大差異時，ESG管理委員會將積極調查任何偏離目標及目的的原因，董事會將酌情修改本集團的環境、社會及管治策略。

我們亦成立ESG團隊，負責執行ESG管理委員會制定的環境、社會及管治政策及措施方案，團隊成員涵蓋人力運營中心、行政與採購中心、銷售中心、IT與流程中心及證券與法務等關鍵部門。具體負責ESG各項事務的執行，瞭解利益相關者訴求，並結合公司業務情況評估ESG風險，完善考核指標，推進ESG工作成果，並負責披露年度ESG信息。

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Members of the ESG Committee are familiar with the corresponding environmental, social and governance requirements in the Listing Rules of the Stock Exchange, and continue to follow up the review reports on disclosure practices issued by the Stock Exchange from time to time, in order to review the content of the report disclosed by the Group and adopt the suggestions for corporate report disclosure, so as to continuously improve the content of the report.

During the two board meetings held regularly by the Group each year, the ESG Committee reports on the implementation of ESG policies during the period, the Directors discuss and communicate with each other on important ESG disclosure matters and make suggestions on important matters disclosed. Such matters include, among others, in terms of the marketing and expansion of business, encouraging the use of online meetings or conference calls on the premise of not affecting the marketing effect, which can not only reduce promotion costs and improve efficiency, but also reduce the number of business trips to reduce carbon emissions.

The board of Directors of the Group will continue to focus on the previously committed goals and continue to promote the implementation of relevant measures to reduce our carbon footprint.

ESG委員會成員熟知聯交所上市規則中對應環境、社會及管治方面的要求，並不斷的深入跟進聯交所不時發佈的披露常規情況審閱報告，以審視集團披露報告內容，採納報告中對應企業報告披露的建議，從而不斷完善報告內容。

在集團每年定期召開的兩次董事會中，ESG委員會對期間內ESG政策執行情況進行彙報，各位董事對ESG方面重要披露事宜進行討論和交流，並對披露的重要事項提出建議，如結合業務業務營銷和拓展，在不影響營銷效果的前提下，鼓勵採用線上會議或者電話會議的形式，既降低推廣成本，提升效率，同時減少商務旅行次數以減少碳排放。

本集團董事會將持續關注於之前承諾的目標，並繼續推進相關舉措的執行，以減少我們的碳足跡。



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3.3 Communication with stakeholders

With regard to the management of environmental, social and climate-related issues, the Board recognises the expectations of stakeholders and the importance of their engagement. Therefore, the Board supervises the implementation of communication channels between stakeholders and the Group to ensure that the Group has established an appropriate and effective risk management and internal control system for environmental, social and governance.

The Group actively understands the concerns and specific demands of stakeholders, gives timely feedback to stakeholders, and optimises the Company's ESG management decisions and measures based on the feedback. We are committed to optimising the communication channels with different stakeholders, collecting opinions from all parties through normal and sufficient communication, thus improving the Company's management level and achieving its sustainable development.

3.3 利益相關者的溝通

關於環境、社會及氣候相關問題的管理，董事會認識到利益相關者的期望及參與的重要性。因此，董事會監督利益相關者與本集團之間溝通渠道的實施，確保本集團設立合適及有效的環境、社會及管治風險管理及內部控制系統。

本集團積極瞭解利益相關者的關注重點與具體訴求，及時給予利益相關者回饋，並將根據回饋意見優化公司ESG管理決策與措施。我們致力於優化與不同利益相關者的溝通渠道，通過常態化的充分溝通收集各方意見，提升公司管理水準，實現可持續發展。

Types of stakeholders 利益相關者類別	Expectations 期望	Communication channels 溝通渠道
Shareholders and investors 股東及投資者	Corporate sustainable development 企業可持續發展	Annual general meetings and other general meetings 股東周年大會及其他股東會議
	Financial results 財務業績	Roadshow 路演
	Compliance with relevant laws and regulations 遵守相關法律法規	Financial report 財務報告
	Timely announcement of the latest corporate information 及時公佈企業最新信息	Announcements and circulars 公告及通函
Customers 客戶	Fulfilling product and service responsibilities 履行產品及服務責任	Customer service center 客戶服務中心
	Stability of software platform 軟體平台穩定性	Account manager 客戶經理
	Network security management 網絡安全管理	Customer satisfaction survey and opinion form 客戶滿意度調查和意見表
	Compliance operation 合規經營	
	Intellectual property protection 知識產權保護	

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Types of stakeholders 利益相關者類別	Expectations 期望	Communication channels 溝通渠道
Suppliers and business partners 供應商及合作夥伴	Business ethics and creditworthiness 商業道德與信譽 Win-win cooperation 合作共贏 Fair competition 公平競爭	Supplier management meetings and events 供應商管理會議及活動 Supplier service hotline 供應商服務熱線
Employees 僱員	Compensation and benefits 薪酬與福利 Career development 職業發展 Health and safety 健康與安全 Equal opportunity 平等機會	Regular management communications and performance reviews 定期的管理通訊和工作表現評核 Employee option survey 員工意見調查 Staff newsletter and broadcasting 員工通訊和廣播 Channels for employees to express their opinions 員工表達意見的渠道
Government and regulatory authorities 政府及監管機構	Paying tax according to law 依法納稅 Compliance with relevant laws and regulations 遵守相關法律法規 Business ethics 商業道德	Reporting performance regularly 定期彙報表現 Written response to public consultation 書面回應公眾諮詢 Field trips 實地考察
Community, NGOs and media 社區、非政府機構及媒體	Giving back to society 回饋社會 Compliance operation 合規經營 Environmental protection 環境保護	Environmental, social and governance report 環境、社會及管治報告 Public and community events and partnership programs on various issues 針對不同議題的公眾及社區活動和夥伴計劃



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3.4 Materiality assessment

Based on the Hong Kong Stock Exchange's Environmental, Social and Governance Reporting Guide, the stakeholder survey of this year reviewed issues related to the Group's ESG management in 2022, and formulated ESG issues in light of the Group's business development direction.

Based on stakeholder communication, collection of public available information and peer benchmarking, and referring to the governance issues stated in the Hong Kong Stock Exchange's ESG Guide, the Group has sorted out 19 ESG issues of Sinohealth Holdings. Taking into account of the expectations and feedback suggestions of the Group's stakeholders, the ESG material issue matrix of Sinohealth Holdings was finally determined after discussion and analysis. Among them, 7 are issues of high materiality, 8 are issues of moderate materiality and 4 are issues of low materiality. In the future, the Group will continue to pay attention to these issues, and will focus on the above-mentioned issues of high materiality when formulating relevant internal development strategies and management policies.

Issues of high materiality

1. Corporate sustainable development
2. Compliance with relevant laws and regulations
3. Compliance operation
4. Fulfilling product and service responsibilities
5. Career development
6. Paying tax according to law
7. Financial results

3.4 重要性評估

本年度利益相關者調研以香港聯交所《環境、社會及管治報告指引》為依據，審視2022年度本集團ESG管理相關議題並結合集團內業務發展方向，對ESG議題進行擬定。

本集團基於利益相關者溝通、公開信息收集、同行對標，並參考香港聯交所ESG指引管治議題，梳理出19項中康控股ESG議題。結合本集團利益相關者的期望與回饋建議，經討論與分析，最終確定了中康控股ESG重大性議題矩陣。其中，7項為高度重要議題，8項為中度重要議題，和4項為低度重要議題。未來，本集團將持續關注這些議題，並在制定內部相關發展策略與管理政策時重點考量上述重要程度高的議題。

高度重要議題

1. 企業的可持續發展
2. 遵守相關法律法規
3. 合規經營
4. 履行產品及服務責任
5. 職業發展
6. 依法納稅
7. 財務業績

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Issues of moderate materiality

1. Timely announcement of the latest corporate information
2. Stability of software platform
3. Compensation and benefits
4. Giving back to society
5. Win-win cooperation
6. Network security management
7. Business ethics and creditworthiness
8. Health and safety

Issues of general materiality

1. Environmental protection
2. Fair competition
3. Equal opportunity
4. Intellectual property protection

4. OPERATION OF THE GROUP

4.1 Product quality management

The Group has always been committed to providing customers with the best product experience, strictly complying with relevant regulations, improving its service quality attentively, gaining insight into the needs of customers and following up the whole process of services for the products. By enhancing the knowledge reserve of frontline sales staff and the supporting service team the Group carries out honest and compliant marketing, responds to customer needs more efficiently. A variety of ways have been used to communicate and interact with customers to enhance customers' trust in the Group's products. We have in place strict product and service quality measures in all business areas of the Group. The Group has obtained the quality management system certification (GB/T 19001-2016/ISO9001:2015). At the same time, the Group continues to improve product quality and enhance its product quality management standards.

中度重要議題

1. 及時公佈企業最新信息
2. 軟體平台穩定性
3. 薪酬與福利
4. 回饋社會
5. 合作共贏
6. 網絡安全管理
7. 商業道德與信譽
8. 健康與安全

一般重要議題

1. 環境保護
2. 公平競爭
3. 平等機會
4. 知識產權保護

4. 集團運營

4.1 產品質量管理

集團始終致力於為客戶提供最優質的產品體驗，嚴格遵循相關規定，用心打磨服務品質，洞察客戶需求，跟進產品全流程服務。集團通過提升前台銷售人員與中台服務團隊自身的知識儲備和專業能力，落實誠信合規營銷，更高效地對客戶需求進行回饋，並採用多種方式對客戶進行溝通互動，增強客戶對集團產品的信賴。我們於本集團各項業務範疇中均設有嚴格的產品及服務品質措施。本集團已獲取品質管理體系認證(GB/T 19001-2016/ISO9001:2015)。同時，本集團亦不斷提升產品品質和產品品質管理水準。



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The Group maintains continuous communication with customers in the process of selling products and services. The Group has formulated the After-Sales Operation Process (the “SOP”), and set up an after-sales service department to be responsible for accepting complaints from customers. After receiving customer complaints, the after-sales service department cooperates with relevant departments to discuss the essence of the problem, formulates solutions and actively implements them to meet customer demands in a most practicable way. The Group will then identify the responsible department based on the cause of the complaint, formulate a preventive and corrective mechanism, and provide training to relevant personnel to prevent similar incidents from happening again. During the reporting period, no complaints about products and services were received.

本集團在銷售產品和服務的過程中與客戶保持持續的溝通。本集團制定了《售後執行流程SOP》，設立了售後服務部門專門負責受理客戶的投訴，售後服務部門在接到客戶投訴後協同有關部門研討問題實質，制定解決方案積極落實，盡可能滿足客戶訴求。本集團隨後會根據投訴事項產生的原因確定責任部門，制定預防及糾正機制，對相關人員進行培訓，以防止類似事項再次發生。在報告期內未接到關於產品及服務的投訴。

Standard and requirements of after-sales service

售後服務標準&要求



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4.2 Industry empowerment

The Group held a very forward-looking industry conference in China's health industry – CPEO, with a full name of Pharmaceutical Enterprises Co-operation and Development Organization, which has been successfully held fifteen times since 2008. As a prestigious healthcare industry conference in China, with the purpose of “leading industrial innovation and integration” and the core tenet of “cooperation, innovation, technology, research, development and capital”, CPEO brings together mainstream enterprises and institutions in different sectors in the healthcare industry, including pharmaceuticals, commerce, capital, research and development, technology, medical care, health services, finance and insurance. CPEO has established itself as a global healthcare industry conference and provide forward-looking and systematic exchanges of ideas and information for the industry, thus providing “decision-making” and “connection” support for the development of the healthcare industry.

CPEO is held in Bo'ao, Hainan every August (CPEO 2022 was postponed to November due to the pandemic). CPEO integrates multiple functions such as forward-looking ideas and information exchange, strategic cooperation and communication, high-end industrial image presentation and cross-border integration. With its spirit of “responsibility and accountability”, CPEO promotes the mainstream values of China's health industry and lead the transformation, innovation and ecological integration of the industry.

4.2 行業賦能

本集團舉辦了中國健康產業極具前瞻性的產業會議－西普會，全稱健康產業（國際）生態大會（英文簡稱CPEO）。自2008年以來已成功舉辦十五屆。作為中國久負盛名的健康產業大會，以「引領產業創新與融合」為宗旨，以「合作、創新、科技、研發、資本」為核心標籤，西普會彙聚健康產業包括製藥、商業、資本、研發、科技、醫療、健康服務、金融保險等領域主流企業與機構，打造全球性健康產業大會，為產業提供前瞻性、系統性的思想與信息交流。為健康產業的發展提供「決策」與「連接」支持。

西普會每年定期於8月（2022西普會因疫情推遲至11月）在海南博鰲舉辦。西普會融合了前瞻性思想與信息交流、戰略性合作溝通、高端產業形象展示、跨界融合等多種功能於一體，以「責任與擔當」的西普精神宣導中國健康產業主流價值觀，引領產業變革創新與生態融合。



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4.3 Data security and privacy management

The Group attaches great importance to data security and privacy management. Following the promulgation of various laws and regulations on data security protection, we have formulated and updated a series of company data security management regulations and corresponding data protection and privacy policies to ensure that various types of information and data are used legally and compliantly. Our product team and legal compliance team will also continue to follow up on the updates and revisions of relevant laws and regulations, and review the Group's internal management system and related documents in a timely manner to ensure that relevant risks are identified and dealt with as early as possible.

The Group mainly builds a data security and privacy management system from five aspects: compliance management; data security framework; division of authority; operation, maintenance and disaster recovery; and personnel security.

1. Compliance management: The certification of the Group's products and services issued by an independent third party can objectively measure the extent an enterprise attaches importance to safety and the efforts it has put into safety. In terms of information security management and privacy management, the Group has established relevant management systems and obtained certification strictly according to the international framework standards ISO27001 and ISO27701. At the same time, the Group's SIC, Woodpecker AI-MDT and Woodpecker Cloud Clinic System have passed the national information security level protection (Level 3) assessment and record respectively, which is the highest level of protection certification for non-bank institutions.

4.3 數據安全與隱私管理

本集團非常注重數據安全及隱私管理。我們緊隨頒佈的各類數據安全保護的法律法規，制定、更新系列公司的數據安全管理規定及相應的數據保護和隱私政策，以保障各類型的信息和數據得到合法合規的使用。我們的產品團隊及法律合規團隊亦將持續跟進相關法律法規的更新與修訂，並及時審查集團內部管理制度及相關文件，確保儘早識別並處理相關風險事項。

集團主要從合規管理、數據安全架構、權限劃分、運維及災備、人員安全五個方面構建數據安全及隱私管理體系。

1. 合規管理：獨立第三方對集團產品及服務的認證能夠較為客觀的衡量一個企業對安全的重視程度及投入力度。集團本年度在信息安全管理及隱私信息管理方面，嚴格按照國際框架標準ISO27001和ISO27701，建立起相關管理體系並獲認證。同時，集團的SIC、卓睦鳥人工智能MDT和卓睦鳥雲診所系統分別通過國家信息安全等級保護（三級）測評和備案，而此認證是對非銀行機構的最高等級保護認證。

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2. **Data security framework:** The control, security, flexibility and isolation required by the Group's proprietary cloud environment to ensure business security can further reduce the risk of external unauthorized access or attack with the help of firewall, IP whitelist and bastion host. The framework can improve the security of application and data access through advanced recording and monitoring, data encryption and regular security audits.
 3. **Division of authority:** The Group divides data access authority at the data application technology level, which can be accessed after assessment and approval by specific personnel and authorised personnel, and such access will be recorded and monitored accordingly to ensure data security.
 4. **Operation, maintenance and disaster recovery:** The Group ensures that each employee works in a safe and controllable environment, avoiding uncertain security risks to the production environment. The Group's internal business system, production environment of each product and data storage have adopted Ali Cloud, Huawei Cloud and other data storage models with relative high security level, and data backup strategies have been implemented to improve data reliability. Each business unit responsible for data security regularly conducts disaster recovery drills, so that applications and data can be quickly restored when any abnormality occurs relating to each application or data.
 5. **Personnel safety:** The Group requires employees to actively study relevant national laws and regulations, such as the Civil Code, the Personal Information Protection Law, and the Cyber Security Law. The Group conducts multiple rounds of safety education and training online and offline. In order to further standardise information security work, the Group requires employees to sign a confidentiality agreement, so that each employee is aware of the basic requirement of information security and the serious legal consequences that should be borne. In the daily business workflow, the Group handles personal information security from the aspects of creation, storage, transmission, access, use and destruction of information.
2. **數據安全架構：**集團私有雲環境保障業務所需的控制性、安全性、靈活性和隔離性，借助防火牆、IP白名單和堡壘主機，可進一步降低外部未經授權的訪問或攻擊帶來的風險。通過先進的記錄和監控、數據加密、定期安全審計等機制，提高應用和數據的訪問安全性。
 3. **權限劃分：**集團在數據應用技術層對數據訪問權限進行劃分，由特定人員和授權人員經評估和批准後訪問，並且會對這種訪問進行相應記錄和監控，保證數據安全。
 4. **運維及災備：**集團確保每個員工都在安全可控的環境下開展工作，避免為生產環境帶來不確定的安全風險。集團的內部業務系統、各產品生產環境與數據存儲選擇阿里雲、華為雲等具備較高安全性的數據存儲模式並開展數據備份策略，提升數據可靠性。各業務安全責任主體定期開展災備演練，當各應用或數據出現異常後，能夠快速恢復應用和數據。
 5. **人員安全：**集團要求員工積極學習國家相關法律法規，如《民法典》、《個人信息保護法》、《網絡安全法》等，集團採用線上、線下等方式進行多輪的安全教育培訓。為進一步規範信息安全工作，集團要求員工必須簽訂保密協議，讓每一位員工意識到信息安全的底線和應承擔的嚴重法律後果。在日常業務工作流程中，集團從創建、存儲、傳輸、訪問、使用、銷毀等環節針對個人信息進行安全處理。



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4.4 Internal management on anti-bribery, anti-corruption, anti-fraud and anti-money laundering

The Group strictly abides by national laws and regulations such as the Anti-unfair Competition Law of the People's Republic of China, the Company Law of the People's Republic of China, the Tendering and Bidding Law of the People's Republic of China and the Anti-Money Laundering Law of the People's Republic of China, and is committed to creating an honest and upright working atmosphere for conducting business and pursuing career in compliance with the laws and regulations. In order to prevent corruption incidents, the Group has formulated and implemented the Anti-corruption and Bribery Management Regulations, the Business Ethics Control Procedures and the Conflict of Interest Declaration Management System. The internal audit department of the Group sorts out the work processes in various business areas of the Group, formulates anti-corruption measures and investigates relevant behaviors. Key personnel in the core business departments and back-office departments must sign the Integrity and Self-discipline Commitment Letter. When dealing with work-related matters, employees must maintain honesty and integrity and abide by a fair and honest style of work and professional ethics, and immediately report to relevant personnel in the event of conflicts of interest so as to avoid damage to the Group due to conflicts of interest.

At the same time, the Group has established a strict and safe corruption reporting channel. Employees can report to the Group's internal audit department by telephone, SMS, WeChat, letter, email, interview and other methods they deem appropriate. We strictly protect the legitimate rights and interests of whistleblowers, and reward those who have successfully reported a case according to specific circumstances. When investigating a case to confirm its authenticity, the Group will seal up all relevant files and financial records and suspend relevant personnel from their posts to cooperate with relevant departments for review. Once the case is confirmed, the Group will take necessary disciplinary and legal actions to punish those who violate laws and regulations, and jointly develop a code of conduct that upholds integrity.

4.4 反賄賂、反腐敗、反舞弊及反洗錢內部管理

本集團嚴格遵守《中華人民共和國反不正當競爭法》《中華人民共和國公司法》《中華人民共和國招標投標法》《中華人民共和國反洗錢法》等國家法律法規，致力於營造風清氣正、幹事創業、遵紀守法的良好工作氛圍。為預防貪腐事件，集團制定並落實《反腐敗賄賂管理規定》《商業道德規範控制程式》《利益衝突申報管理制度》，由集團內審部梳理集團各領域工作流程，擬定防腐敗措施，調查相關行為，業務核心部門及後台部門的關鍵人員必須簽訂《廉潔自律承諾書》。在處理工作事宜時，保持誠信和正直，恪守公正、廉潔的作風和職業道德，在發生利益衝突時立即向相關人員報告，避免因利益衝突而給集團造成損害。

同時，本集團建立了嚴密且安全的貪腐舉報渠道，員工可以通過電話、手機短信、微信、信函、電子郵件、面談以及其認為合適的其他方式向集團內審部進行舉報。我們嚴格保護舉報人的合法權益，並根據具體情況獎勵舉報有功人員，在調查案件確定其真實性時，本集團會封存所有相關檔及財務並暫停相關人員職務以配合相關部門審查，一旦確定，本集團將採取必要紀律和法律行動懲戒違法違規人員，共建崇廉尚實的行為規範。

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The Group attaches great importance to anti-corruption training and publicity, and conducts anti-corruption and integrity training for Directors and employees to continuously consolidate the concept of honest operation within the Group.

The Group will add the publicity and implementation of the professional ethics and integrity requirements of anti-bribery, anti-corruption, anti-fraud and anti-money laundering in the monthly training content for new employees, including the Anti-corruption and Anti-bribery Management Regulations, the Business Ethics Control Program, the Conflict of Interest Declaration Management System, the Employee Handbook and the Personnel Management System formulated by the Group. The Group updates the relevant knowledge and requirements of Directors and employees through online training by the interpretation of typical cases compiled daily and the revisions to relevant laws and regulations.

集團高度重視反貪腐培訓及宣傳，對董事及員工開展反貪腐與廉潔培訓，以持續鞏固集團內部誠信運營之理念。

本集團在每月對新入職的員工的培訓內容中會加入關於反賄賂、反腐敗、反舞弊及反洗錢的職業道德和誠信要求的宣貫，內容包括集團制定的《反腐敗賄賂管理規定》《商業道德規範控制程式》《利益衝突申報管理制度》《員工手冊》、《人事管理制度》等。本集團對通過日常編製典型案例，相關法律法規修訂的解讀等內容，通過線上培訓的方式對於董事及在職員工就相關知識和要求進行更新。



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In addition, all departments must strictly abide by the Anti-Money Laundering Law of the People's Republic of China and other relevant regulations. It is strictly forbidden to handle business or conduct commercial cooperation for customers with unclear identities, with a view to controlling illegal money laundering from the source and closely monitoring illegal entities. In respect of large-amount funds and suspicious transactions, we have clearly stipulated the Group's large-amount transaction procedures and closely monitored transactions suspected of money laundering. In order to strengthen employees' anti-corruption awareness, we provide employees with trainings on compliance of anti-corruption related policy every year. Board members can learn about the Group's anti-corruption policies and relevant laws and regulations by participating online trainings on anti-bribery and anti-corruption policy. Other representatives working for the Group, such as outsourced personnel, consultants, agents, etc., must accept the Group's anti-corruption policy as one of the conditions of their engagement.

During the year, there were no complaints or lawsuits against the Group or any Directors and employees of the Group for corruption.

4.5 Intellectual property management

The Group persists on independent development and empowers the real economy through cutting-edge technologies such as AI, big data technology and cloud computing. Knowing the importance of protecting intellectual property rights for the sustainable development of the Group, we strictly comply with the Patent Law of the PRC, the Copyright Law of the PRC, the Trademark Law of the PRC and other relevant laws and regulations, and actively carry out the declaration of intellectual property rights. The Group has formulated the Management Regulations on Intellectual Property Rights to clearly clarify the research and development of the Group's technology, strengthen the management of intellectual property rights to protect intangible assets and promote the sustainable development of the Group. At the same time, we attach great importance to the incentives for innovative talents. In order to enhance the market competitiveness of the Group and promote the advancement of production technology, we have clearly defined the incentives for inventors or designers and protect their authorship rights.

此外，各部門需嚴格遵守《中華人民共和國反洗錢法》等相關規定，嚴禁為身份不明確的客戶辦理業務或進行商業合作，從源頭上控制違法洗錢行為，對違法主體進行嚴密監控。大額資金和可疑交易方面，我們明確規定了本集團大額交易流程，密切監控疑似洗錢的交易行為。為加強員工的反腐敗意識，我們每年都會為員工提供反腐敗相關政策合規培訓，董事會成員通過參與線上反賄賂反腐敗政策培訓，瞭解本集團的反貪污政策及相關法律規例。其他為本集團工作的代表，如外包人員、顧問、代理商等，都必需接受本集團的反貪腐政策作為選任的一部份。

本年度，並未發生針對本集團或本集團的任何董事及員工貪污腐敗行為的投訴與訴訟案件。

4.5 知識產權管理

本集團一直堅持自主原創，以AI、大數據技術和雲計算等高科技賦能實體經濟。深知維護知識產權對本集團可持續發展的重要性，我們嚴格遵守《中華人民共和國專利法》、《中華人民共和國著作權法》及《中華人民共和國商標法》等相關法律法規，積極開展知識產權的申報工作。本集團制定《知識產權管理制度》，明確規範本集團技術的研發工作，通過加強知識產權的管理保護無形資產，促進本集團的可持續發展。同時，我們高度重視創新人才激勵，為提高本集團市場競爭力及推動生產技術進步，我們明確了對發明人或設計人的獎勵，並保護其署名權。

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The Group has set up dedicated intellectual property management personnel to be responsible for the management of intellectual property rights. The relevant persons in charge of each relevant business department review the application of business departments, organise and establish intellectual property file for management, participate in the signing or review of various contracts and agreements involving intellectual property content, establish intellectual property contract files, and organise employees to learn legal knowledge relating to intellectual property rights. The Group resolutely prevents the loss of intellectual property rights caused by improper behaviors. Once infringements are found, we will promptly notify relevant departments and do the job of checking evidence, and take active measures to cooperate with relevant departments to solve problems under the guidance of administrative law enforcement agencies and judicial authorities.

During the reporting period, the Group had no major incidents of infringement of intellectual property rights, and the Group has taken all reasonable measures to fully protect the Group's rights and interests in respect of its intellectual property, while avoiding any violation of the legitimate rights and interests of third parties.

4.6 Sustainable Supplier Management

As a socially responsible enterprise, building a sustainable supply chain is of paramount importance to the Group. In order to strengthen the management of suppliers, we have compiled the Supplier Management Rules to manage suppliers in terms of selection and inclusion of suppliers, evaluation of cooperation process, acceptance of results and regular dynamic evaluation.

In addition, we will also consider social and environmental factors in the process of selecting suppliers. Purchasing must meet the requirements of green procurement, and environmentally friendly products and services are preferred, with a view to reducing resource consumption and environmental pollution in the process of manufacturing, transportation, storage and usage. The purchased products should use clean energy, which is conducive to reducing the waste of water resources and avoiding waste caused by excessive purchases. We also place much emphasis on integrity and professional ethics. When entering into contract with a supplier, an anti-bribery agreement will also be signed to confirm that the supplier abides by relevant laws and regulations on anti-corruption and bribery, so as to avoid relevant risks in the course of operation wherever possible. Suppliers who are in breach of the relevant provisions of the Anti-Commercial Bribery Agreement signed with us or seriously violate commercial ethics during the cooperation process or cause

集團設置專職知識產權管理人員，負責知識產權的管理工作。各相關業務部門相關負責人審核業務部門的申請，組織和建立知識產權檔案管理，參與簽訂或審核涉及知識產權內容的各類合同、協議，建立知識產權合同檔案，組織員工學習有關知識產權的法律知識。本集團堅決杜絕由不正當行為造成的知識產權流失。一旦發現侵權行為，我們會及時通知相關部門並做好查證工作，採取積極措施配合相關部門在行政執法機關和司法機關的指導下解決問題。

於報告期內，本集團概無重大侵犯知識產權的事件發生，且本集團已採取一切合理措施，全面保護集團知識產權領域的權益，同時避免出現侵犯第三方合法權益的情形。

4.6 可持續供應商管理

作為一間對社會負責的企業，打造可持續發展的供應鏈，對本集團至關重要。為加強對供應商的管理，我們編製了《供應商管理細則》以對供應商的遴選入庫、合作過程評估、成果驗收、定期動態評價等方面對供應商進行管理。

此外，我們在挑選供應商的過程中同時會考慮社會及環境因素，採購時需符合綠色採購要求，盡量選用環保產品及服務，減少在製造、運輸、儲存及使用過程中的資源消耗和環境污染。所採購產品應使用清潔能源，有利於減少水資源浪費及避免過度採購造成浪費。我們亦特別注重誠信、及職業道德方面。在簽署合同時，會一併簽署反商業賄賂協議，確認其遵守反貪腐賄賂相關的法律法規，以盡可能避免經營過程中相關風險，對於合作過程違反我們簽署的《反商業賄賂協議》的相關規定，嚴重違反商業誠信行為或是管理不善給本



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major losses to the Group's projects due to poor management will be blacklisted and the cooperation will be permanently cancelled.

The Group generally includes the suppliers inspected in each procurement process into the database of suppliers, which are classified into qualified suppliers and potential suppliers and appended with detailed description of inspection and evaluation. For example, in respect of IT hardware assets, in order to ensure the continuous supply and stable quality of products, the Group inspects and selects new suppliers every year and performs comprehensive evaluation in terms of six aspects, namely supplier qualifications, company size, solution demand matching, price rationality, service standard clarity and technical personnel capabilities. After the suppliers are included in the database, the finance department of the Group Headquarters will further conduct a compliance review.

The Group conducts a detailed evaluation of the performance in the process of cooperation with suppliers, and the Group's finance department is responsible for reviewing the compliance of the subject matter and payment. The performance evaluation of all suppliers is carried out from four dimensions, i.e. system equipment failure rate, service response speed, problem handling result quality and technical personnel capabilities. For software suppliers, the Group conducts performance evaluations after the pilot is launched, after the project is accepted and before the annual service renewal.

The Group communicates closely with suppliers through telephone, email, online meetings and on-site inspections in its normal operation, and regularly plans the next year's cooperation service plan, new changes in products and services, internal demands, etc. During the progress of the projects, the Group and its suppliers regularly conduct face-to-face communication, actively feedback on the progress of the projects and sort out relevant demands, so as to lay a sound foundation for further cooperation. As at the end of the reporting period, the Group had a total of 96 suppliers in its database, of which 56 were located in Guangdong Province.

集團專案造成重大損失的供應商，將其列入黑名單，永久取消合作。

本集團將每次採購流程中所考察的供應商統一納入供應商庫，分為合格供應商與潛在供應商，並附上詳細的考察評估說明。如在IT硬體資產方面，為保證產品的持續供應與品質穩定，集團每年度考察納入新供應商，並對其從供應商資質、公司規模、方案需求匹配、價格合理性、服務標準清晰度、技術人員能力六大方面進行綜合評估。供應商入庫後，集團總部財務將進一步進行合規性審核。

在與供應商的合作過程中對本次合作的履約情況進行詳細評價。本集團財務部負責對標的物合規性與款項支付情況進行審核，所有供應商的履約評估從系統設備故障率、服務回應速度、問題處理結果品質和人員業務技術能力四個維度進行。針對軟體類供應商，本集團在試點上線後、專案驗收後和年度服務續費前三個重要時間點進行履約評估。

本集團在日常工作中通過電話、電郵、線上會議及實地考察等方式與供應商進行密切的溝通交流，定期規劃下一年度合作服務計劃、產品服務新變動、內部訴求等。在專案進展過程中，集團與供應商定期展開面對面溝通，積極回饋專案落實進度，整理相關訴求，為後續的進一步合作打下良好的基礎。截至報告期間完結，本集團入庫的供應商共有96名，其中56名是位於廣東省的供應商。

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5. CARING FOR EMPLOYEES AND PROMOTING EMPLOYEE DEVELOPMENT

5.1 Protecting the rights and interests of employees

The Group firmly believes that talents are an important resource for the Group's sustainable development strategy and an important cornerstone for promoting innovative development and scale upgrading of the enterprise. The Group strictly abides by relevant laws and regulations such as the Labor Law of the People's Republic of China, the Labor Contract Law of the People's Republic of China, the Employment Promotion Law of the People's Republic of China and the Social Insurance Law of the People's Republic of China. Such laws and regulations fully protect the rights and interests of employees, so that we can form an efficient and collaborative talent team. We adopt diversified ways to recruit professional talents, laying a solid foundation for the rapid development of the Group. We focus on developing extensive training courses, enhancing the professionalism of employees, implementing a transparent mechanism for performance appraisal and promotion of employees and ensuring the stability of the talent team. At the same time, we are committed to creating an inclusive and comfortable working environment for our employees. Through diversified corporate cultural activities and caring benefits, we can effectively enhance employees' sense of happiness and belonging.

Staff recruitment

The Group has established a sound talent recruitment management system. We continuously improve recruitment efficiency through process-based and systematic recruitment management. We continue to attract talents to join the Group through recruitment in society. For some special positions, in addition to headhunting recommendations, the Group also attracts outstanding high-calibre talents through a wide range of external recommendation channels, so as to enrich the professionalism and experience of the team. In addition, we have implemented the Sinohealth internal referral system. For the job requirements updated by the Group on external websites, the employees of the Group can accumulate bonus points and obtain certain internal referral rewards according to the internal referral rules.

5. 關懷及促進員工發展

5.1 員工權益保障

本集團堅信人才是本集團可持續發展戰略的重要資源，是推動企業創新發展及規模升級的重要支撐。本集團嚴格遵循《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國就業促進法》、《中華人民共和國社會保險法》等相關法律法規，充分保障員工權益，組建高效協同的人才隊伍。我們採用多樣化的途徑吸收專業化人才，為集團的快速發展打下良好基礎。我們著力開發豐富的培訓課程，增強員工自身的專業素養，落實透明的員工績效考核與晉升機制，保證人才隊伍的穩定性。同時，我們致力於為員工打造溫馨、舒適的工作環境，通過多樣化的企業文化活動及關懷福利，切實提升員工幸福感與歸屬感。

員工招聘

本集團已建立完善的人才招聘管理體系。通過流程化、系統化的招聘管理方式，不斷提升招聘效率。我們通過社會招聘不斷吸引人才加入本集團，對於一些特殊職位，除獵頭推薦外，本集團還通過廣泛的外部推薦渠道，吸納優秀的高級人才，藉以豐富團隊的專業素養和經驗。此外，我們推出了中康內推制度，對集團在外部網站上更新的崗位需求，集團員工可以根據內推規則，累計積分並獲得一定的內部推薦獎勵。



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In the recruitment process, we pursue the recruitment principle of openness, equality and competition. Objective factors such as experience, professional ability, potential, comprehensive quality, values and job-seeking motivation of each applicant are important indicators for us to select outstanding talents. During the registration process of recruitment, candidates must first pass the identity verification to ensure that they meet the requirements of legal employment age. If there are violations of requirements such as identity and age, both parties can agree to cancel the employment, and in case a labor contract having been signed, both parties can immediately terminate the labor contract to protect their legal labor rights and interests. During the reporting period, we did not employ any child labor or forced labor.

Compensation and performance

The Group's practices on entry salary, salary payment and salary adjustment are all subject to the Group's salary management system, and are strictly implemented in accordance with the relevant internal policies of the Group. In the management of salary, the Group will make appropriate adjustments based on the performance appraisal results of employees in each department within a reasonable budget.

By formulating reasonable strategic objectives, business plans and performance appraisal mechanisms, the Group improves the ability and performance of individual employee as well as enhances the organisational management standard and efficiency. In order to achieve sustainable and rapid growth in performance coaching management and employee personal development, we have established the Performance Appraisal Management System to objectively and fairly measure, and facilitate the improvement of, employees' personal abilities, as well as to assist the Group's corporate governance. Starting from the four aspects of responsibility result orientation, two-way communication, fairness and objectivity and dynamic adjustment, we conduct detailed indicator assessments every one month or two months taking into account the work nature of related departments and the assessment indicators, and conduct a combined assessment at the end of the year. The setting of assessment objectives is based on the self-assessment of employees. According to the annual plan of the individual position, the assessment cycle is gradually reduced to a shorter period. The assessment indicators and weights are set up first, and then the plan of the employee's post is reviewed and adjusted under the discussion of the immediate superior and HRBP. Finally, the performance goals are jointly confirmed and self-conclusion and result evaluation are conducted during the assessment cycle. The superior evaluates employee's daily work based on their performance

在招聘過程中，我們奉行公開平等、競爭擇優的招聘原則，每位應聘者的經驗、專業能力、潛力、綜合素質、價值觀和求職動機等客觀因素，是我們選擇優秀人才的重要指標。在辦理錄用手續過程中，候選人須先通過身份核實，確保所有應聘者符合及達到法定就業年齡的資格，如發現有關違規情況如身份、年齡不符實等，雙方可以協商取消錄用，已經簽署勞動合同的，雙方可立即解除其勞動合同，以保障其合法勞動權益。報告期間，我們沒有發生僱用童工或強制勞工的行為。

薪酬與績效

本集團入職定薪、薪酬發放及薪酬調整均以集團薪酬管理制度為準，並依照本集團內部相關政策嚴格實施。薪酬管理中，本集團會在合理預算範圍內，根據各部門員工績效考核結果，給予適當的調整。

本集團通過制定合理的戰略目標、經營計劃、績效考核機制，改善員工個人能力與業績的同時提升組織的管理水準及效能。為了在績效輔導管理和員工個人發展方面可以持續地快速成長，我們建立了《績效考核管理制度》以客觀公正的衡量並改善員工個人能力提升，並輔助公司治理。從責任結果導向、雙向溝通、公正客觀和動態調整四大方面出發，我們結合部門的工作性質以及考核指標以一個月或兩個月為週期進行細化指標考核，並在年終進行合併考核。考核目標的設立以員工自評為出發點，根據個人崗位年度規劃逐步細化到一個考核週期，先行設立考核指標及權重，再根據直屬上級、HRBP先後對該員工的計劃進行覆核與溝通調整，最終共同確認績效目標，並在考核週期內進行自我總結和結果評價。上級根據員工績效表現評估他們日常工作並給出改進建議，以便員工能

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and gives suggestions for improvement, so that the employee can get comprehensive and substantial feedback. In order to ensure the efficiency of the Group's performance management operation, we also provide a performance appeal channel, through which employees can appeal in writing if they have any objections to the performance appraisal results.

In order to enhance employees' independent working ability, enthusiasm and initiative for work, at the end of each performance appraisal year, the Group will open regular promotion channels to employees, and leverage on a sound corporate promotion system to attract and motivate outstanding core talents. Those who have outstanding performance or have made significant contributions to the Group will be promoted exceptionally, and the Group will open special annual promotion channels for them so that outstanding talents can be retained.

The Board of the Group has resolved to adopt the Share Award Scheme on 5 December 2022, in order to motivate core employees who have an important impact on the Company's operating results and future development.

Promotion and career development

The Group provides diversified development direction and space for in-service employees. First of all, based on the dual-channel development path of their job position, employees may choose their professional and management direction. On the one hand, they can further develop their professional skills, accumulate profound professional capabilities and help customers achieve success. On the other hand, when their professional skills reach certain level, they may also flow horizontally to other job positions, and to become cross-regional and cross-business talents, so as to make their personal development more diversified.

The Group classifies the ranking of professional talents in a scientific manner, and adopts the method of "separating evaluation from employment" for job promotion, which means that the premise of job promotion is to obtain the qualification of corresponding ranking, but the success of job qualification certification does not necessarily lead to job promotion. Instead, the values and potentials shall be evaluated comprehensively to ensure the appropriate matching of job position and talent and the preciseness of job promotion. As for the promotion of managers, the Group encourages equal employment and aims to stimulate the maximum potential of the talents, attach importance to results and facts, and give priority to the selection of managers from the teams that can overcome difficulties.

夠得到全面、真實的回饋。為了保證本集團績效管理運行的效率，我們亦提供了績效申訴途徑，員工如對績效考核結果有異議可以書面方式提出申訴。

為提高員工獨立工作能力、對工作的熱情及積極性，每個績效考核年度終了，本集團會向員工開放常規晉升窗口，配合健全的企業晉升體系，吸引和激勵優秀的核心人才。績效表現突出或對本集團有重大貢獻者將會被破格提拔，本集團會為他們開放年度特殊晉升通道，使傑出人才不致流失。

本集團董事會已於2022年12月5日決議採納股份獎勵計劃，以激勵對公司經營業績和未來發展有重要影響的核心員工。

晉升與職業發展

集團針對在職員工提供多樣化的發展方向與空間。首先，基於本崗位的雙通道發展路徑，員工可以選擇專業與管理方向。員工既可以在專業上進行深耕，積累深厚的業務專業能力，助力客戶成功，也可以專業縱深上達到一定水準後，橫向向其他崗位流動，進行跨業務的人才流動，讓個人發展更加多元化。

集團內部採用科學的專業人才職級劃分，崗位晉升採用評聘分離的方式，即崗位晉升的前提是獲取對應職級的任職資格，但任職資格認證成功不一定會進行崗位晉升，要結合價值觀、潛力等綜合評估，確保人崗匹配與崗位晉升的嚴謹性。在管理者晉升方面，集團鼓勵賽馬不相馬，旨在激發個人最大的潛能，以結果、事實說話，優先從能攻堅克難的隊伍中選拔管理者。



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Working hours and holidays

In accordance with the Labor Contract Law of the People's Republic of China and other laws and regulations, and in light of the actual situation of the Group, the Group has clearly states in its Staff Manual the working hours and related vacation arrangements of employees. We adopt a standard working hour system and follow regulations to formulate practicable working hours to ensure that employees have sufficient rest time. Employees are required to work 5 days a week and 7 hours a day. In addition, we will implement flexible working hours to improve the work efficiency of employees, but employees shall consciously abide by the Group's working hour system and work in the workplace specified by the Group. If there is the need to work at home in special circumstances, a flexible mixed work mode can be adopted. The Group will appropriately adjust the specific working hour system and working hours for special positions in accordance with legal regulations and in light of the actual situation, and implement relevant specific plans after getting written approval from the human resources department. In addition to the annual leave and statutory holidays stipulated by the Labor Law of PRC, current employees of the Group are entitled to additional leave such as wedding leave, maternity leave and paternity leave.

Equal opportunity, diversity and anti-discrimination

The Group has always spared no effort to protect equal and legitimate rights and interests of employees, and is committed to promoting equal and fair employment and prohibiting any form of discrimination in employment. We do not tolerate direct or indirect discrimination against employees or job applicants due to gender, race, pregnancy, disability, marital status, family status and other factors. We strive to create a harmonious and comfortable workplace environment, respect and treat every employee well, and enhance their sense of belonging to the Group. We are committed to promoting gender equality in the Group. Gender equality is embedded in the corporate culture from the management onwards, and women at all levels are given equal opportunities for development and influence. The Board is divided equally between male and female, and female employees account for more than 60% of the total workforce, reflecting the diversity, fairness and inclusiveness of the Group.

工作時數及假期

本集團依據《中華人民共和國勞動合同法》等法律法規，結合本集團實際情況，在集團《員工手冊》專章規定，明確列明員工工作時間及相關休假安排。我們採取標準工時制，遵從規例制定切實可行的工作時間，確保員工有充足的休息時間。員工每週需工作5天、每天7小時。另外，我們會實行彈性工作時間，提高員工工作效率，但員工須自覺遵守本集團工時制度，在本集團規定的工作場地辦公。如有特殊情況需在家可以採取彈性混合工作模式。本集團會根據法律規定並結合實際情況，適當調整特殊崗位的具體工時制度和 work 時間，並在人力資源部書面批准後執行相關具體方案。在職員工除了按照《中華人民共和國勞動法》規定有權享受國家規定的年休假及法定節假日外，本集團員工更可享受有婚假、產假、陪產假等額外假期待遇。

平等機會、多元化、反歧視

本集團一向不遺餘力保障員工應享有的平等合法權益，致力提倡讓員工擁有平等機會及公平待遇，絕對不會容忍因性別、種族、懷孕、殘疾、婚姻狀況或家庭狀況而直接或間接歧視員工或求職者。我們致力打造和諧舒適的職場環境，尊重和善待每一位員工，提升他們對本集團的歸屬感。我們致力於促進企業性別平等，從管理層開始把性別平等融入到企業文化中，女性於各個層級均能得到同等的發展機會及影響力。董事會中男女人數各佔一半。女性員工佔總體員工的60%以上，體現本集團的多元、公平及包容。

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5.2 Staff training and development

The Group is well aware that employees are the key resources for the long-term development of the enterprise, hence the growth and development of employees is also one of the Company's important strategies. Focusing on the achievement of corporate strategic goals, the Group has built a dual-development T&D (Training & Development) system that emphasises talent development at the company level and business improvement at the departmental level.

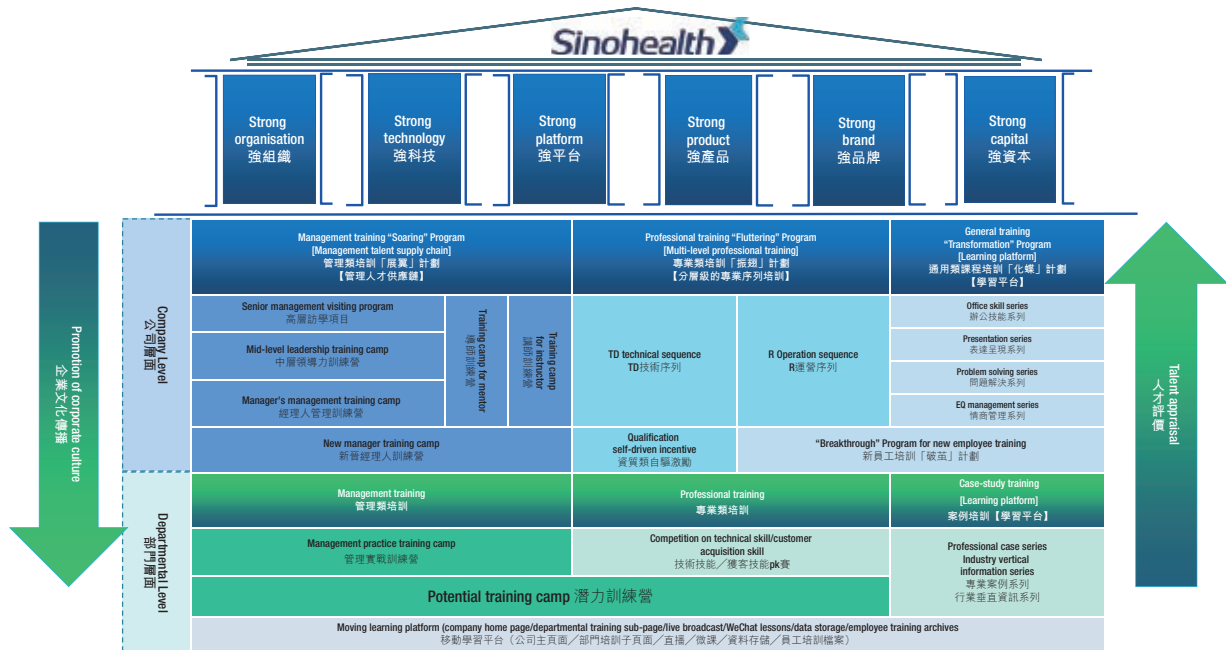
The company-level training system is built around the Goup's strategic goals, taking into account the organisational and talent inventory results, competency models, leadership models, professional learning maps and IDP tools.

5.2 員工培訓與發展

本集團深知，員工是企業長遠發展的關鍵資源，員工的成長與發展也是公司重要戰略之一。本集團以企業戰略目標達成為核心，構建公司級重人才發展+部門級重業務提升的雙發展T&D(Training&Development)體系。

公司級的培訓體系圍繞集團戰略目標，結合組織及人才盤點結果、勝任力模型、領導力模型、專業學習地圖及IDP工具建立。

Training blueprint: Dual Development T&D System
培訓藍圖：雙發展T&D體系



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Focusing on the construction of the training system, and in light of the personal career development plan of employees, we provide diversified training for employees through online and offline teaching modes, including new employee induction training, Sinohealth workshop, Sinohealth Geek, Sinohealth Science Knowledge, Sinohealth Joint Reading, etc. We also provide personalised training courses according to the needs of different positions, including basic drug knowledge, Greenplum technology sharing, medical reform training and other trainings on industry knowledge. Through the Sinohealth Internal Trainer Program, we have also cultivated a group of internal trainers who have a deep understanding of the Company's internal training needs and have accumulated relevant knowledge and are willing to share.

In order to help new employees integrate faster and deepen their understanding of the Group's culture and business, the Group organises a two-day training course for new employees every month, covering corporate culture and development, systems and policies of the Group, system usage, and business introduction etc. Through online examinations, the understanding of the training content can be deepened. A series of interviews, such as the sharing from role models and CPEO veterans, provide good guidance for new employees to understand their job content and how to solve the difficulties they are about to face.

5.3 Occupational safety and health

The Group always puts the health and safety of its employees at the top priority, and strictly abides by the Law of the People's Republic of China on the Prevention and Control of Occupational Diseases, the Law of the People's Republic of China on Emergency Response, the Work Safety Law of the People's Republic of China, the Administrative Measures for Contingency Plans for Emergencies and other relevant laws and regulations. The Group is committed to creating a healthy and comfortable working environment for employees. In addition to providing employees with free physical examinations every year to protect their physical and mental health, we have also formulated an internal employee handbook to clearly define the obligations and responsibilities that each employee should observe in respect of health and safety, so as to protect their own safety. Meanwhile, we also remind employees to maintain a sound mental health at all times. If any problems relating to employees such as abnormal work behavior, difficulties in life and emotional problems are found, they should be reported to the relevant departments in time. We have had no work-related fatalities reported in the past three years (including the reporting period).

針對培訓體系建設，結合員工個人的職業發展規劃，我們通過線上線下線上和線下的教學模式為員工提供多元化培訓，包括新員工入職培訓、中康工作坊、中康極客、中康科普說、中康共讀會等，並根據不同崗位的需求進行個性化的課程推薦，包括藥品基礎知識、Greenplum技術分享、醫改培訓等行業知識培訓。我們亦通過中康內訓師計劃，培育了一批深刻瞭解公司內部培訓需求又具備相關知識積累並樂於分享的內部培訓師。

為幫助新員工更快地融入，加深對本集團文化和業務的瞭解，本集團每月會組織為期2天左右的新員工培訓，內容包括企業文化與成長、集團制度與政策、系統使用、業務介紹等，並通過線上考試的形式加深對培訓內容的理解。榜樣的力量、西普老兵等系列訪談為新員工對工作內容的理解和如何解決即將面臨的困境提供很好的指導。

5.3 職業安全與健康

本集團由始至終都把員工的身體健康和生命安全放在最優先的位置，嚴格遵守《中華人民共和國職業病防治法》、《中華人民共和國突發事件應對法》、《中華人民共和國安全生產法》、《突發事件應急預案管理辦法》等相關法律法規。本集團致力為員工營造一個健康舒適的工作環境，除了每年為員工提供免費的身體檢查，保障員工的身心健康，我們亦制定內部員工手冊，明確界定每位員工在安全與衛生健康方面應遵循的義務和職責，保護自身安全，同時提醒員工應時刻保持良好的心理健康。如發現有任何異常的工作、生活、情緒等員工問題，要及時向相關部門反映。過去三年（包括報告期間），我們沒有發生因工亡故的事件。

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5.4 Employee care and welfare

We pay attention to the feelings of employees, and believe that improving employees' sense of happiness and belonging can help retain outstanding talents. We have established a comprehensive welfare system to fully take care of employees' working life and needs. In addition to the contribution to social security for employees such as pension, medical care, unemployment, work-related injury and housing provident fund in accordance with the social security policy stipulated by law, we also provide other special benefits, including red packets for bridesmaids, holiday gifts, meal allowance, wedding bonuses, team building funds, cultural and recreation activities, health checkups and anniversary commemorations. In addition to statutory holidays, the Company adds an extra day of welfare leave during the Chinese New Year Festival for employees to have more time to reunite with relatives and friends and try to avoid the peak period of travel during the festival.

In April 2022, in order to better meet the needs of female employees who are new mothers for rest, breast milk preparation and breastfeeding, Sinohealth Holdings has constructed a new "Mommy Cottage" for mothers at work which is equipped with sofas, refrigerators, tables, cute pillows and disinfection supplies. While ensuring hygiene, it avoids the inconvenience of mothers going to a public refrigerator in the pantry to fetch and store milk, also acting as a token for paying tribute to each great mother at work.



5.4 員工關懷與福利

我們注重員工的內心感受，提升員工幸福感與歸屬感能更有助於留住優秀人才。我們設立完善的福利體系，全面照顧員工的在職生活及需要。除了按照法律規定的社會保障政策為員工繳納養老、醫療、失業、工傷及住房公積金等社會保障。我們亦提供其他特色福利包括開門利是、節日禮物、餐食補助、新婚禮金、團建經費、文體活動、健康體檢、入職周年紀念等。除了法定節假日之外，公司額外於春節增加一天福利假，以延長員工與親朋好友團聚的時間，並盡量錯開春運往返高峯期。

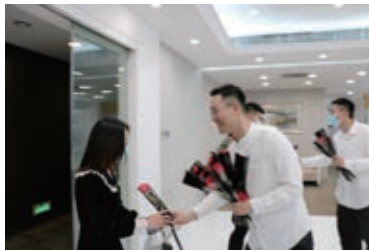
2022年4月，為了更好地滿足孕期及哺乳期間女員工的休息、備乳和哺乳的需求，中康控股給職場媽媽們建設了全新的「媽咪小屋」，屋內為孕媽們配備了沙發、冰箱、桌子、可愛靠枕、消毒用品等。在保證衛生的同時，也避免了媽媽們到茶水間的公用冰箱取奶、存奶的不便。「媽咪小屋」致敬每位偉大的職場媽媽。



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In addition to work, Sinohealth Holdings also organises a variety of club activities among the staff. These activities enrich the leisure life of the staff and improve the cohesion of the staff team. The activities include, among others, the manicure session, which is a special event for all female employees on the National Working Women's Day every year, the parent-child activity held on International Children's Day, quarterly birthday parties, Christmas activities and fun sports games.

工作之餘，中康控股也在員工內部組織了多彩的社團活動，這些活動豐富了員工的業餘生活，提高員工群體凝聚力。如每年國家勞動婦女節為全體女性員工籌備的特別企劃－美甲活動、國際兒童節舉辦的親子活動、季度生日會、聖誕節活動、趣味運動會等。



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6. GREEN SUSTAINABLE DEVELOPMENT INITIATIVES

While developing its business, the Group faithfully fulfills corporate environmental protection responsibilities, abides by the Environmental Protection Law of the People's Republic of China and other relevant national environmental protection regulations, integrates the concept of green development into all aspects of operation and actively explores energy saving and emission reduction practices, coordinating with continuous green training and publicity. The Group is committed to reducing the environmental impact of the operations and promoting the harmonious integration of the enterprise with the environment.

6.1 Energy saving and emission reduction

The Group attaches great importance to environmental protection and often promotes the concept of environmental protection and sustainable development to employees through different channels. The Group tries its best to save energy and reduce waste in its daily operation, so as to reduce the emission of exhaust gas. Through different publicity activities for environmental protection, employees' awareness of reducing exhaust emissions has been raised. During the year, the Group's energy consumption mainly came from electric power, water and paper use in the office area. The main energy saving and emission reduction policies implemented are as follows:

Energy saving

1. Employees should turn off the lights when leaving the office to prevent the cases of "unused lights".
2. Reduce the standby power consumption of office equipment such as computers and printers. When no device is in use, it should be set to automatically enter a low-energy sleep state.
3. Set the air-conditioning temperature reasonably. The air-conditioning temperature in offices and conference rooms in summer should not be lower than 26 degrees Celsius. The windows must be closed when the air-conditioning is turned on.
4. The application servers of the collaborative office system and business system are required to rent and use the cloud service area resources of Alibaba Cloud and Huawei Cloud so as to reduce the energy consumption of local server procurement and deployment.

6. 綠色可持續發展舉措

集團在發展業務的同時切實履行企業環境保護責任，遵守《中華人民共和國環境保護法》等國家環境保護的相關規定，將綠色發展理念融入運營的各個環節，積極探索節能減排實踐，配合持續的綠色培訓與宣導，致力於降低集團運營工作對環境的影響，促進企業與環境和諧共融。

6.1 節能減排

本集團非常注重環境保護，經常於不同渠道向員工宣揚環保及可持續發展的理念。本集團在日常工作過程中盡量做到節能減廢，從而減低廢氣排放量。透過不同的環保宣揚，員工對減少廢氣排放的意識得以提高。本年度，集團的能源消耗主要來自辦公區域的用電、用水、用紙，推行的主要節能減排政策如下：

節約能源

1. 員工離開辦公室應隨手關燈，杜絕「無人燈」現象。
2. 減少電腦、印表機等辦公設備的待機能耗，無人使用時應設置自動進入低能耗的休眠狀態。
3. 合理設置空調溫度，辦公室、會議室等區域的夏季的空調設置溫度不得低於攝氏26度，開空調時必須關閉窗戶。
4. 協同辦公系統及業務系統的應用伺服器均統一租賃使用阿里雲、華為雲的雲端服務區資源，減少本地伺服器採購部署的能源消耗。



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In addition, the Group will also replace long-distance face-to-face meetings with electronic communication means such as telephone or Tencent meetings and ZOOM meetings to reduce carbon emissions from business travel. Through the above measures, employees' awareness of energy saving has been increased.

The following table sets out the energy consumption performance of the Group for the year ended 31 December 2022:

此外，本集團亦會以電話或騰訊會議、ZOOM會議等電子溝通方式取代長途的見面會議，減少商業差旅產生的碳排放。透過上述措施，員工的節能意識得以提高。

下表載列本集團截至2022年12月31日止年度的能源消耗表現：

Energy consumption	資源消耗	Year ended 31 December 2022
		截至2022年 12月31日止年度
Purchased electricity (kilowatt hours)	外購電力(千瓦時)	463,307
Oil consumption by vehicles (litres)	車輛用油(升)	<u>385</u>

The Group has considered quantitative information reflecting the Group's management of the risks associated with environment, society and climate, including greenhouse gas ("GHG") emissions and resources consumption. GHG emissions include scope 1 and scope 2 emissions. Scope 1 direct emissions include GHG emissions from the Company's administrative vehicles, and scope 2 indirect emissions include GHG emissions from the Company's purchased electricity.

本集團已考慮反映本集團對環境、社會及氣候相關風險管理的定量資料，包括溫室氣體排放及資源消耗。溫室氣體排放包括範圍1及範圍2排放。範圍1直接排放包括公司行政車輛的溫室氣體排放，範圍2間接排放包括公司外購電力帶來的溫室氣體排放。

Emissions	排放	Year ended 31 December 2022
		截至2022年 12月31日止年度
GHG emissions (tonnes of CO ₂ -e)	溫室氣體排放量(噸二氧化碳當量)	284.65
Scope 1 (direct emissions) (tonnes of CO ₂ -e)	範圍1(直接排放量)(噸二氧化碳當量)	0.91
Scope 2 (indirect emissions) (tonnes of CO ₂ -e)	範圍2(間接排放量)(噸二氧化碳當量)	<u>283.74</u>

* GHG emissions are calculated based on relevant emission factors in "Appendix II: Guidelines for Reporting Environmental Key Performance Indicators" in "How to Prepare the Environmental, Social and Governance Report" issued by the Hong Kong Stock Exchange

* 溫室氣體排放計算：依據香港聯交所《如何準備環境、社會及管治報告》的《附錄二：環境關鍵績效指標彙報指引》中相關排放因數進行核算

Water conservation

1. Strengthen the repair and maintenance of water equipment to avoid waste of water resources.
2. Post water-saving slogans in pantries and restrooms, calling on employees to develop good habits of water conservation.
3. Turn off the water tap in time when getting hand sanitizer.

節約用水

1. 加強用水設備的修理與維護，避免水資源的浪費。
2. 在茶水間與洗手間張貼節水標語，呼籲員工養成節約用水的良好習慣。
3. 於取洗手液要及時關掉水龍頭。

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Saving paper

1. Make full use of online office and implement a paperless office process to reduce paper consumption. The office uniformly uses the internal OA system and the corporate WeChat on the mobile terminal. All internal regulations, documents and notices shall be distributed by online electronic document mode. The input of internal meetings is also sent through corporate WeChat group electronic documents to avoid paper text printing.
2. Reduce the number of repeated printing, advocate double-sided paper usage and control the number of documents printed.
3. Pay attention to the reuse of used paper to achieve recycling.

6.2 Waste management

The Group calls on employees to reduce the use of disposable items so as to save resources and reduce waste. In addition, the Group actively implements the requirements of the national government and conducts waste sorting and recycling. According to the classification standards of food waste, recyclable garbage, other waste and hazardous waste, all the waste is piled up in a centralised location. For waste paper, plastic and other recyclable garbage generated in the office area, the Group arranges cleaning staff to hand them over to waste recyclers on a regular basis. Food waste, other waste and hazardous waste will be handled uniformly by the property management. In addition, the Group also improves the setting of trash bins in the original office, reduces the number of trash bins, centrally places the recycling trash bins in the office instead of small and medium-sized trash bins next to employee workstations, so as to instruct employees to sort out garbage, protect the environment and jointly practice scientific waste collection and management.

6.3 Responding to climate change

In the face of the challenge of global climate change, we strive to fulfill China's emission reduction responsibilities promised in the Paris Climate Agreement and support the country's vision of achieving carbon peaking in 2030 and carbon neutrality in 2060. As a responsible enterprise, we will regularly review the risks and opportunities of climate change for the Group, identify the substantial and transformation risks that climate change may bring to the Group, fulfill our commitments to environmental protection and emission reduction, and achieve environmental compliance management and operation.

節約用紙

1. 充分利用線上辦公，推行無紙化辦公進程，降低紙張的消耗。辦公統一使用內部的OA系統及移動端的企業微信，所有內部制度、發文、通知均使用線上電子檔發佈模式，內部會議的輸入也通過企業微信群電子文檔的方式進行發送，規避紙質文本印刷浪費。
2. 減少重複列印次數，提倡雙面用紙，控制檔印刷數量。
3. 重視對已使用過的紙張再利用，做到循環使用。

6.2 廢棄物管理

集團號召員工減少一次性用品的使用，以節約資源，減少廢棄物的產生。同時，集團積極落實國家政府的要求，進行垃圾分類回收。根據廚餘垃圾、可回收垃圾、其他垃圾和有害垃圾的分類標準，將垃圾統一堆放至集中地點，對於辦公區域產生的廢紙、塑料等可回收垃圾，集團安排保潔人員定期交於廢品回收商處理，而對於處於廚餘垃圾、其他垃圾和有害垃圾，統一由物業管理進行處理。除此之外，集團還改善了原辦公室垃圾桶的設置，減少了垃圾桶數量，在辦公室集中放置分類回收垃圾桶，不再在員工工位旁邊放置中小號垃圾桶，引導員工進行垃圾分類，保護環境，共同實踐科學的廢棄物收集管理。

6.3 應對氣候變化

為了面對全球氣候變化的挑戰，履行中國應對巴黎氣候協定所承諾的減排責任，支持國家完成2030年實現碳達峰，2060年實現碳中和的願景。作為一家負責任的企業，我們會定期審視氣候變化對本集團的風險和機遇，識別氣候變化可能為本集團帶來的實體及轉型風險，履行保證環境和減排承諾，實現環境合規管理和合規運營。



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The Directors discuss and review the risks of global climate change on the operation and transformation of the Group entities at the annual board meeting. The extreme weather risks that may be brought about by climate-related issues, such as super typhoons and floods which have occurred more frequently lately, may increase the cost of the operation and maintenance of our infrastructure and affect the health and safety of our employees.

In respect of transformation risks, our related operating costs may be increased based on the assessment on the government regulatory policies, technology and market trends as well as the more in-depth practical requirements for sustainable development. For instance, replacing more energy-saving and environment-friendly lighting facilities, increasing the green space in the office and the possible increase in emission disclosure requirements will also increase our related monitoring costs.

In addition to the risks described above, we have identified no other risks that could adversely affect the operation, strategic planning and financial performance of our entities.

董事於年度董事會議上討論並審視全球氣候變化對集團實體運營及轉型方面的風險。對於氣候相關問題可能帶來的極端天氣風險，如頻繁、超強度的颱風、洪水等，可能增加我們基礎設備運營及維護成本及保險費用的增加，我們員工的健康及安全也會受到極端天氣的影響。

就轉型風險而言，根據對政府監管政策及技術、市場趨勢的評估，基於更深入的可持續發展的實踐要求，我們可能會增加相應的運營成本。如更換更節能環保的照明設施，亦或是增加辦公場所的綠色空間等，對於可能增加的排放披露要求，我們也會增加相關監測成本。

除上述風險外，我們未識別出其他可能對我們的實體運營、戰略規劃以及財務表現方面造成負面影響的風險。

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7. SOCIAL CONTRIBUTION

As at November 2022, all the CPEO special relief funds donated by the Group for the treatment of patients with malignant tumors and strokes have been distributed. Most of the assisted patients are minors and poverty-stricken households. The relief fund was not a big amount is of great significance. The Group also actively responded to the government’s proposal to win the battle against poverty, and give priority to the purchase of agricultural products in poverty-stricken areas to help consumption and poverty alleviation, by purchasing agricultural products in poverty-stricken areas directly from farmers or indirectly through agricultural product trading companies.

The Group adheres to the mission of “developing smart healthcare industry, and promoting smart healthy life”. In the future, it will continue to focus on the solution of “human health” and explore various ways to serve the society, as well as fulfill its corporate responsibility with gratitude.

7. 社會貢獻

截至2022年11月，本集團捐贈的用於救治惡性腫瘤和腦卒中患者的西普專項救助金已全部發放完畢。救助患者多為未成年人以及脫貧戶，款項不多但意義重大。本集團亦積極回應政府打好脫貧攻堅戰，優先採購貧困地區農產品助力消費扶貧的提議，通過直接從農戶或間接通過農產品貿易公司採購貧困地區農產品。

本集團堅守「智慧健康產業，智慧健康生活」的使命，未來將繼續圍繞解決「人類健康」，探討多種可以服務社會的方式，以感恩之心履行企業責任。



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APPENDIX I: ENVIRONMENTAL AND SOCIAL KPI SUMMARY

附錄一：環境及社會關鍵績效指標摘要

Environmental performance 環境表現	Unit 單位	FY 2022 2022財年
GHG emissions 溫室氣體排放量		
Direct GHG emissions (scope 1) 直接溫室氣體排放 (範圍一)	tonnes of CO ₂ -e 公噸二氧化碳當量	0.91
Indirect GHG emissions (scope 2) 間接溫室氣體排放 (範圍二)	tonnes of CO ₂ -e 公噸二氧化碳當量	283.74
GHG emissions intensity 溫室氣體排放密度		
GHG emissions intensity (per m ²) 溫室氣體排放密度 (每平方米)	tonnes of CO ₂ -e/m ² 公噸二氧化碳當量 / 平方米	0.07
GHG emissions intensity (per employee) 溫室氣體排放密度 (員工)	tonnes of CO ₂ -e/employee 公噸二氧化碳當量 / 員工	0.37
Electricity consumption 能源耗用		
Purchased electricity consumption 外購電力耗用量	Mega KWh 兆千瓦時	463,307
Purchased electricity consumption intensity (per m ²) 外購電力耗用密度 (每平方米)	Mega KWh/m ² 兆千瓦時 / 平方米	122.21
Purchased electricity consumption intensity (per employee) 外購電力耗用密度 (員工)	Mega KWh/employee 兆千瓦時 / 員工	682.34
Water consumption 水源消耗		
Total water consumption 總耗水量	m ³ 立方米	189,529
Total water consumption intensity (per m ²) 總耗水密度 (每平方米)	m ³ /m ² 立方米 / 平方米	0.05
Total water consumption intensity (per employee) 總耗水密度 (員工)	m ³ /employee 立方米 / 員工	0.28

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Environmental performance 環境表現	Unit 單位	FY 2022 2022財年
Hazardous waste 有害廢棄物		
Used toner cartridges 廢棄碳粉盒	unit 個	17
Used batteries 廢棄電池	unit 顆	350
Non-hazardous waste 無害廢棄物		
Generation of non-hazardous waste 無害廢棄物產量	kg 千克	15000
Non-hazardous waste intensity (per employee) 無害廢棄物產量密度(員工)	kg/employee 千克/員工	22.09
Paper consumption 紙張消耗		
Paper consumption 紙張用量	kg 千克	165
Paper consumption intensity (per employee) 紙張消耗密度(員工)	kg/employee 千克/員工	0.24



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環境、社會及管治報告

Social scope 社會範疇	Unit 單位	FY2022 2022財年
All employees 全體員工	person 人	680
Total number of employees (by gender) 員工總數 (按性別劃分)		
Female employees 女性員工	person 人	421
Male employees 男性員工	person 人	259
Total number of employees (by age group) 員工總數 (按年齡組別劃分)		
Aged below 30 30歲以下員工	person 人	399
Aged 30-50 30-50歲員工	person 人	278
Aged over 50 50歲以上員工	person 人	3
Total number of employees (by employment category) 員工總數 (按員工類型劃分)		
Full-time entry-level employees 全職基層員工	person 人	640
Full-time middle-level management 全職中級管理層	person 人	31
Full-time senior management 全職高級管理層	person 人	9
Total number of employees (by geographical region) 員工總數 (按地區劃分)		
Employees in North China 中國大陸北部區域員工	person 人	109
Employees in South China 中國大陸南部區域員工	person 人	570
Employees in Hong Kong, Macau and Taiwan 港澳台區域員工	person 人	1

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環境、社會及管治報告

Social scope 社會範疇	Unit 單位	FY2022 2022財年
Employee turnover rate (by gender) 員工流失比率(按性別劃分)		
Female employees 女性員工	percentage 百分比	28
Male employees 男性員工	percentage 百分比	34
Employee turnover rate (by age group) 員工流失比率(按年齡組別劃分)		
Aged below 30 30歲以下員工	percentage 百分比	32
Aged 30-50 30-50歲員工	percentage 百分比	29
Aged over 50 50歲以上員工	percentage 百分比	-
Employee turnover rate (by geographical region) 員工流失比例(按地區劃分)		
North China 中國大陸北方地區	percentage 百分比	35
South China 中國大陸南方地區	percentage 百分比	29
Hong Kong, Macau and Taiwan 港澳台地區	percentage 百分比	-
Percentage of employees trained (by gender) 受訓員工比例(按性別劃分)		
Female employees 女性員工	percentage 百分比	62
Male employees 男性員工	percentage 百分比	38
Percentage of employees trained (by employment category) 受訓員工比例(按員工類別劃分)		
Full-time entry-level employees 全職基層員工	percentage 百分比	94.25
Full-time middle-level management 全職中級管理層	percentage 百分比	4.57
Full-time senior management 全職高級管理層	percentage 百分比	1.18



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Social scope 社會範疇	Unit 單位	FY2022 2022財年
Average training hours per employee (by gender) 受訓員工平均培訓時數(按性別劃分)		
Female employees 女性員工	小時	15.67
Male employees 男性員工	小時	15.75
Average training hours per employee (by employment category) 受訓員工平均培訓時數(按員工類型劃分)		
Full-time entry-level employees 全職基層員工	小時	15.6
Full-time middle-level management 全職中級管理層	小時	22
Full-time senior management 全職高級管理層	小時	5.47
Occupational health and safety – Cases of work-related casualties of employees 職業健康和 safety – 員工因工傷亡數		
Work-related fatalities (2020, 2021 and 2022) 因工死亡人數(2020、2021及2022年度)	person 人	–
Work-related fatality rate 因工死亡比率(2020、2021及2022年度)	percentage 百分比	–
Lost days due to work-related injuries 因工傷損失工作天數	day 天	–
Anti-corruption 反貪污		
Number of concluded cases regarding corrupt practices brought against the Group or employee 對本集團或員工提出並已審結的貪污訴訟訴訟案件數目	case 宗	–

Environmental, Social and Governance Report
環境、社會及管治報告APPENDIX II: INDEX TO THE ESG REPORTING GUIDE OF
THE STOCK EXCHANGE附錄二：聯交所《環境、社會及管
治報告指引》索引

Indicator Content 指標內容		Respective Section 相關章節	
A. Environmental Area A. 環節範疇			
A1 : Emissions A1 : 排放物	General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non hazardous waste. 有關廢棄及溫室氣體排放、向水及土地的排污、有害及廢棄物的產生等的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及法規	6. Green sustainable development initiatives 6.綠色可持續發展舉措
	A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據	6.1 Energy saving and emission reduction 6.1 節能減排
	A1.2	Direct (Scope 1) and energy indirect (Scope 2) GHG emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設備計算)	Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
	A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生的有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設備計算)	Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
	A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生的無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設備計算)	Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
	A1.5	Description of emission target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟	6. Green sustainable development initiatives 6.綠色可持續發展舉措
	A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟	6.2 Waste management 6.2 廢棄物管理



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Indicator Content 指標內容		Respective Section 相關章節	
A2 : Use of Resources A2 : 資源使用	General disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策	6.1 Energy saving and emission reduction 6.1 節能減排
	A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas, oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
	A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
	A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	6. Green sustainable development initiatives 6. 綠色可持續發展舉措
	A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	6. Green sustainable development initiatives 6. 綠色可持續發展舉措
	A2.5	Total packaging material used for finished products (in tonnes) and (if applicable) proportion of per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)沒生產單位佔量。	Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
A3 : The Environment and Natural Resources A3 : 環境及天然資源	General disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	6. Green sustainable development initiatives 6. 綠色可持續發展舉措
	A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	6. Green sustainable development initiatives 6. 綠色可持續發展舉措
A4 : Climate change A4 : 氣候變化	General disclosure 一般披露	Policies on identification and mitigation of significant climate related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	6.3 Responding to climate change 6.3 應對氣候變化
	A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	6.3 Responding to climate change 6.3 應對氣候變化

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Indicator Content 指標內容		Respective Section 相關章節
B. Social area B. 社會範疇		
B1 : Employment B1 : 僱傭	General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例。
	B1.1	Total workforce by gender, employment type (e.g. fulltime, part-time), age group and geographical region. 按性別、僱傭類型（如全職或兼職）、年齡組別及地區劃分的僱員總數。
	B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。
B2: Health and Safety B2 : 健康與安全	General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。
	B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年（包括彙報年度）每年因工亡故的人數及比率。
	B2.2	Lost days due to work-related injury. 因工傷損失工作日數。
	B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。
		5. Caring for employees and promoting employee development 5.關懷員工及促進員工發展
		Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
		Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
		5.3 Occupational safety and health 5.3職業安全與健康
		Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
		Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
		5.3 Occupational safety and health 5.3職業安全與健康

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Indicator Content 指標內容			Respective Section 相關章節
B3 : Development and Training B3 : 發展及培訓	General disclosure 一般披露	Policy on improving employees' knowledge and skills in performing their duties. Descriptions of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	5.2 Staff training and development 5.2 員工培訓與發展
	B3.1	The percentage of trained employees by gender and employee category (e.g. senior management, middle-level management, etc). 按性別及僱員類型(如高級管理層、中級管理層)劃分的受訓僱員百分比。	Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
	B3.2	The average number of training hours completed by each employee by gender and of the employee category. 按性別及僱員類型劃分，每名僱員完成受訓的平均時數。	Appendix I: Environmental and social KPI summary 附錄一：環境及社會關鍵績效指標摘要
B4 : Labor standards B4 : 勞工準則	General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to prevention of child labor or forced labor. 有關防止童工及強制勞工的：(a)政策及(b)遵守對發行人有重大影響的相關法律及規例的資料。	5.1 Protecting the rights and interests of employees 5.1 員工權益保障
	B4.1	Description of measures to review employment practices to avoid child and forced labor. 描述檢討招聘慣例的措施及避免童工及強制勞工。	5.1 Protecting the rights and interests of employees 5.1 員工權益保障
	B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	5.1 Protecting the rights and interests of employees 5.1 員工權益保障

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Indicator Content 指標內容		Respective Section 相關章節	
B5 : Supply chain management B5 : 供應鏈管理	General disclosure 一般披露	Policies on managing the environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	4.6 Sustainable supplier management 4.6 可持續供應商管理
	B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	4.6 Sustainable supplier management 4.6 可持續供應商管理
	B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	4.6 Sustainable supplier management 4.6 可持續供應商管理
	B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	4.6 Sustainable supplier management 4.6 可持續供應商管理
	B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	4.6 Sustainable supplier management 4.6 可持續供應商管理



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Indicator Content 指標內容		Respective Section 相關章節	
B. Social area B. 社會範疇			
B6: Product responsibility B61: 產品責任	General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations, that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	4.1 Product quality management 4.3 Data security and privacy management 4.1 產品品質管理 4.3 數據安全與隱私管理
	B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	The Group had no recalled products due to safety and health reasons during the reporting period 報告期間，本集團沒有因安全及健康理由而需回收的產品
	B6.2	Number of products and service-related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	4.1 Product quality management 4.1 產品品質管理
	B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	4.5 Intellectual property management 4.5 知識產權管理
	B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程式。	4.1 Product quality management 4.1 產品品質管理
	B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	4.3 Data security and privacy management 4.3 數據安全與隱私管理

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Indicator Content 指標內容			Respective Section 相關章節
B. Social area B. 社會範疇			
B7: Anti-corruption B7: 反貪污	General disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations, that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	4.4 Internal management on anti-bribery, anti-corruption, anti-fraud and anti-money laundering 4.4反賄賂、反腐敗、反舞弊及反洗錢內部管理
	B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	4.4 Internal management on anti-bribery, anti-corruption, anti-fraud and anti-money laundering 4.4反賄賂、反腐敗、反舞弊及反洗錢內部管理
	B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程式，以及相關執行及監察方法。	4.4 Internal management on anti-bribery, anti-corruption, anti-fraud and anti-money laundering 4.4反賄賂、反腐敗、反舞弊及反洗錢內部管理
	B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	4.4 Internal management on anti-bribery, anti-corruption, anti-fraud and anti-money laundering 4.4反賄賂、反腐敗、反舞弊及反洗錢內部管理
B8: Community investment B8: 社區投資	General disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	7. Social contribution 7. 社會貢獻
	B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	7. Social contribution 7. 社會貢獻
	B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	7. Social contribution 7. 社會貢獻

Independent Auditor's Report

獨立核數師報告



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To the shareholders of Sinohealth Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

致中康控股有限公司的股東
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Sinohealth Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 152 to 253, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

意見

我們已審核載於第152頁至第253頁的中康控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，該等財務報表包括於2022年12月31日的綜合財務狀況表和截至該日止年度的綜合損益及其他全面收益表、綜合股權變動表及綜合現金流量表，以及綜合財務報表附註，其中包含主要會計政策概要。

我們認為，綜合財務報表已按照香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映貴集團於2022年12月31日的綜合財務狀況，及截至該日止年度的綜合財務業績及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們就該等準則承擔的責任在本報告「核數師就審計綜合財務報表承擔的責任」部分中進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「守則」)，我們獨立於貴集團，並已履行守則中的其他職業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

Independent Auditor's Report (Cont'd)

獨立核數師報告(續)

KEY AUDIT MATTERS (Cont'd)

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter

關鍵審計事項

Revenue recognition

收入確認

Revenue from the sale of Data Insight Solutions, Data-driven Publications and Events and SaaS products amounted to RMB225,262,000, RMB90,932,000 and RMB40,474,000 for the year ended 31 December 2022, respectively. Revenue contracts involve the judgements of identifying performance obligations, determining the timing of satisfaction of the services or goods, and the estimates to measure progress towards completion. Revenue recognition was significant to the financial statements based on its quantitative materiality, and the large volume of transactions that were processed in the year and the risks that the revenue might not be recorded in the proper periods.

截至2022年12月31日止年度，來自銷售數據洞察解決方案、數據驅動發佈及活動以及SaaS產品之收入分別為人民幣225,262,000元、人民幣90,932,000元及人民幣40,474,000元。收入合約涉及識別表現責任和釐定交付服務或貨品的時間性的判斷，以及計量完成進度的估計。基於其量化的重要性及年內所處理的龐大交易數量，加上存在收入未必可於合適期間內記錄入賬的風險，收入確認對於財務報表具有重大意義。

關鍵審計事項(續)

我們已經履行了本報告「核數師就審計綜合財務報表承擔的責任」部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為對後附綜合財務報表發表審計意見提供了基礎。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our audit procedures to assess revenue recognition included the following:

我們就評估收入確認所進行的審計程序包括以下各項：

- obtained an understanding of, evaluated and tested management's internal controls over the revenue recognition process;
- 了解、評價和測試管理層對收入確認程序的內部監控；
- discussed with management with respect to the recognition basis on the provision of different types of services by checking to the underlying contracts;
- 透過查核相關合約，就提供不同種類服務的確認基準與管理層進行討論；



Independent Auditor's Report (Cont'd)**獨立核數師報告 (續)****KEY AUDIT MATTERS (Cont'd)****Key audit matter****關鍵審計事項****Revenue recognition (Cont'd)****收入確認 (續)**

The Group's disclosures about revenue recognition are included note 2.4 *Summary of significant accounting policies* and note 5 *Revenue, other income and gains* to the financial statements.

貴集團就收入確認作出的披露載於財務報表附註2.4 *重大會計政策概要*及附註5 *收入、其他收入及收益*。

關鍵審計事項 (續)**How our audit addressed the key audit matter****我們的審計如何處理關鍵審計事項**

- performed analytical review of revenue to assess the reasonableness of revenue fluctuations during the year;
- 對收入進行分析性審查，以評估年內收入波動的合理性；
- tested, on a sample basis, the revenue recognised for the year by tracing the transactions to supporting documents, such as contractual agreements, customers' acceptance reports, customised reports delivered, records of industry events or conference, underlying invoices or cash receipts; and
- 以抽樣方式測試年內確認的收入，方法是將有關交易與支持文件（如合約協議、客戶驗收報告、所交付的客制化報告、行業活動或會議的記錄、相關發票或現金收據）進行比對；及
- performed confirmation procedures for the sales transactions for the year ended 31 December 2022 and outstanding trade receivable balances as at that date, on a sample basis.
- 就截至2022年12月31日止年度銷售交易以及截至該日未支付的貿易應收款項結餘以抽樣方式進行確認程序。

Independent Auditor's Report (Cont'd)

獨立核數師報告(續)

KEY AUDIT MATTERS (Cont'd)

Key audit matter

關鍵審計事項

Impairment of trade receivables

貿易應收款項的減值

As at 31 December 2022, the net carrying value of trade receivables amounted to RMB85,706,000, after netting off a loss allowance of RMB6,322,000, representing 10.8% of the Group's total assets.

於2022年12月31日，經扣除虧損撥備人民幣6,322,000元後，貿易應收款項的賬面淨值為人民幣85,706,000元，佔貴集團資產總值10.8%。

The Group applies the simplified approach to measure expected credit loss at the end of reporting period, which required expected lifetime losses to be recognised from initial recognition of the trade receivables, and involved significant management's judgement and estimation including their assessment of customers' current financial positions, aging of receivables, existence of disputes and historic payments, as well as forward-looking information.

本集團應用簡化方法計量報告期末的預期信貸虧損，其中需要自首次確認貿易應收款項起確認預計全期虧損，並涉及管理層的判斷及估計，包括客戶現時財務狀況、應收款項的賬齡、存在的爭議及過往付款記錄以及前瞻性資料所作的評估。

關鍵審計事項(續)

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Our audit procedures to assess impairment of trade receivables included the following:

我們就評估貿易應收款項減值所進行的審計程序包括以下各項：

- obtained an understanding of management's internal control and process over the estimation of the expected credit losses on trade receivables and its design and operating effectiveness;
- 了解管理層對貿易應收賬款預期信貸虧損估計的內部控制及程序，以及其設計和經營效益；
- evaluated management's assessment of the recoverability of the receivables by reviewing the detailed analyses of the ageing of the receivables, the historical cash collection records to understand current condition of the receivables and any long outstanding amounts;
- 評價管理層就應收款項的可收回性所作的評估，方法是審查對應收款項賬齡的詳細分析及過往現金收款記錄，以了解應收款項及任何長期未付款項的當前狀況；



Independent Auditor's Report (Cont'd)

獨立核數師報告(續)

KEY AUDIT MATTERS (Cont'd)

Key audit matter

關鍵審計事項

Impairment of trade receivables (Cont'd)

貿易應收款項的減值(續)

The Group's disclosures about trade receivables are included in note 2.4 *Summary of significant accounting policies*, note 3 *Significant accounting judgements and estimates* and note 18 *Trade and notes receivables*, to the financial statements.

貴集團就貿易應收款項作出的披露載於附註2.4重大會計政策概要、附註3重大會計判斷及估計及財務報表附註18貿易應收款項及應收票據。

關鍵審計事項(續)

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

- reviewed historical provisions along with other macroeconomic information of the receivables, any disputes between the parties involved and the correspondence with customers on expected settlement dates;
- 審查歷史撥備以及其他宏觀經濟信息、有關各方之間的任何爭議以及於預期結算日期與客戶的通信；
- discussed with management to understand the nature and the judgement involved in estimating the expected credit loss provision on trade receivables, and;
- 與管理層討論以了解估計貿易應收款項預期信貸虧損撥備的性質及判斷，及；
- checked the mathematical accuracy of the calculations; and reviewed the related disclosures in the financial statements.
- 檢查計算的數學準確性；以及審查財務報表中的相關披露。

Independent Auditor's Report (Cont'd)

獨立核數師報告(續)

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the Management Discussion and Analysis of the Annual Report (but does not include the consolidated financial statements and our auditor's report thereon), which we obtained prior to the date of this auditor's report, and the Chairman's Statement, the Directors' Report and the Corporate Governance Report, which are expected to be made available to us after that date.

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

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

When we read the Chairman's Statement, the Directors' Report and the Corporate Governance Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Audit Committee.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

年度報告包含的其他信息

貴公司董事需對其他信息負責。其他信息包括我們於本核數師報告日期前已取得的年度報告的管理層討論及分析(但不包括綜合財務報表及我們的核數師報告),以及預期我們將於該日期之後獲提供的主席報告、董事會報告及企業管治報告。

我們對綜合財務報表的意見並不涵蓋其他信息,我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計,我們的責任是閱讀其他信息,在此過程中,考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。如果根據我們對本核數師報告日期之前獲得的其他信息所執行的工作,我們認為該其他信息存在重大錯誤陳述,我們需要報告該事實。在這方面,我們沒有事項需要報告。

當我們閱覽主席報告、董事會報告及企業管治報告時,如果我們認為當中存在重大錯誤陳述,我們需要就該事實與審核委員會溝通。

董事對綜合財務報表的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實及公平的綜合財務報表,並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時,貴公司董事負責評估貴集團持續經營的能力,並在適用情況下披露與持續經營有關的事項,以及使用持續經營為會計基礎,除非貴公司董事有意將貴集團清盤或停止經營,或別無其他實際的替代方案。

審核委員會協助貴公司董事履行職責、監督貴集團的財務報告過程。



Independent Auditor's Report (Cont'd)

獨立核數師報告 (續)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅對閣下作為整體作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

Independent Auditor's Report (Cont'd) 獨立核數師報告(續)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Cont'd)

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Hooi Wan Yee.

Ernst & Young
Certified Public Accountants
Hong Kong
29 March 2023

核數師就審計綜合財務報表承擔的責任(續)

- 評價綜合財務報表的整體列報、結構和內容，包括披露，以及綜合財務報表是否公平反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關職業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，採取行動以消除威脅或應用防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審核項目合夥人為 許芸儀。

安永會計師事務所
執業會計師
香港
2023年3月29日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 31 December 2022
截至2022年12月31日止年度

		Notes	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
REVENUE	收入	5	356,668	324,166
Cost of sales	銷售成本		(197,560)	(131,527)
Gross profit	毛利		159,108	192,639
Other income and gains	其他收入及收益	5	37,707	29,537
Selling and distribution expenses	銷售及分銷開支		(31,661)	(24,786)
Administrative expenses	行政開支		(46,110)	(44,163)
Research and development costs	研發成本		(60,412)	(53,711)
Impairment losses on financial assets, net	金融資產減值虧損淨額		(2,678)	(2,855)
Other expenses	其他開支		(1,068)	(184)
Finance costs	財務成本	7	(412)	(532)
Share of losses of: Associates	分佔聯營公司虧損	16	–	(416)
PROFIT BEFORE TAX	除稅前溢利	6	54,474	95,529
Income tax expense	所得稅開支	10	(261)	(23,551)
PROFIT FOR THE YEAR	年內溢利		<u>54,213</u>	<u>71,978</u>
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人		55,758	78,813
Non-controlling interests	非控股權益		(1,545)	(6,835)
			<u>54,213</u>	<u>71,978</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收益總額		<u>54,213</u>	<u>71,978</u>
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人		55,758	78,813
Non-controlling interests	非控股權益		(1,545)	(6,835)
			<u>54,213</u>	<u>71,978</u>
EARNINGS PER SHARE	母公司普通股			
ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	權益持有人應佔每股盈利			
Basic and diluted	基本及攤薄	12	RMB13.58 cents <u>人民幣13.58仙</u>	RMB21.12 cents <u>人民幣21.12仙</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2022
2022年12月31日

			2022	2021
		Notes	2022年	2021年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	4,383	4,471
Right-of-use assets	使用權資產	14(a)	6,854	9,018
Other intangible assets	其他無形資產	15	1,590	1,152
Investments in associates	於聯營公司的投資	16	–	184
Time deposits	定期存款	21	80,772	–
Other receivables	其他應收款項	19	–	868
Deferred tax assets	遞延稅項資產	24	686	916
Total non-current assets	非流動資產總值		94,285	16,609
CURRENT ASSETS	流動資產			
Inventories	存貨	17	2,317	680
Trade and notes receivables	貿易應收款項及應收票據	18	91,993	81,866
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	19	20,988	10,451
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	20	2,098	373,389
Due from a related party	應收一名關聯方款項	31(c)	–	73
Time deposits	定期存款	21	175,474	–
Cash and cash equivalents	現金及現金等價物	21	409,318	33,955
Total current assets	流動資產總值		702,188	500,414
CURRENT LIABILITIES	流動負債			
Trade payables	貿易應付款項	22	14,665	16,859
Other payables and accruals	其他應付款項及應計款項	23	74,139	67,586
Lease liabilities	租賃負債	14(b)	3,223	4,640
Due to a related party	應付一名關聯方款項	31(c)	355	–
Tax payable	應付稅項		5,407	7,053
Total current liabilities	流動負債總額		97,789	96,138
NET CURRENT ASSETS	流動資產淨值		<u>604,399</u>	<u>404,276</u>



CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Cont'd)

綜合財務狀況表（續）

31 December 2022
2022年12月31日

			2022	2021
		Notes	2022年	2021年
		附註	RMB'000	RMB'000
			人民幣千元	人民幣千元
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		698,684	420,885
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債	14(b)	3,904	4,974
Deferred tax liabilities	遞延稅項負債	24	1,544	–
Total non-current liabilities	非流動負債總額		5,448	4,974
Net assets	資產淨值		<u>693,236</u>	<u>415,911</u>
EQUITY	股權			
Equity attributable to owners of the parent	母公司擁有人應佔股權			
Share capital	股本	25	30,384	322
Treasury shares	庫存股份	25	(101,121)	–
Reserves	儲備	26	765,775	416,536
			695,038	416,858
Non-controlling interests	非控股權益	27	(1,802)	(947)
Total equity	總權益		<u>693,236</u>	<u>415,911</u>

Wu Yushu

Director

Wang Lifang

Director

吳鬱抒

董事

王莉芳

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2021
截至2021年12月31日止年度

		Attributable to owners of the parent							
		母公司擁有人應佔							
		Share capital	Share premium*	Capital reserve*	Statutory reserve*	Retained profit*	Total	Non-controlling interest	Total equity
		股本	股份溢價*	資本儲備*	法定儲備*	保留溢利*	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 25)	(note 26)	(note 26)	(note 26)				
		(附註25)	(附註26)	(附註26)	(附註26)				
Year ended 31 December 2021	截至2021年12月31日止年度								
At 1 January 2021	於2021年1月1日	-	-	206,718	20,825	235,122	462,665	1,960	464,625
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	78,813	78,813	(6,835)	71,978
Issue of shares of the Company	發行本公司股份	322	183,858	-	-	-	184,180	-	184,180
Deemed distribution to the then shareholders**	視作向當時的股東作出分派**	-	-	(184,169)	(1,368)	-	(185,537)	-	(185,537)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	-	5,075	(5,075)	-	-	-
Dividends declared (note 11)	已宣派股息(附註11)	-	-	-	-	(120,086)	(120,086)	-	(120,086)
Acquisition of non-controlling interests	收購非控股權益	-	-	(3,177)	-	-	(3,177)	678	(2,499)
Capital injection by non-controlling shareholders	非控股股東注資	-	-	-	-	-	-	3,250	3,250
At 31 December 2021	於2021年12月31日	<u>322</u>	<u>183,858</u>	<u>19,372</u>	<u>24,532</u>	<u>188,774</u>	<u>416,858</u>	<u>(947)</u>	<u>415,911</u>



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Cont'd)

綜合權益變動表 (續)

Year ended 31 December 2022
截至2022年12月31日止年度

		Attributable to owners of the parent								
		母公司擁有人應佔								
		Share capital	Treasury shares	Share premium*	Capital reserve*	Statutory reserve*	Retained profits*	Total	Non-controlling interest	Total equity
		股本	庫存股份	股份溢價*	資本儲備*	法定儲備*	保留溢利*	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 25)	(note 25)	(note 26)	(note 26)	(note 26)				
		(附註25)	(附註25)	(附註26)	(附註26)	(附註26)				
Year ended 31 December 2022	截至2022年12月31日止年度									
At 31 December 2021	於2021年12月31日	322	-	183,858	19,372	24,532	188,774	416,858	(947)	415,911
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	-	55,758	55,758	(1,545)	54,213
Issue of shares from initial public offering	首次公開發售時發行股份	5,047	-	319,399	-	-	-	324,446	-	324,446
Capitalization issue	資本化發行	24,896	-	(24,896)	-	-	-	-	-	-
Exercises of the over-allotment option	行使超額配股權	119	-	8,055	-	-	-	8,174	-	8,174
Share issue expense	股份發行開支	-	-	(9,077)	-	-	-	(9,077)	-	(9,077)
Shares repurchased	已購回股份	-	(101,121)	-	-	-	-	(101,121)	-	(101,121)
Appropriation to statutory reserve	轉撥至法定儲備	-	-	-	-	5,024	(5,024)	-	-	-
Deregistration a subsidiary	註銷附屬公司	-	-	-	-	-	-	-	690	690
At 31 December 2022	於2022年12月31日	<u>30,384</u>	<u>(101,121)</u>	<u>477,339</u>	<u>19,372</u>	<u>29,556</u>	<u>239,508</u>	<u>695,038</u>	<u>(1,802)</u>	<u>693,236</u>

* These reserve accounts comprise the consolidated reserves of RMB765,775,000 (31 December 2021: RMB416,536,000) in the consolidated statement of financial position as at 31 December 2022.

* 該等儲備賬包括於2022年12月31日的綜合財務狀況表內的綜合儲備人民幣765,775,000元(2021年12月31日:人民幣416,536,000元)。

** On 28 January 2021, a shareholders' meeting of Guangzhou Sinohealth Information Co., Ltd. ("Sinohealth Information") was convened and who resolved to reduce the registered capital of Sinohealth Information from RMB40,000,000 to RMB21,492,000, resulting in cash of RMB185,537,000 paid to the then shareholders of Sinohealth Information, as part of the Reorganisation. The cash payment was treated as the deemed distribution to the then shareholders.

** 於2021年1月28日,作為重組的一部分,廣州中康資訊股份有限公司(「中康資訊」)召開股東大會及議決將中康資訊的註冊資本由人民幣40,000,000元削減至人民幣21,492,000元,導致向中康資訊當時的股東派付現金人民幣185,537,000元。現金付款被視為向當時股東的視作分派。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2022
截至2022年12月31日止年度

			2022	2021
			2022年	2021年
	Notes	RMB'000	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元	人民幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動之現金流量			
Profit before tax	除稅前溢利		54,474	95,529
Adjustments for:	就以下各項調整：			
Finance costs	財務成本	7	412	532
Bank interest income	銀行利息收入	5	(6,615)	(248)
Investment income received from financial assets at fair value through profit or loss	按公平值計入損益的金融資產獲得的投資收入	5	(8,499)	(6,721)
Fair value gains on financial assets at fair value through profit or loss	按公平值計入損益的金融資產公平值收益	5	(38)	(4,815)
Gain on disposal of a subsidiary	出售一家附屬公司的收益	5	(201)	–
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13	2,659	2,083
Depreciation of right-of-use assets	使用權資產折舊	14(a)	5,179	4,849
Amortisation of other intangible assets	其他無形資產攤銷	15	891	420
Gains on lease modifications	租賃修改收益	14(c)	–	(1,107)
Impairment of trade receivables	貿易應收款項減值	18	2,678	2,510
Impairment of other receivables	其他應收款項減值	19	–	345
Share of losses of associates	應佔聯營公司虧損	16	–	416
Foreign exchange gains, net	外匯收益淨額	5	(9,530)	(36)
Loss on de-registration of a subsidiary	註銷一家附屬公司的虧損		1,010	–
Gain on de-registration of a subsidiary	註銷一家附屬公司的收益	5	(320)	–
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損		3	74
Increase in trade and notes receivables	貿易應收款項及應收票據增加		(12,805)	(55,664)
Decrease/(increase) in an amount due from a related party	應收一名關聯方款項減少/(增加)		73	(73)
Increase in an amount due to a related party	應付一名關聯方款項增加		355	–
(Increase)/decrease in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產(增加)/減少		(1,740)	1,624
Increase in inventories	存貨增加		(1,637)	(107)
(Decrease)/increase in trade payables	貿易應付款項(減少)/增加		(2,194)	13,190
Increase in other payables and accruals	其他應付款項及應計款項增加		7,810	27,922
Cash generated from operations	經營所得現金		31,965	80,723
Interest received	已收利息		2,234	248
Income tax paid	已付所得稅		(1,565)	(20,951)
Net cash flows from operating activities	經營活動所得現金流量淨額		32,634	60,020

CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

綜合現金流量表 (續)

Year ended 31 December 2022
截至2022年12月31日止年度

		2022	2021
		2022年	2021年
	Notes	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量		
Purchases of items of property, plant and equipment and related advance payments	購買物業、廠房及設備項目以及相關墊款付款	(2,855)	(1,878)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	281	-
Additions to other intangible assets	其他無形資產添置	(1,329)	(1,175)
Investment in an associate	於聯營公司的投資	-	(600)
Disposal of an associate	出售一家聯營公司	184	-
Acquisition of a subsidiary	收購一家附屬公司	-	(637)
Disposal of a subsidiary	出售一家附屬公司	201	10
Prepayment for a potential acquisition	就潛在收購預付款項	(10,000)	-
Purchases of time deposits	購買定期存款	(940,373)	-
Disposal of time deposits	出售定期存款	686,258	-
Interest income received from time deposits	定期存款獲得的利息收入	2,250	-
Purchases of financial assets at fair value through profit or loss	購買按公平值計入損益的金融資產	(605,579)	(1,101,896)
Disposal of financial assets at fair value through profit or loss	出售按公平值計入損益的金融資產	976,908	1,089,986
Investment income received from financial assets at fair value through profit or loss	按公平值計入損益的金融資產獲得的投資收入	8,499	6,721
Net cash flows used in investing activities	投資活動所用現金流量淨額	114,445	(9,469)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
Issue of shares of the Company	發行本公司股份	332,620	184,180
Deemed distribution to the then shareholders	視作向當時的股東作出分派	-	(185,537)
Dividend paid	已派付股息	-	(120,086)
Principal portion of lease payments	租賃付款的本金部分	(5,502)	(4,992)
Interest paid on lease liabilities	就租賃負債支付利息	(412)	(532)
Payment for listing expenses	上市開支付款	(4,421)	(4,656)
Capital injection by non-controlling shareholders	非控股股東注資	-	3,250
Repurchase of shares	購回股份	(101,121)	-
Prepayment for repurchase of shares	購回股份預付款項	(2,410)	-
Repayment of an advance from a related party	償還關聯方墊款	-	(1,500)
Repayment of an advance from a director	償還董事墊款	-	(47)
Acquisition of non-controlling interests	收購非控股權益	-	(2,490)

CONSOLIDATED STATEMENT OF CASH FLOWS (Cont'd)

綜合現金流量表 (續)

Year ended 31 December 2022
截至2022年12月31日止年度

			2022	2021
			2022年	2021年
		Notes	RMB'000	RMB'000
		附註	人民幣千元	人民幣千元
Net cash flows from/(used in) financing activities	融資活動所得/(所用)現金流量淨額		218,754	(132,410)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加/(減少)淨額		365,833	(81,859)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		33,955	115,778
Effect of foreign exchange rate changes, net	外匯匯率變動影響淨額		9,530	36
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	21	<u>409,318</u>	<u>33,955</u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	21	246,798	33,955
Non-pledged time deposits with original maturity of less than three months when acquired	放取得時原到期日短於三個月的無抵押定期存款	21	162,520	-
Cash and cash equivalents as stated in the statements of cash flows and statements of financial position	於現金流量表及財務狀況表列賬的現金及現金等價物		<u>409,318</u>	<u>33,955</u>



NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2022
2022年12月31日

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 4 March 2019. The registered address of the Company is at the office of Ogier Global (Cayman) Limited, of 89 Nexus Way, Grand Cayman, KY1-9009, Cayman Islands. The principal place of business in China is located at Room 1111, No. 5 Wangjiang Second Street, Huangge Town, Nansha District, Guangzhou, Guangdong Province, People's Republic of China (the "PRC").

The Company is an investment holding company. During the year, the Company's subsidiaries were principally engaged in the provision of Data Insight Solutions, Data-driven Publications and Events and SaaS products.

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 July 2022.

Information about subsidiaries

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

Name 名稱	Place and date of incorporation/ registration and place of operations 註冊成立／註冊地點及 日期以及經營地點	Nominal value of issued ordinary/ registered share capital 已發行普通股／ 註冊股本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			本公司應佔 權益百分比		
			Direct 直接	Indirect 間接	
Sky Range Investments Limited (天域投資有限公司)	British Virgin ("BVI") Islands 3 January 2019	US\$1	100%	–	Investment holding
天域投資有限公司	英屬處女群島 (「英屬處女群島」) 2019年1月3日	1美元	100%	–	投資控股
Sinohealth Technology Limited (中康健康科技有限公司)	Hong Kong 15 March 2019	HK\$10,000	–	100%	Investment holding
中康健康科技有限公司	香港 2019年3月15日	10,000港元	–	100%	投資控股
Guangzhou Zhongkang Digital Technology Co., Ltd. (「Guangzhou Zhongkang Digital」) (廣州中康數字科技有限公司)* (note (a))	People's Republic of China ("PRC")/Mainland China 8 April 2019	RMB300,000,000	–	100%	Research and development and provision of Data Insight Solutions, Data- driven Publications and Events, and SaaS products
廣州中康數字科技有限公司 (「廣州中康數字」)(附註(a))	中華人民共和國 (「中國」)／中國內地 2019年4月8日	人民幣 300,000,000元	–	100%	研發及提供數據洞察解決 方案、數據驅動發佈及 活動以及SaaS產品

1. 公司資料

本公司為一間於2019年3月4日於開曼群島註冊成立的有限公司。本公司的註冊地址位於Ogier Global (Cayman) Limited的辦事處，即89 Nexus Way, Grand Cayman, KY1-9009, Cayman Islands。本公司在中國的主要營業地點位於中華人民共和國（「中國」）廣東省廣州市南沙區黃閣鎮望江二街5號1111房。

本公司為一家投資控股公司。於年內，本公司的附屬公司主要從事提供數據洞察解決方案、數據驅動發佈及活動以及SaaS產品。

本公司股份於2022年7月12日在香港聯合交易所有限公司（「聯交所」）主板上市。

有關附屬公司的資料

本公司的主要其附屬公司詳情載列如下：

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

1. CORPORATE INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place and date of incorporation/ registration and place of operations 註冊成立／註冊地點及 日期以及經營地點	Nominal value of issued ordinary/ registered share capital 已發行普通股／ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Sinohealth Information (廣州中康資訊股份有限公司)* (note (b))	PRC/Mainland China 20 December 2007	RMB21,492,000	—	100%	Research and development and provision of Data Insight Solutions, Data- driven Publications and Events, and SaaS products
廣州中康資訊股份有限公司 (附註(b))	中國／中國內地 2007年12月20日	人民幣 21,492,000元	—	100%	研發及提供數據洞察解決 方案、數據驅動發佈及 活動以及SaaS產品
Guangzhou Xinkang Information Technology Company Limited ("Xinkang Information") (廣州心康信息科技有限公司)* (note (b))	PRC/Mainland China 14 November 2016	RMB10,000,000	—	94%	Operation of SaaS products
廣州心康信息科技有限公司 (「心康信息」)(附註(b))	中國／中國內地 2016年11月14日	人民幣 10,000,000元	—	94%	營運SaaS產品
Guangzhou Sinohealth Jianshu Intelligence Technology Company Limited* ("Sinohealth Jianshu") (廣州中康健數智能科技 有限公司) (note (b))	PRC/Mainland China 3 April 2018	RMB1,000,000	—	75%	Research and development and the operation of Smart Medical Cloud under the business line of SaaS products
廣州中康健數智能科技有限公司 (「中康健數」)(附註(b))	中國／中國內地 2018年4月3日	人民幣 1,000,000元	—	75%	研發及營運SaaS產品業務 分部下的智慧醫療雲
Beijing Sinohealth Tong Digital Technology Company Limited* ("Sinohealth Tong") (北京中康通數字科技有限公司) (note (b))	PRC/Mainland China 18 March 2020	RMB5,000,000	—	80%	Management of marketing and promotion services of innovative medicine
北京中康通數字科技有限公司 (「中康通」)(附註(b))	中國／中國內地 2020年3月18日	人民幣 5,000,000元	—	80%	管理創新醫藥的營銷及 推廣服務

1. 公司資料(續)

有關附屬公司的資料(續)

本公司的主要其附屬公司詳情載列如下:(續)



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

1. CORPORATE INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place and date of incorporation/ registration and place of operations 註冊成立／註冊地點及 日期以及經營地點	Nominal value of issued ordinary/ registered share capital 已發行普通股／ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guangzhou Xisi Digital Technology Company Limited* (廣州西思數字科技有限公司)	PRC/Mainland China 4 June 2019	RMB1,000,000	—	100%	Operation of SaaS products
廣州西思數字科技有限公司	中國／中國內地 2019年6月4日	人民幣1,000,000元	—	100%	營運SaaS產品
Guangzhou Kangzhi Digital Technology Company Limited* (廣州康智數字科技有限公司)	PRC/Mainland China 13 November 2020	RMB1,000,000	—	70%	Operation of SaaS products
廣州康智數字科技有限公司	中國／中國內地 2020年11月13日	人民幣1,000,000元	—	70%	營運SaaS產品
Guangzhou Jisi Digital Technology Company Limited* (廣州吉思數字科技有限公司)	PRC/Mainland China 22 May 2019	RMB1,000,000	—	75%	Dormant
廣州吉思數字科技有限公司	中國／中國內地 2019年5月22日	人民幣1,000,000元	—	75%	暫無營運
Guangzhou Xinyi Consulting Company Limited* (廣州新益諮詢有限公司) (notes (b) & (c))	PRC/Mainland China 15 April 2020	RMB1,000,000	—	100%	Investment holding
廣州新益諮詢有限公司 (附註(b)及(c))	中國／中國內地 2020年4月15日	人民幣1,000,000元	—	100%	投資控股

1. 公司資料 (續)

有關附屬公司的資料 (續)

本公司的主要其附屬公司詳情載列如下：(續)

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

1. CORPORATE INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place and date of incorporation/ registration and place of operations 註冊成立／註冊地點及 日期以及經營地點	Nominal value of issued ordinary/ registered share capital 已發行普通股／ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guangzhou Jiashi Information Technology Company Limited* (廣州嘉思信息科技有限公司) (note (b))	PRC/Mainland China 22 May 2019	RMB1,000,000	–	100%	Operation under the business line of SaaS products
廣州嘉思信息科技有限公司 (附註(b))	中國／中國內地 2019年5月22日	人民幣 1,000,000元	–	100%	於SaaS產品業務線下營運
Hainan Sinohealth Technology Company Limited* (海南中康科技有限公司) (note (b))	PRC/Mainland China 26 December 2019	RMB1,000,000	–	100%	Dormant
海南中康科技有限公司(附註(b))	中國／中國內地 2019年12月26日	人民幣 1,000,000元	–	100%	暫無營運
Beijing Sinohealth Junyi Digital Technology Company Limited* ("Sinohealth Junyi") (北京中康君毅數字科技 有限公司) (notes (b) & (d))	PRC/Mainland China 23 April 2020	RMB3,000,000	–	70%	Operation under the business line of Data-driven Publications and Events, and SaaS products
北京中康君毅數字科技有限公司 (「中康君毅」)(附註(b)及(d))	中國／中國內地 2020年4月23日	人民幣3,000,000元	–	70%	於數據驅動發佈及活動業 務線下營運以及SaaS產 品

1. 公司資料(續)

有關附屬公司的資料(續)

本公司的主要其附屬公司詳情載列如下:(續)



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

1. CORPORATE INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Particulars of the Company's principal subsidiaries are as follows: (Cont'd)

Name 名稱	Place and date of incorporation/ registration and place of operations 註冊成立／註冊地點及 日期以及經營地點	Nominal value of issued ordinary/ registered share capital 已發行普通股／ 註冊股本面值	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Beijing Sinohealth Ruima Marketing Technology Company Limited* ("Sinohealth Ruima") (北京中康瑞馬營銷科技 有限公司)	PRC/Mainland China 20 February 2021	RMB10,000,000	—	60%	Operation under the business line of Data Insight Solutions
北京中康瑞馬營銷科技有限公司 (「中康瑞馬」)	中國／中國內地 2021年2月20日	人民幣 10,000,000元	—	60%	於數據洞察解決方案業務 線下營運
Guangzhou Xinshun Technology Company Limited ("Guangzhou Xinshun") (廣州心順科技(有限)公司) (notes (b) & (e))	PRC/Mainland China 22 October 2020	RMB10,000,000	—	65%	Under the business segments of Data Insight Solutions and SaaS
廣州心順科技(有限)公司 (「廣州心順」)(附註(b)及(e))	中國／中國內地 2020年10月22日	人民幣 10,000,000元	—	65%	於數據洞察解決方案業務 線下營運及SaaS
Jiangxi Xinshun Medicine Company Limited ("Jiangxi Xinshun") (江西心順藥業(有限)公司) (notes (b) & (f))	PRC/Mainland China 29 January 2021	RMB5,000,000	—	65%	Provide internet information services
江西心順藥業(有限)公司 (「江西心順」)(附註(b)及(f))	中國／中國內地 2021年1月29日	人民幣 5,000,000元	—	65%	提供互聯網信息服務
Beijing Sinohealth Tongrun Technology Company Limited ("Sinohealth Tongrun") (北京中康通潤科技(有限)公司)	PRC/Mainland China 26 November 2021	RMB5,000,000	—	80%	Management of marketing and promotion services of innovative medicine
北京中康通潤科技(有限)公司 (「中康通潤」)	中國／中國內地 2021年11月26日	人民幣 5,000,000元	—	80%	管理創新醫藥的營銷及推 廣服務

1. 公司資料 (續)

有關附屬公司的資料 (續)

本公司的主要其附屬公司詳情載列如下：(續)

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

1. CORPORATE INFORMATION (Cont'd)

Information about subsidiaries (Cont'd)

Notes:

- a) The entity is registered as a wholly-foreign-owned enterprise under PRC law.
- b) Sinohealth Information and its subsidiaries (the "Consolidated Affiliated Entities") are engaged or will engage in the production of short films and the provision of internet information service and internet data centre services (including internet resources cooperation services) (together, the "Relevant Businesses"). Under the scope of the "Catalog of Industries for Encouraging Foreign Investment (2020 Version)" and the "Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021 Version)", foreign investors are restricted or prohibited to invest in Relevant Businesses. A wholly-owned subsidiary of the Company, Guangzhou Zhongkang Digital (the "WOFE"), has entered into a series of Contractual Arrangements (the "Contractual Arrangements") with the Consolidated Affiliated Entities and their respective equity holders (hereafter the equity holders of the Consolidated Affiliated Entities referred to the "Registered Shareholders"). The Contractual Arrangements enable WOFE to exercise effective control over the Consolidated Affiliated Entities and obtain substantially all economic benefits of the Consolidated Affiliated Entities. Accordingly, the Consolidated Affiliated Entities are controlled by the Company based on the Contractual Arrangements though the Company does not have any direct or indirect equity interest in the Consolidated Affiliated Entities.
- c) The entity was deregistered in November 2022.
- d) The entity was deregistered in September 2022.
- e) The entity was deregistered in December 2022.
- f) Sinohealth Information disposed of the entire entity interest to a third party, Ms. Jiang Qingping on 13 September 2022 (note 29).
- * The English names of these entities registered in the PRC represent the best efforts made by the management of the Company to directly translate their Chinese names as they did not register any official English names.

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

1. 公司資料(續)

有關附屬公司的資料(續)

附註：

- a) 該實體根據中國法律登記為中康科技。
- b) 中康資訊及其附屬公司(「綜合聯屬實體」)從事或將從事視頻製作以及提供互聯網信息服務及互聯網數據中心服務(包括互聯網資源合作服務)(統稱為「有關業務」)。在《鼓勵外商投資產業目錄(2020年版)》及《外商投資准入特別管理措施(負面清單)(2021年版)》範圍內,外國投資者被限制或禁止投資於有關業務。本公司的全資附屬公司廣州中康數字(「中康科技」)已與綜合聯屬實體及彼等各自的權益持有人(以下簡稱綜合聯屬實體的權益持有人為「登記股東」)簽訂一系列合約安排(「合約安排」)。合約安排使中康科技能夠對綜合聯屬實體行使有效控制及獲得綜合聯屬實體絕大部分經濟利益。儘管本公司於綜合聯屬實體並無任何直接或間接股權,但根據合約安排,綜合聯屬實體受本公司控制。
- c) 該實體已於2022年11月註銷。
- d) 該實體已於2022年9月註銷。
- e) 該實體已於2022年12月註銷。
- f) 中康資訊於2022年9月13日向第三方Jiang Qingping女士出售全部股權(附註29)。
- * 本公司管理層盡力將該等在中國註冊的實體的英文名稱直接翻譯為英文名稱,因為該等實體並無註冊任何官方英文名稱。

上表列示董事認為主要影響本集團年內業績或構成本集團資產淨值的主要部分的本公司附屬公司。董事認為詳細說明其他附屬公司將導致篇幅冗長。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註（續）**31 December 2022
2022年12月31日**2.1 BASIS OF PREPARATION**

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

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

2.1 編製基準

此等財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則以及香港公司條例的披露規定編製。財務報表乃按歷史成本慣例編製，惟按公平值計入損益的金融資產（按公平值計量）除外。財務報表以人民幣列示，而除另有指示外，所有數值已約整至最接近的千位數。

綜合基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）截至2022年12月31日止年度的財務報表。附屬公司乃一間由本公司直接或間接控制的實體（包括結構性實體）。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力（即本集團獲賦予能力以主導投資對象相關活動的既有權利）影響該等回報時，即取得控制權。

一般而言，假定獲取大多數投票權後會取得控制權。倘本公司直接或間接擁有投資對象的投票或類似權力不足半數，本集團評估其是否對被投資對象擁有權力時會考慮所有相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日**2.1 BASIS OF PREPARATION (Cont'd)****Basis of consolidation (Cont'd)**

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

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

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

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

2.1 編製基準 (續)**綜合基準 (續)**

附屬公司編製財務報表的報告期與本公司相同，並使用一致的會計政策。附屬公司的業績自本集團取得控制權當日起綜合入賬，且將繼續綜合入賬，直至不再擁有有關權利當日為止。

損益及其他全面收入的各組成部分均歸屬於本集團母公司的擁有人及非控股權益，即使這導致非控股權益出現赤字餘額。有關本集團成員之間交易的所有集團內資產及負債、權益、收入、開支及現金流量已於綜合入賬時全數對銷。

倘事實及情況顯示上述三項控制因素中一項或多項有變，則本集團會重新評估其是否仍然控制投資對象。附屬公司中不導致喪失控制權的擁有權益變動作為權益交易入賬。

倘本集團失去對附屬公司的控制權，則其終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值及(iii)計入權益的累計換算差額；並確認(i)已收代價的公平值；(ii)所保留任何投資的公平值及(iii)損益中任何因此產生的盈餘或虧絀。本集團分佔先前於其他全面收益確認的組成部分重新分類計入損益或保留溢利(如適當)，基準與倘若本集團直接出售有關資產或負債所規定者相同。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 3

香港財務報告準則第3號 (修訂本)

Amendments to HKAS 16

香港會計準則第16號 (修訂本)

Amendments to HKAS 37

香港會計準則第37號 (修訂本)

Annual Improvements to HKFRSs 2018-2020

香港財務報告準則2018年至2020年的年度改進

Reference to the Conceptual Framework

概念框架之提述

Property, Plant and Equipment: Proceeds before Intended Use

物業、廠房及設備：作擬定用途之前的所得款項

Onerous Contracts – Cost of Fulfilling a Contract

虧損性合約 – 履行合約的成本

Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附的說明性示例及香港會計準則第41號之修訂

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

- (a) Amendments to HKFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the *Conceptual Framework for Financial Reporting* (the “Conceptual Framework”) issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no business combinations during the year, the amendments did not have any impact on the financial position and performance of the Group.

2.2 會計政策變動及披露

本集團已就本年度的財務報表首次採納以下經修訂香港財務報告準則。

Reference to the Conceptual Framework

概念框架之提述

Property, Plant and Equipment: Proceeds before Intended Use

物業、廠房及設備：作擬定用途之前的所得款項

Onerous Contracts – Cost of Fulfilling a Contract

虧損性合約 – 履行合約的成本

Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附的說明性示例及香港會計準則第41號之修訂

經修訂香港財務報告準則的性質及影響如下文所述：

- (a) 香港財務報告準則第3號 (修訂本) 以對於2018年6月頒佈的財務報告概念框架 (「概念框架」) 之提述取代對先前的編製及呈列財務報表框架之提述，而其規定並無重大變動。該修訂本亦就實體提述概念框架以釐定構成資產或負債的要素的確認原則在香港財務報告準則第3號中加入一個例外情況。該例外情況指明，就屬於香港會計準則第37號或香港 (國際財務報告詮釋委員會) 一詮釋第21號範圍內的負債及或然負債而言，倘該等負債乃分開產生而非於業務合併中承擔，則應用香港財務報告準則第3號的實體應分別提述香港會計準則第37號或香港 (國際財務報告詮釋委員會) 一詮釋第21號而非概念框架。此外，該修訂本澄清或然資產於收購日期不符合確認資格。本集團已對於2022年1月1日或之後發生的業務合併前瞻性應用該等修訂。由於本年度並無業務合併，因此該等修訂對本集團的財務狀況及表現概無任何影響。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日2.2 CHANGES IN ACCOUNTING POLICIES AND
DISCLOSURES (Cont'd)

- (b) Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.
- (c) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

2.2 會計政策變動及披露(續)

- (b) 香港會計準則第16號(修訂本)禁止實體從物業、廠房及設備項目的成本中扣除資產達到管理層預定的可使用狀態(包括位置與條件)過程中產生的全部出售項目所得款項。作為替代,實體須將來自出售任何有關項目的所得款項以及香港會計準則第2號存貨所釐定該等項目的成本計入損益中。本集團已對於2021年1月1日或之後可供使用的物業、廠房及設備項目追溯應用該等修訂。由於在提供可供使用物業、廠房及設備之前並無銷售所產生的項目,因此該等修訂對本集團的財務狀況或表現概無任何影響。
- (c) 香港會計準則第37號(修訂本)澄清,就根據香港會計準則第37號評估合約是否屬虧損性而言,履行合約的成本包括與合約直接相關的成本。與合約直接相關的成本包括履行該合約的增量成本(如直接勞工及材料)及與履行該合約直接相關的其他成本分配(如分配履行合約所用物業、廠房及設備項目的折舊開支以及合約管理及監督成本)。一般及行政成本與合約並無直接關係,除非根據合約乃明確由對手方承擔,否則不包括在內。本集團已對截至2022年1月1日尚未履行其所有義務且未發現任何虧損性合約的合約前瞻性應用該等修訂。因此,該等修訂對本集團的財務狀況或表現概無任何影響。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Cont'd)

(d) *Annual Improvements to HKFRSs 2018-2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendment that is applicable to the Group are as follows:

- HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 10 and HKAS 28 (2011)

香港財務報告準則第10號及香港會計準則第28號(2011年)(修訂本)

Amendments to HKFRS 16

香港財務報告準則第16號(修訂本)

HKFRS 17

香港財務報告準則第17號

Amendments to HKFRS 17

香港財務報告準則第17號(修訂本)

Amendment to HKFRS 17

香港財務報告準則第17號(修訂本)

*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture³*投資者與其聯營公司或合營企業之間的資產出售或投入³*Lease Liability in a Sale and Leaseback²*售後租回中的租賃負債²*Insurance Contracts¹*保險合約¹*Insurance Contracts^{1, 5}*保險合約^{1, 5}*Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information⁶*首次應用香港財務報告準則第17號及香港財務報告準則第9號 – 可比較資料⁶

2.2 會計政策變動及披露(續)

(d) *香港財務報告準則*2018年至2020年的年度改進載列對香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號隨附的說明性示例及香港會計準則第41號的修訂。適用於本集團的該等修訂的詳情如下：

- *香港財務報告準則*第9號金融工具：就評估新訂或經修改的金融負債的條款是否與原先的金融負債條款存在明顯差異，釐清實體所包括的費用。該等費用僅包括借款人及貸款人所支付或收取的費用，包括由借款人或貸款人代表另一方所支付或收取的費用。本集團已自2022年1月1日起前瞻性應用該修訂。由於本年度本集團的金融負債並無更改或交換，因此該修訂對本集團的財務狀況或表現概無任何影響。

2.3 已頒佈但尚未生效的香港財務報告準則

本集團尚未於此等財務報表內應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG
FINANCIAL REPORTING STANDARDS (Cont'd)

Amendments to HKAS 1

香港會計準則第1號(修訂本)

Amendments to HKAS 1

香港會計準則第1號(修訂本)

Amendments to HKAS 1 and
HKFRS Practice Statement 2香港會計準則第1號及香港財務報告準則
實務公告第2號(修訂本)

Amendments to HKAS 8

香港會計準則第8號(修訂本)

Amendments to HKAS 12

香港會計準則第12號(修訂本)

*Classification of Liabilities as Current or Non-current
(the "2020 Amendments")^{2, 4}*將負債分類為流動或非流動(「2020年修訂本」)^{2, 4}*Non-current Liabilities with Covenants (the "2022 Amendments")²*具契諾之非流動負債(「2022年修訂本」)²*Disclosure of Accounting Policies¹*披露會計政策¹*Definition of Accounting Estimates¹*會計估計的定義¹*Deferred Tax related to Assets and Liabilities arising from a Single Transaction¹*與單一交易產生的資產及負債相關的遞延稅項¹¹ Effective for annual periods beginning on or after 1 January 2023² Effective for annual periods beginning on or after 1 January 2024³ No mandatory effective date yet determined but available for adoption⁴ As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion⁵ As a consequence of the amendment to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023⁶ An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

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

2.3 已頒佈但尚未生效的香港財務報告
準則(續)*Classification of Liabilities as Current or Non-current
(the "2020 Amendments")^{2, 4}*將負債分類為流動或非流動(「2020年修訂本」)^{2, 4}*Non-current Liabilities with Covenants (the "2022 Amendments")²*具契諾之非流動負債(「2022年修訂本」)²*Disclosure of Accounting Policies¹*披露會計政策¹*Definition of Accounting Estimates¹*會計估計的定義¹*Deferred Tax related to Assets and Liabilities arising from a Single Transaction¹*與單一交易產生的資產及負債相關的遞延稅項¹¹ 於2023年1月1日或之後開始的年度期間生效² 於2024年1月1日或之後開始的年度期間生效³ 尚未釐定強制生效日期但可供採納⁴ 由於2022年修訂本，2020年修訂本的生效日期已延後至2024年1月1日或之後開始的年度期間。此外，由於2020年修訂本及2022年修訂本，香港詮釋第5號財務報表的呈報 – 借款人對載有按要求償還條款的定期貸款的分類已作修訂，以使相應措辭保持一致而結論不變⁵ 由於於2020年10月頒佈的香港財務報告準則第17號(修訂本)，香港財務報告準則第4號已作修訂以擴大暫時豁免，允許保險公司於2023年1月1日之前開始的年度期間應用香港會計準則第39號而非香港財務報告準則第9號⁶ 選擇應用與本修訂所載的分類重複有關的過渡選項的實體應於首次應用香港財務報告準則第17號時應用該選項

有關該等預期適用於本集團的香港財務報告準則的進一步資料說明如下。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註 (續)**31 December 2022
2022年12月31日**2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)**

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的香港財務報告準則 (續)

香港財務報告準則第10號及香港會計準則第28號(2011年)的修訂解決香港財務報告準則第10號與香港會計準則第28號(2011年)之間對於處理投資者與其聯營公司或合營企業之間的資產出售或投入的規定的不一致性。該等修訂要求於投資者與其聯營公司或合營企業之間的資產出售或投入構成一項業務時，全面確認有關收益或虧損。對於不構成業務的資產交易，交易所產生的收益或虧損僅以無關連的投資者於該聯營公司或合營企業的權益為限，於投資者的損益中確認。該等修訂將於未來期間應用。香港會計師公會已於2016年1月剔除了香港財務報告準則第10號及香港會計準則第28號(2011年)的修訂之過往強制生效日期，而新的強制生效日期將於對聯營公司及合營企業的會計處理完成更廣泛的檢討後釐定。然而，該等修訂可於現時採納。

香港財務報告準則第16號(修訂本)訂明賣方一承租人計量售後租回交易產生的租賃負債所使用的規定，以確保賣方一承租人不確認與所保留使用權有關的任何損益金額。修訂本於2024年1月1日或之後開始的年度期間生效，並須追溯應用於首次應用香港財務報告準則第16號的日期(即2019年1月1日)之後訂立的售後租回交易。該修訂本允許提早應用。預期修訂本對本集團的財務報表並無任何重大影響。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日**2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)**

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 1 *Disclosure of Accounting Policies* require entities to disclose their material accounting policy information rather than their significant accounting policies. 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. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

2.3 已頒佈但尚未生效的香港財務報告準則 (續)

香港會計準則第1號(修訂本)將負債分類為流動或非流動澄清劃分負債為流動或非流動的規定，尤其釐定實體是否有權將負債推遲至報告期後至少12個月結算。負債的分類不會受到實體可能會行使推遲結算負債的權利所影響。該等修訂亦澄清被認為清償負債的情況。於2022年，香港會計師公會頒佈2022年修訂本，進一步澄清在貸款安排所產生負債的契約當中，只有實體於報告日期或之前須遵守的契約才會影響到負債歸類為流動或非流動的分類。此外，2022年修訂本規定，倘將貸款安排所產生的負債分類為非流動的實體，如有權將其受到規限且符合未來契約的負債推遲至報告期後12個月內結算時，該實體須作出額外披露。該等修訂自2024年1月1日或之後開始的年度期間生效，並將追溯應用。該等修訂允許提早採納。提早應用2020年修訂本的實體亦須同時應用2022年修訂本，反之亦然。本集團現正評估該等修訂的影響以及現有貸款安排是否須作修改。根據初步評估，該等修訂預期不會對本集團財務報表造成任何重大影響。

香港會計準則第1號(修訂本)會計政策披露要求實體披露其重大會計政策資料，而非其重要會計政策。如果會計政策資料與實體財務報表中包含的其他資料一起考慮時，可以合理地預期會影響通用財務報表的主要使用者根據這些財務報表作出的決策，則該資料是重要的。對香港財務報告準則實務公告第2號的修訂為如何將重要性概念應用於會計政策披露提供了非強制性指導。香港會計準則第1號(修訂本)對自2023年1月1日或之後開始的年度期間生效，並允許提前應用。由於對香港財務報告準則實務公告第2號的修訂中提供的指導屬非強制性，因此無須就該等修訂訂定生效日期。本集團現正覆檢該等會計政策披露，以確保符合該等修訂。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註 (續)**31 December 2022
2022年12月31日**2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Cont'd)**

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 12 narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted.

The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的香港財務報告準則 (續)

香港會計準則第8號(修訂本)澄清會計估計變更與會計政策變更之間的區別。會計估計的定義為財務報表中存在計量不確定性的貨幣金額。該等修訂亦澄清實體如何使用計量方法及輸入數據編製會計估計。該等修訂於2023年1月1日或之後開始的年度報告期間生效，並適用於該期間開始時或之後發生的會計政策變更及會計估計變更。允許提早應用。預期該等修訂不會對本集團的財務報表產生任何重大影響。

香港會計準則第12號(修訂本)縮小了香港會計準則第12號中初始確認例外情況的範圍，使其不再適用於產生相等應課稅及可扣減暫時差額的交易，例如租賃及停用責任。因此，實體須就該等交易產生的暫時差額確認遞延稅項資產(前提是有足夠應課稅溢利)及遞延稅項負債。該等修訂於2023年1月1日或之後開始的年度報告期間生效，並將適用於最早呈列的比較期間期初與租賃及停用責任相關的交易，任何累計影響確認為對保留溢利期初餘額的調整或於該日的權益其他組成部分(倘適用)。此外，該等修訂應前瞻性應用於除租賃及停用責任以外的交易。允許提早應用。

預期該等修訂不會對本集團的財務報表產生任何重大影響。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Investments in associates**

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

2.4 重大會計政策概要**於聯營公司的投資**

聯營公司指本集團長期持有一般不少於20%股本投票權並對其有重大影響力的實體。重大影響力指參與投資對象的財務及經營政策決定的權力，但並非控制或共同控制該等政策。

本集團於聯營公司的投資乃按本集團根據權益會計法應佔資產淨值減任何減值虧損於綜合財務狀況表列賬。

本集團應佔聯營公司收購後業績及其他全面收益計入綜合損益表及綜合其他全面收益表。此外，倘於聯營公司的權益直接確認出現變動，則本集團會於綜合權益變動表確認其應佔任何變動（倘適用）。本集團與其聯營公司間交易產生的未變現收益及虧損將以本集團於聯營公司的投資為限對銷，惟倘未變現虧損為所轉讓資產減值的憑證則除外。收購聯營公司所產生的商譽計為本集團於聯營公司的投資的一部分。

倘於聯營公司的投資變為合營企業的投資或於合營企業的投資變為於聯營公司的投資，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，失去對聯營公司的重大影響力後，本集團按其公平值計量及確認任何保留投資。聯營公司於失去重大影響力後的賬面值與保留投資及出售所得款項的公平值之間的任何差額乃於損益確認。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註（續）**31 December 2022
2022年12月31日**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Fair value measurement**

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- | | |
|---------|---|
| Level 1 | – based on quoted prices (unadjusted) in active markets for identical assets or liabilities |
| Level 2 | – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly |
| Level 3 | – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable |

2.4 重大會計政策概要（續）**公平值計量**

本集團於各報告期末計量其按公平值計入損益的金融資產。公平值指於計量日，市場參與者在有序交易中出售資產可收取或轉讓負債須支付的價格。計量公平值時乃假設出售資產或轉讓負債的交易乃於資產或負債的主要市場，或（倘無主要市場）對資產或負債最有利的市場進行。主要市場或最有利的市場必須為本集團可進入的市場。計量一項資產或負債的公平值時採用市場參與者於對資產或負債定價時採用的假設，並假設市場參與者以其最佳經濟利益行事。

非金融資產的公平值計量考慮市場參與者透過將資產用途最佳及最大化或將其出售予其他能將資產用途最佳及最大化的市場參與者而產生經濟利益的能力。

本集團使用在不同情形下屬適當並可就計量公平值取得充足數據的估值技術，盡量使用相關可觀察輸入數據，盡量不使用不可觀察輸入數據。

所有在財務報表內以公平值計量或披露的資產及負債在公平值層級內分類，可基於對公平值計量整體而言屬重要的最低級別輸入數據確定，層級如下：

- | | |
|-----|-------------------------------------|
| 第1級 | – 基於相同資產或負債於活躍市場的報價（未經調整） |
| 第2級 | – 基於對公平值計量屬重大的直接或間接可觀察最低級別輸入數據的估值技術 |
| 第3級 | – 基於對公平值計量屬重大的不可觀察最低級別輸入數據的估值技術 |

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Fair value measurement (Cont'd)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

2.4 重大會計政策概要 (續)

公平值計量 (續)

就在財務報表內按經常性基準確認的資產及負債而言，本集團於各報告期末通過重新評估分類（基於對公平值計量整體而言屬重要的最低級別輸入數據），確定公平值的層級之間是否發生轉移。

非金融資產減值

倘有跡象顯示出現減值，或須就資產進行年度減值評估（遞延稅項資產及金融資產除外），則會估計資產的可收回金額。資產的可收回金額按資產或現金產生單位的使用價值與其公平值減出售成本兩者中的較高者計算，並就個別資產而釐定，除非相關資產並無產生在頗大程度上獨立於其他資產或資產組別的現金流入，在此情況下，可收回金額按資產所屬的現金產生單位而釐定。在測試現金產生單位減值時，若公司資產（例如，總部大樓）的賬面金額的一部分可以在合理且一致的基礎上進行分配，則分配至個別現金產生單位，否則將分配至最小的現金產生單位組別。

減值虧損僅於資產賬面值超過其可收回金額時確認。在評估使用價值時，估計未來現金流量會採用反映當時市場對貨幣時間價值及資產特定風險的評估的稅前貼現率，貼現至其現值。減值虧損於其產生期間在損益中與已減值資產功能相符的相關開支類別支銷。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註（續）**31 December 2022
2022年12月31日**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)****Impairment of non-financial assets (Cont'd)**

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2.4 重大會計政策概要（續）**非金融資產減值（續）**

於各報告期末評估是否有跡象顯示過往確認的減值虧損可能不再存在或可能已減少。倘出現有關跡象，則會估計可收回金額。先前就資產（商譽除外）確認的減值虧損，僅於用以釐定該資產可收回金額的估計有變時撥回，但撥回金額不得高於假設過往年度並無就該資產確認減值虧損而應釐定的賬面值（扣除任何折舊／攤銷）。撥回的減值虧損於其產生期間計入損益。

關聯方

在下列情況下，有關人士被視為與本集團有關連：

- (a) 有關人士為一名人士或該人士之近親，而該人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員；

或

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Related parties (Cont'd)

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 重大會計政策概要 (續)

關聯方 (續)

- (b) 倘符合下列任何條件，則有關人士為實體：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一間實體為另一間實體（或另一間實體的母公司、附屬公司或同系附屬公司）的聯營公司或合營企業；
 - (iii) 該實體與本集團均為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一間實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；
 - (vi) 實體受(a)項所識別人士控制或受共同控制；
 - (vii) 於(a)(i)項所識別人士對實體有重大影響力或屬該實體（或該實體的母公司）主要管理層成員；及
 - (viii) 該實體或其所屬集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)**Property, plant and equipment and depreciation**

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Electronic equipment	23.8% – 31.7%
Office equipment and furniture	19.0%
Leasehold improvements	Over the shorter of the lease terms and 20%
Motor vehicles	19.0% – 23.8%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

2.4 重大會計政策概要 (續)

物業、廠房及設備及折舊

物業、廠房及設備按成本減累計折舊及任何減值虧損入賬。物業、廠房及設備項目的成本包括其購買價及任何使資產達致其運作狀況及地點作擬定用途的直接應佔成本。

物業、廠房及設備項目投入運作後產生的開支(如維修及保養)一般於產生期間自損益扣除。在符合確認標準的情況下,重大檢查的開支於資產賬面值中資本化為重置。倘物業、廠房及設備的重要部分須不時更換,則本集團將該等部分確認為具有特定可使用年期的個別資產,並相應計提折舊。

折舊乃按每項物業、廠房及設備項目的估計可使用年期以直線法撇銷其成本至其剩餘價值計算。就此採用的主要年率如下:

電子設備	23.8%至31.7%
辦公設備及傢俬	19.0%
租賃物業裝修	租期及20.0% (以較短者為準)
汽車	19.0%至23.8%

倘物業、廠房及設備項目各部分的可使用年期不同,則該項目的成本按合理基準於各部分之間分配,而各部分分開折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度末檢討及調整(如適用)。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
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2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)**Property, plant and equipment and depreciation (Cont'd)**

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Purchased computer software is stated at cost less impairment and is amortised on the straight-line basis over the estimated useful life of 2 to 5 years.

Research and development costs

All research costs are charged to profit or loss as incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

2.4 重大會計政策概要 (續)

物業、廠房及設備及折舊 (續)

物業、廠房及設備項目(包括初步確認的任何重大部分)於出售或預期使用或出售不會產生未來經濟利益時終止確認。於資產終止確認年度在損益確認的任何出售或報廢收益或虧損,乃相關資產出售所得款項淨額與賬面值的差額。

無形資產(商譽除外)

獨立收購的無形資產於初步確認時按成本計量。於業務合併中收購的無形資產成本為於收購日期的公平值。無形資產的可使用年期評估為有限或無限。年期有限的無形資產其後於可使用經濟年期內攤銷,並於有跡象顯示無形資產可能出現減值時評估減值。可使用年期有限的無形資產的攤銷期及攤銷方法至少於各財政年度末檢討一次。

已購買的電腦軟件按成本減減值列賬,並以直線法按估計可使用年期2至5年攤銷。

研發成本

所有研究成本均於產生時自損益中扣除。

租賃

本集團於合約開始時評估合約是否屬於或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利,則該合約為租賃或包含租賃。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
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(Cont'd)

Leases (Cont'd)

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Office premises	2 – 4 years
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If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

2.4 重大會計政策概要 (續)

租賃 (續)

本集團作為承租人

本集團對所有租賃(短期租賃及低價值資產的租賃除外)採用單一確認及計量方法。本集團確認租賃負債以作出租賃付款,而使用權資產指使用相關資產的權利。

(a) *使用權資產*

使用權資產於租賃開始日期(即相關資產可供使用的日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量,並就租賃負債的任何重新計量作出調整。使用權資產成本包括已確認租賃負債金額、已產生初始直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃優惠。使用權資產於資產的租期及估計可使用年期(以較短者為準)按直線法折舊如下:

辦公室物業	2至4年
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倘租賃資產的所有權於租期結束時轉移至本集團或成本反映購買選擇權的行使,則使用資產的估計可使用年期計算折舊。

(b) *租賃負債*

租賃負債於租賃開始日期按租期內作出的租賃付款現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本集團合理確定行使的購買選擇權的行使價及在租期反映本集團行使終止租賃選擇權時有關終止租賃的罰款。不取決於指數或利率的可變租賃付款在觸發付款的事件或條件發生的期間內確認為開支。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Leases (Cont'd)

*Group as a lessee (Cont'd)**(b) Lease liabilities (Cont'd)*

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are presented separately in the statement of financial position.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office premises (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that is considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

2.4 重大會計政策概要 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債 (續)

在計算租賃付款的現值時，由於租賃中所隱含的利率不易確定，本集團在租賃開始日期使用增量借款利率。於開始日期後，租賃負債金額的增加反映利息的增加，並就已作出的租賃付款而減少。此外，倘出現修改、租期變動、租賃付款變動（例如指數或利率變動導致未來租賃付款變動）或購買相關資產的選擇權評估變動，則重新計量租賃負債的賬面值。

本集團的租賃負債於財務狀況表內單獨呈列。

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於其辦公室物業的短期租賃（即自開始日期起計租期為12個月或以下，並且不包含購買選擇權的租賃）。低價值資產租賃的確認豁免亦應用於被認為低價值的辦公設備租賃。

短期租賃及低價值資產租賃的租賃付款於租期內按直線法確認為開支。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註 (續)**31 December 2022
2022年12月31日**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Investments and other financial assets***Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, other comprehensive income and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

2.4 重大會計政策概要 (續)**投資及其他金融資產***初步確認及計量*

金融資產於初步確認時分類為其後按攤銷成本、其他全面收益及按公平值計入損益而計量。

金融資產於初步確認時的分類取決於金融資產的合約現金流量特徵及本集團管理該等金融資產的業務模式。除並無重大融資成分或本集團已應用可行權宜方法不調整重大融資成分影響的貿易應收款項外，本集團初步按公平值加上（倘金融資產並非按公平值計入損益）交易成本計量金融資產。並無重大融資成分或本集團已應用可行權宜方法的貿易應收款項根據下文「收入確認」所載政策按香港財務報告準則第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公平值計入其他全面收益進行分類及計量，需產生純粹為支付本金及未償還本金利息（「純粹為支付本金及利息」）的現金流量。現金流量並非純粹為支付本金及利息的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式釐定現金流量是否來自收取合約現金流量、出售金融資產或兩者兼有。按攤銷成本分類及計量的金融資產於旨在持有金融資產以收取合約現金流量的業務模式中持有，而按公平值計入其他全面收益分類及計量的金融資產於旨在持有以收取合約現金流量及出售的業務模式中持有。並非按上述業務模式持有的金融資產按公平值計入損益分類及計量。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
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2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Investments and other financial assets (Cont'd)

Initial recognition and measurement (Cont'd)

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

Derecognition of financial assets

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

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

2.4 重大會計政策概要 (續)

投資及其他金融資產 (續)

初步確認及計量 (續)

所有一般買賣之金融資產概於交易日期 (即本集團承諾購買或出售該資產之日期) 予以確認。常規買賣指按照一般市場規定或慣例在一定期間內交付資產的金融資產買賣。

後續計量

金融資產的後續計量取決於其分類如下：

按攤銷成本計量的金融資產 (債務工具)

按攤銷成本計量的金融資產其後採用實際利率法計量，並受減值影響。當資產終止確認、修改或減值時，收益及虧損於損益中確認。

按公平值計入損益的金融資產

按公平值計入損益的金融資產按公平值於財務狀況表列賬，而公平值變動淨額於損益中確認。

終止確認金融資產

金融資產 (或 (如適用) 一項金融資產的一部分或一組同類金融資產的一部分) 主要在下列情況下終止確認 (即自本集團的綜合財務狀況表移除)：

- 自資產收取現金流量的權利已屆滿；或
- 本集團已轉讓其收取該項資產所得現金流量的權利，或已根據一項「轉付」安排承擔責任，在無重大延誤情況下，將所得現金流量全數付予第三方；及(a)本集團已轉讓該項資產的絕大部分風險及回報；或(b)本集團並無轉讓或保留該項資產絕大部分風險及回報，但已轉讓該項資產的控制權。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
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(Cont'd)**Derecognition of financial assets (Cont'd)**

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

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

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

2.4 重大會計政策概要 (續)

終止確認金融資產 (續)

倘本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排，會評估其有否保留該項資產所有權的風險及回報，以及其程度。倘本集團並無轉讓或保留該項資產的絕大部分風險及回報，亦無轉讓該項資產的控制權，則該項資產將按本集團持續涉及該項資產的程度確認入賬。在此情況下，本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團所保留權利及責任的基準計量。

持續參與指就已轉讓資產作出之保證，已轉讓資產乃以該項資產之原賬面值及本集團或須償還之代價數額上限（以較低者為準）計算。

金融資產減值

本集團就所有並非按公平值計入損益持有的債務工具確認預期信貸虧損（「預期信貸虧損」）撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押品的現金流量或組成合約條款的其他信貸提升措施。

一般方式

預期信貸虧損分兩個階段確認。就自初步確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月可能發生的違約事件所產生的信貸虧損（12個月預期信貸虧損）計提預期信貸虧損撥備。就自初步確認起已顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備（全期預期信貸虧損）。

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(Cont'd)

Impairment of financial assets (Cont'd)

General approach (Cont'd)

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 120 days past due.

The Group considers a financial asset in default when contractual payments are 120 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 重大會計政策概要 (續)

金融資產減值 (續)

一般方式 (續)

於各報告期末，本集團評估金融工具的信貸風險自初步確認以來是否大幅增加。於作出評估時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初步確認日期出現違約的風險，並考慮毋須花費不必要成本或精力即可獲得的合理及有理據的資料，包括歷史及前瞻性資料。當合約付款已逾期120天時，本集團認為信貸風險大幅上升。

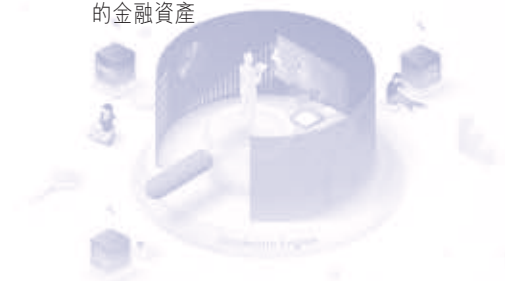
倘合約付款逾期120天，則本集團認為金融資產違約。然而，在若干情況下，倘內部或外部資料顯示，在計及本集團持有的任何信貸提升措施前，本集團不大可能悉數收取未償還合約款項，則本集團亦可認為金融資產違約。金融資產於並無合理預期收回合約現金流量時撇銷。

按攤銷成本計量的金融資產在一般方法下可能會發生減值，並且除了採用簡化方法的貿易應收款項（以下詳述）外，其在以下階段分類用於預期信貸虧損計量。

第一階段 – 自初步確認以來信貸風險並無大幅增加的金融工具，其虧損撥備按相等於12個月預期信貸虧損的金額計量

第二階段 – 自初步確認以來信貸風險顯著增加但並非信貸減值金融資產的金融工具，其虧損撥備按相等於全期預期信貸虧損的金額計量

第三階段 – 於報告日期出現信貸減值（但並非購入或源生信貸減值）且虧損撥備按相等於全期預期信貸虧損的金額計量的金融資產



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註 (續)**31 December 2022
2022年12月31日**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Impairment of financial assets (Cont'd)***Simplified approach*

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on market historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities*Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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

The Group's financial liabilities include trade and other payables, due to a related party and lease liabilities

Subsequent measurement

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

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, payables are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

2.4 重大會計政策概要 (續)**金融資產減值 (續)***簡化法*

就並無重大融資成分或本集團應用可行權宜方法不調整重大融資成分影響的貿易應收款項而言，本集團應用簡化方法計算預期信貸虧損。根據簡化方法，本集團並無追蹤信貸風險的變化，而是根據各報告日期的全期預期信貸虧損確認虧損撥備。本集團已設立根據市場過往信貸虧損經驗計算的撥備矩陣，並按債務人特定的前瞻性因素及經濟狀況作出調整。

金融負債*初步確認及計量*

金融負債於初步確認時分類為按公平值計入損益的金融負債、貸款及借款、應付款項，或在有效對沖時分類為指定用作沖的衍生工具（如適用）。

所有金融負債初步按公平值確認，如屬貸款及借款以及應付款項，則扣除直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、應付一名關聯方款項及租賃負債。

後續計量

金融負債的後續計量取決於其如下分類：

按攤銷成本計量的金融負債 (貸款及借款)

於初步確認後，應付款項其後以實際利率法按攤銷成本計量，除非貼現影響並不重大，則按成本列賬。當負債終止確認以及按實際利率法進行攤銷程序時，收益及虧損於損益中確認。

計算攤銷成本時，應考慮購買產生的任何折扣或溢價，且包括作為實際利率不可或缺的費用或成本。實際利率攤銷計入損益的財務成本。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)**Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories represent capitalised costs which are incurred to fulfil contracts with customers. They are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statements of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, and form an integral part of the Group's cash management.

For the purpose of the consolidated statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.4 重大會計政策概要 (續)

終止確認金融負債

金融負債於負債項下之責任獲解除或註銷或屆滿時終止確認。

倘一項現有金融負債被來自同一貸款方且大部分條款均有差別的另一項金融負債所取代，或現有負債的條款被大幅修改，此種置換或修改作終止確認原有負債並確認新負債處理，而兩者的賬面值差額於損益確認。

抵銷金融工具

倘現時存在一項可依法強制執行的權利可抵銷已確認金額，且有意以淨額結算或同時變現資產及償付債務，則金融資產及金融負債均可予抵銷，並將淨額列入財務狀況表內。

庫存股份

由本公司或本集團購回及持有的本身的股本工具（庫存股份）按成本在權益中確認。於買賣、發行或註銷本集團本身的股本工具時，不會在損益中確認收益或虧損。

存貨

存貨指履行客戶合約所產生的資本化成本。其按成本與可變現淨值兩者中的較低者列賬。可變現淨值按估計售價減完成及出售將產生的任何估計成本計算。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知數額現金、價值變動風險極微及一般自購入後三個月內到期的短期高流動性投資，並構成本集團現金管理的一部分。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制的手頭及銀行現金（包括定期存款）以及性質與現金類似的資產。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註 (續)**31 December 2022
2022年12月31日**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Income tax**

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of reporting periods, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of each reporting periods between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 重大會計政策概要 (續)**所得稅**

所得稅包括當期及遞延稅項。與於損益外確認的項目有關的所得稅於損益外確認，即於其他全面收益或直接於權益確認。

即期稅項資產及負債乃根據於各報告期末已頒佈或實質上已頒佈的稅率(及稅法)，並考慮本集團經營所在國家的現行詮釋及慣例，按預期自稅務機關退回或付予稅務機關的金額計量。

遞延稅項採用負債法，就於各報告期末資產及負債的稅基與兩者用作財務報告的賬面值之間的所有暫時差額計提撥備。

遞延稅務負債乃就所有應課稅暫時差額確認，惟以下情況除外：

- 遞延稅務負債乃因在一項並非業務合併的交易中初步確認商譽或資產或負債而產生，且於交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司、聯營公司及合營企業的投資有關的應課稅暫時差額而言，暫時差額的撥回時間為可控制，而該等暫時差額於可見將來可能不會撥回。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Income tax (Cont'd)

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of reporting periods.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.4 重大會計政策概要 (續)

所得稅 (續)

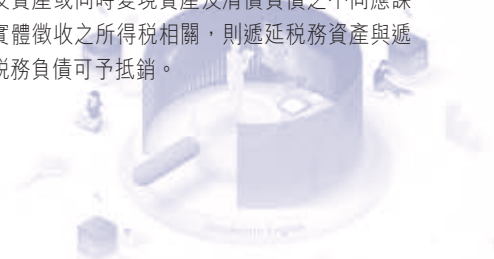
遞延稅項資產乃就所有可扣減暫時差額、未動用稅項抵免及任何未動用稅項虧損的結轉而確認。遞延稅項資產於可能有應課稅溢利以動用可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損的結轉以作對銷的情況下確認，惟下列情況除外：

- 倘與可扣減暫時差額有關的遞延稅項資產乃因在一項並非業務合併的交易中初步確認資產或負債而產生，且於交易時並不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司、聯營公司及合營企業的投資有關的可扣減暫時差額而言，遞延稅項資產僅於暫時差額於可見將來有可能撥回以及應課稅溢利將可抵銷可動用的暫時差額的情況下，方予確認。

遞延稅項資產的賬面值於各報告期末審閱，並扣減至不再可能有足夠應課稅溢利以動用全部或部分遞延稅項資產為止。未確認的遞延稅項資產會於各報告期末重新評估，並於可能有足夠應課稅溢利以收回全部或部分遞延稅項資產時予以確認。

遞延稅項資產及負債乃按預期適用於變現資產或清償負債期間的稅率，根據於各報告期末已頒佈或實質上已頒佈的稅率（及稅法）計量。

當且僅當本集團有可合法執行權利可將即期稅務資產與即期稅務負債抵銷，且遞延稅務資產與遞延稅務負債與同一稅務機關對同一應課稅實體或於各未來期間預期有大額遞延稅務負債或資產需要清償或結算時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及清償負債之不同應課稅實體徵收之所得稅相關，則遞延稅務資產與遞延稅務負債可予抵銷。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註（續）**31 December 2022
2022年12月31日**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Government grants**

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

Revenue recognition*Revenue from contracts with customers*

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

2.4 重大會計政策概要（續）**政府補助**

政府補助於可合理確定將會收取補助且將會符合所有附帶條件時按其公平值確認。倘補助與開支項目有關，則於擬用作補償的成本支銷期間有系統地確認為收入。

收入確認*客戶合約收入*

客戶合約收入於貨品或服務的控制權轉讓至客戶時確認，其金額反映本集團預期就交換該等貨品或服務有權獲得的代價。

當合約中的代價包括可變金額時，代價金額估計為本集團就向客戶轉讓貨品或服務而有權獲得的金額。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素其後得到解決時，確認的累計收入金額極有可能不會發生重大收入撥回。

當合約中包含融資成分，該融資成分為客戶提供超過一年的貨品或服務轉讓融資的重大利益時，收入按應收款項的現值計量，使用貼現率折現，該貼現率將反映在本集團與客戶在合約開始時的單獨融資交易中。倘合約中包含為本集團提供超過一年的重大融資利益的融資部分，則根據該合約確認的收入包括按實際利率法計算的合約負債所產生的利息開支。就客戶付款與轉讓承諾貨品或服務之間的期限為一年或以下的合約而言，交易價格採用香港財務報告準則第15號的實際權宜方法就重大融資成分的影響作出調整。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Revenue recognition (Cont'd)

Revenue from contracts with customers (Cont'd)

The Group transfers control of goods or services over time and recognises revenue over time, if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or services.

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

2.4 重大會計政策概要 (續)

收入確認 (續)

客戶合約收入 (續)

倘符合以下其中一項標準，則本集團隨時間轉移貨品或服務的控制權及隨時間確認收入：

- 於本集團履約時，客戶同時取得並消耗本集團履約所提供的利益；
- 本集團的履約創造或加強客戶在資產被創造或加強時已控制的資產；或
- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約的付款具有可強制執行的權利。

倘貨品或服務的控制權隨著時間轉移，收入確認會按整個合約期間已完成履約責任的進度進行。否則，收入於客戶取得貨品或服務控制權的時間點確認。

就包含多於一項履約責任的合約而言，本集團按相對獨立售價基準將交易價格分配至各履約責任。

與各履約責任相關的明確貨品或服務的獨立售價於合約開始時釐定。其指本集團將承諾的貨品或服務單獨出售予客戶的價格。倘獨立售價不可直接觀察，本集團使用適當技術進行估計，以便最終分配至任何履約責任的交易價格反映本集團預期就向客戶轉讓承諾貨品或服務而有權換取的代價金額。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註 (續)**31 December 2022
2022年12月31日**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Revenue recognition (Cont'd)**

The Group entered into certain transactions with retail pharmacies to provide services in exchange for receiving data. The transactions may include cash consideration in addition to the non-cash consideration. The Group considers the specific facts and circumstances to account for such transactions. For the transactions that are within the scope of HKFRS 15, revenue is recognised when the promised services are transferred to the customer and the Group obtains control of the data. The non-cash consideration obtained from the customers is measured at fair value. If the fair value of the non-cash consideration cannot be estimated reliably, the Group measures the consideration indirectly by reference to the stand-alone selling price of the services transferred to the customer.

The Group derives revenue from the provision of Data Insight Solutions, Data-driven Publications and Events and SaaS products.

(a) Data Insight Solutions

Data Insight Solutions involve delivery of one-off and/or periodic customised reports, and if required, report interpretations of data analytics and problem-solving recommendations to medical product manufacturers, policy makers and regulators, industry experts and researchers as well as the provision of data-driven marketing solutions to customers.

Delivery of customised research reports

For delivery of customised research reports, the Group agrees the sales price for service with the customers upfront and bills to the customers based on the actual service rendered and completed. The contract usually contains multiple deliverable units (i.e., provision of monthly research reports, quarterly reports and annual reports within one contract) and each of them is sold at the stand-alone selling price specified within the contract. Each individual deliverable unit is regarded as a performance obligation. The Group recognised revenue at the point of time when the individual research report is delivered and accepted by the customers.

2.4 重大會計政策概要 (續)**收入確認 (續)**

本集團與零售藥店訂立若干交易以提供服務換取接收數據。除非現金代價外，該等交易亦可能包含現金代價。本集團考慮具體事實及情況後將該等交易入賬。就香港財務報告準則第15號範圍內的交易而言，於承諾服務轉移至客戶及本集團取得數據控制權時，則會確認收入。自客戶獲取的非現金代價按公平值計量。倘非現金代價的公平值無法可靠地估計，本集團則會參考轉移至客戶的服務之單獨售價間接計量代價。

本集團的收入來自提供數據洞察解決方案、數據驅動發佈及活動及SaaS產品。

(a) 數據洞察解決方案

數據洞察解決方案涉及向醫療產品製造商、政策制定者及監管機構、行業專家及研究人員交付一次性及／或定期定制報告，以及(如需要)數據分析報告的詮釋及解決問題的建議以及向客戶提供數據驅動營銷解決方案。

交付定制研究報告

就交付定制研究報告而言，本集團與客戶預先協定服務售價，並根據所提供及完成的實際服務向客戶發出賬單。合約通常包含多個可交付單位(即於一份合約內提供每月研究報告、季度報告及年報)，且各單位按合約規定的單獨售價出售。每個可交付單位被視為一項履約責任。本集團於交付並經客戶接納個別研究報告時確認收入。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Revenue recognition (Cont'd)

(a) *Data Insight Solutions (Cont'd)*Provision of data-driven marketing solutions

Data-driven Marketing Solutions mainly include provision of promotional activities services, advertising services and training services.

The contract with customers relating to data-driven marketing solutions consisted of multiple solutions, i.e., combination of provision of marketing strategies and proposals, organisation of training service, provision of advertising service and organisation of customised promotional activities. Each of the multiple solutions is sold at the stand-alone selling price specified in the contract. Each individual solution is regarded as a performance obligation.

Revenue from each individual data-driven marketing solution is recognised over time, because the customer simultaneously receives and consumes the benefits provided by the Group. The Group uses the output method to measure progress towards complete satisfaction of the service, based on units of delivery, or a straight-line basis over the period that the services are rendered.

(b) *Data-driven Publications and Events*

The Group is engaged in the provision of Data-driven Publications and Events services which include organisation of conferences, exhibitions and networking events.

The contract with customers relating to Data-driven Publications and Events consisted of multiple promised services, i.e., organising and hosting industry events and related value-added services such as provision of forum discussions, exhibitions or provision of billboard in the conference. The Group determined that organising and hosting industry events conference and related value-added services represents one performance obligation, because these promises are mutually dependent and the customer is unable to derive significant benefits from its access to value-added services for the intended purpose without receipt of the promises of organising and hosting industry events.

The revenue from Data-driven Publications and Events is recognised over the time of conference, on a straight-line basis, because the customer simultaneously receives and consumes the benefits provided by the Group.

2.4 重大會計政策概要 (續)

收入確認 (續)

(a) *數據洞察解決方案 (續)*提供數據驅動營銷解決方案

數據驅動營銷解決方案主要包括提供推廣活動服務、廣告服務及培訓服務。

與客戶訂立的有關數據驅動營銷解決方案的合約包括多種解決方案，即提供營銷策略及方案、組織培訓服務的組合、提供廣告服務及組織定制推廣活動。各項解決方案均以合約中訂明的單獨售價售出。各個別解決方案被視為一項履約責任。

各個別數據驅動營銷解決方案的收入隨時間確認，原因是客戶同時收取及消耗本集團帶來的裨益。本集團使用輸出法根據交付單位，或於提供服務的期間以直線法，來計量完成履行服務進度。

(b) *數據驅動發佈及活動*

本集團從事提供數據驅動發佈及活動服務，包括組織會議、展覽及社交活動。

與數據驅動發佈及活動相關的客戶合約包括多項承諾服務，即組織及舉辦產業活動以及相關增值服務，例如在會議中提供論壇討論、展覽或提供廣告牌。本集團認為，組織及舉辦產業活動會議及相關增值服務是一項履約義務，因為該等承諾相互獨立，客戶無法在未收到組織和舉辦產業活動的承諾的情況下因獲得增值服務作擬定用途從而獲得巨大裨益。

數據驅動發佈及活動所得收入於會議期間按直線法確認，原因是客戶同時取得並消耗本集團提供的利益。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)

Revenue recognition (Cont'd)

(c) SaaS products

Provision of SaaS products involves the granting of right to access the Group's proprietary cloud-based software together with additional standardised reports on an ad-hoc demand by singular or multiple user accounts, provision of right to use an application programming interface ("API") to generate a report and provision of application software development services.

Granting right to access the proprietary cloud-based software

Revenue from SaaS products is recognised over the granted user period on a straight-line basis, starting from the point when the user account is activated, i.e., the user is able to use and benefit from the services, and other revenue recognition criteria are met.

Provision of right-of-use API

Revenue is recognised at a point in time when the right-to-use of API is provided and the report is generated for customers.

Provision of application software development service

Revenue is recognised at a point in time when the application software together with relevant licence is delivered and accepted by the customers.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

2.4 重大會計政策概要 (續)

收入確認 (續)

(c) SaaS產品

提供SaaS產品涉及授予以一個或多個用戶賬號獲得本集團的專有雲端軟件以及針對特定需求的附加標準化報告的權利、提供使用應用程式界面(「API」)生成報告的權利以及提供應用軟件開發服務。

授予接入專有雲端軟件的權利

自用戶賬戶被激活(即用戶可使用有關服務並從中獲益)且符合其他收入確認標準起, SaaS產品收入於授權用戶期間按直線法確認。

提供API使用權

收入於提供API的使用權及為客戶生成報告的時間點確認。

提供應用軟件開發服務

收入於交付應用軟件連同相關許可證並獲客戶接受的時間點確認。

其他收入

利息收入通過採用將金融工具的估計未來所收現金在預計年期(或較短期間(如適當))內準確貼現至金融資產賬面淨值的利率,以實際利率法按應計基準予以確認。

合約資產

合約資產為就已轉讓予客戶的貨品或服務而收取代價的權利。倘本集團於客戶支付代價前或款項到期前透過向客戶轉讓貨品或服務履約,則就有條件已賺取代價確認合約資產。合約資產需要進行減值評估,有關詳情載於有關金融資產減值的會計政策內。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Cont'd)**Contract liabilities**

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Other employee benefits*Pension schemes*

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in central pension schemes operated by the local municipal government and the central government, respectively. These subsidiaries are required to contribute a certain percentage of payroll costs to the central pension schemes. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension schemes.

2.4 重大會計政策概要 (續)

合約負債

當本集團於轉讓相關貨品或服務前已自客戶收取付款或付款到期(以較早者為準),則確認合約負債。合約負債於本集團根據合約履約時(即向客戶轉讓相關貨品或服務的控制權)確認為收入。

合約成本

除資本化為存貨、物業、廠房及設備以及無形資產的成本外,倘符合以下所有條件,則履行客戶合約所產生的成本資本化為資產:

- (a) 有關成本與實體可明確識別之合約或預期訂立之合約有直接關係。
- (b) 有關成本令實體將用於履行(或持續履行)日後履約責任的資源得以產生或有所增加。
- (c) 成本預期可收回。

資本化合約成本按與向客戶轉讓資產相關貨品或服務一致的系統基準攤銷及自損益扣除。其他合約成本於產生時支銷。

其他僱員福利*退休金計劃*

本集團於中國內地經營的附屬公司的僱員須參與分別由地方市政府及中央政府運作的中央退休金計劃。該等附屬公司須按薪金成本的若干百分比向中央退休金計劃供款。供款於根據中央退休金計劃規則應付時自損益扣除。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註（續）**31 December 2022
2022年12月31日**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)****Dividends**

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

The financial statements are presented in RMB, which is the Company's functional currency. The Group's presentation currency is RMB because the Group's principal operations are carried out in Mainland China. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of each of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

2.4 重大會計政策概要（續）**股息**

末期股息於股東大會上獲股東批准時確認為負債。擬派末期股息在財務報表附註內披露。

中期股息乃於同時間建議和宣派，原因為本公司的組織章程大綱及細則授予董事權力可宣派中期股息。因此，中期股息於建議和宣派時立即確認為負債。

外幣

財務報表以本公司的功能貨幣人民幣呈列。由於本集團的主要業務於中國內地進行，故本集團的呈列貨幣為人民幣。本集團內各實體自行決定其功能貨幣，而各實體財務報表內的項目均以該功能貨幣計量。本集團旗下實體錄得的外幣交易初步按交易日期各自的功能貨幣匯率入賬。以外幣計值的貨幣資產及負債按各報告期末的功能貨幣匯率換算。結算或換算貨幣項目產生的差額於損益確認。

以外幣按歷史成本項目計量的非貨幣項目按首次交易日期的匯率換算。以外幣按公平值計量的非貨幣項目按計量公平值當日的匯率換算。換算按公平值計量的非貨幣項目產生的收益或虧損按與確認項目公平值變動的收益或虧損一致的方式處理（即公平值收益或虧損於其他全面收益或損益確認的項目的換算差額亦分別於其他全面收益或損益確認）。

於終止確認與預付代價有關的非貨幣資產或非貨幣負債時，為釐定初步確認相關資產、開支或收入採用的匯率，初步交易日期為本集團初步確認預付代價產生的非貨幣資產或非貨幣負債的日期。倘存在多筆預付款項或預收款項，本集團就每筆預付代價的付款或收款釐定交易日期。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

There is no significant effect on the amounts recognised in the Group's financial statements arising from the judgements, apart from those involving estimations, made by management in the process of applying the Group's accounting policies.

Estimation uncertainty

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

3. 重大會計判斷及估計

編製本集團的財務報表時，管理層須作出會影響收入、開支、資產及負債的呈報金額及其隨附披露以及或然負債披露的判斷、估計及假設。有關該等假設及估計的不確定因素可能導致日後須對受影響資產或負債的賬面值作出重大調整。

判斷

除管理層在應用本集團會計政策過程中作出涉及估計的判斷外，有關判斷對在本集團財務報表中確認的金額並無重大影響。

估計不確定性

下文載述於各報告期末有關未來的主要假設及估計不確定因素的其他主要來源，該等假設及不確定因素存在導致下一財政年度的資產及負債賬面值須作出重大調整的重大風險。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註 (續)**31 December 2022
2022年12月31日**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)****Estimation uncertainty (Cont'd)***Provision for expected credit losses on trade receivables*

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on ageing period for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical expected default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At every reporting date, the historical expected default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical expected default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 18 to the financial statements.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

3. 重大會計判斷及估計 (續)**估計不確定性 (續)***貿易應收款項的預期信貸虧損撥備*

本集團使用撥備矩陣計算貿易應收款項的預期信貸虧損。撥備率乃基於具有類似虧損模式的多個客戶分部組別的賬齡計算。

撥備矩陣初步基於本集團的歷史預期違約率。本集團將通過調整矩陣以調整歷史信貸虧損經驗與前瞻性資料。例如，倘預測經濟狀況預期將於未來一年內惡化，從而可能導致違約數量增加，則調整歷史違約率。於各報告日期，歷史預期違約率會予以更新，並分析前瞻性估計的變動。

對歷史預期違約率、預測經濟狀況及預期信貸虧損之間的相關性的評估屬重大估計。預期信貸虧損的金額對環境及預測經濟狀況的變動敏感。本集團的歷史信貸虧損經驗及對經濟狀況的預測亦可能無法代表客戶未來的實際違約情況。有關本集團貿易應收款項預期信貸虧損的資料於財務報表附註18披露。

租賃 – 估計增量借款利率

本集團無法輕易釐定租賃內所隱含的利率，因此，使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟狀況中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時（如就並無訂立融資交易的附屬公司而言）或當須對利率進行調整以反映租賃的條款及條件時，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據（如市場利率）估算增量借款利率並須作出若干實體特定的估計。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Cont'd)

Estimation uncertainty (Cont'd)

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses was RMB67,994,000 (31 December 2021: RMB54,654,000) as at 31 December 2022. Further details are contained in note 24 to the financial statements.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is not organised into business units based on their services and only has one reportable operating segment. Management monitors the operating results of the Group's operating segment as a whole for the purpose of making decisions about resource allocation and performance assessment.

Geographical information

(a) Revenue from external customers

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Mainland China*	中國內地*	356,361	323,205
Singapore	新加坡	307	577
England	英格蘭	-	263
Germany	德國	-	43
France	法國	-	38
Hong Kong	香港	-	21
Korea	韓國	-	19
		356,668	324,166

* Mainland China means the PRC excluding Hong Kong, Macau and Taiwan.

The revenue information above is based on the locations of the customers.

3. 重大會計判斷及估計(續)

估計不確定性(續)

遞延稅項資產

遞延稅項資產乃就未動用稅項虧損確認，惟以可能有應課稅溢利可用以抵銷虧損為限。在釐定可予確認的遞延稅項資產金額時，管理層須根據未來應課稅溢利可能出現的時間及水平以及未來稅務規劃策略作出重大判斷。於2022年12月31日，未確認稅項虧損金額為人民幣67,994,000元(2021年12月31日：人民幣54,654,000元)。進一步詳情載於財務報表附註24。

4. 經營分部資料

就管理而言，本集團並無按其服務劃分業務單位，並僅有一個可呈報經營分部。管理層對本集團經營分部的經營業績進行全盤監控，以就資源分配及績效評估作出決策。

地理資料

(a) 來自外部客戶之收入

* 中國內地指中國，不包括香港、澳門及台灣。

以上收入資料乃按客戶地點而定。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

4. OPERATING SEGMENT INFORMATION (Cont'd)

Geographical information (Cont'd)

(b) Non-current assets

All non-current assets of the Group are in Mainland China. Accordingly, no geographical information of segment assets is presented.

Information about major customers

No revenue from the Group's sales to a single customer amounted to 10% or more of the Group's total revenue during the year (2021: Nil).

5. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue is as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue from contracts with customers	客戶合約收入	<u>356,668</u>	<u>324,166</u>

Revenue from contracts with customers

(a) Disaggregated revenue information

4. 經營分部資料(續)

地理資料(續)

(b) 非流動資產

本集團所有非流動資產均位於中國內地。因此，並無呈列分部資產地理資料。

有關主要客戶的資料

於年內並無主要客戶收入佔本集團收入的10%或以上(2021年：無)。

5. 收入、其他收入及收益

收入分析如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue from contracts with customers			
(a) Disaggregated revenue information			
		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Types of services	服務類別		
Data Insight Solutions	數據洞察解決方案	225,262	161,367
Data-driven Publications and Events	數據驅動發佈及活動	90,932	134,613
SaaS products	SaaS產品	40,474	28,186
		<u>356,668</u>	<u>324,166</u>
Geographical markets	地理市場		
Mainland China	中國內地	356,361	323,205
Overseas	海外	307	961
		<u>356,668</u>	<u>324,166</u>
Timing of revenue recognition	收入確認的時間		
Services transferred at a point in time	於某一時間點轉移的服務	131,976	116,538
Services transferred over time	隨時間轉移的服務	224,692	207,628
		<u>356,668</u>	<u>324,166</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

5. REVENUE, OTHER INCOME AND GAINS (Cont'd)

Revenue from contracts with customers (Cont'd)

(a) Disaggregated revenue information (Cont'd)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting periods and recognised from performance obligations satisfied in the previous period:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<i>Revenue recognised that was included in contract liabilities at the beginning of the year:</i>	於年初計入 合約負債的 已確認收入：		
Data Insight Solutions	數據洞察解決方案	8,990	8,120
Data-driven Publications and Events	數據驅動發佈及活動	2,191	270
SaaS products	SaaS產品	9,345	4,170
		20,526	12,560

(b) Performance obligations

Information about the Group's performance obligations is summarised below:

Data Insight Solutions

The performance obligation for delivery of customised research reports is generally satisfied at the point of time when the individual research report is delivered and accepted by the customers and payment is generally due within 90 days from the date of billing. The performance obligation for provision of individual marketing solution is satisfied over time as services are rendered and payment in advance is normally required.

Data-driven Publications and Events

The performance obligation is satisfied over time as services are rendered, where payment in advance is normally required. The services related to Data-driven Publications and Events are generally completed within one week.

5. 收入、其他收入及收益 (續)

客戶合約收入 (續)

(a) 分類收入資料 (續)

下表列示於本報告期間確認且於報告期間開始時計入合約負債，且從過往期間滿足履約責任所確認的收入金額：

(b) 履約責任

有關本集團履約責任的資料概述如下：

數據洞察解決方案

交付量身定制的研究報告的履約責任一般於個別研究報告交付並獲客戶接納時達成，付款一般自發票日期起90日內到期。提供個別營銷解決方案的履約責任隨著提供服務的時間達成，且一般須提前付款。

數據驅動發佈及活動

履約責任隨著提供服務的時間達成，惟一般須提前付款。與數據驅動發佈及活動相關的服務一般於一星期內完成。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

5. REVENUE, OTHER INCOME AND GAINS (Cont'd)

Revenue from contracts with customers (Cont'd)

(b) Performance obligations (Cont'd)

SaaS products

The performance obligation for granting right to access the proprietary cloud-based software is satisfied over time as services are rendered, where payment in advance is normally required. The performance obligation for the use of API is satisfied at the point of time when the right to use is granted and payment is generally due immediately. The performance obligation for application software development is satisfied at the point of time when the application software together with relevant licence is accepted by the customers, and payment is generally due when the service was completed.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2022 are as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Amounts expected to be recognised as revenue:	預期確認為收入的金額：		
Within one year	一年內	79,811	49,442
After one year	一年後	6,218	3,018
		<u>86,029</u>	<u>52,460</u>

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised as revenue after one year mainly relate to Data Insight Solutions services, of which the performance obligations are to be satisfied within two years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

5. 收入、其他收入及收益(續)

客戶合約收入(續)

(b) 履約責任(續)

SaaS產品

授權接入專有雲端軟件的履約責任隨時間於提供服務時達成，在此情況下一般要求提前付款。使用API的履約責任於授出使用權的時間點履行，且通常要求即時付款。應用軟件開發的履約責任於應用軟件連同相關學科組獲客戶接受的時間點達成，而付款通常於服務完成時到期。

於2022年12月31日，分配至餘下履約責任(未達成或部分未達成)的交易價格金額如下：

預期於一年後確認為收入並已分配至餘下履約責任的交易價格金額主要與數據洞察解決方案服務有關，其中履約責任將於兩年內達成。所有其他已分配至餘下履約責任的交易價格金額預期於一年內確認為收入。上文披露的金額不包括受限制的可變代價。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註(續)

31 December 2022
2022年12月31日

5. REVENUE, OTHER INCOME AND GAINS (Cont'd)

An analysis of other income and gains is as follows:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Other income	其他收入		
Bank interest income	銀行利息收入	6,615	248
Government grants*	政府補助*	12,496	16,354
Investment income from financial assets at fair value through profit or loss	按公平值計入損益的 金融資產的投資收入	8,499	6,721
Others	其他	8	256
		<u>27,618</u>	<u>23,579</u>
Gains	收益		
Fair value gains on financial assets at fair value through profit or loss	按公平值計入損益的 金融資產的公平值收益	38	4,815
Foreign exchange gains, net	匯兌收益淨額	9,530	36
Gain on de-registration of a subsidiary	註銷一家附屬公司的收益	320	-
Gain on disposal of a subsidiary (note 29)	出售一家附屬公司的 收益(附註29)	201	-
Gains on lease modifications	租賃修改收益	-	1,107
		<u>37,707</u>	<u>29,537</u>

* The government grants mainly represent incentives awarded by the local governments to support the Group's operation. There were no unfulfilled conditions or contingencies attached to these grants.

* 政府補助主要指獲當地政府授予的獎勵，以支持本集團營運。該等獎勵並無附帶未履行條件或或然事項。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

6. 除稅前溢利

本集團的除稅前溢利於扣除/(計入)以下各項後達致：

			2022	2021
			2022年	2021年
	Notes		RMB'000	RMB'000
	附註		人民幣千元	人民幣千元
Cost of services provided	提供服務成本		197,560	131,527
Depreciation of property, plant and equipment	物業、廠房及設備折舊	13	2,659	2,083
Depreciation of right-of-use assets	使用權資產折舊	14(a)	5,179	4,849
Amortisation of other intangible assets*	其他無形資產攤銷*	15	891	420
Research and development costs	研發成本		60,412	53,711
Listing expenses	上市開支		12,056	20,648
Lease payments not included in the measurement of lease liabilities	不計入租賃負債計量的租賃付款	14(c)	66	364
Bank interest income	銀行利息收入	5	(6,615)	(248)
Government grants	政府補助	5	(12,496)	(16,354)
Investment income from financial assets at fair value through profit or loss	按公平值計入損益的金融資產的投資收入	5	(8,499)	(6,721)
Gain on disposal of a subsidiary	出售一家附屬公司的收益	5	(201)	-
Fair value gains on financial assets at fair value through profit or loss	按公平值計入損益的金融資產的公平值收益	5	(38)	(4,815)
Gains on lease modifications	租賃修改收益	5		(1,107)
Gain on de-registration of a subsidiary	註銷一家附屬公司的收益	5	(320)	-
Loss on de-registration of a subsidiary	註銷一家附屬公司的虧損		690	-
Foreign exchange gain, net	匯兌收益淨額	5	(9,530)	(36)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損		3	74
Auditor's remuneration	核數師酬金		2,180	55
Employee benefit expense (excluding directors' and chief executive's remuneration (note 8)):	僱員福利開支(不包括董事及主要行政人員薪酬(附註8)):			
Wages and salaries	工資及薪金		138,325	118,924
Pension scheme contributions**	退休金計劃供款**		4,313	8,361
Staff welfare expense	員工福利開支		1,457	625
Impairment of trade receivables, net	貿易應收款項減值淨額	18	2,678	2,510
Impairment of other receivables, net	其他應收款項減值淨額	19	-	345

* The amortisation of other intangible assets is included in "Administrative expenses" in the consolidated statements of profit or loss.

* 其他無形資產攤銷計入綜合損益表「行政開支」內。

** There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

** 由於僱主減少現有供款水平，故概無沒收供款可供本集團使用。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

7. FINANCE COSTS

An analysis of finance costs is as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on lease liabilities (note 14(b))	租賃負債利息(附註14(b))	<u>412</u>	<u>532</u>

7. 財務成本

財務成本分析如下：

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事及主要行政人員薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部所披露之年內董事及主要行政人員薪酬如下：

		Group	
		本集團	
		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Fees	袍金	225	-
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,451	1,268
Performance related bonuses	表現掛鉤花紅	288	91
Pension scheme contributions	退休金計劃供款	17	17
		<u>1,981</u>	<u>1,376</u>



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日8. DIRECTORS' AND CHIEF EXECUTIVE'S
REMUNERATION (Cont'd)

Mr. Wu Yushu was appointed as a director of the Company on 4 March 2019 and was re-designated as an executive director of the Company on 3 June 2021. Ms. Wang Lifang was appointed as an executive director of the Company on 3 June 2021. Mr. Fu Haitao was appointed as a non-executive director of the Company on 3 June 2021. Mr. Wei Bin, Ms. Wang Danzhou and Ms. Du Yilin were appointed as independent non-executive directors of the Company on 27 April 2022.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Wang Danzhou	王丹舟	45	—
Du Yilin	杜依琳	45	—
Wei Bin	魏斌	45	—
		135	—

There were no other emoluments payable to the independent non-executive directors during the year (2021: Nil).

8. 董事及主要行政人員薪酬（續）

吳鬱抒先生於2019年3月4日獲委任為本公司董事，並於2021年6月3日調任為本公司執行董事。王莉芳女士於2021年6月3日獲委任為本公司執行董事。付海濤先生於2021年6月3日獲委任為本公司非執行董事。魏斌先生、王丹舟女士及杜依琳女士於2022年4月27日獲委任為本公司獨立非執行董事。

(a) 獨立非執行董事

於年內支付予獨立非執行董事的袍金如下：

年內並無其他付予獨立非執行董事的酬金（2021年：無）。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日8. DIRECTORS' AND CHIEF EXECUTIVE'S
REMUNERATION (Cont'd)

(b) Executive directors, a non-executive director and the chief executive

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼及實物福利	表現掛鈎花紅	退休金計劃供款	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
2022	2022年					
Executive directors:	執行董事：					
Mr. Wu Yushu*	吳鬱抒先生*	45	742	144	9	940
Ms. Wang Lifang	王莉芳女士	45	709	144	8	906
Non-executive director:	非執行董事：					
Mr. Fu Haitao	付海濤先生	-	-	-	-	-
		<u>90</u>	<u>1,451</u>	<u>288</u>	<u>17</u>	<u>1,846</u>
2021	2021年					
Executive directors:	執行董事：					
Mr. Wu Yushu*	吳鬱抒先生*	-	652	47	9	708
Ms. Wang Lifang	王莉芳女士	-	616	44	8	668
Non-executive director:	非執行董事：					
Mr. Fu Haitao	付海濤先生	-	-	-	-	-
		<u>-</u>	<u>1,268</u>	<u>91</u>	<u>17</u>	<u>1,376</u>

* Mr. Wu Yushu was appointed as the chief executive of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

8. 董事及主要行政人員薪酬 (續)

(b) 執行董事、非執行董事及主要行政人員

* 吳鬱抒先生獲委任為本公司主要行政人員。

於年內，概無董事或主要行政人員放棄或同意放棄任何薪酬的安排。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included no director (2021: Nil), none of whose remuneration are set out in note 8 above. Details of the remuneration for the remaining five (2021: five) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, bonuses, allowances and benefits in kind	薪金、花紅、津貼及實物福利	5,039	3,640
Performance related bonus	表現掛鈎花紅	569	714
Pension scheme contributions	退休金計劃供款	79	86
		<u>5,687</u>	<u>4,440</u>

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

9. 五名最高薪酬僱員

於年內，五名最高薪酬僱員並無包括董事在內（2021年：無），其薪酬詳情載於上文附註8。餘下五名（2021年：五名）並非本公司董事及主要行政人員的最高薪酬僱員的薪酬詳情如下：

薪酬介乎下列範圍之非董事及非主要行政人員之最高薪僱員的人數如下：

		Number of employees	
		僱員人數	
		2022	2021
		2022年	2021年
Nil to HK\$1,000,000	零至1,000,000港元	—	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	5	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	—	1
		<u>5</u>	<u>5</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

10. INCOME TAX

- (a) The major components of the income tax expense of the Group during the year are analysed as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current – Mainland China Charge for the year	即期一年內扣除的中國內地稅項	1,880	21,907
Overprovision in prior years	過往年度超額撥備	(3,393)	–
Deferred tax (note 24)	遞延稅項(附註24)	1,774	1,644
Total tax charge for the year	年內扣除的稅項總額	<u>261</u>	<u>23,551</u>

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands and the BVI, the Company and its subsidiary are not subject to any income tax in the Cayman Islands and the BVI.

The statutory tax rate for the subsidiary in Hong Kong is 16.5%. No Hong Kong profits tax on the subsidiary has been provided as there was no assessable profit arising in Hong Kong during the year.

The provision for current income tax in Mainland China is based on a statutory tax rate of 25% of the assessable profits of the PRC subsidiaries of the Group as determined in accordance with the PRC Corporate Income Tax Law.

Sinohealth Information was accredited as a high and new technology enterprise ("HNTE") in 2019, and the certifications were valid for three years. Sinohealth Information did not renew the HNTE Certificate in 2022, thus could no longer enjoy the preferential income tax rate of 15%. For the year ended 31 December 2022, Sinohealth Information was entitled to a PRC Corporate Income tax rate of 25% (31 December 2021: 15%).

Guangzhou Zhongkang Digital was accredited as a high and new technology enterprise ("HNTE") in 2022, and the certifications were valid for three years. For the year ended 31 December 2022, Guangzhou Zhongkang Digital was entitled to a preferential PRC Corporate Income tax rate of 15% (31 December 2021: 25%).

10. 所得稅

- (a) 本集團於年內的所得稅開支主要組成部分分析如下：

	2022	2021
	2022年	2021年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Current – Mainland China Charge for the year	1,880	21,907
Overprovision in prior years	(3,393)	–
Deferred tax (note 24)	1,774	1,644
Total tax charge for the year	<u>261</u>	<u>23,551</u>

本集團須就本集團成員公司所處及經營所在司法權區產生或賺取的溢利，按實體基準繳納所得稅。

根據開曼群島及英屬處女群島的規則及法規，本公司及其附屬公司毋須於開曼群島及英屬處女群島繳納任何所得稅。

香港附屬公司的法定稅率為16.5%。由於年內並無於香港產生應課稅溢利，故並無就附屬公司計提香港利得稅撥備。

中國內地即期所得稅撥備乃按根據中國企業所得稅法釐定的本集團中國附屬公司的應課稅溢利按法定稅率25%釐定。

中康資訊於2019年被認為高新技術企業("HNTE")，證書有效期為三年。中康資訊於2022年並無重續HNTE證書，因此不會再享有15%的優惠所得稅稅率。截至2022年12月31日止年度，中康資訊享有25%的中國企業所得稅稅率(2021年12月31日：15%)。

廣州中康數字於2022年被認為高新技術企業("HNTE")，證書有效期為三年。截至2022年12月31日止年度，廣州中康數字享有15%的優惠中國企業所得稅稅率(2021年12月31日：25%)。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

10. INCOME TAX (Cont'd)

- (a) The major components of the income tax expense of the Group during the year are analysed as follows: (Cont'd)

Certain of the subsidiaries, which operate in Mainland China, are identified as Small and Micro Enterprises and were entitled to a preferential tax rate of 2.5% or 5% during the year ended 31 December 2022.

- (b) A reconciliation of the tax expense applicable to profit before tax at the statutory rate in Mainland China to the tax expense at the effective tax rate is as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Profit before tax	除稅前溢利	<u>54,474</u>	<u>95,529</u>
Tax at the statutory tax rate of 25% in Mainland China	按中國內地法定稅率25%計算的稅項	13,618	23,882
Lower tax rates enacted by local authority	當地機關頒佈的較低稅率	(7,818)	(1,718)
Adjustments in respect of current tax of previous years	就過往年度的當期稅項作出調整	(3,393)	-
Effect on deferred tax balance due to change in income tax rate	因所得稅率變動對遞延稅項結餘產生的影響	(94)	-
Additional deductible allowance for research and development costs	額外可扣減研發開支撥備	(5,523)	(4,181)
Expenses not deductible for tax	不可扣稅開支	44	5,097
Tax losses utilised from previous years	過往年度未動用稅項虧損	(2)	(90)
Losses attributable to associates	聯營公司應佔虧損	-	10
Tax losses not recognised	未確認稅項虧損	1,885	551
Effect of withholding tax at 10% on the distributable profits of the Group's PRC subsidiaries (note 24)	10%的預扣稅對本集團的中國附屬公司可分派利潤的影響(附註24)	1,544	-
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項開支	<u>261</u>	<u>23,551</u>
Effective tax rate	實際稅率	<u>0.5%</u>	<u>24.7%</u>

10. 所得稅 (續)

- (a) 本集團於年內的所得稅開支主要組成部分分析如下：(續)

於截至2022年12月31日止年度，於中國內地營運的若干附屬公司被認為小微企業，享有2.5%或5%的優惠稅率。

- (b) 適用於中國內地按法定稅率計算的除稅前溢利的稅項開支與按實際稅率計算的稅項開支的對賬如下：

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

11. DIVIDEND

	2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Proposed final – HK\$3.98 cents (2021: Nil) per ordinary share 建議末期股息 – 每股普通股 3.98港仙 (2021年：無)	<u>15,443</u>	<u>—</u>

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

On 27 January 2021, Sinohealth Information declared and approved a dividend of RMB120,086,000 to its then shareholders.

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 410,666,838 (2021: 373,123,325) in issue during the year, as adjusted to reflect the rights issue during the year.

The weighted average number of shares has been retrospectively adjusted for the effect of the share subdivision (note 25) and capitalisation issue (note 25) on the assumption that the share subdivision and capitalisation issue had been completed on 1 January 2021.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2022 and 2021.

11. 股息

本年度建議末期股息須待本公司股東在應屆股東週年大會上批准。

於2021年1月27日，中康資訊宣派並批准向其當時的股東派發股息人民幣120,086,000元。

12. 母公司普通股權益持有人應佔每股盈利

年內每股基本盈利金額乃根據母公司普通股持有人應佔年內盈利及已發行普通股的加權平均數410,666,838股(2021年：373,123,325股)計算，並經調整以反映年內的供股。

股份的加權平均數已就股份分拆(附註25)及資本化發行(附註25)的影響作出追溯調整，其中假設股份分拆及資本化發行於2021年1月1日經已完成。

截至2022年及2021年12月31日止年度，本集團並無潛在攤薄已發行普通股。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Cont'd)

The calculation of basic earnings per share is based on:

12. 母公司普通股權益持有人應佔每股盈利（續）

每股基本盈利乃根據以下數據計算：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
<u>Earnings</u>	<u>盈利</u>		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	用於計算每股基本盈利的母公司普通股持有人應佔溢利	<u>55,758</u>	<u>78,813</u>
		Number of shares 股份數目	
		2022 2022年	2021 2021年
<u>Shares</u>	<u>股份</u>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利的年內已發行普通股加權平均數	<u>410,666,838</u>	<u>373,123,325</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Electronic equipment	Office equipment and furniture	Leasehold improvements	Motor vehicles	Total
		電子設備	辦公設備及家具	租賃物業裝修	汽車	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2022	2022年12月31日					
Cost	成本	8,138	338	1,777	792	11,045
Accumulated depreciation	累計折舊	(5,072)	(230)	(1,050)	(222)	(6,574)
Net carrying amount	賬面淨值	<u>3,066</u>	<u>108</u>	<u>727</u>	<u>570</u>	<u>4,471</u>
At 1 January 2022, net of accumulated depreciation	於2022年1月1日，扣除累計折舊	3,066	108	727	570	4,471
Additions	添置	1,882	36	937	-	2,855
Disposals	出售	(77)	-	(207)	-	(284)
Depreciation provided during the year (note 6)	年內計提的折舊(附註6)	(2,022)	(60)	(448)	(129)	(2,659)
At 31 December 2022, net of accumulated depreciation	於2022年12月31日，扣除累計折舊	<u>2,849</u>	<u>84</u>	<u>1,009</u>	<u>441</u>	<u>4,383</u>
At 31 December 2022:	於2022年12月31日：					
Cost	成本	9,793	374	2,458	792	13,417
Accumulated depreciation	累計折舊	(6,944)	(290)	(1,449)	(351)	(9,034)
Net carrying amount	賬面淨值	<u>2,849</u>	<u>84</u>	<u>1,009</u>	<u>441</u>	<u>4,383</u>
31 December 2021	2021年12月31日					
Cost	成本	7,039	403	1,491	792	9,725
Accumulated depreciation	累計折舊	(3,902)	(218)	(742)	(113)	(4,975)
Net carrying amount	賬面淨值	<u>3,137</u>	<u>185</u>	<u>749</u>	<u>679</u>	<u>4,750</u>
At 1 January 2022, net of accumulated depreciation	於2022年1月1日，扣除累計折舊	3,137	185	749	679	4,750
Additions	添置	1,577	15	286	-	1,878
Disposals	出售	(58)	(16)	-	-	(74)
Depreciation provided during the year (note 6)	年內計提的折舊(附註6)	(1,590)	(76)	(308)	(109)	(2,083)
At 31 December 2022, net of accumulated depreciation	於2022年12月31日，扣除累計折舊	<u>3,066</u>	<u>108</u>	<u>727</u>	<u>570</u>	<u>4,471</u>
At 31 December 2022:	於2022年12月31日：					
Cost	成本	8,138	338	1,777	792	11,045
Accumulated depreciation	累計折舊	(5,072)	(230)	(1,050)	(222)	(6,574)
Net carrying amount	賬面淨值	<u>3,066</u>	<u>108</u>	<u>727</u>	<u>570</u>	<u>4,471</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

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14. LEASES

The Group as a lessee

The Group has lease contracts for office premises and other equipment used in its operations. Leases of office premises generally have lease terms between 2 and 4 years. Other equipment is generally of low value individually. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

14. 租賃

本集團作為承租人

本集團已就用於其營運的辦公室物業及其他設備訂立租賃合約。辦公室物業租約的租期一般為2至4年。其他設備通常個別價值較低。一般而言，本集團不得於本集團外轉讓及轉租租賃資產。

(a) 使用權資產

於年內，本集團使用權資產的賬面值及變動如下：

		Office premises 辦公室物業 RMB'000 人民幣千元
As at 1 January 2021	於2021年1月1日	26,063
Acquisition of a subsidiary	收購一家附屬公司	766
Additions	添置	3,406
Lease modifications	租賃修改	(16,368)
Depreciation charge (note 6)	折舊開支(附註6)	(4,849)
As at 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	9,018
Additions	添置	3,015
Depreciation charge (note 6)	折舊開支(附註6)	(5,179)
As at 31 December 2022	於2022年12月31日	<u>6,854</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
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14. LEASES (Cont'd)

(b) Lease liabilities

The carrying amounts of lease liabilities and the movements during the year are as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Carrying amount at 1 January	於1月1日的賬面值	9,614	27,870
Additions as a result of acquisition of a subsidiary	因收購一家附屬公司而添置	-	805
New leases	新租賃	3,015	3,406
Accretion of interest recognised (note 7)	已確認利息增幅(附註7)	412	532
Reduction as a result of lease modifications	因租賃修改產生的削減	-	(17,475)
Payments	付款	(5,914)	(5,524)
Carrying amount at 31 December	於12月31日的賬面值	<u>7,127</u>	<u>9,614</u>
Analysed into:	分類為:		
Current portion	流動部分	3,223	4,640
Non-current portion	非流動部分	<u>3,904</u>	<u>4,974</u>

The maturity analysis of lease liabilities is disclosed in note 34 to the financial statements.

租賃負債的到期情況分析於財務報表附註34披露。

(c) The amounts recognised in profit or loss in relation to leases are as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on lease liabilities	租賃負債利息	412	532
Depreciation charge of right-of-use assets	使用權資產的折舊開支	5,179	4,849
Gains on lease modifications	租賃修改收益	-	(1,107)
Expense relating to leases of low-value assets (included in administrative expenses)	與低價值資產租賃有關的開支(計入行政開支)	4	216
Expense relating to short-term leases (included in administrative expenses)	與短期租賃有關的開支(計入行政開支)	62	148
Total amount recognised in profit or loss	於損益確認的總金額	<u>5,657</u>	<u>4,638</u>

(d) The total cash outflow for leases is disclosed in note 28(c) to the financial statements.

(c) 於損益確認的與租賃有關的金額如下:

(d) 租賃現金流出總額披露於財務報表附註28(c)。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

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15. OTHER INTANGIBLE ASSETS

15. 其他無形資產

		Software 軟件 RMB'000 人民幣千元
31 December 2022	2022年12月31日	
Cost at 1 January 2022, net of accumulated amortisation	於2022年1月1日的成本，扣除累計攤銷	1,152
Additions	添置	1,329
Amortisation provided during the year (note 6)	年內計提的攤銷(附註6)	(891)
At 31 December 2022	於2022年12月31日	<u>1,590</u>
At 31 December 2022:	於2022年12月31日：	
Cost	成本	5,036
Accumulated amortisation	累計攤銷	(3,446)
Net carrying amount	賬面淨值	<u>1,590</u>
31 December 2021	2021年12月31日	
Cost at 1 January 2021, net of accumulated amortisation	於2021年1月1日的成本，扣除累計攤銷	205
Additions	添置	1,376
Disposal	出售	(9)
Amortisation provided during the year (note 6)	年內計提的攤銷(附註6)	(420)
At 31 December 2021	於2021年12月31日	<u>1,152</u>
At 31 December 2021:	於2021年12月31日：	
Cost	成本	3,707
Accumulated amortisation	累計攤銷	(2,555)
Net carrying amount	賬面淨值	<u>1,152</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
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16. INVESTMENT IN ASSOCIATES

16. 於聯營公司的投資

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Share of net assets	應估資產淨值	—	184

Particulars of the associates are as follows:

聯營公司的詳情如下：

Company 公司	Place of registration 註冊地點	Paid-up capital 實繳資本	Ownership interest 所有權權益	Voting power 投票權	Profit sharing 攤佔溢利	Principal activities 主要業務
Jiangxi Yaoshunshun Medicine Company Limited ("Jiangxi Yaoshunshun") (江西藥順順藥業有限公司)*	PRC	RMB200,000	49%	49%	100%	Dormant
江西藥順順藥業有限公司*(江西藥順順)	中國	人民幣200,000元				暫無營運
Lanyu Health Technology (Guangzhou) Company Limited (“Lanyu Health Technology”) (藍域健康科技(廣州)有限公司)	PRC	RMB1,000,000	40%	40%	40%	Dormant
藍域健康科技(廣州)有限公司(「藍域健康科技」)	中國	人民幣1,000,000元				暫無營運

* The profit sharing is based on the proportion of paid-in capital contribution by shareholders.

* 應佔溢利乃根據股東實繳資本比例計算。

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

下表說明非個別重大的本集團聯營公司的匯總財務資料：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Share of the associates' loss and total comprehensive loss for the year	應估聯營公司年內虧損及全面虧損總額	—	416



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

16. INVESTMENT IN ASSOCIATES (Cont'd)

16. 於聯營公司的投資 (續)

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司投資的賬面總值	<u>-</u>	<u>184</u>

The investment in Jiangxi Yaoshunshun was disposed of by a subsidiary of the Company to a third party on 29 August 2022.

本公司一家附屬公司已於2022年8月29日出售於江西藥順順的投資。

Lanyu Health Technology was deregistered on 2 March 2023.

藍域健康科技已於2023年3月2日取消註冊。

17. INVENTORIES

17. 存貨

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Contract fulfilment costs	履約成本	<u>2,317</u>	<u>680</u>

The above costs incurred to fulfil contracts relate to provision of Data Insight Solutions and are recognised to costs of sales when the related services are transferred to customers. The amount recognised during the year was RMB680,000 (2021: RMB573,000).

上述履行合約所產生的成本與提供數據洞察解決方案有關，並於相關服務轉移至客戶時確認為銷售成本。年內確認的金額為人民幣680,000元(2021年：人民幣573,000元)。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日

18. TRADE AND NOTES RECEIVABLES

18. 貿易應收款項及應收票據

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables	貿易應收款項	92,028	78,712
Notes receivable	應收票據	6,287	7,695
Impairment	減值	(6,322)	(4,541)
		91,993	81,866

The Group's trading terms with its customers are mainly on credit. The credit terms granted generally ranged from 7 days to 120 days, depending on the specific payment terms in each contract. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the transaction dates and net of loss allowance, is as follows:

本集團與其客戶的貿易條款以信貸為主。所授出的信貸期一般介乎7日至120日，視乎各份合約的特定支付條款而定。本集團尋求維持嚴格控制其未償還應收款項。高級管理層定期檢討逾期結餘。本集團並未就貿易應收款項結餘持有任何抵押品或其他信用增強措施。貿易應收款項不計息。

於報告期末，貿易應收款項基於交易日期及扣除虧損撥備後的賬齡分析如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 6 months	6個月內	66,345	71,273
6 to 12 months	6至12個月	11,084	2,513
1 to 2 years	1至2年	8,162	383
2 to 3 years	2至3年	115	2
		85,706	74,171



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

18. TRADE AND NOTES RECEIVABLES (Cont'd)

The movements in the loss allowance for impairment of trade receivables are as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of year	於年初	4,541	3,270
Impairment losses, net (note 6)	減值虧損淨額(附註6)	2,678	2,510
Amount written off as uncollectible	撇銷無法收回的金額	(897)	(1,239)
At end of year	於年末	<u>6,322</u>	<u>4,541</u>

The increase in the loss allowance of RMB1,781,000 (2021: RMB1,271,000) was due to an increase of trade receivable which were aged over 1 year and past due.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on the days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

18. 貿易應收款項及應收票據(續)

貿易應收款項的減值虧損撥備變動如下：

虧損撥備增加人民幣1,781,000元(2021年：人民幣1,271,000元)，乃由於賬齡超過1年且已逾期的貿易應收款項增加所致。

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸虧損。撥備率是基於具有類似虧損模式的多個客戶分部組別的逾期天數釐定。該計算反映概率加權結果、貨幣時間價值及於報告日期可得的有關過往事件、現時狀況及未來經濟狀況預測的合理及可靠資料。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

18. TRADE AND NOTES RECEIVABLES (Cont'd)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2022

		Gross carrying amount	Expected credit loss rate	Expected credit loss
		總賬面值	預期信貸虧損率	預期信貸虧損
		RMB'000		RMB'000
		人民幣千元		人民幣千元
Current	即期	63,479	1.4%	913
Past due:	逾期：			
Within 1 year	1年內	24,013	8.9%	2,125
Between 1 and 2 years	1至2年	3,408	65.9%	2,246
Between 2 and 3 years	2至3年	728	87.6%	638
Over 3 years	3年以上	400	100.0%	400
		<u>92,028</u>	<u>6.9%</u>	<u>6,322</u>

於2022年12月31日

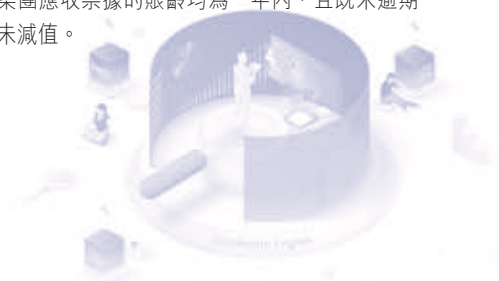
As at 31 December 2021

		Gross carrying amount	Expected credit loss rate	Expected credit loss
		總賬面值	預期信貸虧損率	預期信貸虧損
		RMB'000		RMB'000
		人民幣千元		人民幣千元
Current	即期	49,193	1.1%	553
Past due:	逾期：			
Within 1 year	1年內	27,357	7.9%	2,144
Between 1 and 2 years	1至2年	831	62.3%	518
Between 2 and 3 years	2至3年	38	86.8%	33
Over 3 years	3年以上	1,293	100.0%	1,293
		<u>78,712</u>	<u>5.8%</u>	<u>4,541</u>

於2021年12月31日

The Group's notes receivable are all aged within one year and were neither past due nor impaired.

本集團應收票據的賬齡均為一年內，且既未逾期亦未減值。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日

19. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

19. 預付款項、其他應收款項及其他資產

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayments	預付款項	3,842	2,719
Deferred listing expenses	遞延上市開支	–	5,912
Prepaid expenses	預付開支	856	857
Other receivables	其他應收款項	2,772	2,156
Prepayment for repurchase of shares	購回股份預付款項	2,410	–
Other assets	其他資產	11,433	–
		21,313	11,644
Impairment loss	減值虧損	(325)	(325)
		<u>20,988</u>	<u>11,319</u>
Analysed into:	分析為：		
Current portion	流動部分	20,988	10,451
Non-current portion	非流動部分	<u>–</u>	<u>868</u>

An impairment analysis is performed at the end of the reporting period. The Group has applied the general approach to provide for expected credit losses for non-trade other receivables under HKFRS 9. The Group considers the historical loss rate and adjusts for forward-looking macroeconomic data in calculating the expected credit loss rate.

As at 31 December 2022, the Group estimated the expected losses for other receivable to be RMB325,000 (31 December 2021: RMB325,000).

減值分析於報告期末進行。本集團已根據香港財務報告準則第9號應用一般方法為非貿易其他應收款項的預期信貸虧損計提撥備。本集團在計算預期信貸虧損率時考慮歷史虧損率並根據前瞻性宏觀經濟數據作出調整。

於2022年12月31日，本集團估計其他應收款項的預期虧損為人民幣325,000元（2021年12月31日：人民幣325,000元）。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

19. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (Cont'd)

The movements in the loss allowance for impairment of other receivables were as follows:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At beginning of year	年初	325	-
Impairment losses, net	減值虧損淨額	-	345
Amount written off as uncollectible	因不可收回而撇銷的金額	-	(20)
		<u>325</u>	<u>325</u>

Other receivables are non-interest-bearing, unsecured and repayable on demand.

Included in the Group's other assets, RMB10,000,000 was prepayment for a potential acquisition (31 December 2021: Nil), which is subject to further negotiation.

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unlisted investments, at fair value	非上市投資，按公平值計值	<u>2,098</u>	<u>373,389</u>

The unlisted investments represented certain financial products issued by commercial banks in Mainland China. They were classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

19. 預付款項、其他應收款項及其他資產(續)

其他應收款項減值的虧損撥備變動如下：

其他應收款項為免息、無抵押及應按要求償還。

本集團的其他資產中包括人民幣10,000,000元，乃就一項潛在收購預付的款項（2021年12月31日：無），惟須待進一步磋商作實。

20. 按公平值計入損益的金融資產

非上市投資指中國內地商業銀行發行的若干金融產品。由於該等投資的合約現金流量並非僅支付本金及利息，故被分類為按公平值計入損益的金融資產。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日

21. CASH AND CASH EQUIVALENTS

21. 現金及現金等價物

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and bank balances	現金及銀行結餘	246,798	33,955
Time deposits	定期存款	418,766	—
Less:	減：		
Current portion:	即期部分：		
Non-pledged time deposits with original maturity of over three months when acquired	於取得時原到期日長於三個月之無抵押定期存款	175,474	—
Non-Current portion:	非即期部分：		
Non-pledged time deposits with original maturity of over three months when acquired	於取得時原到期日長於三個月之無抵押定期存款	80,772	—
Cash and cash equivalents	現金及現金等價物	<u>409,318</u>	<u>33,955</u>
Denominated in:	以下列貨幣計值：		
RMB	人民幣	346,680	28,618
US\$	美元	61,919	5,239
HK\$	港元	719	98
		<u>409,318</u>	<u>33,955</u>

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods from one to nine months and earn interest at the fixed time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

人民幣不可自由兌換為其他貨幣，然而，根據中國內地《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金按基於每日銀行存款利率的浮動利率賺取利息。定期存款就一至九個月的不同期間敘造，並按固定的定期存款利率賺取利息。銀行結餘及定期存款存入近期並無違約歷史的信譽良好的銀行。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日

22. TRADE PAYABLES

22. 貿易應付款項

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade payables	貿易應付款項	<u>14,665</u>	<u>16,859</u>

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

於報告期末，基於發票日期的貿易應付款項賬齡分析如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	於3個月內	11,834	16,422
4 to 6 months	4至6個月	623	67
7 to 12 months	7至12個月	1,968	250
Over 1 years	1年以上	240	120
		<u>14,665</u>	<u>16,859</u>

The trade payables are non-interest-bearing and are normally settled within 90 days.

貿易應付款項為不計息，一般於90日內結清。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日

23. OTHER PAYABLES AND ACCRUALS

23. 其他應付款項及應計費用

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Payroll payables	應付薪酬	27,887	33,961
Contract liabilities (a)	合約負債(a)	35,997	22,913
Accrued listing expense	應計上市開支	-	5,024
Tax payables other than income tax	應付稅項(所得稅除外)	7,225	4,512
Other payables (b)	其他應付款項(b)	3,030	1,176
		<u>74,139</u>	<u>67,586</u>

(a) Details of contract liabilities are as follows:

(a) 合約負債詳情如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Types of services	服務類型		
Data Insight Solutions	數據洞察解決方案	17,379	10,631
Data-driven Publications and Events	數據驅動發佈及活動	8,362	2,757
SaaS products	SaaS產品	10,256	9,525
		<u>35,997</u>	<u>22,913</u>

Contract liabilities include short-term advances received before the services are rendered. The increase in contract liabilities during the year 2022 was mainly due to the increase in short-term advances received from customers in relation to the provision of services at the end of each of the year.

合約負債包括提供服務前收取的短期預付款項。於2022年度的合約負債增加主要是由於在各年度末時從客戶收取的與提供服務有關的短期墊款增加所致。

(b) Other payables are non-interest-bearing and repayable on demand.

(b) 其他應付款項為不計息及按要求償還。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註(續)

31 December 2022
2022年12月31日

24. DEFERRED TAX

The movements in deferred tax assets and liabilities during the reporting period are as follows:

31 December 2022

Deferred tax assets

		Impairment of trade receivables	Impairment of other receivables	Lease liabilities	Total deferred tax assets
		貿易應收 款項減值	其他應收 款項減值	租賃負債	遞延稅項 資產總額
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於2022年1月1日	824	49	948	1,821
Deferred tax charged to profit or loss during the year (note 10)	年內扣除自損益的遞延稅項(附註10)	(110)	(49)	(344)	(503)
Gross deferred tax assets at 31 December 2022	於2022年12月31日的遞延稅項資產總值	<u>714</u>	<u>—</u>	<u>604</u>	<u>1,318</u>

Deferred tax liabilities

		Withholding Taxes	Right-of-use assets	Total deferred tax liabilities
		預扣稅	使用權 資產	遞延稅項 負債總額
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於2022年1月1日	—	905	905
Deferred tax charged/(credited) to profit or loss during the year (note 10)	年內扣除自/(計入)損益的遞延稅項(附註10)	1,544	(273)	1,271
Gross deferred tax liabilities at 31 December 2022	於2022年12月31日的遞延稅項負債總額	<u>1,544</u>	<u>632</u>	<u>2,176</u>

24. 遞延稅項

於報告期內，遞延稅項資產及負債的變動如下：

2022年12月31日

遞延稅項資產

遞延稅項負債



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

24. DEFERRED TAX (Cont'd)

The movements in deferred tax assets and liabilities during the reporting period are as follows: (Cont'd)

31 December 2021
Deferred tax assets

		Impairment of trade receivables	Impairment of other receivables	Lease liabilities	Loss available for offsetting against future taxable profits	Total deferred tax assets
		貿易應收 款項減值	其他應收 款項減值	租賃負債	可供抵銷 未來應課 稅溢利的 虧損	遞延稅項 資產總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於2021年1月1日	350	-	778	2,146	3,274
Deferred tax credited/(charged) to profit or loss during the year (note 10)	年內計入/(扣除自)損益 的遞延稅項(附註10)	474	49	170	(2,146)	(1,453)
Gross deferred tax assets at 31 December 2021	於2021年12月31日的 遞延稅項資產總值	<u>824</u>	<u>49</u>	<u>948</u>	<u>-</u>	<u>1,821</u>

Deferred tax liabilities

24. 遞延稅項(續)

於報告期內，遞延稅項資產及負債的變動如下：
(續)2021年12月31日
遞延稅項資產

遞延稅項負債

		Right-of-use assets	Total deferred tax liabilities
		使用權資產	遞延稅項 負債總額
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January 2021	於2021年1月1日	714	714
Deferred tax charged to profit or loss during the year (note 10)	年內扣除自損益的 遞延稅項(附註10)	191	191
Gross deferred tax liabilities at 31 December 2021	於2021年12月31日的 遞延稅項負債總額	<u>905</u>	<u>905</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

24. DEFERRED TAX (Cont'd)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net deferred tax assets recognised in the combined statements of financial position	於綜合財務狀況表中確認的遞延稅項資產淨額	686	916
Net deferred tax assets recognised in the combined statements of financial position	於綜合財務狀況表中確認的遞延稅項資產淨額	(1,544)	—
		<u>(858)</u>	<u>916</u>

Deferred tax assets have not been recognised in respect of the following item:

並無就以下項目確認遞延稅項資產：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Tax losses	稅項虧損	<u>67,994</u>	<u>54,654</u>

The above tax losses arising in Mainland China that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

以上於中國內地產生的稅項虧損將於一至五年內到期，以抵銷未來應課稅溢利。由於應課稅溢利可用於抵銷稅項虧損被視為不可能，故並無就該等虧損確認遞延稅項資產。

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

根據中國企業所得稅法，於中國內地成立的外商投資企業須就向外國投資者宣派的股息繳納10%的預扣稅。該規定自2008年1月1日起生效，且適用於2007年12月31日後的盈利。倘中國內地與外國投資者所在司法權區訂有稅務協定，則可應用較低的預扣稅稅率。就本集團而言，使用稅率為10%。因此本集團有責任就於中國內地成立的該等附屬公司對於自2008年1月1日起產生的盈利所分派的股息繳納預扣稅。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

24. DEFERRED TAX (Cont'd)

At the end of reporting period, the directors of the Company, based on the Group's operation and expansion plan, estimated that part of the retained earnings of the PRC subsidiaries would be retained in Mainland China for use in future operations and investments. At 31 December 2022, deferred tax of RMB1,544,000 (2021: Nil) has been recognised for withholding taxes that would be payable on unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB214,526,000 at 31 December 2022 (31 December 2021: RMB189,905,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

24. 遞延稅項 (續)

於報告期末，本公司根據本集團的營運及擴展計劃，估計中國附屬公司的保留盈利部分將保留在中國內地，以用於未來營運及投資。於2022年12月31日，已就本集團在中國內地成立須就未匯出盈利繳納預扣稅的附屬公司的應繳預扣稅確認遞延稅項人民幣1,544,000元（2021年：無）。於2022年12月31日，未確認遞延稅項負債的與於中國內地附屬公司投資有關的暫時性差異總額約為人民幣214,526,000元（2021年12月31日：人民幣189,905,000元）。

本公司向其股東派付股息並無所得稅後果。

25. SHARE CAPITAL AND TREASURY SHARES

25. 股本及庫存股份

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Authorised:	法定：		
2,000,000,000 (2021: 5,000,000) ordinary shares of US\$0.01 each	2,000,000,000股(2021年： 5,000,000股)每股面值 0.01美元的普通股		
US\$'000	千美元	4,518	50
RMB'000	人民幣千元	<u>30,384</u>	<u>335</u>
Issued and fully paid:	已發行及繳足：		
451,770,000 (2021: 5,000,000) ordinary shares of US\$0.01 each	451,770,000股(2021年： 5,000,000股)每股面值 0.01美元的普通股		
US\$'000	千美元	4,518	50
RMB'000	人民幣千元	<u>30,384</u>	<u>322</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

25. SHARE CAPITAL AND TREASURY SHARES (Cont'd)

A summary of movements in the Company's share capital is as follows:

25. 股本及庫存股份 (續)

本公司股本的變動概要如下：

		Notes	Number of shares in issue	Share capital	Treasury shares
		附註	已發行股份數目	股本	庫存股份
				RMB'000	RMB'000
				人民幣千元	人民幣千元
At 1 January 2021	於2021年1月1日	(a)	1	–	–
Share subdivision	股份分拆	(b)	100	–	–
Issue of shares	發行股份	(c)	4,999,900	322	–
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日		5,000,000	322	–
Initial public offering	首次公开发售	(d)	75,000,000	5,047	–
Capitalisation issue	資本化發行	(e)	370,000,000	24,896	–
Exercise of the over-allotment option	行使超額配股權	(f)	1,770,000	119	–
Shares repurchased	購回股份	(g)	–	–	(101,121)
At 31 December 2022	於2022年12月31日		451,770,000	30,384	(101,121)

Notes:

- (a) The Company was incorporated on 4 March 2019 with authorised share capital of US\$50,000 divided into 50,000 shares with par value of US\$1.00 each. Upon its incorporation, one share was allotted and issued to the initial subscriber, which was transferred to Wellmark Link Limited on the same day.
- (b) On 18 May 2021, the Company resolved to subdivide each of its existing issued and unissued shares with a par value of US\$1.00 each in its share capital into 100 ordinary shares with a par value of US\$0.01 each, and all the subdivided shares be ranked pari passu in all respects with each other, such that the authorised share capital of the Company because US\$50,000 divided into 5,000,000 shares with a par value of US\$0.01 each thereafter.
- (c) On 18 May 2021, the Company allotted and issued an aggregate of 2,686,400 shares for cash of RMB174,000 to Wellmark Link Limited and WLF Investment Holdings Limited at par value and allotted and issued an aggregate of 2,313,500 shares for cash to Rikan Industry Investment Limited Partnership, Montesy Capital Holding Ltd., Tianyi (BVI) Limited, Jiequan Zhongwei Tengyun Limited and Hansson Holdings Limited for a consideration of RMB184,006,000. The consideration was credited to share capital in an amount of RMB322,000 and to share premium in an amount of RMB183,858,000, respectively.

附註：

- (a) 本公司於2019年3月4日註冊成立，法定股本為50,000美元，分為50,000股每股面值1.00美元的股份。於其註冊成立後，一股股份已配發及發行予初始認購人，並於同日轉讓予盈連有限公司。
- (b) 於2021年5月18日，本公司議決將其股本中每股面值1.00美元的每股現有已發行及未發行股份拆細為100股每股面值0.01美元的普通股，而由於其後本公司的法定股本50,000美元已分為5,000,000股每股面值0.01美元的股份，故所有拆細股份在各方面享有同等地位。
- (c) 於2021年5月18日，本公司按面值向盈連有限公司及WLF Investment Holdings Limited配發及發行合共2,686,400股股份以換取現金人民幣174,000元，並向Rikan Industry Investment Limited Partnership、Montesy Capital Holding Ltd、Tianyi (BVI) Limited、Jiequan Zhongwei Tengyun Limited及Hansson Holdings Limited配發及發行合共2,313,500股股份以換取現金，代價為人民幣184,006,000元。該代價中的人民幣322,000元及人民幣183,858,000元已分別計入股本及股份溢價賬。



NOTES TO FINANCIAL STATEMENTS (Cont'd)**財務報表附註 (續)**31 December 2022
2022年12月31日**25. SHARE CAPITAL AND TREASURY SHARES (Cont'd)**

Notes: (Cont'd)

- (d) On 12 July 2022, 75,000,000 ordinary shares of par value US\$0.01 each were issued at a price of HK\$5.36 per share in connection with the Company's initial public offering ("Listing Date"). The proceeds of US\$750,000 (equivalent to RMB5,047,000) representing the par value, were credited to the Company's share capital. The remaining proceeds of approximately US\$47,466,000 (equivalent to approximately RMB319,399,000) before listing expenses were credited to the share premium account.
- (e) Pursuant to the written resolutions of the shareholders of the Company passed on 27 April 2022 and 22 June 2022, a total of 370,000,000 shares of US\$0.01 each were allotted and issued at par value to the shareholders whose names were on the register of members of the Company as at the date of the passing of the resolutions, on a pro rata basis, and such shares were allotted and issued by way of capitalisation of US\$3,700,000 (approximately RMB24,896,000) from the Company's share premium account on the Listing Date.
- (f) On 4 August 2022, 1,770,000 over-allotment ordinary shares of par value US\$0.01 each were issued at a price of HK\$5.36 per share. The proceeds of US\$17,700 (equivalent to approximately RMB119,000) representing the par value, were credited to the Company's share capital. The remaining proceeds of approximately US\$1,191,000 (equivalent to approximately RMB8,055,000) before listing expenses were credited to the share premium account.
- (g) The Company purchased 20,585,500 of its shares on the Hong Kong Stock Exchange at a total consideration of approximately HK\$112,865,000 (equivalent to approximately RMB101,121,000) for a share award scheme.

26. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statements of changes in equity of the Group.

Share premium

The share premium represents the difference between the par value of shares issued and the consideration received.

Capital reserve

The capital reserve of the Group represents the paid-up capital, share premium and capital reserve of the companies comprising the Group prior to the incorporation of the Company, the reserve arising from the reorganisation and acquisition of non-controlling interests. Details of the movements in the capital reserve are set out in the consolidated statements of changes in equity.

25. 股本及庫存股份 (續)

附註：

- (d) 於2022年7月12日，本公司進行首次公開發售時（「上市日期」），按每股5.36港元的價格發行75,000,000股每股面值0.01美元的普通股。相當於面值的所得款項750,000美元（相等於人民幣5,047,000元）已計入本公司的股本。餘下所得款項約47,466,000美元（相等於約人民幣319,399,000元）（未扣除上市開支）已計入股份溢價賬。
- (e) 根據本公司股東於2022年4月27日及2022年6月22日通過的書面決議案，合共370,000,000股每股面值0.01美元的股份已按面值按比例配發及發行予於通過決議案當日名列本公司股東名冊的股東，而該等股份乃於上市日期從本公司股份溢價賬中將3,700,000美元（約人民幣24,896,000元）撥充資本之方式配發及發行。
- (f) 於2022年8月4日，1,770,000股每股面值0.01美元的超額分配普通股按每股5.36港元的價格發行。相當於面值的所得款項17,700美元（相等於約人民幣119,000元）已計入本公司股本。餘下所得款項約1,191,000美元（相等於約人民幣8,055,000元）（未扣除上市開支）已計入股份溢價賬。
- (g) 本公司就股份獎勵計劃，按總代價約112,865,000美元（相等於約人民幣101,121,000元）在香港聯交所購回20,585,500股股份。

26. 儲備

本集團於於本年度及過往年度的儲備金額及其變動於本集團綜合權益變動表呈列。

股份溢價

股份溢價指已發行股份的面值與已收代價之間的差額。

資本儲備

本集團的資本儲備指本公司註冊成立前本集團旗下公司的繳足資本、股份溢價及資本儲備、重組及收購非控股權益產生的儲備。資本儲備變動的詳情載於綜合權益變動表。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日**26. RESERVES (Cont'd)****Statutory surplus reserve**

In accordance with the Company Law of the PRC, subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their statutory surplus reserve until the reserve reaches 50% of their registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserve may be converted to share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

27. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

		2022 2022年	2021 2021年
Percentage of equity interest held by non-controlling interests:	非控股權益持有的股權百分比：		
Xinkang Information	心康信息	6%	6%
Sinohealth Pushi	中康普世	N/A 不適用	—
Sinohealth Tong	中康通	20%	20%
Sinohealth Ruima	中康瑞馬	40%	40%
Sinohealth Jianshu	中康健數	25%	25%
Sinohealth Tongrun	中康通潤	20%	20%
Guangzhou Xinshun	廣州心順	N/A 不適用	35%

26. 儲備 (續)**法定盈餘儲備**

根據中國公司法，本集團屬於國內企業的附屬公司須將其除稅後溢利的10% (根據相關中國會計準則釐定) 分配至其法定盈餘儲備，直至其儲備達到其註冊資本的50%為止。根據中國公司法所載的若干限制，部分法定盈餘儲備可轉換為股本，惟資本化後的餘額不得低於註冊資本25%。

27. 擁有重大非控股權益的部分擁有附屬公司

本集團擁有重大非控股權益的附屬公司詳情載列如下：



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日27. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL
NON-CONTROLLING INTERESTS (Cont'd)27. 擁有重大非控股權益的部分擁有附
屬公司 (續)

		2022 2022年	2021 2021年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Profit/(loss) for the year allocated to non-controlling interests:	分配予非控股權益的 年內溢利/(虧損)：		
Xinkang Information	心康信息	14	124
Sinohealth Pushi	中康普世	N/A 不適用	(1,005)
Sinohealth Tong	中康通	48	262
Sinohealth Ruima	中康瑞馬	(247)	887
Sinohealth Jianshu	中康健數	(1,196)	(2,687)
Sinohealth Tongrun	中康通潤	394	—
Guangzhou Xinshun	廣州心順	(380)	(2,525)
		2022 2022年	2021 2021年
		RMB'000 人民幣千元	RMB'000 人民幣千元
Accumulated balances of non-controlling interests at the reporting date:	於報告日期的非控股權益 累計結餘：		
Xinkang Information	心康信息	138	124
Sinohealth Pushi	中康普世	N/A 不適用	—
Sinohealth Tong	中康通	885	837
Sinohealth Ruima	中康瑞馬	640	887
Sinohealth Jianshu	中康健數	(3,883)	(2,687)
Sinohealth Tongrun	中康通潤	394	—
Guangzhou Xinshun	廣州心順	N/A 不適用	700

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日27. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL
NON-CONTROLLING INTERESTS (Cont'd)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

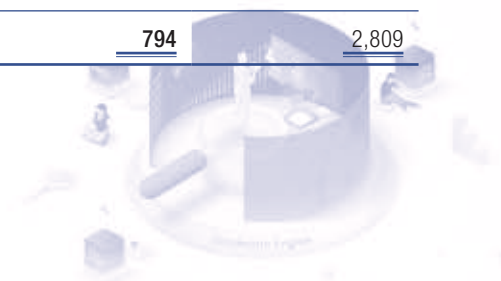
		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Revenue	收入	38,802	35,271
Other income and gains	其他收入及收益	286	111
Total expenses	開支總額	(42,706)	(44,256)
Loss for the year	年內虧損	(3,618)	(8,874)
Total comprehensive loss for the year	年內全面虧損總額	<u>(3,618)</u>	<u>(8,874)</u>

27. 擁有重大非控股權益的部分擁有附
屬公司 (續)

下表說明上述附屬公司的財務資料概要。所披露金額為任何公司間對銷前的金額：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current assets	流動資產	28,651	19,685
Non-current assets	非流動資產	5,269	6,893
Current liabilities	流動負債	(36,462)	(24,584)
Non-current liabilities	非流動負債	<u>(1,541)</u>	<u>(3,091)</u>

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net cash flows from/(used in) operating activities	經營活動所得/(所用) 現金流量淨額	372	(9,503)
Net cash flows from investing activities	投資活動所得現金流量淨額	2,329	781
Net cash flows (used in)/ from financing activities	融資活動(所用)/ 所得現金流量淨額	(1,907)	11,531
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	<u>794</u>	<u>2,809</u>



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

28. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transaction

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB3,015,000 (2021: RMB3,406,000) in respect of lease arrangements for office premises.

(b) Changes in liabilities arising from financing activities

28. 綜合現金流量表附註

(a) 主要非現金交易

於年內，本集團就辦公室物業的租賃安排擁有的使用權資產非現金添置及租賃負債為人民幣3,015,000元（2021年：人民幣3,406,000元）。

(b) 融資活動產生的負債變動

		Due to a related party 應付一名關聯方款項 RMB'000 人民幣千元	Due to a director 應付一名董事款項 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	1,500	47	27,870
Addition as a result of acquisition of a subsidiary	因收購一家附屬公司而添置	-	-	805
New leases	新租賃	-	-	3,406
Changes from financing cash flows	融資現金流量變動	(1,500)	(47)	(5,524)
Reduction as a result of lease modifications	因租賃修改產生的削減	-	-	(17,475)
Interest expense	利息開支	-	-	532
At 31 December 2021	於2021年12月31日	<u>-</u>	<u>-</u>	<u>9,614</u>
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	-	-	9,614
New leases	新租賃	-	-	3,015
Changes from financing cash flows	融資現金流量變動	-	-	(5,914)
Interest expense	利息開支	-	-	412
At 31 December 2022	於2022年12月31日	<u>-</u>	<u>-</u>	<u>7,127</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註(續)

31 December 2022
2022年12月31日

28. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS (Cont'd)

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statements of cash flows is as follows:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Within operating activities	於經營活動內	66	364
Within financing activities	於融資活動內	5,914	5,524
		<u>5,980</u>	<u>5,888</u>

29. DISPOSAL OF A SUBSIDIARY

Sinohealth Information disposed of Jiangxi Xinshu's entire entity interest to a third party at a consideration of RMB250,000, Ms. Jiang Qingping, on 13 September 2022.

		RMB'000 人民幣千元
Net assets disposed of:	出售的資產淨值：	
Cash and bank balances	現金及銀行結餘	49
		49
Gain on disposal of a subsidiary	出售一家附屬公司的收益	201
		<u>250</u>
Satisfied by Cash	以現金支付	<u>250</u>

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	250
Cash received from disposal of a subsidiary	出售附屬公司收取的現金	250
Cash and bank balances disposed of	出售的現金及銀行結餘	(49)
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	出售附屬公司的現金及現金等價物流入淨額	<u>201</u>

28. 綜合現金流量表附註(續)

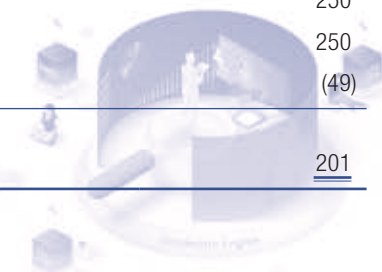
(c) 租賃現金流出總額

計入綜合現金流量表的租賃現金流出總額如下：

29. 出售附屬公司

中康資訊於2022年9月13日按代價人民幣250,000元向第三方江青萍女士出售江西心順的全部股權。

出售附屬公司的現金及現金等價物流入淨額分析如下：



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日

30. COMMITMENTS

At the end of the reporting period, the Group did not have any significant commitments (31 December 2021: Nil).

31. RELATED PARTY TRANSACTIONS

Details of the Group's related parties are as follows:

Company	Relationship with the Company
Wellmark Link Limited	Shareholder
WLF Investment Holdings Limited	Shareholder
Ms. Wu Meirong	Shareholder
Mr. Wu Yushu	Director and key management personnel
Ms. Wang Lifang	Director and key management personnel
Mr. Fu Haitao	Non-executive director and key management personnel
Ms. Yi Xuhui	Key management personnel
Mr. Tang Keke	Key management personnel
Mr. Su Caihua	Key management personnel
Mr. Li Junguo	Key management personnel
Mr. Qin Jianzeng	Non-controlling shareholder of a subsidiary
Jiangxi Yaoshunshun	An associate
Guangzhou Zhonghui Medical Technology Company Limited	An entity influenced significantly by a director, Mr Wu Yushu

30. 承擔

於報告期末，本集團並無任何重大承擔（2021年12月31日：無）。

31. 關聯方交易

本集團關聯方的詳情如下：

本公司	與本公司的關係
盈連有限公司	股東
WLF Investment Holdings Limited	股東
吳美容女士	股東
吳鬱抒先生	董事及主要管理人員
王莉芳女士	董事及主要管理人員
付海濤先生	非執行董事及主要管理人員
易旭暉女士	主要管理人員
唐珂軻先生	主要管理人員
蘇才華先生	主要管理人員
李俊國先生	主要管理人員
秦建增先生	一家附屬公司的非控股股東
江西藥順順	一家聯營公司
廣州中惠醫療科技有限公司	受董事吳鬱抒先生重大影響的實體

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

31. RELATED PARTY TRANSACTIONS (Cont'd)

(a) The Group had the following transactions with related parties during the year:

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
Repayment from a director:	一名董事還款：		
Mr. Wu Yushu*	吳鬱抒先生*	—	(47)
Advance from a related party:	一名關聯方墊款：		
Mr. Qin Jianzeng*	秦建增先生*	—	1,500
Sales to a related party**:	向一名關聯方出售**：		
Jiangxi Yaoshunshun	江西藥順順	60	73
Purchases of services from a related party***: 向一名關聯方購買服務***：			
Guangzhou Zhonghui Medical Technology Company Limited	廣州中惠醫療科技有限公司	1,180	—
Depreciation of right-of-use assets****:	使用權資產折舊****：		
Ms. Wu Meirong	吳美容女士	269	—
Interest expense on lease liabilities****:	租賃負債的利息開支****：		
Ms. Wu Meirong	吳美容女士	35	—

* The advances from Mr. Wu Yushu and Mr. Qin Jianzeng were unsecured, interest-free and repayable on demand. The balances with the related party and the director were settled as at 31 December 2021.

** The sales to the related party were made according to the prices and terms mutually agreed between the parties.

*** The purchases from the related party were made according to the prices and terms mutually agreed between the parties.

**** The depreciation of right-of-use assets and interest expense on lease liabilities related to the leases of the offices from related party pursuant to the terms of the agreements signed between the Group and the related party. The Group's lease liabilities due to the related parties are included in note 14(b) to the financial statements.

* 來自吳鬱抒先生及秦建增先生的墊款為無抵押、不計息及按要求償還。與該關聯方及該董事的結餘已於2021年12月31日結清。

** 向一名關聯方出售乃根據雙方共同協定的價格及條款作出。

*** 向關聯方的購買乃根據雙方共同協定的價格及條款作出。

**** 使用權資產折舊及租賃負債的利息開支乃關於根據本集團與關聯方簽訂的協議條款從關聯方租賃辦公室。本集團應付關聯方的租賃負債計入財務報表附註14(b)。

(b) Other transactions with related parties:

Sinohealth Information acquired 30% equity interests in Guangzhou Sinohealth Pushi Technology Development Company Limited in March 2021 from Mr. Qin Jianzeng at a consideration of RMB1,500,000.

Sinohealth Information acquired the entire equity interests in Guangzhou Jiasi from Mr. Wu Yushu at a consideration of RMB1,000,000 on 29 April 2021.

(b) 與關聯方的其他交易：

於2021年3月，中康資訊向秦建增先生收購廣州中康普世科技發展有限公司30%股權，代價為人民幣1,500,000元。

於2021年4月29日，中康資訊向吳鬱抒先生收購廣州嘉思的全部股權，代價為人民幣1,000,000元。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

31. RELATED PARTY TRANSACTIONS (Cont'd)

(c) The Group had the following outstanding balances with related parties:

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Due from Jiangxi Yaoshunshun Medicine Company Limited*	應收江西蔡順順藥業有限公司款項*	-	73
Due to Guangzhou Zhonghui Medical Technology Company Limited *	應付廣州中惠醫療科技有限公司的款項*	<u>355</u>	<u>-</u>

* The above amounts due from/to the related party were trade in nature, unsecured, interest-free and repayable on demand.

31. 關聯方交易 (續)

(c) 本集團與關聯方有以下未償還結餘：

* 上述應收／應付關聯方款項屬貿易性質、無抵押、不計息及按要求償還。

(d) Compensation of key management personnel of the Group:

(d) 本集團主要管理人員的薪酬：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,221	4,065
Performance related bonuses	表現掛鈎花紅	706	311
Pension scheme contributions	退休金計劃供款	42	53
Total compensation paid to key management personnel	已付主要管理人員的薪酬總額	<u>4,969</u>	<u>4,429</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日

32. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of reporting period are as follows:

31 December 2022

Financial assets

32. 按類別劃分的金融工具

於報告期末，各類金融工具的賬面值如下：

2022年12月31日

金融資產

		Financial assets at fair value through profit or loss 按公平值計入損益的金融資產	Financial assets at amortised cost 按攤銷成本列賬的金融資產	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and notes receivables	貿易應收款項及應收票據	–	91,993	91,993
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	–	12,772	12,772
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	2,098	–	2,098
Time deposits	定期存款	–	256,246	256,246
Cash and cash equivalents	現金及現金等價物	–	409,318	409,318
		<u>2,098</u>	<u>770,329</u>	<u>772,427</u>

		Financial liabilities at amortised cost 按攤銷成本列賬的金融負債
		RMB'000 人民幣千元
Trade payables	貿易應付款項	14,665
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	3,030
Due to a related party	應付一名關聯方款項	355
Lease liabilities	租賃負債	7,127
		<u>25,177</u>



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

32. FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

The carrying amounts of each of the categories of financial instruments as at the end of reporting period are as follows: (Cont'd)

31 December 2021

Financial assets

		Financial assets at fair value through profit or loss 按公平值計入損益的金融資產	Financial assets at amortised cost 按攤銷成本列賬的金融資產	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Trade and notes receivables	貿易應收款項及應收票據	–	81,866	81,866
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產	–	1,831	1,831
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	373,389	–	373,389
Due from a related party	應收一名關聯方款項	–	73	73
Cash and cash equivalents	現金及現金等價物	–	33,955	33,955
		<u>373,389</u>	<u>117,725</u>	<u>491,114</u>

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本列賬的金融負債
		RMB'000 人民幣千元
Trade payables	貿易應付款項	16,859
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	6,200
Lease liabilities	租賃負債	9,614
		<u>32,673</u>

32. 按類別劃分的金融工具(續)

於報告期末，各類金融工具的賬面值如下：(續)

2021年12月31日

金融資產

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註（續）

31 December 2022
2022年12月31日**33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS**

Management has assessed that the fair values of cash and cash equivalents, trade and notes receivables, trade payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, the current portion of lease liabilities and amounts due from/to a related party approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair values of the non-current portion of lease liabilities has been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for lease liabilities as at the end of each of the reporting period were assessed to be insignificant.

The Group invests in unlisted investments, which represent certain financial products issued by commercial banks in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

33. 金融工具公平值及公平值層級

據管理層評估，現金及現金等價物、貿易應收款項及應收票據、貿易應付款項、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用的金融負債、租賃負債流動部分及應收／付一名關聯方款項之公平值與其賬面值相若，乃主要由於該等工具到期日較短所致。

金融資產及負債的公平值以自願交易方（強迫或清盤出售除外）當前交易中該工具之可交易金融入賬。

租賃負債非流動部分的公平值已按使用擁有類似條款、信貸風險及餘下年期之工具現時可用比率貼現之預期未來現金流量計算。於各報告期末，本集團本身就租賃負債的不履約風險產生的公平值變動被評估為不重大。

本集團投資於非上市投資，該等投資指中國內地商業銀行發行的若干金融產品。本集團根據具有類似條款及風險的工具的市場利率，使用貼現現金流量估值模型估計該等非上市投資的公平值。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Cont'd)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2022

		Fair value measurement using 使用以下方式的公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第1級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第2級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第3級) RMB'000 人民幣千元	Total RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產	—	2,098	—	2,098

As at 31 December 2021

於2021年12月31日

		Fair value measurement using 使用以下方式的公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第1級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第2級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第3級) RMB'000 人民幣千元	Total RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產	—	373,389	—	373,389

The Group did not have any financial liabilities measured at fair value as at 31 December 2022 (31 December 2021: Nil).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

33. 金融工具公平值及公平值層級 (續)

公平值層級

下表列示本集團金融工具的公平值計量層級：

按公平值計量的資產：

於2022年12月31日

		Fair value measurement using 使用以下方式的公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第1級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第2級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第3級) RMB'000 人民幣千元	Total RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產	—	2,098	—	2,098

於2021年12月31日

		Fair value measurement using 使用以下方式的公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 的報價 (第1級) RMB'000 人民幣千元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第2級) RMB'000 人民幣千元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第3級) RMB'000 人民幣千元	Total RMB'000 人民幣千元
Financial assets at fair value through profit or loss	按公平值計入損益的 金融資產	—	373,389	—	373,389

於2022年12月31日，本集團並無任何按公平值計量的金融負債(2021年12月31日：無)。

於年內，就金融資產及金融負債而言，第1級與第2級之間並無公平值計量轉移，亦無轉入或轉出第3級。

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise financial assets at fair value through profit or loss and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

Foreign currency risk is the risk of loss resulting from changes in foreign currency exchange rates. Fluctuations in exchange rates between the RMB and other currencies in which the Group conducts business may affect the Group's financial condition and results of operations. The Group seeks to limit its exposure to foreign currency risk by minimising its net foreign currency position.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the foreign currency exchange rates, with all other variables held constant, of the Group's profit before tax (arising from foreign currency denominated financial instruments).

34. 財務風險管理目標及政策

本集團的主要金融工具包括按公平值計入損益的金融資產及現金及現金等價物。該等金融工具的主要目的為就本集團營運籌集資金。本集團擁有若干其他金融資產及負債，例如其營運直接產生的貿易應收款項及貿易應付款項。

本集團金融工具產生的主要風險為外匯風險、信貸風險及流動資金風險。董事會審閱及協定管理該等各項風險的政策，該等風險概述如下。

外匯風險

外匯風險是因外幣匯率變動引致虧損的風險。本集團經營業務所使用的人民幣兌其他貨幣的匯率或會響本集團的財務狀況及經營業績。本集團盡量將其淨外幣頭寸減至最低，務求限制外匯風險。

下表顯示於報告期末在所有其他變量保持不變的情況下，本集團的除稅前溢利（因以外幣計值的金融工具所致）對外幣匯率合理可能變動的敏感度。

		Change in rate of foreign currency 外幣匯率變動	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少)
		%	RMB'000 人民幣千元
31 December 2022	2022年12月31日		
If the RMB weakens against the US\$	倘人民幣兌美元貶值	5	11,773
If the RMB strengthens against the US\$	倘人民幣兌美元升值	5	(11,773)
If the RMB weakens against the HK\$	倘人民幣兌港元貶值	5	156
If the RMB strengthens against the HK\$	倘人民幣兌港元升值	5	(156)
31 December 2021	2021年12月31日		
If the RMB weakens against the US\$	倘人民幣兌美元貶值	5	270
If the RMB strengthens against the US\$	倘人民幣兌美元升值	5	(270)

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis.

Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification at 31 December. The amounts presented are gross carrying amounts for financial assets.

As at 31 December 2022

		於2022年12月31日				
		12-month ECLs	Lifetime ECLs			
		12個月預期 信貸虧損	全期預期 信貸虧損			
		Stage 1	Stage 2	Stage 3	Simplified approach	Total
		第一階段	第二階段	第三階段	簡化方法	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivables*	貿易應收款項*	–	–	–	92,028	92,028
Notes receivable**	應收票據**	6,287	–	–	–	6,287
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
– Normal**	– 正常**	12,447	–	–	–	12,447
– Doubtful*	– 可疑*	–	–	325	–	325
Time deposits	定期存款					
– Not yet past due	– 尚未逾期	256,246	–	–	–	256,246
Cash and cash equivalents	現金及現金等價物					
– Not yet past due	– 尚未逾期	409,318	–	–	–	409,318
		<u>684,298</u>	<u>–</u>	<u>325</u>	<u>92,028</u>	<u>776,651</u>

34. 財務風險管理目標及政策 (續)

信貸風險

本集團僅與獲認可及信譽良好的第三方進行交易。本集團的政策為所有欲按信貸條款進行交易的所有客戶須接受信用核查程序。此外，應收款項結餘被持續監控。

最高風險及年末階段

下表現時根據本集團信貸政策(主要基於逾期資料，除非在毋須付出不必要的成本或努力下取得其他資料)的信貸質素及最高風險，以及於12月31日的年末階段分類。所呈列的金額為金融資產的總賬面值。

NOTES TO FINANCIAL STATEMENTS (Cont'd)
財務報表附註 (續)31 December 2022
2022年12月31日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Credit risk (Cont'd)

Maximum exposure and year-end staging (Cont'd)

As at 31 December 2021

34. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年末階段 (續)

於2021年12月31日

		12-month	Lifetime ECLs			Total
		ECLs	ECLs			
		12個月預期 信貸虧損	全期預期 信貸虧損			總計
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第一階段	第二階段	第三階段	簡化方法	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivables*	貿易應收款項*	–	–	–	78,712	78,712
Notes receivable**	應收票據**	7,695	–	–	–	7,695
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產的金融資產					
– Normal**	– 正常**	1,831	–	–	–	1,831
– Doubtful*	– 可疑*	–	–	325	–	325
Due from a related party	應收一名關聯方款項	73	–	–	–	73
Cash and cash equivalents	現金及現金等價物					
– Not yet past due	– 尚未逾期	33,955	–	–	–	33,955
		<u>43,554</u>	<u>–</u>	<u>325</u>	<u>78,712</u>	<u>122,591</u>

* For trade receivables to which the Group applies the simplified approach for impairment, further information is disclosed in note 18 to the financial statement.

** The credit quality of notes receivable and the financial assets included in prepayments, other receivables and other assets are considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

* 就披露本集團就減值應用簡化方法的貿易應收款項而言，進一步資料於財務報表附註18。

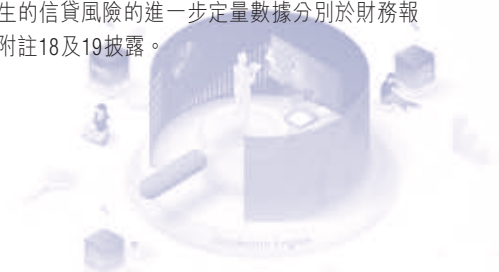
** 應收票據及計入預付款項、其他應收款項及其他資產的金融資產信貸質素在該等金融資產並未逾期，且並無資料顯示金融資產的信貸風險自初步確認以來大幅增加時被視為「正常」。否則，金融資產的信貸質素被視為「可疑」。

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. There are no significant concentrations of credit risk.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables and other receivables are disclosed in notes 18 and 19 to the financial statements, respectively.

由於本集團僅與獲認可及信譽良好的第三方進行交易，故對抵押品並無要求。信貸風險不存在重大集中的情況。

有關本集團所面臨貿易應收款項及其他應收款項產生的信貸風險的進一步定量數據分別於財務報表附註18及19披露。



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the operations and mitigate the effects of fluctuations in cash flows.

The maturity profile of the Group's financial liabilities as at the end of reporting period, based on the contractual undiscounted payments, is as follows:

		31 December 2022 2022年12月31日					
		On demand	Less than 3 months	3 to 12 months	1 to 3 years	Over 3 years	Total
		按要求	少於3個月	3至12個月	1至3年	3年以上	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade payables	貿易應付款項	2,831	11,834	–	–	–	14,665
Lease liabilities	租賃負債	–	1,522	1,984	3,997	–	7,503
Due to a related party	應付一名關聯方款項	355	–	–	–	–	355
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	3,030	–	–	–	–	3,030
		<u>6,216</u>	<u>13,356</u>	<u>1,984</u>	<u>3,997</u>	<u>–</u>	<u>25,553</u>

		31 December 2021 2021年12月31日					
		On demand	Less than 3 months	3 to 12 months	1 to 3 years	Over 3 years	Total
		按要求	少於3個月	3至12個月	1至3年	3年以上	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade payables	貿易應付款項	437	16,422	–	–	–	16,859
Lease liabilities	租賃負債	–	1,256	3,575	3,845	1,416	10,092
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	6,200	–	–	–	–	6,200
		<u>6,637</u>	<u>17,678</u>	<u>3,575</u>	<u>3,845</u>	<u>1,416</u>	<u>33,151</u>

34. 財務風險管理目標及政策 (續)

流動資金風險

本集團監控及維持本集團管理層視為充足的現金及現金等價物水平，以為營運提供資金及降低現金流量波動的風險。

於報告期末，根據合約未貼現付款，本集團金融負債的到期資料如下：

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2022 and 2021.

The Group monitors capital using a gearing ratio, which is calculated by dividing total liabilities by total equity, was 14.9% as at 31 December 2022 (31 December 2021: approximately 24.3%). The gearing ratios as at the end of reporting period were as follows:

34. 財務風險管理目標及政策 (續)

資本管理

本集團資本管理的主要目標為保障本集團持續經營的能力並維持穩健的資本比率，以支持其業務及最大化股東價值。

本集團根據經濟條件的變化及相關資產之風險特徵管理其資本架構並對其進行調整。為維持或調整資本架構，本集團可能調整支付予股東的股息、返還資金予股東或發行新股份。本集團不受任何外部施加的資本需求的限制。於截至2022年及2021年12月31日止年度，管理資本的目標、政策或程序概無任何變化。

本集團以資本負債比率監察資本，資本負債比率乃按總負債除以總權益計算得出，於2022年12月31日為14.9% (2021年12月31日：約24.3%)。於報告期末，資本負債比率如下：

		2022	2021
		2022年	2021年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total liability	總負債	103,237	101,112
Total equity	總權益	693,236	415,911
Gearing ratio	資本負債比率	<u>14.9%</u>	<u>24.3%</u>



NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

35. EVENTS AFTER THE REPORTING PERIOD

No significant events that require additional disclosure or adjustments occurred after the reporting period.

36. STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

Information about the statements of financial position of the company at the end of the reporting period is as follows:

35. 報告期後事項

於報告期後，概無發生須作出額外披露或調整的重大事項。

36. 本公司財務狀況表

有關本公司於報告期末的財務狀況表的資料如下：

		2022 2022年 RMB'000 人民幣千元	2021 2021年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Investment in a subsidiary	於一家附屬公司的投資	—	—
Total non-current assets	非流動資產總值	<u>—</u>	<u>—</u>
CURRENT ASSETS	流動資產		
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	2,812	—
Due from subsidiaries	應收附屬公司款項	203,701	176,559
Cash and cash equivalents	現金及現金等價物	62,443	5,048
Time deposits	定期存款	175,474	—
Total current assets	流動資產總值	444,430	181,607
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計款項	(89)	—
Due to a subsidiary	應付一家附屬公司款項	(9,077)	—
Total current liabilities	流動負債總額	9,166	—
NET CURRENT ASSETS	流動資產淨值	435,264	181,607
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	435,264	—
Net assets	資產淨值	435,264	181,607
EQUITY	股權		
Share capital	股本	30,384	322
Treasury shares	庫存股份	(101,121)	—
Reserves (note)	儲備(附註)	506,001	181,285
Total equity	總權益	<u>435,264</u>	<u>181,607</u>

NOTES TO FINANCIAL STATEMENTS (Cont'd)

財務報表附註 (續)

31 December 2022
2022年12月31日

36. STATEMENTS OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

Note:

A summary of the company reserves is as follows:

		Share premium 股份溢價 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	-	-	-
Total comprehensive income for the year	年內全面收入總額	-	(2,573)	(2,573)
Issue of shares	發行股份	183,858	-	183,858
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	<u>183,858</u>	<u>(2,573)</u>	<u>181,285</u>
Total comprehensive income for the year	年內全面收入總額	-	31,235	31,235
Issue of shares from initial public offering	因首次公开发售而發行股份	319,399	-	319,399
Capitalisation issue	資本化發行	(24,896)	-	(24,896)
Exercise of the over-allotment option	行使超額配股權	8,055	-	8,055
Share issue expense	股份發行開支	(9,077)	-	(9,077)
At 31 December 2022	於2022年12月31日	<u>477,339</u>	<u>28,662</u>	<u>506,001</u>

37. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 29 March 2023.

37. 財務報表的批准

財務報表已於2023年3月29日由董事會批准及授權刊發。



Definitions

釋義

“AI” 「人工智能」	指	artificial intelligence 人工智能
“AI-MDT” 「AI-MDT」	指	artificial intelligence multi-disciplinary treatment 人工智能多學科治療
“Ali Health” 「阿里健康」	指	Alibaba Health Information Technology Limited, a company listed on the Hong Kong Stock Exchange, which is engaged in, among others, pharmaceutical e-commerce and new retail, Internet medical and consumer medical business, which is one of the companies invested and controlled by Alibaba Group 阿里健康資訊技術有限公司，一家在港交所上市，從事醫藥電商與新零售、互聯網醫療、消費醫療等業務，是阿里巴巴集團投資控股的公司之一
“aPaaS” 「aPaaS」	指	application platform as a service, a category of cloud service that offers development and deployment environments for application services 應用平台即服務，是一類為應用服務提供開發及部署環境的雲服務
“Audit Committee” 「審核委員會」	指	the audit committee of the Board 董事會轄下審核委員會
“Board” 「董事會」	指	the board of Directors 董事會
“CG Code” 「企業管治守則」	指	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄十四所載企業管治守則
“China” or “PRC” 「中國」	指	the People’s Republic of China, but for the purpose of this annual report only and except where the context requires otherwise, references in this annual report to “China” or “PRC” do not include Hong Kong, the Macau Special Administrative Region and Taiwan 中華人民共和國，但僅就本年報而言及另外按文義所需，凡在本年報內提述「中國」，均不包括香港、澳門特別行政區及台灣
“China Digital Marketing Landscape (Version2022)” 「中國數字營銷生態圖2022版」	指	An important industry standard award in the digital marketing industry jointly granted by the Digital Marketing Professional Committee of the China Advertising Association of Commerce, Tiger Roar Award Committee and Miaozen Academy of Marketing Science 由中國商務廣告協會數字營銷專業委員會、虎嘯獎組委會及秒針營銷科學院三方合作發佈的數字營銷行業重要的行業標準獎項
“CHIS” 「開思」	指	one of the SaaS products in our Smart Decision Cloud business segment, which is an intelligent intelligence system for the healthcare industry that provides customers with functions such as industry consulting enquiries, retail data enquiries and drug databases 我們智慧決策雲業務版塊其中一款SaaS產品，是為客戶提供行業諮詢查詢、零售端數據查詢、藥品資料庫等功能的健康產業智能情報系統

Definitions 釋義

“CPEO”		Pharmaceutical Enterprises Co-operation and Development Organisation, our event held for healthcare industry players
「西普會」	指	產業前景大會，我們為健康產業參與者舉辦的活動
“CMH”		the cooperation under the CMH Cooperation Agreements
「CMH」	指	CMH合作協議所指的合作
“CMH Cooperation Agreement(s)”		the agreements with retail pharmacies in the PRC in respect of data cooperation arrangements. Under the agreements, retail pharmacies provide, on a monthly basis retail data, while the Group provides data insights and reports to the retail pharmacies in return
「CMH合作協議」	指	就數據合作安排與中國零售藥店訂立的協議。根據該等協議，零售藥店每月提供零售數據，而本集團則向零售藥店提供數據洞察及報告
“Companies Ordinance”		the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
「公司條例」	指	香港法例第622章公司條例
“Company”		Sinohealth Holdings Limited, an exempted company with limited liability incorporated in the Cayman Islands on 4 March 2019 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 7 July 2021
「本公司」	指	中康控股有限公司，一家於2019年3月4日在開曼群島註冊成立的獲豁免有限公司，並根據公司條例第16部於2021年7月7日註冊為非香港公司
“COVID-19”		the coronavirus disease 2019, a disease caused by a novel coronavirus designated as severe acute respiratory syndrome coronavirus 2, and including its mutations and variants discovered from time to time
「COVID-19」	指	2019冠狀病毒疾病，一種由稱為嚴重急性呼吸系統綜合症冠狀病毒2型的新型冠狀病毒引起的疾病，並包括不時發現的相關突變及變種
“Director(s)”		the director(s) of the Company
「董事」	指	本公司董事
“General Practice Nursing”		an academic journal of general practice nursing which was formally approved to start publication on 14 August 2008 and sponsored by the First Hospital of Shanxi Medical University and Shanxi Provincial Nursing Association, which was the first academic journal of general practice nursing publicly issued at home and abroad
「全科護理」	指	於2008年8月14日正式批准創刊，由山西醫科大學第一醫院、山西省護理學會主辦。是全國第一本國內外公開發行的全科護理學術期刊
“Global Offering”		the Hong Kong public offering and international offering of the Shares
「全球發售」	指	股份的香港公開發售及國際發售



Definitions

釋義

“Group” or “we” 「本集團」或「我們」	指	the Company and its subsidiaries 本公司及其附屬公司
“Healthcare Industry Ecological Platform” 「健康產業生態平台」	指	our platform for the events established for healthcare industry players, including CPEO, PHCF, MASC and other small-scale events we organize throughout the year 我們為健康產業參與者建立的活動平台，包括西普會、西鼎會、美思會及我們於全年組織的其他小規模活動
“High and New Technology Enterprise” 「高新技術企業」	指	high and new technology enterprise recognised by the Ministry of Science of Guangdong Province, the Ministry of Finance and the State Administration of Taxation in accordance with the Administrative Measures for the Determination of High and New Tech Enterprises 廣東省的科技部、財政部及國家稅務局根據《高新技術企業認定管理辦法》認定的高新技術企業
“HK\$” 「港元」	指	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
“HKFRS” 「香港財務報告準則」	指	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 香港會計師公會頒佈的香港財務報告準則
“Hong Kong” 「香港」	指	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“ISO” 「ISO」	指	International Organisation for Standardisation 國際標準化組織
“Linghe” 「領合」	指	one of the SaaS products in our Smart Decision Cloud business segment, which is an intelligent and efficient marketing decision-making system focusing on the marketing decision-making scenarios of the corporate strategy department, marketing department and sales department 我們智慧決策雲業務板塊其中一款SaaS產品，是圍繞企業戰略部、市場部、銷售部營銷決策場景的智能、高效營銷決策系統
“Lingtong” 「領通」	指	one of the products in our Smart Decision Cloud business segment, which is a digital marketing empowerment system that helps customers efficiently formulate deployment strategies, improve deployment efficiency, track marketing effects in real time and collect feed-back on decision-making 我們智慧決策雲業務版塊其中一款產品，是幫助客戶高效制定投放策略、提升投放效果、即時跟蹤營銷效果，反哺決策的數位化營銷賦能系統

Definitions 釋義

“LinkedSee”		one of the SaaS products in our Smart Decision Cloud business segment, which is a consumer insight system that provides customers with functions such as industry insight analysis, category analysis, brand analysis and collection of data report
「瓚西」	指	我們智慧決策雲業務版塊其中一款SaaS產品，是為客戶提供行業洞察分析、品類分析、品牌分析和數據報表收集等功能的消費者洞察系統
“Listing Date”		12 July 2022, on which the Shares were listed on the Stock Exchange and from which dealings in the Shares were permitted to commence on the Stock Exchange
「上市日期」	指	2022年7月12日，即股份在聯交所上市及股份獲准自該日起開始在聯交所買賣的日期
“Listing Rules”		the Rules Governing the Listing of Securities on the Stock Exchange
「上市規則」	指	聯交所證券上市規則
“MASC”		Marketing and Sales Conference, our event held for healthcare industry players
「美思會」	指	零售銷售大會，我們為健康產業參與者舉行的活動
“MedTech World Summit 2022”		an international academic and product event hosted by VB100 of VBDATA.CN, Eggshell Research Institute and the Management Committee of Suzhou High-tech Zone
「2022醫療科技世界峰會」	指	由動脈網VB100、蛋殼研究院、蘇州高新區管委會主辦的國際學術和產品盛會
“Model Code”		Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
「標準守則」	指	上市規則附錄十所載上市發行人董事進行證券交易的標準守則
“non-standard market”		the terminal market for pharmaceuticals and comprehensive health products with retail pharmacies (including pharmaceutical e-commerce) and private medical institutions as the main players, which are not subject to government bidding and procurement restrictions and not dependent on the payment methods supported by national medical insurance
「標外市場」	指	不受政府招標採購限制及不依賴國家醫保支付方式，以零售藥店（含醫藥電商）和民營醫療機構為主要陣地的藥品及大健康商品終端市場
“PasS layer”		carrying out secondary development on the PaaS framework, realising the standardisation, software as service, modularisation and servicing of professional analysis capabilities and knowledge graphs in the massive healthcare industry through big data management, algorithm models, artificial intelligence and application development, as well as providing process engines and general services such as authorisation setting
「PasS層」	指	在PaaS架構上進行二次開發，通過大數據管理、演算法模型、人工智慧、應用開發實現大健康產業專業分析能力和知識圖譜的標準化、軟件化、模塊化和服務化，以及提供流程引擎、權限設置等通用服務
“partnering pharmacies”		retail pharmacies with whom we enter into CMH Cooperation Agreements or SIC Services Agreements
「合作藥店」	指	本集團與之訂立CMH合作協議或SIC服務協議的零售藥店



Definitions

釋義

“Pharmacy Connect” 「藥店通」	指	one of the SaaS products in our Smart Decision Cloud business segment, which is a retail terminal insight system providing analysis based on multi-dimensional data of pharmacies 我們智慧決策雲業務版塊其中一款SaaS產品，是提供基於藥店多維度數據分析的零售終端洞察系統
“PHCF” 「西鼎會」	指	Pharma & Healthcare Conference and Fair, our event held for healthcare industry players 商品交易大會，我們為健康產業參與者舉辦的活動
“Prospectus” 「招股章程」	指	The prospectus of the Company dated 28 June 2022 in connection with the Global Offering 本公司日期為2022年6月28日有關全球發售的招股章程
“real-world study” 「真實世界研究」	指	collecting patient-related data in a real-world environment, and through analysis, obtaining clinical evidence of the use value and potential benefits or risks of medical products. The main type of research is observational research, which can also be clinical trials 在真實世界環境下收集與患者有關的數據，通過分析，獲得醫療產品的使用價值及潛在獲益或風險的臨床證據，主要研究類型是觀察性研究，也可以是臨床試驗
“Reporting Period” 「報告期」	指	the year ended 31 December 2022 截至2022年12月31日止年度
“RMB” 「人民幣」	指	Renminbi, the lawful currency of China 中國法定貨幣人民幣
“SaaS” 「SaaS」	指	software as a service, a cloud-based software licensing and delivery model in which software and associated data are centrally hosted 軟件即服務，一種雲端軟件授權及交付模式，軟件及相關數據可在其中集中託存
“Share Award Scheme” 「股份獎勵計劃」	指	the share award scheme adopted by the Company on 5 December 2022 本公司於2022年12月5日採納的股份獎勵計劃
“Share Option Scheme” 「購股權計劃」	指	the share option scheme adopted by the Company on 27 April 2022 本公司於2022年4月27日採納的購股權計劃
“Shareholder(s)” 「股東」	指	holder(s) of the Share(s) 股份持有人
“Share(s)” 「股份」	指	ordinary share(s) of nominal value of US\$0.01 each in the share capital of the Company 本公司股本中每股面值0.01美元的普通股

Definitions
釋義

“SIC”		one of the SaaS products in our Smart Retail Cloud business segment for chain pharmacies, empowering chain pharmacy customers, pharmacy staff, categories and store operations through intelligent systems, professional operations and insights into the entire industry chain and market
「SIC」	指	我們智慧零售雲業務版塊一款SaaS產品，面向連鎖藥店，通過智能系統、專業運營、全產業鏈及市場洞察，為連鎖藥店顧客、店員、品類、門店運營賦能
“SIC Services Agreement(s)”		the agreement(s) with the Group’s SIC user(s) governing (i) the provision of SIC, and (ii) data cooperation arrangement
「SIC服務協議」	指	就規管(i)本集團提供SIC;及(ii)數據合作安排而與本集團的SIC用戶訂立的協議
“Sinohealth-AI open platform”		a platform for medical information automation and intelligent processing independently developed by the Group
「Sinohealth-AI開放平台」	指	我們本集團自主開發的用於醫療信息自動化、智能化處理的平台
“Sinohealth Information”		Guangzhou Sinohealth Information Co., Ltd (廣州中康資訊股份有限公司), a joint stock company with limited liability established in the PRC on 20 December 2007 and deemed to be a wholly-owned subsidiary of the Group pursuant to the Contractual Arrangements
「中康資訊」	指	廣州中康資訊股份有限公司，一家於2007年12月20日在中國成立的股份有限公司，根據合約安排被視為本集團的全資附屬公司
“standard market”		all the medical supplies markets available for targeted hospitals and all levels of public medical institutions focusing on outpatient and inpatient services, which are subject to government bidding and procurement restrictions
「標內市場」	指	受政府招標採購限制的以門診和住院服務為核心的目標醫院及各級公立醫療機構所有可用的醫療用品市場
“Stock Exchange”		The Stock Exchange of Hong Kong Limited
「聯交所」	指	香港聯合交易所有限公司
“tertiary hospitals”		tertiary-grade A class hospitals, which belong to the highest level in the classification of hospitals pursuant to the classification of medical institutions in accordance with China’s existing Hospital Classification Management Measures and other regulations
「三甲醫院」	指	全稱三級甲等醫院，依照中國現行《醫院分級管理辦法》等的規定劃分的醫療機構級別，是醫院等級劃分中的最高級別
“Think Cloud”		one of the SaaS products in our Smart Decision Cloud business segment, which focuses on the system for decision-making in channel management, sales forecast and other scenarios
「思雲」	指	我們智慧決策雲業務板塊中一款SaaS產品，專注於管道管理、銷量預測等場景作決策依據的系統



Definitions

釋義

“Top List of the Most Promising Artificial Intelligence Enterprises in Guangzhou”		the top list of the most promising artificial intelligence enterprises in Guangzhou under the guidance of Guangzhou Science and Technology Bureau and selected by Guangzhou Technology Financial Group
「廣州最具發展潛力人工智能企業榜單」	指	在廣州市科學技術局指導及由廣州科技金融集團評選的廣州最具發展潛力人工智能企業榜單
“US\$”		United States dollars, the lawful currency of the United States of America
「美元」	指	美國法定貨幣美元
“Viatrix”		Viatrix Pharmaceuticals Co., Ltd., a pharmaceutical, medical and healthcare multinational listed company operating in Shanghai and other cities in China, which is engaged in the investment and operation of pharmaceutical, biological and other related projects, and the research and development of innovative pharmaceutical products and related high technology
「暉致」	指	暉致醫藥有限公司，一家在上海等中國多個城市開展業務的製藥及醫療健康跨國上市公司，從事醫藥、生物及其他相關專案的投資及運營、創新醫藥產品及高新技術研發
“VIE Shareholders”		Mr. Wu Yushu and Ms. Wang Lifang, being the registered shareholders of Sinohealth Information
「可變利益實體股東」	指	吳鬱抒先生及王莉芳女士，即中康資訊的登記股東
“Yilingtong”		one of the SaaS products in our Smart Retail Cloud business segment, which focuses on real-time remote monitoring of data such as inventory, supply and distribution of goods
「宜瓴通」	指	我們智慧零售雲業務版塊一款SaaS產品，專注於即時遠程監測貨品庫存、供應和鋪貨等數據的系統
“Zhongkang Technology”		Guangzhou Zhongkang Digital Technology Co Ltd (廣州中康數字科技有限公司), a limited liability company established in the PRC on 8 April 2019, which is directly held as to 100% by Sinohealth Technology Limited (中康健康科技有限公司) and an indirect wholly-owned subsidiary of the Group
「中康科技」	指	廣州中康數字科技有限公司，一家於2019年4月8日在中國成立的有限公司，由中康健康科技有限公司直接持有100%權益，為本集團的間接全資附屬公司
“%”		per cent
「%」	指	百分比

The background is a deep blue gradient with abstract, glowing light trails and particles. The trails are composed of many small, bright blue dots connected by thin lines, creating a sense of movement and depth. The overall aesthetic is clean, modern, and futuristic.

Sinohealth Hldg
中康控股