



CHINA HEALTH GROUP INC.

中國醫療集團有限公司

(Carrying on business in Hong Kong as “萬全醫療集團”)
(以「萬全醫療集團」名稱在香港經營業務)

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)

(Stock Code: 08225)

(股份代號: 08225)

FIRST QUARTERLY REPORT 2022
FOR THE THREE MONTHS ENDED 31 MARCH 2022

二零二二年第一季度報告
截至二零二二年三月三十一日止三個月

FIRST QUARTERLY REPORT 2022

FOR THE THREE MONTHS ENDED 31 MARCH 2022

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

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of China Health Group Inc. (“CHG” or the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this report misleading.

二零二二年第一季度報告

截至二零二二年三月三十一日止三個月

香港聯合交易所有限公司（「聯交所」）GEM 特色

創業板之定位,乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險,並應經過審慎周詳之考慮後方作出投資決定。

由於在創業板上市公司之新興性質所然,在創業板買賣之證券可能會較於聯交所主機板買賣之證券承受較大之市場波動風險,同時無法保證在創業板買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及香港聯合交易所有限公司對本報告之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照聯交所創業板證券上市規則（「創業板上市規則」）之規定而提供有關中國醫療集團有限公司（「本公司」）及其附屬公司（統稱「貴集團」）之資料。中國醫療集團有限公司各董事（「董事」）對此共同及個別地承擔全部責任。董事在作出一切合理查詢後確認,就彼等所知及深信: (1) 本報告所載資料在各重大方面均為準確及完整,且並無誤導成份; (2) 本報告並無遺漏其他事項致使本報告所載任何內容有所誤導。



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The board of Directors (the “Board”) announces the unaudited first quarterly results the Company and its subsidiaries (the “Group”) for the three months ended 31 March 2022 (the “Period”), together with the comparative figures for the corresponding period in 2021.

HIGHLIGHTS

1.The Group achieved a turnover of RMB14,151,000 for the Period, representing a decrease of 46.04% from RMB26,226,000 as compared with that of the corresponding period of 2021.

2.The Group achieved profit before taxation of RMB8,465,000 for the Period, representing a decrease of 44.68% from RMB15,303,000 as compared with that of the corresponding period of 2021.

3.Basic and diluted earnings per share are RMB0.73 cents for the Period, representing a decrease of 45.11% from RMB1.33 cents as compared with that of the corresponding period of 2021.

4.The Board does not recommend payment of any dividends for Period.

董事會公佈本公司及其附屬公司（「本集團」）截至二零二二年三月三十一日止三個月之未經審核第一季度報告連同二零二一年同期比較數字。

摘要

1.截至二零二二年三月三十一日止之三個月，本集團錄得營業收入人民幣14,151,000元，較二零二一年同期之營業收入下降46.04%。

2.截至二零二二年三月三十一日止之三個月，本集團錄得本期除稅前利潤人民幣8,465,000元，較二零二一年同期之除稅前利潤下降44.68%。

3.截至二零二二年三月三十一日止三個月之每股盈利（基本及攤薄）為人民幣0.73仙，較二零二一年同期下降45.11%。

4.董事會建議不派發截至二零二二年三月三十一日止三個月之股息。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合損益及其他全面收益表

截至二零二二年三月三十一日止三個月

For the three months ended 31 MARCH 2022

			Unaudited 未經審核	
			Three months ended 31 march 截至三月三十一日止三個月	
			2022 二零二二年 RMB' 000 人民幣千元	2021 二零二一年 RMB' 000 人民幣千元
		Notes 附註		
Turnover	營業收入	4	14,151	26,226
Cost of services	營業成本		(3,553)	(6,556)
Gross profit	毛利		10,598	19,670
Other income	其他收入		48	65
Administrative expenses	行政費用	5	(2,197)	(4,418)
Profit from operations	營業利潤		8,449	15,317
Finance costs	財務費用		6	(16)
Out-of-business income	營業外收入		10	3
Out-of-business expenses	營業外支出		(0)	(1)
Profit before taxation	除稅前溢利		8,465	15,303
Income tax	所得稅	7	(1,176)	(2,120)
Profit for the year	本年度溢利		7,289	13,183
Attributable to :	應佔：			
-Owners of the Company	本公司權益持有人		7,289	13,183
-Non-controlling interests	非控制權益		-	-
			7,289	13,183
Earnings per share (cent)	每股盈利 (仙)			
-basic and diluted	-基本及攤薄	6	0.73	1.33

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

截至二零二二年三月三十一日止三個月

For the three months ended 31 MARCH 2022

	Share capital 股本	Share premium 股本溢價	Share Based Payment reserve 股份基礎 支付儲備	Special Reserve 特別儲備	Capital reserve 資本儲備	Statutory reserve 法定公積	Statutory enterprise fund expansion 法定企業 發展基金	Retained earnings 累計盈利 (虧損)	Total 權益合計
	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
At 1 January 2021 於二零二一年一月一日	88,906	1,402	2,273	6,039	6,231	19,551	6,986	(12,713)	118,675
Profit for the period 期內溢利	-	-	-	-	-	-	-	13,184	13,184
At 31 March 2021 於二零二一年三月三十一日	88,906	1,402	2,273	6,039	6,231	19,551	6,986	471	131,859
At 1 January 2022 於二零二二年一月一日	88,906	1,402	2,845	6,039	6,231	23,661	6,986	19,502	155,572
Profit for the period 期內溢利	-	-	-	-	-	-	-	7,289	7,289
At 31 March 2022 於二零二二年三月三十一日	88,906	1,402	2,845	6,039	6,231	23,661	6,986	26,791	162,861

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1. Corporate information

The Company was incorporated in the Cayman Islands on 21 May 2002 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands and its principal place of business is Building 17, Jianwai SOHO, Chaoyang District, Beijing, the People's Republic of China (the "PRC"). The Company has had its shares listed on The Growth Enterprise Market of the Stock Exchange of Hong Kong Limited since 10 July 2003.

The Company is an investment holding company.

2. Adoption of new and revised international financial reporting standards

In the current year, the Company has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are relevant to its operations and effective for its accounting year beginning on 1 January 2018. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Company's accounting policies, presentation of the Company's financial statements and amounts reported for the current year and prior years except as stated below.

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

3. Accounting policies and basis of preparation

These consolidated financial statements have been prepared in accordance with all applicable HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules") and by the Hong Kong Companies Ordinance.

1. 一般資料

中國醫療集團有限公司(「本公司」)為一間於二零零二年五月二十一日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限責任公司，其註冊辦事處地址為P.O.Box31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands，而其主要營業地點為中國北京市朝陽區建外SOHO 17號樓。其股份在二零零三年七月十日於香港聯合交易所有限公司(「聯交所」)上市。

本公司之主要業務為投資控股。

2. 遵循新修訂的國際財務報告準則的聲明

在本年度，本公司遵循香港註冊會計師協會(HKICPA)所發佈地與香港業務相關的新修訂的《香港財務報告準則》(HKFRSs)，並於二零一八年一月一日起生效。香港財務報告準則包括香港財務報告準則、香港會計準則(「香港會計準則」)及釋義。採用新修訂的《香港財務報告準則》並未對本公司的會計政策、財務報表列報以及本年度及以前年度的報告金額造成重大變化，但下文另有規定的除外。

集團尚未應用已發行但尚未生效的新香港財務報告準則。集團已開始評估新《香港財務報告準則》的影響，但尚未說明其是否會對其經營業績和財務狀況產生重大影響。

3. 主要會計政策

此等綜合財務報表乃根據香港會計師公會頒佈的所有適用之香港財務報告準則、香港公認會計原則、香港聯合交易所有限公司GEM證券上市規則之適用披露條文(「GEM上市規則」)及香港《公司條例》之披露規定。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

The consolidated financial statements have been prepared under the historical cost convention. The consolidated financial statements are presented in Renminbi (“RMB”), rounded to the nearest thousand except when otherwise indicated. RMB is the functional currency of the Company and the Company's subsidiaries established in the PRC.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise its judgements in the process of applying the accounting policies.

4. Revenue

The Company is principally engaged in providing research, development, medical science events and clinical registry. Breakdown of the revenue from all services is as follows:

本綜合報表基於歷史成本的原則編制。此等綜合財務報表以人民幣為計量單位，除非另有說明，四捨五入到千位。人民幣是本公司及其在中國境內子公司的功能貨幣。

香港財務報告準則編制綜合財務報表需要使用某些關鍵假設和估計。它亦要求董事在應用會計政策的過程中行使其判斷權。

4. 營業收入

本集團主要從事研究、開發、學術推廣及臨床註冊服務。於有關期間確認之收益如下：

	Unaudited 未經審核	
	For the three months ended 31 March 截至三月三十一日止三個月	
	2022 二零二二年 RMB' 000 人民幣千元	2021 二零二一年 RMB' 000 人民幣千元
Turnover 營業收入		
Provision of post launch market research, medical and medical market services (the “PM services”) 提供上市後醫學臨床服務、臨床研究、醫學聯絡、和醫療市場服務 (PMS)	14,151	26,226
Provision of contracted pharmaceutical development services (the “PD services”) 提供合約藥品開發服務(PDS)	0	0
Other medical services 其他醫藥服務收入	0	0
Total 合計	14,151	26,226

The turnover for the Period decreases 46.04% compared with the corresponding period of 2021. Moreover, the revenue of related parties transactions was about RMB0 for the Period, account for the 0% of the total revenue.

本集團本季度期間內總營業收入較二零二一年同期減少46.04%。本季度的關聯方收入為人民幣0元，約占總收入的0%。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5. Administrative expenses

5. 行政費用

	Unaudited 未經審核	
	For the three months ended 31 March 截至三月三十一日止三個月	
	2022 二零二二年 RMB' 000 人民幣千元	2021 二零二一年 RMB' 000 人民幣千元
Administrative expenses 行政費用	2,197	4,418

Administrative expenses decreased 50.27% compared with the corresponding period of 2021.

行政費用較二零二一年同期下降50.27%。

6. Earnings per share

6. 每股盈利

Basic earnings per share is calculated by dividing the unaudited net profit approximately RMB7,289,000 (2021: RMB13,184,000) attributable to owners of the Company by the weighted average number of 995,351,660 ordinary shares of the Company for the Quarter (2021: 995,351,660 Shares).

每股基本盈利的計算乃基於期間內未經審計本公司普通股股東應占溢利約人民幣7,289,000元（二零二一年：同期溢利人民幣13,184,000元），以及期內之已發行普通股加權平均股數995,351,660股（二零二一年：995,351,660股）計算。

No adjustment had been made to the basic earnings per share amount as presented for the three months ended 31 March 2022 and 2021 in respect of a dilution of the outstanding share options which had an anti-dilutive effect on the basic earnings per share.

截至二零二二年三月三十一日和二零二一年三月三十一日的三個月內，未對每股基本收益進行任何調整，因為已發行股票期權的稀釋對每股基本收益產生了反稀釋效應。

7. Income Tax

7. 所得稅

No provision for Hong Kong Profits Tax has been made as the Group had no estimated assessable profits for the Period (2021: Nil).

由於本集團於年季度並無在香港產生任何應課稅溢利，故並無就香港利得稅作出撥備（二零二一年同期：無）。

Provision for PRC Enterprise Income Tax for the Company and its subsidiaries is calculated based on the Enterprise Income Tax Law of the People's Republic of China ("EIT Law of the PRC"). The applicable income tax rate is ranging from 9% to 25% as at 31 March 2022 (the Last Year Period: 9%-25%). During the Period, some subsidiaries of the Company are eligible for tax incentives due to their location and industry. These subsidiaries are subject to a preferential tax rate of 9%.

本公司及其附屬公司的中華人民共和國企業所得稅年內撥備按《中華人民共和國企業所得稅法》（以下簡稱「所得稅法」）計算。本季度適用所得稅率為9%-25%（二零二一：9%-25%）。本期間，部份附屬公司由於位於稅收優惠納稅區域並屬於稅收優惠政策適用行業，因此獲得優惠所得稅，其稅率為9%。

Taxation of other overseas subsidiaries are charged at the appropriate current rates of taxation ruling in the relevant countries.

其他海外子公司按相關國家現行適用的稅率徵稅。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

Unaudited
未經審核

For the three months ended 31 March
截至三月三十一日止三個月

2022	2021
二零二二年	二零二一年
RMB' 000	RMB' 000
人民幣千元	人民幣千元

Chinese Income Tax -current period	中國企業所得稅 -本期間	1,176	2,120
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8. Dividends

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

9. APPROVAL OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

These condensed consolidated financial statements were approved by the Board on 6 May 2022.

8. 股息

委員會不建議在截至二零二二年三月三十一日止的三個月內派發任何股息(在二零二一年三月三十一日止的三個月內: 無股息)。

9. 簡明綜合財務報表的批准

這些簡明綜合財務報表於二零二二年五月六日獲得董事會批准。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSSINESS REVIEW

In terms of scientific research services, the Group's "RWS Wanquan center" is to re-screen and group existing drugs through real clinical research of big data to find the best treatment. The Group established a biological sample testing laboratory, equipped with Waters UPLC-MS/MS.xevo TQS, which is officially open to the public. The laboratory mainly serves clinical research, especially the clinical research experiment of antiviral drugs.

The Company proposes two models in the epidemic situation and the new era of medical treatment. 1. "Research based treatment RWS therapy model" is to carry out clinical and big data research on Five specialty clinical through real world clinical research, guide drug treatment in the research, and obtain medical big data guidance research in the treatment. 2.The D-CRCO model (Digital-Clinical Research Commercialization Organization) is adigital clinical research promotion platform. It uses big data clinical research to precisely enable the commercialization of products. These two models will redefine research-based treatment and research-based promotion to replace traditional treatment and commercialization.

In terms of big data medical services, we have established research digital special area medical diagnosis with many top medical institutions in Beijing, Shanghai, Guangzhou and other places, as well as the top 100 chain and digital medical groups such as Gaoji medical, haiwangxingchen, micro medical group and miaozhou medical group, such as yuequit smoking research and treatment specialty, Hein psychological research and treatment specialty, baimin fever and cough research and treatment specialty, disease resistance and treatment specialty Poison research and treatment areas will play an important role in the epidemicand post epidemic era.

Around the core treatment field, we have built a digital medical terminal service complex under the Internet architecture, forming a closed-loop system from scientific research to rehabilitation. 1. From hospital big data clinical research to digital scientific research product promotion service, 2. To jointly build digital research clinical research specialty, 3. To self-supporting O2O special specialty medical diagnosis, 4. To explore rehabilitation medical and tourism medical services.

業務回顧

在科研服務上，集團旗下“RWS萬全中心”是通過大資料真實臨床研究重新篩選和組團現有藥品，尋找最佳治療的萬全之策。集團成立生物樣品檢測實驗室，配置Waters UPLC-MS/MS.XevoTQS，正式對外開放，該實驗室主要服務臨床研究特別是抗病毒藥物的臨床研究實驗。

在商業模式上集團在疫情和數位醫療新時代，推出兩個模式，1. “研究型治療RWS-Therapy 模式”，即通過真實世界臨床研究開展對五大專寇裡能與疾病的臨床和大資料研究，在研究中指導用藥治療，在治療中獲得醫療大資料再過來指導研究。2 “數位臨床研究推廣D-CRCO 模式”（Digital數位元化、Clinical臨床、Research研究、Commercialization商業化、Organization組織），用大資料臨床研究精準賦能產品商業化。這兩個模式將數位元化重新定義研究型治療和研究型推廣替代傳統治療和商業化方式。

在大資料醫療服務上，我們與北京、上海、廣州等地的多家頂尖醫療機構，及高濟醫療、海王星辰、微醫集團和妙手醫療等百強連鎖和數字醫療集團建立研究數字型專區藥診，悅戒煙研究與治療專科、喜恩心理研究與治療專科、拜敏發熱咳嗽研究與治療專區、抗病毒藥研究與治療專區等，在疫情和後疫情時代都將發揮出對患者的巨大價值。

圍繞核心治療領域，我們已經構建了一家互聯網架構下提供數位醫療終端服務綜合體，形成從科研到康復治癒的閉環體系。1.從醫院大資料臨床研究到數位科研產品推廣服務，2.到共建數位化研髮型臨床研究專科，3.到自營O2O特殊專科醫療藥診，4.再到康復醫療和旅遊醫療服務的探索。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

The Group achieved a turnover of RMB14,151,000 during the Period, representing a decrease of 46.04% from RMB26,226,000 as compared with that of the corresponding period of last year. The consolidated turnover included RMB14,151,000 derived from the post marketing surveillance, real-world study, medical science events and medical market services (PMS), amounted to 100% of the total revenue.

Total consolidated administrative expenses and staff costs for the Period and the corresponding period last year were approximately RMB2,197,000 and approximately RMB4,418,000 respectively.

The Group achieved profit before taxation of RMB 8,465,000 for the Period, representing a decrease of 44.68% from RMB15,303,000 as compared with that of the corresponding period of 2021. Net profits for the Period and the corresponding period last year were approximately RMB7,289,000 and approximately RMB13,183,000 respectively.

PROSPECTS

With the change of business model of Chinese pharmaceutical enterprises, CHG has assumed the responsibility of replacing traditional CSO model with CRO and CSO models combination. The Group has continuously been investing in enhancing its market promotion ability and expanding its market network. It has launched a value-added business model in the local market, focusing on treatment products in the whole value chain, with CHG and its sub-brands Xienwanquan, Baimin Wanquan, Jianshou Wanquan and Yuejie Yan. The Board will also review and assess of potential project or investment according to reliable principles, in order to improve the Group business performance and return to shareholders.

DIVIDENDS

The Board does not recommend the payment of any dividends for the Period (2021: Nil).

COMMITMENTS

As at 31 March 2022, our Group had no operating lease commitment as a lessee and capital commitments (31 December 2021: Nil).

SIGNIFICANT INVESTMENTS

Save as disclosed in this report, there was no significant investment during the Period (2021: Nil).

財務回顧

截至二零二二年三月三十一日止三個月，本集團錄得營業收入人民幣14,151,000元，較二零二一年同期之營業收入下降46.04%。其中上市後醫學臨床服務、臨床研究、醫學聯絡、和醫療市場服務(PMS)收入為人民幣14,151,000元，占總收入之100%。

本期及去年同期的綜合行政開支及人事費總額分別約為人民幣2,197,000元及人民幣4,418,000元。

截至二零二二年三月三十一日之三個月，本集團錄得本期除稅前利潤人民幣8,465,000元，較二零二一年同期之除稅前利潤下降44.68%。本期及去年同期的淨利潤分別約為人民幣7,289,000元及人民幣13,183,000元。

展望

隨著中國醫藥企業商業模式的變化，中國醫療集團承擔起了以CRO以及CSO模式組合替代傳統CSO模式的責任。集團不斷在增強市場推廣能力及拓展市場網路方面做出投資，以中國醫療集團及子品牌喜恩、萬全、拜敏萬全、健壽萬全、悅戒煙在本土市場推出全價值鏈的專注治療領域產品品類增值的業務模式；董事會也將按穩建的原則審核評估可能進行的專案或投資，務求提升本集團業務表現及本公司股東回報。

股息

董事會不建議派發截至二零二二年三月三十一日止三個月之股息（二零二一年：無）。

資本承諾

截至二零二二年三月三十一日，本集團沒有承租人經營租賃諾和資本承諾（二零二一年十二月三十一日：無）。

重大投資

除本報告披露的情況外，本期無重大投資（二零二一年：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTINGENT LIABILITIES

As at 31 March 2022, the Group did not have any contingent liabilities (31 December 2021: Nil).

FUTURE PLANS FOR SIGNIFICANT INVESTMENTS OR CAPITAL ASSETS

Other than those disclosed in the Company's public announcements, the Group does not have any other plans for significant investments or capital assets.

FOREIGN EXCHANGE EXPOSURE

During the Period, the Group's transactions were substantially denominated in Renminbi ("RMB"). The Group closely monitors its foreign currency risk from time to time and will use appropriate hedging when necessary.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the Period.

COMPETING INTERESTS

As at 31 March 2022, none of the Directors or the substantial shareholders of the Company and their respective associates as defined in the GEM Listing Rules had any interest in a business that competes or may compete with the business of the Group.

或有負債

截至二零二二年三月三十一日，本集團並無任何未記錄的或然負債（二零二一年十二月三十一日：無）。

重大投資或資本資產之未來計畫

除本公司公告所披露者外，本集團並無任何重大投資或資本資產計畫。

外匯風險

於回顧期內，本集團之交易絕大部份以人民幣計值。本集團不時密切監察其外幣風險，並將於有需要時進行適當之對沖。

購買、出售或贖回本公司股份

截至二零二二年三月三十一日止三個月，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市股份。

競爭性權益

於二零二二年三月三十一日，本公司之董事或管理層股東及彼等各自之聯繫人士（定義見創業板上市規則）概無於任何與本集團業務構成或可能構成業務競爭之業務中擁有權益。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST IN SHARES, UNDERLYING SHARES AND DEBENTURES

董事及主要行政人員於股份、相關股份及債券之權益

As at 31 March 2022, the interests and short positions of the Directors and chief executives in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which are required (a) to notify the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provision of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

於二零二二年三月三十一日，本公司之董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中，擁有(a)鬚根據證券及期貨條例第XV部第7及第8分部知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及好倉（包括彼等根據證券及期貨條例該等條文被當作或視為擁有之權益或好倉）；或(b)根據證券及期貨條例第352條，須列入該條所述登記冊之權益及好倉；或(c)根據創業板上市規則第5.46至5.67條所述之權益及好倉如下：

Long positions in shares and underlying shares of the Company

於本公司股份及相關股份之好倉：

Name 姓名	Capacity 身份/利益性質	Number of shares in which interested (other than under equity derivatives) 持有/權益 普通股數量	Number of shares in which interested under physically settled equity derivatives 根據股票期權持有/ 權益的股票數量	Total number of shares 股份總數	Approximate percentage of the total number of issued shares of the Company 公司已發行股份總數的概約百分比
GUO Xia 郭夏	Beneficial owner 實際擁有人	114,701,941	18,150,000 (note 1)	132,851,941	13.35%
	Interest in a controlled corporation 控股公司的權益	590,716,637 (note 2)	-	590,716,637	59.35%
SONG Xuemei 宋雪梅	Beneficial owner 實際擁有人	6,500	410,000 (note 1)	416,500	0.04%
SU Yi 蘇毅	Beneficial owner 實際擁有人	-	320,000 (note 1)	320,000	0.03%
NI Binhui 倪彬暉	Beneficial owner 實際擁有人	100,000	100,000	200,000	0.02%
QIU Rui 仇銳	Beneficial owner 實際擁有人	-	120,000 (note 1)	120,000	0.01%
ZHEN Ling 甄嶺	Beneficial owner 實際擁有人	-	100,000 (note 1)	100,000	0.01%

Notes:

附註:

1. 9,150,000 share options were granted by the Company on 30 June 2015 under the share option scheme approved and adopted by the Company on 30 June 2015 (the "Share Option Scheme"). The options may not be exercised within one year from 30 June 2015. The options had vested already. The exercise price of the options is HK\$0.45 per Share. 9,000,000 share options were granted by the Company on 24 March 2021 under the Share Option Scheme. The options may not be exercised within one year from 24 March 2021. The options will vest (i) to the extent of a maximum of 40% of the offered shares on 24 March 2022; (ii) to the extent of a maximum of 70% of the offered shares on 24 March 2023; and (iii) to extent of all offered shares on 24 March 2024. The exercise price of the options is HK\$0.504 per Share.

1. 本公司於二零一五年六月三十日根據本公司於二零一五年六月三十日批准並通過的股票期權計畫授予了9,150,000股票期權。自二零一五年六月三十日起一年內不得行使期權，期權已經授予，期權行權價格為每股0.45港元。本公司於二零二一年三月二十四日根據股票期權計畫授予了9,000,000份股票期權。自二零二一年三月二十四日起一年內不得行使期權。授予的購股權 (i) 在二零二二年三月二十四日最多可行使授予股權的40%；(ii) 在二零二三年三月二十四日最多可行使授予股權的70%；(iii) 在二零二四年三月二十四日最多可行使全部授予股權，期權的行權價格為每股0.504港元。

CORPORATE GOVERNANCE AND OTHER INFORMATION

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2. According to information available to the Company, 349,368,873 Shares were beneficially owned by Winsland Agents Limited, a company wholly owned by Mr. GUO Xia. 91,915,181 Shares were beneficially owned by Bright Excel Assets Limited, a company wholly owned by Venturepharm Holdings Inc., approximately 49.00% of its shares were held Winsland Agents Limited and approximately 47.63% were held by Mr. GUO Xia. 149,432,583 Shares were beneficially owned by Venturepharm Holdings Inc. As such, Mr. GUO Xia is deemed to be interested in the above companies under the SFO.
2. 根據本公司掌握的資料，349,368,873股為郭夏先生全資擁有的Winsland Agents Limited實益擁有。91,915,181股Venturepharm Holdings Inc全資子公司Bright Excel Assets公司實益持有，約49.00%的股份為Winsland Agents Limited持有，約47.63%的股份為郭夏先生持有。149,432,583股為Venturepharm Holdings Inc.實益擁有。因此，根據證券及期貨條例，郭夏先生被視為對上述公司有權益。
3. 250,000 share options were granted by the Company on 30 June 2015 under the Share Option Scheme. The options may not be exercised within one year from 30 June 2015. The options had vested already. The exercise price of the options is HK\$0.45 per Share. 160,000 share options were granted by the Company on 24 March 2021 under the Share Option Scheme. The options may not be exercised within one year from 24 March 2021. The options will vest (i) to the extent of a maximum of 40% of the offered shares on 24 March 2022; (ii) to the extent of a maximum of 70% of the offered shares on 24 March 2023; and (iii) to extent of all offered shares on 24 March 2024. The exercise price of the options is HK\$0.504 per Share.
3. 公司於二零一五年六月三十日根據股票期權計畫授予250,000份股票期權。自二零一五年六月三十日起一年內不得行使期權，期權已經授予。期權的行權價格為每股0.45港元。公司於二零二一年三月二十四日根據股票期權計畫授予160,000份股票期權。自二零二一年三月二十四日起一年內不得行使期權。授予的購股權 (i) 在二零二二年三月二十四日最多可行使授予股權的40%；(ii) 在二零二三年三月二十四日最多可行使授予股權的70%；(iii) 在二零二四年三月二十四日最多可行使全部授予股權，期權的行權價格為每股0.504港元。
4. 220,000 share options were granted by the Company on 30 June 2015 under the Share Option Scheme. The options may not be exercised within one year from 30 June 2015. The options had vested already. The exercise price of the options is HK\$0.45 per Share. 100,000 share options were granted by the Company on 24 March 2021 under the Share Option Scheme. The options may not be exercised within one year from 24 March 2021. The options will vest (i) to the extent of a maximum of 40% of the offered shares on 24 March 2022; (ii) to the extent of a maximum of 70% of the offered shares on 24 March 2023; and (iii) to extent of all offered shares on 24 March 2024. The exercise price of the options is HK\$0.504 per Share.
4. 公司於二零一五年六月三十日根據股票期權計畫授予220,000份股票期權。自二零一五年六月三十日起一年內不得行使期權。期權已經授予。期權的行權價格為每股0.45港元。公司於二零二一年三月二十四日根據股票期權計畫授予100,000份股票期權。自二零二一年三月二十四日起一年內不得行使期權。授予的購股權 (i) 在二零二二年三月二十四日最多可行使授予股權的40%；(ii) 在二零二三年三月二十四日最多可行使授予股權的70%；(iii) 在二零二四年三月二十四日最多可行使全部授予股權，期權的行權價格為每股0.504港元。
5. These share options were granted by the Company on 24 March 2021 under the Share Option Scheme. The options shall be exercisable immediately from 24 March 2021. The exercise price of the options is HK\$0.504 per Share.
5. 公司於二零二一年三月二十四日根據股票期權計畫授予這些股票期權。期權於二零二一年三月二十四日起立即可行使。期權的行權價格為每股0.504港元。

Save as disclosed above, the Company has not been notified of any interests or short positions of the Directors and chief executive in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO, which are required (a) to notify the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provision of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules as at 31 March 2022.

除上述披露外，本公司並未被通知董事及行政總裁就本公司及其關聯公司的股份、標的股份或債權證（根據證券及期貨條例第十五部的涵義，該等股份、標的股份或債權證須 (a) 根據《證券及期貨條例》第XV部第7及8分部（包括根據《證券及期貨條例》該等條文取得或當作取得的權益或空頭頭寸）；或 (b) 根據《證券及期貨條例》第352條，記入其中所提述的登記冊；或 (c) 根據截至二零二二年三月三十一日的《創業板上市規則》第5.46至5.67條。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

SUBSTANTIAL SHAREHOLDERS INTERESTS OR SHORT POSITION IN THE SHARES OF THE COMPANY

主要股東於公司股份中的權益或空頭頭寸

The register of substantial shareholders required to be kept under section 336 of Part XV of the SFO shows that as at 31 March 2022, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's total number of issued shares.

根據證券及期貨條例第XV部第336條之規定所存置之主要股東登記冊顯示，於二零二二年三月三十一日，本公司獲知會下列主要股東之權益及好倉，即占本公司已發行股本5%或以上權益。

Name of Shareholders 股東名稱	Capacity/ Nature of interests 身份/ 利益性質	Number of ordinary shares held/ interested 持有/權益普通股 數量	Approximate percentage of the total number of issued shares of the Company 公司已發行股份總數的概約百分比
Winsland Agents Limited	Beneficial owner	349,368,873	35.10%
	Interest in a controlled corporation	241,347,764 (note)	24.25%
Bright Excel Assets Limited	Beneficial owner	91,915,181	9.23%
Venturepharm Holdings Inc.	Beneficial owner	149,432,583	15.01%
	Interest in a controlled corporation	91,915,181 (note)	9.23%
Winsland Agents Limited	實際擁有人	349,368,873	35.10%
Winsland Agents Limited	控股公司的權益	241,347,764 (note)	24.25%
Bright Excel Assets Limited	實際擁有人	91,915,181	9.23%
Venturepharm Holdings Inc.	實際擁有人	149,432,583	15.01%
Venturepharm Holdings Inc.	控股公司的權益	91,915,181 (note)	9.23%

Note:

According to information available to the Company, 91,915,181 Shares were beneficially owned by Bright Excel Assets Limited, a company wholly owned by Venturepharm Holdings Inc., approximately 49.00% of its shares were held by Winsland Agents Limited and approximately 47.63% were held by Mr. GUO Xia. As such, Winsland Agents Limited and Venturepharm Holdings Inc. are deemed to be interested in the Shares owned by Bright Excel Assets Limited under the SFO, and Winsland Agents Limited is deemed to be interested in the Shares owned by Venturepharm Holdings Inc. under the SFO.

Save as disclosed above, as at 31 March 2022, there was no other person who was recorded in the register of the Company as having interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required, pursuant to section 336 of Part XV of the SFO, to be entered in the register referred to therein.

附注:

根據本公司掌握的資訊，Venturepharm Holdings Inc全資子公司Bright Excel Assets Limited實益擁有91,915,181股，Winsland Agents Limited持有約49.00%的股份，郭夏先生持有約47.63%的股份。因此，Winsland Agents Limited和Venturepharm Holdings Inc.被視為對根據SFO持有的Bright Excel Assets Limited的股份擁有權益，Winsland Agents Limited被視為對根據SFO對Venturepharm Holdings Inc.所持股份擁有權益。

除上述披露者外，截至二零二二年三月三十一日，本公司登記冊上並無任何其他人士在本公司股份或標的股份中持有權益或空頭頭寸，而該等權益或空頭頭寸將根據《證券及期貨條例》第XV部第2及3分部披露給本公司，或是被要求披露的，根據《證券及期貨條例》第十五部分第336條，記入其中所述的登記冊。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

Corporate governance practices

The Company's corporate governance practices are based on the principles and the code provisions as set out in part 2 of the Corporate Governance Code (the "Code") as set out in Appendix 15 to the GEM Listing Rules. The principles adopted by the Company emphasize a quality board, transparency and accountability to shareholders. In the opinion of the Board, the Company has complied with the Code for the Period, with the exception for the following deviation:

Under code provision C.2.1, the responsibilities between chairman and chief executive officer should be separated. However, the chief executive officer of the Company has not yet been appointed. Currently, the day-to-day management of the Company's business is handled by the executive directors and senior management, who take the responsibility to run the Group's business and to implement the Group's strategy so as to achieve the overall commercial objectives of the Company.

Directors' securities transactions

The Company had adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company also had made specific enquiry of all Directors and the Directors confirmed that they have complied with the required standard of dealings and its code of conduct regarding securities transactions By order of the Board China Health Group Inc. Directors during the Period.

Audit committee

The audit committee of the Board (the "Audit Committee") was established with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review the Company's annual reports and accounts, half-yearly reports and quarterly reports and internal control system of the Group and provide advice and comments to the Board. The Audit Committee has three members comprising the three independent non-executive Directors, namely Mr. QIU Rui, Dr. NI Binhui and Mr. ZHEN Ling. Mr. QIU Rui is the chairman of the Audit Committee. The unaudited consolidated results of the Group for the Period had been reviewed by the Audit Committee which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures have been made.

企業管治常規

本公司的公司治理實踐以創業板上市規則附錄15《公司治理實踐規範》（“規範”）第2部分中規定的原則和規範條款為基礎。公司採用的原則強調董事會的品質、透明度和對股東的責任。董事會認為，公司在此期間已遵守了準則，但以下偏差除外：

根據準則第C.2.1條，董事長和首席執行官之間的職責應分開。不過，該公司首席執行官尚未任命。目前，公司業務的日常管理由執行董事和高級管理層負責，執行董事和高級管理層負責管理集團業務和實施集團戰略，以實現公司的總體商業目標。

董事之證券交易

本公司已採納董事證券交易行為守則，其條款不低於《創業板上市規則》第5.48至5.67條所規定的交易標準。公司還對所有董事進行了具體詢問，董事們確認，他們在這段時間內遵守了規定的交易標準及其董事證券交易行為準則。

審核委員會

審核委員會已成立，並遵照創業板上市規則書面訂明其職權範圍。審核委員會之主要職責為覆審本公司之年度報告及帳目、半年報告及季度報告以及本集團之內部監控制度，並向董事會提供意見及建議。審核委員會由三名獨立非執行董事仇銳先生、倪彬暉博士以及甄嶺先生組成。仇銳先生為審核委員會之主席。審核委員會已審閱本集團截至二零二二年三月三十一日止三個月之未經審核第一季度業績，並認為該業績的編制符合適用的會計準則和要求，並已作出適當披露。

CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained a sufficient public float.

By order of the Board
China Health Group Inc.
GUO Xia
Chairman

Hong Kong, 6 May 2022

As at the date hereof, the Board comprises two executive Directors, being Mr. GUO Xia and Dr. SONG Xuemei; one non-executive Director, being Mr. SU Yi; and three independent non-executive Directors, being Mr. QIU Rui, Dr. NI Binhui and Mr. ZHEN Ling.

公開發行股票的充足性

根據本公司公開的資訊，並在本報告日期董事所知的範圍內，本公司保持了足夠的公開發行量。

承董事會命
中國醫療集團有限公司
郭夏
主席

香港，二零二二年五月六日

於本公佈日期，董事會成員包括兩名執行董事，分別為郭夏先生（本公司之主席）及宋雪梅博士；一名非執行董事，為蘇毅先生；三名獨立非執行董事，分別為仇銳先生、倪彬暉博士及甄嶺先生。